

STB

FD

33388

6-23-97

A

180274V4B

8/14



RICHARD L. FRUCCI
President

VERIFIED STATEMENT OF
STAR FREIGHT
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 Richard L. Frucci and I am President of Star Freight, P.O. Box 669088, Charlotte, NC. 28266-9088. Star Freight is a motor carrier/drayman that operates out of the Norfolk Southern Intermodal facilities in Charlotte, NC; Atlanta, Ga; as well as CSX.

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 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. 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.

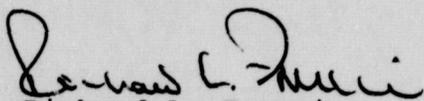
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in it's 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 it's evidence of continued success in winning the Harriman Award.

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

I, Richard L. Frucci 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,



Richard L. Frucci
Star Freight
P.O. Box 669088
Charlotte, NC 28266-9088

STAR PAPER CO.

111 Presidential Blvd./Suite 245
Bala Cynwyd, PA 19004 U.S.A.
Phone (610) 660-5951 Fax (610) 660-5952

April 28, 1997

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

Dear Mr. Williams:

My name is F. Thomas Gallagher, Vice President Sales of Star Paper Company, with its headquarters at 111 Presidential Blvd., Bala Cynwyd, PA 19004.

Star Paper Company is a secondary paper broker with sales of \$50,000,000 annually. Transportation is a vital factor to the success of our business. We utilize rail and truck, divided 25% rail and 75% truck. My responsibilities as Vice President of Sales include the direct oversight of our transportation requirements that include inbound and outbound rail shipments of scrap paper to and from various locations, presently served by Norfolk Southern. All of our rail transactions are handled within the United States.

We understand that Norfolk Southern Corporation is asking the Surface Transportation Board to approve its acquisition of ConRail. This would include certain divestitures of ConRail lines and trackage rights to other rail carriers to ensure rail competition in the Northeastern United States for the future. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-rail transportation. Joint 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 in the Northeast.

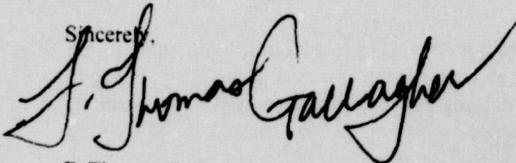
We support Norfolk Southern Corporation's plan. We think that it may enable us to expand our markets from areas we have not been able to reach because of what we can only perceive to be impediments placed in our way by ConRail, with objectives and goals differing from those of Norfolk Southern. We sincerely believe that Norfolk Southern Corporation is a well-managed, efficient, customer oriented railroad and would very much like to see those attributes injected into ConRail territory.

Finally, we support and endorse Norfolk Southern's plan to introduce rail competition into areas in which ConRail has enjoyed a virtual monopoly since its formation in the 1970s.

If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think Norfolk Southern's plan before the Surface Transportation Board does this and we, therefore, support it.

I, F. Thomas Gallagher 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 4/28 1997.

Sincerely,



F. Thomas Gallagher
Vice President of Sales



May 19, 1997

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

Verified Statement on behalf of Starrett Service, Inc.
STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Dwayne Boss, and I am Operations Manager of Starrett Service, Inc., 3869 Manchester Rd S.W., Massillon, Ohio 44647. I have held my present position for ten years. My duties include responsibility for intermodal transportation including all supporting functions such as safety, maintenance, etc.

Starrett Service, Inc. is a motor carrier serving the eastern half of the United States. We work with NS at Navarre, Ohio.

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

Mr. N. Dwayne Boss
Operations Manager

NDB:kjp



P.O. BOX 15376 • HOUSTON, TEXAS 77220

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
START TRUCKING, INC.
FINANCE DOCKET NO. 33388

May 27, 1997

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

Dear Mr. Williams,

My name is Thomas Arcidiacono, and I am President of Start Trucking, Inc., 4811 McCarty, Houston, Texas 77220. I have held my present position for 10 years. My duties include trucking throughout Texas for the IMC's working with Norfolk Southern and CSX.

Start Trucking, Inc. is a intermodal transportation-motor carrier. We work with NS as the following location: New Orleans, LA. In addition, we work with CSX at 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 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.

HOUSTON

Tel: (713) 674-4411
Fax: (713) 674-5422

LAREDO

Tel: (210) 717-1717
Fax: (210) 717-3000

460

Page 2
Support-Start

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

Sincerely,



Thomas Arcidiacono
President
Start Trucking, Inc.

Phone (317) 552-5021
FAX (317) 552-6886

Steel Slitting Co.

Custom Coil Processing and Warehousing

Capacities:
.012 to .220 Gauge
35,000lb. Mill Coil Weight

P.O. Box 102
215 S. 28th Street
Elwood, Indiana 46036

April 28, 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/ Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

Verified Statement of Steel Slitting Company, Inc.

My name is Richie L. Brunner, and I am President of Steel Slitting Company, Inc. I have held my present position for thirteen years. My duties include the long-range strategic planning of the company's operations, and the transportation of steel coils to and from our facility in Elwood, Indiana is a significant factor.

Steel Slitting is a toll processor of steel coils. We slit wide master coils from the producing mills into commercial usable widths for the automotive, appliance, tubing, agricultural, and building industries located throughout the Midwestern region. Our only facility is located in Elwood, Indiana, which is served by Norfolk Southern Corporation. We receive coils from steel mills located in Cleveland; Weirton, WV; Pittsburgh, Wheeling, WV; Middletown, OH; Gary, IN; East Chicago, IN; Portage, IN; Ecorse, MI; St. Louis, MO; and Hennepin, IL. During the 1990's, we received numerous carloads of coil steel from several of these destinations. We are in the midst of a capital expansion program that will be adding significant warehouse floor space to our present facility, and a

RECEIVED
GROUP SALES MANAGER

MAY 1 1997

NORFOLK SOUTHERN CORP

402

The Honorable Vernon A. Williams

rail spur into the warehouse building is a primary feature that will permit us to grow our business. Our rail volume is expected to increase several fold as a result of this additional rail spur installation into the warehouse.

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

I, Richie L. Brunnermer, 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



Richie L. Brunnermer,
President
Steel Slitting Company, Inc.

Officially recognized by the United States Department of Education

Since 1900

has provided the highest quality of education for over 100 years

[This page intentionally left blank.]

Faint, illegible text, possibly bleed-through from the reverse side of the page.

[This page intentionally left blank.]

Faint, illegible text at the top of the page, possibly bleed-through from the reverse side.

Second line of faint, illegible text, also likely bleed-through.

[This page intentionally left blank.]



STEELFAB

Steel Construction
Founded 1955

VERIFIED STATEMENT OF PHILLIP SHERRILL

STEELFAB, INC.

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 Phillip Sherrill. I am the Executive Vice-President of SteelFab, Inc. located in Charlotte, NC. SteelFab manufactures structural steel for the construction industry. We have recently installed a rail siding and began receiving steel beams via rail in April of this year.

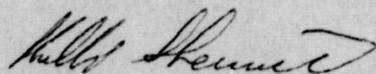
We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located 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 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, Phillip Sherrill, 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,



Phillip Sherrill
Executive Vice-President
SteelFab, Inc.

MADE IN U.S.A.
PLEASE RECYCLE

**STEELMET, INC.**

15th Street & River Road
P.O. Box 369
McKeesport,
Pennsylvania 15134
(412) 672-9200
Telex: 86-6132
Fax: (412) 672-0824

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

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

VERIFIED STATEMENT OF STEELMET, INC. FINANCE DOCKET NO. 33388

My name is Patrick McGuire, and I am the Traffic Manager of Steelmet, Inc.. I have held my present position for nine years. My duties include responsibility for the corporation's international and domestic transportation and distribution.

Steelmet, Inc. is the largest domestic and international processor of stainless steel scrap. We have ten domestic facilities, two of which are served by Conrail: Elizabeth, New Jersey and Chicago, Illinois (via BRC). We sell our products to J&L Specialty Steel, Armco Steel and Allegheny Ludlum Steel. J&L is served by Conrail via the Midland Railroad, Armco is served by Conrail via the B&LE and Allegheny Ludlum is served directly by Conrail. During 1996, we shipped 600 gondola cars from Chicago and 60 gondola cars from Elizabeth, NJ. to these mills (we acquired Elizabeth in October, 1996, and are executing plans for its development to ship by rail).

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 for single-line rail transportation since two of our facilities and three of our customers are located on lines which will belong to the Norfolk Southern. Furthermore, we trust that the economies of scale that would be achieved will allow freight rates to be maintained at reasonable levels, will allow for greater capital expenditure in equipment, and will make good customer sales and service even better.

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



STEELMET, INC.

15th Street & River Road
P.O. Box 369
McKeesport,
Pennsylvania 15134
(412) 672-9200
Telex: 86-6132
Fax: (412) 672-0824

I, Patrick McGuire, 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.

Yours very truly,

A handwritten signature in black ink, appearing to read 'Patrick A. McGuire', written over a large, stylized, circular flourish.

Patrick A. McGuire
Traffic Manager



Established 1873

177 S. BURHANS BOULEVARD
HAGERSTOWN, MARYLAND 21740

301/733-1600 • FAX 301/733-1650

May 15, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
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:

Steffey Findlay is a wholesaler of masonry material in Hagerstown, Maryland. As President, it is my job to see to it that approximately 40 rail cars of brick are received at our yard from vendors during a year.

In our field, quality is a must. So is a competitive rate structure. Our 100-year-old business couldn't stay open a day longer if we overpriced our goods.

Somehow, however, the same competitive pressures don't seem to fully apply to freight railroads. I want the Conrail acquisition deal to go through so I can see two evenly matched Eastern freight railroads go head to head for my business.

I also want the greater efficiency that will come from more direct routes to our customers. For all these reasons, I urge you to speedily approve the Conrail acquisition.

I, Phil Adams, 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.

Brick
Coal
Concrete Products
Fuel Oil
Plaster Products
Trowel Trade Tools
Wallboard & Wallboard Products

411

Sincerely,

Phil Adams

Phil Adams

Stein Steel

May 15, 1997

Page 1 of 2

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

Stein Steel has been in business in Atlanta since 1923. We are a structural and miscellaneous steel fabricator located across the street from the CSX Intermodal Facility. We have been at this location for approximately 40 years during which time we have been provided rail service from CSX Corporation and predecessor companies such as A&WP/Georgia Railroad.

Many years ago the majority of our raw material was received by rail. In more recent years, our rail service has become far more unreliable and therefore we have found it necessary to obtain the majority of our raw material by truck and minimal raw material by rail. The lack of coordination that results in delays with rail shipments are, as far as we can see, a result of several problems including too many interchanges. We need direct, single-line service. We also need a dependable and cost effective rail service that can give us a high-quality rail choice to trucks.

It is my understanding that approval of the Conrail acquisition by CSX and Norfolk Southern would result in our receiving high quality dependable rail service. For that reason we hope you approve of the Conrail Acquisition by CSX and Norfolk Southern as soon as possible.

I, Bert Stein, 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.



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
May 15, 1997
Page 2 of 2

Executed this 15th day of May 1997.

Very truly yours,

STEIN, STEEL & SUPPLY COMPANY


Bert J. Stein
President

103-BJS/jb

cc: Mr. John Q. Anderson
Executive Vice President - Sales & Marketing
CSX Transportation
500 Water Street, J120
Jacksonville, FL 32202



Steiner-Liff Iron & Metal Company
 Recycling For The Future

VERIFIED STATEMENT OF
General Thomas E. Swain, USA (Ret)
on behalf of
STEINER-LIFF IRON AND METAL COMPANY
STB Finance Docket No. 33388

I am General Thomas E. Swain, USA (Ret), Special Assistant to the Chairman of the Board and Acting Chief of Ferrous Operations of Steiner-Liff Iron and Metal Company located in Nashville, Tennessee. I am responsible for overall ferrous operations of the Company; overall coordination with CSX; oversight of transportation, maintenance, human resources, and handling personal and special issues for the Chairman of the Board. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Steiner-Liff Iron and Metal Company collects recyclable materials to help maintain a clean, safe and healthy community and at the same time recovers metals, ferrous and non-ferrous, to be reused in finished products. Steiner-Liff is the largest recycler of these metals in Tennessee and ships scrap iron and metals for recycling purposes only to our customers, who are foundries, steel mills, and other scrap processors predominately located in the southeastern sector of the United States. We handle 750 carloads of scrap material annually via CSX. In addition, the Company represents the interests of Southeastern Scrap Traders which is the exclusive scrap broker for the newly formed TRICO Steel Mill. This association could realize opportunities to move up to 1 million tons of scrap a year and additional rail transportation requirements for finished goods.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach into the northeastern sector of the United States. In particular, we believe that the acquisition will bring us new access to CSX served foundries and mills in this region.

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

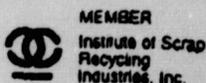
For these reasons, Steiner-Liff Iron and Metal Company urges the Board to approve the joint application of CSX and NS.

I, General Thomas E. Swain, USA (Ret), 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.

Thomas Swain

General Thomas E. Swain, USA (Ret)

P.O. Box 1182 • Nashville, Tennessee 37202
 710 South First Street • Nashville, Tennessee 37213
 Telephone 615/271-3300



Recycled Paper

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, Dale L. Stetson, 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 31 day of May, 1997.



Dale L. Stetson
Owner/Manager
Stetson Agway

Stevens Graphics, Inc.

713 R.D. Abernathy Blvd., SW
Atlanta, Georgia 30310-2064
Telephone 404 753-1121
Facsimile 404 752-0514



May 19, 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 Clifton Crawford and I work as the Shipping Supervisor here at Stevens Graphics, Inc., located at 713 Abernathy Boulevard, Atlanta, GA 30310. We at Clifton Graphics feel that the proposed acquisition of Conrail by NS and CSX would be beneficial to our company.

Clifton Graphics produces telephone directories and ships and receives some 5,000 parts every year by both rail (CSX and NS) and truck. Clearly, the efficiencies rendered CSX and NS by the acquisition would make them more commutative vis a vis trucking and tend to have a downward effect on shipping costs. This can only benefit those companies, like us, who must rely on shippers to move both our raw material and end product.

For these reasons, we at Steven Graphics urge you to approve the acquisition application as soon as possible.

Stevens Graphics, Inc.

713 R.D. Abernathy Blvd., SW

Atlanta, Georgia 30310-2064

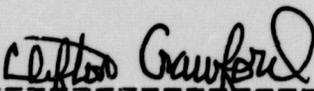
Telephone 404 753-1121

Facsimile 404 752-0514



I, Clifton Crawford, 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 19th day of May, 1997



Clifton Crawford

Stevens Graphics, Inc.

713 R.D. Abernathy Blvd., SW
Atlanta, Georgia 30310-2064
Telephone 404 753-1121
Facsimile 404 752-0514



May 30, 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 Larry Scott and I am the Support Services Manager at Stevens Graphics. My duties include over seeing the warehousing/transit of rolls of paper and paper waste into and out of our facility.

Stevens Graphics, Inc. is a manufacturer of telephone directories and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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, Larry Scott, 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,

Larry Scott, Support Services Supervisor
Stevens Graphics, Inc.

cc: CSX Representative
Mr. Al Williams



**VERIFIED STATEMENT OF
DANIEL F. BELL
ON BEHALF OF
STEVENS TRANSPORT
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 Daniel F. Bell, Vice President Logistics of Stevens Transport. Stevens Transport is located in Dallas, Texas. I am responsible for soliciting intermodal freight, assisting in negotiating with both customers and transportation vendors. I have been in my current position since March 1996 and have worked in the transportation field for 17 of years.

Stevens Transport is a transporter of general commodities in substantially full truckload quantities.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Stevens Transport moves approximately 2500 loads annually by rail in miscellaneous directions. The joint acquisition of Conrail will be in Stevens Transport'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 Stevens Transport because the enhanced CSX system will allow us more flexibility to expand our intermodal marketing efforts.**
- 3. We expect increased competitive access to ports in the New York and New Jersey areas.**

DB97-046

P.O. Box 279010 • Dallas, Texas 75227-9010 • (214) 216-8000

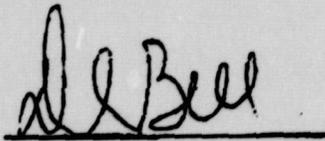
420

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, Daniel F. Bell, 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 16th day of May, 1997.

Signed:



Name:

Daniel F. Bell

Company Name:

Stevens Transport

DB97-046

421

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

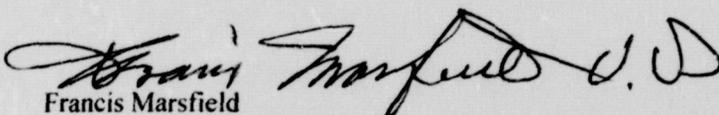
Dear Secretary Williams:

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 Marsfield, 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 April, 1997.


Francis Marsfield
The Stiles & Hart Brick Co.

Stolt Intermodal Services Inc.



A subsidiary of
Stolt-Nielsen S.A.

15602 Jacintoport Blvd.
P.O. Box 96438
Houston, TX 77213-6438
U.S.A.

Tel: (713) 457-1080
Fax: (713) 457-4903
Telex: 235917

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
Stolt Intermodal Services Inc.
FINANCE DOCKET NO. 33388

May 27, 1997

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

Dear Mr. Williams,

My name is Robert Millan, and I am Manager of Stolt Intermodal Services Inc., 15602 Jacintoport Blvd., Houston, Texas 77213-6438. I have held my present position for 3+ years. My duties include manage domestic transportation business for the Stolt-Nielsen Group.

Stolt Intermodal Services is a tank container operator/transport broker. We ship intermodal traffic in the following lanes throughout the United States: utilizing NS, Conrail, CSX, UP, BNSF, ICG, and KCSRR. NS serves the southeast lanes, while CR serves the northeast lanes, and CSX serves both lanes. During 1996, we shipped 2,000 containers 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,



Page 2
Support-Stolt

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. Single line opportunities from NY-NJ area to points West and South.

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

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

I, Robert Millan, 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,

Robert Millan
Manager
Stolt Intermodal Services, 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

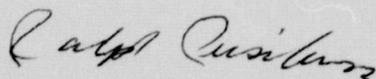
Dear Secretary Williams:

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, Ralph Pusilano, 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 11 day of April, 1997.



Ralph Pusilano
Stone Container Corporation

VERIFIED STATEMENT
OF
WAYNE SCOTT
ON BEHALF OF
STONE CONTAINER CORPORATION

Finance Docket No. 33388

My name is Wayne Scott. I am Director, Transportation for Stone Container Corporation. My address is 150 North Michigan Avenue, Chicago, Illinois 60601. I have held this position since December, 1993.

Stone Container Corporation is a major multinational paper company with 1996 sales in excess of \$5 billion. Our primary operations are: the production and sale of paperboard and paper packaging, including kraft linerboard, corrugating medium, boxboard, kraft paper, corrugated containers, folding cartons, bags and sacks. The production of a variety of market pulps and through our investment in Stone-Consolidated Corporation, the production and sale of newsprint and groundwood paper. Other operations produce and sell packaging systems machinery, lumber and woodchips. Including our subsidiaries and affiliates, we maintain manufacturing facilities and sales offices in North America, Europe Central and South America, Australia and Asia.

In 1996, we spent \$560 million in freight to move our products. Of this figure, about \$248 million was for rail freight with about \$42 million for the CSXT, about \$31 million for Conrail and about \$21 million for the Norfolk Southern.

Directly, or through short lines these three railroads serve many of our facilities as we list below:

- The CSXT Railroad serves six of our mills located in Coshocton, Ohio; Florence, South Carolina; Hopewell, Virginia; Jacksonville, Florida; Panama City, Florida; and Port St. Joe, Florida.
- The Norfolk Southern Railroad currently serves four of our mills located in Coshocton, Ohio; Hopewell, Virginia; Panama City, Florida; and Port Wentworth GA.
- Conrail serves three of our mills in Coshocton, Ohio; Uncasville, Connecticut; and York, Pennsylvania.

continued on page 2

Shipments from these mills are made to our converting facilities where the linerboard, corrugating medium and kraft paper are converted into corrugated containers and bags. CSXT currently serves sixteen of our plants in ten states. Norfolk Southern serves six of our converting facilities in five states. Conrail serves sixteen plants in ten states. These railways also serve a number of our customers' plants in addition to the Stone facilities mentioned above.

