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
Mr. Vernnon 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 months as a common carrier, our specified area is in intermodal transportation, the first company to embrace our company was Norfork & 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, Norfork & 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 Norfork & Southern and CSX in their effort to acquire Conrail, and then divide the Conrail system. We believe their 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 their 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 competitive 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.
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.
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.

[Signature]

Tom Oglesby
FRANKLIN INDUSTRIAL MINERALS

May 19, 1997

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

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

Dear Secretary Williams:

My name 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.
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 Lavern M. Wright
Commission expires 9-26-98
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
- Charlotte, NC
- Detroit, MI
- Jacksonville, FL
- Knoxville, TN
- Alexandria, VA
- Chicago, IL
- Louisville, KY
- Huntsville, AL
- Memphis, TN
- Birmingham, AL
- Cincinnati, OH
- Georgetown, KY
- Greenville, SC
- New Orleans, LA
- Buffalo, NY
- Columbus, OH
- Greensboro, NC
- Kansas City, KS
- 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, 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
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,
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,

Wanda Thacker
President
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,

[Signature]

John B. Ficker
Regulatory and Contract Manager
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 23rd day of May, 1997.

NOTARY PUBLIC Dalene D. Daschofsky

My commission expires May 25, 1999
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

VERIFIED STATEMENT OF

NICHOLSON TRANSFER & STORAGE CO. 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 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].

[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 at the following locations: [location]. In addition, we work with CSX at [location]. [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 a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service. [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 Nichols, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 5-21-97, 1997.

Sincerely,

[Name, title, company]

A true copy of the foregoing was sent undelicted for the use of the NS Corporation and I assure in good faith, testify to its accuracy, or warrant it is "True and Correct."
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,

Denny Courson
Plant Manager

CDC/mjkl
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,

Eddie Griffith, Traffic Manager
First Thermal Systems
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

9070 SOUTH OCTAVIA • BRIDGEVIEW, IL 60455 • PHONE (708) 599-6329 • FAX (708) 599-5483
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.

Larry Davis
Traffic Coordinator
DRY BRANCH KAOLIN COMPANY

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

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 21st day of May 1997.

Geoffrey M. Eaton  
President  
Dearborn Steel Center Inc.
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
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 provided 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
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
President
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
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 its 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
May 19, 1997

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


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, warehouser 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.
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; Norfork Southern Corporation and Norfork 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
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 isolating 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,

Cathy Harrell
Traffic Manager
Jute Trading Dept.
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,

Terrell Ellis
Executive Director

cc: Frank Jorgenson, Elk River Railroad
Congressman Bob Wise
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
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/1g
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
May 22, 1997

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

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
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 70's, 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 70's 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.
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
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 J. Minick
Locomotive Engineer - Conrail

Donald Minick
5221 Fuller Dr. #6
Ashtabula, Ohio 44004-6279
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

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
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
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,

[Signature]

Linda J. Morgan
May 12, 1997

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

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
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 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,

Joseph C. Smith

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
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.
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,

Charles J. Trihias
May 15 1997

Mr. Vernon A. Williams, Secy
Surface Transportation Board
SBT Finance Docket 33368
1925 K Street N W
Washington, DC 20423-0001

Re: Verified Statement on Behalf of Cargo Transport Corporation,
   Intermodal Associates, Inc.

Dear Mr. Williams:

My name is Malcolm James Newbourne 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 application of NS and CSX to acquire ConRail should be approved by your Surface Transportation Board.

The undersigned, Malcolm J Newbourne, 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
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 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,

Lanny S. Vaughn
President and CEO
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


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,

Tony Banks
Operations Manager

TB:sa
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
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 expeditiously 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. Tom Benson
CSX Transportation
5200 Maryland Way, Suite 340
Brentwood, TN 37027

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

Ms. Susan J. Bickford
Norfolk Southern Public Affairs
611 Commerce Street, Suite 2904
Nashville, TN 37203
May 19, 1997

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,

W. S. Deja
Vice President, Distribution
Quad/Graphics, Inc.
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. Meeker
Vice President
Lally Pipe & Tube

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

P. O. Box 760 • Plant City, Florida 33564-0760 • (813) 752-1161 • FAX (813) 754-2182
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
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

P.O. Box 348
Lafayette, Indiana 47902-0348
Phone: 765-742-4041 • Fax: 765-742-6276
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
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,

Diane Cerutti
Senior Rate Analyst
Buske Lines Inc.
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
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 500,000 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. Pennsylvannia 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.

