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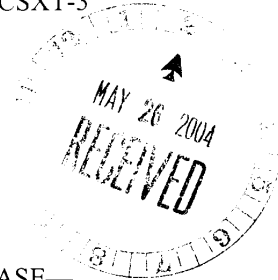
BBRR-3/CSXT-3

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

PETITION SUGGESTING PROCEDURAL



ENTERED
Office of Proceedings
MAY 26 2004
By: [illegible]

Peter J. Shudtz
CSX Corporation
1331 Pennsylvania Avenue, N.W.
Suite 560
Washington, DC 20004
(202) 783-8124

R. Curtis Steele, Jr.
McVitty Executive Center
2758 Electric Road, Suite A
Roanoke, VA 24018
(540) 725-8386

Louis E. Gitomer
Ball Janik LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
(202) 638-3307

Keith G. O'Brien
Rea, Cross & Auchincloss
1707 L Street NW, Suite 570
Washington, DC 20036.
(202) 785-3700

Counsel for CSX Transportation, Inc.

Counsel for Buckingham Branch Railroad
Company

Dated: May 26, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.



PETITION SUGGESTING PROCEDURAL SCHEDULE

The Buckingham Branch Railroad Company (“BB”) and CSX Transportation, Inc. (“CSXT”), jointly referred to as “Applicants,” respectfully suggest the following schedule for the concurrently filed Application in the above-entitled proceeding. Applicants are planning to close the proposed transaction by December 20, 2004 so that the changeover in operations can occur before year-end over a non-holiday weekend.

In the Application, BB is seeking approval from the Surface Transportation Board (the “Board”) under 49 U.S.C. § 11323, *et seq.*, to lease from CSXT approximately 199.7 miles of CSXT line running between AM Junction (near Richmond) and Clifton Forge, VA (the “Line”). In addition, for the duration of the lease between BB and CSXT, BB will assume CSXT’s lease of and operation over Norfolk Southern Railway Company’s 9.1 mile line between Gordonsville, VA and Orange, VA (the “NS Line”).

Applicants have requested the Board to treat the proposed transaction as “minor” under the Board’s rules at 49 C.F.R. § 1180.2(c). If the Board accepts Applicants’ characterization of the proposed transaction as minor, the Board will be required to issue its decision within 180 days from the filing date of the Application. 49 U.S.C. § 11325(d). Applicants suggest that the Board establish the following schedule to govern this proceeding.

PROPOSED PROCEDURAL SCHEDULE

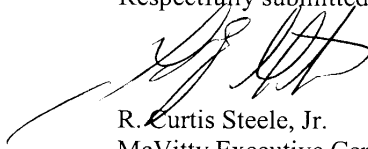
May 26, 2004	Application, petition for protective order, and petition to establish schedule filed.
June 25, 2004	Notice of acceptance of Application to be published in <i>Federal Register</i> .
July 9, 2004	Notices of intent to participate in this proceeding due.
August 24, 2004	Comments, protests, requests for conditions, other opposition and evidence, and filings from the U.S. Department of Justice ("DOJ") and U.S. Department of Transportation ("DOT") due.
September 23, 2004	Responses to comments, protests, requests for conditions, other opposition and evidence, and DOJ and DOT due. Rebuttal in support of Application due.
November 8, 2004	Service of final decision.
December 8, 2004	Decision effective.

The schedule that Applicants are proposing will permit the Board to serve a final decision before November 22, 2004, the 180-day deadline after the May 26th filing. The proposed schedule also provides interested parties 60 days after acceptance of the Application to participate. The proposed schedule also allows the Board the full 30 days to decide whether to accept or reject the Application and 45 days after the close of evidence to serve a decision.

There is time in the schedule for a public hearing, if requested and deemed necessary by the Board. In addition, there is time to hold an oral argument after the Applicants have responded on September 23, 2004.

Applicants do not foresee any anticompetitive effects from the lease of the Line from CSXT to BB, a Class III railroad. Moreover, Applicants contend that the proposed schedule provides sufficient time for any comments to be filed and for the Board to meet its responsibilities in a timely fashion. Therefore, Applicants respectfully request that the Board adopt the proposed schedule.

Respectfully submitted,



R. Curtis Steele, Jr.
McVitty Executive Center
2758 Electric Road, Suite A
Roanoke, VA 24018
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Peter J. Shudtz
CSX Corporation
1331 Pennsylvania Avenue, N.W.
Suite 560
Washington, DC 20004
(202) 783-8124

Louis E. Gitomer
Ball Janik LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
(202) 638-3307

Counsel for CSX Transportation, Inc.

Keith G. O'Brien
Rea, Cross & Auchincloss
1707 L Street NW, Suite 570
Washington, DC 20036.
(202) 785-3700

Counsel for Buckingham Branch Railroad
Company

Dated: May 26, 2004

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing document to be served pursuant to the requirements of 49 C.F.R. § 1180.4(c)(5).

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
May 26, 2004