Based upon the preliminary information that has been provided to Stone Container by Norfolk Southern and CSX, we support the approval of the transaction by which these two railways will acquire control of Conrail and then divide the assets and trackage of Conrail in the manner which has been described to Stone Container and which we presume will be described in the joint application of CSX and Norfolk Southern to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. We fully expect this transaction to provide Stone Container with new efficiencies in rates and service for our mills and plants currently being served by Conrail. We understand from our discussions with Norfolk Southern and CSX that competition will remain between these two railroads and that new, single-line service will provide benefits to shippers. We also expect that these two rail carriers will keep existing gateways open and that they will truly provide enhanced competition through choice of carrier.

Intermodal is a growing transportation option for Stone Container. We understand that both CSX and Norfolk Southern will grow their respective intermodal operations through the acquisition of Conrail. We view intermodal growth as another reason to provide our support for the application to purchase Conrail.

In addition, we are looking forward to experiencing not only the change from being served by one railroad increasing to two, but also the expanded market reach which single-line service by Norfolk Southern and CSX will offer. An extensive addition of single-line service will allow Stone Container to provide increased market penetration to areas in which we have been unable to provide rail service due to cost or service factors.

To summarize, based on the information provided to Stone Container prior to the filing, and for the reasons listed above, we believe that approval of the joint application of Norfolk Southern and CSX to acquire Conrail should be approved by the Surface Transportation Board.

VERIFICATION

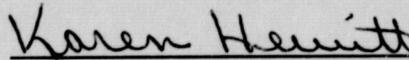
STATE OF ILLINOIS
COUNTY OF COOK

I, Wayne Scott, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 30th day of May, 1997.



Wayne Scott

Subscribed to me and sworn to before me on this 30th day of May, 1997.



Karen Hewitt



STONINGTON COOPERATIVE GRAIN COMPANY
P. O. BOX 350
STONINGTON, ILLINOIS 62567
(217) 325-3211

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

April 30, 1997

Re: Finance Docket # 33388 CSX Corporation
& CSX Transportation, Inc.
Norfolk Southern Railway Co.- Control & Operating Leases/
Agreement - Conrail Incorporated & Consolidated Rail Corp.

Dear Mr. Williams,

Stonington Cooperative Grain Company is a country grain elevator with sales of \$30,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 40% rail and 60% truck. Primarily, we ship to midwest and southeast grain processors and terminals in the U.S.

We understand that Norfolk Southern/CSX is asking the Surface Transportation Board to approve its joint 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.

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 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.

Finally, we support and endorse the joint NS/CSX plan to introduce rail competition into areas in which Conrail has enjoyed a virtual monopoly since its formation in the 1970s.

If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think Norfolk Southern's plan before the Surface Transportation Board does this and we support it.

We would recommend that this review be handled as promptly as possible to insure service of the railroads involved.

Sincerely,

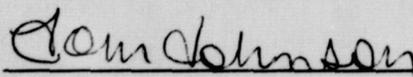
Tom Johnson

Tom Johnson
General Manager

STONINGTON COOPERATIVE GRAIN COMPANY
P. O. BOX 350
STONINGTON, ILLINOIS 62567
(217) 325-3211

VERIFICATION

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



Tom Johnson
General Manager



Storeys' Fruit & Produce, Inc.

74-76 Produce Center
3300 S. Galloway Street • Philadelphia, PA 19148
Phone: 215 • 336 • 0100
Fax: 215 • 755 • 3888

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, Dan Storey, 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 28 day of April, 1997.

Dan Storey
Storeys' Fruit & Produce, Inc.



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:

I write to you today on behalf of Stranex Terminals, Inc. to inform you of our company's strong support for the proposed plan by CSX Corporation and Norfolk Southern to acquire Conrail. We urge the Surface Transportation Board to approve this plan as quickly as possible because we believe it will result in a more competitive freight transportation system with better service and lower prices for shippers like us.

Let me tell you why.

My name is Rick Brooks and I am employed as the General Manager for Stranex Terminals. For the past 14 years, we have run a bulk terminal handling operation in Oxford Station, Ohio. As General Manager, one of my main duties is to supervise and help coordinate our company's shipping needs. Every year, we ship approximately 80,000 tons of fertilizer, lumber, and grains using both rail and truck service.

One of the biggest problems we run into with rail service is the constant switching between lines. This creates uncertainty and delay, which is bad for our customers, and adds to our shipping cost, which is bad for our bottom line. If CSX and Norfolk Southern were to acquire Conrail and divide the company's lines, it would eliminate costly and burdensome interchanges and create more single-line routes. This means more direct service, faster transit times, and lower shipping costs.

But the CSX-Norfolk Southern plan won't just create two stronger, more competitive rail companies. It will make the entire freight transportation system more competitive because more single-line rail service can compete directly with trucks for shipping business. The result will be lower prices for both rail and truck freight transportation.

The CSX-Norfolk Southern proposal adds up to one thing for shippers: better service at a lower price. That is why Stranex Terminals supports the plan and urges the Surface Transportation Board to approve it as **swiftly as possible**.

Stranex Terminals Inc.

P.O. Box 43

Oxford Station, Ontario K0G 1T0

(613) 258-3495

Fax: (613) 258-7149

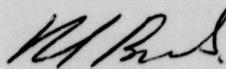
Stranex For Storage and Handling Excellence

432

I, Rick Brooks, 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 15rd day of May, 1997

Sincerely,

A handwritten signature in cursive script, appearing to read "Rick Brooks".

Rick Brooks



Stratton Lumber Company, Inc.

P.O. Box 337 • Nicholasville, Kentucky 40340-0337

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.

Dear Mr Williams:

My name is W.R. Baker and I am Vice President of Stratton Lumber Co., Inc.. I have been with Stratton Lumber Co., Inc. for 32 years. My wife and I own the above named company, along with a subsidiary Midsouth Reload which is a reload facility operating in Nicholasville, KY served by Norfolk Southern Railroad.

Stratton & Midsouth Reload supports the approval of the transaction by 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 their 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 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,

W.R. Baker
Vice President
WRB/tss

VERIFICATION

I, W.R. Baker, 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.

WR Baker



STREAMLINE SHIPPERS ASSOCIATION, INC.

A Not For Profit Organization

VERIFIED STATEMENT of
STREAMLINE SHIPPERS ASSOCIATION, INC.
on behalf of
CSX and NS

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 Timothy Horton, Director of Operations of Streamline Shippers Association, Inc. Streamline Shippers Association is located in Vernon, California. I am responsible for the selection of modes of transportation and carriers, customer service, etc. I have been in my current position since 1993 and have worked in the transportation field for nineteen years.

Streamline Shippers Association is a shippers cooperative established in 1969. Streamline provides transportation and logistic services for over 3,000 members of the Association.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Streamline moves approximately 22,000 loads annually by rail via various rail carriers. The joint acquisition of Conrail will be in Streamline'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 Streamline because the enhanced CSX system will allow us more flexibility to expand the services provided to our members

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

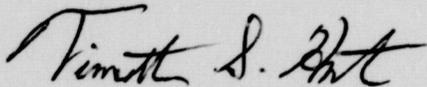
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more 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, Timothy Horton, 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 the 15th day of May, 1997.

Sincerely,

STREAMLINE SHIPPERS ASSOCIATION, INC.



Timothy S. Horton
Director, Operations

TSH/sp



STREAMLINE SHIPPERS ASSOCIATION, INC.

A Not For Profit Organization

May 19, 1997

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

**RE: VERIFIED STATEMENT of
STREAMLINE SHIPPERS ASSOCIATION, INC.
FINANCE DOCKET NO. 33388**

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

Streamline Shippers Association is a shippers cooperative established in 1969. Streamline provides transportation and logistic services for over 3,000 members of the Association.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Streamline moves approximately 22,000 loads annually by rail via various rail carriers.

It is my understanding that NS and CSX 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, our members which ship or receive product into and out of the Northeast have

May 19, 1997
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Page 2 of 2

had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

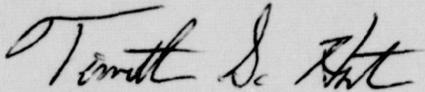
In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed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

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

I, Timothy S. Horton, 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,

STREAMLINE SHIPPERS ASSOCIATION, INC.



Timothy S. Horton
Director, Operations

TSH/ds

STRICKLAND Trading Inc.

101 Carnoustie
Shoal Creek, AL 35242

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

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 33388.

VERIFIED STATEMENT OF CRAIG MEDDERS

STRICKLAND TRADING, INC.

My name is Craig Medders, and I am V.P. of Strickland Trading, Inc. I have held my present position for 3 1/2 years. My duties include trading and arranging freight for the purchased material.

Strickland Trading, Inc., is a scrap iron and steel trading company. Many of our suppliers and consumers facilities are located on the lines of Norfolk Southern Rail Road and CSXT. During 1996, we shipped approximately 2000 carloads to these destinations.

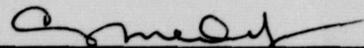
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since many of our suppliers and consumers are located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail 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 customers 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 on any Conrail lines which they acquire.

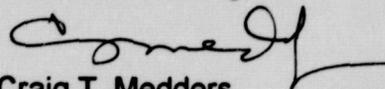
(205) 995-9550

FAX: (205) 995-9549

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

I, , 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 5/21/97, 1997.

Sincerely,
Strickland Trading, Inc.



Craig T. Medders
Vice President

May 15, 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 in reference to the proposed joint acquisition of Conrail by CSX and NS. As the President of Strine Printing Company, Inc., I am offering my company's support for the proposed transaction and to advise that the Board approve it.

Strine Printing Company, Inc., is a medium-sized, quality commercial sheetfed printer. We have had a successful business relationship with Conrail for several years, producing numerous printed pieces.

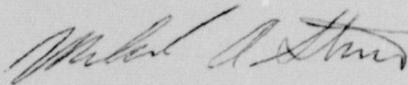
We have witnessed several of our customers go through similar transactions in the past. The result has always been to create a stronger, more competitive company that is able to meet its customers needs more efficiently. We have also observed that the creation of expanded systems results in greater capital investment and improved communications. We have seen improved information systems with respect to the business we conduct with these companies, and believe that such investment and communication enhancements benefit the public in general.

Strine Printing believes that the proposed acquisition would be in our best interests, as well as in the interest of the public. We strongly urge the Board to approve this application.

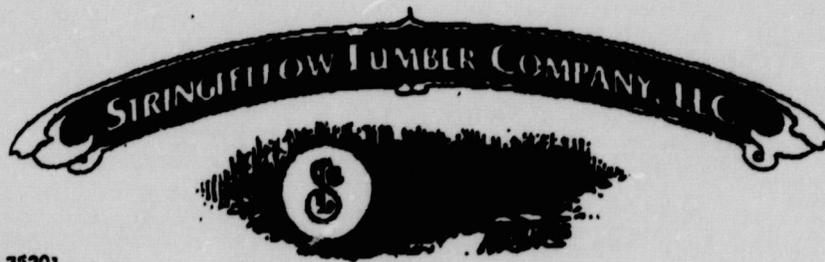
Vernon A. Williams
May 15, 1997
Page 2

I, Michael A. Strine, 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, appearing to read "Michael A. Strine".

Michael A. Strine



P.O. BOX 1117
BIRMINGHAM, ALABAMA 35201

205-731-9400

VERIFIED STATEMENT

Neal Young on behalf of Stringfellow Lumber Company, LLC
STB Finance Docket No. 33388

My name is Neal Young. I am Vice President of Stringfellow Lumber Company, LLC. On behalf of Stringfellow Lumber Company, LLC, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Stringfellow Lumber Company, LLC is a lumber wholesaler. We are located at 724 3rd Avenue North, Birmingham, Alabama. We have distribution sites in Birmingham, Alabama, East Point, Georgia, and Winder, Georgia.

We ship approximately 70% of our product by rail, constituting 900 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current transportation, and it is our preference to ship by rail when the service allows it. The destinations should allow us to reduce our reliance on trucking and lower our costs.

Further, the acquisition will open up new markets from the Northeast. Our ability to compete from the Northeast has been hampered by the lack for direct access to the market. In many cases, the costs associated with an interchange has made our product uncompetitive. The acquisition will solve this problem by providing single line service to the area.

Again, please accept the support of Stringfellow Lumber Company, LLC for the acquisition of Conrail by CSX and Norfolk Southern.

I, Neal Young, 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.

Neal Young
Vice President
Stringfellow Lumber Company, LLC



STROH

THE STROH BREWERY COMPANY
100 RIVER PLACE
DETROIT, MICHIGAN 48207-4291
(313) 446-2000

May 13, 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,

I am Victor N. Consiglio, Manager, Transportation with The Stroh Brewery Company of Detroit, Michigan. My company is involved in the business of producing and marketing high quality alcoholic/non-alcoholic beverages for worldwide distribution. I am responsible for all logistics/transportation matters as they relate to our eight breweries, two distribution centers, and 1,400 customers. I have been involved in the logistics/transportation industry for over 23 years and have been authorized by The Stroh Brewery Company to act on it's behalf in this matter. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

The Stroh Brewery Company ships thousands of railcar and intermodal shipments annually from our breweries to over 1,400 customer locations worldwide. Therefore, Stroh sees significant benefits to our transportation needs from a combined CSX, NS, Conrail railroad network. Conversely, we see no anti-competitive consequences as a result. CSX Railroad serves two of our breweries, one in Winston-Salem, North Carolina (jointly with NS) and the other in Tampa, Florida. In addition, Conrail serves our brewery in Lehigh Valley, Pennsylvania. We at Stroh believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates. Since Conrail, CSX, and NS each serve our various breweries we would have more efficient, single line service. It has been our experience that single-line service is faster, more reliable, and allows for better equipment tracking than joint carrier movement.

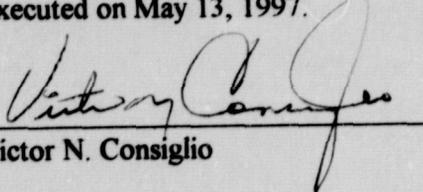
We are convinced that the Conrail acquisition will increase rail business, and that would be good for all shippers who rely on rail. Stroh is well aware that motor carriers haul most of the nations freight and that trucks dominate the freight markets especially in the East. Because the East will be served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

Page Two - Support Letter - Victor N. Consiglio - The Stroh Brewery Company

In summary, I can see a great benefit to The Stroh Brewery Company as a result of the application to acquire Conrail 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, Victor N. Consiglio, 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.



Victor N. Consiglio

cc: J. Curtin
F. Ralko

nc/csxcr

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

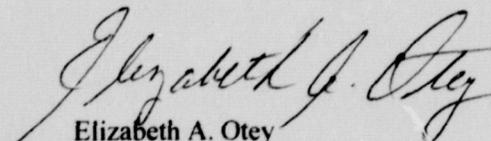
Dear Secretary Williams:

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, Elizabeth A. Otey, 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.



Elizabeth A. Otey
Structural Stone & Brick Co.



Subaru of America, Inc.
Subaru Plaza
PO Box 6000
Cherry Hill, NJ 08034-6000
(609) 488-8500

May 22, 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:

My name is George Marinaccio. I am Manager - National Traffic for Subaru of America, Inc., Cherry Hill, New Jersey. My office address is Subaru Plaza, P.O. Box 6000, Cherry Hill, N.J. 08034-6000. In my position, I am responsible for managing the transportation strategy for the distribution of finished vehicles from the assembly plant, SIA in Lafayette, IN and import vehicles from Japan. I have been in my current position since 1989, and have worked in the logistics field for over 30 years. 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 approve it promptly.

Subaru is a manufacturer of automobiles such as the Outback, Legacy and Impreza. We have a diverse dealer base and our vehicles are shipped all over the United States and Canada. Approximately 80% of our product is shipped on rail; the remaining 20% is on truck.

Subaru believes that the proposed transaction would be in our best interest, as well as in the interest of our customer. We strongly urge the Board to approve this application for the reasons detailed below:

1. We believe that the expanded CSX and NS systems would produce better service, better equipment utilization, and more competitive rates. We hope to have more efficient, single-line service with expanded systems. It has been our experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.

Vernon A. Williams

May 22, 1997

Page 2

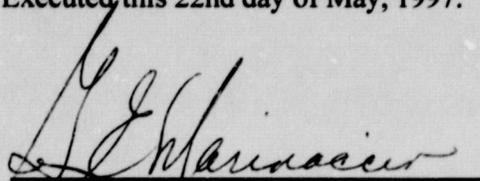
2. We also expect that with the increased number of destinations able to be reached in single-line service, we are more likely to be able to move outbound finished vehicles by rail than we can today, to more distant markets. This benefit is important to Subaru since expedient distribution of our automobiles is critical to our customers.

3. We are convinced that the proposed acquisition will increase rail business for the expanded systems, and that would be good for all of the shippers who rely on rail. Subaru is well aware that motor carriers haul most of the Nation's freight, and that trucks dominate the freight markets especially in the East. Because the expanded systems will be able to achieve greater efficiency, they will return more freight traffic to the rails promoting more long term capital investment and ensuring that rail service will grow into the future. These developments are, and should be, important to all rail shippers.

4. We find that the competition for our finished vehicles shipped from our plant in the Mid-west to the Northeast and even Southeast is not amongst the eastern railroads (Conrail/CSX/NS) as much as between truck versus railroad. Thus stronger systems through the transactions would definitely improve the railroad's competitive position.

In conclusion, Subaru of America, Inc. supports the application of CSX and NS and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

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



George Marinaccio

GM/jt
let522.doc

Suburban Propane

One Suburban Plaza • 240 Route 10 West • P.O. Box 206 • Whippany, NJ 07981-0206
Office 201-887-5300
<http://www.suburbanpropane.com>

MA 7 21, 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 Ross Gerard. My title is Rail Coordinator for Suburban Propane, LP. Our business address is 240 Route 10 West, Whippany, NJ 07981. As Rail Coordinator, my responsibilities include planning for rail services, negotiation of rail contracts, and arranging for carload shipments.

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

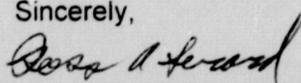
We support the approval of the transaction by which CSX and NS will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to us, and which will be described in the joint application of CSX and NS to control Conrail. There is a need for two competing railroads in the Northeast which own their own track and facilities. Customers which ship or receive products into and out of the Northeast have had the service of only one rail carrier for too long.

We believe two carriers of relatively equal size and scope will 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 in adequately.

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

I, Ross Gerard, 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 21, 1997.

Sincerely,



Ross A. Gerard
Rail Coordinator
Suburban Propane LP



Sudden Service, Inc.

649 North Church Avenue / Louisville, Mississippi 39339-2022
Phone (601) 773-8056 / 1-800-306-3111 / Fax (601) 773-9160

Sudden Service, Inc. is the exclusive master parts distributor for Taylor Machine Works, Inc.

May 23, 1997

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

Dear Mr. Williams:

My name is Craig Foster, and I am the Manager of Sudden Service, Inc., the parts and service support for Taylor Machine Works, Inc.

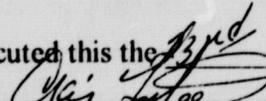
Based upon our experience in providing equipment for various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. While there may have been an historical reason for insulating northeastern railroading from 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

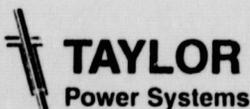
Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

Sincerely,

Craig Foster
Manager

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

Executed this the 23rd day of May, 1997.
 Craig Foster, Manager





Sudden Service, Inc.

649 North Church Avenue / Louisville, Mississippi 39339-2022
Phone (601) 773-8056 / 1-800-306-3111 / Fax (601) 773-9160

Sudden Service, Inc. is the exclusive master parts distributor for Taylor Machine Works, Inc.

May 23, 1997

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

Dear Mr. Williams:

My name is Donny Todd, and I am the Manager of Component Rebuild, a division of Sudden Service, Inc.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

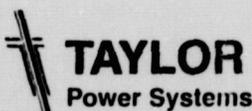
Sincerely,

Donny Todd
Manager

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

Executed this the 23RD day of MAY, 1997.

