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SERVICE DATE - JANUARY 10, 2002

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34158]

Steelton & Highspire Railroad Company LLC—Acquisition and Operation

Exemption—Steelton & Highspire Railroad Company

Steelton & Highspire Railroad Company LLC (Applicant), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to acquire from its corporate affiliate Steelton & Highspire Company (SH)¹ and operate a 47-mile rail line in Dauphin County, PA.²

The transaction was expected to be consummated as of January 1, 2002. The earliest the transaction could have been consummated was December 26, 2001, the effective date of the exemption (7 days after the notice of exemption was filed).

This transaction is related to Bethlehem Steel Corporation—Corporate Family Transaction Exemption, STB Finance Docket No. 34142 (STB served Jan. 10, 2002), through which SH is to be merged into Applicant. The separate existence of SH will cease and Applicant will be the surviving entity and continue the operations formerly provided by SH.

¹ Both Applicant and SH are wholly owned subsidiaries of Bethlehem Steel Corporation.

² Applicant states that the rail line is composed of yard and switching tracks and does not have assigned mileposts.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34158, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Eric M. Hockey, Esq., Gollatz, Griffin & Ewing, P.C., 213 West Miner Street, P. O. Box 796, West Chester, PA 19381-0796.

Board decisions and notices are available on our website at www.stb.dot.gov.

Decided: January 2, 2002.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary