

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

Dear Secretary:

I hereby request to be included on the Service List of the NS-CSX-CR Merger (Docket Number FD - 33388). Information concerning this matter should be mailed to the address listed below.

Thank you for your consideration of this request.

Yours truly, Allin

William H. Sheppard President



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

6-3-97

File in Docket FA-33388

June 13, 1997

Mr. John F. Penca, Jr. 1205 Dartmouth Dr. Painesville, OH 44077-5282

Dear Mr. Penca:

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. The proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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. Applicants now intend to file their control application with the Board on June 16, 1997.

Ycu express concern over the impact of the proposed transaction on rail employees. In deciding whether a control transaction such as the one being proposed here is in the public interest, the Board by law must consider the interest of rail carrier employees affected by the proposed transaction. Let me assure you that the Board will give fill consideration to the interest of affected rail employees, as well as the other factors required by law, in deciding whether to approve the proposed transaction. Because this proceeding is pending before the Board, however, 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

DEAR MS MORGAN: (I PREFER TO PRINT)

I AM WRITING TO VOISE MY CONCERN ABOUT THE PENDING CSX-NS TAKE OVER OF CONRAIL

AS A TRAIN CONDUCTOR / BRAKEMAN OF 2G YEARS, I HAVE SPENT MY ENTIRE ADULT LIFE ON THE RAILROAD. I HAVE BEEN LAID OFF MANY TIMES, GAVE SEVEN YEARS TO "LET CONRAIL BE CONRAIL ETC ETC...

I FEEL THE SURFACE TRANSPORTATION BOARD HEARINGS ARE BUT A MUTE POINT NOW AS THIS TRANSACTION WILL COME PASS IN SPITE OF ALL OF US. HOWEVER, IT IS IMPERATIVE THAT SAFE GUARDS BE IN PLACE TO HAVE WAGE PROTECTION TO THOES DIRECTLY AFFECTED I.E. THE BEOPLE WHO RUN THE TMAINS, MAINTAIN THE RAILROAD INFRASTOULTURE ETC., ALL OF US KNOW THE NY DOCK AGREEMENT ISN'T WORTH THE BABER ITS PRINTED ON FULL OF LEGAL LOOP HOLES TO PREVENT COMPENSATION FROM EVER REACHING THE MEN. PG-1

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BEFORE I START RAMBLING -CONSIDER IN THIS AGE OF DOWN SIZING THE SEA OF BEOPLE WHO WILL NEVER AGAIN BUY HOUSES, CARS, COLLEGE FOR THEIR CHILDREN YOU KNOW -IT GOES ON AND ON, AND KNOW NO ONE IN WASHINGTON IS PAYING ATTENTION D

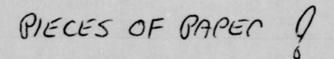
SOONER OF LATER IT HAS TO COME TO AN END, AND THAT COULD NOT BE MORE CLEAR ____

I WOULD LIKE TO SEE CONMAIL INDEPENDENT, THE STOCK HOLDERS WOULD NEVER LET THAT HAPPEN.

SO WHEN THE HEARINGS BEGIN PLEASE THINK/VOTE YOUR CONSCIENCE. A NEW MONOPOLY IN THE NORTHEAST THE NORFOLK SOUTHER WILL BE CREATED INSTEAD OF THREE TRAIL ROADS THERE WILL BE TWO (MONOPOLY?)

MAYBE NOW MIGHT BE A GOOD TIME TO DO THE RIGHT THING. WHAT IS BEST FOR ALL OUR INTERESTS (OUR CONSTITUTION MENTIONS THE WORD "ALL" FOR A REASON

THANK YOU FOR LISTENING YOU CAN SEE I HAVE A MILLION THINGS ID LIKE TO SAY BUT ONLY THREE PG 2

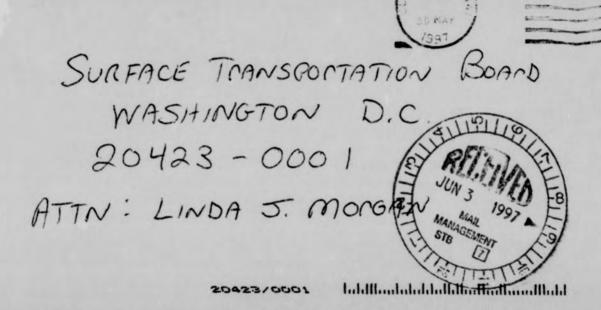


SINCERELY CONRAIL CONDUCTOR JOHN F. PENCA JR 1205 DARTMOUTH DR PAINESVILLE OHIO 44077



PG-3

John F Penca 1205 Dartmouth Dr Painesville, OH 44077-5282





Railroad Inc. 8600 DEPOT STREET . EDEN, NY 14057 . 716-992-4979 . FAX: 716-992-9132

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

Dear Mr. Williams,

The Buffalo Southern Railroad (BSOR), a shortline railroad which operates 33 miles of rail from Buffalo, NY to Gowanda, NY, and also two in-plant switching contracts in Tonawanda, NY and Buffalo, NY, after careful consideration, endorses the proposed sale of Consolidated Rail Corporation to CSXT Transportation and Norfolk Southern Railway Company with the following stipulation:

The proposed owner of Conrail's existing Ohio Street and Kenmore Yards in Buffalo, NY, offer these yards to the City of Buffalo, NY, and the Erie County industrial Development Agency (ECIDA) in lieu of taxes for the establishment of an independent switching, terminal railroad with open access to al' carriers, CSXT, NS, CN, CP, NYSW and the BSOR.

The present arrangement of total Conrail control and a prohibitively high reciprocal switch charge has severely restricted rail traffic in the Western New York area. It is felt that only an independent terminal railroad can offer a truly equal and competitive access for the numerous industries served by these yards.

This position is supported by the Erie County Industrial Development Agency. If this concession to insure equal access to all industries in these areas by all major carriers is granted, we feel that the Surface Transportation Board should wholeheartedly endorse the proposed sales. I, Kevin N. O'Gorman, C.E.O., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 29th day of May, 1997.

Non

Kevin N. O'Gorman, C.E.O.

KNO:mjf

Jackson Alliance

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 Frank A. Pratt. As President of the Jackson Alliance for Business Development, 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 unreceptable.
- 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.

RAbel

Frank A. Pratt

JACKSON ALLIANCE FOR BUSINESS DEVELOPMENT 133 West Michigan Avenue Jackson, Michigan 49201 517.788.4455 FAX 517.788.4337

Southern Indiana Wood Preserving Company, Inc.

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

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 subsequently divide its assets.

Southern Indiana Wood Preserving Company Inc. treats railroad crossties at our facility in Winslow, Indiana. We are served by the Algers, Winslow and Western Railway, which connects with Norfolk Southern at Oakland City, Indiana. We sell to customers located throughout the United States. In 1996, we shipped 122 carloads to various destinations by rail.

I believe Norfolk Southern and CSXT's joint application to control Conrail describes the idea of two strong railroads with equal size and scope competing in the eastern United States. Joint line rail service into the Northeast has tended to inhibit our ability to reach markets in that geographic area. The competitive environment that Norfolk Southern and CSXT's acquisition and division of Conrail will develop can help to expand our reach into those markets. Southern Indiana Wood Preserving Company Inc. is eager to have the acquisition of Conrail confirmed by the Surface Transportation Board in order to experience its benefits.

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

law & Hough Sincerely, Sean G. Gough

President U Southern Indiana Wood Preserving Company, Inc.

VERIFICATION I, Sean G. Gough, declare under 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 Sean G. Gough Bouch

3818 S. County Road 50 E • Winslow, Indiana 47598 • (812) 789-5331 • FAX (812) 789-5335

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Findlay Terminal Greenwood & Logan P. O. Box 89 FINDLAY, OHIO 45840 Telephone (419) 423-1666



May 28, 1997

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

Dear Mr. Williams:

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

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

Thank you for your consideration.

Sincerely,

Rhonda Mohowitsch Manager of Logistics Services



PAN PACIFIC

Corporate

Post Cffice Box 1507 Bend, Oregon 97709 Phone 503-389-6100 Fax 503-389-9847

Sales

Bend

Past Office Bax 1507 Bend, Oregon 97709 503-389-6100

Lake Oswego

412 SW Jefferson Parkway Suite 202 Lake Oswego, Oregon 97035 503-684-8375

Eugene

2300 Oakmont Way Suite 212 503-343-3517

Modesto

2309 - F Tenaya Drive Modesto, California 95354 209-491-5260

Manufacturing

Smartwood Division 53301 Columbia River Hwy Scappoose, Oregon 97056 503-543-3901 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:

VERIFIED STATEMENT OF

PAN PACIFIC FOREST PRODUCTS INC.

My name is Daniel Patterson, and I am Director of Transportation of Pan Pacific Forest Product, Inc.. My duties include overseeing all of the Pan Pacific offices located throughout the United States, this is with all movement of materials which include rail, truck, and ship. This is a full time position.

This letter is in regards to the CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company --Control and Operating Lease/Agreements--Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No 33388. We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With single line service, I believe Pan Pacific would be able to compete in these markets with other companies enjoying single line service into the Northeast. I support the application of NS and CSX to acquire Conrail.

I, Daniel Patterson, declare under 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 **Daniel Patterson**

COMPLETE LOGISTICS DISTRIBUTION, INC.

500 ANN PAGE ROAD • HORSEHEADS, N.Y. 14845 PH: (607) 796-4676 • FAX: (607) 796-4662

May 30, 1997

Mr. Vernon A. Williams, Secretary Surface Transportation Board STB Finances 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 & Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corp. STB Finance Docket 33388

Ladies/Gentlemen:

The following is a verified statement on behalf of Complete Logistics Distribution, Inc., and the undersigned has been duly authorized to speak on its behalf.

The undersigned, Douglas C. Burkhardt, is the President and Chief Executive Officer of Complete Logistics Distribution, Inc., a public warehouse located in the former A & P plant in Horseheads, New York. The company was formed in 1995 and occupies space in the 1.5 million square foot former A & P canning plant. The building is in very good condition, is served by three indoor rail sidings, and the Souther Tier Conrail line is adjacent to the building.

Quite a few years ago, when discussing this building with a Conrail Senior Vice President in charge of marketing, his immediate reaction was "This is our greatest marketing failure," meaning that Conrail had done nothing to encourage business to locate in this modern facility. Since these words were spoken in 1990, there has been no aggressive effort to utilize this property to its potential until our involvement in late 1995. Since that time, we have grown close to 200,000 square feet, have created 12 new jobs for the community, and have several large projects in process which should double our size and employment.

The potential to develop this property as an integral part of the community has yet to be realized.

We need the aggressive marketing support of Norfolk Southern Corporation to bring this project to a successful completion. Norfolk Southern, working in concert with our staff, has the realistic potential of creating a state-of-the-art warehousing and transportation center serving all of Western New York and northern Pennsylvania. Our discussions with Norfolk Southern have revealed that they share our objectives. The infrastructure is largely in place, and local industry has encouraged us to help put this transaction together as it will benefit everyone in the area.

Specifically, we desire to create a major transportation complex at this facility offering intermodal capabilities, a Road Railer yard utilizing Triple Crown Services (which already is doing business with us) and full warehousing services to augment the transportation facilities. The net result should create in excess of 100 jobs within the facility, and probably another 100 jobs in the community.

The essential ingredients to creating this transportation hub is the cooperative attitude between our organization and Norfolk Southern. Conrail has consistently failed to provide this cooperation. Norfolk Southern has consistently proven its willingness and competence to work with shippers and warehousing customers by providing a high level of service and cooperation with their customers.

The largest benefit from the development of this property is to bring to the community a first class transportation facility which will attract other business to the area, with large job growth potential.

We urge the Surface Transportation Board to move swiftly to approve this acquisition to enable all of us to achieve these goals.

I, Douglas C. Burkhardt, declare under 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 thirtieth day of May, 1997.

las C. Bulhadt

Douglas C. Burkhardt

cc: Greg E. Summy General Attorney Norfolk Southern Corp. Three Commercial Place Norfolk, VA 23510-9241

Alexander H. Jordan Public Affairs and Strategic Planning Norfolk Southern Corp. Three Commercial Place, 12th Floor Norfolk, VA 23510-9207



Dedicated to excellence in equine nutrition



April 29, 1997

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

Dear Mr. Williams,

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

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

I. <u>Steve M. Baken</u>, declare under penalty of perjury that the forgoing is true and correct. Further, I certify I am qualified and authorized to file this verified statement. Executed on <u>April 29</u>, 1997.

Sincerely,

in M. Boku

Steve M. Baker Director of Operations

McCAULEY BROS., INC. 111 Broadway P.O. Box 604 · Versailles, KY 40383 · (606) 873-3333 · Fax: (606) 873-1020 · email: mccauley@mis.net



P.O. BOX 439 . HARBOR SPRINGS, MI 49740

(616) 526-5131 FAX (616) 526-0120

1997

MAIL MANAGEM STB

May 28,1997

VERIFIED STATEMENT OF AMERISCAPE, INC. FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Kenny Grant and I am President of Ameriscape, Inc.. I have held my position for 7 years. My duties include managing all intermodel shipments.

Ameriscape, Inc. is a volume supplier of bagged mulch products shipped throughout the continental United States, Ontario and the U.S. Virgin Islands. We make extensive use of the intermodel system and have shipped thousands of truckloads over the past couple of years.

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

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

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

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

Sincerely,

Kenny Grant President Ameriscape, Inc.



May 29, 1997



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

Dear Mr. Williams:

Clintwood Elkhorn Mining Company ships approximately 1.5 million tons annually on NS railroad. We expect that to increase to about 2 million tons per year 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.
- 2). 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.
- 3). 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: Charles Baldwin, NS, 800 Princeton Ave., Room 309, Bluefield, W.VA 24701

MAY 28, 1997

VERIFIED STATEMENT OF:

LITTLE SEEDLINGS, INC. 2000 FAIRPORT-NURSERY ROAD PAINESVILLE, OHIO 44077 216-3 J7-6071 OR 216-357-8652 FAX: 216-357-1183



My name is Paul W. Hach, and I am President of Little Seedlings, Inc. and Hach Excavating & Demolition, Inc. I started both of these companies and have been in business for forty three years. I am responsible for setting up, managing and adding to the rail transportation business with Norfolk Southern at our sidings located at 2000 Fairport-Nursery Road, Painesville Township, Ohio. We are on the L19 line running between Cleveland and Conneaut, Ohio.

Little Seedlings, Inc. is a rail siding and storage facility company, as well as a truck scale operation. We provide siding space for approximately four hundred plus cars annually. We are currently negotiating to add another switch and more siding space. At the present time we provide siding space for Avery-Dennison, Inc., Ronald Mark, Inc., Research Oil, Inc., Team Transloading Services, Inc., and Phillip Metals, Inc. On occassion we provide extra siding space for various local companies when their sidings are filled to capacity. Our sidings are presently served by Norfolk Southern Railroad. Businesses we serve handle plastic pellets, metal, hydrofluoric acid, paraformaldehyde. etc. Various methods of loading and unloading these railcars are employed.

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

We have enjoyed a good and prosperous working relationship with NS and would greatly like to increase our rail facility and business. We feel this would be possible with the above noted transaction.

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

an ta.

. h.

 $h_{\rm auto}$ $M_{\rm aut}$, declare under 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 $M_{\rm AV} - 29 - 97$, 1997.

Sincerely,

2 w. Hal

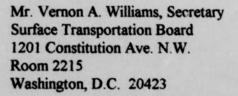
Paul W. Hach, President HACH EXCAVATING & DEMOLITION, INC. LITTLE SEEDLINGS, INC.



SHELL SANDS, INC. RESIN COATED SANDS

4195 BRADLEY RD., P. O. BOX 5842, CLEVELAND, OHIO 44101 . TEL. 216 661-4000 . FAX 749-8107

May 29, 1997



Re: Finance Docket #33388

Dear Mr. Williams:

Shell Sands, Inc. supports the acquisition of Conrail by CSX and Norfolk Southern.

We have been customers of CSX for 37 years. We believe this proposed merger will be beneficial to us, and if approved, will offer better and expanded services for us (new shipping points). This would permit our company to keep transportation costs down.

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

Thanks for hearing me.

abe

Richard A. Behrens, Executive Vice President Shell Sands, Inc.



SNIC SOUTHERN METALS COMPANYING.

VERIFIED STATEMENT OF ROBERT HELBEIN SOUTHERN METALS COMPANY, INC.

Mr. Vernon A. Williams, Secretary Surface Transportation Board STB Finance Docket #33388 1925 K Street, NW Washington, D.C. 20423-0001 JUN 3 1997. JUN 3 1997. MAAL MAANAGEEMENT STB

Dear Mr. Williams:

My name is Robert Helbein, and I am President of Southern Metals Company, Incorporated headquartered at Charlotte, NC. We are a scrap metal processor and we are served by Norfolk Southern at Charlotte. Part of my responsibilities as President includes overseeing the outbound transportation of our material via both rail and truck.

We understand that CSX and Norfolk Southern are planning on filing a joint application to acquire Conrail and then divide its assets between them. This proposal has our full support. We firmly believe that competition is good for all parties, and this plan will permit two strong railroads that own their own tracks and facilities to compete head to head for business in the Northeast. Therefore, we urge the STB to grant its approval upon this application.

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

Sincerely,

Robert Helbein, President Southern Metals Company, Inc.

CY: Suzanne Butler, Account Manager Norfolk Southern Corporation

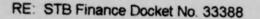


Forty Years of Service WILLIAMS STONE CO. INC.

Lee - Westfield Rd. · Box 278 · East Otis, MA 01029 · (413) 269-4544

May 27, 1997

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





Dear Secretary Williams: I am writing to urge you to approve the joint acquisition of Conrail by CSX and Norfolk Southern. From the very first rumor we read about regarding the division of Conrail routes and assets, we thought the transaction would be good for our company.

My company ships approximately 500 carloads of stone per year, worth more than \$1.5 million. In the four years since we switched to rail service, there have been many problems that were the result of having to deal with two railroads instead of one. We are hopeful that the expanded reach of CSX and Norfolk Southern systems will allow us to deal with only one railroad.

The advantages of such a move with regard to equipment utilization, car supply and a general reduction of nuisance problems are obvious. Furthermore, we expect the transaction to result in better service and continued improvements which will ultimately benefit our company.

I, <u>EDWIN</u> C. <u>williams</u>, 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 <u>29</u> day of <u>MAX</u>, 1997

Yours Truly,

Édwin C. Williams, President Williams Stone Co., Inc.



GRANITE CURBING BY THE FOOT OR BY THE MILE

GOLD KIST INC.

244 Perimeter Center Parkway, N.E., Atlanta, GA 30346-2397 • P.O. Box 2210, Atlanta, GA 30301-2210

Gaylord O. Coan Chief Executive Officer Chairman - Management Executive Committee

Telephone: (770) 393-5353 Fax: (770) 393-5338

May 30, 1997

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

Secretary Vernon A. Williams

Dear Secretary Williams:

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

My name is Gaylord O. Coan, and I am Chief Executive Officer of Gold Kist Inc., a farmer owned cooperative headquartered in Atlanta, Georgia. I have been employed by Gold Kist for 38 years....starting as a trainee and working in grain marketing, soybean processing, and retail stores before becoming President of the company in 1991 and then C.E.O. in 1995.

Our largest volume comes from our integrated poultry operation owned by poultry producers. We operate 13 poultry processing plants, 14 hatcheries, and 17 feed mills. The Southeastern part of the United States is a grain deficit area, therefore, causing us to bring over 28,500 cars of grain in from the midwestern grain producing area.

We also handle over 1,300,000 tons of fertilizer materials through our retail stores that serve our farmer members who grow all types of crops. Mr. Williams

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We are very supportive of the CSX and Norfolk Southern acquisition of Conrail since all of our operating facilities are serviced by these two lines. We feel service will improve as these railroads go directly to the grain producing areas now served by Conrail, which will be new sources of grain for us by a single carrier.

Our poultry business is not seasonal, therefore, we would appreciate your approval of this acquisition as expeditiously as possible.

Sincerely,

Surfaced a Coan Gaylord O. Coan

GOC:arw Attachment (Certification)

CERTIFICATION

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I, Gaylord O. Coan, declare under 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 <u>30th</u> day of <u>May</u> 1997.

Sefect & Com 5-30-97 Eavlord O. Coan Date



Hillage of Leipsic



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

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

May 28, 1997

Dear Mr. Williams:

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

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

We truly believe that acquisition of Conrail by NS and CSX will benefit our community by making CSX 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,

James Russell Village Administrator



Commercial Cold Storage, Inc.

4300 PLEASANTDALE RD., N.E. • ATLANTA, QA 30340-3584 • 770/448-7400

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

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

Dear Mr. Williams:

My name is Robert E. Strange. I am President & Chief Executive Officer of Commercial Cold Storage, Inc., 4300 Pleasantdale Road, Atlanta, Georgia 30340.

Commercial Cold Storage warehouses and distributes food grade commodities from throughout the United States and around the world. Transportation is vital to our success and we utilize both truck and rail.

We support the joint acquisition of Conrail by CSX and Norfolk Southern and request that the Surface Transportation Board give this matter expedited handling. We feel this acquisition will benefit Commercial Cold Storage by giving us single line rail access to additional potential customers.

I, Robert E. Strange, declare under 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,

Robert E Strange

Robert E. Strange President

bob/conrail.doc



S & T TIMBER, INC. P.O. BOX 1117 HWY. 29 AUBURN, GA 30203 PHONE 962-3453



5/29/97

VERIFIED STATEMENT

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

Re: STB Finance Docket 33388

Dear Secretary Williams:

I am writing to urge you to favor the joint acquisition of Conrail by CSX and Norfolk Southern.

A friendly acquisition by CSX and Norfolk Southern will be greatly superior for customers as compared to a hostile takeover of Conrail.

My company handles 800 carloads of Pulpwood annually via rail.

The proposed transaction will improve the single-line route structures available for our shipments, and should result in better overall service. Car supply and locomotive utilization will improve, to the benefit of all rail customers who now use Conrail.

The enhanced CSX and NS systems will offer broader geographic coverage, giving my company greater reach via single line rail service to and from a larger market within the eastern United States.

Stability and reliability of transportation is critical to our logistics management. An amicable acquisition by CSX and Norfolk Southern will allow for a smooth transaction and the necessary stability.

I urge you again to keep in mind the interests of customers and, to grant the joint application of CSX, Norfolk Southern, and Conrail.



S & T TIMBER, INC. P.O. BOX 1117 HWY. 29 AUBURN, GA 30203 PHONE 962-3453

Mr. Vernon A. Williams, Secretary 5/29/97 Page 2

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

Yours truly,

.

6 PDs

Eugene Sells Pres. S&T Timber, Inc.

MISSISSIPPI DEPARTMENT OF AGRICULTURE AND COMMERCE

P.O. BOX 1609 JACKSON, MISSISSIPPI 39215-1609 . 601-354-7050 . FAX 601 354-6290

LESTER SPELL, JR., D.V.M., COMMISSIONER

May 27, 1997

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



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

Dear Mr. Williams:

I am writing to convey my wholehearted support for the proposal which is being brought before the Board in the captioned proceeding. Mississippi'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 once the Northeast is open to competition.

I am confident that the enhanced transportation service resulting from the proposed transaction will generate significant new business and industrial growth in the Southeast. Such growth is crucial to us because it creates new jobs for Mississippi'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 our region by virtue of the proposed acquisition of Conrail by CSX and Norfolk Southern, the enlarged CSX and NS systems will permit the preservation of presently available service for agricultural interests in Mississippi. Alternatives dealing with the transportation of goods and materials are in the interest of all Mississippians.

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

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.

Sinc ester Spell,

Commissioner of Agriculture and Commerce



Mayor:

JOHN ROBERT SMITH (601) 485-1927 FAX: (601) 485-1911

Councilmembers: GEORGE M THOMAS

Ward 1

RICHARD COLEMAN, SR. Ward 2

BARBARA HENSON Ward 3

JESSE E. PALMER, SR. Ward 4

KEN RAINEY, SR. Ward 5

COUNCIL CLERK: (601) 485-1959 FAX: (601) 485-1913

CITY DEPARTMENTS

Chief Administrative Officer: (601) 485-1929 FAX: (601) 485-1911

Community Development: (601) 485-1910 FAX: (601) 485-1911

Finance and Records: (601) 485-1946 FAX: (601) 485-1911

Fire: (601) 485-1822 FAX: (601) 485-1878

Parks and Recreation: (601) 485-1802 FAX: (601) 485-1851

Police: (601) 485-1841 FAX: (601) 485-1960

Public Works: (601) 485-1920 FAX: (601) 485-1864

601 24th Avenue Post Office Box 1430 Meridian, MS 39302-1430 E-mail: citymdn@cybertron.com www.cybertron.com/citymdn

May 28, 1997



Surface Transportation Board STB Finance Docket No. 33388 1925 K Street, N.W. Washington, DC 20423-0001 PF: Finance Docket No. 33399 - CSX/Nonfolk

Mr. Vernon A. Williams, Secretary

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

Dear Mr. Williams:

I am writing to convey my wholehearted support for the proposal which is being brought before the board in the captioned proceeding. The City of Meridian'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 once the Northeast is open to competition.

