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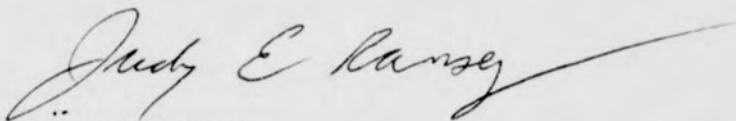
track and facilities. Customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier for too long. When only one company is able to operate in a particular market service suffers and the price is non-competitive. There may have been a historical reason for insulating northeastern railroading from competition, but 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. These rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. I believe, from what I understand of railroad operations, that in the 1990s two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergy.

In addition, we are looking forward to experiencing, not only the change of being served by two rail carriers, 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.

Sincerely,



Judy E. Ramsey
Sales Manager

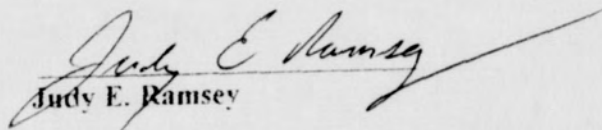
I, Judy E. Ramsey declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on March 27, 1997.

VERIFICATION

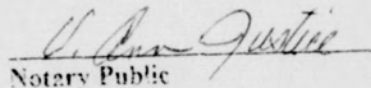
STATE OF Mo.

COUNTY OF Lewis

Judy E. Ramsey, BEING FIRST DULY SWORN, DEPOSES
AND SAYS THAT SHE HAS READ THE FOREGOING DOCUMENT, KNOWS
THE FACTS ASSERTED THEREIN, AND THAT THE SAME ARE TRUE AS
STATED.


Judy E. Ramsey

Subscribed and sworn to before me this 27th day of MAY, 1997.


Notary Public

My Commission Expires:

1/29/00



CROP & SOIL SERVICE, INC.

X ADMINISTRATIVE OFFICE
2087 C. R. 7
Fremont, OH 43420-9513
Phone: (419) 986-5154
Fax: (419) 986-5762

☐ 1149 North Fifth Street
Fremont, OH 43420
Phone: (419) 332-1548

☐ 1934 Brandeberry Road
Fostoria, OH 44830
Phone: (419) 435-1892

☐ 228 West Stone Street
Gibsonburg, OH 43431
Phone: (419) 637-2148
Fax: (419) 637-7759

May 7, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20432-0001

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 Kenneth W. Hessler, and I am a Consultant for supply and distribution activities for Crop & Soil Service, Inc., at the corporate headquarters located at 2087 County Road 7, Fremont, Ohio. My duties include the responsibility of supply from both purchasing and inventory control which includes development of rail activities favorable to our company from both a service and a cost standpoint.

Crop & Soil Service, Inc., is a company dedicated to servicing the farm industry within reach of our three fertilizer plants located at Fostoria, Fremont, and Gibsonburg, Ohio. We also contract in a storage location at Risingsun, Ohio. Fremont, our largest plant, is located on the NS. Gibsonburg is on a local short line serviced by both NS and CSX and Risingsun is on CSX. (Fostoria rail service was discontinued sometime ago.) Railroads provide a considerable percentage of our inbound dry and liquid fertilizer raw materials including:

1. Nitrogen solutions from Cherokee, ALA (NS) and Augusta, GA (NS & CSX) and various Southwestern and western production sites on other rail carriers that connect with both CSX and NS. Tank cars move this material and are usually supplied by the producers of the nitrogen solution.
2. Dry phosphate products move principally from producing points in Florida located on the CSX. They move through our Fremont and Risingsun locations only.
3. Potash moves to us from Sask. Canada usually through rail car storage points located in the Chicago area. Potash moves by rail usually only to, and through, our Fremont facility. Movement of the dry phosphates and potash products are in hopper cars supplied both by the railroads and the producers. During the current fertilizer year, (August '96 through July '97) we have received 72 tank cars of nitrogen, 15 hopper cars of phosphates, plus 8 hopper cars of potash. Each hopper and tank car carries approximately 100 NT.

Mr. Vernon A. Williams

Page 2

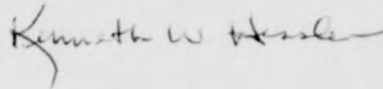
May 7, 1997

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.

Our alternative mode of supply has been, and probably will continue to be, by truck from storage locations used by The Andersons of Maumee, Ohio and Morral Companies of Morral, Ohio.

The NS not only provided efficient and extremely helpful service in converting our Fremont plant back to a rail oriented location, but continues to provide us with personal and efficient help on any problems concerning movement. We are happy to have the NS as a partner in our supply and distribution efforts.

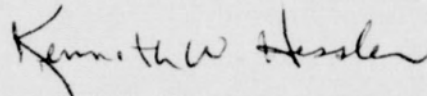
Sincerely,



Kenneth W. Hessler
Consultant

I, KENNETH W. HESSLER, declare under penalty 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 17, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Kenneth W. Hessler".

Kenneth W. Hessler
Consultant

CrossRoad

carriers →



ATLANTA SALES: 800-251-6606

ATLANTA OPS: 800-869-8032

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 nations 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.

344

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

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

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.

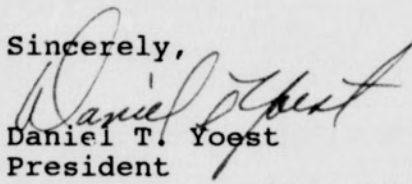
CrossRoad

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.

CROSTOWNS INCORPORATED

4359 SOUTH WOOD STREET

CHICAGO, ILLINOIS 60609

(773) 254-3208

Fax: (773) 254-7434

May 27, 1997

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

"Verified Statement on behalf of Crosstowns Inc. STB Finance Docket No. 33388."

My name is Arthur Kenah and I am Operations Manager of Crosstowns Inc, 4359 S. Wood St, Chicago, Illinois, 60609. I have held my present position for 30 years. My duties include management of all operations including the responsibility for the delivery of all trailers on time to the appropriate railroad, and to the correct destinations. I am also responsible for all employee scheduling and payroll.

Crosstowns is a motor carrier involved in intermodal transportation. We work with the NS at the following location: Chicago, Illinois. In addition, we work with all the other railroads in Chicago including, BN-SF, UP, MP, SB, CR, XTR, VTR, NS, Etc.

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

Arthur Kenah
Arthur Kenah
Operations Manager
Crosstowns Inc.



Crown Pacific

4 June, 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
Crown Pacific
Finance Docket No. 33388

My name is Maria Griffith, and I am Traffic Manager at Crown Pacific. I have held my present position for 6 years. As Traffic Manager for Crown Pacific my responsibilities include analyzing transportation options, negotiating contracts and maintaining high quality transportation service. I believe the proposed transaction which will include the division of assets of the Conrail between the CSX and Norfolk Southern will increase competition and improve service in the Northeast.

Crown Pacific which is headquartered out of Portland, Oregon, owns and operates over 738,000 acres of high quality timberlands and five conversion facilities. These facilities are located in the Pacific Northwest region -- Oregon and Washington -- and in the Inland Region -- Idaho, Montana and Eastern Washington. Operating facilities include five sawmills, and a chip converting plant. Crown also buys and sells logs in both domestic and international markets. We ship approximately 5,000 carloads by rail each year, which is over half of Crown Pacific's forest products. The remainder of our shipments move by truck. Our rail shipments move throughout the country, including the northeast.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own tracks and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive.

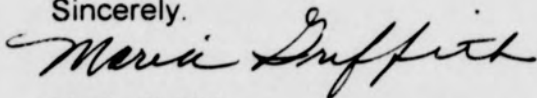
While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. These rail carriers cannot be just any rail carriers.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

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

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

I, Maria Griffith, 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 this 4th day of June 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Maria Griffith".

Maria Griffith
Crown Pacific - Traffic Manager.

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

su referencia

su escrito

n/ escrito

n/ referencia

GIJON (Asturias)

May 15,97

Asunto:

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 EMILIO LOREDO, Raw material purchasing Director of "CSI PLANOS S.A." in Apdo. 570, Gijón, SPAIN. My job responsibilities include the purchasing of coal and iron ore and its transportation.

CSI Planos S.A. imports approximately 2 million tons of coal annually from the United States. For my company to continue importing coal from the U.S. 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 coal importers will have better access to more types of coal.

For the above reasons, CSI Planos S.A., supports the proposed plan for Conrail and urges the Surface Transportation Board to approve it as expeditiously as possible.

Sincerely,



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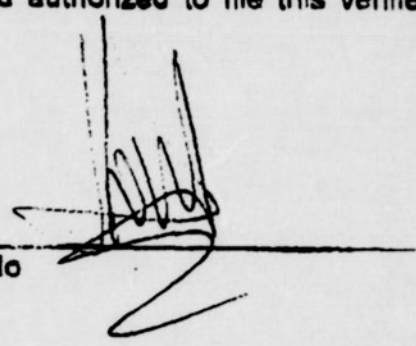
Apartado 570 - Teléfono 98 / 518 70 00
 Gijón

Factorías en:
 AVILES
 GIJON

**VERIFIED STATEMENT
ON BEHALF OF
CSI PLANOS S.A.
FINANCE DOCKET NO. 33388**

I, Emilio Loredo, declare under penalty 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.

Emilio Loredo

A handwritten signature in dark ink, consisting of several loops and a long horizontal stroke, is written over a horizontal line. The signature is positioned to the right of the printed name 'Emilio Loredo'.

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

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 Cathy J. McCoy, and I am V. P. and General Manager of Custom Freight Sales, Inc., 1440 Miami Chapel Road, Dayton, Oh 45408. My duties include procuring customers in intermodal transportation and tracking and verifying profits for such moves.

Custom Freight Sales, Inc. is a Broker of Motor Freight. We work with NS at the following locations: Columbus and Cincinnati, OH, Detroit, MI, and Chicago, IL. In addition, we work with CSX at the same locations.

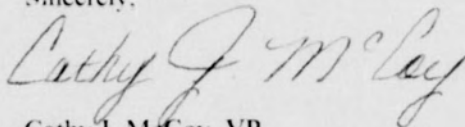
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

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

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 this verified statement.
Executed on May 29, 1997.

Sincerely,

A handwritten signature in cursive script, reading "Cathy J. McCoy".

Cathy J. McCoy, VP
CUSTOM FREIGHT SALES, INC.

D & S PLASTICS INTERNATIONAL

1201 AVENUE H EAST • GRAND PRAIRIE, TEXAS 75050 • (214) 988-4200 • (800) 527-6486 • FAX (214) 988-4238

June 2, 1997

Dave Novak
CSX Transportation
500 Water Street
15th Floor
Jacksonville, FL 32202

VERIFIED STATEMENT

Lee Williams on behalf of D&S Plastics, International
Finance Docket No. 33388
CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
—Control and Operating Lease/Agreements—
Conrail Inc. and Consolidated Rail Corporation

My name is Lee Williams. I am Distribution Operations Manager of D&S Plastics, International. I have been with the company for 1 year. On behalf of D&S Plastics, International, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

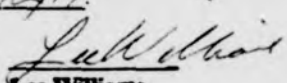
D&S Plastics, International is a Plastics processor. We are located at 100 South Mitchell Road in Mansfield, TX. We have manufacturing plants, facilities or distribution sites in Mansfield & Grand Prairie, TX; Detroit, MI; Toronto, ON; Atlanta, GA; St. Louis, MO and Nashville, TN.

We ship approximately 50% of our product by rail, constituting 500 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations would allow us to reduce our reliance on trucking and lower our costs.

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

Again, please accept the support of D&S Plastics, International for the acquisition of Conrail by CSX and Norfolk Southern.

I, Lee Williams, declare under penalty 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 6/2/97


Lee Williams
D&S Plastics, International



DALE OXYGEN, INC.

146 Horner Street
Johnstown, PA 15902

814/535-3594
FAX 814/536-6929

June 12 , 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Harry Benneer. I am the general manager of Dale Oxygen, Inc. located in Johnstown, Pa. As general manager of Dale Oxygen, Inc., I am writing to you on behalf of the owners and employees of this company.

Dale Oxygen, Inc. has been a supplier to Conrail for the past 17 years with a variety of metal working tools, welding gases, welding equipment, and electrodes. Through their efforts to reach small minority owned businesses such as Dale Oxygen, Inc., Conrail has enhanced the competitiveness of the railroad system. I feel that the proposed joint acquisition of Conrail by Norfolk Southern and CSX would continue to benefit small or minority owned businesses and create an influx of capital investment, improved technology, and information system enhancements. These improvements would not only be appreciated by Dale Oxygen, Inc. but also by the public in general.

Vernon A. Williams

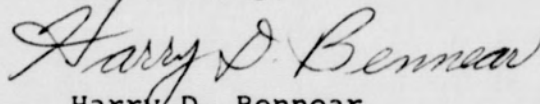
June 12, 1997

Page 2

Dale Oxygen & I strongly support the proposed acquisition and urge the Board to approve it promptly.

I, Harry Bennear, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed this 12th day of June 1997.

Yours truly,

A handwritten signature in cursive script that reads "Harry D. Bennear". The signature is written in dark ink and is positioned above the printed name and title.

Harry D. Bennear
General Manager
Dale Oxygen, Inc.

DALTON BEVERAGE COMPANY

201 E. Tyler Street • P. O. Box 693 • Dalton, Georgia 30722-0693 • (706) 226-2194 • (706) 226-0660

June 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

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.

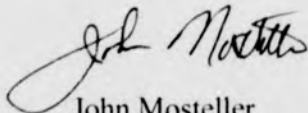
Dear Mr. Williams:

My name is John Mosteller and I am Purchasing Agent for Dalton Beverage Company located at Dalton, Ga. I have held my position for 17 years. My duties include purchasing, arranging transportation for and scheduling all beverage movements into our distribution warehouse.

Our distribution warehouse is served by the Norfolk Southern Railroad and over the many years have received boxcars of beer routed via the NS and in many cases the movements have originated on the CSX Railroad.

We have dealt with the Norfolk Southern for many years and have found them to provide outstanding service. We believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,

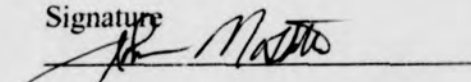


John Mosteller
Purchasing Agent
Dalton Beverage Company

VERIFICATION

I, John Mosteller, declare under penalty 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 5 day of June, 1997.

Signature



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June 10, 1997

251 O'Connor Ridge Boulevard

Suite 300

Irving, TX 75038

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

Dear Mr. Williams:

My name is Jeffrey L. Gunn, and I have been Traffic Manager for Darling International for over 15 years. I am personally responsible for negotiating freight with all Class I railroads.

Darling International is the largest independent renderer in the United States. Our main commodities through rail is tallow and meat meal. We operate 30 plants with a rail car fleet of approx. 580 tank cars and 90 covered hoppers. We have facilities in the Great Lakes which are NS served. During the year 1996, we shipped approx. 40 million in tallow and 15 million in meat meal to the Carolinas through the Norfolk Southern. Most of these facilities are on NS and CSXT.

