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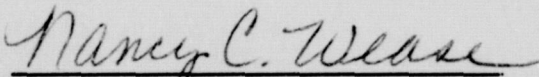
Vinyl Building Products Group

CertainTeed Corporation
P.O. Box 253
Sulphur, LA 70664
(318) 882-1441

CertainTeed 

**Verified Statement
on behalf of
CertainTeed Corporation
Finance Docket No. 33388**

I, Nancy C. Wease, declare under penalty 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.


Nancy C. Wease

CEYLION SHIPPING INC.

GENERAL AGENTS - NORTH AMERICA



CEYLION SHIPPING CORPORATION LTD.
COLOMBO, SRI LANKA

MR. VERNON A. WILLIAMS
SECRETARY
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET # 33388
1925 K STREET, N.W.
WASHINGTON, D.C. 20423-0011

VERIFIED STATEMENT OF NIHAL MENDIS

CEYLION SHIPPING INC.

MR. WILLIAMS,

MY NAME IS NIHAL MENDIS, AND I AM VICE PRESIDENT OF CEYLION SHIPPING INC, 2 WORLD TRADE CENTER, SUITE 2228, NEW YORK, NY 10048. I HAVE HELD MY PRESENT POSITION FOR 4 YEARS. MY DUTIES INCLUDE ARRANGING RAIL CARRIAGE FOR INTERMODAL MOVES.

CEYLION SHIPPING INC IS THE GENERAL AGENT FOR NORTH AMERICA FOR CEYLON SHIPPING CORPORATION, THE NATIONAL CARRIER OF SRI LANKA. WE WORK WITH NORFOLK SOUTHERN FOR INLAND MOVES FROM THE MID WEST TO USEC PORTS. IN ADDITION, WE WORK WITH SOO LINE FOR MOVING FROM MID WEST TO MONTREAL.

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

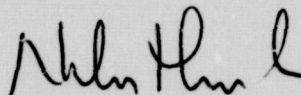
FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST, AND IT IS TIME FOR MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER WHICH OWNS ITS FACILITIES. AND, THE RAIL CARRIERS WHICH WILL COMPETE IN THE NORTHEAST SHOULD NOT BE JUST AND RAIL CARRIERS. THEY MUST BE CARRIERS WHICH ARE OF COMPARABLE SIZE AND SCOPE, AND PROVIDE A COMPETITIVE SERVICE.

GROWTH IN THE INTERMODAL INDUSTRY WILL BENEFIT MY COMPANY. PROVIDING RAIL COMPETITION IN THE NORTHEAST, PARTICULARLY FROM TWO COMPETITORS WHICH HAVE STRONG RAIL SYSTEMS IN THE SOUTHEAST, SHOULD PROMOTE THE GROWTH OF INTERMODAL TRAFFIC, WHICH IN TURN WILL ENHANCE MY BUSINESS AS A SUPPLIER TO THE INTERMODAL INDUSTRY. NORFOLK SOUTHERN'S CAPITAL INVESTMENT IN ITS INTERMODAL FACILITIES AND SERVICE ARE WELL KNOWN IN THE INDUSTRY, AS ARE ITS STRONG COMMITMENTS TO GROWTH AND SERVICE. FURTHER, WE HAVE BEEN IMPRESSED WITH NORFOLK SOUTHERN'S COMMITMENT TO SAFETY, AS EVIDENCED BY ITS EVIDENCE OF CONTINUED SUCCESS IN WINNING THE HARRIMAN AWARD.

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

I, NIHAL MENDIS, DECLARE UNDER PENALTY 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,



NIHAL MENDIS, VICE PRESIDENT,
CEYLION SHIPPING INC.

Chandler_{inc.}

CONCRETE COMPANY

VERIFIED STATEMENT OF Donnie Brady

Chandler Concrete Company Incorporated

April 29, 1997

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

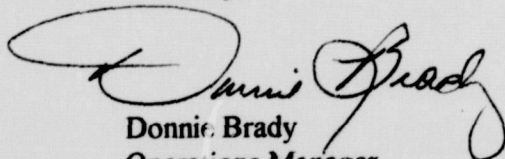
Dear Mr. Williams:

My name is Donnie Brady and I am Operations Manager for Chandler Concrete Company Incorporated, headquartered in Burlington, NC. We are a ready-mix company with seventeen (17) plants, three of which are on the Norfolk Southern at Guilford College, Greensboro, and Asheboro, NC. My responsibilities as Operations Manager include the direct oversight of transportation matters which include the transport of inbound portland cement via rail.

We understand that CSX and Norfolk Southern have before your agency a proposal to acquire Conrail and then divide its assets. We believe that competition is good for all involved parties such as shippers, receivers, and communities. This proposal will allow two strong railroads that own their own tracks and facilities to compete for business. Therefore, we urge the STB to grant its approval of this plan.

I, Donnie Brady, declare under penalty 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,



Donnie Brady
Operations Manager
Chandler Concrete Company

CY: Suzanne Butler, Account Manager
Norfolk Southern Corporation

POST OFFICE BOX 1239 • BURLINGTON, NORTH CAROLINA 27216-1239
TELEPHONE: 910 • 226 • 1181 / FAX: 910 • 570 • 0557

CSI
CHASSIS SYSTEMS, INC.

5319 SW Westgate Drive, #134 • Portland, OR 97221
(503) 292-3031 • FAX (503) 292-3148

May 19, 1997

VERIFIED STATEMENT

on behalf of

CHASSIS SYSTEMS, INC.

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Nelson H. Corbett, and I am President of Chassis Systems, Inc. 5319 SW Westgate Drive, Suite 134, Portland, OR 97221. As President, and Owner, I am the developer of a space saving verticle stacking system for container chassis used in railroad and marine terminals.

Chassis Systems, Inc. is the company that provides this system to terminals needing space in their existing yards or terminals, and for space conservation in the future. We have worked with NS in the Chicago and Atlanta areas. In addition we work with Union Pacific Railroad, Burlington Northern Santa Fe, Virginia International Terminals in Portsmouth and Norfolk, Maher terminals in New York, and CSX in New Jersey.

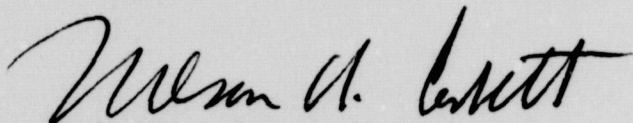
Based upon our experience in providing the services described above and working with these various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served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

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

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

I, Nelson Corbett, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this varified statement. Executed on MAY 17, 1997.

Sincerely,



Nelson H. Corbett, President
Chassis Systems, Inc.

VERIFIED STATEMENT OF
GARY D. WALLER
on behalf of
CHEMICAL LIME COMPANY
Finance Docket No. 33388
CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
-Control and Operating Lease/Agreements-
Conrail Inc. and Consolidated Rail Corporation

I am Gary D. Waller, Traffic Manager of Chemical Lime Company. The corporate headquarters for Chemical Lime Company is located in Fort Worth, Texas. I am responsible for the distribution of lime and limestone products from Texas north to Canada and east to the Atlantic Ocean. I am also responsible for the export movement from lime and limestone products from the U.S. to various locations in the Caribbean and South America. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Chemical Lime Company produces lime and limestone products and ships these products to our customers, who are located throughout the United States. We handle approximately 3,000 carloads of lime and limestone annually via CSX and NS.

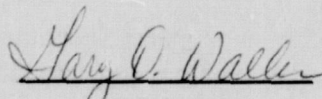
We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the North-Eastern United States. In particular, the acquisition will bring us new access to Conrail served water and paper customers in this region.

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

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

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

Executed this 19th day of May, 1997.


Gary D. Waller

CHEMICAL PRODUCTS CORPORATION

CARTERSVILLE, GEORGIA 30120

POST OFFICE BOX 2470

TELEPHONE 770 · 382-2144
FAX 770 · 386-6053

Verified Statement
of
Stanley E. Davis
on behalf of
Chemical Products Corporation

June 2, 1997

Mr. 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:

My name is Stanley E. Davis. I am Director of Traffic and Purchasing for Chemical Products Corporation in Cartersville, Georgia and Chemical Products Corporation de Mexico at Reynosa, Mexico. I have been in this capacity with Chemical Products Corporation since December 1983 and, prior to that, I was Assistant Director from 1966 to 1983 at this company. I am responsible for all inbound and outbound movements both international and domestic for both of our locations.

Chemical Products Corporation is the only U.S. producer of Strontium and Barium Carbonates. Both of these products are used in the production of television picture tubes to prevent x-ray emission. We have two production facilities. One facility is in Cartersville, Georgia and produces both Strontium and Barium Carbonate. One is in Reynosa, Mexico and produces Strontium Carbonate.

Our plant in Cartersville is served by the CSX Railroad and our plant at Reynosa, Mexico is served by the UP/SP Railroad via Brownsville, Texas. Both facilities are affected by the Conrail Railroad. We receive approximately 120 carloads per year of petroleum coke at our Cartersville, Georgia location and approximately 150 carloads per year of petroleum coke at our Reynosa, Mexico location that all originate on the Conrail Railroad at Reybold, Delaware.

We ship a combination of approximately 60 carloads of Strontium Carbonate and Barium Carbonate per year to customers in Pennsylvania and Ohio on the Conrail Railroad from Cartersville, Georgia. We also ship approximately 94 carloads of Strontium Carbonate per year to customers in Pennsylvania on the Conrail Railroad from our plant in Reynosa, Mexico.

CHEMICAL PRODUCTS CORPORATION

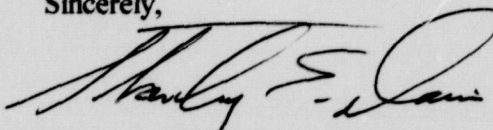
We feel that the expansion of CSX and Norfolk Southern will be in the best interest of Chemical Products Corporation, our customers and other shippers throughout the southern and northeastern United States. We believe the consolidation of CSX and Norfolk Southern operations with the Conrail operations they will acquire will reduce travel time and rail miles in many cases offering better service to us as well as our customers. The ability to reduce costs after the merger will, hopefully, reduce rates which increases business.

It will also allow one-line hauls from the Gulf of Mexico to the northeastern United States. This is necessary for rail to remain competitive with water transportation.

We strongly support the acquisition and urge the board to approve the application.

I, Stanley E. 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 on June 2, 1997.

Sincerely,



Stanley E. Davis
Director of Traffic and Purchasing

SED/cmj

Chemtech Products

May 14, 1997

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

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

Dear Mr. Williams:

My name is James R. Winkler. I am Director of Traffic and Transportation for Chemtech Products, Inc.; and my office is located at 1633 Des Peres Road, St. Louis, Missouri 63131. I have been employed by Chemtech Products, Inc. and its predecessor company, Chemtech Industries, Inc. since November of 1975. I have held my current position since May of 1993. It is my responsibility to manage the safe, efficient and cost effective distribution of all of our purchased and manufactured products. I am also charged with the responsibility to establish and maintain corporate policies which will insure complete compliance with federal, state, and local regulations relating to the safe transportation of hazardous materials. My professional qualifications include 35 years of industrial transportation management; and my technical achievements included a license to practice before the Interstate Commerce Commission and certification by the American Society of Transportation and Logistics.

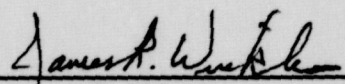
Chemtech Products utilizes the services of all three railroads party to the subject Finance Docket. Most of the shipments which they handle involve movements of tank cars containing Hydrofluosilicic Acid. This acid is used primarily by municipal water treatment plants; and, simply stated, it is the chemical that fluoridates water to prevent tooth decay. The acid is a by-product of phosphate fertilizer production, and most often moves from processing plants located in Florida, Louisiana, or North Carolina.

Treatment facilities which provide potable water for public use and consumption generally operate under tight regulatory and financial controls. Consequently, almost all of the supply contracts which the facilities award are based on the results of sealed confidential bids rather than being derived from the culmination of a negotiating process. In the bid process, the delivered price of the product determines, with few exceptions, who will supply the product. Transportation competition, and the price controls which result from such competition, is therefore a critical element in both assuring reasonable delivery costs and protecting the public's interest.

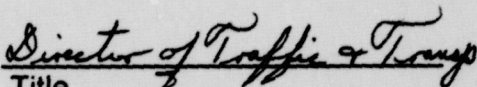
There are many areas east of the Mississippi and north of the Ohio rivers where Conrail is either the exclusive or dominant rail carrier. Although their service has generally been good, I believe that such a condition is absent of fair and healthy competition. In situations like ours, where trucking is not a viable alternative, the near monopolistic condition enjoyed by Conrail probably carries with it the natural tendency to keep transportation prices at a higher level than would otherwise be available in a reasonably competitive environment.

From my viewpoint, a proper division of the Conrail system between the CSX and NS railroads should bring about head-to-head competition in many areas where it presently does not exist. This competition should create reduced transportation costs which will benefit our customers as well as theirs. I would expect the new competition to also generate aggressive marketing strategies and service improvements by both railroads as each strives to capture business which once was under the exclusive domain of Conrail. I also believe it is critical for the Surface Transportation Board to act immediately on Finance Docket No. 33388 so that the Conrail network, as it presently exists, is preserved.

I, James R. Winkler, declare under penalty 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.



James R. Winkler



Title



P.O. Box 340, 10162 Railroad St., Lake City, PA 16423 • Phone: (814) 774-3116, Fax: (814) 774-9775

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

A handwritten signature in cursive script that reads 'Tom Brewster'.

Tom Brewster
Plant Manager
True Temper Railway Appliances

CHENEY LIME & CEMENT COMPANY

MANUFACTURERS

ALLGOOD, ALABAMA 35013

PLANTS GRAYSTONE, ALABAMA
LANDMARK, ALABAMA

May 5, 1997

PHONE (205) 625-3031 ONEONTA, ALABAMA
FAX (205) 625-3032 ALLGOOD, ALABAMA

Verified Statement of

Robert P. Pruett on Behalf of Cheney Lime & Cement Company
STB Finance Docket Do. 33388

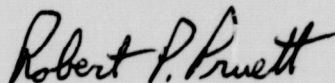
I am submitting this statement in support of the transaction proposed by CSX, Conrail and NS on behalf of Cheney Lime & Cement Company which is located at Hwy. 75, Allgood, Alabama 35013. My name is Robert P. Pruett and I have been operations manager at Cheney Lime & Cement Company for ten years. Prior to that, I was plant superintendent for thirteen years.

Our company has been in the business of producing quicklime and hydrated lime for ninety-four years. We send shipments of quicklime throughout the southeast via CSX. We presently ship some material by truck as requested by our customers.

Because the combined system that will result from the acquisition of Conrail by CSX and NS promises to provide increased competition with trucks, Cheney Lime and Cement Company will benefit from the lower costs and better service that a competitive environment should encourage. Moreover, improved rail service may divert some of Cheney Lime & Cement Company's present truck shipments to rail. The extension of CSX's network into the northeastern markets may give us access to new markets as well.

For these reasons, Cheney Lime and Cement Company strongly urges the Surface Transportation Board to allow CSX, Conrail and NS to complete the proposed transaction.

I, Robert P. Pruett, declare under penalty 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 fifth day of May, 1997.



Robert P. Pruett

BRIXMORTAR

WORKS LIKE LIME • SETS LIKE CEMENT

May 7, 1997

VERIFIED STATEMENT OF CHEROKEE BRICK & TILE COMPANY

My name is Michael E. Peavy, and I am Vice President of Sales for Cherokee Brick & Tile Company. I have been associated with this company for seven years.

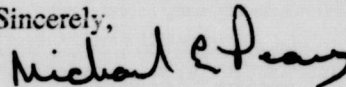
Cherokee Brick & Tile Company is a manufacturer of face brick. Our manufacturing plants are located in Macon, Georgia. These plants are presently serviced by Norfolk Southern. We sell to brick distributors located in the Southeast; Southwest; Midwest; Northeast; and a few Western states.

As a brick manufacturer, we require a cushioned underframed box, or flat cars to ship our brick. Norfolk Southern has assigned to us this type of rail car, which we load daily to ship the brick to destinations throughout the aforementioned areas of the country. We support the proposed merger of Norfolk Southern and Conrail. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation.

We currently ship to a number of customers in the Midwest that are on the Conrail line. We are confident Norfolk Southern would be able to provide dependable service on any Conrail lines which they acquire. We find that Norfolk Southern is very customer oriented and we are satisfied with the effort they make in meeting our needs with special cars for our brick shipments.

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

Sincerely,



Michael E. Peavy
Vice President / Sales
CHEROKEE BRICK & TILE CO.

Page Two

I, Michael E. Peavy, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 7, 1997.

Michael E Peavy
Name

CHEROKEE

DISTRIBUTION SERVICES INC.



VERIFIED STATEMENT OF

CHEROKEE DISTRIBUTION SERVICES, 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 Wilbur Dean, and I am Owner of Cherokee Distribution Services, Inc., 250 Richards Road, #273, Kansas City, Missouri 64116. I have held my present position for 10 years. My duties include directing the operation of intermodal transportation and support.

Cherokee Distribution Services, Inc. is a motor carrier. We work with NS in the Kansas City area. In addition, we work with the Burlington Northern/Santa Fe Railroad, the Union Pacific Railroad, and the Southern Pacific Railroad in the Kansas City area.

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 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

Mr. Vernon A Williams
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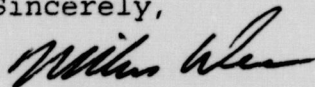
competitive service.

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, Wilbur Dean, declare under penalty 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,



Wilbur Dean, Owner
Cherokee Distribution Services, Inc.

Cherokee

MARINE TERMINAL

P.O. Box 70128, Nashville, Tennessee 37207 Telephone 615/255-2530

May 28, 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Sam Albert. I am President of Cherokee Marine Terminal in Nashville, TN. Cherokee Marine ships and receives steel coils by barge, rail, and truck. We have been in business since 1983. We at Cherokee Marine offer our strong support for the proposed joint acquisition of Conrail by CSX and NS and urge the Board to approve the transaction for the following reasons:

1. Improved equipment utilization through better, more direct, and faster service.
2. Promotion of competition with the trucking industry, thereby relieving traffic on major interstates in the northeast.
3. More utilization of the eastern ports if shippers could use direct single line service, which allows for a better, more timely service.
4. By using the expanded fleet of CSX, Cherokee can reload cars instead of ordering empty cars for reloading, reducing time, fuel, and cost to shippers. (Coiled steel cars are special cars having no other use except for coiled steel.)

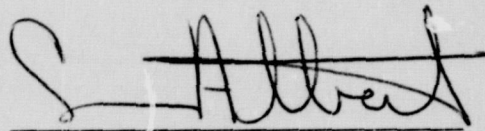
Vernon A. Williams
May 28, 1997
Page 2

Cherokee Marine ships and receives 400 to 500 cars per year. This number has been as high as 1500 cars in years past. By using this volume of cars, it is very easy to see the savings.

Again, we at Cherokee Marine support the proposed joint acquisition of Conrail.

Thank-You,

I, Sam 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 28th day of May, 1997.


Sam Albert

**Cherokee Sanford Brick**

A Division of Cherokee Sanford Group

1600 Colon Road

Sanford, NC

27330

VERIFIED STATEMENT OF**Donald P. Herweyer****on behalf of****Cherokee Sanford Brick, Inc.**

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.

Norfolk Southern Railway Corporation

--Control and Operating Lease/Agreements--

I am Donald P. Herweyer, Vice President of Sales & Marketing, for Cherokee Sanford Brick, Inc. Cherokee Sanford Brick, Inc. is located at 1600 Colon Road, Sanford, NC 27330. I am responsible for the company's sales, which includes transportation and delivery of product to our customers. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

919•775•2121

800•277•2700

FAX: 919•774•6634

Cherokee Sanford Brick, Inc. manufactures bricks for commercial and residential construction. During 1996 we shipped 756 carloads to customers and received 47 inbound loads of raw product. Our shipments are dispatched to customers in the Northeast on CSX and Conrail, as well as to customers in the Midwest, Southwest, and Southeastern United States. We have been non-competitive in the recent past when attempting to ship into the Northeast on a joint-line haul.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Northeast. In particular, the acquisition will bring us new single line access to Conrail serving brick customers in the Northeast and solve the problem associated with the higher cost of joint line interchange.

Gaithersburg, MD

Charlotte, NC

Raleigh, NC

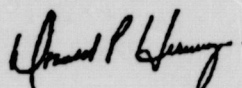
Sanford, NC

Wilmington, NC

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

For these reasons, Cherokee Sanford Brick, Inc. urges the Board to approved the joint application of CSX and NS.

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



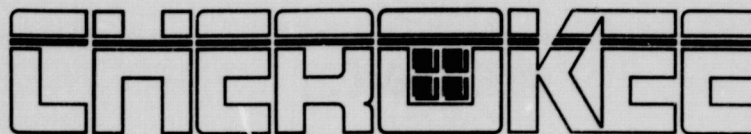
Donald P. Herweyer
Vice President Sales & Marketing

VERIFICATION

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

Executed on May 6, 1997.

June Colyer
June Colyer



Established 1950

May 9, 1997

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

**CHEROKEE
WAREHOUSES, INC.**
P.O. Box 1607
Chattanooga, TN 37401
Phone 423-756-5552
TWX 810-573-5210
FAX 423-756-1529

**VERIFIED STATEMENT OF
CHEROKEE WAREHOUSES, INC.**

James D. Kennedy, Jr.
Chairman
James D. Kennedy, III
President
Sam R. Smartt, Jr.
Vice President
& Secretary
Robert P. Hellerstedt
Vice President
& Operations Manager
Shelia Crane
Treasurer

J. D. Kennedy
(1893-1984)
Sam R. Smartt
(1919-1964)

My name is Robert P. Hellerstedt, and I am Vice President of Cherokee Warehouses, Inc.. I have held my position for 31 years. My duties include all responsibilities for operations of over two million square feet of warehousing and distribution. All types of transportation are included.

Cherokee Warehouses, Inc. is a public warehousing company. We have facilities located at Chattanooga, TN. and Covington, GA. some of our facilities are served by CSX and by NS. We ship and receive from various customers throughout the U. S. and Canada and several foreign countries.

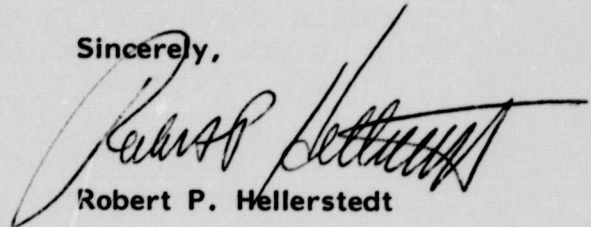
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since some of our facilities are located on the lines of both NS and CSX, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service 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 company would be able to compete in these markets with other companies enjoying single line service into the Northeast.

