

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532



ORIGINAL

lgitomer@dc.bjllp.com

July 23, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423

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RE: Finance Docket No. 34508, *Central Railroad Company of Indianapolis—
Lease and Operation Exemption—CSX Transportation, Inc.*

Dear Secretary Williams:

On July 2, 2004, the Central Railroad Company of Indianapolis, Chicago, Ft. Wayne & Eastern Railroad Division ("CFER") filed a Notice of Exemption (the "Notice") under 49 U.S.C. § 10902 and 49 C.F.R. § 1150.41 to lease and operate about a 273-mile line of railroad from CSX Transportation, Inc. ("CSXT"). In the Notice, CFER indicated that the transaction would be consummated on August 1, 2004.

CFER inadvertently omitted from the Notice a description of the incidental trackage rights that it is acquiring from CSXT on the western end of the line. These incidental trackage rights are over New York Central Lines LLC's ("NYC") Fort Wayne Secondary, operated by CSXT, between approximate milepost PC 441.0 near Tolleston, IN, and the connection of NYC's East-West Line, operated by CSXT, with lines of Indiana Harbor Belt Railroad Company ("IHB") at IHB milepost 7.0 approximately at Calumet Park, IL, via: (1) NYC's Fort Wayne Secondary between milepost 441.0 and connection of Fort Wayne Secondary with CSXT's Porter Branch at Porter Branch milepost 255.1 at Tolleston; (2) Porter Branch between milepost 255.1 and connection of Porter Branch with CSXT's East-West Line at Porter Branch milepost 259.5 at CP Ivanhoe, IN; and (3) East-West Line between milepost 255.1 and the connection of the East-West Line with IHB owned trackage at approximate IHB milepost 7.0 at Calumet Park, IL, a total distance of approximately 12.2 miles.

CFER is filing this letter to amend the Notice, and has attached a revised Federal Register notice with a description of the line that includes the incidental trackage rights, and a color map of the incidental trackage rights. Since this amendment is being filed more than seven days

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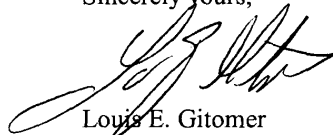
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before the August 1, 2004 consummation date (the required notice period under 49 C.F.R. § 1150.42(b)), CFER intends to maintain the current August 1 consummation date.

Enclosed for filing are the original and ten copies of this letter and three diskettes with this letter and the Federal Register notice. Please time and date stamp the extra copy of this letter and return it with our messenger.

If you have any questions, please contact me.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer
Attorney for Central Railroad Company of
Indianapolis, Chicago, Ft. Wayne & Eastern
Railroad Division

Enclosures

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34508

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—LEASE AND OPERATION
EXEMPTION—CSX TRANSPORTATION, INC.

The Central Railroad Company of Indianapolis, Chicago, Ft. Wayne & Eastern Railroad Division (“CFER”) has filed a verified notice of exemption under 49 C.F.R. § 1150.41 to lease and operate, pursuant to an agreement entered into between CSX Transportation, Inc. (“CSXT”) and CFER: about 273 miles of railroad from CSXT. The line consists of: (1) the Fort Wayne line between Adams, IN, milepost QF 314.0, and Crestline, OH, milepost QF 191.3; (2) the Fort Wayne Secondary between Tolleston, IN, milepost QF 441.8, and Adams, IN, milepost QF 314.0; (3) the Decatur Second between Adams, IN, milepost QFD 86.6, and Decatur, IN, milepost QFD 70.4; and (4) the Spore Industrial Track between Bucyrus, OH, milepost QFS 69.32, and Spore, OH, milepost QFS 62.85, and incidental trackage rights over New York Central Lines LLC’s (“NYC”) Fort Wayne Secondary, operated by CSXT, between approximate milepost PC 441.0 near Tolleston, IN, and the connection of NYC’s East-West Line, operated by CSXT, with lines of Indiana Harbor Belt Railroad Company (“IHB”) at IHB milepost 7.0 approximately at Calumet Park, IL, via: (1) NYC’s Fort Wayne Secondary between milepost 441.0 and connection of Fort Wayne Secondary with CSXT’s Porter Branch at Porter Branch milepost 255.1 at Tolleston; (2) Porter Branch between milepost 255.1 and connection of Porter Branch with CSXT’s East-West Line at Porter Branch milepost 259.5 at CP Ivanhoe, IN; and (3) East-West Line between milepost 255.1 and the connection of the East-West Line with IHB owned trackage at approximate IHB milepost 7.0 at Calumet Park, IL, a total distance of approximately 12.2 miles.

