

STB

FD

33388

5-27-97

J

COPE

# BESTWAY Express Inc.

Phone: 716-875-6565

FAX: 716-875-1100

PO Box 733

Grand Island, New York 14072

MAY 19, 1997



MR. VERNON A. WILLIAMS  
SECRETARY  
SURFACE TRANSPORTATION BOARD  
STB FINANCE DOCKET NO. 33388  
1925 K STREET N.W.  
WASHINGTON DC 20423-0001

VERIFIED STATEMENT OF  
COPE/BESTWAY EXPRESS, INC.  
FINANCE DOCKET NO. 33388

MY NAME IS MICHAEL COPE, AND I AM PRESIDENT OF  
COPE/BESTWAY EXPRESS, INC.; 500 GRAND ISLAND BLVD; TONAWANDA,  
NY. I HAVE HELD MY PRESENT POSITION FOR 20 YEARS.

WE PRESENTLY PERFORM THE MAJORITY OF ALL INBOUND AND  
OUTBOUND DRAYAGE AT THE N.S. FACILITY IN BUFFALO, NY.  
COPE/BESTWAY MAINTAINS 2 CY YARDS IN BUFFALO, NY FOR HYUNDAI,  
MITSUI, HANJIN, OOCL, YANG MING AND A FEW OTHERS.

ON ANY GIVEN WEEK WE SHIP INTERMODAL TRAFFIC ON ALL  
MAJOR RAILROADS AND ALL LANES THROUGHOUT THE UNITED STATES.  
COPE/BESTWAY EXPRESS ALSO HAULS A LARGE VOLUME OF U.S. MAIL  
FOR CONRAIL AND BESTWAY DIST. SERVICES (a division of  
Cope/Bestway) HANDLES BOX CAR WORK (AUTOMOTIVE, PAPER, WHEY,  
ETC.) OUT OF OUR TWO (2) WAREHOUSE FACILITIES. DURING 1996,  
WE SHIPPED OVER 26,000 CONTAINERS/TRAILERS WITHIN THESE  
LANES.

WE BELIEVE THAT HAVING 2 RAILROADS IN BUFFALO, NY WILL  
BRING IN MORE COMPETITION AND MORE EQUIPMENT, BOTH OF WHICH  
WE NEED DESPERATELY.

IT IS MY UNDERSTANDING 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 CONRAIL. OPENING CONRAIL MARKETS TO  
SERVICE BY TWO RAIL CARRIERS OF COMPARABLE SIZE AND SCOPE,  
EACH WITH ITS OWN TRACKS AND TERMINALS, WILL OFFER US THE  
ADVANTAGES OF COMPETITIVE SERVICE AND PRICING WITHOUT



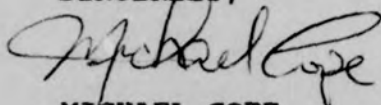
FRAGMENTING THE MARKET AND HURTING SERVICE. FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST, AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER WHICH OWNS ITS FACILITIES. AND, THE RAIL CARRIERS WHICH WILL COMPETE IN THE NORTHEAST WOULD NOT BE JUST ANY RAIL CARRIERS. THEY MUST BE CARRIERS WHICH ARE OF COMPARABLE SIZE AND SCOPE, AND PROVIDE A COMPETITIVE SERVICE.

IN ADDITION TO THE COMPETITIVE REASONS STATED ABOVE, MY COMPANY WOULD WELCOME THE EXTENSION OF NS SERVICE INTO THE NORTHEAST. NS'S CAPITAL INVESTMENT IS ITS INTERMODAL FACILITIES AND SERVICE ARE WELL KNOWN IN THE INDUSTRY, AS ARE ITS STRONG COMMITMENTS TO GROWTH AND SERVICE. FURTHER, WE HAVE BEEN IMPRESSED WITH NS'S COMMITMENT TO SAFETY, AS EVIDENCED BY ITS EVIDENCE OF CONTINUED SUCCESS IN WINNING THE HARRIMAN AWARD.

TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE APPLICATION OF CSX AND NS TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB.

I, MICHAEL COPE, 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,



MICHAEL COPE  
PRESIDENT - COPE/BESTWAY EXPRESS INC

CC: CLAY BOUQUIN, NS - BUFFALO, NY

# Robins Interstate Carriers

1879 Federal Parkway  
Columbus, Ohio 43207  
(614) 443-2500  
Fax (614) 443-2881



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

Dear Mr. Williams

My name is Frank W. Robinson, owner of Robins Interstate Carriers, 1879 Federal Parkway, Columbus, Ohio 43207. We have been in the trucking business for about nine month's as a common carrier, our specified area is in intermodal transportation, the first company to embrace our company was Norfolk & Southern. As owner, I am also in charge of operations, and have been helped tremendously by the management and staff at N & S Columbus terminal. Robins Interstate Carriers is working with Customs Brokers, Shipping Lines, Norfolk & Southern, and Conrail Railways, and Import-Export customers in our business. We have also moved some Railvans.

Based upon our experience in trying to provide the services that are described above and working with the railroads, we would like to express our support of Norfolk & Southern and CSX in their effort to acquire Conrail, and then divide the Conrail system. We believe there is a need for competition in the area served by Conrail, and for two competing railroads in the Northeast which own their own tracks and facilities. For too long customers which ship or receive products into and out of the Northeast have had the service of only one rail carrier, many times this means prices are non-competitive and service tends to suffer. While there may have been a historical

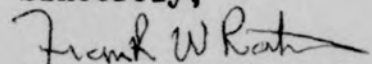
reason for insulating northeastern railroading from competition that time is past, and it is time for customers interested in the market to have service by more than one rail carrier which owns its own facilities, and these carriers should be comparative in size, scope and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong systems already, should promote the growth of the intermodal traffic, which will in turn enhance my business as a carrier both in interstate and intrastate commerce. Norfolk & Southern's rail facility in Columbus is excellent, and they have shown a desire to make strong capital investments in all its intermodal facilities and service. Further, we have been impressed with Norfolk & Southern's commitment to safety, as evidenced by continued success in winning the Harriman Award

To summarize, I believe that approval of the application of N & S and CSX to acquire Conrail should be approved by the STB.

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

Sincerely,



Frank W. Robinson,

Owner

Robins Interstate  
Carriers.

TELEPHONE 706/283-5402  
1-800-241-8792  
FAX 1-706-283-4758

# Keystone Memorials, Inc.



P.O. BOX 6077

DESIGNERS AND BUILDERS  
OF FINE MEMORIALS

ELBERTON, GEORGIA 30635

May 20, 1997

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



RE: STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to urge you to approve the joint acquisition of Conrail by CSX and Norfolk Southern. My company ships approximately 540 to 600 carload of granite curbing annually by rail, and so a healthy and efficient rail system is in our company's best interests.

The transaction will give the expanded CSX system broader geographic coverage, giving my company the opportunity to reach new markets and to serve present customers more efficiently. The transaction may also create new opportunities for single-line service, and should result in better overall service. Finally, the transaction can be expected to improve rail car supply and locomotive utilization, to the benefit of all customers who use rail.

Stability and reliability of transportation is critical to our logistics management. The friendly acquisition of Conrail by CSX and Norfolk Southern is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

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

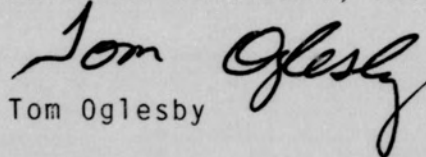


Vernon A. Williams  
May 20, 1997  
Page 2

I, Tom Oglesby, 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 the 20th day of May, 1997.

Yours truly,

KEYSTONE MEMORIALS, INC.

  
Tom Oglesby

T0:er

# FRANKLIN INDUSTRIAL MINERALS

May 19, 1997



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

HEADQUARTERS  
612 TENTH AVENUE NORTH  
NASHVILLE TENNESSEE 37203

**RE: CSX Corporation and Norfolk-Southern  
Application to Control and Operate  
Lines of Consolidation Rail Corporation**



Dear Secretary Williams:

My names is Robert C. Freas. I am Senior Vice President, Franklin Industrial Minerals Company, with offices at 612 Tenth Avenue North, Nashville, Tennessee 37203. In this position, I am responsible for our marketing and transportation activities including over 10,000 cars per year in out-bound rail shipments of mineral products. I have been in my current position for 12 years and in the mining and minerals processing industry for over 25 years. I am writing in support of the CSX and NS application to acquire Conrail.

Franklin Industrial Minerals is a producer of chemical grade limestone used as a raw material in a number of industrial and agricultural applications. We have ten locations operating in six states and ship over 5 million tons of mineral products annually. Primary industries supplied include glass and fiberglass manufacturing, asphalt roofing shingle and animal feed manufacturers, water and waste treatment systems, the chemical industry, and carpet producers. We have two plants which originate shipments on the Norfolk-Southern and two originating on the CSX. We also have plants located on the BNSF and utilize a substantial volume of trucks.

Franklin is supporting the proposed acquisition of Conrail by the two referenced carriers because we believe that it will offer us competitive access to new markets and that it will benefit our customers. Therefore, urge the Surface Transportation Board to approve this application. We see the following specific benefits to approval:

1. The acquisition of Conrail by both the Norfolk-Southern and CSX will allow us single line access to destinations wherein we could not compete due to the additional costs associated with multi-line moves. This includes shipments which could potentially originate on either carrier for destinations in Indiana and Ohio.
2. We believe that single line service, and system wide consolidation will lead to better power distribution and availability, and as a consequence more reliable service. We would further expect that this would also result in better car utilization and availability.

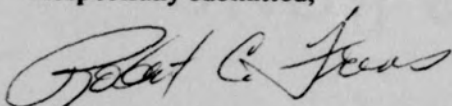
Williams-Surface Transportation Board  
CSX-NS Consolidation of Conrail  
May 19, 1997

3. Finally, we support the application because we expect the consolidation from three railroads to two, and the extended single line service to result in more efficient and consistent service via more direct car routings. Transit times are critical to our business, and we believe that the implementation of this application will contribute to more stable, and possibly more competitive transportation pricing.

In summary, Franklin Industrial Minerals supports this application and the proposed distribution of trackage. We firmly believe that it will contribute to increased competitive access into the former Conrail service area which will benefit manufacturers in that area.

I, Robert C. Freas, 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.

Respectfully submitted,



Robert C. Freas  
Senior Vice President

Sworn this day 19th of May, 1997

Notary LaVerne M. Wright  
Commission expires 9-26-98



**northAmerican®**  
**Fleet Service**



**VERIFIED STATEMENT OF**  
**NORTH AMERICAN VAN LINES**  
**FLEET SERVICE DIVISION**

**FINANCE DOCKET NO. 33388**

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

Dear Mr. Williams:

My name is John Bowman, and I am Vice President of Fleet Service, a Division of NorthAmerican Van Lines, at 4808 Kroemer Rd., Ft. Wayne, IN. 46818. I have held my present position for two years. In addition to directing the maintenance operations for NorthAmerican Van Lines, my duties include the direction of 22 Mobile Maintenance facilities at the Norfolk Southern Intermodal ramps. We are a contractor who employs 87 Inspectors/Mechanics performing all types of trailer/chassis/container repairs. I oversee the repair operations to ensure all policies and management function with priorities toward safety, customer service, and productivity.

Fleet Service is an equipment maintenance vendor providing equipment repairs for the intermodal market. We work with Norfolk Southern at the following locations:

Atlanta, GA	Alexandria, VA	Birmingham, AL	Buffalo, NY
Charlotte, NC	Chicago, IL	Cincinnati, OH	Columbus, OH
Detroit, MI	Louisville, KY	Georgetown, KY	Greensboro, NC
Jacksonville, FL	Huntsville, AL	Greenville, SC	Kansas City, KS
Knoxville, TN	Memphis, TN	New Orleans, LA	Norfolk, VA
Welland, Ontario, Canada			

Based upon our experience in providing the services described above and working with Norfolk Southern, 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





**northAmerican.**  
**Fleet Service**

company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, 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, John Bowman, 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,

John Bowman  
Vice President  
Fleet Service Division



VERIFIED STATEMENT OF  
NORTH AMERICAN VAN LINES  
FLEET SERVICE DIVISION

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 Charles Newbauer, and I am manager of Intermodal Maintenance for Fleet Service, a Division of North American Van Lines, at 4808 Kroemer Rd., Ft. Wayne, IN. 46818. I have held my present position for five years. My duties include the management of 22 Mobile Maintenance facilities at the Norfolk Southern Intermodal ramps. We are a contractor who employ 87 Inspectors/Mechanics performing all types of trailer/chassis/container repairs. I ensure all repairs are performed in a quality, efficient, and safe manner in accordance with AAR guidelines and Department of Transportation guidelines.

Fleet Service is an equipment maintenance vendor providing equipment repairs for the intermodal market. We work with Norfolk Southern at the following locations:

Atlanta, GA	Alexandria, VA	Birmingham, AL	Buffalo, NY
Charlotte, NC	Chicago, IL	Cincinnati, OH	Columbus, OH
Detroit, MI	Louisville, KY	Georgetown, KY	Greensboro, NC
Jacksonville, FL	Huntsville, AL	Greenville, SC	Kansas City, KS
Knoxville, TN	Memphis, TN	New Orleans, LA	Norfolk, VA
Welland, Ontario, Canada			

Based upon our experience in providing the services described above and working with Norfolk Southern, 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 noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, 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, Charles T. Newbauer, 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,

Charles T. Newbauer  
Manager, Intermodal Maintenance  
Fleet Service Division



# Global Intermodal Logistics

in association with  
Big T Transfer  
MC# 146108

P.O. Box 287  
New Albany, IN 47151-0287  
(812) 285-8455  
Fax (812) 282-0555

May 22, 1997

VERIFIED STATEMENT OF  
GLOBAL INTERMODAL LOGISTICS  
FINANCE DOCKET NO.33388

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



My name is WANDA THACKER, and I am PRESIDENT of GLOBAL INTERMODAL LOGISTICS. I have held my present position for THREE years. My duties include RATE NEGOTIATION AND IN CHARGE OF DAY TO DAY OPERATIONS.

GLOBAL INTERMODAL LOGISTICS is an INTERMODAL MARKETING COMPANY (IMC). We ship intermodal traffic in the following lanes throughout the United States: LOUISVILLE, KY TO VARIOUS INTERMODAL RAMPS IN THE UNITED STATES. NS serves the LOUISVILLE lane, and CSX services the CINCINNATI lane. During 1996, we shipped 540 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. 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 advantage 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,



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

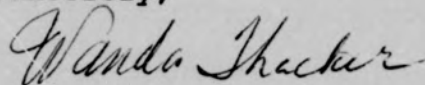
that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are comparable size and scope,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

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

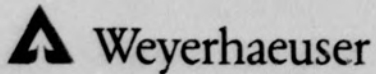
To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, WANDA THACKER, 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,

A handwritten signature in cursive script that reads "Wanda Thacker".

Wanda Thacker  
President



Corporate Headquarters  
Tacoma WA 98477-0001  
Tel (206) 924 2345

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 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:

Attached please find the verified Statement of Weyerhaeuser Company in the above referenced proceeding.

Yours truly,

John B. Ficker  
Regulatory and Contract Manager

**VERIFIED STATEMENT OF  
WEYERHAEUSER COMPANY  
FINANCE DOCKET-NO. 33388  
THE ACQUISITION OF CONRAIL  
BY  
NORFOLK SOUTHERN AND CSX CORPORATION**

This statement is in support of the agreement between the Norfolk Southern and the CSX Corporation to acquire the assets of Conrail Corporation.

My name is John B. Ficker. I am employed by Weyerhaeuser Company as Regulatory and Contract Support Manager. My business address is: Weyerhaeuser Company, Tacoma, Washington, 98477. I am familiar with all of Weyerhaeuser's facilities and its transportation requirements. I have worked in the transportation industry for twenty-seven years, been employed by both shippers and carriers, including the Penn Central Railroad and the Southern Pacific Railroad, and am a registered STB practitioner. I have worked for Weyerhaeuser since 1986 and am authorized to represent Weyerhaeuser before federal and state regulatory bodies and to present this statement on behalf of Weyerhaeuser.

Weyerhaeuser is a multi-facility forest products company with operations across North America. In 1996 annual sales were over \$11 billion. We are engaged in the production, manufacture, distribution and sale of logs, woodchips, lumber, plywood, particleboard, hardboard, oriented strand board, woodpulp, paper, pulpboard, shipping containers, chemicals and related products. We own and operate large mill complexes in Alabama, Arkansas, Georgia, Mississippi, North Carolina, Oklahoma, Oregon, Washington, Wisconsin and the Canadian provinces of British Columbia, Alberta, and Saskatchewan. We also have numerous packaging plants and distribution facilities in most states. We are engaged in major recycling efforts across North America and in 1996 moved over 3 million tons of recycled paper. We also own five Class III shortline common carrier railroads.

Weyerhaeuser is a significant user of rail transportation. Transportation costs are a significant portion of the delivered price of our products. Between forty percent (40%) and fifty percent (50%) of our finished products move by rail. In 1996, our rail bill was in excess of two hundred million dollars (\$200,000,000). Many of our products, because of their shipping characteristics, have limited modal options to key markets and are reliant on dependable, cost efficient rail transportation. Thus, the structure, competitiveness and efficiency of the rail industry directly affects our ability to move our products to the marketplace.

The Conrail, CSX and Norfolk Southern Railroads are critical carriers of our products from our manufacturing facilities to the customers and markets we serve, both in terms of location and costs. We estimate the 1996 combined CSX/NS/CR revenue from Weyerhaeuser was in excess of sixty million dollars (\$60,000,000) for the movement of over thirty-five thousand carloads (35,000) of our products. Thus, the railroad's cost competitiveness and efficiency is of prime concern to us.

Weyerhaeuser has been and remains a strong advocate of competition within and between modes of transportation. We believe that the most effective regulator and driver of the needed competitiveness and efficiency is the marketplace, not regulation. We support this application because we believe that it will introduce and enhance competition in the East, where little or none exists today.

We continue to be concerned, however, that as the number of Class I rail carriers decline, competition between rail carriers will be lessened. We, therefore, urge the Surface Transportation Board to continue to develop and mandate policies that insure vigorous intra-modal competition and would hope that a wide range of options would be considered such as:

- Competitive access
- Access for 3rd party rail marketers
- Continued protection of Short Line Railroads
- Continuation of mandatory car interchange rules

We urge the Board to use the CSX/Norfolk Southern purchase of ConRail as an unparalleled opportunity to lay the groundwork and foundation for a future rail system based solidly on the core principle of marketplace competition. We believe that enlightened policies which encourage competition are a far better answer than legislative solutions which are already being actively discussed by shippers across the country. We have come a long way since deregulation, and the future demands no less of a creative effort. We must insure that our rail system continues to contribute to the vitality and health of all the shippers that make up our nation's economy.

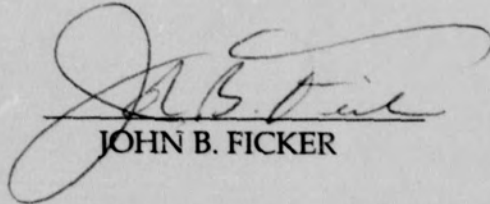


VERIFICATION

STATE OF WASHINGTON)

COUNTY OF KING) SS:

JOHN B. FICKER being duly sworn, depose and say that I have read the foregoing statement, know the facts asserted therein, and that the same are true as stated.

  
JOHN B. FICKER

Subscribed and sworn to before me, a Notary Public, in and for the State of Washington residing at Tacoma WA.

DATED this 23<sup>rd</sup> day of May, 1997.

NOTARY PUBLIC Dalene D. Daschofsky

My commission expires: May 25, 1999





**STETSON AGWAY**  
**122 Myricks St., Berkley, MA 02779**  
**822-6748**



April 1997

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

**VERIFIED STATEMENT**

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

Dear Secretary Williams:

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

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

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

I, Dale L. Stetson, 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 21 day of May, 1997.

Dale L. Stetson  
Owner/Manager  
Stetson Agway

FOR INTERMODAL SUPPLIERS WHO WANT TO INCREASE  
COMPETITION IN THE NORTHEAST

Nicholson Transfer & Storage Co  
841 Ashby Street N.W.  
Atlanta GA  
30318

VERIFIED STATEMENT OF

[NAME OF COMPANY]

FINANCE DOCKET NO. 33388

Nicholson Transfer & Storage  
Co, Inc

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:

Nicholson Transfer & Storage Co Inc

My name is Tom Nicholson, and I am [title] of

[name of company and business address]. I have held my present position for 23 years. My duties include [describe responsibility for intermodal transportation and support and any other duties - be specific].

Nicholson Transfer & Storage Co - Warehousing Company  
[Name of Company] is a [description of the company's involvement in intermodal transportation - motor carrier, ramp operator, vendor - be detailed]. We work with NS as the following locations: Atlanta. In addition, we work with CSX [other railroads] at Atlanta [other locations]. [More detail on specific services provided, special needs, etc. if you can get it]

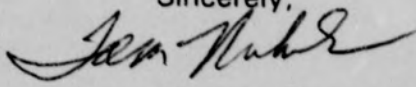
Based upon our experience in providing the services described above and working with various railroads [if applicable], we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory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

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, Tom Nicholson <sup>cannot</sup>, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 5-21-97, 1997.

Sincerely,

 5/21/97  
[Name, title, company]

\* This form letter was sent unsolicited from the  
N-S Corporation and I cannot in good faith testify  
to its accuracy, or whether it is "True and Correct."



# *Astor Products, INC.*

5244 EDGEWOOD COURT  
P. O. BOX 2366 - JACKSONVILLE, FL. 32254

May 15, 1997



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

Dear Mr. Williams,

My name is Denny Courson, and I am Plant Manager of Astor Products, Inc a division of Winn-Dixie Grocery Stores. I have held my present position for 6 years. My duties include plant operations including shipment of our food products to our division warehouses.

Astor Products is a private label manufacturing plant for Winn Dixie stores. We produce and ship coffee, tea & spices by rail to the following locations: Jacksonville, Charlotte, Louisville, Fort Worth, and Hammond, Louisiana.

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

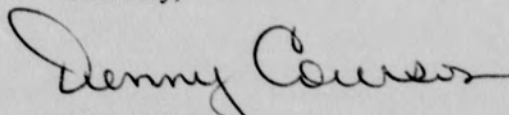


Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in 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, Denny Courson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 21, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Denny Courson".

Denny Courson  
Plant Manager

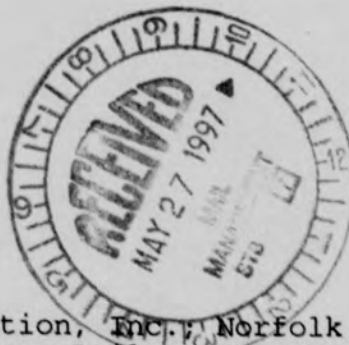
CDC/mjk

**FIRST THERMAL SYSTEMS**

**A Division of Dixstar, Inc.**

**P.O. Box 4756 . Chattanooga, Tennessee 37405 . Phone 423/265-3441 . Fax 423/265-3448**

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



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

**VERIFIED STATEMENT OF EDDIE GRIFFITH  
FIRST THERMAL SYSTEMS**

My name is Eddie Griffith, and I am Traffic Manager of First Thermal Systems. I have held my present position for 3 years. My duties include management of shipping.

First Thermal Systems is a manufacturer of thermal fluid heaters and we have facilities located at Chattanooga, TN. This facility is currently served by NS RR.

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

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

Sincerely,

A handwritten signature in cursive script that reads 'Eddie Griffith'.

Eddie Griffith, Traffic Manager  
First Thermal Systems

# KBM

## EQUIPMENT REPAIR INC. COMPLETE TRAILER & TRUCK REPAIR



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 Bob Krol, and I am owner of KBM Equipment Repair Inc., located at 9070 S. Octavia Ave. Bridgeview, Il. 60455. I have held my present position for 13 years. My duties include: estimating, shop supervision, inspections.

KBM Equipment Repair Inc. is a vendor for equipment repairs. We work with NS as the following location: 2543 West Columbus in Chicago Il. In addition, we work with CSX, BNSF.

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 the divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, 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 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, Bob Krol, 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,  
Bob Krol - President of KBM





SALES DEPARTMENT  
Route 1, Box 468D  
Dry Branch, Georgia 31020  
Tel: 1-800-325-2529

May 19, 1997



Mr. Vernon Williams  
Surface Transportation Board  
1925 "K" street, N. W.  
Washington, DC 20423

REFERENCE: Verified statement of Larry Davis on behalf of  
Dry Branch Kaolin Company. STB Finance docket no. 33388

Dear Mr. Williams:

On behalf of Dry Branch Kaolin Company, I wish to express my support for the Conrail acquisition by CSX and Norfolk Southern.

Dry Branch Kaolin Company is a producer of kaolin, used in the paper, paint, ceramic and plastic industries. We have plant facilities located in Dry Branch and Jeffersonville, Georgia. We ship 90% of our product via rail, constituting approximately 14,000 carloads per year.

We support a plan which will result in a relatively even balance of strength between CSX and Norfolk Southern. We support any plan which promotes balanced rail competition in the territory served by Conrail. We want to have viable competitive rail service alternatives to markets which have heretofore been unavailable because of the absence of another railroad.

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

A handwritten signature in dark ink, appearing to read "Larry Davis", written over a horizontal line.

Larry Davis  
Traffic Coordinator  
DRY BRANCH KAOLIN COMPANY

LD:cr



**NORTRAK**

VAE NORTRAK LTD.

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



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

**VERIFIED STATEMENT OF PAUL VALASTIN  
VAE NORTRAK LTD.**

My name is Paul Valastin, and I am Customer Service Representative of VAE Nortrak Ltd. I have held my present position for 5 years. My duties include sales to Class I Railroad of trackwork components, also the supply of track spikes to the CNR and BCR.

VAE Nortrak Ltd. is a manufacturer of trackwork material such as crossings, frogs, turnouts and we have facilities located at Birmingham, AL, Cheyenne, WY, and Richmond, British Columbia. These facilities are currently served by NS RR and CR and we ship approximately 100 cars per year.

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

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

Sincerely,

Paul Valastin, Customer Service  
VAE Nortrak Ltd.



# Auburn Bean & Grain Companies

Striving For Excellence In Products & Services

Member of  
MABA - MBSA - NGFA



Auburn Bean & Grain • Auburn Fertilizer • Frutchey Feed & Seed • Frutchey Bean - Oakley • Herlock Elevator • Heritage Equipment

May 23, 1997

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



Dear Sir:

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

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

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

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

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

Executed this 23 day of May, 1997.

*Henry Petrosky*  
Henry Petrosky



6837 Wyoming Avenue / Dearborn, Michigan 48126-2346

**Administrative** - (313) 581-2645 Fax: (313) 584-1762 — **Plant** - (313) 584-2288 Fax: (313) 584-6995

May 21, 1997

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



**VERIFIED STATEMENT**

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

Dear Secretary Williams:

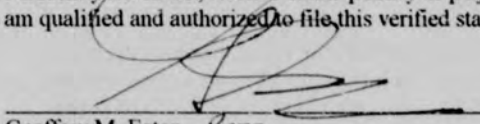
My name is Geoffrey M. Eaton. I am the President of Dearborn Steel Center located at 6837 Wyoming, Dearborn, Michigan 48126. As President of the company, I am responsible for coordinating the transportation strategy for Dearborn Steel Center, including the transportation of inbound raw materials as well as outbound product. I opened Dearborn Steel Center in 1986 and am the sole owner. My reason for writing is to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge that the Board approve it promptly.

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

1. We believe that the joint acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates. Since both serve steel mills, we would have more efficient single-line service from more steel mills with this proposal. It has been our experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.
2. We also expect that with the increased number of destinations able to be reached in single-line service, we are more likely to be able to move more outbound finished product by rail than we can today, to more distant markets. This benefit is important to Dearborn Steel since it would help us to better service our current customers as well as be instrumental in securing new customers.
3. We are convinced that the joint acquisition of Conrail by CSX and NS will increase rail business for the combined system which would be good for all the shippers who rely on rail. Dearborn Steel is well aware that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets especially in the East. The acquisition of Conrail by CSX and NS will be able to achieve greater efficiency which would 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.

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

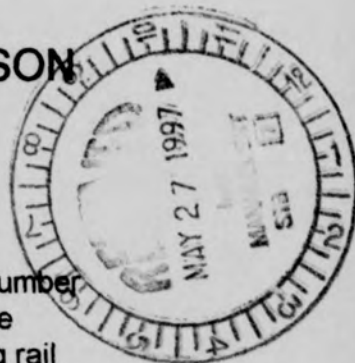
I Geoffrey M. Eaton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 21<sup>st</sup> day of May 1997.

  
Geoffrey M. Eaton  
Dearborn Steel Center, Inc.



# VERIFIED STATEMENT OF HUGH THOMASSON

## THOMASSON LUMBER COMPANY



My name is Hugh Thomasson, and I am President of Thomasson Lumber Company. I have held my present position for 25 years. My duties include responsibilities for all activities of Thomasson Lumber Company, including rail transportation.