We have used rail service since 1950 and have been satisfied with NS and CSX 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, Robert P. Hellerstedt, declare under penalty 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,

A handwritten signature in dark ink, appearing to read "Robert P. Hellerstedt", written over a horizontal line.

Robert P. Hellerstedt

RPH:mw



Cherokee Wood Preservers, Inc.

P. O. Box 68 Mosheim, Tennessee 37818
Phone (615) 422-6011 FAX (615) 422-4016

NULook
BRAND TREATED LUMBER

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: 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 June Colyer and I am Transportation Director of Cherokee Wood Preservers located in Mosheim, TN. Our company is in the lumber treating and manufacturing business and we rely heavily on rail transportation of our inbound lumber. Our finished goods are moved by truck but in the past we have quoted several users of treated lumber in the northeast and were looking at moving this material by rail. A two line rate structure contributed to our inability to compete in that market.

We are located on Norfolk Southern and have found them to be a sound, well managed carrier who should be able to offer competitive pricing and service with single line moves on their line to Conrail stations. We are interested in a more competitive transportation alternative for north/south trade and realize the importance to the northeast in having some rail options as opposed to the monopolistic situations currently existing on Conrail.

For these reasons we support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and divide its assets.

Sincerely,

June Colyer
Transportation Director

VERIFIED STATEMENT OF RONALD L. SAUNDERS

CHESAPEAKE FENCE & AWNING CO. INC.

FINANCE DOCKET NO. 33388

My name is Ronald L. Saunders, and I am **Manager** of **Chesapeake Fence & Awning Co. Inc.**, 1944 South Military Highway, Chesapeake, VA 23320-4423, Phone 757-545-8486. I have held my present position for eight years. My duties include **manage contracting of industrial security fence and access systems, purchasing and installations.**

Chesapeake Fence & Awning Co., Inc. is a **vendor that does work for Norfolk Southern at Norfolk, Va.** In addition, we work with CSX and Norfolk Portsmouth Beltline at Norfolk and Portsmouth, VA. We provide **fencing and access control.**

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

1944 S. Military Hwy. Chesapeake, Virginia 23320-4423
Phone (804) 545-8486 Fax (804) 543-1153



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, Ronald L. Saunders, declare under penalty 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 that reads "R. L. Saunders".

Ronald L. Saunders

Manager

Chesapeake Fence & Awning Co., Inc.



May 21, 1997

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

Dear Mr. Williams:

My name is Charles J. Kerns, Jr. and I have been the Surveying Supervisor and Manager of Bulk Land Sales for Chesapeake Forest Products Company which is located at Post Office Box 311, 15 th and Main Streets, West Point, Virginia 23181, for nine years. I have worked with Norfolk & Southern in the engineering and development of industrial sites (chip mills and wood yards) that service the Chesapeake Paper Products Company paper mill. From these sites, Norfolk & Southern rails pulpwood and wood chips to the paper mill in West Point, Virginia. Some chips are also sold and railed south. We currently have three chip mills and several wood yards spread across Virginia from Danville to West Point.

Supplies and raw product are also shipped to the paper mill by rail, as well as finished products shipped out by rail, trucks and ships all over the East Coast and overseas.

I support the proposed division and acquisition of Conrail by Norfolk & Southern and CSX, as I understand it would make Norfolk & Southern stronger, more competitive, efficient (single line service) and more direct thus improving the overall quality of service. All of these improvements should reduce freight cost creating a safer and faster rail environment, thus promoting more rail service.

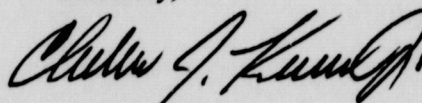
I have enjoyed working with Norfolk & Southern Industrial Development Department over the years. They have been very personable and efficient with engineering, planning, construction help, and service to our new chip mills.

For these reasons I support the proposed division and acquisition of Conrail by Norfolk & Southern and CSX and feel the consumer will ultimately benefit.

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

I, Charles J. Kerns, 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 21, 1997.

Sincerely,



Charles J. Kerns, Jr.
Surveying Supervisor and
Manager Bulk Land Sales

CJKjr/ppw



May 8, 1997

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

Dear Mr. Williams:

Mr. name is Patric K. Barron I am Traffic Manager for Chesapeake Paper Products Company at West Point, Virginia. I have held my position for 12 years. My duties include the direct oversight of our transportation requirements which include raw materials into this pulp and paper mill, and shipments of our linerboard, pulp and medium to our customers by rail, truck and chartered ships.

Chesapeake Paper Products Company is a subsidiary of Chesapeake Corporation with corporate headquarters in Richmond, Virginia. The pulp and paper mill in West Point, Virginia (east of Richmond) is served by the Norfolk Southern Railroad. In 1996 we processed over 14,000 cars at this location. Our annual rail transportation cost is in excess of twelve million dollars for coal, chemicals, wood chips, pulpwood and finished products. In 1996 we made approximately 4000 boxcar shipments outbound to our customers many of whom are in the northeast United States.

I support the proposed joint acquisition of Conrail by CSXT and NS. Since my mill is located on the NS we would welcome the increased market access for single line rail service. We have used Norfolk Southern and its precessor lines for over 75 years and have been generally satisfied with their service. I am confident that the NS would do a good job for us on any lines or routes they might acquire into Pennsylvania and New England.

For this and for balanced competition and increased rail competition I support the application of NS to merge with Conrail.

Sincerely,

A handwritten signature in dark ink, appearing to read 'P.K. Barron', is written over the typed name.

P. K. Barron
Traffic Manager
Chesapeake Paper Products Co.

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

Patric K. Barron

CHESTER COUNTY GRAIN, INC.

198 ■ W. Third Street
Henderson, Tennessee 38340
901-989-4011

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

RE: CSXT 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 MARVIN PICKENS CHESTER COUNTY GRAIN, INC.

My name is Marvin Pickens, and I am Traffic Manager of Chester County Grain Inc. I have held my present position for 12 years. My duties include management of shipping, receiving and warehousing.

CHESTER COUNTY GRAIN, INC. is a Grain Elevator located at Henderson, Tn. This facility is currently served by NS. We ship/receive approximately 130 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 CSXT plan to acquire Conrail, divide its assets and improve the balance of rail competition in the Northeast.

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

Sincerely,
Marvin Pickens, Traffic Manager
Chester County Grain, Inc.
198 West Third St.
Henderson, Tn. 38340

Marvin Pickens

**CHICAGO
CONSOLIDATORS
INC.**

391 Quadrangle Drive, Suite S-3 • Bolingbrook, IL 60440 • (630) 759-2800

Fax: (630) 759-1939

COFC/TOFC NATIONWIDE SERVICE

APRIL 30, 1997

MR. VERNON A. WILLIAMS
SECRETARY
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388
1201 CONSTITUTION AVE., N.W.
WASHINGTON, D.C. 20423-0001

SUBJECT: FINANCE DOCKET NO. 33388

MY NAME IS RAYMOND J. HAMILTON, AND I AM VICE PRESIDENT OF CHICAGO CONSOLIDATORS, INC. I HAVE HELD MY PRESENT POSITION FOR 15 YEARS. MY DUTIES INCLUDE SALES, MARKETING, RATE NEGOTIATING, AND OPERATIONS.

CHICAGO CONSOLIDATORS IS A IMC, THIRD PARTY, SHIPPERS' AGENT. WE SHIP INTERMODAL TRAFFIC IN ALL LANES THROUGHOUT THE UNITED STATES, SUCH AS SANTA FE TO LOS ANGELES, BURLINGTON NORTHERN TO SEATTLE/TACOMA, IN ADDITION TO NORFOLK SOUTHERN, CONRAIL, AND CSX. DURING 1996 WE SHIPPED APPROXIMATELY 10,000 LOADS WITHIN ALL LANES. WE PREDOMINANTLY HANDLE INTERNATIONAL SHIPMENTS, 90% ARE IN TWENTY AND FORTY FOOT CONTAINERS.

IT IS MY UNDERSTANDING THAT CSX AND NORFOLK SOUTHERN 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 NORFOLK SOUTHERN PLAN IS IMPROVED AND EXPANDED INTERMODAL (AND MULTIMODAL) SERVICES. EXTENDED NORFOLK SOUTHERN INTERMODAL SERVICE WILL HELP TO MEET OUR TRANSPORTATION NEEDS THROUGHOUT THE TERRITORY NOW SERVED BY CONRAIL. OPENING CONRAIL MARKETS TO SERVICE BY TWO RAIL CARRIERS OF COMPARABLE SIZE AND SCOPE, EACH WITH ITS OWN TRACKS AND TERMINALS, WILL OFFER US THE ADVANTAGE OF COMPETITIVE SERVICE AND PRICING WITHOUT FRAGMENTING THE MARKET AND HURTING SERVICE. FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN 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.

**CHICAGO
CONSOLIDATORS
INC.**

391 Quadrangle Drive, Suite S-3 • Bolingbrook, IL 60440 • (630) 759-2800

Fax: (630) 759-1939

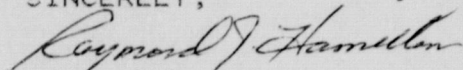
COFC/TOFC NATIONWIDE SERVICE

IN ADDITION TO THE COMPETITIVE REASONS STATED ABOVE, MY COMPANY WOULD WELCOME THE EXTENSION OF NORFOLK SOUTHERN SERVICE INTO THE NORTHEAST. 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 EVIDENCE OF CONTINUED SUCCESS IN WINNING THE HARRIMAN AWARD. OUR RELATIONSHIP WITH BOTH THE NORFOLK SOUTHERN AND THE CSX HAS BEEN EXEMPLARY, AND WE WOULD LOOK FORWARD TO WORKING WITH BOTH OF THEM ON A MORE EXTENDED SERVICE.

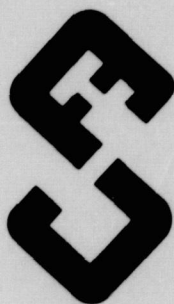
TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE APPLICATION OF CSX AND NORFOLK SOUTHERN TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB.

I, RAYMOND J. HAMILTON, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON APRIL 30, 1997.

SINCERELY,



RAYMOND J. HAMILTON
VICE PRESIDENT
CHICAGO CONSOLIDATORS, INC.



**Chicago
Heights
Steel**

May 19, 1997

Mr. 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:

As the raw materials supervisor for Chicago Heights Steel, I want to urge you and the members of the Surface Transportation Board approve the application of CSX and Norfolk Southern to acquire Conrail.

Our company, located at 211 East Main Street, Chicago Heights, Illinois, 60411-4270, is a century-old rail rerolling mill, and we both receive and ship by rail -- 120,000 tons year to be exact. Used railroad steel signposts are just one example. My responsibilities include inspecting and grading the raw materials we use in production.

As a company, we are interested in the outcome of your decision process because we believe that this proposal will result in improved utilization of equipment. We expect to see a better equipment supply because each carrier will have a larger fleet with which to work. That gives them the ability to also provide more car flexibility, reduce the number of empty-car miles and shorten delays.

601

Vernon A. Williams

- 2 -

May 19, 1997

Direct routing is also important to our firm. Chicago has always been a major railroad hub. Chicago Heights Steel now uses Union Pacific, Conrail and Illinois Central to move its products. As you can see, our markets go from coast to coast. That's why the addition of two strong rail carriers with the ability to reach every major market east of the Mississippi is an attractive proposition for us. Saving time saves us money -- especially when looking at long hauls. Direct routing, single line service will be a real benefit for us.

Because of our central location, with the right shipping options, we believe our company can market its product anywhere. This proposal is a "door-opening" one for companies like ours all across the country. It will foster competition and opportunity. That is what most business people want -- the opportunity to compete on a level playing field.

Growth is critical to every firm -- whether it is 100 years old like ours or just opened the doors. Please don't close the door to increased growth. Approve this proposal so that we can continue to be financially strong and viable companies in the future.

I am enclosing some company brochures for your review which describe our operation.

Thank you very much for your attention.

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

Sincerely,

William Wiater

William Wiater
Raw Materials Supervisor



**CHICAGO SALT
SERVICE COMPANY**

1302 South 54th Avenue • Cicero, Illinois 60804 • (708) 760-0177

May 29, 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 Henry Green, and I am Warehouse Manager with Chicago Salt Service in Cicero, Illinois, for more than a century, the Midwest's preeminent supplier of salt compounds and products. On behalf of my company, I write to support the purchase of Conrail by CSX and Norfolk Southern.

In my position, as the responsible official for all inbound and outbound shipping, I can attest to the importance of affordable, reliable transport. The sale of Conrail to CSX and NS would eliminate distribution system, including:

More single-line service. Juggling rail traffic is the number one challenge I have, day to day. Delays in arrivals or bottlenecks that keep our product on the loading dock can cause significant problems for production, and for customers counting on our products. Unfortunately, delays due to needless transfers to and from Conrail lines have been a way of life for us, as for many other Midwest business. The sale of Conrail to CSX and NS would provide an increase in single-line service, and far more predictability in our transport traffic.

Better utilization of equipment and manpower. More single-line service and the predictability it brings would allow Chicago Salt to make more efficient use of its equipment and manpower. This is just one instance of what I see as the ripple effect resulting directly from the purchase of Conrail by CSX and NS.

Lower costs. Partly through better utilization, and also through the increased competition rail would finally offer truck transport, the sale of Conrail will contribute to cost-savings for companies like ours. In a competitive industry, those savings will pay off in productivity -- and position us to win new business.





**CHICAGO SALT
SERVICE COMPANY**

1302 South 54th Avenue • Cicero, Illinois 60804 • (708) 780-0177

The advantages I've outlined here would help manufacturers and distributors of all kinds, across the economy and across the country. For that reason especially, we urge the Surface Transportation Board to approve the sale of Conrail as promptly as possible.

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

Executed this 29th day of May, 1997.

Sincerely,

Henry Green





c/o USX Corp. - Fairless Works
Fairless Hills, PA 19030

Specialists in Tension Levelling

May 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

Dan Phillips
Vice President/General Manag
Chicago Steel c/o USX Corp.

Chisholm Coal Company

32601 State Highway 194E

Jamboree, Kentucky 41536

Telephone 606•456-3432

May 21, 1997

VERIFIED STATEMENT OF

CHISHOLM COAL COMPANY

My name is Robert C. Miser, and I am Vice President, of Chisholm Coal Company. I have held my present position for 1 year. My duties include production, sales and shipment of coal.

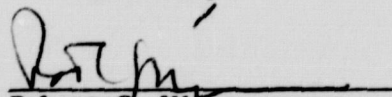
Chisholm Coal Company is a metalurgical producer of high volalite bituminous coal. We have facilities located at Jamboree, Ky. These facilities are presently served by NS. We sell to customers in Canada, Illinois, Pennsylvania, and New York. These facilities are located on the lines of N/S. During 1996, we shipped over 7000 carloads to these destinations.

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

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

I, Robert C. Miser, declare under penalty 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,



Robert C. Miser
Vice President
Chisholm Coal Company

Edward J Krajca
Director
Logistics Procurement and Supply

June 2, 1997

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

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

Dear Secretary Williams:

My name is Edward J. Krajca. I am the Director of Logistics for Chrysler Corporation and am based at company headquarters in Auburn Hills, Michigan. In my capacity as Director of Logistics, I am responsible for the movement of all inbound parts and other material to our plants and the outbound shipment of finished vehicles to our dealers. In addition, I am responsible for the purchase of all transportation services for Chrysler Corporation.

Chrysler is a worldwide manufacturer of automobiles, minivans, pickup trucks, sports utility vehicles and other specialty vehicles. Our operations in North America are represented by vehicle assembly and parts plants in the United States, Canada and Mexico.

Chrysler is a heavy user of rail services for the movement of both parts and finished vehicles. In the previous twelve months, we shipped 172,000 multi-level railcars of finished vehicles to various destination ramps throughout North America. In addition, we also received approximately 26,000 railcar loads of auto parts and other material used in our manufacturing operations.

Conrail, CSX and Norfolk Southern are important originators and terminators of Chrysler traffic and compete for the privilege of serving Chrysler. With one reservation, we believe that the proposed acquisition of Conrail is in our best interests and in the interests of our customers. We urge the Board to approve the application of CSX and Norfolk Southern for the control of Conrail for the reasons listed. Further, Chrysler asks

that the Board reconsider the request for expedited handling of the application.

1. We believe that the acquisition of Conrail by CSX and NS would produce better service, increased equipment utilization and more competitive rates. Also, the increased number of city pairs served by both CSX and NS will lead to an increase in single-line service opportunities for Chrysler. This benefit is important to Chrysler since some of our vehicles are made in only a single plant and the rail market reach of the finished vehicles made in each plant is relatively limited. This has caused Chrysler to truck sizeable numbers of finished vehicles to properly position them with an originating carrier.

Increased single-line service opportunities are important to Chrysler. It has been Chrysler's experience that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.

2. With reservation, Chrysler believes that the proposed joint terminal operation for Detroit and the Greater New York/New Jersey terminal areas will lead to increased competition for our business. It is our understanding that both CSX and NS will be able to directly access most of our facilities (Newark, DE and Twinsburg, OH being the exceptions) to give Chrysler increased service reliability, better equipment utilization and more competitive rates. We feel that the formation of the proposed joint terminals is a key to Chrysler's future use of rail service.

Chrysler's reservation stems from our Newark, DE vehicle assembly plant not being included in a joint operation. A key element that we have stressed in discussions with both CSX and Norfolk Southern is the requirement that all Chrysler facilities be jointly served by the two acquiring railroads. While Chrysler would like both Newark, DE and Twinsburg, OH to be jointly served, it is imperative that our Newark, DE assembly be served by both CSX and Norfolk Southern.

3. Chrysler is convinced that the Conrail acquisition will increase rail business and that would be good for all shippers who rely on rail. Chrysler is well aware that

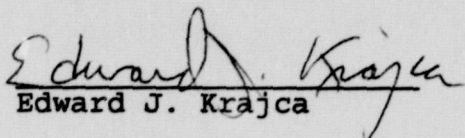
June 2, 1997
Vernon A. Williams
Page Three

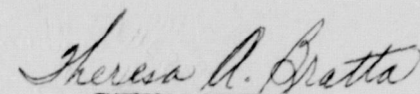
motor carriers haul significant portions of the nation's freight and that trucks dominate the Eastern freight markets. Because the East will be served by two strong railroads of equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment and will ensure that rail service grows in the future. These developments are important to all shippers.

In conclusion, Chrysler supports the application of CSX and Norfolk Southern to acquire Conrail and requests that the Board give their application expedited handling. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail service in the East.

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

Executed this 2nd day of June, 1997.


Edward J. Krajca


THERESA A. BRATTA
Notary Public, Macomb County, Michigan
My Commission Expires July 6, 2000



16 May 1997

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

Re: Verified Statement of Church Brick Company:
Proposed CSX/NS/Conrail Transaction:
Surface Transportation Docket No.33388

Dear Secretary Williams:

My name is Robert C. Charlton. I am Sales Manager for the Church Brick Company. In my position, I am responsible for shipping brick into our yard in Fieldsboro, New Jersey and keeping our costs down to allow for a reasonable selling price.

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

I, Robert C. Charlton, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 16 day of May, 1997.

Sincerely,

Robert C. Charlton
Sales Manager

Route 5 - Bordentown, New Jersey 08505 - Phone: 609-298-0090 - Fax: 609-298-4278

Date: April 28, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0011

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

**VERIFIED STATEMENT OF JOSEPH PECORARO
CIBA SPECIALTY CHEMICALS CORPORATION**

Dear Mr. Williams:

I am the Manager of Transportation for Ciba Specialty Chemicals Corporation, and I have held that position for two years. I am responsible for all bulk transportation including rail and truckload shipments.

Ciba Specialty Chemicals ships and receives chemicals, intermediates, and plastics, via rail. We have a manufacturing facility at McIntosh, AL which is served by the Norfolk Southern Railroad (NS). We also ship to various NS destinations. During 1996 we shipped/received 1620 carloads from/to these destinations/origins. We also ship to CSXT destinations in the Northeast.

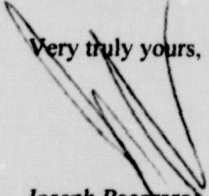
We strongly support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail.

Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. We ship much of our volume to transloaders in the northeast on Conrail. Two carriers of relatively equal size and scope provide the greatest opportunity for seamless service, efficient equipment utilization and seamless synergies that will translate into upgraded services and new and better access to markets. Their competitive rates and short transit times will enable us to provide faster, more efficient service to our customers. Moreover, this would simplify car movement and information for us, including ordering, billing, tracing, and loss and damage processing.

The Norfolk Southern Railroad has provided Ciba with reliable and competitive service and we are enthusiastic about the potential for new or improved access to markets and improved service offering that this merger can provide.

For these reasons, we believe that the proposed acquisition will provide significant benefits to shippers and will enhance competition. We therefore strongly support the merger in this proceedings.

Very truly yours,

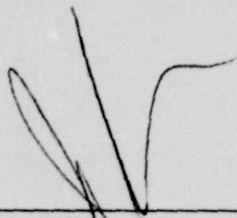

Joseph Pecoraro
Manager of Transportation

1611

VERIFICATION

Joseph Pecoraro
Manager of Transportation
Ciba Specialty Chemicals

I, Joseph Pecoraro, declare under penalty 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 April, 1997.



Joseph Pecoraro



Cincinnati Belting & Transmission Co.
737 W. Sixth Street • P.O. Box 14639 • Cincinnati, Ohio 45250-0639

PHONE (513) 621-9050

FAX (513) 621-0549

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Dan Corbett and I am Director of Finance for Cincinnati Belting & Transmission, 737 West 6th Street, Cincinnati, OH. 45203. We have been in business for 77 years and are 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, Dan Corbett, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 27, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Dan Corbett", written in dark ink.

Dan Corbett

CINCINNATI

BLACKTOP

COMPANY

4992 Gray Road

Cincinnati, Ohio 45232

May 28, 1997

513-681-1600/FAX 513-681-1519

FINANCE DOCKET NO 33388

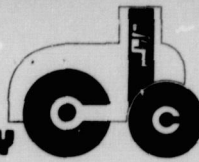
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is Paul A. Seta, and I am President of Cincinnati Blacktop, 4992 Gray Road, Cincinnati, OH 45232. I have been in business for 30 years as a supplier of blacktop patching and paving 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.

