

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

206472

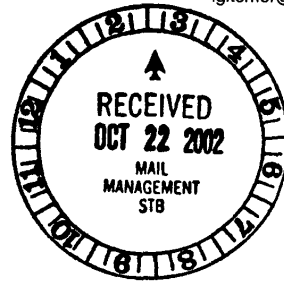
October 22, 2002

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lgitomer@dc.bjllp.com



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

RE: Finance Docket No. 34272, *North Carolina & Virginia Railroad, Inc.--
Lease and Operation Exemption—Norfolk Southern Railway Company*

Dear Secretary Williams:

North Carolina & Virginia Railroad, Inc., the Chesapeake & Albemarle Division ("NCVR") hereby certifies that on October 22, 2002, NCVR posted the attached Notice at the workplace of the employees on the rail line that is the subject of this transaction and on October 22, 2002 NCVR served a copy of the Notice on the national offices of all labor unions with employees on the affected line. An original and ten copies of this letter and attachment are enclosed.

Please time and date stamp the extra copy of this letter and return it with our messenger.

If you have any questions, please call or email me.

Sincerely yours,

Louis E. Gitomer
Attorney for North Carolina & Virginia
Railroad, Inc.

Enclosure

NOTICE

Pursuant to Surface Transportation Board regulations at 49 C.F.R. § 1150.42(e), Chesapeake & Albemarle Division, North Carolina & Virginia Railroad, Inc. (NCVA) hereby provides notice to the employees of Norfolk Southern Railway Company (NSR, successor to Southern Railway Company) that NCVA will lease from NSR the four miles of right-of-way from Chesapeake to Butts, VA (milepost NS 4.0 to NS 8.0)

The NCVA intends to file prior to December 21, 2002, with the Surface Transportation Board (STB) a Notice of Exemption pursuant to the provisions of 49 CFR § 1150.41-.44 to lease the Chesapeake to Butts Line.

No rearrangement of forces will be required on the NSR as a result of this transaction and it is not anticipated there will be any effect on NSR employees. NCVA expects that no additional jobs will be available on the NCVA.

This notice is being posted in accordance with the requirements of 49 C.F.R. § 1150.42(e) which requires the posting of a notice of intent to undertake a proposed transaction under 49 U.S.C. § 10902 and 49 C.F.R. § 1150.45 that will result in the creation of a Class III rail carrier with projected annual revenues in excess of \$5 million at the workplace of the employees of the affected railroad line(s) at least 60 days before the notice of exemption relating to the proposed transaction becomes effective. A copy of this notice is being served by overnight delivery on the national offices of the labor unions with employees on the affected railroad line(s), and service concurrently certified to the Surface Transportation Board.

Sandra K. Franger
VP-Contracts & Intercarrier Agreements