Donny Todd Donny Todd, Manager



TaylorBuilt
Machining & Hydraulics



SUMITRANS CORPORATION

3333 NEW HYDE PARK ROAD, SUITE 406, NEW HYDE PARK, NY 11042

Telephone
(516) 684-3100

TELEX: RCA 275833
CABLE: TRANSUMIT NEW YORK
FAX: (516) 627-3799

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

My name is Orquidea Catalanotto. I am the Senior Vice-President for Sumitrans Corporation. My business address is 3333 New Hyde Park Road, Suite 406, New Hyde Park, N.Y. 11042. As Senior Vice-President, my responsibilities include planning for rail service, negotiation of rail contract, 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. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers who ship or receive products into and out of the Northeast have had the service of only one rail carrier.

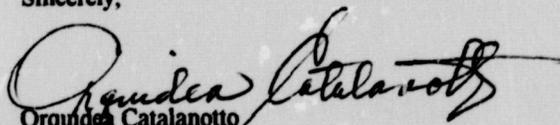
I believe two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

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

I, Orquidea Catalanotto, 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 13, 1997.

Sincerely,


Orquidea Catalanotto
Senior Vice-President
Sumitrans Corporation

Sumter Transport Company

Sumter, South Carolina 29151

May 9, 1997

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

RE: CSX Corporation and Norfolk Southern – Application
To Control and Operated Lines of Consolidated Rail Corp.

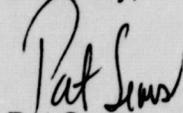
Dear Secretary Williams:

My name is Pat Sears. I am Vice-President / Sales for Sumter Transport Company in Sumter, South Carolina. My office address is 170 South Lafayette Boulevard, Sumter, SC 29150. In my position, I am responsible for coordinating the sales of our trucking services for 27 states. I have been in my current position for six months and have worked in the trucking field for eight years. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

Sumter Transport Company is a medium-sized trucking operation that relies strongly on trans-loads from various railroads. We believe the acquisition of Conrail by CSX and NS would produce more opportunities for our operation as we are currently conducting business with CSX but not Conrail. I know this may seem contrary to popular belief, but motor carriers and railroads can work to enhance each other's business.

In conclusion, Sumter Transport supports the application to acquire Conrail and requests that the Board moves as expeditiously as possible to assure approval. We feel this is a good way to increase our growth in the trans-load business.

Sincerely,



Pat Sears
Vice-President / Sales

I, Pat Sears, declare under penalty of prejury that the foregoing is true and correct.
Further, I certify that I a qualified and authorized to file this verified statement.

Executed this 9th day of May, 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
Sun & Shade Lawncare
FINANCE DOCKET NO. 33388

May 29, 1997

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

Dear Mr. Williams;

~~My name is Beth Weinstein of Sun & Shade Lawncare. My duties include~~
maintaining the lawn at the Columbus, OH intermodal facility.

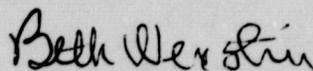
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service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

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

I, Beth Weinstein, 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,



Beth Weinstein
Sun & Shade Lawncare



Sun Coal & Coke Company
1111 Northshore Dr Ste N-300
PO Box 10388
Knoxville TN 37919
423 558 3202 Phone
423 558 3280 Fax

May 12, 1997

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

**Re: Verified Statement of JACK D. LOVELY on behalf of SUN COAL
COMPANY**

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

Dear Mr. Williams:

I am Jack D. Lovely, Vice President Sales, of Sun Coal Company ("Sun Coal") located at Landmark Center, Suite N300, 1111 Northshore Drive, Knoxville, Tennessee 37939-0388. I am responsible for the sales and marketing of approximately two million tons of steam coal annually. Sun Coal also produces and markets an additional 650,000 tons of met coke and approximately one million tons of metallurgical coal.

I am writing to express my company's support for the acquisition of Conrail by CSX Corporation and CSX Transportation, Inc. ("CSX") and Norfolk Southern Railway Corporation ("N/S").

Sun Coal ships met coal and coke to the steel industry in the eastern United States as well as steam coal to major eastern U.S. utilities. All shipments originate on the CSX or the N/S rail systems.

C:\WPDOC\SUNADMIN\54

Victor A Williams
May 12, 1997
Page 2



We believe that the acquisition of Conrail by CSX and N/S will allow us to expand and extend our market search in the northeastern met and steam markets as well as future export potential.

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

For these reasons, Sun Coal urges the Board to approve the joint application of CSX and N/S.

I, Jack D. Lovely, 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.

Signed by:

JACK D. LOVELY
Vice President, Steam Coal Sales
Sun Coal Company

Executed this 11th day of May, 1997.

C:\WPDOC\SUNADMIN.BM

VERIFIED STATEMENT OF DEBORAH M. FRETZ
ON BEHALF OF SUN COMPANY, INC.
FINANCE DOCKET # 33388

My name is Deborah M. Fretz, and I am Sr. Vice President of Lubricants and Logistics at Sun Company, Inc. I have held my position for 3 years. I am responsible for all worldwide surface, water, pipeline, and air transport movements for Sun Company, Inc. This includes rail and motor transportation. Sun's 1996 logistics expenditures totaled \$600MM. My scope also includes operations, sales and marketing for Sun's Lubricants Division with 1996 sales of \$600MM.

Sun Company is a fortune 150 company with sales of \$11.3MM in 1996. Sun owns and operates six refineries, one chemical plant, forty-three terminals, and utilizes eight public terminal and transload facilities. The locations of these sites are identified on appendix "A".

Our customer and supplier base includes sales to and receipts from locations in 49 states via rail and truck shipments in both bulk and package modes. Over 90% of our surface transport shipments required specialized bulk liquid containers that we own, lease or contract for. Specifically, Sun owns and operates 300 rail tank cars and over 200 bulk tank trucks. We also lease 1720 rail tank cars to deliver our products produced.

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 that owns its own facilities. Rail carriers must be able to compete on equal terms. They must be comparable in terms of their size, scope and ability to provide a competitive service. I believe that in the current environment, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and synergies. Sun sells into an intensely competitive market for our products, with both domestic and imported goods offering regional alternatives to customers. It is absolutely critical that the northeastern refining market be competitive and the proposal by NS and CSX provides for the necessary balanced competition in our petrochemical and oil markets. Sun also has strong regional integrations in various product lines where we provide the raw materials for the ultimate producer. These finished product manufacturers must also be competitive on their sale prices for Sun to prosper and continue to provide the raw materials. The NS and CSX proposal also addresses these concerns.

STB

FD

33388

6-23-97

A

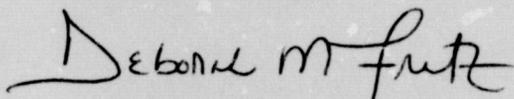
180274V4B

9/14

In addition, we are looking forward to experiencing not only the change from being served by more than 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 if NS and CSX to acquire Conrail should be approved by the Surface Transportation Board.

I, Deborah M. Fretz, 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.



Deborah M. Fretz
Sr. Vice President
Lubricants and Logistics
Sun Company, Inc.

Appendix "A"

<u>Sun Facility Location</u>	<u>Serving rail carrier</u>	<u># Rail Shipments 1996</u>
<u>Refineries</u>		
Marcus Hook, Pa	Conrail	5100
Point Breeze, Pa (Phila)	CSX	1250
Girard Point, Pa (Phila)	Conrail	380
Toledo, Oh	Conrail, Norfolk Southern, CSX, Grand Trunk	5150
Tulsa, Ok	BNSF, UPRR	6100
<u>Chemical Production Facility</u>		
Brandenburg, Ky	CSX	1800
<u>Terminals</u>		
Cleveland, Oh	River Terminal RR	270
Nederland, Tx	Kansas City Southern RR	1700
Savannah, Ga	Norfolk Southern, CSX	New location
Belmont, Pa	Truck service only	
Twin Oaks, Pa	Truck service only	
Malvern, Pa	Truck service only	
Akron, Oh	Truck service only	
Altoona, Pa	Truck service only	
Baltimore, Md	Truck service only	
Beaver, Pa	Truck service only	
Binghamton, Ny	Truck service only	
Blawnox, Pa	Truck service only	
Columbus, Oh	Truck service only	
Dayton, Oh	Truck service only	
Delmont, Pa	Truck service only	
East Providence, Ri	Truck service only	
Exton, Pa	Truck service only	
Fort Wayne, In	Truck service only	
Fullerton, Pa	Truck service only	
Hopkins Airport - Cleveland, Oh	Truck service only	
Inwood, Ny	Truck service only	
Kingston, Pa	Truck service only	
Louisville, Ky	Truck service only	
Mechanicsburg, Pa	Truck service only	
Montello, Pa	Truck service only	
New Haven, Ct	Truck service only	

Newark, Nj	Truck service only
Newburgh, Ny	Truck service only
Northumberland, Pa	Truck service only
Owosso, Mi	Truck service only
Paulsboro, Nj	Truck service only
Piscataway, Nj	Truck service only
Pittsburgh, Pa	Truck service only
Rensselaer, Ny	Truck service only
Revere, Ma	Truck service only
River Rouge, Mi	Truck service only
Rochester, Ny	Truck service only
Syracuse, Ny	Truck service only
Tamaqua, Pa	Truck service only
Toledo, Oh	Truck service only
Tonawanda, Ny	Truck service only
Willow Grove, Pa	Truck service only
Youngstown, Oh	Truck service only

Intermodal Terminals

Alston, Ma	Conrail	110
Gatx - Phila, Pa	Conrail	80
Buffalo, Ny	Conrail	90
Melvindale, Mi	Conrail	140
Louisville, Ky	CSX	30
Doraville, Ga	Norfolk Southern	180
Memphis, Tn	CSX	0
New Haven, Ct	Conrail	new location



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:

Sunds Defibrator Woodhandling designs and manufactures machinery for the pulp and paper industry with our main office located here in Birmingham, Alabama. I have been informed that the Surface Transportation Board will soon decide on the proposed acquisition of Conrail by CSX Corporation and Norfolk Southern. Sunds Defibrator Woodhandling supports this union and we request that the Board rule in favor of the plan.

As I understand the proposal, CSX and Norfolk Southern have requested permission to purchase Conrail and then divide that company's rail lines to form two stronger, more competitive rail networks. We currently ship through CSX (we use trucking transportation as well) and I am confident this plan will benefit our company.

When shipping our machinery to customers through CSX, we often have to interface with Conrail. Switching rail lines like this is expensive and time consuming. We have also found it difficult to obtain the special clearances Conrail requires when shipping large pieces of machinery like ours. We believe that a marriage of some of Conrail's lines with CSX's existing network would result in better service at a lower price in a shorter period of time. This is an important issue for companies like ours that transport large pieces of machinery with special shipping needs.

One additional benefit of the CSX-Norfolk Southern proposal, is that it will allow both companies to compete directly with trucking transportation. More competition within the freight transportation industry should create incentives for all shipping companies to keep prices low and improve their service.

Lets get this approved!

Sincerely,

J.I. Lahey
Vice President Sales
Sunds Defibrator Woodhandling, Inc.
Birmingham, Alabama

JIL/klc

f:\users\word\jil\surface.515

SUNDS DEFIBRATOR GROUP • A MEMBER OF RAUMA CORPORATION

FMP/MURRAY/CARTHAGE
104 INVERNESS CENTER PLACE
SUITE 300
BIRMINGHAM, AL 35242
(205) 995-0190
FAX: (205) 995-0198

MURRAY/CARTHAGE
3102 KENDALL DRIVE
P.O. BOX 2337
FLORENCE, AL 35360
(205) 764-4951
FAX: (205) 764-4998

CARTHAGE MACHINE
571 WEST END AVENUE
CARTHAGE, NY 13619
(315) 493-2380
FAX: (315) 493-6952

CARTHAGE MACHINE
P.O. BOX 560
2348 HWY 80 WEST
MORTON, MS 39117
(601) 732-8986
FAX: (601) 732-8989



Sunrise Cooperative, Inc.
82 Townsend Avenue
Norwalk, Ohio 44857-9708

419 668-3336
800 831-1351

Branches at:
Clarksfield
Kipton
Monroeville

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 Vickie Holdren. I am the grain manager of Sunrise Cooperative, Inc., Norwalk, Ohio and co-manage grain at SunMark, LTD., Mansfield, Ohio. I have originated and merchandised grain for seven years. My duties include managing rail and truck transportation, as well as elevator logistics. I am also responsible for selling our commodities into the most profitable markets possible and insure correct freight charges.

SunMark, LTD ships approximately 2,000 covered hoppers of corn, soybeans, and wheat per year out of Mansfield, Ohio. This facility is presently served by Conrail and the Ashland Railway. SunMark ships grain to Northeastern, Eastern, and Southeastern receivers located on Conrail and CSXT lines.

Sunrise Cooperative ships approximately 2,000 covered hoppers of corn, soybeans, and wheat per year out of Clarksfield and Monroeville, Ohio. These facilities are presently served by the Wheeling & Lake Erie Railroad switching to Norfolk Southern, Conrail, and CSXT railroads to Northeastern Eastern, and Southeastern receivers.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our SunMark facility is located on a line which will belong to NS, we would welcome the benefit of increased market access. 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. I sincerely believe that the availability of single line service to a larger network will enable us to grow our business much more effectively than is presently the case. Sunrise has used NS for several years on joint line service in conjunction with the Wheeling and Lake Erie Railroad and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

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

Vickie Holdren, 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 2, 1997.

SUNSHINE FEED & GRAIN CO., INC.

MEMBERS:

PENNAc INDUSTRIES ASSN.
NATIONAL GRAIN AND FEED ASSN.
AMERICAN FEED INDUSTRY ASSN.
NEW ENGLAND GRAIN & FEED COUNCIL
EASTERN FEDERATION OF FEED MERCHANTS

DUANE JONES, PRESIDENT

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

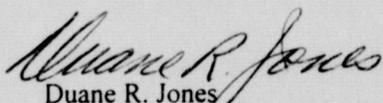
Dear Secretary Williams:

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, Duane R. Jones, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 5TH day of MAY, 1997.


Duane R. Jones
Sunshine Feed & Grain Co., Inc.

295 MAIN STREET, SUITE 1064 ♦ BUFFALO, NEW YORK 14203

(716) 852-2937 ♦ (716) 852-3855 FAX

466



Superfos Packaging, Inc.

North American Container

May 19, 1997

Allegheny County Industrial Park
11301 Superfos Drive
Cumberland, MD 21502
USA

Telephone + 301 759 3145
Telefax + 301 759 4905

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

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

Dear Secretary Williams,

My name is George Ivers, and I hold the position of Plant Manager of Superfos Packaging Inc. I am writing to urge that the Surface Transportation Safety Board approve the acquisition of Conrail by Norfolk Southern and CSX.

Our firm manufactures plastic packaging and receives raw materials by both rail and truck. We hope to ship finished goods by rail in the very near future. We have use CSX in the past. Our main concern is competition. By strengthening both Norfolk Southern and CSX, it is our hope that we will see increased competition between the two carriers. That is something we need in this area -- more competition between rail carriers as well as between rail and truck freight.

As we understand it, this plan makes both railroads more evenly balanced and between the two, will provide direct service to every major point in the East-Southwest traffic which is of particular concern to us should be improved.

We also welcome any action that will give truck freight competition in this area. We need lower prices, and, frankly, fewer trucks on the roads. The I-95 corridor is increasingly crowded with cars and trucks. Accidents are so common place, it is a rare day when the roads say between Washington and Baltimore are accident free. We are not saying trucks are not important. They are, but improved rail service and competition is also important.

This acquisition plan is not anti-truck. It is pro-consumer and pro-shipper giving us more options at, hopefully, lower prices. Our experience with CSX has been positive, so we have no reason to doubt the assurances it has given as to the plans it will put in place if this acquisition goes through. This seems like a reasonable solution to problems plaguing this area and, in fact, the entire Atlantic Coast.

Vernon A. Williams
Page 2
May 19, 1997

Please move this proposal forward. Your quick action is important to this region.

I thank you for giving our company the change to weigh in on this important issue.

I, George Ivers, 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 19th day on May 1997.

Sincerely,



George Ivers
Plant Manager

May 14, 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 Tony Leto, and I am traffic manager/logistics manager for Superior Graphite Company in Chicago, Illinois. Superior Graphite is a producer and processor of graphite, and I am responsible for organizing the logistics of bringing in raw materials and shipping our finished products out. We transport up to 2 000 railcars of graphite and petroleum coke every year. I am writing to the Surface Transportation Board to express my strong support for the application from CSX and Norfolk Southern to acquire Conrail.

Our primary rail carrier right now is Union Pacific. As you know, their service serves the western half of the United States. My company believes that the creation of two well-balanced and competitive railroads -- which would be the result of Conrail's acquisition by CSX and Norfolk Southern -- would greatly improve rail service in the *eastern* half of the country.

Our number one desire is to have quick and reliable rail service. Splitting Conrail lines between the other two rail companies would lead to a much greater availability of single-line service in the eastern half of the country. Single-line service is faster -- it cuts down on delays and interchanges that cost time and money. Single-line service is also more reliable -- more direct service is more likely to deliver our goods on time and in good condition.

For my company in particular, and for others in the Chicago area, the possibility of high-speed routes between Chicago and New York, Montreal and Boston as a result of this acquisition is also something we would look forward to.

More single-lines service also means more opportunities for rail transport to compete with truck freight transport, which would translate into better service and more competitive prices for freight customers throughout the East -- where truck traffic now dominates the

freight business with 86 percent of the market. Rail transport is also cleaner than truck transport. Trucks emit more pollution than trains, and trains are three times more energy efficient than trucks.

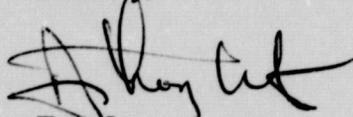
CSX and Norfolk Southern would also be able to provide rail transport with fewer logistical turmoil and better availability and use of rail cars and equipment. In acquiring Conrail, both rail companies will have a better equipment supply from a much bigger fleet, which in turn would greatly increase car flexibility. Railroad mergers in the past have shown that rail customers experience fewer logistical problems, and are able to move their freight faster and at a lower cost.

In summary, the acquisition of Conrail by CSX and Norfolk Southern will mean faster delivery schedules, more reliable service, a cleaner and safer railroad system, and lower costs. I strongly support this acquisition, and urge the Safety Transportation Board to approve it.

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

Executed this 14th day of May, 1997.

Sincerely,



Tony Leto

CHARLES T. SPENCER
PRESIDENT

SUPERIOR PRODUCTS, INC.

P. O. BOX 39048
BIRMINGHAM, ALABAMA 35208
205/324-6691

April 28, 1997

Verified Statement of: Charles T. Spencer
on Behalf of Superior Products, Inc.
STB Finance Docket No. 33388

To Whom It May Concern:

I am submitting this statement in support of the transaction proposed by CSX, Conrail and NS on behalf of Superior Products, Inc. which is located in the police jurisdiction of Jemison, Alabama off of Highway 31 North.

Our company has been in the aggregate business for over 50 years. Our company sends shipments of material to various parts of the southeast via CSX. We also load materials that are shipped via truck.

Because the combined system that will result from the acquisition of Conrail by CSX and NS will provide increased competition with trucks, our company should benefit from lower costs and better service that a competitive environment should encourage. Moreover, improved rail service may divert some present truck shipments to rail.

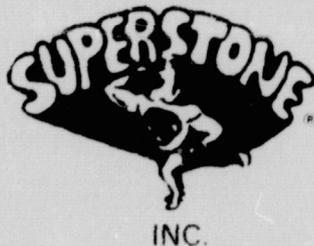
For these reasons, we strongly urge the Surface Transportation Board to allow CSX, Conrail and NS to complete the proposed transaction.

Sincerely,

Charles T. Spencer

Charles T. Spencer
President
Superior Products, Inc.

CTS/rjw



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 John F. Buhler, and I am President of Super Stone, Inc. in Opa-Locka, Florida, for 23 years a supplier of premium processed rock and stone to contractors and homeowners in the South Florida area. I am writing the STB to show my strong support for the acquisition of Conrail by Norfolk Southern and CSX.