[Signature]

David Foster
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
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.

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

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.
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
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
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
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.

[Signature]

Ford Motor Company
Vehicle & Rail Logistics
Thomas J. Kolakowski
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  

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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.  

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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  

May 20, 1997
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
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)
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 E. 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
The US Surface Trans. Board
Honorable Linda Morgan, Chairperson
12th and Constitution Avenue, NW
Washington, DC 20423
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  
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 I, 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

Title

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

Title

Date 5 March 1997
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 15th day of May, 1997.

Ted Belden
Corp Production Services, 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:

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
May 15, 1997

Mr. Vemon 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; Redmond, 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
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.

Charles W. Hahl
Tank Car Corporation of America
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
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 \textit{\textsuperscript{9}}

May, 1997.

Philip Malefyt
Mason Elevator Company
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 viewpoint 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,

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 15th day of May 1997.
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,

David Penland
President
Cypress Truck Lines, Inc.
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
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,

Mack E. Palmer  
President  
MEP/sIm  

Member of National Association of Brick Distributors
May 16, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
Attn: STB Finance Docket 423388
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.
For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

Sincerely,

SECOND STEERING CORP.

Byrd E. White III
Vice President

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.

Byrd E. White III, Vice President
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.
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

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
May 1, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1201 Constitution Ave., N.W.
Washington, DC 20423


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 enables us to grow our business. We are confident that Norfolk Southern will continue to provide superior rail service in the future.
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,

[Signature]

Marshall J. Ivey, II
Commercial Sales Manager

MJI:1h
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,

Laurence I. Coe
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, soyabean, 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.
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,

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

James T. Young
Vice President
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,

James T. Young  
Vice President
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,

James T. Young
Vice President
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
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: Timothy F. Weiss 5/15/97
May 15, 1997

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

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.
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

"OFFICIAL SEAL"
JUDY BRYANT
NOTARY PUBLIC—STATE OF ILLINOIS
MY COMMISSION EXPIRES FEB. 21, 2001
May 12, 1997

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 2nd day of May, 1997.

Donald E. Beatty, Vice President
Calcium Silicate Corporation, Inc.

DEB:gb1
May 16, 1997

Mr. Vernon Williams, Secretary
Finance Docket No. 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
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 in 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 it 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 South, 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

Route 5 - Bordentown, New Jersey 08505 - Phone: 609-298-0090 - Fax: 609-298-4278
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 I rail miles in the state. I believe the acquisition of Conrail by NS and CSX will benefit Tennessee by making both railroads stronger. Such a combination will allow industries in our state to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage. Shippers will receive more competitive rail service and single line access to many more customers and suppliers in new markets in the northeast. The enhanced transportation service resulting from this new rail network will generate significant new business and industrial growth for Tennessee, 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,

Tommy Haun

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

    Mr. David R. Good, Chairman
    Norfolk Southern Corporation
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 Conrail by CSX and Norfolk Southern, the enlarged CSX and NS systems will be able to compete more effectively with motor carriers. The motor carriers will always retain a major 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,

[Signature]

Eugene A. Knotts, Mayor
City of Parkersburg

EAK/aof

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

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 Conrail 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
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

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

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 opposing 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, Lambert’s 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. Duto  
General Manager  

attachment

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

FROM: Raymond G. Heinzelmann

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

*To Encourage and promote the development of foreign and domestic commerce through the ports of the North Atlantic Range*
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
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.

Ted B. Helms  
President  
Blue Diamond Coal Company

TBH/m
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.
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,

Richard Pogue
President
Essex Hybrid Seed Co. Ltd.
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, railside 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]
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
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,

Sharon E. Stewart
May 12, 1997

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

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:

JACK D. LOVELY
Vice President, Steam Coal Sales
Sun Coal Company

Executed this 11th day of May, 1997.
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 CSX’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)
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.

[Signature]
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

/srk

(support)
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, 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
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
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.

D.R. Mayer
Director of Transportation

tm
VERIFICATION

STATE OF WISCONSIN )
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.

SUBSCRIBED AND SWORN TO
before me this 12th day of May, 1997

[Signature]

Notary Public

My Commission expires:

My Commission Expires April 19, 1998
May 13, 1997

Mr. Vernon 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
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. Further, I certify that I am qualified and authorized to file this verified statement executed on May 13, 1997.

Sincerely

WITTICHEN LIME & CEMENT CO., INC.

BY: F.O. Wittichen, Jr.
President
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.

