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VIA E-FILING

Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

ENTERED
Office of Proceedings
June 13, 2025
Part of
Public Record

Re: Norfolk Southern Railway Company – Control Acquisition – Norfolk & Portsmouth Belt Line Railroad Company, FD No. 36836

Dear Ms. Brown:

Pursuant to the Board's order within its March 14, 2025 decision, Norfolk Southern Corporation and Norfolk Southern Railway Company collectively submit this Supplement and Perfection of Application. The Supplemental and Perfection of Application is being filed as both a Public Version and a Highly Confidential Version. The relevant filing fee has been paid via Pay.gov.

If there are any questions about this matter, please contact me directly, either by telephone: at 202-663-7823 or by e-mail: wmullins@mullinslawgroup.net. If I am unavailable you may contact Rose-Michelle Nardi, who can be reached at (202) 663-7852 or by e-mail at rnardi@mullinslawgroup.net.

Respectfully submitted,

/s/ William A. Mullins

William A. Mullins
Attorney for Norfolk Southern Corporation and
Norfolk Southern Railway Company

Enclosures

FEE RECEIVED
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36836

**NORFOLK SOUTHERN CORPORATION
NORFOLK SOUTHERN RAILWAY COMPANY
—ACQUISITION OF CONTROL—
NORFOLK & PORTSMOUTH BELT LINE RAILROAD COMPANY**

SUPPLEMENT AND PERFECTION OF APPLICATION

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June 13, 2025

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A list of the State(s) in which any part of the property of each applicant carrier is situated.

Section 1180.6(a)(6):

Map (exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

1180.6(a)(7)(i):

Describe the nature of the transaction (e.g., merger, control, purchase, trackage rights), the significant terms and conditions, and the consideration to be paid (monetary or otherwise).

1180.6(a)(7)(ii):

Agreement (exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction. In addition, parties to exempt trackage rights agreements and renewal of agreements described at § 1180.2(d)(7) must submit one copy of the executed agreement or renewal agreement with the notice of exemption, or within 10 days of the date that the agreement is executed, whichever is later.

1180.6(a)(7)(iii):

If a consolidation or merger is proposed indicate: (A) The name of the company resulting from the consolidation or merger; (B) the State or territory under the laws of which the consolidated company is to be formed or the merged company is to file its certificate of amendment; (C) the capitalization proposed for the resulting

company; and (D) the amount and character of the capital stock and other securities to be issued.

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1180.6(a)(7)(v):

State whether the property involved in the proposed transaction includes all the property of the applicant carriers, and, if not, described what property is included in the proposed transaction. **1180.6(a)(7)(v)** State whether the property involved in the proposed transaction includes all the property of the applicant carriers, and, if not, described what property is included in the proposed transaction.

1180.6(a)(7)(vi):

Briefly describe the principal routes and termini of the lines involved, the principal points of interchange on the routes, and the amount of main-line mileage and branch line mileage involved.

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Environmental data (exhibit 4). Submit information and data with respect to environmental matters prepared in accordance with 49 CFR part 1105. In major and significant transactions, applicants shall, as soon as possible, and no later than the filing of a notice of intent, consult with the Board's Office of Environmental Analysis for the proper format of the environmental report..... 38

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When the truth is inconvenient, some people bury it under a mountain of noise, hoping no one will notice the silence underneath.

By Anonymous

INTRODUCTION

For more than 100 years, shippers using what is today the Norfolk Intermodal Terminal (“NIT”) have had the enviable choice of two-railroad service: either (1) NS (including its predecessor)¹, or (2) CSXT (including its predecessor) via an NPBL switch. This is the hard truth that CSXT refuses to accept—it has direct access to NIT today. And, if this application is approved, CSXT will continue to have that direct access. In addition, due to changes in market conditions, international container shippers today also have the choice to use trucks, a combination of rail/truck, another terminal at the Port of Virginia (“POV”), or to direct their traffic to other East Coast ports. The approval by the Surface Transportation Board (“STB” or “Board”) of NS’s control of NPBL will not eliminate any of these competitive options, let alone result in the substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States.

NPBL was formed in 1897 to be a neutral switching carrier in southeast Virginia. Today, it provides shippers at NIT, among other destinations, the option to use either CSXT or NS. NPBL charges a uniform rate that does not discriminate between shippers, commodities, or railroads. This rate is set at NPBL’s costs with a small dividend return to its owners. NPBL’s 1987 governing agreement expressly states that NPBL’s switch rate should be uniform and cost-based. Those were the principles 125 years ago when NPBL was formed, those were the

¹ Norfolk Southern Corporation (“NSC”) and Norfolk Southern Railway Company (“NSR”) shall be referred to collectively as “NS” or “Applicants.” When reference is made to NS prior to the existence of NCS or NSR, such reference shall refer to NS’s predecessors.

principles in 1982 when NS (and CSXT) understood that NS had acquired majority ownership of NPBL, and again in 1989, when CSXT and NS agreed to change the governance structure, and those were the principles that governed the adoption of NPBL's new switching rate in 2010. Those same principles govern today (despite CSXT's attempt to force a rate inconsistent with those principles). CSXT has and will continue to have under the Board's authorization of NS's control of NPBL, direct access to NIT via NPBL at a uniform, non-discriminatory rate that is based upon NPBL's costs. Under these principles, there will be no substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States.

CSXT's desire to change the 2010 rate is a desire to force NPBL to change the principles under which NPBL was formed 125 years ago—more than 80 years before NS acquired majority ownership of NPBL. The rate is a product of NPBL's foundational principles, not a product of NS's alleged manipulation of NPBL.

The Board is rightly focused on competition as it considers this application. But, beneath the noise of CSXT's numerous filings, there lies a simple, fundamental truth: there is robust competition in this marketplace. Intermodal shippers have not been harmed in the past and will not be harmed in the future if the STB authorizes NS's control of NPBL. Today, these shippers have a myriad of options to move their traffic to/from the POV: NS direct at NIT, CSXT direct to NIT via NPBL, CSXT via drayage at NIT to the CSXT yard, CSXT and NS direct (via Commonwealth Railway) at VIG, and most importantly, the ability to move via truck, which, in fact, has the largest market share. And if these shippers do not like these options, they have the option to use numerous other East Coast ports: Baltimore, New York/New Jersey, Savannah, Charleston, or Jacksonville. The market is flooded with options. It is time to move beyond

CSXT's self-serving, over the top, and hypocritical rhetoric. NS's lawful control of NPBL will not result in the substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States.

BACKGROUND AND SUMMARY

From the formation of NPBL in 1897 through 1917, one of the terminals at the POV, which will become NIT, was exclusively served by NS's predecessor. Why? Because NS's predecessor invested in track and infrastructure to serve it. CSXT and its predecessors did not. In 1917, NS's predecessor unilaterally agreed with CSX's predecessor to allow NPBL to serve NIT. As a result, NS's predecessor granted NPBL with trackage rights over its system so that NPBL could serve NIT and provide CSXT's predecessor with access to NIT. NS's predecessor and NPBL entered into a 99-year trackage rights agreement. That agreement expired in 2016. Since that time, NS and NPBL have renegotiated the agreement to modernize the terms, which was appropriate and prudent given the extent to which the railroad industry has changed since 1917.² The only item outstanding is the trackage rights rate (which will be a critical component in NPBL's cost-based switch rate).

Since 1982, NS has had a majority ownership interest in NPBL and, until 2018, CSXT never objected to or complained about this ownership structure. In fact, in 1989, CSXT affirmatively reconfirmed that ownership structure when it entered into an agreement to increase the number of CSXT and NS directors. Again, without complaint or dissent. At that time, none

² See NSR's Reply to CSXT's Motion to Dismiss or to Continue to Hold in Abeyance in Norfolk Southern Railway Company – Petition to Set Trackage Rights Compensation – Norfolk & Portsmouth Belt Line Railroad Company, FD No. 36223, at 5 (filed June 9, 2025) (noting, for example, that 1917 predated the formation of the Federal Railroad Administration, the Railroad Retirement Board, and the Environmental Protection Agency, and that double stack rail transportation, intermodal drayage operations, and the infrastructure at the port have all evolved since 1917).

of CSXT, NPBL, or NS knew that NS did not have STB authorization. Each party assumed that NS had obtained such control authority during the 1982 transaction that eventually created today's Norfolk Southern system. As noted, CSXT explicitly consented to NS's control in 1989.

This all changed in 2022. In its 2022 decision,³ the Board determined that NS had not obtained control of NPBL in 1982 and directed NS to remedy its lack of control authority upon completion of CSXT's litigation. NS followed the Board's directive and on February 14, 2025, filed a minor application seeking control of NPBL ("Original Application"). In a March 14, 2025 decision, the Board found the transaction to be a significant transaction and directed NS to supplement and perfect its minor application to bring it into compliance with the rules governing a significant transaction. Pursuant to the Board's directive, NS today provides this Supplement And Perfection of its Original Application (the "Supplement").⁴

Because NS is not seeking any form of retroactive approval for its prior actions and what was assumed by all to be lawful control of NPBL until 2022, the sole issue for consideration of this Application is whether, going forward, NS's authorized control of NPBL will result in a substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States. The Board should find that it does not and approve this Application without condition or reservation.

Regrettably, rather than focus on this issue, CSXT has engaged in a long-running fairy tale that somehow NS and NPBL had "conspired" against CSXT and that NS had "manipulated" NPBL. CSXT has used inflammatory rhetoric, unsupported by any actual findings by any court

³ Norfolk S.—Pet. for Declaratory Ord., FD 36522, slip op. at 1 (STB served June 17, 2022), aff'd sub nom. Norfolk S. Ry. v. STB, 72 F.4th 297 (D.C. Cir. 2023), cert. denied, 144 S. Ct. 1343 (2024).

⁴ The Original Application, as supplemented and perfected by this Supplement, shall be referred to herein as the "Application."

or administrative body, that NS and NPBL had actually acted illegally and unlawfully in a manner to prevent CSXT serving NPBL. All CSXT has is its own assertions and one sentence in a court decision that, when judged in the light most favorable to CSXT, could support allowing the case to go to trial, which it never did. There were never any actual findings by the Judge or a jury that NS and NPBL violated any laws. In the end, the court dismissed CSXT's claims.

Having failed in its attempts to get the courts to buy its story, CSXT now seeks to obfuscate NS's Application by resurrecting its failed claims and theories in this forum. CSXT has filed one roadblock after another to prevent NS from obtaining the precise control the Board directed NS to obtain. CSXT has attacked NS's Original Application. It has filed a complaint and a terminal trackage rights application and has filed a petition to revoke the previously granted discontinuance petition. In addition to exhausting the Board's resources with its plethora of filings, it continues to exhaust the resources of NS and NPBL with premature, burdensome, extensive, and non-relevant discovery in several dockets. Discovery aimed at alleged past antitrust violations, not relevant to whether NS's control of NPBL, will, in the future, result in a lessening of competition.⁵

Let us set the record straight: CSXT has direct access to NIT, via a switch with the NPBL at a cost-based rate, and NIT customers have ample transportation alternatives. In fact, NIT customers have something that 78% of the shippers do not have: access to two railroads. And, still, CSXT says this is not enough. CSXT is demanding that the NPBL rate be lowered.

⁵ What CSXT's numerous filings ignore is that the STB does not sit as an antitrust court. The Board's job is not to determine whether NS may have taken anticompetitive actions in the past—which it did not—but rather the STB's statutory directive in this proceeding is that it “shall” approve this transaction unless NS's future control will result in the substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States. The standard is not “did NS act anticompetitively in the past and if it did, this transaction must be denied”. There is no statutory support for such a standard.

And, it wants the federal government, through the STB, to take the extraordinary step of forcing NPBL to adopt CSXT's proposed rate, notwithstanding that CSXT's rate contravenes the founding principles of NPBL and would threaten to bankrupt the entity.⁶ It has also gone further and also requested that the STB grant CSXT unprecedented and intrusive trackage rights over NPBL and NS so that CSXT can directly serve NIT itself and not have to rely upon switching. Such a position is highly unusual for a Class I railroad like CSXT who veraciously opposed government mandated competition in Ex. Parte No. 711 and Ex Parte Np. 711 (Sub-No. 1).⁷

CSXT should not be allowed to use this proceeding to beg for government intervention to change principles that have been followed for 125 years. Indeed, this proceeding should have been unnecessary, but its existence has allowed CSXT another bite at the apple to challenge both its own agreement in 1989 (granting NS more NPBL board representatives than CSXT) and the 2010 switch rate (based on NPBL's 1897 governing agreement). That is unfortunate.

Since the adoption of the 2010 switch rate, CSXT's market share of both NIT and VIG has *increased*.⁸ In fact, in the last few years, CSXT has had a *greater* market share of VIG traffic than NS.⁹ And, if CSXT wants to increase its market share at NIT, it has the complete power to do so without involving NS, NPBL, or the STB. If the CSXT/NPBL "all rail through rate" (which consists of the NPBL switch rate and CSXT's division for the move) is too high,

⁶ See Verified Statement of Mr. Daniel L. Fapp, Senior Vice President, L.E. Peabody & Associates, Inc. ("Original VS Fapp"), at 16.

⁷ CSXT's request for both switching access at a government mandated rate and/or direct terminal trackage rights to serve NIT are hypocritical and self-serving and should be denied outright.

⁸ See Supplemental Verified Statement of Mr. Daniel L. Fapp, Senior Vice President, L.E. Peabody & Associates, Inc. ("Supplemental VS Fapp"), at 4-5. Apparently, CSXT's use of drayage, subsidized by POV, has been quite effective in allowing CSXT to compete against NS and trucks for NIT traffic.

⁹ Id.

CSXT's can lower its own division to make that rate more competitive vis-à-vis NS's rate.¹⁰

Instead of lowering its own division requirement, CSXT wants NPBL to lower NPBL's rate, which is already a cost-based rate that barely covers and often fails to cover NPBL's operating costs and when doing so would actually result in a rate increase for all other NPBL shippers.¹¹

That means CSXT wants NPBL's other customers to incur the added expense.¹² In essence, CSXT is asking the government either to favor CSXT over NPBL's other shippers or to force NS to allow its infrastructure to be used by CSXT so that CSXT can benefit from NS's investments in the NIT infrastructure.

In short, the evidence and analysis presented in the Original Application and in this Supplement fully support the conclusion that the \$210 per railcar switching fee charged by NPBL is not only reasonable but also among the most competitive rates on a per-container-per-mile basis compared to other ports competing with NIT for international container traffic. It was set in full compliance with the NPBL's governing documents and likely does not cover even the current costs of NPBL. NS has not used its control of NPBL to disadvantage CSXT nor does it diminish shippers' access to competitive transportation options.

¹⁰ Since NS owns the rail line that accesses NIT, NS's through rate does not include an additional switch fee. NS is able to provide a lower, more efficient "all rail rate" not because of some anticompetitive action, but because it invested in NIT since the beginning to obtain direct on-dock access. CSXT did not. Indeed, if it were not for NS's predecessor voluntarily granting NPBL trackage rights to NIT, NS would still solely serve NIT.

¹¹ See Supplemental VS Fapp, at 33.

¹² If NPBL adopts a discriminatory lower rate for intermodal traffic for the sole benefit of CSXT, NPBL will then have to spread its other costs among the remaining non-intermodal shippers, which means these shippers will see their rate increase. Mr. Fapp has determined that if CSXT's rate proposal is adopted, non-intermodal NPBL shippers would have to pay an additional \$47.35 per car in order to ensure that NPBL did not lose money. Supplemental VS Fapp, at 34.

The international container market at NIT is characterized by robust competition among ports, railroads, and trucking companies. This competitive environment, combined with NS's obligations under NPBL's bylaws and its commitment to adhere to the principles of the 1897 governing agreement, will prevent any substantial lessening of competition. Furthermore, CSXT will retain multiple avenues to serve intermodal customers, including using an NPBL switch, drayage to its own yard, direct service to VIG, and access to alternative East Coast ports.

Intermodal traffic is deregulated for a reason. NS has not taken any action, either unilaterally or in conjunction with NPBL, to reduce shippers' options, which is the true focus of the Board's inquiry. In fact, even in the event of a rate increase or cessation of switching services to CSXT, intermodal customers would continue to have viable competitive alternatives. Accordingly, NS's control of NPBL will not impair market competition or limit shipper choice. It certainly will not result in a substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States.

REGULATORY HISTORY

In 1980, NSC sought Board authority to control Norfolk & Western Railway Company ("N&W") (and its subsidiary companies) and Southern Railway Company (and its consolidated system of companies) ("SRC"), one of which was Norfolk Southern Railway Company ("Norfolk Southern").¹³ At that time, SRC owned 14.29% of the shares of NPBL, N&W owned 28.57%, and Norfolk Southern owned 14.29%. Therefore, solely through the Board's approval of NSC's control of N&W and SRC—and with no further action by NSC—NSC also indirectly controlled the majority of NPBL's stock.

¹³ Norfolk Southern was a Class II subsidiary of SRC; it changed its name to Carolina and Northwestern Railway Company following the control transaction.

Because in 1980 neither SRC nor N&W owned a controlling share in NPBL, NPBL was not included as either an N&W subsidiary company or an SRC consolidated system company. NPBL's unique ownership structure placed it in a class of its own in the large 1980 application that involved more than 50 railroad companies. As the Board pointed out, "it appears that NPBL is the only carrier listed in this Appendix in which either NW or SRC did not have a controlling interest before the transaction but which, after the transaction, would be indirectly controlled by NSC as a result of the combined ownership interests of NW and SRC".¹⁴ The oversight in not including NPBL as a controlled entity in the 1980 application, although unfortunate, was completely understandable given the numerous entities involved, the complexity of the 1980 application, the state of flux surrounding the control regulations at that time, and the uniqueness of NPBL's ownership structure. Moreover, even though NPBL was not expressly named as a controlled entity, the 1980 application did disclose that NPBL would be controlled as a result of the transaction: the application included a breakdown of NPBL's ownership, specifically identifying the respective percentage of shares of NPBL that N&W, SRC, and Norfolk Southern each owned, and the application further included the cumulative total interest in ownership of NPBL (57.14%) that would result should the 1980 control application be approved.¹⁵

Nevertheless, the Board determined in 2022 that the Board's approval in 1982 of the 1980 application did not extend to NPBL. Accordingly, the Board directed NS to file for separate control authority of NPBL, once CSXT's litigation against NS and NPBL had concluded. The CSXT litigation has been fully resolved in favor of NS. The federal district

¹⁴ Norfolk Southern Railway Company – Petition for Declaratory Order, FD 36522, slip op. at 4, at n. 8 (STB served June 17, 2022) ("NSR Petition for Declaratory Order").

¹⁵ See Appendix 2, page 10 of 18, of Volumes 2 and 2A of the 1980 control application.

court issued its decision in favor of NS on January 3, 2023.¹⁶ CSXT appealed and the Fourth Circuit rejected CSXT's appeal on August 29, 2024.¹⁷ CSXT petitioned for certiorari from the US Supreme Court, and the Supreme Court rejected CSXT's request on April 21, 2025.¹⁸

On February 14, 2025, NS filed its Original Application for Board approval of NS's control of NPBL to correct the 44-year-old oversight. Not surprisingly, CSXT objected. In a decision served March 14, 2025, the Board determined that this was a significant transaction, considered the Original Application as a prefiling notification, and directed NS to file this Supplement.¹⁹ The Applicants hereby incorporate into this filing the Original Application, as if reproduced herein in its entirety, and supplement the Original Application to the extent set forth in this Supplement.

I. THE FACTS DEMONSTRATE THAT NS CONTROL OF NPBL WILL NOT RESULT IN A SUBSTANTIAL LESSENING OF COMPETITION, CREATION OF A MONOPOLY OR RESTRAINT OF TRADE IN FREIGHT SURFACE TRANSPORTATION IN ANY REGION OF THE UNITED STATES

It is long past time for CSXT to stop peddling its fantasy, through half-truths and factual distortions, that it is a "victim" and somehow that shippers have suffered from NS's actions or will see a substantial reduction in competition if NS is authorized to control NPBL. Shippers have ample competitive options both at the POV and other competing East Coast Ports and so does CSXT. Far from a victim, CSXT's true motives are the maximization and retention of

¹⁶ CSX Transp., Inc. v. Norfolk S. Ry. Co., 648 F. Supp. 3d 679 (E.D. Va. 2023).

¹⁷ CSX Transp., Inc. v. Norfolk S. Ry. Co., 114 F.4th 280 (4th Cir. 2024).

¹⁸ CSX Transp., Inc. v. Norfolk S. Ry. Co., 2025 U.S. Lexis 1619 (S. Ct. 2025).

¹⁹ Norfolk S. Corp. and Norfolk S. Ry. Co. – Acquisition of Control – Norfolk & Portsmouth Belt Line R. Co., F.D. 36836, slip op. at 10 (STB served March 14, 2025).

profit for itself, at the expense of other shippers, all while trying to force NS to subsidize its operations.²⁰

NS has not and will not use its majority-owned position in NPBL to result in a substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States. Look at the facts:

ONE: The 2010 switch rate is a cost-based and uniform rate calculated to cover NPBL's operational costs and to fairly distribute those costs to all shippers of the line. Both CSXT and NS pay this switch rate, without dispute, for shippers moving non-intermodal traffic. The switch rate was set in accordance with the 1897 Agreement that predated NS's control of NPBL by more than 80 years. Moreover, from 2010 to 2023, NPBL operating expenses averaged *more than* the \$210 switch rate (i.e., the switch rate did not cover NPBL's operating costs).²¹ The imposition of the 2010 switch rate was not a reflection of anticompetitive conduct by NS but a direct result of adherence to the 1897 principles of neutrality and costs-based rates.

TWO: CSXT's share of the rail container market at the Port of Virginia, including at NIT, has dramatically *increased* since the 2010 rate was imposed.²² The 2010 switch rate clearly did not have an exclusionary effect on CSXT's ability to handle intermodal traffic at NIT.²³

THREE: The NPBL Board of Directors consists of six members: 3 appointed by NS, 2 appointed by CSXT and one who is the President of NPBL. CSXT recently conceded the current NPBL president is an independent NPBL board member. See Exhibit A, Verified Statement of Mr. Thomas Zoeller, NS's shareholder representative on the NPBL. Thus, NS has not used its majority-owned position in NPBL to impose its will but rather has acted in a manner fully consistent with the NPBL charter and principle of neutrality, going so far as to support an independent NPBL board that NS does not control.

FOUR: CSXT knew NS controlled NPBL via stock ownership as a result of the 1982 transaction. In fact, shortly after the 1982 transaction was approved, CSXT representatives

²⁰ Indeed, at no point in any public or private forum has CSXT affirmatively stated that if it were to obtain a lower rate on NPBL that CSXT would pass that savings along to its shippers rather than take that "delta" for itself.

²¹ See Original VS Fapp, at 2-5.

²² See Supplemental VS Fapp, at 18.

²³ To the extent CSXT's market share at NIT has recently dropped, it has done so because CSXT shifted its investments and marketing to VIG. Indeed, CSXT's market share at VIG has increased as its NIT share has dropped. See Supplemental VS Fapp, at 26-27.

in NPBL board meetings expressly recognized NS's majority ownership in NPBL.²⁴ For more than 42 years, CSXT never raised any concerns about or objections to the ICC or the STB regarding NS's majority stock ownership of NPBL.

FIVE: In 1989, CSXT confirmed and acquiesced to NS control when it contractually agreed that the NPBL Board of Directors would consist of three NS members and two CSXT members. CSXT not only knew but expressly consented to NS's greater representation on the NPBL board. For more than 35 years, CSXT never raised any concerns or objections to the ICC or the STB about the composition of the NPBL Board of Directors, as expressly agreed to by CSXT in the 1989 agreement.

SIX: CSXT pursued a dubious anticompetitive conduct charge against NS and NPBL in the federal courts rather than at the STB. CSXT lost at every level: at the federal district court, the Fourth Circuit Court of Appeals, and the US Supreme Court. All the courts agreed that CSXT waited too long to raise concerns in 2018 about a 2010 switch rate. That length of delay, alone, was sufficient for the courts to determine that CSXT must lose. CSXT is now trying to re-litigate the same anticompetitive claims before the STB that it already lost at the courts. CSXT's delayed claims of victimization are even more disingenuous this time around. Instead of waiting until 2018 to raise objections in a court about an act that occurred in 2010, CSXT waited until 2025 to raise objections to the STB about an act that occurred in 1982. The STB should reject these claims out of hand.

SEVEN: NS's market share of NIT traffic does not stem from NS's majority ownership of NPBL or NPBL's adoption of the 2010 switching rate, but rather is the result of several fundamental market-based structures. These market-based structures include the fact that (a) NS long ago invested in the infrastructure necessary for NS to directly access NIT rather than rely upon an NPBL switch, (b) NS owns the track over which NPBL operates, and (c) NS historically focused on investments in NIT, which investments continue to this day. NS's marketplace investment into serving NIT would exist regardless of who owns or controls NPBL. NS's ownership of the rail line accessing NIT (and therefore the ability to access NIT without incurring an additional switch fee) would exist regardless of who owns or controls NPBL. NPBL's need to operate over NS-owned rail line and incur a trackage rights fee (the cost of which would need to be passed on as part of a switch fee) would exist regardless of who owns or controls NPBL.²⁵

EIGHT: This proceeding is solely about whether NS's *future control of NPBL* will result in a substantial lessening of competition. And, with NS's commitments to retain a switch rate

²⁴ NPBL's Opening Statement in NSR Petition for Declaratory Order, FD 36522 at 4-5 (filed Sept. 23, 2021) ("NPBL's Opening Statement").

²⁵ Indeed, if it were not for NS's predecessor granting NPBL trackage rights, NPBL (and thus CSXT) would not even have access to NIT in the first place. How ironic that this past pro-competitive action is now being used against NS because the access, which CSXT has operated under since 1917, is apparently not to CSXT's satisfaction.

that comports with the 1897 Agreement and to adopt a trackage rights fee that comports with the Board's SSW methodology,²⁶ the answer is unequivocally "No".

NINE: Shippers have a myriad of transportation options to move traffic from the POV (and between VIG and NIT), as well as other East Coast ports that compete with the POV. In fact, intermodal traffic is so competitive by nature that the Board has exempted this category of traffic from the Board's jurisdiction. And the market at POV proves that decision was correct. Most of the traffic from the POV currently moves by trucks to/from destination/origin. Rail has a minority share.²⁷ For NIT, specifically, shippers also have on dock access to NS (direct) and CSXT (through NPBL), as well as access to CSXT rail through drayage (truck to rail). CSXT has historically favored moving NIT traffic by drayage because it receives a subsidy from POV that makes it cheaper than on-dock service. CSXT has also invested in VIG and as a result it has the largest market share at VIG.²⁸

TEN: Numerous East Coast ports compete against POV and with each other to attract international shipping companies. Indeed, container traffic in and out of the U.S., and between states, occurs in a fiercely competitive environment, especially among major ports. Demand for port services is highly price-sensitive. Even small cost increases can lead to significant volume losses. As such, POV competes with the Port of NY/NJ and the Port of Savannah. At both of those competing ports, CSXT has the larger market share vis-à-vis NS. Thus, it is in NS's and NPBL's self-interest to ensure that both NS's and NPBL rates are competitive or they will lose market share to VIG, the Port of NY/NJ, and the Port of Savannah, to the benefit of CSXT. The notion that NS and NPBL have "conspired" to prevent CSXT from serving NIT has no basis in fact and is contrary to NS's and NPBL's self-interest.²⁹

ELEVEN: CSXT has not suffered any harm as a result of the current construct of the NPBL. In fact, in the litigation to which CSXT so frequently cites, the court held the evidence was insufficient to conclude that any loss of business experienced by CSXT was the result of any allegedly illegal conduct. The court said:

[E]ven when CSX's evidence is viewed in the light most favorable to CSX, the evidence is insufficient for a reasonable juror to conclude that the entirety of CSX's lost customer contracts, or a majority of its lost contracts, or a notable minority percentage of its lost contracts, or even a non-speculative de minimis percentage of its lost contracts, is predicated on actionable overt acts occurring after 2012.

²⁶ Application, at 28; citing Original VS Fapp, at 15.

²⁷ See Original VS Fapp, at 15.

²⁸ Id., at 16-17.

²⁹ Application, at 35.

CSX Transp., Inc. v. Norfolk S. Ry. Co., 648 F. Supp. 3d 679, 712-713 (E.D. Va. Jan. 3, 2023). CSXT has lost nothing due to NS's control of NPBL. CSXT has suffered no damages.

TWELVE: Over the past 44 years NS has had a majority ownership in NPBL, not *a single shipper* has raised competitive concerns with the Board over NS's control of NPBL. Shippers, like the Board, do not care whether one rail carrier has a larger market share of certain traffic than another, so long as there is sufficient competition overall. No shipper has yet to support CSXT's allegations. The POV did file a letter, but it is not surprising that POV desires lower costs by eliminating its subsidy of CSX drayage and through increased market share vis-à-vis other ports.

THIRTEEN: CSXT actually has the largest market share of all NPBL traffic.³⁰ This is a strong indicator that NS is not using its control of NPBL in a manner that is intended to discriminate against CSXT, nor, given the commitments NS has made in this proceeding, will NS use its control of NPBL to do anything other than follow the long standing foundational principles in the future. CSXT wants the Board to narrowly focus only on NIT and only on intermodal traffic. Such a narrow market definition ignores the numerous other options available to international intermodal shipping companies that can use other terminals at POV, trucks, or even other East Coast ports.³¹

These facts are simple and conclusive. The attempt by CSXT to confuse, obfuscate and misdirect the Board with numerous, competing pleadings cannot change these determinative facts.

II. SUMMARY OF CORE PRINCIPLES PRESENTED BY NS'S APPLICATION AND THIS SUPPLEMENT

The Original Application (and the facts and arguments set forth therein) are intended to be fully incorporated into this filing and need not be repeated. Accordingly, this summary simply focuses on three overarching principles that should guide this proceeding.

³⁰ See Verified Statement of Mr. Michael R. McClellan, Senior Vice President and Chief Strategy Officer, Norfolk Southern Corporation ("Original VS McClellan"), at 12.

³¹ See Supplemental VS Fapp, at 33.

A. There Is No New Transaction and CSXT Always Knew NPBL Was Majority-Owned By NS; A Fact CSXT Reconfirmed In 1989

In its Application, NS is not seeking Board approval or antitrust immunity for any past conduct. If there have been violations of relevant antitrust laws in the past, this proceeding will not affect the viability of such claims for prior conduct. The Board's role is not to view or judge prior claims under the antitrust laws. Rather, the Board's role is to determine whether NS's future control of NPBL will result in a substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States. It will not.

Here, NS merely seeks to rectify a 42 plus-year-old oversight and obtain the control authority NS, NPBL, and CSXT thought NS already had. Indeed, it is clear that CSXT also thought the 1980 control proceeding would result in NSC acquiring a majority ownership position in NPBL. In 1980, CSXT was the single largest shareholder of NPBL, controlling 42.86% of the shares. CSXT would have been well aware that SRC, N&W and Norfolk Southern—all expressly identified as controlled entities in the 1980 application—were the only other NPBL shareholders. CSXT did not oppose NS's 1980 application, nor did it object to NS's control of NPBL until 2018.

In 1982, the year the NSC control transaction was approved, the chairman of the NPBL audit committee was one of the CSXT-controlled railroads.³² That year the audit report included an entry stating, “the financial statements of the NPBL are now being consolidated with the financial statement of the Norfolk Southern Corporation, *who is the majority owner with 288 (57%) of the 504 shares of common stock outstanding*”. (Emphasis added).³³ Similarly, in 1983,

³² NPBL's Opening Statement at 4.