Thomasson Lumber Company is a wholesale company that ships from a plant located in Brierfield, Alabama. This plant is not on the railroad but is close enough both to the Norfolk Southern and the CSX that we ship on both of these railroads. During 1996, we shipped approximately 75 carloads.

We support the approval of the transaction by which CSX and Norfolk and Southern will acquire control of Conrail.

There is a distinct need for two competing railroads in the Northeast.

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

I, Hugh Thomasson, 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 yours,

Hugh Thomasson  
President  
THOMASSON LUMBER COMPANY

HT/th

P. O. DRAWER 490 PHILADELPHIA, MISSISSIPPI 39350. . . . . PHONE (601) 656-6000



THOMASSON LUMBER COMPANY

*Specializing In Treated And Untreated Southern Pine*



Bucyrus (419) 562-5010  
Bucyrus 1-800-542-3400  
New Washington (419) 492-2548  
New Washington (419) 492-2322  
New Washington 1-800-472-2597  
Lykens (419) 284-3481

North Robinson 1-800-446-2755  
North Robinson (419) 562-5988  
Ridgdon (419) 562-0138  
Gardner (419) 492-2018  
Gardner (419) 492-2102  
Gardner 1-800-860-2018

P.O. Box 110 • Bucyrus, Ohio 44820

Bucyrus FAX 419-562-5686

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



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 carrier. As is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time 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. The rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope, and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization, and synergism.

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 the single-line service by CSX and NS will offer. An extensive addition of single-line service will allow us to provide increased market penetration to areas which we have been unable to compete adequately. We also hope that the CSX and NS apply a fair reciprocal switching rate- we suggest a \$70 per car rate- to enhance the competitiveness of both railroads to customers.

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

Sincerely,

Ron Dentinger  
General Manager



## GIBBCO, INC.

6500 KENVIEW DRIVE • CINCINNATI, OHIO 45243 • Phone (513) 579-9416

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:

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 on NS, we would welcome the benefit of increased market access for the single-line rail transportation. Joint-line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With Single-line service, I believe our facility would be able to compete in these markets with other companies enjoying single-line service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

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

I Ronald E. Gibbons, 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,

Ronald E. Gibbons  
Presidnet



**TECHNICAL FOOD SALES**  
INCORPORATED



May 16, 1997

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

Dear Mr. Williams:

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

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

Sincerely,

Edward Makstell





Chlor-Alkali Products

P.O. Box 248, 1186 Lower River Road, NW, Charleston, TN 37310-0248  
(423) 336-4000 FAX (423) 336-4183

May 20, 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;

This letter is to express Olin Chlor Alkali Division's concerns regarding the proposed transaction for Norfolk Southern and the CSX railroads to acquire Conrail and subsequently divide it's assets; and to bring to your attention several serious deficiencies in the agreement as it relates to competition in the Niagara Falls, NY area.

As presently structured the CSX / NS transaction to acquire the Conrail Rail System does not allow access to Niagara Falls, NY by any railroad other than CSX. This directly contradicts the mandate by the Surface Transportation Board to the railroads that they should structure their agreements in a manner that allows for competition.

In areas such as Detroit, Chicago, New Jersey and the Pennsylvania Chemical Corridor these concerns have been addressed by providing for an independent switching carrier or reciprocal switching. This, however, is noticeably absent in the Niagara Falls, NY area.

Olin's Chlor Alkali Division makes approximately 7,300 rail shipments annually from the Niagara Falls area and would be significantly, adversely impacted without similar competitive access at Niagara Falls.

Conrail tariff 8001, item 18040 provided for reciprocal switching involving CSX and the D&H railroads. However, approximately one ( 1 ) year ago CSX elected to discontinue service to Niagara Falls. This in effect eliminated the opportunity for local industry to operate in a competitive environment.

With the pending merger we strongly feel that this provides an opportunity to restore the competitive environment at Niagara Falls; and we are asking for your help in preventing this opportunity from being ignored by the railroads involved.

Olin supports the transaction providing the concerns herein are satisfactorily resolved and competitive access is restored to Niagara Falls.

Sincerely Yours,

William J. Derocher  
Director Logistics and Purchasing

# Customized Paper Services, Inc.

1625 Pleasant Hill Road, suite 160-164  
Duluth, GA 30136

Phone (770) 923-1167

Fax (770) 923-4265

May 19, 1997

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



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

VERIFIED STATEMENT OF HAROLD G. ANDREWS  
CUSTOMIZED PAPER SERVICES, INC.

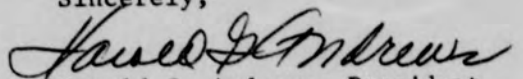
My name is Harold G. Andrews, and I am President of Customized Paper Services, Inc.. I have held my present position for 3 years. My duties include management of shipping, receiving and warehousing as well as all other facets of running a small business.

Customized Paper Services is a purchaser, warehouse and seller of various grades of paper. We have facilities in Atlanta, GA., Plymouth, WI. and Nashville, TN. These facilities are currently served by Norfolk and CSX railroad and we ship/receive approximately 40 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. This offers a shipper from the Southeast better routing and cheaper rates, since only one railroad will be involved.

I, Harold G. Andrews, 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,

  
Harold G. Andrews, President  
CUSTOMIZED PAPER SERVICES, INC.



## B. E. KLUTTZ LUMBER CO., INC.

975 DAVIDSON DRIVE, N. W. • OPPOSITE CAGARRUS HOSPITAL  
CONCORD, NORTH CAROLINA 28025 704/786-5189

May 20, 1997



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

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

### VERIFIED STATEMENT OF CHARLES KLUTTZ B. E. KLUTTZ LUMBER CO

My name is Charles Kluttz, and I am President of B. E. Kluttz Lumber Company. I have held my present position for 8 years. My duties include purchasing, and management of shipping, receiving and warehousing.

B. E. Kluttz Lumber Company is a retail lumber and supply company, receiving West Coast and Canadian lumber. We are currently served by NSRR and receive approximately 6 cars per year.

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

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

Sincerely,

Charles Kluttz, President  
B. E. Kluttz Lumber Company

CK/1k

"EVERYTHING FOR YOUR BUILDING NEEDS"

# DRUMHELLER BAG & SUPPLY, INC.

1561 M.E. THOMPSON DR • VALDOSTA, GEORGIA 31601 • TEL: 912-244-7019 • FAX: 912-244-7060 • E-MAIL: trade@www.drumheller.com



## VERIFIED STATEMENT OF CATHY HARRELL DRUMHELLER BAG & SUPPLY, INC.

My name is Cathy Harrell, and I am Traffic Manager for Jute Trading Department of Drumheller Bag & Supply, Inc. I have held my present position for six years.

Drumheller Bag & Supply, Inc. is an importer of jute/hessian goods and also a manufacturer of textile bags. We are located in Valdosta, Georgia and presently rail served by Norfolk Southern. We receive commodities via rail at this location. We also receive commodities at Dayton, Ohio.

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

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

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

Sincerely,

A handwritten signature in cursive script that reads "Cathy Harrell".

Cathy Harrell  
Traffic Manager  
Jute Trading Dept.



# CAEZ WV

...an Enterprise Community

P.O. Box 176, Clay, WV 25043 (304) 587-2034 Fax (304) 587-2027

May 22, 1997



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

Dear Mr. Williams,

On behalf of the Central Appalachia Empowerment Zone of West Virginia (CAEZ), I would like to express my opinions on the proposed acquisition of Conrail by CSX Transportation (CSX) and Norfolk Southern (NS).

It is encouraging that both CSX and NS have been able to work out an agreeable arrangement for splitting the acquisition of rail lines in the system. It has come to our attention, however, that in West Virginia, there are few lines planned for joint ownership as is the case in several surrounding states. Of particular concern to us is the Conrail line that currently runs from Pt. Pleasant to Nicholas County. This line runs through the heart of the CAEZ, and serves a tremendous number of industrial shippers. As a federally designated Enterprise Community, the CAEZ has suffered from years of economic distress. It is important that we provide existing and future shippers with a competitive environment in order to effectively change the economic climate. We strongly urge CSX and NS to reconsider the currently planned ownership arrangement for this line. It is our hope that the line will be jointly owned in order to promote greater flexibility for all parties involved.

Thank you for your attention to this matter. We hope you will take our comments into consideration when finalizing your plans for the future of this line.

Sincerely,

A handwritten signature in cursive script that reads "Terrell Ellis".

Terrell Ellis  
Executive Director

cc: Frank Jorgenson, Elk River Railroad  
Congressman Bob Wise

**BRAXTON - CLAY - FAYETTE - NICHOLAS - ROANE**

*Central Appalachia Empowerment Zone of West Virginia*

STB

FD

33388

5-27-97

J

USSSC

*MOC*



Office of the Chairman

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

*File in  
Docket  
FD-33388*

June 6, 1997

The Honorable Strom Thurmond  
United States Senate  
Washington, D.C. 20510-4001

Dear Senator Thurmond:

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

As you may know, CSX, NS, and Conrail have filed a notice of intent to file their control transaction with the Board. The proceeding is docketed at the Board as STB Finance Docket No. 33388. At the applicants' request, the Board has decided to waive its rule in major transactions such as this one requiring applicants to wait at least 3 months following the filing of their notice of intent before filing their actual control application. Pursuant to the waiver, the applicants intend to file their control application with the Board on June 16, 1997.

Applicants also requested an expedited procedural schedule. Consistent with established precedent, the Board sought comments from the public on applicants' proposed schedule. Based on the comments and on its independent analysis, the Board adopted a procedural schedule providing for a final decision on the merits of the application 350 days from the date the application is filed with the Board. A 350-day schedule, the Board concluded, will provide for both a full and fair opportunity for all interested parties to participate in the proceeding and a timely resolution of this case, including the preparation of a full Environmental Impact Statement, which is warranted here given the nature and scope of the environmental issues that are likely to be raised. Because this proceeding is pending before the Board, 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, and will have your name added to the service list to ensure that you receive all future Board decisions in this case. 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

STROM THURMOND  
SOUTH CAROLINA

PRESIDENT PRO TEMPORE  
UNITED STATES SENATE

COMMITTEES  
ARMED SERVICES, CHAIRMAN  
JUDICIARY  
VETERANS' AFFAIRS

United States Senate  
WASHINGTON, DC 20510-4001

May 23, 1997

The Honorable Linda Morgan  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Re: Finance Docket 33388

Dear Ms. Morgan:

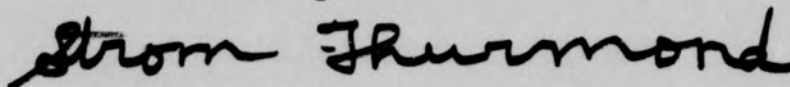
I write to associate myself with the Governor of South Carolina, the Chairman of the South Carolina House of Representatives, the Chairman of the South Carolina State Senate Transportation Committee, the Mayor of Columbia, and other interested South Carolinians who have written in support of the 255 day schedule proposed for the review by the Surface Transportation Board of the CSC-Norfolk Southern acquisition of Conrail.

It is my belief that the agreement between CSX and Norfolk Southern will result in vigorous competition between two major competitors that will ultimately benefit the American consumer. Accordingly, I am in favor of achieving these benefits as expeditiously as possible. I believe that the 255 day proposal is a sufficient period of time for the Surface Transportation Board to review this proposal.

I thank you for your attention in this matter, and I look forward to hearing from you soon.

With kindest regards and best wishes,

Sincerely,



Strom Thurmond

ST/lg

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 27 10 57 AM '97  
OFFICE OF  
CHAIRMAN MORGAN



STB

FD

33388

5-27-97

J

USSOH

*MCS*



Office of the Chairman

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

*File in Docket*  
*FD-33388*

June 6, 1997

The Honorable John Glenn  
United States Senate  
200 N. High Street, Suite 600  
Columbus, OH 43215  
Attn: Dan Emerine

Dear Senator Glenn:

Thank you for your letter enclosing correspondence from a number of your constituents 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 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 and those of your constituents made a part of the public docket in this proceeding, and will have your name added to the service list to ensure that you receive all future Board decisions 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

United States Senate  
WASHINGTON, DC 20510-3501

- COMMITTEES:
- GOVERNMENTAL AFFAIRS
  - ARMED SERVICES
  - SELECT COMMITTEE ON INTELLIGENCE
  - SPECIAL COMMITTEE ON AGING

May 22, 1997

Mr. Dan King  
Director of Public Services  
Surface Transportation Board  
1925 K Street, N.W.  
Suite 840  
Washington, D.C. 20423

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 27 3 34 PM '97  
OFFICE OF  
CHAIRMAN HOGAN

Dear Mr. King:

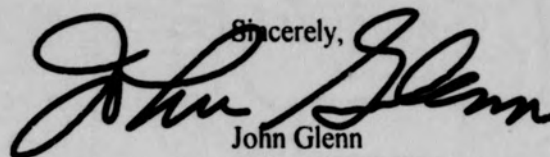
Enclosed please find correspondence from Councilperson Annie Saunders, of Norwalk, Ohio regarding the CSX-Conrail merger. Several other constituents have also written to express their concerns. Enclosed is a representative sample of this correspondence.

I would appreciate your looking into this situation as soon as possible and look forward to receiving the results of your inquiry. Please direct all correspondence on this issue to my district office at the following address:

Senator John Glenn  
200 N. High Street, Suite 600  
Columbus, Ohio 43215  
ATTN: Dan Emerine

You may reach Mr. Emerine at (614) 469-6697. Thank you for your assistance.

Best regards.

Sincerely,  
  
John Glenn  
United States Senator

JG:de

**ANNIE  
SAUNDERS**

Councilperson, D-4th Ward  
City of  
**NORWALK**



*"Thoughtful Leadership and Vision for the 21st Century."*

283 Whittlesey Ave.  
Norwalk, Ohio 44857  
Phone (419) 668-3189  
Fax (419) 668-9652

March 11, 1997

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

Re: CSX/Conrail Merger: STB Finance Docket No. 33220

Dear Sir:

This letter is in reference to correspondence received by the undersigned in regards to the "buyout" of Conrail by CSX Corporation. I was asked to send a letter in favor of this financial transaction to you, the Surface Transportation Board, but I am not in favor of it and have set out my reasons in the following letter.

Let us go back in history, a short 21 years ago, when Conrail was not yet an entity, but was still in the conception stage. Conrail was created by the United States Railway Association, a quasi-governmental group that was created to put together a "plan". In the 1960's and early 70s', the rail system in the midwest and northeast was in a mess, some of it caused by the ill-conceived New York Central and Pennsylvania Railroads' merger into the Penn Central System and just plain old mismanagement. The near financial collapse of the Penn Central, in the early 70s' was the reason for the passage of the so-called 1973 three R Act, which created the USRA and set up a framework for the reorganization and restructuring of rail service in the North-east and Mid-west, involving the Penn Central and the other bankrupt railroads, The Reading, Lehigh Valley, Central of New Jersey, the Erie-Lackawanna and so forth.

On April 1, 1976, Conrail was created from the amalgamation of the Penn Central and the other troubled railroads into what was then the largest rail system in the free world. A system that was plagued with bad track, a hodge-podge of working agreements and competing management styles from the old railroads. After a harried six year period, during which the rail system was re-built and re-structured, with Conrail employees making major concessions on rules and wage deferrals. Conrail became a viable entity, and in 1984, it cut the governmental umbilical cord and went on its own.

**COPY**

Printed at Personal Expense



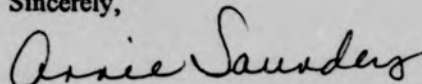


Page Two: Letter to Secretary Williams, Surface Transportation Board: CSX takeover of Conrail.

Now some 13 years later, Conrail will be absorbed into the CSX System and then be cut up between CSX and Norfolk Southern Corporation. Like the old song, "Is that all there is", to the sacrifices made by the workers of the Conrail system and the investment by U.S. taxpayers to make it a viable transportation system. It seems that the big winners will be the stockholders at \$115.00 per share and the top management who are guaranteed to get solid gold parachutes for a comfortable landing. The losers will be the workers, the shippers and the communities that are served by CSX and Conrail. Because there will be downsizing or the elimination of "duplicative operations". An example that comes to mind in the port of Toledo, which is served by both CSX and Conrail. Already, there are plans to move shipping activity from Toledo's Conrail Dock to Ashtabula, OH. There will be the closing of shops, rail yards, spinning off of rail lines under section 10901 and transferring work from one location to another, resulting in wide-spread worker dis-location, unemployment and loss of tax revenues from income tax, real estate tax, and personal property tax to the area communities and school systems. The shippers will be at the mercy of two rail systems, CSX and the NS. This opens up the door for "rate-rigging" and other type of "deals" between the two giants, reminiscent of the Robber Rail Barons of the 19th Century.

My feeling is that there is no practical purpose served in this transaction other than to enrich the stockholders and massage the egos of the Rail Executives. The employees and communities presently employed and served by the three systems (Conrail/CSX/NS) will in the long run pay for this ill-conceived venture. Consequently, I do not support the acquisition of Conrail by CSX and ask that the Surface Transportation Board reject this proposal. please advise.

Sincerely,



Annie Saunders, Councilwoman, D-4th Ward  
City of Norwalk

cc: Bill Clinton, President of the United States  
John Glenn, U. S. Senator, Ohio  
Richard Gephardt, Democratic Leader, U.S. Congress  
Tom Daschle, Democratic Leader, U.S. Senate  
Alan Zaleski, Ohio State Senator, D-13th  
Marcy Kaptur, Congresswoman, D-9th-OH  
Mayor Louis Frey, City of Norwalk  
Members of Council, City Norwalk

COPY

SW  
~~SW~~

!!♦☺

U.S. Senator John Glenn  
503 Hart Senate Office Building  
Washington D.C. 20510

Dear Senator,

With the upcoming merger of Conrail with CSX and/or Norfolk Southern, what effects will this have on competitive rail service in Ohio and surrounding states?

What effect will such a merger have on the quality and reliability and efficiency of rail service by this mega merger?

What effect will this merger have on employees of all three railroads involved?

The merger is just another way of eliminating employees, called downsizing.

How will the local communities survive this tax loss? There surely is going to be track abandoned in certain areas in Ohio, have the companies that use this service been made aware of what is about to happen?

Sincerely,

*Donald L. Minick*

LOCOMOTIVE ENGINEER - CONRAIL

DONALD MINICK  
5221 FULLER DR. #6  
ASHTABULA, OHIO  
44004-6279



Edward R. Caine  
President and CEO

March 17, 1997

The Honorable John Glenn, Jr.  
United States Senate  
503 Hart Building  
Washington, DC 20510

Dear Senator Glenn:

I am writing to you concerning the proposed acquisition of Conrail by CSX Corporation and Norfolk Southern Corporation.

It is our understanding that the Transportation Subcommittee of the Senate Appropriations Committee has scheduled a hearing on this transaction for Thursday, March 20.

Our primary original concern pertaining to a CSX/Conrail only merger focused on WCI being left with single-carrier service. Based upon our initial analysis of an implied new operating plan, as presented to WCI by both CSX and Norfolk Southern, it appears the merger will be beneficial toward keeping WCI competitive in the marketplace. We understand that CSX and Norfolk Southern will shortly file their applications for approval of this transaction with the Surface Transportation Board (STB). We believe our company as well as any other interested party will have the opportunity to carefully review the final details of the proposed merger as part of the STB process.

In WCI's view, the STB process is wholly adequate to assure a procompetitive outcome. Under the circumstances, we would urge you to resist any legislative efforts to delay or block timely consideration of the merger applications by the STB.

Thank you for your consideration of our views.

Sincerely,

E. R. Caine  
President

cc: Congressman Traficant  
Jack G. Walter

WCI Steel, Inc.  
1040 Pine Avenue, SE  
Warren, OH 44483-6528  
(330) 841-8211

March 24, 1997

Senator John H. Glenn  
U.S. Senator  
200 N. High St., Room 600  
Columbus, Ohio 43215

SW

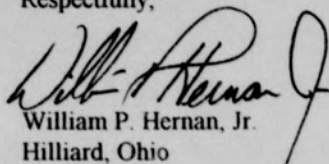
Dear Sir:

On March 20, 1997 I attended a Senate sub-committee hearing in Washington DC. This meeting was chaired by Senator Shelby of Alabama. Members of the committee present included Spector of Pennsylvania, McCuskey of Maryland and Loutenberg of New Jersey. Speaking before the committee were representatives from the states of Virginia, Maryland, New Jersey and Pennsylvania. What concerns me most was the lack of representation by the midwest and Ohio in particular.

Conrail has had a virtual monopoly of the northeast ports since it was formed in 1976. The split up of this monopoly will certainly leave that area of the country with two strong railroads which will most certainly compete for business in the ports from Boston to Baltimore. There has been no such monopoly in the midwest and if an area needs its elected officials to step up and look out for our interests it is here.

There are over 3,000 Conrail workers in the state of Ohio, we want our jobs. Please take an active role in the CSX/NS split up of Conrail. The rail assets of Conrail in your state are every bit as important as those along the East coast.

Respectfully,

  
William P. Hernan, Jr.  
Hilliard, Ohio



JHE  
SW

The Honorable John H. Glenn  
U. S. Senator  
503 Hart Building  
Washington, D. C. 20510

March 10, 1997

Dear Sir;

I am writing in regards to a matter of serious concern that I hope you may be able to use your good office to assist in. I am an employee of Consolidated Rail Corporation (ConRail) and as you probably know, CSX and NS railroads have declared their intentions to divide Conrail property and assets between themselves. The Surface Transportation Board has expressed support for this proposal. To date however, no provisions or plans have been extended as to providing protection or subsistence allowance for Conrail's 20,000 plus agreement employees. This is the primary reason for corresponding with you.

We fellow Ohioans, many who are longtime supporters of yours, and our families, are in desperate need of your help in assuring that we will not be left destitute by the actions of these self-serving rail executives who will fill their pockets by selling out the men and women who have given many years of hard work to make Conrail a viable, independent company.

It is our hope, as you prepare to retire from your distinguished career as the senior U. S. Senator from Ohio, that you will lend your support one last time in helping the Conrail employees of Ohio. It is also our hope that you will solicit assistance from your fellow senators who have Conrail employees in their respective states.

Any help you can render will be greatly appreciated by Conrail's union affiliated employees.

Sincerely yours,

*Larry E. Blankenship*

STB

FD

33388

5-23-97

J

CIT/ES



Office of the Chairman

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

*File in  
Socket  
FD-33388*

June 6, 1997

The Honorable George D. Fosdick  
Mayor  
City of Ridgefield Park  
234 Main Street  
Ridgefield Park, NJ 07660

Dear Mayor Fosdick:

I have received your second letter regarding rail restructuring in the East, and related issues of particular interest to your community. You specifically request that representatives of the Board work with you on your concerns. In this regard, I have asked Mr. Dan King, Director of the Board's Office of Public Services, at 202-565-1592, to contact your office directly to discuss these issues in more detail, and in particular to review with you how your concerns might be addressed.

If I can be of further assistance, please do not hesitate to contact me.

Sincerely,

*Linda J. Morgan*  
Linda J. Morgan

JOHN H. ANLIAN  
JOHN B. DAVIS  
Commissioners

GEORGE D. FOSDICK  
Mayor

SARAH WARLIKOWSKI  
Village Clerk

BRIAN J. HUBERT  
CARMEN A. OCELLO  
Commissioners

# Board of Commissioners



234 MAIN STREET

RIDGEFIELD PARK, N. J. 07660

201 - 641-4950  
FAX NO: 201 - 641-1248

May 12, 1997

Ms. Linda J. Morgan  
Surface Transportation Board  
Washington, D.C. 20515-3009

RECEIVED  
MAY 23 1 09 PM '97  
OFFICE OF  
CHAIRMAN MORGAN

SURFACE TRANSPORTATION  
BOARD

Dear Ms. Morgan:

Congressman Steven Rothman has been good enough to forward to you our correspondence to him dated January 17, 1997 and this letter is in response to your letter to him of March 21st. With the proposed merger/takeover involving CSX/Norfolk Southern/Conrail, we are hoping that the Surface Transportation Board can provide assistance to our Village in resolving problems we have had with both Conrail and the NY Susquehanna and Western Railway. Susquehanna may become a player in the proposed merger/takeover.

We reiterate our concerns:

1. The Susquehanna Engine Maintenance Facility recently located in our Village because Susquehanna sold its previous facility to CSX Intermodal which now uses that facility for intermodal freight transfer. Information we have seen indicates that CSX will take over the Conrail River Line which runs parallel to Susquehanna in our community. Conrail's Bellman Yard is adjacent to the CSX Intermodal Facility. Surely, it now must be easier to resolve this problem with CSX's increased presence. CSX also has an interest in Susquehanna.



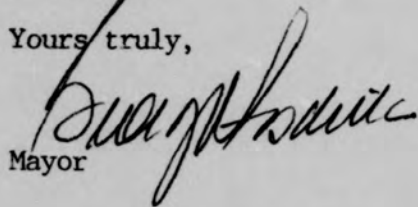
2. In compliance with directives issued previously by the United States Coast Guard, we are seeking restoration of the Conrail Bridge over the Overpeck Creek to operable condition. Again, our understanding is that this particular Conrail Line, The Riverline, will be taken over by CSX.

3. We need the grade crossing problem to be addressed in a serious fashion. We have previously outlined our concerns which include safety, health, and free passage of vehicular traffic. Now, we confront a new problem with respect to grade crossings, i.e. our attorney and assessor inform us that properties adversely affected by the inability to regularly use these crossings are filing and winning Tax Appeals based upon diminished value of the property because of the frequently blocked crossing (these crossings provide the only access to the properties in question).

The railroads continue to claim immunity from all local action and, in our view, the railroads are acting with impunity with respect to the safety, health and well being of the residents of our community. Would it be possible to meet with representatives of your Board here in Ridgefield Park, and review, in detail, on site, these issues.

Thank you.

Yours truly,



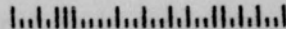
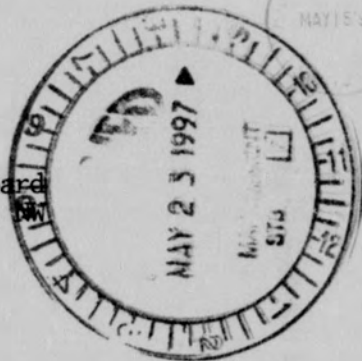
Mayor

cc: Senator Lautenberg  
Senator Torricelli  
Representative Rothman  
State Senator Baer  
Assemblywoman Weinberg  
Assemblyman Zisa  
County Executive Schuber  
Board of Commissioners  
Citizens Committee  
Martin T. Durkin

After 5 Days Return To  
**BOARD OF COMMISSIONERS**  
234 MAIN STREET  
RIDGEFIELD PARK, N. J. 07660

Surface Transportation Board  
1201 Constitution Avenue, NW  
NO. 4136  
Washington, DC 20423

Att: Linda J. Morgan, Chair



STB

FD

33388

5-23-97

J



# Holston Steel

Services, Inc.

300 Piedmont Ave.  
Bristol, Virginia 24201  
703-466-6000 Fax 703-466-8893

Mailing Address:  
P.O. Box 789  
Bristol, TN 37621-0789

May 13, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N. W.  
Washington, D.C. 24423-0001



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

Dear Mr. Williams:

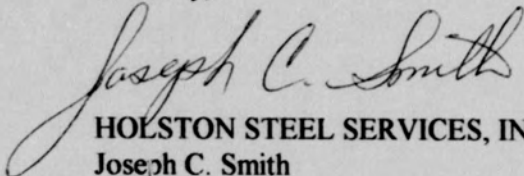
My name is Joe Smith and I am President of Holston Steel Services, Inc. in Bristol, Virginia. My company operates a Steel Service Center which services the Tri-Cities (Johnson City and Kingsport, TN, Bristol, VA/TN) and surrounding areas. Our materials are shipped to us from several major steel mills.

We are located on the Norfolk Southern in Bristol and I am interested in moving steel and other products by rail through my facility with truck movement beyond. A competitive rail system in the Northeast should help me in effort to do business from and to that area. The proposed CSX/Norfolk Southern purchase and division of Conrail should offer competition in the northeast that has not been enjoyed by that area in the past. Two



systems with single line service who own and maintain most of their facilities will enhance competition and for this reason I support the CSX/NS proposal.

Sincerely,



HOLSTON STEEL SERVICES, INC.

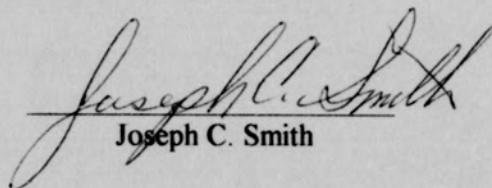
Joseph C. Smith

President

#### VERIFICATION

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

Executed on May 13, 1997.