We support the approval of the transaction by which CSXT and Norfolk Southern will acquire control of Conrail if these two companies 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 CSXT and NS to control Conrail. A distinct need exists for two competing railroads in the Northeast who will own their own track and facilities. For too long, customers who ship or receive goods into and out of the Northeast have had the service of only one rail carrier. When only one company is able to operate in a particular market, service suffers and the price becomes noncompetitive. While there may have been historical reasons for insulating northeastern rail service from competition, that time is past.

It is time for customers interested in this market to have service by more than one rail carrier. And those 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.

972-717-0300

Telex: 734118 (DDHQ)

Fax: 972-717-1588

359

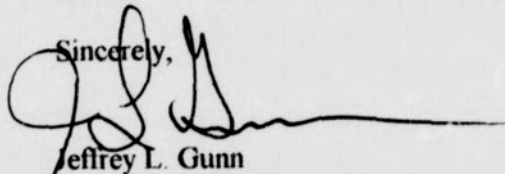
From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization, and seamless synergies.

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

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

I, Jeffrey L. Gunn, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 10, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jeffrey L. Gunn', with a long horizontal flourish extending to the right.

Jeffrey L. Gunn
Traffic Manager
Darling International Inc.



Davis Wood Products, Inc.

Hwy. 321-A, Davis Street • P.O. Box 604 • Hudson, North Carolina 28638
Tel. 704-728-8444 • FAX 704-728-4601

May 06, 1997

Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams,

As manager of Davis Wood Products Company for forty-seven years, I wish to advise to following information regarding Railroad Service to our industry and our company.

We manufacture plywood and lumber parts for the furniture manufacturing industry. We have facilities in North Carolina, South Carolina, and Mississippi. These facilities are currently served by NS, RR, and CR lines. We ship and receive many cars per year.

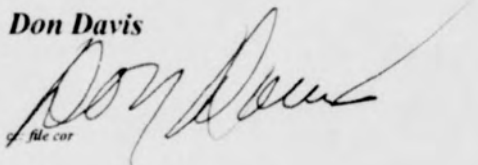
There is a distinct need for two competing railroads and I support STB approval of the joint applications by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets, and improve to a much greater extent the balance of Rail competition in the Northeast.

This is to advise that I am qualified and authorized to file this statement.

Sincerely,

Davis Wood Products, Inc.

Don Davis


file cor

361

Curved Plywood • Flat Plywood • Particleboard • Fiberboard • Hardboard
Fully Machined Component Parts • Veneers • Frames • Low Pressure Melamine

VERIFICATION

I, Alon Raub, declare under penalty 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, 1997.

Alon Raub



DAYTON STEEL SERVICE INC

1 SOUTHERN INDUSTRIAL BLVD. ■ ROME, GEORGIA 30165 ■ (706) 235-5683

A Wholly Owned Subsidiary of THOMPSON STEEL COMPANY

June 2, 1997

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

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

Dear Mr. Williams:

My name is J. Ronald Kiefer and I am the General Manager of Dayton Steel Service, Inc., in Rome, Georgia. My duties include all facets of the operation, including transportation via rail.

Dayton Steel Service, Inc., is a processor and slitter of coiled steel and rail transportation plays a vital role in our business. We greatly depend on railroads to meet our needs and to fulfill the expectations of our customers.

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

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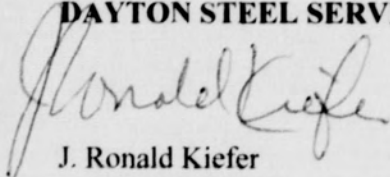
Mr. Vernon A. Williams, Secretary
Page Two
June 2, 1997

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

I, J. Ronald Kiefer, declare under penalty 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.

Sincerely,

DAYTON STEEL SERVICE, INC.

A handwritten signature in cursive script, appearing to read "J. Ronald Kiefer", is written over the typed name.

J. Ronald Kiefer
General Manager

cc: CSX Representative
Ms. Rosa Tarbutton

JUNE 3, 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:

MY NAME IS FRANK SMITH. I AM MANAGER OF DEKALB COUNTY L.P. GAS COMPANY, INC., WITH ITS HEADQUARTERS AT FYFFE, ALABAMA. MY OFFICE IS AT FYFFE, ALABAMA.

DEKALB COUNTY L.P. GAS COMPANY, INC., IS A PROPANE RETAILER WITH SALES OF \$3 MILLION ANNUALLY. TRANSPORTATION IS A VITAL FACTOR TO THE SUCCESS OF OUR BUSINESS. WE UTILIZE TRUCK, RAIL AND BARGE, DIVIDED 80% RAIL AND 20% OTHER MODES. MY RESPONSIBILITIES AS MANAGER INCLUDE THE DIRECT OVERSIGHT OF OUR TRANSPORTATION REQUIREMENTS WHICH INCLUDE (BOTH INBOUND RAW MATERIALS AND OUTBOUND FINISHED PRODUCTS TO AND FROM OUR PLANTS, RECEIPT AND SHIPMENT OF INBOUND AND OUTBOUND MATERIALS TO AND FROM OUR PLANTS). PRIMARILY, WE RECEIVE FROM HATTIESBURG, MISSISSIPPI IN THE U.S. SOME OF OUR SHIPMENTS ARE TO AND FROM LOCATIONS IN THE NORTHEAST AND MIDWEST ON CONRAIL.

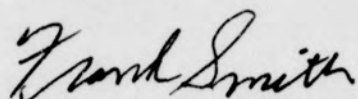
WE UNDERSTAND THAT NORFOLK SOUTHERN AND CSXT ARE ASKING THE SURFACE TRANSPORTATION BOARD TO APPROVE ITS ACQUISITION OF CONRAIL WITH CERTAIN DIVESTITURES OF CONRAIL LINES AND TRACKAGE RIGHTS TO OTHER RAIL CARRIERS TO ENSURE RAIL COMPETITION IN THE NORTHEASTER

WE SUPPORT THE NORFOLK SOUTHERN AND CSXT PLAN. WE THINK IT WILL ENABLE US TO EXPAND OUR MARKETS INTO AREAS WE HAVE HITHERTO BEEN UNABLE TO REACH DUE TO LACK OF COMPETITION. WE SINCERELY BELIEVE THAT NORFOLK SOUTHERN AND CSXT ARE WELL MANAGED, EFFICIENT CUSTOMER-ORIENTED RAILROADS AND WOULD VERY MUCH LIKE TO SEE THOSE ATTRIBUTES INJECTED INTO CONRAIL TERRITORY.

FINALLY, WE SUPPORT AND ENDORSE NORFOLK SOUTHERN AND CSXT'S PLAN TO INTRODUCE RAIL COMPETITION INTO AREAS IN WHICH CONRAIL HAS ENJOYED A VIRTUAL MONOPOLY SINCE ITS FORMATION IN THE 1970'S.

IF OUR COMPANY IS TO GROW AND PROSPER, WE NEED A STRONG RAILROAD SERVING OUR TRANSPORTATION NEEDS. WE THINK NORFOLK SOUTHERN AND CSXT'S PLAN BEFORE THE SURFACE TRANSPORTATION BOARD DOES THIS AND WE, THEREFORE, SUPPORT IT.

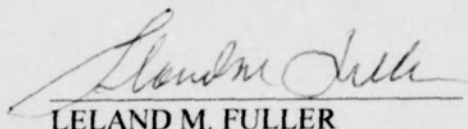
SINCERELY,



FRANK SMITH, MANAGER
DEKALB COUNTY L.P. GAS CO., INC.

VERIFICATION

I, LELAND FULLER, DECLARE UNDER PENALTY 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 3, 1997.



LELAND M. FULLER



**Desticon
Transportation
Services Inc.**

100, 8431 - 160th Street
Surrey, British Columbia
Canada V3S 3T9

Telephone (604) 597-0708
Fax (604) 597-7464

Honourable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
1925 K. Street, N.W.
Washington DC 20425-0001

June 16, 1997

From: Jade M. Stevenson
President
Desticon Transportation Services, Inc.
Desticon Transportation Inc. (USA)
Desticon Transportation Alberta Ltd.
(hereinafter referred to as the "Companies")

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

Dear Mr. Williams,

I am writing on behalf of our Companies to offer our support for the Norfolk Southern and CSX plan to acquire and divide the Conrail.

My name is Mr. Jade Stevenson. I am the President of Desticon Transportation Services, Inc and it's subsidiaries listed above. I started the Company in October of 1986 and my duties include:

- a. administering the day-to-day affairs and providing management and administration of the Companies business affairs, business plans, operating budgets and finances, employment of staff and maintenance of the assets of the Companies;
- b. approving monthly and year-end financial statements and management reports
- c. negotiating agreements (including all rail contracts/quotes, railcars leasing agreements and customer business quotes/contracts), licenses, leases, loans, security and insurance; direct oversight of our transportation requirements;
- d. maintaining accurate records and reports: devising long range strategies, proformas and forecasts in connection with future growth, changing business environments and economic cycles;
- e. entering agreements and executing documents on behalf of the Companies that are necessary or advisable in connection with the day-to-day business and operations of the Companies;



Desticon is a complete transportation service company that combines trucking, reloading, storage, and rail in order to offer a complete door-to-door freight package to customers.

We operate: four offices;
three reload terminals (located at Sumas Washington -BNSF;
Edmonton, Alberta -CPRS; and Prince Albert, Saskatchewan - CN Rail)
206 private railcars; (Desticon leased/owned)

Desticon directly employs 30 people.

Our speciality is the transportation of lumber products originating in British Columbia, Alberta, and Saskatchewan, Canada which is destined to US marketplaces. Our customer base consists of lumber producers, wholesalers and distributors.

Outbound shipments are exclusively by rail. We expect to arrange a total of 6,000 railcars shipments in 1997. We pay the rail freight on all shipments. About 55% of these shipments originate on BNSF, 25% on CPRS and 20% on CNR.

We understand that Norfolk Southern is asking the Surface Transportation Board to approve its acquisition and division of Conrail by NS and CSX as explained to me and described in its application. This acquisition and division is to ensure rail competition in the northeastern United States for the future.

There are several reasons why Desticon supports Norfolk Southern's proposed plan:

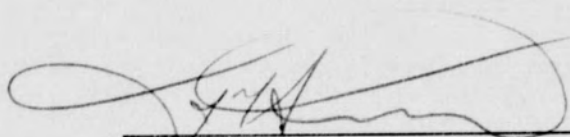
Desticon is very interested in expanded geographic coverage. Our business relies on competitive rail coverage to as many markets as possible. Desticon believes that the NS and CSX plan to introduce rail competition into areas in which there has been single carrier service will increase our options and preserve effective competition. It will create a more vigorous competitive atmosphere that will result in efficiencies and new business opportunities that do not exist today.

We are also interested in improved service through interchange gateways and railcar cycle times. Our private cars have sometimes sat for many days and cost us precious cycle times and revenues. Our past experience with Norfolk Southern service is excellent. We sincerely believe that Norfolk Southern is a well-managed, efficient customer-oriented railroad. We would like to see those attributes injected into Conrail territory. Norfolk Southern is certainly the most efficient and most profitable railroad and therefore the best able to provide the needed capital investment to maintain and improve service levels.

We therefore support the acquisition and division of Conrail by NS and CSX as explained and described in its application. We subscribe to the need for two competing railroads in the Northeast. Railroads which are strong and competitive and which own their own track and facilities. No doubt, it is about time for customers who do business in this huge northeastern market to receive service by more than just one carrier.

Thank-you for consideration of our letter of support for the plan presented for the acquisition and division of Conrail by the Norfolk Southern and the CSX.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 16th day of June, 1997.

A handwritten signature in dark ink, appearing to read 'Jade M. Stevenson', is written over a horizontal line.

Jade M. Stevenson, President
Desticon Group of Companies

**DISTRIBUTION UNLIMITED
INCORPORATED**

Logistics

May 1, 1997

P.O. BOX 98 • GUILDERLAND CENTER, N.Y. 12085 • Phone (518) 356-0550

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

STATEMENT OF MURRAY GLANTZ, DISTRIBUTION UNLIMITED, INC.

My name is Mr. Murray Glantz, and I am Vice President of Distribution Unlimited, Inc. I have held my present position for eight years. My duties include operations as well as marketing and sales.

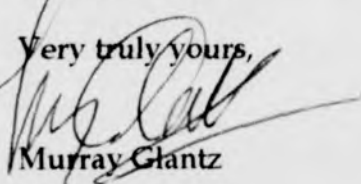
Distribution Unlimited Incorporated is a public warehouse facility. We have facilities located at Northeastern Industrial Park, Guilderland Center, NY and Rotterdam Industrial Park, Schenectady, NY. These facilities are presently served by Conrail. We presently receive product on behalf of our customers, from vendors throughout the United States. These facilities are located on the lines of Conrail. During 1996, we received 2,500 railcars consisting of dry, refrigerated and CO2 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 presently receives both NS and CSX railcars, 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 dealt with 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.

Very truly yours,


Murray Glantz

DOWNEY AND COMPANY

372 Ahern Street
Atlantic Beach, FL 32233
Phone (904) 241-4242
Fax (904) 241-4243

May 30, 1997

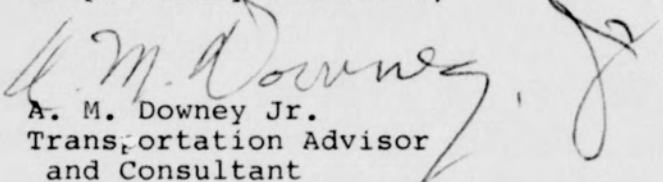
Mr. Vernon A. Williams, Sec.
Surface Transportation Board
1925 K. Street, N.W.
Washington, D.C. 20423-0001

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

Dear Secretary Williams:

I am attaching a copy of my Verified Statement in the
above proceeding, filed on behalf of the Southeastern
Brick Manufacturers Associations.

Respectfully submitted,


A. M. Downey Jr.
Transportation Advisor
and Consultant

AMDJr/jtd

Encl:

BEFORE THE
SURFACE TRANSPORTATION BOARD

* * *

VERIFIED STATEMENT OF A. M. DOWNEY, JR.

My name is A. M. Downey, Jr. I am president and owner of Downey and Company, Transportation Consultants, 372 Ahern Street, Atlantic Beach, FL 32233.

Downey and Company has been engaged in the traffic and transportation consulting business since 1956, servicing the needs of various industries and transportation companies regionally in the southeast, and, to a lesser degree, nationwide.

Of national note is the National Association of Brick Distributors, our representation stemming from 1965. One primary regional client is the Southeastern Brick Manufacturers Associations, comprising

Brick Institution of America, Region 9
Miss-Lou Brick Manufacturers Assn.
Brick Assn. of North Carolina
Brick Assn. of South Carolina
Virginia Brick Assn.

The above organizations constitute almost the entire brick manufacturing industry in the Southeast, clients since 1956. It is for this group that this statement is filed.

