C C 07 -mp 33388



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

David L Green

Lone Star Steel Company

DLG/sc

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



May 30,1997

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

PORT ELIZABETH WAREHOUSE AND TERMINAL

Dear Mr. Williams:

My name is Michael W. Morrow, and I am Vice President of Sales of Port Elizabeth Terminal and Warehouse Corp.

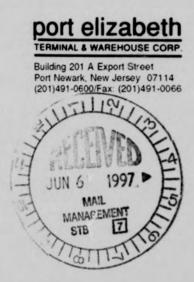
The Judge Organization is made up of three companies, Port Elizabeth Terminal and Warehouse, P. Judge and Sons Trucking for local transportation and draying to and from the piers in the Port of New York, and Amex, our shipper agent company which arranges inland freight, both trucking and intermodal.

Our family owned company has its roots in Brooklyn in the 1920's and moved to Port Newark / Elizabeth in the early 1970's with the advent of containerization.

As a provider of warehousing, transloading and transportation at the Port, we are heavily involved the international import and export containerized cargo and are very sensitive to Port competition. As such, we welcome the prospect of two railroads serving the Port.







We are primarily a handler of paper products and currently lease in excess of 500,000 square feet of warehouse space at the Port from the Port Authority. We handled in excess of 7,000 containers at the Port last year and loaded or unloaded 3,300 boxcars at our facilities.

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, by representatives of both CSX and Norfolk Southern. There is a distinct need for two competing railroads in the Northeast, and especially at the port which own their own track and facilities. Far to 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 I understand some of the reasons for originally 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. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I have been led to believe of railroad operations, two carriers of relatively equal size and scope should provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

Of key importance to companies such as ourselves located at the Port is that the jointly operated terminal railroad to service the Port must operate more efficiently than Conrail has in the past and that, as described, there are no additional charges to our customers.

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 Norfolk Southern and CSX will offer. An extensive addition of single line rail service will allow our customers to increase market penetration to areas in which they 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, Michael W. Morrow, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on the 30th day of May, 1997.

Sincerely,

Michael W. Morrow

Vice President of Sales

Port Elizabeth Warehouse and Terminal

Michael W. Morkonsut

MWM:nj

"COME CALLING ON

*** **
Carrollton

William J. Welty, Sr., Mayor

June 2, 1997



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

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

Dear Mr. Williams:

The City of Carrollton would like to offer our support for the proposal being brought before the Surface Transportation Board in the captioned proceeding. Carroll County is privileged to have six large industries, including Dow Corning and Elf Atochem, located within our boundaries with a labor force of 2,330 and earn approximately \$66.8 million dollars annually. These industries are all served by rail; and two industries, Gallatin Steel and North American Stainless, use rail as their main source of transportation.

The merger will bring a balanced rail system in the East, eliminating many troublesome interchanges with faster, more reliable service and a broader geographic reach for Kentucky customers. The proposed transaction should generate significant economic growth which is crucial for new job's for Kentucky's residents.

Ken ky, I would urge the Surface Transportation Board to exp tiously review the application and give their approval.

Sincerely,

William J. Welty Sr

Mayor

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

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

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



VERIFIED STATEMENT OF ARAMARK UNIFORM SERVICES, INC. FINANCE DOCKET NO. 33388

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



Dear Mr. Williams:

My name is Michael Longanecker, and I am Assistant General Manager of ARAMARK Uniform Services, Inc., 1900 Progress Ave., Columbus, OH 43207. I have held my present position for 1 year. My duties include overseeing delivery and service of mats.

ARAMARK Uniform Services is a vendor of uniform and mat services. We work with NS at the following location Columbus, OH. In addition, we work with Pacific Rail at Columbus, OH.

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

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

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

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

Sincerely,

Michael Longanecker Assistant General Manager

mak CHord

ARAMARK Uniform Services, Inc.

ML/sf

County Commissioners of ALLEGANY COUNTY

Bernard L. Loar, President
Dale R. Lewis, Commissioner
Arthur T. Bond, Commissioner



Barry A. Burton, County Administrator Carol A. Gaffney, Clerk William M. Rudd, County Attorney



Replacement Letter - June 4, 1997

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

Dear Secretary Williams:

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.

We are writing to express our strong support for the restructuring of the Northeast rail system based on the pending partition of Conrail's lines between CSX and Norfolk Southern.

As elected officials, we are excited about the economic development potential this merger would provide. By increasing the market reach of both NS and CSX and enhancing their ability to compete with motor carriers for more business, this restructuring promises to benefit shippers and communities throughout Maryland and the eastern half of the United States.

Additional freight moving on CSX will mean fewer trucks clogging our highways and more freight cars and locomotives coming into CSX's Maryland shops for repair and maintenance. This bodes well for local employment and our regional economy.

We understand you are working with the Maryland Coal Association to settle issues they have raised, and we respectfully request your cooperation with the coal industry since they are a leading employer in our area.

We urge the Surface Transportation Board to give this pro-competitive, balanced proposal consideration and approval.

Sincerely,

COUNTY COMMISSIONERS OF ALLEGANY COUNTY, MARYLAND

Bernard L. Loar, President

Dale R. Lewis, Commissioner

Arthur T. Bond, Commissioner

ACC:ceb

cc: The Honorable Paul S. Sarbanes

The Honorable Barbara A. Mikulski

The Honorable Roscoe Bartlett

The Honorable Parris N. Glendening

The Honorable Casper R. Taylor, Jr.

The Honorable James T. Brady, Secretary

Department of Business & Economic Development

Adrienne Ottaviani, President, Maryland Coal Association

CITY OF MADISON 261 WASHINGTON AVENUE MADISON, WEST VIRGINIA 25130

MAYOR'S OFFICE CLERK'S OFFICE STREET DEPARTMENT SANITARY BOARD REFUSE COLLECTION PHONE 304-369-2762

June 2, 1997

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



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

Dear Mr. Williams;

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

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

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

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

Sincerely,

Andrew M. Dolan, Mayor

Westvāco

May 29, 1997

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



Re: Finance Docket No. 33388, CSX Corporation, etc. - Request for Comments on Petition for Waiver of 49 C. F. R. Section 1180.4 (c) (2) (vi)

Dear Secretary Williams:

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

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

Westvaco Corporation is a major integrated manufacturer of paper, paper products, and manufacturing facilities throughout the United States and ships to all forty-eight states including major markets in the eastern and mid-western sections of the United States. We rely extensively on rail transportation for both our raw materials and to deliver our finished goods. Specifically, CSX serves our mills at Covington, VA, Luke, MD, and Charleston, SC and we depend on their support to keep us competitive in the marketplace.

It appears to us that the Board's favorable consideration of the Petition would expedite the time in which CSX will be able to provide competitive rail transportation to and from the Greater New York area, and from the Northeastern United States in general, to the Midwest and Chicago, as well as to Cincinnati and points in the mid-South.

Due to the location of our facilities, Westvaco is particularly interested in the new East-West service that CSX will provide and certain of the connections toward Chicago and beyond involved in the Petition. We accordingly urge the Board to grant the Petition and expedite the implementation of the new service in all appropriate ways as we are extremely interested in faster service that will enable our mills in Maryland, South Carolina, and Virginia to better serve our existing markets via rail.

Surface Transportation Board June 2, 1997 Page 2

Our Company supports the overall proposal for CSX and NS to acquire Conrail and divide it into parts of their two systems, thus expanding their systems throughout the Northeastern United States. We also support the Petition in question, since it will hasten the day when improved competitive CSX service can be brought to the public.

Thank you for the opportunity to provide comments to the Board.

Very truly yours,

John R. Smith

Director of Transportation



ARUNDEL CENTER P.O. BOX 2700 ANNAPOLIS, MARYLAND 21404 (410) 222 - 1821

JOHN GARY County Executive

May 29, 1997



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

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

Dear Secretary Williams:

I am writing to express my strong support for the restructuring of the Northeast rail system based on the pending partition of Conrail's lines between CSX and Norfolk Southern.

As Anne Arundel County Executive and a Maryland elected official, I am excited about the economic development potential this merger would provide. By increasing the market reach of both NS and CSX, and enhancing their ability to compete with motor carriers for more business, this restructuring promises to benefit shippers and communities throughout Maryland and the eastern half of the United States.

Additional freight moving on CSX will mean fewer trucks clogging our highways and more freight cars and locomotives coming into CSX's Maryland shops for repair and maintenance. This bodes well for local employment and our regional economy.

I urge the Surface Transportation Board to give this pro-competitive, balanced proposal consideration and approval.

onn Gary

County Executive



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 ON BEHALF OF

CONTAINERBASE, INC.

FINANCE DOCKET NO. 33388

My name is Kenneth D. Harrington, and I am the President of Containerbase, Inc., 125 27th Avenue N. E., Minneapolis, Mn. 55418. I have held my present position for three years. My duties include operation of a Container Depot and Intermodal Transportation Company.

Containerbase, Inc. is a Intermodal Container Depot involved in storing, repair and general handling ofIntermodal Containers. And, the transport of these same containers to and from competitive depots and railroads in a several state area. Presently we work with the Burlington Northern and Soo Line railroads in the Minneapolis, Mn. 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, 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-competive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for the market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Page 2

Growth in the intermodal industry will benefit my company, Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance by 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 Kenneth D. Harrington, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29th, 1997.

Sincerely,

Kenneth D. Harrington

President

Containerbase, Inc.

KDH/jh



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

Re: CSX/Conrail Merger: STB Finance Docket No. 3320 388

Dear Sir:

I am writing this letter to express my opposition to the proposed acquisition of Conrail by CSX Corporation and the planned break up of Conrail between CSX and the Norfolk Southern Corporation.

As someone who lives in the northeast and witnessed the struggle that my neighbors and friends who work for Conrail went through during the "early" years, and the personal sacrifices that they made to make Conrail a success. I don't understand the reasoning behind this proposal, other than pure greed and an obsession for more power on the part of the Corporate CEOs' of CSX and NS.

This just another example becoming bigger and smaller at the same time, with the NS and CSX increasing in size with the absorption of Conrail and the resulting downsizing in the workforces now in existence. These jobs that will be lost are the ones that buy homes, autos and put children through College. I like to emphasize that these jobs will be lost forever and with these jobs also goes the taxes, the services, that these jobs pay and purchase.

The creation of mega railroads (NS/CR-CSX/CR) will further erode the stabilizing influence of the Rail Unions; which have been in retreat ever since the passage of the 1980 Rail Deregulation Act.

Please make my opposition and this letter a part of the record involving this matter and advise me of what the Board decides.

Sincerely yours,

Dennis R. Parker

Consail Engineer - Cleveland

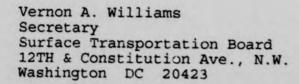
cc: Congressional Delegation



HENDERSON COUNTY RIVERPORT AUTHORITY and INDUSTRIAL PARK

6200 Riverport Road, Henderson, KY 42420 Ohio River Mile - 808 Phone 502-826-1636 Fax 502-827-4523

June 2, 1997



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

This is to inform the Surface Transportation Board that the Henderson County Riverport Authority, 6200 Riverport Road, Henderson, Kentucky 42420 is supportive of the joint acquisition of Conrail by CSX and Norfolk Southern.

The Henderson County Riverport Authority located in Henderson, Kentucky on the Ohio River, is an Intermodal Terminal Operation which is very dependent on a strong, diversified rail network to provide direct services to our Riverport and Dock Facilities.

The Henderson County Riverport and Henderson Community has recently spent considerable energy and resources and supported CSX Corporation's efforts to purchase and upgrade a short line railroad which serves the Henderson County Riverport Authority and Industrial Tenants as well as eight (8) other rail users on this rail line.

The Henderson County Riverport Authority supports the referenced transaction because we believe that it will enhance our chances to capture additional business and single line rates will allow both the Riverport and CSX to benefit from these advantages.

Vernon A. Williams June 2, 1997 Page 2

The Henderson County Riverport's geographical business area covers a good portion of the Eastern half of the U.S., which is the area that is covered by the transaction, and we urge your serious consideration and approval.

Thank you for consideration of our interest and we will be monitoring the proceedings and developments of this transaction.

I, William O. Howard, declare under penalty of perjury that the foregoing is trust and correct. Further, I certify that I am qualified and authorized to file this letter of support. Executed this <u>2nd</u> day of <u>June</u>, 1997.

Kindest Regards,

William O. Howard Executive Director

Henderson County Riverport Authority

WOH/ln

MASS POLYMERS CORPORATION

198 WEST HIGH STREET SOMERVILLE, NJ 08876 (908) 725-3133 FAX (908) 725-9677

69 ADAMS STREET NEWTON, MA 02158 (617) 964-9400 FAX (617) 969-1248

May 22 , 1997

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



VERIFIED STATEMENT

Re: STB Finance Docket No. 33388

Dear Secretary Williams:

Our company, Mass Polymers Corporation, a plastic broker located in Somerville, NJ, strongly supports the proposed joint acquisition of Conrail by CSX and NS and we hope the Surface Transportation Board will approve it as soon as possible. Let me tell you why.

My name is Josette Kenyon and I am the Traffic Manager at Mass Polymers Corp. My primary responsibility in this position is to manage our company's freight distribution system, specifically to ensure that our product reaches our customers in the most efficient and cost effective manner. To connect with our customers, we depend upon rail service through CSX and Burlington Northern and trucking services as well.

Every year we transport about 220 railcars of plastic pellets to manufacturers throughout the East coast. Freight expenses are a major factor in our cost structure, which is one of the main reasons we so strongly support the proposed transaction.

I'm sure you're aware that the proposed transaction would create far more single-line routes in the Eastern United States. Single-line service is important to us because it significantly cuts down on interchange delays. Fewer delays mean faster, more reliable, and more efficient service. They also mean lower costs,

Vernon A. Williams May 22, 1997 Page 2

which will make our product more competitive and help our company grow.

In addition, the proposed transaction would increase competition within the entire freight transportation market because the expanded rail systems would provide realistic and cost-effective alternatives to trucking. Trucks dominate many shipping routes because right now there is no rail service that can offer a cost-effective alternative. The expanded rail systems, with more single line routes, would be able to compete against trucking and offer more shipping options to companies such as ours.

We believe that the proposed transaction would create a faster, cheaper, more reliable, and more efficient freight transportation system. It would benefit both shippers and their customers. We hope the Board will take these factors into consideration and swiftly approve the joint application of CSX, NS and Conrail.

I, Josette Kenyon, declare under penalty 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 day of __May____, 1997.

Josette Kenvon



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

OFFICE OF FREEHOLDER
FRANK H. LEHR

June 2, 1997

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

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

MANA
STB

MANA

Re:Conrail Merger, Finance Docket No. 33388

Dear Mr. Williams:

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

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

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

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

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

 offer competitive east-west routes and northsouth routes from Northern New Jersey; and

4) provide access to two modern and efficient intermodal rail/truck transportation systems to serve the region's intermodal terminals.

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

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

Sincerely,

FRANK H. LEHR FREEHOLDER

FHL: mo

INDUSTRIAL MINERALS

A consolidation of The Feldspor Corporation, Suzorite Mineral Products & Suzorite* Mico

May 31, 1997

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

TO 33308

CSX Corporation and Norfolk Southern - Application

to Control and Operate Lines of Consolidated Rail Corp.

/-

JUN 6 1997 NAIL
MANAGEMENT
STB 17 186

Dear Secretary Williams:

RE:

My name is William Z. Rogers. I am VP Sales & Marketing – Ceramics for The Feldspar Corporation, a Zemex Industrial Minerals company in Atlanta, Georgia. My office address is 1040 Crown Pointe Parkway, Suite 270, Atlanta, GA 30338. In my position, I am responsible for coordinating the transportation strategy for our manufacturing locations at Spruce Pine, NC and Edgar, FL, including the transportation of outbound product. I have been in my current position since 1992, and have been involved with my company's logistics for 17 years. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

The Feldspar Corporation is the largest producer of feldspar in the United States supplying feldspar and related minerals to the Ceramic and Glass Industry. Our products are used in the manufacture of ceramic tile, sanitary porcelain, dinnerware, specialty lighting glass, and other industrial applications. We ship approximately 200 cars per month from our plants in Spruce Pine, NC and Edgar, FL (both CSX served), and there is another line haul traffic from our plants in Allamore, TX (UP served) and Monticello, GA (NS served). We ship our products to customers nationwide.

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

 We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates. It has been our experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves. Mr. Vernon A. Williams Page 2 May 31, 1997

- We also expect that with the increased number of destinations able to be reached in singleline service, we are more likely to be able to move outbound finished product by rail than we can today, to more distant markets.
- 3. We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of the shippers who rely on rail. The Feldspar Corporation is well aware that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets especially in the East. Because the East will be served by two strong railroads of roughly equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment, and will ensure that rail service grows into the future. These developments are, and should be, important to all rail shippers.

In conclusion, The Feldspar Corporation supports the application to acquire Conrail and requests that the Board moves as expeditiously as possible to ensure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

Sincerely,

ZEMEX INDUSTRIAL MINERALS

William Z. Rogers

Vice President Sales & Marketing - Ceramics

WZR:ra

Mr. Vernon A. Williams Secretary Surface Transportation Board 1201 Constitution Ave., N.W. Washington, D.C. 20423 JUN 6 1997 DANAGEMENT STB 77

F033388

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

Dear Secretary Williams:

My name is David Woerner. I am General Manager of Marubeni Steel Processing, MSP2, located in Vonore, Tennessee. We are in the business of storing and slitting light gauge, cold rolled and coated steel coils and delivering the finished product, just-intime, to the end users - typically, automotive or appliance parts manufacturers. I have been in my current position from the start-up of this plant, two years ago. I am writing to offer my company's support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

We receive and ship approximately 80,000 tons of steel each year. Our plant is served by CSX and much of our incoming shipments arrive by rail. Outbound product is shipped by both truck and rail.

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

1. We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization and more competetitive rates. As Conrail and CSX each serve steel mills, we would have more efficient, single-line service from more steel mills with a larger network. 2. We are convinced that the Conrail acquisition will increase rail business and that it would be good for all shippers who rely on rail transportation. Marubeni Steel Processing is well aware that motor carriers haul most of the nation's steel freight and that trucks dominate the freight markets, especially in the East. Because the East will be served by two strong railroads of roughly equal size, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment, and will ensure that rail service grows into the future.

In conclusion, Marubeni Steel Processing supports the application to acquire Conrail and requests that the Board move as rapidly as possible to assure approval.

Sincerely,

David R. Woerner General Manager, MSP2

·cossi



FOREST TECHNOLOGY SALES

A DIVISION OF GEO. MCQUESTEN CO., INC.

TEL. 508-667-6011 • FAX 508-667-8978

600 IRON HORSE PARK, NORTH BILLERICA, MA 01862-1687

June 3, 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 Corp. and CSX Transportation, Inc., Norfolk Southern Corp.and Norfolk Southern Railway Co. - Control and Operating Leases/Agreements Conrail, Inc. and Consolidated Rail Corp., STB Finance Dockett No. 33388

My name is Carl McKenzie. I am the Division Manager for FOR-TEK. My business address is 600 Iron Horse Park, N. Billerica, MA 01862. As Division Manager, my responsibilities include planning for rail service, negotiation of rail contracts, and arranging for carload shipments.

