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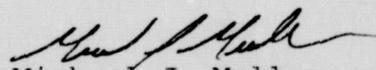
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2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Gilbert West because the enhanced CSX system will allow us more flexibility to expand the markets we service via rail.

3. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way improve service, enhance efficiency and promote the growth of transportation in the East.

I, Michael J. Mullen, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 15th day of May, 1997.


Michael J. Mullen
Gilbert West, Inc.

VERIFIED STATEMENT
of
BIRNEY HUMPHREY
on behalf of
GILES CHEMICAL INDUSTRIES, INC.
Surface Transportation Board Finance Docket No. 33388

My name is Birney Humphrey, and I am the Vice President and General Manager at Giles Chemical Industries, Inc. in Waynesville, NC. As Vice President and General Manager, I am responsible for all aspects of our Sodium Sulfate business for example: sales, marketing, logistics, warehousing, etc.

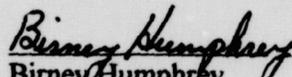
Giles Chemical Industries, Inc. is a national marketer of Sodium Sulfate. We market approximately 20 to 25 percent of all Sodium Sulfate consumed in the United States. The total United States consumption of Sodium Sulfate is approximately 800,000 to 850,000 tons annually. The majority of this tonnage, 80 to 85 percent, is moved via cover hopper cars of approximately 95 tons each. We presently have a total of six supply points located on the three railroads involved with STB Finance Docket No. 33388. We have two supply points located on each of the three railroads involved in this merger. In addition, we have numerous accounts located on all three railroads.

I am making this statement in support of the acquisition of Conrail by CSX Transportation and Norfolk Southern. Giles Chemical Industries, Inc. views this as a step-forward in rail service. It will allow us to deal with fewer rail carriers which will provide better rail car utilization, competitive freight rates and more reliable rail service.

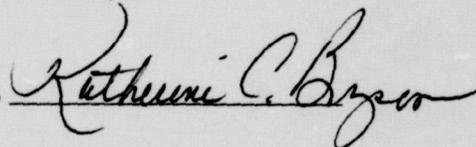
Giles Chemical Industries, Inc. has a leased covered hopper car fleet of seventy-one one hundred ton rail cars. Therefore, it is imperative that we obtain maximum utilization of our rail equipment. The acquisition of Conrail by CSX Transportation and Norfolk Southern will help us obtain this goal while lowering our freight costs.

It is for the above stated reasons that Giles Chemical Industries, Inc. supports the merger of Conrail by CSX Transportation and Norfolk Southern.

I, Birney Humphrey, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.


Birney Humphrey
Vice President & General Manager

Sworn and subscribed before me this 18th day of April 1997,
my commission expires on 4-20-2000



Gilley's Reload Center

9075 Euclid Avenue
Manassas, VA 20110
Phone 703/257-5744
Fax 703/257-5745

May 6, 1997

**The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
Attn: STB Finance Docket #33286
1201 Constitution Avenue, N. W.
Washington, D.C. 20423-0001**

Dear Mr. Williams:

My name is Roger Gilley, and I am owner of Gilley's Reload Center in Manassas, VA. Our reload handles building materials. In 1996 we received over 100 carloads of plywood by Norfolk Southern.

We support the proposed acquisition of Conrail by NS & CSXT. Since our facilities are located on the lines of NS, we would welcome the benefit of increased market access for single line rail transportation. We have been served by the NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail line which they acquire.

For the reasons declared above, I support the application of Norfolk Southern to merge with Conrail.

Sincerely,

**Roger Gilley, Owner
Gilley's Reload Center**

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VERIFICATION

I Roger L. Hilkey, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 9, 1997.

Roger L. Hilkey



GILMAN PAPER COMPANY

Charles W. Chapman
Vice-President
Traffic and Transportation

VERIFIED STATEMENT OF

CHARLES W. CHAPMAN

ON BEHALF OF

GILMAN PAPER COMPANY

FINANCE DOCKET NO. 33388

My name is Charles W. Chapman. I am and have been Vice President of Traffic and Transportation for Gilman Paper Company since 1988.

Gilman operates a fully-integrated pulp and paper mill at St. Marys, GA., five saw mills at Blackshear, Dudley and Fitzgerald, GA and at Maxville and Perry, FL. and a converting plant at Eastman, GA.

At St. Marys, Gilman receives about 8,000 cars/year of chemicals, minerals, coal, starch, wood fiber, wastepaper and wood pulp. It ships out more than 400,000 tons/year via rail and truck, including 1730 Triple Crown trailers, about 2,000 to 3,000 rail cars/year and about 9,500 over-the-road trailers. Some of the inbound movement and at least 1/3 of the outbound movement originates or terminates in the Northeast areas served by Conrail. Many of the existing outbound rail, Triple Crown and over-the-road trailers go to Conrail territory.

St. Marys, GA is served by the St. Marys Railroad, a short line connecting with CSX only at Kingsland, GA ; some 11 1/2 miles from St. Marys.

Our converting plant at Eastman, GA is served by the NS Railroad. It receives about 55,000 tons inbound/year and ships out about 10% less. Much of this business moves by rail. More could move by rail. The outbound shipments move largely to the northeast and Conrail territory.

Our five sawmills ship about 1027 rail cars per year, most of which terminate in Conrail territory. We ship more than three times as much by truck to other customers. With single-line service cost efficiency, our rail markets in the north east should expand sharply.

Gilman supports the acquisition of Conrail by CSX and NS because we believe we will get better service and lower prices on shipments to and from the Northeast. Our rail traffic should increase significantly as single-line efficiencies manifest themselves in transit times and prices. This is true for our box car shipments of paper and pulpboard and flat car shipments of lumber.

Our Northeast traffic should grow on CSX and NS. Two of our sawmills are served by shortlines with access to both railroads. Three are served by CSX alone. Our St. Marys mill is served primarily by CSX and our Eastman plant is served by NS.

In addition to direct service and price benefits, we believe the entire rail system in the northeast will be strengthened by the proposed realignment and expansion of single-line service. We believe more intermodal competition between CSX and NS will develop and everyone will benefit from this activity and commitment of resources.

Gilman supports the proposed acquisition and requests an expedited schedule for disposing of the matter so that the benefits can begin sooner.

I, Charles W. Chapman, affirm that the foregoing statement is true and correct and that I am authorized to file this document on behalf of Gilman Paper Company.

Charles W. Chapman

Subscribed and sworn to before me this 16th day of May, 1997.

Harry J. Allen
Harry J. Allen, Notary Public

My commission expires

Notary Public, Camden County, Georgia
My Commission Expires Jan. 19, 2001

VERIFIED STATEMENT OF

GIVENS LOGISTICS

FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

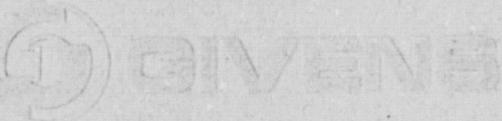
Dear Mr. Williams:

My name is Keith Helton, and I am Executive Vice President of Givens Logistics, 1720 S. Military Highway, Chesapeake, VA 23320. I have held my present position for ten years. My duties include overall responsibility for intermodal sales, service productivity, profitability and human resource issues.

Givens is a provider of 3rd party logistics services, an intermodal marketing company, trucking company and distribution center employing 300 people in Chesapeake, Virginia. We work with Norfolk Southern at Detroit, MI, Cincinnati, OH, Columbus, OH, Jacksonville, FL, Chicago, IL, and St. Louis, MO.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers.

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They must be carriers which are of comparable size and scope, and provide a competitive service. Norfolk Southern has proven themselves to be the most responsive and most customer sensitive of all the rail carriers which we have been associated with. Their way of doing business has allowed us to grow this side of our logistics business. They allow us to satisfy customers' needs which would otherwise go unsatisfied.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with Norfolk Southern's commitment to safety, as indicated by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, Keith Helton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30, 1997.

Sincerely,

A handwritten signature in black ink that reads "Keith Helton".

Keith Helton
Executive Vice President
Givens Logistics



P.O. Box 401 • Alexandria, Kentucky 41001 • (606) 635-5580

April 1997

Version A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

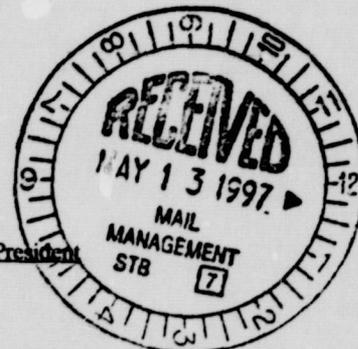
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Steven A. Mays, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 5 day of May, 1997.

Steven A. Mays
GKM Coal, Inc.

GLASS BROKERS INC.
182 RADCLIFF DRIVE
EAST NORWICH, NEW YORK 11732
516-624-2474 FAX# 516-624-2337



Emanuel V. Sorge Ph.D.

President

May 6, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street N.W.
Washington, DC 20423-0001

Dear Mr. Williams,

I am the President of Glass Brokers Inc. with offices in Long Island. In my capacity as President, my responsibilities include planning all transport including rail service and shipments. As such, I have followed the Conrail story over the last several months with great interest.

The solution which Norfolk Southern and CSX have presented to the question " who gets Conrail" appears to be fair and equitable.

Speaking on behalf of GBI, we support the approval of the transaction by which CSX and NS will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier.

It is our contention that two carriers of relatively equal size and scope provide a better opportunity for seamless service, efficient equipment utilization and seamless synergies.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us and our clients to increase market penetration into those areas in which heretofore we have been unable to compete.

To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

I, Emanuel V. Sorge as President of GBI, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement executed this day May 6, 1997.

Sincerely,

Emanuel V. Sorge Ph.D.
President
Glass Brokers Inc.

CAMERON LIVINGSTONE
NOTARY PUBLIC, State of New York
No. 01L12383750
Qualified in Queens County
Commission Expires April 30, 1999

SWORN TO BEFORE ME THIS

9 DAY OF MAY 1997

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**Glass
Recyclers Ltd.**

4/22/1997

**Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N.W.
Washington, D.C. 20423**

**RE: CSX Corporation and Norfolk Southern-Application
To control and operate lines of Consolidated Rail Corp.**

Dear Secretary Williams:

My name is Robert Rahaim. I am President of Glass Recyclers Inc. in Dearborn, MI. My office address is 6465 Wyoming, Dearborn, MI. 48126. I am responsible for the transportation strategy of both raw material processing materials and the outbound Glass product.

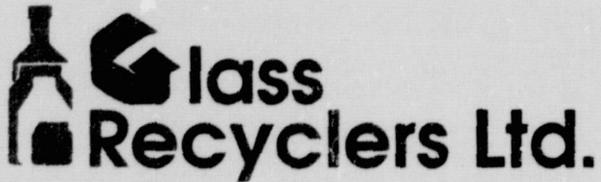
Glass Recyclers Inc. is an international supplier of quality glass cullet, and specialty Powders for a variety of industries and applications. Glass Recyclers products are transported by CSX to our customers at an average of 60 cars a month. We also are in process of building a second location which will make greater use of the CSX/CONRAIL services with on site loading.

Glass Recyclers believes that the proposed acquisition of Conrail and would be in our best interests, as well the interest of our customers. We strongly urge the Board to approve this application for following reasons.

- **The merger would provide better service and competitive rates.**
- **With growth of our business, access to increased line locations is important.**
- **Our belief that the acquisition will also allow for efficient rail service nation wide.**
- **This will also allow for more capital investment in the rail industry.**

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In conclusion, Glass Recyclers Inc. supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert Rahaim", with a long, sweeping underline that extends to the right.

**Robert Rahaim
President
Glass Recyclers Inc.**

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April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

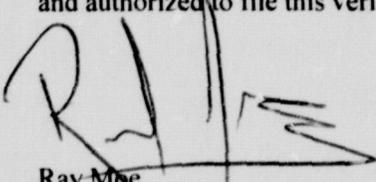
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Ray Moe, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 14 day of May, 1997.



Ray Moe
Plant Superintendent
Glen Rock Lumber

SINCE 1895



Glenshaw Glass Company, Inc.

GLENSHAW, PENNSYLVANIA 15116

(412) 486-9100

FAX (412) 486-9252 (PURCHASING - PLANT)

FAX (412) 486-2459 (MAIN OFFICE)

MANUFACTURERS OF GLASS CONTAINERS • FLINT • AMBER • EMERALD GREEN

May 12, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1201 Constitution Ave., NW
Room 2215
Washington, D.C. 20423

Dear Mr. Secretary:

Glenshaw Glass Company Inc. supports the acquisition of Conrail by CSX and Norfolk Southern. We believe this proposed merger is positive, and if approved will offer better and expanded service opportunities. This would permit our company to keep transportation costs down while receiving faster service.

We hope this matter will receive early consideration by the Surface Transportation Board and that Congress will not act to block or delay deliberation of this matter.

Thank you for your consideration.

Sincerely,

James J. Bailey

JJB/gw

Global Intermodal Logistics

in association with
Big T Transfer
MC# 146108

P.O. Box 287
New Albany, IN 47151-0287
(812) 285-8455
Fax (812) 282-0555

May 22, 1997

VERIFIED STATEMENT OF
GLOBAL INTERMODAL LOGISTICS
FINANCE DOCKET NO.33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street
Washington, D.C. 20423-0001

My name is WANDA THACKER, and I am PRESIDENT of GLOBAL INTERMODAL LOGISTICS. I have held my present position for THREE years. My duties include RATE NEGOTIATION AND IN CHARGE OF DAY TO DAY OPERATIONS.

GLOBAL INTERMODAL LOGISTICS is an INTERMODAL MARKETING COMPANY (IMC). We ship intermodal traffic in the following lanes throughout the United States: LOUISVILLE, KY TO VARIOUS INTERMODAL RAMPS IN THE UNITED STATES. NS serves the LOUISVILLE lane, and CSX services the CINCINNATI lane. During 1996, we shipped 540 containers/trailers within these lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantage of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition,

Mr. Vernon A. Williams
Page 2
May 22, 1997

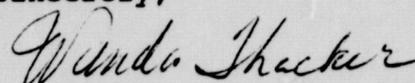
that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are comparable size and scope, and provide a competitive service.

In addition to competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, WANDA THACKER, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.
Executed on MAY 22, 1997.

Sincerely,



Wanda Thacker
President



Global Stone (U.S.A.) Inc.

May 29, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N. W.
Washington, DC

RE: STB Finance Docket No. 33388

Dear Mr. Williams:

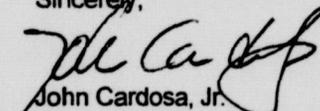
My name is John Cardosa, Jr. and I am Vice President, Sales and Marketing for Global Stone (USA) Inc. We operate six mining and manufacturing facilities in the eastern US. Five of these facilities are served or could be served by either CSX or NS. We are a large volume shipper of lime and limestone products. These products are used in many of our basic industries, such as paper, steel and chemical processing facilities.

We extensively utilize rail transportation and realize the importance of maintaining a strong competitive rail system throughout the country. We support the transaction by which CSX and NS will acquire control of ConRail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. From what I understand of railroad operations, I believe that two carriers of relatively equal size and scope provide the greatest opportunities for seamless service and efficient, cost-effective rail operations.

We look forward to a greatly expanded market reach that single line service by NS and CSX could offer. This situation may allow us to penetrate markets not normally available to us.

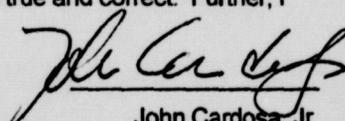
We favor approval of the joint application of NS and CSX to acquire and divide ConRail.

Sincerely,


John Cardosa, Jr.
Vice President, Sales and Marketing

Verification

I, John Cardosa, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


John Cardosa, Jr.

Global Stone (U.S.A.) Inc. · Eastern Region · 10898 Crabapple Road · Suite 101 · Roswell · Georgia · 30075

Telephone: (770) 992 1268 · Fax: (770) 992 0488

A Global Stone Corporation Company

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3807 Highland Avenue
Niagara Falls, NY 14305
716-284-0146
FAX 716-284-0215



**VERIFIED STATEMENT OF
W. DAVID TUTEN
on behalf of
Globe Metallurgical Inc.
STB Finance Docket No. 33388**

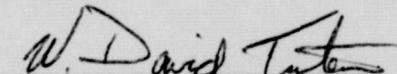
My name is W. David Tuten. I am the Plant Manager at the Globe Metallurgical plant located at 3807 Highland Avenue, Niagara Falls, NY 14305. I have been employed in various positions at Globe for the past fifteen years, and have been in my current position for two years. I am involved in all aspects of the day-to-day operations of the Niagara Falls plant, including transportation. I am writing to express our company's strong support for the proposed division of Conrail's assets between CSX and NS, a transaction that would greatly benefit our company.

Globe produces silicon metal using metallurgical gravel and other components. The Niagara Falls plant receives over 1,000 carloads of incoming raw material annually via rail. The gravel we receive is mined in Alabama and the Carolinas, and is transported via a joint-line rail movement that originates on CSX and switches to Conrail.

The proposed transaction would create new single-line rail service for these inbound shipments of gravel, resulting in a more cost-efficient routing and providing better overall service. Our company also anticipates that the proposed transaction would improve car supply and locomotive utilization to the benefit of all rail customers in the Northeast.

Our company respectfully urges the Board to approve the joint application of CSX, NS and Conrail. We think that the proposed transaction would create substantial benefits for Globe and would best serve the interests of rail customers throughout the Northeast.

I, W. David Tuten, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 9th day of May, 1997.


W. David Tuten

GLOVER MILLING CO., INC.

3038 WEST HORNES CHURCH RD

BAILEY, NC 27807

PH. (919)-237-0926 1-800-852-9953

May 28, 1997

Mr. Vernon A Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N. W.
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company-Control and Operating Leases/Agreements-Conrail, Inc., and Consolidated Rail Corporation, STB Finance Docket No. 33388

VERIFIED STATEMENT OF

GLOVER MILLING CO, INC

My name is William E Glover, and I am President of Glover Milling Co., Inc. I have held my present position for 38 years. My duties include managing, purchasing and marketing grain, operational and administrative duties

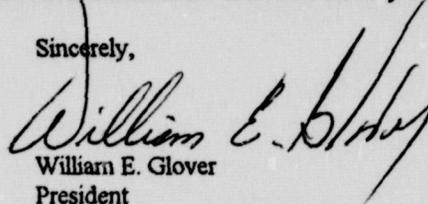
Glover Milling Co., Inc. is a country grain elevator purchasing grain: corn, wheat, oats, barley and soybeans from farmers and market grain and soybeans. We also manufacture animal feed: to include hog, chicken and cow feed. We have a railroad loading facility on NS at Bailey, N. C. 27807.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our railroad loading facility is located on the lines of NS, we would welcome the benefit of increased market access for single line transportation. We have used NS for years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

For all the above reasons, we support the application of NS and CSX to acquire Conrail.

I, William E. Glover, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 28, 1997.

Sincerely,



William E. Glover
President

copy: CSX Corporation

GOLD KIST INC.

244 Perimeter Center Parkway, N.E., Atlanta, GA 30346-2397 • P.O. Box 2210, Atlanta, GA 30301-2210

Gaylord J. Coan
Chief Executive Officer
Chairman - Management Executive Committee

Telephone: (770) 393-5353
Fax: (770) 393-5338

May 30, 1997

**Secretary Vernon A. Williams
Surface Transportation Board
12th and Constitution Avenue, N. W.
Washington, D. C. 20423**

Dear Secretary Williams:

STB FINANCE DOCKET NO. 3338E, CSX CORPORATION AND CSX TRANSPORTATION INC.; NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY CORPORATION - CONTROL AND OPERATING LEASE/AGREEMENTS - CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

My name is Gaylord O. Coan, and I am Chief Executive Officer of Gold Kist Inc., a farmer owned cooperative headquartered in Atlanta, Georgia. I have been employed by Gold Kist for 38 years....starting as a trainee and working in grain marketing, soybean processing, and retail stores before becoming President of the company in 1991 and then C.E.O. in 1995.

Our largest volume comes from our integrated poultry operation owned by poultry producers. We operate 13 poultry processing plants, 14 hatcheries, and 17 feed mills. The Southeastern part of the United States is a grain deficit area, therefore, causing us to bring over 28,500 cars of grain in from the midwestern grain producing area.

We also handle over 1,300,000 tons of fertilizer materials through our retail stores that serve our farmer members who grow all types of crops.

Mr. Williams

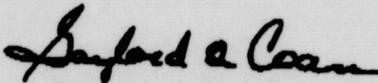
- 2 -

May 30, 1997

We are very supportive of the CSX and Norfolk Southern acquisition of Conrail since all of our operating facilities are serviced by these two lines. We feel service will improve as these railroads go directly to the grain producing areas now served by Conrail, which will be new sources of grain for us by a single carrier.

Our poultry business is not seasonal, therefore, we would appreciate your approval of this acquisition as expeditiously as possible.

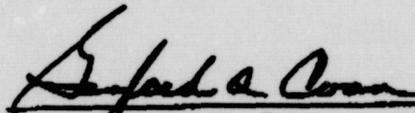
Sincerely,


Gaylord O. Coen

GOC:arw
Attachment (Certification)

CERTIFICATION

I, Gaylord O. Coan, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed this 30th day of May 1997.


Gaylord O. Coan 5-30-97
Date



Gold Star Shipping, Inc.
P.O. Box 8517
The Woodlands, Tx 77387-8517
Phone: (281) 362-1700 Fax: (281) 362-9293

**VERIFIED STATEMENT OF
GOLDSTAR SHIPPING, INC
FINANCE DOCKET NO. 33388**

Mr. Vernon A Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Lisa Donovan, and I am President and owner of GoldStar Shipping, Inc. Eventhough our company is in its infancy, I have been involved in transportation for the past ten years.

GoldStar Shipping provides a complete transportation service, to owners and users of intermodal equipment. We have shipped containers in every major lane throughout the United States and Canada. During the first four months of this year we have shipped 1000 containers within these lanes and expect our business to continue to grow in the future.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And the rail carriers that will compete in the Northeast should not be just any rail carriers. They must be carriers that are of comparable size and scope, and provide a competitive service.

In addition to the competitive reasons stated above, our company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Lisa Donovan, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on the 29th day of May, 1997

Sincerely,

Lisa Donovan
President
GoldStar Shipping, Inc



VERIFIED STATEMENT OF
Golden Eagle Express
FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Gregory Clement and I am Counsel for Golden Eagle Express located at 2550 East 68th Street, Long Beach, CA, 90805. Golden Eagle Express is a motor carrier/drayman that operates out of the Norfolk Southern Intermodal facility in Chicago, IL.

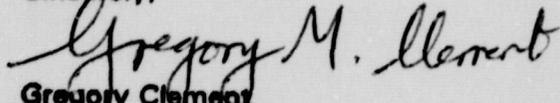
Based upon our experience in providing the services described above and working with various railroads we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the Intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of Intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Gregory Clement, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29, 1997.

Sincerely,



Gregory Clement
Golden Eagle Express
2550 East 68th Street
Long Beach, CA 90805

**GOLDEN-ROD ENTERPRISES
FORREST H. INGRAM**

P. O. DRAWER 948

PHONE 734-0851

**LIVE POULTRY
BROILER FINANCING - HATCHERY FLOCKS
CULLMAN, ALABAMA 35056**

Verified Statement
of
Bobby Brown
on Behalf of
Golden Rod Feed Mill, Inc.

STA Finance Docket No.

I am Bobby Brown, Purchasing Manager of Golden Rod Feed Mill, Inc. Golden Rod Feed Mill, Inc. is located at 85 13th Street NE, Cullman, AL 35056. I have served Golden Rod Feed Mill, Inc. and the feed industry of Northern Alabama for over twenty years.

Golden Rod Feed Mill, Inc. has been in poultry production business for over fifty years. Golden Rod Feed Mill, Inc. annually receives Feed Grains equating to over over 750 railcars. These shipments originate in the Northern grain producing States, destined for our feed production facility located in Cullman, AL.

Golden Rod Feed Mill, Inc. anticipates that the combination of CSX's present system with portions of the Conrail system will result in improved blocking patterns that will benefit Golden Rod Feed Mill, Inc. Many of Golden Rod Feed Mill, Inc.'s shipments can originate from points served by Western Carriers. Our present shipments are often delayed during handling at congested gateways. If blocking patterns can be structured such that interchange times are reduced, transit times and costs will go down accordingly.

