

STB

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7/13



3379 Peachtree Rd., Suite 300
Atlanta, Georgia 30326

Telephone (404) 239-6700
Telefax (404) 239-6701

May 7, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is William Mason. I am President and CEO of Boliden Intertrade, Inc., headquartered in Atlanta, Georgia. In my position I am responsible for every aspect of our business, with particular emphasis on growth and cost control. I have been in my current position since 1989 and in the industry for 27 years. I am writing to offer my company's strong support for the proposed acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

Boliden Intertrade is a manufacturer and marketer of sulfur based products, including sulfuric acid, sulfur dioxide, oleum and elemental sulfur. Our main plant is located in Copperhill, Tennessee, and is the largest stand-alone merchant sulfuric acid facility in the United States. This plant is very heavily dependent upon rail transportation for both inbound and outbound movement of product. In year 1995 we shipped a combined total of 16,000 carloads of sulfur-based products. Rail is the lifeblood of our business.

Boliden believes that the proposed joint acquisition would be in our best interest, as well as in the interest of our suppliers and customers. We strongly urge the Board to approve this application for the following reasons:

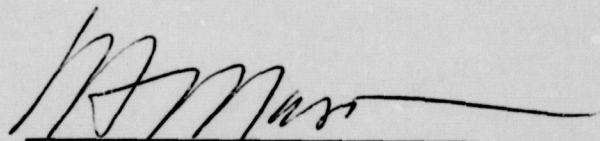
1. The Commission of Public Safety would also benefit with the expanded operations. Single line hauls mean less handling of hazardous materials. The less a car is handled, the less chance of spillage.

May 7, 1997

2. We believe that the expansion of CSX's and NS's network would produce significant efficiencies that will benefit our company. This transaction would give us the ability to access new sources of sulfur on a single line haul, which today are not competitive due to dual line service. It has been our experience that single line service is faster, more reliable and allows better shipment tracking than joint carrier moves.
3. Efficiencies gained in the area of equipment, administrative systems, and faster service will not only benefit our company, but the consumer as well. One of the constant problems we experience is in negotiating and administering freight rates involving two or more carriers. This transaction will convert a portion of our traffic from dual line to single line service.
4. This proposed transaction is good for our country. The U.S. transportation system has always been the backbone of our country's competitiveness in world markets. While the vast majority of traffic moves by truck, this acquisition will move a portion of truck business onto rail, thus creating a more competitive transportation environment. Competition has always been at the heart of our economy, and this merger promotes competition.

In conclusion, Boliden Intertrade supports the joint CSX, NS and Conrail application and requests that the Board move as expeditiously as possible to assure approval. We feel that this acquisition is in the interest of the public and private sectors and will promote the growth of rail traffic in the East.

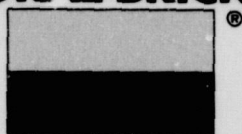
I, William Mason, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.
Executed this 7th day of May 1997.



William F. Mason
President and CEO
Boliden Intertrade Inc. &
BIT Holding Inc.

WFM/hwc

BORAL BRICKS



P. O. Box 1178
Columbus, GA 31902-1178
Telephone 334/291-0930 • Facsimile 334/291-3237

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 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 Docket No 333883.

Dear Secretary Williams:

My name is George L. Herd, and I am the Director of Logistics of Boral Bricks. I have held my present position for two years and have worked in the logistics field for twenty five years. My duties include all aspects of rail distribution, customer service, order processing and production scheduling. On behalf of Boral Bricks, Inc., please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Boral Bricks is the largest brick manufacturer in the United States with twenty manufacturing facilities located primarily in the Southeast. We manufacture and ship 1.4 billion brick per year through a network of distributors and direct centers. Forty-five percent of our production is shipped by rail. During 1996 we shipped 10,397 railcars through this network. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the acquisition of Conrail by CSX and Norfolk Southern and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs. Further, the acquisition will open up new markets in the northeast. Our ability to compete in the Northeast has been hampered by the lack of direct access to the market. In many cases, the costs associated with an interchange has made our product uncompetitive. The acquisition will solve this problem by providing single-line service to the area.

Again, please accept the support of Boral Bricks, Inc. for the acquisition of Conrail by CSX and Norfolk Southern.

I, George L. Herd, declare under penalty 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,

George L. Herd
Director of Logistics
Boral Bricks, Inc.



A TILLOTSON COMPANY

BORDEN & REMINGTON CORP.

106 Ferry Street • P.O. Box 2573 • Fall River, Massachusetts 02722

Southeastern New England's Leading Chemical Distributor

April 1997

Vernon A. Williams
Secretary
Surface Transportation Board
1225 K Street, NW
Washington, DC 20423

VERIFIED STATEMENT

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

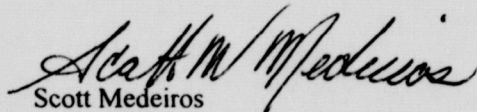
Dear Secretary Williams:

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


Scott Medeiros
Borden Remington

JUN 02 '97 11:54 FR 2

5025605250 TO 85133695530

P.02/02

BORDEN CHEMICAL, INC.

JOHN R. TODD
Director, Distribution
Ph 502 560 5217
Fx 502 560 5250



June 2, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N.W.
Washington, D.C. 20243

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

Dear Secretary Williams:

My name is John R. Todd. I am Director, Distribution for Borden Chemical, Inc. in Louisville, Kentucky. My office address is 610 Meidinger Tower, Louisville, KY 40202. In my position I am responsible for the coordinating the transportation strategy for the 22 manufacturing locations owned by Borden Chemical, Inc., including the transportation of inbound raw materials as well as the outbound finished goods. I have been in my current position since November 1995, and have worked in the distribution industry for 30 years. I am writing to offer my companies support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

Borden Chemical, Inc. is a worldwide manufacturer of resins and chemicals marketed to large industrial customers in the Automotive, Foundry, Forest products and Chemical industries. While we utilize all modes of transport, a major portion of our raw materials are transported via rail. An increasing number of our finished goods are shipped by rail in tank and covered hopper cars. I believe both our facilities and customers can be better served at present and in the future by the proposed acquisition of Conrail by the CSX And the NS.

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

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

Executed this 2nd day of May, 1997

NORTH AMERICAN RESINS

610 MEIDINGER TOWER, LOUISVILLE, KENTUCKY 40202 • TELEPHONE 502-560-5200 • FAX 502-560-5270

377

VERIFIED STATEMENT OF BOSTON LUMBER COMPANY

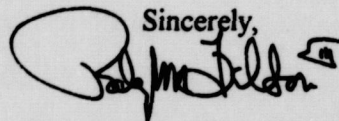
My name is Raleigh M. Felton III, and I am President of Boston Lumber Company. I have held my present position for 24 years. My duties include managing the company.

Boston Lumber Company is a building supply company. We have facilities located at South Boston, Virginia. These facilities are presently served by NS. We sell to retail and contractors located at South Boston, Virginia. These facilities are located on the lines of Norfolk Southern. During 1996, we received (2) two trailers from Norfolk Southern.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service 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, Raleigh M. Felton 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 27th, 1997.

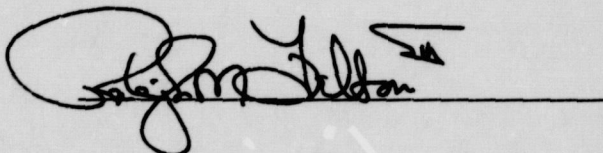
Sincerely,


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

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

Verified Statement
on behalf of
Boston Lumber Company
Finance Docket No. 33388

I, RALPH M FELTON II, declare under penalty 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.





VERIFIED STATEMENT OF Oliver C. Faris, Jr.

BOWATER INCORPORATED, Coated Paper and Pulp Division, Catawba, SC 29704

May 13, 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 Oliver C. Faris, Jr., and I am the Transportation and Distribution Supervisor at Bowater Incorporated, Coated Paper and Pulp Division, Catawba, South Carolina. I have held my present position for over 13 years. My duties include overall responsibility for railroad and motor carrier selection, cost, and service for the division.

Bowater is a pulp and paper manufacturer. At the Catawba plant, we make newsprint, lightweight coated paper, and woodpulp with total annual production between 850,000 and 900,000 tons. We receive numerous raw materials necessary for the manufacture of paper. Bowater has other facilities located at Calhoun, Tennessee; Millinocket and East Millinocket, Maine; and Liverpool, Nova Scotia. The Catawba and Calhoun facilities are presently jointly served by Norfolk Southern and CSX Transportation. We sell finished products to and receive raw materials from many customers and suppliers located throughout the United States, Canada, and Mexico as well as many offshore locations throughout the world. During 1996, we shipped over 7,500 carloads and over 12,000 containers or trailers.

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

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

Mr. Vernon A. Williams

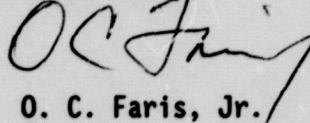
Page 2

May 13, 1997

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

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

Yours truly,



O. C. Faris, Jr.
Transportation and
Distribution Supervisor

lw

BOWATER NEWSPRINT

VERIFIED STATEMENT OF MICHAEL A. CHILDRESS

BOWATER NEWSPRINT A DIVISION OF BOWATER INCORPORATED

May 12, 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:

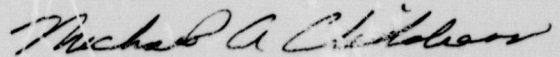
My name is Michael A. Childress and I am Senior Transportation Analyst of Bowater Newsprint, a division of Bowater Incorporated, Calhoun Operations. I have held my present position for nine years. My duties include the development of plans and programs for the transportation and distribution of outbound commodities in coordination with other departments and Bowater divisions in order to satisfy mill requirements and meet the needs of our customers. Including equipment supply and utilization, rate negotiations, rail/truck/barge service, transit damage prevention activities, carrier selection, routing, warehousing, port services and charges, etc.

Bowater Newsprint is a producer of newsprint, uncoated groundwood papers, bleached kraft pulp and lumber products. We have a facility located at Calhoun, Tennessee. This facility is located on both NS and CSXT. Our primary rail customers are located throughout the United States. During 1996 we shipped over 8,000 carloads and 11,750 truckloads of paper and market pulp. Of the total railcars shipped, over 14% went to Conrail served customers. These locations include Washington, DC; Wilmington, DE; South Bend, IN; Grand Rapids, Jackson, Kalamazoo and Warren, MI; Elizabeth, Nixon, South Bound Brook and Trenton, NJ; Lacona, and Potsdam, NY; Stubenville and Columbus, OH; Cornwall Heights, Leola, Mechanicsburg and Spring Grove, PA.

We strongly support the concept of balanced competition. For too long, customers which ship or receive product into or 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. Bowater is a heavy user of rail. The economies and efficiencies of shipping via rail are of great benefit to this company.

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Michael A. Childress".

Michael A. Childress
Senior Transportation Analyst
Bowater Newsprint

VERIFICATION

I, Michael A. Childress declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 12, 1997.

Michael A Childress

05/07/97 11:31

919 459 3855

BRASWELL MILLING

002

BRASWELL MILLING COMPANY

P.O. Box 669 • NASHVILLE, NORTH CAROLINA 27856 • PHONE (919) 459-2143

Russ Powell on behalf of Braswell Milling 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

My name is Russ Powell. I am the V.P. of Braswell Milling Company. I have been with the company for 20 years. On behalf of Braswell Milling Company, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.


Braswell Milling Company is a poultry and swine feed manufacturing company. We are located at 105 Cross Street, Nashville, North Carolina. We have a manufacturing plant in Nashville, North Carolina.

We receive approximately 35% of our raw materials by rail, constituting 500 car loads per year. The remainder is received by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to receive by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered from many origins should allow us to reduce our reliance on trucking and lower our costs.

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

Again, please accept the support of Braswell Milling Company for the acquisition of Conrail by CSX and Norfolk Southern.

I, Russ Powell, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 5/7/97.



Russ Powell
Braswell Milling Company



May 15, 1997

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

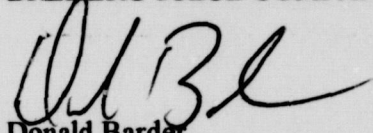
RE: Proposed CSX/NS/Conrail Transaction
STB Finance Docket No. 33388

Dear Secretary Williams:

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

Sincerely,

BREDERO PRICE COMPANY



Donald Bader
Plant Manager



Brendamour



WAREHOUSING, DISTRIBUTION & SERVICES, INC.

2601 Arbor Place • Cincinnati, Ohio 45209 • (513) 531-0077 • Fax (513) 531-4643

May 1, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
STB Finance Docket No. 33286
1201 Constitution Ave., N.W.
Washington, DC 20423

Subject: CSX Corporation & CSX Transportation, Inc.;
Norfolk Southern Corporation and Norfolk
Southern Railway Company-Control and
operating leases/agreements - Conrail, Inc.,
and Consolidated Rail Corporation, STB Finance
Docket No. 33388.

Brendamour Warehousing, Distribution and Services, Inc. is a full service public warehousing company. We operate 1.3 million square feet of warehousing space at six locations in the Greater Cincinnati and Northern Kentucky area (see attached list of facilities). Three of the facilities are rail serviceable by either Conrail, CSX or I&O Railroads.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and divide its assets. Since our facility is located on lines which will belong to Norfolk Southern, we would welcome the benefit of increased market access of single line rail transportation. Jointline rail service in the Northeast has tended to inhibit our ability to move freight through our facility. We feel the single line service which Norfolk Southern proposes would be of benefit to us and believe that the larger Norfolk Southern network would enable us to grow our business. We are confident that Norfolk Southern will continue to provide superior rail service in the future.

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11400 Grooms Road Blue Ash OH 45242
249 West Mitchell Avenue Cincinnati OH 45232
2601 Arbor Place Norwood OH 45209

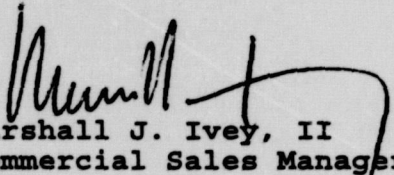
7575 Empire Drive
1670 Dolwick Drive
550 Kemper Commons Circle

Florence KY 41042
Erlanger KY 41018
Tri-County OH 45246

Pg. 2
Mr. Williams
5-1-97

I, Marshall J. Ivey, II, support the application of Northern Southern and CSX to acquire Conrail and declare that the above statements are true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 1, 1997.

Sincerely,



Marshall J. Ivey, II
Commercial Sales Manager

MJI:lh
william2

BRIGHT'S BOTTLE GAS CO.

FACTORY STREET - P. O. BOX 321

BURGIN, KENTUCKY 40310

PHONE 748-5382

May 20, 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:

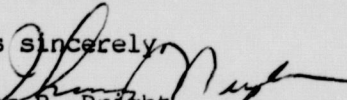
Bright's Bottle Gas Co., located in Burgin, Kentucky, is a propane marketer distributing propane in ten counties in Central Kentucky. We have been in the propane business for forty years. A large percentage of our propane is shipped to our company by rail on the Norfolk Southern Railroad.

Bright's Bottle Gas Co. 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. The manner of this transaction has been described to me, and that transaction will be described in the joint application of Norfolk Southern and CSX for the control of Conrail.

There is a distinct need for two competing railroads in the Northeast, each owning its track and facilities. For too long customers which ship or receive product into and from 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 price is non-competitive. While there may have been historical reasons for insulating Northeastern railroading from competition, that time is past; it is time for customers interested in this market to have service from more than one rail carrier owning its facilities. That carrier cannot be just any rail carrier. They must be comparable in terms of their size, scope and ability to provide competitive service. From my understanding of railroad operations I believe that in the 1990s, two (2) carriers of relatively equal size and scope provide the best opportunities for seamless service and synergy and efficient equipment utilization.

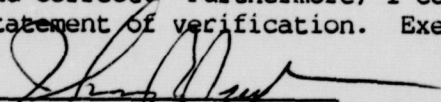
In summary, we believe that approval of the joint application, Norfolk Southern and CSX, to acquire Conrail should be approved by the STB.

Yours sincerely,


Thomas B. Bright
President, Bright's Bottle Gas Co.

VERIFICATION

I, Thomas B. Bright, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this statement of verification. Executed May 20, 1997.


Thomas B. Bright

BRISTOL ASPHALT PRODUCTS, INC.
10 Spurgeon Lane - P.O. Box 1865
Bristol, VA 24203

Louis S. Rainero
President

(540)466-2275
Fax: (540)466-2030

May 28, 1997

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

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

Verified Statement on behalf of Bristol Asphalt Products, Inc.
Finance Docket No. 33388

My name is Louis S. Rainero. I am president of Bristol Asphalt Products, Inc. of Bristol, Virginia.

We are located on Norfolk Southern lines and our terminals will receive approximately 3,800 rail car shipments this year. Most of our freight originates in Roxana, Illinois and Lone Star, Virginia.

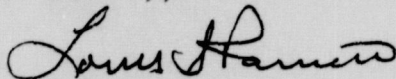
I am writing to express my support for the proposal which will allow Norfolk southern and CSX to acquire and divide the assets and routes of Conrail. This restructuring of the eastern rail system would mean better, faster, more competitive service, as well as unprecedented growth opportunities for customers.

Norfolk Southern has proven to be the safest, most efficient, and best maintained railroad in the country. I have every confidence that Norfolk Southern will continue to operate with that same commitment to service that has made it the industry leader.

Through their aggressive research and development efforts, Norfolk Southern has helped my company to expand with new terminals in Kentucky and North Carolina. With improved single-line access to northeast markets, we will look forward to previously unavailable opportunities for growth.

In the interests of balanced competition, improved service, and unprecedented access to markets through single-line service, I support the proposal of Norfolk Southern and CSX to acquire Conrail.

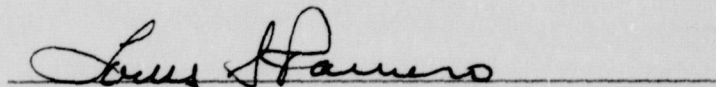
Sincerely,



Louis S. Rainero, President
Bristol Asphalt Products, Inc.

VERIFICATION

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





Bristol-Myers Squibb Company

P.O. Box 5200 Princeton, NJ 08543-5200 609 419-5000

VERIFIED STATEMENT OF

Tim E. Skinner

on behalf of

BRISTOL-MYERS SQUIBB

STB Finance Docket No. 33388

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

Background:

I am Tim E. Skinner, Transportation Category Leader of Bristol-Myers Squibb. Bristol-Myers Squibb is located at 345 Park Avenue, New York, New York. I am responsible for strategic sourcing of transportation for Bristol-Myers Squibb. I have been in my current position since March of 1995 and have worked in the transportation field for eight years.

Bristol-Myers Squibb ("BMS"), headquartered in New York, NY, is a leading marketer and manufacturer of pharmaceuticals, infant formula, nutritional products, hair and skin care products and other consumer packaged goods. BMS also manufactures and markets orthopaedic implants, ostomy products, wound care products, powered medical instruments and surgical products. Some of Bristol-Myers Squibb's major products include brands such as Ban, Comtrex, Excedrin, Miss Clairol, Enfamil, Theragran, Sea Breeze, Matrix hair care products and others. Major pharmaceutical products include Taxol, Pravachol, Serzone and others.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Bristol-Myers Squibb moves approximately 1000 to 1500 loads annually by rail via shipments to our contract manufacturers, BMS warehouses and customers. The acquisition of Conrail will be in Bristol-Myers Squibb's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

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

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

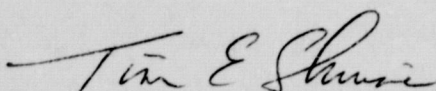
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Bristol-Myers Squibb because the enhanced CSX system will allow us more flexibility to expand the market reach for many of our product lines and for future developed products.

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 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, Tim E. Skinner, 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.



Tim E. Skinner
Transportation Category Leader
Bristol-Myers Squibb

BRISTOL VAN and STORAGE CORP.

952 SULLINS STREET
P. O. BOX 743
BRISTOL, VIRGINIA 24201

703 / 669-5125
FAX 703 / 669-4034

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

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

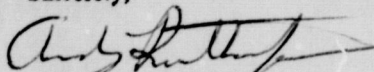
Dear Mr. Williams:

I am Andy Rutherford a partner in Bristol Van & Storage Corp., Bristol, VA. Our company is a public storage warehouse, engaged in the storage and distribution of manufacturing materials and finished goods for commercial accounts in the Bristol area.

We are interested in seeing a competitive rail system in the northeast and believe that the CSX/Norfolk Southern acquisition and division of Conrail will be in the public interest by breaking up the near monopoly that has existed for years.

We would like to see more trade between the south and northeast and believe with two lines such as the CSX and NS competing that this will be the case. I am in favor of competitive balance and the CSX/NS proposal offers this and I support them in their effort.

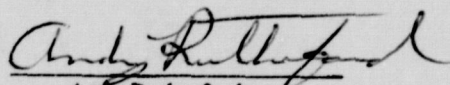
Sincerely,


Andy Rutherford
Partner/Operator

VERIFICATION

I, Andy Rutherford, declare under penalty 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.


Andy Rutherford



BROAN MFG. CO. INC. HARTFORD, WISCONSIN 53027 PHONE 414-673-4340

VERIFIED STATEMENT OF
BROAN MANUFACTURING COMPANY, INC.
FINANCE DOCKET NO. 33388

My name is Gerard J. Auriemma, and I am Distribution Center Manager of Broan Manufacturing Company, Inc., 525 Bridge Street, Old Forge, Pennsylvania, 18518. I have held my present position for 11 years. My duties include Receipt of and Distribution of Broan products throughout the Northeast, Mid Atlantic and Southeastern states.

Broan Manufacturing Company, Inc. is both a shipper and receiver of goods and services that require the use of intermodal transportation. We work with NS at the following locations: Taylor, Pennsylvania. In addition, we work with Conrail at Harrisburg, Pennsylvania.

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 north-

The Fresh Air People

kitchen range hoods • bath fans • heaters • powered attic ventilators • commercial ventilators • door chimes • vacuum systems

eastern 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.

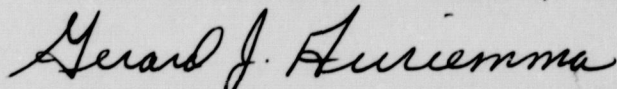
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Gerard J. Auriemma, declare under penalty 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,

BROAN MANUFACTURING COMPANY, INC.



GERARD J. AURIEMMA
DISTRIBUTION CENTER MANAGER

BROCK

SCRAP STEEL

P.O. BOX 720 • 220 WEST KING STREET • CUMBERLAND, MARYLAND 21502 • 301-777-0820 • FAX 301-777-0541

Ms. Linda Morgan, Chairman
Federal Surface Transportation Board
1201 Constitution Avenue, NW
Washington, DC 10423-0001



Dear Madam Chairman:

The CSX-Norfolk Southern division of Conrail will encourage competition throughout the eastern U.S. and into the mid-west markets. It does not grant one company unfair advantage over the other and thus market forces will ensure quality service to customers and the region as a whole.