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

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

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

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

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

Carl McKenzie Division Manager GRAND WAREHOUSE CORPORATION

FO 33376

VERIFIED STATEMENT OF GRAND WAREHOUSE

My name is David Schulman and I am the President of Grand Warehouse. Thave held my present position of President for 3 years. My duties include all Corporate Operations.

Grand Warehouse is a public warehouse and Distribution. We have facilities located at 9840 S. Dorchester Ave, 4350 W. Ohio, 531 N. Kilbourn. These facilities are presently served by NS and UP. We ship and receive from customers all over the country. During 1996, we shipped/received 10,000,000 carloads, containers, trailers, to and from these destinations.

We support approvals of 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 out 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 Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

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

I, David Schulman, declare under penalty 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.

David Schulman

Hurt Transportation, Inc. P.O. Box 6219 Jacksonville, FL 32236 (904) 786-0805 Phone (904) 786-0261 Fax

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

Dear Mr. Williams,

My name is William E. Hart, and I am President of Hart Transportation Inc. I have held my present position for 3 years.

Hart Transportation is an intermodal drayman utilizing both the Norfolk Southern and CSX railroad intermodal ramps in the Southeastern U.S.

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 an 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 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 wh3en only one company is abler to operate in a particular market, service suffers and the prices are 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 by just any rail carriers. They must be carriers, which are of comparable size and scope, and provide a competitive service.

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

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

I, William E. Hart, declare under penalty of perjury the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 31, 1997.

Sincerely,

William E. Hart

President



A subsidiary of ZEMEX Corporation

Mine Road, Monticello, GA 31064 (404) 468-6421

May 14, 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.

VERIFIED STATEMENT OF BOBBY H SAULS THE FELDSPAR CORPORATION

My name is Bobby H. Sauls, Assistant Plant Superintendent in charge of traffic for The Feldspar Corporation. My duties include the management of receiving of raw materials and the shipping of mined product to manufactures.

Feldspar Corporation is a mining Company. We have facilities in Spruce Pine, N.C. Edgar, Fla. and Monticello, Ga. These facilities are currently served by Norfolk Southern, CR and CSXT railroads and we ship and receive approximately 350 cars per year.

There is a distinct need for two competing railroads in Northeast and I support STB approval of the joint application by Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve the balance of rail competition in the Northeast. We believe a balanced rail system will provide our customers with improved rail service, at lower freight rates.

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

Sincerely, Bally H. Saul

Bobby H. Sauls, Traffic Manager

The Feldspar Corporation

James of Bidgeley

P. O. Box 1290 RIDGELEY, WEST VIRGINIA

26753

JUNE 2, 1997

JUN 6

MANAGEN

STB

MR. VERON A. WILLIAMS, SECRETARY SURFACE TRANSPORTATION BOARD 1925 K STREET, N.W. WASHINGTON, DC 20423-001

WASHINGTON, DC 20423-

FD 33398

DEAR MR. WILLIAMS:

I AM WRITTING TO CONVEY RIDGELEY'S WHOLE-HEARTED SUPPORT FOR THE PROPOSAL WHICH IS BEING BROUGHT BEFORE THE BOARD IN THE CAPTIONED PROCEEDING. RIDGELEY'S INDUSTRIAL, BUSINESS, AND AGRICULTURAL INTERESTS MUST HAVE ACCESS TO RELIABLE RAIL TRANSPORTATION, AND THE PROPOSED TRANSACTION WILL ENABLE THEM TO RECEIVE MORE COMPETITIVE RAIL SERVICE AND PROVIDE THEM WITH SINGLE LINE ACCESS TO MANY MORE CUSTOMERS AND SUPPLIERS.

I AM CONFIDENT THAT THE ENHANCED TRANSPORTATION SERVICE RESULTING FROM THE PROPOSED TRANSACTION WILL GENERATE SIGNIFICANT NEW BUSINESS AND INDUSTRIAL GROWTH IN RIDGELEY. SUCH GROWTH IS CRUCIAL TO US BECAUSE IT CREATED NEW JOBS FOR RIDGELEY'S RESIDENTS. I ALSO ANTICIPATE THAT THE TRANSACTION WILL RESULT IN MORE RAILROAD JOBS ON THE EXPANDED CSX AND NS RAIL SYSTEMS.

IN ADDITION TO THE DIRECT AND INDIRECT BENEFITS WHICH WILL ACCRUE TO RIDGELEY BY VIRTUE OF THE PROPOSED ACQUISITION OF CONRAIL BY CSX AND NORFOLK SOUTHERN, THE ENLARGED CSX AND NS SYSTEMS WILL BE ABLE TO COMPLETE MORE EFFECTIVELY WITH MOTOR CARRIERS. THE MOTOR CARRIERS WILL ALWAYS RETAIN A MAJOR SHARE OF THE INTERCITY FREIGHT BUSINESS BY VIRTUE OF THEIR SPEED AND FLEXIBILITY, AND GOOD TRUCK SERVICE IS AS IMPORTANT TO US AS GOOD RAIL SERVICE, BUT SOME DIVERSION OF FREIGHT TRAFFIC FROM THE HIGHWAYS TO THE RAILROADS WOULD HELP REDUCE HIGHWAY TRAFFIC TO MORE ACCEPTABLE LEVELS.

IN CONCLUSION, RIDGELEY URGES THE BOARD TO APPROVE THE APPLICATION FILED IN THE CAPTIONED PROCEEDING AS EXPEDITIOUSLY AS POSSIBLE AND THEREBY ENABLE ITS RESIDENTS TO BEGIN REALIZING THE BENEFITS OF THE IMPROVED RAIL SERVICE WHICH WILL RESULT FROM THE PROPOSED TRANSACTION.

SINCERELY,

WARREN R. HARNESS

MAYOR

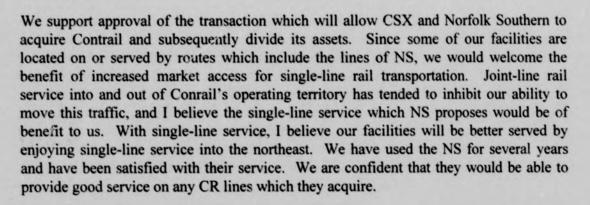
BORDEN CHEMICAL, INC.



May 30, 1997

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

Dear Mr. Williams:



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

I, <u>John R. Todd</u>, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30,1997.

Sincerely,

John R. Todd

Director, Distribution

John R. Todd

JRT/gjw

GEORGE C. EDWARDS
GARRETT-ALLEGANY COUNTIES
DISTRICT 1A

MEMBER:
COMMITTEE ON APPROPRIATIONS
HOUSE COMMITTEE ON RULES

& EXECUTIVE NOMINATIONS
SUBCOMMITTEES:
TRANSPORTATION & THE ENVIRONMENT

CAPITAL BUDGET

CHAIRMAN: WESTERN MARYLAND DELEGATION



HOUSE OF DELEGATES

ANNAPOLIS, MARYLAND 21401-1991

May 28, 1997

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

Re: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.: Norfolk Southern Corporation

and Norfolk Southern Railway Corporation--Control and Operating Lease/Agreements--Conrail, Inc. And

Consolidated Rail Corporation

Dear Secretary Williams:

I am writing to express my strong support for the restructuring of the Northeast rail system based on the pending partition of Conrail's lines between CSX and Norfolk Southern.

As a Maryland elected official, I am excited about the economic development potential this merger would provide. By increasing the market reach of both NS and CSX, and enhancing their ability to compete with motor carriers for more business, this restructuring promises to benefit shippers and communities throughout Maryland and the eastern half of the United States.

Additional freight moving on CSX will mean fewer trucks clogging our highways and more freight cars and locomotives coming into CSX's Maryland shops for repair and maintenance. This bodes well for local employment and our regional economy.

I urge the Surface Transportation Board to give this pro-competitive, balanced proposal consideration and approval.

Sincerely,

George C. Edwards

Delegate, District 1A

ANNAPOLIS OFFICE:

320 LOWE HOUSE OFFICE BUILDING ANNAPOLIS, MARYLAND 21401-1991 410-841-3435

TOLL FREE: 1-800-492-7122 EXT. 3435

DISTRICT OFFICE:

P.O. BOX 658 GRANTSVILLE, MARYLAND 21536

(301) 899-5720 (301) 746-5851 FAX: 746-5831

JUN 6 1997 MANUAGEMENT



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

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

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

I, 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/Isl

JOAN M. CADDEN
DISTRICT 31
ANNE ARUNDEL COUNTY

COMMITTEE:
APPROPRIATIONS
VICE CHAIR
SUBCOMMITTEE:
HEALTH AND HUMAN RESOURCES
PRESIDENT
WOMEN LEGISLATORS
OF MARYLAND



HOUSE OF DELEGATES

ANNAPOLIS, MARYLAND 21401-1991

May 29, 1997

Mr. Vernon A. Williams, Secretary Surface Transportation Board 12th and Constitutional Avenue, N.W. Washington, D.C. 20423 FD 33388

HOME:

111 CEDAR HILL ROAD BROOKLYN PARK, MARYLAND 21225 (410) 769-1914

OFFICE:

213 HOUSE OFFICE BUILDING ANNAPOLIS, MARYLAND 21401-1991



Dear Secretary Williams,

I am writing to express my strong support for the restructuring of the Northeast rail system based on the pending partition of Conrail's lines between CSX and Norfolk Southern.

As a member of the Appropriations Committee of the Maryland House of Delegates, I am excited about the economic development this merger would provide. By increasing the market reach of both Norfolk Southern and CSX, and enhancing their ability to compete with motor carriers for more business, this restructuring promises to benefit shippers and communities throughout Maryland and the eastern half of the United States.

Additional freight moving on CSX will mean fewer trucks clogging our highways and polluting our air. Freight cars and locomotives coming into CSX's Maryland shops for repair and maintenance. This bodes well for local employment and our regional economy.

The Maryland General Assembly has spent a great deal of time and effort in negotiations on this issue. I urge the Surface Transportation Board to give this proposal consideration and approval.

Sincerely.

Joan Cadden

JMC/aeb

Chemstam Company

17 S. BRIAR HOLLOW SUITE 401 HOUSTON, TEXAS 77027 (713) 961-4908 TWX 910/881-3650

June 3,



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:

Chemstam, Inc. supports the Norfolk Southern acquisition of CONRAIL and urge that you give every consideration to their filling proposal.

We look forward to the proper division of CONRAIL, improved service and competition.

Sincerely

W. P. Dorgeloh

President

wpd/d



Continental Plastic Containers, Inc.

Subsidiary of Continental Can Company, Inc.

VERNON A. WILLIAMS SECRETARY SURFACE TRANSPORTATION BOARD 1925 K STREET, N.W. WASHINGTON, DC 20423

RE: CSX/NORFOLK SOUTHERN/CONRAIL PROPOSED TRANSACTION; STB FINANCE DOCKET NO. 33388



DEAR SECRETARY WILLIAMS:

I AM WRITING IN REGARDS TO THE PROPOSED JOINT ACQUISITION OF CONRAIL BY CSX AND NORFOLK SOUTHERN. TO MY UNDERSTANDING, THIS TRANSACTION WILL CREATE FASTER, AND MORE RELIABLE SERVICE TO MY COMPANY. WITH THAT POINT IN MIND, MY COMPANY IS OFFERING ITS SUPPORT OF NORFOLK SOUTHERN'S AND CSX'S ACQUISITION OF CONRAIL.

MICHAEL J. MANYPENNY

CONTINENTAL PLASTIC CONTAINERS

Route 2 Congo Rd Newell WV 26050 304 387 3165 Fax 304 387 0121



Edward J Krajca

Logistics Procurement and Supply

June 2, 1997

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



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

Dear Secretary Williams:

My name is Edward J. Krajca. I am the Director of Logistics for Chrysler Corporation and am based at company headquarters in Auburn Hills, Michigan. In my capacity as Director of Logistics, I am responsible for the movement of all inbound parts and other material to our plants and the outbound shipment of finished vehicles to our dealers. In addition, I am responsible for the purchase of all transportation services for Chrysler Corporation.

Chrysler is a worldwide manufacturer of automobiles, minivans, pickup trucks, sports utility vehicles and other specialty vehicles. Our operations in North America are represented by vehicle assembly and parts plants in the United States, Canada and Mexico.

Chrysler is a heavy user of rail services for the movement of both parts and finished vehicles. In the previous twelve months, we shipped 172,000 multi-level railcars of finished vehicles to various destination ramps throughout North America. In addition, we also received approximately 26,000 railcar loads of auto parts and other material used in our manufacturing operations.

Conrail, CSX and Norfolk Southern are important originators and terminators of Chrysler traffic and compete for the privilege of serving Chrysler. With one reservation, we believe that the proposed acquisition of Conrail is in our best interests and in the interests of our customers. We urge the Board to approve the application of CSX and Norfolk Southern for the control of Conrail for the reasons listed. Further, Chrysler asks

June 2, 1997 Vernon A. Williams Page Two

that the Board reconsider the request for expedited handling of the application.

1. We believe that the acquisition of Conrail by CSX and NS would produce better service, increased equipment utilization and more competitive rates. Also, the increased number of city pairs served by both CSX and NS will lead to an increase in single-line service opportunities for Chrysler. This benefit is important to Chrysler since some of our vehicles are made in only a single plant and the rail market reach of the finished vehicles made in each plant is relatively limited. This has caused Chrysler to truck sizeable numbers of finished vehicles to properly position them with an originating carrier.

Increased single-line service opportunities are important to Chrysler. It has been Chrysler's experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.

2. With reservation, Chrysler believes that the proposed joint terminal operation for Detroit and the Greater New York/New Jersey terminal areas will lead to increased competition for our business. It is our understanding that both CSX and NS will be able to directly access most of our facilities (Newark, DE and Twinsburg, OH being the exceptions) to give Chrysler increased service reliability, better equipment utilization and more competitive rates. We feel that the formation of the proposed joint terminals is a key to Chrysler's future use of rail service.

Chrysler's reservation stems from our Newark, DE vehicle assembly plant not being included in a joint operation. A key element that we have stressed in discussions with both CSX and Norfolk Southern is the requirement that all Chrysler facilities be jointly served by the two acquiring railroads. While Chrysler would like both Newark, DE and Twinsburg, OH to be jointly served, it is imperative that our Newark, DE assembly be served by both CSX and Norfolk Southern.

 Chrysler is convinced that the Conrail acquisition will increase rail business and that would be good for all shippers who rely on rail. Chrysler is well aware that June 2, 1997 Vernon A. Williams Page Three

motor carriers haul significant portions of the nation's freight and that trucks dominate the Eastern freight markets. Because the East will be served by two strong railroads of equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment and will ensure that rail service grows in the future. These developments are important to all shippers.

In conclusion, Chrysler supports the application of CSX and Norfolk Southern to acquire Conrail and requests that the Board give their application expedited handling. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail service in the East.

I, Edward J. Krajca, declare under penalty 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.

Edward J. Krajca

Notary Public, Macomb County, Michigan My Commission Expires July 6, 2006



The City of Philippi

June 1, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board 1925 K. Street, N. W. Washington, D.C. 20423-0001 Caton N. Hill, Jr., Mayor Joseph P. Mattaliano, City Manager Doris J. Mundy, City Clerk

T.D.D.: 457-3700

EOE/EEO



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

Dear Mr. Williams:

I am writing to convey the City of Philippi's concerns for the proposal which is before the Board in the captioned proceeding. The City of Philippi's industrial, business, and agricultural interests must have access to reliable rail transportation, and the proposed transaction does not enable them to receive competitive rail service. It does not give them single line access to more customers and suppliers. We are requesting that our county railroad customers have single line access to their markets.

The proposal does not allow our users to enjoy direct, single line access to Norfolk Southern destinations. The merger will restrict them to dual hauls that will result in potential bottlenecks and higher freight rates. If the merger moves forward without change, Barbour County Coal Producers shipping on the B & O line will be at risk. They have given preferential treatment to shippers on the Monongahela Railway. CSX and Norfolk Southern will have joint usage of the Conrail/Monongahela Railway. Dual access on the Monongahela Railway by both CSX and Norfolk Southern will immediately provide single haul access to all CSX and Norfork Southern markets by two class I carriers. This will jeopardize the ability of our coal producers on the B & O line to compete. This unfairness threatens jobs and the overal Barbour County economy.

I am confident that the Surface Transportation Board will not allow the B & O shipper's to remain "captive shippers." It is well known that the rates of captive shippers using dual hauls are much higher than single-haul access.

Changing the proposed transaction to allow our county railroad company to a single line haul. Access will generate significant new business and industrial growth in Philippi and Barbour County. Such growth is crucial to us because it creates new jobs for Barbour County Residents.

Mr. Vernon A. Williams Page 2 June 1, 1997

The City of Philippi urges the Board to change the application filed in the captioned proceeding to assure that the merger designates, that they serve Barbour County Shippers by a Class I carrier with single-haul access.

Sincerely, Desert 1. martaline

Soseph P. Mattaliano

City Manager

JPM/jpm

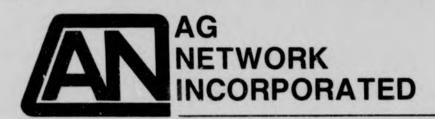
cc: Tim Hensley, CSX Transpotration's Resident Vice President-WV

Mayor & City Council

Members Economic Development Authority

The Chamber of Commerce Barbour County Commission

Region VII Planning & Development



June 2, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 33388\ 1295 K Street, N. W. Washington, D. C. 20423-0001



JUN 6 1997 MAR.
MANAGEMENT
STB 17

Dear Mr. Williams:

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 Ag Network Inc. Finance Docket No. 33388

My name is Mr. Les Cole and I am President of Ag Network Inc., I have full responsibility of this Company and I am writing this statement with Mr. Patrick Crowley our Transportation Consultant, who has 35 years experience in all aspects of railroad related work.

First of all I would like to explain who we are, Ag Network Inc., is in the Feed Fertilizer and Grain Marketing business in Western, N. Y. We have a state of the art grain loading facility in Lakeville, N. Y. on the Livonia Avon & Lakeville Railroad (LAL), we also receive fertilizers inbound at this facility, we receive our feed products ands some grain products in Avon, N. Y., also on the LAL, we have a bulk loading and unloading facility in LeRoy, N. Y. on the Rochester & Southern Railroad (RSR) and have plans for a state of the art Fertilizer and Grain facility on the RSR at Caledonia, N. Y. During 1996 we shipped/received 800 carloads which amounted to around \$1,600.000 total revenue to the railroads.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide it assets. Since our some of our facilities are located on a line, which we hope will interchange with NS, via RSR in Buffalo, N. Y., we would welcome the benefit of increased market access for single line transportation.

"A Network of People and Services"

Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposed would be of benefit to us. 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. Our facilities at Avon, and Lakeville, N. Y. are served by the Livonia Avon & Lakeville Railroad (LAL), who only interchanges with Conrail at Genesee Jct. N. Y., the LAL proposed to acquire Genesee Junction yard from CSXT/Conrail for the purpose of connecting to the RSR (and via the RSR, to other carriers including the Norfolk Southern in Buffalo, N. Y.) This yard sale and LAL ability to interchange to the RSR is a must for Ag Network to survive.

