

ORIGINAL

HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA
TRANSPORTATION COMMITTEE

IN RE: UNFULFILLED COMMITMENTS BY
NORFOLK SOUTHERN RAILROAD

PENN STATE ALTOONA
DOWNTOWN CONFERENCE CENTER
1431 12TH AVENUE
ALTOONA, PENNSYLVANIA

THURSDAY, APRIL 12, 2001, 10:05 A.M.

BEFORE:

HON. RICHARD A. GEIST, CHAIRMAN
HON. DICK HESS
HON. JOSEPH PETRARCA
HON. JESS STAIRS
HON. DAVID LEVDANSKY
HON. JERRY STERN
HON. LARRY SATHER

ALSO PRESENT:

PAUL PARSELLS
SUE SIDNEY
LYN BENKA-DAVIES
JASON WAGNER

TERRY J. O'CONNOR
NOTARY PUBLIC



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1 CHAIRMAN GEIST: On behalf of the House
2 Transportation Committee, I would like to welcome
3 everyone to this hearing.

4 And, at this time, I would like to make
5 an announcement for those testifying, those at the
6 front, all the mics are hot, so that at all times
7 they're on.

8 We would like to thank our friends from
9 PCN here today to broadcast this live statewide.
10 It's going into every cable network in the state;
11 and we certainly appreciate that service that they
12 provide, so that we can get the information that we
13 want to get out concerning Norfolk Southern to the
14 public.

15 At this time, I would like to introduce
16 the folks that are here already. We know we have
17 others that are coming.

18 I'll start at my far left. As I
19 introduce them, they're free to make a few brief
20 remarks. Our representative from Huntington County
21 and former member of the State Transportation
22 Commission, Larry Sather.

23 REPRESENTATIVE SATHER: Thank you, Mr.
24 Chairman. First off, I'm delighted to be here.
25 Sorry we have to be here for this particular reason,

1 but I would not have missed this opportunity.

2 I share with Chairman Geist that I have a
3 commitment that I have to end, too, at noontime in
4 speaking to another group. But we are very
5 concerned with the economy of this area and the job
6 losses that are occurring.

7 I made a statement about the closure of
8 C-Cor and the impact that it will have on the area.

9 Many of my people who work at the shops
10 here and have throughout history, this is
11 railroading that runs deep.

12 We all want to have some answers as to
13 why this is taking place after all the excitement of
14 the day and the fact that we had to work towards --
15 we had a steel work force. We have a superior
16 operation department that is here.

17 We need some answers and would like to
18 have them soon. Thank you.

19 CHAIRMAN GEIST: To his right,
20 Representative Jerry Stern. The Hollidaysburg car
21 shops are in his district; and Jerry is another
22 long-time member of the House, Jerry Stern.

23 REPRESENTATIVE STERN: Thank you,
24 Chairman Geist. I appreciate being here today. I
25 represent the 80th Legislative District which

1 entails a portion of Bedford County as well as Blair
2 County.

3 As Chairman Geist indicated the
4 Hollidaysburg car shops are in my legislative
5 district, and I'm presenting testimony later on this
6 morning.

7 So thank you, Mr. Chairman, for the
8 opportunity to be here with you today to share some
9 thoughts and comments about the recent announcement
10 of Norfolk Southern.

11 CHAIRMAN GEIST: Beside me to my left is
12 Jason Wagner, and a great guy from Altoona, I might
13 say, and on the staff with the Transportation
14 Committee.

15 To my right, a senior member from Bedford
16 County, long, long time House member and member of
17 the Transportation Committee, Dick.

18 REPRESENTATIVE HESS: Thank you, Rick.
19 It's a pleasure to be here this morning. Just a few
20 brief comments. I'm hoping through this testimony
21 this morning that we can get some answers.

22 There are a number of people from my
23 district that work up in Hollidaysburg and
24 Representative Stern's district. Hopefully, that
25 some of the answers that we'll get here today will

1 be able to clear up some of the problems.

2 I hope that Norfolk Southern is serious
3 in what they're going to tell us here today. Thank
4 you very much. I'm proud to be here.

5 CHAIRMAN GEIST: And to Dick's right is
6 Sue Sidney from my staff. To her right,
7 representing the House Democrats, is Paul Parsells.
8 And, Paul, would you like to say something?

9 MR. PARSELLS: I'm happy to be here, Mr.
10 Chairman, and we look forward to the testimony.

11 CHAIRMAN GEIST: To his right is Lyn
12 Benka-Davies. She's a legislative research analyst
13 with the House Democrats, and our committee is a
14 very, very bipartisan committee.

15 And we believe that there's no Republican
16 or no Democrat when it comes to transportation, and
17 so we run that committee this way and we've been
18 doing it for years.

19 This morning, we're gathered here in the
20 first of two hearings and we may have another one to
21 draw information out; more of a follow-up to the
22 original hearings that this Committee had when
23 Norfolk Southern took over Conrail.

24 At the very beginning, for those who want
25 to go back a while, the takeover was a hostile

1 takeover at one time.

2 And that was when CSX and Conrail were in
3 love, and Norfolk Southern came in as a hostile
4 takeover. And all of the sudden, Conrail fell in
5 love with Norfolk Southern and we have what we have
6 today.

7 During that time, with the help of our
8 legal counsel, Dick Wilson, who is with us here
9 today, we went out and took testimony from short
10 line railroad shippers, rail labor and everybody
11 else who we thought would be affected by the merger
12 both positive and negatively.

13 We collected a tremendous amount of
14 information from the top brass of Norfolk Southern.

15 I learned more about railroad efficiency
16 than I ever wanted to learn in all that. I really
17 learned that Norfolk Southern could run a railroad
18 much better than Conrail; and that Norfolk Southern
19 would be able to take over Conrail and take a
20 million trucks off the road and do a lot of other
21 things that they made comments to Pennsylvania.

22 We all know that Class One railroads in
23 America, since staggers, have had a really moving
24 history. Part of that history is also a history of
25 lost business.

1 For instance, since staggers and the 38
2 percent gain in traffic that the railroads at Class
3 One's have attracted, while at the same time the
4 trucking industry has had a 150 percent increase.

5 So the railroads know that they have
6 problems. We know that we have problems. And when
7 Norfolk Southern made those promises to this
8 Committee, we put those committee promises in
9 writing.

10 We submitted those promises to the
11 Surface Transportation Board, not only for
12 Hollidaysburg and Juniata, but for the State of
13 Pennsylvania.

14 Those promises were incorporated in that
15 legal agreement that we're going to be talking about
16 today. And I hope that we have revealing testimony,
17 because the impact of what Norfolk Southern is doing
18 to this Committee is terrible.

19 I think that my words would ring hollow
20 right now if I were to go on any more. All I'm
21 going to do is stand on a soapbox and pound my chest
22 and beat on things.

23 What I would like to do is open our
24 hearings with some film clips that our staff put
25 together. They tell the story better than anything.

1 As soon as that film is done, we'll go into
2 testimony. Those of us up front will move until we
3 run the tape.

4 (Videotapes were played.)

5 CHAIRMAN GEIST: At this time, I would
6 like to introduce Joe Petraca who has joined us from
7 Western Pennsylvania.

8 From the video presentations, we think
9 they tell a story a lot more than we could have if
10 we had testimony and it was before this Committee.
11 In the soap opera, As the Railroad Turns, we have
12 gone from being seduced and abandoned with promises
13 that were unbelievable to where we are today.

14 And how did we get there? What's going
15 on? And what's the official position of Norfolk
16 Southern?

17 This morning we have with us General
18 Richard Timmonds. And before I say anything about
19 Norfolk Southern, let me say something about the
20 General personally.

21 He's a straight-arrow. He tells it like
22 it is. He's the first Norfolk official that I know
23 of that said we're in trouble. When they were
24 running the railroad on time, he came before our
25 Committee and told us like it is. They still kept

1 him and didn't fire him so something is okay.

2 This is a guy who commands thousands and
3 thousands of men, and people have trusted their sons
4 and daughters to serve under him. And I find him to
5 be a very honorable and straight-up guy. And I want
6 to make sure we separate the Norfolk Southern
7 Company from the General personally.

8 He was not a part of that promise group
9 and he never came before this Committee and made
10 commitments that we know of that weren't true.

11 At this time, I would like to present
12 General Richard Timmonds.

13 MR. TIMMONS: Sounds like we're on.
14 Working? Good morning, Mr. Chairman, other
15 distinguished members of the Committee, local
16 officials, and others with interest in Norfolk
17 Southern and its operations in the Commonwealth.

18 I thank you for the opportunity today to
19 present information that I believe will be most
20 useful to you as you review the past performance of
21 Norfolk Southern since the Conrail acquisition in
22 June 1999.

23 I would much rather have met this body of
24 distinguished legislators and staff personnel under
25 more favorable circumstances.

1 I truly regret, as does the company, that
2 the reason for these hearings is the decision
3 Norfolk Southern made to close the car shops here at
4 Hollidaysburg.

5 From my perspective, this is still a
6 constructive forum for a useful two-way dialogue
7 concerning the current Norfolk Southern situation as
8 it has evolved over the past 22 months.

9 Let me begin by saying that I have three
10 observations to make this morning. And with your
11 permission, Mr. Chairman, I would like to elaborate
12 on each.

13 These observations in summary are, first:
14 The information processed underlying Norfolk
15 Southern/Conrail acquisition in 1999. Secondly, the
16 ongoing Norfolk Southern strategies to address our
17 current economic and service challenges. And,
18 lastly, Norfolk Southern's investment in the
19 Commonwealth of Pennsylvania over the past two years
20 and the general contributions to state organizations
21 and institutions that we generally describe as our
22 good neighbor initiatives.

23 Permit me at this time to comment on each
24 of these, in turn, and then I'll be pleased to
25 address any questions you may have concerning what I

1 have provided in this testimony or other matters
2 that you believe are important for us to discuss.

3 In relation to the first point, our
4 railroad and the Conrail acquisition process, let me
5 point out several details that are not well
6 understood, that have a direct bearing how we at
7 Norfolk Southern approach the acquisition and
8 develop the high expectations we promoted in our
9 comments and testimony to state and federal
10 officials.

11 The basis for the traffic study in 1995,
12 that was the most recent data available on Conrail's
13 operations, and that data was used to make
14 projections and calculations on what Norfolk
15 Southern could expect to realize from a revenue and
16 operating standpoint once the acquisition had
17 occurred.

18 The application to the Surface
19 Transportation Board in Washington for the
20 acquisition of Conrail actually was submitted in
21 1997. The control date was in August of 1998.

22 That was the technical date that Norfolk
23 Southern and CSX were to legally take control of
24 their portions of the Conrail system. As all of us
25 know, the acquisition was realized and executed in

1 June 1999, which was the ceremony that you saw a few
2 moments ago on the VCR tape.

3 Many of the shippers that use the Conrail
4 system did not commit and award contracts for
5 traffic until just before the June 1999 split date.
6 The split date refers to the division of the Conrail
7 system between NS and CSX in a 58 to 42 percent
8 ratio.

9 Now, even though nearly everyone involved
10 in the railroad industry was aware of the upcoming
11 Norfolk Southern CSX transaction, shippers opted to
12 bargain for the best deal and wait for the last
13 minute to commit one way or the other.

14 This is normal and fairly understandable.
15 The consequence of this, however, was Norfolk
16 Southern and CSX were both faced with vastly
17 different service requirements and operating plans,
18 most notably in the shared assets area, and had to
19 modify the plans right up to the last minute.

20 These last-minute adjustments were not
21 the result of poor data or inaccurate or exaggerated
22 benefits projections, but clearly as a result of
23 unanticipated customer decisions at the last minute.

24 The same time during this period of
25 uncertainty, both railroads were vigorously

1 competing for business, locking in contracts without
2 any fuel adjustments and moving quickly based upon
3 the prevailing record-setting national economic
4 trends of growth and prosperity that the nation had
5 been experiencing since 1993.

6 From the period 1997 through 1999,
7 railroad analysts, our service design personnel,
8 marketing teams, transportation departments of the
9 railroad and Wall Street were all optimistic about
10 the future growth and great economic potential of
11 this new northeastern franchise.

12 We spent two years working to get the
13 foundation in place. And based on everything that
14 we thought we knew, we were confident of the
15 outcomes and our successes.

16 When asked, we were enthusiastic and
17 confident about the future of our new system and
18 believed we had the numbers to support that
19 optimism.

20 We promoted it strongly, believed what we
21 said and backed that aggressiveness up with dollars
22 when we paid dearly for our Conrail system;
23 approximately 58 percent of \$10 billion. No one to
24 my knowledge had other than the highest expectations
25 for our new system and our future prosperity as

1 reflected by the U.S. economy in 1998 and 1999.

2 Now, between the time that the 1995
3 Conrail data base was used as the baseline and the
4 year 2000, the number of interesting and
5 unpredictable economic developments occurred in our
6 commodities departments, all of which strongly
7 compelled modifications in our operating plans and
8 traffic patterns as a result of new customers, plant
9 sitings, shifts in production decided upon by
10 customers, and significant changes in world and
11 domestic markets.

12 Four quick samples, steel: Between 1995
13 and last year, six steel mills on the NS system
14 closed and 12 new ones opened. Chemicals: Between
15 1997 and last year, 12 chemical production
16 facilities closed and 16 facilities opened or
17 expanded operations. Export coal: Dramatic changes
18 in the world market for coal and curtailed
19 significant amounts of coal shipped via NS, with
20 last year's total dumpings at exactly 10 million
21 tons less than the Conrail base year of 1995.

22 Intermodal: Following in the Conrail
23 split date, NS handled approximately 5,500 loads per
24 week for APL, the largest steamship stack train
25 operated. Less than six months later, APL was

1 purchased by Neptune Orient Lines. And it entered
2 into a long-term contract that resulted in the shift
3 of its traffic from NS to CSX, essentially stripping
4 NS of 20 percent of its total intermodal business;
5 yet NS, which could scarcely have projected Conrail
6 consolidation application, this purchase
7 aggressively sought and won replacement business,
8 actually handled more intermodal loads than it had
9 before that the movement pattern and supporting
10 train services in this business changed
11 dramatically.

12 These examples bring home the reality of
13 our constantly changing business requirements that
14 obviously demand new investment capital and a
15 reconfigured service offerings in order to
16 capitalize on the opportunities and meet the needs
17 and demands of the changing marketplace.

18 Coupled with these dynamic conditions,
19 the current U.S. economic downturn over the past
20 eight months, has hit the railroad industry hard for
21 Norfolk Southern.

22 For Norfolk Southern, this has been very
23 measurable and the implications are clear. For
24 example, diesel fuel prices have increased
25 significantly in the past year from \$.75 a gallon to

1 \$1.12.

2 This is a 47 percent increase in one
3 year. No one in 1997 or '98 could have foreseen
4 this dramatic increase or calculated the cost of the
5 railroad.

6 Our car loadings are a direct reflection
7 of the economy. Coal, down 2.2 percent;
8 agriculture, down 2 percent; metals and
9 construction, down 11 percent; chemicals, down 4
10 percent; paper products, down 7 percent; automotive,
11 down 10. Only intermodal increased 6 percent;
12 overall decline 61,000 carloads in a single year.

13 The impacts on our revenues are clear and
14 the requirements to address these problems are
15 obvious. But I must reemphasize the point that our
16 plans and commitments and statements prior to coming
17 to Pennsylvania were made in good faith and with the
18 best information available at the time.

19 No company consciously makes investments
20 that are going to result in economic losses and
21 failures. Norfolk Southern has experienced a
22 significant economic downturn that was a true
23 surprise. We made forecasts that turned out to be
24 exaggerated and that cannot now be sustained in this
25 current economic environment.

1 This is the truth of the matter, while
2 unfortunately, this reality underlines the reasons
3 of the ongoing corporate restructuring that's been
4 under way for the last year at Norfolk Southern.
5 All in this room are well aware of the Conrail
6 acquisition in Pennsylvania went very, very poorly
7 for the first six to eight months.

8 Our now well-known computer problems
9 produced an escalating series of very serious
10 congestion, lost cars, misrouting, locomotive and
11 crew availability problems that took months to
12 correct. All of that is behind us now and the
13 overall records speak for itself.

14 By the Spring of 2000, less than a year
15 after the acquisition the railroad was back in full
16 operation and rapidly improving each week. The
17 Surface Transportation Board mandatory weekly report
18 this week reflects Norfolk Southern train speeds at
19 22.3, dwell times 23.7 hours, and cars on line at
20 240,000.

21 These are dramatic improvements from a
22 year ago and vastly different numbers from
23 Summer/Fall 1999. The Norfolk Southern railroad
24 system in Pennsylvania today is fluid, flexible and
25 maintains capacity and is safe and being upgraded as

1 we speak as the summer construction season is now
2 under way throughout the state.

3 But this is just a start. Our aim is to
4 grow the business; improve the system and preserve
5 what we have built over the past two years. As many
6 of you are aware, we have few options in this
7 regard.

8 Our stock has declined 60 percent in two
9 years. Our debt with Conrail with the Conrail
10 acquisition remains at 7 billion. Car loadings are
11 down as our overall revenues.

12 We have difficult and serious work before
13 us. We are committed to seeing that through to a
14 successful conclusion.

15 This leads me to observation No. 2, the
16 Norfolk Southern strategy to address these
17 challenges and service issues that we are
18 experiencing today, and incidentally so are the
19 major railroads in the United States.

20 So NS has embarked on a corporate
21 restructuring campaign that has reduced the
22 management force by 20 percent. We will reduce the
23 work force by 1,000 to 2,000 employees this year.

24 We'll dispose of 12,000 cars; eliminate
25 4,000 miles of 22,000 mile system, divest ourselves

1 in underutilized facilities; sell real estate,
2 mineral and timber rights; redesign Norfolk Southern
3 service networks with the assistance of multi-modal
4 applied systems analysts, and use outside analysts
5 to evaluate the organizational structure and
6 operations in the corporation to make changes as
7 appropriate.

8 We have already cut the dividend this
9 year by 70 percent, which is unprecedented, the
10 first time ever that Norfolk Southern has reduced
11 the dividend. Unquestionably, the focus must be on
12 service.

13 We're determined to improve our service.
14 We'll do that with technical innovations, internal
15 reorganization, partnering with other railroad
16 systems across the United States, develop operating
17 plans and investments in this system, driven by
18 computer analysis, and continue to focus on
19 operating a safe and reliable railroad.

20 If we are not able to successfully reshape
21 the railroad and make it more reliable,
22 customer-friendly, service-oriented and adaptable to
23 the dynamics of the marketplace, the company at
24 large will be at serious risk and the 5500 employees
25 of the company in Pennsylvania will be in jeopardy.

1 We seriously regret closing the
2 Hollidaysburg car shops. We did not come to
3 Pennsylvania to struggle with service, labor and
4 business problems.

5 We fought hard to be part of a historic
6 rail network with a renowned labor force, and it was
7 anticipated to be wonderful blending north, south
8 and east and west freight rail system.

9 We still believe in the viability of that
10 concept and that system and are working hard to make
11 it a reality. And finally, the last observation I
12 would like to make is that of the Norfolk Southern
13 commitments to the Commonwealth over the past two
14 years. Let me break this out by broad category.
15 Bear with me, this is just a laundry list.

16 Investments to support increased traffic,
17 \$79.8 million; investments to improve service and
18 operating efficiency, \$34 million; investments in
19 public and environmental improvements, overall \$30.7
20 to the Commonwealth and \$389,000 to Altoona; fiber
21 optic investments, 52.2 million overall, \$17 million
22 to the Altoona area; basic railway infrastructure,
23 109.4 million; investment shops and mechanical
24 facilities, 17.3 million; \$16 million to the Altoona
25 and Hollidaysburg shops; miscellaneous railroad

1 investments, \$17.4; \$179,000 to Altoona, shared
2 asset capital investments, \$1.7 million.