(continued)



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

Sincerely,

Paul A. Seta, President
Cincinnati Blacktop
Company

PAS/sr
cc: file

CINCINNATI CULLET COMPANY

— DEALERS IN BROKEN GLASS —

STATE AND HARRISON — PHONE: 921-3711

CINCINNATI, OHIO 45214

May 15th, 1997

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

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

Dear Secretary Williams,

I am Rod Gibbons, and I am writing today to represent the views of the Cincinnati Cullet Company. Our business address is 1984 State Avenue, Cincinnati, Ohio, 45204-1812. Our company is in the business of recycling glass through a melting process that allows broken glass to be reprocessed through heat and used again. As a result, we both receive and ship glass.

The reason for our letter is to express our support for the proposed acquisition of Conrail by Norfolk Southern and CSX. We think this plan is a winning proposition for many reasons not the least of which is more efficient routing. This will have a direct impact on Cincinnati where CSX has a major terminal.

CSX will classify its East-West traffic at its modern rail facility in Indianapolis which will free up capacity at Cincinnati. This extra capacity here will result in shipments moving more quickly to the Southeast. We can expect to save at least a day in transit time because of this change.

Shippers will also benefit from a number of high-speed corridors which include:

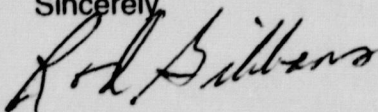
- Chicago to New York, Montreal and Boston,
- Between East St. Louis and New York City and Boston via Cleveland and Buffalo,

- Between Chicago and the Southeast via Nashville and Atlanta,
- Between Chicago and the Baltimore, Philadelphia and New Jersey markets,
- Between Michigan and the Southeast,
- Between New Orleans and the Northeast.

This is a good plan, and we urge your support and the support of the Surface Transportation Board. We ask that you take action quickly.

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Rod Gibbons".

Rod Gibbons

THE CINCINNATI ENQUIRER

312 ELM STREET
CINCINNATI, OH 45202-2739
(513) 721-2700

April 29, 1997

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

Dear Mr. Williams:

My name is Frank H. Woesman, Building Services/Newsprint Manager with The Cincinnati Enquirer. We are a daily newspaper in Cincinnati. My office is at the production facility at 1531 Western Avenue; Cincinnati, Ohio 45214.

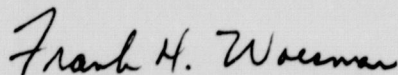
I received most of our rolls of newsprint at a public warehouse which is served by the Norfolk Southern. I primarily receive railcars inbound with this raw material.

I support your approval of the transaction which would allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since the facility where my rolls of newsprint are unloaded is located on the NS, I would welcome the benefit of increased market access for single line rail transportation. Joint line rail service into and out of the Northeast has seemed to inhibit the movement of traffic. With single line service, I believe that the ability to conduct business with markets in this area will be put on an even playing field.

I have enjoyed a good working relationship with Norfolk Southern for a number of years and would continue to deal with them if they are able to win your approval for any Conrail lines that they may acquire. I support the application of NS and CSX to acquire Conrail.

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

Sincerely,



Frank H. Woesman
Building Services/Newsprint Manager

Circle (S) Ranch



S. Oren Starnes
Founder
1924-1987

VERIFIED STATEMENT OF Samuel O. Starnes, Jr.
Circle (S) Ranch, Inc.

Samuel O. Starnes
President

May 5, 1997

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

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

Dear Mr. Williams:

My name is Sam Starnes and I am President of Circle (S) Ranch, Inc. I have held my position for 15 years. My duties include overseeing transportation and freight rates charged for raw materials received at our company.

Circle (S) Ranch, Inc. is a poultry feed manufacturer and a poultry producer. We produce approximately 248,000 tons of feed per year. The majority of the raw materials, (grains, soybean meal, phosphates, limestone) in our feeds is received from rail. Our facility is located in Monroe, NC. This facility is presently served by CSX. We receive from suppliers located in the Midwest, Northeast and Florida. These facilities are located on the lines of CSX, CN and Norfolk Southern. During 1996, we received 1,600 carloads from these origins.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is served by CSX, 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.

For the reasons described above, I support the application of Norfolk Southern and CSX to acquire Conrail and the approval of the application should be approved by the Surface Transportation Board.

I, Samuel O. Starnes, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 5th day of May 1997.

Sincerely,

Samuel O. Starnes, Jr. President
Circle (S) Ranch, Inc.



CITGO Petroleum Corporation
Box 5782
Tulsa, Oklahoma 74102

ANTONIO S. TEPEDINO
Vice President
Health, Safety & Environmental
and CITGO Asphalt

May 23, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 2023-0001

Dear Mr. Williams:

On behalf of CITGO Petroleum Corporation and CITGO Asphalt Refining Company, I am writing to express my strong support for the acquisition and division of Conrail by Norfolk Southern and CSX.

CITGO Petroleum Corporation and CITGO Asphalt Refining Company ship lube oil, waxes and asphalt to customer destinations located on both the Conrail and Norfolk Southern systems. In turn, we receive lube oil additives via rail from suppliers—Exxon, Bayonne, NJ and Lubrizol, Painesville, OH—both located on the Conrail system. CITGO currently has two asphalt refineries, one in Paulsboro, NJ (served by Conrail) and one in Savannah, GA (served by the NS) which process 18 million barrels of crude oil into 11.5 million barrels of asphalt. Transportation is a vital factor to the success of our business.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on lines which will belong to 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. 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 CITGO Petroleum Corporation and CITGO Asphalt Refining Company, 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 Norfolk Southern and CSX compete directly.

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

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

Sincerely,

Antonio Tejeda

CKS Packaging, Inc.

VERIFIED STATEMENT
OF
WILLIAM ANDREW SEWELL
ON BEHALF OF CKS PACKAGING, INC.

May 30, 1997

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

Re: Proposed CSX/NS/Conrail Transactions:
STB Finance Docket No. 11298

Dear Secretary Williams:

I am Drew Sewell, Plant Manager of CKS Packaging, Inc. CKS's address is P.O. Box 44052, 5515 Tulane Dr. S.W., Atlanta, Georgia 30336.

CKS is in the business of making food grade beverage containers. CKS has two manufacturing facilities in the Atlanta, Georgia area, both of which are located in the Puleo Industrial Park. These CKS plants receive via rail about 250 carloads per year of the plastics resins we use to make our containers. Most of these shipments originate in the southwest on UPSP or BNSF and are switched to CSX before arriving in Georgia. The finished product coming out of our plants, which are currently at full capacity, is shipped by truck.

CKS hopes that the proposed joint acquisition of Conrail by CSX and Norfolk Southern will enable CSX to provide more efficient blocking patterns. CKS can benefit from this because many of its inbound supplies originate on the UPSP or BNSF and are held up during switching to CSX at congested gateways. If new blocking patterns are established to avoid switching at these gateways, we expect that transit times will go down accordingly.

P.O. Box 44366 • 5515 Tulane Drive S.W. • Atlanta, Ga. 30336 • (404) 581-8800

CKS Packaging, Inc.

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

CKS also supports the combination of CSX and Conrail operations because it will increase competition in the transportation industry. For shippers like CKS, this should result in improved service and lower costs.

Thus, CKS looks forward to the joint acquisition of Conrail by CSX and Norfolk Southern and urges the STB to approve their application.

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

William A. Sewall
 William Andrew Sewall



1215 Chesapeake Street • Covington, KY 41011 • Phone: 606-431-2842
Fax: 606-431-2614

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Bob Johnson, and I am owner of Clark Henry Company, 1215 Chesapeake Street, Covington, Ky. 41011. I have been in business for 40 years as a supplier of parts and services. My duties are managing the making, machining and rebuilding of Hydraulic cylinders and machine parts for business.

Clark Henry Company is a supplier of Hydraulic Cylinders and machines parts for the Norfolk Southern Railroad at Cincinnati, Ohio, Louisville and Georgetown, Kentucky.

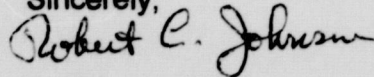
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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, Bob Johnson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 23, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Robert C. Johnson".

Bob Johnson

W. DENNIS HUNTER
ASST. VICE-PRESIDENT, INTERMODAL

VERIFIED STATEMENT ON BEHALF OF CLARKE SUNAC

FINANCE DOCKET NO. 33388

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

My name is W. Dennis Hunter, Asst. Vice-President, Intermodal, Clarke Sunac, Brossard, Quebec, Canada, which position I have held since Oct. 1994. I am responsible for negotiating intermodal rail contracts with all major railroads in North America.

Clarke Sunac is Canada's largest Intermodal Marketing Company moving more intermodal units between Canada and the United States & Mexico than any other IMC in North America. Our principal intermodal lanes are between Eastern Canada and U. S. South East/Texas/California & PNW and between Western Canada and New England/U.S. Eastern Seaboard/South East/Mid West & Texas.

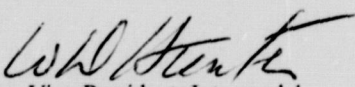
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service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

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

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

I, W. Dennis Hunter, declare under penalty 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 29th, 1997.

Sincerely,


Asst. Vice-President, Intermodal

7900-D Taschereau Blvd., Suite 200
Brossard, Quebec Canada J4X 1C2
Tel: (514) 671-2266
Fax: (514) 671-2330
CDN & USA IN WATTS: (800) 361-9078
Division of Newcap Inc.



CLASSIC COAL SALES, INC.

P. O. Box 1084
Bluefield, Virginia 24605

(540) 322-4066

May 12, 1997

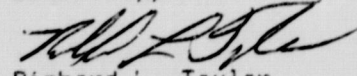
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423-0001

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

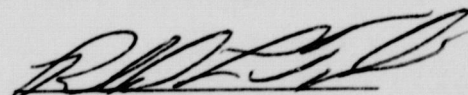
Classic Coal Sales Company, Inc. is a company which mines and sells coal. We have facilities located in McDowell County. These facilities are located on the lines of Norfolk Southern. Our coal is sold mostly on the export market.

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

Sincerely,


Richard L. Taylor
President

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





CLAUDE HOWARD LUMBER COMPANY, INC.
L U M B E R M A N U F A C T U R E R S

100 PARK AVENUE • POST OFFICE BOX 1669 • STATESBORO, GA 30459

PHONE: 912/764-6407 • FAX: 912-764-6279

April 24, 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, D.C. 20423-0001

Dear Mr. Williams,

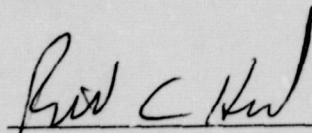
My name is William (Bill) C. Howard, and I am the Sales Manager and part owner (24%) of Claude Howard Lumber Company, Inc.. I have held my present position for three years. My duties include the sale and transportation of our manufactured lumber products. Specific duties include securing rates for trucking, rail movement, ordering rail services and billing for rail and truck shipments. Sales from Claude Howard Lumber Company, Inc., in the Northeast could be increased if the rates more competitive to trucks. During 1996 approximately 20% of our shipments were made by rail. Most of these were on center beam rail cars.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and single-line service which Norfolk Southern proposes would be of benefit to us. One of our largest customers is located in the Albany, New York area. Shipments to them using joint line service will hinder our competitiveness as well as create unnecessary delays. With single line service, I believe our facility would be able to better compete in these markets with other companies enjoying single line service into the Northeast. The majority of the products were shipped on bulkhead lumber flats and center beam lumber cars. We have used Norfolk Southern

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

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

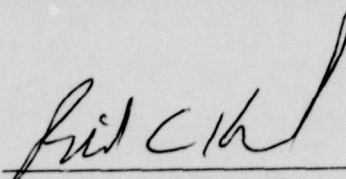
Sincerely,



William C. Howard Sales Manager and Part Owner

VERIFICATION

I, Bill Howard, 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 April 24, 1997.



William (Bill) C. Howard



Claxton Chicken

Claxton Poultry Farms

Norman W. Fries, Inc.

P. O. BOX 428 • CLAXTON, GEORGIA 30417 • (912) 739-3181

May 6, 1997

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

Verified Statement

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

Dear Secretary Williams:

I am Harry McDonald, President of Claxton Poultry Inc. located at Highway 301 North Claxton, Ga. Claxton is a vertically integrated poultry company whose primary business is processed chicken. I have the bottom line responsibility that includes marketing and total cost control. A major component of our cost in procurement of feed ingredients of which logistics and freight has a significant impact. I have worked in this industry for 28 years, as an Account Controller, Marketing Director, General Manager, and President. 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.

Claxton Poultry is in the process of expanding, increasing the weekly kill to 1,250,000, which has necessitated an increase in feed manufacturing from 5,400 tons/week to 7,125 tons/week. Presently, we receive 90% of our inbound grain by rail which equates to an annual volume of approximately 1,200 cars, representing approximately \$1.9 million in rail transportation costs. Currently most grain originates from Indiana (to a smaller extent Illinois). Finished feed is trucked to local poultry farms.

Mr. Vernon A. Williams
May 6, 1997
Page 2

Claxton Poultry strongly believes that the proposed joint acquisition of Conrail would be in our best interests, as well as in the interest of our customers. We urge the Board to approve this application for the following reasons. The merged systems would offer:

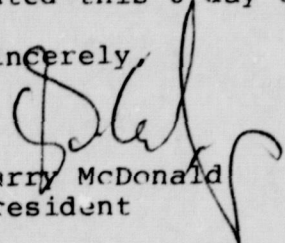
1.) Additional grain sources -- Although I understand that CSX currently has more grain sources than any other eastern carrier, the addition of some of Conrail's elevators would create more competition in the marketplace, which should reduce the grain basis thereby lowering costs. (We would be able to access sources in east central Ohio and in northeastern portions of Illinois.) Our future growth and even continued existing operating levels are dependent upon Claxton remaining competitive.

2.) Single line efficiencies, including lower costs and more efficient transit -- (We believe that new economics will allow us to reach Conrail grain sources in east central Ohio and northeastern portions of Illinois). We look forward to efficient transit resulting from additional equipment supply (an expanded covered hopper fleet) and reduction in interchanges.

To summarize, Claxton Poultry supports the application of CSX, NS, and Conrail and requests that the Board as quickly as possible to gain approval. We believe that this transaction will enhance transit efficiencies and will improve our competitive position.

I, Harry McDonald, declare under penalty 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 6 day of May, 1997.

Sincerely,



Harry McDonald
President

HM/dd

STB

FD

33388

6-23-97

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11/13

VERIFIED STATEMENT OF
Cline Delivery Service, Inc..
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My Name is Jim Cline , and I am Owner of Cline Delivery Services, Inc. 1797 Florida Street, Memphis, Tn. 38109. I have held my position for Twenty Five years. My duties include direction of company owned tractors, contracted owner operators and all aspects of managing a local drayage firm. In addition to local drayage we operate a container storage yard and handle over the road moves.

Cline delivery Services, Inc. As a local intermodal drayage firm, provides drayage services between local industries and various intermodal centers in the Memphis area. We work with NS in Memphis, Tn.. In addition, we work with UP, IC, CSX and BNSF in the Memphis area.

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

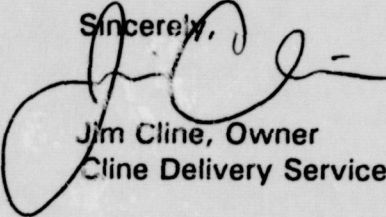
comparable size and scope, and provide a competitive service.

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

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

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

Sincerely,

A handwritten signature in black ink, appearing to be "Jim Cline", written over the typed name.

Jim Cline, Owner
Cline Delivery Services, Inc.

VERIFIED STATEMENT OF
Cline Maxey Of Memphis
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My Name is Wayne Maxey, and I am Owner Of Cline Maxey Of Memphis, 1797 Florida Street, Memphis, Tn. 38109. I have held my position for thirty years. My duties include direction of contracted owner operators, container yard and all aspects of managing a local drayage and over the road trucking firm..

Cline Maxey of Memphis is a local intermodal drayage firm, providing drayage services between local industries and various intermodal centers in the Memphis area.. We work with NS in Memphis, Tn. In addition we work with UP, IC, CSX and BNSF in the Memphis area. We also operate a container storage yard and over the road trucking unit.

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

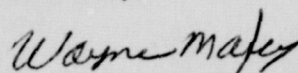
comparable size and scope, and provide a competitive service.

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

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

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

Sincerely,

A handwritten signature in cursive script that reads "Wayne Maxey".

Wayne Maxey, Owner
Cline Maxey of Memphis

May 1997

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

VERIFIED STATEMENT

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

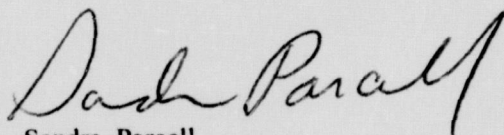
Dear Secretary Williams:

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

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

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

I, Sandra Parcell 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 22 day of 1997, 1997.



Sandra Parcell
Inventory Coordinator
Clorox

VERIFIED STATEMENT OF:

CO-OP TRADING

finance docket #33388

My name is David Denue, and I am general manager of Co-Op Trading.

My responsibilities include total monitoring of all purchases made by myself for inventory of future sales.

Co-Op Trading is a wholesale distributor. We have facilities located at Buffalo, NY, Waterbury, CT & Canada. New York and Connecticut are currently served by Conrail.

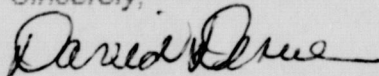
We sell and receive from customers/suppliers located throughout the United States and Canada. During 1995-1996 we received 15 carloads from various suppliers.

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

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

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

Sincerely,



David Denue



Part of the Coal Products Group

Coal Products Limited
Mill Lane
Wingerworth, Chesterfield
Derbyshire S42 6NG
Tel: 01246 277001
Fax: 01246 212212

20 May 1997

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

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

Mr name is David Foster, Chief Executive, Coal Products Limited, Mill Lane, Wingerworth, Chesterfield, Derbyshire S42 6NG. My job responsibilities include the purchase of American coal for the company.

Coal Products Limited imports approximately 500 k tons of coal annually from the United States. For my company to continue importing coal from the US at these tonnage levels it is essential to have strong, competitive railroads in the northeastern United States which own their own track and facilities. The proposed acquisition and division of Conrail by NS and CSX meets my company's competitive expectations and needs. I believe the plan for Conrail lines will be beneficial for my company and for coal exports from the United States.

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

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

Yours sincerely

David E Foster
Chief Executive

Verified Statement
on behalf of
Coal Products Limited
Finance Docket No. 33388

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

David E. Foster

VERIFIED STATEMENT OF
COAST & VALLEY 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 Tom Daughtry and I am President of Coast & Valley Company located in Norcross, Georgia. Coast & Valley is a pressure cleaning company. Much of our business involves the cleaning of truck fleets. We also provide concrete cleaning. My company has been in existence for over ten years.

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

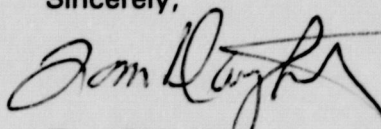
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

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

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

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

Sincerely,

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

Tom Daughtry
President
Coast & Valley Company

Coastal Materials of Alabama, Inc.

2933 E. BALDWIN RD.
PANAMA CITY, FL 32405
(904) 872-8865

157 JOHN SIMS PKWY.
P.O. BOX 447
VALPARAISO, FL 32580-0447
(904) 678-1099

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,

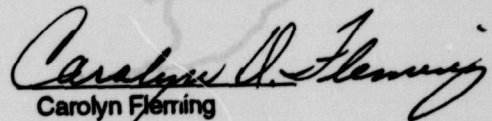
My name is Carolyn Fleming. I am President of Coastal Materials of Ala Inc., in Valparaiso, Florida. My office address is 157 John Sims Parkway, PO Box 447, Valparaiso, FL 32580-0447. I am writing to express my company's support for the CSX and NS application to acquire Conrail. We strongly urge the Board to approve the acquisition expeditiously.

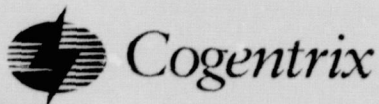
Coastal has been in business for 25 years. We ship our limestone via CSX and Bay Line. We support the Conrail acquisition because it will introduce new rail competition for the first time in more than 20 years. We believe that the Conrail acquisition will create more direct and efficient routing, a larger car fleet and more efficiently utilized equipment, and faster service.

We are convinced that will make the railroads more competitive with trucking, lowering costs and improving service for us. The new network created by the Conrail acquisition most likely will open new markets and offer new growth opportunities for our business.

We believe that 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, Carolyn Fleming, declare under penalty 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


Carolyn Fleming



Cogentrix

Cogentrix Energy, Inc.
9405 Arrowpoint Boulevard
Charlotte, NC 28273-8110
704-525-3800
Fax 704-529-5313

May 30, 1997

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

RE: Verified Statement of Cogentrix Energy, Inc.

Dear Mr. Williams:

My name is Ronald A. Munse, and I am employed as the Vice-President of Fuels and Transportation for Cogentrix Energy, Inc. based in Charlotte, North Carolina. My office address is 9405 Arrowpoint Boulevard, Charlotte, North Carolina 28273-8110. In my position, I am not only responsible for the procurement of the solid fuels, but also for establishing the proper method of transportation to be utilized at each proposed plant site. I have been employed at Cogentrix for nearly four years and we have long term coal and transportation contracts requiring us to move up to approximately 3,000,000 tons of eastern bituminous coal annually.

Cogentrix is an independent power producer with eleven coal-fired power plants located in Virginia and North Carolina receiving coal through the utilization of both the CSX and the NS rail systems in addition to ultimately barges and/or trucks as the case may be. All of the tonnage currently utilizes the railroads for at least the major portion of the haul and we accept deliveries by multiple car unit trains as well as single car shipments. We have been pleased with the timely and consistent service from both railroads and desire to keep or expand on the level of customer focus we've become accustomed to receiving. As you can well imagine, consistent service to our plants plays a vital role in ensuring the reliability and viability of our plants.



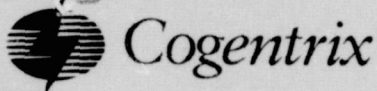
Cogentrix

The Honorable Vernon A. Williams
May 30, 1997
Page 2

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historic reason for insulating Northeastern railroading from competition, that time is past. It is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. 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. I believe two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization, reduced truck traffic on major interstate lanes, and seamless synergies.

Sincerely,

Ronald A. Munse
Vice-President
Fuels and Transportation



Cogentrix Energy, Inc.
9405 Arrowpoint Boulevard
Charlotte, NC 28273-8110
704-525-3800
Fax 704-529-5313

May 30, 1997

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

RE: Verified Statement of Cogentrix Energy, Inc.

Dear Mr. Williams:

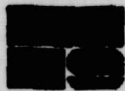
To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Further, we believe there is a need to consummate this unique transaction quickly. It is not in the public interest to allow Conrail to be managed for a long period of time by disinterested caretakers.