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

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

I, Mr. Les Cole, declare under penalty 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

I ac Cale

THE WARREN & TRUMBULL RAILROAD COM

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

Michael J. Connor - Vice-President

20 May 1997

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

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

Dear Secretary Williams;

I am Michael J. Connor and I am the Vice-President of The Warren & Trumbull Railroad Company (W&T). My business address is 136 South Fifth Street, Coshocton OH 43812. I have been in the business of managing, organizing, and acquiring so-called "short-line" and "regional" (Class III) railroads for the past 33 years. While I serve as Vice-President of several other Class III railroads each of these railroads is an independent corporation--my purpose in writing this letter is to clearly state the Warren & Trumbull's support of the proposed acquisition and divestiture of Conrail as outlined in STB 33388 and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The W&T is a Class III railroad operating 10 road-miles between Leavittsburg and Warren OH. The W&T connects with the following railroads at the points indicated:

Conrail*

Youngstown (Haselton) OH

CSXT

Youngstown (Ohio Junction) OH

YB

North Warren OH

* Norfolk Southern after Docket 33388 is implemented

The W&T operates in Mahoning and Trumbull Counties, Ohio.

Our latest Industrial Directory indicates that the W&T provides sidetrack service to the following rail patrons (* denotes new sidetracks constructed):

A. P. Green, Inc. - Warren OH

Armco Sawhill Tubular Division - Warren OH*

CSX, Ltd (Copperweld Steel Company) - Warren OH

Delphi Packard Electric Division of General Motors Corporation - Warren OH

K-Mart Corporation (Distribution Center) - North Warren OH

Thomas Strip Steel - Warren OH*

The Warren & Trumbull Railroad is an originating and terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad offering daily service to customers seven days per week. The principal commodities handled by the W&T are finished and semi-finished steel and scrap iron or steel.

Personally and corporately I support the merger because:

- Improved Single Line Service Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the W&T) to offer improved carload service.
- 2. New and Improved Traffic Lanes Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT and NS systems will permit carload freight to successfully compete in markets it is now unable to.

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

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

The Warren & Trumbull Railroad is composed principally of tracks that were to be abandoned if not acquired by the W&T in 1993 and 1995. The success of the W&T to date, measured in physical revitalization, traffic growth, and financial stability has been the result of intense and successful joint-line marketing and operation in conjunction with the Class I railroads.

The opportunity to expand the Norfolk Southern's role in our traffic only reinforces the W&T's commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great personal and corporate confidence that this transaction will most worthy of your support.

The success or failure of the W&T is inexorably linked with the success of its Class I connections. Their ability to meet the needs of the C&OR's patrons will determine the future of railroading in this part of America--please give them the tool they need--the transaction outlined in STB 33388!

correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 20th day of May 1997.

Michael J. Connor Vice-President

cc: Mr. John Snow - Chairman, CSX Corporation

Mr. David R. Goode, Chairman, President, and Chief Executive Officer, Norfolk Southern Corporation

MJC:bc

THE COLUMBUS & OHIO RIVER RAIL ROAD COMPANY

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

William A. Strawn II - President

20 May 1997

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

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

Dear Secretary Williams;

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

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

Conrail*

Columbus (Buckeye Yard) and Mingo Junction OH

CSXT

Newark OH

NS

(East) Columbus OH

Ohio Central Coshocton (Morgan Run) OH

R J Corman

Uhrichsville OH

W&LE

Jewett OH

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

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

ARG Corporation - Black Run OH

Armco, Incorporated (Coshocton Operations) - Coshocton OH

Banner Fibreboard Company - Coshocton OH

Bowerston Shale Company - Hanover OH

^{*} Norfolk Southern after Docket 33388 is implemented

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

Warehouse Services - Columbus OH

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

Personally and corporately I support the merger because:

- Improved Single Line Service Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the C&OR) to offer improved carload service.
- 2. New and Improved Traffic Lanes Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT and NS systems will permit carload freight to successfully compete in markets it is now unable to.

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

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

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

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

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

Sincerely,

William A. Strawn II

President

cc: Mr. John Snow - Chairman, CSX Corporation

Mr. David R. Goode, Chairman, President, and Chief Executive Officer, Norfolk Southern Corporation

JJJ:bc



37 North High Street Columbus, Ohio 43215 Phone 614-225-6952 Fax 614-469-8250



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

Re: Finance Docket No. 33388 - Conrail Merger with the Norfolk Southern and CSX Railroads

Dear Mr. Williams:

The Mid Ohio Regional Planning Commission (MORPC) is the designated MPO for the central Ohio area, a region very actively involved in intermodal freight transportation, and a metropolitan area with long history of private and public voluntary cooperation. MORPC also remains actively involved in planning for the intermodal freight infrastructure as a member of the Greater Columbus Inland Port Commission. At the present time it chairs the committee on Infrastructure Development for the Commission. In response to our local constituents concerns since the October 1996 announcement of the Conrail acquisition by CSX, MORPC has been monitoring the merger developments. We kept close contact with state of Ohio rail planning agencies and rumerous rail users in our region while assessing how the planned merger may affect the local businesses, industries, and communities.

MORPC's input to Docket No. 33338 is the result of several discussions, interviews, and planning sessions among public and private entities in central Ohio. Furthermore, it reflects positions developed collectively in an open forum as a voluntary cooperation among several industry and government leaders and representatives.

Under the Inland Port Infrastructure Development Committee a rail merger task force was created to assess the potential impacts of the planned merger. As an agency with resources in transportation infrastructure planning, MORPC has had an opportunity to discuss the issues of concern to local rail users and rail transportation planners resulting from the merger. The following position was evolved:

Two competing railroad presence in the region -- CSX and Norfolk Southern -is necessary for the local rail users to ensure competition and fairness in rail
freight shipments and fare structure.



- Sustenance of both intermodal rail ramps Buckeye and Discovery District yards independently owned and operated is critical to the long-term growth and prosperity as an
 inland freight distribution and warehousing hub in the greater Columbus area.
- Maintaining equitable access by both CSX and Norfolk Southern in the long term at the Buckeye Yard by allowing CSX to independently operate the intermodal ramp while Norfolk Southern operates the remaining facilities.
- Urging the Norfolk Southern to assume leadership position in implementing the necessary physical improvements along the Cincinnati line for doublestack rail service between Columbus and Cincinnati, Ohio.

A resolution incorporating the above position is recommended by the Infrastructure Development Committee for adoption by the Inland Port Commission.

We appreciate the opportunity to provide the central Ohio region perspective to the docket.

Sincerely,

Mohamed Ismail, Chair

Change smart

Inland Port Afrastructure Development Committee

MI:EC:mkb

Enclosure

c: Steve Rodabaugh, Co-chair Martijn Steger, Co-chair Bill Habig Elena Constantine Robert Lawler

RESOLUTION IP, IDC-1-97

ENDORSING RECOMMENDATIONS ON THE PROPOSED DIVISION AND MERGER OF CONRAIL BY CSX AND NORFOLK SOUTHERN

WHEREAS, the Greater Columbus Inland Port Commission created the Inland Port Infrastructure Development Committee consisting of private and public sector representatives to address infrastructure development issues affecting the central Ohio freight movement; and

WHEREAS, the Infrastructure Development Committee created the Railroad Merger Subcommittee to advise on rail service issues as they relate to maintaining a competitive railroad presence for freight shippers and forwarders; and

WHEREAS, the Columbus metropolitan area is currently served by all three major railroads (CSX, Norfolk Southern and Conrail), with Conrail and Norfolk Southern operating two intermodal rail yards in the region. The three railroad presence in the central Ohio region ensured a balanced market share, attractive levels of service, and competitive fare structure for local rail users; and

WHEREAS, the proposed merger and the operating plan will eliminate Conrail disturbing the prevailing balanced railroad service in central Ohio during the post-merger period; and

WHEREAS, the state of Ohio, MORPC as a representative of central Ohio local governments, and the Greater Columbus Inland Port Commission as a representative of private entities engaging in intermodal freight transportation have reached a consensus through the subcommittee to assure retention of competition, parity and quality freight services in and out of the greater Columbus area; now therefore

BE IT RESOLVED BY THE GREATER COLUMBUS INLAND PORT COMMISSION THAT:

- Section 1. It finds and determines that the presence of two railroads in central Ohio is necessary for the local rail users to ensure competition and fairness in the rail services and fare structure.
- Section 2. Maintaining both intermodal rail yards independently owned and operated is critical to the long-term growth and prosperity as an inland freight warehousing/distribution hub in the greater Columbus area.
- Section 3. Equitable access by both CSX and Norfolk Southern be maintained in the long term at the Buckeye Yard by allowing CSX to independently operate the intermodal ramp while Norfolk Southern operates the remaining facilities.
- Section 4. Both public and private entities associated with the Inland Port Commission urge Norfolk Southern to assume a leadership position in implementing the necessary

physical improvements along the Cincinnati line for a doublestack rail service between Columbus and Cincinnati.

Section 5. That this resolution be forwarded to the Ohio Rail Development Commission of the state of Ohio, the Surface Transportation Policy Board and the CEOs of the three railroads.

Co-Chair	
Greater Columbus Inlan	d Port Commission
Date	

Prepared by: Elena Constantine, Mid-Ohio Regional Planning Commission

Submitted and endorsed by the Inland Port Infrastructure Development Committee at its meeting on May 21, 1997.

OHIO SOUTHERN RAILROAD, INCORPORATED

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

File: OS

Michael J. Connor - Vice-President

20 May 1997

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

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

Dear Secretary Williams;

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

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

Conrail* New Lexington OH

CSXT Zanesville OH

OC Zanesville (via CSXT) OH

* Norfolk Southern after Docket 33388 is implemented

The OSRR operates in Muskingum and Perry Counties, Ohio.

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

Carter Lumber Company - Avondale OH

Cedar Heights Clay Company - East Fultonham OH

Ferro Corporation - Crooksville OH

Friendship Pottery, Inc. - Roseville OH

Graybill Hardwood Lumber Company - Roseville OH

Higgins Lumber Company - Roseville OH

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

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

Personally and corporately I support the merger because:

- 1. <u>Improved Single Line Service</u> Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the OS) to offer improved carload service.
- 2. New and Improved Traffic Lanes Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT and NS systems will permit carload freight to successfully compete in markets it is now unable to.

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

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

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

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

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

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

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

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

Michael J. Connor Vice-President

cc: Mr. John Snow - Chairman, CSX Corporation

Mr. David R. Goode, Chairman, President, and Chief Executive Officer, Norfolk Southern Corporation

MJC:bc



CITY OF HORNELL



108 BROADWAY . HORNELL, NY 14843 . [607] 324-7421 . FAX [607] 324-3150



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

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

Dear Mr. Williams:

On behalf of the City of Hornell in Steuben County, State of New York I wish to wholeheartedly support the proposed acquisition of Conrail by Norfolk Southern and CSX. I am the Mayor of the City of Hornell and have been duly authorized to speak on it's behalf.

After years of having endured the operation of the Southern Tier Main Line by Conrail, the City of Hornell welcomes a fresh new management strategy of Norfolk Southern. As a local government leader I feel strongly that Conrail has been a very poor Corporate neighbor. They are slow in responding to complaints or concerns and they fail to maintain their property in an acceptable fashion.

Norfolk Southern plans to do significant upgrades to the Southern Tier line and increase traffic over this line to enhance service to our existing industries and to insure competition in the Northeast. I as Mayor look forward to working with Norfolk Southern as a partner in insuring that the Southern Tier line is returned to its status as an active and prosperous main line for rail transportation.

Mr. Vernon A. Williams Secretary Surface Transportation Board May 3, 1997 Page 2

It is important to the economic future of our area that we have a rail operator that will be a good corporate neighbor and work with local governments to enhance the quality of life to the communities that it serves. The City of Hornell is excited about the prospects of working with a railroad that cares and has such a great reputation as Norfolk Southern. We strongly support the proposed acquisition of Conrail by Norfolk Southern and CSX and urge prompt approval.

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

Sincerely,

Shawn D. Hogan, Mayor City of Hornell, N.Y.

SDH/mfh

cc: Common Council

James Griffin, Chamber of Commerce

YOUNGSTOWN & AUSTINTOWN RAILROAD, INCORPORATED

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

Jerry J. Jacobson - Chairman and Chief Executive Officer

20 May 1997

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

Ref: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams;

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

The Youngstown & Austintown Railroad, Incorporated (Y&A) is a Class III railroad operating 5 road-miles between Youngstown and Austintown OH. The Y&A connects with the following railroads at the points indicated:

Conrail*

Youngstown (Haselton) OH

CSXT

Youngstown (Yanda) OH

VR

Youngstown (Leadville) OH

* Norfolk Southern after Docket 33388 is implemented

The Youngstown & Austintown operates entirely in Mahoning County, Ohio. In a unique blend of private and public cooperation the underlying track and property was purchased from its former Class I owner by a unit of the Mahoning Valley Economic Development Corporation (MVEDC), a quasi-public agency. The Y&A operates the railroad under a long-term lease.

Our latest Industrial Director indicates that the Y&A provides sidetrack service to the following rail patrons:

ATD Corporation - Youngstown OH
Danielli Wean, Incorporated - Youngstown OH
Denman Tire Company (Warehouse) - Youngstown OH

Easco Vinyl, Incorporated - Youngstown OH
Hearn Paper Company - Youngstown OH
Hydro-Chem Industrial Services, Incorporated - Youngstown OH
Hynes Steel Products Company - Youngstown OH
Plytrim, Incorporated - Youngstown OH
Stambaugh-Thompson Corporation - Youngstown OH
United Freezer and Storage Company - Youngstown OH
Walker-Williams (Treated Lumber) Company - Youngstown OH
YSD Industries, Incorporated - Youngstown OH

The Youngstown & Austintown is an originating or terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad offering double-daily service to customers seven days per week. The principal commodities handled by the Y&A are lumber and railway equipment

Personally and corporately I support the merger because:

- Improved Single Line Service Our competition is the over-the-road truck and the
 greater single-line reach of the expanded CSXT and NS systems will permit our customers (and
 thereby the Youngstown & Austintown Railroad) to offer improved carload service.
- 2. New and Improved Traffic Lanes Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our custo ners' current and potential routing indicates that the improved strategic routes and new internal connections of the merged CR-CSXT will permit carload freight to successfully compete in markets it is now unable to.

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

3. Improved Car Utilization - The Mahoning Valley is still home to many industries for whom adequate gondola and boxcar supply is the key to utilizing the railroad. My observation of the independent operation of Conrail is that the superior resources of both CSXT and NS will result in more railroad traffic through provision of more consistent and reliable equipment resources to the Y&A.

I formed the Youngstown & Austintown in 1985 in conjunction with MVEDC -- all of the property we purchased had been approved for abandonment and dismantling. Under Class III operation we have rehabilitated the Y&A's physical plant, attracted new industries and jobs to the line, significantly grown the traffic, and brought financial stability to the road. Indicative of our commitment to the line was the 1994 dedication of a \$175,000 engine house and locomotive service facility--neither the Y&A nor MVEDC would have made this major investment if we doubted the ability of either Conrail or CSXT to continue to be strong traffic partners. The

commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great personal and corporate confidence that this transaction will most worthy of your support.

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

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

Sincerely.

Jerry J. Jacobson

Chairman and Chief Executive Officer

ce: Mr. John Snow - Chairman CSX Corporation 500 Water Street Jacksonville FL 32202

> Mr. David R. Goode, Chairman, President, and Chief Executive Officer Norfolk Southern Corporation Three Commercial Place Norfolk VA 23510-2191

JJJ:bc

OHIO CENTRAL RAILROAD, INCORPORATED

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

File OC

Jerry J. Jacobson - Chairman and Chief Executive Officer

20 May 1997

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

Ref: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams;

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

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

Conrail* Massillon OH

C&OR Coshocton (Morgan Run) OH

CSXT Warwick OH CSXT Zanesville OH

R J Corman North Beach City OH OSRR Zanesville OH (via CSXT)

W&LE Brewster OH

* Norfolk Southern after Docket 33388 is implemented

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

33388 THE RES NYSEG

Jack H. Roskoz Executive Vice President

May 22, 1997



The Honorable Vernon A. Williams Secretary Surface Transportation Board 1925 K Street, NW Washington, D.C. 20423

Re: Finance Docket No. 33388: CSX Corp., et al., Norfolk Southern Corp., et al.,

Control and Operating Leases/Agreements—Conrail, Inc., et al., Transfer of Railroad Line by Norfolk Southern Railway Co. to CSX Transportation, Inc.

Dear Secretary Williams:

This is to notify the Board and all known parties that it is the intent of New York State Electric & Gas Corporation (NYSEG) to participate in the above referenced proceeding. Please enter the following individuals to the service list on behalf of NYSEG:

Sean D. Brady
Manager, Strategic Planning-Generation
Corporate Drive
Kirkwood Industrial Park
P.O. Box 5224
Binghamton, New York 13902-5224

Gary Edwards
Superintendent Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, New York 14012

Sincerely

cc: All parties of record

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Notice of Intent to Participate was served, by first-class mail, postage prepaid, this 22nd day of May, 1997, upon all known parties in Finance Docket No. 33388.

Jack H. Roskoz

Executive Vice President

New York State Electric & Gas Corporation

CHARLES T. SPENCER VICE PRESIDENT

WADE SAND & GRAVEL CO., INC.

P. O. BOX 39048 BIRMINGHAM, ALABAMA 35208 205/324-6691

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, N.W. Washington D.C. 20423-0001



Dear Mr. Williams

My name is Charlie Spencer, Jr. and I am Vice President of Wade Sand & Gravel Co., Inc. I have held my position for nine years. My duties include sales and transportation of crushed stone.

Wade Sand & Gravel Co., Inc. is a crushed limestone and dolomite producer. We have facilities located at East Thomas (Birmingham) Alabama. These facilities are presently served by Norfolk Southern and CSX. During 1996, we shipped 3,000 carloads to these destinations. Most shipments are stone or gravel in open hoppers.

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

To summarize, we believe that approval of the application of NS to merge with Conrail should be approved by the STB.

Sincerely,

WADE SAND & GRAVEL CO., INC. Charles Spence

Charles T. Spencer, Vice President

The Honorable Vernon A. Williams Page 2 May 30, 1997

VERIFICATION

I, Charles Mark , declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 6-2 , 1997.

WESTMORELAND COAL COMPANY

R. Page Henley, Jr. President Westmoreland Coal Sales Company Phone: 719-448-5813 14th Floor, 2 North Cascade Avenue, Colorado Springs, CO 80903 Phone: (719) 442-2600 • Fax: (719) 448-5825

Via UPS

June 3, 1997



Vernon A. Williams, Secretary Surface Transportation Board 1201 Constitutin Avenue, N.W. Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed is a Verified Statement of Christopher K. Seglem on behalf of Westmoreland Coal Company in reference to Finance Docket No. 33388.

Sincerely,

R. Page Henley, Jr.

RPH:slb Enclosure



Verified Statement of Christopher K. Seglem on behalf of Westmoreland Coal Company Finance Docket No. 33388 CSX Corporation and CSX Transportation, Inc. Norfolk Southern Corporation and Norfolk Southern Railway Corporation -- Control and Operating Lease/Agreements--Conrail Inc. and Consolidated Rail Corporation



My name is Christopher K. Seglem, and I am President of the Westmoreland Coal Company. I have served as President since June 1992.