3 Some of the highlights include: Work
4 with the Bethlehem Steel Corporation to establish
5 the \$12 million intermodal freight terminal. We're
6 close to a \$15 million intermodal terminal contract
7 with Philadelphia at the Philadelphia Naval Business
8 Center; \$6 million for the City of Philadelphia to
9 advance the redevelopment of the Naval Ship Yard
10 currently in the works; \$500,000 on track expansions
11 for new industries; \$330,000 on track expansions for
12 a steel importing firm at the U.S. Steel Fearless
13 works; \$3 million for a coal unloading facility at
14 the Homer City power plant; \$5.8 million Batchway
15 loading system at the Bailey Mine at Waynesboro and
16 \$28 million to the rail lines to the Keystone Power
17 Plant; \$31 million for the Rutherford Yard
18 intermodal hub in Harrisburg; \$6.9 million for the
19 Conway Yard near Pittsburgh; \$6.8 million for signal
20 upgrades on the Harrisburg to Philadelphia line;
21 \$4.9 million for the northern region headquarters in
22 Harrisburg; \$4.2 in Harrisburg for new track
23 connections and signals; \$2.2 million for new
24 connections in the Bethlehem yards; \$1.2 million for
25 refueling facility improvements in Harrisburg; \$8

1 million for general shop improvements across the
2 Commonwealth; \$52 million invested for fiber optic
3 cable along with Pennsylvania right-of-ways.

4 It goes without further elaboration that
5 many of these and others projects similar to them
6 have very important implications for safety,
7 environment, power generation and communications for
8 the citizens of the Commonwealth.

9 Overall, \$342.8 million invested to date
10 in Pennsylvania with another \$30 million proposed.
11 I am not aware of any other state in the Norfolk
12 Southern system of 22 states that's received this
13 level of investment, draw such a broad spectrum of
14 our activities. And this is an unprecedented level
15 of investment.

16 As new neighbors to any of you, we have
17 strived to be good neighbors. Many organizations
18 throughout the state have asked for contributions.
19 We have tried to step up to those requests.

20 The Norfolk Southern Foundation has
21 donated \$144,700 to communities throughout
22 Pennsylvania, and \$42,500 to Blair County alone. We
23 have contributed \$15,000 to independent colleges and
24 universities across the state; and \$10,700 as
25 matching gifts to Pennsylvania organizations.

1 Community frustrations in and around
2 Chambersburg and Erie, Pennsylvania due to main line
3 tracks running through the center of the town have
4 been relocated at a cost to Norfolk Southern of \$8
5 million.

6 We have cooperatively engaged in serious
7 discussions across the Commonwealth on commuter rail
8 issues such as the Harrisburg Corridor One,
9 Schuylkill Valley Metro, Pittsburgh Expressway and
10 other exploratory initiatives that could prove
11 beneficial to the citizens of the Commonwealth in
12 years to come if the details of federal and state
13 regulations, as well as financing, can be
14 reconciled.

15 As many on this Commerce Committee are
16 aware, Pennsylvania has more regional and shoreline
17 railroads than any state in the nation,
18 approximately 60. We have strong partnerships with
19 many of these railroads who are providing services,
20 economic development and employment opportunities to
21 numerous communities throughout the state.

22 Our chairman, Mr. David Dugal, led the
23 American railroad industry in establishing a
24 cooperative railroad agreement with short lines to
25 facilitate their operations, growth and revenues.

1 Mr. Chairman, and members of the
2 Committee, our history of investment and commitment
3 to the Commonwealth of Pennsylvania is clear and a
4 matter of record.

5 You may not agree with where we have
6 invested our money and what our priorities have
7 been. These have been business decisions tied to
8 our obligations to stockholders and the future
9 health and well being of Norfolk Southern.

10 We made it clear when we arrived in
11 Pennsylvania that we are here for long term. Our
12 investments and business decisions were tied to that
13 long-term view.

14 We are still committed to improve service
15 across the state, growth of revenue and cooperation
16 with officials, communities and our business
17 partners.

18 My sincere thanks to you, sir, for your
19 coherence in hearing me out this morning. I now
20 stand ready to answer any questions or comments that
21 you may have for me. Thank you very much.

22 CHAIRMAN GEIST: Thank you very much,
23 General. We could probably be here all day, but
24 there are a couple questions. The first one is:
25 The heart of the Norfolk system, David Goode's quote

1 about Hollidaysburg and Juniata. How can any
2 railroad run when you cut the heart out?

3 MR. TIMMONS: Let me answer that by
4 saying that the 22 state system is a large system.
5 There are many critical facilities and components
6 throughout the system.

7 Altoona, at the time Mr. Goode made those
8 comments, the fact that he was here with Mr. Shuster
9 and others, I think it is evidence that he believed
10 what he said and was sincere in his belief, the
11 railroads in Pennsylvania would prove to be very,
12 very beneficial.

13 As it turned out, we had serious economic
14 difficulties. While those comments were made in
15 good faith at the time, economic changes,
16 operational considerations and revenue-driven
17 decisions have been unfortunate for the
18 Hollidaysburg car shops.

19 I don't believe he meant to mislead
20 anybody when he said the heart of the system was
21 here. He said that in good faith. Other factors
22 have intervened.

23 CHAIRMAN GEIST: Let's talk about
24 economic development for a minute. Norfolk Southern
25 took over from Conrail at the time when we were

1 working with Conrail to put together the industrial
2 park north of the 8th Street bridge in Juniata.

3 why has Norfolk Southern decided not to
4 go ahead with that project? Where's all the
5 economic development Norfolk Southern promised this
6 community after the railroad was in place? I
7 haven't seen anything.

8 MR. TIMMONS: Across the state, the
9 industrial development initiatives have been
10 significant. Major corporations, as well as lesser
11 corporations, have benefited from our industrial
12 development expenditures.

13 The specific reasons for the lack of
14 development of the facility here in Juniata is
15 principally made by industrial development personnel
16 that did not believe that the economic return on
17 that investment from a railroad standpoint warranted
18 that kind of investment.

19 That's very simply the long and short of
20 it.

21 CHAIRMAN GEIST: At this time, I'm going
22 to let the other members of the Committee. I would
23 like to introduce David Levdansky from the Pinnamont
24 Valley area to our Committee and start with Larry.

25 REPRESENTATIVE LEVDANSKY: I'll pass on

1 this.

2 CHAIRMAN GEIST: Okay. Jerry Stern.

3 REPRESENTATIVE STERN: Not at this time,
4 Mr. Chairman.

5 CHAIRMAN GEIST: David.

6 REPRESENTATIVE LEVDANSKY: No.

7 CHAIRMAN GEIST: Dick.

8 REPRESENTATIVE HESS: General, in your
9 testimony, you mentioned that the fall off of
10 services that you would be offering, carrying coal,
11 chemicals, paper, etc. What do you contribute that
12 to? Was that something that Norfolk Southern did
13 that they went elsewhere for these services?

14 MR. TIMMONS: Well, sir, I believe that
15 those numbers in the past year reflect a significant
16 downturn in the U.S. economy. In regards to coal,
17 export coal has been declining for a decade.
18 Norfolk Southern relied very heavily on export coal
19 in the past.

20 We've had to adjust the way we do
21 business and the revenues that we have generated in
22 the past, as a result of this declining business.

23 There are other overseas coal suppliers
24 that have eroded our markets. We're struggling to
25 get some of these back. There is some indication

1 that we're making some progress.

2 We are very optimistic that coal in
3 general will start to make a comeback with the
4 significant energy concerns across the country. As
5 it relates to steel, the industrial industry that's
6 been in decline for the best part of 30 years,
7 export steel, high cost of steel. And just
8 yesterday, LTV one of the larger steel companies in
9 the U.S., declared bankruptcy.

10 We are a principal steel hauler. We've
11 felt that incrementally over the years. These are
12 clear factors and are the reflection of the
13 downturning economy.

14 REPRESENTATIVE HESS: Thank you. One
15 more question. I refer back to several, several
16 months ago. The date escapes me.

17 We had a meeting in Harrisburg, I was
18 present and Chairman Geist was present, and we
19 alluded to the very poor service you were offering
20 to your customers. Would that not be some of the
21 problems that you lost some of the services, they
22 went elsewhere?

23 I know there's been a downturn in the
24 coal. I know there's been a downturn in the steel.
25 That just didn't happen the last year.

1 MR. TIMMONS: The service issues clearly
2 caused a shipper flight from Norfolk Southern as
3 well as CSX. From the time period, summer 1999 to
4 probably late spring, early summer of 2000, we
5 believe that all of that flight has been recovered
6 and some.

7 If you look at the actual car loading
8 numbers, they're very helpful. In the short run,
9 your observation has probably got merit, although
10 the economy was strong at that point in time and we
11 were still loaded with cars to move, lumber to move,
12 steel as best as it was at the time, I think, to
13 move, agriculture was still good.

14 The downturn, the numbers that I
15 reflected are the downturn about the last eight to
16 nine months. And so I don't think -- I don't think
17 service is the issue any longer.

18 The railroad is open and fluid. They are
19 plenty of improvements to be made. There's no
20 question about that. We can always improve service.
21 Part of the initiatives of restructuring is to try
22 to refocus very, very seriously on better service.

23 And we are paying many, many dollars to
24 outside analysts to come in and help us decide how
25 to run the railroad smarter and more efficiently.

1 REPRESENTATIVE HESS: Thank you.

2 REPRESENTATIVE PETRACA: Thank you for
3 being here. A couple quick questions. How many
4 jobs are going to be affected by this closure?

5 MR. TIMMONS: Hollidaysburg, 330.

6 REPRESENTATIVE PETRACA: Does the company
7 have any plan to try to do something for these
8 workers in terms of offer them anything else in
9 other locations?

10 MR. TIMMONS: Yes.

11 REPRESENTATIVE PETRACA: That is the plan
12 then?

13 MR. TIMMONS: The plan is to offer all
14 these people opportunities at other locations.

15 REPRESENTATIVE PETRACA: Okay. Thank
16 you.

17 CHAIRMAN GEIST: General, thank you very
18 much. The question was asked, do you have copies of
19 your testimony?

20 MR. TIMMONS: I do.

21 CHAIRMAN GEIST: Please give Jason those
22 copies so we can include them as part of the record.
23 We will be having another hearing on the 26th. And
24 on the 26th, we're going to get into a lot of the
25 other issues concerning Norfolk Southern and broken

1 promises to the state.

2 The action that was brought before the
3 Surface Transportation Board and the action of this
4 Committee when we placed those covenants in there
5 that you talk about, they're not just promises.

6 They're legal agreements. And I think
7 that we feel that they're binding agreements. And I
8 know we can't talk about the case I know that you
9 can't talk about the case and other people can't.

10 But I think that the Chairman's remarks
11 and your remarks clearly point out the fact that
12 Norfolk Southern would have to close the
13 headquarters before they would close the
14 Hollidaysburg based upon the agreements.

15 We need to get on with the hearing today.
16 We want to thank you very much. And I'm sure that
17 the General will be available afterwards if anyone
18 wants to talk to him. The press is here, I know
19 they want to talk to them.

20 We'll just go down. I want to thank you
21 for coming.

22 Next is the Honorable Jerry Stern. The
23 Conrail shops are in Jerry's district. I know he
24 had a press conference yesterday and probably will
25 enlighten us with a lot of information now. Jerry.

1 Joining him is Randy Manning, Councilman from
2 Hollidaysburg. Where is the mayor?

3 REPRESENTATIVE STERN: He's with us.

4 CHAIRMAN GEIST: All right.

5 REPRESENTATIVE STERN: Thank you, Mr.
6 Chairman. As you indicated, sitting next to me is
7 Randy Manning who is the President of Hollidaysburg
8 Borough Council. He'll be joining in the
9 presentation and testimony as well after my remarks.
10 Also, Mayor James Shoemaker is here representing
11 Hollidaysburg Borough.

12 I would like to thank you, the Chairman
13 of the House Transportation Committee, my colleague,
14 Rick Geist, for holding this hearing today and
15 allowing the members of the Transportation Committee
16 an opportunity to hear testimony about major rail
17 consolidations and the impact they have on
18 surrounding communities.

19 My testimony is focussed on Hollidaysburg
20 Car Shops and the time preceding the Norfolk
21 Southern Corporation and the CSX Corporation
22 acquired control of Conrail before the Federal
23 Service Transportation Board, now known as Decision
24 No. 89.

25 Prior to the announcement on June 23,

1 1997, when CSX and Norfolk Southern asked the
2 Federal Service Transportation Board to approve
3 their acquisition of Conrail, the rail industry was
4 doing just fine under Conrail. Yes, Conrail had
5 some difficult times, but they managed to overcome
6 economic and industrial slumps to remain competitive
7 and strong.

8 There are 320 plus positions that are in
9 jeopardy. They are more than numbers. They are
10 people, hard-working individuals, who have dedicated
11 their lives to an industry, a corporation, and a way
12 of life.

13 Is this the attitude of corporate America
14 -- to make deals and then renege on operating plans
15 to get what you want? It wasn't long ago this
16 country and in many places in our area when a
17 handshake on an agreement was a person's word.

18 For what it's worth, do we weigh the
19 meaning of what we say? Is our word only valid
20 during the period of time in which it is useful to
21 accomplish our goal? I think not.

22 Even the founder of Pennsylvania, William
23 Penn, once said, "Integrity is a great and
24 commendable virtue. A man of integrity is a true
25 man, a bold man, a steady man; and he is to be

1 trusted and relied upon.

2 Recent news articles have touched on
3 plant closings, relocations and the number of jobs
4 that have been lost.

5 Corporate America is shuffling dollar
6 figures and consequently boardroom decisions are
7 being made during the changing and fluctuating stock
8 market conditions.

9 The numbers, however, are not only about
10 net earnings and the going price per share, but the
11 true numbers reflect on the workers who are, indeed,
12 very real.

13 Each number given with every plant
14 closing or corporation downsizing announcement
15 reflects a face, a home, a family, and a strong
16 skilled work ethic.

17 Let me illustrate one example to this
18 Committee about an individual who is affected by
19 this announcement. Denny Appleman, Sr. -- is he
20 here with us today?

21 He has been employed at the Hollidaysburg
22 Car Shops for 32 years. Penn Central hired him in
23 1969. Denny, who is now in his 50's, is a life-long
24 resident of Blair County. He has a wife of 33
25 years, and three grown children who also reside in

1 my legislative district.

2 Denny, Sr., is not the only one in his
3 family who is affected by this announcement. His
4 son, Denny, Jr., started working for Norfolk
5 Southern four years ago. He's concerned about the
6 outcome of these proceedings.

7 As an employee, Denny had depended upon
8 Norfolk Southern to keep their word. He felt they
9 were committed to making our area prosperous. He
10 hoped they would continue to enhance the work force.

11 Norfolk Southern made these commitments
12 and then turned their backs on their workers. From
13 now on, every time you hear a figure mentioned with
14 regard to plant closings or corporate downsizing,
15 think of Denny.

16 Every job is important. For the
17 employees and elected officials, during the period
18 of merger proposals, who listened to the promises
19 made by Norfolk Southern, but now forgotten, I say,
20 "A man is only as good as his word." And, "A
21 corporation is only as good as its word."

22 We are all reminded of the remarks by
23 Norfolk Southern through their web site and in the
24 testimony before the Federal Surface Transportation
25 Board. Also, testimony presented to this Committee

1 on May 15, 1997, details of various measures Norfolk
2 Southern will undertake to increase market share and
3 to increase every segment of business in which
4 Norfolk Southern is now engaged.

5 This Committee has in its possession
6 various print material and media presented to the
7 Chairman for press releases. Sworn statements have
8 characterized the Hollidaysburg shops as excellent
9 and that Norfolk Southern Rail would invest in the
10 shops and maximize utilization of the in-sourcing.

11 Also, it was also stated that the
12 operating plan would include not only these shops in
13 the way they're now used, but in seeking ways to
14 find additional business for them.

15 Any decision or final order handed down
16 by the Surface Transportation Board in this matter
17 will be ultimately decided upon petition before the
18 Board in Washington, D.C.

19 As a policy maker for the Commonwealth
20 and as the elected State Representative of the 80th
21 District representing Blair and Bedford counties, my
22 voice will be heard.

23 I serve on the House Appropriations
24 Committee, and stand willing to work in unison with
25 this committee, its Chairman, Representative Geist,

1 Senator Robert Jubelirer and our federal and local
2 elected officials for the benefit of our
3 constituents and our region.

4 Norfolk Southern's corporate image and
5 logo, the thoroughbred horse, reminded me of a story
6 I once heard. An elderly farmer, who was out
7 riding, was thrown from his horse, breaking his leg.

8 He was a long way out and in a lot of
9 pain, so the situation looked pretty grim. Then the
10 horse grabbed the man's belt in his teeth and
11 dragged him to the shade of a nearby tree. He made
12 the farmer as comfortable as he could, then he
13 galloped off to get help.

14 The man discussed the incident later,
15 with a friend who was very impressed, praising the
16 horse's intelligence. "He's not so smart," said the
17 old farmer, "he came back with a veterinarian."

18 I feel our situation in Blair and Bedford
19 County and the Commonwealth is similar to this
20 story.

21 We have taken a ride with a corporate
22 partner only to be thrown to the side, with the
23 recent announcement of the closing of the
24 Hollidaysburg shops.

25 Norfolk Southern made commitments. Just

1 as the veterinarian may have been the remedy for
2 what ailed the horse, the old farmer felt little
3 condolence from the little relief the horse
4 provided.

5 we feel the same today in Blair County.
6 We are hurting, and, yes, it is personal to every
7 person who has received notification from Norfolk
8 Southern. We will continue to do the right thing
9 and honor our commitments, expecting nothing less
10 from Norfolk Southern.

11 The demands that I make as a state
12 legislator are very simple. Keep your promises to
13 the Hollidaysburg Car Shops, the Altoona Shops, your
14 employees and to the Commonwealth.

15 Thank you, Chairman Geist, for allowing
16 me the opportunity to testify today and sit with you
17 on the Transportation Committee as you conduct this
18 informational hearing concerning the recent
19 announcement by Norfolk Southern and the proposed
20 impact it will have on our area. At this time, I
21 would turn the microphone over to Randy Manning.

22 MR. MANNING: Excuse me. Thank you,
23 Jerry. First of all, on behalf of the Borough, we
24 would like to thank Jerry Stern for giving us this
25 part of the time and thank the Committee for coming

1 here to our area allowing us to offer some
2 testimony.

3 I presented you with a written text. I
4 would really like to speak with you in a more open
5 fashion. As the General pointed out, there are 320
6 jobs that are going to be lost in the Hollidaysburg
7 shops.

8 These men and women have worked in our
9 area and in our borough and supported our schools,
10 paid their taxes and have been a major part of our
11 borough.

12 These are very, very important people.
13 One local official has pointed out that for every
14 dollar lost through wages, there's four dollars lost
15 in our borough.

16 Ladies and gentlemen, that's a major
17 impact, but the average salary of our borough -- or
18 the average salary of the employee working at
19 Norfolk Southern meets an average of \$50,000.
20 That's \$16 million that's going to be lost in our
21 borough.

22 That's a lot of money. We implore you to
23 do whatever you can to reverse this decision and
24 keep these people employed in our area.

25 Norfolk Southern does not pay any real

1 estate tax, but the workers pay a local tax. They
2 pay sales tax and occupational privilege tax that
3 they give us. For every worker, \$4,500 will be lost
4 to our borough. That is a lot of money. We cannot
5 afford it.

6 We, in the Borough of Hollidaysburg and
7 Hollidaysburg Borough Council and the Mayor, ask you
8 to do whatever you can to reverse this decision and
9 let's keep the jobs that are here there.

10 The Hollidaysburg Area School District
11 and the Hollidaysburg Borough has worked together to
12 develop a Keystone Opportunity Expansion Zone. This
13 is important.

14 The governor approved the zone in the
15 last few weeks. With this zone being approved, we
16 are trying our very best to work with Norfolk
17 Southern to keep jobs there or to seek new business
18 that will look at that site for employment.

19 Many of you come from other areas. I ask
20 you, since Norfolk Southern is the largest employer
21 in our borough, the largest, how would you feel if
22 you went home tonight knowing the largest employer
23 in your borough was going to leave?

24 I ask you with that message to take it
25 back and resolve the issue with Norfolk Southern and

1 the borough of Hollidaysburg. Thank you, Jerry, and
2 thank you, Committee.

3 CHAIRMAN GEIST: Thank you very much.
4 Any questions for anyone? Thank you very much.

5 Next on the list is Dr. Frank Meloy,
6 Chairman of the Board of Logan Township Supervisors,
7 and, also Assistant Superintendent of Altoona Area
8 School District. And, also, Logan Township Diane
9 Melon is back here.

