

Biz NS



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Telling NS' story



Biz NS

Sept/Oct '12

1 NS' VOICE ON
CAPITOL HILL

4 GOOD
GOVERNMENT FUND
A "KEY TOOL"

6 HECTIC PACE
IN THE CENTER
OF ACTION

10 NS' WASHINGTON
LOBBYING TEAM

12 AT WORK IN
THE STATES

16 PASSENGER
RAIL—NS AIMS
TO PROTECT ITS
FREIGHT BUSINESS

19 SUSTAINABILITY:
STEADY PROGRESS
AFTER FIVE YEARS

22 GRADE CROSSING
SAFETY—FIGHTING
THE GOOD FIGHT

25 ONE COMMERCIAL,
INFINITE VIEWINGS

28 KNOXVILLE
CARMAN GOES
"EXTREME"

29 FROM THE NS
ARCHIVES

BACK
COVER 2013 CALENDAR
SHOWCASES
NS' ECONOMIC
CONTRIBUTIONS

ASSOCIATION OF THE UN





UNITED STATES

GOVERNMENT RELATIONS ON THE JOB

NS' voice on Capitol Hill

Six years ago, after the November elections changed party leadership on Capitol Hill, the Association of American Railroads held a meet-and-greet for new committee leaders in Congress. All of the Class 1 railroads' chief executive officers attended, including Norfolk Southern's **Wick Moorman**, as did members of NS' government relations team in Washington.

At the start of the meeting, one of the new high-ranking staffers for a committee important to the rail industry was introduced to the railroaders. As **Bruno Maestri**, NS vice president government relations, tells the story, the staffer had two questions: "How much cattle are you moving through Chicago these days?" and then, "How many steam locomotives do you have in your fleet?"

A moment of stunned silence followed. The Class 1 freight railroads had traded in steam engines for diesels by the 1960s, and the heyday of shipping cattle to Chicago by rail occurred more than a century ago. Maestri knew then and there that his team had plenty of work to do.

"This was a person who was going to be making decisions on legislation and regulations affecting our industry," Maestri said. "I felt like a failure, because this was a person who, clearly, we had not gotten to yet."

If anyone wonders why NS maintains a government relations office in Washington, no other explanation is needed: You never can tell the railroad's story enough.

■ ABOVE: **Bruno Maestri**, right, vice president government relations, confers with **Marque Ledoux**, assistant vice president government relations, outside the government relations' office in Washington.



“What a Washington office can do for you is to help educate members of Congress so they don’t do something harmful to the industry, which ultimately would be harmful to the economy, to the communities we serve, and to our employees.”

– **Jim Hixon**,
executive vice president law
and corporate relations

As elected officials and congressional staffers come and go with each election season, NS and the rail industry face a never-ending task of educating them about the vital role that freight rail plays in the U.S. economy. During the last session of Congress, more than 80 legislators were first-termers.

“What a Washington office can do for you is to help educate members of Congress so they don’t do something harmful to the industry, which ultimately would be harmful to the economy, to the communities we serve, and to our employees,” said **Jim Hixon**, executive vice president law and corporate relations, who presides over government relations.

“They help get our story across to government officials and find out what those officials are thinking and how they view the industry. If there’s a misconception, we can clear it up as quickly as we can. It’s also very important to have people in place to interact with legislators and their staffs to pass legislation that may be helpful to NS and the industry.”

During the past few years, the government relations office has been on the front lines defending the railroad’s interests and advancing major initiatives to grow the business. The Washington team has battled congressional efforts to reregulate the rail industry, increase the size and weight of trucks allowed on the nation’s highways, and remove the industry’s limited antitrust exemptions. In addition, they helped plow new ground for the industry, developing the first multistate public-private partnerships on intermodal rail projects that are key to the railroad’s growth.

Government relations takes a wide-angle view when looking out for the railroad’s interests.

“There’s no question that we’re trying to represent everyone’s voice – all the departments, all the employees, all the concerns the company might have – with the people who are making decisions that basically can influence what happens to us,” Maestri said. “We’ve got to be connected to the rest of the company, and we get a lot of help and a lot of interaction with all the various departments.”

A good defense

While focused on promoting rail as good for the economy and the environment, the Washington team often has found itself on the defensive over the past several years.

Marque Ledoux, assistant vice president government relations, attributes that in part to an increasingly partisan Congress that makes compromise more difficult.

“The environment here now is about 95 percent defense – how much can I keep you from hurting me,” Ledoux said.

A case in point is the effort NS and the industry have put in since 2009 to beat back attempts to reregulate railroads’ business operations. “Congress has become much more active in getting involved in how business does business,” Ledoux said.



■ **Darrell Wilson**, assistant vice president government relations, mingles with officials at the 2011 groundbreaking in Rossville, Tenn., for NS' new regional intermodal terminal to expand capacity on the Crescent Corridor.

"Our opponents frequently have a great seven-second message: 'The railroads are a monopoly, they charge too

The key to success on Capitol Hill, Ledoux said, is maintaining good working relationships with members of Congress. That's often a balancing act, because a legislator might support the industry on certain issues but oppose it on others. The chief proponent of reregulation, for example, has been Sen. **Jay Rockefeller** of West Virginia, chairman of the Committee on Commerce, Science, and Transportation. At the same time, however, Rockefeller usually takes positions favorable to the coal industry, important to NS' business.

"You have to pick your battles," said Ledoux. "The best analogy I've heard is that you've got to look at it as a nine-inning game – the person who may be your biggest opponent today could be your strongest advocate tomorrow on a different issue."

When dealing with busy legislators and staffers, one challenge is packaging complex issues, such as reregulation, into concise messages. **Scott Muir**, assistant vice president government relations, calls it the "elevator speech."

much, and they provide poor service.' Ding! The elevator rings, the door opens, and out goes the senator," said Muir, who works in the Washington office but manages state government relations in NS' Atlantic/Coastal region. "Now, the railroad lobbyist has to explain a very complicated rebuttal – 'Let me tell you about networks and about differential pricing.' Well, that door is open, and that guy is gone. So it's kind of magical if you can establish a connection quickly in a concise message before they glaze over."

Meeting Face to Face

To help educate legislators when Congress is in session, NS' Washington team participates weekly in a half dozen or more legislative fundraisers with counterparts from Union Pacific, BNSF, and CSX at the Association of American Railroads' office building. Typically, legislators invited to these events serve on committees that oversee the rail industry or are responsible for writing government appropriations bills.

GOOD GOVERNMENT FUND A KEY TOOL



Norfolk Southern sponsors an independent employee political action committee to allow employees to collectively support candidates who understand the railroad industry and its essential role in the U.S. economy.

The nonpartisan PAC, known as the Norfolk Southern Corporation Good Government Fund, or simply GGF, is funded by voluntary contributions, primarily from employees who meet certain eligibility criteria under federal law. GGF funds are kept separate from NS funds because corporations are prohibited from making campaign contributions to candidates for federal office or contributing to employee PACs.

The GGF was one of the first corporate PACs. It was established by Southern Railway in 1972 and has been in place in its current form since NS was incorporated in 1982. With U.S. Senate elections now averaging about \$10 million and congressional races \$1.5 million to \$2 million, the GGF, as well as other rail and industry PACs, provide important financial support to political campaigns.

Jim Hixon, executive vice president law and corporate relations, chairs a steering committee that governs the GGF and grants final approval of campaign contributions. NS' government relations employees in Washington play a key role in managing the GGF. Shaun Sutton, administrator political programs, administers day-to-day operations of the fund, and Richard "Drew" Marrs, assistant manager government relations, makes presentations about the GGF to eligible employees across NS' system. Washington staffers, led by Bruno Maestri, vice president government relations, take great care to assemble a recommended list of politicians to support.

"It is in our interest to ensure that candidates who appreciate both the challenges and benefits of freight rail transportation receive the support they need to run successful election campaigns," Hixon said. "The GGF allows us to do that."

In addition to supporting candidates running for federal office, the GGF contributes to national political organizations and federal leadership PACs, as well as to candidates in states where corporate contributions are prohibited. From January 2011 through July 2012, the GGF made contributions of more than \$1.2 million to political committees, office holders, and candidates, according to filings with the Federal Election Commission.

In general, GGF contributions go to support public officials and candidates whose views on public policy goals match those of NS and the rail industry, said Marque Ledoux, assistant vice president government relations and GGF treasurer.