Westmoreland, through its subsidiary Westmoreland Terminal Company, owns a twenty percent (20%) interest in Dominion Terminal Associates (DTA), a coal ground storage export and coastwise transshipment facility located in Newport News, Virginia served by the CSX Railroad. DTA began operations in 1984 and Westmoreland, until 1995, used the terminal primarily to load its own coal moving in the export and coastwise markets. Since 1995 Westmoreland has leased its space in the terminal to others. In 1996 Westmoreland's lessees shipped approximately 3.3 million tons of coal through DTA.

Westmoreland strongly supports the proposed acquisition of Conrail by CSX and Norfolk Southern. Since DTA is served only by CSX the future viability of that Railroad is of paramount interest to Westmoreland. We believe that this proposed acquisition will contribute to CSX's continued health and will insure CSX's ability to continue serving DTA. In addition we are of the opinion that the acquisition will create greater opportunities to bring coal to DTA from sources not now being served by CSX. This is of particular interest to Westmoreland since its investment in DTA is dependent on its ability to lease its throughput rights to other coal producers desiring to engage in the export or coastwise markets.

For the foregoing reasons Westmoreland gives its full backing to the acquisition of Conrail by CSX and Norfolk Southern.

I, Christopher K. Seglem, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this second day of June 1997.

By: Christopher K. Seglem

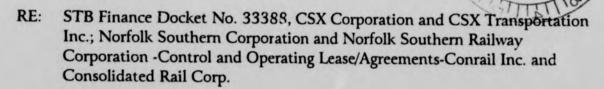


AFG INDUSTRIES INC.

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

May 27, 1997

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



Dear Secretary Williams:

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

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

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

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

Vernon A. Williams Page 2 May 27, 1997

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

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

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

Executed this 27th day of MAy, 1997.

Robert T. Gouge

Vernon A. Williams Page 3 May 27, 1997

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

This 27th day of May, 1997.

Billie a. Breeding Notary Public

My commission expires: August 27, 1997

United Clays



May 27, 1997

FD 33388 Vernon A. Williams Secretary Surface Transportation Board 12th and Constitution Avenue, N.W. Washington, D.C. 20423



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

Dear Secretary Williams:

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

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

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

- (1) We believe that the acquisition of Conrail by CSX and NS would produce better service. better equipment utilization, and more competitive rates. Since Conrail and CSX each services many of our customers in the Northeast, we would have more efficient single line service. It has been our experience that single line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.
- (2) We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of the shippers who rely on rail. United is well aware that the motor carriers haul most of the nations freight, and that trucks dominate the freight markets especially in the East. Because the East will be served by two strong railroads of roughly equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment, and will ensure that rail service grows into the future. These developments are and should be important to all rail shippers.



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

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

EXECUTED THIS 27TH DAY OF MAY, 1997

Phil Boyd, United Clays, Inc.

Gleason Operations

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

The Sanson Company



Established 1914

NORTHERN OHIO FOOD TERMINAL • UNITS (1-3) (13-15-17-19) (22-24) (29-31-33) CLEVELAND, OHIO 44115



216/431-8560 • FAX 216/431-5619 www.sansonco.com

May 30, 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.

Verified Statement on behalf of The Sanson Company Finance Docket No. 33388

My name is Jeffrey Sanson, and I am the president of The Sanson Company in Cleveland, Ohio. Our company is a major produce (fresh fruit and vegetable) wholesaler that distributes fresh produce within a 200 mile radius of Cleveland. We are also affiliated with Great Lakes Packers (potato repackers) out of Bellevue, Ohio.

The Sanson Company is currently being serviced by Norfolk and Southern Railway. In 1996 we moved approximately 110 carloads of produce. This rail service plays an integral part in our business of transporting produce from agricultural producing areas that include California, Idaho and Washington State to Ohio. The products include that of a more durable nature such as potatoes, onions, apples and carrots. The Norfolk and Southern Railroad has well proven that thoughout the many years that we have relied upon them for our transportation needs, that they are committed to our industry and constantly strive to provide us with the level of service that is needed in dealing with products of a perishable nature.

As we are directly involved with the trucking industry and some of its inherent problems, we foresee opportunities in the future for an increase in the use of rail service.

Our company welcomes this increase because we see it as a way for us to be more competitive and to increase our sales volume. By combining connecting rail service under one company, we believe it will provide a better transportation link thus resulting in a faster and more dependable system for our company.

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

I, Jeffrey Sanson, declare under penalty 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 1, 1997.

Sincerely,

Jeffrey Lanson
Jeffrey Sanson
President



JOY K. VANCE MAYOR CLAUDE WORKMAN RECORDER JESSE JARRELLS POLICE CHIEF

TOWN OF CHAPMANVILLE

MUNICIPAL BUILDING P.O. BOX 426 CHAPMANVILLE, WEST VIRGINIA 25508

> OFFICE (304) 855-4582 FAX (304) 855-8484

MAY 27, 1997



MR. VERNON A. WILLIAMS SECRETARY SURFACE TRANSPORTATION BOARD 1925 K STREET, N.W. WASHINGTON, DC 204-23-0001

RE: FINANCE DOCKET NO. 33388 - C5X/NORFOLK SOUTHERN ACQUISITION AND CONTROL OF CONRAIL

DEAR MR. WILLIAMS:

I AM WRITING TO CONVEY THE TOWN OF CHAPMANVILLE'S WHOLE—HEARTED SUPPORT FOR THE PROPOSAL WHICH IS BEING BROUGHT BEFORE THE BOARD IN THE CAPTIONED PROCEEDING. THE TOWN OF CHAPMANVILLE'S INDUSTRIAL, BUSINESS, AND AGRICULTURAL INTERESTS MUST HAVE ACCESS TO RELIABLE RAIL TRANSPORTATION, AND THE PROPOSAL TRANSACTION WILL ENABLE THEN TO RECEIVE MORE COMPETITIVE RAIL SERVICE AND PROVIDE THEM WITH SINGLE LINE ACCESS TO MANY MORE CUSTOMERS AND SUPPLLIERS.

I AM CONFIDENT THAT THE ENHANCED TRANSPORTATION SERVICE RESULTING FROM THE PROPOSAL TRANSACTION WILL GENERATE SIGNIFICANT NEW BUSINESS AND INDUSTRIAL GROWTH IN THE TOWN OF CHAPMANVILLE. SUCH GROWTH IS CRUCIAL TO US BECAUSE IT CREATES NEW JOBS FOR THE TOWN OF CHAPMANVILLE'S RESIDENTS. I ALSO ANTICIPATE THAT THE TRANSACTION WILL RESULT IN MORE RAILROAD JOBS ON THE EXPANDED CSX AND NS RAIL SYSTEMS.

IN ADDITION TO THE DIRECT AND INDIRECT BENEFITS WHICH WILL ACCRUE TO THE TOWN OF CHAPMANVILLE BY VIRTUE OF THE PROPOSED ACQUISITION OF CONRAIL BY CSX AND NORFOLK SOUTHERN, THE ENLARGED CSX AND NS SYSTEMS WILL BE ABLE TO COMPLETE MORE EFFECTIVELY WITH MOTOR CARRIERS. THE MOTOR CARRIERS WILL ALWAYS RETAIN A MAJOR SHARE OF THE INTERCITY FREIGHT BUSINESS BY VIRTUE OF THEIR SPEED AND FLEXIBILITY, AND GOOD TRUCK SERVICE IS AS IMPORTANT TO US AS GOOD RAIL SERVICE, BUT SOME DIVERSION OF FREIGHT TRAFFIC FROM THE HIGHWAYS TO THE RAILROADS WOULD HELP REDUCE HIGHWAY TRAFFIC TO MORE ACCEPTABLE LEVELS.

IN CONCLUSION, THE TOWN OF CHAPMANVILLE URGES THE BOARD TO APPROVE THE APPLICATION FILED IN THE CAPTIONED PROCEEDING AS EXPEDITIOUSLY AS POSSIBLE AND THEREBY ENABLE ITS RESIDENTS TO BEGIN REALIZING THE BENEFITS OF THE IMPROVED RAIL SERVICE WHICH WILL RESULT FORM THE PROPOSED TRANSACTION.

SINCERELY,

COY K. VANCE, MAYOR

CITY OF MARTINSBURG

OFFICE OF THE MAYOR
232 NORTH QUEEN STREET MARTINSBURG, WEST VIRGINIA 25401
PHONE (304) 263-0805



May 28, 1997



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

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

Dear Mr. Williams:

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

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

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

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

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

Sincerely,

Earnest L. Sparks

Mayor

cc: Mr. John W. Snow, Chairman, CSX Corporation

Mr. Tim Hensley, Resident Vice President, CSX Corporation

Spark

ELS:gjn



LOGISTICS DIVISION

5399 Eglinton Avenue West, Suite 110 Etobicoke, Ontario M9C 5K6 Telephone (416) 621-9111 Fax (416) 621-6458

CANADA _____U.S.A. ____ MEXICO ___

May 21, 1997

VERIFIED STATEMENT ON BEHALF OF TRI-LINE FREIGHT SYSTEMS LOGISTICS DIVISION FINANCE DOCKET NO. 33388

Surface Transportation Board STB Finance Docket No 33286 1201 Constitution Avenue, N.W. Washington, D.C. 20423 USA OI- JUN - 5 1997 AMAIL

MANAGEMENT
I.C.C. 77

ATTENTION: Mr. Vernon A. Williams - Secretary

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

I, J. D. (Denise) Cardy, declare under penalty 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 21st day of May, 1997.

.D. (Denise) Cardy

vice President and General Manager

Tri-Line Freight Systems

Logistics Division

JDC/pl





LOGISTICS DIVISION

5399 Eglinton Avenue West, Suite 110 Etobicoke, Ontario M9C 5K6 Telephone (416) 621-9111 Fax (416) 621-6458

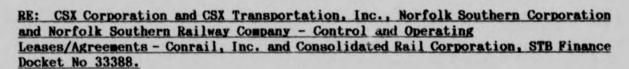
CANADA U.S.A.

May 21, 1997

VERIFIED STATEMENT ON BEHALF OF TRI-LINE FREIGHT SYSTEMS LOGISTICS DIVISION FINANCE DOCKET NO. 33388

Surface Transportation Board STB Finance Docket No 33286 1201 Constitution Avenue, N.W. Washington, D.C. 20423 USA

ATTENTION: Mr. Vernon A. Williams - Secretary



My name is J. D. (Denise) Cardy, Vice-President and General Manager, of Tri-Line Freight Systems Logistics Division, 5399 Eglinton Avenue, West, Suite 110, Etobicoke, Ontario, M9C 5K6.

I am responsible for all facets of the door to door business handled via Intermodal and Highway for our Company. Tri-Line is an Intermodal Carrier and also has 600 Highway Units serving Canada, The United States and Mexico. We utilize all major United States and Canadian Railroads; all types of containers and rail trailers.

Tri-Line Freight Systems supports the acquisition and division of Conrail by NS and CSX as explained to me and described in its application. The acquisition meets our competitive expectations and needs. The Industries need for strong competitive railroads which own their own track and facilities are a priority.

Historically, the benefits of rail mergers bring efficient single-line service to more customers, improving service for those customers and extending their ability to reach new markets; improve equipment utilization through better, more direct, and faster service, and reduce truck traffic on major interstate lanes.





Tri-Line have utilized the Norfolk Southern Rail for over ten years. The Norfolk Southern service has improved for customers through development efforts to facilitate plant construction and expansion. Service improvements have also become available with the NS National Customer Service Centre who are responsible to resolve customer quires quickly and efficiently.

Our Company has experienced issues with reference to safety and freight claims. Fewer interchanges from single lane service will result in less damage to the lading. A single line service also results in more efficient, quicker, and easier to track shipments as well as improve equipment utilization.

The ability to reach more inland points via single lane service will enhance business opportunities for our Company.

Yours truly

J. D. (Denise) Cardy

Vice-President & General Manager

Tri-Line Freight Systems

Logistics Division

JDC/pl





Surface Transportation Board Mashington, D.C. 20423-0001

6-5-91

Filian Locket FD-33388

June 13, 1997

Mr. Andrew J. Rudnick President Greater Buffalo Partnership 300 Main Place Tower Buffalo, NY 14202-3797

Dear Mr. Rudnick:

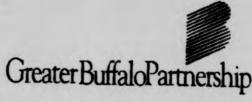
Thank you for your letter containing information regarding your organization and how it may be affected by the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. The Surface Transportation Board (Board) has docketed this proceeding as STB Finance Docket No. 33388. Applicants intend to file their control application with the Board on June 16, 1997.

The Board recently adopted a 350-day procedural schedule for deciding the merits of the control application to be filed in this proceeding. A 350-day schedule, the Board concluded, will provide for both a full and fair opportunity for all interested parties to participate in the proceeding and a timely resolution of this case. If your organization would like to present its views formally on the record for this proceeding, please contact the Board's Office of Public Services at 202-565-1592 for information on that process. Because this adjudicatory proceeding is pending before the Board, where it will be resolved on the basis of the formal pleadings submitted, it would be inappropriate for me to comment further on the specific merits of the case, or to intervene informally now with CSX and NS as you suggest.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan



The Chamber
Of Commerce
For Western New York

June 5, 1997

FAX

Ms. Linda Morgan Chairperson Surface Transportation Board 1925 K Street, NW Suite 700 Washington, DC 20423

RE: STB Finance Docket No. 33388

Dear Ms. Morgan:

Andrew J. Rudnick
President

Supplied to the s

On May 9, 1997, the Greater Buffalo Partnership wrote to the principals of CSX and Norfolk Southern expressing the region's concerns about the impending division of Conrail. An invitation was extended to them to visit the Niagara marketplace and discuss the proposed operating plan for Conrail property.

Unfortunately, neither CSX nor NS has made itself available to the community to address our concerns. As CSX and NS have visited many other communities around the northeast (although none in New York State of which we are aware), it is very disconcerting to the Partnership's 3300 member firms that no overture to commence a public discussion in our region has been made by either railroad.

The Niagara region is one of North America's most important international distribution points, in spite of reciprocal switching rates almost double the industry averages. As a border region our economy relies heavily on Canadian/U.S. trade. The rail share of the total transportation market is unusually low here, particularly with respect to Canadian/U.S. trade, again which many industry experts associate with the high switching rates. For our region to prosper, we must have true competition. Without relief from the current non-competitive environment rail will continue to lose volume in this region and both the local economy and the northeastern U.S. will suffer.

The Partnership hopes that you will alert CSX and NS that their public outreach must extend to New York State and the Niagara marketplace before filing their control transaction, if they hope to eliminate our active opposition throughout the STB proceedings.

Working Together For Growth and Progress

300 Main Place Tower Buffalo, New York 14202-3797

Tel: (716) 852-7100 Fax: (716) 852-2761

Page 2

Thank you for your consideration.

Sincerely

Andrew J. Rudnick

President

The Honorable Gus A. Owen, Vice Chairman, STB
The Honorable Vernon Williams, Secretary, STB
Senator Alfonse D'Amato, NY
Senator Daniel P. Moynihan, NY
Congressman Jack Quinn, NY
Congressman William Paxon, NY
Congressman John J. LaFalce, NY
Congressman Amo Houghton, NY
Governor George Pataki, NY
Erie County Executive Dennis Gorski
Mayor Anthony Masiello, Buffalo
Mayor James Galie, Niagara Falls
Mr. David Goode, Norfolk Southern
Mr. John Snow, CSX

Mr. William Hart, CSXT

City of Circleville OFFICE OF THE MAYOR

PATRICIA RADABAUGH, Mayor

City Hall, 127 South Court St., Circleville, Ohio 43113 (614) 477-2551 • Fax: 477-8247



May 27, 1997

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

Re: CSX Corporation and CSX Transporation, 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:

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

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

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

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

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

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

Sincerely,

Pat Radabaugh

cc: Pat McCune, Norfolk Southern

Commonwealth of Kentucky

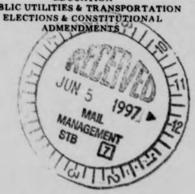
HOUSE OF REPRESENTATIVES

PETE WORTHINGTON STATE REPRESENTATIVE 70TH LEGISLATIVE DISTRICT RR NO. 1 BOX 131 EWING, KENTUCKY 41039 HOME: (606) 267-3281 OFFICE: (606) 232-2000



COMMITTEES: EDUCATION PUBLIC UTILITIES & TRANSPORTATION

June 2, 1997



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

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

Dear Mr. Williams:

The Commonwealth of Kentucky wholeheartedly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern. Kentucky's industrial, business, and agricultural interests must have access to reliable rail transportation, and this transaction will result in tremendous benefits.

CSX and Norfolk Southern vigorously compete wherever they operate today and will bring robust competition to a broader area after this transaction is completed. The end result will be a balanced rail system in the East with two strong railroads. This balance, coupled with eliminating many troublesome interchanges, will result in better, faster, more reliable service; improved efficiency; and a broader geographic reach for Kentucky customers.

CSX already serves as a critical link delivering raw materials to Kentucky industries, and for moving the Commonwealth's finished products to the rest of the nation and the world. The proposed transaction will provide the Commonwealth's freight shippers with single line access to many more customers and suppliers. Shippers will see reduced transit times for their shipments and will be able to expand into new markets.

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

Whether the commodity is coal, motor vehicles, metals, minerals, chemicals or grain, it is shipped by rail in Kentucky. These industries are vital to the Commonwealth. We expect the enhanced transportation service resulting from the proposed transaction to generate significant economic growth in these and other areas. Such growth is crucial to us because it creates new jobs for Kentucky's residents. With CSX alone employing nearly 4,000 Kentuckians with a payroll of \$179 million, this growth may have a dramatic effect on rail jobs here.

Because the value of this acquisition is so significant to Kentucky, I would urge the Surface Transportation Board to expeditiously review the application and give their approval. Kentucky companies are ready to take advantage of the new market reach and transportation efficiencies promised by the proposed acquisition of Conrail. The sooner the STB acts, the sooner Kentucky will be able to enjoy the benefits of this new balanced and stronger rail system.

Sincerely

Pete Worthington State Representative

PW:cs

Copies to: Mr. John W. Snow, Chairman

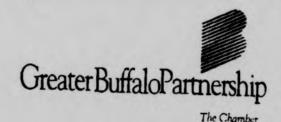
CSX Corporation P O Box 85629

Richmond VA 23285-5629

Mr. Jay S. Westbrook Resident Vice President CSX Corporation

333 West Vine Street, Suite 310

Lexington KY 40507



June 5, 1997

Ms. Linda Morgan Chairperson Surface Transportation Board 1925 K Street, NW Suite 700 Washington, DC 20423

RE: STB Finance Docket No. 33388

Dear Ms. Morgan:

On May 9, 1997, the Greater Buffalo Partnership wrote to the principals of CSX and Norfolk Southern expressing the region's concerns about the impending division of Conrail. An invitation was extended to them to visit the Niagara marketplace and discuss the proposed operating plan for Conrail property.

Unfortunately, neither CSX nor NS has made itself available to the community to address our concerns. As CSX and NS have visited many other communities around the northeast (although none in New York State of which we are aware), it is very disconcerting to the Partnership's 3300 member firms that no overture to commence a public discussion in our region has been made by either railroad.

The Niagara region is one of North America's most important international distribution points, in spite of reciprocal switching rates almost double the industry averages. As a border region our economy relies heavily on Canadian/U.S. trade. The rail share of the total transportation market is unusually low here, particularly with respect to Canadian/U.S. trade, again which many industry experts associate with the high switching rates. For our region to prosper, we must have true competition. Without relief from the current non-competitive environment rail will continue to lose volume in this region and both the local economy and the northeastern U.S. will suffer.

