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Mr. Vernon A. Williams
May 30, 1997
Page 2

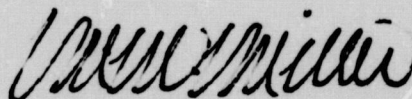
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into an out of the Northeast have had the service of only one rail carrier. As is the case when only one company is able to operate in a particular market, service suffers and the price is 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, Michael W. Miller, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30, 1997.

Sincerely,



Michael W. Miller
Logistics Manager
Wilhelmsen Lines (USA), Inc.

May 15th, 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 want to express my strong support for the CSX/Norfolk Southern acquisition
plan to absorb Conrail.

I am the CEO of a brick and cement manufacturing company -- Wilkes Barre
Clay -- 140 Dilly 44, Wilkes Barre, Pennsylvania, 18703-1432. This company has
been in business for 75 years.

I am supporting this acquisition for two very basic reasons. First, I believe this
plan will result in cheaper rates. Lower prices are sorely needed here in the
Northeast where competition is tough especially in the construction materials
markets. There has been little competition since the creation of Conrail, and I
believe the region has become overdependent on trucks although
understandably so. Trucks have provided faster more dependable service for
those shippers with more time sensitive shipping demands.

Second, this merger will bring us better service. To see two major railroads
compete for business in a balanced way would be a significant improvement
over the current situation. CSX and Norfolk Southern are two responsible and
responsive shippers. We use CSX now for all our shipping needs, and despite a
good record, this merger will allow them to be more responsive to market

pricing. Moreover, it will give them the financial tools and the lines to improve service.

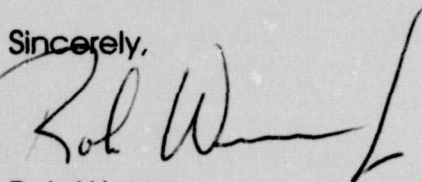
Bigger isn't always better, but this is a case where economies of scale will make a difference for everyone who ships in this area. Deregulation of rail resulted in very positive changes. This seems to be a logical extension of that deregulation as we acknowledge that transportation like so many other areas of business must reinvent itself to new market demands and realities.

This plan deserves a quick approval.

Thank you for allowing me to provide my comments.

I, Rob Weaver, 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 "Rob Weaver", with a long horizontal flourish extending to the right.

Rob Weaver
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.

United States
Canada
Mexico
United Kingdom
France
Germany
Hungary
Italy
Belgium
Spain
Turkey
Japan
China
Hong Kong
Taiwan
Singapore
Australia
New Zealand
Malaysia
Indonesia
Thailand
Vietnam
Poland
Portugal
Slovenia
Argentina

I, Robert Milner, 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 APR, 1997.

Robert Milner

Robert Milner
Wilkinson & Snowden, Inc.

Wilkinson & Snowden, Inc.
Owner/Member
Colliers International
Property Consultants

3360 MIAC Cove, Suite 3
Memphis, Tennessee U.S.A. 38118-3600
Telephone (901) 375-4800
FAX (901) 375-9600

788





WILKINSON KAOLIN ASSOCIATES, LTD.

P.O. BOX 306 • 831 MILLEDGEVILLE ROAD • GORDON, GEORGIA 31031

J. BARRY SELLERS - General Partner
EUGENE MOORE - Plant Manager
RADER SELLERS - Mining Manager

DEBORAH CLARKE - Administration
TERESA ELLIS - Lab Manager
SHAY SELLERS - Sales & Marketing

May 2, 1991

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:

VERIFIED STATEMENT
on behalf of Wilkinson Kaolin Associates, Ltd.
J. Barry Sellers, Managing General Partner
Finance Docket No. 33388

My name is J. Barry Sellers and I am Managing General Partner of Wilkinson Kaolin Associates, Ltd. I have held my present position for fourteen years. My duties include chief executive officer functions.

WKA is a miner and manufacturer of kaolin clays. Our facilities are located at 121 Milledgeville Road, Gordon, GA. These facilities are presently served by Norfolk Southern. We sell to customers worldwide. During 1996 we shipped 1,585 carloads containing 121,481 tons to these destinations.

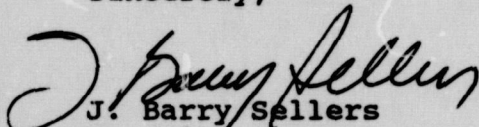
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit on increased market access for single line transportation. Joint rail service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

May 2, 1997
Page Two

these markets with other companies enjoying single line service into the Northeast. We have used Norfolk Southern since our inception in 1983 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.

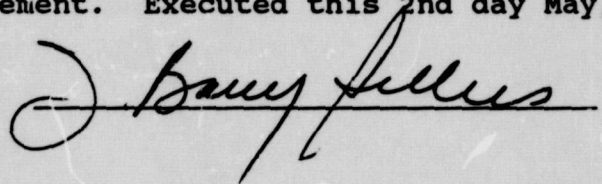
For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

Sincerely,


J. Barry Sellers
Managing General Partner

VERIFICATION

I, J. Barry Sellers, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 2nd day May, 1997.



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

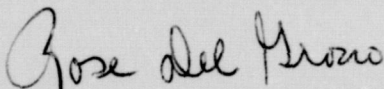
Dear Secretary Williams:

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, Rose Del Grosso, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30th day of April, 1997.



Rose Del Grosso
Sales Service Manager
Willamette Industries, Inc.

WILLIAM C. MEREDITH COMPANY
INCORPORATED
WOOD PRESERVERS

STANDARD PRESSURE TREATMENTS WITH CREOSOTE OR PENTA

POST OFFICE BOX 90456
EAST POINT, GEORGIA 30364
TELEPHONE (404) 767-2621



May 28, 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 Paul M. Castle, and I am Vice President/General Manager of William C. Meredith Company, Inc.. My duties include responsibility for our entire plant and manufacturing operation including all rail transportation and truck transportation of our raw materials and finished product.

William C. Meredith Company, Inc. is a manufacturer of pressure treated wooden telephone and utility poles 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.

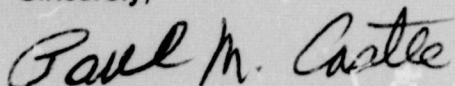
TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE JOINT APPLICATION OF NS AND CSX TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB. We also feel it is in everyone's interest that this approval be granted in an expeditious

WILLIAM C. MEREDITH COMPANY
INCORPORATED

manner.

I, Paul M. Castle, 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 18, 1997.

Sincerely,



Paul M. Castle
Vice President/General Manager
William C. Meredith Company, Inc.

PMC:pb

cc:
CSX Representative
Mr. Al Williams

WILLIAM M. WOOD COMPANY

May 22, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N. W.
Washington, D. C. 20424

RE: Surface Transportation Board (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 William M. Wood, and I am the owner of William M. Wood Company of Jacksonville, Florida, distributors of brick and building materials since 1959. I write in support of the proposed acquisition of Conrail by Norfolk Southern (NS) and CSX.

