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WILLIAM A. MULLINS

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September 29, 2005

214777

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

RE: *Evansville Western Railway, Inc.—Acquisition And Operation
Exemption—Paducah & Louisville Railway, Inc.*
Finance Docket No. 34738 (Sub-No. 1)

Dear Secretary Williams:

Please find enclosed on behalf of Evansville Western Railway, Inc. eleven copies of the Notice to Employees and the Certificate of Service in connection with the labor requirements of 49 C.F.R. § 1150.32 (e) in the above referenced proceeding.

Please acknowledge the receipt and filing of this pleading by stamping the eleventh copy of the filing and returning that copy to the person delivering the filing for return to me. If there are any questions concerning this submission, please contact me by telephone at (202) 663-7823 or by e-mail at wmullins@bakerandmiller.com.

Sincerely,

William A. Mullins

cc: J. Thomas Garrett, Esq.
All Parties of Record

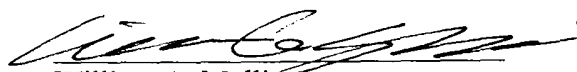
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34738 (Sub-No. 1)

EVANSVILLE WESTERN RAILWAY, INC.
—ACQUISITION AND OPERATION EXEMPTION—
PADUCAH & LOUISVILLE RAILWAY, INC.

CERTIFICATE OF SERVICE

I hereby certify that on September 29, 2005, in connection with the labor notice requirements of 49 C.F.R. § 1150.32 (e), the attached Notice to Employees was posted at the workplace of the employees on the rail lines that are the subject of this transaction, and on this day a copy of the notice was also served upon all parties of record including the national offices of all labor unions with employees on the affected line.


William A. Mullins
Attorney
Evansville Western Railway, Inc.

Date: September 29, 2005



NOTICE TO EMPLOYEES

September 29, 2005

Evansville Western Railway, Inc. ("EVWR") plans to purchase the rail and other track materials and lease the right-of-way from the Paducah & Louisville Railway, Inc. ("PAL"), and operate approximately 124.5 miles of rail line 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"). The Line is currently owned and operated by CSX Transportation, Inc. ("CSXT") (CSXT has agreed to sell the rail and other track materials and lease the right-of-way to the PAL, and an application seeking approval of that transaction is pending before the Surface Transportation Board (the "Board")). EVWR anticipates assuming operation of the Line in December 2005, and a notice of exemption for EVWR's acquisition of the Line from PAL is pending before the Board. The purpose of this notice is to comply with 49 C.F.R. § 1150.32(e) and to describe to employees currently working on the Line EVWR's hiring plans for its operation of the Line.

As of the date of this notice, EVWR plans to hire 19 operating employees and three management employees. EVWR intends to hire five (5) trainmen; five (5) engineers; five (5) maintenance of way employees; two (2) signal and communications employees; two (2) mechanical employees; and three (3) management employees. This estimate is preliminary and is subject to change prior to the commencement of operations. Employees will be provided wages and benefits which are generally similar to those available on EVWR's affiliate, PAL.

Applicants will be selected from the available pool of applicants based on their skills, aptitudes and experience relevant to the requirements of each position. Selections will be made without regard to race, creed, color, religion, national origin, sex, age, marital status, disability or veteran status. Successful candidates must have a stable work record and exhibit safe work practices. The ability to work in a team environment with a focus on customer service is critical. Applicants must be able to read, write and comprehend regulations and instructions in English. Applicants also must possess good oral communication skills. Successful applicants will be required to pass a pre-employment drug and alcohol screen and a background check, will be required to take a post employment offer medical exam, and will be required to perform the essential functions of the position, with reasonable accommodation, as outlined in the EVWR job descriptions. All employees are expected to know and abide by the standard code of employee conduct.

For further information, you may call Karen Tucker at (270) 444-4320.

Evansville Western Railway, Inc.
The Nemours Building
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1007 Orange Street
Wilmington, DE 19801