A 180913 V4 5/8 33388

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

I, Ronald C. Meyer, declare under penalty 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.

Sincerely,

Ronald C. Meyer

Marketing Manager.

February 18, 1997

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

Dear Mr. Williams,

My name is C. Stuart Johnson, and I am President and CEO of Nutritive Sweeteners, Inc. I have held my present position for 20 years. My duties include: Finance, Sales of our product to our customers, personnel management, and our relationship in the community.

Nutritive Sweeteners, Inc. is a company that transloads sugar from rail cars to trucks for delivery to various customers, both in liquid forms as well as bulk dry sugar. We also handle fructose and corn syrup for the same purpose. Vegetable oil is also handled from cars to trucks for the manufacturing of margarine.

We have facilities located at Bay Minette, Alabama; Sparta, N.J.; Columbus, Georgia; Birmingham, Alabama; Chattanooga, Tennessee; Cleveland, Tennessee, and Nashville, Tennessee. We currently use Norfolk Southern for transloading at Columbus, Georgia; Chattanooga, Tennessee; and Cleveland, Tennessee.

We handled product for ADM, Florida Crystal Corp., Domino Sugar Corp., and United Sugar Corp. for the above listed locations during 1996.

We transloaded 3,478 cars of products at our various terminals during 1996 from Cedar Rapids, Ia., Clinton, Ia., N.O., La., Belle

Meade, Florida, Red River Valley for United Sugar (many different locations) Decatur, Ill., Baltimore, Md. We handle PD cars, airslide cars, hopper cars, and tank cars, and use 31 tractors for handling deliveries in bulk hopper trucks, as well as liquid tankers. We ship seven days a week to many of our customers. We are currently receiving shipments from the mid west and the southern states, "better" service is essential; as service is all we sell.

I would hope a healthy joint acquisition of Conrail by CSX-Norfolk Southern Railroads merger would be a great help to us. Better equipment for the railroads equals improved service to the customers we serve. Rail cars are the key to the industrial customers in this country. Railroads are essential, not a luxury. Diesel fuel has no way to go, but up. Our nation will be at the mercy of the Middle East, and they have proven to be "strange" partners in the past, as well as the future. What you decide today, will be the transportation we will be saddled with for many years to come.

We support the proposed merger of Norfolk Southern/CSXT of Conrail. Since our facility is located on the lines of NS/CSXT, we would welcome the benefit of increased market access for single-line rail transportation. We have used NS/CSXT 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/CSXT to merge with Conrail.

Sincerely,

Steph Solenson

President/CEO

Nutritive Sweeteners, Inc.

VERIFICATION

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, 1997.

Mary Hopkins Lowles com expires 10-31-2000



A joint venture of Rhône-Poulenc and Snia group

May 14, 1997

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

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

Dear Secretary Williams:

My name is Tom Jacobs. I am the Traffic Manager for Nylon Corporation of America in Manchester, New Hampshire. In my position, I am responsible for overseeing rail customer service for our company. I am writing to you to offer Nylon Corporation of America's strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern, and to urge the Surface Transportation Board to approve their application.

Nylon Corporation of America is a manufacturer of nylon products. We ship approximately 9 million pounds of materials a year, mostly different chemicals needed for our manufacturing processes. Our primary rail carrier right now is Norfolk Southern.

Our company believes the proposed acquisition of Conrail by CSX and Norfolk Southern would offer us and our customers several advantages, including the following:

- The acquisition of Conrail by CSX and Norfolk Southern will create a rail network
 that will be able to serve all the major markets in the eastern half of the United States
 on a single-line basis. This is important because single-line service provides more
 direct and efficient routing for products. It also provides service that is faster and
 more reliable, often at a lower cost.
- 2. More single-line service will also mean the new rail systems will be able to compete better with the trucking industry, which now handles 86% of the freight transportation in the East. Trucking dominates because most truck freight moves in single-line service, meaning customers only have to deal with one entity to arrange a shipment, track the shipment and pay for the service. The new rail lines created out of the acquisition of Conrail will be able to give rail customers the same significant advantages of single-line transport.

3. Improved single-line service also improves the safety and handling of freight cargo -- a significant concern for companies like ours that transports chemicals and other substances. Faster transit and fewer handlings -- both of which result from increased single-line service -- will lead to better service and safer transport of chemicals.

For these reasons, Nylon Corporation of America supports the application from CSX and Norfolk Southern to acquire Conrail and asks that the STB move as quickly as possible to approve it.

I. Tom 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 this 14th day of May, 1997.

Sincerely,

Tom Jacobs

OHIGRO

6720 Gillette Road WALDO, OH 43356 (614) 726-2429 28438 Kinney Pike RICHWOOD, OH 43344 (614) 943-2212 110 Lake Street DELAWARE, OH 43015 (614) 363-1957

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

Jerry A. Ward President Ohigro, Inc.

allas



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 T. CHRISTOPHER MOORE OLD VIRGINIA BRICK COMPANY

My name is Chris Moore, and I am Vice President of Old Virginia Brick. I have held my present position for 6 years. My duties include management of shipping, receiving and sales.

Old Virginia is a manufacture of brick and we have facilities located at Salem, VA and Madison Heights, VA. These facilities are currently served by NS RR and we ship/receive approximately 200 cars per year.

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

Sincerely,

T. Christopher Moore

Vice President

153

Old Virginia Brick Company, Incorporated Box 508, Salem, Virginia 24153 (540) 389-2357 A Tradition of Quality Since 1890





9000 Executive Park Drive Suite E-100 Knoxville, TN 37923 TEL (423) 539-3883 FAX (423) 539-3880

May 20, 1997

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

RE: CSX CORPORATION and CSXT TRANSPORTATION INC:
NORFOLK SOUTHERN CORPORATION and NORFOLK
SOUTHERN RAILWAY COMPANY - Control and Operating
Leases/Agreements - Conrail, Inc. And Consolidated Rail Corporation,
STB Finance Docket No. 33388

Verified Statement on behalf of Onyx International Energy Resources, Inc.

My name is Rodney Jones, and I am Vice President of Marketing for Onyx International Energy Resources, Inc. We are a coal marketing firm which sells coal to utility and industrial customers. We presently ship approximately 2,200 cars annually from loading facilities in the Norton, Virginia area, and these loadouts are served by Norfolk Southern.

We have observed over the past months, the efforts of CSXT and Norfolk Southern to acquire Conrail, and we have been advised that these two railroads now have formulated a new plan to jointly acquire Conrail, and then divide the assets. This will benefit Onyx in terms of expanded market access and provide us with an opportunity to reach these new markets via a single carrier. In addition to the benefit to Onyx, the CSXT/NS proposal will result in two eastern rail carriers of approximately equal size, and rail customers in this area should see increased rail competition.

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

We support the new plan for the Equisition and division of Conrail and urge the Surface Transportation Board to approve the NS/CSXT proposal.

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

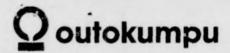
Sincerely,

ONYX INTERNATIONAL ENERGY RESOURCES, INC.

Rodney L. Jones

Kodney 1

Vice President of Marketing



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 Consolidate Rail Corporation, STB Finance Docket No. 33388

Verified Statement on behalf of Outokumpu American Brass, Inc. Finance Docket No. 33388

My name is Jeffery L. Burghardt. I am the Materials Manager of Outokumpu American Brass, Inc. My business address is P.O. Box 981, 70 Sayre Street, Buffalo, New York 14202. As Materials Manager, my responsibilities include planning for rail service and negotiation of rail contracts.

Outokumpu American Brass, Inc. operates three (3) facilities at the following locations: Buffalo, New York; Kenosha, Wisconsin and Franklin, Kentucky. We produce copper and copper alloys at each of these locations. In 1996, we received 40,000 tons of this product by rail.

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 get Conrail" appears to be fair and equitable. Initially, we were concerned that our industry would, in essence, lose the services of a rail carrier when CSX was to acquire all of Conrail. However, since NS has acquired the portion of Conrail which serves our facility, we expect we will continue to enjoy competitive rail service at this location.

Competitive rail service is important for Outokumpu American Brass. There is a distinct need for balanced rail competition in the East. Outokumpu American Brass must compete on a global basis. Both our domestic and international competitor look for cost savings whenever possible. Because transportation expenses are a significant cost item for Outokumpu American Brass, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers in the optimum for our needs. Seamless service, equipment utilization and systems synergies are highest when there are two carriers of comparable size and scope.

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

Very truly yours,

Jeffe y L. Burghardt Materials Manager

cc: R.D. George/Norfold Southern Corp.



June 17, 1997

VERIFIED STATEMENT

OF

On behalf of
OVER THE LINE CORPORATION
Finance Docket No. 33388

Name:

Luis Alvarez

Title:

General Manager

Address:

14800 San Pedro, Suite 216

San Antonio, Texas 78232

My responsibilities include arranging for and controlling the movement of freight traffic from various points in Mexico to the east and south eastern portion of the United States via rail, truck, and ship.

I have held this position for ten (10) years.

Over the Line Corporation was incorporated in the state of Texas on March 27, 1987 with its principle location at 14800 San Pedro, Suite 216, San Antonio, Texas 78232 along with a branch location at 8811 San Mateo Drive, Laredo, Texas 78044. Over the Line Corporation is a freight broker duly authorized by the ICC under license number MC 202874.

Over the Line brokers the transportation of beer from various breweries in Mexico through Laredo and Brownsville Texas to various distribution centers and beer distributors in the southeastern and eastern portion of the United States. The majority of the beer is shipped via rail, and we also utilize truck and ship.

We are currently served by the Union Pacific Railroad, which interline with the Norfolk Southern, CSXT, and Conrail. In 1996 we moved 3700 rail cars and are estimating this to increase to more than 4800 in 1997.

Over the Line utilizes 50' cushioned and/or insulated box cars.

Verified Statement of Luis Alvarez June 17, 1997 Page 2

At the present time, we are solely served by Conrail for shipments to New York and the New England states. In 1996 we moved 42% of rail cars to those destinations. By the acquisition and division of Conrail between the Norfolk Southern and the CSX, we are confident that our needs will be better served, as we will have access to both carriers instead of one.

I, Luis Alvarez, declare under penalty 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 17, 1997.

(Signature

VERIFICATION

STATE OF TEXAS)
) SS
COUNTY OF BEXAR)

Luis Alvarez, being first duly sworn, deposes and say that he has read the foregoing document, knows the facts asserted therein, and tat the same are true as stated.

Luis Alvarez

Subscribed and sworn to before me this/ H day of

. 1997

Notary Public

My Commission Expires:

BRENDA R. HUTCHESON NOTARY PUBLIC State of Texas Comm Exp. 10-29-98



June 3,1997

VERIFIED STATEMENT OF PACIFIC RAIL SERVICES FINANCE DOCKET NO 33388

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

Dear Mr. Williams:

My name is Kenneth W.Sprague and I am Terminal Manager for Pacific Rail Services located at the Landers Yard 2543 W Columbus Dr.Chicago ,IL.I have been the manager for over five years at this location. We are the ramp contractor for the Norfolk and Southern and preform all lift on and lift off services and hostling thru-out the property.Pacific Rail has over seventy employees at this location.

Pacific Rail Services is a ramp operator with many locations across the country. We also work with the NS.RR. at Atlanta, Ga.-Columbus, Oh.- Savannah, Ga-New Orleans, La. and St. Louis, Mo. In addition to the NS.RR. we are also ramp operators for the following railroads BNSF, CSX, GATEWAY WESTERN and the UP.

Based upon our experience in providing service as a rampoperator and working with various railroads, we would like to express our support of the Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and the two competing railroads which are strong rail systems in the southeast and own their own track and facilities should better serve the customer base in the northeast.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particulary from the NS.RR.and CSX should promote the growth of intermodal traffic, which in turn enhance my business as a ramp operator in the intermodal industry. NS's capital investment in it's intermodal facilities and service are well known in the industry, as are its strong commitments to growth, service and safety, as evidenced by its continued success in winning the Harriman Award for safety.



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

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

Sincerely,

Kenneth W Sprague

Kenneth W.Sprague Terminal Manager Pacific Rail Services The Honorable Vernon A. Williams Office of the Secretary Case Control Branch Surface Transportation Board Attn: STB Finance Docket #33388 1925 K. Street N.W. Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Kurt C. Nelson, Sales Manager of Packwood Lumber Co., a subsidiary of Pacific Lumber & Shipping Co., 1301 5th Avenue, Suite 3131, Seattle, WA. 98111. Packwood Lumber is located at 12832 U.S. Hiway 12, Packwood, WA 98361.

Packwood Lumber has been a rail shipper of finished lumber products to all parts of the United States for over 30 years. I have been in sales the last 8 years and have actively been involved with expanding our rail shipments and we currently ship about 300 flatcars per year. Approximately 80% of our total shipments move across the major gateways of Chicago and Memphis.

Our sales are often based on a delivered price and we have had an active working relationship with all the railroads.

We hereby state our support for the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail. We also support the plan to divide the assets and trackage of Conrail as it has been described in the joint application by CSX and Norfolk Southern.

We believe there is a distinct need and advantage to all parties involved for there to be two competing railroads serving the Northeast section of the United States. Competition provides the framework by which service becomes most efficient and effective for all parties involved. This competition along with the proven effective service records of both the Norfolk Southern and the CSXT will be very healthy for the overall economy.

We look forward to a change in being serviced into that marketplace by two carriers. We believe our market coverage will expand with single line service to many points by each of these carriers. We urge the STB to approve this application as presented.

Sincerely.

Kurt C. Nelson

declare under penalty of perjury that the foregoing statement is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed of this day of May STATE OF WASHINGTON, Pierce County of On this day personally appeared before me Kurt C. Nelson described in and who executed the within and foregoing instrument, and to me known to be the individual free and voluntary act and deed, for the acknowledged that he signed the same as his uses and purposes therein mentioned. , 1997 day of June GIVEN under my hand and official seal this 2nd Notary Publicand for the State of Washington, VALERIE A OFFENBECHER residing at Puyallup ACKNOWLEDGMENT - INDIVIDUASTATE OF WASHINGTON FIRST AMERICAN TITLE COMPANY NOTARY ---- PUBLIC

MY COMMISSION EXPIRES 2-01-99

My appointment expires ___

2/1/99



1844 Summer Street Hammond, Indiana, 46321 219 932,2565 FAX 219 932,3344

Mailing Address P.O. Box 1299 Hammond, IN 46325

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

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

VERIFIED STATEMENT OF WILLIAM J. MOORE PACMOORE PRODUCTS, INC.

My name is William J. Moore, and I am President of PacMoore Products, Inc. I am the majority share holder and I have held my position for nine years.

PacMoore Products, Inc. is a manufacturer of starch based products and we have a facility located in Hammond, IN Our plant is served by Norfolk Southern an we handle approximately 200 cars per year.

There is a distinct need for two competing railroads in the Midwest, and I support STB approval of the joint application by which Norfolk Southern and CSXT plan to acquire Conrail, divide its assets and improve the balance of rail competition in the Midwest

I, William J. Moore, 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 June 2, 1997

William J. Moore

President

PAPER RECYCLING, INC.

Paper Recyclers A Division of Caraustar Industries, Inc.

PHONE 770 / 451 - 1334

4069 WINTERS CHAPEL ROAD

DORAVILLE, GA. 30360

June 12, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docker No. 33388 1925 K Street, N. W. Washington, D.C. 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 Bill Leonard, and I am General Manager of Paper Recycling, Inc., Doraville, Georgia. My duties include office and plant operations as well as transportation responsibilities.

Paper Recycling, Inc. sells and receives material and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two (2) competing railroads in the Northeast which own their own track and facilities. For to long, customers which ship or receive products into and out of the Northeast have had the service of only one (1) carrier, which causes service to suffer and non-competitive prices.

Mr. Vernon A. Williams Surface Transportaion Board RE: STB - Finance Docket No. 33388 June 13, 1997 page 2 of 2

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

I, Bill Leonard, declare under penalty 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 13, 1997.

Sincerely,

Bill Leonard General Manager Paper Recycling, Inc.

BL/ah

cc: CSX Representative Mr. Al Williams



June 2, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket NO.33388 1925 K Street, N.W. Washington, DC 204230-001

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

Dear Mr. Villiams:

My name is Louis Nappi. I am Owner of Pax Industries, Inc. My duties include receiving and packing synthetic resins from rail cars.

Pax Industries Corporation services the plastics industry and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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

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

Sincerely,

Louis Nappi

Owner

Pax Industries, Inc

cc:CSX Representative

Mr. Rick Lentz



June 3, 1997

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

Re Acquisition of Conrail by Norfolk Southern and CSX

Dear Secretary Williams:

I am writing to offer PennTech Transfer Corporation's support for the proposed acquisition of Conrail by Norfolk Southern and CS and to encourage the Board to approve the acquisition in a timely manner.

PennTech is a small third party logistics company that provides warehousing, inventory control services and transportation of raw materials such as steel coils, plate and paper for producers and users. We are served by Conrail at our distribution center in Reading, Pennsylvania. We receive approximately 1,550 rail cars per year. The majority of these shipments are from the Mid West steel mills and Northern paper mills. Material is held in inventory at PennTech and delivered Just-In-Time by truck to the area customers' production lines.

As the President of PennTech Transfer Corporation, I am responsible for the growth, stability and profitability of this Corporation. I must consistently position PennTech to be responsive to the demands of a competitive, cyclical, shrinking Northeast marketplace for steel and metal products and their manufacturers and grow the business in other areas.

I am convinced that the acquisition of Conrail by Norfolk Southern and CSX will benefit PennTech's current customers and attract new customers to the benefit of rail service particularly in the North/South corridors.

PennTech believes the acquisition as planned will:

a) produce better equipment utilization and more competitive rates from the mills and plants who can merge to a single line rail service to their customers from the Mid West and the South. Such rail service is generally faster as well as more reliable and economical than joint railroad moves;

- b) provide rail access from the aluminum companies' smelters in the North and from their plants in the South to PennTech and similar companies at a competitive price which will increase the rail/truck service opportunities;
- c) Norfolk Southern and CSX serve paper and lumber mills in the South and Norfolk Southern's rail access should enable PennTech to expand into the scrap paper backhaul business from this area to Southern paper mills and also handle a variety of building products shipped from the South by rail;
- d) with the increased number of destinations reached by single line rail service, PennTech can offer our customers a greater number of rail options to and from PennTech (and our local delivery customers) at a rate that is competitive with long haul truck:

Finally, the acquisition should increase rail partnership alliances which would be a plus for shippers who can save dollars by utilizing rail and the combined service of small logistics management and transportation companies like PennTech who specialize in marrying time sensitive demands of local customers with the economies of rail transportation. The increase in rail freight should promote more long term capital investment in the rail system itself and create opportunities in the independently owned or joint venture facilities that are agile enough to enable the rail system to "customize" the rail service packages that constitute the partnership alliances.

In conclusion, PennTech Transfer Corporation supports the application of Norfolk Southern and CSX and requests that the Board move as expeditiously as possible to assure approval.

Sincerely,

Kathryn K. Clayton

127025

President

I, Kathryn K. Clayton, declare under penalty of perjury that the foregoing is my true and correct opinion. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 3rd day of June, 1997.

Kathryn K. Clayton



The PENROD Company

2809 S. Lynnhaven Rd. • Suite 350 • Virginia Beach, VA 23452 • Ph (757)498-0186 Post Office Box 2100 • Virginia Beach, VA 23450 • FAX(757) 498-1075 email penrod@penrod-na.com • WWW http://www.penrod-na.com

June 6, 1997

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

Dear Mr. Williams,

My name is Karen Jackson and I am the Traffic Manager at The Penrod Company. I have held my position for the past nine years. I am in charge of routing all of our domestic traffic.

The Penrod Company ships to various points in the U.S. and Canada through the ports of Savannah, Ga. and Camden, New Jersey.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We welcome the benefits that single line service will give us in serving our customers needs.

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

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

I, Karen Jackson, declare under penalty of perjury that the foregoing is true and correct Further, I certify that I am qualified and authorized to file this verification. Executed on June 6, 1997

Sincerely.

Karen Jackson
Traffic Manager
The Penrod Co.

540 Weakley Ave. • P. O. Box 70035 • Memphis, TN 38107 PH: 901-526-7651 • FAX: 901-521-4419

May 19, 1997

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

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

Dear Mr. Williams:

My name is Monte R. Panitz, and I am the executive vice-president with PerlCo, L.L.C., Memphis, Tennessee.

PerlCo, L.L.C. is a company with 32 million dollars of annual sales. Transportation is a vital factor to the success of our business. We utilize truck, rail, and barge, divided 75% rail, 20% truck, and 5% barge. My responsibilities as executive vice-president and chief administrative officer include the direct oversight of our transportation requirements that include all outbound shipments of our prepared scrap that serves as raw material for the mills which are receiving it. Primarily we ship to Jackson(Carroll), Tennessee, and to markets in the Birmingham, AL area. Some of our shipments are to locations in the Northeast and Midwest on Conrail.

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

Monte R. Panitz

Executive Vice-President Chief Administrative Officer

PerlCo, L.L.C.

Executive Vice-President Chief Administrative Officer PerlCo. L.L.C.



PHILADELPHIA FOREST PRODUCTS

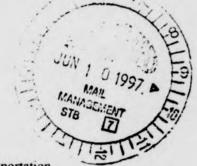
P.O. Box 37

Southampton, PA 18966

(609).665-9422

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 Railway Company - Control and Operating Leases/Agreements - Conrail Inc., STB Finance Docket No. 33388.

VERIFIED STATEMENT OF RICHARD J. SASSO PHILADELPHIA FOREST PRODUCTS

My name is Richard J. Sasso, I am traffic manager of Philadelphia Forest Products. I have held my position for 16 years. My duties include management of shipping, receiving, and warehousing. I am responsible for setting up reload warehouses in various regions of the country.

Philadelphia Forest Products is a wholesaler of building materials, such as lumber and plywood, and we have facilities in Eugene OR, and Pennsauken, NJ. These facilities are currently served by SP and Conrail and we ship and receive in excess of 300 cars per year.

Here is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. The presence of two carriers in our area can only result in better market access and equipment availability as well as improved customer service.

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

Sincerely

Richard J. Sasso Traffic Manager







STEPHEN R. GARTNER VICE PRESIDENT DISTRIBUTION OPERATIONS TELEPHONE: 612/330-4319 FAX: 612/330-5190

May 29, 1997

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

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

This letter is being submitted on behalf of The Pillsbury Company. I have been employed by The Pillsbury Company for 19 years and have held my current position as Vice President, Distribution Operations for 5 years, as such I am responsible for all its distribution operations, warehousing and transportation operations.

The Pillsbury Company has plants, distribution centers or major alliance co-packers currently on Conrail located at Allentown, PA, Martel, OH, Vineland, NJ, Buffalo, NY, Batavia, NY, Geneva, NY, Fogelsville, PA, Syracuse, NY, Columbus, OH.

We have followed the Conrail story over the last several months. The solution which NS and CSXT have presented to the questions of who gets Conrail appears to be fair and equitable. We were concerned that our industry would lose the service of a rail carrier when CSXT was to merge with Conrail exclusively. Since the NS is acquiring a portion of the Conrail system, we will continue to enjoy competitive rail service.

Competitive rail service is important to The Pillsbury Company. There is a need for balanced rail competition in the East. The Pillsbury Company must compete on a world wide basis. Both our domestic and international customers look for cost savings whenever possible. Transportation expenses are a major cost item, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. The ability to access two rail carriers is the best for our needs.

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

I, Stephen R. Gartner declare under penallty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this vertied statement.

Styphur R. Sartuer

Stephen R. Gartner

bcc: Mr. Troy Wilson - NS, Minneapolis, MN

Mr. William McCoy - CSX - Chicago, IL

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BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

NORFOLK SOUTHERN CORPORATION

AND NORFOLK SOUTHERN RAILWAY COMPANY -

AND CSX CORPORATION AND

CSX TRANSPORTATION, INC.,

CONTROL AND OPERATING LEASES/AGREEMENTS -

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

STATEMENT OF

RAYMOND L. SANFORD

DIRECTOR OF TRANSPORTATION

PLUM CREEK MANUFACTURING, INC.