I am confident that the enhanced transportation service resulting from the proposed transaction will generate significant new business and industrial growth in the Southeast. Such growth is crucial to us because it creates new jobs for Meridian 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 our region 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, I urge the board to approve the application filed in the captioned proceeding as expeditiously as possible and thereby enable our citizens to begin realizing the benefits of the improved rail service which will result from the proposed transaction.

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, lover en John Robert Smith

Mayor

JRS/sm

.....



Sudden Service. Inc.

649 North Church Avenue / Louisville, Mississippi 39339-2022 Phone (601) 773-8056 / 1-800-306-3111 / Fax (601) 773-9160

Sudden Service, Inc. is the exclusive master parts distributor for Taylor Machine Works, Inc.

May 23, 1997

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

Dear Mr. Williams:

My name is Donny Todd, and I am the Manager of Component Rebuild, a division of Sudden Service, Inc.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

Sincerely,

Danny Todal

Donny Todd Manager

I, Donny Todd, declare under 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 the 232 day of MAY, 1997. Toda Donny Todd, Manager TΔ MAX TavlorBuilt

Machining & Hydraulics

D



Bial

TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Fax (601)

May 23, 1997

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



Dear Mr. Williams:

My name is Robert Taylor, and I am Director of Manufacturing of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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 it facilities. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

Sincerely.

Robert Taylor Director of Manufacturing

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

Executed this the 23° day of MAN . 1997. Robert Taylor, Director of Manufacturing

The Big Red Machines



TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Intl Tel. (908) 722-4442 May 27, 1997
Telefax 601-773-9646

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



Dear Mr. Williams:

My name is Hal Nowell, and I am Intermodal Sales Manager of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The rail carriers which wil compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Contrail should be approved.

Sincerely

Hal Nowell Intermodal Sales Manager

I, Hal Nowell, declare under 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 the ell, Intermodal Sales Manager al No

The Big Red Machines



TAYLOR MACHINE WORKS, INC

MANAGEN

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 Hett Tel (1908) May 27, 1997 Telefax 601-773-9646

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

Dear Mr. Williams:

My name is Larry Addkison, and I am Regional Sales Manager of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The rail carriers which wil compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Contrail should be approved.

Sincerely,

Larry Addkison Regional Sales Manager

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

ecuted this the 23 day of MAY Larry Addkison, Regional Sales Manager

The Big Red Machines



TAYLOR MACHINE WORKS, INC

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / IM May 27, 1997 Telefax 601-773-9646

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

Dear Mr. Williams:

My name is Don Woodruff, Jr., and I am General Sales Manager of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The rail carriers which wil compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Contrail should be approved.

Sincerely. Don Woodruff, Jr

General Sales Manager

I, Don Woodruff, 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 the 23 Don M. Woodruff, Jr., General Sales Manager

The Big Red Machines



Billage of Leipsic



May 28, 1997

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

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

Dear Mr. Williams:

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

The Village of Leipsic 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,

Que

James Russell Village Administrator

ROCCO, INC.

P.O. Box 549 One Rocco Plaza Harrisonburg, VA 22801 540-568-1400 FAX 540-568-1401

May 29, 1997

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

3338

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.

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 Norfolk Southern 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 two feed mills served by Norfolk Southern in Harrisonburg. We anticipate that the merged NS/Conrail origins will help increase our ability to originate more grain for 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 J. Brugman - Director Agriculture, Consumer Products and Government, NS



May 23, 1997

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

Re: Verified Statement on Behalf of Central Companies

Dear Mr. Williams,



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

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

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

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

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

Respectfully submitted,

William D Ecknoff, CEO

BRIDGE CONSTRUCTION • PILE DRIVING • STEEL CONSTRUCTION PO Box 1246 • Columbia, Missouri 65205

TELEPHONES 314-449-0886, 449-0887 . Fax: 449-2980 . After Hours 449-7033



William D. Eckhoff, Preudent Bob Nichols, Vice Preparent John Pasley, Secretary Treasurer



CITY DELIVERY Service,

1 PASSAN DRIVE . WILKES-BARRE, PENNSYLVANIA 18702-7398 . PHON: (717) 654-6738 (800) 233-035

May 30, 1997

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

RE: Finance Docket No. 33388

Dear Mr. Williams:

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

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

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

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong CITY DELIVERY Service, Inc.

Mr. Vernon A. Williams **RE: STB Finance Docket No. 33388** May 30, 1997 Page - 2 -

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

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

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

Sincerely,

CITY DELIVERY SERVICE, INC.

Sutkowski

Stanley J. Gutkowski Director of Sales

SJG/bjr

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

3980 Rhodes Avenue

New Boston, Ohio 45662

OFFICE OF JAMES WARREN, JR., MAYOR PHONE (614) 456-4103

May 28, 1997

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



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

Dear Mr. Williams:

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

The Village of New Boston 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 goals is to and from these areas.

Village of New Boston

3980 Rhodes Avenue

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New Boston, Ohio 45662

OFFICE OF JAMES WARREN, JR., MAYOR PHONE (614) 456-4103

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,

nit One

JAMES N. WARREN, JR. MAYOR Village Of New Boston



May 29, 1997



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

Dear Mr. Williams:

Gatliff Coal Company ships approximately 700,000 tons annually on CSX railroad.

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.
- 3). 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

TECO COAL CORPORATION P.O. Box 39, Nevisdale, Kentucky 40754 (606) 549-5452

EXECUTIVE COMMITTEE

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President/CEO John C. Gregory



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



6 Blackstone Valley Place, Suite 105 incoln, RI 02865-1105 000 · fax (401) 334-1009 MANAGE

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

May 30, 1997

It is my understanding that you are considering the proposed acquisition of Conrail by Norfork Southern and CSX.

The businesses in our region depend on quality rail service. We must be able to transport our goods to markets in a safe, reliable and efficient manner. The agreement between Norfork Southern and CSX to acquire Conrail will offer a competitive environment that will benefit the businesses in northern Rhode Island.

In addition, it is my understanding that these companies operate quality operations with technology and equipment that will benefit those companies that depend on rail for transportation.

With that in mind, I would respectfully urge you to approve this agreement.

Sincerely ionn C/Gr President/CEC

Ref:CSXltrmay JG:myh



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

Re: CSX/Conrail Merger: STB Finance Docket Hn. 3320

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 Noriolk Southern Corporation.

As someone who lives in the northeast and witnessed the struggle that my neighbors and friends who work for Courail 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-CS%/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 lener a part of the record involving this matter and advise me of what the Board decides.

Sincerely yours.

4302

ce: Congressional Delegation



33388

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

Re: CSX/Conrail Merger: STB Finance Docket Ho-3320

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 Noriolk Southern Corporation.

As someone who lives in the northeast and witnessed the struggle that my neighbors and friends who work for Courail weat 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

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.

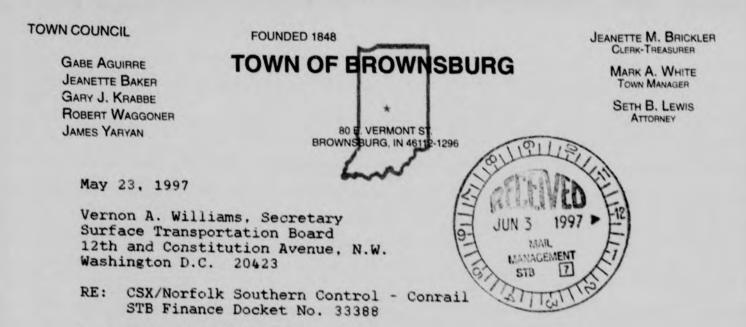
The creation of megs railroads (NS/CR-CSX/CR) will further erode the stabilizing influence of the Rail Unions; which have been in retreat ever since the passage of the 1980 Rail Deregulation Act.

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.

4681 Columbur R GRAD VILLE OL 43023

ce: Congressional Delegation



Dear Secretary Williams.

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

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

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

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

Sincerely,

Gabe Aguirre President Brownsburg Town Council

GE/ksd

317-852-1120

FAX 852-1135

TDD 852-1194

... ON THE MOVE

City of New HAVEN

City Administration Building 1235 Lincoln Highway East P.O. Box 570



NEW HAVEN, INDIANA 46774

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:

My name is Lynn H. Shaw. On behalf of the City of New Haven, Indiana, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am the Mayor of New Haven and have been duly authorized to speak on its behalf.

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

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

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

We strongly support the proposed acquisition of Conrail by NS and CSX and we urge that it be promptly approved. Mr. Vernon A. Williams Secretary May 29, 1997 Page Two

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,

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malla

Lynn H. Shaw Mayor City of New Haven

LHS:das cc: File

stblet.wpd

CUMBERLAND DISTRIBUTION SERVICES CO., INC.



May 30, 1997

P.O. BOX 942 MECHANICSBURG, PA 17055 (717) 795-9388



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

> > Page 1

Dear Secretary Williams:

Cumberland Distribution Services is an operator of over 2,000,000 square feet of public and contract warehouse space for consumer items in the Northeast. Our rail-served facilities are all located on Conrail.

I have been involved with rail shipments, Conrail's predecessor and Conrail for over 25 years as part of my logistics and transportation activities.

Cumberland believes that the proposed joint acquisition of Conrail by CSX and Norfolk Southern would be in our best interests, as 'ell as in the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

- We believe the transaction would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.
- We are convinced that the joint acquisition will increase rail business for the combined systems, and that would be good for all of the shippers who rely on rail. Cumberland

Your Source for Total Logistics Solutions

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 new enhanced NS and CSX systems will be able to achieve greater efficiency, they will return more freight traffic to the rails promoting more long term capital investment and ensuring that rail service will grow into the future. These developments are, and should be important to all rail shippers.

I, James K. Adams, II, 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 thirtieth day of May, 1997.

Sincerely, tames K Adams

James K. Adams, II President



FEDERAL WHITE CEMENT

P. O. Box 69 BELLWOOD, PA 16617-0069 PHONE: (814) 946-8950 • (800) 265-1806 Fax: (814) 949-9521

WILLIAM R. STONEBRAKER Vice President Marketing & Sales



May 28, 1997

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

Dear Mr. Secretary,

Federal White Cement Ltd., support the acquisition of Conrail by CSXT and the Norfolk Southern,

We believe this proposed merger is positive, and if approved will offer better and expanded service to opportunities. This will permit our company to keep transportation costs down while receiving much improved service.

We trust this matter will receive early consideration by the surface transportation board and that no action will take place to block or delay deliberation of this matter.

Thank you for your consideration.

Sincerely,

William a. Standham

William R. Stonebraker Vice President Marketing & Sales

enc: bes



FEDERAL WHITE CEMENT

P. O. Box 69 BELLWOOD, PA 16617-0069 PHONE: (814) 946-8950 • (800) 265-1806 Fax: (814) 949-9521

WILLIAM R. STONEBRAKER Vice President Marketing & Sales

VERIFIED STATEMENT OF WILLIAM R. STONEBRAKER

FEDERAL WHITE CEMENT LTD.

My name is William R. Stonebraker and I am Vice President of Marketing & Sales with Federal White Cement. I have held my present position for 5 years. My duties also include responsibility for Distribution and Transportation for the products we market.

Federal White Cement Ltd. is a Canadian Manufacturer of White Portland Cement.. We have a manufacturing facilities located at Woodstock, Ontario and a major distribution facility located in Northampton, Pennsylvania. The Pennsylvania facility is presently served by Conrail. During 1996, we shipped 300 carloads of our product from our plant to our Northampton Pennsylvania distribution facility. We also ship our product to our other distribution facilities in the United States using the rail services of both CSX and the Norfolk Southern railroads.

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

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

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

Sincerely,

William n. Storel

William R. Stonebraker Vice President Marketing & Sales Federal White Cement Ltd.

VERIFICATION

. . 4

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

May 28th, 1997.

quillian R. Storely h

William R. Stonebraker



Sudden Service. Inc.

649 North Church Avenue / Louisville, Mississippi 39339-2022 Phone (601) 773-8056 / 1-800-306-3111 / Fax (601) 773-9160

Sudden Service, Inc. is the exclusive master parts distributor for Taylor Machine Works, Inc.

May 23, 1997

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



Dear Mr. Williams:

My name is Craig Foster, and I am the Manager of Sudden Service, Inc., the parts and service support for Taylor Machine Works, Inc.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

Sincerely,

Craig Foster Manager

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

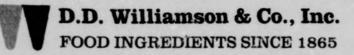
ЛАХ

day of May Executed this the Craig Foster, Manager



TaylorBuilt Machining & Hydraulics





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,

D.D.Williamson 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. Conrail was a stumbling block for us and I believe our facility will be able to better compete in the northeast markets as a result of this merger. We have used NS and CSX for many years and have been satisfied with their service. We are confident that they will be able to provide good service on any CR lines which they acquire.

For all the reasons described above, D. D. Williamson & Co., Inc supports the application of NS and CSX to acquire Conrail. 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 you consideration.

Sincerely.

and no Hanglow

Anne N. Hampton

Materials Coordinator

c.c. Ron Ralph, President of D.D.Williamson & Co., Inc. (USA)

I, and not and the statement. Executed on Stary 27, 1997.

Our Quality Policy: We will meet or exceed our customer's expectations by continuously improving our processes, products and services.



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

IMC AgriBusiness Inc. 2231 Fifth Street P.O. Box 128 hurston, OH 43157 JUN BAAR.

Dear Mr. Williams:

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

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. Cohn S. Wynkocy II, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 38, _____, 1997.

Sincerely,

Vanager, IMC Thurston, Ohio Plant



May 28, 1997



Vernon A. Williams Secretary Surface Transportation Board 12th and 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:

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,

County Executive

K

EAST KENTUCKY POWER COOPERATIVE, Inc.

4758 Lexington Road (40391) P.O. Box 707 Winchester, Kentucky 40392-0707 Tel. (606) 744-4812 Fax. (606) 744-6008

May 22, 1997



Surface Transportation Board Room 2215 1201 Constitutional Avenue, NW Washington, DC 20434

Attention: Mr. Vernon A. Williams

Dear Gentlemen:

Subject: Statement of Randy Dials On Behalf of East Kentucky Power Cooperative, Inc. STB Finance Docket No.: 33388

My name is Randy Dials, and I am Manager, Fuel Procurement Process for East Kentucky Power Cooperative, Inc. I have held this position since 1991.

East Kentucky Power Cooperative, Inc., provides electric ut^{**}ity service to approximately 384,000 customers located in the eastern two-thirds of Kentucky. East Kentucky Power Cooperative, Inc., owns and operates three coal-fired plants located at Maysville, Somerset, and Ford, Kentucky. Approximately 99 percent of our annual electric output is generated by using coal.

East Kentucky Power Cooperative, Inc. supports the joint acquisition of CONRAIL because we believe this proposed merger is positive and, if approved, will offer better and expanded service opportunities. This would permit East Kentucky Power Cooperative, Inc., to keep transportation costs down while receiving faster coal delivery.

Thank you for your consideration.

Sincerely.

andy Die

Randy Dials Manager, Fuel Procurement Process

RD:DL:gh

VERIFIED STATEMENT OF H&B TIRE AND TRAILER, P finance docket # 33388

> H&B TIRE AND TRAILER SERVICE, INC PO BOX 62946 N. CHARLESTON, S.C. 29419-2946

MAIL

MANAGEME

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 Jerry Brown and I am President of H&B Tire and Trailer Service, Inc. my company has been in business for 15 years as an intermodal contractor for Norfolk Southern. We operate the maintenance and repair facility at N.Charleston, S.C., handling approximately 1500 trailers per year.

I would like to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail. There is a need for competition in the territory served by Conrail, and for two competeing railroads in the Northeast which own their own track and facilities.

Any 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, therefore increasing any need for services that my company provides.

Extending Norfolk Southern's quality service would remove truck traffic from highways. To summarize, I believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I Jerry Brown, declare under penalty of perjury that the foregoing statement is true and correct, further I am qualified and authorized to file this verified statement executed on May 21, 1997.

Sincerely, Jerry Brown President.

HARLAN-CUMBERLAND COAL CO.

GRAYS KNOB, KY 40829

Ph. (606) 573-2233

May 9, 1997

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

RE: VERIFIED STATEMENT OF CLYDE V. BENNETT ON BEHALF OF HARLAN CUMBERLAND COAL CO. Finance Docket NO. 33388 CSX Corporation and CSX Transportation, Inc. Norfolk Southern Corporation and Norfolk Southern Railway Corporation Control and Operating Lease/Agreements Conrail Inc. and Consolidated Rail Corporation

Dear Mr. Williams:

I am Clyde V. Bennett, General Manager of Harlan Cumberland Coal Co. Harlan Cumberland Coal Co. is located in Grays Knob, Ky. I am responsible for the supervision of the direct daily operations of mining, processing and shipment of bituminous coal.

Harlan Cumberland Coal Co. is a deep mine coal operation which processes and ships stok r and steam coal to our customers in the textile, manufacturing and electric generating industries in the Northeastern, Eastern, Southeastern, and Southern portions of the United States. We handle approximately 8,800 carloads of coal annually via CSX Transportation.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the northern region of the U.S.

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

For these reasons, Harlan Cumberland Coal Company urges the Board to approve the joint application of CSX and NS.

I, CLYDE V. BENNETT, declare under 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 9th day of May, 1997.

Clarker V Brantt

CLYDE V. BENNETT



Developers of Railaway Plus ®



MAY 27, 1997

INTERMODAL TECHNOLOGIES, INC. Suite 430 • 20 Trafalgar Square • Nashua, NH 03063

603-881-7025 Fax: 603-882-8708 VERNON A. WILLIAMS SECRETARY SURFACE TRANSPORTATION BOARD 1925 K STREET, N.W. WASHINGTON, D.C. 10423



VERIFIED STATEMENT RE: CSX, NS AND CONRAIL TRANSACTION. STB FINANCE DOCKET #33388

DEAR SECRETARY WILLIAMS:

I AM WRITING TO OFFER MY COMPANY'S STRONG SUPPORT FOR THE PROPOSED JOINT ACQUISITION OF CONRAIL BY CSX AND NS. I URGE THE BOARD TO APPROVE IT SUBJECT TO:

1. IMMEDIATE DOUBLE-TRACKING OF THE 'RIVER LINE' INCORPORATING ALL LATEST TECHNOLOGIES I.E. TRAIN SEPARATION/CAB CONTROL ETC. THIS UNIQUE NORTH-SOUTH LINK IS OVER-CAPACITY TODAY. NO ADDITIONAL SERVICE OR BENEFITS ARE AVAILABLE TO ANY NORTH-SOUTH SHIPPER EAST OF THE HUDSON RIVER UNLESS THIS YEARS-OLD CONRAIL MISTAKE IS CORRECTED.

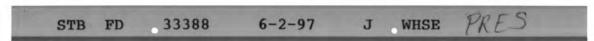
2. A JOINT EFFORT WITH NEW YORK'S METRO NORTH TO DEVELOP A HUDSON RIVER CROSSING TO ORANGE COUNTY,NY WITH 'RIVER LINE' CONNECTIONS FOR NORTH-SOUTH FREIGHT. THIS WOULD GREATLY REDUCE RAIL COSTS FOR NEW YORK CITY, LONG ISLAND AND FAIRFIELD COUNTY.

WE HAVE MOVED OVER 16,000 CARLOADS, ORIGINATING ON CONRAIL AND TERMINATING ON BOTH CSX AND NS. THIS EXPERIENCE HAS CONVINCED US THAT A MORE EFFICIENT EAST COST NORTH/SOUTH RAILROAD SYSTEM WOULD REDUCE INTERCHANGE PROBLEMS, INCREASE EQUIPMENT UTILIZATION AND IMPROVE ADMINISTRATIVE CONTROLS WHILE, CONCURRENTLY, REDUCING COSTS.

WE BELIEVE THAT BOARD APPROVAL OF THIS TRANSACTION, SUBJECT TO ELIMINATION OF KNOWN CAPACITY/SERVICE PROBLEMS, WILL RESULT IN INCREASED RAIL TRANSPORTATION OF INTER-CITY FREIGHT.

I, KENNETH J. PATRICK, 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 27TH DAY, OF MAY, 1997.

J. PATRICK VICE PRESIDENT DEVELOPMENT



. Filin Docket



Office of the Chairman

Surface Transportation Board 10-33388 Washington, D.C. 20423-0001

June 10, 1997

Mrs. Pat Farah 16470 Brookwood Clinton Township, MI 48038

Dear Mrs Farah:

Earlier this year, you wrote to President Clinton 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. By law, the Surface Transportation Board (Board) is the deciding body for this case, and the President has forwarded your letter to me, as the Board's Chairman, for a response.

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. Applicants now intend to file their control application with the Board on June 16, 1997.

You express concern over the impact of the proposed transaction on rail employees. In deciding whether a control transaction such as the one being proposed here is in the public interest, the Board by law must consider the interest of rail carrier employ as affected by the proposed transaction. Let me assure you that the Board will give fill consideration to the interest of affected rail employees, as well as the other factors required by law, in deciding whether to approve the proposed transaction. 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.

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 Linda J. Morgan

9.97 ACLINS CHAIR SURFACE DEAR Mr CLINTON

5-9-97

My husband has worked for The TRILROAD FOR 41 YEARS 42 IN NOV 97. CONTAIL AT Present. I really hope The goverment is Looking into The way The SALE of This railroad is going. He will Have worked

44 years before he is Able To retire THANKS TO RagAN

White The Auto Company's Are Able to retire much EARLIER WITH SUIL PENSION sick pay AND other Benifits he is not.

My husband has had a KEART ATTACK Triple by PASS AND he goes to work Every DAX. He 15 However very TILED AND WORKED About Mis Job.

To TAKE A MEDICAL AT This point AND Lose A big portion of the pension he worked so hard for is hubicrous.

• .•

I Think he beserves The right to avery penny he worked sor. No matter what

Phense watch what's going on with this sale.

Sincerly PAT FAFAL

THE WHITE HOUSE

. . .

WASHINGTON

MEMORANDUM FOR

STB (1)

FROM:

...

SUE J. SMITH DIRECTOR, OFFICE OF AGENCY LIAISON

SUBJECT:

REFERRAL OF WHITE HOUSE BULK MAIL AND RECENT CHANGES IN PROCEDURES FOR HANDLING OF THE BULK MAIL

Thank you for your continued hard work in ensuring responses to the Presidential letters and inquiries forwarded to your agency. The volume of mail that President and Mrs. Clinton receive still remains unprecedented.

As stated in my February 14, 1996 memorandum, we are continuing to refine our procedures and have instituted a change regarding bulk mail. It is no longer necessary for you to return this mail with a copy of your response.

Please keep the original incoming letter along with a copy of any written or telephone response at your agency. Return any misreferrals to me at the following address:

> Ms. Sue J. Smith Director, Office of Agency Liaison Room 6, OEOB The White House Washington, D.C. 20502

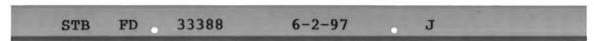
If you have any questions, please do not hesitate to call me at 202/456-7486.







President Chinton White House WAShington DC





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

Filin Socket FA-33388

Office of the Chairman

6-2-97

June 13, 1997

Mr. Albert M. Koreny 3274 W. 126th Street Cleveland, OH 44111

Dear Mr. Koreny:

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. The proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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. Applicants now intend to file their control application with the Board on June 16, 1997.

You express concern over the impact of the proposed transaction on rail employees. In deciding whether a control transaction such as the one being proposed here is in the public interest, the Board by law must consider the interest of rail carrier employees affected by the proposed transaction. Let me assure you that the Board will give fill consideration to the interest of affected rail employees, as well as the other factors required by law, in deciding whether to approve the proposed transaction. Because this proceeding is pending before the Board, however, 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 Linda J. Morgan

Congress of the United States Mashington, BC 20515

May 7, 1997

The Honorable Linda Morgan, Chairman Surface Transportation Board 1925 K Street, N.W. Washington, D.C. 20515

Dear Madam Chairman,

The set was a subsection of the set

We are writing in opposition to the joint petition by the CSX Corporation and the Norfolk Southern Corporation for an expedited procedural schedule for consideration of their acquisition of Conrail.

After reviewing the issues involved in the breakup of Conrail, we feel it is in the public interest that the Surface Transportation Board utilize the full 15-month statutory period permitted under the law. While the applicants have argued in their petition that the proposed transaction is less complex because the two principal acquiring parties of Conrail have reached agreement, we strongly disagree. In reality, the issues involved in the Conrail breakup are numerous and complex. Furthermore, the majority of these are far from being resolved.