For Super Stone and other companies in our area, the sale of Conrail will significantly improve our transport options, for the following reasons:

More direct line service. As a South Florida company dependent on transport for our raw materials, we are hostage to the inefficiencies of East Coast Rail -- Particularly, the number of needless interchanges that add delay to deliveries. The sale of Conrail and the division of its lines between NS and CSX will allow those two railroads to introduce direct line service to many markets, sharply reducing rail miles and transit time.

More cost savings. With more direct routes, East Coast rail will have a chance to offer a more competitive alternative to truck transport -- competition that will drive down prices. For companies like Super Stone, that will allow us to offer our products at more competitive prices to our customers.

Better utilization of plant and equipment. It's a short step from the advantages I've just outlined to the opportunities to rationalize and maximize our production assets. That's the kind of positive impact increased competitiveness in one sector of



the economy can have across the board, and it's the strongest reason for the Surface Transportation Board to approve the Conrail sale without delay.

I, John F. Buhler, 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 dark ink, appearing to read "John F. Buhler", written in a cursive style.

John F. Buhler
President



SYFRETT FEED CO., INC

P.O. Box 1287

Okeechobee, Florida 33472

Phone: (813) 763-5586

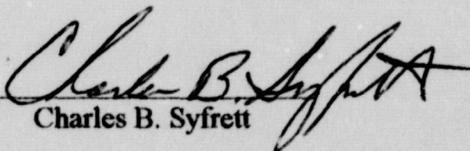
Fax: (813) 763-6169

VERIFIED STATEMENT OF
CHARLES B. SYFRETT
on behalf of
SYFRETT FEED CO., INC.
STF Finance Document No.33388

My Name is Charles B. Syfrett. I am President of Syfrett Feed Co., Inc. I am responsible for the purchase and transportation of grain going into our feed mill at Okeechobee, FL, located on the CSXT. I have been at this capacity for 25 years, and I would like to express our support for the proposed division of Conrail's assets. We are hopeful the Board will approve the application of CSXT and NS.

Syfrett Feed Co., Inc. operate a feed mill to support the dairy farming operations located in South Florida. We feel the division of Conrail's assets between CSXT and NS will greatly help us source grain by having single line service to those elevators now located on Conrail. The increase in market area will help us remain competitive, and cost effective.

I, Charles B. Syfrett, 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.


Charles B. Syfrett

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

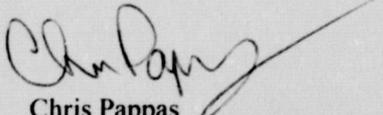
Dear Secretary Williams:

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, Chris Pappas, 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 29th day of April, 1997.


Chris Pappas
Warehouse Manager
The SYGMA Network



The Renewable Resource 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 Craig Digman, and I am Owner of Sylvan Forest Products Inc. in Portland, Oregon. Since our establishment in 1990, we've grown to become one of our region's major wood products wholesalers. I am writing to register my strong support for the proposed acquisition of Conrail by Norfolk Southern and CSX.

Given my company's interest in efficient, affordable shipping, I want to focus on what I take to be the major advantages the sale of Conrail will bring.

1. More direct route shipping. There's a strong market for wood products from the Pacific Northwest, limited only by the ability to find efficient transport to serve distant markets. The sale of Conrail and the transfer of its lines to NS and CSX will mean far more direct route shipping -- improving delivery time and extending our market reach.

2. Increased competition leading to lower costs. How can the sale of an East Coast railroad make a difference to a company in the Pacific Northwest? By injecting more efficiency into a rail "system" where the absence of East Coast competition keeps shipping rates artificially high for everyone. The Conrail sale will allow NS and CSX to put their efficiencies to work in the form of more competitive rates to attract new customers. As that pricing pressure ripples through the transport industry, we'll all benefit.

3. Improved competition across all transport modes. As NS and CSX become more competitive, rail will become a more attractive alternative to truck transport. Again, it's a classic case of competition creating more value at lower cost -- with benefits to companies dependent on shipping, and ultimately, to consumers who will pay less for the products they buy.

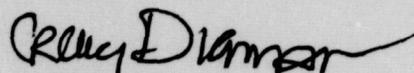
I wish to thank the Surface Transportation Board for this opportunity to offer my comments, and I urge the Board to approve the Conrail transaction as expeditiously as possible.

476

I, Craig Digman, 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 black ink that reads "Craig Digman". The signature is written in a cursive style with a long horizontal flourish extending to the right.

Craig Digman

VERIFIED STATEMENT

Leonard Chill on behalf of Synthetic Industries, Inc.
STB Finance Docket No. 33388

My name is Leonard Chill. I am President & CEO of Synthetic Industries, Inc. I have been with the company for 24 years. On behalf of Synthetic Industries, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

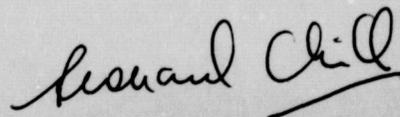
Synthetic Industries is a manufacturer and marketer of a variety of polypropylene-based textiles, including carpet backing, technical textiles and construction/civil engineering products. We have manufacturing facilities in Chickamauga, Ringgold, Gainesville, and Dalton, Georgia as well as Chattanooga, Tennessee and Spartanburg, South Carolina. Distribution currently is in Dalton, Georgia.

We ship approximately 90% of our product by rail, constituting 1,840 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail distribution, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs.

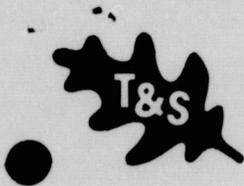
Further, the acquisition will open up new markets in the East. Our ability to compete in this area has been hampered by the lack of direct access to the market. In many cases, the costs associated with an interchange has made our product uncompetitive. The acquisition will solve this problem by providing single-line service to the area.

Again, please accept the support of Synthetic Industries for the acquisition of Conrail by CSX and Norfolk Southern.

I, Leonard Chill, 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 5-30-97.



Leonard Chill
Synthetic Industries, Inc.



T&S Hardwoods, Inc.

P.O. BOX 1233 · MILLEDGEVILLE, GEORGIA 31061

L.N. THOMPSON, JR.
CHAIRMAN

RONALD L. CLEAVER
PRESIDENT

ADMINISTRATION
LUMBER SALES

TELEPHONE
(912) 454-3400
(912) 454-3421

FAX
(912) 454-3420
(912) 453-9002

L.N. THOMPSON, III
VICE PRESIDENT

R.E. ROBINSON
CORP. SECRETARY

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

Verified Statement of L. N. Thompson, Jr.

T & S Hardwoods, Inc.

My name is L. N. Thompson, Jr., and I am Chairman and Chief Executive Officer of T & S Hardwoods, Inc. I have held my present position for 23 years. My duties include overall management of T&S Hardwoods, Inc. and Sylvan Hardwoods, L.L.C.

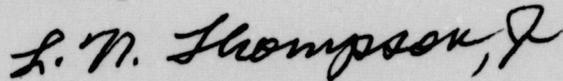
T & S Hardwoods, Inc. is a lumber manufacturer. We are located in Milledgeville and presently rail served by Norfolk Southern. We sell commodities via rail at this location.

We support the approval of the transaction by which CSX and NS will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers 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 isolating 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. They must be comparable in terms of 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.

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

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

Sincerely,

A handwritten signature in cursive script that reads "L. N. Thompson, Jr." with a stylized flourish at the end.

L. N. Thompson, Jr.
Chairman
T & S Hardwoods, Inc.

LNT/sks



T&S Hardwoods, Inc.

P.O. BOX 1004 • SYLVA, NORTH CAROLINA 28779 • TELEPHONE: (704) 586-4044

L. N. THOMPSON, JR.
CHAIRMAN

RONALD L. CLEAVER
PRESIDENT

L. N. THOMPSON, III
VICE PRESIDENT

R. E. ROBINSON
CORP. SECRETARY

VERIFIED STATEMENT OF THOMAS STANLEY

T & S HARDWOODS, INC.

May 20, 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 Thomas Stanley. I am the District Manager of T & S Hardwoods, Inc. in Sylva, NC. T & S Hardwoods manufactures and distributes hardwood lumber so transportation is a vital factor to the success of our business. We utilize rail for our bound shipments of both woodchips and finished product.

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.



T&S Hardwoods, Inc.

P.O. BOX 1004 • SYLVA, NORTH CAROLINA 28779 • TELEPHONE: (704) 586-4044

L. N. THOMPSON, JR.
CHAIRMAN

L. N. THOMPSON, III
VICE PRESIDENT

RONALD L. CLEAVER
PRESIDENT

R. E. ROBINSON
CORP. SECRETARY

I, Thomas Stanley, 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,

Thomas Stanley
District Manager
T & S Hardwoods, Inc.

Radio Dispatched

24 Hour Service



T & T INLAND CONTAINER DEPOT, INC.

434 Nesbit Road / P. O. Box 224
Nesbit, Mississippi 38651

Local Drayage, Trucking, Complete Trailer Repair, Complete Depot Services

Nesbit Ph: (601) 429-9614
FAX: (601) 429-9373

Memphis: (901) 774-9860
FAX: (901) 774-9881

**VERIFIED STATEMENT OF
T&T Inland Container Depot, Inc.
FINANCE DOCKET NO. 33388**

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

Dear Mr. Williams:

My Name is James R Teague, and I am President of T&T Inland Container Depot, Inc., 434 nesbit road, Nesbit, Ms. 38651. I have held my position for four years. My duties as owner includer the direction of company owned tractors, sales, operations and all other aspects of managing a local drayage firm.

T&T is a local intermodal daryage firm and container depot providing drayage services between local industries and various intermodal centers in the Memphis area. We work with NS in Memphis In addition, we work with IC, UP and BNSF the Memphis area.

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

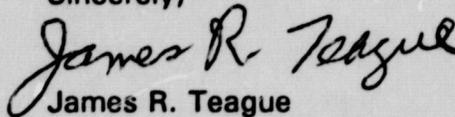
customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

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, James R. Teague, 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,



James R. Teague
President,

T&T Inland Container Depot, Inc.

T. Parker Host, Inc.

Ship Agents and Brokers

World Trade Center
Suite 820
Norfolk, Virginia



Since 1923

May 29, 1997

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

Dear Mr. Williams:

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

VERIFIED STATEMENT ON BEHALF OF T. PARKER HOST, INC. - FINANCE
DOCUMENT NO. 33388

My name is David C. Wible; I am president of T. Parker Host, Inc. Our business address is 820 World Trade Center, Norfolk, Virginia 23510.

As president of our company, I am actively involved in relationships of steamship lines and exporters and importers we represent who employ the services of Norfolk Southern Railroad.

T. Parker Host, Inc. is a ship agent and broker. We represent ship owners, ship charterers, cargo interests, including exporters of coal and also importers of miscellaneous bulk products. We have offices in Norfolk, Virginia.

The company primarily uses coal trains offered by Norfolk Southern, as well as intermodal moves for our various container ship lines. The preponderance of the cargo moves through the Norfolk Southern coal piers in Norfolk, Virginia. We are served by Norfolk Southern in Norfolk and also we are served by CSX in Newport News.

Our company primarily uses rail with some truck moves for container traffic. The acquisition and division of Conrail by Norfolk Southern and CSX as presented to me appears to have great benefits all through the Eastcoast.

Mailing Address: Post Office Box 3729/Custom House Station/Norfolk, Virginia 23514
Telephone: 757-627-6286 Telex: 823499 Host Intl Nfk or 6734654 Host Va
Cable Address: HOST NORFOLK FAX: 757-627-3948

485



VERIFIED STATEMENT ON BEHALF OF T. PARKER HOST, INC. - FINANCE
DOCUMENT NO. 33388

May 29, 1997

Page Two

The improved services offered, especially on the north/south routes, should be very effective in providing better services into the Port of Hampton Roads and throughout the Midwest and into the Northeast.

We believe that the merger will result in efficient single-line service to the railroad's customers and will provide new markets for our principals.

We see great advantage in reducing truck traffic on the major Eastcoast interstates. Our experience with the Norfolk railroad through the years has been one of high regard and appreciation of the effectiveness and efficiency of Norfolk Southern. We also see a great deal of advantage to the customers in the Northeast in that there would be fewer interchanges between the areas, resulting in more efficient single-line service, which would improve better utilization of trackage, more efficient utilization of rail equipment, increase markets and faster transit time.

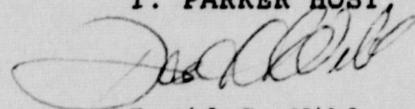
On the coal side, we see great advantages to single-line access to more types of coal and more efficiency in car utilization which would certainly allow the railroad to be more competitive in national coal markets.

We encourage the Surface Transportation Board to speed up the hearings on this matter and provide fast track approval so that the economy can take advantage of these efficiencies as quickly as possible.

I, David C. Wible, 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.

Very truly yours,

T. PARKER HOST, INC.



David C. Wible
President

DCW/bd

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

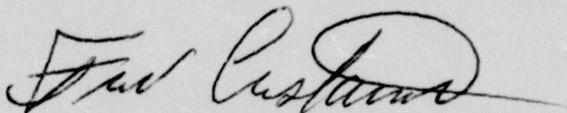
Dear Secretary Williams:

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



Fred Cristaudo
T Warehouse Corporation



T.V. MINORITY COMPANY, INC

9850 Pelham / Taylor, MI 48180-3852
Transportation - Consolidation - Intermodal

May 19, 1997

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

Re: STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Theodore Vance, and I'm president of T.V. Minority Co., Inc. I have held my present position for 11 years. My duties include day to day involvement in operations, Bidding on new contracts, etc.

T.V. Minority is a Ramp and Deramping Operator, Car Unloading and Loading Services. Staging, turn Key operations Contracts for prior and subsequent moves by Rail. We work with NS at the following locations (In Chicago, under T.V. Minority sub Minority Intermodal Specialist Inc. Ramping and Deramping under T.V. Minority in Norfolk, VA., Greensboro, N.C., Meridian, MS., Alexandria, VA. and Parrish, AL. Coal movement. In addition, we work with Conrail doing similar services.

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.

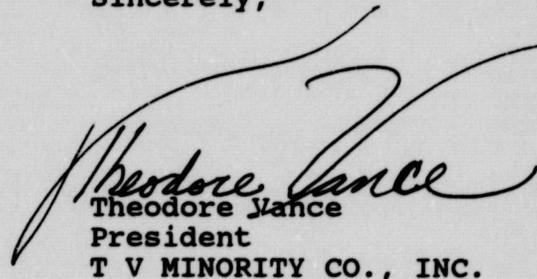
Page 2.

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 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, Theodore Vance, 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,


Theodore Vance
President
T V MINORITY CO., INC.



T. H. RYAN CARTAGE COMPANY

111 SOUTH 7th AVENUE • PO. BOX 279 • MAYWOOD, ILLINOIS 60153 • PHONE: 708-345-0900 • FAX: 708-345-4830

May 29, 1997

VERIFIED STATEMENT OF:

T. H. RYAN CARTAGE COMPANY

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Timothy J. Ryan, and I am the Operations Manager of T. H. Ryan Cartage Company. I have held my present position for sixteen (16) years. My duties include signing of interchange contracts and oversee all intermodal transportation.

T. H. Ryan Cartage Company is doing business in intermodal transportation - motor carrier. We work with NS at Chicago, Illinois. In addition, we work with B&N, Soo Line, Sante Fe, etc. at Chicago Illinois.

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 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.



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 CSR to acquire Conrail should be approved by the STB.

I, Timothy J. Ryan, 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,

T. H. RYAN CARTAGE COMPANY

Timothy J. Ryan,
Operations Manager

TJR:pd

T. R. MILLER MILL COMPANY, INC.

DEER STREET
P. O. BOX 708

BREWTON



ALABAMA

ZIP 36427
(334) 667-4331

GORDON W. AHRENS
PRESIDENT AND
CHIEF EXECUTIVE OFFICER

VERIFIED STATEMENT

Gordon W. Ahrens on behalf of T. R. Miller Mill Company, Inc.
Finance Docket 33388

My name is Gordon W. Ahrens. I am President and Chief Executive Officer of T. R. Miller Mill Company, Inc. Please accept our support for the joint acquisition of Conrail by CSX and Norfolk Southern.

T. R. Miller Mill Company is located in Brewton, Alabama. We are a lumber plant and producer of electric utility poles and have been in business since 1872. Although Brewton is a town of only 6,500 people, we are proud of the fact that T. R. Miller holds five percent of the domestic market in utility poles.

We currently ship finished products by rail and by truck to an area bounded by Colorado, Michigan, New York, and Florida, and to many points in between. We ship significant quantities of utility poles to such customers as Commonwealth Edison in Chicago, Illinois and to Detroit Edison in Detroit, Michigan.

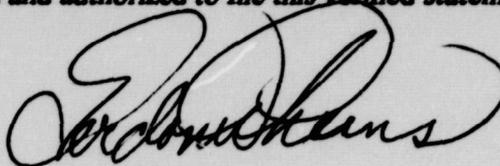
We support the acquisition of Conrail by CSX and NS and believe that the transition will open up significant new markets and reduce transit time for our products, particularly in the Northeast. The costs associated with a rail interchange often make our product uncompetitive unless we can ship by single line service straight to the destination. The costs created by an interchange have made us uncompetitive for many potential customers, both in the Northeast and elsewhere.

Further, we believe that the merger will enable us to provide better service to current customers. Approximately 25 percent of our product is shipped by rail, with the remaining product shipped via truck. The alternative routes offered by the enhanced CSX system should provide better rail options and equipment supply for existing customers. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship more on rail when the service allows it. The efficiencies created by the combined system should allow us to reduce our reliance on trucking and lower our costs.

May 13, 1997
Page 2

Please accept the support of T. R. Miller Mill Company for the proposed transaction.

I, Gordon W. Ahrens, 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.

A handwritten signature in black ink, appearing to read "Gordon W. Ahrens", written in a cursive style.

**Gordon W. Ahrens
President and CEO**

T AND L TRUCKING
12803 LONDON RDG
ORIENT, OHIO 43146

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

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

DEAR MR. WILLIAMS,

MY NAME IS TOM R. WINTLE AND I AM OWNER OF T AND L TRUCKING 12803 LONDON RD ORIENT, OHIO 43146. I HAVE HELD MY PRESENT POSITION FOR 12 YEARS. I HAUL OVERSEAS CONTAINERS AND RAIL TRAILERS.

T AND L TRUCKING IS A DRAYAGE COMPANY WE HAUL THE CONTAINERS AND RAIL TRAILERS TO THE CUSTOMERS. WE GO IN AND OUT OF NS IN COLUMBUS, CINCINNATI AND CLEVELAND OHIO. IN ADDITION, WE WORK WITH CONRAIL IN COLUMBUS, OHIO CSX IN CINCINNATI, OHIO AND SANTA FE IN CHICAGO IL.

BASED UPON OUR EXPERIENCE IN PROVIDING THE SERVICES DESCRIBED ABOVE AND WORKING WITH THE DIFFERENT 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, THE TIME HAS PAST, AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER WHICH OWN ITS FACILITIES. AND , THE RAIL CARRIERS WHICH WILL COMPETE IN THE NORTHEAST SHOULD NOT BE JUST ANY RAIL CARRIERS. THEY MUST BE CARRIERS WHICH ARE OF COMPARABLE IN 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 TOM R. WINTLE 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 26, 1997.

SINCERELY,

TOM R. WINTLE
(OWNER)
T AND L TRUCKING

Tom R. Wintle



1003 NIAGARA STREET
WELLAND, ONTARIO
L3C 1M5
(905) 735-1410

WELLAND (905) 735-1410
HAMILTON DISPATCH (905) 561-8818
WATS LINE
AREAS (905) (416) (519) (613) (705)
PA, MI, OH, NY
1-800-263-0421
FAX
HEAD OFFICE (905) 735-8344
PIGGY BACK (905) 735-9209

VERIFIED STATEMENT OF
TALLMAN TRANSPORTS LIMITED
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, DC 20423-0001

Dear Mr. Williams:

My name is Wilf Kenney, and I am General Manager of Tallman Transports Limited, 1003 Niagara St., Welland, Ontario. I have held my position for 5 years. My duties include responsibility for all aspects of intermodal pricing and service.

Tallman Transports is a motor carrier. We work with NS at the following locations: Welland, Buffalo and Detroit. In addition, we work with 3 other railroads at 4 other locations.