  
Joseph C. Smith



**Barre  
reload &  
storage  
Inc.**

P.O. Box 360  
So. Barre, MA 01074  
Tel: 508-355-2714  
Fax: 508-355-2830

Friday, May 23, 1997

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

Dear Vernon:

I would like to take a moment and introduce myself. My name is Charles Trihias and I am currently the Sales Manager of Barre Reload and Storage, Inc. Our facility is located in South Barre Massachusetts and is currently served by Norfolk Southern. Our facility handles many different types of commodities ie. steel, lumber, paper and brick. We utilize all types of railcars. Barre Reload and Storage, Inc. and other past companies we've owned have been doing business with NS for many years and has moved a tremendous amount of volume over their tracks. The representatives of NS have always been professional and always had a timely response to our needs. We support approval of the transaction in which Conrail will be divided and acquired by CSX and NS. We look forward towards increased market access for single-line rail transportation. I believe that with the fore said acquisition and single-line service which NS proposes into the Northeast will be to our benefit.



**Barre  
reload &  
storage  
Inc.**

P.O. Box 360  
So. Barre, MA 01074  
Tel: 508-355-2714  
Fax: 508-355-2830

We look forward to future business with NS and their outstanding service that they provide.

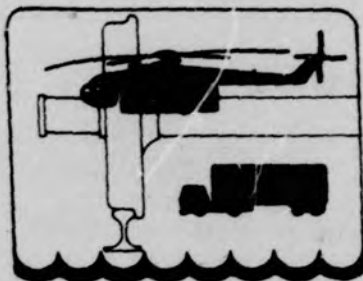
I feel confident that the acquisition of Conrail by NS and CSX will be a positive factor in the market place and they have our full support.

I, Charles Trihias, declare under the penalty of perjury that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement on the twenty-third day of May, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Charles J. Trihias". The signature is written in dark ink and is somewhat stylized.

Charles J. Trihias



## CARGO TRANSPORT CORPORATION

Intermodal Associates, Inc.

All Points Transport Corporation

P.O. Box 1933

Dearborn, MI 48121

(313) 849-2910

Fax (313) 849-3676



May 15 1997

Mr. Vernon A. Williams, Secy  
Surface Transportation Board  
SBT Finance Docket 33388  
1925 K Street N W  
Washington, DC 20423-0001

Re: Verified Statement on Behalf of Cargo Transport Corporation,  
All Points Transport Corporation and Intermodal Associates, Inc

Dear Mr Williams:

My name is Malcolm James Newbourn and I am Vice President and General Manager of each of the companies named above. In this capacity I both direct the operations of our intermodal trucking company (All Points Transport Corporation) and handle actual routing of our Shipper Agency (Intermodal Associates, Inc.).

All Points Transport Corporation (APT) deals only in the intermodal business out of the Detroit, Michigan and Toledo, Ohio hubs and rail ramps.

APT works with Norfolk Southern Railway (NS) intermodal trucking and container ramps in Detroit, and until CSX closed its Detroit operation on May 15th 1997, served the CSX ramp as well. The 25 tractors operated are each equipped with Highway Master communication devices to offer our customers the best service possible. APT does both container and trailer business in significant volumes at the NS ramps based on their positive attitude toward growth of our segment of the industry.

Of the 15,000 truckload/containerload moves APT handles each year approximately 30% are estimated to originate or terminate at the NS facility. The balance are handled over the Conrail Ramp at Detroit or Toledo, the Canadian Pacific Ramp at Detroit and the Canadian National ramp at Detroit which latter also serves as a hub for Burlington Northern Santa Fe.

The intermodal market to and from the East has not existed for general freight since Conrail closed its Detroit ramp to trailer load traffic approximately 5 years ago. This is an illustration of what we would expect the merger to cure. When only one railroad operates in a region service suffers (5-6 days to/from Baltimore on container freight - 514 miles).



We would expect that the balancing of CSX and NS in apportioning the Conrail system would aid Michigan as well in areas other than intermodal, but cannot speak to that area of business through current experience.

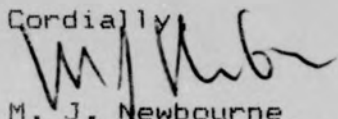
NS in this area of the nation has shown growth that comes from support of the intermodal concept. It is our understanding that they are working with the City of Detroit and State of Michigan toward continuing this goal even now. The intermodal aspect of our industry needs the strength of line haul carriers such as NS to provide a service that is profitable to them, yet at a level of pricing that allows the carrier partners such as All Points to price at a rate that will compete with over the road motor carriers, and survive.

Intermodal Associates Inc. is what is commonly called a Shipper Agent or Intermodal Marketing Company. Although of modest size the NS is in use to and from Chicago, Kansas City, Norfolk and Detroit as Intermodal serves its customers. Conrail has been restricted from almost all lanes (except the Ports of Baltimore and New York) and we would expect to see this situation change as NS provides the expanded service levels we have come to expect.

The above summarizes why we believe the the application of NS and CSX to acquire ConRail should be approved by your Surface Transportation Board.

The undersigned, Malcolm J Newbourn, declares under "penalty of perjury" that the foregoing is a true and accurate statement of both fact and our belief. I certify that I am qualified and authorized to file this verified statement. The date of this letter is the date of execution and mailing to your Board. A copy has been mailed to the NS for inclusion in their offering to your Board.

Cordially

  
M. J. Newbourn  
Vice President & Genl Mgr

MJNmal



Office of the Chairman

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

*File in  
Docket  
FS-33388*

May 22, 1997

Mr. D.R. McKinnon  
Vice President, Marketing and Distribution  
Daishowa Sales Limited  
Bay Wellington Tower - BCE Place  
181 Bay Street, Suite 1540, P.O. Box 822  
Toronto, Ontario, Canada M5J 2T3

Dear Mr. McKinnon:

Thank you for your letter regarding the restructuring of rail freight service in the eastern United States. As you may know, CSX and Norfolk Southern (NS) now have proposed to acquire joint control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. You express concern over potential competitive impacts of the transaction, and urge that the Surface Transportation Board (Board) consider these impacts in its review of the proposal.

CSX, NS, and Conrail have filed a notice of intent to file their control transaction with the Board on or before July 10, 1997. The proceeding is docketed at the Board as STB Finance Docket No. 33388. Currently, the Board is analyzing comments from the public on a proposed procedural schedule for handling the case once it is filed.

In deciding whether a control transaction such as the one being proposed here is in the public interest, the Board by statute must consider the competitive impacts of the proposed transaction on both a regional and national basis. Let me assure you that the Board will give full consideration to all relevant competitive impacts, as well as the other factors required by statute, in deciding whether to approve the proposed transaction. Because this case is pending before the Board, it would be inappropriate for me to comment further on the specific merits of the matter.

I am having your letter made a part of the public docket in this proceeding, and I appreciate your interest in this matter.

Sincerely,

*Linda J. Morgan*  
Linda J. Morgan

May 16, 1997



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

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

Dear Secretary Williams:

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

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

My name is Lanny S. Vaughn, President and CEO of GST CORPORATION, headquartered at 2620 Thousand Oaks Blvd., Suite 3420, Memphis, TN 38118. I completed my under-graduate work in 1965 at Memphis State University and my MBA from Arizona State University, as well as the two-year program from the College of Advanced Traffic. I was in the employ of the Southern Pacific Railroad for 21 years with my last assignment as Assistant Vice President - Southeast Region. I assumed my current position in January 1986. While in the employ of Southern Pacific I had tours of duty in the operating, train service, Marketing sales and pricing departments.

GST CORPORATION is a major Intermodal Marketing Company with 30 offices throughout the United States and Canada, we have a customer base in excess of 2500. We ship the full spectrum of commodities with the major group consisting of consumer products, electronics, paper products, chemicals, lubricants, tires and steel. In 1997 we are on a pace that will see GST handle approximately 320,000 total loads.

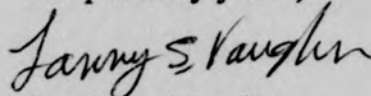
It appears to us that the Boards favorable consideration of the Petition would expedite the time in which CSX will be able to provide competitive rail transportation to and from the Greater New York area, and from the Northeastern United States in general, to the Midwest and Chicago, as well as to Cincinnati and points in the Mid-South. GST expects in 1997 to handle 49,000 loads in these areas.

Because GST CORPORATION is national in scope we are particularly interested in the new East-West service that CSX will provide and certain of the connections toward Chicago and beyond involved in the petition. We accordingly urge the Board to grant the petition and expedite the implementation of the new service in all appropriate ways.

GST CORPORATION 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,

A handwritten signature in cursive script, reading "Lanny S. Vaughn".

Lanny S. Vaughn  
President and CEO



# Peavey

A DIVISION OF



P.O. Box 117  
Browns, Illinois 62818



May 14, 1997

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

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

**VERIFIED STATEMENT OF TONY BANKS  
PEAVEY COMPANY**

My name is Tony Banks, and I am Operations Manager of Peavey Company. I have held my present position for five years. My duties include management of shipping, receiving and warehousing.

Peavey Company is a manufacturer of grain and we have facilities located in Browns and Golden Gate, Illinois. These facilities are currently served by Norfolk Southern and we ship/receive approximately 3000 cars per year.

I support STB approval of the joint application by which Norfolk Southern and CSXT plan to acquire Conrail.

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

Sincerely,

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

Tony Banks  
Operations Manager

TB:sa

VERIFIED STATEMENT OF  
THOMAS A. MORRIS  
on behalf of  
MIDWEST COAL HANDLING CO., INC.

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



I am Thomas A Morris, Executive Vice President and General Manager of Midwest Coal Handling Co., Inc. Midwest Coal Handling Co., Inc. is located at 1320 Island Ford Road, Madisonville, Kentucky, 42431. I am responsible for the overall operations of the company including overseeing transportation requirements and personnel. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

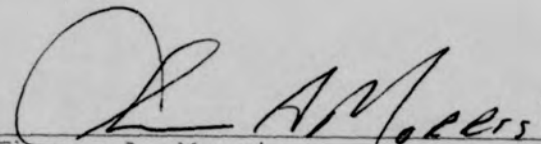
MCH is responsible for unloading all rail shipments of coal and limestone to the Tennessee Valley Authority's Paradise Steam Plant in Drakesboro, Kentucky. We handle approximately 18,500 carloads of coal and 2,650 carloads of limestone annually via CSX.

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

In our business, consistent and reliable rail transportation is crucial to our logistics management. The coal and limestone 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, Midwest Coal Handling Co., Inc. urges the Board to approve the joint application of CSX and NS.

I, Thomas A. Morris, 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 13th day of May, 1997.

  
Thomas A. Morris

# MUSIC CITY USA

NASHVILLE CHAMBER

May 19, 1997



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

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

Dear Mr. Williams:

As Vice President of Economic Development for the Nashville Area Chamber of Commerce, I wish to express support for the proposed acquisition of Conrail by CSX Transportation and Norfolk Southern Corporation.

We have a long-standing relationship with CSX Transportation. 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 expediently as possible.

Sincerely yours,

Fred H. Harris, Vice President  
Economic Development

FHH/kaf

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

Mr. Tom Benson  
CSX Transportation  
5200 Maryland Way, Suite 340  
Brentwood, TN 37027

Ms. Susan J. Bickford  
Norfolk Southern Public Affairs  
611 Commerce Street, Suite 2904  
Nashville, TN 37203

May 19, 1997



QUAD/GRAPHICS

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



Dear Secretary Williams;

My name is William S. Deja, Vice President of Distribution, for Quad/Graphics, Inc. I have been employed at Quad/Graphics for twenty-three years. Please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Quad/Graphics, Inc. is the fourth largest printer in North America, located at N63 W23075 Hwy. 74, Sussex WI. We have manufacturing facilities located in Hartford WI, Lomira WI, New Berlin WI, Pewaukee WI, Sussex WI, West Allis WI, Saratoga Springs NY, Rock GA, Thomaston GA, and Martinsburg WV.

On an annual basis we receive over one billion eight hundred million pounds of printing paper. Of that, seventy percent arrives via rail. We ship approximately twenty five percent of one billion five hundred million pounds of finished products via rail to various customers throughout the United States. Truck transportation is significantly more expensive than rail transportation and it is our preference to use rail whenever possible.

I feel the acquisition of Conrail by CSX and Norfolk Southern will improve our penetration into the Northeast and allow direct access to our newest plant located in Martinsburg WV. Consistent and reliable rail transportation is crucial to our logistics management. We anticipate the acquisition will improve equipment utilization, leading to better car availability, reduced empty miles, lower cost and improved transit times.

Once again, I would appreciate your support in this matter.

Sincerely,

William S. Deja  
Vice President, Distribution  
Quad/Graphics, Inc.





**Lally Pipe & Tube**

Division of LB Industries, Inc.  
534 Lowellville Road - P. O. Box 69  
Struthers, Ohio 44471

330-750-1002  
FAX 330-750-1535



May 15, 1997

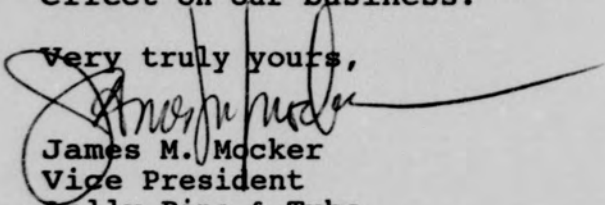
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Sirs:

Based on the most recent correspondence from Norfolk Southern Corp. (March 14th) and CSX Transportation (April 8th), Lally Pipe & Tube is now satisfied that the acquisition of Conrail will promote a balanced and competitive rail transportation system in the eastern U.S.

We appreciate the opportunity to express our opinions regarding important matters which have such a dramatic effect on our business.

Very truly yours,

  
James M. Mocker  
Vice President  
Lally Pipe & Tube

JM/drd

cc Rudy Dowe/Norfolk Southern Corp. fax#216-892-2481  
Jerry O'Rourke/CSX Transportation fax#412-922-7887





## CORONET INDUSTRIES, INC.

MAY 16, 1997

VERNON A. WILLIAMS, SECRETARY  
SURFACE TRANSPORTATION BOARD  
12TH & CONSTITUTION AVE., N.W.  
WASHINGTON, D.C. 20423



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

DEAR SECRETARY WILLIAMS:

MY NAME IS SYLVIA GROOMS AND I AM THE MANAGER - TRANSPORTATION OF CORONET INDUSTRIES IN PLANT CITY, FLORIDA. AS PART OF MY RESPONSIBILITIES, I AM RESPONSIBLE FOR SELECTING AND COORDINATING THE TRANSPORTATION STRATEGY FOR OUTBOUND FEED SUPPLEMENTS FROM OUR LOCATION IN PLANT CITY. I HAVE BEEN WITH CORONET INDUSTRIES FOR 31 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 APPROVE IT PROMPTLY.

CORONET INDUSTRIES IS A LARGE PRODUCER OF AGRICULTURAL FEED PHOSPHATES (ANIMAL FEED SUPPLEMENT). WE RECEIVE IN AND SHIP OUT OVER 4,200 RAIL CARS AT PLANT CITY ANNUALLY. WE BELIEVE THAT THE PROPOSED ACQUISITION OF CONRAIL BY CSX AND NS WOULD BE IN OUR BEST INTEREST, PROVIDING US WITH BETTER SERVICE, EQUIPMENT SUPPLY AND MORE COMPETITIVE RATES. WE BELIEVE THE ACQUISITION WILL INCREASE OUR RAIL BUSINESS AS WELL AS OTHER SHIPPERS WHO RELY ON RAIL SERVICE.

CORONET INDUSTRIES FULLY SUPPORTS THE APPLICATION TO ACQUIRE CONRAIL, AND REQUEST THE BOARD APPROVE THE APPLICATION AS QUICKLY AS POSSIBLE.

SINCERELY,

SYLVIA GROOMS  
MANAGER - TRANSPORTATION



11013 Kenwood Road • Cincinnati, OH 45242 • (513) 791-1966  
Fax (513) 791-0880

May 19, 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. We would welcome the benefit of increased market access for single-line rail transportation. I sincerely believe the availability of single-line service to a larger network will enable us to grow our business much more effectively. Since we are currently served by the local shortline, fewer multi-switch situations would certainly benefit us.

We are confident NS would provide reliable service on any Conrail lines they acquire. We have been pleased with the local office in terms of customer service.

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

I, Mike Sullivan, 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,

Mike Sullivan  
Sales Manager

MJS/mt

# THE CHAMBER

GREATER LAFAYETTE  
CHAMBER OF COMMERCE



May 19, 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 Co.  
Control and Operating Leases/Agreements  
Conrail Inc. and Consolidated Rail Corporation

Dear Mr. Williams,

On behalf of the Greater Lafayette Chamber of Commerce, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX.

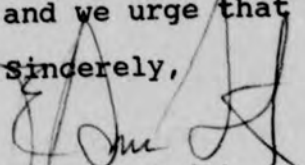
The Greater Lafayette Chamber of Commerce has a longstanding relationship with Norfolk Southern and, before their merger, the Norfolk & Western. In addition, NS's strong and effective industrial development efforts have proven to be invaluable to our community, as well as other areas in our state.

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

The competitive package NS and CSX have offered 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.

Sincerely,

  
E. Dana Smith  
President

# BUSKE LINES INC.

1000 N. OLD HIGHWAY 66 • LITCHFIELD, IL 62056 • 217-324-2141 X 251 • Fax: 217-324-8282

May 19, 1997

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



## VERIFIED STATEMENT OF BUSKE LINES INC. FINANCE DOCKET NO. 33388

Dear Mr. Williams:

My name is Diane Cerutti and I am Senior Rate Analyst of Buske Lines Inc., 1000 N. Old Highway 66, Litchfield, IL 62056. I have held my present position for 2 years. My duties include researching per diem charges against our company by various rail companies and determining if these should be paid or denied for various reasons. I am also the 'keeper' of all rail interchange agreements and files.

Buske Lines is a motor carrier. We work with NS at the following locations: Detroit, Michigan. In addition we work with the KCS at the Sallisaw Ramp as well as Conrail and the CSX in various cities across the U.S.

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



May 19, 1997

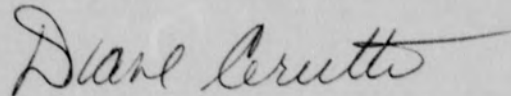
any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

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

Sincerely,

A handwritten signature in cursive script, reading "Diane Cerutti". The signature is written in dark ink and is positioned above the printed name and title.

Diane Cerutti  
Senior Rate Analyst  
Buske Lines Inc.



# GRA, Incorporated

Economic Counsel to the Transportation Industry



May 16, 1997

Via fax: 202-565-9000

Mr. Leland L. Gardner  
Director  
Office of Economics, Environmental Analysis  
and Administration  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423



Dear Mr. Gardner:

GRA has been retained by the Chemical Manufacturers Association and the Society of Plastics Industries (CMA/SPI) to review FD 33388: CSX Corporation and CSX Transportation, Norfolk Southern Corporation and Norfolk Southern Railroad Company - Merger, Control and Operation Leases/Agreements - Conrail Inc. and Consolidated Rail Corporation. In order to determine the effect of the proposed "merger," GRA needs access to the complete Carload Waybill Statistics database for the most recent available year. GRA needs all fields and all records in the database since GRA will examine both existing routes for CMA/SPI traffic as well as potential alternate routings shown to be available in the database. For example, some existing CMA/SPI moves from the Gulf Coast to New Jersey go by way of St. Louis, but after NS accesses New Jersey new routes for this traffic may be encouraged by way of New Orleans. Such routes exist in the CWS today but are not necessarily used by the Gulf Coast to New Jersey chemical traffic.

GRA has already paid the required fee of \$150 by Visa to Mr. James Nash of your office. If you agree to GRA using the data, we would appreciate your sending a letter to ALK Associates as soon as possible so that we may acquire the data from them.

Sincerely,

Joseph E. Phillips  
Programmer

C:\JP\LG0516JG.888:cm

Coal Products Limited  
Mill Lane  
Wingerworth, Chesterfield  
Derbyshire S42 6NG  
Tel: 01246 277001  
Fax: 01246 212212

20 May 1997

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

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

Mr name is David Foster, Chief Executive, Coal Products Limited, Mill Lane, Wingerworth, Chesterfield, Derbyshire S42 6NG. My job responsibilities include the purchase of American coal for the company.

Coal Products Limited imports approximately 500 k tons of coal annually from the United States. For my company to continue importing coal from the US at these tonnage levels it is essential to have strong, competitive railroads in the northeastern United States which own their own track and facilities. The proposed acquisition and division of Conrail by NS and CSX meets my company's competitive expectations and needs. I believe the plan for Conrail lines will be beneficial for my company and for coal exports from the United States.

NS and CSX have prepared a comprehensive plan to provide competitive rail service. Pennsylvania coal will be able to move by one railroad to the Virginia ports and more central Appalachian coals will be able to move single line to Baltimore for export. As a result we believe we will have better access to more types of coal.

For the above reasons Coal Products Limited supports the proposed plan for Conrail and urges the Surface Transportation Board to approve it as expeditiously as possible.

Yours sincerely

**David E Foster**  
**Chief Executive**

Verified Statement  
on behalf of  
Coal Products Limited  
Finance Docket No. 33388

I, David 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. Executed this 16th day of May, 1997.

David E Foster



Office of the Chairman

5-23-97  
**Surface Transportation Board**  
Washington, D.C. 20423-0001

*File in  
Docket  
JD-33388*

June 13, 1997

Mr. Bernard L. Loar  
President  
Allegany County Commissioners  
701 Kelly Road, Suite 405  
Cumberland, MD 21502-5819

Dear President Loar:

Thank you for your subsequent letter expressing support for 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 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





Office of the Chairman

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

June 13, 1997

Dale R. Lewis  
Commissioner  
Allegany County Commissioners  
701 Kelly Road, Suite 405  
Cumberland, MD 21502-5819

Dear Commissioner Lewis:

Thank you for your subsequent letter expressing support for 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 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





Office of the Chairman

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

June 13, 1997

Mr. Arthur T. Bond  
Commissioner  
Allegany County Commissioners  
701 Kelly Road, Suite 405  
Cumberland, MD 21502-5819

Dear Commissioner Bond:

Thank you for your subsequent letter expressing support for 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 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

# County Commissioners of ALLEGANY COUNTY

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



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

May 19, 1997

Ms. Linda Morgan, Chairman  
Federal Surface Transportation Board  
1201 Constitution Avenue, NW  
Washington, DC 20423-0001

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 23 1 09 PM '97  
OFFICE OF  
CHAIRMAN MORGAN

Re: Joint CSX-Norfolk Southern Application

Dear Chairman Morgan:

Our community has a railroad heritage of over 150 years. During the last few months we watched with great interest the pending Conrail sale and the individual advances made by CSX and Norfolk Southern. We were quite pleased that these two transportation giants worked out a mutually agreeable division of Conrail. We have had an opportunity to review the general implication of the division as proposed in their joint application.

We ask that you accept this letter as our expression of support for the joint CSX-Norfolk Southern application. We further ask that this application receive swift Board review and action in order to minimize the transition time and maximize the benefits to the new rail firms, their employees and their customers.

We believe that the division will encourage competition and thereby increase service to customers through the east and into the mid west. We believe that it will restore rail as a serious alternative to over-the-road-trucks for freight being shipped up and down the entire eastern seaboard. This would provide more competition and possibly reduce the burden on the interstate highway system such as I-95.

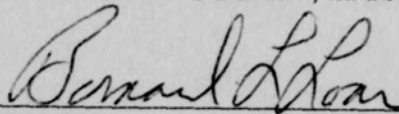
From a purely community standpoint, the division is fair to the many rail communities who depend on both firms for employment. The division does not grant one firm an unfair advantage over the other and it should not dictate large scale restructuring that might end up closing existing facilities. Communities like the City of Cumberland in Allegany County would be significantly impacted by any major rail job losses and the proposed division would preserve our jobs. It appears that this will be true in most every other existing rail center throughout the east.

701 Kelly Road, Suite 405 • Cumberland, Maryland 21502-3401  
(301) 777-5911 • FAX (301) 777-5819

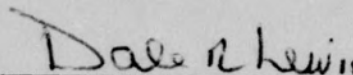
Again, we wish to extend our support for the joint CSX-Norfolk Southern application. We seek your assistance in seeing that it receives swift action. We gladly offer to provide you with any further information or assistance you deem appropriate. Thank you.

Sincerely,

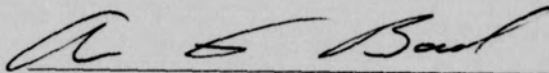
BOARD OF COUNTY COMMISSIONERS  
OF ALLEGANY COUNTY, MARYLAND



Bernard L. Loar, President



Dale R. Lewis, Commissioner



Arthur T. Bond, Commissioners

ACC:kam  
econgen/morgan.doc

County Commissioners of  
**ALLEGANY COUNTY**  
701 Kelly Road, Suite 405  
Cumberland, Maryland 21502-3401



Ms. Linda Morgan, Chairman  
Federal Surface Transportation Board  
1201 Constitution Avenue, NW  
Washington, DC 20423-0001





STATE OF NEW YORK  
EXECUTIVE CHAMBER  
ALBANY 12224

GEORGE E. PATAKI  
GOVERNOR

JAMES G. NATOLI  
DIRECTOR OF STATE OPERATIONS

May 23, 1997

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

Dear Ms. Morgan:

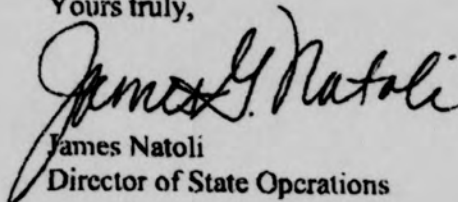
Earlier this month I wrote you in regard to the Norfolk-Southern and CSX Corporations' proposal to shorten the Surface Transportation Board's hearing process for their acquisition of Conrail (STB Finance Docket No. 33388). New York supported a 365 day schedule.

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,

  
James Natoli  
Director of State Operations

JGN:sm

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 23 5 39 PM '97  
OFFICE OF  
CHAIRMAN MORGAN



STB

FD

33388

5-22-97

J



Transportation Procurement Office



May 20, 1997

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

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

Dear Mr. Williams:

My name is Thomas J. Kolakowski. I am the Manager of Vehicle & Rail Logistics for Ford Motor Company. I have held my present position for two years. My duties include the planning and procurement of rail transportation for Ford Motor Company in North America.

Ford's manufacturing operations in the United States consist today of over 60 assembly plants and manufacturing locations, most of which are in the regions served by Conrail, CSX and Norfolk Southern. The current projections are that we will ship approximately 300,000 multilevels and boxcars with these railroads in 1997.


It is in Ford Motor Company's best interest that a review of the above merger be undertaken in the most expeditious manner possible. We are involved with these railroads in significant service reengineering programs needed to support Ford's new manufacturing processes and are concerned that a protracted merger proceeding could substantially delay these efforts. We are further concerned that extended proceedings could lead to service failures by the involved railroads on our current routings.

Ford Motor Company respectfully requests that the Board accept the 255 day procedural schedule as published in the Monday, April 21, 1997 edition of the Federal Register.

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

Sincerely,

Thomas J. Kolakowski  
Manager, Vehicle & Rail Logistics  
Transportation Procurement Office  
Ford Motor Company

  
Ford Motor Company  
Vehicle & Rail Logistics  
Thomas J. Kolakowski

May 20, 1997


Mr. Vernon Williams

Per our conversation this morning, attached is a fax copy of Ford Motor Company's statement of support for an expedited review of the merger proceeding involving CSX, Norfolk Southern and Conrail. A hard copy of this document is being sent to you via express mail.

Thank you for your attention to this matter.

*Tom Kolakowski*



 Mini-FAX Transmittal		Date <u>5/20</u>	Pages <u>2</u>
TO <u>Vernon Williams</u>	FROM <u>Tom Kolakowski</u>		
BLDG.	RM.	BLDG.	RM.
TELEPHONE <u>(202) 565-1651</u>	TELEPHONE <u>(313) 337-3972</u>		
FAX NO. <u>(202) 565-9003</u>	FAX NO. <u>(313) 337-1949</u>		



Transportation Procurement Office



May 20, 1997

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

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

Dear Mr. Williams:

My name is Thomas J. Kolakowski. I am the Manager of Vehicle & Rail Logistics for Ford Motor Company. I have held my present position for two years. My duties include the planning and procurement of rail transportation for Ford Motor Company in North America.

Ford's manufacturing operations in the United States consist today of over 60 assembly plants and manufacturing locations, most of which are in the regions served by Conrail, CSX and Norfolk Southern. The current projections are that we will ship approximately 300,000 multilevels and boxcars with these railroads in 1997.

It is in Ford Motor Company's best interest that a review of the above merger be undertaken in the most expeditious manner possible. We are involved with these railroads in significant service reengineering programs needed to support Ford's new manufacturing processes and are concerned that a protracted merger proceeding could substantially delay these efforts. We are further concerned that extended proceedings could lead to service failures by the involved railroads on our current routings.

Ford Motor Company respectfully requests that the Board accept the 255 day procedural schedule as published in the Monday, April 21, 1997 edition of the Federal Register.