The division of Conrail, as detailed in this application, will also be fair to the many communities who depend upon these two companies for jobs. The resulting two rail companies will utilize and strengthen their existing operations and continue to provide economic benefits to many communities, like Cumberland, Maryland.

Sincerely,

A handwritten signature in dark ink, appearing to read "L. Brock".

Larry J. Brock
President

cc:Mr John Snow, Chairman and CEO
CSX Corporation

The Honorable Roscoe Bartlett
U.S. House of Congressman

Mr. A.R. Carpenter, President and CEO
CSX Transportation

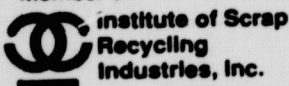
The Honorable Barbara Mikulski
United States Senate

The Honorable Paul Sarbanes
United States Senate

The Honorable Casper R. Taylor, Jr.
Speaker of the House

The Honorable Parris Glendening
Governor, State of Maryland

Member of



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Save Our Future
For Generations
To Come . . .
Recycle For Life

April 1997

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

VERIFIED STATEMENT

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

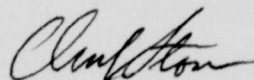
Dear Secretary Williams:

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

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

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

I, David Stone, 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.



David Stone
Brockton Iron & Steel Co.

BRODNAX CARTAGE, INC.

P. O. BOX 20023, STATION N
ATLANTA, GEORGIA 30325

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

FOR INTERMODAL SUPPLIERS WHO WANT TO
INCREASE COMPETITION IN THE NORTHEAST

VERIFIED STATEMENT OF BRODNAX CARTAGE, INC.
FINANCE DOCKET NO. 33388

Dear Mr. Williams:

My name is William D. Brodnax, and I am president of Brodnax Cartage, Inc., 1410 Ellsworth Industrial, Atlanta, Ga. I have held my present position for twenty years. My duties include giving the best service possible to my customers by delivering trailers that come into Atlanta via rail. I manage a small, family owned drayage company that has been in existence since 1963. I'm proud of the fact that we were one of the first trucking companies in Atlanta to pull piggyback trailers, and we are definitely the oldest.

Brodnax Cartage is a small trucking company pulling Intermodal Freight in the metro Atlanta area. We pull trailers from the three railroads that come into Atlanta - N/S, CSX & BNSF - in addition to the several different steamship pools in Atlanta.

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. N/S'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 N/S'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 N/S and CSX to acquire Conrail should be approved by the STB.

I, William D. Brodnax, declare under penalty 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,



William D. Brodnax, President
Brodnax Cartage, Inc.

Verified Statement
of
Bobby Gaston on Behalf of Brown & Company, 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 Gaston, salesman with Brown & Company, Inc. Brown & Co. is located at PO Box 6336, North Augusta, SC 29841. I have served Brown & Co. in my present position for three years. My experience in this field includes sales and marketing of caustic soda in Georgia, South Carolina and Florida for 20 years.

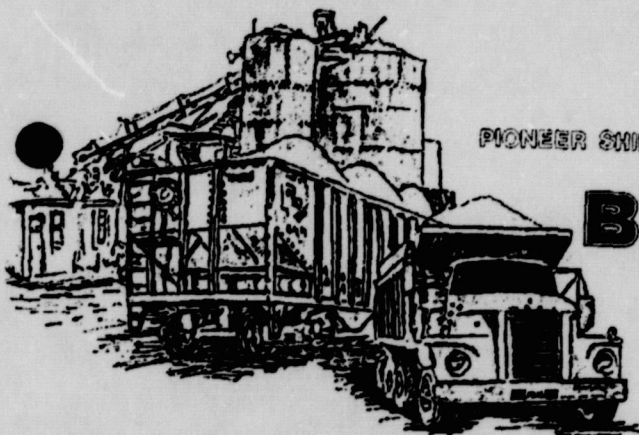
Brown & Co. has been in the business of marketing caustic soda for three years. Brown & Co. receives approximately 20,000 tons per year via rail. These shipments originate in Louisiana and Texas on Western Carriers. Our products are shipped via rail to Augusta, GA and Jacksonville, FL. These shipments flow over the New Orleans gateway.

Brown & Co. anticipates that the combination of CSX's present system with portions of the Conrail system will result in improved blocking patterns that will benefit Brown & Co. Many of Brown & Co.'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, Brown & Co. 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 Gaston declare under penalty 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.

Bobby Gaston
Bobby Gaston
Brown & Company, Inc.



PIONEER SHIPPERS OF ALL PURPOSE SAND FOR OVER SEVENTY YEARS

BROWN BROTHERS SAND COMPANY

Howard, Georgia 31039 • Business Phone (706) 269-3257 • Night Telephone (912) 862-3272 • Steve Brown

Verified Statement - May 27, 1997

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

Re: STB Finance Docket No. 33388

Dear Secretary Williams.

I am writing to urge you to approve the joint acquisition of Conrail by CSX and Norfolk Southern. MY company ships approximately 2500 carloads of sand annually via CSX.

The enhanced CSX system will be able to offer broad geographic coverage, giving our company greater reach via single line service to and from markets in the eastern United States. The transaction may offer single line service to more destinations, and should result in better overall service. Further, the acquisition can be expected to improve equipment utilization, to the benefit of all rail customers who use Conrail.

Stability and reliability of transportation is critical to our logistics management. The friendly acquisition of Conrail by CSX and Norfolk Southern will ensure continued stability, and will result in improved and more efficient service.

I urge you to keep in mind the interests of customers, and to approve promptly the joint acquisition of Conrail by CSX and Norfolk Southern.

I, Daryl Brown, 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 27 day of May, 1997.

Yours truly,

Daryl Brown, Partner

BROWN**Brown Printing Company***Franklin Division*

PO Box 569

Franklin, Kentucky

42135-0569

phone 502-586-9251

Vernon A. Williams
Secretary
Surface
Transportation Board
Washington, D.C. 20423

May 12, 1997

RE: CSX Corporation and Norfolk Southern - Application
to Control and Operate Lines of Consolidated Rail Corp.

I am Dreux Day, and I am in charge of paper receiving and shipments for Brown Printing Co., Franklin Ky. I have been with the company for six years. Please accept the support of Brown Printing, Franklin Division for the acquisition of Conrail by CSX and Norfolk Southern.

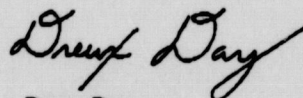
Brown Printing Co., located at 300 Brown Rd. in Franklin, Ky. is a roto gravure printer. We have other offset printing divisions in East Greenville, Pa. and Waseca, MN. In 1996, we received 1048 rail cars on CSX at the Franklin division.

The acquisition of Conrail by CSX and Norfolk Southern will benefit our company by providing new single-line service. Our shipments currently originate at paper mills in Maine and Canada and must interchange with other railroads before we ultimately see it in Franklin. The interchanges increase cost, communication problems, increases in transit times and potential long delays. Since our printed product is time sensitive material these delays can cost us our customers. These delays undoubtedly reduce the rail roads competitiveness with the trucking industry. After the acquisition, CSX will have lines that reach our major suppliers in Maine and Canada, eliminating the interchange problems.

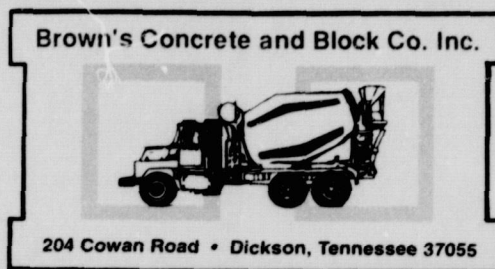
Additionally, we anticipate the acquisition will improve equipment utilization, leading to better car availability and lower costs.

Again, please accept the support of Brown Printing Co., Franklin, Ky. for the acquisition of Conrail by CSX and Norfolk Southern.

I Dreux Day, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Dreux Day
Brown Printing Co.



May 14, 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 Steve Burger. I am Vice President/Operations for Brown's Concrete and Block Company, in Dickson, Tennessee. My office address is 307 E. Broad Street, Dickson, TN 37055-2405. 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 expeditiously.

Brown's has been shipping bricks for 47 years. We currently ship about 25 cars a year with CSX.

We support the acquisition because we think it will create more direct and efficient routing. It will also offer a larger car fleet, more efficiently utilized equipment and faster service. We believe all that will make the railroads more competitive, improve efficiency and lower costs.

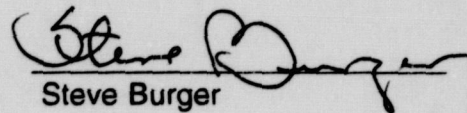
We also support the acquisition because we believe the new network will open new markets and offer growth opportunities for our business.

The breadth of the network, together with improved service and lower costs, will lead to the kind of growth in the railroad business that will benefit us, our customers and all businesses that ship and receive goods by rail.

We urge the Board to approve the acquisition as quickly as possible.

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

Executed this 14th day of May, 1997


Steve Burger



VERIFIED STATEMENT

John Wilson on behalf of Browns of Carolina, 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 John Wilson. I am Director of Purchasing for Brown's of Carolina, Inc. I have been with the company for one year. On behalf of Brown's of Carolina, Inc., please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

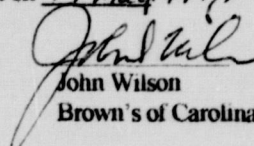
Brown's of Carolina, Inc. is a hog producing company. We are located at 785 Highway 24 East, Warsaw, NC. We have a feed mill in Bladenboro, NC.

We ship approximately 75 percent of our product by rail, constituting 3400 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs.

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

Again, please accept the support of Brown's of Carolina, Inc. for the acquisition of Conrail by CSX and Norfolk Southern.

I, [name], declare under penalty 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 19 May 1997


John Wilson
Brown's of Carolina, Inc.



BROWN
Wood Preserving
Company, Inc.

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

Dear Mr. Williams:

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

My name is David Stanley, and I am Vice President of Brown Wood Preserving Co., Inc. I have held my present position for eight years. My duties include the effective distribution of our product.

Brown Wood Preserving is a manufacturer and distributor of pressure treated wood poles for the utility, electric and communication industry. We have facilities located at Kennedy, Alabama. These facilities are presently served by Norfolk Southern Railroad. We sell to customers located throughout the eastern United States. During 1996, we shipped approximately 500 carloads to these destinations.

I believe Norfolk Southern and CSXT's joint application to control Conrail describes the idea of two strong railroads with equal size and scope competing in the eastern United States. Joint line rail service into the Northeast has tended to inhibit our ability to reach markets in that geographic area. The competitive environment that Norfolk Southern and CSXT's acquisition and division of Conrail will develop can help to expand our reach into those markets. Brown Wood Preserving is eager to order to experience its benefits.

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

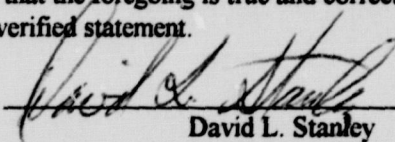
Sincerely,

David L. Stanley
Vice President
Brown Wood Preserving Co., Inc.

VERIFICATION

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

Executed on May 29 1997.


David L. Stanley

6201 Camp Ground Road • Louisville, KY 40216 • 800-537-1765 • 502-448-2337 • FAX 502-448-9944
Sales: Louisville, KY • Pensacola, FL Plants: Louisville, KY • Brownville, AL • Kennedy, AL • BayMinette, AL

May 22, 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 SHANNON L. FINLEY
BRUCE HARDWOOD FLOORS

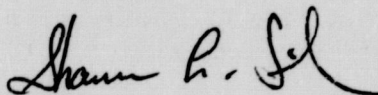
My name is Shannon L. Finley, and I am Plant Manager of Bruce Hardwood Floors. I have held my present position for 4 years. My duties include management of all plant operations including shipping and receiving.

Bruce Hardwood Floors is a manufacture of hardwood flooring whereas we receive raw lumber by rail service and we have facilities located at Nashville, TN. These facilities are currently served by CSX Corporation and we receive 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.

I, Shannon L. Finley, declare under penalty 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,



Shannon L. Finley, Plant Manager
Bruce Hardwood Floors



803 Logan Street
Goshen, IN 46526
219/533-1109
1-800-227-4156
FAX 219/533-0614

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, Steve Bartow, 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.

A handwritten signature in black ink, appearing to read 'Steve Bartow', is written over a horizontal line.

Steve Bartow
Brunk Corp.



BRUNSWICK RIVER TERMINAL, Inc.

P. O. BOX 38 ★ BRUNSWICK, MISSOURI 65236
816-549-3351 ★ FAX 816-549-3442 ★ 800-279-4229

VERIFIED STATEMENT OF BRUNSWICK RIVER TERMINAL, INC.

May 9, 1997

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

Dear Mr. Williams:

My name is Bill Jackson, and I am President and General Manager of Brunswick River Terminal, Inc., and have been for twenty years. My duties include scheduling inbound and outbound fertilizer and grain rail shipments. I negotiate rail rates and manage rail capital improvement expenditures.

Brunswick River Terminal, Inc. is a fertilizer and grain distribution point in Central Missouri. We have one facility located at Brunswick, Missouri. This facility is presently served by NS. We sell to and receive from customers/suppliers located all across the United States and Canada. These facilities are located on the BN, Santa Fe, MP, CSX, CN, and CP. During 1996, we shipped/received 1141 carloads to/from these destinations/origins.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of 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 traffic, and the single-line service which NS proposes will be beneficial. With single line service, our facility will be able to compete in markets with other companies who enjoy single line service into the Northeast. We have worked with NS for twenty years and have been very satisfied with their service. We are confident that they will 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, Bill Jackson, declare under penalty 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,

W. P. Jackson

W. P. (Bill) Jackson



Bryce-Milford Grain Corporation

R.R. 2, Box 43
Milford, Illinois 60953
815-889-4422

May 8th, 1997

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

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

Dear Secretary Williams,

I am writing to you today as the President of Bryce/Milford Grain Corporation located at Rural Route 2, Box 43, Milford, Illinois, 60953-9608. We are a grain elevator company, in business for twelve years, and shippers of grain by both rail and truck. Currently, we use CSX for our grain shipments by rail.

This letter will officially convey our support for the proposed acquisition of Conrail by CSX and Norfolk Southern.

There are a number of reasons why we favor this plan, and I would like to outline them for you and the other members of the Surface Transportation Board.

- Both Illinois farmers and grain producers will benefit by increased competition between rail and truck shippers. This means that CSX and Norfolk Southern will have the opportunity to try and win back a portion of the grain market it lost 15 years ago to the trucking industry. This will hopefully bring down trucking prices which are generally higher than rail.
- We will also save costs and get more efficiency from rail shippers because of planned direct single-line service from North to South. This is particularly important for our feed-grain producers who need to be able to reach Southeast grain processors and poultry/pork consuming markets. This new plan will help make that possible.
- Better and more equipment and the redirection of some traffic around Chicago and St. Louis will help make shipping faster and more predictable. That has been a problem for rail in the past which has made trucking attractive as a means of shipping. Here again, this will foster more competition.

- Finally, by reinventing these two railroads and adding the Conrail lines and terminals, we will have two dependable, first rate rail carriers with the financial strength and scope to ensure significantly improved service. Illinois shippers will be able to reach every major market in the East and have faster connections with the West as well.

We strongly urge the approval of this plan by the STB in order to bring our area and its grain producers the kinds of transportation choices we have lacked in the past.

I appreciate the opportunity to comment and explain our company's point of view.

Thank you very much.

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

Sincerely,

Robert A Zordani

Robert Zordani
President

Bryce Mulford Grain Corp



B TRAILER REPAIR, INC.

T 2501-15 South Wood Street
Chicago, Illinois 60608
R Tel: 312-376-1533
Fax: 312-376-1536

VERIFIED STATEMENT OF

BTR TRAILER REPAIR, INC

FINANCE DOCKET NO. 33388

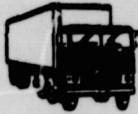
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is Leslaw Michalski, and I am President of BTR Trailer Repair Inc. 2501 S. Wood Street Chicago, IL 60608. I have held my present position for 4 years. My duties are establishing and maintaining relations with customers and suppliers, acting as Personal Director, managing the trailer repair shop, and making executive decisions pertinent to the future of the company.

BTR Trailer Repair, Inc. is a vendor; we repair damaged trailers. We work with NS at the following location: Landers Yard.

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



B TRAILER REPAIR, INC.

T 2501-15 South Wood Street
Chicago, Illinois 60608
R Tel: 312-376-1533
Fax: 312-376-1536

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.

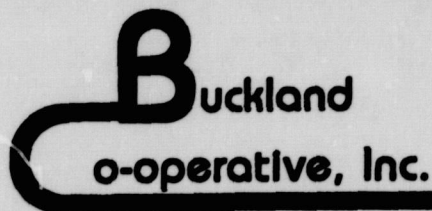
I, Leslaw Michalski, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 21, 1997.

Sincerely,

Leslaw Michalski

Leslaw Michalski
President
BTR Trailer Repair, Inc.

101 NORTH MAIN STREET
P.O. BOX 25



BUCKLAND, OHIO 45819
PHONE (419) 657-2228

Grain, Seed, Feed, Hardware, Fertilizer, Chemicals

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

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

Dear Mr. Williams:

My name is David Krites and I am the Manager of The Buckland Cooperative Company, Inc. I have held my present position for 25 years. My duties include grain merchandising and fertilizer shipments.

The Buckland Cooperative Company, Inc. is a country grain elevator that also offers custom application services as well as other agricultural related products to our community. We have one facility located in Buckland, Ohio. This facility is presently served by NS. We sell grain and also receive incoming fertilizer shipments from the southern area of the United States. Most of our corn volume is moved via rail shipments of three car units and our larger fertilizer orders are almost always received via rail.

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

Sincerely,

A handwritten signature in dark ink that reads 'David Krites' in a cursive, slightly slanted script.

David Krites
Manager



One Day Delivery - Truckload & LTL

1151-A Heritage Road, Burlington, Ontario L7L 4Y1

Tel. (905) 332-4343

CAN/U.S.A. : 1-800-824-3360

Fax: (905) 332-7521

VERIFIED STATEMENT OF JACK MAYES, PRESIDENT

Buffalo Toronto Transport Limited
Burlington, Ontario (Canada)

Date: May 20/97

RE: 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 Sir:

My name is Jack Mayes, and I am President of Buffalo Toronto Transport Limited, 1151-A Heritage Rd., Burlington, Ontario (Canada) - L7L 4Y1. I started my Company in September of 1992 and have been President since inception. I am responsible for all financial and operational functions of my company, with assistance from key personnel who deal with intermodal and over-the-road movements on a daily basis.

With 60 owner/operators, we provide local trucking between upstate New York cities and southern Ontario points and also provide intermodal drayage service between the N/S Welland, Detroit and Buffalo ramps and all major points in southern Ontario. We also provide service between the BNSF Detroit ramp and the Toronto ramps of the CN and CP and all major points in southern Ontario.

Our Intermodal Division is currently handling approx. 10 - 15 loads a day from the N/S Detroit ramp to Southern Ontario (with an equal number of loads to the ramp every day), and about the same number via the N/S Welland ramp. From the Buffalo ramp, we are averaging approx. 3 - 5 loads a day northbound and an equal number southbound. The Detroit and Buffalo ramps are extremely important to us as they provide a supply of special "EMPU" equipment, which is cost-effective to our Third Party customers. The Welland facility gives us a flow of regular 45' & 48' regular intermodal trailers which are needed to handle volume movements

...../2



Same Day Delivery - Truckload & LTL

1151-A Heritage Road, Burlington, Ontario L7L 4Y1

Tel. (905) 332-4343

CAN/U.S.A. :1-800-824-3360

Fax: (905) 332-7521

PAGE 2

(such as Canadian bottled water/paper in rolls) back to U.S. destinations via the N/S Welland and Detroit ramps.

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 customer's 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 our Third Party customers the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, our Third Party customers who route freight into or 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 price becomes 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.

My company would welcome the extension of NS service into the northeast, as it will give our Third Party customers more to sell - - and result in more business for Buffalo Toronto Transport. 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. We have also been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award. I have personally been impressed with the aggressive nature of NS's Marketing Dept. which has not only produced double-digit growth, but profitable growth.

...../3



One Day Delivery - Truckload & LTL

1151-A Heritage Road, Burlington, Ontario L7L 4Y1

Tel. (905) 332-4343

CAN/U.S.A. :1-800-824-3360

Fax: (905) 332-7521

PAGE 3

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

I, JACK W. MAYES, declare under penalty 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,

A handwritten signature in cursive script, appearing to read "Jack Mayes".

Jack Mayes, President
BUFFALO TORONTO TRANSPORT LIMITED

Builders Gypsum Supply Co., 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

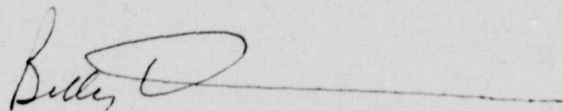
Dear Secretary Williams:

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, Billy Cornelius, 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.



Billy Cornelius
Manager
Builders Gypsum Supply Co., Inc.

2015 Pasket Lane
Houston, Texas 77092
(713) 681-2201
Fax: (713) 681-7802

219 E. Rhapsody
San Antonio, Texas 78216
(210) 340-2528
Fax: (210) 340-2858

115 E. Bagdad Ave.
Round Rock, Texas 78664
(512) 310-1240
Fax: (512) 310-9130

3220 Rock Island Road
Irving, Texas 75060
(214) 399-0750 - METRO
Fax: (214) 790-1745

Bulk Service Company
2801 Rock Road
Granite City, IL 62040

May 12, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
ATTN: STB Finance Docket # 33338
1925 K Street, N.W.
Washington, D.C. 20423-0001

VERIFIED STATEMENT OF THOMAS D. BUTTS

Dear Mr. Williams:

My name is Thomas Butts and I am Vice President and General Manager of Bulk Service Company. I have held my position for 2.5 years and have been involved with transportation of bulk commodities for over 17 years. I am responsible for all of the rail transportation activities for our multi-modal facilities at Granite City, Illinois (Norfolk / Southern) and St. Louis, MO (TRRA) terminal locations. Our business involves the transfer of commodities to and from various modes of transportation but primarily transfers of commodities from and to inland river barges. In essence, we combine the most cost effective and efficient modes of transportation for our customers.

We ship and receive goods which would include but not limited to steel, grain, grain products, coal and related commodities from the entire Midwest. This area encompasses Minnesota to Texas and Canada to the Southeastern United States. We will handle nearly 30,000 rail cars annually. We utilize covered hopper cars, gondolas, flat cars and box cars and are served direct by the Norfolk Southern. We are open to reciprocal switching to all carriers serving the St. Louis/East St. Louis metropolitan area.