³³ Id.

the chairman of NPBL's Insurance Committee, a CSXT designee, stated in the committee's annual meeting that he would be resigning so "NPBL could take advantage of the economies of an insurance placement within the Norfolk Southern program, *since NS owns 57% of the Belt Line*".³⁴ And, since 1982, the NPBL Board of Directors has consisted of three voting members representing NSC-controlled railroads and two voting members representing CSXT-controlled railroads, with NPBL's president and general manager as the final voting member.³⁵

CSXT reconfirmed its view that NS controlled NPBL in 1989 and without objecting to that control. In fact, CSXT supported it. In that year, CSXT and NSC entered into an agreement formalizing NS's control. That agreement expressly recognized that CSXT owned 216 shares, while N&W and SRC each owned 144 shares, and provided that N&W and SRC, *as a single voting bloc*, would have the right to appoint three representatives,³⁶ while CSXT would have the right to appoint two representatives. Accordingly, it is beyond doubt that in the 1980s CSXT was fully aware that the 1982 transaction had resulted in NSC having a majority ownership interest in NPBL.³⁷

If, in 2010, CSXT had concerns about the propriety of NSC's control over NPBL, or the possibility of a substantial lessening of competition resulting from that rate increase, CSXT

³⁴ *Id.* at 5

³⁵ *Id.*, at 3.

³⁶ Comically, in its 11-26-2024 governance proposal for NPBL, CSXT tried to contort the 1989 agreement into an agreement to provide two separate NSC entities with a total of three directors; CSXT unsurprisingly does not explain how a "half" director would work].

³⁷ Similarly, Virginia Port Authority (now POV) explicitly recognized NS's control of NPBL almost 15 years ago. In its filing arguing that the port authority's acquisition of certain property from NPBL in 2011 was not subject to the Board's jurisdiction, the port authority noted that "Norfolk Southern Corporation ("NSC" presently owns about fifty-seven percent of [NPBL] and CSX Corporation ("CSX") owns about forty-three percent". See POV's Motion to Dismiss Verified Notice of Exemption, at 2, in Virginia Port Authority – Acquisition Exemption – Norfolk and Portsmouth Belt Line Railroad Company, FD 35532 (filed June 21, 2011).

could and should have initiated a proceeding before the ICC to address those concerns. CSXT did not do so then and should not be permitted to do so now. CSXT, like NS, fully thought the 1982 control approval included NPBL, and it is disingenuous and self-serving for CSXT to now play the victim. Whatever the appropriate time to raise a complaint about one carrier's unauthorized control of another, it is not more than 42 years after the transaction occurred or 15 years after a rate increase.

Moreover, even though NS could control the NPBL board as a result of its majority ownership interest, NS has not used that control to change the fundamental principles governing NPBL. For example, NS has not sought to remove the NPBL president/general manager, currently Mr. Cannon Moss, as the sixth member of the NPBL Board of Directors, so as to replace him with a NS Director. This is true even though Mr. Moss is not considered to be an NS director. Indeed, in NPBL's recent annual shareholder meeting, held on April 2, 2025, a CSXT shareholder representative proposed revising NPBL's governance structure. During that meeting, the CSXT shareholder representative conceded that Mr. Moss would be treated as an independent NPBL board member under CSXT's own proposal.³⁸ Thus, CSXT admits that NS does not currently exercise control over the NPBL board, as only 3 of 6 of those board members represent NS's interests.

B. The 2010 Switch Rate Was Not The Result Of Some Intentional Act To Prevent CSXT From Using An NPBL Switch To Access NIT

CSXT argues that NS has acted "anticompetitively" in setting the 2010 rate, presumably because NS has a larger market share of NIT traffic. But the facts do not support the conclusion that NS's market share is due to some anticompetitive action. NS undoubtedly has competitive

³⁸ Verified Statement of Thomas E. Zoeller, Exhibit A.

advantages, but these result from the fact that (1) NS has direct rail access to NIT, while CSXT's rail access to NIT is via NPBL, (2) NS owns the track over which NPBL has operating rights, so NS is entitled to trackage rights fees from NPBL, and (3) NS has historically focused on investing in and developing traffic at NIT. But those historical advantages exist *regardless of whether NS controls NPBL* or some other independent entity that controls NPBL. In fact, if some independent entity controlled NPBL, NPBL's rate would likely be higher. Those advantages exist regardless of the NPBL switch rate.

1. The 2010 Rate Is Fully Consistent With The NPBL Foundation Principles That Have Applied Since 1897

It is not NS's "control" that is truly at issue, but rather the fact that CSXT just does not like the 2010 rate. It is CSXT's fantasy that this rate was the product of some conspiracy to prevent CSXT from accessing NIT. The rate was set in accordance with the NPBL governing principles—principles that date back to 1897.³⁹ The core principles in the 1897 Agreement were for NPBL to establish a switch rate that was both uniform and cost-based. The current switch rate, which has been in effect since 2010, is fully consistent with both of those core principles, as well as the public switch rates of other terminal carriers in the Eastern US.⁴⁰ There can be no substantial lessening of competition resulting from NS's control of NPBL if NS adheres to the

³⁹ NS has made commitments that in the future it will not use its authorized control of NPBL to change the governing structure of NPBL to favor NS nor to impose a non-cost based rate. Original Application at 37-38. These commitments alone should be sufficient to show that there will be no "substantial lessening of competition" as a result of NS control. The fact that CSXT has access to NIT via an NPBL switch at a cost based rate, and that arrangement will not change, that shippers have the choice to use trucks, to use CSXT/drayage, the choice to use VIG, or use another East Coast port is *prima facie* evidence that NS's authorized control of NPBL will not "create a monopoly" for NIT traffic or "restrain trade" in the POV or the East Coast ports.

⁴⁰ See Original VS Fapp at 6.

core principles of the 1897 agreement, which existed for 85 years *prior* to NS's 1982 acquisition of the majority shares of NPBL. NS commits to doing so.

The 1897 Agreement provides that “a uniform rate shall be fixed...regardless of distance, and that rate...shall be so adjusted from time to time as to yield a net revenue sufficient to pay...a dividend of six per cent on the stock”⁴¹ From 2001 to 2009, the nine years leading up to the adoption of the current 2010 switch rate, NPBL's ordinary course of business calculations demonstrated an average operating expense of [[REDACTED]]. When a [[REDACTED]] profit is added, the resulting amount is \$210, the amount of the switch rate adopted by NPBL. The calculation of this rate perfectly followed the directive in the 1897 Agreement. These ordinary course of business calculations were submitted to both NPBL's Board of Directors (including CSXT directors) and the shareholders (including CSXT) for approval.

No CSXT director or shareholder objected to the method by which these calculations were made or claimed that they were not set in accordance with the 1897 governing principles. These calculations were not challenged during CSXT's antitrust lawsuit.⁴² Moreover, from 2010 to 2013, the weighted and simple average of NPBL's operating expense was [[REDACTED] [REDACTED] [REDACTED]], respectively.⁴³ Accordingly, the switch fee often failed to cover NPBL's costs and did not produce a 6% profit. It defies logic for CSXT to argue that a switch fee that does not even

⁴¹ Agreement between New York, Philadelphia & Norfolk R.R. Co., Seaboard and Roanoke R.R. Co., Norfolk and Southern R.R. Co., Norfolk and Western Ry. Co., Atlantic and Danville Ry. Co., Southern Ry. Co., Norfolk and Carolina R.R. Co., and Chesapeake and Ohio Ry Co., dated July 7, 1897, Paragraph Ninth at 4 (“1897 Agreement”).

⁴² See Exhibit C, White Paper to DOJ. The analysis contained therein shows that the 2010 NPBL switching rate was calculated in full compliance with the underlying principles of neutrality, uniformity, and cost based. It also shows that in the 15 years after the rate was adopted, the switch rate under recovered NPBL's expenses. This clearly indicates that NS is not using its control of NPBL to deliberately exclude CSXT from using NPBL to serve NIT.

⁴³ Original Fapp VS, at 26.

cover NPBL's operating costs is anticompetitive and unlawfully excludes CSXT from NIT. It certainly does not indicate that NS and NPBL were purposefully undertaking any efforts to intentionally prevent CSXT from serving NIT via NPBL. Furthermore, NS's authorized control will likewise not change the means and methods by which the rate is calculated because NS has committed to following the same uniform, non-discriminatory, cost-based principles in the future.

NS's commitments in this proceeding will ensure that any exercise of NS's majority stock ownership in the future will not result in a substantial lessening of shipper's competitive options. In particular, NS will ensure that the NPBL switching rate will not be set in a manner that deliberately and intentionally forecloses shippers' options to use a NPBL/CSXT all rail move if they choose so. NS has committed that NPBL's switch rate will continue to comply with the two core principles of the 1897 Agreement. If that cost-based rate, in combination with CSXT's division requirement is not competitive, that is a result of the marketplace (including the fact that CSXT's own division requirement may be making the rate non-competitive).

By necessity, as it has been since 1917, the NPBL switch rate will and must include the trackage rights fee paid to NS. NS has committed to *not* establishing a market-based trackage rights fee for NPBL, but instead to have the Board set a trackage rights fee that the Board customarily imposes as a means of preserving competitive options to shippers.⁴⁴ As the court recognized in CSXT's antitrust litigation, "NSR has a legitimate competitive business interest in

⁴⁴ The 1917 trackage rights agreement governing NPBL's trackage rights over NS's track to serve NIT was terminated by NS, in accordance with the terms of the agreement, over 8 years ago. During that time, NS has not used its control over NPBL to force it to accept an unreasonable trackage rights fee. Instead, NS agreed to extend the terms of the original trackage rights fee on a month-to-month basis and requested the Board to set the new trackage rights compensation.

being paid a reasonable fee for the use of its tracks....”⁴⁵ But NS will not seek a rate above the STB-determined SSW Compensation rate. CSXT’s continued opposition to the Board setting that rate consistent with long standing precedent speaks volumes as to CSXT’s true intentions; CSXT is not concerned with reasonable rates but rather the manipulation of Board processes to exact a windfall against its competitor, NS.⁴⁶

With NS’s commitments, any future impediments to CSXT’s ability to use a CSXT/NPBL rate competition to effectively compete against trucks and NS will be the result of factors *other than* NS’s control of NPBL. Indeed, it could be as simple as CSXT’s refusal to lower its share of the overall through rate in order to make the CSXT/NPBL rate competitive compared to NS’s rate or a truck rate. A rate that complies with the 1897 agreement will not cause a substantial lessening of competition that results from NS’s control because such rate principles existed prior to control by NS. Moreover, it is, in fact, procompetitive to (1) establish a cost-based switch rate that covers both variable and fixed costs (including short-term and long-term maintenance), and generates a modicum of profit for NPBL (as contemplated by the 1897 agreement), and (2) apply such rate uniformly to all its customers, so that no one user pays a reduced rate that fails to cover its fair share of NPBL’s costs; thereby forcing the remaining customers to subsidize the unrecovered costs. But that is what CSXT seeks: a special rate to be used only for CSXT intermodal shippers and at the expense of rates for other NPBL shippers,

⁴⁵ See CSX Transp., Inc. v. Norfolk S. Ry. Co., 648 F. Supp. 3d 679 at *18-19 (E.D. Va. 2023) (“Summ. J. Op.”).

⁴⁶ See CSX Transportation, Inc.’s Application for Terminal Trackage Rights, at 27, in CSX Transportation, Inc. – Terminal Trackage Rights – Norfolk Southern Railway Company and Norfolk & Portsmouth Belt Line Railroad Company, FD 36859 (“CSXT Terminal Trackage Rights Application”) (filed May 20, 2025) (explaining that CSXT seeks to have priority rights over NS’s and NPBL’s lines for two six-hour windows of time each day, meaning that CSXT is seeking to have greater access over NS’s and NPBL’s lines than NS and NPBL would have over their own).

whose rates will go up approximately \$50 per car if CSXT's proposal is adopted. This is contrary to the neutrality principles that govern NPBL's rate.

2. The 2010 NPBL Rate Has Not Prevented CSXT Competing For Intermodal Traffic To/From The POV

In addition, if any doubt remained as to whether NPBL's 2010 switch rate excluded CSXT from competing, as claimed by CSXT, one need only look at CSXT's market share of rail container movements through the Port of Virginia ("POV") both before and after 2010. As will be further discussed below in this Supplement, in the years following the imposition of the 2010 switch rate, CSXT's market share of rail container movements through the POV dramatically *increased*. In light of such facts, it cannot be seriously argued that the switch rate was exclusionary.⁴⁷

The Board has made clear that there is an important distinction between harm caused by a transaction and disadvantages that already exist.⁴⁸ This transaction, which seeks the Board's authorization for NS to lawfully control NPBL in the future and with no antitrust immunity for actions that have occurred in the past, will not result in a substantially lessening of competition, creation of a monopoly, or restrain trade in the future. Quite the opposite. It will guarantee that NPBL will continue to operate in a neutral fashion between its owners and set its rate on a cost based formula.

This is a better deal than CSXT could obtain from an entirely independent NPBL. An independent NPBL could charge a non-cost based rate. NS's commitments ensure that CSXT

⁴⁷ It is also important to note that for all NPBL traffic, CSXT has the largest market share vis-à-vis NS. See Original VS McClellan at 12. NS is certainly not exercising its control to prevent CSXT from fairly competing. NS and NPBL are adopting a neutral, uniform, cost-based rate that then allows the parties to compete as the marketplace allows.

⁴⁸ See Canadian National Railway, et al. – Control – Illinois Central Corp., FD 33556, Decion No. 37, slip op. at 20 (STB served May 25, 1999).

continues to have the ability to use a cost-based rate. Indeed, CSXT essentially concedes in its separately-filed application for terminal trackage rights⁴⁹ that even if the Board ensures NPBL is independently operated through a denial of control, CSXT “is concerned it will still be unable to effectively utilize NPBL switching services.”⁵⁰

It is clear that whatever the perceived disadvantages CSXT seeks the Board to remedy, these disadvantages do not result from NS’s control of NPBL but are the result of the application of a uniform, neutral, cost based rate and its application to fundamental market based factors. Sometimes those factors advantage CSXT and sometimes NS. But what it does not reflect is evidence that NS’s authorized control of NPBL will result in a substantial lessening of competition, creation of a monopoly, or a restraint of trade.

C. The Marketplace For Intermodal Shippers Is So Competitive That The Board Has Exempted Such Movements From Regulation – A Fact That CSXT Wants This Board To Ignore

CSXT does not assert that the switch rate is unreasonable for all traffic, but only for intermodal traffic at NIT. But intermodal traffic is so competitive by nature that the Board has exempted this category of traffic from the Board’s jurisdiction.⁵¹ In fact, Congress specifically identified “transportation that is governed by a rail carrier as part of a continuous intermodal movement” as a type of traffic that the Board could exempt. *See* 49 U.S.C. § 10502(f). And the

⁴⁹ See CSXT Terminal Trackage Rights Application.

⁵⁰ In fact, a fully independent NPBL could decide to change the foundational documents and not set rates in accordance with the cost-based approach. This would result in even a higher rate for CSXT to access NIT via an NPBL switch. The fact that NS has not changed the cost-based principles since taking control of NPBL in 1982, establishes that NS is not using its control of NPBL to keep shippers deliberately and intentionally from choosing a CSXT/NPBL move to/from NIT.

⁵¹ See Application at 17, citing American Trucking Associations v. I.C.C., 656 F.2d 1115 (5th Cir. 1981), Improvement of TOFC/COFC Regulation, 364 I.C.C. 731, 732, Ex Parte No. 230 (Sub-No. 5) (ICC served February 19, 1981).

Board did so exempt intermodal traffic from regulation. Therefore, *even if* NPBL's switch rate had an anticompetitive impact *on CSXT*, it would not have an impact on competition. The Board has already determined that sufficient competitive alternatives generally exist for the movement of intermodal freight, so even if the rate was set at the highest rate possible, there is no anticompetitive effect on the public at large because of the intense competition for intermodal container traffic.

While CSXT is only focused on maximizing its own economic prosperity, the Board must be focused on the competitive impact to the public.⁵² As the Board has often said, their job is to protect competition, not to protect any individual competitor. CSXT wants the Board to ignore that intermodal traffic is already exempt because of the intense competition provided by trucks, that shippers have a myriad of options available to them at NIT, POV, and even by using other East Coast ports. CSXT wants the Board to protect them from the implication of competition, which is precisely what the Board has said it will not do.

D. There Are Important Public Benefits Regarding NS's Control of NPBL

This proceeding is governed by 49 U.S.C. §11324(d). Under the statute, the Board “shall” approve NS's application unless it finds that—(1) as a result of the transaction, there is likely to be substantial lessening of competition, creation of a monopoly, or restraint of trade in freight surface transportation in any region of the United States; and (2) the anticompetitive effects of the transaction outweigh the public interest in meeting significant transportation needs.

⁵² See CSX Corporation, et al. and Norfolk Southern Corporation, et al. – Control and Operating Leases/Agreements – Conrail Inc., et al., FD 33388 (STB served Oct 19, 1998); Norfolk Southern Company, Pan Am Railways, Inc., et al. – Joint Control and Operating/Pooling Agreements – Pan Am Southern LLC, FD 35147 (STB served July 21, 2008); Canadian Pacific Railway, Ltd. – Control – Kansas City Southern Railway Company, FD 36500 (STB served March 15, 2023).

The Board does not even proceed to prong two unless prong one has been satisfied. And even if prong one has been satisfied, the Board can still approve the transaction if the “public interest in meeting significant transportation needs” outweighs the anticompetitive effects.⁵³

Here, NS’s future authorized control of NPBL will not result in any anticompetitive effects because there will be absolutely no change in the level of competition or operations resulting from the transaction. CSXT makes much of the fact that NS has not shown that the transaction will result in any public benefits. But, here, NS does not need to show any public benefits because the transaction will not result in a “substantial lessening” of competition nor the creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States. Accordingly, the Board does not need to perform an analysis under to 49 U.S.C. §11324(d)(2) to determine if the anticompetitive effects outweigh the public interest in approving the transaction.⁵⁴

Nevertheless, the STB’s approval of control by NS of NPBL will generate public benefits going forward, just as it did in the past when NS first obtained control. First, by imposing a uniform rate,⁵⁵ NS is ensuring that all customers moving traffic over the NPBL equally contribute to the NPBL’s variable and fixed costs (such as maintenance), so no one user is forced to subsidize another user’s portion of NPBL’s costs. Second, by imposing a cost-based rate that

⁵³ Norfolk Southern Railway Company and the Cincinnati, New Orleans, and Texas Pacific Railway Company – Acquisition – Trustees of the Cincinnati Southern Railway, FD 36699, Decision No 2 (STB served September 20, 2023), slip op. at 3 (“CNOTP”).

⁵⁴ See Bessemer and Lake Erie Railroad Company – Acquisition and Operation – Certain Rail Lines of CSX Transportation, Inc. In Onondaga, Oswego, Jefferson, Saint Lawrence, and Franklin Counties, N.Y., FD 36347, slip op. at 14-15, 33-35 (STB served February 25, 2021).

⁵⁵ In fact, the 1897 Agreement specifically precluded NPBL from considering the distance traveled as a rate factor. *See* 1897 Agreement, Paragraph Ninth (“That a uniform rate shall be fixed for the movement of freight cars over the said Southeastern and Atlantic Railroad Company’s railroad, *regardless of distance*”) (emphasis added).

contemplates both NPBL's variable and fixed costs, along with a modest return on its investment (as contemplated in the 1897 Agreement), NPBL is ensuring the long-term viability of its operations, enabling it to continue to provide safe and reliable rail service to all its customers for years to come. Third, as it has in the past, by being part of the NS corporate family, it will continue to have public benefits, such as lower operating costs, better access to capital for infrastructure investments, cost savings from purchasing and lower insurance premiums, and better liability protections. It is simply not true that there will be no future public benefits from NS's authorized control of NPBL.

CSXT wants to relitigate the past. Focus on perceived wrongs from the past. That is not the proper focus of the application or the statute and precedents and would require the Board to undertake a far reaching, hypothetical and nearly impossible task given the 42 years that have elapsed since the 1982 transaction. However, if the Board were to consider past competitive conduct and market changes stemming from the 1982 transaction, which it should not, and the Board were to find that over 42 years there has been a substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States, then the Board would need to balance those findings against the public benefits that have occurred over 42 years. If the Board were to focus on past competitive conduct, then, by statute, the Board would also be required to balance that conduct against the public benefits that occurred through NS's initial control of NPBL.

It is undeniable that there were numerous public benefits from NS's control of N&W and SRC, including its control of NPBL. The benefits were reflected in the ICC's approval of the

1982 transactions.⁵⁶ Reductions in management and administrative costs, better access to capital, infrastructure investment, cost savings from purchasing, insurance premiums, and more have resulted from the 1982 transaction. In fact, the 1982 transaction, for which the ICC received over 2,000 comments of support, was determined to be a clearly pro-competitive transaction and was specifically heralded as providing needed competition to CSXT.⁵⁷

The Board should avoid CSXT's desires to relitigate perceived antitrust violations from actions that resulted from NS's 42 year control of NPBL. That is not the Board's role or job under its statute. Indeed, until 2018, neither CSXT (nor any other party) raised any concerns with the Board in the decades following the Board's approval of the 1982 transaction. This is because there were no concerns to be raised. But if the Board considers those past concerns, which it should not do, then the Board is required to balance them against the myriad public benefits that resulted from NS's 1982 transaction.

III. SUPPLEMENTAL INFORMATION

Pursuant to the Board's March 14, 2025, decision, NS hereby provides that following supplemental information to perfect its Original Application.

1. 1180.6(a)(1)(i):

⁵⁶ Norfolk Southern Corporation – Control – Norfolk and Western Railway Company and Southern Railway Company, 363 ICC 173, 194 (ICC served March 19, 1982) (stating “[w]e have examined applicants’ expected benefits, as discussed below, and conclude that \$76.7 million reflect annual public benefits after the consolidation is fully implemented”); see also Id., at 176 (noting “[t]he new single-system service will benefit the shipping public in that it offers opportunities for significantly improved routings, more efficient operations (including run-through and interroad trains), improved car utilization and terminal consolidations”; Id., at 250 (concurring opinion of Vice Chairman Gilliam stating that “I strongly endorse the approval of this consolidation” and that “[i]t is rare that our proceedings contain so many public benefits”).

⁵⁷ Id., at Appendix B (discussing supporting comments); Id., at 213 (noting that “[t]he NS consolidation enhances competition” and that “[i]ndeed, the record before us would not permit any other conclusion”); Id., at 229 (stating “[t]he NS consolidation will create a system which will provide direct single-system competition to CSXT between numerous midwestern, northeastern and southeastern points”).

A brief summary of the proposed transaction, the name of the applicants, their business address, telephone number, and the name of counsel to whom questions regarding the transaction can be addressed.

1180.6(a)(1)(ii):

The proposed time schedule for consummation of the proposed transaction.

1180.6(a)(1)(iii):

The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

1180.6(a)(1)(iv):

The nature and amount of any new securities or other financial arrangements.

Please refer to the information set forth in the Original Application, incorporated herein as if reproduced herein in its entirety. See Application, at 20-22.

2. 1180.6(a)(2):

A detailed discussion of the public interest justifications in support of the application, indicating how the proposed transaction is consistent with the public interest, with particular regard to the relevant statutory criteria, including:

1180.6(a)(2)(i):

The effect of the transaction on inter- and intramodal competition, including a description of the relevant market (see § 1180.7). Include a discussion of whether, as a result of the transaction, there is likely to be any lessening of competition, creation of a monopoly, or restraint of trade in freight surface transportation in any region of the United States.

Please refer to the information set forth in the Original Application, incorporated herein as if reproduced herein in its entirety. In addition to the information provided in the Original Application (including without limitation, the verified statements attached thereto), and the discussions noted above in the narrative, please see (1) the attached Exhibit B, Supplemental Verified Statement of Mr. Daniel L. Fapp, Senior Vice Present, L.E. Peabody & Associates, Inc. (“Supplemental VS Fapp”), (2) the additional summary provided in the paragraphs below in this section V.2; and (3) the White Paper presented to DOJ, Exhibit C.

The Board's approval of this control application will have no adverse effect on competition for any shippers who currently use NPBL. Even if one focuses narrowly on intermodal rail traffic to and from the POV, or even narrowly on NIT itself, the transaction will not lessen intermodal shippers competitive options in those markets in any way. They can and will have the same options to move their intermodal traffic as they have today, including: (1) through NIT, served directly by NS, (2) through NIT served directly by NPBL and indirectly by CSXT, (3) through NIT, served by CSXT via drayage to CSXT's near dock yard at Pinner's Point, (4) through the VIG, served directly by Commonwealth Railway and indirectly by CSXT and NS, (5) through VIG, served by CSXT and NS via drayage. In addition, container movements from NIT can move directly by trucks.⁵⁸ Each of these options promote competition at the POV. The transaction will not eliminate any of these options. In addition, as discussed in more detail in the Original Application, the POV itself faces robust competition from other East Coast ports. As a result, international container shippers have a myriad of competitive options so that NS's future authorized control of NPBL will not result in the substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States.

The Board has asked for information on the costs and operational efficiencies of alternative methods for the movement of containers by rail to and from NIT and VIG. This analysis is set forth in detail in the Supplemental VS Fapp; below is a short summary. In the context of this Application, it is important to keep in mind that none of these various competitive options will be affected by NS's control of NPBL. The advantages or disadvantages of each

⁵⁸ In fact, trucks have the largest market share of containers moving to/from NIT. See Original VS Fapp, at 15.

alternative result from external circumstances wholly unrelated to whether NPBL is controlled by NS or by an independent entity and approval of NS's future control of NPBL will not reduce or alter any of these competitive options.

a. NIT Terminal

(i) NS Rail. The NS train movement between NS's Portlock Yard and NIT averages 1.5 hours; once at NIT, NS trains typically remain there for three (3) to six (6) hours.⁵⁹ Therefore, the typical time span is between four and a half (4.5) hours and 7 and a half hours (7.5) between the time a train departs Portlock Yard and the time that train departs NIT. This includes traversing over one moveable bridge, the East Branch Elizabeth River Swing Bridge, but vessel traffic under that bridge is light and does not significantly impede rail use of that bridge.⁶⁰ Because NIT operates over its own rail infrastructure to access NIT, the transportation charges for rail movements in and out of NIT are integrated into NS's line hauls rates; however, there is one separate container lift fee, which is charged by POV at the cost of \$95.16 per container.⁶¹

(ii) NPBL Rail. Based on a previously proposed CSXT operating plan, NS estimates that the movement between CSXT's interchange with NPBL at Berkley Yard and NIT would take a minimum of approximately three (3) hours and a maximum of approximately eleven (11) hours.⁶² This time includes an intermediate stop at NS's Portlock Yard, where NPBL's locomotives are disconnected, moved, and reconnected prior to finishing the movement to NIT.

⁵⁹ Supplemental VS Fapp, at 10-11.

⁶⁰ Id.

⁶¹ Id., at 12.

⁶² Id., at 12 and n.34. We also requested this information from NPBL but have not yet received it.

This locomotive reconfiguration is necessary because an intermodal train coming from the NPBL Berkley Yard enters the Portlock Yard from the North and then exits North on a different track to reach NIT. This intermediate stop will be necessary regardless of whether NPBL is controlled by NS or is controlled by an independent entity.

The movement of CSXT intermodal traffic also includes moving over two moveable bridges. In addition to the East Branch Elizabeth River Swing Bridge discussed above, CSXT intermodal containers must also travel over NPBL's Belt Line Bridge. This bridge is typically in the lifted position because there is a high volume of vessel traffic and such traffic has priority over rail traffic.⁶³ NPBL will need to travel over this bridge regardless of whether NS or another entity controls NPBL.

The total per charge per container would be \$179.16, which includes the POV lift charge of \$95.16, as well as the NPBL per container switch charge of \$84.00.⁶⁴ Again, regardless of who controls NPBL, NPBL should be expected to adopt a switch rate that covers its costs, which would include a trackage rights fee paid to NS for operating over NS track.

(iii) CSXT Drayage. CSXT arranges for its containers to be moved by truck between NIT and CSXT's nearby yard, Pinner's Point. CSXT's yard, which is adjacent to the Portsmouth Marine Terminal ("PMT"),⁶⁵ is approximately 7.5 miles from NIT. Mr. Fapp has estimated that the time to travel this route by truck takes between 17.4 minutes and 29.9 minutes.⁶⁶ In 2007, the

⁶³ Id., at 12.

⁶⁴ Id., at 12-13. As discussed in the Supplemental VS, the \$210 switch charge is calculated on a per rail car basis; based on an average of 2.5 containers per rail car well, the relevant per container charge is \$84.

⁶⁵ NS did not have a yard located adjacent to PMT. PMT was previously a container terminal like NIT and VIG; however, it has been repurposed and no longer operates as a container terminal.

⁶⁶ Supplemental VS Fapp, at 17.

Norfolk City Council enacted an ordinance restricting the hours of operation for commercial trucks along a segment of the route between NIT and Pinner's Point, so that commercial trucks can only operate over the segment for the 10-hour period from 6:00 am to 4:00 pm. Of course, this restriction is wholly unaffected by whether NPBL is controlled by NS or by another entity. If CSXT (or any other entity) desires to operate trucks during the restricted period (from 4:00 pm to 6:00 am), then CSXT has two options. First, CSXT can seek a "Hauling Exception" permit from the City of Norfolk that would permit them to continue to operate over the subject route during the restricted hours. The fee for such a permit is \$315 per year.⁶⁷ It is unknown whether CSXT has tried to seek such a permit. Second, even without a permit, CSXT can use an alternative route between NIT and Pinner's Point. The estimated time to move containers by truck via this alternative route adds 18.4 to 39.0 minutes to the route.⁶⁸

Trucks have the biggest market share of the intermodal container business at POV generally (59%) and at NIT specifically (more than [REDACTED]%),⁶⁹ with over 100 trucking and brokerage companies providing services to POV. Of those 100 companies, 80 offer drayage services.⁷⁰ Over the 2021 through 2023 time period, NIT containers moved more than [REDACTED] [REDACTED] as much by truck than by rail ([REDACTED] by dray versus [REDACTED] by rail).⁷¹ Given the importance of trucking to serving POV's intermodal container market, especially at

⁶⁷ Id. at 32.

⁶⁸ Id.

⁶⁹ According to the Virginia Beach Department of Economic Development, in 2023 trucks moved 59% of Virginia Port Authority cargo, followed by rail (36%) and barge (5%). *See* Original VS Fapp, at 8; citing <https://www.yesvirginiabeach.com/business-environment/the-port-of-virginia>.

⁷⁰ Supplemental VS Fapp, at 16.

⁷¹ Id., at 23.

NIT, it is no surprise that the POV has established a highly efficient terminal trucking system. POV set a goal of 50 minutes for the duration of time a truck spends at NIT. Based on weekly averages, and excluding the time queuing to enter the facility,⁷² NIT satisfied its goal of 50 minutes an impressive 98.7% of the time for a 157-week period between January 2021 through December 2023. Including the time queuing to enter the facility and based on weekly averages, NIT still satisfied its 50-minute goal 80.3% of the time over that same period.⁷³ The transaction will do nothing to reduce the competitiveness of this truck option.

In addition, over the 2021 through 2023 time period, NS compared the NIT weekly average dwell times for containers (i.e., the time a container spends at the terminal) that are moved by truck versus containers that are moved by rail. For export moves, the container dwell time measures the time between the container entering NIT (whether by rail or dray) and being loaded on a ship; for import moves, the container dwell time measures the time between the container being offloaded from a ship to exiting NIT (whether by rail or dray).⁷⁴ Although for imports, NIT rail containers typically had shorter weekly average dwell times, the same was not true for exports. Exported NIT *dray* (trucked) containers showed *significantly shorter* weekly average dwell times than rail containers 99.4% of the time. During that time period, the average weekly dwell time for dray containers at NIT was 21% lower than for rail containers. In other words, NIT containers being exported by truck moved more quickly and efficiently than those being moved by rail.⁷⁵ The transaction will not reduce the competitiveness of this truck option.

⁷² The queuing time was only 4.5 minutes in 2023, significantly down from 2021 and 2022, which was 7.1 minutes and 7.0 minutes, respectively. Id., at 20.

⁷³ Id.

⁷⁴ Id., at 22.

⁷⁵ Id., at 23.