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

Sincerely,

Thomas J. Kolakowski  
Manager, Vehicle & Rail Logistics  
Transportation Procurement Office  
Ford Motor Company



Office of the Chairman

5-22-97  
Surface Transportation Board  
Washington, D.C. 20423-0001

*File in Docket*  
*JD-33388*

June 17, 1997

Ms. Elaine A. Morgan  
Clerk of the Board of  
Chosen Freeholders  
County of Sussex  
Administration Building  
Plotts Road  
Newton, NJ 07860

Dear Ms. Morgan:

Thank you for sending a copy of the Sussex County Resolution regarding your community and how it may be affected by the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. The Surface Transportation Board (Board) has docketed this proceeding as STB Finance Docket No. 33388. Applicants have indicated their intention to file their control application with the Board soon.

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





## County of Sussex

CLERK OF THE BOARD  
OF CHOSEN FREEHOLDERS  
Administration Building  
Plotts Road  
Newton, New Jersey 07860  
(201) 579-0240

*Elaine A. Morgan*  
Clerk of the Board

May 16, 1997

Honorable Christine Todd Whitman  
Governor, State of New Jersey  
State House CN 001  
Trenton, NJ 08625

RESOLUTION RE: SUPPORTING THE RETENTION OF ACTIVE RAIL SERVICE ON  
THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY  
RIGHT OF WAY TO AND THROUGH THE COUNTY OF SUSSEX

Dear Governor Whitman:

The above-captioned Resolution was adopted by the Sussex County Board of Chosen Freeholders at its meeting held on May 14, 1997.

The Resolution expresses the Board's strong support for the continuation of active rail service on the NYS & W rail line to and through the County of Sussex, as detailed in the Resolution.

Enclosed you will find a certified copy of the Resolution for your files. If I can be of further assistance, please do not hesitate to contact me.

Sincerely,

Elaine A. Morgan  
Clerk of the Board

EAM:jaa  
enc.  
cc: (see next page)

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 22 2 26 PM '97  
OFFICE OF  
CHAIRMAN MORGAN

Honorable Frank Lautenberg, U.S. Senator  
Honorable Robert Toricelli, U.S. Senator  
Honorable Marge Roukema, U.S. House of Representatives  
Honorable Rodney Frelinghuysen, U.S. House of Representatives  
Honorable Robert Littell, N.J. State Senator  
Honorable E. Scott Garrett, N.J. Assemblyman  
Honorable Guy Gregg, N.J. Assemblyman  
Honorable Andrew Ciesla, Chairperson of the NJ State Senate Transportation  
Committee  
Honorable Alex DeCroce, Chairperson of the NJ Assembly Transportation  
and Communication Commission  
United States Surface Transportation Board  
New Jersey Department of Transportation  
New Jersey Transit Corporation  
North Jersey Transportation Planning Authority  
Freeholder Boards of Morris, Passaic and Bergen County  
Norfolk Southern Railroad Corporation  
CSX Transportation Corporation  
Delaware Otsego Corporation  
Sussex County Chamber of Commerce  
Sussex County Economic Development Partnership  
All Sussex County Municipalities

**RESOLUTION RE:      SUPPORTING THE RETENTION OF ACTIVE RAIL  
SERVICE ON THE NEW YORK, SUSQUEHANNA AND  
WESTERN RAILWAY RIGHT OF WAY TO AND THROUGH  
THE COUNTY OF SUSSEX**

**WHEREAS**, the continued availability of railroad service in Sussex County is important to many businesses and industries and the economic vitality of the County as a whole; and

**WHEREAS**, the Federal Surface Transportation Board (S.T.B.) is preparing to consider a proposed Division of the Consolidated Rail Corporation (Conrail) between CSX Transportation Inc. (CSX) and the Norfolk Southern Railroad; and

**WHEREAS**, the sale of Conrail could have a major impact on and effect the ability of the New York, Susquehanna and Western Railway (NYS & W), which is the only active rail line in the County, to continue to provide freight service to the County of Sussex; and

**WHEREAS**, if freight service on the NYS & W line were terminated, Sussex County would see an increase of over 2,000 additional truck trips per year on the County's already over burdened highway system; and

**WHEREAS**, in excess of \$20 million in public funds, including a \$250 thousand dollar loan from the County of Sussex, have been expended by local, State and Federal agencies to preserve and rehabilitate the existing freight line; and

**WHEREAS**, the County of Sussex, in cooperation with Morris, Passaic, and Bergen Counties, as well as N.J. Transit, are working cooperatively toward the restoration of passenger rail service on the NYS & W Rail line; and

**WHEREAS**, the County has received strong support from many municipalities in the County, including all the municipalities that the NYS & W, Rail line traverses, for the retention of active rail service, both freight and future passenger rail service on the NYS & W Rail line; and

**WHEREAS**, the County has received strong support from the shippers in the County who use the NYS & W for freight service, for the retention of active rail service on the line; and

**WHEREAS**, the County has received pledges of support from the counties of Morris, Passaic, and Bergen for its effort to retain freight and future passenger rail service on the NYS & W.

**NOW, THEREFORE, BE IT RESOLVED** by the Sussex County Board of Chosen Freeholders, that the Board hereby expressed its strong support for the continuation of active rail service on the NYS & W rail line to and through the County of Sussex; and

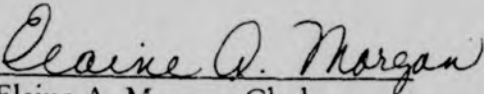
**BE IT FURTHER RESOLVED**, that the Board of Chosen Freeholders urges the Federal Surface Transportation Board, which will soon be considering the application of Norfolk Southern and CSX Transportation Corporation for the sale and division of Conrail, to consider the implications of the proposed sale on:

1. the future viability of the NYS & W freight line through Sussex County;
2. the many millions of dollars in public funds that have already been invested in the preservation and restoration of the NYS & W Rail line;
3. the impact of the termination of rail service on the NYS & W on local economic development efforts and local truck traffic;
4. the future implementation of passenger rail service on the NYS & W line to Sussex County; and

**BE IT FURTHER RESOLVED**, that the Sussex County Board of Chosen Freeholders urges the State of New Jersey to go on record with the United States Surface Transportation Board to make certain that freight and future passenger rail service remain viable on the NYS & W Rail line through Sussex County; and

**BE IT FURTHER RESOLVED**, that copies of this Resolution be forwarded to Governor Christine Todd Whitman; the Honorable Frank Lautenberg, U.S. Senator; the Honorable Robert Toricelli, U.S. Senator; the Honorable Marge Roukema, U.S. House of Representatives; the Honorable Rodney Frelinghuysen, U.S. House of Representatives; the Honorable Robert Littell, N.J. State Senator; the Honorable E. Scott Garrett, N.J. Assemblyman; the Honorable Guy Gregg, N.J. Assemblyman; the Honorable Andrew Ciesla, Chairperson of the NJ State Senate Transportation Committee; the Honorable Alex DeCroce, Chairperson of the NJ State Assembly Transportation and Communication Committee; the United States Surface Transportation Board; the New Jersey Department of Transportation; New Jersey Transit Corporation; the North Jersey Transportation Planning Authority; the Freeholder Boards of Morris, Passaic and Bergen County; the Norfolk Southern Railroad Corporation; the CSX Transportation Corporation; the Delaware Otsego Corporation; the Sussex County Chamber of Commerce; the Sussex County Economic Development Partnership and all Sussex County Municipalities.

Certified as a true copy of the  
Resolution adopted by the Board  
on the 14th day of May, 1997.

  
Elaine A. Morgan, Clerk  
Board of Chosen Freeholders  
Sussex County, New Jersey





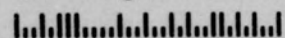
0140

**County of Sussex**  
**CLERK OF THE BOARD**  
Administration Building  
Plotts Road  
Newton, New Jersey 07860

00:54 05/21/97 DCR#4 ISS#631 WGMF DC 200



The US Surface Trans. Board  
Honorable Linda Morgan, Chairperson  
12th and Constitution Avenue, NW  
Washington, DC 20423





STB

FD

33388

5-21-97

J

BUSINESS

*Administratively Confidential*



May 21, 1997

Mr Mike Dalton  
Section of Environmental Analysis  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423

Re: CONRAIL Merger Study  
Disclosure Statements

Dear Mr. Dalton,

Enclosed are two executed originals of Surface Transportation Board Disclosure Statements for Applied Solutions, Inc., an HDR subcontractor, and Nancy Roberts, an HDR subconsultant.

Excuse me for tardiness in forwarding these documents. Please call if you have questions.

Yours truly,  
HDR Engineering

A handwritten signature in cursive script, reading 'Jay A Campbell'.

Jay A Campbell  
Project Director

Enclosures

**Surface Transportation Board**

**Disclosure Statement**

I certify that Applied Solutions, Inc. has no financial or other interest in the outcome of the prospective application/petition of CSX or Norfolk Southern Railroads in Finance Docket Nos. 33280 and 33286 to acquire Conrail.

Signed:

Richard A. Pederson

Title:

President

Date:

3/13/97

# Surface Transportation Board

## Disclosure Statement

I certify that Nancy A. Roberts  
has no financial or other interest in the outcome of the  
prospective application/petition of Norfolk Southern in Finance  
Docket No. 33286 to acquire Conrail.

Signed

Nancy A. Roberts

Title

Attorney - Kutak Rock Law Firm

Date

3/10/97

# Surface Transportation Board

## Disclosure Statement

I certify that HDR Engineering  
has no financial or other interest in the outcome of the  
prospective application/petition of Norfolk Southern in Finance  
Docket No. 33286 to acquire Conrail.

Signed

Jay Campbell

Title

Project Director / Sr VP

Date

5 March 1997



STB

FD

33388

5-21-97

J

# Crop Production Services



Agronomic Products / Services

April 1997

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



## VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Ted Belden, 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 15<sup>th</sup> day of May, 1997.

Ted Belden  
Corp Production Services, Inc.

# Diamond R

## FERTILIZER CO., INC.



P.O. BOX 771157  
WINTER GARDEN, FLORIDA 34777-1137  
PHONE 407-656-3007

RANCH FERTILIZER DIVISION  
710 N.E. 5th AVENUE, OKEECHOBEE, FLORIDA 34972  
PHONE 813-763-2158

P.O. BOX 12489  
FORT PIERCE, FLORIDA 34979-2489  
PHONE 407-464-9300

May 16, 1997

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



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

Dear Secretary Williams:

I am writing in support of applications by CSX and Norfolk Southern to acquire Conrail. I urge you to approve and act on it quickly.

This company is the largest producer of complete fertilizer in Florida. We receive in excess of 850 car shipments annually and expect to increase that substantially. I expect that the results of these two carriers operating the system will be better equipment utilization, better service and more competition which should benefit us and our customers.

We are very interested in improved service on bio-solids, which we ship from New York, Boston and Rhode Island. The use of these products is increasing and the distance involved makes dependable service critical.

I appreciate your quick attention to this matter.

Yours truly,

Ben E. Burdeshaw  
President

BEB/cal

FERTILIZERS



PESTICIDES

Subsidiary of Pioneer Ag-Chem, Inc.



May 15, 1997

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

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 Michael R. Kistler and I am Senior Vice President and COO of LogoAthletic, Inc. My company is located at 8677 LogoAthletic Court, Indianapolis, Indiana, 46219. I have been duly authorized to speak on behalf of my company. My company is involved in creating merchandise which carries the logos of professional sports teams from the NFL, NBA, NHL and MLB, as well as colleges and universities throughout the United States. We have factories in Milwaukee, Wisconsin; Redmon, J, Washington and Indianapolis, Indiana. My company's parent company has manufacturing locations throughout the United States as well as in locations outside the United States. As such, my company ships our products and raw material by air, land and sea, in many intermodal combinations.

I wish to express support for the proposal acquisition of Conrail by Norfolk Southern and CSX. I believe that the increased competition created by this merger will establish competitive railroad alternatives to Conrail's current monopoly of some Eastern states thus benefiting my company and its customers.

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

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

I strongly support the proposed acquisition of Conrail by Norfolk Southern and CSX and I urge that it be promptly approved.

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

By: Michael R. Kistler

Michael R. Kistler

# TANK CAR CORPORATION OF AMERICA

P.O. BOX 30  
ORELAND, PA 19075

Phone: (215) 886-4450

Fax: (215) 886-2748

May 15, 1997

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



## VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

A handwritten signature in cursive script, appearing to read 'Charles W. Hahl'.

Charles W. Hahl  
Tank Car Corporation of America



# Dry Fork Milling Company, Inc

P.O. Box 5 ♦ Dry Fork, VA 24549 ♦ 804 432-8127 ♦ 800 346-1360

May 6, 1997

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



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

Dear Mr. Williams:

My name is R. E. Williams. I am President of Dry Fork Milling Company, Inc. We have a rail served milling facility on the Norfolk Southern at Dry Fork, VA. We have been in business for more than seventy years producing such products as Southern Bell Flour, White Oak Mountain Cornmeal, Dryco Dog Crunches, and Red Dot Feeds. We receive grains and feed ingredient via rail primarily from the Midwest with some coming from the Northeast.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Approval of their plan will allow us to source grain and feed ingredients from origins that now require joint line rates and routes. These origins would now, with approval of the NS/CSX plan, become single line moves and should help in controlling freight cost.

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

Sincerely,

R. E. Williams, President  
Dry Fork Milling Company, Inc.

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

Executed on May 6, 1997.

cc: CSX Corporation



# MASON ELEVATOR COMPANY

104 S. Lansing St.  
Mason, Michigan 48854  
(517) 676-1016  
FAX 676-2836

LESLIE FARM CENTER  
304 E. Bellevue  
Leslie, Michigan 49251  
(517) 589-8248  
FAX 589-5471



May 1997

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

## VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

Philip Malefyt  
Mason Elevator Company

Mailing Address:  
P.O. Box 13663  
Reading, PA 19612  
Tel: (610) 378-9780

# GRAYSTONE EXPRESS Ltd.

Delivery Address:  
701 Spring Street  
Reading, PA 19604  
Fax: (610) 378-9781

May 15, 1997

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



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

Dear Secretary Williams:

As the President of a small northeast regional trucking company, I am writing to offer my support for the proposed joint acquisition of Conrail by CSX and NS.

It is obvious that the long term financial viability of our nation's interstate railroads is for them to focus on long distance moves and maximizing equipment utilization.

Rail cars must be kept full and moving over great distances. The shorter distance in movement of freight is most economically handled by trucks.

If you accept these assumptions, then it seems logical from my view point for the joint acquisition of Conrail by CSX and NS be approved.

By approving this transaction, great transportation efficiencies will be gained on the eastern seaboard, without sacrificing the obvious benefits of competition among CSX, Norfolk Southern, and the trucking industry.

Such a transaction will result in increased long distance rail traffic, and reduced long distance trucking. While on the surface, it may seem incongruous for the President of a trucking company to make such a statement, it obviously makes sense. Longer rail moves, with local truck delivery makes good economic sense, good social sense, and would be encouraged by an acquisition of Conrail by CSX and NS.

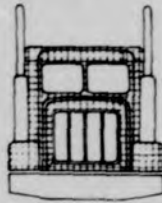
Thank you for considering my opinion.

Sincerely,

A handwritten signature in cursive script, appearing to read "Patrick J. Kerwin".

Patrick J. Kerwin  
President

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



# CYPRESS

TRUCK LINES INC.

1746 E. Adams St. Jacksonville, FL 32202  
904/356-9322



May 15, 1997

Verified Statement of  
Cypress Truck Lines, Inc.

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

Dear Mr. Williams:

My name is David V. Penland, and I am the owner and president of Cypress Truck Lines, Inc. located at 1746 E. Adams Street, Jacksonville, FL 32202.

Cypress Truck Lines, Inc. was incorporated in 1980 and is a flat bed motor carrier. We have contracted Norfolk Southern to move our customer's (Bellsouth) wire from Jacksonville, FL to Birmingham, AL. We in turn pick up the wire from Birmingham, AL and deliver it to Pelham, AL. In addition, we work with Florida East Coast Railway to transport our customer's (Owens Corning) roofing materials from Jacksonville, FL to various locations in south Florida.

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 noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, 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 order for us to provide our customers with a fair and equitable rate, we must be able to negotiate rail rates from various rail carriers.

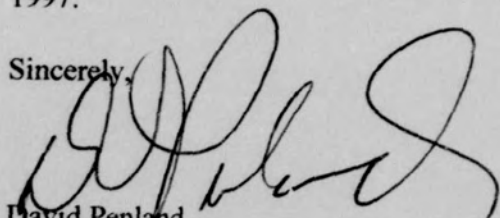


Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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, David Penland, 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 15, 1997.

Sincerely,

A large, stylized handwritten signature in dark ink, likely belonging to David Penland, is written over the word "Sincerely," and extends down towards the typed name.

David Penland  
President  
Cypress Truck Lines, Inc.





**WARREN PETROLEUM COMPANY,**

Limited Partnership

An NGC Company



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

RE: STB Finance Docket Number 33388

Dear Secretary Williams:

My name is Janice Rowland, I am Rail Operations Manager for Warren Petroleum Company, Limited Partnership in Houston, Texas, our office address is 1000 Louisiana Suite 5800, Houston, Texas 77002-5050. Our company ships Propane and Butanes in the United States and Canada. We ship via Rail, Barge, and Truck. We are considered the largest gas liquids company in the United States. I am writing to offer our support for the proposed joint acquisition of Conrail by CSX and NS.

Although, Conrail does not handle a significant volume of direct shipments, with the merger of the CSX and the Conrail this would increase our direct movements on both rail systems. All of our North and Northeastern supply points are served by either CSX or Conrail. By dividing Conrail's assets between CSX and NS, we feel that we can get a more favorable rates that would result from single-line service and enhanced competition between CSX and NS. Therefore creating more business not only for the CSX and Conrail but enable us to capture a larger market share in the eastern United States.

We hope that with this transaction, with the increased number of destinations able to be reached in single-line service, we are more likely to be able to move outbound finished product by rail into the Eastern United States than by other modes of transportation. With a single line we are also looking for less delays so that we are able to deliver valuable propane in the winter months to customers in desperate need.

Warren supports the joint application of CSX, NS, and Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency, and offer more competitive rates.

I, Janice Rowland, 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 16th day of May, 1997.

Sincerely,

Janice Rowland

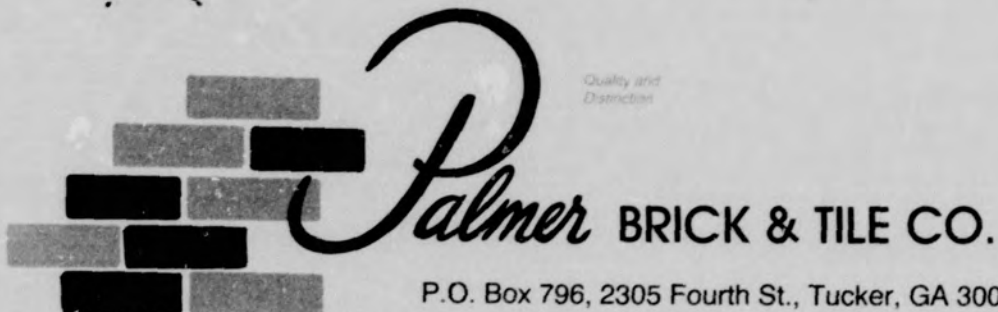
cc: David M. LeVan  
Chairman  
Consolidated Rail Corporation  
2001 Market Street, 17-N  
Philadelphia, PA 19101-1417

1000 Louisiana • Suite 5800

Houston, Texas • 77002-5050

Tel 713.507.6590

Fax 713.507.3715



P.O. Box 796, 2305 Fourth St., Tucker, GA 30085-0796, 770/934-7628

May 19, 1997

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



Re: Verified Statement of Palmer Brick & Tile Co.  
Proposed CSXT/NS/Conrail Transaction  
Surface Transportation Docket No. 33388

Dear Secretary Williams:

My name is Mack Palmer. I am President for Palmer Brick & Tile Company. In my position, I am responsible for purchasing and shipping Clay Products from various locations across the United States and distributing in Georgia.

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

I, Mack Palmer, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified Statement.

Executed this 19th day of May, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Mack E. Palmer'. The signature is written in a cursive style with a large, sweeping 'M' and 'P'.

Mack E. Palmer  
President

MEP/slm

*Member of National Association of Brick Distributors*

# *Second Sterling Corp.*

POST OFFICE BOX 1085

BECKLEY, WEST VIRGINIA 25802-1085

PHONE  
AREA CODE 304  
252-8528

May 16, 1997



The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
Attn: STB Finance Docket ~~#22286~~ 33388  
1201 Constitution Avenue, NW  
Washington, DC 20423-0001

RE: SUPPORT FOR NS ACQUISITION OF CONRAIL

Dear Mr. Williams:

My name is Byrd E. White III. I am the Vice President of Second Sterling Corp. with its headquarters at Beckley, West Virginia. My office is at 818 N. Eisenhower Drive, Beckley, West Virginia.

Second Sterling Corp. is a company with sales in excess of \$1,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 99% rail and 1% by truck. My responsibilities as Vice President include the direct oversight of our transportation requirements which includes outbound finished products from our plants. Primarily, we presently ship metallurgical coal to both domestic steel plants and various overseas markets.

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

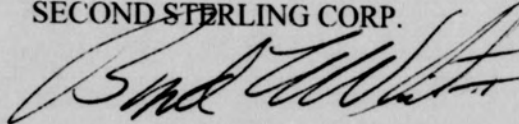
NS Railroad always has the proper equipment available for our needs and their service is timely.

Mr. Vernon A. Williams  
May 16, 1997  
Page -2-

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

Sincerely,


SECOND STERLING CORP.

A handwritten signature in dark ink, appearing to read "Byrd E. White III", written over the printed name.

Byrd E. White III  
Vice President

BEWIII/slm

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


A handwritten signature in dark ink, appearing to read "Byrd E. White III", written over the printed name.  
Byrd E. White III, Vice President



**Department of Economic  
and Community Development**

Rachel Jackson Building, 8th Floor  
320 Sixth Avenue North  
Nashville, Tennessee 37243-0405  
(615) 741-1888 / Fax: (615) 741-7306

**William A. Dunavant, Jr., CED**  
Commissioner

  
**TENNESSEE**



May 14, 1997

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

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

Dear Mr. Williams,

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

The Department of Economic and Community Development has a longstanding relationship with both NS and CSX which 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 interests in our state.

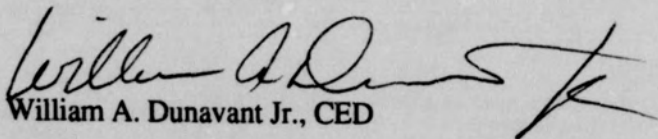
The proposed merger will enable shippers to receive more competitive rail service and provide them with single line access to many more customers and suppliers in new markets in the northeast. The enhanced transportation service resulting from this new rail network will generate significant new business and industrial growth for Tennessee.



Mr. Williams  
Page Two  
May 14, 1997

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

Sincerely,



William A. Dunavant Jr., CED

WAD:bm

xc: 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

**Brendamour**

WAREHOUSING

DISTRIBUTION &amp;

SERVICES, INC.

**Marshall J. Ivey II**  
Commercial Sales Manager2601 Arbor Place  
Cincinnati, OH 45209  
(513) 531-0077  
(513) 531-4643 Fax**Brendamour****DISTRIBUTION & SERVICES, INC.**

Ohio 45209 • (513) 531-0077 • Fax (513) 531-4643

May 1, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Surface Transportation Board  
STB Finance Docket No. 33286  
1201 Constitution Ave., N.W.  
Washington, DC 20423



Subject: CSX Corporation & 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.

Brendamour Warehousing, Distribution and Services, Inc. is a full service public warehousing company. We operate 1.3 million square feet of warehousing space at six locations in the Greater Cincinnati and Northern Kentucky area (see attached list of facilities). Three of the facilities are rail serviceable by either Conrail, CSX or I&O Railroads.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and divide its assets. Since our facility is located on lines which will belong to Norfolk Southern, we would welcome the benefit of increased market access of single line rail transportation. Joint line rail service in the Northeast has tended to inhibit our ability to move freight through our facility. We feel the single line service which Norfolk Southern proposes would be of benefit to us and believe that the larger Norfolk Southern network would enable us to grow our business. We are confident that Norfolk Southern will continue to provide superior rail service in the future.

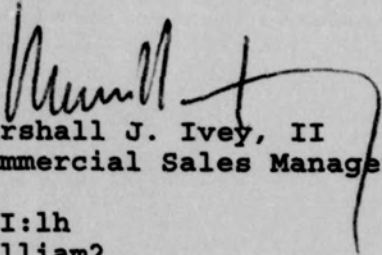
11400 Grooms Road Blue Ash OH 45242  
249 West Mitchell Avenue Cincinnati OH 45232  
2601 Arbor Place Norwood OH 45209

7575 Empire Drive Florence KY 41042  
1670 Dolwick Drive Erlanger KY 41018  
550 Kemper Commons Circle Tri-County OH 45246

Pg. 2  
Mr. Williams  
5-1-97

I, Marshall J. Ivey, II, support the application of Northern Southern and CSX to acquire Conrail and declare that the above statements are true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 1, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Marshall J. Ivey, II', with a long horizontal flourish extending to the right.

Marshall J. Ivey, II  
Commercial Sales Manager

MJI:lh  
william2

May 15, 1997



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

**VERIFIED STATEMENT**

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

Dear Secretary Williams:

My name is Laurence Coe, and I am President of the Coe Railroad Company.

As President, I am responsible for total railroad operations.

The Coe Railroad is a short-line rail carrier which operates 8.7 miles of rail line between Wixom and West Bloomfield in the State of Michigan. We handle about 500 inbound carloads during a typical year, and our primary commodities are: lumber and plastic pellets. Our railroad connects with CSX at Wixom, Michigan.

The Coe Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit Coe Railroad along with



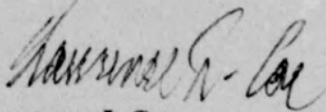
CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

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

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

Executed this 15 day of May, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Laurence I. Coe", written in dark ink.

Laurence I. Coe



# W.G. THOMPSON & SONS LIMITED



W.G. Thompson & Sons Ltd.  
122 George St.  
Box 250, Blenheim  
Ontario, N0P 1A0

Telephone 519-676-5411  
Fax 519-676-3185

FD33388

## VERIFIED STATEMENT OF W. G. THOMPSON & SONS LTD.

My name is Wesley T. Thompson and I am the President of W. G. Thompson & Sons Ltd. I have held my present position for four (4) years.

W. G. Thompson & Sons Ltd. is a Canadian grain company, which handles corn, soyabeans, wheat, barley, oats and crop inputs including fertilizers. We have facilities located at Blenheim, Rodney, Kent Bridge, Hensall and Mitchell, all in the Province of Ontario. These facilities are presently served by the CSX, Canadian National and the Canadian Pacific Railroad. We deliver and receive commodities with numerous customers located on both the CSX, Norfolk Southern, and the present Conrail.

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

Verified Statement

May 6, 1997

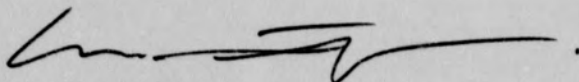
-2-

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

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

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

Sincerely,

A handwritten signature in dark ink, appearing to read 'Wesley T. Thompson', followed by a long horizontal flourish.

Wesley T. Thompson  
W. G. Thompson & Sons Ltd.



**NEWTON ASPHALT COMPANY, INCORPORATED OF VA.**

P. O. BOX 9420  
ALEXANDRIA, VIRGINIA 22304  
751-7100

PAVING  
CONTRACTORS



May 16, 1997

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

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:

Verified Statement  
on behalf of  
Newton Asphalt Company, Inc. of VA  
Finance Docket No. 33388

My name is James T. Young and I am Vice President of Newton Asphalt Company Inc. of VA. I have held my position for 2-1/2 years. My duties include day to day management of the company.

Newton Asphalt Company, Inc. of VA is an Asphalt Supplier and Paving Contractor which manufactures/produces hot mix asphalt. We have facilities located at Alexandria, Virginia. These facilities are presently served by Norfolk Southern. We receive from suppliers located at Manassas, Virginia. These facilities are located on the lines of Norfolk Southern. During 1996, we received 4,000 carloads from these origins.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own

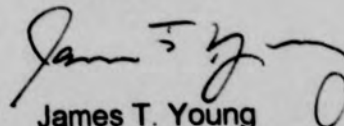
tracks and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may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

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

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

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

Sincerely,

A handwritten signature in dark ink, appearing to read "James T. Young", with a stylized flourish at the end.

James T. Young  
Vice President





NEWTON ASPHALT COMPANY, INCORPORATED OF VA.

P. O. BOX 9420  
ALEXANDRIA, VIRGINIA 22304  
751-7100

PAVING  
CONTRACTORS



May 16, 1997

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

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:

Verified Statement  
on behalf of  
Newton Asphalt Company, Inc. of VA  
Finance Docket No. 33388

I, James T. Young, 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 16 day of May 1997.

Sincerely,

A handwritten signature in cursive script that reads 'James T. Young'.

