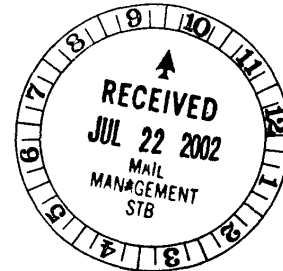




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July 19, 2002



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

Via Fax and overnight delivery

ENTERED  
Office of Proceedings

JUL 19 2002

Part of  
Public Record

Re: STB Docket No. AB-565 (Sub No. 3X)  
New York Central Lines Abandonment Exemption  
STB Docket No. AB-55 (Sub. No. 595X)  
CSX Transportation, Inc. Discontinuance of Service  
Berkshire County, Massachusetts  
Housatonic Railroad Company, Inc. Offer of Financial Assistance  
  
Notice of Agreement on Terms and Conditions

Dear Secretary Williams:

Housatonic Railroad Company, Inc. hereby notifies the Surface Transportation Board that the parties have reached agreement upon terms and conditions for the purchase of the rail line in Pittsfield, Massachusetts which is the subject of the above proceeding and that Coltsville Terminal Company, Inc. will be substituted as purchaser as authorized by the STB by the decision served on July 12, 2002.

Very truly yours,

Edward J. Rodriguez  
Exec. Vice Pres. & General Counsel

cc: Natalie S. Rosenberg, Esq.  
Louis E. Gitomer, Esq.  
John D. Heffner, Esq.