10 MR. MELOY: I would like to start by
11 thanking Representative Geist and the House
12 Transportation Committee for conducting this
13 hearing.

14 My name is Frank Meloy, and I am the
15 Chairman of the Logan Township Board of Supervisors.
16 I also am an Assistant Superintendent in the Altoona
17 Area School District.

18 Logan Township has a population of 12,400
19 people and encompasses 52 square miles of land.

20 The Township is the second most populated
21 municipality in Blair County, and most of our land
22 surrounds the City of Altoona.

23 Logan Township was established as a
24 municipality in 1850. The history of the township
25 very much parallels the history of the railroad in

1 our area.

2 The Pennsylvania General Assembly in 1846
3 approved the Pennsylvania Railroad to build a
4 railroad between Harrisburg and Pittsburgh.

5 The world famous Horseshoe Curve is
6 located in Logan Township as is a large portion of
7 the car shops in Juniata.

8 In fact, the Pennsylvania Railroad, in
9 order to better deal with the politics of the area,
10 had the Pennsylvania Legislature cut the bottom half
11 off Antis Township and the northern portion of
12 Allegheny Township to form their own township, and
13 they named it after one of the earlier settlers,
14 John Logan. Thus, Logan Township owes its very
15 existence to the railroad.

16 At one time, the railroad was the major
17 employer in our area. Now, our economy is
18 diversified; however, the announcement by Norfolk
19 Southern that they were closing the Hollidaysburg
20 Car Shops was devastating news.

21 The railroad in this area is not a part
22 of our area's history, but it is a vital part of our
23 local economy. The loss of Norfolk Southern jobs
24 not only means a loss of tax revenue to Logan
25 Township and other municipalities, but it will also

1 have a domino effect on our local economy.

2 The major source of revenue for our
3 township is the wage tax. With a loss of jobs at
4 Hollidaysburg, Logan Township will lose
5 approximately \$30,000 in wage taxes.

6 Now, this may not seem like a huge sum of
7 money, but it will have a domino effect in that when
8 these unemployed workers stop buying cars and going
9 to restaurants and buying some of the commodities
10 that are available at the retail and service centers
11 located in our township, other people will be losing
12 jobs and this further unemployment will result in
13 loss of tax revenues and also further loss of
14 dollars from our economy.

15 when Norfolk Southern announced they had
16 bought out Conrail and would be the new operators of
17 the railroad, they made promises to our citizens and
18 to their employees. I remember the effort our
19 Altoona Area School District put forth to welcome
20 Norfolk Southern to our area.

21 Our band went to the Blair County Airport
22 to help celebrate the arrival of the president of
23 the company, David Goode. One of our elementary
24 schools put on railroad caps.

25 I brought a picture of this. Over 500

1 students went up to the school yard. Wearing their
2 little railroad caps, they formed the letters "N"
3 "S".

4 Our entire area rolled out the red carpet
5 to welcome Norfolk Southern. The payback is that
6 Norfolk Southern gave pink slips to our fellow
7 citizens and neighbors.

8 As an elected official and a citizen, I
9 too want to know why. Why is Norfolk Southern
10 abandoning our area? Why would the President of
11 Norfolk Southern announce to the then Conrail
12 employees that not only would they always have a
13 place in their company, but their children and their
14 children's children would also?

15 What is the future of the Juniata
16 locomotive shops? We need to know answers. We
17 deserve that treatment. I would urge you as our
18 State Representatives to do all that you can do to
19 preserve the railroad jobs for our citizens.

20 If it takes using legal means, please use
21 all of the legal means available. If it means using
22 diplomacy, please be great diplomats to convince
23 Norfolk Southern that this is a railroad town and
24 the displays shown in our new Railroaders Museum are
25 not someone's fantasy, but they tell the true real

1 life history of this entire area.

2 I thank you for this opportunity to
3 present this testimony, and I pray that you would be
4 successful in saving jobs for our citizens. Thank
5 you.

6 CHAIRMAN GEIST: Thank you very much.
7 Any questions from anyone? Thank you very much.

8 Next on is Steve Phillips. He's a
9 retired Norfolk Southern stockholder, life member of
10 the UTU, United Transportation Union.

11 And, Steve, you're on.

12 MR. PHILLIPS: Thank you, Mr. Chairman,
13 and your Committee. I appreciate being here. To
14 save a little time, I had an article -- I had an
15 article that was in the paper. If everybody had
16 read it, I don't think we want to go over it again.
17 I can pass it to each one, a copy.

18 Let me start by saying as many of you are
19 well aware, I am retired from the train and engine
20 service after 47 years in the industry and over 30
21 years as a union officer in the United
22 Transportation Union.

23 I'm also the last employee in our area
24 and in checking with NS UTU home office, the last
25 that they know of that worked and fired steam

1 engines. I was fortunate to be in the glory days of
2 our industry and the lean and gloomy days.

3 I went through a number of mergers
4 naturally down the line. When I first started, the
5 railroad companies owned their own locomotives, car
6 fleet. Now, you see a plaque owned by Wells Fargo
7 or Chase Manhattan, Mellon Bank or whatever.

8 At that time, we owned hotels in New York
9 City, oil lines, gas lines. Every merger we lost an
10 oil line or hotel that went by the wayside.

11 Miner thoughts of the subject with
12 Norfolk Southern is after I got my stock report, I
13 got a \$.06 share dividend. You know, this has to be
14 the greatest train robbery ever.

15 These people wear no masks or carry no
16 guns or not a shot was fired. When they awarded
17 them a hefty 36 percent bonus after losing money,
18 after losing business, Jessie James and the Dalton
19 boys look like hikers.

20 As a stockholder, I'm sure other
21 stockholders feel the same way as I do, we were
22 cheated out of millions of dollars by their actions.
23 They got 36 percent over -- which is over one third
24 of the wages and I got \$.06 a share.

25 when I look at the miserable performance

1 and loss of business, I see red. This bonus was
2 unmerited and undeserved. Remember when NS was
3 fighting over the takeover of Conrail, one of the
4 broken promises was to take trucks off our
5 overcrowded highways. What happened?

6 The next time a semi blows by you on the
7 highway, notice the placard on the rear of the
8 truck, drivers wanted. Norfolk Southern is one of
9 the best friends the trucking industry ever had.

10 Checking today's stock report, Norfolk
11 Southern is somewhere like \$17.52 and CSX is \$34.
12 It's about twice -- they're worth twice what Norfolk
13 is.

14 The reason I bring this up is you know
15 CSX declined a bonus, even though their stock is \$34
16 and the dividends were a \$1.20 a share. They
17 declined the bonus because they didn't meet their
18 earnings.

19 Now, this is in sharp contrast to what
20 the people at Norfolk did. Our stock fell 35
21 percent. The profits were off 22 percent. And
22 Norfolk has cut over three thousand jobs and they
23 want to eliminate another two thousand, plus
24 abandoning another four thousand miles of track.

25 I suppose the position is you could go

1 along with the ones in our area, they will use this
2 to pay for their next bonus. You know, I read an
3 article in the paper the other day about utilities
4 in California, the one that went broke. They
5 declared bankruptcy. Right before they declared
6 bankruptcy, they gave six thousand bonuses out to
7 themselves and most of the employees.

8 I wonder with this 36 percent bonus, is
9 Norfolk going to take the dive like they are?
10 That's about all I have.

11 CHAIRMAN GEIST: Thank you. Any
12 questions? Thank you very much.

13 Next on the list is John Eichelberger who
14 is a Blair County Commissioner, Republican party
15 chairman and Blair County also. John.

16 MR. EICHELBERGER: Good morning.

17 CHAIRMAN GEIST: Morning.

18 MR. EICHELBERGER: I want to thank you
19 for this opportunity to address your committee. I
20 welcome you to Blair County and thank you for your
21 attention to the important issue of jobs in our
22 community.

23 On May 15, 1999, I offered testimony to
24 you concerning the pending takeover of our local
25 Conrail operations by Norfolk Southern. At that

1 time locally, the promise of a bright future for our
2 shops was being peddled to the workers and the
3 general public by those controlling the deal with
4 the willing assistance of some of the local media.

5 Anyone, such as Representative Geist or a
6 County Commissioner, who posed a question about any
7 facet of the merger was criticized. David R. Goode,
8 Norfolk Southern Chairman, President and CEO; John
9 W. Snow, CSX's Chairman, U.S. Representative Bud
10 Shuster and Senator Robert Jubelirer flew into our
11 county airport on March 17, 1997, and were greeted
12 by a local high school marching band, some invited
13 local officials, economic development leaders, about
14 75 Conrail workers, and the media and members of the
15 general public.

16 The program that followed and the tours
17 of the Juniata Locomotive Shop and the Hollidaysburg
18 Car Shop were all orchestrated media extravaganzas
19 which attempted to convince the Conrail employees
20 and the general public and the local officials that
21 Norfolk Southern was here to stay.

22 This salespitch convinced some of the
23 media and the railroad union leadership that our
24 Congressman Bud Shuster had total control of the
25 situation and because of this control, our shops

1 would be protected.

2 In the ensuing days, the Altoona Mirror
3 wrote many articles explaining the benefits of the
4 Norfolk Southern takeover. A March 18, 1997,
5 Altoona Mirror editorial summarized the recent shops
6 tour as follows -- I quote: But perhaps the most
7 reassuring thing that came out of Monday's tour was
8 a demonstration of who's really in charge. We're
9 lucky it is Congressman Shuster. While both
10 railroads have to be concerned about pleasing or
11 appeasing a host of state and federal officials,
12 including Governor Tom Ridge and U.S. Senator Arlen
13 Specter, Shuster is clearly the man with the clout.

14 That was obvious from the willingness of
15 the railroad chairman to travel to Blair County,
16 their public comments at the Altoona-Blair County
17 Airport and their deference to Shuster. Whatever
18 the Congressman wanted, he got. All of this points
19 to good news for our area.

20 The railroad union leaders, headed by Tom
21 Lutton, contributed to this message, with growth and
22 prosperity, with complimentary and optimistic letter
23 to the editor published on Sunday, April 13, 1997,
24 which was concluded with, and I quote, "Once again,
25 Bud, thank you."

1 Just 21 months into Norfolk Southern
2 operation, the closure of the Hollidaysburg Car Shop
3 was announced. The promise and commitments from
4 David Goode, Bud Shuster and Bob Jubelirer and Tom
5 Lutton are proven worthless.

6 Rarely, have we seen misrepresentations
7 of this magnitude with such impact on our community.
8 It is difficult for me to believe that any major
9 business could advance an operational plan, so
10 precariously written that circumstances in this
11 brief period would dictate a change from expansion
12 to closure.

13 It is also difficult for me to believe
14 that any review of the operational plans by the U.S.
15 House Transportation and Infrastructure Committee
16 and the Surface Transportation Board would not
17 reveal faulty planning of this nature.

18 Therefore, the credibility of those in
19 control of the deal must come into question. Local
20 leaders cannot make sound decisions for the future
21 if the information presented to them today is
22 unreliable, especially if the source of the
23 information lacks credibility.

24 Our fears now extend to the Juniata
25 Locomotive shop located in Altoona. Similar

1 promises have been voiced by those in control, but
2 many of the rank and file workers see no evidence of
3 a long-term commitment by Norfolk Southern.
4 Obviously, a lack of credibility now exists.

5 The three local taxing bodies placed the
6 Hollidaysburg Car Shop in our Keystone Opportunity
7 Expansion Zone in anticipation of a possible
8 closure. If nothing can be done to save the
9 existing shop, hopefully another business can be
10 secured at that location.

11 This Committee's perspective is
12 important. You are a welcome, objective and
13 reasoned voice concerning a critical issue clouded
14 with mistrust. To make matters worse, the overall
15 economy is experiencing significant downturn. Your
16 insight and assistance with Norfolk Southern's
17 announced closure is greatly appreciated.

18 Thank you again for visiting our area and
19 spending your valuable time on issues vitally
20 important to us in Blair County.

21 CHAIRMAN GEIST: Any questions? John, I
22 would like to take this opportunity to introduce
23 Representative Jess Stairs. Jess is one of the
24 deans of the House of Representatives and a valuable
25 member of this Committee. And Representative Hess,

1 our senior member to my right, has requested a
2 five-minute recess.

3 At this time, we'll take a five-minute
4 recess and return with Wayne Hippo.

5 (Break.)

6 CHAIRMAN GEIST: Okay. If we could
7 reconvene. We have one announcement to make. The
8 copies are for media only. And we know we have a
9 limited supply so if everyone can comply with that,
10 we would appreciate that.

11 At this time, I would like to call to the
12 stand C. Wayne Hippo, Councilman of Altoona, and
13 economic development specialist.

14 MR. HIPPO: Thank you, Rick, members of
15 the Committee. It is, indeed an honor to have the
16 opportunity to address this Committee on a subject
17 that is so crucial to the livelihood of thousands of
18 local families -- the future of Norfolk Southern
19 Railroad in Blair County.

20 I want to personally thank the members of
21 the Transportation Committee who have come to
22 Altoona today to conduct this hearing, and I urge
23 their continued attention to this subject on your
24 return to Harrisburg.

25 while I expect that much of this

1 testimony you hear today will involve the
2 circumstances surrounding the closing of the
3 Hollidaysburg Sam Rea shops, I want to use the time
4 I've been allotted this morning to focus attention
5 on the other primary facility of Norfolk Southern
6 and Blair County, the Juniata shops located in the
7 City of Altoona.

8 while I certainly support any effort to
9 keep the Sam Rea shops open and viable, I would also
10 ask that the Committee not lose sight of the fact
11 that Norfolk Southern employs approximately 1100
12 people at the Juniata Rail Car Facility in Altoona.

13 It is my sincere hope that some
14 guarantees can be produced from Norfolk Southern as
15 to their commitment to the continued operation and
16 growth of this facility.

17 Using the same mathematical calculations
18 that are being used to assess the economic effect of
19 the closing of Sam Rea shops to assess the impact at
20 the Juniata facility, the numbers would be even more
21 frightening than what this community currently faces
22 with the closing of the Hollidaysburg facility.

23 If 1100 jobs would be lost in the City of
24 Altoona with the closing of the Juniata shops, and
25 we used the same wage estimate of \$39,000 average

1 annual salary that is being used with the Sam Rea
2 shops, the annual economic impact would amount to
3 \$42,900.

4 Applying the ripple effect multiplier to
5 this calculation to account for the impact that such
6 a loss would have throughout the Blair County
7 economy, and the number becomes a staggering
8 \$171,600,000.

9 If I may suggest, there are several ways
10 that can be explored as part of the effort to keep
11 open the Sam Rea shops and help obtain a long-term
12 commitment to the Juniata shops. One: Norfolk
13 Southern participates in some shared assets with
14 CSX.

15 These shared assets were a significant
16 factor during the merger discussions that took place
17 three years ago.

18 Is there any possibility that the Juniata
19 and Hollidaysburg shops can be utilized in this
20 arena and be an asset for both companies? In other
21 words, can the local shops be part of a joint
22 venture with CSX?

23 Second: Section 29 tax credits
24 associated with this venture are expiring. The
25 expiration of these tax credits will add to the

1 Norfolk Southern tax burden. I would ask the
2 Committee to explore if there's anything that can be
3 done to overcome that negative impact.

4 Third: Early retirement and special
5 severance packages were offered to non-agreement
6 employees.

7 The Committee should find out what, if
8 anything, will be done for employees covered by a
9 collective bargaining agreement.

10 The financial documents indicate that
11 Norfolk Southern took a charge for workforce
12 reduction of about \$30 million after tax in 2000.
13 What portion of that \$30 million is going to be
14 spent on the unionized employees?

15 I provided your chairman with an internet
16 copy of a February 7, 2001 press release of Norfolk
17 Southern in which the company states its promotion
18 of economic growth with industrial development
19 initiatives.

20 The press release announcement trumpets
21 that in the past 10 years, Norfolk's economic
22 development department has participated in the
23 creation of nearly 57,000 jobs in its service
24 territory, but little, if any, of that effort has
25 centered in Blair County.

1 It is clear from the press release that
2 Norfolk is making efforts in many parts of its
3 system, but it should be equally clear that part of
4 the effort needs to be directed in Blair County.

5 Altoona is a city steeped in railroad
6 heritage. I am a fifth generation Altoonan and the
7 first generation in my family not to work for the
8 railroad.

9 The efforts of the past 15 to 20 years to
10 diversify the local economy are taking hold and
11 having a positive effect. And the City and entire
12 Blair County community still heavily relies on the
13 operation of strong railroad facilities for our
14 economic vitality.

15 I would ask the Committee to consider all
16 possible efforts to bring Norfolk back to the table
17 for the Hollidaysburg facility, but also remember
18 that we have 1100 jobs in the City of Altoona that
19 we have to consider at risk as well.

20 Thank you for the time to testify this
21 morning. I'll certainly attempt to answer any
22 questions you have on this topic.

23 CHAIRMAN GEIST: Anyone have any
24 questions? Thank you very much. I would also
25 suggest, I'm sure a lot of people out here do, if

1 you go on the internet and do the global searches
2 and information searches on the Norfolk Southern,
3 especially their announcements to the financial
4 investment community, and there's some awfully
5 interesting reading out there.

6 well, next up, I think, this is probably
7 what we've been waiting for all day. We're going to
8 get into the meat and the heart of things right
9 here. I would like at this time to introduce Ray
10 McMullen, General Chairman of the International
11 Association of Machinists and Aerospace Workers, and
12 he can introduce who is with him. And it's all
13 yours, Frank.

14 MR. MCMULLEN: Thank you. Gentlemen and
15 ladies. With me is legal counsel, it's Dan Orfield.
16 And the attorney has no intent to speak unless asked
17 questions so -- first off, I would like to say that
18 I did give you a written testimony there but, at the
19 adherence of speakers today, I'll probably add a
20 little bit extra to it.

21 To start out with, I would like to tell
22 you I was born and raised in Juniata, Pennsylvania,
23 Altoona, Pennsylvania; second generation railroad.
24 I worked in the railroad shops for 22 years. I've
25 been a general chairman for going on 10 years now.

1 And I would just like to say that I really
2 appreciate the opportunity to come here before you
3 and give this testimony.

4 My responsibilities as a General Chairman
5 include representing employees of Norfolk Southern
6 Corporation who are employed machinists at the
7 former Conrail facilities taken over by Norfolk
8 Southern in 1999, when it along with CSXT
9 Transportation acquired the assets of Conrail.

10 Prior to this acquisition, Conrail
11 employed approximately 900 machinists represented by
12 the IAM. After the Conrail splitup, about 800 of
13 those machinists went to work for Norfolk Southern.
14 Sixteen of those still work at the Hollidaysburg
15 holiday car shop.

16 Incidentally, you should know NS
17 abolished 21 machinist jobs at the Hollidaysburg
18 wheel shop in January and is now closing the wheel
19 shop. That will result in the loss of an additional
20 ten machinist jobs here and considerably more jobs
21 when the employees in all the other crafts that work
22 there are considered.

23 In addition, Norfolk Southern recently
24 announced that it will be subcontracting additional
25 machinists work at the Juniata locomotive shop,

1 resulting in a loss of at least 15 more jobs as the
2 work leaves the state.

3 In order to acquire Conrail, Norfolk
4 Southern and CSX had to obtain the approval of the
5 United States Surface Transportation Board.

6 In the course of obtaining that approval,
7 NS made many representations to the IAM and the
8 other labor unions who represented former Conrail
9 employees, as well as to the communities and
10 governmental representatives in Pennsylvania about
11 the future of the Conrail facilities in this state
12 after NS took over.

13 In particular, NS said this about the
14 Hollidaysburg shop, I quote: "After the
15 consolidation, the Conrail shop at Hollidaysburg
16 will absorb most car program work, program car
17 repair operations at Macedonia, Ohio; Decatur, IL,
18 and Williamson, WV will be eliminated.

19 The company will actively pursue and
20 insourcing opportunities in order to utilize fully
21 its shop capacity, particularly in the
22 Altoona/Hollidaysburg area.

23 Insourcing in this context, the practice
24 of using company employees and facilities to perform
25 maintenance, equipment rebuilds, and rehabilitation

1 and/or component work for outside customers.

2 Initially, NS's major insourcing customer
3 for cars and locomotives will be CSX, for its
4 portion of the Conrail fleet."

