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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
TRANSPORTATION SECTION
NATIONAL LIFE BUILDING
DRAWER 33
MONTPELIER, VERMONT 05633-5001

ENTERED
Office of Proceedings

September 3, 2004

SEP 07 2004

Part of
Public Record

Via Federal Express

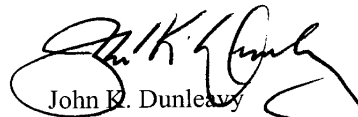
Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: *Twin State R.R. Co. — Abandonment and Discontinuance of Service —
In Caledonia and Essex Counties, Vermont*
Docket No. AB-862X

Dear Mr. Williams:

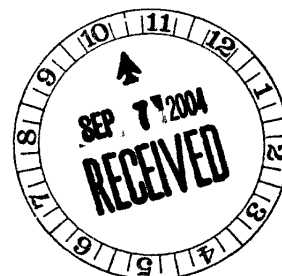
Enclosed for filing in the above matter are the original and ten (10) copies of "Notice of Intent to File Offer of Financial Assistance," which is filed on behalf of the State of Vermont.

Sincerely,


John R. Dunleavy
Assistant Attorney General

cc: Service List
David C. Dill, Director of Operations
Charles F. Miller, Rail Program Chief

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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. AB-862X

TWIN STATE RAILROAD COMPANY –
ABANDONMENT EXEMPTION –
IN CALEDONIA AND ESSEX COUNTIES, VT.

NOTICE OF INTENT
TO FILE
OFFER OF FINANCIAL ASSISTANCE

John K. Dunleavy
Assistant Attorney General
Vermont Agency of Transportation
Drawer 33
Montpelier, VT 05633-5001
(802) 828-3430 (voice)
(802) 828-2817 (fax)

Dated: September 3, 2004



BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. AB-862X

TWIN STATE RAILROAD COMPANY –
ABANDONMENT EXEMPTION –
IN CALEDONIA AND ESSEX COUNTIES, VT

NOTICE OF INTENT TO FILE
OFFER OF FINANCIAL ASSISTANCE

To the Secretary of the Board:

Pursuant to 49 C.F.R. § 1152.27(c)(2) and the Surface Transportation Board's notice served on September 3, 2004, the State of Vermont Agency of Transportation ("VTrans") hereby advises the Board and parties of record of its intent to file an Offer of Financial Assistance ("OFA") under 49 C.F.R. § 1152.27. The OFA is to purchase the approximately 20 route miles of railroad line between milepost 0.057 in St. Johnsbury, in Caledonia County, Vermont, and engineering station 5503 at River Road (Town Road) in Lunenburg (Gilman), Essex County, Vermont ("the Line").

In connection with this notice of intent to file an OFA, VTrans requests that the applicant carrier provide the information set forth in 49 C.F.R. § 1152.27(a), including the minimum purchase price required to acquire the Line. VTrans also requests that the Twin State Railroad Company ("TSR") provide its most recent report on the physical condition of the Line and traffic, revenue and other data necessary to determine TSR's estimate of net liquidation value of the Line, together with supporting data reflecting available real estate appraisals, assessments of

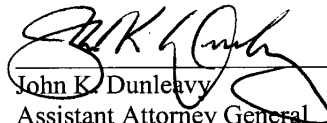
the quality and quantity of track materials in the Line, and removal costs estimates (including the cost of transporting removed materials to a point of sale or point of storage for relay use).

In accordance with 49 C.F.R. § 1152.27(c)(2), VTrans understands that this submission of formal expression of intent will automatically stay the effective date of the notice of exemption for 40 days (normally this will be 10 days beyond the date stated in the FEDERAL REGISTER publication).

Dated at Montpelier, Vermont, this 3rd day of September, 2004.

WILLIAM H. SORRELL
ATTORNEY GENERAL

By:



John K. Dunleavy
Assistant Attorney General
Vermont Agency of Transportation
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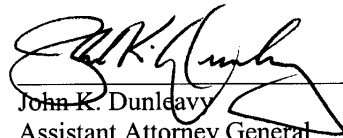
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CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of September, 2004, I served by first-class mail, postage pre-paid, copies of the foregoing "Notice of Intent to File Offer of Financial Assistance" on behalf of the State of Vermont upon the parties listed below, in accordance with the Board's rules of practice:

David H. Anderson, Esq.
288 Littleton Road (Suite 21)
Westford, MA 01886

Robert B. Culliford, Esq.,
Maine Central Railroad Company
c/o Guilford Rail System
Iron Horse Park
North Billerica, MA 01862-1692



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