In addition, it is unknown what the impact of this \$10 billion transaction will have on the State of Ohio, our communities and businesses. In particular, the livelihoods of Conrail employees and their families throughout our State and the nation are uncertain. This, combined with the vacancy on the Board, makes it imperative the Board be allowed the full statutory period permitted under the law. In 1995, when the Congress established the Surface Transportation Board in the Interstate Commerce Commission Termination Act (P.L. 104-88), it set a 15-month overall time limit for agency review and final action. Given the factors cited above, we believe it is in the public interest for the Board to utilize the full 15-month period established in the Interstate Commerce Commission Termination Act.

We urge the Surface Transportation Board to oppose an expedited procedural schedule and utilize the full statutory period established by Congress. Madam Chairman, we respectfully request that you place a copy of this correspondence in the official docket.

Sincerely,

aller M. Hory 3274 W. 126 thest. Cleveland, Okio 44111

CHAIRMAN MORGAN

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

6-2-97

Filen Docket

41-33388

June 13 1997

The Honorable Albert W. Pettit Pennsylvania House of Representatives 37 McMurray road Pittsburgh, PA 15241

Dear Representative Pettit:

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 concern about the transaction and specifically oppose an expedited procedural schedule for the handling of this transaction by the Surface Transportation Board (Board). The proceeding is docketed at the Board as STB Finance Docket No. 33388.

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. Applicants intend to file their control application with the Board on June 16, 1997. Because this proceeding is pending before the Board, it would be inappropriate for me to comment on the specific merits of 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

Linda J. Morgan

ALBERT W. PETTIT, MEMBER 37 MCMURRAY ROAD PITTSBURGH, PENNSYLVANIA 15241 PHONE (412) 831-8080 FAX (412) 880-0220

HOUSE POST OFFICE BOX 202020 MAIN CAPITOL BUILDING HARRISBURG, PA 17120-2020 PHONE. (717) 783-1522 FAX. (717) 787-0860



House of Representatives COMMONWEALTH OF PENNSYLVANIA HARRISBURG

May 28, 1997

The Honorable Linda Morgan, Chairperson United States Surface Transportation Board 12th & Constitution Avenue, NW Washington, DC 20423

Dear Chairperson Morgan:

I would like to express my support for the Surface Transportation Board's schedule of 365 days to fully consider the acquisition of Conrail by DSX and Norfolk Southern (NS).

I believe it is important to provide sufficient time for input from those industries that are directly or indirectly dependent on the nation's railroads and to insure that the economic impact of this transaction can be fully assessed.

Thank you for your consideration.

Very truly yours,

Albert W. Pettit Representative 40th District

AWP/djl

COMMITTEES

CHAIRMAN

MORGAN

APPROPRIATIONS LABOR RELATIONS LOCAL GOVERNMENT TRANSPORTATION, SECRETARY MAJORITY POLICY COMMITTEE

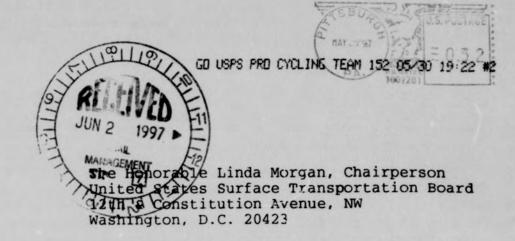
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House of Representatives Commonwealth of Pennsylvania Harrisburg ALBERT W. PETTIT, MEMBER 37 MCMURRAY ROAD PITTSBURGH, PENNSYLVANIA 15241



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Office of the Chairman

Surface Transportation Board Bashington, B.C. 20423-0001

6-2-97

File in Dockil FD-33388

June 13, 1997

The Honorable David G. Argall Pennsylvania House of Representatives 237 W. Broad Street Tamagua, PA 18252-1818

Dear Representative Argall:

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 concern about the transaction and specifically oppose an expedited procedural schedule for the handling of this transaction by the Surface Transportation Board (Board). The proceeding is docketed at the Board as STB Finance Docket No. 33388.

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. Applicants intend to file their control application with the Board on June 16, 1997. Because this proceeding is pending before the Board, it would be inappropriate for me to comment on the specific merits of the case.

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

Sincerely,

Linda J. Morgan Linda J. Morgan

DAVID G. ARGALL, MEMBER

HOUSE BOX 202020 MAIN CAPITOL BUILDING HARRISBURG, PA 17120-2020 PHONE: (717) 787-9024

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MAIN AND RICHMOND STREETS FLEETWOOD, PA 19522-1315 PHONE (610) 944-0418

G1 N THIRD STREET HAMBURG, PA 19526-1501 PHONE (610) 562-3411

D 209 N WARREN STREET ORWIGSBURG, PA 17961-0128 PHONE (717) 366-2735

> 237 W BROAD STREET TAMAQUA, PA 18252-1818 PHONE: (717) 668-1240



House of Representatives COMMONWEALTH OF PENNSYLVANIA HARRISBURG

May 27, 1997

COMMITTEES

CHAIRMAN.

JOINT LEGISLATIVE AIR AND WATER POLLUTION CONTROL AND CONSERVATION COMMITTEE

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VICE CHAIRMAN, STATE GOVERNMENT

CHAIRMAN MORGAN

ENVIRONMENTAL RESOURCES AND ENERGY

LIQUOR CONTROL

TRANSPORTATION

POLICY

The Honorable Linda Morgan, Chairperson United States Surface Transportation Board 12th & Constitution Avenue, N.W. Washington, DC 20423

RE: Support 365-Day Review for CSX/NS Merger

Dear Chairperson Morgan:

I am writing today regarding the most complex merger in the rail industry's history -- the acquisition of Conrail by CSX and Norfolk Southern.

I strongly believe that the Surface Transportation Board should use the 365 days allowed to fully consider this acquisition and the Board should reject the proposal by CSX and NS to reduce the Board's schedule for deliberations on this critically important matter. I do not support the view of CSX and NS that less time is needed for the Board to review this acquisition, even if the two acquiring parties have reached an agreement on the separation of Conrail.

As a member of the Pennsylvania House Transportation Committee, I recently attended a public hearing in Altoona on this issue. I was especially interested in attending this public hearing so that I could obtain information on the impact of the possible Conrail division upon the anthracite industry and its many employees in Schuylkill and Berks Counties. Upon hearing testimony and studying this data, I believe that more time is needed to assess the economic impact of this transaction on those industries dependent upon the nation's railroads.



May 27, 1997 Page 2

I am writing today to request that the Surface Transportation Board institute a 365-day schedule to provide for a full and complete review of this transaction to ensure that public interests are truly served.

Thank you for your attention to this request. If you have any questions or require additional information, please do not hesitate to contact me at your convenience.

Sincerely,

DAVID G. ARGALL State Representative 124th Legislative District

DGA:lr

c: Senator Rick Santorum Senator Arlen Specter State Representative Richard Geist



Office of the Chairman

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

6-2-97

File in Dockit 11-33388

June 16, 1997

Mr. Floyd S. Elliott Councilman City of Cumberland P.O. Box 1702 Cumberland, MD 21501-2000

Dear Councilman Elliott:

Thank you for your letter supporting 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 proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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. Applicants intend to file their control application with the Board on June 16, 1997. Because this proceeding is pending before the Board, it would be inappropriate for me to comment on the specific merits of 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

like of Cumberland

Edward C. Athey Mayor

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City Administrator

P.O. BOX 1702 MARYLAND 21501-1702 (301) 722-2000 T.D.D. 1-800-735-2258

Council:

CHAIRMAN MORGAN

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Floyd S. Ellistt Ursula Franklin Barold Bandershot Barvey May. Jr.

May 22, 1997

Ms. Linda Morgan, Chairman Federal Surface Transportation Board 1201 Constitution Avenue, NW Washington, DC 10423-0001

Dear Madam Chairman:

am writing to you as Councilman of the City of Cumberland, Maryland, to express my strong support for the restructuring of the northeast rail system and to urge the Surface Transportation Board to approve the pending requests of the CSX and Norfolk Southern Railways to merge Conrail into their respective systems.

This merger would end Conrail's Eastern monopoly and provide a wider range of competitive opportunities for Norfolk Southern and CSX, ultimately benefiting shippers and their communities throughout the northeast region as well as the rest of the nation. Moreover, the enhanced competition of these two railways will force a better use of the advantages of railway and highway transportation, with positive benefits derived by our Interstate Highway system.

The economy of Western Maryland, where CSX employs 800 people, would also benefit from this merger. The merger will increase traffic on CSX lines and, consequently, more railroad freight cars and locomotives will be routed into CSX's Cumberland shops for repair and maintenance.

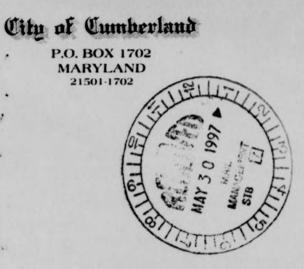
Again, I want to urge the Transportation Board to expeditiously approve the pending merger requests of the CSX and Norfolk Southern Railways.

Sincerely,

Hayd S. Pite Elluit

Floyd S. "Pete" Elliott, Councilman City of Cumberland

FSE/me



Ms. Linda Morgan, Chairman Federal Surface Transportation Board 1201 Constitution Avenue, NW Washington, DC



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Talka in

Ms. Linda Morgan, Chairman Federal Surface Transportation Board May 22, 1997 Page 2

cc: Mr. John Snow, Chairman & CEO CSX Corporation

> Mr. A. R. Carpenter, President & CEO CSX Transportation

The Honorable Paul Sarbanes United States Senate

The Honorable Barbara Mikulski United States Senate

The Honorable Roscoe Bartlett U.S. House of Representatives

The Honorable Casper R. Taylor, Jr. Speaker of the House, Maryland House of Delegates

The Honorable Parris Glendening Governor, State of Maryland

Mr. John Kirby, Executive Director Allegany County Department of Economic Development

Mr. Larry Brock Greater Allegany Business Foundation

Mr. Bud Willetts Allegany County Chamber of Commerce



(310) 783-2000

May 29, 1997

JUN 2 1997 - ET MANAGEMENT TATTICS

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

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

Dear Secretary Williams:

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

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

American Honda Motor Co., Inc. is the distribution arm for automobiles manufactured in Marysville/East Liberty, Ohio for the U.S. and export markets. With CSX scheduled to assume the service presently supplied by Conrail, it is vital to our future that service continue uninterrupted if the STB approves the merger.

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 Honda of America production in Marysville/East Liberty, Ohio, American Honda Motor Co., Inc. is interested in the new East-West service that CSX will provide and certain of the connections toward Chicago and beyond involved in the Petition. American Honda Motor Co., Inc. is also interested in faster service to and from New York and other points in the northeast through Cincinnati to the mid-South, and the connection at Sidney, Ohio, 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.

American Honda Motor Co., Inc. 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.

Respectfully yours,

& Pengtion

Gerald K. Bengtson Vice President Auto Distribution and Logistics

Wyandot Dolomite, Inc.

GENERAL OFFICE AND PLANT P.O. Box 99, Cerey, OH 43316-0099 Tel: 419/396-7641 Fax: 419/396-6094

SUBSIDIARY

HANCOCK ASPHALT & PAVING, INC. FINDLAY & CAREY, OH

May 28, 1997



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

RF: 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 Statemen: on behalf of WYANDOT DOLOMITE, INC. Finance Docket No. 33388

Dear Surface Transportation Board:

My name is Tim Wolfe, Executive Vice President of Wyandot Dolomite, Inc., P. O. Box 99, 1794 Co. Rd. 99, Carey, Ohio, 43316.

My duties include the negotiating of contracts for my Company and helping my customers negotiate as well. Also, marketing our product by rail to areas that can be competitively served by rail with our products.

Wyandot Dolomite, Inc. is a company founded in 1949, to produce limestone aggregates for the steel, construction and ballast business. The quarry was established to take advantage of the rail lines that link us with the industrial cen⁺ rs of northeast Ohio.

Wyandot shipped 11,500 open top hoppers or 1,110,000 tons in 1996. And we expect to increase this business by 15% to 20% in each of the next two years. We are served by the Wheeling and Lake Erie, Conrail and CSX Railroads. Mr. Vernon A. Williams Surface Transportation Board Finance Docket No. 33388 May 28, 1997

page -2-

. . .

We serve customers that have rail distribution yards in the Cleveland, Akron and Youngstown areas. Two of these distribution yards are owned by ourselves and have been in business for over 30 years. Because of the lack of deposits of stone in eastern Ohio, the stone that is railed to these areas effects all state, federal, commercial and private construction in eastern Ohio. If stone cannot be moved competitively by rail, these areas would see a dramatic increase in costs associated with construction. And in return will end up costing the tax payers of Ohio more for less. We also move a substantial amount of rail ballast into the midwest states. Our stone shipments are daily or weekly, unit train or partial trainload quantities on all of our serving railroads. We load out 24 hour a day.

Transporting limestone is a heavy commodity, high volume business that is very sensitive to minimal rate increases as the cost to move the product often cost much more than the stone itself. This is even true with our destinations of less than 120 miles.

Approximately 75% of our stone sales are possible because of our availability to rail. We are a one quarry family business that would end if the rail lines stopped short of Carey, Ohio.

I have been assumed by the Norfolk Southern Railroad that they will have haulage rights in conjunction with CSX to our facility in Carey, Ohio. If these aforementioned rights are not made available to us, then we strongly oppose the CSX-N.S. rail merger.

If the merger takes place and we are served by both CSX and N.S. in a competitive and service oriented manner then we will see great benefits to our business and to the taxpayers of Ohio.

I, Timothy A. Wolfe, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 28th day of May, 1997.

Timothy A. Wolfe, Vice President

pc: Greg E. Summy General Attorney Norfolk Southern Corp.

> P. Michael Giftos Sr. V.P. & General Council CSX Transportation Corp.



Association Headquarters, Inc.

236 Route 38-West • Suite 100 • Moorestown, NJ 08057 Phone: 609/231-8500 • Fax: 609/231-4664

May 29, 1997

Mr. Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street, N.W. Washington, D.C. 20432-0001

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 proposed acquisition of Conrail by Norfork Southern and CSX will be a win-win situation for the businesses and associations that we represent.

I am employed by a company that represents several trade and business associations. Many of these businesses depend on quality rail service to receive and send products. We are concerned that they continue to have access to a rail system that will be safe and efficient. At the same time, we are hopeful that a competitive system will continue to exist that will ensure that business will have a choice.

The agreement between CSX and Norfork Southern to purchase Conrail will ensure that we have our needs addressed and I would respectfully ask your favorable decision of this proposed purchase. I believe that this purchase will benefit the businesses that we represent.

Sincerely Robert **Executive Vice President**

The City of Point Pleasant

400 VIAND STREET POINT PLEASANT, WEST VIRGINIA 25550 304-675-2360

May 27, 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 Point Pleasant's wholehearted support for the proposal which is being brought before the Board in the captioned proceeding. The City of Point Pleasant'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.

1 am confident that the enhanced transportation service resulting from the proposed transaction will generate significant new business and industrial growth in the City of Point Pleasant. Such growth is crucial to us because it creates new jobs for the City of Point Pleasant'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 Point Pleasant 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.

MARILYN L. McDANIEL, City Clerk

Page 2 Williams

In conclusion, the City of Point Pleasant 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,

Mayor City of Point Pleasant

RVH: jss

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



6-2-97

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

Filein Dockil 71-33388

June 13, 1997

Mr. Charles L. Amos 323 Cumberland Street Cumberland, MD 21502

Dear Mr. Amos:

Thank you for your letter supporting 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 proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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. Applicants intend to file their control application with the Board on June 16, 1997. Because this proceeding is pending before the Board, it would be inappropriate for me to comment on the specific merits of 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 Linda J. Morgan

CHARLES L. AMOS Original Paintings, Drawings and Limited Edition Prints Oil - Pastel - Charcoal

323 CUMBERLAND STREET CUMBERLAND. MARYLAND 21502

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May 21, 1997 CHAIRMAN MORGAN S 5-2 (2)

Ms. Linda Morgan, Chairman Federal Surface Transportation Board 1201 Constitution Avenue, NW Washington, DC 10423-0001

Dear Madam Chairman:

I write to you as a former railroader and as the retired Executive Director of the Allegany County Chamber of Commerce. I urge the Surface Transportation Board to move expeditiously and approve the pending requests of the CSX and Norfolk Southern Railways to merge Conrail into their respective systems.

Opening up the many markets served exclusively by Conrail is long overdue and will provide better competitive intercourse not only between the two railroads, but within the northeast region and the rest of the nation.

The rivalry historically demonstrated by these two carriers bodes well for the future enhancement of our national economy. Also, improved competition will make better use of the advantages of both highway and railway transportation, and positive benefits will accrue to our Interstate Highway system.

In addition, the division of Conrail will provide economic benefits to the many on line communities, including Cumberland, Maryland.

Again, I urge expeditious approval of the pending application(s).

Sincerely,

andertaund

Charles L. Amos

Mr. John Snow, Chairman and CEO **CSX** Corporation

> The Honorable Paul Sarbanes United States Senate

cc:

Federal Surface Transportation Board -- Page 2

The Honorable Barbara Mikulski United States Senate

The Honorable Roscoe Bartlett U. S. House of Representatives

The Honorable Casper R. Taylor, Jr. Speaker of the House, Maryland House of Delegates

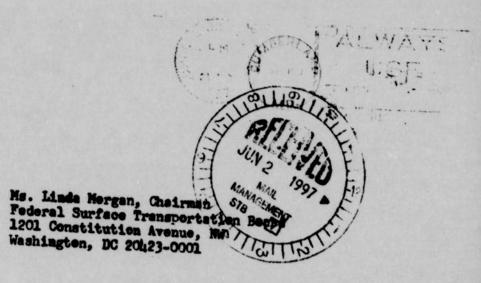
Mr. A. R. Carpenter, President & CEO CSX Transportation

The Honorable Parris Glendening Governor, State of Maryland

CHARLES L. AMOS 323 CUMBERLAND STREET CUMBERLAND, MARYLAND 21502

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Ohio Senate Statehouse Columbus, Ohio 43215

Linda Morgan, Chairwoman Services Transportation Board 1925 K St. NW, Suite 820 Washington, D.C. 20423

Linda Morgan, Chairwoman:

Robert A. Gardner 18th Senate District

614-644-7718 (Columbus) 216-428-5542 (District) 1-800-282-0253 (Toll Free)

May 27, 1997

Committees:

State & Local Government & Veterans Affairs,Vice Chairman Economic Development, Technology & Aerospace Education & Retirement Energy, Natural Resources & Environment

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The first of four scheduled joint hearings on the proposed acquisition of Conrail stock by Norfolk Southern/CSX was held May 22. Senator Scott Oelslager (R-Canton) and Rep. Sam Bateman (R-Milford), respective Chairmen of the Senate and House Highways and Transportation Committees, are alternating as committee chairman for the fact-finding hearings.

I have enclosed the minutes of the meeting in order to update you of the actions of the joint committee. I will update you weekly as the committee meets to ensure you are informed of the implications of this proposed acquisition to Ohio. If I can be of further assistance, please contact me at 614-466-4953.

Sincerely,

Toda Kleimet

Todd Kleismit Senator Gardner's office

RAG:tk

Serving: Ashtabula and Lake Counties

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MINUTES

TO:	Ohio Congressional delegation									
RE:	Joint Legislative Committee on Rail Development									
DATE: Thursday, May 22, 1997										
FROM:	Kelly Rollins, Office of Senator Oelslager									
PRESENT :	Senators; Oelslager, Carnes, Gaeth, Howard, Latell DiDonato, and Furney									
	Representatives; Bateman, Olman, Damschroder, Bender, Clancy, and Metelsky									

Representatives of CSX and Norfolk Southern railroads gave an overview of the proposed acquisition of Conrail by CSX and NS.

Chairmen Oelslager and Bateman called the committee to order at 2:20 P.M.

Thomas Schmidt of CSX said this merger will provide aggressive competition, and a superior level of service. Eighty-six percent of the shipping market in the East is done through trucking companies. They expect to pick up some of that business by expanding and improving upon their service. Mr. Schmidt stated that this merger will not cause a rate increase or a loss of jobs. They intend to pay on the principal of the \$10 billion loan by serving more people(CSX will pay 4.3 Billion, NS = 5.9 billion). With single line service North of the Ohio river they couldn't provide for the needs of those in the South/Southeast or the West. The merger will offer service to all of these areas with only one rate bureau and one customer service bureau to deal with. By combining maintenance bureaus safety will be increased.

Currently intermodals make up 10% of CSX service. This will increase to 20% after the merger.

Businesses which will benefit by the merger will be; grain shippers, poultry farms(S.E. Oh.), car suppliers(Cincinnati, St. Louis, Memphis), steel industries (Youngstown, Cincinnati)to name a few. Multi line service means fewer empty hauls.

Since 1992 CSX has helped approximately 500 industries expand or relocate.

CSX and NS plan to file the buy-out plan with the federal Surface Transportation Board on June 16th. The plan will detail the effects of the merger on employment issues, capital investments and yard operations. They have asked for an expedited hearing. It takes 255 calendar days after filing to reach completion.

Senator Carnes began by saying that he is encouraged by the prospect of creating jobs but, is concerned that it will be in the East instead of Ohio. Senator Carnes was disappointed that CSX has removed tracks against the wishes of communities. They did not seem to listen to the needs of his community. He gave the example of a volunteer fire department in Belmont County that is 8 inches over the property line onto CSX property. They were told that they have to buy 8.5 acres at \$17,800.00 per acre. Since discussion began the price has increased to \$19,750.00. Recently they were told that CSX has never sold land for less than \$25,000.00 per acre. Senator Carnes is also

concerned that 500 jobs at the Ohio Valley Coal Co. in Belmont County are at stake.

Mr. Schmidt responded that it is not their policy to maliciously squeez money from people. They are however, a "for profit" business. Coal is 40% of their business and they would also be hurt if the coal mines are shut down.

Senator Carnes asked if this merger will eliminate jobs in Ohio. Mr. Schmidt said no. Senator Carnes then asked if a representative from CSX had stated that he could solve the Ohio Valley Coal Co. problem within 24 hours? Mr. Schmidt said that the statement was made but it was an overenthusiastic remark and they are still working on the problem.

Representative Olman stated that as a member of the Joint Select Committee on Electric Utility Deregulation he is concerned with the effect the merger will have on coal.

Mr. Schmidt said that CSX is a major coal hauler and wants to work with the coal miners. Since ne is not an expert on coal he did not feel comfortable commenting any further.

Representative Olman wanted to know how Toledo, which is the largest rail area in Ohio, will be effected and if the merger will effect the use of their intermodal. Would they be abandoned for the Ashtabula port?

According to Mr. Schmidt, CSX will continue to use the Toledo port. Last year 6.5 million tons of coal left Toledo. They are not currently using the intermodal and do not plan to. Representative Metelsky asked if CSX has any plans for line abandonment. Mr. Schmidt said none will be abandoned by them.

Senator Latell had a general statement that he wondered what role this committee plays in protecting local governments during the merger. He used Senator Carnes example of the fire department.

Senator Oelslager reminded the committee that local governments have been invited to express their concerns and experiences.

Pat McCune of Norfolk Southern gave a brief background of NS. They are based out of Norfolk Virginia and cover 14,000 miles and 20 states throughout the midwest and southeast. Their major products are; chemicals, autos, grain, steel, construction, coal and intermodal. They employ 24,000 people. In 1996 stock was \$6.09 per share, with a net income of \$770 million, and \$1.2 billion in rail income. Their ontime performance had increased, grade crossing safety had increased by In 1996 they helped 100 businesses expand or 18%. relocate and created approximately 4,000 new jobs. Nine out of 12 auto industries use them for shipping and they now have a 12 year contract with Ford which requires them to build 4 mixing centers by the end of 1997 and be operational by 1998. They are paying \$5.9 billion for their share of the buyout.

Norfolk Southern does plan to close 2 of 4 previously mentioned lines. Both are in Toledo. One is served by only one shipper. Their freight will go to the trucking industry. The other will be the pivot bridge over the Maumee River because their is no traffic on it. He acknowledged that Toledo officials did not want to lose the bridge because they weren't sure they could get another one built.

NS plans to increase the use of neomodals in several areas of Ohio. This will reduce the amount of truck traffic on our roads and the amount of pollution produced by them.

NS supports shortlines and regional railroads and will continue to meet with them.

Senator Oelslager stated that Navarre has an intermodal and could use some expansion.

Representative Olman asked if the tracks were being pulled on the lines targeted for closure in Toledo. Mr. McCune does not know at this time if they will pull the tracks or not.

Alfred Agler with the Public Utilities Commission of Ohio. Provided written testimony. Mr. Agler has a few concerns with rail safety as a result of the merger. Faster trains, more lines (double stacked) and the need for better grade crossings.

Senator Latell referred the committee to page 4 of Mr. Agler's testimony and asked where the \$16 million annually for crossing safety improvements came from. Is any of it CSX or NS dollars? How would the merger affect safety at crossings?