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.

Cont'd

Mr. Vernon A. Williams

Page 2

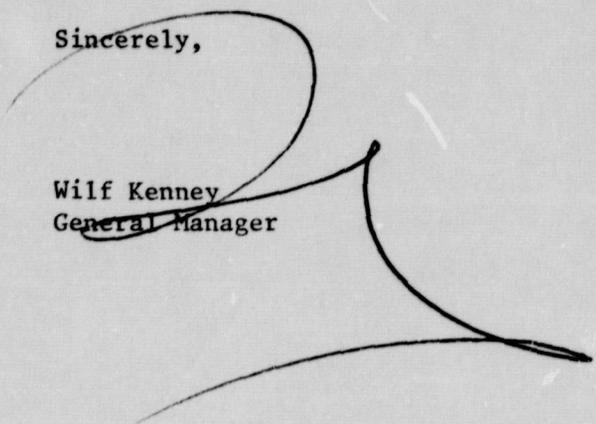
May 28/97

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

I, Wilf Kenney, 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,

Wilf Kenney
General Manager



TAM Ceramics Inc.

HIGH PURITY ENGINEERED POWDERS



May 12, 1997

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

Dear Mr. Secretary:

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

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

Thank you for your consideration.

Sincerely,

A handwritten signature in dark ink, appearing to read "Lawrence R. Culp". The signature is fluid and cursive, with a prominent initial "L" and a long, sweeping tail.

Lawrence R. Culp



Tampa Bulk Services, Inc.
6101 Port Tampa Drive
P. O. Box 19248
Tampa, Florida 33686
Tel. (813) 837-0192
Telex 6815327
6504990626

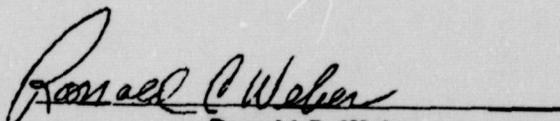
**VERIFIED STATEMENT OF
Ronald C. Weber
on behalf of
Tampa Bulk Services, Inc.
STF Finance Document No. 33388**

My name is Ronald C. Weber, I am Vice President of Tampa Bulk Services, Inc. I am responsible for the plant operations and transportation needs at Tampa, FL., with rail service provided by CSXT. I have been at this capacity for 12 years and I would like to express our support for the proposed division of Conrail's assets. We are hopeful the Surface Transportation Board will approve the acquisition of Conrail by CSXT and NS.

Tampa Bulk Services, Inc. operates a citrus feed export terminal at the Port of Tampa to support the citrus processing operations located in Florida. We feel the division of Conrail's assets between CSXT and NS will benefit the shipping public by having single line service to more locations. It will also add strength and stability to the Nation's rail network.

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

Executed this 30th day of May, 1997.


Ronald C. Weber

TAMPA FARM SERVICE, Inc.

"Producer and Packer of Fresh Florida Eggs"

P. O. BOX 600
DOVER, FLORIDA 33527-0600
PHONE (813) 659-0605
FAX (813) 659-0197

VERIFIED STATEMENT OF
MICHAEL H. BYNUM
on behalf of
TAMPA FARM SERVICE, INC.
STB Finance Docket No. 33388

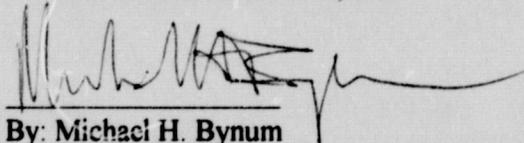
My name is Mike Bynum. I am President of Tampa Farm Service, Inc. I am responsible for the purchase and transportation of grain going into our feed mills at Plant City, and Indiantown, Florida, both located on CSXT. I have been at this capacity for 17 years, and I would like to express our support of the proposed division of Conrail's assets. We are hopeful the Board will approve the application of CSXT and NS.

Tampa Farm Service, Inc. operates feed mills to support our egg layer operations located in central and South Florida. We feel the division of Conrail's assets between CSXT and NS will help us source grain by having single line service to those elevators now located on Conrail, which lines, will be acquired by CSXT. This increase in market area will help us remain competitive, and cost effective.

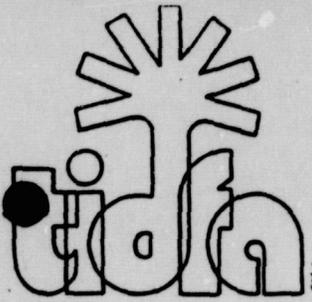
I, Michael Bynum, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Executed this 9th day of May, 1997.

TAMPA FARM SERVICE, INC.



By: Michael H. Bynum
President



TAMPA INDEPENDENT DAIRY FARMERS' ASSOC.. INC.
P.O. Box 1209 Plant City, FL 33564
813-754-1497 / 800-989-4717 / Fax 813-752-4765

VERIFIED STATEMENT OF

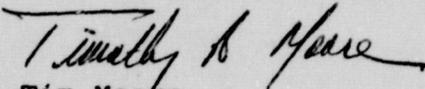
TIM MOORE

on behalf of
Tampa Independent Dairy Farmers Association, Inc.
STF Finance Document No. 33388

My name is Timothy Moore. I am Buyer/Traffic Manager for Tampa Independent Dairy Farmers, Assn., Inc. I am responsible for the purchase and transportation of grain going into our feed mill at Plant City, Fl , located on the CSXT. I have been at this capacity for seven years, and I would like to express our support for the proposed division of Conrail's assets. We are hopeful the Board will approve the application of Conrail by CSXT and NS.

Tampa Independent Dairy Farmers Association, Inc. operate a feed mill to support the dairy farming operations located in Florida. We feel the division of Conrail's assets between CSXT and NS will greatly help us source grain by having single line service to those elevators now located on Conrail. This increase in market area will help us remain competitive, and cost effective. We manufacture 125,000 tons of dairy feed a year, and it is imperative we have competitive rail access to grain and feed products.

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


Tim Moore



TARGET
TRANSPORTATION

600 Ramsey Avenue, Suite 200 • Hillside, New Jersey 07205-1793 • Tel.: (908) 810-0825 • Fax: (908) 810-0838

May 19, 1997

CSX Intermodal
301 Route 17 North
9th Floor
Rutherford, NJ 07070

To Whom it may Concern;

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

Background:

I am James Kelly, President of Target Transportation. Target Transportation is located in 600 Ramsey Avenue, Hillside, NJ 07205. I am responsible for all the decision making of my company. I have been in my current position since 1982 and have worked in the transportation field for over 20 years.

Target Transportation is a transportation company operating as an ICC licensed property broker. We offer LTL and TL service for all 48 states and Canada. Our intermodal division, offers piggyback and stack train service to all points in the USA, Mexico, and Canada.

An efficient and cost copatitive transportation infrastructure is essential to the success of our business. Target Transportation receives approximately 5000 truck loads of F.A.K., and 3000 intermodal loads annually by rail via CSX, NS, Conrail, UP, SP, SF, and the BN. The joint acquisition of Conrail will be in Targets' best interest since the enhanced CSX system would be capable of providing a complete competitve 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



TARGET
TRANSPORTATION

600 Ramsey Avenue, Suite 200 • Hillside, New Jersey 07205-1793 • Tel.: (908) 810-0825 • Fax: (908) 810-0838

Target Transportation because the enhanced CSX system will allow us more flexibility to expand the marketing of our rail servicing and improve the transit times for our customer.

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, Target Transportation, 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 Friday of May 16, 1997

Sincerely,

James Kelly
Target Transportation

Tarmac America, Inc.
875 Oxford Road
P.O. Box 468
Hanover, PA 17331
(717) 637-7121
Fax (717) 637-1234

VERIFIED STATEMENT OF
DESMOND M. SAVILL
on behalf of
TARMAC MINERALS

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 Desmond M. Savill, Commercial General Manager, of Tarmac Minerals. Tarmac Minerals is located at 875 Oxford Avenue, Hanover, PA 17331. I am responsible for all commercial sales from this and several other locations of Tarmac Minerals. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Tarmac produces and ships limestone aggregate to our customers, who use our products for construction, agricultural and environmental applications, who are located in Pennsylvania and Maryland. We handle approximately 10,900 carloads of aggregate annually via CSX.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach further into the Southern Maryland and Washington areas. In particular, the acquisition will bring us new access to Conrail-served aggregate customers in these regions.

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

I, Desmond Savill, 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.



Desmond M. Savill
Commercial General Manager

BROWN

IRON SPOT

BUFF, PINK, RED

GREY, WHITE FACE BRICK

Taylor Clay Products Company

P. O. Box 2128, Salisbury, North Carolina 28145-2128

Phone (704) 636-2411

Fax (704) 636-2413

VERIFIED STATEMENT OF Charles D. Taylor, Jr.

Taylor Clay Products Company

April 28, 1997

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

Dear Mr. William:

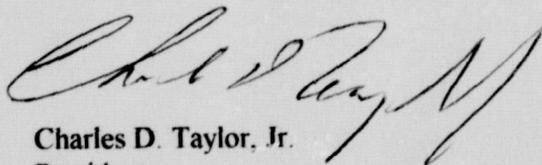
My name is Charles D. Taylor, Jr., and I am President of Taylor Clay Products Inc. with headquarters at Salisbury, NC. Taylor Clay Products has a brick production facility on Norfolk Southern at Sumner Siding, NC. As President, I have ultimate responsibility for overseeing the inbound transportation of raw materials and the outbound transport of brick to our customers.

We understand that Norfolk Southern and CSX are filing before your agency a joint application to acquire Conrail's assets and divide them between themselves. We fully support this plan, as we feel we can have greater market extension with an expanded single-line service into the Northeast and the Midwest. We also believe that it is important to have two strong competitors in a region who has control of their own tracks and facilities. There, we urge the STB to approve CSX and Norfolk Southern's joint application.

I, Charles D. Taylor, 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 this 28th day of April, 1997.

Sincerely,

TAYLOR CLAY PRODUCTS INC.



Charles D. Taylor, Jr.
President

cc: Suzanne Butler, Account Manager
Norfolk Southern Corporation

TAYLOR

DISTRIBUTING COMPANY

Since 1850

Tuesday, May 13, 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:

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 lines which will belong to 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. I sincerely believe that the availability of single-line service to a larger network will enable us to grow our business much more effectively than is presently the case.

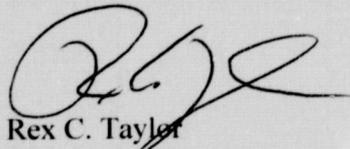
We have used NS for several years on joint-line service in conjunction with Conrail, and have been satisfied with their service. We are confident that they would be able to provide good service on any CR line which they acquire.

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

I, Rex C. Taylor, 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,

TAYLOR DISTRIBUTING COMPANY



Rex C. Taylor
President

RCT/ljm
051397a.doc

2875 SHARON ROAD • CINCINNATI, OHIO 45241
(513) 771-2956 FAX # (513) 672-8549

507



**The
Taylor
Group, Inc.**

650 North Church Avenue
Louisville, Mississippi 39339-2017
Phone (601) 773-3421 / Fax 601-773-9646

May 23, 1997

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

Dear Mr. Williams:

My name is Lex Taylor, and I am President of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

Sincerely,

Lex Taylor
President

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

Executed this the 23RD day of MAY, 1997.

Lex Taylor, President



"Big Red"
INDUSTRIAL TRUCKS

TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Intl Tel. (908) 722-4442

May 27, 1997

Telefax 601-773-9646

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

Dear Mr. Williams:

My name is Larry Addkison, and I am Regional Sales Manager of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

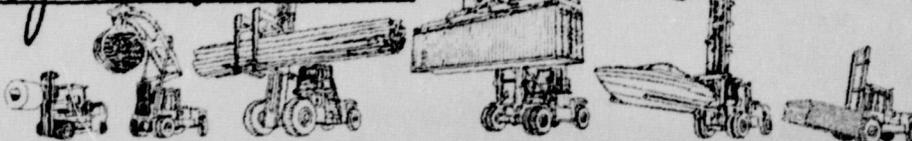
Sincerely,

Larry Addkison
Regional Sales Manager

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

Executed this the 23rd day of May, 1997.

 Larry Addkison, Regional Sales Manager



The Big Red Machines

509



"Big Red"
INDUSTRIAL TRUCKS

TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Intl Tel. (908) 722-4442
Telefax 601-773-9646

May 23, 1997

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

Dear Mr. Williams:

My name is Mike Boyles and I am the Director of Engineering of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

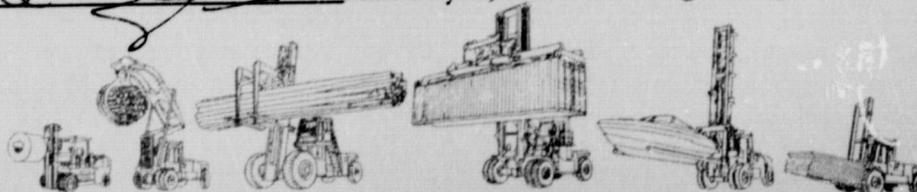
Sincerely,

Mike Boyles
Director of Engineering

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

Executed this the 27th day of MAY, 1997.

Mike Boyles, Director of Engineering



The Big Red Machines

510



"Big Red"
INDUSTRIAL TRUCKS

TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Intl Tel. (908) 722-4442
Telefax 601-773-9646

May 23, 1997

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

Dear Mr. Williams:

My name is Darry Crowell and I am the Assistant Chief Engineer of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

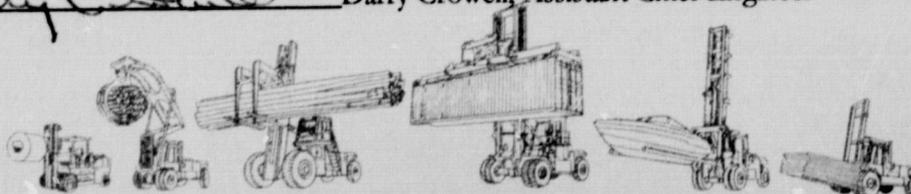
Sincerely,

Darry Crowell
Assistant Chief Engineer

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

Executed this the 23 day of May, 1997.

Darry Crowell, Assistant Chief Engineer



The Big Red Machines



"Big Red"
INDUSTRIAL TRUCKS

TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Intl Tel. (908) 722-4442

Telefax 601-773-9646

May 27, 1997

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

Dear Mr. Williams:

My name is Hal Nowell, and I am Intermodal Sales Manager of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

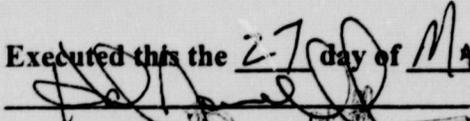
Sincerely,

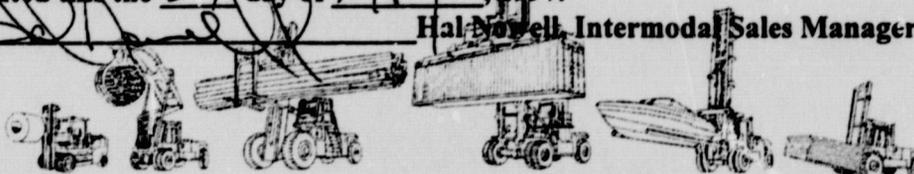
Hal Nowell

Intermodal Sales Manager

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

Executed this the 27th day of May, 1997.


Hal Nowell, Intermodal Sales Manager



The Big Red Machines



"Big Red"
INDUSTRIAL TRUCKS

TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Fax (601) 773-9146

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 Robert Taylor, and I am Director of Manufacturing of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The Rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

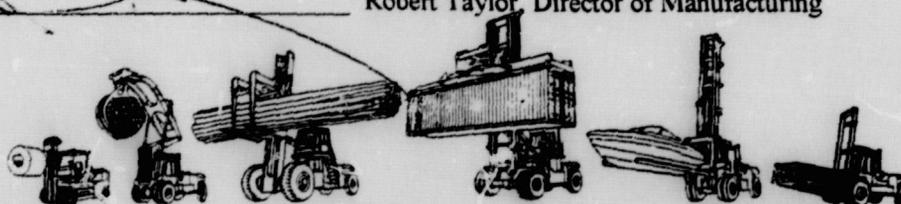
Sincerely,

Robert Taylor
Director of Manufacturing

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

Executed this the 23rd day of May, 1997.

Robert Taylor, Director of Manufacturing



The Big Red Machines

513



"Big Red"
INDUSTRIAL TRUCKS

TAYLOR MACHINE WORKS, INC.

650 North Church Avenue / Louisville, Mississippi 39339-2017 / (601) 773-3421 / Intl Tel. (908) 722-4442

May 27, 1997

Telefax 601-773-9646

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

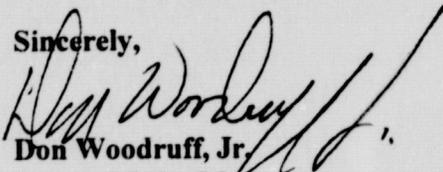
Dear Mr. Williams:

My name is Don Woodruff, Jr., and I am General Sales Manager of Taylor Machine Works, Inc., a manufacturer of heavy lift equipment for the intermodal industry.

Based upon our experience in providing equipment for 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. 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. The rail carriers which will compete in the Northeast should not be just rail carriers, they must provide competitive service.

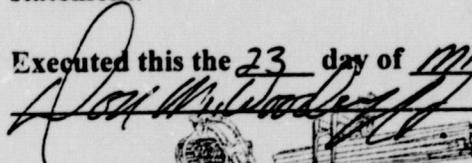
Competition leads to growth. Growth in the intermodal industry will benefit my company in that we will have a larger base to supply with equipment needs. We believe that the approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved.

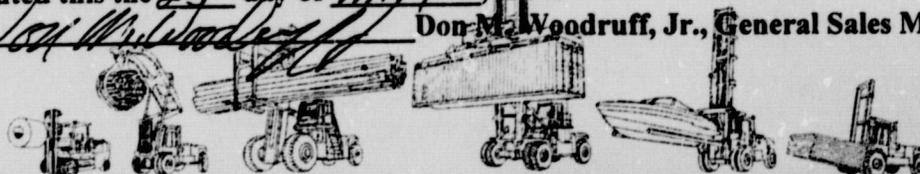
Sincerely,


Don Woodruff, Jr.
General Sales Manager

I, Don Woodruff, 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 the 23 day of May, 1997.


Don Woodruff, Jr., General Sales Manager



The Big Red Machines

TAYLOR TIRE COMPANY
P. O. BOX 305
HILLIARD, OHIO 43026

VERIFIED STATEMENT ON BEHALF OF
TAYLOR TIRE COMPANY
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 J. Robert Taylor, and I am sole proprietor of Taylor Tire Company, 6250 Shamrock Lane, Dublin, Ohio 43016. I have held my present position for nine years. My duties include selling and changing tires on Valmets and Mi-Jacks, and boom truck service to exchange engines and transmissions.

Taylor Tire Company is a tire service vendor. We work with NS at the following location: Columbus, Ohio.

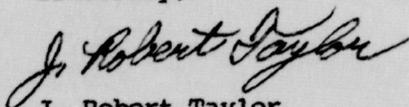
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service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

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

I, J. Robert Taylor, 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,



J. Robert Taylor
Sole Proprietor
Taylor Tire Company

TAYLOR

WAREHOUSE CORPORATION

Since 1850

Tuesday, May 13, 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:

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 lines which will belong to 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. I sincerely believe that the availability of single-line service to a larger network will enable us to grow our business much more effectively than is presently the case.

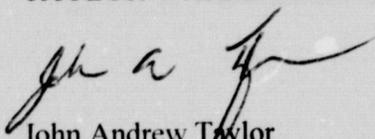
We have used NS for several years on joint-line service in conjunction with Conrail, and have been satisfied with their service. We are confident that they would be able to provide good service on any CR line which they acquire.

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

I, John Andrew Taylor, 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,

TAYLOR WAREHOUSE CORPORATION



John Andrew Taylor
Vice-President

JAT/ljm
051397b.doc

2875 SHARON ROAD • CINCINNATI, OHIO 45241
(513) 771-2956 FAX # (513) 672-8549

517

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 Becky Shepherd and I am the Coordinating Agent for Taylor Wharton Iron located at 4075 Hamilton Blvd. in Theodore, Alabama. As the Coordinating Agent, my primary responsibility is to organize and oversee our company's freight transportation needs.

