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**VERIFIED STATEMENT OF
RICHARD L. HAYDEN
on behalf of
ARCO ALUMINUM, INC.**

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

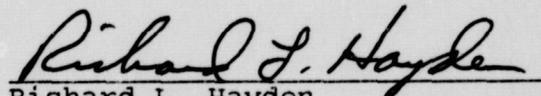
My name is Richard L. Hayden. I am the Vice President of Finance of ARCO Aluminum, Inc. ARCO Aluminum, Inc., supports the acquisition of Conrail by CSX and NS, and it believes that the Board should promptly approve the joint application.

ARCO Aluminum, Inc., produces coils of rolled aluminum can sheet for use in the manufacture of aluminum beverage cans. It has manufacturing facilities in Logan County, Kentucky. Last year it shipped 1400 railcars to customers primarily in Massachusetts, New York, Texas, Colorado, and California.

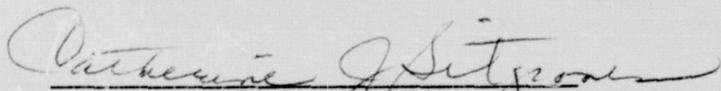
Our Logan County facility is served by a short line, R. J. Corman Railroad, Memphis Line, which takes our shipments to CSX lines at Memphis Junction, in Bowling Green, Kentucky. At Memphis Junction CSX builds trains to Cincinnati, Ohio, where CSX connects with Conrail to destinations in the northeastern United States.

The cost of transportation is a significant component of the overall cost of our product. The expense of joint-line rail service has affected our ability to offer a low cost product to our customers, and ultimately to the consuming public. New single-line service created by the acquisition of Conrail by CSX (and NS) will make rail a more attractive option for ARCO Aluminum, Inc.

For the reasons outlined above, ARCO Aluminum, Inc. believes that the acquisition of Conrail by CSX and NS will have important benefits for it and for other rail shippers in the East and Midwest. We appreciate this opportunity to express our support for the merger.


Richard L. Hayden

Subscribed and sworn to this 12 day of May, 1997


Notary Public, Jefferson County, Kentucky

Notary Public, State at Large, KY
My commission expires Dec. 2, 2001



ARLING LUMBER, INC.

EXECUTIVE BUILDING
771 NEEB RD.
P.O. BOX 58359
CINCINNATI, OHIO 45258-0359

LOCAL: (513) 451-5700
TOLL FREE: (800) 543-7486
FAX NUMBER: (513) 451-5051

May 2, 1997

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

Dear Mr. Williams:

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the line of Norfolk Southern, we welcome the benefits that the acquisition of Conrail by the NS and CSX would provide.

We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

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

I, P.J. ARLING, 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 2nd, 1997.

Sincerely,

ARLING LUMBER, INC.


P. J. Arling

PJ:cc



ARMCO INC.

SPECIALTY FLAT-ROLLED STEELS

P. O. Box 2097

Butler, PA 16003-2097

412-284-2000

Fax: 412-284-2997

Daniel E. Smigielski
Vice President
Purchasing and Traffic
412-284-3060 • FAX 412-284-2997

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

Dear Mr. Williams:

Armco Inc. operates steelmaking facilities in Butler, Pennsylvania; Coshocton, Dover, Mansfield and Zanesville, Ohio; and has pipe and tube making facilities in Sharon and Wheatland, Pennsylvania; and Warren, Ohio. Each month we ship over 80,000 tons of steel by rail. We also rely on railroads to supply much of the scrap used as raw materials. We spend about \$1,500,000 each month for these services.

We have followed the Conrail story with great interest. The solution which NS and CSX have presented to the question of "who gets Conrail" appears to be fair and equitable. While we are serviced at nearly all of our locations by local short line railroads, we rely on competition between main line carriers to assure reasonable transportation costs.

From what I understand, the solution offered by CSX and Norfolk Southern will provide us with access to two strong main line carriers in all of our principle rail routes. In fact, it should expand competition in certain eastern lanes.

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

I, Daniel E. Smigielski, 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 27th day of May, 1997.

Sincerely,

Daniel E. Smigielski
Vice President - Purchasing and Traffic

BEFORE THE
SURFACE TRANSPORTATION BOARD

CSX CORPORATION and CSX TRANSPORTATION, INC.)
NORFOLK SOUTHERN CORPORATION and)
NORFOLK SOUTHERN RAILWAY COMPANY) STB Finance Docket
-- Control and Operating Leases/Agreements --) No. 33388
CONRAIL, INC. and CONSOLIDATED RAIL CORPORATION)

VERIFIED STATEMENT
OF
JOHN B. SUESS
MANAGER, TRANSPORTATION
BUILDING PRODUCTS OPERATIONS
ARMSTRONG WORLD INDUSTRIES, INC.

My name is John B. Suess and I am Manager, Transportation, Building Products Operations, Armstrong World Industries, Inc., P. O. Box 3001, Lancaster, PA 17604. I have been employed in transportation positions at Armstrong for over 30 years and have been in my present position for over 16 years. Part of my duties include the procurement and supervision of the most efficient and responsive transportation services possible for Building Products Operations (BPO). BPO's domestic transportation expenditures in 1996 exceeded \$55 Million. I am authorized by BPO to submit this statement in support of the above captioned finance docket.

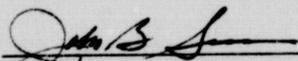
Armstrong is a manufacturer and marketer of branded products and services that are distinguished by design and/or function for use in finishing the interiors of residential and commercial buildings worldwide. Products include floor coverings, ceilings and adhesives. The company also manufactures and markets certain industrial products notably insulation and gasketing materials. The company has a minor interest in a ceramic tile manufacturer. In 1996, the annual sales for Armstrong amounted to more than \$2.8 billion with worldwide distribution from over 40 domestic and overseas plants. BPO is a leading manufacturer of acoustical ceilings, walls and ceiling suspension systems.

BPO is a regular receiver of raw materials by rail at six of our ceiling manufacturing plants located throughout the continental United States. Our Marietta, Pennsylvania facility, currently served by Conrail, will be positively affected by the approval of this finance docket. As a receiver dependent on rail service, we welcome the Norfolk Southern's ability to provide single line service on several of our key raw materials. In addition, approval of this finance docket will ensure that we will receive top quality rail service from a financially sound carrier.

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.

It is for these reasons that Armstrong's Building Products Operations lends its support to the successful approval of this finance docket.

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



John B. Suess
Manager, Transportation
Building Products Operations

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Jack Arnold, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28 day of APRIL, 1997.

Jack Arnold
Plant Administrator
Arnold Precision Manufacturers

JUN. -02 MON) 07:46 CSX ATLANTA SALES

TEL: 7708591939

P. 001

JUN-02-1997 08:15 FROM ARROW 770 386 5407

TO
TEL: 7708591939

90591939 P. 01

P. 002

**Verified Statement
of
Bobby Mangrum on Behalf of Arrow Industries, Inc**

**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**

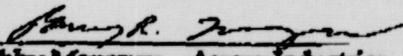
I am Bobby Mangrum - Vice President & General Manager of Arrow Industries Inc. Arrow Industries is located at PO Box 1448, Cartersville, Ga 30120. I have served Arrow Industries in my present position for five years. My experience in this field includes the manufacture and sales of plastic trash bags.

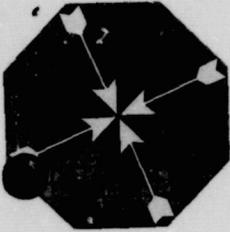
Arrow Industries has been in the business of making plastic bags for five years. Arrow Industries receives approximately 200 railcars of plastic resins per year. These shipments originate in Louisiana and Texas on western carriers. Our products are shipped via rail to Cartersville, GA. These shipments flow over the New Orleans gateway.

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

Thus, Arrow Industries looks forward to the consummation of the transaction between CSX, NS and Conrail and urges the Surface Transportation Board to approve their application.

I, Bobby Mangrum 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 2 day of June, 1997.


Bobby Mangrum - Arrow Industries



ARROW TERMINALS

601 BROAD STREET • SEWICKLEY, PA 15143
(412) 749-4800 • FAX (412) 749-4820

May 14, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is Michael J. Chutz. I am Vice President of Marketing and Corporate Services for Arrow Terminal Company. I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern. I urge the Board to approve it as soon as possible.

Arrow Terminal Company is a full service public warehousing company. We load and unload barges, rail cars and trucks, and provide value added services to our customers. We operate two major barges terminals. One terminal is in Pittsburgh, and the other is in Chicago on the IBH.

I believe that the joint acquisition of Conrail by CSX and NS will bring about increased shipments by rail, by providing better service, better equipment utilization and more competitive rates. This will ensure that the rail service will continue to grow in the future. The advantages of single-line service, as opposed to using joint carriers to move products, is endless.

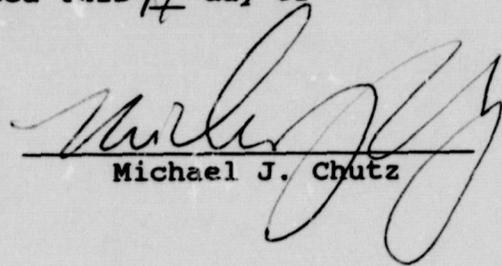
In conclusion, Arrow Terminal Company supports the proposed transaction, and therefore requests that the Board move forward with this transaction as quickly as possible.

Mr. Vernon A. Williams

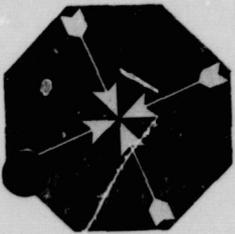
May 14, 1997

Page 2

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



Michael J. Chutz



ARROW TERMINALS

601 BROAD STREET • SEWICKLEY, PA 15143
(412) 749-4800 • FAX (412) 749-4820

SENT VIA FEDERAL EXPRESS

May 30, 1997

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

VERIFIED STATEMENT

Re: STB Finance Docket No. 33388

Dear Secretary Williams:

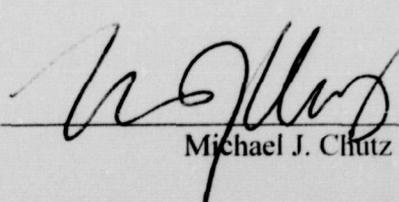
My name is Michael J. Chutz. I am Vice President of Marketing and Corporate Services for Arrow Terminal Company. I am writing to offer my company's strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern. I urge the Board to approve it as soon as possible.

Arrow Terminal Company is a full service public warehousing company. We load and unload barges, rail cars and trucks, and provide value added services to our customers. We operate two major barge terminals. One terminal is in Pittsburgh, and the other is in Chicago on the IHB.

I believe that the proposed transaction will bring about increased shipments by rail by providing better services, better equipment utilization and more competitive rates. This will ensure that the rail service will continue to grow in the future. The advantages of single-line service as opposed to using joint carriers to move products, is endless.

In conclusion, Arrow Terminal Company supports the acquisition of Conrail by CSX and Norfolk Southern, and therefore requests that the Board move forward with this proposed transaction as quickly as possible.

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



Michael J. Chutz

185



**4010 North Bend Road, Suite 101
Cincinnati, Ohio 45211
(800) 456-8866**

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams

My name is Gary Wiegele, and I am owner of ASAP Lines, 4010 North Bend Road Suite 101, Cincinnati, Ohio 45211. ASAP Lines has been in business for over 13 years as a drayman. We work with the Norfolk Southern Corporation and the CSX Corporation at Cincinnati, Ohio.

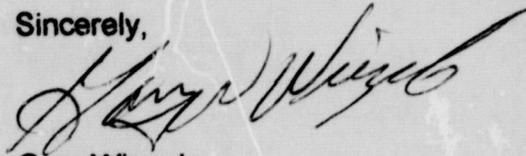
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

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

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Gary Wiegele".

Gary Wiegele

41 Main Street • P.O. Box 144
Asbury, New Jersey 08802-0144
TEL: 908-537-2155 • FAX: 908-537-2908



May 11, 1997

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

RE: SSTB Finance Docket No. 333388, 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 Sandra Rizzo. I am Corporate Traffic Manager of Asbury Graphite in Asbury, New Jersey. My office address is 405 Old Main St., Asbury, NJ 08802. In my position, I am responsible for the transportation of our freight -- incoming and outgoing. I am writing to offer my company's strong support of the CSX and NS application to acquire Conrail and to urge the Board to approve the acquisition promptly.

Asbury Graphite has been in the business of processing carbon products for more than a century. We ship and receive petroleum, coke and graphite, both on the rails and by truck. We believe that the more direct and efficient routing that would result from the Conrail acquisition would be of great benefit to us and to our customers.

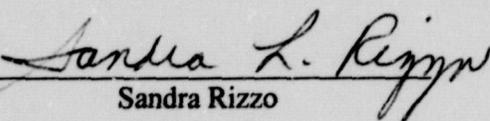
The Conrail acquisition would offer Asbury Graphite more routing choices. The concentration of traffic on more direct routes will allow faster transit times for our product as well as more reliable service. The improvement in efficiency will result in faster, more reliable and lower cost service. As Traffic Manager, I have found that single-line service is generally more efficient, and it also allows for better shipment tracking than joint carrier moves.

Asbury Graphite is convinced that having more than one major rail system serving the Northeast for the first time since 1976 will improve competition, offer faster and more reliable service and lower costs. We also believe that the two balanced rail networks that will result from, the acquisition will make it possible for us to reach most major markets east of the Mississippi and create new business opportunities for our company.

We believe that higher efficiency and lower cost is bound to increase business on the rails and to promote the kind of competition that will be good for Asbury Graphite, for our customers and for all rail shippers interested in the growth of rail traffic.

I, Sandra Rizzo, 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 11th day of May, 19977


Sandra Rizzo



Ashland Coal, Inc.

C. Henry Besten, Jr.
Senior Vice President,
Marketing
(304) 526-3673
(304) 526-3680 FAX

P.O. Box 6300
Huntington, WV 25771-6300

VERIFIED STATEMENT OF
C. HENRY BESTEN, JR.
SENIOR VICE PRESIDENT, MARKETING
on behalf of
ASHLAND COAL, INC.

Attn: STB Finance Docket #33388

I am C. Henry Besten, Jr., Senior Vice President for Ashland Coal, Inc. with responsibilities for the company's marketing and transportation functions. I am writing to express Ashland Coal's support for the acquisition of Conrail by CSX and NS.

Ashland Coal is headquartered in Huntington, West Virginia and is engaged in the mining and processing of low-sulfur bituminous coal, which it markets primarily to electric utilities and industrial customers in the Eastern United States. These customers are located in 19 states:

Massachusetts	Michigan	Maryland	Kentucky
New Jersey	Ohio	North Carolina	Louisiana
New York	Delaware	South Carolina	Missouri
Pennsylvania	Florida	Virginia	Tennessee
Indiana	Georgia	West Virginia	

We expect to handle approximately 16,000 carloads of coal annually via CSX and 7,500 carloads of coal annually via the NS.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Eastern United States. In particular, the acquisition will bring us more competitive access to new rail customers in the northeast.

The coal industry has historically experienced periodic equipment shortages. We believe this acquisition will increase the equipment supply available for our shipments, resulting in more consistent and reliable rail transportation.

Ashland Coal, Inc. encourages the Surface Transportation Board to approve the joint application of CSX and NS.

I, C. Henry Besten, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 16th day of May, 1997.

C. Henry Besten, Jr.

ASSET BASED INTERMODAL

3206 S. Glenbrook
Garland, TX 75041
(214) 271-8946 • FAX (214) 271-1737

MAY 28, 1997

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

Dear Mr. Williams:

My name is Jim L. Ingram, President, Asset Based Intermodal, 3206 S. Glenbrook, Garland, Tx. My company moves motor carrier trailers via rail intermodal.

At the present time we move frozen food as well as dry freight throughout the U.S. Lanes being presently used: Chicago to and from Kearny, Harrisburg, Morrisville, Atlanta, Jacksonville, Seattle, Lathrop, Los Angeles, Dallas, Memphis, Houston, Laredo, Tampa, Orlando and Denver.

Dallas to and from Chicago, Harrisburg, Morrisville, Kearny, Atlanta, Kansas City, Memphis and Los Angeles.

Atlanta to and from Jacksonville, Kearny and Harrisburg.

Los Angeles to and from Dallas, Salt Lake City, Kansas City, Atlanta, and El Paso.

Kearny to and from Los Angeles, Oakland, Atlanta, Jacksonville, and Dallas.

Nashville to Laredo, Los Angeles, Lathrop and Chicago.

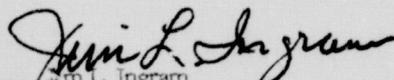
Ninety per cent of our intermodal movements require constant monitoring because of the nature of the product. (Temperature sensitive). All units must be monitored for temperature, fuel, etc. The units require consistent on time service to insure proper delivery of the temperature sensitive products. These movements are transported on motor carrier equipment utilizing rail cars from ramp to ramp.

The remaining movements are auto parts moving to assembly lines. This requires constant monitoring as the parts are scheduled at the plants for proper implementation in the assembly lines.

After several conversations with the CSX, NS, and Conrail, it is my understanding that CSX and NS intend to divide and operate the existing Conrail system. This should open new direct lanes that currently require a two line move at higher cost. We believe the improvement in single line service as well as more competitive pricing will enable our company to provide the needed service our customers expect. Both CSX and NS have assured me service and equipment needs will improve as a result of the division of Conrail. The extension of single line service from Southeast to the Northeast should result in more efficient handling of intermodal shipments as well as more competitive pricing.

In summary, the proper division of Conrail between CSX and NS, should result in a better network to and from the Northeast and the Southeast, as well as service to the gateways West at Memphis, St. Louis, and Chicago.

I declare under penalty of perjury the views in this statement to be true and correct. I am qualified and authorized to issue these views. Certified May 29, 1997.


Jim L. Ingram
President
Asset Based Intermodal, Inc.

Associated Industries of Florida

Filing Docket



516 NORTH ADAMS STREET • P.O. BOX 784 • TALLAHASSEE, FLORIDA 32302-0784
PHONE: (904) 224-7173 • FAX: (904) 224-6532 • E-MAIL: aif@aif.com • INTERNET: http://aif.com

JA-33388

JON L. SHEBEL
PRESIDENT & CEO

March 19, 1997

The Honorable Linda Morgan
Chair
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

CHAI LINDA MORGAN

MAR 21 2 10 PM '97

RECEIVED
SURFACE TRANSPORTATION

Dear Ms. Morgan:

On behalf of Associated Industries of Florida and its 8,000 members, I am writing you to request an expedited review of the proposed acquisition of Conrail by CSX Corporation and Norfolk Southern.

Associated Industries represents a cross section of the Florida business community. Our members employ sixty percent (60%) of Florida's private sector work force. Our organization is eager for the merger to win approval so that our members can begin drafting business plans that will take advantage of expanded single-line rail service.

Our membership is very familiar with the freight rail industry since it is so central to Florida manufacturing. For example, railroads are the most cost-effective way for Florida's paper processors to obtain chemicals and wood fiber. Every year 14 million tons of coal come into our state by rail. Phosphate for fertilizer is shipped by train from Florida to points around the country. And, of course, CSX Transportation is headquartered in Jacksonville and operates over 1,700 miles of track in our state.

The proposed CSX-Norfolk Southern acquisition of Conrail will give Florida manufacturers something they have long wanted: direct, single-line access to the major markets of the Northeast. By reducing interchanges, our members will save at least a day in transit time and considerable costs that occur from damage during multiple handlings.