Mr. Agler stated that some of it comes from gas taxes and some is earmarked for safety upgrades through ODOT. Some of the areas will now be doubletracked with more traffic and higher speeds. Currently they travel at approximately 50 mph. That will be increased to 70 mph.

Senator Carnes asked if the railroads ever use their own money to upgrade crossings. Mr. Agler said they are required to if any state money is used. Once the railway is installed they are required to maintain it.

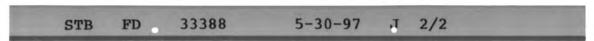
Tom O'Leary of the Ohio Rail Development Commission gave written testimony. They . : e monitoring the buy-out for other state agencies. They have four major areas of concern. The impact on Ohio rail shippers. The impact on Ohio's other railroads. The impact on railroad employment. The impact on state and local governments. He has some concerns as to how the buy-out will affect short line The coal and limestone industries rely railroads. on shortlines. There could be a negative impact but he is reasonably hopeful that they can find solutions. ORDC is also concerned that CSX and NS have asked for the buy-out plan to be expedited. The June 16th deadline is self-imposed and seems to override the need community for awareness. Although their plan is still in progress it is difficult to know how communities will be effected until after the plan is filed. It is very difficult to impact the plan after the filing. He feels that a 365 day time frame is necessary for an orderly process. Mr. O'leary stated that he is not extremely sympathetic to the fact that the railroads are losing money by delaying the filing of the buy-out plans. They set the rates.

Representative Metelsky asked what roll the committee plays regarding local governments. Mr. O'leary said the committee should keep local government aware of the changes they may face. There is a lot of misleading information being passed around. He suggested that the committee members keep their Congressional members informed.

In closing, Mr. O'leary stated that "the State of Ohio cannot move forward in support of this acquisition until the concerns of Ohio industries and local communities are satisfactorily addressed."

Senator Oelslager stated that the committee is relying on ORDC to keep them informed on how to best serve the public interest.

Committee adjourned at 11:40 a.m.



CONRAIL XLS

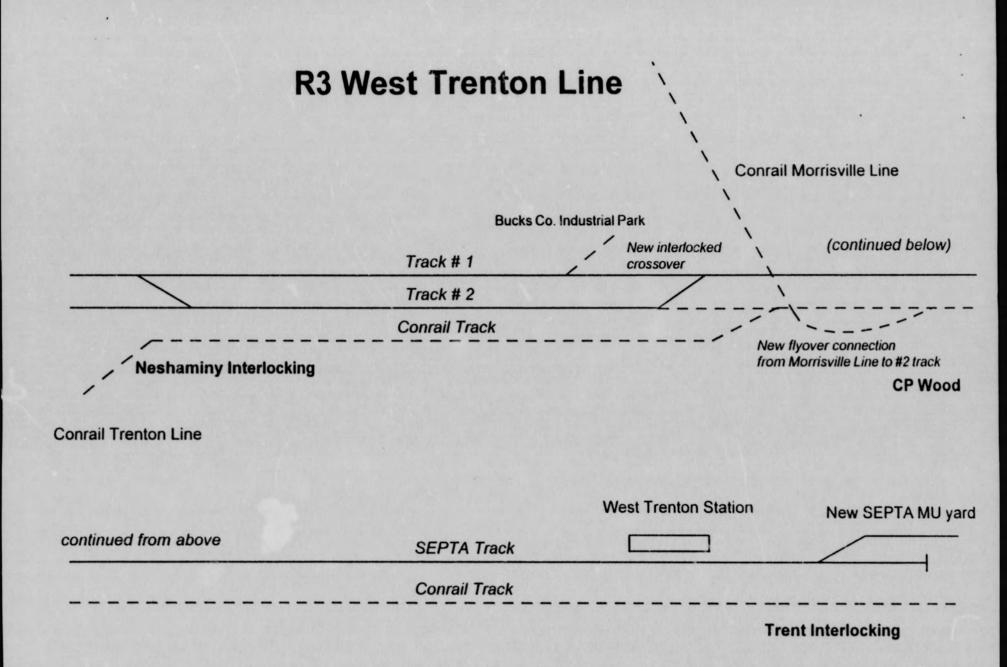
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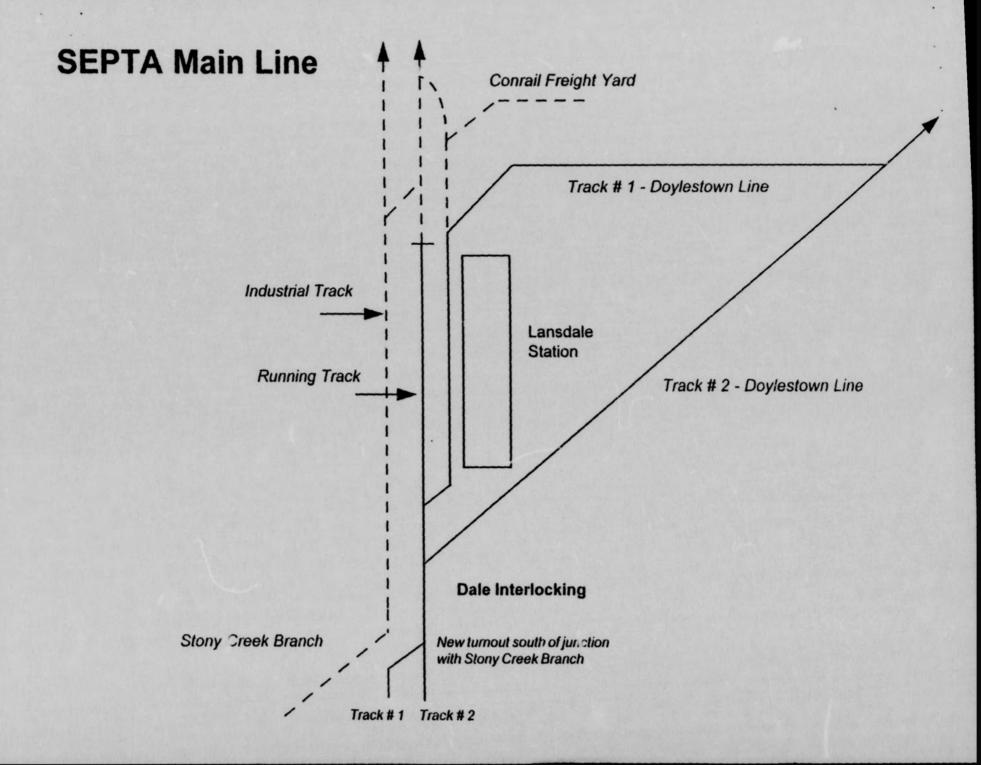
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		Freight Movements												
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SEPTA / Conrail Separation Analysis RECOMMENDATIONS

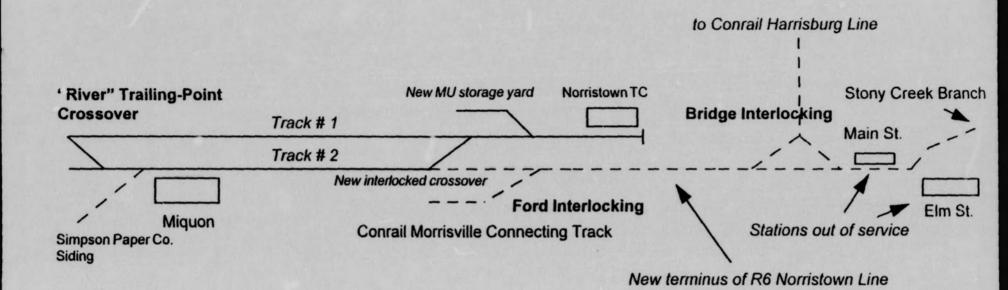
SOLID LINES indicate tracks where SEPTA operates *exclusively*, *or time separated*.

 DASHED LINES indicate tracks where Conrail operates exclusively.

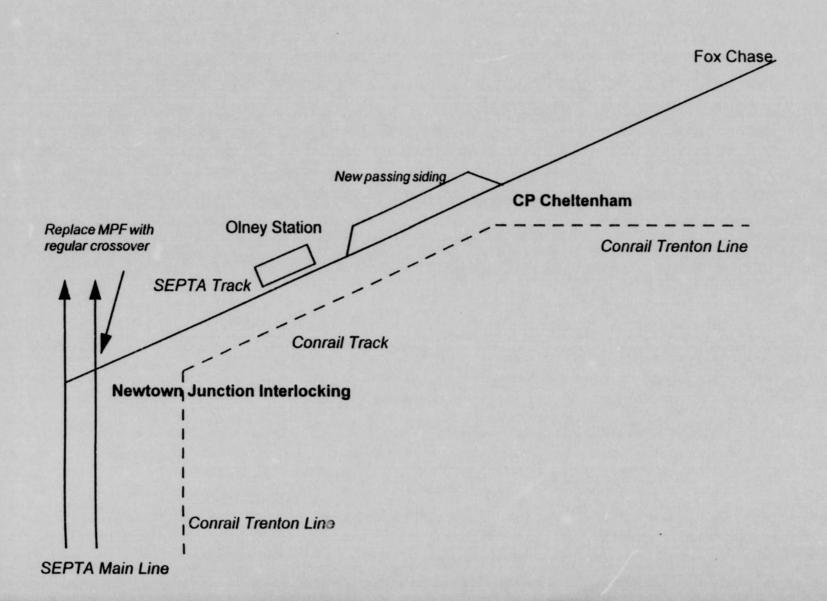




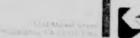
R6 Norristown Line



R8 Fox Chase Line



MAY 27 1007 PHILADELPHIA, PA 191 PM.



atheastern Pannsylvania Transportation Authority Safety . Service . Continueurs improvement

50

The Honorable Linda J. Morgan, Chair Surface Transportation Board 12th and Constitution Ave., NW Room 4126 Washington, DC 20423



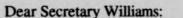


Mailing Address: P.O. Box 2814 Torrance, CA 90509-2814 Telephone: (310) 768-3700 FAX: (310) 327-2272

NISSAN NORTH AMERICA, INC.

May 23, 1997

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



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.

My name is Robert Frinier. I am employed by Nissan North America, Inc. and my office is at 990 West 190th Street, Torrance, California 90502. I am Vice President, Logistics and have been employed by Nissan since 1980.

In my present capacity, it is my duty to analyze and arrange the most cost efficient logistics systems for the transportation of parts and motor vehicles (domestic and import).

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 Company's location, our organization 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 are also particularly interested in faster service to and from New York and other points in the northeast through Cincinnati to the mid-South, and the connection at Sidney, Ohio, 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.

Honorable Vernon A. Williams May 23, 1997 Page 2

We support 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.

Respectfully yours,

ressur Robert A. Frinier

Vice President, Logistics

cc: J. Snow (CSX) D. LeVan (Conrail) Honorable Vernon A. Williams May 23, 1997 Page 3

VERIFICATION

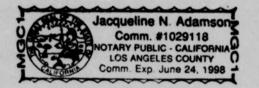
STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

I, Robert Frinier, being duly sworn, deposes and says that I have read the foregoing statements, know the contents thereof, and that the same are true as stated.

ROBERT A. FRINIER

Subscribed and sworn to before me this 23° day of 1997.



Notary Public in and for the State of California

My Commission Expires: June 24, 1998



CUSHING TRANSPORTATION, INC. 3756 South Cicero Avenue Cicero, Illinois 60650 Tel. (708) 656-5050 • Fax (708) 656-5233

VERIFIED STATEMENT OF

CUSHING TRANSPORTATION, 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 Anthony J. Pacella, and I am President of Cushing Transportation, Inc., 3756 S. Cicero Avenue - Cicero, Illinois 60804. My duties include management of an intermodal drayage firm and securing new intermodal shippers.

Cushing Transportation, Inc. is a intermodal motor carrier. We work with the NS at the following locations; Landers Yard, and Calurnet Yard, in Chicago, Illinois. In addition we work with all other railroads with intermodal facilities in the Chicago area. We provide 24 hour pick up, delivery, and crosstown service and have interchange contracts with all Chicago area intermodal providers.

Based on 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 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 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 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 NS's strong commitments to grown 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 applications of NS and CSX to acquire Conrail should be approved by the STB.

I, Anthony J. Pacella, declare under 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,

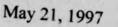
uel.

Anthony J. Pacella President Cushing Transportation, Inc.



Tri-City Regional Port District

2801 ROCK ROAD, GRANITE CITY, ILLINOIS 62040 (618) 877-8444 • (618) 452-3337 FAX (618) 452-3402





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

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

Dear Mr. Williams:

Re:

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

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

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation from manufacturing centers to our east. Joint line rail service into and out of the northeast has tended to inhibit our ability to attract traffic; however, the singleline service which Norfolk Southern proposes may be a benefit to our Port. With single-line services, I believe our port may become attractive to these markets in the Northeast, especially the steel manufacturing industry. We are comfortable with the service currently being provided to our port by Norfolk Southern and are confident that they will be able to provide good service on any Conrail lines which they may acquire.

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

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

VERIFICATION

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

Robert L. Wydra

VERIFIED STATEMENT OF THOMAS G. MURRAY, PRESIDENT OF

Tel # (312) 927-6682

Fax # (312) 927-8587

Murray Trucking Co.

1535 West 43rd Street Chicago, Illinois 60609

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

FINANCE DOCKET NO. 33388



My name is Thomas G. Murray and I am President of Murray Trucking Co. I have held my present position of 8 years. My duties include owning and operating Murray Trucking.

Murray Trucking Co. is a service provider for various customers, bringing loads to the ramps and delivering loads. We work with NS in the Chicago area as well as the CSX 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 track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past and it is time for market to have service by more than one rail carrier which owns its facilities. And the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers 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 know 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.



Tel # (312) 927-6682

Murray Trucking Co.

1535 West 43rd Street Chicago, Illinois 60609

Mr. Vernon A. Williams Secretary Surface Transportation Board May 28, 1997 Page 2

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

I, Thomas G. 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 statement.

Sincerely,

MURRAY TRUCKING CO.

Menory By:

Thomas G. Murray President Fax # (312) 927-8587

CROSSTOWNS INCORPORATED 4359 SOUTH WOOD STREET CHICAGO, ILLINOIS 60609 (773) 254-3208

Fax: (773) 254-7434

May 27, 1997

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



"Verified Statement on behalf of Crosstowics Inc. STB Finance Docket No. 33388."

My name is Arthur Kenah and I am Operations Manager of Crosstowns Inc, 4359 S. Wood St, Chicago, Illinois, 60609. I have held my present position for 30 years. My duties include management of all operations including the responsibility for the delivery of all trailers on time to the appropriate railroad, and to the correct destinations. I am also responsible for all employee scheduling and payroll.

Crosstowns is a motor carrier involved in intermodal transportation. We work with the NS at the following location: Chicago, Illinois. In addition, we work with all the other railroads in Chicago including. BN-SF, UP, MP, SB, CR, XTR, VTR, NS, Etc.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when 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 market to have service by more than one rail carrier which owns its facilities. And, the rail 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 Harrinan Award.

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

I, Arthur Kenah, declare under 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,

· · · · ·

arthur Kenah

Arthur Kenah Operations Manager Crosstowns Inc.



SUPERVISOR THOMAS J. SOMER

TRUSTEES THERESA BRINK PATRICIA DONAHUE VICTOR VILLARREAL DANIEL N. WOOTTEN

CLERK GENE EENIGENBURG

> ASSESSOR SUSAN FARES

COLLECTOR ALEX SUSTEK

HIGHWAY COMMISSIONER GLEN GIANNETTI

ATTORNEY LUCIANO PANICI

BLOOM TOWNSHIP

425 SOUTH HALSTED CHICAGO HEIGHTS, IL 60411 708/754-9400 (FAX) 708/754-6024



May 29, 1997

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

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

Dear Mr. Williams:

I wish to express my support for the proposed acquisition of Conrail by Norfolk Southern and CSX.

Bloom Township, located in South suburban Chicago, was once part of the nations largest steel producing areas. Over the past several years we have fallen on hard times with the closing of many steel plants. Our residents are hard-working people and continue to be committed to bringing economic growth back to Bloom Township and the South suburbs. To encourage industries to build in our area we must sell them on the many benefits of the siting a facility in our communities. One of those benefits is a strong transportation system to move their products. Norfolk Southern is to our west and CSX to our east. I believe that the acquisition of Conrail by these two freight haulers will benefit our area by making both stronger and more profitable lines.

As Township Supervisor, it is one of my jobs to promote economic development in my township and throughout the region. Unfortunately, sometimes economic projects come with a hefty price like the recent proposal to build a new state prison in our area. Many residents reached out to that idea solely because of the dire need we have for jobs and opportunity. We were fortunate to reject that flawed plan and rightly so, because that's not the kind of development I had in mind when I took office.

Conversely, this transportation proposal has merit. I truly believe that the acquisition of Conrail by Norfolk Southern and CSX will benefit my community in a very positive way.

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.



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

Frederic M. Poses President

Secretary

May 23, 1997



1925 K Street, N.W. Washington, D.C. 20423-0001 Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Railway Company - Control and Operating Leases / Agreements - Conrail

Dear Mr. Williams:

Mr. Vernon A. Williams

Surface Transportation Board

Inc. and Consolidated Rail Corporation

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

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

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

Therefore, we support the acquisition of Conrail by CSX and NS based on our understanding that the CSX/NS filing will include plans for joint rail access to our Frankford facility. Direct rail competition not only provides competitive rate and service offerings, but should reduce cycle times and increase transit time reliability. We believe that improved cycle times will increase equipment utilization, reduce inventories and improve responsiveness to customer's expectations. Furthermore, increased utilization of the rail infrastructure will likely lead to capital re-investment, thereby ensuring a viable rail system, which is critical to AlliedSignal's ongoing operations.

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

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

Respectfully submitted,

- Ne. Fre

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

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

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



ERIC CANTOR 2500 EAST PARHAM ROAD SUITE 400 RICHMOND, VIRGINIA 23228

SEVENTY THIRD DISTRICT

May 23, 1997

COMMONWEALTH OF VIRGINIA HOUSE OF DELEGATES RICHMOND

> COMMITTEE ASSIGNMENTS: COURTS OF JUSTICE GENERAL LAWS CLAIMS



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

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

Dear Mr. Williams:

I am writing in support of the proposed CSX/Norfolk Southern acquisition of Conrail. If the transaction is approved, Virginia's industrial, business, and agricultural interests will have access to more efficient rail transportation. The most important benefit will be single-line service to a variety of new markets, including the Northeast for the first time. This means that shippers will no longer experience delays at interchange points and have trouble tracking their merchandise.

I am confident that the enhanced transportation service will mean growth in the rail industry in the coming years. This will result in more railroad jobs in the coming years for CSX and Norfolk Southern.

With kind regards, I am

Sincerely, Eric Cantor

DREXEL LOGISTICS, INC.

TRANSPORTATION CONSULTANTS & PROJECT MANAGERS P.O. Box 177 • Oak Creek • WI • 53154-0177 (414) 571 - 0851 • TOLL FREE (888) 308 - 9538 FAX (414) 571 - 0931 INTERNET E-MAIL drexlog@execpc.com

May 23, 1997

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



RE: CSX / NS - Control and Operating Leases/Agreements - CONRAIL Finance Docket No. 33388

Dear Mr. Williams;

My name is Richard Knoll, President of DREXEL LOGISTICS, INC.. My firm is involved in the management and control of transportation activities surrounding the movement of oversize and overweight objects via numerous modes, most particularly rail.

While our rail needs fluctuate greatly from year to year, it has always been a definite problem utilizing rail to the Northeast based upon the inability to properly obtain pricing, clearances and equipment in the "captive" market of CONRAIL. I fully support the joint application of Norfolk Southern and CSX to acquire control of CONRAIL and thereby bring meaningful competition to the Northeast.

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

Yours Truly;

DREXEL LOGISTICS, INC m

Richard Knoll - President

cc: Norfolk Southern

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

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

C

OR

Dear Mr. Williams:

My name is Roger Nickol and I am Traffic/Sales Manager of Venture Commodities, 144 Goss Street, Canton, GA. My duties include responsibility for rail transportation and monitoring of our fleet of tank cars.

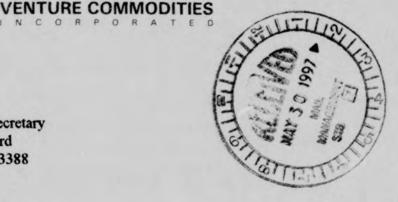
Venture Commodities receives, processes, markets, and ships inedible tallow, primarily for the feed industry. We have facilities located at Canton, GA, served by the Georgia Northeastern, a short line that connects only with CSX, and at Baldwin. GA, served by Norfolk Southern, We receive and ship product via tank car and tank truck from and to points in the Southeast, Northeast, and Midwest.

We support the joint acquisition on Conrail by CSX and Norfolk Southern and request that the Surface Transportation Board give this matter expedited handling. WE feel this acquisition will benefit Venture Commodities by giving us single line access to both additional potential suppliers of raw materials and customers for our finished products.

I, Roger K. Nickol, declare under 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,

Roger K. Nickol Traffic/Sales Manager



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



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

Verified Statement of Mark P. Sinila

Lansing Grain Company

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

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

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

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

Sincerely Sinila Lansing Grain Company



215 Park Avenue, P.O. Box 10

Cardington, OH 43315



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

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

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

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

Sincerely,

Samuel J. Harvey Mayor Village of Cardington

SJH/mld





HARMONY PRODUCTS, INC. 808 LIVE OAK DRIVE, SUITE 126 CHESAPEAKE, VA 23320

PHONE 757-523-2849 Fax 757-523-9567

May 24, 1997

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

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

Dear Secretary Williams:

My name is Ray Grover and I am the Executive Vice President of Harmony Products, Inc located in Chesapeake, Virginia. Harmony Products, Inc is responsible for marketing 25,000 ton of biosolid pellets per year for New England Fertilizer Company which is located Quincy Massachusetts. Most all of this product is sold in rail cars, and efficient rail service is top prioity. 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.

Harmony and NEFCO believe that the proposed acquisition of Conrail would be in our best interests, as well in the interest of our customers. We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates for us. We are convinced that Conrail acquisition will increase rail business and that would be good for all of the shippers who re'y on rail.

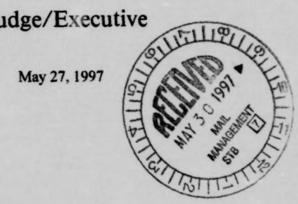
In conclusion Harmony Products support the application to acquire Conrail and requests that the Board moves as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

Sincerely

Ray Svower

Ray Grover Executive Vice President

cc: Craig Dolan General Manager New England Fertilizer Company Office of Dudley Cooper



Ohio County Judge/Executive

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 Secretary Williams:

I would like to offer my support of the proposed acquisition of Conrail by CSX and Norfolk Southern. Area industries served by this railway are vital to both our county and Commonwealth.

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. The sooner the STB acts, the sooner Ohio County and Kentucky will be able to enjoy the benefits of this new balanced and stronger rail system.

Sincerely,

Dudley

DC:cm

R.7 Wielso 1122 Kule St

Mannee Olus 43537



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

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,

R7 Wieles

T. C. U.

cc: Congressional Delegation



PERDUE FARMS INCORPORATED

P.C. Box 1537, Salisbury, MD 21802-1537

Home Office: 410 543 3000

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



RE: Control and Operating Leases/Agreements Conrail, Inc. and Consolidated Rail Corporation STB Docket 33388

Dear Mr. Williams:

My name is Richard L. Willey, and I am Vice President and General Manager of the Grain & Oilseed Division of Perdue Farms Incorporated. I have held my present position since April, 1992. My duties include grain and feed ingredient purchasing, merchandising, and transportation to all of our facilities. Additionally, I am responsible for the sale and transportation of soybean oil and soymeal from our processing plants to the market place. This includes the movement of over 14,000 railcars on CSXT, NS and CR, with rail transportation costs of over \$30 million per year.

Perdue Farms Incorporated is the largest poultry producer in the Northeast and second largest in the United States. In addition, Perdue is a vertically-integrated agribusiness, ranking among the top 20 largest grain companies in the U.S. Exhibit A reflects Perdue facility locations, type of facility, its capacity, and the railroad that services that facility.

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

Perdue moves its products between Maryland, Delaware, North Carolina, South Carolina, Florida and Kentucky. Discussions with NS and our previous experiences in our excellent business relationship with NS, leave us very optimistic about improved service and rails in our markets.

We have used NS for several years and have been very satisfied with their service. We are confident they would be able to provide good service on any CR lines which they acquire and we expect a substantial improvement over current CR operations.

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

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NS is the best operating railroad Perdue deals with. They daily meet or exceed our operational expectations. Perdue currently operates seven 50-car grain trains on NS on a year-round basis, with excellent results. They have consistently met our equipment needs, service requirements and have excellent customer service.

