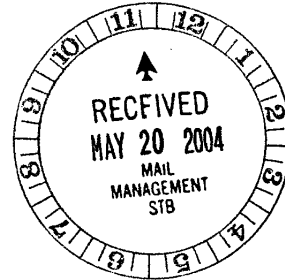


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Middle Creek National Battlefield Foundation, Inc.
Post Office Box 326
Prestonsburg, Kentucky 41653-0326

May 12, 2004



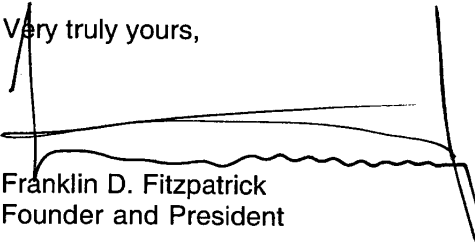
Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit, Suite 713
1925 K Street, N.W.
Washington, DC 20423

RE: STB Docket No. AB-55-627X (CSX Transportation, Inc. ("CSXT")-Abandonment
Exemption-in Floyd County, Kentucky

Dear Mr. Williams:

Please find enclosed an amended "Statement of Willingness To Assume
Financial Responsibility" for the above referenced abandonment.

Very truly yours,


Franklin D. Fitzpatrick
Founder and President

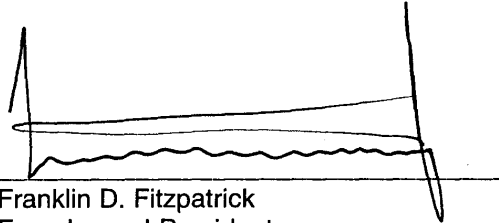
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Statement of Willingness To Assume Financial Responsibility

In order to establish interim trail use and rail banking under 16 U.S.C. 1247(d) and 49 CFR 1152.29, Middle Creek National Battlefield Foundation, Inc. is willing to assume full responsibility for management of, for any legal liability arising out of the transfer or use of (unless the user is immune from liability, in which case it need only indemnify the railroad against any potential liability), and for the payment of any and all taxes that may be levied or assessed against the right-of-way owned by CSX Transportation, Inc. and operated by CSX Transportation, Inc. The property, known as Left Beaver CSX rail line, extends from railroad milepost 3.1 near Salisbury, KY, to railroad milepost 16.5, near Clear Creek Junction, KY, a distance of 13.4 miles in Floyd County, Kentucky. The right-of-way is part of a line of railroad proposed for abandonment in Docket No. STB AB-55-627X.

A handwritten signature in dark ink, appearing to read 'Franklin D. Fitzpatrick', is written over a horizontal line. The signature is stylized with a large 'F' and a long, sweeping underline.

Franklin D. Fitzpatrick
Founder and President
Middle Creek National Battlefield
Foundation, Inc.