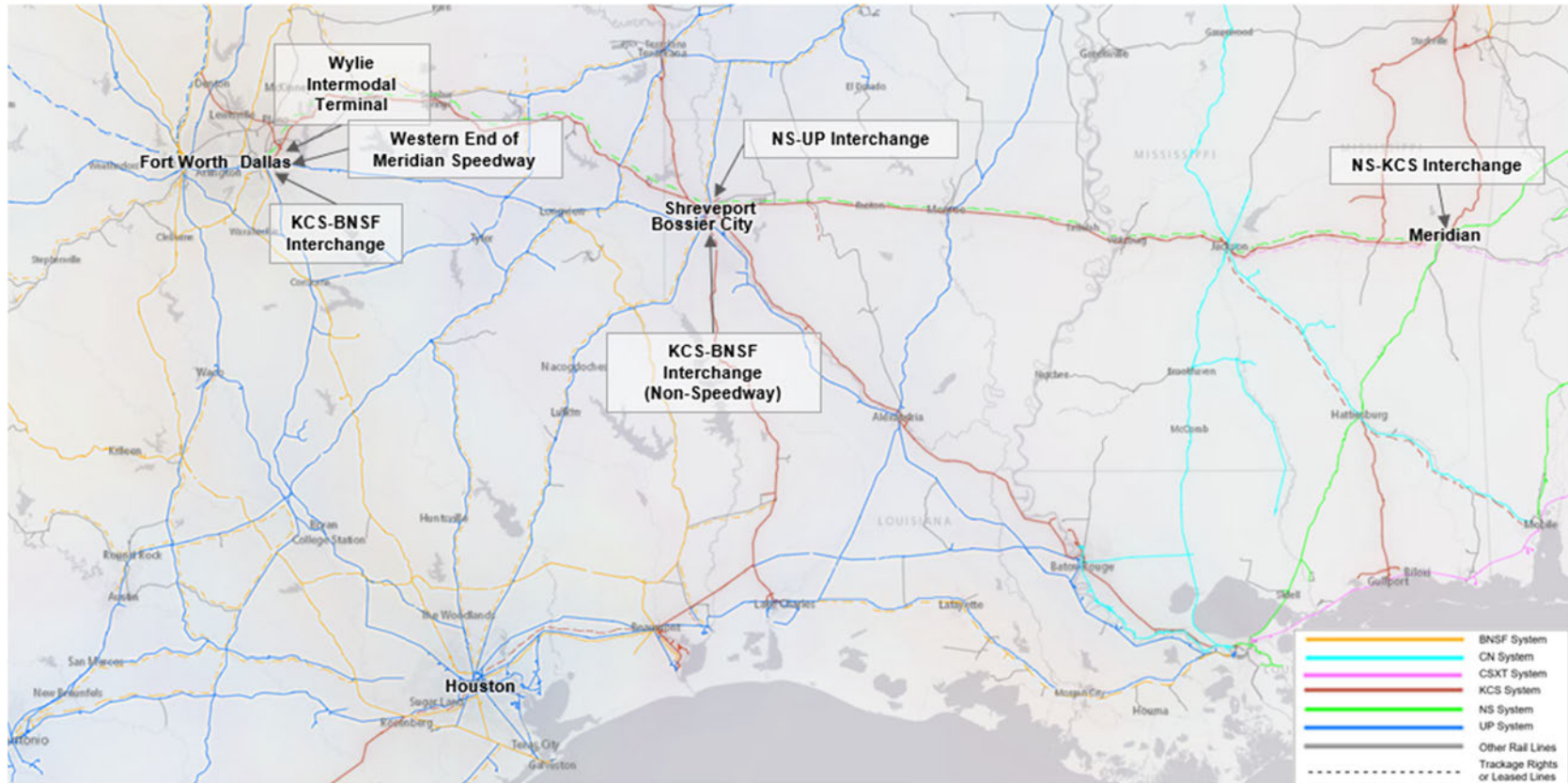


# Meridian

Figure 1: The Meridian Speedway<sup>1</sup>

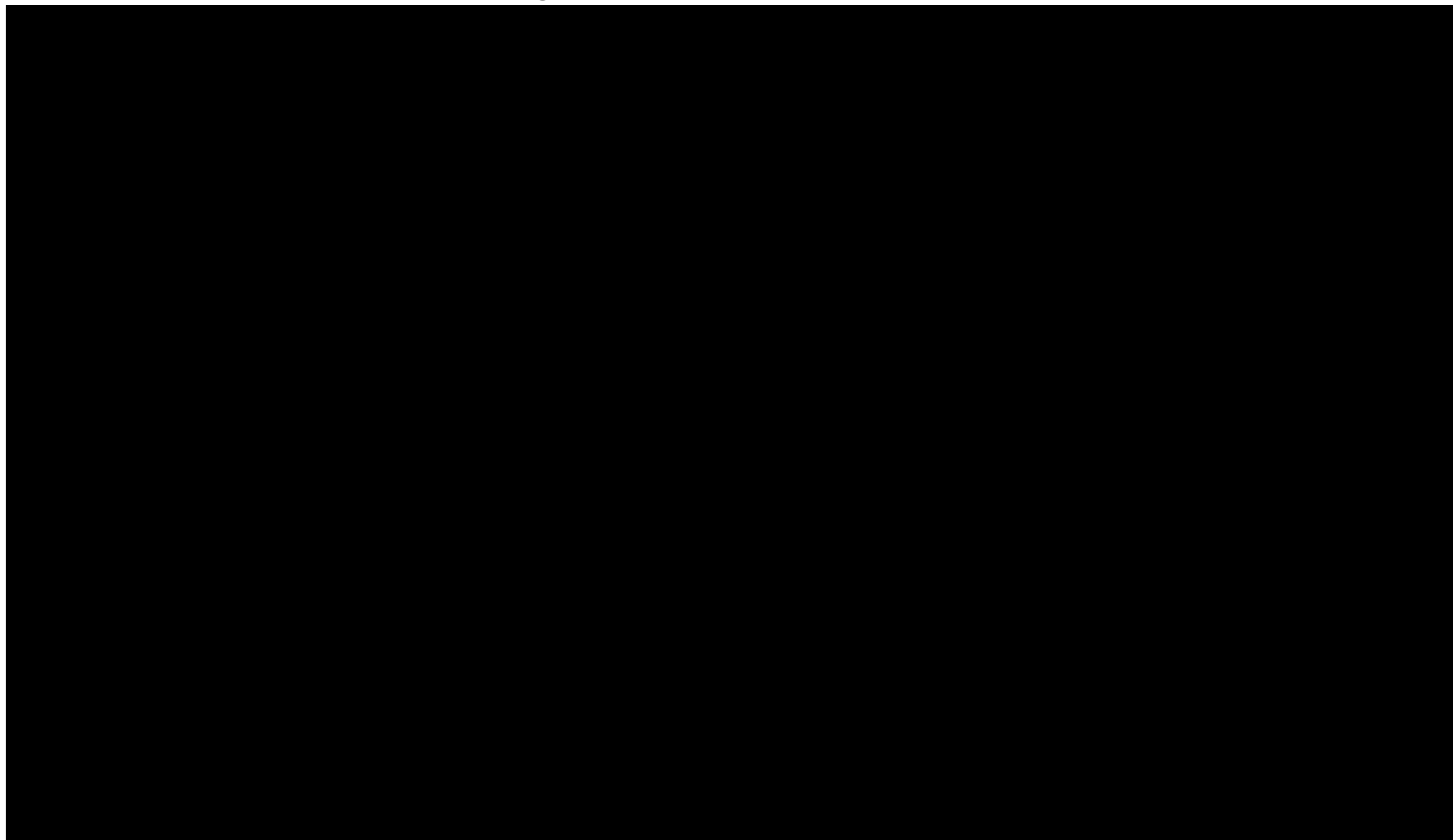


<sup>1</sup> NERA generated map utilizing STB ArcGIS software

Figure 2: Link Between Southwest and Southeastern U.S.<sup>2</sup>

<sup>2</sup> NERA generated map utilizing STB ArcGIS software. See Carey WP “Transcontinental Map 1.png”

**Figure 3: Link Between Southwest and Southeastern U.S.<sup>3</sup>**



---

<sup>3</sup> NERA generated map utilizing STB ArcGIS software; *See* Carey HC-WP “Transcontinental Meridian Traffic.xlsx” and Carey HC-WP “HC-Transcontinental Map 2.png”