The Honorable Linda Morgan
March 19, 1997
Page Two

Our organization consists of a wide variety of industries located in virtually every part of the state. But despite our diversity we are of one mind on the advantages of single-line rail service that is balanced and pro-competitive. The proposal that CSX will submit to the Surface Transportation Board addresses the concerns of shippers for faster, more direct routes while maintaining customer options and a competitive environment. These steps will help assure the long-term financial health of the rail industry, creating new opportunities for growth and reinvestment.

We want to see the railroads begin implementation of single-line service in the East as soon as possible. The revival of the railroads over the last decade has occurred in large measure because of the role played by deregulation and mergers in increasing efficiency and lowering costs for shippers. We hope the Surface Transportation Board will recognize the large number of businesses that would benefit from the CSX-Norfolk Southern acquisition of Conrail and move quickly to review and approve the proposal.

Sincerely,

Jon L. Shebel
President & Chief Executive Officer

JLS:jlc

ASSOCIATES WAREHOUSE, GFV

251 PRICE ROAD
LEXINGTON, KENTUCKY 40511-1995
PHONE: 606-254-8821
FAX: 606-254-8823

MAY 5, 1997

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

Dear Mr. Williams,

Associates Warehouse, GFV, Located in Lexington, KY, is one of the largest warehouses in Central Kentucky with over 2.5 million square feet of storage. We are served exclusively by the Norfolk Southern Railroad. During 1996 we received 210 carloads of paper from the South, North and Northeast. Of the 210 loads, 65 were from the Northeast.

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

There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been historical reasons for insulating Northeastern railroading from competition, that time is past and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. That rail carrier cannot be just any rail carrier, they must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroading operations, I believe that in the 1990's, two (2) carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

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

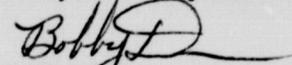
Sincerely,



Bobby Dunn
Warehouse Manager
Associates Warehouse, GFV

VERIFICATION

I, Bobby Dunn, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement. Executed on May 5, 1997.


Bobby Dunn



A KNP BT company

Astro-Valcour, Inc

Route 23 at Harris Road
Wurland, KY 41144

Telephone (606) 836-0251
Customer Service (800) 354-8995

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

Dear Mr. Secretary:

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

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

Thank you for your consideration

Sincerely,

Gary M. Hamm
Distribution Manager

Athenia Mason Supply, Inc.

Dealers in Mason Materials

(201) 473-2758-59
FAX (201) 473-0912

2 CLIFTON TERR., CLIFTON, N.J. 07013

APRIL 29, 1997

VERNON A WILLIAMS
SECRETARY
SURFACE TRANSPORTATION BOARD
1925 K STREET, NW
WASHINGTON, DC 20423

RE: PROPOSED CSX/NS/CONRAIL TRANSACTION
STB FINANCE DOCKET NO. 33388

DEAR SECRETARY WILLIAMS:

i am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interest, 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.

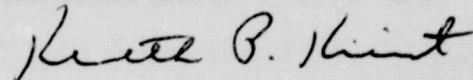
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight market, especially in the EAST. Because the new systems would create greater efficiency, it would lead to more freight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

ALSO AS DEPUTY MAYOR OF HARDYSTON TOWNSHIP I WOULD LIKE TO REQUEST THAT YOU CONSIDER THE ATTACHED RESOLUTION TO CONTINUE TO PROVIDE FREIGHT SERVICE TO SUSSEX COUNTY AS NOW PROVIDED BY THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY (NYS&W).

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

ATHENIA MASON SUPPLY INC.



KENNETH P. KIEVIT , PRESIDENT

VERIFIED STATEMENT OF ATHENS-ATLANTA ASPHALT CO. INC.

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Mark Rittenhouse and I am Vice President of Athens - Atlanta Asphalt CO. INC. and I have held my present position for 4 years. .

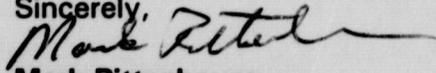
Athens-Atlanta is an asphalt paving contractor involved with among other things the paving of rail intermodal facilities. We have worked with Norfolk Southern on construction projects in the Atlanta area.

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

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

I, Mark Rittenhouse, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 5-28, 1997.

Sincerely,



Mark Rittenhouse
Vice President

The Honorable Vernon A. WILLIAMS
Secretary
SURFACE TRANSPORTATION BOARD
STB Finance Docket N° 33388
1925 K Street N.W.
WASHINGTON DC 20423-0001

Paris, May 15th, 1997

Dear Mr Williams,

We refer to our letter of March 5th 1997 which stressed our wishes to get through the expected merger operations regarding Conrail a fairly balanced strength for the both remaining railways competitors.

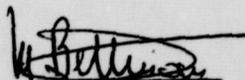
Our company is currently handling about 4 million metric tons of coal shipped through the Eastern coast ports on behalf of our principals.

It is therefore essential for us to have strong, competitive railroads in the northeastern United States which own their own track and facilities. The proposed acquisition and division of Conrail by NS and CSX should meet our company's competitive expectations and needs. We believe the plan for Conrail lines will be beneficial for our company and for coal exports from the United States.

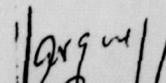
NS and CSX have prepared a comprehensive plan to provide competitive rail service. Pennsylvania coal will be able to move by one railroad to the Virginia ports and more central Appalachian coals will be able to move via a single line to Baltimore for export. As a result, coal importers will have better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

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

Sincerely



M. BELLISSANT
Managing Director



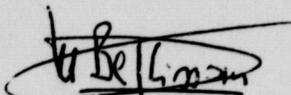
M. WARGNES
Chairman

Verified Statement on behalf of ATIC Services Finance Docket N° 33388

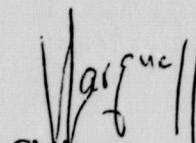
We, **Michel Margnes** and **Michel Bellissant** declare under penalty of perjury that the foregoing is true and correct. Further, we certified that we personally are qualified and authorized to file this verified Statement.

Executed this day of May 15th, 1997

Michel BELLISSANT


Managing Director

Michel MARGNES


Chairman

VERIFIED STATEMENT OF
ATLANTA BEVERAGE & BOTTLED WATER
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 Rick South and I am President of Atlanta Beverage & Bottled Water Company. Atlanta Beverage & Bottle Water is in the water supply business serving the Metro Atlanta area. We have been in business for seven years.

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

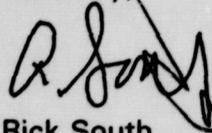
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

winning the Harriman Award. We look forward to a prosperous future doing business with both NS and CSX.

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

I, Rick South, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of my company. Executed on this 29th day of May, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read "Rick South", written over a horizontal line.

Rick South
President
Atlanta Beverage & Bottled Water

VERIFIED STATEMENT OF
ATLANTA TOFC SERVICES COMPANY
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Tommy Carpenter, and I am President of Atlanta TOFC Services Company. I have held my present position for eight (8) years. My duties include management of day to day operations, supervision, and job coordination. My company's main function for NS is to perform repairs to TOFC/COFC equipment.

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

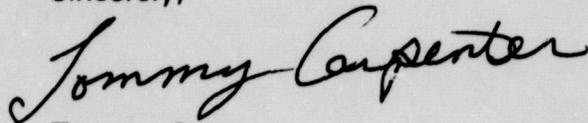
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

winning the Harriman Award. We look forward to a prosperous future doing business with both NS and CSX.

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

I, Tommy Carpenter, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of my company. Executed on this 28th day of May, 1997.

Sincerely,

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

Tommy Carpenter
President
Atlanta TOFC Service Company

ATLANTIC BRICK CORPORATION

169 MIDLAND AVENUE

SADDLE BROOK, NEW JERSEY 07662

796-0486



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, Dorothy Garippa, 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 28th day of April, 1997.

Dorothy Garippa
Atlantic Brick Corporation

**ATLANTIC COAST DEMOLITION
& RECYCLING, INC.**

**1107 S. 34th Street
Philadelphia, Pennsylvania 19146
(215) 493-0187**

May 15, 1997

The Hon. Linda Morgan, Chairwoman
The Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Subject: Verified Statement Relating to CSX and Norfolk Southern

Dear Ms. Morgan:

The undersigned is part owner and counsel for the parent of Atlantic Coast Demolition & Recycling, Inc., which is a waste transfer station located in Philadelphia, Pennsylvania. We currently use CSX to transport construction and demolition materials to Warren, Ohio via rail car. We want to express our affirmative support for the acquisition by CSX and Norfolk Southern of Conrail for the reason that we may want to ship to other landfills, and it would be much easier if we could use one rail line. We are contemplating shipments to South Carolina and possibly to Missouri. We need to have a turn (sent out and back) of our rail cars at least once a week, which we lease; otherwise, it is not profitable for us to use rail transportation. We need reliable, consistent, and timely delivery of our rail cars. Hopefully this acquisition will enhance the consistency of transit times.

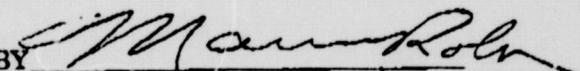
For the above reasons, we urge you to suggest to the Board approval of the application of CSX and Norfolk Western.

I, Marvin A. Robon, declare under penalty of perjury that the foregoing is an accurate and true statement and that I am qualified to make this statement.

Dated this 15th day of May, 1997.

Very truly yours,

ATLANTIC COAST DEMOLITION
& RECYCLING, INC.

BY 
Marvin A. Robon

FAX TRANSMISSION
CSXFF1

TO Dwight CSX TRANSPORTATION

COMPANY _____ VERIFY (Y/N)

PHONE # _____ FAX # _____

FROM Peg # PAGES (1)

PHONE # _____ FAX # _____

faxed to DW 05/15/97



Atlantic Container Service, Inc.

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

VERIFIED STATEMENT OF
ATLANTIC CONTAINER SERVICE, INC.
FINANCE DOCKET NO. 33388

Dear Mr. Williams:

My name is Ernest Rubadue and I am president of Atlantic Container Service, Inc. and I have held my present position for seventeen years. My duties include transportation and intermodal activities throughout our company's field of operations. We are active supporting the movement of cargo through the Ports of Charleston, South Carolina, Savannah, Georgia, and Jacksonville, Florida, as well as through the inland hub of Atlanta, Georgia, and handle thousands of intermodal moves per month.

Atlantic Container Service is involved with the maintenance of container and chassis equipment throughout the Southeast. Equipment we support on the ports is utilized extensively on the Norfolk Southern system. We also work with the CSX and support their activity as well.

Based upon our experience in providing the services described above and our history of working with both the Norfolk Southern and the CSX, we would like to express our support of the 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

- **Corporate Headquarters** 124 Prosperity Dr., Garden City, GA 31408-9550, Phone: 912-964-0933, Fax: 912-964-2220
- **Atlanta** 1760 Spink St., Atlanta, GA 30318, Phone: 404-792-9609, Fax: 404-792-4555
- **Charleston** 401 West Coleman Blvd., Unit C, Mt. Pleasant, SC 29464, Phone: 803-971-1785, Fax: 803-971-1790
- **Jacksonville** 1060 Kings Rd, Jacksonville, FL 32209, Phone: 904-632-1731, Fax: 904-632-2201

Mr. Vernon A. Williams
May 27, 1997
Page 2

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.

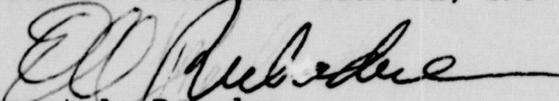
Growth in the intermodal industry will benefit my company and the companies we support. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business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

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

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

Sincerely,

ATLANTIC CONTAINER SERVICE, INC.



Ernest A. Rubadue
President

EAR:clm

ATLANTIC FOREST PRODUCTS, INC.

240 West Dickman Street
Baltimore, MD 21230

MD: (410) 752-8092
Wats: (800) 551-2374
Fax: (410) 539-2494

May 02, 1997

The Honorable Linda Morgan, Chairwoman
The Surface Transportation Board
121 Constitution Avenue, N.W.
Washington, DC 20423

Verified Statement of
Russell W. Johnson
on behalf of
Atlantic Forest Products
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 Russ Johnson, President of Atlantic Forest Products. Atlantic Forest is located in Baltimore, Maryland. Among my responsibilities is overseeing the company's transportation needs. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Atlantic Forest is a wholesale distributor that ships lumber and plywood to the retail trade located in PA, DE, MD, VA, NC, and SC. We handle approximately 900 carloads annually.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Northeast and Southeast regions. In particular, the acquisition will bring us new access to Conrail served retail customers in the Northeast region, and will open the movement of lumber from the Northeast to the Southeast region.

In our business, consistent and reliable rail transportation is crucial to logistics management. The lumber industry often experiences equipment shortages and long transit times. The acquisition will increase the equipment supply available for our shipments, and improve the routing which will enhance our transit times.

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

I, Russ Johnson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement, executed this 2 day of May, 1997.

Russell W. Johnson

Filed to DLK 05/07/95



VERIFIED STATEMENT OF
ATLANTIC MACHINERY & EQUIPMENT

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is James F. Spangler, and I am President of Atlantic Machinery & Equipment at 8351 Brook Road, Richmond, VA 23227. I have held my present position for six years. My duties include the operation of the corporation and the chief coordinator with the Norfolk Southern Corporation.

Atlantic Machinery & Equipment is responsible for the repairs and maintenance at the Chesapeake, VA Intermodal Yard. In addition, we work with CSX at Richmond, VA in supplying crane parts.

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

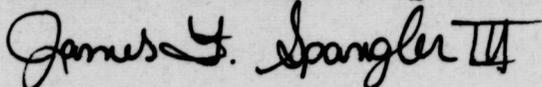
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

I, James F. Spangler, 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,

ATLANTIC MACHINERY & EQUIPMENT



James F. Spangler, III
President

JFS/kgw



**ATLANTIC SYSTEMS
TRANSPORT, INC.**

**VERIFIED STATEMENT OF
PHILIP E. INGAGLIO
on the behalf of
ATLANTIC SYSTEMS TRANSPORT, 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.

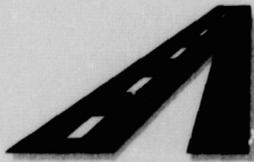
I am Philip E. Ingaglio, Director of Logistics of Atlantic Systems Transport, Inc. Atlantic Systems is located at 2201 E. Butler Street, Philadelphia, PA 19114. I am responsible for Intermodal Logistics for Atlantic Systems. I have been in my current position since 1995 and have worked in the transportation field for 12 years.

Atlantic Systems is a Trucking and Warehousing Company, a Intermodal Marketing Company and a Truck Broker.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. The joint acquisition of Conrail will be in Atlantic Systems' best interest since the enhanced CSX systems 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 triangulated, 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 Atlantic Systems because the enhanced CSX system will allow us more flexibility to expand the market reach for our entire product line.



**ATLANTIC SYSTEMS
TRANSPORT, INC.**

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

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

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

Philip E. Ingaglio
Director of Logistics
Atlantic Systems Transport, Inc.



**ATLANTIC SYSTEMS
TRANSPORT, INC.**

**VERIFIED STATEMENT OF
PHILIP E. INGAGLIO
on the behalf of
ATLANTIC SYSTEMS TRANSPORT, INC.
Finance Docket No. 33388**

My name is Philip E. Ingaglio, and I am Director of Logistics of Atlantic Systems Transport, Inc. I have held my present position since 1995, I am responsible for Intermodal Logistics for Atlantic Systems. I have worked in the transportation field for 12 years.

Atlantic Systems is a Trucking and Warehousing Company, a Intermodal Marketing Company and a Truck Broker.

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

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



**ATLANTIC SYSTEMS
TRANSPORT, INC.**

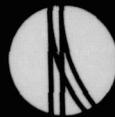
To summarize, we believe that approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, Philip E. Ingaglio, 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,

Philip E. Ingaglio
Director of Logistics
Atlantic Systems Transport, Inc.

P.O. Box 1589
Bloomfield, NJ 07003
1-800-631-1274
FAX 1-201-748-4520



ATLANTIC TRACK & TURNOUT CO.

May 19, 1997

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

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

Dear Secretary Williams:

My name is Charles A. Killen, and I am Vice President of Sales for Atlantic Track and Turnout Company. Our business address is P.O. Box 1589, Bloomfield, New Jersey, 07003-1589. We have been marketing new and used materials to the Railroad Industry for 70 years.

With that background, the reason for my letter is to express our company's support for the proposed acquisition of Conrail by Norfolk Southern and CSX. This acquisition plan is the result of long and intensive discussions, much input from shippers, government officials and the public. It is a fair solution to the problem of Conrail and shipping along the Eastern seaboard particularly the New England region. We urge your adoption of this proposal, and ask you to move it forward as quickly as possible.

We have seen limited competition in this region since Conrail's inception with increasing reliance on truck freight by shippers of every stripe.

Rail has many advantages -- less pollution, a good safety record, size, lower pricing and no impact on congested road systems. Unfortunately, rail has also had a number of

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

disadvantages over the years too -- less reliability, slower, less direct service and other inefficiencies. This plan addresses some of these problems.

The single-line direct service that these two railroads would now be able to provide will answer many of the criticisms concerning timeliness and predictability of rail deliveries. Competition will push these railroads, which actually already have good reputations with shippers, to become even better as they vie against one another for business. Finally, this plan will put both carriers in stronger financial positions to make the kind of capital investment needed to improve track and terminals. The New England region has been long overdue for equipment and operational improvements to increase both efficiency and safety.

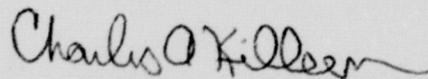
We believe this is a good plan from every perspective, and we ask that you take action soon to allow it to take effect.

Thank you for this opportunity to comment.

I, Charles A. Killeen, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 19th day of May, 1997.

Very truly yours,

ATLANTIC TRACK & TURNOUT CO.



Charles A. Killeen
Vice President of Sales

CAK/ais

Atlantic wood industries

INCORPORATED

PRESSURE TREATED FOREST PRODUCTS P.O. BOX 1608, SAVANNAH, GEORGIA 31402-1608
PHONE (912) 934-1234
FAX (912) 964-2633

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

Re: Verified Statement of Atlantic Wood Industries, Inc.

Dear Mr. Williams:

My name is William L. Crossman and I am Vice President of Atlantic Wood Industries. I have held my position for ten years. My duties include rail transportation negotiations as well as overseeing all corporate sales.

Atlantic Wood Industries manufactures pressure treated forest products for the construction and utility industries. We have five plants in four states. One plant is served by Norfolk Southern, one by Georgia Central, one by CSX and one by Conrail. During 1996 we shipped over two hundred carloads of material to and from our plants.

We support approval of the transactions which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We welcome the benefit of increased market access for single-line rail transportation. Joint line rail service has limited our ability to move traffic by rail. We believe our business with the railroads will increase substantially with single-line hauls. Depending on the final determination of who gets which lines, we anticipate expanding into new markets that were previously prohibitive.

We are currently satisfied with the service provided by our carriers and 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 wholeheartedly support the application of NS and CSX to acquire Conrail.

I, William L. Crossman, 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.

Very truly yours,

Wm L. Crossman

William L. Crossman
Vice President

WLC/kcm

Atlas Distributing, Inc.

May 16, 1997

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

My name is Peter E. Sykes. I am the Inventory Manager for Atlas Distributing, Inc. My business address is 44 Southbridge Street, Auburn, MA 01501. As Inventory Manager my responsibilities include planning for rail service, negotiation of rail contracts, and arranging for carload shipments.

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

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

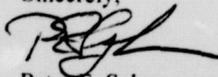
I believe two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient utilization and seamless synergies.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer.