Sincerely,

PERDUE FARMS INCORPORATED

Richard L. Willey 1k

Richard L. Willey Vice President/General Manager Grain & Oilseed Division

/kl

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

Richard L. Willey, Vice President/General Manager Grain & Oilseed Division Perdue Farms Incorporated

PERDUE LOCATIONS , TYPE OF FACILITY , RAIL SERVICE & CAPACITIES

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CORPORATE HEADQUARTERS, SALISBURY, MD.

STATE	TOWN	TYPE OF PLANT	RAILROAD SERVED BY	CAPACITY
ALABAMA	DOTHAN	PROCESSING PLANT	N.S.	
ALABAMA	SAMSON	HATCHERY	05	
DELAWARE	BRIDGEVILLE	FEED MILL	CR	1,600 TONS/DAY
DELAWARE	BRIDGEVILLE GEORGETOWN	GRAIN ELEVATOR DISTRIBUTION CENTER	CR	1,210,000 BU.
DELAWARE	MILFORD	PROCESSING PLANT		
FLORIDA	DEFUNIAK SPRINGS	PROCESSING PLANT		
FLORIDA	DEFUNIAK SPRINGS	FEEDMILL/GRAIN ELEV.	CSXT	1,000,000 BU.
INDIANA	LEBANON	BREEDER FARM		
INDIANA	THONTOWN	OFFICE		
INDIANA	VINCENNES	HATCHERY		
INDIANA	WASHINGTON	LAB		
INDIANA	WASHINGTON	FEEDMILL/GRAIN ELEV.	ISRR	860,000BU.
INDIANA	WASHINGTON	PROCESSING PLANT		
KENTUCKY	CROMWELL	PROCESSING PLANT		
KENTUCKY	CROMWELL	HATCHERY		
KENTUCKY	HARTFORD	GROWOUT/HOUSING	CONT	2 075 000011
KENTUCKY	LIVERMORE	GRAIN ELEVATOR	CSXT	3,075,000BU. 780,000BU.
MARYLAND	BERLIN BISHOP	FEEDMILL/GRAIN ELEV. FEDDMILL/GRAIN ELEV.	MDDE	2,208,000BU
MARYLAND	EASTON	GRAIN ELEVATOR	MUUE	1.300.000BU
MARYLAND	HURLOCK	FEEDMILL/GRAIN ELEV.		1.600.000BU
MARYLAND	LINKWOOD	GRAIN ELEVATOR		150,000BU.
MARYLAND	NORTHEAST	GRAIN ELEVATOR		670,000BU.
MARYLAND	POCOMOKE	RESEARCH FARM		
MARYLAND	PRINCESS ANNE	GRAIN ELEVATOR	CR	480,000BU.
MARYLAND	PRINCESS ANNE	RESEARCH FARM		
MARYLAND	ROBERTS(ENGLESIDE)	GRAIN ELEVATOR	MDDE	1,135,000BU
MARYLAND	SALISBURY	GRAIN ELEVATOR	CR	9,000,000BU
MARYLAND	SALISBURY	FEEDMILL	CR	
MARYLAND	SALISBURY	PROCESSING PLANT		
MARYLAND	SALISBURY	HATCHERIES(7)		
MARYLAND	SALISBURY	SOYBEAN PLANT	CR	1400TONS/DAY
MARYLAND	SHOWELL	PROCESSING PLANT	ww	625,000BU
NEW JERSEY	BRIDGETON	GRAIN ELEVATOR FEEDMILL/GRAIN ELEV.	ACWR	230,000BU
NORTH CAROLINA	CANDOR	FEEDMILL/GRAIN ELEV.	NCVA	3,180,000BU
NORTH CAROLINA	COFIELD	SOYBEAN PLANT	NCVA	1.000TONS/DA
NORTH CAROLINA	CONCORD	PROCESSING PLANT		1,000 One or
NORTH CAROLINA	CONCORD	HATCHERY		
NORTH CAROLINA	EAGLE SPRINGS	HATCHERY/GROWOUT	ACWR	
NORTH CAROLINA	ELKIN	FEEDMILL/GRAIN ELEV.	YVRR	50,000BU.
NORTH CAROLINA	GREENVILLE	GRAIN ELEVATOR	CSXT/NS	2,850,000BU
NORTH CAROLINA	HALIFAX	HATCHERY		
NORTH CAROLINA	KENLY	HATCHERY		
NORTH CAROLINA	LEWISTON	PROCESSING PLANT		-
NORTH CAROLINA	MT. OLIVE	BREEDER OFFICE	-	
NORTHCAROLINA	MURFREESBORO	HATCHERY	NAVA	220 000011
NORTH CAROLINA	NASHVILLE	FEEDMILL	NCYR	230,000BU
NORTH CAROLINA	NORLINA	HATCHERY	CSXTAVSSB	285.000BU.
NORTH CAROLINA	NORWOOD/ANSONVILLE	FEEDMILL GRAIN ELEVATOR	NS	1,225.000BU.
NORTH CAROLINA	PANTEGO	GRAIN ELEVATOR	NS	1,320,000BU
NORTH CAROLINA	ROBBINS	PROCESSING PLANT	no	1,020,00000.
NORTH CAROLINA	ROBERTSONVILLE	PROCESSING PLANT		-
NORTH CAROLINA	ROCKINGHAM	PROCESSING PLANT		
NORTH CAROLINA	STATESVILLE	BREEDER OFFICE		
NORTH CAROLINA	WINDSOR	ENVIRO. OFFICE		
NORTH CAROLINA	YADKINVILLE	BREEDER OFFICE		
PENSYLVANIA	CATAWISSA	FEEDMILL(AQUACUL TURE)		
SOUTH CAROLINA	DILLON	PROCESSING PLANT		
SOUTH CAROLINA	DILLON	HATCHERY		
VIRGINIA	ACCOMAC	PROCESSING PLANT		-
VIRGINIA	BRIDGEWATER	PROCESSING PLANT		
VIRGINIA	EMPORIA	DISTRIBUTION CENTER		-
VIRGINIA	HARRISONBURG	EGG DISTRIBUTION	ESHR	
VIRGINIA	NEW CHURCH	GRAIN RECIEVING GRAIN ELEVATOR	Conk	2,350,000BU
VIRGINIA	TAPPAHANNOCK	EGG DISTRIBUTION		2,000,00000

NASHVILLE & EASTERN RAIL AUTHORITY

CHAIRMAN

The Honorable Val Kelley Wilson County Executive Wilson County Courthouse Lebanon, TN 37087 615/444-1383

VICE CHAIRMAN Eldon Leslie Putnam County/Cookeville Chamber of Commerce South Jefferson Avenue Cookeville, TN 38501 615/526-2211

> SECRETARY Rich Dendler 315 Hull Street Carthage, TN 37030 615/735-2032

> TREASURER Honry Schumpf 1605 Burchett Drive Lebanon, TN 37087 615/449-4122



May 23, 1997

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



RE: CSX Corp./CSX Trans., Inc., Norfolk Southern Corp. and Norfolk Southern Railway Co. - Control and Operating Leases/Agreements - Conrail Inc. And Consolidated Rail Finance Docket No. 33388

Dear Mr. Williams:

As Chairman of the Nashville & Eastern Rail Authority, I wish to express support for the proposed acquisition of Conrail by CSX Transportation and Norfolk Southern Corporation.

Our shortline railroad is a customer of and has a longstanding relationship with CSX Transportation. As the railroad grew and prospered, so did our four-county area. CSX and NS 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 Tennessee

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

Sincerely,

NASHVILLE & EASTERN RAIL AUTHORITY

Val Kelley, Chairman

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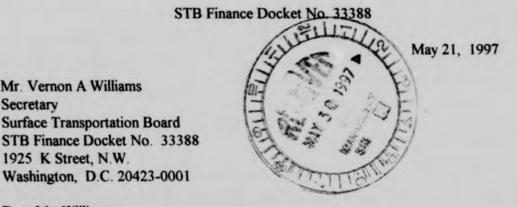
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cc: Mr. John W. Snow, Chairman CSX Corporation P.O. Box 85629 Richmond, VA 23285-5629

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

ARKLINE SYSTEMS, INC.

Verified Statement of Markline Systems, Inc.



Dear Mr. Williams:

1925 K Street, N.W.

Mr. Vernon A Williams

Secretary

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

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

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

Mailing Address: P.O. Box 6987 Atlanta, GA 30315 PH# (404) 622 - 5200 FAX (404) 622 - 0550

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

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

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

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

Sincerely,

Hen Bully

Steve Bradley Chief Operating Officer Markline, Systems, Inc.



J. B. HUNT TRANSPORT, INC.

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



May 29, 1997

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

Dear Mr. Williams:

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

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

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in the market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service. As a member J.B. Hunt Transport, Inc. Finance Docket No. 33388 May 29, 1997 Page Two

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

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

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

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

Sincerely,

J.B. HUNT TRANSPORT, INC.

Paul R. Bergant Executive Vice President Marketing

PRB:cg

FD-33388

CHAIRMAN MORGAN

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SURFACE TEAMES

NED

PTATION

1234 Market Street Philadelphia, PA 19107-3780 (215)580-4000 Fax (215)580-3636

Southeastern Pennsylvania Transportation Authority Safety . Service . Continuous Improvement

Board Chairman Thomas M. Hayward

> Vice Chairman **Richard Voith**

Linda K. Caracappa Pasquale T. Deon Stewart J. Greenleaf Richard E. Kurtz Karen L. Martynick Frank G. McCartney Mario Mele Jettie D. Newkirk Wallace H. Nunn Michael J. O'Donoghue James C. Schwartzman Anthony H. Williams Robert T. Wooten

> General Manager John K. Leary Jr

May 23, 1997

Honorable Linda J. Morgan, Chair Surface Transportation Board 12th and Constitution Ave., NW Room 4126 Washington, DC 20423

Re: The Proposed Merger of CSX/Norfolk Southern and the Impact on the Southeastern Pennsylvania Transportation Authority (SEPTA)

Dear Chairwoman Morgan:

I am writing to introduce you to the Southeastern Pennsylvania Transportation Authority (SEPTA) and its services. SEPTA operates the former Pennsylvania and Reading Railroad commuter lines in the Philadelphia area. The unified system is comprised of thirteen line segments served by seven routes including direct service to Philadelphia International Airport. All seven routes interface with Conrail at some point. Approximately 500 weekday trains operate over 450 track miles serving 154 stations. Weekday ridership has climbed to 92,000 trips from a low of 42,000 in 1984, the year after SEPTA's takeover from Conrail.

Since Conrail's inception in 1976, SEPTA has forged a working relationship with Conrail concerning close operating policies, agreements and procedures. This relationship has worked well in addressing the concerns of providing both public passenger and private freight transportation in Southeastern Pennsylvania. Both agencies use facilities owned by the other with varying traffic volumes and maintenance levels required. SEPTA assumed direct operating responsibility for the commuter rail system from Conrail through a Trackage Rights Agreement.

Given the fast-changing events that are resulting from the proposed sale of Conrail to Norfolk Southern and CSX, I believe it is timely to provide you with an agenda for action concerning mutual freight and passenger service issues. These issues can be summarized as:

Honorable Linda J. Morgan Page two

Trackage Rights

The Trackage Rights Agreement entered into as of October, 1990 allows Conrail and SEPTA to balance traffic on their respective systems without monetary exchange. It also covers dispatching maintenance and responsibilities, use of facilities, and rights of first refusal of properties considered for abandonment. The right of first refusal has played a key role in SEPTA's past efforts to secure rights-of-way that otherwise might have been lost. It is our desire to protect the public's interest by preserving all of the rights guaranteed to SEPTA under the current agreement.

Information on how Conrail's trackage and operations might be changed in our service territory is crucial to us. As soon as this information becomes available, timely conveyance would be greatly appreciated. In the transition period, we expect the existing agreement to apply, until documents with the new owners are finalized.

In addition to the existing operations covered under the Trackage Rights Agreement, two major issues have been pursued by SEPTA with Conrail over the last several years.

Joint Use of Present Freight only Right-of-Way

The future use of freight rights-of-way to establish new passenger service is another issue warranting your attention. Acquiring rail corridors through built up areas for passenger or freight traffic is difficult. Where sufficient real estate is available to support both freight and passenger rail transit, significant costs can be saved. Honorable Linda J. Morgan Page three

We currently have two passenger service route studies under way which involve joint use of Conrail lines not directly covered under the existing Trackage Rights Agreement. Cooperation in allowing SEPTA and local planning organizations to complete these studies will go a long way towards improving development along these corridors and expanding the freight and passenger market shares. Brief descriptions of both projects are attached.

The Cross County Corridor Major Investment Study and Draft Environmental Impact Statement involves shared use of Conrail's Morrisville Line right-of-way from the Morrisville Yard connection with the Northeast Corridor to Glen Interlocking. The study is an outgrowth of SEPTA's efforts to address changing commuter travel patterns from traditional city-based trips to circumferential suburb to suburb trips. As with any new route proposal, close cooperation with the owner/operator of the line is paramount.

The Schuylkill Valley Metro Feasibility Study is looking at re-establishing a rail service from Center City, Philadelphia to Reading, Pa. via SEPTA's R6 Line as far as Norristown, then sharing the Conrail Harrisburg Line right-of-way to Reading. Use of Conrail's Phoenixville and North Abrams Industrial Tracks is also being considered. The latter spur is also being studied as part of the Cross County Study.

Full separation from freight operations has been assumed in both studies. Separation methods vary from time based on joint use trackage to full separation on shared right-of-way.

Operational Issues

The second item not covered in the existing trackage rights agreement is separation of freight and passenger traffic for the present operation. Several meetings have taken place on this subject with proposals presented by both SEPTA and Conrail. The intent is to provide the capacity to handle the respective traffic requirements. Attached are schematic drawings indicating the territory where track use is shared and a proposal for achieving separation. Honorable Linda J. Morgan Page four

Maintenance and careful expansion of both freight and passenger service are vital to the economy of Pennsylvania and the Philadelphia region. I believe it is in the best interest of all parties to work together to accomplish both goals within the framework of the respective organizational and institutional structures.

My hope is to achieve mutually agreeable terms on all these issues through the continued cooperation of the affected agencies. The end result for our respective customers will be the most cost effective use of the region's rail assets that have been purchased, upgraded, and maintained by public dollars.

I've shared my concerns with Senator Arlen Specter (R-PA), Governor Thomas Ridge, Mayor Edward G. Rendell and Chairmen Goode and Snow of Norfolk Southern and CSX Corporations.

I appreciate your consideration of these issues as well. Please contact me at 215-580-7070 should you have any questions or if you would like to discuss further.

Sincerely,

John K. Leary Jr. General Manager

attachments

c: Honorable Thomas Ridge, Governor of Pennsylvania Honorable Arlen Specter, U.S. Senator Honorable Edward G. Rendell, Mayor of Philadelphia

April 1997

Cross County Corridor MIS/DEIS

(Major Investment Study and Draft Environmental Impact Statement)

Study Amount: \$1,505,935 (ISTEA Earmark: \$1,204,748) Consultant Contract: \$1,147,321

Duration: 2 years; (5/96 to 5/98)

Consultant Team:

LS Transit Systems, Inc. (Prime) KCI Technologies, Inc. Eng-Wong Taub & Associates Kise Franks & Straw, Inc. Raytheon Infrastructure Services, Inc. Gellman Research Associates, Inc.

Scope of Work:

- Define Study Corridor Purpose and Need/Goals and Objectives
- Determine Existing/Future Corridor Conditions (2020)
- Define and Screen Corridor Alternative Modes, Alignments and Technologies
- Develop Ridership Forecasts
- Define Operating, Maintenance and Capital Costs and Characteristics of Screened Alternatives
- Assess Conceptual Engineering Issues
- Determine Station Locations and Facility Needs
- Assess Environmental Issues and Mitigation Measures
- Develop and Refine Locally Preferred Alternative (LPA)
- Define Financial Plan for the LPA
- Conduct Proactive and Inclusive Public Involvement and Media Process Throughout the Study

Study Status: Study approximately 30% completed

- Technical Advisory Committee Established
- Project Purpose and Need/Goals and Objectives Defined
- Concurrence by Environmental Agencies Received
- Existing and Prospective Study Corridor Conditions in Process
- Preliminary Alternatives and Screening Criteria Defined
- Public Meeting, Newsletter and Municipal Advisory Committee Process Established
- Screen Alternatives
- Conduct Corridor Briefing For Environmental Agencies

Next Steps:

- King of Prussia/Norristown Access Issues Coordination
- Review Ridership Forecasts
- Continue Public Involvement and Information Program

SCHUYLKILL VALLEY METRO FEASIBILITY STUDY

Purpose of Study: To determine the best mode and alignment for rail service in the 62 mile long Philadelphia to Wyomissing corridor via Norristown.

Phoenixville, Pottstown, and Reading and to prepare cost, revenue, and performance measures needed to evaluate the feasibility of the concept.

Cost of Study: \$700,000 (\$500,000 SEPTA; \$200,000 BARTA)

Consultant Contract: \$474,378

Duration: One year; February, 1997 through January, 1998

Consultant Team:

Urban Engineers, Inc. STV, Incorporated KPMG Peat Marwick LLP Simone & Jaffe, Inc. Jeffrey M. Zupan

Scope of Work (Approximation Completion Date):

- Assess Existing Study Corridor Conditions for all Trunk and Branch Segments (4/97)
- Determine Prospective Study Corridor Conditions for All Trunk and Branch Segments (5/97)
- Identify Preferred Alignment (5/97)
- Develop and Evaluate Ridership Demand Forecasts (8/97)
- Evaluate Fare Impacts (9/87)
- Compare and Contrast Existing Conventional Commuter Rail Service, Improved Commuter Rail Service and Light Rail with Respect to Various Performance, Cost, and Feasibility Measures (6/97)
- Prepare Concept Operations and Capital Improvement Plans for Each Feasible Alternative (9/97)
- Determine Station Locations (6/97)
- Black Rock Tunnel Bypass Plan (7/97)
- Define, Scope and Prepare Costs of Engineering Projects Required to Support Construction of the Schuylkill Valley Metro (11/97)

Study Status:

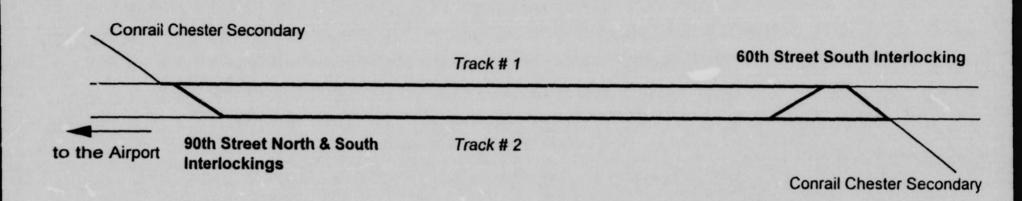
- Study Technical Advisory Committee (STAC) Formed Comprising Representatives of BARTA, Conrail, Planning Commissions of Cities and Counties in Service Area, and Funding Agencies
- Two STAC Meetings Held
- Agreement in Principal for DVRPC to Provide Data and Modelling Required
- SEPTA Project Manager Conducted Detailed Two-Day Tour of Corridor for Consultants
- Hi-Rail Tour of Conrail Owned Corridor Segments Planned
- One-Day Overview Tour of Corridor for STAC Members Planned

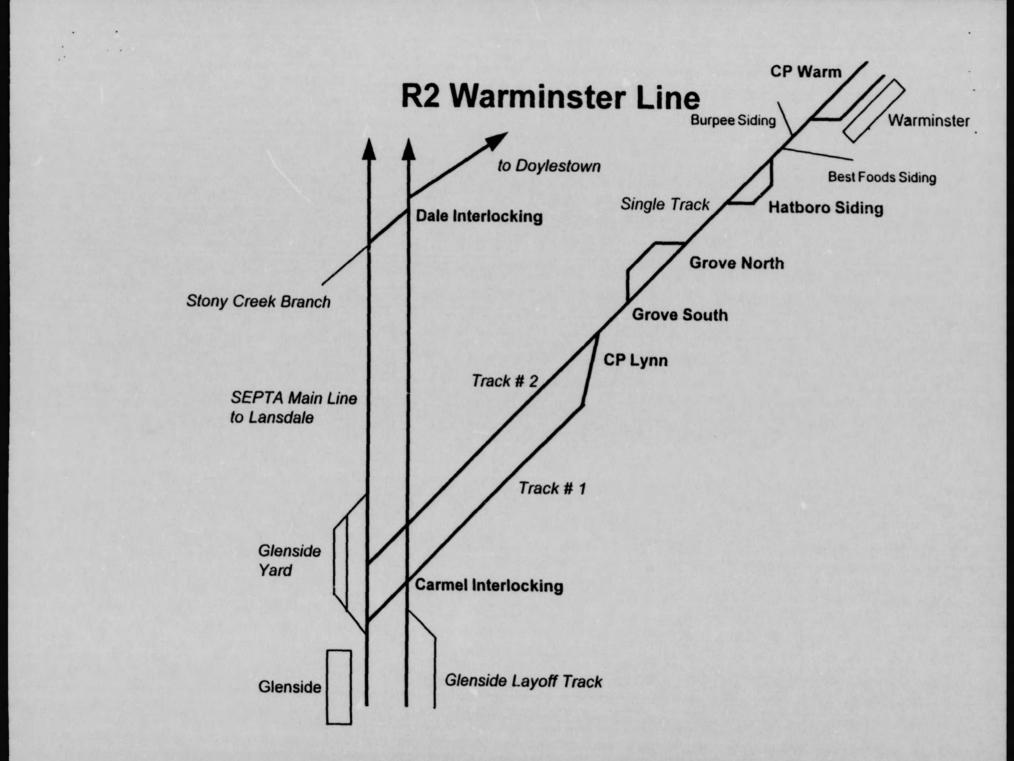
SEPTA / Conrail Separation Analysis

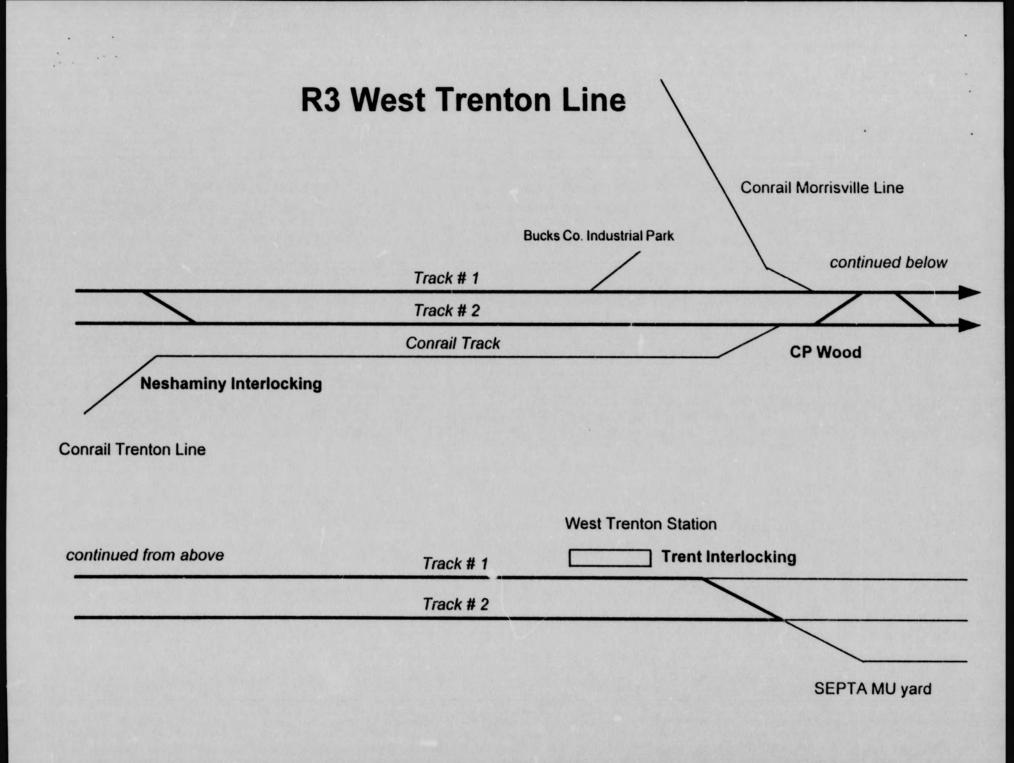
THIN LINES indicate tracks where NO CONFLICT exists between SEPTA and Conrail.