Although the GGF tends to favor incumbents over challengers, it is nonpartisan and supports Democrats, Republicans, and independents. From January 2009 through July 2012, around 52 percent of GGF contributions went to GOP candidates, while 48 percent went to Democrats, according to FEC filings.

"Norfolk Southern, perhaps more so than many companies, can be affected a great deal by what goes on in Washington," Ledoux said, "so the GGF will continue to be a key tool for us."

To learn more about NS' Good Government Fund, visit www.nscorp.com.

Go to the Community tab and click on Government Relations in the drop-down box.

Seated around a conference table, the railroaders discuss legislative issues of importance to the industry, respond to questions, and listen to a lawmaker's views. During a July fundraiser with U.S. Rep. **Jimmy Duncan** of Tennessee, the railroad lobbyists emphasized economic issues, talking about the thousands of people railroads are hiring and the billions they're spending on infrastructure investments. They played a video of a recent CBS News story about railroads hiring military veterans that featured **Chris Moser**, an Ohio National Guardsman NS hired as a signal maintainer trainee. Duncan, who sits on the House Committee on Transportation and Infrastructure and whose congressional district encompasses NS' John Sevier Yard in Knoxville, has been a strong supporter.

"For many reasons, it's important for the country to have a strong rail industry," Duncan said after the meeting. "The railroads move goods around the country economically and efficiently, plus it's good for the environment to deliver more things by trains than by trucks. When the railroads are doing well, the whole country is doing well."

For legislators such as Duncan, a 21-year veteran of Capitol Hill and a self-described pro-business conservative, the meetings reinforce the railroads'

relationships with members of Congress. The events give the railroaders valuable time to talk one-on-one with busy lawmakers who are getting calls from many other industries and constituencies with their own issues to discuss.

"People may not understand the importance of these fundraising events. It is not about wining and dining," said Maestri. "It's an opportunity for us to have a dialogue about the railroad that gets these legislators and their staffs aside and not looking at a Facebook site or a tweet or an email. It's a very powerful way for us to tell our story as an industry and as a company, to do it eyeball to eyeball and not on a computer screen."

Employees across the system play a part in how members of Congress perceive the railroad.

"When we deliver good customer service and our operations are running smoothly and we're dealing openly and fairly with communities we serve – all the good things we do across the company – those things are noticed by the public and by public officials," Maestri said. "Then, when we talk to them and ask them to do something, they already have a good feeling about us. So the best thing our employees can do is to just keep up the excellent work that's going on. They're being part of the process when they do that, even though they may not think so." ■ BizNS



■ **Frank Voyack**, center, director government relations, and **Marco Ledoux**, assistant vice president government relations, meet with **Bruno Maestri**, vice president government relations, in Maestri's office to discuss legislative matters of importance to NS.



“Our government relations team is privileged to represent NS’ employees and retirees in Washington and around the system. We are making sure our great story is heard loud and clear, countering conventional thinking that in today’s webbed and wireless world railroads are old-fashioned. You can’t move a ton of freight over the Internet, and today, more than ever, the country depends on a safe, secure, and efficient freight rail network, providing economic vitality and jobs.”

– **Bruno Maestri**, vice president government relations

Keeping a hectic pace in the center of action

NS’ Washington office is on the third floor of the Reserve Officers Association’s building at One Constitution Avenue NE. It is a prime location, across from the Hart, Dirksen, and Russell Senate office buildings and a short walk to the Capitol.

Before moving in about four years ago from the old Southern Railway Building on K Street downtown, staff members took cabs to Capitol Hill. Now, they can walk across the street to one of the Senate cafeterias, mingle with committee staffers, and pick up useful information.

Much of the work they do is with staff members, not legislators. Part of that involves informing them of the importance of NS’ operations in their states or congressional districts. In July, when NS made a \$50,000 donation to the American Red Cross to help West Virginians recover from tornado-like storms in June, **Richard “Drew” Marrs**, assistant manager government relations, sent personalized emails to key staffers of every member of the state’s congressional delegation.

“It’s to let them know that West Virginia is really important to us, and to show that Norfolk Southern is an engaged corporate neighbor across our territory,” Marrs said.



■ FAR LEFT: Members of NS' Washington government relations team return to their office building at One Constitution Avenue NE, a prime location for working Capitol Hill. Across the street to the left is the Dirksen Senate Office Building.

■ LEFT: **Richard "Drew" Marrs**, assistant manager government relations, works at his computer in the Washington office. Electronic communication, including email and texting, is an important way for NS' government relations team to stay connected with legislative staff members.

The pace of activity can get hectic, said **Marie Coleman**, assistant to vice president government relations. "It's definitely not a 9-to-5 job," she said. "There's always something that comes up where you have to be available. People here have many hats to wear – I've never heard anybody say, 'That's not my job.' Everybody has to step up."

In early March, for example, **Darrell Wilson**, assistant vice president government relations, learned through a congressional source that the highway bill being prepared for the House transportation committee would contain language to allow longer and heavier trucks on the nation's highways. It contained provisions the railroads ardently opposed, including allowing truck sizes to increase to 97,000 pounds from the current 80,000 limit.

Wilson and the rest of the government relations team mobilized for battle. Essentially, they had five working days to make the railroad's case that putting bigger trucks on the highway was a mistake.

"It was all hands on deck," Wilson said. "Thanks to technology, you can work 24/7. My smartphone, my little friend, was always on."

Coordinating efforts with the AAR, other Class 1 railroads, and short line railroads, the NS team went office-to-office in Washington. They talked about NS' investments in the Heartland and Crescent corridors and how allowing larger trucks could jeopardize investments being made by states and the federal government to spur job creation and ease highway congestion.

At the same time, the Washington team coordinated with NS employees in state government relations' offices to get local and state officials to contact Congress. The NS team also worked with nonprofit coalitions that support rail transportation as an alternative to long-haul trucking, such as GoRail, which recruited local law enforcement to contact legislators about safety hazards posed by larger trucks.

In addition, government relations turned to corporate communications, as it often does on urgent legislative issues, to alert employees. The effort resulted in more than 5,000 people, including employees, family members, and NS Facebook fans, contacting legislators through NS' legislative action center.



■ **Rick Crawford**, director public projects, is heavily involved in NS' public-private partnership initiatives. One of his responsibilities is making sure NS complies with state and federal reporting requirements, a critical component of rail projects that receive public funding.

"I've begun to view communities in which we operate as kind of an extension of our network. We're all looking to solve problems, and if you sit down in a partnership, you can solve them."

– **Darrell Wilson**, assistant vice president government relations

In the end, the rail industry got what it lobbied for: a study to determine the true costs of allowing larger trucks on the highways.

The effort showcases why the industry can prevail in legislative battles. The railroads typically band together, with NS and CSX working legislators in their territories and BNSF and UP working the western states. The AAR helps coordinate strategy.

"Norfolk Southern has an incredibly strong team in Washington, with tremendous depth of knowledge and experience," said **Laurie Knight**, senior vice president of government affairs for the AAR. "Strong relationships are key to an effective advocacy team, and those on the NS team are among the best."

Of coal, bridges, and partnerships

During the past year, NS and the other railroads have rallied to support the coal industry, working through the American Coalition for Clean Coal Electricity. NS is a member of the ACCCE; CEO Moorman chairs its board of directors this year, and **Bruno Maestri**, NS vice president government relations, is Moorman's Washington lead for the board.

At issue are regulations imposed on coal-fired utilities by the U.S. Environmental Protection Agency. While the coal industry is on the front lines, the railroads are part of the secondary story because of the revenue derived from transporting coal and the infrastructure investments to serve the coal mines, said **Frank Voyack**, director government relations.

"We get a welcome audience in coal-producing states," Voyack said, "but some of them forget that it's not just about the utilities or the coal miners, but the railroad workers, too, and we've invested billions of dollars as an industry into tracks and infrastructure serving coal mines."

Rick Crawford, director public projects, has been assisting Wilson on two other high-profile assignments. One involves efforts to secure state funding to help finance replacement of the Portageville Bridge in New York. The 130-year-old span is a major choke point on NS' Southern Tier line because its age limits the size and weight of intermodal trains running over it.

The other is to watch out for NS' interests as one of the railroad's representatives to the Northeast Corridor Commission, created by Congress to oversee improvements to high-speed intercity rail in nine northeastern states and Washington. The Amtrak corridor is important to NS because it provides access to the railroad's markets in Baltimore, the Eastern Shore, and Delaware, freight traffic that includes export coal, automobiles, grain, and a growing business serving the region's petroleum refining facilities.

