

STB

FD

33388

6-23-97

A

180274V4E

5/14



Rose Transport, Inc.

6747 Taylor Road S.W.
Reynoldsburg, Ohio 43068
(614) 864-4004

VERIFIED STATEMENT OF Charles R. Callahan

MULCH MANUFACTURING INC.

FINANCE DOCKET NO. 33388

My name is Charles R Callahan and I am Vice President of Rose Transport Inc., 6747 Taylor Road S.W. Reynoldsburg, Ohio 43068.

Rose Transport is a motor carrier involved in the movement of products both intrastate and interstate as well as serving various rail ramps. We work with NS at various ramp locations West of the Mississippi, as well as dealing with CSX and Conrail.

When looking at our working relationship with NS as well as our dealings with the other carriers we would like to express our wholehearted support for the efforts of Norfolk Southern and CSX to acquire Conrail. The need for a competitive intermodal environment in the Northeast is acute. Our primary focus in this region is dealing with the railroads. There is little doubt that a wider range of service offerings coupled with improved customer service can only positively impact our company.

As these two railroads increase their service offerings in the Northeast it will provide more opportunities for my Company. This will in turn increase intermodal traffic into this area. There appears to be virtually no down side to this acquisition from our perspective. Increased growth in intermodal cannot help but benefit our company.

To summarize, we request the STB to approve the application by NS and CSX to acquire Conrail.

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

Sincerely,

Charles R. Callahan
Vice President
Rose Transport 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

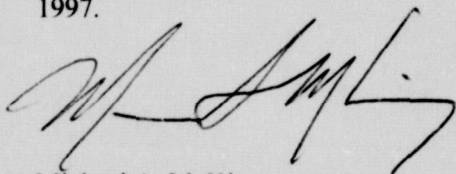
Dear Secretary Williams:

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, Michael A. McKinney, 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 30 day of April, 1997.



Michael A. McKinney
Office Manager, RCS-Wilmington
Rosenberger Cold Storage Companies

Ross Enterprises

CARGO LOGISTICS SERVICES

2311 S.E. Park Crest Ave. Vancouver, WA 98683 (360) 254-1842

May 29, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket 33220
1201 Connecticut 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:

Ross Enterprises could be categorized as a "Shipper's Agent" but more accurately we are an outsource contractor providing transportation services specializing in the handling of bulk shipments. Our company was founded in 1990 by the author of this letter following a long and successful career with one of the major Western Railroads. Our Company is responsible to its clients for negotiating freight rates, ordering equipment, filing bills of lading and freight claims, and performing all the services that would otherwise be conducted by a traffic department. In our seven years in business, we've grown to the point to where we now are responsible for the shipment of some 500 railcars of industrial materials a year to markets around the United States, Mexico, Canada and other foreign countries.

It is increasingly apparent to us that in a continental (and increasingly, global) economy, a snag in the transportation infrastructure of one part of the country invariably impacts the rest of the nation. Unfortunately, with the current configuration of railroads we are forced to accept delays and inconveniences than come with being forced to pass our clients goods off from one railroad to another.

Perhaps this is the price of doing business when you send something across country. But it strikes us as strange that these goods have to pass through interchanges within the East Coast region. This, of course, adds costs and unpredictability to our shipments -- cost and frustrations that we have to work overtime to resolve so that shipments depart, interchange, and arrive in such a manner as to protect the normal conduct of business.

As most of our shipments are transcontinental in nature, we would be happy with more direct and efficient railroad routes. It is with this concern in mind that I urge you to swiftly approve the proposed acquisition of Conrail by CSX Transportation and Norfolk Southern.

I, Thomas J. Ross, declare that 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 29th day of May, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas J. Ross", with a long horizontal stroke extending to the right.

Thomas J. Ross
Ross Enterprises

ROSSBOROUGH

MANUFACTURING CO. L.P.

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

May 8, 1997

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. Tomer, and I am the Purchasing Manager for Rossborough Manufacturing Co. L.P., located at 33565 Pin Oak Parkway Avon Lake, Ohio 44012. I am responsible for total coordination of my companies leased railcar fleet.

Rossborough Manufacturing Co. L.P. is an ISO 9001/9002 Certified Supplier of Desulfurization Reagents to integrated steel manufactures throughout the world. Rossborough operates North American production facilities in Avon Lake, Ohio and Walkerton, Indiana. Rossborough ships finished goods to customer locations via railcars and also hauls raw materials via railcars to our production facilities. We are currently served by Norfolk Southern at our plant in Walkerton, Indiana. Rossborough runs cars on Norfolk Southern, Conrail, Union Pacific, and Canadian National.

Rossborough Manufacturing Co. L.P. fully supports the acquisition and division of Conrail by Norfolk Southern and CSX. Rossborough believes that this action will serve to better meet our competitive expectations and needs. Rossborough believes that the proposed action will created stronger railroads with better track agreements and facilities. It is our hope that the result of this action will be more efficient single line service, as well as, improved utilization of our valuable equipment resources.

Regards,

Rossborough Manufacturing Co. L.P.



Richard L. Tomer
Purchasing Manager

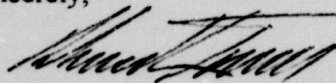
204

ROSSBOROUGH

MANUFACTURING CO. L.P.

I, Richard L. Tomer, 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 on 5-9-97.

Sincerely,



Richard L. Tomer

**Verified Statement of
Rosso Trucking**

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 Kenneth Rosso, and I am President of Rosso Trucking. I have been in business since 1972, 25 years. My duties include soliciting work for my company as well as performing a great deal of the labor. Additionally, I provide services to the private sector, including Norfolk Southern Railway Company. I offer delivery services to the general contractors in the southeastern part of Michigan.

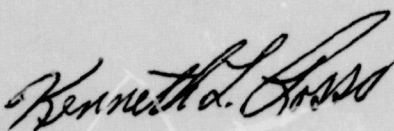
Based upon my experience in providing the services described above and working with the various railroads, I would like to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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.

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 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, Kenneth Rosso, 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 cursive script, appearing to read "Kenneth Rosso".

Kenneth Rosso
President
Rosso Trucking



ROTH BROS. SMELTING CORP.

6223 THOMPSON ROAD • P.O. BOX 639 • EAST SYRACUSE, NY 13057

TELEPHONE: 315/463-9500 • FAX: 315/433-9069

May 5, 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

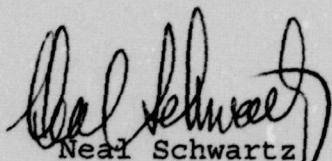
Dear Secretary Williams:

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.

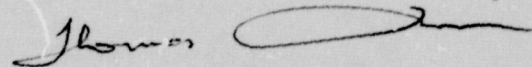
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight 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.

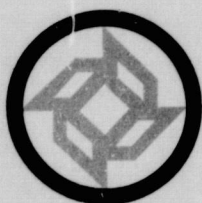
I, Neal Schwartz, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Execute this 5th day of May, 1997.



Neal Schwartz
General Manager
Roth Bros. Smelting Corp.



THOMAS QUINN
Notary Public in the State of New York
Qualified in Onondaga County No. 4684154
My Commission Expires October 31, 1998



Royal Continental Box Company

May 15, 1997

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.; 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 Marty Cardelli. I am Transportation Manager with Royal Continental Box in Cicero, Illinois, and I am writing in support of the sale of Conrail to CSX and Norfolk Southern.

We move more than 500 railcars of corrugated cardboard each year to destinations in the Midwest and both coasts. I see in practical terms the results of East Coast rail's inefficiencies -- many of which would be eliminated by the sale of Conrail and division of its lines between NS and CSX. Among the benefits I see are:

More direct routes. Shipping for us is a matter of night and day, depending on the destination. West Coast rail offers far more direct-line routes and faster delivery, while East Coast rail offers added interchanges, delay and headaches -- especially at the Conrail chokepoint in the New Jersey/New York area. The Conrail sale, with the opportunities for expanding direct-line service, would be great news for our company and our customers.

Competition leading to lower prices. As East Coast rail becomes more efficient, it will finally be able to compete with truck transport. The result: Lower

rates all around, with the same or better service. That's the kind of competition that's been long overdue in the transportation industry.

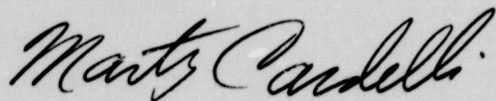
Better utilization of equipment and employees. More competitive, reliable transportation means more predictable production -- and that's great news for companies like ours. We're constantly looking at cost-controls and efficiency in production, to give us the edge in serving our customers. As I see it, the improvements that will come from the Conrail sale could make a real difference for the better in our cost structure, and I imagine that would be true in other industries across the economy.

On behalf of Royal Continental Box, I urge the STB to approve the sale of Conrail as quickly as possible, in light of the many benefits it would create. Thank you for this opportunity to comment on this issue.

I, Marty Cardelli, 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.

Sincerely,

A handwritten signature in cursive script that reads "Marty Cardelli".

Marty Cardelli

Royster-Clark, Inc.
P.O. Box 250
409 Main Street
Tarboro, North Carolina 27886
(919) 823-2101
(919) 641-9234 FAX

NORFOLK SOUTHERN SALES			
RICHMOND, VA			
RECEIVED			
MAY 15 1997			
BRT	MLS		
FLA	PDH		
WMA	LBB		
JWH			
JLM			
Copy			
Control			
Return			
Copy to			
File			

May 13, 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.

My name is Thomas A. Ergish, and I am the Director of Logistics for Royster-Clark, Inc. My duties include supporting the transportation, warehousing, distribution and logistical facets of Royster-Clark, Inc.

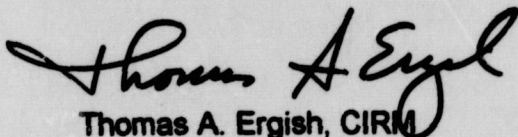
Royster-Clark, Inc. is a manufacturer and distributor of agricultural fertilizers, crop protection chemicals and seed products. We have approximately 100 locations in the North and South Carolina, and Virginia region and 1 location in Madison, Wisconsin. Approximately 40% of these facilities are served by either CSX, NS or both. In Fiscal Year 1996, Royster-Clark, Inc. sold 925,000 tons of fertilizer materials received by barge, ocean vessel, rail and truck, processed and re-distributed by rail or truck to local locations and customers. Movement on railroad companies, Royster-Clark, Inc. received in excess of 3,000 railcars of raw materials from locations in Florida, North Carolina, New Mexico, Canada, Ohio, Virginia, Tennessee, Georgia, Texas, and many other states. We have utilized virtually every type of rail car available; covered and uncovered hopper cars, hazardous and non-hazardous tank cars, box cars, gondolas, private and railroad owned. In the agricultural fertilizer business you must align your business with fast, low-cost and dependable services. We believe having two railroad companies will promote competitive pricing and support our customer service demands.

We support the approval of the above mentioned 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 corridor which will own their own tracks and facilities. For too long, customers that ship or receive product into and out of the Northeast have had the service of only one rail carrier. And 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 the northeast from competition, that time is past. It is time for customers interested in this market to have service by more than one rail carrier and these carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and synergies.

We look forward to experiencing a positive change of railroad competition from being served by one rail carrier and increasing to two rail carriers of equal size thus expanding the market reach with single line service by NS and CSX. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which we have been unable to compete. To summarize, we believe that approval of the joint application of CSX and NS to acquire Conrail should be approved by the Surface Transportation Board.

I, Thomas A. Ergish, 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.

Sincerely,



Thomas A. Ergish, CIRM
Director, Logistics
Royster-Clark, Inc.



**VERIFIED STATEMENT OF H. EUGENE LEGRAND
ROYSTER P & M WAREHOUSE COMPANY, INC.**

May 1, 1997

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket #33388
1925 K Street, N. W.
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:

My name is Eugene LeGrand and I am Chairman of Royster P & M Warehouse Company Incorporated, Shelby, NC. I have been President or Chairman since 1961. I am responsible for the operation of Royster P & M Warehouse, which includes transportation by all modes.

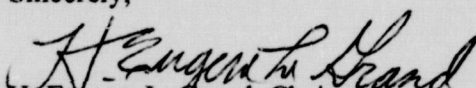
Royster P & M Warehouse receives and warehouses cotton and other commodities for various clients. Our facilities are served by Norfolk Southern and CSXT at various locations.

We believe the plan of CSX and Norfolk Southern to acquire Conrail and divide its assets will preserve competition in the larger cities in the Northeast.

We, therefore, support the acquisition of Conrail by Norfolk Southern and CSX. The benefits of single line service for Norfolk Southern and CSX will restore the competition that has been missing in the Northeast for many years. Norfolk Southern will, through this merger, be able to continue to provide superior service to us and provide the equipment that is needed to handle our freight.

I, H. Eugene LeGrand, Chairman of Royster P & M Warehouse Company, Inc., 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 first day of May, 1997.

Sincerely,


H. Eugene LeGrand, Chairman
Royster P & M Warehouse Co., Inc.

Tel. (718) 589-3200

Fax (718) 589-6544

CALL AT

RUBIN BROS.

PRODUCE CORP.

COMMISSION MERCHANTS

FRUITS and PRODUCE

ROW A
147
148

N.Y.C. TERMINAL MARKET
Hunts Point & East Bay Aves.
Bronx, New York 10474

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

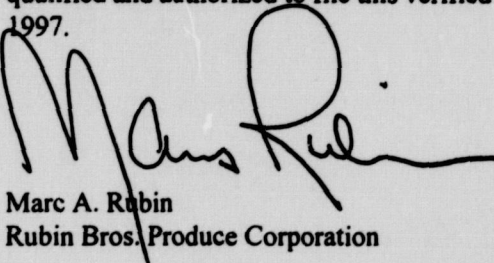
Dear Secretary Williams:

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, Marc A. Rubin, 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 01 day of MAY 1997, 1997.


Marc A. Rubin
Rubin Bros. Produce Corporation

Runnells Grain Elevator, Inc.

P.O. Box 102 • Runnells, Iowa 50237

John Landon
Manager

515-966-2349
800-245-6221
FAX 966-2803

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

VERIFIED STATEMENT OF Runnells Grain Elevator, Inc.

Runnells Grain Elevator, Inc.

P.O. Box 102 • Runnells, Iowa 50237

John Landon
Manager

515-966-2349
800-245-6221
FAX 966-2803

VERIFIED STATEMENT OF RUNNELLS GRAIN

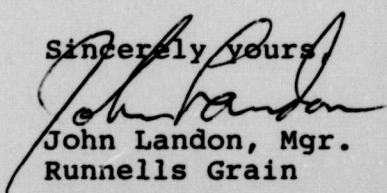
My name is John Landon and I am the manager of Runnells Grain Elevator, Inc., located at Runnells, Iowa. My duties include grain purchasing, sales and transportation of which I use rail for over 95% of my shipments.

Runnells Grain originates grain throughout central Iowa, relocates it to our grain elevator at Runnells, Iowa. Our facility is located on the Norfolk Southern which provides us rail transportation for our grain. We normally ship 50 car unit trains weekly or bi-weekly to the poultry feed markets in the Southeast U.S. or to St. Louis for barge loading.

I 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 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 the 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 to the Northeast. I have used the NS for eight years and have found them to be responsive to my needs and I am satisfied with their service. I am confident they would be able to provide good service on any Conrail lines they acquire. For all the above reasons I support the application of the NS and CSX to acquire Conrail.

I, John Landon, 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 28, 1997.

Sincerely yours,


John Landon, Mgr.
Runnells Grain

RURAL FARM DISTRIBUTORS CO.

17349 ANKENYTOWN ROAD
P.O. BOX 143
FREDERICKTOWN, OHIO 43019

Phone 614-694-3070 or 419-326-2230

May 3, 1997

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.; 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 Don Clark. I am owner/operator of the Rural Farm Distributing Company in Fredericktown, Ohio. For the past 25 years, we've made a name shipping all manner of farm supplies to rural farms in Ohio and surrounding states, though the bulk of our business involves phosphates, potash and nitrogen compounds. I am writing the Surface Transportation Board to register my support for CSX and Norfolk Southern's purchase of Conrail's lines.

On the basis of my experience, I see three key reasons the STB should move to approve the Conrail acquisition:

1. More direct routes. My company ships 3 to 4 million pounds of product each year, via rail and by truck transport. Anything that reduces the number of interchanges from one line to another keeps my customers happy and makes my life easier. In particular, the lines CSX will get from Conrail will give me more single-line service, cutting shipping time to some of my customers by a day or more.

2. Fewer delays. Even in the agricultural sector, we're seeing a move to the kind of "just in time" mentality that's taking hold across the economy. Shipping delays due to unnecessary interchanges is a real problem for my customers -- and that makes the more rational routes that will result from the Conrail sale a real plus. I plan to use that new advantage to go after new customers I couldn't reach before.

3. Better prices. This one is really a function of the first two benefits: More rational routes mean fewer delays -- and that drives down cost. In the past, I would have been happy to ship more by rail, but in my part of the country it just hasn't been a competitive way to reach some of my customers. The sale of Conrail will

change that -- in a way that will increase competition and lower prices. Over time, as consumers, we'll all benefit.

In my view, dividing Conrail between CSX and NS would be great news to anyone who believes in the value of competition in business. The benefits to companies and to consumers are the reason I write to encourage the STB to approve this sale as promptly as possible.

I, Don Clark, 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 3rd day of May, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Don Clark" followed by a small flourish.

Don Clark



RYANS EXPRESS, INC. • 2470 Sandy Plains Road / Suite C • Marietta, Georgia 30066
Telephone (770) 973-8084 • Fax (770) 565-3895

VERIFIED STATEMENT OF
RICHARD T. BONDIE
on behalf of
RYANS EXPRESS, INC.
FINANCE DOCKET NO. 33388

May 16, 1997

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:

I am Richard T. Bondie, President of Ryans Express, Inc. Ryans Express is located at 2470 Sandy Plains Rd., Marietta, GA 30066. I have held my present position since 1988 and I have worked in the transportation field for eighteen years.

Ryans Express, Inc. is an Intermodal Marketing company providing intermodal services to various companies throughout the country.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Ryans Express transports approximately 8000 truckloads of freight of all kinds annually by rail. The joint acquisition of Conrail will be in Ryans Express'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:

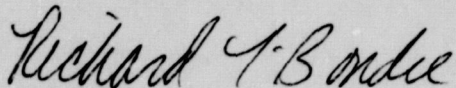
1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Ryans Express because the enhanced CSX system will allow us more flexibility to expand the markets we reach and/or markets from which we can receive product.
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.

May 16, 1997
Verified Statement
Page 2

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, Richard T. Bondie, 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 16, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Richard T. Bondie".

Richard T. Bondie
President
Ryans Express, Inc.



RYANS EXPRESS, INC. • 2470 Sandy Plains Road / Suite C • Marietta, Georgia 30066
Telephone (770) 973-8084 • Fax (770) 565-3895

**VERIFIED STATEMENT OF
RYANS EXPRESS, INC.
FINANCE DOCKET NO. 33388**

May 16, 1997

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

Dear Mr. Williams:

My name is Richard T. Bondie, and I am President of Ryans Express, Inc., 2470 Sandy Plains Rd., Marietta, GA 30066. I have held my present position for twelve years. My duties include the routing of freight for my customers and choosing the routes that are best suited for their particular needs.

Ryans Express, Inc. is an intermodal marketing company which routes freight over all of the Norfolk Southern ramps. In addition, we hold contracts with all the major railroads and move freight from and to all areas of the country.

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 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.

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.

Page 2

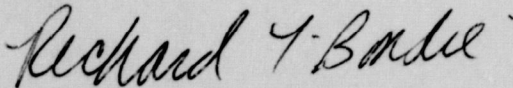
Mr. Vernon A. Williams

May 15, 1997

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

I, Richard T. Bondie, 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 16, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Richard T. Bondie".

Richard T. Bondie
President
Ryans Express, Inc.



S & D Application Inc.

158 North Church Street • Wayne, Ohio 43466 • 419-288-3660 or 288-3547 • Fax 419-288-3325

May 15, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, DC 20423

RE: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation.; 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 Doug Miller. I am the President of S&D Application, Inc., a farm supply operation that has been in business for the past 15 years. Our company is located in Wayne, Ohio and we ship our products to customers all across the farm belt.

It is my understanding that the Surface Transportation Board is set to consider the proposal by CSX Corporation and Norfolk Southern to purchase Conrail. Our company strongly supports this plan and we urge the Board to approve it as quickly as possible.

Right now, our shipping needs -- about 140 car loads every year -- are met by a combination of truck and rail service, including CSX. Our company favors the CSX-Norfolk Southern plan because we believe the acquisition on Conrail will allow each company to create a more efficient, better-linked network capable of reaching more markets in a more timely manner at a lower price to shippers.

One immediate benefit of the CSX-Norfolk Southern plan will be the creation of many more single line routes. CSX, for example, will be able to merge many of its existing routes with Conrail lines, eliminating interchanges along the way. Since each interchange can add 24 hours or more to shipping time, the new single line routes will be able to deliver goods faster and more directly than the old system. The old saying time is money is certainly true when it comes to freight transportation, so the CSX-Norfolk Southern plan will help companies like ours save a great deal on our shipping costs -- savings that can be passed on to our customers.

In addition, the acquisition of Conrail and the creation of more single line routes will allow CSX and Norfolk Southern to compete effectively with truck delivery. In my view, competition is good because it forces companies to improve their service and keep their prices in line or else risk losing customers. There is no reason why trucks should not have to compete with rails. Under the CSX-Norfolk Southern plan, they will.