Thus, Golden Rod Feed Mill, Inc. look forward to the consummation of the transaction between CSX, NS and Conrail and urges the Surface Transportation Board to approve their application.

I, Bobby Brown declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 14th day of May, 1997.

Bobby Brown
Bobby Brown

GOODALE AUTO-TRUCK PARTS CO.

PHONE 614/294-4777

1100 E. FIFTH AVE.

COLUMBUS, OHIO 432013098



May 28, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K. Street N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Doug Burkhart, and I am V.P. of GOODALE AUTO-TRUCK PARTS CO., INC. I have held my present position for 21 years. My duties include overseeing the production and remanufacturing of transmissions, differentials, driveshafts and drivetrain components.

GOODALE AUTO-TRUCK PARTS CO., INC. is a vendor who supplies drivetrain components to the various railroads. We work with NS at the following locations... Roanoke, Va.- Columbus, Oh.- Cincinnati, Oh. In addition, we work with CSX in Richmond, Va.- and Jacksonville, FL., Conrail in Philadelphia and Columbus, Oh.

Based upon our experience in providing services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the northeast have had the service of only one carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive.

While there may have been a historical reason for insulating northeastern railroading from competition, that time has past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the northeast should not be just any rail carriers. They must be carriers which are comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are

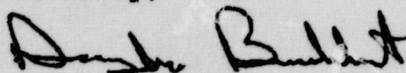
PAGE 2

will known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Doug Burkhart, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29, 1997.

Sincerely,



Douglas Burkhart
V.P. PRODUCTION
GOODALE AUTO-TRUCK PARTS CO., INC.



Gorno Transportation Services, Inc.

15601 Dix-Toledo Road
Southgate, MI 48195
Phone: (313) 281-1666
Fax: (313) 281-1696

VERIFIED STATEMENT OF GORNO TRANSPORTATION SERVICES, INC.

FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is Greg Gorno, President of Gorno Transportation Services. In the last seventeen years, I have been involved with two other trucking companies, doing sales & operations here in the Detroit area. I have worked closely with all the railways over those years.

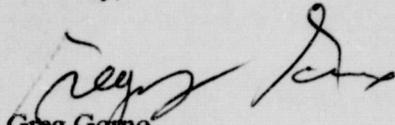
Based upon our experience working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past. It is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. In addition, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Greg Gorno, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30, 1997.

Sincerely,



Greg Gorno
President



Customer Resource Center
1240 Win Drive • Bethlehem, PA 18017
800-779-GPS0 (4770) • 610-691-6924
Fax: 610-868-7919

May 21, 1997

VERIFIED STATEMENT OF
GPS TRANSPORTATION, INC. AND GPS TERMINAL SERVICES, INC.
FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N. W.
Washington, D. C. 20423-0001

Dear Mr. Willams:

My name is Dave Anthony, and I am CEO of GPS Transportation and GPS Terminal Services. The two companies are have their headquarters at 1240 Win Dr., Bethlehem, PA. GPS Transportation was founded in 1973 and Terminal Services in 1984.

GPS Transportation provides drayage and shorthaul trucking services in the Northeast from Ohio to New England and down to Baltimore. Over 90% of that trucking business is in connection with intermodal. We operate out of all the ports from Boston to Baltimore and pull equipment to and from ramps owned by CSX, NS, CR, CP, Guilford and the W&LE. GPS Terminal Services provides lifts and other terminal services for the CR ramps in Cleveland, Pittsburgh, Allentown, Harrisburg, and Buffalo and for the NS in Albany, the CP in Newark, NJ and the W&LE in Navarre, OH.

Based on our extensive intermodal experience and working with all the railroads involved in Conrail's territory, we support Norfolk Southern and CSX in their efforts to acquire Conrail and then divide the Conrail system. There is a need for increased intermodal competition and the proposed plan, with each carrier having their own tracks and facilities, will accomplish that. The result will be improved service and greater price competition. Both NS and CSX are established intermodal carriers and have the size and scope to provide competitive services. In addition, this plan will open up new intermodal markets, especially between the Northeast and South.

GPS

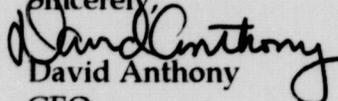
TRANSPORTATION, INC.

Customer Resource Center
1240 Win Drive • Bethlehem, PA 18017
800-779-GPS0 (4770) • 610-691-6924
Fax: 610-868-7919

Growth in the intermodal industry will benefit both parts of GPS, the trucking and terminal services. Providing increased intermodal competition in the Northeast will promote traffic and service and develop new intermodal customers. The result for GPS will be increased business and increased employment. NS has a good reputation for both its capital investment in intermodal as well as for its commitment to growth and service. We also are impressed in their dedication to safety, as evidenced by their continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, David Anthony, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on May 21, 1997.

Sincerely,

David Anthony
CEO
GPS Transportation, Inc.
GPS Terminal Services, Inc.



GRACO INDUSTRIES

Custom Manufacturers of Military Medals, Ribbon, & Insignia

P.O. Box 27 - Tomball, Texas 77375

(713) 255-2161

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

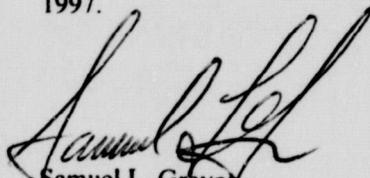
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Samuel L. Graves, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 6 day of May 1997, 1997.


Samuel L. Graves
Graco Industries

GRAIN SALES CO., INC.

35 YEARS OF
CONTINUOUS SERVICE
1956 - 1991

1140 HIGHTOWER TRAIL
ATLANTA, GEORGIA 30350

May 6, 1997

(404) 998-4545

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Verified Statement

RE: Proposed CSX/NS/Conrail Transaction: STB Finance
Docket No. 33388

Dear Secretary Williams:

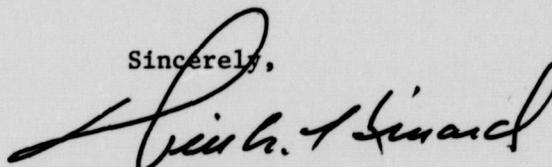
My name is Will L. Kinard. I am Chairman of the Board of Grain Sales Co., Inc. My office address is 1140 Hightower Trail, Suite 200, Atlanta, GA. 30350. In my position, I am responsible for grain trading, originating corn in the midwest and shipping to the corn deficit southeast. Grain Sales has been in business since 1956 and controls the shipment of approximately 7,800 carloads of grain to southeastern feed mills, handling 98% rail versus truck.

Grain Sales strongly believes that the proposed joint acquisition of Conrail by CSX and NS would be in our best interests, as well as the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

1. More efficient single line service.
2. Improved equipment utilization.
3. Wider area of grain accumulation for shipment to the southeast.

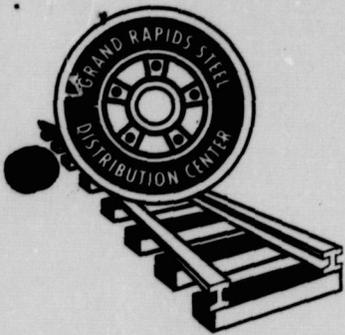
I, Will L. Kinard, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 6th day of May 1997.

Sincerely,


Will L. Kinard


BROKERS

WLK/cm



Grand Rapids Steel Distribution Center

A SteelPro Affiliate

MAY 30, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

VERIFIED STATEMENT

Re: CSX, NS and Conrail Transaction;
STB Finance Docket No. 33388

Dear Secretary Williams:

My name is James A. Russo. I am the owner of Grand Rapids Steel Distribution Center, 945 Freeman, Grand Rapids, Michigan 49503.

My firm is responsible for coordinating and providing transportation and warehousing services exclusively for the automobile manufacturers from three separately-operated facilities.

My firm has been in existence for 35 plus years and I am writing to offer my companies strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

Grand Rapids Steel Distribution Center is a medium-sized provider of warehousing and trucking services of steel products that are integrated with rail transportation of both Conrail and CSX that supports just-in-time delivery of materials to the assembly and manufacturing lines of the automobile manufacturers.

We receive approximately 10,000 carloads annually of steel products to our warehouse facilities in Grand Rapids, Michigan, Macedonia, Ohio and Wayne, Michigan. Our Grand Rapids facility is served by CSX; our Macedonia, Ohio facility is served by Conrail, while our

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Vernon A. Williams
MAY 30, 1997
Page 2

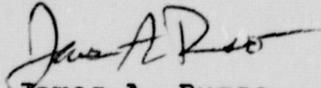
Wayne, Michigan facility is served directly by both Conrail and CSX. Most of our inbound material is received by rail, while the outbound material is primarily shipped by truck.

Grand Rapids Steel Distribution Center believes that the proposed transaction would be in our overall best interest as well as the customers we serve. We strongly urge the Board to approve this application for the reasons illustrated below:

1. We believe that the proposed transaction would produce better service, better equipment utilization and more competitive rates. Conrail and CSX each serve a number of the steel mills and as such, we would expect more efficient single-line service from more steel mills with the enhanced CSX and NS systems. Our experience is that single-line service is faster, more reliable, less costly and easier to track car-in-train movements.
2. We believe that the proposed transaction would increase rail business and because of the integration of rail into our warehousing services, G. R. S. D. will also see an increase in business.

In conclusion, Grand Rapids Steel Distribution Center supports the joint application of Conrail, CSX and NS and requests that the Board move as quickly as possible to assure approval.

I, James A. Russo declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 30TH day of MAY 1997


James A. Russo

Granger Farm Products, Ltd.

P.O. Box 1288
Temple, Tx. 76503
206 N. Walton
Granger, Tx. 76530

Phone (512) 859-2877

Fax (512) 859-2309

May 12, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No.33388

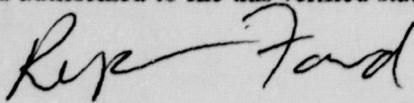
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interests of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single - line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investments and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Ryan Ford, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 12th day of May, 1997.

A handwritten signature in cursive script that reads "Ryan Ford". The signature is written in dark ink and is positioned above the typed name.

Ryan Ford
Manager
Granger Farm Products, Ltd.



Fox Terminal Road
P.O. Box 5005
Cahokia, Illinois 62206
(618) 337-3700



Michael L. Heiy 5/28/97

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No.33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No.33388.

Verified Statement on behalf of Granite Grain
Finance Docket No.33388

My name is Ross Tweedy, I am the General Manager of Granite Grain. I have held this position for eight years. My duties include administration of marketing and accounting as well as merchandising barge and rail grain.

Granite Grain is in the grain and grain transportation marketing business. We have facilities at Cahokia, Granite City, and Pekin, Illinois. These facilities are either served or have access to the Norfolk Southern. We originate supplies of grain and grain products in Iowa, Missouri, Illinois, and Indiana on the Norfolk Southern.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facilities originate grain on the lines of the Norfolk Southern, we would welcome the benefit of increased market access for single line rail transportation. Joint line rail service has tended to inhibit our ability to move traffic on the Conrail, and the single line service which the Norfolk Southern proposes would be of benefit to us. With single line service, I believe our facility would be able to compete in markets with other companies enjoying single line service. We have used Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines they acquire.

For the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, Ross Tweedy, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 27, 1997.

Sincerely,

Ross Tweedy

Ross Tweedy

Mailing Address:
P.O. Box 13663
Reading, PA 19612
Tel: (610) 378-9780

GRAYSTONE EXPRESS Ltd.

Delivery Address:
701 Spring Street
Reading, PA 19604
Fax: (610) 378-9781

May 15, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: CSX, NS, Conrail Transaction; STB Finance Docket No. 33388

Dear Secretary Williams:

As the President of a small northeast regional trucking company, I am writing to offer my support for the proposed joint acquisition of Conrail by CSX and NS.

It is obvious that the long term financial viability of our nation's interstate railroads is for them to focus on long distance moves and maximizing equipment utilization.

Rail cars must be kept full and moving over great distances. The shorter distance in movement of freight is most economically handled by trucks.

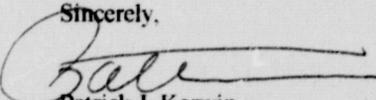
If you accept these assumptions, then it seems logical from my view point for the joint acquisition of Conrail by CSX and NS be approved.

By approving this transaction, great transportation efficiencies will be gained on the eastern seaboard, without sacrificing the obvious benefits of competition among CSX, Norfolk Southern, and the trucking industry.

Such a transaction will result in increased long distance rail traffic, and reduced long distance trucking. While on the surface, it may seem incongruous for the President of a trucking company to make such a statement, it obviously makes sense. Longer rail moves, with local truck delivery makes good economic sense, good social sense, and would be encouraged by an acquisition of Conrail by CSX and NS.

Thank you for considering my opinion.

Sincerely,


Patrick J. Kerwin
President

I, Patrick J. Kerwin, declare under penalty of perjury that the foregoing is my true and correct opinion. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 15th day of May 1997.

GREAT LAKES PAPER FIBRES CORP.



441 OHIO ST P.O. BOX 663
BUFFALO, NY 14240-0663

Phone: (716) 854-3232
Fax: (716) 854-0036
E-Mail: jqhv04a@prodigy.com

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Nicholas Nemeti, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 29 day of APRIL, 1997.

A handwritten signature in cursive script that reads "Nicholas Nemeti".

Nicholas Nemeti
Great Lakes Paper Fibres Corp.

413

GREAT LAKES SUGAR COMPANY

Fremont Factory
1101 N. Front Street
P. O. Box 730
FREMONT, OHIO 43420
Telephone (419) 332-9931
FAX (419) 332-8803

GENERAL OFFICES
4800 Fashion Square Boulevard
300 Plaza North
P. O. Box 1348
SAGINAW, MICHIGAN 48605
Telephone (517) 799-7300
FAX (517) 799-7310

Findlay Terminal
Greenwood & Logan
P. O. Box 89
FINDLAY, OHIO 45840
Telephone (419) 423-1666

May 28, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1201 Constitution Avenue, NW
Room 2215
Washington, D.C. 20423

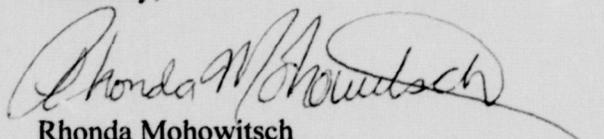
Dear Mr. Williams:

Michigan Sugar Company supports the acquisition of Conrail by CSX and Norfolk Southern. We believe this proposed merger is positive, and if approved will offer better and expanded service opportunities. This would permit our company to keep transportation costs down while receiving faster service.

We hope this matter will receive early consideration by the Surface Transportation Board and that Congress will not act to block or delay deliberation of this matter.

Thank you for your consideration.

Sincerely,


Rhonda Mohowitsch
Manager of Logistics Services

bcc: Michelle Martin, CSX ✓
Carl Turney, Norfolk Southern

Great Lakes Terminal & Transport Corp. of PA
2601 Route 68, P. O. Box 281
Industry, Pennsylvania 15052

Phone: 412-643-9450

Fax: 412-643-6626

April 29, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

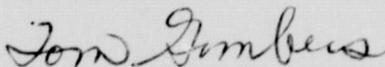
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail.

In Conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Tom Gimbus, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 29 day of April, 1997.

Sincerely Yours,



Tom Gimbus
Manager, GLT&T of PA

**GREAT WESTERN STEAMSHIP
P.O. BOX 2746
CONROE, TX. 77305
TEL: 409) 539-3987 FAX: 409) 539-4424**

MAY 22, 1997

MR. VERNON A. WILLIAMS
SECRETARY
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388
1925 K STREET, N.W.
WASHINGTON, D.C. 20423-0001

RE: CSX CORPORATION AND CSX TRANSPORTATION, INC.; NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY CO. - CONTROL AND OPERATING LEASES/AGREEMENTS - CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION, STB FINANCE DOCKET NO. 33388.

VERIFIED STATEMENT OF
GREAT WESTERN STEAMSHIP CO.
FINANCE DOCKET NO. 33388

DEAR MR. WILLIAMS,

MY NAME IS VIRGINIA THAXTON, AND I AM THE OPERATIONS ADMINISTRATOR FOR GREAT WESTERN STEAMSHIP CO. I HAVE HELD MY PRESENT POSITION FOR FOUR YEARS. MY DUTIES INCLUDE OFFICE MANAGEMENT, RATE NEGOTIATIONS, LOGISTICS, BILLINGS, ETC.

GREAT WESTERN IS A LOGISTICS AND MANAGEMENT COMPANY INVOLVED IN ALL ASPECTS OF TRANSPORTATION, I.E. TRUCKING, RAIL, AND VESSEL OPERATIONS. WE SHIP BOTH INTERNATIONALLY AND DOMESTICALLY, AND CARGO FROM/TO THE EAST COAST MOVES ON NORFOLK SOUTHERN RAILS.

IT IS MY UNDERSTANDING THAT CSX AND NS INTEND TO FILE AN APPLICATION TO CONTROL CONRAIL AND TO DIVIDE AND OPERATE ITS ROUTES AS PART OF THEIR EXISTING SYSTEMS. I ALSO UNDERSTAND THAT A KEY ELEMENT OF THE NS PLAN IS IMPROVED AND EXPANDED INTERMODAL (AND MULTIMODAL) SERVICES. EXTENDED NS INTERMODAL SERVICE WILL HELP TO MEET OUR TRANSPORTATION NEEDS THROUGHOUT THE TERRITORY NOW SERVED BY CONRAIL. OPENING CONRAIL MARKETS TO SERVICE BY TWO RAIL CARRIERS OF COMPARABLE SIZE AND SCOPE, EACH WITH ITS OWN TRACKS AND TERMINALS, WILL OFFER US THE ADVANTAGES OF COMPETITIVE SERVICE AND PRICING WITHOUT FRAGMENTING THE MARKET AND HURTING SERVICE. FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST, AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVED BY MORE THAN ONE RAIL

**GREAT WESTERN STEAMSHIP
P.O. BOX 2746
CONROE, TX. 77305
TEL: 409) 539-3987 FAX: 409) 539-4424**

pg. 2

CARRIER WHICH OWNS ITS FACILITIES. AND, THE RAIL CARRIERS WHICH WILL COMPETE IN THE NORTHEAST SHOULD NOT BE JUST ANY RAIL CARRIERS. THEY MUST BE CARRIERS WHICH ARE OF COMPARABLE SIZE AND SCOPE, AND PROVIDE A COMPETITIVE SERVICE. I WOULD BE INTERESTED IN SERVICE DIRECT FROM VARIOUS EAST COAST POINTS TO BOTH THE WEST COAST AND GULF AREAS WHICH INCLUDE STEEL WHEEL INTERCHANGES TO OTHER RAILS.

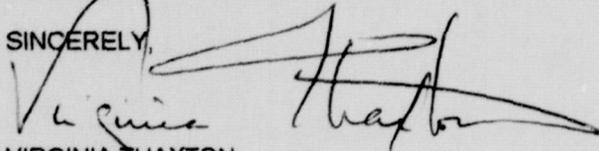
IN ADDITION TO THE COMPETITIVE REASONS STATED ABOVE, MY COMPANY WOULD WELCOME THE EXTENSION OF NS SERVICE INTO THE NORTHEAST. NS'S CAPITAL INVESTMENT IN ITS INTERMODAL FACILITIES AND SERVICE ARE WELL KNOWN IN THE INDUSTRY, AS ARE ITS STRONG COMMITMENTS TO GROWTH AND SERVICE. FURTHER, WE HAVE BEEN IMPRESSED WITH NS'S COMMITMENT TO SAFETY, AS EVIDENCED BY ITS EVIDENCE OF CONTINUED SUCCESS IN WINNING THE HARRIMAN AWARD.

TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE APPLICATION OF CSX AND NS TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB.

I, VIRGINIA THAXTON, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT.

EXECUTED ON MAY 22, 1997.

SINCERELY,



VIRGINIA THAXTON
OPERATIONS ADMINISTRATOR
GREAT WESTERN STEAMSHIP CO.

greater lafayette
Progress
inc.

122 North 3rd Street P.O. Box 311 Lafayette, IN 47902-0311
(317) 742-0095
FAX (317) 742-6276

May 8, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street N.W.
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and Norfolk Southern Railway Company
Control and Operating Leases/Agreements
Conrail Inc. and Consolidated Rail Corporation

Dear Mr. Williams:

My name is J. Michael Brooks. On behalf of the Greater Lafayette Progress, Inc. I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am the President of the Greater Lafayette Progress, Inc.; the economic development entity for the Lafayette, Indiana area and have been duly authorized to speak on its behalf.

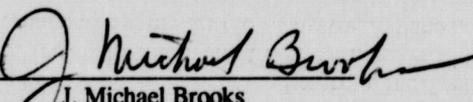
The Greater Lafayette Progress, Inc. has a longstanding relationship with NS and, before their merger, the Norfolk & Western. In addition, NS's strong and effective industrial development efforts have proven to be invaluable to our community, as well as other areas in our state.

We truly believe that acquisition of Conrail by NS and CSX will benefit our community by making NS a stronger railroad. Such a combination will allow industries in our community to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage.

The competitive package NS and CSX have offered bring rail competition to areas where Conrail has, in effect, had an outright monopoly. This proposed acquisition should provide the benefits of competitive rail service to those in our community who ship or receive goods to and from these areas.

We strongly support the proposed acquisition of Conrail by NS and CSX and we urge that it be promptly approved.

By my execution hereof, I declare under penalty of perjury that I am familiar with the foregoing statement and that it is true and correct. Further, I certify that I am qualified and authorized to make this statement.

By 
J. Michael Brooks

CHAIRMAN - Joseph Seaman, Bank One, NA • VICE CHAIRMAN - W.L. Hancock, PSI Energy, Inc.
SECRETARY - James Kleck, Eli Lilly & Co. • TREASURER - Joseph Bonner, Lafayette Bank & Trust Co.
PAST CHAIRMAN - David Francis, NBD Bank, NA
PRESIDENT - J. Michael Brooks



Green Bay Packaging



Inc.

• CORPORATE OFFICE

P.O. BOX 18017
GREEN BAY, WISCONSIN 54307 5017
(414) 433-5111

May 15, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

CSX TRANSPORTATION **FAX TRANSMISSION**

TO: D. L. WOUAK

COMPANY: _____

PHONE #: 322-7426 PAGES: 2

FROM: CHRIC NUNGA VERIFY (Y/N)

PHONE #: 476-5128

Dear Mr. Williams:

My name is Debra R. Stevens. My business address is 1700 North Webster Court, Green Bay, Wisconsin 54302. I have been employed by Green Bay Packaging Inc. for 14 years and have been Assistant Corporate Traffic Manager and Transportation Manager during that time.

As Corporate Transportation Manager, I am responsible for all rate, route and regulatory matters relating to the distribution of my company's products and the inbound transportation of raw materials. I am authorized to make this statement on behalf of Green Bay Packaging Inc.

Business of Green Bay Packaging

Green Bay Packaging manufactures pulpboard, corrugated shipping containers, folding cartons, and pressure sensitive label stock. We have paper mills located at Perry, Arkansas, and Green Bay, Wisconsin. Our converting plants are located at West De Pere, Green Bay, and Wausau, Wisconsin; Kalamazoo, Michigan; Coon Rapids, Minnesota; Cincinnati and Fremont, Ohio; Tulsa, Oklahoma; and Fort Worth, Texas. The label stock manufacturing facilities are located in Green Bay, Wisconsin and Winchester, Virginia. All depend upon rail service.

The pulpboard produced by our mills is distributed to our converting plants and to customers who are located throughout the United States. Last year we shipped almost 5500 carloads of paper from the two mills. Specifically, a few of our outside customers are located in Three Rivers, MI; Wakefield, MA; Cleveland, OH; Arden, PA; Buffalo, NY; Middletown, OH; Pittsburgh, PA; Lancaster, PA; Indianapolis and Gas City, IN; and numerous other cities in the Eastern United States.

Rail Competition to Customer Destinations

Green Bay Packaging Inc. is very concerned about the loss of competition due to the proposed merger of Conrail and the CSXT Railroads. Transportation costs associated with linerboard account for almost twenty percent of the paper cost destined to the east coast markets. We need to keep route options available. Past experience has shown that we obtained lower rates because of head-to-head rail competition than we otherwise would have received.