Since the Surface Transportation Board will shortly rule on the proposed plan by CSX Corporation and Norfolk-Southern to acquire Conrail, I wanted to write to you to let you know that Taylor Wharton Iron strongly supports the proposal. Furthermore, we urge you to approve it as quickly as possible in order to create a more efficient, more competitive, and more reliable freight transportation system.

Taylor Wharton Iron currently utilizes rail service by CSX and Southern Pacific as well as trucking to deliver the steel tanks we manufacture to our customers. We're very happy with the freight service we're receiving now, but we believe that the CSX-Norfolk Southern plan could lead to substantial improvements.

One of the biggest benefits of the CSX-Norfolk Southern plan will be to increase competition among different modes of freight transportation. Right now, for many shipping routes -- particularly shorter ones -- trucking service is the only realistic option. That's because indirect rail routes and frequent interchanges often make rail service too expensive and too time consuming. I believe this is one of the major reasons why trucking dominates the freight transportation market up and down the east coast.

If CSX and Norfolk Southern acquire Conrail and divide it's rail lines to create two strong carriers there will be more single line service. Single line service is faster, more efficient, and more reliable than every other mode of freight transportation. With more single line routes, trucks will have to compete against railroads, resulting in better service at lower prices for all shippers.

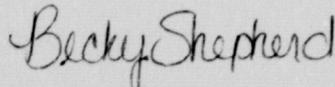
The bottom line: the CSX-Norfolk Southern proposal means more competitive freight transportation service across-the-board. For this reason, I hope that you and your colleagues on the Surface Transportation Board will approve the plan as quickly as possible.

Thank you for the opportunity to express my views and those of Taylor Wharton Iron.

I, Becky Shepherd, 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,



Becky Shepherd



TECHNICAL FOOD SALES
I N C O R P O R A T E D

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:

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 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. I sincerely believe that the availability of single-line service to a larger network will enable us to grow our business much more effectively than is presently the case.

We have used NS for several years on joint-line service in conjunction with Conrail, 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, Edward Makstell, 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,

Edward Makstell



TECHNICAL OIL PRODUCTS, INC.

Adamson Street, Easton, Pennsylvania 18042
(610) 252-8350 • (610) 252-9901 Fax

190 19th Avenue, Paterson, New Jersey 07504
(201) 684-4441 • (201) 684-1888 Fax

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 Terminiello, 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.


John Terminiello
Technical Oil Products, Inc.



Tecumseh Corrugated Box Company

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, William W. Fayling, 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 7 day of MAY, 1997.

William W. Fayling
General Manager
Tecumseh Corrugated Box Company

522



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

May 30, 1997

**Verified Statement on behalf of TEKSID INC.
Finance Docket No. 33388**

My name is Paolo Nervo, and I am the Logistic Manager of Teksid Inc., located at 39300 Country Club Drive, Farmington Hills, MI 48331-3473. I have held my present position for 3 years. My duties include coordinatating all the shipments from our factories in Italy, Poland, Brazil, Mexico and Tennessee to our customers throughout the United States.

Teksid is a aluminum and iron casting company which supplies Chrysler, General Motors, Ford, Cummins, Caterpillar and Consolidated Diesel Company. We produce our material from foundries in Italy, Poland, Brazil, Mexico and Dixon, Tennessee. We ship intermodal traffic mainly with NS, CR and CSX, throughout the United States via the Port of Norfolk, Virginia.

During 1996, we shipped approximately 2000 containers within these lanes.

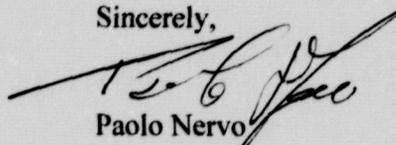
It is my understanding the CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service 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 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 growths and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

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

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

Sincerely,

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

Paolo Nervo
Logistics Manager
Teksid Inc.

THE TENNESSEE COAL COMPANY

P.O. Box 547, Lake City, Tennessee 37769-0547
(423) 426-7464

May 22, 1997

The Honorable 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 CORPORATION, INC.; NORFOLK SOUTHERN CORPORATION and NORFOLK SOUTHERN RAILWAY COMPANY-Control and Operating Leases/Agreements-Conrail, Inc. and Consolidated Rail Corporation Rail Corporation, STB Finance Docket No. 33388

Verified Statement
on behalf of
Beech Grove Processing

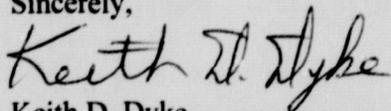
My name is Keith Dyke, and I am Vice President of Beech Grove Processing Company, Lake City, Tennessee. We are a coal mining company which sells coal to utility and industrial customers located in the Eastern United States, and our facility, which is located at Lake City TN, is served by the Norfolk Southern Railway.

I wrote to you on March 4, 1997 stating that Beech Grove wanted the Surface Transportation Board to approve a plan for the acquisition of Conrail which would best ensure balanced rail competition in the northeastern United States. As a shipper of coal to utilities, one of our primary concerns was that one railroad could end up serving the majority of coal-fired utilities in the East and the impact this could possibly have on rate levels.

I understand that CSXT and Norfolk Southern have recently formulated a new plan for the acquisition of Conrail which would involve joint acquisition and then a relatively equal division of Conrail's assets and tracks. This plan appears to resolve the issue of balanced rail competition, and therefore, we urge the STB to approve the NS/CSXT application to acquire Conrail.

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

Sincerely,



Keith D. Dyke
Vice President
Beech Grove Processing Company

STB

FD

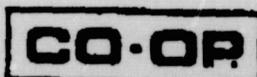
33388

6-23-97

A

180274V4B

10/14



TENNESSEE FARMERS COOPERATIVE
P. O. BOX 3003, 200 WALDRON ROAD
LAVERGNE, TN 37036-1983
(615) 793-8011

April 24, 1997

Surface Transportation Board
Mr. Vernon A. Williams, Secretary
1202 Constitution Ave., N. W.
Washington, D.C. 20423

Dear Mr. Williams:

I am writing in support of the proposed merger/purchase by the CSX Transportation System and the NS Southern with the Conrail System. This acquisition will streamline the rail system for the mid and eastern parts of the United States. This should provide better and more timely service for those of us who receive shipments originating in those parts of the country with a minimum number of inter-line switches.

Tennessee Farmers Cooperative is a farm supply cooperative operating in the state of Tennessee. My responsibility is for the feed operations of the cooperative. We have five animal feed mills in the state and manufacture over 400,000 tons of feed annually. Many of our ingredients originate from the eastern half of the country. I believe the proposed mergers will do nothing but help the efficiency of the rail system in the areas served by the CSX Transportation and the Norfolk Southern Systems. Efficiencies gained should make these rail lines more competitive with other forms of transportation. In the end the beneficiary of these mergers will be the farmers and other consumers.

Thank you for your consideration of my support of a favorable review by the Surface Transportation Board of the proposed merger/purchase of the Conrail System by two of the strong and service minded rail lines in this country.

Sincerely,

G. Ray Wilson

G. Ray Wilson, Manager
Feed Department

CO-OP

TENNESSEE FARMERS COOPERATIVE
P. O. BOX 3003, 200 WALDRON ROAD
LAVERGNE, TN 37086-1983
(615) 793-8011

May 27, 1997

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

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

VERIFIED STATEMENT
OF

G. RAY WILSON
TENNESSEE FARMERS COOPERATIVE
P. O. BOX 3003, 200 WALDRON ROAD
LAVERGNE, TN. 37086

My name is Garlin Ray Wilson, and I am Manager of the Feed Department of Tennessee Farmers Cooperative. I have held this position for 24 years. My duties include all managerial duties associated with the Animal Feed Business of this Cooperative. Among my duties is oversight of the purchasing and shipment of all ingredients which go into our products. A large majority of the 447,000 tons of animal feed sold in Tennessee this past year by our system is received by rail. Other duties include the management of a staff which performs duties relating to nutritional expertise, formulation and manufacturing.

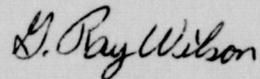
Tennessee Farmers Cooperative (TFC) is a farm supply cooperative owned by 71 local cooperatives which are owned by the farmers of Tennessee. TFC supplies a broad supply of most agricultural inputs. We have facilities located here at the home office including 2 feed mills, a 3-acre general warehouse, a fertilizer plant, a bulk material handling department, a quality control lab and an auto service shop. In Jackson, Tn. we have one feed mill, a large general warehouse and a fertilizer plant. Just outside of Knoxville, Tn. we have a large general warehouse, a fertilizer plant and two feed mills. These facilities are located on the Norfolk Southern rail line. Last year we shipped 1909 rail cars of grain and other soft ingredients into the 2 feed mills located just outside of Knoxville.

We support the proposed purchase of Conrail by Norfolk Southern and CSX. Since our facilities near Knoxville are located on the NS, we would welcome the benefits of increased

market access of single-line rail transportation. At all three locations we do not have the benefit of a tremendous amount of storage space. Consequently, the timeliness of arrival of incoming shipments is critically important. We find that dealing with multi-line rail service is less predictable than single line service. This is sometimes as much as 3 to 5 days of ingredients coming out of the mid-western section of the country. We have had the service of the NS at our location outside of Knoxville ever since the mills were constructed in the late 50's and early 60's. We have been pleased with the service level provided by the NS and believe a purchase of Conrail would do nothing but enhance the service we receive on shipments on a continual basis. The predictability of arrival time is most critical in our operation. The proposed purchase of Conrail by NS and CSX would greatly expand the area of the country from which we could purchase ingredients and have them shipped on a single line carrier to our East Tennessee location. Based on past experience, we believe we would continue to receive ingredients free of cross contamination which is essential to manufacture high quality animal feeds. This has been the experience with the NS and see no reason why this would change with the purchase of Conrail by Norfolk Southern and CSX.

For reasons described above I support the application of NS/CSX purchase of Conrail.

Sincerely,

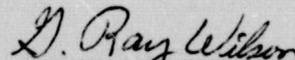


G. Ray Wilson, Manager
Feed Department of
Tennessee Farmers Cooperative

VERIFICATION

I, G. Ray Wilson, declare under penalty of perjury that to the best of my knowledge, information and belief 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.


G. Ray Wilson

Tennessee Valley Resources, Inc.

P.O. Box 617
Highway 11-East
Jefferson City, Tennessee 37760

423/475-9016
Out of TN: 1-800-523-4911

FAX # 423/475-4697

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 H. J. Moser, III, and I am President of Tennessee Valley Resources, Inc. I have held my present position for 10 years.

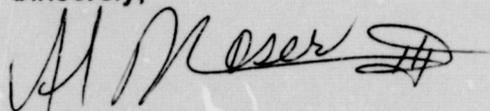
Tennessee Valley Resources, Inc. is a distributor of ag lime, sand and gravel. We have facilities located at Jefferson City, TN, New Market, TN, Thorn Hill, TN, Gordonsville, TN, and Gulf Hammock, FL. Two of these facilities are presently served by NS. During 1996, we shipped 4000 carloads from these origins.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facilities are 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 facilities 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, H. J. Moser, 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 27, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "H. J. Moser III", with a stylized flourish at the end.

H. J. Moser, III

 **TERMINAL CONSOLIDATION**
KANSAS CITY PIGGYBACK

POST OFFICE BOX 12460 • KANSAS CITY, MISSOURI 64116-0460
TELEPHONE: (816) 453-5101 — FAX (816) 453-0753

VERIFIED STATEMENT OF

TERMINAL CONSOLIDATION COMPANY
3600 GREAT MIDWEST DRIVE
KANSAS CITY, MO. 64161

FINANCE DOCKET 33388

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

Dear Mr. Williams:

My name is David R. Nickell. I am President of Terminal Consolidation Co., dba Kansas City Piggyback, Inc. I have held my present position for 17 years. I am manager and owner of this multi-transportation company. I am ultimately responsible for all transportation decisions. My educational background includes a Bachelors Degree in Business Administration from Augusta College and an Associate Degree in Traffic & Transportation from Jefferson State College. On behalf of Terminal Consolidation, I am writing to express our strong support of the merger between the Norfolk Southern and the ConRail.

Terminal Consolidation is a multi-faceted transportation company headquartered in Kansas City, Missouri. One of our major roles is as an Intermodal Marketing Company. We also offer ocean container storage and repair, freight consolidation and distribution, truck brokerage, local and regional trucking, and rail piggyback consolidation.

We offer rail piggyback services to customers in Kansas, Missouri, Oklahoma, Arkansas, Iowa and Illinois. We handle TOFC and COFC business originating at Kansas City and St. Louis ramps for shipment both eastbound and westbound. We use the services of all major rail carriers. Our trucking division also drays rail trailers to and from rail ramps. We handle 7,200 trailer and container units each year.

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

531



FULL SERVICE TRANSPORTATION • TRUCKING • CONSOLIDATION • CONTAINER STORAGE • U.S. CUSTOMS BONDED
SHIPPER'S AGENT • CARTAGE SERVICE • FREIGHT CONSOLIDATION • POOL DISTRIBUTION



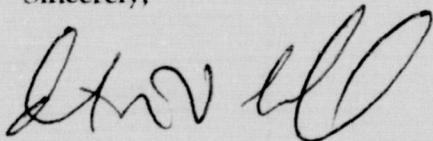
throughout the territory now served by Conrail. Opening Conrail markets to service by two carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantage of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, 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 services 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 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, David R. Nickell, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 21, 1997.

Sincerely,



David R. Nickell
President
Terminal Consolidation Company

TLS TERMINAL LIFT SERVICES, INC.

162 EAST 26TH STREET
CHICAGO HEIGHTS, ILLINOIS 60411
TEL (708) 755-3100 (708) 755-4100
FAX (708) 755-4173

May 14, 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 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 hope to have 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 will increase rail business for the expanded systems 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 will create greater efficiency, it will lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service will grow in 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, Daniel J. Marias, 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.

TERMINAL LIFT SERVICES, INC.

Daniel J. Marias

Daniel J. Marias
Executive Vice President

Beverly Van Lund

Rail Transportation Manager

GENERAL OFFICE

2020 Springdale Road
P. O. Box 587
Waukesha, WI 53187
Phone: 414-548-1438
Fax: 414-548-1483
800-323-7350

ARIZONA OFFICE

18802 Grandview Drive
Sun City West, Arizona 85375
Phone: 602-546-4473
Fax: 602-546-4477

VERIFIED STATEMENT OF TEXPAR ENERGY, INC.

MY NAME IS BEVERLY VAN LUND, AND I AM RAIL TRANSPORTATION MANAGER FOR TEXPAR ENERGY, INC. I HAVE HELD MY PRESENT POSITION FOR 14 YEARS. MY DUTIES INCLUDE HANDLING ALL ASPECTS OF RAIL TRANSPORTATION, INCLUDING FREIGHT RATES, EQUIPMENT AND SCHEDULES. WE HAVE FACILITIES LOCATED AT MILWAUKEE, WISCONSIN; WAUKESHA, WISCONSIN; HOUSTON, TEXAS; ROCHESTER, MINNESOTA; AND GREAT BEND, KANSAS. DURING 1996 WE SHIPPED OVER 12,000 TANK CARS FROM VARIOUS REFINERIES THROUGHOUT THE UNITED STATES AND CANADA.

WE SUPPORT THE APPROVAL OF THE TRANSACTION BY WHICH NORFOLK SOUTHERN AND CSX 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 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, EFFICIENT EQUIPMENT UTILIZATION AND SEAMLESS SYNERGIES

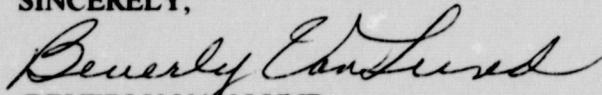
IN ADDITION, WE ARE LOOKING FORWARD TO EXPERIENCING NOT ONLY THE CHANGE FROM BEING SERVED BY ONE RAIL CARRIER INCREASING TO

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, BEVERLY VAN LUND, 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 7, 1997.

SINCERELY,



BEVERLY VAN LUND
RAIL TRANSPORTATION MANAGER
TEXPAR ENERGY, INC.

Beverly Van Lund
Rail Transportation Manager

GENERAL OFFICE
2020 Springdale Road
P. O. Box 587
Waukesha, WI 53187
Phone: 414-548-1488
Fax: 414-548-1483
800-323-7350

ARIZONA OFFICE
18802 Grandview Drive
Sun City West, Arizona 85375
Phone: 602-546-4473
Fax: 602-546-4477

MAY 7, 1997

VERNON A. WILLIAMS
SECRETARY
SURFACE TRANSPORTATION BOARD
1925 K STREET, N. W.
WASHINGTON, D. C. 20423

RE: VERIFIED STATEMENT OF TEXPAR ENERGY, INC.
PROPOSED CSX/NS/CONRAIL TRANSACTION;
SURFACE TRANSPORTATION DOCKET NO. 33388

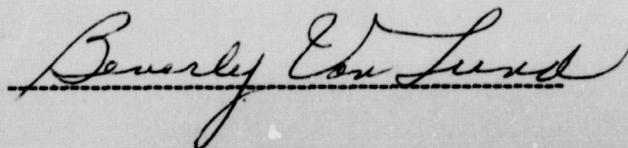
DEAR SECRETARY WILLIAMS:

MY NAME IS BEVERLY VAN LUND. I AM RAIL TRANSPORTATION MANAGER FOR TEXPAR ENERGY. IN MY POSITION, I AM RESPONSIBLE FOR ALL ASPECTS OF RAIL TRANSPORTATION, INCLUDING FREIGHT RATES, EQUIPMENT, AND FREIGHT SCHEDULES.

I AM WRITING TO OFFER MY STRONG SUPPORT FOR THE PROPOSED JOINT ACQUISITION OF CONRAIL BY CSX AND NORFOLK SOUTHERN AND URGE THE BOARD TO APPROVE IT PROMPTLY. I BELIEVE THAT THE PROPOSED ACQUISITION WOULD BE IN THE BEST INTEREST OF TEXPAR ENERGY, INC.

I, BEVERLY VAN LUND, 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 7TH DAY OF MAY, 1997.

SINCERELY,



Thomas & Betts Corporation
Meyer Steel Structures
P.O. Box 126
Hager City, WI 54014
Phone (715) 792-2811
Facsimile (715) 792-5322

Thomas & Betts

May 29, 1997

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

RE: CSXT 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# 33388

Verified Statement on Behalf of Thomas & Betts Corporation

My Name is Ernest E. Valentine. I am the Traffic Manager of Thomas & Betts Corp., Hager City, WI facility. As Traffic Manager I am responsible for negotiating rail pricing, planning rail service and arranging for carload rail service. I have been employed by Thomas & Betts Corp., Hager City Plant for 25 years and have a total of 31 years in the transportation industry.

Thomas & Betts Corp., Hager City Plant manufactures steel utility poles and we depend on rail service to supply our customers and receive raw materials. We have both customers and suppliers that are located on CSXT, CR and NS lines. In 1996, we shipped and received approximately 500 carload of material at this facility to and from various points in the US and Canada.

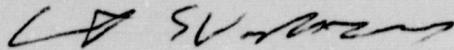
The current proposal by CSXT and NS to acquire control and then divide the assets of Conrail appears to the best possible under the circumstances and will provide true competition for many points served by Conrail (CR). Balanced rail competition is essential to maintain competitive rail rates and provide incentives for railroad to maintain or improve service. This option has not been available to many shippers and receivers of freight located solely on Conrail.

We look forward to a revival of rail competition on former Conrail lines and trust that this competition will allow us to increase our sales and the use of rail to areas where current Conrail pricing and service policies have forced the business to move via truck or to go to our competitors.

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

Very truly yours,

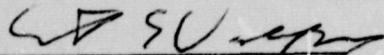
THOMAS & BETTS CORPORATION



Ernest E. Valentine
Manager, Traffic

VERIFICATION:

I Ernest E. Valentine, declare that under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified to and authorized to file this verified statement. Executed the 29th. day of May, 1997



Ernest E. Valentine

VERIFIED STATEMENT OF HUGH THOMASSON
THOMASSON LUMBER COMPANY

My name is Hugh Thomasson, and I am President of Thomasson Lumber Company. I have held my present position for 25 years. My duties include responsibilities for all activities of Thomasson Lumber Company, including rail transportation.

