

Congress of the United States
Washington, DC 20515

February 9, 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:

We are writing regarding the public developments between Canadian Pacific Railway (CP) and Norfolk Southern Corporation (NS). We have reviewed CP's proposal that was made last fall.

We are concerned that CP's proposal to acquire NS would have a negative impact on the State of Tennessee and the rest of the United States.

The CP CEO E. Hunter Harrison made statements about reductions to NS physical plant and employment. At a time when we need to be looking for ways to create jobs and improve infrastructure investments, we do not believe this proposal will benefit our State or the constituents we represent.

NS has been a great partner to the State. It is the home to over 1,775 Norfolk Southern employees, who operate 844 miles of track, 2 intermodal terminals, 4 rail yards, and a locomotive shop integral to the State's industry and communities.

A prime example of Norfolk Southern's footprint in Tennessee is the Memphis Regional Intermodal Facility, a public private partnership. Located on 380 acres in Rossville, Tenn., this \$112 million facility has the capacity to remove 200,000 long-haul trucks from crowded U.S. highways each year.

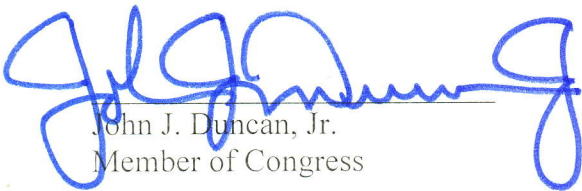
We are concerned that CP's lack of dedication to intermodal growth would threaten the public benefits outline above. We also have significant concerns regarding the impact that a railroad merger would have on the many businesses in Tennessee and across the Country that depend on

railroads to get their products to market. Finally, we are worried that a cost-cutting transaction as proposed by CP would result in decreased investment in our transportation infrastructure.

For these reasons, we do not believe any major railroad merger provides a compelling benefit to freight customers.

We will continue to follow future developments between CP and NS closely, and urge the Surface Transportation Board to do the same. Thank you for taking the time to take our views in mind.

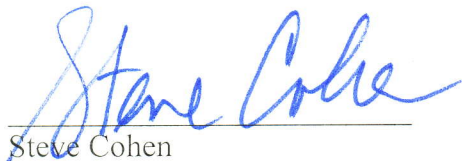
Sincerely,



John J. Duncan, Jr.
Member of Congress



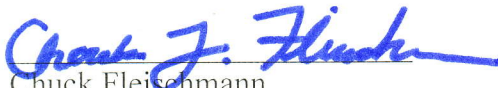
Scott DesJarlais
Member of Congress



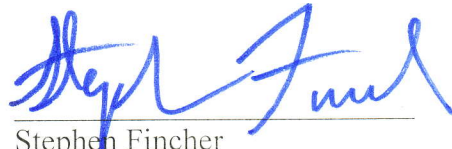
Steve Cohen
Member of Congress



Phil Roe
Member of Congress



Chuck Fleischmann
Member of Congress



Stephen Fincher
Member of Congress



Diane Black
Member of Congress



Marsha Blackburn
Member of Congress