William M. Wood Company ships brick from manufacturers located in the mid-west, east and southeast into the state of Florida. The sale of Conrail to CSX and NS would be a great benefit to our business for the following reasons:

It would mean more direct routes. No more needless interchanges in New Jersey and New York as we move car loads of brick from CSX or NS over to Conrail trains, only to shift back again as we move north or west. More single-line service means more predictability for the contractors who are waiting for our brick to arrive.

It also means lower shipping costs. More direct lines will make east coast rail a more competitive option versus truck transport, with lower costs being the likely result.

It means more access to new markets. Lower costs are the kind of competitive benefit businesses like mine can translate into new opportunities in new markets. Having been in this business all of my working life, I can see the sale of Conrail giving me access to resources and contractors I simply could not reach before. Assuming other companies and other industries are in the same situation, that is a benefit across the United States economy that we can't afford to pass up.

For these reasons, I urge the STB to approve the acquisition of Conrail by CSX and NS as soon as possible.

Vernon A. Williams

May 22, 1997

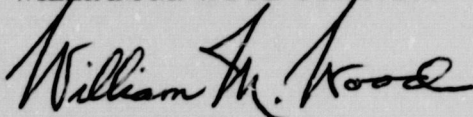
Page Two

I, William M. Wood, 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.

Sincerely,

WILLIAM M. WOOD COMPANY

A handwritten signature in dark ink, appearing to read "William M. Wood", written in a cursive style.

William M. Wood

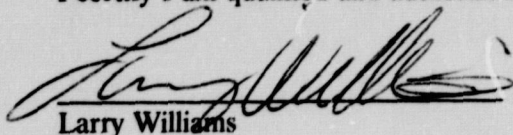
WA
Williams & Associates Inc.
TRANSPORTATION CONSULTANTS

**VERIFIED STATEMENT OF
WILLIAMS AND ASSOCIATES INC.**

My name is Larry Williams, of Williams & Associates, Inc., Transportation Consultants, 405 East 78th Street, Bloomington, Minnesota, 55420. Our firm has been servicing railroad customers since its inception, dating back to 1921. Competitive railroad service is important for Williams & Associates and our vast network of customers throughout the country. There is a need for competitive railroad service in the eastern United States. The agreement which NS and CSXT have presented as to who can operate Conrail appears to be fair and equitable. We were concerned that our industry would lose the service of a rail carrier when CSXT was to merge with Conrail exclusively. Since the NS has acquired a portion of Conrail, there will be continued competitive railroad service.

We ask that the Surface Transportation Board approve the application of NS and CSXT in acquiring Conrail.

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



Larry Williams
Williams & Associates, Inc.

WA
Williams & Associates Inc.
TRANSPORTATION CONSULTANTS

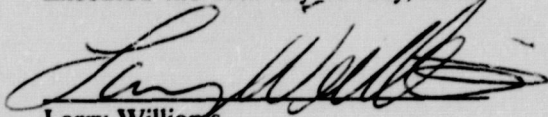
To: The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket #33286
1201 Constitution Avenue NW
Washington, D.C. 20423

From: Larry Williams
Vice President Marketing
Williams & Associates Inc.
405 East 78th Street
Bloomington, Minnesota 55420

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

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

Executed the 28th day of May, 1997.


Larry Williams
Williams & Associates, Inc.

Williamson Daily News

100 East Third Ave., P.O. Box 1660, Williamson, W.V. 25661 -

Fax 304-235-0730 - Phone 304-235-4242

Sandra G. Hurley
Publisher

May 27, 1997

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

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

**VERIFIED STATEMENT OF
SANDRA G. HURLEY
WILLIAMSON DAILY NEWS**

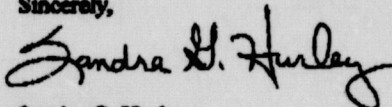
My name is Sandra G. Hurley, and I am Publisher of Williamson Daily News. I have held my present position since August of 1996 after working as a publisher in North Carolina for five years. My duties include overall management of our business.

Williamson Daily News is a newspaper publishing company with locations in Williamson, W.V. and Pikeville, Ky. These facilities are currently served by Norfolk Southern.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. We think that it will enable us to expand our purchasing ventures from areas we have hitherto been unable to reach because of what we can only perceive to be monopolized areas by Conrail with objectives and goals differing from those of Norfolk Southern. 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. Our purchasing power and distribution opportunities will be greatly enhanced.

I, Sandra G. Hurley, 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 May 27, 1997.

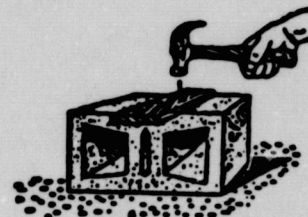
Sincerely,



Sandra G. Hurley
Publisher

WILLOCKS BROS. CO., INC.

1021 Foch Street
MARYVILLE, TENNESSEE 37801



May 14, 1997

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

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

Dear Mr. Williams:

My name is Phillip Willocks and I am President of Willocks Bros. Co., Inc. located in Maryville, TN. We have an unloading facility located on Norfolk Southern in Alcoa, TN. Our company favors balanced competition regardless of what industry is involved and this has not been the case with rail service in the northeast. A choice of two major rail carriers plus all the truck lines available will greatly improve the trade situation in the northeast. Conrail for too long has enjoyed a near monopoly on rail business in this area.

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 track and facilities. This application seem to enhance the Principles of Balanced Competition.

Sincerely,

L. P. Willocks
President

VERIFICATION

I, L. P. Willocks, 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 _____, 1997.

L. P. Willocks



WILSON INDUSTRIAL SALES COMPANY, INC.

P.O. BOX 425

BROOK, INDIANA 47922

PH: (219) 275-7333 FAX: (219) 275-9622

May 3, 1997

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

RE: S1 B 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 Michelle Bevill. I am the Customer Service Representative for Wilson Industrial Sales Company, located in Brook, Indiana. My company has been in business for thirty years. I am writing to express my company's strong support for the CSX and NS application to acquire Conrail. I urge the Surface Transportation Board to approve it promptly.

Wilson Industrial Sales Company is a wholesale chemicals dealer. We ship and receive approximately 200,000 tons of chemicals annually, mainly sulfuric acid and phosphoric acid. The rail lines we most frequently use are CSX, Conrail and Norfolk Southern. We also use trucks and barges.

We have been very pleased with the service we have received over the years from CSX. The company's representatives have gone out of their way to help us.

We strongly support the proposed acquisition of Conrail by CSX and NS. We believe it will enable CSX to be even more helpful to us in the future. In particular, the larger rail car fleet emerging from this acquisition should result in more flexible service to all rail shippers.

In conclusion, Wilson Industrial Sales Company urges the Surface Transportation Board to approve the application to acquire Conrail. We believe this will benefit all rail users. We urge you promptly to approve it.



Quality • Responsibility • Stewardship

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

Executed on the 3rd day of May.