James T. Young  
Vice President





**NEWTON ASPHALT COMPANY, INCORPORATED OF VA.**

P. O. BOX 9420  
ALEXANDRIA, VIRGINIA 22304  
751-7100

PAVING  
CONTRACTORS



May 16, 1997

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

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:

Verified Statement  
on behalf of  
Newton Asphalt Company, Inc. of VA  
Finance Docket No. 33388

My name is James T. Young, and I am Vice President of Newton Asphalt Company, Inc. of VA. I have held my position for 2-1/2 years. My duties include day to day management of the company.

We have facilities located at Alexandria, Virginia. These facilities are presently served by Norfolk Southern. We receive from suppliers located at Manassas, Virginia. These facilities are located on the lines of Norfolk Southern. During 1996, we received 4,000 carloads.

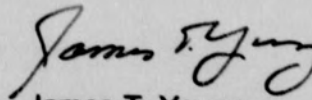
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service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

other companies enjoying single-line service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

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

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

Sincerely,

A handwritten signature in cursive script, appearing to read "James T. Young".

James T. Young  
Vice President

**Chemical Distribution Specialists**

## **Smith & Weiss Enterprise and Trading Co.**

P.O. BOX 2423  
Westport, CT 06880

Telephone 203-454-1711  
Fax 203-454-4204

**May 15, 1997**

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



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

**Dear Secretary Williams:**

**We are enclosing a verified statement which documents our support for the acquisition of Conrail by the Norfolk Southern and CSX Transportation companies.**

**Respectfully submitted,**

**Timothy F.. Weiss  
President**

**Verified Statement  
Of  
Timothy F. Weiss**

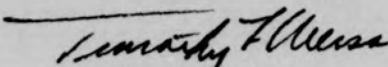
My name is Timothy F. Weiss and I am President and sole owner of Smith & Weiss Enterprise and Trading Company, a Connecticut corporation located in Westport, Connecticut. The Company specializes in the wholesale distribution of bulk chemicals, primarily molten sulfur, used in the production of agricultural fertilizers.

Over ninety percent of the Company's shipments are by rail from refineries and natural gas plants situated in the midwestern and southern United States. CSXT and Conrail handle the majority of our shipments and we expect to commence some shipments which will be partially handled by the NS in the near future.

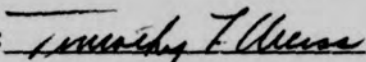
The Company has an excellent working relationship with CSXT and attributes part of its success to the willingness of the CSXT to provide competitive shipping rates which, of course, enhances our ability to compete in markets within their system. The acquisition of a portion of Conrail's routes in the midwest and northeast by CSXT should improve our ability to compete in those regions because we expect the consolidation to produce efficiencies in railcar handling which will reduce our fleet costs. We also expect the consolidation to result in lower overall rates for shipments into the former Conrail system due to cost reductions which should naturally occur when one organization is absorbed by another.

Therefore, we wholeheartedly support the proposed joint acquisition and look forward to its early implementation.

Respectfully submitted,

  
Timothy F. Weiss  
President

I, Timothy F. Weiss, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified to submit this verified statement.

Signed:  5/15/97



# Mississippi Lime Company

## Corporate Offices

Alton, Illinois 62002-2247

7 Alby Street  
P.O. Box 2247  
Phone: 618-465-7741  
Fax: 618-465-7786

May 15, 1997

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

FD33388



Re: CSX Corporation and Norfolk Southern - Applications to Control and Operate Lines of Consolidated Rail Corporation

Dear Mr. Williams:

This statement is being submitted by Marshall Walters, Traffic Manager for Mississippi Lime Company located at #7 Alby Street, Alton, IL 62002-2247.

I have been employed with the above firm since October 1988. My duties include transportation negotiations with railroads, rates, contracts, service problems, tracing, freight payment, and auditing of all prepaid freight bills. I also maintain a fleet of over 300 leased tank and covered hopper cars. Other duties include supervising and maintaining bulk terminals and bulk and bag truck shipments.

My transportation work experience started in 1965 with the Rock Island Railroad followed by working with Freight Forwarders, Shipper Associations, and trucking firms. I have worked in Chicago, New York, and St. Louis and belong to the Traffic Club of St. Louis, Inc.

Mississippi Lime company at Ste. Genevieve, Missouri, owns and operates the largest lime plant in North America and is among the top shippers on the nation's railroads. We provide lime and lime products for the steel, paper, chemical, municipal, paint, and electric power industries.

Mississippi Lime ships via rail throughout the United States, however, we are dependent on service through the St. Louis Gateway.

The proposed Conrail acquisition by CSX Transportation and Norfolk Southern should provide a more efficient and stronger rail system in the East and open new markets for all shippers.

OPERATING DIVISIONS OF MISSISSIPPI LIME COMPANY

Bluff City Minerals Company

Prairie du Rocher Lime Company

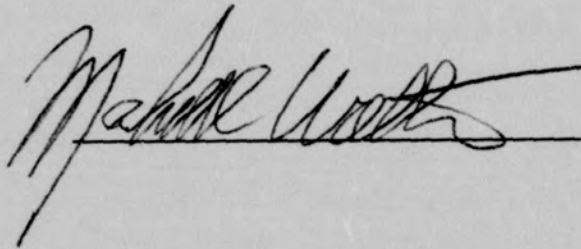


The equipment utilization would be improved and could reduce the total overall cost by lowering transit times to our customers.

We are also hopeful that the acquisition will eliminate interchange delays at both St. Louis and Chicago and will provide our customers with shorter more efficient routes.

We believe the proposed acquisition will provide additional benefits to shippers and support this application.

I, Marshall Walters, 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 date.



Witness Judy Bryant

and Notary Public



# Calcium Silicates Corporation

*Nutrients  
for the  
Agribusiness*

P.O. Box 2058 • Columbia, TN 38402-2058 • 615-381-1859 • Fax 615-380-1364

May 12, 1997

FD 33386

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



Re: CSX Corporation and Norfolk Southern  
Application to Control and Operate Lines of Consolidated Rail Corporation

Dear Secretary Williams:

My name is Don Beatty. I am the Vice President of Calcium Silicate Corporation at P.O. Box 2058, Columbia, Tennessee 38402-2058. I am responsible for coordinating the outbound transportation of our material to our Terminal in Lake Harbor, Florida. I am writing to offer my company's strong support of the CSX and Norfolk Southern application to acquire Conrail and to urge the Board's prompt approval.

Calcium Silicate Corporation processes calcium silicate fines which are used as a soil amendment to silica deficient soils, primarily the sugar cane and rice fields in central Florida. At this time, most of our material is shipped out by rail at a current rate of approximately 80,000 tons annually.

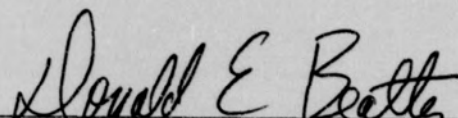
CSC believes that the proposed acquisition of Conrail would be in our best interests, as well as in the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

- ▶ We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates.
- ▶ We also expect that the increased number of destinations able to be reached in single-line service, we are more likely to be able to move outbound material by rail than we can today, to more distant markets.
- ▶ We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of the shippers who rely on rail.

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

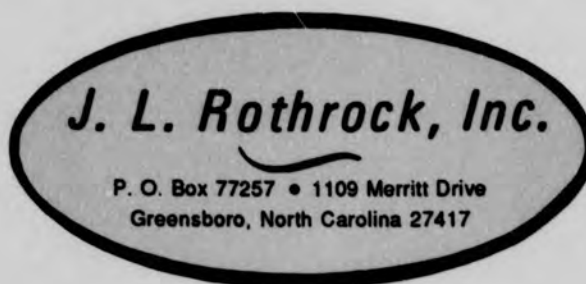
I, Donald E. Beatty, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 12 day of May, 1997.

  
Donald E. Beatty, Vice President  
Caicium Silicate Corporation, inc.

DEB:gbl

"DEPENDABLE MOTOR CARRIER SERVICE"



May 16, 1997

Mr. Vernon Williams, Secretary  
Finance Docket No. ~~33286~~ 33388  
Surface Transportation Board  
1202 Constitution Avenue, N.W.  
Room 2215  
Washington, D.C. 20423

Dear Mr. Williams:

My name is W.D. Bondurant, and I am President of J.L. Rothrock, Inc. I have been in this position for 13 years. As president, I am accountable for the general management of the company; for establishing corporate objectives, plans, and policies; reviewing the progress of the company to assure achievement of corporate goals and objectives; directing the business of the company with the objective of providing maximum profit and return on invested capital; and for establishing and maintaining strong customer relations. In addition; directing, coordinating and administrating of all activities; develop strategic and operating plans for terminals; directing activities of subordinates to assure achievement of company goals; and reviewing operations regularly and taking corrective actions when necessary.

J.L. Rothrock, Inc. is an intermodal drayage and short-haul carrier serving intermodal customers for over 53 years. We work with Norfolk Southern at Greensboro, North Carolina; Charlotte, North Carolina; and Greenville, South Carolina. In addition, we work with CSX and BNSF at the Charlotte, North Carolina location.

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 its efforts to acquire with 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. 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. For too long, customers which ship or receive product into and out of the

**GREENSBORO**  
910/854-6050  
Fax 910/292-3076

**CHARLOTTE**  
704/597-7500  
Fax 704/598-0298

**GREENVILLE SC**  
803/877-9898  
Fax 803/877-9976

**CHARLESTON SC**  
803/747-7472  
Fax 803/747-7474



May 16, 1997

Northeast have had the service of only one rail carrier. And as in the case when only one company is able to operate in 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 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. In addition, if either CSX or Norfolk Southern merges with Conrail, then the STB must provide the carrier which is not successful with its merger attempt to the recipient of the competitive alternative package. This is because the merging carrier would save a significant competitive advantage over the other carrier, due to the fact that Norfolk Southern and CSX compete over much of their existing territory. Allowing one carrier to provide this type of market extension without providing comparable options for the other would permanently alter the competitive balance in the East.

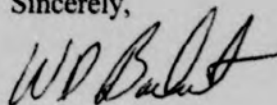
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

In summary, I feel that approving the application of Norfolk Southern and CSX acquiring Conrail should be approved by the STB.

I, W.D. Bondurant, 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 16th day of May 1997.

Sincerely,



W.D. (Buzzy) Bondurant  
President  
J.L. Rothrock, Inc.

WDB/dg





16 May 1997

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

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

Dear Secretary Williams:

My name is Robert C. Charlton. I am Sales Manager for the Church Brick Company. In my position, I am responsible for shipping brick into our yard in Fieldsboro, New Jersey and keeping our costs down to allow for a reasonable selling price.

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

I, Robert C. Charlton, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 16 day of May, 1997.

Sincerely,

Robert C. Charlton  
Sales Manager



**TOMMY HAUN**

SENATOR

1ST SENATORIAL DISTRICT  
COCKE, GREENE, HAMBLEN  
AND UNICOI COUNTIES

1137 TUSCULUM BLVD.

GREENEVILLE, TENNESSEE 37745

PHONE: OFFICE (423) 639-4286

FAX (423) 639-3373

## Senate Chamber State of Tennessee

NASHVILLE

CHAIRMAN

TRANSPORTATION

MEMBER OF COMMITTEES:

STATE AND LOCAL GOVERNMENT  
FISCAL REVIEW

NASHVILLE OFFICE

SUITE 307, WAR MEMORIAL BUILDING

NASHVILLE, TENNESSEE 37243-0201

(615) 741-3851

FAX (615) 741-7200



May 14, 1997

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

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

Dear Mr. Williams:

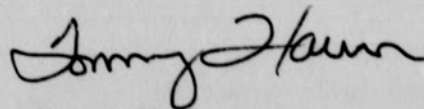
As Chairman of the Senate Transportation Committee, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern Corporation and CSX Transportation.

Tennessee has a long-standing relationship with both NS and CSX which together comprise approximately 90 percent of the total Class 1 rail miles in the state. I believe the acquisition of Conrail by NS and CSX will benefit Tennessee by making both railroads stronger. Such a combination will allow industries in our state to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage. Shippers will receive more competitive rail service and single line access to many more customers and suppliers in new markets in the northeast. The enhanced transportation service resulting from this new rail network will generate significant new business and industrial growth for Tennessee, meaning new jobs for our citizens.

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

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Tommy Haun".

Tommy Haun

TH/jy

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

Mr. David R. Good, Chairman  
Norfolk Southern Corporation

MAYOR  
EUGENE A. KNOTTS



**CITY OF PARKERSBURG**  
ONE GOVERNMENT SQUARE  
P.O. BOX 1627  
PARKERSBURG, W. VA. 26102  
304-424-8420

May 16, 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:

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

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

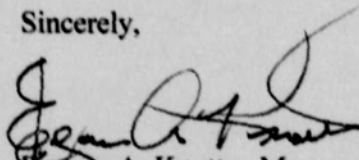
In addition to the direct and indirect benefits which will accrue to The City of Parkersburg by virtue of the proposed acquisition of Corneal by CSX and Norfolk Southern, the enlarged CSX and NS systems will be able to compete more effectively with motor carriers. The motor carriers will always retain a major motor carriers. The motor carriers will always retain a major share of the intricate 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, as Mayor I urge 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,



Eugene A. Knotts, Mayor  
City of Parkersburg

EAK/aof

cc: Mr. John W. Snow  
Mr. Tim Hensley



# HANCOCK COUNTY COMMISSION



**JOHN J. SORRENTI** PRESIDENT  
**GEORGE J. KOURCE** COMMISSIONER  
**DAN GREATHOUSE** COMMISSIONER



May 15, 1997

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

FD33388

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

Dear Mr. Williams:

On behalf of the Hancock County Commission of Hancock County, West Virginia, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am President, of the Hancock County Commission and have been duly authorized to speak on its behalf.


The Hancock County Commission of Hancock County has a long-standing relationship with NS' strong and effective industrial development efforts have proven to be invaluable to our community, as well as other areas in our state.

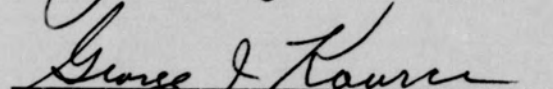
We truly believe that acquisition of Conrail by NS and CSX will benefit our community by making NS a stronger railroad. Such a combination will allow industries in our community to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive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

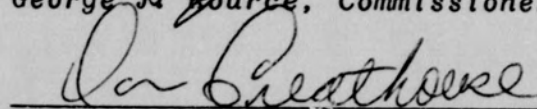
The competitive package NS and CSX have offered to bring rail competition to areas where Conrail has, in effect, had an outright monopoly should provide the benefits of competitive rail service those in our community who ship or receive goods to and from these areas.

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 their foregoing statement and that it is true and correct. Further, I certify that I am qualified and authorized to make this statement.

  
John J. Sorrenti, President

  
George J. Kource, Commissioner

  
Dan Greathouse, Commissioner



# Tennessee County Services Association

*Representing Tennessee's County Executives, County Highway Officials, and County Commissioners since 1954*

Bob Wormsley  
Executive Director

226 Capitol Boulevard, Suite 700, Nashville, Tennessee 37219  
Phone: 615/532-3767 Fax: 615/532-3769

Pat Mitchell  
Executive Secretary

May 15, 1997

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



Dear Mr. Williams:

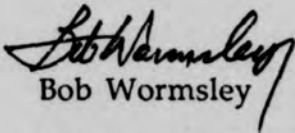
Re: CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and Norfolk Southern Railway Company-  
Control and Operating Leases/Agreements - Conrail, Inc., and Consolidated  
Rail Corporation - Finance Docket No. 33388

As Executive Director of Tennessee County Services Association (TCSA), I wish to express support for the proposed acquisition of Conrail by CSX Transportation and Norfolk Southern Corporation. TCSA is a non-profit, non-partisan association which represents Tennessee's 95 counties.

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 counties.

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.

Very truly yours,

  
Bob Wormsley

BW:pm

cc: Mr. John W. Snow, Chairman  
CSX Corporation  
Mr. David R. Good, Chairman  
Norfolk Southern Corporation



## HANNIBAL IRON AND METAL CO.

700 BRIDGE STREET  
P.O. BOX 188

WHOLESALE DEALERS IN  
SCRAP IRON AND NON-FERROUS METALS  
NEW AND USED STEEL

HANNIBAL, MO 63401-0188  
PHONE: 314-221-0036



May 15, 1997

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

RE: 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.

Mr. Williams:

My name is Robert Fletcher and I am president of Hannibal Iron and Metal Co. I am responsible for the entire operation of the business.

Hannibal Iron and Metal Co. has been in the recycling and new steel business since 1929. My facility is located in Hannibal, MO. I am currently being served by the Norfolk Southern Railroad and ship approximately 200 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve, to a much greater extent, the balance of rail competition in the Northeast. I believe the joint application will enhance Hannibal Iron and Metal Co.'s ability to access a wider range of markets, provide a better customer service, along with increasing availability.

I, Robert D. Fletcher, declare under penalty of perjury, that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement, executed on May 15, 1997.

Sincerely,

Robert D. Fletcher  
President

RF/mkl





## HANNIBAL IRON AND METAL CO.

700 BRIDGE STREET  
P.O. BOX 188

WHOLESALE DEALERS IN  
SCRAP IRON AND NON-FERROUS METALS  
NEW AND USED STEEL

HANNIBAL, MO 63401-0188  
PHONE: 314-221-0036

May 15, 1997

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

RE: 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.

Mr. Williams:

My name is Robert Fletcher and I am president of Hannibal Iron and Metal Co. I am responsible for the entire operation of the business.

Hannibal Iron and Metal Co. has been in the recycling and new steel business since 1929. My facility is located in Hannibal, MO. I am currently being served by the Norfolk Southern Railroad and ship approximately 200 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve, to a much greater extent, the balance of rail competition in the Northeast. I believe the joint application will enhance Hannibal Iron and Metal Co.'s ability to access a wider range of markets, provide a better customer service, along with increasing availability.

I, Robert D. Fletcher, declare under penalty of perjury, that the forgoing is true and correct. I certify that I am qualified and authorized to file this verified statement, executed on May 15, 1997.

Sincerely,

Robert D. Fletcher  
President

RF/mkl





# Virginia International Terminals, Inc.

P.O. BOX 1387 • NORFOLK, VA 23501-1387 • (757) 440-7000

May 15, 1997

Dr. Raymond G. Heinzelmann  
President  
North Atlantic Ports Association, Inc.  
Port of Philadelphia & Camden  
3460 N. Delaware Ave., Rm 207  
Philadelphia, PA 19134

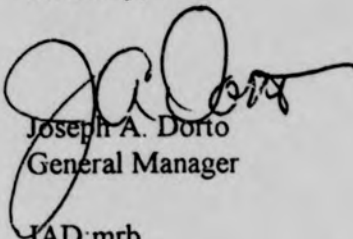
RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 21 1 53 PM '97  
OFFICE OF  
CHAIRMAN MORGAN

Dear Dr. Heinzelmann:

We are writing you regarding the letter which you sent to Ms. Linda J. Morgan, Chairman of the Surface Transportation Board on May 9, 1997. This letter is of great concern to us because it represents that Virginia International Terminals, a voting member of NAPA, was in agreement with the NAPA's position apposing the proposed purchase, dissolution and distribution of assets of Conrail, by CSX and Norfolk Southern Corporation.

As you knew at the time you wrote this letter, Virginia International Terminals had informed NAPA that it was not in favor of sending the letter to Chairman Morgan (See Attached). We believe that our position should have been made clear to the chairman. The letter you sent was misleading in that it would lead one to believe that the membership was unanimous in sending the Surface Transportation Board the letter which is not true. It is our understanding also the other two ports which are members of NAPA, Lamberts Point Docks and the Port of Richmond did not agree to send the letter as well. By copy of this letter to Chairman Morgan, Virginia International Terminals would like to go on record supporting the proposed acquisition of Conrail by N.S. and CSX.

Sincerely,



Joseph A. Dorf  
General Manager

JAD:mrh  
Attachment

cc: John W. Snow, President & CEO, CSX  
David R. Goode, Chairman, President & CEO, Norfolk Southern Corp.  
Secretary Martinez  
J.R. Bray  
M. Meiggs



# NORTH ATLANTIC PORTS ASSOCIATION i n c o r p o r a t e d

<b>President</b> RAYMOND G. HEINZELMANN Port of Philadelphia & Camden 3460 N. Delaware Ave., Rm. 207 Philadelphia, PA 19134 (215) 427-8304	<b>Vice President</b> JAMES J. WHITE Maryland Port Admin. World Trade Center Baltimore, MD 21202 (410) 385-4400	<b>Secretary/Treasurer</b> RALPH F. COX Massachusetts Port Auth. Fish Pier E. II, Northern Ave. Boston, MA 02210 (617) 973-5354	<b>Executive Director</b> JOHN J. MALONE 31 Coventry Dr. Lewes, DE 19958 (302) 645-9732	<b>General Counsel</b> FRANCIS A. SCANLAN, ESQ P.O. Box 120 Bryn Mawr, PA 19010 (610) 525-1470
---	--	--	---	--

**Immediate Past President**  
MICHAEL T. BLACK  
Cranston, RI

**Traffic Board Chairman**  
THOMAS F. VALLEAU  
Portland, ME

**Directors:**  
DAVID F. BELLEFONTAINE  
Halifax, N.S.  
AL SOPPITT  
Saint John, N.B.  
THOMAS F. VALLEAU  
Portland, ME  
THOMAS J. ORFE  
Portsmouth, NH  
A. ROSS POPE  
Boston, MA  
PHILIP MORAN  
Cranston, RI  
ROBERT N. NELSON  
Providence, RI  
JAMES D. SCHINE  
New Haven, CT  
FRANK N. CAGGIANO  
New York, NY  
LILLIAN C. BORRONE  
New York, NY  
BASIL MAHER  
New York, NY  
CHARLES MILLARD  
New York, NY  
JOSEPH A. BALZANO  
Philadelphia, PA  
PAUL D. DEMARIANO  
Philadelphia, PA  
R. ADAM MCBRIDE  
Wilmington, DE  
ANTHONY A. CHIARELLO  
Baltimore, MD  
THOMAS J. SIMMERS  
Baltimore, MD  
H. ROBERT JONES  
Norfolk, VA  
W. MILLARD MEIGGS  
Norfolk, VA  
MARTIN J. MOYNIHAN  
Richmond, VA

**TO:** NAPA Board of Directors

**FROM:** Raymond G. Heinzelmann *RGH*

**DATE:** May 13, 1997

**SUBJECT:** LETTER TO SURFACE TRANSPORTATION BOARD

I received sixteen responses from the nineteen Board members to my letter of April 18, 1997, requesting approval to send the enclosed letter to the STB. Thirteen of the sixteen responses approved sending the letter. It was mailed on May 9th.

RGH/sp  
Enc.

c: M. Black  
J. Malone  
F. Scanlan  
H. Welsh



Office of the Chairman

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

*File in  
Docket  
FD-33388*

June 17, 1997

Mr. Joseph A. Dorto  
General Manager  
Virginia International Terminals, Inc.  
P.O. Box 1387  
Norfolk, VA 23501

Dear Mr. Dorto:

Thank you for sending a copy of your letter to Mr. Heinzelmann making clear your support for 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 have indicated their intention to file their control application with the Board soon. Because this proceeding is pending before the Board, it would be inappropriate for me to comment on the specific merits of the case.

However, in order to correct the record, 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

STB

FD

33388

5-20-97

J

# BLUE DIAMOND COAL COMPANY

INCORPORATED

P.O. Box 59015  
Knoxville, Tennessee 37950-9015  
Telephone (423) 588-8511

May 12, 1997

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



Re: Verified Statement of Ted B. Helms  
on behalf of Blue Diamond Coal Company  
Finance Docket No. 33388  
CSX, Norfolk Southern and Conrail

Dear Secretary Williams:

Once again, I am writing to express our Company's strong support for the acquisition of CONRAIL by CSX and NS. Blue Diamond Coal Company is located in Knoxville, Tennessee, with extensive coal processing capacity in Southeastern Kentucky. Coal Transportation is a critical cost component of our business. Blue Diamond processes and ships coal to utility and industrial customers located primarily in the Midwest and Southeast. Annual shipments in excess of 30,000 carloads of coal originate on the CSX.

Consistent and reliable rail transportation is crucial to the service of our customers. The coal industry often experiences railroad equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times. The delivered price of our coal should decline upon access to an expanded "one-line haul" railroad.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Northeast. In particular, the acquisition will bring us new access to Conrail-served utility and industrial customers previously served by CONRAIL. For these reasons, Blue Diamond Coal Company urges the Board to approve the joint acquisition of Conrail by CSX Transportation and Norfolk Southern Railway.

I, Ted B. Helms, 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.

A handwritten signature in dark ink, appearing to read 'Ted B. Helms', written over a horizontal line.

Ted B. Helms  
President  
Blue Diamond Coal Company

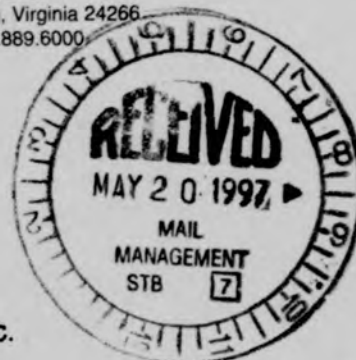
TBH/m





Pittston Coal Company  
448 N. E. Main Street  
P.O. Box 5100  
Lebanon, Virginia 24266  
Tel 540.889.6000

**VERIFIED STATEMENT OF  
MICHAEL J. QUILLEN  
ON BEHALF OF  
PITTSTON COAL COMPANY**



Finance Document 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 Michael J. Quillen, Executive Vice President of Pittston Coal Company which is located at 448 Northeast Main Street, Lebanon, Virginia 24266. I am responsible for sales, distribution, and marketing of Pittston's coal products and my duties include overseeing the Company's transportation requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and NS, assuming of course that the captive shippers will not incur a disproportionate share of the acquisition cost. Our understanding is that there will be efficiency to all shippers from the revised northeast rail network.

Pittston Coal Company produces and ships twenty-three million tons of coal annually to our utility and metallurgical customers located throughout the eastern half of the United States and into fourteen foreign countries. We handle approximately 160,000 carloads of coal annually via CSX or NS.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Northeast and Midwest United States. In particular, the acquisition will bring us new access to Conrail served utility customers in these regions.

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

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

I, Michael J. Quillen 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.

Michael J. Quillen

# Essex Hybrid Seed Company Limited

*Original Canadian Hybrid Seed Corn Producers*

TELEPHONE: (519) 727-6051  
FAX: (519) 727-5188

Mailing Address:  
EMERYVILLE, ONTARIO  
N0R 1C0

May 9, 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 Richard Pogue, and I am the president of Essex Hybrid Seed Company Limited, with its headquarters at Emeryville, Ontario, Canada, which is where my office is located.

Essex Hybrid Seed Company Limited is an agricultural business with sales of \$5,000,000.00 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 70% rail and 30% truck. As president, I am responsible for the direct oversight of our transportation requirements which include inbound grain products. Primarily, we ship to Ray Carroll County Grain Growers and receive from Ray Carroll Grain Growers and Knight Seed Company Limited, both in the United States. Some of our shipments are to and from locations in the Northeast and Midwest.

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

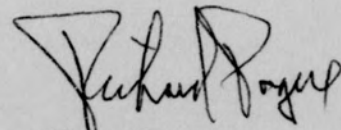
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased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

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

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

cc: Norfolk Southern - Toronto  
CSX Distribution - Hamilton

Sincerely,

A handwritten signature in dark ink, appearing to read 'Richard Pogue', written over a large, faint, stylized 'P' or similar background mark.

Richard Pogue  
President  
Essex Hybrid Seed Co. Ltd.

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

**VERIFIED STATEMENT OF  
DIAMOND T TRANSPORTATION SYSTEMS, INC.  
FINANCE DOCKET NO. 33388**



Wednesday, May 14, 1997

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

Dear Mr. Williams,

My name is John Edwards, and I am the Vice President of Diamond T Transportation Systems, Inc., 6969 Tidewater Drive, P.O. Box 2556, Norfolk, VA 23501-2556. I have held my present position for 13½ years. My duties include oversight of the brokerage of containers from ports, railyard docks, distribution warehouse(s), etc. to delivery points for my customers. I also monitor and manage brokerage trucking and drayage for other trucking and transportation companies in the Norfolk, Virginia area.

Diamond T Transportation Systems, Inc. is an intermodal transportation motor carrier. We work with Norfolk Southern at the 6969 Tidewater Drive site. In addition, we also work with CSX at the same site. We have a railroad siding at this location that is accessible by both railroads.

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

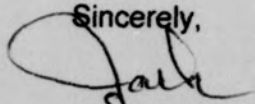


Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitment to growth and service. Further, we have been impressed with Norfolk Southern'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 Norfolk Southern and CSX to acquire Conrail should be approved by the Surface Transportation Board.

I, John Edwards, 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 14th, 1997.

Sincerely,



John "Jack" Edwards  
Vice President  
Diamond T Transportation Systems, Inc.