Prior to the Staggers Act of 1980, I personally served each of the manufacturers in the same capacity as would

an in-house transportation manager, indiscriminately negotiating singly and industry-wide I.C.C. controlled rates; arranged routings; developed plant sites and track-age construction; and served as industry representative in liaison with the Association of American Railroads and rail representatives in devising and having published in carriers' tariffs such packaging and loading rules as were found to be appropriate for protection of brick while in transit, among other myriad transportation matters.

With passage of the Staggers Act, my firm was precluded from a unified representation of the brick manufacturers in the matter of rates and other pricing, but has continued a general informational and advisory group service, meanwhile handling the total logistical needs for several of the individual members where not in conflict with the Justice Department's rules and regulations in regard to price-fixing.

I am admitted to practice before the F.M.B and the S.T.B. (formerly I.C.C.).

My brick groups have watched avidly and participated modestly in an unofficial manner as the merger attempt progressed. They have dealt with both CSX and Norfolk Southern over the years and found them to be worthy rail transport providers. Brick manufacturers have been wary and have taken a position of avoidance of a one-carrier take-

over of Conrail routes to the exclusion of all others, i.e., CSX purchase of all Conrail lines and the almost complete elimination of competitive routes.

The proposed agreement between CSX and NS would provide service efficiencies and result in both of these lines offering cost-effective single-line (in lieu of current joint-line) routing to many points in the East. In such instances, reduced rates have generally and historically ensued.

Cars of brick, produced in the Southeast, are shipped to distributors and users throughout the eastern half of the United States, including multitudinous rail-served destinations in the Northeast. Conrail has been the only rail availability in most instances, generally accepting northbound cars from CSX and/or NS at Ohio River crossings or Virginia Cities gateways.

Conrail has not been entirely responsive to my shippers' needs, particularly in the area of developing reasonable rates and the negotiation and settlement of overcharge and L&D claims.

CSX and NS have been generally more attentive and quicker to respond.

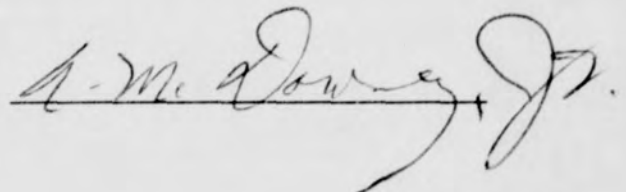
Recently, Conrail initiated a withdrawal from through, one-factor rates for brick when moving in joint-line service, thus forcing the freight payer to issue two or more vouchers to pay freight charges on a single car.

Charges ballooned and the procedure has created havoc in double billing and mis-billing. Although resisting initially, CSX and NS reluctantly went along finally, acceding to Conrail's insistence. It is believed that the acquiring lines will discard this method of billing, especially since it is not observed by either, either in single-line service or in joint movements, one with the other.

I am convinced that an extension of CSX and NS lines and facilities under the instant transactions as proposed are in my shippers' best interests and those of the general shipping public, and we therefore wholeheartedly support the merger and division of Conrail.

It is respectfully requested that the Surface Transportation Board approve the application to permit CSX and NS to acquire Conrail, under the terms submitted.

I, A. M. Downey, Jr., declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Further, I certify that I am qualified and authorized to prepare and file this verified statement.

A handwritten signature in cursive script, reading "A. M. Downey, Jr.", written over a horizontal line.

Executed this
30th day of May, 1997.



AREA CODE 901 PHONE 369-1500
FAX 369-1555

Dunavant Enterprises, Inc.

3797 NEW GETWELL ROAD • P. O. BOX 443 • MEMPHIS, TENNESSEE 38101

John U. Raffety
VICE PRESIDENT
TRANSPORTATION

May 28, 1997

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

Dear Mr. Williams,

My name is John U. Raffety. I reside at 2645 Fox Creek Drive, Germantown, TN. 38138. I am Vice President of Transportation for Dunavant Enterprises, Inc. Dunavant Enterprises is located at 3797 New Getwell Road, Memphis, TN. 38118, phone: (901-369-1500). I have been employed with Dunavant Enterprises since September, 1972. I have worked in the transportation division of the company from 1979 to the present and have been Vice President of Transportation since 1990. Dunavant Enterprises is the largest cotton brokerage firm in the world shipping annually in excess of three million bales of U.S. grown cotton from the states of Alabama, Arizona, Arkansas, California, Florida, Georgia, Louisiana, Mississippi, Missouri, New Mexico, North Carolina, South Carolina, Tennessee and Texas to domestic and export customers. Dunavant Enterprises ships boxcar loads of cotton bales to major ports in the states of California, Washington and Oregon and to states on the Gulf of Mexico for export loading, to domestic cotton mills located primarily in the Southeastern States of the United States, to border crossings into Mexico and to cotton mills in Canada.

Since Dunavant Enterprises does ship large volumes of cotton and generate large rail movements we feel compelled to address the Surface Transportation Board regarding the acquisition of Conrail by the Norfolk Southern Railroad and the CSX Railroad. It is our understanding that the Norfolk Southern Railroad and the CSX Railroad are seeking approval from the Surface Transportation Board on acquisition of Conrail with certain divestitures of Conrail lines and trackage rights to other rail carriers. Dunavant Enterprises supports the Norfolk Southern and the CSX plan because this should ensure rail competition in the Northeastern United States for the future and bring Norfolk Southern's and CSX's expertise in many areas to create an efficient, strong, viable rail system with competitive alternatives that we hope will expand our market into areas that before were not competitively situated due to high transportation costs.

The Norfolk Southern and CSX acquisition of Conrail would expand service thus eliminating intermediate switching, improve equipment availability, provide consistent timely deliveries and open up new service and new markets to shippers. The acquisition would also allow meaningful competition to exist where in some cases there is none. Dunavant's competitive options must remain to assure that U.S. cotton supplies can compete with other areas and suppliers in the global marketplace. Over the past few years demand for U.S. grown cotton has increased dramatically in the worldwide marketplace. A big part of the increase in demand is due because U.S. cotton shippers have been able to supply cotton in a timely and cost efficient manner to the rest of the world. This has translated into increased demands for U.S. grown cotton, thereby increasing revenues for producers, transportation companies, merchant shippers, warehousemen and many other people directly and indirectly affected by the growing and trading of cotton in the United States.

A noncompetitive atmosphere could very easily tilt world and domestic demand for cotton grown elsewhere due to poorer service response and pricing levels so high that it would increase costings to unacceptable levels thereby decreasing demand for U.S. grown cotton.

By combining locomotive power and boxcar supplies of the Norfolk Southern, CSX and Conrail the shippers would have better utilization of rail equipment. Hopefully this would translate into a more available equipment supply when needed during the heavy shipping of cotton from December through April of each year.

Dunavant Enterprises has historically been a pro rail shipper. We do utilize other means of transportation to move our product to our customers but feel strongly in keeping and supporting rail as a viable and competitive means of transportation in this country.

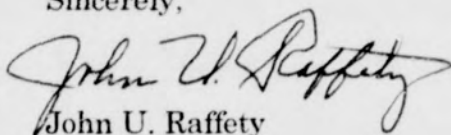
Dunavant Enterprises, Inc.

(3)

Hopefully, the Surface Transportation Board will approve the authority for the Norfolk Southern Railroad and the CSX Railroad to both acquire and divide their Conrail Railroad as mutually agreed upon. Dunavant Enterprises views this acquisition as a means of improving service and strengthening competition and afford accessibility of competing railroad options assuring the ability to compete in the market place. We deem consideration of this merger essential.

I am available to answer any questions concerning this matter.

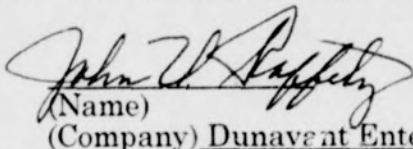
Sincerely,


John U. Raffety

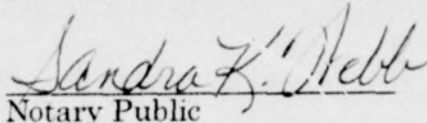
VERIFICATION OF AFFADAVIT
CONCERNING
NORFOLK SOUTHERN AND CONRAIL PROPOSED MERGER

CITY OF Memphis)
)ss
STATE OF TENNESSEE)

John U. Raffety being duly sworn, deposes and says that he has read the foregoing statement, knows the facts asserted therein and that the same are true as stated.


(Name)
(Company) Dunavant Enterprises

Subscribed and sworn to before me on this 28th day of May, 1997.


Notary Public

My Commission Expires: MY COMMISSION EXPIRES NOV. 24, 1997

**VERIFIED STATEMENT OF
H. DOUGLAS DAHL
on behalf of
EASTERN ASSOCIATED COAL CORP. AND
PEABODY COAL COMPANY**

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

As President of Eastern Associated Coal Corp. ("EACC") and Peabody Coal Company ("PCC") subsidiaries of Peabody Holding Company, Inc., the largest coal producing company in the U.S., I am writing to express our company's conditioned support for the acquisition of Conrail by Norfolk Southern Corporation ("NS") and CSX.

Of the approximately 153 million tons of coal our company mines in the U.S. and predominantly moves on rail, 40 million tons is produced by EACC and PCC and approximately 21 million tons or 210,000 carloads of that currently loads on CSX, NS and Conrail.

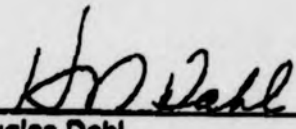
In offering our support, I feel that the acquisition will further stabilize the railroad industry in general and specifically enhance the future efficiency and marketing opportunities of both railroads as well as EACC and PCC.

I trust that the Surface Transportation Board ("STB") will carefully analyze the future competitiveness of rate making and operating efficiencies that the acquisition is supposed to produce and require as a condition for STB approval that the CSX and NS live up to the spirit of their application so that the shippers and the railroads alike truly benefit from this consolidation of the railroad industry.

With only this condition, EACC and PCC urge the STB to approve the joint application of CSX and NS.

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

Executed this 17th day of June, 1997.



H. Douglas Dahl

EDGAR H. ALLEN & SON, Inc.

INCORPORATED 1930

P. O. BOX 184

OLD BRIDGE, (RUNYON) N. J. 08857

4 June 1997

RAILROAD SIDING

STORAGE FACILITIES
I. C. C. CARRIER

NJDEP SW#1904

FOREST PRODUCTS
DEALERPOLES - PILES
TIMBERS - TIESVERIFIED STATEMENT OF HERMAN F. PFEIFER
EDGAR H. ALLEN & SON, INC.

My name is Herman F. Pfeifer, and I am Vice-President of Edgar H. Allen & Son, Inc. I have held my present position for 16 years. My duties include ordering material for shipment via rail cars from various locations and the ordering of rail cars for out bound shipments.

Edgar H. Allen & Son, Inc. has a storage yard for treated and untreated forest products. We are located in Old Bridge, NJ. This yard presently is served by Conrail. We receive from suppliers located at Portland OR, Montgomery AL, Florence SC and Wilton AL. These facilities are located on the lines of BN, CSXT and NS. During 1996 we received 81 carloads from these destinations on special cars with steel stakes for pole loading only.

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

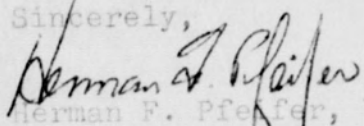
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase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

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To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB. Attached is a copy of a letter I sent in 1984 supporting the acquisition of Conrail by the Norfolk Southern.

I, Herman F. Pfeifer, declare under penalty 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 4th day of June 1997.

Sincerely,



Herman F. Pfeifer, Vice-President
Edgar M. Allen & Son, Inc.



EKA CHEMICALS
Bleaching Chemicals

VERIFIED STATEMENT OF
EKA CHEMICALS INC.

My name is Bobby Suggs, and I am the Manager of Distribution and Customer Service of Eka Chemicals. I have held my present position for eight years. My duties include the distribution of our products from four plants locations in the United States and Canada. This involves working with all class one carriers for freight rates, routings, and problem resolution. In leasing our own fleet of rail cars we must maintain a high level of contact with each carrier to insure proper shipments and empty returns.

Eka Chemicals Inc. is a wholly owned subsidiary of Akzo Chemicals Inc. of Chicago Il.. We produce sodium chlorate and hydrogen peroxide chemicals that serve the pulp and paper industry as bleaching agents. We have facilities in Moses Lake Wa., Magog PQ, Canada, Valleyfield PQ, Canada, and Columbus Ms. These facilities are served by BNSF, CN, CP, CDAC, and Conrail. Our products, through interchange, is delivered by Norfolk Southern, CSXT, BNSF, Conrail and several regional carriers to our customers. Our customer base is primarily located in the southeast and northwest geographical areas of the United States. We also maintain a customer base in Canada. Daily we ship an average of 25 rail cars to these served areas. To be competitive, we maintain our own fleet and encourage a quick turn around of our cars.

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

We feel that the plan presented is adequate to create a competitive access to this area. Growth in any given areas is limited to the ability of a manufacturer to produce goods and or services competitively in the market place. Without this competitive access , the producer will simply relocate to an area that does have it. I have long noted that when you are captive to any form of service or product, that service or product is maintained to below an industry acceptable level, until competition is established. Once competition is established, all parties benefit from better service, equipment utilization, quality of the product , and regional development.

We are concerned about the new Conrail line from Montreal Canada to Syracuse NY. . With main gateways at Detroit and Buffalo , concern over bypassing this gateway and eventual track erosion would adversely affect our movements. We are encouraging CSXT to maintain this track and further develop a customer base that would encourage economical freight shipments.

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

I Bobby Suggs, declare under penalty 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 28th of May 1997

Sincerely


Bobby Suggs

Manager Distribution and Customer Service



May 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33286
1201 Constitution Avenue N.W.
Washington, DC 20423

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.

Mr. Williams:

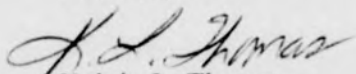
I am Kelvin L. Thomas, the Distribution Manager for Elk Corporation of Alabama. My primary areas of responsibility are transportation and warehousing.

Elk Corporation of Alabama is located at 4600 Stillman Blvd., Tuscaloosa, AL. We are a manufacturing plant that produces laminated roofing products for both residential and commercial buildings. This facility is served by the NS railroad by which we receive raw materials in hopper cars and ship out finished goods via boxcars (Morrisville, PA Distribution Center).

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and divide its assets. I believe our company and our customer base in the Northeast will be better served with the NS proposed single line service. We have used the NS to service the Northeast for the past six years with excellent service. We are eagerly anticipating the service improvement the NS will make on the acquired Conrail lines.

I declare that the foregoing is true and correct. Further, I am qualified and authorized to make said statements. Date: May 30, 1997.

Sincerely,


Kelvin L. Thomas
Distribution Manager

cc: Gary Falls, V.P./G.M.
Joe Littleton, Controller

ENAP, INC.

Partnership with Traditional Values

June 2, 1997

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

Mr. Williams:

ENAP is a lumber and building materials co-op located in New Windsor, New York. We have 122 stockholder/members operating 225 retail lumber yards from Caribou, Maine to South Hill, Virginia and inland to Lansing, Michigan.

