

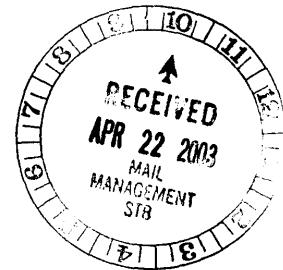
207670

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. AB-565 (Sub-No. 4X)

NEW YORK CENTRAL LINES, LLC - ABANDONMENT EXEMPTION
VERMILLION AND WARREN COUNTIES, INDIANA

MOTION TO SUBSTITUTE ACQUIRER
PURSUANT TO 49 U.S.C. §10904



Daniel A. LaKemper, Esq.
LaKemper Law Office
P.O. Box 185
Morton, Illinois 61550
Tel.: (309) 678-6048
Fax: (309) 263-7516

Attorney for Flex-N-Gate Corporation
and FNG Logistics Co.

Dated: April 16, 2003.

ENTERED
Office of Proceedings

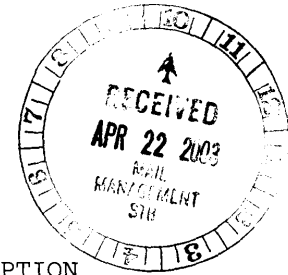
APR 22 2003

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. AB-565 (Sub-No. 4x)

NEW YORK CENTRAL LINES, LLC - ABANDONMENT EXEMPTION
VERMILLION AND WARREN COUNTIES, INDIANA



MOTION TO SUBSTITUTE ACQUIRER
PURSUANT TO 49 U.S.C. §10904

NOW COMES Flex-N-Gate Corporation (`Flex'), and FNG Logistics Co. ("FNG"), and hereby respectfully move to substitute FNG for Flex, as the acquirer of the rail line encompassed in the above-captioned proceeding, being 5.19 miles of railroad in Vermillion and Warren Counties, Indiana (the `Rail Line'), and in support thereof state as follows:

By Decision served on September 17, 2002, the Board authorized the acquisition of the Rail Line by Flex, pursuant to 49 U.S.C. §10904. Flex-N-Gate Corporation is a corporation actively engaged in various businesses at a number of locations, none of which is railroad-related. FNG, an Indiana corporation, is a wholly-owned subsidiary of Flex. Flex believes that FNG, as a separate entity focused on transportation, will be better able to manage the Rail Line. For this, and other business reasons, Flex desires that FNG acquire and manage the Rail Line, as the authorized carrier. FNG entered into an agreement with New York Central Lines, L.L.C. (`NYC'), owner and operator, and CSX Transportation, Inc., for the purchase and operation of the Rail Line.

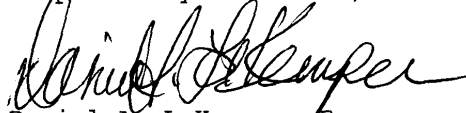
While the FNG and NYC have consummated this transaction, and FNG currently holds legal title to the property, the Rail Line is currently undergoing rehabilitation, and service has not yet commenced (FNG did file a Notice of Exemption prior to consummating the purchase - See FD-34287, *FNG Logistics Co. - Acquisition and Operation Exemption - New York Central Lines, LLC*).

Flex seeks by this Motion to substitute FNG as the acquirer under 49 U.S.C. §10904. Flex will agree to the Board's usual conditions that it guarantee the financial responsibility and performance of FNG.

Flex and FNG further state that they will not initiate any common carrier service until this Motion has been ruled upon. FNG intends to enter into a contract with Vermilion Valley Railroad Company, Inc. ('VVR'), to provide service to the Rail Line. VVR is filing an accompanying Notice of Operation Exemption.

WHEREFORE, Flex-N-Gate Corporation and FNG Logistics Co. respectfully request that FNG be substituted for Flex as the authorized acquirer of the Rail Line under 49 U.S.C. §10904.

Respectfully submitted,



Daniel A. LaKemper, Esq.
LaKemper Law Office
P.O. Box 185
Morton, Illinois 61550
Tel.: (309) 678-6048
Fax: (309) 263-7516

April 16, 2003.

Attorney for Petitioners