I, Ronald A. Munse, declare under penalty 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,

Ronald A. Munse
Vice-President
Fuels and Transportation

**COLD SPRING**

Quarries and fabricators of building stone and memorialization products.

COLD SPRING GRANITE COMPANY, 202 South Third Avenue, Cold Spring, MN 56320 USA
800-328-5040 320-685-3621 Fax 320-685-8490

April 28, 1997

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

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

VERIFIED STATEMENT OF GENE PATNOE**COLD SPRING GRANITE COMPANY**

My name is Gene Patnoe and I am Block Sales Manager of Cold Spring Granite Company. I have held my present position for 14 years. My duties include management of shipping and receiving granite blocks.

Cold Spring Granite Company is a manufacture of granite products and we have facilities located at Cold Spring, MN, Milbank, SD, Lake Placid, NY, Raymond, CA, Marble Falls, TX and Lac du Bonnet, Canada. Some of these facilities are currently served indirectly by NS RR and CR and we ship/receive approximately 100 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, Gene Patnoe, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on April 28, 1997.

Sincerely,

COLD SPRING GRANITE COMPANY

Gene Patnoe
Block Sales Manager

bl/kf/042897-2.gp

Cold Spring Granite Company is certified to the ISO 9001 standard for quality management.



CC-006-96

Collings Industrial Supply, Inc.

53 Route 130 & Klemm Avenue
Gloucester, N.J. 08030

Phone: (609) 456-1414
FAX: (609) 456-0907
Telex: 291501

May 16, 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is **Isaac Oribabor**, **President of Collings Industrial Supply**, in Gloucester City, New Jersey 08030. My office address is 53 Route 130, Gloucester City, New Jersey 08030.

I am directly responsible for marketing and sales of our products and services to the railroad industry, such as tools, batteries, compressors, engineering consulting, and other maintenance in the way of equipment. I have been in my current position for the past ten years, and I have worked in the field for the past fifteen years. I am writing to offer my company's strong support for the proposed merger of **CSX** and **Conrail**, and to urge the Broad to approve it promptly without any further delay.

Collings Industrial Supply is a **minority-owned** company which purchases products directly from a variety of manufacturers, and retails them to railroads throughout the country. We have been doing business with the railroad for over fifteen years. We are keen observers of the industry which makes up the bulk of our customer base. We have witnessed many railroad mergers in the past. The result of such mergers is to create a stronger and more competitive company that is able to meet the needs of its customers more efficiently.

We have also observed that consolidations result in greater capital investment and improved communications. We have seen improved technology and information systems with respect to the business we conduct with the railroad, and believe that such investment and communication enhancements benefit the public in general.

☛ next page

Mr. Vernon A. Williams
Secretary
May 16, 1997

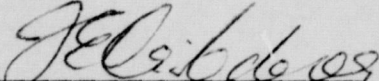
Page 2 of 2

Additionally, we would also bring to the Boards attention, Conrail's strong commitment to the growth and economic development of Minority-Owned Businesses. Expanding the reach of these business practices to other geographic regions would provide an important competitive advantage for the railroad system as it seeks to compete and succeed in the new global economy. Without Conrail, many other small businesses cannot survive and the economic impact in our area would be devastating.

Collings believes that the proposed transaction would be in the best interest of our community, our businesses, as well as in the interest of the public. We strongly urge the Board to approve this application.

I, Isaac E. Oribabor, declares 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 16th day of May 1997.

Sincerely,


Isaac E. Oribabor
President

IEO/jlw
ds15161.ltr

cc: John Anderson, CSX

COLONA TERMINAL SERVICES

200 Neville Road
Neville Island, PA 15225
Phone 412-777-6706
Fax 412-777-6705

VERIFIED STATEMENT OF BRUCE M. ROSEN

on behalf of

COLONA TERMINAL SERVICES

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.

Norfolk Southern Corporation and

Norfolk Southern Railway Corporation

--Control and Operating Lease/Agreement--

Conrail Inc. and Consolidated Rail Corporation

I am Bruce M. Rosen, Division President of Colona Terminal Services. Colona Terminal is located in Monaca, Pennsylvania with corporate offices on Neville Island, Pennsylvania. I am responsible for the complete operation of Colona Terminal Services, which include transportation requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Colona handles as well as sells metallurgical, steam and industrial coal, furnace and petroleum coke, sand, and gravel and is investigating the markets for other materials. These products are shipped to a variety of customers and can be received by the terminal via rail and eventually shipped out by rail, although truck and barge are alternative methods of transportation. Colona handles approximately 300,000 tons of materials in a year.

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

In our business, consistent, reliable and competitive rail transportation is crucial to our survival. The acquisition will provide us rail opportunities that do not presently exist. Furthermore, this will provide us more flexibility in the marketplace.

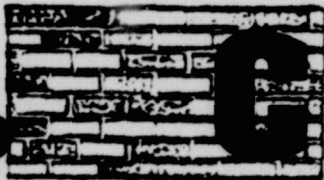
For these reasons, Colona Terminal Services urges the Board to approve the joint application of CSX and NS.

I, Bruce M. Rosen, declare under penalty 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 June, 1997

Bruce M. Rosen

Bruce M. Rosen



OLONIAL BRICK CO., Inc.

"Specializing in Chicago Used Bricks"

2222 SOUTH HALSTED STREET • CHICAGO, ILLINOIS 60608 • PHONE (312) 733-2600

VERIFIED STATEMENT
OF
KEVIN L. GURICAN
on behalf of
COLONIAL BRICK CO., INC.

My name is Kevin L. Gurican. I am General Manager for Colonial Brick Co., Inc.

Colonial Brick Co., Inc., is a used brick wholesaler located in Chicago, Illinois. The company has been in business since 1968. We ship brick via boxcar throughout the United States and Canada.

I am making this statement in support of the joint acquisition of Conrail by CSX and Norfolk Southern. The proposed acquisition will allow for more single-line service which will allow a much more efficient shipping route, along with faster transportation times due to less switching between proprietary railroads.

The joint acquisition will also allow for more direct routes to all of our customers along the eastern and southeastern seaboard, once again allowing for faster and more efficient shipping.

Another significant benefit of the proposed acquisition, would be better equipment utilization. Our brick is shipped in 60' bulkhead boxcars. CSXT has a significant stock on these type of cars, whereas Conrail's inventory is not very high.

Most importantly, this acquisition will allow for increased competition in the freight transportation industry. With all of the major mergers that have occurred in the past couple of years, multiple railroads service the same destinations which allows for competitive pricing for the industry.

It is for the reasons that I have stated above, that Colonial Brick Co., Inc., supports the joint acquisition of Conrail by CSX and Norfolk Southern.



OLONIAL BRICK CO., Inc.

"Specializing in Chicago Used Bricks"

2222 SOUTH HALSTED STREET • CHICAGO, ILLINOIS 60608 • PHONE (312) 733-2600

I, Kevin L. Gurican, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on May 7, 1997.

COLONIAL COAL COMPANY, INC.

P. O. BOX 72
PAINTSVILLE, KENTUCKY 41240
(606) 789-5215 FAX: 789-5559

May 12, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 220423-0001

RE: CSX Corporation and CSX Transportation, Inc.: Norfolk Southern Corporation and 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 B. W. McDonald and I am President and Owner of Colonial Coal Company, Inc.. I have owned Colonial since 1988, and as President, I am involved in all facets of operation. Colonial is a producer, processor and shipper of various coal products. We have facilities located at Phelps, Kentucky. These facilities are presently served by NS. We sell to customers located at various locations in the United States. Our customers have facilities located on the lines of Norfolk Southern. During 1996, we shipped 11,500 carloads to these destinations. Both rotary and bottom dump hoppers were utilized. Approximately 45 cars were loaded and shipped each working day.

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.

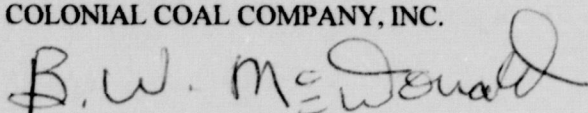
Mr. Vernon A. Williams
Page Two
May 12, 1997

Products produced at and shipped from our Colonial operations meet the specification requirements at various utility plants in the northeast.

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

Sincerely,

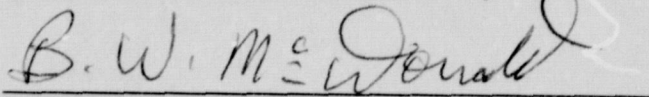
COLONIAL COAL COMPANY, INC.



B. W. McDonald, President

BWM/be

I, B. W. McDonald, declare under penalty 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.



B. W. McDonald

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

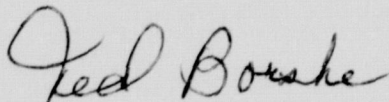
Dear Secretary Williams:

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, Ted Borshe, 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.



Ted Borshe
Shipping & Receiving Mgr.
Colorite Plastics Co.

Columbia Grain & Ingredients, Inc.

P.O. Box 315

Wellborn, Florida 32094-0315

(904) 755-7700

Facs# (904) 755-9127

AFFIDAVIT OF MATTOX WARD

COLUMBIA GRAIN & INGREDIENTS, INC.

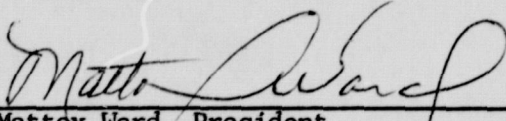
STB Finance Docket No. 33388

I, Mattox Ward, President of Columbia Grain & Ingredients, Inc., Wellborn, Florida, am responsible for the buying and transporting of grain to our terminal and feed mill at Bahia, Florida, and our feed mill in Bushnell, Florida. Both facilities are located on the CSXT.

I have functioned in this capacity for ten(10) years. We support the proposed division of Conrail's assets, and we encourage the Board to approve the application of the CSXT, the NS and Conrail.

Columbia Grain & Ingredients, Inc. is operated to support the egg layer operations of Hillandale Farms, and various other entities that cannot take rail delivery(i.e. dairies, layer farms, broiler farms, horse farms, hog farms, kennels, feed mills, ratite farms, etc.) Our terminal in Bahia, Florida is designed to receive 65 car trains(corn), and is served exclusively by the CSXT. The division of Conrail's assets between the CSXT and the NS will open new sources of grain by having single line service to elevator facilities now located on the ConRail, which lines will be acquired by the CSXT. This increase in the market area will do much to help us remain competitive and cost effective.

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

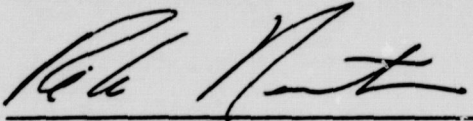


Mattox Ward, President

5/6/94

Date

The above signed is personally known to me, and has duly executed this affidavit in Columbia County, Florida.



Rita Newton, Notary



Rita A. Newton
MY COMMISSION # CC597572 EXPIRES
February 2, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



COLUMBUS DIESEL SUPPLY COMPANY, INC.

1575 INTEGRITY DR. EAST • COLUMBUS, OHIO 43209
PHONE 614 445-8391

DISTRIBUTORS: DIESEL ENGINE PARTS AND ACCESSORIES

VERIFIED STATEMENT OF
COLUMBUS DIESEL SUPPLY 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. 20423-0001

Dear Mr. Williams:

My name is Howard S. Robertson, and I am General Manager of Columbus Diesel Supply Company, Inc. at 1575 Integrity Dr. E., Columbus, OH 43209. I have held my present position for 3½ years. My duties include supervising operation of the Company.

Columbus Diesel Supply is a supply and service company that services small and large fleets and private owner operators. We work with NS as the following location: Columbus. In addition, we work with L&N and CSX at Louisville, KY.

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.



AUTHORIZED FUEL INJECTION SPECIALISTS
AMBAC • BENDIX • STANADYNE
ROBERT BOSCH • SIMMS • CAV INJECTION EQUIPMENT

658



COLUMBUS DIESEL SUPPLY COMPANY, INC.

1575 INTEGRITY DR. EAST • COLUMBUS, OHIO 43209

PHONE 614 445-8391

DISTRIBUTORS: DIESEL ENGINE PARTS AND ACCESSORIES

Page 2 of 2

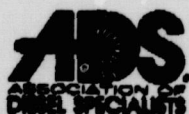
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Howard S. Robertson, declare under penalty 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,

Howard S. Robertson

Howard S. Robertson
General Manager
Columbus Diesel Supply Company, Inc.



AUTHORIZED FUEL INJECTION SPECIALISTS
AMBAC • BENDIX • STANADYNE
ROBERT BOSCH • SIMMS • CAV INJECTION EQUIPMENT

659



May 5, 1997

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


Dear Mr. Williams:

We support approval of the transaction which will allow CSX and Norfolk to acquire Conrail and subsequently divide its assets. Since our facility is located on lines which will belong to NS, we would welcome the benefit of increased market access for single-line rail transportation. We have used NS for several years on joint-line service in conjunction with Conrail, and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

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

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

Sincerely,


Tony Iacovetta
TI/rap

Comcast Cablevision
of Indianapolis, Inc.
5330 East 65th Street
P.O. Box 20911
Indianapolis, IN 46220
317-872-2225



May 28, 1997

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

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

Dear Secretary Williams:

This is to express my support for the planned joint acquisition of Conrail by CSX Corporation and Norfolk Southern as proposed in the above-referenced docket.

This consolidation would bring several significant benefits to the Greater Indianapolis area. The traffic at the Avon yards would increase and a substantial investment of new capital would be made to improve fueling and servicing facilities. Indiana coal shippers, grain growers and their customers would benefit from more efficient and reliable single line service.

This transaction makes good economic sense for the people and businesses in Indiana. Please give it your favorable consideration.

Sincerely,

A handwritten signature in cursive script, appearing to read 'David A. Wilson'.

David A. Wilson
Area Vice President

/st

cc: D.M. Levan, Chairman
Consolidated Rail Corporation
2001 Market Street, 17N
Philadelphia, Pennsylvania 19101

J.W. Snow, Chairman
CSX Corporation
P.O. Box 85629
Richmond, Virginia 23285



COMMERCE/Express, Inc.

2945 Buckley Way
Inver Grove Heights, MN 55076

Telephone (612) 451-7332
Fax (612) 451-2312

May 16, 1997

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

Verified Statement on behalf of Commerce Express, Inc.
STB Finance Docket No. 33388

My name is Duane Miller, and I am President and CEO of Commerce Express, Inc., 2945 Buckley Way, Inver Grove Heights, MN 55076. I have held my present position for over fifteen years. My duties include all rail intermodal contract negotiations, overseeing sales, marketing, and operations.

Commerce Express, Inc., is a Shippers Agent and a licensed Property Broker (MC 130816). We ship Intermodal traffic in the following lanes throughout the United States:
Between Minneapolis - St. Paul, MN and Portland and Seattle. Between Mpls - St. P and points in California. From Mpls - St. P to points in Florida. Between Mpls - St. P and points east; New York, NY, Philadelphia, PA, Boston, MA, Syracuse, NY, Baltimore, MD, Columbus, Oh, Portland, ME. Over the past fifteen years we have shipped more than 125,000 containers and trailers in these lanes utilizing the services of Conrail, CSX, Norfolk Southern, BNSF, KCS, ICG, Union Pacific, Southern Pacific, Canadian Pacific, and Canadian National railroads.

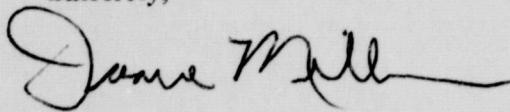
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate it's routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal services. Extended NS intermodal service will help to meet our needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. Conrail has been the only carrier in the northeast for too long. Conrail canceled our contract about ten years ago and

has refused giving Commerce Express, Inc. a contract because we are regional in scope and therefore unable to provide thousands of shipments per year which must be the basic criteria for a contract with Conrail as we met all other requirements. We have always had contracts with both NS and CSX and we provide high quality service to our customers in Minnesota and surrounding states.

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

I, Duane Miller, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 16, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read "Duane Miller", with a long, sweeping horizontal line extending to the right.

Duane Miller
President
Commerce Express, Inc.

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

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

Dear Mr. Williams:

My Name is David Wilson, and I am President Of Commercial Cartage, Inc. .
195 West Industrial, Memphis, TN.. 38109. I have held my position for Five
years. My duties include direction of Twenty company owned tractors, and
all aspects of managing a Regional drayage firm.

Commercial Cartage, Inc. is a regional internodal drayage firm, providing
drayage services between local industries and various internodal centers
in the Memphis and surrounding area. We work with NS in Memphis, Tn.. In
addition, we work with UP, IC, CSX and BNSF in the Memphis area.

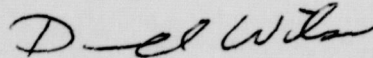
Based upon our experience in providing the services described above and working
with various railroads we would like to express our support of Norfolk Southern
and CSX in their efforts to acquire Conrail, and then divide the Conrail system.
There is a need for competition in the territory served by Conrail,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

Growth in the internodal 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 internodal traffic, which in turn will enhance my business as a supplier to the internodal industry. NS's capital investment in its internodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

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

I, David Wilson, declare under penalty 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 dark ink, appearing to read "David Wilson", written in a cursive style.

David Wilson,
President,
Commercial Cartage, Inc.



Commercial Cold Storage, Inc.

4300 PLEASANTDALE RD., N.E. • ATLANTA, GA 30340-3584 • 770/448-7400 • FAX: 770/263-9527

May 30, 1997

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

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

Dear Mr. Williams:

My name is Robert E. Strange. I am President & Chief Executive Officer of Commercial Cold Storage, Inc., 4300 Pleasantdale Road, Atlanta, Georgia 30340.

Commercial Cold Storage warehouses and distributes food grade commodities from throughout the United States and around the world. Transportation is vital to our success and we utilize both truck and rail.

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 Commercial Cold Storage by giving us single line rail access to additional potential customers.

I, Robert E. Strange, declare under penalty 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,

Robert E. Strange
Robert E. Strange

President

bob/conrail.doc



COMMODITY SPECIALISTS COMPANY

Deirdre Rains
Transportation Manager

Phone: (612) 330-9119
Fax: (612) 330-9190

May 20, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
STB Financial Docket No. 33286
1201 Constitution Avenue, N. W.
Washington, D. C. 20423-0001

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

Dear Mr. Williams:

My name is Deirdre L Rains, Transportation Manager of Commodity Specialists Company. I have been involved in agricultural transportation for 17 years and my responsibilities include the negotiation of rail rates and contracts, procurement of rail equipment leases and the management and oversight of all aspects of rail transportation for my company.

Commodity Specialists Company trades feed ingredient products throughout North America as well as overseas. We regularly use rail carriers in the Eastern markets to meet the needs of our domestic and international customers.

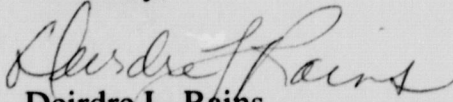
We support approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and will be described in the joint application of CSX and NS to control Conrail. Balanced competition in rail markets is essential to providing our customers with fairly priced product. There is a clear need to have at least two competing Class I Rail Carriers serving the Northeast that are of comparable size and geographic coverage who own their own tracks and facilities. For too long, customers who ship or receive product in the

Northeast have had the service of primarily one rail carrier, and when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been 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. The rail carriers must be comparable in terms of their size, scope and ability to provide a competitive service because then the shipper is afforded the greatest opportunity for superior service at competitive prices.

Additionally, due to the high cost of two or even three separate rail rates between origin and destination pairs in Eastern markets, agribusiness has often been forced to transportation modes other than rail particularly when evaluating new business opportunities. Single line rail service by NS and CSX can significantly improve the competitiveness of rail vs truck and potentially increase rail business throughout the East. Competitive service, competitive pricing and expanded market access will increase opportunities for agribusiness and facilitate growth.

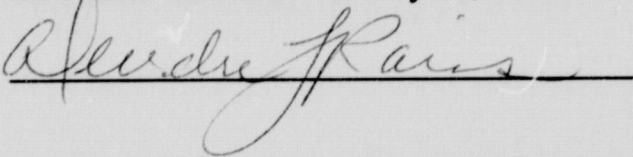
To summarize, we believe the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,


Deirdre L. Rains

Verification

I, Deirdre L. Rains, declare under penalty 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.



**VERIFIED STATEMENT
OF
WILLIAM L. MALLONEE**

on behalf of

**COMMONWEALTH ALUMINUM CORPORATION
STB Finance Docket 33388**

I, William L. Mallonee, am the Transportation Manager for Commonwealth Aluminum Corporation, a position I have held for ten years. Prior to that, I was Supervisor, Traffic for Commonwealth Aluminum for a period of six years. I have a total of twenty years experience in transportation for my company. In my current position, I am responsible for transportation management of all movements, inbound or outbound, for which Commonwealth Aluminum has freight liability. I am writing to express my company's support for the acquisition of Conrail by CSX and NS.

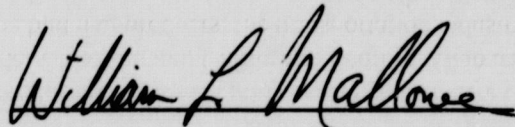
Commonwealth Aluminum is a producer of common alloy sheet products from our mills located at Lewisport, Kentucky; Uhrichsville, Ohio; Carson, California; Bedford, Ohio and Torrance, California. Major markets include building products, the transportation industry (trailer panel, etc.) and body stock for beverage cans. From our mills we ship to destinations throughout the U.S., Canada and Mexico. Our Lewisport mill is served by the CSX and we currently ship an average of 1,300 loads per month, including 30 railcars and 32 intermodal containers. In addition, we receive approximately 10 carloads of raw materials per month.

Commonwealth Aluminum Corporation believes that the acquisition of Conrail by CSX and NS will allow us to expand and extend our rail market reach in the Northeast. In particular, the acquisition will bring us new access to Conrail-served aluminum consumers in this region.

In our business, like so many others, consistent and reliable rail transportation is crucial to our logistics management. We have experienced equipment shortages in the past, and feel the acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times and allowing us to meet our customers' delivery expectations. As well, the efficiency of single line routings to new destinations will enhance transit performance.

For these reasons, Commonwealth Aluminum Corporation urges the Board to approve the joint application of CSX and NS.