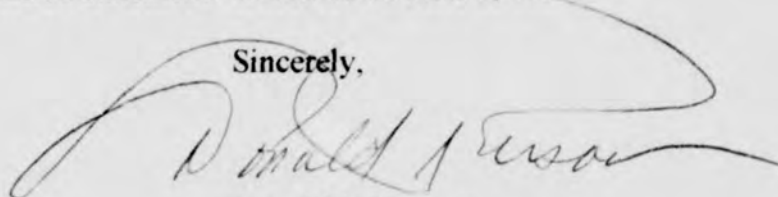
To assist us in supplying lumber and plywood to our members, we use several reload facilities on the East Coast.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since the largest of the reload facilities we utilize (80-100 carloads/year) is located on the lines of the NS, we would welcome the benefit of increased market access for single-line transportation. With single-line service, I believe we would be better able to compete in Northeast markets with other companies enjoying single-line service.

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 CN lines which they acquire.

I, Donald J. Parsons, Forest Products Manager of ENAP, Inc., declare under penalty 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,



Donald J. Parsons
Manager, Forest Products

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**VERIFIED STATEMENT OF
JACK P. PRUGH**

on behalf of

ENGELHARD CORPORATION

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 Jack P. Prugh, Manager of Corporate Transportation of Engelhard Corporation. Engelhard's corporate headquarters is located at 101 Wood Avenue South Iselin, N.J. I am responsible for the negotiation, management, and coordination of Engelhard's North American rail transportation requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and Norfolk Southern.

Engelhard is a specialty chemical, environmental technologies and catalyst corporation, that had sales in excess of \$3 billion in 1996. To service our customers and plants, we ship and receive over 25,000 railcars per year. This heavy rail use makes us keenly aware of the efficiencies needed from the rail system to successfully service our customer base.

The acquisition of Conrail by CSX and Norfolk Southern will benefit our company by providing new, more efficient service to our customer base. Our shipments currently originate from several operations in Georgia, and move to customers in the midwest and northeast. Shipments today to the northeast must interchange with Conrail at Hagerstown or Cincinnati for delivery to many of our customers. These interchanges increase costs and transit times, reducing rail competitiveness with truck. After the acquisition, CSX and Norfolk Southern will be able to provide single line service to customers located in Ohio, Pennsylvania, and Indiana; as well as more efficient service routes for movements beyond to New England destinations.

Additionally, we anticipate the acquisition will improve equipment utilization leading to better car availability, reduced empty mileage, and lower costs on both private and railroad equipment.

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

I, Jack P. Prugh, certify that I am qualified and authorized to file this verified statement. I declare that this statement is true and accurate.

Signed,


Jack P. Prugh

Corporate Manager of Transportation

Engelhard Corporation

EPIC

ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY

305 PALMER ROAD
DUNVILLE, NEW JERSEY 07834
(201) 301-3300
FAX (201) 328-1001



13080 EIGHTH STREET
TYLER, TEXAS 75708
(903) 877-2377
FAX (903) 877-2688

May 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20433-0001

Dear Mr. Williams,

My name is Robert J. Longo and I am the President of R.J. Longo Construction Co., Inc. dba EPIC. I have held my present position for 26 years.

EPIC is a solid and hazardous waste transportation company. We have a facility located in Newark, New Jersey. This facility is presently served by Conrail. We receive sewage sludge, incinerator ash, MSW, and low-level radioactive contaminated soil from numerous customers located throughout the northeastern United States. During 1996 we shipped approximately 200,000 tons of material from our facility in Newark, New Jersey, with the majority going to Clive, Utah and Charles City, Virginia.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers who ship or receive 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. Their rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope, and ability to provide a competitive service. From what I understand of

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

railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization, and seamless synergies.

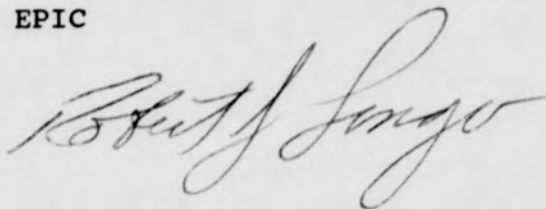
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single-line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased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

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

I, Robert J. Longo, declare under penalty 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.

Very truly yours,

EPIC

A handwritten signature in cursive script, reading "Robert J. Longo".

Robert J. Longo
President

RJL:jkb



Epsilon Products Company

ISO 9002 CERTIFIED

May 7, 1997

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

Dear Secretary Williams:

The purpose of this letter is to urge the Surface Transportation Board to approve the application of Norfolk Southern and CSX Transportation to acquire Conrail.

In my position as Director of Purchasing and Transportation, I am charged with identifying the most cost effective ways to move our product into the market place. Epsilon Products Company is a major producer of Polypropylene. Polypropylene is a commodity priced polymer which is used in a variety of industries such as appliances, furniture, carpeting, medical, automotive and packaging. We produce over two million pounds of polypropylene per day which is loaded into railcars. This volume translates into 12 cars per day or over four thousand car loads per year. Epsilon Products operates 365 days per year and manages a railcar fleet of 840 cars. We have chosen rail as our mode of transportation as it would not be economically viable or physically possible to rely strictly on motor carriers.

The solution that the NS and CSXT have come up with makes good economic sense as it will provide me with the opportunity to access either railroad via a terminal carrier right here in the Marcus Hook area. This will provide for competition which has never existed before. Epsilon Products Company has been producing polypropylene since 1991 and as we are located in Marcus Hook, Pennsylvania, we are captive on Conrail.

As I understand the concept, a terminal carrier will be set up to switch cars in and out of our plant and provide connection to either the NS or CSX. Until the NS and CSX proposed this plan, Epsilon Products Company was going to remain neutral in this matter. This will greatly help to ensure competition and give Epsilon Products Company a choice in carriers at the origin rather than just at the destination. If the application is approved,

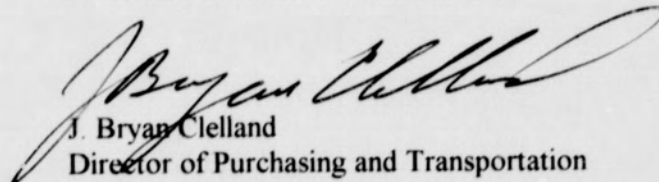
Vernon A. Williams, Secretary
Surface Transportation Board
May 7, 1997
Page 2

Epsilon Products Company will award business to these railroads based on their price structure, transit times and overall quality of service provided. We know that there are better ways to move product to our customers by rail than what currently exists under the current Conrail set up.

It is for the reasons mentioned above that we ask that the Surface Transportation Board approve the application of NS and CSX to acquire Conrail. Please give our request careful consideration.

Sincerely,

EPSILON PRODUCTS COMPANY



J. Bryan Clelland
Director of Purchasing and Transportation

JBC/cas

jberr.doc

Essex Hybrid Seed Company Limited

Original Canadian Hybrid Seed Corn Producers

TELEPHONE: (519) 727-6051

FAX: (519) 727-5188

Mailing Address:
EMERYVILLE, ONTARIO
N0R 1C0

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

Dear Mr Williams:

My name is Richard Pogue, and I am the president of Essex Hybrid Seed Company Limited, with its headquarters at Emeryville, Ontario, Canada, which is where my office is located.

Essex Hybrid Seed Company Limited is an agricultural business with sales of \$5,000,000.00 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 70% rail and 30% truck. As president, I am responsible for the direct oversight of our transportation requirements which include inbound grain products. Primarily, we ship to Ray Carroll County Grain Growers and receive from Ray Carroll Grain Growers and Knight Seed Company Limited, both in the United States. Some of our shipments are to and from locations in the Northeast and Midwest.

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

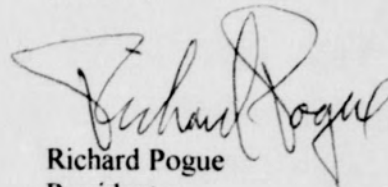
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased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

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

I, Richard Pogue, declare under penalty 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.

cc: Norfolk Southern - Toronto
CSX Distribution - Hamilton

Sincerely,

A handwritten signature in dark ink, appearing to read "Richard Pogue", is written over a light-colored background.

Richard Pogue
President
Essex Hybrid Seed Co. Ltd.

FAIRFAX
Recycling INC.

10400 Premier Court

Burke, VA 22015

703-250-0500 • Fax 703-250-2170

June 2, 1997

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

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

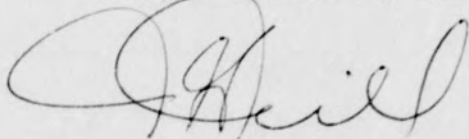
Dear Mr. Williams:

I am Robert G. Reichard, General Manager of Fairfax Recycling, Inc., a recyclables commodities intermediate processor providing various grades of paper, glass, plastics, steel, and aluminum to end users of recyclable commodities. The bulk of our material is shipped via Norfolk Southern. Continued excellent rail service is of vital importance to our operation.

I am writing in support of the proposed CSXT/NS joint acquisition of Conrail. We feel we would benefit from increased market access from the single line service that Norfolk Southern proposes, and therefore urge favorable consideration of the CSXT/NS acquisition of Conrail.

I, Robert G. Reichard, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verification statement. Executed on June 2, 1997.

Sincerely,
FAIRFAX RECYCLING, INC.



Robert G. Reichard
General Manager

**FAIRRINGTON Transportation Corporation**

6901 Santa Fe Drive • Hodgkins, IL 60525

VERIFIED STATEMENT OF
FAIRRINGTON TRANSPORTATION
ON BEHALF OF
CSX TRANSPORTATION
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 Victor G. Warren, President of Fairrington Transportation Inc. Fairrington Transportation is located at 6901 Santa Fe Drive, Hodgkins, IL 60525. I am responsible for the overall financial viability of our corporation. I have been in my current position since 1981 and have worked in the transportation field for 29 years.

Fairrington is a transportation and logistics provider specializing in the print and mail industry.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Fairrington Transportation ships 25,000 thousand truckloads of product and moves approximately 10,000 loads annually by rail to the East and Southeast markets. The joint acquisition of Conrail will be in Fairrington'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:

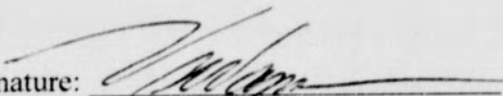
1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Fairrington Transportation because the enhanced CSX system will allow us more flexibility to expand the market; by reaching for our entire product line as well as markets from which we could 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 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, Victor G. Warren, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 14th day of May, 1997.

Signature: _____


Victor G. Warren, President
Fairington Transportation

**NEPCO**

NATIONAL EGG PRODUCTS
DIVISION OF HUDSON FOODS INC.

**HUDSON**

May 30, 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, Inc., and Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

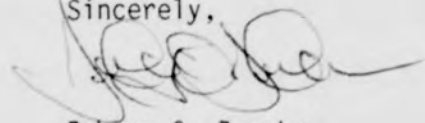
My name is Johnny Jacobs, and I am General Manager of Farm Fresh Eggs. I have held my present position for 15 years. My duties include the overall management of the facility, processing plant, 1.8 million laying hens, feed mill and the scheduling and purchase of feed ingredients.

Farm Fresh Eggs is a producer/processor of liquid and dried egg products. We received grain from suppliers located in Indiana, Ohio, Michigan and Illinois. During 1996 we received 416 carloads of corn and soybean meal. We have limited storage capacity at our feed mill and are dependent on reliable service on these ingredients.

We support the joint acquisition of Conrail by CSX and Norfolk Southern and request that the Surface Transportation Board give this matter expedited handling. We feel this acquisition will benefit Farm Fresh Eggs by giving us single rail line access to additional suppliers of grain.

I, Johnny Jacobs, declare under penalty 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,



Johnny O. Jacobs
General Manager

J03/nh

396

Feed Ingredient Trading Corp.

P.O. Box 357 Glenmont, New York 12077

Phone: 518-427-7581

FAX: 518-427-7589

May 27, 1997

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

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

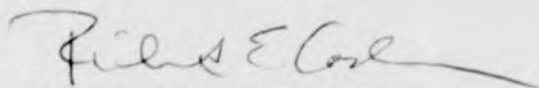
Dear Mr. Williams:

My name is Richard E. Casler. I am the President of Feed Ingredient Trading Corp., P.O. Box 357, 408 Feura Bush Road, Glenmont, NY, 12077. We are wholesale distributors of grain and grain by-products to the livestock feed manufacturing industry from New England south through New York, Pennsylvania, The Delmarva Peninsula, the Virginias, and the Carolinas. In the normal course of business we plan and schedule rail shipments, negotiate rail rates with the various origination and destination carriers, both tariff and contract, and plan for other rail services.

As such, we have more than a passing interest in the final "breakup" of ConRail. Any solution must be fair and equitable and must preserve, or even enhance, the competitive nature of rail services into our marketing area. The proposal offered by the NS and CSX appears to be fair and equitable, particularly in light of the NS's recent agreements with the Canadian Pacific Rail for mutual trackage rights through sensitive corridors that are important to maintaining the competitiveness we view as necessary to the overall solution.

The NS and the CSX, carriers of relatively equal size and scope, should provide the best opportunities for efficient and economical services from the areas from which we originate our products. So long as the final plan provides the competition necessary, we are looking forward to the implementation of the plan as proposed by the CSX and the NS, and we would urge the STB to approve the joint application by these lines to acquire ConRail under those conditions.

Sincerely,



Richard E. Casler, President
Feed Ingredient Trading Corp.



1586 Arlington Avenue - Columbus, Ohio 43212 - (614) 488-8500

May 27, 1997

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

Dear Mr. Williams:

This letter will serve as a document of support for the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide it's assets.

I will be addressing this issue in two capacities; one as the owner of The Feed Store and two as the President of The Columbus Feed Club.

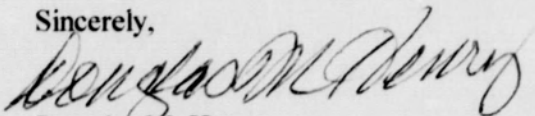
The Feed Store, a buyer and seller of agricultural commodities, is directly effected by the cost of transportation. Any action that would improve the ability to move rail traffic, and a single line service would have a favorable economic impact on the income of The Feed Store.

As President of The Columbus Feed Club, I represent the best interests of the members and speak for my colleagues in the manner and reasons as stated above. Several Columbus Feed Club members have facilities on the lines of Norfolk Southern, and have used Norfolk Southern services for a number of years. Each member has been satisfied with the service of Norfolk Southern.

May 27, 1997
Page 2.

We therefore, for the reasons stated above support the application of Norfolk Southern and CSX to acquire Conrail.

