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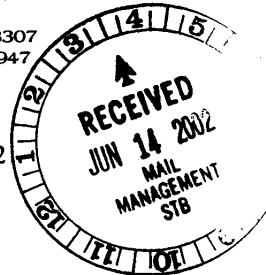
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June 14, 2002



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Office of the Secretary

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

RE: Finance Docket No. 34221, *Central Railroad Company of Indianapolis--
Acquisition Exemption—Norfolk Southern Railway Company*

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 CFR § 1150.41, three diskettes with the file Notice of Exemption.doc, and a check covering the \$1,300.00 filing fee. Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger.

If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for Central Railroad Company of
Indianapolis

Enclosures

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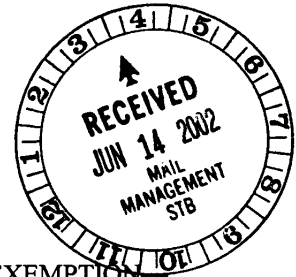
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BEFORE THE

SURFACE TRANSPORTATION BOARD

Finance Docket No. 34221



CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—ACQUISITION EXEMPTION
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, *et seq.*

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
RailAmerica, Inc.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
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Attorneys for CENTRAL RAILROAD
COMPANY OF INDIANAPOLIS

Dated: June 14, 2002

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BEFORE THE
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Finance Docket No. 34221

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, *et seq.*

Central Railroad Company of Indianapolis (“CERA”), a Class III rail carrier, with annual revenues less than \$5 million, files this Verified Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart E, *Exempt Transactions Under 49 U.S.C. 10902 for Class III Rail Carriers*, from the prior approval requirements of 49 U.S.C. § 10902 to permit CERA, pursuant to contract, to acquire and continue to operate 31.66 miles of railroad line from the Norfolk Southern Railway Company (“NS”) between (1) Kokomo, IN, milepost I-51.8, and near Kokomo, IN milepost I-57.2, and (2) near West Marion Belt, IN, milepost TS-157.44, and Kokomo, IN, milepost TS-183.7 (the “Line”).

CERA initially leased 121.82 miles of railroad line from the Norfolk and Western Railway Company (“N&W”), the predecessor of NS.¹ Since 1989, however, CERA has

¹ *Central Railroad Company of Indianapolis—Lease & Operation Exemption—Line of Norfolk and Western Railway Company*, ICC Finance Docket No. 31470 (ICC Served July 25, 1989).

discontinued service over 90.16 miles of the railroad that initially leased from N&W.² CERA continued to operate over those portions of the leased line after each discontinuance. Today, CERA operates over 31.66 miles of the leased line, and will continue to operate over those 31.66 miles of the Line after it has been acquired.

§ 1150.43 Information to be contained in notice for small line acquisitions.

- (a) The full name and address of the Class III rail carrier applicant.

Central Railroad Company of Indianapolis
1990 East Washington Street
East Peoria, IL 61611

- (b) The name, address, and telephone number of the representative of the applicant who should receive correspondence.

Louis E. Gitomer, Esq.
Of Counsel
Ball Janik LLP
1455 F Street, NW,
Suite 225
Washington, DC 20005
(202) 638-3307

- (c) A statement that an agreement has been reached or details about when an agreement will be reached.

An agreement between CERA and NS has been reached.

- (d) The operator of the property.

CERA will remain the operator of the property.

- (e) A brief summary of the proposed transaction, including:

² *Central Railroad Company of Indianapolis—Discontinuance of Service Exemption—Between Kokomo and Argos in Howard, Miami, Fulton, and Marshall Counties, IN*, STB Docket No. AB-289 (Sub-No. 3X) (STB served May 14, 1996); *The Central Railroad Company of Indianapolis—Discontinuance of Service Exemption—in Clinton, Howard and Tipton Counties, IN*, STB Docket No. AB-289 (Sub-No. 4X) (STB served January 15, 1999); and *Central Railroad Company of Indianapolis—Discontinuance Exemption—in Grant County, IN*, STB Docket No. 511 (Sub-No. 2X) (STB served January 28, 2002).

(1) The name and address of the railroad transferring the subject property to the Class III rail carrier applicant.

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510-2191

(2) The proposed time schedule for consummation of the transaction.

CERA plans to acquire the line of railroad on or after June 21, 2002.

(3) The mileposts of the subject property, including any branch lines.

The rail line being acquired by CERA runs between (1) Kokomo, IN, milepost I-51.8, and near Kokomo, IN milepost I-57.2, and (2) near West Marion Belt, IN, milepost TS-157.44, and Kokomo, IN, milepost TS-183.7.

(4) The total route miles being acquired.

CERA is acquiring approximately 31.66 route miles.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and states.

See Exhibit A.

(g) A certificate that applicant's projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier so as to require processing under §1150.45.

CERA hereby certifies that CERA's projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier.

(h) Certification that the projected annual revenue of the rail lines to be acquired and operated together with the acquiring carrier's projected annual revenues will not exceed \$5 million.

CERA hereby certifies that the projected annual revenue of the rail lines to be acquired and operated from NS together with the CERA's projected annual revenues will not exceed \$5 million.

(i) Labor protection.

Under 49 U.S.C. § 10902(d), labor protection is not to be imposed since a Class III railroad is acquiring the Line.

(j) Environmental and historic documentation.

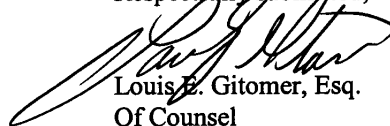
This transaction qualifies for classification under 49 C.F.R. §1105.6(c)(2) and thus neither an Environmental Assessment nor a Historic Report is required to be filed.

(k) Caption Summary.

See Exhibit B.

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
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5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Respectfully submitted,



Louis E. Gitomer, Esq.
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1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorneys for CENTRAL RAILROAD
COMPANY OF INDIANAPOLIS

Dated: June 14, 2002

EXHIBIT A – MAP

EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB FINANCE DOCKET NO. 34221

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY

Central Railroad Company of Indianapolis (“CERA”), a Class III rail carrier has a notice of exemption to acquire from the Norfolk Southern Railway Company the railroad line between (1) Kokomo, IN, milepost I-51.8, and near Kokomo, IN milepost I-57.2, and (2) near West Marion Belt, IN, milepost TS-157.44, and Kokomo, IN, milepost TS-183.7, a distance of about 31.66 miles. Comments must be filed with the Board and served on Louis E. Gitomer, Of Counsel, Ball Janik LLP, Suite 225, 1455 F Street, N.W., Washington, DC 20005, (202) 638-3307.

This notice is filed under 49 CFR 1150.41. If the notice contains false or misleading information, the exemption is void *ab initio*. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

State of Florida)
)ss
County of Palm Beach)

I, Spencer K. Fennell being duly sworn, depose and state that I am Vice President of Central Railroad Company of Indianapolis, that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption, and know the facts asserted therein are true and accurate to the best of my knowledge, information and belief.

Spencer K. Fennell

Subscribed and sworn to before me this 13 th day of June 2002.

Nancy J. Damon
Notary Public

My Commission expires: _____



Nancy J. Damon
Commission # CC 990039
Expires Feb. 4, 2005
Banded Thru
Atlantic Bonding Co., Inc.