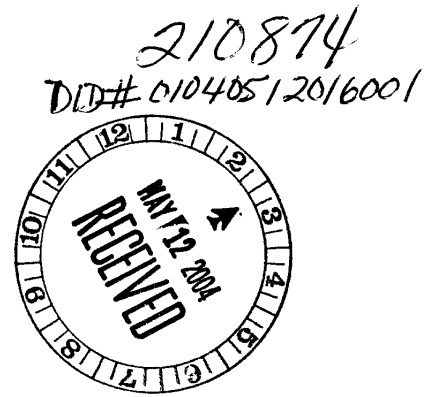


STEPTOE & JOHNSON^{LLP}
ATTORNEYS AT LAW

Betty Jo Christian
202.429.8113
bchristian@steptoe.com



May 12, 2004

Via HAND DELIVERY

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

ENTERED
Office of Proceedings

MAY 12 2004

Part of
Public Record

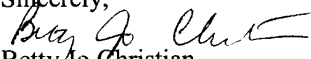
**RE: Finance Docket No. 34505, East Brookfield & Spencer
Railroad, LLC – Exemption Lease and Operation –
CSX Transportation, Inc.**

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original plus ten copies of a Notice of Exemption. Please note that there is a color map at page 6 of this filing.

I would appreciate it if you would date-stamp the additional copy of the filing provided and return it to the messenger for our files. I appreciate your attention to this matter.

Sincerely,


Betty Jo Christian
Attorney for East Brookfield &
Spencer Railroad, LLC

FILED

MAY 12 2004

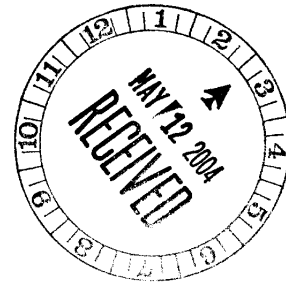
Encls.

FEE RECEIVED
MAY 12 2004
**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34505

EAST BROOKFIELD & SPENCER RAILROAD, LLC
--EXEMPTION LEASE AND OPERATION--
CSX TRANSPORTATION, INC.



ENTERED
Office of Proceedings

MAY 12 2004

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Public Record

NOTICE OF EXEMPTION

East Brookfield & Spencer Railroad, LLC ("EB&SR"), a noncarrier, is filing this Notice of Exemption pursuant to 49 C.F.R. § 1150.31 to allow it to lease and operate approximately 4 miles of a track from CSX Transportation Inc. ("CSX"). The leased line is a portion of CSX's passing track located between mileposts 60 and 64 in East Brookfield and Spencer, Worcester County, Massachusetts, together with approximately 270 feet of lead track running from the passing track to the property line of the proposed New England Automotive Gateway Facility (the "Facility"). The following information is provided as required by 49 C.F.R. § 1150.33.

§ 1150.33(a) -- The Full Name and Address of the Applicant:

East Brookfield & Spencer Railroad, LLC
Route 49
P.O. Box 209
East Brookfield, MA 01515

FILED

MAY 12 2004

**SURFACE
TRANSPORTATION BOARD**

FEE RECEIVED

MAY 12 2004

**SURFACE
TRANSPORTATION BOARD**

§ 1150.33(b) -- The Name, Address and Telephone Number of the Representative of the Applicant Who Should Receive Correspondence:

Betty Jo Christian
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
(202) 429-3000

§ 1150.33 (c) -- A Statement That An Agreement Has Been Reached or Details About When An Agreement Will Be Reached:

The parties entered into a Track Lease Agreement ("Lease Agreement") on April 23, 2004.

§ 1150.33 (d) -- The Operator of the Property:

EB&SR will operate the property.

§ 1150.33 (e) -- A Brief Summary of the Proposed Transaction:

EB&SR entered into a Lease Agreement with CSX, 500 Water Street, Jacksonville, Florida 32202 on April 23, 2004 for the lease of approximately 4 miles of track. The leased track consists of approximately 4 miles of a passing track along CSX's line between mileposts 60 and 64 in East Brookfield and Spencer, Massachusetts, including a strip of right-of-way adjacent to and beneath the same. The lease also includes approximately 270 feet of lead track running from the passing track at milepost 63.08 to the property line of the proposed New England Automotive Gateway Facility ("Facility") in East Brookfield, MA. As part of the Lease Agreement, CSX will retain certain rights to operate over the line to serve the Facility, and to use the track in the event of an operating emergency.

The parties anticipate that the transaction will be consummated on May 19, 2004.

§ 1150.33 (f) -- A Map that Clearly Indicates the Area to be Served, including Origins, Termini, Stations, Cities, Counties, and States:

A map is attached as Exhibit A.

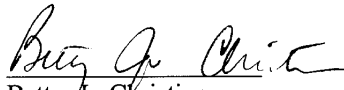
§ 1150.33 (g) -- A Certificate that Applicant's Projected Revenues do not Exceed Those that Would Qualify it as a Class III Carrier:

The required certification is attached as Exhibit B.

Since EB&SR's projected annual revenues do not exceed five million dollars (\$5,000,000), EB&SR was not required to comply with the requirements of 49 C.F.R. § 1150.32(e) regarding notice to employees.