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





Commonwealth Gin
Quality Cotton Ginning And Merchandising

25165 Buckhorn Dr.
P. O. Box 183
Windsor, Va. 23487
757-242-3566
Fax 757-242-9654
Wats 800-695-2655

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

May 8, 1997

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

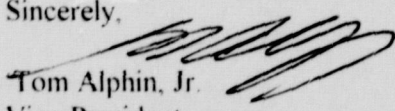
Dear Mr. Williams:

My name is Tom Alphin Jr. I am Vice-President of Commonwealth Gin, a quality cotton ginning and merchandising company, as well as Walters Grain and Seed Company, both located at Windsor, VA. We use the facilities of Walters Grain and Seed Company to ship via NS grains purchased from the local farmers and sold to feed mills throughout the Southeast. Commonwealth Gin Company also uses this facility to ship cottonseeds to market in the Northeast and Midwest. Our two companies pay in excess of one half million dollars per year in rail freight charges.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Approval of their plan will allow us to source grain and feed ingredients from origins that now require joint line rates and routes. These origins would now, with approval of the NS/CSX plan, become single line moves and should help in controlling freight cost.

Finally, we believe this plan will introduce rail competition into areas in which Conrail has enjoyed a virtual monopoly since its formation in the 1970's.

Sincerely,


Tom Alphin, Jr.
Vice-President

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

Executed on May 8, 1997.



11013 Kenwood Road • Cincinnati, OH 45242 • (513) 791-1966
Fax (513) 791-0880

May 19, 1997

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

Dear Mr. Williams:

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We would welcome the benefit of increased market access for single-line rail transportation. I sincerely believe the availability of single-line service to a larger network will enable us to grow our business much more effectively. Since we are currently served by the local shortline, fewer multi-switch situations would certainly benefit us.

We are confident NS would provide reliable service on any Conrail lines they acquire. We have been pleased with the local office in terms of customer service.

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

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

Sincerely,

Mike Sullivan
Sales Manager

MJS/mt

COMMONWEALTH INDUSTRIAL SERVICES, INC.

411 E. RANDOLPH ROAD

P.O. Box 479

HOPEWELL, VA 23860-0479

May 5, 1997

LOCAL	804 458-9844
RICHMOND	804 796-2835
FAX	804 458-9858

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket #33288
1925 K Street, NW
Washington, D.C. 20423-0001

Dear Mr. Williams:

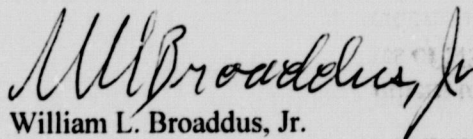
My name is William L. Broaddus, Jr. I am owner and President of Commonwealth Industrial Services, Inc. in Hopewell, Virginia. Commonwealth Industrial Services, Inc. is an industrial services company which provides materiel transloading, warehousing, and inventory for large paper and chemical companies. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 20% rail and 80% other modes. As President I oversee our transportation requirements which include receipt of materials and shipment of products for our customers. Some of our shipments are to and from locations in the Northeast and Midwest on Conrail.

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

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

I, William L. Broaddus, Jr., declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file the verified statement. Executed on May 5th, 1997.

Sincerely,



William L. Broaddus, Jr.
President

April 1997

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

VERIFIED STATEMENT

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

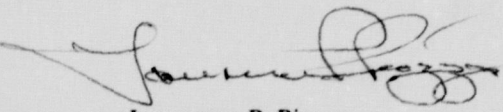
Dear Secretary Williams:

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

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

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

I, Lawrence P. Piazza, 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 26 day of April, 1997.



Lawrence P. Piazza
Community-Suffolk, Inc.



COMPAGNIE MARITIME D'AFFRÈTEMENT

CMA (USA), INC.

May 29, 1997

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

Mr. Secretary,

CMA - CGM is an international vessel operating common carrier. The procurement of rail-road services is an integral and vital activity which we engage to enable us to provide low cost services to the international shipping community. Today CMA - CGM publish tariffs to and from the United States to five continents.

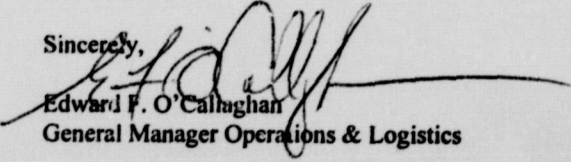
It is our understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. We also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminal, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service.

Furthermore, CMA-CGM supports this application in the belief that this will instill true competition for interior rail pricing between CMA - CGM Services operating in US East Coast Ports, and those Carriers deploying vessels to Canadian East Coast ports.

As General Manager of Operations and Logistics, the undersigned is entrusted with the arrangements of rail, motor and port expenses of CMA-CGM. It is in this capacity that I support the application of CSX and NS to acquire Conrail. The approval of this application by the STB is encouraged and eagerly awaited by CMA - CGM.

I, Edward F. O'Callaghan, declare under penalty 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,


Edward F. O'Callaghan

General Manager Operations & Logistics



COMPASS CONSOLIDATORS INC.

47 Stephen Street
Lemont, IL 60439
Phone: (630) 243-0200
Fax: (630) 243-0250

VERIFIED STATEMENT OF EMILE JOHN BUTEAU
ON BEHALF OF COMPASS CONSOLIDATORS, INC.
TO THE SURFACE TRANSPORTATION BOARD
FINANCE DOCKET NO. 33388

My name is Emile John Buteau, and I am President of Compass Consolidators, Inc. of 47 Stephen Street, Lemont, Illinois 60439. I have been in my current position for 21 years, and my transportation experience covers 32 years in LTL, rail, pipeline, and intermodal traffic. Since Compass is a shippers' agent, all employees are directly involved in transportation logistics.

Compass Consolidators, Inc. is a shippers' agent and transportation property broker. Our transportation modes selection is 92% via rail intermodal or carload. We ship for our principals in excess of 15,000 trailers, containers and carloads in which 52% originate in the Great Lakes economic area. Traffic lanes that have extreme economic impact on us include: Florida to New York, New Jersey, Pennsylvania and Massachusetts. Traffic lanes between Chicago (and other Midwest points) to the Middle Atlantic and New England areas once strong have degenerated during recent years because of a lack of competition in these corridors.

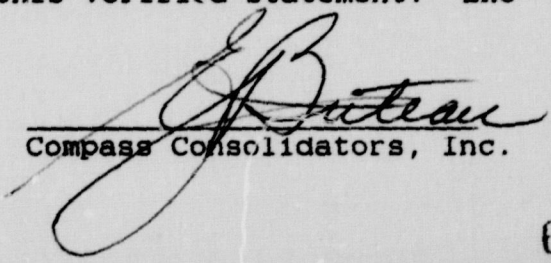
Compass Consolidators, Inc. is aware of the intended filing by CSX and NS of an application to control Consolidated Rail

Corp., and to divide its routes and terminals and operate them as part of their individual integrated systems. Extended CSX and NS intermodal services onto the Conrail rails and into good efficient terminals will help to meet the transportation needs of Compass Consolidators, Inc. and its principals. We feel that a competitive environment must be maintained and the application of these two excellent carriers of equal size and strengths will grow and develop to offer the advantages inherent without causing a breakdown in service or economies.

In addition to the competitive reasons stated above, Compass welcomes the extensions of these two fine intermodal service oriented companies. Our service offices located near Chicago, Cincinnati, Harrisburg, Miami, Milwaukee, Grand Rapids, and Peoria are all located on or near CSX or NS tracks or intermodal terminals and we require the competitive strengths of these two companies to grow in our market area.

I, and Compass Consolidators, Inc., firmly believe that approval of this application of CSX and NS to acquire Conrail should be approved with all conditions necessary to maintain a competitive environment in routes and terminals.

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


Compass Consolidators, Inc.



COMPASS CONSOLIDATORS INC.

47 Stephen Street
Lemont, IL 60439
Phone: (630) 243-0200
Fax: (630) 243-0250

May 20, 1997

**VERIFIED STATEMENT
of
John M. Pollack
on behalf of
Compass Consolidators, Inc.
STB Finance Docket No. 33388**

My name is John M. Pollack, and I am the General Manager of Pricing located in our corporate headquarters at 47 Stephen Street, Lemont, Illinois, 60439. I am responsible for contract negotiations and all pricing/rate activities at Compass. I have a degree in Transportation Management and a certificate in Truckload Marketing from the University of Wisconsin-Madison. Although I have been with Compass only two years, my transportation career started in 1973 with the Illinois Central Railroad. Since then I have held numerous management positions in the rail industry for 19 years, and over 5 years with intermodal marketing companies.

Compass Consolidators is an intermodal marketing company, which was founded in 1976. We handle approximately 15,000 intermodal and boxcar loads nationwide on an annual basis. Compass has offices in key midwestern, eastern and southern locations. With the exception of APL, we have signed contracts with and ship via the Burlington Northern Santa Fe Railway, CSX, Conrail, Norfolk Southern, Union Pacific, Illinois Central and every other major railroad and steamship line within the United States, Canada and Mexico.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. The joint acquisition of Conrail will be in Compass' 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 Compass because the enhanced CSX system will allow us more flexibility to expand our market reach.

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 Norfolk Southern, 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 growth of transportation options in the east.

I, John M. Pollack, 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 20th day of May, 1997.


John M. Pollack
Compass Consolidators, Inc.

COMPLETE LOGISTICS DISTRIBUTION, INC.

500 ANN PAGE ROAD • HORSEHEADS, N.Y. 14845

PH: (607) 796-4676 • FAX: (607) 796-4662

May 30, 1997

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

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

Ladies/Gentlemen:

The following is a verified statement on behalf of Complete Logistics Distribution, Inc., and the undersigned has been duly authorized to speak on its behalf.

The undersigned, Douglas C. Burkhardt, is the President and Chief Executive Officer of Complete Logistics Distribution, Inc., a public warehouse located in the former A & P plant in Horseheads, New York. The company was formed in 1995 and occupies space in the 1.5 million square foot former A & P canning plant. The building is in very good condition, is served by three indoor rail sidings, and the Souther Tier Conrail line is adjacent to the building.

Quite a few years ago, when discussing this building with a Conrail Senior Vice President in charge of marketing, his immediate reaction was "This is our greatest marketing failure," meaning that Conrail had done nothing to encourage business to locate in this modern facility. Since these words were spoken in 1990, there has been no aggressive effort to utilize this property to its potential until our involvement in late 1995. Since that time, we have grown close to 200,000 square feet, have created 12 new jobs for the community, and have several large projects in process which should double our size and employment.

The potential to develop this property as an integral part of the community has yet to be realized.

We need the aggressive marketing support of Norfolk Southern Corporation to bring this project to a successful completion. Norfolk Southern, working in concert with our staff, has the realistic potential of creating a state-of-the-art warehousing and transportation center serving all of Western New York and northern Pennsylvania. Our discussions with Norfolk Southern have revealed that they share our objectives. The infrastructure is largely in place, and local industry has encouraged us to help put this transaction together as it will benefit everyone in the area.

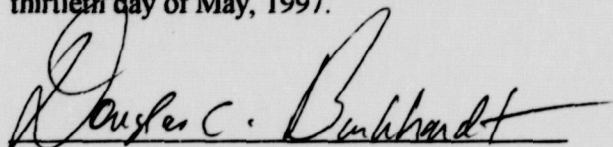
Specifically, we desire to create a major transportation complex at this facility offering intermodal capabilities, a Road Railer yard utilizing Triple Crown Services (which already is doing business with us) and full warehousing services to augment the transportation facilities. The net result should create in excess of 100 jobs within the facility, and probably another 100 jobs in the community.

The essential ingredients to creating this transportation hub is the cooperative attitude between our organization and Norfolk Southern. Conrail has consistently failed to provide this cooperation. Norfolk Southern has consistently proven its willingness and competence to work with shippers and warehousing customers by providing a high level of service and cooperation with their customers.

The largest benefit from the development of this property is to bring to the community a first class transportation facility which will attract other business to the area, with large job growth potential.

We urge the Surface Transportation Board to move swiftly to approve this acquisition to enable all of us to achieve these goals.

I, Douglas C. Burkhardt, declare under penalty 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 thirtieth day of May, 1997.



Douglas C. Burkhardt

cc: Greg E. Summy
General Attorney
Norfolk Southern Corp.
Three Commercial Place
Norfolk, VA 23510-9241

Alexander H. Jordan
Public Affairs and Strategic Planning
Norfolk Southern Corp.
Three Commercial Place, 12th Floor
Norfolk, VA 23510-9207

COMTRAK, INC.

P.O. BOX 750897
MEMPHIS, TN 38175-0897
(901) 541-8000
FAX (901) 541-8030

May 9, 1997

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 Michael J. Bruns and I am President of Comtrak, Inc. in Memphis, TN. I have held my position for 14 years. My duties include direction of company owned tractors and all aspects of managing a local drayage firm.

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

Based upon our experience in providing the services described above and working with various railroads we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of the 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 own its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.



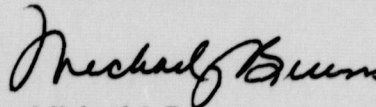
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

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

I, Michael J. Bruns, declare under penalty 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.

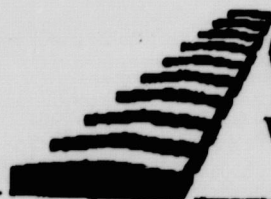
Sincerely,

COMTRAK, INC.

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

Michael J. Bruns
President

MJB:ks



CON-AM

Warehouse & Distribution
Services, Inc.

2301 Duss Avenue • Suite 8 • Ambridge, Pennsylvania 15003 • (412) 266-9078

May 8, 1997

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

RE: CSX/NS/CR, STB Finance Docket No. 33388

Dear Secretary Williams:

As Manager of Warehousing & Distribution for CON-AM Warehouse & Distribution Services, Inc., I am writing to express my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly. This transaction is a very positive development. If approved, it would offer better and expanded railroad service opportunities that would keep costs down and provide faster delivery from a larger geographic area to CON-AM customers.

CON-AM Warehouse provides warehouse space and all related distribution services for the loading, unloading, trans-loading, and storage of general commodities for various commercial and industrial customers receiving and shipping general commodities via truck, rail, or barge. CON-AM is directly rail served by Conrail with a diverse customer base with the potential for inbound and outbound truck and rail shipments to and from all parts of the United States. In my position, I am responsible for coordinating the transportation strategy for both inbound and outbound products.

In the view of CON-AM Warehouse, the STB process is wholly adequate to assure a pro-competitive outcome. I would hope that you will facilitate early consideration of this matter. Your careful consideration of this matter is very much appreciated.

Sincerely,

Anthony J. Vallus
Manager of Warehousing & Distribution

CC: Mr. Mark Demaline, National Account Mgr.
CSX Transportation, Westlake, OH 44145

683

CONCEPT MINING, INC.

BLUEFIELD, VIRGINIA 24605

M. E. WALKER
PRESIDENT

RT. 2, BOX 173-D
Telephone: (703) 326-3613

May 15, 1997

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

Verified Statement

Dear Mr. Williams:

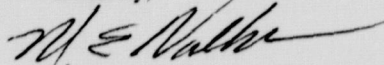
My name is M. E. Walker, President of Concept Mining, Inc. Concept Mining, Inc. is responsible for the sale of over 1.0 million tons annually from rail facilities located on the Norfolk Southern system to various domestic and export customers.

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

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

We urge the board to approve the joint application of CSX and Norfolk Southern.

Sincerely,



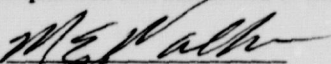
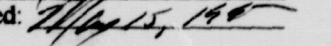
M. E. Walker
President

VERIFICATION

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

Signed:

Executed:

SEATTLE
12400 51st PLACE SOUTH
SEATTLE, WA 98178
(206) 763-3312

ATLANTA
5690 RIVERVIEW ROAD
MABLETON, GA 30059
(404) 505-0039

SAN DIEGO
6855 CALLE DE LINEA
SAN DIEGO, CA 92173
(619) 671-2100



VERIFIED STATEMENT OF

MICHAEL W KELLER

on behalf of

CONEX FREIGHT SYSTEMS, 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 Michael W. Keller, President of Conex Freight Systems, Inc.. Conex is located at 550 S. Alameda Street, Compton, CA 90221. I am President of the company and have been in my current position since 1978 and have worked in the transportation field for 27 years.

Conex is an Intermodal Marketer shipping in excess of 35,000 units annually throughout the United States.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. The joint acquisition of Conrail will be in Conex'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.

CONEX FREIGHT SYSTEMS, INC.

550 S. ALAMEDA STREET, COMPTON, CALIFORNIA 90221

TELEPHONE: (310) 884-6700 • FAX (DRY CARGO): (310) 886-3394 • FAX (REEFER CARGO): (310) 763-9727

685



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 Conex because the enhanced CSX system will allow us more flexibility to expand the markets from which we can receive product.
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows in 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, Michael W. Keller, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 21 day of May, 1997.

A handwritten signature in black ink, appearing to read "Michael W. Keller", written over a horizontal line.

Michael W. Keller
Conex Freight Systems, Inc.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of CALIFORNIA

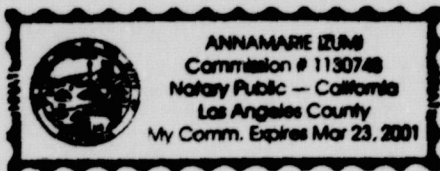
County of LOS ANGELES

On MAY 21, 1997 before me, ANNAMARIE IZUMI, NOTARY PUBLIC
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared MICHAEL W. KELLER
Name(s) of Signer(s)

- ☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: VERIFIED STATEMENT OF MICHAEL W KELLER
STB FINANCE DOCKET NO.33388

Document Date: MAY 21, 1997 Number of Pages: _____

Signer(s) Other Than Name(s) Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☒ Corporate Officer
Title(s): PRESIDENT
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing: _____

SEATTLE
12400 51st PLACE SOUTH
SEATTLE, WA 98178
(206) 763-3312

ATLANTA
5690 RIVERVIEW ROAD
MABLETON, GA 30059
(404) 505-0039

SAN DIEGO
6855 CALLE DE LINEA
SAN DIEGO, CA 92173
(619) 671-2100



CONEX FREIGHT SYSTEMS, INC.

FINANCE DOCKET NO. 33388

May 23, 1997

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

Dear Mr. Williams:

My name is MICHAEL W. KELLER, and I am President and CEO of CONEX FREIGHT SYSTEMS, INC. 550 S. Alameda St. Compton, California 90221. I have held my present position for 21 years. My duties include oversight of the organization's role as a large freight forwarder of imported merchandise at the U. S. West Coast destined for U. S. interior.

CONEX FREIGHT SYSTEMS, INC. is a multi-faceted transportation company. We ship intermodal traffic in the following lanes throughout the United States: U. S. West Coast to Texas, Illinois, New York, Georgia, Memphis and Ohio. NS serves the Southern and Ohio Valley lanes, while CR services the Northeast lanes, and CSX serves the Southern and Tennessee Valley lanes. During 1996, we shipped 8,000 containers/trailers within these lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and Multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail.

CONEX FREIGHT SYSTEMS, INC.

550 S. ALAMEDA STREET, COMPTON, CALIFORNIA 90221

TELEPHONE: (310) 884-6700 • FAX (DRY CARGO): (310) 886-3394 • FAX (REEFER CARGO): (310) 763-9727

688



Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carrier. They must be carriers which are of comparable size and scope, and provide a competitive service.

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

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

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

Sincerely,

CONEX FREIGHT SYSTEMS, INC.

A handwritten signature in dark ink, appearing to read "Michael W. Keller", written over a horizontal line.

Michael W. Keller
President

mwk/ssm

May 5, 1997

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

Dear Mr. Williams:

My name is Roger L. Desrosier, President and Chief Executive Officer of Connecticut Logistics, Inc. I have held my present position for the last year. My duties include visioning anticipated traffic flow, logistics management and direct oversight of our transportation requirements which involves inbound and outbound finished goods for our customers.

Connecticut Logistics, Inc. is a transload business with sales of \$500,000 annually. Transportation is a vital factor to the success of our business. We utilize rail and truck, divided 50% rail and 50% truck. We have facilities located at 18 Eastern Avenue and 2 Thomas Griffin Road, New London, CT. These facilities are presently served by NECR and interchange with Norfolk Southern through Conrail. Primarily, we ship to the eastern United States and receive from the pacific northwest in the U.S. and Canada who are on the lines of Norfolk Southern, Canadian National and Canadian Pacific.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast had 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 on any Conrail lines which they

acquire. Additionally, this transaction will result in improved service time and competitive rates (both rail and truck).

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

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

Executed on May 5, 1997.

Sincerely,


Name

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

May 28, 1997.

My name is Denis Roy, and I am Vice President, Sales and Marketing of Connecticut Logistics Inc. I have held my present position for one year. My duties cover sales and pricing activities.

Connecticut Logistics Inc. is the largest public warehouse in Connecticut. We offer short or long term warehousing and many services that can be tailored to fit customer's needs. We have facilities located at New London, C.T. and Monson, M.A. These facilities are located on the lines of the New England Central Railroad. During 1996 we received various commodities in box cars (50' and 60') and also products loaded on open top equipment (50' to 73' open top cars)

We support the approval of the transaction by which CSX and NORFOLK AND 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 railroad in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non competitive.

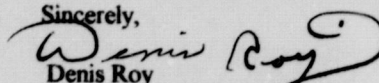
While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And there rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide the greatest opportunities for seamless service, efficient equipment utilisation 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 greatly expended market reach which single line service by NS and CSXT will offer. An extensive addition of single line service will allow us to provide increase market penetration to areas in which we been unable to compete adequately.

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

I, Denis Roy, declare under penalty 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 the 28, 1997.

Sincerely,



Denis Roy

Vice President-Sale -Marketing

Connecticut Logistics Inc.

2 Thomas Griffin Road

New London, C. T. 06320-0024,

VERIFIED STATEMENT OF DENIS ROY VICE PRESIDENT ,SALES AND
MARKETING, CONNECTICUT LOGISTICS INC. 2 THOMAS GRIFFIN ROAD , NEW LONDON, CT.
06320-0024

April 1997

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

VERIFIED STATEMENT

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

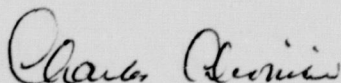
Dear Secretary Williams:

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

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

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

I, Charles Dionisio, 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.



Charles Dionisio
Connecticut Plywood Corporation

CONNELLY PAPER MILL

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:

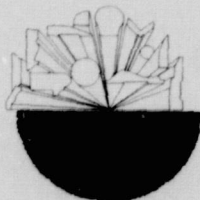
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better 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, Randy Ellithorpe, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 29th day of April, 1997.


Randy Ellithorpe
Connelly Cont., Inc. of Phila.



CONSOLIDATED LUMBER CORP.

Wholesale Distributors

P.O. BOX 1088, 90 OAK STREET
DELAWANNA STATION, CLIFTON, N.J. 07014

*DISTRIBUTORS FOR
CONSOLIDATED PINE, INC.
PRINEVILLE, ORE.*

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

Stanley Shirvan
President
Consolidated Lumber Corp.