VERIFIED STATEMENT OF:

RAYMOND L. SANFORD

DIRECTOR OF TRANSPORTATION

PLUM CREEK MANUFACTURING, INC.

Re: STB Finance Docket #33388

My name is Raymond L. Sanford. I am employed by Plum Creek Manufacturing, Inc., 500 12th Avenue West, Columbia Falls, Montana 59912 as their Director of Transportation. I am familiar with Plum Creek's facilities and transportation requirements having held my current position for the past eleven years. Prior to my employment with Plum Creek, I was Corporate Traffic Manager for Slaughter Brothers, Inc. of Dallas, Texas for ten years. I have thirty years experience in lumber traffic management. I am authorized to represent and empowered to speak on behalf of Plum Creek Manufacturing, Inc. before federal and state regulatory bodies.

Plum Creek Manufacturing, Inc. is one of the leading producers of timber products. We are the second largest owner of private timberland in the Pacific Northwest and one of the largest in the nation. Our thirteen plants consist of six lumber mills, three plywood mills, one medium density fiberboard plant, one chip plant, and two remanufacturing facilities.

Plum Creek utilizes all modes of transportation in the movement of its lumber related products. Our industry is extremely competitive and transportation plays a very important role in the profitable merchandising of our products.

I believe we must maintain some semblance of competition in the eastern part of the US. Competitive rail service is mandatory for balanced rail competition. We support the Norfolk Southern and CSX acquiring control of Conrail, and then dividing the assets and trackage of Conrail in the manner which has been described to me.

Therefore, I respectfully ask that the Surface Transportation Board approve the joint application of NS and CSX to acquire Conrail.

Respectfully submitted

Raymond L. Sanford

Director of Transportation

Plum Creek Manufacturing, Inc.

Columbia Falls, Montana 59912

VERIFICATION

STATE OF MONTANA)
) SS
COUNTY OF FLATHEAD)

Raymond L. Sanford, being duly sworn, deposes and says that he is Director of Transportation for Plum Creek Manufacturing Co. Inc.; that he has read the foregoing statement and knows the facts asserted therein, and that the same are true as stated.

Raymond L. Sanford

SUBSCRIBED AND SWORN to before me this 30 th Day of May , 1997

NOTARA NOTARA

Expires 7/10/00



July 14, 1997

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

RE: CSX and Norfolk Southern Control-Conrail

STB Finance Docket No. 33388

Dear Secretary Williams:

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.

This transaction would provide our company with increased service areas as well as potentially lower freight costs. It has been difficult to use rail in the past 10 years due to the different companies not working together to service the customers. This might be the step needed to increase the volume for the railroad and decrease the volume of over the road trucks on the highways.

In our business we need quick service to move our construction equipment around the county. We haven't been using rail for shipping the equipment but hope these changes would allow us take advantage of the savings and service.

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

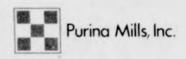
Sincerely.

Jim Seale

VP Sales

Prima International Trading

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June 13, 1997

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

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

Dear Secretary Williams:

My name is M. J. Allgeier. I am the Director of Transportation and Distribution for Purina Mills, Inc., in St. Louis, Missouri. My office address is P.O. Box 66812, St. Louis, MO 63166. In my position, I am responsible for coordinating the transportation strategy of inbound raw materials as well as outbound product. I have been in my current position since 1995 and have worked in Purchasing and Transportation with Purina Mills for 30 years. I am writing to explain our position concerning the CSX and NS application to acquire Conrail.

Purina Mills is the largest manufacturer of animal and poultry feed in the United States. We have 60 plant locations. Currently we have 14 plants served by the CSX, 15 served by the NS and 6 by Conrail. Our inbound shipments are approximately 35% rail and 65% truck. Our outbound is 99% truck.

Generally speaking, we support the acquisition of Conrail by the NS and CSX Railroads. The acquisition should develop a more efficient railroad.

Developing a more efficient railroad, in itself, is not enough if this is going to be a benefit to Purina Mills. Economic efficiencies must be shared with Purina Mills by partnering with us in developing mutual opportunities.

\$10.2 billion is a great deal of money. We know the NS and CSX expect to pay this back by developing new industrial opportunities in the Northeast and by aggressively attacking the share of business the trucking industry currently has. If the results over the next 5-10 years do not meet the CSX and NS expectations, how do they plan on meeting their financial obligations?

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We are in a very competitive business. Our industry has been going through changing times. There has been consolidation in virtually all areas of agriculture. There will continue to be consolidation and downsizing. This is true not only in the United States, but around the world. We can not afford a higher rail rate structure should their plans not develop as positive as they project.

Another concern is overall service, especially during the initial startup phase. The BNSF and UP continue to have too many service problems. We highly recommend the NS and CSX solve potential problems before they develop. Our business demands we provide excellent service to our customers. If our inbound ingredient rail service is poor or inconsistent, it negatively affects the service to our customers. They will not tolerate anything less than excellent service. Again, the business is too competitive. We could very easily loose their business. Likewise, we must have excellent consistent service from the railroad.

The two railroads have talked alot about increasing rail to rail competition in the Northeast. In our situation, we do not see that with their plan. Our four plants in the Northeast will all be on the NS Railroad. I understand there will be no open access by any other railroad. Again, in our situation, we see no increased rail to rail competition. We do believe, however, there is an opportunity to increase the level of competition between the rail and trucking industries. By working together, we can develop opportunitites that can be beneficial to Purina Mills and the CSX and NS Railroads.

In conclusion, although we have concerns, Purina Mills supports the application to acquire Conrail.

I, M. J. Allgeier, declare under penalty 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.

M. J. Allgeier



PYRAMID BROKERAGE COMPANY, INC.

New America Network





Dewitt, NY 13214-0003 TEL: (315) 445-1030 FAX: (315) 445-2074 Buffalo Office:

5786 Widewaters Pkwy. PO Box 3







Rochester Office: 345 Woodcliff Drive Fairport, NY 14450

55 Pineview Drive Buffalo, NY 14228

July 15, 1997

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

RE:

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

Dear Secretary Williams:

The planned merger of Conrail by CSX Corporation and Norfolk Southern Corporation is of vital importance to the prosperity of upstate New York and to its future vitality. As the largest commercial real estate firm in the upstate area, we are intimately familiar with the perception of businesses looking to relocate – businesses that overlook this area thinking the cost of business is prohibitive.

By eliminating the costs and delays associated with interchange between railroads, single-line rail service brings lower shipping costs, faster shipping times and more reliable rail freight transportation. All of which are important selling propositions to our clients who, at times, may utilize Pyramid Brokerage's services to determine if this market fits their business needs. New York State would benefit greatly from improved service to not only key midwestern and western markets, but to southern markets and along the Gulf coast via a single-line for the first time in history.

Better rail service as a result of this merger would provide our market with competitive advantages exploited so successfully by Southeastern states in recent years. Faster and less-expensive rail shipping will greatly enhance the economic development outlook of our region and aid in the growth of the entire state of New York.

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

Sincerely.

Jøhn L. Clark. SIOR
President
PYRAMID BROKERAGE COMPANY, INC.

JLC/kb

J: rail



Quality Services 1121 N. Raymond Battle Creek, MI 49014

Phone: 616/660-8800 Fax : 616/660-8845

Before the Surface Transportation Board

Finance Docket No. 33388

Verified Statement of Quality Services, L.L.C.

My name is Steven R. Gove and I am President of the Quality Services, L.L.C. 1121 North Raymond, Battle Creek, MI 49014. I have worked in the transportation field for over 18 years. Quality Services, L.L.C., as an intermodal marketing company will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Quality Services, L.L.C. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of singleline service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Quality Services, L.L.C. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Steven R. Gove, 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 3rd day of June, 1997.

Stewer R. Sur Steven R. Gove, President

Quality Services, L.L.C.



June 4, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 33388 1925 K Street, N.W. Washington, DC 20006

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

Dear Mr. Williams:

My name is Vernon Harmon and I am the V.P. & General Manager of Quebecor Printing Atlanta. I am responsible for all operations at our location which includes receiving/shipping daily via the rail system.

Quebecor Printing Atlanta produces/sells magazines/catalogs and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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

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

I, Vernon Harmon, declare under penalty 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

Vernon Harmon

V.P. & General Manager

cc: CSX Representative - Mr. Al Williams



May 29, 1997

HARVEY W. FREEMAN, JR. Vice President Distribution & Logistics

P.O. Box 1116 401 North Main Street Winston-Salem, NC 27102 910-741-3079 FAX 910-741-5334

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

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

Dear Mr. Williams:

My name is Harvey W. Freeman, Jr. I am Vice President - Distribution & Logistics with R. J. Reynolds Tobacco Company, headquartered in Winston-Salem, N.C. R. J. Reynolds Tobacco Company is a cigarette manufacturer with domestic sales of \$4.551 billion in 1996. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 12% rail and 88% other modes.

My responsibilities as Vice President - Distribution & Logistics include the direct oversight of our transportation requirements, which comprise both inbound raw materials and outbound finished products to and from our plants.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their acquisition of Conrail.

We support the Norfolk Southern/CSX plan. We think that it will enable us to more efficiently utilize rail systems which have not been easily accessible to our business needs in the past. We believe that Norfolk Southern is a well-managed, efficient, customer-oriented railroad and would very much like to see those attributes reflected in Conrail's service.

Mr. Williams Page 2 May 29, 1997

Further, as a matter of principle, we support and endorse the Norfolk Southern and CSX plan to introduce rail competition into areas in which Conrail has enjoyed a virtual monopoly since its formation in the 1970s.

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

I, Harvey W. Freeman, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 29th day of May, 1997.

Sincerely,

Harvey W. Freeman, Jr.

Vice President - Distribution & Logistics



VERIFIED STATEMENT OF
Jeffrey Brashares, Denis Bruncak, and William Lee
on behalf of
RAIL VAN, INC.
STB Finance Docket No. 33388

We are writing to offer our 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:

We are Jeffrey Brashares, President; Denis Bruncak, Chief Executive Officer; and Bill Lee, Chairman; Owners of Rail Van, Incorporated. Rail Van, Inc. is located at 400 West Wilson Bridge Road, Worthington, Ohio, 43085. Together, we have over 70 years experience in transportation, 13 each as owners of Rail Van.

Rail Van, Inc. is a third party logistics company.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Rail Van, Inc. moves approximately 200,000 loads annually by rail. The joint acquisition of Conrail will be in Rail Van'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 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.
- 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 Rail Van because the enhanced CSX system will allow us more flexibility to expand the market reach of the intermodal product.
- 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.

We, Jeffrey Brashares, Denis Bruncak, and William Lee, declare under penalty of perjury that the foregoing is true and correct and that we are qualified and authorized to file this verified statement. Executed this 30th day of May, 1997.

Jeffrey Brashares

Président Rail Van, Inc. Denis Bruncak
Chief Executive Officer

Rail Van, Inc.

William Lee

Chairman Rail Van, Inc.



Railroad Distribution Services

Friday, June 13, 1997

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

Good Day Sir,

My name is Craig Della Penna and I am the Terminal Manager of Railroad Distribution Services, (RDS). I have held my present position for six years. My duties include scheduling inbound rail movements from all regions of the country.

RDS is an intermodal facility that specializes in the receiving of boxcar traffic. We have facilities located in Holyoke and Westfield, Massachusetts. These facilities are presently served by the Pioneer Valley Railroad. We receive from customers located on the lines of BN-SF, UP, CSXT, and NS. During 1996 we received 700 carloads from these origins. Many of the cars we receive are considered to be specialized equipment with damage-free bulkheads to protect the high-dollar-value cargoes.

We support approval of the transaction which will allow CST and Norfolk Southern to acquire Conrail and subsequently divide its assets. We would welcome the benefit of increased market access through the new marketing alliance of NS-CP-GTI into New England. This will provide a long awaited true second choice for receivers of rail-inbound product into our region.

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

I, Craig P. Della Penna, declare under penalty 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 13, 1997.

Sincerely

Craig P. Della Penna Terminal Manager



RAILWAY & INDUSTRIAL SERVICES, INC.

2201 NORTH CENTER STREET. JOLIET. ILLINOIS 60435

TELEPHONE (815) 726-4224 CHICAGO (312) 242-1526

VERIFIED STATEMENT OF RAILWAY & INDUSTRIAL SERVICES, INC.

My name is Daniel T. Schwarz, and I am the Executive Vice President and General Manager of Railway & Industrial Services, Inc. I have been employed by this company for twenty-one (21) years. My duties include directing a railroad car repair facility.

Railway δ Industrial Services, Inc. repairs railcars owned by railroads and private leasing companies. Our one hundred forty (140) employees located at Joliet, Illinois, maintain and return to service approximately one thousand two hundred (1200) railcars each year. These railcars are used in the movement of intermodal trailers/containers, automobiles, grain, coal, steel products, heavy equipment and stone. The Elgin, Joliet and Eastern, our serving railroad, has interchanges with all railroads entering Chicago. Most railcars entering and leaving our facility are shipped via Conrail, CSX and Norfolk Southern.

We have been a supplier to Conrail, CSX and Norfolk Southern for more than twenty years. CSX and Norfolk Southern currently have cars of their ownership in our shop.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both railroads and their customers, we would welcome the benefit of increased eastern rail market competition which will stimulate the demand for more railcars and thus railcar products.

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Because transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets.

improve equipment utilization through better, more direct and faster service, which will reduce truck traffic on major interstate lanes, and extend CSX and NS's quality service to new markets.

It is our understanding that approval will provide almost equal market share for CSX and NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routed and terminal areas.

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

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

Daniel T. Schwarz, Exec. V.P. & Gen. Mgr.

cc: William A. Wiles
Director Equipment Marketing
Norfolk Southern Corporation
110 Franklin Road, S.E.
Roanoke, Virginia 24042

John Q. Anderson
Executive V.P. - SIS. & Mktg.
CSX Transportation Inc.
500 Water Street
Jacksonville, Florida 32202



65 INDUSTRIAL PARK ROAD OAKLAND, TENNESSEE 38060 • PHONE 901-465-3607

April 30, 1997

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

Dear Sir:

I am writing in reference to CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases and Agreements - Conrail Inc. and Consolidated Rail Corporation, STB Finance Docket No 33388. My name is Rick Garner, and I am President of RAPAC, Inc. I have held my present position for 5 years. My duties include all facets of management of RAPAC Inc. In part, this includes relations with railroads.

RAPAC, Inc. is a manufacturer of polystyrene loosefill packaging materials. We have a production facility located in Oakland, TN which is served by Norfolk Southern. During 1996, we received approximately 100 rail cars of raw materials.

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

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

Sincerely,

VERIFIED STATEMENT

OF

DUANE KUZAK on behalf of RAVEN LOGISTICS, INC.

Statement Submitted to the Transportation Surface Board:

I wish to extend our Company's support to the proposed joint acquisition of Conrail by CSXT and Norfolk Southern which is before the Surface Transportation Board and is referenced as STB Finance Docket No. 33388.

To give you a brief description of my background, I previously worked for CN North America for 17 years. The last position I held at CN was as the Director Marketing- Lumber & Wood Products. In that position I was responsible for all the Marketing and Pricing activities in the Lumber Products area for the CN in the U.S.. I hold a BS and MBA degree from the University of Detroit and have 20 years of experience in the transportation field.

In February, 1994, I formed a Company called Raven Logistics, Inc.. Raven Logistics is an International Freight Management Company specializing in strategic distribution planning for the Forest Product Industry. Raven Logistics provides expertise to those Companies who select third parties to represent their Companies in transportation matters. At this time, Raven manages the transportation affairs for fourteen different clients. They are;

Client
Quality Wood Treating- Prairie du Chien, WI

The Hager Group- Grand Rapids, MI

Primary Focus
Operates six different lumber
treating facilities and one specialty
lumber manufacturing operation.
Operates two lumber treating
facilities, two wood fencing
operations, four truss manufacturing
operations and six lumber
distribution centers.

Banks	Lumber	Co-	Elkhart.	IN
Dailes	Luiting	CO-	LINIGHT.	

Southeast Wood Treating- Montgomery, AL

Proboard- Atikokan, ON

Continental Wood Preservers- Detroit, MI

Bloch Lumber Co- Chicago, IL

John A. Biewer Lumber Co- St Clair, MI

Claude Howard Lumber Co- Statesboro, GA

Pine Forest Lumber Co- Lake City, MI

Isobord- Elie, MB

North Florida Lumber Co- Bristol, FL

Mauk Midwest- Edwardsburg, MI

Apalachee Pole Co- Bristol, FL

Operates five lumber remanufacturing operations, two steel fabrication centers, three truss manufacturing facilities and four lumber distribution centers.

Operates five lumber treating facilities and one specialty lumber manufacturing operation.

Operates one particleboard/MDF manufacturing facility.

Operates one lumber treating facility.

Lumber wholesaling and utilizes seven lumber distribution facilities. Operates seven treating facilities and two lumber sawmills. Operates one lumber sawmill.

Operates one lumber sawmill.

Operates one particleboard mill. (Mill to open April, 1998) Operates one lumber sawmill.

Operates one lumber treating facility.

Operates one pole manufacturing and treating facility.

Combined these Company's ship well over 12,000 rail cars annually. These accounts currently have 65 different rail receiving or shipping facilities located primarily in the Southern and Midwestern States. Our clients two primary flows are northbound shipments of Southern Yellow Pine Lumber from Southern and Southwestern States. And eastbound flows of Plywood, Ponderosa Pine Lumber, Spruce Lumber and Hem Fir Lumber shipments from Western, U.S. and Canada. The potential impact of this merger is significant since 30 of the 65 facilities are located on either Conrail, NS or CSXT.

Since our client base is primarily Lumber and Wood Products shippers a merged CR/NS/CSXT will provide more efficient service levels and in many instances will provide a single line route

from the Southern, U.S. wood producing regions to the final customer. Due to the price volatility in the lumber and plywood markets, timely and consistent service is imperative.

Our clients will directly benefit by this proposed merger through the ability to reach geographical areas which in the past have not been market nor truck competitive. If the merger is approved it is a distinct possibility that our clients will have the ability to reach different markets and ports, which will be of extreme value. As you can tell, Raven Logistics is excited about the prospects of a merged CR/NS/CSXT operation and the potential benefits of these two new Rail Systems.

Obviously with any merger of this size Raven Logistics is concerned that the important details of this merger be finalized prior to implementation. It is important that "reasonable" reciprocal switching agreements be agreed to and defined prior to the merger. Plus, all trackage right agreements, such as the proposed trackage rights into Indianapolis, should "genuinely" provide shared access to present and future industry.

Please accept this letter as our support for the merger as referenced in STB Finance Docket No. 33388.

Sincerely,

Duane Kuzak

President

Verification

I, Duane Kuzak, declare under penalty 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 - 10 - 97.

Duane Ktizak

Subscribed and sworn to me this ______ day of ______, 1997.

Notary Public day of June 19 97.

Notary Public in and for the county of Oatlawol Milchigan this 16 day of June 19 97.

Notary Public

My Commission Expires 7/7/2001

198

MARK VII.

350 Phelps Court Suite 320 Irving, TX 75038 Phone (214) 717-2777 Fax (214) 717-7779

VERIFIED STATEMENT OF JOHN H. REDDEN
THE REDDEN GROUP A MARK VII FRANCHISE
350 PHELPS COURT SUITE 320
IRVING, TEXAS 75038

MY NAME IS JOHN H. REDDEN AND I AM PRESIDENT AND C.E.O. OF THE REDDEN GROUP, A MARK VII TRANSPORTATION COMPANY, INC. FRANCHISE, LOCATED AT 350 PHELPS COURT, SUITE 320, IRV-ING, TEXAS 75038. I HAVE HELD MY PRESENT POSITION FOR 2 YEARS AND 10 MONTHS WITH THE REDDEN GROUP AND HAVE BEEN ASSOCIATED WITH MARK VII FOR 6 YEARS AND 5 MONTHS. MY DUTIES INCLUDE THE PURCHASING OF TRANSPORTATION SERVICES AT MY SOLE DISCRETION FOR THE MOVEMENT OF MY CUSTOMER'S FREIGHT. THE MODE CAN BE TRUCK, RAIL LTL, AIR FREIGHT, INTERNATIONAL, AND LOCAL AND HOTSHOT DELIVERY SERVICE.

THE REDDEN GROUP MANAGES THE LOGISTICS FOR OCCIDENTAL CHEMICAL CORPORATION WHICH HAS 36 SHIPPING LOCATIONS THROUGHOUT THE UNITED STATES AND CANADA. FIVE OF THE KEY LOCATIONS ARE POTTSTOWN, PA., LINFIELD, PA., BURLINGTON, N.J., BEVERLY, N.J., AND DELAWARE CITY, DEL. WE ALSO MANAGE FREIGHT OUT OF TRENTON, N.J. TO A SIGNIFICANT AMOUNT OF L.D. BRINKMAN LOCATIONS ON THE WEST COAST AND THE SOUTHWEST. DURING THE CALENDAR YEAR OF 1996, WE SHIPPED OVER 2,500 LOADS FROM THE NORTHEAST CORRIDOR INVOLVING THE ACCOUNTS THAT ARE NAMED ABOVE.

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 AND ENHANCED NS INTERMODAL SERVICE WILL HELP TO MEET MY TRANSPORTATION NEEDS THROUGHOUT THE TERRITORY NOW SERVED BY CONRAIL. OPENING THE CONRAIL MARKET
TO SERVICES BY TWO RAIL CARRIERS OF COMPARABLE SIZE AND SCOPE, EACH WITH ITS OWN TRACKS AND
TERMINALS, WILL OFFER MY COMPANY THE ADVANTAGES OF COMPETITIVE SERVICE AND PRICING WITHOUT
FRAGMENTING THE MARKET AND SEEING SERVICE SUFFER. IT SEEMS LIKE FOREVER THAT CUSTOMERS WHO
SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL
CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A GIVEN MARKET, THE
SERVICE IS UNACCEPTABLE AND THE PRICE IS NON-COMPETITIVE. MY CUSTOMERS EXPECT ME TO FIND
THEM THE BEST LEVEL OF SERVICE AND REWARD THEM WITH THE BEST PRICING I CAN FIND.

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 11S INTERMODAL FACILITIES AND SERVICE ARE WELL KNOWN IN THE INDUSTRY AND A KEY INGREDIENT TO MY SUCCESS.

MARK VII.

350 Phelps Court Suite 320 Irving, TX 75038 Phone (214) 717-2777 Fax (214) 717-7779

THEIR STRONG COMMITMENT TO GROWTH AND SERVICE IS CERTAINLY NECESSARY FOR MY COMPANY AND MY CUSTOMER BASE TO BE HAPPY AND SUCCESSFUL. WE HAVE ALSO BEEN VERY SATISFIED WITH NS'S PERFORMANCE REGARDING SAFETY, AS EVIDENCED BY THEIR RECEIVING THE HARRIMAN AWARD.

TO SUMMARIZE, I BELIEVE THAT APPROVAL OF THE APPLICATION OF CSX AND NS TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE SURFACE TRANSPORTATION BOARD.

I, JOHN H. REDDEN, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND DULY AUTHORIZED TO MAKE AND RELEASE THIS VERIFIED STATEMENT. EXECUTED ON THIS 2ND DAY OF JUNE, 1997.

SUNCERELY HE HELDEN

JOHN H. REDDEN PRESIDENT AND C.E.O.

THE REDDEN GROUP

A MARK VII TRANSPORTATION FRANCHISE



REESE MACHINE COMPANY, INC.

