



**BOSTON & MAINE CORPORATION
MAINE CENTRAL RAILROAD COMPANY
SPRINGFIELD TERMINAL RAILWAY COMPANY**

IRON HORSE PARK
NO. BILLERICA, MASS. 01862

207062

**LAW DEPARTMENT
(978) 663-1215
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January 16, 2003

VIA FEDERAL EXPRESS

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

**Re: Maine Central Railroad Company --- Adverse Discontinuance of
Service --- Twin State Railroad from Whitefield, NH to St. Johnsbury, VT
Docket No. AB 848**

Dear Secretary Williams:

Enclosed for filing in the above captioned proceeding is an original and ten copies of the Maine Central Railroad Company's and the State of New Hampshire, Department of Transportation's **Request for Substitution of Parties** dated January 16, 2003.

Should you have any questions in regard to this filing, please contact the undersigned. Thank you for your assistance with this matter.

ENTERED
Office of Proceedings

JAN 17 2003

Part of
Public Record

Respectfully submitted,

Katherine E. Potter
Attorney for Maine Central
Railroad Company

Enclosure

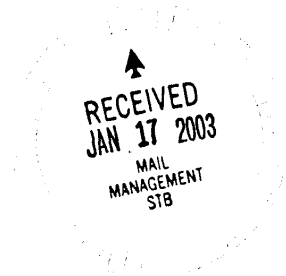
EXPEDITED CONSIDERATION REQUESTED

BEFORE THE
SURFACE TRANSPORTATION BOARD

207062

DOCKET NO. AB 848

MAINE CENTRAL RAILROAD COMPANY
-ADVERSE DISCONTINUANCE-
A LINE OF MAINE CENTRAL RAILROAD COMPANY KNOWN
AS THE "TWIN STATE RAILROAD"
FROM WHITEFIELD, NH TO ST. JOHNSBURY, VT.



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Public Record

REQUEST FOR SUBSTITUTION OF PARTIES

On December 12, 2002, the Maine Central Railroad Company ("MEC") filed a petition for waiver pursuant to 49 C.F.R. § 1152.24(e)(5) to waive certain requirements of the Surface Transportation Board ("Board" or "STB") abandonment regulations for an adverse discontinuance application that MEC intends to file in this proceeding. MEC intends to seek an adverse discontinuance of operations by the Twin State Railroad Corporation ("TSR") as designee of the Lamoille Valley Railroad Company ("LVRC") on the so-called "Twin State Railroad" (the "Line"). The Line consists of approximately 28.15 miles of track and extends from Whitefield, New Hampshire to St. Johnsbury, Vermont.

On December 23, 2002, the State of New Hampshire, Department of Transportation (the "State") filed a notice of exemption pursuant to 49 C.F.R. § 1150.31 et seq., to acquire from MEC a certain portion of the Line. Specifically, the State sought to acquire the portion of the Line from Whitefield, New Hampshire to Gilman, Vermont (the "Segment"). The State acquired the Segment subject to the operating rights held by TSR and LVRC. The State also intends to

seek an adverse discontinuance of operations by TSR as designee of LVRC. The exemption took effect on December 30, 2002. The State of New Hampshire, Department of Transportation – Acquisition and Operation Exemption – Certain Assets of the Maine Central Railroad Company, Finance Docket No. 34307. MEC and the State consummated the transaction on December 30, 2002. MEC maintains ownership of the remainder of the Line from Gilman, Vermont to St. Johnsbury, Vermont.

Pursuant to 49 C.F.R. § 1117.1, MEC and the State request that the Board substitute the State in place of MEC as the party seeking the waiver of abandonment regulations for an adverse discontinuance application with respect to that portion of the Twin State Railroad described above as the Segment. Additionally, because the State and MEC each own a portion of the line and both intend to seek an adverse discontinuance of operations by TSR as designee of LVRC, MEC and the State request that they be allowed to file the intended adverse discontinuance application jointly. A joint filing by MEC and the State would result in the most efficient way for the Board to address the application.

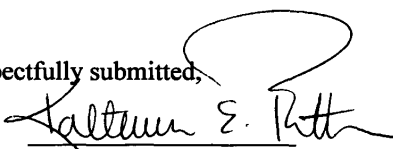
The substitution of the State for MEC with regard to the Segment and the subsequent joint filing would not involve any change to the substance of the information provided in the either the petition for waiver or the adverse discontinuance application. The only difference would be that the State would replace MEC as the applicant with regard to the Segment.

MEC and the State hope to proceed with the petition for waiver and adverse discontinuance application as soon as possible. Pending the approval of the application, MEC and the State will seek to remove the interests of TSR and LVRC under State law.

WHEREFORE, MEC and the State respectfully request that the Board grant the requested substitution of parties and allow MEC and the State to file the intended adverse discontinuance application jointly for the reasons set forth herein.

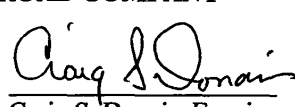
Respectfully submitted,

By:


Katherine E. Potter, Esquire
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Iron Horse Park
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**ATTORNEY FOR MAINE CENTRAL
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By:


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**ATTORNEY FOR THE
STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION**

Dated: January 16, 2003

CERTIFICATE OF SERVICE

**Maine Central Railroad Company – Adverse Discontinuance of Service
“Twin State Railroad from Whitefield, New Hampshire to St. Johnsbury, Vermont
Docket No. AB 848**

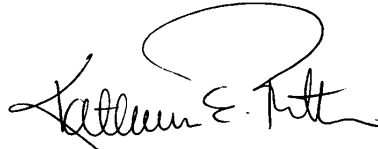
The undersigned hereby certifies that on the 16th day of January 2003, a copy of the
Request for Substitution of Parties filed in the above-referenced proceeding was served by
first class mail, postage prepaid, upon:

Twin State Railroad Corporation
Attn: C. S. Forbes
P.O. Box 1267
Trenton, FL 32693

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