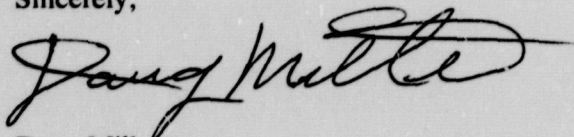
I hope this gives you some idea why S&D Applications supports the CSX-Norfolk Southern plan. I further hope you will give these considerations some weight as the Board debates

this important issue. The bottom line: we believe the Board should approve this plan because it will create a more competitive freight transportation system with better service and lower prices. In my book, that's a win-win proposition.

I, Doug 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 15th day of May, 1997

Sincerely,



Doug Miller

S & S Traffic Management Corporation

**KEGSPEDITERSM
SYSTEM**

Sterling Bank Building • 4600 Gulf Freeway, Suite 660 • Houston, Texas 77023-3551
Phone (713)926-6460 • Toll Free (800)987-5347 • Fax (713)926-6059

**VERIFIED STATEMENT OF
KEVIN D. BRADY
on behalf of
S & S TRAFFIC MANAGEMENT
CORPORATION
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:

I am Kevin D. Brady, President of S & S Traffic Management Corporation. S & S Traffic Management is located at 4600 Gulf Freeway, Suite 660, in Houston, Texas. We are a logistics provider, incorporated in 1988, offering third party shipment coordination for companies in a variety of industries. We evaluate and provide for product transportation by both intermodal rail and over-the-road trucks. A portion of the freight that we take shipment responsibility for has prior or subsequent movement by ocean carriers.

An efficient and cost competitive transportation infrastructure is essential to the success of our business and that of the customers for which we coordinate freight. This is particularly important to customers who ultimately export their shipments, so that they can compete with foreign produced goods. The joint acquisition of Conrail will be in our best interest since the enhanced CSX and Norfolk Southern systems would be capable of providing complete competitive intermodal products with associated efficiencies.

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

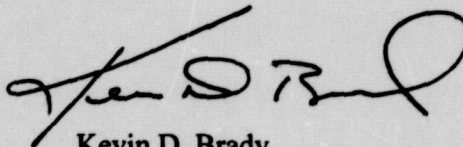
1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to S & S Traffic Management because the CSX and NS systems will allow us more flexibility to offer shippers with a variety of competitive options to get their products to market.

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 and NS systems 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, Kevin D. Brady, 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,

A handwritten signature in dark ink, appearing to read 'Kevin D. Brady', with a stylized flourish at the end.

Kevin D. Brady
President
S & S Traffic Management Corporation



S & T TIMBER, INC.

P.O. BOX 1117 HWY. 29 AUBURN, GA 30203
PHONE 952-3453

5/29/97

VERIFIED STATEMENT

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

Re: STB Finance Docket 33388

Dear Secretary Williams:

I am writing to urge you to favor the joint acquisition of Conrail by CSX and Norfolk Southern.

A friendly acquisition by CSX and Norfolk Southern will be greatly superior for customers as compared to a hostile takeover of Conrail.

My company handles 800 carloads of Pulpwood annually via rail.

The proposed transaction will improve the single-line route structures available for our shipments, and should result in better overall service. Car supply and locomotive utilization will improve, to the benefit of all rail customers who now use Conrail.

The enhanced CSX and NS systems will offer broader geographic coverage, giving my company greater reach via single-line rail service to and from a larger market within the eastern United States.

Stability and reliability of transportation is critical to our logistics management. An amicable acquisition by CSX and Norfolk Southern will allow for a smooth transaction and the necessary stability.

I urge you again to keep in mind the interests of customers and, to grant the joint application of CSX, Norfolk Southern, and Conrail.



S & T TIMBER, INC.

P.O. BOX 1117 HWY. 29 AUBURN, GA 30203
PHONE 962-3453

Mr. Vernon A. Williams, Secretary

5/29/97

Page 2

I, Eugene Sells, 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 29th day of May, 1997.

Yours truly,

Eugene Sells
Pres. S&T Timber, Inc.

S.D. RICHMAN SONS INC.

SCRAP IRON AND METALS

2435 Wheatsheaf Lane
Philadelphia, PA 19137
215-535-5100
215-288-1043 (FAX)

May 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

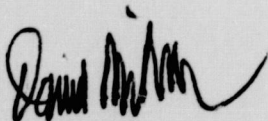
Dear Secretary Williams:

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, David Richman 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 8th day of 1997, 1997.



David Richman
S.D. Richman Sons 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, Robert W. Wicklander, 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 30 day of April, 1997.

Robert W. Wicklander
Rail Logistics Manager
Safety-Kleen Corporation



SAMPLING ASSOCIATES INTERNATIONAL, L.L.C.

11818 Rock Landing Drive • Suite 202 • Newport News, Virginia 23606 • Phone (757) 873-0366 • Fax (757) 873-0445

May 15, 1997

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.

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 Paul Reagan. I am President of Sampling Associates International, L.L.C., 11818 Rock Landing Drive, Suite 202, Newport News, Virginia 23606. My job responsibilities include overseeing the operational, maintenance and financial aspects of three locations in Hampton Roads, Virginia and Baltimore, Maryland that sample coal being exported from the United States.

SAI samples approximately 63 million tons of coal annually from the United States. For my company to continue sampling coal from the U. S. at these tonnage levels, it is essential to have strong, competitive railroads in the northeastern United States which own track and facilities. The proposed acquisition and division of Conrail by NS and CSX meets my company's competitive expectations and needs. I believe the plan for Conrail lines will be beneficial for my company and for coal exports from the United States.

NS and CSX have prepared a comprehensive plan to provide competitive rail service. Pennsylvania coal will be able to move by one railroad to the Virginia ports and more central Appalachian coals will be able to move via a single line to Baltimore for export. As a result, coal importers will have better access to more types of coal.

For the above reasons, SAI supports the proposed plan for Conrail and urges the Surface Transportation Board to approve it as expeditiously as possible.

Sincerely,

Paul M. Reagan
Paul M. Reagan
President

**Verified Statement
on behalf of
Sampling Associates International, L.L.C.
Finance Docket No. 33388**

I, Paul M. Reagan, 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.

Paul M. Reagan



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:

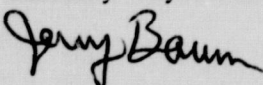
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better 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, Jerry Baum, 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 2 day of MAY, 1997.

Jerry Baum
Buyer
Sandusky Vinyl Products Corp.





Office of the President
William A. Henry
Santa Fe, Suwannee & Tampa Bay, Inc.
2531 Eagle Bay Drive.
Orange Park, Florida, U.S.A., 32073
Telephone: (904) 278-8070 or Fax: (904) 278-8001

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

Monday - 05 May 1997

RE: CSXT Corporation and CSX Transportation.; 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 A. Henry - President
Santa Fe, Suwannee & Tampa Bay, Inc.,

Mr. Vernon A. Williams:

The President of a multi national corporation created in 1993, providing globally patented (loss-free) full-service cargo management throughout the world, we are faced with the daily task of making multi-rail line (single route) economics work in the marketplace. The current *close-shop economics* suffering cargo movements into and out of the northeastern rail corridor must certainly improve with the proposed restructuring.

Operating through private and public facilities, we are endorsed by the AIMU and the LLOYD's-names as the *new standard of the trade*, we represent thousands upon thousand tonnes of break-bulk cargos. The proposed restructuring of the eastern rail infra-structure will simplify and reduce the cost of infra-structure development.

We fully support the proposed restructuring of Conrail as a *new standard of rail economics for the eastern U.S. transportation market*.

I, William A. Henry declare under penalty of perjury that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement. Executed on 15 May, 1997.

With regards to purpose,

William A. Henry
William A. Henry

cc: file.



SANTA ROSA ASPHALT & MATERIALS, INC.

P.O. Box 36040 • Phones: (904) 626-9377 • (904) 456-8611

PENSACOLA, FLORIDA 32516

May 8, 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 Operating Lease/Agreements -- Conrail Inc. and Consolidated Rail Corporation.

Dear Secretary Williams:

I'm not one who writes many letters to the government, but I would like to ask you and the board to approve the railroad merger between CSX, Norfolk Southern, and Conrail. My reasons are pretty simple. I think it would improve our system, which I use with regularity.

My name is Gerald Mills. I'm the owner of Santa Rose Asphalt Company in Milton, Florida. We've been here 24 years, making the best asphalt in Dixie. I know the business from top to bottom. I oversee everything we do. So I know all about routing and scheduling and everything else to do with the railroads.

I'm a CSX customer, as you might have guessed. CSX hauls stone for us, about 30,000 tons a year. I've got to compliment the company on improving its service. At one time it was lacking, but now they're running a much better operation. So I'm pretty happy.

But there's always room for improvement, and this merger would do businesses like mine some good. Like I said above, the ability to enjoy more direct lines would be a big gain, and I'm sure other companies have other areas they'd like to see expanded and improved.

Those looking to increase their markets are especially interested in seeing the system improve. From what I can tell, the acquisition is the way to bring the whole system up.

Rail is a valuable part of the asphalt business. I hope you and the Surface Board understand why the new system will be better for everyone involved.

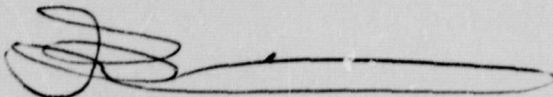
Thank you for your good efforts.

I, Gerald Mills, 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 Eighth day of May, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to be 'Gerald Mills', written over a horizontal line.

Gerald Mills
Owner
Santa Rose Asphalt
7320 Haywood Ave
Milton, FL
32586



SANTA ROSA ASPHALT & MATERIALS, INC.

P.O. Box 3584 • Phones (904) 626-9377 • (904) 456-8611

PENSACOLA, FLORIDA 32516

May 12, 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 Pat Turner. I am the Manager of Santa Rose Asphalt
Company, located in Milton, Florida. My company is 30 years old. We
strongly support the application by NS and CSX to acquire Conrail, and we
ask the Board to approve their application promptly.

Santa Rose Asphalt Company builds roads and parking lots. We receive
some 60,000 tons of aggregates by rail annually via CSX. We also make
use of trucks and barges.

My company needs better delivery schedules from railroads, and we
believe that the acquisition of Conrail will help us get them. In place of the
costs and delays of interchange, the acquisition will undoubtedly result in
single-line routes for tens of thousands of carloads each year. That should
lead to faster, more efficient service and better delivery schedules.

Because it will confer significant benefits on the freight transportation
industry, my company supports the acquisition of Conrail. We urge swift
approval by the Board.

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

Executed this 12th day of May, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to be 'Pat Turner', written over a horizontal line that extends to the right.

Pat Turner

VERIFIED STATEMENT

of

**Edward H. Millard Jr.
Director of Traffic & Transportation
Savannah Foods Industrial, Inc.
P. O. Box 339
Savannah, GA 31402**

in

STB Finance Docket # 33388

May 5, 1997

My name is Edward H. Millard, Jr., and I am Director of Traffic & Transportation for Savannah Foods Industrial, Inc. (Savannah) with principal offices at 2 E. Bryan Street, Savannah, Georgia. I held this position for eight years with our parent company Savannah Foods & Industries, Inc. Just last year we formed the Savannah Foods Industrial, Inc. subsidiary. The job responsibilities are essentially the same as with the parent company. My duties include dealing with the railroads for rates, equipment and service. I am authorized to make this statement on behalf of Savannah Foods Industrial, Inc.

Savannah operates cane sugar refineries in Clewiston, Florida, Gramercy, Louisiana, and Port Wentworth, Georgia. It receives large quantities of raw sugar by barge, rail, truck, and ship at the Georgia facility, by barge and truck at the Louisiana facility, and by truck at the Florida facility. Each refinery produces refined sugar in dry bulk, liquid bulk, and packaged forms. The sugar is distributed to customers by rail and truck. Some of the distribution is through rail/truck transfer distribution facilities, however, the majority is via direct shipment to the customer via rail or truck. Most of our shipments are in full truckload or carload quantities.

The Florida refinery is rail-served by South Central Florida Express (SCFE), a shortline railroad who connects with CSX Transportation (CSXT) and Florida East Coast Railway Company (FEC). The Louisiana refinery is directly served by both Illinois Central (IC) and Kansas City Southern (KCS). The Georgia refinery is served locally by Norfolk Southern (NS).

We have customers in almost all states east of the Mississippi River served either by direct rail or by rail through a terminal with truck delivery. There are customers west of the Mississippi river located on western-based railroads like Union Pacific (UP) and Burlington Northern (BN) who we serve via joint-line routes with the origin railroads. During 1996, we shipped over 5,000 carloads of product via rail. I have dealt with most of the major railroads for rates and routes..

We have enjoyed a large volume market with both direct rail and rail/truck sugar customers north of Virginia and north of The Ohio River (the old Official Territory). Most of the rail destinations are served only by Conrail. Most of this distribution is bulk sugar in foodgrade, covered hopper cars. Most of the market is sourced from our Port Wentworth, Georgia, refinery which is a minimum of 400 miles closer to this market than our other refineries. The route from Port Wentworth to the Northeast is via NS-Hagerstown-CR. We remain in this market because of reasonable rail freight rates over this route. A large portion of this distribution is via rail/truck transfer to truck-served customers. Conrail had trackage into the heart of this market, permitting short truck hauls with reasonable total cost.

The initial proposal whereby CSXT would acquire all of CR greatly disturbed Savannah. Likewise the proposal whereby NS would acquire all of CR seemed just as anti-competitive. It is our belief, formed from experience, that good intentions, statements of competitive plans, offers of trackage rights without physical competitive access will never substitute for true competition and would never negate the need for regulation to promote artificial competition.

The division of Conrail trackage along with the geographic coverage produced for both CSXT and NS in the present docket is a far better system than that originally proposed whereby either of the carriers might acquire all of Conrail. The maps that I have seen show a reasonable split of Conrail geographic coverage which should preserve most competitive routes as well as adding a large number of single-line services.

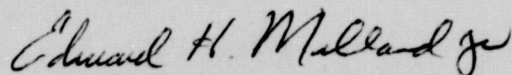
All cane sugar refiners have suffered a market share loss during the past three or four years due to government agricultural allocations and quotas. Savannah needs to keep it's Northeastern market share to stay alive. The new single-line service via NS from our Georgia refinery and the new single-line service via CSXT from our Florida refinery should help from the cost and service efficiency standpoint. If one carrier had acquired all of CR, we feel that one of our refineries would have been rendered less-competitive. We also anticipate improvement in obtaining rate quotes for new business. Response to single-line quotes is much faster than to joint-line quotes.

Neither CSXT nor Conrail owns many of the specialized covered hopper cars on which these movements depend. Norfolk Southern generally furnishes the cars needed for the market volume from the Port Wentworth refinery. We are forced to lease cars to cover shipments from our refineries served by other railroads.. The leased cars add cost to the distribution. Adding market coverage for the asset strong NS simply adds efficiency to our distribution.

Even though we may experience a better benefit from the new territory acquired by NS, we believe that it is also important to keep the competition alive and well by similar expansion to CSX's market coverage.

For the reasons listed in this statement, I favor the split of CR as now proposed between CSXT and NS.

Sincerely,



Edward H. Millard Jr.

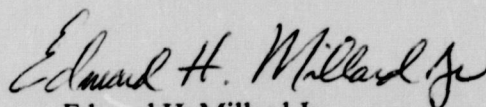
Director of Traffic & Transportation

Savannah Foods Industrial, Inc.

VERIFICATION

I, Edward H. Millard 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 February 24, 1997.



Edward H. Millard Jr.



Established 1895

Schiffenhaus
Packaging Corp.

Natural Packaging for Generations

Corrugated Paper Products



2013 McCarter Highway
Newark, New Jersey 07104
(201) 484-5000
Fax: (201) 484-8628

May 8, 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

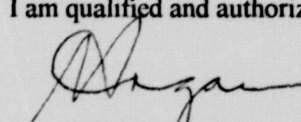
Dear Secretary Williams:

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, Robert G. Hagan, 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 8th day of May, 1997.


Robert G. Hagan
Vice President - Manufacturing
Schiffenhaus Packaging Corp.



May 2, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket 33220
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:

Simpson Paper Company has produced paper and pulp at our Pasadena, Texas mill for the past 10 years. We produce and ship approximately 750 Tons a day to markets throughout the United States.

Shipping so much of a commodity to so many customers is a big job; and it is one that consumes most of my day as the manager responsible for all outbound shipping. Naturally, I am deeply concerned with obtaining the most direct and efficient routing we can get. As a third party logistics provider to Simpson Paper my responsibility is to schedule shipments in the most cost effective manner as well.

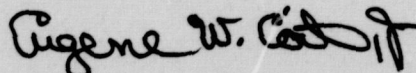
There is no shortage of paper producers in the United States, making Simpson's business extremely sensitive to price and timely delivery. It is with this concern in mind that I am writing to urge you to ease a problem for Simpson Paper and similar companies.

Union Pacific is our immediate rail provider, but we feel the effects of the current state of play on the Eastern seaboard when our product is moved from railroad to railroad. The bottom line is that these interchanges add cost and confusion to our process -- costs Simpson paper can ill afford.

We need the most direct and efficient routing possible. For that reason, I ask you to quickly approve the acquisition of Conrail by CSX and Norfolk Southern. This acquisition may involve three Eastern railroads, but it is a national issue with national consequences felt by companies like ours.

I, Eugene W. Coit, 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 this 2nd day of May, 1997.

Sincerely,



Eugene W. Coit, Jr.
Logistics Engineer

246



The Schock System
Since 1917

GENERAL OFFICES
Schock Transfer and Warehouse Co., Inc.

601 Armourdale Parkway
Kansas City, Kansas 66105

(913) 281-5353

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

VERIFIED STATEMENT OF
SCHOCK TRANSFER AND WAREHOUSE CO., INC.
FINANCE DOCKET NO. 33388

Dear Mr. Williams:

My name is Richard J. Maurer, and I am Executive Vice President of Schock Transfer Company, Inc., 801 Armourdale Parkway, Kansas City, KS 66105. I have held my present position for 32 years. My duties include the responsibility for intermodal transportation and support, and any other duties involving the operations of a small carrier.

Schock Transfer Company, Inc. is a company involved in intermodal transportation as well as city drayage and over the road deliveries. We work with NS in Kansas City. In addition, we work with all the other railroads in Kansas City.

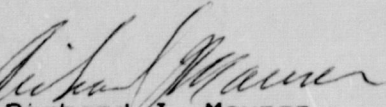
Based upon our experience in providing the services described above and working with various railroad, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, 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 just be 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 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, Richard J. Maurer, 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 19th day of May, 1997.

Sincerely,



Richard J. Maurer
Executive Vice President

Schock Transfer Company, Inc.
801 Armourdale Parkway
Kansas City, KS 66105



The Schock System

SCHOCK
TRUCK LEASING, INC.
51 Osage Avenue
Kansas City, Kansas 66105

(913) 321-5460

VERIFIED STATEMENT OF
SCHOCK TRUCK LEASING, 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 McNeely, and I am President of Schock Truck Leasing, Inc. 51 Osage, Kansas City, KS 66105. I have held my present position for 14 years. My duties include intermodal transportation, as well as all other duties involved in operating a small carrier.

Schock Truck Leasing, Inc. is a common and contract carrier. We would be willing to work with the NS in Kansas City. We have worked with all of the other railroads in Kansas City.

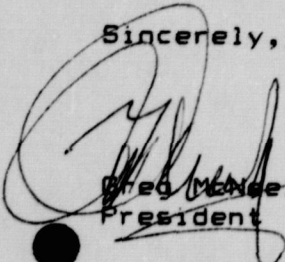
Based upon our experience in providing the services described above and working with various railroad, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, 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 just be 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 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, Greg McNeely, 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 19th day of May, 1997.

Sincerely,



Greg McNeely
President

Schock Truck Leasing, Inc.
51 Osage Avenue
Kansas City, KS 66105

**SCHRAFEL PAPERBOARD
CONVERTING CORP.
82 WEST CLARK ST.
WEST HAVEN, CT 06516**

May 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

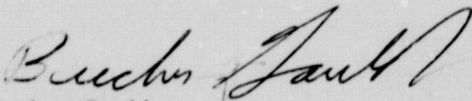
Dear Secretary Williams:

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, Beecher Gould 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.


Beecher Gould
Schrafel Paperboard Converting Corp

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

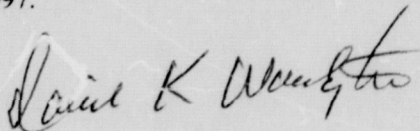
Dear Secretary Williams:

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.

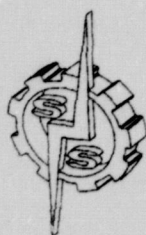
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight 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, David K. Worthington, 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.



David K. Worthington
Sales Manager
Schultz Snyder & Steele Lumber Co.



SCOTT & SPINNEY

A DIVISION OF 992441 ONTARIO INC.

ENGINEERING INDUSTRIAL PERSONNEL MECHANICAL ELECTRICAL WELDING
FABRICATION EQUIPMENT INSPECTION STEAM FITTING MACHINING ELECTRONIC

Verified Statement of Acknowledgment

Scott & Spinney

Finance Docket No. 33388

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 Bruce Spinney, and I am the President for Scott & Spinney Industrial, a division of 992441 Ontario Inc., located at 18 Darte Drive, Welland, Ontario, L3B 5Y7. Our company duty is to provide the intermodal transportation suppliers any mechanical, electrical, machining, engineering, welding, fabrication, equipment inspection and steam fitting services to ensure that they may be productive, have short/no delay times, and most importantly that their machinery runs smoothly, effectively and efficiently. We, as a company feel that our services are very important and are very effective within this industry. Economically, it is important to provide employment for those who can render their expertise to their highest potential.