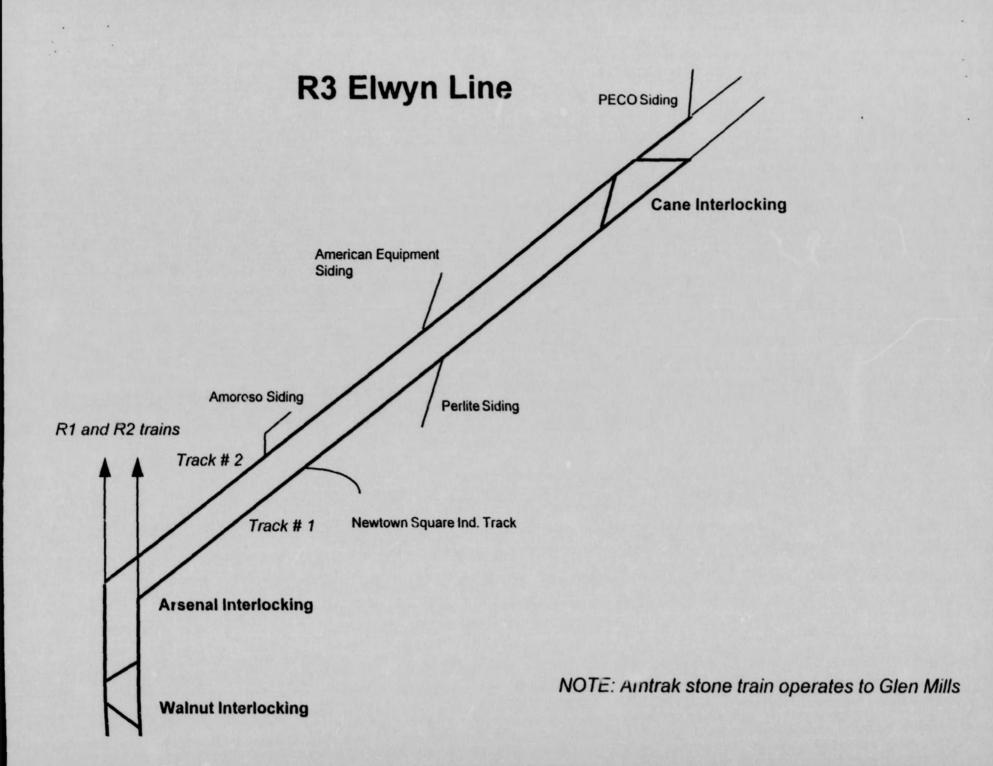
BOLD LINES indicate tracks where there are operational conflicts between SEPTA and Conrail.

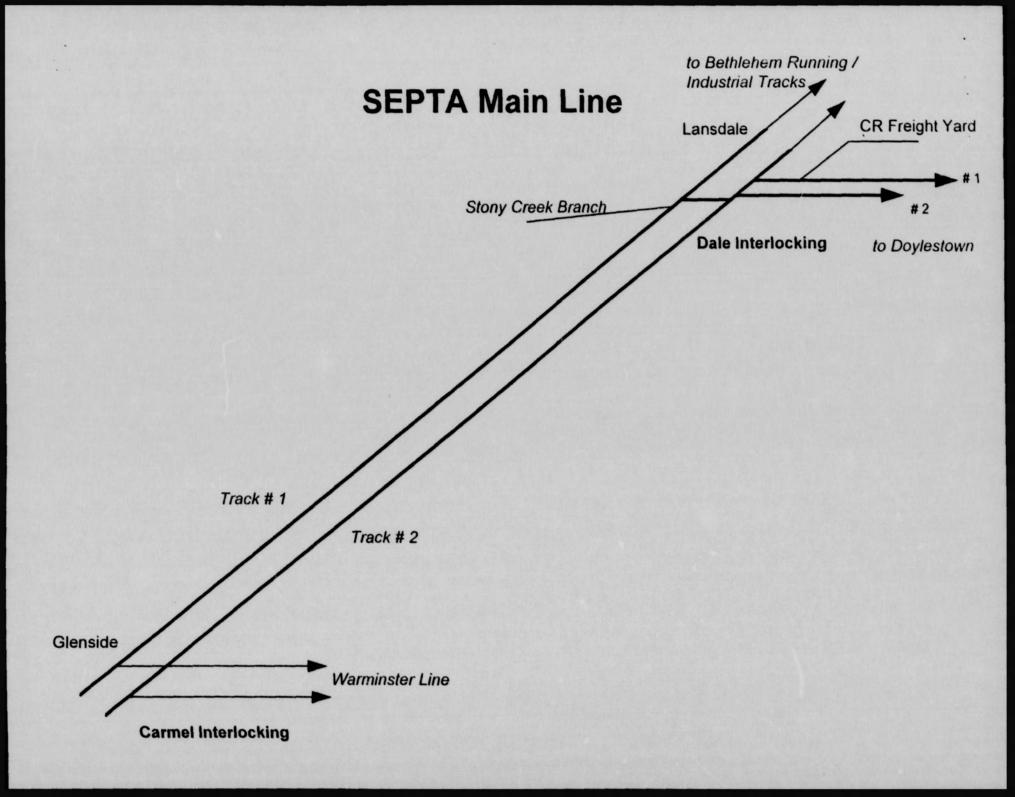
R1 Airport Line

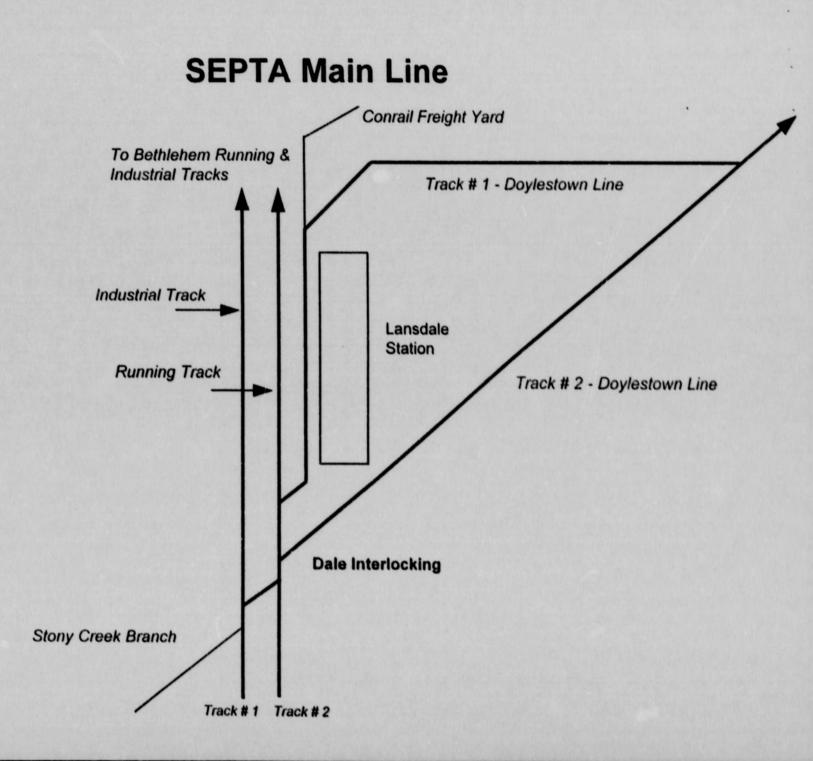




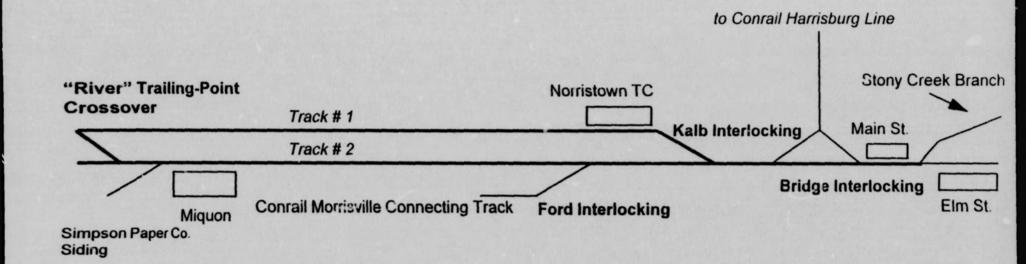




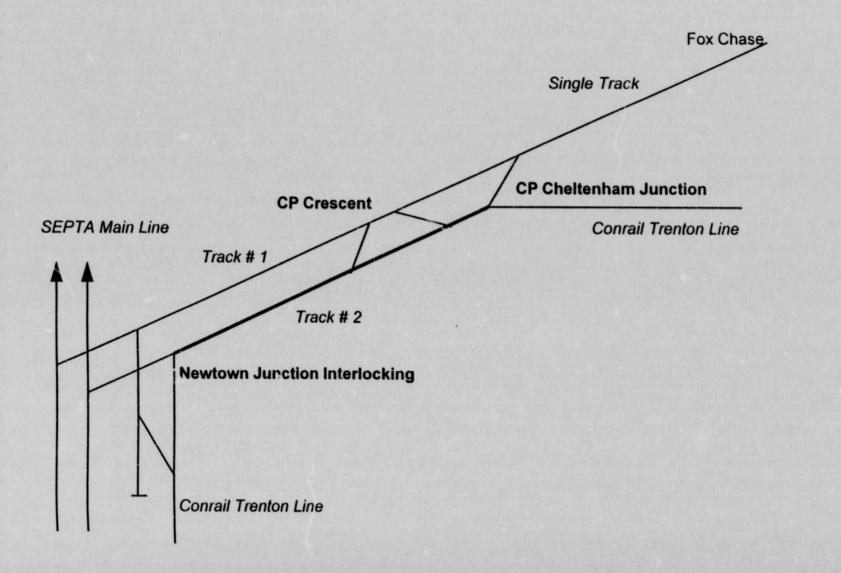




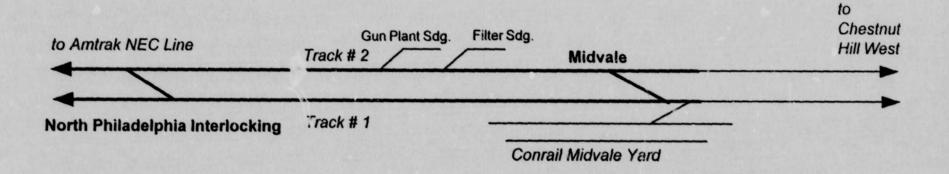
R6 Norristown Line



R8 Fox Chase Line



R8 Chestnut Hill West Line

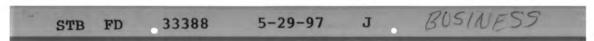


Line	Segment	Owner- ship	Total Weekday SEPTA Trains	Average Weekday - Conrail Trains	Track Separation	Time Separation	Joint Operation	Recommendation
R1 Airport	60th Street to 90th Street	City	74	0.6	Unfeasible due to frequency of SEPTA and Conrail service, plus prohibitive costs associated with achieving track separation.	Possible	None if Conrail can be restricted to operate between 1.00 am and 5.00 am.	It is recommended that SEPTA initiate negotiations to separate traffic on a time basis. Conrail would be restricted to operate during SEPTA Airport Line off service hours.
R2 Warminster	Glenside to Warminster	SEPTA	44	0.5	Not leasible	Already in effect.	None	Continue time separation
R3 Modia	Arsenal to Cane	SEPTA	54	0.4	Not feasible	Already in effect. Amtrak's stone train to Glen Mills is not currently time-separated.	None	Continue time separation for Conrail trains Restrict the Amtrak stone train to the same time frame as Conrail trains.
R3 West Trenton	Woodbourne to West Trenton	Conrail	54	10.4	Possible through reconfiguration of the connection of the Morrisville Line at Wood and relocation of the MU yard at West Trenton.	Unfeasible due to high SEPTA and Conrail service densities during peak periods.	N/A	Recommend separation of traffic from Woodbourne to West Trenton. This option requires construction of a flyover connecting the Morrisville Line to track 2 of the West Trenton Line at Woodbourne. Wood and Trent Interlocking would need reconfiguration to remove the crossovers between tracks 1 and 2 Also a facing point interlocked crossover south of present Wood Interlocking would need to be built to connect track 1 and 2. This would allow SEPTA trains to operate exclusive <i>i</i> on track 1 between the Woodbourne area and West Trenton and Conrail on track 2. To deal with the car storage requirements at West Trenton, the SEPTA Yard would need to be relocated to be adjacent to track 1
R3 West Trenton (continued)	Neshaminy to Woodbourne	Conrail	54	1.6	Not feasible	Feasible	N/A	Time separation.

SEPTA / Conrail Separation of Traffic: Recommendations

Line	Sagment	Ownarship	^_Total Weekday SEPTA Trains	Average Weekday Conrail Trains	Separation	Time Separation	Joint Operation	Recommendation
SEPTA Mainiine	Glenside to Lans / Doyles	SEPTA	75	1.2	Not feasible	Already in effect.	N/A	Time separation.
R8 Norristown	Kalb to Ford	SEPTA	50	11.6	Possible with major changes to the line's operation.	Not feasible due to the volume of SEPTA and Conrail traffic through the area.	N/Å	Recommend to change the terminus of the Norristown Line from Eim Street to Norristown TC. To achieve track separation, a facing point crossover from tracks 2 to 1 south of Ford Street is needed. SEPTA would then operate single track from that point on to Norristown TC, a distance of 0.5 miles. In addition, replacement for parking space lost at Main and Elm Street Stations and MU storage facilities must be provided in the vicinity of Norristown TC. This scheme also eliminates any conflicts on the single track (Kalb to Elm) between SEPTA and Conrail trains bound to the Stony Creek Branch or Lansdale area
Rs Norristown (continued)	Ford to Miquon	SEPTA	50	08	Not feasible	Freight trains may be time separated.	N/A	Time separation.
R8 Fox Chase	NX to Cheltenham Jct.	Conrail	48	6.7	Feasible	Not feasible due to aggreagate high frequency of freight and passenger trains.	N/A	It is recommended that full separation be achieved through construction of an additional track (passing siding) from north of Olney Station to Cheltenham Junction. This scheme would give SEPTA a single track from Newtown Junction to just north of Olney (1.2 miles) and two tracks from that point on to Cheltenhem Junction (1.5 miles). From that point the line would operate on a single track, as it presently does, to Fox Chase Provisions must be made for the reconfiguration of Cheltenhem Junction and Newtown Junction interlockings including the replacement of the movable point frog at Newtown Junction with a regular crossover. This new configuration also allows removal of the physical connection between SEPTA and Conrait trackage at Newtown Junction.

Line	Segment	Ownership	Total Weekday SEPTA	Avérage Weekday Conrail Trains	Track Separation	Time Separation	Joint Operation	Recommendation
R8 Chastnut Hill Wast	North Philadelphia Io Midvale	SEPTA	68	2.5	Unfeasible	Possible	Possible	The Conrail shifting that occurs on this segment is tied in with operation of the Budd plant. SEPTA management should initiate dialogue with Conrail to ascertain feasibility and desirability of separating operations on a time basis.
Stony Creek	Dale to Lansdale Yard	SEPTA	NA	18	Feasible, with track reconfiguration.	Unimely	N/A	Track separation which is recommended can be ochieved by introducing changes in track configuration and Conrail operations between Dale interlocking and Conrail's Lansdale Yard Freight and passenger operations can be separated by having Lansdale bound Conrail trains from the Stony Creek use the Industrial track exclusively from the junction of the Stony Creek and Mainline north. Access to the Conrail Yard can be accomplished either trough track re-configuration or a change in present operations to use the crossover north of Lansdale Station from the industrial track to the Running track, followed by the use of a turnout which presently connects the Running track to the north end of the froight yard. It also requires the removal of the crossover at Dale interlocking and installation of a new interlocked turnout at a point south of the punction between the Stony Creek and the Mainline. SEPTA trains would operate as they presently do, except that trains would operate over a single track from south of Lansdale Station to the proposed new turnout just south of the present junction with the Stony Creek.



Fili in Docket Board 72-33388



Office of the Chairman

Burface Transportation Board Washington, 0.0. 20423-0001

June 10, 1997

Mr. Larry J. Brock President **Brock Scrap Steel** P.O. Box 720 220 West King Street Cumberland, MD 21502

Dear Mr. Brock:

Thank you for your letter supporting 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 proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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 warra ted here given the nature and scope of the environmental issues that are likely to be raised. Applicants intend to file their control application with the Board on June 16, 1997. Because this proceeding is pending before the Board, it would be inappropriate for me to comment on the specific merits of 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 Linda J. Morgan



P.O. BOX 720 · 220 WEST KING STREET · CUMBERLAND, MARYLAND 21502 · 301-777-0820 · FAX 301-777-0541

Ms. Linda Morgan, Chairman Federal Surface Transportation Board 1201 Constitution Avenue, NW Washington, DC 10423-0001

SURFACE 2 S 3 38 IORGA 20 22

Dear Madam Chairman:

The CSX-Norfolk Southern division of Conrail will encourage competition throughout the eastern U S. and into the mid-west markets. It does not grant one company unfair advantage over the other and thus market forces will ensure quality service to customers and the region as a whole.

The division of Conrail, as detailed in the application, will also be fair to the many communities who depend upon these two companies for jobs. The resulting two rail companies will utilize and strengthen their existing operations and continue to provide economic benefits to many communities, like Cumberland, Maryland.

Sincerely

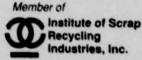
Larry J. Brock President

cc:Mr John Snow, Chairman and CEO CSX Corporation

The Honorable Roscoe Bartlett U.S. House of Congressman

Mr. A.R. Carpenter, President and CEO CSX Transportation

The Honorable Barbara Mikulski United States Senate



The Honorable Paul Sarbanes United States Senate

The Honorable Casper R. Taylor, Jr. Speaker of the House

The Honorable Parris Glendening Governor, State of Maryland

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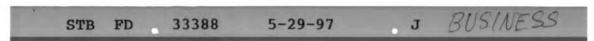


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File in Docket Burface Transportation Board 28-33388



Office of the Chairman

Washington, 8.0. 20423-0001

June 10, 1997

Mr. Paul F. Rasmussen Manager, Commodities Procurement Universal Foods Corporation 433 East Michigan Street P.O. Box 737 Milwaukee, WI 53201

Dear Mr. Rasmussen:

Thank you for your letter expressing concern over 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 suggest that the question of "open access" be considered. The proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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 fai, opportunity for all interested parties to participate in the proceeding and a timely resolution of this case. Applicants now intend to file their control application with the Board on June 16, 1997. Because this proceeding is pending before the Board, it would be inappropriate for me to comment on the specific merits of the case, or the specific issues you raise 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) Linda J. Morgan

UNIVERSAL foods CORPORATION CHAIRMAN HORGAN

May 23, 1997

SURFACE

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35

Hon. Linda J. Morgan, Chairman **Surface Transportation Board** The Mercury Building 1925 K. Street N.W. Washington, DC 20423-0001

Dear Ms. Morgan:

Last week, I had the occasion to meet David Levan, the current Conrail Chairman of the Board, and had the opportunity to pose a question to him concerning the acquisition of Conrail by CSX Transportation and Norfolk Southern Corporation. I asked whether the many congressmen who have interest and will be questioning the acquisition will be familiar with the term "open access." He said surely they did not, but that the Surface Transportation Board knows and understands the concept.

My purpose in corresponding with you is to suggest that the Board enhance the value of the acquisition by proposing "open access" to all facilities and locations jointly served by lines subject to the acquisition.

As you know, the prime area of Conrail, i.e. Baltimore, Philadelphia, Pittsburgh, Newark, is historically, non-competitive, captured rail locations.

To foster real growth and competition in the East, the entire area should be open, and that the acquiring railroads establish reasonable absorbed switching charges to handle competitive traffic.

I am enclosing a copy of my original statement to the Board that sets forth my qualifications.

Sincerely,

Paul 7 Rasmus

Paul F. Rasmussen Manager, Commodities Procurement

PFR/jam

UNIVERSAL Foods CORPORATION

May 12, 1997

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

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

Dear Secretary Williams:

My name is Paul F. Rasmussen. I am Manager, Commodities Procurement for Red Star Yeast & Products, a division of Universal Foods Corporation, 433 E. Michigan St., Milwaukee, WI 53202. I have been in my current position since 1988, and have worked in the transportation field for over thirty (30) years.

In my position, I am responsible for the purchasing and transportation of the basic raw material at four locations. Red Star Yeast owns and operates the largest yeast manufacturing facility in the world, located on Conrail, in Baltimore MD. I am corresponding to offer my company's support of the CSX and NS application to acquire Conrail and to request the STB expedite the proceedings for the acquisition of Conrail by these two outstanding railroads.

Red Star Yeast is the largest producer of bakers yeast in North America. The basic raw material in the process is molasses, a by-product of the domestic and foreign sugar industry. Molasses is a commodity that is ideally suited to rail transportation because of its shipping characteristics and relatively low value. Red Star Yeast ships approximately 2,000 railcars, annually, in shipper leased tank cars.

Red Star Yeast & Products believes the proposed acquisition of Conrail would be in the shipping public's best interest, and the economics of transportation achieved through the acquisition will allow Red Star to compete more-effectively in the United States and globally. We strongly urge the Board to approve this application for two reasons detailed below:

1.) We believe that the acquisition of Control by CSX and NS will produce better service and more competitive pricing. With CSX and NS we will be able to take advantage of more single line routes from the South and the Midwest. Vernon A. Williams May 12, 1997 Page 2

It has been my experience that the fewer number of railroads involved in a route the more cost-effective the shipment will be. Competition between two strong railroads will be heightened.

2.) We are convinced that the Conrail acquisition will increase rail business in the East. Increased service and improved maintenance on CSX and NS will divert numerous trucks from already overcrowded highways to intermodal service. Because the East will be served by two (2) strong railroads of approximate size and scope of operations they will be able to achieve greater efficiencies, will return more rail susceptible products to the rails promoting more long term capital investment, and will ensure that rail service grows in the future.

In conclusion, Red Star Yeast & Products division of Universal Foods Corporation supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel the acquisition is the best course of action to improve service in the East, promote the growth of rail usage and enhance operating efficiencies.

Sincerely,

Paul 7 Rasmusser

Paul F. Rasmussen Manager, Commodities Procurement

PFR/jam

I, Paul Rasmussen, declare under penalty of perjury, that the foregoing is true and correct.

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

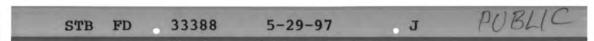
Paul 7 Kasmuss

Paul F. Rasmussen Manager, Commodities Procurement Red Star Yeast & Products A Division of Universal Foods Corporation

Executed this 13 day of May, 1997.

My commissions expires July 9, 2000.

Kachleen Ostaj





Office of the Chairman

Surfare Transportation Board Bashington, B.C. 20423-0001

File in Nocket 7/8-33388

June 6, 1997

Mr. J.H. Stewart P.O. Eox 92 Toledo, OH 43697

Dear Mr. Stewart:

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. The proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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. Applicants now intend to file their control application with the Board on June 16, 1997.

You express a poern over the impact of the proposed transaction on rail employees. In deciding whether a coutrol transaction such as the one being proposed here is in the public interest, the Board by law must consider the interest of rail carrier employees affected by the proposed transaction. Let me assure you that the Board will give fill consideration to the interest of affected rail employees, as well as the other factors required by law, in deciding whether to approve the proposed transaction. Because this proceeding is pending before the Board, however, 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

1976 GOVERMENT MADE CONRAIL TO STOP AN MONOPLY NOW PO NOT VOTE FOR LSK + NS TAKE OVER IT'S ALL ABOUT MONEY - TODAY WORTH MORE DEAD Than ALIVE - This is A BAD DEAL FOR ALL including THE CONSUMER - CONRAIL is MAKING MONEY

Dear

I am writing this to you with my concerns over the merger - break up of Conrail, by the CSX and Norfolk Southern railroads.

It is my belief that if our government does not voice there concerns for our livelihood, that the CSX and/or the NS will have a massive job cut and /or abandonment of parts of our rail system in the states of Indiana, Michigan, Illinois and Ohio.

If you will look into the past history of mergers-take overs, you will find that we, the people that make the railroads what they are, and the effect we have on the local economies, have been grossly mistreated by the dominating railroad.

Look what happened to the people on the Wabash, when the Norfolk Southern took them over. Also look what happened to the 90,000 plus employees, now around 20,000, that Conrail had April 1, 1976. ALSO I SPENT 14 YEARS LAIDOFF 1880-1994

What kind of future we have will hinge on the involvement and interest, that our State Representatives have in this breakup of Conrail. The future of local economies, as well as unrelated jobs in these effected area's, will also be effected by any aversive action by the other railroads.

I am asking that you and any other of your political friends, take a long hard look at this up coming proposal, and make sure of the sincerity of the CSX and NS railroads are 100% and not the normal cloak that the big business (railroads) so often wear. We know these people, and how they can hide the truth. It's GREED, pure and simple!

For our families and our brother employees, in other jobs, please take action and get involved!

J H Stewart Po Box 92

TOLEDO, OHIO NOD

Sincerely,

P.S. DO NOT CREATE AN CSX + NS

monoply

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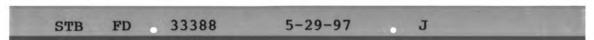
AULTEL BUREACETVERUE

43697 to 9 62 AVH

CHAIRHO

STEWART If Not Delivered, Return to Box 92 TOLED OHO 43697 SURFACE TRANSPORTATION BOARD 127 2 9 1997 -1925 K ST N.W. WASHINGTON, D.C. 20423

ATT. LINDA JAPAORGAN





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

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 Noriolk 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 Contrail 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 railroa (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.

