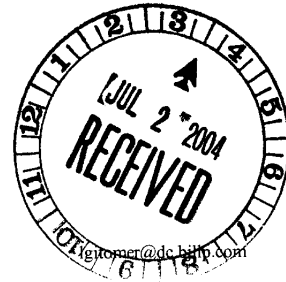


**FILED**  
JUL - 2 2004  
**SURFACE**  
**TRANSPORTATION BOARD**

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

**BALL JANIK LLP**  
ATTORNEYS  
1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005  
www.balljanik.com  
TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947



July 2, 2004

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

211498

**ENTERED**  
**Office of Proceedings**  
JUL - 2 2004  
**Part of**  
**Public Record**

RE: Finance Docket No. 34508, *Central Railroad Company of Indianapolis—  
Lease and Operation Exemption—CSX Transportation, Inc.*

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 CFR § 1150.41, three diskettes with the file Notice.doc, and a check covering the \$1,400.00 filing fee. We are filing faxed versions of Mr. Howe's certification and verification, and will provide the Board with the original documents on Tuesday July 6, 2004.

Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger. Thank you for your assistance.

If you have any questions, please contact me.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer'.

Louis E. Gitomer  
Attorney for Central Railroad Company of  
Indianapolis, Chicago, Ft. Wayne & Eastern  
Railroad Division

**FEE RECEIVED**  
JUL - 2 2004  
**SURFACE**  
**TRANSPORTATION BOARD**

Enclosures

**ORIGINAL**

**FILED**

JUL - 2 2004

**SURFACE  
TRANSPORTATION BOARD**

BEFORE THE

**SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34508

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—LEASE AND OPERATION  
EXEMPTION—CSX TRANSPORTATION, INC.



VERIFIED NOTICE OF EXEMPTION  
Pursuant to 49 C.F.R. § 1150.41., Et Seq.

211498

ENTERED  
Office of Proceedings

JUL - 2 2004

Part of  
Public Record

**FEE RECEIVED**

JUL - 2 2004

**SURFACE  
TRANSPORTATION BOARD**

Gary A. Laakso, Esq.  
Vice President Regulatory Counsel  
CENTRAL RAILROAD COMPANY  
OF INDIANAPOLIS  
5300 Broken Sound Blvd., NW  
Second Floor  
Boca Raton, FL 33487  
(561) 994-6015

Louis E. Gitomer, Esq.  
Of Counsel  
BALL JANIK LLP  
1455 F Street, N.W., Suite 225  
Washington, DC 20005  
(202) 638-3307

Attorneys for: CENTRAL RAILROAD  
COMPANY OF INDIANAPOLIS

Dated: July 2, 2004

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34508

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—LEASE AND OPERATION  
EXEMPTION—CSX TRANSPORTATION, INC.

VERIFIED NOTICE OF EXEMPTION  
Pursuant to 49 C.F.R. § 1150.41., Et Seq.



ENTERED  
Office of Proceedings

JUL - 2 2004

Part of  
Public Record

The Central Railroad Company of Indianapolis, Chicago, Ft. Wayne & Eastern Railroad Division (“CFER”), a Class III carrier, with current annual revenues in excess of \$5 million, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart E-Exempt Transactions Under 49 U.S.C. § 10902 for Class III Rail Carriers, with the Surface Transportation Board (the “Board”) for CFER to lease and operate from CSX Transportation, Inc. (“CSXT”) about 273 miles of railroad. The line consists of: (1) the Fort Wayne line between Adams, IN, milepost QF 314.0, and Crestline, OH, milepost QF 191.3; (2) the Fort Wayne Secondary between Tolleston, IN, milepost QF 441.8, and Adams, IN, milepost QF 314.0; (3) the Decatur Second between Adams, IN, milepost QFD 86.6, and Decatur, IN, milepost QFD 70.4; and (4) the Spore Industrial Track between Bucyrus, OH, milepost QFS 69.32, and Spore, OH, milepost QFS 62.85 (the “Line”).

On June 30, 2004, CFER filed a request to waive the 60-day advance notice pursuant to 49 C.F.R. § 1150.42(e) for Norfolk Southern Railway Company employees who dispatch the Line from Pittsburgh, PA. CFER has proposed the August 1, 2004 consummation date based upon the notice it gave to CSXT employees on May 18, 2004 and CFER’s proposed

consummation date is also conditioned upon the Board granting the waiver request. For that reason, CFER uses August 1, 2004 as the consummation date in this notice of exemption.