"Our priority is to maintain what we have today, grow the business when we can, and make sure freight is protected," said Crawford. "Whenever we can, we let public officials know we're a great generator of jobs and economic development and that we want to be a part of that process."

Since NS forged the industry's first multistate public-private partnership in 2005 for the Heartland Corridor project, the government relations office has continued to push them.

"I've begun to view communities in which we operate as kind of an extension of our network," said Wilson, who coordinates funding for the partnerships and helps build connections with state and local officials. "We're all looking to solve problems, and if you sit down in a partnership, you can solve them."

With the success of NS' corridor partnerships and the agreements that implement the investments, NS has grown more comfortable seeking financial assistance from the federal government and states on rail infrastructure projects, said **Jim Hixon**, executive vice president law and corporate relations.

"Some in the industry worried that if you accepted federal funding and invested it in your infrastructure the government would have more say on what happened to that infrastructure," Hixon said. "Fears of more government control have not played out."

In addition, because NS has followed through on its promises, its message about the benefits of intermodal freight rail and the use of public-private partnerships to address critical transportation needs is gaining traction on Capitol Hill.

"This is a message that puts the industry in a good light and resonates on both sides of the political aisle," he said. "It doesn't matter what your politics are, because Democrat or Republican, people drive the roads, they're fed up with the traffic and congestion, the big trucks, and the emissions. We're telling a great story about railroads moving these containers reliably, in a cost-effective manner, and in an environmentally friendly way. It's the best story we have." ■ BizNS



David Kritz, NS general attorney, divides his time between Norfolk and Washington. He helps the government relations staff interpret the maze of federal ethics and election laws involving campaign contributions and the interaction of lobbyists and government officials. His advice ranges from whether an action is considered lobbying to who can be taken to lunch and what is served – finger food vs. a sit down meal. "There's a tremendous amount of regulation on our activities," Kritz said. Kritz drafted NS' current political activity policy and lobbying procedure.



NS' Washington lobbying team

Five employees in Norfolk Southern's Washington office lobby members of Congress and executive branch officials on behalf of the railroad. While all NS employees may choose to contact their U.S. congressmen and senators to express their views on issues affecting the rail industry, only these five employees are registered federal lobbyists and represent NS' views when trying to influence the outcome of federal legislation or regulations. Here's a look at the lobbying team:

"The No. 1 thing in this job is building relationships. It's getting out there and meeting with the staffers and telling your story."

– **Marque Ledoux**,
assistant vice president
government relations

Bruno Maestri, vice president government relations and leader of the Washington office:

Maestri has a master's degree in civil/environmental engineering and spent nearly 20 years in environmental consulting before joining NS in 1995 as chief environmental officer. He worked closely with NS operations, gaining an understanding of how the railroad responds to accidents and natural disasters. About a year later, Maestri took an assignment in Washington to help draft an environmental impact statement required by the Surface Transportation Board in advance of the 1999 Conrail transaction. The massive task lasted about two years and involved briefings on Capitol Hill and meetings with local and state officials affected by the transaction.

Maestri never left Washington after that. He began government relations work in 1998 as assistant vice president of what was then NS' public affairs office. His training in math and science and firsthand knowledge of NS operations are valuable assets in his current role.

"My engineering training gives me an analytical way of looking at things and breaking down problems and trying to come to a resolution," he said. "I already had a good sense of what it takes for the railroad to run, and I had connections across the company, so that has helped me represent us here in Washington."

In addition, Maestri has a wild card to play – his Italian roots. Born in Carisolo, Italy, he moved to Washington with family when he was 14 months old to join his father, who had immigrated earlier to the city and opened a mobile knife sharpening business serving restaurants, embassies, and even the White House mess. Earlier this year, NS lobbyists worked closely with the House Transportation and Infrastructure Committee's bipartisan "Italian team" – **Lou Barletta**, R-Pa., and **Jerry Costello**, D-Ill. – to help overturn legislative efforts to increase the size and weight of tractor trailer trucks on the nation's highways.

■ NS' lobbyists in Washington are, from top to bottom, **Bruno Maestri**, **Marque Ledoux**, **Darrell Wilson**, **Frank Voyack**, and **Richard "Drew" Marrs**.

Marque Ledoux, assistant vice president government relations:

Ledoux, a native of Louisiana, was a lobbyist for transportation and logistics company FedEx for 18 years before joining NS about nine years ago. His primary responsibility is leading the office’s federal affairs team, which monitors Capitol Hill for legislation that could positively or negatively affect NS. His goal is to build and strengthen NS’ connections with members of Congress and their legislative staffers.

“The No. 1 thing in this job is building relationships,” Ledoux said. “It’s getting out there and meeting with the staffers and telling your story. The multitude of issues that comes across their desks now is exponential from when I started in this business 20 years ago, so getting their time is difficult. That’s why building and nurturing those long-term relationships and networks helps so much.”



Darrell Wilson, assistant vice president government relations:

Wilson oversees strategic funding efforts to develop public-private partnerships. Before joining NS in 2001, Wilson, an Arkansas native, was a staff member on the House transportation committee for eight years and later served as chief of staff to former Rep. **Bud Shuster**, R-Pa., when Shuster chaired that committee.

“I’m not a lawyer, but I’ve helped draft legislation,” Wilson said, noting that committee staff members typically write the legislation voted on by Congress. Armed with an encyclopedic knowledge of Congress and a long list of congressional contacts, Wilson has helped NS score major successes on Capitol Hill, including efforts to secure government funding for the Heartland Corridor, the rail industry’s first multistate public-private partnership, and for Crescent Corridor improvements.



Frank Voyack, director government relations:

Voyack reports to Ledoux and helps spread NS’ message on Capitol Hill. The New Yorker has 25 years of experience in Washington, starting as a congressional staffer for the late U.S. Rep. **Norman Sisisky**, a Virginia Democrat. Before joining NS five years ago, Voyack was a lobbyist for the Air Line Pilots Association, which describes itself as the world’s largest airline pilot union. NS viewed that union affiliation as a plus.

“We thought it was important to have someone to bring that union perspective and that network to us,” said Ledoux.



Richard “Drew” Marrs, assistant manager government relations:

Marrs, part of Ledoux’s federal affairs team, calls himself the “baby” of the office. He joined NS two years ago as a management trainee after graduating from Virginia Tech with undergraduate and graduate degrees in political science. Marrs grew up in Bluefield, Va., and railroading is in his blood. His uncle, **Carl Wilson**, is assistant division superintendent on the Pocohontas Division, and his brother, **T.J. Marrs**, works in transportation in Buffalo, N.Y. In addition to boundless enthusiasm, Marrs has another advantage: He is the same age as the many 20-something staffers on Capitol Hill, which helps him connect when telling the railroad’s story. ■ BizNS





At work in the states

THESE GOVERNMENT RELATIONS STAFFERS PROTECT NS' INTERESTS, PROMOTE RAIL

“One of the sad things is the general populace thinks that railroads are an antiquated thing from the 1800s. They have no idea what technological equipment is in modern-day locomotives and no concept of what locomotives cost.”

– **Bruce Wingo**,
resident vice president, Virginia

Pennsylvania Gov. **Tom Corbett** had just arrived for a tour of Juniata Locomotive Shop, and it was clear his staff did not want to linger. Corbett, however, was not to be hurried.

“You could tell they were rushing him,” said **Rudy Husband**, Norfolk Southern resident vice president for government relations in Pennsylvania and New England. “He turned and said, ‘I’m interested in this, and I want to talk to people.’ It was a great tour. He left with a lot better understanding of what NS does.”

Since then, Corbett has asked to visit additional NS facilities in Pennsylvania, a request Husband is eager to oblige. “I’m happy to take him wherever he wants to go. It puts a face with the company.”

The reach of NS’ government relations efforts extends well beyond Washington. In addition to Husband, who is based in Harrisburg, Pa., the department has 11 other employees working in key locations across the network, including Chicago; Indianapolis; Columbus, Ohio; Secaucus, N.J.; Atlanta; Montgomery, Ala.; Raleigh, N.C.; Richmond, Va.; and Columbia, S.C. NS also employs 14 contract lobbyists in the states.

