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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 36873

UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY — CONTROL— NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

SHENANDOAH VALLEY BATTLEFIELDS FOUNDATION COMMENT AND REQUEST FOR GRANT OF RESPONSIVE APPLICATION

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Dated: November 18, 2026

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SHENANDOAH VALLEY BATTLEFIELDS FOUNDATION
COMMENT AND REQUEST FOR GRANT OF RESPONSIVE APPLICATION

The Shenandoah Valley Battlefields Foundation ("SVBF"), and its wholly-owned subsidiary Manassas Gap Railroad LLC ("MGR") (together "Commenters") hereby file these comments related to the Amended Application filed by Union Pacific Corporation, Union Pacific Railroad Company (together, "UP"), and Norfolk Southern Corporation and Norfolk Southern Railway Company (together, "NS") (collectively UP and NS, the "Applicants"). Commenters also request that the Board grant a responsive application filed in STB Finance Docket No. 36873 (Sub No. 11)("Responsive Application") that seeks divestiture of an NS-owned rail line that is approximately 48.5 miles long extending from Milepost B 51.0 +/- near Riverton Junction in Front Royal, VA, to Milepost B 99. 5 +/- at Broadway, VA, in Rockingham, Shenandoah, and Warren Counties, VA, including all real estate, rail assets, switches, rights under lease and fiber optic agreements, and connections to both NS and CSX (the "Line"). Commenters request that the Board grant

the Responsive Application as a condition of an approval of the Amended Application to preserve freight rail and to enhance competition. Granting the Responsive Application will not adversely affect the merged carrier, including its operations and merger benefits.

BACKGROUND

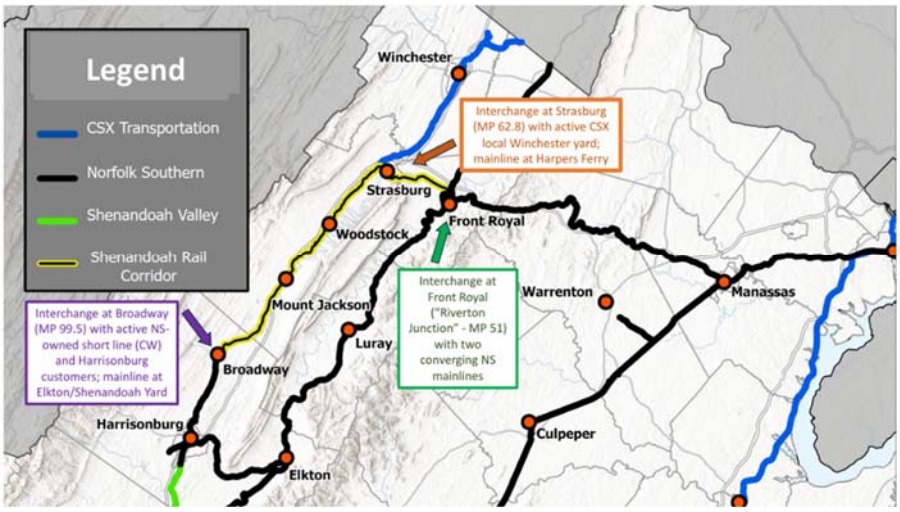
The Line consists of a rail corridor of approximately 48.5 miles extending from Milepost B 51.0 +/- near Riverton Junction in Front Royal, VA, to Milepost B 100 +/- at Broadway, VA, in Rockingham, Shenandoah, and Warren Counties, VA (the "Line"), including all real estate, rail assets, switches, rights under lease and fiber optic agreements, and connections to both NS and CSX. *See* Map 1.

Map 1- The Line (in Red) Parallels and NS's Line (in Black)



Much of the Line has been the subject of various discontinuance proceedings. Nevertheless, the Line is well positioned to serve the region. It parallels Interstate 81 and U.S. Route 11. There are three interchange locations with Class I carriers along the Line, in Strasburg, Front Royal, and Broadway. The Line connects to both NS and CSX.

Map 2- Interchange Locations Creates Competition Between NS and CSX



Because the Line connects to both NS and CSX, freight service on the Line would create opportunities not currently present and will help drive competitive freight rates. In addition, there are eleven "rail ready" sites along the Line. Shipping freight by rail on the Line will also reduce carbon emissions while alleviating highway traffic.

As shown, the Line is parallel to another NS line. Accordingly, NS has shrugged off requests for service on the Line, including as recently as 2025 and 2026, which is why it may claim that it has not moved freight on the Line in recent years. *See* Highly Confidential Attachments A, B, and C (Confidential Materials Subject to Request for Protective Order) (highlighting added). Rather than provide rail service, in one case NS recommended {[redacted]} *Id.* at

Attachment A (NS_00931258). In another instance, NS declined because engaging in shipping freight would {[redacted].}" *Id.* at Attachment B (NS_00931280). In yet, another, NS did not provide service despite characterizing the traffic as "{[redacted]"} and "{[redacted]}." *Id.* at Attachment C (NS_00931299).

Applicants filed the Amended Application in this proceeding on April 30, 2026. On September 9, 2026, Commenters timely filed a description of a responsive application to seek to provide freight rail service to customers in the Shenandoah Valley.

On October 5, 2026, NS filed a notice of exemption to abandon the Line in STB Docket No. AB-290 (Sub-No. 425X), *Norfolk South. Ry. Co. – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, VA*. Although NS attached letters from various towns along the Line, they do not unequivocally support abandonment. In fact, they conditioned their comments on preservation of the corridor for freight. For example, Strasburg, Virginia, states "the Town strongly supports maintaining the full corridor as a continuous transportation asset. Once divided or disposed of in individual segments, this established regional corridor would be extremely difficult, if not impossible, to recreate. Losing the continuity of the right-of-way could permanently impair its usefulness for future rail transportation, alternative transportation, and regional connectivity." Notice of Exemption, at 172 (STB filed Oct. 5, 2026)(Document No. 312652).[1] Shenandoah County,

[1] *See e.g., id.* at 45 (Letter of Timberville supporting public transportation use); id. at 143 (Letter of Toms Brook that "strongly supports preservation of the corridor as a continuous public asset and for potential future transportation purposes"); id. at 145 (Letter of Edinburg with same quote); Letter of Toms Brook (STB filed Nov. 2, 2026) (Document No. 312791) (arguing action would not to foreclose rail); Letter of Woodstock, Virginia, (STB filed Nov. 2, 2026)(Document No. 312790

which is home to about 70% of the Line, after robust debate, did not support NS's request to support its abandonment. *See* https://www.shenandoahcountyva.gov/AgendaCenter/ViewFile/Minutes/_09082026-713.

Commenters filed a petition to hold the abandonment exemption in abeyance pending consideration of the Responsive Application, which remains pending. Motion to Hold in Abeyance, STB Docket AB 290 (Sub No. 425)(STB filed Oct. 14, 2026)(Document No. 3127000. Previously, NS entered into a Letter of Intent ("LOI") with SVBF in 2024, but the LOI expired before the parties were able to finalize the terms. Attachment H, Attachment H, Verified Statement of Keven Walker at ¶¶4 ("Walker VS"). Subsequently, the administration of Governor Youngkin and SVBF reached agreement for SVBF to purchase the Line for freight purposes in partnership with the Commonwealth of Virginia. And as recently December 2025, the Commonwealth, Norfolk Southern, and SVBF were negotiating terms to purchase the Line that included no interchange commitment. *Id*.

Commenters' goal is to restore freight rail to the Shenandoah Valley for shippers and to provide competitive alternatives to NS which has ignored the needs of shippers in the Valley and not offered rail service. {[redacted]} Attachment H, Walker VS at ¶¶ 7-9. Given that the Line

(same); Letter of Town of Broadway, Virginia (STB filed Nov. 2, 2026)(Document No. 312789)(arguing no threat to viable rail use).

connects to both NS and CSX, freight service on this Line would inject opportunities not currently present for rail freight in the Shenandoah Valley.

LEGAL STANDARD

If the Board is inclined to approve the Amended Application, it has broad powers to grant responsive applications and to impose conditions on that transaction. And it may do so for either of two reasons – or both. The Board can impose conditions or grant responsive applications to "at a minimum preserve competitive and market options," 49 C.F.R. § 1180.1(c)(2)(i), but also to enhance competition, 2001 Rules, 5 S.T.B. at 547-48, 550; 49 C.F.R. § 1180.1(c)(2)(iv). The central requirement of the 2001 Rules is that any application for the further consolidation of Class I railroads must show that the transaction and its conditions not only preserve, but further, enhance competition, because future major mergers were likely to present competitive harms that "would be increasingly difficult to remedy." 2001 Rules, 5 S.T.B. at 554.

The 2001 Rules define the enhanced competition element as rail-to rail competition and demand that applicants provide for it. The undeniable focus of the 2001 Rules is rail-to-rail competition. Every illustration of the concept unlocks rail-to-rail competition. *See id.* at 550, 554, 569. Moreover, the Board's consolidation statute concerns "competition among rail carriers." 49 U.S.C. § 11324(b)(5) (emphasis added). The call for enhanced competition means that the Board's prior philosophy that a merger condition or responsive application should address a loss of competition and not place a party in a better position no longer applies. By definition, an enhancement of competition improves a party's position. "The Board may impose conditions that are operationally feasible and produce

net public benefits." 49 C.F.R. § 1180.1(d). Accordingly, the Board has anticipated "that mergers of Class I carriers would likely create some anticompetitive effects that would be difficult to mitigate through appropriate conditions" and has said that "[t]o offset such potential harms" the Board would consider condition "that would not simply preserve but also enhance competition." *Id.* Clearly, the legal standard here is different than the standard in an offer of financial assistance proceeding ("OFA").[2]

Dissimilarly from the OFA process, there are no prerequisite or preliminary requirements of financial fitness or of placing money in escrow when the Board considers a responsive application. Nor is there a requirement that the price be set at some minimum level, such as the constitutional minimum. Unlike an OFA or feeder line case where a rail line is being taken from the railroad with no consideration and thus subject to compensation at the constitutional minimum, in the merger context there is consideration given to the railroad. In this case, Applicants would get approval of the Amended Application in exchange for executing on granted conditions and responsive applications.

ARGUMENT

If the Board grants the Amended Application, Applicants will continue NS's pattern and practice of not serving the Shenandoah Valley by continuing to pursue abandonment of the Line despite shipper requests for service in recent years. That approval will perpetuate the behavior of ignoring that area in favor of NS's parallel rail lines to the east of the Line and forcing customers to put trucks on the road when they want to use rail.

[2] Although the OFA process is fundamentally different, with different legal standards, Commenters may analogize to OFA standards in these comments where appropriate.

Moreover, because the Line connects with NS and CSX, granting the Responsive Application to create a new short line in the Valley will enhance competition.

As the Board knows, "structural" remedies such as divestiture can be "'simple, relatively easy to administer, and sure' to preserve competition." Antitrust Div., U.S. Dep't of Justice, 2020 Merger Remedies Manual at 4 (Sept. 2020) (withdrawn April 2022). The Supreme Court has noted that divestiture is "simple, relatively easy to administer, and sure." *U.S. v. E.I. du Pont de Nemours & Co.*, 366 U.S. 316, 331 (1961); *see also* Zarema A. Jaramillo, Equitable Relief in Civil Antitrust Actions ("The agencies traditionally have expressed a 'strong' preference for 'structural' remedies, such as, divestitures.")(available on Lexis). "In terms of assets to be divested in structural remedies, the requirements are fact specific." Merger Remedies Guide at 50 (2nd Ed. 2019) available at file:///C:/Users/scheibjo/AppData/Local/Temp/MicrosoftEdgeDownloads/640dd951-a27d-4be0-87fc-3b00c3bc4c0e/merger_remedies_guide_-_edition_2.pdf (hereinafter "Merger Remedies").

Here, there is a compelling case for divestiture of the Line to Commenters to restore rail service on the Line and to create competition to serve customers in the Shenandoah Valley. There is demand – demonstrated by NS's own documents. There is no harm to Applicants from divesting a Line over which NS has not shipped freight in several years despite repeated requests for rail service. And there is a party – Commenters – that seek to restore and preserve freight service on the Line.

I. Customers on the Line Have Sought Freight Rail Service and There Is Strong Support for Freight Rail Service on the Line.

Discovery obtained from NS in preparation for filing the Responsive Application, demonstrates that NS has shrugged off requests for service on the Line, including as recently as 2025 and 2026, which is why it can claim it has not moved freight on the Line in recent years. *See* Highly Confidential Attachments A, B, and C (Confidential Materials Subject to Request for Protective Order) (highlighting added). Rather than provide rail service, in one case NSR recommended {[redacted] *Id.* at Attachment A (NS_00931258). In another instance, NSR declined because engaging in shipping freight would {[redacted]}" *Id.* at Attachment B (NS_00931280). In yet, another, NS did not provide service despite characterizing the traffic as "{[redacted]"} and "{[redacted]}." *Id.* at Attachment C (NS_00931299). Only because of a failure to provide service in response to requests for freight rail service is NSR able to claim that it has not moved any freight on the Line in the last two years.

NS has received other requests for freight rail service as well, including one received in the last few weeks. *See* Attachment D (non-confidential additional requests for service). One of the requestors, AD Engineering, is in a recently redesignated federal opportunity zone. These requests for service, in addition to those received by NS in recent years, demonstrate the need for rail service. Moreover, the restoration of freight rail service has been in the works with Commenters leading the charge for some years as part of a rails-with-trails plan for the Line. The freight rail project has garnered support in non-Board

venues. *See* Attachment E (letters of support). Letters of support have also been filed in another Board docket related to the Line. *See* Attachment F.

Akin to an OFA, "[e]vidence of a demonstrable commercial need for service (as reflected by support from shippers or receivers on the line or other evidence of an immediate and significant commercial need)" and "evidence of community support for continued rail service" are strong here. 49 C.F.R. § 1152.27(c)(1)(iv)(E). These requests for service demonstrate there is a continued need for rail service on the line – even if NS has failed to meet it. Commenters have shown a clear need for freight rail service in the Shenandoah Valley – including from NS's own documents. Compare *1411 Corp. -- Abandonment Exemption -- in Lancaster County, PA*, STB Docket No. AB-581X at *3 n.9 (served Sept. 6, 2001) (available at 2001 STB LEXIS 712, 2001 WL 1016782) (a party filing seeking to preserve freight rail in an OFA does not need to prove in advance that its efforts to revive a failing line will without question succeed).

Commenters' goal, like the Board's, is freight rail.[3] "The issue is not whether service is currently being provided, but whether the circumstances in their entirety indicate that the [goal is] for rail service." RIRPA, 223 F.3d at 1063-64. In other contexts, the Board has made clear that to preserve freight rail does not require much more than intent. *Borough of*

[3] In addition to freight rail – and not as the primary purpose -- the rail line is also poised to support excursion trains related to Civil War history. Such operations are not uncommon supplements to short line freight operations. That activity is estimated to have a substantia annual economic impact to the region and to provide supplemental revenue to the railroad. Excepted track at 10 miles per hour supports the beginning of this business to supplement freight service.

While passenger rail is a long way from reaching the Valley, towns that still have service thrive, with new stations opened annually. Paralleling I-81/US Rt. 11, in the longer term the Line could connect unserved universities to Amtrak, VRE, and MARC routes: Blue Ridge Community College, Bridgewater College, Eastern Mennonite University, James Madison University, Laurel Ridge Community College, and Shenandoah University – bringing additional revenue to the Line.

Columbia v. STB, 342 F.3d 222 (3rd Cir. 2003) (noting that Board precedent does not require a demonstration of rail plans, a time table to reactivate service, means to finance restoration of crossings and rehabilitation of the embargoed track, economic forecasts, guarantees of service, contracts with shippers, showing of railroad management experience or skills, rail equipment, personnel to operate the equipment, and projections of rail traffic that are deemed reasonable); *Borough of Columbia v. STB*, 342 F.3d 222, 231 (3rd Cir. 2003) (contracts with potential shippers not required).

The bar to preserve rail service that may never be regained is – as it should be – low. *See Illinois Cent. R.R. Co. -- Abandonment Exemption -- in Perry County, IL,* STB Docket No. AB-43 (Sub-No. 164X) (served Nov. 8, 1994) (noting that ICC never required recent actual service for OFA approval and explained that its role was to preserve the potential for transportation). The Responsive Application more than clears the low bar of showing potential rail service needs even though the Line has been inactive for some years.

II. Shortline Railroad Operations Open Up Opportunity and Competition.

NS may not have been able to make the economics for the Line work, causing it to discontinue service despite the continuing needs of customers on the Line. But short line railroads are uniquely able to provide a competitive force – indeed, to enhance competition – in the market and quality freight rail service to customers because they have a different cost structure.

Short line railroads bridge the gap between local businesses and the national rail system, drive regional economic development and job creation, expand market access for communities beyond Class I main lines, and help shift freight from highways to rail –

delivering economic and environmental benefits that neither shippers nor Class I railroads could achieve alone.