JKE/dbe



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

**VERIFIED STATEMENT OF**

**[NAME OF COMPANY]**

**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 \_\_\_\_\_, and I am [title] of [name of company and business address]. I have held my present position for \_\_\_\_\_ years. My duties include [describe responsibility for intermodal transportation and support and any other duties — be specific].

[Name of Company] is a [description of the company's involvement in intermodal transportation — motor carrier, ramp operator, vendor — be detailed]. We work with NS as the following locations: \_\_\_\_\_. In addition, we work with \_\_\_\_\_ [other railroads] at \_\_\_\_\_ [other locations]. [More detail on specific services provided, special needs, etc. if you can get it]

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

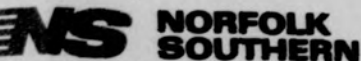
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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, \_\_\_\_\_, 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 \_\_\_\_\_, 1997.

Sincerely,

**[Name, title, company]**



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

Sharon E. Stewart  
Assistant Manager Contracts

May 2, 1997

Diamond Transportation Systems  
6969 Tidewater Drive  
Norfolk, VA 23509-1694

Dear Sir/Madam :

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

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

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

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

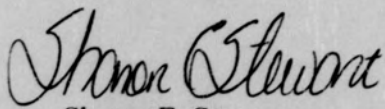
Norfolk Southern Corporation  
Attn. Ms. Lisa Smith - Intermodal  
Three Commercial Place  
Norfolk, VA 23510-9208

May 2, 1997  
Page 2

By sending the letters to Ms. Smith it ensures that the support letter will be included in NS' filing with the STB. We request all letters be sent at your earliest convenience due to the deadline imposed upon us.

NS appreciates your support during this endeavor.

Sincerely,

A handwritten signature in cursive script, reading "Sharon E. Stewart".

Sharon E. Stewart



**Jack D. Lovely**  
Vice President  
Steam Coal Sales



May 12, 1997

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

**Sun Coal & Coke Company**  
1111 Northshore Dr Ste N-300  
PO Box 10388  
Knoxville TN 37919  
423 558 3202 Phone  
423 558 3200 Fax



**Re: Verified Statement of JACK D. LOVELY on behalf of SUN COAL COMPANY**

**Finance Docket No. 33388**

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

Dear Mr. Williams:

I am Jack D. Lovely, Vice President Sales, of Sun Coal Company ("Sun Coal") located at Landmark Center, Suite N300, 1111 Northshore Drive, Knoxville, Tennessee 37939-0388. I am responsible for the sales and marketing of approximately two million tons of steam coal annually. Sun Coal also produces and markets an additional 650,000 tons of met coke and approximately one million tons of metallurgical coal.

I am writing to express my company's support for the acquisition of Conrail by CSX Corporation and CSX Transportation, Inc. ("CSX") and Norfolk Southern Railway Corporation ("N/S").

Sun Coal ships met coal and coke to the steel industry in the eastern United States as well as steam coal to major eastern U.S. utilities. All shipments originate on the CSX or the N/S rail systems.





We believe that the acquisition of Conrail by CSX and N/S will allow us to expand and extend our market search in the northeastern met and steam markets as well as future export potential.

In our business, consistent and reliable rail transportation is crucial to our logistics management. The coal industry often experiences equipment shortages, thereby enhancing the consistency of our transit times.

For these reasons, Sun Coal urges the Board to approve the joint application of CSX and N/S.

I, Jack D. Lovely, 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.

Signed by:

A handwritten signature of Jack D. Lovely in cursive script, written over a horizontal line.

**JACK D. LOVELY**

**Vice President, Steam Coal Sales  
Sun Coal Company**

Executed this 11th day of May, 1997.

AAA WAREHOUSE



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

Dear Mr. Williams:

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

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

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

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

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

Sincerely,

Tom Coble  
Vice President  
AAA Warehouse

**VERIFICATION**

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

\_\_\_\_\_  
(Signed)



**ANDALEX**  
RESOURCES, INC.

9300 SHELBYVILLE RD STE 1200  
LOUISVILLE, KY 40222  
PHONE (502) 339-5000  
TELECOPIER (502) 339-5050



**VERIFIED STATEMENT OF**  
**LARRY A. WASHINGTON**  
**on behalf of**

**ANDALEX Resources, Inc.**  
Finance Docket No. 33388

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

I am Larry A. Washington, Director of Transportation of ANDALEX Resources, Inc. . ANDALEX is located at 9300 Shelbyville Road, Suite 1200, Louisville, Kentucky 40222. I am responsible for all transportation for the Company. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

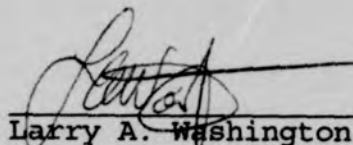
ANDALEX mines coal and ships to our customers, who are utilities located in the Midwest and Southeast. We handle approximately 10,000 carloads of coal annually via CSX.

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

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

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

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

  
Larry A. Washington



A L A D D I N



May 13, 1997

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

Dear Mr. Williams,

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

We are customers of both CSX Corporation and Norfolk Southern Corporation. A large quantity of our raw materials used in the manufacturing of carpet is shipped to us on these rail lines.

We are familiar with the proposed acquisition of Conrail Inc. by the above. We support this acquisition and hope that it will be approved.

Very truly yours,

**ALADDIN MILLS**

S. H. Sharpe  
Executive Vice President

/rk

(surface)



**SMOKY MOUNTAIN COAL CORPORATION**

9040 EXECUTIVE PARK DRIVE  
SUITE 315  
KNOXVILLE, TENNESSEE 37923

Henny C. Weissinger  
President

Phone: 423-694-8222  
FAX: 423-693-0299

May 13, 1997



The Honorable Vernon A. Williams  
Office of Secretary  
Case Control Branch  
Surface Transportation Board  
Attn: STB Finance Docket #33388  
1925 K street, N. W.  
Washington, D. C. 20423-0001

Re: Verified Statement of Smoky Mountain Coal Corporation, Proposed Plans for  
Acquisition of Conrail

Dear Mr. Williams:

My name is Henny Weissinger, and I am the President of Smoky Mountain Coal Corporation, Knoxville, TN. Our company sells coal to utility companies and industrial companies located in the eastern half of the U. S., and we ship our coal from mines located on Norfolk Southern and CSXT.

We are aware of the efforts by CSXT and Norfolk Southern to acquire Conrail, and our concern is that the acquisition plan that is ultimately approved will be one which best ensures balanced rail competition in the East. In order to have balanced competition, the proposed acquisition will result in rail systems of comparable size; will ensure that major market areas will have access to two rail systems; will result in terminal access; and will not rely upon trackage rights as a means to create a sense of competition.

The utility industry is preparing for its own deregulation, and rail competition will be a necessity. There are approximately 143 eastern utilities that are presently served by either Conrail, Norfolk Southern or CSXT, and it will be important that no carrier dominate this market. Consequently, we urge the STB to support the proposed acquisition, which promotes balanced competition in the East.

In summary, we believe the approval of the proposed acquisition of Conrail should be based upon the determination that the proposal results in a balanced competitive rail environment.

Free enterprise is what has made this a great country. We want the STB to support free enterprise and competition. Thank you for your support.

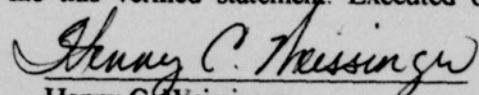
Sincerely,

*Henny C. Weissinger*  
Henny C. Weissinger, President  
Smoky Mountain Coal Corporation



VERIFICATION

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

  
Henny C. Weissinger

I. C. S.

**INTEGRITY COAL SALES, INC.**

490 Wheeler Road • Suite 165M • Hauppauge, NY 11788

(516) 582 - 6340 • (516) 582 - 6362

Fax: (516) 582 - 6364



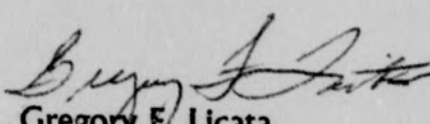
May 13, 1997

Surface Transportation Board  
1201 Constitution Avenue  
Washington, D.C. 20423

RE: Proposed CSX - NS Acquisition of Conrail

I would like to express our support for the pending CSX/NS acquisition of Conrail. We currently utilize the lines of these carriers for coal transshipment to domestic receivers as well as international receivers. We strongly urge that the STB view the proposal favorable as we feel this will create two CLASS 1 railroads, as opposed to one monopolistic carrier, which will generate competition and will aid transshipping companies such as ourselves.

Sincerely yours,

  
Gregory F. Licata  
President

GFL/rb

## CONSOLIDATED PAPERS, INC.

CORPORATE OFFICES  
P.O. BOX 8050, WISCONSIN RAPIDS, WI 54495-8050  
PHONE: (715) 422-3111

May 12, 1997



The Honorable Vernon A. Williams  
Office of the Secretary  
Surface Transportation Board  
Attention: STB Finance Docket 33388  
1925 K Street NW  
Washington D.C. 20423-0001

Dear Mr. Williams:

VERIFIED STATEMENT OF DUANE MAYER  
CONSOLIDATED PAPERS, INC.

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

My name is Duane Mayer. I am Director of Transportation for Consolidated Papers, Inc. with offices at 231 1st Avenue North, Wisconsin Rapids, WI 54494. As Director of Transportation, a position I've held for four years, I am responsible for overall supervision and management of the company's distribution activities, including addressing the company's present and future transportation needs, advising the company on all transportation matters and developments, coordinating with other departments on all matters relating to the transportation of inbound and outbound commodities, negotiating major transportation contracts, and representing the company's interest in transportation-related associations and industry trade groups. My responsibilities include management responsibility for the operation of the company's fleet of 15 private trucks. I have been employed by Consolidated for 28 years.

Consolidated was founded in 1894 and is one of the largest paper companies in the United States with 1996 sales in excess of \$1.5 billion. It owns and operates six major paper mills in Wisconsin and Minnesota and owns approximately 673,000 acres of timberlands in Wisconsin, Michigan, Minnesota, and Ontario, Canada. Consolidated is a leader in the production of coated printing, coated specialty, and supercalendered paper, and is a recognized innovator in the introduction of new papermaking technology, having invested over \$1 billion in new equipment over the past six years. In 1996, Consolidated's six paper mills together shipped approximately 1.4 million tons of paper including approximately 1.1 million tons of coated printing paper, .2 million tons of supercalendered paper, and .1 million tons of coated specialty paper. The same six mills consumed approximately 1.1 million cords of pulpwood and woodchips, and 160,000 tons of wastepaper was recycled.

May 12, 1997

Mr. Vernon A. Williams  
Page 2.

Consolidated is a major purchaser of transportation services -- rail, truck, and intermodal -- on its inbound and outbound traffic. For example, in 1996, Consolidated's facilities received approximately 30,000 carloads of inbound pulpwood, coal, woodchips, clay, woodpulp, latex, and other miscellaneous materials and commodities by rail. Consolidated also received 80,000 trailer loads of raw materials (primarily pulpwood) by truck. Outbound, Consolidated's mills shipped approximately 9,000 carloads of finished paper products by rail, approximately 34,000 trailer loads by truck, and approximately 3,000 containers and piggyback trailers intermodally. In addition, movements between the mills and between the mills and warehouses amounted to approximately 2,000 carloads and 31,000 trailer loads. In 1996, Consolidated paid over \$150 million in transportation-related charges to rail, motor, and intermodal carriers.

As a significant rail shipper with customers located on or near virtually every railroad in North America, we've watched closely as recent rail mergers developed. We supported the UP/SP combination because it offered service improvements we hope to enjoy. We've been very interested in the BN/SF plan to utilize UP/SP trackage rights and haulage agreements resulting from customer concerns following that merger.

We've assumed a proactive role in these mergers based on the particular circumstances revolving around each situation. From a shipper's perspective, with everything else being equal, we're not in favor of these mergers as a whole, but specific circumstances have directed us to be a selective supporter. Recent activities on Conrail, specifically staffing reductions and capital improvement cutbacks, force us to take a supporting role in the CSX and Norfolk Southern's proposed acquisition of the Conrail properties. As previously stated, we are very dependent on rail transportation in the East and feel that a diminished Conrail won't be able to continue the fine service at competitive pricing that we've learned to expect.

While we offer our support for this transaction, our concerns are twofold. First, we need assurance that both acquiring railroads have good operating/transition plans in place so as to minimize the service lapses that we've experienced with the Western mergers. Consolidated and our customer base can't afford to have a repeat of our previous experiences! Secondly, with the tremendous debt load the purchasing railroads are absorbing, we've concerned with future pricing levels.

We believe railroads compete with each other and not just other modes. Rail-to-rail competition must not be eliminated by mergers. Our customers require full rail route networks with direct rail service or service via nearby warehousing. Mergers should result in balance within regions, not dominance.

In the Northeast, this balance can best be achieved by carriers that own their facilities and have systems of comparable size and scope. These carriers must be able to compete head to head. We believe the NS/CSX acquisition and proposed division of Conrail will satisfy this requirement.



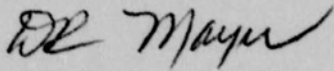
May 12, 1997

Mr. Vernon A. Williams  
Page 3.

Notwithstanding our concerns and realizing Conrail, because of recent actions will not remain healthy on their own, we believe this transaction is necessary to preserve rail competition; therefore, we endorse the NS/CSX application and urge the Board to grant approval.

Yours very truly,

CONSOLIDATED PAPERS, INC.

A handwritten signature in cursive script, appearing to read "D.R. Mayer".

D.R. Mayer  
Director of Transportation

tm



## VERIFICATION

STATE OF WISCONSIN )  
 ) SS:  
COUNTY OF WOOD )

Duane Mayer, being duly sworn, deposes and says that he has read the foregoing statement, knows the facts asserted therein, and that the same are true as stated.

Duane Mayer  
Duane Mayer

SUBSCRIBED AND SWORN TO  
before me this 12<sup>TH</sup> day  
of may, 1997

Notary Public

**My Commission expires:**

My Commission Expires April 19, 1998

# WITTICHEN Lime & Cement Co., Inc.

*Wholesale and Retail*  
**BUILDING MATERIALS**



*Telephones*

901-363-1887  
FAX 901-367-2876

4033 Lamar Avenue • P. O. Box 18187 • Memphis, TN 38181-0187

May 13, 1997

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



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

Dear Mr. Williams,

My name is F. O. Wittichen, Jr. I am president of Wittichen Lime & Cement Co., Inc. I have worked here since 1959 and have been president since 1970. During these years involved in a small business, dealing with railroads has become an integral part of the day-to-day operations.

Wittichen Lime & Cement Co., Inc. has one receiving location at 4033 Lamar in the city of Memphis, TN. We have been at this location since 1964 and have been located on the Burlington Northern Railroad. Our emphasis has focused on the brick business, and we receive approximately 500 cars a year.

Most of my experience with railroads has been with the Norfolk Southern, Burlington Northern and the CSX Transportation Company. The Norfolk Southern has been our primary originating carrier and has done a tremendous job of taking care of us over the years. They are easy to work with, very responsive on tracing and claims, and have over all made it a real pleasure to work with on a day-to-day basis.

**A Full Line of Approved and Standard Brands of Mason's Materials and Supplies**

Page 2

Mr. Vernon A. Willaims

May 13, 1997

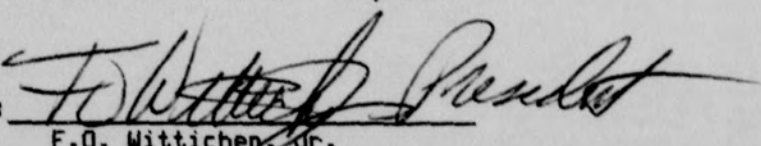
I am very pleased to be in support of the Norfolk Southern and CSX combination to purchase the Conrail Railroad. From what I read in the papers both Norfolk Southern and CSX Transportation would have loved to have bought Conrail by themselves. I think dividing the Conrail tracks between the two railroads is a great idea. Every business needs competition.

I, F.O. Wittichen, Jr. declare under penalty or perjury that the foregoing is true and correct. Futher, I certify that I am qualified and authorized to file this verified statement excuted on May 13, 1997.

Sincerely

WITTICHEN LIME & CEMENT CO., INC.

BY:

  
F.O. Wittichen, Jr.  
President

FOW:ks

## CONSOLIDATED PAPERS, INC.

CORPORATE OFFICES  
P.O. BOX 8050, WISCONSIN RAPIDS, WI 54495-8050  
PHONE: (715) 422-3111

May 12, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Surface Transportation Board  
Attention: STB Finance Docket 33388  
1925 K Street NW  
Washington D.C. 20423-0001



Dear Mr. Williams:

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

My name is Duane Mayer. I am Director of Transportation for Consolidated Papers, Inc. By separate mailing, I submitted a detailed letter supporting the above transaction. In that letter, I stated this will be a complicated acquisition because two railroads will be sharing control of Conrail and transitional complications are sure to develop. As a safeguard, I stressed the importance of NS/CSX submitting and implementing a workable operating/transition plan.

That being said, we need this acquisition to proceed quickly so the transitional kinks can be worked out and the anticipated benefits begin. Consolidated is a long-time shipper via Conrail and our customers have received excellent treatment over the years. Conrail has worked hard to help us maintain our competitive position within our industry by offering reasonable rates and superior service. We are hopeful NS/CSX will operate with this same shipper-oriented philosophy. We are anxious to grow an already mutually rewarding relationship with them.

Please do not delay completion of this acquisition.

Yours very truly,

CONSOLIDATED PAPERS, INC.

A handwritten signature in cursive script, appearing to read 'DR Mayer'.

D.R. Mayer  
Director of Transportation

tm



STATE OF WISCONSIN )

) SS:

COUNTY OF WOOD )

knows the facts asserted therein, and that the same are true as stated.

## Duane Mayer

**SUBSCRIBED AND SWORN TO**

before me this 12 TH day  
of MAY, 19 97

## Notary Public

**My Commission expires:**

My Commission Expires April 19, 1993

May 5, 1997



**VERIFIED STATEMENT OF**

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

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

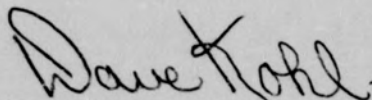
**Norfolk Co-operative Co. Ltd. is an agricultural co-operative dealing in grains and fertilizer materials. We have six elevators and three fertilizer blenders. One of our facilities is located in Courtland and is served by Norfolk Southern/CNR. During 1996 we shipped approximately 180 carloads of grains,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

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

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

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

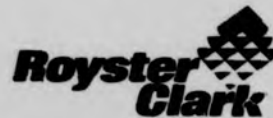
**Sincerely,**

A handwritten signature in cursive script that reads "Dave Kohl".

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

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

Royster-Clark, Inc.  
P.O. Box 250  
409 Main Street  
Tarboro, North Carolina 27886  
(919) 823-2101  
(919) 641-9234 FAX



May 13, 1997



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

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

My name is Thomas A. Ergish, and I am the Director of Logistics for Royster-Clark, Inc. My duties include supporting the transportation, warehousing, distribution and logistical facets of Royster-Clark, Inc.

Royster-Clark, Inc. is a manufacturer and distributor of agricultural fertilizers, crop protection chemicals and seed products. We have approximately 100 locations in the North and South Carolina, and Virginia region and 1 location in Madison, Wisconsin. Approximately 40% of these facilities are served by either CSX, NS or both. In Fiscal Year 1996, Royster-Clark, Inc. sold 925,000 tons of fertilizer materials received by barge, ocean vessel, rail and truck, processed and re-distributed by rail or truck to local locations and customers. Movement on railroad companies, Royster-Clark, Inc. received in excess of 3,000 railcars of raw materials from locations in Florida, North Carolina, New Mexico, Canada, Ohio, Virginia, Tennessee, Georgia, Texas, and many other states. We have utilized virtually every type of rail car available; covered and uncovered hopper cars, hazardous and non-hazardous tank cars, box cars, gondolas, private and railroad owned. In the agricultural fertilizer business you must align your business with fast, low-cost and dependable services. We believe having two railroad companies will promote competitive pricing and support our customer service demands.

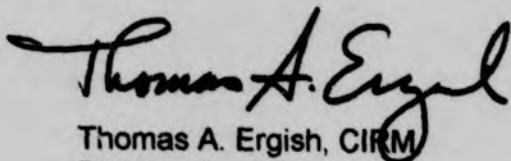


We support the approval of the above mentioned transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast corridor which will own their own tracks and facilities. For too long, customers that ship or receive product into and out of the Northeast have had the service of only one rail carrier. And 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 the northeast from competition, that time is past. It is time for customers interested in this market to have service by more than one rail carrier and these carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and synergies.

We look forward to experiencing a positive change of railroad competition from being served by one rail carrier and increasing to two rail carriers of equal size thus expanding the market reach with single line service by NS and CSX. 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. To summarize, we believe that approval of the joint application of CSX and NS to acquire Conrail should be approved by the Surface Transportation Board.

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

Sincerely,

A handwritten signature in black ink, reading "Thomas A. Ergish". The signature is fluid and cursive, with the first name "Thomas" and last name "Ergish" clearly legible. The middle initial "A." is smaller and less distinct.

Thomas A. Ergish, CIRM  
Director, Logistics  
Royster-Clark, Inc.

BOARD OF CHOSEN FREEHOLDERS

MORRIS COUNTY, NEW JERSEY

RESOLUTION NO. 55

ADOPTED: May 14, 1997

WHEREAS, the United States Surface Transportation Board has scheduled 365 days to fully consider the acquisition of Conrail by CSX and Norfolk Southern (NS); and

WHEREAS, the aforementioned acquisition is the most complex merger in the rail industry's history; and

WHEREAS, CSX and NS have requested an abbreviated schedule for deliberations on this critically important matter; and

WHEREAS, the Board of Chosen Freeholders of the County of Morris have discussed the proposed abbreviated scheduling.

NOW THEREFORE, BE IT RESOLVED, as follows:

1. The Board of Chosen Freeholders of the County of Morris (Board) does not support the presumptuous and self-serving contention of CSX and NS for an abbreviated schedule reducing the time schedule of 365 days for the United States Surface Transportation Board to fully consider the acquisition of Conrail by CSX and NS.

2. The Board firmly believes that the United States Surface Transportation Board must institute a 365 day schedule to provide for a full and comprehensive review of the proposed transaction and ensure that the public interests are truly served.

3. The Board directs its Clerk to send a certified copy of the foregoing resolution to: (1) The Honorable Linda Morgan, Chairperson, United States Surface Transportation Board, 12th & Constitution Avenue, NW, Washington, DC 20423; (2) The Honorable Rodney Frelinghuysen; and (3) Frank T. Reilly, Division Head, Morris County Department of Transportation.

4. The within resolution shall take effect immediately.

I hereby certify the above to be a true copy of a resolution adopted by the Board of Chosen Freeholders of the County of Morris at a regular meeting held May 14, 1997.

*Ilene St. John*

Ilene St. John, Clerk of the  
Board of Chosen Freeholders of  
the County of Morris

OFFICE OF  
CHAIRMAN MORGAN

MAY 20 5 04 PM '97

RECEIVED  
SURFACE TRANSPORTATION

THE COUNTY OF MORRIS

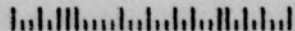
The Board of Chosen Freeholders

P.O. Box 900

Morristown, NJ 07963-0900



Hon. Linda Morgan  
U.S. Surface Transportation Board  
12th & Constitution Avenue  
Washington, DC 20423



STB

FD

33388

5-19-97

J



# MANALAPAN MINING COMPANY, INC.

BROOKSIDE  
(606) 573-1211  
(606) 837-2173

P.O. BOX 311  
BROOKSIDE, KENTUCKY 40801-0311  
FAX (606) 837-3773

HIGHSPLINT  
(606) 837-3486

May 9, 1997

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



VERIFIED STATEMENT OF  
DUANE H. BENNETT  
on behalf of  
MANALAPAN MINING COMPANY, INC.  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
--Control and Operating Lease/Agreements--  
Conrail Inc. and Consolidated Rail Corporation

I am Duane H. Bennett, President of Manalapan Mining Company, Inc.. Manalapan Mining is located in Brookside, Kentucky. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Manalapan Mining produces and ships coal to our customers, who are utilities and manufacturing companies located in North Carolina, South Carolina, Georgia, Alabama, Kentucky, Florida, Tennessee, Ohio, Michigan and possibly New York. We handle approximately 23,250 carloads of coal annually via CSX.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the north and northeast. In particular, the acquisition will bring us new access to CSX served utility customers in these regions.

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

For these reasons, Manalapan Mining Company, Inc. urges the Board to approve the joint application of CSX and NS.

I, Duane H. 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.

Duane H. Bennett  
President

# THE TOWN OF GILBERT

P. O. BOX 188

PHONE: 664-9625

GILBERT, WEST VIRGINIA



FD33388

May 12, 1997

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

RE: CSX CORPORATION AND CSX TRANSPORTATION, INC AND NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY IN RELATION TO CONTROL AND OPERATING LEASES AND AGREEMENTS OF CONRAIL, INC AND CONSOLIDATED RAIL CORPORATION

Dear Mr. Williams:

As Mayor of the Town of Gilbert I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSC Corporation. The Town of Gilbert has a long relationship with Norfolk Southern which has demonstrated itself to be a good corporate citizen.

Norfolk Southern has been a help to the Town of Gilbert in cooperating to prevent the erection of unsightly billboards on its property and in assisting the Town with easements and property acquisitions needed for our new sewer system.

The monopoly situation that has been the case with some areas served by Conrail should be significantly helped by the competition brought about between Norfolk Southern and CSX.

I sincerely hope the the proposed acquisition of Conrail by CSC and Norfolk Southern is approved.

Sincerely,

Tim Rutledge,  
Mayor

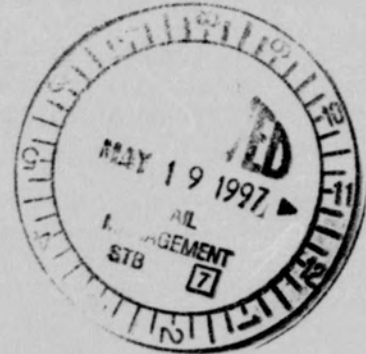


**georgia marble company**

1201 roberts boulevard, building 100 • kennesaw, georgia 30144-3619  
fax: (770)421-6507 (770)421-6500

**CAROL L. STANLEY**  
Manager of Transportation

May 14, 1997



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

Dear Mr. Williams:

Attached is a Verified Statement in support of the acquisition of Conrail by CSX and Norfolk Southern.

Yours very truly,

CLS/s



**georgia marble company**

THE INNOVATORS  
IN STONE PRODUCTS

1201 roberts boulevard, building 100 • kennesaw, georgia 30144-3618  
fax: (770) 421-6507

(770) 421-6500

**CAROL L. STANLEY**  
Manager of Transportation

May 14, 1997

VERIFIED STATEMENT OF  
CAROL L. STANLEY ON BEHALF OF  
THE GEORGIA MARBLE COMPANY  
STB FINANCE DOCKET NO. 33388



My name is Carol L. Stanley. I am Manager of Transportation of The Georgia Marble Company. I have been with the company for 33 years. On behalf of The Georgia Marble Company, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

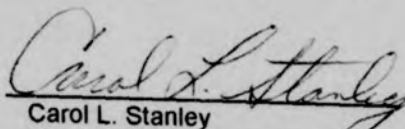
The Georgia Marble Company is a producer of marble products. We are located at 1201 Roberts Boulevard, Kennesaw, Georgia 30144. We have plant facilities in Tate, Nelson, Whitestone, and Dalton, Georgia, Sylacauga, Alabama, Campobello, South Carolina, Gouverneur/Hailesboro, New York, Vail, Arizona, Wheatland, Wyoming and Tampa, Florida.

We ship approximately 16% of our product by rail, constituting 3,000 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs.

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

Again, please accept the support of The Georgia Marble Company for the acquisition of Conrail by CSX and Norfolk Southern.

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

  
Carol L. Stanley  
Manager of Transportation  
The Georgia Marble Company





P. O. BOX 1403 • GLASGOW, KENTUCKY 42142-1403 • PHONE 502/651-6784

May 14, 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 Tom Walbert, and I am President of Walbert Trucking, I have held my present position for 26 years. My duties include operation of drayage company for Conrail, as well as providing inter-modal operations at all points served by Conrail. Walbert Trucking is a motor carrier with membership in the UIIA and holding interchange agreements with Conrail, UP, SP, CSX, NS, APL, and BNSF. We currently operate into 2nd out of the ramps of these railroads. We work with NS as the following locations: Louisville, KY.

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

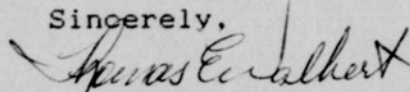
Growth in the intermodal industry will benefit my company, providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of the intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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 STB.

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Thomas E. Walbert", with a large, stylized "X" at the end.

Thomas E. Walbert  
President  
Walbert Trucking



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.

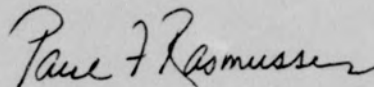
Vernon A. Williams  
May 12, 1997  
Page 2

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 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 F. Rasmussen

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.