Sincerely,

Michelle Bevill

Michelle Bevill

**WIND RIVER RESOURCES CORP.
HC 62 BOX 110
CLOTHIER, WV 25047
(304) 369-1071**

May 7, 1997

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

**VERIFIED STATEMENT OF
PHILLIP R. COOPER
on behalf of
Wind River Resources Corp.
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 Phillip R. Cooper, President and Owner of Wind River Resources Corp.. I have the ultimate responsibility for all business activities of Wind River Resources Corp. including overseeing our transportation requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Wind River Resources Corp. is a surface mining company and ships coal to our customers, who are primarily utilities located in West Virginia, Virginia and Maryland. We handle approximately 11,000 carloads of coal annually via CSX.

We believe that the acquisition of Conrail by CSX will allow us to expand and extend our market reach in the north. In particular, the acquisition will bring us new access to Conrail served utility customers in the region.

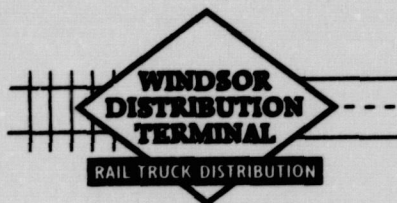
In our business, consistent and reliable rail transportation is crucial to our logistics management. The coal industry often experiences equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times.

For these reasons, Wind River Resources Corp. urges the Board to approve the joint application of CSX and NS.

I, Phillip R. Cooper, 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.


Phillip R. Cooper
President

28 River St., PO Box 766
Windsor, VT 05089



(802) 674-6239
Fax: (802) 674-5843

May 15, 1997

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

Dear Mr. Williams:

My name is Neil D. Richardson. I am the president of Windsor Distribution Terminal. My business address is 28 River Street, Windsor, Vermont. As president, my responsibilities include planning for rail service, negotiation of pricing arrangements with the railroad companies, and arranging for carload shipments.

We have followed the Conrail story over the last several months with great interest. The solution which Norfolk Southern and CSX Transportation 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 which ship or receive product 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 will provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

We are looking forward to 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 increase our 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 Surface Transportation Board.

I, Neil D. Richardson, declare under penalty of perjury that the foregoing statement is true and correct. Furthermore I certify that I am qualified and authorized to file this verified statement. This is executed on May 15, 1997.

Respectfully,

A handwritten signature in dark ink, appearing to read "Neil D. Richardson". The signature is fluid and cursive, written over a light background.

Neil D. Richardson,
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

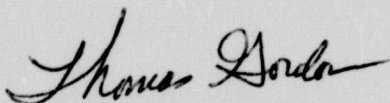
Dear Secretary Williams:

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, Thomas Gordon, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 12th day of May 97, 1997.



Thomas Gordon
Wine Merchants, Ltd.

VERIFIED STATEMENT OF

**Albert R. Winner
on behalf of
Winner Brothers Coal Co., Inc.
Finance Docket No. 33388
CSX Corporation and CSX Transportation, Inc.
Norfolk southern Corporation and
Control and Operating Lease/Agreements-
Conrail Inc. and Consolidated Rail Corporation**

I am Albert R. Winner, President of Winner Brothers Coal Co., Inc.. Winner Brothers is located in 12300 Tysons Corner SW, Frostburg, MD 21639. I am responsible for overseeing all requirements, which may at time include overseeing transportation requirements of Winner Brothers Coal Co.. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

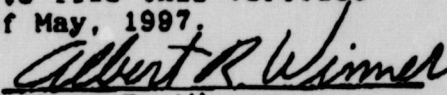
Winner Brothers produces coal and ships steam coal to our customers, both domestic and export. We handle approximately 2.250 carloads of coal annually via CSX.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the eastern region of the country. In particular, the acquisition will bring us new access to CSX served export/Energy customers in this region.

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

For these reasons, Winner Brothers urges the Board to approve the joint application of CSX and NS.

I, Albert R. Winner, 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.


Albert R. Winner



Winter, Bell Co.
PAPER & PACKAGING SPECIALISTS

VERIFIED STATEMENT OF G. L. STROUD, III
WINTER BELL CO.

May 15, 1997

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

Dear Mr. Williams:

My name is G. L. Stroud, III. I am the Vice-President and Plant Manager of Winter Bell, Co. in High Point, NC. Winter Bell Co. is a paperboard converter which produces various folding paper cartons for the cosmetic and cigarette industries. We also produce interior partitioning for separating items for protection from damage during shipment.

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.

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

I, G. L. Stroud, 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 15, 1997.

Sincerely,

G. L. Stroud, III
Vice President/Plant Manager
Winter Bell Co.

307

WISE
TRANSPORTATION, INC.
INTERMODAL SPECIALISTS

P.O. Box 32491
Phone (614) 497-2770

Columbus, Ohio 43232-2491
FAX (614) 497-2799

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 Marylou Jones, President of Wise Transportation, Inc. and we have been involved in intermodal transportation for the past nine (9) years doing business with the NS, CSX and Conrail railyards in Columbus and Cincinnati, Ohio.

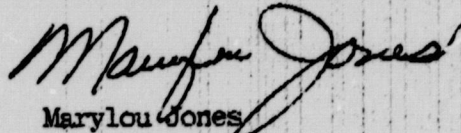
We would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For 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 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, Marylou Jones, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Marylou Jones".

Marylou Jones
President
Wise Transportation, Inc.

WITTICHEN Lime & Cement Co., Inc.

Wholesale and Retail

BUILDING MATERIALS



Telephones

901-363-1887
FAX 901-367-2976

4033 Lamar Avenue • P. O. Box 18187 • Memphis, TN 38181-0187

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

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 F. O. Wittichen, Jr. I am president of Wittichen Lime & Cement Co., Inc. I have worked here since 1959 and have been president since 1970. During these years involved in a small business, dealing with railroads has become an integral part of the day-to-day operations.

Wittichen Lime & Cement Co., Inc. has one receiving location at 4033 Lamar in the city of Memphis, TN. We have been at this location since 1964 and have been located on the Burlington Northern Railroad. Our emphasis has focused on the brick business, and we receive approximately 500 cars a year.

Most of my experience with railroads has been with the Norfolk Southern, Burlington Northern and the CSX Transportation Company. The Norfolk Southern has been our primary originating carrier and has done a tremendous job of taking care of us over the years. They are easy to work with, very responsive on tracing and claims, and have over all made it a real pleasure to work with on a day-to-day basis.

A Full Line of Approved and Standard Brands of Mason's Materials and Supplies

Page 2

Mr. Vernon A. Willains


May 13, 1997

I am very pleased to be in support of the Norfolk Southern and CSX combination to purchase the Conrail Railroad. From what I read in the papers both Norfolk Southern and CSX Transportation would have loved to have bought Conrail by themselves. I think dividing the Conrail tracks between the two railroads is a great idea. Every business needs competition.

I, F.O. Wittichen, Jr. declare under penalty of perjury that the foregoing is true and correct. Futher, I certify that I am qualified and authorized to file this verified statement excuted on May 13, 1997.

Sincerely
WITTICHEN LIME & CEMENT CO., INC.