> The history of short line railroads is entwined with the history of Class I Railroads, as many of the lines originally belonged to larger railroads. "If you go back a generation or two, the origin story of short lines is that many were spin-offs of Class I Railroads. They were branch lines or light-density lines that didn't make sense as a main line on the network," [Chuck] Baker said. "When the railroad didn't want to abandon the line or the customer running on it, a line would get sold to a local entrepreneur and become a new, stand-alone railroad."
>
> By being locally owned and managed, short lines were able to preserve freight rail service to small towns and local businesses. Baker said short line track still tends to have lighter traffic today. "An average short line might have 10-15 customers on that line as opposed to a big railroad that would have thousands of customers," he said.

See https://www.up.com/news/service/tr051220-what-are-short-line-railroads.

UP reports: "Although they may be smaller, short line railroads make a big impact on freight shipping. Collectively, they operate 50,000 miles of track — that's nearly 40 percent of the national railroad network. American short lines operate in 49 of the 50 states and in five of those states, they operate 100 percent of the freight rail. Short lines also touch one in every four rail cars moving through the nationwide network."[4]

Like other short lines, the Line historically was a light density line,[5] but its potential remains through short line operation. As NS touts: "Short Line railroads are a key component in Norfolk Southern's overall growth strategy by playing a pivotal role in the first

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4 https://www.up.com/news/service/tr051220-what-are-short-line-railroads

5 *Id*.

and final mile on our network."[6] Perhaps NS does not fell the same way about the Line because it connects to CSX as well, which would provide rail-to-rail competition.

"The economic freedoms and the regulatory flexibility embodied in the [Staggers Act] allowed the railroads to save light-density branch lines rather than abandon them." Testimony of Linda Darr, President of the American Short Line and Regional Railroad Association, 35th Anniversary of Staggers Rail Act: Deregulation Past, Present, and Future (May 13, 2015), available at https://www.govinfo.gov/content/pkg/CHRG-114hhrg94575/pdf/CHRG-114hhrg94575.pdf. The Line is no different. Parallel to NS's other lines, NS has ignored the Line and customers in the region. IT has held the Line in discontinued status for years without abandoning it and risking an offer of financial assistance that would put a short line in place to use NS and CSX to provide rail service to the Shenandoah Valley.

Serving customers in the Shenandoah Valley by returning freight rail service via a short line railroad will have the same benefits provided to customers by other short line railroads, including lowering the operating costs to serve customers. Most important it will create a competitive force where the Line connects to both CSX and NS – resulting in competition.

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[6] https://www.norfolksouthern.com/en/ship-by-rail/our-rail-network/short-line-connections

Accordingly, Commenters have {[redacted]}.[7]

III. Granting the Responsive Application Will Enhance Competition

There is a strong and continuing need for rail service over the Line. The Shenandoah Valley contains significant agricultural, industrial, and logistics activity that would greatly benefit from rail freight service. There are eleven "rail ready" sites along the Line. Attachment H, Walker VS at ¶¶ 6. The revitalization of the Line will also remove an estimated 4,000 trucks from local highways, namely State Route 11 and Interstate 81. Preservation of the Line is further consistent with federal and state objectives favoring the retention of rail corridors for current and future transportation use.[8]

Customers have demonstrated a need, as shown in NS's own documents, other requests for service made to NS, and public support for freight rail in the Line. *See* Appendices. NS, however, discontinued service over the Line for its own reasons. The harm to the Shenandoah Valley from approving the Amended Application without approving the Responsive Application is clear. NS is seeking separately to abandon the Line in STB Docket AB-290 (Sub No. 425X) as it house cleans as part of preparation for the

[7] If not authorize through the grant of this Responsive Application, Commenters will file any necessary lease and operation exemption upon completion of the divestiture.

[8] *See* Opportunities Map at https://www.google.com/maps/d/u/0/viewer?mid=1OgslTy1j16mhbbvrzRvVHSojmVSf7Ds&ll=38.48208248813338%2C-78.79700625000002&z=7.

transaction. The opportunity for freight rail could be lost forever if the Board approves the Amended Application but not the Responsive Application.

Moreover, granting the Responsive Application will enhance competition. The Line connects to both NS and CSX. So, whereas NS may not have wanted the {[redacted]} traffic offered by freight rail customers on the Line, CSX may be a better option.

Given NS's history of not supporting traffic on the Line, new ownership bringing in a short line operator will enhance competition through a lower costs structure and the ability and willingness to interchange traffic with NS and CSX, both of which connect to the Line. Customers in the area will go from being forced to use trucks or to truck to a transload facility {[redacted]} so NS can {[redacted]} (Attachment B) to two rail choices as the Line is restored from the condition in which NS has left it and operated by a short line railroad.

Because there is currently no freight service on the Line, there is no adequate service for the customers that have requested service from NS, including as recently as 2025 and 2026. Divesting the Line to Commenters therefore is definitionally an enhancement to competition – even if it takes some time to restore the entire Line from NS allowing it to deteriorate. Commenters intend to restore service in a segmented fashion over time, which is far superior to what NS has done over the years to leave the Shenandoah Valley without rail service and forcing freight onto roads and congested Interstate 81.

IV. That NS Discontinued Service and Allowed the Line to Deteriorate Is Not Disqualifying.

The fact that the Line requires restoration work is of no consequence. In other areas of Board jurisprudence, the regulations in Part 1152 of Title 49 do not require an offeror to demonstrate ability to rehabilitate a rail line that the abandoning railroad has let fall into disrepair. To be retained in the national rail system, a line does not have to be rehabilitated immediately, but rather the intent must be to preserve freight rail service, which is Commenters' goal.[9] The Commenters have been working on reestablishing freight rail service to the Shenandoah Valley for several years and have been in discussions with financiers, banks, and grant-making authorities.

There are many rail lines that have remained in the rail system, for example through the OFA process, awaiting funding sources for rehabilitation. A prime example is the line from Lake Village, Arkansas, to Shelburn, Louisiana, which was the subject of an abandonment exemption for being out of service and not moving any freight "in about seven years." Notice of Exemption Under 49 CFR 1152.50, *Delta Southern R.R., Inc*. *Abandonment Exemption – Between Lake Village, AR, and Shelburn, LA*, STB Docket No. AB 384 (Sub No. 1X) (STB filed May 20, 2004). After finding the offeror to be financially responsible, it was of no moment that the line needed substantial rehabilitation. In fact, the Board only discussed the purchase price in its decision granting the OFA and did not discuss the potential cost to rehabilitate the line. *Delta Southern R.R., Inc*. *Abandonment*

Exemption – Between Lake Village, AR, and Shelburn, LA, STB Docket No. AB 384 (Sub No. 1X) (STB Decided Dec. 3, 2004).

Similarly, the fact that it may take time and money because of a prior owner's neglect is not an impediment to the Board approving the divestiture of a rail line to an entity that has the intent of restoring freight rail. For example, a 24-mile rail line extending from McGehee, Arkansas, to Lake Village, Arkansas, was subject to a petition for abandonment that noted that the line required "substantial rehabilitation" that the Board described as follows:

> [T]he physical condition of the Rail Line has seriously deteriorated. Virtually every rail length in the Rail Line has excessive defective crossties in clusters and under joints, such that crosstie conditions do not comply with minimum FRA Class I frack safety standards. Track alignment, cross-level and gage are also out of compliance with FRA Class I standards at numerous locations. Eight bridges on the Rail Line are in serious need of extensive repair. There are numerous defective rails. The cumulative effect of these conditions has been to seriously compromise safety of operations over the Line. As a result, DSR has embargoed rail operations over the Line due to track conditions, effective November 2, 2010.

Petition for Exemption, Delta Southern R.R., Inc. – Abandonment Exemption – Desha and Chicot Counties, AR, STB Docket No. AB-384 (Sub No. 3X), at 5-6 (STB filed Dec. 6, 2010). The Board granted the OFA and did not mention the substantial rehabilitation work that would have to occur nor the sources of funds to complete that work. Rather, the only issue discussed by the Board was the purchase price for the line. It has taken the purchaser years to finance any rehabilitation of the line, including filing for CRISI grants multiple times before receiving an award. Even after more than 20 years of effort that line is still substantially at only excepted track status. *See* Attachment G, Deposition of Danny Robbins, *Lake Providence Port Commission – Feeder Line Application – Line of Delta*

South. R.R., Inc. Located in East Carroll and Madison Parishes, La., STB Finance Docket No. 36447 (STB filed July 7, 2026) (Document No. 311734). (Robbins Deposition at page 118).[10]

As Mr. Walker notes in his verified statement, Commenters are focused on returning freight rail service to the Shenandoah Valley -- just as the offerors in the two above were. Attachment H, Walker VS at ¶6-17. Commenters are not a group seeking the real estate, right-of-way, or line for some other purpose. *Compare Consolid. Rail Corp.—Abandonment Exemption—In Philadelphia, PA.*, STB Docket No. AB 167 (Sub No. 1191X) (STB Served Oct. 26, 2012) (relying extensively on the unusual nature of offer to purchase only 20-foot width of the right-of-way). They have been focused on preserving freight rail in competition with a separate group that wants the right-of-way for a non-rail purpose. *See* https://www.shenandoahrailtrail.org/.

Given NS's long neglect of the Line and of potential customers in the Shenandoah Valley, rehabilitation of the Line for freight purposes may take time and funding through multiple grant rounds, but that makes it no different than other rail lines the Board preserved to provide rail service in time.

V. The Board May and Should Grant the Responsive Application at No or Low Compensation.

If the Board approves the Amended Application, Commenters request that it also approve the Responsive Application and order divestiture of the Line at a price of $1. The Federal Trade Commission guidance specifically notes that in the context of divestitures

[10] https://hill.house.gov/news/documentsingle.aspx?DocumentID=5925.

that it orders , those orders "require divestiture 'at no minimum price.'" *See* Statement of the Federal Trade Commission's Bureau of Competition on Negotiating Merger Remedies, available at https://www.ftc.gov/advice-guidance/competition-guidance/negotiating-merger-remedies#The%20Proposed%20Divestiture. The government does not force merging companies to combine. The consideration for the divestiture is merger approval subject to that condition. Takings law and constitutional minimum value are not applicable in the context of conditions on merger approval. If the companies find the divestiture condition unacceptable, they remain free to walk away from the merger and keep all their existing assets intact. So, merger approval subject to a condition to divest is all the consideration that is required.

If the Board requires any higher level of consideration, Commenters ask the Board to impose now the regulatory minimum as calculated in 49 C.F.R. § 1152.27(c)(1)(ii). Pursuant to that provision, the amount "shall be the sum of the rail steel scrap price per ton (dated within 30 days of the submission of the expression of intent), times 132 short tons per track mile or 117.857 long tons per track mile, times the length of the line in miles, plus $4,000 times the number of miles of track times two." Here that amounts to:

Steel price		Miles		Calculation
$ 345.00	132	48.5		$ 2,208,690.00
	$ 4,000.00	48.5	2	$ 388,000.00
			Total	$ 2,596,690.00

Establishing the price as $1 or $2,596,690 upfront will expedite the divestiture. Applicants will no doubt have plenty of other things to deal with if the Amended Application is approved (along with conditions and responsive applications). If the Board disagrees, it can impose a period of time for negotiation of price and, if the parties fail to agree, the right

of each party to present argument to the Board for the Board to set the price. Commenters anticipate a substantial dispute over the value of the real estate for example given the laws of Virginia that applied when the railroad acquired most of its real estate.

CONCLUSION

To redress harm done to the Shenandoah Valley and its rail shippers, Commenters request that the Board impose the divestiture of the Line so that Commenter can work to begin short line operations on the Line. Given NS's unwillingness to serve these customers and the fact that the Line connects to both NS and CSX, doing so will enhance competition for those customers. The history in the United States of permitting the creation of short line service on lines like the Line, have proven beneficial to the economy and freight rail.

Respectfully submitted,

/s/ John M. Scheib

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Dated: November 18, 2026

CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of November, 2026, a copy of the foregoing document was served by email on Parties of Record.

/s/ Paul Hawkins

Paul Hawkins, Esq.

Dated: November 18, 2026

ATTACHMENT A- Documents Produced by NS Showing Request of Valley Fertilizer And Internal Consideration Thereof

"Confidential Materials Subject to Request for Protective Order"

PAGES REDACTED

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PAGES REDACTED

ATTACHMENT B- Documents Produced by NS Showing Request of Bowman Andros (Through VEDP) And Internal Consideration Thereof

"Confidential Materials Subject to Request for Protective Order"

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ATTACHMENT C - Documents Produced by NS Showing Request of Wholesome Foods And Internal Consideration Thereof

"Confidential Materials Subject to Request for Protective Order

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ATTACHMENT D – Nonconfidential Additional Requests for Service

WHOLESOME
COMPANIES
FOODS · ENERGY · TRANSPORTATION · LOGISTICS
Est. 1964

August 28, 2026

Norfolk Southern Corporation
650 West Peachtree Street NW
Atlanta, GA 30308

Re: Wholesome Energy - Request for Rail Service

Dear Norfolk Southern Corporation:

Wholesome Energy a subsidiary of Wholesome Companies, Inc. ("Wholesome Energy") requests that the Norfolk Southern Corporation ("Norfolk Southern") provide rail service to meet our current needs. Our main manufacturing facility is at 986 South Ox Road in Edinburg, Va. We also have a facility at 400 Piccadilly Street in Edinburg, Va directly adjacent to Norfolk Southern's line at milepost B 78.9.

Wholesome Energy collects and processes both clean and unfiltered Used Cooking Oil ("UCO") regionally from restaurants and from food production facilities all over the country. Wholesome Energy sells fats, oil and grease to biodiesel producers nationwide as well as animal feed products to feed mills throughout the U.S. We project Wholesome Energy's rail service needs to be 47,000 tons per year of UCO, averaging 30 cars per month.

Access to rail services on the Line would help Wholesome Energy reduce freight costs it currently expends on trucking. Furthermore, Wholesome Energy's expansion is limited by the expense to truck UCO to our facility from suppliers over 400 miles away who are served by rail.

We look forward to your prompt response with rates and terms of service and to working with you to address our expanding freight needs.

Respectfully,

WHOLESOME ENERGY

NATHAN PENCE, VICE PRESIDENT

NATHAN@WHOLESOMECOMPANIES.NET

AD Engineering

October 30, 2026

Norfolk Southern Corporation
650 W. Peachtree Street NW
Atlanta, GA 30308

Re: AD Engineering LLC - Request for Rail Service

Dear Norfolk Southern Corporation:

AD Engineering submits this correspondence to express its interest in freight rail service from Norfolk Southern to and from its facility at approximately MP B 87.5 on NS's line in Shenandoah County, Virginia.

AD Engineering is a growing manufacturing company specializing in the fabrication of HVAC components primarily from metal tubing. Direct rail service along this corridor would materially enhance our ability to efficiently move product in support of its customer base. We recently acquired a 60,000+ square-foot facility adjacent to Norfolk Southern's B Line that has its own siding and rail-ready dock which was previously served by your trains.

AD Engineering seeks to ship approximately 3,000 tons of tubing annually, with an estimated volume of 8 boxcars per month. AD Engineering is ready for freight service at its facility located at 377 Industrial Park Rd, Mt Jackson, VA 22842. We look forward to your prompt response with rates and terms of service to move freight to and from AD Engineering. We look forward to working with you. I can be reached by phone on my cell at 540 383-3104 or by email at ashley.driver@ad.engineering.

Respectfully,



Ashley Driver
President
AD Engineering

Copy Furnished:
Kathleen Smith, VP, Industrial Products and Coal Marketing, Norfolk Southern Corporation, Kathleen.smith@nscorp.com

AD Engineering
1133 Wissler Rd
Quicksburg VA 22847

Connect
Sales@ad.engineering
Call: 540 572-7715

ATTACHMENT E – Letters of Support from Other Non-STB Proceedings

Joesph A. Bosco
3121 Newark Street NW
Washington, DC 20008

January 1, 2026

To: Members of the VA Commonwealth Transportation Board

I served as special assistant to U.S. Transportation Secretary John A. Volpe in the first Nixon administration when America's rail passenger service was overhauled and consolidated, resulting in the curtailment of many lines. When Congress and the administration created Amtrak (originally called Railpax), it was stipulated that the right of way for any passenger rail line temporarily deactivated was to be preserved as a "transportation corridor" for possible future movement of people and goods. The concept of multi-modalism was a by-word of Secretary Volpe, the Nixon administration and Congress. Preserving the Shenandoah Valley's rail right-of-way for both rail transportation and compatible trail use would serve that purpose.

The volume of heavy truck traffic along Interstate 81 illustrates both the problem in Virginia and much of the nation, as well as the likely solution. Trucks, which have grown far larger in recent decades, now dominate many of America's highways even though, as is true with I-81, there is a viable rail alternative available. Transferring any quantity of the freight now carried on Interstate 81 to the still-extant rail line would save fuel and minimize environmental pollution, reduce costs to shippers, expand industry and agriculture logistics options, and reduce the highway safety dangers associated with the high volume of big truck traffic.

The revival of rail freight service and the inauguration of rail tourism will preserve this irreplaceable transportation asset in the Shenandoah Valley. Additionally, your vision to preserve access of the corridor for future passenger use would enable a Virginia renaissance of commuter and rail passenger service which could serve as a national model.

I strongly urge the Commonwealth Transportation Board to vote in favor of moving the Shenandoah Valley Rail Trail Project to the VA Passenger Rail Authority. This transfer should be made without delay so this visionary project can proceed.

