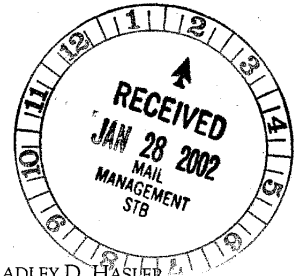


BINGHAM

MCHALE LLP
ATTORNEYS AT LAW



BRADLEY D. HASLER
Direct: 317.686.5240
bhasler@binghammchale.com

January 25, 2002

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary, Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

#0101880003

Re: In the Matter of New York Central Lines, LLC –
Abandonment Exemption – in Vermillion and Warren Counties, Indiana
AB-565 (Sub-No. 4X) 204589
AB-55 (Sub-No. 597X) 204590

Dear Mr. Williams:

Enclosed for filing is the original and eleven (11) copies of the following pleadings:

1. Offer of Financial Assistance on Behalf of Flex-N-Gate Corporation; and
2. Notice of Change of Law Firm Name.

Also enclosed is a check for \$1,000.00 for the filing fee pursuant to 49 C.F.R. 1002.2(f)(25). Please return a file-stamped copy of (1) the Offer of Financial Assistance on Behalf of Flex-N-Gate Corporation and (2) the Notice of Change of Law Firm Name in the enclosed self-addressed, stamped envelope. If you have any questions, please call me.

Very truly yours,

ENTERED
Office of the Secretary

BINGHAM MCHALE LLP

JAN 28 2002

Part of
Public Record

Brad Hasler

Bradley D. Hasler

FEE RECEIVED

FILED

BDH:pal
Enclosures
704574-52785(6)

JAN 28 2002

JAN 28 2002

cc: Jeffrey T. Bennett (w/o enc.)
Thomas D. Clarkson (w/enc.)
Robert B. Scott (w/o enc.)
Distribution List as attached

SURFACE
TRANSPORTATION BOARD

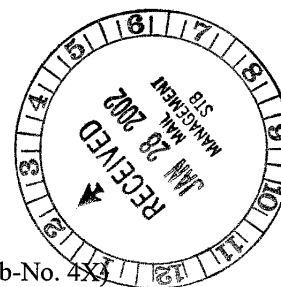
DISTRIBUTION LIST

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500 Water Street SC J-150
Jacksonville, FL 32202

Richard C. Vonnegut
Hoosier Rails to Trails Council, Inc.
P.O. Box 402
212 W. 10th Street, #A-320
Indianapolis, IN 46206-0402

Louis E. Gitomer
Ball Janik LLP
1455 F Street NW, Suite 225
Washington, D.C. 20005

DID # 0101880003



BEFORE THE SURFACE TRANSPORTATION BOARD

IN THE MATTER OF
NEW YORK CENTRAL LINES, LLC -
ABANDONMENT EXEMPTION -
IN VERMILLION AND WARREN
COUNTIES, INDIANA

) 204589
)
)
) STB DOCKET NO.: AB-565 (Sub-No. 4X)
) AB-55 (Sub-No. 597X)
)
) 204590

**OFFER OF FINANCIAL ASSISTANCE ON BEHALF
OF FLEX-N-GATE CORPORATION**

Flex-N-Gate Corporation ("Flex-N-Gate"), by counsel, hereby files this Offer of Financial Assistance ("OFA") with respect to the railroad line located between milepost QSO-5.18 at or near the Illinois/Indiana state line and milepost QSO-11.30 at or near Olin, in Vermillion and Warren Counties, Indiana, a distance of approximately 6.12 miles (the "Line"). The Line is operated by CSX Transportation, Inc. ("CSXT") pursuant to New York Central Lines, LLC's ("NYC") operating agreement, and in connection with the same states as follows:

1. On September 28, 2001, the Surface Transportation Board ("STB") provided notice that NYC and CSXT had filed a Notice of Exemption for NYC to abandon and CSXT to discontinue service over the Line. On October 11, 2001 Flex-N-Gate filed a Notice of Intent to File an Offer of Financial Assistance under 49 CFR 1152.27 to purchase the Line. By Order served October 29, 2001, the STB tolled until December 28, 2001 the time for Flex-N-Gate to file an Offer of Financial Assistance ("OFA"). By Order served December 21, 2001, the STB granted Flex-N-Gate's Motion for Extension of Time and tolled until January 28, 2002 the time for Flex-N-Gate to file an OFA.