Because CFER's projected annual revenues will exceed \$5 million, CFER certified to the Board on May 19, 2004, that it sent the required notice of the transaction to the national offices of all labor unions representing employees on the line on May 18, 2004, and posted a copy of the notice at the workplace of the employees on the affected lines on May 18, 2004. See 49 C.F.R. § 1150.42(e).

The transaction was scheduled to be consummated on August 1, 2004, the effective date of the exemption (which is more than 60 days after CFER's certification to the Board that it had complied with the Board's rule at 49 C.F.R. § 1150.42(e)).

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.

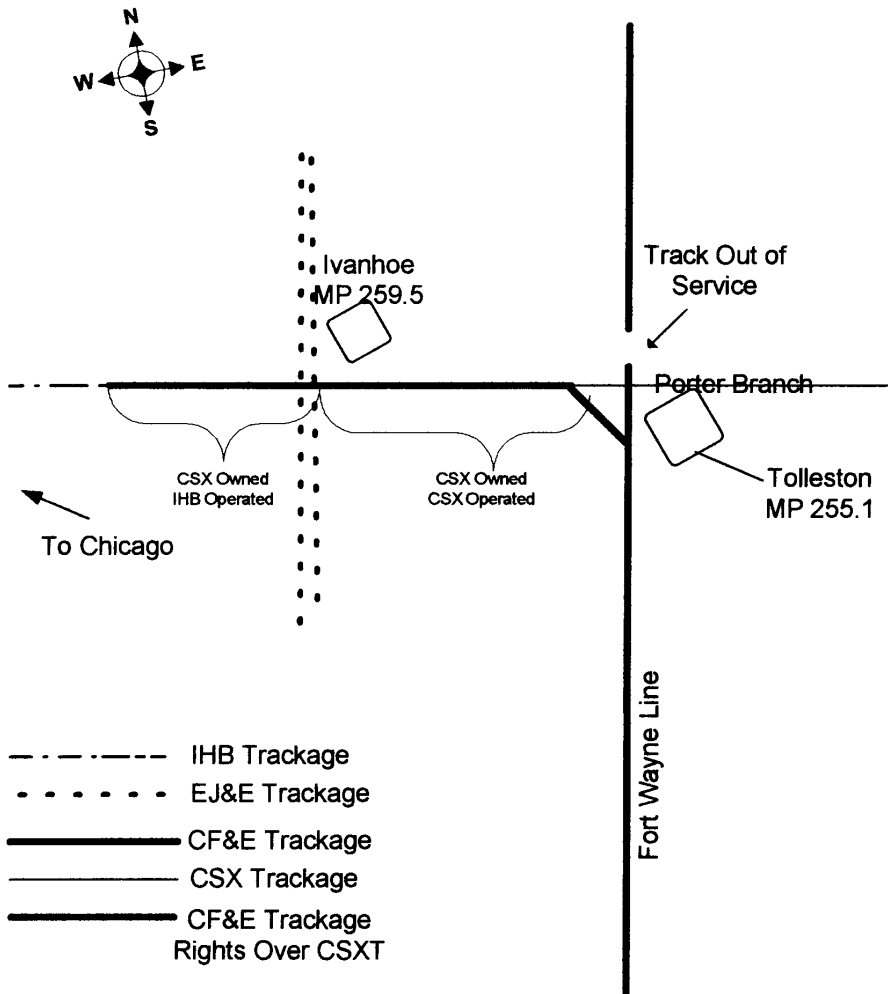
An original and 10 copies of all pleadings referring to STB Finance Docket No. 34508, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on: Gary A. Laakso, Esq., Vice President Regulatory Counsel, Central Railroad Company of Indianapolis, 5300 Broken Sound Boulevard N.W., Boca Raton, FL 33487, (561)994-6015; and Louis E. Gitomer, Esq., Of Counsel, Ball Janik LLP, 1455 F Street, NW, Suite 225, Washington, D.C. 20005, (202) 638-3307.

Board decisions and notices are available on our website at "www.stb.dot.gov." Decided: July __, 2004.

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

Vernon A. Williams
Secretary

Appendix A
Subject Trackage Rights Tolleston -
Columbia Ave (IHB) (Not to Scale)



CSX TRANSPORTATION	
Trackage Rights, Tolleston, IN to IHB	
Date: 7/2/2004	VMB

To Fort Wayne, IN