D.R. Mayer
Director of Transportation

tm
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

SUBSCRIBED AND SWORN TO 
before me this 17th day 
of May, 1997

[Signature]
Notary Public

My Commission expires:

My Commission Expires April 19, 1998
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 their 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,

[Signature]

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

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

Thomas A. Ergish, CIRM
Director, Logistics
Royster-Clark, Inc.
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, Clerk of the Board of Chosen Freeholders of the County of Morris
Hon. Linda Morgan  
U.S. Surface Transportation Board  
12th & Constitution Avenue  
Washington, DC 20423
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
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 proposed acquisition of Conrail by CSC and Norfolk Southern is approved.

Sincerely,

Tim Rutledge,
Mayor
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,

[Signature]

Carol L. Stanley
Manager of Transportation

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
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 Gouernuer/Hallesboro, 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
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 intermodal 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,

[Signature]

Thomas E. Walbert
President
Walbert Trucking
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.
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
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.

Kathleen Ortiz
Notary
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, Manager

LGM/bp

Encl.
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 cooperation 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.

[Signature]

Lester G. Murphy, Manager
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
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 application 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.)
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
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 Manager 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 Recycling 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)
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.
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
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
May 14, 1997

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

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,

[Signature]
David L. Roberts
President

I, David L. Roberts, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 14th day of May, 1997.

DLR/rv
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.
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.
VERIFIED STATEMENT OF
C. HENRY BESTEN. JR.
SENIOR VICE PRESIDENT, MARKETING
on behalf of
ASHLAND COAL, INC.

Atttn: 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
- New Jersey
- New York
- Pennsylvania
- Indiana
- Michigan
- Ohio
- Delaware
- Florida
- Georgia
- Maryland
- North Carolina
- South Carolina
- Virginia
- West Virginia
- Kentucky
- Louisiana
- Missouri
- Tennessee

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.
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 PVRR 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
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
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.
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
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
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,

[Signature]

Ed Harlan
County Executive
Chairman, Tennessee Shortline Alliance

EH/njr
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.
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
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.
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  }  ss.
COUNTY OF HARRIS  }

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

Subscribed and sworn to before me this 12 day of May  1997

Rebecca Ethridge
Notary Public

2-26-2001
Commission Expires

REBECCA ETHRIDGE
Notary Public, State of Texas
My Commission Expires 2-26-2001
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) 47-4109 (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

cc: Christopher J. Burger, Central Properties
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 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.
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
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 Conrail, 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 14th day of May, 1997.

Sincerely,

James E. Shuler
President
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
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,

James D. Mahan, C.P.M.
Purchasing Manager
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

RE: CSXT Corporation and CSX Transportation, inc. Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Contrail, 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
May 12, 1997

Mr. Robert Link  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Re: STB Finance Docket No. 33388  
CSX Corporation, et al.

Dear Mr. Link:

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,

Arnold K. Shimelman  
Assistant Attorney General

AKS/kab
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
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 applicatior 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
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,

Paul R. Robbins
Director of Transportation
The Celotex Corporation
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 26th 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

TELEPHONE: (941) 967-9300 / FAX: (941) 967-9881
702 FORTY-SECOND STREET, N.W. / WINTER HAVEN, FLORIDA 33881
May 12, 1997

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

Verfied 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.
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:
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

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,

Anthony Nardella, President
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
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
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
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
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, Clerk of the Board of Chosen Freeholders of the County of Morris
facsimile
TRANSMITTAL

To: Hon. Linda Morgan United States Surface Transportation Board

Fax #: 212-6021

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: 539-6488
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.

Subscribed and sworn to before me this 9th day of May, 1997.

My Commission Expires Dec. 21, 1998
STB Finance Docket No 35388
1925 K St. NW
Washington D.C. 200 20423-0001

RE: CSX Corp
CSX Transportation, Inc.
North Southern Corp
Railway Co.
-- Control and Operating Leases/Agreements
-- Conrail, Inc. and Consolidated Rail Corp.
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 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  
State Representative  

Philip T. Warner  
State Representative  

Dean R. Mock  
State Representative  

Richard W. McClain  
State Representative  

John R. Gregg  
Speaker of the House  

Matt Pierce  
Principal Clerk
Mr. Robert J. Link  
Surface Transportation Board  
Room 1713  
1925 K Street N.W.  
Washington, D.C. 20423

Re: STB Finance Docket No. 33388  
CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY 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
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. 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 CSX 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.
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

/ea

Mary Ann Merlino, Notary Public

My Commission Expires: 11-28-97
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,

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