Sincerely,



Douglas M. Henry
The Feed Store
President
The Columbus Feed Club



A subsidiary of **ZEMEX** Corporation

Mine Road, Monticello, GA 31084
(404) 488-6421

May 14, 1997

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

RE: 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 BOBBY H SAULS
THE FELDSPAR CORPORATION

My name is Bobby H. Sauls, Assistant Plant Superintendent in charge of traffic for The Feldspar Corporation. My duties include the management of receiving of raw materials and the shipping of mined product to manufactures.

Feldspar Corporation is a mining Company. We have facilities in Spruce Pine, N.C. Edgar, Fla. and Monticello, Ga. These facilities are currently served by Norfolk Southern, CR and CSXT railroads and we ship and receive approximately 350 cars per year.

There is a distinct need for two competing railroads in Northeast and I support STB approval of the joint application by Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve the balance of rail competition in the Northeast. We believe a balanced rail system will provide our customers with improved rail service, at lower freight rates.

I, Bobby H. Sauls, 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 13, 1997.

Sincerely,

Bobby H. Sauls, Traffic Manager
The Feldspar Corporation



FEPCO Trucking, Inc.

3458 Moreland Avenue, S.E.
Conley, GA. 30027

(404) 363-2210

1-800-878-9752

Fax: (404) 361-8959

VERIFIED STATEMENT OF
Fepeco Trucking, Inc.
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is J. Wayne Smith and I am Vice-President of Fepeco Trucking located at 3458 Moreland Avenue, S.E., Conley, GA 30027. Fepeco Trucking is a motor carrier/drayman that operates out of the Norfolk Southern Intermodal facilities in Atlanta, GA; Charleston, SC; Jacksonville, FL; and Savannah, GA.

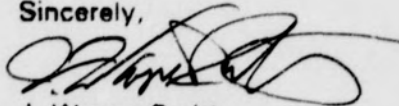
Based upon our experience in providing the services described above and working with various railroads we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail,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

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

Sincerely,



J. Wayne Smith
Fepco Trucking, Inc.
3458 Moreland Avenue, S.E.
Conley, GA 30027



fieldale farms corporation

June 3, 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.,-
Consolidated Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Terrell Franklin and I am Traffic Manager for Fieldale Farms Corporation. I have held my present position for eighteen years. My duties include rail contract negotiations, logistics on grain and grain products that we use in the production of poultry feed.

Fieldale Farms Corporation is an integrated poultry company. We have one of the largest poultry feed mills in the world. We blend in excess of one million tons of poultry feed each year for our own use. In our feed production we use in excess of five thousand rail cars of corn and over two thousand rail cars of other feed ingredients each year.

All the poultry feed we manufacture is fed to our poultry. We have on feed in excess of twenty four million chickens at all times during the year.

We have two hundred rail hopper cars that the Norfolk Southern has assigned to us for the movement of our corn. These are split into four (4) fifty car trains. The Norfolk Southern has been an innovator in the design and use of larger hopper cars. These new hopper cars increase car capacity by twelve percent.

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. There has long been a need to restore rail competition in the Northeast and this proposal will address that need.

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Page 2
June 3, 1997

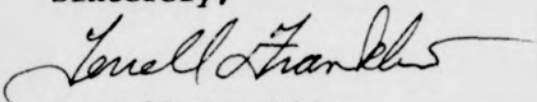
We have used Norfolk Southern for over nineteen (19) years and are satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

We feel this merger would benefit Fieldale Farms by allowing us access to additional grain suppliers located on Conrail lines. We have found single line service to be the most timely, reliable and cost effective form of rail transportation. Reduced transit times will improve fleet utilization and overall equipment availability.

We urge the Surface Transportation Board to grant expeditious approval of this joint application by NS and CSX to acquire Conrail.

I, Terrell Franklin, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on June 3, 1997.

Sincerely,

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

Terrell Franklin
Traffic Manager

FILLER PRODUCTS CO.

P.O. Box 272 • Vance, AL 35490

Ph. (205) 556-0050

June 3, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Service Transportation Board

RE: Support for NS/CSXT Acquisition of Conrail

Dear Mr. Williams,

I am general manager of Filler Products, Inc. with its headquarters in Woodstock, Alabama. My office is in Vance, Alabama.

Transportation is a vital factor to the success of our business. We utilize truck, rail, and barge, divided 40% rail and 60% other modes. My responsibilities include the oversight of our transportation requirements. This includes both inbound raw materials and outbound finished products to and from our plants. Primarily, we ship to roofing manufacturers and receive from power generating plants in the U.S.

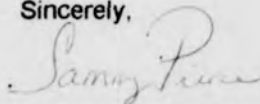
We understand that Norfolk Southern and CSXT are asking the Surface Transportation Board to approve its acquisition of Conrail to ensure rail competition in the northeastern United States for the future.

We support Norfolk Southern and CSXT's agreed proposal. We think it will enable us to expand our markets into areas we have been unable to reach because of what we can only perceive to be impediments placed in our way by Conrail with objectives and goals differing from those of Norfolk Southern and CSXT. We believe that Norfolk Southern and CSXT are well managed, efficient, customer-oriented railroads and would very much like to see those attributes injected into Conrail territory.

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

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

Sincerely,



Sammy Pierce, General Manager
FILLER PRODUCTS CO., INC

VERIFICATION FOR LETTER
FROM FILLER PRODUCTS CO., INC.
IN SUPPORT OF THE NS/CSXT ACQUISITION OF CONRAIL

I, Sammy Pierce, declare under penalty 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 3, 1997.

Sammy Pierce
General Manager
Filler Products, Co., Inc.

FMC Corporation
Chemical Products Group
1735 Market Street
Philadelphia Pennsylvania 19103
215 299 6000



June 4, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB 4 France Docket No. 33388
125 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 France Docket No. 33388

Dear Mr. Williams:

I am John L. Abbott, Manager of Transportation for FMC's Chemical Products Group, Philadelphia, PA. I have been with the company for nineteen years. Please accept the support of FMC for the acquisition of Conrail by CSX and Norfolk Southern.

FMC Corporation located at 200 East Randolph Drive, in Chicago, Illinois 60601, is one of the world's leading producers of chemicals and machinery in industry, agriculture and government. FMC participates on a worldwide basis in four broad markets: performance chemicals, machinery and equipment and defense systems. FMC operates 117 manufacturing facilities and mines in 28 countries.

FMC's western plants, are served by the Union Pacific Railroad in Wyoming, Idaho, Kansas and Texas. Our Nitro, WV, Carteret, NJ and Buffalo, NY plants are served by Conrail. The CSXT services FMC's Spring Hill, WV plant. The majority of our products are shipped via rail to points across the United States. In 1996, we shipped approximately 4,200 railcars on CSX, NS and Conrail.

In the past, FMC has always supported an independent Conrail. However, because Conrail's shareholders approve the merger, FMC supports the approval of the transaction to allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. FMC should benefit from being served by two rail carriers at our Carteret, NJ plant. In addition, CSX will be able

Ltr, Vernon A. Wms., Secretary
Surface Transp Bd
June 4, 1997

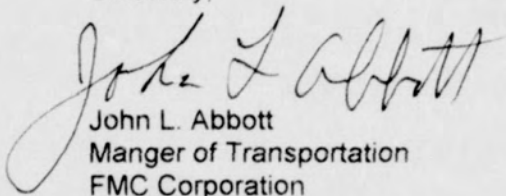
to provide single-line service from our Spring Hill, WV plant to CSX destinations,
which should improve service and car utilization.

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

I, John L. Abbott, declare under penalty 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 4, 1997.

Sincerely,


John L. Abbott
Manger of Transportation
FMC Corporation

JLA/cd

cc: Eric B. Robinson, FMC
Brian P. MacConnachie, FMC
Ivan N. Duke, FMC
George P. DaSilva, FMC
Willa H. B. Schell, Esq., FMC
Patrick McCarthy, Norfolk Southern
Robert Frost, CSX Transportation
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BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388

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

Verified Statement of
Elizabeth A. Myzak
Vice President Transportation
Forest City Trading Group, Inc.
June 4, 1997



Forest City Trading Group, Inc.

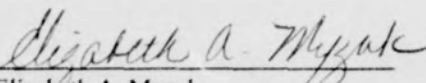
TRADITION OF EXCELLENCE

My name is Elizabeth A. Myzak. I am Vice President of Transportation of Forest City Trading Group, Inc. with headquarters at 10250 S.W. Greenburg Road, Portland, Oregon, 97223. Forest City Trading Group, Inc. has ten subsidiary companies. Attached is a list of those companies. We are major wholesalers of forest products. I am authorized by my company to make this statement in support of the transaction to allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets.

Forest City Trading Group, Inc. is involved in the purchase and sale of lumber, plywood, waferboard, particleboard and gypsum wallboard. We are heavily dependent on rail transportation as 37% of our shipments moved via rail during 1996. During 1996 we shipped approximately 53,000 rail cars and 91,000 truckloads.

Shipments during 1996 from/to via the involved carriers were: CSX - 8575, NS - 8242, CR - 9503. We support balanced competition in the Northeast United States. We expect balanced competition to bring about better service such as transit time, equipment supplies, and pricing. Our business in the North-South corridor has seen a tremendous increase in trucking the past five years. It is our desire to move some of this business on rail, since we will now have the opportunity to have single line service from points in the South destined to the Northeast and vice versa. We believe the CSX/NS plan will enable us to expand our markets. We view the above issues as necessary to the well being of the forest products industry.

In view of the above statements, Forest City Trading Group, Inc. supports the CSX and NS proposal to acquire Conrail.


Elizabeth A. Myzak

STATE OF Oregon

COUNTY OF WASHINGTON

Elizabeth Myzak, being first duly sworn, deposes and says that she has read the foregoing document, knows the facts asserted therein, and the same are true as stated.

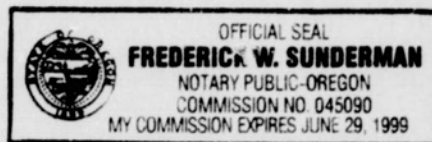
Elizabeth Myzak
(Name)

Subscribed and sworn to before me this 4th Day of June, 1997.

Frederick W. Sunderman
(Notary Public)

My Commission Expires:

June 29, 1999



FOREST CITY TRADING GROUP, INC.
SUBSIDIARY LISTING

AMERICAN INTERNATIONAL FOREST PRODUCTS, INC.
Portland, Oregon

BIRMINGHAM INTERNATIONAL FOREST PRODUCTS, INC.
Birmingham, Alabama

BUCKEYE PACIFIC CORPORATION
Portland, Oregon

CASCADE EMPIRE CORPORATION
Portland, Oregon

Clatsop Forest Products, division of Cascade Empire Corp.
Bend, Oregon

OLYMPIC INDUSTRIES
Vancouver, British Columbia

RICHMOND INTERNATIONAL FOREST PRODUCTS, INC.
Richmond, Virginia

SEABOARD INTERNATIONAL FOREST PRODUCTS, INC.
Nashua, New Hampshire

TAMPA INTERNATIONAL FOREST PRODUCTS, INC.
Tampa, Florida

VIKING FOREST PRODUCTS
Minneapolis, Minnesota

WESTERN INTERNATIONAL FOREST PRODUCTS, INC.
Portland, Oregon



FOREST TECHNOLOGY SALES

A DIVISION OF GEO. McQUESTEN CO., INC.

TEL. 508-667-6011 • FAX 508-667-8978

600 IRON HORSE PARK, NORTH BILLERICA, MA 01862-1687

June 3, 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 Corp. and CSX Transportation, Inc., Norfolk Southern Corp. and Norfolk Southern Railway Co. - Control and Operating Leases/Agreements Conrail, Inc. and Consolidated Rail Corp., STB Finance Docket No. 33388

My name is Carl McKenzie. I am the Division Manager for FOR-TEK. My business address is 600 Iron Horse Park, N. Billerica, MA 01862. As Division Manager, my responsibilities include planning for rail service, negotiation of rail contracts, and arranging for carload shipments.

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

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

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

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

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

Sincerely,
FOR-TEK

Carl McKenzie

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TO:

FORMED METAL PRODUCT

**821 S. Railroad St.
Myerstown, PA 17067
(717) 866-5728
FAX (717) 866-5729**

May 29, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
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:

As the owner of a small business which utilizes rail freight, I am strongly in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation. This division of Conrail will create a competitive freight rail system that will give myself and other businesses more choices and more efficient service.

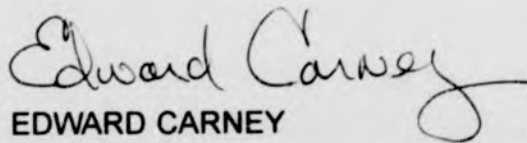
The restructuring of the eastern rail system in the United States will stimulate economic growth and will give us the benefit of having two strong railroads competing against each other. We all know that competition creates more choices, better service and lower prices.

The presence of two major railroads will particularly stimulate the economy of Pennsylvania which has lagged behind other states in terms of job growth. New single-line services and increased competition will encourage companies to consider plant sites in areas previously shunned because they lacked balanced rail competition.

The expanded Norfolk Southern will bring to employees and communities the benefits of a consistently aggressive and successful industrial development department. Norfolk Southern's economic development efforts, in conjunction with states and local communities resulted in eight of eleven new auto assembly plants in the United States being located along Norfolk Southern lines. This is just the sort of corporate citizen Pennsylvania needs to spur job growth.

I urge you to grant speedy approval to Norfolk Southern and CSX Transportation's plans for acquiring Conrail.

Sincerely,



EDWARD CARNEY
President



FRANK TARTAGLIA, INC. RAILROAD CONTRACTORS

5867 East Molloy Road, Syracuse, New York 13211-2099 • (315) 455-0100, Fax (315) 455-6008

July 15, 1997

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

Re: CSX and Norfolk Southern Control - Conrail
STB Finance Docket No. 33388

Gentlemen:

I wish to express my strong support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket.

New York State's manufacturing business and agricultural interests need the best possible rail transportation, and I believe this transaction would provide our key industries with vital new transportation options and increased market reach with faster service and potentially lower costs.

As well as improving rail access to key midwestern and western markets, New York State would now also benefit from greatly improved service to markets in the south, southeast and along the Gulf Coast via a single-line for the first time in history. The resultant elimination of delays would mean lowered shipping costs and faster transit times, which would create important new opportunities for New York business and industry.

In addition, the prospect of single-line rail service to nearly all the major East Coast and Gulf Coast ports is vitally important to the many New York businesses engaged in importing or exporting, and would greatly enhance the global competitiveness of this large sector of our economy.

Faster, less costly and more reliable rail service would be a much-needed advantage for the economic development and job growth of our region and the entire State of New York.

I urge the Surface Transportation Board to approve the control application as proposed.

Very truly yours,

Richard A. Barry
Vice President

RAB:s

FRIENDSHIP TRUCKING, INC.

TEL: (708) 496-1158 4751 S. CENTRAL AVE., 1ST FLOOR FAX: (708) 496-1213
CHICAGO, IL 60638

Verified Statement Of
Friendship Trucking Inc.
Finance Docket No. 33388

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

Dear Mr. Williams:

My name is George W. Dean, and I am President of Friendship Trucking located at 4751 S. Central Ave. in Chicago, Illinois. I have held my position for five years. My duties include all aspects and responsibility for an intermodal trucking company located in Chicago.

