



AGGREGATES USA, LLC
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February 8, 2016

Chairman Daniel R. Elliott, III
Vice Chairman Deb Miller
Member Ann D. Begeman
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-000

Via electronic mail: rcpa@stb.dot.gov

RE: Canadian Pacific Railway, Ltd. proposed acquisition of Norfolk Southern Corporation

Dear Chairman Elliott and Surface Transportation Board Members:

I write this letter to voice Aggregates USA's ("AUSA") opposition to Canadian Pacific Railway, Ltd's ("CP") proposed acquisition of Norfolk Southern Corporation ("NS").

AUSA operates in the southeastern United States and is a leading provider of crushed stone, which is used mainly for construction of highway and other infrastructure projects and in the domestic, commercial, and residential construction industries. A large portion of the volume we sell is shipped via rail in order to minimize the landed cost of the product to our customers.

We have had a longstanding and incredibly positive relationship with NS, where our customers, the American consumers and taxpayers, have benefited enormously from our joint commitment to safety, outstanding service, and cost efficiency. We have always known NS to be a customer focused, service oriented organization that strives to meet its customers rail transportation needs at the lowest possible cost. Because of the success of our relationship with NS, volumes are at a level where efficiency and reliability of the rail network are particularly imperative to providing product to our markets. NS has worked diligently to increase capacity and maintain service levels, committing significant additional capital to the rail network, in order to meet increasing demand. Any decrease in service or capital commitment would negatively impact product availability in our end markets and could have a detrimental impact on costs to the market if supply were cut.

It is clear that the lowest possible cost for products is in the public's interest. The lowest possible cost for products is achieved when there is efficient and reliable availability of product. It is unclear how the public's interest will be served in any way where CP projects \$1.8 billion in annual operating synergies. Rather than serving the public good, those annual operating synergies will more than likely lead to reduced operational capabilities and perpetual underinvestment in infrastructure. This in turn leads to an inability to consistently and efficiently provide products to our markets, thus decreasing competition and increasing prices.

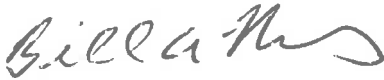
Because of the high weight to cost ratio of our products, efficiency of transportation is key to cost effectively reaching markets. Where we cannot ship product cost effectively, competition is reduced, and the consumer is negatively impacted. We have always found Norfolk Southern to be the industry leader in cost effective and reliable transportation solutions for our company. It would be very detrimental to the consumer to have that negatively impacted in any way.

We have also found NS management and personnel at all levels of the organization to be approachable, helpful, and focused on the long term value that they can bring to their customers versus short term operating results. That type of culture and mentality is rare. But, more importantly, it is what helps us to service our customers effectively. It is very concerning to me that CP has proposed placing NS into a "voting trust" under 49 C.F.R section 1013 during the period of the Surface Transportation Board's review. Aside from this being a highly

objectionable attempt to circumvent the rules, it certainly does not meet the hurdle that the "voting trust" would be consistent with the public interest. It would replace NS upper management, whom I have found to be relentlessly focused on customer needs, with others, who may be more focused on wringing operating synergies out of the business. I am concerned that these operating synergies will translate into decreased service, reliability, investment, and quality. If this were the case, I would be very concerned about our ability to meet customer needs, particularly during the always problematic transition period.

For all of these reasons, AUSA would request that the Surface Transportation Board reject CP's request to approve its proposed acquisition of NS.

Respectfully yours,

A handwritten signature in black ink, appearing to read "Bill A. Niketas". The signature is fluid and cursive, with a prominent flourish at the end.

Bill A. Niketas
Chief Executive Officer