Scott & Spinney is an Industrial technical service company who's involvement in the intermodal transportation is as a vendor and as a supporter. We, as a company, work along with our customers to ensure that they continue to be productive. We work as a team to ensure that these criteria are met to their fullest potential. We work along with Norfolk Southern who works along with Railco Intermodal Services Inc. at P.O. box 548, Welland, Ontario L3B 5R3.

Scott & Spinney provides the following services:

Mechanical Services: Precision repair, design, install or modify all industrial machinery and equipment. Disassemble, move, reassemble equipment from one

D-U-N-S registration #252923107

18 Darte Drive
Welland, Ontario L3B 5Y7
Tel. (905) 734-6088

24 Hr. Page (905) 988-0930
24 Hr. Page (905) 988-4658
Fax: (905) 734-3062

121 John Street
Hamilton, Ontario L8R 1H7
1-800-250-2911

machine to a complete factory.

Electrical & Electronic Services: Process control systems, PLC, machine logic, electrical power supply, lighting and motor replacement.

Steam Fitting: Installation of all industrial piping to meet Canadian Standards, MCCR and regulations for gas, steam, high pressure water etc.

Welding: Our craftsmen are fully qualified to meet any welding requirements with portable stick, Mig, Tig, on ferrous or non ferrous materials.

Fabrication: Fabrication of any industrial equipment to meet your needs. Process equipment, handling equipment and specialize machinery to your specifications and time requirements.

Inspection: On site consultation and inspection services for all types of lifting devices or pressure vessels to meet department of labour standards of approval.

Preventative Maintenance: 24 hour emergency breakdown maintenance service. We design and implement a preventative maintenance program for our customers production needs.

Machining Services: Fully integrated machining capabilities to meet all of our customers maintenance requirements to tolerances specified.

Industrial Maintenance Personnel: Fully qualified personnel placed to service at our customers facility in a specific craft for short or long term, as requested.

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 insulation northeastern railroading from competition, that time is past, and it is time for customers interested on this

D-U-N-S registration #252923107

18 Darte Drive
Welland, Ontario L3B 5Y7
Tel. (905) 734-6088

24 Hr. Page (905) 988-0930
24 Hr. Page (905) 988-4658
Fax: (905) 734-3062

121 John Street
Hamilton, Ontario L8R 1H7
1-800-250-2911

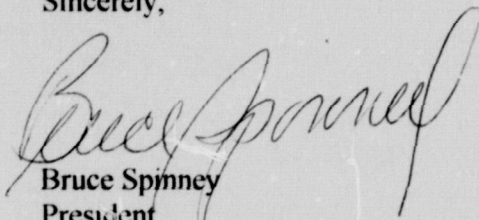
market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carrier. They must be carriers which are of comparable size and scope, and provide a competitive service. There are numerous competitors within our industry. Competition should be considered an good factor. It makes a company aware of the importants in keeping up to date with all aspects of the business and allowing themselves to improve in areas that were not looked after and were considered weaknesses. Improving ones weaknesses makes a company much stronger and much more difficult in terms of competition. It also allows a company to improve and become better than the competition by providing more services, better quality and differentiation. Furthermore, it allows a company to grow and work harder to achieve its goals to becoming industry leaders in **quality and service**; the two most important factors in today's competitive global market.

Growth in the intermodal industry will benefit Scott & Spinney. 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 our business as a vendor 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. Furthermore, we have been impressed with Norfolk'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 Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, Bruce Spinney, 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,


Bruce Spinney
President
Scott & Spinney

D-U-N-S registration #252923107

18 Daric Drive
Welland, Ontario L3B 5Y7
Tel. (905) 734-6088

24 Hr. Page (905) 988-0930
24 Hr. Page (905) 988-4658
Fax: (905) 734-3062

121 John Street
Hamilton, Ontario L8R 1H7
1-800-250-2911

PBG COORDINATORS

TEL: 513 369 5530

002

P. 002

June 2, 1997

VERIFIED STATEMENT OF
KEN TORNBORG
on behalf of
THE SCOTTS 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 Ken Tornberg, Manager Specialty Products, of The Scotts Company. The Scotts Company is located at 14111 Scottslawn Road, Marysville, OH 43041. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

The Scotts Company produces fertilizer and ships the fertilizer to our customers located in Florida, Texas, Georgia, South Carolina and various other locations. We handle approximately 500 carloads of fertilizer annually via CSX and Conrail.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the north and west.

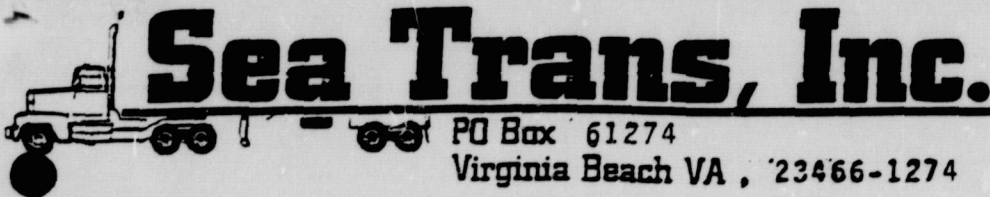
In our business, consistent and reliable rail transportation is crucial to our logistics management. The fertilizer industry often experiences equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times.

For these reasons, The Scotts Company urges the Board to approve the joint application of CSX and NS.

I, Ken Tornberg, 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 June, 1997.

Ken Tornberg

Kenneth W. Tornberg



Containerized Cargo

PO Box 61274
Virginia Beach VA , 23466-1274

Phone (804)855-5764
Fax (804) 853-0512

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
Sea Trans, Inc.
FINANCE DOCKET NO. 33388

May 30, 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 Melvin L. Spencer and I am the President of Sea Trans, Inc. I have held my present position for 29 years. Sea Trans, Inc. is a motor carrier. We work with NS at the Norfolk, VA Intermodal facility.

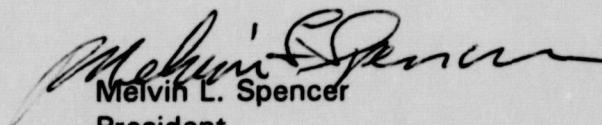
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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, Melvin L. Spencer 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,


Melvin L. Spencer
President
Sea Trans, Inc.



SEA-TAC PIGGYBACK, INC.
2601 70TH AVE. WEST, SUITE K
TACOMA, WASHINGTON 98466

**VERIFIED STATEMENT OF
CRAIG GISKE
on behalf of
SEA-TAC PIGGYBACK, 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:

I am Craig Giske, President of Sea-Tac Piggyback, Inc. Sea-Tac Piggyback, Inc. is located in Tacoma, WA. I am responsible for overseeing all transportation duties. I have been in my current position since 1987 and have worked in the transportation field for 17 years.

Sea-Tac Piggyback, Inc. is a third party shipper's agent.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Sea-Tac Piggyback moves loads by rail via all rail carriers. The joint acquisition of Conrail will be in Sea-Tac Piggyback'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 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 Sea-Tac because the enhanced CSX system will allow us more flexibility to ship products in the most cost effective manner possible.

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



SEA-TAC PIGGYBACK, INC.
2601 70TH AVE. WEST, SUITE K
TACOMA, WASHINGTON 98466

page 2 -continued-

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, Craig Giske, 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.

Craig Giske
President
Sea-Tac Piggyback, Inc.

SEABOARD CONSTRUCTION COMPANY

A DIVISION OF PLANT IMPROVEMENT COMPANY, INC.

POST OFFICE BOX 1437

BRUNSWICK, GEORGIA 31521

(912) 265-6410

FAX (912) 265-6439

April 25, 1997

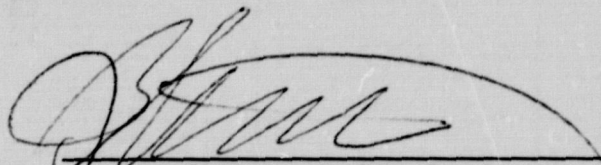
Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K. Street, N. W.
Washington, D. C. 20423-0001

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

Gentlemen:

I support the Norfolk Southern and CSXT division of Conrail. This division will create a more competitive environment in the Northeast than there has been before.

I, Glenn H. Fountain, 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 25th day of April, 1997.


Glenn H. Fountain, Vice President

GHF/rlr



industries inc.

5810 NEW PEACHTREE ROAD, DORAVILLE, GEORGIA 30340

TEL. (404) 458-2241

INDUSTRIAL LUBRICANTS

PROCESS OILS

AUTOMOTIVE OILS

CUSTOM BLENDING & PACKAGING

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

May 14, 1997

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 Israel Katz. I am President with Seaboard Industries, Inc., a corporation with its headquarters at 5810 New Peachtree Road, Doraville, GA 30340. My office is at same address.

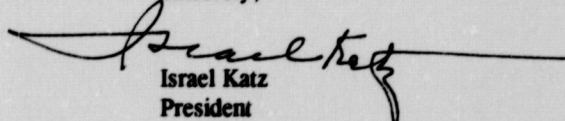
Seaboard Industries, Inc. is an oil blender and packager, with sales of \$5,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 85% rail and 15% other modes. My responsibilities as President include the direct oversight of our transportation requirement which include (both inbound raw materials and outbound finished products to and from our plants, receipt and shipment of inbound and outbound materials to and from our plants). Primarily, we ship to points in Georgia, Tennessee, South Carolina and receive from Gulf Coast and Southwest in the U. S. Some of our shipments are from locations in the Northeast and Midwest originating on Conrail. In the past, we have received oil from Paulsboro, NJ (CR) and would like to resume such shipments. Also, we have received shipments from Rouseville, PA and other CR points in Pennsylvania.

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 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 carrier, which causes service to suffer and non-competitive prices.


TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE JOINT APPLICATION OF NS AND CSX TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB. We also feel it is in everyone's interest that this approval be granted in an expeditious manner.

I, Israel Katz, 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 14, 1997.

Sincerely,


Israel Katz
President

cc: Mr. Rick Lentz



SEAL-TITE

PLASTIC PACKAGING CO., INC.

POST OFFICE BOX 558748 • MIAMI, FLORIDA 33255-6748
TELEPHONE (305) 264-9015 • FAX (305) 266-5640

May 11, 1997

Vernon A Williams, Secretary
Surface Transportation Board
1210 Constitution Ave NW
Washington, DC 20423

Re: STB Fiance Docket #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 Corp

Dear Secretary Williams:

My name is Jill Keller, I am Traffic Manager for Seal-Tite Plastic Packaging Company Inc in Miami. My office address is 4655 SW 74 Ave, Miami, FL 33155. I am in charge of just about everything that has anything to do with transportation for the company. I am writing to express Seal-Tite's support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition promptly.

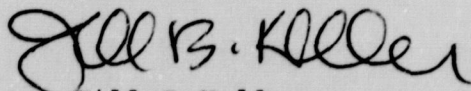
Seal-Tite manufactures plastic bags. The company has been in business for 35 years and we ship our product all over the country. We also receive rail shipments of raw materials, mainly polyethylene. About 90% of the goods we receive come is by rail. We use a number of different rail companies -- varying from state to state -- to ship our product.

We are satisfied with the service we have been getting, but we do believe there s room for improvement. And we are convinced that the acquisition of Conrail will create better, faster, more reliable service, improve efficiency of utilization and enhance the competitive position of the railroad industry. That kind of competition would benefit our company and all business that use rail shipping by lowering prices and increasing our choices. We feel particular that the new service being offered between Florida, the Southeast, New England and New York will be good for Seal-Tite.

Seal-Tite strongly supports the application to acquire Conrail. We urge the Board to approve the acquisition expeditiously. We believe the acquisition will improve service, enhance efficiency and lower costs.

I, Jill Keller, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified to file this verified statement. Executed this 11th day of May, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read "Jill B. Keller". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Jill B Keller
Traffic Manager

STB

FD

33388

6-23-97

A

180274V4E

6/14

Seald Sweet

Growers, Inc.

**VERIFIED STATEMENT OF
MALON F. SMITH, JR.
on behalf of
SEALD-SWEET GROWERS 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

I am Malon F. Smith Jr., Transportation Manager of Seald-Sweet Growers Inc. Seald Sweet Growers Inc. is located at 1991 74th Ave., Vero Beach, Florida. I am responsible for procuring transportation for our citrus fruit to all domestic destinations and some overseas destinations. I have been in my current position since February 1, 1967 and have worked in the transportation field for 33 years.

Seald-Sweet Growers Inc. is a citrus marketing cooperative with eighteen member packing houses and grower organizations. We represent many citrus growers in Florida. We have been in business since 1909 with offices in Tampa, FL. and Vero Beach, FL, now only Vero Beach, FL.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Seald Sweet Growers ships approximately 11,000 truck loads of citrus fruit annually. We move approximately 600 loads to the northeastern United States annually by rail. We can foresee a much larger rail movement with approval of STB Finance Docket No. 33388. The joint acquisition of Conrail will be in Seald-Sweet Growers 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 Seald-Sweet Growers because the enhanced CSX system will allow us more flexibility to expand the Northeast and Midwest markets for our citrus fruit.

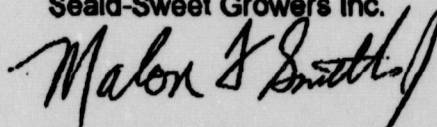
3. We expect increased competitive access to ports in the New York and New Jersey areas.

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.

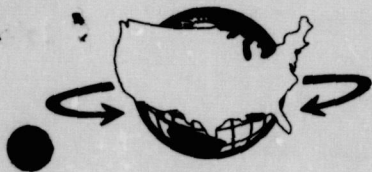
In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

I, Malon F. Smith, Jr. 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 14th day of MAY 1997.

Seald-Sweet Growers Inc.



Malon F. Smith, Jr.
Transportation Manager



SEAMATES

316 Main Street • P.O. Box 436 • East Rutherford, NJ 07073
(201) 896-8899 • (800) 541-4538 • FAX (201) 896-8076

**VERIFIED STATEMENT OF
KURT ROSENBACH
ON BEHALF OF
SEAMATES INTERMODAL, INC.**

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:

I am Kurt Rosenbach, Vice President of SeaMates Intermodal, Inc. SeaMates is located in East Rutherford, NJ. I am responsible for providing the quotes to my customers as well as the routing of their freight for the best level of service at the cheapest price. I have been in my current position for 10 years and have worked in the transportation field for over 30 years.

SeaMates Intermodal is a third party shippers agent that is involved in moving domestically both trailers and containers.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. SeaMates (moves over 1000 loads annually by rail via the NS, CSX, APL, Union Pacific, FEC, and Canadian Pacific). The joint acquisition of Conrail will be in SeaMates best interest since the enhanced CSX system would be capable of proving 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

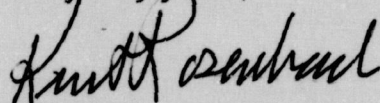
acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.

2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. The benefit is important to SeaMates because the enhanced CSX system will allow us more flexibility to expand the market reach for all of our customers.
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 relay 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, Kurt Rosenbach, 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.

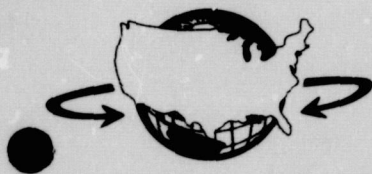
Very truly yours,



Kurt Rosenbach

Vice President

SeaMates Intermodal, Inc.



SEAMATES

316 Main Street • P.O. Box 436 • East Rutherford, NJ 07073
(201) 696-8899 • (800) 541-4538 • FAX (201) 896-9076

VERIFIED STATEMENT OF

SEAMATES INTERMODAL, INC.

FINANCE DOCKET NO. 33388

My name is Kurt Rosenbach, and I am Vice President of SeaMates Intermodal Inc. I have held my present position for 10 years. I am responsible for providing the quotes to my customers as well as the routing of their freight for the best level of service at the cheapest price.

SeaMates Intermodal is a third party shippers agent that is involved in moving domestically both trailers and containers. Since we are a third party, we have customers all over the United States, but the majority of our shippers are in the Northeast area. We are constantly shipping with CSX, Norfolk Southern, Union Pacific, Santa Fe, Canadian Pacific, and the FEC. During 1996, we shipped over 1000 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 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. This merger will be vital for our business due to SeaMates not having a contract with Conrail. This will allow us to

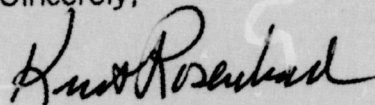
expand our service for our customers. We were hurt when the CP Rail decided to close it's facilities in Oak Island and Philadelphia. This merger will be exactly what our business needs.

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. SeaMates is constantly using the EMPU service provided by Norfolk Southern and once they have taken over for their portion of Conrail, SeaMates will be able to start moving steamship containers into the Northeast on a regular basis just like we do with their other ports (Norfolk, Savannah, etc.)

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

I, Kurt Rosenbach, 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 15, 1997.

Sincerely,



Kurt Rosenbach

Vice President

SeaMates Intermodal, Inc.

Montreal, May 23, 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.

My name is Alfred E. Muelly, and I am the President of Seanautic Marine Inc. I have held my present position for fourteen years. My duties include overview of marketing and operations for our liner representations and initiating intermodal network with Canadian/U.S. railroad carriers serving the trade lanes to the ports of exit.

We are steamship Agents representing shipping lines sailing from U.S. East Coast, South Atlantic and Gulf ports to overseas destinations.

We handle intermodal traffic - 20'/40' containers - loaded and empty - with origin in Western, Central and Eastern Canada. Commodities are all kinds produced or manufactured in Canada for export to overseas markets through our shipping lines sailing from U.S. ports.

Majority of our container traffic is for export (Southbound) but import traffic is now being developed. Most of our traffic moves into East Coast and South Atlantic ports, Jacksonville and Miami.

NS serves the Welland ON/New Orleans and Alexandria VA/Jacksonville lanes, while CR serves the New York/New Jersey and Philadelphia lanes, and CSX serves the Jacksonville/Miami lane. During 1996, we shipped 688 containers within these lanes.

...../page 2

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 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.

As our Shipping Lines tend to utilize their own equipment, we need an intermodal system that allows us to position empty equipment with moment's notice mainly from the East Coast and South Atlantic - Northbound to Canada. This will improve our Shipping Lines services. An efficient single-line service will provide us the tools to service more customers, improving service for those customers and extend their ability to reach new overseas markets. For example, time-sensitive containers are sent over the road between East Coast (New York/New Jersey) and Eastern Canada (Toronto ON and Montreal PQ) - again an efficient single-line service would reduce truck traffic on major interstate lanes to within this corridor and to extend NS' quality service to these new markets would be improve our over-all ability to participate effectively and increase our volume. Our history of working with NS has been more than fourteen years and we have only praise and recognition for their professionalism and customer 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 and we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

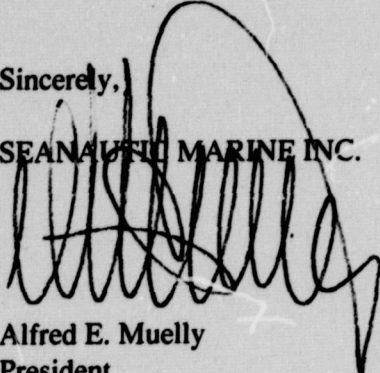
...../page 3

We believe the acquisition and division of Conrail by NS and CSX as explained to me and described in its application, meets our competitive expectations and needs - need for strong competitive railroads which own their own track and facilities.

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

Sincerely,

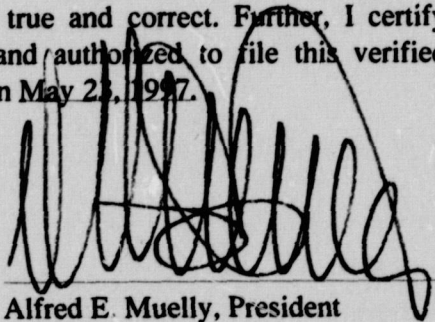
SEANAUTIC MARINE INC.



Alfred E. Muelly
President

AEM:ch

I, Alfred E. Muelly, 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.



Alfred E. Muelly, President
Seanautic Marine Inc.

May 23, 1997

Date



SELECTOFLASH, INC.

18 Central Avenue ■ West Orange, NJ 07052-5231 USA
P.O. Box 879 Orange ■ NJ 07051-0879 USA

(201) 677-3500
FAX: (201) 674-1529

**VERIFIED STATEMENT OF
SELECTO-FLASH, INC.
FINANCE DOCKET NO. 33388**

May 21, 1997

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

Dear Mr. Williams,

My name is James Z. Peepas and I am Chairman for the Board for Selecto-Flash, Inc. at 18 Central Avenue, West Orange, N.J. 07052. My wife and I are the principal stockholders of this company.

Selecto-Flash is a supplier of graphic systems for identifying transportation rolling stock. We supply over the road motor carriers, private fleets, container operators and chassis fleets. In addition to supplying Norfolk Southern, we supply CSX, Union Pacific, Conrail, BNSF and many short line railroads. I was a founding member of the Intermodal Transportation Association, and have served in many capacities. My final position with the organization was National President of ITA at which time initial talks were started to form the Intermodal Association of North America. In being involved with intermodal activities for over 30 years, it has always been my feeling that the public would be best served by having a more competitive environment in the Northeast.

I have, as head of the Program Committee for several years, set up panel discussions between the trucking industry which has a need for intermodal service and the intermodal rail carriers. Threaded through all the discussions, there have been statements made that the rail service would improve enormously if there were a competitive environment. In order to fulfill the needs of the public in the Northeast, it is my strong position that only two companies with the financial strength and management expertise of the Norfolk Southern and CSX are logical candidates for the acquisition of Conrail. The enormous amount of capital that is required must come from companies of their size. America will only grow if it has a transportation system which is integrated with marine, rail and truck. One just has to look at the dramatic change in the marine industry in going from break bulk to containerization and the efficiencies and excellent service that was attained.