Thomasson Lumber Company is a wholesale company that ships from a plant located in Brierfield, Alabama. This plant is not on the railroad but is close enough both to the Norfolk Southern and the CSX that we ship on both of these railroads. During 1996, we shipped approximately 75 carloads.

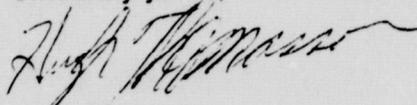
We support the approval of the transaction by which CSX and Norfolk and Southern will acquire control of Conrail.

There is a distinct need for two competing railroads in the Northeast.

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

I, Hugh Thomasson, 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.

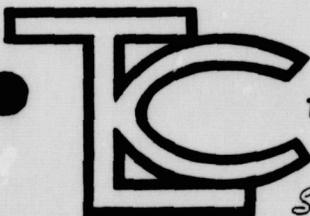
Sincerely yours,



Hugh Thomasson
President
THOMASSON LUMBER COMPANY

HT/th

P. O. DRAWER 490 PHILADELPHIA, MISSISSIPPI 39358 PHONE (601) 656-6000



THOMASSON LUMBER COMPANY

Specializing In Treated And Untreated Southern Pine

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

*Verified Statement of Stephen H. Johnson
Thompson Hardwoods, Inc.*

My name is Stephen H. Johnson and I am Executive Vice President of Thompson Hardwoods, Inc. I have held my present position for four years. My duties include overall management of Thompson Hardwoods, Inc.

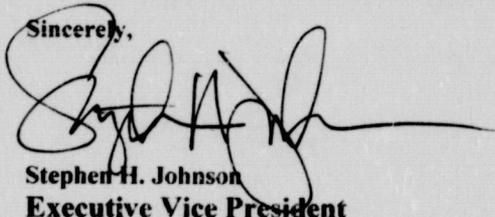
Thompson Hardwoods, Inc. is a manufacturer of Southern Hardwood and Cypress wood products. We are located in Hazlehurst, Georgia. We are presently rail served by Norfolk Southern. We sell and receive commodities via rail at this location.

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 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 one than one rail carrier which owns its facilities. They must be comparable in terms of 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.

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

I, Stephen H. Johnson, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on May 09, 1997.

Sincerely,



Stephen H. Johnson
Executive Vice President

DAVID THOMPSON TRUCKING COMPANY, INC.,

511 South Hoskins Road

Charlotte, NC 28208

Phone: 704-391-9107 Fax: 704-391-2355

Verified Statement of

David Thompson Trucking Company, Inc.,

Finance Docket No. 33388

May 29, 1997

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

Dear Mr. Williams:

My name is Jeff Thompson, and I am president of David Thompson Trucking Company, Inc. I have held my position for one year. My duties include managing our fleet of trucks in all respects, including dispatch, personnel, equipment, sales, maintenance, purchasing, safety and insurance. These responsibilities are applicable to both direct shipment and intermodal transportation, a large and vital part of our business.

David Thompson Trucking Company, Inc., is a motor carrier. For the past 20 years, we have worked with Norfolk Southern and CSX in Charlotte, North Carolina. We would like to continue, this service for our customers.

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

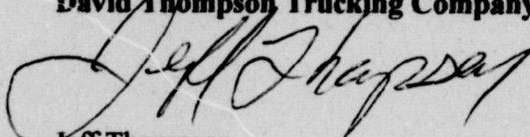
time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service. The more railroads, like trucks, providing a transportation service to the public, the more opportunities are provided to our company. Competition, like Milton Friedman the note economist says, serves to protect the consumer more than any government regulation. Consequently, the more competition, the better the consumer is served. This "economic position" serves our company also. Two railroads doing business in a given area will provide more opportunities to our company than just one. Our customer will also be better served by the fact that two railroads are competing for the same business, causing them to provide a better service at a competitive rate. The more competition in a large economic area can only provide us with more opportunities, causing us to provide better and more competitive rates to our shippers.

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



Jeff Thompson
President.

Tidewater Battery Company, Inc.

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

VERIFIED STATEMENT OF Mark R. Palmer

TIDEWATER BATTERY COMPANY, INC.

FINANCE DOCKET NO. 33388

Chesapeake

P. O. Box 1324
Virginia 23327-1324

1324 Lindale Drive
Virginia 23320-5918

Sales: (804) 547-2167
Office: (804) 436-7679

Hampton

2502 58th Street
Virginia 23661-1228

Sales: (804) 826-3600

Heavy Duty
Automotive
Industrial
Marine

Batteries
Filters
Brakes
Suspension
Ignition



MEMBER



MEMBER

Conrail

My name is Mark R. Palmer, and I am **Vice President** of **Tidewater Battery Company, Inc., 1324 Lindale Drive, Virginia, 23320-5918.** I have held my current position for the last seven years. My duties include overseeing all aspects of our business including the operations and financial side of our company.

Tidewater Battery Company, Inc., is a **vendor** in the wholesale distribution of auto and truck parts. We work with NS at their Norfolk, VA., location.

Based upon our experience in providing the services described above and working with Norfolk Southern, 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-

Tidewater Battery Company, Inc.

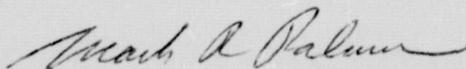
competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete 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, Mark R. Palmer, 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,



Mark R. Palmer, Vice President
Tidewater Battery

Chesapeake

P. O. Box 1324
Virginia 23327-1324

1324 Lindale Drive
Virginia 23320-5918

Sales: (804) 547-2167
Office: (804) 436-7679

Hampton

2502 58th Street
Virginia 23661-1228

Sales: (804) 826-3600

Heavy Duty
Automotive
Industrial
Marine

Batteries
Filters
Brakes
Suspension
Ignition



MEMBER



PHOTO

May 30, 1997



TIE LOGISTICS, INC.

COMMAND® Winner of Computerworld Smithsonian Transportation Award

VERIFIED STATEMENT OF
Tie Logistics, Inc.
Transportation Information Technology 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 Bill Habeck and I am President of Tie Logistics, Inc. located at 395 Elliot Street, Newton Upper Falls, MA 02164. Tie Logistics, Inc. is a Transportation Information Technology Service Company that conducts business with Customers that use Norfolk Southern Corporation system-wide. Tie Logistics, Inc. provides services to Customers that ship via rail. Tie Logistics, Inc. COMMAND® software helps Customers monitoring / control / provide Pro-Active Customer Service / analysis performance, and increase rail use by proving to company management and customers that they can monitor shipments during the entire trip cycle across multiple carriers.

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 competitive service.

545

TRANSPORTATION TECHNOLOGY SERVICES

395 ELLIOT STREET, NEWTON, MA 02164 TEL (617) 928-5000 FAX (617) 928-5025



TIE LOGISTICS, INC.

COMMAND® Winner of Computerworld Smithsonian Transportation Award

Growth in the Rail Car and 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 both Rail Car and Intermodal traffic, which in turn will enhance my business as a supplier of Information Technology Services to Customers who ship via rail. NS's capital investment in its Rail Car Operation Network / 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 applications of NS and CSX to acquire Conrail should be approved by the STB.

I, Bill Habeck, 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,

Bill Habeck
Tie Logistics, Inc.
395 Elliot Street
Newton Upper Falls, MA 02164

546

TRANSPORTATION TECHNOLOGY SERVICES

395 ELLIOT STREET, NEWTON, MA 02164 TEL (617) 928-5000 FAX (617) 928-5025



TINDALL CONCRETE GEORGIA, INC.

May 23, 1997

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

Re: 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 Roger A. Reid, and I am President of Tindall Concrete Georgia, Inc. I have held my present position for 3 years. My duties include overall profit and loss responsibility for the operation and final approval of rail shipment projects.

Tindall Concrete Georgia, Inc. is a prestress concrete manufacturing company. We have facilities located at Conley and Jonesboro, Georgia. These facilities are presently served by Norfolk Southern. We sell to contractors and owners located throughout the Eastern United States. During 1996, we shipped numerous loads with Norfolk Southern however, coordinating with multiple rail lines continue to limit our opportunities for projects outside Norfolk Southern area.

We support the proposed joint acquisition of Conrail by Norfolk Southern and CSX Corporation. 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 Consolidated Rail lines which are acquired.

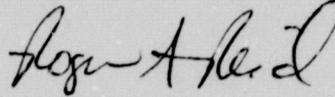


547

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

Sincerely,

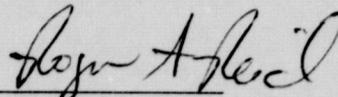
Tindall Concrete Georgia, Inc.



Roger A. Reid
President and General Manager

VERIFICATION

I, Roger A. Reid, 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 23rd day of May 1997.



Roger A. Reid



TIRE CENTERS, INC.

VERIFIED STATEMENT OF TIRE CENTERS 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 Dan Harrington, and I am the Retread Plant Manager of Tire Centers Incorporated in Forest Park, Georgia. I have held my present position with TCI for five years, with twenty-one years in the retread business. My duties include day to day operations of the plant as well as overseeing retread programs for our Dalton and Augusta stores.

Tire Centers is a national company doing business in 38 states. We are the largest commercial tire dealer in North America with sales of 400 million dollars. We also produce more Bandag retreads than anyone in the United States. Tire Centers works with Norfolk Southern at their Atlanta railyard as well as taking care of their national road service. In addition we work with Sealand and Sante Fe taking care of retreads, repairs, road service, new tires, tubes and flaps.

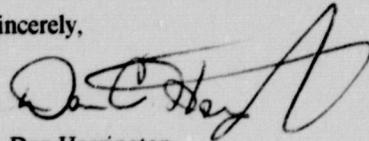
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their effort to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, 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 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. Aside from the benefits that rail customers will receive, this expansion of competition will provide more opportunities for more vendors in the Northeast. Tire Centers has locations in the Northeast which could benefit.

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

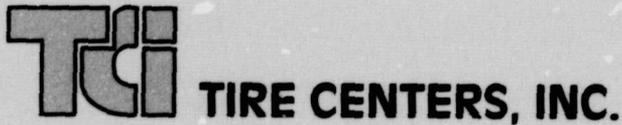
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Dan Harrington, 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,

A handwritten signature in black ink, appearing to read "Dan Harrington", written in a cursive style.

Dan Harrington



VERIFIED STATEMENT OF TIRE CENTERS 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 Mark Murphy, and I am a commercial salesman of Tire Centers Incorporated in Forest Park, Georgia. I have held my present position with TCI for eight months. My duties include developing new accounts and maintaining tire programs for existing accounts. The job of maintaining accounts includes fleet inspections, new tire sales, and in most cases, a retreading program.

Tire Centers is a national company doing business in 38 states. We are the largest commercial tire dealer in North America with sales of 400 million dollars. We also produce more Bandag retreads than anyone in the United States. Tire Centers works with Norfolk Southern at their Atlanta railyard as well as taking care of their national road service. In addition we work with Sealand and Sante Fe taking care of retreads, repairs, road service, new tires, tubes and flaps.

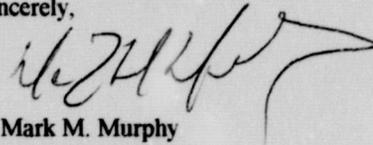
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their effort to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, 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 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. Aside from the benefits that rail customers will receive, this expansion of competition will provide more opportunities for more vendors in the Northeast. Tire Centers has locations in the Northeast which could benefit.

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

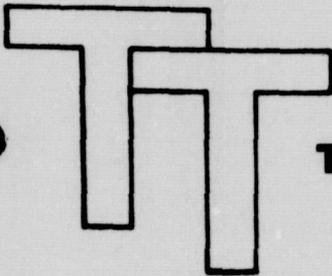
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Mark M. Murphy, 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,

A handwritten signature in black ink, appearing to read "Mark M. Murphy", with a stylized flourish extending to the right.

Mark M. Murphy



**TIRE
TREADS
INC.**

33 Montgomery Drive
Erlanger, Kentucky 41018
Phone: (606) 341-2728
Fax: (606) 578-7626

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 Steve Cheesman, and I am Vice President of Tire Tread Inc., 33 Montgomery Drive, Erlanger, KY, 41018. We have been in business for 20 years. Tire Tread Inc. is a supplier of tires and supplies for Norfolk Southern Corporation in Cincinnati, Ohio.

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, Steve Cheesman, 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,

A handwritten signature in black ink, appearing to be 'SC' with a flourish extending to the right.

Steve Cheesman



Titan Steel Corporation

2500-B Broening Highway
Baltimore, MD 21224

410.631.5200
FAX 410.631.5220

MAY 21, 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 and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Sir:

My name is Lisa Wharton Ryan. I am the Traffic Manager of Titan Steel Corporation. My business address is 2500-B Broening Highway, Baltimore, MD 21224. As Traffic Manager, my responsibilities include planning for rail service, negotiation of rail contracts and arranging for carload and container on flat car shipments. I have worked in the transportation field for 25 years.

Titan Steel Corporation (TSC) operates a facility at 2500-B Broening Highway, Baltimore, MD 21224. We process tinplate at this location. In 1996 we shipped 700 tons of this product by rail. We ship to numerous points in the U.S. In 1996, we paid over \$57,000 in rail freight charges.

We have followed the Conrail saga over the last several months with great interest. The solution which Norfolk Southern (NS) and CSX have presented to the question of "who gets Conrail" appears to us to be fair and equitable. When CSX was to acquire all of Conrail, we were greatly concerned that we, and our industry, would lose the services of one of the two rail carriers who service us. However, since NS has acquired the portion of Conrail which serves our facility, we will continue to enjoy competitive rail service at this location.

Page Two

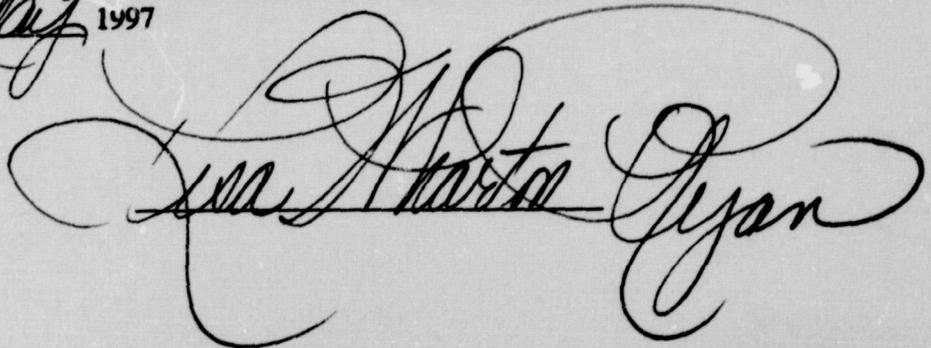
Competitive rail service is important for Titan Steel Corporation. Therefore, there is a distinct need for balanced rail competition on the East Coast. TSC must compete on a global basis. Both our domestic and international competitors look for cost savings whenever possible. Because transportation expenses are a major product cost item for TSC, we need to have two rail providers available in order to provide competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the very minimum for our needs. Smoother service, equipment utilization and systems synergies are highest when there are two carriers of comparable size and scope. From what we understand of the competitive situation in the Southeast, this has worked well where NS and CSX compete directly. In most cases, motor carrier service is not an economically viable alternative for shipping our product.

In addition, replacing Conrail with NS will assist us in adding additional points to/from which our products may be shipped/received.

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

VERIFIED STATEMENT
on behalf of
TITAN STEEL CORPORATION
FINANCE DOCKET NO. 33388

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

A large, stylized handwritten signature in black ink, appearing to read "Lisa Wharton Ryan". The signature is written in a cursive, flowing style with large loops and flourishes.



May 14, 1997

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

SUBJECT: VERIFIED STATEMENT OF TITAN TIRE CORPORATION

Dear Mr. Williams:

My name is Daniel J. Clark, and I am Materials Manager of Titan Tire Corporation. I have held my present position for three (3) years. My duties include the purchase of all materials and transportation, including rail service.

Titan Tire Corporation is a manufacturer of agricultural and industrial tires. We have facilities located at Des Moines, IA and Clinton, TN. These facilities are presently served by NS. During 1996, we received approximately 200 carloads from the Gulf Coast into Des Moines.

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, Daniel J. 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 on May 14, 1997.

Sincerely,

Daniel J. Clark

P:\PUBDATA\MERGER\SHPRSTMT.WPD
April 21, 1997

TITAN TIRE CORPORATION
2345 East Market, PO Box 1616
Des Moines, IA 50306-1616
(515) 265-9200 • Fax: (515) 265-9301

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

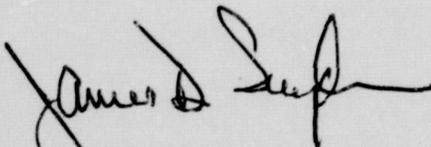
Dear Secretary Williams:

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



James D. Snyder
President
Toledo Harbor Warehousing Corp.



TLM, INC. • 2470 Sandy Plains Road • Suite C • Marietta, Georgia 30066
Telephone (770) 973-5949 • Fax (770) 973-5130

VERIFIED STATEMENT OF
TLM, INC.
FINANCE DOCKET NO. 33388

May 15, 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 Mark Greene, and I am Vice President of TLM, Inc., 2470 Sandy Plains Rd., Marietta, GA 30066. I have held my present position for two-and-a-half years. My duties include the general management duties and overall financial responsibilities.

TLM, Inc. is a regional motor carrier. Over half of our daily work is providing dray service to and from the local Atlanta railroad ramps to various shippers and consignees in the Atlanta area. We work with NS at the following locations: Atlanta, GA and Jacksonville, FL. In addition, we work with CSX at Atlanta, GA.

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.



TLM, INC. • 2470 Sandy Plains Road • Suite C • Marietta, Georgia 30066
Telephone (770) 973-5949 • Fax (770) 973-5130

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, Mark S. Greene, 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,

A handwritten signature in cursive script that reads "Mark S. Greene".

Mark S. Greene
Vice President
TLM, 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

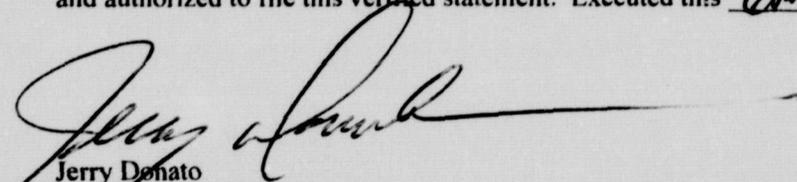
Dear Secretary Williams:

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, Jerry Donato, 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 10th day of May, 1997.


Jerry Donato
Director, Materials Management
Toledo Pickling Steel Group



TOLL INTEGRATED SYSTEMS

a division of

Toll Brothers, Inc.

May 20, _____, 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:
Finance Docket No. 33388

Dear Secretary Williams:

My name is Ron Zega. I am Purchasing Manager for Toll Brother Inc., located in Morrisville, PA. My office address is 449 South Pennsylvania Avenue, Morrisville, PA 19067. In my position, I am responsible for coordinating the transportation strategy for Toll Brothers. I have been in my current position 13 years and have worked in the logistics field for over 20 years. 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 approve it promptly.

Toll Brothers is the manufacturer of quality pre-fabrication homes and uses car loads of lumber for the building materials. We receive approximately 700 car loads annually of inbound wood products from the PNW, Southeastern US, and the Province of Quebec at our Morrisville, PA facility.

Toll Brothers believes that the proposed transaction would be in our best interests, as well as in the interest of our customers. We strongly urged the Board to approve this application for the reasons detailed below.

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

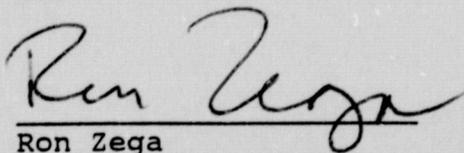
Mr. Vernon Williams
May 20, _____, 1997
Page 2

rates. With the expanded CSX and NS systems we expect more efficient, reliable service.