2. Flex-N-Gate has reviewed the financial information provided by NYC and CSXT on or about December 20, 2001, concerning the estimated net liquidation value of track and other material on the Line and the real estate appraisal information for the rights-of-way. Based on this review, Flex-N-Gate believes that the valuations set forth by NYC and CSXT represent the

Jeffrey T. Bennett
Bingham McHale LLP
320 N. Meridian Street, Ste. 1100
Indianapolis, IN 46204

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JAN 28 2002

JAN 28 2002

fair market value for the rail assets described. Accordingly, the parties have orally agreed on a purchase price of \$144,851. Flex-N-Gate expects to negotiate documents to govern the acquisition of the Line and enter into a purchase agreement which will result in continued rail service upon the Line.

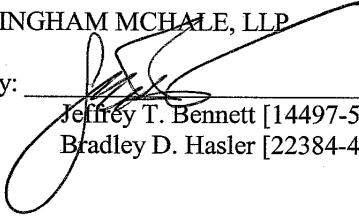
3. Flex-N-Gate seeks to acquire the Line in order to provide rail service to and from the facilities of the shippers on the Line. However, the only known shipper with facilities on the Line and an interest in using the Line is Flex-N-Gate, itself. As NYC and CSXT have certified, no local traffic has moved over the Line for at least two years, there is no overhead traffic on the Line, and no formal complaint regarding the cessation of service over the Line is pending or has been decided in favor of the complainant within the past two years. See STB Notice served September 28, 2001, Docket Nos. AB-565 (Sub-No. 4X); AB-55 (Sub-No. 597X). Considering the long-standing absence of actual or potentially interested users of the Line other than Flex-N-Gate, it is highly likely that Flex-N-Gate will be the only user of the Line. Flex-N-Gate is prepared to operate the Line in the same manner as have NYC and CSXT previously, to serve its facilities located on the Line.

4. Flex-N-Gate is a financially responsible party. Attached as Exhibit A is information which demonstrates that Flex-N-Gate has the financial resources to fulfill its proposed contractual obligations in the acquisition of the Line as well as the capability to operate the Line for at least two years, as is required by 49 CFR 1152.27(i)(2)(i).

5. Flex-N-Gate also submits herewith the filing fee in the amount of \$1,000.00 as required under 49 CFR 1002.2(f)(25).

Respectfully submitted,

BINGHAM MCHALE, LLP

By: 

Jeffrey T. Bennett [14497-54]

Bradley D. Hasler [22384-49]

BINGHAM MCHALE, LLP

1100 Chamber of Commerce Building

320 North Meridian Street

Indianapolis, IN 46204

Attorneys for Flex-N-Gate Corporation

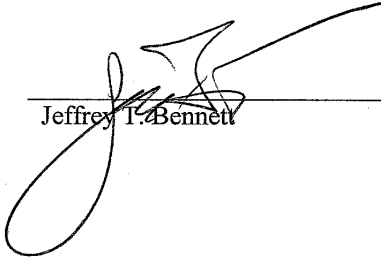
CERTIFICATE OF SERVICE

I certify that I have this day served copies of the foregoing Offer of Financial Assistance upon all parties of record in this proceeding, by Federal Express Priority Overnight on January 24, 2002.