David M. pulsiis Engineer - Conrail Columbres drid

ce: Congressional Delegation

KEY-CON FUELS 682 PHILADELPHIA SYREET 2ND FLOOR INDIANA, PENNSYLVANIA 15701

MAILING ADDRESS P.O. BOX 68 INDIANA, PA 15701

(412) 357-1721 FAX (412) 349-8363



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

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

VERIFIED STATEMENT OF ROBERT W. WAGNER KEY-CON FUELS

My Name is Robert W. Wagner and I am Manager - Fuels Purchasing for Key-Con Fuels, which is a function of the Keystone-Conemaugh Project Office. I have held my current position for seven months. Prior to this, I was a Fuel Procurement Agent in this same organization for nearly four years. My position is accountable for the economic purchase and delivery of fuel (coal, oil, and natural gas) and limestone from market sources for delivery to Keystone and Conemaugh Generating Stations. This includes the development and implementation of fuels purchasing, contracting, and quality policies and procedures. I also develop, negotiate, and administer all spot, short-term, and long-term contracts for competitive market-based fuel and limestone supply, along with the rail transportation to support their delivery to the stations. This includes negotiating rail rates, developing rail contracts, establishing train loading and shipping schedules, and ensuring adherence to schedules to optimize compatibility with the stations as well as suppliers.

The Keystone-Conemaugh Projects are two large coal-fired electric generating stations located in the bituminous coal fields of Central Pennsylvania. Coal is delivered to both stations by truck and rail from independent coal producers in the surrounding region and by conveyor belt to the Keystone Station from nearby mines whose production is dedicated exclusively to their use. The stations consume approximately nine million tons of coal each year which comprises about 15% of Pennsylvania total annual coal production. Each station has two generating units. Total generating capacity of the four units is 3.4 million kilowatts. Key-Con Fuels is a fuels purchasing function established in 1988 by the Station Owners. This function, as part of the Projects Office, contracts for all of both stations' coal requirements outside of the long-term dedicated (mine-mouth) coal agreement at Keystone Station.

The Keystone Generating Station is located near Shelocta, Pennsylvania, while the Conemaugh Generating Station is located near New Florence, Pennsylvania. Both stations are currently served by Conrail, with Keystone Station also having access to origins served by the CSX Railroad. During 1996 our facilities received 5.8 million tons of coal, of which 3 million tons was from rail origins. Keystone Station received nearly 1.6 million tons of coal, of which almost 153,000 tons was delivered via rail. Conemaugh Station received approximately 4.2 million tons of coal during 1996, of which nearly 2.9 million tons was delivered via rail. This is in excess of 30,000 carloads of coal that was unloaded at these facilities during the past year. Costs to transport this coal exceeded \$9 million, which is a significant portion of the all-in fuel cost used to dispatch the stations. Coal for both stations originates from locations in Central and Western Pennsylvania and Northern West Virginia. In addition to coal, Conemaugh Station also receives limestone for use in the flue gas desulfurization (FGD) operation. During 1996 the station received in excess of 300,000 tons of this commodity, which originates in Michigan. The stone is transported by water to Conneaut Dock, where it is loaded onto Bessemer and Lake Erie Railroad (B&LE) cars and power units for delivery to Shenango, which is the interchange with Conrail. From here, Conrail power pulls the loaded B&LE cars to Conemaugh Station. On occasion, the limestone empties are re-loaded with synthetic gypsum, which is the waste product from the FGD process, for backhaul to Conneaut Dock and an eventual end user.

Rail transportation is vital to our operation and the current uncertainty with regard to Conrail's future makes it exceedingly difficult for us to engage in long range or even intermediate range planning. The Board can assist Key-Con Fuels by eliminating this uncertainty as soon as possible, and that can best be accomplished by handling this proceeding as expeditiously as practicable. The sooner the Board renders its decision on the disposition of Conrail, the sooner we can resume needed planning for our future transportation needs.

I, Robert W. Wagner declare under 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 28^{TH} day of MAY, 1997.

By: Jobet W Wage



May 28, 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 Consolidate Rail Corporation, STB Finance Docket No. 33388

> Verified Statement on behalf of Outokumpu American Brass, Inc. Finance Docket No. 33388

My name is Jeffery L. Burghardt. I am the Materials Manager of Outokumpu American Brass, Inc. My business address is P.O. Box 981, 70 Sayre Street, Buffalo, New York 14202. As Materials Manager, my responsibilities include planning for rail service and negotiation of rail contracts.

Outokumpu American Brass, Inc. operates three (3) facilities at the following locations: Buffalo, New York; Kenosha, Wisconsin and Franklin, Kentucky. We produce copper and copper alloys at each of these locations. In 1996, we received 40,000 tons of this product by rail.

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

OUTOKUMPU AMERICAN BRASS, INC.

Mailing address P.O. Box 981 Buffalo, N.Y. 14240-0981 USA Tel. +1 716 879 6700 Fax +1 716 879 6892 Street address 70 Sayre Street Buffalo, N.Y. 14207-2299 USA

Copper Products Business Area Competitive rail service is important for Outokumpu American Brass. There is a distinct need for balanced rail competition in the East. Outokumpu American Brass must compete on a global basis. Both our domestic and international competitor look for cost savings whenever possible. Because transportation expenses are a significant cost item for Outokumpu American Brass, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers in the optimum for our needs. Seamless service, equipment utilization and systems synergies are highest when there are two carriers of comparable size and scope.

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

Very truly yours,

125

Jeffery L. Burghardt Materials Manager

cc: R.D. George/Norfold Southern Corp.

DuPont Sourcing Wilmington, DE 19898

QU POND.

DuPont Sourcing

May 27, 1997

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

STB Finance Docket 33388

Dear Secretary Williams:

This notice is sent to request that E. I. Du Pont de Nemours and Company be included as a Party of Record to Surface Transportation Board Finance Docket No. 33388, <u>CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation</u> and Norfolk Southern Railway Company—Control and Operating Leases/Agreements— Conrail Inc. and Consolidated Rail Corporation.

DuPont is a research and technology-based global chemical and energy_company offering high-performance products based on chemicals, polymers, fibers and petroleum. Committed to better things for better living, DuPont serves worldwide markets in the aerospace, agriculture, ap arel, automotive, construction, electronics, packaging, refining and transportation industries.

Sincerely,

Charles N. Be pen Director, Globe stribution CSB-6607D

/ev 050297



Office of the Chairman

5-29-97

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

Filen Dockit 7A-33388

June 10, 1997

Mr. James Natoli **Director of State Operations** State of New York **Executive Chamber** Albany, NY 12224

Dear Mr. Natoli:

Thank you for your subsequent letters 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. As you know, the proceeding is docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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. Applicants intend to file their control application with the Board on June 16, 1997. Because this proceeding is pending before the Board, it would be inappropriate for me to comment further on the specific merits of the case.

I am having your letters made a part of the public docket in this proceeding. If you would like further information regarding the appropriate procedures for becoming a party of record in this case, please contact the Board's Office of Public Services at 202-565-1500. 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 Linda J. Morgan



STATE OF NEW YORK EXECUTIVE CHA BER ALBANY 12224

GEORGE E. PATAKI GOVERNOR

JAMES G. NATOLI DIRECTOR OF STATE OPERATIONS

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CHAIRMAN HORGAN

May 23, 1997

Ms. Linda Morgan, Chairwoman Surface Transportation Board 12th Street and Constitution Avenue, N.W. Washington, D. C. 20423

Dear Ms. Morgan:

Earlier this month I wrote you in regard to the Norfolk-Southern and CSX Corporations' proposal to shorten the Surface Transportation Board's hearing process for their acquisition of Conrail (STB Finance Docket No. 33388). New York supported a 365 day schedule.

In the last two weeks new information has come to my attention concerning the advantages and disadvantages of a shorter process. In particular, we have been able to secure more information on some of the aspects and consequences of an abbreviated process. The new information has allayed some of New York's concerns about how effective a shortened evaluation can be. CSX has been especially helpful to us in this manner.

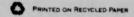
We have concluded a full evaluation of the merger can be done in 280 days. Though the shorter process will be more demanding on the affected parties who will be active, including New York, we now feel the condensed process can be thorough. With this condition possible, our principal concern is satisfied.

Accordingly, we support a 280 day hearing process. We believe the goals of a thorough process and a concise process are compatible.

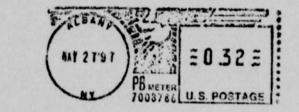
Yours truly, 4 Natoli

James Natoli Director of State Operations

JGN:sm



STATE OF NEW YORK DIRECTOR OF STATE OPERATIONS EXECUTIVE CHAMBER ALBANY NY 12224



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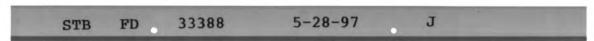
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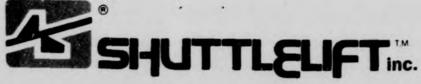


Ms. Linda Morgan, Chairwoman Surface Transportation Board 12th Street and Constitution Avenue, N.W. Washington, D. C. 20423

FIRST CLASS

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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 Pete Spude, and I am Service Manager of Shuttlelift, Inc. PO Box 66, Sturgeon Bay, WI 54235. I have held my present position for 5 years. My duties are to provide parts and service support 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 Courail, 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 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 well known in the industry, as are its strong commitments to growth and service.

49 E. Yew St. P.O. Box 66 Sturgeon Bay, Wi 54235-0066 Phone (414)-743-8650 Telex: LIFTS STGB 260056 FAX (414) 743-1522 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, Pete Spude, declare under 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,

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SHUTTLELIFT, INC.

bude

Pete Spude Service Manager

PS/pab

AUTO RAIL SERVICES INC.

Steve Renne President 3022 Lake Forrest Drive Greensboro, NC 27408



May 7,1997

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

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

Dear Secretary Williams:

My name is Sieve Renne. I am the President for Auto Rail Services Inc. . My office address is 3022 Lake Forrest Drive, Greensboro, NC 27408. In my position, I am responsible for the overseeing of all operations. I have been in my current position since 1988, and have worked in the automobile industry for 25 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.

Auto Rail Services Inc. is a mid-sized automobile handling company operating at 16 facilities nation wide, with annual volumes of 3.5 million vehicles. Our facilities are serviced by CSX, NS, BNSF and CP railways. We have a diverse customer base with operations that include destination facilities, mixing centers, and plant origin loading sites. Our company operates in the highest quality manner specifically designed around safety.

I, Steve Renne, declare under 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 seventh day of May, 1997

Nerne

Steve Renne

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



Taylor Environmental Products, Inc.

"Helping protect our environment"

May 23, 1997

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



Dear Mr. Williams:

My name is Scott Crawford, and I am a Regional Sales Manager for Taylor Environmental Products, Inc., a manufacturer of wastewater treatment systems for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not just be rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with wastewater treatment system needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

Sincerely,

Scott Crawford (

Regional Sales Manager

I, Scott Crawford, declare under 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

Scott Crawford, Regional Sales Manager



Taylor Environmental Products, Inc. 628 Old Robinson Road Louisville, Mississippi 39339-9099 Phone (601) 773-3421 / Fax (601) 773-7139



Taylor Environmental Products, Inc.

"Helping protect our environment"

May 23, 1997

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



Dear Mr. Williams:

My name is Tom Knox, and I am General Manager of Taylor Environmental Products, Inc., a manufacturer of wastewater treatment systems for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not just be rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with wastewater treatment system needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

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Tom Knox neral Manager

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

Executed this day of May, 1997.

Tom Knox, General Manager



Taylor Lavironmental Products, Inc. 628 Old Robinson Road Louisville, Mississippi 39339-9099 Phone (601) 773-3421 / Fax (601) 773-7139





P.O. BOX 1482 / 1926 W. GWINNETT ST. / SAVANNAH, GA. 31402

TEL. (912) 232-4413 FAX (912) 233-0355

May 21, 1997

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

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

Dear Secretary Williams:

As CEO of Southern Paper Recovery, I am writing you today to urge your board's approval of the proposed acquisition of Conrail by CSX and NS.

Southern Paper Recovery, located at 1926 W. Gwinnett Street, Savannah, GA 31401, has been in the paper recycling business for the past 20 years. We ship and receive some 60,000 tons of paper and paper products via both CSX and NS annually.

I strongly feel that the improved efficiencies from the acquisitions will be beneficial to our company. The acquisitions would produce better, faster, more reliable service and make the railways more competitive with trucking. This last is particularly important in our industry.

Thank you for your time. We at Southern Paper Recovery hope you will move with all due haste to approve this acquisition.

I, Dexter Elliott, declare under 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.

L E Ellet

Dexter Elliott



BEFORE THE SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388

CSX CORPORATION, ET AL.

MEMORANDUM BY OHIO MINING & RECLAMATION ASSOCIATION

Ohio Mining and Reclamation Association is a association of coal mining companies in Ohio. We represent approximately 90% of the tonnage produced in Ohio.

.....

The following is our Memorandum in opposition to the Petition for Waiver:

1. The Waiver Petition is premised on the notion that the proposed transaction is in the public interest. The Waiver request is on the fairly complex transaction that involves splitting up of the Conrail properties between CSX Corporation and Norfolk Southern Corporation.

The Waiver request may not be in the public interest but the interest of my members.

Therefor there should be a detailed presentation and an opportunity to review the same before the determination by interested parties as the effect it would have on their transactions.

Conclusion

The Board should decline to waive its rules requiring three months' notice before filing. Instead, it should advise NS and CSX of its concern that the acquisition price is far too high and therefor may affect the public interest, and that we should have a complete filing and time to study the same.

- -)

Respectfully submitted,

OHIO MINING & RECLAMATION ASSN.

N.S. Tolu BY:

NEAL S. TOSTENSON, THEIR ATTORNEY REG. # 0009625 7077 GLENN HWY. RD., BOX 1376 CAMBRIDGE, OH 43725 (614) 439-2842



VENTURA GRAIN CO., INC. 148 LONGMEADOW ROAD TAUNTON, MA 02780

TEL: (508) 824-7292 FAX: (508) 824-5177

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

My name is Paul J. Ventura. I am the President for Ventura Grain Co., Inc. My business address is 148 Longmeadow Road, Taunton, MA 02780, 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 get Conrail" appears to be fair and equitable.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner that has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers 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 increase market penetration to areas in which we've been unable to compete adequately.

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

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

Sincerely,

Paul J. Ventura President, Ventura Grain Co., Inc.

PJV.jmk

STIMSON LUMBER COMPANY Sales and Marketing 520 S.W. Yamhill, Suite 325 Portland, OR 97204-1359 (503) 295-0951 (800) 445-9758 fax: (503) 295-1849



May 19, 1997

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

VERIFIED STATEMENT OF STIMSON LUMBER

33388

Dear Mr. Williams:

My name is Phil Carter and I am the Traffic Manager of Stimson Lumber Company. I have worked in the lumber industry for over 20 years. I am responsible for coordinating the rail traffic out of Stimson's lumber and Plywood mills. This includes negotiating favorable rates with our carriers, routing and rating shipments, assuring that our mills have a sufficient flow of equipment and generally making certain Stimson products are delivered to our customers in excellent condition and in a timely manner.

Stimson Lumber Company consists of nine mills located in Oregon, Washington and Montana. These facilities are presently served by the Burlington Northern, Montana Rail Link and the Union Pacific (Southern Pacific). We sell to customers across the United States, including the East Coast. As a result we deal with all of the major rail lines in the U.S.. During 1996 we utilized box cars, flats, center beams and trailers. Destinations included, but were not limited to, points south to California and beyond Chicago, Memphis, Denver and Houston. Stimson Lumber averages shipping approximately 30 loads of lumber and plywood per day via rail.

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

Page 1

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

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

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

Sincerely,

phil Canter

Phil Carter Traffic Manager Stimson Lumber Company

PC/mpc



VERIFIED STATEMENT OF

G & D TRANSPORTATION, INC. FINANCE DOCKET NO. 33388

HOME 0. FICE 309•699•4556

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 Bernie Giacabazi and I am the V.P. Marketing and Sales for G & D Transportation, 314 Wesley Road, Creve Coeur, Illinois. I have held my present position for 8 years. My duties include responsibility for Sales Marketing of Intermodal drayage to industries and shiplines.

G & D is a motor carrier with 48 state authority. We are also a drayage company and operate a container yard in the Peoria area. We work with NS in Chicago, Peoria, and Decatur, IL. We also work with CSX 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 and 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 will 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 as a CSX to acquire Conrail should be approved by the STB.

Sincerely,

cal Tognard

Bernard Giacabazi V.P. Marketing & Sales G & D Transportation, Inc.

IL TOLL FREE 800•637•1426

U.S. TOLL FREE 800+451+6680

FAX 309+699+7528

SEATTLE 12400 51st PLACE SOUTH SEATTLE, WA 98178 (206) 763-3312 ATLANTA 5690 RIVERVIEW ROAD MABLETON, GA 30059 (404) 505-0039 SAN DIEGO 6855 CALLE DE LINEA SAN DIEGO, CA 92173 (619) 671-2100



CONEX FREIGHT SYSTEMS, INC.

FINANCE DOCKET NO. 33388

May 23, 1997



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

Dear Mr. Williams:

My name is MICHAEL W. KELLER, and I am President and CEO of CONEX FREIGHT SYSTEMS, INC. 550 S. Alameda St. Compton, California 90221. I have held my present position for 21 years. My duties include oversight of the organization's role as a large freight forwarder of imported merchandise at the U. S. West Coast destined for U. S. interior.

CONEX FREIGHT SYSTEMS, INC. is a multi-faceted transportation company. We ship intermodal traffic in the following lanes throughout the United States: U. S. West Coast to Texas, Illinois, New York, Georgia, Memphis and Ohio. NS serves the Southern and Ohio Valley lanes, while CR services the Northeast lanes, and CSX serves the Southern and Tennessee Valley lanes. During 1996, we shipped 8,000 containers/trailers within these lanes.

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



Page 2

Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carrier. They must be carriers which are of comparable size and scope, and provide a competitive service.

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

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

I, MICHAEL W. KELLER, declare under 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,

CONEX FREIGHT SYSTEMS, INC.

Michael W. Keller President

mwk/ssm



SERVISTEEL CORPORATION

4920 French Creek Road Lorain, Ohio 44054 (216) 277-7276 Cleveland Line (216) 871-1251 FAXline (216) 871-3317

Verified Statement on behalf of Servisteel Corp. Finance Docket #33388

May 22, 1997

33388

The Honorable Vernon A. Williams Office of the Secretary Case Control Branch Surface Transportation Board ATTN: STB Finance Docket #33296 1201 Constitution Avenue, N.W. Washington, D.C. 20423-0001

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

Dear Sir:

Please regard this letter as our company's support of the acquisition and division of Conrail by NS and CSX. Since our facility is located on an NS line we would welcome the benefit of increased market access for single line rail transportation. We are currently receiving approximately 5000 tons monthly from AK Steel in Middletown, Ohio, which is currently being serviced by Conrail.

In addition, Servisteel receives rail shipments from LTV Cleveland, LTV - Indian Harbor, Geneva Steel - Utah, Gulf States Steel - Alabama, Nucor Steel - Blytheville, AK, and ships material to Lima, Ohio, Counce TN, and various other steel service centers throughout the midwest. We have had a great deal of difficulty securing enough rail cars to service current needs and see a potential benefit in a merger of NS and Conrail, simply because of the availability of more cars.

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Our experience with NS has been ongoing for over 25 years and we have, generally speaking, been very satisfied with their service. We see no reason why they would not be able to provide the same or even better service of any Conrail lines they acquire.

Sincerely,

W.E. Harwell Chairman



May 28, 1997

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

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

> Verified Statement of James D. Youngblood Manager - Transportation & Logistics GE Appliances

In Support of 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

I am James D. Youngblood, Manager-Transportation and Logistics for GE Appliances, where I have been employed for 20 years. I have served in my current position for the last ten years, and have total transportation responsibility for inbound and outbound movement of both parts and materials and finished goods for our various factory and warehouse locations.

GE Appliances is a leading manufacturer of household appliances, including refrigerators, ranges, dishwashers, laundry products, waste compactors, air conditioners, and disposal units. We have factory locations in Louisville, KY; Bloomington, IN; Decatur, AL; LaFayette, GA; as well as subsidiary factories in Mexico and Canada. In addition, we have eight major distribution warehouses located throughout the United States which are rail served. We are, therefore, a major user of rail transportation with over 25,000 railcar and 15,000 intermodal shipments annually.

As Manager of Transportation, I am fully aware of our transportation requirements and the service levels provided by our network of carriers. I am equally aware of the service required by our customers which necessitates continuous service improvement by the railroads to remain competitive in our business. It is with this background that I support the CSX and NS proposal to acquire Conrail and urge the Board to promptly approve their application.

It is our belief the merged systems will provide faster, more reliable delivery through the use of shorter single line routes and dedicated corridors. We are confident these improvements will be realized in both boxcar and intermodal service. We also anticipate improved equipment availability through the combined assets of these companies and are confident the proposed northeast rail network will assist the railroads in reducing total cost which will permit both CSX and NS to be more competitive with over-the-road trucks.

We believe the proposed merger will provide significant cost and service benefits to GE Appliances and our customers and, therefore, fully support the application.

Yours very truly

James D. Youngblood Manager - Transportation and Logistics

VERIFICATION

STATE OF Kentucky)

COUNTY OF Jefferson)

James D. Youngblood, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

James D. Youngblood Name typed

Subscribed and sworn to before me this 28th day of May 1997

Ruth menie Cakley,

My Commission Expires:

10-19-99

LAW OFFICES

ZUCKERT, SCOUTT & RASENBERGER, L.L.P.

888 SEVENTEENTH STREET, N.W. WASHINGTON, D.C. 20006-3939 TELEPHONE : (202) 298-8660 FACSIMILES: (202) 342-0683 (202) 342-1316

ANDREW R. PLUMP

May 28, 1997

BY HAND

Michael J. Dalton Section of Environmental Analysis Surface Transportation Board Room 528 1925 K Street, N.W. Washington, DC 20423-0001



Re: Finance Docket No. 33388 Construction Projects Subject to Norfolk Southern Petition for Waiver of 49 C.F.R. § 1180.4(c)(vi)

Dear Mr. Dalton:

As discussed, enclosed you will find more detailed descriptions of the three construction projects that are the subject of Norfolk Southern's pending Petition for Waiver of 49 C.F.R. § 1180.4(c)(vi), suitable for inclusion in the public docket. These projects involve construction of connections at Alexandria, IN, Bucyrus, OH, and Sidney, IL. We are enclosing a more comprehensive narrative description of each of the projects, as well as a revised drawing of the Bucyrus project (which reflects some changes in track alignment for this connection).

Very truly yours Andrew R. Plump

Enclosures

Alexandria, Indiana (reference NS drawing TA-87-0003)

A northeast quadrant connection is proposed consisting of two (2) #10 remote controlled power turnouts, and 750 feet of new trackage constructed to NS mainline standards. Proposed operating speed will be 10 mph. The typical roadbed section will be 32 feet wide between the shoulder points of the cut or fill section constructed from 12° of compacted sub-ballast placed upon prepared soil sub-grade.

The easterly point of switch is to be located approximately 585 feet west of NS milepost SP-190 on the Frankfort District of the Lake Division. This is just west of the existing Black Street road crossing (DOT ID# 474602A). The northerly point of switch will be located approximately 4,220 feet south of CR milepost 153. This location is just north of the existing Berry Street road crossing (DOT ID# not available).

Development along the existing NS and CR routes at this location is a moture of commercial properties, interspersed with low density residential properties. This existing development has significantly limited the alignment alternatives available for the proposed connection. The proposed alignment was specifically chosen to minimize impact on residential properties.

The proposed alignment will require one (1) parcel of property currently occupied by a small scrap yard. This commercial facility is bounded by Curve Street on the east, Berry Street on the north, NS 's line on the south, and CR's line on the west and encompasses approximately 2.5 acres. This area is indicated as the hatched portion of the reference drawing. The existing entrance to the scrap facility is from Curve Street, near the intersection of Water Street. The scrap yard is adjacent to and faces residential properties on Berry and Curve Streets. The scrap yard is surrounded by a sheet metal privacy fence, and contains a small masonry structure. NS proposes to purchase this property and/or relocate the existing business. The parcel would then be entirely cleared. All material generated during clearing will be disposed of off site. Any portions of the site not utilized by the new track would be appropriately graded and revegitated.

Topographically, the existing NS and CR right-of-ways, and the property proposed to be acquired are generally flat. The proposed connection will require minimal changes in existing ground elevations for roadbed construction. Any fill material, if required, will be obtained off-site. Surface runoff is currently handled to natural water courses by existing side ditches. Drainage from proposed new trackage will be handled in a like fashion. No net increase in surface runoff is anticipated.