The Partnership hopes that you will alert CSX and NS that their public outreach must extend to New York State and the Niagara marketplace before filing their control transaction, if they hope to eliminate our active opposition throughout the STB proceedings.

FAX

Andrew J. Rudnick President

Of Commerce

For Western New York

Working Together For Growth and Progress

300 Main Place Tower Buffalo, New York 14202-3797

Tel: (716) 852-7100 Fax: (716) 852-2761

Page 2

Thank you for your consideration.

44

Andrew J. Rudnick

President

Sincerel

The Honorable Gus A. Owen, Vice Chairman, STB CC: The Honorable Vernon Williams, Secretary, STB Senator Alfonse D'Amato, NY Senator Daniel P. Moynihan, NY Congressman Jack Quinn, NY Congressman William Paxon, NY Congressman John J. LaFalce, NY Congressman Amo Houghton, NY Governor George Pataki, NY Erie County Executive Dennis Gorski Mayor Anthony Masiello, Buffalo Mayor James Galie, Niagara Falls Mr. David Goode, Norfolk Southern Mr. John Snow, CSX Mr. William Hart, CSXT



60 West Street, Suite 100 Annapolis, Maryland 21401

Phone: (410) 269-0642 (301) 261-2858

ax: (410) 269-5247

Email: mcc@mdchamber.org

2 June 1997



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

RE: Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating

Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation

Dear Mr. Williams:

The Maryland Chamber of Commerce supports the above agreement between CSX and Norfolk Southern to acquire and divide Conroll because of the dual rail service such an arrangement will bring to Maryland, and specifically to the Port of Baltimore. All regions of Maryland will be better served, whether it be through improvements to and expansion of MARC commuter service in Central and Western Maryland, or continued rail service on Maryland's Eastern Shore.

Adequate rail support to the Port of Baltimore represents a critical link to the State's economic growth, in general, and several important industry sectors in Maryland, including distribution, coal and agribusiness. Norfolk Southern and CSX have committed to substantial investments in infrastructure improvements which will provide for double-stacking on their respective routes into and out of Baltimore's Port. The acquisition and division of Conrail has solidified this much needed enhancement.

Competition, rather than domination, will protect railroad jobs and strengthen the economic viability of Maryland businesses that rely on rail transport. For these reasons, the Maryland Chamber of Commerce urges the Surface Transportation Board to approve the acquisition and division of Conrail.

I, Champe C. McCulloch, declare under penalty 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,

Champe C. McCulloch

President

P. O. Box 433 HARRIMAN, TENNESSEE 37748 (423) 882-2123



CITY OF HARRIMAN

Council:

Mary Harback
Douglas Lombard
Don McKinney
Garvin Morric
Johnny Plemons
William Powers



May 20, 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/AgreementsConrail Inc. and Consolidated Rail Corporation
Finance Docket No. 33388

Dear Mr. Williams:

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

The City of Harriman has a longstanding relationship with Norfolk Southern and Southern Railway prior to 1982. As the railroad grew and prospered, so did the City of Harriman. NS and CSX together comprise approximately 90 percent of the Class I rail miles in the state of Tennessee. Both companies have been valuable corporate citizens and have contributed greatly to industrial development and business growth in the state of Tennessee. The proposed merger will enable shippers to receive more competitive rail service and provide them with single line access to many more customers and suppliers in new markets in the northeast. The enhanced transportation service resulting from this new rail network will generate significant new business and industrial growth for our community and the state.

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

Sincerely,

Harold Wester

Harold Wester Mayor

HLW/mte

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

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

City of St. Marys

Mayor Louis E Flade 418 Second Street ST. MARYS, WEST VIRGINIA 26170 Phone: (304) 684-2401

City Manager

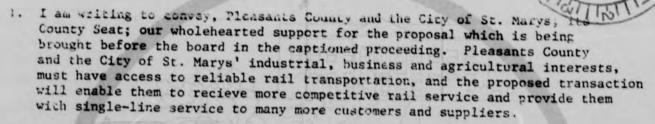
Roy G. Hearn

Fax: (304) 684-2463

City Recorder Linda K. Wilson

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

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



- 2. I am confident that the enhanced transportation service resulting from the proposed transaction, will generate significant new business and industrial growth in Pleasants County and the City of St. Marys. Such growth is crucial to us because it creates new jobs for St. Marys residents. I also anticipate that the transaction will result in more railroad jobs on the expanded CSX and N.S. rail systems.
- 3. In addition to the direct and indirect benefits which will accrue to St. Marys by virtue of the proposed acquisition of Conrail by CSX and Norfolk Southern, the enlarged CSX and N.S. systems will be able to compete more effectively with motor carriers. The motor carriers will always retain a major share of the inter-city freight business by virtue of their speed and flexibility. Good truck service is an important to us as good rail service, but some diversion of freight traffic from the highways to the railroads, would help reduce highway traffic to more acceptable levels.
- 4. In conclusion; the City of St. Marys urges the board to approve the application filed in the Captioned Proceeding as expeditiously as possible, and thereby, enable its residents to begin realizing the benefits of the improved rail service, which will result from the proposed transaction.

Sincerely;

City of St. Marys

COAL AVEIBED INTERNATIONAL TRADING

CoalARBED INTERNATIONAL TRADING, 210 East Lombard Street
Baltimore, Maryland 21202 USA

Tel (410) 727-4600 • Fax (410) 659-0894

June 3, 1997



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

Dear Mr. Williams:

F033385

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

Sincerely,

James F. Roberts

President

copy: CSX Transportation, Inc.

Attn.: Mr. Matthew Tobin, Director



Georgia Department of Agriculture

Capitol Square • Atlanta, Georgia 30334-4201 USA • PAX 404-656-9380

Tommy Irvin Commissioner

June 2, 1997

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

FD 333 80

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

Dear Mr. Williams:

On behalf of the Georgia Department of Agriculture, I am writing to support the proposal being brought before the Board in the above referenced proceeding. For a state and/or region to prosper, a balanced transportation system built on competition is a necessity. The Intermodal movement of goods is critical to our global competitiveness. Georgia is fortunate to have two equally strong Class 1 railroads and we have seen that the competition between Norfolk Southern and CSX is indeed healthy for the agricultural interests of this state. The proposed transaction will enable Georgia's agriculture businesses to now receive even more competitive rail service and provide them with single line access to many more locations for new and expanded customers and suppliers. I am confident the enhanced transportation service resulting from the proposed transaction will generate significant new business and industrial growth for Georgia and accordingly more agricultural jobs for the state.

In addition to the direct and indirect benefits which will accrue to Georgia by virtue of the proposed acquisition of Conrail by CSX and Norfolk Southern, the enlarged rail systems will be able to compete more effectively with motor carriers. While motor carriers will always retain a major share of the intercity business by virtue of their speed and flexibility, some diversion of long haul freight traffic from highways to rail is a must to reduce highway congestion and detrimental environmental ramifications. I fully support a balanced freight transportation system where railroads play a very strong and competitive role.

Since deregulation of the rail industry in 1980, the Surface Transportation Board has wisely recognized the benefits that have been gained from railroad consolidations. By granting approval of the CSX/Norfolk Southern acquisition of Conrail, you will be permitting the agricultural businesses and communities of Georgia, served by rail, to realize additional transportation efficiencies and benefits. The Georgia Department of Agriculture, therefore, urges the Surface Transportation Board to approve the application filed under the above referenced proceeding by CSX and Norfolk Southern for the acquisition of Conrail.

Sincerely.

Tommy Irvin

VERIFIED STATEMENT OF JOHN T. SEAMAN, JR. ON BEHALF OF HICKMAN, WILLIAMS & COMPANY

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
--Control and Operating Lease/Agreements—
Conrail Inc. and Consolidated Rail Corporation------



I am John T. Seaman, Jr., Executive Vice President of Hickman, Williams & Company. I have been with Hickman, Williams since 1978, and have held the position of Executive Vice President for 3 years.

Hickman, Williams & Company sells raw materials to the foundry and steel industries. Among the principals we serve are American Alloys, whose plant is on the CSX at New Haven, West Virginia and Citizens Gas & Coke Utility of Indianapolis who is served by both CSX and Conrail. In addition we have processing plants of our own in Detroit, Michigan on CSX and Sauget, Illinois on the Alton Southern Railroad.

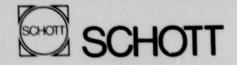
Our sales involve in excess of \$10.0 million per year in transportation costs. We ship more than 1.0 million tons of coke and coal from our plants and those of our principals to customers all over the United States and Canada.

Hickman, Williams & Company wholeheartedly supports the joint application of CSX and NS. The acquisition of Conrail by CSX and NS will give us single-line service between Indianapolis, Indiana and Florence, New Jersey; this reduces handling, transit time, and cost. More equipment also will be available for our coke shipments, which will make service over this route even faster. Finally, we believe that the acquisition of Conrail by CSX and NS will generally foster competition with trucking, making rail transportation options comparatively more cost-efficient.

In conclusion, Hickman, Williams & Company endorses the acquisition of Conrail by CSX and NS as beneficial for our company in particular, and for rail transportation overall.

I, John T. Seaman, Jr., declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 30th day of May, 1997.

John T. Seaman, Jr.



Schott Scientific Glass, Inc. 1624 Staunton Avenue Parkersburg, WV 26101-5094

Telephone (304) 422-6531 Telefax (304) 424-8907

May 29, 19



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

Re: Finance Docket No. 33388

Dear Mr. Secretary:

Schott Scientific Glass supports the acquisition of Conrail by CSX and Norfolk Southern.

We believe that the proposed merger is positive and that the resultant system will offer better and expanded service opportunities. This structure would permit our company to keep transportation costs down while receiving faster service — we operate in a very competitive industry and receive approximately 24,000 tons of raw materials by rail annually.

We hope that this matter will receive early consideration by the Surface Transporation Board and see no reason why Congress should act to block or delay deliberation of this matter.

Thank you for your consideration.

Sincerely

Ronald W. Gray, C.P.M. Supervisor of Purchasing Schott Scientific Glass, Inc. (304) 424-8935

Fax (304) 424-8904

cc: K. F. Ball (CSX Transporation)

Mayor Clair Roseberry

Recorder Katherine Garrett

City of Ravenswood

212 Walnut Street Ravenswood, West Virginia 26164 Telephone (304) 273-2621

May 28, 1997

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

Council Members

Douglas Bashaw

Roy Boggess

MAN

MANAGEMENT

STB

Council Members

Council Members

Gary Lawson

Sue Quillen

Re: Finance Docket No. 33388

CSX/Norfolk Southern Acquisition
and Control of Conrail

Dear Sec. Williams:

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

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

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

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

Respectfully yours,

Clair Roseberry,

Mayor



Mayor LARRY F SMITH 304-453-3121

City Attorney GEORGE B. MORRONE III 304-453-3626 P. O. Box 268 Kenova, WV 25530 Phone: 304-453-1571 FAX: 304-453-1009 Council Members

Albert L. Lester Nancy G. Price Ronald L. Lester James W. Spry David E. Straley President Vice President

May 28, 1997

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

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

Dear Mr. Williams:

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

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

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

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

Albert L. Lester,

Mayor

Copt: Mr. John W. Snow

TELEPHONE: 757-853-5101 FAX: 757-853-5188 EXPORT 757-853-5128 IMPORT

FMC LICENSE 3508 CHB LICENSE 13042

E&B INTERNATIONAL, 5360 ROBIN HOOD ROAD

SUITE 207 NORFOLK, VIRGINIA 23513

MR. VERNON A. WILLIAMS
SECRETARY
SURFACE TRANSPORTATION BOARD
1925 K STREET, N.W.
WASHINGTON, D.C. 20423-0001



DEAR MR. WILLIAMS.

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

VERIFIED STATEMENT ON BEHALF OF E & B INTERNATIONAL, INC. FINANCE DOCKET NO. 33388

WE ARE CUSTOMS BROKERS AND FOREIGN FREIGHT FORWARDERS. AS SUCH, WE REPRESENT SEVERAL SHIPPERS AND IMPORTERS AND ARE INVOLVED IN THE TRANSPORTATION OF THEIR PRODUCTS FROM ORIGIN TO DESTINATION.

WE ARE WRITING TO EXPRESS OUR SUPPORT OF THE ACQUISITION OF CONRAIL BY NORFOLK SOUTHERN RAILWAY AND CSX TRANSPORTATION. WE BELIEVE THAT PROVIDING RAIL COMPETITION IN THE NORTHEAST BETWEEN THESE TWO CARRIERS, WHICH HAVE STRONG RAIL SYSTEMS IN THE SOUTHEAST, WILL ENHANCE THE FLOW OF INTERMODAL TRAFFIC AND THUS IMPROVE SERVICE WHILE KEEPING PRICES COMPETITIVE. WE THEREFORE URGE THE SURFACE TRANSPORTATION BOARD TO APPROVE THE APPLICATION OF NORFOLK SOUTHERN AND CSR TO ACQUIRE CONRAIL.

SINCERELY YOURS, E & B INTERNATIONAL, INC.

M. J. MURPHY VICE PRESIDENT

MJM/TS

I, MICHAEL J. MURPHY, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON MAY 23, 1997.

M. J. MURPHY

HARWOOD BRICK

3302 NE 2ND STREET GAINESVILLE, FLORIDA 32609 (352) 377-1699 FAX (352) 377-2604



May 30, 1997

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



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

VERIFIED STATEMENT OF HARWOOD BRICK DISTRIBUTORS, INC.

Harwood Brick Distributors, Inc. is a distributor of brick and other related masonry products with facilities currently located in Gainesville, Florida, and Leesburg, Florida. We are currently serviced by CSX Transportation and Florida Midland Railroad, along with included routings by Norfolk Southern Railroad. We receive approximately 375 cars per year.

There is definitely a need for competitive rail rates to ensure good proper service by each company. Consideration for approval of this joint application is requested.

Sincerely,

HARWOOD BRICK DISTRIBUTORS, INC.

Thomas V. Harwood,

President

TVH:lce

WELLESLEY CHAMBER of COMMERCE, INC. ONE HOLLIS STREET, SUITE B-2 WELLESLEY, MA 02181-4671

President and CEO

Jeanne Lukas

Chairman, Board of Directors
Stephen J. Cummings
Affiliared Day extments, Inc.

May 28, 1997

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

FP 33385

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

Dear Mr. Williams,

The businesses in Massachusetts need to have access to dependable rail service. Because of our geographic location and the nature of our business and industrial base, we must have service that allows our businesses the opportunity to reach distant markets with the best technology and equipment available.

I understand that the Surface Transportation Board will review the plans for Norfork Southern and CSX to purchase Conrail. I also understand that this proposed agreement will continue to secure competitive rail service for our businesses and that both of these companies have the necessary resources and equipment to maintain that service in the future.

With that in mind, I would encourage you to approve this acquisition as soon as possible.

I appreciate the opportunity to express my views.

Sincerely,

Jeanne Lukas

President and CEO



Phone: (617) 235-2446 • Fax: (617) 235-7326 • Internet Address: http://www.environs.com/wellesley

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 f 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, fH

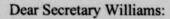
Subscribed and sworn to before me this 30th day of May, 1997.

Notary Public

My Commission Expires Dec. 21, 1998

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

Re: Verified Statement of Trinity Chemical Industries, Inc.
Proposed CSX/NS/Conrail Transaction
Surface Transportation Docket No. 33388



My name is Terry Fisher. I am vice-president for Trinity Chemical Industries, Inc. (TCI). One of my functions is to oversee TCI's day to day interfacing with all of the major railroads. TCI's fleet of railcars moves on all of the major railroads on a daily basis carrying various commodities. Economics, efficiency and safety are always at the top of our list of concerns.

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

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

Sincerely,

Terry L. Fisher

cc: Mr Gorge M. Bollinger Supervisor Projects CSX TeleConnections, Inc. - J630 6735 Southpoint Drive South Jacksonville, Florida 32216



Administration 1-519-966-8970 Dispatch 1-519-966-3333 Can./US Wats 1-800-265-5051

Fax 1-519-966-2800

2500 Airport Road, Windsor, Ontario N8W 5E7

May 27, 1997

MR. VERNON A. WILLIAMS
Secretary
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET No 33388
1925 K. Street N.W.
WASHINGTON, D.C. 20423-0001

Dear Mr. Williams:

My name is Dick Lawrence, and I am V.P. Corporate Development of Wolverine Freight System, 2500 Airport Road, Windsor, Ontario, N8W 5E7. I have held my present position for nine (9) years. My duties include the management of a common Carrier which participates in the drayage market.

Wolverine Freight System is a Motor Carrier. We work with NS at the Detroit ramp. In addition, we work with four (4) other railroads at Detroit.

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

Growth in the intermodal industry will benefit my Company. Providing a 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, Richard Lawrence, declare under penalty for perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 27, 1997.

Sincerely,

WOLVERINE FREIGHT SYSTEM

R.B. LAWRENCE

V.P. - Corporate Development

c.c. C.John RBL:df



Surface Transportation Board Washington. B.C. 20423-0001

6-5-97

File in Docket FA-33388

June 16, 1997

The Honorable Anthony M. Masiello Mayor City of Buffalo 201 City Hall Buffalo, NY 14202

Dear Mayor Masiello:

Thank you for your letter containing information regarding your community and how it may be affected by the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. The Surface Transportation Board (Board) has docketed this proceeding as STB Finance Docket No. 33388. Applicants intend to file their control application with the Board on June 16, 1997.

The Board recently adopted a 350-day procedural schedule for deciding the merits of the control application to be filed in this proceeding. A 350-day schedule, the Board concluded, will provide for both a full and fair opportunity for all interested parties to participate in the proceeding and a timely resolution of this case. If your community would like to present its views formally on the record for this proceeding, please contact the Board's Office of Public Services at 202-565-1592 for information on that process. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the specific merits of the case, or the issues raised in your letter.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan



CITY OF BUFFALO

OFFICE OF THE MAYOR

ANTHONY M. MASIELLO

MAYOR

Ms. Linda Morgan Chairperson Surface Transportation Board 12th Street & Constitution Avenue., NW Washington, DC 20423

Dear Ms. Morgan:

May 29, 1997

OFFICE OF CAN

On May 9, I wrote to John Snow of CSX and David Goode of NS expressing the serious concerns of the Buffalo community about the possible anti-competitive effects of their proposed acquisition of Conrail. From our standpoint, based on what we know today, the proposal will merely replace a Conrail monopoly in our community with another monopoly situation. As we understand it, nothing will be done to reduce our high rates or foster true competition. Indeed, on Westbound traffic, Buffalo will actually lose another Class I competitor.

I had hoped my letters of May 9 would have encouraged a quick dialogue about these issues. I had hoped that NS and CSX would avail themselves of the window of opportunity available prior to the anticipated June 15 filing of their operating plans with the STB to meet, try to resolve concerns such as ours, and hopefully engender local support. It is my understanding that this is happening in some communities. Therefore, I regret to report that, after nearly a month of waiting, with two weeks left before these important documents are "cast in stone," no such dialogue has been opened with us.

I am deeply disturbed to see the clock ticking away on this important matter.