“In many ways, having our fingers on the pulse in these states is more important than what happens in Washington,” said **Bruno Maestri**, vice president government relations. “Legislation can appear very quickly and become law within a few weeks in the states. We must have good eyes and ears on the ground to protect our interests.”



■ FAR LEFT: **Rudy Husband**, right, NS resident vice president, escorts Pennsylvania Gov. **Tom Corbett** on a tour of Juniata Locomotive Shop in Altoona, Pa. The photo appeared in the Feb. 19 edition of *The Altoona Mirror* and was shot by staff photographer Gary M. Baranec.

■ LEFT: **Elizabeth Lawlor**, left, manager government relations, attends a ceremony in Yazoo City, Miss., that launched NS' Trees and Trains initiative with GreenTrees to reforest 10,000 acres in the Mississippi Delta. She is talking to **Ricky Lowery**, center, owner of the land where the ceremony occurred, and **Carey Crane**, a GreenTrees founder.

They wear many hats

When it comes to legislation that could impact NS' operations, they are the railroad's official voice in the statehouses. They articulate NS' position on issues ranging from diesel fuel taxes to scrap metal theft, advocate for public-private partnerships, and demonstrate how freight rail contributes to the state and local economies. They also investigate concerns that lawmakers forward from constituents, including such things as idling locomotives, vegetation control, and quiet zones at grade crossings.

Their jobs require an understanding of NS' business objectives, knowledge of the political process, and a genuine interest in people. When Husband meets officials, he tries to determine what they know about NS, and then sets out to fill in the blanks.

"One of the fun parts of the job is educating people about who we are and what we do and how important NS is," he said. Husband believes that's best accomplished by showing the railroad at work. "It's one thing to sit in someone's office to talk about NS, but it's another thing entirely when you get the legislator into a rail yard and let them see how technologically advanced we are."

NS has more employees and rail miles in Pennsylvania than in any other state, and the state has been a strong supporter. Pennsylvania, for example, contributed nearly half of the cost to build an NS intermodal terminal in Greencastle to serve the Crescent Corridor. "That can only happen when we spend a lot of time successfully demonstrating the ability we have to help create jobs and economic opportunities," Husband said.

In North Carolina, **Durwood Laughinghouse** never hesitates to remind officials that the railroad is a leading economic engine. "We're part of that agribusiness bringing in corn from the Midwest for feeders," said Laughinghouse. "We try to do it efficiently and have a good economic message. If they want to promote the economy, they'll help us."

Evidence of that is NS' new Charlotte intermodal terminal, which is being built with financial assistance from state and federal funds. When it opens in 2015, the facility is projected to bring 5,000 jobs to Charlotte and generate \$9 billion for the state over the next 20 years. "That's a great example of a public-private partnership," Laughinghouse said.

All about teamwork

Two assistant vice presidents in government relations have responsibility for managing state operations and report to Maestri. **Bill Harris** oversees the Midwest and south central region, while **Scott Muir** has responsibility for the mid-Atlantic and southeast region. Both started their railroad careers as chemists in the research and tests department.

"Norfolk Southern has a really good story to tell about teamwork in community relations and network expansion," said Muir. "There are a lot of players, not just government relations. We might need a transportation expert, a real estate expert, someone from our environmental or legal department."

That has been the case in Ohio, where government relations teamed with operations and other NS departments to partner with federal, state, and local officials to develop the Rickenbacker Intermodal Terminal in Columbus, a key NS facility serving the Heartland Corridor. Since then, NS has implemented two additional public-private partnerships in Ohio to further expand intermodal capacity.

"To many people in Ohio, those have been very beneficial projects," Harris said. "They could not have happened without a coordinated team effort."

Herbert Smith, NS' community and legislative relations manager for Illinois and Michigan, annually tracks about two dozen bills in the two states that could impact the rail industry. He spent much of the past year drumming up support in Illinois for state and federal funding to advance the \$3.2 billion Chicago Region Environmental and Transportation Efficiency, or CREATE, program to ease rail congestion in Chicago. Working alongside other freight railroads, state and local transportation officials, chambers of commerce, rail customers, and employees from across NS, Smith played a part in persuading the state legislature to approve an additional \$211 million in May. The state funding helped secure a \$10.4 million federal grant for the project in June.

"The coalition repeatedly reminded elected officials that the fluidity of Chicago's freight rail network is closely tied to the well-being of the state and nation's economy," Smith said.

The Face of NS

Down South, **Joel Harrell III** hired on with Southern Railway as a civil engineer in 1970, but after serving on the city council of an Atlanta suburb, he switched from engineering to lobbying.

"Engineering is much more of a black and white type of job. When you finish a project, you see a concrete finish," said Harrell, resident vice president for Florida and Georgia. "On this job, you work on things a long time, and sometimes you work on things that you don't see finished."



■ ABOVE: **Bill Harris**, left, avp government relations, **Scott Muir**, right, avp government relations

■ RIGHT: **Brian Keller**, terminal superintendent, demonstrates the "three points of contact" safety rule for U.S. Sen. **Chris Coons** of Delaware, left, at NS' Edgemoor Yard near Wilmington, Del., while **Frank Voyack**, NS director government relations, looks on. Public officials gain important insight during site visits, and operations employees help make the visits successful.



“Norfolk Southern has a really good story to tell about teamwork in community relations and network expansion. There are a lot of players, not just government relations. We might need a transportation expert, a real estate expert, someone from our environmental or legal department.”

– **Scott Muir**,
assistant vice president
government relations

Ultimately, Harrell wants legislators to trust and respect his efforts, even if they disagree with NS’ position on an issue. “These jobs should be the face of Norfolk Southern for the states we represent,” he said.

In Virginia, whether tracking state legislation in Richmond or dealing with localities on grade crossing or bridge issues, **Bruce Wingo**, resident vice president, wants people to understand that railroads are critical to the future.

“One of the sad things is the general populace thinks that railroads are an antiquated thing from the 1800s,” he said. “They have no idea what technological equipment is in modern-day locomotives and no concept of what locomotives cost.”

Dispelling those perceptions is part of Wingo’s job. “You hope to establish relationships with legislators so that when they introduce a piece of legislation that might affect railroads, they check with you first,” he said.

Elizabeth Lawlor, manager government relations, represents NS’ interests in Alabama, Louisiana,

Mississippi, and Tennessee. She worked for the Business Council of Alabama before coming to NS. That helped prepare her to promote the railroad’s industrial and economic development activities. “Once legislators begin to understand it’s not just trucks, barges, and airplanes, that makes a huge difference,” she said.

She also tries to ensure that NS is seen as a good neighbor. When NS announced plans to build an intermodal facility near Birmingham to expand Crescent Corridor capacity, nearby residents expressed concerns about noise, safety, and declining property values. To allay their fears, Lawlor worked with other NS departments to show that the facility would enhance the community’s quality of life.

“When they thought of a railroad facility, they were thinking of a traditional yard, not an intermodal facility,” she said. “We helped them visualize how an intermodal facility is different from a traditional freight yard.” ■ BizNS



As interest in passenger rail grows, NS aims to protect its freight business

■ **John Edwards**, right, general director passenger policy, and **Lee Cochran**, manager strategic planning, lead efforts to evaluate and negotiate agreements to permit passenger rail service on or near NS' tracks. They are standing on a passenger rail platform in Norfolk, Va., that in December will be the boarding area for a new Amtrak service running over an NS line en route to Washington.

Every workday, **John Edwards** runs a Google news search on his computer to track the latest press accounts on passenger rail projects. Occasionally, before anyone has approached the railroad, the media will report about a passenger rail proposal in some state or city that could affect Norfolk Southern's operations.

That's one reason Edwards has the job he does.

As NS' first general director passenger policy, Edwards is the point person for evaluating proposals and negotiating agreements to allow passenger trains to run on or near NS lines. The job position in strategic planning didn't exist until 2009, when the Obama administration's push for high-speed rail led Congress to appropriate \$10.5 billion for intercity passenger projects nationwide.

Since then, Edwards – formerly an NS commerce attorney who worked on major transactions such as the Pan Am Southern and the Kansas City Southern Meridian Speedway joint ventures – has handled a growing number of passenger rail projects surfacing in every region of NS' 22-state network.

By mid-2011, as the number of projects increased, **Lee Cochran**, manager strategic planning, left intermodal operations to assist Edwards. Public interest in passenger service is expected to continue growing, with the White House calling for an additional \$53 billion in high-speed rail funding over the next six years.