The rail volumes are strongly committed to moving via rail. The rail portion of this traffic cannot be readily diverted to truck. Our customers as well as our own facilities are designed to receive via rail. Twenty-four hour free time for unloading boxcars, for example, is a flexibility factored into our scheduling and space allocations. We do not, nor do our customers, have the yard or dock space to handle equivalent volumes via truck.

Preserving Competition

We believe the NS/CSXT acquisition of Conrail will allow for increased competition in the East. Because of this we support both railroad's plan. Although we have no special interest in benefiting Norfolk Southern or any other railroad, we share the interest of many other affected shippers and of the general public in the preservation of effective rail competition. Indeed, we recognize that the proposed transaction has genuine potential for savings and gains in efficiency, and believe that the conditions we support are entirely consistent with the realization of such benefits.

Verification

DEBRA R. STEVENS, being duly sworn, deposes and says that she has read the foregoing Verified Statement, knows the contents thereof, and that the same are true and correct.

Debra R. Stevens
Debra R. Stevens

Subscribed and sworn to before me
this 15th day of May, 1997.

James W. Van Wyden
Notary Public, State of Wisconsin
My Commission is/expires: 9/12/99

Greeneville Iron and Paper Co.

A DIVISION OF COLLINS ENTERPRISES, INC.

315 OLD STAGE ROAD • PHONE 639-1562

GREENEVILLE, TENNESSEE 37745

May 6, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388.

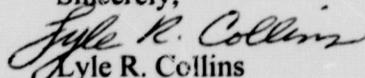
Dear Mr. Williams:

I am Lyle Collins and I operate a recycling business, Greeneville Iron and Paper Co., a Division of Collins Enterprises, Inc., Greeneville, TN. My company is located on Norfolk Southern and I have done business with NS and formerly Southern Railway for many years and know them to be an efficient well managed transportation company.

I currently do not move materials in connection with Conrail but I realize the importance of maintaining a competitive balance of transportation in the northeast. The proposed acquisition of Conrail by CSX and Norfolk Southern will accomplish this by providing two carrier options to customers formerly served only by Conrail. Two strong carriers with single line service between the northeast and south will greatly improve trade between the two areas.

I support approval of the CSX and Norfolk Southern plan to acquire and divide the assets of Conrail.

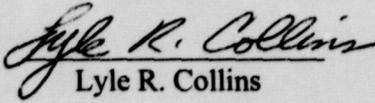
Sincerely,


Lyle R. Collins
Vice President/Manager

VERIFICATION

I, Lyle Collins, declare under penalty of perjury that the foregoing is true and correct.
Further, I certify that I am qualified and authorized to file this verified statement.

Executed on 5-6, 1997.


Lyle R. Collins



GREENLEAF PLANT FOOD, INC.

Retail • Wholesale • LP Gas • Commodities
P.O. Box 113 • 410 Vaksdahl Avenue • Danville, KY 40423-0113
(606) 236-2861



May 23, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
Attn: STB Finance Docket #33388
1925 K Street, N.W.
Washington DC 20423-0001

Dear Mr. Williams:

My name is Hunter A. Pipes, Jr., I am the General Manager of Greenleaf Plant Food, Inc. located in Danville, KY. We are served by the Norfolk Southern Railroad.

Competitive rail service is important for Greenleaf Plant Food, Inc. There is a distinct need for balanced rail competition in the East. In our business, we face competition and are continuously striving to improve our product and our services as well as keep our cost down. This same competitive motivation applies in the rail industry.

Greenleaf Plant Food supports the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail.

There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive products into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been historical reasons for insulating Northeastern railroading from competition, that time is past and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. That rail carrier cannot be just any rail carrier, they must be comparable in terms of their size, scope, and ability to provide a competitive service. From what I understand of railroading operation, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,

Hunter A. Pipes Jr.

Hunter A. Pipes, Jr.
General Manager - Greenleaf Plant Food, Inc.

VERIFICATION

I, Hunter A. Pipes, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 23, 1997.

Hunter A. Pipes Jr.
Hunter A. Pipes, Jr.



1426 Holland Road • P. O. Box 1080 • Suffolk, Virginia 23439-1080

804-539-0832 • 800-562-4714 • Fax 804-539-8650

**FOR INTERMODAL SUPPLIERS WHO WANT TO INCREASE
COMPETITION IN THE NORTHEAST**

VERIFIED STATEMENT OF TED LEPSKI

GREENSVILLE TRANSPORT

FINANCE DOCKET NO. 33388

My name is Ted Lepski, and I am **General Manager of Greenville Transport, 1426 Holland Road, Suffolk, VA, 23439-1080, for 8 years.** My duties include **Operations, Safety, Finance and Personnel.**

Greenville Transport is a motor carrier for the **Mid-Atlantic area.** We work with NS as the following locations: **Norfolk, Charlotte, Cleveland and Memphis.** In addition, we work with **CSX at Portsmouth, VA.**

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Ted Lepski, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May, 29, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ted Lepski', written over a horizontal line.

Ted Lepski, General Manager
Greenville Transport



GRIFFIN INDUSTRIES, INC.

May 12, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

RE: Verified Statement of Griffin Industries,
Proposed CSX/NS/Conrail Transaction; STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Mike Gilbert. I am Sales Manager for Griffin Industries, Inc. My office address is 4221 Alexandria Pike, Cold Spring, Ky 41076. I am responsible for marketing my company's products that include transportation economical issues, a key factor in our ability to market our products successfully.

Griffin Industries is one of the largest rendering companies in the United States with over 20 locations serving both the domestic and international markets. Products include tallow, fats & oils, grease, meat & bone meal, poultry meal, feather meal, blood meal, primarily used an energy, protein and fat ingredients for animal feed. Griffin relies heavily on rail transportation to move our products to markets located in the northeast, southeast, southwest as well as Mexico.

Griffin Industries supports the joint acquisition of Conrail by CSX and Norfolk Southern for the following reasons, and I urge the Board to approve this application based on these reasons.

1. The joint acquisition of Conrail would create single line routings would improve service in terms of fleet utilization improving economics for our marketing efforts.
2. The expanded CSX and Norfolk Southern systems would assist our ability to access new markets, primarily in the northeast, and would allow us to compete more effectively with trucks.
3. Overall the acquisition would enhance rail business for the expanded CSX and Norfolk Southern systems. This would benefit both the rail shippers as well as customers.

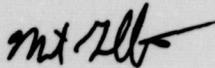
May 12, 1997
Secretary Williams
Surface Transportation Board
Page 2

In conclusion, Griffin Industries supports the application of Conrail, CSX and Norfolk Southern and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, efficiency and promote the growth of rail traffic in the East.

I, Mike Gilbert, declare under penalty of perjury that the above is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 12th day of may, 1997.

Sincerely,



Mike Gilbert
Sales Manager

/slc

Cc: CSX file, N/S file, Conrail file.

Verified Statement
on behalf of
Griffin Pipe Products Co.
Finance Docket No. 33388

My name is Donald W. Matras. For the past fifteen (15) years I have been employed as the Traffic Manager for Griffin Pipe Products Co., (herein after referred to as Griffin Pipe). My business address is 1400 Opus Place, Suite 700, Downers Grove, Illinois, 60515. As Traffic Manager for Griffin Pipe my responsibilities include the negotiation of rail carload, truckload and LTL motor carrier pricing contracts, negotiating rail line-haul and switching service, container-on-flat car contracts, the filing and settlement of loss and damage claims, assisting the marketing department in correcting customer service problems and arranging for carload and container on flat car shipments. I have been employed in the transportation field for twenty-six (26) years.

Griffin Pipe operates three (3) manufacturing facilities at the following locations: Council Bluffs, Iowa, which is served by the Union Pacific Railroad, open to reciprocal switching; Lynchburg, Virginia, which is served by CSXT, open to reciprocal switching, and Florence, New Jersey, which is closed on Consolidated Rail Corporation. Griffin Pipe produces various size ranges of ductile cast iron pipe at each of these locations. In addition to the production of ductile cast iron pipe, the Lynchburg, Virginia facility produces ductile iron pipe fittings which are sold by and shipped to Griffin Pipe's other facilities for furtherance to our domestic and international customers. In the manufacture of Griffin Pipe's ductile iron pipe products, raw materials such as scrap iron and steel, ferro alloys, foundry coke, limestone and sand are received in carload quantities from various origins across the United States. These raw materials are received at Griffin's facilities in covered hoppers, gondolas, open top hoppers, dump body trailers and flat-bed truckload quantities. During fiscal year 1996 Griffin Pipe received in excess of 3,800 carloads of raw materials at the three (3) manufacturing facilities and shipped in excess of 13,000 tons of

finished product via rail carload and rail intermodal service. During this same time period in excess of 450,000 tons of finished pipe products were shipped by motor carrier truckload and LTL service. In fiscal year 1996, Griffin Pipe's expenditure for rail carload and rail intermodal service was in excess of \$3.7 million dollars. Griffin's total annual expenditure for domestic and international transportation service was in excess of \$17 million.

The major markets for Griffin Pipe's products across the United States are federal, state and municipal water main and sewer line projects as well as private water and sewer projects for housing developments, industrial parks, waste water sanitation facilities and water treatment facilities.

We have followed the developments and progress of the ConRail merger/acquisition since the initial announcement last fall with great interest. The evolution of the merger/acquisition proposal which Norfolk Southern and CSX Transportation have developed regarding which railroad will obtain what portion and, which railroad will service which routes of ConRail, appears to be a fair and equitable division of the ConRail system to provide the shipping public with competitive alternatives for rail service in the Northeast. Initially, Griffin Pipe was concerned that we would lose the alternative services of a Class 1 rail carrier when CSX proposed the acquisition and control of ConRail. However, since Norfolk Southern will also acquire access and control over a portion of the ConRail system that serves our facility, Griffin Pipe will continue to receive competitive rail service at our Florence, New Jersey plant.

Competitive rail service is of the utmost importance to Griffin Pipe. There is a distinct need for balanced railroad competition in the East. Griffin Pipe must compete on a global basis, and it is important in this competitive market to have access to strong, competitive railroads that own their own track and facilities and are capable of providing a full range of rail services for Griffin Pipe locations. Transportation expenses are a major product cost item for Griffin Pipe, and it is

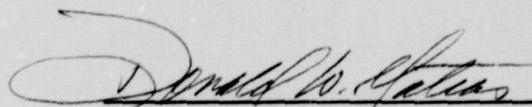
necessary to have access to two rail carriers to provide a competitive environment for single-line service to allow Griffin access to more customer locations. The competitive environment proposed by CSX and Norfolk Southern in the division of the ConRail assets will provide improved service for Griffin Pipe on inbound raw material carload service through direct single line service. In addition, replacing ConRail with CSX and Norfolk Southern will assist Griffin Pipe in developing additional origin sources for raw materials. Equipment utilization will improve for CSX and Norfolk Southern due to faster line haul service transit time, which will reduce car turn around time for the railroads, and, thereby reduce the levels of inventory Griffin is required to carry on a monthly basis to insure sufficient raw material availability for continued production capabilities. Additionally the extra advantage for Griffin Pipe of direct service provided by two railroads will be the competitive rate environment which will provide Griffin with costs savings on inbound raw materials and the ability to serve new customer markets by rail. The single line rail service that will be provided by CSX and Norfolk Southern will provide Griffin Pipe with an effective sales tool to expand the territory into which it can cost effectively market our finished pipe products. Many customer market locations are not presently served by rail because the joint line freight costs are non-competitive with motor carrier service.

We ask that the Surface Transportation Board approve the application of Norfolk Southern and CSX to acquire the assets of ConRail and to divide these assets in the manner described in the application.

I, Donald W. Matras, declare under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file this verified statement. Executed this 14/26

day of May 1997.



Signature



GRO TEC, INC.

P.O. Box 290
Madison, Georgia 30650
Telephone (706) 342-1234

May 8, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K St. NW
Washington, DC 20423

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/ Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams,

I would like to take this opportunity to introduce myself. My name is Robert Pennington and I am Rail Traffic Manager for Gro Tec, Inc. I have been Rail Traffic Manager for over 15 years for my company. We manufacture and process products such as plant foods and lawn and garden chemicals at our facility in Eatonton, GA.

Norfolk Southern directly serves our facility. Last year we shipped and received over 400 rail carloads of raw material and/or finished product. We also ship and receive intermodal shipments.

We have been informed that Norfolk Southern and CSX will file a joint application with the Surface Transportation Board to acquire control of Conrail, and that this application will detail the proposed division of assets and trackage.

We feel this merger would benefit Gro Tec by giving us access to additional potential suppliers of raw material for our manufacturing operation, as well as additional potential markets for our finished products.

I, Robert Pennington, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 8, 1997.

Sincerely,

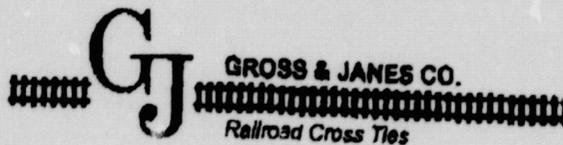
Robert Pennington
Rail Traffic Manager

RP:kdh

MAY 09 1997

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Subject to the limitation of liability herein set forth, the company warrants that the seeds or other merchandise sold are as described on the container, within recognized tolerances. LIABILITY ON THIS WARRANTY IS LIMITED TO THE PURCHASE PRICE OF THE SEEDS OR OTHER MERCHANDISE. In no event shall we be liable for the crop, or lack thereof, or for any loss due to negligence, or the failure, impairment, or quality of the crop or varietal variance therein, whether such loss results from the breach of the foregoing warranty, from breach of any other provision of the buyer's contract for the purchase of said seeds or the other merchandise, or from any other cause. THE COMPANY MAKES NO OTHER WARRANTY EITHER EXPRESS OR IMPLIED AS TO MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF SEED OR OTHER MERCHANDISE SOLD. The seeds or other merchandise are sold at the price quoted only upon the condition that the above disclaimer of warranty and the limitation of damages are part of the basis of the bargain. Seeds or other merchandise not accepted under these terms should be returned within 20 days in the original, unopened container and Buyer will receive his choice of either return of purchase price or a price quotation which includes such warranties as desired as the basis of the bargain (provided such a quote is obtainable which is dependent upon the nature of the products sold). Quotations and sales are subject to immediate acceptance, stock on hand, the company's confirmation of orders, stenographic errors and omissions, delays and contingencies beyond the company's control and the company's ability to obtain supplies to fulfill sales contracts confirmed by the company.



511 Rudder Road • P.O. Box 26113 • Fenton, MO 63026-2010
(314) 343-8484 • FAX (314) 343-8740

May 28, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N.W.
Washington, D.C. 20423

RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation Inc.,
Norfolk Southern Corporation and Norfolk Southern Railway Corporation -
Control and Operation Lease/Agreements - Conrail Inc. and Consolidated Rail
Corporation

Dear Secretary Williams:

My name is John Sexton. I am President of Gross & James Co. in St. Louis, Missouri. My mailing address is 511 Rudder Road, P.O. Box 26113, Fenton, MO 63026-2010. Gross & James Co. has been a supplier of untreated crossties, switchties, and ancillary products since the early 1900s. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

Gross & James Co. handled approximately 3,000 total carloads of material company wide in 1995. Of these, approximately 330 loads originated on the CSX lines.

Gross & James Co. believes that the proposed acquisition of Conrail would be in our best interests, as well as in the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

1. We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates. It has been our experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.
2. We also expect that with the increased number of destinations able to be reached in single-line service, we will be more likely to be able to reach markets which were previously out of our reach due to additional freight and switching costs involved in multi-line moves.
3. We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of the shippers who rely on rail. Gross & James is well aware

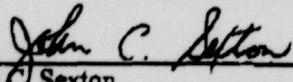
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that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets, especially in the East. Because the East will be served by two strong railroads of roughly equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment, and will ensure that rail service grows into the future. These developments are, and should be, important to all rail shippers.

In conclusion, Gross & Janes Co. supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, John C. Sexton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am Qualified and authorized to file this verified statement.

Executed this 28th day of May, 1997.



John C. Sexton

bcc: John W. Snow
CSX
500 Water St. - J825
Jacksonville, FL 32202

GROVE ASSOCIATES, INC.

Domestic and International Transportation Services

18 MUZZEY STREET LEXINGTON, MASSACHUSETTS 02173

TEL: (617) 861-7305 FAX: (617) 863-8409/(617) 861-1457

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail, Inc. And Consolidated Rail Corporation, STB Finance Docket No. 33388.

VERIFIED STATEMENT OF
GROVE ASSOCIATES, INC.
FINANCE DOCKET NO. 33388

June 2, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

My name is William F. Mix, and I am the President of Grove Associates, Inc.; 18 Muzzey Street; Lexington, MA 02173. Grove Associates, Inc. (Grove) was founded in 1980, and I have held my present position since that time. I have over 40 years of experience in the transportation industry.

As President of Grove, my responsibilities include, but are not limited to, the long range planning, administration, and marketing of Company services. On behalf of our clients, I am responsible for overseeing the development of the transportation requirements necessary to meet their specific needs. We make every endeavor to assure that our clients are provided with quality and cost competitive transportation services.

Grove is a non-asset based, third party logistics provider with clients located in the United States, Canada, Puerto Rico, Finland, Sweden, Denmark, Germany, The Netherlands, and the United Kingdom. As a result, our involvement in intermodal transportation is extensive. The vast majority of our international water-borne transportation is containerized and has prior or subsequent movement by rail. Grove maintains contracts with several railroads as an intermodal marketing company.

Mr. Vernon A. Williams
Page Two
June 2, 1997

The following is representative of the lanes in which we route intermodal traffic:

<u>Lane</u>	<u>Route</u>
Alexandria, VA / Cincinnati, OH	NS
Chicago, IL / Jacksonville, FL	NS
Chicago, IL / New Orleans, LA	IC
Chicago, IL / Norfolk, VA	NS
Chicago, IL / Port Elizabeth, NJ	CR
Jacksonville, FL / Dallas, TX	NS/KCS
Memphis, TN / Jacksonville, FL	NS
Memphis, TN / New Orleans, LA	IC
Minneapolis, MN / New Orleans, LA	CPR/KCS
Nashville, TN / Jacksonville, FL	CSX
Oakland, CA / New Orleans, LA	SP
Port Elizabeth, NJ / Seattle, WA	CR/BNSF
Portland, OR / Morristown, PA	UP/CR
St. Louis, MO / Jacksonville, FL	NS
St. Louis, MO / New Orleans, LA	IC
St. Louis, MO / Port Elizabeth, NJ	CR
Worcester, MA / Long Beach, CA	CR/SP

During 1996, Grove shipped and/or arranged for the movement of more than 25,000 containers within these lanes. In the Memphis/Jacksonville corridor, we moved in excess of 6,000 containers, empty and loaded, solely for the export of beer to Puerto Rico.

Traffic moving between Port Elizabeth and Chicago includes over 300 loaded shipper owned or leased 20' tank containers. Expedited service is required for this move as the containers are leased. Excess costs are incurred by the shipper when containers are not moved as scheduled.

We fully understand that the CSX and NS will file an application to control Conrail, and divide and operate Conrail routes as part of their existing systems. Further, we understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help us to provide improved transportation to our clients throughout the territory now served by Conrail. There is a need for competition in this area. Two competing rail carriers of comparable size and scope will be able to offer the advantages of competitive service and pricing which is now available to shippers and receivers in other areas of the country.

STB

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Mr. Vernon A. Williams
Page Three
June 2, 1997

For too long, rail users in the Northeast have had the service of only one rail carrier. As is the case when there is only one company operating in a particular market, pricing is non-competitive and service suffers. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past. The time has come when rail users are entitled to the same competitive advantages that exist in other areas of the country where carriers of comparable size and scope own their tracks and terminals.

Strong competitive growth of the intermodal industry in the Northeast will benefit Grove and its customers. This will provide improved intermodal services between the Northeast and the Southeast. We foresee the greater utilization of 20' tank containers to move liquid bulk products off the highway and provide the receivers with the inherent storage flexibility that tank containers offer. Also, we will be able to offer additional services to our domestic clients through the EMP program.

The capital investment of the NS in its intermodal facilities and service are well known to the industry as are its commitments to growth and service. We have been impressed with the commitment to safety which the NS has made by evidence by its continued success in winning the Harriman Award.

In summary, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, William F. Mix, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 2, 1997.

Sincerely,



William F. Mix
President

WFM/mem

Verified Statement
John W. Smith on behalf of GS Roofing Products
Finance Docket No. 33388
CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
Conrail Inc. and Consolidated Rail Corporation

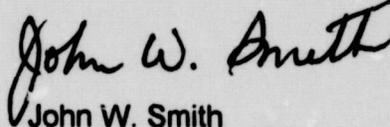
My name is John W. Smith and I am Director-Product Management for GS Roofing Products Company, Inc. ("GS"). I have been with GS for six years and in this capacity I am responsible for all transportation matters involving the company. The purpose of this letter is to support the acquisition of Conrail by CSX and Norfolk Southern.

GS, with headquarters in Irving, Texas, is a manufacturer of residential and commercial roofing products. The company has nine roofing manufacturing plants, four granule plants and seven warehouse locations. These facilities are located in Chester, PA; Charleston, SC; Peachtree City, GA; Shreveport, LA; Little Rock, AR; Ennis, TX; Wilmington, CA; South Gate, CA; Portland, OR; Glenwood, AR; Gads Hill, MO; Rancho Cordova, CA; Tampa, FL; Riviera Beach, FL; Houston, TX; San Antonio, TX; Hammond, IN; Denver, CO; and Livermore, CA. Five of these facilities are rail served by either Conrail or the CSX. In 1996, GS shipped in excess of 5000 carloads on CSX and Conrail combined.

Most of our finished goods presently ship by truck. I am enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for converting some of these truck shipments to rail. It is our preference to ship by rail when there is a cost advantage and service to our customer allows it. The efficiencies created by the merger and new shingle line service offered to many destinations should allow GS to reduce our reliance on trucking and lower our costs.

The acquisition should improve rail equipment utilization, leading to better car availability, reduced empty mileage, and lower operating costs for these carriers. It should also reduce the number of shipments requiring interchange from one carrier to another, thus improving service and reducing costs. For these reasons, GS urges the Board to approve the joint application of CSX and Norfolk Southern.

I, John W. Smith, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 15th day of May, 1997.



John W. Smith
GS Roofing Products Company, Inc.

JUN. -04' 97(WED) 16:01 CSX ATLANTA SALES

TEL: 7708591939

P. 001



Gulf States

PAPER CORPORATION

May 30, 1997

Honorable Vernon A. Williams
Secretary
Surface Transportation Board

Attn: STB Finance Docket # 33388
1201 Constitution Avenue, N.W.
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Richard L. Hutzings, and I am the Corporate Transportation Manager of Gulf States Paper Corporation. I have held my position with this company for four years. My professional career in the transportation industry has expanded a period of more than twenty years.

My principal activities and responsibilities to the company are varied but center around the management of securing transportation services for all operating groups within our company. My primary focus is to select the mode of transportation that will meet and exceed our customer's transportation service requirements, at the same time keeping Gulf States Paper competitive in the market place. The company's primary customer base is located east of the Mississippi River.

Headquartered in Tuscaloosa, Alabama, Gulf States Paper Corporation, is a privately-owned, 113 year old integrated forest products company engaged in the manufacture, sales and distribution of woodpulp, paperboard, paperboard articles, lumber and wood products. The company's largest facility is located in Demopolis, Alabama where wood chips are processed into pulp and the pulp is further refined into solid bleached sulfate paperboard. The paperboard is produced almost exclusively for use in packaging, primarily for the manufacture of cartons for the food and consumer goods industry. Nearly half of the division's paperboard output is used by Gulf States own converting plants and remainder is sold to outside packaging companies. This facility is served by the Norfolk Southern Railway Company.

The company's Paperboard Converting Division includes six manufacturing plants located in Alabama, Kentucky, Missouri, North Carolina, and Texas. The plants located in Alabama, Kentucky, and North Carolina are also served by the Norfolk Southern Railway Company. The company's Natural Resources and Wood Products Division operate predominantly in Alabama with business operations related closely to the company's more than 400,000 acres of timberland.