BY:


F.O. Wittichen, Jr.
President

FDW:ks

Wm. M. Young Company
LUMBER

P.O. BOX 10487
WILMINGTON, DELAWARE 19850

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. 32388

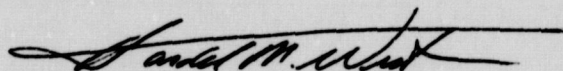
Dear Secretary Williams:

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

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

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

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



Harold M. West
Wm. M. Young Company



WOLVERINE FREIGHT SYSTEM

Administration 1-519-966-8970
Dispatch 1-519-966-3333
Can./US Wats 1-800-265-5051
Fax 1-519-966-2800

2500 Airport Road, Windsor, Ontario N8W 5E7

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 **Dick Lawrence**, and I am **V.P. Corporate Development of Wolverine Freight System, 2500 Airport Road, Windsor, Ontario, N8W 5E7**. I have held my present position for nine (9) years. My duties include the management of a common Carrier which participates in the drayage market.

Wolverine Freight System is a Motor Carrier. We work with NS at the Detroit ramp. In addition, we work with four (4) other railroads at Detroit.

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

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

I, Richard Lawrence, 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,

WOLVERINE FREIGHT SYSTEM

R.B. LAWRENCE
V.P. - Corporate Development

c.c. C. John
RBL:df

Wolverine Scrap Metal Corp.

1721 Chicago Drive S.W.
Wyoming, MI 49509
616-243-1313
Fax 616-243-4258

May 13, 1997

To Whom It May Concern:

I am William Hosford and I am in charge of operations of Wolverine Scrap Metal Corp. at 1721 Chicago Dr S.W. Grand Rapids Michigan. I over see the daily operations of the company, that involve the collecting, sorting, and preparing of scrap metal from various manufacturing facilities in western Michigan. I wish to express my support for the acquisition of Conrail by CSX and N.S..

We produce and ship approximately four thousand tons of scrap every month on average. Much of this material travels by rail car to various scrap mills and foundries. Our scrap is shipped to Chicago and other points eastward to the state of Virginia. We customarily use thirty to forty cars per month.

We believe that this acquisition of Conrail by CSX and N.S. will allow us to expand and extend our market reach in the north eastern part of the country.

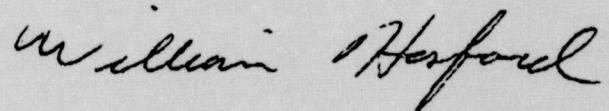
In our business, consistent and reliable rail transportation is crucial to our logistics management. The rail industry often experiences equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transmit lines.

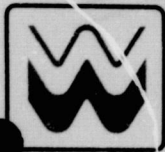
For all of the reasons Wolverine Scrap Metal Corp. urges the board to approve the joint application of CSX and N.S..

I, William Hosford, 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.

William Hosford





WOODBIDGE CORPORATION

St. Peters Plant

11 Cermak Blvd.

P.O. Box 427

St. Peters, MO 63376

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

Verified Statement on Behalf of Woodbridge Corp./St. Peters, MO
Finance Docket No. 33388

My name is Mike Simpson and I am the Materials Manager for Woodbridge Corporation/St. Peters. I am responsible for the shipping and receiving departments which include our rail traffic.

Woodbridge Corporation is a seating supplier for Lear, Ford, General Motors and Chrysler and we have locations in Canada, USA, Mexico, South America, Europe, etc. Our plant located in St. Peters, MO is presently served by NS for shipments to and from Charleston, West Virginia - which is located on ConRail.

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 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.

Being a supplier for JIT automotive, we need dependable service to keep our plants and our customers plants operating without any downtime. The fewer rail lines involved the better - less chance of a "lost" car or shipment during a joint line transfer.

For the reasons stated 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 and that I am qualified and authorized to file this verified statement. Executed on 04/30/97.

Sincerely,

Michael A. Simpson
Materials Manager
Woodbridge St. Peters Plant

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, Richard Robinson, 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.



Richard Robinson
Purchasing Manager/President
Woodhaven Lumber



WOODHAVEN LUMBER & MILLWORK INC.

Reply to: ☐ 570 Route 70
P.O. Box K
Brick, NJ 08723
908-477-4600
908-477-4716 (Fax)

☐ 1303 Richmond Ave.
P.O. Box 1293
Pt. Pleasant Beach, NJ 08742
908-295-8800
908-295-4935 (Fax)

☐ 300 Route 9
P.O. Box O
Bayville, NJ 08721
908-269-8700
908-269-0786 (Fax)

☐ 200 James Street
P.O. Box 709
Lakewood, NJ 08701
908-901-5518
908-901-5524 (Fax)

5/19 , 1997

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

VERIFIED STATEMENT

Re: STB Finance Docket Number 33388

Dear Secretary Williams:

My name is Richard Robinson. I am Purchasing Manager, Woodhaven Lumber located in Lakewood, NJ. My office address is located at Havenwood Court in Lakewood, NJ 08701. In my position, I am responsible for coordinating the transportation strategy for Woodhaven Lumber. I have been in my current position and have worked in the logistics field for 15 years. I am writing to offer my company's strong support for the proposed joint application of CSX and NS and to urge the Board approve it promptly.

Woodhaven Lumber is a distributor of lumber products for the home-building trade. We receive approximately 300 carloads annually of inbound wood products from the PNW and British Columbia into our Lakewood, NJ facility.

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

1. We believe that the transaction would produce better service, better equipment utilization, and more competitive rates. Since Conrail and CSX each serve mills, we would have more efficient single-line service from more mills with the expanded CSX system. It has

Vernon A. Williams

5/19, 1997
Page 2

been our experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.

2. We also expect that with the increased number of destinations able to be reached in single-line service, we are more likely to be able to receive inbound product by rail than we can today, from more distant markets.

3. We are convinced that the proposed transaction will increase rail business for the expanded CSX and NS systems, and that would be good for all of the shippers who rely on rail. Woodhaven Lumber 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 efficiencies, 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.

In conclusion, Woodhaven Lumber supports the joint 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, Richard Robinson declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 19 day of MAY, 1997.



Richard Robinson

WOODRUFF COAL COMPANY

MINERS AND SHIPPERS OF BITUMINOUS COAL

SINCE 1910

POST OFFICE BOX 50190

KALAMAZOO, MICHIGAN 49005

May 16, 1997

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

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

Dear Mr. Williams:

My name is John W. Garside. I am President of Woodruff Coal Company with its headquarters at Kalamazoo, Michigan. My office is at 309 E. Waters Street, Kalamazoo, Michigan 49005.

Woodruff Coal Company has been a producer and sales agent since 1910 with sales in excess of \$20 Million annually. Transportation is a vital factor to the success of our business. My responsibilities as President include the direct oversight of our transportation requirements which include the movement of coal from West Virginia, Virginia, Ohio, Tennessee and Eastern Kentucky to various industrial accounts and utilities located throughout the United States. One of our major customers is Upjohn Company, located at Kalamazoo, Michigan, which is presently served by Conrail. For the year 1996, Woodruff shipped 33,539 tons to this account with shipments routed NS-Toledo-CR. A single-line routing would offer improved service and reduced transportation costs.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their divestiture plan for Conrail which will ensure rail competition in the northeastern United States for the future.

WORLD OF PLASTICS, INC.