CONTAINER STRAPPING

PLASTIC STRAPPING FOR POWERED EQUIPMENT

May 2, 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 Robert Rowan and I am Plant Manager of Container Strapping Inc., in Jacksonville, Florida. For the past eleven and one-half years my company has made a name for itself as a manufacturer of plastic strapping with customers across the country. I am writing the STB to indicate my support for the CSX/Norfolk Southern application to acquire Conrail Inc.

In my business, transport costs are key. Greater efficiencies of the kind that may result from the CSX/NS purchase of Conrail may open not just new opportunities here in the U.S., but may expand the international market for our products as well.

The Conrail acquisition makes sense for three main reasons:

1. More competitive rates. For a southern company like mine, eliminating the old Conrail choke point will give us a clear shot to New York City and other ports, in addition to more direct access to the Midwest. Right now, we ship all of our products by truck. If CSX and NS acquire the old Conrail lines as called for under this plan, for the first time my company may have a rail alternative to truck transport.

Container Strapping, Division of Illinois Tool Works, Inc.
6838 Stuart Ave. • Jacksonville, FL 32254
Tele: (904) 783-9464 or Toll Free 1-800-344-0008 • Fax (904) 786-2464

STB

FD

33388

6-23-97

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Vernon A. Williams, Secretary
May 2, 1997
Page Two

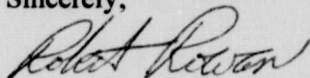
2. Fewer delays. Each interchange typically adds about one day's delay to a shipment. The new CSX/NS deal will result in more single-line service, reducing needless time and expense in transferring containers from one line to another. As the fellow who takes the phone calls from customers waiting for shipments to arrive, and makes the calls to suppliers to inquire about delays, I can report that single-line service may be a real selling point to me and my customers.
3. More reach. More single-line service means my company will have more reach, and more chance to win customers with competitive prices than ever before. That's the name of the game, not just in my business but in any enterprise that relies on road or rail to get its goods to their destination.

The CSX/Norfolk Southern acquisition of Conrail may benefit my company and my customers also. For these reasons, I urge the STB to approve this acquisition without delay.

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

Executed this 2nd day of May, 1997.

Sincerely,



Robert Rowan

CONTAINERBASE

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

VERIFIED STATEMENT ON BEHALF OF

CONTAINERBASE, INC.

FINANCE DOCKET NO. 33388

My name is Kenneth D. Harrington, and I am the President of Containerbase, Inc., 125 27th Avenue N. E., Minneapolis, Mn. 55418. I have held my present position for three years. My duties include operation of a Container Depot and Intermodal Transportation Company.

Containerbase, Inc. is a Intermodal Container Depot involved in storing, repair and general handling of Intermodal Containers. And, the transport of these same containers to and from competitive depots and railroads in a several state area. Presently we work with the Burlington Northern and Soo Line railroads in the Minneapolis, Mn. 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, 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 the market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

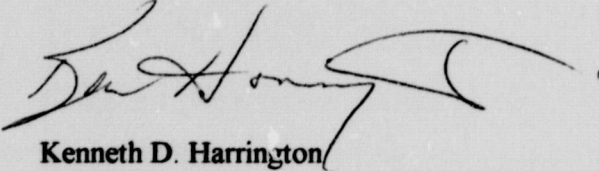
Page 2

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

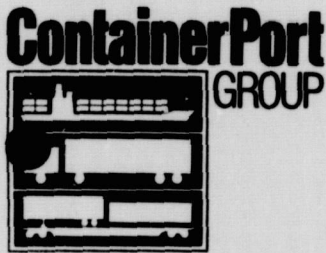
I Kenneth D. Harrington, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29th, 1997 .

Sincerely,

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

Kenneth D. Harrington
President
Containerbase, Inc.

KDH/jh

**Headquarters:**

Cleveland, Ohio 44116
1340 Depot Street
(216) 333-1330
FAX: (216) 333-1520

May 20, 1997

**VERIFIED STATEMENT OF
CONTAINERPORT GROUP, INC.
FINANCE DOCKET NO. 33388**

ContainerPort Group:

Intermodal Terminal
and Cargo
Transportation Services

ContainerPort Network:

Baltimore, Maryland 21222
8208 Fischer Road
(410) 477-0702
FAX: (410) 477-0707

Chicago, Illinois 60638
4800 South Central Avenue
(708) 458-1032
FAX: (708) 458-1045

Cincinnati, Ohio 45069
2700 East Crescentville Road
(513) 771-0275
FAX: (513) 771-5617

Cleveland, Ohio 44125
Warner Road
(216) 341-4800
FAX: (216) 341-7005

Columbus, Ohio 43219
1000 Joyce Avenue
(614) 252-0743
FAX: (614) 252-5144

Detroit, Michigan 48209
2725 Livernois Avenue
(313) 554-4454
FAX: (313) 554-4436

Indianapolis, Indiana 46241
3049 Chief Lane
(317) 244-8334
FAX: (317) 244-9121

Louisville, Kentucky 40218
4852 Jennings Lane
(502) 969-6311
FAX: (502) 969-6282

Linden, New Jersey 07036
401 Commerce Road
(908) 862-9334
FAX: (908) 862-0893

Norfolk, Virginia 23509
6969 Tidewater Drive
(757) 855-6010
FAX: (757) 855-6014

Rochester, New York 14613
970 Driving Park
(716) 458-4750
FAX: (716) 458-8295

St. Louis, Missouri 62206
2345 Sauget Industrial Parkway
(618) 332-6630
FAX: (618) 332-8879

The Road Division:

Cincinnati, Ohio 45069
2700 E. Crescentville Rd. Suite 200
(800) 959-2742
FAX: (513) 772-2635

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

Dear Mr. Williams:

My Name is Richard C. Coleman, and I am the President of ContainerPort Group, Inc. located at 1340 Depot St., Suite 103; Cleveland, OH 44116. I have held my position for 5 years. My duties include all aspects as Chief Operating Officer for ContainerPort Group, Inc.

ContainerPort Group, Inc. with headquarters in Cleveland, Ohio is a full service logistics provider, specializing in all aspects of containerization and intermodal cargo movement. Operating a network of twenty-two terminals, CPG handles virtually every container related inland transport activity. CPG specialties include short and long-haul trucking, container depot and repair services, and state-of-the-art equipment tracking with approximately 15,000 containers under daily management.

We work with NS at several locations; most prominently as intermodal terminal contractors in Cleveland, Ohio and Detroit, Michigan. In addition, we work with virtually all the major railroads across our network serving both the Eastern Seaports and the Midwestern rail hubs.

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

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are 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 C. Coleman, declare under penalty 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 black ink, appearing to read "Richard C. Coleman", with a large, sweeping flourish extending to the right.

Richard C. Coleman
President
ContainerPort Group, Inc.

RCC:ams

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

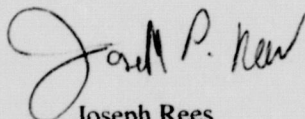
Dear Secretary Williams:

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, Joseph Rees, 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.


Joseph Rees
Conte Luna Foods



May 21, 1997

CONTICO INTERNATIONAL INC.

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attn: 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 Corporations, STB Finance Docket No 33388.

Dear Mr. Williams:

My name is Lee R. Gregory and I am the Executive Vice President of Contico International, Inc., headquartered in St. Louis, MO. Contico International, Inc. is a multi-national corporation operating 12 manufacturing sites in the U.S., Mexico and Europe.

We receive, by rail, in excess of 150 million pounds per year of plastic raw material. This is the single most important material used in our manufacturing process. The efficient, timely and economic delivery of this material is crucial to our ability to compete in the market place.

I have reviewed the details of the above referenced transaction and strongly believe that it will be quite effective at increasing the level of competition in the effected markets, resulting in lower costs and improved service.

As a result, I strongly support the proposed acquisition and subsequent division of Conrail by the CSX and Norfolk Southern. With competition escalating at an accelerating pace, our success depends greatly on the quality and cost effectiveness of our suppliers. This change will open up a previously closed market to competition and will allow for the best overall carrier to prosper.

The NS has done an outstanding job of servicing our three largest facilities, located in metropolitan St. Louis. Because of the numerous facilities that we operate and the varied supplier base from which we receive inbound shipments, we have contact routinely with most of the major railroads operating in the U.S. The best service provider we deal with, without exception, is the Norfolk Southern.

I am confident that they are capable of expanding this level of service to any Conrail lines that they acquire. It would certainly benefit our organization to have expanded competition in one of the busiest traffic corridors in the country. It would be a "bonus" to have that expanded competition introduced by an organization, such as the NS, who would also bring dramatically improved service.

In summary, I have reviewed the proposed acquisition plan and fully support it. I would urge the Surface Transportation Board to accept the plan and allow the transaction to be completed as soon as possible

Sincerely,

Lee R. Gregory
Executive Vice President

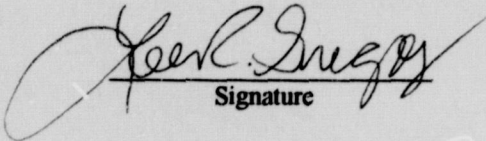


CONTICO INTERNATIONAL INC.

Verification statement
On behalf of
Contico International, Inc.
Finance Docket No. 33388

I, Lee R. Gregory, declare under penalty 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 21st day of May 21, 1997.


Signature

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. 33788

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.

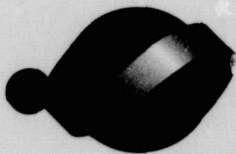
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight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

I support free choice of either CSX or NS and competitive rates; not necessarily either organization's purchase of Conrail.

Paul Carlson
Continental Paper Grading Co.



**CONTINENTAL
PAPER
GRADING OF CANADA INC.**

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

**VERIFIED STATEMENT OF
CONTINENTAL PAPER GRADING OF CANADA INC.**

My name is **Nicolina Tantalo**, and I am Customer Service Manager of Continental Paper. I have held my present position for six (6) years. My duties include overseeing traffic via rail and truckload in addition to overseeing customs and inside sales.

Continental Paper Grading is a waste paper broker. We buy and sell product served by Conrail, Norfolk Southern or CSXT. During 1996, we shipped approximately 700 carloads from various locations.

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

Recovering
from
Yesterday...
for
Tomorrow

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

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

I, Nicolina Tantalo, declare under penalty 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,

N. Tantalo

**Nicolina Tantalo
Customer Service Manager
(CONTINENTAL PAPER GRADING OF CANADA INC.)**

**cc: Norfolk Southern Corp. - Toronto
cc: David W. Ross - CSX Distribution Services-Burlington, ON**



May 23, 1997

Verified Statement
on behalf of
Continental Traffic Service, Inc.
Finance Docket No. 33388

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

Continental Traffic Service, Inc. is a third-party logistics company. Our core competency is the audit and payment of freight bills. As an added service to our clients we provide logistics consulting and freight claim payments. CTSI will pay over \$1 billion for transportation services this year on behalf of our clients; therefore, I feel qualified to evaluate the merger plan as a truly productive improvement for the railroads concerned, the shippers, the receivers and, ultimately, for the public at large. The improvements realized from the merger plan will make the United States more efficient and, consequently, more competitive in a global economy.

We wholeheartedly support the transaction of the CSX and Norfolk Southern to acquire control on Conrail. It is a "win/win" situation from everyone's perspective.

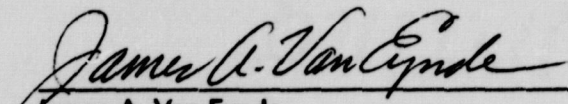
Sincerely,

James A. Van Eynde
Manager, Consulting

JAV/cm

The Smart Way To Pay

I, James A. Van Eynde, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 23rd day of May, 1997.


James A. Van Eynde
Manager, Consulting

CONTINENTAL WEB PRESS

of Kentucky

**Verified Statement
on behalf of
Continental Web of Kentucky
Finance Docket No. 33388**

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33288
1925 K Street
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.

My name is William Scarpaci, and I am the Vice President and General Manager of Continental Web Press. I have held my present position for 2 years.

Continental Web Press is a commercial and publication printer. We have facilities located at 125 Richwood Road, Walton, Kentucky. This facility is presently served by NS. We receive from customers located across the country. During 1996, we received 47 carloads from these origins that supply roll paper for our printing presses.

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 2 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.

Page 2

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

I, William J. Scarpaci, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 4-25-97, 1997.

Sincerely,

William J. Scarpaci
William Scarpaci

Contract Hauling Company, Inc.,
6449 Sewells Point Road, Norfolk, VA 23513 Phone 757-627-7109

VERIFIED STATEMENT OF

CONTRACT HAULING COMPANY, INC

FINANCE DOCKET NO. 33388

My name is R. J. Pope, Jr., and I am **President of Contract Hauling Company, INC., 6449 Sewells Point Road, Norfolk, VA 23513**. I have held my present position for 27 years. My duties include **overseeing the movement of containers and chassis between Norfolk Southern's Portlock Yard and Ports in the Hampton Roads area.**

Contract Hauling is a motor carrier serving Norfolk Southern with ten trucks daily, handling containers for import and export. We work with NS at their Chesapeake, VA, facility.

Based upon our experience in providing the services described above, 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

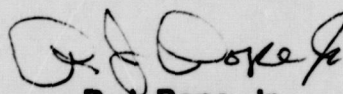
carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

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 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, R. J. Pope, 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 28, 1997.

Sincerely,



R. J. Pope, Jr.,

President, Contract Hauling Company, Inc.



contship containerlines inc.

May 22, 1997

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

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

**Verified Statement on behalf of:
CONTSHIP CONTAINERLINES
Finance Docket 33388**

My name is John Zimmerly and I am the General Manager of Corporate Operations in North America for Contship Containerlines located in Virginia Beach, Virginia. My employ with Contship Containerlines has been in an operational capacity for over eight years. Within my area of responsibility, intermodal operations is an area which comprises a substantial portion of our land-side expenses. Managing two service operations in the United States, Contship utilizes the rail networks of the UPSP, BNSF, CSX, NS, IC, WC, CP, CN, as well as other smaller privately held rails. In 1996 Contship shipped over 5000 containers on rail primarily 20'/40' standard equipment and an occasional open top or flatrack.

It is my understanding that the CSX and NS plan to file an application to control Conrail, divide routes and operate them as part of their existing systems. Opening up the Conrail system to two independent rail carriers will enhance the transport infrastructure in the northeast both in terms of service and costs in an area that has been neglected and monopolistic in its current structure. It is without doubt when only one rail serves a region, cost and service languish. It is in this capacity that I see the greatest benefit.



CORPORATE HEADQUARTERS

Reflections III - Suite 200
208 Golden Oak Court
Virginia Beach, VA 23452
Phone: 757-486-1808
Fax: 757-486-0550

Atlanta:

900 Circle 75 Parkway
Suite 685
Atlanta, GA 30339
Phone: 770-953-0035
Fax: 770-953-3227

Chicago:

1200 Harger Road
Suite 325
Oakbrook, IL 60521
Phone: 630-472-9301
Fax: 630-472-9322

Houston:

1225 North Loop West
Suite 930
Houston, TX 77008
Phone: 713-880-0181
Fax: 713-880-0185

New Jersey:

150 Essex Street
Suite 204
Millburn, NJ 07041
Phone: 201-467-3000
Fax: 201-376-9797

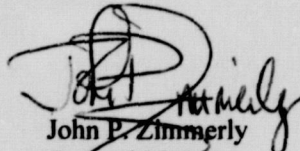
Miami:

7200 Corporate Center Drive
Suite 301
Miami, FL 33126
Phone: 305-994-1440
Fax: 305-994-1429

This enhanced opportunity can only benefit companies servicing the northeast and therefore we support approval of the application of the NS and CSX to acquire Conrail.

I, John Zimmerly, declare under penalty 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,

A handwritten signature in dark ink, appearing to read "John P. Zimmerly", is written over the typed name.

John P. Zimmerly
General Manager
Contship Containerlines Inc.

Cooper/T. Smith

Offices in Principal U.S. Ports

VERIFIED STATEMENT OF
COOPER/T. SMITH STEVEDORING COMPANY, INC.
FINANCE DOCKET NO. 333888

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 333888
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Mr. name is Patrick C. Hall and I am Senior Vice President of Cooper/T. Smith Stevedoring Company, Inc. located at 1128 West Olney Road in Norfolk, Virginia. I have held my present position for six (6) years. My duties include sales and marketing of all logistical services offered by Cooper/T. Smith Stevedoring Company, Inc. concerning the East Coast of the United States, all aspects of operations, safety and administration of Cooper/T. Smith Stevedoring Company, Inc. on the U.S. East Coast.

Cooper/T. Smith Stevedoring Company, Inc. is a transportation logistics based company with interests in intermodal transportation, ramp loading/unloading, terminal operations, warehousing and stevedoring. Cooper/T. Smith Stevedoring Company, Inc. works with NS in the following locations: Norfolk, Savannah, Charleston, Jacksonville, Sandusky, and Huron. In addition, Cooper/T. Smith Stevedoring Company, Inc. works with CSX at Newport News, Wilmington, NC, Charleston and Jacksonville to secure project volumes of cargo to be moved in/out of the above listed ports.

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

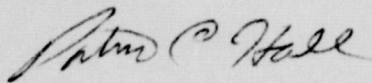
Surface Transportation Board
Mr. Vernon A. Williams
May 30, 1997
Page 2

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

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

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

Sincerely,



Patrick C. Hall
Senior Vice President

PCH:lr



BESTWAY Express Inc.

Phone: 716-875-6565

FAX: 716-875-1100

PO Box 733

Grand Island, New York 14072

MAY 19, 1997

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

VERIFIED STATEMENT OF
COPE/BESTWAY EXPRESS, INC.
FINANCE DOCKET NO. 33388

MY NAME IS MICHAEL COPE, AND I AM PRESIDENT OF
COPE/BESTWAY EXPRESS, INC.; 500 GRAND ISLAND BLVD; TONAWANDA,
NY. I HAVE HELD MY PRESENT POSITION FOR 20 YEARS.

WE PRESENTLY PERFORM THE MAJORITY OF ALL INBOUND AND
OUTBOUND DRAYAGE AT THE N.S. FACILITY IN BUFFALO, NY.
COPE/BESTWAY MAINTAINS 2 CY YARDS IN BUFFALO, NY FOR HYUNDAI,
MITSUI, HANJIN, OOCL, YANG MING AND A FEW OTHERS.

ON ANY GIVEN WEEK WE SHIP INTERMODAL TRAFFIC ON ALL
MAJOR RAILROADS AND ALL LANES THROUGHOUT THE UNITED STATES.
COPE/BESTWAY EXPRESS ALSO HAULS A LARGE VOLUME OF U.S. MAIL
FOR CONRAIL AND BESTWAY DIST. SERVICES (a division of
Cope/Bestway) HANDLES BOX CAR WORK (AUTOMOTIVE, PAPER, WHEY,
ETC.) OUT OF OUR TWO (2) WAREHOUSE FACILITIES. DURING 1996,
WE SHIPPED OVER 26,000 CONTAINERS/TRAILERS WITHIN THESE
LANES.

WE BELIEVE THAT HAVING 2 RAILROADS IN BUFFALO, NY WILL
BRING IN MORE COMPETITION AND MORE EQUIPMENT, BOTH OF WHICH
WE NEED DESPERATELY.

IT IS MY UNDERSTANDING CSX AND NS INTEND TO FILE AN
APPLICATION TO CONTROL CONRAIL, AND TO DIVIDE AND OPERATE ITS
ROUTES AS PART OF THEIR EXISTING SYSTEMS. I ALSO UNDERSTAND
THAT A KEY ELEMENT OF THE NS PLAN IS IMPROVED AND EXPANDED
INTERMODAL (AND MULTIMODAL) SERVICES. EXTENDED NS INTERMODAL
SERVICE WILL HELP TO MEET OUR TRANSPORTATION NEEDS THROUGHOUT
THE TERRITORY NOW SERVED CONRAIL. OPENING CONRAIL MARKETS TO
SERVICE BY TWO RAIL CARRIERS OF COMPARABLE SIZE AND SCOPE,
EACH WITH ITS OWN TRACKS AND TERMINALS, WILL OFFER US THE
ADVANTAGES OF COMPETITIVE SERVICE AND PRICING WITHOUT

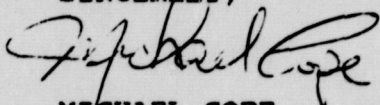
FRAGMENTING THE MARKET AND HURTING SERVICE. FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST, AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER WHICH OWNS ITS FACILITIES. AND, THE RAIL CARRIERS WHICH WILL COMPETE IN THE NORTHEAST WOULD NOT BE JUST ANY RAIL CARRIERS. THEY MUST BE CARRIERS WHICH ARE OF COMPARABLE SIZE AND SCOPE, AND PROVIDE A COMPETITIVE SERVICE.

IN ADDITION TO THE COMPETITIVE REASONS STATED ABOVE, MY COMPANY WOULD WELCOME THE EXTENSION OF NS SERVICE INTO THE NORTHEAST. NS'S CAPITAL INVESTMENT IS ITS INTERMODAL FACILITIES AND SERVICE ARE WELL KNOWN IN THE INDUSTRY, AS ARE ITS STRONG COMMITMENTS TO GROWTH AND SERVICE. FURTHER, WE HAVE BEEN IMPRESSED WITH NS'S COMMITMENT TO SAFETY, AS EVIDENCED BY ITS EVIDENCE OF CONTINUED SUCCESS IN WINNING THE HARRIMAN AWARD.

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

I, MICHAEL COPE, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON MAY 19, 1997.

SINCERELY,



MICHAEL COPE
PRESIDENT - COPE/BESTWAY EXPRESS INC

CC: CLAY BOUQUIN, NS - BUFFALO, NY



COPELAND TRUCKING COMPANY, INC.

5000 PUGHSVILLE ROAD • CHESAPEAKE, VIRGINIA 23321 • (804) 484-6200

VERIFIED STATEMENT OF COPELAND TRUCKING 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. 20423-0001

Dear Mr. Williams:

My name is Linwood L. Copeland, Jr., and I am President/
Operations Manager of Copeland Trucking Company, 5000 Old Pughsville
Road, Chesapeake, Virginia. I have held my present position for 22
years.

Copeland Trucking Company is a motor carrier involved in
intermodal transportation and piggyback operations. We work with
Norfolk Southern at the Portlock Ramp in Chesapeake, Virginia.

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 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 com-
parable 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 continued success in winning the Harriman Award.

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

I, Linwood L. Copeland, 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.

Sincerely,

COPELAND TRUCKING COMPANY, INC.

By Linwood L. Copeland Jr.
Linwood L. Copeland Jr.
President

CORDOVA CLAY CO., INC.