In support of this Notice of Exemption, CFER submits the following information as required by 49 C.F.R. § 1150.43:

a. Full name and address of applicant:

Central Railroad Company of Indianapolis,  
Chicago, Ft. Wayne & Eastern Railroad Division  
497 Circle Freeway Dr.  
Suite 230  
Cincinnati, OH 45246

b. Applicant's Representatives:

Gary A. Laakso, Esq.  
Vice President Regulatory Counsel  
Central Railroad Company of Indianapolis  
5300 Broken Sound Blvd., NW  
Boca Raton, FL 33487  
(561) 994-6015

Louis E. Gitomer, Esq.  
Of Counsel  
Ball Janik LLP  
1455 F Street, NW, Suite 225  
Washington, DC. 20005  
(202) 638-3307

c. An agreement is being negotiated between CSXT, as lessor, and CFER, as lessee.

d. The operator of the property will be CFER.

e. Summary of proposed transaction:

1. The name and address of the railroad transferring the property is:

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

2. The proposed time schedule for the consummation of the transaction is August 1,

2004.

3. The mileposts of the subject property that CFER is leasing from CSXT are between (i) milepost QF 314.0, Adams, IN, and milepost QF 191.3, Crestline, OH; (ii) milepost QF 441.8, Tolleston, IN, and milepost QF 314.0, Adams, IN; (iii) milepost QFD 86.6, Adams, IN, and milepost QFD 70.4, Decatur, IN; and (4) milepost QFS 69.32, Bucyrus, OH, and milepost QFS 62.85, Spore, OH.

4. CFER is leasing about 273 miles of track from CSXT.

f. A map of the Line is attached as Exhibit D. The map is in color and will be the last page of this pleading.

g. A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.43(g) is attached as Exhibit A.

h. A caption summary, as required by 49 C.F.R. § 1150.44, is attached as Exhibit B.

i. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 C.F.R. § 1105.6(b)(4) and (c)(2)(i).

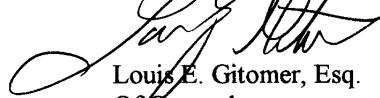
j. An historic report is not required because CFER will operate the Line, will require further Board approval to discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

k. The Certification to the Board and the Notice posted and served on the national offices of all labor unions with employees on the affected line is attached as Exhibit C.

This action will not significantly affect either the quality of the human environment or energy conservation.

Gary A. Laakso, Esq.  
Vice President Regulatory Counsel  
CENTRAL RAILROAD COMPANY  
OF INDIANAPOLIS  
5300 Broken Sound Blvd., NW.  
Second Floor  
Boca Raton, FL 33487  
(561) 994-6015

Respectfully submitted,



Louis E. Gitomer, Esq.  
Of Counsel  
BALL JANIK LLP  
1455 F Street. NW., Suite 225  
Washington, D.C. 20005  
(202) 638-3307

Attorneys for: CENTRAL RAILROAD  
COMPANY OF INDIANAPOLIS

Dated: July 2, 2004

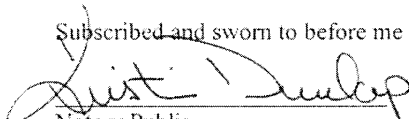
CERTIFICATION

State of Florida                     )  
                                              )ss:  
County of Palm Beach            )

I, Michael J. Howe being duly sworn depose and state that I am Vice President of the Central Railroad Company of Indianapolis, and that the projected annual revenues from the rail operations of Central Railroad Company of Indianapolis would not exceed those that would make it a Class II carrier under 49 C.F.R. Part 1201(1-1).

  
\_\_\_\_\_  
Michael J. Howe

Subscribed and sworn to before me this 2nd day of July 2004

  
\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires: 12.27.05



Kristin Dunlap  
My Commission DD067857  
Expires December 27, 2005

PERSONALLY KNOWN  
PRODUCED I.D. 

**EXHIBIT B – CAPTION SUMMARY**

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34508

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—LEASE AND OPERATION  
EXEMPTION—CSX TRANSPORTATION, INC.

The Central Railroad Company of Indianapolis, Chicago, Ft. Wayne & Eastern Railroad Division (“CFER”) has filed a verified notice of exemption under 49 C.F.R. § 1150.41 to lease and operate, pursuant to an agreement entered into between CSX Transportation, Inc. (“CSXT”) and CFER: about 273 miles of railroad from CSXT. The line consists of: (1) the Fort Wayne line between Adams, IN, milepost QF 314.0, and Crestline, OH, milepost QF 191.3; (2) the Fort Wayne Secondary between Tolleston, IN, milepost QF 441.8, and Adams, IN, milepost QF 314.0; (3) the Decatur Second between Adams, IN, milepost QFD 86.6, and Decatur, IN, milepost QFD 70.4; and (4) the Spore Industrial Track between Bucyrus, OH, milepost QFS 69.32, and Spore, OH, milepost QFS 62.85.

Because CFER’s projected annual revenues will exceed \$5 million, CFER certified to the Board on May 19, 2004, that it sent the required notice of the transaction to the national offices of all labor unions representing employees on the line on May 18, 2004, and posted a copy of the notice at the workplace of the employees on the affected lines on May 18, 2004. See 49 C.F.R. § 1150.42(e).

