

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 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
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:

TO CONRAIL SHAREHOLDERS:

NORFOLK SOUTHERN'S
NEW \$110, ALL CASH OFFER IS
SUPERIOR IN EVERY RESPECT

COMPARE IT TO CSX'S FRONT-END LOADED, "CRAM DOWN" OFFER

NORFOLK SOUTHERN'S SUPERIOR OFFER \$110 per share.	CSX'S INFERIOR "CRAM DOWN" OFFER \$93.28 blended value per share.*
\$9.9 billion in consideration to Conrail shareholders (\$1.5 billion more than CSX's proposal).	\$8.4 billion in consideration for Conrail shareholders.*
100% cash.	60% stock/40% cash.
Up to 100% of the shares can be purchased through a voting trust mechanism in the near term.	Only 40% of the shares can be purchased through a voting trust mechanism in the near term.
No continued equity risk.	The value of the back-end stock will fluctuate with price of CSX stock, and there is no downside protection.
Consistent with the purpose that the Pennsylvania Fair Value Statute was intended to achieve.	Exactly the kind of two-tiered, coercive offer that the Pennsylvania Fair Value Statute was intended to address.
Norfolk Southern assumes regulatory risk.	Conrail shareholders assume regulatory risk with respect to the back-end CSX shares -- 60% of CSX's consideration.
MAXIMIZES SHAREHOLDER VALUE.	DOES NOT MAXIMIZE SHAREHOLDER VALUE.

*Based on the closing sale price of CSX common stock on November 7, 1996

HERE'S HOW YOU CAN HELP YOURSELF AND PROTECT YOUR CONRAIL INVESTMENT:

- (X) Tender into Norfolk Southern's superior offer. Don't tender into CSX's "cram down" offer.
- (X) Vote NO on Norfolk Southern's GOLD proxy card on Conrail's proposals to "opt out" of Pennsylvania's Fair Value Statute and to adjourn the special meeting.
- (X) Ask the Conrail Board why:
 - -- It doesn't take actions to remove its own roadblocks to the Norfolk Southern offer.
 - -- It is trying to force the inferior CSX deal on Conrail's shareholders.
 - -- It isn't pursuing a course that takes into account the best interests of Conrail's shareholders.

[Graphic: Box with checkmark above the words "VOTE NO"]

[Norfolk Southern Logo]

November 11, 1996 Important: If you have any questions, please call our solicitor, Georgeson & Company Inc. toll free at 1 800-223-2064. Banks and brokers call 212-440-9800.