

SCHEDULE 14A INFORMATION

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

Filed by the Registrant / /
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Check the appropriate box:

/ / Preliminary Proxy Statement
/ / Confidential, for Use of the Commission Only
(as permitted by Rule 14a-6(e)(2))
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/ / 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):

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(4) Proposed maximum aggregate value of transaction:

- - - - -

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Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid
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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:

[On the first page appears a map of the eastern half of the United States, entitled "NS and CR Systems," which shows the reach of Norfolk Southern's and Conrail's track systems.]

[On the second page appears a map of the eastern half of the United States, entitled "CSXT and CR Systems," which shows the reach of CSX's and Conrail's track systems.]

[On the third page appears a map entitled "Pennsylvania" with details of certain locations in Pennsylvania served by tracks and stations of Conrail, CSX, and Norfolk Southern.]

PRINCIPLES OF BALANCED RAIL COMPETITION

NORFOLK SOUTHERN'S COMMITMENT

TO NS/CR CUSTOMERS

1. COMPETITION REQUIRES RAIL SYSTEMS OF COMPARABLE SIZE AND SCOPE

Railroads compete with each other, not just trucks
Balance between railroads must not be eliminated by mergers
Customers demand full rail route networks
Mergers should result in balance within regions, not dominance

2. THE LARGEST MARKETS MUST BE SERVED BY (AT LEAST) TWO LARGE RAILROADS

Major markets require competitive service
Rail mergers should not be an excuse to control a market
Competition at ports is especially important
Lack of competition has disadvantaged Northeastern markets
Routes and terminals must be adequate to protect competition

3. OWNED ROUTES ARE ESSENTIAL TO COMPETITION

Railroads need to control their major trunk-line routes
Route ownership enables competition on safety, price and service
Competition on major corridors, such as New York/Philadelphia -
Chicago, should be over owned routes
Trackage rights do work for short-distance industrial access, and
as shortcuts between owned lines

4. COMPETITION DEPENDS ON EFFECTIVE TERMINAL ACCESS

The rail network is anchored by terminals and yards
Terminals are just as important to competition as routes
Competitors must have the right to buy or build their own
terminal facilities

5. COMPETITION IS NOT FREE

Competitors must make a commitment to owning lines and terminals
NS/CR will not subsidize its competitors
Competitors must pay a fair portion of the overall purchase price

[On this page and for the three pages following appears a letter to all rail shippers from Norfolk Southern, dated October 29, 1996. An identical version of this letter, except for a change of the date to October 28, was previously filed as exhibit (a)(12) to Norfolk Southern's Schedule 14D-1 amendment

number 1.]

[On this page and for the three pages following appears a letter from David R. Goode to the Board of Directors of Conrail Inc., Attention to David M. LeVan, Chairman, dated October 23, 1996. An identical version of this letter was previously filed as part of exhibit (a) (7) to Norfolk Southern's Schedule 14D-1.]

[On this page and for the five pages following appears the text of a speech made to the Salomon Brothers Transportation Conference on November 12, 1996, by David R. Goode. The text of this speech was previously filed as exhibit (a) (38) to Norfolk Southern's Schedule 14D-1, amendment number 7, and was also filed previously under Rule 14a-6(b) promulgated under the Securities Exchange Act of 1934, as amended, as soliciting materials of Norfolk Southern Corporation in connection with a special meeting of shareholders of Conrail Inc.]