POST OFFICE BOX 48999 - TUSCALOOSA, ALABAMA 35404-8999 - PHONE (205) 553-6200

JUN 4 '97 17:13

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JUN. -04' 97(WED) 16:02 CSX ATLANTA SALES

TEL:7708591939

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During 1996 Gulf States Paper shipped/received in excess of 10,000 carloads of product and raw materials from and to our operating facilities. The type of rail transportation equipment utilized for these movements include the following.

- Boxcars for outbound paper products
- Tank cars for inbound chemicals
- Bottom discharge hopper cars for inbound raw fibre materials
- Containers used on intermodal movements of finished product

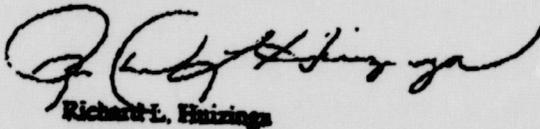
Gulf States Paper Corporation supports the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our primary manufacturing facility is located on the lines of the Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Over 28,000 tons of pulp and paperboard are delivered to our northeast customers by joint line service through the Conrail system. Expanded single-line service will become a more cost-effective and service-effective form of rail service for our company.

Gulf States Paper supports the vision of a healthy rail industry driven by strong intramodal and intermodal competition to meet our shipping needs. It is vital that competitive rail-to-rail service be available to not only our company but to the forest products industry.

The Norfolk Southern Railway Company has provided excellent service to our facilities and customers for many years. We are confident that they would be able to provide equally good service on any Conrail lines which they acquire. With the industry's best safety record coupled with strong earnings and a low loss/damage claim ratio, the Norfolk Southern is in a good position to provide balanced competitive rail transportation in the east.

For all the reasons identified above, we believe that approval of the joint application of the Norfolk Southern and CSX railroads to acquire Conrail should be approved by the Surface Transportation Board. We also would ask that the approval process be handled in the most expeditious manner possible. The uncertainty affecting Conrail's employees and customers need to be settled as soon as possible.

Sincerely,



Richard L. Huizinga

RLH:k1

I, Richard L. Huizinga, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30, 1997.

cc: David Goode - Norfolk Southern Railway Corporation
John Snow - CSX Corporation

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GUYANDOTTE POCAHONTAS ENERGY, INC.

April 28, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attn: STB Finance Docket #33388
1925 K Street N.W.
Washington, DC 20423-0001

Re: Norfolk Southern/CSX Acquisition of Conrail

Dear Mr. Williams:

Guyandotte Pocahontas Energy, Inc. (Guyandotte) is holding the mineral rights on a substantial acreage of land located in Wyoming County, West Virginia which is leased from Pocahontas Land Corporation, containing estimated metallurgical coal reserves in various above drainage coal seams of at least 40 mil tons clean in place. Some of this coal reserves are subleased to Riverside Energy, Inc. which at the present has six active deep mining operations established on this property, with a total production of around 1.8 to 2.0 mil tons per year.

The entire coal production coming from this property is sold by Riverside Energy, Inc. (Sublessee) to a third party for washing and processing in various local coal preparation plants for shipment to mostly domestic steel mills located in the Northeastern and Midwestern United States. All coal shipped from the various preparation plants is being transported by rail on the Norfolk Southern rail system to the respective customers.

Due to the geographic location of our coal reserves, rail transportation is the only practical and economical alternative to bring the coal mined from this property to market in a competitive and efficient manner. In view of this, we are fully supporting approval of the proposed transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets as presently subject to a ruling and decision by the Surface Transportation Board. Since our facilities are located on the NS, single line service into and out of the Northeast as proposed by NS would be of considerable benefit to our organization.

Norfolk Southern over the years has proved to be a reliable and efficient rail carrier, supporting the efforts of the coal industry in southern West Virginia to maintain market share and grow into new markets by offering a reliable and competitive transportation service to its potential customers both in the domestic and export markets. It is our hope that the proposed transaction, if approved, would

further strengthen Norfolk Southern's position and competitiveness in our existing markets while potentially opening up new markets which would be critical to our coal industry if we are to continue to grow in the future.

Thank you for your consideration.

Sincerely,

Beth Barlow

Beth Barlow
Secretary

VERIFICATION

I, Beth Barlow, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement.

Executed on April 28, 1997.

Beth Barlow

Beth Barlow



H&M INTERNATIONAL TRANSPORTATION, INC.

CHARLES T. CONNORS
President & C.O.O.

May 27, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1 925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

VERIFIED STATEMENT ON BEHALF OF
H & M INTERNATIONAL TRANSPORTATION, INC.
STB FINANCE DOCKET NO. 33388

My name is Charles T. Connors and I am President & COO of H & M International Transportation, Inc, 75 County Road, Jersey City, New Jersey 07307. I have held my present position for eight years. My duties: As one of the owners of H & M, I am a member of the Board of Trustees and the Financial Review Board. I am responsible for the approval of all major strategic, operational and personnel decisions and also for the approval of major financing and capital decisions.

I am responsible for all land-based operations: Intermodal trucking, management and operation of all rail terminals (lift on/lift off and gate operations), CFS/CY, warehousing and distribution, vehicle maintenance facilities and U.S. Customs Exam sites and H & M's multi-million dollar trucking operation on the West Coast.

I have been with H & M since 1976 and was named President in 1987 and President & COO in 1991.

H & M International Transportation, Inc. is a motor carrier, ramp operator, CFS/CY operator and a U.S. Customs examination site operator.

We work with Norfolk Southern at:

North Bergen, NJ terminal, the North Jersey Intermodal Terminal (NJIT), Jersey City, NJ and the Jacksonville, FL terminal.

We work with Conrail at:

South Kearny, NJ; North Bergen, NJ; Morrisville, PA; Philadelphia, PA; and Columbus, Ohio.

We work with CSX at:

North Bergen, NJ; Philadelphia, PA and Jacksonville, FL.

We work with the Union Pacific at:

Chicago's Global I terminal and the Northlake, IL Global II terminal.

We provide lift on/lift off services at Global I and II, the North Jersey Intermodal Terminal and American President Line's South Kearny Terminal and trucking services at all of the above terminals.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

Mr. Vernon A. Williams

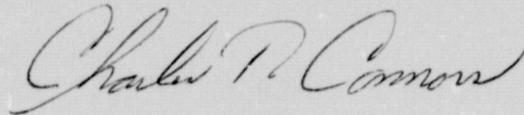
- 3 -

May 27, 1997

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Charles T. Connors, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 27, 1997.

Very truly yours,



Charles T. Connors
President & COO
H & M International Transportation, Inc.

H. C. CHANDLER & SON, INC.

Rubber and Synthetic Linings

BRUCE HENNEKE
VICE - PRESIDENT

Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N.W.
Washington, DC 20423

Hwy 105 W P.O. Box 239
Plantersville, Texas 77363

Hou. (713) 356-6800
Office: (409) 894-2863
Fax: (713) 356-6800
Home: (713) 894-8076

RE: CSX Corporation and CSX Transportation Inc. -
Control - Conrail; STB Finance Docket No. 33220

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed merger of CSX and Conrail and to urge the Board approve it promptly. We believe that the proposed merger of Conrail and CSX would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. Since Conrail and CSX each serve our supply line, we expect to have more efficient, single-line service and more options with a merged system, creating faster, more reliable service which allows for better shipment tracking than joint carrier moves. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The CSX/Conrail merger will increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the merged CSX/Conrail system will create greater efficiency, it will lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service will grow into the future.

In conclusion, we support the application of Conrail and CSX and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Bruce Henneke, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 6th day of February, 1997.

Bruce Henneke
H.C. Chandler & Son, Inc
P.O. Box 239
Plantersville, Texas 77363

H.E.L.P. TRANSPORTATION COMPANY
2411 SAWGRASS COURT
LEAGUE CITY, TX. 77573
Ph: 281-334-2444
FAX: 281-334-6772
Robert L. Barnett, Owner

May 13, 1997

VERIFIED STATEMENT OF
Robert L. Barnett
of H.E.L.P. Transportation Co.
STB Finance Docket No. 33388

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

I am Robert L. Barnett, President of H.E.L.P. Transportation Company. H.E.L.P. Transportation Co. is located in League City, Tx. I am responsible for the daily operations of this company, rate quotes, accounting, operations, dispatching, sales, contracts, etc... I have been in my current position since January 2, 1990 and have worked in the transportation field for 24 years.

H.E.L.P. Transportation company is an intermodal freight transportation company. I arrange the transportation of freight of all kinds in railroad trailers and steamship containers by rail nation wide and canada.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. H.E.L.P. Transportation Co. ships approximately 2,000 trailers annually by rail nation wide. The joint acquisition of Conrail will be in H.E.L.P. Transportation Company's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

We strongly urge the Board to approve this application for the reasons detailed below:

1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.

2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to H.E.L.P. Transportation Co. because the enhanced CSX system will allow us

more flexibility to expand the market reach for intermodal transportation.

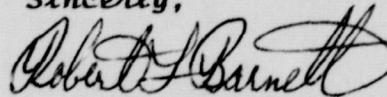
3. We expect increased competitive access to ports in the New York and New Jersey areas.

4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options which in turn will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

In conclusion we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

I, Robert L. Barnett, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 13th day of May, 1997.

Sincerely,



President

H.E.L.P. Transportation Co.

H.E.L.P. TRANSPORTATION COMPANY
2411 SAWGRASS COURT
LEAGUE CITY, TX. 77573
800-765-6063, 281-334-2444
FAX: 281-334-6772
Robert L. Barnett, Owner

May 22, 1997

Re: CSX Corporation and CSX Transportation, Inc.: Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operatin Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No 33388

Verified Statement Of
H.E.L.P. Transportation Company
Finance Docket No. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Robert L. Barnett, and I am President of H.E.L.P. Transportation Co., 2411 Sawgrass Court, League City, Tx. 77573. I have held my present position for seven years. My duties include rate quotes, EDI billing, Sales, Operations, Dispatching, Marketing, and all responsibilities for the daily operation of my company.

H.E.L.P. Transportation Co. is an intermodal freight transportation company. I arrange the transportation of freight by rail in trailers and steamship containers nationwide and Canada. We ship intermodal traffic in all of the railroad lanes throughout the United States. NS serves a major portion of the lanes we ship in and so does the CSXT, while CR serves a lot of Eastern lanes, we currently do not ship with the CR because of their policies. During 1996 we shipped over 1500 trailers in these Eastern lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a

H.E.L.P. Transportation Company
2411 Sawgrass Court
League City, Tx. 77573

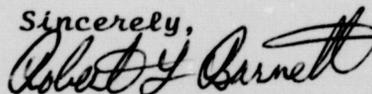
key element of the NS plan is improved and expanded intermodal services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Robert L. Barnett, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 20, 1997.

Sincerely,



Robert L. Barnett, President
H.E.L.P. Transportation Co.



H. Hirschfield Sons Co.

1414 N. Madison • P.O. Box 460 • Bay City, Michigan 48707-0480

Phone (517) 895-5571 • FAX (517) 895-8618

VERIFIED STATEMENT OF
ROBERT E. HIRSCHFIELD
on behalf of
H. HIRSCHFIELD SONS COMPANY
STB Finance Docket No. 33388

My name is Robert E. Hirschfield. I am the President of H. Hirschfield Sons Company, a family business located in Bay City, Michigan. In my capacity as President, I am familiar with the day-to-day operations and transportation requirements of our company. I am writing because H. Hirschfield Sons supports the proposed joint acquisition of Conrail by CSX and NS.

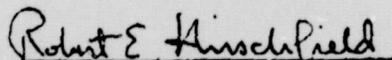
Our company processes scrap metal and ships it to steel mills primarily located in Michigan, Ohio, and Indiana. We are served exclusively by CSX, and ship approximately 600 carloads of scrap iron directly via CSX each year.

H. Hirschfield Sons supports the proposed transaction because it would give us new single-line access to steel mills located on Conrail lines, thereby expanding our market reach. As a result of the proposed division of Conrail's assets, we would be able to expand our business into markets that we currently do not serve because of the high cost of joint-line service on CSX and Conrail. We anticipate that the transaction also would improve equipment availability, alleviating the shortage of cars that we sometimes experience in our industry.

For these reasons, our company respectfully urges the Surface Transportation Board to promptly approve the joint application of CSX, NS and Conrail.

I, Robert E. Hirschfield, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 9th day of May, 1997.


Robert E. Hirschfield

H. KREVIT & COMPANY, INC.
Superior Chemicals for Industry Since 1919

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

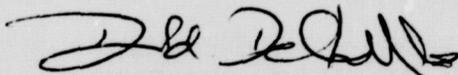
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Donald Dechello, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 7th day of MAY, 1997.



Donald Dechello
Vice President Operations
H. Krevit & Company, Inc.

 Certified Sodium Hypochlorite

203-772-3350 • 1-800-922-6626 • Fax 203-776-0730
73 Welton Street • P.O. Box 9433 • New Haven, CT 06511-1523

H.L. Lawson & Son, Inc.

807 Hollins Road, P.O. Box 13566
Roanoke, Virginia 24035

Telephone (540) 344-9266
Fax (540) 344-4226

May 19, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No 33388.

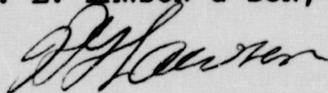
Dear Mr. Williams:

I am Richard G. Lawson, President and Chairman of H. L. Lawson & Son, Inc., a public warehouse corporation in Roanoke, Virginia. My company has over four million dollars invested in Norfolk Southern served warehouse facilities and last year handled over 2500 rail cars. Continued excellent rail service is of vital importance to our operation.

I am writing in support of the proposed NS/CSXT joint acquisition of Conrail. We feel that a balanced competitive rail service in the eastern United States is vital to the growth of our company and all of southwest Virginia. Therefore we strongly urge favorable consideration of the NS/CSXT acquisition of Conrail.

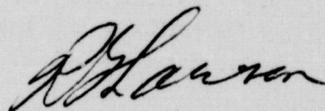
Sincerely,

H. L. LAWSON & SON, INC.



Richard G. Lawson
President

I, Richard G. Lawson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and Authorized to file this verified statement. Executed this 19 day of May, 1997.



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Merchandise Storage & Distribution
Established 1937



April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

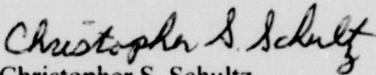
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Christopher S. Schultz, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 2ND day of MAY, 1997.


Christopher S. Schultz
Purchasing
H. M. Stauffer & Sons, Inc.

H.O. WOLDING

Truck Transportation

P.O. Box 217 Amherst, WI 54406-0217

Mr. Vernon a. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Richard Wolding and I am Vice President of H.O. Wolding, Inc., Amherst, WI. I have held my position with the company for forty years. As Vice President I oversee all intermodal operations within our company.

H.O. Wolding, Inc. is a contract carrier which has been in operation for over fifty years. We service customers throughout the continental United States. We ship intermodal traffic throughout the United States. We utilize Norfolk Southern between the midwest and southeast markets, midwest and northeast markets and southeast to northeast markets. We use CSX between the midwest and southeast markets. Conrail serves us between the midwest and northeast markets and we also use Santa Fe between the midwest and southwest.

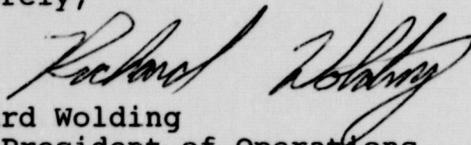
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Richard Wolding, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Richard Wolding".

Richard Wolding
Vice President of Operations



The Hager Group Inc.

May 8, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12Th. & Constitution Ave. N.W.
Washington, D.C. 20423

RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation Inc.,; Norfolk Southern Corporation and Norfolk Southern Railway Corporation - Control and Operating Lease/Agreements - Conrail Inc. and Consolidated Rail Corporation

My name is John Franklin Meyer. I am Corporate Rail Manager for Hager Group Companies'. My business address is 1545 Marquette S.W. P.O. Box 913 Wyoming, MI 49509. As Rail Manager, my responsibilities include planning for rail service, approving payment of rail bills, and tracing of all rail cars coming to Hager Group Companies'. I have worked in the transportation field for 9 years.

The Hager Group operates 20 facilities at the following locations: Grand Rapids MI, Saginaw MI, Indianapolis IN, Gaylord MI Channahon IL Springfield OH, Comstock Park MI Cedar Lake IN, Holt MI Schoolcraft MI, Sparta MI, Michigan City IN, Liberty NC, Cowpens SC, Charlotte NC. We sell lumber, fencing, building materials. We produce roof truss at four of these locations. We receive rail cars from numerous points in the U.S. and Canada. In 1996 we paid over \$ 90,000 in rail charges to CSX and Norfolk Southern plus we paid additional rail freight charges by buying fob delivered.

Competitive rail service is important for Hager Group Companies. There is a distinct need for balanced rail competition in the East. In the Lumber Wholesale business, we face competition from many sources. Because of this competition, we are continuously striving to improve our products and services as well as keep our costs down. This same competitive motivation applies in the rail industry.

Currently, we have available competitive service to numerous destinations including Grand Rapids, MI and Indianapolis, IN. With a CSXT/NS buy out of Con Rail, we would continue to have competitive rail service to these points. The simple fact is that a CSXT/NS buy out would produce two railroads that would be well balanced that would preserve a competitive rail system in the Northeast and Midwest.

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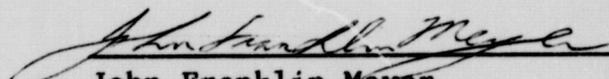
We believe that the proposed acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates.

We are convinced that the Conrail acquisition will increase rail business and that would be good for all of the shippers who rely on rail. Hager Group is well aware that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets especially in the East. Because the east will be served by two strong railroads of roughly equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment, and will ensure that rail service grows into the future. These developments are, and should be, important to all rail shippers.

In conclusion, The Hager Group Companies support the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, John Franklin Meyer, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 8th. day of May. 1997


John Franklin Meyer

May 29, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams;

Hagerstown Transload Services, LLC is a new partnership venture located in Hagerstown, MD. Our company provides rail car unloading, reloading and truck delivery services to/from regional businesses. We primarily handle lumber, paper, and auto parts moving into and out of the Quad State area of Maryland, Virginia, West Virginia, and Pennsylvania.

Hagerstown Transload Services, LLC began operations in the summer of 1996. Combined the principals have nearly a dozen years experience with the three rail roads that are party to the proposal; CSX, Conrail and Norfolk Southern. We chose to begin our new venture working most closely with Norfolk Southern because of their commitment to customer service, quality, and market aggressiveness. We continue to receive rail traffic handled, in part, by Conrail and CSX, but find that most of our traffic is provided through Norfolk Southern.

Hagerstown Transload Services, LLC supports the proposal for CSX and Norfolk Southern to acquire and divide Conrail assets. This acquisition, provides an immediate opportunity for Norfolk Southern to handle traffic through Hagerstown and Baltimore to the north. This is not the flow of traffic demanded by our customers. However, additional business opportunities will be made available with traffic bound from the Northeast and improved throughput from Canada.

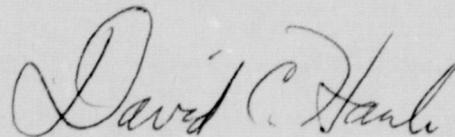
In addition, we expect to witness even further improvements in service to our facility because of the elimination of certain barriers made possible by the acquisition. Specifically, the elimination of switching charges will increase traffic locally. Also, the increased traffic will result in the assignment of a local crew which should effectively double the number of switches

we r day, resulting in greater business capacity and growth of our company.

Equally as important, as entrepreneurs, the members of Hagerstown Transload Services, LLC support the proposal as an enhancement to the overall economy of the region. We believe that by providing rail access to Norfolk Southern, the entire economy of the northeast will be improved. Not only will fee barriers between Conrail and Norfolk Southern traffic be effectively eliminated but the entire corporate philosophy of Norfolk Southern is toward improved service and growth of rail traffic. Companies that long since abandoned rail as a means of transportation of products will reconsider in light of Norfolk Southern's pricing, efficiencies, and customer satisfaction orientation.

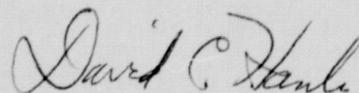
We endorse the proposal as outlined in Docket #33388 and urge its adoption and implementation in as short a time as possible. If you have any question about our position in this crucial matter, please feel free to contact me at 301-797-7166.

Sincerely,

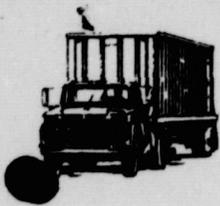


David C. Hanlin
Managing Member

I, David C. Hanlin, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this the 29th day of May 1997.



David C. Hanlin



HAMMER EXPRESS INC.

"We Hammer The Load Home"

May 29, 1997

Mr Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams,

My name is Patrick Barrett, and I am the President of Hammer Express, Inc. I have held my present position for over seven years. My company operates with seven employees and twenty five owner operators with forty semi-tractors. As an Internodal carrier, Hammer operates a eleven state area in the mid west territory.

As an Internodal carrier we work with the Norfolk Southern in primarily in the Chicago, IL area. In addition, we work with other rails such as: BNSF, CSX, Con Rail, SP, CN, UP, MOPAC, CNW, IC, and Wisconsin Central also in the mid west area. As a motor carrier more specific service attention should be paid to more efficient yard service, with regards to load/mtty location, lift operation, and customer service for shippers, third parties, draymen and drivers alike.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities, And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive services. As a motor carrier based in the Chicago area the aspect of additional cross town work, pick up and or delivery, and steel wheel movements would appeal to our company. Along with the increased service by the NS and the CSX we would be willing to increase our service availability as well.

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Growth in the Internodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have string rail systems in the Southeast, should promote the growth of Internodal traffic, which in turn will enhance my business as an supplier to the Internodal industry, NS's capital investment in its Internodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidence by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I Patrick Barrett, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29, 1997.

Sincerely,



Patrick Barrett
President
Hammer Express, Inc.

HAMMOND

HAMMOND GROUP, INC.

May 26, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1926 K Street, N.W.
Washington, D.C. 20423-0001

Subject: CSX Corporation and CSX Transportation, Inc. : Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. And Consolidated Rail Corporation, STB Finance Docket No. 33388.

My name is Mildred M. Rodriguez and I am Assistant Corporate Traffic Manager for Hammond Group, Inc.

My responsibilities include the inter-state movement of raw material and finished product by rail transportation. Our major facility is located in Hammond, Indiana, and is rail served by Norfolk Southern.

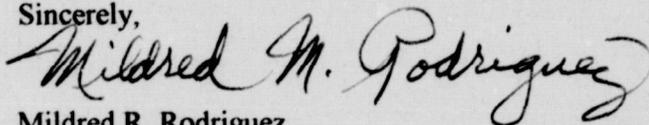
In my opinion the NS/CSXT acquisition of ConRail will offer balanced competition that we have not here-to-fore enjoyed to our Eastern Markets. This will improve rail service for our company, and have a ripple effect in allowing us to provide better service to our customers.

Please accept this letter as my support of the NS/CSXT acquisition of ConRail. Also an expedited process is needed and will be appreciated.

I, Mildred R. Rodriguez, declare under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,



Mildred R. Rodriguez

Robert E. Lundberg
Corporate Traffic Manager

Mildred M. Rodriguez
Assistant Corporate Traffic Manager



P.O. Box 1389
Gilbert, W. Va. 25621
Phone (304) 664-3075
Fax # 304-664-9860

May 12, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Edward L. Grimmett, and I am President of Hampden Coal Company, Inc. I have held my present position since Sept. 1996. My duties include the supervision of processing of coal at our preparation plant and the shipping of metallurgical coal from loadout facility. I have held the positions of superintendent and president of several coal companies for over twenty years.

Hampden Coal Company, Inc. is a preparation plant and loadout facility. We have facilities located at Gilbert, WV. These facilities are presently served by Norfolk Southern Railway. We sell to customers such as Logan & Kanawha Coal Sales, Mapco, CoalArbed, International Trading, Rheinbraun Thyssen Energy, Inc., Duke Power and Union Camp Corporation. These facilities are located on the lines of the Norfolk Southern Railway. During 1996, we shipped 1,609,100 tons to these destinations.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which

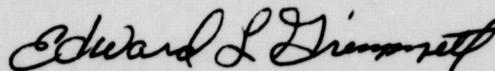
NS proposes would be of benefit to us. With single-line service, I believe our facility would be able to compete in these markets with other companies enjoying single-line service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

We support the proposed merger of Norfolk Southern and Conrail. Since our facility is located on the Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. We have used Norfolk Southern for over eight years. The lines of communication are always open. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

Sincerely,

HAMPDEN COAL COMPANY, INC.