Figure 4<sup>4</sup>:Transcontinental Mileage Table<sup>1</sup>

| Interchange Location           |                          | Memphis, TN |         |        |       | New Orleans, LA |         |        |       |         |        | Meridian Speedway <sup>4</sup> |         |        |       |         |        | Meridian<br>vs Short | Meridian<br>vs Long |
|--------------------------------|--------------------------|-------------|---------|--------|-------|-----------------|---------|--------|-------|---------|--------|--------------------------------|---------|--------|-------|---------|--------|----------------------|---------------------|
| Railroad Combination           |                          | BNSF-CSXT   | BNSF-NS | UP-CSX | UP-NS | BNSF-CSXT       | BNSF-NS | UP-CSX | UP-NS | KCS-CSX | KCS-NS | BNSF-CSXT                      | BNSF-NS | UP-CSX | UP-NS | KCS-CSX | KCS-NS |                      |                     |
| Origin                         | Destination              | [a]         | [b]     | [c]    | [d]   | [e]             | [f]     | [g]    | [h]   | [i]     | [j]    | [k]                            | [l]     | [m]    | [n]   | [o]     | [p]    | [q]                  | [r]                 |
| Los Angeles, CA                | Greensboro, NC           | 3,016       | 2,880   | 3,093  | 2,958 | 3,026           | 2,985   | 2,897  | 2,856 | -       | -      | 2,832                          | 2,775   | 2,690  | 2,630 | -       | -      | 92%                  | 85%                 |
| Los Angeles, CA                | Jacksonville, FL         | 2,950       | 2,870   | 3,027  | 2,948 | 2,734           | 2,974   | 2,605  | 2,845 | -       | -      | 2,645                          | 2,765   | 2,504  | 2,562 | -       | -      | 96%                  | 83%                 |
| Los Angeles, CA                | Charlotte, NC            | 2,895       | 2,789   | 2,973  | 2,867 | 2,906           | 2,894   | 2,777  | 2,765 | -       | -      | 2,729                          | 2,684   | 2,587  | 2,539 | -       | -      | 92%                  | 85%                 |
| Los Angeles, CA                | Miami, FL                | 3,365       | 3,217   | 3,442  | 3,295 | 3,127           | 3,321   | 2,998  | 3,192 | -       | -      | 3,030                          | 3,111   | 2,888  | 2,909 | -       | -      | 96%                  | 84%                 |
| Los Angeles, CA                | Birmingham, AL           | 2,519       | 2,368   | 2,597  | 2,445 | 2,540           | 2,472   | 2,410  | 2,343 | -       | -      | 2,363                          | 2,416   | 2,222  | 2,118 | -       | -      | 90%                  | 82%                 |
| San Francisco, CA <sup>2</sup> | Orlando, FL <sup>3</sup> | 3,391       | 3,220   | 3,648  | 3,477 | 3,172           | 3,325   | 3,223  | 3,375 | -       | -      | 3,078                          | 3,115   | 3,085  | 3,054 | -       | -      | 96%                  | 84%                 |
| San Francisco, CA <sup>2</sup> | Charlotte, NC            | 3,192       | 3,086   | 3,448  | 3,343 | 3,202           | 3,190   | 3,252  | 3,240 | -       | -      | 3,020                          | 2,980   | 3,026  | 2,978 | -       | -      | 97%                  | 86%                 |
| San Francisco, CA <sup>2</sup> | Jacksonville, FL         | 3,246       | 3,167   | 3,503  | 3,424 | 3,030           | 3,271   | 3,080  | 3,321 | -       | -      | 2,937                          | 3,061   | 2,943  | 3,000 | -       | -      | 97%                  | 84%                 |
| San Francisco, CA <sup>2</sup> | Miami, FL                | 3,661       | 3,514   | 3,918  | 3,770 | 3,423           | 3,618   | 3,474  | 3,668 | -       | -      | 3,321                          | 3,408   | 3,327  | 3,347 | -       | -      | 97%                  | 85%                 |

Notes/sources:

1. Mileage calculated using PC Miler

2. NS miles are to Palatka, FL

3. BNSF miles are to Oakland, CA

4. NS Meridian Speedway interchange is Dallas, TX for BNSF, Shreveport, LA for UP and Meridian, MS for KCS

5. For each origin and destination pair [k] is the shorter Meridian Speedway route divided by the shortest alternative route through Memphis or New Orleans

6. For each origin and destination pair [l] is the shorter Meridian Speedway route divided by the longest alternative route through Memphis or New Orleans

