

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-
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(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
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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Identify the previous filing by registration statement
number, or the Form or Schedule and the date of its
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(1) Amount Previously Paid:

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

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(4) Date Filed:

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NS PRAISES RULING BLOCKING CONRAIL FROM POSTPONING SHAREHOLDER MEETING

NORFOLK, VA -- Norfolk Southern Corporation (NYSE: NSC) today issued the following statement in response to U.S. District Court Judge Donald Van Artsdalen's decision granting its motion for a preliminary injunction to prevent Conrail Inc. from postponing a special meeting of shareholders scheduled for December 23:

"Today's decision is a victory for Conrail shareholders who will now have the opportunity to voice their opinion on Conrail's proposal to 'opt out' of the fair value provision of Pennsylvania's anti-takeover statute.

"We are pleased that Judge Van Artsdalen recognized that the December 23 vote would be nothing more than a 'sham election' if Conrail could cancel the shareholder meeting because it was losing.

"During the hearing, Judge Van Artsdalen asked Conrail's lawyer, 'Isn't there something fundamentally unfair with saying, 'we're going to hold an election, but we're only going to hold it if we know we're going to win?'' In his ruling, the judge agreed with Norfolk Southern that the answer to this question was yes.

"Norfolk Southern remains determined to deliver Conrail shareholders its all-cash offer of \$110 for each of their shares. Shareholders will have a meaningful vote on December 23 and by voting against the 'opt out' proposal will be a step closer to having the opportunity to consider Norfolk Southern's superior offer -- an offer worth about \$16 per share or \$1.5 billion more than CSX's coercive front-end loaded, two-tiered deal for Conrail."

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