Rachleem Ortiz

Notary



AVIATION FUEL TERMINALS, INC.



Phone - (919) 726-3145  
Fax - (919) 726-6172

*Radio Island*

BEAUFORT, N.C.  
28516



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:

Please refer to our letter dated February 14, 1997 in support of Norfolk Southern Corporation in their effort to acquire rights in certain areas that Conrail now serves.

It is understood that an agreement has been made allowing Norfolk Southern and CSX to share certain percentages of that portion of Conrail that was up for negotiations. Therefore, we continue our support for Norfolk Southern and would request that any action deemed necessary to expedite that conclusion would be beneficial to all concerned.

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

Sincerely,

AVIATION FUEL TERMINALS, INC.

*Lester G. Murphy*  
Lester G. Murphy, Manager

LGM/bp

Encl.



AVIATION FUEL TERMINALS, INC.



Phone - (919) 726-3145  
Fax - (919) 726-6172

*Radio Island*

BEAUFORT, N.C.  
28516

February 14, 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

Re: Support for NS Acquisition of Conrail

Dear Mr. Williams:

It has been called to our attention that the Norfolk Southern Railroad is interested in acquiring rights in certain areas where Conrail now serves.

From our many years of dealing with rail shipments, it is safe to say that without Norfolk Southern's co-operation and management, it would have been impossible for us to move from five to ten thousand rail cars of various sizes, loaded with aviation fuels, to destinations set forth by the United States Department of Defense.

We firmly believe that other areas of the country should have access to the same efficient service that we now enjoy. If Norfolk Southern is successful in their bid for the portions of railroad that they seek, I am confident that the customers to be served will be as satisfied as we are.

Please do all that is possible to see that those customers are supported.

Sincerely,

AVIATION FUEL TERMINALS, INC.

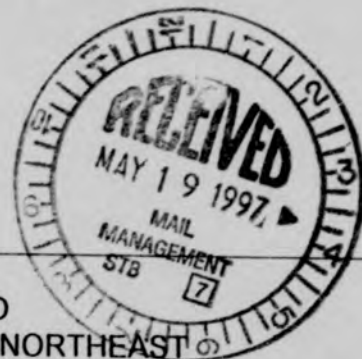
A handwritten signature in dark ink, appearing to read "Lester G. Murphy". The signature is written in a cursive, flowing style.  
Lester G. Murphy, Manager

LGM/bp



**CONTINENTAL  
PAPER  
GRADING OF CANADA INC.**

FD33388



FOR CUSTOMERS WHO WANT TO  
INCREASE COMPETITION IN THE NORTHEAST  
("1 to 2")

**VERIFIED STATEMENT OF  
CONTINENTAL PAPER GRADING OF CANADA INC.**

My name is **Nicolina Tantalo**, and I am Customer Service Manager of Continental Paper. I have held my present position for six (6) years. My duties include overseeing traffic via rail and truckload in addition to overseeing customs and inside sales.

Continental Paper Grading is a waste paper broker. We buy and sell product served by Conrail, Norfolk Southern or CSXT. During 1996, we shipped approximately 700 carloads from various locations.

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

Recovering  
*from*  
Yesterday...  
*for*  
Tomorrow

376 Orenda Road East, Brampton, Ontario L6T



**Nicki Tantalo**

**CONTINENTAL PAPER GRADING  
OF CANADA INC.**

376 Orenda Road East  
Brampton, Ontario  
L6T 1G1  
Tel: (905) 792-2322  
Fax: (905) 792-2324

In addition, we are looking forward to experiencing not only the change from being serviced 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 applicaiton of NS and CSX to acquire Conrail should be approved by the STB.

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

Sincerely,

*N. Tantalo*

**Nicolina Tantalo  
Customer Service Manager  
(CONTINENTAL PAPER GRADING OF CANADA INC.)**

# Farmland Hydro, L.P.

C. M. Farris  
Vice President, Operations

May 16, 1997

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

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

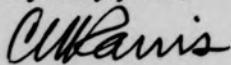
Dear Secretary Williams:

I am the Vice President of Operations for Farmland Hydro, L. P. in Bartow (Green Bay), Florida. Part of my responsibilities include selecting and coordinating the transportation strategy for inbound raw materials and outbound finished products from our location here in Green Bay. I have been with Farmland Hydro, L. P. for eight 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 approve it promptly.

Farmland Hydro, L.P. is a large producer of agricultural phosphate products. We receive and ship over 58,000 rail cars at Green Bay each year. We believe the proposed acquisition of Conrail would be in our best interest and the interest of our customers and urge the Board to promptly approve this application. The acquisition of Conrail by CSX and NS should and would, we believe, produce better service, better equipment utilization, and more competitive rates for us.

Again, Farmland Hydro, L. P. supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval.

Very truly yours,



C. M. Farris  
Vice President  
Operations

CMF:ds/cmf9397

cc: Heyward Hollingsworth

Green Bay Plant  
County Road 640  
Post Office Box 960  
Bartow, Florida 33831  
Tele: 941 533-1141  
Fax: 941 533-8793



A Delaware Limited Partnership





The Honorable 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.

My name is Tom Hageman, and I am Plant Manger of Langsdale Recycling, Inc., a division of The Recycling Group, in Indianapolis, IN. My duties include responsibility for the procurement of transportation services. Langsdale Recycling handles approximately 60,000 tons/year of scrap paper--with approximately 2000 tons/year currently moving 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. Such a competitive environment will help The Recyling Group to expand our market reach from Indianapolis.

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

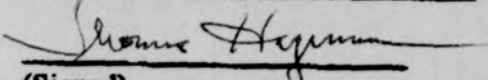
Sincerely,

Tom Hageman  
Plant Manager  
Langsdale Recycling, Inc.

#### VERIFICATION

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

Executed on 5-14 1997.

  
(Signed)

# Diamond R



## FERTILIZER CO., INC.

P.O. Box 771137  
Winter Garden, FL 34777-1137  
Phone 407-656-3007

P.O. Box 12489  
Ft. Pierce, FL 34979-2489  
Phone 407-464-9300

Ranch Fertilizer Division  
710 N.E. 5th Ave., Okeechobee, FL 34972  
Phone 941-763-2158

185 Commerce Drive  
LaBelle, FL 33935  
Phone 888-675-3700



May 14, 1997

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

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

Dear Secretary Williams:

My name is Edward H. Sullivan and I am the Chairman and CEO of Diamond R Fertilizer and Ranch Fertilizer in Winter Garden, Florida and Okeechobee, Florida respectively. As part of my responsibilities I select and coordinate the inbound transportation strategy of all materials including bio-solids that originate on Conrail in New York City. I have been with the organization for 24 years. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

Diamond R and Ranch are producers of blended fertilizer products for farmers, ranchers, citrus growers, and consumers. We receive in approximately 863 rail cars of all products between both locations each year. We believe that the proposed acquisition of Conrail would be in our best interest as well as the interests of our suppliers and we strongly urge the Board to approve this application. 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 the Conrail acquisition will increase rail business and that would be beneficial to all of the shippers and receivers who rely on rail.

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

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

Executed this 14th day of May, 1997.

Name E. H. Sullivan  
Title Chairman, CEO

FERTILIZERS



PESTICIDES

Subsidiary of Pioneer Ag-Chem, Inc



E. E. Zimmerman Co. / Elroy Turpentine Co.

Suite 215

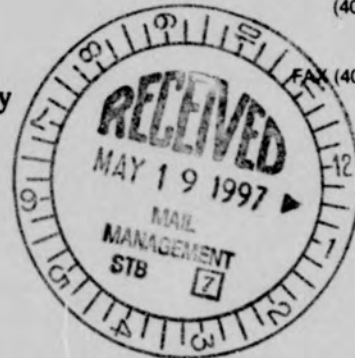
375 Pharr Road, N.E.

Atlanta, GA 30305

(404) 816-3250

FAX (404) 816-0441

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



May 14, 1997

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

Dear Mr. Williams:

I am writing to add my support to the acquisition and division of Conrail by Norfolk Southern and CSX.

I am Vice President of The Elroy Turpentine Company in Swainsboro, Georgia. We are in the business of packaging liquid chemicals into consumer size packages such as pints, quarts, gallons, and five gallon pails. We are currently receiving all of our raw materials by truck. We are packaging in excess of 3,000,000 gallons per year. At one time, our facility was serviced by Norfolk Southern Railway, but our siding was closed some years ago. We would like to reopen this siding to gain a competitive advantage for our facility. Based on the bulk of shipments we receive, we can generate economies in purchasing larger quantities by rail. We can also enjoy the reduction in our off loading costs.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail. I, Kurt Cooper, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 14, 1997.

Sincerely,

Kurt D. Cooper  
Vice President



# NIAGARA FRONTIER TRANSPORTATION COMMITTEE

438 Main Street ♦ Buffalo, New York 14202  
(716)-856-2026 ♦ FAX (716)-856-3203

Secretary Vernon Williams  
Office of the Secretary  
Surface Transportation Board  
1925 K ST, NW, STE 700  
Washington, DC 20423-0001



Re: Finance Docket No. 33388, CSX Corp./Norfolk Southern Corp.  
Control & Operating Leases/Agreements-Conrail, Inc.

Dear Mr. Williams:

Per the directive of our Metropolitan Planning Organization today, please enter into the record that the Niagara Frontier Transportation Planning & Coordinating Committee (NFTPCC) is in unanimous support of retaining the 365-day review period originally proposed by the Surface Transportation Board. The Committee believes the Board should allocate the maximum amount of time practical to assure that the interests of all affected parties are considered to the fullest extent possible.

Very truly yours,

Richard T. Swist  
NFTPCC Chairman

tft

cc: PCC Members





# Warrior Coal Corporation

P.O. Box 1223  
Madisonville, Kentucky 42431  
Telephone: 502-825-4560  
Fax: 502-825-3601



May 14, 1997

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

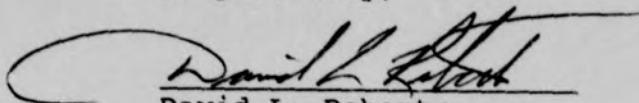
F033388

I am David L. Roberts, President of Warrior Coal Corporation. Our company is located in Hopkins Co., Ky. I am writing to show our support for the acquisition of Conrail by CSX and NS.

Warrior produces and ships coal to utilities located in Alabama, Kentucky, and Tennessee. We load approximately 10,000 carloads of coal annually on CSX.

This acquisition should improve equipment availability and potentially open up new markets for Warrior. Accordingly, I support the acquisition and am hopeful the Board will approve the joint application of CSX and NS.

Respectfully,

  
David L. Roberts  
President

I, David L. Roberts, declare under penalty of perjury that he foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.  
Executed this 14th day of May, 1997.

DLR/rv

# C & K TRUCKING INC.

C & K TRUCKING, 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 Gerard W. McIntyre, and I am General Manager of C & K Trucking, Inc. at 6850 West 63rd Street. I have held my present position for six (6) years. My duties include total Financial and Operational responsibility for C & K.

C & K Trucking, Inc. is a motor carrier. We work with NS as the following locations: Chicago, IL. Calumet, IL. In addition, we work with all other railroads at Chicago ILL. and NY/N.J.

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

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

6850 West 63rd Street  
Chicago, IL 60638

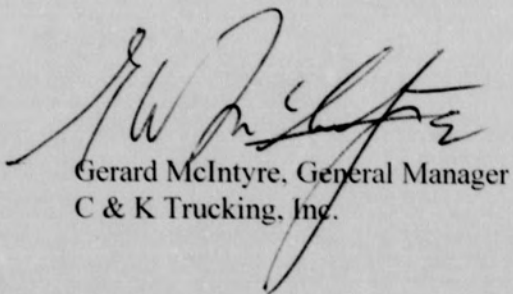
Phone (312) 586-5055  
Fax (312) 586-0079

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, Gerard McIntyre, 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 15, 1997.

Sincerely,



Gerard McIntyre, General Manager  
C & K Trucking, Inc.



# Warrior Coal Corporation

P.O. Box 1223  
Madisonville, Kentucky 42431  
Telephone: 502-825-4560  
Fax: 502-825-3601



**VERIFIED STATEMENT OF  
Steven A. Hicks  
on behalf of**

**Warrior Coal Corporation**  
Finance Docket No. 33388

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

I am, Steven A. Hicks, Vice President, of sales for Warrior Coal Corporation. I am responsible for overseeing all transportation requirements. I am writing to express my company's support for the acquisition of Conrail by CSX and NS.

Warrior Coal Corporation sales coal and arranges transportation to our customers, who are industrial users and power plants located all over the eastern United States. We handle approximately 3,000 to 7,500 carloads of coal annually.

We believe that the acquisition of Conrail by CSX and NS will allow us the opportunity to expand and extend our market reach in the southeast. In our business, consistent and reliable rail transportation is crucial to our logistics management. The coal industry often experiences unexpected shortages. The acquisition will increase the number of rail cars available for our shipments, thereby enhancing the consistency of our transit times.

For these reasons, Warrior Coal Corporation urges the Board to approve the joint application of CSX and NS.

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





Ashland Coal, Inc.

C. Henry Besten, Jr.  
Senior Vice President,  
Marketing  
(304) 526-3673  
(304) 526-3680 FAX

P.O. Box 6300  
Huntington, WV 25771-6300

**VERIFIED STATEMENT OF**  
**C. HENRY BESTEN, JR.**  
**SENIOR VICE PRESIDENT, MARKETING**  
**on behalf of**  
**ASHLAND COAL, INC.**



**Attn: STB Finance Docket #33388**

I am C. Henry Besten, Jr., Senior Vice President for Ashland Coal, Inc. with responsibilities for the company's marketing and transportation functions. I am writing to express Ashland Coal's support for the acquisition of Conrail by CSX and NS.

Ashland Coal is headquartered in Huntington, West Virginia and is engaged in the mining and processing of low-sulfur bituminous coal, which it markets primarily to electric utilities and industrial customers in the Eastern United States. These customers are located in 19 states:

Massachusetts	Michigan	Maryland	Kentucky
New Jersey	Ohio	North Carolina	Louisiana
New York	Delaware	South Carolina	Missouri
Pennsylvania	Florida	Virginia	Tennessee
Indiana	Georgia	West Virginia	

We expect to handle approximately 16,000 carloads of coal annually via CSX and 7,500 carloads of coal annually via the NS.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Eastern United States. In particular, the acquisition will bring us more competitive access to new rail customers in the northeast.

The coal industry has historically experienced periodic equipment shortages. We believe this acquisition will increase the equipment supply available for our shipments, resulting in more consistent and reliable rail transportation.

Ashland Coal, Inc. encourages the Surface Transportation Board to approve the joint application of CSX and NS.

I, C. Henry Besten, 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 16th day of May, 1997.

C. Henry Besten, Jr.

# North American Paper Co.

A Division of Mississippi River Corporation

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

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



## VERIFIED STATEMENT OF ROBERT SNYDER

### NORTH AMERICAN PAPER COMPANY

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

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

We have used NS for years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire. We have never had a problem with equipment availability or customer service.

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

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

Sincerely

*Robert Snyder*

Robert Snyder



*The Giles County Courthouse*

## Giles County, Tennessee

P.O. Box 678 • Pulaski, Tennessee 38478

May 15, 1997



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

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

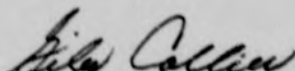
Dear Mr. Williams:

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

Giles County has a longstanding relationship with CSX Transportation. As the railroad grew and prospered, so did Giles County. 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,

  
Giles Collier  
County Executive

GC:jbr



Robert E. Thompson  
County Executive

*Montgomery County Government*

P.O. Box 368  
Clarksville, TN. 37041-0368

May 14, 1997

Phone  
(615) 648-5787



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

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

Dear Mr. Williams:

As County Executive of Montgomery County, Tennessee, and also Chairman of the Montgomery County Rail Service Authority, I wish to express support for the proposed acquisition of Conrail by CSX Transportation and Norfolk Southern Corporation.

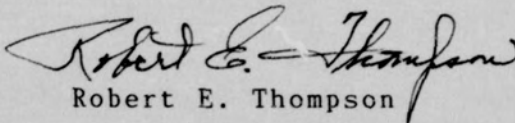
Montgomery County has a longstanding relationship with CSX Transportation. As the railroad grew and prospered, so did Montgomery County. CSX and NS together comprise approximately 90 percent of the Class I rail miles in the state of Tennessee. Both companies have been valuable corporate citizens and 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.



Mr. Vernon A. Williams  
May 15, 1997  
Page 2

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

Sincerely,

  
Robert E. Thompson



Ed Harlan  
County Executive

## Maury County Government

Room 101  
Maury County Courthouse  
Columbia, Tennessee 38401

Phone  
(615) 381-3690

May 15, 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 Corporation and Norfolk Southern Railway Company  
-Control and Operating Leases/Agreements-  
Conrail Inc. and Consolidated Rail Corporation  
Finance Docket No. 33388

Dear Mr. Williams:

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

Tennessee's shortlines have had a longstanding relationship with both NS and CSX which together comprise approximately 90 percent of the total Class I rail miles in the state. I believe the acquisition of Conrail by NS and CSX will benefit Tennessee by making both railroads stronger. Such a combination will allow industries in our state to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage. Shippers on our shortlines, as well as those on NS and CSX, will receive more competitive rail service to many more customers and suppliers in new markets in the northeast. The enhanced transportation service resulting from this new rail network will generate significant new business and industrial growth for Tennessee.

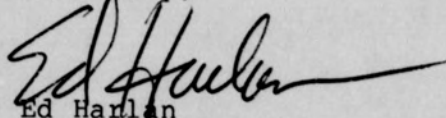
Additionally, the enlarged CSX and NS system will be able to compete more effectively with motor carriers because of improved equipment utilization and single line service. Motor carriers will always retain a major share of the freight business because of their speed and flexibility; and good truck service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

Mr. Williams  
Page 2  
May 15, 1997

acceptable levels.

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

Sincerely,

A handwritten signature in dark ink, appearing to read "Ed Harlan", with a long horizontal flourish extending to the right.

Ed Harlan  
County Executive  
Chairman, Tennessee Shortline Alliance

EH/njr

STB

FD

33388

5-16-97

J





ROBIN SCHIMMINGER  
140th District

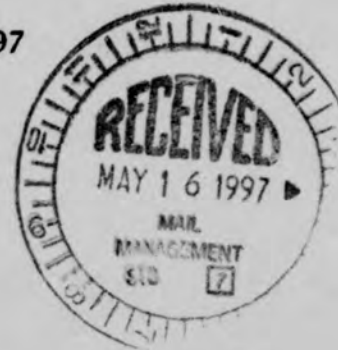
THE ASSEMBLY  
STATE OF NEW YORK  
ALBANY

CHAIRMAN  
Committee on Economic Development,  
Job Creation, Commerce and Industry

COMMITTEES  
Codes  
Health  
Ways & Means

May 13, 1997

Hon. Linda J. Morgan, Chair  
Surface Transportation Board  
1925 K Street, NW  
Washington D.C. 20423-0001



Dear Ms. Morgan:

I am writing to express my concern over the joint petition submitted by Norfolk Southern Corp. (NS) and CSX Corp. (CSX) requesting an expedited procedural schedule for consideration of their acquisition of Conrail.

As Chairman of the New York State Assembly's Committee on Economic Development, Job Creation, Commerce and Industry, and as a legislator representing the Buffalo area, I am especially concerned as to the impact this proposed merger will have on job creation and job retention in New York State. It has been brought to my attention that many employers, particularly in Western New York, are uncertain about what the future holds for them if this merger does indeed occur. These businesses deserve to have a better understanding of how they will be affected, and should be given an opportunity to study this issue in more depth than they have been able to thus far.


If the Surface Transportation Board does in fact approve NS's and CSX's request for an expedited procedural schedule, the people and businesses being affected will not have enough time, or enough information, to assess and react to the full impact of this venture. At the present time, Buffalo is painfully uncertain about the degree of importance it will have in supporting rail traffic. I have been informed that CSX has not yet released its plans for employment and shipping in the area, nor have they had an opportunity to focus on the issue of increasing passenger rail service - an issue of great importance to the Western New York region, and an issue Conrail had promised to address.

Page 2

It is my understanding that the division of Conrail by NS and CSX is unprecedented because it is the first time two rail competitors have worked together to eliminate a financially healthy competitor. This is obviously a major transaction and its potential impacts on the business community have not yet entirely been ascertained. At this time, NS and CSX are not yet sure as to what the degree of their presence would be in various areas of the state. Until the proper information is collected and studied in further detail, I would urge the Surface Transportation Board to take the allotted 15 months to study the NS and CSX proposal before making its decision.

Thank you for your consideration.

Sincerely,

  
Robin Schimminger, Chair  
Economic Development Committee

RS:jss

cc: The Honorable Gus A. Owen, Vice Chairman, STB  
The Honorable Vernon Williams, Secretary, STB  
Senator Alfonse D'Amato  
Senator Daniel Patrick Moynihan  
Congressman Amo Houghton, Jr.  
Congressman John J. LaFalce  
Congressman Bill Paxon  
Congressman Jack Quinn



**VERIFIED STATEMENT**

**OF**

**FRED A. BEASLEY  
on behalf of  
QUALITY INTERMODAL CORPORATION**

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

My name is Fred A. Beasley and I am President of Quality Intermodal Corporation, a Texas Corporation headquartered in Humble, Texas. I have held this position since the company was founded on February 14, 1989. Prior to that time, I held sales and senior management positions from 1980 through 1988 with GST Corporation, a company which provides services similar to Quality Intermodal's. My background and experience make me familiar with the U. S. Rail transportation system. I submit this verified statement in support of the proposed joint acquisition of Conrail by CSX and NS and urge the Board to approve it promptly.

Quality Intermodal is an Intermodal Marketing Company. We provide complete door to door transportation services to our customers throughout North America. We sell rail carrier intermodal services to various shippers who ship packaged products or commodities in trailers and container load quantities.

Quality Intermodal has sales and operations offices in Bensalem, PA, Cleveland, OH, Chicago, IL, Los Angeles, CA, Dallas, TX, Pine Bluff, AR, Kansas City, MO, Atlanta, GA and Charlotte, NC. We have more than 600 customer accounts nationwide. An efficient and cost competitive transportation infrastructure is essential to the success of our company and the customers we serve. Quality Intermodal moves approximately 9,000 loads annually that originate or terminate in the eastern U.S. The joint acquisition of Conrail will be in our company's best interest since the enhanced system would be capable of providing a complete competitive intermodal product with associated efficiencies.

**Verified Statement**  
**Page 2**

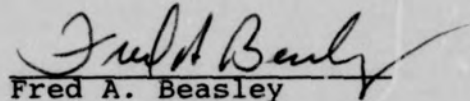
We strongly urge the Board to approve this application for the reasons detailed below:

1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates.
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Quality Intermodal because the enhanced system will allow us more flexibility to expand our service offerings to our customers and generate additional business.
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service land options, which, in turn, will benefit all the shippers that rely on rail.

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

**VERIFICATION**

I, Fred A. Beasley, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.  
Executed on May 12, 1997.

  
Fred A. Beasley



VERIFICATION

STATE OF TEXAS     )  
                              )  
COUNTY OF HARRIS )     ss.

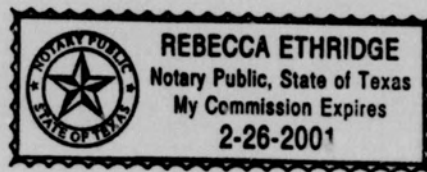
Fred A. Beasley, being first duly sworn, deposes and says that he has read the foregoing documents, knows the facts asserted therein, and that the same are true as stated.

*Fred A. Beasley*  
Fred A. Beasley

Subscribed and sworn to before me this *12* day of *May* 1997

*Rebecca Ethridge*  
Notary Public

*2-26-2001*  
Commision Expires



**WEINER, BRODSKY, SIDMAN & KIDER**  
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800  
WASHINGTON, D.C. 20005-4797  
(202) 628-2000  
TELECOPIER (202) 628-2011

RICHARD J. ANDREANO, JR.  
JAMES A. BRODSKY  
JENNIFER A. COHN  
JO A. DeROCHE  
CYNTHIA L. GILMAN  
DON J. HALPERN  
CHRISTOPHER E. KACZMAREK  
MITCHEL H. KIDER  
SUSAN L. KORYTKOWSKI  
SHERRI L. LEDNER  
PAUL C. OAKLEY  
MARK H. SIDMAN  
RUGENIA SILVER  
HARVEY E. WEINER  
ROSE-MICHELE WEINRYB\*  
JOSEPH F. YENOUSKAS

\*NOT ADMITTED IN D.C.

MAY 20 1997

**ADD TO SERVICE LIST ONLY**

May 16, 1997

**BY HAND**

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



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

Dear Secretary Williams:

On behalf of our client Central Properties, we request that Christopher J. Burger of Central Properties be placed on the service list of the above-referenced proceeding as a party of record. Material should be sent to the following address:

Mr. Christopher J. Burger  
Central Properties  
500 North Buckeye  
Kokomo, Indiana 46903-0554

For your reference, Mr. Burger can be reached at (317) 459-3196 (telephone) and (317) 457-4109 (facsimile). Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

*Jo A. DeRoche*

Jo A. DeRoche

cc: Christopher J. Burger, Central Properties



Carolinas-Tennessee  
Building Material  
Association, Inc.

*"Get It Done Better With"*

## VOWELL & SONS, INC.

P. O. BOX 380 - 1000 BROADWAY ST. AT THE RAILROAD  
MARTIN, TN 38237 (901) 587-3828 FAX (901) 587-3399



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

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

### VERIFIED STATEMENT OF Morris A. Vowell Vowell & Sons

My name is Morris A. Vowell, and I am President, General Manager of Vowell & Sons. I have held my present position for 51 years. My duties include Direct oversight of transportation.

Vowell & Sons is a distributor of brick and we have facilities located at Martin, TN. These facilities are currently served by NS and we receive an average of 30 cars per year.

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

I, Morris A. Vowell, declare under penalty of perjury that the foregoing is true and correct.



*"Get-It Done Better With"*

## **VOWELL & SONS, INC.**

P. O. BOX 380 - 1000 BROADWAY ST. AT THE RAILROAD  
MARTIN, TN 38237 (901) 587-3828 FAX (901) 587-3399

I certify that I am qualified and authorized to file this verified statement. Executed  
on May 07, 1997.

Sincerely,

**Morris A. Vowell, President - General Manager**

**Vowell & Sons**



S  
W  
S

# SOUTHERN WOOD SUPPLIERS, INC.

James E. (Pot) Shuler, President

Kaname (Ken) Shikishima, CEO  
May 14, 1997

**Operations  
Committee  
Members:**

Dennis Carey  
Mike Chipolone  
Kerry Seymour  
Ken Shikishima  
James Shuler

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



**VERIFIED STATEMENT**

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

Dear Secretary Williams:

My name is James E. Shuler, President of Southern wood Suppliers, P.O. Box 760, Blountstown, Florida, 32424. I am writing to offer my company's strong support for the joint acquisition of Conrail by CSX and NS to urge the Board to approve it promptly.

Southern Wood Suppliers operates a wood chipping mill at Oglethorpe, Georgia on the CSX line. Each year, we ship approximately 3000 carloads of wood chips to Savannah, Georgia for export to Japan. Southern Wood Suppliers is reliant on CSX because we have no storage facilities other than direct loading into rail chip hopper cars. Over the past seven years, CSX has performed reliably both with service and dependable car supplies.

We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization and more competitive rates. With the enhanced CSX system, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we would be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all the shippers who rely on rail.

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

I, James E. Shuler, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorize to file this verified statement. Executed this 14<sup>th</sup> day of May, 1997.

Sincerely,

*James E. Shuler*

James E. Shuler  
President

Farmers Grain Dealers Inc.  
PO Box 855  
101 Ellen Street  
Blenheim, Ont.  
NOP 1AO



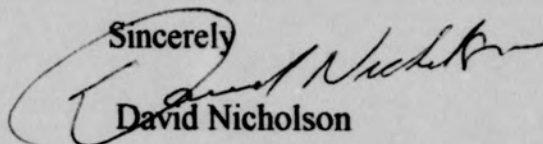
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1201 Constitution Avenue, NW  
Room 2215  
Washington DC 20423

Dar Mr. Secretary:

Farmers Grain Dealers, Incorporated, support the acquisition of Conrail by CSXT and Norfolk southern. We believe this proposed merge is positive, and if approved will offer better and expanded service opportunities. This would permit our company to keep transportation costs down while receiving much improved service.

We hope 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  
  
David Nicholson

Eljer Manufacturing  
1301 Eljer Way  
Ford City, Pennsylvania 16226  
Tel: (412) 763-1621  
FAX: (412) 763-6277

**AN ELJER  
INDUSTRIES COMPANY**

May 12, 1997



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

Dear Mr. Secretary:

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

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

Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. Mahan'.