There are two lift charges associated with a CSXT dray movement—one at Pinner’s Point and one at POV. The lift charge at the POV is billed directly to the ocean carrier as part of the movement, so that charge is not incurred by CSXT.⁷⁶ NS could not find any public information regarding the lifting charge CSXT incurs at Pinner’s Point, but based on a 2021 study, NS estimates that a reasonable charge would be \$50 to remove and place a container from and to a rail car. The normal drayage fee POV charges is \$130 per container, but POV subsidizes this fee by half, so the drayage fee paid by CSXT is only \$65.⁷⁷ Accordingly, the total charge CSXT pays per container for drayage (including the one lift charge estimated at \$50) is \$115 per container.⁷⁸ Because of the POV subsidy, the cost to dray is significantly cheaper than the cost to use NPBL, which is why CSXT has been opting to use drayage instead of NPBL rail. The transaction will not reduce the competitiveness of the CSXT/truck (dray) move to/from NIT.

Simply because the NPBL switching rate is more than this subsidized CSXT/dray rate does not mean that CSXT has been the “victim” of some anticompetitive action by NS/NPBL nor does it mean that it has been foreclosed from directly serving NIT. It has not. CSXT simply does not like the rate that NPBL needs to charge in order to cover its costs and comply with its founding principles. If the POV wants to subsidize drayage however it sees fit, that decision by POV does not entitle CSXT to demand a lower rate from NPBL, especially when that lower rate for just intermodal container traffic is contrary to the fundamental foundations of the NPBL’s charter and would require NPBL to increase its rate for non-intermodal shippers. STB’s

⁷⁶ Id., at 23.

⁷⁷ Id., at 24.

⁷⁸ Id., at 25.

authorization of NS control of NPBL will not result in any reduction in intermodal shipper's ability to use a CSXT/dray move.

b. VIG Terminal

(i) CWRY Rail. CWRY's public tariff switch rate for all intermodal equipment between CWRY's Suffolk Marshalling Yard and VIG is \$225 per car well (loaded or empty). However, NS has a private contract rate with CWRY and CSXT has publicly stated it does as well. NS is not privy to the switch rate privately negotiated between CSXT and CWRY or what that rate entails. As noted in more detail in the Supplemental VS Fapp, NS's switch rate is between [[REDACTED]] per container, depending on volumes, and these rates are adjusted annually via a standard industry index. This switch rate also includes a fuel surcharge. For April 2025, the total fees NS paid to CWRY was \$56.39 per container.⁷⁹ To access VIG, NS also pays CSXT a per car mile trackage rights fees, which equals [[REDACTED]] per container, based on NS's April 2025 car volumes.⁸⁰ In addition, both NS and CSXT incur a lift charge at VIG for the removal and placement of containers from or onto rail cars. This lift charge is set in the POV tariff and is in the amount of \$95.16. NS's total charges for access to VIG via CWRY using the public tariff rate would be \$185.16 per container; NS's total charges for access to VIG via CWRY under its private agreements with CWRY is [[REDACTED]] per container.⁸¹

(ii) NS and CSXT Drayage. NS does not use drayage for VIG container traffic. However, if NS were to do so, the distance between VIG and NS's Portlock yard is 18 miles.

⁷⁹ Id., at 29.

⁸⁰ Under CSXT's twisted logic, perhaps NS should request CSXT to lower that trackage rights free and if CSXT refuses, NS should claim it is a "victim" of CSXT's efforts to foreclose it from effectively serving VIG. Perhaps NS should bring a terminal trackage rights case?

⁸¹ Id., at 30-.

Mr. Fapp estimates that the travel time between those two locations would range from 25 to 40 minutes. Similarly, it does not appear that CSXT uses drayage for VIG containers, but the distance to dray containers between VIG and CSXT's Pinner's Point would be 4.1 miles. Mr. Fapp estimates that the dray travel time for this route would be 12.1 to 15.0 minutes. Although, as discussed above, POV subsidizes CSXT's drayage moves from NIT to Pinner's Point, it is unknown if such subsidy also would apply if CSXT were to utilize drayage at VIG. Without such a subsidy, drayage movements for CSXT would include a \$130 per container dray fee, plus an estimated \$50 lift fee at Pinner's Point for a total per container charge of \$180.⁸²

3. Section 1180.6(a)(2)(ii):

The financial consideration involved in the proposed transaction, any economies, to be affected in operations, and any increase in traffic, revenues, earnings available for fixed charges, and net earnings, expected to result from the consummation of the proposed transaction.

Section 1180.6(a)(2)(iii):

The effect of the increase, if any, of total fixed charges resulting from the proposed transaction.

Section 1180.6(a)(2)(iv):

The effect of the proposed transaction upon the adequacy of transportation service to the public, as measured by the continuation of essential transportation services by applicants and other carriers.

Section 1180.6(a)(2)(v):

The effect of the proposed transaction upon applicant carriers' employees (by class or craft), the geographic point where the impact will occur, the time frame of the impact (for at least 3 years after consolidation), and whether any employee protection agreements have been reached.

Please refer to the information set forth in the Original Application, incorporated herein as if reproduced herein in its entirety. See Application, at 39-40.

4. Section 1180.6(a)(2)(vi):

The effect of inclusion (or lack of inclusion) in the proposed transaction of other railroads in the territory, under 49 U.S.C. 11324.

⁸² Id., at 31.

There is no basis for including another railroad in the control approval because such approval will not adversely affect the ability of any other carrier to provide essential services.

5. Section 1180.6(a)(3):

Any other supporting or descriptive statements the applicant deems material.

In addition to the Supplemental VS Fapp, attached hereto, please refer to the Original VS Fapp and the Verified Statement of Mr. Michael McClellan, Senior Vice President, and Chief Strategy Officer at NS (“VS McClellan”), both of which are incorporated herein from the Original Application as if reproduced herein in their entirety. See Application, at 40.

6. Section 1180.6(a)(4):

An opinion of applicants’ counsel that the transaction meets the requirements of the law and will be legally authorized and valid if approved by the Board. This should include specific references to any pertinent provisions of applicants’ bylaws or charter or articles of incorporation.

Section 1180.6(a)(5):

A list of the State(s) in which any part of the property of each applicant carrier is situated.

Section 1180.6(a)(6):

Map (exhibit 1). Submit a general or key map indicating, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.**1180.6(a)(7)(i):**
Describe the nature of the transaction (e.g., merger, control, purchase, trackage rights), the significant terms and conditions, and the consideration to be paid (monetary or otherwise).

1180.6(a)(7)(ii):

Agreement (exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction. In addition, parties to exempt trackage rights agreements and renewal of agreements described at § 1180.2(d)(7) must submit one copy of the executed agreement or renewal agreement with the notice of exemption, or within 10 days of the date that the agreement is executed, whichever is later.

1180.6(a)(7)(iii):

If a consolidation or merger is proposed indicate: (A) The name of the company resulting from the consolidation or merger; (B) the State or territory under the laws of which the consolidated company is to be formed or the merged company is to file its certificate of amendment; (C) the capitalization proposed for the resulting company; and (D) the amount and character of the capital stock and other securities to be issued.

1180.6(a)(7)(iv):

Court Order (exhibit 3). If a trustee, receiver, assignee, or personal representative of the real party in interest in an applicant, submit a certified copy of the order, if any, of the court having jurisdiction, authorizing the contemplated action.

1180.6(a)(7)(v):

State whether the property involved in the proposed transaction includes all the property of the applicant carriers, and, if not, described what property is included in the proposed transaction.

1180.6(a)(7)(vi):

Briefly describe the principal routes and termini of the lines involved, the principal points of interchange on the routes, and the amount of main-line mileage and branch line mileage involved.

1180.6(a)(7)(vii):

State whether any governmental financial assistance is involved in the proposed transaction and, if so, the form amount, source, and application of such financial assistance.

1180.6(a)(8):

Environmental data (exhibit 4). Submit information and data with respect to environmental matters prepared in accordance with 49 CFR part 1105. In major and significant transactions, applicants shall, as soon as possible, and no later than the filing of a notice of intent, consult with the Board's Office of Environmental Analysis for the proper format of the environmental report.

Please refer to the information set forth in the Original Application, incorporated herein as if reproduced herein in its entirety. See Application, at 40-43.

7. Section 1180.6(c):

Submit the information specified in paragraphs (b)(3), (b)(5), (b)(6), (b)(7), and (b)(8) of this section.

Pursuant to the Board's decision served March 14, 2025, the Board has waived the requirements under Section 1180.6(c), with respect to Sections 1180.6(b)(3), (b)(6), (b)(7) and (b)(8). With respect to Section 1180.6(b)(5), NS presents no additional issues as relevant to this control proceeding.

**8. Section 1180.7(a) and (c):
Market Analysis**

Please refer to the information set forth in the Original Application, incorporated herein as if reproduced herein in its entirety. In addition to the Original Application, please refer to (1) the attached Supplemental VS Fapp; (2) the White Paper provide to DOJ; (3) two years of traffic tapes for NPBL included in Mr. Fapp's Supplemental VS; (4) a list of the top 10 NPBL customers for the past five years, including volumes moved by each customer, also included in Mr. Fapp's Supplemental VS; and (5) the additional summary provided in the following paragraph of this Section V.8.

CSXT has claimed that NS used its control of NPBL to impose a 2010 switch rate that had an exclusionary effect on CSXT's ability to handle intermodal traffic through the Port of Virginia. However, the waybill numbers provided by the Board tell a vastly different story. For the three years *prior* to 2010, CSXT had captured only between [REDACTED]% and [REDACTED]% of the rail container movements through the Port of Virginia. In the three years *following* 2010 after the increase took effect, CSXT's share of the rail container market jumped to [REDACTED]%. And in the subsequent years, CSXT's share of the rail market steadily grew, reaching a high of [REDACTED]% in 2021.⁸³ For the years 2021 through 23, CSXT averaged [REDACTED]% of all rail container movements through the POV, and NS averaged [REDACTED]%. In fact, in the years following 2010,

⁸³ See Supplemental VS Fapp, Table 1, at 3.

CSXT growth in the rail container market in the POV *dramatically exceeded* NS's growth. From 2011 through 2023, CSXT's percentage of this traffic increased by over [[REDACTED]]%.⁸⁴ In contrast, NS growth in this market over the same time period increased by a decidedly more modest amount of [[REDACTED]]%.⁸⁵ If NS was using its control of NPBL to impede, frustrate, eliminate, or substantially lessen CSXT's competitiveness at NIT, it did a very poor job! Furthermore, given NS's commitments to not changing NPBL's foundational principles, it is clear that NS's control of NPBL will not result in the substantial lessening of competition, creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States.

All of these numbers tell a hugely different story than the one spun by CSXT. The adoption by NPBL of the 2010 switch rate did not trigger a period of CSXT decline and exclusion in the rail container market at NIT or at POV as a whole. In contrast, post-2010 marked a tremendous period of CSXT growth and competition in that market. Approval of this application, along with NS's commitments to ensure NPBL's rates continue to be cost-based and uniform, consistent with the 1897 Agreement, will not impact any intermodal shippers' ability to choose CSXT service at NIT, VIG, or any other East Coast port.

**9. Section 1002.2(f):
Filing fee.**

⁸⁴ In fact, at VIG, the number of CSXT containers originating in the years 2021 through 2023 at VIG were *two to almost three times* the number of NS containers, and the total number of CSXT originating and terminating containers at VIG substantially exceeded the corresponding number of NS containers. And, at NIT, CSXT steadily grew its share of business over from 2010 through 2021. (Based on the dramatic increase in CSXT's market share at VIG during the years of 2021 through 2023, it appears some of CSXT container traffic moved from NIT to VIG in 2022 and 2023.)

⁸⁵ See Application at 43.

The remainder of the filing fee applicable for a significant transaction has been provided with this filing via pay.gov.

CONCLUSION

In 1982, NS, NPBL and CSXT all assumed NS had obtained authority to control NPBL. CSXT raised no objections before the ICC then. In 1989, CSXT expressly acknowledged and contractually agreed to NS's majority ownership of NPBL. Then, for almost 30 years thereafter, CSXT never argued that NS had unauthorized control of NPBL. Nobody knew NS's control was unauthorized until 2022. NS is trying to remedy that unauthorized control by this Application.

CSXT continues to object to NS's control. Why? Because CSXT does not like the rate NPBL adopted in 2010, but that rate was based on the foundational principles of the 1897 NPBL formation agreement, which existed long before NS acquired majority ownership of NPBL. That rate does not even cover NPBL's current costs; yet alone return a dividend to its shareholders. But CSXT wants to jettison the foundational principles and have NPBL adopt a special rate that applies only to CSXT intermodal traffic. This is the opposite of neutrality and non-discrimination. Furthermore, the rate CSXT wants NPBL to adopt would actually require NPBL to *increase* the rate it charges other non-intermodal shippers just to breakeven. Of course, CSXT always has the option to lower its own division requirement to make the CSXT/NPBL rate more competitive to NS's rate or to drayage.

In contrast, NS is committed to not using its authorized control of NPBL to change the foundational principles. Shippers will continue to have one, non-discriminatory rate that is cost-based. Only NS's control guarantees that shippers, and CSXT, will have access to NIT and other NPBL served locations at a uniform, cost-based rate. Only NS's continued control maintains competitive options for all shippers.

Authorizing NS continued control changes nothing. Due to changes in market conditions, changes that occurred after NS took control of NPBL, shippers of international containers today have multiple transportation options, including NS direct at NIT, CSXT via NPBL, drayage to CSXT's yard, CSXT and NS at VIG, and trucking, which holds the largest market share. And if they are unhappy with the service options offered at POV, they can use alternative East Coast ports like Baltimore or New York/New Jersey, among others. NS's control of NPBL changes none of those options.

CSXT's objections to NPBL's pricing principles do not justify regulatory intervention. The focus is not the impact on CSXT, but on impacts to shippers' competitive options. Judged by that statutory standard and focus, the STB's approval of NS's control of NPBL will not result in any reduction in any existing competitive options available to shippers. Let alone a reduction in competition that is both substantial and likely. It likewise will not create a monopoly or restrain freight transportation for international containers to/from the POV or the East Coast ports. It is time to move past CSXT's rhetoric and acknowledge the reality of a market rich with options.

NS has complied with all of the requirements of the Board's March 14, 2025 decision. It has provided the requested information. The Board should accept NS's Application and promptly issue a procedural schedule as requested by NS.

Respectfully submitted,

/s/ William A. Mullins

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Attorneys for Norfolk Southern Corporation
and Norfolk Southern Railway Company

June 13, 2025

SIGNATURE OF APPLICANTS' OFFICER
49 C.F.R. 1180.4(c)(2)(i)

I, Joseph H. Carpenter IV, declare under penalty of perjury that I am Vice President Law of Norfolk Southern Corporation (NSC) and Vice President of Norfolk Southern Railway Company (NS). I am duly authorized to sign, to verify, and to file this Supplement and Perfection of Application on behalf of NCS and NS. The statements in this Supplement and Perfection of Application are true and correct to the best of my knowledge and belief.



Joseph H. Carpenter IV

Executed on: June 11, 2025

CERTIFICATE OF SERVICE

I certify that on June 13, 2025, in keeping with 49 CFR §1114.21(f), I have caused to be served a copy of the foregoing Supplement and Perfection of Application upon each Party of Record in this Proceeding and the Secretary of Transportation and the Attorney General of the United States, as directed in the March 14, 2025 decision.

/s/ William A. Mullins
William A. Mullins

Attorney for Norfolk Southern Corporation
and Norfolk Southern Railway Company

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36836

**NORFOLK SOUTHERN CORPORATION
NORFOLK SOUTHERN RAILWAY COMPANY
—ACQUISITION OF CONTROL—
NORFOLK & PORTSMOUTH BELT LINE RAILROAD COMPANY**

SUPPLEMENT AND PERFECTION OF APPLICATION

EXHIBIT A

VERIFIED STATEMENT OF THOMAS ZOELLER

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

DOCKET NO. FD 36836

**NORFOLK SOUTHERN RAILWAY COMPANY
– ACQUISITION OF CONTROL –
NORFOLK & PORTSMOUTH BELT LINE RAILROAD COMPANY**

VERIFIED STATEMENT OF THOMAS E. ZOELLER

VERIFIED STATEMENT
OF THOMAS E. ZOELLER

My name is Thomas E. Zoeller. I am the General Counsel for Markets and Regulation in the Law Department of the Norfolk Southern Corporation (NSC). My business address is 1 Constitution Avenue, N.E., Washington, D.C. 20002.

The Markets and Regulation practice group supports NSC and its operating entity, Norfolk Southern Railway Company (NSR), providing legal advice on matters related to the Federal government oversight (including that of the Surface Transportation Board (STB) of the company as a Class 1 freight railroad. Among our internal clients at NSC, the group supports the Interline services team. That team generally manages the relationship of NSR with the many NSR operating subsidiary and affiliated companies, including the Norfolk & Portsmouth Belt Line Railroad Company (NPBL).

When required, a member of our team may serve in the role as the shareholder representative for NSC in the annual shareholder meeting of the NPBL. Such was the case for the annual NPBL shareholder meeting that occurred on April 2, 2025. During the April 2nd meeting, I held the proxy of NSC and participated in the shareholder meeting on behalf of NSC.

Prior to the April 2 meeting, the CSX Transportation (CSXT) shareholder representative submitted a proposal for revising the governance of the NPBL. This proposal provided for the NPBL Board of Directors to consist of five directors, with two directors appointed by the NSC, two directors appointed by CSXT, and one independent director appointed by the Virginia Port Authority. The CSXT governance proposal also required that each shareholder company propose qualified individuals who are independent of both NSR and CSXT to replace certain NPBL management officials. Included with the CSXT proposal was a definition of what would permit an individual to be considered as “independent” director. That definition of an independent director was also the basis for the definition of what CSXT proposed would be an independent NPBL official.

During the consideration of the CSXT proposal, I inquired whether Mr. Cannon Moss, the current president of NPBL and a member of the Board of Directors, would be considered “independent” by the terms of the proposal. The CSXT shareholder representative replied that, because he was more than 10 years out from his previous employment with a shareholder company or affiliate, Mr. Moss would be considered an “independent” board member.

VERIFICATION

I, Thomas E. Zoeller, declare under penalty of perjury that I am authorized to make this verification on behalf of Norfolk Southern Corporation and Norfolk Southern Railway Company, and that the information included in the foregoing statement is true and correct to the best of my knowledge and belief.

A handwritten signature in black ink that reads "Thomas E. Zoeller". The signature is fluid and cursive, with a long horizontal line extending from the end of the name.

Thomas E. Zoeller
General Counsel for Markets and Regulation
Norfolk Southern Corporation

Dated: 13 June 2025

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36836

**NORFOLK SOUTHERN CORPORATION
NORFOLK SOUTHERN RAILWAY COMPANY
—ACQUISITION OF CONTROL—
NORFOLK & PORTSMOUTH BELT LINE RAILROAD COMPANY**

SUPPLEMENT AND PERFECTION OF APPLICATION

EXHIBIT B

SUPPLEMENTAL VERIFIED STATEMENT OF DANIEL FAPP

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36836

)
)
) **Norfolk Southern Corporation**
) **Norfolk Southern Railway Company**
) **– Acquisition of Control –**
) **Norfolk & Portsmouth Belt Line**
) **Railroad Company**
)
)

Supplemental Verified Statement

of

Daniel L. Fapp
Senior Vice President

L. E. Peabody & Associates, Inc.
ECONOMIC CONSULTANTS

On Behalf Of

Norfolk Southern Railway Company

Due Date: June 13, 2025

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LIST OF EXHIBITS

Exhibit No.	Exhibit Title
(1)	(2)
DLF-4 ¹	Rail Container Movements Through Port of Virginia- 2007 Through 2023
DLF-5	Containers Originated and Terminated at the Port of Virginia Stations With and Without Intramodal Competition - 2017 Through 2023
DLF-6	Schematic of POV Terminal Facilities
DLF-7	Rail Container Movements Through the NIT – 2017 Through 2023
DLF-8	Identification of NPBL’s Top 10 Customers In Last Five Years
DLF-9	Port of Virginia Weekly Metrics - NIT Gate Transactions
DLF-10	Port of Virginia Weekly Metrics - NIT Truck Reservation Statistics
DLF-11	Port of Virginia Weekly Metrics – Gate and Rail Dwell Time
DLF-12	Rail Container Movements Through the VIG – 2017 Through 2023

¹ Exhibits DLF-1 through DLF-3 were included in my Opening Verified Statement filed February 14, 2025 in this Docket.

I. INTRODUCTION

My name is Daniel L. Fapp, and I am a consultant and Senior Vice President of L. E. Peabody & Associates, Inc., an economic consulting firm that specializes in solving economic, transportation, marketing, financial, accounting and fuel supply problems. I am the same Daniel L. Fapp that submitted an Opening Verified Statement in Surface Transportation Board (“STB” or “Board”) Docket No. FD 36836, *Norfolk Southern Corporation/Norfolk Southern Railway Company —Acquisition of Control— Norfolk & Portsmouth Belt Line Railroad Company* on February 14, 2025 (“Opening VS”). A copy of my credentials was included as Exhibit No. 1 to my Opening VS.

I was requested by Counsel for the Norfolk Southern Corporation and Norfolk Southern Railway Company² (collectively “NS”) to supplement and update my prior analysis in order to provide the information requested by the STB’s decision in STB No. FD 36836, *Norfolk Southern Corporation and Norfolk Southern Railway Company—Acquisition of Control— Norfolk & Portsmouth Belt Line Railroad Company*, served March 14, 2025 (“*March 14, 2025 Decision*”) and to focus specifically on the transportation costs of service and efficiencies for transporting intermodal container traffic moving to and from the Norfolk International Terminal (“NIT”) and the Virginia International Gateway Terminal (“VIG”) located in Hampton Roads, Virginia. Counsel also asked me to evaluate the impact on the Norfolk & Portsmouth Belt Line’s (“NPBL”) financial position if NPBL were to provide preferential pricing on container movements transported by NPBL to interchange with the CSX Transportation, Inc. (“CSXT”) and to calculate the current percentage of rail intermodal container traffic moving to and from Port of Virginia (“POV”) terminals located in Hampton Roads.

² Norfolk Southern Railway Company is a wholly owned subsidiary of Norfolk Southern Corporation, a non-carrier holding company.

The results of my analyses are summarized in the remainder of this Supplemental Verified Statement (“Supplemental VS”) under the following topical headings:

- II. Port of Virginia Intermodal Traffic
- III. Transportation from NIT
- IV. Transportation from VIG
- V. Financial Impact on NPBL

II. PORT OF VIRGINIA INTERMODAL TRAFFIC

The POV historically operated three (3) intermodal terminals in Hampton Roads. NIT is the POV’s largest container terminal with direct rail access provided by NS and NPBL and indirect rail access by CSXT through drayage and interchange with NPBL. VIG, formerly APM Terminals Virginia, is a private container terminal currently leased and operated by POV through 2030.³ Rail access at VIG is provided by CSXT and NS through operating and trackage rights agreements with the Commonwealth Railway (“CWRV”). The Portsmouth Marine Terminal (“PMT”) operated as a container terminal until 2010, when operations were transferred to VIG.⁴ The PMT terminal was reactivated for container and other cargo operations in September 2014 and continued transporting intermodal traffic through 2020 when it began conversion to a terminal supporting the Mid-Atlantic’s growing offshore-wind energy industry.⁵ Rail access to PMT is provided by CSXT as well as NS (via NPBL). If market conditions are warranted and after the replacement of required infrastructure⁶, PMT could be reconverted to an intermodal terminal.

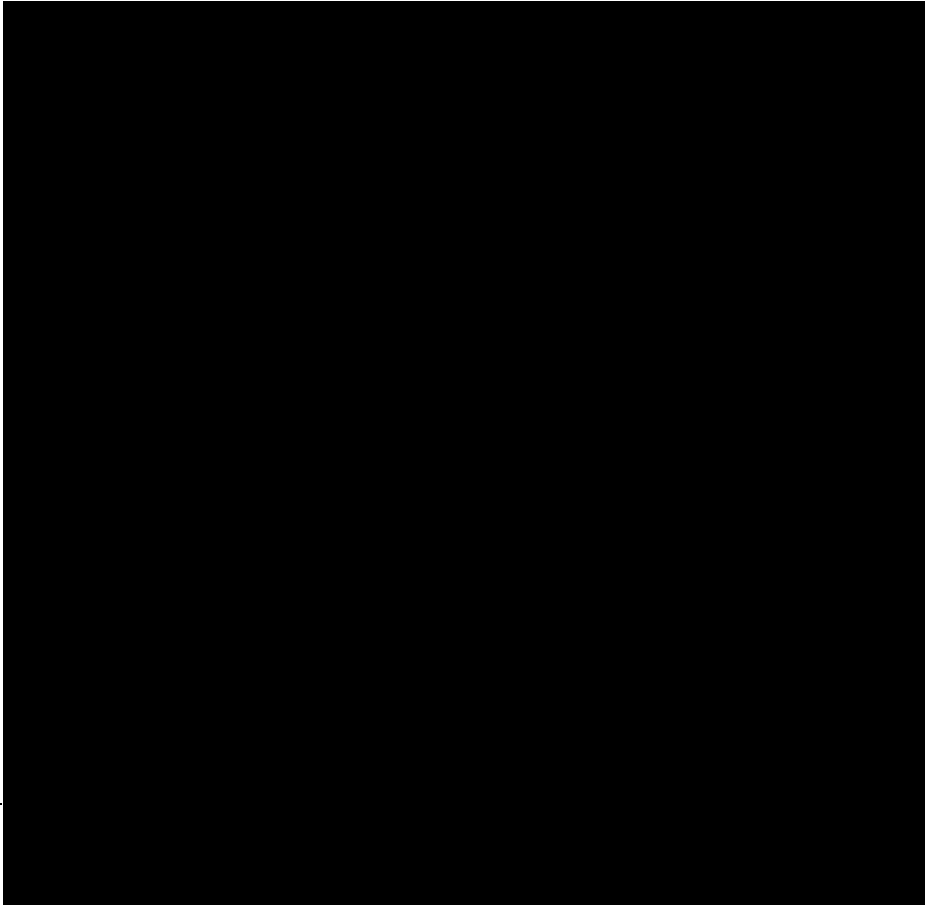
³ See, “Master Rail Plan for The Port of Virginia (SJR 69, 2014)”, Report of the Office of Intermodal Planning and Investment, 2015 (“Master Rail Plan”) at page 8.

⁴ *Id.*

⁵ See, <https://www.portofvirginia.com/who-we-are/newsroom/creation-of-the-mid-atlantics-offshore-wind-logistics-hub-moves-forward-at-the-port-of-virginia/>.

⁶ The PMT utilized six (6) gantry cranes to transfer containers and other break bulk from ships to the quay. These cranes were removed as part of the redevelopment of the terminal. See, <https://hamptonroadsalliance.com/wp-content/uploads/2020/11/Portsmouth-Marine-Terminal-Roadmap.pdf>

NS historically moved the majority of intermodal traffic through POV, which began to change in 2012 when CSXT began transporting more containers to/from POV terminals. As shown in Exhibit __DLF-4,⁷ and summarized in Table 1 below, CSXT's total volume of intermodal traffic moving through POV has increased significantly since 2007.

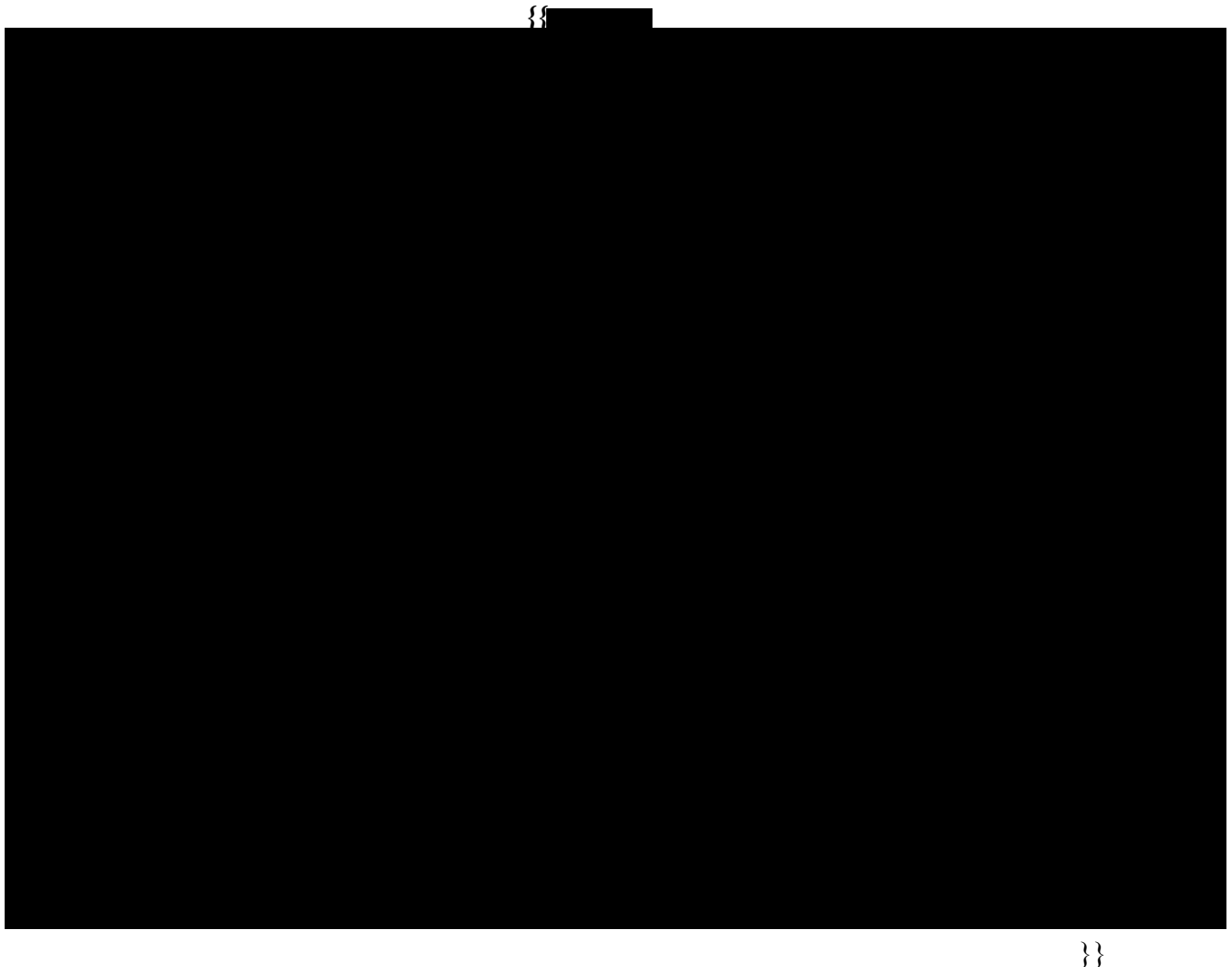
Table 1	
	
Source: Exhibit __DLF-4.	

As shown in Table 1 above, CSXT's container traffic grew at a rapid pace between 2007⁸ and 2023.

⁷ Exhibits DLF-1 through DLF-3 were included in my Opening Verified Statement filed February 14, 2025 in this Docket.

⁸ It was in late 2007 that the City of Norfolk introduced some significant restrictions on daytime truck operations over Hampton Boulevard, an important artery for movement between the CSXT yard and the POV terminals. I discuss this further below.

Figure 1 below also displays the significant increase in CSXT traffic through POV, including CSXT's percentage of market share of total POV intermodal traffic.



As shown in Figure 1 above, CSXT's market share of POV traffic increased from a low of {{ [REDACTED] }} percent in 2008 to over {{ [REDACTED] }} percent by 2021.

CSXT developed a very effective competitive response to NPBL's 2010 rate increase, which CSXT says foreclosed them from effectively serving NPBL via an all rail move.⁹ As Figure 1 demonstrates, once CSXT implemented dray movements from NIT, and increased its use of

⁹ See, Plaintiff CSXT Transportation, Inc.'s *Motion For Injunctive Relief And Proposed Findings Of Fact And Conclusions Of Law* filed January 12, 2023 at page 45.

PMT and VIG, it substantially increased its market share for POV traffic. Obviously, NPBL's rate increase did not result in a substantial lessening of competition but actually caused a pro-competitive response. This should not be surprising given the intense competitive nature of intermodal traffic, the significant transportation options available to shippers of international containers at POV, and the intense competition between the various East Coast Ports.