5 NS explained, "Because CSX will use
6 approximately 42 percent of the formal Conrail car
7 and locomotive fleets, the transaction agreement
8 provides for the terms which CSX will be one of NS's
9 insourcing customers," and that the Hollidaysburg
10 Car Shop will be a prime location for doing that
11 work, because it has particular strengths that will
12 make insourcing more competitive and marketable.

13 In addition, NS told the STB in 1997, it
14 will undertake \$4 million in facility improvements
15 at the shop if it was permitted to acquire it.

16 NS made these representations in the
17 operational plan and labor impact statements that it
18 filed with the STB, both which were sworn to by
19 high-ranking officers of the railroad. NS said
20 nothing in its filings with STB about closing the
21 Hollidaysburg Car Shop.

22 Today we know NS does not intend to live
23 up to its promises. It has for the second time
24 announced it intends to close the Car Shop. As far
25 as we can tell, few, if any, of these four million

1 dollars were ever spent on capital improvements.

2 In its decision granting NS and CSX the
3 authority to undertake the acquisition, the STB said
4 they must adhere to all of the representations that
5 they made during the course of this proceeding,
6 whether or not such representations are referenced
7 in the decision.

8 It said further that it intended "to
9 monitor the implementation of the transaction,
10 including but by no means limiting to the following
11 matters: The applicants adherence to the various
12 representations made during the course of this
13 proceeding."

14 As you know, the IAM and other rail labor
15 organizations have joined with the Commonwealth of
16 Pennsylvania to petition the STB to do just that.
17 We simply do not believe that a private corporation,
18 that relied on the representation that it made to
19 Governor Ridge and other state and local authorities
20 so that Pennsylvania would not oppose the STB
21 granting it the authority to acquire Conrail, should
22 be allowed to turn its back on the workers, now that
23 Conrail no longer exists.

24 Had the railroad been honest and up
25 front, I have no doubt that the Commonwealth of

1 Pennsylvania and STB would have scrutinized the
2 railroad's operating plans far more closely. But NS
3 held back and deceived us all. Frankly, the whole
4 sequence of events smells worse than a four-year-old
5 Easter egg.

6 The railroad will tell you no employees
7 are going to be hurt by the closing of the shop,
8 because they will either be offered jobs at other NS
9 facilities in other states or they will receive
10 income protection under the agreements that the
11 railroad negotiated with the union as a condition of
12 obtaining STB approval.

13 But statutory income protection obviously
14 doesn't tell the whole story. What NS won't talk
15 about is the devastating effect that the shutdown
16 will have on their families and the surrounding
17 communities.

18 What they don't tell you is that their
19 only real commitment is maximize their profits and
20 that keeping members of this community, good,
21 productive citizens of this state, working will not
22 stand in the way.

23 I'm here to tell you the IAM is prepared
24 to do everything in its power to prevent NS from
25 walking away from commitments it made to the federal

1 government, the state government, and the loyal
2 former employees of Conrail to keep the
3 Hollidaysburg Car Shop open and operating.

4 On behalf of the IAM and the working men
5 and women we represent, thank you for not shrinking
6 at this challenge and thank you for the opportunity
7 to present our views on this very important issue of
8 corporate honesty and civic responsibility.

9 I would also like to add to that, that I
10 listened to the various speakers here, and the
11 gentleman who is not present right there, he asked a
12 question of the Norfolk Southern representative
13 about all those 300 some people would be offered
14 employment at other locations.

15 The gentleman from Norfolk Southern, if
16 I'm correct, answered they would be. I think that
17 that gentleman is incorrect, and in response to that
18 Norfolk Southern is not offering employment to all
19 the people that are being affected out there.

20 I can only speak for the number of the
21 machinists craft, but of the 17 that will be left
22 out there on September 1, when they expect the Car
23 Shop to close, they are only offering eight
24 positions in other locations throughout the system.

25 So the other craftsmen, I speak to whom of

1 those people will not be offered employment, I know
2 not all 300 some employees will be offered
3 employment. Also, in relationship to that, I'm in
4 negotiations with Norfolk Southern on the handling
5 of those people and the transferring of those people
6 if they elect to go.

7 And NS in no way is offering us an
8 enhancement to take care of that. They're offering
9 us bare bones, what we refer to the industry bare
10 bones, the New York dock or anything other than --

11 CHAIRMAN GEIST: Before that -- excuse me
12 for interrupting -- would you explain Norfolk didn't
13 -- go into the shorthand language that for our
14 audience -- in a language they would understand,
15 please.

16 MR. MCMULLEN: What New York dock, is it
17 was an employee protection benefit plan that was
18 thrown out to the mergers of the railroads that came
19 into effect. We had the Washington Protection
20 Agreement.

21 Anyway, we ended up, as Rick said -- I'll
22 try to do the short version -- we ended up with New
23 York dock protection which guarantees an employee
24 his wages throughout the six years he's been
25 adversely affected.

1 Okay. That's if he had six years
2 service. If he had less than that, he's only
3 guaranteed for how many years of service he has.

4 That's where the big fallacy comes in
5 that people think, well, would you -- here a guy has
6 six years protection, okay, but what happens is the
7 railroads figure outweighs to circumvent the
8 guaranteed benefits that these people should have.

9 And a perfect example of it is if -- just
10 like now, if these people, they offered eight people
11 employment someplace else. If the guy elects and
12 says, wait a minute, I don't want to go there, I
13 don't want to uproot my family, I was born here;
14 he's 50 years old -- 52 years old or whatever, which
15 most of these people who are going to be affected
16 are in that age bracket, they say, well, you know, I
17 got 25, 26 years service. I'm not going to go. You
18 know, well, then he loses that if he doesn't go.
19 It's not guaranteed.

20 So there's another way they get around
21 it, a perfect example. And I notified Norfolk
22 Southern, like I mentioned to you, they said about
23 closing the Hollidaysburg shop back in February, we
24 moved 21 machinists from Hollidaysburg to Juniata,
25 all right, we did not have any influx of work as far

1 as locomotive work in Juniata.

2 So we increased the work force by 25, but
3 we didn't increase the work load. Now, in May,
4 okay, we're going to abolish the remaining 10 jobs
5 at Hollidaysburg in the wheel shop, move those to
6 Juniata. So there's still no influx of work.

7 As a matter of fact, there's going to be
8 a decrease in work because, as I mentioned in my
9 presentation, there they have served notice where
10 they intend on subcontracting out work that involves
11 15 more machinists, which involves the actual
12 refinishing and the air break component parts for
13 the car shops.

14 So what I'm trying to claim here is we
15 have more people going down there, you're going to
16 have an influx of work. They're subcontracting out
17 work.

18 What happens is now down three months
19 from now, a year from now when we have a furlough of
20 people, they're going to say, it was because
21 economic conditions or some other reason, those
22 people then will not be entitled to New York dock.

23 You can't show a nexus, what they refer
24 to as New York dock, which means a connection
25 between what happened to them and really it happened

1 out here because they'd rather work out here.

2 So you have to be able to prove it; and
3 the railroads are very, very experienced in
4 circumventing New York dock protection.

5 And you would hear from labor, you need
6 the guarantee if a guy don't want to go, the guy
7 should get what is due to him. I mean, I don't
8 think there's too many people that just want to
9 uproot and move. I think that's about the short of
10 it.

11 CHAIRMAN GEIST: All right. I'm going to
12 -- he threw these out, these are softballs. They
13 fill in the gaps. Because you go in A to B and to N
14 and everyone understands that in this room.

15 But explain insourcing, explain what
16 Norfolk Southern does at both Juniata and in
17 Hollidaysburg with their own stuff and stuff they
18 bring in to work. I mean, you alluded to that just
19 a little bit. Amplify that.

20 MR. McMULLEN: Insourcing under Conrail,
21 Conrail started the insourcing and that's when I was
22 still working in the shop. Some people might --
23 despite that, I was working. But, anyway, when I
24 was still working in the shop, I was the local
25 representative. And at that time, we had real good

1 real good labor management relations, okay.

2 It didn't start out that way with
3 Conrail. I'll be honest with you. In the end, the
4 early 80's, we started having real good rapport with
5 management and it all started from the top down.

6 Anyway, we set up teams, okay, and we
7 analyzed the different aspects of the Juniata shops
8 and Hollidaysburg shops, and we devised a way to
9 start going out and getting business from other
10 industry.

11 And what we came up with is what we call
12 insourcing. We go out and we bid on jobs. We also
13 -- in this bid, we give a warranty. It's just like
14 being in a business, which we are.

15 I mean, we set up the whole thing, a
16 profit, a warranty, and a bid process. We had a
17 real good team of people who went out into the field
18 who were experienced in that end of it, and they did
19 the bidding.

20 And it was a success -- it was a real
21 good success. Norfolk Southern took over.
22 Especially at the Hollidaysburg shop, this team we
23 ended up with only one guy on the team to my
24 knowledge that was going out to try to get work for
25 the Hollidaysburg shop. Insourcing for

1 Hollidaysburg has really dried up. They did not go
2 after it as we did under Conrail.

3 We made over a million dollars profit out
4 there the other year on the insourcing. So the
5 Hollidaysburg shop was a very profitable shop. It
6 could be more profitable if it had a more aggressive
7 team going out trying to get more work.

8 It's there. But they just won't do.

9 CHAIRMAN GEIST: Jimmy -- when you were
10 out there, did you actually get along?

11 MR. McMULLEN: Jimmy and I got along real
12 good. He wasn't that bad of a fellow. But, this --
13 end up on that then, the speech that the Norfolk
14 Southern gave or his presentation, whatever you want
15 to call it, I would like to say that, you know, they
16 touched on the subject about promises.

17 And if you see that Altoona is on -- the
18 only place they really did make any promises to the
19 other part of the system on the 22 states they
20 didn't make no promises like they did to the people
21 in Altoona.

22 So with that, you know, I think that they
23 made a commitment, as we all talk here today, and
24 promises. I think we should hold them to it.

25 And the other thing I would like to

1 comment on, I appreciate the Transportation
2 Committee being here, Mr. Geist in particular, but I
3 also like the idea, we here are all trying to work
4 together as one and we're not, you know, bipartisan.
5 We're not putting one political party against
6 another political party.

7 And I really appreciate that. And I
8 think there was one speaker here today that was
9 trying to elude to that fact. But I won't get into
10 that. I really, really appreciate what you guys are
11 doing and we need all the help you can give us. I
12 appreciate that.

13 CHAIRMAN GEIST: Thank you. Questions?

14 MR. LEVDANSKY: Yes.

15 CHAIRMAN GEIST: Use both microphones.

16 MR. LEVDANSKY: Yes. I would have asked
17 this question to the Norfolk Southern representative
18 but he's not here. We didn't have the benefit of
19 reviewing his testimony until afterwards, but --

20 MR. MCMULLEN: He left right afterwards,
21 too.

22 MR. LEVDANSKY: So you're the most
23 logical person I could ask this to. I thought maybe
24 the closing of these -- of this facility would have
25 been due to a dramatic downturn in revenues and

1 tonnage shipped.

2 Coming from a steel valley like I do, I
3 understand plant closings and what happens with, you
4 know, when business gets lost and everything. I
5 just looked at his testimony, and he talked about
6 lost ships and metals, chemical and coal and
7 intermodal. And on the other hand, I look at his
8 testimony, there's gains, too.

9 And if you just take metals, chemicals,
10 and coal, Norfolk Southern in this time frame has
11 experienced a net increase of \$26 million in
12 revenue. Okay. And that increased then on the
13 intermodal. They lost business. They worked
14 aggressively to replace it.

15 I guess I'm a little perplexed and a
16 little confused. I thought maybe the closing of
17 this facility was due to a loss -- outright loss of
18 business; revenues are way down, sales are off until
19 they have to close the facility. You can understand
20 that. But the numbers don't show that. So why did
21 they close it?

22 MR. MCMULLEN: That's what we would like
23 to know, too. But in my -- and my brother
24 representative from the TWU, I feel certain when he
25 gets here, he could get into more money factors at

1 the Hollidaysburg shop than I can on the car side.
2 But they're profitable. That's what we can't
3 understand. That shop out there is making a profit.
4 I'm not talking about peanuts. I'm talking about
5 millions of dollars that it is making now.

6 The potential would be there to make more
7 than that. All right, perfect example, machinists,
8 the P turns, we do that for locomotives out there.
9 They're going to stop doing that all together. Once
10 they move that wheel shop out of there, that's
11 \$250,000 a year they make profit off of that.

12 We have talked to them about it. The
13 local representatives have talked to them about it.
14 They don't want to hear it. TWU and I feel certain
15 they're going to give you better statistics on the
16 car side, how much money you take off repair of the
17 cars, the machinists out there, basically, repair of
18 the wheels and access for the cars.

19 But then Juniata, we do the air brakes
20 for the cars. It is -- it's really mind boggling to
21 try to understand if you have a profitable piece of
22 your business why you want to do away with it. When
23 they're saying -- there's talk saying the dividend
24 is not there, it just does not make sense.

25 MR. LEVDANSKY: Make representations to

1 the community, make representations to the Surface
2 Transportation Board before the approval of the
3 divestiture of the Conrail, even their own numbers
4 don't show a tremendous dropoff in total revenue.

5 This -- there's something going on. I
6 don't understand.

7 MR. MCMULLEN: Us in the railroad
8 industry, we feel it's piss poor management. They
9 don't know what the hell they're doing. And we tell
10 you that the people up north know how to run a
11 railroad. Okay.

12 And that is another thing. NS, when they
13 take over or took over, they came in, they didn't
14 want to hear anything from former Conrail people how
15 to run a railroad. All right.

16 We tried to express to them about how the
17 relationship was before labor and management but
18 that also went -- not only between I, as the union
19 representative, that was between the managers and
20 the guy on the floor, the shop guy working.

21 They had a good rapport with the
22 managers. If he was having a problem, we worked
23 it out, I mean, and they don't want to hear that.
24 It's their way or no way. I mean, it's that simple.
25 I believe that's what got them into the trouble they

1 got in.

2 MR. LEVDANSKY: Thank you.

3 CHAIRMAN GEIST: Chris?

4 MR. STAIRS: Thank you, Chairman Geist.

5 Just a question. And you know I'm from Westmoreland
6 County and, of course, Conrail went through
7 Greensburg and Latrobe, now it's Norfolk Southern.
8 And right south of us in Collegeville, it's CSX.
9 We're affected indirectly, like you're really
10 affected with some of the closings.

11 As I recall, a couple years ago, I lose
12 track of the time, but we got these promises that
13 they were going to be very fair and there would be a
14 little extra bonus for this part of their system.
15 And I thought, boy, this is too good to be true.
16 But it sounds good to me. Let's go for that.

17 Now, in the couple years that have
18 happened since then, did they come to you maybe a
19 couple months ago or a little bit and say we're
20 running into a little bit of problem, we think we
21 want to back down or what can we do to compensate?

22 I mean, if they had -- they made a
23 promise which obviously they did, but it's very
24 significant, it's very obvious they can't deny it.
25 Was there any kind of discussion, hey, things are a

1 little bit tight now, we need a little bit of wiggle
2 room on this?

3 Is this kind of all of a sudden they hit
4 us? What happened?

5 MR. McMULLEN: Well, as I stated before,
6 under Conrail, we may have had that type of rapport.
7 Norfolk Southern doesn't operate like that. Any
8 time, you know, something is going to happen is when
9 they hit it with you. They don't talk to you.

10 They have their mind made up. They have
11 an arrogant attitude. They're top managers. That's
12 the way they run a railroad. And just like the
13 notice, the letter they sent me on subcontracting,
14 you don't know they're going to do that until they
15 hit you with it.

16 Under Conrail, if they had a problem with
17 a product, they felt it was not profitable with us
18 doing it, they would get a hold of the local
19 representative and we would go down to the shop
20 floor and talk to the guys; and say, hey, we're
21 having a problem. They're not making enough profit
22 on that. What can we do to make it more profit?

23 And for this company, we would work it
24 out. We work it out right then and there. With
25 this company, you don't do it. You don't do it

1 until it hits you between the eyes with it and
2 trying to salvage it.

3 They already had their mind made up when
4 they're going to do it. If you listen to the
5 presentation the Norfolk Southern guy gave, he said
6 they have an outside company they own.

7 They hired this outsider analyst to come
8 in and try to tell them how to run the company. If
9 you look at the presentation, I'm positive he said
10 that.

11 So if you -- anybody knows, if you have a
12 company, why do you want someone who is not a
13 railroader to try to come in and tell you how to
14 straighten out your affairs. That's what they do.

15 The only way I can see out of it is for
16 them to start at the top with better management.

17 MR. STAIRS: It's sad. Obviously, I mean
18 I'm a person that I like to sit down when there's a
19 difference and work things out, whether it's labor
20 and management or whatever the differences may be.

21 It's unfortunate that this deteriorated
22 to the fact that tomorrow, this is the way it is, so
23 take the lumps and forget about it.

24 I would hope Chairman Geist and the
25 Committee and others -- I hope it's not too late

1 that we can sit down and discuss things and work
2 things out.

3 If it is too late, I hope not. But I'm
4 sure Rick will make every effort to make sure the
5 two parties, whether they put them in the room or go
6 away and settle the differences, I hope we can still
7 have time to do it.

8 MR. MCMULLEN: I hope so. We all do,
9 too.

10 CHAIRMAN GEIST: Yes.

11 REPRESENTATIVE STERN: Thanks. Can I
12 have a follow-up on the New York dock protection?
13 What needs to be done to tighten up that New York
14 dock so that it actually does benefit the employees,
15 that it does benefit workers?

16 Right now, it seems like there's too many
17 loopholes and back-door procedures that can take
18 place before New York dock kicks in. What needs to
19 be done to tighten that up?

20 MR. MCMULLEN: We need to pass
21 legislation to change that. One of the major things
22 is, like I just said earlier, we need it -- a
23 guarantee whether the person moves or not, can you
24 expect a person who has 25 to 30 years service in
25 the railroad industry, born and raised somewhere,

1 just to pick up roots and move?

2 I mean, you have to have a guarantee
3 there that a person has a guaranteed wage. The
4 other part of it is, through the years, when New
5 York dock was first put into place, through
6 arbitration, awards have been handed down that
7 really watered it down.

8 So we need to look at all that and to fix
9 all the bad decisions that have been handed down on
10 it. We also need the Surface Transportation Board
11 to help us out on that end, too, on the New York
12 dock.

13 They have a big effect on it. It all
14 comes from legislation.

15 REPRESENTATIVE STERN: That covers a
16 period of how long?

17 MR. McMULLEN: New York dock?

18 REPRESENTATIVE STERN: Right.

19 MR. McMULLEN: Six years is the most you
20 can get out of it.

21 REPRESENTATIVE STERN: The average
22 employee at Norfolk Southern, the Hollidaysburg Car
23 Shop, what is it, 35, 36, 42? What's the average
24 age?

25 MR. McMULLEN: We have done a profile on

1 the average age which is 50 to 51.

2 REPRESENTATIVE STERN: The example I put
3 forth in my testimony is the average worker affected
4 at the Hollidaysburg shop?

5 MR. MCMULLEN: Yeah.

6 REPRESENTATIVE STERN: Okay. Thanks, Mr.
7 Chairman.

8 CHAIRMAN GEIST: Okay.

9 MR. PARSELLS: I seem to recall in the
10 earlier discussions with NS. They had a base shop
11 in Norfolk or somewhere down south -- Roanoke. Have
12 you seen work shifted down there? Is that shop a
13 union shop?

14 MR. MCMULLEN: Is it a what?

15 MR. PARSELLS: Is it a union shop?

16 MR. MCMULLEN: Oh, yes, yes. The Roanoke
17 shop, I was there before. It consisted of a Car
18 shop facility and a locomotive repair facility.

19 Since they have taken over, they have
20 closed the Car Shop down. The locomotive shop
21 joined the transition period. In our implementing
22 agreement we made, we agreed they were taking the
23 general electric locomotives to Roanoke and all that
24 work associated with that and bringing to Altoona
25 all the work associated with the MP locomotives.

1 And so that effect -- majority of it has
2 been transferred. Here again, along the way they
3 have found a way to subcontract that work out. All
4 right.

5 So they're always conniving as far as
6 that shop down there, the locomotive side. Now, the
7 other part is shut down. That shop is probably --
8 I'm just guessing -- maybe about the fourth of the
9 size of our Juniata locomotive shop. It's not a
10 very large facility at all.

