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THOMAS F. MCFARLAND

April 1, 2004

By UPS overnight mail

Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit, Suite 713
1925 K Street, N.W.
Washington, DC 20423-0001

ENTERED
Office of Proceedings

APR - 2 2004

Part of
Public Record



Re: Docket No. AB-55 (Sub-No. 640X), *CSX Transportation, Inc. -- Abandonment --*
in Atkinson and Ware Counties, Georgia (between Pearson and Waresboro)

Dear Mr. Williams:

In a decision served January 7, 2004, the Board postponed the effective date of the decision that authorized abandonment in order to permit the OFA process to proceed under 49 U.S.C. § 10904 and 49 C.F.R. § 1152.27.

This is to advise the Board that the owner of the rail line, CSX Transportation, Inc. (CSXT), and the offeror, St. Marys Railroad Company (SMRC), have agreed on all terms for purchase of the rail line involved in the proceeding.

However, in order to enable funding for the purchase, it is necessary that the rail line be acquired by a separate corporation affiliated with SMRC. St. Marys Railway West, LLC has been incorporated for that purpose.

This is to petition the Board for permission to substitute St. Marys Railway West, LLC for SMRC as the OFA purchaser of the rail line. As attorney for St. Marys Railway West, LLC and SMRC, I hereby certify that St. Marys Railway West, LLC is a financially responsible person within the meaning of 49 U.S.C. § 10904(d)(1). I have been authorized by CSXT to state that CSXT does not object to substitution of St. Marys Railway West, LLC for SMRC as OFA purchaser of the rail line.

Based on the foregoing, the Board is respectfully requested to issue a decision (1) authorizing the substitution of St. Marys Railway West, LLC for St. Marys Railroad Company as OFA purchaser of the rail line; and (2) dismissing the abandonment application effective on consummation of OFA purchase of the rail line.

THOMAS F. MCFARLAND

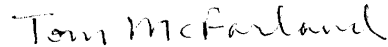
Vernon A. Williams, Secretary

April 1, 2004

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Ten copies accompany the original of this notification and petition. All parties are being served. Kindly acknowledge receipt by date stamping the enclosed duplicate copy of this letter and return in the self-addressed stamped envelope.

Very truly yours,



Thomas F. McFarland

*Attorney for St. Marys Railway West, LLC
and St. Marys Railroad Company*

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cc: Jonathan Gold, Esq., *by UPS overnight mail*
(please provide copy to Ms. Bobbi League)
Mr. Pete Strickland, *by fax to 912-882-0255*
Joseph Dettmar, Esq., *by UPS overnight mail*