The transaction was scheduled to be consummated on August 1, 2004, the effective date of the exemption (which is more than 60 days after CFER’s certification to the Board that it had complied with the Board’s rule at 49 C.F.R. § 1150.42(e)).

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. § 10502(d)

**FLETCHER & SIPPEL LLC**

ATTORNEYS AT LAW

29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2875

RONALD A. LANE  
(312) 252-1503  
rlane@fletcher-sippel.com

Phone: (312) 252-1500  
Fax: (312) 252-2400  
www.fletcher-sippel.com

May 19, 2004

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 700  
Washington, DC 20006

Re: **Finance Docket No. 34508**  
**Central Railroad Company of Indianapolis -- Acquisition**  
**Exemption -- Lines of CSX Transportation, Inc.**

Dear Secretary Williams:

Pursuant to 49 C.F.R. § 1150.42(e), Central Railroad Company of Indianapolis ("CERA") hereby certifies that on May 18, 2004, the attached Notice was posted at the workplace of the employees on the rail lines that CERA proposes to acquire in the above-captioned proceedings, and that on May 18, 2004 a copy of the Notice was served on the national offices of the labor unions with employees on those rail lines.

Ten copies of this letter, with attachment, are enclosed for filing at the Board. One extra copy also is enclosed, and I would request that you date-stamp that copy to show receipt of this filing and return it to me in the provided envelope. Thank you for your assistance on this matter.

Respectfully submitted,



Ronald A. Lane  
Attorney for Central Railroad Company of  
Indianapolis

RAL

Attachment

May 19, 2004

**Chicago, Ft. Wayne & Eastern Railroad (CFER),  
a division of  
Central Railroad Company of Indianapolis**

**NOTICE TO CSXT EMPLOYEES**

Pursuant to Surface Transportation Board regulations at 49 C.F.R. §§ 1150.42(e), the Central Railroad Company of Indianapolis ("CERA"), hereby provides notice to the employees of CSX Transportation Inc. ("CSXT") that it intends to lease and operate as a separate division, called the Chicago, Ft. Wayne & Eastern Railroad ("CFER"), approximately 276 miles of CSXT's line of railroad:

1. Fort Wayne Secondary, Tolleston, IN, MP QF 441.8 to MP QF 314.0 at Adams, IN;
2. Fort Wayne Line, Adams, IN, MP QF 314.0 to Crestline, OH, MP QF 191.3 (excluding Crestline Yard);
3. Decatur Second, Adams, IN, MP QFD 86.6 to Decatur, IN, MP QFD 70.4 and
4. Spore Industrial Track, Bucyrus, OH, MP QFS 69.32 to Spore, OH, MP QFS 62.85.

Collectively referred to as "the Ft. Wayne Line," effective August 1, 2004. CSXT will retain ownership of the track, as well as the underlying and appurtenant real estate, and will lease that real estate and trackage to Central Railroad Company of Indianapolis.

As a result of the lease, CERA expects to hire approximately twenty-four (24) operating employees, one (1) carman, two (2) locomotive mechanics and two (2) track inspectors. This estimate is preliminary and is subject to modification prior to commencing operations. Employees will be provided wages and benefits comparable to those at other RailAmerica railroads. CERA will select employees on the basis of skills and aptitudes required for each position. The most qualified candidates will be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status or disability. Successful candidates must have a stable work record and demonstrate a commitment to safety and customer service. The ability to work in a team environment is critical. Successful applicants will be required to pass a pre-employment drug and alcohol screen, background check and complete a medical questionnaire, and may be required to take a physical exam.

CSXT employees interested in seeking employment with CERA should contact Mr. Mick Burkhart at (513) 860-1000, ext. 111.

May 19, 2004

**Chicago, Ft. Wayne & Eastern Railroad (CFER),  
a division of  
Central Railroad Company of Indianapolis**

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## FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2875

RONALD A. LANE  
(312) 252-1503  
rlane@fletcher-sippel.com

Phone: (312) 252-1500  
Fax: (312) 252-2400  
www.fletcher-sippel.com

May 19, 2004

Mr. R. Roach, Jr.  
General Vice President-Transportation  
International Association of Machinists and  
Aerospace Workers  
9000 Machinists Place  
Upper Marlboro, MD 20772-2687

Re: Finance Docket No. 34508  
Central Railroad Company of Indianapolis -- Acquisition  
Exemption -- Lines of CSX Transportation, Inc.

Dear Sir:

Please find attached a copy of the Notice to CSXT employees on its "Fort Wayne Corridor" between Crestline, Ohio and Tolleston, Indiana.

