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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34903



BUFFALO SOUTHERN RAILROAD, INC.--ACQUISITION AND
OPERATION EXEMPTION--LINE IN CROTON-ON-HUDSON, NEW YORK

MOTION OF BUFFALO SOUTHERN RAILROAD, INC. FOR LEAVE TO
FILE RESPONSE TO "REPLY OF THE VILLAGE OF CROTON-ON-HUDSON
TO MOTION TO DISMISS NOTICE OF EXEMPTION"

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Attorneys for Buffalo Southern
Railroad, Inc.

Dated: August 1, 2006

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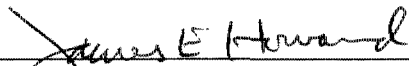
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Buffalo Southern Railroad, Inc. ("BSOR") hereby requests permission to file the accompanying "Response of Buffalo Southern Railroad, Inc. to 'Reply of the Village of Croton-on-Hudson to Motion to Dismiss Notice of Exemption'" (the "Response"). The Response is necessary and appropriate in order to reply to new arguments raised by the Village's Reply but not addressed in the Motion to Dismiss, thereby providing the Board with a more complete record. Counsel for the Village has advised the undersigned counsel for BSOR that the Village does not object to the filing of the Response.

Respectfully submitted,

BUFFALO SOUTHERN RAILROAD, INC.


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Attorneys for Buffalo Southern Railroad, Inc.

Dated: August 1, 2006

Certificate of Service

I hereby certify that I have served the foregoing pleading by sending a copy via Federal Express on August 1, 2006 to Michael B. Gerrard, Arnold & Porter LLP, 399 Park Ave., New York, NY 10022-4690.


James E. Howard