2. We also expect that with the increased number of destinations able to be reached in single-line service, we are more likely to be able to receive inbound product by rail than we can today, from more distant markets. It has been our experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.
3. We are convinced that the proposed transaction will increase rail business for the expanded systems, and that would be good for all of the shippers who rely on rail. Toll Brothers is well aware that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets, especially in the East. Because the expanded systems will be able to achieve greater efficiency, it will return more freight traffic to the rails promoting more long term capital investment and ensuring that rail service will grow into the future. These developments are, and should be important to all rail shippers.

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

I, Ron Zega 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 20 day of May, 1997.


Ron Zega



TOM WADE COMPANIES

POST OFFICE BOX 265 • KENTON, TENNESSEE 38233-0265
901/749-5305 • 800/231-3235 • FAX 901/749-0076

VERIFIED STATEMENT OF EDWARD SIMS

TOM WADE COMPANIES

**DBA: KENTON GRAIN COMPANY
COMO GRAIN COMPANY
DYER GRAIN COMPANY
WADE GIN COMPANY
FARMERS GIN OF HUMBOLDT**

My name is Edward Sims and I am General Manager of Tom Wade Companies. I have held my present position for 21 years. My duties include merchandizing grain and cottonseed, and coordination of all rail transportation for grain and cottonseed, rail freight rates, and car availability as well as supervising all car loading and billing.

Tom Wade Companies combined make up the second largest independent grain dealer in Tennessee. We have grain facilities at Kenton, Dyer, and Como, Tennessee. Kenton and Dyer are located on the West Tennessee Railroad (WTNN), which connects with the Norfolk Southern (NS) at Jackson, Tennessee and the CSX at Humboldt, Tennessee. Our cotton gin is located at Kenton, Tennessee on the WTNN as well. We also have a 1/3 interest in Farmers Gin of Humboldt, Tennessee which is also on the WTNN.

During 1996 we shipped 2,600 carloads of grain from our Kenton and Dyer facilities. 90% of this traffic went NS, 10% went CSX.

In recent years we have been unable to get favorable rates on cottonseed into the Northeast by rail so the majority of our cottonseed has been shipped by truck.

All grain was shipped in covered hoppers 4,750 cu. ft. and 5,100 cu. ft.

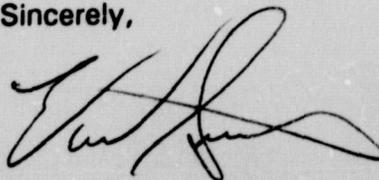
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is 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 customer interest 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 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies. With more competition our cottonseed, which could amount to 150 to 200 carloads, would compete over rail vs. truck into the area now serviced by Conrail.

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 rail service will allow us to provide increased market penetration to areas in which we've 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, Edward Sims, 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 7, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Edward Sims', written in a cursive style.

Edward Sims, Manager
Tom Wade Companies

Top Gun, Incorporated

P. O. Box 185
Thorpe, WV 24888

May 15, 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

Verified Statement

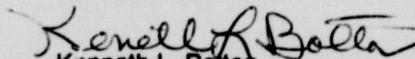
Dear Mr. Williams:

My name is Kenneth L. Bolton, President of Top Gun, Incorporated. Top Gun, Incorporated is responsible for the production of approximately 200,000 tons annually from rail facilities located on the Norfolk Southern system in West Virginia. In order to expand our production, we will need the markets afforded Norfolk Southern shippers to the existing Norfolk Southern/Conrail served customers.

Joint line rail service into the Northeast has not allowed full access to markets that could be valuable to us. We support approval of the transaction which will allow Norfolk Southern and CSX to acquire Conrail and divide the assets. We would welcome the benefit of increased market access from single line rail transportation that will provide us an additional customer base previously unattainable.

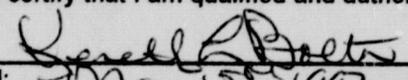
Norfolk Southern has served us well for many years and since deregulation the Norfolk Southern has proven to be a valuable partner in the transportation and marketing of our coal domestically and worldwide. We urge the board to approve the joint application of CSX and Norfolk Southern.

Sincerely,


Kenneth L. Bolton
President

VERIFICATION

I, Kenneth L. Bolton, 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.

Signed: 
Executed: May 15, 1997

TOTAL TRANSPORTATION SYSTEMS
A DIVISION OF HAMMOND GROUP, INC.

May 26, 1997

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

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

My names is Robert E. Lundberg, I am the Division Manager of Total Transportation Systems which is the logistical arm of Hammond Group.

I support the principle of balance competition, as it has been my experience competition fosters quality improvements resulting in a more refined, better transportation system providing benefits to all concerned parties.

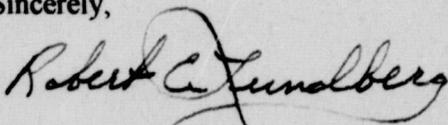
Specifically, Total Transportation Systems eagerly awaits approval of the NS/CSXT acquisition of ConRail. We feel it will open new competition markets that will foster growth for our company.

Your consideration for a prompt and favorable approval of this acquisition is requested and appreciated.

I, Robert E. Lundberg, declare under penalty of perjury that the foregoing is true and correct.

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

Sincerely,



Robert E. Lundberg

TRADEMARK
PLASTICS CORPORATION

May 23, 1997

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

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

Dear Mr. Williams:

My name is Gerald Silberberg and I am manager of transportation of Trademark Plastics Corporation. I have held this position for seven months but have been a part of the transportation industry for about 40 years. I am responsible for all aspects of domestic transportation involved in moving our product from our suppliers to our warehouses and customers. This involves trucking and rail.

Trademark Plastics Corporation is a distributor of plastic pellets and we ship to the entire country. Our major market is in the northeast, with Conrail our major carrier. We use warehousing facilities in Jersey City, NJ, Worcester, MA, and Leominster, MA. Conrail is the long haul carrier. We received 50 cars at Jersey City, NJ and Worcester, Ma in 1996 and we have at this time received 43 cars in 1997. These facilities are located on the PJR Railroad and the P&W Railroad. We utilize covered hopper cars.

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

TRADEMARK
PLASTICS CORPORATION

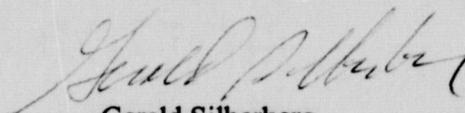
have service by more than one rail carrier which owns its facilities. And there, rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, 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, Gerald Silberberg, 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,



Gerald Silberberg
Traffic Manager
Trademark Plastics Corporation

**Traffic
Management
Corp.**

May 15, 1997

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

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

Dear Secretary Williams,

I would like to introduce myself to you. I am Tom Gallagher representing the Traffic Management Corporation. Our address is P.O. Box 97982, Pittsburgh, Pennsylvania, 15227-0385. I am writing in support of the proposed acquisition of Conrail by Norfolk Southern and CSX.

For too long, the Northeast has seen too little competition in rail and truck shipping. Today, trucking garners 86 percent of the freight revenues in the East -- significantly above the national average. Yet, trucks charge about 20 percent more than railroads to ship most goods. It is the consumer that literally ends up paying the extra "freight." Unfortunately, due to outdated service networks and government restrictions, it has been difficult for railroads to modernize and take advantage of new technologies. That is clearly changing, and the proposed Conrail acquisition plan will help speed that change.

There has been little real competition in the Northeast since Conrail was created in 1976. The Surface Transportation Board now has the opportunity to help foster a return to increased competition by approving the proposal.

It makes sense for both shippers, their customers and consumers. It also makes sense for the region in two related ways.

First, increased rail shipping will mean fewer trucks on the road. Anyone who has traveled the interstate highway corridors of New England and the Mid-Atlantic knows that increasing truck traffic is decreasing the safety of these important roads. It has

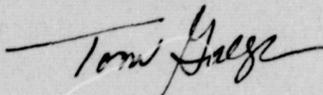
become all too commonplace to see traffic ground to a halt by another overturned trailer tractor. Add to that the pollution that trucks bring, and there is no question that prudent steps to encourage rail traffic are needed.

Secondly, CSX and Norfolk Southern understand the need for economic development in their service areas. This isn't just a matter of altruism although both companies have reputations as good corporate citizens. These rail carriers understand that the creation of economic growth creates new customers for them; and, as a result, CSX, for example, has assisted more than 500 industries to locate or expand in its service areas over the past five years. These companies work with state and local agencies on joint promotional and marketing efforts and in developing special routing and service packages to encourage investment and growth.

Competition is essential for growth. This proposal will give the Eastern United States two truly vigorous competitive rail options. We urge your support of this plan.

I, Tom Gallagher, 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 "Tom Gallagher". The signature is written in dark ink and is positioned above the printed name.

Tom Gallagher



Trafford Freight Corporation
75 First Street
Trafford, PA 15085

(412) 380-2255
Fax (412) 380-2266

May 15, 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

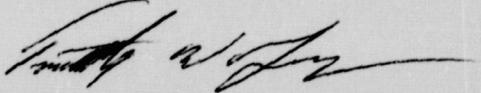
Dear Secretary Williams:

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 enhance 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, Timothy W. Gray, 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.


Timothy W. Gray
Trafford Freight Corporation

572



MAIN OFFICE - ROCHESTER
900 Jefferson Rd. - Admin Bldg.
Rochester, New York 14623
Phone: (716) 427-2080
Fax: (716) 427-0559

SYRACUSE
8149 Morgan Road
Clay, New York 13041
Phone: (315) 652-4600
Fax: (315) 652-1874

BUFFALO
13290 Colonial Woods
Alden, New York 14004
Phone: (716) 937-4738

PHILADELPHIA
1426 Oakwood Rd.
Coatesville, PA 19320
Phone: (610) 384-5082
Fax: (610) 384-2888

May 27, 1997

VERIFIED STATEMENT ON BEHALF OF

TRAILER TRANSPORT SYSTEMS, INC. - STB FINANCE DOCKET NO. 33388

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

My name is David Buschner, and I am President of Trailer Transport Systems, Inc., 900 Jefferson Road, Rochester, NY 14623. I have held my present position for 5 years. As such I am involved in all decision making when it comes to carrier selection and managing of relationships with carriers.

Trailer Transport Systems, Inc. is an Intermodal Marketing Company. We ship intermodal traffic in all lanes throughout the United States. West of the Mississippi the majority of our traffic between west and east coast points moves via UPRR and KCS. In the east, Conrail handles most of our traffic between east coast points - Boston, Springfield, Kearny, Harrisburg, Pittsburgh - and midwest gateways or destinations - Chicago, St. Louis. The NS handles traffic between central and western New York and midwest gateways and southeastern points and New York points. CSX handles traffic between Florida points and midwest and northeast points. During 1996 we shipped more than four thousand rail trailers, containers, and EMP units in 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 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 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 compete in the Northeast should not be just any rail carriers. They must be carriers which are comparable in size and scope, and provide a competitive service.

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

INTERMODAL SPECIALISTS
ICC LICENSED FREIGHT BROKER LIC. MC 170574

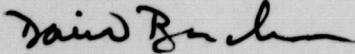
573

page 2 Mr. Vernon Williams

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

I, David Buschner, 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,



David Buschner
President
Trailer Transport Systems, Inc.



Trans-American Storage, Inc.

7540 S. Western Avenue
Chicago, Illinois 60620-5875
Phone: 773 434-1000
FAX: 773 434-1005

May 28, 1997

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

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

Dear Mr. Williams:

My name is Joan R. Gavin, and I am President of Trans-American Storage, Inc. 7540 South Western Avenue, Chicago, IL 60620. I have held my present position for nine years.

Trans-American Storage, Inc. is a household and commercial moving and storage company. We work with Norfolk Southern at the following location: 7540 South Western Avenue, Chicago, Illinois.

Based upon our experience, 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 are of comparable size and scope, and provide a competitive service.

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. NS's capital investment in its intermodal facilities and services are well known in the industry, as are its strong commitments to growth and service. Further we have been impressed with NS's commitment to safety, as evidenced by its 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.

Very truly yours,

TRANS-AMERICAN STORAGE, INC.


Joan R. Gavin
President

Worldwide Moving

575



The one company that can service all
your transportation needs Worldwide

Trans-Continental Systems, Inc.

Local 513/769-4774
Fax 513/769-3215
Watts 800/488-8726
Trans

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 Gary Stone, and I am C. E. O. for Trans-Continental System Inc., 10751 Evendale Dr., Cincinnati, Ohio 45241. Trans-Continental System Inc. has been in business over 14 years as a drayman. We work with the Norfolk Southern Corporation and the CSX Corporation at Cincinnati, Ohio.

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.

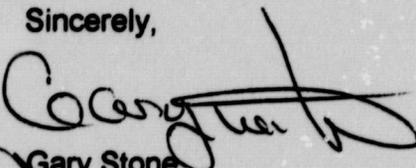
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

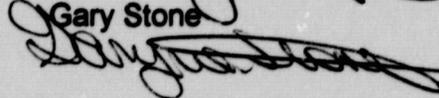
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Gary Stone, 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,



Gary Stone



Intermodal

Air

Trucking

Ocean



901 N. Cherry St. Wausau WI 54401-2874

(715) 675-4410 (715) 675-4011 FAX

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 Bob Kolbeck. I am President of Translink Inc. of Wausau, Wisconsin, an intermobile marketing company now in its fourth year of operation. I am writing the Surface Transportation Board in support of CSX and Norfolk Southern's proposed acquisition of Conrail.

As I see it, the STB should grant approval for three key reasons. The acquisition will create:

More market reach. As President of Translink, I am acutely aware of the potential customers we can't reach due to inefficiencies in transport. We ship lumber and birdfeed, empty cans for recycling, among other goods. The Conrail sale would open up new opportunities to take our services to new customers. And when it comes to new customers, I know everyone in our company believes if we can reach them, we can win them.

Increased competition. The CSX/NS purchase of Conrail would finally bring some competition to the transportation industry east of the Mississippi, creating some pressure for truck and barge transport to price their services more competitively. That would have an enormous ripple effect, not just in my industry, but across the economy as a whole.

More sources of supply. With more rational rail routes and more competitive shipping costs, a company like mine would be in a better position to shop for the best material from suppliers which, right now, can't connect with us on a cost-competitive basis. And quite simply, more sources of supply means more business.

The benefits and concerns I've outlined are common not just to my company, but thousands of others laboring under the less than optimal transport options at present. I urge the Surface Transportation Board to allow this acquisition to go forward as proposed.

**Intermodal
Air**

**Trucking
Ocean**



901 N. Cherry St. Wausau WI 54401-2874

(715) 675-4410 (715) 675-4011 FAX

I, Bob Kolbeck, 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 black ink, appearing to read "Bob Kolbeck", written in a cursive style.

Bob Kolbeck

TRANS LOAD LIMITED, INC.



Service is our only business



3433 35TH STREET NORTH

BIRMINGHAM, ALABAMA 35207

205-849-6938

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1926 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.

My name is Billy R. Rice, and I am President of Trans Load Limited, Inc. I have held my present position for 11 years. My duties include sales and rate quotes on old and new customers.

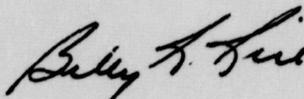
Trans Load Limited, Inc., is a reload service company for the lumber industry. We have facilities located at 3433 35th Street No. Birmingham, Al. 35207. These facilities are serviced by NS. We ship and receive from customers located at many locations. These facilities are located on all lines. During 1996, we shipped & received carloads/containers/trailors to and from these destinations and origins. Our eastbound traffic is the ones we need the most help, etc. routing - rates - and equipment.

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

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

I, Billy R. Rice, 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 June 1, 1997.

Sincerely

A handwritten signature in cursive script that reads "Billy R. Rice".

Billy R. Rice

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

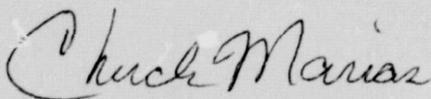
Dear Secretary Williams:

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, Charles J. Marias, 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 1st day of MAY, 1997.



Charles J. Marias
President
Transload Services, Inc.



TMI

Trans Marine International Corp.

18 North Bothwell • Palatine, IL 60067-5028 • Tel: (847) 202-3000 • Fax: (847) 202-3030

May 27, 1997

Mr Vernon A Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1201 Constitution Ave N.W.
Washington, D.C. 20423-0001

Reference: CSX Corporation and CSX Transportation Inc.; Norfolk Southern Corporation and Norfolk Souther Railway Company- Control and Operating Leases/Agreements- Conrail Inc.

Dear Mr Williams,

My name is Timothy Taylor and I am COO of Trans Marine International. I have held my present position for 10 years.

Trans Marine International is an International Logistics company. We utilize the services of many railroads for containers between the Midwest USA and USA East Coast and West Coast ports as well as Canadian ports. Combined volumes for 1997 were in excess of 13,000 containers.

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.



TMI

Trans Marine International Corp.

18 North Bothwell • Palatine, IL 60067-5028 • Tel: (847) 202-3000 • Fax: (847) 202-3030

Page 2

In addition to the competitive reasons stated above, my company would welcome Norfolk Southern service between the Midwest and Northeast.

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

I, Timothy Taylor, 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,

A handwritten signature in black ink, appearing to read 'Timothy A. Taylor', written over a circular scribble.

Timothy A. Taylor
Chief Operating Officer

TRANS SERVICES, INC. (T.S.I.)

POST OFFICE BOX 13223 • OVERLAND PARK, KS 66282-3223
TELEPHONE: (913) 451-4848 • FAX: (913) 451-1475

VERIFIED STATEMENT OF

TRANS SERVICES INC.
P.O. BOX 13223
OVERLAND PARK, KS. 66282

FINANCE DOCKET NO. 33388

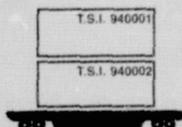
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K. Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is David R. Nickell, and I am President of Trans Services Inc. , P.O. Box 13223 Overland Park, KS. 66282. I have held my present position for five(5) years. My duties include the management of drivers and dispatchers. To provide the trucking needs of intermodal shippers and receivers in the St. Louis, MO, and Kansas City, MO. area.

Trans Services is a motor carrier specializing in intermodal transportation. We work with Norfolk Southern Railroad in the Kansas City MO., and St. Louis, Mo. area. We also work with other railroads servicing these same cities.

Based upon our experiences 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, services suffer 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 then 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.

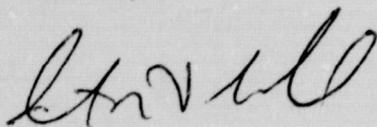


Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of the intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

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

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

Sincerely,



David R. Nickell
President
Trans Services

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, Keith Garrison, 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.



Keith Garrison
Vice President
Trans Tech Leasing

Trans Trade Inc.

*33 West Slade Street, Palatine, Illinois 60067-5028
Tel: 847-202-3000, Fax: 847-202-3030*

May 14, 1997

Mr Vernon A Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1201 Constitution Ave N.W.
Washington, D.C. 20423-0001

Reference: CSX Corporation and CSX Transportation Inc.; Norfolk Southern Corporation and Norfolk Souther Railway Company- Control and Operating Leases/Agreements-Conrail Inc.

Dear Mr Williams,

My name is Gerald File and I am President and CEO of Trans Trade Inc. I have held my present position for 15 years.

Trans Trade is a steamship agency. We utilize the services of many railroads for containers between the Midwest USA and USA East Coast and West Coast ports as well as Canadian ports. Combined volumes for 1996 were in excess of 13,000 containers.

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 on 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.

Trans Trade Inc.

*33 West Slade Street, Palatine, Illinois 60067-5028
Tel: 847-202-3000, Fax: 847-202-3030*

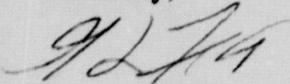
Page 2

In addition to the competitive reasons stated above, my company would welcome Norfolk Southern service between the Midwest and Northeast.

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

I, Gerald File, 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,



Gerald L. File
President & CEO

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

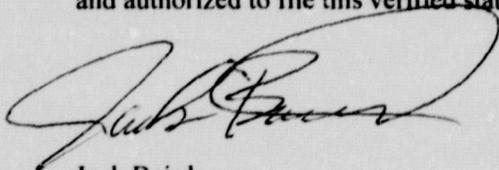
Dear Secretary Williams:

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, Jack Baird, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 1 day of May, 1997.



Jack Baird
Vice President Operations
Transmanagement Corporation