With respect to POV, most of the intermodal traffic moving to and from the POV terminals is originating or terminating in traffic lanes served by both CSXT and NS. Exhibit __DLF-5 shows that on average over {{[REDACTED]}} percent of the containers moving in and out of POV during the 2017-2023 time period moved on traffic lanes served by both CSXT and NS.¹⁰ This fact shows that there is intense competition between CSXT and NS for POV traffic and that NPBL's rate increase in 2010 has not hampered CSXT's ability to effectively and intensely compete for POV traffic.

Over {{[REDACTED]}} percent¹¹ of the intermodal traffic that moves through POV and for which NS and CSXT compete, originates or terminates from four (4) Midwestern metropolitan areas; Chicago, IL, Louisville, KY,¹² Columbus, OH and Cincinnati, OH.¹³ NS transports significantly more containers to and from these locations than CSXT for two (2) primary reasons, which are not related to NS's majority ownership and control of the NPBL.

First, CSXT historically emphasized shipments through the Ports of New York/New Jersey ("PONY/NJ") rather than POV. CSXT gained access to PONY/NJ through its joint acquisition with NS of Conrail.¹⁴ In that transaction, CSXT also acquired the former Conrail "Water Level

¹⁰ See, e-workpaper "Exhibit __DLF-5.xlsx."

¹¹ *Id.*

¹² Louisville also includes Appliance Park, KY, a 750-acre manufacturing facility located in Louisville, KY.

¹³ Cincinnati also includes Sharonville, OH a suburb of Cincinnati.

¹⁴ See, STB Finance Docket No. 33388, *CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company --Control And Operating Leases/Agreements-- Conrail Inc. And Consolidated Rail Corporation*, 3 STB 196 (1998).

Route” between New York and Saint Louis.¹⁵ The “Water Level Route” serves as an highly efficient double-stack route between Midwestern cities and the New York metropolitan area and provides CSXT a competitive advantage on NS over routes between PONY/NJ and the Midwest for intermodal shipments.¹⁶ CSXT officials boasted that CSXT would take on NS’s routing of containers through POV to Midwestern cities by out-competing them on movements to/from the same locations from PONY/NJ.¹⁷

Second, while CSXT focused on its intermodal routes between the Midwest and PONY/NJ, NS continued to rely upon its historic traffic base in Hampton Roads. The Hampton Roads’ ports provided NS access to intermodal traffic using the deep-water ports at POV, but the growth of NS’s intermodal business was hampered by a lack of easy double-stack intermodal access to the Midwest, and competition with the CSXT double-stack intermodal route to and from PONY/NJ over the Water Level Route. This situation began to change in 2000 when NS initiated a series of major capital investments along its network to increase the growth of its intermodal business out of POV. Known as the “Heartland Corridor” Project, the initiative turned what was primarily a coal transportation corridor through eastern Virginia and the states of West Virginia and Ohio into a multi-use corridor. The project entailed increasing the clearances on 29 tunnels and removing other obstacles in order for double-stack intermodal traffic to move between Hampton Roads and

¹⁵ See, CSX Corporation 1997 Annual Report and Form 10-K at page 57. A copy is included in my workpapers as “1997 CSX Annual Report.pdf.”

¹⁶ See, Charles V. Bagli, “Rival Railroads Agree on Conrail’s Assets,” The New York Times, April 9, 1997.

¹⁷ See, “CSX Touts Plans for NY-Midwest Rail Route,” Journal of Commerce, October 8, 2010, “You hear a lot about the Heartland Corridor. My statement is, ‘Bring them on.’ We can handle them here in New Jersey and beat them head-on, straight up every day.” CSXT continues to seek efficiencies over its Water Level Route to enhance performance from the New York area. CSXT announced it is improving its route from Maryland to the Midwest which will enable it to take a pair of manifest trains off the Water Level Route, thus improving fluidity on the Water Level Route. See, <https://www.trains.com/trn/news-reviews/news-wire/cumberland-yard-improvements-will-enable-csx-to-reroute-traffic-to-the-former-bo-main-line/>

Midwestern locations.¹⁸ The Heartland Corridor was completed in 2010 and reduced the move from POV to Chicago by over 200-miles when compared to the prior routing.¹⁹

At the same time NS was enhancing the efficiency of its route to the Midwest, CSXT's intermodal route from POV was constrained to single-stack trains due to an inability to transport double-stacked railcars along its primary route between the Midwest and POV. CSXT's primary impediment to double-stack intermodal service was tunnels along its route that limited its intermodal trains to single-stack service, including the key Virginia Avenue Tunnel in Washington, DC.²⁰ As the above demonstrates, CSXT's POV market share after 2010 was not due to an anticompetitive action by NS and NPBL or by the 2010 NPBL switching rate, but rather was due to structural deficiencies in its own routings.

It was not until 2015 that CSXT began work on replacing the Virginia Avenue Tunnel and did not complete the work until 2018. Since then, CSXT has increased its share of POV traffic. While the completion of the Heartland Corridor Project in 2010 gave NS a significant head-start on providing efficient double-stack intermodal service to Midwestern cities from POV, which contributed to NS's historic lead in intermodal market share at POV as compared to CSXT, CSXT has responded in kind. This is called competition.

III. TRANSPORTATION FROM NIT

NIT is the largest of the three (3) historic intermodal terminal facilities within POV, with a land area of 567 acres. Exhibit __DLF-6 is a schematic that shows each of the terminal facilities at POV, as well as all the serving rail facilities. NIT was originally a surplus Army base that the City of Norfolk purchased in 1965. Over the subsequent years, POV increased the number of

¹⁸ See, "Revisiting the Heartland Corridor Project 11 Years Later," American Journal of Transportation, September 13, 2021 and available at <https://www.ajot.com/premium/ajot-revisiting-the-heartland-corridor-project-11-years-later>.

¹⁹ *Id.*

²⁰ See, <https://www.csx.com/index.cfm/about-us/projects-and-partnerships/virginia-avenue-tunnel/>.

container berths and cranes at the terminal and today it is one of the largest container terminals on the East Coast of the United States. Exhibit__DLF-7 compares the originating, terminating and total CSXT and NS containers moving through NIT from 2017 through 2023.

A. RAIL ACCESS AT NIT

A 2017 report prepared by the Virginia Office of Intermodal Planning and Investment indicates that NIT is divided into three (3) major sections: the South Terminal (272 acres), North Terminal (245 acres), and the Central Rail Yard (“CRY”) (50 acres).²¹ The CRY contained 18,000 feet of working track in 2017, but this rail infrastructure was expanded beginning in 2022 as part of an \$83 million rail expansion effort.²² The project added two (2) new bundles of four (4) tracks, three (3) new gantry cranes, plus loading space to the CRY.²³ The facilities at NIT are considered on-dock facilities as they are within the terminal gates.²⁴

NIT is served operationally by both NS and NPBL. NS directly serves NIT over its Sewells Point Branch, which is part of NS’s Norfolk Terminal. NPBL serves NIT over its own track and via trackage rights over NS. Both NS and NPBL operations and associated charges are discussed below.

²¹ See, “VTrans2040: Virginia Freight Element,” Office of Intermodal Planning and Investment, October 2017 at page 3-10.

²² The Port of Virginia announced the completion of this project on August 6, 2024. See, <https://www.portofvirginia.com/who-we-are/newsroom/central-rail-yard-goes-to-work-project-creates-capacity-to-process-2-million-rail-teus-annually/> The \$83 million investment was part of the POV’s larger \$1.4 billion Gateway Investment Program and received \$20 million in funding from a federal grant and \$20 million from the Commonwealth of Virginia.

²³ See, <http://s1030794421.onlinehome.us/transportation/hrshippingrr.html>. Under Virginia Code, the POV is charged with stimulating commerce, including promoting the shipment of freight through its terminals. See, §62.1-132.3. As such, the POV would not make this investment if it led to NS reducing competition at the NIT and leading to reduced commerce for the Port.

²⁴ “On-dock rail facilities” are generally defined as those facilities that allow terminals to use their own equipment to move containers from the dock or storage area to the railcar without leaving the terminal gates. In contrast, “near-dock rail facilities” are those that require a container to be transported outside a terminal gate and transported over the local or private road system and clearing the gate of the near-dock facility. See, <https://transportgeography.org/contents/chapter6/function-of-transport-terminals/types-intermodal-terminals/>.

1. Rail Operations at NIT

According to the Master Rail Plan, NIT's rail system has a loop track configuration that allows rail traffic generally to move through the terminal in one direction. Within the terminal, the CRY and various storage tracks branch off the loop track along Railroad Avenue. Rail containers are primarily loaded and unloaded within the terminal's CRY. Port owned arrival tracks adjacent to NIT's south gate and a Port-owned marshalling yard adjacent to its north gate further support on-dock rail operations.

The Port-owned marshalling yard provides additional trackage for storing and assembly of departing trains. The marshalling yard consists of five (5) tracks, two (2) of which are reserved for NPBL access to Heidelberg Materials (formerly Lehigh Cement) and Lineage RCS Norfolk, a cold storage facility located on Pier 3.

A recently completed grade separation project at the north end of the terminal eliminated an at-grade rail crossing on the busy Hampton Boulevard, which also serves Norfolk Naval Station. The east end of the marshalling yard converges onto the Sewells Point Line which circles back to a junction with NIT arrival track lead (referred to as Quartermaster Junction). Port resources are used to move railcars between storage and working tracks, as well as the subsequent unloading and loading of containers.

a. NS Operations

NS currently has three (3) scheduled train arrivals and three (3) scheduled train departures at NIT per day based on information provided by NS. NS's Sewells Point Line currently supports an average of 10 to 15 trains per day, with slightly higher traffic closer to NS's Portlock Yard, that are primarily the intermodal trains from NIT. Several other rail-served industries are also located on the Sewells Point Line and served by NS. Chesapeake & Albemarle Railroad and the

Buckingham Branch Railroad Company (formerly the Bay Coast Railroad) traffic also travel on segments of this corridor.

NS operates over one movable bridge when moving to and from NIT. The East Branch Elizabeth River Swing Bridge is a through-truss swing bridge over the East Branch Elizabeth River. According to the Master Rail Plan, vessel traffic on this segment of the Eastern Branch is light and does not significantly impact the use of the bridge.²⁵

The two (2) Port-owned arrival tracks can be used to stage arriving NS intermodal trains until they are ready to be unloaded at the terminal. Though each track is approximately 6,600 linear feet long, the effective storage length is reduced due to at-grade crossings. Each track has two (2) storage sections (approximately 3,800 linear feet and 1,400 linear feet for a total of 5,200 feet of storage on each track) due to the Diven Street at-grade crossing, which requires an 820 linear feet clear zone when rail cars are stored on the tracks. A second at-grade crossing (Ruthven Street) is located near the east end of the arrival tracks and prevents an additional 580 linear feet on each track from being usable for storage. At the west end, the arrival tracks converge into a single track that bisects the intersection of Hampton Boulevard and Terminal Boulevard.

Loaded railcars carrying import traffic are assembled into full length trains along Railroad Avenue at the POV. Once assembled and coordinated with NS, the loaded railcars depart out the north tracks to Portlock Yard, where NS may add additional domestic cargo. Trains departing Portlock Yard will pass through Crewe, VA, where NS has a larger rail yard that is used for combining railcars from NIT and VIG. . Export operations resemble these import operations.

On average, it takes 1.5 hours for NS trains to move from its Portlock Yard to NIT based on information from NS. As indicated by NS officials, NS trains remain in NIT for three (3) to six

²⁵ See, Master Rail Plan at page 17.

(6) hours before departing back to the Portlock Yard. The NS transit times from NIT to its Portlock Yard is slightly longer than the CSXT/dray move to and from NIT as discussed below.

b. NPBL Operations

NPBL's rail system is located primarily in Portsmouth and Chesapeake, VA, with trackage rights to NS's Portlock Yard and NIT.²⁶ NPBL operates as a switching and terminal carrier and serves 24 industries on its system, in addition to serving NS and CSXT.²⁷ In the *March 14, 2025 Decision*, the Board requested that NPBL provide a list of its top-10 customers over the past five (5) years.²⁸ Exhibit ___DLF-8 contains the requested list of customers and their associated volumes by commodity type for each of the five (5) years ending in 2024.

Over the five (5) year period 2020 through 2024, 94.9 percent of the NPBL's total railcars transported came from its top-10 customers.²⁹ This includes railcars received and delivered by both NS and CSXT. While I have not yet been provided with NPBL's 2023 and 2024 Annual Reports, NPBL's 2022 Annual Report, which is included in my Opening VS workpapers, shows that for the ten-year period 2013 through 2022, NPBL interchanged on average 63.6 percent of its railcars with CSXT.³⁰ This indicates that NS is not using its majority ownership of NPBL to reduce CSXT's access to the railroad.

NPBL traffic moving to NIT passes through NPBL's Berkley Yard, which is NPBL's largest yard and serves as the connecting point with CSXT. Given the configuration of the NPBL

²⁶ See, Master Rail Plan at page 57.

²⁷ See, <https://www.npblrr.com/about-us.html>.

²⁸ See, *March 14, 2025 Decision* at page 8. Given the limitations of its information systems, NPBL was only able to provide detailed waybill data with tonnage and commodity information for 2023 shipments. Therefore, I used the 2023 NPBL provided waybill data to estimate the tonnages by commodity for the other years requested. The STB also requested in its *March 14, 2025 Decision* that NPBL provide two (2) years of traffic tape data. NPBL indicated that it switched information technology providers between 2023 and 2024, the two (2) most recent years available and therefore the information provided by the different providers was presented to me in different formats. I included in my workpapers copies of the original traffic tape files provided to me by NPBL as well as a database in which I imported the NPBL supplied data.

²⁹ See, "Exhibit ___DLF-8.xlsx," tab "Summary" which is the list of all customer carloads provided by NPBL.

³⁰ See, Opening VS workpaper "Annual Report- 2022.pdf," at page 11.

and NS lines, NPBL trains transporting intermodal railcars to NIT in trainload quantities pull into NS's Portlock Yard from the North. Once in the NS Portlock Yard, the NPBL locomotive(s) are disconnected and moved around the railcars to facilitate movement to NIT. After reconnecting to the railcars and running the required brake test, the NPBL train exits the NS Portlock Yard in a northerly direction for the movement to NIT via the Sewells Point Line.³¹

NPBL's trackage rights allow NPBL to operate over the NS rail line to NIT and through the NIT marshalling yard. NPBL enters NIT through the north end, where it may operate within the terminal and onto the arrival tracks via the south lead, excluding use of the Quartermaster Junction turnouts onto NIT arrival tracks, which are typically only used by NS intermodal trains.³²

CSXT intermodal traffic moving to the NIT over the NPBL must operate over two (2) movable bridges. In addition to operating over the NS East Branch Elizabeth River Swing Bridge discussed above, the CSXT intermodal containers also must move over NPBL's Belt Line Bridge on the Southern Branch of the Elizabeth River before reaching NPBL's Berkley Yard. The Belt Line Bridge is a single-track lift bridge which is typically left in the lifted position given the high volume of vessel traffic and Coast Guard regulations that provide vessel traffic right-of-way over rail traffic.³³

NPBL currently does not move CSXT intermodal trains to and from NIT, as CSXT has chosen to dray containers to and from NIT. Based on a proposed CSXT operating plan prepared by CSXT and shared with NPBL management, CSXT indicates it would take a minimum of three (3) hours and a maximum of eleven (11) hours to move between NPBL's Berkley Yard and NIT.³⁴

³¹ See, Master Rail Plan at page 58.

³² *Id.* at page 21.

³³ See, 33 CFR 117.997(a).

³⁴ See, the July 19, 2010 letter from John Booth, CSXT Director Joint Facilities to David Stinson, Director, President and General Manager and Donna Coleman, Director, Vice President, Comptroller and Corporate Secretary of the NPBL included in the April 12, 2021 Norfolk and Portsmouth Belt Line Railroad Company's

This includes time to traverse the movable bridge on the route, to operate over the NS-owned tracks and to relocate locomotives on the NPBL trains.

In comparison to the three (3) to eleven (11) hours CSXT estimates it would take to move intermodal trains from interchange with the NPBL to NIT, NS currently moves trains to and from NIT and Portlock yard in 1.5 hours as discussed above. The differences in delivery times to NIT is primarily due to two (2) factors. First, CSXT NIT-bound intermodal railcars must first move from NPBL's Berkely Yard to NS Portlock Yard. If NPBL has non-intermodal trains operating on this segment of track, an intermodal train will have to wait for the other train to clear before moving. Second, once at the Portlock Yard, NPBL crews must move their locomotives around the train before being ready for departure for NIT. Relocating the locomotives could take significant time depending upon track capacity at the Portlock Yard.

2. Rail Charges at NIT

In its *March 14, 2025 Decision*, the STB requested that NS provide information, as part of its Supplemental Application, on the costs of alternative approaches to transporting intermodal traffic in and out of intermodal terminals at POV, including by truck and by rail.³⁵ The Board also stated that this information will provide more insight into the nature of competition in the POV area.³⁶

Given the Board's request for insight into the cost of alternative transportation approaches for transporting containers in and out of POV by different sources to gain insight into competition,

Memorandum in Support of Motion for Summary Judgment as available on Pacer. The letter from Mr. Booth indicates that NPBL trains transporting CSXT intermodal traffic would leave the NPBL Berkely Yard and access NS Junction, a location just outside NPBL's Berkely Yard, between 18:00 and 21:00, move to the NS Portlock Yard and reposition its locomotives, before arriving at NIT between 00:00 and 05:00 the next day. Under this operating plan, the minimum transit time from NPBL's Berkely Yard to NIT is three (3) hours assuming the train leaves Berkely Yard at 21:00 hours and arrives at NIT at 0:00 and the maximum transit time is eleven hours, assuming the train leaves Berkely Yard at 18:00 and arrives at 05:00 the following day.

³⁵ See, *March 14, 2025 Decision* at page 8.

³⁶ *Id.*

I assumed the STB's request was meant to be the sum of the total charges assessed to move containers in and out of the POV terminals. With this information, it is possible to compare the end cost to users within and across different transportation modes.

a. NS Charges

NS operates directly to and from NIT over its own network, and as such its transportation charges are embedded in its line-haul rates to its customers, with one exception. The POV charges railroads a container lift fee of \$95.16 per container to remove containers from a railcar or place containers on a railcar at NIT.³⁷

b. NPBL Charges

As NS directly serves NIT, as discussed above, and CSXT is the only other Class I linehaul carrier to serve the POV, I limit this NPBL analysis to the cost incurred by CSXT. NPBL charges its customers \$210 per railcar for switching movements between industries and terminals served by the NPBL and the interchange tracks with connecting railroads.³⁸ The \$210 rate charged by NPBL is set by public tariff³⁹ and is applicable to all customers on the NPBL line pursuant to an Operating Agreement entered into by the NPBL shareholders in 1897, including predecessors in interest to NS and CSXT.⁴⁰ The \$210 per railcar rate reflects a per container charge of \$84 assuming 2.5 containers per railcar as explained on page 6 of my Opening VS.

In addition to the switching fee charged by NPBL, CSXT also incurs a \$95.16 lift charge levied by POV for moving containers to and from railcars at the terminal. Table 2 below shows

³⁷ See, Virginia International Terminals, LLC Schedule Of Rates No. 1, Effective October 1, 2024, at Item 499.

³⁸ See, Opening VS at page 2.

³⁹ See, NPBL Tariff NPB8100-J Effective February 1, 2015, Item 70, and included in my Opening VS workpapers as "NPBL Tariff 8100-J.pdf."

⁴⁰ The Operating Agreement requires that the Belt Line fix a "uniform rate" for "movement of freight cars ... regardless of distance." See, CSXT Transportation, Inc. v. Norfolk Southern Railway Company, et.al, *Defendants' Opposition to CSXT Transportation, Inc.'s Motion in Limine Regarding The Uniform Rate Provision*, filed September 2, 2022, and available on PACER.

the total combined charges to move a container from NIT to interchange with the CSXT assuming 2.5 containers per railcar.

<u>Item</u> (1)	<u>Charge</u> (2)
1. Lift Charge at NIT 1/	\$95.16
2. NPBL Switch 2/	<u>\$84.00</u>
3. Total Charge Per Container 3/	\$179.16
1/ Source: "VIT Schedule of Rates No. 1, Effective 10-1-2024.pdf."	
2/ Source: Opening VS at page 6.	
3/ Line 1 + Line 2.	

As shown in Table 2 above, the total charge to CSXT is \$179.16 per container in order to transport a container from NIT using the NPBL. These charges are significantly higher than movements by drayage between NIT and CSXT's intermodal ramp as discussed below.

B. TRUCK ACCESS

Trucks accessing NIT primarily enter and exit from Hampton Boulevard, a four-lane and six-lane thoroughfare that traverses the city of Norfolk. According to the Virginia Department of Transportation ("VDOT") statistics, annual average daily traffic ("AADT") along Hampton Boulevard and over the majority of the route from NIT to CSXT's Pinner's Point Container Yard ("Pinner's Point") is 30,000 vehicles.⁴¹ VDOT also indicated that in 2023, 95 percent of Hampton Boulevard traffic was made up of two (2) and four (4) tired vehicles reflecting the traffic volume for motorcycles, passenger cars, vans and pickup trucks.⁴²

⁴¹ See, e-workpaper "aadt_primaryinterstate_2023.xlsx." AADT is a common statistic used in roadway traffic studies and is the estimate of typical daily traffic on a road segment for all days of the week, Sunday through Saturday, over the period of one year.

⁴² *Id.*

As I stated in my Opening VS, the Virginia Port Authority (“VPA”), a state agency, lists on its website over 100 trucking and brokerage companies that serve the port terminals in various capacities, with 80 of those companies offering drayage services.⁴³ Trucking companies accessing POV terminals, including NIT, use the POV’s PRO-PASS Reservation System. POV debuted its PRO-PASS reservation system at NIT in 2018.⁴⁴ PRO-PASS is a mandatory online platform designed to distribute truck traffic evenly throughout the day, improving overall efficiency for both truckers and terminal operations. Trucking companies use PRO-PASS to schedule reservations for gate entry, selecting hourly time slots for each reservation. PRO-PASS allows NIT to “optimize gate and yard operations, reduce trucker turn-time, eliminate trouble cases, and reduce congestion within the Port.”⁴⁵

1. Dray Between NIT and Pinner’s Point

CSXT’s Pinner’s Point Container Yard⁴⁶ is a near-dock intermodal facility adjacent to the now reutilized PMT and 7.5 miles from the NIT.⁴⁷ Google Earth, a widely used mapping and

⁴³ See, Opening VS at page 8.

⁴⁴ See, workpaper “Global Trade NIT Launches Reservation System.docx.”

⁴⁵ See, workpaper “PRO_PASS_FAQ.pdf.”

⁴⁶ CSXT’s intermodal website indicates that the location of its Portsmouth Intermodal ramp is 1 Harper Avenue Portsmouth, VA 23707, which is the proximate location of the CSXT’s Pinner’s Point Container Yard. See, https://www.intermodal.com/index.cfm/channel-partners/locations-served/terminal-details/?terminal_id=47&Core=true. However, on May 30, 2025, The Delong Company, a 110-year-old diversified agricultural company, announced that it had entered into an agreement with CSXT to lease the railroad’s Pinner’s Point facility to construct and operate a transload facility. See, <https://www.wavy.com/news/first-of-two-new-agriculture-transloading-facilities-breaks-ground-in-portsmouth/>. I do not have information available to me currently to determine whether CSXT intends to stop using Pinner’s Point for drayage shipments to and from the NIT. For this Supplemental VS, I assume that CSXT will continue to dray containers between NIT and its Pinner’s Point intermodal facility as it has historically done. . If CSXT does stop using Pinner’s Point, CSXT has other options such as draying containers between NIT and VIG or working with ocean carriers to try to move the containers through other ports where CSXT may have a competitive advantage.

⁴⁷ See, Port of Virginia Request for Proposal 2021-14-VIT Drayage Services, Addendum No. 3. A copy of the document is included in my workpapers as “2021-14-VIT-Addendum-3.pdf.” There is no standard distance from an ocean terminal for an intermodal facility to be considered a “near-dock facility” or an “off-dock facility.” See, “Why Short-Haul Intermodal Rail Service Succeed.pdf” at page 190. Some within the industry use a maximum 5-mile distance to differentiate between “near-dock” and “off-dock” while other’s use 10-miles. For this VS, I consider CSXT’s Pinner’s Point facility to be near-dock.

transportation tool, shows 20 highway intersections along this route controlled by traffic lights.⁴⁸ I also used Google Earth to estimate transit times throughout the day between NIT and Pinner's Point, with the minimum transit time equaling 17.4 minutes and maximum transit time being 29.9 minutes. This compares to the three (3) to eleven (11) hour rail movement between NIT and the CSXT interchange at Berkley Yard discussed above.

The dray transit time between NIT and Pinner's Point is relatively short, but other restrictions impact the dray movements between the two (2) locations. None of these restrictions will be impacted by NS control of NPBL. In 2007, the Norfolk City Council enacted an ordinance that restricted the hours that commercial trucks could operate along Hampton Boulevard.⁴⁹ This restriction prohibits large commercial vehicles from driving or operating on Hampton Boulevard, between Terminal Boulevard and Redgate Avenue, between the hours of 4:00 p.m. and 6:00 a.m.

This restriction does not eliminate the use of trucks to move between NIT and Pinner's Point between the hours of 4:00 p.m. and 6:00 a.m. but does require drayage companies to apply for a City of Norfolk hauling exception or use more circuitous routes.

Drayage companies are able to apply for a "Hauling Exception" permit that provides access to "Hampton Boulevard, between Terminal Boulevard and Redgate Avenue, between the hours of 4:00 pm and 6:00 am."⁵⁰ According to the City of Norfolk's public works permit fees, a one year "Exception (Restricted Road)" hauling permit is \$315 per vehicle.⁵¹ Drayage companies can also operate between NIT and Pinner's Point using Interstates 64 and 264, however, this routing

⁴⁸ I only included the miles between NIT and CSXT's Yard as NS indicated that it does not dray containers between NIT and its Norfolk intermodal facility.

⁴⁹ See, "Norfolk Announces Enforcement of Truck Restrictions," published in The Virginia Pilot, on November 13, 2007. <https://www.pilotonline.com/2007/11/13/norfolk-announces-enforcement-of-truck-restrictions/>

⁵⁰ See, workpaper "City of Norfolk PW Hauling Permit Application -6-4-16.pdf."

⁵¹ See, workpaper "City of Norfolk Public Works Permit Fees-7-01-18.pdf."

increases the miles traveled from 6.7 miles to 33.6 miles and increases the movement time from a minimum of 18.4 minutes to 39.0 minutes.

CSXT has been able to use drayage between NIT and its Pinners Point intermodal yard to increase its market share of rail intermodal traffic at NIT and provide a competitive alternative to NS. As shown in Exhibit ___DLF-5, CSXT transported only {{[REDACTED]}} containers in 2008, which was only {{[REDACTED]}} percent of the rail containers moved through NIT.⁵² By 2021, CSXT's market share increased to {{[REDACTED]}} percent of the NIT rail containers.⁵³ This increase occurred during the time in which NS had majority ownership and control of NPBL.

2. Truck Operations Within NIT

Trucking efficiencies are customarily measured on multiple factors. These factors include, but are not limited to, transit times, fuel efficiency, load factors and accident rates.⁵⁴

POV provides a publicly available "Weekly Metrics" summary that is a four (4) page document that includes various port statistics for NIT and VIG. The weekly metrics provide insight into operational performance across all POV terminals. Among other items, the POV's weekly summary includes the following metrics for NIT:

- 1) NIT Gate Transactions;
- 2) NIT Truck Reservation Statistics;
- 3) NIT Gate Containers and Dwell; and
- 4) NIT Rail Containers and Dwell.

⁵² {{[REDACTED]}}

⁵³ {{[REDACTED]}}

⁵⁴ See, for example <https://triumph.io/blog/carrier/trucking-fleet-utilization-how-to-measure-your-fleets-efficiency/>, <https://www.linkedin.com/advice/1/what-most-effective-ways-measure-trucking-lside>, <https://vhubapp.com/blog/trucking-fleet-trailer-utilization-how-to-measure-your-fleets-efficiency/>.

I summarized the POV weekly metrics for January 2021 through December 2023 for the four (4) NIT categories discussed above.⁵⁵ The four (4) NIT weekly metric categories are discussed in more detail below.

a. NIT Gate Transactions and Turn Times

POV reports “NIT Gate Transactions” and includes the following weekly data:⁵⁶

- 1) Gate Transactions – The total number of trucks entering and exiting NIT for a given week;
- 2) Traditional Turn Time – The weekly average time a truck spends within the terminal, i.e., the time from when a truck enters the terminal to when a truck exits the terminal, and excludes the time spent queuing outside the gate before entry;
- 3) Expanded Turn Time – The weekly average time a truck spends within the terminal, as well as the time a truck spends queuing before entering the terminal;
- 4) Single Move Turn Time – The weekly average time a truck spends within the terminal when completing one primary transaction, i.e., the time it takes to deliver an export container or the time it takes to pick up an import container;⁵⁷
- 5) Dual Move Turn Time – The weekly average time a truck spends within the terminal when completing two (2) distinct transactions within the terminal, i.e., the time it takes to deliver an export container and subsequently pick up an import container; and
- 6) Turn Time Goal – The target duration for the time a truck spends at NIT.

POV sets a Turn Time Goal of 50 minutes for all turn types listed above in order to measure the level of efficiency within the POV terminals.⁵⁸ NIT reported 2.1 million gate transactions of all types during the 157-week period between January 2021 through December 2023. Looking at Traditional Turn Time statistics over the 157-week period, NIT met its Turn Time goal of 50

⁵⁵ See, Exhibit__DLF-9, Exhibit__DLF-10 and Exhibit__DLF-11.

⁵⁶ POV does not provide a formal definition of each statistic. I developed these definitions based on the POV reports and discussion of the metrics in its weekly reports.

⁵⁷ “Export” indicates a container that is moved to the POV for placement on a ship. “Import” indicates a container that arrived on a ship at the POV.

⁵⁸ POV does not identify distinct turn time goals for each of the four (4) turn time categories. POV only provides one turn time goal. I interpreted this to mean POV has a turn time goal of 50 minutes for all four (4) turn time categories for which it reports.

minutes in 155 weeks, or 98.7 percent of the time. In other words, over a three-year span from 2021 through 2023, there were only two (2) weeks in which NIT's average Traditional Turn Time did not meet the Turn Time goal of 50 minutes.⁵⁹

As explained above, Traditional Turn Time is the time a truck spends in the terminal. With the Expanded Turn Time, I was able to develop the amount of time a truck spends in the terminal and the time spent queueing before entering the terminal, i.e., the total time a truck spends at NIT. From January 2021 through December 2023, NIT reported average Expanded Turn Times that met the NIT Turn Time Goal of 50 minutes in 126 of the 157 weekly metrics reports, or 80.3 percent of the time.⁶⁰

Given that the only difference between Traditional Turn Time and Expanded Turn Time is that the latter includes the time trucks spent queueing before entering the terminal, the difference between these average reported times can be used to estimate the average NIT truck queue time. From 2021 through 2023, trucks spent an average of 6.3 minutes queueing before entering the NIT terminal. NIT average queue time improved every year during the 2021-2023 time period, with an average queue time of 7.1 minutes in 2021, followed by 7.0 minutes in 2022, and 4.5 minutes in 2023.⁶¹ Stated differently, the average amount of time trucks spent queueing at NIT fell over 36 percent over the 2021-2023 time period.⁶²

3. NIT Truck Reservation

Reducing dwell time for trucks waiting to enter POV terminals is a key factor in increasing the operational efficiency of dray movements. To aid in decreasing this queuing dwell time, POV

⁵⁹ See, Exhibit __DLF-9, page 4, Line 165, Column (3).

⁶⁰ See, Exhibit __DLF-9, page 4, Line 165, Column (4).

⁶¹ See, Exhibit __DLF-9, page 4, Lines 158-161, Column (8).

⁶² $[(2023 \text{ average queue time of } 4.5 \text{ minutes} \div 2021 \text{ average queue time of } 7.1 \text{ minutes}) - 1] \times 100 = -36.6\%$

debuted its PRO-PASS reservation system at NIT in 2018.⁶³ I discussed the make-up of PRO-PASS earlier in this Supplemental VS.

