



230 E. TOWNST.
COLUMBUS, OH 43215
614.228-4201

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Larry Kidd

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January 15, 2016

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

Dear Chairman Elliott and Surface Transportation Board Members:

On behalf of our over 8,000 statewide members, we have been following the recent public developments between Canadian Pacific Railway (CP) and Norfolk Southern Corporation (NS) with great interest. After reading CP's proposal letter dated November 9, 2015 and listening to recent public comments made by Mr. Hunter Harrison, CP's Chief Executive Officer (CEO), we have significant concerns that CP's unsolicited proposal to acquire NS, if allowed to proceed, would have a negative impact on the State of Ohio and our business climate.

Mr. Harrison has made statements about potential reductions to the NS physical plant and employment levels that indicate major cuts in resources will be a primary focus. These comments lead us to believe that there would be negative implications for employment and service levels in Ohio if a merger were to occur.

NS has been a great partner to the State. It is the home to over 3,990 Norfolk Southern employees, who operate 2,200 miles of track and 24 rail yards and facilities integral to the state's industry and communities. In 2014 alone, NS helped 9 industries locate or expand in Ohio, resulting in \$75 million in customer investment and 283 additional jobs. They also invested \$160 million and

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OFFICE OF CHAIRMAN



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nearly doubled the size of Bellevue Yard, positioning Bellevue as a key nexus on the railroad's busy Northern Region.

We also have significant concerns regarding the negative impact that a railroad merger would have on the many businesses in Ohio and across the country that depend on railroads to get their products to market. Finally, we are concerned that a cost-cutting transaction as proposed by CP would result in decreased investment in our transportation infrastructure.

As a bottom line, we believe any major railroad combination should result in a compelling benefit to freight customers, which has not been demonstrated at all by the unilateral CP move on NS. As such, we intend to follow future developments between CP and NS closely and urge the Surface Transportation Board to do the same.

Thank you for your careful consideration of this important matter.

Respectfully yours,

A handwritten signature in blue ink that reads "Andrew Doehrel". The signature is written in a cursive, flowing style.

Andrew Doehrel
President/CEO