Buffalo has major concerns about this matter. Buffalo-Niagara Falls is the fifth busiest trade area in the US. We are one of America's most important international distribution points. Unfortunately, our reciprocal switching charges so high (at \$460 per carload they appear to be the highest in the nation and far in excess of industry norms) that Canadian railroads are shut-out of local markets and unable to compete. The rail share of the total transportation market is unusually low here, especially for US/Canada trade, also reflecting monopoly practices. For our region to prosper, we must have true competition, and direct participation in our community by Canadian National Railway which already reaches Buffalo via the International Railway Bridge, but is unable to do business here.

I am writing this letter to you now in the hope that it will alert CSX and NS that if they wish Western New York to be an active support of their proposal, they must address these issues over the remaining two weeks. Regrettably, I am not optimistic this will happen. Therefore, another purpose of this letter is to alert you to expect strong and active public participation in the upcoming STB proceedings.

Sincerely,

Anthony Masiello

Mayor

cc: John Snow
David Goode
Hon. George Pataki, Governor
Hon. Dennis Gorski, County Executive
WNY Congressional Delegation
Andrew Rudnick, Greater Buffalo Partnership



CITY OF BUFFALO OFFICE OF THE MAYOR

ANTHONY M. MASIELLO MAYOR

May 9, 1997

Mr. John W. Snow Chairman, President Chief Executive Officer CSX Corporation One James Center Richmond, VA. 23219

Dear Mr. Snow:

Thank you for your April 10 letter. I am pleased with your offer to share the details of the operating plan, especially here in the Buffalo area.

Your letter was timely. My staff has been working with County Executive Gorski, The Greater Buffalo Partnership, Congressman Quinn, Congressman LaFalce and local shippers to ensure competitive access is improved.

Given the fact that the Buffalo SMSA is the 5th busiest International Trading City in the United States, access to Canada is of paramount importance. We are also concerned with the ability for competing carriers to access local shippers. Specifically, we look to any proposal you have to reduce Butfalo's uniquely high switch rates.

We are also intrigued by the Canadian National's proposal to expand trade opportunities and look forward to your input. On behalf of Messrs. Gorski, Quinn, LaFalce and The Greater Buffalo Partnership, I second the request of Congressman Quinn to invite you to Buffalo.

By way of copy, we will also invite David Goode to come to Buffalo.

Very truly yours

Mayor

Anthony M. Masiello

AMM:rmb

cc:

Hon. John J. LaFalce, Congressman

Hon. Jack Quinn, Congressman

Hon. Paul Tokasz, NYS Assembly

Andrew Rudnick, Greater Buffalo Partnership

David Goode, Norfolk Southern



ANTHONY M. MASIELLO

CITY OF BUFFALO OFFICE OF THE MAYOR

May 9, 1997

Mr. David Goode President & Chairman of the Board Norfolk Southern 3 Commercial Place Norfolk, VA. 23510

Dear Mr. Goode:

As noted in the enclosed letter to Mr. Snow, we appreciate his offer to provide the details of the operating plan as it relates to Buffalo.

Indeed, we would like to share our ideas and invite both the Norfolk and CSX to Buffalo.

Of particular interest is to know whether the Norfolk Southern still supports the proposal to reduce Buffalo area reciprocal switching rates. You probably recall that during the previous rail reorganization proposal in 1982, Norfolk signed an agreement with NY State agreeing to reciprocal switching charges would be reduced.

We look forward to meeting you.

AMM:rmb

ery truly yours

mould Anthony M. Masiello

Mayor

Hon. John LaFalce, US Congress cc:

Hon. Jack Quinn, US Congress

Hon. Paul Tokasz, NYS Assembly

Andrew Rudnick, Greater Buffalo Partnership

John W. Snow, CSX Corporation

CITY OF BUFFALO

OFFICE OF THE MAYOR 201 CITY HALL BUFFALO. NY 14202



Ms. Linda Morgan
Chairperson
Surface Transportation Board
12th Street & Constitution Avenue, No. 1997
Washington, DC 20423

Indelliandadadadaddadad

E A 0"



May 28 1997

General Electric Company Appliance Park Louisville, KY 40225 502 452-4311



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

Re:

Finance Docket No. 33388, CSX Corporation, etc. Request for Comments on "Petition for Waiver of 49 C.F.R. S 1180.4 (c) (2) (vi)"

Dear Secretary Williams:

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

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

GE Appliances is a major user of both boxcar and intermodal rail service with factories and distribution centers located throughout the United States. We currently have three factories and four distribution centers which are served by CSX RR and will be able to improve delivery service to our customers as a result of the proposed construction projects.

It appears to us that the Board's favorable consideration of the Petition would expedite the time in which CSX will be able to provide competitive rail transportation to and from the Greater New York area, and from the Northeastern United States in general, to the Midwest and Chicago, as well as to Cincinnati and points in the mid-South.

Because of our various locations, we are particularly interested in faster service to and from points in the northeast through Cincinnati and to the mid-South, and the connection at Sidney, OH, which will be used by CSX to provide that service. We accordingly urge the Board to grant the Petition and expedite the implementation of the new service in all appropriate ways.

GE Appliances supports the overall proposal for CSX and NS to acquire Conrail and divide it into parts of their two systems, thus expanding their systems throughout the Northeastern United States. We also support the Petition in question, since it will hasten the day when improved competitive CSX service can be brought to the public.

We appreciate this opportunity to provide comments to the Board.

Yours very truly

J. D. Youngblood

Manager - Transportation

VERIFICATION

STATE OF Kentucky)	
)ss	
COUNTY OF Jefferson	
James D. Youngblood, being first duly read the foregoing document, knows the	
same are true as stated.	
	James D. Youngblood Name typed
Subscribed and sworn to before i	me this <u>28th</u> day of <u>May</u> 1997
	Ruth Merrie Cakeley. Notary Public
My Commission Expires:	
10-19-99	





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

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

Dear Mr. Williams:

My name is Charles Giroux, and I am General Manager of Mid-States Packaging & Distributing, Inc. I have held my present position for 10 years. My duties include responsibility for rail transportation, sales, overlook all office, warehouse, and trucking aspects of the business.

Mid-States Packaging receives plastic pellets via carloads. We have facilities located at Jersey City, NJ and Worcester, MA. These facilities are presently served by Conrail. We receive from suppliers located in Texas. These facilities are located on the lines of Port Jersey Railroad and the Providence & Worcester Railroad. During 1996, we received 2000 carloads from this destination.

It is in Mid-States Packaging best interest to move the above merger review process forward as expeditiously as possible. We are concerned that a protracted merger proceeding could lead to service failures by the involved railroads.

Mid-States Packaging respectfully requests that the Board accept the 255-day precedural schedule as published in the Monday, April 21,1997 edition of the Federal Register.

I, Charles Giroux, declare under penalty 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, Charles Biroux

Charles Giroux

County Commissioners of ALLEGANY COUNTY

Bernard L. Loar, President
Dale R. Lewis, Commissioner
Arthur T. Bond, Commissioner



Barry A. Burton, County Administrator Carol A. Gaffney, Clerk William M. Rudd, County Attorney



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

Dear Secretary Williams:

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.

We are writing to express our strong support for the restructuring of the Northeast rail system based on the pending partition of Conrail's lines between CSX and Norfolk Southern.

As elected officials, we are excited about the economic development potential this merger would provide. By increasing the market reach of both NS and CSX and enhancing their ability to compete with motor carriers for more business, this restructuring promises to benefit shippers and communities throughout Maryland and the eastern half of the United States.

Additional freight moving on CSX will mean fewer trucks clogging our highways and more freight cars and locomotives coming into CSX's Maryland shops for repair and maintenance. This bodes well for local employment and our regional economy.

We urge the Surface Transportation Board to give this pro-competitive, balanced proposal consideration and approval.

Sincerely,

COUNTY COMMISSIONERS OF

ALLEGANY COUNTY, MARYLAN

Bernard L. Loar, President

Dale R. Lewis, Commissioner

Arthur T. Bond, Commissioner



May 27, 1997

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



Re: Finance Docket No. 33388, CSX Corporation, etc. - Request for comments on "Petition for Waiver of 49 C.F.R. 1180.4(c) (2) (vi)"

Dear Secretary Williams:-

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

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

Lafarge Corporation the second largest manufacturer and shipper of cement and various building materials in North America, with plants and terminals located in the Northeastern and Great Lakes regions, supports CSX in its petition since it will expedite service to shippers and receivers in these regions.

We appreciate this opportunity to provide comments to the Board.

Respectfully yours,

Carl J. Hutter

Manager, Rail Transportation

Fax: (810) 354-0039



Jack C. King President

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

Dear Mr. Williams:

Re: Support for NS and CSXT Acquisition of Conrail

May 29, 199

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

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

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

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

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

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

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

Jack C. King James Wadas

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

JCK/tld

BORDEN CHEMICAL, INC.

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

June 2, 1997

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



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

Dear Secretary Williams:

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

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

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

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

Executed this 2nd day of May, 1997

NORTH AMERICAN RESINS



Koppers Industries, Inc. 436 Seventh Avenue Pittsburgh, PA 15219-1800

Thomas Davis Director, Logistics

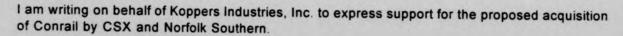
May 30, 1997

Telephone: (412) 227-2765 Fax: (412) 227-2778

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

Re: Proposed Acquisition of Conrail by CSX and Norfolk Southern (Finance Docket 33388)

Dear Mr. Williams:



Koppers Industries is a privately held corporation which manufactures carbon products, chemicals, and treated wood products in 20+ facilities located across the United States. Our annual revenues are approximately \$600 million and we employ approximately 2,000 people. The nature of our various businesses causes us to rely heavily on rail for a large percentage of our freight movements. With two of our larger plants currently located on Conrail, and shipments involving other plants and railroads moving across Conrail, we have a significant interest in the outcome of this proceeding.

In our experience, CSXT and Norfolk Southern have proven to be reliable and professional providers of quality rail transportation. It is our belief that this acquisition will result in improved rail service in the East. It is also our belief that rail competition will not be negatively affected, even though there will be one fewer major rail carrier in the East.

We also understand that the Surface Transportation Board will be considering an appropriate review period for this transaction: a "normal" 365 days, or an expedited 255 days. All of us in the rail and shipper communities have learned that major railroad mergers take some time before their operations can be successfully integrated. This has proven to be the case with the recent mergers of Burlington Northern/Santa Fe and Union Pacific/Southern Pacific. It is our belief that, the sooner CSXT and Norfolk Southern can begin taking steps to integrate their respective portions of Conrail into their own systems, the sooner that operational improvements will be accomplished. Koppers Industries, therefore, requests that the Surface Transportation Board approve an expedited review period for this procedure.

Thank you for your consideration.

Sincerely.

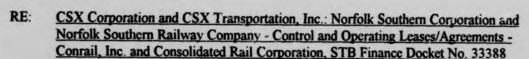
TD/mjg



May 30, 1997

Honorable Vernon A. Williams Secretary Surface Transportation Board

Attn: STB Finance Docket # 33388 1201 Constitution Avenue, N.W. Washington, D.C. 20423-0001



Dear Mr. Williams:

My name is Richard L. Huizinga, and I am the Corporate Transportation Manager of Gulf States Paper Corporation. I have held my position with this company for four years. My professional career in the transportation industry has expanded a period of more than twenty years.

My principal activities and responsibilities to the company are varied but center around the management of securing transportation services for all operating groups within our company. My primary focus is to select the mode of transportation that will meet and exceed our customer's transportation service requirements, at the same time keeping Gulf States Paper competitive in the market place. The company's primary customer base is located east of the Mississippi River.

Headquartered in Tuscaloosa, Alabama, Gulf States Paper Corporation, is a privately-owned, 113 year old integrated forest products company engaged in the manufacture, sales and distribution of woodpulp, paperboard, paperboard articles, lumber and wood products. The company's largest facility is located in Demopolis, Alabama where wood chips are processed into pulp and the pulp is further refined into solid bleached sulfate paperboard. The paperboard is produced almost exclusively for use in packaging, primarily for the manufacture of cartons for the food and consumer goods industry. Nearly half of the division's paperboard output is used by Gulf States own converting plants and remainder is sold to outside packaging companies. This facility is served by the Norfolk Southern Railway Company.

The company's Paperboard Converting Division includes six manufacturing plants located in Alabama, Kentucky, Missouri, North Carolina, and Texas. The plants located in Alabama, Kentucky, and North Carolina are also served by the Norfolk Southern Railway Company. The company's Natural Resources and Wood Products Division operate predominantly in Alabama with business operations related closely to the company's more than 400,000 acres of timberland.



During 1996 Gulf States Paper shipped/received in excess of 10,000 carloads of product and raw materials from and to our operating facilities. The type of rail transportation equipment utilized for these movements include the following.

- · Boxcars for outbound paper products
- · Tank cars for inbound chemicals
- · Bottom discharge hopper cars for inbound raw fibre materials
- · Containers used on intermodal movements of finished product

Gulf States Paper Corporation supports the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our primary manufacturing facility is located on the lines of the Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Over 28,000 tons of pulp and paperboard are delivered to our northeast customers by joint line service through the Conrail system. Expanded single-line service will become a more cost-effective and service-effective form of rail service for our company.

Gulf States Paper supports the vision of a healthy rail industry driven by strong intramodal and intermodal competition to meet our shipping needs. It is vital that competitive rail-to-rail service be available to not only our company but to the forest products industry.

The Norfolk Southern Railway Company has provided excellent service to our facilities and customers for many years. We are confident that they would be able to provide equally good service on any Conrail lines which they acquire. With the industry's best safety record coupled with strong earnings and a low loss/damage claim ration, the Norfolk Southern is in a good position to provide balanced competitive rail transportation in the east.

For all the reasons identified above, we believe that approval of the joint application of the Norfolk Southern and CSX railroads to acquire Conrail should be approved by the Surface Transportation Board. We also would ask that the approval process be handled in the most expeditious manner possible. The uncertainty affecting Conrail's employees and customers need to be settled as soon as possible.

Sincerely,

Richard L. Huizinga

RLH:km

I, Richard L. Huizinga, declare under penalty 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.

cc: David Goode - Norfolk Southern Railway Corporation
John Snow - CSX Corporation

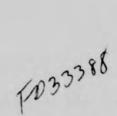
Hong ya



May 29, 1997

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

Dear Mr. Williams:





Premier Elkhorn Coal Company ships approximately 4.0 million tons annually on CSX railroad. We expect that to grow to 5.0 million tons over the next two years.

Our company supports the acquisition of Conrail by CSX and NS for the following reasons:

- There is a need for competition between railroads wherever possible to assure good service and appropriate transportation rates. This is particularly important for coal producers since our products are sold on a delivered basis and transportation is a very significant component of the total delivered price.
- Reliable rail transportation, including availability of equipment, is essential for us to fulfill our commitments to our customers on a timely basis and it is our understanding that this merger will result in more equipment being available and its utilization improved.
- Direct rail service from our shipping points into the northeast should enhance our potential to market coal in to that region.

Thank you for your consideration.

Respectfully submitted.

J.J. Shackleford

President

cc: John Snow, CSX, 500 Water Street - J120, Jacksonville, FL 32202 David Goode, CSX, 500 Water Street - J120, Jacksonville, FL 32202 Jim Oaks, CSX, 333 West Vine Street, Suite 310, Lexington, KY 40507 JOHN N. BAMBACUS Mayor

JEFFREY S. GETTY
City Attorney

DAVID A. EBERLY City Administrator Sittly of Frastburg

June 2, 1997

COUNCIL MEMBERS

JAMES P. McFARLAND Commissioner of Finance

WINIFRED M. DAVIS Commissioner of Public Works

BERNARD D. COLEMAN Commissioner of Water, Parks and Recreation

ROBERT L. CONNOR



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

Re: STB Finance Docket #33388, CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Corporation - Control and operating Lease/Agreements - Conrail, Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

I am writing in support of restructuring the Northeast rail system based on the pending partition of Conrail's lines between CSX and Norfolk Southern.

As Mayor of the City of Frostburg, I am excited about the economic development potential this merger will provide for the entire State of Maryland. By increasing the market reach of both NS and CSX, and enhancing their ability to compete with motor carriers for more business, this restructuring promises to benefit shippers and communities throughout Maryland and the eastern half of the United States.

Additional freight moving on CSX will mean fewer trucks clogging our busy highways, and more freight cars and locomotives coming into CSX's Maryland shops for repair and maintenance, and thereby boosting our local employment and our regional economy.

I urge the Surface Transportation Board to give serious consideration of this proposal.

John N. Bambacus

Mayor

JNB:gl

cc: Stephen C. Thienel, Regional Vice-President CSX 0' п.



Surface Transportation Board Dashington, D.C. 20423-0061

Fele in Docket FD-33388

June 6, 1997

H.B. Limehouse Chairman SCDOT Commission 8 Cumberland Street Charleston, SC 29401

Dear Chairman Limehouse:

Thank you for your letter regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. You express support for the transaction and request approval by the Surface Transportation Board (Board).

As you may know, CSX, NS, and Conrail have filed a notice of intent to file their control transaction with the Board. The proceeding is docketed at the Board as STB Finance Docket No. 33388. The applicants intend to file their control application with the Board on June 16, 1997.

The Board recently adopted a 350-day procedural schedule for deciding the merits of the control application to be filed in this proceeding. A 350-day schedule, the Board concluded, will provide for both a full and fair opportunity for all interested parties to participate in the proceeding and a timely resolution of this case, including the preparation of a full Environmental Impact Statement, which is warranted here given the nature and scope of the environmental issues that are likely to be raised. Because this proceeding is pending before the Board, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan



South Carolina
Department of Transportation
Commission

8 Cumberland Street Cnarleston, South Carolina 29401

H. B. Limehouse Chairman SCDOT Commission

June 2, 1997

SURFACE TRANSPORTATION

JUN 4 5 12 PH 97

CHAIRMAN MORGAN

The Honorable Linda Morgan Chairperson The Surface Transportation Board 1201 Constitution Avenue, NW Washington, D.C. 20423

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

Dear Ms. Morgan:

One of South Carolina's greatest strengths is her intermodal infrastructure system. Her highways and rails linked with our port authority provide seamless transition for the movement of the quality goods that are produced in our state everyday by our industrious people. Two of our finest corporate citizens are CSX and Norfolk Southern and it is in this vein that I write to you to encourage the approval of their proposed joint acquisition of Conrail. As a former chairman of the South Carolina Public Railways Commission, I have personal knowledge of the quality and capability of these two companies.

Furthermore, many of the raw materials as well as finished products that enter South Carolina as freight would be better handled if this merger would take place as proposed. This would relieve some of the pressure from our over crowded highways and lower the need for additional funding to upgrade them.

Please don't hesitate to contact me if I can be of further assistance in your deliberations.

Sincerely,

H.B. Limehouse

HBL/nla



South Carolina Department of Transportation Commission

8 Cumberland Street Charleston, S.C. 29401

> Hon. Linda Morgan, Chair Surface Transportation Board 1201 Constitution Avenue, NW Washington, D.C. 20423



FD 33388



COMMONWEALTH of VIRGINA

Office of the Governor

George Allen Governor

May 29, 1997

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

RE: CSX Corporation and CSX Transportation, Inc.

