

FRANKLIN & MARSHALL

February 25, 2009

George T. Cook, Esq.
1514 Hillcrest Road
Lancaster, PA 17603

Dear Mr. Cook:

Thank you for your letter of January 29, 2009 containing six questions and regarding several topics related primarily to the Norfolk Southern Dillerville Yard Consolidation Project (Project). I have addressed each question below and organized the responses by topic.

Noise/Lighting/Vibration and Air Emissions

Question 1:

With all due respect I take exception to your statement that Franklin & Marshall College and Lancaster General Hospital (Project Partners) have "... declined to answer in a public forum verbal questions about anticipated noise, lighting, vibration and air emissions....". To the contrary, at the June 19, 2008 Public Meeting our engineers – including experts in noise, vibration and air quality – engaged the public directly at the meeting. A whole series of questions were answered on these subjects that evening at the informational stations and during the question and answer period. I realize that you were unable to attend this meeting given your family's travel plans but I assure you these topics were discussed publicly.

With all due respect again, I take exception to your reference of the November 13, 2008 meeting held by Manheim Township in which questions about these topics were not addressed. This meeting was called by Manheim Township pursuant to regulations governing the Act 2 environmental remediation program. Under these circumstances, the Act 2 remediation issues were the sole focus of the meeting. The meeting was advertised as being held solely for the Act 2 purposes, and the meeting moderator specifically instructed the attendees that evening that only questions regarding the Act 2 would be addressed.

The Project Partners have and will continue to address questions posed to us either in person or by written correspondence on these topics. Our answers are informed by and based upon the information provided by our engineers, whose reports are contained on the project's website.

National Environmental Policy Act (NEPA)

Question 2, 3 and 4:

In my last letter to you dated September 25, 2008, I addressed the National Environmental Policy Act (NEPA) and our categorical exclusion designation, and how we have worked closely with PennDot and the Federal Highway Administration (FHWA) to navigate the NEPA review process. Our submission document is nearing completion and when it is finalized we will submit it for review. Upon submission we will post the document on the project web site. PennDot and FHWA are the agencies charged with the review and approval of categorical exclusions under the NEPA process. The Federal Railroad Administration (FRA) also is participating as a cooperating agency.

Norfolk Southern Operations

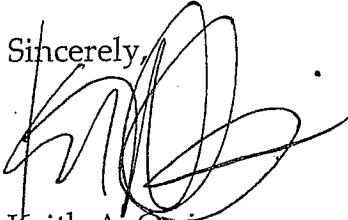
To the best of my knowledge there are no governmental approvals or regulations that limit Norfolk Southern's operations on their property. Norfolk Southern officials have said, however, that the scope and hours of operations, the number of trains and locomotives and the type of rail cars will not change as a consequence of this project. In fact, Norfolk Southern has indicated that the majority of rail car switching will occur where it does today, in the existing Dillerville Yard behind Harrisburg Avenue. The noise projections conducted by our engineers for the new rail yard indicate that in all but a few instances generated noise will be at or below current background noise levels, and in those instances where the generated noise is above background levels, it is projected to do so by only a very small margin. In all instances, predicted noise levels will be well below impact threshold criteria requiring mitigation under federal guidelines.

Future Use of the Baker and Brickyard Properties

We continue to study possible uses for the Baker and Brickyard properties. As we have reported in public settings possible uses would be an enhancement of the recreational and athletic facilities currently located on the site, or a retirement community tied closely to the College, which today are becoming popular projects in the field of higher education. There are sections of the Brickyard that are not suitable for any development and we are considering strategies that would restore the natural habitat and enhance the current recreational and educational uses of the property. We are also monitoring the Lancaster County Solid Waste Authority's plans for walking trails on its property west of the Little Conestoga Creek and possibly linking them to the Brickyard property to provide an expansion of recreational space for the neighbors.

I trust the information above adequately addresses your questions.

Sincerely,

A handwritten signature in black ink, appearing to be 'Keith A. Orris', written over the word 'Sincerely,'.

Keith A. Orris
Vice President for Administrative Services
And External Affairs

cc: Jan Bergen, Lancaster General
Rick Crawford, Norfolk Southern
Rudy Husband, Norfolk Southern