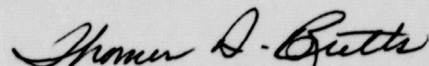
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide the assets. As we are served by the NS and the Terminal Railroad we welcome the increased market share that this plan provides. Further, we welcome the opportunity to open up more markets to us and our customers. Several of our customers currently have the ability to use other carriers and will continue to have this ability under the plan. Currently, Conrail origins have not had direct access to any river locations in the St. Louis/East St. Louis

market and their customers do not have access to this vital link in the transportation chain. Both CSX and the NS will be able to serve the Ohio River direct under the plan. The CSXT does and will continue to reach the Ohio River at Cincinnati, Ohio Louisville, Kentucky and Evansville, Indiana. The NS will be able to serve Pittsburgh, PA, Cincinnati, OH and Portsmouth, OH. Conrail has historically sold branch lines and required their shippers to pay high switching charges or combination rates via short lines in order to reach the inland river system. This will be a major improvement to the Agricultural community. We are very confident that the NS and CSX will be able to serve this need as well as former Conrail shippers.

I have had the opportunity during my career to work with several railroads and I place the Norfolk Southern at the top of the list in the areas of customer service, quality of equipment and efficiency. In essence, the Norfolk Southern has always made me feel like a customer and have never made me feel that I was a "captive" shipper. I have also had the opportunity to work with CSX during my career and find them to be aggressive in the markets they serve.

Please give your strongest consideration to approve the application of NS and CSX to acquire Conrail.

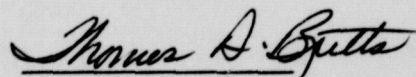
Sincerely,



Thomas D. Butts
Vice President

VERIFICATION

I Thomas D. Butts, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 12, 1997.


Thomas D. Butts

BULKMATIC

Quality Driven

Verified Statement of Bulkmatic Transport 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 Horst Gwinner, and I am the Global Bulk Logistics & Intermodal Director of Bulkmatic Transport Co., 2001 N. Cline Ave., Griffith, IN. 46319. I have been in Logistics / Transportation and Intermodal for 26 years and my present responsibility involves both domestic and international intermodal transportation of packed goods as well as in private owned bulk containers (liquid and dry - COFC & TOFC). I utilize the services of our own trucking operations on bulk shipments to and from all intermodal ramps, as well as the services of rail carriers, steamship lines, barges, outside carriers, etc.. Many of our international shipments require rail (Intermodal) transportation from / to many US inland points and to / from various US ports, mainly on the East Coast and our domestic intermodal shipments go throughout the United States via various railroads. Since most of our bulk shipments move in private owned equipment, which are AAR approved Dry Bulk Hopper Trailers and Containers, it is also a problem when we have to interline this equipment from one rail carrier to the next. The extra handling at some interline points results in many cases in delays and damages to our equipment, which certainly has a impact on our bottom line, as well as on the high quality service that our customers expect from us - on each and every shipment.

It is my understanding that NS and CSX intend to file an application to control Conrail, and to divide and operate its routes as part of their existing system and that the key element of NS plan is improved and expanded intermodal services. This extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to serve by 2 rail carriers will offer us the advantages of competitive service and pricing, as well as less handling of our private equipment (less damages).

For too long we were at the mercy of having only one rail carrier into and out of the Northeast and as is the case when only one company is able to operate in this particular market, service and the price is non-competitive. The shippers and their intermodal transportation providers should have more than one choice. We need a customer focused rail carrier, one that can bring value added services to us and our customers and the

Bulkmatic Transport Company - 2001 North Cline Avenue, Griffith, Indiana 46319
Phone (219) 972-7630 - Fax (219) 972-7655

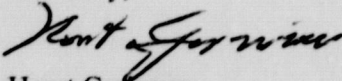
NS has always provided us with a safe service that was -second to none, competitive pricing, proper equipment handling and was always willing to go the " extra mile " in a pro-active way. The future rail carrier in the Northeast should not be just any rail carriers, it must be a rail carrier that is financially strong and of comparable size and scope, and willing to provide the kind of competitive service that we all expect.

In addition to the reasons stated above, my company embraces the extension of the NS service into the Northeast. NS safety record and its capital investments in its intermodal facilities and equipment are well known in the industry, as are its strong commitment to growth, service and " yes - we can " attitude.

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

I, Horst Gwinner, declare under penalty 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 22 May, 1997.

Sincerely,



Horst Gwinner
Global Bulk Logistics & Intermodal Director
Bulkmatic Transport Co.

(800) 538-5538
(714) 565-0155

Bullet
TRANSPORTATION SERVICES, INC.

FAX: (714) 565-0152
MC 242780

VERIFIED STATEMENT OF
CARY M VANETTES
On behalf of
BULLET TRANSPORTATION SERVICES, INC.
STB Finance Docket No. 33388

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

My name is Cary Vanettes and I am the Vice President of Bullet Transportation Services, Inc. My responsibilities include negotiating contracts, rates and specials with CSX and NS, and oversee all of the intermodal transportation. I have been in my current position since April, 1991, and have worked in the transportation industry for 29 years.

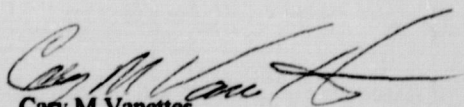
Bullet Transportation is an IMC and licensed transportation broker. We have grown from 2 employees in 1991 to 14. We have expanded from a six hundred square foot office to a 16,000 square foot office and warehouse. Bullet is also involved in logistics and international shipments, as we now have our NVOCC license. An efficient and cost competitive transportation infrastructure is essential to the success of our business. Bullet Transportation moves approximately 2000 load per year by rail to all points east. The joint acquisition of Conrail will be in BULLET TRANSPORTATION SERVICES, INC. best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal system.

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 more competitive rates and a more efficient system. We also feel that the joint acquisition will result in expanded markets for Bullet Transportation because the enhanced CSX system will allow us to serve our customers more efficiently.
2. We expect competitive and faster service to ports in New York and the New Jersey areas.
3. We are convinced that the joint acquisition will result in more intermodal service lane options which benefit all the shippers that rely on rail. This acquisition will ensure that rail service grows into the future.

In conclusion, we strongly support the application of Conrail, CSX and NS and request immediate approval by the Board. We feel this is the best way to improve service and promote the growth of intermodal transportation that will lead us into the future.

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


Cary M Vanettes
BULLET TRANSPORTATION
SERVICES, INC.

(800) 538-5538
(714) 565-0155

Bullet
TRANSPORTATION SERVICES, INC.

FAX: (714) 565-0152
MC 242780

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

VARIFIED STATEMENT OF
CARY M VANETTES
On behalf of
BULLET TRANSPORTATION SERVICES, INC.
STB Finance Docket No. 33388

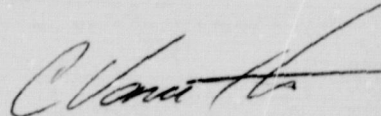
My name is Cary Vanettes and I am the Vice President of Bullet Transportation Services, Inc. My responsibilities include negotiating contracts, rates and specials with the various railroads. Also, I oversee all of the intermodal transportation and solve any of the problems that may occur by dealing directly with the railroads involved. I have been in my current position since April, 1991, and have worked in the transportation industry for 29 years.

Bullet Transportation is an IMC and licensed transportation broker. We have grown from 2 employees in 1991 to 14 employees. We have expanded from a six hundred square foot office to a 16,000 square foot office and warehouse. Bullet is also involved in logistics and international shipments, as we now have our NVOCC license. An efficient and cost competitive transportation infrastructure is essential to the success of our business. Bullet Transportation moves approximately 2000 rail trailers and stack containers per year by rail to all points east. The joint acquisition of Conrail will be in BULLET TRANSPORTATION SERVICES, INC. best interest since the enhanced NS system would be capable of providing a complete competitive intermodal system.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate routes as part of their existing systems. We feel this plan will improve and expand the intermodal and multimodal services. Extended NS intermodal service will improve our market area and will allow us to be more competitive, and service our customers that ship and receive product into and out of the Northeast more efficiently.

In conclusion, we strongly support the application of Conrail, CSX and NS and request immediate approval by the Board. We feel this is the best way to improve service and promote the growth of intermodal transportation that will lead us into the future.

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



Cary M Vanettes
BULLET TRANSPORTATION
SERVICES, INC.

Burgess Pigment

P.O. BOX 349,

VERIFIED STATEMENT OF

BURGESS PIGMENT COMPANY
SANDERSVILLE, GEORGIA

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

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

Dear Mr. Williams:

My name is Malcom S. Burgess, and I am President and Chairman of Burgess Pigment Company. As President and Chairman it is my duty to handle all operations of Burgess Pigment which includes all shipping matters.

Burgess Pigment Company produces hydrous and anhydrous aluminum silicate pigments, kaolin clays and markets domestically throughout the United States as well as exports to Europe. During 1996, we handled 195 rail shipments to Illinois and Oregon domestically and export containers through Ports of Charleston and Savannah.

Our operations in Sandersville, Georgia is located on the Sandersville Railroad. The Sandersville Railroad connects at Tennille, Georgia with the Norfolk Southern Railway. We depend on Norfolk Southern for rail equipment such as box cars and covered hopper cars.

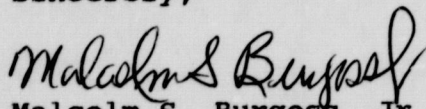
Page Two

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 Sandersville Railroad which only connects with Norfolk Southern, we welcome the benefit of increased market access to industries located on Conrail.

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

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

Sincerely,


Malcolm S. Burgess, Jr.
President & Chairman

I, Malcolm S. Burgess Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 19, 1997.

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 Jack Schaberg and I am the Mill Sales Manager of Burgin Lumber Company, Ltd. located on Old Lumpkin Road in Cuthbert, Georgia. My company has been in business for almost seventy years. I am responsible for sales and transportation. I am writing on my company's behalf to express our strong support for the application that CSX and NS have submitted to acquire Conrail. We respectfully request that the distinguished members of the Board approve the application at the earliest available opportunity.

Burgin Lumber Company, Ltd. Manufactures and markets Southern Yellow Pine. We ship about 10-12 railroad cars of lumber a year. Our rail carriers are CSX, NS and (for shortline service) GSWR. We also ship by truck.

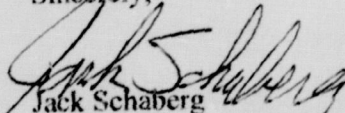
From my company's point of view, whether we ship by rail or truck depends to a great degree on the rates we are required to pay. The reason we favor the acquisition of Conrail by CSX and NS is because we believe that it is very likely to lead to more efficient service, more direct routes and shorter transit times -- all resulting in lower rates. This, in turn, will encourage us to turn to the railroads more often to meet our transportation needs.

For these reasons, we support the application to acquire Conrail, and urge the Surface Transportation Board to approve it quickly.

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

Executed this eighth day of May, 1997.

Sincerely,


Jack Schaberg

Manufacturers of Pine Lumber Since 1928

Drawer 60, Cuthbert, Georgia 31740
Phone: 912-732-2131 FAX: 912-732-2130

The BURKE-PARSONS-BOWLBY Corporation

3210 PARKERSBURG RD • REEDY, WEST VIRGINIA 25270 9723 • PHONE (304) 927 1250
FAX (304) 927 0220

PRESSURE TREATED
WOOD PRODUCTS

March 26, 1997

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

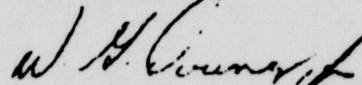
Dear Mr. Secretary:

The Burke-Parsons-Bowlby Corporation, Spencer Division, 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,



W. G. Downey, Jr.
Division Manager
Spencer Division

PLANT LOCATIONS SPENCER WV • GOSHEN VA • STANTON KY • DILLON PA

Equal Opportunity Employer



Burlington Industries, Inc.



Corporate Traffic
Box 691
Burlington, North Carolina 27216-0691

May 27, 1997

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

Dear Mr. Williams:

My name is James A. Sprague and I am Director of Corporate Traffic of Burlington Industries, Inc. I have held my present position for eight years. My duties include the direction of domestic and international traffic for Burlington Industries. This includes all modes of transportation.

Burlington Industries, Inc. is one of the largest and most diversified textile manufacturers in the world, and we move raw materials and finished textile products by rail, truck and other modes. Our plants are located mostly in the Southeast. During 1996 we shipped almost 1,000 carloads via Norfolk Southern.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail which we understand will be described in the joint application of CSX and Norfolk Southern to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. Customers who ship or receive products into and out of the Northeast have had the service of only one rail carrier. Rail carriers must be comparable in terms of their size, scope, and ability to provide a competitive service. Two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and competitive pricing. In addition, we are looking forward to experiencing the greatly expanded market reach which single line service by Norfolk Southern and CSX will offer.

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

I, James A. Sprague, declare under penalty 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,

James A. Sprague
Director of Corporate Traffic

/bc





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 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 suppliers 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.

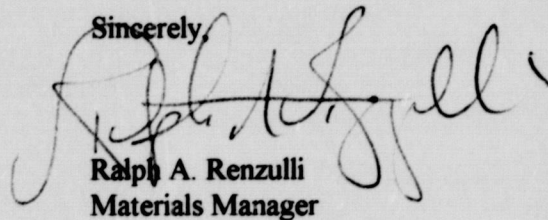
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers and receivers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead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

Vernon A. Williams
Secretary
Surface Transportation Board
April 28, 1997
Page 2

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

I, Ralph A. Renzulli, 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.

Sincerely,

A handwritten signature in dark ink, appearing to read "Ralph A. Renzulli", is written over the typed name and title.

Ralph A. Renzulli
Materials Manager

RAR/pml



BUTLER PAPER
RECYCLING
INC.

May 29, 1997

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

Dear Mr. Williams:

My name is Randy A. Ward and I am a Vice President of Marketing for Butler Paper Recycling Company at Suffolk, Virginia. I have held my present position for two and a half years. My duties include the buying and selling of scrap paper to paper mills east of the Mississippi River as well as developing new sources of scrap paper. I also oversee rail and truck shipments to mills when the material is sold on a delivered basis.

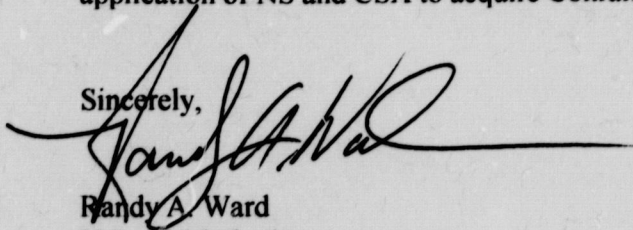
Butler Paper Recycling Co. is a packer and broker of waste paper. We ship domestically as well as export to overseas mills. We have four packing plants in operation. Our Norfolk, Va. and Greensboro, N.C. operations are served by the NS. We currently sell to paper mills located on the NS, CSX, and Conrail Lines.

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

During My Eighteen years in the traffic and paper field I have been very satisfied with the services of Norfolk Southern. I am confident that they would continue to provide good service on any Conrail lines which they may acquire.

For this and for balanced competition and increased rail competition, I support the application of NS and CSX to acquire Conrail.

Sincerely,

A handwritten signature in dark ink, appearing to read "Randy A. Ward", with a long horizontal flourish extending to the right.

Randy A. Ward
V.P. of Marketing
Butler Paper Recycling Co.

I, Randy A. Ward, declare under penalty 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.

VERIFIED STATEMENT OF
C & C SERVICES
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Tommy Carpenter, and I am President of C & C Services. 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 drayage of trailers and containers to and from the ramp at Inman Yard.

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.

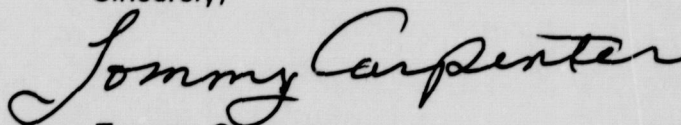
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

Tommy Carpenter
President
C & C Services

C & K TRUCKING INC.

C & K TRUCKING 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 Gerard W. McIntyre, and I am General Manager of C & K Trucking, Inc. at 6850 West 63rd Street. I have held my present position for six (6) years. My duties include total Financial and Operational responsibility for C & K Trucking, Inc..

C & K Trucking Inc.. is a motor carrier. We work with NS as the following locations: Chicago, IL. Calumet, IL. In addition, we work with all other railroads at Chicago ILL. and NY/N.J.

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 and rates.

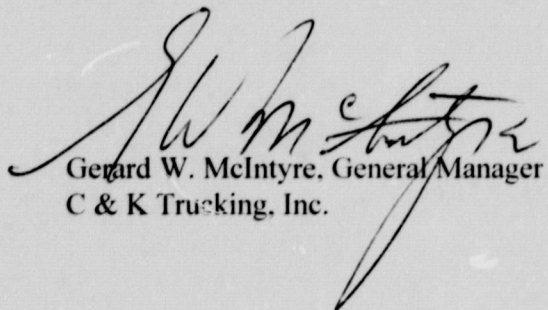
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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, Gerard W. McIntyre, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 15, 1997.

Sincerely,



Gerard W. McIntyre, General Manager
C & K Trucking, Inc.

Is

STB

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8/13

● C. & T. Refinery, Inc.

FAX # 704-525-4510
TELEPHONE: 704-523-0414

Refiners of VEGETABLE SHORTENINGS AND OILS

P.O. BOX 240457 CHARLOTTE, N.C. 28224

INCREASE COMPETITION IN THE NORTHEAST
VERIFIED STATEMENT OF SCOT JANSEN
C. & T. Refinery, Inc.
MAY 5, 1997

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

Dear Mr. Williams:

My name is Scot W. Jansen, and I am Corporate Traffic Manager of C. & T. Refinery, Inc. I have held my present position for nine years. I have traffic management oversight responsibilities for C & T Refinery, Charlotte, NC and C & T Quincy Foods(Limited Partnership), Quincy, IL. All the above facilities either ship or receive by rail. Any change in current rail ownership in the northeast will have an effect on all our companies competitive situation.

C. & T. Refinery, Inc., and C & T Quincy Foods are involved in the refining of soybean, cottonseed, corn, peanut, palm kernal and coconut oils. We ship both inbound crude oils and outbound refined oils by rail. This oil is shipped in privately owned or leased railcars.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail which we understand will be described in the joint application of CSX and Norfolk Southern to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities.

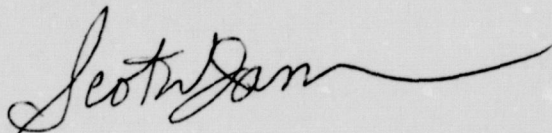
page 2

For too long, customers who 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 may suffer and the price is many times non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition in the past, 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 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 competitive pricing. 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 Norfolk Southern 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 Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

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

Sincerely

A handwritten signature in cursive script, appearing to read "Scot W. Jansen", with a long horizontal flourish extending to the right.

Scot W. Jansen
Corporate Traffic Manager
C. & T. Refinery, INC.

C. BROWN TRUCKING COMPANY

**4958 ATLANTA ROAD S.E.
SMYRNA, GEORGIA 30080**

PHONE (404)351-7058
FAX (404)351-6729

VERIFIED STATEMENT OF

C. BROWN 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 Robert Shepherd. I am operations manager for C. Brown Trucking Company at 4958 Atlanta Road S.E. Smyrna, Georgia. I have held my present position for 7 years. My duties include the management of day to day operations of intermodal transportation and support for my company.

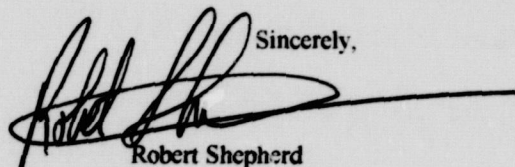
C. Brown Trucking Company is a drayage company providing shipper to rail and rail to consignee delivery and pickup service in the south and northeast area. We work with NS at the Atlanta, Georgia location. In addition, we work with other railroads in the south and northeast area.

Based upon our experience in providing the services described above and working with various railroads and other logistics providers, 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 cost is noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. 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. Our customers deserve a choice not a monopoly.

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

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

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

 Sincerely,
Robert Shepherd

Operations Manager
C. Brown Trucking Company, Inc.

C.C. TRANSPORT, INC.
2235 WEST 74TH STREET
CHICAGO, IL. 60636
(773) 778-9727
(773) 778-9747 (FAX)

C.C. TRANSPORT, 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 Juanita Campagna, and I am General Manager of C.C. Transport, Inc. at 2235 West 74th Street. I have held my present position for six (6) years. My duties include total Financial and Operational responsibility for C.C. Transport, Inc..

C.C. Transport Inc.. is a motor carrier. We work with NS as the following locations: Chicago, IL. Calumet, IL. In addition, we work with all other railroads at Chicago ILL. and NY/N.J.

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 and rates.

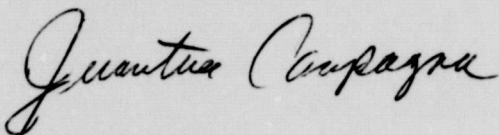
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal 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, Juanita Campagna, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 15, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Juanita Campagna".

Juanita Campagna, General Manager
C.C. Transport, Inc.

is

ESTABLISHED 1887

THE C.F. SAUER COMPANY

HIGHEST AMERICAN AND
EUROPEAN AWARDS
CABLE ADDRESS "SAUER RICHMOND"

IMPORTERS OF VANILLA BEANS
ETC MFRS OF SPECIAL BRANDS
EXTRACTS & DRUGS

DUKE'S MAYONNAISE PRODUCTS

SAUER'S SPICES



2000 WEST BROAD STREET
RICHMOND, VIRGINIA 23220
(804) 359.5786

INCREASE COMPETITION IN THE NORTHEAST
VERIFIED STATEMENT OF SCOT JANSEN
THE C.F. SAUER COMPANY
MAY 5, 1997

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

Dear Mr. Williams:

My name is Scot W. Jansen, and I am Corporate Traffic Manager of The C. F. Sauer Company. I have held my present position for nine years. I have traffic management oversight responsibilities for The C. F. Sauer Companies subsidiaries which include, Dean Foods, Richmond, VA, The C. F. Sauer Company, Mauldin, SC, C & T Refinery, Charlotte, NC and C & T Quincy Foods(Limited Partnership), Quincy, IL. All the above facilities either ship or receive by rail. Any change in current rail ownership in the northeast will have an effect on all our companies competitive situation.

The C. F. Sauer Co. is a private company established in 1887 involved in production of spices, vegetable oils, margarine, mayonnaise and salad dressing.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail which we understand will be described in the joint application of CSX and Norfolk Southern to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities.