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

I, Peter E. Sykes, declared under penalty of perjury that the foregoing is true and correct. Furthermore I certify that I am qualified and authorized to file this verified statement. Executed on May 13, 1997.

Sincerely,



Peter E. Sykes
Inventory Manager
Atlas Distributing, Inc.

ATLAS INTERMODAL TRUCKING SERVICE

P.O. BOX 1552 GALESBURG, IL 61402-1552 309-342-1132 FAX 309-342-4611

May 28, 1997

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

RE: Verified Statement on Behalf of Atlas Intermodal Trucking Service, Inc.; STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Michael J. Thompson, and I am President of Atlas Intermodal Trucking Service, Inc. I have held this position since the Company's inception in 1984. As President, I have administrative duties, as well as responsibility for sales and marketing, equipment maintenance, cost containment, and a variety of other functions.

Atlas Intermodal is an intermodal trucking carrier, and we also provide ramping services for the Iowa Interstate Railroad/C. H. Robinson operations. We work with NS in Peoria, IL and Chicago, IL. In addition, we work with: CSX and BNSF in Peoria, IL; BNSF in Galesburg, IL; BNSF in Remington, IN; Conrail in Indianapolis, IN; IM Link in Davenport, IA; UP in Newton, IA; and all railroads in Chicago, IL.

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

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

I, Michael J. Thompson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement (executed May 28, 1997).

Sincerely,

Mike Thompson

Michael J. Thompson
President

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 Gregg Owen, and I am Territory Manager of Atlas Machine and Supply Inc., 4985 Provident Drive, Cincinnati, OH. 45246. We have been in business for 90 years as a supplier of machine parts for Norfolk Southern Corporation at Cincinnati.

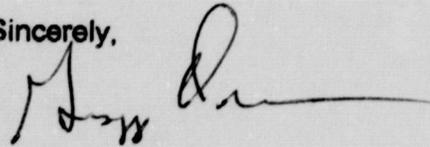
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

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

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

Sincerely,

A handwritten signature in black ink, appearing to read "Gregg Owen", with a long horizontal flourish extending to the right.

Gregg Owen

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Mary Lynn Moses, 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 MAY 1997.

Mary Lynn Moses
Mary Lynn Moser
Atlas Minerals & Chemicals, Inc.



ATLAS STEEL & WIRE

Division of AMERIESTEEL™

POST OFFICE BOX 23601
HARAHAN, LOUISIANA 70183

(504) 733-7708
Fax (504) 736-2104

May 7, 1997

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

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 Anita B. James - Atlas Steel & Wire a Division of AmeriSteel.

My name is Anita B. James and I am Traffic Manager of Atlas Steel & Wire Company. I have held my present position of 2 years. My duties include management of shipping, and receiving of Vans, Flatbeds and Railcars.

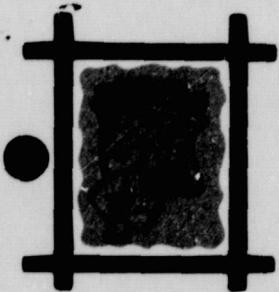
Atlas Steel is a manufacturer of steel reinforcing fabric - basic wire - bulk nails and collated nails and we have facilities located in New Orleans, La. This facility is currently served by Illinois Central, CSX, SP and NS railroad inbound and outbound. Approximately 50 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. Reasons to support NS/CSX's proposal is for better equipment availability and improved customer service.

I, Anita B. James, 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,

Anita B. James, Traffic Manager
Atlas Steel & Wire



ATLAS Waste Paper Corporation

SOUTH 24TH AND WHARTON STS. - PITTSBURGH, PENNSYLVANIA 15203-2193

PHONE (412) 431-5329 FAX (412) 431-6245

May 8, 1997

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

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

Dear Secretary Williams:

My name is Les Parker. I am the General Manager of the Atlas Waste Paper Company, located in Pittsburgh, Pennsylvania. My company has been in business for 56 years. I am writing on its behalf in support of the NS and CSX application to acquire Conrail. We urge the Surface Transportation Board to approve it.

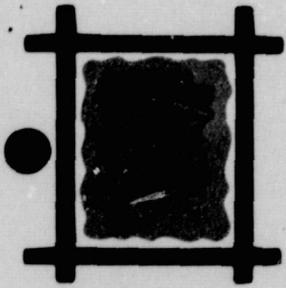
The Atlas Waste Paper Company prepares paper for recycling. We ship large amounts of treated waste paper annually, by rail, truck and barge. Our rail carrier is CSX.

We support the acquisition of Conrail by CSX and NSX because, in our view, it will lead to lower freight rates. These lower freight rates should come about as a result of more direct routes, greater single-line surface opportunities, and more efficient handling.

For this reason, we support the Conrail acquisition application. We strongly request that your Board approve this application, which is bound to promote the growth of rail traffic throughout the East.

I, Les Parker, 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.



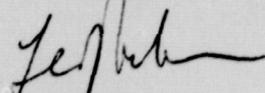


ATLAS Waste Paper Corporation

SOUTH 24TH AND WHARTON STS. - PITTSBURGH, PENNSYLVANIA 15203-2193
PHONE (412) 431-5329 FAX (412) 431-6245

Executed this 8th day of May, 1997

Sincerely,



Les Parker

Atomic Distributing Company

435 SEVENTH AVENUE

PHONE 304-523-7866

HUNTINGTON, W. VA. 25701

May 22 , 1997

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

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

Dear Secretary Williams:

My name is Paul Hall. I am the manager of Atomic Distributors in Huntington, West Virginia. My company has been in business for fifty years. I am responsible for the firm's daily operations. I am writing to express Atomic Distributors' strong support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern and to urge the Surface Transportation Board to approve it as soon as possible.

Atomic Distributors is in the beer and wine distribution business. Every year, we ship and receive approximately thirty cars of beer and wine by rail. The rail company we most frequently rely on is CSX. We also do some of our shipping via truck and barge.

Atomic Distributors strongly supports the proposed transaction. Here are some of our reasons:

1. We believe that the new systems will significantly improve our market reach. We anticipate that they will provide us with more efficient service to every major market east of the Mississippi.
2. We also believe that the proposed transaction will result in more rail car availability, better equipment usage and more direct routes. This should translate into faster, more reliable service, making

Vernon A. Williams

May 22, 1997

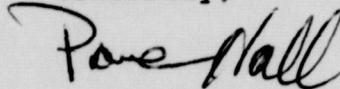
Page 2

it more likely for our shipments to arrive on time.

For all these reasons, Distributors strongly supports the proposed transaction and urges the Board to approve it.

I, Paul Hall, 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 22 day of May, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Paul Hall".

Paul Hall



Auburn Bean & Grain Companies

Striving For Excellence In Products & Services

Member of
MABA - MBSA - NGFA



Auburn Bean & Grain • Auburn Fertilizer • Frutchey Feed & Seed • Frutchey Bean - Oakley • Hemlock Elevator • Heritage Equipment

May 14, 1997

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

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

Dear Secretary Williams:

As a customer of both CSX Railroad and Norfolk Southern, I am writing to give my word of support to the acquisition of Conrail by these two companies. The business for which I work, Auburn Bean and Grain Company, is fully behind the drive to improve rail service in the United States.

We are a 25 year old company that deals in beans and grain. I personally am the traffic manager and oversee our rail traffic, which constitutes 4,000 rail cars per year. Our support for the plan is based on our hope to expand our markets. It is our belief that the merger and acquisition will help us accomplish that goal.

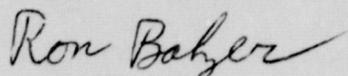
We also use trucking in our business, but would like rail to play a stronger and larger part in our shipping, if possible. It is our understanding that the acquisition will open up competition and allow direct lines to markets that are now unavailable. You can understand how that would benefit us and benefit other American companies with plans to grow.

I don't know who's opposing this acquisition, but take it from me. To oppose this plan, you've got to be full of beans. And I know beans very, very well.

Thank you for your time, Mr. Secretary.

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

Sincerely,



Ron Balzer
Traffic Manager
Auburn Bean & Grain Company
321 N. Auburn Road
Auburn, MI
48611-0067



AUDUBON METALS LLC

May 30, 1997

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

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

Dear Secretary Williams,

My name is James Butkus. I am the General Manager of Audubon Metals LLC, a newly established secondary aluminum smelter here in Henderson, Kentucky. I am writing this letter to offer my company's strong support for the CSX and NS application to acquire Conrail and urge the Board to approve it promptly.

Audubon Metals LLC enjoys an uniqueness in our industry in that we are a heavy media operation and a secondary aluminum smelter under the same roof. Our single most costly expense is the purchasing of our primary feedstock; automotive shredder residue. This material is generated at nearly 200 automobile shredder yards throughout the United States. From those yards, Audubon pays for the transport of the non-ferrous residue to our facility. This material is shredded and condensed to be easily transported via dump truck or by an open top rail car. Upon arrival to Audubon, the co-mingled metals are separated out by a flotation system, enabling the aluminum product to be segregated and further processed. Ultimately the aluminum is melted in our furnace, the melt alloyed to diecasting specifications and shipped in molten or solid form to a diecaster. The diecaster then casts the metal back into a new automotive component.

As our company expands, the need to acquire new sources of raw material will grow. To reach many of the present auto shredders, rail's importance is magnified. Audubon pays for the freight on bringing residue into Audubon. Therefore, it is extremely important to work out the best possible freight rates. Historically, rail has provided considerable savings in comparison with truck freights. Considering the need presently of over 15 million pounds of residue each month and future projections of 30 million per month, you can understand freight issues are paramount. We presently receive all of our rail shipments via CSX.

We believe that the proposed acquisition of Conrail would be in our best interests, as well as in the interest of future customers receiving our products or by-products. We strongly urge the Board to approve this application for the reasons below:

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

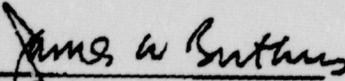
number of automobile shredders are served by CSX and Conrail. We believe a single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.

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 materials from more distant markets. This benefit is important to Audubon to assure that there exists viable alternatives in its quest to purchase the least expensive raw materials it can.
3. We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of us who rely on shipping via rail. Freight markets, especially in the East where we buy a considerable amount of residue, are dominated by trucks. If the East is served by two strong railroads of roughly the same size and scope, they will be able to achieve greater efficiency, will return more freight traffic back to the rails which would promote more long term capital investment, and ensure rail service will grow into the future.

In closing, Audubon Metals LLC supports the application to acquire Conrail and requests that the Board move as soon as possible to assure approval. We feel this is the best way to improve rail service, enhance efficiency, and promote growth of rail traffic in the East.

I, James Butkus, 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.



James Butkus

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

AUSTIN POWDER COMPANY



CLEVELAND, OHIO 44122

May 8, 1997

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

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

Dear Mr. Williams:

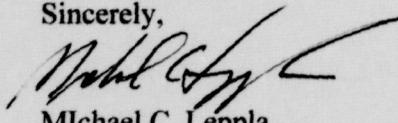
My name is Michael C Leppla, and I am the Director of Purchasing. I have held my present position for seven years. My duties include purchasing and moving 176,000 tons of ammonium nitrate fertilizer, our largest raw material, via rail from our suppliers to our locations mainly east of the Mississippi River on both the CSX and NS Railroads.

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

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

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

Sincerely,

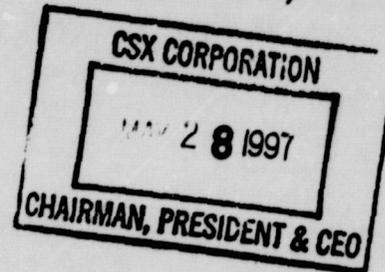
A handwritten signature in black ink, appearing to read "Michael C. Leppla", with a stylized flourish at the end.

Michael C. Leppla

Mark Mike Peter

AUTO RAIL SERVICES INC.

Steve Renne
President
3022 Lake Forrest Drive
Greensboro, NC 27408



May 7, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12 Th. & Constitution Avenue
Washington, DC 20423

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

Dear Secretary Williams:

My name is Steve Renne. I am the President for Auto Rail Services Inc. . My office address is 3022 Lake Forrest Drive, Greensboro, NC 27408. In my position, I am responsible for the overseeing of all operations. I have been in my current position since 1988, and have worked in the automobile industry for 25 years. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the board to approve it promptly.

Auto Rail Services Inc. is a mid-sized automobile handling company operating at 16 facilities nation wide, with annual volumes of 3.5 million vehicles. Our facilities are serviced by CSX, NS, BNSF and CP railways. We have a diverse customer base with operations that include destination facilities, mixing centers, and plant origin loading sites. Our company operates in the highest quality manner specifically designed around safety.

I, Steve Renne, 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 seventh day of May, 1997

Steve Renne

Steve Renne

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



AUTOMATIC TEXTILE PRODUCTS

BILLY P. HOLTON
PRESIDENT
P. O. BOX 4108
DALTON, GA 30719

Telephone 277-3178 (706)
Fax (706) 277-5059

May 10, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33286
1201 Constitution Ave., N.W.
Washington, D. C. 30423

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
AUTOMATIC TEXTILE PRODUCTS
Finance Docket No. 33388

Dear Mr. Williams:

My name is Brian Bailey, and I am the Vice President of Automatic Textile Products, in Calhoun, Georgia.

We manufacture floor mats, and we ship approximately three (3) truckloads of mats per week.

May 10, 1997

Mr. Vernon A. Williams

-Page 2-

We think the proposed purchase of Conrail by Norfolk Southern and CSX, would be cost effective to all involved, because we buy the products hauled in by rail through Dixie Transport, Inc., to use in our mats, therefore, we all stand to profit.

Sincerely,

AUTOMATIC TEXTILE PRODUCTS

Brian Bailey

Brian Bailey, Vice President

BB:jsh

VERIFICATION

I, Brian Bailey, 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 10th day of May, 1997.

Brian Bailey

BRIAN BAILEY

AVEBE America Inc.
4 Independence Way
CN-5307
Princeton, N.J. 08543-5307
Telephone: (609) 520-1400
Fax : (609) 520-1473
Telex 0820713



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 Docket 33388

VERIFIED STATEMENT OF MARY NEWMAN
AVEBE AMERICA, INC.

Dear Mr. Williams,

My name is Mary Newman, and I am the Traffic Manager of AVEBE America, Inc. I have held my present position for twenty years. My duties include overseeing all aspects of logistics operations and customer service for all import and export shipments by rail, air and ocean to and from all domestic and international points. In this capacity I choose the carriers, brokers, and storage facilities to best serve our company in the most expeditious and most economical manner.

AVEBE America Inc. is a starch importer, mainly of native potato products used for food or industrial purposes. We have storage facilities all across the continental U.S.A., as well as our own production plant in Charleston, South Carolina. From these locations, we sell to customers at points throughout North America. Our facilities are presently located on lines served by Norfolk Southern in addition to other carriers such as Conrail, CSX, CP Rail, and APL.

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 pending joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive.

AVEBE America Inc.
4 Independence Way
CN-5307
Princeton, N.J. 08543-5307
Telephone: (609) 520-1400
Fax : (609) 520-1473
Telex 0820713



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. These rail carriers cannot be just any carriers; they must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for dedicated service, seamless interchange, and efficient equipment utilization.

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

To summarize, we believe that the STB should approve the now pending joint application of NS and CSX to acquire Conrail.

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

Executed on May 21, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary Newman", is written over the typed name.

Mary Newman
Traffic Manager
AVEBE America, Inc.

cc: P.M. Franklin / NS

STB

FD

33388

6-23-97

A

180274V4B

5/13



AZCON CORPORATION

A Division of Blue Tee Corp.

224 SOUTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60604
312/362-0066 FAX: 312/362-0094

OFFICES AND PLANTS

CHICAGO, IL • ALTON, IL • DULUTH, MN
HEGEWISCH, IL • NEW YORK, NY • SHARPSBURG, PA

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

5/28/97

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

AZCON CORPORATION

Finance Docket No. 33388

My name is Jerry Blazek, and I am Corporate Traffic Manager of Azcon Corporation. I have held my present position for 13 years. My primary function is to negotiate railroad pricing for the short term or volume committed movements.

Azcon Corporation buys and sells ferrous scrap metals, railroad track materials, reconditions railroad cars and locomotives and has a on-site repair shop to service the railroad industry. We have permanent yards at Sharpsburg Pa. served by Conrail, Aiton IL. served locally by NS, IC, SSWN, KCS, Duluth Mn. served by both CPRS and BNSF. Our last yard is in Hegewisch IL. (Chicago Switch District) served by the Indiana Harbor Belt Railroad.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and divide the assets and trackage in the manner described to me and is shown in the joint application. There is a distinct need for two competing railroads in the Northeast that own their own track and facilities. For too long, customers that ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier that owns its facilities.



AZCON CORPORATION

A Division of Blue Tee Corp.

224 SOUTH MICHIGAN, ENUE
CHICAGO, ILLINOIS 60604
3121362-0066 FAX: 3121362-0094

OFFICES AND PLANTS

CHICAGO, IL • ALTON, IL • DULUTH, MN
HEGEWISCH, IL • NEW YORK, NY • SHARPSBURG, PA

These rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless cooperation.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two but also the greatly expanded market reach that single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to increase market penetration to areas that 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, Jerry Blazek, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 28th, 1997.

Sincerely

Jerry Blazek
Corporate Traffic Manager
Azcon Corporation

AZCON CORPORATION

A DIVISION OF BLUE TEE CORP.

19th Street and Allegheny River
Sharpsburg, PA 15215
Telephone: (412) 781-9200
FAX: (412) 782-0533

April 28, 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:

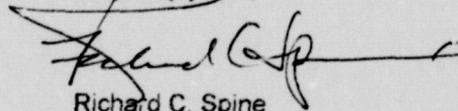
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better 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 C. Spine, 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 28th day of April, 1997.

Very truly yours,



Richard C. Spine
President

RCS/jlm

CSX.DOC
RCS DISK 2



B. E. KLUTTZ LUMBER CO., INC.

975 DAVIDSON DRIVE, N. W. • OPPOSITE CABARRUS HOSPITAL
CONCORD, NORTH CAROLINA 28025 704/786-5189

May 20, 1997

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

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 CHARLES KLUTTZ
B. E. KLUTTZ LUMBER CO

My name is Charles Kluttz, and I am President of B. E. Kluttz Lumber Company. I have held my present position for 8 years. My duties include purchasing, and management of shipping, receiving and warehousing.

B. E. Kluttz Lumber Company is a retail lumber and supply company, receiving West Coast and Canadian lumber. We are currently served by NSRR and receive approximately 6 cars per year.

There is a 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 North East. I am personally expecting improvement in customer service.

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

Sincerely,

Charles Kluttz, President
B. E. Kluttz Lumber Company

CK/1k

B.T. PRODUCE CO., INC.
FRUITS & PRODUCE



Units 163-168 N.Y.C. Terminal Market, Bronx, N.Y. 10474

Tel: (718) 893-7520

May 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Bill Taubenfeld declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 7 day of May, 1997.

Bill Taubenfeld
Vice President
B.T. Produce Co., Inc



48845 West Road
P.O. Box 930301
Wixom, MI 48393-0301
(248) 348-4920

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 Bob Vincent. I am the Chief Executive Officer for B-V Associates, Inc. located in Wixom, Michigan. My company has been in business for 14 years. I am writing to express my support for the CSX and NS application to acquire Conrail. I request that the Board approve it as soon as possible.

B-V Associates is a specialty manufacturing company. We and our supplier, who sometimes direct ships for us, ship approximately 1.5 million gallons of agricultural and spray oils by rail annually. Our carrier is CSX. We also ship by truck and barge.