Laredo Mileage Table<sup>1</sup>

| Interchange Location |                          | Memphis, TN |         |        |       | New Orleans, LA |         |        |       |         |        | Meridian Speedway <sup>4</sup> |         |        |       |         |        | Meridian<br>vs Short | Meridian<br>vs Long |
|----------------------|--------------------------|-------------|---------|--------|-------|-----------------|---------|--------|-------|---------|--------|--------------------------------|---------|--------|-------|---------|--------|----------------------|---------------------|
| Railroad Combination |                          | BNSF-CSXT   | BNSF-NS | UP-CSX | UP-NS | BNSF-CSXT       | BNSF-NS | UP-CSX | UP-NS | KCS-CSX | KCS-NS | BNSF-CSXT                      | BNSF-NS | UP-CSX | UP-NS | KCS-CSX | KCS-NS |                      |                     |
| Laredo, TX           | Greensboro, NC           | -           | -       | 1,837  | 1,702 | -               | -       | 1,641  | 1,599 | 1,879   | 1,838  | -                              | -       | 1,606  | 1,578 | 1,708   | 1,638  | 99%                  | 84%                 |
| Laredo, TX           | Jacksonville, FL         | -           | -       | 1,771  | 1,692 | -               | -       | 1,348  | 1,589 | 1,587   | 1,828  | -                              | -       | 1,420  | 1,568 | 1,522   | 1,627  | 113%                 | 83%                 |
| Laredo, TX           | Orlando, FL <sup>2</sup> | -           | -       | 1,916  | 1,745 | -               | -       | 1,491  | 1,643 | 1,729   | 1,881  | -                              | -       | 1,597  | 1,622 | 1,664   | 1,681  | 109%                 | 85%                 |
| Laredo, TX           | Charlotte, NC            | -           | -       | 1,716  | 1,611 | -               | -       | 1,520  | 1,508 | 1,759   | 1,747  | -                              | -       | 1,562  | 1,487 | 1,606   | 1,547  | 99%                  | 85%                 |
| Laredo, TX           | Miami, FL                | -           | -       | 2,186  | 2,038 | -               | -       | 1,742  | 1,936 | 1,980   | 2,175  | -                              | -       | 1,804  | 1,915 | 1,906   | 1,974  | 109%                 | 87%                 |
| Laredo, TX           | Birmingham, AL           | -           | -       | 1,340  | 1,189 | -               | -       | 1,154  | 1,087 | 1,393   | 1,325  | -                              | -       | 1,138  | 1,066 | 1,240   | 1,125  | 98%                  | 77%                 |

Notes/sources:

1. Mileage calculated using PC Miler

2. NS miles are to Palatka, FL

3. NS Meridian Speedway interchange is Dallas, TX for BNSF, Shreveport, LA for UP and Meridian, MS for KCS

4. For each origin and destination pair [k] is the shorter Meridian Speedway route divided by the shortest alternative route through Memphis or New Orleans

5. For each origin and destination pair [l] is the shorter Meridian Speedway route divided by the longest alternative route through Memphis or New Orleans

<sup>4</sup> See Carey WP “Transcontinental Mileage Table.xlsx” and “Laredo Mileage Table.xlsx”