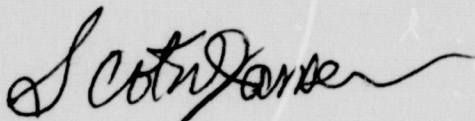
page 2

For too long, customers who 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 may suffer and the price is many times non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition in the past, 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 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 competitive pricing. 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 Norfolk Southern 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 Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

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

Sincerely



Scot W. Jansen
Corporate Traffic Manager
The C. F. Sauer Company

C. I. International, Inc.
425 East 72nd Street - 6th
New York, NY 10021

Catherine A. Cole
President
Joseph F. Sapientza
Director

Telephone 212-734-1699
Fax 212-734-3726

May 20, 1997

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

Dear Mr. Williams,

I hold the title of President and Chief Executive Officer of C. I. International, Inc. since April 1981. Our Company serves the international as well as the domestic trade and transportation community within the area of logistics management.

We are intimately familiar with the Northeast corridor formally served by Conrail on an all but exclusive basis, as we maintain warehouse and receivers facilities at Port Newark/Port Elizabeth, New Jersey; Jersey City and Harrison, New Jersey; Northvale and Camden, New Jersey; Philadelphia and Chester, Pa. as Conrail served locations.

We support the approval of the transaction by which CSXT and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail in such a way as to introduce competition into the corridors. In our opinion there is a distinct need for two competing railroads in the Northeast which own their own track and facilities. The service of only one carrier in this market in the past has been reflected in poor service and non competitive pricing.

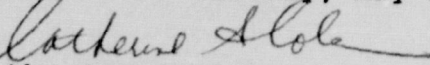
We look forward to the service of two carriers in the nearest future and expect that our client base will greatly benefit from not only competition but by increased market penetration within these most important trade lanes.

In summary we support the joint application of CSXT and Norfolk Southern to acquire Conrail and urge its approval.

Page Two
V. A. Williams
May 20, 1997

I, Catherine A. Cole, 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 Tuesday, May 20, 1997.


Catherine A. Cole
President
C. I. International, Inc.
New York

cc: G. Boyd, Norfolk Southern Railway

CAC/lq



May 15, 1997

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

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

Dear Secretary Williams:

I am Trae McElheny, and I am the Plant Manager for C.M. Tucker Lumber Company located at Highways 158 and 185 in Middleburg, North Carolina, 27556. We manufacture treated lumber, and we are a relatively new company having opened our doors only six years ago.

Tucker Lumber is a strong supporter of the Conrail acquisition plan proposed by Norfolk Southern and CSX, and we ask that the Surface Transportation Board take immediate action to move it forward.

We are keenly interested in the outcome because we ship untreated and treated lumber on both CSX and Norfolk Southern. Annually, this amounts to approximately 320 cars, but we also use other forms of transportation to move our goods as well.

This merger is attractive for many reasons not the least of which is the fact that our ability to reach new markets will expand not just regionally but nationally and even internationally. As a young company, growth is our constant concern and focus. CSX and Norfolk Southern offer more than just rail service.

P.O. BOX 99 HIGHWAY 158 EAST,
MIDDLEBURG, NC 27556
PHONE: 919-438-2238
FAX: 919-438-2320

They offer a nation-wide intermodel network, international container shipping, the biggest inland barge service as well as warehousing and logistics services. They also provide economic development services to their customers, and work with local governments to promote economic growth. That means business too.

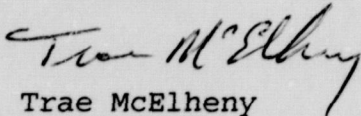
To give us the ability to compete in these potential new markets, the plan streamlines service -- cutting transportation time, reducing switch-over time and lowering costs. Single-line service will be a tremendous help in terms of everything from saving time to cutting down on administrative headaches.

Other than trucking interests which have been so dominant in this area, it is difficult to see why anyone would oppose this plan. It wasn't easy to negotiate but the outcome is fair to everyone.

Please vote yes to this plan. It is in the public interest.

I, Trae McElheny, declare under penalty 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,



Trae McElheny
Plant Manager



C.R. MULLIS OIL & HEATING COMPANY, Inc.

VERIFIED STATEMENT OF
MULLIS OIL 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 Stefan Wisnoski and I am General Manager for Mullis Oil Company, located at 618 Belmont Ave., Charlotte, N.C. 28206. Mullis Oil Company is a fuel and lubricants supplier for Norfolk Southern Railway at Charlotte, NC.

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

AN INDEPENDENT FRANCHISEE OF

**PACIFIC
PRIDE**

THE COMMERCIAL FUELING SYSTEM

KEROSENE • FUEL OIL • GASOLINE • MOTOR OILS

Toll Free 800-227-3562 SINCE 1947 Fax 704-377-6528

CHARLOTTE DIVISION
Mullis Oil Co.
618 Belmont Avenue
P.O. Box 9037
Charlotte, NC 28299
704/376-1551

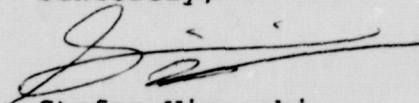
MATTHEWS DIVISION
Matthews Oil Co.
3474 Gribble Rd.
P.O. Box 416
Matthews, NC 28105
704/821-8639

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

I, Stefan Wisnoski, declare under penalty 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,



Stefan Wisnoski
Mullis Oil Company
618 Belmont Ave.
Charlotte, NC 28206



VERIFIED STATEMENT OF

C. VAN BOXELL TRANSPORTATION, 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 Kevin Van Boxell, and I am Vice President of C. Van Boxell Transportation, Inc located in Detroit, Michigan. I have held my present position for 21 years. My duties include safety, dispatch, and the general operation of our corporation.

C. Van Boxell Transportation is an intermodal motor carrier. We work with NS at the CP Intermodal yard in Detroit. We have the ability to handle movements, specifically bulk container movements within the US and Canada.

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

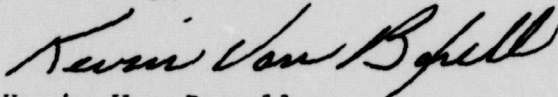
C. Van Boxell
TRANSPORTATION
INC.

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, Kevin Van Boxell, declare under penalty 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,



Kevin Van Boxell
Vice President
C. Van Boxell Transportation, Inc.



DEDICATED SERVICE

5/16/97

VERIFIED STATEMENT OF

Richard L. Toweson

on behalf of

C.W.S. Dedicated Service Inc

STB Finance Docket No. 33388

I write 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 because an efficient and cost competitive transportation infrastructure is essential to the success of our business.

I am Vice President of C.W.S. Dedicated Service Inc., and have held that position for the past 5 years. Working out of our East Chicago IN facility I am responsible for the annual movement of approximately 10,000 carloads of steel by intermodal (rail and truck) transport.

C.W.S. is a bulk metals shipper with facilities throughout the country, and primary hubs in Atlanta GA, Baltimore MD, East Chicago IN, St. Louis MO. Our terminals are served by BNSF, CSX, CR, FEC, IC, NS, SP, UP. We ship and receive bulk metals in intermodal containers to many customers in all parts of the United States.

The joint acquisition of Conrail would be in C.W.S. best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies. Additionally, we strongly urge the Board to approve this application because:

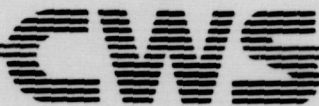
- 1) We believe that the joint acquisition of Conrail will produce better service and more competitive rates.
- 2) We expect that the joint acquisition will enable C.W.S. to expand our markets into areas we have heretofore been unable to reach, and increased competitive access to ports in the New York and New Jersey areas.
- 3) We believe that the joint acquisition of Conrail will result in more intermodal service lane options which in turn will benefit our customers. An enhanced CSX system should achieve greater operational and terminal efficiencies, and ensure that rail service grows into the future.

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

VERIFICATION

I, Richard L. Toweson declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 16th day of May, 1997.

Richard L. Toweson
C.W.S. Dedicated Service Inc.



Specialists in handling and shipping steel.

16 May 1997

The Honorable Vernon A. Williams
Surface Transportation Board
Attn: STB Finance Docket No. 33388
1201 Constitution Avenue NW
Washington DC 20423-0001

VERIFIED STATEMENT OF

George A. Klein
on behalf of
CWS Inc.

STB Finance Docket No. 33388

I am the President of CWS Inc., and have held that position for the past 8 years. I am responsible for the annual movement of approximately 10,000 carloads of steel by intermodal (rail and truck) transport.

CWS is a bulk metals shipper with facilities throughout the United States, and primary hubs in Atlanta GA, Baltimore MD, Hammond IN, St. Louis MO. Our terminals are served by Norfolk Southern, Conrail, CSX, Southern Pacific, SantaFe, Union Pacific, Illinois Central, Burlington Northern, Florida East Coast. We ship and receive bulk metals in intermodal containers to many customers in all parts of the country.

We understand that CSX and NS intend to file an application to control Conrail by dividing and operating CR routes as part of existing CSX and NS systems. We further 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 customers' transportation needs throughout the territory now served by Conrail.

Opening Conrail markets to service by two rail providers of comparable size and scope, each with its own tracks and terminals could offer CWS the advantages of competitive service and rates without fragmenting the market and hurting service. For too long customers moving product in and out of the Northeast have had the service of only one rail carrier, and been captive to non-competitive pricing and service. Though there may have been an historical reason for shielding this region's railroading from competition, we think that it's time for customers to enjoy the immediate benefits that more than one rail carrier owning its own facilities will provide.

Finally, CWS would welcome the extension of NS service into the Northeast. NS's capital investment in intermodal facilities and service are well known both to us and in the industry, and our customers appreciate NS commitments to safety, service, and growth. In summary, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

VERIFICATION

I, George A. Klein declare under penalty 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,
CWS Inc.

George A. Klein
President



May 1, 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:

My name is Philip J. Scanlan, and I am employed as the Traffic Manager for C-E Minerals. My business address is 901 E. 8th Avenue, King of Prussia, PA 19406. I have been employed by C-E Minerals for over twenty-one (21) years, all of which have been spent in the traffic and transportation field. I have occupied my current position for ten (10) years. In my present position, I have the responsibility for determining the company's rail shipping requirements and other matters involving rates, routes and transportation services for the company.

C-E Minerals is a supplier of refractory materials. We operate facilities in the following locations: Andersonville, GA: mullite plant and metakaolin plant; Greeneville, TN: silica sand plant; Baton Rouge, LA: tabular and calcined alumina plant. The plants in Andersonville, GA and Greeneville, TN are served by Norfolk Southern.

I am authorized to submit this statement on behalf of C-E Minerals in support of the transaction which will allow Norfolk Southern and CSX to acquire Conrail and subsequently divide its assets.

C-E Minerals ships about 700,000 tons of freight annually via rail, both inbound and outbound, to our plant facilities. Overall, about 85 % of our freight movements are via rail. While most of our rail movements are in cars, we also avail ourselves of other types of rail services, such as Piggyback, Triple Crown RoadRailer, and rail-truck bulk transfer.

C-E Minerals relies heavily on the NS to satisfy our transportation needs. We have a vital interest in a healthy, strong and competitive NS, and believe that this proposed merger will help ensure this. Since two of our facilities are located on NS, we would welcome the benefits of expanded single-line rail market access. This pro-competitive merger will also break up the longstanding domination of the eastern rail markets by one carrier.

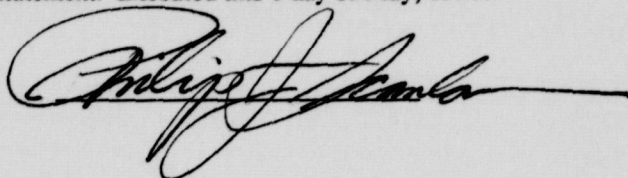
C-E Minerals relies heavily on the NS to satisfy our transportation needs. We have a vital interest in a healthy, strong and competitive NS, and believe that this proposed merger will help ensure this. Since two of our facilities are located on NS, we would welcome the benefits of expanded single-line rail market access. This pro-competitive merger will also break up the longstanding domination of the eastern rail markets by one carrier.

Over the years, NS has proven itself to be a more than capable and reliable service-oriented carrier. Based on its past performance, C-E Minerals believes the NS will continue to provide this kind of service after acquiring its portions of CR.

For the reasons stated above, I support the application of NS and CSX to acquire CR.

VERIFICATION

I, Philip J. Scanlan, declare under penalty 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 1 day of May, 1997.

A handwritten signature in cursive script, appearing to read "Philip J. Scanlan", written in dark ink.

CABOT

May 6, 1997

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

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

Dear Mr. Williams:

My name is Arthur T. Smith and I am Manager, Transportation of Cabot Corporation North American Carbon Black Division, Atlanta, GA. My duties include purchasing rail transportation.

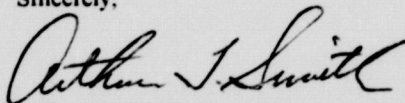
Cabot Corporation produces/sells carbon black and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations. We ship in excess of 5,000 carloads annually from five plants in North America via all major railroads including NS, CSX, and Conrail.

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

TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE JOINT APPLICATION OF NS AND CSX TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB. We also feel it is in everyone's interest that this approval be granted in an expeditious manner as it will improve and enhance our rail system in the U. S.

I, Arthur T. Smith, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 6, 1997.

Sincerely,



Arthur T. Smith
Manager, Transportation
Cabot Corporation

cc:
Mr. Rick Lentz-Norfolk Southern
Ms. Denis Richardson-CSXT

Cabot Corporation
North American Carbon Black Division
6600 Peachtree Dunwoody Road
300 Embassy Row, Suite 500
Atlanta, Georgia 30328
(770) 394-3296



Cagle's Farms, Inc.

U.S. Highway 41, South, P.O. Box 38, Dalton, Georgia 30722-0038, Telephone 706-278-2372

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

VERIFIED STATEMENT OF: Lamar Nance
Cagle's Farms, Inc.
P. O. Box 38
Dalton, GA. 30722-0038

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

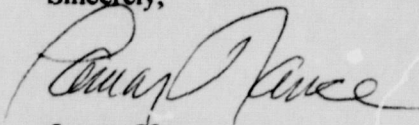
My name is Lamar Nance. I am the Feed Ingredient Buyer for Cagle's Farms, Inc. I have been employed by Cagle's for over 21 years. I have been buying feed ingredients for the past 12 years. My duties include buying, arranging transportation for, and scheduling all feed ingredients for all of our feed mills. I also handle contract/rate negotiations and communications with our rail carriers.

Cagle's, Inc. is an integrated broiler production company. We have feed milling facilities at Dalton, GA., Forsyth, GA., and Camilla, GA. The Dalton and Forsyth mills are served directly by the Norfolk Southern. Our Camilla mill is located on the AGLF which connects with Norfolk Southern at Albany, GA. and CSXT at Thomasville, GA. We originate 50 car corn trains at numerous elevators in TN., KY., IN., IL., OH., and IA. and ship them to our mills in GA. Most of these origin elevators are located directly on the Norfolk Southern. Some are on other railroads that connect with the Norfolk Southern for the line haul. We also ship soybean meal by rail from various processors in GA., IN., IL., OH., and IA. All of these processors ship via Norfolk Southern direct. In 1996, we received over 8,200 covered hopper cars containing corn or soybean meal from the origins mentioned above into our three feed mills. We anticipate that volume to increase in 1997.

corn and possibly soybean meal. It should benefit elevators located on the Conrail by allowing them to be more competitive at shipping grain into the southeastern states. Expanding the single line transportation system should be a winning combination for shippers and receivers.

Norfolk Southern has been our primary rail carrier since our first feed mill was built. Over those many years, we have been satisfied with their service and business relationship in general. We are confident that they will provide good service on all Conrail lines that they acquire.

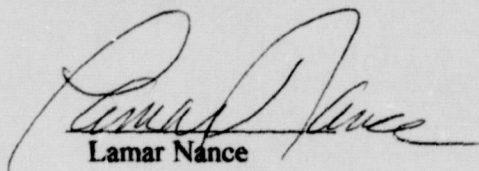
Sincerely,



Lamar Nance
Ingredient Buyer

VERIFICATION

I, Lamar Nance, declare under penalty 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.



Lamar Nance

4/ 4/21

**Cahokia MARINE SERVICE**

1441 Hampton Avenue • P.O. Box 39904 • St. Louis, MO 63139

FAX TRANSMISSION

CSXFFI

CSX
TRANSPORTATIONTO Ken Mitkowski

COMPANY _____

VERIFY (Y/N)

PHONE # _____

FAX # _____

FROM Anthony McIntosh# PAGES 2

PHONE # _____

FAX # _____

March 19, 1997

Mr. Vernon A. Williams

Secretary

Surface Transportation Board

12th & Construction Avenue, N. W.

Washington, D.C. 20423

RE: Acquisition of Conrail by CSX and NS

Dear Secretary Williams:

My name is John C. Brereton, Vice President - Marketing, Cahokia Marine Service in St. Louis, Missouri. My office address is 1441 Hampton Avenue, St. Louis, Missouri 63139. In my position, I am responsible for coordinating the transportation strategy for commodities such as: coal, coke, fertilizers, chemicals, petroleum, etc., moving through our bulk terminal located in Sauget, Illinois. I have been in my current position since 1987, and have worked in the logistics field for 39 years. I am writing to offer my company's strong support for the acquisition of Conrail by CSX and NS and to urge the Board approve it promptly.

Cahokia Marine Service is a Multi-Modal Distribution Terminal located at milepoint 178.2L on the Upper Mississippi River, that handles the movement and transfer of products such as coal, coke, fertilizers, chemicals, petroleum and various liquids between rail and barge and tank storage. In 1996, Cahokia Marine Service moved in excess of 1,000 carloads of coal via CSXT from Solar Sources, Wheatland, Indiana through our bulk terminal destined to Union Electric, Meramec, MO and Illinois Power, Wood River, IL [Transfer - Rail Direct to Barge]. We anticipate handling approximately one-half million (500,000) tons of coal for these facilities during 1997. This market is still in the developmental stages and we anticipate ever increasing tonnage in the years ahead.

Cahokia Marine Service believes that the proposed acquisition of Conrail by CSX and NS would be in our best interests, as well as in the interest of our customers. This merger will provide Cahokia Marine Service with a broader market reach with enhanced single line service and billing, and a greater equipment pool from which to draw. My experience has been that single line service is faster, more reliable, and allows for better shipment tracking and other customer service functions than joint carrier moves can provide. Each of these benefits will accrue not only to Cahokia Marine Service, but to the shipping public in general.

CSX.DOC

Phone: St. Louis, Missouri 314-647-7529 • Sauget, Illinois 618-274-2405

461

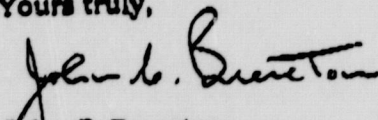
Mr. Vernon A. Williams
March 19, 1997
Page 2

Cahokia Marine Service is well aware that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets especially in the East. Through the acquisition of Conrail by CSX and NS, we will be able to achieve greater efficiency, it will return more freight traffic to the rails promoting more long term capital investment and ensuring that rail service will grow into the future. These developments are, and should be, important to all rail shippers.

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

I, John C. Brereton, declare under penalty 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 March, 1997.

Yours truly,


John C. Brereton
Vice President - Marketing

cc: Mr. Dan J. Marquitz
American Commercial Barge Line Company
P.O. Box 810
Jeffersonville, IN 47130

Mr. John Q. Anderson
CSX Corporation
500 Water Street
J825 Jacksonville, FL 32202

Mr. Anthony Q. McIntosh
CSX Corporation
2021 Spring Road - Suite 475
Oakbrook, IL 60521



May 22, 1997

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

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

Dear Mr. Williams,

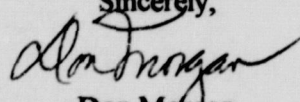
VERIFIED STATEMENT OF CAL-MAINE FOOD, INC.

My name is Don Morgan, and I am Accounting Manager of Cal-Maine Foods. My duties include responsibility for rail transportation, and Accounting.

Cal-Maine Foods is an egg producer. We have facilities located at Shady Dale, Georgia. These facilities are presently served by Norfolk Southern. We receive corn, soybean meal and other ingredients from the Midwest for the manufacture of feed for our chickens. During 1996 we received in excess of 450 covered hopper loads of these ingredients.

We support the joint acquisition of Conrail by CSX and Norfolk Southern and request that the Surface Transportation Board give this matter expedited handling. We feel this acquisition will benefit Cal-Maine Foods by giving us single line access to additional ingredients suppliers.

I, Don Morgan, declare under penalty 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,

Don Morgan

bcc: Jill Ruykhaver

**Calcium
Silicates
Corporation**



P.O. Box 2058 • Columbia, TN 38402-2058 • 615-381-1859 • Fax 615-380-1364

May 12, 1997

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

Re: CSX Corporation and Norfolk Southern
Application to Control and Operate Lines of Consolidated Rail Corporation

Dear Secretary Williams:

My name is Don Beatty. I am the Vice President of Calcium Silicate Corporation at P.O. Box 2058, Columbia, Tennessee 38402-2058. I am responsible for coordinating the outbound transportation of our material to our Terminal in Lake Harbor, Florida. I am writing to offer my company's strong support of the CSX and Norfolk Southern application to acquire Conrail and to urge the Board's prompt approval.

Calcium Silicate Corporation processes calcium silicate fines which are used as a soil amendment to silica deficient soils, primarily the sugar cane and rice fields in central Florida. At this time, most of our material is shipped out by rail at a current rate of approximately 80,000 tons annually.

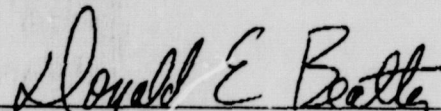
CSC believes that the proposed acquisition of Conrail would be in our best interests, as well as in the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

- ▶ We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates.
- ▶ We also expect that the increased number of destinations able to be reached in single-line service, we are more likely to be able to move outbound material by rail than we can today, to more distant markets.
- ▶ We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of the shippers who rely on rail.

In conclusion, CSC supports the application to acquire Conrail and requests that the Board move as quickly as possible to assure approval. We feel this is the best way to improve service, increase efficiency and promote the growth of rail traffic in the East.

I, Donald E. Beatty, declare under penalty 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 12 day of May, 1997.


Donald E. Beatty, Vice President
Calcium Silicate Corporation, Inc

DEB:gbl

CALI CHEMICAL CORP.

May 14, 1997

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

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

Dear Secretary Williams:

My name is Cappey Waters. I am Operations Manager with Cali Inc., a chemical manufacturing company in Norwalk, Connecticut, and I am writing to register my support for the sale of Conrail to CSX and Norfolk Southern.

In my position I have daily opportunities to see how reliable, affordable transport costs affect our company's bottom line. As I see it, CSX and Norfolk Southern's purchase of Conrail would bring the following benefits:

Direct routes. For as long as I can remember, shipping south by rail has always meant delays at the Conrail bottleneck moving through the New York/New Jersey area. The sale of Conrail to NS and CSX will result in a huge increase in single-line service, without compromising competition. That will take away one source of real headaches for Cali and our customers.