2501 STATE ROAD, P.O. BOX 1396 . ASHTABULA, OHIO 44004 . (216) 992-3942 . FAX (216) 992-5259

June 6, 1997

VERIFIED STATEMENT

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

Re: STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing in reference to STB Finance Docket No. 33388. We are confident the acquisition of Conrail by CSX and Norfolk Southern would be of benefit to our company and also to the public.

Our company, Reese Machine Company Inc, has been in business for the past 23 years dealing with the railroad industry through out the United States, specifically with the maintenance of way departments of the railroads.

CSX and Conrail have been a large part of the main customer base for many years. As a minority business both of these companies have treated us fairly and we appreciate continued business. Through out the years we have seen many changes in the railroad industry, and have great respect for Conrail, CSX and Norfolk Southern because they are constantly striving to improve the technology of their business.

We extend to you our appreciation of your cooperation in the approval of this acquisition. Thank you for your time.

I, Marilyn Reese, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 6 day of June , 1997.

Sincerely,

Marilyn Reese

Marinen Keese

Reichhold Chemicals, Inc.

Corporate Headquarters P.O. Box 13582 Research Triangle Park. NC 27709-3582

REICHHOLD

VERIFIED STATEMENT OF THOMAS D. GRUWELL

My name is Thomas D. Gruwell and I am Manager, Corporate Logistics for Reichhold Chemicals, Inc. I have held my present position for 7 years. My duties include managing our 400 plus tank car fleet and all rail rate contract negotiation.

Reichhold Chemicals, Inc. is a manufacturer of chemicals for the paint, paper, adhesives and resin industries. We have facilities located at Cheswold, DE and Newark, NJ. These facilities are presently served by Conrail. We sell to customers and purchase from vendors located at Houston, TX; Kensington, GA; Newton Falls, NY; Chemway, NC; Dothan, AL and many more. These facilities are located on the lines of NP-CSXT-NS. During 1996, we shipped more than 910 tank cars between both Cheswold and Newark from/to the above-mentioned destinations.

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



Tel: (919) 990-7500 Fax: (919) 990-7711



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

I, Thomas D. Gruwell, declare under penalty 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,

Thomas D. Gruwell

Manager, Corporate Logistics Reichhold Chemicals, Inc.



SUSAN HALL

June 4, 1997

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



Vérified Statement of Republic Gypsum Company

Dear Sir:

My name is Susan Hall, and I am Vice President of Sales for Republic Gypsum Company. I have held my present position for five years. My duties include wallboard sales and marketing

Republic Gypsum Company is a wallboard manufacturing facility. Our facility is located in Duke, Oklahoma. This facility is presently served by Hollis & Eastern Railroad and BNSF at Altus, Oklahoma. We sell to suppliers located in the central and eastern regions of the United States. We ship an average of 133 rail cars per month and expect that number to double in approximately one year due to a major plant expansion currently in progress.

We support approval of the transaction by which CSX 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 CSX and NS to control Conrail. A distinct need exits 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. From what I understand of railroad operations, I believe that in the 1990's, two carriers of



SUSAN HALL Vice President - Sales

The Honorable Vernon A. Williams Office of the Secretary Surface Transportation Board June 4, 1997 Page 2

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 have been unable to compete adequately.

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

I, Susan Hall, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on June 4, 1997.

Sincerely.

Susan Hall, Vice President Sales

Republic Gypsum Company

SH/jr

Verified Statement of William H. Bartlett on Behalf of Reynolds Metals Company

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

My name is William H. Bartlett and my job title is pricing manager in the Transportation Department at Reynolds Metals Company. I have over 36 years experience in the transportation industry, including employment by railroad and trucking companies. I began my career with Reynolds more than 28 years ago. I have a bachelors degree from the University of Richmond, with a major in transportation. I am generally familiar with the transportation needs of Reynolds Metals Company, and am familiar with the proposed acquisition and division of Conrail by CSX and NS.

Reynolds Metals Company is a leading global aluminum and packaging company and is headquartered in Richmond, Va.. Reynolds is a fully integrated manufacturer, distributor and marketer of primary and value-added fabricated aluminum products. Reynolds also produces a broad range of plastic products, primarily for our packaging and consumer products businesses.

Reynolds' six global business units produce products that serve key markets including aluminum beverage cans, flexible and foodservice packaging, consumer home food management, transportation, and construction.

Reynolds maintains a metal supply system with operations in bauxite mining, alumina refining, and primary and reclaimed aluminum production. These resources support our fabricating operations and serve a wide range of customers.

Reynolds Metals Company has facilities in the U.S. and foreign countries including Canada and Mexico.

Revenues in 1996 were \$7.016 billion.

Reynolds Metals Company supports the application for the acquisition and division of Conrail by CSX and NS.

Reynolds has plants located throughout the U.S., including facilities located within the areas served by Conrail, CSX and NS. An aluminum reduction plant located at Rooseveltown, N.Y. and a can manufacturing plant located at Middletown, N.Y. are Conrail-served. Plants in Bristol, Grottoes, and Richmond, Va., Louisville, Ky., Reidsville and Salisbury, N.C. are served by NS. Plants in Tampa, Fl. and Bellwood, Va. are served by CSX.

Reynolds ships to customers located on Conrail, CSX and NS; some of these moves will become single line routes if the proposed acquisition and division is approved.

Single line service, in almost all of my experience, is more economical, and produces more consistent and faster transit times.

Equipment supply, consistent plant switching and response to our requests and needs have been a problem at the Conrail-served plant at Rooseveltown, N.Y. As an example, we have a movement of aluminum billet that would require bulkhead flat cars for delivery to Bellwood, Va. These shipments move via truck because Conrail has not responded to requests for the needed flat cars. Our success with both CSX and NS for equipment needs has been very good.

Approval of the proposed application for the acquisition and division of Conrail by CSX and NS should provide inproved service, including car supply, scheduled train service, customer service information on car tracking and service reports. Consistency of transit should improve due to fewer interchanges and chances for missed connections.

Opportunities for a more competitive marketplace in the Northeast will be possible with CSX and NS intermodal improvements over their expanded single line trackage.

Competitive access to points now only served by Conrail will afford increased business potential. This is especially true at Northeastern ports.

Improved service on interchanges via Chicago switch carriers is much needed and is scheduled by CSX and NS.

For all of the reasons described above, Reynolds Metals Company supports the application of CSX and NS to acquire Conrail.

VERIFICATION

STATE OF VIRGINIA COUNTY OF HENRICO)

William H. Bartlett, being duly sworn, deposes and says that he has read the forgoing document, knows the facts asserted therin, and that the same are true as stated.

William H. Bartlett

mile state

Subscribed and sworn to before me this 21st day of May, 1997

Colin R. Williams

Notary Public

My Commission Expires:

June 30, 1898



908-576-1600 800-937-3713 FAX: 908-530-8191

June 2, 1996

My name is Robert F. Molzon, and I am Executive Vice President of Richmond Transportation International. I have held my position for 11 years.

Richmond Transportation International is a Intermodal Marketing Company. We have facilities located at Chicago, IL, Red Bank, NJ, Baltimore, MD. These facilities are presently served by NS. We handle intermodal transportation throughout North America. These facilities are located on the lines of all rail roads. During 1996, we shipped and received 38,000 containers to and from these destinations and origins throughout North America especially Northern.

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 expect to see competition in NY, Philadelphia, Baltimore and New England. 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.

The Norfolk Southern is customer oriented and support our International customer base.

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

I, Robert F. Molzon, declare under penalty 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.

Robert F. Molgon

Robert F. Molzon

Executive Vice President

A 180913 6/8 STB



May 21, 1997

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

Rieter Automotive North America, Inc. 38555 Hills Tech Drive Farmington Hills, Michigan 48331 Phone: 248-848-0100 Fax: 248-848-0130

Re: Support for NS Acquisition of Conrail

Dear Mr. Williams:

My name is Mathew D. Ostroski. I am Vice President of Purchasing and Transportation with Rieter Automotive North America, Inc., with its headquarters in Farmington Hills, MI 48331. My office is at 38555 Hills Tech Drive.

Rieter Automotive North America, Inc. is a manufacturer of automotive parts with sales of \$200,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 5% rail and 95% truck. My responsibilities as VP, Purchasing & Transportation include the direct oversight of our transportation requirements which include both inbound raw materials and some outbound finished products to and from our plants, receipt and shipment of inbound and outbound materials to and form our plants. Primarily, our inbound shipments are to Oregon, Ohio and Lowell, Indiana.

We understand Norfolk Southern and CSXT are asking the Surface Transportation Board to approve its acquisition of Conrail. I support their joint application and subsequent division of Conrail. We also ask for an expedited review of their application.

Sincerely,

Mathew D. Ostroski

Vice President of Purchasing & Transportation

MDO/tlg



RITEWAY TRANSPORT

June 4, 1997

VERIFIED STATEMENT OF RITEWAY TRANSPORT CO. INC. FINANCE DOCKET NO. 33388

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 Charles M. Lockerman, Jr., and I am the Terminal Manager of Riteway Transport Co., Inc.'s Baltimore-Intermodal Terminal, located at 2940 Waterview Avenue, Baltimore, MD, 21230. I have held my present position with Riteway since August, 1996, when a merger between R & E Hauling Co., Inc. and Riteway Express, Inc. occurred. My duties include responsibility of managing the terminal operations for intermodal transportation.

Riteway Transport Co., Inc. is a motor carrier. We work with NS out of Alexandria, VA. In addition, we work with CSX and Conrail at Baltimore.

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

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



Mr. Vernon A. Williams, Secretary June 4, 1997 Page 2

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, Charles M. Lockerman, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 4, 1997.

Very truly yours,

RITEWAY TRANSPORT CO. INC.

Charles in Socherman, fr.

Charles M. Lockerman, Jr.

Terminal Manager Intermodal-Baltimore

CML,Jr.:tmt



May 29, 1997

The Honorable Vernon A. Williams Office of the Secretary Surface Transportation Board ATTN: STB Finance Docket #33388 1925 K Street, N.W. Washington, 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. 333888.

Dear Honorable Williams:

My name is Donald R. Tieken, and I am Vice President of Purchasing & Logistics of Riverwood International Corporation. I have held my present position for 5 years. My duties include global purchasing, transportation, distribution and real estate. Being responsible for transportation, I am interested in the most effective mode of transporting our products, which is rail, for the majority of our movements. Our service needs to be economical and timely.

Riverwood International is a global paperboard, packaging and machinery company. Our core business - the Coated Board System - serves the beverage, food and consumer products market segments. One of our two major coated board producing mills is located at Macon, Georgia and served by Norfolk Southern. The other is located at West Monroe, LA and is served by Kansas City Southern Railway. Both facilities have or will have great market potential in the northeastern United States.

Although we are currently unable to fully analyze Norfolk Southern's and CSX's specific plan to jointly acquire Conrail, we nevertheless support the principles of balanced competition upon which it was developed. Specifically, if Conrail does dissolve, we believe effective competition in the Northeast will require the following:

- 1. Comparable and competitive rail systems operating to and from the northeast.
- Large markets, such as New York (North Jersey) area, need at least two major railroads.
- 3. Ownership of routes and facilities to enable capital investment.

Page 2 May 29, 1997 Honorable Vernon A. Williams

For too long, customers which ship or receive product into and out of the Northeast have the service of only one rail carrier. And as is often the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. We have been impacted by this in the past from the Northeast market.

While there may have once been good reasons for letting Conrail operate an insulated rail network in the Northeast, that time is gone, and it is time for customers interested in this market to have service by more than one rail carrier which own their facilities and are comparable in size and scope.

Sincerely,

Donald R. Tieken

Vice President, Purchasing & Logistics Riverwood International Corporation

VERIFICATION

I, John Correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29, 1997.

Donald R. Tieken

DRT/kh



1040 South High Street P. O. Box 1109 Harrisonburg, VA 22801

May 29, 1997

540-434-5333 Fax: 540-434-7090

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

Rocking R Hardware Ram Plumbing Supply Corner Hardware Real Estate

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

RMC Inc.

My name is Steve Bird, and I am Vice President of RMC, Inc. I have held my present position for eight years. My duties include managing and purchasing bulk feed ingredients for all truck and rail transportation for RMC.

RMC is a livestock feed manufacturing facility. We have facilities located on NS at Harrisonburg and Dayton, Va.

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

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

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

Sincerely.

Steve Burl RMC. Inc.

Vice President

JOHN W. PRUDEN VICE PRESIDENT



PHONE 793-4571 FAX 793-5165 HIGHWAY 64 WEST POST OFFICE BOX 236

ROANOKE FARMERS EXCHANGE, INC.

Seeds - Feeds - Fertilizers - Farm Supplies Modern Grain Elevator Buyers of Corn & Soybeans PLYMOUTH, NORTH CAROLINA 27962

May 12, 1997

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

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

Dear Mr. Williams:

My name is Tom Pruden and I am the President of Roanoke Farmers Exchange, Inc. in Plymouth, North Carolina. I oversee the transportation requirements for our company, and this is a very critical part of our operation. We ship grain to some areas in the Northeast and receive fertilizer materials from the Northeast, Midwest and Canada.

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

W Thomas Pruden

Fresident



RSW ROCHESTER STORAGE WAREHOUSES, INC.

> P.O. BOX 24758 ROCHESTER, NEW YORK 14624 (716) 247-2770

FAX: (716) 247-2418

July 14, 1997

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

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

Dear Secretary Williams:

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 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 will greatly enhance the global competitiveness of this large sector of our economy.

Faster, less costly and more reliable rail service will 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.

Ronnie J. Brown

Ronnie G. Brown Warehouse Manager Verified Statement of James J. Rivers

{Rogers Group, Inc.}

My name is James J. Rivers, and I am Vice President of Rogers Group, Inc. I have held my present position for six years. My duties include total P & L responsibility for three rail to truck terminals, a sand and gravel plant and the largest crushed stone plan in Ohio, 5 million tons annual production.

Rogers Group, Inc. is a construction aggregates producer. We have facilities located at Sandusky, Norwalk, Macedonia, Massillon and Fairlawn. These facilities are presently served by NS and WLE. We sell to customers / suppliers located at Akron, Canton and Cleveland. These facilities are located on the lines of NS / WLE. During 1996, we shipped 7,440 carloads / containers / trailers to these destinations / origins. We use bottom dump open top hopper cars and use a tux hoe and car shaker to clean empty cars.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increase 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. This single line service will make us competitive on 400,000 tons to Macedonia, Ohio and 400,000 tons to Warren / Youngstown, Ohio annually.

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 an CR lines which they acquire.

We currently ship approximately 200,000 tons annually to Avery, Ohio and NS does an excellent job.

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

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

Sincerely,

James J. Rivers

H:\MERGER\SHPRSTMT.WPD April 21, 1997

ROHIM HIRRS

June 4, 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:

Rohm & Haas is a specialty chemical company which has its base in acrylic acid manufacturing. We market most of our products to industrial manufacturers who use material produced by Rohm and Haas to manufacture building supplies and paints, water purification processes, and household products such as laundry detergents, creams, lotions, and shampoo. Our technology enables computers to process information more quickly, farmers to increase their food production, and and one was consumers to take advantage of all the benefits plastic has to offer. Plexiglas is one of our more recognizable trademarks.

We have manufacturing facilities located at Bristol, PA, Kensington, CT, and Kankakee, IL, which will be greatly affected by the proposed Conrail merger. These facilities are presently served by Conrail, and the railroads are essential to our distribution network, as we own or lease a fleet of more than 1300 rail tank 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 in the joint application of CSX and NS to control Conrail. We can provide this support provided that both Norfolk Southern and CSX have the right to operate their own trains to serve our Bristol, PA manufacturing facility.

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

In addition, we are looking forward to experiencing not only the change from being served by one rai! 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've 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.

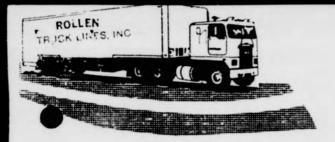
I. Randall Carter, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 4th day of June, 1997.

Sincerely.

Randall Carter

NAR Logistics Manager

KW Canh



ROLLEN TRUCK LINES, Inc.

P.O. BOX 695 East St. Louis, Illinois 62201 (618) 271-5114

June 10, 1997

. VERIFIED STATE OF ROLLEN TRUCK LINES, 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 Jeanette Yates, and I am President of Rollen Truck Lines. Inc., POB 695, East St. Louis, IL 62201. I have held my present position for 13 years. My duties include strategic planning to ensure proper growth for the company and negotiating contract proposals with various railyards in East St. Louis, IL/St. Louis, MO.

Rollen is a minority owned motor carrier operating in the commercial zones of the bistate area. We work with the NS at the following location: St. Louis, MO. In addition, we work with Conrail at Roselake, East St. Louis and Union Pacific at Dupo, IL performing crosstown drayage to the railyards in a safe manner to make a cutoff time for the containers destination.

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 insulation 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 railcarriers which will compete in the Northeast should not be just any carriers. They must be carriers which are the 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, Jeanette Yates, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified state. Executed on June 10, 1997.

Sincerely,

ROLLEN TRUCK LINES, INC.

Jeanette Yates, President

JWY/rh



May 29, 1997

VERIFIED STATEMENT

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

Re: STB Finance Docket No. 33388

Dear Secretary Williams,

My name is Joseph Gearin and I am employed by Romar Transportation Systems, Inc. in Chicago, II. I have an office at 3500 South Kedzie Avenue in Chicago, II., and another at 90 - 100 Western Avenue, Allston, Ma. 02134.

In my position, I am responsible for pricing, operations and logistics planning for rail and truck transportation services. We utilize all the nations rails with intermodal and rail car transportation services. Romar purchases in excess of \$ 5,000,000.00 in rail services annually from rail carriers, and has established programs with all three carriers involved in the proposed acquisition of Conrail by CSX and Norfolk Southern.

I firmly believe that the proposed transaction will result in the creation of two strong carriers, and will assist each carrier in its ongoing effort to provide better customer support for intermodal shippers. The proposed transaction will also provide the necessary services to promote much needed economic growth in the Northeast.

In particular, we believe that the Romar facility in Allston, Ma., currently located on Conrail's main line, will benefit from the increased reach of the expanded CSX system. We also see significant opportunities for growth in the corridor from the Northeast to the South, and from the Northeast to the Midwest. Improvements in rail distribution programs, increased numbers of single line routes, and increased volume in rail movements should reduce the high volume of truck traffic along these highly congested corridors, taking trucks off the highways.

Improvements in direct rail service has already prompted an increase in rail transportation from Romar. The result has been improvements in service and more competitive rates to the West Coast. This increase in rail movement, through Romar, has been in the areas served by the BN/ATSF system. The more efficient control of equipment, concentrated marketing strategies, and improved services has generated the interest in the creation of two strong rail carriers in the



Vernon A. Williams May 29, 1997

Page 2

East, CSX and Norfolk Southern, to match the BN/ATSF and UP/SP in the West.

We, at Romar Transportation, in marketing meetings with many of our customers, are anxiously awaiting the Board's prompt movement for acceptance of the transaction, as we all believe that it will best serve to increase the use of rail services.

In conclusion, Romar Transportation Systems, Inc., a total transportation provider, strongly supports the joint application of CSX, Norfolk Southern and Conrail, and request the Board's expeditious approval. We feel that this is in the best interest of our country and will provide the opportunity for reduced congestion in our cities, a stronger economy, and increased employment opportunities.

I, Joseph Gearin, declare under penalty of perjury, that the forgoing is correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 29th day of May, 1997.

Sincerely,

Joseph C. Gearin

Vice President, Rail and Logistics Planning

Romar Transportation Systems, Inc.



ROPER BROTHERS LUMBER Co., INC.

June 5, 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 EDDIE COX

Dear Mr. Williams:

My name is Eddie Cox and I am Purchasing Director with Roper Brothers Lumber Company, Inc., in Petersburg, VA. We have been in the retail lumber and building products business since 1909 with locations in Petersburg and Fredericksburg, VA.

Since our facility at Petersburg is located on Norfolk Southern, we welcome the benefit of increased market access for single-line rail transportation. We have received lumber and plywood shipments by Norfolk Southern for years and have been satisfied with their service. We are confident they would be able to provide good service on any Conrail line which they acquire.

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

I, Eddie Cox, declare the foregoing is true and correct and that I am qualified and authorized to file this statement. Executed on June 5, 1997.

Sincerely,

Eddie Cox



ROYAL FLUSH.

Office Trailer Rental
Complete Liquid Waste Removal
Portable Sanitation Facilities

May 28, 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:

I am writing in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation.

The division of Conrail among Norfolk Southern and CSX Transportation will create two healthy, competitive rail systems throughout the eastern United States. This is good news for shippers, customers and for our economy in general.

The consolidation of rail lines is a natura!, healthy trend which is a necessary response to the forces of global competition. Five giant rail systems have developed from the approximately 40 Class I railroads which were in business in 1980 when the industry was deregulated.

Not all of these mergers have been equal in terms of benefit and harm. The proposed division of Conrail's operations, however, is one of the best mergers ever to be proposed. It will restore rail competition to parts of the nation which have not had such competition for more than two decades.

Pennsylvania is a state which has depended on quality rail service throughout its history. The acquisition of Conrail by Norfolk Southern and CSX Transportation will establish a rail system capable of handling our state's rail transportation needs well into the twenty-first century.

Sincerely yours,

Brian M. Swank Vice President



May 28, 1997

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

Dear Sir:

My name is Ivo Giovannini, I am the Executive Vice-President for SAIMA AVANDERO USA, Inc. My business address is 1160 McLester St., Unit 7-, Elizabeth, NJ 07201. As Executive Vice-President, 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 get 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 who ship or receive products 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 increase market penetration to areas in which we been unable to compete adequately.

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

Very truly yours,

Tvo Giovannini

Executive Vice-President



VERIFIED STATEMENT OF PAULETTE LAUBER on behalf of SAUDER WOODWORKING CO.

I hold the position of Rail Manager at Sauder Woodworking Co., 502 Middle Street, Archbold, OH 43502. In this position, which I have held for the past seven years, I am responsible for securing rail rates and maintaining quotes and contracts with the railroads for shipments to our warehouses and customers and also the collect shipments from our board suppliers.

Sauder Woodworking is the largest manufacturer of ready-to-assemble furniture in the country, with annual sales of approximately \$450 million. In 1996, approximately 226,000,000# of particleboard were received via rail and approximately 509,409,591# were received by truck. Outbound, 36,611,780# of ready-to-assemble furniture were shipped by boxcar to our warehouses and customers and approximately 649,760,220# were shipped by truck.

We ship to our warehouse in Salt Lake City (UP), to Deer Park, NY (LIRR) and to Monterrey, Mexico (FNM). Sauder also ships intermodal loads to customers on the West Coast and also Canada. We export to approximately 70 countries. Our exports total approximately 11% of our total sales.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We believe with the approval of the application shippers and receivers on both systems will enjoy improved service, and faster transit times. We believe the proposed merger will provide significant benefits to shippers.

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

Sincerely,

VERIFIED STATEMENT

of

Edward H. Millard Jr.

Director of Traffic & Transportation
Savannah Foods Industrial, Inc.
P. O. Box 339
Savannah, GA 31402

in

STB Finance Docket # 33388

May 5, 1997

My name is Edward H. Millard, Jr., and I am Director of Traffic & Transportation for Savannah Foods Industrial, Inc. (Savannah) with principal offices at 2 E. Bryan Street, Savannah. Georgia. I held this position for eight years with our parent company Savannah Foods & Industries, Inc. Just last year we formed the Savannah Foods Industrial, Inc. subsidiary. The job responsibilities are essentially the same as with the parent company. My duties include dealing with the railroads for rates, equipment and service. I am authorized to make this statement on behalf of Savannah Foods Industrial, Inc.

Savannah operates cane sugar refineries in Clewiston, Florida, Gramercy, Louisiana, and Port Wentworth, Georgia. It receives large quantities of raw sugar by barge, rail, truck, and ship at the Georgia facility, by barge and truck at the Louisiana facility, and by truck at the Florida facility. Each refinery produces refined sugar in dry bulk, liquid bulk, and packaged forms. The sugar is distributed to customers by rail and truck. Some of the distribution is through rail/truck transfer distribution facilities, however, the majority is via direct shipment to the customer via rail or truck. Most of our shipments are in full truckload or carload quantities.