WOPLAS
PRODUCTS



3206 ENTERPRISE ROAD • FT. PIERCE, FLORIDA 34982 / TEL. 407-465-1222
FAX 407-465-1592

May 12, 1997

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

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

Dear Secretary Williams:

My name is David Stuart, and as the owner of World of Plastics, I am writing you today to recommend that the Surface Transportation Board approve the proposed acquisition of Conrail by NS and CSX.

World of Plastics, located at 3206 Enterprise Road, Ft. Pierce, FL 34982-6498, has been in the business of manufacturing PVC plastic pipes for 25 years now. Each year we receive about 40 million pounds of raw materials via CSX.

From our point of view, the acquisition would be highly beneficial to our business by creating more direct routing and other efficiencies that would speed delivery to and from our factory.

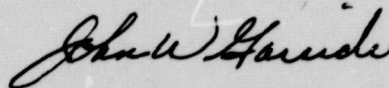
For this reason, we hope that your board will move speedily to approve this acquisition.

We support this plan. We think that it will enable us to expand our markets into areas we have hitherto been unable to reach. 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.

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 1970's.

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.

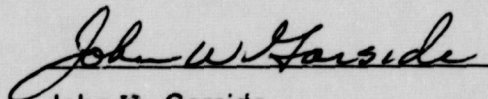
Sincerely,



John W. Garside
President

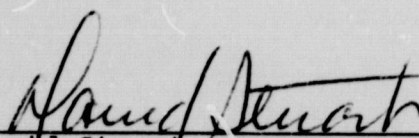
VERIFICATION

I, John W. Garside, 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.

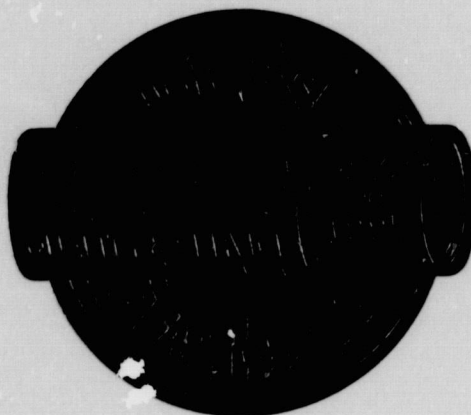

John W. Garside

I, David Stuart, 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.



David Stuart
President





WORLD SHIPPING, INC.

35150 Nankin Boulevard - Suite 105 / Detroit, Michigan 48185

Phone: 313-421-4500

Fax: 313-421-3240

VERIFIED STATEMENT OF
WORLD SHIPPING INC
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is William A. Hardy and I am Vice President of World Shipping Inc 35150 Nankin Blvd. Suite 105 Westland, Michigan 48185. I have been employed with World Shipping for 24 years and I have held my present position for 5 years. My duties include arranging the move of loaded marine containers from and to points within North America to discharge/load ports on the U.S. East and Gulf ports on behalf my customers and principles under a combined ocean carrier bill of lading.

World Shipping Inc is a leading Steamship Agency representing a number of ocean carriers providing ocean transport on a global basis. In our competitive market we provide intermodal service to our clients. We work with NS on traffic moving specifically from the Midwest ramp locations at Chicago, Detroit, Cincinnati, Cleveland and Norfolk. In addition , we work with Conrail at Indianapolis, Cincinnati, Detroit, Chicago, and New York. My responsibilities have taken me into Europe where I have seen first hand the lack of competition in the rail sector, the effects it had taken in both service and costs, and under present deregulation of the European railroads competitive factors beginning to show improved service and associated cost reductions through improved efficiencies..

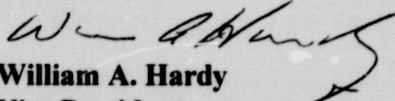
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

I William A. Hardy, 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 20 May 1997.


William A. Hardy
Vice President
World Shipping Inc.



WORLD SHIPPING, INC.

1340 Depot Street – Suite 200 / Cleveland, Ohio 44116-1716

Phone: 216-356-7676

Fax: 216-356-4727

May 28, 1997

VERIFIED STATEMENT OF
WORLD SHIPPING, INC.
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Frederick M. Hunger, and I am President of World Shipping, Inc.; 1340 Depot Street; Suite 200; Cleveland, OH 44116. I have held my present position for 2 years. I am responsible for the growth and development of our Midwest steamship agency and its related subsidiaries.

World Shipping, Inc. is a leading independent steamship agency servicing quality steamship lines with full service agency functions, customer service, inland logistics, documentation, accounting and professional sales attention with top exporting and importing customers throughout the Midwest USA.. We work with NS throughout our area and into the Eastern Seaboard.

Based upon our experience in providing the services described above and working with various railroads (Conrail, BNSF, CSX, etc.), 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. CSX and Norfolk Southern, in my opinion, would be suitable competitors and raise the bar in both areas of customer service and competition.

May 28, 1997

Page 2

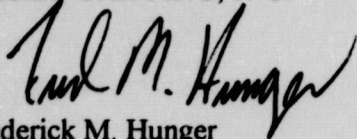
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

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

I, Frederick M. Hunger, 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,

WORLD SHIPPING, INC.




Frederick M. Hunger
President

FMH/mc

WORTH

Chemical Corporation

An  Distribution Company

May 30, 1997

VERIFIED STATEMENT OF
WORTH Chemical Corporation
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 Arvi Kivi, and I am Operations Manager for WORTH Chemical Corporation, P. O. Box 20725, Greensboro, North Carolina 27420. I have held my present position for 6 years. As Operations Manager, I am responsible for the proper movement of rail car shipments in and out of our five locations in the Carolinas.

WORTH Chemical Corporation is a chemical distribution company. We purchase chemicals in rail cars, piggyback shipments, motor carriers, and we operate our own fleet of delivery trucks. We depend on rail shipments coming into our locations from various shipping points in the northeast, central, and western parts of the US, hauling petroleum products and various chemicals. We depend on the N & S Railroad to service our needs at the Greensboro, North Carolina location and we will depend on them in the near future for our Charlotte (Pineville), North Carolina location. We also work with CSX at our Charlotte, North Carolina location.

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.

2 Segal Blvd. (zip 27409), Post Office Box 20725, Greensboro, North Carolina 27420
Telephone: (910) 292-5166 • Fax: (910) 852-9295



ISO 9002-1994 Registered Quality System



827

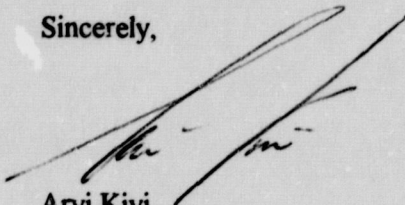
Mr. Vernon A. Williams
May 30, 1997
Page two

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, Arvi Kivi, 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, 1997.ss

Sincerely,



Arvi Kivi
Operations Manager
WORTH Chemical Corporation

AK/vf

WOSCA

TRANSPORTATION SERVICES, INC.

VERIFIED STATEMENT OF SHANNON MCCORD

WOSCA TRANSPORTATION SERVICES, INC.