Edward L. Grimmatt, President

I, Edward L. Grimmatt, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 13, 1997.

Edward L. Grimmatt
Signature

Handl-it^{INC.}

• For Efficient Warehousing & Distribution Services
• A Leading Supplier of Quality Industrial Products

April 23, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K. Street N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Verified Statement of Handl-it, Inc.

My name is Glenn A. Garson, and I am Vice President of Business Development of Handl-it, Inc. I have held my present position for 1 year. My duties include all marketing and sales, and overseeing the distribution functions including warehousing, trucking, and rail transportation.

Handl-it, Inc. is Ohio's premier public and contract warehousing company with 8 facilities in Northeast Ohio providing warehousing services for several hundred customers. It is critical that the product coming in by rail is on time and without damage. Commodities include food, consumer goods, paper, auto parts, steel, and lumber. Our facility located at 8500 Clinton Road in Brooklyn, Ohio is on the lines of NS and Conrail. During 1996, we received 2161 carloads from various destinations.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire. We support NS because of their excellent customer service, people, and equipment availability.

467

For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I Glenn A. Garson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on April 24, 1997.

Sincerely,



Glenn A. Garson
Vice President
Business Development

GAG/mjc

c:\wp51_docs\glenn\statement



HANJIN SHIPPING COMPANY, LTD.

80 EAST ROUTE 4, SUITE 490, PARAMUS, NJ 07652-2655 • TEL: (201) 291-4600 • FAX: (201) 291-9393

VERIFIED STATEMENT OF HANJIN SHIPPING FINANCE DOCKET NO. 33388

May 22, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
S. T. B. Finance Docket No. 33388
1925 K Street, N. W.
Washington, DC 20423-0001

Dear Mr. Williams:

My name is Hee T. Hwang, and I am Executive Vice President of the American Headquarters for Hanjin Shipping, 80 East Route 4, Suite 490, Paramus, NJ 07652. I have held my present position for just over 3 years. As the Chief Executive Officer of the Americas, I oversee all Logistics, Operations, Marketing, and Sales for Hanjin Shipping in the United States, Central, and South America.

Hanjin Shipping is a steamship line with vessels calling the United States Ports of Long Beach, Oakland, and Seattle on the West Coast, and New York, Norfolk, Wilmington, and Savannah on the East Coast. During 1996, we shipped over 200,000 containers in rail intermodal movements utilizing the services of the UP/SP, BNSF, Conrail, Norfolk Southern, and CSX. In the West, we ship our Long Beach and Oakland import and export traffic via the UP/SP and our Seattle traffic with BNSF. On our intermodal traffic in the East, Norfolk Southern is our primary carrier of choice. We use Conrail from Chicago to Boston, Massachusetts; Marysville, Ohio; Allentown, Harrisburg, Philadelphia, and Pittsburgh, Pennsylvania. We use CSX on our Chicago to Baltimore traffic; as well as, traffic to and from Mobile, Alabama; Nashville, Tennessee; Orlando and Tampa, Florida.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal services. I believe extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. I also believe opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service.

In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitment to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Hee T. Hwang, state under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 23, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read 'H. Hwang', written over a horizontal line.

Hee T. Hwang
Executive Vice President
Hanjin Shipping Co., Ltd., American Headquarters

lpc



HANNIBAL IRON AND METAL CO.

700 BRIDGE STREET
P.O. BOX 188

WHOLESALE DEALERS IN
SCRAP IRON AND NON-FERROUS METALS
NEW AND USED STEEL

HANNIBAL, MO 63401-0188
PHONE: 314-221-0036

May 15, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket NO. 33388
1925 K. Street, N.W.
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating, Lease/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388.

Mr. Williams:

My name is Robert Fletcher and I am president of Hannibal Iron and Metal Co. I am responsible for the entire operation of the business.

Hannibal Iron and Metal Co. has been in the recycling and new steel business since 1929. My facility is located in Hannibal, MO. I am currently being served by the Norfolk Southern Railroad and ship approximately 200 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve, to a much greater extent, the balance of rail competition in the Northeast. I believe the joint application will enhance Hannibal Iron and Metal Co.'s ability to access a wider range of markets, provide a better customer service, along with increasing availability.

I, Robert D. Fletcher, declare under penalty of perjury, that the forgoing is true and correct. I certify that I am qualified and authorized to file this verified statement, executed on May 15, 1997.

Sincerely,

Robert D. Fletcher
President

RF/mkl



HANSON

COLD STORAGE CO.

May 20, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
12th & Constitution Ave., NW
Washington, D.C. 20423

RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Corporation - Control and Operating Lease/Agreements - Conrail, Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

As President & Chief Executive Officer of Hanson Cold Storage Co. I am writing to encourage support of the application from CSX and Norfolk Southern to acquire Conrail, who operates the rail line servicing our Hartford, Michigan, Division.

Hanson Cold Storage Co. operates public refrigerated warehouses, one of which is located in Hartford, Michigan. This division services up to 100 cars of frozen foods and juices every year. Our primary rail carrier is CSX and we also depend on trucking to transport products stored in the Hartford facility.

The proposed acquisition of Conrail lines by CSX and Norfolk Southern would open many opportunities for Hanson Cold Storage to increase our sales and expand our markets. In short, it has the potential to provide us with excellent and reliable rail service.

The new CSX and Norfolk Southern networks would create more direct and more efficient rail routes throughout the eastern half of the United States. It would also greatly increase the amount of single-line service available throughout the region, reducing costs and delays and increasing the speed and safety of freight delivery. The new networks would also allow CSX and Norfolk Southern to make more efficient use of their cars, locomotives and other equipment, eventually leading to lower costs and higher capacity for our customers.

THE WORLD
GROUP

472



2875 SOUTH PIPESTONE ROAD / BENTON HARBOR, MICHIGAN 49022 / (616) 925-0091
FAX (616) 925-6325





HANSON
COLD STORAGE CO.

Mr. Vernon A. Williams, Secretary

Page 2

May 20, 1997

The new CSX and Norfolk Southern networks would also increase our market reach. It would create two balanced rail systems connecting every major market east of the Mississippi and it would provide us with direct rail service to additional northeastern and southern markets.

Competition between two well-integrated and well-balanced rail systems would only benefit shippers throughout the eastern U.S. and it would also vastly improve competition between rail and other modes of transportation, i.e., trucks. Trucks now provide most of the freight transportation in the eastern U.S., but better rail service and lower rail costs would help alleviate some of our dependence on trucking. It would also help ease some of the traffic congestion on eastern interstates and highways.

New routes, new efficiencies and lower costs -- in short, excellent and reliable rail service -- could all be possible for Hanson Cold Storage if the proposed acquisition of Conrail by CSX and Norfolk Southern becomes a reality. On behalf of my company, I offer my strong support of the application and urge the STB to approve it.

I, Jordan B. Tatter, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 20th day of May, 1997.

Jordan B. Tatter,
President & Chief
Executive Officer

JBT:tm

May 8, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N.W.
Washington, D.C. 20423

RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Corporation -- Control and Operating Lease/Agreements -- Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

Let me introduce myself: My name is Jim Burton, and I am the Lumber Buyer for Hardware Wholesalers Inc. located on Nelson Road, Fort Wayne, IN. 46801.

Our company is a dealer owned buying coop, and we have been in business for over half a century now (52 years, to be exact). I am writing on behalf of Hardware Wholesalers to ask you to please move quickly in approving the acquisition of Conrail by CSX and NS.

Every year, we ship and receive by rail on average 1500 cars of lumber, relying on CSX, NS and BN for our rail needs. We also ship by truck and barge.

We at Hardware Wholesalers strongly feel that the acquisition of Conrail by CSX and NS would positively effect our business for the several reasons. These include more competitive rates for shippers because of improved equipment utilization, and more direct routing, which will enable us to meet our lumber supply needs with greater efficiency, lower overhead and lower cost in general.

There is little question that the greater single-line service opportunities which will be provided by the merger will lead to

service that is faster, more reliable, less expensive and more often on time.

This is why Hardware Wholesalers urges the Surface Transportation Board to act expeditiously to approve the CSX-NS application to acquire Conrail.

Thank you very much.

I, Jim Burton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 8th day of May, 1997

A handwritten signature in cursive script, appearing to read "Jim Burton", written over a horizontal dashed line.

Jim Burton

HARLAN-CUMBERLAND COAL CO.

GRAYS KNOB, KY 40829

Ph. (606) 573-2233

May 9, 1997

Mr. Vernon A Williams, Secretary
Surface Transportation Board
1925 K Street, N. W.
Washington, D. C. 20423

RE: VERIFIED STATEMENT OF CLYDE V. BENNETT
ON BEHALF OF HARLAN CUMBERLAND COAL CO.
Finance Docket NO. 33388
CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
Control and Operating Lease/Agreements
Conrail Inc. and Consolidated Rail Corporation

Dear Mr. Williams:

I am Clyde V. Bennett, General Manager of Harlan Cumberland Coal Co. Harlan Cumberland Coal Co. is located in Grays Knob, Ky. I am responsible for the supervision of the direct daily operations of mining, processing and shipment of bituminous coal.

Harlan Cumberland Coal Co. is a deep mine coal operation which processes and ships stoker and steam coal to our customers in the textile, manufacturing and electric generating industries in the Northeastern, Eastern, Southeastern, and Southern portions of the United States. We handle approximately 8,800 carloads of coal annually via CSX Transportation.

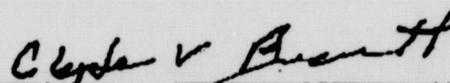
We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the northern region of the U.S.

In our business, consistent and reliable rail transportation is crucial to our logistics management. The coal industry often experiences equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times.

For these reasons, Harlan Cumberland Coal Company urges the Board to approve the joint application of CSX and NS.

I, CLYDE V. BENNETT, declare under penalty of perjury that the foregoing is true and correct. Further, I Certify that I am qualified and authorized to file this verified statement.

Executed this 9th day of May, 1997.



CLYDE V. BENNETT

HARMONY

In Tune With Nature®

HARMONY PRODUCTS, INC.
808 LIVE OAK DRIVE, SUITE 126
CHESAPEAKE, VA 23320

PHONE 757-523-2849
FAX 757-523-9567

May 24, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N. W.
Washington, D. C. 20423

Re: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Corporation - Control and Operating Lease/Agreements - Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

My name is Ray Grover and I am the Executive Vice President of Harmony Products, Inc located in Chesapeake, Virginia. Harmony Products, Inc is responsible for marketing 25,000 ton of biosolid pellets per year for New England Fertilizer Company which is located Quincy Massachusetts. Most all of this product is sold in rail cars, and efficient rail service is top priority. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

Harmony and NEFCO believe that the proposed acquisition of Conrail would be in our best interests, as well in the interest of our customers. We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates for us. We are convinced that Conrail acquisition will increase rail business and that would be good for all of the shippers who rely on rail.

In conclusion Harmony Products support the application to acquire Conrail and requests that the Board moves as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

Sincerely

Ray Grover
Executive Vice President

cc: Craig Dolan
General Manager
New England Fertilizer Company

**HARRIS STRUCTURAL STEEL COMPANY, INC.
STEEL STRUCTURES**

2 Lakeview Avenue
Piscataway, N.J. 08854

FAX No:
(908) 752-1158 (Office)
(908) 752-6088 (Plant)

Tel: (908) 752-6070 X131

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Mary Ellen Wilson, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 1 day of MAY, 1997.

Mary Ellen Wilson
Mary Ellen Wilson
Harris Structural Steel Co., Inc.



Post Office Box 33129
Charlotte, N.C. 28233-3129
Telephone: (704) 845-3100

VERIFIED STATEMENT OF Robert Johnson

Harris Teeter, Incorporated

May 15, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket #33388
1925 K Street, NW
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation Incorporated; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements; Conrail Incorporated and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Robert Johnson, and I am Traffic Manager of Harris Teeter Incorporated. I have held my present position for seven (7) years. My duties include carrier and mode selection for all inbound collect and outbound shipments including, but not limited, box car and intermodal selection.

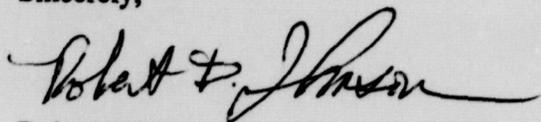
Harris Teeter Incorporated is a retail grocery distributor. We have a facility located at Greensboro, NC and are presently served by Norfolk Southern. We ship/receive from customers/suppliers located in various locations throughout the United States. During 1996, we shipped/received 581 carloads/containers/trailers to or from these destinations/origins. (New Orleans, Kansas City, St. Louis, to name a few.) 321 rail cars; 260 intermodal.

We support the proposed acquisition of Conrail by Norfolk Southern and CSX. Since our facility is located on the Norfolk Southern railroad, we would welcome the benefit of increased market access for single-line rail transportation. We have used Norfolk Southern for several years and have been satisfied with their service. We are confident that Norfolk Southern and CSX would be able to provide good service on any Conrail line which they acquire.

For all the reasons described above, I support the application of Norfolk Southern and CSX to acquire Conrail.

I, Robert Johnson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 5th day of May 1997.

Sincerely,

A handwritten signature in cursive script that reads "Robert Johnson". The signature is written in dark ink and is positioned above the typed name.

Robert Johnson
Traffic Manager
Harris Teeter Incorporated

HARRIS-CRANE, INC.

6230 FAIRVIEW ROAD
CHARLOTTE, N. C. 28210

Phone: 1-704/366-0010



Brokers

GRAIN
FEED INGREDIENTS
COMMODITY FUTURES

VERIFIED STATEMENT OF Ted R. Bartee

Harris-Crane, Incorporated

May 5, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket #33388
1925 K Street, NW
Washington, DC 20423-0001

RE: CSX Corporation and CSX Transportation Incorporated; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements; Conrail Incorporated and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

Harris-Crane, Incorporated is a cash commodity brokerage company located in Charlotte, NC that has been in business for forty-five (45) years. We trade cash grain, feed ingredients and commodity futures. Primarily, we ship commodities intrastate in the southeastern United States and interstate from the Midwest into the Southeast. Secondly, we are shipping several commodities from the Midwest and Great Plains states to the West Coast.

Harris-Crane will annually ship over 1.1 million tons of soybean meal, 2 million bushels of soybeans, 6 million bushels of corn, 1 million bushels of oats, 1.5 million bushels of wheat, plus large tonnages of many other items used in the production of livestock and poultry feeds.

As President of the company, my responsibilities include providing oversight of our service to our customers which by its nature involves economical, timely shipment and delivery of commodities.

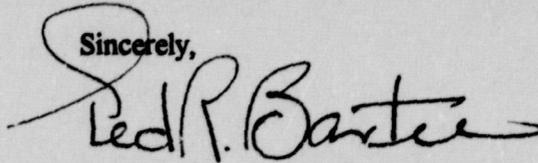
It is understood that the Norfolk Southern and CSX are asking the Surface Transportation Board to approve their acquisition of Conrail.

We support the Norfolk Southern/CSX plan. It will enable us to expand our markets into areas we have been unable to reach because of impediments placed in our way by Conrail. Our observation and experience cause us to believe that Norfolk Southern is a well managed, efficient, customer-oriented railroad. Those attributes are needed in the Conrail territory which has been a monopoly since the 1970's.

Harris-Crane's growth would be enhanced by a strong railroad serving our competitive needs. The Norfolk Southern/CSX plan before the Surface Transportation Board does this, and we support it.

I, Ted R. Bartee, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 5th day of May, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Ted R. Bartee". The signature is written in dark ink and is positioned below the word "Sincerely,".

Ted R. Bartee, President
Harris-Crane, Incorporated

TB:kla



HARRISON POULTRY, INC.

P.O. BOX 550 • BETHLEHEM, GEORGIA 30620 • (404) 867-7511 • FAX (404) 867-0999

GROWERS & PROCESSORS OF



POULTRY

Verified Statement of
Jim Russell on behalf of
Harrison Poultry, Inc.
STB Finance Docket No. _____

I am Jim Russell, the Director of Corporate Purchasing for Harrison Poultry, Inc. I have been with Harrison Poultry twelve years, and have held my current position five years. Harrison Poultry produces over three million pounds of processed chicken weekly. We have our headquarters in Bethlehem, GA and a five thousand ton per week feed mill in Winder, GA. Our feed mill is serviced by CSX.

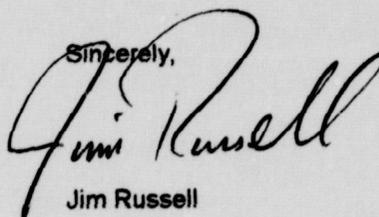
Harrison Poultry receives over five million bushels of corn and over sixty thousand tons of soybean meal annually over the CSX, spending over three million dollars per year on rail transportation cost.

Harrison Poultry whole heartedly supports the joint application of CSX and NS. The acquisition of conrail by CSX and NS would dramatically increase the origins available for us to purchase corn and soy meal. The resulting increase in vendor competition would reduce our commodity cost and increase our bottom line profits.

The increase in equipment availability and rail efficiency resulting from the acquisition would also serve as an enhancement to our company's profitability.

In conclusion, Harrison Poultry endorses the acquisition of Conrail by CSX and NS and as beneficial for our company in particular, and for rail transportation overall.

I, Jim Russell, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed the 5th day of May, 1997.

Sincerely,

Jim Russell

Hart Transportation, Inc.
P.O. Box 6219
Jacksonville, FL 32236
(904) 786-0805 Phone
(904) 786-0261 Fax

Mr. Vernon A. Williams, Secretary, Surface Transportation Board
STB Finance docket No. 33388
1925 K St, N.W., Washington, D.C. 20423-0001

Dear Mr. Williams,

My name is William E. Hart, and I am President of Hart Transportation Inc. I have held my present position for 3 years.

Hart Transportation is an intermodal drayman utilizing both the Norfolk Southern and CSX railroad intermodal ramps in the Southeastern U.S.

Based upon our experience in providing the services described above, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is an need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case with an only one company is abler to operate in a particular market, service suffers and the prices are non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers, which will compete in the Northeast, should not be just any rail carriers. They must be carriers, which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors, which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, William E. Hart, declare under penalty of perjury the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 31, 1997.

Sincerely,



William E. Hart
President

HARTNEY

OIL COMPANY

4801 S. Harlem Avenue • Forest View, IL 60402
Office & Terminal (708)749-8100 • To Place all Orders (630)655-1133

80 YEARS

1916-1996

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Railway Company-Control and Operating Leases/Agreements-Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

VERIFIED STATEMENT OF
HARTNEY OIL CO.
FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N. W.
Washington, D. C. 20423-0001

Dear Mr. Williams:

My name is Peter Hartney, and I am President of Hartney Oil Company, 4801 S. Harlem Avenue, Forest View, Illinois 60402. I have held my present position for 20 years. My duties include owning and managing an oil company in the Midwest.

Hartney Oil Company is a supplier of fuel to the rail industry in Chicago. We work with NS at the following locations: Landers Yard/Chicago and Calumet Yard/Chicago.

Based upon our experience in providing the services described above, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to

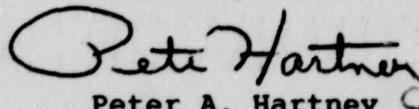
have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with SNS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

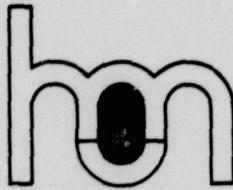
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Peter Hartney, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 22, 1997.

Sincerely



Peter A. Hartney
President
HARTNEY OIL COMPANY



hartsville oil mill

April 24, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue N.W.
Washington, DC 20423

RE: CSX Corp. and Norfolk Southern - Application to Control
and Operate Lines of Consolidated Rail Corporation, STB
Finance Docket No. 33388.

Richard A. Koppein on behalf of Hartsville Oil Mill
Finance Docket No. 33388
CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
--Control and Operating Lease/Agreements--
Conrail, Inc. and Consolidated Rail Corporation

My name is Richard A. Koppein. I am Vice President of
Hartsville Oil Mill. I have been with the company for 29
years. On behalf of Hartsville Oil Mill, please accept my
support for the Conrail acquisition by CSX and Norfolk
Southern.

Hartsville Oil Mill is a cottonseed processor/refiner. We
are located at 311 Washington Street in Darlington, SC. We
have a manufacturing plant in Darlington.

We ship approximately 10% of our processed goods by rail,
constituting about 100 carloads per year. The remainder is
shipped by truck. We are enthusiastic about the prospects
created by the acquisition of Conrail by CSX and Norfolk
Southern for moving more of our current business by rail.
Transportation by truck is significantly more expensive than
rail transportation, and it is our preference to ship by rail
when the service allows it. The efficiencies created by the
merger and the new single-line service offered from many
origins should allow us to reduce our reliance on trucking
and lower our costs.

Further, the acquisition will open up new customers in the
northeast. Our ability to sell the northeast has been

hampered by the lack of direct access to the market. In many cases, the costs associated with an interchange has made potential sales uncompetitive. The acquisition will solve this problem by providing single-line service to the area.

Again, please accept the support of Hartsville Oil Mill for the acquisition of Conrail by CSX and Norfolk Southern.

I, Richard A. Koppein, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on April 24, 1997.

HARTSVILLE OIL MILL

A handwritten signature in cursive script, appearing to read "Richard A. Koppein", written in dark ink.

Richard A. Koppein
Vice President

RAK/sg

HARTWELL WAREHOUSE, INC.

1066 OLD BRISTOL PIKE
MORRISVILLE, PA 19067

Telephone 215-295-7143
Fax 215-295-5150

May 9, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

Re: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

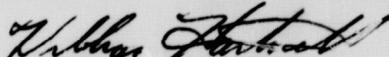
Dear Secretary Williams:

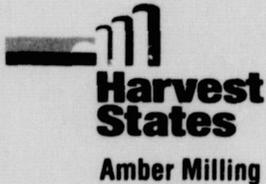
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create efficiency, it would lead to more freight traffic, on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, William Hartwell, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 9th day of May, 1997.


William Hartwell
President
Hartwell Warehouse, Inc.



Harvest States
1667 N. Snelling Ave 55108
P.O. Box 64594
St. Paul, MN 55164-0594
Tel 612.641.6457
Fax 612.641.6397

May 14, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operation Leases/Agreements -- Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

This letter is being submitted on behalf of Amber Milling, the flour milling division of Harvest States Cooperatives. I have headed the Amber Milling Division (Amber) for 12 years, and as such I am responsible for all its operations.

Amber has milling facilities in Rush City, Minnesota; Kenosha, Wisconsin; Huron, Ohio; and Houston, Texas. We also plan to begin construction on a mill at Mount Pocono in Eastern Pennsylvania within the next few months.

The rail lines involved in the proposed transaction, which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets, are an important part of the rail service now used by our Kenosha and Huron mills and rail service that will be used in connection with operations at the new Mount Pocono mill. The Kenosha and Huron mills incorporate the latest in milling technology in operations that are considered large to very large by industry standards. The same will be true of the new Mount Pocono facility.

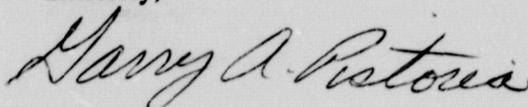
In today's domestic milling industry, transportation considerations are a paramount factor in locating new plants and in the successful operation of virtually all milling facilities. After learning the details of the joint application of CSX and NS to control Conrail, we wanted to voice our support for the proposed transaction.

During our many years of experience in flour milling, we have seen customer service capabilities become increasingly important as a competitive factor. The additional single-line rail transportation that the transaction would bring about no doubt will enable Amber to broaden its market penetration in new areas. The fact there would be two competing lines with their own track and facilities in the Northeast also seems likely to help us better and more efficiently serve our rail customers, especially from the Huron and the new Mount Pocono mills.

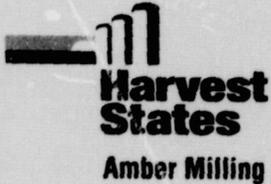
Vernon A. Williams
Surface Transportation Board
Page 2

In summary, we support approval of the joint application of Norfolk Southern and CSX and urge the STB to act favorably on it.

Sincerely,

A handwritten signature in cursive script that reads "Garry A. Pistoria".