11 MR. PARSELLS: Thank you.

12 CHAIRMAN GEIST: Thank you very much.
13 Next up, we're going to call on Tom Lutton from the
14 TWU, the Transportation Workers Union, to introduce
15 his guests, and these guys have been doing work
16 locally with the International. Introduce your
17 guests. One of them is pretty famous.

18 MR. LUTTON: To my far left, it's Wilbur
19 Boggs.

20 CHAIRMAN GEIST: You have to speak into
21 both microphones. Could you start over?

22 MR. LUTTON: Sure will. To my far left
23 is our local secretary/treasurer, Wilbur Boggs. To
24 his right is our international vice president, John
25 Churchman. To my immediate left is Gary Maslanka,

1 who is our International Staff Representative and
2 will be giving our initial speech. And, as I said,
3 I'm Tom Lutton. I'm the local president of the
4 transport here in Altoona.

5 If we can start, Gary will start.

6 MR. MASLANKA: Thank you. We, in the
7 Transport Workers Union, would like to take this
8 opportunity to thank you, Chairman Geist, and your
9 committee for this opportunity to testify and
10 present information during today's hearing.

11 Before addressing the core issue, which
12 is the subject of this hearing, I would like to
13 point out the following background information.

14 As for myself, prior to my current
15 position with the International Union, I was
16 actively employed in the mechanical department of
17 the Penn Central Railroad beginning in 1974, then
18 with Conrail in their mechanical department
19 beginning in 1976 through 1998.

20 I was also a local president of the
21 Transport Workers Union Railroad Division from 1979
22 through 1998. I point this out to make clear that I
23 am intimately involved in the railroad industry in
24 the northeastern United States, which preceded this
25 most recent Conrail transaction which was

1 implemented on June 1, 1999.

2 Likewise, I need to point out that the
3 Transport Workers Union of America, both the Local
4 2017 team and the International Union, has
5 represented employees of Hollidaysburg dating back
6 to the Pennsylvania Railroad and is intimately aware
7 of and knowledgeable on the history of Hollidaysburg
8 Car Shop.

9 It is with this knowledge that we preface
10 our comments today by recognizing not only the
11 excellent Car Shop facilities which exist at
12 Hollidaysburg, but the dedicated work force which
13 has been recognized time and time again for their
14 work under Conrail that made quite substantial
15 sacrifices to ensure Conrail's being a viable
16 railroad, well run, and profitable railroad. It was
17 when Norfolk Southern acquired its portion just a
18 few years ago.

19 Getting into the closing, I just wanted
20 to clarify one point, if I may. I know Tom will get
21 into this more a little bit later. But I think Ray
22 said -- maybe I wasn't paying close enough attention
23 to Ray. He said a reference to insource working
24 dried up. I would characterize that as Norfolk
25 Southern doing their level best to dry it up. That

1 is not the case. There's work there. We'll get
2 into that here further.

3 But we appear here today to testify about
4 Norfolk's planned closing of Hollidaysburg Car shop.
5 First, we must make it clear this is not an
6 ordinary, or what may be referred to as a common,
7 plant closing situation.

8 This is about a company, Norfolk
9 Southern, which made a rock solid commitment to
10 continue operations at Hollidaysburg Car Shop. This
11 is about a company that during an aggressive
12 campaign during the approval of the Conrail
13 transaction, literally worked the stakeholders,
14 including the Commonwealth of Pennsylvania and the
15 employees of Hollidaysburg, making repeated -- not
16 one, but repeated commitments, assurances and
17 promises that subsequent to approval of the
18 transaction, Norfolk Southern would continue
19 operations at Hollidaysburg and promote employment
20 there.

21 It must also be made clear that continued
22 commitments to continue operations at Hollidaysburg
23 were not conditional, contingent and time limited.
24 As reported in a recent article appearing in the
25 Altoona Mirror, "There's no expiration date for the

1 Commonwealth of Pennsylvania."

2 This article also accurately reported
3 that, "The only commitment that has a three-year tag
4 on it was CSX would provide cars to be refurbished."
5 Without even completing this CSX work, which was
6 scheduled per such commitment, Norfolk Southern has
7 turned this work away.

8 In fact, numerous CSX cars, which were
9 already on the premises lined up for work, were
10 recently switched out and transported away
11 subsequent to Norfolk Southern's announced closing
12 of the Hollidaysburg repair shop.

13 It is, as most are probably quite well
14 aware, March 28, 2001, the Transport Workers Union
15 of America filed a petition with the United States
16 Department of Transportation, Surface Transportation
17 Board. Joining with TWU signing on the petition,
18 were all of the shop craft unions at Hollidaysburg
19 and the Commonwealth of Pennsylvania.

20 We take this opportunity to thank the
21 Commonwealth of Pennsylvania, the numerous
22 representatives, organizations and individuals who
23 are showing their support in other reference to
24 ensure Norfolk Southern's unequivocal commitment to
25 continue operations at Hollidaysburg is kept.

1 I guess, at this point, I would just
2 quickly respond to Mr. Eichelberger's comments about
3 providing work for commitments. We don't -- the
4 Transport Workers Union, that's why we filed with
5 the Surface Transportation Board.

6 And I'll limit my comments to that. But
7 a bit of background. We believe the best
8 understanding of just how real and vigorous Norfolk
9 Southern's commitments to Hollidaysburg were, one
10 must know and understand Norfolk Southern's
11 longstanding desire and aim to acquire Conrail that
12 I'm aware didn't just happen overnight.

13 Norfolk Southern's campaign to acquire
14 Conrail did not begin in 1996, and in response to
15 CSX's proposed takeover of Conrail dates back beyond
16 ten years prior to 1996, when Norfolk Southern
17 pursued an aggressive campaign to acquire Conrail
18 from the government before the Conrail Privatization
19 Act failed.

20 This longstanding desire and aim of
21 Norfolk Southern to acquire Conrail is verified by
22 volumes of public record documents. In fact, it is
23 referenced in Norfolk Southern's filing with the
24 Surface Transportation Board seeking approval of the
25 joint NS/CSX acquisition and division of Conrail.

1 If you look in the summary, the presentations before
2 the STB, it's there.

3 with regard to Norfolk Southern's
4 longstanding desire to acquire Conrail, we reference
5 a March 5, 1997 article which appeared in the Wall
6 Street Journal where Norfolk Southern CEO David
7 Goode is quoted as saying, "He always expected to
8 win."

9 Obviously, it was with this
10 determination, and knowing what it would take to win
11 approval of the Conrail transaction, that Norfolk
12 Southern in a well thought out decision made its
13 continuous commitments to continue operations at
14 Hollidaysburg repair shop.

15 A few words under announcements with
16 respect to statements in their February 21, 2001
17 news release announcing the planned closing of
18 Hollidaysburg on or about September 1, 2000, we
19 could not disagree more.

20 Norfolk Southern has not shown how
21 alleged changing economic conditions have any impact
22 on operations at the Car Shop. Likewise, Norfolk
23 Southern has not shown, even remotely, how alleged
24 excess capacity in the freight car repair industry
25 reduced the work load at Hollidaysburg as claimed.

1 In our view, Norfolk has not shown a
2 correlation between economic conditions and capacity
3 issues in the industry and their planned closing of
4 Hollidaysburg because it does not exist.

5 In fact, our information indicates there
6 was ample work available, even scheduled to be
7 performed at Hollidaysburg, including a series of
8 CSX cars we spoke about. I'm sure Tom will allude
9 to some of that other information when I'm
10 completed.

11 But more importantly, moreover, it must
12 be pointed out Norfolk Southern, in a lengthy
13 aggressive campaign to win approval of the Conrail
14 transaction, never, I am emphasizing never, stated
15 in their continuing commitments to continue
16 operations at Hollidaysburg, that such commitments
17 were conditioned or dependent upon any certain
18 economic conditions or issues relating to capacity
19 in the freight car repair industry.

20 To the contrary, Norfolk stated straight
21 forward, commitments to continue operations at
22 Hollidaysburg not once, but repeatedly. And Mr.
23 Levdansky just responded quickly to what you said.
24 It's a fair question that you posed to Mr. McMullen,
25 and, obviously, you picked up on what I picked up

1 on.

2 Earlier, the numbers came up on the
3 higher end, we would point out we want to emphasize
4 again we're not here to debate economics. The fact
5 of the matter remains, these people made a solid
6 commitment, and setting that aside, they need to
7 live up to this commitment.

8 Norfolk Southern repeatedly committed to
9 aggressively working to bring additional insourcing
10 work to Hollidaysburg. Again, that's another part
11 of the commitment quoted all over the place.

12 Again, they have broken their promise,
13 not only their announced closing Hollidaysburg, but
14 what they have proceeded to do with the work already
15 identified to be performed in Hollidaysburg.

16 Norfolk Southern's commitments to
17 continue operations at Hollidaysburg Car Shop were
18 not merely a gesture or comments in passing. To the
19 contrary, Norfolk Southern's commitments to continue
20 operations at Hollidaysburg Car Shop were obviously
21 well thought out and directly intended to gain
22 approval of the Conrail transaction.

23 Clearly, the record in the merger
24 proceedings leading up to the Surface Transportation
25 Board's approval of the Conrail transaction, spells

1 out Norfolk Southern's solid, straightforward
2 commitment to continue operations at Hollidaysburg.

3 In keeping these comments brief, it is
4 not our intent to review numerous forms of
5 documentation that support our position that Norfolk
6 Southern's commitment was rock solid. Instead, we
7 have put together a document entitled, On the
8 Record, Norfolk Southern's Commitment to Continue at
9 Hollidaysburg Car Shop.

10 It's kind of important at the bottom, it
11 says the real story, the truth, nothing but the
12 truth. They made a rock solid commitment, they have
13 to live up to.

14 And, Chairman Geist, members of the
15 Committee, although we fully realize that you are
16 quite well aware of the Surface Transportation
17 Board's Decision 89 approving the Conrail
18 transaction, in that it is obviously critical in
19 this situation to take this opportunity to reference
20 it in the record of this hearing very briefly.

21 First, we reference the Merger Teams
22 which became final recommendation to Finance docket
23 33388; in particular, No. 31 at Page 8, which reads
24 as follows: Representations. During the course of
25 this proceeding, applicants have made numerous

1 representations to the effect of certain issues will
2 be addressed, certain services will be provided and
3 so on.

4 We recommend that the Board require
5 applicants to adhere to all these representations.
6 Likewise, in their written decision, Decision No.
7 89, July 23, 1988, the Surface Transportation Board
8 outlined numerous conditions upon which the Conrail
9 transaction was approved.

10 The Decision 89, at Page 171, item 16 and
11 19: Applicants must comply with all the conditions
12 imposed in this decision, whether or not such
13 conditions are specifically referenced in these
14 ordering paragraphs. Applicants must adhere to all
15 the representations they made during the course of
16 this proceeding, whether or not such representations
17 are specifically referenced in this decision.

18 Lastly, we point to then, Vice Chairman
19 Gus A. Owen's closing comments in the Board's vote
20 which makes clear the Surface Transportation Board
21 Commitment to enforce conditions, including holding
22 applicants to the representations, commitments and
23 promises during the merger proceeding.

24 It states, in part: Let me stress
25 skeptics, however, that this agency intends on being

1 an alert watchdog we will not hesitate for a moment
2 to exercise our authority to come back into this
3 merger and grant competitive and/or operational
4 relief when necessary.

5 I can assure you that this agency is
6 predisposed to doing just that, without pause.
7 Accordingly, I will hold the applicants, NS, to
8 their promises and commitments. Keep and fulfill
9 them. They have made it clear. As stated clearly
10 by the Surface Transportation Board in their
11 Decision 89 approving the Conrail transaction,
12 applicants must adhere to the commitments.
13 Inasmuch, Norfolk Southern must be compelled to
14 adhere to its commitment to continue operations at
15 the Hollidaysburg Car Shop.

16 We, in the Transportation Workers Union,
17 are determined to see that they do. We look forward
18 to working with your committee, the Committee of
19 Pennsylvania, and other interested parties to ensure
20 Norfolk Southern's commitment is kept.

21 In drawing our comments to a close, we
22 again reference an 1987 article, Chairman Geist. In
23 that article, you were quoted as saying --

24 CHAIRMAN GEIST: This goes back to haunt
25 me.

1 MR. MASLANKA: They're the Darth Vader of
2 the railroad industry. They're lean. They can be
3 overpowering. We, in the Transportation Workers
4 Union, can relate to that statement. We certainly
5 believe Norfolk Southern was overpowering in their
6 quest to acquire Conrail.

7 However, we must not forget in large part
8 with respect to the Commonwealth of Pennsylvania, in
9 particular, Hollidaysburg Car Shop, Norfolk
10 Southern's overpowering approach included a rock
11 solid commitment to continue operations in the
12 Commonwealth.

13 They must not be permitted to overpower
14 the Commonwealth of Pennsylvania, the Surface
15 Transportation Board, the dedicated employees of
16 Hollidaysburg, the community, and other interested
17 parties by getting away with breaking their
18 commitment to continue operations at Hollidaysburg.

19 And, again, we thank you for this
20 opportunity to testify here today, and look forward
21 to working with your committee and the Commonwealth
22 of Pennsylvania in ensuring the future of
23 Hollidaysburg Car Shop. I'll be glad to answer any
24 questions.

25 CHAIRMAN GEIST: We're about to take a

1 slight break to change tape. Let me amplify
2 something you said. This committee, during all the
3 press that was put on, decided that we were going to
4 ask serious questions and get serious commitments
5 from Norfolk Southern against the advice of some
6 powerful politicians.

7 The documents that we presented to the
8 Surface Transportation Board with the covenants to
9 be put in that deal, based upon Norfolk Southern's
10 promise to Pennsylvania, is in that document.

11 It's my feeling that David Goode put his
12 office at Hollidaysburg before they could close that
13 facility. In other words, David would have to shut
14 down any place they didn't make a commitment first,
15 before they would ever shut Hollidaysburg down or
16 Juniata.

17 We did that because of the history lesson
18 we learned when Norfolk and Western took over the
19 Southern and what happened in Florida. So our
20 committee and the chairman and I myself totally
21 agreed with everything you said today.

22 Now, how do we, view us, the General
23 Assembly of Pennsylvania, how do we make Norfolk
24 Southern live up to that without going to Federal
25 Court?

1 MR. MASLANKA: I think the first step was
2 to file -- the Surface Transportation Board as you
3 well know, STB, was straightforward in their
4 commitment to enforce the conditions in this merger.

5 That's obviously the condition in this
6 merger, so that was the first step. The second step
7 is we're here today at this hearing. We appreciate
8 you having this hearing. We won't count anything
9 out at this point, I can tell you that.

10 Our international president, Sonny Hall,
11 met personally with Congressman Jack Quinn from the
12 30th Congressional District who is also a -- he's
13 the chairman of the subcommittee, Congressional
14 House subcommittee. I personally met with
15 Congressman Quinn yesterday.

16 He's in my District. We had a lengthy
17 meeting about the situation. I will tell you that
18 the rest of the people are well involved with this.
19 They're looking at it very closely.

20 I'm here to tell you whatever it takes
21 working with your committee and whoever else, work
22 with us to stop these types of betrayal issues.

23 I mean, who is next, is the question I
24 have? I mean, whether it would be in this community
25 or somewhere else, we have to put our strategies

1 together and stop them. It's plain and simply
2 wrong what they're doing.

3 I would comment also, that in the first
4 year oversight proceedings, I'm aware that on
5 February 2 of this year, I believe it was, the STB
6 issued their first report or Decision 91, I believe
7 it is.

8 And, you know, I would point out to you,
9 Chairman Geist, I appreciate that. I notice that,
10 you know, during that process, people had the
11 opportunity to, you know, state their concerns.

12 You were specifically mentioned in there
13 about commitments that were made. They didn't see,
14 you know, that they were fouling up all commitments
15 they had made in the state of Pennsylvania,
16 including Hollidaysburg.

17 I would also point out that, it's
18 interesting to know in their decision, in reference
19 to CSX, as living up to their commitment, they
20 realize it's a commitment to bring the cars over and
21 they didn't do it.

22 CHAIRMAN GEIST: They didn't.

23 MR. MASLANKA: I understand what you're
24 saying. What I'm saying, is they recognized that
25 it's a commitment. So, whatever it takes, we're

1 here to do it.

2 It's the beginning of the process. You
3 know, we, in the Transport Workers Union, will work
4 day and night, and, you know, I would just echo some
5 of the concerns of Mr. McMullen the machinists
6 echoed.

7 They haven't talked to anybody. It's
8 just like with the video of Governor Ridge. He
9 didn't have the decency to let him know.

10 CHAIRMAN GEIST: If we can take a five
11 minute break. I hate to interrupt. We need to
12 change a tape. So five minutes. We'll reconvene
13 and, John, you can get your stuff ready.

14 (Break.)

15 CHAIRMAN GEIST: If we can get everyone
16 seated. All right. We're running behind schedule
17 but we want to get all the information out that we
18 can -- we only paid rent until one. They're not
19 going to evict us.

20 If I could ask you fellows to speak more
21 closely into the microphone. The people in the back
22 are having a hard time hearing. This would be the
23 microphone. Tom, it's all yours.

24 MR. LUTTON: Thank you, Rick, and thank
25 you committee members for coming up. It's the most

1 critical time in our lives. I'm sure you've heard
2 many of the speakers ahead of me saying that.
3 Basically in our shop, our average age is
4 approximately 47 with the average seniority of about
5 25 years.

6 I could tell you that these people are
7 the greatest workers in Pennsylvania. I can
8 basically give you some information to prove that.
9 In the year of 2000, we had done \$18 million in
10 insource.

11 In the year 2001, we have completed three
12 orders already on the insourcing side. We have two
13 ongoing at the present time. Our insourcing
14 committee which was basically the local people,
15 which one of our members was part of, have gone out
16 and got contracts for over \$30 million more
17 insourcing.

18 That was to come into our shop from the
19 period of August of this year into next year. With
20 the announcement of the Norfolk Southern's closure
21 of our shop, that work basically has been turned
22 down.

23 Since their notification in February of
24 this year, we have lost two more orders that we
25 could have possibly had. We're asking you to help

1 us save our shop.

2 We feel that we are self-sufficient. You
3 say, how do you know you are self-sufficient? When
4 we bid work into the shop, we do it at the overhead
5 rate of work.

6 The overhead rate of work means that we
7 look at cost of electricity, cost of benefits, cost
8 of wages, all costs related to the shop and the
9 workers in the shop.

10 We then bid that at that rate of pay. We
11 then ask Norfolk Southern in the early days, what
12 percentage of profit would you like. We were told
13 by then Dr. Samuels, who is now with Norfolk
14 Southern, to keep the same profit, that profit was a
15 4 percent profit with another 2 percent added on for
16 guarantee, 1-year guarantee.

17 We've exceeded that since our days with
18 Norfolk Southern, and we're running approximately 16
19 to 18 percent of profit.

20 This shop is highly profitable. Norfolk
21 Southern likes to use the terms that this shop is
22 not being used to its capacity.

23 You can only run a shop to its capacity
24 with the employees that you're allowed to work with
25 or allowed to have on the property. 19 -- I'm

1 sorry. In the year 2000, we had to turn away four
2 orders simply because we didn't have enough
3 employees to complete these orders.

4 Again, that leads back to their
5 commitments, they were going to keep the shop and
6 enhance the shop. They have totally failed to do
7 any of the above.

8 I heard the Governor -- not the Governor,
9 the General say that they have in excess of 61,000
10 cars in surplus or bad order. That's due to the
11 repair and that's due to the Economics Conditions
12 Act.

13 My question to the General since they
14 could have closed down the Roanoke Car Shop, they
15 were -- they are talking about closing the shop,
16 where are these 61,000 cars going to be repaired
17 when there's an economic upturn?

18 I wish he was here. I would like to ask
19 him that question face-to-face. There's no reason
20 for them to shut this shop down. This shop is
21 profitable. This shop has good workers.

22 And I guess in closing, what I want to
23 say, it's kind of related to a Christmas story.
24 Christmas time, I was watching the Grinch with my
25 granddaughter.

1 The middle of last month, we were invited
2 to attend the first meeting with the Norfolk and
3 Southern about the closure. That's something we
4 were required to do. We were making our
5 arrangements to go down.