FINANCE DOCKET NO. 33388

My name is Shannon McCord and I am Vice President Operations of WOSCA Transportation Services, located at 801 1st Avenue South, Seattle, Washington 98134. I have held my current position for 3 years. My duties include overall responsibility for rail and intermodal transportation as well as terminal operations.

WOSCA Transportation Services, Inc. is an IMC as well as an LTL motor carrier. We ship intermodal traffic throughout the United States, utilizing CSX, BNSF, UP, NS, CR and others.

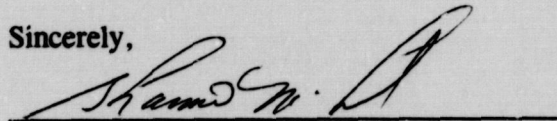
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element on the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service 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. We have many major customers in the Northeast and we need to be able to provide quality and consistent service.

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

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

I, Shannon McCord, 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 "Shannon McCord", is written over a horizontal line.

Shannon McCord
Vice President Operations
WOSCA Transportation Services, Inc.

WOSCA

**VERIFIED STATEMENT OF
BRIAN VOLKERT
on behalf of
WOSCA TRANSPORTATION SERVICES, INC.
STB Finance Docket No. 33388**

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

Background:

I am Brian Volkert, President and CEO of WOSCA Transportation Services, Inc. WOSCA is located at 801 1st Avenue South, Seattle, WA 98134. I have been in my current position since October, 1987.

WOSCA, a not-for-profit organization, is an IMC and over-the-road carrier.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. WOSCA moves in excess of 13,000 intermodal units annually. The joint acquisition of Conrail will be in WOSCA's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

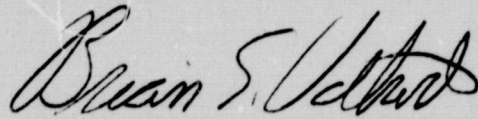
We strongly urge the Board to approve this application for the reasons detailed below:

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 WOSCA because the enhanced CSX system will allow us more flexibility to expand our services to better meet customers' needs.
3. We expect increased competitive access to ports in 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, Brian Volkert, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 13 day of May, 1997.

A handwritten signature in cursive script, reading "Brian E. Volkert". The signature is written in dark ink and is positioned above a horizontal line.

Brian E. Volkert
President

WTL RAIL CORPORATION - INTERMODAL

P.O. BOX 325
PALOS HEIGHTS, IL 60463-0325
(708) 448-9856
FAX (708) 448-9851

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
WTL RAIL INTERMODAL
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

May 23, 1997

Dear Mr. Williams;

My name is Richard M. Lombardo, and I am President of WTL Rail Intermodal, P.O. Box 325 Palos Heights, IL 60463. I have held my present position for nine years. My duties include managing the complete operations over a 600 trailer fleet.

WTL Rail Intermodal is a trailer supplier. We work with NS Intermodal operations. In addition, we work with all other railroads in supplying their trailer needs.

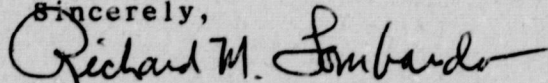
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

I, Richard M. Lombardo, 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,



Richard M. Lombardo,
President,
WTL Rail Intermodal



May 15, 1997

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

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

Dear Secretary Williams:

I am writing to offer our companys' strong support for the proposed joint aquisition of Conrail by CSX and NS, and to urge the Boards' prompt approval. It is our belief that this transaction would be in our, and our customers, best interest as it would product better serivce, equipment utilization, and competitive rates. We strongly believe the enhanced CSX and NS systems would allow for more efficient and reliable service, and hipefully, will result in our being able to penetrate new markets.

The proposed transaction would create a more efficient system of shipping in the Eastern United States market, which is now only possible by truck freight, therefore, also allowing our company to offer our customers the cost savings of shipping by rail.

We strongly support the application of Conrail, CSX and NS and hope that the Board will act as quickly as possible to assure approval, and believe that the joint aquisition will greatly improve service, enhance efficiency and promote the growth of rail traffic in the East.

I declare under penalty of perjury that the above statements are true and correct, and that I am qualifice and authorized to file this verified statement executed this 15th day of May, 1997.

WULFRATH REFRACTORIES, INC.

A handwritten signature in cursive script that reads 'Sandra L. Carter'.

Sandra L. Carter
Traffic Manager

Wyandot Dolomite, Inc.

GENERAL OFFICE AND PLANT

P.O. Box 99, Carey, OH 43316-0099

Tel: 419/396-7641

Fax: 419/396-6094

SUBSIDIARY

HANCOCK ASPHALT & PAVING, INC.
FINDLAY & CAREY, OH

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

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

Verified Statement
on behalf of
WYANDOT DOLOMITE, INC.
Finance Docket No. 33388

Dear Surface Transportation Board:

My name is Tim Wolfe, Executive Vice President of Wyandot Dolomite, Inc., P. O. Box 99, 1794 Co. Rd. 99, Carey, Ohio, 43316.

My duties include the negotiating of contracts for my Company and helping my customers negotiate as well. Also, marketing our product by rail to areas that can be competitively served by rail with our products.

Wyandot Dolomite, Inc. is a company founded in 1949, to produce limestone aggregates for the steel, construction and ballast business. The quarry was established to take advantage of the rail lines that link us with the industrial centers of northeast Ohio.

Wyandot shipped 11,500 open top hoppers or 1,110,000 tons in 1996. And we expect to increase this business by 15% to 20% in each of the next two years. We are served by the Wheeling and Lake Erie, Conrail and CSX Railroads.

Mr. Vernon A. Williams
Surface Transportation Board
Finance Docket No. 33388
May 28, 1997

page -2-

We serve customers that have rail distribution yards in the Cleveland, Akron and Youngstown areas. Two of these distribution yards are owned by ourselves and have been in business for over 30 years. Because of the lack of deposits of stone in eastern Ohio, the stone that is railed to these areas effects all state, federal, commercial and private construction in eastern Ohio. If stone cannot be moved competitively by rail, these areas would see a dramatic increase in costs associated with construction. And in return will end up costing the tax payers of Ohio more for less. We also move a substantial amount of rail ballast into the midwest states. Our stone shipments are daily or weekly, unit train or partial trainload quantities on all of our serving railroads. We load out 24 hour a day.

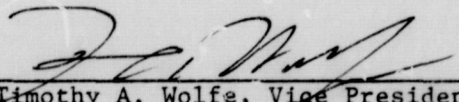
Transporting limestone is a heavy commodity, high volume business that is very sensitive to minimal rate increases as the cost to move the product often cost much more than the stone itself. This is even true with our destinations of less than 120 miles.

Approximately 75% of our stone sales are possible because of our availability to rail. We are a one quarry family business that would end if the rail lines stopped short of Carey, Ohio.

I have been assured by the Norfolk Southern Railroad that they will have haulage rights in conjunction with CSX to our facility in Carey, Ohio. If these aforementioned rights are not made available to us, then we strongly oppose the CSX-N.S. rail merger.

If the merger takes place and we are served by both CSX and N.S. in a competitive and service oriented manner then we will see great benefits to our business and to the taxpayers of Ohio.