Sincerely,

Joeseph Bosco

December 31, 2025

Sub: Letter of support

To Whom it May Concern,

On behalf of Georges Inc., I would like to support the effort to preserve the railroad line running from Broadway, VA to Riverton Junction, VA. This line served our feed mill located in Mount Jackson, VA until 2013 when Norfolk Southern discontinued service. Rail infrastructure is vital to the economic viability of the poultry industry; especially in the Shenandoah Valley where the majority of the feedstuffs utilized are shipped from other parts of the country. George's Inc. enjoys the competitive advantage of rail service at all of its feed mills. The Mount Jackson location is the only mill within our network that does not have rail service presently.

It is my understanding that the Commonwealth Transportation Board will be voting to transfer control of the Shenandoah Rail Corridor to the VA Passenger Rail Authority. We would like to state our support for this vote to transfer control and reaffirm our support of potentially restoring freight service to the region.

It is my understanding that there are several short line railroads interested in leasing the line and resuming service. This would be of great interest to George's because we could ship via CSX at Strasburg or Norfolk Southern in Broadway. In addition, we could reduce the dependence on trucking for feed mill operations. We appreciate your consideration of our industry needs.

Sincerely,

Boone Hardy

Boone Hardy
Director of Grain
George's Inc
P.O. Drawer G
Springdale, AR 72765-2030

ALLEGHENY FEED & MILLING LLC.
548 SHAWNA ROAD
NORTHERN CAMBRIA PA 15714
814 650 4694

GARMANTOWN Milling & Supply

HOLLSOPPLE FEED MILL

Webb's SuperMelt!

12/21/2021

To whom it may concern,

I am writing this letter today to express on behalf of my companies, Allegheny Feed & Milling and the Lane Sawmill & Lumber Company that we have a direct interest in the railroad line extending from Front Royal to Broadway Virginia.

As we look to expand and grow our feed business it is very apparent that the poultry growing region of western Virginia is something we should consider in our portfolio. There are several mill sites along the railroad corridor that could be utilized as a part of our expansion plans. Understandably trucking has not been a favorable way for us to ship and we are held captive at our Pennsylvania locations. Only recently have we discovered a potential dairy feed location that is close enough to be able to transload from rail to truck. If there is a way to utilize rail service and continually receive the bulk discounts of large grain shipments, this would be of MAJOR interest to us. That said we feel there is a lot of opportunity in this regard in the northern Shenandoah Valley should the railroad remain intact.

Additionally, as a lumbering interest we recognize that there are some wood preservative plants in the area, and we are actively working to expand our railroad tie production. Although there is not quite as much interest in locating a lumber yard in this area (not as much as a feed mill), we would be willing to consider "piggy-backing" a sawmilling site at a feed mill location further creating value in moving there.

To cut up the railroad would mean to cut out any development for us in the Shenandoah Valley and as long as there is potential to work with a shortline partner on this section of railroad; we will continue to investigate the potential sites and determine whether this is an acceptable expansion opportunity. We will be following very closely the developments of this corridor and we hope that a reasonable compromise between a private shortline enterprise and a rail trail group can be had. One where both parties can work together to have the trail constructed adjacent to and not on top of the railroad bed.

If there are any questions, please do not hesitate to reach out to me at the number listed on the letterhead.

Sincerely,

Stephen D. Lane

Owner and General Manager
Allegheny Feed & Milling LLC.
Lane Sawmill & Lumber Company.

THE DURBIN & GREENBRIER VALLEY RAILROAD INCORPORATED

PO BOX 44, DURBIN, WV 26264
304-456-3442, X-200; PH
john@mountainrail.com

January 29, 2022

Expression of Interest to Revitalize Rail Service:

RE: Broadway, VA to Riverton Junction, VA

To Whom It May Concern,

Durbin & Greenbrier Valley RR, Inc. (DGVR) is a West Virginia-based shortline operator that specializes in revitalizing moribund and underserved rail corridors. An example is the Shenandoah Valley RR (SVRR) which serves the area between Staunton and Harrisonburg. When DGVR was named operator in 2006, this railroad handled 500 railcars annually and was not profitable. Today, SVRR moves upwards of 2,000 railcars and has become a revenue source to its corporate owners and an economic generator for the area it serves. Two other instances of resurrected rail properties are found in West Virginia where DGVR has successfully combined freight and tourist services to create an enterprise that benefits area local communities and businesses.

DGVR is very familiar with the section of line extending between Broadway, VA north to Riverton Jct., VA. We are confident that a similar business strategy can be applied here. This line contains the possibility to become much the same as the DGVR-operated West Virginia Central RR in and around the Elkins, WV area. When purchased by the West Virginia Rail Authority in 1996, there was no activity on the entire 90-mile line. Portions of the track had been flooded and become inaccessible. For comparison, during the last pre-pandemic year of 2019, the WVC has grown to handle 60,000 tourist passengers along with 900 railcar loads of freight and has become an important part of the economic health of central West Virginia.

At one time, railroads were sought after by communities searching for economic growth. As other more flexible transportation modes became available, the influence and importance of railroads waned. However, in terms of moving bulk freight in large quantities over long distances at reasonable rates, railroads are still important transportation arteries in the manufacturing and warehouse sectors. The section being discussed in this letter features several large shippers located along the current tracks whose business plans would benefit greatly if rail service was available. Likely, the quantity of loaded railcars that these businesses generate may not meet the criteria to sustain a stand-alone freight railroad. However, as noted above, this section of track

has similar qualities to our successful operation in West Virginia. Freight activity that sustains the local online business customers can be augmented by a tourist passenger train operation. Together, the two operations on the same line operated by the same business will add revenue and growth to this area of Virginia. Now is the time, before the tracks are removed, to fully consider the economic impacts of rail/trail versus railroad. The state of Virginia may realize a much larger benefit by retaining the tracks or possibly building a rail-with-trail. Removal of the railroad brings along with it a reduction in future business opportunities. Rail/trails are a good way to maintain the original corridor, but they normally don't result in new business siting or job opportunities for the nearby communities.

Warmest Regards,

_____

John W. Smith, DGVR

Shenandoah County Farm Bureau

January 19, 2025

Directors and Managers of the Shenandoah Valley Battlefields Foundation

Attn. Mr. Kevin Walker, CEO

Dear Mr. Walker,

On behalf of the Shenandoah County Farm Bureau, I would like to express to you our strong support for the proposed Rail and Trail initiative for our existing rail corridor here in Shenandoah County. I am proud to represent over 1600 Farm Bureau members here in the county. Our members represent the backbone of the county. Hard working Farmers, agribusiness owners, landowners and many individuals who respect and cherish our rural way of life. Agriculture is our county's number one industry.

Over the past two years we have discussed the two options slated for the corridor. The Rail to Trail (with the removal of the rail) and the Rail with Trail (with the revitalization of our rail system accompanied with a recreational trail). After talking to countless fellow farmers, agribusiness owners, the general public and landowners adjacent to the corridor, our board unanimously voted to support the latter. We strongly feel that a Rail with Trail will create a balance in our rural county by still allowing for the transport of agricultural goods and products to our many businesses along the corridor. In addition to this, the potential for a scenic passenger train along with the accompanying bike trail would provide business opportunities for local farmers and farm markets to sell locally raised products.

Please feel free to reach out to me if there is anything we can help you with regarding this important issue. I feel that with the right insight, planning and coordination with county, state and federal lawmakers this great concept can become a successful reality for our agricultural community.

Sincerely,

Chuck French
President, Shenandoah County Farm Bureau
Cell: 540-335-4770

Senator Frank W Nolen, PE

680 Patterson Mill Rd

Grottoes, Virginia 24441

540 294 0310 mobile
540 363 5642 landline
fnolen@newhopetel.net
www.grazelenfarm.com

Senate of Virginia
24th District
1975-1995

January 1, 2026

To : The Virginia Commonwealth Transportation Board

Subject: Proposal concerning Transfer of Shenandoah Rail Trail Project to the VA Passenger Rail Authority

About thirty years ago the Norfolk Southern Railroad filed to abandon a portion of the Chesapeake and Western Railroad from Harrisonburg south to Staunton, Virginia.

There were few customers because of poor tracks and service. However, several businesses and individuals realized the importance of this railway in Augusta and Rockingham counties. Therefore, a group called Greater Shenandoah Valley Development Co (GSDC) was formed to purchase the tracks and right of way.

When the offer to purchase was made to NS, they filed with the ICC to withdraw the abandonment which the ICC denied. However, NS was able to withdraw the trackage from Harrisonburg to Pleasant Valley. The GSDC then pursued buying the remaining trackage of about 19 miles. After a lot of wrangling and negotiating, GSDC was able to purchase the short line and start operating as Shenandoah Valley Railroad.

Today SVRR carries about 2000 carloads of freight per year. In conjunction with the Virginia Department of Rail and Public Transportation, the ownership has invested funds in upgrading the rail bridges and roadbed. SVRR hauls freight most every business day. In the last decade, the carloads have increased 2-fold.

I believe the Shenandoah Rail Corridor from Broadway to Riverton Junction can achieve the same success with a similar private public partnership. The partnership between the Shenandoah Valley Battlefields Foundation and the Virginia Passenger Rail Authority as proposed by the Commonwealth is exactly what is needed to promote economic development as well as public recreation in the Northern Shenandoah Valley.

I support the proposal before the Commonwealth Transportation Board. This project need not be delayed. If the rails are removed and the right of way is modified, it will be practically impossible to restore the rails in the future.

I strongly urge all involved to retain and make usable this important rail link between Broadway and Riverton Junction. I am willing to the extent of my ability to help make this happen.

Sincerely,

Frank W Nolen PE

Senator Frank W Nolen, PE

680 Patterson Mill Rd

Grottoes, Virginia 24441

540 294 0310 mobile
540 363 5642 landline
fnolen@newhopetel.net
www.grazelenfarm.com

Senate of Virginia
24th District
1975-95

February 3, 2023

To Whom it may concern

Subject: Abandoned Rail Corridors

About thirty years ago the Norfolk Southern Railroad filed to abandon a portion of the Chesapeake and Western Railroad from Harrisonburg south to Staunton, Virginia.

There were few customers because of poor tracks and service. However, several businesses and individuals realized the importance of this railway in Augusta and Rockingham counties. Therefore, a group called Greater Shenandoah Valley Development Co (GSDC) was formed to purchase the tracks and right of way.

When the offer to purchase was made to NS, they filed with the ICC to withdraw the abandonment which the ICC denied. However, NS was able to withdraw the trackage from Harrisonburg to Pleasant Valley. The GSDC then pursued buying the remaining trackage of about 19 miles. After a lot of wrangling and negotiating, GSDC was able to purchase the short line and start operating as Shenandoah Valley Railroad.

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I believe the Shenandoah Rail Corridor from Broadway to Riverton Junction can achieve the same success with a similar private public partnership. If the rails are removed and the right of way is modified, it will be practically impossible to restore the rails.

I strongly urge all involved to retain and make usable this important rail link between Broadway and Riverton Junction. I am willing to the extent of my ability to help make this happen.

Sincerely,

Frank W Nolen PE

GEORGE'S

February 11, 2022

Sub: Letter of Support

To Whom It May Concern,

On behalf of Georges Inc., I would like to support the effort to preserve the railroad line running from Broadway, VA to Riverton Junction, VA. This line served our feed mill located in Mt Jackson, VA until 2013 when Norfolk Southern discontinued service. Rail infrastructure is vital to the economic viability of the poultry industry; especially in the Shenandoah Valley where the majority of the feedstuffs utilized are shipped from other parts of the country. George's Inc. enjoys the competitive advantage of rail service at all its feed mills. The Mt. Jackson location is the only mill within our network that does not have rail service presently.

I understand there are several shortline railroads interested in leasing the line and resuming service. I was also interested to learn that their plan is to resume service the entire length of the line. This would be of great interest to George's because we could ship via CSX at Strasburg or Norfolk Southern in Broadway. In addition, we could reduce the dependence on trucking for feed mill operations. We appreciation your consideration of our industry needs.

Sincerely,

Jason D. Carter

Jason D. Carter
Vice President, Feed Ingredient Procurement
George's Inc
P.O. Drawer G
Springdale, AR 72765-2030

Houff Corporation

97 Railside Drive

Weyers Cave Virginia

February 7, 2023

To Whom it may concern

Subject: Transload/Shortline Railways

Houff Corporation and their sister company IDM Trucking relocated their fertilizer and transportation businesses to Weyers Cave in 1993. The purchased property bordered the proposed abandoned rail of Norfolk Southern Railroad. Houff Corporation had no intention of using the rail at the time we purchased the property in 1990. By the time we began construction in 1993 we understood that the rail was being revitalized and would operate as the Shenandoah Valley Railroad short line. Upon receipt of this new information, we altered our plans to allow for the new fertilizer facility to be rail served.

After several years of utilizing the rail for our own fertilizer products, we realized we had an asset at our back door that we could use for other local businesses that were not located directly on rail. Thus the transload division of Houff Corporation was born. Today we operate three terminals within the state, two on short line railroads, and one on CSX. We will exceed 4000 cars of volume through these terminals delivering to businesses within 100 miles of our terminals. These businesses did not have rail options previously.

My purpose in recounting our history is to ask that you not look at rail viability based only on the traditional and historical use of rail with 1000 car volumes, and unit trains running directly into industrial complexes. Our 4000 car volume has a few larger users but predominantly is made up of a number of 30- 200 car customers of various commodities. These goods are as diverse as the industries within the region ranging from agricultural goods to hazardous materials and were transported entirely by truck before our conversion to transload. These customers did not have rail options without transload and are located some distance off of the actual rail.

The economics of rail trail or freight rail for the northern Shenandoah Valley needs to be thoroughly vetted with open eyes before decisions are made. Both avenues will be expensive. While the aesthetics of a rail trail sound appealing, can the Commonwealth afford such a luxury when we struggle to maintain our highway infrastructure?

I am confident the type of rail freight that we have acquired in our transload operations is saving our highways and having significant positive impact to the economy. When looking at economics of rail freight please consider transload and widen your economic impact circle to industry 50-100 mile out from the rail corridor in question.

Best Regards,



Neil Houff

President

Houff Corporation

May 26th, 2026

Nick Donohue & the Commonwealth Transportation Board
Virginia Secretary of Transportation
1111 East Broad Street
Richmond, VA 23219

Secretary Donohue and Members of the Board,

Steam Into History, Inc. DBA Northern Central Railway of York is a non-profit tourist railroad located in South Central Pennsylvania. Our tourist rail line runs parallel in conjunction with the York County Heritage Rail Trail, a 21-mile trail that runs from York City center to the Maryland State line. In the early 2000s, NCR's founders, York County Community leaders and County Commissioner understood the magnitude of the partnership and impact of the rail and trail. In 2010, the County of York leased the train tracks to Northern Central Railway of York and the tourist operations started.

Since then, NCR has become the top tourist attraction to the County. Outdoor recreation has thrived along the trail, along with the local economy. NCR has a $6 million economic impact annually to the host borough of the attraction, not to mention the surrounding trail towns and County at large. In 2021, The York County Economic Alliance launched a Trail Towns program with the help of the local State Senator. The program has brought close to 15 plus new businesses along the small five borough trail towns along the corridor. NCR services at the anchor of the Trail Towns connect each of the towns. NCR also supports the thriving outdoor recreation marketing along the trail by providing a Bike Aboard program for cyclists.

Rail and Trails have symbolic relations that provide not only a culture and benefit to the community but an economy impact that supports small businesses thrive. Northern Central Railway of York, the York County Heritage Rail Trail, York County Park Departments, Explore York, York County Economic Alliance, and the County of York are examples of those thriving relationships and their impact.

We hope you will consider this type of thriving environment in Virginia along the Shenandoah Rail Corridor.

Thank you and please let us know if you have any questions.

Ashley Zimmerman
Executive Director
Azimmerman@NorthernCentralRailway.com

National Railway Historical Society
Winchester Chapter

PROCLAMATION

In Support of

Shenandoah Rail Corridor

WHEREAS, since railroading began in the Northern Shenandoah Valley in the late-1800's, the valley has been served by freight and passenger railroads providing vital connections to commerce and our country; and

WHEREAS, the National Railway Historical Society (NRHS) was founded in 1935 by a group of rail historians with the goal of preserving railway historical material and educating current and future generations about railroads and their history; and

WHEREAS, in 1967, the Winchester Chapter of the National Railway Historical Society was established and is made up of working and retired railroaders, historians, and fans of rails and trains; and

WHEREAS, the Chapter encourages and promotes public awareness of area railroads and their history, the restoration and preservation of historic railroad equipment and properties. The chapter works to educate the public on the historical and significant role that railroads play in the Northern Shenandoah Valley, which is served by CSX, Norfolk Southern, Winchester and Western Railroads; and

WHEREAS, continuing the tradition to preserve and save railroads, our chapter desires to see the Shenandoah Valley "B" Line returned to service to create economic, tourism and recreational opportunities and be truly multi-use that our community can enjoy, and our industry can depend on.

THEREFORE, We the National Railway Historical Society, Winchester Chapter, strongly support the efforts of the Shenandoah Rail Corridor to save the Norfolk Southern's Shenandoah Valley "B" Line between Riverton Junction and Strasburg and to Edinburg under "Rails with Trails" that would offer the greatest option and benefit for the Northern Shenandoah Valley and its surrounding communities.