NIT restricted the hours trucking companies are allowed to enter the terminal with a PRO-PASS reservation to 6:00 am EST through 3:00 pm EST. Trucking companies must still use PRO-PASS to enter the terminal between 3:00 pm EST and 5:00 pm EST, but do not need a PRO-PASS reservation.⁶⁴

From 2021 through 2023, 1.6 million of the 2.1 million NIT gate transactions took place via reservation. Stated differently, more than 75 percent of the 2021 through 2023 truck movements reported at NIT had reservations. This number has held steady over the years, with 77.9 percent of NIT dray movements having a reservation in 2021, 74.3 percent having a reservation in 2022, and 75.7 percent having a reservation in 2023.⁶⁵

The POV weekly metrics data also demonstrates the number of trucks that had reservations at NIT but did not show up for their reservation times. From 2021 through 2023, 95,322 NIT reservations were missed.⁶⁶ This is 4.6 percent of the total 2.1 million gate transactions that took place at NIT from 2021 through 2023. NIT missed reservations were on a downward trend from 2021 through 2023, which displays the improving operations at NIT. The number of missed reservations at NIT in 2021 was 43,968 (6.2 percent of the total 2021 NIT gate moves), followed by 36,658 in 2022 (4.8 percent of the total 2022 NIT gate moves), and 14,696 in 2023 (2.4 percent of the total 2023 NIT gate moves).⁶⁷ From 2021 through 2023, the number of missed reservations at NIT dropped by 66.6 percent.⁶⁸

⁶³ See, workpaper “Global Trade_NIT Launches Reservation System.docx.”

⁶⁴ See, workpaper “Terminal Gate Hours – Port of Virginia.pdf.”

⁶⁵ See, Exhibit __DLF-10, page 5, Lines 158-161, Column (5).

⁶⁶ See, Exhibit __DLF-10, page 5, Lines 161, Column (4).

⁶⁷ See, Exhibit __DLF-10, page 5, Lines 158-160, Columns (4) and (6).

⁶⁸ $[(2023 \text{ missed reservations of } 14,696 \div 2021 \text{ missed reservations of } 43,968) - 1] \times 100 = -66.6\%$.

POV motivates trucking and drayage companies to reduce the number of missed reservations, as “[e]xcessive ‘missed’ reservations may result in reduction of access to mandatory reservation hours.”⁶⁹ In other words, if dray companies continuously miss reservations, the dray companies may only be able to access NIT during the unrestricted hours between 3:00 pm and 5:00 pm when reservations are not required. NIT’s PRO-PASS reservation system allows dray companies operating in and out of NIT to plan ahead and operate more efficiently.

4. Container Dwell Time

As discussed above, the POV weekly metrics report allows us to calculate the time trucks spend queueing/dwelling at the NIT gate before entering the terminal. In addition to truck dwell time, the POV weekly metrics report includes the weekly average dwell time in hours for containers moving by truck/dray (NIT Gate Containers and Dwell) and containers moving by rail (NIT Rail Containers and Dwell) for both export and import shipments.

Using the POV weekly metric reports, I calculated the weekly average time a container spends within NIT’s facilities from the time the container is brought into the port, whether by dray or rail, for *export*, until it is loaded onto a ship (Dwell Time Export). In addition, I calculated the weekly average time a container spends within NIT’s facilities from the time the container is offloaded from the ship for *import* to the time it leaves NIT, whether by dray or rail (Dwell Time Import).

Over the 2021 through 2023 time period, NIT containers typically experienced better *import* weekly average dwell times when containers were moving via rail, as compared to *import* containers moving via dray. However, 99.4 percent of the time NIT *export* containers moving via dray show a weekly average dwell time lower than the weekly average dwell time for *export*

⁶⁹ See, workpaper “PRO_PASS_FAQ.pdf.” (internal quotations omitted).

containers moving via rail.⁷⁰ In fact, the 2021 through 2023 NIT weekly average dwell time for *export* containers moving via dray was more than 21 percent lower than the weekly average dwell time for *export* containers moving via rail over the same time period.⁷¹ Stated differently, containers being exported at NIT moved quicker and more efficiently when delivered via dray than by rail.

Also, more than twice the number of NIT containers moved via truck over the 2021-2023 time period (2.1 million via dray and 1.0 million via rail). Even though more than two-thirds of NIT's 2021 through 2023 containers moved via dray, NIT is still able to ensure dray operations run efficiently. Based on the POV weekly metrics discussed above, it is clear that dray operations are a top priority at NIT and NIT is meeting the POV's dwell time and reservation system goals.

5. Truck Charges at NIT

The charges CSXT incurs to dray containers between NIT and Pinner's Point includes several different services, including lift services and drayage services. Each of these is discussed below.

a. Lift Services

Containers that are drayed to and from NIT incur two (2) lifts as part of the movement. For export shipments, CSXT incurs a lift at Pinner's Point to place the container on to a chassis and another lift at NIT to remove the container from the chassis. Import shipments also incur two (2) lifts, the first at NIT and the second at Pinner's Point.

⁷⁰ See, Exhibit DLF-11, page 4, Line 165, Column (8).

⁷¹ See, Exhibit DLF-11, page 4, Line 161, Columns (3) and (6). (2021 through 2023 export dray dwell time average of 163.2 ÷ 2021 through 2023 export rail dwell time average of 208.3 – 1) x 100 = -21.7%.

According to information provided by the POV, the lift charges incurred at NIT for drayage movements are billed directly to the ocean carriers as part of the container movement and not incurred by CSXT as part of the dray movement.⁷²

CSXT does not publicly disclose the charges it incurs for lifting containers onto railcars at its intermodal facilities. To estimate the charges CSXT incurs to lift containers, I relied upon a 2021 study performed for the California Department of Transportation by CPCS, an international consulting firm. The study “M-580 Corridor Multimodal Freight Network Optimization Study” included an assumed charges of \$50 to place and remove containers from railcars. Given the lack of information from CSXT at this point, I assumed this \$50 per lift for this analysis.

b. Dray Charges

According to publicly available CSXT information, the POV coordinates drayage from and to NIT. The normal drayage fee is \$130 per container; however, this charge is split between the POV and CSXT, making the actual charges to CSXT equal to \$65 per container.⁷³

c. Total Truck Charge

Based on the estimated lift and subsidized dray charges discussed above, I estimate that CSXT pays \$115 per container to dray containers to and from NIT as shown in Table 3 below.

⁷² Provided by Justin Dale, Director, Customer Service at Virginia International Terminals.

⁷³ See, Plaintiff CSXT Transportation, Inc.’s *Motion for Injunctive Relief and Proposed Findings Of Fact And Conclusions Of Law* filed January 12, 2023 at page 21.

Table 3 Dray Charges for Containers <u>Moving To/From NIT</u>	
Item	Charge
(1)	(2)
1. Lift Charge at NIT 1/	\$0.00
2. Dray from NIT to CSXT Yard 2/	
a. Unsubsidized	\$130.00
b. Subsidized	\$65.00
3. Lift Charge at CSXT Yard 3/	<u>\$50.00</u>
4. Total Charge per Container 4/	\$115.00
1/ Provided by Justin Dale, Director, Customer Service at Virginia International Terminals. 2/ Plaintiff CSXT Transportation, Inc.'s <i>Motion For Injunctive Relief And Proposed Findings Of Fact And Conclusions Of Law</i>. 3/ M-580 Corridor Multimodal Freight Network Optimization Study. 4/ Line 1 + Line 2b. + Line 3.	

The \$115 charge to move containers to and from NIT is approximately \$64 per container less than CSXT would pay to move containers via rail from NIT via the NPBL (\$179.16 - \$115).

The fact that CSXT is paying less to dray containers between NIT and its Pinners Point intermodal facility and that CSXT has been able to increase its market share at NIT from {{ [REDACTED] }} percent in 2008 to {{ [REDACTED] }} percent by 2021 indicates that drayage is an effective alternative to an all-rail movement using NPBL.

IV. TRANSPORTATION FROM VIG

VIG is a privately owned marine container terminal located along the Elizabeth River in Portsmouth, VA. The facility was commissioned in July 2007 and is the largest privately-owned container terminal in the United States. The VPA lease gives the Port oversight of and operating rights at VIG until 2065. The lease is between VPA and Virginia International Gateway, Inc., which is owned by Alinda Capital Partners and Universities Superannuation Scheme ("USS"). VIG contains a total footprint of 291 acres.

VIG is designed to serve super post-Panamax class vessels and is accessible by a 50-foot navigation channel. VIG has direct access to the interstate highway system and double-stack intermodal service. The terminal is constructed as a semi-automated operation, with a mix of manual and automated container handling equipment. VIG's design is unique in that many of the terminal's operations are performed remotely from a centralized terminal operations center, promoting efficiency, accuracy and employee safety.

A. RAIL ACCESS

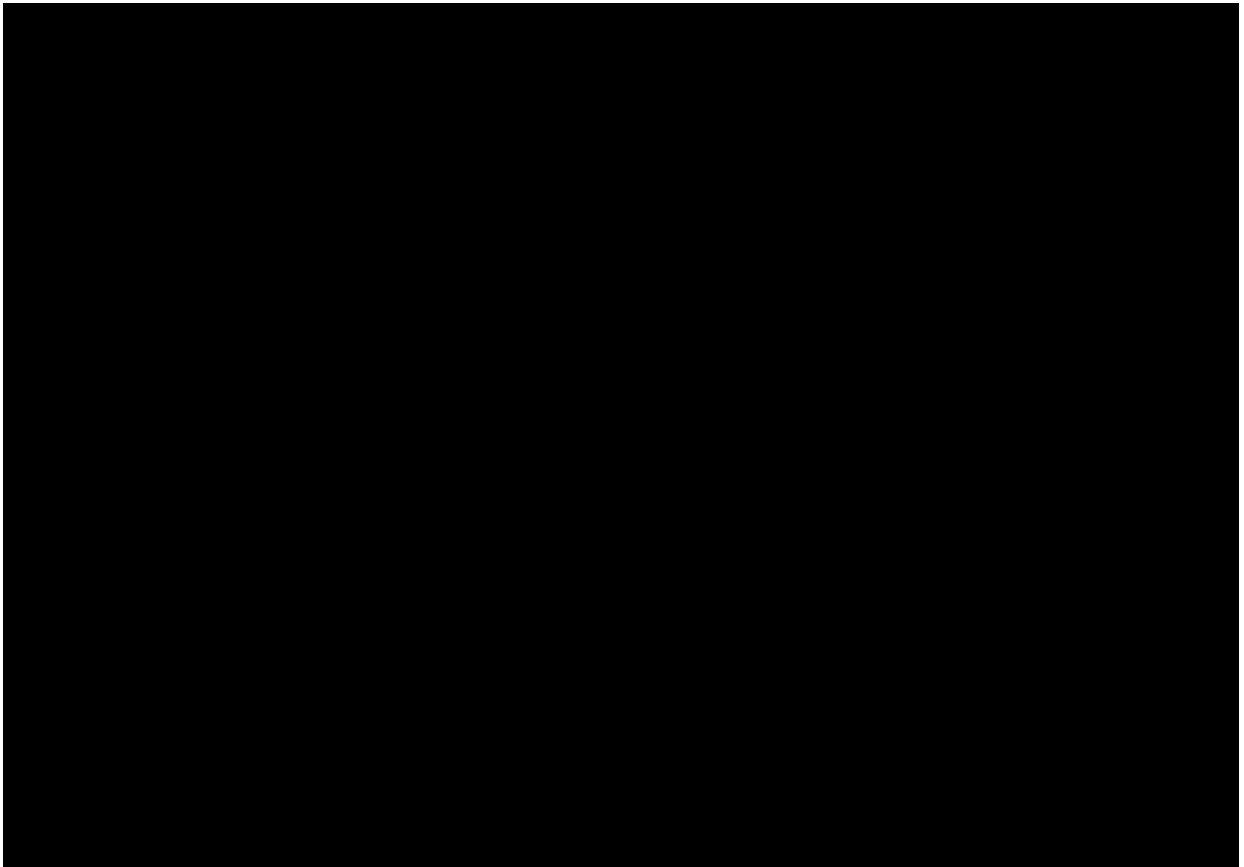
VIG has approximately 20,000 feet of on-dock rail.⁷⁴ Rail access to VIG is provided by CWRV. CWRV is a Class III short-line railroad, which runs for 19 miles from Suffolk, VA to the West Norfolk area of Portsmouth, VA. While primarily serving the VIG container terminal in Portsmouth, CWRV also serves a specialty chemicals plant located on the Nansemond River in Suffolk, and the US Amines plant located on the Elizabeth River.⁷⁵ CWRV interchanges with both CSXT and NS in Suffolk, VA.⁷⁶ Exhibit__DLF-12 summarizes the number of originating, terminating and total containers moved through the VIG by CSXT and NS from 2017 through 2023 and total containers moving through the VIG over this period is shown in Figure 2 below.

⁷⁴ See, <https://www.portofvirginia.com/gateway/capabilities/>.

⁷⁵ See, <http://www.virginiaplaces.org/rail/commonwealthrailway.html>.

⁷⁶ See, <https://www.gwrr.com/cwrv/>.

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Figure 2 shows the large advantage CSXT currently realizes at VIG.

1. CWRY Operations

While CWRY has a physical interchange with NS and CSXT in Suffolk, VA, both Class I railroads also possess overhead trackage rights over CWRY between milepost F-16.50 at Suffolk, VA and milepost F-9.90 at Churchland, VA.⁷⁷ The trackage rights agreement allows both NS and CSXT to transport loaded and empty intermodal railcars to and from CWRY's Suffolk marshalling yard⁷⁸ resulting in more efficient service to VIG.

⁷⁷ See, STB Finance Docket No. 35067, *Norfolk Southern Railway Company –Trackage Rights Exemption –Commonwealth Railway Incorporated*, served August 17, 2007, and STB Finance Docket No. 35281, *CSXT Transportation, Inc.—Trackage Rights Exemption—Commonwealth Railway Incorporated*, served August 12, 2009.

⁷⁸ While located at Churchland, VA, CWRY's marshalling yard at milepost F-9.90 is commonly referred to as CWRY's Suffolk marshalling yard.

Publicly available maps indicate that CWRV is single-tracked from its interchange locations with the Class I railroads in Suffolk, VA to a location approximately 4.5 miles from VIG. After this location, CWRV is double-tracked for more efficient operations.⁷⁹ Published reports indicate that CWRV upgraded the rail line to allow for a 20 mile per hour speed limit along the entire route.⁸⁰

CWRV owns a small fleet of locomotives.⁸¹ Even though CWRV operates its own locomotives, publicly available information indicates CWRV crews primarily operate trains to and from VIG using locomotives supplied by CSXT.⁸² In addition, as discussed in more detail below, NS and CWRV entered into a locomotive use agreement that also allows CWRV crews to operate NS supplied locomotives between interchange and VIG.

2. CWRV Transportation Charges

CWRV tariff 7006-16 states that CWRV charges a rate of \$225 per railcar well⁸³ in each direction to all connecting rail carriers for all intermodal equipment loaded or empty handled by CWRV that is delivered between CWRV's Suffolk Marshalling Yard and VIG.⁸⁴ While CWRV's tariff provides a common carrier rate for the movement of intermodal containers to and from VIG, publicly available information indicates that both CSXT and NS move containers to and from VIG pursuant to the terms of contracts with CWRV.⁸⁵ The publicly available information does not

⁷⁹ The double-track was installed as part of the Commonwealth Railway Mainline Safety Relocation Project, also known as the Median Rail Relocation. The project was undertaken to facilitate rail operations to VIG while also eliminating 14 at-grade highway crossings that impacted neighborhoods along the line. *See*, <https://www.trains.com/trn/news-reviews/news-wire/new-commonwealth-railway-line-set-to-open/>.

⁸⁰ *See*, <http://s1030794421.onlinehome.us/rail/commonwealthrailway.html>.

⁸¹ *See*, https://railroadfan.com/wiki/index.php/Commonwealth_Railway.

⁸² *Id.* and <https://www.railpictures.net/viewphoto.php?id=663661&nseq=1315>.

⁸³ The CWRV tariff rate of \$225 per well is higher than the \$210 tariff rate charged by NPBL.

⁸⁴ *See*, e-workpaper "CWRV-7006-16-Switching-and-Accessorial-Tariff-Effective-01-01-2024.pdf."

⁸⁵ *See*, CSXT Transportation Inc.'s *Consolidated Opposition to Defendant Norfolk and Portsmouth Belt Line Railroad Company's Motions in Limine* (Ecf No. 349, 353, 359, 365), filed September 2, 2022, at page 11, note 2 "For example, the CWRV switch fee is currently set by contract..."

indicate the contractual switching rate between CSXT and CWRV or provide any information on any other terms and conditions included in that contract.

Based on information from NS, NS pays CWRV both a switching fee and trackage rights fee for transporting containers to and from VIG.⁸⁶ The switching fee is based on a 2007 agreement which called for tiered rates between {{[REDACTED]}} per container and is based on average 2007 volumes.⁸⁷ These tiered rates are adjusted annually based on the change in the Association of American Railroad's ("AAR") "Materials Prices, Wage Rates and Supplements Combined (Excluding Fuel)-East" index. In addition, the agreement includes a fuel surcharge based on the Energy Information Administration's ("EIA") On-Highway Diesel Price (National) Index with a strike price of {{[REDACTED]}} per gallon. For April 2025, the total fees NS paid to CWRV, including fuel surcharges equaled {{[REDACTED]}} per container.⁸⁸

A 2008 trackage rights agreement between CWRV and NS allows NS to operate between milepost F-16.50 at Suffolk, VA and milepost F-9.90 at Churchland, VA as discussed above.⁸⁹ The trackage rights agreement originally set the fee at {{[REDACTED]}} per car-mile, which has been adjusted annually by the change in the AAR's "Materials Prices, Wage Rates and Supplements Combined (Excluding Fuel)-East" index. The rate as of April, 2025 is {{[REDACTED]}} per car-mile, which equals {{[REDACTED]}} per container, based on NS's April 2025 shipping volumes.⁹⁰

NS and CSXT also incur lift costs at VIG for placing and removing containers from railcars. The lift cost equals \$95.16 per container and is established by POV tariff.

⁸⁶ CWRV also entered into a 2016 locomotive use agreement with NS that allows CWRV to use NS power to move NS intermodal trains to and from the VIG. Under the locomotive use agreement, CWRV pays NS a daily rental fee for use of the NS locomotives unless CWRV returns the NS locomotives on the next available train.

Information provided by NS indicates that CWRV consistently has returned the NS locomotives, which means that NS does not invoice CWRV for use of its locomotives on moves to/from VIG.

⁸⁷ See, "2007 CWRV Switching Agreement.pdf" and "CWRV Amendment #1 2015 - Switch Charges Rates adjust every November.pdf."

⁸⁸ See "CWRV NS APRIL 2025 STATEMENT – INTERMODAL.xlsx."

⁸⁹ See, CWRV Trackage Rights Agreement 2008.pdf."

⁹⁰ See, e-workpaper "04.25 CWRV NS INTERMODAL TRACKAGE RIGHTS.xlsx."

Table 4 below shows the total charges associated with moving a container to and from VIG over CWRV under its common carrier rate and its contract rates with NS.

Table 4 Rail Charges To/From <u>Virginia International Gateway ("VIG")</u>		
Item	CWRV Tariff	NS Contract
(1)	(2)	(3)
1. Lift Charge at VIG 1/	\$95.16	\$95.16
2. CWRV Switch Charge 2/	\$90.00	{{ [REDACTED] }}
3. CWRV Trackage Rights 3/	\$0.00	{{ [REDACTED] }}
3. Total Charge per Container 4/	\$185.16	{{ [REDACTED] }}
1/ Source: "VIT Schedule of Rates No. 1, Effective 10-1-2024.pdf." 2/ Source: Column (2); CWRV tariff 7006-16, assuming 2.5 containers per railcar well. Column (3): {{ [REDACTED] }} 3/ Source: Column (3): {{ [REDACTED] }} 4/ Line 1 + Line 2 + Line 3		

As shown in Table 4 above, CWRV's tariff charge equals \$185.16 per container and the NS contract rate equals {{ [REDACTED] }} per container. I am unable to calculate the charges CSXT incurs using CWRV but reserve the right to do so if the CSXT contract information becomes available.

B. TRUCK ACCESS

Trucks accessing VIG primarily enter and exit from State Route 164, a four-lane divided highway, with direct access to Interstates 64 and 664.⁹¹ There are no restrictions on truck movements over State Route 164.

NS does not dray containers from VIG to its Portlock Yard intermodal ramp in the normal course of business. If NS were to dray containers between VIG and Portlock Yard, the dray mileage

⁹¹ See, <https://www.portofvirginia.com/wp-content/uploads/2024/03/2024-VIG-1-Pager.pdf>.

would equal 18 miles based on POV data,⁹² and the estimated travel time would range from 25.0 to 40.0 minutes based on traffic conditions throughout the day.

CSXT currently does not dray containers from VIG to its intermodal facility at Pinner's Point in the normal course of business. POV data indicates that if CSXT were to dray containers between the Pinner's Point intermodal facility and VIG, the dray would equal 4.1 miles,⁹³ with an estimated travel time of 12 to 15 minutes.

POV subsidizes CSXT movements between NIT and CSXT's Pinner's Point intermodal facility as I discussed above, but there is no indication that POV also subsidizes any dray movements between VIG and off-dock and near-dock intermodal facilities. I therefore assume for this analysis that POV does not subsidize the dray movements from VIG. Without such a subsidy, dray movements from VIG would incur a \$130 per container dray fee based on public information, plus an estimated \$50 lift fee at the intermodal yard for a total charge of \$180 per container.⁹⁴

V. FINANCIAL IMPACT ON NPBL

Earlier in this Supplemental VS, I outlined the charges for rail and dray services associated with moving containerized freight by rail versus truck in and out of POV's NIT and VIG terminals. These analyses demonstrate the charges realized by the two (2) competing Class I railroads, i.e., NS and CSXT, over the last 20+ years. Additionally, these analyses demonstrate the competitive environment for container traffic moving in and out of POV.

During this build-up of competition for containerized freight, NPBL has maintained a consistent line-haul switching charge of \$210 per car for the movement between industries or sidings to NS or CSXT interchange tracks for movements originating at or destined to locations

⁹² See, Port of Virginia Request for Proposal 2021-14-VIT Drayage Services, Addendum No. 3.

⁹³ *Id.*

⁹⁴ As with the lift on and off truck chassis at the NIT, the lift at the VIG is absorbed by the shipping company and not included in the charge to the railroads.

on those connecting railroads. The \$210 rate is based on the principals articulated in an Agreement dated July 7, 1897 and agreed to by the railroads that mutually constructed NPBL, i.e., predecessor railroads to NS and CSXT. The \$210 rate is

the uniform rate ...fixed for the movement of freight cars... regardless of distance, and,... the rate per loaded freight car shall be so adjusted from time to time as to yield a net revenue sufficient to pay the interest upon the bonds outstanding and a dividend of six percent on the stock.⁹⁵

To demonstrate the reasonableness of the NPBL \$210 switching charge per car, in my Opening VS I included an analysis of NPBL's operating expense per car for each year from 2010 through 2023 on both a total cost level and an estimated variable cost level.⁹⁶ This analysis demonstrated the reasonableness of NPBL's \$210 switching charge per car as the average total cost equaled approximately \$222 per car and the estimated variable cost equaled approximately \$168 per car.⁹⁷ I also showed that NPBL's switching fee per mile was lower than all of the other East Coast Port terminal railroads when evaluated on a common basis. This shows that NS is not using its control of NPBL to lessen the competitiveness of the POV or to artificially foreclose CSXT from efficiently serving NIT.

CSXT's proposal to reduce the NPBL switching charge to \$80 per car⁹⁸ would be financially devastating to NPBL. The Agreement creating NPBL is clear that the rate charged by NPBL is "fixed for freight cars...regardless of distance."

⁹⁵ See, *Agreement Between New York, Philadelphia & Norfolk Railroad Company, Seaboard & Roanoke Railroad Company, Norfolk & Southern Railroad Company, Norfolk & Western Railway Company, Atlantic & Danville Railway Company, Southern Railway Company, Norfolk and Carolina Railroad Company and Chesapeake and Carolina Railway Company*, Dated July 7, 1897 ("1897 Operating Agreement") at pages 3 to 4.

⁹⁶ See, Opening VS at page 4, Table 1.

⁹⁷ In estimating NPBL's variable cost of service, I followed STB procedures and applied the STB Eastern Region Uniform Rail Costing System ("URCS") operating expense variability percentages for each year to NPBL's total operating costs for the comparable year.

⁹⁸ See, Plaintiff CSXT Transportation, Inc.'s *Motion for Injunctive Relief and Proposed Findings of Fact and Conclusions Of Law* filed January 12, 2023 at page 17.

Assume the NPBL freight rate is fixed at the \$80 per car level proposed by CSXT, NPBL's annual revenue (using 2023 traffic levels for this example) would decline by over {{[REDACTED]}}⁹⁹ or more than half of NPBL's actual 2023 generated revenue. Additionally, an \$80 per car switch rate would be below NPBL's variable cost of providing service requiring NPBL to obtain a subsidy to maintain its financial status as an economically viable going concern or go out of business.

Moreover, charging a rate below a railroad's variable cost of service creates a negative contribution. "Contribution" is the difference between a movement's revenue and variable costs and contributes towards a railroad's fixed cost and profits.¹⁰⁰ Negative contribution on all traffic handled, which would occur if NPBL charged a rate below its variable costs of service, would result in no contribution to NPBL's fixed costs and profits and place NPBL in a financially deficit position.

Even if NPBL were able to charge CSXT a lower rate for moving containers to and from NIT as requested by CSXT, which NPBL cannot do because of the uniform rate provision of the 1897 Operating Agreement, lowering the rate to \$80.00 per car, or \$32.00 per container assuming 2.5 containers per car, would force other shippers to pay more to cover the negative contribution. My Opening VS included NPBL's variable operating expenses on a per carload basis for the years 2010 through 2023.¹⁰¹ The 2023 NPBL variable costs equalled {{[REDACTED]}} per car or {{[REDACTED]}} per container assuming 2.5 containers per railcar. Charging CSXT's requested rate of \$32.00 per container would lead to a negative contribution of {{[REDACTED]}} per container.¹⁰² Exhibit __DLF-5 also shows CSXT moved {{[REDACTED]}} containers through NIT in 2023. Assuming CSXT

⁹⁹ {{[REDACTED]}}.

¹⁰⁰ See, STB Docket No. EP 715, *Rate Regulation Reforms*, served July 25, 2012 at page 8.

¹⁰¹ See, Opening VS at page 4, Table 1.

¹⁰² {{[REDACTED]}}.

converted all its NIT volume to rail under this example would produce a total negative contribution of {{[REDACTED]}}.¹⁰³

To remain financially solvent, NPBL would be required to cover the negative contribution generated by the lower CSXT rate by increasing the rates to other shippers. NPBL would be forced to increase its rate to all its other shippers by {{[REDACTED]}} per carload to recover the negative contribution incurred by offering the lower rate to CSXT on NIT shipments.¹⁰⁴

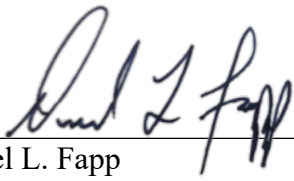
* * *

¹⁰³ {{[REDACTED]}}.

¹⁰⁴ {{[REDACTED]}}.

VERIFICATION

I, Daniel L. Fapp, verify under penalty of perjury that I have read this Supplemental Verified Statement on behalf of the Norfolk Southern Railway Company, that I know the contents thereof, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.



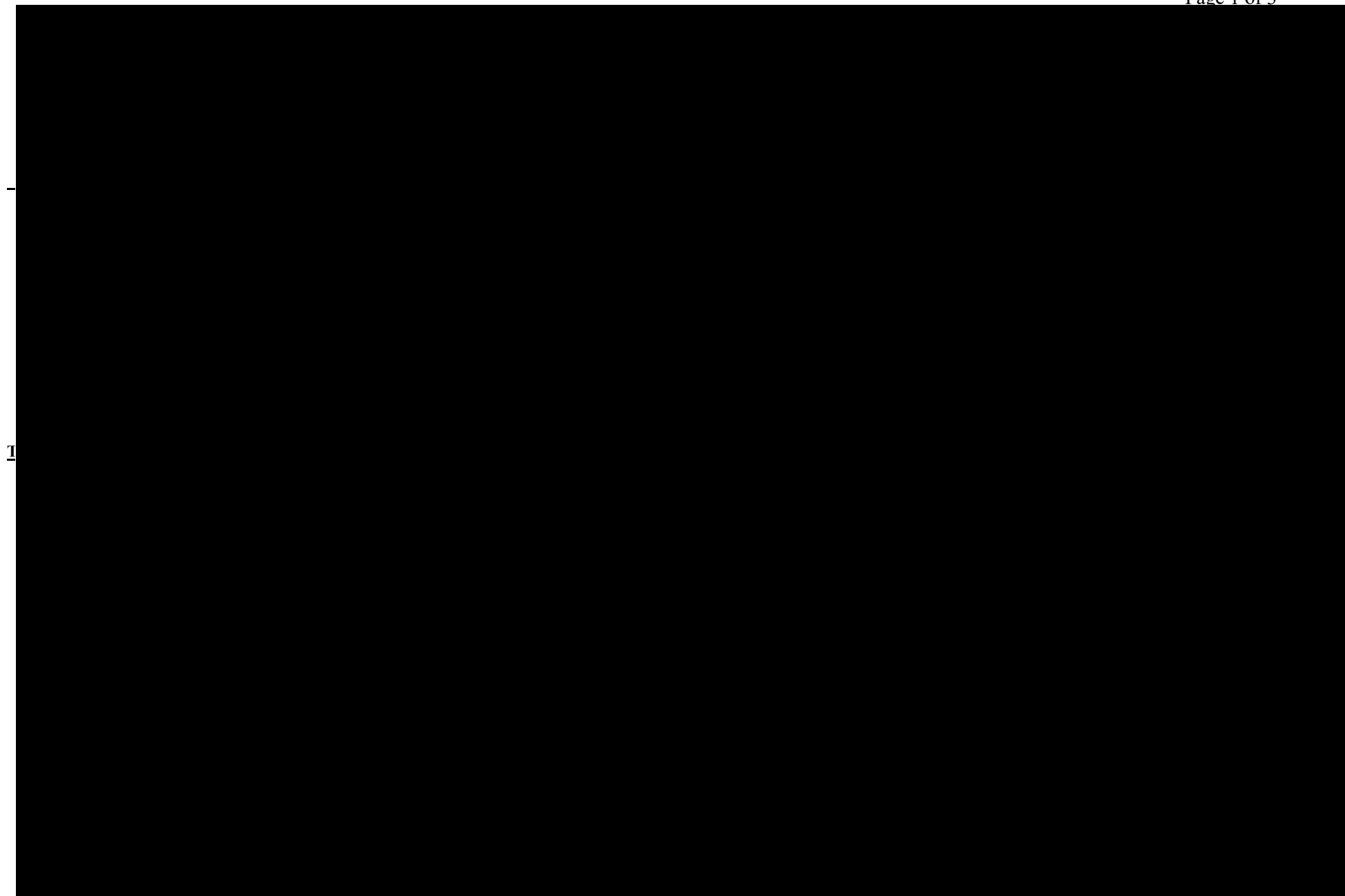
Daniel L. Fapp

Executed on June 13, 2025

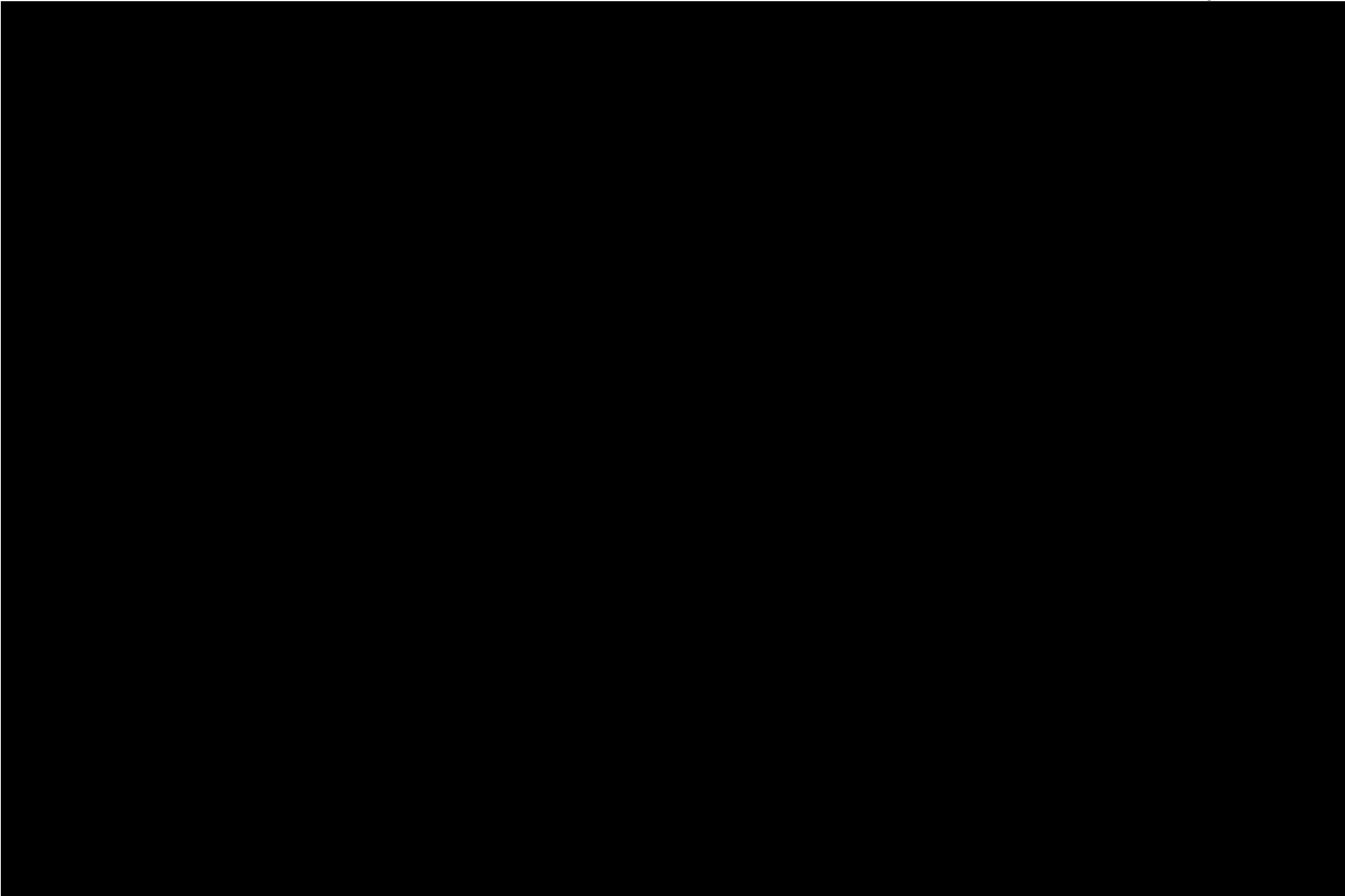
LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit Title</u>
(1)	(2)
DLF-4 ¹⁰⁵	Rail Container Movements Through Port of Virginia- 2007 Through 2023
DLF-5	Containers Originated and Terminated at the Port of Virginia Stations With and Without Intramodal Competition - 2017 Through 2023
DLF-6	Schematic of POV Terminal Facilities
DLF-7	Rail Container Movements Through the NIT – 2017 Through 2023
DLF-8	Identification of NPBL’s Top 10 Customers In Last Five Years
DLF-9	Port of Virginia Weekly Metrics - NIT Gate Transactions
DLF-10	Port of Virginia Weekly Metrics - NIT Truck Reservation Statistics
DLF-11	Port of Virginia Weekly Metrics – Gate and Rail Dwell Time
DLF-12	Rail Container Movements Through the VIG – 2017 Through 2023

¹⁰⁵ Exhibits DLF-1 through DLF-3 were included in my Opening Verified Statement filed February 14, 2025 in this Docket.