NS believes that the proposed connection can be constructed with little physical impact on adjacent properties. If deemed aesthetically necessary, NS will construct a natural or man-made visual buffer to the northeast of the proposed track between Berry and Curve Streets.

The Berry and Black Street road crossings are currently single track crossings protected by crossbucks. The proposed new connection track will make these double track crossings. No new road crossings will be required. If it is deemed appropriate based on accepted criteria (such as highway traffic counts, rail traffic volume, or clear sight distances) NS will improve the level of protection afforded at these two (2) road crossings.

All proposed construction activities (including all required demolition and site preparation) at this location will be performed by NS or its assigned sub-contractors in full compliance with all applicable Federal, State, and Local regulations governing such activities.

Bucyrus, Ohio (reference NS drawing TA-67-0074 R1)

- -

A southeast quadrant connection is proposed consisting of two (2) #15 remote controlled power turnouts, and 2,126 feet of new trackage constructed to NS mainline standards. Proposed operating speed will be 20 mph. The typical roadbed section will be 32 feet wide between the shoulder points of the cut or fill section constructed from 12° of compacted sub-ballast placed upon prepared soil sub-grade.

The southerly point of switch is to be located approximately 4630 feet north of NS milepost S-62 on the Sandusky District of the Lake Division. This is just south of the existing East Warren Street road crossing (DOT ID# 481564K). The easterly point of switch will be located approximately 425 feet west of CR milepost 200. This location is just west of the existing Whitestone Street road crossing (DOT ID# not available).

Development immediately to the east of the existing N8 right-of-way is solely of a commercial . nature. These parcels consist of a building supply company which occupies a former railway freight warehouse (masonry and frame structure), and a vacant former railway depot (cut-stone and frame). Both these parcels were historically solely railway usage with all property associated with these structures at one time being roadbed or driveways. All trackage has been removed.

Development immediately to the south of the existing CR right-of-way consists of low density residential parcels of which the rear (north) property lines abut the south aide of the existing roadbed fill, and one commercial property. The commercial property is a construction company office (one story - frame building) and material yard. The commercial property was at one time a domestic use coal yard and had rall service. All trackage has now been removed.

The southerly portion of the proposed alignment (station 3+50 to 11+00) will require acquisition of the entire parcel containing the building supply company, the eastern portion of the parcel occupied by the former depot, and the entire parcel occupied by the construction company yard. These are indicated as the hatched area on the reference drawing. The total acreage proposed to be acquired is estimated to be approximately 3.5 acres.

The easterly portion of the proposed alignment (station 11+00 to 24+67) will utilize the existing roadbod fill which is sufficiently wide to permit the installation of an additional track parallel to the CR (to be CSX) main track on the south side. No additional roadbed fill or property will be required for this portion of the new connection

NS proposed to obtain the above properties and/or relocate the existing businesses. All existing structures will be demolished, and the parcels entirely cleared. All material generated will be disposed of off site.

Topographically, the existing NS and CR right-of-ways are generally at grade with the properties to be acquired. The CR roadbed is on a low fill (6' typical) eastward toward Whitestone Street, with the exception of area immediately adjacent the highway underpase at Highland Avenue. The proposed roadbed will be at grade from station 0+00 to 7+00 (Rensselaer Street). Through the construction company parcel, station 7+00 to 11+00, the proposed roadbed will be on low fill increasing to height of 6' at the intersection with the existing CR roadbed fill. All required fill material will be obtained from off alte. The area to the north/west of the proposed roadbed will be filled and sloped as necessary to prevent ponding of water. To south/east of the proposed roadbed will be contoured to blend with adjoining properties and revegitated. Existing surface drainage channels and storm sewers will be used to handle surface runoff as no net increase is enticipated from the proposed new construction.

(continued)

Bucyrus, Ohio (continued)

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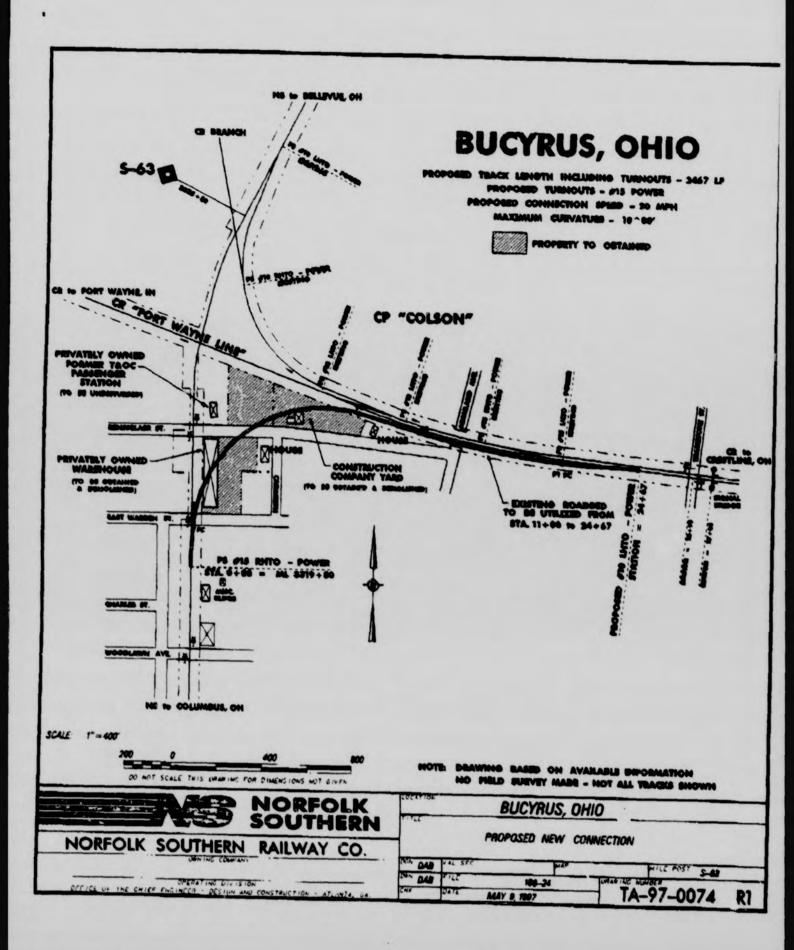
- -

NS believes that the proposed connection can be constructed with little physical impact on adjacent properties. If deemed aesthetically necessary, NS will construct a natural or man-made visual buffer to the west of the residential property at the corner of Catherine and Rensselaer Streets.

- - - - -

The East Warren Street road crossing (NS) is currently a single track crossing protected by flashers. The proposed new connection track will make this a double track crossing. A new single track crossing will be required at Renaselaer Street located approximately 230 feet east of the existing flasher protected Renaselaer Street (NS) road crossing. It is proposed to install flashers and gates at all three (3) of these locations.

All proposed construction activities (including all required demolition and site preparation) at this location will be performed by NS or its assigned sub-contractors in full compliance with all applicable Federal, State, and Local regulations governing such activities.



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Sidney, Illinois (reference NS drawing TA-97-0063)

A connection permitting operation westward on NS to southward on the Union Pacific (UP) is proposed. The connection will be constructed in the southwest quadrant of the grade separated (NS over UP) rail crossing, due to unavoidable obstructions (major electric utility substation and operational farm) in the southeast quadrant. The connection is proposed consisting of two (2) #15 remote controlled power turnouts, and 2,915 feet of new trackage constructed to NS mainline standards. Proposed operating speed will be 25 mph. The typical roadbed section will be 32 feet wide between the shoulder points of the cut or fill section constructed from 12° of compacted sub-ballast placed upon prepared solf sub-grade.

The easterly point of switch is to be located approximately 4,005 feet west of NS milepost D-327 on the Lafayette District of the Illinois Division. This is just west of the existing bridge carrying NS over the UP. The southerly point of switch will be located approximately 2,790 feet south of the centerline point of the above mentioned bridge along the UP track (milepost unavailable).

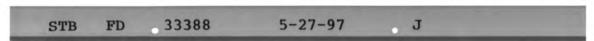
The proposed connection will require a continuous 100 foot wide right-of-way strip approximately 2,650 feet in length (6.10± acres). The property proposed to be acquired consists of cultivated farm land, bordered by mixed deciduous woods along the UP right of way line. It is bounded by NS's line to north, the UP's line to east, and Illinois State Route 522 to the west. No residential development exists within 1,500 feet of the proposed alignment in the quadrant being utilized.

Topographically, the quadrant to be utilized for the connection is generally flat, but trending toward the south. The existing NS roadbed fill is approximately 6' above the field elevation. The UP roadbed is ascending toward the south, and is in a cut section at the NS / UP bridge. The proposed southerly point of switch is just south of the transition point where the UP exits this cut section. The proposed connection roadbed will be on low fill (6' typical) at the north end descending at approximately 0.50% to the south end. The extreme southerly portion of the connection may involve a low cut as the roadbed transitions to meet the UP grade. Proposed fill material will be obtained from the property to be acquired or from off site borrow locations. Surface runoff is currently handled by natural water courses and existing side ditches along the railway roadbeds, flowing southward toward a tributary of Salt Creek. Dreinege from proposed new trackage will be handled in a like fashion. No significant increase in surface runoff is anticipated.

NS believes that the proposed connection can be constructed with little or no physical impact on adjacent properties. No aesthetic mitigation's are deemed necessary for this connection. If required by property seller(s), standard right-of-way fencing may be installed along the proposed connection.

No existing road crossings are impacted by this connection. It is proposed to maintain access to the farm land, which will become land locked by NS and the UP, by means of a paved private farm crossing(s).

All proposed construction activities (including all required demolition and site preparation) at this location will be performed by NS or its assigned sub-contractors in full compliance with all applicable Federal, State, and Local regulations governing such activities.



CLERK - TREASURER Patricia C. Hunt CHIEF OF POLICE Monte Poling CHIEF OF FIRE William Mangas CITY ATTORNEY Linda Stemmer



MAYOR Perry E. Miller COUNCIL MEMBERS Patrick Cook John Mendenhall Roberta Bennett Dan Vinson

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

May 20, 1997

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

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

Dear Secretary Williams:

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

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

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

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

Sincerely, Very E. Mille

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





Court House Built 1877

May 22, 1997

George Lusby

Scott County Judge/Executive P.O. Box 973 Court House, Main Street Georgetown, Kentucky 40324



Telephone (502) 863-7850 Fax (502) 863-7852

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

Dear Mr. Williams,

It is my pleasure to support 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.

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.

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.

Sincerely,

George Fusky

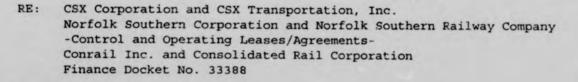
George Lusby Scott County Judge/Executive

City of Morristown

Mayor J. B. SHOCKLEY

May 19, 1997

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



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 Morristown has a longstanding relationship with Norfolk Southern and Southern Railway prior to 1982. As the railroad grew and prospered, so did Morristown. 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.

Sinceral

J.B. Shockley, Mayor

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

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

P.O. Box 1499 • Morristown, Tennessee 37816-1499 • Phone: (423) 581-0100 • Fax (423) 586-1205

KENNETH R. LUCAS County Judge-Executive (606) 334-2240

LARRY J. CRIGLER County Attorney (606) 586-9950



IRENE PATRICK Commissioner District 1

SHIRLEY MEIHAUS Commissioner District 2

OFFICES OF THE FISCAL COURT HAROLD L CAMPBELL Commissioner District 3

May 21, 1997

P.O. Box 900 Burlington, KY 41005 FAX (606) 334-3105

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

Dear Mr. Williams:

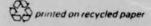
We in Boone County wholeheartedly support the proposed acquisition and control of Conrail by CSX and Norfolk Southern. Kentucky's industrial, business, and agricultural interests must have access to reliable rail transportation, and this transaction will result in tremendous benefits.

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.

Whether the commodity is coal, motor vehicles, metals, minerals, chemicals or grains, it is shipped by rail in Kentucky. These

"WORKING TO KEEP BOONE COUNTY TOPS IN KENTUCKY"



Mr. Vernon A. Williams

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. And with CSX along 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 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 act, the sooner Kentucky will be able to enjoy the benefits of this new balanced and stronger rail system.

Sincerely,

_ Sucar

Kenneth R. Lucas County Judge/Executive



Office of the County Judge Executive

Lewis H. Warrix, County Judge Executive



1137 Main Street Jackson, Kentucky 41339 (606) 666-3800, FAX (606) 666-3824

May 22, 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:

We in Breathitt County, Kentucky agree with the Commonwealth of Kentucky and wholeheartedly support 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.

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. And 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 balanced and stronger rail system.

Sincerely,

Lewis H. Vartix **County Judge Executive**

Copies:

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

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

/kb



BILL SCRIMAN

May 22, 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 Souther 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 Commonweath'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.

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

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,

unan

William D. Gorman Mayor



KENTON COUNTY JUDGE/EXECUTIVE

CLYDE MIDDLETON

May 22, 1997

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



Dear Mr. Williams:

The County of Kenton, the keystone of the Northern Kentucky arch, strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern, as referred to in Finance Docket No. 33388. It is critical to this important region of Kentucky that industry, business and agriculture all have access to reliable rail transportation, and this transaction will surely result in tremendous benefits to us.

Northern Kentucky is in critical need of this third leg to our three legged stool: air transport, road transport and rail transport. At the present time, the Cincinnati/Northern Kentucky International Airport, the second largest hub in the entire Delta Airlines System, provides access to most of North America with direct flights. The road system connects I-71 from Cleveland, Ohio, I-75 from Detroit, Michigan and I-74 from Indianapolis, Indiana and beyond, with the southern connections to Louisville, Chattanooga, Tampa and Miami.

The strengthening of our rail connections as envisioned in the above acquisition would complete the role of this important region in transportation throughout the United States.

We believe that robust competition will be brought to a broader area after the approval of this transaction, as CSX and Norfolk Southern continue the active competition that exists wherever they operate today. We believe that a balanced rail system in the East will result with two truly strong railroads. This will in turn result in better, faster and more reliable service; improved efficiency; and better interchange with other regions for all Kentucky customers.

We are aiready well served by CSX in delivering raw materials to Kentucky industries, and for moving our finished products to the rest of the nation, and hence to the world. The proposed acquisition will provide our freight shippers

with single line access to many more customers and suppliers, and as indicated above will provide a link to other forms of transportation in a true Intermodel System.

Along with the benefits outlined above, we expect the enhanced transportation service resulting from this transaction to generate significant economic growth in Northern Kentucky. Through the Tri-County Economic Development Corporation, Northern Kentucky has really come into its own in the past ten (10) years, and the completion of this vastly improved rail link will aid our continuing efforts to bring heavy industrial growth to the area. This is critical not only to the three counties of Northern Kentucky, but to the economy of the entire Commonwealth of Kentucky.

Because the value of this acquisition is so significant to Northern Kentucky, I urge the Surface Transportation Board to review the application expeditiously, and to give it their approval. The private sector in Northern Kentucky is ready to take advantage of this new market reach and transportation efficiencies as promised by the proposed acquisition of Conrail. As just one example, Northern Kentucky has recently become the headquarters of TMNA (Toyota Motor Manufacturing of North America), and as you are aware Toyota is a substantial user of rail transportation in their manufacturing and distribution activities. Your early action on this proposal will bring about early enjoyment of the benefits of this new balanced and stronger rail system to all Kentuckians.

Very truly yours,

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CLYDE MIDDLETON KENTON COUNTY JUDGE/EXECUTIVE

CM/cb

cc: Mr. Thomas L. Preston, Chairman Preston Group Inc.

> Mr. John W. Snow, Chairman CSX Corporation

Mr. Jay Westbrook, Resident Vice President CSX Corporation

Mr. Pete Carpenter, President and Chief Executive Officer CSX Transportation

GENE MCMURRY CARROLL COUNTY JUDGE/EXECUTIVE

CARROLL COUNTY COURTHOUSE SECOND FLOOR CARROLLTON, KENTUCKY 41008 (502) 732-7000

EQUAL EMPLOYMENT OPPORTUNITY



May 22, 1997

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

Carroll County has 4 major industries that utilize CSX, Gallatin Steel, North American Stainless, Dow Corning and Elf Atochem. We expect the enhanced transportation service resulting from the proposed transaction to generate significant economic growth for these industries. Such growth is crucial to us because it creates new jobs for Kentucky's residents. And 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,

Der Mis Mung

Gene McMurry Carroll County Judge/Executive

HUNTINGTON

Mr. Vernon A. Williams

1925 K Street, N.W.

Surface Transportation Board

Mayor Jean Dean

Secretary

OFFICE OF THE MAYOR

City Hall • P. O. Box 1659 • Zip 25717 (304) 696-5540 • FAX (304) 696-4493



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 wholehearted support of the City of Huntington, WV for the proposal which is being brought before the Surface Transportation Board in the captioned proceeding. The City of Huntington'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 opportunities in the City of Huntington. Such expanded opportunities are crucial to the community as it creates new jobs for Huntington residents and residents of the West Virginia-Ohio-Kentucky tri-state region. I also anticipate that the transaction will result in more railroad jobs on the expanded CSX and Norfolk Southern rail systems.

In addition to the direct and indirect benefits which will accrue to Huntington, West Virginia by virtue of the proposed acquisition of Conrail by CSX and Norfolk Southern, the enlarged CSX and Norfolk Southern 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. The diversion of freight traffic from highways to railroads would help reduce highway congestion to more acceptable levels while benefitting air quality in the region. Mr. Vernon A. Williams Page 2 May 20, 1997

In conclusion, the City of Huntington urges the Surface Transportation Board to approve the application filed in the captioned proceeding as expeditiously as possible, thereby enabling our residents to begin realizing the benefits of the improved rail service which will result from the proposed transaction.

Sincerely

Jean Dean Mayor Huntington, West Virginia

JD/dck

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cc: John Snow, Chairman, CSX Corporation Tim Hensley, Resident Vice President, CSX Transportation

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VILLAGE OF FAIRMONT CITY DEPARTMENT OF POLICE

2601 NORTH 41ST STREET . FAIRMONT CITY, IL 62201 - 2537

TELEPHONE: (618) 874-6100

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ALEX J. BREGEN VILLAGE PRESIDENT

SCOTT E. PENNY CHIEF OF POLICE

May 20, 1997

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

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

Dear Secretary Williams:

I am writing to express my strong support for the planned control on Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket. Illinois's industrial, business and agricultural interests need the best possible rail transportation options and increased market reach at potentially lower costs.

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

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

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

Sincerely.

alex J. Burger

Mayor Alex J. Bregen



Commonwealth of Kentucky

HOUSE OF REPRESENTATIVES

JOHN VINCENT

STATE REPRESENTATIVE 100TH LEGISLATIVE DISTRICT P.O. BOX 417 ASHLAND, KY 41105-0417 HOME (606) 325-0952 OFFICE (606) 329-8338





May 23, 1997

Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street NW 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 my full support for the proposed acquisition and control of Conrail by CSX and Norfolk Southern. Northeastern Kentucky's industrial, business, and agricultural interests must have access to reliable rail transportation, and this transaction will result in tremendous benefits.

CSX is a critical link delivering raw materials to Kentucky industries and 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. By eliminating many of the troublesome interchanges, the acquisition will result in better, faster, more reliable service; improved efficiency; and a broader geographic reach for Kentucky customers.

We expect the enhanced transportation service resulting from the proposed transaction to generate significant economic growth. Such growth is crucial to us because it creates new jobs for Kentucky's residents, and this growth is likely to have a dramatic effect on rail jobs here as well. The Raceland car Vernon Williams May 23, 1997 Page two

shop and Russell yard employ over 1,000 of our citizens with a payroll of almost \$45 million. Across Kentucky, CSX employs nearly 4,000 with a payroll of \$179 million. Whether the commodity is coal, motor vehicles, metals, minerals, chemicals, or grain, many of our residents take part in moving it by rail through Boyd county.

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 my district will be able to enjoy the benefits of this new balanced and stronger rail system.

Sincerely,

John Vincent State Representative

JV:jy

CC: Mr. John W. Snow Mr. Jay S. Westbrook Commonwealth of Kentucky

HOUSE OF REPRESENTATIVES Frankfort, Kentucky 40601



May 23, 1997

72 Collins Dr. Wittensville, Kentucky 41274 Home (606) 297-3152 Frankfort 1-800-372-7181 (502) 564-8100

COMMITTEES Transportation, Chairman Transportation Budget Sub-Committee Natural Resources and Environment Labor and Industry



HUBERT COLLINS State Representative 97th District Johnson, Martin, and Magoifin Counties

> Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street NW 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 my wholehearted support for the proposed acquisition and control of Conrail by CSX and Norfolk Southern. Kentucky's coal and other industrial interests must have access to reliable rail transportation. Without question, this transaction will result in tremendous benefits.

CSX is a critical link delivering coal to the nation's generators of electricity. In addition, Kentucky industries depend on CSX to deliver the Commonwealth's finished products to the rest of the nation and the world. The acquisition of Conrail will eliminate many troublesome interchanges resulting in better, faster, more reliable service; improved efficiency; and a broader geographic reach for Kentucky customers. Kentucky's freight shippers will have 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 May 23, 1997 Page two

Coal, motor vehicles, metals, minerals, chemicals, and grain are all shipped by rail in Kentucky and are vital to the continued health of the Commonwealth. We expect the enhanced transportation service resulting from the proposed transaction to generate significant economic growth in these and other areas. This crucial growth is likely to create new jobs for Kentucky's residents and may have a dramatic effect on rail jobs here as well. Railroad jobs are significant in Kentucky as CSX employs nearly 4,000 Kentuckians with an annual payroll of \$179 million.

I urge the Surface Transportation Board to review the application swiftly 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 benefits of this new balanced and stronger rail system will be welcome in the Commonwealth.

Sincerely,

Hubert Collins

State Representative

HC:jy

CC: Mr. John W. Snow Mr. Jay S. Westbrook



STATE OF INDIANA

HOUSE OF REPRESENTATIVES

THIRD FLOOR STATE HOUSE.

DAVID N. FRIZZELL B310 HILL GAIL DRIVE INDIANAPOLIS, INDIANA 46217-4813

1997-98 COMMITTEES: LABOR AND EMPLOYMENT, RRM COMMERCE AND ECONOMIC DEVELOPMENT ECONOMIC OCOUTH AND REGULATORY RELIEF PUBLIC HEALTH

May 19, 1997

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

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

Dear Secretary Williams:

My name is David N. Frizzell. I am an Indiana State Representative elected to District 93 in Indianapolis, Indiana. I wish to express my support for the proposed acquisition of Conrail by Norfolk Southern and CSX.

I am personally aware of the quality and reputation of Norfolk Southern. I have had the opportunity to be associated with professionals from Norfolk Southern. They are truly individuals of integrity and they serve their community well. In addition, Norfolk Southern's strong and effective industrial development efforts have proven to be invaluable to many areas in Indiana.

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

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

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

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

Sincerely. ingell

David N. Frizzell State Representative

DNF/db

Charles Swinford Judge/Executive

Harrison County Courthouse, • Cynthiana, Kentucky 41031 606/234-7136

May 27, 1997

Mr. Thomas L. Preston, Chairman The Preston Group, Inc. 450 Old East Vine Lexington, KY 40507

Dear Mr. Preston,

Enclosed is a copy of a letter that was submitted in January concerning the acquisition of Conrail by CSX and Norfolk South in.

If you need further information at this time, please feel free to contact my office.

Charles Sevenford

CHARLES SWINFORD Harrison County Judge Executive

Enclosure

Charles Swinford Judge/Executive

Harrison County Courthouse, • Cynthiana, Kentucky 41031 606/234-7136

January 21, 1997

Burns & McDonnell 9400 Ward Parkway Kansas City, Missouri 64114

RE: Norfolk Southern Proposed Acquisition of Conrail

The impact will be negligible on the people of Harrison County and we feel Norfolk Southern's operation of Conrail will greatly help the shipping of goods. There will be no environmental impact and we feel noise levels will be the same as they are at present. This will benefit all involved.

Sincerely,

Charles Swingord

CHARLES SWINFORD Harrison County Judge Executive

CS/at

Emerald Trucking Services, Inc. 4800 S. Central Ave. Chicago, IL 60638 (708) 563-9320 Fax: (708) 563-9350

- Cool - Contraction

Verified Statement of Emerald Trucking 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 Patrick O'Malley and I am President of Emerald Trucking Services, Inc. I have held my present position for a half of a year.

Emerald Trucking Services, is an intermodal transportation company that does crosstown and local pick up and delivery services. We work with NS at their Chicago locations. In addition, we work with Conrail and the Union Pacific at their Chicago locations.

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

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. 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, Patrick O'Malley, declare under 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,

Patrick O'malley Patrick O'Malley

Patrick O'Malley President Emerald Trucking Services, Inc.