The Florida refinery is rail-served by South Central Florida Express (SCFE), a shortline railroad who connects with CSX Transportation (CSXT) and Florida East Coast Railway Company (FEC). The Louisiana refinery is directly served by both Illinois Central (IC) and Kansas City Southern (KCS). The Georgia refinery is served locally by Norfolk Southern (NS).

We have customers in almost all states east of the Mississippi River served either by direct rail or by rail through a terminal with truck delivery. There are customers west of the Mississippi river located on western-based railroads like Union Pacific (UP) and Burlington Northern (BN) who we serve via joint-line routes with the origin railroads. During 1996, we shipped over 5,000 carloads of product via rail. I have dealt with most of the major railroads for rates and routes..

We have enjoyed a large volume market with both direct rail and rail/truck sugar customers north of Virginia and north of The Ohio River (the old Official Territory). Most of the rail destinations are served only by Conrail. Most of this distribution is bulk sugar in foodgrade, covered hopper cars. Most of the market is sourced from our Port Wentworth, Georgia, refinery which is a minimum of 400 miles closer to this market than our other refineries. The route from Port Wentworth to the Northeast is via NS-Hagerstown-CR. We remain in this market because of reasonable rail freight rates over this route. A large portion of this distribution is via rail/truck transfer to truck-served customers. Conrail had trackage into the heart of this market, permitting short truck hauls with reasonable total cost.

The initial proposal whereby CSXT would acquire all of CR greatly disturbed Savannah.

Likewise the proposal whereby NS would acquire all of CR seemed just as anti-competitive. It is our belief, formed from experience, that good intentions, statements of competitive plans, offers of trackage rights without physical competitive access will never substitute for true competition and would never negate the need for regulation to promote artificial competition.

The division of Conrail trackage along with the geographic coverage produced for both CSXT and NS in the present docket is a far better system than that originally proposed whereby either of the carriers might acquire all of Conrail. The maps that I have seen show a reasonable split of Conrail geographic coverage which should preserve most competitive routes as well as adding a large number of single-line services.

All cane sugar refiners have suffered a market share loss during the past three or four years due to government agricultural allocations and quotas. Savannah needs to keep it's Northeastern market share to stay alive. The new single-line service via NS from our Georgia refinery and the new single-line service via CSXT from our Florida refinery should help from the cost and service efficiency standpoint. If one carrier had acquired all of CR, we feel that one of our refineries would have been rendered less-competitive. We also anticipate improvement in obtaining rate quotes for new business. Response to single-line quotes is much faster than to joint-line quotes.

Neither CSXT nor Conrail owns many of the specialized covered hopper cars on which these movements depend. Norfolk Southern generally furnishes the cars needed for the market volume from the Port Wentworth refinery. We are forced to lease cars to cover shipments from our refineries served by other railroads.. The leased cars add cost to the distribution. Adding market coverage for the asset strong NS simply adds efficiency to our distribution.

Even though we may experience a better benefit from the new territory acquired by NS, we believe that it is also important to keep the competition alive and well by similar expansion to CSX's market coverage.

For the reasons listed in this statement, I favor the split of CR as now proposed between CSXT and NS.

Sincerely,

Edward H. Millard Jr.

Director of Traffic & Transportation

Edward H. Milland Je

Savannah Foods Industrial, Inc.

VERIFICATION

I, Edward H. Millard Jr., declare under penalty of perjury that the foregoing is true and correct. further, I certify that I am qualified and authorized to file this verified statement.

Executed on February 24, 1997.

Award H. Milla L.

Edward H. Millard Jr.



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

Dear Mr. Williams:

My name is Frederick W. Richardson, and I am Vice President, TruckRail of Schneider National, Green Bay, WI. I have held my position for five years. My duties include general management responsible for intermodal transportation.

Schneider National is a 1.2 billion dollar transportation and logistics company, with primary service in motor carrier and intermodal transportation. We work with NS at 22 locations, in addition, we work with all other railroads that promote intermodal service. In 1996 Schneider National moved or managed approximately 200,000 rail movements.

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 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. 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 of comparable size and scope, and provide a competitive service.

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

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

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

Executed on May 29, 1997. Verified statement on behalf of Schneider National STB Finance Docket No. 33388.

Sincerely,

Frederick W. Richardson Vice President, TruckRail

Local W Willel

Schneider National



June 3, 1997

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

Ref: 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 Dennis Drinkard. I am Sales Manager with Scotch Lumber Company with its headquarters at Fulton, Alabama. My duties include the selling of lumber manufactured by Scotch Lumber Company

Scotch Lumber Company is a manufacturer of lumber with sales of \$30,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 15% rail and 85% other modes. My responsibilities as Sales Manager include the direct oversight of our transportation requirements which include the shipment of Southern Yellow Pine Lumber to our customers. The lumber is shipped from Fulton, Alabama to points all across the Southeast, Midwest and Northeastern United States. Fulton, Alabama is primarily served by Norfolk Southern. During 1996, we shipped 75-100 carloads to areas above.

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

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 customers 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 to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase market penetration to areas in which we have been unable to compete adequately.

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

Sincerely,

Dennis Drinkard, Sales Manager Scotch Lumber Company

VERIFICATION STATEMENT OF

SCOTCH LUMBER COMPANY

> Dennis Drinkard Sales Manager



P. O. BOX 38 — FULTON, AL 36446 Telephone: (334) 636-4424 FAX No. (334) 636-7116

June 3, 1997

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

Ref: 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 Francis Powell. I am Sales Manager with Scotch Plywood Company with its headquarters at Fulton, Alabama. My duties include the selling of plywood manufactured by Scotch Plywood Company

Scotch Plywood Company is a manufacturer of plywood with sales of \$60,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 35% rail and 65% other modes. My responsibilities as Sales Manager include the direct oversight of our transportation requirements which include the shipment of Southern Yellow Pine Plywood to our customers. The plywood is shipped from Fulton, Alabama to points in the Midwest and Northeast. Fulton, Alabama is primarily served by Norfolk Southern. The equipment we are currently using is box 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 in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading form

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 customers 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 to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase market penetration to areas in which we have been unable to compete adequately.

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

Sincerely,

Francis Powell, Sales Manager Scotch Plywood Company

VERIFICATION STATEMENT OF

SCOTCH PLYWOOD COMPANY

Francis Powell

Sales Manager

Scott Container Service, Inc. 9607 South Dearborn Detroit, Michigan 48209-2511 Phone (313)849-4553 / Fax (313)849-5302

June 17, 1997

Surface Transportation Board 1925 K Street, N.W. Washington, D.C. 20423-0001

Attention: Mr. Vernon A. Williams

Re: Finance Docket No. 33388

Dear Mr. Williams:

My name is Charles Scott, and I am President of Scott Container Service, Inc.. I have owned this company since 1987.

Scott Container Service, Inc. is a container depot offering, storage and repair as well as transportation of sea containers. Our customers include many steamship lines, freight forwarders and customs house brokers. We work directly with the Norfolk Southern Railway Company in Detroit, Michigan. Also, we work with the CP Rail System, Con Rail Corporation, Burlington Northern Railroad, Canadian National Railways, CSX Intermodal and Santa Fe Railway.

I would like to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System. For far too long, customers which ship or receive goods into and out of the Northeast have had only one rail carrier. When only one company is able to operate in a particular market, service suffers and price rates are higher than they should be. Based on my experience with Conrail I believe there is a need for competition. Since the Norfolk Southern and CSX rail systems own their own track and facilities and are of comparable size they would be able to provide competitive pricing and service in the Northeast. I have some customers that be ecstatic over such a move by the Surface Transportation Board.

Providing competition in the Northeast should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. Norfolk Southern's facilities and excellent service are well known in the industry and I look forward to the day that we can ship a container east out of Detroit and have it arrive safely at its destination in a timely fashion.

As President of Scott Container Service, Inc. I urge you to approve the acquisition of Conrail by the Norfolk Southern Railway and CSX Intermodal.

Thank you for your time and consideration.

Charles H. Scott

Scott Container Service, Inc.

June 2, 1997

VERIFIED STATEMENT OF
ILEN TORNBERG
on behalf of
THE SCOTTS COMPANY
Finance Docket No. 33388
CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Corporation
—Control and Operating Lease/Agreements—
Conrail Inc. and Consolidated Rail Corporation

I am Ken Tornberg, Manager Specialty Products, of The Scotts Company. The Scotts Company is located at 14111 Scottslawn Road, Marysville, OH 4:041. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

The Scotts Company produces fertilizer and ships the fertilizer to our customers located in Florida, Texas, Georgia, South Carolina and various other locations. We handle approximately 500 carloads of fertilizer annually via CSX. And Con Red (

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the north and west.

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

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

l, Ken Tomberg, declare under penalty 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.

Ken Tornberg

Kanneth W. Tornher



SEAFORTH MINERAL & ORE CO., INC.

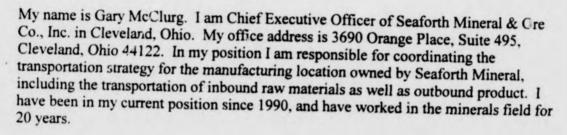
3690 ORANGE PLACE. SUITE 495 CLEVELAND, OHIO 44122 USA TELEPHONE: (216) 292-5820 U.S. WATS. (800) 292-9022 TELEFAX. (216) 292-1033

June 3, 1997

Mr. Vernon A. Williams Surface Transportation Board 12th & Constitution Ave. NW Washington, DC 10423

RE: STB Finance Docket No. 33388

Dear Vernon:



Seaforth Mineral is a medium-sized mineral processor of fluorspar, manufacturing for a wide variety of customers. Seaforth Mineral fluorspar is found in steel, glass and ceramic products. We are reliant on two rail carriers at our East Liverpool, Ohio location servicing various rail routes. Both Conrail and CSX service our important customers in the Carolinas, many of which are also served by Norfolk Southern. It appears with the proposed split-up of Conrail that we will not have as much flexibility and competition. We request that for our Conrail siding that we will be granted rights to have access to both CSX and Norfolk Southern service.

Sincerely,

Gary B. McClurg

Chief Executive Officer

story B. McCherg/p

P. O. Box 372 • Montevallo, Alabama 35115 • Telephone: 205/665-2536



June 4, 1997

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

Dear Mr. Williams:

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 Kenny Dailey, I am General Manager with Seaman Timber Company, Inc. with its headquarters at Montevallo, Alabama. My office is at Montevallo, Alabama.

Seaman Timber Company, Inc. is a diversified forest products company with sales of \$35,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 25% rail and 75% other modes. My responsibilities as General 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 ship to all areas and receive from the southeast in the U.S. Some of our shipments are to and from locations in the Northeast and Midwest on Conrail.

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



Mr. Vernon A. Williams June 4, 1997 Page 2

railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And there rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

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

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

I, Kenny Dailey, declare under penalty 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,

Kenny Dailey General Manager

KED/se

VERIFIED STATEMENT OF:

Security Bonded Warehouse, Inc. 8601 N.W. 81st Road - Suite 4 Medley, FL 33166



June 17, 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 Corporation, STB Finance Docket No 33388.

Dear Mr. Williams:

My name is William K. Lyons, and I am the General Manager and Vice President of Security Bonded Warehouse, Inc. I have held my present position for 13 years. My duties include oversight of the entire operation, which includes the handling of merchandise received by railcar.

Security Bonded Warehouse is a public warehouse which receives, stores and redistributes general merchandise, from points North, in the S. Florida area. This facility is located on the lines of Florida East Coast Railway. During 1966 we received 342 carloads from these Northern origins, of which over 99% were brought here via Norfolk Southern.

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

be able to provide good service on any CR lines which they acquire.

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

I, William K. Lyons, declare under penalty 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 17, 1997.

Sincerely.

William K. Lyons

Wille K Kyons Vice Pies.

SEWELL PRODUCTS, INC.

P.O. Box 660 - 27 Mill Lane alem, Virginia 24153

Phone: (540) 389-5401 Fax: (540) 387-1747

909 Magnolia Avenue Auburndale, Florida 33823

> (941) 967-4463 (941) 967-1880

May 22, 1997

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

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

VERIFIED STATEMENT OF SEWELL PRODUCTS, INC.

Dear Mr. Williams:

My name is Steve Sewell, and I am President and CEO of Sewell Products, Inc.

Sewell Products, Inc. is a manufacturer of household cleaning products. We have facilities located at 27 Mill Lane, Salem, VA. 24153.

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

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

I, Stephen H. Sewell, declare under penalty of perjury that the forecing is true and correct. Executed on May 22, 1997.

Yours very truly,

SEWELL PRODUCTS, INC.

Stephen H. Sewell

President

SHS/vh





The Sherwin-Williams Company Transportation Services Division 101 Prospect Avenue, N.W. Cleveland, Ohio 44115

June 2, 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:

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 The Sherwin-Williams Company Finance Docket No. 33388

My name is Robert Grunwald and I am the Manager of Transportation for The Sherwin-Williams Company. My responsibilities are the routing of inbound rail movements to our plants and also outbound rail intermodal, including Triple Crown.

We are writing in support of the transaction because we feel that the acquisition and division of Conrail by NS and CSX as explained to me and described in its application meets our competitive expectation and needs.

We also feel that an efficient single line rail service will greatly assist us in receiving our inbound rail movements more efficiently.

I, Robert Grunwald, declare under penalty 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.

Robert Grunwald

Robert Smul

RG/pm A:STB-CSX



'Recycling for the Future'

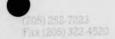
VERIFIED STATEMENT OF

SHREDDERS, INC.

My name is Robert H. Wilson, Jr., and I am President of Shredders, Inc. I have held my present position for one year. Prior to that, I was Vice President for ten years.

Shredders, Inc. is a scrap processing company.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in the market to have service by more than one rail carrier which owns its And their rail carriers cannot be just any rail facilities. 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.



page two

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

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

I, Robert H. Wilson, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 4, 1997.

Sincerely,

SHREDDERS, INC.

Robert H. Wilson, Jr.

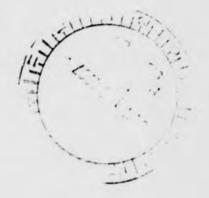
President

RHWj/ssl



VERIFIED STATEMENT OF SHUTTLELIFT, INC. S.T.B. 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 Gerald Lamer, and I am President of Shuttlelift. Inc. PO Box 66, Sturgeon Bay, WI 54235. I have held my present position for 22 years. My duties are to provide our intermodal customers with the highest quality equipment at the lowest possible price and provide them with after sales support.

Shuttlelift, Inc. is a manufacturer of container handlers. We work with NS as the following location: Jacksonville, and Charlotte. In addition, we work with BNSF at Birmingham and Marion Arkansas and we have rental equipment in Chicago.

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

SHUTTLELIFT, INC.

Gerald Lamer

President

GL/pab



VERIFIED STATEMENT OF SHUTTLELIFT, INC. S.T.B. 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 Pete Spude, and I am Service Manager of Shuttlelift, Inc. PO Box 66, Sturgeon Bay, WI 54235. I have held my present position for 5 years. My duties are to provide parts and service support of Container Handling Equipment to the intermodal industry.

Shuttlelift, Inc. is a manufacturer of container handlers. We work with NS as the following location: Jacksonville, and Charlotte. In addition, we work with BNSF at Birmingham and Marion Arkansas and we have rental equipment in Chicago.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is 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 no 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, Pete Spude, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May, 23, 1997.

Sincerely,

SHUTTLELIFT, INC.

Pete Spude

Service Manager

PS / ph

المؤسسة الوطنية للحديد والصلب



Entreprise Nationale de Sidérurgie

Groupe Commercial

Ravin Sidi Yahia - BP 109 Hydra - Alger

Tél: 60 15 44 - 60 07 55 60 80 00 - 60 37 11

Télex : SIGCO Alger 66 060

Mr. Vernon A. Williams, Secretary of State, Surface Transportation Board, STB Finance docket No. 33382.

66 061

Surface Transportation Board, STB Finance docket No. 3338C 1925K Street N.W., WASHINGTON D.C. 20423-001

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Référence

Objet

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 Mohamed Henni and I am the Purchasing Coal Manager of Sider (Algerian integrated steel plant). I have held my position for fourteen years and I am responsible for the procurement and purchasing of coal and its transportation.

Sider imports approximately 400.000 net tons of coal annually from the United States. For my company, to continue importing coal from the U.S. at these tonnage levels, and even more in perspective, 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 Contrail 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 single line to Baltimore for export. As a result, coal importers will have better access to more types of coal.

For the above reasons Sider supports the proposed plan for Conrail and urges the Surface Transportation Board to approve it as expeditiousely as possible. Sincerely,

Mohamed Henni , Coal Purchasing Manager at Sider.

VERIFICATION

I, Mohamed Henni declare under penalty 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 18 day of May 1997 in Algiers, Algeria.

Mohammed Henni, Coal Purchasing Manager at Sider.

259

SIDMAR

Belgium

Sidmar N.V

Fax. +32 (0)9 347 49 07

Mr. Vernon A. WILLIAMS, Secretary of State Surface Transportation Board, STB Finance Docket Nº 33388 1925 K Street N.W. WASHINGTON, D.C. 20423-001 U.S.A.



Ref. :

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 Dirk Vandenbossche and I am General Manager Purchasing for Sidmar Corp. (second largest steelmaker in Belgium). I have held my position for 10 years and I am responsible for the procurement of coal and its logistic.

Sidmar handles approximately 800.000 nt of coal annually from the United States. For my company to continue importing coal from the U.S. at these tonnage levels, and more in perspective, it is essential to have strong, competitive railroads also in the northeastern United States which own their own track and facilities. The proposed acquisition-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 USA exports. 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 users, such as Sidmar, will have better access to more types of coal and buy more competitively.

For the above reasons Sidmar supports the proposed plan for Conrail and urges the Surface Transportation Board to approve it expeditiousely.

Sincerely,

D. VANDENBOSSCHE General Manager Purchasing

260

BTW BE 400 106 291 R Gent nr 89 510





OFFICE OF THE PRESIDENT

July 15, 1997

Vernon A. Williams, Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W. Re:
Wqshington, DC 20423

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

Dear Secretary Williams:

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

Skaneateles Savings Bank is a \$250 million financial institution, chartered by New York state in 1866, following the Civil War. We serve the needs of the Central New York commercial, agricultural and consumer markets. During our 131 year of existence we have experienced many different economic climates and witnessed the effect of technology changes upon our region. One of the constants throughout has been that for our area to grow and our population prosper, we must have the ability to economically move goods and people to and from markets. The current rail system does not satisfy this need and our region suffers because of it.

The possibility of reliable, faster, single-line service to markets in the western States and southern Gulf Coast ports will significantly enhance trade opportunities for the business and agricultural sectors of our economy. This will assist in allowing us to more effectively compete domestically and globally. These are opportunities, I might add, which are desperately needed for our region and the entire New York state. I enclose for your review an article recently published by the Federal Deposit Insurance Corporation (F.D.I.C.) which defines the areas recent economic performance as "anemic". I urge the Board to approve the application as proposed.

Sincerely yours,

John P. Driscoll

Chairman, President & CEO

JPD/tdn

S@IvayPaperboard"

53 INDUSTRIAL DRIVE SYRACUSE NEW YORK 13204-1035 (315) 484-9050 FAX: (315) 484-9434

June 20, 1997

VERIFIED STATEMENT

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

RE: STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing this letter in support of the joint acquisition of Conrail by CSX and Norfolk Southern and to explain how I feel it will impact our business. My name is Michael J. LaVerne and I coordinate all the transportation logistics for Solvay Paperboard L.P. My office address is 53 Industrial Drive, Syracuse, New York 13204. I have been in this position since 1994 and have been in the logistics field for over 15 years. I have worked closely with Conrail in each position I've held and feel the proposed transaction should be approved by the Board.

Solvay Paperboard L.P. is a 100% recycled mini-mill specializing in the manufacturing of linerboard paper. This past 1996 period we shipped and received approximately 2,000 carloads of paper and finished goods combined. We ship to points in New York, Pennsylvania, New England, Maine, Ohio, and Canada. Although our original intentions were to ship all product by truck, it is due to the competitive rate schedule Conrail supported us with that rail has become such a integral part of our logistic strategy.

Solvay Paperboard L.P. believes that the proposed transaction would solidify and strengthen our relationship with the railroads and offer our customers better service and better rates that are even more competitive than what we currently expect. It is for these reasons we strongly urge the Board to approve this application along with the following reasons.

.Vernon A. Williams June 20, 1997 Page 2

- We believe the transaction will produce a better availability of equipment and an improved quality of equipment. This is critical to the mill's future consideration whether to expand. It is our expectation that the availability of empty railcars will improve dramatically over our current conditions
- We also expect that we will have increased opportunities to ship our products via single-line service to many destinations.
- We anticipate that we will see improved shortline and interchange service on the national and local levels, thus reducing the threat of any demurrage.
- We are convinced that the transaction will increase the
 possibility of rail service to more customer accounts due to an
 increase in efficiency with on-time deliveries and freight cost
 vs. truck shipments.

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

I, Michael J. LaVerne, declare under penalty 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 20th day of June, 1997.

Sincerely

Michael J. LaVerne Transportation Manager



SOUTH/WIN, LTD.

May 28, 1997

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

Dear Mr. Williams:

My name is William H. DuBose. I am the President of South/Win, Ltd. located in Greensboro, NC. South/Win manufactures and distributes windshield washer fluid. We are located on the lines of Norfolk Southern and have recently upgraded our rail siding to accommodate inbound tank cars of raw materials.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. 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. Norfolk Southern worked closely with us when opening our new facility and we are confident that they would be able to provide good service and also be more truck competitive on any Conrail lines which they acquire.

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

May 28, 1997.

Willia H. Duison

William H. DuBose

President South/Win, Ltd



SOUTHERN METALS COMPANYING.

VERIFIED STATEMENT OF ROBERT HELBEIN SOUTHERN METALS COMPANY, INC.

May 29, 1997

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

Dear Mr. Williams:

My name is Robert Helbein, and I am President of Southern Metals Company, Incorporated headquartered at Charlotte, NC. We are a scrap metal processor and we are served by Norfolk Southern at Charlotte. Part of my responsibilities as President includes overseeing the outbound transportation of our material via both rail and truck.

We understand that CSX and Norfolk Southern are planning on filing a joint application to acquire Conrail and then divide its assets between them. This proposal has our full support. We firmly believe that competition is good for all parties, and this plan will permit two strong railroads that own their own tracks and facilities to compete head to head for business in the Northeast. Therefore, we urge the STB to grant its approval upon this application.

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

Sincerely,

Robert Helbein, President

Southern Metals Company, Inc.

CY: Suzanne Butler, Account Manager Norfolk Southern Corporation

SOUTHIERN WOOD CHIPS, INC.



2700 Highway 78 West P.O. Box 1425 Jasper, AL 35502 Phone: (205) 384-9088 Fax: (205) 384-0000

VERIFIED STATEMENT OF FREDDY THOMPSON SOUTHERN WOOD CHIPS, INC.

My name is Freddy Thompson, and I am President of Southern Wood Chips, Inc. I have held my present position for 7 years. My duties include all management responsibilities and chip sales.

Southern Wood Chips is a chipmill. We have a facility located in Jasper, AL. This facility is presently served by NSRR. We ship to Tenneco Packaging located in Counce, Tennessee. This facility is located on the lines of Kansas City Southern. During 1996, we shipped 1020 carloads from Jasper, AL.

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

SOUTHERN WOOD CHIPS, INC.



2700 Highway 78 West P.O. Box 1425 Jasper, AL 35502 Phone: (205) 384-9088

Fax: (205) 384-9000

by more than one rail carrier which owns its facilities. And there rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

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

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

declare under penalty 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 6/4 , 1997.