Because these projects have many moving parts, Edwards and Cochran routinely rely on engineering, legal, government relations, marketing, real estate, risk management, strategic planning, tax, and finance to evaluate and execute passenger agreements.

“It’s important to have a unified approach,” Edwards said. “We have to take these projects seriously. They all have the potential to impact our service delivery, our operations, our maintenance, our engineering, our risk management – every aspect of our business.”

Currently, passenger rail operates on about 2,000 miles of NS lines. Amtrak trains account for most activity, but intercity commuter rail is sprinkled around the system. Each new passenger proposal must be evaluated not only on how it would affect current freight traffic, but also on NS’ ability to grow future business.

“We try to be a good corporate citizen, and if a community, or state, or Amtrak has a project they want to do, we do our best to accomplish their goals without diminishing any of our own,” Cochran said.

In a nutshell, that is Edwards’ and Cochran’s marching order: to ensure that NS’ freight service is not compromised amid the clamor for passenger trains. It requires a careful approach that often becomes a balancing act of competing interests.

“I can tell you that there are both good and bad passenger projects, and we don’t want to do a bad passenger project any more than we want to do a bad business deal,” Edwards said. “We simply won’t agree to a bad passenger project. If you work at it, there are ways to develop win-win projects.”

A matter of business

To be a winner, a project must meet the needs of both freight and passenger interests. On that score, NS has established an impressive track record.

Within the industry, NS has reached more agreements with states and localities on so-called high-speed passenger rail projects than any other Class 1 railroad, Edwards said. Of the \$10.5 billion appropriated by Congress for intercity passenger rail in the 2009 Recovery Act, almost \$1 billion is targeted at four projects involving NS lines in North Carolina, Illinois, Indiana, and Michigan.

In Michigan, NS plans to sell part of a main line to the state, which wants to upgrade the track to run Amtrak trains at speeds of up to 110 mph – much faster than the maximum 79 mph allowed for passenger traffic running on NS-owned lines. The track to be sold extends from just outside Detroit to Kalamazoo.

As part of the transaction, the Federal Railroad Administration is providing funds for significant improvements on the line’s eastern end to ensure that NS can serve customer Ford Motor Co. and has access to the railroad’s Willow Run Yard in Ypsilanti. The eastern end, an area with high potential for future economic development, will feature double tracks to separate passenger and freight traffic. The agreement protects NS’ ability to serve future customers, Edwards said.

On the line’s western end, NS will continue shuttling freight over it, primarily slow-moving unit grain trains that can slip on and off sidings to let passenger trains pass.

“Often, you have a slow freight train on the same line as a fast-moving passenger train, which is similar to a farm tractor trying to operate on the interstate – it’s difficult and has to be managed,” Edwards said. “We will be able to manage that under the agreement.”

Edwards describes the Michigan transaction as a business decision that made sense for NS and helped government officials advance plans to expand high-speed rail for local communities served by NS.

A model agreement

In North Carolina, NS signed an agreement with the Charlotte Area Transit System to extend the transit agency’s blue line. Under the \$1 billion project, funded by federal, state, and local tax dollars, the transit train will operate near but not on NS tracks.

Under the agreement, NS will be reimbursed to relocate freight lines to accommodate the light-rail extension. In addition, the transit rail line will be elevated over NS tracks at one location and grade-separated from public roads at two locations, improving safety for both NS and the public.

Edwards said the agreement, shepherded by Cochran, serves as a model passenger rail project for NS.

“Charlotte is a community that realizes that if something is good for business and economic development, it benefits the city,” Cochran said. NS intermodal worked closely with Charlotte officials on plans to move the railroad’s intermodal operations to a new facility at the city’s airport as part of Crescent Corridor infrastructure improvements. NS plans to sell a portion of its existing intermodal facility for use in CATS’ light rail extension.

"A vision and long-range planning are keys to success," Cochran said. "All parties have to see a common picture. If the proposal is unrealistic, we're going to stand firm – we're not going to give up on what we need to operate now or in the future."

Up and over

Another winner for NS is the "Englewood Flyover" project, part of the Chicago Region Environmental and Transportation Efficiency program. This project, which NS has joined with other Class 1 railroads to help fund through CREATE, will eliminate a major bottleneck where Chicago Metra transit trains cross an NS line at grade. Under current conditions, Metra

trains cross the line repeatedly during the day, causing delays to NS freight and Amtrak trains. The flyover will solve the problem by elevating Metra trains above NS' line.

"Amtrak trains get priority over NS here, so if Amtrak is stopped, NS is stopped behind them," Edwards said. "Once the flyover is constructed, Amtrak will be able to flow through the area unimpeded, and all the traffic on the line will operate better."

"We have to take these projects seriously. They all have the potential to impact our service delivery, our operations, our maintenance, our engineering, our risk management – every aspect of our business."

– **John Edwards**,
general director
passenger policy

Decisions to make

In Virginia, NS signed an agreement that will enable the state to launch Amtrak passenger service between Norfolk and Washington, D.C., and provide benefits to NS operations. A limited number of Amtrak trains will run on double-track lines used by NS trains transporting export coal to Lamberts Point and moving intermodal containers from Virginia's port to Midwest markets over the Heartland Corridor.

Under the deal, the state has invested in track infrastructure upgrades that will improve capacity and speed for NS freight trains.

"Everybody will walk away from that project better off," Edwards said.

Achieving similar outcomes will be Edwards' goal as NS sifts through the issues arising from future passenger rail proposals.

There will be plenty of decisions to make. In the Atlanta region, communities are pushing for intercity rail to link with a new multimodal passenger terminal planned for downtown Atlanta. In Massachusetts, NS is negotiating a deal to run Amtrak trains over a line owned by Pan Am Southern. More work will arise as the federal government studies multistate passenger routes on the Northeast and Southeast high-speed rail corridors.

"You've got all these various entities with their hopes and dreams for passenger rail centered on our railroad," Edwards said. "We have worked hard to be inventive and imaginative in our approach and to say 'yes,' when we can." ■ BizNS

A GOOD PASSENGER PROJECT

Norfolk Southern has five objectives that must be met before the railroad will agree to passenger trains on its lines. The projects must:

- Be transparent to freight operations, meaning sufficient infrastructure must be available for passenger and freight trains to operate without delay and to have opportunities to grow.
- Provide fair value for the use of NS assets.
- Offer full liability protection.
- Operate without subsidy from NS.
- Provide safe operations for freight and passenger trains and the communities they serve.

NS SUSTAINABILITY: Making steady progress

Five years after launching a corporate sustainability program, Norfolk Southern has significantly reduced the railroad's greenhouse gas emissions, begun reforesting thousands of acres of former woodlands, and ramped up a locomotive rebuild program aimed at improving fuel economy and reducing engine pollutants.

"Norfolk Southern's sustainability program at age 5 can be likened to one of the 6 million trees we've committed to plant in the Mississippi Alluvial Valley," said **Blair Wimbush**, NS vice president real estate and corporate sustainability officer. "It's in the ground, it's well rooted, and it's growing strong, supported by nurturing partners. That's what our sustainability program is all about – connecting with partners who share our vision for responsible corporate environmental stewardship."

NS documents the railroad's progress in its 2012 Sustainability Report, which is scheduled to be issued online in October on the company's sustainability website, www.nssustainability.com. The annual report documents the railroad's sustainability efforts for the 2011 calendar year.

The sustainability program represents a long-term commitment to reduce the railroad's impact on the environment, improve operating efficiencies for continuing economic success, and strengthen social connections with the communities NS serves, Wimbush said.

In a first for the 2012 report, NS used a third party to review the company's methodologies and calculations of its greenhouse gas emissions inventory, contracting with auditing firm KPMG LLP.

"It improves the credibility of the data we provide to our stakeholders," said **Megan Garry**, manager corporate sustainability. "A third party, particularly one as reputable as KPMG, makes it easier for our stakeholders, especially investors, to consider the data as part of their investment process."



Reducing greenhouse gas

During 2011, NS reached nearly 60 percent of its five-year goal to reduce greenhouse gas emissions by 10 percent per revenue ton-mile of freight between 2009 and 2014. Nearly 40 percent of that target was met in 2010 during the first year.

"We've made a lot of progress up front," Garry said, noting that the company currently is ahead of schedule in meeting its carbon emissions goal.

