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PLRY-3/CSXT-3

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34738

PADUCAH & LOUISVILLE RAILWAY, INC.—ACQUISITION—
CSX TRANSPORTATION, INC.

REQUEST FOR ISSUANCE OF PROCEDURAL SCHEDULE

ENTERED
Office of Proceedings

AUG 03 2005

Part of
Public Record

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

J. Thomas Garrett
Executive Vice President and
General Counsel
Paducah & Louisville Railway, Inc.
1500 Kentucky Avenue
Paducah, KY 42003-2893
(502) 444-4430

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

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Avenue, NW, Suite 300
Washington, DC 20037
(202) 663-7820

Counsel for CSX Transportation, Inc.

Counsel for Paducah & Louisville Railway,
Inc.

Dated: August 3, 2005

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SURFACE TRANSPORTATION BOARD

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PADUCAH & LOUISVILLE RAILWAY, INC.—ACQUISITION—
CSX TRANSPORTATION, INC.

REQUEST FOR ISSUANCE OF PROCEDURAL SCHEDULE

The Paducah & Louisville Railway, Inc. (“P&L”) and CSX Transportation, Inc. (“CSXT”), jointly referred to as “Applicants,” respectfully request that the Surface Transportation Board (the “Board”) issue the following schedule for the concurrently-filed Application in the above-entitled proceeding. Applicants are planning to close the proposed transaction by December 30, 2005 so that the changeover in operations can occur before year-end over a weekend.

In the Application, P&L is seeking approval from the Board under 49 U.S.C. § 11323, *et seq.*, to acquire from CSXT 124.5 miles of CSXT line running between Evansville, IN, milepost OOH-324.0, and Okawville, IL, milepost OOH-445.7, including the Mt. Vernon Branch between milepost OZJ-300 and milepost OZJ-302.8 (the “Line”). P&L will purchase the track, ties, and other track material and will lease the real property from CSXT (the “Transaction”).

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

August 3, 2005	Application, petition for protective order, and petition to establish schedule filed.
September 2, 2005	Notice of acceptance of Application to be published in <i>Federal Register</i> .
September 12, 2005	Notices of intent to participate in this proceeding due.
October 12, 2005	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.
October 27, 2005	Responses to comments, protests, requests for conditions, other opposition and evidence, and DOJ and DOT due. Rebuttal in support of Application due.
November 15, 2005	Oral argument, if necessary.
December 10, 2005	Service of final decision.
December 30, 2005	Decision effective.

The schedule that Applicants are proposing will permit the Board to serve a final decision before January 29, 2006, the 180-day deadline after the August 3rd filing. The proposed schedule also provides interested parties 70 days after filing of the Application to seek discovery, participate, and file evidence. 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.

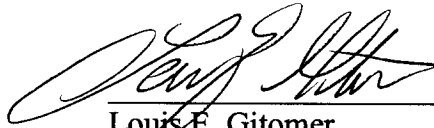
Applicants also request that the decision be made effective 20 days after service in order to accommodate a 2005 year-end closing.

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 October 27, 2005.

Applicants do not foresee any anticompetitive effects from the Transaction. 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,

Peter J. Shudtz
CSX Corporation
1331 Pennsylvania Avenue, N.W.
Suite 560
Washington, DC 20004
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Ball Janik LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
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Dated: August 3, 2005

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) and the same parties as the Application..

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

Louis E. Gitomer
August 3, 2005