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September 4, 2002

**VIA TELEFAX - 202-565-9004**  
**AND FEDERAL EXPRESS**

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

Re: In the Matter of New York Central Lines, LLC –  
Abandonment Exemption – in Vermillion and Warren Counties, Indiana  
AB-565 (Sub-No. 4X)  
~~AB-55 (Sub-No. 597X)~~  
NOTICE OF AGREEMENT UNDER 49 C.F.R. 1152.27(f)(2)

Dear Mr. Williams:

Flex-N-Gate Corporation ("Flex-N-Gate"), by counsel, hereby notifies the Surface Transportation Board ("Board") that Flex-N-Gate and New York Central Lines, LLC ("NYC, LLC") have, on this date, entered into an agreement under which Flex-N-Gate will purchase the line at issue in these proceedings (the "Line")<sup>1</sup> from NYC, LLC, thus resulting in continued rail service over the Line, as contemplated by 49 C.F.R. 1152.27(f)(2). The parties' agreement will be memorialized in the form of a definitive written agreement.

Pursuant to 49 C.F.R. 1152.27(f)(2), Flex-N-Gate respectfully requests that the Board approve the transaction and dismiss the Notice of Exemption filed in the above-referenced abandonment proceedings. Flex-N-Gate also notifies the Board that it intends to file, prior to the consummation of the transaction, a request for the Board's approval of the assignment of the purchase agreement from Flex-N-Gate to Flex-N-Gate's affiliate, pursuant to 49 C.F.R. 1152.27(i)(1).

<sup>1</sup> A line of railroad between Milepost QSO-5.18 near the Illinois/Indiana state line, Vermillion County, Indiana and Milepost QSO-11.09 near Olin, Warren County, Indiana, a distance of approximately 5.91 miles.

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September 4, 2002  
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I certify that I have this day served copies of this document upon all parties of record in this proceeding as shown below. Enclosed please find ten copies of this correspondence. Thank you for your consideration of this matter.

Respectfully submitted,



Bradley D. Hasler

BDH:bar

Enclosure - w/Fed Ex only

cc: Natalie S. Rosenberg (via telefax and Federal Express)  
Paul R. Hitchcock (via telcfax and Federal Express)  
Richard C. Vonnegut (via telefax, Certified Mail and Federal Express)  
Louis E. Gitomer (via telefax and Federal Express)  
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|----------------------|----------------------------------|------------------------|-------------------|
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| <b>Fax:</b>          | 202-565-9004                     | <b>Pages:</b>          | 3                 |
| <b>Phone:</b>        |                                  | <b>Date:</b>           | September 4, 2002 |
| <b>Re:</b>           | Flex-N-Gate / CSX Transportation | <b>CC:</b>             |                   |
| <b>Return Fax #:</b> | 317-236-9907                     | <b>Return Phone #:</b> | 317-686-5240      |
| <b>User #:</b>       | 7066                             | <b>Sec. Initials:</b>  | BAR               |
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