SHALE

PHONE 483-7385

483-7448

B'HAM 252-2851

HIGH GRADE CERAMIC CLAY

P. O. Box 100

CORDOVA, ALABAMA 35550-0100

May 21, 1997

Re: Support for NS and CSX to acquire Conrail

My name is Gail Beaird, and I am President of Cordova Clay Co., Inc. with it's headquarters in Cordova, Al. I have held my present position for twenty two years.

Cordova Clay Co., Inc. is a clay company with sales of \$500,000.00 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 95% rail and 5% other modes. My responsibilities as president included the direct oversight of our transportation requirements.

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.

CORDOVA CLAY CO., INC.**SHALE**PHONE 483-7385
483-7448
B'HAM 252-2851**HIGH GRADE CERAMIC CLAY**P. O. Box 100
CORDOVA, ALABAMA 35550-0100

I, Gail Beaird, declare under penalty of perjury that 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,



Gail Beaird,

President

CORES LAB STRUCTURES

(TAMPA) INC.

May 8, 1997

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

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

Dear Secretary Williams:

My name is Cecil Lines and I am the Transportation Manager for Coreslab Structures (Tampa), Inc. We are located at 6301 North 56th Street in Tampa, Florida. One of my main responsibilities in this position is to coordinate our company's shipping needs. We build large concrete structures, which requires us to move a lot of concrete and machinery from job site to job site.

The reason I am writing to you today is to inform you of our company's strong support for the proposal by CSX Corporation and Norfolk Southern to acquire Conrail. I firmly believe Coreslab Structures (Tampa), Inc. would benefit from this combination and we urge the Surface Transportation Board to rule favorably on the plan.

First, we believe the CSX-Norfolk Southern plan would cut our shipping costs because it would create more competition within the rail industry. The acquisition and subsequent division of Conrail between CSX and Norfolk Southern would create two strong, balanced rail networks offering service to every major market east of the Mississippi. With more single-line routes, the rail companies would also be in a position to compete directly with trucking service because they could offer a flexible, cost effective alternate.

Second, since the CSX-Norfolk Southern plan would create more single-line routes, we believe we would experience faster, more reliable rail service. Single-line routes cut down on interchanges and delays which currently make rail service unrealistic for shorter transit needs.

There are many other reasons to support the CSX-Norfolk Southern plan, but for our company it all comes down to more competition, lower prices, and faster service. If these things are important to the Surface Transportation Board, I am certain that you will approve the CSX Norfolk Southern plan right away. The sooner you do, the sooner shippers like us will be able to reap the benefits of a more competitive freight transportation system.

Thank you for the opportunity to have our views on this important matter heard by the Board.

I, Cecil Lines, declare under penalty 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,
CORESLAB STRUCTURES (TAMPA), INC.

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a long horizontal line extending to the right.

Cecil Lines
Transportation Manager

CORNERSTONE SYSTEMS

a Tennessee corporation

VERIFIED STATEMENT OF
Ronald C. MacDonald
on behalf of
Cornerstone Systems
STB Finance Docket Number 33388

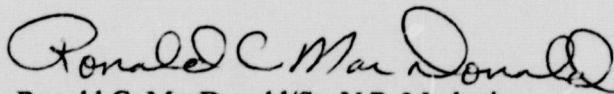
My name is Ronald C. MacDonald and I am Sr. V.P. Marketing of Cornerstone Systems, 845 Crossover Lane, Memphis, TN 38117. Cornerstone Systems is a newly formed marketing company providing rail and intermodal transportation. I have worked in the transportation field for over 29 years. Cornerstone Systems, as a transportation marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX and NS in all their intermodal lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail and to divide and operate its routes as part of their existing systems. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer Cornerstone Systems the advantages of competitive service and price without fragmenting the market and hurting service.

We request the STB to approve this application. We anticipate that the joint acquisition of Conrail will result in expanded markets and allow intermodal service to prevail in new markets presently unavailable.

In conclusion, we support the application of Conrail, CSX and NS and request that the STB 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 Northeast.

I, Ronald C. MacDonald, 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 22nd day of May, 1997.



Ronald C. MacDonald/Sr. V.P. Marketing
Cornerstone Systems

**VERIFIED STATEMENT OF
PIGGYBACK DRAYAGE COMPANY
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, DC 20423-0001**

DEAR MR. WILLIAMS:

**MY NAME IS ROBERT LOCKE, I AM THE REGIONAL MANAGER FOR
CORNERSTONE TRANSPORTATION, INC. DOMICILED IN GREENVILLE, SC
WITH CORPORATE OFFICES IN FOREST PARK, GA.**

**CORNERSTONE HAS BEEN IN BUSINESS FOR 13 YEARS AS AN
INTERMODAL DRAYMAN FOR NORFOLK SOUTHERN, HANDLING
APPROXIMATELY 3000 LOADS PER YEAR.**

**WE ALSO SERVE THE CSX RAILROAD IN ATLANTA, GA AND
CHARLOTTE, NC.**

**BASED UPON OUR EXPERIENCE IN PROVIDING THE SERVICES
DESCRIBED ABOVE AND WORKING WITH NORFOLK SOUTHERN, WE WOULD
LIKE TO EXPRESS OUR SUPPORT OF NORFOLK SOUTHERN AND CSX IN
THEIR EFFORTS TO ACQUIRE CONRAIL, AND THEN DIVIDE THE CONRAIL
SYSTEM. THERE IS A NEED FOR COMPETITION IN THE TERRITORY
SERVED BY CONRAIL, AND FOR TWO COMPETING RAILROADS IN THE
NORTHEAST WHICH OWN THEIR OWN TRACK AND FACILITIES. FOR TOO
LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF
THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER.
AND 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 CARRIER.
THEY MUST BE CARRIERS WHICH ARE OF COMPATIBLE SIZE AND SCOPE,
AND PROVIDE A COMPETITIVE SERVICE.**

MR. VERNON A. WILLIAMS

-2-

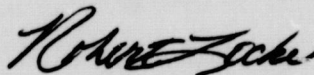
MAY 29, 1997

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. EXTENDING NORFOLK SOUTHERN'S QUALITY SERVICE WOULD REMOVE TRUCK TRAFFIC FROM THE MAJOR HIGHWAYS. NORFOLK SOUTHERN'S CAPITAL INVESTMENT IN ITS INTERMODAL FACILITIES 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 NS AND CSX TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB.

I, ROBERT LOCKE, DECLARE UNDER PENALTY 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,



ROBERT LOCKE
REGIONAL MANAGER

RL:1a



Bucyrus (419) 562-5010
Bucyrus 1-800-542-3400
New Washington (419) 492-2548
New Washington (419) 492-2322
New Washington 1-800-472-2597
Lykens (419) 284-3481

North Robinson 1-800-446-2755
North Robinson (419) 562-5988
Ridgely (419) 562-0138
Gardner (419) 492-2018
Gardner (419) 492-2102
Gardner 1-800-860-2018

P.O. Box 110 • Bucyrus, Ohio 44820

Bucyrus FAX 419-562-5686

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

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the northeast have had the service of only one carrier. As is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time has passed, 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 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 synergism.

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 the single-line service by CSX and NS will offer. An extensive addition of single-line service will allow us to provide increased market penetration to areas which we have been unable to compete adequately. We also hope that the CSX and NS apply a fair reciprocal switching rate- we suggest a \$70 per car rate- to enhance the competitiveness of both railroads to customers.

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

Sincerely,

Ron Dentinger
General Manager



May 21, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20434-0001

RE: CSX Corporation and SCX 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 Theodore C. Partridge and I am Director of Purchasing for Crane Plastics. It is my responsibility to secure materials for our two Columbus, OH facilities, one of which is currently on Conrail. Crane extrudes polyvinyl chloride and blends resins for the process of making various plastic components for the housing industry. We receive approximately 450 carloads per year by rail.

We support approval of the transaction that will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. The ability to have increased market access through single-line rail transportation will enhance our opportunity to secure raw materials in a more timely manner. We have used Norfolk Southern for several years on joint line service in conjunction with Conrail and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines that they acquire.

For the good of the shippers and the involved railroads, I urge the STB to move quickly in approving the joint NS/CSX application to acquire Conrail.

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

Sincerely,

Theodore C. Partridge
Director of Purchasing

TCP:jh

731



Artesian • FIAT PRODUCTS • Sanumetal

May 21, 1997

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

Dear Mr. Williams:

My name is Everett Randall and I am the Plant Manager of Crane Plumbing located on the Norfolk Southern at Somerset, Kentucky.

Competitive rail service is important for Crane Plumbing. I feel there is a distinct need for balanced rail competition in the East. In our business, we face competition from many sources. Because of this competition, we are continuously striving to improve our product and our services as well as keep our cost down. This same competitive motivation applies in the rail industry.

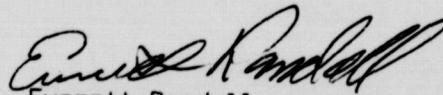
Crane Plumbing supports the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail.

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

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

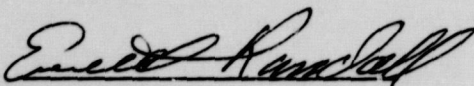
Sincerely,

CR/PL Limited Partnership
P.O. Box 252
Ferguson, KY 42533
Tel. 606-678-5131
Fax. 606-679-7867


Everett Randall
Plant Manager

VERIFICATION

I, Everett Randall, declare under penalty 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.

A handwritten signature in cursive script, appearing to read "Everett Randall", written in dark ink.

Everett Randall
Plant Manager

Crate and Barrel
725 Landwehr Road
Northbrook, Illinois 60062-2393
Telephone: (847) 272-2888
Facsimile: (847) 272-5276

May 28, 1997

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

An efficient and cost competitive transportation infrastructure is essential to the success of our business. We hope that the joint acquisition of Conrail will be in our best interests, with CSX providing a complete competitive intermodal product.

We anticipate that the joint acquisition of Conrail will produce better service and more competitive rates. We expect increased competitive access to ports in the New York and New Jersey areas.

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



Joel Kligerman
Director of Distribution

734

Crate&Barrel

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

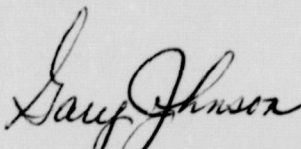
Dear Secretary Williams:

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



Gary Johnson
Cresline Plastic Pipe Co.

**Verified Statement of
Crist Maintenance, 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 Dalton H. Crist, and I am President of Crist Maintenance, Inc. My duties include soliciting of new business for my company, as well as performing the various repairs to highway and railroad equipment. I have been in my present position for five years.

My company, Crist Maintenance, 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 repair work to highway vehicles owned by private concerns as well as the railroads mentioned.

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, Dalton H. Crist, declare under penalty 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,

Dalton H. Crist

Dalton H. Crist

President

Crist Maintenance, Inc.



Crittendon Commodities, Inc.

417 S. SHARON AMITY ROAD • CHARLOTTE, N. C. 28211 • TELEPHONE 704/365-4170

VERIFIED STATEMENT OF William B. Crittendon, Jr.

May 6, 1997

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

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

Dear Mr. Williams:

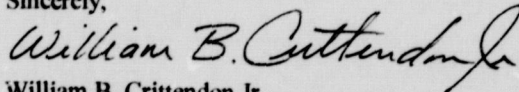
My name is William B. Crittendon, Jr., and I am Manager of Crittendon Commodities Incorporated. I have held my present position for twenty (20) years. My responsibilities include the operations of rail shipments primarily from the Midwest to the Southeast. The largest of these is supplying of grain to the Liberty/Bonlee, NC area. These facilities are presently served by Norfolk Southern. We handle approximately 5,000 cars per year to this destination along with other destinations.

We support the proposed merger of Norfolk Southern and Conrail. Since our facility is located on the lines of Norfolk Southern, we need the benefit of increased market access to Conrail origins. As the Southeast animal market continues to grow, obviously so will the demand for grain products. We have been involved with both Norfolk Southern and CSX for many years and need the service of balanced competitors.

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

I William B. Crittendon, Jr., declare under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 6th day of May 1997.

Sincerely,



William B. Crittendon Jr.
Manager
Crittendon Commodities Incorporated.



Crosfield Company
101 Ingalls Avenue
Joliet, IL 60435 U.S.A.

May 15, 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

I am writing you today to urge the Surface Transportation Board to approve the acquisition of Conrail by CSX and NS.

My name is Jan Forneris and I handle customer service and transportation for Crosfield Company. My office address is 101 Ingalls Avenue, Joliet, IL 60435-4373. It is clear to me in my position that the acquisition would greatly facilitate our transportation needs.

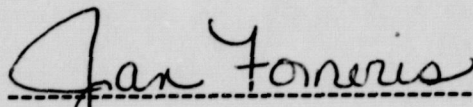
Crosfield Company has been in the business of manufacturing chemicals in the U.S. for 10 years now. We annually transport some 61,000 tons of Sodium Alumino Silicate (Zeolite, 4A) via CSX. We also transport via truck.

Clearly, the acquisition, by providing a more efficient usage of existing rail lines and enabling more direct routing would greatly improve transportation times, creating cost efficiencies and higher customer satisfaction.

For these reasons, we believe that the Surface Transportation Board should move as quickly as possible to approve the proposed acquisition.

I, Jan Forneris declare under penalty 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



Jan Forneris

VERIFIED STATEMENT OF

RICHARD P. HYLAND
ON BEHALF OF
CROSS CON TERMINALS, 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, Richard P. Hyland, am President and Founder of Cross Con Terminals, established in 1977, located at 11260 Southwest Highway, Palos Hill, IL. Prior to establishing Cross Con Terminals, I was in a management position at Lifschultz Fast Freight and Co-Op Shippers, both heavy rail users.

Cross Con Terminals is a diversified Transportation Service Company that offers intermodal service, intermodal stack trains, as well as highway. Cross Con Terminals uses direct, as well as combination services on all railroads to points throughout the United States, Canada and Mexico utilizing all types of equipment.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Cross Con Terminals moves approximately 65,000 loads annually via rail to points throughout the United States, Canada and Mexico. The joint acquisition of Conrail will be in Cross Con'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.

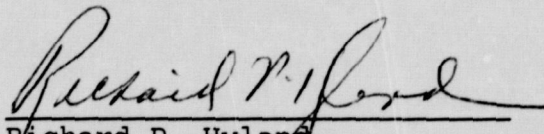
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Cross Con Terminals because the enhanced CSX system will allow us more flexibility in service and pricing.

3. We expect increased competitive access to ports in New York and New Jersey area to also enhance our growth.

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 that is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

I, Richard P. Hyland, 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 P. Hyland
President
CROSS CON TERMINALS, INC.

VERIFIED STATEMENT OF

CROSS CON TERMINALS, 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:

I, Richard P. Hyland, am President and Founder of Cross Con Terminals, established in 1977, located at 11260 Southwest Highway, Palos Hills, IL. Prior to establishing Cross Con Terminals, I was in a management position at Lifschultz Fast Freight and Co-op Shippers, both heavy rail users.

Cross Con Terminals is a diversified Transportation Service Company that offers intermodal service, intermodal stack trains, as well as highway. Cross Con Terminals uses direct, as well as combination services on all railroads to points throughout the United States, Canada and Mexico utilizing all types of equipment.

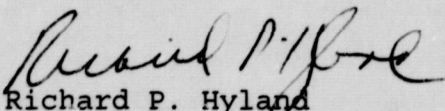
Based upon our experiences in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is need for competition in the territory served by Conrail, 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 service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope and provide a competitive service. We feel that this joint merger will result in expanded markets, resulting in the availability of an increased number of origins and destinations for our customers; and will allow more flexibility in service and pricing.

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.

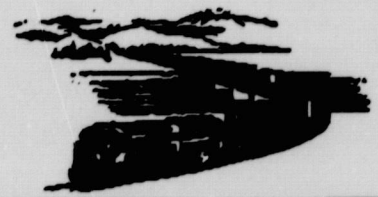
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

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

Sincerely,



Richard P. Hyland
President
CROSS CON TERMINALS, INC.



CrossRoad

carriers→

ATLANTA SALES: 800-251-8606

ATLANTA OPS: 800-889-8032

KANSAS CITY ACCTG: 816-468-0267

VERIFIED STATEMENT OF
CROSSROAD CARRIERS INTERMODAL
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Daniel T. Yoest, and I am President of CrossRoad Carriers Intermodal Company an Intermodal Marketing Company (IMC). I have held my position for 11 years and my duties include having oversight in the sales, marketing and operational execution of intermodal traffic across the nation's rail systems.

CrossRoad Carriers is an IMC that moves many ten of thousands of loads annually throughout the United States. Approximately 40% of our shipments move between the eastern corridor thus involving ConRail and their various intermodal terminals east of Chicago, IL.

The main marketing areas of CrossRoad Carriers is very truck competitive with over-the-road (OTR) motor carriers. CrossRoad Carriers is the largest IMC for the Department of Defense (DOD) and one of a few that hauls intermodal for other government agencies such as, General Service Administration (GSA), United States Department of Agriculture (USDA) and Federal Prison (FPI) to name a few. In addition, CrossRoad Carriers has spent the last five (5) years developing the third party logistic companies, throughout the United States, to use intermodal versus sub-contracting to backhaul trucks in a broker arena. CrossRoad Carriers has distinguished itself in handling truly truck competitive traffic rather than trading historical intermodal base business between IMC's.

This truck competitive arena that we operate in makes us acutely acquainted with not only the pricing needs into and out of the eastern corridor, but also the needed service parameters necessary to attract truck traffic to intermodal rail service.

"Your Intermodal Connection for Government and Third Party Logistic Companies"

4744-A North Royal Atlanta Dr., Tucker, Georgia 30084

745

CrossRoad

carriers ➔

Today, and heretofore the eastern corridor has been dominated by ConRail's presence and they have generally controlled this market area. True, in some instances CSX and NS has provided a limited amount of competition, all-in-all ConRail has set both price and service levels. Generally speaking ConRail has been very competitive against truck on westbound traffic; however, we have been severely hampered in eastbound pricing in order to attract eastbound volumes of business. ConRail pricing philosophy has always been to have their eastbound prices also include the costs of returning trailer and container equipment to the midwest for reloading.

Traditionally, when these type of pricing barriers occur, they generally do not last long if a balanced competitor is operating in the same corridor. The competitor provides enough market strength and competitiveness to have lanes priced and operate on their own merits. Until now a competitor of equal stature and market scope has not been available.

The proposed NS and CSX acquisition provides that ConRail will be divided in such a way as to provide as much balance and competitive elements as possible and will ensure a much stronger competitive environment than what we have experienced. Opening Conrail markets to two (2) rail carriers of comparatively size and scope, each with their own tracks and terminals, will provide us competitive advantages and should actually improve service levels, as well.

CSX and NS are both financially sound companies and both companies bring with them a much more aggressive marketing approach to the intermodal markets. NS and CSX both recognize that growth of their intermodal markets is dependent on terminals, service levels and equipment. The maximum use of these items result in efficiencies thus allowing them to competitively compete on price. The price and service features results in benefiting the shipper community and ultimately passing on less per unit shipping costs to the general public.

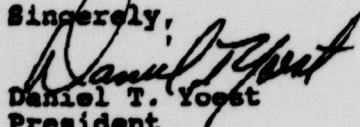
CrossRoad

carriers ➔

In conclusion, CrossRoad Carriers hereby support the proposed balanced acquisition of ConRail by NS and CSX and we also request that the Board move as expeditiously as possible to assure approval.

I Daniel T. Yoest, declare under penalty 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,



Daniel T. Yoest
President
CrossRoad Carriers Intermodal Co.

747



CROWLEY AMERICAN TRANSPORT, INC.

VERIFIED STATEMENT OF
THOMAS J. EAGAR
on behalf of
CROWLEY AMERICAN TRANSPORT, INC.
STB Finance Docket No. 33388

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

Background:

I am Thomas J. Eagar, General Manager, Transportation & Equipment of Crowley American Transport. Crowley American Transport is located in 9487 Regency Square Blvd., Jacksonville, Florida. I am responsible for equipment control and intermodal and I have been in my current position since February 14, 1994 and have worked in the transportation field for over 30 years.

Backed by 40 years of experience, Crowley American Transport blankets the Americas with more weekly sailings to more destinations than any other carrier. Our fleet of 43 vessels and 60,000 modern containers, trailers and equipment connects the US East & Gulf coasts with 27 Caribbean nations, Mexico, Central America, and all coasts of South America. And wherever your cargo is bound, our 3,500 employees are positioned throughout the Americas to see that things go smoothly.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Crowley receives approximately 300,000 truckloads of containerized cargo and moves, approximately 50,000 loads annually by rail via CSX. The joint acquisition of Conrail will be in Crowley'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 Crowley because the enhanced CSX system will allow us more flexibility to expand our market reach.

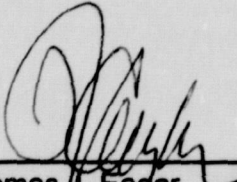
Page 2 -continued-

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, Thomas J. Eagar, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 21st day of May, 1997.



Thomas J. Eagar
CROWLEY AMERICAN TRANSPORT, INC.



May 14, 1997

CROWLEY CHEMICAL COMPANY

INCORPORATED

261 MADISON AVENUE, NEW YORK, N.Y. 10016 (212) 682-1200 FAX: (212) 953-3487 E-Mail: CrowleyChemical@msn.com

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 Joe Doheny. I am Operation Manager of Crowley Chemical, in New York. My office address is 261 Madison Avenue, New York, NY 10016-2396. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition expeditiously.

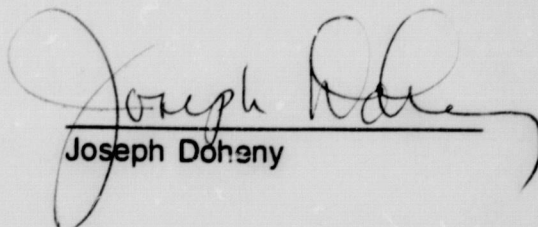
Crowley has been in the petroleum shipping business for 74 years. We ship our fuel by CSX. Crowley supports the Conrail acquisition because we believe the broad new network will open new markets and offer growth opportunities for our business.

We believe that the Conrail acquisition will create more direct and efficient routing, a larger car fleet and more efficiently utilized equipment, and faster service. We are convinced that will make the railroads more competitive with trucking, lowering costs and improving service for us.

We believe that 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, Joseph Doheny, certify that I am qualified and authorized to file this verified statement.

Executed this 14th day of May, 1997


Joseph Doheny



6390 PHILLIPS HIGHWAY

JACKSONVILLE, FLORIDA 32216

PHONE (904) 737-7144

May 27, 1997

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

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

Dear Sir:

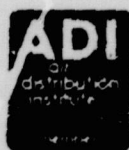
This is to express support of subject transaction by
this company.

My name is William P. Tuggle, Jr., CEO, Crown Products
Company, Inc., Jacksonville, FL. This company was
established in 1964, and I was elected CEO in 1988.

This company manufactures conductor pipe and fittings
for use in residential and commercial construction. Our
principal raw material product is light gauge galvanized
steel that we purchase from various steel mills. Annual
steel consumption is about 13,000 tons. We receive steel by
rail and motor carrier.

Most of our steel suppliers have rail access by CSX and
Norfolk Southern, among other railroads. If rail service
were better, we would switch to rail carrier entirely. One
reason is that a rail gondola car holds 4 times the steel
tonnage as a flat bed motor trailer. Supplier traffic into
our plant facility would be considerably reduced.

next page



Mr. Vernon A. Williams

page 2

Most outgoing shipments of finished products are by motor carrier because the service is faster than by rail. Our wholesale customers (from Florida to Massachusetts) are on just-in-time delivery schedules, and will not tolerate delays in shipment.

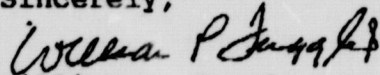
We would prefer to make shipments of finished products by rail intermodal if the service were better, i.e. not involving so many interchanges.

From newspaper accounts of the proposed acquisition of Conrail by CSX and Norfolk Southern and the routes to be served, I believe freight service would be improved over that which we now experience if the acquisition is approved by your Board. Also, new markets would be opened for us in the south and mid-west in areas served by the proposed routes.

Consequently, I urge you to consider approval. This is one acquisition that would be better for everyone, the railroads and their customers.

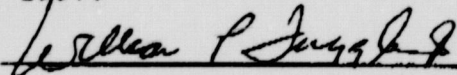
Thank you.

Sincerely,


William P. Tuggle, Jr.
CEO

I, William P. Tuggle, 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 27th day of May 1997.



WPT:lt

cc: Mr. John Q. Anderson
CSX Transportation
Jacksonville, FL 32202

Mr. Larry M. Morgan
Norfolk Southern Corp.
Jacksonville, FL

Crystal Farms Mills, Inc.

P.O. BOX 7101 • CHESTNUT MOUNTAIN, GEORGIA 30502
PHONE GEORGIA TOLL FREE 1-800-476-4523
GAINESVILLE (404) 967-6152

May 7, 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:

My name is Jim Brock. I am Vice President of Operations for Crystal Farms Mills, Inc. I have held my present position for 31 years, and my duties include responsibility for rail transportation, along with Shelia Hadden.

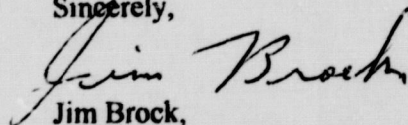
Crystal Farms is an egg producer. We have feed mills located at Oakwood, Ga., and Easley, S. C. These facilities are served by Norfolk Southern. We receive feed ingredients from suppliers located in the Midwest. During 1996 we received over 2,000 covered hopper carload of corn, soybean meal, and other feed ingredients.

We have been informed that Norfolk Southern and CSX will file a joint application with the Surface Transportation Board to acquire control of Conrail, and that this application will detail the proposed division of assets and trackage.

We feel this merger would benefit Crystal Farms by giving us access to additional grain suppliers and urge the Surface Transportation Board's expeditious consideration and approval..

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

Sincerely,



Jim Brock,
Vice President of Operations
Crystal Farms Mills, Inc.



May 13, 1987

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.
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Dear Mr. Williams:

My name is William McCall, and I am Account Manager - Macon Quarry for CSR-Southern Aggregates Company. I have held my present position for 15 years. My duties include sales of crushed stone as well as arranging transportation, per our customers' requests, for our product.

CSR-Southern Aggregates Company is a diversified construction materials company. CSR-Southern Aggregates Company is a producer of crushed stone, ready-mix concrete, hot-mix asphaltic concrete and reinforced concrete pipe. In Georgia, we have facilities located at Postell, Appling, Camak and Augusta. Our South Carolina operations are located in Aiken and Tillman.

These facilities rely mainly on truck transport, however, our Macon Quarry (Postell, Ga.) is served by the Norfolk Southern Railroad, making rail a very important mode of transport for this operation.

During 1996 we shipped in excess of 8,000 railcars of crushed stone. These shipments included ballast trains as well as general hopper car and gondola shipments. Shipping destinations were in the Southeastern United States to customers with facilities on the Ogeechee Railroad, FEC Railroad, Georgia Central Railroad and Norfolk Southern Railroad.

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

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

In addition, we are looking forward to experiencing not only the change from Northeastern customers 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 shippers to provide increased market penetration to areas in which they have been unable to compete adequately.

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

I, William McCall, declare under penalty 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,



William McCall
Account Manager
Macon Quarry
CSR-Southern Aggregates Company

VERIFIED STATEMENT OF
ROBERT C. CHAMBERS
on behalf of
CT SERVICES

Finance Docket No. 33388

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

I am the President of CT Services, which is based in Southfield, Michigan. My office address is 27650 Franklin Road, Southfield, Michigan 48034. My company is responsible for the processing and distribution of company service, repurchase and off-lease motor vehicles. I have held my current position since 1993 and have worked in this field for 28 years. I am writing to offer my company's strong support for the proposed acquisition of Conrail by CSX Corporation and Norfolk Southern Corporation, as well as to urge the Board to approve the application properly.

CT Services is a medium-sized service provider to the automotive industry. We operate auto distribution center/turnback facilities ("return facilities"), which process vehicles for resale distribution in ten (10) states. We ship these vehicles to used car auction centers throughout the country. We operate return facilities at the following locations:

<u>City</u>	<u>State</u>	<u>Location</u>
Jacksonville	FL	CSX
Tampa	FL	CSX
Annapolis Jct.	MD	CSX
South Boston	MA	CR
Miami	FL	FEC
Denver	CO	UP
Dearborn	MI	CN
Las Vegas	NV	UP
Milpitas	CA	UP
Commerce	CA	BNSF
Portland	OR	UP
Seattle	WA	UP/BNSF
North Bergen	NJ	NYSW
Reno	NV	UP
Phoenix	AZ	BNSF
San Diego	CA	BNSF
Chicago	IL	UP

CT Services believes that the proposed acquisition of Conrail by CSX and Norfolk Southern would be in our best interest, as well as in the interest of our customers. We strongly urge the Board to

approve this application for the reasons detailed below:

1. The CSX/Norfolk Southern acquisition will offer several service improvements for our traffic that flows between the Southeastern and Northeastern states. The acquisition will create new single-line service for this traffic. Northbound traffic that currently moves from our facilities at Jacksonville, Tampa, and Annapolis Junction on CSX, and then interchanges with Conrail near Philadelphia will have new single-line service. Southbound traffic leaving from South Boston also will enjoy the benefits of this new single-line service. In addition to this more efficient route structure, our customers will benefit from an increased separation of passenger and freight traffic on the Northeast Corridor. The acquisition also will generally improve service and transit time, leading to improved equipment utilization, along the routes between the Southeast and Northeast.
2. Another potential service improvement for our business involves the Detroit area. Operational synergies from the acquisition, such as new single-line service, may provide new, more cost-efficient shipping options from the Detroit area to Chicago and Westward, the East, and the Southeast. These new shipping options will open up new markets in many areas.
3. The CSX/Norfolk Southern acquisition also will create benefits for our traffic from the West. The greater operational efficiencies created by new single-line service will assist in handling our traffic flows from Western facilities to used car auctions in the East and Southeast.

In conclusion, CT Services supports the application of CSX and Norfolk Southern and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of rail traffic in the East and Midwest. The CSX/Norfolk Southern acquisition is positive for both the State of Michigan and the United States.

I, Robert C. Chambers, declare under penalty 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.



Robert C. Chambers
President
CT Services

CULLMAN CABINET AND SUPPLY CO.



1735 CHILDHAVEN ROAD, N.E.
CULLMAN, ALABAMA
35055

PHONE (205) 734-1540
FAX (205) 739-2682

May 14, 1997

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

VERIFIED STATEMENT

Re: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Danny McAfee. I am writing to you to discuss the proposed joint acquisition of Conrail by CSX and NS. Let me briefly explain why I am in support of this transaction.

I am an owner of an established cabinet supply company in Cullman, Alabama. We have been providing solid, dependable service to our customers for 50 years. Particle board is used in the countertops we manufacture. As you know, particle board is a good strong material that is fairly inexpensive and used by many customers.

The main reason I am for this transaction is because the rail system, which is a great blessing, is not run as efficient as it could be. If you need to receive something direct, too often you have to "hurry up and wait." It just doesn't work the way it should. I believe the transaction would solve some of the problem.

I am sure you yourself get tied up waiting on things. What happens all too often is that the product we are waiting on gets routed and re-routed and doesn't arrive during business hours. That presents a lot of complications. Basically, when the train cars come in late, it means we have to do a lot of shifting around of our people and resources to get the product into the warehouse.

Vernon A. Williams

May 14, 1997

Page 2

Inefficiency, as you well know, adds up to higher costs. That is not good for the people we serve, and it's not good for us either. It's one thing if you can't do anything about it. But hopefully, this transaction can be done.

We are customers of CSX. Most weeks we receive about two train cars of particle board, and rely on trucking for the rest. It is my belief that the proposed transaction would make our shipping process work much better. I hope that you and your colleagues will see things our way.

Thank you for your attention.

I, Danny McAfee, declare under penalty 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 fourteenth day of May, 1997.



Danny McAfee
Owner
Cullman Cabinet & Supply Co.
1735 Childhaven Rd. NE
Cullman, AL 35055
205-734-1540

Cumberland Coal Company, LLC

May 15, 1997

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

RE: CSX CORPORATION and CSXT TRANSPORTATION, INC.: NORFOLK SOUTHERN CORPORATION and NORFOLK SOUTHERN RAILWAY COMPANY - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Verified Statement
on behalf of
Cumberland Coal Company, LLC

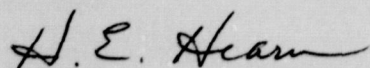
My name is H. E. Hearn and I am Chief Manager of Cumberland Coal Company and President of Appalachian Resource Management Company of Powell, TN. I have held these positions for two years, and prior to that, I was the Vice President of Beech Grove Processing of Lake City, TN.

As Chief manager of Cumberland Coal Company, I am in the process of developing coal reserves in Cumberland County, Tennessee. We plan to ship 500,000 tons per year from this mine, and the primary accounts will include both utility and industrial customers. The planned loadout will likely be in the vicinity of Harriman or Rockwood, TN and Norfolk Southern will be the rail carrier.

I wrote to you earlier this year and stated that I supported the Norfolk Southern acquisition of Conrail. The NS plan seemed to ensure balanced competition in the East, and it provided greater market access. I have now been advised the CSXT and Norfolk Southern have agreed to jointly acquire Conrail and then divide the assets and trackage. I, again, am in favor of this proposal because it accomplishes the goal of balanced competition and potentially provides shippers such as Cumberland Coal with opportunities to reach markets which previously would have been unavailable due to high joint-line rates. I strongly urge the Surface Transportation Board to approve the Norfolk Southern/CSXT plan to acquire Conrail.

I, H.E. Hearn, declare under penalty 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, appearing to read "H. E. Hearn".

H. E. Hearn
Chief Manager
Cumberland Coal Company, LLC

CUMBERLAND CREEK COAL CORP.

P. O. Box 966

Somerset, Kentucky 42502

Phone 606-678-5878
Fax 606-678-9116

May 19, 1997

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

RE: Support for Norfolk Southern/CSX Acquisition of Conrail

Dear Mr. Williams:

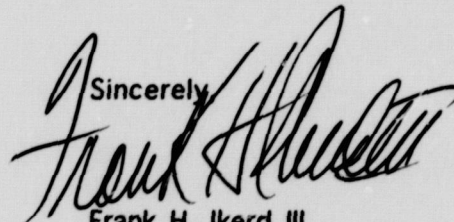
Cumberland Creek Coal Corporation is a producer of coal in the northernmost region of Kentucky. We own a preparation plant and can produce a good quality of coal that can go to the utility market or to industrial and domestic accounts.

Currently, Cumberland Creek Coal does not ship coal by rail in large volumes. However, plans for additional rail shipments are being implemented. The proposed acquisition of Conrail by Norfolk Southern and CSX will open up additional markets in the Cincinnati and Dayton, OH areas, beyond the current Cincinnati interchange and possibly further north into Indiana. I believe our company would be competitive in these markets with other companies.

We support approval of the transaction which will allow Norfolk Southern and CSX to acquire Conrail and subsequently divide its assets. We believe that the plan for the Conrail line will benefit our company and strengthen our plan to increase rail shipments.

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

Sincerely,



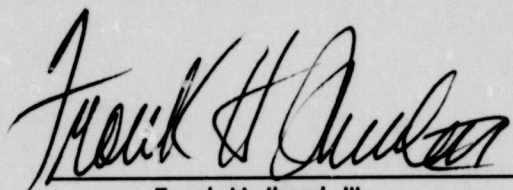
Frank H. Ikerd III
President

FHI:jkb

STB FD 33388 6-23-97 A 180274V4B 13/13

**Verified Statement on behalf of
Cumberland Creek Coal Corp.
Finance Docket No. 33388**

I, Frank H. Ikerd 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 May 19, 1997.

A handwritten signature in cursive script, reading "Frank H. Ikerd, III", written over a horizontal line.

Frank H. Ikerd, III

April 1997

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

VERIFIED STATEMENT

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

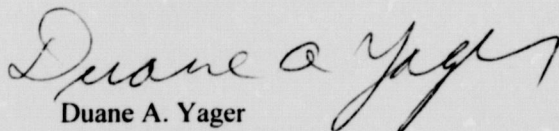
Dear Secretary Williams:

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

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

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

I, Duane A. Yager, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 8th day of MAY, 1997.



Duane A. Yager
Plant Superintendent
Cushing Stone Company, Inc.

CUSTOM FREIGHT SALES, INC.

Offering Efficient, Economical, Dependable Service

Post Office Box 1296 Dayton, Ohio 45401

Telephone: 513-228-3650 FAX: 513-228-3123

Verified Statement
of
CUSTOM FREIGHT SALES, INC.

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

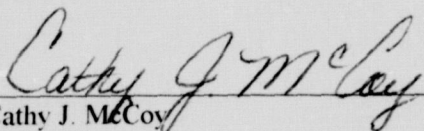
I am Cathy J. McCoy, Vice President, of Custom Freight Sales, Inc. Custom Freight Sales, inc. at 1440 Miami Chapel Road, Dayton, Ohio. I have served Custom Freight as vice president and general Manager for seventeen years, Tariff Clerk with Helms Transportation for five years, and Assistant in Traffic for a Fortune Five Hundred Printing Company that has been sold for six years.

Custom Freight Sales, Inc. has been in the business of transportation twenty years. Custom Freight Sales moves freight of all kinds, last year 12,065 cars via rail. These shipments originate nation wide.

Custom Freight Sales anticipates that the combination of CSX's present system with portions of the Conrail system will result in improved blocking patterns that will benefit Custom Freight Sales. Many of Custom Freight's shipments are destined for points served by Western carriers or 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, Custom Freight Sales look forward to the consummation of the transaction between CSX NS and Conrail and urges the Surface Transportation Board to approve their application.

I, Cathy J. McCoy, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the verified statement. Executed this 17 day of May, 1997.


Cathy J. McCoy

INCREASE COMPETITION IN THE NORTHEAST
VERIFIED STATEMENT OF SCOT JANSEN
C & T Quincy, 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 Quincy, Inc. I have held my present position for nine years. I have traffic management oversight responsibilities for C & T Quincy Foods (Limited Partnership), Quincy, IL and C & T Refinery, Inc., Charlotte NC. The above facilities ship and receive by rail. Any change current rail ownership in the northeast will have an effect on our competitive situation.

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

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.

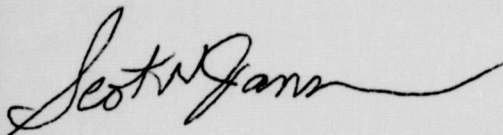
~~page 2~~

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
C & T Quincy, Inc.

Customized Paper Services, Inc.

1625 Pleasant Hill Road, suite 160-164
Duluth, GA 30136

Phone (770) 923-1167

Fax (770) 923-4265

May 19, 1997

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

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

VERIFIED STATEMENT OF HAROLD G. ANDREWS
CUSTOMIZED PAPER SERVICES, INC.

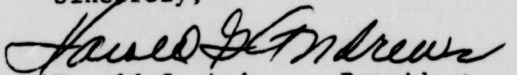
My name is Harold G. Andrews, and I am President of Customized Paper Services, Inc.. I have held my present position for 3 years. My duties include management of shipping, receiving and warehousing as well as all other facets of running a small business.

Customized Paper Services is a purchaser, warehouse and seller of various grades of paper. We have facilities in Atlanta, GA., Plymouth, WI. and Nashville, TN. These facilities are currently served by Norfolk and CSX railroad and we ship/receive approximately 40 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. This offers a shipper from the Southeast better routing and cheaper rates, since only one railroad will be involved.

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

Sincerely,


Harold G. Andrews, President
CUSTOMIZED PAPER SERVICES, INC.



April 29, 1997

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

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

Dear Mr. Williams,

My name is Terry W. Litchfield, and I am Manager of Transportation and Logistics for CXY Chemicals. I have held my present position for 10 years. My duties include Logistics activities for CXY Chemicals Canada Ltd. and CXY Chemicals USA Inc..

CXY Chemicals is a chemicals manufacturer. We have facilities located throughout North America (see attached map). Our facilities at Beauharnois, PQ are presently served by Conrail. We sell to customers located on NS and CSX. During 1996 we shipped over 500 carloads to NS and CSX destinations. See enclosed descriptions of our plants and products.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

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April 29, 1997

CXY Chemicals Canada Limited Partnership
100 Amherst Avenue
North Vancouver, BC V7H 1S4
(604) 929-3441 Fax (604) 929-7610

CXY Chemicals Canada Ltd.
General Partner





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

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

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

Sincerely,

A handwritten signature in black ink, appearing to read "Terry W. Litchfield", written over a horizontal line.

Terry W. Litchfield
Manager, Transportation and Logistics
CXY Chemicals



ROANOKE

2580 Broadway, SW
P.O. Box 611
Roanoke, VA 24004
(540) 981-1211
(540) 981-0044 FAX
(800) 542-7000

LYNCHBURG

Lawyers Rd.
P.O. Box 11244
Lynchburg, VA 24506
(804) 237-6666
(804) 237-0001 FAX
(800) 500-0056

RICHMOND

14500 Jefferson
Davis Hwy.
P.O. Box 844
Chester, VA 23831
(804) 796-9000
(804) 796-9494 FAX
(800) 944-1662

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket
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.

VERIFIED STATEMENT OF JAY R. BRENNER CYCLE SYSTEMS, INC.

My name is Jay Brenner and I am Operations Manager of Cycle Systems, Inc. I have held my present position for 7 years. My duties include coordinating both inbound and outbound rail shipments of recyclable material by rail.

Cycle Systems, Inc. is in the business of scrap processing and locomotive dismantling and we have facilities located at Roanoke, Lynchburg and Richmond, VA. These facilities are currently served by NS RR and CR and we ship/receive approximately 1,000 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. This proposal will allow Cycle Systems expand the number of steel mills in which we ship our scrap steel as well as expand the number of paper mills where we ship our scrap paper.

I, Jay R. Brenner, declare under penalty 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,


Jay R. Brenner, Operations Manager
Cycle Systems, Inc.





May 13, 1997 *sent UPS Next Day Mail*

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

VERIFIED STATEMENT

Re: STB Finance Docket No. 33388

Dear Sir:

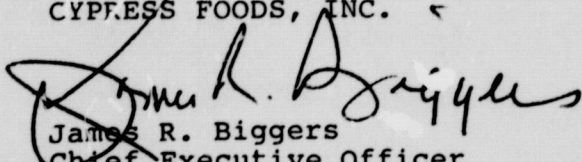
I am the Chief Executive Officer and owner of Cypress Foods, Inc., which was founded in 1972. We own three million laying hens in Florida, Alabama, and Georgia. These birds require the use of 3-4 million bushels of corn annually, and thousands of tons of soybean meal. Since we depend heavily, and in most cases, solely on the railroads, we would like very much to offer our support and are looking forward to the joint acquisition of Conrail by CSX and NS.

We produce and distribute in excess of 60 million dozen eggs per year, and it is very imperative that we obtain most of our grain from the Midwest, since the South is a deficit on corn supply. It is impossible to ship the volume of grain, by truck, from the Midwest, plus we would be totally non-competitive trying to truck such a volume. These facts, plus others, we would like to see this transaction take place as soon as possible.

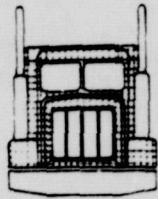
I, James R. Biggers, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 13th day of May, 1997.

Sincerely,

CYPRESS FOODS, INC. <


James R. Biggers
Chief Executive Officer

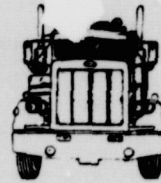
JRB:fs



CYPRESS

TRUCK LINES INC.

1746 E. Adams St. Jacksonville, FL 32202
904/356-9322



May 15, 1997

Verified Statement of
Cypress Truck Lines, Inc.

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

Dear Mr. Williams:

My name is David V. Penland, and I am the owner and president of Cypress Truck Lines, Inc. located at 1746 E. Adams Street, Jacksonville, FL 32202.

Cypress Truck Lines, Inc. was incorporated in 1980 and is a flat bed motor carrier. We have contracted Norfolk Southern to move our customer's (Bellsouth) wire from Jacksonville, FL to Birmingham, AL. We in turn pick up the wire from Birmingham, AL and deliver it to Pelham, AL. In addition, we work with Florida East Coast Railway to transport our customer's (Owens Corning) roofing materials from Jacksonville, FL to various locations in south Florida.

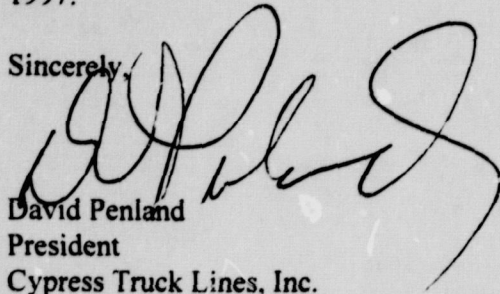
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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. In order for us to provide our customers with a fair and equitable rate, we must be able to negotiate rail rates from various rail carriers.

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, David Penland, declare under penalty 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 large, stylized handwritten signature in dark ink, appearing to read 'D. Penland', is written over the typed name and title.

David Penland
President
Cypress Truck Lines, Inc.