Friendship Trucking is a drayage company handling freight for various shippers moving freight from one rail to another. We work with NS at the following locations: Chicago. In addition, we work with all other railroads in Chicago.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the northeast which own their own tracks 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 in the case when only one company is able to operate in a particular market, service suffers and the price is non competitive. While there may have been 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.

FRIENDSHIP TRUCKING, INC.

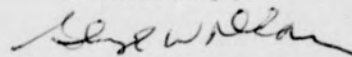
TEL: (708) 496-1158 4751 S. CENTRAL AVE., 1ST FLOOR FAX: (708) 496-1213
CHICAGO, IL 60638

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 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, George W. 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 June 10, 1997.

Sincerely,



George W. Dean
President
Friendship Trucking Inc.

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PAGE 2



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

Dear Mr. Williams:

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we have facilities 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, Jeffrey D. Goliver, declare under penalty 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,

A handwritten signature in cursive script that reads "Jeffrey D. Goliver".

6000 Perimeter Drive
Dublin OH 43017-3215
614-792-4100

418

Major Appliances
Frigidaire • Tappan • White • Westinghouse • Gibson • Kelvinator

Lawn & Garden
Poulan • Weed Eater • PoulanPro

BEFORE THE
INTERSTATE COMMERCE COMMISSION
FINANCE DOCKET NO. 33388

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

Verified Statement of

Donna R. Kohler
Director of Transportation

Furman Lumber, Inc.

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20425-0001

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

My name is Donna R. Kohler. I am Director of Transportation for Furman Lumber, Inc. I have been with Furman Lumber, Inc. for nineteen years. I am authorized by Furman Lumber, Inc. to make the following statement:

Furman Lumber, Inc. is a Massachusetts Corporation, headquartered in Billerica, MA. Furman Lumber has been in business for forty years and in 1997 generated 500 million dollars in sales. We have twelve distribution centers in the United States, with sales offices at each location. In addition, we have sales offices at our corporate headquarters in Billerica, Massachusetts and in Lake Oswego, Oregon.

Furman Lumber, Inc. will ship approximately 20,000 rail cars in 1997. We ship from and to all 48 states and Canada.

Regarding the above referenced docket, Furman Lumber, Inc. is served by all three railroads at various locations throughout the United States. While our initial reaction to the merger between Conrail and CSX was negative, we do believe the best compromise has been achieved.

I can personally attest to the amount of trucking that occurs from the Southeastern United States to the Northeast. We as a company do a tremendous amount of this each year, directly to our yards that are currently served by the Conrail. I believe the proposed plan would alleviate a great deal of this.

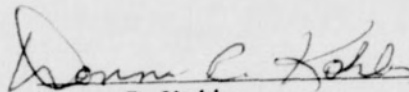
We believe there will be increased competition in several areas. I especially like the fact the N&S has no plans to sell or lease any significant amount of trackage. I have become very concerned over the past year about the amount of track the Conrail had either sold or leased to shortlines.

Furman Lumber, Inc. can see no reason the proposal by CSX Corporation and the Norfolk Southern Corporation should not be approved a proposed.

Sincerely,

I Donna R. Kohler, declare under penalty 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



Donna R. Kohler
Director of Transportation
Furman Lumber, Inc.



FURST-McNESS COMPANY

114 MOREHEAD ROAD STATESVILLE, NORTH CAROLINA 28677 (704)873-1103

VERIFIED STATEMENT OF D. WALLACE RIDDLE, III FURST-McNESS COMPANY

May 29, 1997

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

Dear Mr. Williams:

My name is D. Wallace Riddle, III. I am Plant Manager for the Furst-McNess Company facility located at Statesville, NC with headquarters in Freeport, Illinois. At our Statesville plant we manufacture premixes (feed supplements) for the livestock industry. We are served by the Norfolk Southern Railroad at our Statesville plant, and part of my duties as Plant Manager includes overseeing the transportation of our inbound raw materials, both by rail and by truck.

We understand CSX and Norfolk Southern will be filing a joint application before your agency to jointly acquire Conrail and subsequently divide its assets. We support this proposal. We feel that it is important to have two strong competing railroads in an area, and we understand their desire to have control over their own tracks and facilities. We believe that increased competition is beneficial to all parties such as shippers, receivers and communities; therefore, we urge the STB to approve CSX and Norfolk Southern's application to acquire Conrail.

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

Sincerely,

D. Wallace Riddle, III, Plant Manager
Furst-McNess Company

cc: Suzanne Butler, Account Manager
Norfolk Southern Corporation

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G&D

TRANSPORTATION
314 Wesley Road
Crève Coeur, IL 61610

HOME OFFICE
309-699-4556

IL TOLL FREE
800-637-1426

U.S. TOLL FREE
800-461-8680

FAX
309-699-7528

VERIFIED STATEMENT OF

G & D TRANSPORTATION, INC.
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Bernie Glacabazi and I am the V.P. Marketing and Sales for G & D Transportation, 314 Wesley Road, Crève Coeur, Illinois. I have held my present position for 8 years. My duties include responsibility for Sales Marketing of Intermodal drayage to industries and shippers.

G & D is a motor carrier with 48 state authority. We are also a drayage company and operate a container yard in the Peoria area. We work with NS in Chicago, Peoria, and Decatur, IL. We also work with CSX in Chicago.

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

Bernie Glacabazi
Bernie Glacabazi
V.P. Marketing & Sales
G & D Transportation, Inc.



**Verified Statement
of
Louis R. Schardt Jr. on Behalf of Gallatin Steel Company
STB Finance Docket 33388**

I am submitting this statement in support of the transaction proposed by CSX, CONRAIL, and NS on behalf of Gallatin Steel Company which is located in Gallatin County, Kentucky at RR#1 Box 320, Ghent, KY, 41045-9704. My name is Louis R. Schardt Jr. and I have been Manager of Transportation at Gallatin Steel Company for approximately three years. We are a new Greenfield Company and I was here some nine months prior to making our first coil, April 22, 1995. My prior experience and education includes:

- Trace Clerk, Louisville & Nashville RR
- Rate Analyst, Louisville & Nashville RR
- District Traffic Manager, Interlake Inc.
- Traffic & Purchasing Manager, Armco Inc.

- ◆ Associate Degree, Transportation & Traffic Management
- ◆ Bachelor of Science, Transportation & Traffic Management

Our Company has been incorporated since 1993 and our first coil was produced April 22, 1995. We are in the business of manufacturing Iron and Steel Coils with an annual capacity of 1.2 Million Tons. Our Company is served by CONRAIL, CSX and Norfolk Southern. We ship Coils and receive Scrap and Associated Steel Making products on each of these railroads. We presently ship some materials by truck due to the nature of our business and unique customer requirements.

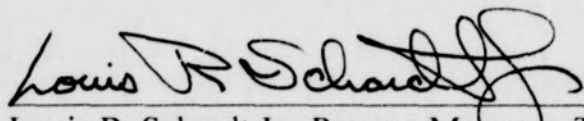
I personally feel that CONRAIL can no longer exist on its own as in our start up negotiations CONRAIL was coaxed into serving us. CONRAIL divided will become strong and safe as splitting the cost they



will make many improvements and have the resources to do so. I feel that the CSX and NS will be able to improve our car supply and service to our current CONRAIL destinations by consolidating yards and having additional tracks to serve cities. I also feel it will give us a better opportunity to divert some truck shipments and serve some markets that are not currently available to us.

For these reasons, Gallatin Steel Company strongly urges the Surface Transportation Board to allow CSX, CONRAIL and NS to complete the proposed transaction. We would strongly recommend that these proceedings be expedited.

I, Louis R. Schardt Jr., declare under the penalty of perjury that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement. Executed the 29th day of May, 1997.



Louis R. Schardt Jr., Process Manager, Transportation



GALLO EQUIPMENT CO.

11835 SOUTH AVENUE O CHICAGO IL 60617

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
GALLO EQUIPMENT COMPANY
FINANCE DOCKET No. 33388**

May 26, 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,

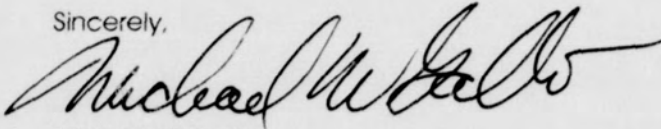
My name is Michael W. Gallo, and I am President of Gallo Equipment Company. I have held my present position for 1 1/2 years. Gallo Equipment Company is a forklift vendor. We supply forklift container handlers, parts and service to Norfolk Southern. We work with NS at the Chicago area locations.

Based upon our experience in providing the services described above, we would like to express our support to 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 Northeastern 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 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.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael W. Gallo". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Michael W Gallo
President
Gallo Equipment Company



July 14, 1997

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

RE: CSX and Norfolk Southern Control-Conrail
STB Finance Docket No. 33388

Dear Secretary Williams:

As a local business owner, I wish to express my strong support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above-referenced docket.

New York State's manufacturing, business and agricultural interests need the best possible rail transportation, and I believe this transaction will provide our key industries with vital new transportation options and increased market reach with faster service and potentially lower costs.

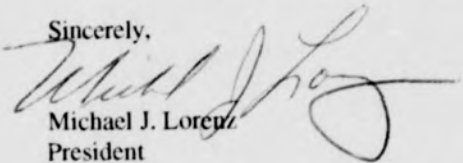
In addition to improving rail access to key midwestern and western markets, New York State would now also benefit from greatly improved service to markets in the South, Southeast and along the Gulf Coast via a single-line for the first time in history. The resultant elimination of delays means lowered shipping costs and faster transit times, which will create important new opportunities for New York business and industry.

In addition, the prospect of single-line service to nearly all the major East Coast and Gulf Coast ports is vitally important to the many New York businesses engaged in importing or exporting, and will greatly enhance the global competitiveness of this large sector of our economy.

Faster, less costly and more reliable rail service is a much-needed advantage for the economic development and job growth of our region and the entire state of New York.

I urge the Surface Transportation Board to approve the control application as proposed.

Sincerely,


Michael J. Loretz
President

GDYNIA AMERICA LINE INC.

STEAMSHIP AGENTS AND CHARTERING BROKERS
1001 DURHAM AVENUE, SOUTH PLAINFIELD, NJ 07080-2303
MAILING ADDRESS: P.O. BOX 10510, NEW BRUNSWICK, NJ 08906-0510



Telephone: (908) 412-6000
FAX: (908) 757-9545

MCI Mail: 614-7769

May 29, 1997

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

Dear Mr. Williams:

My name is Joseph D'Agostino and I am Vice President of Gdynia America Line, Inc., 1001 Durham Avenue, South Plainfield, NJ 07080-2303. I have held my present position for ten years. As Vice President I oversee intermodal logistics, sales/marketing, equipment control and vessel operations in North America for POL Atlantic.

Gdynia America Line, Inc. is U.S. general (steamship) agent for POL Atlantic which does business at the United States ports of New York, Boston, Baltimore, Newport News and Portsmouth. From November 1996 to May 1997, we shipped 1052 full containers in rail intermodal movements using the services of Conrail, CSX and NS. We use Conrail from New York to Chicago. We use CSX mainly in the Southeast. Norfolk Southern service is utilized between midwest and Newport News/Portsmouth.

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,

429

SALES: FAX (908) 757-9549 BOOKING: FAX (908) 757-3816 DOCUMENTATION: FAX (908) 412-6088

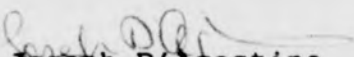
Mr. Vernon A. Williams

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

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

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

Sincerely,


Joseph D. Agostino
Vice President
Traffic & Operations

cc: Mr. Rubin, President



Gehman Feed Mill, Inc.

44 N. THIRD ST., DENVER, PA. 17517

PH: (717) 336-5585

May, 15, 1997

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

RE: CSX - NS - CR Mergers and Acquisitions

My name is Samuel Beamesderfer, I am President and General Manager of Gehman Feed Mill. I have been with Gehmans over 25 years. My duties include purchasing grains and feed ingredients used in the manufacturing of livestock, poultry, and pet foods. We received over 185 cars last year.

At the present time we are served by the Lancaster Northern Railroad, which receives cars at the ConRail yard in Reading, Pa.

In our industry it is very important to have competition as no carrier should have total control over freight movement. Under the proposed plan the Central and Southeast part of Pennsylvania has two sources, N.S. and the rail/truck transfer facilities by the CSX.

I encourage you to support the proposed plan.

Sincerely,
Samuel Beamesderfer
Samuel Beamesderfer
President

VERIFICATION

I Samuel Beamesderfer declare under penalty 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 28th May, 1997.

Samuel J. Beamesderfer

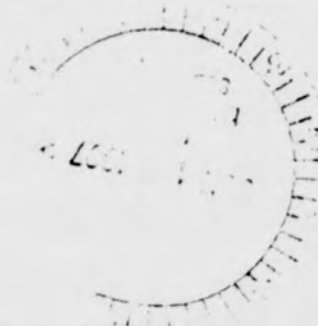


GE Plastics

June 9, 1997

General Electric Plastics
One Park Square, Fairfield, MA 01931-0001
508 245 7111

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 Wes Jones, and I am the Distribution Sourcing Manager for General Electric Plastics. I am writing you today in support of the transaction which will allow CSX Transportation and Norfolk Southern to acquire Conrail and subsequently divide it's assets. Our facilities are located mainly in the areas that CSX and Conrail currently service. With the single line rail service that CSX has purposed we feel that, we can move our products and raw materials through the supply chain more effectively. We currently buy approximately \$28 Million dollars of rail services annually with approximately 70 percent of that buy being effected by this merger. We view this as an opportunity to work on productivity and expand our relationship with CSX and hope that you will look as favorably upon this transaction as we do.

I, Wes Jones, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified. Executed on June 9, 1997.

Sincerely,

Wes Jones
Distribution Sourcing Manager
GE Plastics - Americas

cc: Mr. Gary Boyd
Account Manager
Norfolk Southern Corporation
100 Clearbrook Road
Elmsford, NY 10523

Mr. William Casey
CSX
River Drive Center One
619 River Drive
Elmwood Park, NJ 07407-1360



GENEX, L.P.
191 Waukegan Road
Northfield, IL 60093

Phone 847-446-0440
Fax 847-446-0557
Toll Free 800-521-0191

May 28, 1997

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

**VERIFIED STATEMENT ON BEHALF OF GENEX, L.P.
SBT FINANCE DOCK NO. 33388**

Dear Mr. Williams,

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

I am Thomas K. Middleton, Executive Vice President of GENEX, L.P. GENEX is located at 191 Waukegan Road, Northfield, Illinois 60093. My responsibilities include the purchasing of transportation services and contract negotiations. I have been in my current position since 1988 and have worked in the transportation industry since 1978.