There are two main reasons why I believe my company would benefit from Conrail's acquisition. First, it should result in improved service through more direct routes, more efficient use of equipment and fewer handlings. Second, by providing faster, more direct rail service to northeastern ports, it will open new opportunities for my company in the international market.

For these reasons, I strongly approve the application to acquire Conrail, and I urge you to approve it promptly.

I, Bob Vincent, 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 12th day of May, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Robert M. Vincent".

Robert M. Vincent

RMV/hms

B & B Farm Service

Rt. 5, Box 481
Dunn, NC 28834
(910) 849-887-3811
Fax: 849-887-8164

B & B Farm Service
241 Fayetteville Hwy.
Dunn, N.C. 28834

May 3, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33368
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 33368

My name is Terry S. Bass and I am owner of B & B Farm Service. I have operated this business
since 1981. My business consists of farming as well as unloading and distributing of livestock for
area merchants and local farmers. I am currently served by the Norfolk Southern Railroad and we
receive approximately 200 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval
of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail,
divest assets and improve to a much greater extent the balance of rail competition in the
Northeast.

I, Terry S. Bass, 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. Dated on May 3, 1997.

Sincerely,

Terry S. Bass
Terry S. Bass
Owner



BACARDI-MARTINI U.S.A., INC.



May 21, 1997

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

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 Jorge López, and I am with **BACARDI-MARTINI U.S.A., Inc.**, in Miami, Florida, and I am writing to urge STB support for the sale of Conrail to CSX and Norfolk Southern.

Demand for **BACARDI** rums and liquors is growing across the U.S. presenting a constant challenge to our distribution system, as evidenced by the two (2) million cases of liquor we ship annually out of Jacksonville alone. The sale of Conrail to CSX and NS would offer us significant improvements in our distribution system, including:

- **More direct rail routes.** Right now, although we ship the bulk of our products via CSX, we cannot avoid interchanges as we transit the New Jersey/New York area where Conrail is king. Dividing Conrail's routes between CSX and NS would cut significantly the number of needless interchanges that only delay delivery and test our customer's patience.
- **Lower costs.** As NS and CSX rationalize their route systems, truck transport will have a new competitor on the East Coast. As a result, we'll see pressure to keep shipping rates low, to the great benefit of **BACARDI** and other companies dependent on efficient, affordable transport.
- **More efficient utilization of production equipment.** Given my production responsibilities, I can attest that more predictability in our distribution systems will improve our utilization rates in production as well. That shows how the improvement of rail transport has a ripple effect far beyond the shipping industry.



BACARDI-MARTINI U.S.A., INC.



Mr. Vernon A. Williams
May 21, 1997
Page 2 of 2

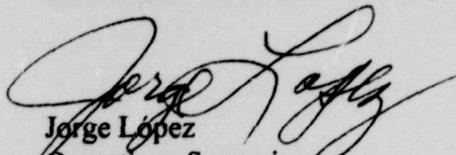
I thank the STB for allowing this opportunity to share my views, and I urge the Board to approve the sale of Conrail without delay.

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

Executed this 21st day of May, 1997.

Sincerely,

BACARDI-MARTINI U.S.A., INC.


Jorge López
Operations Supervisor

JL/mim



BADGER MINING CORPORATION

409 SOUTH CHURCH ST., P.O. BOX 328, BERLIN, WI 54923
(414) 361-2388 • FAX (414) 361-2826

VERIFIED STATEMENT

**Robert Bartol on behalf of Badger Mining Corporation
STB Finance Docket No. 33388**

My name is Robert Bartol. I am traffic manager of Badger Mining Corporation. I have been with the company for thirteen years. On behalf of Badger Mining Corporation, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Badger Mining Corporation is a mining company. Our corporate office is located at 409 South Church Street in Berlin, Wisconsin. We have manufacturing plants at the following Wisconsin locations: Taylor, Fairwater, and Green Lake. We have distribution facilities in Canada, Montana, Wyoming, Texas, Ohio, Oklahoma, Wisconsin, Washington, Louisiana, Colorado, Oregon, and Michigan.

We ship approximately seventy percent of our product by rail, constituting seven thousand carloads per year. The remainder is shipped by truck. Badger Mining Corporation is looking forward to the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs.

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

Again, please accept the support of Badger Mining Corporation for the acquisition of Conrail by CSX and Norfolk Southern.

I, Robert Bartol, 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.

Robert Bartol, Traffic Manager
Badger Mining Corporation

Syrette Dallman
5/29/97

252



May 9, 1997

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

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

**Verified Statement on Behalf of Badger Paper Mills, Inc.
Finance Docket No. 33388**

My name is Alan R. Steffen and I am Corporation Traffic Manager for Badger Paper Mills, Inc. I have held my present position for twelve years. My duties include responsibility for all forms of inbound and outbound transportation, warehousing, shipping and receiving, travel and expenses, fleet management and household moves. We have facilities located at Peshtigo, Wisconsin and Oconto Falls, Wisconsin. These facilities are located on the line of the Wisconsin Central Transportation Corporation. We sell to and receive from customer and suppliers located throughout the United States and Canada.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail outlined in the joint application of CSX and NS to control Conrail. Two or more rail carriers serving the shipping/receiving public are necessary whenever possible and should be pursued. When only one carrier serves a market, overall service suffers and freight rates can be non-competitive. Although truck competition provides a check on rising freight costs, many products are not conducive to truck transportation and must be transported via rail.

In addition, we are looking forward to the rail service of two carriers in the East instead of one. Single line rail service by both the NS and CSX will offer increased market penetration to areas in which we have been unable to compete adequately. To summarize, we believe that approval by the STB of the joint application of Norfolk Southern and CSX Corporation to acquire Conrail should be vigorously expedited.



Mr. Vernon Williams

-2-

May 9, 1997

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

Sincerely,

BADGER PAPER MILLS, INC.



Alan R. Steffen
Corporate Traffic Manager

ARS:hjm

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., NORKOLK 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

BAILEY FEED MILL, INC.

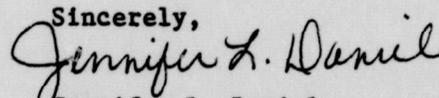
My name is Jennifer Daniel, and I am Secretary-Treasurer of Bailey Feed Mill, Inc. We have been in operation since 1952, and I have held my present position for 2 years. I am responsible for both rail and truck transportation, as well as grain merchandising.

Bailey Feed Mill, Inc. has facilities in Bailey and Selma, NC. Both facilities are grain elevators, in which we receive and ship corn, wheat, soybeans, and rye seed by rail. Our Selma facility is also a transloading terminal in which we receive cement, wheat mids, and other products by rail. Both facilities are presently served by NS. In 1996, in excess of 900 NS rail cars moved through our 2 facilities.

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

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

I, Jennifer L. Daniel, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 28, 1997.

Sincerely,

Jennifer L. Daniel
Secretary-Treasurer
Bailey Feed Mill, Inc.



Bakery ● Feeds, Inc.

March 14, 1997

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

Re: Verified Statement of Bakery Feeds, Inc. Re: Proposed CSX/NS/Conrail
Transaction; STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Bill Reagor. I am President of Bakery Feeds, Inc., a division of Griffin Industries. My office address is 4221 Alexandria Pike, Cold Spring, KY 41076. I am writing to offer my support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern and to urge the Board to approve it promptly.

Bakery Feeds is a Recycler of grain base food products. We convert these raw materials into a product called "Cookie Meal". This product is sold to the poultry and swine industry. Rail transportation is a key element in shipment of our product. Our seven plant locations range from Pennsylvania to Florida and include rail shipments to the northeast, southeast, southwest, and Mexico. We will handle 750 plus cars.

Bakery Feeds supports the Conrail acquisition for the following reasons, and I urge the Board to approve this application based on these reasons.

1. The acquisition of Conrail would create a single line system for all our plant sites. This would improve service to our customers, improve utility of transportation equipment, and improve the rate structure.
2. The acquisition would open new markets. The new markets would be in the extreme Northeast. This would allow rail to compete with trucks.
3. Overall the acquisition would enhance rail business for the expanded CSX and Norfolk Southern systems. This would be good for the shipper as well as the consumer.

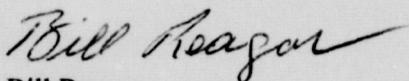
Vernon A. Williams
May 14, 1997
Page 2

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

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

Executed this 14th day of May, 1997.

Sincerely,



Bill Reagor
President
Bakery Feeds Division

BAL METALS INTERNATIONAL, INC.

**TWO STAMFORD PLAZA, 12th Floor
281 TRESSER BOULEVARD, STAMFORD, CT 06901
TEL: (203) 359-6775 • (800) 331-4709
FAX: (203) 359-3692**

May 27, 1997

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

Dear Secretary Williams:

My name is Patti C. Doyle. I am the Traffic Manager for BAL METALS INTERNATIONAL, INC. My business address is 281 Tresser Blvd., Two Stamford Plaza, Stamford, CT 06901. As Traffic Manager, my responsibilities include planning for rail service, negotiation of rail contracts, and arranging carload shipments.

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

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers 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 provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

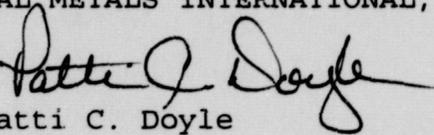
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased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

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

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

Sincerely,

BAL METALS INTERNATIONAL, INC.


Patti C. Doyle

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

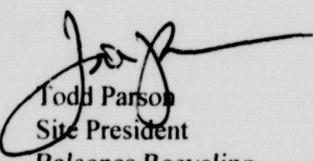
Dear Secretary Williams:

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, Todd Parson, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 19th day of May, 1997.


Todd Parson
Site President
Balcones Recycling

MAY-08-1997 09:27 FROM BALFOUR LUMBER CO.

TO 99-19042796254 P.01

BALFOUR

LUMBER COMPANY

POST OFFICE BOX 1337

THOMASVILLE GEORGIA 31790

PHONE 912-226-0611

May 8, 1997

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

RE: Verified Statement of Balfour Lumber Company, Inc.
Proposed CSXT/NS/Conrail Transaction;
Surface Transportation Docket No. 33388

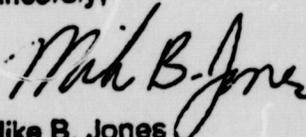
Dear Secretary Williams:

My name is Mike B. Jones, I am Vice-President for Balfour Lumber Company, Inc. In my position, I am responsible for shipping by-products and peeled poles.

I am writing to offer my strong support for the proposed joint acquisition of Conrail by CSXT and Norfolk Southern and urge the Board to approve it promptly. I believe that the proposed acquisition would be in the best interest of Balfour Lumber Company, Inc.

I, Mike B. Jones, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 8th day of May, 1997.

Sincerely,



Mike B. Jones
Vice-President

MBJ/amd



Ball-Foster
Glass Container Co., L.L.C.

1509 South Macedonia Avenue
Muncie, Indiana 47302-3664

Reply to: P.O. Box 4200
Muncie, Indiana 47307-4200

Peter J. Walters
Vice President, Purchasing and Distribution

(765) 741-7162
Fax (765) 741-7012

May 19, 1997

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

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

Dear Secretary Williams:

I am Peter J. Walters, Vice President for Purchasing and Distribution of Ball-Foster Glass Container Co., L.L.C. My responsibilities in this position include Purchasing, Transportation, and Warehousing. I am a certified member of the American Society of Transportation and Logistics as well as a Certified Purchasing Manager. I have authored several articles on Transportation and in 1990 was named Indiana's Transportation Person of the Year by Indiana University.

Ball-Foster Glass Container Co., L.L.C. is a newly formed company owned by Saint-Gobain of France. Ball-Foster is a leading supplier of glass containers in the food, juice, soft drink, beer and wine markets in the United States, Canada, and Mexico. Ball-Foster operates 20 glass manufacturing plants in 14 states throughout the U.S. and employs approximately 8,500 people.

Ball-Foster finished products move primarily by motor carrier and intermodal transportation. However, Ball-Foster is dependent on the railroad industry to deliver raw materials; including soda ash, sand and limestone, in a timely and consistent manner. We receive over 20,000 carloads of raw materials by rail annually. The glass making process is a continuous 24-hours-a-day, seven-days-a-week process. The transportation of needed raw materials is critical to maintaining this process without interruption. The Consolidated Rail Corporation, Norfolk Southern Railway and CSX Transportation are major players in meeting our transportation needs.



As pertains to these proceedings, Finance Docket No. 33388, Ball-Foster has five glass manufacturing plants served directly by Conrail:

Carteret, NJ
Dunkirk, IN
Milford, MA
Millville, NJ
Port Allegany, PA

Ball-Foster also has a facility at Marion, IN served by the Central Railroad of Indianapolis, a Short Line which has interchanges with both Conrail and CSX Transportation.

As a receiver of rail transportation and dependent on the service of the major Eastern railroads, we believe the joint acquisition of Conrail between CSX Transportation and the Norfolk Southern Railway will provide a means of ensuring quality and competitive rail service in the East.

Ball-Foster expects to benefit from new competition offered by this joint acquisition. For example, our New Jersey plants are currently served by Conrail only. We understand this area will be served by a jointly run operation and will give us the opportunity to negotiate with both the Norfolk Southern and CSX Transportation on shipments destined to these plants. Also possible single line intermodal shipments from the Southeast to the Northeast will now be a possibility on outbound shipments.

A major concern has been the availability of equipment to transport our needed raw materials. This joint acquisition should help address this concern through better equipment utilization. Larger single line shipments should provide the ability to re-position equipment efficiently and make better use of backhaul opportunities.

Prior to this current agreement between Norfolk Southern and CSX Transportation. Ball-Foster was greatly concerned over the possibility of only one railroad acquiring Conrail. This would have caused a lack of competitive rail service in the East. We feel the current agreement which would create two equal sized, financially sound, railroads is a good solution.

The NS/CSXT joint acquisition of Conrail will provide benefits for Ball-Foster. We support the application to acquire Conrail and request that the Surface Transportation Board move as expeditiously as possible to assure approval. We feel this is a good way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Peter J. Walker, 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.



Bamberger Polymers, Inc.

1963 Marcus Avenue
Lake Success, New York 11042, U.S.A.

Phone: 516-329-2772

Telefax: 516-326-1005

Telexes: 6852106 • 6711357

Cable: BAPOLY

May 15, 1997.

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

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

VERIFIED STATEMENT.

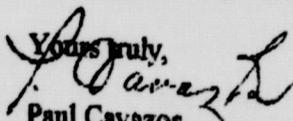
My name is Paul Cavazos, and I am the Manager of Corporate Logistics for this company. I have held this position for twelve years. I am responsible for the procurement of transportation and all transportation related services from source of supply of our products till delivery to the customer or ultimate user.

We are a worldwide and nationwide distributor of synthetic resins and ship to our customers and our packaging facilities over two hundred carloads of material in shipper owned hopper cars a month. About two thirds of this tonnage is shipped to and received in the Northeast. and Canadian destinations where Conrail has not competition.

There is a definite need for competition in the Northeast. Competition will give us direct access to the Western and Southern Gateways; will allow us to serve more customers; will increase our intermodal service capabilities; and will give us an opportunity to improve our customer service.

I sincerely support and respectfully request STB approval of the joint application by which the Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast.

I, Paul Cavazos, 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 15th, 1997.

Yours truly,

Paul Cavazos.
Corp. Logistics Mgr

BANKHEAD ENTERPRISES, INC.

1080 Bankhead Avenue, NW Atlanta, Georgia 30318-6625

Office: (404) 894-7935

Fax: (404) 894-7937

May 15, 1997

**Verified Statement of
BANKHEAD ENTERPRISES, INC.
Finance Docket Number 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 Glenn Taylor and I am Chairman and Chief Executive Officer of Bankhead Enterprises, Inc. located at 1080 Bankhead Avenue, NW, Atlanta, Georgia. I started this business more than 50 years ago and remain sole owner. My duties are as implied by the title, Chairman of the Board of Directors and Chief Executive Officer in administration and management of the corporation.

Bankhead Enterprises, Inc. is a diversified corporation with several operating divisions, some of which work directly for Norfolk Southern Corporation as a vendor. One such division has been involved in construction of intermodal facilities in the form of asphalt paving. Others are involved in the welding of rail at the Atlanta Rail Welding Plant and thermite welding in the field for continuous ribbon rail. We also furnish personnel for electric field welding repair to crossings and frogs on the system.

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

Growth in the intermodal industry will benefit and enhance all commercial aspects by providing rail competition in the Northeast; particularly from two competitors that have strong rail systems in the Southeast. Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry with its strong commitments to growth and service. We are impressed with Norfolk Southern's commitment to safety shown by its continued success in winning the Harriman Award.

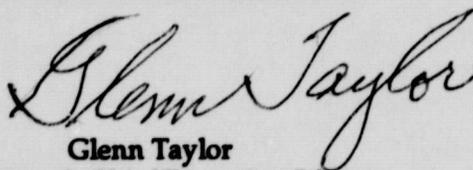
Page two
May 15, 1997

We strongly believe that approval of the application of Norfolk Southern and CSX to acquire Conrail should be accepted by the Surface Transportation Board.

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

Sincerely,

BANKHEAD ENTERPRISES, INC.

A handwritten signature in cursive script that reads "Glenn Taylor".

Glenn Taylor
Chairman & Chief Executive Officer

GT:ecb

BANKS CONSTRUCTION COMPANY

Contractors

P.O. BOX 71505 • TELEPHONE (803) 744-8261
CHARLESTON HEIGHTS, S. C. 29415

May 15, 1997

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

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

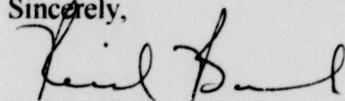
Dear Mr. Williams:

My name is Reid Banks. I am President of Banks Construction at Charleston, SC. Banks Construction Company was founded in 1948. We own and operate two asphalt plants. The primary plant is located on Banco Road in North Charleston, SC. The second plant is located on Highway 78 West, Summerville, SC. We also own and operate a large fleet of excavation, grading and paving equipment.

During the year 1996, we received approximately 854 cars of aggregate via rail. As president, my responsibilities include the direct oversight of our transportation requirements. We have used Norfolk Southern for several years and have been satisfied with the rail service.

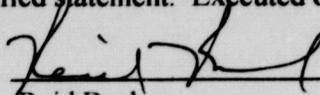
We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation.

Sincerely,


Reid Banks,
President

VERIFICATION

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

A handwritten signature in black ink, appearing to read "Reid Banks", is written over a horizontal line.

Reid Banks



Specialty and Colored Linerboards

May 8, 1997

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

VERIFIED STATEMENT

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

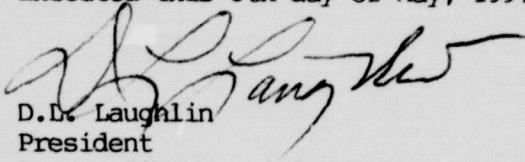
Dear Secretary Williams:

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

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

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

I, D.L. Laughlin declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement.
Executed this 8th day of May, 1997.



D.L. Laughlin
President
Banner Fibreboard Company



Banner Fibreboard Company
22nd & Commerce Streets
Wellsburg, WV 26070-0390
304/737-3711

Barclay-Moore Inc.

PIGGYBACK SERVICE & WAREHOUSING

P.O. BOX 014038
KANSAS CITY, MISSOURI 64101-4038
(816) 471-5591
FAX# (816) 471-2438

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33286
1201 Constitution Ave., N.W.
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 Corporations, STB Finance Docket No 33388.