Less regulatory reporting hassle. In the chemical business, regulatory reporting takes on an added challenge whenever products are rolling along the rails. Fewer interchanges and overnights on the sidings are good news from a regulatory point of view, and will contribute to even safer shipping practices in the future.

Lower costs. With more direct routes and fewer interchanges, we should see shipping costs drop. Add to that the competition between truck transport and CSX and NS's restructured rail systems, and the Conrail sale could well be the beginning of a far more cost-efficient transportation system up and down the East Coast.

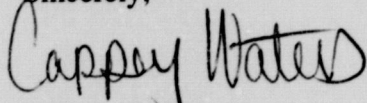
On behalf of Cali, I would like to thank the Surface Transportation Board for this opportunity to comment on the Conrail sale, and to urge the Board to approve the transaction as promptly as possible.

**4 COLONY STREET
NORWALK, CONNECTICUT 06820
TELEPHONE: (203) 857-0030
FAX: (203) 857-0038**

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

Executed this 14th day of May, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Cappey Waters". The signature is written in dark ink and is positioned above the printed name.

Cappey Waters

Knoxville



Tennessee

2741 Mynderse Avenue ▪ P.O. Box 4130 ▪ 37921-0001
(423) 523-0424 ▪ Fax (423) 523-0633

May 20, 1997

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

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

Dear Mr. Williams:

My name is Doyle Holbert and I am Vice President of Callaway Building Products, Inc. located in Knoxville, TN. Our company manufactures and sells reinforcing steel and concrete products. We are located on Norfolk Southern in Knoxville and are supportive of their and CSX' proposed purchase and division of Conrail.

We would like to see a more balanced, competitive rail system in the northeast. Conrail currently has a rail monopoly in several of the more populated northeastern markets and the proposal by CSX and NS will offer competition by two major carriers in these areas. We favor balance competition and feel approval of the purchase of Conrail by NS and CSX will offer a greatly improved rail system that will stimulate trade between the northeast and the south.

Sincerely,

A handwritten signature in cursive script that reads "Doyle O. Holbert".

Doyle O. Holbert
Vice President

VERIFICATION

I, Doyle Holbert, declare under penalty 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.

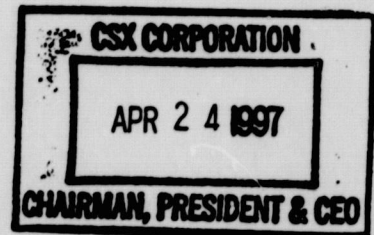
A handwritten signature in cursive script that reads "Doyle O. Holbert".
Doyle O. Holbert

THE CALUMITE COMPANY

Suppliers of Industrial Materials

BOCA RATON, FLORIDA

April 21, 1997



Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33220
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Support for the joint acquisition of Conrail by CSX Transportation and Norfolk Southern

Dear Secretary Williams:

My name is R. W. Hopkins II. I am president of The Calumite Company, Boca Raton, Florida. My office address is P. O. Box 810006, Boca Raton, FL 33481-0006. I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX transportation and Norfolk Southern and to urge the Board to promptly approve it.

The Calumite Company is a manufacturer and distributor of products used in the glass making industries. We ship bulk products which rely heavily on rail transportation. Calumite has three production facilities in the USA located in Burns Harbor, IN; Middletown, OH and Weirton, WV. We ship our products nationally, consigning approximately 2,000 rail cars per year.

The Calumite Company believes the proposed acquisition of Conrail by CSX and Norfolk Southern would be in our best interest as well as our customers' interests. We strongly urge the Board to approve their acquisition application for the following reasons:

1. The proposed systems will provide more single line routes. This should reduce transit times and offer lower costs. We hope this will translate into better equipment availability and lower freight rates. This would allow Calumite to become more competitive in our markets and extend our reach into new markets.
2. We believe the proposed systems after the acquisition will enable the railroads to better compete with trucks for market share. Living in Boca Raton, which has such dense truck traffic along Interstate 95 and high road construction and maintenance costs, it is easy to see that it would be in the public interest for the railroads to gain more of the truck freight market.

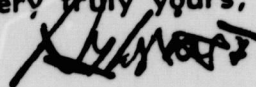


Vernon A. Williams, Secretary
April 21, 1997
Page Two of Two

In conclusion, The Calumite Company supports the application of CSX and Norfolk Southern to jointly acquire Conrail and request that the Board approve their plan.

I, R. W. Hopkins II, declare under penalty 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 April, 1997.

Very truly yours,



R. W. Hopkins II

RWH/any

BC: Bill Wittekind, CSX Transportation (904) 279-6368
John W. Snow, Chairman CSX Corp.
500 Water Street (J825)
Jacksonville, FL 32202



THE CALUMITE COMPANY

Suppliers of Industrial Materials

BOCA RATON, FLORIDA

May 13, 1997

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

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

VERIFIED STATEMENT OF DAVID D. MYERS THE CALUMITE COMPANY

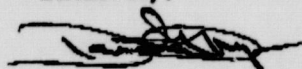
My name is David D. Myers and I am Vice President/Technical Director of The Calumite Company. I have held my present position for 20+ years. My duties include the scheduling of shipments of Calumite slag via rail cars to our numerous glass manufacturing customers.

Calumite is a manufacturer of Calumite slag and we have facilities located at Burns Harbor, Indiana; Middletown, Ohio and Weirton, West Virginia. These facilities are currently served by CSXT, NS and CR and we ship approximately 2,000 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. With a better balance of rail competition, we believe that we will be able to improve the service on our products to all of our customers.

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

Sincerely,



David D. Myers

DDM/any



P. O. BOX 510006 • BOCA RATON, FLORIDA 33481 • (561) 994-4500

VERIFIED STATEMENT
on behalf of
Cambridge Iron & Metal Company, Inc.
Finance Docket No. 33388

My name is Tammy L. Welsh. I am the Traffic Manager for Cambridge Iron & Metal Company, Inc. My business address is 901 S. Kresson St., Baltimore, MD 21224. As Traffic Manager, my responsibilities include planning for rail service, negotiation of rail contracts, rail property equipment leases, and arranging for carload and container on flat car shipments. I have worked in the transportation field for 6 years.

Cambridge Iron & Metal Company, Inc., operates one facility at the following location: 901 S. Kresson Street, Baltimore, MD 21224. We process scrap metal at this location. In 1996, we shipped 46,000 gross tons of this product by rail. We ship to numerous points in the U.S.

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 the portion of Conrail which serves our facility, we will continue to enjoy competitive rail service at this location.

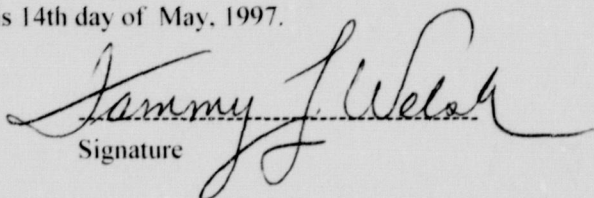
Competitive rail service is important for Cambridge Iron & Metal Company, Inc.. There is a distinct need for balanced rail competition in the East. Cambridge Iron & Metal Company, Inc., must compete on a global basis. Both our domestic and international competitors look for cost savings whenever possible. Because transportation expenses are a major product cost item for Cambridge Iron & Metal Company, Inc., 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 systems synergies are highest when there are two carriers of comparable size and scope. From what I understand of the competitive situation, this has worked well in the Southwest where NS and CSX compete directly. Motor carrier service is not an economically viable alternative for shipping our product.

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

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

I, Tammy L. Welsh, declare under penalty 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.


Signature

Cameron Brokerage Company

6813 Fairview Road
Charlotte, NC 28210

May 26, 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:

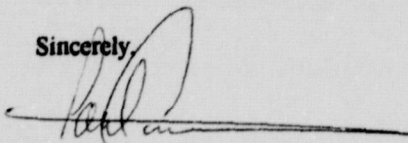
My name is Paul Cameron and I am President of Cameron Brokerage Co., Charlotte, North Carolina. Cameron Brokerage Co., which began operations in 1965, is involved in negotiating grain sales between country and terminal elevators on the one hand and processors and feeders on the other. As commission merchants we are also involved in rates, routes and logistics in the transportation of grain from origin to destination. We are in contact daily with both the CSX Transportation Co. and the Norfolk Southern Railway Co. as well as many rail receivers of corn, wheat and soybeans located primarily in the South Atlantic States.

Based on our long involvement in the movement of grain from the midwest to the southeast, we are in favor of the proposed division of the Conrail RR. between CSXT and NS. Creation of two railroads where there were three will result in more origination points for our processors while increasing the size of the markets that country and terminal elevators will be able to reach. In addition to increased supplies, service and rates will be subject to equal competition between relatively same sized railroads.

We urge the Surface Transportation Board to approve, as expeditiously as possible, the joint application of CSXT and NS to acquire CR.

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

Sincerely,



Paul Cameron
President
Cameron Brokerage Co.



CAMP CHEMICAL CORPORATION

Telephone 910-597-2214
WATS 1-800-682-3165

P.O. Box 521
Roxboro, N.C. 27573
FAX 910-597-2877

Mr. Vernon Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1295 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 CAMP CHEMICAL CORPORATION

My name is Thomas R. Gilliam, and I am president of Camp Chemical Corporation. I have held my present position for 34 years. My duties include overseeing the purchases of materials for the fertilizer plant and the feed plant and the overall sales of the company.

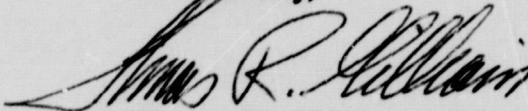
Camp Chemical manufactures fertilizer at one plant in Roxboro, NC and we manufacture feed at our plant in South Boston, VA. Both of our facilities are on the NS and we receive the majority of our ingredients for each plant by rail.

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, Thomas R. Gilliam, 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 28th, 1997.

Sincerely,



Thomas R. Gilliam

TRG:ljw

CAMP TRANSPORTATION Inc. JACKSONVILLE, FL.

P.O. Box 6722

Jacksonville, FL 32236

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

Dear Mr. Williams;

My name is Richard E. Camp, and I am President of Camp Transportation, 6200 Soutel Drive, Jacksonville, Florida 32219. I have held my present position for 13 years. My duties include salesman and owner.

Camp Transportation is a motor carrier involved with transporting equipment to destinations as assigned. We work with NS as the following locations: Jacksonville, Florida. In addition, we work with CSX at Jacksonville, Florida.

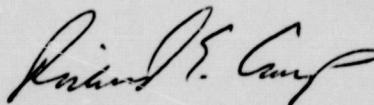
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, 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 market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

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

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

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

Sincerely,



Richard E. Camp
President
Camp Transportation



**VERIFIED STATEMENT OF
MARK A. MARTIN
on behalf of
Camway Transportation Corporation
STB Finance Docket No. 33388**

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

Background:

I am Mark Martin, President of Camway Transportation Corporation. Camway Transportation is located in Toledo, Ohio. I am responsible for overseeing the logistical needs of our vast customer base. My day to day duties include constant monitoring of all transportation modes both domestically and internationally with services extending to both rail and direct truck.

Camway Transportation is an Intermodal Marketing Company and Truckload Freight Broker, with logistical functions being performed via all modes of transportation.

An effective and cost competitive transportation infrastructure is essential to the success of our business. Camway Transportation moves approximately 3000 loads annually by rail via numerous rail services. The joint acquisition of Conrail will be in Camway Transportation's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

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

1. I believe that the joint acquisition of Conrail will produce better service and more competitive rates. I expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. I also anticipate that the joint acquisition will result in expanded markets with an increased number of destination and origins available. This benefit is important to Camway Transportation because the enhanced CSX system will allow us more flexibility to expand our ability to fulfill the needs of our various shippers.

Page 2
May 20, 1997

3. I expect, and must continuously seek out, increased competitive access to ports in the New York and New Jersey areas.

4. I am convinced that the joint acquisition of Conrail will result in more intermodal service lanes 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 investments and ensure that rail service grows into the future. The developments are critically important to all freight shippers.

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

I, Mark Martin, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file the verified statement. Executed this 20th day of May, 1997.



Mark A. Martin

President, Camway Transportation Corporation



May 21, 1997

**VERIFIED STATEMENT OF
CANADA'S BEST CARRIERS INC.
FINANCE DOCKET # 33388**

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

Dear Mr. Williams:

In my capacity of President of Canada's Best Carriers Inc., a position which I have held for one year, being responsible for Corporate policy, marketing, planning and corporate direction, I write to you concerning the above stated finance docket. Throughout my working career, over 25 years, I have been involved in sales and operations of rail intermodal products. In fact, I was an employee to Conrail's precursor, Penn Central.

Canada's Best Carriers Inc. is one of the few Canadian drayage firms that services all intermodal ramp facilities within a 300 mile radius of Toronto, Ontario, Canada. We work directly with the NS at their facilities located in Detroit, MI, Buffalo, NY and Welland, ON. In addition to providing drayage services, we actively market and, as a third party intermediary, offer our clients full intermodal services between all points in North America, including Mexico.

In our experience providing the services summarized above, we have always found that multiple rail selection choices proves to be of great benefit to the shipping public. It is for this reason that we express our support of Norfolk Southern and CSX in their efforts to acquire Conrail and for two competing railroads in the Northeast owning their own track and facilities.

For far too long, northeast customers have been restricted to one rail carrier resulting in substandard service and non-competitive pricing. While there may have been an historical reason for insulating northeastern railroads from competition, we feel that the time is now right for the allowance of more than one operator that owns and operates its own facilities.

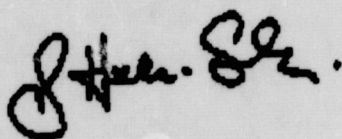
We support both the NS and CSX because they are of comparable size and scope, both having the resources to formulate an efficient competitive situation. Growth in the intermodal industry is of prime importance, both for my Company, the shipping public at large and indeed the nation. Taking congestion, and its resulting pollution, off our highways, especially over long distances, and onto rail systems is the direction we believe we should be taking into the next millennium. Both NS's and CSX's capital investments in their intermodal facilities and service are well known in the industry. They have both demonstrated an ongoing commitment to growth, improved service and safety (note the NS's winning of the Harriman Award).

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We believe that the application of NS and CSX to acquire Conrail should be approved by the STB.
I, Jim Hale-Sanders, declare under penalty of perjury that the foregoing is true and correct.
Further, I certify that I am qualified and authorized to file this verified statement.

Signed at Mississauga, Ontario, Canada on May 21, 1997.



J. Hale-Sanders
President
Canada's Best Carriers Inc.

JHS / ppc

Monday May 26, 1997



CANADIAN PAPER CONNECTION INC.

1600 Steeles Avenue West, Suite #322, Concord, Ontario L4K 4M2

Telephone: (905) 669-2222 • Fax: (905) 669-2223

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

Dear Sir,

My name is Mark Moness, and I am Sales Manager at Canadian Paper Connection Inc.. My ongoing duties include finding the most competitive methods of transporting our products (by rail, trailer, ship etc.).

Canadian Paper Connection Inc. is a Paper company, specializing in Jumbo Size Rolls and Sheets. We have locations all over North America, from which we ship our products.

In our line of work, it is critical for us to receive timely information in order for us to be competitive in our industry. The types of information that we require in a timely fashion include, price quotations, railcar routes, warehouse facilities, railcar availability, etc..

We believe that the Norfolk Southern Railroad have provided our company with exceptional service. All our inquiries have been dealt with and responded to in the most timely and professional ways.

We look forward to dealing with the Norfolk Southern Railroad company in the future years, and commend them in setting such high standards for themselves in the rail transportation industry.

I, Mark Moness, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 26, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Mark Moness', written over a horizontal line.

**Mark Moness
Canadian Paper Connection Inc.**

**C.C. >>> Dave Ross / CSX Distribution Services / Burlington, Ontario
C.C. >>> Norfolk Southern Railroad / Toronto Office**

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 Carl Vest, and I am a Branch Manager for Cantwell Machinery, 4585 Cornell Road, Cincinnati, OH. 45241. We have been in business for 51 years as a supplier of machine parts and services for Norfolk Southern Corporation at Cincinnati.

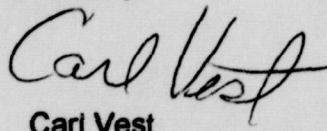
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

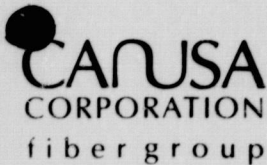
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Carl Vest, declare under penalty 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 cursive script, appearing to read "Carl Vest".

Carl Vest



May 6, 1997

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

RE: Verified Statement of Canusa Corporation, Inc.

Dear Mr. Williams:

My name is Lynn Watkins, and I am a Paper Broker for Canusa Corporation. I have held my present position for four years. My duties include buying and selling secondary fibre which includes the transportation of picking up from the supplier and delivering to the paper mill.

Canusa Corporation is a full service broker who coordinates paper supplies with paper mills. We sell 35,000 tons of paper per month. We have sales offices in Rockingham, NC, Baltimore, MD, Long Island and Buffalo, NY, Knoxville TN, Springfield, VA, Boston, MA, St Albans, VT and Montreal, PQ. We currently move most of our tonnage from/to the east coast and Canada. Our Baltimore plant facility is served by CSXT and our Springfield plant is served by NS. We however use rail for many of our suppliers throughout the US and Canada. 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 belong to NS, we would

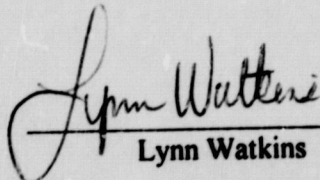
welcome the benefit of increased market access for single-line rail transportation.

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. Because transportation expenses are a major product cost item for Canusa, 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 systems synergies are highest when there are two 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 situation for some of our suppliers.

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

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

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



Lynn Watkins



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
CAPES SHIPPING AGENCIES, INC.
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

I am writing you this letter in support of the above referenced topic, and would like to take a few minutes of your time to introduce our company, and provide you with a general overview of our activities.

My name is Stephen Parks and I am the President of Capes Shipping Agencies, Inc. Capes Shipping is a privately owned family business established on January 1, 1958 to provide professional services to all facets of the maritime industries. Our main office is located in Norfolk, Virginia with branch offices in Wilmington, Delaware, Baltimore, Maryland, and Charleston, South Carolina. The commodities that we are most active in are Coal, Grain, LNG, LPG, various wet cargos, Steel, Lumber, Heavy Lift, and Containerized Cargo.

During the year 1996, we shipped via Lamberts Point 3,916,947 L/T of coal equal to 16.6% of the total export from Lamberts Point. The total amount of vessels we handled through this facility was 95 agency vessels and 106 coal supplier vessels for a total of 201 vessels in 1996. In addition we were involved in the transportation of tens of thousands of containers which consisted of import and export cargo for the various container lines we represent. This work is shared by the specific container line and our office therefore I do not readily have at hand the breakdown of the actual FEU's Capes handled, but the numbers are quite high. In 1997, through only one of our container lines, we will be moving 10,000 FEU's monthly under service contracts

Main Office
1128 West Olney Road, Norfolk, Virginia 23507
Tele: (757) 625-3658
CABLE VIRCAPES NORFOLK
TELEX 212356 RCA
TELEX 248685 RCA
FAX: (757) 625-8151/TRAFFIC
FAX: (757) 625-6942/OPERATIONS

Branch
1400 East Clement Street, Suite 100
Baltimore, MD 21230
Tele: (410) 752-4226
CABLE VIRCAPES BALTIMORE
TELEX 6734366 WUI
FAX: (410) 752-8257

Branch
P. O. Box 1364
Mt. Pleasant, South Carolina 29465
Tele: (803) 881-0331
CABLE VIRCAPES CHARLESTON
FAX: (803) 884-1086

Branch
Port of Wilmington, Building No. 1, Hausel Road
Wilmington, Delaware 19801
Tele: (302) 427-0440
CABLE VIRCAPES WILMINGTON
TELEX 6844136 CAPES WILM UW
FAX: (302) 427-0448

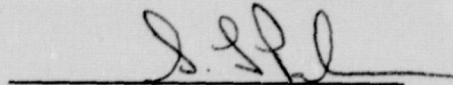
and spot shipments consisting of import and export loads throughout our market territory. The figures I have mentioned only concern the service we order through Norfolk Southern and if figures are required on other railroads and terminals, we would be happy to supply them upon request.

We have had the opportunity to work with many of the railroads in the United States and it is our opinion that the Norfolk Southern provided the best overall service that we receive from this mode of the transportation industry. We are constantly contacted by Norfolk Southern sales personnel inquiring about our needs, and quite honestly we do not receive this from the other railroads concerned in this matter.

We have received excellent cooperation over the years from all levels of the Norfolk Southern which in turn allows us to provide our customers with what we sell to them, "A First Class Service At All Times".

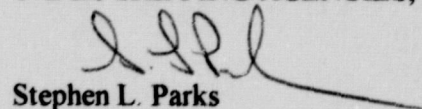
In closing, we feel that after many years of this merger being discussed, Norfolk Southern should be given the opportunity to complete this merger, and under their management provide an even better transportation system to the importers and exporters of the United States while also accomplishing a fair market share division. Our opinion is made without prejudice to any parties and is only a business viewpoint that we wish to express. Capes Shipping Agencies, as a licensed corporation in Virginia, Delaware, Maryland, and South Carolina, and its stockholders are not investors in any of the railroads or suppliers of equipment, materials, etcetera, and therefore are not seeking any monetary gains from our support.

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



Thank you for your time and consideration. I remain with best regards,

Very truly yours,
CAPES SHIPPING AGENCIES, INC.



Stephen L. Parks
President

SLP/ads
cc: G.F.



Capitol Excavating & Paving Co., Inc.

2325 Kipp Road • P.O. Box 157 • Mason, Michigan 48854-0157
Phone (517) 676-9644 • Fax (517) 676-6311
Fed. I.D. #38-1877871

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April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Richard Geor Hayhoe, 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.

Richard Geor Hayhoe
Capital Excavating &

Capitol Fence, Inc.

999 South James Road

Columbus, Ohio 43227

Office: 614-235-8679 Fax: 614-235-7704

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
CAPITOL FENCE 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 Robert W. Hulvey, and I am President of Capitol Fence Inc. at 999 South James Road, Columbus Oh 43227. I have held my present positions for 17 years. My duties the daily operation and management of this company.

Capitol Fence, Inc. does all types of fence installations and repairs. We work with NS at the Watching Road location.

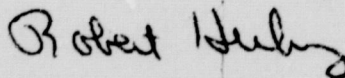
Based upon our experience in providing the services described above, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory serviced by conrail, and for the two competing 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 comparable size and scope, and provide a competitive service.

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



Robert W. Hulvey, President of Capitol Fence, Inc.