GENEX, L.P., established in 1963, is an Intermodal Marketing Company, Highway Broker, and Freight Forwarder providing full load transportation throughout the United States, Canada, and Mexico.

Our scope of operation includes traffic moving inbound and outbound throughout the Northeast. GENEX utilizes all available rail and motor carriers serving the Northeast territory.

We urge the board to approve the acquisition for the reasons listed below:

1. We feel that joint acquisition will increase competition and benefit shippers by providing improved service at competitive rates.
2. We feel that the joint acquisition will promote long term capital investment by both CSX and the Norfolk Southern, improve terminal efficiency and equipment utilization.
3. We also feel that the joint acquisition will result in more shipping lane options and increased competitive access to the New York and New Jersey port areas.

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May 28, 1997

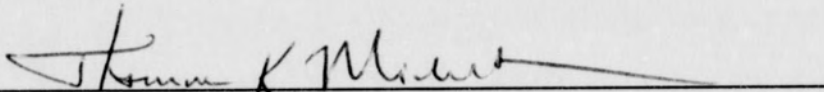
Mr. Vernon A. Williams

Page 2

In conclusion, we support the application of ConRail, CSX and the Norfolk Southern and request that the Board move as expeditiously as possible to ensure approval.

I, Thomas K. Middleton, 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 May, 1997

A handwritten signature in cursive script, appearing to read "Thomas K. Middleton", is written over a horizontal line.

Thomas K. Middleton
Executive Vice President
GENEX, L.P.

Before the
Surface Transportation Board

Finance Docket No. 33388

Verified Statement

on behalf of

Georgia-Pacific Corporation

Michael O. Blackwell
Group Director
Building Products Transportation
and Logistics Division
Georgia-Pacific Corp.
133 Peachtree Street
Atlanta, Georgia 30303

Pike Hamlin
Director
Marketing & Logistics
Containerboard Division
Georgia-Pacific Corp.
133 Peachtree Street
Atlanta, Georgia 30303

Dated June 2, 1997

My name is Michael O. Blackwell. I am Group Director, Building Products Transportation and Logistics Division of Georgia-Pacific Corporation. I have worked in the transportation industry for 25 years and have served in my present position for 9 years.

My name is Pike Hamlin. I am Group Director, Marketing & Logistics, Containerboard Division of Georgia-Pacific Corporation. I have worked in marketing and logistics capacity for 17 years and have served in my present position for 2 years. Georgia-Pacific Corporation (G-P) is located at 133 Peachtree Street, Atlanta, Georgia, 30303

As logistics managers for G-P, our responsibilities include strategic planning of rail services, negotiation of rail contracts, rail property equipment leases and insuring that the transportation and logistics requirements of G-P are fulfilled efficiently and economically.

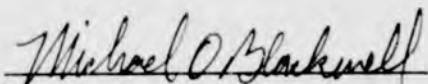
G-P operates numerous manufacturing and distribution facilities on the Norfolk Southern, CSXT and Conrail systems. G-P is the leading manufacturer and distributor of paper and building products in the United States, with revenues of over \$13 billion in 1996. Among the building products that we manufacture are lumber, oriented strand board (OSB), plywood, particleboard, gypsum wallboard, chemicals and wood residuals. On the paper side of our business, we produce containerboard, market pulp, communication papers, and tissue products. On an annual basis, G-P moves approximately 200,000 carloads of these commodities via rail. Our total freight bill, corporate wide, for 1996 was \$1.3 Billion.

We have followed the Conrail story over the last several months with great interest. The solution which NS and CSXT have presented to the question of "who gets Conrail" appears to be fair, equitable and in the public's best interests. We are especially hopeful that this solution will not only preserve, but enhance transportation competition in the Eastern US by producing two rail competitors of roughly equal size serving almost all markets.

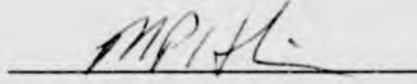
Competitive rail service is important for G-P. There is a distinct need for balanced rail competition in the East. G-P must compete on a global basis. Both our domestic and international competitors look for cost savings whenever possible. Because transportation expenses are a major component of product costs for G-P, we need to have at least two rail providers available in order to provide a competitive force to keep rail rates in check. Seamless service, equipment utilization and systems synergy's are highest when there are two carriers of comparable size and scope. We have enjoyed the benefits of such competition between NS and CSXT in the Southeast US. We look forward to seeing them continue that competition in the Northeast and Midwest.

Georgia-Pacific supports the application for the joint acquisition of Conrail by CSX and Norfolk Southern and believes that it will provide significant benefits to our company and its customers. The division of Conrail's assets should yield public policy benefits, increase competition in the freight industry and ultimately serve the public interest. A combination of Conrail, NS and CSX strengths should lower costs and improve overall service levels. We urge the Board to approve it promptly as delays in completing this transition will be extremely detrimental to both the carriers and shippers involved.

We, Michael O. Blackwell and Pike Hamlin, declare under penalty of perjury that the foregoing is true and correct. Further, We certify that we are qualified and authorized to file this statement on behalf of Georgia-Pacific Corporation. Executed this 2nd day of June 1997.



Michael O. Blackwell
Group Director
Building Products Transportation
and Logistics Division
Georgia-Pacific Corporation



Pike Hamlin
Director
Marketing & Logistics
Containerboard Division
Georgia-Pacific Corporation

**Verified Statement on behalf of
Georgia-Pacific Corporation**

cc: Mr. Larry T. Rasche
Group Sales Manager
Norfolk Southern Corporation
185 Spring Street S.W.
Atlanta, GA 30303

Mr. Gary V. Turner
National Account Manager
Norfolk Southern Corporation
185 Spring Street S.W.
Atlanta, GA 30303

Mr. Ken Brammer
Account Manager
Norfolk Southern Corporation
185 Spring Street S.W.
Atlanta, GA 30303

Mr. Wayne Flynn
Regional Director - Sales
CSXT Transportation
200 Galleria Parkway, Suite 430
Atlanta, GA 30339

Mr. Curt S. McGhee II
National Account Manager
CSXT Transportation
200 Galleria Parkway, Suite 430
Atlanta, GA 30339

**Verified Statement on behalf of
Georgia-Pacific Corporation**

cc: Mr. Larry T. Rasche
Group Sales Manager
Norfolk Southern Corporation
185 Spring Street S.W.
Atlanta, GA 30303

Mr. Gary V. Turner
National Account Manager
Norfolk Southern Corporation
185 Spring Street S.W.
Atlanta, GA 30303

Mr. Ken Brammer
Account Manager
Norfolk Southern Corporation
185 Spring Street S.W.
Atlanta, GA 30303

Mr. Wayne Flynn
Regional Director - Sales
CSXT Transportation
200 Galleria Parkway, Suite 430
Atlanta, GA 30339

Mr. Curt S. McGhee II
National Account Manager
CSXT Transportation
200 Galleria Parkway, Suite 430
Atlanta, GA 30339

Goodpasture, Inc.

PHONE 806 647-2121

P. O. BOX 1008
DIMMITT, TEXAS 79027

May 3, 1997

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

RE: STB Finance Docket No. 333888, 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 Margo Boyd. I work for Goodpasture Inc., located in Dimmitt, Texas. We have been in business for over thirty years. My responsibilities include serving as Office Manager and overseeing the rail cars we use to ship our product. I am writing to express my company's strong support for the CSX and NS application to acquire Conrail and to urge its prompt approval.

Goodpasture Inc. manufactures fertilizer. We ship fertilizer and photograde on a seasonal basis, usually on the Santa Fe railroad. We also use trucks.

We believe the acquisition of Conrail by CSX and NS will significantly increase our market reach. We also expect to benefit from the faster service and more competitive rates that usually accompany single-line service. Finally, we anticipate that the acquisition of Conrail will result in shorter, more direct routes, thereby allowing us to service our clients more efficiently.

Goodpasture, Inc.

PHONE 806 647-2121

P. O. BOX 1008
DIMITT, TEXAS 79027

In sum, Goodpasture Inc. strongly supports the application by CSX and NS to acquire Conrail, and urges the Surface Transportation Board to approve it.

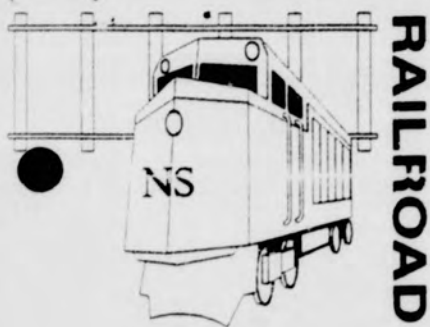
I, Margo Boyd, declare under penalty of perjury that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement.

Executed this 3rd day of May, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read "Margo Boyd", written in a cursive style.

Margo Boyd



Good's Rail & Truck Transfer



7076 N. Main Street
Camden, Ohio 45311
Ph. 513-452-3520
Fax 513-452-3096

June 3, 1997

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

Dear Mr. Williams:

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

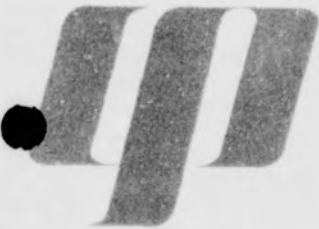
For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

Sincerely,

Rod Hood

I, Rod Good, declare under penalty 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 3, 1997.

Rod Good



Gordon Paper Company, Inc.

P.O. Box 1806 / Norfolk, Virginia 23501

Phone (757) 464-3581 / 800-457-7366

FAX (757) 464-4546

May 30, 1997

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

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

Dear Mr. Williams:

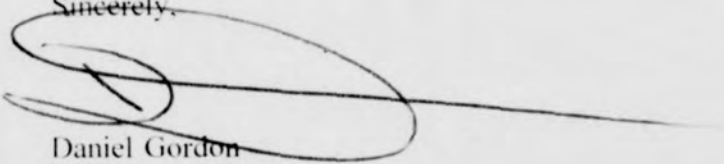
My name is Daniel Gordon. I am Vice President of Gordon Paper Company, Virginia Beach, Virginia.

Gordon Paper Company receives paper products in Virginia Beach, Virginia and has been in business for forty-one years. In 1996, we received over 550 carloads by Norfolk Southern.

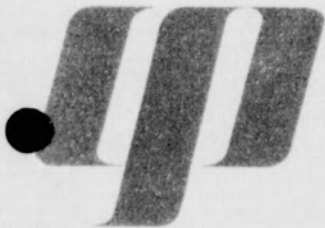
We support the proposed acquisition of conrail by Norfolk Southern and CSXT. Since our facilities are located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single line rail transportation. We have been served by the Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail line which they acquire.

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

Sincerely,



Daniel Gordon
Vice President



Gordon Paper Company, Inc.

P.O. Box 1806 / Norfolk, Virginia 23501

Phone (757) 464-3581 / 800-457-7366

FAX (757) 464-4546

Verified Statement
on behalf of
Gordon Paper Company, Inc.
Finance Docket No. 33388

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

Daniel Gordon
Vice President

GRACE

Grace Construction Products

W.R. Grace & Co.-Conn
62 Whittemore Avenue
Cambridge, MA 02140-1692

(617) 876-1400

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

June 5, 1997

Re: CSX Transportation/Conrail Merger

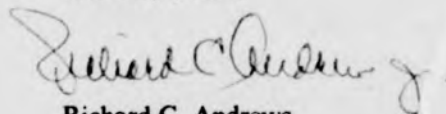
Dear Mr. Williams:

I am Transportation Supervisor for Grace Construction Products, a division of W.R. Grace & Co., located at 62 Whittemore Ave., Cambridge, Mass. I am responsible for negotiating competitive rail rates with numerous rail carriers throughout the United States, including shipments originating in plants served by CSX Railroad. Grace Construction Products is a major chemical manufacturer and shipper with facilities located in approximately 20 rail-served locations in the U.S. In addition, we source numerous raw materials that move into our various U.S. plants via rail mode. Securing competitive rail service is essential to our ability to effectively service our customers, reduce landed costs, and develop new market opportunities.

We understand that CSX and NS are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We believe that an expanded CSX will provide us with more opportunities for reducing costs, especially where we currently have joint-line movements, as well as opening new markets in the northeastern U.S. We have also been looking for opportunities to reduce our trucking costs from the southeast to the northeast and view this as an answer which might provide us with such cost reductions as well as reducing truck traffic in the Northeast corridor. We also believe that our ability to obtain rail equipment will be improved as a result of the merger. Thus we support the proposed acquisition of Conrail by CSX and NS.

I, Richard C. Andrews, 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 5th day of June, 1997.

Sincerely yours,



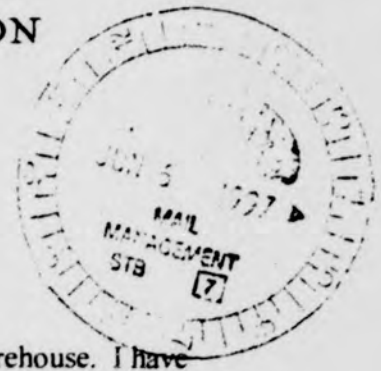
Richard C. Andrews
Transportation Supervisor



GRAND WAREHOUSE CORPORATION

FO 33388

VERIFIED STATEMENT OF GRAND WAREHOUSE



My name is David Schulman and I am the President of Grand Warehouse. I have held my present position of President for 3 years. My duties include all Corporate Operations.

Grand Warehouse is a public warehouse and Distribution. We have facilities located at 9840 S. Dorchester Ave, 4350 W. Ohio, 531 N. Kilbourn. These facilities are presently served by NS and UP. We ship and receive from customers all over the country. During 1996, we shipped/received 10,000,000 carloads, containers, trailers, to and from these destinations.

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

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

I, David Schulman, declare under penalty 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,

David Schulman

GREAT LAKES PACKERS, INC.

Produce Packaging

400 Great Lakes Parkway
Bellevue, Ohio 44811
PHONE (419) 483-2956

MAY 30, 1997

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

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

VERIFIED STATEMENT
ON BEHALF OF
GREAT LAKES PACKERS, INC.
FINANCE DOCKET NO. 33388

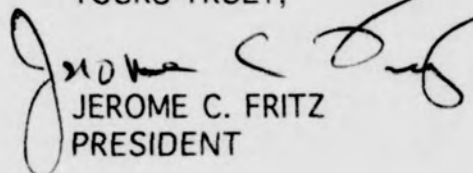
DEAR MR WILLIAMS:

MY NAME IS JEROME FRITZ. I AM THE OWNER, CHIEF OPERATING OFFICER AND PRESIDENT OF GREAT LAKES PACKERS. WE HAVE BEEN A CUSTOMER OF THE NORFOLK SOUTHERN SINCE OUR FOUNDING IN 1976. IN EACH OF OUR THREE RELOCATIONS THE MOST IMPORTANT CONSIDERATION IN OUR SITE SELECTION PROCESS HAS BEEN THE ACCESSIBILITY TO RAIL SERVICE BY THE NS. INDEED, OUR LAST RELOCATION, MADE IN 1990, INVOLVED AN OUTLAY OF \$2,500,000 TO PURCHASE A SITE AND BUILD A PLANT IN A LOCATION SPECIFICALLY CHOSEN TO TAKE MAXIMUM ADVANTAGE OF THE OUTSTANDING RAIL SERVICE AFFORDED BY THE NORFOLK SOUTHERN. THERE IS NO BETTER TESTIMONY THAN THAT TO OUR SATISFACTION WITH THE NORFOLK SOUTHERN'S SERVICE AND OUR CONFIDENCE THAT THIS SERVICE **WILL** BE A CONTINUING PRIORITY FOR THEM.