Dated this day, July 13, 2024, and on behalf of Chapter Members

, President, Winchester Chapter NRHS

Contact:
Shenandoah County Farm Bureau
Shenandoahss@vafb.com
(540) 459-4019

Shenandoah County Farm Bureau Endorses "Rails With Trails"

Shenandoah County, September 7, 2023- The Shenandoah County Farm Bureau has announced its endorsement of the "Rails With Trails" initiative, while highlighting the vital role that potential rail service could play in the future in supporting the agricultural industry in Shenandoah County.

The "Rails With Trails" is a bold vision to preserve the Shenandoah Valley's heritage, re-empower the rail line as an economic engine, and create a full range of tourism and recreation opportunities. The state of Virginia is currently negotiating to purchase the 48-mile corridor stretching from Broadway to Front Royal currently owned by Norfolk Southern Railway Corp. Freight rail service on the line has been discontinued.

As the largest membership organization in the county, Shenandoah County Farm Bureau recognizes the positive impact that future rail could have on farmers and the agricultural industry in the county. The group supports fueling commerce in the region with a revitalized short line railroad.

"Shenandoah County Farm Bureau recognizes the potential impact that a short line railroad could have in supporting the agricultural industry, taking traffic off of I-81, and contributing to the economic viability of our county." Said Chuck French, President of Shenandoah County Farm Bureau. "While we recognize there are still questions to be answered, this concept allows us to maintain our valuable rail corridor for the future benefit of farmers and agribusinesses in our community."

With over 1,600 members, Shenandoah County Farm Bureau is the largest agricultural advocacy organization in the county. Shenandoah County Farm Bureau is a non-governmental, nonpartisan, voluntary organization committed to supporting agriculture and preserving the rural way of life.

###

THE VALLEY FERTILIZER & CHEMICAL CO., INC.

POST OFFICE BOX 816
MT. JACKSON, VIRGINIA 22842
PHONE (540) 477-3121
FAX (540) 477-3123
(800) 571-3121

May 26, 2022

Sub: Letter of Support

To Whom It May Concern,

As General Manager of The Valley Fertilizer & Chemical Co., Inc. I would like to support the effort to preserve the railroad line running from Broadway, VA to Riverton Junction, VA. This line served our facility located in Mt Jackson, VA until 2013 when Norfolk Southern discontinued service. We currently have fertilizer shipped by rail to Weyers Cave; then haul it 40 miles on Interstate 81 to our plant in Mt. Jackson. The return of rail service would serve to lower our shipping costs as well as decrease truck traffic on Interstate 81. Furthermore, we would like to diversify our services to local farmers by building a grain transloading facility on the rail line at our Mt. Jackson complex.

I understand several short line railroads have expressed interest in leasing the line and resuming service. Repairing and resuming service on the entire length of the line would be especially beneficial because we could ship via CSX at Strasburg or Norfolk Southern in Broadway.

Rail infrastructure is vital to the economic viability of agriculture in the Shenandoah Valley, where the majority of the feedstuffs and fertilizers utilized are shipped from other parts of the country. Valley Fertilizer is eager to work with any potential short line railroad partner interested in resuming rail service.

Sincerely,

Thomas Rea
General Manager
The Valley Fertilizer & Chemical Company, Inc
P.O. Box 816
201 Valley Road
Mt. Jackson, VA 22842

VRC

VALLEY RAILROAD COMPANY, LLC

April 7th, 2025

Re: Letter of Support

To whom it may concern,

As the Owner of Valley Railroad Company, LLC, I would like to support the effort to preserve the railroad line running from Broadway, VA to Front Royal, VA.

Valley Railroad Company, LLC was established in April 2010 and we have operated out of Shenandoah County since our inception. We specialize in the maintenance, repair, replacement, and construction of railroad tracks and related parts. We operate a variety of specialized rail-mounted machinery to construct safe and smooth railroad tracks for freight customers across the Commonwealth.

I have reviewed the Track Inspection Report by Stone Consulting commissioned by the Shenandoah Rail Corridor coalition and as an industry professional, I can confirm the intrinsic value and viability of this line. We have been hopeful that rail service would resume on this line and I understand that several short line railroad operators have submitted proposals. With the widespread business and community interest in the train, we stand ready to assist the selected operator and future customers with our services and support the Commonwealth in its resurrection of the railroad for the following reasons:

1. This project is predominantly in Shenandoah County; the county we've called home for over 15 years!
2. A 49-mile railroad operation will create and sustain good-paying jobs not just in the county but within our own company.
3. The railroad supports our farming neighbors and suppliers by reducing the transportation costs of feeds, fuels, and fertilizers.

We look forward to restoring old freight rail connections and constructing new ones as the railroad returns to service. I am proud to partner with the Shenandoah Rail Corridor coalition and we strongly urge the Commonwealth of Virginia to save the rails by choosing the rail-with-trail option!

Best,



Derek Burgess
Owner, Valley Railroad Company, LLC

PO Box 9
Daleville, VA 24083-0009
Office: 540-992-1009
Fax: 540-992-4632
Email: breeves@vacattlemen.org
Website: www.vacattlemen.org

Affiliated with The National Cattlemen's Beef Association

January 27, 2025

TO: Mr. Keven Walker, CEO, Shenandoah Valley Battlefields Foundation
FROM: Brandon Reeves, Executive Director, Virginia Cattlemen's Association
RE: Preserving Shenandoah Valley Rail Corridor

Dear Mr. Walker:

Please find this letter of support in favor of preserving the Norfolk Southern rail corridor in the Northern Shenandoah Valley. We believe that abandoning this infrastructure would be incredibly short-sighted given the potential this rail has to offer.

In Virginia, the production of beef cattle is the Commonwealth's second leading agricultural enterprise in terms of farm gate receipts and support of cattle is the state's largest use of private land in agricultural production. Virginia Cattlemen's Association works to help promote and protect the interests of cattle producers across the Commonwealth. The state's two largest cattle producing counties, Augusta and Rockingham, are located in the heart of the Valley.

The viability of our state's cattle industry depends on having diverse infrastructure and opportunities. We depend on having access to commodities that are not always available or grown in Virginia. We also depend on having the ability to ship our products to other markets in interstate commerce. This rail once helped provide those opportunities and has the potential to develop back into a vital transportation source.

The Virginia Cattlemen's Association supports efforts to maintain and build infrastructure to help sustain and grow our industry. The Norfolk Southern rail corridor in the Northern Shenandoah Valley should remain a viable option to be utilized in the future by Virginia's cattle and agriculture industries.

Please feel free to contact me if I can be of further assistance.

Sincerely,

Brandon Reeves
VCA Executive Director

Your source of independent thought and analysis on rail policy...

VRPI
VIRGINIA RAIL POLICY INSTITUTE

Public Comments from
Virginia Rail Policy Institute to the
Virginia Department of Transportation
on the disposition of the rail line between Broadway and Front Royal

April 8, 2025

Good evening, everyone.

I am Michael Testerman, and I serve as executive director of the Virginia Rail Policy Institute (VRPI). On behalf of our organization, I want to thank VDOT for hosting these Open House events to receive comments on the future of Norfolk Southern's inactive rail line north of here.

The non-profit Virginia Rail Policy Institute is made up of professionals from multiple fields of interest, including both freight and passenger rail, engineering, economics, law, academia, business, public-interest advocacy, and government. As example, the late Ray Pethtel served as a VRPI officer, following his distinguished career with the Virginia Department of Transportation. We regularly host programs related to rail transportation, maintain a website as a resource for rail policy research, reports and publications, and provide commentary and recommendations to decision-makers regarding key policies and projects—with a focus on improving and expanding rail service.

Our mission is to strengthen and improve public policy with respect to both freight and passenger rail in the Commonwealth of Virginia. Through objective and rigorous research, publication, education, and outreach, VRPI strives to increase public understanding of freight and passenger rail and to promote public policies that will secure the future of rail transportation as a cost-effective, sustainable, and essential element of Virginia's 21st Century transportation system.

In the past, we have weighed in on the conversion of inactive rail lines to public trails; notably the Eastern Shore Railroad, in 2020. Before that, the development of the former Norfolk and Western main line through Farmville, into the High Bridge Trail.

Most recently, we have expended much attention and energy in calling for rail service to be reestablished between Harrisonburg and Front Royal. There is much support for this rail line to be converted into a Rail Trail. Our research—and a webinar with national experts—has shown that Rail *with* Trail development is appropriate in this instance.

Especially in this case, our emphasis is to draw the public's attention to the fact that rail lines are every bit as much, corridors of transportation—for public convenience and necessity—as are our highways. Modern development patterns make it very difficult to assemble transportation corridors from scratch. The highest and best use of this rail line is to be returned to service and to retain its valuable asset to the public as a robust transportation corridor.

Just over the horizon, this rail line offers Valley residents the opportunity to transfer freight from trucks back to trains.

Perhaps more importantly, reactivating this rail line will preserve the prospects for the future development of scheduled passenger rail for Harrisonburg residents and James Madison University students. JMU has a chance to avoid foreclosing the option of passenger rail that Longwood University experienced.

VRPI offers a best-practices approach for retaining and possibly improving all rail corridors, and recommends adoption of the following, as standard transportation policy, to address future rail abandonments and rails-to-trails proposals:

1. Current and/or inactive rail lines coming up for abandonment shall be rail banked;
2. If trails are to be developed on banked or abandoned rail lines, trails shall be designed, constructed, and operated in a manner that will permit future train operations, and;
3. For rail lines that are abandoned, there should be a set period of time, perhaps 25 years, during which the right-of-way shall not be fragmented or irreversibly repurposed.

The Virginia Rail Policy Institute says it's time for Virginia to evaluate every road-expansion plan to consider delegating mobility responsibilities to parallel rail corridors, regardless of the rail operators' current business model. Public investments can provide infrastructure improvements that the private sector may not be willing or able to make. Once improved and held to higher expectations, rail lines can help us move into a brighter, more sustainable future.

Thank you again for affording the opportunity for VRPI to present its views and advice.

PO Box 9
Daleville, VA 24083-0009
Office: 540-992-1009
Fax: 540-992-4632
Email: breeves@vacattlemen.org
Website: www.vacattlemen.org

Affiliated with The National Cattlemen's Beef Association

December 15, 2025

TO: Mr. DJ Stadtler, Executive Director, Virginia Passenger Rail Authority
FROM: Brandon Reeves, Executive Director, Virginia Cattlemen's Association
RE: Preserving Shenandoah Valley Rail Corridor

Dear Mr. Stadtler:

Please find this letter of support in favor of preserving the Norfolk Southern rail corridor in the Northern Shenandoah Valley. We support the recent proposal at the Commonwealth Transportation Board to advance the Rails with Trails project by transferring funds to the VPRA. We believe that abandoning this infrastructure would be incredibly short-sighted given the potential this rail has to offer.

In Virginia, the production of beef cattle is the Commonwealth's second leading agricultural enterprise in terms of farm gate receipts and support of cattle is the state's largest use of private land in agricultural production. Virginia Cattlemen's Association works to help promote and protect the interests of cattle producers across the Commonwealth. The state's two largest cattle producing counties, Augusta and Rockingham, are located in the heart of the Valley.

The viability of our state's cattle industry depends on having diverse infrastructure and opportunities. We depend on having access to commodities that are not always available or grown in Virginia. We also depend on having the ability to ship our products to other markets in interstate commerce. This rail once helped provide those opportunities and has the potential to develop back into a vital transportation source.

The Virginia Cattlemen's Association supports efforts to maintain and build infrastructure to help sustain and grow our industry. It's time to move forward. We greatly appreciate the consideration of the VPRA, and the CTB in this matter.

Please feel free to contact me if I can be of further assistance.

Sincerely,

Brandon Reeves
VCA Executive Director

WHOLESOME
COMPANIES
FOODS · ENERGY · TRANSPORTATION · LOGISTICS
Est. 1964

986 South Ox Road – Edinburg, VA 22824

January 2, 2026

To: Virginia Commonwealth Transportation Board

Wholesome Energy is an affiliate of Wholesome Foods, a family-owned business in Shenandoah County that has been in operation since 1964. Since 2008, Wholesome Energy has been in the business of processing waste fats and vegetable oils into products used in biofuel production as well as feed products for the poultry, swine, and pet food industries.

Our company's growth is limited by the availability of the raw products we need. Currently we ship raw material by truck from as far as 500 miles. Our research has shown that our transportation costs would be significantly reduced if we could ship via rail locally and we have already identified a transload location. We currently process 2 million pounds of product per week, with rail access, we will expand production which will help the local economy and remove trucks from crowded interstates.

Additionally, I serve on the Economic Development Council for Shenandoah County's Chamber of Commerce. Once the Chamber understood there was an option to preserve rail and recognized the powerful catalyst this would provide for business growth, we issued a resolution supporting "efforts to explore the feasibility of both options".

Our company fully supports the Shenandoah Rail Corridors' efforts to preserve our local rail infrastructure as well as construct a recreational trail within the right of way. We urge you to support the Commonwealth's proposal to move forward with rail preservation to enable the return of local rail service and development of a recreational trail. Please do not delay this important action.

Sincerely,

Nathan E. Pence

Nathan E. Pence

Vice President, Wholesome Companies

HOLTZMAN OIL CORP.
P.O. Box 8 Mt. Jackson, Virginia 22842 540.477.3131

December 15, 2025

DJ Stadtler & Members of the Board
Executive Director
VPRA
919 East Main Street, Ste 2400
Richmond, VA 23219

Director Stadtler and Members of the Board:

Holtzman Oil and Holtzman Propane unequivocally support the recent proposal at the Commonwealth Transportation Board to advance the Rails with Trails project by transferring funds to the VPRA.

Our Company is very interested in utilizing rail service directly adjacent to our headquarters in Mt. Jackson and Strasburg, Virginia. For years, we have relied on the trucking industry alone to deliver our products to our customers, and have long requested rail service, not just from Norfolk Southern, but also from our county. We are eager to locate our propane transload site in Shenandoah County, but due to the stalling of this project, we are forced to consider other locations.

Our Company was a leading and founding partner in the Shenandoah Rail Corridor coalition in 2022, and we are excited to finally see movement on this project. We urge the VPRA, as well as the CTB, to act quickly to protect this vital infrastructure from the abandonment process by voting to adopt the Rails with Trails vision. We also reaffirm our support for the original Rails with Trails proposal and its cost estimates put forth by our coalition.

We support the Commonwealth's shift towards a public/private partnership with our brother organization, The Shenandoah Valley Battlefields Foundation. Our relationship with this foundation has always been rewarding, and they have a proven track record of success in handling large preservation projects on behalf of the Commonwealth.

Virginia has spent enough time studying this project, it's time to move forward. We greatly appreciate the consideration of the VPRA, and the CTB in this matter.

Sincerely,

HOLTZMAN OIL CORP.

William B. Holtzman
Chairman of the Board

HOLTZMAN
PROPANE

Main Office/Payments
P.O. Box 7
Mount Jackson, Virginia 22842

December 15, 2025

DJ Stadtler & Members of the Board
Executive Director
VPRA
919 East Main Street, Ste 2400
Richmond, VA 23219

Director Stadtler and Members of the Board:

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Virginia has spent enough time studying this project, it's time to move forward. We greatly appreciate the consideration of the VPRA, and the CTB in this matter.

Sincerely,

HOLTZMAN PROPANE

William T. Holtzman
President

SMS Rail Service, Inc.
Post Office Box 711
Bridgeport, NJ 08014
Phone: (856) 467-4800
Fax: (856) 467-2121
www.smsrail.com

December 15, 2025

Virginia Passenger Rail Authority
919 East Main Street, Suite 2400
Richmond, VA 23219

Re: Shenandoah Rail Corridor
Vision for Freight, Tourism, and Corridor Revitalization

Dear Members of the Virginia Passenger Rail Authority:

SMS Rail Service, Inc. ("SMS") appreciates the opportunity to share its vision for the revitalization of approximately 50 miles of rail infrastructure in the Shenandoah Valley, extending from Front Royal, Virginia, through Strasburg to Broadway. Last year, SMS began evaluating the feasibility and long-term potential of restoring this important rail asset and has submitted to the Northern Shenandoah Valley Transportation Preservation Corporation ("NSVTPC") its Proposal for operation of the corridor.

Based on our operational analysis, infrastructure review, and experience revitalizing underutilized rail corridors, SMS is confident that utilizing the "rails with trails concept, this line can be successfully returned to service in a manner that supports freight transportation, regional economic development, and public-facing rail and recreational activities. We believe the corridor presents a unique opportunity to advance Virginia's rail objectives while delivering meaningful benefits to the communities it serves.

SMS Rail's approach emphasizes a balanced, multi-use model, including:

- The restoration of reliable freight rail service to support agricultural, industrial, and commercial shippers in the Shenandoah Valley
- The development of excursion train operations that highlight the region's history, natural beauty, and cultural assets
- The introduction of rail bike operations to expand recreational access, attract tourism, and promote public engagement with rail infrastructure

Together, these elements form a sustainable operating strategy designed to enhance corridor utilization, reduce highway congestion, and create long-term value for the Commonwealth of Virginia.