VERIFIED STATEMENT
Jeffrey Johnson on behalf of Capitol Materials
Finance Docket 33388

My name is Jeffrey Johnson, and I am Purchasing Manager of Capitol Materials. I have been with the company for 12 years, and am responsible for purchasing, inventory and transportation decisions. On behalf of Capitol Materials, please accept my support for the acquisition of Conrail by CSX and Norfolk Southern.

Capitol Materials is located at 580 Webb Industrial Drive, in Marietta, Georgia, 30062. We are primarily a distributor of wallboard and acoustical supply materials (such as ceiling tiles and insulation).

Capitol is currently served by the Georgia Northeastern Railroad, a shortline railroad that connects with CSX. We receive wall board shipments from Canada, Texas and Arkansas. The vast majority (90% or more) of the wallboard shipments originate in Arkansas, and are shipped through Memphis on the CSX system, and then are routed on the Georgia Northeastern for delivery to Capitol. We sell and distribute the wallboard by truck, primarily to local contractors in Georgia.

We believe the transaction will benefit our business by improving service and transit decreasing times. Further, the addition of Conrail equipment will create better equipment supply and utilization, and the lower systemwide cost structure of the combined railroad should ultimately create more competitive rates for shippers.

Capitol formerly received all wallboard shipments via truck. Despite the relatively short distance from the primary wallboard plant in Arkansas where most of Capitol's shipments originate, the extension of rail service to Capitol's location made rail a viable alternative to truck for the first time. Although truck remains a shipping option, rail currently provides a more competitive alternative. We believe that the increased efficiencies that results from the transaction will serve only to continue to improve rail's position vis-a-vis truck.

Again, please accept our support for the proposed transaction. We are enthusiastic about the benefits the joint acquisition of Conrail will provide to our business.

I, Jeffrey 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 9 day of May, 1997.



Jeffrey Johnson
Capitol Materials, Inc.

new jersey

(201) 779-8601

(201) 779-8602

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Capitol
soap corp.

★ SERVICE

outside new jersey

1-800-338-6502

fax: (201) 779-0328

★ EXPERIENCE

April 1997

Vernon A. Williams

Secretary

Surface Transportation Board

1925 K Street, NW

Washington, DC 20423

VERIFIED STATEMENT

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

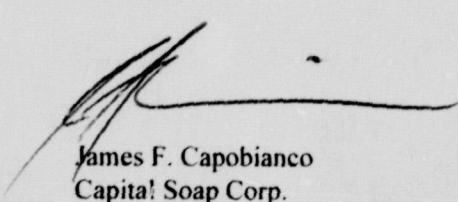
Dear Secretary Williams:

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

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

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

I, James F. Capobianco, 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 12 day of May, 1997.


James F. Capobianco
Capitol Soap Corp.

310 colfax ave., clifton, new jersey 07013

Caplugs®

April 30, 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 provide better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

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

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

I, Charles Cole, 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.



Charles Cole
Protective Closures Co, Inc.

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

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

Verified Statement
on behalf of
Caravan Trailer
Finance Docket No. 33388

My name is Brad L. Basye, and I am Service Manager/Co Owner of Caravan Trailer, P. O. Box 12595, Kansas City, Missouri 64116. I have held my present position for less than 1 year. My duties include, but not limited to our Sales and Service with all major railroads and Truck Lines in Kansas City. I have meetings with all the key contacts with the various rail hub centers and truck terminals in Kansas City. 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 a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a trailer repair contractor 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, Brad L. Basye, declare under penalty 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,

Brad L. Basye

Brad L. Basye
Service Manager/Co Owner
Caravan Trailer



3700 CRESTWOOD PARKWAY, SUITE 200, DULUTH, GEORGIA 30136-5583
(404) 717-2200 FAX: (404) 717-2222

May 14, 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:

My name is Michael Lee Albert, I am Manager-Planning and Logistics for Carbonic Industries Corporation in Duluth, Georgia. My office address is 3700 Crestwood Parkway, Suite 200, Duluth, GA 30136-5583. In my position, I am responsible for product supply and distribution to eighteen branch locations throughout the eastern USA. I have served my company in my current capacity for 11 years. I am writing now to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern. Carbonic Industries and myself would urge the Board to approve this transaction in the most expedient manner possible.

Carbonic Industries Corporation is a producer and marketer of liquid carbon dioxide and dry ice products operating primarily in the Eastern United States. Our products are used throughout many industries and primary uses include beverage carbonation and refrigeration. The company distributes its products from eighteen different sites, but originates rail shipments of liquid carbon dioxide from only three plants, two of which are located on the CSX (the other is located on the Illinois Central). Carbonic Industries shipped 2,267 carloads of liquid carbon dioxide during 1996, most of which we also inbounded at Carbonic Industries redistribution terminals. Our primary production plants are at Jackson, MS (1,000 tons per day) and Augusta, GA (550 tons per day), and it is from these two plants that 97% of our rail shipments originate. The Augusta, GA plant will be expanded to a production rate of 1,200 tons per day during 1997. This plant is

Vernon A. Williams
May 14, 1997
Page 2

located on the CSX. Carbonic Industries Corporation strongly supports the proposed transaction for the following:

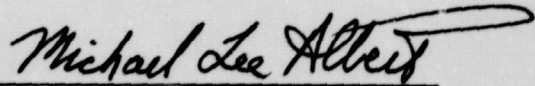
1. It will open up more markets via efficient single line service from an important production source to areas that could be more economically serviced than at present.
2. It will provide Carbonic Industries the ability to move product to market via fewer carriers and interchange points.
3. It will rationalize the use of expensive locomotive power and railroad employees and allow more efficient, direct, and faster service.
4. It will allow Carbonic Industries to better utilize its private tank car fleet as trips become less lengthy (timewise).
5. It will provide the assets (human and physical) that will enable the enhanced CSX and NS systems the ability to cut costs and become more efficient, thus allowing competitive pricing versus both economically and strategically benefit from these diverse supply options.
6. It will be synergistic combinations of railroads which are already working to achieve operating improvements, cost controls, and superior service parameters as individual companies.

Carbonic Industries Corporation relies very heavily on the efficiency and cost parameters of rail shipping in order to reach the markets with our products. Over 60% of our current product inventory is traveling in railcars. Carbon dioxide is a by-product of other production processes and production plants cannot be positioned near markets unless there is a by-product stream available. Most markets must be reached via the railroads. Rail cost containment and improved operating efficiencies are a major part of our business plan and our growth strategy. The proposed transaction is positive for Carbonic Industries Corporation and I believe in the best interests of most eastern shippers. Fears of rate increases due to lessened competition are just that, fears. The only way for the new CSX and NS systems to meet performance goal is to increase business by attracting more freight to the railroads. It can only do this by working to achieve collective efficiencies that are already working hard to achieve on their own. I have full confidence in the new systems to provide more shipping options to more markets at better pricing than is currently available.

Vernon A. Williams
May 14, 1997
Page 3

In conclusion, Carbonic Industries Corporation supports the application and requests that the Board move as expeditiously as to assure approval. We honestly feel this transaction will improve service efficiency, and promote the growth of rail traffic in the East. We also feel it will benefit consumers and the overall economy as more options for product supply from and to this region becomes economically and physically possible. Both the CSX and NS are excellent companies with visionary leadership; and the sooner this application is approved, the sooner these companies can yield the benefits that these combinations represent. We realize that a careful review of these transactions is required, but would urge you to "break the mold" and move as boldly and swiftly as possible toward resolution. Carbonic Industries thanks you for your consideration of this request and others like it.

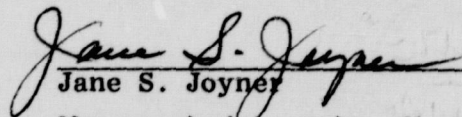
I, Michael Lee Albert, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 14th day of May, 1997.



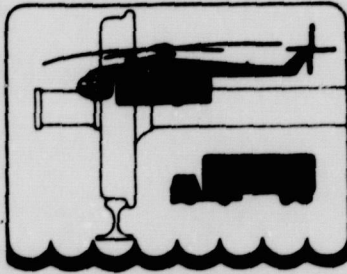
Michael Lee Alber
Manager-Planning and Logistics

MLA: drh

Michael Lee Albert personally appeared before me this 14 day of May, 1997.


Jane S. Joyner

My commission expires May 1, 1999



CARGO TRANSPORT CORPORATION

Intermodal Associates, Inc.
All Points Transport Corporation
P.O. Box 1938
Dearborn, MI 48121
(313) 849-2910
Fax (313) 849-3676

May 15 1997

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

Re: Verified Statement on Behalf of Cargo Transport Corporation,
All Points Transport Corporation and Intermodal Associates, Inc

Dear Mr Williams:

My name is Malcolm James Newbourne and I am Vice President and General Manager of each of the companies named above. In this capacity I both direct the operations of our intermodal trucking company (All Points Transport Corporation) and handle actual routing of our Shipper Agency (Intermodal Associates, Inc.).

All Points Transport Corporation (APT) deals only in the intermodal business out of the Detroit, Michigan and Toledo, Ohio hubs and rail ramps.

APT works with Norfolk Southern Railway (NS) intermodal trucking and container ramps in Detroit, and until CSX closed its Detroit operation on May 15th 1997, served the CSX ramp as well. The 25 tractors operated are each equipped with Highway Master communication devices to offer our customers the best service possible. APT does both container and trailer business in significant volumes at the NS ramps based on their positive attitude toward growth of our segment of the industry.

Of the 15,000 truckload/containerload moves APT handles each year approximately 30% are estimated to originate or terminate at the NS facility. The balance are handled over the Conrail Ramp at Detroit or Toledo, the Canadian Pacific Ramp at Detroit and the Canadian National ramp at Detroit which latter also serves as a hub for Burlington Northern Santa Fe.

The intermodal market to and from the East has not existed for general freight since Conrail closed its Detroit ramp to trailer load traffic approximately 5 years ago. This is an illustration of what we would expect the merger to cure. When only one railroad operates in a region service suffers (5-6 days to/from Baltimore on container freight - 514 miles).

We would expect that the balancing of CSX and NS in apportioning the Conrail system would aid Michigan as well in areas other than intermodal, but cannot speak to that area of business through current experience.

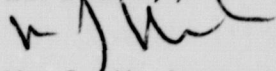
NS in this area of the nation has shown growth that comes from support of the intermodal concept. It is our understanding that they are working with the City of Detroit and State of Michigan toward continuing this goal even now. The intermodal aspect of our industry needs the strength of line haul carriers such as NS to provide a service that is profitable to them, yet at a level of pricing that allows the carrier partners such as All Points to price at a rate that will compete with over the road motor carriers, and survive.

Intermodal Associates Inc. is what is commonly called a Shipper Agent or Intermodal Marketing Company. Although of modest size the NS is in use to and from Chicago, Kansas City, Norfolk and Detroit as Intermodal serves its customers. Conrail has been restricted from almost all lanes (except the Ports of Baltimore and New York) and we would expect to see this situation change as NS provides the expanded service levels we have come to expect.

The above summarizes why we believe the the application of NS and CSX to acquire ConRail should be approved by your Surface Transportation Board.

The undersigned, Malcolm J Newbourne, declares under "penalty of perjury" that the foregoing is a true and accurate statement of both fact and our belief. I certify that I am qualified and authorized to file this verified statement. The date of this letter is the date of execution and mailing to your Board. A copy has been mailed to the NS for inclusion in their offering to your Board.

Cordially,



M. J. Newbourne
Vice President & Genl Mgr

MJNmal



VERIFIED STATEMENT OF
CARIBBEAN INTERNATIONAL TRANSPORTATION
AND CONSOLIDATION, INC.
C.I.T.A.C.
FINANCE DOCKET NUMBER 33388

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

Dear Mr. Williams:

My name is Wendell Davis, and I am the Manager of Caribbean International Transportation and Consolidation, Inc. (C.I.T.A.C.) 5440 W. 5th Street, Jacksonville, Florida 32254.

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

Based on our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX Rail Road in their effort to acquire Conrail and then divide the Conrail System.

Growth in the Intermodal Industry will benefit my Company. Providing competition in the Northeast, particularly from two Competitors which have strong rail systems in the Southeast should promote the growth of Intermodal Traffic, which in turn will enhance my business as a supplier to the Intermodal Industry.

page one of two



Norfolk Southern's capital investment in it's intermodal facilities and service are well known in the industry as are its strong commitment to growth and service. Further, we have been impressed with Norfolk Southern's commitment to safety, as evidenced by its evidence of continued success in winning the Harridan Award.

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

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

Sincerely,

A handwritten signature in cursive script that reads "Wendell Davis".

WENDELL DAVIS
MANAGER
C.I.T.A.C.

page two of two

STB

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9/13

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:

My name is Carol L. Glorioso, and I am the Group Director of Transportation for Carmeuse Pennsylvania, Inc. I have been employed by the predecessor companies of Carmeuse for seven years.

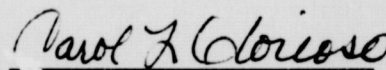
Carmeuse is primarily a producer of aggregates and quicklime. Our major quarries are located in Annville, PA, and Hanover, PA, served by CR and CSX respectively. We ship by rail to a large number of customers directly and also by means of rail-truck distribution depots. We generate approximately 18,000 carloads of freight annually.

I support the approval of the transaction which will allow NS and CSX to acquire Conrail and subsequently divide its assets. This appears to be a pro-competitive acquisition which will result in balanced competition in the East. Since a number of our locations would be served by NS, CSX, or jointly, we would welcome the benefits of increased single-line rail market access.

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

VERIFICATION

I, Carol L. Glorioso, declare under penalty 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 27 day of May, 1997.





Cartage Company

2200 s. loomis street chicago, illinois 60608 (312) 666-8500 fax (312) 666-5792

**VERIFIED STATEMENT OF
CARMICHAEL CARTAGE COMPANY
FINANCE DOCKET NO. 33388**

May 29, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 3338
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Randy Zielinski, and I am Vice President of Carmichael Cartage Company, 2200 South Loomis Street, Chicago, Illinois 60608. I have held my present position for 22 years. My duties include overseeing all operations, sales and rates.

Carmichael Cartage Company is a trucking company transporting rail shipments in and around the Chicagoland area. We work with NS in the Chicago Metropolitan area. In addition, we work with all rails in Chicago Metropolitan 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 noncompetitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which

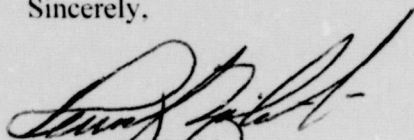
owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

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

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

I, Randy Zielinski, declare under penalty 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,



Randy Zielinski
Vice President

carmichael 



**Carolina
Auto & Truck Service, Inc.**

Complete Auto & Truck Repair

116 Dalton Avenue
Charlotte, NC 28206
704/342-3212

VERIFIED STATEMENT OF
CAROLINA AUTO & TRUCK 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 Jay Helson and I am the owner of Carolina Auto & Truck Service, Inc., located at 116 Dalton Avenue, Charlotte, NC. 28206. Carolina Auto & Truck Service, Inc. provides service and maintenance for Norfolk Southern Corp. company vehicles.

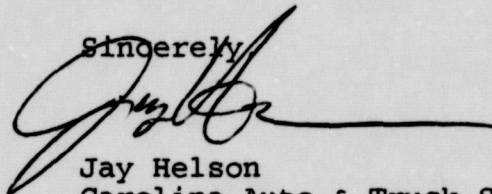
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is need for competition in the territory served by Conrail,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

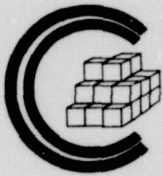
To summarize, we believe that approval of NS and CSX to acquire Conrail should be approved by the STB.

I, Jay Helson, declare under penalty 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,



Jay Helson
Carolina Auto & Truck Service, Inc.
116 Dalton Ave.
Charlotte, NC 28206



Carolina Consolidators, Inc.
"Quality Freight Consolidation"

P.O. BOX 5037
CHARLOTTE, NC 28225

May 14, 1997

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

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

Dear Mr. Williams:

My name is Roger H. Carpenter, and I am President and owner of Carolina Consolidators Incorporated. I have held my present position for approximately three (3) years. As company President, I am the primary administrator for matters pertaining to the intermodal surface transportation of bulk freight inbound to and outbound from Carolina Consolidators.

Carolina Consolidators Incorporated is a freight consolidation, distribution and warehousing company located at 401 East 33rd Street, Charlotte, NC. The facilities of Carolina Consolidators are presently served by Norfolk Southern Railroad. We currently receive inbound loads of freight originating on the West coast of the United States and from Mexico. During 1996, Carolina Consolidators received approximately 280 carloads from these origin points. It is anticipated that the volume of our inbound rail traffic will increase on a year-to-year basis.

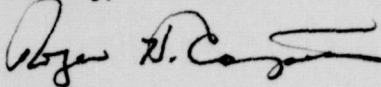
We support approval of the proposed acquisition of Conrail by Norfolk Southern and CSX and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service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

compete in these markets with other companies enjoying single-line service in the Northeast. We have used Norfolk Southern for several years and have been satisfied with their service. We are confident they would be able to provide good service and also be more truck competitive on any Conrail line which they acquire.

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

I, Roger H. 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. Executed on this 14th day of May 1997.

Sincerely,



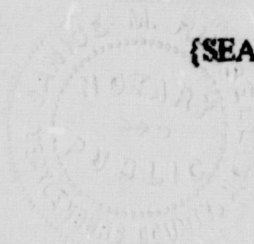
Roger H. Carpenter
President
Carolina Consolidators, Incorporated

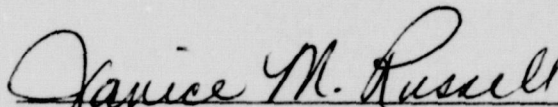
STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

Duly sworn and executed before me on May 14, 1997.

{SEAL}




Notary Public

My Commission Expires: August 7, 1999



Carolina Fibre Corporation

Pulp and Paper Sales

OFFICE: 910-275-4047

P.O. BOX 16727

FAX: 910-272-1846

GREENSBORO, N.C. 27406

May 20, 1997

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

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 Carol A. Becker Carolina Fibre Corporation

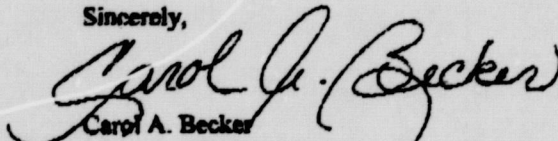
My name is Carol A. Becker, and I am the Office Manager of Carolina Fibre Corporation. I have held my present position for 7 years. My duties include management of all shipments out of our plants, our brokerage firm, and numerous other facilities.

Carolina Fibre Corporation buys and sells waste paper and we have facilities located in Burlington, NC and High Point, NC. Our Burlington facility is currently served by Norfolk Southern and we ship approximately 36 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. As it stands right now, we have problems with receiving equipment on a timely basis, as well as having the cars pulled from our plant in a timely manner.

I, Carol A. Becker, declare under penalty 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,



Carol A. Becker
Carolina Fibre Corporation



CAROLINA PUBLIC WAREHOUSE, INC.

3609 GLENN AVENUE • POST OFFICE BOX 4508
WINSTON-SALEM, NORTH CAROLINA 27115-4508
PHONE 910-767-2891 FAX 910-767-1863

VERIFIED STATEMENT OF EDWARD L. HICKS CAROLINA PUBLIC WAREHOUSE

April 30, 1997

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

Dear Mr. Williams:

My name is Edward L. Hicks. I am President of Carolina Public Warehouse, Inc. with its headquarters at 3609 Glenn Avenue, Winston-Salem, NC 27105. My office is at this location.

Carolina Public Warehouse, Inc. is a bulk distribution facility with sales of \$2,500,000 annually. Transportation is a vital factor to the success of our business. We utilize truck, rail, and barge, divided 50% rail and 50% other modes. Primarily, we ship to the Southeastern U. S. And receive from the Northeast and Midwest. Some of our shipments are to and from locations in the Northeast and Midwest on Conrail.

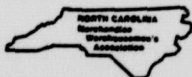
We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located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

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

I, Edward L. Hicks, declare under penalty 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,

Edward L. Hicks
President
Carolina Public Warehouse, Inc.



CAROLINA QUALITY BLOCK COMPANY

Laboratory Certified Building Blocks

PO BOX 16026
GREENSBORO, NORTH CAROLINA 27416-0026

ORDER 273-3664
OFFICE 272-0119

VERIFIED STATEMENT OF Donald L. Cockerham

Carolina Quality Block and Concrete Company

April 29, 1997

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

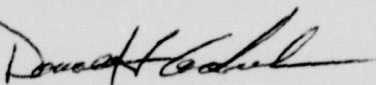
Dear Mr. Williams:

My name is Donald Cockerham and I am President of Carolina Quality Block and Concrete Company, headquartered at Greensboro, NC. Carolina Quality is a ready-mix and block producer with plants on Norfolk Southern at Greensboro and Friendship, NC. Part of my responsibilities as President include overseeing the inbound transport of portland cement and flyash via rail.

We understand that CSX and Norfolk Southern are planning to file an application before your agency requesting permission to acquire Conrail and divide its assets. We support this proposal as we feel it will allow two strong railroads who own their own tracks and facilities to compete head-to-head for business. We firmly believe that competition is good for all parties such as shippers, receivers, and communities. Therefore, we urge the STB's approval of CSX and Norfolk Southern's application.

I, Donald L. Cockerham, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 29th day of April 1997.

Sincerely,

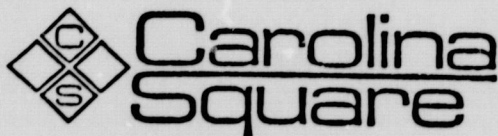


Donald L. Cockerham
President

Carolina Quality Block and Concrete Co

CY: Suzanne Butler, Account Mgr.
Norfolk Southern Corporation





JAMES E. (Jim) HAYNES
Lumber - Sales

Office (615) 894-6208
Mobile (615) 280-6401
Fax (615) 894-5953

P.O. Box 9712
Chattanooga, TN 37412

May 9, 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/Agreement - Conrail, Inc., and Consolidated Rail Corporation, STB Finance Docket No. 33388


Verified Statement of Jim Haynes
CAROLINA SQUARE, INC.

My name is Jim Haynes, and I am Traffic Mgr. of Carolina Square, Inc. I have held my present position for 4 years. My duties include management of shipping and scheduling rail and truck shipments.

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. In the past we have not been able to ship lumber from the Northeast to the Southeast because our freight has been so high we couldn't compete with our competition. This should help our situation and help us to be more competitive. If we can get better rail service, we can expand our markets and give our customers better service.

I, Jim Haynes, declare, under penalty 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,


Jim Haynes, Traffic Mgr.
Carolina Square, Inc.