Sincorely, home

SBW

Southland Bonded Warehouses, Inc.

May 28, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket number 33388 1925 K Street

Washington, D.C. 204320-0001

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 Mark L. Campbell and I am President of South and Bonded Warehouses, Inc. My duties include overseeing the option of a large regional public warehouse compan

Southland Bonded Warehouses, Inc. is a third as provider that occupies over one million square feet space. rail transportation plays a vital role in our we depend on the railroad to meet our customer's needs.

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

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

I, Mark L. Campbell, declare under penalty 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 Mry 287 , 1997.

Sincerely,

Mark L/Campbell President

Southland Bonded Warehouses, Inc.

Mr. Al Williams

May 28, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket number 33388 1925 K Street

Washington, D.C. 204320-0001

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. Mickey Jones and I am President of Southland Food Services, Inc. My duties include overseeing the operation of

a large regional food service company.

Southland Food Services, Inc. receives about thirty railcars and ten rail trailers of various food products monthly and redistributes them to points not afforded rail service. Rail service plays a vital role in our business and we depend on the railroad to meet our customer's needs.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and divide the assets and trackage in the manner 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 trackage and facilities. For too long customers which ship or receive products into or out of the Northeast have had the service of only one carrier which has caused service levels to suffer and prices to be non competitive.

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

be granted in an expeditious manner.

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

Sincerely,

. Mickey Jones

President

Southland Food Services, Inc.

CC:

Mr. Al Williams



Verified Statement of Southwire Copper Division

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 Jim Brewton, and I am the Logistics Manager of Southwire Copper Division, and have been with the company for seventeen years. My duties include the effective management of the logistics system for the division, including all inbound and outbound freight, and management of raw materials and finished goods inventories.

Our division purchases copper scrap and other copper raw materials, refines the copper and produces copper rod for shipment to other Southwire plants and a variety of other end use customers. As such, we handle about 1 billion pounds of inbound and outbound freight each year by various modes of transportation.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Some of our key customer accounts are served by this joint line service and we see this merger as being a way to improve delivery and service reliability. We also see the potential for increasing our raw material supply base with the access to lower cost freight in areas where freight cost have been prohibitive in the past.



We have used NS for several years and have been satisfied with their service. Many of the difficulties encountered seem to be related to railcars that have been transferred to another rail line.

We see this merger as a way to minimize these difficulties, and are confident that NS would be able to provide good service on any CR line which they acquire.

From our perspective there are some other benefits to this merger. The increased efficiency of delivering product to some of our key customers is one critical aspect. But we also expect to see improved visibility of movements, better availability of equipment and improved competitiveness, thus leading to more competitive pricing in the markets we serve.

For all of the reason described herein, I support the application of NS to merge with CSX and CR.

Games & Brewsey

James F. Brewton

Logistics Manager

Southwire Copper Division

I, James F. Brewton, declare under penalty 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 5, 1997.

St. Marys Cement Company 250 Jefferson Street Cleveland, Ohio 44113 (216) 579-1911 FAX (216) 579-0625

May 19, 1997

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

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 Bruce Abernethy, and I am Vice President of St. Marys Cement Company. I have held my present position for 18 years. My responsibilities include sales, traffic and terminal operation at our Cleveland location.

St. Marys Cement Company is a Portland cement manufacturer and distributor. We have facilities located at Cleveland, Ohio. These facilities are presently served by Norfolk Southern. We receive from suppliers located at Bowmanville, Ontario, Canada. These facilities are located on the lines of CN and Norfolk Southern. During 1996, we received 500 carloads from these origins. We require daily shipments to Cleveland from Canada November through April each year with the remaining months still shipping at a slower pace.

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

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

Norfolk Southern supplies St. Marys Cement with excellent service and cooperation. Of all the railways, I have dealt with over the years, Norfolk Southern is the best. Timeliness, rates and customer service are why we want to continue with Norfolk Southern.

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

I, Bruce Abernethy, declare under penalty of parjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the verified statement. Executed on May 19, 1997.

Sincerely,

Bruce Abernethy

Vice President - Ohio Sales

A 180913 7/8 8-4-97 33388

VERIFIED STATEMENT OF PATRICIA HODGES STAPLE COTTON COOPERATIVES

MY NAME IS PATRICIA HODGES, AND I AM VICE PRESIDENT OF STAPLE COTTON COOPERATIVE, GREENWOOD, MS. I HAVE HELD MY PRESENT POSITION 15 YEARS. MY DUTIES INCLUDE RESPONSIBILITY FOR ALL TRANSPORTATION MATTERS INVOLVING MY COMPANY.

STAPLE COTTON IS A COTTON COOPERATIVE. WE RECEIVE AND SHIP COTTON FROM AND TO MANY ORIGINS AND DESTINATIONS.

WE RECEIVE FROM SUPPLIERS LOCATED ON THE CAGY AND ICG RAILROADS DESTINED TO MANY TEXTILE RECEIVERS ON VARIOUS RAILROADS. OUR VOLUME AMOUNTS TO THOUSANDS OF TRUCK AND CARLOADS.

WE SUPPORT THE APPROVAL OF THE TRANSACTION BY WHICH CSX AND NORFOLK SOUTHERN WILL ACQUIRE CONRAIL, 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 CONRALL. THERE IS A DISTINCT NEED FOR TWO COMPETING RAILROADS IN THE NORTHEAST WHICH OWN THEIR OWN TRACK AND FACILITIES. FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST, AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER WHICH OWNS ITS FACILITIES. THERE RAIL CARRIERS CANNOT BE JUST ANY RAIL CARRIERS. MUST BE COMPARABLE IN TERMS OF THEIP SIZE, SCOPE AND ABILITY TO PROVIDE THE GREATEST OPPOPRTUNITIES FOR SEAMLESS SERVICE. EFFICIENT EQUIPMENT UTILIZATION AND SEAMLESS SYNERGIES.

IN ADDITION, WE ARE LOOKING FORWARD TO EXPERIENCEING NOT ONLY THE CHANGE FROM BEING SERVED BY ONE RAIL CARRIER INCREASING TO TWO, BUT ALSO THE GREATLY EXPANDED MARKET REACH WHICH SINGLE LINE SERVICE BY NS AND CSX WILL OFFER. AN EXTENSIVE ADDITION OF SINGLE LINE RAIL SERVICE WILL ALLOW US TO PROVIDE INCREASE MARKET PENETRATION TO AREAS IN WHICH WE HAVE BEEN UNABLE TO COMPETE ADEQUATELY.

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

I, DECLARE UNDER PENALTY 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 19, 1997.

SINCERELY,

PATRICIA HODGES, VICE PRESIDENT TRANSPORTATION

STAPLE COTTON COOPERATIVE, GREENWOOD, MS



STAR MILLING COMPANY, INC.



IQUID FERTILIZER

POULTRY FEEDS

LIVESTOCK FEEDS

2206 West Front Street Phone 704/873-9561 P. O. Box 5067 STATESVILLE, N. C. 28677

May 29, 1997

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

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

Dear Mr. Williams:

My name is Robert B. Cashion and I am President of Star Milling Company, Incorporated. I have held my present position for more than ten years. My duties include the complete direction of Company activities, which includes transportation used for haulage of our ingredients used in the manufacture of our feed products.

Star Milling Company is a manufacturer of poultry and livestock feeds. We are also a manufacturer of liquid fertilizer. Our facilities are located in Statesville, North Carolina. These facilities are presently served by the Alexander Railroad Company, which connects with Norfolk Southern. We receive grain and feed ingredients by rail and truck. Our grain and feed ingredients originate from the Midwest and South. Puring 1996, we received more than 500 carloads of product. In covered hopper cars.

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

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

Robert B. Cashim

President Star Milling Company, Inc.

I. Many Elan a Natary Public for said County and State, do hereby certify that Rafet Blash personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal, this the 39th day of May,

Marin Elan

My commission expires October 12, 1998.



May 27, 1997

Mr. Jim Coonan CSX Intermodal 2015 Spring Road – Suite 600 Oak Brook, Illinois 60521

VERIFIED STATEMENT OF CRAIG W. LIZAK ON BEHALF OF STAR TRANSPORTATION SERVICES, INC. STB FINANCE DOCKET NO. 33388

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

Background: My name is Craig Lizak. I am Vice President - General Manager for STAR Transportation Services, Inc. in Bensenville, Illinois. My office address is 611 North Route 83 - Suite 205, Bensenville, IL 60106. In my position, I am responsible for coordinating the logistics strategy for STAR Transportation. I have been in my current positions since, 1995, and have worked in the transportation field for 19 years.

STAR Transportation Services, Inc. is a medium sized Transportation Brokerage/Intermodal Marketing company that moves freight for various manufacturers via sea, truck, air and rail.

Importance of Transportation to our business: An efficient and cost competitive transportation infrastructure is critical to the success of our business. The joint acquisition of Conrail will be in STAR 's best interests, as well as our customer's, since the combined organization would be capable of providing a complete competitive intermodal product and efficiencies that no intermodal carrier provides now.



CSX Intermodal May 27, 1997 Page 2

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

- We believe that a joint acquisition of Conrail would produce better service, better equipment utilization, 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 of Conrail will result in expanded markets with an increased number of destinations and origins available. This benefit is important to STAR because the enhanced CSX system will allow us more flexibility to expand the market reach for our entire customer base, produce better service and more
- We expect increased competitive access to ports in the New York and New Jersey areas.
- 4. We are convinced that the CSX/Conrail merger will increase rail intermodal business for the combined system, which would benefit all the shipper who rely on rail. While motor carriers haul most of the nation's freight, and dominate the freight markets especially in the East, the merged CSX/Conrail system will be able to achieve greater operational and terminal efficiencies. The merger will promote more long term capital investment and ensure that rail service grows into the future. These developments are, and should be, important to all rail shippers.

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

I, Craig Lizak, declare under penalty 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 Twenty-seventh day of May, 1997.

Cordially,

STAR TRANSPORTATION SERVICES, INC.

Craig W. Lizak

Vice President - General Manager

CWL:t



Sterling China Company Established 1917

June 3, 1997

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

VERIFIED STATEMENT

Re: Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's support for the proposed aquisition of Conrail by CSX and Norfolk Southern and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interest, as we buy raw materials from Kentucky, Tennessee, and Georgia and have difficulty with the delays caused by our traffic having to stop at several terminals en route. Since Conrail and CSX each serve our supply line, we expect to have more efficient, single-line, service and more options with enhanced CSX and Norfolk Southern systems, creating faster, more reliable service which allows for better shipment tracking.

The proposed transaction would increase rail business for the new CSX and Norfolk Southern systems and that would be good for all of the shippers who rely on rail. We have found trucks to be too expensive for the long hauls from the South. Bigger, heavier trucks are not the answer to our situation.

In conclusion, we support the application of Conrail, CSX and Norfolk Southern and request that the Board move as quickly as possible to ensure approval. We feel this is the besy way to improve service and give the railroad a chance to grow.

Secretary Vernon A. Williams Page 2

I, Bruce E. Hill, 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 3rd day of June, 1997.

Sincerely,

THE STERLING CHINA COMPANY

Bruce E. Hill Executive Vice President

BEH/pl

June 4, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is Bill Landolf. I work for the Sterling Paper Company in Philadelphia, PA. My office address is 2155 E. Castor Ave, Philadelphia, PA 19134. In my position, I am responsible for coordinating Sterling Paper's inbound rail shipments. I have been in my current position since 1991. I am writing to offer my company's strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern and to urge the Board to approve it promptly.

Sterling Paper receives approximately 94 carloads per year of pulpboard. Sterling has one plant location that is served by Conrail.

Sterling believes that if we were able to receive faster, better and more reliable service then it is possible that our rail shipments would increase.

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

1. We believe that the proposed transaction would produce better service, better equipment utilization, and more competitive rates. It has been proven that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.

- 2. We also expect that with the increased number of origins able to be reached in single-line service, we are more likely to be able to receive more inbound paper rolls than we can today, from more distant markets. If the transaction were approved, we could extend our market reach.
- 3. We are convinced that the transaction will increase rail business for the enhanced CSX and Norfolk Southern Systems, and that would be good for all of the receivers who rely on rail. Sterling Paper is well aware that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets especially in the East. Because the enhanced systems will be able to achieve greater efficiency, they will return more freight traffic to the rails promoting more long term capital investment and ensuring that rail service will grow into the future. These developments are, and should be, important to all rail receivers.

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

I, Bill Landoff, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verdict statement. Executed this 4 day of 4 day of 1997.

Bill Landoff

STEUART PETROLEUM COMPANY

1301 Riverplace Boulevard Suite 2646 Jacksonville, Florida 32207 (904) 396-1388 (800) 842-3624 Fax (904) 858-6699

June 9, 1997

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

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

Dear Secretary Williams:

My name is Keith Hill and I am writing you today in my capacity as Vice President of Marketing for Steuart Petroleum Company, located at 1301 Riverplace Boulevard, Suite 2646, Jacksonville, Florida 32207. We as Steuart Petroleum believe that the proposed acquisition of Conrail by CSX and NS would be greatly beneficial to our company, and we hope that the Surface Transportation Board will move quickly to approve it.

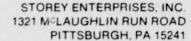
Steuart Petroleum Company is a 90 year-old company that annually markets some \$33 million of diesel fuel via rail (CSX) and truck. We believe that the acquisition would create new growth opportunities for Steuart Petroleum.

Thank you for your time and attention.

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

Executed this 9th day of June, 1997

Muth Sill





TELEPHONE (412) 257-8414 FAX (412) 221-8931

June 03, 1997

Vernon A. Williams Secretary Surface Transportation Board 12th and Constitution Ave., NW Washington, DC 20423

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

Dear Secretary Williams:

My name is Tom Storey, and I am owner of Storey Enterprises Inc. in Pittsburgh, PA. For the past 15 years, we have worked to make our name in the manufactured wood products business, serving customers in Pennsylvania and adjacent states. I am writing the STB in support of the sale of Conrail to Norfolk Southern and CSX.

My company is on the receiving end of rail and truck transport of the raw wood we turn into himber, utility poles and piling. We are also a shipper of finished products to our own customers. In our business, the sale of Conrail to CSY and NS would mean:

More rational shipping routes. With an average of 6 cars a week moving to and from our operations via CSX, AN&N and Conrail, we have a vested interest in any change of rail ownership that results in more direct-line service. In particular, we won't mourn the passing of Conrail as we receive from or ship to East Coast destinations.

More timely transport. It's not uncommon for our customers to be waiting on our products to keep their construction on schedule. Too much of the time, the inconveniences of rail transport force us to ship by truck. With the sale of Conrail to NS and CSX, East Coast rail will finally be able to give trucks a real run for their money --- and our money, too.

Page 2

More access to new customers. More direct routes and more timely transport means will expand our reach, giving us a chance to win customers we couldn't reliably serve before. That's the kind of advantage that isn't simply tied to my business, but will benefit the regional and even national economy --- and it's the best reason I know for the STB to approve the Conrail sale without delay.

Thank you for this opportunity to state my views in this matter.

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

Executed this 3rd day of June, 1997.

Sincerely,

Thomas A. Storey



STORM ENTERPRISES INC. 8 Argyle Road Upper Montclair, NJ 07043 (201) 746-9751 (201) 509-0330



June 23, 1997

Honorable Vernon Williams
Office of the Secretary
Surface Transportation Board
U.S. Department of Transportation
1925 K street NW, Suite 500
Washington DC 20423

Dear Sir:

I am writing you today to express my strong support for the applications being filed by NS and CSX to acquire Conrail. Such an acquisition will, at long last, lead to the creation of a new rail transportation network in the Northeast which will provide competitive rail service, which has been largely lacking since the New York Central/Pennsylvania merger.

My support is based on the knowledge and experience gained in my transportation and consulting career, which has spanned some forty four years, most of which was spent in the geographic area concerned. My rail career started with the old New York Central Railroad, which through Penn Central became part of Conrail. My next position was with the Port of New York Authority (now the Port Authority of New York and New Jersey) as Chief of Rail Planning. Following that, I entered the consulting field, first with Wyer Dick and Co., and then with Snavely King, before establishing my own firm. During my consulting career I have performed studies and evaluations of many of the properties in question, often from the viewpoint of seeking competitive service. Accordingly I feel that I have the qualifications to support my recommendation.

It has been my belief that head-to-head rail competition is necessary and healthful in the Northeast. I have felt this way since the studies that lead to the formation of Conrail, on April 1, 1976. At that time we couldn't find a viable competitor for Conrail, but now we have a unique opportunity to break up the Conrail monopoly by splitting its lines between two strong, competently managed systems. Please don't let this opportunity pass us by. We may not get another chance for another twenty years!

Very truly yours,

Jack D. Storm, P.E. President (Ret d)

CARROLL COAL

June 2, 1997

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

RE: CSX CORPORATION and CSXT TRANSPORTATION, INC; NORFOLK SOUTHERN CORPORATION and NORFOLK SOUTHERN RAILWAY COMPANY - Control and Operating Leases/Acquisition - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Verified Statement on behalf of Straight Creek Mining, Inc.

My name is Ronnie Carroll, and I am President of Straight Creek Mining, Inc., a coal mining company, and of Carroll Coal Corporation, a coal marketing firm, which sells primarily to utility customers. We ship approximately 600,000 tons annually from our facility at Clairfield, TN, which is served by the Norfolk Southern Railway and CSXT. It is my belief that this rail competition enhances the equipment availability and service we receive from both carriers.

Over the past few months, I have followed Norfolk Southern's and CSXT's efforts to acquire Conrail and was concerned about the impact this could have on coal shipments to utility plants in the eastern section of the United States. We were concerned that if one carrier served the majority of plants in this region and dominated the market, then freight rates could increase and service decrease.

We have learned that CSXT and NS are now in the process of jointly acquiring Conrail and will subsequently divide its assets, thus creating two carriers of equal size and scope. We support this plan, because it preserves rail competition in the East. We urge the Surface Transportation Board to approve the NS/CSXT plan to acquire Conrail.

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

Ronnie Carroll

President

KARRILE

Straight Creek Mining, Inc. Carroll Coal Corporation

291



P.O. BOX 1117 BIRMINGHAM, ALABAMA 35201

205-731-9400

VERIFIED STATEMENT Neal Young on behalf of Stringfellow Lumber Company, LLC STB Finance Docket No. 33388

My name is Neal Young. I am Vice President of Stringfellow Lumber Company, LLC. On behalf of Stringfellow Lumber Company, LLC, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Stringfellow Lumber Company, LLC is a lumber wholesaler. We are located at 724 3rd Avenue North, Birmingham, Alabama. We have distribution sites in Birmingham, Alabama, East Point, Georgia, and Winder, Georgia.

We ship approximately 70% of our product by rail, constituting 900 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 transportation, and it is our preference to ship by rail when the service allows it. The destinations should allow us to reduce our reliance on trucking and lower our costs.

Further, the acquisition will open up new markets from the Northeast. Our ability to compete from the Northeast has been hampered by the lack for 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 Stringfellow Lumber Company, LLC for the acquisition of Conrail by CSX and Norfolk Southern.

I, Neal Young, declare under penalty 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.

Neal Young

Vice President

Stringfellow Lumber Company, LLC



Sullivan Welding & Machine Co. Business Office PO Box 612 Dayton, TN 37321 423-775-9136

VERIFIED STATEMENT OF SULLIVAN WELDING & MACHINE CO. FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is David A. Sullivan and I am the owner of Sullivan Welding & Machine Co., P.O. Box 612, Dayton, Tn. 37321. Sullivan Welding & Machine Co. is a crane maintenance and repair company for the Norfolk Southern Intermodal facilities in Southeast.

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

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

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

I, David A. Sullivan declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 10, 1997.

Sincerely, David Sullia

David Sullivan Sullivan Welding & Machine Co. P.O. Box 612 Dayton, Tn. 37321



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 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 Arty Allen, and I am President of Summit Performance, Inc. My duties include sales and marketing, operations, and finance.

Summit Performance, Inc. sells training services and systems. Rail transportation plays a vital role in many of our clients needs.

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

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

I, Arty Allen, declare under penalty 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.

Sincerely,

Arty Allen President

CC:

CSX Representative

Mr. Rick Lentz

295

North Atlanta 470 Watergate Way Roswell, GA 30076 (770) 594-0001 Northeast Atlanta 2900 Chamblee - Tucker Rd., Bldg. 7 Atlanta, GA 30341 (770) 938-8174 Brian Taylor Sun Forest Industries, Inc. PO Box 261654 Tampa, Fl. 33685

813-855-2100

June 6, 1997

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

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

Verified Statement of Brian Taylor

Dear Mr. Williams:

My name is Brian Taylor and I am a Broker of Forest Products for Sun Forest Industries Inc., in Tampa, Florida. In addition to my duties of brokering forest products for Sun Forest, I am their Transportation Manager.

Sun Forest is a Wholesale Distributor of Building Products since 1988. We distribute product from Nicholasville, Ky. that is located on the Norfolk Southern and provide direct shipments to our customers from the various manufactures.

We welcome the benefit of increased market access for single-line rail transportation. We have received lumber and plywood shipments by the Norfolk Southern for years and have been satisfied with their service. We are confident they would be able to provide good service on any Conrail line, which they acquire.

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

I, Brian Taylor, declare the foregoing is true and correct and that I am qualified and authorized to file this statement. Executed on June 6, 1997.

Brian Taylor

Sincerely

SUNSET FOREST PRODUCTS, INC.

Physical Address - 15455 N. W. Greenbrier Pkwy. Suite 125 Beaverton, OR 97006 Billing Address - P.O. Box 351 Sumas, WA 98295 1-800-853-2753 (503) 629-8301 Fax - (503) 629-0583

June 2, 1997

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

Subj.: CSX Corpn. and CSX Transp. Inc.: Norfolk Southern. Corpn. and Norfolk Southern Rwy-Control and Operating Leases/Agreements- ConRail, Inc. and Consolidated Rail Corpn., STB Finance Docket No. 33388

Verified Statement of Earl W. Ellis Sunset Forest Company

My name is Earl W. Ellis and I have been a Consultant-Rail Transportation for approximately one year, although I recently retired after 30 plus years in the rail transportation industry.

Sunset Forest Products is a trading company in the forest products field, with shipments originating from Canada and the U.S.A. with destinations throughout the U.S.A.

We feel there is a distinct need for two competing railroads in the Northeast and support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Con Rail.

We believe such a merger would increase car supply, improve Customer Service and give us better market access than presently exists.

Sunset Forest is a growing company with expansion aspirations in 1997 and believe a merger as described above would be to our, as well as other forest product companies, benefit.

Sincerely,

Earl W. Elin

Earl W. Ellis, Consultant, Sunset Forest Company

Verification

I, EARL W. ELLIS, declare under penalty 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 Jane 2, 1997

Em Weeni

SWANK SIGN ERECTION, INC.

1244-A Ridge Road, Apollo, PA 15613 (412) 478-3731

May 28, 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:

I am writing in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation.

The division of Conrail among Norfolk Southern and CSX Transportation will create two healthy, competitive rail systems throughout the eastern United States. This is good news for shippers, customers and for our economy in general.

The consolidation of rail lines is a natural, healthy trend which is a necessary response to the forces of global competition. Five giant rail systems have developed from the approximately 40 Class I railroads which were in business in 1980 when the industry was deregulated.

Not all of these mergers have been equal in terms of benefit and harm. The proposed division of Conrail's operations, however, is one of the best mergers ever to be proposed. It will restore rail competition to parts of the nation which have not had such competition for more than two decades.

Pennsylvania is a state which has depended on quality rail service throughout its history. The acquisition of Conrail by Norfolk Southern and CSX Transportation will establish a rail system capable of handling our state's rail transportation needs well into the twenty-first century.

Sincerely yours

Gregory W. Swank

SWEETWATER PAPER BOARD COMPANY, INC.