Page 2

Surface Transportation Board

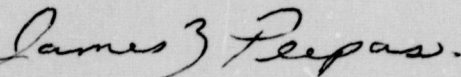
Docket # 33388

Growth in the intermodal industry as it has happened in the marine industry, can only be accomplished by quality mergers. The Norfolk, CSX and Conrail merger is probably the finest contribution to our transportation future. It would help our country enormously by bringing the Northeast into the 21st century.

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

I, James Z. Peepas, 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,
SELECTO-FLASH, INC.



James Z. Peepas
Chairman of the Board



SELECTOFLASH, INC.

18 Central Avenue • West Orange, NJ 07052-5231 USA
P.O. Box 879 Orange • NJ 07051-0879 USA

(201) 677-3500
FAX: (201) 674-1529

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

Dear Mr. Williams:

My name is Richard L. Plath, and I am Vice President of Selecto-Flash, Inc., located at 18 Central Avenue, West Orange, NJ 07052. I have held my present position for 18 years.

Selecto-Flash is a supplier of pressure sensitive products that help identify Intermodal equipment and through the use of reflective materials, maintain the road safety of that equipment on a twenty four-hour basis. Our products are used by Norfolk Southern on both rail cars and over the road Intermodal equipment. We supply the material to original equipment manufactures building for NS and NS terminals through out their system. We also are suppliers to Con Rail, CSX, BNSF, and the Union Pacific. We also supply product to the marine container industry and have used Intermodal transportation

I have personally served on the allied member board of the National Railroad Intermodal Association and currently hold a position on the program committee of the Intermodal Association of North America.

Based upon our experience in providing the services described above, Selecto-Flash would like to express our support of Norfolk Southern and CSX in their efforts to acquire Con Rail, and then divide the Con Rail system. There is a need for competition in the territory served by Con Rail, 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 the 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 it's facilities. And, the rail carriers that will compete in the Northeast should not just be any rail carriers. They must be carriers that are of comparable size and scope, and provide a cost-

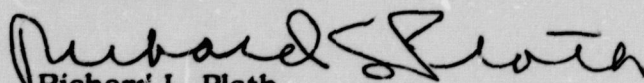
effective service. In addition, both the Norfolk Southern and CSX have invested heavily in modern equipment, which compliment efficient handling and safety.

Growth in the Intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from the two competitors having 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 it's Intermodal facilities and service are well known in the industry, as are it's strong commitment to safety, as evidenced by it's continued success in winning the Harriman award.

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

I, Richard L. Plath, 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,


Richard L. Plath

Sellers ENGINEERING CO.

MANUFACTURERS OF BOILERS, DEAERATORS, WATER HEATERS AND ACCESSORIES
BOX 48, DANVILLE, KENTUCKY 40423

May 12, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
Attn: STB Finance Docket No. 33388
1925 K Street NW
Washington DC 20423-0001

Mr. Williams:

Sellers Engineering Company manufactures commercial and industrial size heating equipment. We are located on the Norfolk Southern rail facility in Danville, Kentucky.

When our company relocated here in 1947 from Chicago, Illinois, rail access was a primary consideration. Today, we still rely on competitive transportation and raw material costs to allow us to remain competitive in our respective market. Competition in any market assures the customer of reasonable prices, reliable service, and a quality product.

Sellers Engineering Company 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 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. 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 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

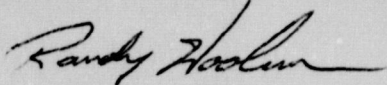
The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
May 12, 1997
Page 2

operations, I believe that in the 1990's, 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,

SELLERS ENGINEERING COMPANY



RANDY WOOLUM
Plant Manager

RW:ly



SERODINO, INC.

INLAND WATERWAYS TRANSPORTATION — MARINE CONSTRUCTION & REPAIR

100 HAMM ROAD — P.O. BOX 4539
CHATTANOOGA, TN 37405-0539

PHONE (423) 266-1855
FAX (423) 266-1858

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket # 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
Serodino, Inc.

100 Hamm Road - P. O. Box 4539
Chattanooga, Tennessee 37405-0539
Finance Docket No. 33388

My name is Pete Serodino, and I am President of Serodino, Inc. I have held my present position for 40 years. My duties include handling responsibility for rail transportation and rail traffic for our Mid-South Terminals Division.

Mid-South is a Barge-Rail-Truck transfer facility in Chattanooga, Tennessee. These facilities are presently served by Norfolk Southern. We receive from a shipper located at Jacksonville, Florida. During 1996, we received 900 carloads from this origin.

We support the purchase of Conrail by Norfolk Southern and CSX. Since our facility is located on the lines of Norfolk Southern, 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 they would be able to provide good service on any Conrail lines which they acquire.

I support the application of Norfolk Southern and CSX to purchase Conrail.

Sincerely,

SERODINO, INC.

V. P. Serodino
President

VERIFICATION

I, V. P. Serodino, 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.

V. P. Serodino

280

SERVICE FUELS COMPANY

METALLURGICAL · STEAM · DOMESTIC
LAKE AND RAIL · VESSEL FUEL

STREET ADDRESS:

315 WESTVIEW TOWERS
21010 CENTER RIDGE ROAD
ROCKY RIVER, OHIO 44116

(216) 333-9995

MAILING ADDRESS

P.O. BOX 16537

ROCKY RIVER, OHIO 44116

May 9, 1997

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.

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Attn: STB Finance Docket #33388
1925 K Street, N. W.
Washington, D. C. 20243-0001

Dear Mr. Williams:

Service Fuels Company has been involved in the movement of coal from Western Pennsylvania (prior even to the Penn Central) and, as steamship agents, from all four Lake Erie coal docks for more than 25 years.

When the announcement of the proposed CSX-CR merger was made, we were concerned about the potential loss of competition in the market place, as we had observed a large decrease in competition when both the CSX and CR systems were created, many railroads being combined to make each system.

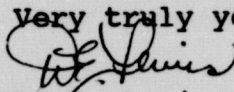
The creation of these systems has caused the closure of a number of coal loading docks, and we were concerned as to what the effects of a total CSX-CR merger would be on the surviving four docks.

Also, purely on a personal basis, there was concern over the total dominance which would have resulted in the Northeast has the CSX-CR merger become fact. Concentration of rail traffic in the hands of only one Company, regardless of which Company, would have been a serious threat to competition, and to the cost viability of rail transportation for both domestic and international traffic.

Mr. Vernon A. Williams
Page 2

Over the last several months, we have followed the story of the CR purchase by CSX and the subsequent proposed agreements between CSX and NS to divide Conrail with great interest. The proposed division seems to be the most likely manner in which to maintain a competitive balance through the Eastern half of the U. S., and an equitable division of this type would have our strong support.

Very truly yours,


D. E. Lewis
President

DEL/dah

SERVICE FUELS COMPANY

METALLURGICAL • STEAM • DOMESTIC
LAKE AND RAIL • VESSEL FUEL

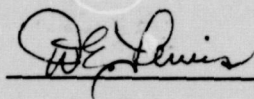
STREET ADDRESS:
315 WESTVIEW TOWERS
21010 CENTER RIDGE ROAD
ROCKY RIVER, OHIO 44116

(216) 333-9995
MAILING ADDRESS
P.O. BOX 16537
ROCKY RIVER, OHIO 44116

VERIFICATION

I, D. E. Lewis, 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.





May 16, 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:

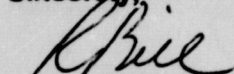
I support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Servinational has an operating entity known as A & P Reloads, Inc. which is located on Norfolk Southern lines, additionally Merchandise Warehouse Company has 850,000 sq ft of warehouse space served by CSX and Central Ohio Rail. I 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 the ability to move traffic, and the single-line service which NS and CSX propose would be of benefit to my companies. I would be able to compete with other companies enjoying single-line service from the Northeast. I have used NS and CSX for several years and have been satisfied with their service and confident they would be able to provide good service on any CR lines which they acquire.

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

I, Richard Bill, 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 16, 1997.

Sincerely,


**Richard Bill
President**



SEVEN D WHOLESALE

Wholesale Distributors of Building Products

302 St. Thomas Street • P.O. Box 67 • Gallitzin, Pennsylvania 16641-0067

Phone (814) 886-8151 • Fax (814) 886-7077

May 27, 1997

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

RE: CSX Corporation and CSX Transportation, Inc.: Norfolk Southern Corp. and Norfolk Southern Railway Company. - Control and Operating Leases / Agreements - Conrail, Inc. and Consolidated Rail Corp, STB Finance Docket # 33388

Verifying Statement on Behalf of
SEVEN D WHOLESALE
Finance Docket # 33338

My name is Dennis DeGol. I am President and C.O.O. for Seven D Wholesale. My business address is 3229 Pleasant Valley Boulevard, Altoona, PA 16602. As President and C.O.O., my responsibilities include planning for rail service, negotiations of rail contracts, rail property equipment leases, and arranging for carload and container on flat car shipments. I have worked in the transportation field for 10 years.

Seven D Wholesale operates 4 facilities at the following locations: Gallitzin, PA, Wernersville, PA, Scranton, PA, and Hartford, CT. We receive building materials at each of these locations. In 1996, we received over 1200 cars by rail, and we paid over \$ 4,000,000 in rail freight charges.

We have followed the Conrail story over the past several months with great interest. The solution which NS and CSX have presented to the question of "who gets Conrail" appears to be fair and equitable. Initially, we were concerned that our industry would, in essence, lose the services of a rail carrier when CSX was to acquire all of Conrail. However, since NS has acquired the portion of Conrail which serves our facility(ies), we will continue to enjoy competitive rail service at these locations.

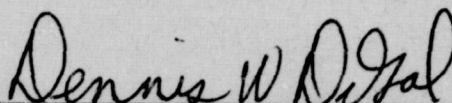
Competitive rail service is important to Seven D Wholesale. There is a distinct need for balanced rail competition in the East. Seven D Wholesale must compete on a regional basis. All of our competitors look for cost savings whenever possible. Because transportation expenses are a major cost item for Seven D Wholesale, we need to keep two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the optimum for our needs. Seamless service, equipment utilization and system synergies are highest when there are two carriers of comparable size and scope.

From my understanding, this has worked well in the Southeast where NS and CSX compete directly. Motor carrier service is not an economically viable alternative for receiving of our product needs.

In addition, replacing Conrail with NS will assist us in adding additional points from which our products can be received. Single line service provides us with an effective sales tool to increase territories in which we can purchase product.

I ask that the Surface Transportation Board approve the application of NS and CSX to acquire Conrail.

I, Dennis DeGol, 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.

A handwritten signature in cursive script, reading "Dennis W. DeGol", is written over a horizontal line.

Dennis DeGol, President and C.O.O.
Seven D Wholesale



SEXTON CAN COMPANY INC.

please reply to 3101 SEXTON ROAD • DECATUR, ALABAMA 35603

PHONE 205 - 355-5850

FAX 205 - 351-8730

May 8, 1997

Corporate Offices. Cambridge. Mass. 02140

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 Operating
Lease/Agreements -- Conrail Inc. and Consolidated Rail Corporation.

Dear Secretary Williams:

It is my understanding that your Surface Transportation Board is now deciding whether or not to approve the acquisition of Conrail by CSX and NS. If you want the view from Decatur, Alabama, here it is: Approve this merger. It's as simple as that, and it would make our rail system stronger.

Let me tell you something about what we do. I work for Sexton Can Company, which has been in the pressurized container business for 30 years. I'm the Materials Control Manager, and we have a lot of experience with the rail aspect of our shipping operations.

We use CSX. It handles about half a million pounds of steel material a year for us. The beauty in the new system would be that it would allow us to keep a more efficient operation going. We also use trucking so we do have a way of comparing various shipping services. This new system, if you all approve it, will make rail work better for us and our customers. I know the people I work with are hoping that you will agree.

CSX is a good railroad, but the way the rail network is currently set up doesn't make for the smoothest operation. Valuable time is lost, and time is money. If the board goes ahead and gives this plan its blessing, we're going to see changes for the better.

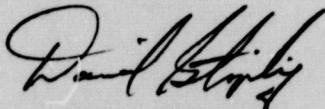
Thank you for your time, and I hope the decision comes sooner rather than later.

I, David Stripling, 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 Eighth day of May, 1997.

Sincerely,



5/7/97

David Stripling
Sexton Can Company
3101 Sexton Road Se
Decatur, AL
35603-1491

**VERIFIED STATEMENT OF BILL DOW
SGL CARBON CORPORATION**



SGL CARBON GROUP

May 30, 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 Bill Dow. I am the Corporate Transportation Manager for SGL CARBON Corporation. Our North American Headquarters is located in Charlotte, NC. SGL CARBON Corporation is the world's largest producer of carbon and graphite products. We have over nine production facilities in North America with several being located in the Northeastern United States.

SGL CARBON Corporation has been following the chain of events involving the acquisition of Conrail by the Norfolk Southern and by the CSX railroads very closely. We support the approval of the transaction which will allow the Norfolk Southern and the CSX to acquire Conrail and subsequently divide its assets. Since one of our facilities is located on the lines of Norfolk Southern, 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 our traffic effectively, and the single-line service which Norfolk Southern proposes would be of benefit to us. With single-line service, I believe our facilities would be better served and in a stronger position to compete within our markets. We have used Norfolk Southern for many years and have been very satisfied with their service. We are confident that they would be able to provide good service and also be more truck competitive on many Conrail lines which they acquire.

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

I, Bill Dow, 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,

SGL CARBON CORPORATION

Bill Dow
Manager, Transportation/Purchasing

BD/tg

SGL CARBON CORPORATION

8600 Bill Ficklen Drive
Charlotte, NC 28269
Mailing Address:
P.O. Box 563960
Charlotte, North Carolina 28256-3960
Phone (704) 593-5100
Fax (704) 593-5120

289



VERIFIED STATEMENT OF JAMES M. MCGROARTY
SHAMROCK ENVIRONMENTAL CORPORATION

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 James M. McGroarty, and I am President and CEO of Shamrock Environmental Corporation. I have held my present position for three (3) years. My duties include directing a multi-million dollar environmental company.

Shamrock Environmental Corporation is a full-service environmental company. We have facilities located at Greensboro, North Carolina. These facilities are presently served by Norfolk Southern. We receive from customers/suppliers located throughout North Carolina. These facilities are located on the lines of Norfolk Southern Rail. During 1996, we shipped/received an estimated thirty (30) carloads from these origins.

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 Norfolk Southern, 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 Norfolk Southern 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 Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service and also be more truck competitive on any Conrail lines which they acquire.

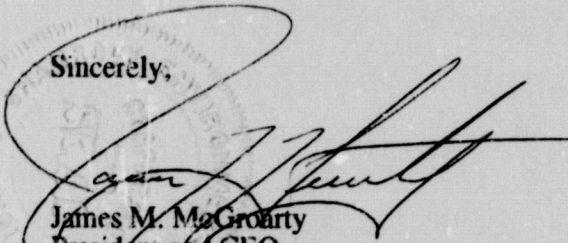
Our association with Norfolk Southern has proven them to be reliable, safety-oriented, and a company of very high environmental standards.

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



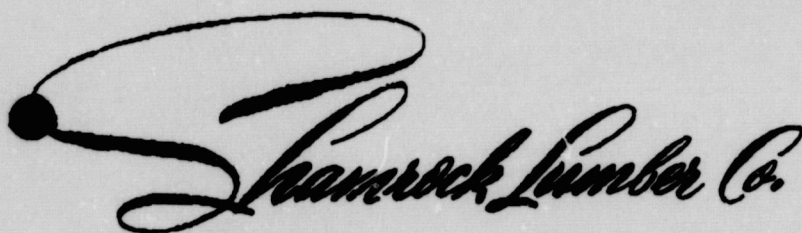
I, James M. McGroarty, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 8, 1997.

Sincerely,



James M. McGroarty
President and CEO

SHAMROCK ENVIRONMENTAL CORPORATION



May 30, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
Attn: STF Finance Docket #33388
1201 Constitution Avenue, N.W.
Washington, D.C. 20423-0001

Re: Verified Statement of Shamrock Lumber
Proposed CSXT/NS/Conrail Transaction
Surface Transportation Docket No. 33388

Dear Secretary Williams:

My name is Mike Gambiae. I am Sales Manager with Shamrock Lumber Co. with headquarters in Eugene, OR. My office is located in Portland, OR. My responsibilities as Sales Manager include buying product, selling product and the direct oversight of our transportation requirements from plants we buy product from to our customers.

Shamrock Lumber Co. is a Forest Products Wholesale company with sales of \$25,000,000.00 annually. Transportation is a vital factor to the success of our business. Approximately 85% of our business moves by rail. Primarily, we buy from six locations: Newark, CA, Antioch, CA, Apex, NV, Altus, OK, Laredo, TX and Cody, WY. Over 90% of our customers are served by Conrail, CSXT or Norfolk Southern.

The Northeast is a vital part of our business and how the lines of Conrail are divided is of extreme interest to us. I support the proposed joint acquisition of Conrail and urge the Board to approve it promptly. The two recent Western line consolidations have proven to us that time is of the essence in dealing with these matters to avoid the service disruptions we have already experienced.

I, Mike Gambiae, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 30th day of May, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Mike Gambiae', written over a horizontal line.

Mike Gambiae
Sales Manager

FAX TRANSMISSION

CSXT/FFI

TO D. Wetherhott

COMPANY _____

PHONE # _____

FROM VICKI GILLIAM

PHONE # _____

CSX
TRANSPORTATION

VERIFY (Y/N) _____

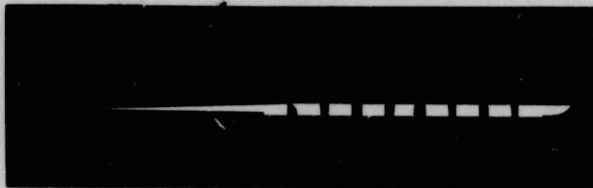
FAX # 322-5679

PAGES 1

FAX # _____

P.O. Box 23208 • Eugene, Oregon 97402 • (503) 688-5444 • (800) 452-2629 • FAX (503) 688-8715

292



FREIGHT SYSTEMS, INC.

*Rail, Truck, Air and LTL Professionals Since 1965
Covering the Continental United States and Canada*

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

**Verified Statement of James F. Sannebeck
Sharp Freight Systems, Inc.**

My name is James F. Sannebeck, and I am president of Sharp Freight Systems, Inc. located at 1596 North Brian Street, Orange, CA 92867. I have held my present position for nine years. My duties include the overview of the entire operations.

Sharp Freight Systems is a intermodal marketing company selling services to business worldwide. We ship intermodal traffic throughout the United States. During 1996 we handled in excess of four thousand shipments between Southern California and the Northeast. Norfolk Southern (NS) participated in less than 5% of this traffic, while CSX had 60% and Conrail had the remaining 35%.

It is my understanding that CSX and NS intend to file an application to jointly acquire 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. Extended NS intermodal service will help 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 track and terminals, will offer us advantages of competitive service and pricing without fragmenting the market and hurting service. 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 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. The rail carriers which will compete in the Northeast must be of comparable size and scope, and provide a competitive service.

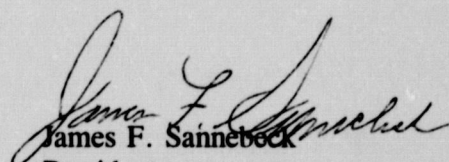
In addition to the reasons stated above, my company would welcome the extension of NS service into the Northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with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

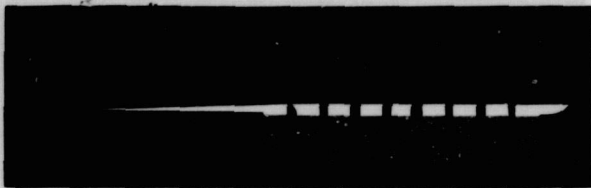
To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, James Sannebeck, 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 12, 1997.

Sincerely,


James F. Sannebeck
President
Sharp Freight Systems, Inc.



*Rail, Truck, Air and LTL Professionals Since 1965
Covering the Continental United States and Canada*

FREIGHT SYSTEMS, INC.

**Verified Statement of James F. Sannebeck
on behalf of
Sharp Freight Systems, Inc.
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.

My name is James F. Sannebeck, and I am president of Sharp Freight Systems, Inc. located at 1596 N. Brian St., Orange, CA 92867. I have held my present position for nine years and have worked in the transportation industry for fifteen years. My duties encompass the overview of the entire operations.

Sharp Freight Systems is a Intermodal Marketing Company selling services to business worldwide. We ship intermodal traffic throughout the United States. During 1996 we handled in excess of four thousand shipments between Southern California and the Northeast. The joint acquisition of Conrail system would be capable of providing competitive intermodal product with associated efficiencies.

We strongly urge the Board to approve this application for the reason 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 Sharp Freight Systems because the enhanced CSX system will allow us more flexibility to expand the intermodal market to and from the Northeast.

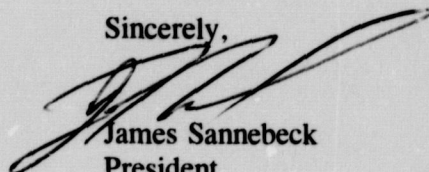
3) We expect increased competitive access to ports in the New York and New Jersey areas.

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.

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

I, James Sannebeck, 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.

