

SECURITIES AND EXCHANGE COMMISSION

FORM DFAN14A

Definitive additional proxy soliciting materials filed by non-management including Rule 14(a)(12) material

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SUBJECT COMPANY

CONRAIL INC

CIK: **897732** | IRS No.: **232728514** | State of Incorpor.: **PA** | Fiscal Year End: **1231**
Type: **DFAN14A** | Act: **34** | File No.: **001-12184** | Film No.: **96688026**
SIC: **4011** Railroads, line-haul operating

Mailing Address

*P.O. BOX 41429
2001 MARKET STREET
PHILADELPHIA PA 19101-1429*

Business Address

*TWO COMMERCE SQ
P O BOX 41417
PHILADELPHIA PA 19101-1417
2152094434*

FILED BY

NORFOLK SOUTHERN CORP

CIK: **702165** | IRS No.: **521188014** | State of Incorpor.: **VA** | Fiscal Year End: **1231**
Type: **DFAN14A**
SIC: **4011** Railroads, line-haul operating

Business Address

*THREE COMMERCIAL PL
NORFOLK VA 23510-2191
8046292680*

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant / /
Filed by a Party other than the Registrant /X/

Check the appropriate box:

- / / Preliminary Proxy Statement
- / / Confidential, for Use of the Commission Only
(as permitted by Rule 14a-6(e) (2))
- / / Definitive Proxy Statement
- /X/ Definitive Additional Materials
- / / Soliciting Material Pursuant to Section 240.14a-11(c)
or Section 240.14a-12

CONRAIL INC.

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NORFOLK SOUTHERN CORPORATION

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

- /X/ No fee required.
- / / Fee computed on table below per Exchange Act Rules 14a-
6(i) (1) and 0-11.

- (1) Title of each class of securities to which transaction
applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction
computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated
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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

FOR IMMEDIATE RELEASE

December 27, 1996

Media Contact: Robin Chapman
757-629-2713

NS ASKS STB TO RULE CSX-CONRAIL "LOCK-OUT" PROVISION UNLAWFUL

NORFOLK, VA -- Norfolk Southern Corporation (NYSE: NSC) today asked the Surface Transportation Board to rule that a December 18 amendment to the merger agreement between CSX and Conrail constitutes unlawful control by one railroad over another.

The amendment prohibits Conrail, without CSX's consent, from entering into or discussing a merger agreement with any other company until 1999, even if Conrail shareholders or the STB disapprove the proposed CSX merger.

"Unless the Board intervenes to protect its jurisdiction over the control of one rail carrier by another," Norfolk Southern said in its petition to the STB, "CSX will be able to use the unlawful control afforded by the lock-out provision to coerce a critical vote of Conrail stockholders scheduled for January 17, 1997, by portraying CSX as the only choice available to them -- even though the terms of CSX's acquisition would provide Conrail's shareholders other than CSX \$1.16 billion less than Norfolk Southern's offer and even though a CSX-Conrail consolidation on its face presents extremely serious competitive

issues, as CSX officials acknowledged years ago in testimony to Congress."

Norfolk Southern said that while provisions are commonly used in merger agreements that allow the merging parties time to secure needed corporate and regulatory approvals to consummate the transaction, a "lock-out" extending more than one year after the expected date of the STB's final decision on the CSX-Conrail merger is "extraordinary and wholly unjustified" and is intended to coerce Conrail shareholders to approve the transaction.

"The obvious and only intent of the amended lock-out provision is to preclude even the possibility of NS's superior offer from being realized for so long that Conrail shareholders will feel that they are left with no other effective choice but to accept the CSX merger," Norfolk Southern said.

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World Wide Web Site - <http://www.nscorp.com>