Nanufacturers of Paperboard for the Building and Packaging Industries

PHONE 770 / 944-9350

P.O. BOX 665

AUSTELL, GA. 3000

June 9, 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 Dave Noble, and I am Manager Planning and Scheduling of Sweetwater Paper Board. My duties include logistics and customer service.

Sweetwater Paper Board produces gypsum paper and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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

Page Two Mr. Vernon A. Williams Secretary Surface Transportation Board

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, Dave Noble, declare under penalty 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 9, 1997.

Sincerely,

SWEETWATER PAPER BOARD COMPANY, INC.

Dave Noble

Dave Noble

Manager of Planning and Scheduling

CC:

Mr. Al Williams

CSX Representative

VERIFIED STATEMENT OF JASON MCNEIL SYNCHRONOUS INDUSTRIAL SERVICES

My name is Jason McNeil, and I am Operations Manager of Synchronous Industrial Services. I have held my position for 41/2 years. My duties in regards to rail transportation presently include: the overseeing of cars for outbound traffic, scheduling manpower for shipping and receiving, as well as coordinating releases from our customers and switches with the local agents.

Synchronous Industrial Services is a warehousing and distribution center for the automobile industry, as well as the paper industry. We also provide local and over the road transportation, packaging, and sub-assembly services to a number of other industries. We have a facility located in Cottondale, Al. This facility is presently served by Norfolk Southern. We receive Pulp and Paper from customers located in Columbus, Ms; Coosa Pines, Al; and Demopolis, Al. These facilities are located on the lines of GTRA, CSX/NS, and Norfolk Southern respectively. During 1996, we shipped/received approximately 1000 carloads.

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

Sincerely,

Jason McNeil

Operations Manager

Synchronous

10400 Technology Drive Cottondale Alabama 35453 (205) 507-1200 • Fax: (205) 507-1219



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, DC 20423-0001

Dear Mr. Williams:

I would like to take the opportunity to state our company's viewpoint relating to the division of Conrail between CSX and Norfolk-Southern. As a user of both intermodal and boxcar service, we feel we have a vested interest in the outcome of what is decided regarding the split up.

We support a split which will result in service access by both parties in the major markets presently serviced by Conrail including but not restricted to the Albany, NY area. We feel competition provides a balance on the cost of transportation services as well as stimulates enhancements and improvements to the service provided.

A competitive situation is necessary not only in the Albany, NY area but also in the other areas serviced by Conrail presently. Presently, we purchase products from manufacturers who forward warehouse their goods at sites serviced by Conrail and the service provided by the rail provider affects our ability to obtain product and service our customers. Also, the cost incurred affects the cost of the goods we are purchasing and as a result, the cost of the product to our customer.

In conclusion we feel that a plan which provides access to both CSX and NS to the service markets of Conrail is the best decision for business and for the consumer.

Sincerely.

Raymond P. Fortman

Logistics Manager - Sysco / Albany

VERIFICATION

and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 9, 1997.

TAMKO Roofing Products

TAMKO Roofing Products

Wednesday, June 11, 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, DC 20423-0001

Dear Mr. Williams:

My name is Martin K. Franks, I am General Traffic Manager for TAMKO Roofing Products, Inc. I have held my position for 21 years. My duties include the responsibility for all rail transportation for the company.

TAMKO Roofing Products, Inc., is a manufacturer of roofing products both residential and commercial. We have facilities located throughout the United States. Our facility located at Tuscaloosa, AL is served by the Norfolk Southern. We ship roofing materials to our customers from the Tuscaloosa, AL facility throughout the Southeastern and Northeastern areas of the United States. In addition, we receive most of our raw materials via rail at this plant. We received approximately 3,000 rail cars inbound and shipped approximately 1,500 rail cars outbound from Tuscaloosa, AL in 1996.

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. Since our facility is located on the lines of the NS, we would welcome the benefit of increased market access for single line rail transportation. We have used the NS for many 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. The NS has furnished us with good equipment on a timely basis and their freight rates have been very competitive.

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

Sincerely,

Martin K. Franks

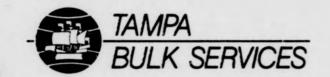
General Traffic Manager

TAMKO Roofing Products, Inc.

Verification

1. Martin K. Franks, declare under penalty 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 11, 1997.

Martin K. Franks, declare under penalty 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 11, 1997.



Tampa Bulk Services, Inc. 6101 Port Tampa Drive P. O. Box 19248 Tampa, Florida 33686 Tel. (813) 837-0192 Telex 6815327 6504990826

VERIFIED STATEMENT OF
Ronald C. Weber
on behalf of
Tampa Bulk Services, Inc.
STF Finance Document No. 33388

My name is Ronald C. Weber, I am Vice President of Tampa Bulks Services, Inc. I am responsible for the plant operations and transportation needs at Tampa, FL., with rail service provided by CSXT. I have been at this capacity for 12 years and I would like to express our support for the proposed division of Conrail's assets. We are hopeful the Surface Transportation Board will approve the acquisition of Conrail by CSXT and NS.

Tampa Bulk Services, Inc. operates a citrus feed export terminal at the Port of Tampa to support the citrus processing operations located in Florida. We feel the division of Conrail's assets between CSXT and NS will benefit the shipping public by having single line service to more locations. It will also add strength and stability to the Nation's rail network.

I, Ronald C. Weber, declare under penalty 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.

Ronald C. Weber



P. O. BOX 11888 - LYNCHBURG, VIRGINIA 24506 PHONE (804) 929-7443 - FAX (804) 929-6162

June 4, 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:

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 Joseph W. McCarthy, and I am Vice-President of Taylor-Ramsey Corporation. I have held my position for five years. My duties include buying, selling and transportation of lumber.

Taylor-Ramsey Corporation is a producer and processor of both hardwood and softwood lumber. We have facilities located at Blackstone, Virginia; Pamplin, Virginia and Titusville, Pennsylvania. These facilities are presently served by Norfolk Southern and Conrail. We sell to customers located at Pomona & Redondo Beach, California and Palatka, Florida. During 1996, we shipped approximately 85 carloads to these destinations.

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

have service by more than one rail carrier which owns its facilities. And 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 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for good service and efficient equipment utilization.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to 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 certify that I am qualified and authorized to file this verified statement. Executed on June 4, 1997.

Sincerely,

TAYLOR-RAMSEY CORPORATION

Joseph W. McCarthy, Jr.

Vice-President

JWMJr:sc



TEDFORD BROKERAGE COMPANY

POST OFFICE BOX 10528

KNOXVILLE, TENNESSEE 37919

PHONE 588-3279 or 588-0611 Area Code 615

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 Tedford Brokerage Company Finance Docket No. 33388

Dear Mr. Williams;

We support the Joint Application of Norfolk Southern Railway and CSX Corporation to purchase and operate the rail lines owned by Consolidated Rail Corporation.

Sincerely.

TEDFORD BROKERAGE COMPANY

Oscar H. Tedford III

Exam B. En

I, Oscar H. Tedford III, 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 2 day of June 1997.

Open A Effethe

TEXTILE RUBBER & CHEMICAL CO.

TEXACO

1300 TIARCO DRIVE, S.W. DALTON, GEORGIA 30720

PHONE 706 - 277 - 1300 FAX 706 - 277 - 3738

Quality industrial coatings

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

> Verified Statement of Textile Rubber & Chemical Company, Inc. 1300 Tiarco Drive, SW Dalton, GA 30720

My name is Larry Stanfield, and I am the Purchasing Manager of Textile Rubber & Chemical Company. I have held my present position for 20 years. My duties include scheduling rail transportation and chemical purchasing.

Textile Rubber & Chemical Company is a latex supplier for the carpet industry. With facilities located in Dalton, Georgia. These facilities are presently served by NS. We sell to and received materials from customers and suppliers located in Baltimore, MD; LaPort, TX; Sarnia, CANADA; Houston, TX; Simpsonville, SC; Norfolk, VA; Savannah, GA; and Pascagoula, MS. These facilities are located on the lines of CSX and Canadian Rail. During 1996, we shipped and received 325 carloads from and to these destinations or origins.

We support the proposed purchase of Conrail by CSX and Norfolk Southern. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. We 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 purchase Conrail.

Sincerely.

Larry Stanfield

Purchasing Manager, TRCC

VERIFICATION

I. Larry Stanfield, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to the this verified statement. Executed on June 2, 1997.



912-552-3951 Fax 912-552-4105

June 13, 1997

VERIFIED STATEMENT THIELE KAOLIN COMPANY SANDERSVILLE, GA

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

Dear Mr. Williams:

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

My name is Charies D. Carter and I am Vice President of Sales and Marketing of Thiele Kaolin Company located in Sandersville, Georgia. As Vice President of Sales and Marketing my department has direct responsibility for transportation matters for Thiele.

Thiele Kaolin Company is involved in mining, processing, and marketing clay (kaolin) to the paper, plastics, pharmaceutical and other industries in North America, Europe, and Asia. During 1996 Thiele Kaolin shipped 11,121 cars of kaolin. Thiele has kaolin plants at Sandersville, Georgia located on the Sandersville Railroad and at Stapleton, Georgia located on Norfolk Southern. The Sandersville Railroad only connects with NS at Tennille, Georgia.

Thiele Kaolin Company supports the proposed acquisition of ConRail by CSX and Norfolk Southern and that it is in our best interest as well as that of our customers. The Northeast is one of our strong markets and we believe extending NS lines will provide single line service over greater distances and will be of great benefit to Thiele.

I, Charles D. Carter, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 13th day of June, 1997.

Sincerely.

Charles D. Carter

Vice President of Sales and Marketing





May 12, 1996 10 • 4515 NORTH POINT BOULEVARD • SPARROWS POINT • MARYLAND 21219 (410) 477-0400 FAX (410) 477-0750

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

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

Dear Secretary Williams,

My name is Don Blair. I am Traffic Manager of Thompson Steel Company, Inc, in Baltimore, Maryland. My office address is North Point Road, Baltimore, MD 21219. I am writing to offer Thompson Steel's strong support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition promptly.

Thompson Steel has been in the steel processing business for 76 years. We RECEIVE about 25,000 ton of raw steel coils by rail every year via CSX.

Thompson Steel strongly favors the application to acquire Conrail because we believe it will promote more direct and efficient routing for our product. We also expect it to improve equipment utilization through better, more direct and faster service and extend our ability and that of other rail shippers to reach new markets.

We also support the acquisition because we believe it will strengthen rail competition with the trucking industry, and improve the competitive position of the rail industry by introducing two strong rail competitors in the East -- which we haven't had since the mid-Seventies.

We are convinced that improved service and increased competition will lead to lower costs, something that will be good for us and our customers. Therefore, we believe the acquisition will grow business on the railroad in a way that will benefit us and all business that uses the rails for shipping. We hope that the Board will approve the acquisition quickly.

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

313



Sincerely,

Don Blair

THOMSON CONSUMER ELECTRONICS

200 Keystone Industrial Park, Scranton PA 18512-4511 USA · Tel: (717) 969-5468

My name is Andrew Beechko, and I am Manager, Distribution (Scranton)

Coordinator, Transportation (NATD) of Thomson Consumer Electronics. I have held
my present position for 10 years. My duties include coordinating transportation for
North America Picture Tube Division.

Thomson Consumer Electronics, North American Tube Division manufactures television picture tubes. We have facilities located at Lancaster, PA; Circleville, Ohio; Marion, Indiana and Scranton, PA. These facilities are presently served by the NS. We sell and receive materials located in North America. These facilities are located on the lines of Union Pacific, Southern Pacific, Santa Fe, Norfolk & Southern & Conrail. During 1996 we shipped/received 5000. carloads/containers/trailers to/from these destinations/origins.

We have used the 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, Andrew Beechko, declare under penalty 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 17, 1997.

Sincerely,

Andrew Beechko, Mgr.

Distribution (Scranton)

Coordinator, Transportation (NATD)



TIDEWATER FIBRE CORP ECONO DISPOSAL

1958 Diamond Hill Road Chesapeake, Virginia 23324 Phone (757) 543-5766 Fax (757) 543-9532

June 6, 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 Joseph A. Benedetto. I am the President of Tidewater Fibre Corp. is located in Chesapeake, Virginia.

Tidewater Fibre Corp. ships and receives paper and other products for recycling. We have been in business and served by Norfolk Southern for 24 years.

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 very satisfied with Norfolk Southern's service. We are confident that they will 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,

Joseph A. Benedetto

President



Confidential Fax: (250) 545-4783



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

TOLKO INDUSTRIES LTD.

FINANCE DOCKET NO. 33388

My name is Alex Wallace, and I am Manager of Transportation Services of Tolko Industries Ltd. I have held my present position for 12 years. My duties include responsibility for contracting and arranging transportation services and rates for the delivery of finished product to customers in North America and worldwide, by all modes of transportation.

Tolko Industries Ltd., is a manufacturer of lumber and panel products with facilities located in British Columbia, Alberta and expanding in 1999 to Ontario. Our facilities are presently served by CN, CPRS, BCOL with access to the BNSF and UP/SP via origin reloads. We presently sell to customers throughout the U.S., and to customers in the Northeast U.S., currently served by ConRail. During 1996, we shipped about 4,000 carloads of lumber and panel products to the United States, with about 15% of the volume to the Northeast U.S., mainly on 73' centrebeam cars, and a few high cube boxes.

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.

> P.O. Box 39 3203 - 30th Avenue

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

We believe the competition between the NS and CSXT will create a very healthy environment in this market that will allow us to competitively access this market and offer product to our customers to allow them to compete in their marketplace.

Transit time and service have often been issues into the Northeast on the CR. We look forward to working with customer focused carriers on business into this area, and hopefully improving our market share.

In addition, we are looking forward to experiencing not only the change from having access to 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, Alex Wallace, declare under penalty 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,

TOLKO INDUSTRIES LTD.

Mulallan

Alex Wallace

Manager, Transportation Services

AW/jd

c.c. Mr. Sawyer Vincent, Account Manager, Norfolk Southern Railway,

312 - 1309 - 114 Avenue, S.E., Bellevue, WA 98004

VERIFIED STATEMENT OF TOLLESON LUMBER COMPANY

FINANCE DOCKET NO. 33388

SUBJECT: CSX CORPORATION AND CSX TRANSPORTATION, INC.; NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY -- CONTROL AND OPERATING LEASES/AGREEMENTS -- CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION, STB FINANCE DOCKET 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

My name is Joe Kusar, and I am Vice President of Tolleson Lumber Company. I have held my present position for 6 years. My duties include direct responsibility for the sales, marketing, manufacturing, and distribution of treated lumber.

Tolleson Lumber Company is a manufacturer and distribution center of treated lumber. We have facilities located at Perry, Georgia. These facilities are presently served by Norfolk Southern and Conrail.

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

We ship approximately 500 rail cars of treated lumber annually from our treating plant in Perry, Georgia Our principal destinations include--Cinncinnati, Ohio, served by single line rail transportation on NS; Pittsburgh, Pennsylvania, New Haven, Connecticut, Hartford, Connecticut, and Stoughton, Massachusetts originate on NS and deliver on Conrail. Our experience with NS has been excellent, and we are confident that single line transportation would simplify and improve our access to the Northeastern markets.

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

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

Joe Rusar



June 10, 1997

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

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

Dear Mr. Williams,

My name is Robert Amram, and I am the Sales Manager of Total Energy. I have held my present position for 2 years. My duties include the sales, purchase, coordination and delivery of used storage tanks and equipment.

Total Energy is a company which buys, sells and delivers used bulk storage tanks and used equipment, and we have facilities located in White Plains, New York. However, our inventory is distributed throughout the country at the respective location of acquisition. These facilities are currently served by NS RR and CR and we transport by rail approximately 15 ranks per year.

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

I, Robert Amram, declare under penalty 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.

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Sincerely,

Robert Amram Sales Manager

RA/gad

TRAFIGURA AG

675 Third Avenue, Suite 1018 New York, New York 10017 Tel 212 983 9000 - Fax 212 983 9027

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

My name is Jenny Occhiogrosso. I am the Traffic Manager for Traffigura AG. My business address is 675 3rd Ave, NY, NY 10017. As Traffic 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 get 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 describe in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Norheast 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 increase market penetration to areas in which we been unable to compete adequately.

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

I, Jenny Occhiogrosso, declared under penalty of perjury that the foregoing is true and correct. Futhermore I certify that I am qualified and authorized to file this vertified statement. Executed on June 5, 1997.

Sincerely,

Jenny Occhiogrosso Traffic Manager June 2, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Dockett 33388
1925 K. Street NW
Washington, DC 20423-0001

My name is Edward P. Henry; I am President of Tranco, Inc. with its offices at 1126 South 70th Street, Suite SM8, West Allis, WI 53214.

Tranco, Inc. is a heavy rigging and transportation management company with annual sales of 2.5-3.5 million annually. All transportation modes are important to the success of our business, but rail transportation accounts for 80% of our revenue. We have been in business since July 1989.

I am responsible for carrier selection on inbound/outbound materials plus equipment imported/exported. We ship orts in the U.S. with many shipments originating or destined to points on the CR syste:

We feel two competing silroads in the Northeast is long overdue and we support the Surface Transportation Board's approval of the N&S/CSXT joint application to acquire control of Conrail and divide their assets. We strongly feel this will improve the balance of competition in the Northeast. Personally, we feel our company will benefit through improved customer service, equipment condition/availability, rate making, and transit time.

I, Edward P. Henry, declare under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement, executed June 2, 1997.

Sincerely,

Edward P. Henry

President

TRANSCO INC.

Fifty Five East Jackson Boulevard Chicago, Illinois 60604, 312-427-2818 FAX 312-427-4975

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENT -CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

VERIFIED STATEMENT OF HOWARD S. GOSS

TRANSCO INC.

Fifty Five East Jackson Boulevard Chicago, Illinois 60604, 312-427-2818 FAX 312-427-4975

HOWARD S. GOSS

May 28, 1997

VERIFIED STATEMENT OF

TRANSCO INC.

My name is Howard S. Goss, and I am the Chairman of Transco Inc., the parent company of three operating subsidiaries, Transco Railway Products Inc., Transco Products Inc., and Advance Thermal Corp. Our companies are involved in the manufacturing and re-manufacturing of railroad freight cars and freight car parts which are shipped to and used by major railroads, shortline railroads, freight car leasing companies, freight car manufacturing and re-manufacturing companies located in the United States, Canada and Mexico. We also manufacture high temperature insulation, sound attenuation equipment and specialty insulations for use by electric generating utilities, refineries and manufacturers.

The freight car movements to and from our facilities are to deliver raw steel, railway car parts, fabrications, and manufactured parts. Our shipments are of finished railcars, freight car parts for use on railcars, as well as sound attenuation equipment, construction insulation and blanket insulation that is used by railroads, utilities, refineries and factories of all types. We have facilities located at Bucyrus, Ohio, Newton Falls, Ohio, Toledo, Ohio, Oelwein, Iowa, Logansport, Indiana, Blasdell, New York and Williamsport, Pennsylvania. These facilities are presently served by Conrail, Norfolk Southern, Union Pacific and Grand Trunk Western. We sell to customers located throughout the United States. These facilities are located on the lines of many carriers. During 1996, we shipped and received over 1,000 cars to/from these destinations/origins.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both railroads and their customers, we would welcome the benefit of increased eastern rail market competition which will stimulate the demand for more railcars and thus railcar products.

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for costs savings whenever possible. Because transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

TRANSCO INC.

May 28, 1997 Page Two

- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets.
- improve equipment utilization through better, more-direct and faster service, which will
- reduce truck traffic on major interstate lanes, and
- exter 1 CSX and NS's quality service to new markets

It is our understanding that approval will provide almost equal market share for CSX and NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routes and terminal areas.

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

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

Howard S. Goss

TRANSCO RAILWAY PRODUCTS INC.

P.O. Box 271 820 Hopley Avenue Bucyrus, Ohio 44820-0271, 419-562-1031 Facsimile No. 419-562-3684

BEFORE THE

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENT -CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

VERIFIED STATEMENT OF

IRA A. THOMPSON

TRANSCO RAILWAY PRODUCTS INC.

P.O. Box 271 820 Hopley Avenue Bucyrus, Ohio 44820-0271, 419-562-1031 Facsimile No. 419-562-3684

May 29, 1997

VERIFIED STATEMENT OF

TRANSCO RAILWAY PRODUCTS INC.

My name is Ira A. Thompson, and I am the President of Transco Railway Products Inc. Our company is involved in the manufacturing and re-manufacturing of railroad freight cars and freight car parts which are shipped to and used by major railroads, shortline railroads, freight car leasing companies, freight car manufacturing and re-manufacturing companies located in the United States, Canada and Mexico. We have facilities located at Bucyrus, Ohio, Bucyrus, Ohio, Newton Falls, Ohio, Toledo, Ohio, Oelwein, Iowa, Logansport, Indiana, Blasdell, New York and Williamsport, Pennsylvania. These facilities are presently served by Conrail, Norfolk Southern, Union Pacific and Grand Trunk Western. We sell to customers located throughout the United States. These facilities are located on the lines of many carriers. During 1996, we shipped and received over 1,000 cars to/from these destinations/origins.

The freight car movements to and from our facilities are to deliver raw steel, railway car parts, fabrications, and manufactured parts. Our shipments are of finished railcars, freight car parts for use on railcars.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both railroads and their customers, we would welcome the benefit of increased eastern rail market competition which will stimulate the demand for more railcars and thus railcar products and services.

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for costs savings whenever possible. Because transportation expenses are a major product cost item for most companies and many shorthail movements will not support two-line service, approval will:

- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets.
- improve equipment utilization through better, more-direct and faster service, which will

TRANSCO RAILWAY PRODUCTS INC.

May 29, 1997 Page Two

- reduce truck traffic on major interstate lanes, and
- extend CSX and NS's quality service to new markets

It is our understanding that approval will provide almost equal market share for CSX and NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routes and terminal areas.

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

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

Ira A. Thompson

TRANSLOAD CORP

Mailing Address: P.O. Box 23 Hilliard, Ohio 43026 Warehouse Address: 1614 Westbelt Drive Columbus, Ohio 43228

June 2, 1997

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

Verified Statement

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

Dear Secretary Williams:

I am writing in support of the proposed joint acquisition of Conrail by CSX and NS. Our business is dependent on rail service, and the proposed transaction would seem to offer some economies and enhancements.

The rail network in our country is an under utilized resource. It offers a cost effective alternative to road pounding trucks for moving goods over long distances. The cost of highway maintenance is a major burden to every level of government.

Acquisitions of rail carriers should be encouraged when, as in the case of CSX, NS and Conrail, they promise enhanced service, competition, and economies.

Logistically the bridge to the twenty first century might well be a railway trestle.

You favorable consideration of this proposed transaction is recommended in anticipation of the kinds of benefits found in other similar transactions the Board has endorsed.

I. Ohmer O. Crowell, declare under penalty of perjury that the foregoing is true and correct. Further, I

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Phone: (614) 529-0056 / (614) 529-0057 / Fax (614) 529-0058

Vernon A. Williams June 2, 1997 Page 2

certify that I am qualified and authorized to file this verified statement. Executed this 2nd day of June, 1997.

Sincerely,

Ohner O. Crowell
President

President



LOGISTICS DIVISION
6399 Eglinton Avenue Weet, Suite 110
Etobloake, Ontario MeC 5K6
Telephone (416) 621-9111
Fax (416) 621-6458

CANADA _____U.S.A.

May 21, 1997

VERIFIED STATEMENT ON BEHALF OF TRI-LINE FREIGHT SYSTEMS LOGISTICS DIVISION FINANCE DOCKET NO. 33388

Surface Transportation Board STB Finance Docket No 33286 1201 Constitution Avenue. N.W. Washington, D.C. 20423 USA

ATTENTION: Mr. Vernon A. Williams - Secretary

RE: CSI Corporation and CSI Transportation. Inc., Norfolk Southern Corporation and Horfolk Southern Reilway Company - Control and Operating Leages/Agreements - Control Inc. and Consolidated Rail Corporation. STB Finance Docket No 33388.