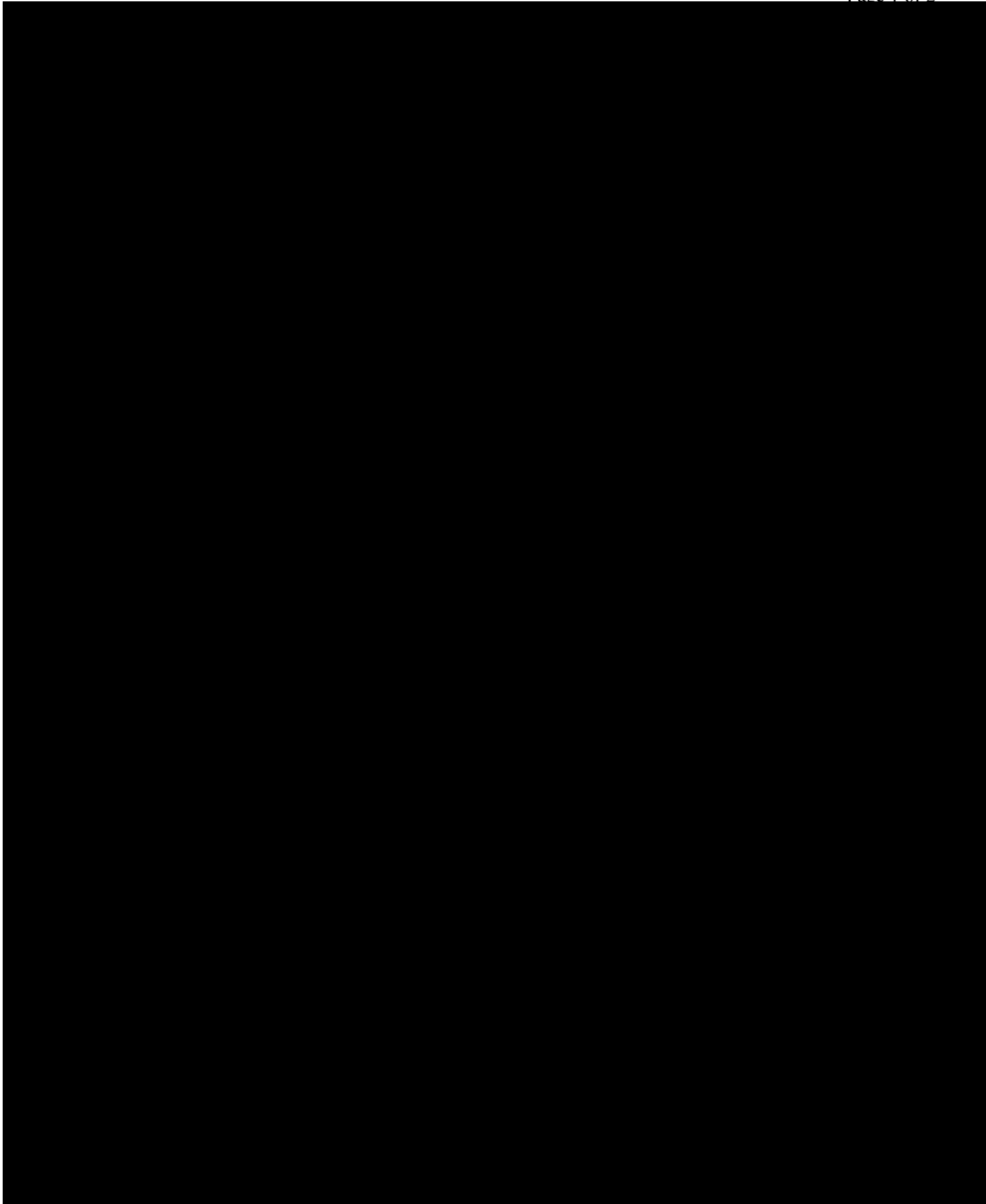


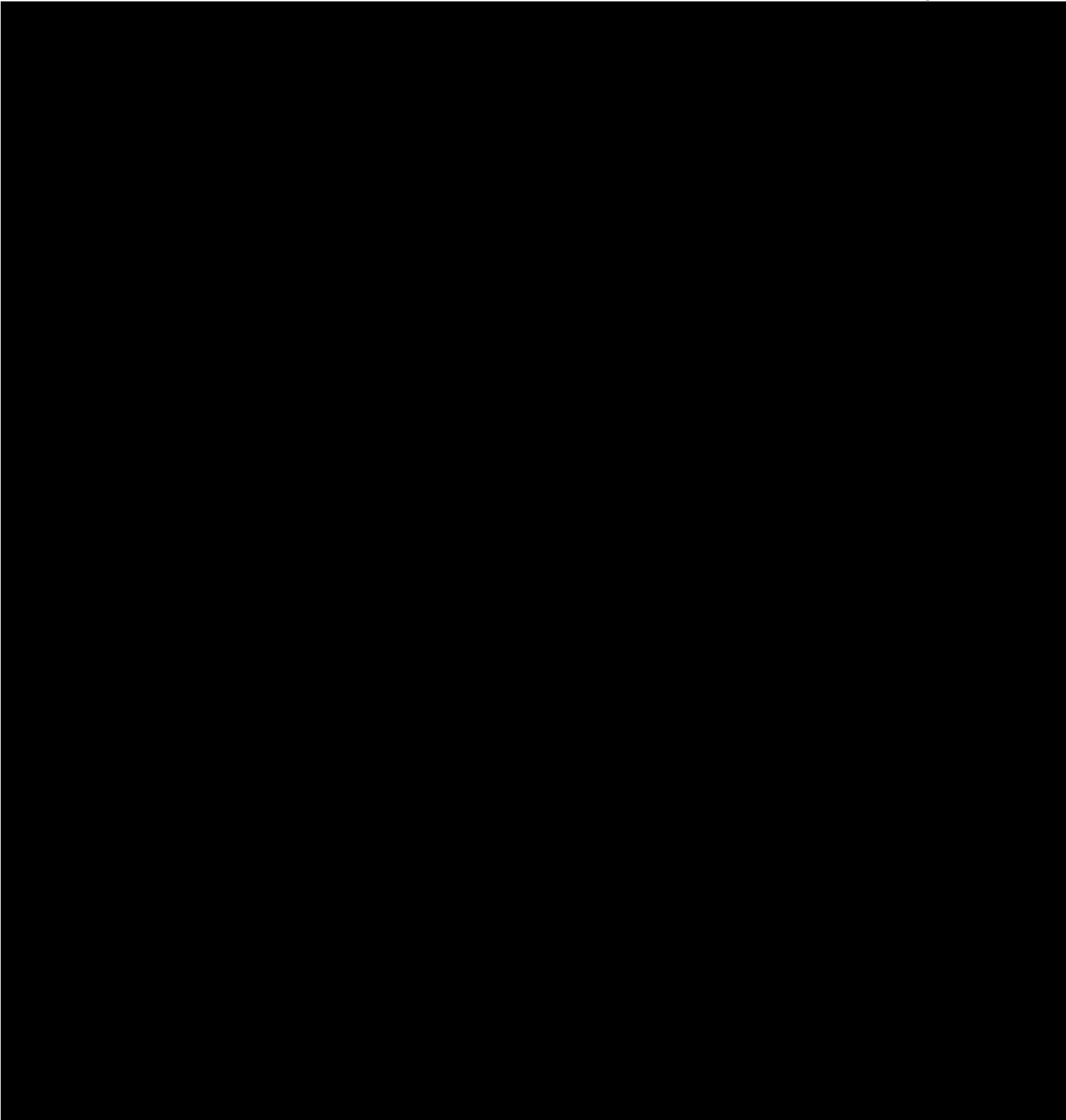
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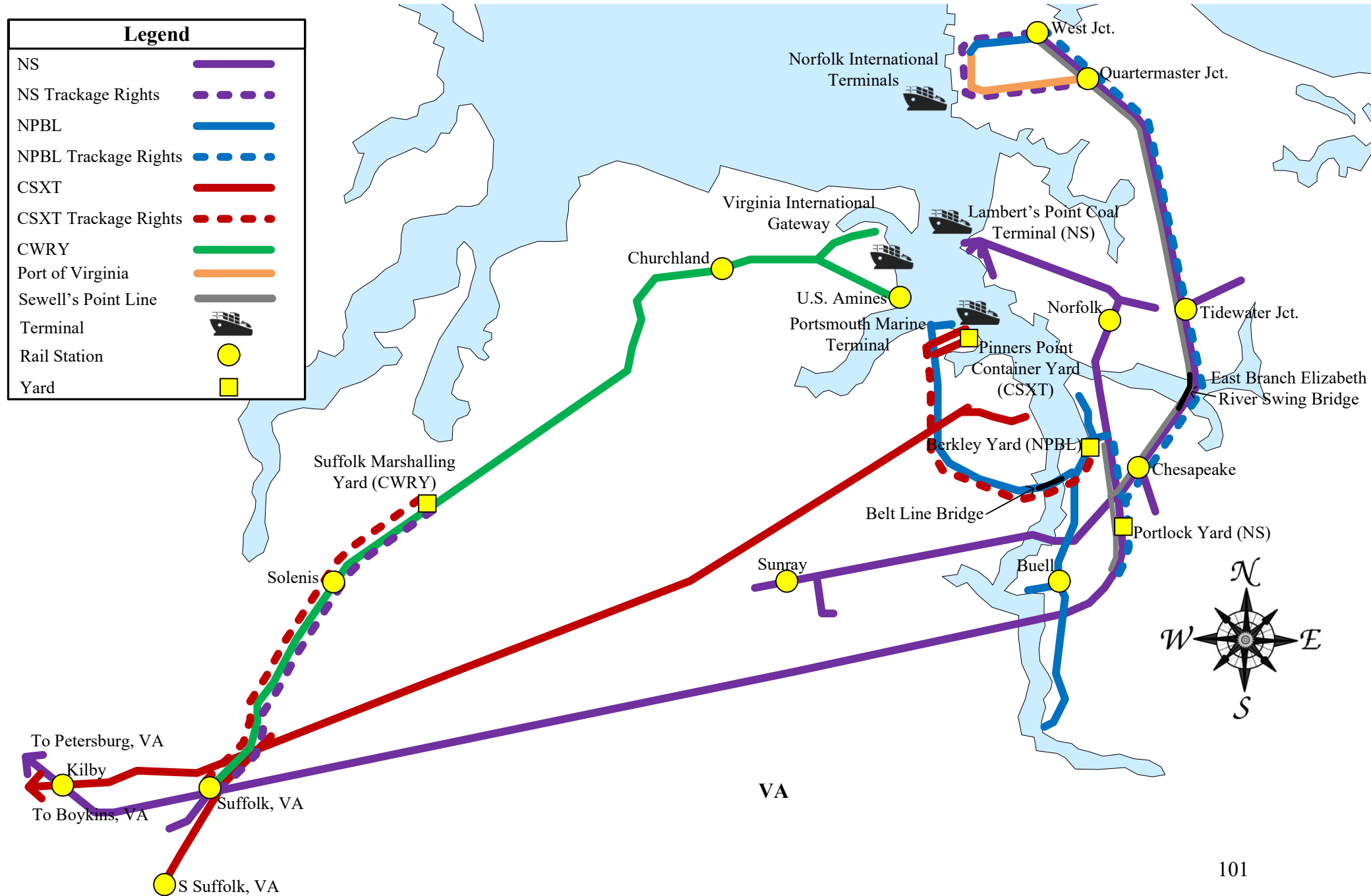


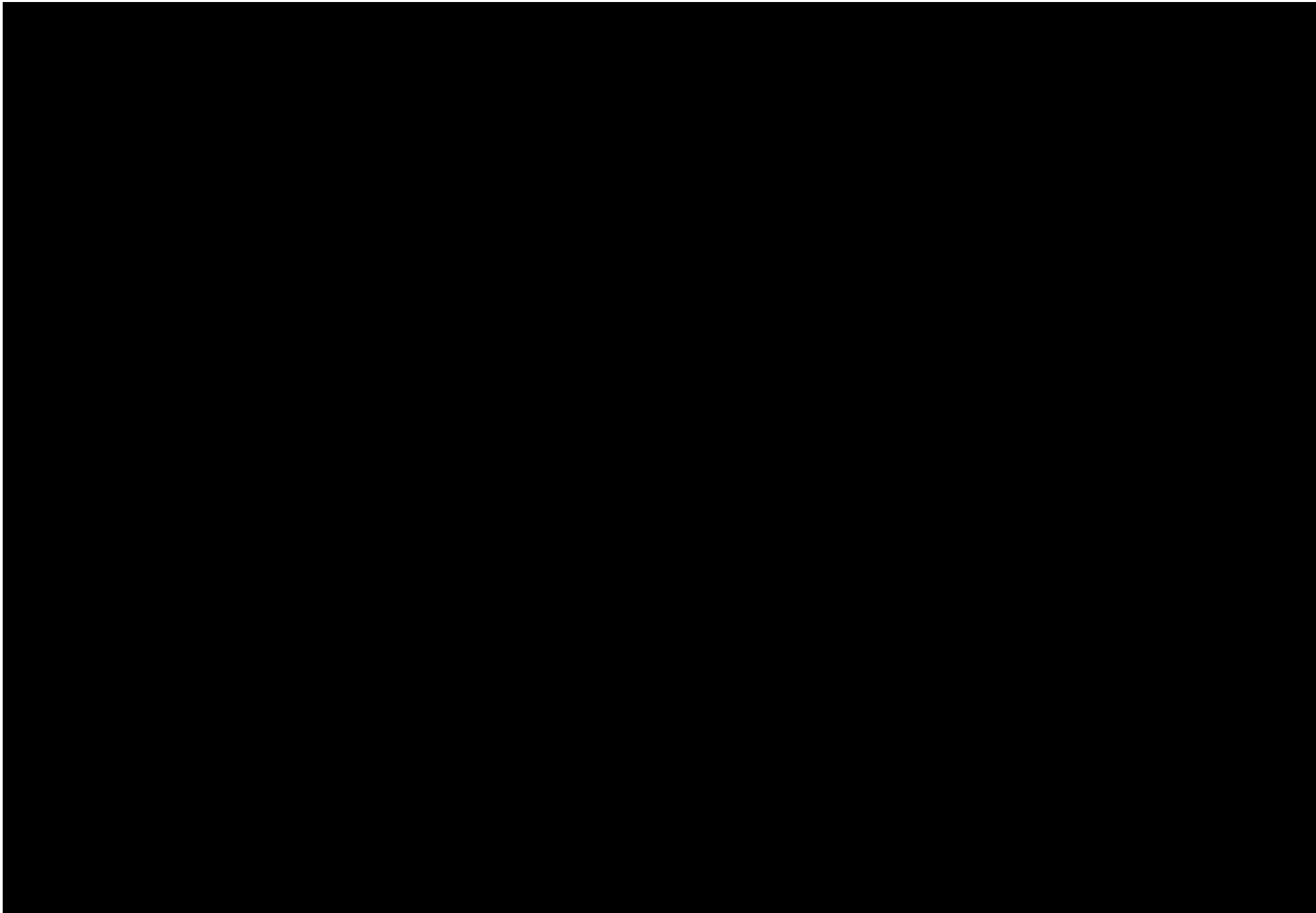
Rail Container Movements Through Port of Virginia- 2007 Through 2023**FOOTNOTES:**

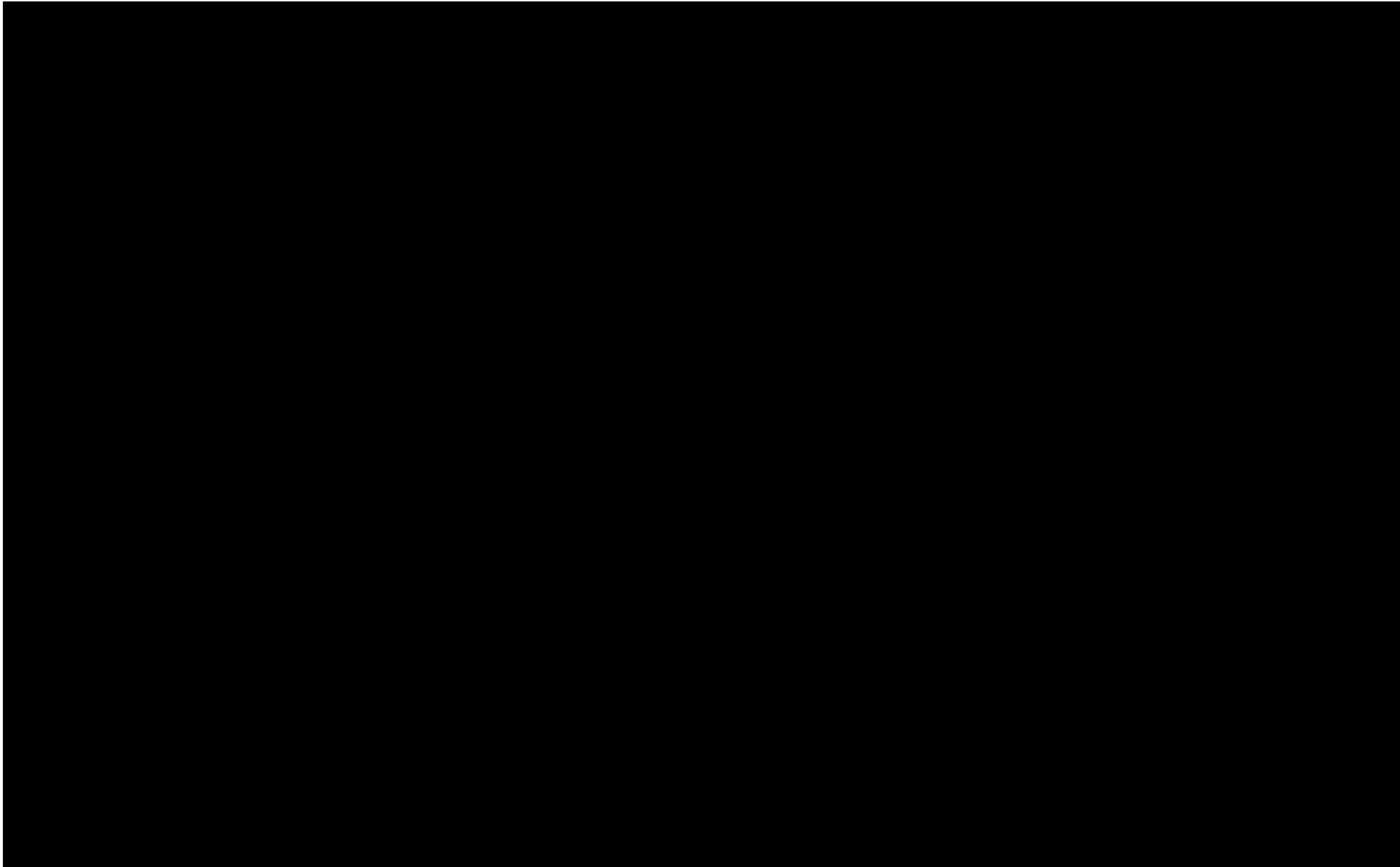
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- 1/ Stations as listed in the STB Waybill Sample. Based on Standard Point Location Codes, "Portsmouth PMT" and "Norfolk PMT" are the now repurposed Portsmouth Marine Terminal, "Portsmouth APMT" is the Virginia International Gateway (VIG) and "Portsmouth NIT" and "Norfolk International" are the Norfolk International Terminal (NIT).
 - 2/ Source: STB Confidential Waybill Sample. The number of TOFC/COFC units included in the waybill sample multiplied by the sample's expansion factor.
 - 3/ Line 4 + Line 8.
 - 4/ Line 13 + Line 17.
 - 5/ Line 4 + Line 13.
 - 6/ Line 8 + Line 17.
 - 7/ $\text{Line 19} \div (\text{Line 19} + \text{Line 20})$.
 - 8/ $\text{Line 20} \div (\text{Line 19} + \text{Line 20})$.