To meet its reduction goal, NS is relying heavily on innovative technologies to improve the fuel economy of its locomotive fleet, which generates about 89 percent of the railroad's greenhouse gas emissions.

In 2011, NS equipped an additional 573 road locomotives with the Locomotive Engineer Assist Display Event Recorder, or LEADER, an onboard computer system that helps locomotive engineers attain optimal fuel efficiency based on operating conditions. By the end of the year, nearly 1,000 of NS' road units – about 40 percent of the road fleet – had LEADER installed on them. Operating results indicate that LEADER-equipped units are achieving average fuel savings of around 4 percent.

"That's a huge coup for the transportation group," Garry said.

In addition, automatic engine start-stop systems are being installed on locomotive engines to reduce idling time by automatically switching the engines on and off. In cold weather, because most locomotive engines don't use antifreeze, there's a risk of cracking the engine block if the motor is turned off. The automatic engine start-stop system knows when the engine is idle for 15 minutes and turns it off. It also knows when the engine gets cold and turns the engine on. Last year, 286 of the start-stop systems were added to NS' fleet, bringing the total number to 2,083 at the end of 2011.

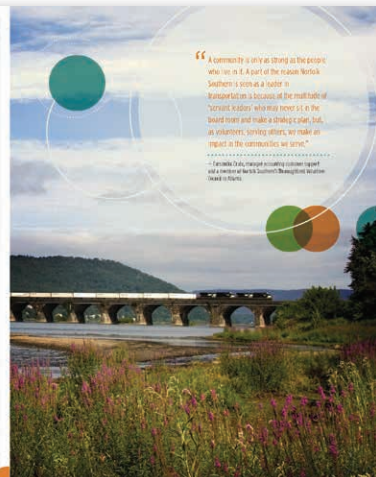
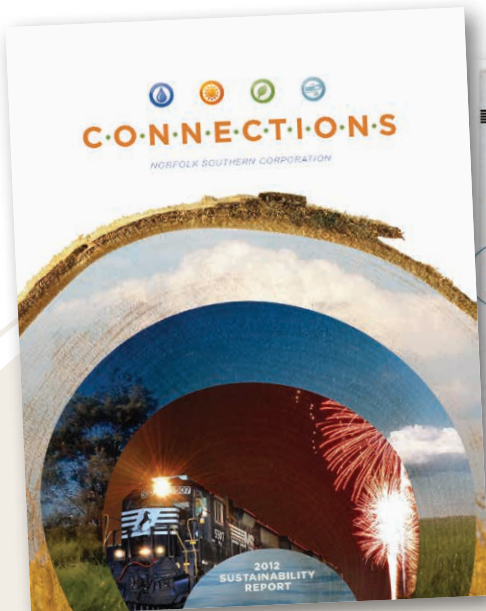
NS has led the industry in its development and use of top-of-rail friction modification. This advanced lubrication system reduces the friction between steel wheels and rail, decreasing the amount of fuel needed to keep a locomotive moving. Solar-powered mechanisms adjacent to the track administer the system by regularly releasing lubrication onto the rails. Top-of-rail systems are used primarily to reduce friction on divisions that have the greatest number of curves.

NS continues to advance its locomotive rebuild program at Juniata Locomotive Shop, where new or rebuilt engines using refurbished and after-market parts are installed in old locomotive bodies.

"It's the biggest recycling project ever," Garry said.

A potential future challenge to meeting NS' greenhouse gas emissions goal could occur as NS replaces older locomotives with new units that must meet the latest Environmental Protection Agency emission standards. The more stringent standards, effective in 2010, apply to new and remanufactured locomotives and are intended to reduce emissions of nitrogen oxides, known as NOx, and other regulated pollutants. While reducing engine NOx levels may cut emissions of heat-trapping ozone and fine particle pollutants, it can negatively impact fuel efficiency, which could increase emissions of greenhouse gas.

"Most of the time, there's a slight penalty in fuel consumption," said **Jeff Cutright**, assistant manager Roanoke Locomotive Shop. "The builders have worked pretty hard to reduce the impact, and the unfortunate reality of emissions reductions makes locomotive engines a little bit less efficient." He added that idle reduction mechanisms on new or remanufactured locomotives also are required as part of the current emissions regulations. That does help reduce greenhouse gas emissions. "If they're not running, there are no emissions."



Reforestation a new focus

Beyond operating efficiencies, NS in 2011 announced a broader approach to reducing the railroad's environmental impacts through a carbon mitigation strategy. It involves partnering with private or public organizations and agencies on reforestation projects. The centerpiece of the program is NS' Trees and Trains project with partner GreenTrees in the Mississippi Alluvial Valley.

NS launched the \$5.6 million initiative in June 2011 and now has achieved more than 25 percent of the goal to plant 6 million native hardwoods and cottonwoods on 10,000 acres of former woodlands. Eventually, NS will be able to sell carbon offset credits based on the amount of carbon captured by the trees, helping NS recover its cost of investing in the initiative.

NS also is working on carbon mitigation projects to preserve and restore longleaf pine forests and to reclaim former coal mine lands by planting them with chestnut trees.

Reforestation is just one element of efforts to expand community involvement. In 2011, the Norfolk Southern Foundation donated more than \$6.19 million to organizations that provide food, shelter and medical care, expand children's educational opportunities, promote the arts and culture, and support conservation efforts. Also, employees participating in the Thoroughbred Volunteers, the company's formal volunteer program, contributed around 3,200 hours of service to more than 30 charitable organizations throughout NS' system.

"That's one of the things we're most proud of that makes us a sustainable company," Garry said. ■ BizNS

■ Pictured here are pages from an executive summary report that provides highlights of NS' sustainability efforts.

"Our sustainability program is all about connecting with partners who share our vision for responsible corporate environmental stewardship."

– **Blair Wimburn,**
vice president
real estate and corporate
sustainability officer



Fighting the good fight

QUEST FOR GRADE CROSSING SAFETY OCCUPIES THE DAYS OF THIS NS TEAM

For four years, **Bill Barringer** had tried to persuade city leaders in Kings Mountain, N.C., to close a downtown railroad crossing that had been the scene of numerous incidents involving trains and vehicles.

This summer, his persistence paid off. Following a collision between a Norfolk Southern train and a tractor trailer that had ensnared its undercarriage on the steep crossing and gotten stuck, the city council voted to permanently barricade the crossing. It was the second incident of the year at the crossing.

"All of the various safety precautions tried by the city had not worked to keep trucks from using the crossing," Barringer said. "Two accidents in one year woke them up to the fact they had to do something."

As NS' director grade crossing safety, one of Barringer's main responsibilities involves working with communities to close grade crossings and avert potential disasters. Along with grade crossing safety managers **Derrick Mason** and **Will Miller**, he travels across NS' 22-state system, monitoring the approximately 30,000 private and public railroad crossings to recommend which should be permanently closed based on factors such as the proximity of the next crossing, warning devices, and vehicular count.

■ **Bill Barringer**, center, director grade crossing safety, stands with **Will Miller**, left, and **Derrick Mason**, both managers of grade crossing safety, at a crossing in Columbus, Ga.

In addition to closings, Barringer and his team work with states and localities on installing warning signals. States pay for the crossing infrastructure improvements, often with partial funding from the federal government, while NS installs them. In all cases, he and his managers work with NS track, communications and signals, and transportation crews and meet with local government officials and state transportation department representatives to address whatever crossing issues arise.

It's all about safety

Over the past decade, NS has succeeded in getting local and state officials to close between 4,000 and 5,000 crossings, including 85 in 2011. The railroad annually aims to close at least 10 grade crossings in each of its 11 operating divisions.

"We look for situations where the crossing is either minimally used or is near another crossing," Barringer said.

According to the Federal Railroad Administration, a pedestrian or vehicle is hit by a train about every three hours in America. In 2011, based on FRA statistics, 1,968 collisions occurred at highway-rail grade crossings nationwide. NS operates in eight of the top 10 states reporting crossing incidents in 2011 – Indiana, Louisiana, Illinois, Georgia, Ohio, Alabama, Kentucky, and Michigan. The other two states were No. 1 Texas and California.

About 94 percent of collisions and 87 percent of fatalities at grade crossings are the result of motorist error such as failing to stop at a crossing, stopping on the tracks, or driving around the gate, according to the FRA.

"A lot of this has to do with driver behavior, the sheer number of train tracks, and the number of crossings per mile," Barringer noted.

Safety is the ultimate goal of any crossing closure.