My name is J. D. (Denine) Cardy, Vice-President and General Manager, of Tri-Line Freight Systoms Logistics Division, 5399 Eglinton Avenue, West, Suite 110, Etobicoke, Ontario, M9C 5K6.

I am responsible for all facets of the door to door business handled via Intermedal and Highway for our Company. Tri-Line is an Intermedal Carrier and also has 600 Highway Units serving Canada, The United States and Mexico. We utilize all major United States and Canadian Railroads; all types of containers and rail trailers.

Tri-Line Freight Systems supports the acquisition and division of Conrail by NS and CSX as explained to se and described in its application. The acquisition meets our competitive expectations and needs. The Industries need for strong competitive railroads which own their own track and facilities are a priority.

Historically, the benefits of rail mergers bring efficient single-line service to more customers, improving service for those customers and extending their ability to reach new markets; improve equipment utilization through better, more direct, and faster service, and reduce truck traffic on major interstate lanes.





...2

Tri-Line have utilized the Norfolk Southern Rail for over ten years. The Norfolk Southern service has improved for customers through development efforts to facilitate plant construction and expansion. Service improvements have also become available with the NS National Customer Service Centre who are responsible to resolve customer quires quickly and efficiently.

Our Company has experienced issues with reference to safety and freight claims. Fewer interchanges from single lane service will result in less damage to the lading. A single line service also results in sore efficient, quicker, and easier to track shipments as well as improve equipment utilisation.

The ability to reach more inland points via single lane service will enhance business opportunities for our Company.

Yours truly

(Denise) Cardy

Vice-President & General Manager Tri-Line Freight Systems Logistics Division

JDC/pl





CANADA _____U.S.A.__

May 21, 1997

VERIFIED STATEMENT ON DEHALF OF TRI-LINE FREIGHT SYSTEMS LOGISTICS DIVISION FINANCE DOCKET NO. 33388

Surface Transportation Buard STB Finance Docket No 33286 1201 Constitution Avenue, M.W. Washington, D.C. 20423 USA

ATTENTION: Nr. Vernon A. Williams - Secretary

RE: CSI Corporation and CSI Transportation, Inc., Morfolk Southern Corporation and Norfolk Southern Railvey Cospany - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Bail Corporation

I, J. D. (Denise) Cardy, declare under penalty of perjury that the foregon true and correct. Further, I certify that I as qualified and authorised to file this verified statement.

Executed this 21st day of May, 1997.

resident and General Manager

-Ime Freight Systems

Logistics Division

JDC/p1





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

Re: Verified Statement of Trinity Chemical Industries, Inc. Proposed CSX/NS/Conrail Transaction Surface Transportation Docket No. 33388

Dear Secretary Williams:

My name is Terry Fisher. I am vice-president for Trinity Chemical Industries, Inc. (TCI). One of my functions is to oversee TCI's day to day interfacing with all of the major railroads. TCI's fleet of railcars moves on all of the major railroads on a daily basis carrying various commodities. Economics, efficiency and safety are always at the top of our list of concerns.

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

I, Terry Fisher, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 23rd day of May, 1997.

Sincerely.

Terry L. Fisher

cc: Mr Gorge M. Bollinger Supervisor Projects CSX TeleConnections, Inc. - J630 6735 Southpoint Drive South Jacksonville, Florida 32216



Patrick D. Smith
Senior Vice President
Manufacturing Operations

May 29, 1997

Verified Statement Patrick D. Smith on behalf of Trus Joist MacMillan

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

Re: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Patrick D. Smith. I am Senior Vice President, Manufacturing Operations of Trus Joist MacMillan. On behalf of Trus Joist MacMillan, please accept my support for the joint acquisition of Conrail by CSX and Norfolk Southern.

Trus Joist MacMillan is the world's leading manufacturer and marketer of engineered lumber products. We are located at 4275 Shackleford Road, Suite 220, Norcross, Georgia 30093. We have manufacturing plants located throughout the United States and Canada.

Our company ships approximately 3000 carloads of engineered lumber products across North America annually via rail.

The joint acquisition of Conrail will make more single-line service available to more destinations, particularly in the Northeast, and should result in better overall service. The acquisition can also be expected to improve rail car supply and locomotive utilization to the benefit of all rail customers who use Conrail.

Stability and reliability of transportation is critical to our logistics management. An amicable acquisition of Conrail by CSX and Norfolk Southern will provide for that continued stability.

Again, please accept the support of Trus Joist MacMillan for the joint acquisition of Conrail by CSX and Norfolk Southern.

Sincerely.

Patrick D. Smith
Senior Vice President
Manufacturing Operations

:mb

Tumac a wood products company

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

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

Verified and public statement of Rob Simonsen Tumac Lumber Company, Inc.

My name is Rob Simonsen and I am the Sales Manager of the Everett branch of Tumac Lumber Company, Inc. I have held this position for a little more than ten years. My responsibilities include management of sales for this office; including import and export of domestic and foreign products.

Tumac is a wood products brokerage company with twelve (12) offices throughout the United States and Mexico. Though we purchase and sell products throughout North and South America, we have many suppliers and customers currently served by the NSRR and CR - Tumac Lumber Company, Inc. aggregately ships 2,500 cars annually.

There is a distinct need for two (2) competing railroads in the Northeast, and I advocate STB approval of the joint application by which the Norfolk Southern and CSX plan to acquire control of Conrail, divide its assets and improve to a much greater extent the balance of rail competition. Unfortunately due to the nature of the railroad industry, the only true competition is from over the road transport which leads to a monopolization of bulk transport. I feel that having two (2) railroads in the Northeast will lead to a breakdown of this monopoly leading to greater customer service, more competitive rates and increased rail traffic. I have been very impressed with the level of customer service provided by the NS and in light of the need for two (2) Northeast rail roads, I can think of no better candidate.

I Rob Simonsen, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement. Executed on June 11, 1997.

Sincerely,

Rob Simonson, Sales Manager Tumac Lumber Company, Inc.

TUMAC LUMBER CO. INC.

1804 Hawitt Avenue, Suite 401 • Everett, WA 98201 • Phone(425) 258-2217 • Fax (425) 339-9060

Tumac

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

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

Verified and public statement of Brett M. Levy Tumac Lumber Company, Inc.

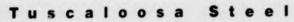
My name is Brett M. Levy and I am the Traffic Manager of the Everett branch of Tumac Lumber Company, Inc. I have held this position for a little more than ten years. My responsibilities include management of traffic for this office; including import and export of domestic and foreign products via steamship, truck and rail.

Tumac is a wood products brokerage company with twelve (12) offices throughout the United States and Mexico. Though we purchase and sell products throughout North and South America, we have many suppliers and customers currently served by the NSRR and CR - Tumac Lumber Company, Inc. aggregately ships 2,500 cars annually.

There is a distinct need for two (2) competing railroads in the Northeast, and I advocate STB approval of the joint application by which the Norfolk Southern and CSX plan to acquire control of Conrail, divide its assets and improve to a much greater extent the balance of rail competition. Unfortunately due to the nature of the railroad industry, the only true competition is from over the road transport which leads to a monopolization of bulk transport. I feel that having two (2) railroads in the Northeast will lead to a breakdown of this monopoly leading to greater customer service, more competitive rates and increased rail traffic. I have been very impressed with the level of customer service provided by the NS and in light of the need for two (2) Northeast rail roads, I can think of no better candidate.

I Breff M. Levy, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement. Executed on June 11, 1997.

Tumac Lumber Company, Inc.





Tuscaloosa Steel Corporation 1700 Holt Road N.E. Tuscaloosa, Alabama 35404-1000 205-556-1310 Fax 205-556-1482

June 4, 1997

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

Dear Mr. Williams:

As Vice President-Logistics & Technical, Tuscaloosa Steel Corporation, one area of responsibility is traffic and transportation for inbound and outbound materials.

Tuscaloosa Steel is a versatile steel mill that manufactures carbon steel hot rolled plate coil, cut-to-length plate, and discrete plate. We are located in Holt, Alabama, directly served by the Kansas City Southern Railway with long-haul shipments and receipts presently by Norfolk Southern, CSXT, BN, and UP/SP. During 1996 our ship/receipt volumes were 208,870 tons (rail); however, our projected 1997 ship/receipts are 234,000 rail tons with a potential of 343,000 rail tons by 1999.

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 applications of CSX and NS to control Conrail. There is a distinct need for two (2) 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 (1) rail carrier. As is the case when only one (1) company is able to operate in a particular market, service can suffer and the price is noncompetitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one (1) rail carrier which owns its facilities. The rail carriers should not be just any rail carrier, but be comparable in terms of size, scope, and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two (2) carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization, and seamless synergies.

Tuscaloosa Steel

Mr. Vernon A. Williams June 4, 1997 Page #2

In addition, we are looking forward to experiencing not only the change from service by one (1) rail carrier increasing to two (2), but also the greatly expanded market reach which single-line service by NS and CSX will offer. An extensive addition of single-line rail service will allow us to provide increased market penetration to areas in which we been unable to compete adequately.

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

I, William B. Smith III, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 4, 1997.

Sincerely,

William B. Smith III

Vice President-Logistics and & Technical



May 29 1997

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

RE: Finance Docket No. 33388

Dear Mr. Secretary:

My name is Gordon L. Rulong. I am Director of Transportation for U. S. Silica Company. My business address is P. O. Box 187, Berkeley Springs, WV 25411. As director of transportation, my responsibilities include planning for rail service, negotiation of rail contracts, rail property equipment leases and arranging for carload transportation. I have worked in the transportation field for thirty-six (36) years and have been responsible for U. S. Silica Company transportation matters for twenty-nine (29) years.

U. S. Silica Company operates industrial sand plants at numerous locations. Plants effected by the acquisition are located in Millville, NJ, Mapleton, PA, Berkeley Springs, WV, Columbia, SC and Ottawa, IL Silica sand is produced at each of these locations. During 1996, from the effected shipping points, U. S. Silica Company originated approximately 10,500 covered hoppers averaging 98 tons per car to numerous rail destinations in the United States.

Over the past several months, we have followed with interest the proposed acquisition of Conrail by CSXT and NS. Early merger plans by the CSXT had given U. S. Silica Company significant concerns particularly as it related to maintaining rail competition in the East. However, since the latest acquisition developments, it is U. S. Silica Company's position that rail competition not only will be maintained but in many instances enhanced.

Rail competition in the East is extremely important to U. S. Silica Company. There is a distinct need for balanced rail competition in order for U. F. Silica Company

to compete on a global basis. Because silica sand transportation expenses often meet or exceed product costs, two rail providers to maintain competition is necessary to keep transportation costs in check. Being able to access competitive carriers, seamless service, equipment utilization and system synergies are most important transportation benefits to U. S. Silica Company and because the proposed acquisition brings together two carriers comparable in size and scope, these benefits can be maximized for better rail transportation service at competitive rates.

In view of the above, it is requested that the Surface Transportation Board approve the application of NS and CSXT to acquire Conrail.

Your consideration is most appreciated.

Sincerely,

Gordon L. Rulong

Director-Transportation

C: R. H. Morrow



June 2, 1997

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

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

Dear Mr. Williams:

My name is Gary M. Bleakley, and as General Manager - Traffic for USX Corporation - U.S. Steel Group (U.S. Steel), I am responsible for all rail, truck and water activities associated with the global distribution of our finished and semi-finished steel product line. I have held a management position in the traffic organization for more than 31 years. Relative specifically to rail, personnel under my direction handle all car supply activities, monitor service and expedite transit, coordinate packaging and equipment design issues, negotiate contract rail rates, designate routings and administrate the filing and collection of loss and damage claims.

U.S. Steel is the world's 6th largest steel producer and this country's largest integrated steel producer. Principal finished products include sheet steel, tin plate, pipe and plates. We also ship steel in various forms between our facilities and our joint ventures for further processing. Our annual finished steel shipments of over twelve million net tons are dwarfed by inbound raw materials (iron ore, coal, coke and limestone) which total almost three tons for every one ton of finished product. Conrail, as the sole service railroad at our Fairless, PA operation, and as a direct service carrier - through switching or short-haul interchange - at the Pittsburgh, PA and Gary, IN locations, plays a critical role in our daily operations. During calendar year 1996, Conrail handled 64,559 loaded rail cars into and out of U.S. Steel facilities. This included the movement of 975,000 tons of semi-finished steel to Fairless, PA for further processing and the movement of over 1.5 million tons of coal and coke and over half a million tons of iron ore in support of our blast furnace operations.





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

Conrail's steel hauling fleet is vital to our operations as we rely on their coil car fleet (open as well as covered) for our coil distribution; unequipped gondolas for pipe, plate and semi-finished; flatcars for plate and pipe; and box cars for palletized tinplate.

Although NS and CSXT have yet to release all details of their proposed operating plans, information relative to the division of Conrail trackage indicates that the result will be a reasonably balanced and competitive system which presents significant opportunities for productivity enhancements and cost reductions. We believe that the purchase and subsequent realignment of former Conrail properties will be beneficial to the long-term business interests of U.S. Steel and extend our full support to both the NS and CSXT in their acquisition effort.

I, Gary M. Bleakley, declare under penalty 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.

Sincerely,

G. M. Bleakley

General Manager-Trata

GMB:sms







Unichema North America

4650 South Racine Avenue Chicago, Illinois 60609 Tel: 312-376-9000

Fax: 312-376-0095

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

VERIFIED STATEMENT OF UNICHEMA NORTH AMERICA.

My name is George Walsh, and I am the Supply and Logistics Manager for Unichema North America. I have held my current position for 1 year. Prior to that I was the Distribution Manager for Unichema North America for 8 years. In my position I am responsible for raw material supply and the purchasing of all transportation and warehousing services for North America.

Unichema North America is a manufacturer of Oleochemicals (Fatty Acids). We have a facility located in Chicago, II. The Chicago facility is currently serviced by Con rail. We sell to various customers located in Ohio, New Jersey, Pennsylvania and Delaware. These customers are serviced by Con rail. During 1996 we shipped approximately 50MM lbs. to these customers. In 1997 we expect to ship approximately 70MM lbs.

We support the approval of the transaction by which CSX and Norfolk southern will acquire control of Con rail, and then divide the assets and trackage of Con rail 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 multiple 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. When only one company is able to operate in a particular market service suffers and the price is noncompetitive. While there may have been a historical reason for insulating Northeast railroading from competition, that time is past, and it is time for customers interested in this market have service by more than one rail carrier which owns its own facilities. The rail carriers must be comparable in size, scope and ability to provide a competitive service. From what I understand about 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.

Unichema North America

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

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

I George R Walsh, declare under penalty 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 3rd, 1997.

Sincerely,

George R. Walsh

Unichema North America

Supply & Logistics Manager



UNITED STATES PIPE AND FOUNDRY COMPANY, INC.

3300 FIRST AVENUE NORTH 35222 POST OFFICE BOX 10406 BIRMINGHAM, ALABAMA 35202

DAVID M. JONES, JR. TRAFFIC MANAGER TELEPHONE (205) 254-7062 FACSIMILE (205) 254-7042

VERIFIED STATEMENT

ON BEHALF OF

UNITED STATES PIPE & FOUNDRY COMPANY, INC.

FINANCE DOCKET NO. 33388

My name is David M. Jones, Jr., and I am the Traffic Manager of United

States Pipe & Foundry Company, Inc. I have held my present position for 15 years.

My duties include the responsibility for managing the transportation needs of my company, both domestic and foreign.

United States Pipe & Foundry Company, Inc., is a manufacturer of ductile iron pipe, fittings and fire hydrants. We have facilities located at North Birmingham, Alabama and Bessemer, Alabama which are served by the NS Railroad. We sell to customers/suppliers located on all the major railroads. During, 1996, we shipped approximately 1000 carloads and pig trailers to these destinations. We ship these loads on bulkhead flat cars or on special JTTX flat cars furnished by the NS Railroad or on pig trailers.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facilities are located on the lines of the 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 rail 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 many years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

We also have a ductile iron pipe manufacturing plant at Burlington, New Jersey served by Conrail. We understand that this location will be in the joint service territory and therefore will be serviced by both railroads through a terminal carrier. This should give us better service on shipments to and from this facility.

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

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

David M. Jones, Jr.

Dand m. Jours f.

DMJJr/sb



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 Jim Dunn, and I am General Manager of Vascor, LTD., 1125 Cherry Blossom Way, Georgetown, Kentucky 40324. Vascor has been in business for nine years as a vendor of ramp operations for Norfolk Southern Corporation at Georgetown, Kentucky.

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

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

Sincerely.

Jim Dunn



VENTURA GRAIN CO., INC. 148 LONGMEADOW ROAD TAUNTON, MA 02780

TEL: (508) 824-7292 FAX: (508) 824-5177

May 27, 1997

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

My name is Paul J. Ventura. I am the President for Ventura Grain Co., Inc. My business address is 148 Longmeadow Road, Taunton, MA 02780, 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 get 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 that 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 increase market penetration to areas in which we've been unable to compete adequately.

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

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

Sincerely,

Paul J. Ventura

President, Ventura Grain Co., Inc.

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VOSS INDUSTRIES



7925 Beech Daly Rd • Taylor, MI • 48180 (313) 291-7500 • Fax (313) 291-7504

YOUR STEEL PROCESSING CENTERS-PICKLING-SLITTING-COATING-LEVELING-CUT TO LENGTH

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

June 2, 1997

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

Verified Statement on behalf of Voss Industries Finance Docket No. 33388

Dear Mr. Williams,

I am writing this letter to support the application of Norfolk Southern to merge with Conrail.

We are a steel processing company with two plant locations in the Detroit area - one served by Norfolk Southern and the other by Conrail. Both plants receive steel coils on a daily basis from locations all over the Eastern part of the U.S. In 1996 each plant received in the range of 700 to 800 rail cars. Rail has become increasingly important to our customers, from a cost and service point of view. It is critical for our business that rail service be as efficient and reliable as possible.

Even though we are a relatively small customer of Norfolk Southern (with service to our Taylor location) we have found their service and attention to our account to be exemplary - from meetings with account executives to more informal daily discussions with the local yard crews and management. They have always shown a willingness to go the extra mile to attend to any of our special needs, including Saturday overtime as may be needed. We are confident that same service philosophy would extend to any CR lines they acquire as a result of the merger.

I, Michael Vernier, declare under penalty 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 Monday, June 2, 1997.

WILLIAM H. WAIDE SEVENTH FLOOR 210 INTERSTATE NORTH PARKWAY ATLANTA, GA 30339

BEFORE THE

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENT -CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

VERIFIED STATEMENT OF WILLIAM H. WAIDE WILLIAM H. WAIDE SEVENTH FLOOR 210 INTERSTATE NORTH PARKWAY ATLANTA, GA 30339 404.955-5965

VERIFIED STATEMENT OF W. H. WAIDE COMPANY, INC.

My name is William H. Waide, and I am President of W. H. Waide Co, Inc.

I have held my present position for 13 years.

W. H. Waide Co., Inc. is a sales company dealing directly with freight car and locomotive manufacturers as well as Conrail, NS, and CSX. Our products include decals, castings, wheels and axles, springs and fabricated products. Our offices are located at 210 Interstate North Parkway, Seventh Floor, Atlanta, Ga 30339. We sell to Conrail, NS, CSX, GE, Johnstown-America Corp. and various repair shops. These facilities are located on the lines of NS, Conrail and CSX.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both cailroads and their customers, we would welcome the benefit of increased eastern rail market competition which will stimulate the demand for more rail cars and thus railcar products.

There is a distinct need for balanced rail competition in the East.

Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Because transportation expenses are a major product cost item for

WILLIAM H. WAIDE

SEVENTH FLOOR 210 INTERSTATE NORTH PARKWAY ATLANTA, GA 30339 404/955-5965

most companies and many short-haul movements will not support two-line service, approval will:

- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets
- improve equipment utilization through better, more direct and faster service, which will
- reduce truck traffic on major interstate lanes, and
- extend CSX and NS's quality service to new markets.

It is our understanding that approval will provide almost equal market share for CSX nad NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routes and terminal areas.

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

I, W. H. Waide, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement 353

Signature



BEFORE THE

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 3388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND GPERATING LEASES/AGREEMENT -CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

VERIFIED STATEMENT
OF

LAWRENCE J. GROSS
VICE PRESIDENT - MARKETING
WABASH NATIONAL CORPORATION



VERIFIED STATEMENT OF LAWRENCE J. GROSS WABASH NATIONAL CORPORATION

My name is Lawrence J. Gross, and I am the Vice President, Marketing for the Wabash National Corporation. I have held my position for 6 years. My duties include the marketing and sale of the RoadRailer intermodal system, an innovative system of bi-modal highway/rail semi-trailers and supporting railroad gear. The RoadRailer system is utilized by railroads and major trucking companies to provide high-quality intermodal service.

Wabash National Corporation is the largest supplier of semi-trailers in the world and is the exclusive supplier of the bi-modal RoadRailer system. Wabash produces a complete product line of highway semi-trailers including dry freight, refrigerated, auto-hauling, flat and dump trailers. These trailers are used in over-the-road, piggyback and bi-modal services. In 1996, Wabash National had revenues of \$631.5 million and shipped a total of 36,500 complete semi-trailers. We have production facilities located in Lafayette, IN, Scott County, TN and Fort Madison, IA. The Lafayette facility is served by Norfolk Southern. We sell to customers located across the nation, as well as exporting trailers to Europe, Australia, Mexico, Canada, South America and the Far East. During 1996, we moved several thousand new trailers via TOFC to various destinations on both the east and west coasts for delivery to our customers. We will shortly be initiating operations at a new production facility in Lafayette which will require approximately 150 carloads of plastic pellets per year, to be delivered by Norfolk Southern.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market intermodal equipment to both railroads and their customers, we would welcome the benefit of increased eastern rail market competition which will stimulate the demand for more high quality intermodal service and hence more demand for innovative intermodal products.

There is a distinct need for balanced rail competition in the East. Such competition into key eastern markets will act as a stimulus for the improvement of intermodal services and a spark

for innovative approaches to increasing intermodal's competitiveness in these shorter traffic lanes. This will result in new intermodal options opening up for eastern shippers and ultimately will lower transport costs.

It is our understanding that approval will provide almost equal market share for CSX and NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routes and terminal areas.

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

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

Signature

cc: William A. Wiles, Norfolk Southern Corp.





April 30, 1997

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

Dear Mr. Williams:

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 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, Timothy R. Hausfeld, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to ille the verified statement. Executed on April 30, 1997

Sincerely,

Timothy R. Hausfeld

President, Western Building Products, Inc.



Verified Statement
of
Merlyn N. Richmond
on behalf of
Western International Forest Products, Inc.

Regarding STB Finance Docket No. 33388

My name is Merlyn N. Richmond, Director of Transportation, Western International Forest Products, Inc., 9115 S.W. Oleson Rd., Suite #302, Portland, Oregon 97223. I have held this position for 14 1/2 years. I am responsible for making transportation decisions involving the movement of our lumber, plywood, gypsum wallboard and steel orders.

Western International Forest Products, Inc. is a wholesale forest products company buying and selling forest products, building materials and steel primarily in Canada and the United States. We operate a remanufacturing facility known as Bear Springs Forest Products. Western International is a subsidiary of Forest City Trading Group. One of our primary markets is the Northeast. We feel a joint acquisition of Conrail by the CSX and Norfolk Southern would be beneficial to the shipping public. In many instances, this division of Conrail assets and trackage would result in an improvement in service and competition, since there would be two railroads vs. one as is now the case. Also, this should result in a more efficient operation in terms of less circuity in route which in turn improves service and reduces fuel consumption. The latter represents an environmental enhancement.