Verified Statement
on behalf of
Barclay-Moore Inc.
Finance Docket No. 33388

My name is David R. Moore, and I am President of Barclay-Moore Inc., P. O. Box 014038, Kansas City, Missouri 64101-4038. I have held my present position for 20 years. My duties include, but not limited to our intermodal operations with all major railroads in Kansas City and St Louis, and monitoring our drayage service on a regular basis. I have meetings with all the key contacts with the various rail hub centers in Kansas City and across the nation. Intermodal business plays a vital role in all of our operations.

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

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

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a drayman 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, David R. Moore, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 16, 1997.

Sincerely,

David R. Moore

David R. Moore
President
Barclay-Moore Inc.

B

Bareco Products

George A. Anderson

MAY 23RD, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is George Anderson, I am Manager-Supply & Distribution for Bareco Products in Rock Hill, S.C. My office address is 148 East Main St., Rock Hill, S.C. 29730. In my position, I am responsible for coordinating the transportation strategy for both the manufacturing locations owned by Bareco and Third Party Processors, including the transportation of inbound raw materials as well as outbound product. I have been in my current position since 1994, and have worked in the logistics field for 22 years. I am writing to offer my company's strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern and to urge the Board approve it promptly.

Bareco Products is a worldwide marketer of Microcrystalline, Paraffin and Synthetic Waxes. Bareco's Products are found in over 200 applications in both food grade and non-food grade products. We ship approximately 800 tank car loads of petroleum waxes annually from refineries in Shreveport, La. and Rouseville, Pa. Our Rouseville, Pa. plant is served by Conrail. We have a diverse customer base and our products are shipped not only throughout the United States, but the world as well.

Bareco 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:

Vernon A. Williams

MAY 23RD, 1997

Page 2

1. We believe that the proposed transaction would produce better service, better equipment utilization, and more competitive rates. Since Conrail and CSX each serve Bareco customer and toll processing locations; we expect more efficient, single line to these locations through the two enhanced systems. It has been our experience that single line service is 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 move outbound finished product by rail than we can today, to more distant markets. This benefit is important to Bareco since some of our product is made only in one of our plants and the rail market reach of the products made in each plant is relatively limited. This kind of market reach is important to us.
3. We are convinced that the proposed transaction will increase rail business for the combined systems, and that would be good for all of the shippers who rely on rail. Bareco 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 enhanced CSX and Norfolk Southern systems will be able to achieve greater efficiency, they will return more freight traffic to the rails promoting more long term capital investment and ensuring that rail service will grow into the future. These developments are, and should be, important to all shippers.

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

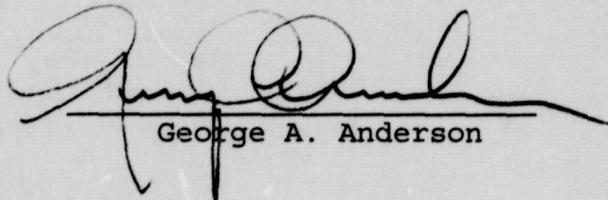
I, George Anderson, declare under penalty of perjury that the foregoing is true and correct. Further, I

Vernon A. Williams

MAY 23RD, 1997

Page 3

certify that I am qualified and authorized to file this
verified statement. Executed this 23RD day of MAY,
1997.



George A. Anderson

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

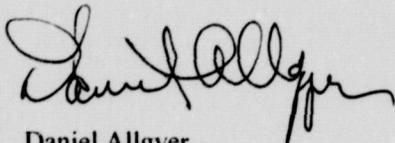
Dear Secretary Williams:

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



Daniel Allgyer
The Barn Yard

BARNES & WALLACE

BUILDING SUPPLY COMPANY, INC.

815 Pinecrest Road Phone 236-9936

CORINTH, MISSISSIPPI 38834

May 8, 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 TRAVIS L. WALLACE

BARNES & WALLACE BLDG. SUPPLY CO., INC.

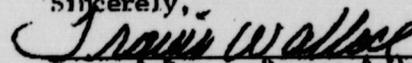
My name is Travis L. Wallace, and I am owner and lumber buyer for Barnes & Wallace Building Supply Company, Inc. We have been in business since 1971. As owner and buyer for the company, I am responsible for securing lumber products in quantities sufficient to enable a small company to compete with the large chain stores. Shipping by rail is the only way this can be accomplished in today's market.

Barnes & Wallace now operates two stores, and these are served by Norfolk Southern Railway. We receive by rail freight, approximately fifteen cars per year. Certainly, we feel we have been served well and fairly by Norfolk Southern.

There is definitely a need for two competing railroads in the Northeast, and I support STB's 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. One reason we support this proposal is that it would increase our market access, and give us greater availability of products at a fair market price.

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

Sincerely,



Owner & Buyer, Barnes & Wallace Bldg. Suppl.

tw/ow



Barnes Environmental International

a division of Stake Technology Ltd.

407 Parkside Drive, Box 260, Waterdown, Ontario LOR 2H0

Tel: (905) 889-8861

Fax: (905) 889-0486

info@barnesenvironmental.com

May 6, 1997

VERIFIED STATEMENT

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

Dear Secretary Williams:

Re: STB Finance Docket No. 33388

My name is Peter Barnes, I am the President of Barnes Environmental International in Waterdown, Ontario. My office address is 407 Parkside Drive, Waterdown, Ontario LOR 2H0. In my position as President, I am responsible for coordinating the transportation strategy for BEI, including the transportation of inbound raw materials, as well as outbound products.

I have been in the industrial minerals field since 1971 and have worked in the logistics field for the past 5 years. I am writing to offer my Company's strong support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern and to urge that the Board approve it promptly.

Barnes Environmental is a medium sized company in the industrial minerals field.

We receive approximately 600 carloads annually at our plant here in Waterdown. Our plant is serviced by CSX/CP. We have diverse customer base and our products are shipped all over the United States. While almost all our inbound raw material is shipped by rail, the outbound product is primarily shipped via truck.

BEI believes that the proposed transaction would be in our best interest, 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 proposed joint acquisition of Conrail by CSX and Norfolk Southern would produce better service, better equipment utilization and more competitive rates. We also anticipate that we would have more efficient, single line service from more steel mills with a merged system. It has been our experience that single-line service is faster, more reliable and allows for better shipment tracking than joint carrier moves.

...2/



Page 2

May 6, 1997

Mr. Vernon A. Williams

- 2. We also expect that with the increased number of destinations able to be reached in single line service, we are more likely to be able to move outbound finished product by rail than we can today, to more distant markets. The expanded CSX system would serve markets as far away as New Orleans, thus allowing us to market our mineral products there. This kind of market reach is important to us.
- 3. We are convinced that the transaction would increase rail business system-wide, and this would be good for all the shippers who rely on rail. BEI 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 CSX and Norfolk Southern systems will be able to achieve greater efficiencies, more freight traffic will return to rail, promoting more long term capital investment and ensuring that rail service will grow into the future. These development are, and should be, important to all rail shippers.

In conclusion, BEI supports the joint application of CSX, Norfolk Southern and Conrail, and requests the Board move as quickly as possible to assure its approval. We feel this is a good way to improve service, enhance efficiency and promote the growth of rail traffic in the eastern states.

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

Executed this 6th day of May, 1997.

Yours truly,

BARNES ENVIRONMENTAL INTERNATIONAL

Peter T. Barnes
President

PTB:jmf

**VERIFIED STATEMENT OF
BARON'S EXPRESS
FINANCE DOCKET NO. 33388**

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

Dear Mr. Williams:

My Name is Robert Mahacek, and I am President of Baron's Express, 900 South 13th Street, St. Louis, Mo. 63103. I have held my position for nine years. My Duties include direction of fifteen company owned tractors, and all aspects of managing a local drayage firm.

Baron's Express is a local intermodal drayage firm, providing drayage services between local industries and various intermodal centers in the St. Louis area. We work with NS in St. Louis. In addition, we work with CR, IC and UP in the St. Louis area.

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

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

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

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

Sincerely,

Robert Mahacek

Robert Mahacek
President, Baron's Express

BARON'S *Express, Inc.*

Intermodal Work
Local Drayage

900 South 13th
St. Louis, MO 63103
(314) 436-7788 • FAX (314) 421-3875

Container Storage
Warehousing & Distribution

May 22, 1997

VERIFIED STATEMENT OF
BARON'S EXPRESS, INC.
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Robert Mahacek and I am President of Baron's Express Inc., 900 South 13th Street, St. Louis, MO 63103. I have held my position for nine years. My duties include direction of fifteen company owned tractors and all aspects of managing a local drayage firm.

Baron's Express is a local intermodal drayage firm, providing drayage services between local industries and various intermodal centers in the St. Louis area. We work with NS in St. Louis. In addition, we work with CR, IC, BN and UP in the St. Louis area.

Based upon our experience in providing the services described above and working with various railroads we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been 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 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, Robert Mahacek, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on May 22, 1997.

Sincerely,

Robert J. Mahacek

Robert J. Mahacek,
President
Baron's Express Inc.



**Barre
reload &
storage
Inc.**

P.O. Box 360
So. Barre, MA 01074
Tel: 508-355-2714
Fax: 508-355-2830

Friday, May 23, 1997

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

Dear Vernon:

I would like to take a moment and introduce myself. My name is Charles Trihias and I am currently the Sales Manager of Barre Reload and Storage, Inc. Our facility is located in South Barre Massachusetts and is currently served by Norfolk Southern. Our facility handles many different types of commodities ie. steel, lumber, paper and brick. We utilize all types of railcars. Barre Reload and Storage, Inc. and other past companies we've owned have been doing business with NS for many years and has moved a tremendous amount of volume over their tracks. The representatives of NS have always been professional and always had a timely response to our needs. We support approval of the transaction in which Conrail will be divided and acquired by CSX and NS. We look forward towards increased market access for single-line rail transportation. I believe that with the fore said acquisition and single-line service which NS proposes into the Northeast will be to our benefit.



**Barre
reload &
storage
Inc.**

P.O. Box 360
So. Barre, MA 01374
Tel: 508-355-2714
Fax: 508-355-2830

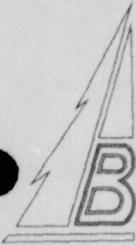
We look forward to future business with NS and their outstanding service that they provide.

I feel confident that the acquisition of Conrail by NS and CSX will be a positive factor in the market place and they have our full support.

I, Charles Trihias, declare under the penalty of perjury that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement on the twenty-third day of May, 1997.

Sincerely,

Charles J. Trihias



Barrette Chapais Ltée

2907 boul. Dagenais O.
Fabreville, Laval, Qc
H7P 1T2
Tél.: (514) 622-7246
Fax: (514) 622-8386

May 27, 1997

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

RE : STB Finance Docket No. 33388, CSX Corporation and CSX Transportation 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 Bruno Saint-Laurent. I am Traffic Supervisor for Barrette Enterprises Limited, in Laval, Quebec. My office address is 2907 Bl. Dagenais West, Laval, Quebec, Canada, H7P 1T2. I supervise transportation and traffic management for the company, and I am writing to express Barrette Enterprises' support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition promptly.

Barrette Enterprises is a sawmill and has been in operation for 25 years. We regularly receive and ship lumber by rail. In fact, we ship about 3,000 cars annually - mainly by Conrail. We believe that the acquisition of Conrail will create a more direct and efficient routing system for our shipping. More efficient single-line service will create better, faster, more reliable and more cost-efficient service, something we believe will highly benefit our business and our customers.

Another reason Barrette Enterprises strongly supports the acquisition is that we believe the increased efficiency – and the increased competition – will encourage the kind of personal attention to large rail customers like us. The acquisition will also enhance the competitive position of the rail industry, which would benefit all businesses that use rail shipping by lowering prices and increasing our choices. Barrette Enterprises is very much in favor of the application to acquire Conrail. We believe it will improve service, increase efficiency and responsible management, lower prices and ensure future long term investment in rail shipping. We urge the Board to approve the acquisition expeditiously.

I, Bruno Saint-Laurent, 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 27th day of May, 1997.

Sincerely,

BRUNO SAINT-LAURENT
BSL/de

LUMBER



MILLWORK

Basil Lumber & Millwork, Inc.

Treated Lumber - Millwork

If It's Lumber Call Our Number

Rick Foreman
FAX: (614) 862-6266
Pager: (614) 770-6924

1010 Railroad Street
Baltimore, Ohio 43105
(614) 862-8270

May 21, 1997

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

Dear Mr. Williams:

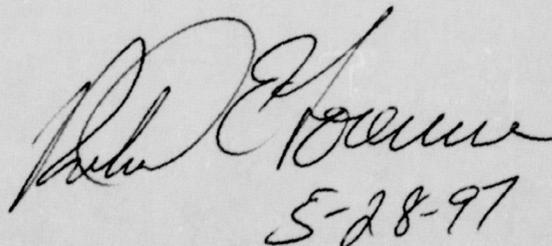
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on lines which will belong to NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. I sincerely believe that the availability of single-line service to a larger network will enable us to grow our business much more effectively than is presently the case.

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

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

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

Sincerely,



5-28-97

May 14, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 10423

Verified Statement

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

Dear Secretary Williams:

Bass Transportation Co., Inc. supports the proposed joint acquisition of Conrail by CSX and Norfolk Southern. The reason our company supports this transaction is to continue the partnership that we, as a trucking company, have enjoyed with Conrail in providing intermodal service, particularly on dry bulk rail-to-truck operations.

We also support the transaction because it will provide Bass and its customers additional gateways with shorter distances to reduce rail transportation costs and reduced transit times to service the plastics industries in the northeast area. From an environmental standpoint, this transaction will reduce truck traffic from the congested areas of Philadelphia and New York, since it will allow our company and the new CSX and NS Systems to provide lower costs into the heart of the plastics consumption area, particularly in northern and central New Jersey.

We have found Conrail has been a good working partner, and we expect that the transaction will increase our partnership as an intermodal provider.

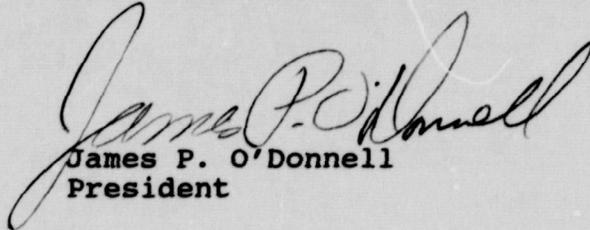
We expect a favorable decision from the Surface Transportation Board. We will attest to our confirmation and our support of the transaction.

Vernon A. Williams
_____, 1997
Page 2

I James P. O'Donnell, 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

Very truly yours,

BASS TRANSPORTATION CO., INC.


James P. O'Donnell
President

VERIFIED STATEMENT OF
BAY AREA PIGGYBACK, INC.
FINANCE DOCKET NO. 33388

My name is George W. Francis, and I am President of Bay Area Piggyback, Inc. 560 Lennon Lane, Walnut Creek, CA 94598. I have held my present position for 7 years. My duties include General Manager, Contract negotiations, Carrier and Route selection.

Bay Area Piggyback, Inc. is a Shipper's Agent; Property Broker MC 167222; Freight Forwarder FF 2139, arranging for transportation via exempt intermodal and contract motor carrier services through out the U.S., Canada and Mexico. Bay Area Piggyback maintains volume contracts with the UP, BNSF, CSXT, NS, FEC, CP, CN and others. The majority of our intermodal traffic moves eastbound from the west coast. The NS, CSXT and CR all participate in the intermodal traffic. During 1996, we shipped 20,544 containers/trailers. It is necessary to have access to multiple carrier's to meet the specific needs of our shipping customers. The rail intermodal network of the NS, CSXT and CR are used where their specific services compliment the needs of our customers.

It is my understanding that CSXT 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 the NS and CSXT plan to improve and expand intermodal (and multimodal) services. Extended NS and CSXT intermodal service will help to meet our transportation needs throughout the territory now served by NS, CSXT and CR. It is expected that 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.

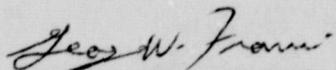
CR maintained a quality intermodal service which the NS and CSXT are expected to further improve upon. The CR, having no viable competitor except the motor carriers, was less than competitive. The CR's choice to not participate greatly limited the potential of intermodal. The CSXT and NS claim that they will respond more favorably to market competitive service and price needs. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. The proposed NS and CSXT splitting of the CR line is expected to provide a free market competitive option. Both the CSXT and NS have made statements claiming their proposals to invest in facilities, network service enhancements, and economics of operations which will advance the utility of intermodal services to earn more business.

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. The NS participates in the EMP products with the Union Pacific which has been very effective in the intermodal market.

To summarize, Bay Area Piggyback supports the application of CSXT and NS to acquire Conrail. It is our recommendation that the STB approve the application.

I, George W. Francis, 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,


George W. Francis
President

Bay Chemical Company

The positive extension of your business

TELEPHONE
(813) 969-4408

4119 GUNN HIGHWAY • SUITE 28
TAMPA, FLORIDA 33624

FAX
(813) 969-3409

5/15/97

VERIFIED STATEMENT

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

RE: STB Finance Docket 33388

Dear Secretary Williams:

My name is Joseph M. Carroll, and I write in support of the proposed joint acquisition of Conrail by CSX and Norfolk Southern now presently before your Board. My company, Bay Chemical, is a wholesale chemical broker, with business up and down the East Coast. As Vice President, I can testify to the importance of competitive, cost-effective transportation options for a company like ours. We ship by barge, by road and rail, and we favor any development that creates more competition, more options at lower costs.

For at least three reasons, the proposed transaction passes that test.

* An expanded CSX system will offer more single-line service. In the shipment of chemicals, safety is paramount. One key to a safe shipment is to keep handling and switching from one railway to another to a minimum. More single-line service will mean there is less need to transfer cargo and therefore significant increases in safety.

* The expanded CSX system would mean more rational route systems, and more timely delivery. We ship by CSX and Conrail right now. But because the two route structures aren't coordinated, it's not unusual for

Vernon A. Williams

5/15/97

Page 2

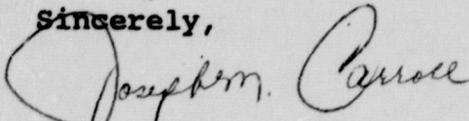
boxcars to sit on the sidings two to three days at transfer points. The acquisition would save us time and money.

* The transaction would open new markets. I have no doubt Bay will benefit from access to new markets.

I trust you will act swiftly to approve the joint acquisition.

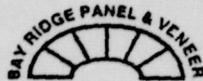
I, Joseph M. Carroll, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 15th day of May, 1997.

Sincerely,



Joseph M. Carroll

The Bay Ridge Companies



MAIN OFFICE
101 EAST 2nd STREET
BAYONNE NJ 07002
PHONE: 201 437-9200
FAX: 201 437-1352

May 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Aaron Mansbach 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 21 day of May, 1997.

Aaron Mansbach
Bay Ridge Lumber Company

NEVAMAR
DECORATIVE SURFACES

Bay Star Coal Co., Inc.

Drawer 1084
Bluefield, Virginia 24605



May 12, 1997

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

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

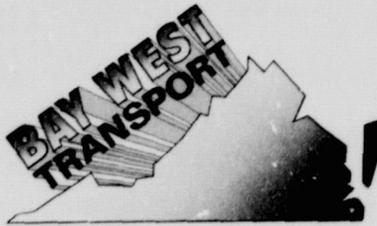
Baystar Coal Company, Inc. is a company which mines and sells coal. We have facilities located in McDowell County. These facilities are located on the lines of Norfolk Southern. Our coal is sold mostly on the export market.

We support 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. Since our facilities are located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. It would help us compete in the markets with other companies which enjoy single-line service into the Northeast. We are confident that they would be able to provide good service on any Conrail lines which they acquire. For these reasons, I support the application of NS and CSX to acquire Conrail.