"It always comes down to safety," said Miller, who is responsible for crossings along the southern half of NS' system. "If we remove that crossing permanently, we know that vehicles will not come in contact with a train ever again. It improves safety in the community and helps improve safety for our workers."

Stumping for public support

Many communities resist attempts to close crossings.

"You have to develop partnerships and nurture them," Barringer said. "It's about them learning about Norfolk Southern and learning to trust us. Many people see a crossing closure as 'You're taking something away from me,' but it really is about safety."

Over a period of weeks, months, or some cases years, Barringer's grade crossing team talks to citizens, elected officials, the postal service, and police, fire, and public works departments explaining why NS wants a crossing closed to highway traffic.

NS sometimes can offer communities incentive money to consolidate crossings. The amount differs for each crossing, determined by the number of trains running on the line, potential future use of surrounding property, vegetation control, potential electricity savings, and whether it is single or double track.

Despite the incentive, communities often are reluctant to accept what they view as the inconvenience of altered routes, especially where emergency vehicles, school buses, and postal trucks are concerned.

"They often think the crossing they have is important and don't want to be inconvenienced by having to change routes," Barringer said. "At some point it comes down to the argument of safety versus convenience."

Even so, the grade crossing safety team refuses to give up, no matter how long and hard the battle. "Things change, and Kings Mountain is a classic example," Barringer said. "It took a lot of negotiations with the city and support from the North Carolina Department of Transportation, but we finally got it closed."

On the flip side are communities that have enthusiastically supported crossing closings. "We've had people thank us," Barringer said, recalling the closure of a crossing in Gastonia, N.C., that had experienced about 15 incidents over the years. "The first train that came by, the conductor gave me a thumbs up. He knew that eliminating the crossing prevented something."

When the issue involves crossing signals, each state determines what type of warning devices will be installed.



■ At a grade crossing in Columbus, Ga., **Bill Barringer**, second from right, director grade crossing safety, and **Will Miller**, at right, manager grade crossing safety, confer with Georgia Department of Transportation official **Stanley K. Mack** and NS signal maintainer **Tauris Sherman**, left.

"We don't do anything until the state DOT tells us it's OK," Mason noted. "The responsibility for determining the type of warning devices rests with the road authority, not the railroad. The state pays for the devices. Norfolk Southern puts them up and maintains them."

The three 'E's'

NS' grade crossing safety efforts complement safety objectives throughout the railroad, said **David Julian**, vice president safety and environmental.

"Grade crossing safety is a matter of public, employee, and operational safety," he said. "Because most accidents are based on at-risk decisions people make, the biggest thing is to educate the public."

NS relies on the three E's – engineering, education, and enforcement – to protect employees and the public at grade crossings.

"Gates, lights, and bells are not the only answer," Barringer said, noting that 70 percent of accidents at public grade crossings occur at ones equipped with warning signals.

In addition to closure, other engineering efforts include signal improvements and vegetation control.

Education comes primarily from safety promotions through the railroad's "Train Your Brain" campaign and NS' support of the national Operation Lifesaver organization. The novel Train Your Brain program features public safety ambassador Brainy, an ambulatory pink brain who reminds people to stay alert around crossings. Operation Lifesaver offers free rail safety programs across the United States. Barringer currently serves on the organization's board of directors.

Enforcement comes through NS police who conduct field patrols to deter rail trespassers and assist local and state government agencies in carrying out rail crossing traffic laws.

"They are all tools in our toolbox," Barringer said. "These crossing issues are not going to be fixed overnight, but we're all out there trying to do the same thing – making sure our employees and the public stay safe and that we have the best safety record going forward." ■ BizNS

SCALE 1/2" = 1 FT.

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NS' LATEST TV COMMERCIAL Bringing a city to life

Editor's note: In August, Norfolk Southern launched a new television commercial to showcase the railroad's positive impact on the U.S. economy. Airing during the Republican and Democratic national conventions and beyond, the spot has resonated with viewers. **Rhonda Broom**, NS manager advertising and promotions, wrote this behind-the-scenes look at the making of the commercial.

What happens when you combine a Norfolk Southern model train, one cute little boy, and hundreds of toys? The result is "City of Possibilities," NS' latest television commercial. It combines the childhood memory of playing with a train set with the positive message that NS is a vital link in the U.S. economy.

The idea was the brainchild of Norfolk Southern's advertising agency, RP3 of Bethesda, Md. After NS management approved the concept, RP3 went to work to find an animation production company.

"We wanted the spot to have a sense of whimsy and wonder, but it had to feel real, not cartoonish," said **Jim Lansbury**, RP3 creative director. "It had to look innovative and eye-catching but still convey a serious message."

RP3 and NS chose The Mill, of New York, Los Angeles, and London. The company specializes in storytelling with visual effects and collaborates on design and digital projects for advertising, film, TV, games, and music videos. The Mill provided the computer animation for the Harry Potter films and worked on 26 of the commercials shown during this year's Super Bowl.

The Mill folks did their homework. They researched NS to understand the corporate culture and how the railroad operates. **Angus Kneale**, The Mill's executive creative director, along with creative director **Ben Smith** and senior producer **Boo Wong**, traveled

to Roanoke to get a close look at the railroad. They spent two days filming and photographing locomotives and trains and talking with employees.

The detail they brought to the toys, the train, and the process was surprising. Each toy they created represented a different aspect of the company. The little workers represented NS employees, right down to their vests and hardhats; the bulldozer character represented our infrastructure; the rabbit was economic development; and, of course, the NS locomotive was the hero. They even named the characters and made up resumes for each of them.

To make the commercial lifelike, a boy's room was constructed at Steiner Studios in New York. Hundreds of actual toys were placed in the room along with strategic lighting to provide realism and shadows.

Aiden Medina, a 7-year-old actor from New Jersey, was chosen from 60 boys tested during casting calls, and **Vinny**, a trained Jack Russell terrier, posed alongside him during two days of shooting.

Some 40 designers and animators working at banks of computers spent 9,888 employee-hours bringing the toys to life and giving the characters movement and personality. If you watch closely, you can see the tiniest nuances of each character. One worker tries to deftly remove a beam from beneath the dog's paw without disturbing him, for example, while two slap "high-fives" when the city is completed.

REVISION 1 2 3

The Mill put so-called “Easter eggs” throughout, little references that people would notice, such as the 30 on the lampshade, the heritage stickers on the toy chest, the rearing Thoroughbred on the balloon, and building blocks forming NS. The trees in the pop-up books are a nod to NS’ GreenTrees initiative in the Mississippi Delta, and there’s a replica of NS’ headquarters building in the city near the end of the boy’s bed.

Judging by the positive public response, this commercial seems destined to become the most-watched and best-liked television spot that NS has ever produced. In the first month of its release, the commercial was viewed more than 27,000 times on YouTube, and it reached thousands of fans on NS’ Facebook site.

“Unless you are a pathetic wretch of a person who is against puppies, children, toys, sunshine, and happiness in general, you just have to find something to like in this railroad commercial,” said **Frank Brown**, assistant vice president corporate communications.

NS timed the launch to the political conventions when viewership would be high and the ad was sure to stand out with its positive message amid negative political ads. During the conventions, the commercial aired on CNN, FOX News, and PBS, and it will run through the presidential election.

“The concept is brilliant,” said Kneale. “With childlike wonder, it communicates how rail connects all parts of the economy, creates jobs, and is better for the environment. The visual effect and genuine humanity make rail more accessible, offer it as a viable solution to America’s challenges, and position Norfolk Southern as a key player in the conversation about how to move forward.”

“This is not a hard sell,” added Smith. “The viewer welcomes this disarming story into his home because it evokes those childhood memories that live inside us all.” ■ BizNS



■ TOP: **Frank Brown**, left, assistant vice president corporate communications, and **Rhonda Broom**, manager advertising and promotions, visit the New York set where NS’ “City of Possibilities” commercial was shot. ABOVE: Brown and Broom pose with the commercial’s two “stars” – 7-year-old **Aiden Medina** and **Vinnie**, a trained Jack Russell terrier.

NAME: PATCH
 TITLE: WELDING SPECIALIST
 INITIATIVE: ECONOMIC IMPACT

SCALE 1 1/2" = 1 FT.
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A CHARACTER COMES TO LIFE

In their pitch to NS, The Mill creative team provided extensive detail on the toy characters, even scripting resumes for each one. Below is a sample of the stuffed rabbit seen in the "City of Possibilities."