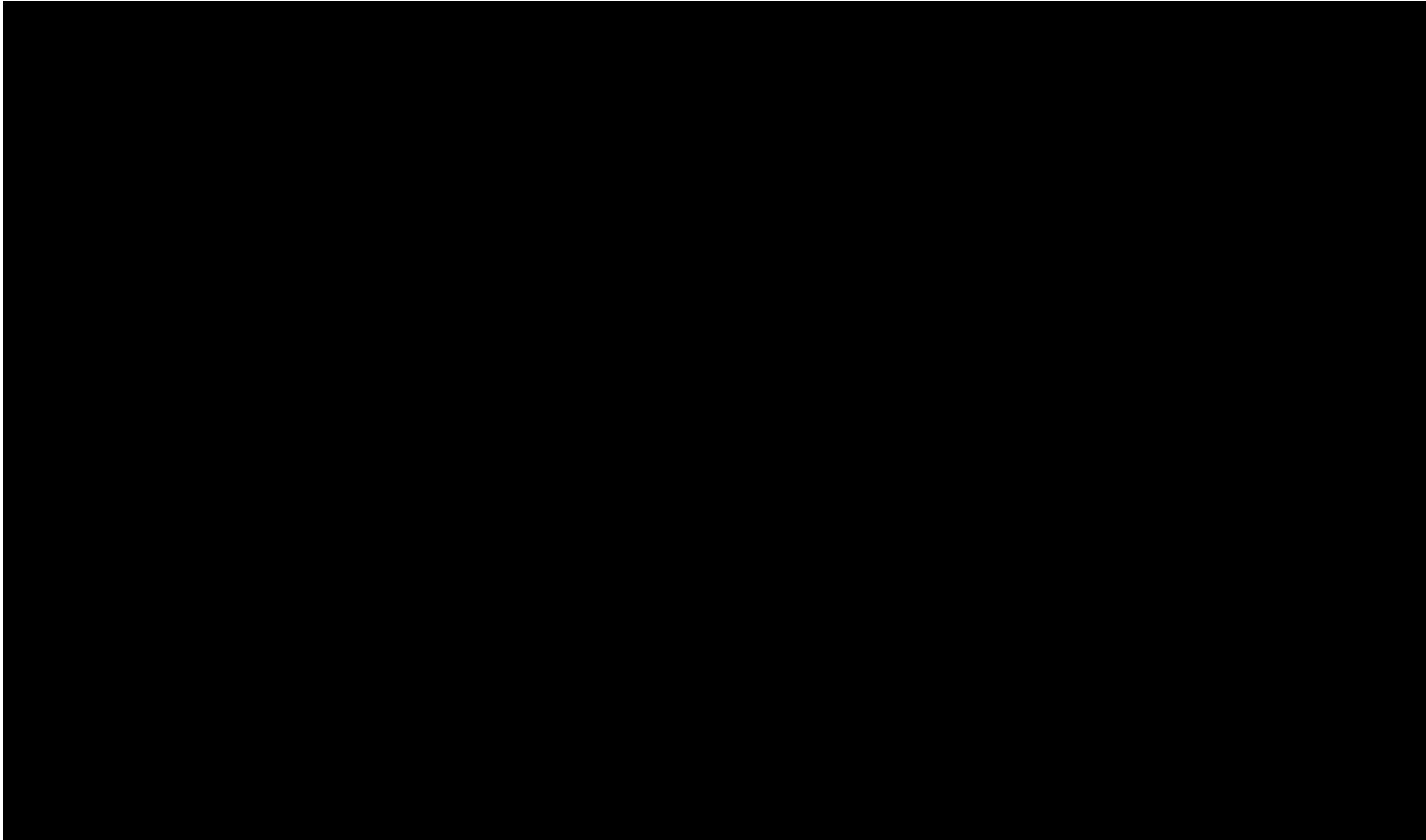


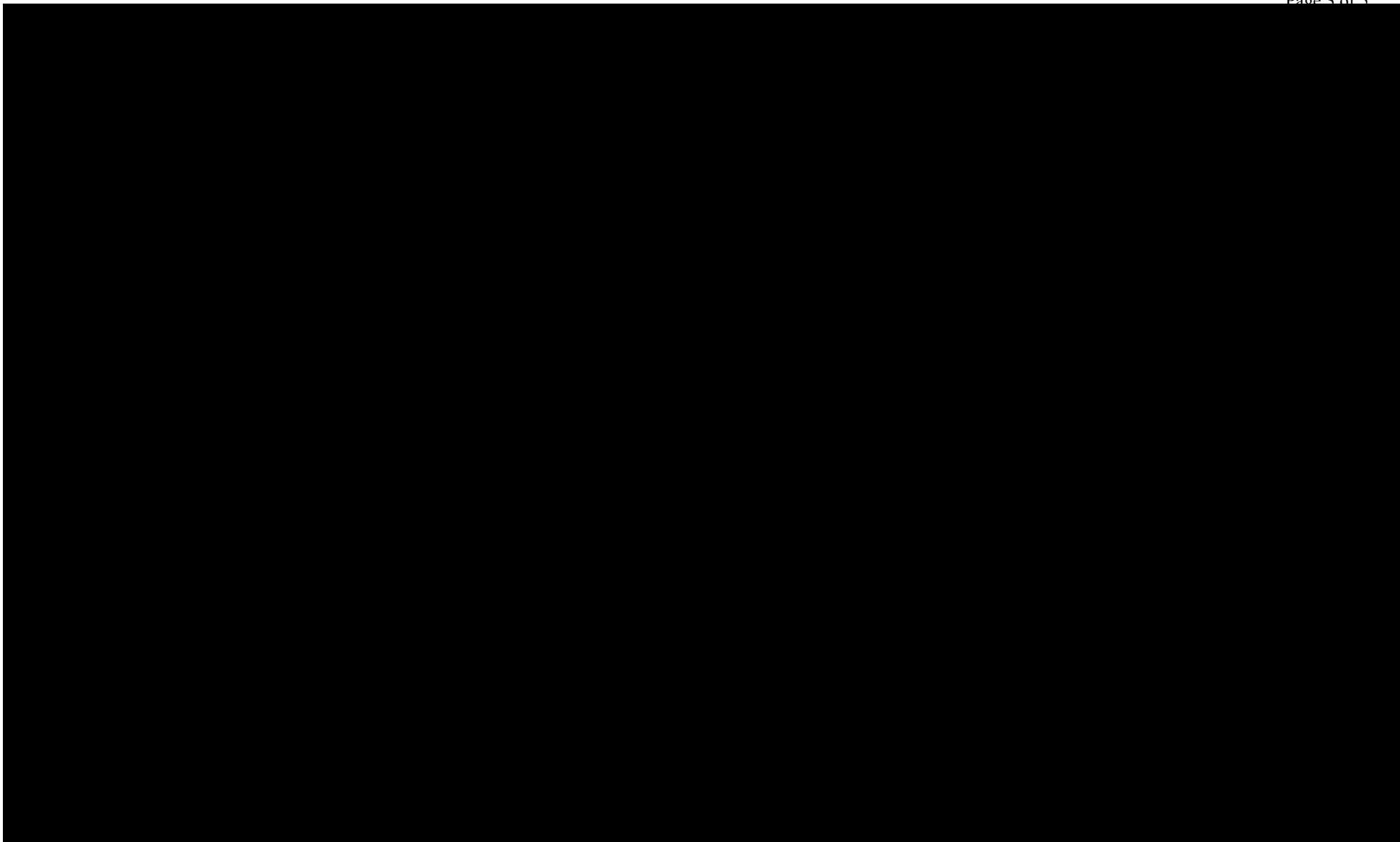


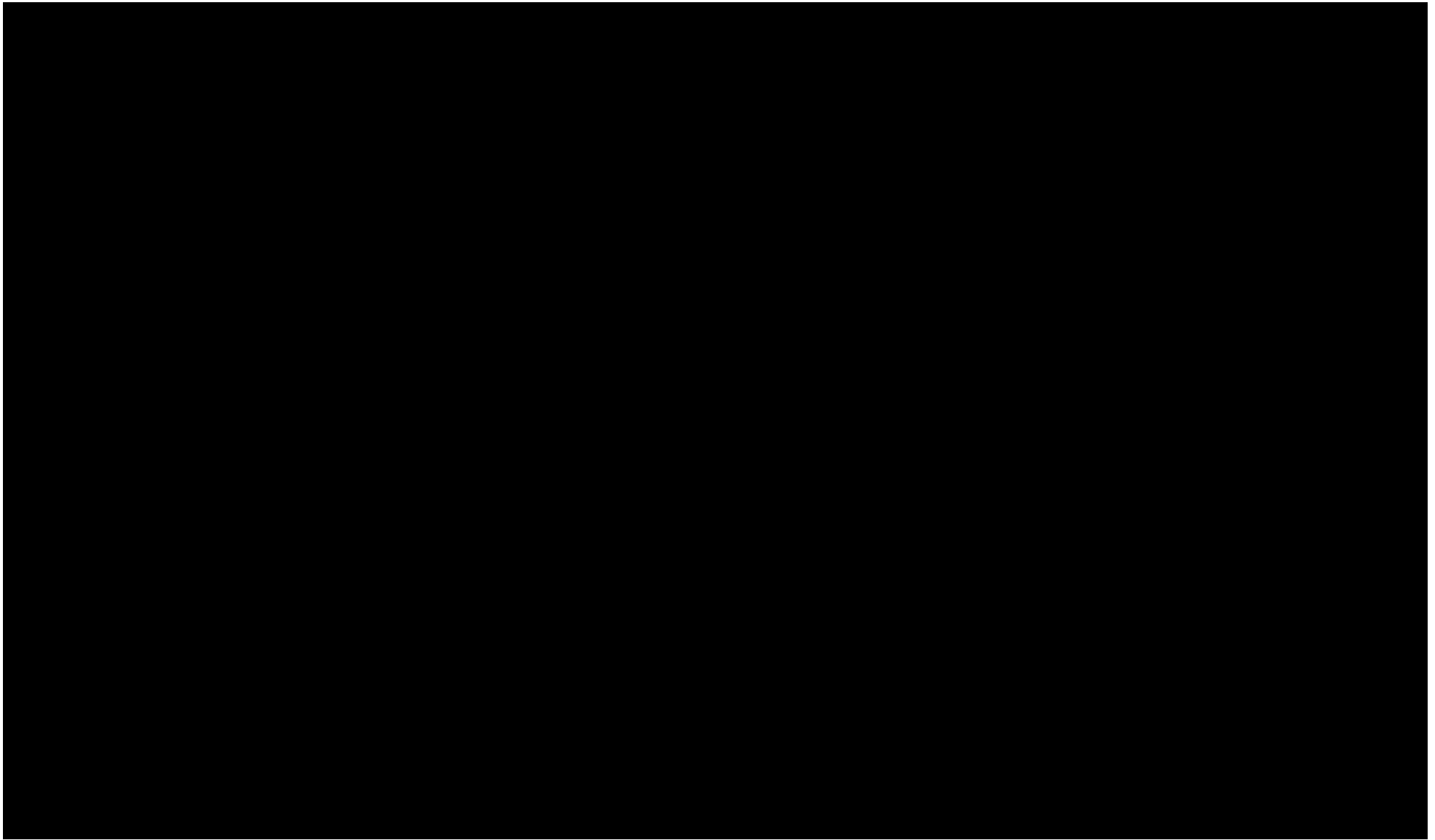
Schematic of POV Terminal Facilities

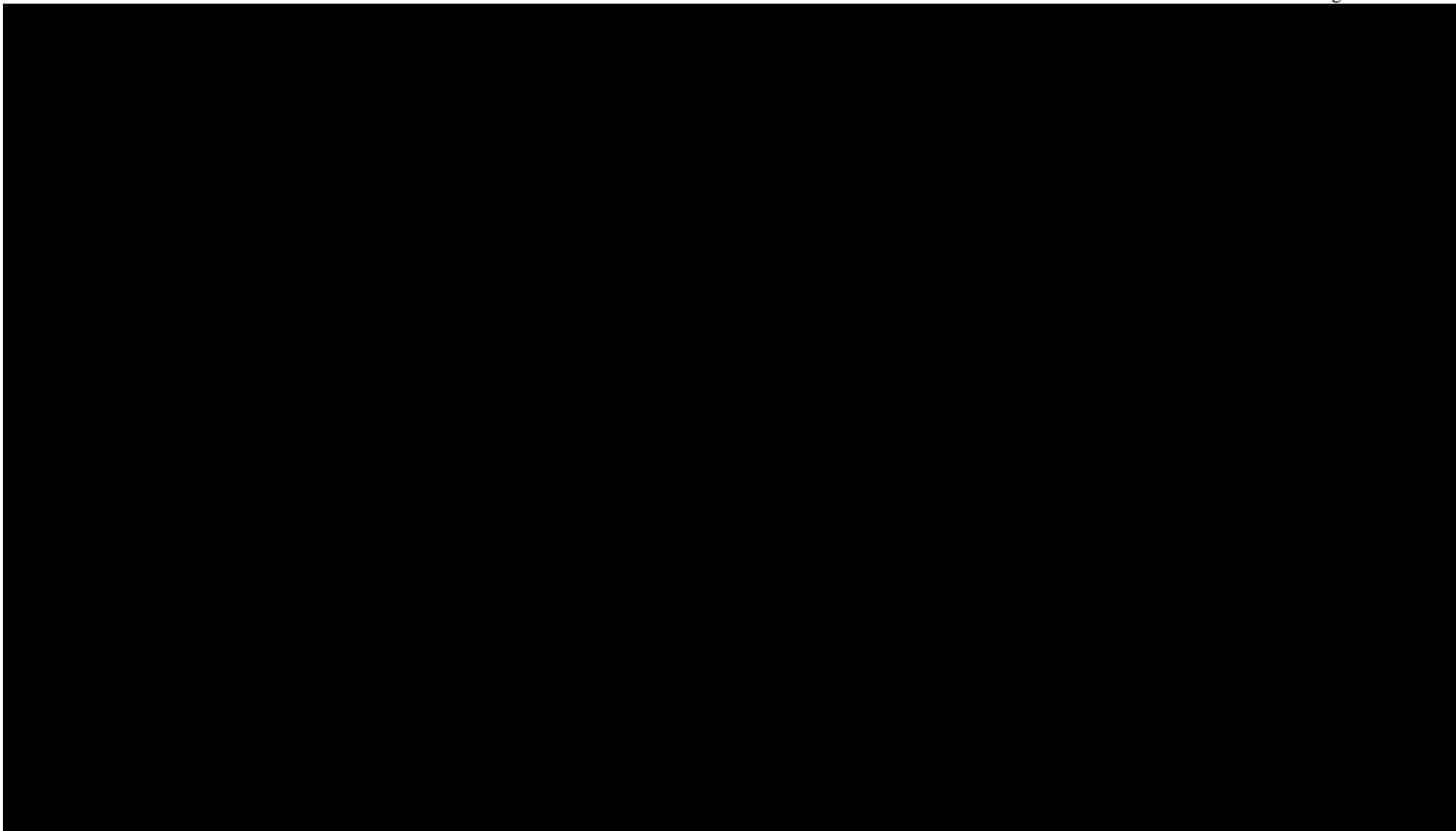












Port of Virginia Weekly Metrics

	Time Period (1)	NIT Gate Transactions					NIT	
		Gate Transactions (Containers) (2)	Turn Time (Minutes)				Expanded Turn Time - Traditional Turn Time 3/ (8)	
			Traditional (3)	Expanded (4)	Single Move (5)	Dual Move (6)		Goal (7)
A. Week								
1.	1/3/2021	10,683	34.9	41.3	29.9		6.4	
2.	1/10/2021	13,451	37.4	44.7	32.9		7.3	
3.	1/17/2021	15,961	41.7	50.5	37.7		8.8	
4.	1/24/2021	14,453	44.3	55.1	37.8		10.8	
5.	1/31/2021	12,775	39.6	45.5	34.0		5.9	
6.	2/7/2021	12,155	34.7	38.5	31.4		3.8	
7.	2/14/2021	12,067	37.9	43.3	33.7		5.4	
8.	2/21/2021	13,713	41.1	47.0	37.2	51.2	5.9	
9.	2/28/2021	13,360	44.1	54.0	39.0	54.9	9.9	
10.	3/7/2021	13,942	46.7	55.7	34.8	59.6	9.0	
11.	3/14/2021	14,129	43.8	50.5	37.6	55.4	6.7	
12.	3/21/2021	13,592	43.0	47.7	37.3	56.5	4.7	
13.	3/28/2021	14,201	48.3	55.7	41.6	61.3	7.4	
14.	4/4/2021	15,072	49.4	60.4	41.8	63.5	11.0	
15.	4/11/2021	15,903	46.5	59.5	39.4	58.8	13.0	
16.	4/18/2021	14,795	41.1	47.5	35.7	51.8	6.4	
17.	4/25/2021	12,831	39.6	46.2	34.9	49.8	6.6	
18.	5/2/2021	12,152	38.0	43.5	34.9	49.8	5.5	
19.	5/9/2021	13,317	37.8	42.4	33.1	49.3	4.6	
20.	5/16/2021	14,560	44.7	50.4	38.8	56.4	5.7	
21.	5/23/2021	16,153	44.0	52.2	37.8	54.1	8.2	
22.	5/30/2021	14,236	42.8	49.6	36.6	54.0	6.8	
23.	6/6/2021	10,217	42.5	52.6	38.4	50.2	10.1	
24.	6/13/2021	13,077	37.5	42.9	33.6	45.5	5.4	
25.	6/20/2021	13,502	41.1	48.2	35.6	51.2	7.1	
26.	6/27/2021	13,909	39.1	45.7	34.9	48.7	6.6	
27.	7/4/2021	14,153	39.5	45.5	35.4	47.9	6.0	
28.	7/11/2021	11,492	45.5	54.2	40.3	53.4	8.7	
29.	7/18/2021	14,425	39.7	46.6	35.0	47.1	6.9	
30.	7/25/2021	14,836	36.0	42.7	30.7	45.2	6.7	
31.	8/1/2021	14,664	40.6	47.5	34.0	51.2	6.9	
32.	8/8/2021	12,719	35.3	40.3	31.3	44.5	5.0	
33.	8/15/2021	12,761	50.6	57.7	44.4	66.7	7.1	
34.	8/22/2021	13,296	36.3	41.9	32.8	44.0	5.6	
35.	8/29/2021	12,098	33.0	37.9	29.9	40.7	4.9	
36.	9/5/2021	13,133	37.6	42.3	33.1	49.2	4.7	
37.	9/12/2021	10,847	38.5	44.6	34.3	48.2	6.1	
38.	9/19/2021	12,370	41.0	45.6	37.3	50.4	4.6	
39.	9/26/2021	13,704	35.5	42.7	30.4	45.6	7.2	
40.	10/3/2021	15,137	46.7	55.4	30.4	45.6	8.7	
41.	10/10/2021	16,055	39.5	49.3	33.7	49.5	9.8	
42.	10/17/2021	14,410	38.4	45.9	33.7	49.5	7.5	
43.	10/24/2021	14,164	38.8	44.2	34.0	50.5	5.4	
44.	10/31/2021	13,294	37.6	43.0	32.4	48.0	5.4	
45.	11/7/2021	14,889	39.1	47.9	33.6	49.7	8.8	
46.	11/14/2021	13,493	34.5	40.7	29.8	44.1	6.2	

Port of Virginia Weekly Metrics

Time Period (1)	Gate Transactions (Containers) (2)	NIT Gate Transactions					NIT	
		Turn Time (Minutes)					Expanded Turn Time - Traditional Turn Time 3/ (8)	
		Traditional (3)	Expanded (4)	Single Move (5)	Dual Move (6)	Goal (7)		
47.	11/21/2021	12,745	37.6	42.7	33.7	48.3	50.0	5.1
48.	11/28/2021	10,550	38.4	44.3	33.7	52.4	50.0	5.9
49.	12/5/2021	16,959	48.3	60.9	40.6	61.4	50.0	12.6
50.	12/12/2021	14,027	40.5	48.3	35.2	53.2	50.0	7.8
51.	12/19/2021	15,228	40.0	46.2	35.1	53.7	50.0	6.2
52.	12/26/2021	10,505	39.1	45.3	34.4	51.6	50.0	6.2
53.	1/2/2022	14,173	41.2	53.9	34.6	53.0	50.0	12.7
54.	1/9/2022	14,188	49.5	57.6	42.2	61.9	50.0	8.1
55.	1/16/2022	16,502	51.5	61.6	43.5	64.3	50.0	10.1
56.	1/23/2022	13,066	46.2	54.8	39.8	56.4	50.0	8.6
57.	1/30/2022	13,481	40.9	46.1	35.3	53.8	50.0	5.2
58.	2/6/2022	12,542	46.6	50.0	40.1	60.8	50.0	3.4
59.	2/13/2022	13,331	43.7	48.1	38.4	57.5	50.0	4.4
60.	2/20/2022	13,476	47.3	51.4	41.4	59.7	50.0	4.1
61.	2/27/2022	15,796	41.8	49.2	35.7	54.0	50.0	7.4
62.	3/6/2022	15,988	43.6	51.1	36.6	55.6	50.0	7.5
63.	3/13/2022	12,660	36.2	41.1	31.4	47.5	50.0	4.9
64.	3/20/2022	9,606	32.9	36.4	29.7	46.4	50.0	3.5
65.	3/27/2022	14,086	35.2	39.8	31.1	45.4	50.0	4.6
66.	4/3/2022	14,460	36.6	41.8	32.0	47.6	50.0	5.2
67.	4/10/2022	13,743	34.4	39.8	30.1	43.7	50.0	5.4
68.	4/17/2022	14,529	32.2	38.7	28.2	41.2	50.0	6.5
69.	4/24/2022	15,691	35.2	44.4	30.6	44.5	50.0	9.2
70.	5/1/2022	16,868	38.1	46.7	33.5	48.1	50.0	8.6
71.	5/8/2022	15,068	37.8	45.6	33.0	46.3	50.0	7.8
72.	5/15/2022	17,278	41.3	50.5	36.4	50.5	50.0	9.2
73.	5/22/2022	17,850	46.1	55.6	40.9	54.5	50.0	9.5
74.	5/29/2022	17,054	44.0	53.3	39.9	51.6	50.0	9.3
75.	6/5/2022	13,788	41.8	51.6	36.2	50.3	50.0	9.8
76.	6/12/2022	18,392	40.9	51.0	36.4	49.8	50.0	10.1
77.	6/19/2022	13,907	35.5	39.9	32.0	45.7	50.0	4.4
78.	6/26/2022	16,598	42.9	51.6	38.7	53.6	50.0	8.7
79.	7/3/2022	15,271	36.3	45.4	32.2	46.7	50.0	9.1
80.	7/10/2022	13,037	41.2	47.9	36.4	52.8	50.0	6.7
81.	7/17/2022	18,448	43.4	51.2	37.4	55.7	50.0	7.8
82.	7/24/2022	18,165	49.9	61.2	43.5	62.9	50.0	11.3
83.	7/31/2022	16,987	40.6	50.2	35.6	51.5	50.0	9.6
84.	8/7/2022	15,513	39.1	48.6	35.6	51.5	50.0	9.5
85.	8/14/2022	16,046	35.7	40.1	32.4	46.8	50.0	4.4
86.	8/21/2022	14,660	32.3	37.6	29.1	43.8	50.0	5.3
87.	8/28/2022	16,477	34.9	39.9	32.0	45.9	50.0	5.0
88.	9/4/2022	18,008	40.5	47.3	36.6	52.1	50.0	6.8
89.	9/11/2022	15,354	40.7	51.0	35.5	52.8	50.0	10.3
90.	9/18/2022	17,374	37.0	41.8	33.6	47.8	50.0	4.8
91.	9/25/2022	15,303	33.5	39.6	30.8	44.2	50.0	6.1
92.	10/2/2022	14,568	31.9	36.2	29.4	40.3	50.0	4.3
93.	10/9/2022	11,207	32.1	39.6	29.5	40.8	50.0	7.5

Port of Virginia Weekly Metrics

	Time Period (1)	NIT Gate Transactions					NIT	
		Gate Transactions (Containers) (2)	Turn Time (Minutes)				Expanded Turn Time - Traditional Turn Time 3/ (8)	
			Traditional (3)	Expanded (4)	Single Move (5)	Dual Move (6)		Goal (7)
94.	10/16/2022	15,956	38.4	46.1	34.8	48.2	50.0	7.7
95.	10/23/2022	13,361	32.9	37.9	34.8	48.2	50.0	5.0
96.	10/30/2022	15,194	33.1	40.3	29.9	43.5	50.0	7.2
97.	11/6/2022	13,978	31.2	35.2	29.9	43.5	50.0	4.0
98.	11/13/2022	12,253	31.3	35.7	29.9	43.5	50.0	4.4
99.	11/20/2022	13,270	32.2	37.6	29.8	42.7	50.0	5.4
100.	11/27/2022	10,804	30.5	36.2	28.5	41.7	50.0	5.7
101.	12/4/2022	13,510	29.9	34.0	28.5	41.7	50.0	4.1
102.	12/11/2022	14,573	31.0	35.2	28.5	41.7	50.0	4.2
103.	12/18/2022	14,039	31.1	36.0	28.9	41.8	50.0	4.9
104.	12/25/2022	12,801	30.7	35.9	22.8	36.2	50.0	5.2
105.	1/1/2023	9,276	27.1	30.6	22.9	21.0	50.0	3.5
106.	1/8/2023	10,909	28.1	31.5	21.5	18.3	50.0	3.4
107.	1/15/2023	13,341	28.9	32.8	19.8	20.6	50.0	3.9
108.	1/22/2023	14,037	29.7	33.8	23.9	25.1	50.0	4.1
109.	1/29/2023	12,978	29.8	33.8	27.8	37.7	50.0	4.0
110.	2/5/2023	12,141	29.3	33.2	27.4	37.2	50.0	3.9
111.	2/12/2023	13,346	28.7	33.9	26.5	37.5	50.0	5.2
112.	2/19/2023	12,730	30.7	35.5	28.3	40.0	50.0	4.8
113.	2/26/2023	12,112	28.8	32.8	26.8	37.4	50.0	4.0
114.	3/5/2023	12,836	31.1	35.4	29.0	38.9	50.0	4.3
115.	3/12/2023	10,537	28.0	31.6	26.7	35.3	50.0	3.6
116.	3/19/2023	9,462	27.8	31.7	26.3	37.1	50.0	3.9
117.	3/26/2023	8,856	27.7	31.3	26.3	37.4	50.0	3.6
118.	4/2/2023	11,200	30.4	34.1	28.5	37.9	50.0	3.7
119.	4/9/2023	9,856	28.8	32.4	27.1	37.0	50.0	3.6
120.	4/16/2023	10,517	28.7	32.6	26.9	36.7	50.0	3.9
121.	4/23/2023	11,633	30.3	34.4	28.4	37.4	50.0	4.1
122.	4/30/2023	10,287	29.6	33.4	27.8	36.7	50.0	3.8
123.	5/7/2023	10,534	29.9	35.1	27.6	38.2	50.0	5.2
124.	5/14/2023	10,698	29.6	33.6	27.7	38.0	50.0	4.0
125.	5/21/2023	11,142	29.7	33.8	27.3	38.9	50.0	4.1
126.	5/28/2023	11,844	30.9	35.1	28.7	38.0	50.0	4.2
127.	6/4/2023	10,429	35.3	40.4	32.8	43.6	50.0	5.1
128.	6/11/2023	10,612	27.6	31.6	25.7	36.9	50.0	4.0
129.	6/18/2023	10,987	28.8	32.7	27.0	38.1	50.0	3.9
130.	6/25/2023	10,510	29.4	33.1	27.6	40.6	50.0	3.7
131.	7/2/2023	11,292	30.0	34.4	27.7	38.4	50.0	4.4
132.	7/9/2023	8,684	32.6	37.6	30.1	41.8	50.0	5.0
133.	7/16/2023	12,243	30.6	35.5	27.7	40.2	50.0	4.9
134.	7/23/2023	12,635	33.8	38.5	31.0	44.3	50.0	4.7
135.	7/30/2023	13,170	38.2	43.6	35.0	48.7	50.0	5.4
136.	8/6/2023	12,249	34.3	38.2	31.6	44.2	50.0	3.9
137.	8/13/2023	12,706	34.6	38.8	32.1	43.2	50.0	4.2
138.	8/20/2023	11,799	32.7	37.3	30.2	41.5	50.0	4.6
139.	8/27/2023	12,541	33.5	37.7	31.0	42.8	50.0	4.2
140.	9/3/2023	11,253	32.5	36.4	30.2	42.7	50.0	3.9

Port of Virginia Weekly Metrics

Time Period (1)	Gate Transactions (Containers) (2)	NIT Gate Transactions					NIT	
		Turn Time (Minutes)					Expanded Turn Time - Traditional Turn Time 3/ (8)	
		Traditional (3)	Expanded (4)	Single Move (5)	Dual Move (6)	Goal (7)		
141.	9/10/2023	8,777	32.5	37.0	30.0	42.0	50.0	4.5
142.	9/17/2023	13,343	39.0	46.6	35.7	49.2	50.0	7.6
143.	9/24/2023	9,872	31.1	35.3	29.2	41.2	50.0	4.2
144.	10/1/2023	10,370	32.3	36.4	30.2	41.6	50.0	4.1
145.	10/8/2023	11,688	32.3	36.5	30.0	40.4	50.0	4.2
146.	10/15/2023	11,079	31.8	37.6	29.1	39.9	50.0	5.8
147.	10/22/2023	13,444	33.2	38.6	30.6	43.6	50.0	5.4
148.	10/29/2023	12,662	35.4	40.3	32.5	44.6	50.0	4.9
149.	11/5/2023	13,175	35.4	40.7	31.7	46.7	50.0	5.3
150.	11/12/2023	12,932	35.2	40.4	32.9	47.6	50.0	5.2
151.	11/19/2023	10,904	31.8	36.3	29.7	42.8	50.0	4.5
152.	11/26/2023	8,714	34.0	38.8	31.7	44.5	50.0	4.8
153.	12/3/2023	11,823	34.2	39.6	31.9	44.8	50.0	5.4
154.	12/10/2023	11,955	34.8	39.9	32.0	47.4	50.0	5.1
155.	12/17/2023	12,311	35.4	42.7	32.0	47.7	50.0	7.3
156.	12/24/2023	9,682	31.9	37.7	30.0	43.9	50.0	5.8
157.	12/31/2023	7,415	32.3	36.6	29.8	44.0	50.0	4.3

B. Annual

			Weighted Average Turn Time (Minutes)					
158.	2021	706,160	40.7	47.9	35.3	44.9	50.0	7.1
159.	2022	770,278	38.5	45.5	34.2	49.4	50.0	7.0
160.	2023	<u>601,528</u>	<u>31.6</u>	<u>36.2</u>	<u>29.0</u>	<u>39.7</u>	<u>50.0</u>	<u>4.5</u>
161.	Total	2,077,966	37.3	43.6	33.0	45.0	50.0	6.3

C. Turn Time (2021-2023)

		Number of Weeks					
162. <50 Minutes	xxx	155	126	157	104	xxx	xxx
163. >50 Minutes	xxx	<u>2</u>	<u>31</u>	<u>0</u>	<u>46</u>	xxx	xxx
164. Total	xxx	157	157	157	150	xxx	xxx
% of Turn Time		% of Total Weeks					
165. Met Goal 1/	xxx	98.7%	80.3%	100.0%	69.3%	xxx	xxx
166. Did Not Meet Goal 2/	xxx	<u>1.3%</u>	<u>19.7%</u>	<u>0.0%</u>	<u>30.7%</u>	xxx	xxx
167. Total	xxx	100.0%	100.0%	100.0%	100.0%	xxx	xxx

Source: Port of Virginia Weekly Metrics Reports.

1/ Line 162 ÷ Line 164 x 100.

2/ Line 163 ÷ Line 164 x 100.

3/ Column (4) - Column (3).

Port of Virginia Weekly Metrics

	NIT Truck Reservation Statistics				Missed Reservations
	Total	Reservation			as a Percent of
	<u>Gate Moves</u>	<u>Moves</u>	<u>Missed</u>	<u>% of Total Moves</u>	<u>Total Gate Moves 1/</u>
<u>Week</u>	(2)	(3)	(4)	(5)	(6)
(1)					
A. Week					
1. 1/3/2021	10,683	8,761	555	82.0%	5.2%
2. 1/10/2021	13,451	10,338	940	76.9%	7.0%
3. 1/17/2021	15,961	12,434	1,061	77.9%	6.6%
4. 1/24/2021	14,453	11,917	856	82.5%	5.9%
5. 1/31/2021	12,775	10,250	703	80.2%	5.5%
6. 2/7/2021	12,155	9,451	655	77.8%	5.4%
7. 2/14/2021	12,067	9,447	643	78.3%	5.3%
8. 2/21/2021	13,713	10,901	761	79.5%	5.5%
9. 2/28/2021	13,360	10,566	748	79.1%	5.6%
10. 3/7/2021	13,942	11,172	695	80.1%	5.0%
11. 3/14/2021	14,129	11,453	715	81.1%	5.1%
12. 3/21/2021	13,592	10,523	645	77.4%	4.7%
13. 3/28/2021	14,201	11,116	884	78.3%	6.2%
14. 4/4/2021	15,072	11,783	1,044	78.2%	6.9%
15. 4/11/2021	15,903	12,591	1,189	79.2%	7.5%
16. 4/18/2021	14,795	11,851	698	80.1%	4.7%
17. 4/25/2021	12,831	10,089	718	78.6%	5.6%
18. 5/2/2021	12,152	9,686	977	79.7%	8.0%
19. 5/9/2021	13,317	10,201	701	76.6%	5.3%
20. 5/16/2021	14,560	11,453	692	78.7%	4.8%
21. 5/23/2021	16,153	12,957	1,011	80.2%	6.3%
22. 5/30/2021	14,236	11,416	900	80.2%	6.3%
23. 6/6/2021	10,217	8,282	748	81.1%	7.3%
24. 6/13/2021	13,077	10,580	786	80.9%	6.0%
25. 6/20/2021	13,502	10,883	900	80.6%	6.7%
26. 6/27/2021	13,909	10,969	831	78.9%	6.0%
27. 7/4/2021	14,153	11,173	853	78.9%	6.0%
28. 7/11/2021	11,492	9,286	862	80.8%	7.5%
29. 7/18/2021	14,425	11,551	921	80.1%	6.4%
30. 7/25/2021	14,836	11,963	804	80.6%	5.4%
31. 8/1/2021	14,664	11,818	790	80.6%	5.4%
32. 8/8/2021	12,719	9,995	745	78.6%	5.9%
33. 8/15/2021	12,761	9,823	911	77.0%	7.1%
34. 8/22/2021	13,296	10,156	943	76.4%	7.1%
35. 8/29/2021	12,098	9,270	701	76.6%	5.8%
36. 9/5/2021	13,133	10,000	687	76.1%	5.2%

Port of Virginia Weekly Metrics

		NIT Truck Reservation Statistics				Missed Reservations
		Total	Reservation			as a Percent of
<u>Week</u>		<u>Gate Moves</u>	<u>Moves</u>	<u>Missed</u>	<u>% of Total Moves</u>	<u>Total Gate Moves 1/</u>
(1)		(2)	(3)	(4)	(5)	(6)
37.	9/12/2021	10,847	8,377	701	77.2%	6.5%
38.	9/19/2021	12,370	9,225	770	74.6%	6.2%
39.	9/26/2021	13,704	10,378	1,207	75.7%	8.8%
40.	10/3/2021	15,137	11,320	1,391	74.8%	9.2%
41.	10/10/2021	16,055	12,096	1,555	75.3%	9.7%
42.	10/17/2021	14,410	10,688	1,174	74.2%	8.1%
43.	10/24/2021	14,164	10,518	1,012	74.3%	7.1%
44.	10/31/2021	13,294	10,077	709	75.8%	5.3%
45.	11/7/2021	14,889	11,360	753	76.3%	5.1%
46.	11/14/2021	13,493	10,250	775	76.0%	5.7%
47.	11/21/2021	12,745	9,417	637	73.9%	5.0%
48.	11/28/2021	10,550	7,585	539	71.9%	5.1%
49.	12/5/2021	16,959	13,147	1,003	77.5%	5.9%
50.	12/12/2021	14,027	10,517	958	75.0%	6.8%
51.	12/19/2021	15,228	11,085	924	72.8%	6.1%
52.	12/26/2021	10,505	7,794	587	74.2%	5.6%
53.	1/2/2022	14,173	10,803	860	76.2%	6.1%
54.	1/9/2022	14,188	10,763	988	75.9%	7.0%
55.	1/16/2022	16,502	12,650	887	76.7%	5.4%
56.	1/23/2022	13,066	10,085	723	77.2%	5.5%
57.	1/30/2022	13,481	9,944	699	73.8%	5.2%
58.	2/6/2022	12,542	9,197	654	73.3%	5.2%
59.	2/13/2022	13,331	9,786	672	73.4%	5.0%
60.	2/20/2022	13,476	10,144	825	75.3%	6.1%
61.	2/27/2022	15,796	12,061	874	76.4%	5.5%
62.	3/6/2022	15,988	12,464	926	78.0%	5.8%
63.	3/13/2022	12,660	9,358	686	73.9%	5.4%
64.	3/20/2022	9,606	6,699	589	69.7%	6.1%
65.	3/27/2022	14,086	10,484	641	74.4%	4.6%
66.	4/3/2022	14,460	10,764	756	74.4%	5.2%
67.	4/10/2022	13,743	10,430	700	75.9%	5.1%
68.	4/17/2022	14,529	10,873	628	74.8%	4.3%
69.	4/24/2022	15,691	11,797	759	75.2%	4.8%
70.	5/1/2022	16,868	12,515	797	74.2%	4.7%
71.	5/8/2022	15,068	11,385	1,048	75.6%	7.0%
72.	5/15/2022	17,278	12,992	871	75.2%	5.0%
73.	5/22/2022	17,850	13,625	967	76.3%	5.4%

Port of Virginia Weekly Metrics

		NIT Truck Reservation Statistics				Missed Reservations
		Total	Reservation			as a Percent of
<u>Week</u>		<u>Gate Moves</u>	<u>Moves</u>	<u>Missed</u>	<u>% of Total Moves</u>	<u>Total Gate Moves 1/</u>
(1)		(2)	(3)	(4)	(5)	(6)
74.	5/29/2022	17,054	12,909	1,108	75.7%	6.5%
75.	6/5/2022	13,788	10,737	850	77.9%	6.2%
76.	6/12/2022	18,392	13,596	1,128	73.9%	6.1%
77.	6/19/2022	13,907	9,735	721	70.0%	5.2%
78.	6/26/2022	16,598	12,109	923	73.0%	5.6%
79.	7/3/2022	15,271	11,146	764	73.0%	5.0%
80.	7/10/2022	13,037	9,594	557	73.6%	4.3%
81.	7/17/2022	18,448	13,917	927	75.4%	5.0%
82.	7/24/2022	18,165	13,837	957	76.2%	5.3%
83.	7/31/2022	16,987	12,905	743	76.0%	4.4%
84.	8/7/2022	15,513	11,570	911	74.6%	5.9%
85.	8/14/2022	16,046	11,566	748	72.1%	4.7%
86.	8/21/2022	14,660	10,500	697	71.6%	4.8%
87.	8/28/2022	16,477	11,940	822	72.5%	5.0%
88.	9/4/2022	18,008	13,300	800	73.9%	4.4%
89.	9/11/2022	15,354	11,534	727	75.1%	4.7%
90.	9/18/2022	17,374	12,369	670	71.2%	3.9%
91.	9/25/2022	15,303	10,890	501	71.2%	3.3%
92.	10/2/2022	14,568	10,706	488	73.5%	3.3%
93.	10/9/2022	11,207	8,205	547	73.2%	4.9%
94.	10/16/2022	15,956	12,207	593	76.5%	3.7%
95.	10/23/2022	13,361	9,929	463	74.3%	3.5%
96.	10/30/2022	15,194	11,481	490	75.6%	3.2%
97.	11/6/2022	13,978	10,323	422	73.9%	3.0%
98.	11/13/2022	12,253	9,068	309	74.0%	2.5%
99.	11/20/2022	13,270	9,720	345	73.2%	2.6%
100.	11/27/2022	10,804	7,776	310	72.0%	2.9%
101.	12/4/2022	13,510	9,880	360	73.1%	2.7%
102.	12/11/2022	14,573	10,633	446	73.0%	3.1%
103.	12/18/2022	14,039	10,041	448	71.5%	3.2%
104.	12/25/2022	12,801	9,477	333	74.0%	2.6%
105.	1/1/2023	9,276	6,972	244	75.2%	2.6%
106.	1/8/2023	10,909	7,796	258	71.5%	2.4%
107.	1/15/2023	13,341	9,516	374	71.3%	2.8%
108.	1/22/2023	14,037	10,042	390	71.5%	2.8%
109.	1/29/2023	12,978	9,513	294	73.3%	2.3%
110.	2/5/2023	12,141	8,927	294	73.5%	2.4%