A caption summary following the format of 49 C.F.R. § 1150.34 is attached.

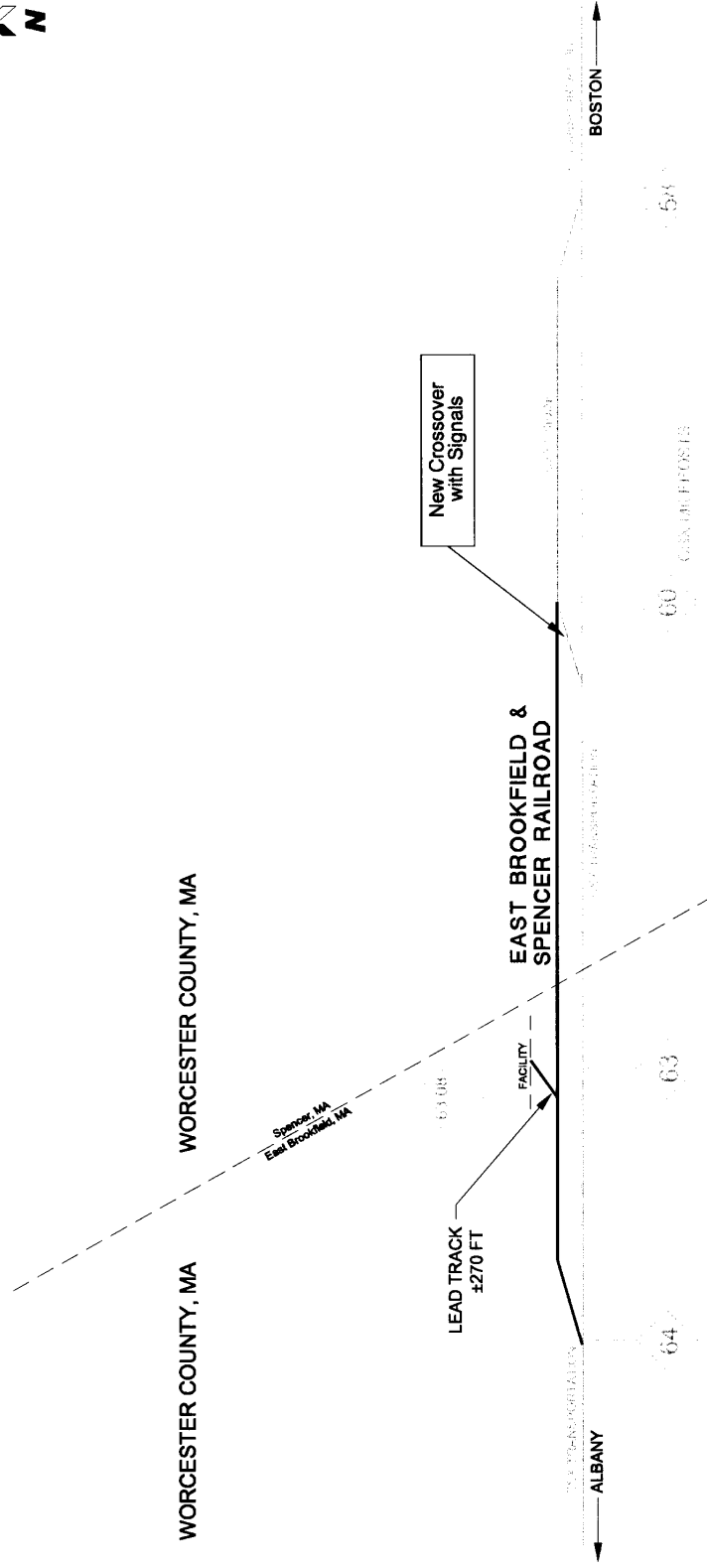
Respectfully submitted,



Betty Jo Christian
Scott M. Mirelson
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
(202)-429-3000

Attorneys for
East Brookfield & Spencer Railroad, LLC

EXHIBIT - A



6

LEGEND

EB&SR - ———

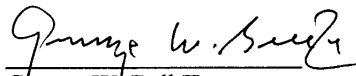
CSXT - - - - -

EAST BROOKFIELD & SPENCER RAILROAD

EXHIBIT B

CERTIFICATE REGARDING REVENUE

In accordance with 49 C.F.R. § 1150.33(g), I hereby certify that the projected aggregate revenues for East Brookfield & Spencer Railroad will not exceed those that would qualify it as a Class III rail carrier. I also certify that EB&SR's projected annual revenues do not exceed five million dollars (\$5,000,000).



George W. Bell II

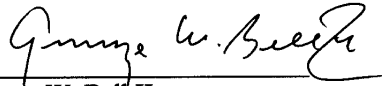
Manager

East Brookfield & Spencer Railroad, LLC

Dated: May 5, 2004

VERIFICATION

I, George W. Bell II, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Lease and Operation Exemption Notice.



George W. Bell II
Manager
East Brookfield & Spencer Railroad, LLC

May 5, 2004
Executed on May 5, 2004