SMS Rail recognizes the critical role the Virginia Passenger Rail Authority plays in protecting and advancing the Commonwealth's rail network. We are committed to working collaboratively with VPRA, NSVTPC, local governments, and regional stakeholders to ensure that any future

operations are compatible with Virginia's broader transportation goals and preserve long-term corridor flexibility.

We believe this project represents a rare opportunity to reactivate dormant infrastructure while advancing economic development, tourism, and rail connectivity in the Shenandoah Valley. SMS Rail would welcome the opportunity to discuss our analysis and operating philosophy in greater detail and explore how this corridor can complement VPRA's strategic vision.

Thank you for your time and consideration. We look forward to continued dialogue and collaboration.

Kind regards,

Jim Pfeiffer, Chief Operating Officer
(856) 467-4800, ext. 303
jpfeiffer@smsrail.com

/JRP
Enclosure: Press Release

Stone Consulting, Inc.

December 15, 2025

D. J. Stadtler, Executive Director VPRA
and Members of the Board
919 East Main Street, Suite 2400
Richmond VA 23219

Subject: Letter of Support

Gentlemen:

Stone Consulting has strongly supported the preservation and development of the Shenandoah corridor since we first examined it at the request of Norfolk Southern in 2000. Only a quirk in historic railroad management and resulting mergers prevented this rail line from becoming a far more significant corridor for economic development in the Commonwealth. As an independent shortline connecting to NS and CSX for competitive access, it has a future.

We have become champions nationally for encouraging public ownership of corridors for development of rail WITH trail, and consider this to be the most outstanding example of that dual potential. Our own research and development on this corridor has proven both the impacts from the trail, and develop equal or more economic impacts from allowing the rail corridor to be developed and managed by a viable shortline railroad entity that specializes in both freight and excursion operations.

We continue to support the rail with trail concept, and remain genuinely puzzled as to why VDOT has overcomplicated the project, unnecessarily ballooned the projected costs, and ignored their own study of 19 pages of existing and successful rail with trail operations in their own Phase II report index. We support any attempt to move this to an agency and nonprofit that can balance the needs of the trail interests along with promoting and stabilizing the agricultural, manufacturing and tourism potential of the entire 50-mile corridor. Combining VPRA and the Battlefields Foundation is a viable methodology to achieve both goals of rail and trail.

Our firm has spent 25 years working on this project, this time with a proven partner and concept, and it's time to move it forward.

Sincerely,

Stone Consulting, Inc.

Randall D. Gustafson
Vice President Operations

RDG/fsc

324 Pennsylvania Avenue West, P.O. Box 306, Warren PA 16365
(814) 726-9870 tel (814) 726-9855 fax stone@stoneconsulting.com

THE VALLEY FERTILIZER & CHEMICAL CO., INC.

201 VALLEY ROAD
MT. JACKSON, VIRGINIA 22842
PHONE (540) 477-3121
FAX (540) 477-3123
(800) 571-3121

December 15, 2025

DJ Stadtler & Members of the Board
Executive Director
VPRA
919 East Main Street, Ste 2400
Richmond, VA 23219

Director Stadtler and Members of the Board:

Valley Fertilizer unequivocally supports the recent proposal at the Commonwealth Transportation Board to advance the Rails with Trails project by transferring funds to the VPRA.

Our Company is very interested in utilizing rail service directly adjacent to our headquarters in Mt. Jackson, Virginia. For years, we had relied on Norfolk Southern's rail service for more affordable freight rates than trucking to deliver our products to our customers until we were given 30 days' notice of the cessation of the freight service in March of 2014. We are eager to restart our fertilizer transload site in Shenandoah County. Rail service would save us over $200,000 in shipping costs annually; enough to pass those savings to our local farmers.

Our Company was a leading and founding partner in the Shenandoah Rail Corridor coalition in 2022, and we are excited to finally see movement on this project. We urge the VPRA, as well as the CTB, to act quickly to protect this vital infrastructure from the abandonment process by voting to adopt the Rails with Trails vision. We also reaffirm our support for the original Rails with Trails proposal and its cost estimates put forth by our coalition.

We support the Commonwealth's shift towards a public/private partnership with our brother organization, The Shenandoah Valley Battlefields Foundation. Our relationship with this foundation has always been rewarding, and they have a proven track record of success in handling large preservation projects on behalf of the Commonwealth.

Virginia has spent enough time studying this project, it's time to move forward. We greatly appreciate the consideration of the VPRA, and the CTB in this matter.

Sincerely,
VALLEY FERTILIZER & CHEMICAL CO.

William T. Holtzman
Vice President

VALLEY RAILROAD COMPANY, LLC

Valley Railroad Company supports transferring rail-with-trail funding to VPRA, reaffirms support for rail service in Shenandoah County.

DJ Stadtler, Executive Director VPRA
& Members of the Board

919 East Main Street, Ste 2400
Richmond, VA 23219

In response to the December 9th Commonwealth Transportation Board workshop, Valley Railroad Company, LLC unequivocally supports the proposal to transfer the money for the Norfolk Southern B-Line extension from VDOT to the Virginia Passenger Rail Authority (VPRA). We believe that VPRA is better equipped to handle rail-centric projects and negotiations such as this. We have applied our combined 80 years of railroad track construction experience to reviewing Phase 3 of VDOT's Shenandoah Valley Rail-With-Trail assessment. **In no scenario would it cost $305 million to fix 49 miles of track in its present condition**. Rather, our company stands by the findings in our coalition's track report from Stone Consulting that the track, which was last used in 2020, can be fixed for approximately $18 million or less over the five-year period. In our professional opinion, this gross inflation of costs appears to be an attempt by a special interest group of trail supporters to delay or even sand bag this critical infrastructure project and waste even more taxpayer money. We underscore Transportation Secretary Miller's comments regarding VDOT not building this project; *"We're not going to build a trail, VDOT's not going to do that."* **We support the Commonwealth's shift towards a public-private partnership with our brother organization, the Shenandoah Valley Battlefields Foundation.**

Our team attended the rail-with-trail community input meeting following Phase 1 in our hometown of Woodstock, Virginia on April 15th and we were excited by the outpouring of support for the return of rail service. Our headquarters is just outside of town and our local small family-owned business is uniquely positioned in the center of the 49 miles to cover the track needs of the Shenandoah Rail Corridor and future and existing customers alike. **A project of this magnitude would grow our company by adding 30 local, good paying jobs to the 11 we've already created in our 15-year history in Woodstock.**

We also reaffirm our support of the original rail-with-trail proposal and it's cost estimates put forth by our Shenandoah Rail Corridor coalition and stand ready to assist the selected operator and future customers with our track services. **Virginia has spent enough time studying this project and its Transportation Board must act swiftly towards a purchase for a Shenandoah Valley Rail-With-Trail.**

Sincerely,

Derek Burgess
540-335-1043
dburgessvrc@gmail.com

Your source of independent thought and analysis on rail policy...

VRPI
VIRGINIA RAIL POLICY INSTITUTE

December 15, 2025

Hon. Tiffany Robinson, Chair, Virginia Passenger Rail Authority
D.J. Stadtler, Executive Director, Virginia Passenger Rail Authority
Members, Virginia Passenger Rail Authority

Dear Chairwoman Robinson, Executive Director Stadtler and VPRA Board Members:

The Virginia Rail Policy Institute (VRPI) is a 501(c)(3) non-profit organization whose officers, directors and fellows are comprised of transportation professionals from industry, academia and government. Our mission is to strengthen and improve public policy with respect to both freight and passenger rail in the Commonwealth of Virginia, by way of research, publications and meetings.

VRPI congratulates the Commonwealth Transportation Board (CTB) for its signaled support for preservation and reactivation of the 48-mile Shenandoah Valley rail corridor between Front Royal and Broadway (just north of Harrisonburg), Virginia. By transferring previously appropriated funds from the Virginia Department of Transportation to the Virginia Passenger Rail Authority (VPRA), which would then be provided to the Shenandoah Valley Battlefields Foundation (SVBF) to purchase the rail corridor and begin building a parallel recreational trail, the Commonwealth allows SVBF the opportunity to pursue the corridor's potential for reactivation as a valuable freight and excursion rail line in conjunction with creating a recreational trail beside it.

While this rail line has been inactive for several years, this likely has been, in VRPI's opinion, a decision of the current owner, Norfolk Southern Railway, to focus investment and attention on its parallel line through the Eastern Shenandoah Valley. Several experienced short line freight and excursion rail carriers have come forward expressing interest in improving and operating the inactive line, once acquired by SVBF. Agricultural and poultry interests in the Valley also have endorsed the proposal. If the line were to be simply torn up to build a trail, the Western Shenandoah Valley would, almost certainly, lose rail access for many years, if not forever, forcing all transport onto an already congested I-81. Many low-density and even abandoned rail lines around the country have been successfully reenergized by short line carriers, and this line is better positioned than most to be successful.

While a longer-term consideration, this corridor, connecting Northern Virginia to the burgeoning City of Harrisonburg and James Madison University, has significant potential as a passenger rail route. VPRA would retain authority to introduce AMTRAK or Virginia Railway Express into this corridor in the future, if merited.

Several Virginia rail corridors in the past have been converted to trail only, thus denying the benefits of rail transport to those localities. VRPI strongly endorses this more enlightened approach in the Shenandoah Valley, allowing the benefits of a recreational trail to be realized without loss of rail transport.

Your source of independent thought and analysis on rail policy...

VRPI
VIRGINIA RAIL POLICY INSTITUTE

We are attaching a file copy of our 2022 White Paper - *MULTIUSE RAIL TRAILS AND THE PROTECTION OF VIRGINIA RAIL LINES.*

With Kindest Regards,

Meredith Richards, VPRI President
mrichards@narprail.org
(434) 825-0558 (M)

Michael Testerman, VRPI Executive Director
testertrain@verizon.net
(804) 229-9921 (M)

P R E S S R E L E A S E

Media Contact:
Tom Cox
Virginia Museum of Transportation
(540) 947-5850

For Immediate Release January 2, 2026

VMT SUPPORTS "RAILS-WITH-TRAILS" PROJECT

January 2, 2026 -- The Virginia Museum of Transportation, Inc. is announcing its full support for the Shenandoah Rail Corridor's "Rails-WITH-Trails" project, which would preserve rail usage along the route known as the Norfolk Southern "B-line" running from Front Royal to Broadway, Virginia.

"Rails-With-Trails" has gained significant attention with the Virginia Department of Transportation. It aims to determine the best use for this nearly 50-mile long unused rail corridor in the Shenandoah Valley, spanning three counties and nine towns.

This particular railroad is too historically significant as a transportation asset to allow the trail project to move forward without preserving the rail infrastructure as well.

The uncertainty of this line has gone on too long. Every passing year sees economic loss and more rail deterioration. Rails WITH trails have been a significant success across the country. The Western Maryland Scenic Railroad is one such example. Rail bikes are overwhelmingly popular in every area they are utilized in. West Virginia's rail bikes are fast becoming one of the state's biggest tourist attractions. Trails can co-exist with rails successfully and are an economic driver of positive consequence.

Virginia needs to catch up with other states with successful historic rail excursions. They not only create jobs and drive millions of dollars in tourism revenue but also create a positive image for states and communities. Recent historic steam excursions pulled by our #611 steam locomotive in Rockbridge and Augusta counties have brought millions of dollars to the state through the 20,000 plus visitors who came to ride over only five weekends. Virginia the beautiful never looks better than from excursions, rail bikes, and trails.

As Virginia's Official Transportation Museum and as curators of Virginia's Official Steam Locomotive J-Class #611, the Virginia Museum of Transportation and its Board of Directors stand behind and support

the common sense efforts of the Shenandoah Corridor group as well as the Shenandoah Valley Battlefields Foundation as the lead managing partner of this important resource. We ask the State Secretary of Transportation Shep Miller, III and the Commonwealth Transportation Board to support this initiative when they vote on January 6.

# # # # #

P.O. Box 2277, Harrisonburg, VA 22801

Virginia Poultry Federation Statement on Rails-with-Trails Proposal in Northern Shenandoah Valley

December 31, 2025

Virginia Poultry Federation (VPF) is a member of the Shenandoah Rail Corridor coalition that seeks to preserve the Norfolk Southern rail corridor in the Northern Shenandoah Valley for potential future use while advancing a recreational trail through the corridor. The proposal before the Commonwealth Transportation Board (CTB) offers an opportunity to advance the trail concept together with preservation of the railroad corridor for potential future rail service.

VPF is the statewide trade association representing the poultry industry in Virginia. According to a recent economic study[i], the poultry and egg industry in Virginia employs as many as 20,451 people across the Commonwealth on family farms and at processing plants, feed mills, hatcheries, and other operations and generates an additional 39,907 jobs in supplier and ancillary industries. The study shows the industry has a direct economic impact of $8.3 billion and overall contribute $17.8 billion in economic activity in the Commonwealth. Much of this economic activity is in the Shenandoah Valley.

Rail infrastructure is critical to the Valley's poultry industry, delivering corn and soybean meal from the Mid-West. The Norfolk Southern line running north from Broadway, VA once delivered feed ingredients for poultry operations, and while the line is not currently in service, the coalition envisions reestablishing rail service that could benefit agriculture, tourism, and potentially passengers. We believe it would be a mistake to abandon permanently rail infrastructure that could potentially benefit commerce, including the poultry and ag sector in the future.

VPF asks the CTB to approve the proposal before it during its meeting on January 6, 2026.

Attributable: Hobey Bauhan, President, (540) 478-8199, hobey@vapoultry.com

Virginia Poultry Federation, founded in 1925, is a nonprofit trade association that promotes the interests of Virginia's poultry and egg industry through public and government relations and educational programs.

####

[i] 2022 Poultry and Egg Economic Impact Study, Prepared for U.S. Poultry & Egg Association by John Dunham and Associates, Inc., Brooklyn, New York (https://www.poultryfeedsamerica.org/#:~:text



Railroad Investment Corporate Holdings, Inc.
55 John Allman Lane
Sylva, North Carolina 28779

December 15, 2025

DJ Stadtler
Executive Director
Virginia Passenger Rail Authority
919 East Main Street, Suite 2400
Richmond, Virginia 23219

Dear Mr. Stadtler,

Railroad Investment Corporate Holdings, Inc. (RICH) is pleased to support the Virginia Passenger Rail Authority's plan to partner with the Shenandoah Valley Battlefields Foundation to acquire the Norfolk Southern Railway "B" Line (former Manassas Gap Railroad) for a rail-with-trail attraction. We would also like to introduce ourselves as a prospective operator for this corridor.

RICH currently operates the Potomac Eagle Scenic Railroad located in Romney, West Virginia. Since acquiring the Potomac Eagle in 2018, ridership has tripled due to RICH's experience and strategic investments in marketing, customer experience, and special events. Our scenic excursion trains run from April through December and highlight the natural beauty of the area in which we operate. Additionally, our North Pole Express holiday events delight thousands of riders annually.

RICH owners Robert and Celeste Franzen also operate Steam Services of America, a longtime nationwide provider of historic railroad equipment repair, operation, and consulting services. Between the Potomac Eagle and SSOA, RICH employs 80 full and part-time employees.

In August of 2024, RICH submitted a comprehensive, 227-page business proposal to the Northern Shenandoah Valley Transportation Preservation Corporation to operate tourist rail, freight rail, and railbike adventures on the corridor. The RICH proposal team carries an extensive resume of railroading experience with a focus on building and developing tourist rail operations. We have spent considerable time in the region assessing the infrastructure and engaging with local leaders, potential customers, and the public.

We recognize the ongoing discussion on how best to make use of the line. While some argue that its current dormancy signals a lack of viability or that rail-with-trail would be too costly, many dormant

rail lines have been successfully revitalized by short lines and regional railroads. Although the recent Shenandoah Valley Rail-with-Trail Assessment by the Virginia Department of Transportation estimates a high cost for rebuilding, RICH believes that restoring the infrastructure for safe excursion trains, railbikes, and low-frequency freight is achievable at a much lower cost.

Our proposal embraces a parallel bicycle trail and highlights the synergistic benefits of combining robust rail operations with a trail. A coexisting railroad and bike trail can create a "1+1=3" scenario, offering joint events, educational collaborations with neighboring Civil War battlefields, and combined advocacy for grants and community support.

RICH strongly supports the efforts of the Northern Shenandoah Valley Transportation Preservation Corporation and the Shenandoah Valley Battlefields Foundation to advance a combined Rail and Trail solution for the NS "B" Line. We believe this alternative will provide the surrounding communities with the best of both worlds, creating a world-class attraction for visitors.

We are excited by the opportunity to partner with the Commonwealth of Virginia, the Northern Shenandoah Valley Transportation Preservation Corporation, the Shenandoah Valley Battlefields Foundation, and neighboring communities to rebuild the railroad and support a parallel bicycle trail. We look forward to collaborating on this exciting endeavor.

