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January 12, 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:

I 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), I have significant concerns that CP's unsolicited proposal to acquire NS - if allowed to proceed - would have a negative impact on Ohio's soybean industry, the State of Ohio and the United States of America.

The CP CEO, E. Hunter Harrison, made statements about reductions to NS's physical plant and employment levels on November 19, 2015 that indicate severe cuts in resources will be a primary focus. These comments lead me to believe that there would be negative implications for employment and service levels if a merger were to occur.

NS provides a great service to Ohio's soybean farmers and multiple other job creators that rely on Ohio's soybean farmers. Ohio's soybean farmers produced over 254 million bushels of soybeans in 2014, and a percentage of those soybeans utilized the NS system to travel in state, out of state and to ports for export. Ohio's soybean industry relies heavily on access to Ohio's rail system. In fact, over the last couple of years rail rates have risen and soybean commodity prices have fallen. These changes in the market underscore the importance for a competitive and vibrant rail market.

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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 nearly doubled the size of Bellevue Yard, positioning Bellevue as a key nexus on the railroad's busy Northern Region. Bellevue is home to one of Ohio's largest soybean processing facilities and would likely increase the cost of transportation for product being sold from that business.

I am concerned that a combination between CP and NS would have a negative impact on the well-paying jobs and facilities. I also have significant concerns regarding the impact that a railroad merger would have on the many agri-businesses in Ohio and across the country that depend on railroads to get their products to market. Finally, I am concerned that a cost-cutting transaction as proposed by CP would result in decreased investment in our transportation infrastructure.

Accordingly, I do not believe any major railroad combination requires a compelling benefit to freight customers, which has not been demonstrated at all by the unilateral CP move on NS. As such, I 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,



Adam Graham, President
Ohio Soybean Association