6 I was leaving the shop that day, and as I
7 was leaving the shop, the train crews were pulling
8 out the 200 -- or I'm sorry -- 200 coal hoppers that
9 we were going to rebody for CSX, as well as the 125
10 box cars we were going to repair in the shop
11 starting in August.

12 So I guess what I'm trying to say to you,
13 I know how the people felt when the Grinch stole
14 Christmas for them because that was work in our yard
15 already, ready to be worked on. They pulled it out.
16 That's going to be done at a greater cost to that
17 railroad. You got to understand that.

18 Why they're making the move, they're
19 making -- we don't have a clue why they're doing it.
20 In closing, I want to thank you guys. I'll pass it
21 on to John and if he has any comments he wants to
22 make to you guys.

23 CHAIRMAN GEIST: John, go ahead. When
24 you're done, we'll go to questions.

25 MR. CZUCZMAN: If I may, Mr. Chairman,

1 thank you.

2 CHAIRMAN GEIST: This is the only guy
3 that will not need a microphone.

4 MR. CZUCZMAN: You might be right. I'm
5 the old head. I go back many, many years. I've
6 gone through the Pennsylvania/New York Central
7 merger.

8 I went through the Penn Central. I went
9 through Conrail. I've been sitting on all the
10 committees. I went through the railroad life time
11 job security, and the Court took it away from us.

12 We're faced with the same problems. My
13 concern goes no further. My concern goes for the
14 Southern mentality. You asked about Norfolk
15 Southern, they have a Southern mentality, they're
16 still fighting the Civil War.

17 What's going to happen to our people in
18 Altoona is they're using other means of eliminating
19 their rights in the protection. In the New York
20 dock, you asked the question, Representative, on the
21 New York dock, what they're doing to our people
22 here, that they're basing mostly on them being
23 successful in closing the shop.

24 I hope to God, as I'm sitting here,
25 they're not. They're wrong. I hope the shop stays

1 the way it is. I look a little further, and I say,
2 this, the new -- the Norfolk Southern has planted
3 the seed already by offering a transfer. Imagine
4 when they closed the Roanoke Car Shop, which is one
5 of the biggest facilities bidding cars.

6 They didn't ask for no transfers. They
7 furloughed them straight on out. Why? Because
8 there was no New York dock protection involved, no
9 protection whatsoever.

10 When we come to the Conrail and the
11 Norfolk Southern and the Altoona Car Shop on the
12 acquisition, there is provisions in the law for New
13 York dock.

14 But what they did this time around was
15 they're going to transfer 221 jobs -- 221 Altoona
16 people's jobs to 115 positions. Some of the
17 locations you heard have furloughed people there
18 already.

19 And they expect these people in Altoona
20 to just pick up their roots and take the 115 jobs.
21 What happens to the 221 employees, even more,
22 because we have people who are out sick and may come
23 back. It could go up to maybe 250 jobs. What
24 happens to those people if they all decline to take
25 that transfer?

1 Pick up their roots and go? They lose
2 their New York dock. That gives the Norfolk
3 Southern another handle, another way out. None of
4 them have to make no payments. They will give the
5 money to the new management people. That is my
6 concern at this meeting.

7 I don't know if this Committee can do
8 anything about it. I'm sure if we had some kind of
9 mechanism to stop them and argue this point out,
10 which we will during our negotiations with them on
11 this issue, I'm not about to sign no agreement
12 whatsoever with them until I get some actual facts
13 and guarantees, much more than they promised us
14 because I know, you know, many men out there is not
15 going to take this transfer.

16 It's unlikely they're going to take this
17 transfer. Who the hell in this day and age is going
18 to pick up and go to Illinois or go to Columbus,
19 Ohio, or have one job going to North Carolina, maybe
20 get one man going to North Carolina.

21 What happens when they do go there? They
22 may get furloughed, then they have to beat their
23 brains about New York dock protection.

24 So for the members of the council, you
25 asked about New York dock, there is no such

1 guarantee. Gary here and my assistant here has been
2 perfecting some claims for our members on New York
3 dock.

4 We have maybe about 50 in the hopper.
5 Out of the 50, we maybe settled five. The rest may
6 have to go to arbitration.

7 And, me, in my experience with
8 arbitration, brother, you forget about arbitration.
9 I have no faith in the arbitration system when it
10 comes to the railroad whatsoever. But you have to
11 go that route.

12 So I close and I thank you very much,
13 and, Chairman Geist, and the Committee here for
14 having these hearings. Thank you.

15 CHAIRMAN GEIST: Thank you very much.
16 All right. A couple questions. Tom, could you
17 please elaborate on the CSX commitments that were
18 made in the surface transportation agreement and the
19 committees on Same Rea.

20 MR. LUTTON: One small part of our
21 agreement, Rick, was the CSX war was the locomotive
22 for the Juniata and the one thousand parts for the
23 -- in the year 2000, we had completed 350 box cars
24 for the CSX. That was year one.

25 Now, these cars were broken down into

1 yearly increments for a year. It's going to be 333
2 cars per year. We had on the property, I want you
3 to understand, we had on the property, on the
4 Hollidaysburg yard, 200 coal hoppers that we were
5 going to strip and revise.

6 We had 125 box cars in our yard, and CSX
7 already made their commitment, they brought them
8 there.

9 When the notification come out,
10 approximately two, three weeks later, they shipped
11 the cars back down, I guess to CSX, but that's going
12 to cost you money by doing that.

13 They committed to NS, by certain
14 agreements, labor-wise, they would, absorbing the
15 cost, something to do with the material at Sam Rae,
16 during the break up day that CSX -- this had that --
17 it's going to cost them money to send them cars back
18 to CSX to have them repaired.

19 CHAIRMAN GEIST: Thank you. Questions?
20 Jerry.

21 REPRESENTATIVE STERN: Getting back to
22 the 61,000 cars that will need repaired, you
23 indicated that someone is going to have to do this.
24 We're talking about or what I heard this morning
25 being discussed by the Norfolk Southern

1 representative dealt with the issue of economics.

2 You've already indicated in your
3 testimony, Gary, and Tom as well, that we can do it
4 cheaper. We can do a better job at the
5 Hollidaysburg car shops.

6 Can you elaborate on where these cars
7 will be repaired and what that could possibly cost
8 economically to Norfolk Southern if they have to
9 contract out all this work?

10 MR. LUTTON: Cost-wise would be hard to
11 judge unless we seen who the cars are going to go
12 to. But as far as the history of NS has been, our
13 history, that's been true from day one. They have a
14 longstanding history of contracting out work
15 sometimes at a greater cost.

16 The -- we're going through right now
17 modernization down at Juniata. We're basically --
18 done that work since the days of PRR. What they
19 have done to us is they brought outside contractors
20 in.

21 It all boils down to, Jerry, the fact
22 that there's an agreement, September 24, '64
23 agreement, an antiquated agreement that's been tried
24 to be changed, I guess, with the union many, many
25 times and it hasn't.

1 It gives them the right. There's five
2 basic steps they follow. That allows them to use
3 contracting and the steps that the union should
4 never overcome.

5 It is not money problems. It's generally
6 they don't have the proper supervision, things of
7 that nature. But to answer your question, that's
8 probably what they're going to do is go to the
9 outside.

10 REPRESENTATIVE STERN: You indicated in
11 the year 2000 you turned around four different
12 orders?

13 MR. LUTTON: Yes, sir.

14 REPRESENTATIVE STERN: As far as
15 insourcing any work for the year 2001, you had
16 orders put in place which now have had to be
17 cancelled and turned away?

18 MR. LUTTON: Yes.

19 REPRESENTATIVE STERN: When we're talking
20 economics, that's income. That's profit. That's
21 net profit. Bottom line for Norfolk Southern.

22 MR. LUTTON: That's exactly right.

23 REPRESENTATIVE STERN: Thank you, Mr.
24 Chairman.

25 CHAIRMAN GEIST: Yes.

1 MR. LEVDANSKY: Both mics at the same
2 time. Before I ask a question, I just want you to
3 understand where I'm coming from. Okay.

4 I'm not from here so I don't know the
5 local political way of the land. That's all Greek
6 to me. I come from a region that suffered massive
7 steel mill closings. My other life, I probably only
8 remember the legislature that's ever bargained a
9 contract or organized the local union.

10 I understand where you're coming from.
11 That's kind of like from that perspective I'm
12 looking at.

13 MR. CZUCZMAN: You have the location I
14 used to be.

15 MR. LEVDANSKY: Right adjacent to my
16 district is the NS facility. I've learned a lot
17 about railroads. I've got both CSX and Norfolk
18 Southern going through my district.

19 As a southwestern Pennsylvania
20 legislator, we're confronted with a tough authority
21 issue here as you were here. We're looking at
22 United Airlines acquiring U.S. Air and its public
23 officials.

24 We're being asked to sign on to support
25 that. Honestly, it's like dammed if you do, dammed

1 if you don't because if U.S. Air doesn't get
2 acquired, they're going to get bankrupt. Then we're
3 really going to have problems.

4 And United promises us that they're going
5 to maintain all commitments U.S. Air has made to the
6 Pittsburgh Airport. Any time you ask these
7 companies to sign a contract making that commitment,
8 they never do.

9 They make all kinds of verbal assurances.
10 I know in your presentation here you say, you have a
11 quote here from the Pittsburgh Post Gazette. Mr.
12 Congressman Shuster says there have been strong
13 verbal assurances that the shops will remain at
14 least at the current level.

15 It's a quote, you know, from Congressman
16 Shuster. At the time, you mentioned that there's
17 rock solid commitments that have been made to the
18 people in this community.

19 MR. MASLANKA: Absolutely.

20 CHAIRMAN GEIST: Signed.

21 MR. CZUCZMAN: Absolutely.

22 MR. MASLANKA: Absolutely.

23 CHAIRMAN GEIST: When you have signed
24 commitments, you have something I may have seen
25 anywhere.

1 MR. MASLANKA: Let me respond to this.
2 In that packet, there's all the fact sheets. And
3 the best choice for Pennsylvania it clearly states,
4 Norfolk Southern is committed to operate Conrail's
5 Hollidaysburg Car Shop and Juniata to promote
6 employment there.

7 I mean, we're at a hearing today talking
8 about these things. You look back to March 20,
9 1997, the Appropriations Committee in Pennsylvania,
10 or in the federal sector as a matter of fact, held a
11 hearing on the Conrail merger applications.

12 During that hearing, Senator Spector
13 asked Chairman Goode, moving to Hollidaysburg what's
14 going to happen here? We're in a position to give
15 more than our share.

16 If you look through the documents you
17 have there, that said the truth and nothing but the
18 truth. That's an example of what this corporation
19 did as far as commitment. They're in writing.
20 They're quoted all over the place.

21 What you have to remember is that's why
22 we filed with the Surface Transportation Board, is
23 they made it clear in their Decision 89, that one of
24 the conditions is we're going to hold the applicants
25 to their commitment.

1 Because, you know, there was so much
2 concern about this not being a normal -- here you
3 have two companies dividing up one company. There
4 was so many concerns. They saw fit to say, look, if
5 this is what you're saying, if you're going to make
6 this thing work, you have to live by those
7 commitments.

8 I mean, if they don't enforce that, why
9 do we need a Surface Transportation Board?
10 Pointblank, I mean, where does this kind of stuff
11 go?

12 MR. LEVDANSKY: What's to stop -- I don't
13 mean to plead their case. What's to stop Norfolk
14 Southern from saying, look, economics and finances,
15 business downturns has happened, well --

16 MR. MASLANKA: I think --

17 MR. LEVDANSKY: You cannot encumber our
18 ability to make business investment decisions, you
19 know, no matter what. I would presume that would be
20 -- not to make their argument for them.

21 MR. MASLANKA: Obviously, that's what
22 they were here to do, to make their argument. I
23 made it clear from the beginning, I will not go as
24 far as that debate goes. As far as I'm concerned,
25 it's clearly revealed through the record time and

1 time again.

2 This corporation made a commitment and
3 we're here, we're going to do whatever it takes to
4 make them live up to that commitment.

5 MR. LUTTON: Let me say concerning the
6 issue that we're discussing, the Hollidaysburg Car
7 Shop, its economic issue, it's a self-imposed one
8 because they are making money. Why would you want
9 to close something down that's making you money when
10 it's one of the few things making money?

11 MR. LEVDANSKY: Maybe take the one you
12 would have invested in there and take it somewhere
13 else.

14 MR. LUTTON: The investment is there.
15 It's bought and paid for. We're paying everything
16 -- for everything else. The cost is everything from
17 lighting down to the wages.

18 That's bid-in to perform this work. What
19 we charge the companies to do the work is a total
20 cost to operate that shop. So it's a profit center.

21 MR. LEVDANSKY: When -- you know, the
22 industrial industry, when they closed the steel
23 mills, those mills were making money. Their
24 productivity was at all time record highs and they
25 still closed them.

1 You know what I mean? All I'm saying is
2 business, and this may be an exception, I hope it
3 is, okay, I hope it is. I hope you have some
4 covenant or some restriction that's legally binding
5 to force them to honor their commitment that they
6 made to this community.

7 But if it's just like over circumstances
8 I've seen, unless it's an exception, basically what
9 you need then, in order to, you know, and in my
10 life's experience, albeit be negotiating at the
11 table or politically, when there's -- when
12 commitments are essentially verbal ones, even if
13 they're public ones, and if they're not honored,
14 then, you know, they only get honored if there's
15 somebody or something to make sure that they get
16 honored.

17 And it seems, you know, one of the
18 previous people that testified quoted from the
19 Altoona newspaper, seems to suggest that there was a
20 Congressman that represented to that area that
21 seemed to have the significant political clout to
22 make them honor their commitment.

23 And when I read earlier this year that he
24 announced his retirement, and three weeks later,
25 Norfolk Southern announced that they're going to

1 close this facility, states a question to somebody
2 is there any correlation between these two, or is
3 this just -- are they any kind of events?

4 Okay. I merely ask this question. It
5 seems obvious. I obviously don't have the answer.
6 I don't know. I asked that question to elicit a
7 response from you all.

8 MR. MASLANKA: Well, obviously there's a
9 correlation there. Let me just repeat again, you
10 know, this is David Goode being quoted. You can
11 cross Norfolk Southern to get to the truth. I don't
12 know what it takes.

13 But I can tell you that these commitments
14 were made. And I don't -- I guess, I wouldn't
15 characterize them as verbal. I think they are
16 verified statements of David Goode and Michael
17 Mullen in front of the Surface Transportation Board.
18 As a matter of fact, I know there's certified
19 statements under oath.

20 I think appropriately verified statements
21 in front of the United States Appropriations
22 Committee's meeting. These people knew, as I said
23 in our written comment, these people knew dating
24 back to 1984, they wanted this piece of Conrail.

25 They wanted it so bad they could taste

1 it. This was all contrived, put together. They
2 knew exactly what they had to say. They knew what
3 complaints they had to make to get their way in this
4 deal.

5 As David Goode stated in this article, we
6 knew all along or however it was put, they knew what
7 they had to say and they said it. They said it
8 repeatedly.

9 I mean, they have to live up to those
10 commitments. The Surface Transportation Board is an
11 agency of the United States government, Department
12 of Transportation. And they said, look, you know,
13 you have to live up to your commitments there. And
14 I think that's why we're here today.

15 We certainly appreciate your help. I
16 mean, as I said before, these things cannot continue
17 to help if they happened in the past. No one said
18 anything about it. I can't speak to that. I am
19 here to speak to the issue here at Hollidaysburg
20 today to tell you that we won't accept this and do
21 whatever it takes.

22 REPRESENTATIVE STERN: Thank you.

23 CHAIRMAN GEIST: Yes, sir.

24 MR. STAIRS: Thank you. I just have a
25 point, maybe it's dumb. If it is, okay, then we'll

1 just say it's dumb and we'll go on to the next
2 question.

3 To me, it seems, you know, if somebody
4 makes you promises, and not just verbal, but written
5 promises, and if they renege on those, I'm saying
6 completely back out of those promises, there's
7 probably going to be more to come. This is only the
8 beginning.

9 And I, being a Pennsylvanian, I suspect
10 other parts of our Commonwealth, CSX, or in this
11 case, Norfolk Southern, is going to kind of back out
12 of some of the other commitments they have made.

13 And, you know, I just -- I have bad vibes
14 on this. It's more to come. Let me ask you, as the
15 union, do you sense that if they want to get out of
16 this Pennsylvania main line railroad business and
17 cut back in this area, is there any possibility that
18 the employees could go to the company and say, we'll
19 buy you out, we'll take over the company?

20 This happened. There's precedent here
21 before that the employees took over a company, or
22 were there any other companies out there that
23 essentially -- that Norfolk Southern is going to go
24 south on you, figuratively speaking.

25 That we might come in and take over this.

1 I see a bright future, not in rail, but passenger
2 service across this state. If we get, maybe
3 there's, you know, a tie-in here, but I think
4 there's a bright future for Pennsylvania's railroad
5 industry.

6 If you want to take over the company or
7 someone else is to take over, they were the white
8 knights a couple years ago. They're not the white
9 knights right now, I see. Is there any prospects or
10 is that no possibility?

11 MR. CZUCZMAN: Let me respond to your
12 first question. No, the union is not going into the
13 business of hiring or running a railroad. No way in
14 the world do we do that. And the second question is
15 the few years ago, we did make an agreement with
16 Conrail.

17 The members back here, in the back here,
18 down in the railroad, did make concessions to bring
19 in a greenbrier organization to run that shop.

20 They committed millions of dollars to
21 improve that shop. And after the membership bit the
22 bullet, our international president was scared to
23 sell that idea to the members of 27D.

24 What happened, the company reneged again.
25 They pulled the rug from under us and they were

1 twiddling their thumbs after they saw the
2 concessions we made, enormous concessions at that
3 time to make that shop going, they were faced with
4 the same issue.

5 The answer to all of this is somewhere
6 along the line, the politicians and the government
7 have got to go after the people that were lying,
8 convict them of perjury and put them in jail.
9 That's where they belong, in jail.

10 MR. MASLANKA: Fair question. Again, I'm
11 not prepared to speak to that question. Thanks to
12 Mr. Stairs, I don't want to sound repetitive here.
13 First on the hot plate is stopping a corporation who
14 just doesn't even think twice about
15 misrepresentation and whatever else.

16 MR. STAIRS: They do it once, they are
17 going to go it again.

18 MR. MASLANKA: Across the country. And
19 believe me, that message will go out with whatever
20 it takes. I mean, apparently, they, you know, have
21 done things like this in the past and no one has
22 stepped up to the plate. It's not the case now.

23 I'll tell you this, as far as we're
24 concerned, it's an all out battle of the southeast
25 people with respect to what we're doing. We

1 appreciate any help we can get from this Committee
2 or whoever else.

3 MR. PARSELLS: Real quick to follow up on
4 Representative Stern's question. You don't know
5 whether CSX's car is right -- I'm trying to figure
6 out where are your jobs going? Who are you sending
7 your work to?

8 MR. LUTTON: Well, we really don't know
9 exactly. It was our understanding when they shipped
10 them out, the hopper cars were going to go back down
11 to Kentucky to have them repaired down there. The
12 box cars probably would have went out to an outside
13 contractor. It would be my best guess.

14 MR. PARSELLS: Such as what, an outside
15 contractor?

16 MR. LUTTON: Thousands of them in the
17 country. You know, I don't know which one. I can
18 find out for you.

19 MR. PARSELLS: I'm curious how they more
20 profitably send those cars out.

21 MR. LUTTON: That's why I was
22 complaining.

23 MR. PARSELLS: I heard you say that.
24 That's what I was trying to figure out what you were
25 saying.

1 CHAIRMAN GEIST: We want to thank you
2 very, very much. When this Committee was studying
3 the merger, we had our hearings before, one of the
4 things that came out during the course was covenants
5 that we sent to the Surface Transportation Board
6 which they adopted and Norfolk Southern never
7 protested it.

8 The language in there is the language we
9 wrote out of this Committee, specifically meaning
10 Hollidaysburg and Juniata with all the other
11 projects within Pennsylvania. That's how that
12 language got there. It was never opposed by all
13 their big time attorneys.

14 So, you know, I'm with the battle. Thank
15 you guys very much.

16 Next up is a longtime friend of mine,
17 David Bender, from the Transportation Communication
18 Union. David, you're up.