Sincerely,

Richard L. Taylor
President

I, RICHARD L. TAYLOR, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on MAY 12TH, 1997.



2500 Common Lane
Chesapeake, VA 23324
804-545-8489

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
Merchants Delivery
FINANCE DOCKET NO. 33388

May 30, 1997

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

Dear Mr. Williams;

My name is Mark Bailey and I am Vice President of Merchants Delivery. Merchants Delivery has been in business for 51 years. Merchants Delivery is a motor carrier. We work with NS at the Norfolk, VA Intermodal facility.

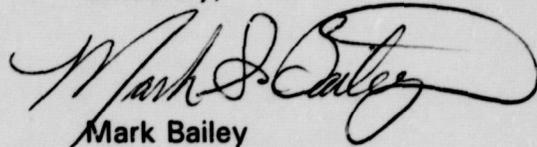
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

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

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Mark D. Bailey". The signature is written in dark ink and is positioned above the typed name and title.

Mark Bailey
Vice President
Merchants Delivery



BAYOU STEEL CORPORATION

May 12, 1997

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

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

Dear Secretary Williams,

My name is Rodger Malehorn. I am Vice President, Commercial Operations, for Bayou Steel Corporation, in LaPlace, Louisiana. My office address is River Road, LaPlace LA 70069. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail. We urge the board to approve the acquisition expeditiously.

Bayou has been in the steel manufacturing business for 16 years, and we ship our product via both NS and CSX. We support the Conrail acquisition because we believe that it will create more direct and efficient routing for our steel. More single-line service will allow more routing choices and concentrate traffic on more direct routes for faster transit times, more reliable service and improved real-time information and shipment location.

We are also convinced that the acquisition will improve the competitive position of the railroads with other shipping modes -- particularly trucking -- and lower costs for everyone.

The acquisition will build new railroad competition by creating two strong rail competitors in the East for the first time in twenty years. The new network created by the Conrail acquisition will

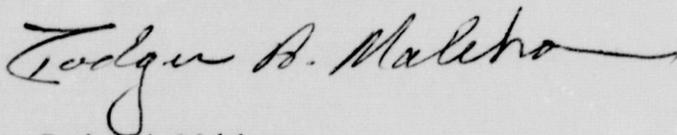
also open new markets, and improve service.

Altogether, the acquisition promises to promote competition, improve service and equipment utilization and lower costs. This will increase business on the railroad in a way that will benefit Bayou Steel, our customers and all businesses that ship by rail.

We urge the board to approve the acquisition as quickly as possible. I, Rodger Malehorn, 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 12th day of May, 1997

BAYOU STEEL CORPORATION



Rodger A. Malehorn

Vice President

Commercial Operations

RAM/sl



BAYOU STEEL CORPORATION

BAYPORT



TRAILER REPAIR, INC.

VERIFIED STATEMENT OF
BAYPORT TRAILER REPAIR, INC.
5501 W. 70th. PL.
BEDFORD PARK, IL. 60638
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 Jan Oliszewicz, and I am President of Bayport Trailer Repair, Inc. I have held my present position for 7 years.

Bayport Trailer Repair, Inc. is the vendor for Norfolk Southern R.R. We repair trailers for Norfolk Southern, in Chicago.

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

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.

BAYPORT



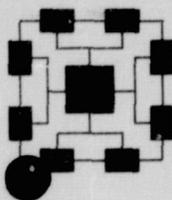
TRAILER REPAIR, INC.

I, Jan Oliszewicz, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 5-22-97.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Jan Oliszewicz', written over the printed name.

Jan Oliszewicz
President
Bayport Trailer Repair, Inc.



BCI Market Services, Inc.
Proactive Sales & Market Support

May 19, 1997

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

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

Dear Mr. Williams:

BCI Market Services has completed sales and market studies of shippers and receivers nationwide and, as a result, we have a clear insight into their needs. The companies that we work with and survey handle large volumes of shipments. It is our opinion that these firms will significantly benefit from increased rail competition in the Northeast.

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

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

I, Rick Reynolds, 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 that is executed on May 19, 1997.

Sincerely,

Rick Reynolds
Managing Director

cc: Mr. Larry Rasche, NS

BEAR TRANSPORTATION SERVICES

**Verified Statement of
BEAR TRANSPORTATION SERVICES, INC.
On behalf of
CSX INTERMODAL
STB Finance Docket No. 33388**

I am writing to offer my company 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 Andy Pierce, President of Bear Transportation Services, Inc. Bear Transportation is located at 5720 LBJ Freeway in Dallas, Texas. I have been in my current position since 1982 and have worked in the transportation field for 25 years.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Bear Transportation Services receives approximately 48,000 motor truckloads per year and moves approximately 1,031 loads annually by rail. The joint acquisition of Conrail will be in Bear Transportation Services' 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 Bear Transportation because the enhanced CSX system will allow us more flexibility to expand the market reach for our entire product line and/or markets from which we can receive product.**

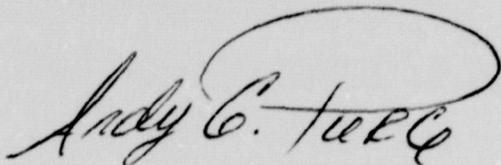


**THE NATIONAL INDUSTRIAL
TRANSPORTATION LEAGUE**

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

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

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



Andy Pierce
President
Bear Transportation Services, Inc.

Bearden Trucking Co.
24 Cherrydale Dr.
P.O. Box 1703
Greenville, SC 29602

May 20, 1997

Verified Statement of
Bearden Trucking Company
Finance Docket No. 33388

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

Dear Mr. Williams:

My name is Frank Mendenhall and I am the President of Bearden Trucking Company, as well as its owner. Bearden Trucking is celebrating its 10th year in the transportation industry this year and part of the reason for our success has been our intermodal relationship with Norfolk Southern for the past decade.

Bearden Trucking Company has been and is a motor carrier that uses the Norfolk Southern ramp here in Greenville, South Carolina as well as the Atlanta, Georgia and Charlotte, North Carolina ramps to drop and pick up freight from all over the country. In addition, we use the Burlington Northern Santa Fe Railroad also here in Greenville.

Based on our experience in providing our customers with intermodal services and having worked with various railroads, I would like to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system.

As a business owner I realize that competition in a free enterprise system is not only healthy for customers, but also for the businesses that enter into it. Right now there is no competition in the territory served by Conrail; and customers who ship or receive their goods in the Northeast only have one carrier to service it. As we all know by now, service and price suffer when there is a monopoly.

While I understand that there may have been an historical reason for insulating northeastern railroading from competition, I believe that that time is now past, and it is time for more than one rail carrier with its own facilities of the same size and scope to service this area competitively. I strongly believe that competition in a free



Dalton Fibers Division
509 Fifth Ave.
P.O. Box 4539
Dalton, GA 30719-4539

April 30, 1997

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

We at Beaulieu of America, Inc. support approval of the transaction which will allow CSX an Norfolk Southern to acquire Conrail and subsequently divide its assets.

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

W. K. Stewart
Division Manager

STB

FD

33388

6-23-97

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180274V4B

6/13

Becker Minerals, Inc.

P.O. Drawer 848, Cheraw, South Carolina 29520
Telephone (803) 537-7883, Fax (803) 537-4871

May 11, 1997

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

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

Dear Secretary Williams,

My name is W. C. Lundy. I am Vice President of Becker Mineral, Inc., in Cheraw, South Carolina. I oversee the company's marketing, sales, and quality control. My office address is P.O. Box 848, Cheraw, SC 29520-0848. I am writing to express my company's strong support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition quickly.

Becker Mineral has been in the gravel-stone production business for 54 years. We ship 100,000 tons of sand and gravel by rail annually. We support the Conrail acquisition because we feel that its balanced network will create unique breadth that will help us reach new markets.

Another important reason for our support of the acquisition is that we believe it will introduce more and better equipment -- as well as more efficient equipment utilization. And we believe that the concentration of traffic on more direct routes will yield faster transit times and more reliable service.

Furthermore, we support the acquisition because it will introduce new rail competition for the first time since 1976. We are convinced that improved service and increased competition will lead to lower costs and increase business on the railroad in a way that will benefit us and all businesses that use the rails for shipping.

We also believe that more single-line service will mean a greater opportunity to penetrate the truck-freight markets that currently dominate freight shipping. Altogether, we are convinced that the acquisition will improve service and lower costs for us and to our customers.

We hope that the Board will approve the acquisition expeditiously.



Alfred McAlpine

308

Becker Minerals, Inc.

P.O. Drawer 848, Cheraw, South Carolina 29520
Telephone (803) 537-7883, Fax (803) 537-4871

I, W.C. Lundy, 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 11th day of May, 1997

W.C. Lundy, Vice President
W.C. Lundy



Alfred McAlpine

309

Becker Minerals, Inc.

P.O. Drawer 848, Cheraw, South Carolina 29520
Telephone (803) 537-7883, Fax (803) 537-4871

VERIFIED STATEMENT OF David M. Saleeby

BECKER MINERALS INCORPORATED

April 24, 1997

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

Dear Mr. Williams:

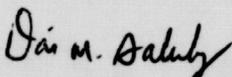
My name is David M. Saleeby, and I am Executive Vice President of Becker Minerals, Incorporated, with headquarters at Cheraw, SC. We are a subsidiary of Alfred McAlpine, Incorporated. Becker Minerals is a mining operation that mines sand and aggregates that are used primarily for ready-mix applications and in asphalt for road projects. We have six plants with our Hasskamp, SC and Senter, NC facilities on the Norfolk Southern Railroad and our Marlboro plant on the Pee Dee Railroad which is a shortline that connects only with the CSXT. Part of my responsibilities as Executive Vice President includes the outbound transportation function of our products. In 1996 we shipped out in excess of 5,000 cars via rail.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. This solution should not only maintain, but increase competition into the Northeast. We are also looking forward to the greater market extension we should realize by having single line service into areas that have been to now joint line movements.

We also feel that two strong competing railroads that own their own assets will benefit many constituencies such as shippers, receivers, and communities. Therefore, we believe that approval of the joint application of Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, David M. Saleeby, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 24th day of April, 1997.

Sincerely,



David M. Saleeby
Executive Vice President
Becker Minerals Incorporated



Alfred McAlpine

Minerals Division 310

BEECH FORK PROCESSING, INC.

P.O. BOX 190
LOVELY, KY 41231
(606) 395-6825
Fax: (606) 395-6842

May 9, 1997

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

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

Dear Mr. Williams:

My name is James H. Booth, President of Beech Fork Processing, Inc., headquartered at Route 3, Daniel Creek Road, Debord, Kentucky. I have held my present position for 11 years with Beech Fork Processing, Inc. My duties include the direct oversight of all transportation requirements which include all outbound raw materials and outbound finished products to and from our plants.

Beech Fork Processing, Inc. holds Coal Reserves in excess of 43 million Recoverable Tons of Bituminous Coal. Transportation is a vital factor to the success of our operation and our future depends on having a very competitive means of transportation of our coal product to the utility market. We have facilities located on Route 3, Pevler Complex, that include clean and raw coal silo's with an overland transfer belting system which transports the coal from the stockpile to the rail car load out facility.

During 1996, we shipped approximately 6,700 carloads of clean produced coal from our facility at Debord, Kentucky. This was not a complete year of

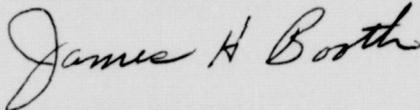
shipments as we averaged 07 trains per month over the period of 9 months of shipping in 1996.

We view this acquisition as a positive move that would strengthen a railroad service, thus strengthening our position in the coal industry. We approve 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 and Southern, we would welcome the benefit of increased market access for single-line rail transportation.

We support Norfolk Southern's plan for the above reasons stated. We think that it will enable our producers to expand into other markets that are not readily available to them at this point in time. We sincerely believe that Norfolk Southern is a well-managed, efficient customer-oriented railroad and would very much like to see the fusion of these two rail systems.

Finally, we endorse this plan of acquisition, and if our company is to grow and prosper into the 21st Century, than our producers must be very competitive and that begins with the quality of rail system that is available and accessible by the producer. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire. For all the reasons stated above, I support the application of NS and CSX to acquire Conrail.

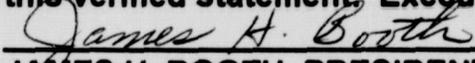
Respectfully Yours,



James H. Booth,
President

VERIFICATION

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



JAMES H. BOOTH, PRESIDENT



May 16, 1997

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

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
Behr Iron & Steel

My name is Roger Little, and I am the Assistant Traffic Manager of Behr Iron and Steel. I have held my present position for 2 years. My duties include -- Planning for rail service, negotiation of rail contracts, and arranging for carload shipments. I have worked in the transportation field for 6 years.

Behr Iron & Steel operates a facility in Portage, IN. We handle 90 - 100 cars per month at this location.

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

Competitive rail service is important for Behr Iron & Steel. There is a distinct need for balanced rail competition in the East. Behr Iron & Steel competes in several regions.

Our regional competitors look for cost savings wherever possible. Because transportation expenses are a major product cost item for us, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the optimum for our needs. Seamless service, equipment utilization and system synergy's are highest when the two are carriers of comparable size and scope. From what I understand of the competitive situation, this has worked well in the Southeast where NS and CSX compete directly. Motor carrier service is not always an economically viable alternative for shipping our product.

In addition, Replacing Conrail with NS will assist us in adding additional points to/from which our products may be shipped/received. Single line service provides us with an effective sales tool to increase the territory in which we are able to market our products.

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

I, Roger Little, 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.

Roger B Little

Bell Container Corp.

Manufacturers of CORRUGATED SHIPPING CONTAINERS
615 FERRY STREET • NEWARK, N.J. 07105

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

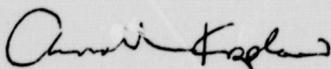
Dear Secretary Williams:

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, Arnold Kaplan, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28 day of April, 1997.



Arnold Kaplan
General Manager
Bell Container Corrugated Cartons

BELL COUNTY COAL CORPORATION

ROUTE 1, BOX 290
MIDDLESBORO, KENTUCKY 40965
606-248-6404

May 20, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket #33383
1925 K Street, NW
Washington, D.C. 20423-0001

RE: Norfolk Southern and CSX Acquisition of Conrail

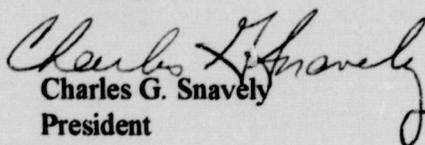
Dear Mr. Williams:

I am the President of Bell County Coal Corporation which is located in Middlesboro, Kentucky. Our company ships coal to utility customers and to a number of industrial customers in the South and Southeast. I am aware of the proposed acquisition and division of Conrail by CSX Corp. and Norfolk Southern and I want to express my support for the proposal which they have submitted to the Surface Transportation Board.

Our industry is totally dependent upon reliable and efficient rail transportation, since 95 % of our product moves by rail. Norfolk Southern has provided consistent and efficient service to our company in the past, and I expect that the acquisition as proposed will give us new opportunities to expand into geographic markets previously unavailable to us. I believe the balance which the proposed division of Conrail provides will make a more competitive environment.

Bell County Coal Corporation therefore urges the Board to approve the joint application of Norfolk Southern and CSX.

Sincerely,


Charles G. Snavely
President

cc. file

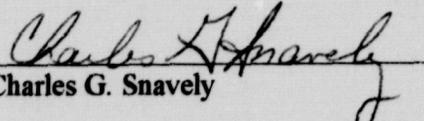
BELL COUNTY COAL CORPORATION

ROUTE 1, BOX 290
MIDDLESBORO, KENTUCKY 40965
606-248-6404

VERIFIED STATEMENT
On Behalf of
Bell County Coal Corporation
Finance Docket No. 33388

I, Charles G. Snavely, 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 21, 1997



Charles G. Snavely

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

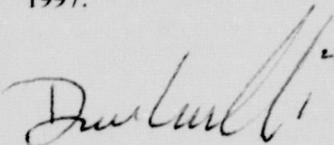
Dear Secretary Williams:

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, Don Lucarelli, 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.



Don Lucarelli
Vice President
Bellevue Builders Supply, Inc.

BEMENT GRAIN COMPANY

400 E. BODMAN BEMENT, IL 61813



*"Where friends
do business"*

BEMENT — LA PLACE — MILMINE — VOORHIES — PIATT

April 30, 1997

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

Dear Mr. Williams,

My name is Richard Thomas, and I am the manager of the Bement Grain Company. I have held my present position for 28 years. One of my main responsibilities is to buy and sell grain from the farmers in our trade area.

Bement Grain Company is a cooperative owned by 850 farmers. These farmers deliver their grain to our facilities for conditioning and storage. We have seven elevators with storage capacity of 8.2 million bushels. Two facilities, Bement and Milmine, are presently served by the NS. We sell our grain to processors in Decatur, Illinois, and poultry feeders in the southeast. During 1996, we shipped 28,000 carloads of grain to these destinations.

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

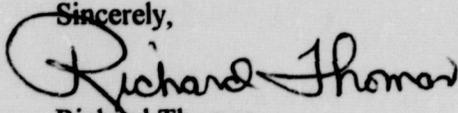
We have used the NS for all 28 years that I've been at Bement and have been very satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

We have elevators on other rail lines and the service we get from them doesn't begin to compare to the NS. If I were to rate them on a 1 to 10 scale, with 10 being the high, I would rate them a 10.

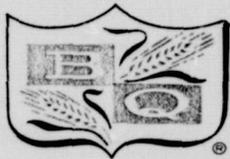
For all reasons described above, I support the application of NS and CSX to acquire Conrail.

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

Sincerely,


Richard Thomas

RT/pj



BENSON-QUINN COMPANY

301 South Fourth Avenue, Suite 1075

P. O. Box 15226

Minneapolis, MN 55415-0226

Telephone 612-340-5900

Fax 612-335-2999

May 14, 1997

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

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

Dear Secretary Williams:

My name is Tom Chevalier. I am writing in my capacity as Manager of Freight/Customer Service for the Benson-Quinn Company in Minneapolis, Minnesota. My reason for writing is to give our company's strong support for the acquisition of Conrail by CSX and Norfolk Southern Railroads. We are rail customers who have an interest in this issue and we strongly believe that the acquisition will improve the rail system immensely.

Benson-Quinn Company has been in business for 76 years. We are an agri-business that uses several rail carriers including CSX and Conrail to ship wheat and other agri-business products. We have had problems with Conrail. We experience overloads on a consistent basis. Our hope is that this acquisition will result in a more efficient and better operated rail system. These problems should be addressed as soon as possible.

We also support the acquisition because we believe it will help us expand our business reach. Like most companies, we are interested in increasing our markets, and hope that the railroad system can be improved to the point where it can provide greater assistance in this area. As things now stand, changes will have to be made before rail reaches its full potential, and until it does, it will not play the role it should in America's economic expansion. There is from our perspective, no reason why it should not be a vital part of the expansion picture.

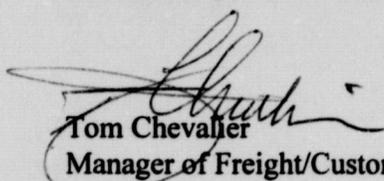
Mr. Vernon A. Williams
May 14, 1997
Page Two

America's rail system plays a valuable part in our business and in American shipping. It needs work however. We hope that you and the Surface Transportation Board will vote to make it a more competitive and efficient system to serve all Americans.