I, Timothy A. Wolfe, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 28th day of May, 1997.


Timothy A. Wolfe, Vice President

pc: Greg E. Summy
General Attorney
Norfolk Southern Corp.

P. Michael Giftos
Sr. V.P. & General Council
CSX Transportation Corp.

X-L Plastics Inc.
Extruders of Polyethylene Film & Bags

220 CLIFTON BOULEVARD
CLIFTON, NEW JERSEY 07011

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

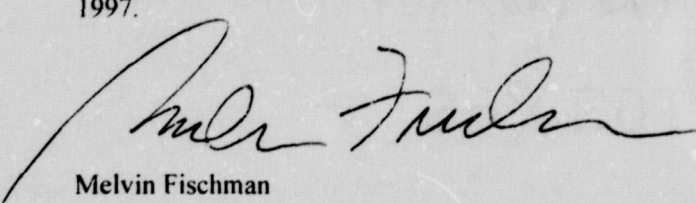
Dear Secretary Williams:

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, Melvin Fischman, 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.


Melvin Fischman
X-L Plastics, Inc.

Yazoo Valley Oil Mill, Inc.

Cottonseed and Cottonseed Products

P. O. BOX 1320

Greenwood, Mississippi 38935-1320

PHONE 601/453-4312

Norfolk Southern Railroad
P.O. Box 14666
Memphis, TN 38114

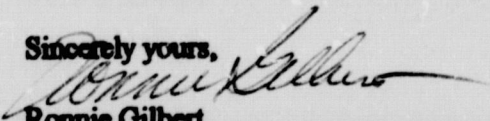
As Sales Manager for Yazoo Valley Oil Mill for the past seven years, my responsibilities include the merchandising of the commodities produced by this mill and the shipping of these commodities as well as whole cottonseed from our storage facilities.

Yazoo Valley Oil Mill is a cottonseed crushing operation. The mill receives raw cottonseed from the gin locations in the Southeast and these seeds are then processed. Four cottonseed products are produced by this process: cottonseed oil, a vegetable oil used in the snack food and baking industry; cottonseed meal, a high protein feed ingredient used in cattle and catfish rations; cottonseed hulls, a roughage product used primarily in cattle rations; cottonseed linters, the baled lint removed from the cottonseed used in the linter pulp business. We have facilities located in Mississippi, Arkansas, and Louisiana receiving over 550,000 tons of cottonseed per year. This past year we shipped in excess of 1400 rail cars which include tank cars, hopper cars, and box cars. Our plants are currently served by the CAGY, IC, KCS, BNSF, and the UP railroads. The CSX and NS also receive shipments from our serving carriers on shipments for beyond.

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 tract 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. These rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide competitive service. I believe that two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

We are looking forward to the change from one rail carrier increasing to two and a greatly expanded market which service by NS and CSX will offer. An extensive addition of rail service will allow us to provide market penetration to areas in which we have been unable to compete adequately. We believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely yours,


Ronnie Gilbert
Sales Manager



YELLOW FREIGHT SYSTEM, INC. P.O. BOX 7270 / 66207 • 10990 ROE AVENUE / 66211 OVERLAND PARK, KANSAS (913) 345-3000

VERIFIED STATEMENT
of
WILLIAM D. ZOLLARS
on behalf of
YELLOW FREIGHT SYSTEM, INC.

RE: FINANCE DOCKET NO. 33388

My name is William D. Zollars, and I am President of Yellow Freight System, Inc., 10990 Roe Avenue, Overland Park, Kansas 66211. I have held my present position since September, 1996. My duties include overall responsibility for all freight transportation within Yellow Freight System, Inc. including intermodal transportation. Prior to joining Yellow Freight System, Inc. I held the position of Senior Vice President for Ryder Integrated Logistics since 1994.

Yellow Freight System, Inc. utilizes the intermodal capabilities of all major United States railroads to supplement our linehaul operations. Under our terms of our current labor agreement with the Teamsters Union, Yellow Freight System has substantially increased the use of intermodal transportation. As in most industries, Yellow Freight System operates in an extremely competitive atmosphere relative to both service and rates. It is critical to the LTL industry that future intermodal transportation remain service competitive and cost effective.

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 impairing service. Rail carriers which will compete in the Northeast should be of comparable size and scope; thus enabling them to provide competitive premium intermodal service. It is imperative that the railroads involved are financially capable of investing in and improving track and facilities in order to maintain the premium intermodal transportation network.

My company would welcome the extension of NS service into the Northeast. NS's capital investment in its intermodal facilities and intermodal service is well known in the industry, as are its strong commitments to growth and service. The NS commitment to safety, as evidenced by their winning of the Harriman Award is also valued in the industry.

Yellow Freight System, Inc. supports the application of CSX and NS to acquire Conrail and respectfully requests favorable consideration on Finance Docket NO. 33388.

Very truly yours,

William D. Zollars
President

840

VERIFICATION

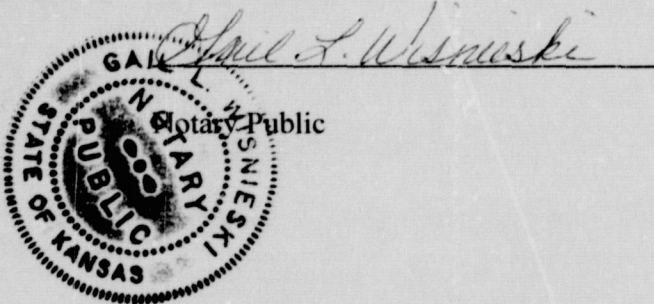
STATE OF KANSAS |
COUNTY OF JOHNSON | SS.

William D. Zollars, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts therein, and that the same are true as stated.



William D. Zollars

Subscribed and sworn to before me this 29th date of May, 1997



MY COMMISSION EXPIRES:

June 19, 2000



YOUNG REFINING CORPORATION • P.O. Box 796, Douglasville, GA 30133 (404) 942-2343

May 6, 1997

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

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

Dear Mr. Williams:

My name is Dewey E. Southers and I am Executive Vice President of Young Refining Corporation. My duties include rail transportation of raw materials and finished products by rail to customers.

Young Refining Corporation produces and sells products refined from crude oil and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customers' expectations.

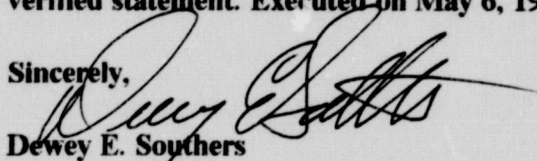
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and Norfolk Southern to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own tracks and facilities. For too long, customers which ship or receive products into and out of the Northeast have had service of only one carrier, which causes services to suffer and non-competitive prices.

In the case of Young Refining Corporation, this would expand our service area with Norfolk Southern and could mean additional business for Young Refining and Norfolk Southern.

To summarize, we believe that the joint application of Norfolk Southern 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, Dewey E. Southers, declare under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 6, 1997.