19 MR. BENDER: Good afternoon, Chairman
20 Geist, Committee members. I would like to thank
21 you, Rick, for bringing your Committee up to
22 Altoona. I would like to thank you for letting me
23 participate today.

24 My testimony is going to be short and
25 right to the point. My name is David Bender. I'm

1 the District Chairman of the Transportation
2 Communication Union that represents employees of
3 Norfolk Southern Railway Company.

4 I work here on the NS and I live here.
5 TCU actively participated in the STB proceedings in
6 the acquisition of Conrail. Norfolk Southern began
7 to operate the Hollidaysburg Car Shops on June 1,
8 1999.

9 It is now clear that Norfolk Southern
10 will not retain the shop, in spite of what it
11 represented to the STB in seeking approval of the
12 transaction. Was it a coincidence that Congressman
13 Shuster resigned in January 2001 and Norfolk
14 Southern sprang into action February 2001?

15 It is pretty plain that Norfolk Southern
16 planned to do this, even as it was saying otherwise
17 at the STB proceedings.

18 I urge you to hold the Norfolk Southern
19 people to their word.

20 CHAIRMAN GEIST: Thank you. Any
21 questions? Thank you.

22 MR. BENDER: Great.

23 CHAIRMAN GEIST: Next up.

24 MR. BENDER: My fellow brother is pretty
25 good at TCU. They did an excellent job.

1 CHAIRMAN GEIST: Next up is the great
2 basketball coach, now the executive director of the
3 Blair County Chamber of Commerce, Joe Hurd.

4 MR. HURD: Thank you, Chairman Geist, and
5 members of the Committee. I appreciate the
6 opportunity to be here today as the executive
7 director of the Blair County Chamber of Commerce.

8 The Blair County Chamber of Commerce is
9 an organization representing 819 businesses. And
10 among those businesses is the Norfolk Southern
11 Corporation.

12 Although some of those that have already
13 testified have no doubt spoken to the economic
14 impact that Norfolk Southern's decision to close the
15 Hollidaysburg Car Shops will have on our region, my
16 testimony will focus on the emotional and
17 psychological impact that such a closing is likely
18 to have.

19 Blair County businesses are enthusiastic
20 and interactive. As a chamber of commerce, we have
21 had an opportunity to witness the growing number of
22 exciting projects being undertaken in Blair County
23 primarily due to the willingness of our businesses
24 to get involved with one another.

25 When the best interests of our

1 communities are concerned, the financial bottom line
2 plays a secondary role. Our businesses compete and
3 collaborate and practically everywhere you look in
4 this county are examples of where this collaboration
5 has met.

6 Sadly, Norfolk Southern hasn't taken the
7 opportunity to experience that community feeling.
8 Unlike its predecessors, it has chosen not to
9 involve itself or its people in the many meaningful
10 efforts that have taken place here and consequently
11 have missed out on an aspect of business interaction
12 which may well have yielded more reasons to stay
13 than to go.

14 Blair County business is consistent and
15 loyal. Look closely at the businesses, large and
16 small, that have not only been started here but
17 those that have come here from elsewhere and
18 established roots. Many of those businesses can
19 claim more than a half century of doing business in
20 Blair County.

21 For most of them, prosperity has not been
22 a certainty. They have weathered many economic
23 downturns, yet they have resisted the lure of
24 relocation, because they recognized that struggling
25 in an environment where the strong prevailing work

1 ethic and the willingness of other businesses to
2 step forward and offer assistance are not
3 characteristics that exist everywhere.

4 No business has weathered more adversity,
5 consistently bounced back and served as more of a
6 shining example of determination than the resiliency
7 of the railroad.

8 No business has had a greater influence.
9 No business has stamped a more emphatic corporate
10 imprint on a city and its people. No business has
11 been a greater source of civic pride.

12 In Blair County, business is fragile.
13 Despite the optimism that has existed during the
14 past decade of prosperity, recent plant closings and
15 relocations will take a toll, both economically and
16 psychologically. All of the businesses affected
17 will be missed.

18 It is impractical to believe that the
19 majority of the employees of those businesses can be
20 readily absorbed by other businesses in our county.
21 What separates those businesses from Norfolk
22 Southern is that none of them expended even a small
23 amount of effort to gain the confidence of its
24 employees and its community by promising not only to
25 stay here, but to grow its operation here as well.

1 What is to be gained by intentionally
2 misleading people so willing to support them? Blair
3 County business is strong. There may have a time,
4 only a few decades ago that the prospect of losing
5 the railroad may have been devastating to Blair
6 County.

7 The railroad has, in effect, built Blair
8 County and established traditions here that will
9 remain alive for generations to come.

10 However, Blair County's existing business
11 resources, as well as its undeniable potential, will
12 help it to land comfortably on its feet. Businesses
13 have come and businesses have gone. The smart ones
14 are the ones that have stayed.

15 The Blair County Chamber of Commerce
16 encourages Norfolk Southern Corporation to do the
17 smart thing. Not just because of what you mean to
18 our community, but because of what our community can
19 mean to you.

20 That's a promise worth keeping. Thank
21 you.

22 CHAIRMAN GEIST: I have a question for
23 you. How active is Norfolk Southern in your
24 organization and other community organizations?

25 MR. HURD: Not active at all.

1 CHAIRMAN GEIST: They made some serious
2 statements in the testimony to complete the work --
3 and others from Conrail would have in the fabric of
4 this community -- to the best of my knowledge, they
5 have had little or none of that commitment met.

6 MR. HURD: We have made overtures to
7 Norfolk Southern to involve key people in -- even in
8 board positions; and essentially, could get no one
9 at Norfolk Southern to even return calls to indicate
10 that those offers were something they were not
11 interested in.

12 My experience with Norfolk Southern has
13 been that they have operated as a company, that for
14 a lack of a better statement I guess, didn't expect
15 to be here very long. And, essentially, that's been
16 consistent with their impending departure.

17 CHAIRMAN GEIST: Thank you, Jerry. Thank
18 you very much.

19 MR. HURD: Thank you.

20 CHAIRMAN GEIST: Next up is Pat Miller,
21 Vice President of Altoona Development Corp., and for
22 those who don't know what that is, that's our
23 economic development branch for the county. Pat.

24 MR. MILLER: Let me first state that I am
25 basically pinch-hitting today for my boss who is

1 engaged in another hearing relative to another plant
2 shut down announcement and wishes he could be here.
3 But he's probably doing an important job at that
4 meeting that I hope I am doing at this meeting. My
5 name is Pat Miller. I am the Executive Vice
6 President of Altoona-Blair County Development
7 Corporation.

8 We are Blair County's Certified
9 Industrial/Economic Development Corporation; and in
10 1998, we were actually named Pennsylvania's Economic
11 Development Agency of the Year.

12 Our mission is to work as a catalyst for
13 comprehensive economic development, an enhanced
14 quality of life, and conservation of the environment
15 in Blair County and throughout the entire I-99
16 regional corridor. As an experienced and successful
17 economic development organization, we are well aware
18 of the business factors influencing transportation
19 and logistics decisions.

20 We're very much in tune with shifts in
21 the national economy and two-way impact potential of
22 business globalization. But in Altoona and Blair
23 County, we still value our heritage. Trust is still
24 an important word with us. We owe our existence to
25 the Pennsylvania Railroad. They taught us how to

1 work.

2 Through five generations of craftsmen, we
3 have never forgotten that heritage. We realize that
4 employment guarantees no longer exist, but trust and
5 value and mutual honesty and integrity have shaped
6 our culture in the past and are no less important
7 for the futures of our families.

8 During news conferences and congressional
9 hearings announcing and approving of the merger,
10 Norfolk Southern leaders indicated that the
11 Hollidaysburg car shops would be a key facility in
12 maintaining the railroad's rolling stock and that
13 the number of workers in the railroad's businesses
14 in Altoona would grow.

15 Although we were not a direct party to
16 the original agreement, we remained extremely,
17 extremely disappointed at what appears to be unmet
18 commitments regarding the Hollidaysburg facility.

19 Equally important, we, as a community,
20 have concerns in moving forward. Can we do that
21 with confidence? Can the employees of the Juniata
22 Locomotive Repair facilities plan for a meaningful
23 future? We request Norfolk Southern to join with us
24 to identify the future of the Juniata Locomotive
25 shops and sharing their strategic division for the

1 continued growth in that facility.

2 We have repeatedly expressed our desire
3 over the past two years to work with Norfolk
4 Southern on another vital matter -- the potential
5 development of the underutilized classification
6 yards north of the 8th Street Juniata Bridge in the
7 City of Altoona and extending north into Logan
8 Township.

9 Development on that site could benefit
10 not only the community but also Norfolk Southern
11 itself as a freight carrier. Uses could include
12 possible intermodal operations, especially as a
13 result of the traffic increases that are projected
14 following the completion of Interstate 99.

15 It's time for Norfolk Southern to get
16 serious about maximizing the utilization of this
17 extremely high profile development opportunity
18 property. We must emphasize that we are seeking
19 assistance from Norfolk Southern in marketing the
20 Hollidaysburg car shops, if their announcement to
21 close those facilities is finalized.

22 We request and we will welcome their
23 financial commitment, so that we may develop a first
24 class national marketing effort and continue
25 evaluations for maximizing alternative uses for that

1 facility.

2 We strongly urge Norfolk Southern to
3 explore the possibility of creating a downsized
4 version of the Hollidaysburg facility, possibly
5 using some of the underutilized facilities at the
6 Juniata shops along Chestnut Avenue in the City of
7 Altoona.

8 This way, a base of skilled workers,
9 especially younger family heads, could be kept in
10 place. As the heart of our regional economy,
11 manufacturing makes up 18 percent of Blair County
12 employment. The average annual wage not including
13 Norfolk Southern, for our entire manufacturing
14 sector is \$27,500. That's only 76 percent of the
15 average Pennsylvania wage for this sector.

16 But vital -- vital to a county where the
17 average wage for all employees ranks only 46th among
18 67 Pennsylvania counties and where the per capita
19 income is only \$20,482 annually. A balanced sector
20 economy with continued expansion of our service
21 sector is the key to our long-term stability and
22 wage growth.

23 The specific wages for the employees of
24 Norfolk Southern's car shop operations in
25 Hollidaysburg, not included in the previous

1 summaries, average between \$40,000 and \$45,000
2 annually, and when removed from our economy means a
3 regional loss of \$15 million in direct wages alone.

4 Altoona and Blair County and, for that
5 matter, in the entire I-99 corridor is in the
6 process of transitioning towards a new economy and
7 information technology business activity.

8 We are proceeding with self-assurance --
9 both individually and collectively. But we need
10 tangible support in this transition. We welcome
11 government support, union support and media support.

12 We also need a commitment of management
13 support and resources from Norfolk Southern to
14 continue to capitalize upon our 55 years of service
15 and dedication to the people of Blair County.

16 Members of the Committee, we welcome and
17 value your trust, your honest and your support
18 relative to this issue. We thank you for the
19 opportunity to voice our opinion and we appreciate
20 your understanding of our vision.

21 CHAIRMAN GEIST: Thank you very much,
22 Pat. Any questions? Thank you.

23 Our last scheduled testifier is Dr. Denny
24 Murray, Superintendent of Altoona School District.
25 For the members of the Committee, treat him nicely.

1 His father is a former member of the House.

2 MR. MURRAY: Thank you. Chairman Geist,
3 Members of the Transportation Committee, thank you
4 for inviting me. I guess it's this afternoon. I
5 have a kind of outline form that I would like to
6 speak from. And if you'll indulge me, I would like
7 to first talk about the school district profile and
8 let you know a little bit about us.

9 We serve three municipalities; the City
10 of Altoona, the Township of Logan, and part of the
11 Township of Tyrone.

12 We are five of the 11 tax collectors for
13 the county, the city, the Township, and the school
14 district. So we have multiple hats that we wear.

15 Our budget in the school district is \$70
16 million a year. We are the second largest employer
17 in the City of Altoona with 1,100 employees and the
18 third largest employer in the County of Blair.

19 I don't think that's good news -- I
20 don't think it's good news that a school district is
21 the second largest employer in a city the size of
22 Altoona or a third largest in the county the size of
23 Blair. We have 8,800 students, kindergarten through
24 12th grade.

25 We operate the largest transportation

1 company between Pittsburgh and Harrisburg. We
2 operate the largest restaurant between Pittsburgh
3 and Harrisburg.

4 In addition to that, we provide internet
5 television to our community through the access
6 channel. Altoona School District has a long history
7 of serving the railroad industry. Looking back to
8 1983 when the school district received a grant of \$2
9 million from Federal Vocational fund; \$1.3 from the
10 Appalachian Regional Commission, and \$202,000 from
11 Conrail, they constructed a rail training center.

12 This was a partnership from Conrail to
13 train workers for the railroad industries. The
14 building was constructed. It was never used to
15 train the workers. Conrail changed their mind
16 somewhere between the groundbreaking and the
17 completion of the rail training center.

18 During the interim, the Ben Franklin
19 Incubator took occupancy of this building, and
20 presently that building serves as the bus testing
21 center with federal grants, of course, supporting
22 that.

23 So we have a history of trying to be a
24 partner with the railroad industry. In March 1997,
25 we turned out our students and our band to welcome

1 Norfolk Southern to our community. If you look at
2 the last page in the handout, this is from the
3 Norfolk Southern newspaper or news magazine.

4 David Goode is quoted as saying, "For
5 Norfolk Southern, it's the business opportunity of a
6 lifetime." If you go down to the third paragraph,
7 it said, "The airport reception for the railroad
8 executives was akin to a welcoming celebration for a
9 champion."

10 Altoona Area High School band played and
11 residents waved signs saying, welcome to our future
12 shops. Student color guard formed the letters NS.
13 The elementary -- the school students offered
14 letters of welcome and gifts were presented.

15 David Goode said we expected a warm
16 welcome. This surpasses anything we dreamed about.
17 We did everything we could possibly do to make their
18 initial entry into this community a meaningful
19 experience.

20 If you look at our mission statement,
21 which I don't have to read to you, one of the
22 secondary missions of our school district is to be a
23 partner with our community economic revitalization
24 and development.

25 We have worked with the Chamber of

1 Commerce. We have worked with ABCD Corporation. We
2 just recently participated in the KOAZ concept in
3 terms of freeing areas up for development. We
4 continue to be a partner with anyone who wants to
5 explore economic revitalization and development.

6 In terms of the Norfolk Southern
7 operation, the total earned income tax they pay to
8 our school district, this would include the
9 Hollidaysburg shop and the Juniata shop, would be
10 \$161,662, a lot of money. Multiply that times two.
11 You get the municipal share of that which comes out
12 to \$323,325.

13 Well, only the Hollidaysburg Car Shop at
14 this time is closing. I think a question that
15 another testifying individual stated, how long will
16 it take before the Juniata shops close? That's the
17 question mark.

18 The closing of the Hollidaysburg shop
19 will affect school districts in Blair County. I
20 took an estimate in terms of how much earned income
21 tax would be lost by Blair County school districts.
22 It looks like it's around \$70,000 in lost earned
23 income tax.

24 The situation about the earned income tax
25 is important because you have a payroll of about \$14

1 million -- \$15 million with the Hollidaysburg Car
2 Shop, you have a trickle down effect on the total
3 economy. And in terms of the municipal government
4 or school districts, that will affect our business
5 privilege tax, it will affect our mercantile tax and
6 it will certainly have a detrimental impact on being
7 able to meet our \$70 million budget.

8 And I would like to say that when you
9 look at the total situation that we've been facing
10 here in Blair County, I addressed this at the C-Cor
11 closing and the Butterick closing; Huck
12 International moving out, there's \$175,408 earned
13 income tax lost to the school district.

14 You have -- couple that with the fact
15 that the school district has been significantly cut
16 back with the per capita tax. In two years, we lost
17 \$168,00 in per capita tax; basic educational subsidy
18 has been reduced over \$1 million over the last two
19 years.

20 We fell below the ratio of .7 to .68. I
21 am showing you under No. 10, what has happened in
22 the collection of our local real estate tax. The
23 local real estate tax essentially is flat.

24 It's not growing, and yet our market
25 value is being effected because the actual market

1 value is recorded. But since Blair County has not
2 had an assessment since 1958, the dollars come back
3 to -- the actual taxes in the school district really
4 aren't there.

5 We're getting penalized by the fact we
6 have some growth in market value and getting
7 punished because there's been no reassessment of the
8 actual tax on the property which is significantly
9 less than actual.

10 I guess to close, I would like to say if
11 you lose a job, you can multiply it times four. And
12 that's pretty simple multiplication. We want to
13 make a commitment to the Committee members and
14 certainly to our Committee if there's anything this
15 school district can do to recruit industries,
16 businesses or whatever, to train workers to make the
17 rail training center available to Norfolk southern
18 or anybody else that might be interested in getting
19 programs started, we are willing to do so.

20 We cannot let this community -- we cannot
21 take the hit we're going to take as a result of
22 these closings. Thank you.

23 CHAIRMAN GEIST: Thank you. Any
24 questions? You have the Chairman of Education.

25 MR. MURRAY: That's why I was talking to

1 him.

2 MR. STAIRS: A number of times Dr. Murray
3 has spoke very well in Harrisburg on education
4 issues and pushing the Altoona School District. And
5 I realize education funding is tight, too, but I
6 certainly would try to work with you and help to try
7 to make things a little better.

8 I know this is a great community and
9 great school district. But you've had some good
10 times and bad times. We want to keep the good times
11 rolling. We don't want to go back to the old guys
12 days.

13 I know it's kind of tough. Let's stick
14 together, whether on the Education Committee or
15 Transportation Committee, we want to help Altoona
16 and the other districts of Blair County because when
17 your tax collections are down, it puts a burden on
18 the property tax.

19 We don't want to talk about that right
20 now. So it's -- if we work together, we can try to
21 resolve the difficulties.

22 MR. MURRAY: You lose jobs, you lose
23 students as well.

24 CHAIRMAN GEIST: Okay.

25 MR. LEVDANSKY: I want to follow-up as

1 well and not about the NS situation here, but you
2 made two extremely relevant points, at least in my
3 judgment. One is the school district and
4 municipalities have suffered a significant revenue
5 loss and the loss of tax revenue.

6 The state used to distribute -- we still
7 do, not nearly at the level we once did. I mean,
8 that was a hole that was elected by deregulation.
9 It's caused significant financial holes in a lot of
10 our school districts and municipalities.

11 I want to urge you to continue and other
12 superintendents and the school boards to keep
13 reminding us in Harrisburg, there's a shortfall in
14 revenue there that we have not helped you to recover
15 from. Okay?

16 Secondly, regarding reassessments. I
17 happen to come from a county that is going through a
18 laborious process of reassessing. Now, in Allegheny
19 County, I can tell you this is an unbelievably
20 contentious issue.

21 You know, we probably -- probably the
22 right thing to do -- I don't want to put words in
23 your mouth, you can react. We ought to do at the
24 state level, require counties to reassess
25 periodically to require them to undertake this

1 process to reassess, of course, with the requirement
2 that as reassessments go up, as assessed value goes
3 up, it would normally bring in more revenue.

4 We should require that additional revenue
5 be used to lower millages, both at school district
6 and municipal levels. That's what we're doing in
7 Allegheny for 2 percent net increase that you're
8 allowed to experience.

9 To the extent you have a county like
10 Allegheny or others, it does the right thing to
11 reassess over time. You have different patterns of
12 growth in a county, and historically some areas are
13 underassessed and others may be overassessed.

14 To the extent Allegheny bites the bullet
15 and did the reassessment, we put ourselves at a
16 disadvantage. With all the counties around
17 ourselves, our property taxes are lower down here.
18 Don't move to Allegheny County if you want to get
19 away from it come move to surrounding counties.

20 In order for us to do that, it's going to
21 take a lot of leadership and support from the Gold
22 Board Association, from the whole education
23 communities as a whole. I just invite your reaction
24 to that suggestion.

25 MR. MURRAY: I would agree. We're not

1 going to get reassessment -- former Commissioner
2 Bill Stouffer said, the only way you're going to get
3 reassessment is if you sue us.

4 We're not interested in getting into that
5 kind of situation with the County Commissioners or
6 others. And he said, if you look at what happened
7 in Huntington County, everyone who voted for it is
8 no longer a Commissioner.