CAROLINA STALITE COMPANY

MANUFACTURERS OF LIGHTWEIGHT AGGREGATE "STALITE"

PHONE 704-637-1515

DRAWER 1037 SALISBURY, N.C. 28145-1037

April 28, 1997

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

Dear Mr. Williams:

My name is Paul M. Hoben, and I am Traffic Manager for Carolina Stalite Company headquartered in Salisbury, NC. We produce lightweight aggregates for use in ready-mix applications. Our aggregate facility is served by Norfolk Southern at Johnsons Siding, NC and we have a concrete block facility served by them at Willow Springs, NC.

We support CSX and Norfolk Southern's application to acquire Conrail and then subsequently divide their assets. We believe there is a distinct need to have two strong competing railroads in the Northeast who own their own tracks and facilities. We also think that we will be able to extend our market due to the greater single-line service which will be available once Norfolk Southern acquires certain Conrail lines.

Therefore, Carolina Stalite is in total support of CSX and Norfolk Southern's joint application. We urge the STB to grant their approval to this application.

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

Sincerely,

CAROLINA STALITE COMPANY

Paul M. Hoben
Traffic Manager

cc: Suzanne Butler, Account Manager
Norfolk Southern Corporation



Carolina Steel Corporation

P.O. Box 20888 Greensboro, N. C. 27420

Telephone: (910) 275-9711

VERIFIED STATEMENT OF DON R. FAUCETTE CAROLINA STEEL CORPORATION

May 28, 1997

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

Dear Mr. Williams:

My name is Don R. Faucette, and I am Corporate Traffic Manager of Carolina Steel Corporation, headquartered in Greensboro, NC. We have nine steel service centers, and four bridge girder fabricating plants. Our service centers at Winston-Salem and Greensboro, NC are served by the Norfolk Southern along with our bridge plants at Colfax, NC and Wallace, VA. Our Nash County bridge plant is served by the Nash County Shortline, which connects to CSXT, and our Montgomery, AL bridge plant is jointly served by the Norfolk Southern and CSXT. We shipped or received over 700 cars during 1996 with Norfolk Southern alone.

Rail is an integral part of our business and many of our suppliers are currently located upon Conrail. We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then subsequently divide their assets. There is a distinct need for two competing railroads in the Northeast which own their own tracks and facilities. We feel that we will benefit from the greater single-line service that will result from the division of Conrail. Therefore, we urge the STB to approve CSX and Norfolk Southern's joint application to acquire Conrail.

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

Sincerely,

Don R. Faucette, Corporate Traffic Manager
Carolina Steel Corporation

cy: Suzanne Butler, Account Manager
Norfolk Southern Corporation

**CARRIER TRUCK REPAIR, INC.
P. O. Box 544
Greeneville, Tennessee 37744-0544**

**VERIFIED STATEMENT OF
CARRIER TRUCK REPAIR, INC.
FINANCE DOCKET NO. 33388**

May 29, 1997

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

Dear Mr. Williams:

My name is Norman L. Carrier and I am President of Carrier Truck Repair, Inc. P. O. Box 544, Greeneville, TN 37744-0544. Carrier Truck Repair, Inc. is an intermodal facility operator for Norfolk Southern at Knoxville, TN.

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

Page 2
Mr. Williams

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

I, Norman L. Carrier, declare under penalty 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,

Norman L. Carrier

Norman L. Carrier
Carrier Truck Repair, Inc.
P. O. Box 544
Greeneville, TN 37744-0544



CARROLL & CARROLL, INC.

Foundation Drive
P.O. Box 7676
Savannah, Georgia 31418
Phone (912) 964-7446 Fax (912) 964-7449

May 21, 1997

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

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

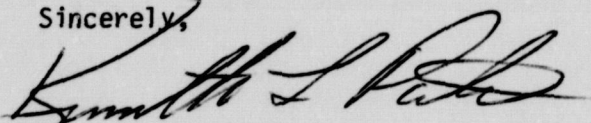
Dear Sir:

On February 13, 1997, my company wrote to you in support of the Norfolk Southern acquisition of Conrail.

Now that Norfolk Southern and CSX Transportation have reached a mutual agreement on the division of Conrail, this will insure a more competitive market.

Please note, that as a matter of record that Carroll & Carroll, Inc. supports this division.

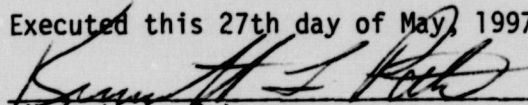
Sincerely,



Kenneth L. Pate
Vice President

KLP:ms

I, Kenneth L. Pate, declare under penalty that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this letter.
Executed this 27th day of May, 1997.



Kenneth L. Pate



CARROLL'S FOODS, INC.

P. O. Drawer 856
WARSAW, NORTH CAROLINA 28398

Billy Holt on behalf of Carroll's Foods, 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 Billy Holt. I am Purchasing Agent of Carroll's Foods, Inc. I have been with the company for 12 years. On behalf of Carroll's Foods, Inc., please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

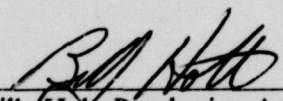
Carroll's Foods, Inc. produces pork and turkey. We are located at 2822 N.C. 24 Highway West in Warsaw, North Carolina. We have facilities in Laurinburg, NC, Waverly, VA, Everly, Iowa, Milford, Utah and Perote, Mexico.

We ship approximately 60% of our raw materials by rail, constituting 5500 of carloads per year. the remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single line service offered from many origins should allow us to reduce our reliance on trucking and lower our costs.

Further, the acquisition will open up new vendors in the Eastern Corn Belt. Our ability to purchase in the Eastern Corn Belt has been hampered by the lack of direct access to the market. In many cases, the costs associated with an interchange has made our vendor uncompetitive. The acquisition will solve this problem by providing singleline service to the area.

Again, please accept the support of Carroll's Foods, Inc. for the acquisition of Conrail by CSX and Norfolk Southern.

I, Billy Holt, declare under penalty 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 13th day of May, 1997.


Billy Holt, Purchasing Agent
Carroll's Foods, Inc.



Consultants in Engineering, Architecture,
Planning and the Environment

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

**Reference: VERIFIED STATEMENT OF
CARTER & BURGESS, INC.
FINANCE DOCKET NO. 33388**

Dear Mr. Williams:

My name is Robert Petitt, P.E., and I am Vice President and National Director of Railroads for Carter & Burgess, Inc., located at 7950 Elmbrook Drive, Suite 250, Dallas, Texas, 75247. I have been National Director of Railroads for three years. Carter & Burgess, Inc. is an ENR Top 100 National Engineering and Architectural firm. My duties include managing the design and construction of railroad projects nationwide including main line tracks, siding improvements, bridges, intermodal yards, auto ramp facilities and other maintenance and support facilities and yards. We work with the Norfolk Southern at the following locations: Kansas City, Missouri; Fostoria, Ohio; and Chesapeake, Virginia. In addition, we work with Union Pacific (including the former Southern Pacific), Burlington Northern Santa Fe, Amtrak and Rail-Tex and its subsidiary shortline railroads. We have provided services to these other railroads in the states of Indiana, Illinois, Nebraska, Arkansas, Missouri, Louisiana, Texas, Colorado, New Mexico, Utah, Arizona, California and Washington.

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 a historical reason for insulating the northeastern railroading from competition that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They

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

must be carriers which are of comparable size and scope, and provide a competitive service.

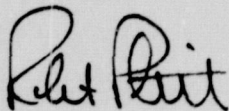
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

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, Robert Petitt, declare under penalty 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,

CARTER & BURGESS, INC.

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

Robert Petitt, P.E.
Vice President

07621.RDP



Route 10, Box 528 • Old Federal Road
Cleveland, Tennessee 37311
479-7564

P.O. Box 388 • 1307 Broad Street
Chattanooga, Tennessee 37401-0388
266-0056

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

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

Dear Mr. Williams:

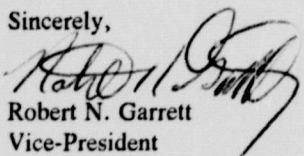
My name is Robert Garrett. I am Vice-President with Carter Distributing Company with its headquarters at 1305 Broad Street in Chattanooga, TN. My office is at the same location.

Carter Distributing is a beverage wholesaler with sales of \$17,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail - divided 80% rail and 20% other modes. My responsibilities as Vice-President include the direct oversight of our transportation requirements. Primarily we receive malt liquors from Albany, GA.

We understand that Norfolk Southern and CSX Transportation will be asking the Surface Transportation Board to approve its joint application for the split up of Conrail. The combination of Norfolk Southern and Conrail and CSXT and Conrail will provide agriculture, food and consumer product shippers with the benefits of truly balanced competition to and from the eastern United States. Single-line service is the most timely, reliable, and cost-effective form of rail service. NS and CSXT will give customers the benefits of balanced rail competition and better service over an increased number of single-line routes.

We support and endorse Norfolk Southern's and CSX Transportation's plan to introduce rail competition into an area in which Conrail has enjoyed a virtual monopoly since its formation in the 1970s.

Sincerely,


Robert N. Garrett
Vice-President
Carter Distributing

VERIFICATION

I, Robert N. Garrett, declare under penalty 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











6015 Pendleton Avenue • Anderson, Indiana 46013
(317) 642-8410 • 800-738-7705 • Fax (317) 644-0052

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

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

Dear Mr. Williams:

My name is John Paugh and I am the President and CEO of Carter Express Incorporated located at 6015 Pendleton Avenue, Anderson, Indiana 46013. Carter Express is a trucking company which operates primarily in the thirty-six eastern states. I have been duly authorized to speak on behalf of Carter Express and I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX.

My company is very interested in the potential intermodal benefits which the proposed acquisition by NS and CSX of Conrail could provide. One of the most serious issues facing my company is the retention of drivers. A key factor in driver turnover is the excessive amount of time away from home in over-the-road driver experiences. Intermodal shipments for our customers provides a method to keep my drivers closer to their homes and happier.

I am familiar with NS's excellent success in serving the automotive industry and its suppliers. I feel that NS will expand the industrial development in the Anderson, Indiana area as well as along the entire Conrail service area they will be acquiring. This will not only help the new combined NS/CR but it also creates exciting opportunities for increased trucking services.

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

I strongly support the proposed acquisition of Conrail by Norfolk Southern and CSX and I urge that it be promptly approved.

E-mail address: carterexpress@iquest.net



6015 Pendleton Avenue • Anderson, Indiana 46013
(317) 642-8410 • 800-738-7705 • Fax (317) 644-0052

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

By: _____

John Paugh

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

E-mail address: carterexpress@iquest.net



VAN LINES, INC.

VERIFIED STATEMENT OF
ROLAND BORDERS
on behalf of
CARTWRIGHT VAN LINES, INC.
STB Finance Docket No. 33388

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

BACKGROUND:

I am Roland Borders, General Manager of Cartwright Van Lines, Inc.. Cartwright Van Lines, Inc. is located at 11901 Cartwright Ave. in Grandview, MO 64030. I am responsible for all phases of Commercial (non-government &/or household goods) transportation. I have been in my current position since November 7, 1986, and have worked in the transportation field for 21 years.

Cartwright Van Lines, Inc. is a full service transportation provider. (including: barge, I.M.C., air freight, truckload FAK and HHGS.)

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Cartwright Van Lines, Inc. receives approximately 8,000 truckloads and moves approximately 400 loads annually by rail. The joint acquisition of Conrail will be in Cartwright's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

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

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

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

525

page 2 - continued

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, Roland Borders, 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 12 day of MAY, 1997.

Signature: Roland T. Borders
Roland Borders
Cartwright Van Lines, Inc.

cc: Tom P. Cartwright

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
Casa Concrete, 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 Steve Casa, and I am President of Casa Concrete, Inc., P.O. Box 23307, Columbus, Ohio 43223. I have held my present position for twenty (20) years. My duties include concrete construction and repair. We work with NS at the Watkins Road, Columbus, Ohio 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 products into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may

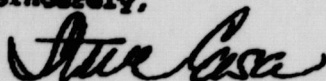
have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should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

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

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

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

Sincerely,



Steve Cass
President
Cass Concrete, Inc.

SC/cc



CASE PAPER

Case Paper Company, Inc.

499 East Tioga Street
Philadelphia, PA 19134
(215) 634-6500 • (800) 237-2111
FAX (215) 634-4666

May 15, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is Lee Cohn. I am plant manager for the Case Paper Company in Philadelphia, PA. My office address is 499 East Tioga Street, Philadelphia, PA 19134. In my position, I am responsible for managing Case's Philadelphia based paper converting operating, including the transportation of inbound paper rolls for conversion and resale to the end user. I have been in my current position since 1994. 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 the Board to approve it promptly.

Case paper is a privately owned distributor and converter of paper roll stock. Case's primary business is in the unwinding, cutting, and rewinding of paper rolls into sizes desired by their customer base. Company wide, Case receives approximately 895 carloads annually of paper rolls. Our plant locations and the associated serving railroads are in the following cities:

- Philadelphia, PA: Conrail
- Chicago, IL: CR
- Miami, FL: CSXT
- Charlotte, NC: CSXT
- Denver, CO: ATSF
- Long Island City, NY: LIRR



We have a diverse customer base and we receive paper from all over the United States. If we were able to receive faster, better and more reliable service then it is possible that our rail shipments would increase.

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

1. We believe that the joint acquisition of Conrail by CSX and Norfolk Southern would produce better service, better equipment utilization, and more competitive rates. Since Conrail and CSX both serve Case Paper plants, we would have more efficient, single-line service from more shippers with the new CSX and NS systems. It has been our experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.
2. We also expect that with the increased number of origins able to be reached in single-line service, we are more likely to be able to receive more inbound paper rolls than we can today, from more distant markets. This benefit is important to Case 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. Through the enhanced CSX and NS systems, we could extend our market reach.
3. We are convinced that the proposed transaction will increase rail business for the enhanced systems, and that would be good for all of the receivers who rely on rail. Case Paper 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 NS systems will be able to achieve greater efficiency, they will return more freight traffic to the rails promoting more long-term capital investment and ensuring that rail service will grow into the future. These developments are, and should be, important to all rail receivers.

In conclusion, Case Paper supports the joint application 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.

Vernon A. Williams
May 15, 1997
Page 3

I, Lee Cohn, declare under penalty 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 of May 1997.


Lee Cohn

**Verified Statement of
Casey Fence Company, 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. 2043-0001

Dear Mr. Williams;

My name is Patrick Casey, and I am President of Casey Fence Company, Inc.. I have held my present position for 18 years. My duties include soliciting of new business for my company, as well as performing the various services associated with the fence industry.

My company, Casey Fence Company, Inc. does business with Norfolk Southern in Detroit, MI. We also do work for the CSX and Conrail in the Detroit area. Our primary function is to erect fencing and gates for private interests and corporations, including Norfolk Southern, CSX and Conrail.

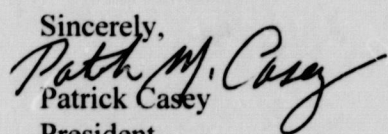
Based upon my experience in providing the services described above and working with the various railroads, I would like to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

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

I, Patrick Casey, declare under penalty 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, reading "Patrick M. Casey". The signature is written in dark ink and is positioned to the right of the typed name.

Patrick Casey

President

Casey Fence Company, Inc.

CAST

LES GENS. LES SYSTÈMES. LA DIFFÉRENCE.
THE PEOPLE. THE SYSTEMS. THE DIFFERENCE.

May 27, 1997

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

Dear Mr. Williams:

My name is John M. Majchrowicz, and I am the Vice-President of Customer Service and Operations for Cast North America Inc., 4150 Ste. Catherine St. West, Montreal, Quebec, Canada. I have held my current position for 3 years. My primary duties are the procurement of all inland transportation for movement of ocean containers between the Port of Montreal and Canada and the United States of America. This procurement of inland transportation results in 73% of the 200,000 teus (twenty foot equivalent), moved annually by Cast, to be routed via rail.

Cast North America Inc. is a container steamship company headquartered in Montreal, Quebec. Cast provides service on the North Atlantic over the Port of Montreal. More than 70% of its business are for origins/destinations in the United States primarily with its major centers in the Northeast and Midwest regions.

Cast is indirectly owned by Canadian Pacific Limited, the parent of the Canadian Pacific Railroad Company (CPR). This makes Cast a corporate affiliate with the CPR and its U.S. railway subsidiaries namely Soo Line Railroad and the St. Lawrence and Hudson Railway with its U.S. Northeast operation the Delaware and Hudson Railway.

Cast has both direct and indirect interests in strengthened rail service to and from the Northeast.

The direct interest is form more efficient rail-based distribution of Cast traffic to and from the New York and New Jersey market area. For the relatively short rail distances from Montreal, this requires single-line rail service over a direct route. While the D & H can provide single-line service today, its route from Montreal is not direct enough for time sensitive traffic. This is best accomplished by D & H having its own operating rights on the west shore of the Hudson River between Albany, New York and Newark, New Jersey. With this change Cast's significant dependency on trucking to and from this market should be reduced.

The indirect interest is in a generally strengthened St. Lawrence & Hudson and Delaware & Hudson railroads. The long-term viability of these rail operations is of crucial importance to Cast which utilizes the core routes of both systems to distribute its traffic. We believe that a significant source of the difficulty relates to the sparse customer access rights of the D & H something which we request be addressed in the Conrail transaction.

CAST

LES GENS. LES SYSTÈMES. LA DIFFÉRENCE.
THE PEOPLE. THE SYSTEMS. THE DIFFERENCE.

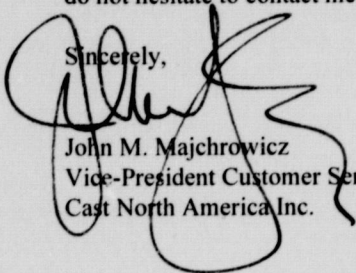
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Summarizing, Cast gives its qualified support to NS and CSX in their request to restructure Conrail. The qualifications are that the D & H be granted operating rights between the Albany and Newark areas for improved handling of Cast's own business and that the D & H's general customer access rights throughout the Northeast be expanded to make the entire railway operation viable over the long term.

It is with this purpose that 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.

In closing I would like to add if there is anyway which I can be of further assistance in this matter please do not hesitate to contact me.

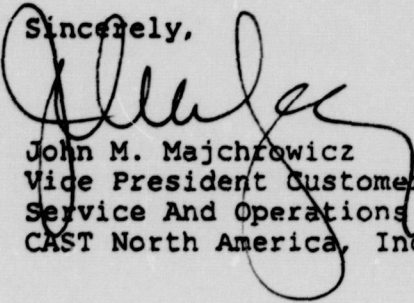
Sincerely,



John M. Majchrowicz
Vice-President Customer Service & Operations
Cast North America Inc.

I, John M. Majchrowicz, declare under penalty 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,



John M. Majchrowicz
Vice President Customer
Service And Operations
CAST North America, Inc.



Castrol North America Automotive Inc.

1500 Valley Road
Wayne NJ 07470

Telephone (201) 633 2200
Fax (201) 633 9867

May 2, 1997

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

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

Dear Secretary Williams:

I would like to add my name to those supporting the CSX, NS and Conrail merger now being considered by the Surface Transportation Board. There is no doubt in my mind that this acquisition will benefit the American public and those businesses that utilize the nation's railroads. I know the restructured system would greatly benefit my company, which is a major user of rail.

Allow me to further explain. As Manager of traffic and transportation for Castrol North America Automotive Inc., a blender and marketer of the famous GTX motor oil brand, I do a large volume of business with both trucking companies and railroads, including of course Conrail. Thirty percent (30%) of our products or about 30 million gallons move on rail. We are a strong company in a competitive field, a field in which we have operated for a full century.

I am sure you are aware of the many benefits this acquisition will bring to firms of all sizes, whether by establishing more direct routing, expanding markets both in our country and internationally, and, in what would be a particularly important development for Castrol, by improving competition between rail and trucking. Competition is of course important to every company. At a company that ships as much product as we do here at Castrol, the potential benefits cannot be underestimated.

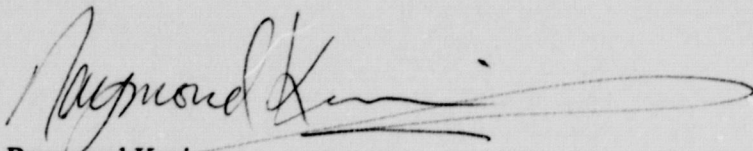
We have been following this story with quite a bit of interest, as have most other companies with an interest in rail shipping. It is our hope that the Board will see in this acquisition the same benefits that we do, and therefore give its stamp of approval.

Mr. Vernon A. Williams
Page 2

Thank you very much for your consideration of my viewpoint.

I, Raymond, Kuri, declare under penalty 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 Second day of May 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Raymond Kuri", followed by a long horizontal flourish.

Raymond Kuri
Manager, Traffic/Transportation
Castrol North America Automotive Inc.
1500 Valley Road
Wayne, N.J. 07470

CATERPILLAR

Caterpillar Inc.

100 NE Adams Street
Peoria, Illinois 61629

May 28. 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1201 Constitution Ave., 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
Caterpillar Inc.
Finance Docket No. 33388

Dear Mr. Williams:

My name is Michael L. Lesko, and I am a Traffic Administrator for Caterpillar Inc.; 100 N.E. Adams, Peoria IL 61629-3485. I have held my present position 5 years. My duties include all transportation administrative issues for Caterpillar's Engine Division, rail and motor contract administration, prime product movement via rail and heavy-haul truck, carrier financial analysis, cost reporting, container drayage, and intermodal transportation.

Caterpillar Inc. is the world's leading manufacturer of construction and mining equipment and machinery and a leading producer of diesel engines and generator sets. In this manufacturing capacity we rely on intermodal transportation for the importation of inter-facility and/or foreign supplier consolidated containers from Europe, and the export of the same profile, together with containerized engines and replacement parts to Europe. A third segment of intermodalism is the containerization of componentry for off-highway trucks, in which the truck chassis and bodies ship break/bulk, but miscellaneous non-attached parts are containerized. We traditionally ship between 20,000 and 25,000 TEUs annually in the North Atlantic trade lane, eastbound and westbound combined. U.S. ports used for this traffic include the Virginia ports, Port Elizabeth NJ, Charleston, and Savannah. We also employ the West Coast ports for eastbound and westbound intermodal traffic involving our subsidiaries in Japan, Australia, China, and Caterpillar Asia Pacific Ltd.

May 28, 1997

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail, particularly for facility Just-in-time (JIT) needs that now promote the transit and port rotation advantages of Port Elizabeth NJ. 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 market fragmentation.

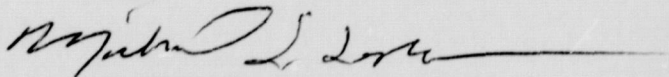
My company also employs CSX as the origin carrier from our facility in Joliet, Illinois. The Joliet plant's product offering is concentrated in large mining equipment of which a portion of unassembled componentry may ship containerized. Competitive access to the Northeast, by carriers again of comparable size and scope, promotes healthy competition in every sense of the word.