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

Sincerely,

BENSON-QUINN COMPANY



Tom Chevalier
Manager of Freight/Customer Service

TC:nq



410 Seventeenth Street, Suite 800
Denver, CO 80202

(303) 571-8240
Fax (303) 571-8280
E-Mail: bentcorp@eazy.net

May 27, 1997

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

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

Dear Mr. Williams:

My name is Richard L. Jones. I am Manager, Domestic and Export Traffic for Bentonite Corporation (BC) whose corporate offices are located in Denver, Colorado. My responsibilities with BC require me to be familiar with the relative costs of the available options to meet BC's transportation needs. I have been authorized by BC to prepare this statement.

Bentonite Corporation mines, processes and markets bentonite clay both domestically and internationally from our plants in Wyoming. Because of our products low value relative to freight costs we are dependent on rail transportation to access markets and ports in the U.S. and Canada. In fiscal 1996 we shipped over 4,000 rail cars.

Rail competition is essential for the good of the general public not just the industries directly involved with rail transportation. The current case before the STB regarding the sale of Conrail will affect future competition between rail carriers in the eastern United States. The acquisition and division of Conrail by the NS and CSX as explained to me and described in its application, meets our competitive expectations and needs.

In order to avoid market dominance in the east by one carrier which would lead to re-regulation in the future, there must be balanced competition between the CSX and the NS to serve the north east by a combination of line sales and trackage rights. To preserve the



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World Headquarters: Denver, Colorado
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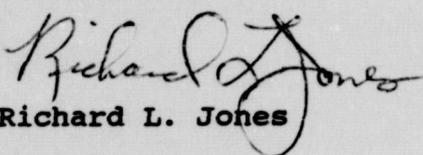
Plants: Colony, Wyoming - Lovell, Wyoming - Waterloo, Iowa
Distribution Worldwide

Page 2
Richard L. Jones

competition to and from the industries in this area there must also be competitive accesses through low, equitable switching charges to allow industries to be served by both the CSX and NS.

I Richard L. Jones declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed the 27th day of May 1997.


Richard L. Jones

VERIFIED STATEMENT ON BEHALF OF THE BERKLINE CORPORATION
FINANCE DOCKET NO. 33388

MY NAME IS LARRY L. WINSTEAD, AND I AM THE DIRECTOR OF TRANSPORTATION AND DISTRIBUTION FOR THE BERKLINE CORPORATION. I HAVE HELD MY PRESENT POSITION FOR THREE YEARS. MY DUTIES INCLUDE SELECTING TRANSPORTATION CARRIERS AND DISTRIBUTION FACILITIES FOR BERKLINE.

THE BERKLINE CORPORATION IS A MANUFACTURER OF MOTION UPHOLSTERY FURNITURE. WE HAVE FACILITIES LOCATED AT MORRISTOWN, TN. THESE FACILITIES ARE PRESENTLY SERVED BY NS. WE SELL TO CUSTOMERS LOCATED IN ALL 48 STATES. DURING 1996, WE SHIPPED 204 CARLOADS FROM MORRISTOWN.

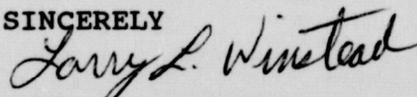
WE SUPPORT APPROVAL OF THE TRANSACTION WHICH WILL ALLOW CSX AND NORFOLK SOUTHERN TO ACQUIRE CONRAIL AND SUBSEQUENTLY DIVIDE ITS ASSETS. SINCE OUR FACILITY IS LOCATED ON THE LINES OF NS, WE WOULD WELCOME THE BENEFIT OF INCREASED MARKET ACCESS FOR SINGLE-LINE RAIL TRANSPORTATION. JOINT LINE RAIL SERVICE INTO AND OUT OF THE NORTHEAST HAS TENDED TO INHIBIT OUR ABILITY TO MOVE THIS TRAFFIC, AND THE SINGLE-LINE SERVICE WHICH NS PROPOSES WOULD BE OF BENEFIT TO US. WITH SINGLE LINE SERVICE, I BELIEVE OUR FACILITY WOULD BE ABLE TO COMPETE IN THESE MARKETS WITH OTHER COMPANIES ENJOYING SINGLE LINE SERVICE INTO THE NORTHEAST. WE HAVE USED NS FOR SEVERAL YEARS AND HAVE BEEN SATISFIED WITH THEIR SERVICE. WE ARE CONFIDENT THAT THEY WOULD BE ABLE TO PROVIDE GOOD SERVICE ON ANY CR LINES WHICH THEY ACQUIRE.

WE EXPECT THIS MERGER TO IMPROVE EQUIPMENT AVAILABILITY.

FOR ALL THE REASONS DESCRIBED ABOVE, I SUPPORT THE APPLICATION OF NS AND CSX TO ACQUIRE CONRAIL.

I, LARRY L. WINSTEAD, 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



LARRY L. WINSTEAD
DIRECTOR OF TRANSPORTATION
& DISTRIBUTION
THE BERKLINE CORPORATION



BERWIND COAL SALES COMPANY

509-15th Street
Windber, PA 15963-1603
(814) 467-4519, Ext. 21
Fax: (814) 467-4559

**VERIFIED STATEMENT OF ROBERT R. BRUMBAUGH
ON BEHALF OF BERWIND COAL SALES COMPANY**

**FINANCE DOCKET NO. 33388
CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY CORPORATION
CONTROL AND OPERATING LEASE/AGREEMENTS
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION**

I am ROBERT R. BRUMBAUGH, Vice President of Berwind Coal Sales Company. Berwind Coal Sales Company is located in Windber, Pennsylvania. I am responsible for coal sales and transportation, and I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Berwind Coal Sales Company processes and ships coal to our customers, who are domestic utility and export customers located in the eastern United States and export terminals in Baltimore and the Lake Region. We handle approximately 7,000 carloads of coal annually via Conrail.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Eastern and Central United States. In particular, the acquisition will bring us new access to CSX-served coal 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, Berwind Coal Sales company urges the Board to approve the joint application of CSX and NS.

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

Robert R. Brumbaugh



Best Eastern Storage & Transfer Corporation

(804) 498-8031

Corporate Office
126 South Lynnhaven Road
Virginia Beach, VA, 23452

Fax (804) 498-8241

Tuesday, May 13, 1997

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

Dear Mr. Williams:

As the owner and President of Best Eastern Storage & Transfer Corporation, I support the Norfolk Southern and CSX joint purchase of Conrail.

I believe that single line access to manufacturer's in the Northeast and lumber mills in Eastern Canada could create a more competitive and efficient system using Norfolk Southern's customer service policies and proven performance.

The monopoly that would be created by the CSX-Conrail merger would not be good for the Northeast or for my business, because it would not result in any increase in service or choice.

The Norfolk Southern and CSX joint purchase would result in a two line system (Norfolk Southern and CSX) covering the East Coast. This adds a level of competitiveness and choice to guaranty that each railroad would be attentive to its cost and service.

The question that need not be answered with support of the Norfolk Southern purchase is, "What next acquisition will result in a virtual coast to coast monopoly?" BN and CSX? If you allow a total monopoly in the Northeast, why not the whole country?

I will appreciate your support of the Norfolk Southern and CSX joint acquisition of Conrail and the subsequent guaranty of the best in competition, service and efficiency.

Sincerely,

Stephen R. Jones
President

VERIFICATION

I STEPHEN R. 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 13, 1997.

Stephen R. Jones

BESTWAY DISTRIBUTION SERVICES
COPE/BESTWAY EXPRESS, INC.

Verified Statement on Behalf of Bestway Distribution Services
STB Finance Docket No. 33388.

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

My name is John Stinson, and I am Executive Vice President of Bestway Distribution Services, 2345 Walden Avenue, Cheektowaga NY 14225. I have held my present position for 7 years. My duties include full responsibility for all aspects of finance and operations.

Bestway Distribution Services is a multi-faceted transportation provider involved in warehousing, distribution, and is a rail service intermodal contractor.

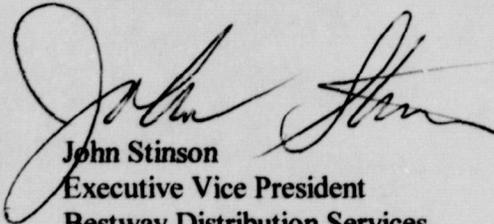
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expected intermodal (and multimodal) services. Extended NS intermodal service 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. Bestway Distribution is interested in competitive rail service to and from the Buffalo market with reasonable reciprocal switching rates so boxcar traffic can again be made competitive. This will help eliminate our dependence on motor carrier and open up new competitive opportunities for our customers.

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

Sincerely,

A handwritten signature in cursive script, appearing to read "John Stinson".

John Stinson
Executive Vice President
Bestway Distribution Services
2345 Walden Avenue
Cheektowaga NY 14225

BETTY, INC.

1801 SWANSON ST.
PHILADELPHIA, PA., 19148
215/339-9999
FAX 215/339-5285

May 1997

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

VERIFIED STATEMENT

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

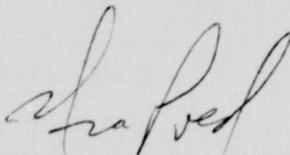
Dear Secretary Williams:

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

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

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

I, Ira Sved 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 9 day of May, 1997.



Ira Sved
Betty, Inc.

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

Richard Moretti

Richard Moretti
Warehouse Manager
Bi-State Storage

BIG BEND AGRI-SERVICES, INC.

P.O. Box 479
CAIRO, GA. 31728

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(912) 377-7709
1-800-321-7709
Fax: (912) 377-8605

**VERIFIED STATEMENT
OF
MONTY C. FERRELL
on behalf of
BIG BEND AGRI-SERVICES, INC.**

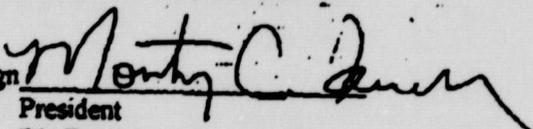
My name is Monty C. Ferrell. I am President and majority owner of Big Bend Agri-Services, Inc. located in Cairo, Georgia. Big Bend Agri-Services is a wholesale distributor of liquid fertilizer products servicing the southeastern U.S. with terminals and shipping points in strategic locations.

I am making this statement in support of the proposed joint acquisition of Conrail by CSX and Norfolk Southern. Big Bend Agri-Services has worked in conjunction with CSX to enhance marketing efforts in its marketing area. CSX has been very beneficial in helping to stabilize and mobilize Big Bend's endeavors in marketing. We feel they can do the same in connection with the Conrail servicing of markets in the northeast.

Another benefit would be less transit time in moving materials north and south. This I feel would free up products to flow more evenly rather than getting alternate carriers or commercial truck lines involved.

It is for the reasons above that Big Bend Agri supports the proposed joint acquisition of Conrail.

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

Sign 
President
Big Bend Agri-Services, Inc.

03117710

BIG CREEK



MINING, INC.

P.O. BOX 708
SALYERSVILLE, KY 41465
606-349-1182
FAX 606-349-6677
E-Mail: Marres@eastKy.Com

May 2, 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 Terry Marshall, and I am the President of Big Creek Mining, Inc. I have held my present position since the inception of the company. My duties include that of managing the coal mining, sales and transportation of the coal originating from our family owned coal mining operations.

Big Creek Mining, Inc. is a coal mining company which produces approximately 1,500,000 tons of coal per year. We have facilities located at Biggs, Kentucky. We sell the coal to utilities located in the Southeast, Midwest, North and most importantly, the Northeast. Some of these facilities are located on the Conrail.

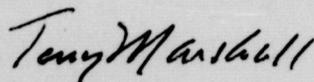
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application, CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And there, rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

Our companies have heretofore shipped coal originating from both the CSX and NS railroads and have experienced frustration with regard to shipments to customers served by Conrail. Thus, the aforementioned division should serve to eliminate these types of problems. In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase market penetration to areas in which we have been unable to compete adequately.

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

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

Sincerely,



Terry Marshall
President
Big Creek Mining, Inc.

BIG SPRING MILL, INC.

P.O. Box 305
Phone 540-268-2267
Elliston, Virginia 24087

MANUFACTURERS OF FLOUR, CORN MEAL, AND FEEDS
DISTRIBUTORS OF FOOD AND ANIMAL PRODUCTS

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

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

VERIFIED STATEMENT OF

Big Spring Mill, Inc.

My name is W. R. Long, and I am Vice President of Big Spring Mill, Inc. I have held my present position for 20 years. My duties include ordering raw materials and arranging the rail transportation thereof.

Big Spring Mill, Inc. is a manufacturer of foodgrade flour and animal feeds. We have facilities located on NS at Elliston, Virginia.

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. We have used NS for years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

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

I, W. R. Long, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 24, 1997.

Sincerely,



W. R. Long
Vice President

copy: CSX Corporation

BILLY L. LOCKHART TRUCKING CO., INC.

P.O. Box 5185
Charlotte, NC 28225

Phone:
(704) 535-2787

Fax:
(704) 567-4810

VERIFIED STATEMENT OF
BILLY L. LOCKHART TRUCKING CO
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is James Lockhart, and I am Vice-President of Operations of Billy L. Lockhart Trucking Co. Inc. P. O. Box 5185 Charlotte, NC 28225. I have held my present position for four years. My duties include coordinating the transfer of intermodal freight to and from various locations on the east coast and southeastern quarter of the country.

Lockhart Trucking is a transfer specialist dealing with intermodal transportation. We work with Norfolk Southern out of the Charlotte terminal as with CSX of Charlotte. As the increase of containers begin to swell the existing grounding area for NS, Lockhart Trucking fills an important role in keeping the grounding areas open for incoming containers.

Based upon our experience in providing the services described above and working with CSX, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire

BILLY L. LOCKHART TRUCKING CO., INC.

P.O. Box 5185
Charlotte, NC 28225

Phone:
(704) 535-2787

Fax:
(704) 567-4810

Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time has come to 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. Because as we in business know that competition between businesses only benefit the consumer/customer.

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

BILLY L. LOCKHART TRUCKING CO., INC.

P.O. Box 5185
Charlotte, NC 28225

Phone:
(704) 535-2787

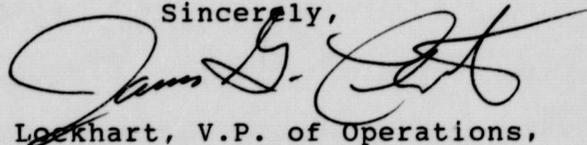
Fax:
(704) 567-4810

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

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

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

Sincerely,



James G. Lockhart, V.P. of Operations,

Billy L. Lockhart Trucking Company, Inc.

TELEPHONE
757-539-3456

AX
757-539-7360



BIRDSONG PEANUTS

A Division of Birdsong Corporation

PEANUTS

ALL TYPES AND GRADES

P. O. BOX 1400

Suffolk, Virginia

23439-1400

May 28, 1997

VERIFIED STATEMENT OF N.B. BROTHERS

My name is N. B. Brothers and I am operations coordinator for the Virginia operations of Birdsong Peanuts. I have been in my present position for 20 years. My duties include all operations of our two (2) Virginia plants, I including overseeing shipping. Most of our shipping is by truck, however I can see that the acquisition of Conrail may offer us the opportunity to go back to rail for many of our delivery points. I feel this will be made possible by the economics of a single handler of a car to its destination.

We support the approval of the transaction which will allow CSX and Norfolk-Southern to acquire Conrail and subsequently divide its' assets. Since our facilities are located on the lines of CSX and 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 product in this area by rail and the single line service Norfolk-Southern proposes would be of benefit to us. With single line service, I believe our facilities would be able to compete in these markets with other companies enjoying single line service into the Northeast.

We have used Norfolk-Southern for many years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail line which they acquire.

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

I, N. B. Brothers, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement Executed on May 28th, 1997.

Sincerely,
BIRDSONG PEANUTS

N. B. Brothers
Operations Coordinator

SHELLERS
PEANUT OIL
PEANUT MEAL
PEANUT HULLS
CERTIFIED SEED
EXPORTS



BISCONTINI

DISTRIBUTION CENTERS

232 Division Street, P.O. Box 1857
Kingston/Wilkes-Barre, PA 18704-0857

TEL NO: 717-283-3201
FAX NO: 717-283-3204

VERIFIED STATEMENT OF:

BISCONTINI DISTRIBUTION CENTERS

FINANCE DOCKET #33388

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

Dear Mr. Williams:

My name is William K. Maxson, and I am the Director of Transportation for Biscontini Distribution Centers which is located at 232 Division Street, Kingston, PA 18704. I have held my present position for four years. My duties include responsibility for the operations of our company fleet which handles intermodal transportation, van transportation, flatbed transportation as well as other various traffic/transportation duties.

Biscontini Distribution Centers is a public warehouse and our involvement with the intermodal transportation is not only as a motor carrier but also as a vendor, i.e., public warehouse. We work with the Norfolk Southern at the Taylor Ramp which is located outside of Scranton, PA. We are a drayman for the Norfolk Southern Rail in this area. In addition, we work with CP Rail System (via short line route) and with Conrail at our facilities in Kingston, Wilkes-Barre, and Plains, PA. Over the rail we receive Weber Grills, Corona Beer, Sheet Rock, Lumber, and other miscellaneous items.

Based on our experience in providing services described above, and working with the various railroads, we would like to express our support of the Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System. There is need for competition in the territory serviced by Conrail, and for the two competing railroads in the northeast which own their own track and facilities. For too long, customers would ship or receive product into and out of the northeast have had service by mainly only one rail carrier. And it is the case when only one company is able to operate in a particular market, service does suffer and the price is non competitive. While there may have been a historical reason for isolating the northeastern

**FULL SERVICE PUBLIC WAREHOUSE & DISTRIBUTION
ESTABLISHED 1953**



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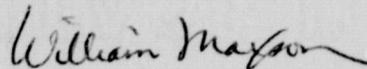
railroading from competition, that time is past, and it is time for the customers interested in the market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the northeast should not just be any rail carriers. They must be carriers which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

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

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

I, William Maxson, declare under penalty of perjury that forgoing is true and correct. Further I certify I am a qualified and authorized to file this verified statement. Executed on May 20, 1997.

Sincerely,



William Maxson
Director of Transformation
Biscontini Distribution Centers.

VERIFIED STATEMENT OF

Eugene D. Aimone

on behalf of
Black Beauty Coal Company

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

I am Eugene D. Aimone, Senior Vice President of Marketing of Black Beauty Coal Company. Black Beauty Coal Company is headquartered at 414 South Fares Avenue, Evansville, Indiana 47714. I am responsible for coal sales and shipments. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

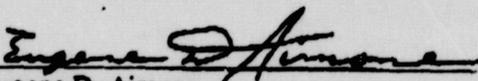
Black Beauty will produce and ship over 14 million tons of coal in 1997 primarily to electric utilities in the midwest.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach to additional electric utility generating stations by eliminating an additional carrier.

Additionally, we believe the acquisition will enhance equipment availability which will contribute to greater reliability of on-time delivery to generating stations enabling stations to reduce costs and compete more effectively in the upcoming deregulated electric utility industry.

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

I, Eugene D. Aimone, 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.


Eugene D. Aimone



Blackbird Terminal, Inc.

1440 W. 34th Street • Chicago, IL 60608 • (312) 254-8888 • Fax (312) 254-9293

VERIFIED STATEMENT ON BEHALF OF

BLACKBIRD TERMINAL, 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 Lenore Vaccaro, and I am President of Blackbird Terminal, Inc. I have held my present position for 5 years. My duties include the ownership and overseeing the daily operation of a local truck transportation company that supports railroad traffic.