Port of Virginia Weekly Metrics

		NIT Truck Reservation Statistics				Missed Reservations
		Total	Reservation			as a Percent of
<u>Week</u>	<u>Gate Moves</u>	<u>Moves</u>	<u>Missed</u>	<u>% of Total Moves</u>	<u>Total Gate Moves 1/</u>	
(1)	(2)	(3)	(4)	(5)	(6)	
111.	2/12/2023	13,346	9,921	355	74.3%	2.7%
112.	2/19/2023	12,730	9,735	299	76.5%	2.3%
113.	2/26/2023	12,112	9,178	283	75.8%	2.3%
114.	3/5/2023	12,836	9,635	293	75.1%	2.3%
115.	3/12/2023	10,537	7,906	247	75.0%	2.3%
116.	3/19/2023	9,462	7,004	216	74.0%	2.3%
117.	3/26/2023	8,856	6,515	189	73.6%	2.1%
118.	4/2/2023	11,200	8,632	229	77.1%	2.0%
119.	4/9/2023	9,856	7,469	256	75.8%	2.6%
120.	4/16/2023	10,517	7,990	250	76.0%	2.4%
121.	4/23/2023	11,633	8,985	284	77.2%	2.4%
122.	4/30/2023	10,287	7,794	192	75.8%	1.9%
123.	5/7/2023	10,534	7,986	331	75.8%	3.1%
124.	5/14/2023	10,698	8,163	201	76.3%	1.9%
125.	5/21/2023	11,142	8,404	211	75.4%	1.9%
126.	5/28/2023	11,844	9,192	347	77.6%	2.9%
127.	6/4/2023	10,429	8,041	269	77.1%	2.6%
128.	6/11/2023	10,612	7,845	230	73.9%	2.2%
129.	6/18/2023	10,987	8,290	248	75.5%	2.3%
130.	6/25/2023	10,510	7,867	213	74.9%	2.0%
131.	7/2/2023	11,292	8,754	295	77.5%	2.6%
132.	7/9/2023	8,684	6,821	253	78.5%	2.9%
133.	7/16/2023	12,243	9,355	291	76.4%	2.4%
134.	7/23/2023	12,635	9,626	373	76.2%	3.0%
135.	7/30/2023	13,170	10,159	382	77.1%	2.9%
136.	8/6/2023	12,249	9,321	301	76.1%	2.5%
137.	8/13/2023	12,706	9,701	272	76.3%	2.1%
138.	8/20/2023	11,799	9,014	284	76.4%	2.4%
139.	8/27/2023	12,541	9,582	318	76.4%	2.5%
140.	9/3/2023	11,253	8,548	311	76.0%	2.8%
141.	9/10/2023	8,777	6,879	209	78.4%	2.4%
142.	9/17/2023	13,343	10,530	349	78.9%	2.6%
143.	9/24/2023	9,872	7,450	203	75.5%	2.1%
144.	10/1/2023	10,370	7,991	214	77.1%	2.1%
145.	10/8/2023	11,688	9,136	273	78.2%	2.3%
146.	10/15/2023	11,079	8,736	372	78.9%	3.4%
147.	10/22/2023	13,444	10,108	341	75.2%	2.5%

Port of Virginia Weekly Metrics

		NIT Truck Reservation Statistics				Missed Reservations
		Total	Reservation			as a Percent of
<u>Week</u>		<u>Gate Moves</u>	<u>Moves</u>	<u>Missed</u>	<u>% of Total Moves</u>	<u>Total Gate Moves 1/</u>
(1)		(2)	(3)	(4)	(5)	(6)
148.	10/29/2023	12,662	9,809	283	77.5%	2.2%
149.	11/5/2023	13,175	10,124	271	76.8%	2.1%
150.	11/12/2023	12,932	9,541	320	73.8%	2.5%
151.	11/19/2023	10,904	8,152	236	74.8%	2.2%
152.	11/26/2023	8,714	6,742	191	77.4%	2.2%
153.	12/3/2023	11,823	8,970	282	75.9%	2.4%
154.	12/10/2023	11,955	8,853	293	74.1%	2.5%
155.	12/17/2023	12,311	9,322	321	75.7%	2.6%
156.	12/24/2023	9,682	7,000	276	72.3%	2.9%
157.	12/31/2023	7,415	5,781	185	78.0%	2.5%
<u>B. Annual</u>						
158.	2021	706,160	549,939	43,968	77.88%	6.2%
159.	2022	770,278	572,419	36,658	74.31%	4.8%
160.	2023	<u>601,528</u>	<u>455,323</u>	<u>14,696</u>	<u>75.69%</u>	<u>2.4%</u>
161.	Total	2,077,966	1,577,681	95,322	75.92%	4.6%

Source: Port of Virginia Weekly Metrics Reports

1/ Column (4) ÷ Column (2) x 100.

Port of Virginia Weekly Metrics

		NIT Gate Containers and Dwell			NIT Rail Containers and Dwell			Most Efficient NIT		
		Gate	Gate Dwell Time		Rail	Rail Dwell Time		Dwell Time 1/		Dominant
Week		Transactions	Export	Import	Containers	Export	Import	Export	Import	Containers 2/
(1)		(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
A. Week										
1.	1/3/2021	10,683	175.8	130.9	4,585	178.9	52.5	Gate	Rail	Gate
2.	1/10/2021	13,451	153.2	138.1	3,979	193.0	61.2	Gate	Rail	Gate
3.	1/17/2021	15,961	133.2	133.0	4,397	204.8	56.3	Gate	Rail	Gate
4.	1/24/2021	14,453	147.7	122.7	4,713	221.4	63.4	Gate	Rail	Gate
5.	1/31/2021	12,775	147.4	133.1	4,372	200.4	59.2	Gate	Rail	Gate
6.	2/7/2021	12,155	166.7	101.0	4,117	199.2	68.9	Gate	Rail	Gate
7.	2/14/2021	12,067	211.3	83.0	4,199	227.2	50.1	Gate	Rail	Gate
8.	2/21/2021	13,713	188.8	111.3	3,476	211.5	45.2	Gate	Rail	Gate
9.	2/28/2021	13,360	201.3	135.6	3,810	231.5	59.8	Gate	Rail	Gate
10.	3/7/2021	13,942	187.1	96.9	5,712	218.4	51.4	Gate	Rail	Gate
11.	3/14/2021	14,129	171.7	147.4	4,944	202.0	57.3	Gate	Rail	Gate
12.	3/21/2021	13,592	199.5	109.3	4,628	236.8	56.1	Gate	Rail	Gate
13.	3/28/2021	14,201	182.2	102.9	3,568	223.5	53.5	Gate	Rail	Gate
14.	4/4/2021	15,072	195.2	91.1	4,758	245.2	39.3	Gate	Rail	Gate
15.	4/11/2021	15,903	180.2	113.5	4,658	219.6	60.7	Gate	Rail	Gate
16.	4/18/2021	14,795	173.0	113.6	5,316	193.0	49.0	Gate	Rail	Gate
17.	4/25/2021	12,831	164.9	113.2	5,162	183.8	58.8	Gate	Rail	Gate
18.	5/2/2021	12,152	154.3	110.0	6,282	175.7	78.5	Gate	Rail	Gate
19.	5/9/2021	13,317	187.0	134.8	5,383	197.8	69.7	Gate	Rail	Gate
20.	5/16/2021	14,560	159.3	101.4	5,091	171.3	67.2	Gate	Rail	Gate
21.	5/23/2021	16,153	145.1	111.7	4,647	197.1	87.3	Gate	Rail	Gate
22.	5/30/2021	14,236	163.9	114.7	4,285	206.0	104.6	Gate	Rail	Gate
23.	6/6/2021	10,217	170.9	138.7	4,993	197.1	54.6	Gate	Rail	Gate
24.	6/13/2021	13,077	149.9	134.5	4,431	147.5	96.5	Rail	Rail	Gate
25.	6/20/2021	13,502	131.2	126.9	5,378	190.3	68.8	Gate	Rail	Gate
26.	6/27/2021	13,909	150.4	113.0	5,170	238.9	67.4	Gate	Rail	Gate
27.	7/4/2021	14,153	157.6	129.5	5,140	181.3	50.0	Gate	Rail	Gate
28.	7/11/2021	11,492	166.0	131.8	5,352	199.8	64.3	Gate	Rail	Gate
29.	7/18/2021	14,425	178.6	123.8	6,008	191.3	70.1	Gate	Rail	Gate
30.	7/25/2021	14,836	161.6	112.1	6,484	192.2	66.6	Gate	Rail	Gate
31.	8/1/2021	14,664	141.2	123.6	5,327	170.3	85.0	Gate	Rail	Gate
32.	8/8/2021	12,719	182.1	144.2	6,145	219.7	66.6	Gate	Rail	Gate
33.	8/15/2021	12,761	194.4	144.5	6,039	220.6	93.0	Gate	Rail	Gate
34.	8/22/2021	13,296	184.1	156.6	6,637	196.3	82.4	Gate	Rail	Gate
35.	8/29/2021	12,098	192.1	163.7	4,144	210.4	102.6	Gate	Rail	Gate
36.	9/5/2021	13,133	206.5	130.7	5,712	233.1	147.8	Gate	Gate	Gate
37.	9/12/2021	10,847	212.9	145.3	4,153	253.6	156.1	Gate	Gate	Gate
38.	9/19/2021	12,370	257.9	147.6	5,170	278.6	149.1	Gate	Gate	Gate
39.	9/26/2021	13,704	177.2	141.3	6,122	236.3	127.3	Gate	Rail	Gate
40.	10/3/2021	15,137	188.1	151.4	6,772	238.8	148.8	Gate	Rail	Gate
41.	10/10/2021	16,055	157.2	151.7	5,556	202.8	148.9	Gate	Rail	Gate
42.	10/17/2021	14,410	190.5	189.8	6,115	238.2	158.5	Gate	Rail	Gate
43.	10/24/2021	14,164	164.8	164.0	5,888	204.9	147.6	Gate	Rail	Gate
44.	10/31/2021	13,294	186.1	174.3	5,395	255.4	125.6	Gate	Rail	Gate
45.	11/7/2021	14,889	218.2	161.1	5,516	243.2	129.4	Gate	Rail	Gate
46.	11/14/2021	13,493	164.2	174.3	6,644	215.5	99.5	Gate	Rail	Gate

Port of Virginia Weekly Metrics

		NIT Gate Containers and Dwell			NIT Rail Containers and Dwell			Most Efficient NIT		Dominant	
		Gate	Gate Dwell Time		Rail	Rail Dwell Time		Dwell Time 1/			
		Week	Transactions	Export	Import	Containers	Export	Import	Export		Import
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
47.	11/21/2021	12,745	214.5	155.6	6,503	256.3	74.7	Gate	Rail	Gate	
48.	11/28/2021	10,550	202.6	133.3	5,730	232.0	106.2	Gate	Rail	Gate	
49.	12/5/2021	16,959	202.1	155.8	6,846	250.8	109.6	Gate	Rail	Gate	
50.	12/12/2021	14,027	163.1	141.9	6,506	269.4	89.6	Gate	Rail	Gate	
51.	12/19/2021	15,228	188.1	146.4	6,753	247.8	80.1	Gate	Rail	Gate	
52.	12/26/2021	10,505	190.0	165.8	4,586	220.0	86.6	Gate	Rail	Gate	
53.	1/2/2022	14,173	218.2	197.1	4,446	253.4	64.1	Gate	Rail	Gate	
54.	1/9/2022	14,188	192.9	200.7	5,964	276.2	91.2	Gate	Rail	Gate	
55.	1/16/2022	16,502	211.2	223.8	5,841	247.6	96.8	Gate	Rail	Gate	
56.	1/23/2022	13,066	211.0	199.7	5,752	279.4	94.6	Gate	Rail	Gate	
57.	1/30/2022	13,481	221.5	198.2	5,204	254.5	106.4	Gate	Rail	Gate	
58.	2/6/2022	12,542	232.5	211.8	5,104	308.1	67.2	Gate	Rail	Gate	
59.	2/13/2022	13,331	209.4	202.2	5,952	303.5	69.6	Gate	Rail	Gate	
60.	2/20/2022	13,476	260.7	211.5	6,136	322.9	70.2	Gate	Rail	Gate	
61.	2/27/2022	15,796	172.5	182.5	6,573	254.3	87.9	Gate	Rail	Gate	
62.	3/6/2022	15,988	166.0	177.0	6,236	251.2	71.5	Gate	Rail	Gate	
63.	3/13/2022	12,660	173.1	188.6	4,792	259.5	63.4	Gate	Rail	Gate	
64.	3/20/2022	9,606	241.0	221.1	5,326	354.0	100.0	Gate	Rail	Gate	
65.	3/27/2022	14,086	216.9	162.6	6,277	305.7	72.2	Gate	Rail	Gate	
66.	4/3/2022	14,460	191.9	182.6	5,975	319.1	62.4	Gate	Rail	Gate	
67.	4/10/2022	13,743	119.8	193.4	6,732	277.0	104.2	Gate	Rail	Gate	
68.	4/17/2022	14,529	131.9	180.1	6,154	261.5	53.7	Gate	Rail	Gate	
69.	4/24/2022	15,691	160.6	167.8	7,057	290.1	63.7	Gate	Rail	Gate	
70.	5/1/2022	16,868	143.4	130.4	7,363	205.6	66.4	Gate	Rail	Gate	
71.	5/8/2022	15,068	145.9	134.1	6,902	212.1	86.5	Gate	Rail	Gate	
72.	5/15/2022	17,278	148.0	145.5	6,739	219.8	81.3	Gate	Rail	Gate	
73.	5/22/2022	17,850	147.2	145.6	6,588	221.1	81.3	Gate	Rail	Gate	
74.	5/29/2022	17,054	133.7	144.3	6,895	194.0	104.8	Gate	Rail	Gate	
75.	6/5/2022	13,788	199.4	173.6	6,334	205.5	57.0	Gate	Rail	Gate	
76.	6/12/2022	18,392	139.8	177.5	5,995	230.3	91.1	Gate	Rail	Gate	
77.	6/19/2022	13,907	173.3	181.8	6,164	245.8	72.7	Gate	Rail	Gate	
78.	6/26/2022	16,598	164.5	144.4	7,021	212.1	82.4	Gate	Rail	Gate	
79.	7/3/2022	15,271	148.9	172.9	6,991	210.1	83.5	Gate	Rail	Gate	
80.	7/10/2022	13,037	159.9	150.1	5,695	207.4	111.4	Gate	Rail	Gate	
81.	7/17/2022	18,448	155.0	122.5	7,002	230.8	88.1	Gate	Rail	Gate	
82.	7/24/2022	18,165	149.7	108.4	6,952	217.1	104.1	Gate	Rail	Gate	
83.	7/31/2022	16,987	168.7	105.6	7,707	238.1	90.5	Gate	Rail	Gate	
84.	8/7/2022	15,513	149.2	129.3	6,342	214.2	78.3	Gate	Rail	Gate	
85.	8/14/2022	16,046	127.2	141.1	6,818	227.9	114.2	Gate	Rail	Gate	
86.	8/21/2022	14,660	133.1	136.2	6,535	204.1	107.5	Gate	Rail	Gate	
87.	8/28/2022	16,477	141.4	104.5	6,020	221.4	99.9	Gate	Rail	Gate	
88.	9/4/2022	18,008	136.3	103.8	7,362	191.6	85.7	Gate	Rail	Gate	
89.	9/11/2022	15,354	153.4	131.6	6,491	199.0	118.9	Gate	Rail	Gate	
90.	9/18/2022	17,374	131.2	124.3	6,764	198.5	73.2	Gate	Rail	Gate	
91.	9/25/2022	15,303	152.8	109.8	6,315	211.4	62.2	Gate	Rail	Gate	
92.	10/2/2022	14,568	129.6	91.3	6,344	163.9	81.3	Gate	Rail	Gate	
93.	10/9/2022	11,207	167.2	128.6	6,023	187.9	89.2	Gate	Rail	Gate	

Port of Virginia Weekly Metrics

	Week	NIT Gate Containers and Dwell			NIT Rail Containers and Dwell			Most Efficient NIT		Dominant
		Gate	Gate Dwell Time		Rail	Rail Dwell Time		Dwell Time 1/		
		Transactions	Export	Import	Containers	Export	Import	Export	Import	
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
94.	10/16/2022	15,956	150.6	96.3	6,974	192.0	68.1	Gate	Rail	Gate
95.	10/23/2022	13,361	128.4	109.1	7,780	158.2	128.9	Gate	Gate	Gate
96.	10/30/2022	15,194	143.3	108.3	7,591	179.4	109.8	Gate	Gate	Gate
97.	11/6/2022	13,978	146.2	112.1	8,035	193.9	53.2	Gate	Rail	Gate
98.	11/13/2022	12,253	164.7	97.9	7,793	197.8	50.4	Gate	Rail	Gate
99.	11/20/2022	13,270	156.2	83.4	7,847	174.2	85.6	Gate	Gate	Gate
100.	11/27/2022	10,804	153.3	94.8	5,828	193.1	65.9	Gate	Rail	Gate
101.	12/4/2022	13,510	145.7	90.9	6,796	205.0	55.7	Gate	Rail	Gate
102.	12/11/2022	14,573	168.8	87.4	7,367	203.6	58.1	Gate	Rail	Gate
103.	12/18/2022	14,039	139.5	89.5	7,442	177.6	48.6	Gate	Rail	Gate
104.	12/25/2022	12,801	147.7	94.4	4,930	183.0	47.9	Gate	Rail	Gate
105.	1/1/2023	9,276	175.9	85.2	5,709	208.6	39.8	Gate	Rail	Gate
106.	1/8/2023	10,909	155.9	92.3	6,993	194.9	47.7	Gate	Rail	Gate
107.	1/15/2023	13,341	130.7	89.3	7,273	183.1	60.3	Gate	Rail	Gate
108.	1/22/2023	14,037	167.8	84.2	7,137	178.3	38.2	Gate	Rail	Gate
109.	1/29/2023	12,978	145.6	85.4	7,457	157.4	46.3	Gate	Rail	Gate
110.	2/5/2023	12,141	122.6	81.1	6,437	139.3	37.1	Gate	Rail	Gate
111.	2/12/2023	13,346	127.5	66.9	5,791	181.2	32.0	Gate	Rail	Gate
112.	2/19/2023	12,730	137.7	67.5	6,677	183.0	29.1	Gate	Rail	Gate
113.	2/26/2023	12,112	144.1	81.4	6,527	175.9	27.2	Gate	Rail	Gate
114.	3/5/2023	12,836	142.5	62.9	7,729	172.2	38.9	Gate	Rail	Gate
115.	3/12/2023	10,537	138.8	87.3	5,375	154.0	41.9	Gate	Rail	Gate
116.	3/19/2023	9,462	154.1	75.1	5,731	164.6	49.0	Gate	Rail	Gate
117.	3/26/2023	8,856	176.7	56.7	6,284	221.4	30.2	Gate	Rail	Gate
118.	4/2/2023	11,200	154.3	61.8	7,261	170.4	45.2	Gate	Rail	Gate
119.	4/9/2023	9,856	130.9	76.0	6,032	162.8	51.9	Gate	Rail	Gate
120.	4/16/2023	10,517	146.6	68.3	5,710	186.6	29.7	Gate	Rail	Gate
121.	4/23/2023	11,633	136.1	69.9	7,089	176.0	26.8	Gate	Rail	Gate
122.	4/30/2023	10,287	145.4	70.2	6,328	150.5	40.9	Gate	Rail	Gate
123.	5/7/2023	10,534	129.9	74.5	5,132	166.1	46.4	Gate	Rail	Gate
124.	5/14/2023	10,698	153.6	66.8	7,282	183.2	42.0	Gate	Rail	Gate
125.	5/21/2023	11,142	148.8	65.1	6,164	177.2	40.2	Gate	Rail	Gate
126.	5/28/2023	11,844	137.4	79.3	5,337	157.1	51.2	Gate	Rail	Gate
127.	6/4/2023	10,429	159.9	98.6	7,015	165.0	67.0	Gate	Rail	Gate
128.	6/11/2023	10,612	134.3	80.0	6,845	156.8	66.4	Gate	Rail	Gate
129.	6/18/2023	10,987	136.4	77.6	8,017	174.6	57.6	Gate	Rail	Gate
130.	6/25/2023	10,510	155.7	76.4	8,192	167.0	52.7	Gate	Rail	Gate
131.	7/2/2023	11,292	146.4	82.2	7,590	166.9	51.1	Gate	Rail	Gate
132.	7/9/2023	8,684	150.0	100.3	5,830	172.3	55.9	Gate	Rail	Gate
133.	7/16/2023	12,243	116.2	93.0	8,345	154.4	44.2	Gate	Rail	Gate
134.	7/23/2023	12,635	128.4	86.7	8,963	165.1	52.3	Gate	Rail	Gate
135.	7/30/2023	13,170	138.6	91.5	9,096	150.8	57.4	Gate	Rail	Gate
136.	8/6/2023	12,249	135.1	98.0	9,268	141.7	67.7	Gate	Rail	Gate
137.	8/13/2023	12,706	135.0	96.9	8,901	155.6	57.6	Gate	Rail	Gate
138.	8/20/2023	11,799	145.3	94.2	8,119	165.8	47.4	Gate	Rail	Gate
139.	8/27/2023	12,541	143.3	77.7	8,534	178.8	65.6	Gate	Rail	Gate
140.	9/3/2023	11,253	161.1	86.2	7,904	202.1	74.5	Gate	Rail	Gate

Port of Virginia Weekly Metrics

Week (1)		NIT Gate Containers and Dwell			NIT Rail Containers and Dwell			Most Efficient NIT		Dominant Containers 2/ (10)
		Gate Transactions (2)	Gate Dwell Time		Rail Containers (5)	Rail Dwell Time		Dwell Time 1/ Export Import		
			Export (3)	Import (4)		Export (6)	Import (7)	Export (8)	Import (9)	
141.	9/10/2023	8,777	149.0	79.6	7,254	189.1	70.6	Gate	Rail	Gate
142.	9/17/2023	13,343	153.1	68.5	8,991	166.3	113.0	Gate	Gate	Gate
143.	9/24/2023	9,872	145.9	87.2	7,906	168.9	125.0	Gate	Gate	Gate
144.	10/1/2023	10,370	178.8	55.3	9,092	205.6	67.1	Gate	Gate	Gate
145.	10/8/2023	11,688	156.4	73.7	9,246	165.4	64.1	Gate	Rail	Gate
146.	10/15/2023	11,079	148.1	80.7	9,026	184.0	52.4	Gate	Rail	Gate
147.	10/22/2023	13,444	122.5	77.8	8,623	150.7	53.4	Gate	Rail	Gate
148.	10/29/2023	12,662	147.2	74.9	9,977	153.0	90.1	Gate	Gate	Gate
149.	11/5/2023	13,175	145.4	78.2	9,297	159.0	100.6	Gate	Gate	Gate
150.	11/12/2023	12,932	164.1	75.8	9,848	194.0	62.8	Gate	Rail	Gate
151.	11/19/2023	10,904	174.9	79.4	10,324	190.5	52.8	Gate	Rail	Gate
152.	11/26/2023	8,714	154.8	74.2	8,129	190.4	42.7	Gate	Rail	Gate
153.	12/3/2023	11,823	185.2	101.0	7,996	204.2	53.3	Gate	Rail	Gate
154.	12/10/2023	11,955	144.7	76.6	9,284	184.6	67.0	Gate	Rail	Gate
155.	12/17/2023	12,311	125.2	85.0	8,522	171.6	84.5	Gate	Rail	Gate
156.	12/24/2023	9,682	188.2	89.6	7,103	253.9	38.7	Gate	Rail	Gate
157.	12/31/2023	7,415	177.2	66.0	6,654	232.9	26.4	Gate	Rail	Gate

B. Annual

			Wtd. Avg. Gate Dwell Time			Wtd. Avg. Rail Dwell Time				
			Export	Import		Export	Import			
158.	2021	706,160	176.9	132.9	273,297	215.0	84.8	xxx	xxx	xxx
159.	2022	770,278	163.1	145.2	337,266	228.4	81.7	xxx	xxx	xxx
160.	2023	<u>601,528</u>	<u>147.2</u>	<u>79.6</u>	<u>401,346</u>	<u>174.6</u>	<u>54.7</u>	xxx	xxx	xxx
161.	Total	2,077,966	163.2	122.1	1,011,909	208.3	74.9			

C. Dwell Time Efficiency 3/

								Number of Weeks		
162.	Gate	xxx	xxx	xxx	xxx	xxx	xxx	156	11	157
163.	Rail	xxx	xxx	xxx	xxx	xxx	xxx	<u>1</u>	<u>146</u>	<u>0</u>
164.	Total	xxx	xxx	xxx	xxx	xxx	xxx	157	157	157
								% of Total Weeks		
165.	Gate 4/	xxx	xxx	xxx	xxx	xxx	xxx	99.4%	7.0%	100.0%
166.	Rail 5/	xxx	xxx	xxx	xxx	xxx	xxx	<u>0.6%</u>	<u>93.0%</u>	<u>0.0%</u>
167.	Total	xxx	xxx	xxx	xxx	xxx	xxx	100.0%	100.0%	100.0%

Source: Port of Virginia Weekly Metrics Reports

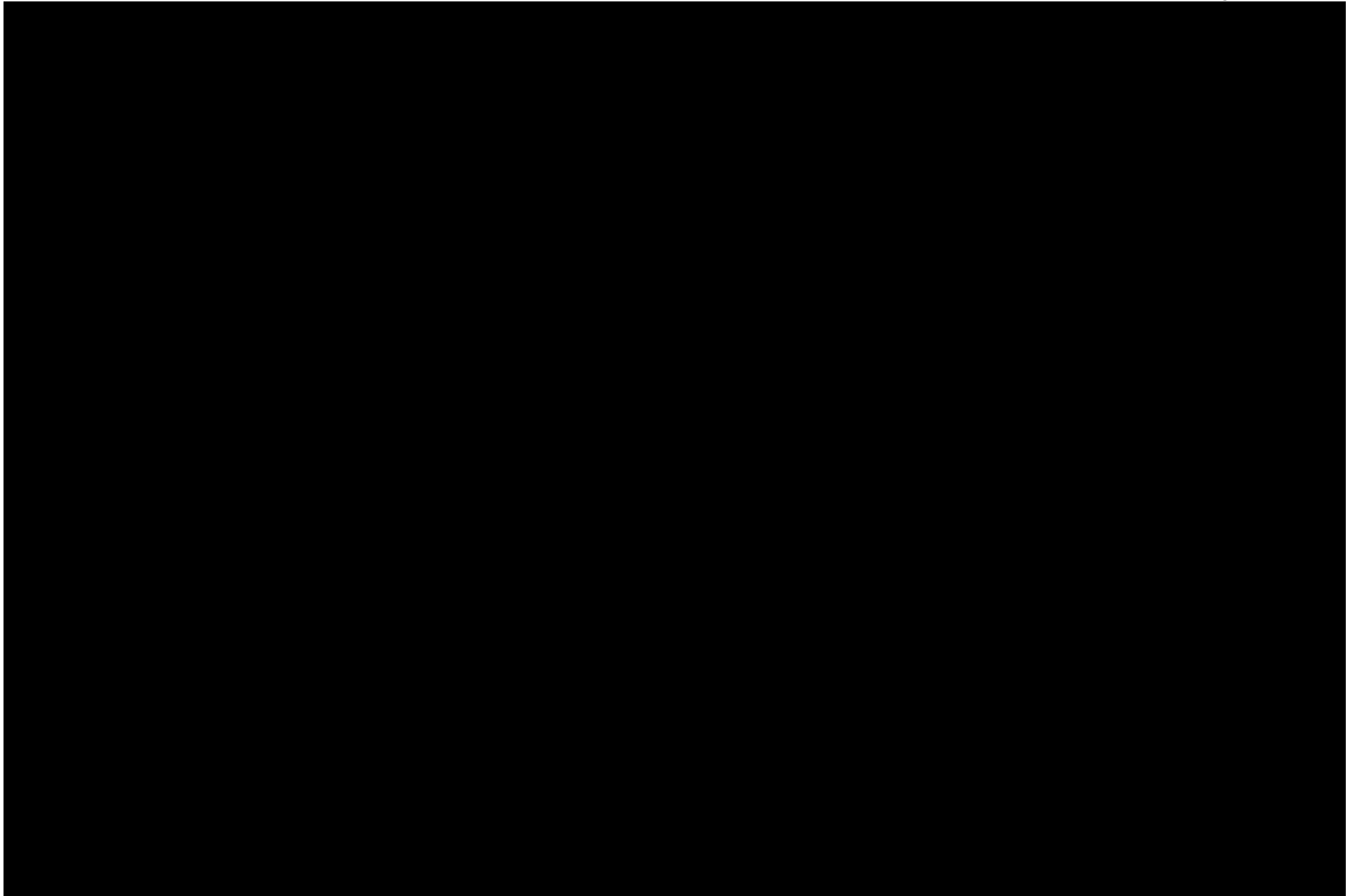
1/ Identifies whether "Gate" or "Rail" had the most efficient (lower) weekly dwell time for export and import movements at NIT.

2/ Identifies whether "Gate" or "Rail" had more weekly containers moving through NIT.

3/ Identifies the total number of weeks in which "Gate" and "Rail" had the most efficient dwell time.

4/ Line 162 ÷ Line 164 x 100.

5/ Line 163 ÷ Line 164 x 100.



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36836

**NORFOLK SOUTHERN CORPORATION
NORFOLK SOUTHERN RAILWAY COMPANY
—ACQUISITION OF CONTROL—
NORFOLK & PORTSMOUTH BELT LINE RAILROAD COMPANY**

SUPPLEMENT AND PERFECTION OF APPLICATION

EXHIBIT C

WHITE PAPER TO DOJ

the 1990s, the number of people in the UK who are employed in the public sector has increased by 1.5 million, from 2.5 million in 1980 to 4 million in 1999. The public sector has also become an important employer of people with disabilities, with 1.5 million people with disabilities employed in the public sector in 1999, compared with 1.2 million in 1980.

There are a number of reasons why the public sector has become an important employer of people with disabilities. One reason is that the public sector has a long history of employing people with disabilities. In the 19th century, the public sector employed people with disabilities in a number of different roles, including as clerks, typists, and stenographers. In the 20th century, the public sector continued to employ people with disabilities in a number of different roles, including as teachers, nurses, and social workers.

Another reason why the public sector has become an important employer of people with disabilities is that the public sector has a number of advantages over the private sector. One advantage is that the public sector is not subject to the same level of competition as the private sector. This means that the public sector can often offer better pay and benefits than the private sector. Another advantage is that the public sector is often more flexible in its hiring practices than the private sector.

There are also a number of disadvantages to working in the public sector. One disadvantage is that the public sector is often more bureaucratic than the private sector. This can mean that it is more difficult to get things done in the public sector. Another disadvantage is that the public sector is often more subject to political interference than the private sector. This can mean that the public sector is often more difficult to work for.

Despite these disadvantages, the public sector remains an important employer of people with disabilities. This is because the public sector has a number of advantages that the private sector does not have. One advantage is that the public sector is often more flexible in its hiring practices than the private sector. This means that the public sector can often hire people with disabilities who are not able to work in the private sector.

Another advantage is that the public sector is often more subject to political interference than the private sector. This can mean that the public sector is often more difficult to work for. However, the public sector is also often more subject to public scrutiny than the private sector. This means that the public sector is often more likely to be held accountable for its actions.

There are also a number of reasons why the public sector is often more subject to public scrutiny than the private sector. One reason is that the public sector is often more visible than the private sector. This means that the public sector is often more likely to be in the news. Another reason is that the public sector is often more subject to political interference than the private sector.

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