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KAREN J. RAE
DIRECTOR

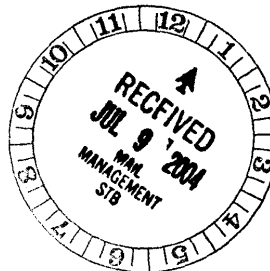
DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION
1313 EAST MAIN STREET, SUITE 300
P.O. BOX 580
RICHMOND, VA 23218-0590

(804) 786-4440
FAX (804) 786-7286
VIRGINIA RELAY CENTER
1-800-828-1120 (TDD)

June 29, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

211526



RE: Notice of Intent to Participate - STB Finance Docket No. 34495,
Buckingham Branch Railroad Company - Lease - CSX Transportation, Inc.

Dear Secretary Williams:

The Commonwealth of Virginia has been briefed by the two parties of the above referenced proceeding and had an opportunity to review the filing and request information directly from the two parties. The Commonwealth understands that the application process is a fluid process and that issues may arise which may not have been addressed by the two parties above mentioned. Through this request to be a POR, the Commonwealth will continue to remain a participant in the process before the STB and reserves the right to file comments as its interest may require.

It is the intent of the Commonwealth of Virginia to continue to remain involved in the process of this filing and therefore, the Commonwealth of Virginia is hereby requesting to be a party of record (POR) of STB Finance Docket No. 34495.

Please find enclosed for filing as party of reference an original and 10 paper copies of the request of the Commonwealth of Virginia to participate in this proceeding as a Party of Record (POR). Also enclosed is a 3.5-inch disk containing the text of the POR letter in MSWord 9.0 format.

Sincerely,

Karen J. Rae

Enclosures