

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 transac-
tion applies:

(2) Aggregate number of securities to which transaction
applies:

(3) Per unit price or other underlying value of transac-
tion computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is
calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provid-
ed 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:

December 19, 1996

Media Contact: Robert Fort
(757) 629-2714

NORFOLK SOUTHERN STUDYING 11TH-HOUR CSX OFFER

NORFOLK, VA -- Norfolk Southern Corporation (NYSE: NSC) today issued the following statement:

"Norfolk Southern is studying CSX's most recent proposal to acquire Conrail Inc. However, CSX's latest offer appears to be an 11th-hour attempt to avoid defeat at the shareholders' meeting that had been scheduled for December 23.

"There should be no doubt that Norfolk Southern remains as determined as ever to acquire Conrail and will use any and all appropriate financial means to accomplish that objective."

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