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JOHN D. HEFFNER, PLLC
1920 N STREET, N.W.
SUITE 800
WASHINGTON, D.C.
(202) 263-4180

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BY HAND

December 30, 2005

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

**RE: STB FD. No. 34813, New York New Jersey Rail LLC, et al, transaction
within a corporate family exemption**

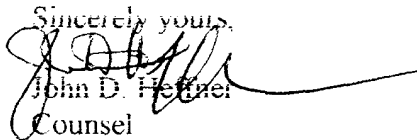
Dear Mr. Williams:

I am writing on behalf of New York New Jersey Rail LLC (NYNJ), in connection with the above-captioned proceeding to respond to a letter submitted to the Board by Consolidated Rail Corporation (Conrail). Conrail is concerned that if the Board authorizes this transaction, NYNJ would be able to avoid its contractual obligations with Conrail.

NYNJ acknowledges that it operates in Greenville, Jersey City, NJ, over trackage owned by and leased from Conrail. NYNJ recognizes that it needs to comply with the contractual obligations in that lease agreement and that it intends to satisfy those obligations before consummating this transaction. Accordingly, NYNJ requests that the STB deny petitioner Conrail's request for a stay as moot.

Please date stamp and return one copy of this letter.

Sincerely yours,


John D. Heffner
Counsel

Cc: Joseph Dettmar, Esq. (by fax)
John Enright, Esq. (by email)
Mr. James Cornell