Garry A. Pistoria
Group Vice President
Harvest States - Amber Milling



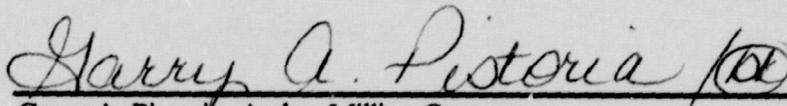
Harvest States
1667 N. Snelling Ave 55108
P.O. Box 64594
St. Paul, MN 55164-0594
Tel 612.641.6457
Fax 612.641.6397

TO: Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33286
1201 Constitution Ave., N.W.
Washington, D.C. 20423

FROM: Garry A. Pistoria
Group Vice President
Harvest States Cooperatives
P. O. Box 64594
St. Paul, MN 55164

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388.

I, Garry A. Pistoria, declare under the penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed the 14th day of May 1997.



Garry A. Pistoria, Amber Milling Company



Harvest States
1667 North Snelling Avenue 55108
P.O. Box 64594
St. Paul, MN 55164-0594
Tel 612.643.9433

May 14, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423

RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operation Leases/Agreements -- Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

This letter is being submitted on behalf of Harvest States, a grain marketing, food processing, farm supply and business services cooperative based in St. Paul, Minn. As senior vice president in charge of corporate planning and business development, I regularly work with all areas of the company as they seek out opportunities for growth and greater effectiveness as we serve both our member-producers and -cooperatives, as well as our grain and food product customers.

In virtually all aspects of our operations, transportation plays a vital role. In fact, it is a component in almost every business decision involving marketing strategies and the start-up, expansion or closure of facilities. For that reason, we have followed with great interest the proposed transaction that is the subject of this letter.

From our perspective, the broadening of one-line rail service is a definite advantage in any markets where we operate, or where we would like to operate. The fact there will be two rail service providers with their own trackage and facilities in the Northeast is another advantage, since that should stimulate competition and keep rail rates in check.

For these reasons, we support approval by the Surface Transportation Board of the transaction calling for CSX and Norfolk Southern to acquire control of Conrail and to divide the assets and trackage of that line according to the plan reviewed with us and which is to be set forth in the joint application.

Sincerely,

A handwritten signature in black ink, appearing to read "Pat Kluempke", with a horizontal line extending to the right.

Pat Kluempke
Senior Vice President
Corporate Planning &
Business Development

493





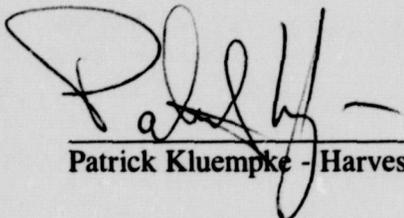
Harvest States
1667 North Snelling Avenue 55108
P.O. Box 64594
St. Paul, MN 55164-0594
Tel 612.646.9433

TO: Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33286
1201 Constitution Avenue., N.W.
Washington, DC 20423

From: Mr. Patrick Kluempke
Senior Vice President
Harvest States Cooperatives
1667 N. Snelling Avenue
St. Paul, MN 55108

Re: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation
and Norfolk Southern Railway Company - Control and Operating
Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB
Finance Docket No. 33388

I, Patrick Kluempke, declare under the penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed The 14th day of May, 1997.



Patrick Kluempke - Harvest States

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

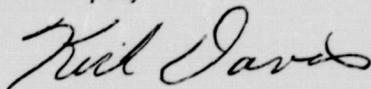
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Kirk Davis, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 13 day of May, 1997.

Kirk Davis
Harvey Salt Company



(ESTABLISHED 1911)
STEAMSHIP AGENTS AND BROKERS

121 W. TAZEWELL STREET
P.O. BOX 359
NORFOLK, VIRGINIA 23501

May 28, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Dock no. 33388
1925 K Street N.W.
Washington, D.C. 20423

Re: CSX Corporation and CSX Transportation, Inc.: Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating lease/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

**Verified Statement on behalf of
Hasler & Company
Finance Docket No. 33388**

My name is Carl D. Parker, III, and I am president of Hasler & Company, 121 West Tazewell Street, Norfolk, Virginia 23510. I have held my present position for seven years. My duties include management of transportation and logistics handled by our firm.

Hasler & Company is a ship agency company which also owns Dominion International, Inc., an international freight forwarder and customhouse brokerage company and Cargomar USA, a non-vessel operating common carrier. We ship intermodal traffic in the following lanes throughout the United States: East Coast to Mid-west served by Norfolk Southern and Southern Florida-North served by the CSX. During 1996, we shipped approximately 300 TEU's within these lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

(con't page -2-)

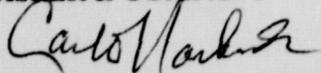
In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Carl D. Parker, III, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 28th day of May, 1997.

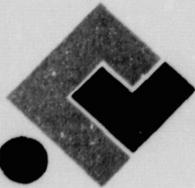
Your very truly,

HASLER & COMPANY



Carl D. Parker, III
President

CDP,III/ms



Hausman Corporation

Reinforcing Steel & Construction Products

2842 Rand Road
Indianapolis, Indiana 46241-5507
(317) 227-6006
Fax: (317) 227-6001

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N. W.
Washington, DC 20423-0001

Dear Mr. Williams:

I am writing to express support for approval of the transaction which will allow Norfolk Southern and CSXT to acquire Conrail and subsequently divide its assets.

My name is Bob Widders, and I am Purchasing Manager at Hausman Corporation's Indianapolis headquarters. My duties include responsibility for the procurement of transportation services for Hausman. We currently receive reinforcing steel bars at our three rail-served locations on Conrail--Lansing, MI; Columbus, OH and Indianapolis, IN. Volume at all three facilities is estimated at 300 cars/year.

I believe Norfolk Southern and CSXT's joint application to control Conrail describes the idea of two strong railroads with equal size and scope competing in the eastern United States. Such a competitive environment will help Hausman to expand our sourcing markets from these rail-served locations. Our Lansing, MI and Columbus, OH facilities will be located on Norfolk Southern. Hausman has used Norfolk Southern for several years on joint-line service in conjunction with Conrail and have been satisfied with their service. We also anticipate the positive effects on our Indianapolis facility from the presence of two carriers in the city itself.

For these reasons, I believe that the Surface Transportation Board should approve Norfolk Southern and CSXT's joint application for the acquisition of Conrail.

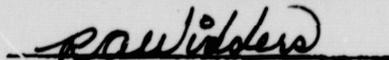
Sincerely,

Bob Widders
Purchasing Manager
Hausman Corporation

VERIFICATION

I, Bob Widders, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on MAY 27TH 1997.



(Signed)

Serving the Construction Industry Since 1915

498



Arrowhead
Dakota
Feed-Rite
Hawkins
Industrial
Lynde
Mon-Dak

HAWKINS CHEMICAL, INC.

Corporate Office
3100 East Hennepin Avenue
Minneapolis, Minnesota 55413
Phone: (612) 331-6910
Fax: (612) 331-5304

May 14th, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Ave. N.W.
Washington, D.C. 20423

Re: STB Finance Docket No. 33388, CSX Corporation and CSX
Transportation Inc.: Northern Southern Corporation and Norfolk
Southern Railway Corporation - - Control and Operation
Lease/Agreements - Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

Count this letter as a strong endorsement of the merger plan between Norfolk Southern, CSX and Conrail. I am writing to register the support of my company, which uses the rail system in our chemical distribution business. The fact that this merger will increase the number of direct routes is reason enough to approve the plan, though there are several other reasons as well.

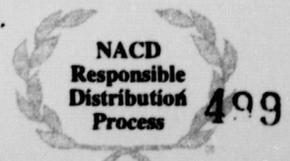
Our company is 59 years old and provides a valuable service in a demanding field. We ship about 60 tank cars a year of hydrochloric acid. CSX is our shipper, and does a good job considering the restraints of the current system.

These restraints are not to be taken lightly. The lack of direct routing can cause huge efficiency problems. Indirect routes can be very long and sometimes a shipment is left standing for days. In other cases, transfers are required, which takes additional time. There is no doubt that many people who work with the system, as I do, have found themselves saying "There must be a better way" when encountering these slowdowns.

This merger and acquisition represents a chance to establish a more efficient rail system, which is why our company sincerely hopes that the Surface Transportation Board moves to approve the plan. Two strong railroads will also mean better competition, which is something that rail customers strongly support.

Thank you for your time. We look forward to reading the news about the decision made by you and the board.

I, Chuck Bracken, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Executed this 14th day of May, 1997.

Sincerely,

Chuck R. Bracken

Chuck R. Bracken, C.P.M.
Materials Manager
Hawkins Chemical, Inc.
3100 E. Hennepin Avenue
Minneapolis, MN
55413-2923

**Verified Statement of
The Hearn Group
2480 Seminole Street
Windsor, Ontario
N8Y 1X3
Finance Docket No. 33388**

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 2043-0001

Dear Mr. Williams;

My name is Donald Hearn, Jr. and I am General Manager of The Hearn Group. My duties include soliciting of new business for my company, as well as performing the various services associated with the warehousing industry.

My company, The Hearn Group, does business with Norfolk Southern Railway Company in Detroit, Mi. Our primary function is as a warehousing company. We also are involved in local and distance trucking to various U.S. and Canadian points. Our warehousing performs services for the automotive industry as well as forwarding of automotive parts. We load ocean containers for the automotive group to forward to overseas destinations. Additionally, we load boxcars to U.S. points for the automotive industry.

Based upon my experience in providing the services described above and working with the various railroads, I would like to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

STB

FD

33388

6-23-97

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9/12

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its internodal facilities and service are well known in the industry, as are NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, I believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Donald Hearn, Jr. under penalty of perjury declar that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30, 1997.

Sincerely,

Donald Hearn, Jr.
General Manager
The Hearn Group

HEAVY MACHINES, INC.
DRAWER 18986
MEMPHIS, TENNESSEE
38181-0986

901-366-2200
Fax: 901-366-2206



**VERIFIED STATEMENT OF
HEAVY MACHINES, INC.
STB FINANCE DOCKET NO. 33388**

May 22, 1997

**Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001**

Dear Mr. Williams:

My name is Fredrick E. Boone and I am President of the Intermodal Division of Heavy Machines, Inc., located at 4087 Viscount Avenue in Memphis, Tennessee 38118. I have held my present position for 23 years. I oversee national marketing of trailer-container handling equipment to the Railroad Industry.

Heavy Machines, Inc. is a national distributor for several major manufacturing companies, namely -

**LeTourneau, Inc. - Longview, TX
Shuttlelift, Inc. - Sturgeon Bay, WI
Sisu Terminal Systems, Inc. - Avenel, NJ
Elme, North America - Wheaton, IL**

We provide equipment and after sale parts and service support to the Norfolk Southern specifically at the following locations:

**Atlanta, GA
Birmingham, AL
Chesapeake, VA
Charlotte, NC
Chicago, IL
Columbus, OH
Detroit, MI
Jacksonville, FL
Kansas City, MO
Louisville, KY
Memphis, TN**

**FEB:grs
Page 1 of 3**

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**Mr. Vernon A. Williams
Surface Transportation Board
May 22, 1997**

In addition, we provide similar services to CSX at the following locations:

**Atlanta, GA
Charleston, SC
Chicago, IL
Cincinnati, OH
Evansville, IN
Jacksonville, FL
Memphis, TN
Mobile, AL
New Orleans, LA
Savannah, GA
Tampa, FL**

Services are currently provided to Conrail at the following locations:

**Boston, MA
Chicago, IL
Croton, NJ
Worcester, MA**

Heavy Machines, Inc. serves the following Railroads in various locations throughout the United States:

**Burlington Northern Santa Fe
Union Pacific
Illinois Central
Kansas City Southern
Wisconsin Central
Massachusetts Central
Alaska Railroad**

Based upon our experience in providing the services described above and working with various Railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System.

**FEB:grs
Page 2 of 3**

**Mr. Vernon A. Williams
Surface Transportation Board
May 22, 1997**

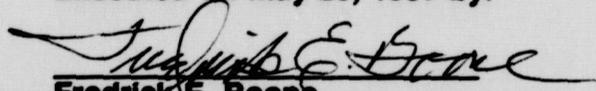
There is a need for competition in the territory served by Conrail, and a need for two competing Railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past. It is now time for customers interested in this market to be served by more than one rail carrier which owns its facilities. And the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic. This, in turn, will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Fredrick E. Boone, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 23, 1997 by:



**Fredrick E. Boone
President - Intermodal Division
Heavy Machines, Inc.**

VERIFIED STATEMENT OF
HEAVY MACHINES, INC.
STB FINANCE DOCKET NO. 33388

May 28, 1997

HEAVY MACHINES, INC.
P.O. DRAWER 18986
MEMPHIS, TENNESSEE 38181-0986

901-366-2200
Parts Fax: 901-366-2203
Service Fax: 901-366-2228



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is William M. Garrison and I am Service Administrator for Heavy Machines, Inc., located at 4087 Viscount Avenue in Memphis, Tennessee 38118. I have held my present position for 2 years. I oversee marketing of equipment contract maintenance services to the Railroad Industry.

Heavy Machines, Inc. is a national distributor for several major manufacturing companies, namely -

LeTourneau, Inc. - Longview, TX
Shuttlelift, Inc. - Sturgeon Bay, WI
SISU Terminal Systems, Inc. - Avenel, NJ
Elme, North America - Wheaton, IL

We provide equipment and after sale parts and service support to the Norfolk Southern specifically at the following locations:

Atlanta, GA	Birmingham, AL
Chesapeake, VA	Charlotte, NC
Chicago, IL	Columbus, OH
Detroit, MI	Jacksonville, FL
Kansas City, MO	Louisville, KY
Memphis, TN	

In addition, we provide similar services to CSX at the following locations:

Atlanta, GA	Charleston, SC
Chicago, IL	Cincinnati, OH
Evansville, IN	Jacksonville, FL
Memphis, TN	Mobile, AL
New Orleans, LA	Savannah, GA
Tampa, FL	

Services are currently provided to Conrail at the following locations:

Boston, MA	Chicago, IL
Croton, NJ	Worcester, MA

Heavy Machines, Inc. serves the following Railroads in various locations throughout the United States:

Burlington Northern Santa Fe
Union Pacific
Illinois Central
Kansas City Southern
Wisconsin Central
Massachusetts Central
Alaska Railroad

Based upon our experience in providing the services described above and working with various Railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System.

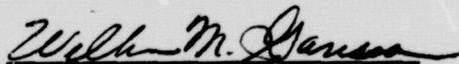
There is a need for competition in the territory served by Conrail, and a need for two competing Railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past. It is now time for customers interested in this market to be served by more than one rail carrier which owns its facilities. And the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic. This, in turn, will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, William M. Garrison, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 28, 1997 by:



William M. Garrison
Service Administrator
Heavy Machines, Inc.



**VERIFIED STATEMENT OF
HEAVY MACHINES, INC.
STB FINANCE DOCKET NO. 33388**

HEAVY MACHINES, INC.
P.O. DRAWER 18986
MEMPHIS, TENNESSEE 38181-0986

901-366-2200
Parts Fax: 901-366-2203
Service Fax: 901-366-2228



May 27, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Michael R. Moseley and I am Vice President of Customer Support for Heavy Machines, Inc., located at 4087 Viscount Avenue in Memphis, Tennessee 38118. I have been engaged in a role supporting intermodal customers for over 10 years and have held my current position 5 years. I direct the aftersale parts and service support functions required by our customers in utilizing trailer-container handling equipment in the Railroad Industry.

Heavy Machines, Inc. is a national distributor for several major manufacturing companies, namely -

LeTourneau, Inc. - Longview, TX
Shuttlelift, Inc. - Sturgeon Bay, WI
Sisu Terminal Systems, Inc. - Avenel, NJ
Elme, North America - Wheaton, IL

We provide equipment and after sale parts and service support to the Norfolk Southern specifically at the following locations:

Atlanta, GA
Birmingham, AL
Chesapeake, VA
Charlotte, NC
Chicago, IL
Columbus, OH
Detroit, MI
Jacksonville, FL
Kansas City, MO
Louisville, KY
Memphis, TN
New Orleans, LA

In addition, we provide similar services to CSX at the following locations:

Atlanta, GA
Charleston, SC
Chicago, IL
Cincinnati, OH
Evansville, IN
Jacksonville, FL
Memphis, TN
Mobile, AL
Nashville, TN
New Orleans, LA
Savannah, GA
Tampa, FL

Services are currently provided to Conrail at the following locations:

Boston, MA
Chicago, IL
Croton, NJ
Worcester, MA

Heavy Machines, Inc. services the following Railroads in various locations throughout the United States:

Burlington Northern Santa Fe
Union Pacific
Illinois Central
Kansas City Southern
Wisconsin Central
Massachusetts Central
Alaska Railroad

Based upon our experience in providing the services described above and working with various Railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory serviced by Conrail, and a need for two competing Railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And, as is the case when only one company is able to operate in a particular market, service suffers and the prices are non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past. It is now time for customers interested in this market to be serviced by



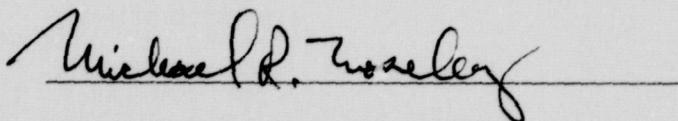
than one rail carrier which own its facilities. And the rail carriers which compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic. This, in turn, will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Michael R. Moseley, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 27, 1997 by:



Michael R. Moseley
Vice President, Customer Support
Heavy Machines, Inc.



HEAVY MACHINES, INC.
3320 SERVICE STREET
P.O. BOX 26663
CHARLOTTE, NC 28221-6663

(704) 375-2994
(800) 654-3395
FAX (704) 375-2998



DISTRIBUTORS FOR
MARATHON LE TOURNEAU
MANITOWOC ENGINEERING

VERIFIED STATEMENT OF
HEAVY MACHINES, INC.
STB FINANCE DOCKET NO. 33388

May 27, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is James A. Nelson, Jr. and I am the manager of parts and aftermarket support for Heavy Machines, Inc., located at 4087 Viscount Avenue in Memphis, Tennessee 38118. Prior to this I was the General Manager of our Charlotte region which consisted of the Eastern seaboard from Maine to Florida. I have been employed by Heavy Machines, Inc., for six years.

Heavy Machines, Inc., is a national distributor for several major manufacturing companies, namely-

Letourneau, Inc. - Longview, TX
Shuttlelift, Inc. - Sturgeon Bay, WI
SISU Terminal Systems, Inc. - Avenel, NJ
Elme, North America - Wheaton, IL

We provide equipment and aftermarket support to the Norfolk Southern specifically at the following locations:

Atlanta, GA
Birmingham, AL
Chesapeake, VA
Charlotte, NC
Chicago, IL
Columbus, OH
Detroit, MI
Jacksonville, FL
Kansas City, MO
Louisville, KY
Memphis, TN

JAN:jm
Page 1 of 3

HEAVY MACHINES, INC.
3320 SERVICE STREET
P.O. BOX 26663
ROTTLE, NC 28221-6663

(704) 375-2994
(800) 654-3395
FAX (704) 375-2998



DISTRIBUTORS FOR
MARATHON LE TOURNEAU
MANTOWOC ENGINEERING

Mr. Vernon A. Williams
Surface Transportation Board
May 27, 1997

In addition, we provide similar services to CSX at the following locations:

Atlanta, GA
Charleston, SC
Chicago, IL
Cincinnati, OH
Evansville, IN
Jacksonville, FL
Memphis, TN
Mobile, AL
New Orleans, LA
Savannah, GA
Tampa, FL

Services are currently provided to Conrail at the following locations:

Boston, MA
Chicago, IL
Croton, NJ
Worcester, MA

Heavy Machines, Inc. serves the following Railroads in various locations throughout the United States:

Burlington Northern Santa Fe
Union Pacific
Illinois Central
Kansas City Southern
Wisconsin Central
Massachusetts Central
Alaska Railroad

Based upon our experience in providing the services described above and working with various Railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System.

JAN:jm
Page 2 of 3

HEAVY MACHINES, INC.
3320 SERVICE STREET
P.O. BOX 26663
ROTTLE, NC 28221-6663

(704) 375-2994
(800) 654-3395
FAX (704) 375-2998



DISTRIBUTORS FOR
MARATHON LE TOURNEAU
MANITOWOC ENGINEERING

Mr. Vernon A. Williams
Surface Transportation Board
May 27, 1997

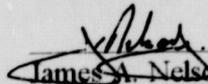
There is a need for competition in the territory served by Conrail, and a need for two competing Railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time has past. It is now time for customers interested in this market to be served by more than one rail carrier which owns its facilities. And the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic. This, in turn, will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, James A. Nelson, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 27, 1997 by:


James A. Nelson, Jr.

Manager, Parts and Aftermarket Support
Heavy Machines, Inc.

JAN:jm
Page 3 of 3

Helen Bentley & Associates, Inc.

Helen Delich Bentley, President
Member of Congress 1985-1995
Chairman, Federal Maritime Commission 1969-1975

1925 York Road
Lutherville, Maryland 21093-4225
Telephone (410) 561-2070
Fax (410) 561-3486

May 27, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

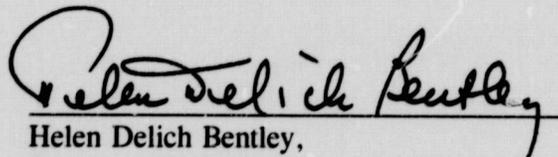
RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc and Consolidated Rail Corporation, STB Finance Board Docket No. 33388

Dear Mr. Williams:

I, Helen Delich Bentley, President of Helen Bentley and Associates, support the above merger and urge the Surface Transportation Board to accept this letter as testimony.

It is critical that the Port of Baltimore and the State of Maryland maintain two Class I Railroads in order to remain competitive and provide the type of service that the gigantic market area of Baltimore-Washington deserves. Both the port and the industry throughout the State must have adequate service. We have had both CSX and Conrail over the years. With the proposed division of Conrail, we in Maryland feel that the addition of Norfolk and Southern to this area not only is exciting but should be most beneficial to the area's future prosperity.

I, Helen Delich Bentley, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 31st day of May, 1997.


Helen Delich Bentley,
President, Helen Bentley & Associates

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 29, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1201 Connecticut Avenue, N.W.
Washington, D.C. 20423

Re: STB Finance Docket No. 33388, CSX Corporation and CSX
Transportation Inc.; Norfolk Southern Corporation and Norfolk
Southern Railway Corporation -- Control and Operating
Lease/Agreements -- Conrail Inc. and Consolidated Rail
Corporation.

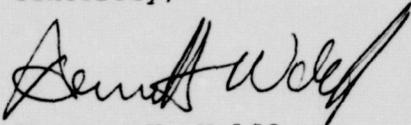
Dear Secretary Williams:

In my position at Helm Financial Corporation of San Francisco, a railcar leasing company, I help administer our joint ventures. In our business we have the opportunity to sometimes see first hand how the railroads operate. It has not escaped our attention that the freight railroads back East are not configured for efficiency. There are too many delays - and above all too many inefficiencies in the way in which rail cars are utilized.

We believe it would benefit those who rely on railroads as a means of transporting commodities, if the U.S. Surface Transportation Board would speedily approve the proposed acquisition of Conrail by CSX and Norfolk Southern. It would help to reduce redundancies and inefficiencies that impact rail customers throughout the United States.

I, Annette Wolff, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am authorized to file this verified statement. Executed this 29th day of May, 1997.

Sincerely,



Annette U. Wolff
Assistant Vice President,
Joint Ventures

235 E. Plume Street P.O. Box 3427
Norfolk, Virginia 23514-3427
(757) 625-1800 FAX 625-4849



Offices in Norfolk, Newport News
and Richmond, Virginia
and Atlanta, Georgia

A Century Of Service.