Our experience with both the CSX and NS has been very favorable relative to customer service, transit times and competitive prices. These are business factors that result in improved cash flow, less service failures, reduced business loss and customer claims for market value declines. The NS and CSX are financially sound and will be in a more favorable position to provide capital improvements by way of additional rail cars & locomotives to insure that we the shipping public will benefit from the inherent advantages of the two railroads vs. Conrail. More importantly, this acquisition will give us a more balanced transportation system in the Northeast, a major market in our business.

Environmentally, the potential reduction in fuel consumption and ensuing elimination of pollution problems due to a more efficient rail system should make this proposed transaction highly desirable both economically and from a health standpoint, also.

In view of the NS and CSX financial stability, we believe this acquisition of the CR would be in the public's best interests. Western International strongly supports the approval of the joint application of NS and CSX to acquire Conrail.

I, Merlyn N. Richmond, declare under penalty 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,

Merl M. L. Showard Merlyn N. Richmond

Director of Transportation

Western International Forest Products, Inc.

BEFORE THE

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENT -CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

VERIFIED STATEMENT OF

James C. Pontious

Phone: (412) 825-1102 Fax: (412) 825-1499

VERIFIED STATEMENT OF James C. Pontious

Westinghouse Air Brake Company

My name is James C. Pontious, and I am Vice President of Sales and Marketing for the Westinghouse Air Brake Company. I have held my present position for seven (7) years. My duties include responsibility for Sales and Marketing of our products from ten (10) different plants located throughout the eastern U.S. and Ontario, Canada. We make daily shipments from all of our facilities by truck and intermodal carriers. Our annual budget for transportation exceeds \$2 Million.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both railroads and their customers, we would welcome the benefit of increased eastern rail market competition which will stimulate the demand for more rail cars and thus railcar products.

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Transportation expenses are a major product cost item for most companies and improved competition will continue to lower the cost of transportation. We are pleased that the average cost of transportation has dropped considerably since deregulation of the railroads occurred in 1980 and we believe that the planned purchase of Conrail by CSX and Norfolk Southern Railroads will further improve rail competition and related efficiencies in the northeast US. We believe approval will:

improve the efficiency of single line service to more customers including ourselves
 and

Freight Marketing Department Wilmerding, PA 15148-0001 Phone: (412) 825-1102 Fax: (412) 825-1499

improve equipment utilization through better, more-direct and faster service, which
will also help to reduce truck traffic on major interstate highways through
increased use of intermodal services and

extend CSX and NS's quality service to new markets.

It is our understanding that approval will provide almost equal market share for CSX and NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routes and terminal areas.

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

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

Signature

cc: William A. Wiles, Norfolk Southern Corp.

John W. Basso, VP Supply and Service Management, CSX

Verified Statement of Christopher K. Seglem
on behalf of
Westmoreland 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



My name is Christopher K. Seglem, and I am President of the Westmoreland Coal Company. I have served as President since June 1992.

Westmore and, through its subsidiary Westmoreland Terminal Company, owns a twenty percent (20%) interest in Dominion Terminal Associates (DTA), a coal ground storage export and coastwise transshipment facility located in Newport News, Virginia served by the CSX Railroad. DTA began operations in 1984 and Westmoreland, until 1995, used the terminal primarily to load its own coal moving in the export and coastwise markets. Since 1995 Westmoreland has leased its space in the terminal to others. In 1996 Westmoreland's lessees shipped approximately 3.3 million tons of coal through DTA.

Westmoreland strongly supports the proposed acquisition of Conrail by CSX and Norfolk Southern. Since DTA is served only by CSX the future viability of that Railroad is of paramount interest to Westmoreland. We believe that this proposed acquisition will contribute to CSX's continued health and will insure CSX's ability to continue serving DTA. In addition we are of the opinion that the acquisition will create greater opportunities to bring coal to DTA from sources not now being served by CSX. This is of particular interest to Westmoreland since its investment in DTA is dependent on its ability to lease its throughput rights to other coal producers desiring to engage in the export or coastwise markets.

For the foregoing reasons Westmoreland gives its full backing to the acquisition of Conrail by CSX and Norfolk Southern.

I, Christopher K. Seglem, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this second day of June 1997.

By

Christopher K. Seglem

BEFORE THE SURFACE TRANSPORTATION BOARD 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

FILED ON BEHALF

OF

WILLAMETTE INDUSTRIES, INC.

DATED: July 10, 1997

BY: MICHAEL D. SALVINO
DIRECTOR OF TRANSPORTATION
WILLAMETTE INDUSTRIES, INC.
1300 SW FIFTH AVENUE, #3700
PORTLAND, OR 97201

VERIFIED STATEMENT

OF

MICHAEL D. SALVINO

INTRODUCTION

My name is Michael D. Salvino, Director of Transportation for Willamette Industries, Inc., a Fortune 500 company that manufactures and sells paper and building material products. Willamette Industries operates 97 plants in 22 states and one plant in Ireland, and employs over 13,000 people. Nearly all of our 98 plants ship or receive by rail. We have 5 paper converting plants served by ConRail, as well as one paper mill that connects to ConRail via a short line railroad.

I have been with Willamette Industries for nine years and I direct the Transportation Department. I have a combined 15 year background in forest products transportation. I have a Master of Business Administration degree from Portland State University and a Bachelor of Science degree from Willamette University.

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STATEMENT OF POSITION

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire ConRail and subsequently divide its' assets. There is a distinct need for two strong competing railroads in the Northeast as opposed to having a single railroad serving major metropolitan areas (ie. New York), which is the case presently. This transaction would also grant increased single line service to our 5 paper converting plants.

SUPPORTING REASONS

The following reasons substantiate why we support this merger:

- 1.) As our national rail system has become more consolidated through recent merger activity, competitive factors are becoming a major concern. We are pleased that in the present case, competition is being created in NY/NJ, Philadelphia and Detroit. The introduction of competition in this case is a fundamental ason why we are supporting this merger.
- 2.) We see benefits in receiving increased single line service. The following lanes become single line service to us: Hawesville, KY to Indianapolis, IN (2 plants) / Delaware, OH / Bellmawr, NJ, Kingsport TN to Indianapolis, IN, and Bennettsville, SC to Indianapolis, IN.

- 1996 rail market share to these lanes was 54%.
- 3.) Single line service allows for rail movements to become more truck competitive through more dependable, consistent and faster service. The possibility is there to increase the above rail market share from 54% to 80-85%, provided the single line railroad (CSX) improves service and reduces rates to become truck competitive.
- 4.) It has been our experience that ConRail has been the least customer oriented Class I railroad on both marketing and operational issues. This is due to their lack of flexibility and willingness to seek customer input before making decisions. Both CSX and NS have a much better record in this regard and we welcome the opportunity to work with these successful railroads.
- 5.) Transportation costs are a major expense item for our company to be competitive both domestically and globally. We feel having two strong competitors in the east will provide a competitive backdrop to insure rail rates are reasonable and market based.

CONCERN

The consolidation of the nation's rail freight system through mergers has come to a critical point. Lack of competition is a major concern. The domestic paper market is presently 90% supplied by domestic production. Any increases in transportation due to lack of competitive factors will impact our ability to hold domestic market share and put a \$200 billion dollar industry at risk. Therefore, any further consolidation among the 4 remaining major Class I railroads (UP, BNSF, CSX and NS - after approval of this case) must be met with a new approach or model to address these competitive factors to insure that our national freight rail system continues to contribute to the vitality of all industries dependent on rail.

CONCLUSION

We support approval of the transaction which will allow CSX and NS to acquire ConRail and subsequently divide its' assets to form two strong rail systems in the east. Increased single line service, as well as introduced competition to major metropolitan areas in the east provide for a strong and viable rail system which is necessary for our nation's economy.

we respectively request that the Board give full consideration to all of the foregoing in this document regarding the proposed transaction.

Respectfully Submitted By:

MICHAEL D. SALVINO

DIRECTOR OF TRANSPORTATION WILLAMETTE INDUSTRIES, INC.

YERIFICATION

STATE OF OREGON)) ss)

MICHAEL D. SALVINO, being duly sworn, deposes and says he has read the foregoing statement, knows the contents thereof, and that the same are true as stated.

Michael D. Salvino

Subscribed and sworn to before me this 10 day of July, 1997.

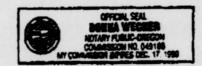
Notary Public

My commission Expires:

Dec. 17, 1999

(Seal)

-6-



VERIFIED STATEMENT OF: JOHN G. BRESLIN

WITCO CORPORATION

My name is John G. Breslin, and I am Director of Logistics for Witco Corporation and have held this position for eight years. My duties include policy, procurement, regulatory compliance in all transportation, warehousing and related activities in all geographies.

Witco Corporation is a specialty chemicals company. We have facilities located in Perth Amboy, New Jersey and Petrolia, Pennsylvania. These facilities are presently serviced by CSX and CR. We sell to and receive products from customers and suppliers located throughout the world. During 1996, we shipped thousands of carloads/containers/trailers to and from these destinations and origins.

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. 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. As is the case when only one company is able to operate in a particular market, service suffers and price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. Their rail carriers should not be just any rail

Page 2.

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, in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and 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 service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase market penetration to areas in which we have been unable to compete adequately.

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

I, John G. Breslin, declare under penalty 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.

Sincerely,

WITCO CORPORATION

By: John G. Breslin

Title: Director of Logistics



June 5, 1997

Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket 33220 1201 Connecticut Avenue, NW Washington DC 2042.

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

Dear Secretary Williams:

I'm the business manager of Forshaw Chemical/ Wood Protection Products, a Charlotte, NC, wood products company that has been in business for 35 years.

We receive a lot of chemicals by freight train by CSX. This freight service is an integral pat of our production process. Chemical production is an exacting business, one that requires efficient time management. Anything that impacts our production line has to run smoothly.

Unfortunately, because of the number of times our goods have to be re-routed from one railroad to another, service is anything but smooth. Charlotte has become on the large business centers of the United States. We're close to most of our major markets. And yet we still suffer from a lack of a single-line direct service to the Midwest and to the Northeast.

Please do whatever you can -- including the swift approval of the CSX/Conrail acquisition of Conrail.

Sincerely,

Anne Scott



May 22, 1997

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

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

Dear Mr. Williams:

My name is Tracy W. Hylton, and I am President of WRM, Inc. I have held my position for 40 years. My duties include managing coal mining operations along with shipment of coal by rail and other methods.

WRM, Inc. is a coal mining company which manages coal mining and shipment through its subsidiaries such as Min, Inc. and New Land Leasing Company, Inc. We have facilities located at Wharncliffe and Pax, WV. These facilities are presently served by Norfolk Southern Railway Company. We sell to Duke Power, ship overseas through Consolidated Coal, to Drummond Coal, Co. through New Orleans ports to Delmarva Power at New Jersey by rail. These facilities are located on the lines of Norfolk Southern Railway Company. During 1996 we shipped 10,000 carloads from these origins.

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

market to have service by more than one rail carrier which would own its facilities. These rail carriers cannot be just any rail carriers, they must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 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, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,

Tracy W. Hylton

Signature Signature

President

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

375



Woodgate Petroleum Co.

P.O. BCX 538

STEPHENS CITY, VIRGINIA 22655

PHONE: (540) 869-/410

VERIFIED STATEMENT OF JOHN L. MCKENZIE on behalf of WOODGATE PETROLEUM COMPANY

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

I am John L. McKenzie, Vice President, of Woodgate Petroleum Company. Woodgate Petroleum Company is located at I Rabbit Lane, Stephens City, Va. 22655. I am responsible for executive and administrative decision making, including transportation and logistics requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Woodgate Petroleum Company operates trans-shipping and storage terminals that received 1,892 carloads of Liquefied Petroleum Gas during 1996. We serve as a medium for transfer of LPG from rail to motor carrier, and as a means for producers and regional distributors to bring product into the market.

In our business, consistent reliable rail transportation is crucial to our logistics management. The LPG industry owns its own railcars and the efficiencies of single-line service enhance the consistency of transit times, and will return cars to the origination point more quickly.

We believe that the acquisition of Conrail by CSX and NS will provide single-line systems with improved blocking patterns that will reduce delays during handling at congested gateways. If blocking patterns can be structured such that interchange times are reduced, transit times and costs will go down accordingly.

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

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

John L. McKenzie



VERIFIED STATEMENT OF WYATT TRANSFER, INC. FINANCE DOCKET NO. 33388

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

Dear Mr. Williams.

My name is Charles M. Louthan, and I am the Executive Vice President of Wyatt Transfer, Inc. in Richmond, Virginia. In this position, I am responsible for the sales, finances and growth of our company.

Wyatt Transfer has been in business since 1885. Originally started with a "dray" team of mules, Wyatt has grown to become a regional intermodal trucking company, specializing in the movement of piggyback trailers and ocean containers. Our connection with the railroads is as long as the history of our company. In the past, we have been a ramp operator for the Chesapeake & Ohio and the Richmond, Fredericksburg and Potomac Railroads. We currently work in an intermodal capacity with Norfolk Southern in Norfolk, Alexandria, and Front Royal, Virginia, CSX in Portsmouth, Virginia and Baltimore, Maryland, and Conrail in Baltimore.

We recognized the importance of competition as a basic facet of what makes American business strong. Competitive pricing for services and products will keep us strong in the world market, and, therefore, we are supportive of the efforts of Norfolk Southern and CSX to acquire and then divide Conrail.

The need for "streamlining" the distribution system will make intermodal transportation an ever-growing segment of the American transportation scene. The commitment that Norfolk Southern has made in

capital improvements for intermodal is evidence of the forward thinking needed for this growing system.

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

I, Charles M. Louthan, declare under penalty 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.

Yours truly,

Charles M. Louthan

Executive Vice President

MILL OFFICE STATE ROAD 54A ZEPHYRHILLS, FLORIDA 38598 33541 PHONE 782-1578

ZEPHYR FEED COMPANY



VERIFIED STATEMENT OF

Jay Linville

on behalf of

Zephyr Feed Co., Inc.

STF Finance Document No. 33388

My name is. Jay Linville, I am Vice President for Zephyr Feed Co., Inc. I am responsible for purchase of grain and feed products, and the transportation of same into our facility at Zephyrhills, FL. Our mill is rail service exclusively by the CSXT. I have been at this capacity for 25 years, and I would like to express our support for the proposed division of Conrail's assets. We are hopeful the Surface Transportation Board will approve the acquisition of Conrail by CSXT and NS.

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

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

Executed this 30 day of May, 1997.

Jay Linville V.P.

Federal Surface Transportation Board -- Page 2

The Honorable Barbara Mikulski United States Senate

The Honorable Roscoe Bartlett U. S. House of Representatives

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

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

The Honorable Parris Glendening Governor, State of Maryland

CHARLES L. AMOS

Original Paintings, Drawings and Limited Edition Prints
Oil - Pastel - Charcoal

323 CUMBERLAND STREET
CUMBERLAND, MARYLAND 21502

(301) 722-5719

May 21, 1997

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

Dear Madam Chairman:

I write to you as a former railroader and as the retired Executive Director of the Allegany County Chamber of Commerce. I urge the Surface Transportation Board to move expeditiously and approve the pending requests of the CSX and Norfolk Southern Railways to merge Conrail into their respective systems.

Opening up the many markets served exclusively by Conrail is long overdue and will provide better competitive intercourse not only between the two railroads, but within the northeast region and the rest of the nation.

The rivalry historically demonstrated by these two carriers bodes well for the future enhancement of our national economy. Also, improved competition will make better use of the advantages of both highway and railway transportation, and positive benefits will accrue to our Interstate Highway system.

In addition, the division of Conrail will provide economic benefits to the many on line communities, including Cumberland, Maryland.

Again, I urge expeditious approval of the pending application(s).

Sincerely,

Charles L. Amos

cc: Mr. John Snow, Chairman and CEO.
CSX Corporation

The Honorable Paul Sarbanes United States Senate

Helen Bentley & Associates, Inc.

Helen Delich Bentley, President Member of Congress 1985-1995 Chairman, Federal Maritime Commission 1969–1975

1925 York Road Lutherville, Maryland 21093-4225 Telephone (410) 561-2070 Fax (410) 561-3486

May 27, 1997

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

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

Dear Mr. Williams:

I. Helen Delich Bentley, President of Helen Bentley and Associates, support the above merger and urge the Surface Transportation Board to accept this letter as testimony.

It is critical that the Port of Baltimore and the State of Maryland maintain two Class I Railroads in order to remain competitive and provide the type of service that the gigantic market area of Baltimore-Washington deserves. Both the port and the industry throughout the State must have adequate service. We have had both CSX and Conrail over the years. With the proposed division of Conrail, we in Maryland feel that the addition of Norfolk and Southern to this area not only is exciting but should be most beneficial to the area's future prosperity.

I, Helen Delich Bentley, declare under penalty 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 31st day of May, 1997.

Helen Delich Bentley,

President, Helen Bentley & Associates

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 Donald G. Brown FINANCE DOCKET NO. 33388

May 29, 1997

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

Dear Mr. Williams;

My name is Donald G. Brown and I am a sole proprietor located at 6328 Lowridge Drive., Canal Winchester, OH 43110. I do miscellaneous repair work at Norfolk Southern's Columbus, OH Intermodal facility.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal services. 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.

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 wirning the Harriman Award.

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

I, Donald G. Brown, declare under penalty 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,

Donald G. Brown

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 Sam L. Conley FINANCE DOCKET NO. 33388

May 29, 1997

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

Dear Mr. Williams:

My name is Sam L. Conley and I am a sole proprietor located at 8565 Smith Calhoun Road, Lot 70, Plain City, Ohio 43064. I do construction work and have worked at Norfolk Southern's Columbus, OH Intermodal facility.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal services. 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.

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

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

I, Sam L. Conley, declare under penalty 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.

Sam & Conley

Sam L. Conley

ANA G. RODRIGUEZ DE SANCHEZ 104 Meadowrue Lane Wenonah NJ 08090

June 3, 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:

I am writing in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Corporation.

The division of Conrail among Norfolk Southern and CSX Transportation will create two healthy, competitive rail systems throughout the eastern United States. This is good news for shippers, customers and for our economy in general.

The consolidation of rail lines is a natural, healthy trend which is a necessary response to the forces of global competition. Five giant rail systems have developed from the approximately 40 Class I railroads which were in business in 1980 when the industry was deregulated.

Not all these mergers have been equal in terms of benefit and harm. The proposed division of Conrail's operations, however, is one of the best mergers ever to be proposed. It will restore rail competition to parts of the nation which have not had such competition for more than two decades.

Pennsylvania is a state which has depended on quality rail service throughout its history. The acquisition of Conrail by Norfolk Southern and CSX Transportation will establish a rail system capable of handling our state's rail transportation needs well into the twenty-first century.

Sincerely,

Ana G. Rodriguez de Sanchez

US Senate 105th Congress Republican Task Force on Hispanic Affairs

415 North MacArthur Drive Palatine. IL 60067-3801

May 6, 1997

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



Subject: STB Finance Docket No. 33388: CSX Transportation, Inc. (CSX) and Norfolk Southern Railway Company (NS) - Control and Operating Leases/Agreements - Consolidated Rail Corporation (CR)

Dear Mr. Williams

This represents my **SUPPORT** of the arrangements proposed by CSX and NS for the control and operating leases/agreements of CR as described in STB Docket #33388. Surviving railroads would be CSX and NS with service generally East of the Mississippi River.

I am a Transportation Consultant with clients that ship by rail in the Northeast part of the U.S. Shipments are made both as single-car or as part of a multi-modal tender. CR is currently being used as part or all of the rail routing for shipments from and to the Northeast.

The arrangement proposed by CSX, NS & CR would provide the opportunity to utilize more efficient single-line routing of rail traffic between the Southeast and Northeast U.S. Further, the arrangement introduces competition between CSX and NS in the Northeast U.S.

In conclusion, the arrangement proposed by CSX, NS and CR will result in a superior, safe, and efficient transportation mode in the Eastern part of the U.S.

Thank you for the opportunity to express my point of view on this subject.

Sincerely yours,

James W. Gieseler Registered Practitioner

Surface Transportation Board

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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 Control, Inc. and Consolidated Rail Corporation STB Finance Docket NO 33388

Dear Mr. Williams:

As a community leader and concerned citizen, I am strongly in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Transporation.

This proposal is especially good for Pennsylvania because it will ensure true competition between two strong railroads. Our state's two biggest cities, Philadelphia and Pittsburgh, will retain rail freight service by two major competitors. This means Pennsylvania freight shippers will have the price and service options that come when rail service is provided by two large, comparably sized Class 1 railroads serving both the carload and fast-growing intermodal markets.

competition and service will attract more traffic to rail intermodal and will divert traffic from trucks. Taking trucks off the highway produces significant benefits for the region by alleviating congestion and helping to lessen air pollution.

After it acquires portions of Conrail, Norfolk Soutern will provide improved intermodal services and will expand double-stack opportunities for Pennsylvania customers on already cleared routes to southern destinations.

The service and efficiency benefits that will be produced by the consolidation of the eastern rail network into two comparably sized, financially strong systems will benefit Pennsylvania customers, rail employees, communities and the public at-large. For these reasons, I strongly urge you to approve as quickly as possible the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation.

Sincerely,

Farah M. Jimenez

Carlton W. Kelch 1153 S. Lee Street - #142 Des Plaines, IL 60016 (847) 827-2940

May 30, 1997

The Honorable Vernon A. Williams Surface Transportation Board STB Finance Docket # 33388 1925 K Street, N.W. Washington, D.C. 20433-0001

Dear Mr. Williams:

Please accept this letter as my support for the acquisition of Conrail by the Norfolk Southern Corporation and CSXT Corporation.

My name is Carl W. Kelch, Transportation Consultant, with my clients primary emphasis being the carbon dioxide industry. Having had many years industry experience with this product, my clients rely on my input in developing their transportation decisions for carbon dioxide.

I support and endorse Norfolk Southern and CSXT's plan to introduce rail competition into areas where it does not now even exist.

I support this most beneficial acquisition plan before the Surface Transportation Board.

Sincerely,

Carl W. Kelch

Transportation Consultant

DW Kolck

James Linke, Architect

2478 Club Road Columbus, Ohio 43221 614-486-6383

May 27, 1997

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

VERIFIED STATEMENT OF JAMES LINKE, ARCHITECT 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

ABOLD ON

My name is James Linke, and I am the Owner of James Linke. Architect, 2478 Club Road, Columbus, Ohio 43221. I have held my present position for 7 years. My duties include design intermodal transportation facilities.

James Linke. Architect is an architectural consulting firm providing planning and architectural consulting services for intermodal transportation facilities. We work with NS at the following location. Columbus, Ohio.

Based upon our experience in providing the services described above we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in 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, James Linke, declare under penalty of perjury that the foregoing is true and correct Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 27, 1997.

Sincerely,

James Linke, Architect

JL/kll

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

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

Dear Mr. Williams:

I, Joseph J. Long, Sr., Retired Delegate and State Senator from the 38th District of Maryland and former Pennsylvania Railroad, Penn Central, and Conrail employee for over thirty four years, support the above merger and urge the Surface Transportation Board accept this letter as testimony.

As a former railroad employee, I know the importance of having a Class I railroad service the Delmarva Peninsula.

The Peninsula, consisting of most of Delaware, nine counties in Maryland and two in Virginia, relies on rail transportation to bring chemicals, grain, coal, aggregate, etc., to the agri-business communities that are located along its two hundred mile line. The volume of rail traffic here is a real indication of need for a Class I railroad.

Norfolk Southern would bring another quality railroad to all of Maryland, open new markets, and provide, along with CSX, better and more direct service to all areas for Maryland goods and products.

I request that the Surface Transportation Board approve the merger and allow us in Maryland the privilege of having the fine service that Norfolk Southern has provided their customers over the years.

Page 2 - Mr. Vernon A. Williams

Joseph J. Long, Sr.

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

Executed this 28th day of May, 1997.

Sincerely,

Joseph J. Long, Sr. Retired Senator of Maryland 38th District

JJL:mh1