

February 5, 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 Chair 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 Virginia's Gateway Region, its partners and communities, I write to you concerning Canadian Pacific Railway's unsolicited proposal to acquire Norfolk Southern Corporation. The Gateway Region of Virginia has a long history with Norfolk Southern, its predecessors, and short line partners, of which this region's economy has been greatly influenced.

Norfolk Southern has employed thousands of Virginians through its extensive network and operations facilities. The company is not only an essential employer, but also essential to the infrastructure and development within the Commonwealth. Many of the region's major employers rely on Norfolk Southern's service and economic development support. Norfolk Southern continues to invest in infrastructure to better serve its clients and create new opportunities. In addition, Norfolk Southern's service to the Port of Virginia is vital to the clients it serves on the East Coast as well as Virginia's future development in offering access to markets around the world.

In addition, the partnership between Norfolk Southern and Amtrak has been a significant asset in ensuring that the region's citizens have access to passenger rail service. The region's transportation infrastructure relies on this asset and will continue to help the region make direct connections to the East Coast's major growth centers.

Therefore, the leadership of Virginia's Gateway Region has significant reservations regarding the potential acquisition of Norfolk Southern by Canadian Pacific. We feel the Canadian Pacific model of operation

would impend on the aggressive approach to business and economic development of which Norfolk Southern is well known. The region partners closely with the Industrial Development department of Norfolk Southern when attracting business or providing technical assistance to existing industries. Virginia's Gateway Region greatly appreciates the continued partnership of Norfolk Southern in creating jobs and new capital investment to the region and ask that the Surface Transportation Board examine and evaluate this situation while considering the impact to business growth, job creation and quality of life to the Gateway Region.

Sincerely,



Victor Branch
Chairman