CSX Corporation & CSX Transportation, Inc; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/ Agreements - Conrail, Inc., and Consolidated Rail Corporation, STB Finance Docket No. 33388

**Verified Statement of Henderson & Phillips Insurance
Finance Docket #33388**

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

My name is F. Dudley Fulton, and I am President & CEO of Henderson & Phillips Insurance. I have held my present position 7 years. My duties include administration of risk management services that involve intermodal transportation

Henderson & Phillips is an insurance intermediary that works closely with the intermodal marketing community, drayage community, and transloading facilities as well as other associated railway service industries. We work with Norfolk Southern by way of vendors at any of a number of ramp facilities. We work with a number of other rail concerns as well. Based upon our experience in providing the services described above and working with other railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail and for two competing railroads in the northeast which own their own track and facilities. For too long, customers would ship or receive product into and out of the northeast and have had the service of only one rail carrier. As is the case when only one company is able to operate in a particular market, service suffers and the price is not competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time has passed, and it is time for customers interested in this market to have service by more than one rail carrier who owns its facilities. The rail carriers which will compete in the northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive price.



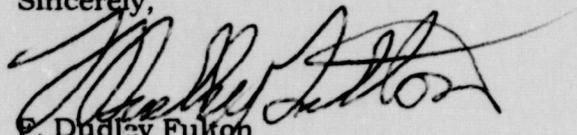
Page 2

Growth in the intermodal industry will benefit my company. Providing rail competition in the northeast, particularly from two competitors which have strong rail systems in the southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB. I, F. Dudley Fulton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on June 2, 1997,

Sincerely,



F. Dudley Fulton
President & CEO

DFD:ks





HP
S

1200 CRAIGHEAD RD. W.

CHARLOTTE, NC 28206

**HUCKS
PIGGYBACK
SERVICE, INC.**

TELEPHONE: 704/596-9153

FAX: 704/596-9166

VERIFIED STATEMENT OF
HUCKS PIGGYBACK SERVICE, INC.
FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Thomas Hucks and I am President of Hucks Piggyback Service, Inc. located at 1200 W. Craighead, Charlotte, N.C. 28206. Hucks Piggyback Service, Inc. is a motor carrier/draysman that operates out of the Norfolk Southern Intermodal facilities in Charlotte, NC; Greensboro, NC; Atlanta, Ga; and Greenville, SC.

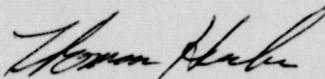
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To summarize, we believe that approval of NS and CSX to acquire Conrail should be approved by the STB.

I, Thomas Hucks, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 27, 1997

Sincerely,



Thomas Hucks
Hucks Piggyback Service, Inc.
1200 Craighead
Charlotte, NC 28206



The
HUDSON
COMPANY, INC.
GIANT TIRES
SALES AND SERVICE

WINCHESTER:
3800 Oliver Road
Winchester, Kentucky 40391
(606) 744-7040
FAX: (606) 745-1033

PIKEVILLE:
2712 North Mayo Trail
Pikeville, Kentucky 41501
(606) 432-0009
FAX: (606) 433-0454

TOLL FREE:
1-800-633-2244

MAILING ADDRESS: P.O. Box 646 • Winchester, Kentucky • 40392-0646

May 19, 1997

VERIFIED STATEMENT OF THE HUDSON COMPANY
ON STB FINANCE DOCET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is David C. Redmon and I am the President and General Manager of The Hudson Company, Inc. at 3800 Oliver Road, Winchester, Kentucky. I have held my present position for 10 years. My duties include being responsible for intermodal transportation and administration of our company.

The Hudson Company is a giant tire dealer involved with intermodal transportation serving the coal industry of Eastern Kentucky and West Virginia. We work with NS in Central and Eastern Kentucky.

Based on our experience in providing the services described above, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory serviced by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

520

BRIDGESTONE

Firestone

MICHELIN®

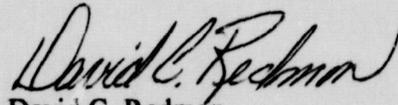
YOKOHAMA

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, David C. Redmon, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 19, 1997.

Sincerely,



David C. Redmon
President and General Manager
The Hudson Company, Inc.

HUDSON.

April 21, 1997

Mr. Vernon A. Williams
 Secretary
 Surface Transportation Board
 1201 Constitution Avenue
 Washington D.C. 20423

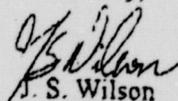
Dear Sir:

My name is J.S. (Jim) Wilson, and I am the Director of Purchasing-Feed Ingredients, for Hudson Foods, Inc. Hudson Foods Inc., is the fifth largest broiler company and the tenth largest turkey company in the United States. We have nine feedmill operations scattered across the United States, one of which being at Kings Creek, Maryland, which is presently on ConRail. Due to the proposed acquisition of ConRail, we have been watching with great interest of the outcome.

Along with our operation at Kings Creek, Maryland, we also have two locations on the CSX Transportation's present line and two locations on the Norfolk Southern Corporation's present line. We could not be more pleased with the proposed division of the ConRail Route System in that we are in a win-win situation. Both the CSX Transportation Company and the Norfolk Southern Corporation are two of the finest railroad systems in the United States. We could not lose with either of the two taking over our service needs at Kings Creek, Maryland. We at Hudson Foods Inc., ask that as proposed, your Board approve the proposed division of the ConRail Route System in the most expedient manner possible.

If you require in additional information or comments on this matter, please advise.

Sincerely,



J. S. Wilson

Director of Purchasing
 Feed Ingredients

Copies: Mr. James T. Hudson
 Mr. Michael T. Hudson
 Mr. Bernard Leonard
 Mr. Terry Baker
 Hudson Foods, Inc.

Mr. David Kennedy
 CSX Transportation

Mr. Warren G. Hacken
 Norfolk Southern Corporation

Mr. Larrie Owen
 Arkansas Industrial Traffic
 Association





Hudson Tank Terminals Corporation

173 Export Street • Port Newark, New Jersey 07114

Tel: (201) 465-1115 Fax: (201) 465-9053

April 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

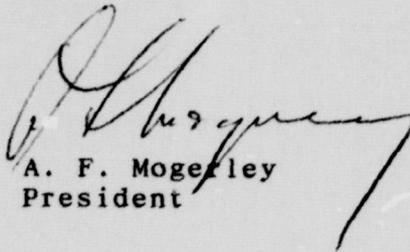
In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.



Hudson Tank Terminals Corporation

Mr. Vernon A. Williams
April 30, 1997
Page 2

I, A. F. Mogerley, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30th day of April, 1997.



A. F. Mogerley
President

AFM/el

HENDRIX MILES & HENDRIX, INC.
100 MAIN STREET
P.O. BOX 840
PRESIDIO, TEXAS 79845
TEL. (915) 229-3208, (915) 229-3233 FAX (915) 229-3660

May 14th, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Ave. N.W.
Washington, D.C. 20423

RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Corporation -- Control and Operating Lease/Agreements -- Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams,

My name is Hector Acosta, and I am writing on behalf of the Hendrix Miles company which is located in Presidio, Texas. Our address is P.O. Box 840 and our zip code is 79845-0840. I am the manager of this business which is a custom house broker for cement and cardboard, and my job is to oversee all aspects of the business including shipping and receiving.

My letter is in support of the proposed acquisition of Conrail by CSX and Norfolk Southern.

I am behind this proposed plan for two very specific reasons.

1. I would like to see more market reach opportunities for our company. This plan addresses this issue by developing much more direct, single-line service that will speed traffic to Western gateways.

My understanding is that CSX plans to by-pass terminal facilities at St. Louis and use its superior facility in Indianapolis to classify traffic which frees up space at its Cincinnati terminal. Additional capacity in Cincinnati will mean faster service to the Southeast saving as much as a full day or even more.

This transcontinental gateway concept will also connect us much more directly with the Northeast -- something we have wanted for some time.

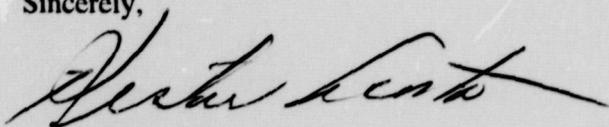
2. One of my biggest beefs has been the lack of flat cars for piggy back service. Both CSX and Norfolk Southern have indicated they will enhance equipment and locomotive utilization. Their larger fleets and trains will mean shorter travel time. The faster cars get to a point, the faster they are available for the next load. I expect to see marked improvement in the problem of too few flat cars in the future.

Please take action quickly to allow this proposed plan to go through. It will help shippers not just East of the Mississippi but all across the country.

Thank you very much.

I, Hector Acosta, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 14th day of May, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Hector Acosta". The signature is written in dark ink and is positioned above the printed name and title.

Hector Acosta
Manager

Henkel

Henkel Corporation

Chemicals Group

Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., NW
Washington, DC 20423

Dear Secretary Williams:

My name is Glenn Opalenik and I am Carrier Manager for the Chemicals Group of Henkel Corporation in Cincinnati, Ohio. My office address is 5051 Estecreek Drive, Cincinnati, OH 45232. In my position, I am responsible for coordinating the transportation strategy for seven manufacturing locations as well as numerous warehouses for Henkel Corporation Chemicals Group regarding the movements of both raw materials and finished products. I have been with Henkel Corporation for four years, and have worked in the logistics field for 25 years. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

Henkel Corporation is a multi-national producer of various raw materials and consumer products throughout the world. The Chemicals Group produces oleochemicals and related products in the United States and ships to customers in the United States and abroad. We ship and receive in excess of 4,000 carloads per year of raw materials and finished products, a large portion of which move on Conrail, CSX and the NS. We have a diverse customer base and our raw materials and finished products move quite frequently by rail.

Henkel Corporation believes that the proposed acquisition of Conrail would be in our best interests, as well as in the interests of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

1) We believe that the acquisition of Conrail by CSX and the NS would produce better service, better equipment utilization, and more competitive rates. Since one of our major raw material lanes will be served by both the NS and CSX in the proposed plan, I believe the increased competition will benefit our negotiating position and ultimately produce better rates.

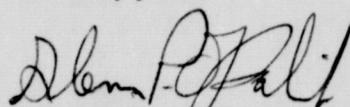
2) We also expect that with the increased number of destinations able to be reached in single-line service, we are more likely to be able to move more of our products by rail than we do today because of the reduced transit times produced by the inherent advantages of that single-line service.

3) We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of the shippers who rely on rail. Henkel Corporation is well aware that motor carriers haul a large portion of the nation's freight, and that trucks dominate the freight markets,

especially in the East. Because the East will be served by two strong railroads of equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails, promoting more long term capital investment, and will ensure that rail service grows into the future. These developments are, and should be, important to all rail shippers.

In conclusion, Henkel Corporation, Chemicals Group supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

Sincerely yours,

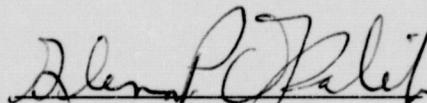


Glenn P. Opalenik
Carrier Manager

I, Glenn P. Opalenik, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 2nd day of May, 1997.

State of Ohio }
County of Hamilton } :SS


Glenn P. Opalenik

Suparna Thuzwani
Notary Public # 102867
My Commission Expires 4 May 1999

cc: R. Betz
S. Koenig
P. Allen
W. Trollinger; Norfolk Southern Railroad

HERCULES

Hercules Incorporated
Hercules Plaza
1313 North Market Street
Wilmington, DE 19894-0001
(302) 594-5000

SURFACE TRANSPORTATION BOARD
CASE CONTROL BRANCH
1201 CONSTITUTION AVENUE, N.W.
WASHINGTON, DC 20423-0001

STB FINANCE DOCKET
#33388

COMMENTS OF
HERCULES INCORPORATED
HERCULES PLAZA
WILMINGTON, DE 19894

MAY 5, 1997

May 5, 1997

Hercules Incorporated
Hercules Plaza
1313 North Market Street
Wilmington, DE 19894-0001
(302) 594-5000

My name is John E. Thomas, and I am Manager, Bulk Transportation of Hercules Incorporated. I have held my present position for five years and have been in other transportation related fields for twenty-one years.

Hercules Incorporated manufactures chemical specialty products for a variety of markets world wide. Its businesses include Paper Technology, Resins, Fibers, Food Gums and Aqualon water-soluble polymers. The corporation concentrates on value-added, high-performance products where it has a market or technology advantage. Hercules operates 45 manufacturing plants worldwide including 14 domestic plants in the United States.

We have 14 facilities in the United States located at Chicopee, MA; Parlin, NJ; West Elizabeth, PA; Hopewell, VA; Franklin, VA; Savannah, GA; Brunswick GA; Covington, GA; Milwaukee, WI; Kalamazoo, MI; Louisiana, MO; Hattiesburg, MS; Portland, OR; Kenedy, TX. These facilities are presently served by the ST; CR; NS; CSX; CPRS; BNSF; IC; UP.

Since the announcement of the CSX Corporation purchase of Conrail in October 1996, we have followed the events over the last several months with great interest. Hercules' concerns have been greatly relieved with the solution which Norfolk Southern and CSX have presented to divide up Conrail. Initially, Hercules was concerned that our industry would suffer with the loss of competitive services of a rail carrier when CSX was to acquire all of Conrail thereby forming a single railroad. Hercules has

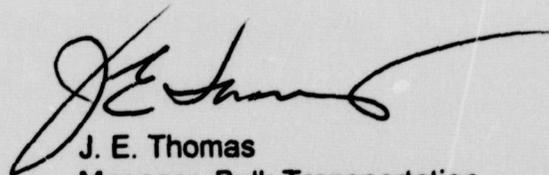
three facilities currently located on Conrail. However, with the proposed division, two would be located on the Norfolk Southern and one jointly served in New Jersey.

Competitive rail service is important to Hercules. There is a distinct need for balanced rail competition in the East. Hercules must compete on a global basis. Both our domestic and international competitors look for cost savings whenever possible. Because transportation expenses are a major product cost item for Hercules, we need to have two rail providers available in order to serve as a competitive force to keep rail rates in check. We believe the division of Conrail will promote competition throughout the North East and preserve the interest of the shipping public.

We therefore request the STB to support the division of Conrail as proposed by the NS and CSX.

We thank the STB for the opportunity to present our comments and respectfully request that our recommendations be strongly considered.

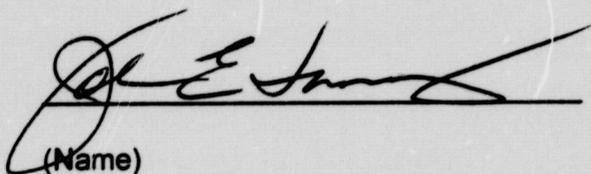
Respectfully submitted



J. E. Thomas
Manager, Bulk Transportation
Purchasing & Transportation Department

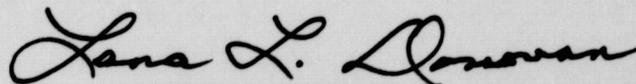
VERIFICATION

I, John E. Thomas, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 5, 1997.


(Name)

SUBSCRIBED AND SWORN TO BEFORE ME THIS

5TH DAY OF MAY 1997.


NOTARY PUBLIC
My commission expires July 10, 1997

Herndon Processing Company

P. O. Box 39

Herndon, WV 24726

Tel: (304) 294-4565

April 29, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attn: STB Finance Docket #33388
1925 K Street N.W.
Washington, DC 20423-0001

Re: Proposed Norfolk Southern (NS)/CSX Acquisition of Conrail Assets

Dear Mr. Williams:

This letter is being written in support of the proposed Norfolk Southern (NS)/CSX acquisition of Conrail presently on the Surface Transportation Board Finance Docket #33388. My name is Harold C. Collins and I am the President of Herndon Processing Company (HPC) in Herndon, West Virginia, a position I have held since 1990. HPC is operating a coal preparation plant (Keystone #2 plant NS Mine #5510) in Herndon, West Virginia producing metallurgical coal products for the US Steel and foundry coke industry. I am in charge of the entire operation and corporate functions and I am also responsible for all matters of transportation.

At the present, our metallurgical coal customers include Citizens Gas (Indianapolis, Indiana, - CSX and Conrail connection), Tonawanda Coke (Tonawanda, NY), Erie Coke (Erie, PA) as well as US Steel (US Steel Clairton, PA plant), Shenango (plant near Pittsburgh, PA) as well as Sloss Industries, Empire Coke, ABC Coke and Koppers Industries in the south (Alabama). The shipments going to Citizens Gas are ultimately delivered by CSX (but also Conrail connection!), while shipments to Tonawanda Coke and Erie Coke are ultimately delivered by Conrail. HPC is producing a total of around 1 mil. tpy of coking coal and due to geological changes in the coal coming from its mining operations may also be forced to look for new markets. Examples of potential new customers would be Bethlehem Steel (Bethlehem plant at Bethlehem, PA and Burns Harbor plant, Burns Harbor, Indiana) and possibly AK-Steel (Middletown, Ohio) or ACME Steel in Chicago, Illinois, all of which presently have final Conrail connections.

To competitively serve our diversified customer base and to assure the future growth of our operation, it is our belief that the proposed acquisition of Conrail by NS/CSX (with a division of Conrail lines and trackage lines as proposed) would be of long term benefit to our company. We sincerely believe that Norfolk Southern today is a well managed, efficient and customer oriented rail carrier and that the present Conrail territory (from the stand point of both shippers and customers)

could greatly benefit from the proposed division of lines and trackage rights between NS and CSX. It certainly would be helpful to introduce increased rail competition into areas in which Conrail for a long period of time has enjoyed a practical monopoly. Thank you for your cooperation and consideration in this matter.

Sincerely,

Harold C. Collins, Pres.

Harold C. Collins
President

VERIFICATION

I, Harold C. Collins, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement.

Executed on April 29, 1997.

Harold C. Collins, Pres.

Harold C. Collins

VERIFIED STATEMENT OF
JOHN T. SEAMAN, JR.
ON BEHALF OF HICKMAN, WILLIAMS & COMPANY

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
--Control and Operating Lease/Agreements--
Conrail Inc. and Consolidated Rail Corporation-----

I am John T. Seaman, Jr., Executive Vice President of Hickman, Williams & Company. I have been with Hickman, Williams since 1978, and have held the position of Executive Vice President for 3 years.

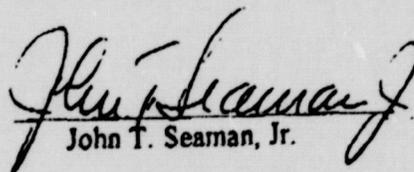
Hickman, Williams & Company sells raw materials to the foundry and steel industries. Among the principals we serve are American Alloys, whose plant is on the CSX at New Haven, West Virginia and Citizens Gas & Coke Utility of Indianapolis who is served by both CSX and Conrail. In addition we have processing plants of our own in Detroit, Michigan on CSX and Sauget, Illinois on the Alton Southern Railroad.

Our sales involve in excess of \$10.0 million per year in transportation costs. We ship more than 1.0 million tons of coke and coal from our plants and those of our principals to customers all over the United States and Canada.

Hickman, Williams & Company wholeheartedly supports the joint application of CSX and NS. The acquisition of Conrail by CSX and NS will give us single-line service between Indianapolis, Indiana and Florence, New Jersey; this reduces handling, transit time, and cost. More equipment also will be available for our coke shipments, which will make service over this route even faster. Finally, we believe that the acquisition of Conrail by CSX and NS will generally foster competition with trucking, making rail transportation options comparatively more cost-efficient.

In conclusion, Hickman, Williams & Company endorses the acquisition of Conrail by CSX and NS as beneficial for our company in particular, and for rail transportation overall.

I, John T. Seaman, Jr., declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 30th day of May, 1997.


John T. Seaman, Jr.



HIGGERSON-BUCHANAN, INC.
GENERAL CONTRACTORS

P.O. BOX 1128 • 5300 BAINBRIDGE BLVD. • CHESAPEAKE, VIRGINIA 23327 • PHONE (757) 545-4665 • FAX (757) 543-8930

VERIFIED STATEMENT

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K. Street, N.W.
Washington, D.C. 20423-0001

Re: Finance Docket 33388

Dear Mr. Williams:

My name is Leighton S. Gaddy, and I am Project Administrator of Higgeson-Buchanan, Inc., P. O. Box 1128 (5300 Bainbridge Blvd.), Chesapeake, VA 23327. I have held my present position for nine years. My duties include bidding, administration and management of various highway, airport and site development projects.

Higgeson-Buchanan, Inc. is a General Contractor. We work with NS at the following locations: Hampton Roads Area.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own tract and facilities. For too long, customers which ship or receive products into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the

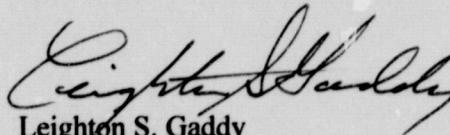
Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and services are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Leighton S. Gaddy, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30th, 1997.

Sincerely,

HIGGERSGN-BUCHANAN, INC.



Leighton S. Gaddy
Project Administrator

LSG/iwb



CORPORATE OFFICES:
60 Dingens Street
PO Box 1008
Buffalo, New York 14240-1008
(716) 821-8000
Fax: (716) 821-8008

TERMINALS:
Syracuse, New York
Niagara Falls, New York
Rochester, New York

QUALITY AND SERVICE THROUGH THE ENGINEERED APPROACH

April 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

Ref: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

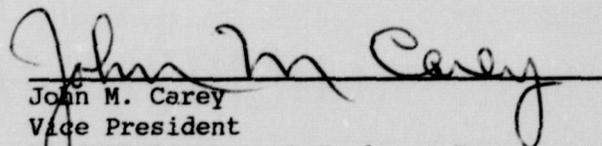
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, John M. Carey, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30th day of April, 1997.


John M. Carey
Vice President
HIGGINS Erectors & Haulers, Inc.

JMC/c
JMC-4-30.doc

Highlands Coal Sales, Inc.

P. O. Box 1202
Paintsville, Kentucky 41240

Kirby B. Martin, Jr.
Vice President

Telephone (606) 789-5215
Fax (606) 789-5559

VERIFIED STATEMENT OF KIRBY B. MARTIN, JR.
Highlands Coal Sales, Inc.

April 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Support for Joint Purchase of Conrail by NS and CSXT

Dear Mr. Williams:

My name is Kirby B. Martin, Jr. and I am Vice President of Highlands Coal Sales, Inc. I have held my present position for three years. My duties include responsibility for rail transportation along with sales and marketing for our company. Highlands is the exclusive sales agent for our NS origin Colonial Coal Company. Colonial is a producer, processor and shipper of various coal products. We have facilities located at Phelps, Kentucky. These facilities are presently served by NS. We sell to customers located at various locations in the United States. Our customers have facilities located on the lines of Norfolk Southern. During 1996, we shipped 11,500 carloads to these destinations. Both rotary and bottom dump hoppers were utilized. Approximately 45 cars were loaded and shipped each working day.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into the northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

Mr. Vernon A. Williams
Page Two
April 30, 1997

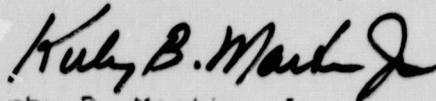
Products produced at and shipped from our Colonial operations meet the specification requirements at various utility plants in the northeast.

For the reasons described, I support the application of NS and CSX to acquire Conrail.

I, Kirby B. Martin, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on April 30, 1997.

Sincerely,

HIGHLANDS COAL SALES, INC.



Kirby B. Martin, Jr.
Vice President

KBM:om

May 15, 1997



HIGHWAY EXPRESS, INC

Quality Logistics Since 1977
P.O. Box 514, Pico Rivera, CA 90660-0514
Tel. 562/692-9371
Fax. 562/692-9376

Mr. Tom Nolan
CSX Intermodal
111 West Ocean Blvd., Suite #1600
Long Beach, CA 90802

Dear Tom:

As Mario Morales may have mentioned, I strongly support the proposed joint acquisition of Conrail by CSX and NS and given the opportunity would urge the Board to approve it as quickly as possible. As you are aware, I am the President of Highway Express and am responsible for overseeing all transportation activities. I have worked in the field of transportation for an excess of thirty years and became president of Highway Express some twenty years ago.

I see an efficient and cost competitive infrastructure of rail services as essential to the success of my business. In my opinion, the joint acquisition of Conrail will be in the best interest of Highway Express since it should allow CSX to provide a more competitive and complete intermodal product.

I urge the Board to approve your application because this joint acquisition should give us a better service base. If nothing else, it definitely will allow for more efficient equipment utilization. Further, I would expect that the joint acquisition will result in expanded markets with an associated increased number of ramps. This benefit is important to Highway Express because it will allow us greater flexibility to expand our market. I see this to be particularly true in access to the New York and New Jersey market areas.