Sincerely,



Robert C. Franzen
President
Railroad Investment Corporate Holdings, Inc.
c: 828-226-5214
rfranzen@potomaceagle.com

ATACHMENT F – Letters of support for Freight Rail From STB Docket AB 290 (Sub No. 425X)

SMS Rail Service, Inc.
Post Office Box 711
Bridgeport, NJ 08014
Phone: (856) 467-4800
Fax: (856) 467-2121
www.smsrail.com

November 17, 2026

Via Electronic Filing

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

RE: Docket No. AB 290 (Sub-No. 425X) – Norfolk Southern Railway Company, B-Line Abandonment Exemption

Dear Chief of Case Administration:

SMS Rail Service, Inc. ("SMS"), a Class III common carrier railroad operating in New Jersey, Pennsylvania, and New York, respectfully submits this statement in support of the efforts of the Shenandoah Valley Battlefields Foundation ("SVBF") and Manassas Gap Railroad LLC ("MGR") to preserve approximately 48.5 miles of Norfolk Southern Railway Company's former B-Line between Front Royal and Broadway, Virginia (the "Line" or "B-Line"), through the Offer of Financial Assistance ("OFA") process relating to the matter docketed at AB 290 (Sub-No. 425X).

As an established freight railroad with experience in railroad operations, industrial switching, transloading, and transportation logistics, SMS recognizes the commercial potential of restoring freight rail service over the Line. SMS believes the Line's long-term viability should be evaluated not solely on Norfolk Southern's historical traffic, but in consideration of the demonstrated interest in preserving rail service, the broader transportation needs of the region and the commercial opportunities available under a different operating model.

Commercial Viability and the Development of New Freight Traffic

The absence of substantial historical rail traffic or existing customers with direct physical connections to the Line should not necessarily be interpreted as a lack of commercial demand for rail transportation.

Railroads are not limited to serving industries immediately adjacent to their tracks. Modern freight operations, particularly those conducted by independent short-line railroads, frequently incorporate transloading and other logistics services that extend the geographic reach of rail transportation well beyond the physical railroad corridor.

Transloading facilities enable businesses without direct rail access to utilize rail transportation through the transfer of commodities between railcars and trucks. Such facilities can aggregate freight volumes from multiple customers, creating opportunities for economically viable

rail service where individual industries may not generate sufficient traffic to justify their own sidings.

Accordingly, a meaningful assessment of the B-Line's commercial viability should recognize not only its existing customer base, but also the opportunities to develop new traffic through transloading, regional freight aggregation, and access to the national rail network.

Agricultural and Industrial Opportunities in the Shenandoah Valley

The B-Line traverses a region with a substantial agricultural economy, including livestock and poultry production, grain cultivation, feed manufacturing, and related processing and distribution activities.

These industries generate significant transportation requirements, not only for finished agricultural products but also for the inbound movement of grain, feed ingredients, fertilizer, agricultural supplies, packaging materials, and other commodities.

According to the United States Department of Agriculture's *2022 Census of Agriculture*[1], Rockingham County recorded approximately $1.2 billion in agricultural product sales, demonstrating the considerable scale of the region's agricultural industry. The scale of this agricultural production underscores the region’s continuing requirements for agricultural inputs, processing operations, and the receipt and distribution of commodities by rail.

Many of these commodities are particularly well suited to rail transportation, especially when shipped in sufficient quantities over longer distances.

The ability to aggregate agricultural and industrial traffic through strategically located transloading facilities could permit businesses throughout the Shenandoah Valley to benefit from rail transportation without requiring individual rail connections.

Although specific transportation opportunities would require further commercial development, the agricultural character of the region provides an identifiable and established economic foundation from which new freight rail business could be developed.

The Virginia Inland Port and Regional Freight Development

The B-Line's geographical location also places it in proximity to the Virginia Inland Port, an established intermodal facility served by Norfolk Southern and connected to the Port of Virginia's marine terminals in Hampton Roads.

---

[1] U.S. Dep't of Agric., Nat'l Agric. Statistics Serv., *2022 Census of Agriculture*, Vol. 1, Ch. 2, Table 1, County Summary Highlights: 2022, at 251 (2024), https://www.nass.usda.gov/sites/default/files/publications/agcensus/2022/Full_Report/Volume_1,_Chapter_2_County_Level/Virginia/st51_2_001_001.pdf.

The Virginia Inland Port demonstrates the role that railroad infrastructure can play in supporting regional commerce, attracting industrial investment, and facilitating international freight movements.

In its 2023 *Inland Port Study: Feasibility Analysis of Locating an Inland Port in the Commonwealth*[2], the Virginia Economic Development Partnership and Virginia Port Authority recognized that inland-port infrastructure can serve as a catalyst for economic growth by attracting businesses dependent upon intermodal transportation. The study further emphasized the importance of developing rail-served industrial sites and pursuing conventional, non-intermodal freight opportunities as complementary elements of regional economic development.

These principles are particularly relevant to the B-Line. The existence of an established international freight gateway in Front Royal, together with the agricultural and industrial activity throughout the Shenandoah Valley, presents opportunities to develop additional conventional carload transportation, transloading activities, and associated logistics services.

Restoration of freight rail service over the B-Line, coupled with the development of strategically located transloading facilities, would position the corridor to capture new freight business from the Shenandoah Valley's agricultural, manufacturing, and distribution sectors. Its proximity to the Virginia Inland Port further enhances opportunities to serve domestic and international commerce, extending the railroad's potential customer base well beyond industries with existing direct rail connections.

Transportation Efficiency and the Interstate 81 Corridor

The Line's general proximity to Interstate 81 presents another important consideration.

I-81 is a significant commercial freight corridor serving the Shenandoah Valley and the broader eastern United States. Much of the region's agricultural and industrial freight necessarily moves by truck, including shipments traveling considerable distances to and from regional production and distribution facilities.

Rail-served transloading facilities could provide an alternative for suitable freight movements, allowing the long-haul portion of a shipment to move by rail while preserving the flexibility of trucks for local pickup and delivery.

Where commercially and operationally practical, such arrangements could reduce long-distance truck movements along I-81, improve freight transportation efficiency, and reduce associated highway congestion, infrastructure wear, and emissions.

---

[2] Virginia Economic Development Partnership Authority & Virginia Port Authority*, Inland Port Study: Feasibility Analysis of Locating an Inland Port in the Commonwealth*, H.D. 2, at 2–3 (2023), https://rga.lis.virginia.gov/Published/2023/HD2/PDF.

The potential transportation benefits extend beyond individual shippers and warrant consideration in assessing the broader economic value of preserving the corridor for continued railroad use.

Preservation of Rail Infrastructure and Future Commercial Opportunities

SMS recognizes that the successful restoration of freight rail service would require infrastructure rehabilitation, commercially sustainable operating arrangements, and the active development of new freight business.

Nevertheless, Norfolk Southern's stated intention to leave existing rail, ties, and other track materials in place presents an opportunity to preserve a transportation corridor whose replacement or reconstruction could involve substantially greater cost and difficulty.

Once railroad infrastructure and associated property rights are lost, future opportunities for freight transportation and industrial development may be permanently constrained.

The preservation of the B-Line would retain the opportunity to serve existing and future businesses through direct rail service, transloading, and other freight transportation arrangements as the region's commercial needs develop.

SMS's Willingness to Provide Service

The SVBF has conducted a competitive evaluation of prospective common-carrier operators in anticipation of acquiring the Line. SMS has participated in that process and submitted a proposal to provide freight rail transportation and associated transloading services. Based upon its experience and assessment of the corridor's commercial potential, SMS believes that renewed freight operations are both feasible and capable of supporting the development of new business opportunities throughout the region.

Although a formal operating agreement has not yet been executed, SMS is prepared to assume common-carrier responsibilities for the Line, subject to mutually acceptable terms and any necessary regulatory authorization. SMS's participation in the selection process and its willingness to undertake these responsibilities reflect its confidence in the potential for commercially sustainable freight rail service following acquisition through the OFA process.

Conclusion

Under 49 CFR § 1152.27(c)(1)(iv)(E), the Board's consideration of continued need for rail service includes evidence of commercial demand and operational feasibility.

SMS submits that the B-Line's geographic location, the Shenandoah Valley's established agricultural and industrial economy, its proximity to the Virginia Inland Port, and the potential development of railroad-operated transloading facilities provide a meaningful foundation for renewed freight rail operations.

The Line's commercial potential should not be measured exclusively by historical carload volumes or existing industries with direct rail access. Rather, consideration should be given to the opportunities for developing new freight business through an alternative operating model that serves the broader transportation needs of the region.

As an established common carrier that has evaluated the corridor and submitted a proposal to provide freight rail service, SMS recognizes the potential viability of renewed operations and is prepared to participate in their development, subject to mutually acceptable terms and necessary regulatory authorization.

SMS respectfully supports the preservation of the B-Line through the OFA process and believes that its restoration to service represents a credible opportunity to serve the Shenandoah Valley's existing and future transportation needs.

Respectfully submitted,

/s/ James R. Pfeiffer

James R. Pfeiffer
Chief Operating Officer
SMS Rail Service, Inc.
Phone: (856) 467-4800, ext. 303
Email: jpfeiffer@smsrail.com

c.c.: All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Letter of Support to be served on all Parties of Record via electronic mail, as follows:

Casey Armstrong
Rockingham County
carmstrong@rockinghamcountyva.gov

Stephen C. Birch
Virginia DOT
ksheys@railreglaw.com

Derek Burgess
Valley Railroad Company
dburgessvrc@gmail.com

Austin C. Garber II
Town of Timberville
townmanager@townoftimberville.com

Mayor Brandy Hawkins Boies
Town of Strasburg
Mayor@strasburgva.com

Joesph A. Bosco
boscoja@gmail.com

Aaron Bushong
Shenandoah County Farm Bureau
aaronbushong@gmail.com

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Friends of the Shenandoah Trail
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Jeremy D. McCleary
Town of Woodstock
jmccleary@woodstockva.gov

William A. Mullins
Norfolk Southern
wmullins@mullinslawgroup.net

Frank Nolen, PE
fnolen@newhopetel.net

Nathan Pence
Wholesome Companies
nathan@wholesomecompanies.com

Brandon Reeves
Virginia Cattlemen's Association
breeves@vacattlemen.org

John M. Scheib
SVBF/Manassas Gap Railroad LLC
scheib@gentrylocke.com

Rodney Shepherd
Town of Mount Jackson
shepherd@shentel.net

Dated: November 17, 2026

/s/ James R. Pfeiffer
James R. Pfeiffer, Chief Operating Officer
SMS Rail Service, Inc.

AD Engineering

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Date: November 4, 2026

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

Dear Chief of Case Administration:

We write to advise the Board of our recent request to NS for rail service on the line that is the subject of this proceeding, which we attach. In reference to Docket No. AB-290 (Sub-No. 425X), we understand there is a dispute at the Board about the future of the rail line. We need rail to our location and have therefore requested service. Accordingly, we hope the Board will use its processes to evaluate the need for rail service and restore rail service to the Shenandoah Valley.

Respectfully,



Ashley Driver
President
AD Engineering

CC: Parties of Record

October 30, 2026

AD Engineering
1133 Wissler Rd
Quicksburg VA 22847

Connect
Sales@ad.engineering
Call: 540 572-7715

AD Engineering

Norfolk Southern Corporation
650 W. Peachtree Street NW
Atlanta, GA 30308

Re: AD Engineering LLC - Request for Rail Service

Dear Norfolk Southern Corporation:

AD Engineering submits this correspondence to express its interest in freight rail service from Norfolk Southern to and from its facility at approximately MP B 87.5 on NS's line in Shenandoah County, Virginia.

AD Engineering is a growing manufacturing company specializing in the fabrication of HVAC components primarily from metal tubing. Direct rail service along this corridor would materially enhance our ability to efficiently move product in support of its customer base. We recently acquired a 60,000+ square-foot facility adjacent to Norfolk Southern's B Line that has its own siding and rail-ready dock which was previously served by your trains.

AD Engineering seeks to ship approximately 3,000 tons of tubing annually, with an estimated volume of 8 boxcars per month. AD Engineering is ready for freight service at its facility located at 377 Industrial Park Rd, Mt Jackson, VA 22842. We look forward to your prompt response with rates and terms of service to move freight to and from AD Engineering. We look forward to working with you. I can be reached by phone on my cell at 540 383-3104 or by email at ashley.driver@ad.engineering.

Respectfully,



Ashley Driver
President
AD Engineering

Copy Furnished:
Kathleen Smith, VP, Industrial Products and Coal Marketing, Norfolk Southern Corporation,
Kathleen.smith@nscorp.com

YORK COUNTY BOARD OF COMMISSIONERS

YORK COUNTY ADMINISTRATIVE CENTER
28 East Market Street
York, Pennsylvania 17401-1588

SBurford@Yorkcountypa.gov
Phone: 717-771-9303
Fax: 717-771-9804

J. Scott Burford
Vice President Commissioner

November 9th, 2026

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

To the Chief of Case Administration,

I am writing to you in support of restoring freight rail to Norfolk Southern's B-line in the Shenandoah Valley. The County of York is the 8th largest County in the Commonwealth of Pennsylvania with a population base of approximately 470,000 residents. York has a rich history with its railroad community, which has naturally evolved over the decades from freight/transportation to freight, transportation and tourism. You may ask why a York County Commissioner is interested in a Virginia issue. I became aware of the opportunity to support the Shenandoah Valley Battlefields Foundation and the Manassas Gap Railroad in their efforts to restore freight rail service to the line, in large part because of the successes that York County has seen over the decades when what may appear to be competing interests, work together collaboratively. **I urge the Board to remain focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for trail use in abeyance.**

During my tenure as county commissioner, I have had the pleasure of working in partnership with Northern Central Railway, to establish a cohesive collaboration that broadens our local tourism industry and quality of life opportunities for our residents of York County. Our partnership has strengthened over the years and produced an award-winning example of "Rails-WITH-Trails"; illustrating the point that multi-model systems can work collaboratively, and work safely together. We operate one of the longest "Rails-WITH-Trails" in the country and

regularly host cycling events, marathons, and other activities alongside the active railroad with no problem whatsoever. This happens to be one of my most treasured partnerships as an elected official, outdoor enthusiast and avid cyclist. Without the railroad excursions, the trail would provide minimal economic benefit to the local economy when compared with its synergy of the railroad. In conjunction with our York County Economic Alliance, which serves as the County's Economic Development Agency and Chamber of Commerce, York County has branded a *Trail Towns* initiative, promoting small businesses and outdoor recreation along the rail trail. This initiative has created and sustained 36 businesses along the Heritage Rail Trail. Additionally, the initiative has resulted in a 37.7% increase in annual patronage to small businesses along our Rail Trail, equating to a $250M dollar direct and indirect economic impact to our outdoor business ecosystem.

Therefore, I am compelled to write in full support of the Shenandoah Valley Battlefields Foundation's efforts to establish a similar, collaborative, interdepartmental partnership to develop Rails-WITH-Trails in Virginia and reinvigorate transportation of freight and goods along the I-81 corridor. My office is happy to advise or assist the Foundation, the Commonwealth of Virginia and other stakeholders in modeling this collaboration. **We strongly urge the Surface Transportation Board to put the abandonment notice and the request for trail use in abeyance, and to support the revival of the requested freight rail service.**

Sincerely,



Scott Burford
Chair, YAMPO Coordinating Committee
Vice President, York County Commissioners

SMS Rail Service, Inc.
Post Office Box 711
Bridgeport, NJ 08014
Phone: (856) 467-4800
Fax: (856) 467-2121
www.smsrail.com

November 9, 2026

Via Electronic Filing

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

RE: Docket No. AB 290 (Sub-No. 425X) – Norfolk Southern Railway Company, B-Line Abandonment Exemption

Dear Chief of Case Administration:

SMS Rail Service, Inc. ("SMS"), a Class III common carrier railroad operating in New Jersey, Pennsylvania, and New York, respectfully submits this statement in support of the efforts of the Shenandoah Valley Battlefields Foundation and Manassas Gap Railroad LLC to preserve approximately 48.5 miles of Norfolk Southern Railway Company's former B-Line between Front Royal and Broadway, Virginia (the "Line" or "B-Line"), through the Offer of Financial Assistance ("OFA") process.

As an established freight railroad with experience in railroad operations, industrial switching, transloading, and transportation logistics, SMS recognizes the commercial potential of restoring freight rail service over the Line. We believe its long-term viability should be evaluated not simply upon the traffic historically handled by Norfolk Southern or the many shippers, associations, and corporations that have voiced their support for preservation and utilization of the Line, but also upon the broader transportation needs and economic characteristics of the region it serves.

Commercial Viability and the Development of New Freight Traffic

The absence of substantial historical rail traffic or existing customers with direct physical connections to the Line should not necessarily be interpreted as a lack of commercial demand for rail transportation.

Railroads are not limited to serving industries immediately adjacent to their tracks. Modern freight operations, particularly those conducted by independent short-line railroads, frequently incorporate transloading and other logistics services that extend the geographic reach of rail transportation well beyond the physical railroad corridor.

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Transloading facilities enable businesses without direct rail access to utilize rail transportation through the transfer of commodities between railcars and trucks. Such facilities can aggregate freight volumes from multiple customers, creating opportunities for economically viable rail service where individual industries may not generate sufficient traffic to justify their own sidings.

Accordingly, a meaningful assessment of the B-Line's commercial viability should recognize not only its existing customer base, but also the opportunities to develop new traffic through transloading, regional freight aggregation, and access to the national rail network.