Sincerely,


Dewey E. Southers
Executive Vice President

CC: Mr. Rick Lentz, Norfolk Southern

ZENECA

Zeneca Ag Products

1800 Concord Pike
P.O. Box 15458
Wilmington, DE 19850-5458

Telephone (302) 886-1000
Fax (302) 886-1553

29 April 1997

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

Reference: Support of NS and CSX Acquisition of Conrail

Dear Mr. Williams:

We are G. Fredric Stunkard, Rail Fleet Services Lead and James A. Volovich, Export and Logistics Lead and have held these positions with Zeneca Ag Products and its predecessor, ICI Americas Inc., for 17 years and 8 years respectively. Our duties include specific responsibility for all rail transportation both inbound and outbound in the United States, Canada, and Mexico involving routing, rate negotiations, tank car management, and daily rail operations, as well as oversight of domestic and export transportation.

Zeneca Ag Products is a manufacturer and marketer of a variety of farm chemicals other than fertilizers. We have facilities in Bucks, Alabama, Bayport, Texas, Saint Gabriel, Louisiana, Omaha, Nebraska, North Little Rock, Arkansas, and Perry, Ohio. In addition, we utilize a number of tolling/packaging sites located throughout the Midwest. These facilities are supported by inbound raw material shipments from Harriman, New York, Atlas Point, Delaware, and Marcus Hook, Pennsylvania, amongst other points in the eastern and Midwestern United States serviced by Conrail. Overall, our business, being farm related, is seasonal and we must depend on consistent and fair-priced rail service to meet our primary supply line requirements to and from the above facilities. During 1996, Zeneca Ag Products made 261 rail shipments between these facilities and out to major distribution centers, and received a like number of inbound raw material rail shipments. Any marketing expansion into the eastern or northwestern United States will have to be via rail to truck distribution in order to remain competitive.

We support the transaction which allows Norfolk Southern and CSX to acquire Conrail and subsequently divide its assets. The division of Conrail under this acquisition will provide balanced rail competition in the whole area currently serviced by the three railroads. We believe this division of Conrail will provide many improved opportunities for competitive pricing as well as alternative service routes currently unavailable under Conrail.



LISTENING • LEARNING • LEADING

A business unit of Zeneca Inc.

ZENECA

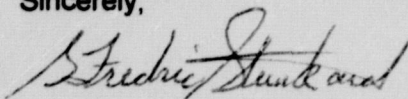
Further, we perceive no need to grant Canadian carriers trackage rights or other direct operational access to East Coast ports; as the acquiring and resultant carriers should be able to provide good, reliable service at competitive pricing without the distractions accompanying these "tag along" carriers' inclusion in the proposed trackage/assets dispersion plans. We also believe the single line service which will be available via Norfolk Southern will provide a more seamless transportation system for some of our inbound raw materials coupled with optimum utilization of shipper-supplied rail equipment.

In addition, the single line service to become available under this acquisition may well provide some opportunities to "grow our business," particularly those agricultural areas east of Indiana and as far south as the Mid-Atlantic states.

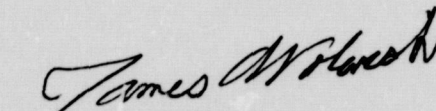
Our past experiences with Norfolk Southern leads us to conclude it is a well managed yet customer-focused railroad. We would like to see those attributes brought to bear on traffic throughout the area now served by Conrail. Competition between full service railroads, as proposed by Norfolk Southern and CSX acquisition of Conrail, has our support and endorsement.

In summary, we believe the Norfolk Southern and CSX application to acquire and divide Conrail should be approved by the Surface Transportation Board.

Sincerely,



G. Fredric Stunkard
Rail Fleet Services Lead
Zeneca Ag Products



James A. Volovich
Export and Logistics Lead
Zeneca Ag Products

GFS:rbmll
970429F1.W61

VERIFICATION

I, G. Fredric Stunkard, declare under the penalty of perjury the foregoing is true and correct. Further, I certify I am qualified and authorized to file this verified statement. Executed on APRIL 23, 1997.

VERIFICATION

I, James A. Volovich, declare under the penalty of perjury the foregoing is true and correct. Further, I certify I am qualified and authorized to file this verified statement. Executed on 28 APRIL, 1997.

GENERAL OFFICES
4622 ~~SEVENTH~~ GALL BLVD
ZEPHYRHILLS, FLORIDA 33541
PHONE 782-1521

MILL OFFICE
STATE ROAD 84A
ZEPHYRHILLS, FLORIDA 33541
PHONE 782-1578

ZEPHYR FEED COMPANY



VERIFIED STATEMENT OF
Jay Linville
on behalf of
Zephyr Feed Co., Inc.
STF Finance Document No. 33388

My name is Jay Linville, I am Vice President for Zephyr Feed Co., Inc. I am responsible for purchase of grain and feed products, and the transportation of same into our facility at Zephyrhills, FL. Our mill is rail service exclusively by 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 Surface Transportation Board will approve the acquisition of Conrail by CSXT and NS.

Zephyr Feed Co., Inc. operate a feed mill which supports the feeding of 2 millayer chickens in central Florida. We receive 800 cars of grain and feed ingredients per year. With the division of Conrail's assets between CSXT and NS there will be more grain elevators and processing plants we can buy from, utilizing single line service. We feel this will help us source from more locations, lower our cost of grain, and keep us competitive in our markets. We feel it will also add strength and stability to the Nation's rail network.

I, Jay Linville, 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 30 day of May, 1997.

Jay Linville V.P.
Jay Linville



ZINC CORPORATION OF AMERICA
300 FRANKFORT ROAD MONACA, PA 15061-2295

(412) 774-1020

**VERIFIED STATEMENT
OF
DOLORES J. VOYTKO ON BEHALF OF ZINC CORPORATION OF AMERICA**

**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 Dolores J. Voytko, and I am the Traffic Manager of Zinc Corporation of America. I have been with the company for 21 years. Please accept the support of Zinc Corporation of America for the acquisition of Conrail by CSX and Norfolk Southern.

Zinc Corporation of America, located at 300 Frankfort Rd in Monaca, PA is a zinc manufacturer. We have divisions in several locations, including Balmat, NY and Palmerton, PA. In 1996, we shipped a significant tonnage of zinc concentrates from our mining division in New York to our manufacturing facility in Monaca, PA. This was a joint line move--origin Conrail, delivering carrier CSX. The acquisition of Conrail by CSX and Norfolk Southern will benefit our company by providing new single-line service for this move.

In addition, because Zinc Corporation utilizes a specific fleet of railcars for this move, the efficiencies of single-line service will return cars to the origination point more quickly. This improved equipment utilization will reduce our transportation costs.

For the reasons I have stated above, I can say, on behalf of Zinc Corporation of America, that the company supports the transaction planned by CSX, NS and Conrail.

I, Dolores J. Voytko, 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.



ZOZZARO INDUSTRIES

175 CIRCLE AVENUE / CLIFTON, NEW JERSEY 07011

TEL. (201) 772-0253

FAX: (201) 340-4797

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 L. Zozzaro, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30th day of April, 1997, 1997.

John L. Zozzaro
President
Zozzaro Industries