

February 8, 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 the State of Ohio and for the United States of America.

The CP CEO E. Hunter Harrison made statements about reductions to NS 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 services levels and employment if a merger were to occur.

NS has been an integral partner to The Shelly Company and has facilitated the growth of our business throughout Northern Ohio. We have made significant investments in our NS rail-served quarry at Clay Center, Ohio, and NS-served rail depots in Northeast Ohio. Our longstanding relationship with NS is what allowed us to have the confidence to make these investments.

NS has been a great partner for 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

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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.

I am concerned that a combination between CP and NS would have a negative impact on the well-paying jobs and facilities as outlined above. I also have significant concerns regarding the 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, 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,



Ty Nofziger
President
The Shelly Company