



phone 757 627 2315
toll-free 800 423 5068
fax 757 623 3081
url hreda.com

February 17 2015

The Honorable Daniel R. Elliott III
Chairman
United States Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

The Honorable Ann D. Begeman
Vice Chairman
United States Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

The Honorable Debra Miller
United States Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

OFFICE OF CHAIRMAN
2016 MAR -1 AM 10:47

Dear Chairman Elliott and Surface Transportation Board Members:

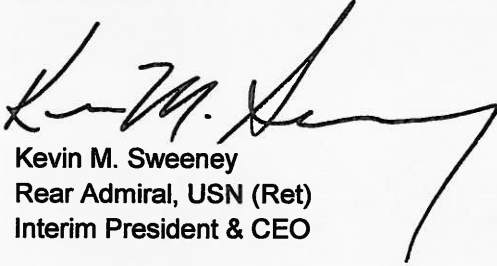
On behalf of the Hampton Roads Economic Development Alliance, I write to you concerning Canadian Pacific Railway's on-going efforts to acquire Norfolk Southern Corporation. The Alliance is a joint public-private partnership that represents 11 municipalities and over 70 private companies. We are primarily responsible for the recruitment of new industry and employment to the Hampton Roads region, and we have a long history of working closely with Norfolk Southern, especially in the pursuit of new investment by U.S. and overseas companies expanding on the East Coast.

As you know, Norfolk Southern employs thousands of Virginians through its extensive network and operations facilities. The company is not only a major employer, but also essential to transportation infrastructure improvement and development within the Commonwealth. In particular, Norfolk Southern's support to the Port of Virginia is absolutely vital to Virginia's future development in offering access to markets around the world.

Hampton Roads was significantly impacted by the recent recession and downturn in military spending due to sequestration. We rank last (100 of the 100 largest metro areas) in post-recession recovery efforts and we still have not reached pre-recession employment levels. Given these economic realities, the Alliance has significant reservations regarding the potential acquisition of Norfolk Southern by Canadian Pacific. We believe the Canadian Pacific model of operation would impede the aggressive approach to business and economic development which Norfolk Southern is helping us lead.

The Alliance greatly values the continued partnership with Norfolk Southern in creating jobs and bringing new capital investment to the region as well as the Commonwealth, and asks that the Surface Transportation Board evaluate this merger proposal while considering the impact to business growth, job creation and quality of life in the Hampton Roads region.

Very Respectfully,



Kevin M. Sweeney
Rear Admiral, USN (Ret)
Interim President & CEO

cc: James A. Squires
Chairman, President, and Chief Executive Officer
Norfolk Southern Corporation