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April 30, 2003

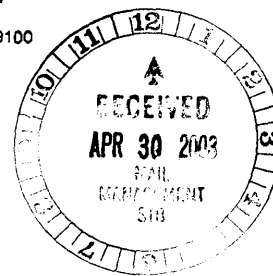
APR 30 2003

Part of
Public Record

Tracie D. Spear
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VIA FACSIMILE AND FIRST CLASS MAIL

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



Re: **FINANCE DOCKET NO. 34344, ISG RAILWAYS, INC. -- ACQUISITION AND CONTROL EXEMPTION -- ASSETS OF KEYSTONE RAILROAD LLC D/B/A PHILADELPHIA, BETHLEHEM AND NEW ENGLAND RAILROAD COMPANY, CONEMAUGH & BLACK LICK RAILROAD COMPANY LLC, STEELTON & HIGHSPIRE RAILROAD COMPANY LLC, LAKE MICHIGAN & INDIANA RAILROAD COMPANY LLC, BRANDYWINE VALLEY RAILROAD COMPANY LLC, UPPER MERION & PLYMOUTH RAILROAD COMPANY LLC, PATAPSCO & BACK RIVERS RAILROAD COMPANY LLC AND CAMBRIA AND INDIANA RAILROAD, INC.**

Dear Secretary Williams:

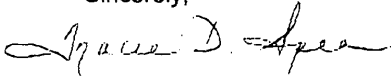
On April 22, 2003, ISG Railways, Inc. ("ISG Railways") filed a Verified Notice of Exemption in the above-referenced proceeding. In that Notice, a statement was omitted concerning one of the requirements in 49 C.F.R. § 1180.2(d)(2). STB staff has asked us to supply the required information.

Accordingly, ISG Railways hereby states that: i) Keystone Railroad LLC d/b/a Philadelphia, Bethlehem and New England Railroad Company ("Keystone"), Conemaugh & Black Lick Railroad Company LLC ("CBLR"), Steelton & Highspire Railroad Company LLC ("SHP"), Lake Michigan & Indiana Railroad Company LLC ("LMIC"), Brandywine Valley Railroad Company LLC ("BVRY"), Upper Merion & Plymouth Railroad Company LLC ("UMP"), Patapsco & Back Rivers Railroad Company LLC ("PBR") and Cambria and Indiana Railroad, Inc. ("C&I") will not connect with each other or any railroads in their corporate family; ii) ISG Railways' acquisition of Keystone, CBLR, SHP, LMIC, BVRY, UMP, PBR and C&I is not part of a series of anticipated transactions that would connect such railroads with each other or any railroad in their corporate family; and iii) the transaction in the above-referenced proceeding does not involve a Class I carrier.

Secretary Williams
April 30, 2003
Page 2

If there are any questions regarding this matter, please do not hesitate to contact me at (202) 778-9390.

Sincerely,

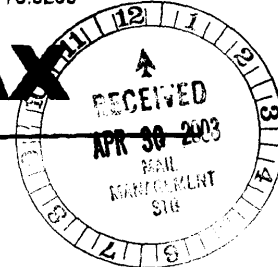
A handwritten signature in cursive script, appearing to read "Tracie D. Spear".

Tracie D. Spear
Attorney for ISG Railways, Inc.

cc: Darlene Evans

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FAX

Date • April 30, 2003

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coversheet • 3

Transmit To •

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Secretary • Sarah Giustiniano

Phone • (202) 778-9390
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Client/Matter Name	Client/Matter Number	Attorney Number
	0306918.0101	3609

COMMENTS: Please see attached.

When you are sending to us, please be sure to include a cover sheet with your transmittal and a telephone number where you can be contacted in case of equipment malfunction.

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