

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:
- - - - -

FOR IMMEDIATE RELEASE
November 21, 1996

Media Contact: Robert Fort
(757) 629-2714

NS EXTENDS CONRAIL TENDER OFFER

NORFOLK, VA - Norfolk Southern Corporation (NYSE: NSC) today announced that it is extending its previously announced tender offer for shares of Conrail. The tender offer has been extended through 12:00 midnight, New York City time, on Monday, December 16, 1996. Norfolk Southern continues to offer \$110 cash per share for all shares of Conrail. According to the depository for the Norfolk Southern tender offer, approximately 1.4 million Conrail shares had been tendered and not withdrawn pursuant to Norfolk Southern's offer as of the afternoon of November 21.

Regarding the announcement concerning CSX's purchase today of Conrail shares under the CSX offer, Norfolk Southern said the response to the CSX offer clearly demonstrates that most holders of Conrail stock want \$110 cash per share, the price Norfolk Southern continues to offer. Unfortunately for Conrail stockholders, CSX is willing to make this payment only for up to 40 percent of the outstanding shares.

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To preserve their opportunity to receive the best price for all their shares, Conrail stockholders need to vote against Conrail's proposal to opt out of the Pennsylvania fair value statute. Norfolk Southern intends to take every step necessary to convince Conrail stockholders to vote against the opt-out proposal.

In view of CSX's purchase of 19.9% of the Conrail shares, Norfolk Southern indicated that no purpose would be served by seeking expedited review by the Third Circuit Court of Appeals of the decision not to enjoin CSX's purchase. While the closing of the CSX offer has made the need for an expedited review unnecessary, Norfolk Southern continues to pursue on the merits its lawsuit against Conrail and CSX.

Based on advice received from federal regulatory agencies, Norfolk Southern confirmed that the two regulatory conditions to its offer have been satisfied. As a result, the only major conditions that remain to be satisfied are those requiring action by Conrail's board of directors.

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