Sincerely,

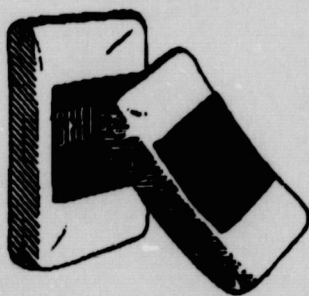
A handwritten signature in dark ink, appearing to be 'J. Sannebeck', written over the printed name.

James Sannebeck
President
Sharp Freight Systems

FROM : RIVER/SHELL CLE OH USA

PHONE NO. : 216 749 8117

May. 29 1997 03:28PM P1



SHELL SANDS, INC.

RESIN COATED SANDS

4106 BRADLEY RD, P. O. BOX 5842, CLEVELAND, OHIO 44101 TEL. 216 861-4000 FAX 749-8007

May 29, 1997

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

Re: Finance Docket #33388

Dear Mr. Williams:

Shell Sands, Inc. supports the acquisition of Conrail by CSX and Norfolk Southern.

We have been customers of CSX for 37 years. We believe this proposed merger will be beneficial to us, and if approved, will offer better and expanded services for us (new shipping points). This would permit our company to keep transportation costs down.

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

Thanks for bearing me.

Richard A. Behrens,
Executive Vice President
Shell Sands, Inc.



Shenango
INCORPORATED

NEVILLE ISLAND
PITTSBURGH, PA 15225-1690
(412) 771-4400

COKE OVENS
NEVILLE ISLAND, PA

VERIFIED STATEMENT OF
DAVID C. KAY
on behalf of
SHENANGO INCORPORATED
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 David C. Kay, Executive Vice President of Shenango Incorporated. Shenango Incorporated is located at 200 Neville Road, Pittsburgh, PA 15225. I am responsible for the complete operations of Shenango Incorporated, which include transportation requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

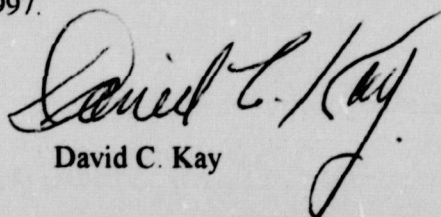
Shenango Incorporated produces Coke and coke by-products. These are shipped to steel and chemical manufacturers located mainly in the Midwest. When Shenango's customers use rail transportation, we ship up to 80 carloads of coke weekly (over 4100 cars annually) via CSX.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Northeast. In particular, the acquisition will bring us better access to CSX-served coke and by-products customers in this region.

In our business, consistent and reliable rail transportation is crucial to our logistics management. The coke 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 this reason, Shenango Incorporated urges the Board to approve the joint application of CSX and NS.

I, David C. Kay, 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.


David C. Kay



SHIELDALLOY METALLURGICAL CORPORATION

LES OLSON
DIRECTOR OF CUSTOMER AND DISTRIBUTION SERVICES

WEST BOULEVARD
P.O. BOX 768
NEWFIELD, NJ 03344
TELEPHONE (609) 692-4200
FAX (609) 692-4017

May 23, 1997

Mr. 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:

Shieldalloy Metallurgical Corporation is a Newfield, New Jersey business that makes ferro and aluminum alloys. As Director of Customer and Distribution Services, I ship \$35 million worth of ferrosilicon a year, much of it through Conrail.

The people at Conrail try hard to do the best job they can. My problem arises from the cutoff of their service to our west (as close as Ohio). We have another production plant located in Cambridge, Ohio that is serviced by CSX.

Shieldalloy Metallurgical would greatly benefit from having direct service to the west and south, preferably on a single railroad. This would eliminate the extra work of putting together railroads. Most of all, it would eliminate the interchange, reducing transportation time and potentially costly delay.

For this reason, we see the proposed acquisition of Conrail by CSX and Norfolk Southern as a necessary step forward for our business.

I, Les Olson, declare under a penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statements. Executed this 23rd day of May, 1997.

Sincerely,

Les Olson

LHO/mjs



SHIPSIDE/MARINE FREIGHT DISTRIBUTION

Service of Ramsay, Scarlett & Co., Inc.

1601 South Highland Avenue • Baltimore, Maryland 21224-5712
410-732-8440 • FAX: 410-342-5054 or 410-327-1285

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 Company - Control and Operating Leases/
Agreements - Conrail, Inc. and Consolidated Rail
Corporation, STB Finance Docket No. 33388

Verified Statement on behalf of
SHIPSIDE/MARINE FREIGHT DISTRIBUTION CO.
Finance Docket No. 33388

My name is Helen A. Conlon and I am Sales Manager of Shipside Marine Freight Distribution. I have held my present position for 5 years. My duties include calling on all facets of the transportation industry that would lend itself to movement of freight as well as warehousing. My primary contacts are steamship lines and agents, as well as freight forwarders, custom brokers and shippers.

Shipside/Marine Freight Distribution is both a warehousing facility and trucking company, utilizing owner-operators in the Baltimore area. We also have terminals in both Norfolk and Savannah and are presently served by NS in Norfolk and both NS and CSX in Savannah. We sell to customers located throughout the United States, sometimes serviced by rail. During 1996, we shipped approximately 5,000 containers/trailers or flatbeds to various destinations throughout the U.S.

Operating Companies

TRUCKING

Marine Freight
Baltimore, MD 410-276-1700
Portsmouth, VA 804-398-0679
Savannah, GA 912-964-8191

WAREHOUSING

Shipside/Marine
410-732-8440

TRUCK BROKERAGE

Marine Freight Brokerage
410-563-4778
410-563-4476

300

2.

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 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 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.

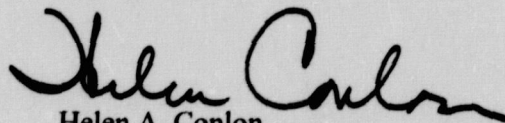
While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And these rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, 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.

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 to provide increased market penetration to areas in which we have been unable to compete adequately.

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

I, Helen Conlon, 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,



Helen A. Conlon
Sales Manager
Shipside/Marine Freight Distribution
Baltimore, MD



Sidford Coal Sales, Inc.

P.O. Box 1087

854 Mountain Avenue, Mountainside, New Jersey 07092

GORDON D. SIDFORD
President

Tel: 908-232-1408
Fax: 908-232-6205

May 14, 1997

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

Dear Mr. Williams:

I run a small coal marketing company started by my Grandfather some sixty years ago.

From offices in Mountainside, New Jersey, we serve the Northeastern United States, Canada, and other export markets. In the twenty-one years I've been with the firm, we have averaged shipments in excess of 900,000 tons per year.

Most of our mines are located on CSX lines. Most of our customers have been served by Conrail. This dual rail carrier service has yielded noncompetitive freight tariffs which have shut us off from many of our historical markets.

We have not been able to compete for the business of our old friends at Niagara Mohawk, Rochester Gas & Electric, and New York State Gas & Electric, and other major coal consumers.

We have remained competitive at our best customer, Atlantic City Electric, only by reducing our coal price to absorb the freight penalty of the combined CSX/Conrail rate.

Now, faced with the new competitive pressures of a non-regulated utility industry, we must do better. We must reduce the delivered cost of our coal if our customers are to survive and prosper.

The acquisition of Conrail by CSX and Norfolk Southern will give us the single-line service we need to be competitive. We anticipate significant savings as the efficiencies of a one-railroad move are embodied in the tariff.

Our biggest concern now is one of timing. We need to be competitive today! We cannot endure a prolonged approval process. Our customers need to make commitments now, but have been unable to obtain quotes

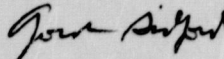
Mr. Vernon A. Williams
May 14, 1997
Page 2

for the new service pending final approval.

I urge your Board to expedite the approval process so that my customers can begin to enjoy the cost savings and transportation efficiencies inherent in this acquisition without further delay.

Thank you for permitting me to submit this endorsement.

Sincerely,



Gordon D. Sidford
President

GDS/g

VERIFIED STATEMENT OF JAMES A. SIGMON

SIGMON COAL COMPANY, INC.
ROUTE 1, BOX 81
KEOKEE, VA 24265

April 30, 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. Sigmon, and I am President of Sigmon Coal Company, Inc. I've been in the coal business for forty years. My duties include complete overview and management of all phases of rail transportation, marketing and sales of our product.

Sigmon Coal Company, Inc. produces coal for sale to multiple markets. Our facilities are located at Calvin, Virginia and we're serviced by Norfolk Southern rail line. We sell to customers located primarily in the southeast and northeast regions of the country. These facilities are located on the lines of Norfolk Southern and other rail lines. During 1996, we shipped approximately 10,000 carloads from our facility.

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 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 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 their rail carriers cannot be just an rail carriers. They must be comparable in terms and of their size, scope and ability to provide a competitive

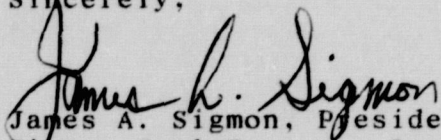
service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

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 to provide increase market penetration to areas in which we have been unable to compete adequately.

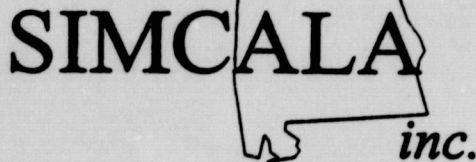
To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

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

Sincerely,


James A. Sigmon, President
Sigmon Coal Company, Inc.

jas-/prof.



The U.S.A.'s largest U.S. owned and operated Silicon Plant

Verified Statement
of
Nina Hamilton on Behalf of SIMCALA, Inc.
STB Finance Docket No. 33388

I am submitting this statement in support of the transaction proposed by CSX, Conrail, and NS on behalf of SIMCALA, Inc. which is located in Mt. Meigs, AL at Ohio Ferro Alloys Road. My name is Nina Hamilton and I am the Traffic Manager for SIMCALA.

Although a large portion of our product is shipped by truck. In 1996, Simcala received approximately 450 carloads of material via CSX. Also, we shipped approximately 250 carloads of our product via CSX. We anticipate a rise in these figures during 1997.

Because the combined system that will result from the acquisition of Conrail by CSX and NS will provide not only increased competition with trucks, but also improved single-line route structures being available, SIMCALA will benefit from lower costs and better service. The extension of CSX's network into the Northeastern markets may result in an improved single-line route structure being available for our shipments, as well as, better overall service, such as, improved car supply and locomotive utilization. This expansion may also give SIMCALA the opportunity to reach potential customer's which are now inaccessible.

For these reasons, SIMCALA, Inc. strongly urges the Surface Transportation Board to allow CSX, Conrail, and NS to complete the proposed transaction.

I, Nina Hamilton, 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 29th day of April, 1997.

Nina Hamilton

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

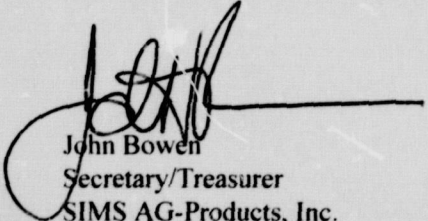
Dear Secretary Williams:

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, John Bowen, 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 8th day of MAY, 1997.



John Bowen
Secretary/Treasurer
SIMS AG-Products, Inc.

VERIFIED STATEMENT OF

SISU TERMINAL SYSTEMS (USA), 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 Terence Derry, and I am President of Sisu Terminal Systems (USA), Inc. I have held my present position for 8 years. My duties include supervision of all activities in our company and it's financial performance.

Sisu Terminal Systems (USA), Inc. is a manufacturer and supplier of container handling machinery for intermodal and port terminal use. We work with NS at the following locations: Columbus, OH; Cincinnati, OH; Louisville, KY; Buffalo, NY; Memphis, TN; New Orleans, LA; Chicago, IL and Front Royal, VA. In addition, we work with CSX at Charleston, SC and New Orleans, LA.

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 own 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 competitive service.

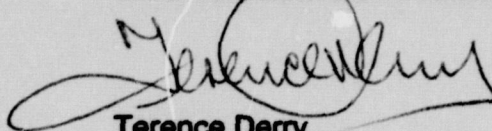
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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, Terence Derry, 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,

SISU TERMINAL SYSTEMS (USA), INC.

A handwritten signature in dark ink, appearing to read "Terence Derry", is written over a circular stamp or seal.

Terence Derry
President

Skyline

EXPRESS, INC.

May 9, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
ATTN: STB Finance Docket #33388
1201 Constitution Avenue, N.W.
Washington, D.C. 20423-0001

RE: CSX and Norfolk Southern-Control and Operating Leases/Agreements,
Conrail, Inc., STB Finance Docket #33388

Dear Mr. Williams:

My name is Bob Powell, and I am the owner of Skyline Express, Inc., which is a trucking company located in Front Royal, Virginia. Skyline provides drayage service to customers who utilize intermodal transportation through the Norfolk Southern ramp located here. This is the only ramp we serve.

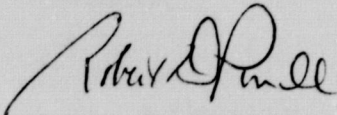
We fully support the acquisition and subsequent division of the Conrail system by Norfolk Southern and CSX. My company believes in the Principles of Balanced Competition, which describe the need for two competing railways in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had 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 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. These rail carriers must have systems of comparable size and scope, and provide a competitive service.

Locally, intermodal shipments by our customers would certainly increase if Norfolk Southern had more direct access to the Northeast enabling it to offer more competitive rates. Currently, the best alternative for our customers is to use over-the-road transportation. An intermodal alternative provides all the following benefits: shipping costs are lower; highway congestion and emissions are reduced; fuel resources are more efficiently used; and quality of work-life for the truck driver is better in shorthaul drayage operations.

May 9, 1997
Skyline Express/RDP
RE: Mr. Williams, STB
Page 2

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

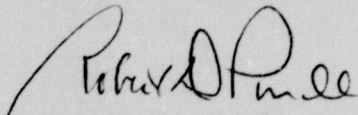
Sincerely,



Robert D. Powell
Secretary/Treasurer

VERIFICATION

I, Robert D. Powell, 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.



Robert D. Powell
Secretary/Treasurer

2

Verified Statement
(of
Timothy F. Weiss

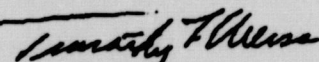
My name is Timothy F. Weiss and I am President and sole owner of Smith & Weiss Enterprise and Trading Company, a Connecticut corporation located in Westport, Connecticut. The Company specializes in the wholesale distribution of bulk chemicals, primarily molten sulfur, used in the production of agricultural fertilizers.

Over ninety percent of the Company's shipments are by rail from refineries and natural gas plants situated in the midwestern and southern United States. CSXT and Conrail handle the majority of our shipments and we expect to commence some shipments which will be partially handled by the NS in the near future.

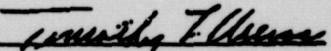
The Company has an excellent working relationship with CSXT and attributes part of its success to the willingness of the CSXT to provide competitive shipping rates which, of course, enhances our ability to compete in markets within their system. The acquisition of a portion of Conrail's routes in the midwest and northeast by CSXT should improve our ability to compete in those regions because we expect the consolidation to produce efficiencies in car handling which will reduce our fleet costs. We also expect the consolidation to result in lower overall rates for shipments into the former Conrail system due to cost reductions which should naturally occur when one organization is absorbed by another.

Therefore, we wholeheartedly support the proposed joint acquisition and look forward to its early implementation.

Respectfully submitted,


Timothy F. Weiss
President

I, Timothy F. Weiss, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified to submit this verified statement.

Signed:  5/15/97

312



VERIFIED STATEMENT OF
Smith Cartage, 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 Wayne Szymanski and I am Regional Manager of Smith Cartage, Inc. located at 751 Sullivan Road, Bldg D Suite 102, College Park, GA 30349. Smith Cartage, Inc. is a motor carrier/drayman that operates out of many Norfolk Southern Intermodal facilities.

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, Wayne Szymanski, 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,

A handwritten signature in black ink, appearing to read "Wayne Szymanski", is written over the typed name and address.

Wayne Szymanski
Smith Cartage, Inc.
751 Sullivan Road
Bldg D Suite 102
College Park, GA 30349

SMITH METALS COMPANY, INC.

*Buyers of
Ferrous and Non-Ferrous Scrap*

POST OFFICE BOX 330
SELMER, TENNESSEE 38375

TELEPHONE (901) 645-6302
FAX # (901) 645-6397
TOLL FREE 1-800-227-5517

Member of
INSTITUTE OF SCRAP
RECYCLING
INDUSTRIES, INC.

COPY

April 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 James W. Smith, and I am President of Smith Metals Company, Inc. I have held my present position for sixteen years. Prior to that I owned and operated the business as Smith Metals Company for twenty six years. We purchase scrap metals to process for the purpose of recycling. Our facilities are located at 120 Texaco Drive, Selmer, Tennessee. These facilities are presently served by NS.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We would welcome the benefit of increased market access and believe it would better enable us to compete more profitably. We have used NS for several years and have been satisfied with their service. I support the application of NS to acquire Conrail and feel confident that they would be able to provide good service on any lines which they should acquire.

I, James 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 on April 29, 1997.

Sincerely,

James W. Smith Sr.
James W. Smith

cc: Lawson Thornton



VERIFIED STATEMENT OF MICKEY BOLES
SMITH-PHILLIPS LUMBER CO.

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

Dear Mr. Williams:

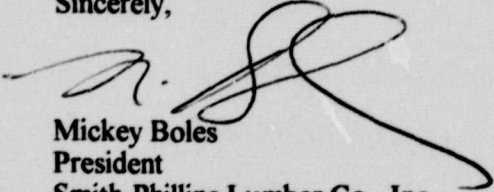
My name is Mickey Boles. I am the President of Smith-Phillips Lumber Co., Inc. Smith Phillips is a lumber and building supplies distributor in Winston Salem, NC. We receive lumber via rail mainly from Eastern and Western Canada and depend heavily on Norfolk Southern to provide timely and consistent rail service to our facility.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the 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 Norfolk Southern, 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 Norfolk Southern proposes would be of benefit to us. With single-line service, I believe our facility would be more competitive with other companies enjoying single-line service from the Northeast. 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 and also be more truck competitive on any Conrail lines which they acquire.

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

I, Mickey Boles, 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 15, 1997.

Sincerely,



Mickey Boles
President
Smith-Phillips Lumber Co., Inc.

05-13-1997 03:45PM

FROM SMOKY MOUNTAIN COAL CORP TO

16062319449 P.01

SMOKY MOUNTAIN COAL CORPORATION
9040 EXECUTIVE PARK DRIVE
SUITE 315
KNOXVILLE, TENNESSEE 37923

Henny C. Weissinger
President

Phone: 423-494-8222
FAX: 423-693-0299

May 13, 1997

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

Re: Verified Statement of Smoky Mountain Coal Corporation, Proposed Plans for
Acquisition of Conrail

Dear Mr. Williams:

My name is Henny Weissinger, and I am the President of Smoky Mountain Coal Corporation, Knoxville, TN. Our company sells coal to utility companies and industrial companies located in the eastern half of the U. S., and we ship our coal from mines located on Norfolk Southern and CSXT.

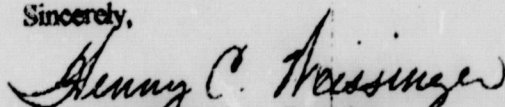
We are aware of the efforts by CSXT and Norfolk Southern to acquire Conrail, and our concern is that the acquisition plan that is ultimately approved will be one which best ensures balanced rail competition in the East. In order to have balanced competition, the proposed acquisition will result in rail systems of comparable size, will ensure that major market areas will have access to two rail systems; will result in terminal access; and will not rely upon trackage rights as a means to create a sense of competition.

The utility industry is preparing for its own deregulation, and rail competition will be a necessity. There are approximately 143 eastern utilities that are presently served by either Conrail, Norfolk Southern or CSXT, and it will be important that no carrier dominate this market. Consequently, we urge the STB to support the proposed acquisition, which promotes balanced competition in the East.

In summary, we believe the approval of the proposed acquisition of Conrail should be based upon the determination that the proposal results in a balanced competitive rail environment.

Free enterprise is what has made this a great country. We want the STB to support free enterprise and competition. Thank you for your support.

Sincerely,


Henny C. Weissinger, President
Smoky Mountain Coal Corporation

317

MAY 13 '97 15:10

FROM CSX COAL DEV

PAGE.006

05-13-1997 03:45PM

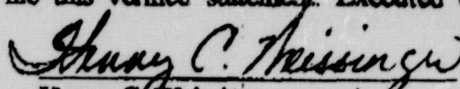
FROM SMOKY MOUNTAIN COAL CORP

TO

16062319449 P.02

VERIFICATION

I, Henry C. Weissinger, 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.


Henry C. Weissinger

VERIFIED STATEMENT OF

YANG MING LINE

FINANCE DOCKET NO. 33388

MY NAME IS WEN-JIN LEE, AND I AM ASSISTANT VICE PRESIDENT OF SOLAR INTERNATIONAL SHIPPING AGENCY, INC AS GENERAL AGENTS FOR YANG MING MARINE TRANSPORT IN U.S.A. MY DUTIES INCLUDE INTERMODAL TRANSPORTATION, EQUIPMENT CONTROL, AND MAINTENANCE & REPAIR DEPARTMENTS.

YANG MING IS A CONTAINER OCEAN CARRIER. WE WORK WITH NS AT THE FOLLOWING LOCATIONS: SOUTHEAST U.S.A. IN ADDITION WE WORK WITH UNION PACIFIC RAILROAD IN THE GULF AND BNSF IN THE MIDWEST AND PACIFIC SOUTHWEST AREAS.