Agricultural and Industrial Opportunities in the Shenandoah Valley

The B-Line traverses a region with a substantial agricultural economy, including livestock and poultry production, grain cultivation, feed manufacturing, and related processing and distribution activities.

These industries generate significant transportation requirements, not only for finished agricultural products but also for the inbound movement of grain, feed ingredients, fertilizer, agricultural supplies, packaging materials, and other commodities.

According to the United States Department of Agriculture's *2022 Census of Agriculture*[1], Rockingham County recorded approximately $1.2 billion in agricultural product sales, demonstrating the considerable scale of the region's agricultural industry. Recent investments in regional poultry and feed production further illustrate the continuing importance of agricultural processing and its associated transportation requirements.

Many of these commodities are particularly well suited to rail transportation, especially when shipped in sufficient quantities over longer distances.

The ability to aggregate agricultural and industrial traffic through strategically located transloading facilities could permit businesses throughout the Shenandoah Valley to benefit from rail transportation without requiring individual rail connections.

Although specific transportation opportunities would require further commercial development, the agricultural character of the region provides an identifiable and established economic foundation from which new freight rail business could be developed.

The Virginia Inland Port and Regional Freight Development

The B-Line's geographical location also places it in proximity to the Virginia Inland Port, an established intermodal facility served by Norfolk Southern and connected to the Port of Virginia's marine terminals in Hampton Roads.

---

[1] U.S. Dep't of Agric., Nat'l Agric. Statistics Serv., *2022 Census of Agriculture*, Vol. 1, Ch. 2, Table 1, County Summary Highlights: 2022, at 251 (2024), https://www.nass.usda.gov/sites/default/files/publications/agcensus/2022/Full_Report/Volume_1,_Chapter_2_County_Level/Virginia/st51_2_001_001.pdf.

UNSIGNED DRAFT

The Virginia Inland Port demonstrates the role that railroad infrastructure can play in supporting regional commerce, attracting industrial investment, and facilitating international freight movements.

In its 2023 *Inland Port Study: Feasibility Analysis of Locating an Inland Port in the Commonwealth*[2], the Virginia Economic Development Partnership and Virginia Port Authority recognized that inland-port infrastructure can serve as a catalyst for economic growth by attracting businesses dependent upon intermodal transportation. The study further emphasized the importance of developing rail-served industrial sites and pursuing conventional, non-intermodal freight opportunities as complementary elements of regional economic development.

These principles are particularly relevant to the B-Line. The existence of an established international freight gateway in Front Royal, together with the agricultural and industrial activity throughout the Shenandoah Valley, presents opportunities to develop additional conventional carload transportation, transloading activities, and associated logistics services.

Restoration of freight rail service over the B-Line, coupled with the development of strategically located transloading facilities, would position the corridor to capture new freight business from the Shenandoah Valley's agricultural, manufacturing, and distribution sectors. Its proximity to the Virginia Inland Port further enhances opportunities to serve domestic and international commerce, extending the railroad's potential customer base well beyond industries with existing direct rail connections.

Transportation Efficiency and the Interstate 81 Corridor

The Line's general proximity to Interstate 81 presents another important consideration.

I-81 is a significant commercial freight corridor serving the Shenandoah Valley and the broader eastern United States. Much of the region's agricultural and industrial freight necessarily moves by truck, including shipments traveling considerable distances to and from regional production and distribution facilities.

Rail-served transloading facilities could provide an alternative for suitable freight movements, allowing the long-haul portion of a shipment to move by rail while preserving the flexibility of trucks for local pickup and delivery.

Where commercially and operationally practical, such arrangements could reduce long-distance truck movements along I-81, improve freight transportation efficiency, and reduce associated highway congestion, infrastructure wear, and emissions.

The potential transportation benefits extend beyond individual shippers and warrant consideration in assessing the broader economic value of preserving the corridor for continued railroad use.

[2] Virginia Economic Development Partnership Authority & Virginia Port Authority*, Inland Port Study: Feasibility Analysis of Locating an Inland Port in the Commonwealth*, H.D. 2, at 2–3 (2023), https://rga.lis.virginia.gov/Published/2023/HD2/PDF.

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Preservation of Rail Infrastructure and Future Commercial Opportunities

SMS recognizes that the successful restoration of freight rail service would require infrastructure rehabilitation, commercially sustainable operating arrangements, and the active development of new freight business.

Nevertheless, Norfolk Southern's stated intention to leave existing rail, ties, and other track materials in place presents an opportunity to preserve a transportation corridor whose replacement or reconstruction could involve substantially greater cost and difficulty.

Once railroad infrastructure and associated property rights are lost, future opportunities for freight transportation and industrial development may be permanently constrained.

The preservation of the B-Line would retain the opportunity to serve existing and future businesses through direct rail service, transloading, and other freight transportation arrangements as the region's commercial needs develop.

Conclusion

Under 49 CFR § 1152.27(c)(1)(iv)(E), the Board's consideration of continued need for rail service includes evidence of commercial demand and operational feasibility.

SMS submits that the B-Line's geographic location, the Shenandoah Valley's established agricultural and industrial economy, its proximity to the Virginia Inland Port, and the opportunities for railroad-operated transloading are relevant considerations in evaluating the potential for renewed freight rail service.

Historical carload volumes alone do not necessarily reflect the commercial potential of a railroad operated under a different business model, particularly where new traffic may be developed from industries without existing direct rail access.

SMS supports the preservation of the B-Line through the OFA process and believes that its restoration to freight service warrants serious consideration based upon the broader transportation and economic opportunities available throughout the region.

Respectfully submitted,

/s/

James R. Pfeiffer
Chief Operating Officer
SMS Rail Service, Inc.
Phone: (856) 467-4800, ext. 303
Email: jpfeiffer@smsrail.com

c.c.: All Parties of Record

UNSIGNED DRAFT

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Letter of Support to be served on all Parties of Record via electronic mail, as follows:

Casey Armstrong
Rockingham County
carmstrong@rockinghamcountyva.gov

Stephen C. Birch
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Austin C. Garber II
Town of Timberville
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Mayor Brandy Hawkins Boies
Town of Strasburg
Mayor@strasburgva.com

Joesph A. Bosco
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Aaron Bushong
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Frank P. Cihlar
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Lisa G. Currie
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Brandon Reeves
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John M. Scheib
SVBF/Manassas Gap Railroad LLC
scheib@gentrylocke.com

Rodney Shepherd
Town of Mount Jackson
shepherd@shentel.net

UNSIGNED DRAFT

Dated: November 9, 2026

/s/
James R. Pfeiffer, Chief Operating Officer
SMS Rail Service, Inc.

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

Dear Chief of Case Administration:

In regard to Docket No. AB-290 425X, we write in support of restoring freight rail to Norfolk Southern's line in the Shenandoah Valley. With over 1,600 members, Shenandoah County Farm Bureau is the largest agricultural advocacy organization in the county. Shenandoah County Farm Bureau is a non-governmental, nonpartisan, voluntary organization committed to supporting agriculture and preserving the rural way of life. We reaffirm our attached position which states "Shenandoah County Farm Bureau recognizes the positive impact that future rail could have on farmers and the agricultural industry in the county. The group supports fueling commerce in the region with a revitalized short line railroad." We encourage the Board to remain focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for trail use in abeyance. This letter is served on all parties of record.

11-6-26

Aaron Bushong, President
Shenandoah County Farm Bureau, 140 East Reservoir Road Woodstock, VA 22664

Senator Frank W Nolen, PE

680 Patterson Mill Rd

Grottoes, Virginia 24441

540 294 0310 mobile
540 363 5642 landline
fnolen@newhopetel.net
www.grazelenfarm.com

Senate of Virginia
24th District
1975-1995

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

November 6, 2026

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

Dear Chief of Case Administration:

About thirty years ago the Norfolk Southern Railroad filed to abandon a portion of the Chesapeake and Western Railroad from Harrisonburg south to Staunton, Virginia.

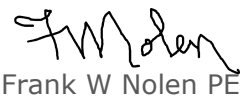
There were few customers because of poor tracks and service. However, several businesses and individuals realized the importance of this railway in Augusta and Rockingham counties. Therefore, a group called Greater Shenandoah Valley Development Co (GSDC) was formed to purchase the tracks and right of way.

When the offer to purchase was made to NS, they filed with the ICC to withdraw the abandonment which the ICC denied. However, NS was able to withdraw the trackage from Harrisonburg to Pleasant Valley. The GSDC then pursued buying the remaining trackage of about 19 miles. After a lot of wrangling and negotiating, GSDC was able to purchase the short line and start operating as Shenandoah Valley Railroad.

Today SVRR carries about 2000 carloads of freight per year. In conjunction with the Virginia Department of Rail and Public Transportation, the ownership has invested funds in upgrading the rail bridges and roadbed. SVRR hauls freight most every business day. In the last decade, the carloads have increased 2-fold.

I believe the Norfolk Southern B-Line from Broadway to Riverton Junction can achieve the same success. I support the Shenandoah Valley Battlefields Foundation and the Manassas Gap Railroad project to revive rail service in the Shenandoah Valley. I urge the board to stay focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for trail use in abeyance.

Sincerely,



Frank W Nolen PE

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

November 6, 2026

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

To the Chief of Case Administration:

I served as Special Assistant to U.S. Transportation Secretary John A. Volpe in the first Nixon administration when America's rail passenger service was overhauled and consolidated, resulting in the curtailment of many lines. When Congress and the administration created Amtrak (originally called Railpax), it was stipulated that the right of way for any passenger rail line temporarily deactivated was to be preserved as a "transportation corridor" for possible future movement of people and goods. The concept of multi-modalism was a by-word of Secretary Volpe, the Nixon administration and Congress. Preserving the Norfolk Southern B line in the Shenandoah Valley would serve that purpose by both facilitating the transfer of freight from the highways to available and more appropriate rail lines and enhancing the prospect of the return of rail passenger service along the I-81 corridor.

The volume of heavy truck traffic along Interstate 81 illustrates both the problem in Virginia and much of the nation, as well as the likely solution. Trucks, which have grown far larger and more dangerous to surrounding automobile traffic in recent decades, now dominate many of America's highways even though, as is true with I-81, there is a viable rail alternative available. Transferring much of the freight now carried on the interstate highway to the still-extant rail line would save thousands of gallons of fuel; reduce costs to shippers, industry and agriculture; minimize environmental pollution; and avoid the highway safety dangers associated with the high volume of big truck traffic.

The revival of rail freight service and the inauguration of rail tourism will preserve this irreplaceable transportation asset in the Shenandoah Valley and enable a Virginia renaissance of commuter and rail passenger service as a national model.

I support the Shenandoah Valley Battlefields Foundation and the Manassas Gap Railroad project to revive rail service in the Shenandoah Valley. With reference to Docket No. AB 290, I urge the

board to stay focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for exclusive trail use in abeyance.

I have served this letter on all parties of record

Sincerely,

Joseph A. Bosco

Joseph A. Bosco
3121 Newark Street NW
Washington DC, 20008

1214 Back Road
Edinburg, VA 22824

VALLEY RAILROAD COMPANY, LLC

November 6th, 2026

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

CC: Parties of Record

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

To the Chief of Case Administration,

Regarding docket No. AB-290 425X, we write in support of restoring freight rail to Norfolk Southern's B-line in the Shenandoah Valley. We have been working on this project with the Shenandoah Valley Battlefields Foundation and the Manassas Gap Railroad and their freight partners for some time. We encourage the Board to remain focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for trail use in abeyance.

Valley Railroad Company LLC was established in April 2010 and we have operated out of Shenandoah County since our inception, in which over 71% of this railroad is located. We specialize in the maintenance, repair, replacement, and construction of railroad tracks and related parts. We operate a collection of specialized rail-mounted machinery such as a tamper, crosstie exchanger and ballast regulator to construct safe and smooth railroad tracks for freight customers across the Commonwealth. As an industry professional, I can confirm the intrinsic freight value and viability of freight service on this line. We have been hopeful that rail service would resume on this line and I understand that a freight operator has been selected by the coalition out of at least five viable proposals. The railroad supports our farming neighbors and suppliers by reducing the transportation costs of feeds, fuels, and fertilizers.

We look forward to restoring old freight rail connections and constructing new ones as the railroad returns to service. We strongly urge the Surface Transportation Board to put the abandonment notice and the request for trail use in abeyance, and to support the revival of the requested freight rail service. We have served this letter on all Parties of Record.

Best,



Derek Burgess, Owner, Valley Railroad Company, LLC

PO Box 9
Daleville, VA 24083-0009
Office: 540-992-1009
Fax: 540-992-4632
Email: breeves@vacattlemen.org
Website: www.vacattlemen.org

Affiliated with The National Cattlemen's Beef Association

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

November 6, 2026

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia
Dear Chief of Case Administration:

We write in support of restoring freight rail to Norfolk Southern's line in the Shenandoah Valley. We have been working with the Shenandoah Valley Battlefields Foundation and the Manassas Gap Railroad on this project for some time. Citing Docket No. AB-290-425X, we encourage the Board to remain focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for trail use in abeyance.

In Virginia, the production of beef cattle is the Commonwealth's second leading agricultural enterprise in terms of farm gate receipts and support of cattle is the state's largest use of private land in agricultural production. Virginia Cattlemen's Association works to help promote and protect the interests of cattle producers across the Commonwealth.

The viability of our state's cattle industry depends on having diverse infrastructure and opportunities. We depend on having access to commodities that are not always available or grown in Virginia. We also depend on having the ability to ship our products to other markets in interstate commerce. This rail once helped provide those opportunities and has the potential to develop back into a vital transportation source.

The Virginia Cattlemen's Association supports efforts to maintain and build infrastructure to help sustain and grow our industry. The Norfolk Southern B-Line Shenandoah Valley should remain a viable option to be utilized in the future by Virginia's cattle and agriculture industries.

Sincerely,

Brandon Reeves
VCA Executive Director

CC: Parties of Record

P.O. Box 2277, Harrisonburg, VA 22801

November 10, 2026

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

Dear Chief of Case Administration:

Virginia Poultry Federation (VPF) writes in support of restoring freight rail to Norfolk Southern's line in the Shenandoah Valley. We have been working with the Shenandoah Valley Battlefields Foundation and the Manassas Gap Railroad on this project for some time. Citing Docket No. AB-290-425X, we encourage the Board to remain focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for trail use in abeyance.

VPF is the statewide trade association representing the poultry industry in Virginia. According to a recent economic study[1][i], the poultry and egg industry in Virginia employs as many as 20,451 people across the Commonwealth on family farms and at processing plants, feed mills, hatcheries, and other operations and generates an additional 39,907 jobs in supplier and ancillary industries. The study shows the industry has a direct economic impact of $8.3 billion and overall contribute $17.8 billion in economic activity in the Commonwealth. Much of this economic activity is in the Shenandoah Valley.

Rail infrastructure is critical to the Valley's poultry industry, delivering corn and soybean meal from the Mid-West. The Norfolk Southern line running north from Broadway, Virginia once delivered feed ingredients for poultry operations, and while the line is not currently in service, the Shenandoah Rail Corridor coalition, of which VPF is a member, envisions reestablishing rail service that could benefit agriculture, tourism, and potentially passengers. We believe it would be a

[1][i] 2024 Poultry and Egg Economic Impact Study, Prepared for U.S. Poultry & Egg Association by John Dunham and Associates, Inc., Brooklyn, New York (https://www.poultryfeedsamerica.org/#:~:text

mistake to abandon permanently rail infrastructure that could potentially benefit commerce, including the poultry and ag sector in the future.

Thank you for your consideration.

Sincerely,



Hobey Bauhan
President

CC: Parties of Record

WHOLESOME
COMPANIES
FOODS · ENERGY · TRANSPORTATION · LOGISTICS
Est. 1964

986 South Ox Road – Edinburg, VA 22824

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

November 6, 2026

Re: Docket No. AB-290 (Sub-No. 425X) Norfolk Southern Railway Company – Abandonment Exemption – in Rockingham, Shenandoah, and Warren Counties, Virginia

Dear Chief of Case Administration:
Our company fully supports the restoration of freight rail to the out of service Norfolk Southern line in the Shenandoah Valley. The Shenandoah Valley Battlefields Foundation and Manassas Gap Railroads project is fully supported by us. With respect to Docket No. AB-290 425X, we urge the board to stay focused on its mission of freight rail service and allow a full airing of the freight rail option by putting the abandonment notice and the request for trail use in abeyance.

Wholesome Energy is an affiliate of Wholesome Foods, a family-owned business in Shenandoah County that has been in operation since 1964. Since 2008, Wholesome Energy has been in the business of processing waste fats and vegetable oils into products used in biofuel production as well as feed products for the poultry, swine, and pet food industries.

Our company's growth is limited by the availability of the raw products we need. Currently we ship raw material by truck from as far as 500 miles. Our research has shown that our transportation costs would be significantly reduced if we could ship via rail locally and we have already identified a transload location. We currently process 2 million pounds of product per week, with rail access, we will expand production which will help the local economy and remove trucks from crowded interstates. We have served this letter on all Parties of Record.