In addition to the competitive reasons stated above, my company would welcome the extension of Norfolk Southern service into the Northeast. NS capital investment in its intermodal facilities are well known in the industry, with recent plans, if implemented, being a direct benefit to Caterpillar in terms of transit improvement. The NS is our leading intermodal rail carrier and we are convinced NS access to the Northeast will only promote competition which has long been an objective of the STB's forerunner, the Interstate Commerce Commission.

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

I, Michael L. Lesko, declare under penalty 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,



M. L. Lesko
Traffic Administrator
Corporate Traffic-AB3485

Caterpillar Inc.
100 N.E. Adams St.
Peoria, IL 61629-3485
Telephone: (309) 675-6009
Facsimile: (309) 675-4287
pag\letters-122

Cauthen Wood Products, Inc.

Route 1, Box 380-A
Montgomery, Alabama 36105
(334) 562-9416

May 21, 1997

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

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

Dear Secretary Williams:

I am the owner of Cauthen Wood Products, a Montgomery, Alabama, wood pulp distributor that has been in business for some 40 years now.


I am writing to ask that you approve the proposed acquisition of Conrail as soon as you can. The positive changes this deal would bring to our business would be almost immediate.

We currently ship short pulp wood by rail, long pulp wood by truck. What we would like to have is more competition between these two modes of freight transportation. We want more competitive pressure on costs. Most of all, we want the option of shipping our long pulp with our freight rail company, CSX.

It also would be a great benefit if we were able to secure more direct routes, on single lines, with less paperwork and less headaches. For all these reasons, Cauthen Wood Products strongly supports the proposed acquisition of Conrail by CSX and Norfolk Southern.

I, Carey Cauthen, declare under penalty 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,


Carey Cauthen

MAY-15-1997 11:49 FROM CSX INTERMODAL NE

TO

916094512272 P.02

May 13, 1997

VERIFIED STATEMENT OF

Tom Yoon

on behalf of

CBL Trucking

STB Finance Docket No. 33358

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

Background:

I am Tom Yoon, Inter-Regional Director of CBL Trucking. CBL Trucking is located in Delaware, NJ. I am responsible for Terminal duties which oversee transportation requirements. I have been in my current position for 5 years.

CBL Trucking is an LTL Trucking Company

An efficient and cost competitive transportation infrastructure is essential to the success of our business. CBL Trucking moves approximately 1000 loads annually by rail via Chicago, Philadelphia, and New Jersey. The joint acquisition of Conrail will be in CBL's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

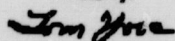
We strongly urge the Board to approve this application for the reasons detailed below:

1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to CBL Trucking because the enhanced CSX system will allow us more flexibility to expand our market.
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which in turn will benefit all the shippers that rely on rail. The enhanced CSX 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.

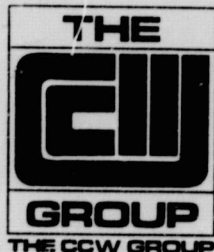
In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to secure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

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

Sincerely,



Tom Yoon
CBL Trucking



The CCW Group

A Four Star Provider

801 Warehouse Street • P.O. Box 20107 • Greensboro, North Carolina 27420
Telephone: (910) 273-3465 • Fax: (910) 271-2084

VERIFIED STATEMENT OF RICHARD R. KERN

THE CCW GROUP

April 30, 1997

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

Dear Mr. Williams:

My name is Richard R. Kern, President of the CCW Group. I have been in this position for eight years. My duties include general management of seventeen hundred employees engaged in logistics and plant services throughout the Southeast and Ohio.

We operate facilities in five states and at ten specific sites. Most of these sites are located on the rail lines of the Norfolk Southern. At one of our locations in Greensboro, NC, we have recently begun to aggressively market our Public Warehouse business to rail shippers. One of our primary customers, U. S. Gypsum, ships four to six flatcars to us weekly. We expect that pace to increase. We have been assisted in this project by NS. Their service and help in getting this project underway has benefitted us immensely. They have worked closely to insure that timetables and quality service are met.

We support the approval of the transaction by which Norfolk Southern and CSX will acquire control of Conrail and subsequently divide its assets. My company supports the need for two competing railroads in the Northeast, both owning their own facilities and track. For too long customers who ship or receive product into or out of the Northeast have had the service of only a single rail carrier. In this environment, service decreases and cost increases. The time has passed for insulating a single Northeastern rail company from competition.

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

I, Richard R. Kern, declare under penalty 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,

Richard R. Kern

Richard R. Kern
President
The CCW Group





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

RE: 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 Alfredo Romero O. and I am the Manager of Traffic and Logistics of the Chemical Group for Celanese Mexicana located in Toluca, México. I handle all the inbound and outbound transportation and logistics, both domestic and international for Celanese in México. I have been working in this capacity for 10 years and have been in the transportation industry for 18 years.

Celanese Mexicana is the leading producer of artificial and synthetic fibers for textil use in Mexico as well as producer of secondary petrochemicals and flexible and rigid packaging material. With respect to exports, Celanese is among the top five exporters in Mexico, exporting to over 40 countries. The company also sources its raw materials globally, which includes the United States. Our major plants are rail-served and we use rail for much of our international transportation.

Celanese mexicana wholeheartedly supports the joint application of CSX. It is my opinion that the single line service that would be provided to/from the Northeastern U.S. would mean a more rapid, cost effective and competitive transportation alternative. Clearly, both U.S. and Mexican companies shipping to or from Mexico would benefit from a more efficient routing of railcars when compared to the current routes (via such states as Illinois for example)

In conclusion, Celanese Mexicana supports the proposed acquisition of Conrail by CSX and NS as it will likely benefit our company and will clearly benefit both Mexican and U.S. industry in general by providing a more competitive transportation mode.

Sincerely

ALFREDO ROMERO OJEDA

CENTER HEIGHTS LUMBER COMPANY, INC.

5812 Stringtown Road • Evansville, IN 47711-1899

Phone (812) 424-7881

FAX (812) 424-9832

May 7, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
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 JANE A. FEHRENBACHER
CENTER HEIGHTS LUMBER CO., INC.**

My name is Jane A. Fehrenbacher and am one of the owners of
Center Heights Lumber Co., Inc. As a working owner for the
past 11 years, one of my duties include being responsible
for the rail transportation coming into the lumber yard.

Center Heights is a wholesale/retail lumber yard located in
Evansville, Indiana. We are currently served by Norfolk
Southern. We receive approximately six cars per year.

Although the cars we receive do not originate or pass
through the Northeast, I do support competition among the
railroads. Consequently, I do support STB approval of the
joint application by which Norfolk Southern and CSX plan to
acquire control of Conrail, divide assets and improve to a
much greater extent the balance of rail competition in the
Northeast.

I, Jane A. Fehrenbacher, 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 May 7, 1997.

Sincerely,

Jane A. Fehrenbacher
Jane A. Fehrenbacher

jf

Division of Farmers Union Marketing and Processing Association



Central Bi-Products

P.O. Box 319
Redwood Falls, Minnesota 56283

**Verified Statement of
Central Bi-Products**

My name is Don Davis. I am the representative for Central Bi-Products. My business address is 590 West Park Road, Redwood Falls, MN 56283. My responsibilities include planning for rail service, negotiations of rail contracts, rail property equipment leases, and arranging for tank car shipments. I have worked in the transportation field for 14 years.

We have followed the Conrail story over the last several months. The solution, which NS and CSXT have presented to the question of who gets the Conrail, appears to be fair and equitable. We were concerned that our industry would lose the service of a rail carrier when CSXT was to merge with Conrail exclusively. Since the NS has acquired a portion of the Conrail, we will continue to enjoy competitive rail service.

Competitive rail service is important for Central Bi-Products. There is a need for balanced rail competition in the East. Central Bi-Products must compete on a world wide basis. Both our domestic and international competitors look for cost savings whenever possible. Transportation expenses are a major cost item. We need to have two rail providers available in order to provide a competitive force to keep rail rates in check. The ability to access two rail carriers is the best for our needs.

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

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

Don Davis; Central Bi-Products

lw
DWD:DWDLETR

Division of Farmers Union Marketing and Processing Association



Central Bi-Products

P.O. Box 319
Redwood Falls, Minnesota 56283

May 22, 1997

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

FROM: Don Davis
Director, Sales & Marketing
Central Bi-Products
P.O. Box 319
Redwood Falls, MN 56283

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

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

Don Davis; Central Bi-Products



CENTRAL CAROLINA WAREHOUSES, INC.

"Integrated Services Made to Measure"

VERIFIED STATEMENT OF ROBERT S. CRENSHAW, JR. CENTRAL CAROLINA WAREHOUSES, INC.

April 30, 1997

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

Dear Mr. Williams:

My name is Bob Crenshaw, Senior Vice President of Central Carolina Warehouses, Inc. in Greensboro, NC.

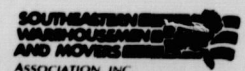
Central Carolina Warehouses, Inc. is a public warehouse that is located in Greensboro on the rail lines of Norfolk Southern. We have recently begun to aggressively market our warehouse to rail shippers. One of our primary customers, U. S. Gypsum, ships four to six flatcars to us weekly and we expect that pace to increase. Norfolk Southern has played a major role in establishing our partnership with this customer and have worked closely with us to ensure that timetables and quality service are met.

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

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

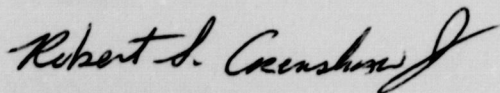
801 Warehouse Street • P.O. Box 20107 • Greensboro, N.C. 27420 • Telephone: (910) 273-3465 • Fax (910) 271-2084

549

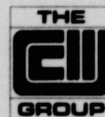


I, Robert S. Crenshaw, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on April 30, 1997.

Sincerely,



Robert S. Crenshaw, Jr.
Senior Vice President
Central Carolina Warehouses, Inc.



CENTRAL COAL COMPANY

148 BRISTOL EAST ROAD

BRISTOL, VIRGINIA 24202

TELEPHONE (540) 669-6599

FAX (540) 669-3543

May 1, 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 Clark Wisman, and I am Director of Marketing & Sales of Central Coal Company. I have held my present position for 10 years. My duties include the direct oversight of our transportation requirements.

Central Coal Company is a coal sales agency with sales of \$204 million annually. We have facilities located in Delbarton, Red Jacket and East Lynn, WVA and Hurley, VA. These facilities are presently served by NS. We sell to customers located throughout the Eastern United States. These customers are located on the lines of NS. During 1996, we shipped approximately 500,000 carloads of coal.

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

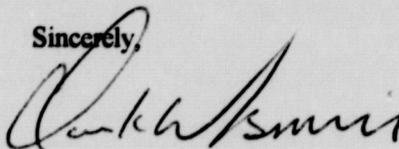
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased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

Page 2
Williams, Vernon A.

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

I, Clark Wisman, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 1, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Clark Wisman".

Clark Wisman
Director of Marketing & Sales

CW/tal

THE CENTRAL ERIE SUPPLY & ELEVATOR

Grain — Feed — Seeds — Chemicals

Fertilizer and Farm Supplies

Phone 419-359-1315

4320 Mason Rd.

SANDUSKY, OHIO 44870

Branch Plants —

Kimball - Rt. 1, Monroeville - 359-1338

THE VERIFIED STATEMENT OF

CENTRAL ERIE SUPPLY & SUPPLY ELEVATOR

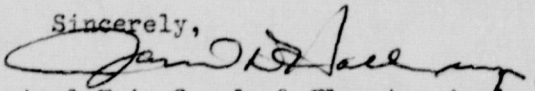
My name is James D. Hall, and I am the General Manager of Central Erie Supply & Elevator Ass'n. I have held this position for 12 years. My duties include the purchasing and shipping of grains grown in our area among of things. We try to ship our corn to the southeast market for premium pricing.

The Central Erie Supply & Elevator Ass'n has two facilities. One is without any rail service and one is served by the NSC. We have to truck grain from one facility to the other, so that we can ship to the eastern market. We use approximately 150 hopper cars a season, with the heaviest movement in the fall and early winter.

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 the NS service for many years and are satisfied with the service. We are confident they will maintain the service on the lines they acquire.

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

Sincerely,


Central Erie Supply & Elevator Ass'n

THE CENTRAL ERIE SUPPLY & ELEVATOR

Grain — Feed — Seeds — Chemicals

Fertilizer and Farm Supplies

Phone 419-359-1315

4320 Mason Rd.

SANDUSKY, OHIO 44870

Branch Plants —

Kimball - Rt. 1, Monroeville - 359-1338

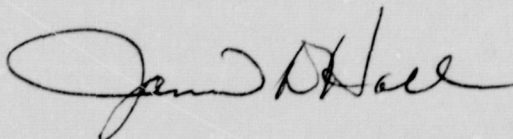
VERIFIED STATEMENT

on behalf of

CENTRAL ERIE SUPPLY & ELEVATOR ASS'N

FINANCE DOCKET NO. 33388

I, James D. Hall, declare under penalty of perjury that the foregoing is true and correct. Futher, I certify that I am qualified and authorized to file this verified statement. Executed this 22 day of May, 1997.



JUN - 2-97 MON 8:26 AM

P. 2



June 2, 1997

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

RE: CSX Corporation and Norfolk Southern-Application
to Control and Operate Lines of Consolidated Rail Corp.

Dear Secretary Williams:

I am writing to offer my company's strong support for the CSX and NS application to acquire and to urge the Board to approve it promptly.

The cost of transportation is a significant component of the overall cost of our electricity. The expense of joint-line rail service therefore has limited our expansion into the Eastern markets. New single-line service created by the acquisition of Conrail by CSX and NS, however, will make rail a more attractive transportation option for CIPS.

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

I, Mark S. Cochran, declare under penalty 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 June 2 day of June, 1997.

A handwritten signature in dark ink, appearing to read "Mark S. Cochran".

Mark S. Cochran, Manager
Energy & Environmental Services

General Offices
607 East Adams Street
Springfield, Illinois 62739
217/523-3600

FAX TRANSMISSION
CSXFFI

555

The logo for CSX Transportation, featuring the letters "CSX" in a large, bold, sans-serif font, with the word "TRANSPORTATION" in a smaller font below it.

TO Ken Mitkowski

COMPANY _____ VERIFY (Y/N) _____

PHONE # _____ FAX # _____

FROM Anthony McIntosh # PAGES _____

PHONE # _____ FAX # _____

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
Central Ohio Shippers
FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1025 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is John R. Weisenberger, and I am Operations Manager of Central Ohio Shippers, 3616 Fisher Road, Columbus, Ohio 43228. I have held my present position for three years. My duties include day-to-day trailer and rail container movement for large local retail distribution facilities. We work with NS at the Columbus, Ohio intermodal facility. In addition, we work with Conrail and CSX at the Columbus 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 products into and out of the Northeast have had the service of only one rail carrier. And as is the case

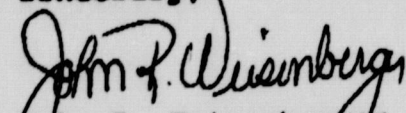
when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service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

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and services are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its proof 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, John R. Weisenberger, declare under a penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 30th day of May, 1997.

Sincerely,


John R. Weisenberger
Operations Manager
Central Ohio Shippers

JRW/cs

CENTRAL ROCK & SUPPLY

May 3, 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 Don Sandargas. I am the President of Central Rock and Supply Company, located in Orlando, Florida. My company has been in business for twelve years. I am writing to express my company's strong support for the CSX and NS application to acquire Conrail, and to urge you to approve their application promptly.

My company sells rocks. We ship over a million tons of rock annually by rail. Our carrier is CSX. We do not ship by truck or barge.

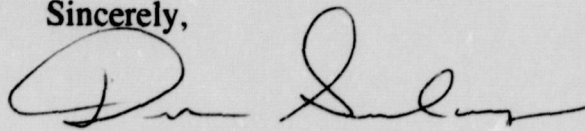
Central Rock and Supply believes that all rail shippers will benefit from the acquisition of Conrail. Likely benefits include more direct and efficient routing, better equipment utilization, more opportunities for single-line service, more competitive rates, and faster, safer, more reliable service.

For all these reasons, Central Rock and Supply Company strongly supports the application to acquire Conrail. We respectfully urge the Surface Transportation Board to issue its prompt approval.

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

Executed this 3rd day of May, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read 'Don Sandargas', written in a cursive style.

Don Sandargas

**CENTRAL
STATES
TRUCKING CO.**

**VERIFIED STATEMENT OF
CENTRAL STATES 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

May 21, 1997

Dear Mr. Williams:

My name is George G. Baima, and I am the Vice President of Sales for Central States Trucking Co., 3001 S. Ridgeland Avenue, Berwyn, Illinois, 60402. I have held my present position for 11 years. Before joining Central States Trucking Co. I held various sales positions with the Missouri Pacific Railroad for 23 years of service.

Central States Trucking Co. is a local drayage company providing various intermodal services to railroads, steamship lines and independent operators throughout the United States. We work with the Norfolk Southern (two yards) in Chicago as well as all of the rail lines in Chicago and the suburbs. Services performed include city interchange and customer delivery and pickup.

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 who own their own track and facilities. For too long, customers who ship or receive product into and out of the northeast have had the service of only one rail carrier. And, as in 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 who owns its facilities. And the rail carriers who will compete in the northeast should not be just any rail carriers. They must be carriers who are of comparable size and scope and provide a competitive service.

CENTRAL STATES TRUCKING CO.

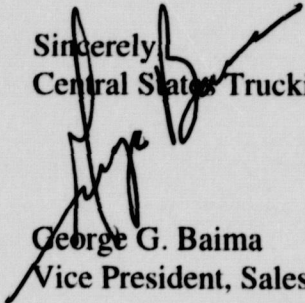
Mr. Vernon A. Williams
Page Two
May 21, 1997

Growth in the intermodal industry will benefit my Company. Providing rail competition in the northeast, particularly from two competitors who 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 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, George G. Baima, 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 21, 1997.

Sincerely,
Central States Trucking Co.


George G. Baima
Vice President, Sales

GGB/cat

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

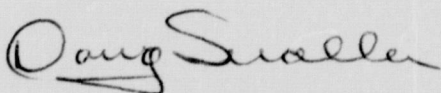
Dear Secretary Williams:

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, Doug Swallen, 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.



Doug Swallen
Transportation Manager
Century



PETER HAHN
MANAGER OF MARINE AND
TERMINAL OPERATIONS

CERES TERMINALS INCORPORATED
103 ERIESIDE AVENUE
CLEVELAND, OHIO 44114

TEL: (216) 781-5725
RES: (216) 951-2126
FAX: (216) 781-5710

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:

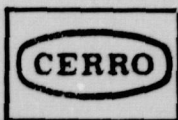
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The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would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

Peter Hahn
Manager of Marine & Termila Oper.
Ceres Terminals, Inc.



CERRO COPPER PRODUCTS CO.

P.O. Box 66800

St. Louis, MO 63166-6800

618/337-6000

May 15, 1997

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

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

Dear Mr. Williams:

My name is William Blacksher, Traffic Manager for Cerro Copper Products in Sauget, IL. Cerro Copper Products is the largest producer of copper tube in the United States. As a heavy shipper of more than 4,300 truckloads per year, we rely on Intermodal for almost 40% of that total. Nearly 500 loads a year are now handled by Conrail.

It is essential that the division of Conrail by the Norfolk Southern and the CSX be approved to allow for strong competition and allow the market to decide the best carrier at the best rate to one of our heaviest market areas.

I, William Blacksher, declare under penalty 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.

William Blacksher



A member of The Marmon Group of companies



CertainTeed Corporation
750 E. Swedesford Road
PO Box 860
Valley Forge, PA 19482-0102
610 341-7000



May 2, 1997

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

STATEMENT OF SUPPORT

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 George F. Milligan, Jr., and I am the Manager of Transportation Operations for the Roofing Products Group of CertainTeed Corporation. I have been employed by CertainTeed for 30 years and have held my present position for 20 years.

CertainTeed Corporation is a leading manufacturer of building materials, and has asphalt roofing manufacturing facilities in Oxford, NC, and Avery, OH. These plants are served by the Norfolk Southern and in 1996 generated over 4900 carloads of rail freight.

I support the approval of the transaction which will allow Norfolk Southern and CSX to acquire Conrail and subsequently divide its assets. Since our facilities are located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Also, this pro-competitive merger will break up the long-standing domination of the eastern rail markets by one carrier.

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

VERIFICATION

I, George F. Milligan, 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 1st day of May, 1997.

A handwritten signature in cursive script, appearing to read "George F. Milligan, Jr.", written over a horizontal line.
George F. Milligan, Jr.

CertainTeed Corporation
P.O. Box 253
Sulphur, LA 70664
(318) 882-1441

CertainTeed 

May 28, 1997

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

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

Dear Mr. Williams:

My name is Nancy C. Wease. I am the Traffic Manager for CertainTeed Corporation, a manufacture of poly vinyl chloride (PVC plastics), and have held this position for fifteen years. My responsibilities included the outbound shipping of our product to our customers. I am responsible for freight rate contract negotiations, railcar fleet leasing, and the accounting for all product shipped from this location.

Our business address is P.O. Box 253, Sulphur, LA 70664. Our railhead is Rose Bluff, LA. We are presently serviced by the Kansas City Southern and Union Pacific (formally the Southern Pacific).

Page 2.

Mr. Vernon A. Williams
Surface Transportation Board
5-12-97

The Lake Charles Polymer Plant produces approximately four hundred and fifty million pounds of poly vinyl chloride per year, all of which is shipped outbound in covered hopper railcars. We receive no inbound rail shipments. The following is a summary of the destinations we ship to and the delivering rail line that services that location.

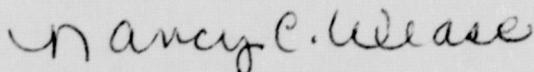
<u>Plant/Location</u>	<u>Serviced by:</u>	<u>Volume per year (car loads)</u>
Grinnell, IA	Union Pacific	312
Jackson, MI	ConRail	372
Williamsport, MD	ConRail	408
Social Circle, GA	CSX	504
McPherson, KS	Union Pacific	624
Waco, TX	Union Pacific	336

The plants effected by the acquisition and division of ConRail are Jackson, MI, and Williamsport, MD which represents approximately 31% of our traffic.

CertainTeed Corporation, Sulphur, LA, supports the acquisition and division of ConRail by NS and CSX as explained to me and described in its applications. We believe this transaction supports our competitive expectations and needs. Also, it will serve to improve equipment utilization through better, more-direct, and faster service. We have also experienced good results with NS efforts to facilitate plant expansions.

On behalf of CertainTeed, we would appreciate your consideration regarding this matter.

Regards,



Nancy C. Wease
CertainTeed Corporation
Traffic Manager

NCW/