James D. Mahan, C.P.M.  
Purchasing Manager

(447)  
LAW OFFICES

0101350002

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



RICHARD A. ALLEN

May 16, 1997

By Hand Delivery

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

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

Dear Secretary Williams:

I hereby submit, on behalf of Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") and in connection with the above-referenced proceeding, a check made payable to "Secretary, Surface Transportation Board," in the amount of \$889,500.00, required under 49 C.F.R. § 1002.2(f) upon the filing of a primary railroad control application that the Surface Transportation Board determines to be a major transaction. On April 21, 1997, the Board issued Decision No. 2 in this proceeding, which in part sets forth the Board's determination that the proposed transaction was a major transaction as defined at 49 C.F.R. § 1180.2(a). Decision No. 2, slip op. at 3.

We understand that today CSX Corporation and CSX Transportation, Inc. ("CSX") are submitting a check of like amount in connection with this proceeding. It is our intention that Norfolk Southern, CSX and Conrail will be filing the primary railroad control application on or after June 16, 1997.

Should you have any questions on this matter, please call.

Sincerely,

Richard A. Allen

enclosure





May 9, 1997

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



Amerex Corporation

P. O. Box 81

Trussville, AL 35173-0081

205-655-3271

FAX: 205-655-3279

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

VERIFIED STATEMENT OF DARLENE MASSEY  
AMEREX CORPORATION

My name is Darlene Massey, and I am the Senior Buyer of Amerex Corporation. I have held my present position for 20 years. My duties include the purchasing and arranging for shipments of raw materials.

Amerex Corporation is a manufacturer of hand held portable fire extinguishers and we have been located at the Trussville, Alabama location for 26 years. We currently receive approximately 36 cars per year and have just negotiated a new contract that will increase this to an additional 15 cars per year.

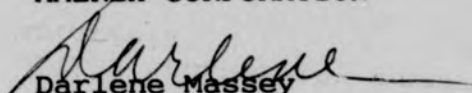
There is a distinct need for two competing railroad sin the Northeast and I support STB approval of the joint application by which Norfolk Southern and CSXT plan to acquire Conrail, divide the assets and improve the balance of rail competition in the Northeast.

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

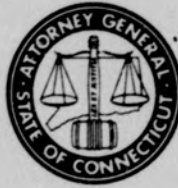
Executed on May 9, 1997.

Sincerely,

AMEREX CORPORATION

  
Darlene Massey  
Senior Buyer

RICHARD BLUMENTHAL  
ATTORNEY GENERAL



2800 Berlin Turnpike  
P.O. Box 317546  
Newington, Connecticut 06131-7546

(860) 594-2531  
FAX (860) 594-2574

Office of The Attorney General  
State of Connecticut

May 12, 1997

Mr. Robert Link  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

MAY 16 1997

**ADD TO SERVICE LIST ONLY**

Re: STB Finance Docket No. 33388  
CSX Corporation, et al.

Dear Mr. Link:

179550

Please be advised that I represent the State of Connecticut, Department of Transportation. On behalf of my client, I would like to be added to the Service List for the captioned STB Finance Docket No. 33388.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script, reading "Arnold K. Shimelman".

Arnold K. Shimelman  
Assistant Attorney General

AKS/kab

STB

FD

33388

5-15-97

J



**United Wood  
Treating Co.**

P.O. Box 248  
Whitmire, S.C. 29178  
803/694-3668

May 12, 1997

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



RE: Verified Statement of United Wood Treating Company  
Proposed CSXT/NS/Conrail Transaction;  
Surface Transportation Docket No. 33388

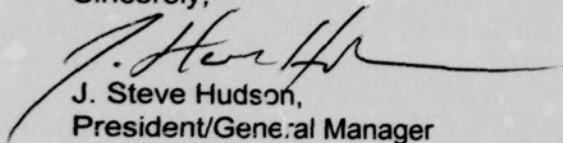
Dear Secretary Williams:

My name is J. Steve Hudson. I am President for United Wood Treating Company. In my position, I am responsible for operations of a pole and piling treating company.

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

I, J. Steve Hudson, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 12th day of May, 1997.

Sincerely,



J. Steve Hudson,  
President/General Manager

JSH/mcw





**Wheelabrator Water Technologies Inc.**

**Bio Gro Division**

A WMX Technologies Company  
Organic Product Marketing Group  
2101 S. Hamilton Road, Suite 202  
Columbus, OH 43232

Tel. 614.759.9260  
Fax 614.759.7988



May 12, 1997

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

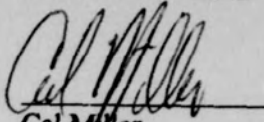
RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation Inc.; Norfolk Southern Railway Corporation-Control and Operating Lease/Agreements- Conrail Inc. and Consolidated Rail Corporation

As the Director of Product Marketing responsible for transporting 100,000 tons of fertilizer product from our Northeastern U.S. production facilities to customers world wide, I urge the Board to approve the CSX and NS application to acquire Conrail.

For our Company the access of NS and CSX to the Northeast hopefully will provide a competitive price situation.

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

Executed this 12th day of May 1997.

  
Cal Miller

VERIFIED STATEMENT OF  
**THE CELOTEX CORPORATION**  
FINANCE DOCKET NO. 33388



My name is Paul R. Robbins, and I am Director of Transportation of The Celotex Corporation. I have held my present position for 13 years. My duties include the responsibility for all transport modes to and from all plant locations, contract administration, logistics planning, and carrier negotiations.

The Celotex Corporation is a building products manufacturer which is involved in shipping finished goods and receiving raw materials in 18 states, including plants in Perth Amboy and Pennsauken, New Jersey. Sunbury and Pittston, Pennsylvania; Lockland and Port Clinton, Ohio; Goldsboro, North Carolina; and Lagro, Indiana, which will all be affected by the division of Conrail. Prior to the abandonment of the track at our Perth Amboy facility, we received glass mat in boxcars from Russellville, Alabama; Pennsauken receives chemicals in tank cars; Sunbury receives asphalt in tank cars; Goldsboro, North Carolina, received granules in hoppers from 3M in Belle Mead, New Jersey. Rail use has been downplayed in recent years because of Conrail's lack of interest, decline in service, and excessive rates.

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

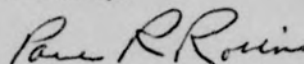
when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. The rail carriers 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 been unable to compete adequately.

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

I, Paul R. Robbins, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 12, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Paul R. Robbins".

Paul R. Robbins  
Director of Transportation  
The Celotex Corporation



## K-C REFRIGERATION TRANSPORT CO., INC.

LTL & INTERMODAL SERVICE  
P.O. BOX 545 TROY, NEW YORK 12180  
PHONE (518) 273-7505  
FAX (518) 273-7509

April 1997

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



### VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Stephen Kowalchyk, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 6<sup>th</sup> day of May, 1997.

Stephen Kowalchyk  
President  
K-C Refrigeration





May 13, 1997



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

VERIFIED STATEMENT

Re: STB Finance Docket No. 33388

Dear Sir:

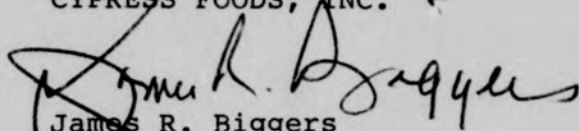
I am the Chief Executive Officer and owner of Cypress Foods, Inc., which was founded in 1972. We own three million laying hens in Florida, Alabama, and Georgia. These birds require the use of 3-4 million bushels of corn annually, and thousands of tons of soybean meal. Since we depend heavily, and in most cases, solely on the railroads, we would like very much to offer our support and are looking forward to the joint acquisition of Conrail by CSX and NS.

We produce and distribute in excess of 60 million dozen eggs per year, and it is very imperative that we obtain most of our grain from the Midwest, since the South is a deficit on corn supply. It is impossible to ship the volume of grain, by truck, from the Midwest, plus we would be totally non-competitive trying to truck such a volume. These facts, plus others, we would like to see this transaction take place as soon as possible.

I, James R. Biggers, 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 13th day of May, 1997.

Sincerely,

CYPRESS FOODS, INC.

  
James R. Biggers  
Chief Executive Officer

JRB:fs

**ARCH  
MINERAL  
CORPORATION**

CITYPLACE ONE  
ST. LOUIS, MISSOURI 63141-7056  
(314) 994-2700

STEVEN F. LEER  
President and  
Chief Executive Officer



May 12, 1997

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

**Verified Statement of Steven F. Leer  
on behalf of  
Arch Mineral Corporation  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
-Control and Operating Lease/Agreements-  
Conrail Inc. and Consolidated Rail Corporation**

Dear Mr. Williams:

On behalf of Arch Mineral Corporation, I am writing to express our company's support of the acquisition of Conrail by Norfolk Southern Corporation and CSX Corporation. I am the president and chief executive officer of Arch Mineral Corporation, a Delaware corporation with its executive offices at CityPlace One, St. Louis, Missouri. In my position I am responsible for the management of all functions of our company, including the subsidiary of Arch Mineral whose business it is to market and arrange for the transportation of bituminous coal.

Through its wholly owned, independent operating subsidiaries, Arch Mineral mined and marketed more than 29.4 million tons of bituminous coal in 1996. This coal was produced from company mines, from contracted mine operations on company leases, and from non-affiliated coal operators, in five states. Approximately 22.6 million tons of our company's 1996 sales originated from mines in Kentucky, Virginia and West Virginia. All of these tons originate and are shipped on either the Norfolk Southern or CSX. We estimate that approximately 180 thousand carloads of coal are handled annually by these two railroads.

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

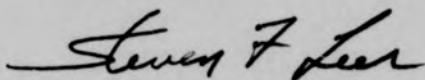
The shipments handled by CSX and Norfolk Southern are delivered primarily to power plants owned by electric utilities and independent power producers for the production of electricity. Coal from our operations in the Central Appalachian region of the United States is delivered predominantly to customers located in the Southeast and in the Midwest.

The principal reason we favor the acquisition of Conrail by CSX and Norfolk Southern is the expansion we perceive will occur for our coal into markets in the Middle Atlantic and Northeastern states. The acquisition will bring new access to utility customers now served by Conrail in this region. These customers will, for the first time, have the opportunity to purchase low sulfur coal from central Appalachia which the economics of two line rail hauls previously made unfeasible.

The logistics management of the coal industry requires consistent and reliable rail transportation. Equipment shortages in both power and freight cars have been observed in recent years. The acquisition will increase the equipment supply available for coal shipments, thereby enhancing the consistency of our transit times.

For these reasons Arch Mineral Corporation urges the Board to approve the joint application of CSX and Norfolk Southern.

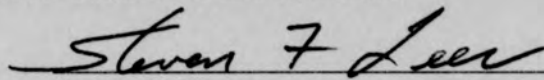
Very truly yours,



Steven F. Leer

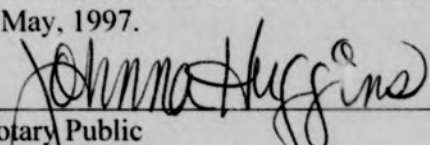
Certification

I, Steven F. Leer, 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.

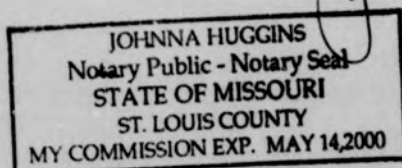
  
Steven F. Leer

STATE OF MISSOURI     )  
COUNTY OF ST. LOUIS    )

Subscribed and sworn to before me by Steven F. Leer, President and Chief Executive Officer, of Arch Mineral Corporation, this 14th day of May, 1997.

  
Notary Public

My commission expires:





File in Docket



FD -

33388

## DELAWARE AVENUE DISTRIBUTION CENTER, INC.

2204 South Delaware Avenue  
Philadelphia, Pennsylvania 19148

Telephone (215) 755 - 8771  
Fax (215) 755 - 8773

April 28, 1997

The Honorable Linda Morgan, Chairwoman  
The Surface Transportation Board  
1201 Constitution Avenue, N.W.  
Washington DC 20423

Dear Chairwoman Morgan:

Re: Anthony Nardella on behalf  
of Delaware Avenue Distribution Center, Inc.  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
-Control and Operating Lease/Agreements-  
Conrail Inc. and Consolidated Rail Corporation

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 15 2 55 PM '97  
OFFICE OF  
CHAIRMAN MORGAN

My name is Anthony Nardella. I am President of Delaware Avenue Distribution Center, Inc. I have been with the company for three years. On behalf of Delaware Avenue Distribution Center, Inc., please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Delaware Avenue Distribution Center, Inc. is a public warehouse/transfer station and common carrier. We are located at 2204 South Delaware Avenue, Philadelphia, Pennsylvania 19148.

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

Further, the acquisition will open up new markets in the mid-west and far west regions. Our ability to compete for mid-west and far west originating shipments has been hampered by the lack of direct access to us. In many cases, the costs associated with an interchange has made our services uncompetitive. The acquisition will solve this problem by providing single-line service to the area.

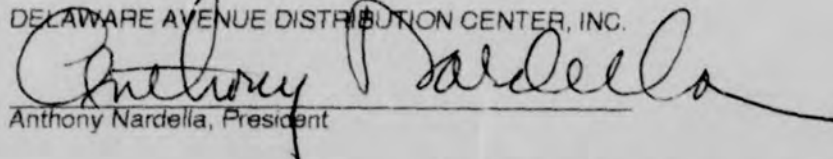
Again, please accept the support of Delaware Avenue Distribution Center, Inc. for the acquisition of Conrail by CSX and Norfolk Southern.

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

Executed on April 28, 1997.

Very truly yours,

DELAWARE AVENUE DISTRIBUTION CENTER, INC.

  
Anthony Nardella, President





## MINNESOTA CORN PROCESSORS

### VERIFIED STATEMENT OF MINNESOTA CORN PROCESSORS



My name is Kris Lutt. I am the representative for Minnesota Corn Processors. My business address is 7-C Terminal Way, Avenel, New Jersey 07001. My responsibilities include planning for rail service, negotiations of rail contracts and arranging for carload and container on tanker car shipments.

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

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

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

I, Kris Lutt, 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.

Kris Lutt, Terminal Manager  
Minnesota Corn Processors

Date:

5-11-97



## MINNESOTA CORN PROCESSORS

To: Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No.: 33388  
1925KSTNW  
Washington, D.C. 20423-001

From: Kris Lutt, Terminal Manager  
Minnesota Corn Processors  
7-C Terminal Way  
Avenel, New Jersey 07001

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

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

Kris Lutt, Terminal Manager  
Minnesota Corn Processors

Date: 5-11-97

*TradeMark Nitrogen Corp.*



May 12, 1997

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

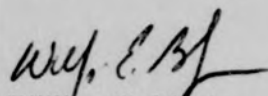
Dear Secretary Williams:

My name is William E. Blevins, and I am vice president of TradeMark Nitrogen Corp. in Tampa, Florida. I have been with TradeMark Nitrogen for fourteen (14) years. As part of my responsibilities, I am responsible for selecting and coordinating the transportation strategy for inbound raw materials for our plant here in Tampa. 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.

TradeMark Nitrogen is a medium size producer of agricultural and industrial products. We receive over 27,000 tons of various products via rail each year. A good portion of our products are used in the production of millions of tons of ammoniated phosphate which are shipped via rail to locations including northeast United States.

TradeMark believes that the proposed acquisition of Conrail would be in our best interests, as well as in the interest of our customers. We strongly urge the Board to approve this application as we believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, more competitive rates, and thereby promote the growth of rail traffic in the east.

Sincerely,

  
William E. Blevins  
Vice President

WEB/es



**BALFOUR**

LUMBER COMPANY

POST OFFICE BOX 1337

THOMASVILLE, GEORGIA 31799

PHONE 912-226-0611

May 8, 1997

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



RE: Verified Statement of Balfour Lumber Company, Inc.  
Proposed CSXT/NS/Conrail Transaction;  
Surface Transportation Docket No. 33388

Dear Secretary Williams:

My name is Mike B. Jones, I am Vice-President for Balfour Lumber Company, Inc. In my position, I am responsible for shipping by-products and peeled poles.

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

I, Mike B. Jones, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 8th day of May, 1997.

Sincerely,

Mike B. Jones  
Vice-President

MBJ/amd



*File in Docket*  
BOARD OF CHOSEN FREEHOLDERS

MORRIS COUNTY, NEW JERSEY

RESOLUTION NO. 55

JD-33388

ADOPTED: May 14, 1997

WHEREAS, the United States Surface Transportation Board has scheduled 365 days to fully consider the acquisition of Conrail by CSX and Norfolk Southern (NS); and

WHEREAS, the aforementioned acquisition is the most complex merger in the rail industry's history; and

WHEREAS, CSX and NS have requested an abbreviated schedule for deliberations on this critically important matter; and

WHEREAS, the Board of Chosen Freeholders of the County of Morris have discussed the proposed abbreviated scheduling.

NOW THEREFORE, BE IT RESOLVED, as follows:

1. The Board of Chosen Freeholders of the County of Morris (Board) does not support the presumptuous and self-serving contention of CSX and NS for an abbreviated schedule reducing the time schedule of 365 days for the United States Surface Transportation Board to fully consider the acquisition of Conrail by CSX and NS.
2. The Board firmly believes that the United States Surface Transportation Board must institute a 365 day schedule to provide for a full and comprehensive review of the proposed transaction and ensure that the public interests are truly served.
3. The Board directs its Clerk to send a certified copy of the foregoing resolution to: (1) The Honorable Linda Morgan, Chairperson, United States Surface Transportation Board, 12th & Constitution Avenue, NW, Washington, DC 20423; (2) The Honorable Rodney Frelinghuysen; and (3) Frank T. Reilly, Division Head, Morris County Department of Transportation.
4. The within resolution shall take effect immediately.

I hereby certify the above to be a true copy of a resolution adopted by the Board of Chosen Freeholders of the County of Morris at a regular meeting held May 14, 1997.

*Elena St. John*  
Elena St. John, Clerk of the  
Board of Chosen Freeholders of  
the County of Morris

**facsimile**  
TRANSMITTAL

---

to: Hon. Linda Morgan United States Surface Transportation Board  
fax #:  
re: Copy of a Resolution  
date: 5/15/97  
pages: 2, including this cover sheet.

From the desk of...

Janet Donaldson  
Secretary  
Freeholders Office

285-6021  
Fax: 539-6466

STB

FD

33388

5-14-97

J

**Verified Statement  
of  
C. O. Turner, III  
on behalf of  
Manufacturers Consolidation Service, Inc.  
STB Finance Docket No. 33388**



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

My name is C. O. Turner, III. I am Chairman of the Board/President for Manufacturers Consolidation Service, Inc. (M.C.S.), headquartered in Memphis, TN. I have been Chairman of the Board since August 22, 1990.

M. C. S. is a transportation company that has been in business since 1968. We ship intermodal traffic in all lanes throughout the United States. In the North East we utilize the services and routes of Conrail, CSX and Norfolk Southern. In 1996 we shipped in excess of eighteen thousand containers/trailers with these carriers in and out of this section of the U. S.

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. M.C.S. urges the Board to approve this application for the following reasons:

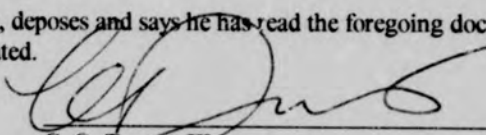
1. The joint acquisition should provide better transit times through the efficiencies created by the joint systems.
2. We expect more competitive rate levels to be in place due to the head to head competition created by the joint acquisition. This has been proven in the south by the competition between the CSX and NS.

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

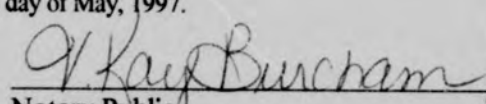
I, C. O. Turner, III, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this ninth day of May, 1997.

STATE OF TENNESSEE  
COUNTY OF SHELBY

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

  
C. O. Turner, III

Subscribed and sworn to before me this 9th day of May, 1997.

  
Notary Public



My Commission Expires Dec. 21, 1998





STB Finance Docket No 33388

1925 K St. NW

Washington D.C. ~~200~~ 20423-0001

RE: CSX Corp

CSX Transportation, Inc.

Norfolk Southern Corp

Railway Co.

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

# State of Indiana



## Indiana General Assembly

HOUSE RESOLUTION No. 33

Introduced by

Representatives Gary L. Cook, Dean R. Mock, Philip T. Warner, and Richard W. McClain

Adopted by voice vote on April 24, 1997, during the First Regular Session of the 110th General Assembly

A HOUSE RESOLUTION to recommend the approval by the Surface Transportation Board of the joint application of CSX Corporation and Norfolk Southern to acquire and divide the routes and assets of Conrail, Inc.

WHEREAS, CSX and Norfolk Southern propose to acquire all the outstanding shares of Conrail;

WHEREAS, CSX and Norfolk Southern have reached an agreement on a division of the routes and assets of Conrail;

WHEREAS, CSX and Norfolk Southern will file a joint application with the Surface Transportation Board in June seeking approval of the Conrail acquisition and division; and

WHEREAS,

The acquisition of Conrail by CSX and Norfolk Southern will produce a number of major benefits for Indiana citizens and rail customers such as faster, more reliable service, lower shipping costs, more efficient movement of goods to markets, improved rail competition in Indiana, greater economic development opportunities and a vastly improved access to new markets by Indiana rail customers:

THEREFORE, *Be it resolved by the House of Representatives of the General Assembly of the State of Indiana:*

SECTION 1. The the Indiana House of Representatives urges that the Surface Transportation Board approve the joint application of CSX Corporation and Norfolk Southern to acquire and divide routes and assets.

SECTION 2. That the Principal Clerk of the House of Representatives is directed to transmit copies of this resolution to Mr. Vernon A. Williams, Secretary of the Surface Transportation Board.



*Gary L. Cook*

Gary L. Cook  
State Representative

*Philip T. Warner*

Philip T. Warner  
State Representative

*Dean R. Mock*

Dean R. Mock  
State Representative

*Richard W. McClain*

Richard W. McClain  
State Representative

*John R. Gregg*

John R. Gregg  
Speaker of the House

*Matt Pierce*

Matt Pierce  
Principal Clerk

**L. E. PEABODY & ASSOCIATES, INC.**

ECONOMIC CONSULTANTS

1501 DUKE STREET  
SUITE 200  
ALEXANDRIA, VIRGINIA 22314-3449

PHONE (703) 836-0100  
TELECOPIER (703) 836-0285  
E-mail: lepeabody@aol.com  
May 12, 1997

FOUNDED 1956  
AS FORD K. EDWARDS

1956-1965  
EDWARDS & PEABODY

THOMAS D. CROWLEY  
STEPHEN L. BASSFORD  
GLENN L. DOWNING  
ROGER C. PRESCOTT  
CHARLES L. CARROLL  
PHILIP H. BURRIS  
CHARLES A. STEDMAN  
FRANK S. HARRIS II  
JOSEPH N. PIETRANTONE  
GARY M. ANDREW  
THEODORE L. BARKER  
DONNA C. HALL  
MICHAEL L. SEALE  
MICHAEL E. LILLIS  
DOROTHY L. KAY  
MICHAEL R. GROENE  
E. MICHAEL KORNELL  
SEAN D. NOLAN  
AARON T. RYAN  
ROBERT D. MULLIGAN

Mr. Robert J. Link  
Surface Transportation Board  
Room 1713  
1925 K Street N.W.  
Washington, D.C. 20423

108037  
Re: **STB Finance Docket No. 33388**  
**CSX CORPORATION AND CSX TRANSPORTATION, INC.**  
**NORFOLK SOUTHERN CORPORATION AND**  
**NORFOLK SOUTHERN RAILWAY COMPANY**  
**--CONTROL AND OPERATING LEASES/AGREEMENTS--**  
**CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

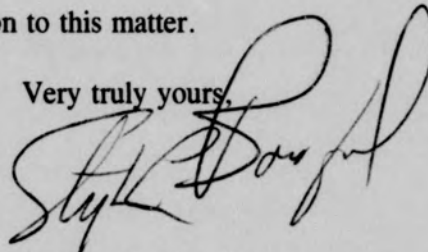
Dear Mr. Link:

I hereby request that my name be added as a party of record in the aforementioned proceeding. Correspondence should be directed as follows:

Stephen L. Bassford  
Executive Vice President  
L. E. Peabody & Associates, Inc.  
1501 Duke Street  
Suite 200  
Alexandria, Virginia 22314

Thank you in advance for your attention to this matter.

Very truly yours,



Stephen L. Bassford

MAY 14 1997

**ADD TO SERVICE LIST ONLY**

SLB:cjh





GE Plastics

General Electric Company  
One Plastics Avenue, Pittsfield, MA 01201-3697  
413-448-7110

May 13, 1997

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



Subject: CSX Corporation and CSX Transportation Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control - Conrail, STB Finance Docket No. ~~33220~~ 33388

Dear Secretary Williams:

I have responsibility for Global Logistics Americas, a manufacturer of engineered thermoplastic resins, with products made and sold in pellet and powder form(s). Our GE Plastics' global headquarters is located at One Plastics Avenue, Pittsfield, MA 01201. Our primary plants in the U.S. reside at these locations:

Mt. Vernon, IN  
Burkville, AL  
Bay St. Louis, MS  
Selkirk, NY  
Parkersburg, WV  
Ottawa, IL

The majority of our inbound shipments arrive via barge and rail. Approximately 11% of our outbound pounds are delivered via rail. Our railcar loads total approximately 8,000 loads/year.

GE Plastics Americas supports the proposed merger of Conrail by CXS and Norfolk Southern for the following reasons:

1. Faster, more reliable transit times . . . particularly on inbound and outbound moves to/from the Selkirk, NY facility.
2. The expanded CSX and Norfolk Southern systems' efficiencies which should translate to greater service desirability from our customer base and competitive, single line rates which should support greater mode activity via rail as opposed to dry van and bulk truck.

Mr. Vernon A. Williams


Page - 2 -

3. Faster speed response to new and incremental business opportunities, as identified with our customers and suppliers.

GE Plastics Americas supports the application of Conrail, CXS, and Norfolk Southern and requests that the board move swiftly to assure approval.

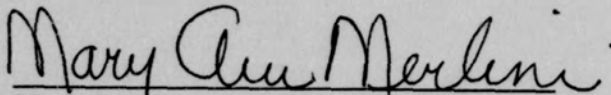
Thank you.

Very truly yours,



Randall L. Telfer  
General Manager, Distribution  
Sales & Global Logistics

/eal



Mary Ann Merlini, Notary Public

My Commission Expires: 11-28-97

**NIAGARA FRONTIER TRANSPORTATION COMMITTEE**

438 Main Street ♦ Buffalo, New York 14202

(716)-856-2026 ♦ FAX (716)-856-3203

May 14, 1997

Secretary Vernon Williams  
Office of the Secretary  
Surface Transportation Board  
1925 K ST, NW, STE 700  
Washington, DC 20423-0001

Re: Finance Docket No. 33388, CSX Corp./Norfolk Southern Corp.  
Control & Operating Leases/Agreements-Conrail, Inc.

Dear Mr. Williams:

Per the directive of our Metropolitan Planning Organization today, please enter into the record that the Niagara Frontier Transportation Planning & Coordinating Committee (NFTPCC) is in unanimous support of retaining the 365-day review period originally proposed by the Surface Transportation Board. The Committee believes the Board should allocate the maximum amount of time practical to assure that the interests of all affected parties are considered to the fullest extent possible.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Richard T. Swist', is written over a horizontal line.

Richard T. Swist  
NFTPCC Chairman

tft  
cc: PCC Members



**VERIFIED STATEMENT OF**  
**JOSEPH A. DAVIS, JR.**

**on behalf of**

**PEN COAL CORPORATION**

**Finance Docket No. 33388**

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

I am Joseph A. Davis, Jr., Senior Vice President of Sales and Marketing of Pen Coal Corporation. Pen Coal Corporation is located in Brentwood, Tennessee at 5110 Maryland Way. I am responsible for overseeing sales and marketing of our coal, in addition to transportation requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

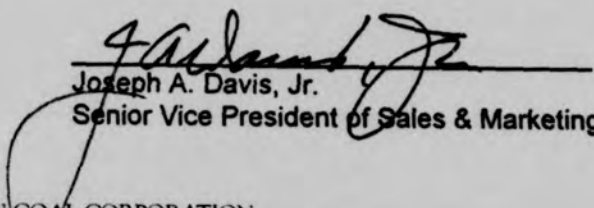
Pen Coal Corporation produces and sells coal and ships coal to our customers, who are domestic and foreign utilities located in Kentucky, Florida, Europe, and Taiwan. We handle approximately 2,500 carloads of coal annually via CSX.

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

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

For these reasons, Pen Coal Corporation urges the Board to approve the joint application of CSX and NS.

I, Joseph A. Davis, 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 8th day of May, 1997.

  
Joseph A. Davis, Jr.

Senior Vice President of Sales & Marketing

PEN COAL CORPORATION

Center Court Building • 5110 Maryland Way • Post Office Box 2128 • Brentwood, Tennessee 37027

Phone (615) 371-7330 • Telex: 555187 • Fax (615) 371-7388