Norfolk Southern Corporation and Norfolk Southern Railway Company

-Control and Operating Leases/Agreements-Conrail Inc. And Consolidated Rail Corporation

Dear Mr. Williams:

On behalf of the Commonwealth of Virginia, I am writing in support of the proposed acquisition of Conrail by CSX and Norfolk Southern.

Virginia has been fortunate to have had a longstanding relationship with both of these fine railroads, and their predecessors' companies, and to have had the benefit of two healthy competing railroads for many years.

The addition of Corrail routes will create two stronger transportation companies, offering Virginia businesses and citizens better access to the northeast markets. Improved routes between Hampton Roads and the Midwest and beyond will assist our ports and we are confident that the enhanced rail configuration in the eastern United States will open new market opportunities for products produced throughout Virginia.

We also have benefitted from the good citizenship role played by both companies in Virginia. They have strong and generous corporate cultures which I understand are reflected throughout both companies' service areas. Undoubtedly NS and CSX will both be responsive to the communities throughout the new regions they propose to serve.

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

The agreement reached by CSX and NS will bring much more rail competition and better access to areas that our industries have had difficulty in reaching. This competitive rail package should benefit those in our communities who ship and receive goods both to and from these areas.

Therefore, we strongly support the proposed acquisition of Conrail by NS and CSX and we urge that it be promptly approved. Obviously, we intend to remain engaged throughout the STB review process and may provide additional input on more specific matters of interest to Virginia. If you require further details regarding the impact to Virginia of this merger, kindly contact me or my Secretary of Transportation, Robert Martínez.

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.

With warm regards, I remain,

Sincerely,

George Allen

GA:cmg

c: The Honorable Robert E. Martínez Secretary of Transportation STB FD 33388 6-3-97 J 2/2



VERIFIED STATEMENT OF SHUTTLELIFT, INC. S.T.B. 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 John Kacmarynski, and I am Director of Sales of Shuttlelift, Inc. PO Box 66, Sturgeon Bay, WI 54235. I have held my present position for 16 years. My duties include sales of Container Handling Equipment to the intermodal industry.

Shuttlelift, Inc. is a manufacturer of container handlers. We work with NS as the following location: Jacksonville, and Charlotte. In addition, we work with BNSF at Birmingham and Marion Arkansas and we have rental equipment in Chicago.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is abie 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 no be just any rail carriers. They must be carriers which are of comparable size and scope and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are will 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, John Kacmarynski, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May, 23, 1997.

Sincerely,

SHUTTLELIFT, INC.

John Kacmarynski Director of Sales

JK/pab



BEFORE THE

SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc. Norfolk Southern Corporation and Norfolk Southern Railway

VERIFIED STATEMENT OF Thomas A. Mitropoulos

Honorable Vernon A. Williams Secretary Surface Transportation Board 1925 K Street N.W. Washington, D.C. 20423-0001 My name is Thomas A. Mitropoulos. I am Vice President of Transportation for Fairmount Minerals and have held by position for 35 years. Fairmount Minerals is engaged in the production and sale of industrial minerals and sands. Our operating plants are located in Wedron, IL, BNSF served, Troy Grove, IL, UP served, Chardon, OH, NS served, Richmond Dale, OH, CSXT served, Bridgman, MI, CSXT served, Roff, OK, BNSF served, and Maiden Rock, WI, BNSF served. Our offices are located at South Olive Street in Wedron, IL 60577.

The industrial sand plants of Fairmount Minerals are engaged in the manufacturing and shipments of large volumes of industrial sand throughout the United States, Canada and Mexico. A high percentage of our shipments move by rail. Our company controls the routing and assumes responsibility for payment of freight charges in most cases. As many companies in the manufacturing segment, we depend greatly on competition and transportation to keep prices down to remain competitive into the areas we serve.

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 way it has been described to me, and will be described in the joint application of CSX and Norfolk Southern to control Conrail. We believe there is a need for two competing railroads in the

Northeast that will own and operate their own facilities. We believe this proposed transaction as outlined is positive and if approved will offer ourselves and on to our customers better and expanded service opportunities. This would permit us also to keep transportation costs down where two competing railroads will operate instead of one.

Both the Norfolk Southern and CSX will be comparable in size, scope and ability to provide the needed competition, provide for seamless service and efficient equipment utilization.

To Summarize, we believe that approval of the joint application of Norfolk Southern and CSX to acquire Conrail should be approved by the Surface Transportation Board.

Respectively yours,

FAIRMOUNT MINERALS, LTD.

Thomas A. Mitropoulos

TAM/Ij

VERIFICATION

STATE OF ILLINOIS

COUNTY OF LASALLE

Thomas A. Mitropoulos, being duly sworn, on oath deposes and says that he has read the foregoing and knows the facts asserted therein, that the same are true and correct. Further certifies that he is authorized to file this verified statement.

Thomas A. Mitropoulos

SUBSCRIBED AND SWORN to before me this 29th day of May 1997

Notary Public

OFFICIAL SEAL

KIMBERLY L GRETENCORD
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 10/19/99

CITY OF BUCKHANNON

WEST VIRGINIA 26201

70 E. MAIN STREET BUCKHANNON, WV 26201

TELEPHONE (304) 472-1651 TDD # (304) 472-9550 FAX # (304) 472-4620

May 29, 1997

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



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

Dear Mr. Williams:

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

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

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



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

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

Sincerely,

Elizabeth J. Poundstone
Elizabeth J. Poundstone
Mayor-City of Buckhannon

EJP/ncs

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



2801 VIRGINIA AVENUE • P.O. BOX 1086 • HURRICANE, WEST VIRGINIA 25526

RAYMOND PEAK

LINDA GIBSON

TELEPHONE (304) 562-5896 • 562-5988 FAX (304) 562-5858 COUNCIL
CARL GILFILEN
WANDA G. JOHNSON
KERMIT L. McDANIEL
REGGIE BILLUPS
FRANK SERGENT

May 28, 1997

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



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

Dear Mr. Williams:

I am writing to convey wholehearted support of the City of Hurricane City Council for the proposal which is being brought before the Board in the captioned proceeding. Hurricane's economic interests need reliable rail transportation and the proposed transaction will enable more competitive rail service and provide a single line access to many more customers and suppliers within Hurricane's trade development area.

I am confident that the enhanced transportation service resulting from the proposed transaction will generate significant new business and industrial growth in our area. This growth is crucial because new jobs created from the development mean prosperity for our citizens. Hopefully, the transaction will result in more railroad jobs on the expanded CSX and NS rail systems.

In addition to the direct and indirect benefits for Hurricane by virtue of the proposed acquisition of Conrail by CSX and Norfolk Southern, the enlarged CSX and NS systems will be able to compete more effectively with motor carriers. Motor carriers have retained a major share of the intercity freight business by virtue of their speed and flexibility, and good truck service is important, but some diversion of freight traffic to the railroads would help reduce highway traffic to more acceptable levels.

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

In conclusion, Hurricane Council urges the Board to approve the application filed in the captioned proceeding expeditiously enabling residents and businesses to begin realizing improved rail service which will result from the proposed transaction.

Sincerely,

Raymond Peak, Mayor City of Hurricane

RP/kl

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



DELAWARE-MUNCIE METROPOLITAN PLAN COMMISSION

May 29, 1997

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



RE: CSX Corporation and CSX Transportation, Inc.

Norfolk Southern Corporation and Norfolk Southern Railway Company

-Control and Operating Leases/Agreements-Conrail Inc. and Consolidated Rail Corporation

Dear Mr. Williams:

The Delaware-Muncie Metropolitan Plan Commission is the Metropolitan Planning Organization (MPO) for the Muncie Urbanized Area located in Muncie, Delaware County, Indiana. As an MPO and a Plan Commission, our agency has a longstanding relationship with Norfolk Southern and, before their merger, the Norfolk & Western.

Norfolk Southern has a strong and effective presence in our area and a history of industrial development efforts which have proven to be invaluable to our community as well as other areas within the State of Indiana.

The proposed acquisition of Conrail by NS and CSX was a topic of discussion at the May meeting of the MPO's Advisory Committee where the membership includes local citizens, Indiana Department of Transportation representatives, Chamber representatives, local officials and technical advisors. There was unanimous agreement that the proposed acquisition would be of benefit to the Muncie-Delaware County community. The proposal will allow industries in our area to reach markets by rail that they have either been unable to reach or been able to reach only at a competitive disadvantage.

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

Respectfully submitted,

Marta Moody

Executive Director

MM/cf

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



RE: Finance Docket No. 33388, CSX Corp., Etc. Request for Comments on "Petition for Waiver of 49 C.F.R. 1180.4 (c) (2) (vi)"

Dear Secretary Williams:

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

Again, it is my understanding that if this Petition is granted by the Board, CSX will be able to construct these four connections without delay so that the connections will be available for use immediately should the Board authorize the proposed joint acquisition of Conrail by CSX and NS.

Manufacturers Consolidation Service, Inc. (MCS) is a transportation company heavily involved in the intermodal market. During 1996 our company handled over eighteen thousand intermodal shipments in and out of the Northeast utilizing the services of Conrail, CSX and NS.

MCS is particularly interested in any measures that will provide efficient, competitive rail transportation to and from the Northeast from all areas of the country MCS is already on record supporting the overall proposal of the CSX and NS to acquire Conrail and divide into their systems and also support the Petition in question since it will hasten the process of providing the competitive service that is needed.

I appreciate the opportunity to provide comments to the Board.

Very truly yours,

MANUFACTURERS CONSOLIDATION SERVICE, INC.

C.O. Turner, III Chairman & President

COT,III:kb



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

Dear Mr. Williams:

My name is W. Steven Olinek. As Deputy Director of the Detroit/Wayne County Port Authority, I have been authorized to state the following position with respect to the acquisition of Conrail by NS and CSX, which is now before your Board:

- We support any plan which promotes balanced rail competition in the territory served by Conrail. We want our industries to have viable competitive rail service alternatives to and from markets which have heretofore been unavailable to them because of the absence of another railroad.
- We support a plan which will result in a relatively even balance of strength between two major railroads. A single dominant railroad in the Northeast is unacceptable.
- It is our position that competitive access through ownership of rail lines by two strong, competitive railroads is necessary to achieve the level of competition in this territory.

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.

By Viston Ou

\:CSX



DONALD F. MUNSON
WASHINGTON COUNTY
DISTRICT 2
BUDGET AND TAXATION COMMITTEE

SENATE OF MARYLAND

ANNAPOLIS, MARYLAND 21401-1991

ANNAPOLIS OFFICE:

JAMES SENATE OFFICE BUILDING ANNAPOLIS, MARYLAND 21401-1991 (410) 841-3609

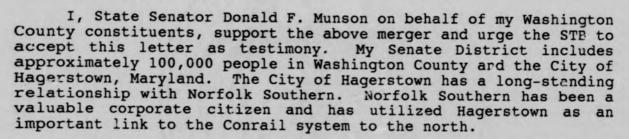
DISTRICT OFFICE:

28 WEST CHURCH STREET HAGERSTOWN, MARYLAND 21740-4808 (301) 791-4511

May 30, 1997

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

Dear Mr. Williams:



Norfolk Southern's plan to acquire Conrail will mean additional jobs and economic development for Hagerstown and the State of Maryland. The additional competition resulting from a Norfolk Southern-Conrail merger will also be good for business throughout the State of Maryland. I strongly support the proposed acquisition of Conrail by Norfolk Southern and urge that it be promptly approved.

I, Donald F. Munson, declare under penalty 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 30th day of May, 1997.

Kind personal regards,

Yours very truly,

Donald F. Munson Senator, District 2

DFM:ces



Pittsburgh Brewing Company Since 1861

May 29, 1997

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

Dear Secretary Williams:

Pittsburgh Brewing 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.

Joseph R. Piccirilli President/COO

JRP:rci JPE1997

Southern Bracing Systems, Inc.

P.O. Box 761, Armuchee, Georgia 30105 • 706 291-4206 • Fax 706 291-0229 • Toll Free 1-800-524-7513



VERIFIED STATEMENT OF Southern Bracing Systems, 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 Clayton Vick and I am General Manager of Southern Bracking Systems, Inc. located at P.O. Box 761, Armuchee, GA 30105. Southern Bracing Systems, Inc is a supplier that conducts business with Norfolk Southern Corporation.

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

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

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

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

Sincerely,

Clayton Vick

Southern Bracing Systems, Inc.

P.O. Box 761

Armuchee, GA 30105



May 28, 1997

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



Re:

STB Finance Docket No. 33388, CSX Corporation & CSX Transportation Inc.: Norfolk Southern Corporation & Norfolk Southern Railway Corporation – Control & Operating Lease Agreements – Conrail, Inc. & Consolidated Rail Corporation

Dear Secretary Williams:

My name is Thomas S. Arneson, Executive Director of the Henderson Economic Development Council in Henderson, Kentucky. In my position, I am responsible for overall economic development activities in the Henderson County area. I am responsible for providing assistance to existing industry and recruitment and attraction of new industry to our area. A key factor in our efforts to assist our customers in site location decisions and expansion decisions is the availability of transportation.

I am writing today in support of CSX and Norfolk Southern's application to acquire Conrail and urge you to approve their application. We believe that the acquisition of Conrail will be in our best interest because the acquisition of Conrail will provide better service to our customers, in particular, more direct access to the Northeastern United States markets. Many of our companies who ship product by rail are shipping product to those markets. We believe that this acquisition will, in the long run, reduce their costs, increase efficiency, and improve the level of service that they receive from CSX. We also believe that this will enhance our position in the highly competitive new site location process and will increase the viability of the Henderson Riverport and its ability to provide off-loading services for companies to move product from barge to rail and serve companies within our area.

In conclusion, the Henderson Economic Development Council supports the application to acquire Conrail and asks that the board move as quickly as possible to ensure its approval. We believe this will improve service, enhance efficiency, and promote growth of our area and rail traffic in the East.

Very truly yours,

Thomas S. Arneson, CED

Executive Director

TSA:jck



INTERSTATE COLD STORAGE, INC.

NAPOLEON (TOLEDO) FACILITY

1 INTERSTATE DRIVE • NAPOLEON, OHIO 43545 TELEPHONE: (419) 599-0510 FAX: (419) 599-1665

May 27, 1997

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



Dear Mr. Williams;

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our five facilities are located on or near lines which will belong to NS, we would welcome the benefit of increased market access for single-line rail transportation. The single-line service which NS proposes would be of benefit to us. I sincerely believe that the availability of single-line service to a larger network will enable us to grow our business much more effectively than is presently the case.

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

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

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

Sincerely,

Russell R. Borstelman Vice-President

RRB/rr

CORPORATE OFFICES 4410 NEW HAVEN AVENUE FORT WAYNE, INDIANA 46803 (219) 423-2452 FAX: (219) 422-0828

FORT WAYNE EAST FACILITY 7725 NELSON ROAD FORT WAYNE, INDIANA 46803 (219) 493-2541 FAX: (219) 493-2470 FORT WAYNE WEST FACILITY 6606 I INCOLN PARKWAY FORT WAYNE, INDIANA 46804 (219) 432-3494 FAX: (219) 432-0221

COLUMBUS I FACILITY 4350 ROBERTS ROAD COLUMBUS, OHIO 43228 (614) 876-1215 FAX: (614) 876-8641

COLUMBUS II FACILITY 2400 SETTERLIN DRIVE COLUMBUS, OHIO 43228 (614) 771-6700 FAX: (614) 771-6925



Lake State Railway Company

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

May 28, 1997

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



VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

I, Richard L. Van Buskirk, Jr., declare under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file this verified statement on behalf of Lake State Railway Company.

Executed this twenty eighth day of May, 1997

Sincerely,

Richard L. Van Buskirk, Jr.

President

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

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

KATRY A. COOPER
Notary Public, losco County, MI
My Commission Expires Feb. 24, 2000

John Morgan & Joyce S. Gibson

147 Central Street PO Box 312 Clay, West Virginia 25043

May 26, 1996



Mr. John Snow CEO & President CSX Corporation 1 James Center 901 E Cary St Richmond, VA 23219-4057

Dear Sir:

We were in a meeting recently with various interested people regarding the proposed acquisition of Conrail by CSX Transportation (CSX) and Norfolk Southern (NS), and we are writing to express our concerns.

We are encouraged that CSX and NS were able to work together to come up with a tenative plan which will allow both railroads to continue to be competitive in the East. This cooperation will clearly provide more competition than if Conrail as a whole went to one railroad or the other.

It is our hope that both CSX and NS will continue to work together, but also work with the local communities, state transportion interests, shippers and short lines. We believe that there is much that can be accomplished before the final plan is filed with the Surface Transportation Board several months from now. Since this merger will have a great impact on business and industry in West Virginia, it is critical for all parties to take an active role in working together on this plan.

One issue that I am specifically concerned about is competition in West Virginia. It has been b rought to my attention that there are several lines in the proposed post-Conrail system that will become joint or shared lines by CSX and NS. We would encourage both rail roads to pursue this effort on other lines.

One line that would be a prime subject for joint ownership is the 131 mile Conrail line which runs from Pt. Pleasant in Mason County, through the state capital in Charleston and ends in Nicholas County. Present maps indicate that NS will have sole ownership of this line. This area of the state is highly export oriented, with industries shipping large quantities of timer, coal and chemicals by railroad. If this Conrail line were served by both railroads, significant economic improvements would be likely along the line and and throughout the region.

These joint lines would provide greater benefit to all involved. Both CSX and NS would have the opportunity to transport West Virginia's raw and finished materials, shippers would have greater

flexibility and the marketplace would be enhanced through increased service by the two railroads. It is clear that both CSX and NS are committed to working together to make this acquisition happen, however it is even more important for all other parties affected by the merger to participate in the decision-making process.

Thank you in advance for your co-operation in this matter. Remember 'When we (WVA) do well, you will do better'. WE will be interested in the progress of this merger which will bring better service and increased competition on the rails in West Virginia.

Sincerely yours,

John M and Joyce S. Gibson

Merchants and Interested parties

CC: Mr. David LeVann
WV Rail Authority Attn: JOhn O. Hedrick

Mr. David R. Goods STB Vernon Williams, Secy

PS Please place us on the Service list.

jsg

MICHIGAN SUGAR COMPANY

GENERAL OFFICES

4800 Fashion Square Boulevard P. O . Box 1348 SAGINAW, MICHIGAN 48605 Telephone (517) 799-7300 FAX (517) 799-7313



May 28, 1997

RICHARD H. BURN

Director of Transportation

CTL

and Logistics

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

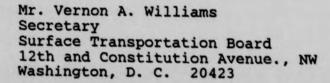


6390 PHILLIPS HIGHWAY

JACKSONVILLE, FLORIDA 32216

PHONE (904) 737-7144

May 27, 1997



Subject: STB Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.

Norfolk Southern Railway Corp.

Control and Operating Lease/Agreements with Conrail, Inc. and Consolidated Rail Corp.

Dear Sir:

This is to express support of subject transaction by this company.

My name is William P. Tuggle, Jr., CEO, Crown Products Company, Inc., Jacksonville, FL. This company was established in 1964, and I was elected CEO in 1988.

This company manufactures conductor pipe and fittings for use in residential and commercial construction. Our principal raw material product is light gauge galvanized steel that we purchase from various steel mills. Annual steel consumption is about 13,000 tons. We receive steel by rail and motor carrier.