Sincerely,

Nathan E. Pence
Vice President, Wholesome Companies

ATTACHMENT G – Excerpts from Deposition of Danny Robbins

GENTRY LOCKE
Attorneys

William L. Spotswood
Spotswood@gentrylocke.com
P: (540) 983-9300
F: (540) 983-9400

311734

July 7, 2026

ENTERED
Office of Chief Counsel
July 7, 2026
Part of
Public Record

VIA E-FILING

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Re: FD 36447, *Lake Providence Port Commission – Feeder Line Application – Line of Delta Southern Railroad, Inc. Located in East Carroll and Madison Parishes, Louisiana; Status Report*

Dear Chief of Case Administration:

Pursuant to 49 C.F.R. § 1114.28, respondent, Delta Southern Railroad Inc. ("DSRR"), submits transcripts of the following depositions, complete with exhibits and Errata sheets:

- February 23, 2026 deposition of Robert Amacker, Jr.;
- February 23, 2026 deposition of Neil Daniel Martin;*
- February 24, 2026 deposition of William Wyly Gilfoil;
- February 25, 2026 deposition of Sam Angel, II;
- February 26, 2026 deposition of Blake Livingston; and
- February 27, 2026 deposition of Daniel B. Robbins.

Please contact our office should you have any questions, or if we can be of further assistance.

Sincerely,

/s/ William L. Spotswood

William L. Spotswood
Counsel for Delta Southern Railroad, Inc.

* Portions of Mr. Martin's deposition transcript have been designated "highly confidential." DSRR is filing a public version of Mr. Martin's transcript, with redactions for material labeled "highly confidential." DSRR will submit an unredacted version to the Board separately.

cc: Parties of Record
Administrative Law Judge Soulikias

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36447

LAKE PROVIDENCE PORT COMMISSION - FEEDER LINE APPLICATION - LINE OF DELTA SOUTHERN RAILROAD LOCATED IN EAST CARROLL AND MADISON PARISHES, LOUISIANA.

ORAL DEPOSITION

OF

DANIEL B. ROBBINS

TAKEN FEBRUARY 27, 2026, AT 9:57 A.M.

Arkansas Diamond Court Reporting

21043 Natalie Lane
Little Rock, Arkansas 72206

www.arkansasdiamondcourtreporting.com

PHONE: 501.319.4807

A P P E A R A N C E S

ON BEHALF OF DELTA SOUTHERN RAILROAD, INC.:

MR. JOHN M. SCHEIB
MR. WILLIAM L. SPOTSWOOD
GENTRY LOCKE
101 WEST MAIN STREET, SUITE 705
NORFOLK, VIRGINIA 23510
scheib@gentrylocke.com
spotswood@gentrylocke.com

ON BEHALF OF LAKE PROVIDENCE PORT COMMISSION, NORTH LOUISIANA & ARKANSAS RAILROAD, AND THE DEPONENT:

MR. MICHAEL F. McBRIDE
VAN NESS FELDMAN, LLP
2000 PENNSYLVANIA AVENUE NW, SUITE 6000
WASHINGTON, DC 20006
mfm@vnf.com

Q What's the second derailment that you recall?
A It was a week ago Thursday. A locomotive engineer ran over a derail.
Q Where did that occur?
A Just north of the U.S. 82 crossing in Lake Village, Arkansas.
Q In Lake Village. So that's on track maintained by North Louisiana & Arkansas?
A That is correct.
Q Do you -- I probably should have asked this when we were going over NLA, but just help me. Again, I'm still learning NLA's business. What lines of business is North Louisiana & Arkansas in?
A Lines of business? Short line railroad.
Q Okay, so does it offer freight transportation services?
A Yes.
Q Does it offer switching and weighing services?
A Yes.
Q Other -- what are the other services it might offer?
A Car storage, let's see, switching, weighing. That's pretty much it. I mean, we do transload but not there.
Q Is car storage part of the railroad business in the ordinary course?
A It's cyclical, but it can be, yes.
Q Do you know whether -- strike that.

I'm interested in the INFRA grant, I-N-F-R-A, grant. When did you first become involved in the process to apply for an INFRA grant?

A It would have been very shortly after John Marino, Jr. and JD Ventrcek came. So 2015, 2016, that time line, somewhere back then.

Q Back then. And how long did it take to put together the first INFRA grant application?

A If I recall, like, six months.

Q Was the first INFRA grant application -- did the first INFRA grant application win an award?

A No, it did not.

Q When did the consortium seek to complete a second INFRA grant?

A The following cycle.

Q Is that about a year later?

A Yes, sir.

Q And is that the INFRA grant that was awarded?

A That is correct.

Q Do you recall in what year it was awarded?

A If I remember correctly, that's an FY19 INFRA grant. So -- but I think we actually may have been awarded in, like, November of '18.

Q And just to learn about the INFRA grant process, when you win the award, does the money start to flow immediately?

A No, it does not.
Q How long does it take before the group that won the INFRA award gets the first amount of money from the federal government?
A Took about two years, I believe.
Q So do you remember about what year that would have been when money started to flow?
A 2020.
Q When was the first work bid out that was work to be performed with money from the INFRA grant?
A It would have either been 2020 or 2021. I don't remember which.
Q When the INFRA grant was submitted, was the rail line broken into four segments for purposes of considering the work to be done?
A That it was.
Q Were those segments referred to Segment A, Segment B, Segment C, and Segment D?
A They were.
Q What were the -- what's the rough geography of Segment A?
A Rough geography. You mean where it runs?
Q Yes.
A What is it? It's the NLA-owned portion from McGehee, Arkansas to Lake Village, Arkansas.
Q And what was Segment B?

A The Southeast Arkansas Economic Development District's owned track.
Q And what was Segment C?
A Lake Providence Port Commission's owned tracks.
Q And what was Segment D?
A Segment D was a combination of the Madison Parish port tracks and the -- Delta Southern's tracks.
Q The -- Delta Southern's tracks being from Lake Providence to Tallulah?
A That is correct.
Q What is the status of the work on Segment A today?
A Well, like I said, we have a bid package that actually goes out this weekend for advertisement. Upon completion of that work, then Segment A should move to Class II, because we just have some geometry issues to take care of going in and out of crossings and on and off of bridges.
Q And I just missed my note. Segment A ran from -- it's all of NLA's track from McGehee to state line?
A No. McGehee to --
Q McGehee to Lake Village.
A -- Lake Village.
Q Sorry. I just handed you a document that we've marked Robbins 6. It appears to be a meeting summary from a meeting held on March 28th, 2023. Did you attend that meeting?
A I believe it was telephonic actually.

C E R T I F I C A T E

STATE OF ARKANSAS)
)ss
COUNTY OF POPE)

I, AMANDA R. BROWN, Certified Court Reporter #741 and Notary Public, do hereby certify that the facts stated by me in the caption on the foregoing proceedings are true; and that the foregoing proceedings were reported verbatim through the use of the voice-writing method and thereafter transcribed by me or under my direct supervision to the best of my ability, taken at the time and place set out on the caption hereto.

I FURTHER CERTIFY that I am not a relative or employee of any attorney or employed by the parties hereto, nor financially interested or otherwise, in the outcome of this action, and that I have no contract with the parties, attorneys, or persons with an interest in the action that affects or has a substantial tendency to affect impartiality, that requires me to relinquish control of an original deposition transcript or copies of the transcript before it is certified and delivered to the custodial attorney, or that requires me to provide any service not made available to all parties to the action.

C E R T I F I C A T E

(Continued)

I FURTHER CERTIFY that I am not knowingly identified on a preferred provider list, whether written or oral, for any litigant, insurance company, or third-party administrator involved in this matter. This transcript is prepared at request of Counsel for Delta Southern Railroad, Inc.; and all fees are billed directly to Counsel for Delta Southern Railroad, Inc. in compliance with Arkansas Board of Court Reporter Examiners Regulations Section 19.

WITNESS MY HAND AND SEAL this 12th day of March, 2026.

Amanda Brown
_____

AMANDA R. BROWN, CCR

Certified Court Reporter #741

My Commission Expires: 6-21-29





ATTACHMENT H – Verified Statement of Keven Walker

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 36873

UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY — CONTROL— NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED STATEMENT OF KEVEN WALKER

1. My name is Keven Walker. I am the Chief Executive Officer of the Shenandoah Valley Battlefields Foundation ("SVBF").

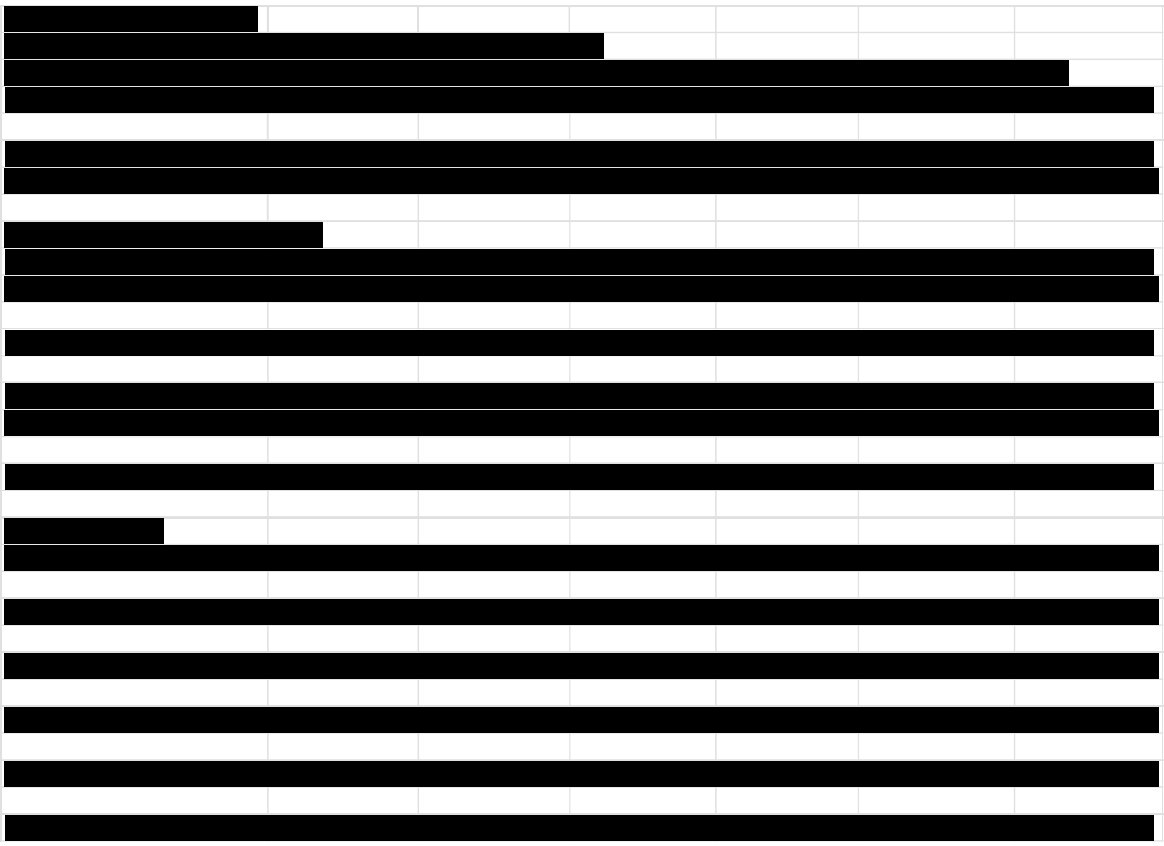
2. The SVBF is a Virginia non-stock company and non-profit organization that manages the Shenandoah Valley Battlefields National Historic District in Virginia. The foundation protects over 8,000 acres of Civil War battlefield land and numerous historic structures across an eight-county region. It was created following a 1996 congressional designation, it serves as the principal management organization for the national historic district rather than operating as a traditional national park.

3. SVBF has a wholly-owned subsidiary – the Manassas Gap Railroad ("MGR"). MGRR was established in 2025 specifically to take title to the rail line in anticipation of renewed discussions with Norfolk Southern regarding the potential acquisition of the line by SVBF.

4. SVBF had a letter of intent ("LOI") with Norfolk Southern related to the line. SVBF and Norfolk Southern did not reach final agreement before the LOI expired. Subsequently, the administration of Governor Youngkin and SVBF reached agreement for SVBF to purchase the Line for freight purposes in partnership with the Commonwealth of Virginia. And as recently December 2025, the Commonwealth, Norfolk Southern, and SVBF were negotiating terms to purchase the Line that included no interchange commitment.

5. The "Line" I mention in this statement is an NS-owned rail line that is approximately 48.5 miles long extending from Milepost B 51.0 +/- near Riverton Junction in Front Royal, VA, to Milepost B 99. 5 +/- at Broadway, VA, in Rockingham, Shenandoah, and Warren Counties, VA, including all real estate, rail assets, switches, rights under lease and fiber optic agreements, and connections to both NS and CSX (the "Line").

6. There are eleven freight "rail ready" sites along the Line.
7. [redacted]
8. [redacted]
9. [redacted]
10. [redacted]
11. As a result of these inputs, our working pro forma is as follows:



12. MGR is aware that it can take time to rehabilitate a rail line to excepted status to permit 10 mile-per-hour freight movements, and that the need for that work has not been an impediment to the STB awarding a rail line to an entity that has the purpose of restoring freight rail.

13. Given the condition of the Line, we anticipate working on an opening service in segments.

14. We have already commissioned a "Track Inspection Report" conducted by Stone Consulting, Inc. and available at https://www.shenandoahrailcorridor.org/_files/ugd/474c0d_a521405aed4b4e4a81a6ea2c3e509580.pdf. That report noted:

> Stone Consulting was engaged to inspect and estimate the restoration costs of the Norfolk Southern track on the "B" line between Riverton Junction (Front Royal) VA and Broadway VA back to common-carrier rail freight service. This inspection was conducted on March 22-23, 2023 on the corridor from publicly-accessible right-of-way and grade crossings, over the entire corridor over a two-day period. The primary consideration for this inspection was to examine and verify the following conditions:
>
> - Tie condition, remaining life and number of good vs. defective ties over as many various locations as could be safely accessed.

- Rail pattern weight, compared against track chart data, and roll date/condition/wear factors of actual rail.
- Tree and vegetation growth on the corridor in various locations that will inhibit corridor development for any purpose.
- General right-of-way conditions considering the intent of rail-with-trail activity.

Given that data, the existing tie and rail condition was evaluated to calculate the likely restoration of the line to minimal FRA Class 1 (10mph freight/15mph passenger) but instead to an actual tie count condition of FRA Class 2 (25 mph freight, 30mph passenger) to ensure a better degree of resilience over at least a five-year period following rehab without significant additional maintenance dollars just for ties.

That report also included several costs estimates based on rehabilitation options and ranged from $4.2 million to $18 million. *Id.* at page 22-23.

15. MGR anticipates filing in the next grant round for a CRISI grant in the amount of $15,000,000.

16. MGR anticipates filing for grants through Virginia's Rail Industry Access grant program. Rail Industrial Access (RIA) - DRPT. The Rail Industrial Access Program promotes truck diversion by providing grant assistance to connect new or expanding businesses to the freight railroad network. A grant of up to $750,000 may be requested, and railroads are eligible entities as are industrial enterprises, among others. Funding requires a 30 percent match by the applicant and can be used for engineering, site preparation (including grading and drainage), track construction, track rehabilitation, track improvement, environmental mitigation, and mainline railroad switch.

17. MGR anticipates applying for a Railroad Rehabilitation and Infrastructure Financing load using the property, once obtained, and other of SVBF's $86 million in assets as collateral for funds to complete the rehabilitation. As the Board knows, SVBF cannot apply for a RRIF loan using the rail property as collateral until it own the property. However, it or Manassas Gap Railroad and the rail operating partner will be eligible to apply as a private railroad. https://www.transportation.gov/buildamerica/rail. A RRIF loan can finance up to 100% of eligible rail project costs; has a flexible amortization, up to 35 years; repayment can be deferred for 5 years; and no pre-payment penalty. SVBF is in the process of preparing a letter of intent to be submitted to the Department of Transportation, which is the first step in the RRIF process.

18. SVBF/MGR's plan is to rehabilitate track in a segmented fashion based on most immediate freight rail needs.

19. Although SVBF/MGR's primary purpose is advancement of freight rail service in the Shenandoah Valley, SVBF/MGR also anticipates working with partners seeking to have rails with trails. The Board has endorsed such opportunities in the past. "This does not mean that a

rail carrier cannot allow for a trail to coexist adjacent to a rail line providing service under the Board's jurisdiction." *Great Redwood Trail Agency – Abandonment Exemption – In Mendocino, Trinity, and Humboldt Counties, Cal*., STB Docket No. AB1305X (STB Decided Oct. 20, 2022).

20. SVBF/MGR also anticipates working to provide excursion opportunities on the line that do not conflict with common carrier freight service.

Verification

I, Keven Walker, verify under penalty of perjury, that I have read the foregoing Verified Statement and know its contents, and that the same is true and correct to the best of my knowledge and belief.

Executed on November 17, 2026



Keven Walker

Chief Executive Officer

Shenandoah Valley Battlefields Foundation

EXHIBIT 1 to Verified Statement of Keven Walker

PAGES REDACTED

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EXHIBIT 2 to Verified Statement of Keven Walker

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EXHIBIT 3 to Verified Statement of Keven Walker

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