BECAUSE OF THE NORFOLK SOUTHERN'S COMMITMENT TO EXCELLENCE IN TIMELY DELIVERY AND INDIVIDUAL CUSTOMER SATISFACTION, WE HAVE BEEN ABLE TO EXTEND OUR MARKET REACH TO ALL POINTS ON THE EAST COAST AND PROVIDE FOR OUR CUSTOMERS' NEEDS IN PLACES AS FAR SOUTH AS MIAMI, FLORIDA. HISTORICALLY, WE HAVE BEEN LIMITED TO HANDLING POTATOES AND ONIONS FROM THE NORTHWEST AND SOUTHWEST, BUT WE ANTICIPATE EXPANDING OUR PRODUCT LINE TO APPLES AND CITRUS IN THE NEAR FUTURE. WE WILL ONLY BE ABLE TO DO THIS BECAUSE WE CAN SHOW OUR CUSTOMERS THE PROVEN CAPABILITIES OF TIMELY RAIL SERVICE.

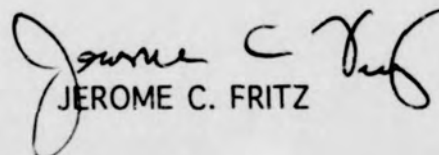
I STRONGLY SUPPORT THE ACQUISITION AND DIVISION OF CONRAIL BY NS AND CSX AS EXPLAINED TO ME AND DESCRIBED IN ITS APPLICATION. WE NEED STRONG AND COMPETITIVE RAILROADS WHICH OWN THEIR OWN TRACK AND FACILITIES AND CAN PROVIDE MORE EFFICIENT, FASTER AND SAFE RAIL SERVICE.

YOURS TRULY,


JEROME C. FRITZ
PRESIDENT

VERIFICATION

I, JEROME C. FRITZ, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS STATEMENT. EXECUTED ON MAY 31, 1997.


JEROME C. FRITZ

GREAT LAKES SUGAR COMPANY

GENERAL OFFICES

Fremont Factory
1101 N. Front Street
P. O. Box 730
FREMONT, OHIO 43420
Telephone (419) 332-9931
FAX (419) 332-8803

4800 Fashion Square Boulevard
300 Plaza North
P. O. Box 1348
SAGINAW, MICHIGAN 48605
Telephone (517) 799-7300
FAX (517) 799-7310

Findlay Terminal
Greenwood & Logan
P. O. Box 89
FINDLAY, OHIO 45840
Telephone (419) 423-1666

May 28, 1997

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

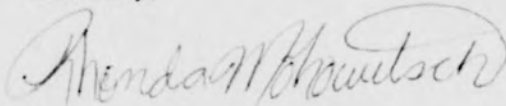
Dear Mr. Williams:

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

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

Thank you for your consideration.

Sincerely,



Rhonda Mohowitsch
Manager of Logistics Services

bcc: Michelle Martin, CSX
Carl Turney, Norfolk Southern ✓

Green Bay Packaging



Inc.

• CORPORATE OFFICE

PO BOX 19017
GREEN BAY, WISCONSIN 54307-9017
(414) 433-5111

May 15, 1997

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

Dear Mr. Williams:

My name is Debra R. Stevens. My business address is 1700 North Webster Court, Green Bay, Wisconsin 54302. I have been employed by Green Bay Packaging Inc. for 14 years and have been Assistant Corporate Traffic Manager and Transportation Manager during that time.

As Corporate Transportation Manager, I am responsible for all rate, route and regulatory matters relating to the distribution of my company's products and the inbound transportation of raw materials. I am authorized to make this statement on behalf of Green Bay Packaging Inc.

Business of Green Bay Packaging

Green Bay Packaging manufactures pulpboard, corrugated shipping containers, folding cartons, and pressure sensitive label stock. We have paper mills located at Perry, Arkansas, and Green Bay, Wisconsin. Our converting plants are located at West De Pere, Green Bay, and Wausau, Wisconsin; Kalamazoo, Michigan; Coon Rapids, Minnesota; Cincinnati and Fremont, Ohio; Tulsa, Oklahoma; and Fort Worth, Texas. The label stock manufacturing facilities are located in Green Bay, Wisconsin and Winchester, Virginia. All depend upon rail service.

The pulpboard produced by our mills is distributed to our converting plants and to customers who are located throughout the United States. Last year we shipped almost 5500 carloads of paper from the two mills. Specifically, a few of our outside customers are located in Three Rivers, MI; Wakefield, MA; Cleveland, OH; Arden, PA; Buffalo, NY; Middletown, OH; Pittsburgh, PA; Lancaster, PA; Indianapolis and Gas City, IN; and numerous other cities in the Eastern United States.

Rail Competition to Customer Destinations

Green Bay Packaging Inc. is very concerned about the loss of competition due to the proposed merger of Conrail and the CSXT Railroads. Transportation costs associated with linerboard account for almost twenty percent of the paper cost destined to the east coast markets. We need to keep route options available. Past experience has shown that we obtained lower rates because of head-to-head rail competition than we otherwise would have received.


The rail volumes are strongly committed to moving via rail. The rail portion of this traffic cannot be readily diverted to truck. Our customers as well as our own facilities are designed to receive via rail. Twenty-four hour free time for unloading boxcars, for example, is a flexibility factored into our scheduling and space allocations. We do not, nor do our customers, have the yard or dock space to handle equivalent volumes via truck.

Preserving Competition


We believe the NS/CSXT acquisition of Conrail will allow for increased competition in the East. Because of this we support both railroad's plan. Although we have no special interest in benefiting Norfolk Southern or any other railroad, we share the interest of many other affected shippers and of the general public in the preservation of effective rail competition. Indeed, we recognize that the proposed transaction has genuine potential for savings and gains in efficiency, and believe that the conditions we support are entirely consistent with the realization of such benefits.

Verification

DEBRA R. STEVENS, being duly sworn, deposes and says that she has read the foregoing Verified Statement, knows the contents thereof, and that the same are true and correct.


Debra R. Stevens

Subscribed and sworn to before me
this 15th day of May, 1997.


Notary Public, State of Wisconsin
My Commission is/expires: 9/12/99

VERIFIED STATEMENT
OF
LANNY S. VAUGHN
ON BEHALF OF
GST CORPORATION

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Lanny S. Vaughn, President and CEO of GST CORPORATION headquartered at 2620 Thousand Oaks Blvd., Suite 3420, Memphis, TN 38118. I completed my under-graduate work in 1965 at Memphis State University and my MBA from Arizona State University, as well as the two-year program from the College of Advanced Traffic. I was in the employ of the Southern Pacific Railroad for 21 years with my last assignment as Assistant Vice President - Southeast Region. I assumed my current position in January 1986. While in the employ of Southern Pacific I had tours of duty in the Operating, train service, Marketing, Sales and Pricing departments.

GST CORPORATION is a major Intermodal Marketing Company with 30 offices throughout the United States and Canada, we have a customer base in excess of 3,000. We ship the full spectrum of commodities with the major group consisting of consumer products, electronics, paper products, chemicals, lubricants, tires, steel. We utilize all rail intermodal shipping lanes throughout the United States, utilizing trailers/containers, both carrier owned and private equipment. We expect to handle 320,000 units in 1997 both intermodal and carload, and of that number we expect to ship 70,929 on CSXI, NS and CONRAIL.

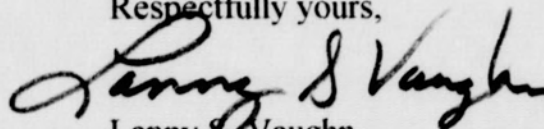
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the plan is improved and expanded intermodal and multimodal services. Extended NS and CSX intermodal 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 and CSX service into the northeast. These carriers capital investment in its intermodal facilities and service are well known in the industry, as are their commitments to growth and service.

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

I, LANNY S. VAUGHN, declare under penalty 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 3, 1997.

Respectfully yours,

A handwritten signature in cursive script, reading "Lanny S. Vaughn". The signature is written in dark ink and is positioned above the printed name and title.

Lanny S. Vaughn,
President and CEO,
GST CORPORATION



May 30, 1997

Honorable Vernon A. Williams
Secretary
Surface Transportation Board

Attn: STB Finance Docket # 33388
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 Richard L. Huizinga, and I am the Corporate Transportation Manager of Gulf States Paper Corporation. I have held my position with this company for four years. My professional career in the transportation industry has expanded a period of more than twenty years.

My principal activities and responsibilities to the company are varied but center around the management of securing transportation services for all operating groups within our company. My primary focus is to select the mode of transportation that will meet and exceed our customer's transportation service requirements, at the same time keeping Gulf States Paper competitive in the market place. The company's primary customer base is located east of the Mississippi River.

Headquartered in Tuscaloosa, Alabama, Gulf States Paper Corporation, is a privately-owned, 113 year old integrated forest products company engaged in the manufacture, sales and distribution of woodpulp, paperboard, paperboard articles, lumber and wood products. The company's largest facility is located in Demopolis, Alabama where wood chips are processed into pulp and the pulp is further refined into solid bleached sulfate paperboard. The paperboard is produced almost exclusively for use in packaging, primarily for the manufacture of cartons for the food and consumer goods industry. Nearly half of the division's paperboard output is used by Gulf States own converting plants and remainder is sold to outside packaging companies. This facility is served by the Norfolk Southern Railway Company.

The company's Paperboard Converting Division includes six manufacturing plants located in Alabama, Kentucky, Missouri, North Carolina, and Texas. The plants located in Alabama, Kentucky, and North Carolina are also served by the Norfolk Southern Railway Company. The company's Natural Resources and Wood Products Division operate predominantly in Alabama with business operations related closely to the company's more than 400,000 acres of timberland.

456

During 1996 Gulf States Paper shipped/received in excess of 10,000 carloads of product and raw materials from and to our operating facilities. The type of rail transportation equipment utilized for these movements include the following.

- Boxcars for outbound paper products
- Tank cars for inbound chemicals
- Bottom discharge hopper cars for inbound raw fibre materials
- Containers used on intermodal movements of finished product

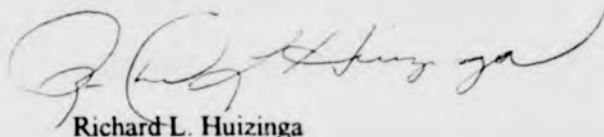
Gulf States Paper Corporation supports the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our primary manufacturing facility is located on the lines of the Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Over 28,000 tons of pulp and paperboard are delivered to our northeast customers by joint line service through the Conrail system. Expanded single-line service will become a more cost-effective and service-effective form of rail service for our company.

Gulf States Paper supports the vision of a healthy rail industry driven by strong intramodal and intermodal competition to meet our shipping needs. It is vital that competitive rail-to-rail service be available to not only our company but to the forest products industry.

The Norfolk Southern Railway Company has provided excellent service to our facilities and customers for many years. We are confident that they would be able to provide equally good service on any Conrail lines which they acquire. With the industry's best safety record coupled with strong earnings and a low loss/damage claim ration, the Norfolk Southern is in a good position to provide balanced competitive rail transportation in the east.

For all the reasons identified above, we believe that approval of the joint application of the Norfolk Southern and CSX railroads to acquire Conrail should be approved by the Surface Transportation Board. We also would ask that the approval process be handled in the most expeditious manner possible. The uncertainty affecting Conrail's employees and customers need to be settled as soon as possible.

Sincerely,



Richard L. Huizinga

RLH:km

I, Richard L. Huizinga, declare under penalty 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.

cc: David Goode - Norfolk Southern Railway Corporation
John Snow - CSX Corporation

**VERIFIED STATEMENT OF
GULF STATES STEEL, INC.**

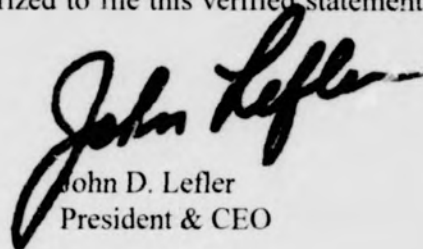
My name is John D. Lefler, and I am President and CEO of Gulf States Steel, Inc. I have held my present position for 11 years. My duties include responsibility for rail transportation and other duties.

Gulf States Steel is a provider of flat rolled sheet and plate steel. We have facilities located at Gadsden, Alabama.

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

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

I, John D. Lefler, declare under penalty 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 4, 1997.



John D. Lefler
President & CEO

JDL:as

STATE OF MICHIGAN



MICHIGAN SENATE

Senate Resolution No. 65

Offered by Senators Hoffman, Young and Conroy

A RESOLUTION TO EXPRESS SUPPORT FOR THE AGREEMENT BETWEEN CSX CORPORATION AND NORFOLK SOUTHERN CORPORATION ON THE ACQUISITION OF CONRAIL ASSETS

WHEREAS, Over the past few years, CSX Corporation and Norfolk Southern Corporation have engaged in intense negotiations in seeking to acquire the routes and assets of Conrail, Inc. These merger proposals involving the most important rail systems in the eastern United States have taken various turns during this time; and

WHEREAS, Private and public observers have followed the offers and counteroffers with great interest, as the move to acquire Conrail will have a profound impact on transportation to most of the country's largest markets. Michigan will be strongly affected by the results of the deal; and

WHEREAS, Recently, CSX and Norfolk Southern announced an agreement on the acquisition of Conrail. In essence, the two corporations will split the routes and other assets of Conrail. Each of the railroads will acquire certain trackage and equipment, and they will share certain other assets and routes; and

WHEREAS, The joint agreement offers numerous direct benefits to Michigan. Instead of a single railroad dominating the nation's northeast, there will be two viable, strong companies anchoring rail transportation for the region. Michigan's links to major cities in North America are strengthened considerably. Our state's exporters and importers will be able to speed up transit and handling times for our most important goods. The cornerstones of Michigan's economy, automotive manufacturing, agriculture, mining, and chemicals, will all reap benefits from the enhancement of rail transportation services made possible by the competition of two strong, balanced, and highly regarded railroads; now, therefore, be it

RESOLVED BY THE SENATE, That we express support for the agreement between CSX Corporation and Norfolk Southern Corporation on the acquisition of Conrail assets; and be it further

RESOLVED, That copies of this resolution be transmitted to federal transportation authorities, including the Surface Transportation Board.

Adopted by the Senate, June 3, 1997.



Carol Moway Vienti
Secretary of the Senate

State of Michigan
Senate Resolution # 65