Blackbird Terminal, Inc. is a local motor carrier specializing in railroad related traffic in the Chicago Commercial Zone, working with the NS and CSX in Chicago.

We would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. I believe 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.



Blackbird Terminal, Inc.

1440 W. 34th Street • Chicago, IL 60608 • (312) 254-8888 • Fax: (312) 254-9293

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

Sincerely,

Lenore Vaccaro
President
Blackbird Terminal, Inc.

LV/lis

VERIFIED STATEMENT OF
BLACKWELL PORTABLE WELDING
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 Lee Blackwell, and I am President of Blackwell Portable Welding, 3457 Meadow Lane Place, Atlanta, GA 30331. I have held my present position for seven (7) years. My duties include management of day to day operations, supervision, and job coordination. My company's main function for NS is to perform welding repairs on cranes and lift equipment, in addition we perform various other welding service.

Blackwell Portable Welding is a full service vendor providing various welding services to support intermodal transportation. We work with NS at the following locations Atlanta, Ga, and Charleston, SC. In addition, we work with the CSX Railroad at Atlanta, GA.

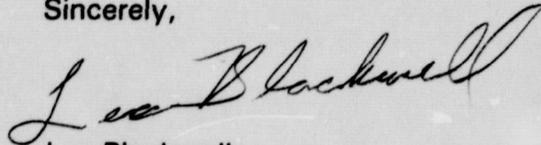
Based upon our experience in providing the services described above and working with various railroads we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail,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

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

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

I, Lee Blackwell, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of my company. Executed on this 23rd day of May, 1997.

Sincerely,

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

Lee Blackwell
President
Blackwell Portable Welding

May 23, 1997

Mr. Vernon A. Williams
Secretary
SURFACE TRANSPORTATION BOARD
STB Finance Docket No. 33388
1925 K Street NW
Washington DC 20423-0001

Dear Mr. Williams:

My name is Art Mackie, and I am Trailer Shop Supervisor of The Blitz Corporation; 4525 West 26th Street; Chicago, IL 60623. I have held my present position for 2 years. My duties include estimating and coordination sublet trailer repairs for the following railroads and intermodal groups in the Chicagoland area: CSX, NORFOLK, SOUTHERN, XTRA INTERMODAL, TRANSAMERICA, BAY CITIES LEASING, REDON, UNION PACIFIC RR., ETC.

The Blitz Corporation provides all of the railroads and intermodal trailer lease companies mentioned in this letter with trailer repairs on a daily basis. We work with the NS at your landers yard.

Based on our experience in providing the services described above and working with various railroads, we would like to express our support os 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.

- continued -

May 23, 1997

V. A. WILLIAMS
Surface Transportation Board
Washington DC

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 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.

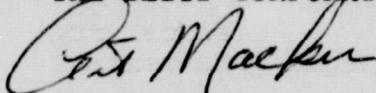
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

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

Executed on 5/23/97.

Sincerely,

THE BLITZ CORPORATION



Art Mackie
Trailer Shop Supervisor

/ad

BLUE DIAMOND COAL COMPANY

(INCORPORATED)

P.O. Box 59015
Knoxville, Tennessee 37950-9015
Telephone (423) 588-8511

May 12, 1997

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

Re: Verified Statement of Ted B. Helms
on behalf of Blue Diamond Coal Company
Finance Docket No. 33388
CSX, Norfolk Southern and Conrail

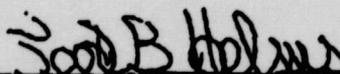
Dear Secretary Williams:

Once again, I am writing to express our Company's strong support for the acquisition of CONRAIL by CSX and NS. Blue Diamond Coal Company is located in Knoxville, Tennessee, with extensive coal processing capacity in Southeastern Kentucky. Coal Transportation is a critical cost component of our business. Blue Diamond processes and ships coal to utility and industrial customers located primarily in the Midwest and Southeast. Annual shipments in excess of 30,000 carloads of coal originate on the CSX.

Consistent and reliable rail transportation is crucial to the service of our customers. The coal industry often experiences railroad equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times. The delivered price of our coal should decline upon access to an expanded "one-line haul" railroad.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Northeast. In particular, the acquisition will bring us new access to Conrail-served utility and industrial customers previously served by CONRAIL. For these reasons, Blue Diamond Coal Company urges the Board to approve the joint acquisition of Conrail by CSX Transportation and Norfolk Southern Railway.

I, Ted B. Helms, 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.



Ted B. Helms
President
Blue Diamond Coal Company

TBH/m

BOXLEY

W.W. BOXLEY CO.
P.O. BOX 13527
DANOKO, VIRGINIA 24035
540 344-6601
FAX 540 344-6761

May 29, 1997

VERIFIED STATEMENT OF
BLUE RIDGE STONE 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 Abney S. Boxley, III, and I am President/CEO of Blue Ridge Stone Corporation. I have held my present position for nine years.

Blue Ridge Stone Corporation is a ballast supplier to Norfolk Southern Corporation. We work with NS at Blue Ridge, Virginia. In addition, we work with CSX at Lynchburg, Virginia.

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.

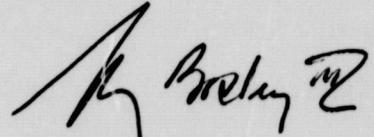
Mr. Vernon A. Williams
May 29, 1997
Page 2

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its 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, Abney S. Boxley, 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 29, 1997.

Sincerely,



Abney S. Boxley, III
President & CEO

ASBIII/vcs

BRFS

Blue River Fleet Service, Inc.

P.O. Box 374 ~ 607 W. Boggstown Road ~ Shelbyville, IN 46176 ~
Phone 317-398-7712 ~ Fax

VERIFIED STATEMENT OF

BLUE RIVER FLEET SERVICE, INC.
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Tamara S. Kuhn, and I am General Manager of Blue River Fleet Service, Inc. P.O. Box 374, Shelbyville, IN 46176. I have held my present position for 7 years. I oversee every aspect of my TIRE RECAPPING OPERATION. I am in charge of the tires from the minute they roll in the front door until the time they are delivered to the customer.

Blue River Fleet Service, Inc. is a Tire Recapping Operation. BRFS supplies recapped tires to the Intermodal Industry. BRFS has serviced the Intermodal Industry for over 13 years. We work with NS at the following locations: Atlanta, GA- Chicago, IL- Buffalo, NY-Cincinnati, OH-Louisville, KY-Jacksonville, FL-Columbus, OH. In addition, we work with Conrail at Columbus, OH and Indianapolis, IN. We also work with Container Port Group at Indianapolis, IN and Louisville, KY. We provide recapped bias ply and radial tires as well as tubes, flaps, and rims.

Based upon our experience in providing the supplies 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 to service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While their 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 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 in intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with Norfolk Southern's commitment to safety, as evidenced by its by its evidence of continued success in winning the Harriman Award.

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

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

Sincerely,

Tamara S. Kuhn

Tamara S. Kuhn
General Manager/President
Blue River Fleet Service, Inc.



Blue Star Line

North America Limited

One World Trade Center, Suite 8433 • New York, NY 10048-8499 • Phone 212.775.1500 • Fax 212.938.0516

**VERIFIED STATEMENT OF ROBERT M. GORMLEY ON BEHALF OF BLUE STAR LINE
FINANCE DOCKET NO. 33388**

May 19, 1997

**Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket #33286
1201 Constitution Avenue, N.W.
Washington, D.C. 20433-0001**

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

Dear Mr. Williams:

My name is Robert M. Gormley, and I am Manager Logistics North America of Blue Star Line (North America) Ltd. I have held my present position for 5 years. My duties include responsibility for controlling and routing rail shipments throughout the United States, Canada and Mexico. In addition, I am responsible for the daily activities of our transportation department throughout the United States as well as controlling our agents activities as they relate to Inland Transportation.

Blue Star Line (North America) Ltd. operates two services on the Australiasia/U.S.A. trade route, serving both the East and West Coast of North America. Blue Star operates seven container vessels between 15,000 and 28,000 dwt. Blue Star's corporate headquarters are located in New York. Blue Star also provides expertise in ship management and a number of other shipping related activities including agency work, freight forwarding, marine insurance, and technical advice.

Blue Star Line (North America) provides exporters and importers with a variety of specific services and routings to a wide range of destinations. The Blue Star East Coast Service offers a total of 35 sailings per annum, with a frequency of 8-9 days. Our Port rotation is Philadelphia, Savannah and Houston. The West Coast Service offers also 52 sailings with a fixed Saturday weekly sailing from the Port of Long Beach. We use

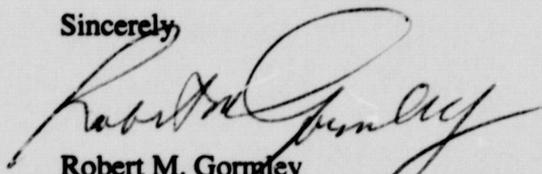
the services of Matson Navigation feeder vessel from the Port of Long Beach to serve the Ports of Vancouver, Seattle and Oakland.

We support the acquisition and division of Conrail by NS and CSX. My company recognizes the Principles of Balance Competition, which describe the need for two competing railroads in the Northeast that own their own track and facilities. The acquisition will permit an expansion of intermodal service via two of the most efficient and most profitable railroads. We look forward to improve service. Our experience with NS and CSX has shown they are willing to work in developing business and provide the rail service that is demanded by our mutual customers. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive.

While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. This rail carrier cannot be just any rail carrier. The carrier must be one which has a system of comparable size and scope to CSX, and provide a competitive service to CSX. It is our position, that to continue a viable service to and from the Port of Philadelphia, we need financially secure companies to continue to invest and improve services and terminals. We recognize both CSX and Norfolk Southern as premier companies with the capital to commit to improvements in their terminals and rolling stock to continue to provide a competitive service via the Port.

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

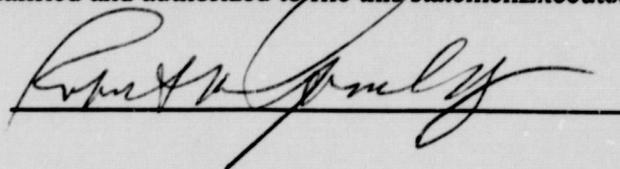
Sincerely,



Robert M. Gormley
Manager Logistics North America
Blue Star Line (North America) Ltd.

VERIFICATION

I, Robert M. Gormley, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on February 27, 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, Mark Urbanosky, 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.



Mark Urbanosky
President & CEO
Bluebonnet Milling Company *American Superior Feeds*

Bluestone Coal Corporation

POST OFFICE BOX 1085

BECKLEY, WEST VIRGINIA 25802-1085

PHONE
AREA CODE 304
252-8528

BYRD E. WHITE III
VICE PRESIDENT & SECRETARY

May 9, 1997

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

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

Dear Mr. Williams:

My name is Byrd E. White III, and I am Vice President of Bluestone Coal Corporation. I have held my present position for 20 years. My duties include direct oversight of our transportation requirements which includes outbound finished products from our plants. We ship to domestic and overseas markets.

Bluestone Coal Corporation is a company engaged in mining and processing of Low-Vol Metallurgical Coal. We have facilities located at Keystone, West Virginia. These facilities are presently served by NS. We sell to customers located in the Northeast. These facilities are located on the lines of Conrail. During 1997, we expect to ship 200,000 tons to this customer.

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

Mr. Vernon A. Williams

May 9, 1997

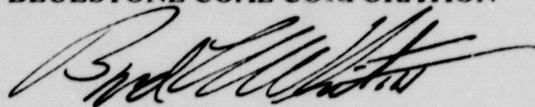
Page -2-

NS Railroad always has the proper equipment available for our needs and their service is timely.

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

Sincerely,

BLUESTONE COAL CORPORATION



Byrd E. White III
Vice President

BEWIII/slm

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



Byrd E. White III, Vice President



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

Dear Mr. Williams:

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

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

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

Sincerely

**Bob Underwood
Materials Manager**

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

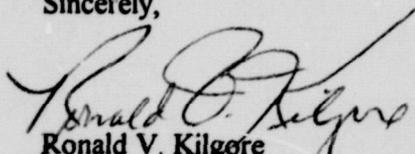
Dear Mr. Williams:

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

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

I, Ronald V. Kilgore, 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,


Ronald V. Kilgore
Vice President-Quality and Purchasing

RVK/alm

BO-MAC AGENCY & LEASING

3736 Spring Grove

P.O. Box 14089

Cincinnati, Ohio 45250

Phone (513)681-9226

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 Bob McMullen, and I am Owner of Bomac Agency, 3736 Spring Grove Ave., Cincinnati, Ohio 45223 and have been in business for 26 years as a drayman and trailer load adjust provider for Norfolk Southern Corporation and the CSX Corporation at Cincinnati, Ohio.

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

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

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

Local Pickup & Delivery
Contract Trucks - Vans & Drivers
Complete Dock Operation w/ Forklifts

I, Bob McMullen, 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,

Bob McMullen

Bob McMullen

Bo-Mark TRANSPORT, INC.

P.O. Box 652
Savannah, Georgia 31402

Watts 1-800-768-7825
Phone 912-964-8620
Fax 912-964-6312

April 23, 1997

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

Dear Mr. Williams,

My name is John R. Phillips. I am the owner and President of Bo-Mark Transport, Inc., located at 4884 Old Louisville Road, Garden City, Ga. 31408. I have owned and operated this Company since 1972. My duties include the complete operation of this company.

Bo-Mark Transport, Inc. is a Trucking/Warehousing Company. Our facilities are presently served by the Norfolk Southern Railroad. We are a reload center using both trucking and rail service, along with containers through the Port of Savannah. We added the Norfolk Southern Rail siding in early 1996 and it has increased our ability to give complete transportation service to the Savannah area.

I support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. This new service would benefit and increase our market access for single-line rail transportation.

Our relationship with Norfolk Southern has been very good and we are well satisfied with their service.

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

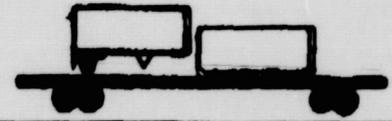
Executed on April 23, 1997.

Sincerely,



John R. Phillips
President

BO MAR ENTERPRISES, INC.
PIGGY BACK SPECIALISTS



FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Keith Bohlman, and I am President of BoMar Enterprises, Inc., P. O. Box 101584, Irondale, Alabama 35210. I have been in business for 12 years as an Intermodal Contractor. My duties include managing the operation of the Norfolk Southern Intermodal Facility at Birmingham, Alabama, Charlotte, N. C., and Louisville, Kentucky.

Bo Mar Enterprises is an Intermodal Facility Contractor with the duties of loading and unloading freight for the railroad and interfacing with various customers including truck lines, freight consolidators, steamship lines and other railroads. We work with the Norfolk Southern Railroad. In addition, we work with other railroads around the country.

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

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

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

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

I, Keith Bohlman, 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,

Keith Bohlman

Keith Bohlman



BOB **M**CGAUGHEY LUMBER SALES, INC.

7000 N. FIRST ST.
P.O. Box 256
MILAN, TN 38358

901-686-0815

670 HURON AVE.
P.O. Box 70423
MEMPHIS, TN 38107

901-579-9101

VERIFIED STATEMENT OF KEVIN MCGAUGHEY

May 16, 1997

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

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

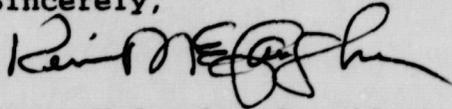
I am Kevin McGaughey, President of Bob McGaughey Lumber Sales, Inc, Milan, TN. My father and I started this business in 1974 and I have been President since 1983. My responsibility is developing and managing growth plans together with over seeing sales efforts of our company.

Bob McGaughey Lumber Sales, Inc. is a distributor of building products to the construction industry within a 200 mile radius of Milan, TN. We are local to Norfolk Southern and took delivery in excess of a 100 carloads of lumber in 1996.

We are very pleased with the level of service NS provides and I have confidence that they and CSXT will operate Conrail lines with improved service. We must return northeast markets to balanced rail competition. I am convinced that NS and CSXT consolidation of Conrail lines into their respective systems under the current plan will bring about this long waited balance of competition to current and future rail customers. These rail carriers are committed to tapping new markets that will add justification to this unification and provide highway carriers with meaningful competition. I know NS and CSXT will continue to operate with the highest degree of integrity by continuing to be aware of fulfilling their daily operating safety responsibilities and dealing with the shipping public in a fair manner. This country cannot afford obstacles that slow logical and beneficial growth to the rail industry. By approving NS and CSXT plan to divide Conrail you will allow this industry to advance into the next century.

I, Kevin McGaughey, 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. This statement is executed on May 16, 1997.

Sincerely,

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

Kevin McGaughey-President



BOC Gases
575 Mountain Avenue
Murray Hill NJ 07974

Telephone 908 771 1694

Howard J. Ditkof
Vice President, Distribution

May 12, 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:

BOC Gases is a leading manufacturer and supplier of atmospheric gases (argon, acetylene, nitrogen, etc.) and liquid carbon dioxide. We market these gases throughout the United States and Canada to the electronics, metals, fabrication, food, glass, chemicals, petroleum, health and environmental industries. We have sixty distribution facilities including those located at Arroyo, WV, Bayway, NJ, Buffalo, NY, Claymont, DE, Liverpool, NY, Selkirk, NY and Syracuse, NY. These facilities are presently served by Conrail. We also distribute through the CSX Bids facility in Philadelphia, PA. During 1996, we received 830 tank cars via rail at these destinations. Furthermore, rail is essential to our distribution system, as we own or lease a fleet of 487 rail tank cars and maintain an extensive fleet of trucks for the final distribution of our products to our customers.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. These rail carriers cannot be just any rail

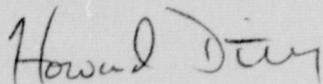
carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service and efficient equipment utilization.

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

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

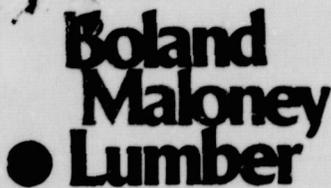
I, Howard Ditkof, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 12th day of May, 1997.

Sincerely,



Howard Ditkof

HJD/mlc



Main Office
4010 Collins Lane
Louisville, Kentucky 40245-1644
(502) 426-6121 • FAX 502-426-9733

913 East Main Street
(502) 584-6121 • FAX 502-584-5857

Richard Boland
President
Gerald J. Boland
Vice President

May 9, 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 Parker White. I work for the Boland Maloney Lumber Company, located in Louisville, Kentucky. My company has been in business for over 50 years. My responsibilities include overseeing incoming and outgoing freight traffic. I am writing in support of the application submitted by CSX and NS to acquire Conrail. My company requests that the Surface Transportation Board approve their request as quickly as possible.

The Boland Maloney Lumber Company is a retail lumber dealer. We receive 210 railroad cars of lumber and plywood annually. Our rail carrier is CSX. We also use trucks.

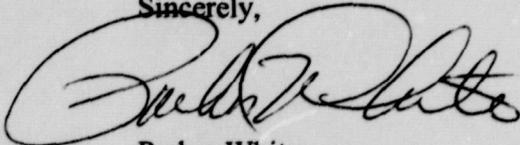
We believe that the acquisition of Conrail will lead to increased opportunities for single-line service between the northeast and the south, enabling us to reach more markets by rail. Greater efficiency should also enable railroads to compete more effectively with trucks over forest product shipments.

In conclusion, the Boland Maloney Lumber Company is a strong supporter of the application to acquire Conrail, and believes that the application deserves prompt consideration, and quick approval by the Surface Transportation Board.

Page 2
May 9, 1997
Vernon A. Williams

I, Parker White, 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Parker White".

Parker White