

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:

NORFOLK SOUTHERN CORPORATION

Dear Shareholder:

Please accept our thanks for sending in your GOLD Proxy Card.

To avoid the possibility of the validity of your proxy being challenged or disqualified for the reason(s) indicated below, we are requesting that you sign, date and mail the enclosed new GOLD Proxy Card with the correction indicated below in the self-addressed envelope provided for your convenience. This Proxy will automatically revoke any proxy when it is returned to us.

- () Your previous proxy was unsigned. (If signing as attorney, executor, administrator, personal representative of the estate, corporate officer, partner, trustee, custodian or guardian, please sign and give your full title as such.)
- () Your previous proxy was undated. (Please date, sign and return the new GOLD Proxy Card in the enclosed envelope.)
- () Your previous proxy omitted your title or authority. (If signing as attorney, executor, administrator, personal representative of the estate, corporate officer, partner, trustee, custodian or guardian, please sign and give your full title as such.)
- () Your previous proxy, as signed, did not conform to the name shown on the proxy. (Please date and sign this proxy card exactly as the registration appears on the proxy, including your full title if signing other than in an individual capacity.) If the registration is in the name of a custodian for the benefit of a minor, the custodian must sign and indicate their capacity. If you are a beneficiary 18 years or older, you may sign as long as you indicate your age.
- () Your previous proxy was not signed by all joint owners. (If shares are registered in the name of more than one person, each such person should sign the GOLD Proxy Card. If a joint tenant is deceased, please indicate that you are the surviving joint owner.)
- () Your previous proxy, as clearly marked, did not clearly specify your instructions. Please sign, date and clearly mark your proxy.
- () Other _____

Since time is of the essence, we would greatly appreciate your signing, dating and mailing the enclosed GOLD Proxy Card as soon as possible. Please mail it in the envelope provided for your convenience. Once again, we greatly

appreciate your support.

Sincerely,

NORFOLK SOUTHERN CORPORATION