**Figure 5: NS Intermodal Terminal Network<sup>5</sup>**

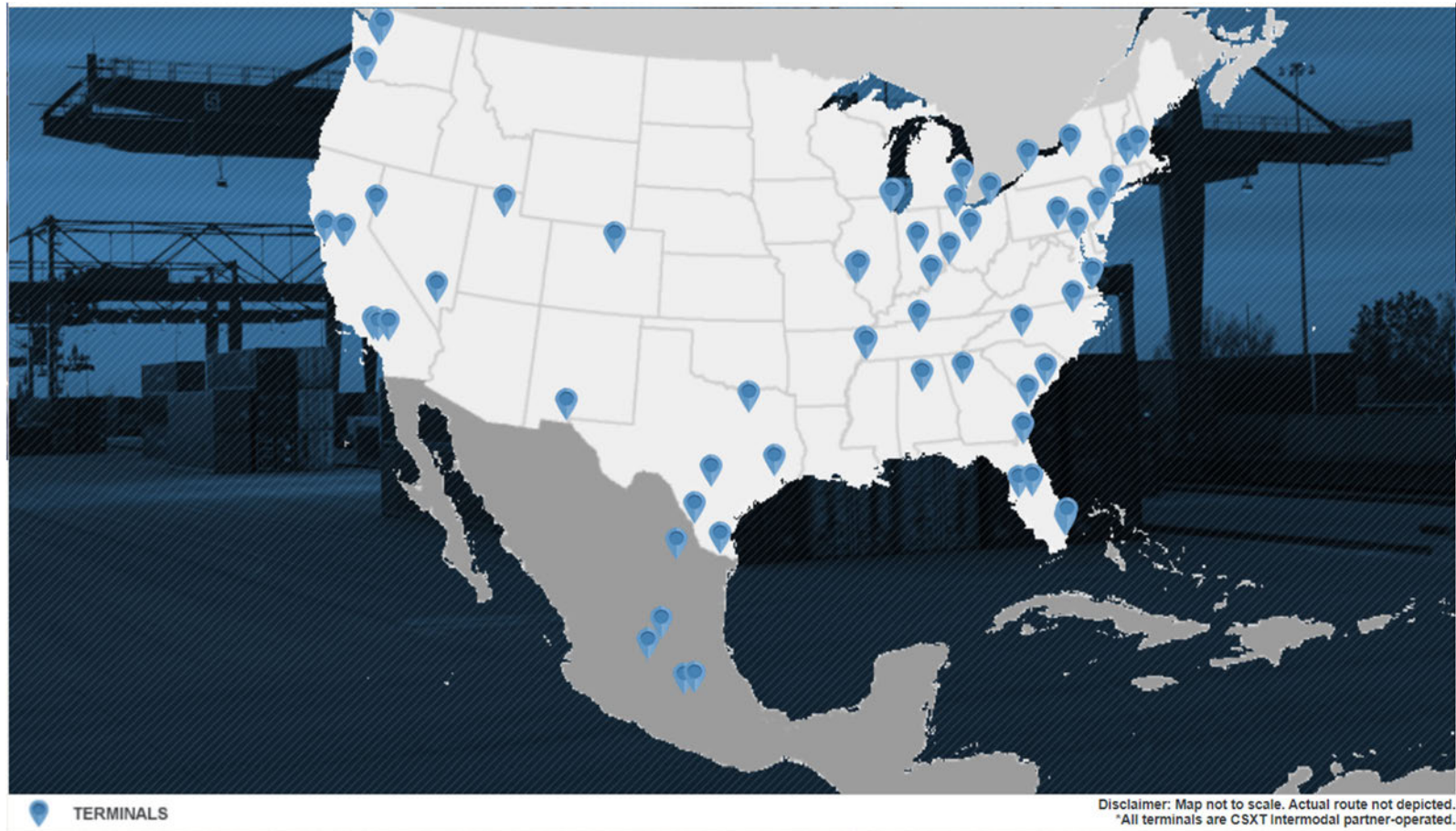
NS operates one of the most extensive intermodal networks serving every major eastern seaport between New York City and Jacksonville, Fla.; the Gulf ports of Mobile, Ala., New Orleans, and St. Bernhard, La.; Great Lake ports; and river ports in Illinois, Ohio, Pennsylvania, and Tennessee. 'NS' network of service also extends into Canada, Mexico, and abroad thanks to partnerships with other rail carriers, trucking companies, and ports.



<sup>5</sup> See NS intermodal network available at <http://www.nscorp.com/content/nscorp/en/shipping-options/intermodal/why-norfolk-southern-intermodal/our-network.html>

**Figure 6: CSXT Intermodal Terminal Network<sup>6</sup>**

The CSXT Intermodal network's expansive market reach provides comprehensive intermodal rail connectivity to nearly every market in the Eastern U.S. and Canada. CSXT Intermodal works collaboratively with over 500 transportation providers, or "channel partners."



<sup>6</sup> See CSXT intermodal network available at <http://www.intermodal.com/index.cfm/intermodal-maps/>

## NS & KCS Rights on the Meridian Speedway

### Summary

Meridian Speedway, LLC, is a joint venture between KCS and NS. KCS provides local service to shippers located on the line while NS has exclusive rights to operate transcontinental, inter-modal trains with overhead trackage rights from Meridian, MS to Shreveport, LA and haulage rights from Shreveport, LA to Dallas, TX.

### Meridian Speedway LLC Joint Use Agreement

- NS Receives 30% Ownership of the Joint Venture Entity, MSLLC:

[REDACTED]

- NS granted overhead trackage and haulage rights from Meridian, MS to Shreveport, LA for the exclusive rights to operate transcontinental, inter-modal trains

Meridian Speedway LLC (MSLLC) has agreed to grant overhead trackage rights to Norfolk Southern Railway Company (NSR). NSR will use the trackage rights for the overhead movement between Meridian, MS, and Shreveport, LA, of trains handling certain categories of intermodal traffic.<sup>8</sup>

[REDACTED]

[REDACTED]

[REDACTED]

---

<sup>7</sup> See [REDACTED]

<sup>8</sup> Decision, FD No. 34821, April 2006, p.2, available at <https://dcms-external.s3.amazonaws.com/MPD/62491/32B24610D6F3FC1D85257148005B37FF/36922.pdf>

<sup>9</sup> See [REDACTED]

<sup>10</sup> See [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

---

15 [REDACTED]  
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

---

17

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

<sup>4</sup> [REDACTED]

24

[REDACTED]

- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**Dallas Marketing Agreement**

- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

---

[REDACTED]