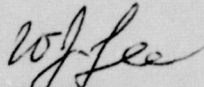
BASED UPON OUR EXPERIENCE IN PROVIDING SERVICES DESCRIBED ABOVE AND WORKING WITH VARIOUS RAILROADS, WE WOULD LIKE TO EXPRESS OUR SUPPORT OF NORFOLK SOUTHERN AND CSX IN THEIR EFFORTS TO ACQUIRE CONRAIL, AND THEN DIVIDE THE CONRAIL SYSTEM. THERE IS A NEED FOR COMPETITION IN THE TERRITORY SERVED BY CONRAIL, AND FOR TWO COMPETING RAILROADS IN THE NORTHEAST.

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.

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

I, WEN-JIN LEE, DECLARE 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,



WEN-JIN LEE
ASSISTANT VICE PRESIDENT
SOLAR INTERNATIONAL SHIPPING AGENCY, INC.

WJL:ts

MAY-31-97 SAT 10:09

P.02



Solar Sources

Coal for the Steam and
Industrial Market

Felson Bowman
President

May 30, 1997

Governor Frank O'Bannon
State House
One North Capitol Avenue
Suite 200
Indianapolis, IN 46204

Dear Governor:

I am president of Solar Sources, Inc. and president of Solar Sources Underground, L.L.C. Solar Sources, Inc. mines coal by surface mining methods, and Solar Sources Underground L.L.C. operates an underground mine. Both companies are herein referred to as "Solar."

Solar will produce approximately 3 million tons by surface mining and approximately 1.5 million tons by underground. We could ship 3 million tons of this coal by rail, provided that equipment was made available, and that trackage rights gave service to our potential customer. We have a unit train loading facility at Wheatland, Indiana on the CSX Railroad. We load a 75-car train with approximately 7,600 tons of coal. To transport 7,600 tons of coal requires over 330 tractor truck loads. Over a one-year period, and assuming the potential 3 million tons that could be shipped by train, we would require almost 130,435 truck loads. Were we able to ship by train, we could relieve the state highways of that amount of traffic.

A potential customer of Solar is Northern Indiana Public Service Company ("NIPSCO"). Currently it is uneconomical to ship to NIPSCO. Coal can currently be shipped from Southern Illinois cheaper than it can be shipped from Indiana, so Indiana coal is not competitive. While the exact trackage agreements have not been decided or not transmitted to us, the merger (at least) gives us a chance where we had none.

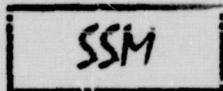
Rail transportation should be less expensive or, at worst, no more expensive than truck transportation; and using rail transportation could relieve state highways of a lot of truck traffic. The proposed merger will give the coal industry a chance or an opportunity at business for which it now has no chance. For all of the above reasons, I encourage you to support the acquisition of Conrail by CSX and Norfolk Southern.

Sincerely,

Felson Bowman

FEB/98

321



SOMERSET SCRAP METAL COMPANY, INC.

P.O. BOX 227 ~ SOMERSET, KY 42502

Phone 606-678-4447 ~ Fax 606-679-7523

May 22, 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 Gary Miller and I am owner/manger of Somerset Scrap Metal Company, Inc. located on the Norfolk Southern at Somerset, Kentucky.

Competitive rail service is important for Somerset Scrap Metal Company, Inc. I feel there is a distinct need for balanced rail competition in the East. In our business, we face competition from many sources. Because of the competition, we 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.

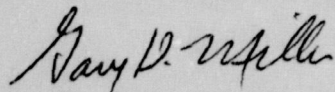
Somerset Scrap Metal Company, Inc., supports the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and 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 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 historical reasons for insulating Northeastern railroading for 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, this must be comparable in terms of their size, scope, and ability to provide a competitive service. From what I understand of railroading operations, I believe that in the 1990s two carriers of relatively equal size and scope proved the greatest opportunities for seamless service, efficient equipment utilization and seamless service.

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

Sincerely,

Somerset Scrap Metal Company, Inc.

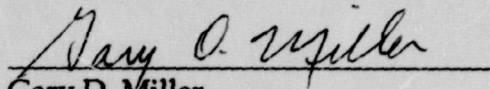


Gary D. Miller
Owner/Manger

GDM/mrg

VERIFICATION

I, Gary D. 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 on May 22, 1997.



Gary D. Miller
Owner/Manger

SOPAKCO

Inc.

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

Reference: 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.

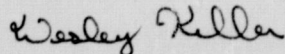
Dear Mr. Williams:

My Name is Wesley Keller and I am Operations/Traffic Manager of SOPAKCO, Inc. We are located in Greeneville, TN and operate warehouses in Greeneville and Kingsport, TN for commercial storage and distribution. Our Greeneville warehouse is served by Norfolk Southern and our Kingsport warehouse is served by Norfolk Southern and CSX. A competitive rail/truck transportation network is a must if our company is to continue to be successful. We utilize both railroads, common carrier trucks and our own trucks.

The Norfolk Southern/CSX plan to purchase and divide Conrail seems to insure a viable and very competitive rail system in the Northeast. The plan provides two lines competing for business in the northeast with single line service for each into the south. Many of the Conrail customers in the past had no options and were not in position to bargain for competitive rail rates between the northeast and the south. The proposal by CSX and NS will enhance competition in these corridors.

I favor approval of the purchase and division of Conrail by Norfolk Southern and CSX.

Sincerely,

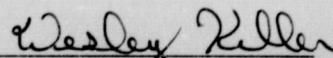


Wesley Keller
Operations/Traffic Manager

VERIFICATION

I, Wesley Keller, 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 6, 1997.


Wesley Keller



SOUTH CHARLESTON
STAMPING &
MANUFACTURING

May 1, 1997

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

Dear Mr. Secretary:

South Charleston Stamping & Manufacturing 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.

David M. Hannah
Plant Manager

Michael J. Espen
Materials Manager

/st

SOUTH END CARTAGE CORP. OF DELAWARE

4222 SOUTH KNOX AVENUE • CHICAGO, ILLINOIS 60632
PHONE (312) 585-2550-51-52
FAX (312) 585-7709

VERIFIED STATEMENT OF
SOUTH END CARTAGE CORP. OF DELAWARE

FINANCE DOCKET NO. 33388

May 20, 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 Richard Urso, and I am President of South End Cartage Corp. of Delaware. I have held my present position for over twenty years.

South End Cartage Corp. of Delaware is a drayage/intermodal transportation company. We work with the NS in Chicago, Illinois. In addition, we work with all other railroads located in Chicago, Illinois and in Long Beach, California.

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.

May 20, 1997

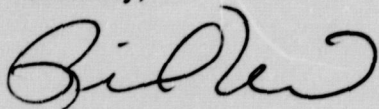
Page 2

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 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, Richard Urso, 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,



Richard Urso
President
South End Cartage Corp. of Delaware

RU:kb

May 9, 1997

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

Subject: VERIFIED STATEMENT OF MARCUS W. WARE OF SOUTH
MISSISSIPPI ELECTRIC POWER ASSOCIATION
FINANCE DOCKET NO. 33388

Dear Mr. Williams,

My name is Marcus W. Ware, and I am Manager of Production for South Mississippi Electric Power Association. I have held my present position for 19 years. This assignment includes operation, maintenance and fuel procurement responsibilities for SMEPA's generating facilities. Duties of the position include the management and monitoring of rail transportation to meet the coal supply needs for SMEPA's coal fired generating station.

SMEPA is a generation and transmission cooperative which produces and delivers electric power to serve consumers in an area covering about 2/3 of the State of Mississippi. SMEPA's coal fired station is located near Purvis, MS at the Richburg Siding which is presently served by Norfolk Southern (NS). SMEPA receives coal from sources located in eastern Kentucky. These facilities are also located on the lines of NS. During 1996, SMEPA received approximately 8700 carloads from these origins. These movements were made primarily in SMEPA owned railcars, with supplemental deliveries in NS provided equipment. Timely and reliable service at competitive rates is critically important as SMEPA strives to meet power supply demands.

We 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 of "who gets Conrail" appears to be fair and equitable.

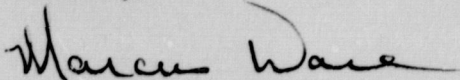
Competitive rail service is important to SMEPA. Since SMEPA's facility is located on the lines of Norfolk Southern, SMEPA would welcome the benefit of increased market access for single-line rail transportation.

Mr. Vernon A. Williams
May 9, 1997
Page 2

SMEPA has used Norfolk Southern for many years and has determined that Norfolk Southern is a well managed, efficient, customer oriented railroad. SMEPA is confident that this carrier will be able to provide good service on any Conrail lines which may be acquired.

SMEPA respectfully requests that the Surface Transportation Board approve the application of Norfolk Southern and CSX to acquire Conrail.

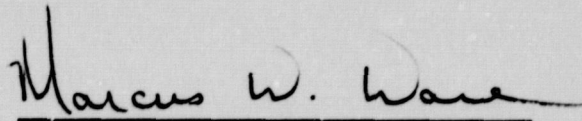
Sincerely,



Marcus W. Ware
Manager of Production
South Mississippi Electric
Power Association

VERIFICATION

I, Marcus W. Ware, 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.



Marcus W. Ware

STB

FD

33388

6-23-97

A

180274V4B

7/14

South Texas Grain Co., Inc.

6915 FM 511 • Brownsville, Texas 78521-9494
Tel. (210) 831-8288 • Fax (210) 831-8862

April __, 1997

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

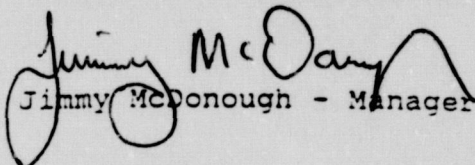
Dear Secretary Williams:

I am writing to offer my company's support for the proposed joint acquisition of Conrail by CSX and NS and urge the Board approve it promptly. We believe the transaction will be in our best interests, as well as our customers by supplying better service, better equipment and more competitive rates. We feel the acquisition will be beneficial to all customers on this line.

We feel that the transaction will increase rail business and more efficient systems promoting long term capital investment and future growth.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval.

I, Jimmy McDonough, 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 __ day of __, 1997.


Jimmy McDonough - Manager

**South-East
Lumber Co.**
KERNERSVILLE, N.C.

CLYDE H. BRACKETT, PRES.
STEVE C. BRACKETT, V.P.
PHONE 919 996-5322
P. O. BOX 745
ZIP 27285-0745

**VERIFIED STATEMENT OF STEVE BRACKETT
SOUTH-EAST LUMBER CO.**

May 7, 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 Steve C. Brackett and I am the Vice-President of South-East Lumber Company. I have held my position for 25 years. My duties include the purchasing and transportation of both rail and truck.

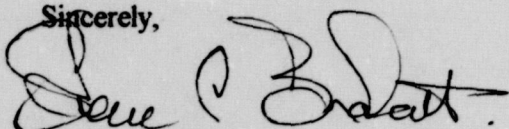
South-East Lumber Company is a manufacturer and distributor of softwood lumber to the retail dealers in the Southeast United States. We have facilities located at Kernersville and Morganton, NC. These facilities are presently served by NS. We receive from suppliers in North Eastern and North Western U. S. and Canada. During 1996 we received 500+ carloads, containers, and trailers from these origins.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. My company is impressed with the Principles of Balanced Competition, which describe the need for two competing railroads in the Northeast which own their own tracks 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 own facilities. These rail carriers must be comparable in terms of their size, scope, and ability to provide competitive service.

We sincerely believe that Norfolk Southern is a well-managed, efficient, customer-oriented railroad and would very much like to see those attributes injected into Conrail territory. If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think the NS/CSX plan before the Surface Transportation Board does this and we, therefore, support it.

I, Steve C. Brackett, 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,

A handwritten signature in dark ink, appearing to read "Steve C. Brackett", written over a horizontal line.

Steve C. Brackett
Vice-President
South-East Lumber Company

SOUTHCORP PACKAGING USA, INC.

7 Wheeling Road
Dayton, New Jersey 08810

609-860-0337 Ext. 107
609-860-0754 Fax
www.southcorp.com.au

Frederick Mandeville
Production Supervisor

nampac
Bennett

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

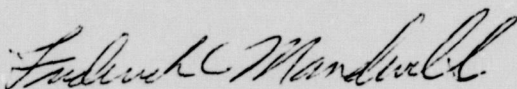
Dear Secretary Williams:

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, Frederick Mandeville, 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 30 day of April 97, 1997.



Frederick Mandeville
Production Supervisor
Southcorp. Packaging USA, Inc.

SOUTHCORR, L.L.C.
3021 TAYLOR DRIVE
ASHEBORO, NORTH CAROLINA 27203
PHONE 910-498-1700 FAX 910-498-1972

ROBERT L. ROGG
GENERAL MANAGER

VERIFIED STATEMENT OF Robert L. Rogg

SOUTHCORR L. L. C.

April 25, 1997

The Honorable 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 L. Rogg and I am General Manager of SOUTHCORR L.L.C.. I have held my present position for two years. My duties include managing all activities of SOUTHCORR L.L.C., including rail transportation.

SOUTHCORR L.L.C. is a manufacturer of specialty sheet and packaging material. Our facility is located in Asheboro, North Carolina. This facility is served by Norfolk Southern. We receive pulpboard from major paper mills in the Southeast and from New York State. We receive pulpboard from Oswego, NY which is located on Conrail. Current volume from these origins is 700 plus carloads per year. We need fast, consistent service which is reliable. We also need to be assured of adequate boxcar supply to handle our product.

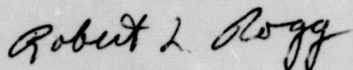
We support the acquisition of Conrail by Norfolk Southern and CSX and subsequent division of its assets.. We support Norfolk Southern's position on providing competing railroad systems in the Northeast which own their track and facilities. Providing balanced competition is very important to preserving rail systems which compete equally. This, we believe, is in the public interest.

Norfolk Southern is well managed and efficient. The acquisition of Conrail assets by Norfolk Southern will assure that we continue to be provided good transportation service.

Our company is growing rapidly and will continue to need a strong railroad serving our transportation needs. That and the reasons outlined above is why we support the plan presented in Finance Docket 33388.

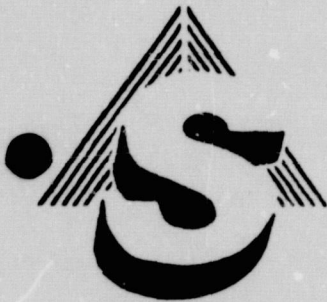
I, Robert L. Rogg, General Manager of SOUTHCORR L.L.C., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 25th day of April, 1997.

Sincerely,



Robert L. Rogg
General Manager
SOUTHCORR L.L.C.

cy: J. Lynn Brantley, Account Manager
Norfolk Southern Corporation



SOUTHEAST WOOD TREATING, INC.

5353 SOUTH "D" ST
RICHMOND, INDIANA 47374

1-800-444-0409 EXT. 182, 103
317-962-4354 • 317-962-4980 FAX

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:

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 of 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.

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

I, Barbara Moneymaker, 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 29, 1997.

Sincerely,

Barbara Moneymaker

Barbara Moneymaker,
Reload Manager



SOUTHEAST WOOD TREATING, INC.

5353 SOUTH "D" ST.
RICHMOND, INDIANA 47374

1-800-444-0409 EXT 182, 183
317-962-4354 • 317-962-4980 FAX

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:

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 of 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.

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

I, Bradley Hunt, 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 29, 1997.

Sincerely,

Bradley Hunt,
Plant Manager



SOUTHEASTERN CLAY COMPANY

POST OFFICE BOX 1055

AIKEN, SOUTH CAROLINA

29802

KAOLIN CLAYS FOR RUBBER,
PAPER, PAINT, ADHESIVES
AND OTHER
INDUSTRIAL USES

SHIPPING POINT: NORTH AIKEN, S.C.
PHONES: OFFICE 648-3248
648-3249
FAX 649-5701
PLANT 649-2527
AREA CODE 803

VERIFIED STATEMENT OF
SOUTHEASTERN CLAY COMPANY
AIKEN, SOUTH CAROLINA

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

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K. Street, N.W.
Washington, DC 20423-001

Dear Mr. Williams:

My name is Stewart D. Maurice, and I am President of Southeastern Clay Company. As president it is my duty to handle all operations of Southeastern Clay which includes all shipping matters.

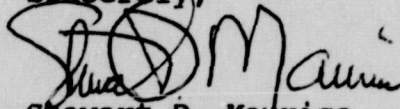
Southeastern Clay produces kaolin clay for the rubber, paper, paint and adhesives markets as well as other industrial uses. We ship to E. Jacoby Company, Plainfield, CT via NS-Hagerstown-CR-ST. This tonnage moves in 60' box cars supplied by Norfolk Southern. Our plant in Aiken, SC is served by Norfolk Southern.

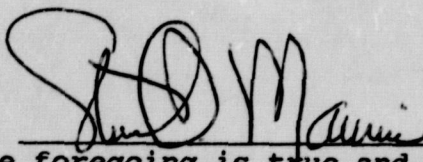
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service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

We have used Norfolk Southern for many years and have been satisfied with their service. We are confident they would be able to provide good service on any Conrail line the acquire. Norfolk Southern is the industry leader in customer service, equipment and on time delivery and would welcome the improvements they would bring to Conrail.

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

Sincerely,


Stewart D. Maurice
President


I, Stewart D. Maurice, 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 5/20, 1997.

VERIFIED STATEMENT OF
SOUTHEASTERN OPERATIONS SERVICES
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 Tom Sprayberry, and I am Co-owner of Southeast Operations Services. My duties include management of day to day operations, supervision, and job coordination. My company's main function for NS is Depot Operations, repair and leasing of TOFC/COFC equipment.

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. With this acquisition we look for NS and CSX business to prosper which in return would require additional equipment repair and services that my company could provide.

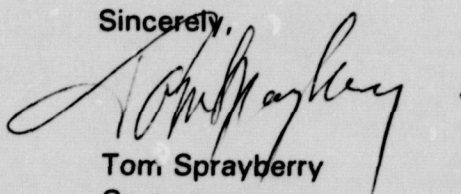
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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. We look forward to a prosperous future doing business with both NS and CSX.

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

I, Tom Sprayberry, 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 on behalf of my company. Executed on this 28th day of May, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read "Tom Sprayberry", with a long, sweeping horizontal stroke extending to the right.

Tom Sprayberry
Co-owner

Southeast Operations Services

SOUTHEASTERN PACKAGING COMPANY



P.O. Box 429
Harrisburg, NC 28075-0429
704-455-3000

CORRUGATED

Div. of Michigan Packaging
P.O. Box 70
Mason, MI 48854-0070
517-676-8700

VERIFIED STATEMENT OF JOHN CAHILL

SOUTHEASTERN PACKAGING CO.

May 23, 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:

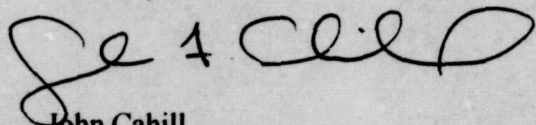
My name is John Cahill. I am the Vice-President of Southeastern Packaging Co. located in Harrisburg, NC. Southeastern Packaging manufactures and distributes cardboard boxes. Most of the pulpboard used in production is received via rail.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the 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 Norfolk Southern, 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 Norfolk Southern 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 Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service and also be more truck competitive on any Conrail lines which they acquire.

We sincerely believe that Norfolk Southern is a well-managed, efficient, customer-oriented railroad and would very much like to see those attributes injected into Conrail territory. If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think the NS/CSX plan before the Surface Transportation Board does this and we, therefore, support it.

I, John Cahill, 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,

A handwritten signature in dark ink, appearing to read "John Cahill", written over a horizontal line.

John Cahill
Vice-President
Southeastern Packaging Co.



SOUTHEASTERN SOIL RECOVERY, INC.

May 15, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423-001

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 Robert K. Willms. I am presently president of Southeastern Soil Recovery, Inc., Charleston, SC. Our company was organized to market the petroleum contaminated soil remediation activities of Banks Construction Company.

We support the CSX Corporation and Norfolk Southern Corporation acquisition of the Conrail System. Single line service will allow our company to compete in the Northeast market area. 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 which they acquire.

Sincerely,

Robert K. Willms,
President

VERIFICATION

I, Robert K. Willms, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified to file this verified statement. Executed on May 15, 1997.

Robert K. Willms

SOUTHERN AGGREGATES

VERIFIED STATEMENT OF JOHN W. JUSTICE, III SOUTHERN AGGREGATES

May 28, 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:

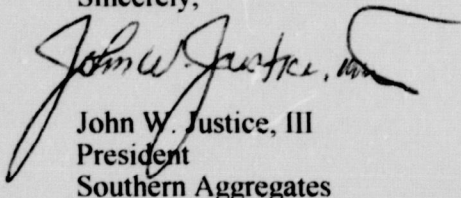
My name is John W. Justice, III. I am the President of Southern Aggregates located in Liberty, NC at the rail station of Staley, NC on the lines of Norfolk Southern. We receive crushed stone via rail to produce and distribute specialty aggregates for flooring as well as stone for the precast concrete industry.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the 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 Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. 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 Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service and also be more truck competitive on any Conrail lines which they acquire.

We sincerely believe that Norfolk Southern is a well-managed, efficient, customer-oriented railroad and would very much like to see those attributes injected into Conrail territory. If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think the NS/CSX plan before the Surface Transportation Board does this and we, therefore, support it.

I, John W. Justice, III, 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,



John W. Justice, III
President
Southern Aggregates

345



SOUTHERN APPALACHIAN COAL SALES, INC.

Mining & Marketing for the Trade

May 19, 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 CSXT 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
Southern Appalachian Coal Sales, Inc.