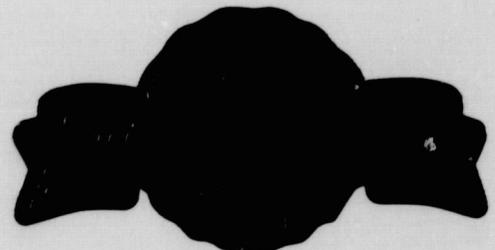
I'm of the opinion that the joint acquisition will result in more service lane options and thereby achieve better operational efficiency.

In conclusion, I enthusiastically support the application of Conrail, CSX and NX and request that the Board move as expeditiously as possible to assure approval. I believe this is the best way to improve service, enhance efficiency and promote the growth of transportation options.

Sincerely,

William E. Nash
President; Highway Express, Inc.

WEN/kk



Mr. Tom Nolan
May 15, 1997
Page 2

I, William E. Nash, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement.
Executed this 15th day of May, 1997.

WEN



Quality and Service Since 1896

HILL and GRIFFITH Company

1262 State Avenue, Cincinnati, Ohio 45204
1-800-543-0425 • 513-921-1075 • Fax 513-921-9180

Verified Statement
of
Gary Miller on Behalf of Hill and Griffith Company

STB Finance Docket No. 33388

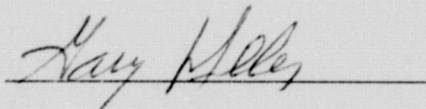
I am Gary Miller, Director of Purchasing for Hill and Griffith Company. Hill and Griffith is located at 1262 State Avenue, Cincinnati, Ohio, 45204. I have served in my present position for 11 years. My experience in this field includes 8 years of managing rail transportation.

Hill and Griffith has been in the business of blending minerals for the Foundry Industry for 100 years. Hill and Griffith annually receives in excess of 135,000 tons of Bentonite Clay via rail. These shipments originate in Wyoming and Alabama on the DM&E and CSX railroads. Our products are shipped to most of the major foundries, including automotive, located east of the Mississippi River. These shipments are routed over BN, CSX, and NS rail lines.

Hill and Griffith anticipates that the combination of CSX's present system with portions of the Conrail system will result in improved blocking patterns that will decrease transit times and ultimately lower costs through improved equipment utilization. Presently the majority of our inbound cars interchange with CSX at Chicago. Improved blocking at this interchange will undoubtedly improve the entire midwestern rail system.

Thus, Hill and Griffith looks forward to the consummation of the transaction between CSX, NS, Conrail and urges the Surface Transportation Board to approve their application.

I, Gary Miller declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 22nd day of 1997.





Hill Brothers Intermodal Logistics, Inc.
A Hill Brothers Transportation Company
13327 F Street
Omaha, Nebraska 68137

**VERIFIED STATEMENT OF
BOB LEGRAND
on behalf of
HILL BROTHERS INTERMODAL LOGISTICS, INC.
STB Finance Docket No. 33388**

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

Background: My name is Bob LeGrand. I am President of Hill Brothers Intermodal Logistics, Inc. My office address is 13327 "F" Street, Omaha, Nebraska 68137. I have been in my current position since 1993, and have worked in the trucking industry for twelve years.

An efficient and cost competitive transportation infrastructure is critical to the success of our business. We ship approximately fifteen thousand truckloads of freight yearly. A merged Conrail and CSX would be in our best interests, as well as our customer's, since the combined organization would be capable of providing a competitive intermodal product and efficiencies that no intermodal carrier provides now.

We strongly urge the Board to approve this application for the reasons detailed below:

- 1) We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient equipment utilization.
- 2) We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Hill Brothers, because the enhanced CSX system will allow us more flexibility to expand the market reach for our entire product line.
- 3) We expect increased competitive access to ports in the New York and New Jersey areas.
- 4) We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

Hill Brothers Intermodal Logistics, Inc.

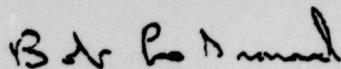
1-800-391-3639

402-334-1260

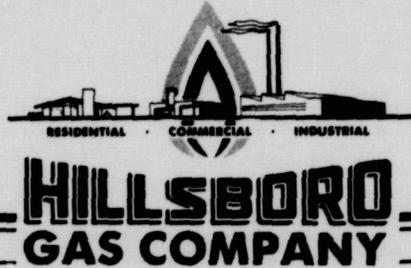
FAX 402-334-1255

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

I, Bob LeGrand, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 13th day of May, 1997.



Bob LeGrand
President, Hill Brothers Intermodal Logistics, Inc.



May 4, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N.W.
Washington, D.C. 20423

RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Corporation -- Control and Operating Lease/Agreements -- Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

My name is Earl Mc Phillips. I am the Vice President and Traffic Manager of the Hillsboro Gas Company, located in Tampa, Florida. My company has been in business for the past 43 years. I am writing to express my company's strong support for the CSX and NS application to acquire Conrail. I urge your Board to approve it promptly.

Hillsboro Gas Company receives propane gas by tank car. We ship about a hundred railroad cars of propane annually. Our rail carrier is CSX.

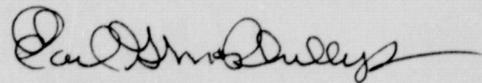
My company has long been dissatisfied with the quality of service we receive from CSX. We support the acquisition because we are hoping it will lead to improve service. In particular, we are hoping that with a larger rail car fleet at its disposal, CSX will be able to meet our shipping requirements more promptly. And with more direct, single-line service available, there ought to be fewer delays in delivering our product to our customers.

For these reasons, Hillsboro Gas Company supports the application to acquire Conrail, and urges the Surface Transportation Board to issue its prompt approval.

I Earl Mc Phillips, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 7th day of May, 1997

Sincerely,

A handwritten signature in cursive script, appearing to read "Earl Mc Phillips", with a long horizontal flourish extending to the right.

Earl Mc Phillips



MEMBER OF: NATIONAL CUSTOMS BROKER AND FORWARDERS ASSOCIATION OF AMERICA, INC.
NEW YORK FOREIGN FREIGHT FORWARDERS & BROKERS ASSOC., INC.
AMERICAN ASSOCIATION OF IMPORTERS AND EXPORTERS
EXPORT - IMPORT ASSOCIATION OF VIRGINIA
F.I.A.T.A., I.A.T.A.

THE HIPAGE COMPANY, INC.



FMC. NO. 498
TELEPHONE: (757) 446-1500
FAX: (757) 446-1538

CUSTOMS BROKERS / FOREIGN FREIGHT FORWARDERS

N.V.O.C.C. • C.A.B. • CONSOLIDATORS • I.A.T.A. AGENTS
MARINE INSURANCE • DISTRIBUTION SERVICES
THE HIPAGE BUILDING
227 E. PLUME STREET • NORFOLK 23510
P.O. BOX 3158 • NORFOLK, VIRGINIA 23514

May 23, 1997

VERIFIED STATEMENT OF THE HIPAGE COMPANY, INC., FINANCE DOCKET 333888

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423-0001

Re: **CSX Corporation and CSX Transportation, Inc;
Norfolk Southern Corporation and
Norfolk Southern Railway Company -
Control and Operating Leases/Agreements
Conrail, Inc., and Consolidated Rail Corporation
STB Finance Docket No. 33388**

Dear Mr. Williams:

The Hipage Company, Inc., was founded in Norfolk in 1927 and is the largest International Freight Forwarder/Customs House Broker in Virginia, one of the largest in the Southeast U.S. Our firm represents international shippers and importers in the transportation process of products from origin to destination. We support the above application which we hope will pass in an expeditious manner.

It is our belief that shippers/receivers will have their best interests protected with the proposed acquisition of Conrail. There is a need to preserve rail service and competition in this region of the country and with the soundness of the Norfolk Southern Corporation, we feel this will be accomplished. Furthermore, competitive rail options should promote the growth of intermodal traffic which should enhance all businesses involved in international transportation.

HOME OFFICE: 227 E. PLUME STREET • NORFOLK, VIRGINIA 23510

548

OFFICES IN MAJOR PORT CITIES

ALEXANDRIA, VA • ATLANTA, GA • CHARLESTON, SC • CHARLOTTE, NC • GREENSBORO, NC • MILWAUKEE, WISC • NEWPORT NEWS, VA
NORFOLK INT'L AIRPORT, VA • RALEIGH, NC • RICHMOND, VA • SAVANNAH, GA • WASHINGTON, DC • WILMINGTON, NC

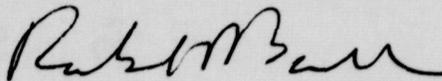
May 23, 1997
Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Page 2

Again, we believe that approval of the application of the NS and CSX to acquire Conrail should be approved by the STB.

I, Robert R. Ballard, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on May 23, 1997.

Sincerely,

THE HIPAGE COMPANY, INC.



ROBERT R. BALLARD
Board Chairman

RRB:esm



HIRAM WALKER & SONS
LIMITED

May 8, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Lawrence LaBute, and I am the Distribution manager of Hiram Walker & Sons Ltd. I have been with my company for nearly 33 years. My duties include responsibilities for transportation and logistics.

Hiram Walker & Sons Ltd. is a manufacturer of alcoholic beverages. We have facilities located in Windsor, Ontario, Canada. These facilities are located on the lines of the Canadian National Railway which is also an agent for the Norfolk Southern.

Additionally, we ship many intermodal trailerloads of product through the Detroit, Michigan gateway to the United States Northeast.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of NS and CSX to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities.

We look forward to experiencing the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which rates and service have long been a disadvantage.

To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,
HIRAM WALKER & SONS LTD.

L. L. LaBute
Distribution Manager

cc: Messrs. W. J. Hanley
J. R. Hamilton

DISTILLERS OF

Canadian Club.

HEAD OFFICE WALKERVILLE - BOX 2518, WINDSOR, ONTARIO, CANADA N8Y 4S5 TELEPHONE: (519) 254-5171

550



100 Plaza Drive • Secaucus, New Jersey • 07094-3602 • Telephone: (201) 330-3200 • Facsimile: (201) 330-3360

Before the
Surface Transportation Board

Finance Docket No. 33388

Verified Statement
of
Keith T. Hansen, President HLX

My name is Keith T. Hansen and I am President of HLX, 100 Plaza Drive, Secaucus, NJ 07094. I have worked in the transportation field for over 17 years. HLX, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

HLX supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreased efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, HLX strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Keith T. Hansen, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.
Executed this 30 day of May, 1997.

Keith T. Hansen

Keith T. Hansen, President
HLX

HO-RO Trucking Co., Inc.

(908) 541-8800
Fax: (908) 541-8891
(800) 223-0943

P.O. Box 120 ■ Carteret, New Jersey 07008

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

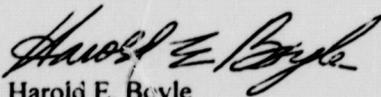
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

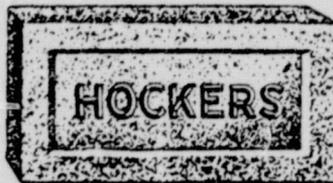
In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Harold E. Boyle, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 5TH day of MAY, 1997.


Harold E. Boyle
Ho-Ro Trucking Co., Inc.

HOCKERS BROS. BRICK & TILE CO., INC.

FACE BRICK - COMMON BRICK
FIRE BRICK - BRICK CLEANERS
THIN BRICK PANELS
O-CLEARANCE FIREPLACES
WOOD PRODUCTS (MANTELS)



SPECTRA-GLAZE - FORMS & DAMPERS
FLUE LINING - CEMENT PRODUCTS
STONE SILLS
MANTELS
CULTURED STONE

2870 SOUTH BROADWAY • GREEN BAY, WISCONSIN 54304
2190 AMERICAN DRIVE • NEENAH, WISCONSIN 54956
TELEPHONE: GREEN BAY (414) 499-0687 or (414) 499-0688 • NEENAH (414) 738-3211

April 29, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

RE: CSX Corporation and CSX Transportation, Inc. Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/ Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Verified Statement of William L. Martin

Hockers Brick & Tile Co., Inc.

My name is William Martin, and I am the Traffic Manager of Hockers Brick. I have held my present position for 35 years. My duties include management of shipping, receiving and warehousing.

Hockers is a distributor of Brick and we have facilities located at Green Bay, WI, and Appleton, WI. These facilities are currently served by Wisconsin Central and we ship/receive approximately 100 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast.

I, William Martin, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 1, 1997

Sincerely,


William Martin
Hockers Brick & Tile Co.

INDUSTRIAL - RESIDENTIAL
COMMERCIAL

- SINCE 1869 -

554

Hoechst Celanese

Chemical Group
Hoechst Celanese Corporation
1601 West LBJ Freeway
PO Box 819005
Dallas, TX 75381-9005
972 443 4000

May 27, 1997
RCS:023:97

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

Re: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases / Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Richard C. Seawright. My title is Manager, Rail Management for Hoechst Celanese Chemical Group, Ltd. My business address is 1601 West LBJ Freeway, Dallas, TX 75234. My job responsibilities include the management of the distribution of our chemical products via rail to over 500 customers in the United States, Canada, and Mexico. Negotiation of rail rates, providing efficient routes to our customers, and sizing of the Hoechst Celanese rail fleet for maximum utilization are also part of my responsibility.

Hoechst Celanese Chemical Group, Ltd. is a manufacturer of organic chemical intermediates that are used in varied processes from adhesives and building products to baby diapers and filter products. Our manufacturing facilities are in Pampa, TX, Pasadena, TX, Bay City, TX, Bishop, TX, LeMoyne, AL, Portsmouth, VA, Edmonton, Ontario, Canada and Celaya, Mexico. In addition, Hoechst Celanese operates terminals in Texas, South Carolina, Illinois, New Jersey, and California. We also store our products in a number of warehouses around the United States for distribution purposes. Hoechst Celanese Chemical Group, Ltd currently owns or leases over 2000 tank cars, from general purpose cars to highly specialized cars, for the shipment of hazardous chemicals. We ship approximately 23,000 carloads of our products per year and use all of the Class 1 railroads in the United States (including the three named in the subject of this letter) for the distribution of our products.

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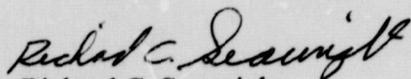
Hoechst 

Mr. Vernon A. Williams
Surface Transportation Board
May 27, 1997
Page Two

We at Hoechst Celanese Chemical Group, Ltd. believe that the expeditious handling of the Norfolk Southern Railway Corp. / CSX Corp. acquisition and subsequent control of the Consolidated Rail Corp. is in the best interest of our company and other shippers similar to Hoechst Celanese. We also believe that the open competition of two strong railroad systems operating in the northeastern portion of the United States is beneficial to all shippers with customers or facilities in that area of our country.

I urge you and the Surface Transportation Board to act on the request of the Norfolk Southern Corporation and the CSX, Corporation to acquire the Consolidated Rail Corporation as quickly as possible.

Best regards,



Richard C. Seawright
Manager, Rail Management
Hoechst Celanese Chemical Group, Ltd.

Fibers & Film Group

Hoechst Celanese Corporation
Building 5200
77 Center Drive
P.O. Box 1026
Charlotte, NC 28201-1026
704 559 6000

VERIFIED STATEMENT

**Perry T. Smith on behalf of
Hoechst Celanese - Fibers & Film Group.
Final Docket No. 33388**

**CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
-- Control and Operating Lease/Agreements --
Conrail Inc. and Consolidated Rail Corporation**

I am Perry T. Smith and I am Manager of Traffic & Distribution of Hoechst Celanese Corporation - Fibers & Film Group. I have been with the company for twenty years (combination Hoechst Celanese Corp. and American Hoechst Corp.) Please accept the support of Hoechst Celanese Corp. for the acquisition of Conrail by CSX and Norfolk Southern.

Hoechst Celanese Corp. Fibers & Film Group has been producing synthetic Fibers, Yarn, and Resins for about thirty years. To manufacture our products, we receive raw materials by rail via CSX and Norfolk Southern. These shipments originate from Texas, Alabama, North Carolina and South Carolina. We presently operate a private hopper car fleet of approximately 1,000 cars and ship outbound shipments via rail to various cities in New Jersey, New York, Ohio, Pennsylvania, Connecticut, Rhode Island, and most other New England states. Additionally, shipments are made to other USA geographical areas and to the Eastern provinces of Canada.

Hoechst Celanese will benefit from the efficiencies of single-line service with regards to shipments originating at its' plants in North Carolina and South Carolina.

In addition, because Hoechst Celanese owns its own rail happer-cars, the efficiencies of single-line service will return cars to the origination point more quickly. This improved equipment utilization will reduce our transportation costs.

For the reasons I have stated above, I can say, on behalf of Hoechst Celanese Corp-Fibers & Film Group, that the company supports the transaction planned by CSX, NS and Conrail.

I Perry T. Smith declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 21 day of April, 1997.

Perry T. Smith

Specialty Chemicals Group
Hoechst Celanese Corporation
Building 5200
77 Center Drive
PO Box 1026
Charlotte, NC 28201-1026
704 559 6000

**VERIFIED STATEMENT OF HAROLD WALTON
HOECHST CELANESE, SPECIALTY CHEMICALS GROUP**

May 23, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket #33388
1925 K Street, NW
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation Incorporated; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements, Conrail Incorporated and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

I am Harold Walton, Manager Bulk Products, Hoechst Celanese, Specialty Chemicals Group. I have been with the company twenty-eight years, and in my present position for seven years. This letter represents support for the acquisition of Conrail by Norfolk Southern and CSX.

The Specialty Chemical Group has a broad product line ranging from dyes and pigments for textiles, inks and paints, to super absorbent polymers for disposable diapers; and from printing plates to photo resists for making semi-conductors; and fine chemicals used in pharmaceuticals, cosmetics, plastics and photo chemicals.

Hoechst Celanese is also a major manufacturer of surfactants used in soaps, shampoos and detergents, textile and fiber chemicals and agricultural chemicals.

The Specialty Chemicals Group has plants on both Norfolk Southern and CSX and receives raw materials and transports finished products by rail on both Norfolk Southern and CSX. We presently operate a private car fleet of approximately 400 tank cars and do business in the 48 contiguous states and Canada.

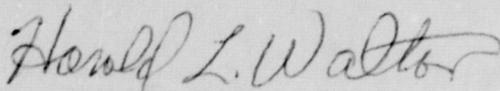
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Hoechst Celanese will benefit from single line service to and from the Northeastern Corridor, especially in Eastern Canada. Additionally, the efficiencies of single line service will improve equipment utilization, allowing downsizing of our fleet, resulting in reduced transportation costs.

For the above reasons, I state, on behalf of Hoechst Celanese, Specialty Chemicals Group, the Group supports the acquisition of Conrail as agreed upon by Norfolk Southern and CSX.

I, Harold L. Walton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on May 23, 1997.

Sincerely,



Harold L. Walton
Manager Bulk Products
Hoechst Celanese, Specialty Chemicals Group

HOLLAND TRANSPORTATION SYSTEMS, INC.

4814 B WEST BLVD
CHARLOTTE, NC 28219
704-553-2772 800-535-3740 FAX 704-553-1271

**VERIFIED STATEMENT OF
Holland Transportation Systems, Inc.
PO Box 19886
Charlotte, NC 28219**

**Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W
Washington, DC 20423-0001**

Dear Mr. Williams;

My name is John Holland , and I am President of Holland Transportation Systems, Inc. We are responsible for over the road transportation of Intermodal Containers and Rail Trailers, mainly in support of the Furniture and Textile Industry, in North and South Carolina.

Holland Transportation Systems, Inc., is a motor carrier. We work with Norfolk Southern and CSX Railroads at their Charlotte ramps and also Norfolk Southern at their Greensboro, NC ramp.

I would like to express my support of Norfolk Southern and CSX in their effort to acquire Conrail. This would provide two competing rail carriers with service to the Northeast, and in my particular case open up new lanes of traffic in my service area to the Northeast, with competitive pricing and service.

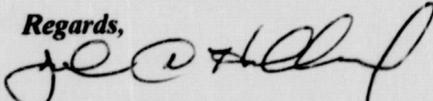
In my experience with Norfolk Southern and CSX the past four years as an intermodal carrier, it is my opinion they are of sufficient size and scope to provide the service needed in the Northeast.

This service from the Southeast to the Northeast would be a positive step for the intermodal industry and provide growth potential for my business and the business of my customers.

It is my belief that the application by Norfolk Southern and CSX should be approved by the STB.

I, John Holland, declare under penalty of perjury that the foregoing is true and correct. I further certify that I am qualified and authorized to file this Verified Statement. Executed on May 28, 1997.

Regards,



**John D. Holland, Pres.
Holland Transportation Systems, Inc**

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

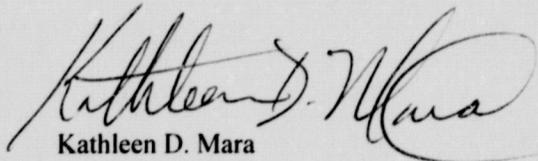
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Kathleen D. Mara, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30th day of April, 1997.



Kathleen D. Mara
Holland Warehouse, Inc.



Holston Steel

Services, Inc.

300 Piedmont Ave.
Bristol, Virginia 24201
703-466-6000 Fax 703-466-8893

Mailing Address:
P.O. Box 789
Bristol, TN 37621-0789

May 13, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N. W.
Washington, D.C. 24423-0001

RE: CSX Corporation and CSX Transportation, Inc.: Norfolk Southern Corporation and Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket 33388.

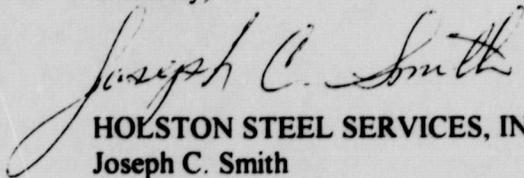
Dear Mr. Williams:

My name is Joe Smith and I am President of Holston Steel Services, Inc. in Bristol, Virginia. My company operates a Steel Service Center which services the Tri-Cities (Johnson City and Kingsport, TN, Bristol, VA/TN) and surrounding areas. Our materials are shipped to us from several major steel mills.

We are located on the Norfolk Southern in Bristol and I am interested in moving steel and other products by rail through my facility with truck movement beyond. A competitive rail system in the Northeast should help me in effort to do business from and to that area. The proposed CSX/Norfolk Southern purchase and division of Conrail should offer competition in the northeast that has not been enjoyed by that area in the past. Two

systems with single line service who own and maintain most of their facilities will enhance competition and for this reason I support the CSX/NS proposal.

Sincerely,

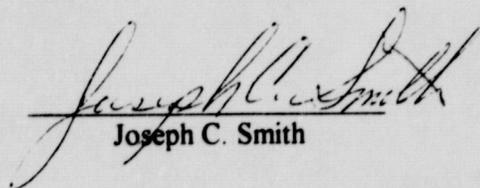


HOLSTON STEEL SERVICES, INC.
Joseph C. Smith
President

VERIFICATION

I, Joseph Smith declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 13, 1997.


Joseph C. Smith

Holton Oil Company, Inc.
2455 Creekway Drive
Columbus, Ohio 43207

VERIFIED STATEMENT ON BEHALF OF: The Holton Oil Company, Inc.
STB Finance Docket Number 33388

Mr. Vernon A. Williams
Surface Transportation Board
STB Finance Docket Number 33388
1925 K Street NW
Washington, DC 20423-0001

Dear Mr. Williams;

My name is Patricia B. Carroll, and I am the President of The Holton Oil Company, Inc. at 2455 Creekway Drive, Columbus, Ohio. I have held my present position for ten years.

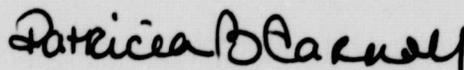
My company is a independent distributor of lubricating products in the state of Ohio. While we do not directly use rail service, our industry relies on rail transportation for the movement of unfinished product. The manufacturers that we deal with are heavily invested in the Northeastern part of the United States.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal services. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own track and terminals, will offer the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past and it is time for customers interested in this market to have service by more than one rail carrier which own its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Patricia B. Carroll, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 28, 1997.

Sincerely,



Patricia B. Carroll
The Holton Oil Company, Inc.
President



April 29, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business of the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

Sincerely,

A handwritten signature in cursive script, appearing to read "Shanley E. Flicker".

Shanley E. Flicker
Vice Chairman, Board of Directors
Homasote Company