9 So it's pretty accurate about, you know,
10 perception there. That's why we have gone since
11 1958. But now we look for help. We look for help
12 through Act 50. All right, so we get Act 50. We
13 got a flat real estate for five years. So now we
14 switch to earned income instead of real estate and
15 take away from those 511's.

16 That would have been great. Now, with
17 the Conrail problem, C-Cor and Butterick and
18 everyone else, that earned income is not there. In
19 order to go back, you have a referendum and it's
20 just a double-edge sword whatever you do.

21 MR. LEVDANSKY: It's a false choice.

22 CHAIRMAN GEIST: Any other questions? We
23 have one more quick presenter to be very brief and
24 he asked to be included, Ron O'Shersky, 187, St.
25 Michaels, PA.

1 MR. O'SHERSKY: Chairman Geist and
2 Members of the House Transportation Committee, my
3 name is Ronald O'Shersky, and the big picture is we
4 have a new type of government in this country.

5 It's beyond the left. I'm going to
6 relate that to this. This here closing of the shops
7 in Hollidaysburg that are proposed now -- Clinton
8 gives billions of dollars to the states and county
9 municipal railroads and bureaus, etc., townships,
10 under the guise of the environmental, spelled out
11 under the law, taking people's properties and right
12 to freedom away from them. Clinton's objective is--

13 CHAIRMAN GEIST: Excuse me. Can you
14 offer testimony as to the car shops?

15 MR. O'SHERSKY: I'm getting at that
16 point, if you allow me, Chairman Geist.

17 CHAIRMAN GEIST: Can you be brief?

18 MR. O'SHERSKY: Within a few minutes, I'm
19 getting to that point, if you allow me.

20 CHAIRMAN GEIST: Quickly. I'm going to
21 have to stop you.

22 MR. O'SHERSKY: Okay. I'll move quickly.
23 His operativeness, the U.S. government are at eye
24 level positions, he got his orders. Case in point,
25 Russian spy, they want this to occur. They wanted

1 deliberate action. He could instill fear but he has
2 to sleep in the country. Clinton has more power.

3 Now, Clinton is actually stalling and has
4 a tight community here. He did it with oil,
5 transportation. He does it with -- he does it with
6 water. He does it with pharmaceuticals. He does it
7 with guns. Under that, he also does it --

8 CHAIRMAN GEIST: Ron, we're going to keep
9 -- we're running very, very late. Could you submit
10 your testimony?

11 MR. O'SHERSKY: The issue is not closing
12 of the Car Shop under one umbrella.

13 CHAIRMAN GEIST: We're talking to Norfolk
14 Southern and you're globalization and a bunch of
15 other things. Right now, can you summarize and
16 write your testimony please. Submit it to the
17 Committee. We'll be more than glad to take a look
18 at it. We'll be reconvening the 26th in Harrisburg.

19 MR. O'SHERSKY: You heard everyone else.
20 Can't you give me a few?

21 CHAIRMAN GEIST: We did.

22 MR. O'SHERSKY: The big picture is not
23 the Car Shop. We have one giant corporation
24 throughout this country that's going to control all
25 services of products, and the government is going in

1 to break down into the municipalities and townships.

2 Only figuratively and literally, it says
3 that the school districts are going to the state --
4 going to start paying school districts what we're
5 going to have -- all your offices -- thank you.

6 CHAIRMAN GEIST: Thank you.

7 MR. O'SHERSKY: We have regionalization.
8 We're not having any -- they're going to lose their
9 duties. You don't have any township, any township
10 supervisors, any township, county, councilman or any
11 city, any --

12 CHAIRMAN GEIST: All right.

13 MR. O'SHERSKY: They want --

14 CHAIRMAN GEIST: Time out. Time out.
15 You're not speaking for this. I want to thank you
16 very much.

17 MR. O'SHERSKY: The issue is not this.
18 It's communication.

19 CHAIRMAN GEIST: I understand you're
20 going to put your comments in writing, because right
21 now we're going over the --

22 MR. O'SHERSKY: I'm --

23 CHAIRMAN GEIST: You're out of order.
24 Thank you.

25 On behalf of the Committee, I would like

1 to thank everyone who presented testimony today. I
2 want to thank the audience who was here today.

3 The presenters did an excellent job.
4 And, at this time, we're going to recess this
5 Committee and reconvene on the 26th in Harrisburg
6 and would hope that we can get much more in-depth
7 testimony as to Norfolk Southern's uncommitted
8 promise to Pennsylvania. Thank you all very much.

9 (The hearing was concluded at 2:02 p.m.)

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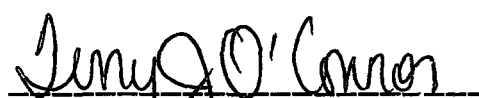
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I hereby certify that the proceedings and evidence are contained fully and accurately in the notes taken by me on the within proceedings and that this is a correct transcript of the same.


Terry J. O'Connor
Notary Public

NOTARIAL SEAL
TERRY J. O'CONNOR, Notary Public
Harrisburg, Dauphin County
My Commission Expires March 15, 2004

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<p style="text-align: center;">4</p>	<p style="text-align: center;">6</p> <p>6 (1) 17 11 6.9 (1) 22 18 60 (2) 19 8 24 18 61,000 (4) 17 12 101 9 101 16 107 22 67 (1) 132 18 68 (1) 138.20</p>	<p>Accept (1) 117.20 Access (2) 74 18 135 5 Accomplish (1) 34 21 Accordingly (1) 93 7 Account (1) 56 5 Accurate (1) 143.9 Accurately (2) 86 2 148.2 Acquire (9) 61.3 62.15 63 21 87 11 87 13 87 17 87 21 88 4 94 6 Acquired (4) 33 22 60 9 84 17 111 2 Acquiring (1) 110.22 Acquisition (16) 10.21 11.15 12 4 12 7 12 16 12 20 12.25 18 6 18.15 19 10 34 3 60.10 63 3 87 25 104 12 123 6 Act (4) 87 19 101.12 143 12 143 12 Action (4) 32 2 32 3 123.14 145 1 Actions (1) 47 22 Active (2) 127 23 127 25 Actively (3) 61.19 83 16 123 5 Activities (1) 23 14 Activity (1) 133.7 Actual (7) 30 7 68.11 105 12 138 25 139 3 139.8 139 9 Adaptable (1) 20 22 Add (3) 56 25 59 19 65.9 Added (1) 100 15 Addition (3) 60.23 62 13 135.4 Additional (5) 37 14 60.19 60 24 90 9 142.4</p>	<p>Affected (11) 7 11 31 4 35 18 36 3 65 19 66 25 67 15 76 9 76.10 81 3 126 16 Afford (1) 41 5 Afternoon (2) 122.19 134 4 Afterwards (3) 32 17 72.19 72 20 Age (5) 67 16 80 24 81.1 99 3 105.17 Agency (4) 92.25 93.5 117 11 129.11 Aggressive (4) 71.6 85.11 87.17 89.13 Aggressively (3) 16.7 73 14 90.9 Aggressiveness (1) 14.21 Ago (12) 13.2 18.22 29 16 34 15 36 5 56.17 76.11 76 19 84.18 119 8 119 15 127.4 Agree (2) 25.5 142.25 Agreed (2) 81 22 95.21 Agreement (15) 8 15 24.24 34.17 57 9 62.7 66 20 81.22 105 11 106 18 106. 21 108.22 108.23 108 23 119.15 130.16 Agreements (5) 32 6 32 7 32 14 64.10 107 14 Agriculture (2) 17.8 30 13 Ahead (3) 27.4 99 2 102.23 Ailed (1) 39 2 Aim</p>
<p>4 (2) 17.9 100 15 4,000 (1) 19 25 4.2 (1) 22 22 4.9 (1) 22 21 42 (3) 13 7 62 6 80 23 42-46 (1) 2 7 46-49 (1) 2 8 46th (1) 132 17 47 (3) 17 2 46.20 99 4 49-53 (1) 2 9</p>	<p style="text-align: center;">7</p> <p>7 (4) 17.10 19.10 57 16 138.20 70 (1) 20 9 75 (1) 50 14 76 (1) 132 14 79.8 (1) 21 17</p>	<p>7 (4) 17.10 19.10 57 16 138.20 70 (1) 20 9 75 (1) 50 14 76 (1) 132 14 79.8 (1) 21 17</p>	<p>Adversity (1) 126.4 Advice (1) 95.5 Aerospace (1) 59 11 Affairs (1) 78 14 Affect (3) 137 19 138 4 138 5 Affected (11) 7 11 31 4 35 18 36 3 65 19 66 25 67 15 76 9 76.10 81 3 126 16 Afford (1) 41 5 Afternoon (2) 122.19 134 4 Afterwards (3) 32 17 72.19 72 20 Age (5) 67 16 80 24 81.1 99 3 105.17 Agency (4) 92.25 93.5 117 11 129.11 Aggressive (4) 71.6 85.11 87.17 89.13 Aggressively (3) 16.7 73 14 90.9 Aggressiveness (1) 14.21 Ago (12) 13.2 18.22 29 16 34 15 36 5 56.17 76.11 76 19 84.18 119 8 119 15 127.4 Agree (2) 25.5 142.25 Agreed (2) 81 22 95.21 Agreement (15) 8 15 24.24 34.17 57 9 62.7 66 20 81.22 105 11 106 18 106. 21 108.22 108.23 108 23 119.15 130.16 Agreements (5) 32 6 32 7 32 14 64.10 107 14 Agriculture (2) 17.8 30 13 Ahead (3) 27.4 99 2 102.23 Ailed (1) 39 2 Aim</p>
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<p>(1) 134 11</p> <p style="text-align: center;">U</p> <p>U.S. (11) 15 1 16 19 22 12 28 16 50.9 51.12 52.14 110 22 111.1 111 5 144 23</p> <p>Ultimately (1) 37 17</p> <p>Umbrella (1) 145 12</p> <p>Unanticipated (1) 13.23</p> <p>Unbelievable (1) 9 13</p> <p>Unbelievably (1) 141.19</p> <p>Uncertainty (1) 13 25</p> <p>Uncommitted (1) 147 7</p> <p>Undeniable (1) 127 11</p> <p>Under (19) 10.4 10 24 18 4 19 2 34 4 64 10 69.20 71.2 77 6 77 16 84 14 88 15 116 19 119 25 138 21 144 10 144 11 145.7 145.12</p> <p>Underassessed (1) 142 13</p> <p>Underlines (1) 18 2</p> <p>Underlying (1) 11 14</p> <p>Understandable (1) 13 14</p> <p>Understood (1) 12 6</p> <p>Undertake (4) 37.2 62 14 63 3 141 25</p> <p>Undertaken (1) 124 22</p> <p>Underutilized (3) 20.1 131 5 132 5</p> <p>Undeserved (1) 48 2</p> <p>Unemployed (1) 44 8</p> <p>Unemployment (1) 44 12</p> <p>Unequivocal (1) 86 24</p> <p>Unfortunate (2) 26.17 78.21</p> <p>Unfortunately (1) 18.2</p> <p>UNFULFILLED (1) 1 3</p> <p>Union (28) 46 10 46 21 46 22 50 23 51 20 64.11 75 18 81 13 81 15 82.14 83.7 83 15 83 21 84 3 84 4 86.14 87 4 93 16 94 4 98.3 108 24 109 3 110 9 118 15 119 12 122 18 123.2 133 11</p> <p>Unionized (1) 57 14</p> <p>Unions (2) 61.8 86 18</p> <p>Unison (1) 37 24</p> <p>United (11) 19 19 20 16 46.10 46.21 61.5 83 24 86 15 110 22 111 4 116 21 117 11</p> <p>Universities</p>	<p>(1) 23 24</p> <p>Unless (3) 59 16 108 11 115 8</p> <p>Unlike (1) 125 8</p> <p>Unlikely (1) 105 16</p> <p>Unloading (1) 22 13</p> <p>Unmerited (1) 48 2</p> <p>Unmet (1) 130 17</p> <p>Unprecedented (2) 20 9 23 14</p> <p>Unpredictable (1) 15 5</p> <p>Unquestionably (1) 20 11</p> <p>Unreliable (1) 52 22</p> <p>Up (61) 5 23 6.1 9 2 10 5 13 19 14 21 23 19 45 1 48 14 59.6 62 23 63 24 66 21 66 22 70 6 70 11 70 15 70 23 71 1 71.13 75 10 77 10 78 3 79.13 79 19 80 1 82 13 84 24 84 25 86 9 89 25 89 25 90 2 90 7 90.24 91 13 95 24 97 14 97.19 98 25 104 20 104 23 105 1 105 18 107 16 113 3 114 4 117 9 117 13 120 22 121 3 122 16 122.18 122 21 123 23 124.1 128 20 132 11 137 3 142 2 142 3</p> <p>Upcoming (1) 13 10</p> <p>Upgraded (1) 18 25</p> <p>Upgrades (1) 22 20</p> <p>Uproot (2) 67 13 69 9</p> <p>Upturn (1) 101 17</p> <p>Urge (5) 45.17 54 22 123.18 132 2 141 11</p> <p>Useful (3) 10 20 11 6 34.20</p> <p>Uses (2) 131 11 131 25</p> <p>Utilities (1) 49 3</p> <p>Utilization (2) 37.10 131 16</p> <p>Utilize (1) 61.20</p> <p>Utilized (1) 56.19</p> <p>UTU (2) 46 10 46:24</p>	<p>Vastly (2) 13.16 18 22</p> <p>VCR (1) 13 2</p> <p>Venture (2) 56.22 56 24</p> <p>Verbal (5) 111 9 111 13 115 12 116 15 118 4</p> <p>Verified (3) 87 21 116 16 116 20</p> <p>Version (2) 66.22 132 4</p> <p>Veterinarian (2) 38 17 39 1</p> <p>Via (1) 15.19</p> <p>Viability (1) 21 9</p> <p>Viable (2) 55.9 84 15</p> <p>Vibes (1) 118.13</p> <p>Vice (4) 82 24 92 18 128 21 129 5</p> <p>Video (2) 9 8 98 8</p> <p>Videotapes (1) 9 4</p> <p>View (3) 25 13 89 1 95.22</p> <p>Views (1) 65 7</p> <p>Vigorous (1) 87 8</p> <p>Vigorously (1) 13.25</p> <p>Virtue (1) 34 24</p> <p>Vision (1) 133.20</p> <p>Visiting (1) 53.18</p> <p>Vital (4) 43 22 131 4 132.16 132.16</p> <p>Vitality (1) 58 14</p> <p>Vitally (1) 53.19</p> <p>Vocational (1) 135 9</p> <p>Voice (3) 37 22 53 13 133 19</p> <p>Voiced (1) 53 1</p> <p>Volumes (1) 87 22</p> <p>Vote (1) 92.19</p> <p>Voted (1) 143.7</p>	<p>(1) 59 7</p> <p>Walking (1) 64 25</p> <p>Wall (2) 14 9 88.5</p> <p>Wants (3) 32 18 102 21 137 4</p> <p>War (2) 103.16 106 21</p> <p>Warm (1) 136.15</p> <p>Warranted (1) 27 17</p> <p>Warranty (2) 70.13 70 16</p> <p>Washington (3) 12.19 37.18 66 19</p> <p>Watchdog (1) 93 1</p> <p>Watching (1) 101.24</p> <p>Water (1) 145 6</p> <p>Watered (1) 80 7</p> <p>Waved (1) 136.11</p> <p>Wayne (3) 2.10 54.4 54 12</p> <p>Waynesboro (1) 22 15</p> <p>Ways (3) 23 3 37 13 56 9</p> <p>Wayside (1) 47 10</p> <p>Wear (2) 47 15 134.14</p> <p>Wearing (1) 45 1</p> <p>Weathered (2) 125 22 126 4</p> <p>Web (1) 36.23</p> <p>Week (3) 15.24 18 16 18.18</p> <p>Weekly (1) 18.17</p> <p>Weeks (3) 41 15 107 10 115.24</p> <p>Weigh (1) 34 18</p> <p>Welcome (12) 3.2 44.19 45 5 49 20 53 12 131 22 133.10 133.16 135 25 136 11 136 14 136 16</p> <p>Welcoming (1) 136.8</p> <p>Well-known (1) 18 8</p> <p>Wells (1) 47 6</p> <p>West (1) 21.8</p> <p>Western (2) 9 7 95 18</p> <p>Westmoreland (1) 76.5</p> <p>Whatsoever (3) 104.9 105.12 106.10</p> <p>Wheel (4) 60.18 60 18 68 5 74 10</p> <p>Wheels (1) 74 18</p> <p>White</p>
<p style="text-align: center;">V</p> <p>Vader (1) 94 1</p> <p>Valid (1) 34.19</p> <p>Valley (3) 24 9 27.24 73 2</p> <p>Valuable (2) 53 19 53 24</p> <p>Value (7) 129 23 130 5 133 17 138 25 139 1 139 6 142 2</p> <p>Various (4) 37 1 37 6 63 11 65 10</p>	<p style="text-align: center;">W</p> <p>Wage (8) 44.3 44 5 55 25 80 3 132 12 132 15 132.17 132.22</p> <p>Wages (7) 40.14 47 24 66.24 100 8 114. 17 132.23 133 3</p> <p>Wagner (2) 1 20 5 12</p> <p>Wait (2) 13.12 67 12</p> <p>Waiting</p>		

<p>[2] 119·7 119 8 Whole [5] 64.3 64.14 70 15 142.22 142 23 Wife [1] 35.24 Wiggle [1] 77·1 Wilbur [2] 82·18 82.23 William [1] 34 22 Williamson [1] 61 18 Willing [4] 37.24 50 4 127 2 139 19 Willingness [3] 51 14 124 23 126 1 Wilson [1] 7 8 Win [3] 88 8 88 10 89·13 Wise [2] 107 14 108 10 Wish [1] 101 18 Wishes [1] 129 2 Witness [1] 124 21 WITNESSES [1] 2·3 Women [2] 40·8 65·5 Won [1] 16.7 Wonder [1] 49 8 Wonderful [1] 21 7 Word [7] 34.17 34·19 36·8 36 20 36 21 123 19 129.24 Words [5] 8 19 56·21 88 15 95 13 141 22 Worker [2] 41 3 81 3 Workers [28] 31 8 35·11 36 12 41 1 44 8 50·2 50 14 53 2 59.11 63.22 79 15 82.14 83 7 83 21 84 3 86 14 87 4 93 16 94 3 98·3 99.7 100 9 101 21 130 13 132·8 135 13 135 15 139 16 Workforce [1] 57·11 Works [2] 22:10 22.13 World [4] 15·10 15·18 43 5 119 14 Worse [2] 53.14 64 4 Worth [3] 34 18 48 12 127 20 Worthless [1] 52 5 Write [1] 145 16 Writing [3] 8 9 112 19 146 20 Written [6] 40 3 52 10 59 18 92 6 116.23 118·4 Wrote [2] 51.3 122.9</p>	<p>WV [1] 61 18</p> <hr/> <p style="text-align: center;">Y</p> <hr/> <p>Yard [7] 22 9 22 17 22 19 45 1 102 14 107 4 107 6 Yards [2] 22 24 131 6 Year [36] 15 4 15 13 15 15 15 21 16 25 17 3 17 12 18 4 18.14 18 22 19 23 20·9 28 15 29 25 64 4 68 19 71·4 74 11 86 3 97 4 97 5 99 9 99. 11 99 19 99.19 99:24 101 1 106 23 106 24 107 1 107 2 109 11 109.15 115 23 129·11 134 16 Year's [1] 15 20 Yearly [1] 107 1 Years [42] 6 18 11 19 14 12 19 5 19 9 21 14 24 12 29 6 29 11 35 22 35 25 36 5 46 20 46 21 56.17 57 21 58·9 59 24 59 25 66 24 67·1 67 3 67:6 67 14 67 14 67 17 76.11 76. 17 79·24 80.4 80 19 84 18 87 16 99 5 103 5 119 8 119 15 131 3 133.14 138 16 138·19 143:13 Yesterday [3] 29 8 32.24 96.15 Yielded [1] 125 12 York [22] 47 8 66 10 66 16 66 23 68 22 68 24 69 4 79.12 79 13 79 18 80 5 80 11 80.17 103 6 103 19 103 21 104 8 104 13 105 2 105.23 105 25 106 2 Younger [1] 132 9</p> <hr/> <p style="text-align: center;">Z</p> <hr/> <p>Zone [4] 41 12 41 14 41.15 53 7</p>
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