My name is Kenneth Daniels and I am President of Southern Appalachian Coal Sales, Inc., Knoxville, Tennessee. We are a coal marketing company and ship coal to utility and industrial customers located throughout the eastern United States from mines served by Norfolk Southern and CSXT.

I wrote to you on February 14th concerning the two proposals to purchase Conrail and urged the STB to approve the plan which would best ensure balanced rail competition. Our primary concern was that acquisition of Conrail should not result in having a single carrier being in a position to dominate service to the eastern utility market. We have been advised that Norfolk Southern and CSXT have developed a new plan to acquire and divide Conrail, and this plan appears to resolve the issue of ensuring balanced competition. Therefore, we urge the Surface Transportation Board to approve the joint application of CSXT and NS to acquire Conrail.

I, Kenneth Daniels, 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,

Kenneth Daniels
President
Southern Appalachian Coal Sales, Inc.

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

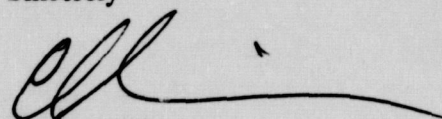
RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company --- Control and Operating Leases/Agreement --- Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

Verified Statement of Southern Forest Industries, Inc.

Back in February I sent you a letter supporting the proposed merger of Norfolk Southern and Conrail. I support the current proposed Norfolk Southern/ CSX/ Conrail agreement in order to maintain a balance in the area.

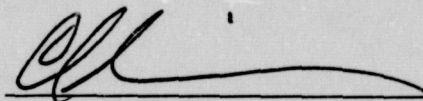
Sincerely



Charles S. Simmons
President

Verification

I, Charles S. Simmons, 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.



Charles S. Simmons



SOUTHERN COAL & LAND COMPANY

May 14, 1997

**VERIFIED STATEMENT OF
ARTHUR E. BURGESS JR.**

on behalf of

SOUTHERN COAL & LAND 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 Arthur E. Burgess Jr., president of Southern Coal & Land Company. Southern Coal & Land Company is located in Birmingham, Alabama, and has a field office in Lexington, Kentucky. I am responsible for coal marketing, a principal and significant factor of which is the transportation matrix. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

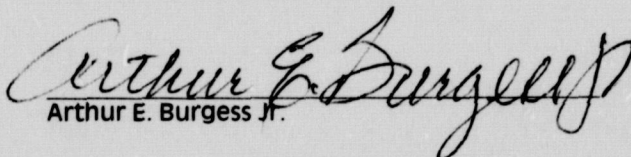
Southern Coal & Land Company buys, sells, blends, and remarkets coal and ships coal to our customers, who are industrial customers located from our Gulf Coast to Canada, including several in the Midwest. Our transportation matrix includes truck, rail, barge and Great Lakes vessels. We presently handle approximately 4,700 carloads of coal annually via CSX and NS.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the upper Midwest and Canada. In particular, the acquisition will bring us new access to Conrail served lake vessel customers in this region.

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

For these reasons, Southern Coal & Land Company urges the board to approve the joint application of CSX and NS.

I, Arthur E. Burgess 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 this 14th day of May, 1997.


Arthur E. Burgess Jr.



SOUTHERN FREIGHT LOGISTICS

East Tennessee Technology Park • P. O. Box 4546 • Building 1036 • Oak Ridge, TN 37831
Phone: (423) 241-4814 Fax: (423) 241-4837



VERIFIED STATEMENT OF
SOUTHERN FREIGHT LOGISTICS
STB 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 Lynn T. Domby, and I am President of Southern Freight Logistics Inc. (SFL). I have held my present position for ten (10) years. My duties as President of Southern Freight Logistics are to oversee the trucking and railroad operations.

Southern Freight Logistics is an intermodal trucking and shortline railroad. We work with NS at the following location: Knoxville, Tennessee.

Based upon our experience in providing the services described above and working with 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.

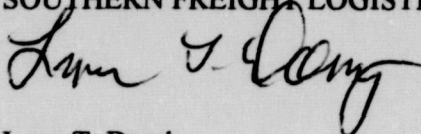
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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.

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

I, Lynn T. Domby, 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 15, 1997.

Sincerely,

SOUTHERN FREIGHT LOGISTICS, INC.



Lynn T. Domby
President

LTD\ral



SOUTHERN FREIGHT LOGISTICS

East Tennessee Technology Park • P. O. Box 4546 • Building 1036 • Oak Ridge, TN 37831
Phone: (423) 241-4814 Fax: (423) 241-4837



May 23, 1997

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

Reference: CSX Corporation and CSX Transportation; 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 Lynn T. Domby and I am President of Southern Freight Logistics located in the East Tennessee Technology Park in Oak Ridge, TN. Our Company is located on the former DOE K-25 site which is being decontaminated and privatized. We are working with various DOE contractors in developing seamless transportation involving rail and truck. We are also establishing a short line rail operation which will connect with Norfolk Southern at Blair, TN.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility and rail line will connect with NS we would welcome the benefit of increased market access in connection with NS to and from the northeast. Current Conrail conditions do not favor north/south trade because their best interest is served with east/west long haul business. Additionally, many customers in the northeast have only Conrail service and competition will be greatly enhanced with two major carriers such as NS and CSX competing for their business.

We strongly support the Norfolk Southern/CSX purchase and division of Conrail.

Sincerely,

SOUTHERN FREIGHT LOGISTICS

Lynn T. Domby
President

VERIFICATION

I Lynn T. Domby, 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

Lynn T. Domby



Southern Illinois Railcar Company

**Executive Park Two
505 Buckeye Drive
Troy, Illinois 62294**

**(618) 667-2700
FAX (618) 667-4175**

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:

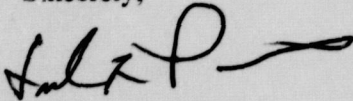
Reference CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operation Leases/Agreements -- Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No 33388.

Southern Illinois Railcar Company 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 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 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 there rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service and seamless synergies.

Southern Illinois Railcar Company is a railcar leasing company and, as such, feels this transaction will result in new long haul traffic for both CSX and NS, reduce truck traffic and will create a need for additional railcars to handle this business. We currently lease thousands of cars that operate on CSX and NS and look forward to potential opportunities to supply railcars for increased traffic flows from the Northeast.

To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved in an expeditious manner.

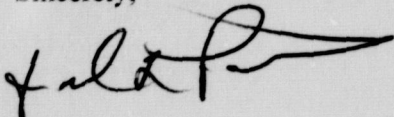
Sincerely,



Fred L. Parsons
President

I, Fred L. Parsons, 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.

Sincerely,

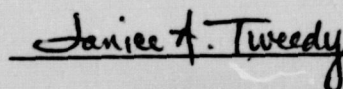


Fred L. Parsons
President
Southern Illinois Railcar Company

State of Illinois
County of Madison



Signed before me on May 28, 1997 by Fred L. Parsons.



Southern Indiana Wood Preserving Company, Inc.

May 29, 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:

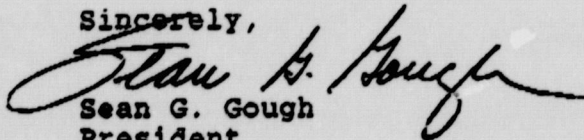
I am writing to express support for approval of the transaction which will allow Norfolk Southern and CSXT to acquire Conrail and subsequently divide its assets.

Southern Indiana Wood Preserving Company Inc. treats railroad crossties at our facility in Winslow, Indiana. We are served by the Algers, Winslow and Western Railway, which connects with Norfolk Southern at Oakland City, Indiana. We sell to customers located throughout the United States. In 1995, we shipped 122 carloads to various destinations by rail.

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. Joint line rail service into the Northeast has tended to inhibit our ability to reach markets in that geographic area. The competitive environment that Norfolk Southern and CSXT's acquisition and division of Conrail will develop can help to expand our reach into those markets. Southern Indiana Wood Preserving Company Inc. is eager to have the acquisition of Conrail confirmed by the Surface Transportation Board in order to experience its benefits.

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,



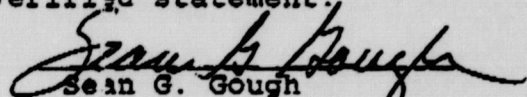
Sean G. Gough
President

Southern Indiana Wood Preserving Company, Inc.

VERIFICATION

I, Sean G. Gough, 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


Sean G. Gough

3818 S. County Road 50 E • Winslow, Indiana 47598 • (812) 789-5331 • FAX (812) 789-5335

CROSSTIES • SWITCHTIES • FLANGE TIMBERS • TIMBER PANEL CROSSINGS

SOUTHERN MINERALS, INC.

P. O. BOX 5066
PRINCETON, WEST VIRGINIA 24740
(304) 425-5173

May 1, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket # 33388
1925 K Street, N.W.
Washington, D.C. 2043-0001

Re: Norfolk Southern and CSX Acquisition of Conrail

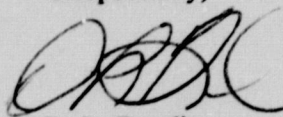
Dear Mr. Williams

Southern Minerals, Inc. is a small coal mining business in McDowell County, WV with annual sales in excess of \$11,000,000. These sales are totally dependent on the rail transportation provided by Norfolk Southern. Approximately 30% of Southern's production is shipped to coke makers in the northeastern U.S. whose facilities are serviced by Conrail. Under the current railroad structure, however, final deliveries are often made by truck after railcars are off-loaded on the lines of NS. Such steps are necessary to provide the best delivered cost to the customer. Single-line rail transportation would definitely provide efficiencies/cost savings to Southern Minerals and its customers.

Norfolk Southern has explained that it is asking the Surface Transportation Board to approve the transaction which allows the acquisition of Conrail by Norfolk Southern and CSX and the subsequent division of Conrail's assets between the two purchasers.

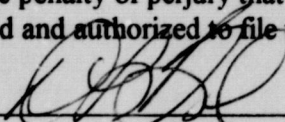
Southern Minerals, Inc. supports Norfolk Southern's plan before the Surface Transportation Board so as to enhance and expand its existing markets in the northeastern U.S.

Respectfully,



D. L. Bowling
President

I, D. L. Bowling, 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 this 1st day of May 1997.



D. L. Bowling

SOUTHERN PACKAGING AND DISTRIBUTION CENTER
P. O. BOX 6623
JACKSONVILLE, FLORIDA 32236-6623
(904)764-0811

VERIFIED STATEMENT OF
SOUTHERN PACKAGING AND DISTRIBUTION CENTER
FINANCE DOCKET NUMBER 33388

TO: MR. VERNON A WILLIAMS, SECRETARY
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388
1625 K STREET, N. W.
WASHINGTON, D. C. 20423-0001

Dear Mr. Williams:

My name is Wendell Davis, and I am the Manager of Southern Packaging and Distribution Center, 5550 W. 5th Street, Jacksonville, Florida 32254.

I have held my position for some time now. My duties include Managing the Trucking Facilities within our Company from overseeing Dispatch to Shipping containers to Saudi Arabia. We pull Rail Pigs for ourselves and other customers to and from the various Rail Heads in Jacksonville, Florida and we are a Contract Carrier for the State of Florida. We work with Norfolk Southern in the Jacksonville Florida area in addition we work with CSX Rail Road at Jacksonville, Florida.

Based on 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 Rail Road in their effort to acquire Conrail and then divide the Conrail System.

Growth in the Intermodal Industry will benefit my Company. Providing 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.

page one of two

Norfolk Southern's capital investment in it's 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 Norfolk Southern's commitment to safety, as evidenced by its evidence of continued success in winning the Harridan Award.

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

I, Wendell Davis, declare under penalty of perjury that the fore going is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on May 21, 1997.

Sincerely,



WENDELL DAVIS
MANAGER
SOUTHERN PACKAGING AND
DISTRIBUTION CENTER



SPI

Southern Polymer, Inc.

6151 Powers Ferry Road, N.W. • Suite 590 • Atlanta, GA 30339 • (770) 916-0607 • FAX (770) 916-0608

May 27, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K. Street, N.W.
Washington, DC 204230-0001

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 Guerry G. Barton, and I am Vice-President of Southern Polymer, Inc. My duties include buying and selling plastic resin via the railroads.

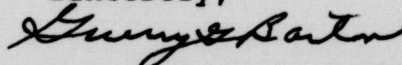
Southern Polymer sells plastic resin and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations. Our business is very competitive and freight cost is a major factor in our business.

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 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 carrier, which causes service to suffer and non-competitive prices.

TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE JOINT APPLICATION OF NS AND CSX TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB. We also feel it is in everyone's interest that this approval be granted in an expeditious manner.

I, Guerry G. Barton, 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,



Guerry G. Barton, Vice President
Southern Polymer, Inc.

cc:
CSX Representative
Mr. Rick Lentz



SPI

Southern Polymer, Inc.

6151 Powers Ferry Road, N.W. • Suite 590 • Atlanta, GA 30339 • (770) 916-0607 • FAX (770) 916-0608

May 16, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Ave. NW
Washington, DC 20423

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

Dear Secretary Williams:

My name is Abby Harahus and I am an employee at Southern Polymer, Inc. a plastic broker located in Atlanta, Georgia. One of my principle responsibilities is to oversee our company's traffic and freight transportation activities. We ship a significant quantity of plastic pellets every year, so transportation expenses have a big impact on our profit margins. Our company currently utilizes several modes of freight transportation, including rail service provided by both CSX and Norfolk Southern and by truck as well.

I understand that CSX Corporation and Norfolk Southern have requested the Surface Transportation Board's approval for their plan to acquire Conrail. Our company fully supports this plan and we urge the Board to approve it in a timely manner.

How would the CSX-Norfolk Southern proposal benefit companies like Southern Polymer? In several ways:

First, the CSX-Norfolk Southern plan would allow each company to offer more single-line shipping service. Following the Conrail acquisition, CSX and Norfolk Southern plan to divide the old Conrail lines and match them up with their existing rail networks. This will eliminate the old interchanges that were required when switching from a CSX or a Norfolk Southern line to a Conrail line. We have always found single line service to be faster, more direct, and more cost effective than multi-line service.

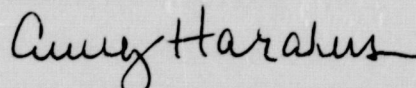
Second, the CSX-Norfolk Southern plan will allow each railroad to compete directly with trucking transportation. For many shippers, trucks are currently the only efficient, cost-effective transportation option. This is one of the main reasons trucks have taken over east coast interstates like I-85 and I-95. But after the Conrail merger, with more single line routes, both CSX and Norfolk Southern will be able to offer shippers a choice: rail service that is just as fast, just as reliable, and just as cost effective as trucking. More competition between rails and trucks means better service and lower prices all around.

These are the reasons Southern Polymer supports the CSX-Norfolk Southern plan. Please share this letter with your colleagues on the Board and let them know that we believe you should vote to approve the CSX-Norfolk Southern plan as soon as possible. Thank you for your time and attention.

I, Abby Harahus, 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 16th day of May, 1997.

Sincerely yours,



Abby Harahus



SOUTHERN PRECISION CORPORATION

P.O. BOX 100035
BIRMINGHAM, ALABAMA 35210

1500 GEORGIA ROAD (IRONDALE)

May 19, 1997

(205) 956-3556
FAX (205) 956-8081

The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
Attn: STB Finance Docket #33388
1201 Constitution Avenue, N.W.
Washington, D. C. 20423-0001

Dear Mr. Williams:

My name is Robert N. McCulley, and I am President of Southern Precision Corporation. I have been with Southern Precision for twenty-six years and have held my current position for three years.

Southern Precision produces patterns and tooling for the foundry industry, plastic injection molding for the plastics industry, rubber molds for the rubber industry, numerically controlled machining for a variety of industry including satellite communications and foundry sand for the foundry industry. Our sand coating operation located at 4400 Powell Avenue, Birmingham, AL is located on the lines of Norfolk Southern. During 1996 we received approximately 656 covered hopper cars of sand from Roff, OK, Guion, AR and Hurtsboro, AL and shipped approximately 153 covered hopper cars of coated sand to Charlotte, NC.

We support approval of the transaction which will allow NS and CSXT to acquire Conrail and subsequently divide its assets. We are confident that the purchase of CR lines by sound financial carriers will provide quality rail service to this area.

For these reasons I support the application of NS to merge with Conrail.

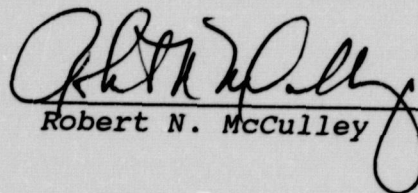
May 19, 1997

Sincerely,

SOUTHERN PRECISION CORPORATION

Robert N. McCulley
President

I, Robert N. McCulley, 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.


Robert N. McCulley

RNM/scd



**Southern Recycling
Sales, L.L.C.**

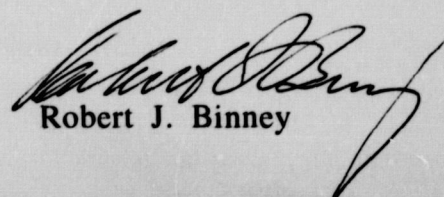
**VERIFIED STATEMENT OF
ROBERT J. BINNEY
ON BEHALF OF
SOUTHERN RECYCLING SALES, L.L.C.
DOCKET NO. 33388**

I am Robert J. Binney, Transportation Manager of Southern Recycling Sales, L.L.C. Southern Recycling Sales, L.L.C. is located in New Orleans, LA. I am responsible for the transportation of ferrous and non ferrous scrap from and to our twenty locations in the states of Alabama, Arkansas, Florida, Louisiana and Mississippi.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach into the Midwest and East. In particular, the acquisition will bring us new access to Conrail served mills in these regions. Since the cost of transportation plays such an important role in determining our markets new single line service created by the acquisition of Conrail by CSX and NS will enable us to do business in the Midwest and East.

Southern Recycling Sales, L.L.C. appreciates the opportunity to support the acquisition of Conrail by CSX and NS and we urge the Board to approve it.

I, Robert J. Binney, 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 16th day of May, 1997.


Robert J. Binney

364

* Southern States Cooperative, Inc.
6606 West Broad Street
Richmond, Virginia 23230-1717
Mail Address: P.O. Box 26234
Richmond, Virginia 23260-6234
Telephone (804) 281-1000



May 5, 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:

My name is Luther Wright and I am Director of Transportation for Southern States Cooperative. I am responsible for all rail and truck transportation in our company, and annual distribution costs totaling close to \$100 million per year.

Southern States Cooperative is an agricultural cooperative operating in Delaware, Kentucky, Maryland, North Carolina, Virginia and West Virginia. We purchase, process and manufacture high-quality feeds, seeds, fertilizers and fuel, as well as distribute farm, home, and garden supplies for thousands of farm and non-farm families. Southern States distributes these products through a network consisting of 6 fertilizer plants, 10 fertilizer terminals, 9 feed mills, 4 distribution centers, 13 grain marketing facilities, and over 500 retail stores. All of our plants, terminals, and feed mills are served by NS, CSX, CR or various short lines; and many of our retail stores are rail served as well. During calendar year 1996, Southern States shipped or received almost 13,000 rail cars. Fertilizer materials, grain and feed ingredients, and propane accounted for the majority of these cars which shipped from 21 states and Canada.

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 in the manner which has been described to me. There is an obvious need for two competing railroads in the Northeast where the shipping public has had to operate under "captive shipper" conditions for too long. This Northeast market has seen service deteriorate and rates escalate over the years as usually is the case when there is no competition. While there may have been historical reasons for insulating northeastern railroading from competition, that time is past, and it is time for customers doing business in this market to have competitive choices. NS and CSX are comparable in terms of size and scope, and would provide these choices.

We are looking forward to not only an increase in competition, 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 to provide increased market penetration into areas in which we have been unable to compete adequately.

In summary, Southern States Cooperative believes that approval of the joint application of NS and CSX to acquire Conrail should be granted by the STB.

I, Luther Wright, 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.

Sincerely,


Luther R. Wright
Director of Transportation
Southern States Cooperative

VERIFIED STATEMENT OF SOUTHERN TRUCKING 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 Juan Castillo and I am President of Southern Trucking located in Stockbridge, Ga. I have been in the drayage business for seven years.

Southern Trucking is a drayage company involved with transporting rail intermodal shipments to/from the Norfolk Southern and CSX facilities in the Atlanta area.

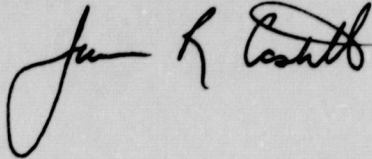
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service 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 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. We believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Juan Casstillo, 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 28th, 1997.

Sincerely,

Juan Castillo
President - Southern Trucking

A handwritten signature in dark ink, appearing to read "Juan R. Castillo", written in a cursive style.

May 15, 1997

Verified Statement on behalf of:
SOUTHGATE TRUCKING CO.
STB 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 David L. Miller, and I am Vice-President of Southgate Trucking Co., 1400 Sewells Point Road, Norfolk, VA 23502. I have held my present position for 20 years. My duties include daily management, office, driver and mechanic hiring, building and equipment maintenance, equipment purchasing, revenue, expenses, safety, accidents, workmen's compensation, vehicle licenses, rates, regulations, steamship container per diem, NS Railroad trailer detention and other various duties.

Southgate Trucking Co. has been involved with intermodal transportation for over 25 years. In the 70's we were the ramp operator in Newport News, VA for the C&O R.R. plus handled their local drayage of containers and piggyback trailers. Throughout this time, we have held interchange agreements with The C&O R.R., Southern Railway System, Seaboard System Railroad, Norfolk & Western Railroad, CSX Corp. and Norfolk Southern Corporation. We currently hold interchange agreements with over 50 steamship lines that serve the port of Hampton Roads and Norfolk Southern Corporation at their Norfolk, VA ramp.