Paul R. Hitchcock
CSX Transportation Law Department
500 Water Street SC J-150
Jacksonville, FL 32202

Richard C. Vonnegut
Hoosier Rails to Trails Council, Inc.
P.O. Box 402
212 W. 10th Street, #A-320
Indianapolis, IN 46206-0402

Louis E. Gitomer
Ball Janik LLP
1455 F Street NW, Suite 225
Washington, D.C. 20005



Jeffrey T. Bennett

A

EXHIBIT A

BEFORE THE SURFACE TRANSPORTATION BOARD

IN THE MATTER OF:	)	
	)	
NEW YORK CENTRAL LINES, LLC-	)	AB-565 (Sub-No. 4X)
ABANDONMENT EXEMPTION - IN	)	STB DOCKET NO.: AB-55 (Sub-No. 597X)
VERMILLION AND WARREN	)	
COUNTIES, INDIANA	)	

AFFIDAVIT OF THOMAS D. CLARKSON

I, Thomas D. Clarkson, am over the age of 18 years.

1. I am, and at all times relevant hereto, have been, the Controller of Flex-N-Gate Corporation ("Flex-N-Gate"). As such, I have personal knowledge as to the factual matters set forth herein, as they come within the scope of my employment at Flex-N-Gate.

2. Flex-N-Gate is a Tier 1 supplier of pickup truck bumpers and other parts to all of the major automakers, and it has been in business under its present ownership since 1978.

3. Flex-N-Gate owns and operates five (5) manufacturing plants in Indiana and Illinois, four (4) plants in Michigan, one (1) plant in Windsor, Ontario, and one (1) plant in San Jose Iturbide, Mexico.

4. Flex-N-Gate also owns a warehouse facility located at the end of the rail line which is the subject of the abandonment proceedings in the above-captioned matter.

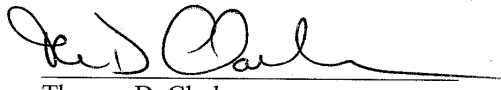
5. Flex-N-Gate is a privately owned company which vigorously protects the confidentiality of its financial information. Flex-N-Gate has a credit line in excess of one hundred million dollars (\$100,000,000). Further evidence of Flex-N-Gate's financial responsibility may be found in the letter from LaSalle Bank N.A., attached as Exhibit 1.

6. Flex-N-Gate presently has a net worth in excess of one hundred fifty million dollars (\$150,000,000) and annual sales in excess of four hundred million dollars (\$400,000,000).

7. Flex-N-Gate is, in my professional opinion, capable of meeting its proposed obligation to provide financial assistance in the above-captioned matter and thus is financially responsible, as defined in 49 CFR 1152.27(c)(1)(ii)(B).

I AFFIRM, UNDER THE PENALTIES FOR PERJURY, THAT THE FOREGOING REPRESENTATIONS ARE TRUE.

Date: Jan 23, 2002


Thomas D. Clarkson

LaSalle Bank

Member ABN AMRO Group

LaSalle Bank N.A.
135 South LaSalle Street
Chicago, Illinois 60603-4177
(312) 904-6534
Fax: (312) 904-8808

Adam S. Gelfeld
Vice President

January 23, 2002

To Whom It May Concern:

Flex-N-Gate Corporation ("Flex-N-Gate") has been an outstanding customer of LaSalle Bank since 1994 and has demonstrated financial responsibility by meeting its obligations to LaSalle Bank during that time.

Currently, Flex-N-Gate has a credit line of over one hundred million (\$100,000,000).

I understand that Flex-N-Gate has agreed to purchase a railroad line approximately six miles in length for one hundred forty-four thousand eight hundred fifty one dollars (\$144,851) and to operate this railroad line. Flex-N-Gate currently has the financial resources to fulfill its obligations to purchase a railroad line for one hundred forty-four thousand eight hundred fifty one dollars (\$144,851), and it currently has the financial resources to operate such a line for at least the next two years.

If you have any questions, please call me at 312-904-6534.

Sincerely,

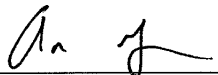

Adam S. Gelfeld
Vice President
LaSalle Bank N.A.

EXHIBIT I