Patch is a slow-talking, world-weary old soul who has seen it all and has a deep, gravelly voice. Think the plush toy rabbit version of Sam Elliott (the wiry, mustachioed actor often cast in westerns). His tool of choice is a wind-up toy modified into a blow torch.

"I was born to weld!" has been Patch's mantra ever since the day he was born. And despite the obstacles, including being highly flammable, he lives it to the fullest. Trouble is, there was not always a market for his skills until Norfolk Southern brought about the development to support his small business. Once the city came, he opened up a shop made possible and successful by economic growth from the railroad. His customers come to him as much for his hard-won wisdom as for his welding skills.



PATCHES the RABBIT

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Knoxville carman goes 'Extreme'

Neither rain nor sleet nor snow nor hail – seriously – could keep **John Staton** from fulfilling his duties as a volunteer construction worker on ABC's "Extreme Makeover: Home Edition."



In January, Staton, a carman at John Sevier Yard in Knoxville, Tenn., spent two days feverishly pouring concrete for the foundation of a home the television program selected for a makeover in Knoxville.

With cameras rolling, the volunteers labored in miserable weather during the seven-day project.

"It was the worst week they could have picked," Staton said. "We worked through sleet, snow, hail, and rain, but it was a good opportunity."

Although ABC earlier this year canceled the Extreme Makeover program after a nine-season run, the Knoxville segment will air as a two-hour special around Thanksgiving. The home picked for the makeover belongs to a couple and their three children. They were chosen based on their work with The Restoration House of East Tennessee, an organization they founded that supports low-income single mothers through transitional housing, mentoring, financial counseling, and other services.

Staton joined more than 3,000 volunteers from the community. On the days he volunteered, he was at the site from 1 p.m. to 8 p.m. or so and then reported for third shift at Sevier Yard's car shop, where he has worked since November 2008.

"I thought it was a great opportunity to help somebody who does everything they can to help somebody else," Staton said.

Along with his fiancé, **Tanisha Lockwood**, Staton decided at the last minute to apply for a volunteer position, relishing the opportunity to participate in the community event. "I just accepted any job where I could help," Staton said. "Foundation work was what they needed, and that's where I got put."

Staton, who works well with his hands, helped his stepfather pour concrete for a building project years ago, and he readily recalled the technique.

"It's one of those things that's like riding a bike," he said. "Once I got back into it, I remembered."

During filming, he did not get to meet **Ty Pennington**, host of the program, but he was introduced to designer **Paul DiMeo**, one of the show's regulars. There was little time to chat.

"It was organized chaos to do what they did in seven days," Staton said. "Everything was going everywhere, yet everybody had a job and got it all done." ■ BizNS

■ **John Staton**, a carman at NS' John Sevier Yard in Knoxville, Tenn., volunteered as a construction worker on a housing project that will be featured as a television special on ABC's "Extreme Makeover: Home Edition."





GOOD MORNING!

FRUITS AND JUICES

Baked Apple with Cream, 25c
 Grape Fruit (half), 25c Orange, whole, 15c, sliced, 25c
 Sliced Pineapple, 25c Stewed Prunes with Cream, 25c
 Figs in Syrup with Cream, 35c
 Orange Juice, 25c Grape Juice, 20c
 Tomato Juice, 20c

PRESERVES

Strained Honey, 25c Guava Jelly, 25c
 Orange Marmalade, 25c
 Strawberry or Raspberry Preserves, 25c

COOKED CEREALS WITH CREAM

Oatmeal, Wheat Hearts, Cream of Wheat, 25c

DRY CEREALS WITH CREAM

Puffed Wheat, Puffed Rice, Rice Krispies, Post Toasties,
 Pep, Corn Flakes, Wheaties, Shredded Wheat, All Bran,
 Grape Nuts or Post Bran, 25c

EGGS AND OMELETS

Boiled, Fried or Scrambled (1), 20c, (2), 35c
 Poached on Toast (2), 45c Plain Omelet (2 Eggs), 35c
 Ham or Jolly Omelet (3 Eggs), 60c

STEAKS, CHOPS, ETC.

Reduced Portion, 40c
 Broiled or Fried Ham, 70c Ham with One Egg, 55c
 Ham with Two Eggs, 70c
 Broiled or Fried Bacon (7 Slices), 70c Reduced Portion, 40c
 Bacon (4 Slices) with (2) Eggs, 70c
 Broiled Bacon with Wheat Cakes, 60c
 Lamb Chop (Each), 45c Breakfast Sirklin Steak, 1.50
 Minced Ham with Scrambled Eggs, 60c
 Corned Beef Hash with Poached Egg, 55c
 Country Sausage, 60c

POTATOES

French Fried, Hashed and Browned, or Lyonnaise, 25c

BREAD, TOAST, ETC.

Toast, Plain, 15c Raisin, 15c Whole Wheat, 15c
 Cinnamon Toast, 25c
 Southern Corn Cakes with Georgia Cane Syrup, 35c
 Wheat Cakes with Cane or Maple Syrup, 35c,
 with Honey, 45c
 Southern Corn Muffins, 15c Hot Breakfast Rolls, 15c
 Bread, 15c

COFFEE, TEA, ETC.

Coffee (Small Pot), 25c (Large Pot), 40c Tea (Pot), 25c
 Malted Milk, 25c Milk (Bottle), 15c Cocoa (Pot), 25c
 Kaffee Hag (Pot), 25c Sanka Coffee (Pot), 25c
 Instant Postum (Pot), 25c

From the NS archives

President **Franklin D. Roosevelt** traveled 243,827 miles on 399 trips by rail during his presidency. This photo captures Roosevelt and his wife, **Eleanor**, leaving Washington, D.C.'s, Union Station on March 19, 1941, on a presidential special headed for "a Southern vacation" to Jacksonville, Fla., where he inspected the Naval Air Station.

It's not known if this is a Southern Railway train, but Roosevelt made the trek to the "Little White House" in Warm Springs, Ga., on the Southern at least 50 times during his presidency. Cooks on board prepared a special menu featuring his favorites and regional specialties. This 1934 menu features Southern corn cakes with Georgia cane syrup.

BizNS



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On the cover: The image of this NS locomotive is part of an ad campaign promoting the railroad's contributions to the U.S. economy. It is a fitting symbol for the work done by NS' government relations' employees, who help tell the railroad's story in Washington and state capitals across its network.

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BizNS offers an in-depth look at NS' challenges and opportunities. It is produced by the Corporate Communications Department.

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2013 calendar showcases NS' economic contributions

Winning photos in Norfolk Southern's 2013 calendar contest reflect the significant role the railroad plays in strengthening the U.S. economy as its trains move a variety of goods across the 22-state system.

Pictures include trains moving everything from coal and metallic ore to automobiles and consumer goods.

In recognition of NS' 30th anniversary in 2012, the calendar also features a montage of the railroad's 20 heritage units, most of which were photographed by NS photographer **Casey Thomason**. The first four pages provide information about the predecessor railroads. History also gets a nod with the cover photo depicting NS' heritage locomotives during the "Family Portrait" event in July at the North Carolina Transportation Museum, while the back page shows the restored Southern No. 630 steam locomotive pulling an NS employee steam excursion.

Congratulations go to the following employee photographers: **Greg Marck**, assistant trainmaster, Detroit; **Wayne Manning**, conductor, Greenville, Tenn.; **Chris Dalton**, train dispatcher, Bluefield, W.Va.; **Bruce Kerr**, locomotive engineer, Harrisburg, Pa.; **Jermaine Ashby**, assistant trainmaster, Cleveland, Ohio; **John Molesevich**, electrician, Enola, Pa.; **Carlos Fink**, gang leader, Norfolk; **Michael Breen**, project engineer, design and construction; Atlanta; **Mark Erickson**, pipefitter and sheet metal worker, Roanoke; **Mark Shull**, shop supervisor, Charlotte, N.C., Roadway Shop; **William Oertly**, hazardous material compliance officer, Roanoke; **Russell Gaus**, electrician, Enola, Pa.; **Sam Wheland**, machinist, Altoona, Pa.; and **Jim Haag**, locomotive engineer, Harrisburg. ■ BizNS



To purchase the 2013 calendar, go to the NS website, www.nscorp.com, and select the "Community" tab. On the drop-down box, click on "NS Store, Calendar, and Photos" and then select "Wall Calendar."

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