Most of our steel suppliers have rail access by CSX and Norfolk Southern, among other railroads. If rail service were better, we would switch to rail carrier entirely. One reason is that a rail gondola car holds 4 times the steel tonnage as a flat bed motor trailer. Supplier traffic into our plant facility would be considerably reduced.

next page



Most outgoing shipments of finished products are by motor carrier because the service is faster than by rail. Our wholesale customers (from Florida to Massachusetts) are on just-in-time delivery schedules, and will not tolerate delays in shipment.

We would prefer to make shipments of finished products by rail intermodal if the service were better, i.e. not involving so many interchanges.

From newspaper accounts of the proposed acquisition of Conrail by CSX and Norfolk Southern and the routes to be served, I believe freight service would be improved over that which we now experience if the acquisition is approved by your Board. Also, new markets would be opened for us in the south and mid-west in areas served by by the proposed routes.

Consequently, I urge you to consider approval. This is one acquisition that would be better for everyone, the railroads and their customers.

Thank you.

Sincerely,

William P. Tuggle, Jr.

Letter P Juggle &

CEO

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

Executed this 27th day of May 1997

WPT: 1t

cc: Mr. John Q. Anderson CSX Transportation Jacksonville, FL 32202

> Mr. Larry M. Morgan Norfolk Southern Corp. Jacksonville, FL

CAPTAIN JOHN W. MURRAY SENIOR VICE PRESIDENT OPERATIONS

> 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. 33388 1925 K Street, N.W. Washington, D.C. 20423-001

Dear Mr. Williams:



DIRECT (813) 276-4689

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 insulting northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Mr. Vernon A. Williams May 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.

Sincerety,

Capt. John W. Murray

JWM/kro



VERIFIED STATEMENT OF:

BAY CITIES LEASING L.L.C.

FINANCE DOCKET NO. 33388

Three Embarcadero Center, Suite 2320, San Francisco, California 94111

May 22, 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 David C. Walkup, and I am Executive Vice President and Chief Operating Officer of Bay Cities Leasing L.L.C., Three Embarcadero, Suite 2320, San Francisco, CA 94111. I have held my present position for five years. My duties include overall management of the company whose assets exceed \$50 million.

Bay Cities Leasing L.L.C. is an intermodal equipment leasing company. We work with NS at nearly all of their intermodal terminal locations. In addition, we work with BNSF, UPRR, CSXI and nearly all other regional U.S. 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 Northeast which own their own track and facilities. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, 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

Mr. Vernon A. Williams May 22, 1997 Page 2

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, David C. Walkup, declare under penalty 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,

David C. Walkup

Executive Vice President



Norfolk Southern Corporation Intermodal Operations 185 Spring Street, S.W., Box 184 Atlanta, Georgia 30303 404 420-4270 404 527-3214 FAX

May 2, 1997

Allstate Delivery Service 55 W. 78th Street Bloomington, MN 55420

Dear Sir/Madam:

Sharon E. Stewart Assistant Manager Contracts



On April 8, 1997 Norfolk Southern and CSX executed a letter agreement governing the division of Conrail, and are planning to file a joint application to the Surface Transportation Board (STB) on June 16, 1997. NS needs your letters of support to include in the NS portion of the joint application. Unfortunately, we can not use any prior merger support letters that may have been submitted.

Enclosed please find a sample verified statement of support which can assist you in writing a proper support statement. Please remember that each letter must be on your company's letterhead or have your address at the top of page one. Once your statement is completed, please address it as follows:

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

Additionally, the statement should read "Verified Statement on behalf of (your company name) STB Finance Docket No. 33388. The letters addressed to Mr. Vernon A. Williams should be sent to:

Norfolk Southern Corporation Attn: Ms. Lisa Smith - Intermodal Three Commercial Place Norfolk, VA 23510-9208

ALLSTATE DELIVERY SERVICE

55 West 78th Street Bloomington, MN 55420 Telephone: (612) 884-0765

VERIFIED STATEMENT OF
ALLSTATE DELIVERY SERVICE

FINANCE DOCKET NO 33388



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

Dear Mr. Williams:

My name is Joseph P. Ryan, and I am Vice President of Allstate Delivery Service, 55 West 78th Street, Bloomington, MN 55420. I have held my present position for ten (10) years. My duties include operations and sales for intermodal transportation and supervision of dispatch and drivers.

Allstate Delivery Service is a dedicated intermodal motor carrier, for Chicago, IL; St. Paul, MN; and Springfield, MA. We work with Conrail CN, Illinois Central, and Santa Fe CSX at Chicago, IL, Indianapolis, IN and St. Paul, MN.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case, when only one company is able to operate in a particular market, service suffers and the price is noncompetive. 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 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. NS's capital its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by it 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, Joseph P. Ryan declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 28, 1997.

Sincerely,

Joseph P. Ryan

Allstate Delivery Service

AMERICUS DIVISION P.O. BOX 547 AMERICUS, GA 31709 PH: 912-924-4001 FAX: 912-924-4717

EQUIPMENT DIVISION P.O. BOX 547 AMERICUS, GA 31709 PH: 912-924-6899 FAX: 912-924-0294

ALBANY DIVISION 2615 OLD JIM DAVIS RD. ALBANY, GA 31707 PH: 912-883-8011 FAX: 912-436-4925



REEVES CONSTRUCTION CO. P. O. BOX 547, AMERICUS, GA 31709 PH: 912-924-7574 FAX: 912-924-8336

May 27, 1997



MACON DIVISION P.O. DRAWER P MACON, GA 31202 PH: 912-743-0593 FAX: 912-746-0733

SOUTHEAST DIVISION P.O. BOX 235 MT. VERNON, GA 30445 PH: 912-583-2221 FAX: 912-583-2825



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

Re: Support for NS Acquisition of Conrail

Dear Mr. Williams:

My name is Roger C. Dill. I am President of Reeves Construction Company with the Corporate Headquarters at P. O. Box 547, 844 Spring Street, Americus, Georgia 31709.

Reeves Construction Company is a general highway construction company with sales of \$70 million annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 70% rail and 30% other modes. My responsibilities as President include the direct oversight of our transportation requirements which include both inbound raw materials and outbound finished products to and from our plants, receipt and shipment of inbound and outbound materials to and from our plants. Primarily, we ship to customers and receive construction materials from suppliers in the United States. 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 joint acquisition of Conrail with certain divestitures of Conrail lines and trackage rights to ensure rail competition in the northeastern United States for the future.

We support this joint plan. We think that it will enable us to expand our markets into areas we have hitherto been unable to reach because of what we can only perceive to be impediments placed in our way by Conrail with objectives and goals differing from those of NS and CSX. 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 joint 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 the joint NS and CSX plan before the Surface Transportation Board does this and we, therefore, support it.

Sincerely.

REEVES CONSTRUCTION COMPANY

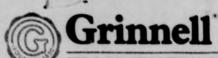
Roger C. Dill President

/rw

VERIFICATION

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

Roger C. Dill, President



FIRE PROTECTION SYSTEMS COMPANY

6255 Old Avery Road P.O. Box 278 Dublin, OH 43017-0278 614-889-9101

May 28, 1997

VERIFIED STATEMENT OF GRINNELL FIRE PROTECTION SYSTEMS COMPANY, FINANCE DOCKET NO. 33388

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

Dear Mr. Williams,

My name is T. J. Clapp, and I am the District General Manager of Grinnell Fire Protection Systems Company, Inc., Columbus, Ohio district. I have held my present position for three years. My duties include the complete operation of the Columbus District.

Grinnell Fire Protection Systems is the leader in Fire Protection, Inspections of Automatic Sprinkler Systems. We work with Norfolk Southern the locations on the attached sheet inspection their sprinkler systems.

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, 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 on 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 of 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.

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

Sincerely

GRINNELL FIRE PROTECTION SYSTEMS COMPANY, INC.

T. J. Clapp District General Manager Dec-95

NORFOLK SOUTHERN - •

LOCATION

STREET ADDRESS

NORFOLK, VA

6123 BURTON STATION

(CORP. AIRCRAFT HGR.)

ROANOKE, VA (GOB - SOUTH) 110 FRANKLIN BLVD.

ROANOKE, VA

8 1/2 STREET

(GOB - EAST OFFICE BLDG.)

ROANOKE, VA

110 FRANKLIN BLVD.

(MECH. GARAGE - SCHAFFERS CROSSING)

ST. LOUIS, MO

7021 HALL ST.

(OFFICE BLDG.)

BELLEVUE, OH

101 SHENANDOAH AVE

(LOCOMOTIVE SHOP)

BELLEVUE, OH

101 SHENANDOAH AVE.

(PAINT SHOP)

CINCINNATI, OH

1410 GEST ST.

(MECHANICAL RIP TRACK)

DECATUR, IL

1735 E. CONDIT

(OFFICE)

COLUMBUS, OH

2450 FAIRWOOD AVE.

(MECHANICAL RIP TRACK)

CHATTANOOGA, TN

34 SCRUGGS ST.

(DIESEL SHOP)

GRUNDY, VA

HIGHWAY 640 WEST

(TRAINMAN'S DORMITORY)

GRUNDY, VA

HIGHWAY 640 WEST

(DRY CHEMICAL RANGE HOOD)

ROANOKE, VA

110 FRANKLIN RD

(HIGHRISE OFFICE BLDG.)

CHATTANOOGA, TN

34 SCRUGGS ST.



May 30, 1997

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



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

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

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

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

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



Newark, NJ. market and our Chestertown, MD. manufacturing plant. We would expect to see better service and lower cost if these markets were served by single-line service. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

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

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

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

Sincerely,

John J. Francis

STATE OF MICHIGAN



SENATE MAJORITY LEADER

SENATOR DICK POSTHUMUS
31st District

May 27, 1997

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



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

Dear Mr. Secretary:

I would like to express my ardent support for the agreement between CSX Corporation and Norfolk Southern Corporation on the acquisition of Conrail assets.

As you are well aware, the merger proposals involve the most important rail systems in the eastern United States and will have a profound impact on transportation to most of the country's largest markets. Consequently, Michigan, particularly our automotive and agriculture industries, will be greatly affected by the results of this agreement. It is my belief that because there will now be two very strong companies anchoring rail transportation for the region, Michigan's link to several cities throughout the country will be strengthened considerably. The cornerstones of our economy will reap the benefits from the enhancement of rail services made possible by the competition of two balanced railroads.

Again, I would like to express my support for this agreement and urge that it be promptly approved. Thank you for your attention to this matter. Please feel free to contact me should you have any questions regarding my position.

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

Dick Posthumus

Sincerely

SENATE MAJORITY LEADER

Comcast Cablevision of Indianapolis, Inc. 5330 East 65th Street P.O. Box 20911 Indianapolis, IN 46220 317-872-2225



May 28, 1997

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



RE: CSX/Norfolk Southern/Conrail Proposed Transaction; STB Finance Docket No. 33388

Dear Secretary Williams:

This is to express my support for the planned joint acquisition of Conrail by CSX Corporation and Norfolk Southern as proposed in the above-referenced docket.

This consolidation would bring several significant benefits to the Greater Indianapolis area. The traffic at the Avon yards would increase and a substantial investment of new capital would be made to improve fueling and servicing facilities. Indiana coal shippers, grain growers and their customers would benefit from more efficient and reliable single line service.

This transaction makes good economic sense for the people and businesses in Indiana. Please give it your favorable consideration.

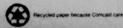
Sincerely,

David A. Wilson Area Vice President

/st

cc: D.M. Levan, Chairman
Consolidated Rail Corporation
2001 Market Street, 17N
Philadelphia, Pennsylvania 19101

J.W. Snow, Chairman CSX Corporation P.O. Box 85629 Richmond, Virginia 23285





OFFICE OF THE MAYOR

310 MUNICIPAL BUILDING FINDLAY, OHIO 45840-3346 TELEPHONE (419) 424-7137

FAX (419) 424-7245

May 29, 1997

JOHN P. STOZICH

ROBERT S. RUSE, P.E. SERVICE-SAFETY DIRECTOR

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. 33368



Dear Mr. Williams;

On behalf of the City of Findlay of Findlay, Ohio, I wish to express support for the proposed acquisition of CONRAIL by Norfolk Southern and CSX. I am the Service Safety Director of the City of Findlay and have been duly authorized to speak on its behalf.

The City of Findlay has a long-standing relationship with Norfolk Southern and, before their merger, the Norfolk and Western. Norfolk Southern has been a valuable corporate citizen through its support of various civic and philanthropic projects. In addition, Norfolk Southern's strong and effective industrial development efforts have proven to be invaluable to our community, as well as other areas in our state.

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

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

We strongly support the proposed acquisition of CONRAIL by Norfolk Southern and CSX and we urge that it be promptly approved.

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

Sincerely,

Robert S. Ruse, P.E. Service Safety Director May 29, 1997

The Honorable Vernon A. Williams Office of the Secretary Case Control Branch Surface Transportation Board Attn: ST3 Finance Docket #33388 1201 Constitution Avenue, N.W. Washington, D.C. 20423-0001

Dear Mr. Williams.

I am with Rocco, Inc., a poultry company headquartered in Harrisonburg, VA. Rocco is a privately held family business with \$530,000,000 in annual sales.

P.O. Box 549 One Rocco Plaza Harrisonburg, VA 22801 540-568-1400 FAX 540-568-1401

Because we are located in the Shenandoah Valley, a grain and oilseed deficit area, transportation is a vital factor to the success of our business. We ship over 16,000,000 bushels of corn and over 160,000 tons of soybean meal annually into our feed mills from a variety of different locations around the country. We spend almost \$10 million annually for freight on these ingredients.

We understand that CSX is asking the Surface Transportation Board to approve its acquisition of Conrail with certain divestures of Conrails lines and trackage rights to other rail carriers. We support the proposed plan. We think that it will allow us to have increased access to more origins for grain and soybean meal. With the railroads operating independently, we have not enjoyed this access in the past.

We want to expand and grow our operations in Virginia. In order to achieve our growth plans we need to have competitive rail service. We currently have plans to build a new feed mill on the Shenandoah Valley Railroad, a short line that will be well served by CSX. We anticipate that the merged CSX/Conrail origins will help improve our competitive position.

Sincerely,

Charles S. Strickler

Director of Sourcing and Logistics

P.S. As requested, I, Charles Strickler, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement executed on 30 May 1997.

c: George Pace - CEO, Rocco, Inc.

Thomas C. Owen, Jr. - Asst. Vice President, CSX

Michael D. Figus - Account Executive, CSX



STEPHEN R. GARTNER VICE PRESIDENT DISTRIBUTION OPERATIONS

TELEPHONE: 612/330-4319 FAX: 612/330-5190

MAD

MANAGEMENT

May 29, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 33388 1925 K Street, NW Washington, DC 26423

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

This letter is being submitted on behalf of The Pillsbury Company. I have been employed by The Pillsbury Company for 19 years and have held my current position as Vice President, Distribution Operations for 5 years, as such I am responsible for all its distribution operations, warehousing and transportation operations.

The Pillsbury Company has plants, distribution centers or major alliance co-packers currently on Conrail located at Allentown, PA, Martel, OH, Vineland, NJ, Buffalo, NY, Batavia, NY, Geneva, NY, Fogelsville, PA, Syracuse, NY, Columbus, OH.

We have followed the Conrail story over the last several months. The solution which NS and CSXT have presented to the questions 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 to The Pillsbury Company. There is a need for balanced rail competition in the East. The Pillsbury Company 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, Stephen R. Gartner declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verfied statement.

Sincerely,

Stephen R. Gartner

w R Antres



1414 SOUTH WEST STREET P.O. BOX 575 INDIANAPOLIS, INDIANA 46206 317-632-2525 800-433-7107 FAX: 317-266-0784

SIMPLY. THE BEST



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

May 29, 1997

Dear Mr. Williams:

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

Merchandise Warehouse is a third-party logistics company operating one million square feet of distribution space in four locations. Two of the locations are served by rail--one of which is located on Conrail and which is open to reciprocal switch. We receive and ship approximately 100 carloads annually.

I believe that Norfolk Southern's and CSXT's joint application to control Conrail will assist us in assuring that our customers have competitive choice for rail service in our market. It is vital to our business, our local market and to our industry as a whole that we have competitive services and rates. I remain concerned that the distribution of the Conrail assets in Indianapolis specifically be given the appropriate level of scrutiny so as to avoid the development of any monopoly status by one of the rail carriers.

With equal and open rail access to the Indianapolis market, Merchandise Warehouse can offer its customers the services and rates to remain competitive. For these reasons, I believe that the Surface Transportation Board should approve Norfolk Southern's and CSXT's joint application for the acquisition of Conrail.

Respectfully Submitted.

Donald F. Foley,

President

cc: Don Foley, Sr.

VERIFIED STATEMENT OF FIRST CAPITAL HYDRAULICS 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 Tony Britton and I am owner of First Capital Hydraulics located at 2760 St Rt 180 Kingston, Ohio 45644. I have held my present position for 10 years. My duties include maintaining a responsible workforce to effectively supply our customers with the type of service needed for them to operate their business with a minimal amount of down time.

First Capital Hydraulics is a full service and sales facility for air and hydraulic cylinders, pumps, motors, and valves. We have a full service machine shop built to replace old cylinder chrome rods and make custom hoses (Imperial Eastman Hose & Coupling assembled). We specialize in Cylinders by Chief, Cross, Hanna, Miller, Parker-Hannifin, Bellows, Yates, Prince, and many other makes and models, all sizes small and large. We carry motors by Char-Lynn, Cessna, Eaton, Cross, JS Barnes, Denison, Dyna-Power, Sunstrand, Commercial, Permco, Vickers, TRW Ross, and have availability to most other models. We work with pumps such as JS Barnes, Cessna, Commercial, Cross, Denison, Dyna-Power, Eaton, Continental, Johnson, Permoo, Parker-Hannifin, Rexroth, Borg-Werner, Sunstrand, Vickers, Webster. We can supply you with Gresen and Prince Valves. We carry Brennan Fittings, both steel and stainless steel. Our service department has the expertice to work on all makes and models of jacks. We also carry liquid-filled pressure gauges. We have a facility large enough to work on large equipment here or if you prefer we can do the work on site if necessary. We will come to you to pick up items for repair and return in a reasonable amount of time. Rush service is available. Our normal work hours are Monday thru Friday 7:00 AM to 4:00 PM, but we are flexible if need to be to get a job done to your specifications.

In addition, we have done work for several Norfolk Southern locations, such as 1855 Watkins Road Columbus, Ohio, 2450 Fairwood Columbus, Ohio, and Chillicothe, Ohio. We have also done jobs for CSX Railway Chillicothe, Ohio.

Based upon our experience in providing the services described above and working with various rairoads, we would like to express our support of Norfolk Southern and CSX

Page 2

From: First Capital Hydraulics To: Mr. Vernon A. Williams

in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive.

Please feel free to contact me at 614-655-2116 if you have any questions regarding our service. Based upon our experience in providing the services described above and working with various railroads we feel we can provide you with the best of service done right the first time if given the opportunity.

Thank You,

Tony W Britton

First Capital Hydraulics, Owner

TWB/jrb



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

STB Finance Docket No. 33388, CSX Corporation and CSX RE: 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. ! 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. 333888.

Mercedes-Benz of North America, Inc. has been a medium sized importer and distributer 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.

correct. Further, I certify that I am qui statement.	of perjury that the foregoing is true and alified and authorized to file this verified
Executed thisday of	<u>unl,</u> 1997
	Ralph S. Fisher

*

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