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.

Through these years, we have enjoyed a close business rapport with local and home office steamship lines, railroads and piggyback consolidators until March, 1993, when we received a "Dear John" letter from CSX Intermodal advising that our interchange agreement had been terminated due to a low volume of interchanges written in the previous year. We were one of the first piggyback

SOUTHGATE TRUCKING CO.

P.O. Box 41055
Norfolk, Virginia
23541-1055



Mr. Vernon A. Williams
Secretary
Surface Transportation Board

- 2 -

May 15, 1997

draymen in this area and continue to offer this service but we do not control the volume of piggyback trailers tendered to our company by piggyback consolidators. Negotiations to reverse this decision were unsuccessful. By the consolidation of railroads over the years in this area, it is clear to us that the lack of competition has enabled the CSX to pick and choose the draymen of their choice to serve their Portsmouth, VA ramp.

As you can detect, we are fortunate to have two competing railroads in this area. Otherwise, if CSX controlled this area, our company would not be allowed to compete in the drayage of piggyback trailers.

Having two rail competitors in the Northeast with strong rail systems in the Southeast, should promote the growth of intermodal traffic which should benefit my company.

I, David L. 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 on May 15, 1997.

Sincerely,

David L. Miller
David L. Miller
Vice President

DLM: jmp





READY MIXED CONCRETE • CONCRETE BLOCK • CLAY BRICK • CERAMIC TILE

May 21, 1997

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.;
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 Larry Quesenberry, and I am Vice President of Southland Supply Inc., of Murfreesboro, Tennessee, for nearly 50 years a premium provider of bricks and other building supplies in central Tennessee. I write to add Southland Supply to the list of companies backing the proposed sale of Conrail to CSX and Norfolk Southern.

About 500 railcars a year of brick and other goods move to and through our facilities. From our vantage point, we see three main benefits resulting from the Conrail transaction. I will briefly describe each.

More direct routes will create more transport options. It's no secret that rail transport east of the Mississippi is no match for the competitive systems in the western U.S. The Conrail bottleneck is a large part of the problem, creating unnecessary delays through interchanges, particularly in the New Jersey/New York area. The division of Conrail lines between NS and CSX would give both railroads an opportunity to establish direct-line service to many markets, making rail a more reliable shipping alternative.

More rail competition will lower transport costs. More rational routes would help rail compete with truck transport, creating pressure on both sides to keep prices low and service high. That's positive news for companies like ours -- and for our customers as well.

More competitive prices will open the door to new markets. More direct-line service and more price competition translates into a significant competitive advantage for Southland Supply -- an advantage we'll use to win new customers in new markets.

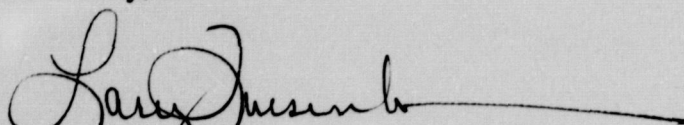
The sale of Conrail will allow the long-overdue rationalization of East Coast rail to move forward, with benefits across our economy, and across the country. On behalf

of Southland Supply, I strongly urge the Surface Transportation Board to approve the sale of Conrail to CSX and NS without delay.

I, Larry Quesenberry, 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 21st day of May, 1997.

Sincerely,


Larry Quesenberry

SOUTHPORT CFS INC.

VERIFIED STATEMENT OF
SOUTHPORT CFS, 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 John Tominelli, and I am President of Southport CFS, Inc., 9270 N.W. 100th Street, Medley, Fl. 33178. I have held my present position for 10 years. My duties include overseeing all operations at our facilities, including, but not limited to dispatching, transloading, customs handling and general management of our container freight station.

Southport CFS is a motor carrier offering local drayage in South Florida from NS terminals at Miami and Ft. Lauderdale and between the Port of Miami. In addition, we also work with the CSX and FEC railroads at the same locations. We also offer warehousing, transloading and customs clearance.

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 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 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.

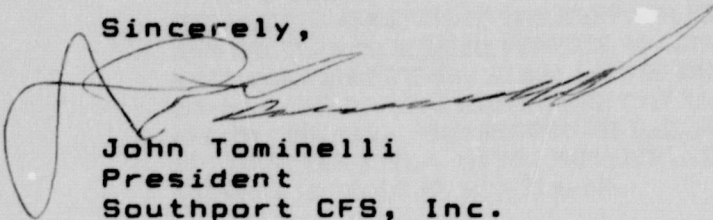
Mr. Vernon A. Williams
May 29, 1997
Page 2

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 the approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, John Tominelli, 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,



John Tominelli
President
Southport CFS, Inc.

SPARKLE CARTAGE

3209 Ridgedale Drive
Garland, Texas 75041
(972) 717-2777

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
SPARKLE CARTAGE
FINANCE DOCKET NO. 33388

May 30, 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 Phillip J. Juergens, and I am Owner of Sparkle Cartage, 3209 Ridgedale Drive, Garland, Texas, 75041. I have held my present position for 2 years. My duties include Intermodal Operations and Drayage for Mark VII Transportation Co. Inc .

Sparkle Cartage is a drayage company operating in Texas. We work with NS as the following locations: Memphis, TN and New Orleans, LA. In addition, we work with CSX at both.

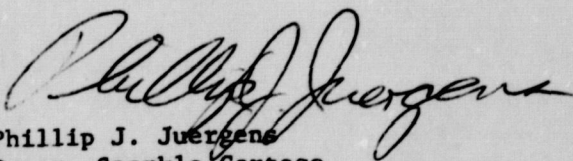
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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.

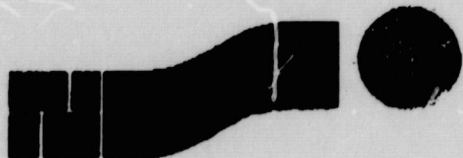
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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, Phillip J. Juergens, 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,


Phillip J. Juergens
Owner, Sparkle Cartage

**Spartan Iron & Metal Corp.**

**Verified Statement of
Marvin Siegel
on behalf of
Spartan Iron & Metal Corp.
STB Finance Docket No. 33388**

I am Marvin Siegel, President of Spartan Iron & Metal Corp. Spartan Iron operates facilities in Spartanburg and Greenville, South Carolina. As President, I have overall operating responsibilities, including transportation requirements, for both locations. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

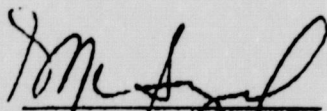
Spartan Iron processes scrap metal and ships various grades of scrap to our customers, who are steel mills primarily located in South and North Carolina. We handle approximately 750 carloads of scrap metal annually via CSX.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand our market reach in the Eastern U.S. In particular, the acquisition will bring us new access to CSX-served steel mills in this region.

In our business, consistent and reliable rail transportation is crucial to our logistics management. The scrap metal 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, Spartan Iron urges the Board to approve the joint application of CSX and NS.

I, Marvin Siegel, 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 13th day of May, 1997.


Marvin Siegel

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

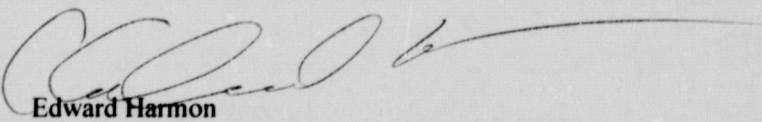
Dear Secretary Williams:

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, Edward Harmon, 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 15 day of May 1997, 1997.


Edward Harmon
President
Spartan Warehouse & Distribution

SPAULDING BRICK CO., INC.

120 MIDDLESEX AVENUE, P.O. BOX 9117, SOMERVILLE, MA 02145-9117
TEL (617) 666-3200 FAX (617) 625-8110



SPAULDING BRICK CO., INC.
SPAULDING BRICK CO. OF RI
SPAULDING TILE CO.

May 27, 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 RICHARD ROSSETTI

SPAULDING BRICK CO., INC.

My name is Richard Rossetti, and I am Traffic Manager of
Spaulding Brick Company. I have held my present position for 10
years. My duties include management of shipping, receiving and
warehousing.

Spaulding Brick Company is a distributor of bricks and we have
facilities located in the Mass., and RI area. These facilities
are currently served by ST interchange from CR & NS and we ship/
receive approximately 150 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, Richard Rossetti, 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 15, 1997.

Sincerely,

SPAULDING BRICK CO., INC.

Richard Rossetti
Traffic Manager

RR/gb



Specialty Minerals Inc.
The Chrysler Building
405 Lexington Avenue
New York, NY 10174-1901

VERIFIED STATEMENT OF David C. Kane

May 28, 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 David C. Kane. I am the Director of Transportation for Specialty Minerals Inc./Barretts Minerals Inc with offices in "The Chrysler Building" 405 Lexington Ave., New York, NY 10174-1901. My responsibilities include planning for rail service, negotiation of rail contracts, and arranging for carload shipments.

We have followed the Conrail story over the last several months with great interest. The solution which NS and CSX have presented to the question of "who gets Conrail" appears to be fair and equitable.

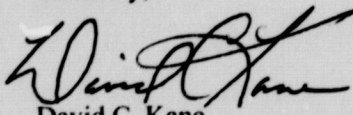
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail.

Two carriers of relatively equal size and scope may increase the frequency of seamless rail service, and improve equipment utilization.

We believe the joint application of NS and CSX to acquire Conrail should be approved by the STB.

I, David C. Kane, 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 May 28, 1997.

Sincerely,


David C. Kane
Director of Transportation



Specialty Minerals Inc.
P.O. Box 615
485 Carrsville Highway
Franklin, VA 23851
Tel 757 562-7511/7953
Fax 757 562-7739

**VERIFIED STATEMENT OF RICHARD SAVOY
SPECIALTY MINERALS INCORPORATED**

My Name is Richard Savoy, I am Plant Manager of Specialty Minerals Inc., Franklin, Virginia. I have held my position for the past 5 ½ years. My duties include acquiring calcium oxide for use in our Precipitated Calcium Carbonate (PCC) manufacturing facility.

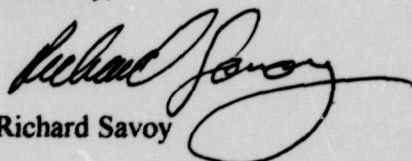
Specialty Minerals Inc is a division of Minerals Technologies Inc, a world wide minerals company with over fifty locations. Our Franklin, Virginia location uses Norfolk & Southern to transport calcium oxide to our facility. During 1996 we received 400 railcars.

I 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 Norfolk Southern, 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 Norfolk Southern 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 currently enjoying single line service in the northeast. We have used Norfolk Southern for the past 5 ½ 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 the reasons described above, I support the application of Norfolk Southern and CSX to acquire Conrail. **Finance Docket No. 33388**

I, Richard Savoy, 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 on May 29, 1997.

Sincerely,


Richard Savoy



570 Industrial Park Drive
Selmer, Tennessee 38375
300-264-OILS (6457)
FAX 901-645-4810

May 21, 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 Paul Aylor, and I am Purchasing Manager of Spectrum Corporation. I have held my present position for 12 years. My duties include all raw material purchases and inbound transportation services for said raw materials.

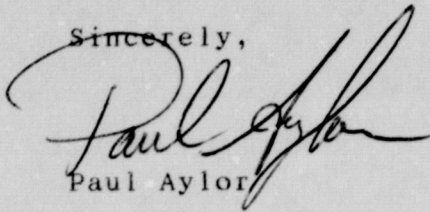
Spectrum is a blending and packaging company located in Selmer, TN. This facility is presently served by NS. During 1996, we received 150 carloads from our suppliers.

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.

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

I, Paul Aylor, declare under penalty and 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,

A handwritten signature in cursive script, appearing to read "Paul Aylor", written over the printed name.

Paul Aylor

SPIRIT & SANZONE DISTRIBUTORS CO., INC.



Lite

Miller
Genuine Draft

Seagrams
COOLERS



93 ROUTE 49, P.O. BOX Q
VERBRASKA AVENUE
6495 FLY ROAD

MARCY, NY 13403
AMSTERDAM, NY 12010
E. SYRACUSE, NY 13057

315-724-3101 FAX 315-724-8952
518-843-5600 FAX 518-843-5601
315-463-6103 FAX 315-463-0666

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.

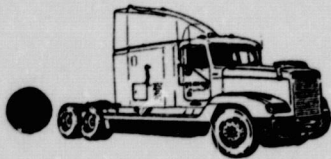
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight 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, Francis S. Sanzone, 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.

Francis S. Sanzone II

Francis S. Sanzone II
Spirit & Sanzone Distributors Co.



Piggyback & Containers

708/354-8888
FAX 708/354-8915
Robert Denton

SPIRIT TRUCKING

P.O. Box 404
Willow Springs, IL 60480-0404

May 30, 1997

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 SPIRIT TRUCKING COMPANY FINANCE DOCKET NO. 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 George Hines, and I am a partner of Spirit Trucking Company, 6408 Joliet Road, Countryside, IL. I have held my present position for seven years. My duties include positioning intermodal equipment in and out of all rails in the Chicago area for a variety of major shippers.

Spirit is an intermodal carrier. We work with NS at the following locations: Chicago, Louisville, Detroit, Georgetown, and Norfolk.

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 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 non-competitive.

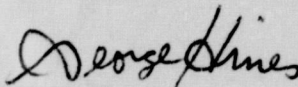
While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And the rail carriers which will compete in the northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and be able to provide a competitive service. This split service will provide the opportunity to ship via "the other rail" in cases where our shipper experiences unpredictable delays or when severe weather conditions and/or heavy traffic affect our ability to make the desired rail cutoff.

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' 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' commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

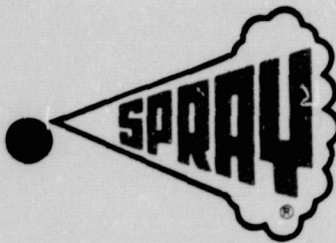
To summarize, we believe that the application of NS and CSX to acquire Conrail should be approved by the STB.

I, George Hines, 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,



George Hines
Partner
Spirit Trucking Company



PRODUCTS CORPORATION

HOME OFFICE

1323 CONSHOHOCKEN ROAD
P.O. BOX 737
NORRISTOWN, PENNSYLVANIA 19404
TELEPHONE 610-277-1010 FAX # 610-277-4390

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, Andrew A. Orr, 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 21st day of MAY, 1997.

Andrew A. Orr
President
Spray Products Corporation

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:

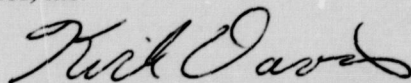
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better 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
Specialized Services, Inc.





ST. GEORGE WAREHOUSE, INC.

Consolidations • Container Freight Station • Distribution • G.O. & Bonded Warehouse • Storage • Trucking • Warehousing

2035 East Vista Bella Way • Rancho Dominguez, California 90220 • Tel: (310) 764-4395 • Fax: (310) 632-2625

Verified Statement of
Leo C. Des Lauriers
on Behalf of
St. George Warehouse Co.
STB Finance Docket #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:

I am Leo C. Des Lauriers, General Manager of St. George Warehouse. St. George Warehouse is located at 2035 E. Vista Bella Way, Rancho Dominguez, CA 90220. I am responsible for the overall operation of St. George Warehouse since 1989 and have been employed with the International and Domestic Transportation field for 25 years.

St. George Warehouse is a U.S. Customs Container Freight Station, U.S. Customs Bonded G.O. and General Warehouse part of the intermodal infrastructure supporting the Los Angeles/Long Beach Port Group.

An efficient and cost competitive Domestic Intermodal Transportation infrastructure is essential to the success of St. George Warehouse as well as all like business moving traffic thru the Los Angeles/Long Beach Port Group. St. George Warehouse devans in excess of 20,800 40' ocean containers per calendar year from which St. George reconsolidates 5200 x 48' Domestic Intermodal Trailers for movement by rail on an annual basis. The joint acquisition of Conrail will be in St. George Warehouse best interest since the expanded CSX System would be capable of providing a complete competitive intermodal service on either a door to door or ramp to ramp basis. Over all efficiencies will benefit St. George in the areas of equipment availability, intransit load tracing and transit time thru destination.

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.

390

AFFILIATE OFFICES:

SOUTH KEARNY, NJ

Tel: (201) 578-8400

Fax: (201) 578-4844

ATLANTA, GA

Tel: (404) 762-3707

Fax: (404) 762-1522

MIAMI, FL

Tel: (305) 884-1390

Fax: (305) 884-6313

HOUSTON, TX

Tel: (713) 674-3030

Fax: (713) 674-3060

CHICAGO, IL

Tel: (847) 957-1886

Fax: (847) 957-2263

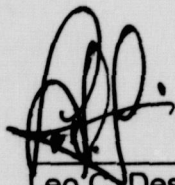
2. We also anticipate that joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to St. George Warehouse because the enhanced CSX system will allow us more flexibility to expand our service network into the northeast area of the country. St. George Warehouse will be able to ship cargo into an additional 10 railheads in the expanded CSX System. Conversely our sister companies St. George Miami, St. George Atlanta, St. George Houston and St. George New York will directly benefit by expanded CSX System in that they can ship and receive domestic Intermodal trailers loads via the more efficient integrated rail system as proposed by CSX/NS/Conrail merge.

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 Leo C. Des Lauriers 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 19th day of May 1997.



Leo C. Des Lauriers
General Manager
St. George Warehouse Co.,

Standard Car Truck Company

865 BUSSE HIGHWAY
PHONE (847) 692-6050

•
TELEX 27-0651

PARK RIDGE, ILLINOIS 60068
FAX (847) 692-7404

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENT --
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

VERIFIED STATEMENT
OF

STANDARD CAR TRUCK COMPANY

Standard Car Truck Company

865 BUSSE HIGHWAY
PHONE (847) 692-6050

•
TELEX 27-0651

PARK RIDGE, ILLINOIS 60068
FAX (847) 692-7404

VERIFIED STATEMENT OF STANDARD CAR TRUCK COMPANY

My name is Richard A. Mathes, and I am President of Standard Car Truck Company. I have held my present position for eight years. My duties include direct contact with all Class I railroads in North America, private rail car owners, and freight car equipment leasing companies as key customers. Standard Car Truck enjoys a 65 percent market share in North America, while our products are used on all types of freight cars in the industry. Our company depends on a strong competitive rail system for our very existence.

Standard Car Truck Company is a design and marketing company for railroad freight car truck stabilization systems. SanCast, Standard Fabrication, Melampy Manufacturing, J and D Supply and Henry Miller Spring are wholly owned subsidiaries. Anchor Brake Shoe Company L.L.C. is a joint venture between Standard Car Truck and ABC Rail Products. Over 80 percent of our business volume is directly rail related.

Our facilities are located in three states: Illinois, Ohio, and Pennsylvania. Most of the products shipped from our locations go via truck, but we also have the ability to ship via rail if requested. A competitive transportation market place is the key to continued success in the market place.

We support the approval of the transaction, which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both railroads and their customers, we would welcome the benefit of increased eastern rail market competition, which will stimulate the demand for more rail cars and thus railcar products.

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Because transportation expenses



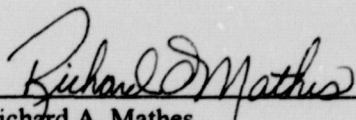
are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets
- improve equipment utilization through better, more-direct and faster service, which will
- reduce truck traffic on major interstate lanes, and
- extend CSX and NS's quality service to new markets.

It is our understanding that approval will provide almost equal market share for CSX and NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routes and terminal areas.

We ask that the Surface Transportation Board approve the application of NS and CSX to acquire Conrail.

I, Richard A. Mathes, 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.


Richard A. Mathes
President - Standard Car Truck Company

RAM:sd

RAM\NSCSXCON

cc: William A. Wiles, Norfolk Southern Corp.
CSX



The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
May 22, 1997

Attention: STB Finance Docket #33388
1925 K Street NW
Washington, DC 20423-0001

Dear Secretary Williams:

My name is John O'Loughlin; I am the Inventory Control Manager for Star Distributors, Inc. a wholesale distributor of finished beer and non-alcoholic beverage products. Among my responsibilities are arranging shipment from various breweries to our warehouse facility. Star Distributors is not involved in the manufacture of the products it resells. Transportation costs have a significant impact on the profitability of our business. Competitive rates and reliable service, particularly with breweries located in Norfolk Southern's current territory, have enabled me to maximize rail transportation for our company, thus enabling Star Distributors to remain competitive with other distributors in our state.

I understand that Norfolk Southern is asking the Surface Transportation Board to approve its acquisition of Conrail, with certain divestitures of Conrail lines and trackage rights to other rail carriers to ensure rail competition in the northeastern United States for the future. Competitive rail service is important for our company. Star Distributors constantly strives to improve its service and offer competitive pricing. The same competitive motivation should also apply to the rail industry.

Our experiences with Norfolk Southern have been very satisfactory. Their service, timeliness and quality of equipment are of the highest standards. Star Distributors would benefit from a merger of Norfolk Southern and Conrail.

We ask the Surface Transportation Board to approve Norfolk Southern's application to acquire Conrail.

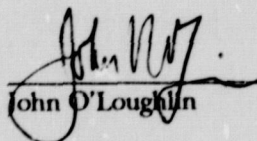
Sincerely,


John O'Loughlin

VERIFICATION

I, John O'Loughlin, 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.


John O'Loughlin

STAR  DISTRIBUTORS, INCORPORATED
POST OFFICE BOX 1200, NEW HAVEN, CONNECTICUT 06505
OFFICE AND WAREHOUSE: 10 EDER ROAD, WEST HAVEN, CONN. 06516 TEL. 203/932-3536

395