This Notice was posted May 18, 2004 and was issued by Chicago, Ft. Wayne & Eastern Railroad, a division of Central Railroad Company of Indianapolis. A copy is being supplied to you in conformance with 49 C.F.R. § 1150.42(e).

Very truly yours,



Ronald A. Lane

RAL:dg  
Enclosure

**FLETCHER & SIPPEL LLC**

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Suite 920  
Chicago, Illinois 60606-2875

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www.fletcher-sippel.com

RONALD A. LANE  
(312) 252-1503  
rlane@fletcher-sippel.com

May 19, 2004

Mr. W.D. Pickett  
President  
Brotherhood of Railroad Signalmen  
601 West Golf Road, Box U  
Mt. Prospect, IL 60056-4276

Re: Finance Docket No. 34508  
Central Railroad Company of Indianapolis -- Acquisition  
Exemption -- Lines of CSX Transportation, Inc.

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Ronald A. Lane

RAL:dg  
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Phone: (312) 252-1500  
Fax: (312) 252-2400  
www.fletcher-sippel.com

May 19, 2004

Mr. F.L. McCann  
President  
American Train Dispatchers' Department  
AFL-CIO and TTD-Rail Division  
1370 Ontario Street, Suite 1040  
Cleveland, OH 44113-1701

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Ronald A. Lane

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Fax: (312) 252-2400  
www.fletcher-sippel.com

May 19, 2004

Mr. R.A. Johnson  
General President  
Brotherhood of Railway Carmen  
Division of Transportation Communications Union  
3 Research Place  
Rockville, MD 20854

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Ronald A. Lane

RAL:dg  
Enclosure

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www.fletcher-sippel.com

May 19, 2004

Mr. J.J. Barry  
International President  
International Brotherhood of Electrical Workers  
1125 15<sup>th</sup> Street, N.W., Suite 1201  
Washington, D.C. 20005

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Ronald A. Lane

RAL:dg  
Enclosure

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Phone: (312) 252-1500  
Fax: (312) 252-2400  
www.fletcher-sippel.com

May 19, 2004

Mr. R.A. Scardelletti  
International President  
Transportation Communications Union  
3 Research Place  
Rockville, MD 20854

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Ronald A. Lane

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rlane@fletcher-sippel.com

Phone: (312) 252-1500  
Fax: (312) 252-2400  
www.fletcher-sippel.com

May 19, 2004

Mr. Paul C. Thompson  
International President  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, OH 44107-4250

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Central Railroad Company of Indianapolis -- Acquisition  
Exemption -- Lines of CSX Transportation, Inc.

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Ronald A. Lane

RAL:dg  
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Phone: (312) 252-1500  
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www.fletcher-sippel.com

May 19, 2004

Mr. M.A. Fleming  
President  
Brotherhood of Maintenance of Way Employees  
20300 Civic Center Drive, Suite 320  
Southfield, MI 48076-4169

Re: Finance Docket No. 34508  
Central Railroad Company of Indianapolis -- Acquisition  
Exemption -- Lines of CSX Transportation, Inc.

Dear Sir:

Please find attached a copy of the Notice to CSXT employees on its "Fort Wayne Corridor" between Crestline, Ohio and Tolleston, Indiana.

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Ronald A. Lane

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www.fletcher-sippel.com

May 19, 2004

Mr. D.M. Hahs  
International President  
Brotherhood of Locomotive Engineers  
Standard Building  
1370 Ontario Street  
Cleveland, OH 44113

Re: Finance Docket No. 34508  
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Exemption -- Lines of CSX Transportation, Inc.

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Ronald A. Lane

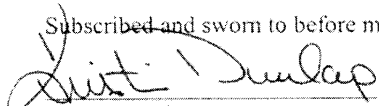
RAL:dg  
Enclosure

VERIFICATION

State of Florida                     )  
                                              )ss:  
County of Palm Beach            )

I, Michael J. Howe, being duly sworn depose and state that I am Vice President of the Central Railroad Company of Indianapolis, and that I am authorized to make this verification, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Michael J. Howe

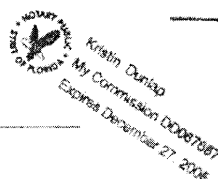
Subscribed and sworn to before me this 2nd day of July 2004  
  
\_\_\_\_\_  
Notary Public

PERSONALLY KNOWN: ☒  
PRODUCED I.D.: \_\_\_\_\_

(SEAL)

My Commission Expires:

12-27-05



**EXHIBIT D—MAP**

[illegible]

[illegible]

| TRACK SEGMENT        |         | 215 TRK |
|----------------------|---------|---------|
| F1 WAYNE SECONDARY   | 201/203 |         |
| GR/INDUSTRIAL        | 208     |         |
| FOURTH ST INDUSTRIAL | 210     |         |
| F1 WAYNE SECONDARY   | 210     |         |
| DECAUER INDUSTRIAL   | 216     |         |



