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BEFORE THE
SURFACE TRANSPORTATION BOARD

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SURFACE
TRANSPORTATION BOARD

STB Docket No AB-55 (Sub-No 684X)

CSX TRANSPORTATION, INC

ABANDONMENT EXEMPTION IN SHELBY COUNTY TENNESSEE

STATEMENT OF WILLINGNESS
TO ASSUME FINANCIAL RESPONSIBILITY

In order to establish interim trail use and rail banking under 16 U S C 1247(d) and 49 CFR 1152.29, Memphis Community Connector ("MCC") is willing to assume full responsibility for management of, for any legal liability arising out of the transfer or use of, and for the payment of any and all taxes that may be levied or assessed against the right-of-way owned by CSX Transportation, Inc. ("CSXT") The property, known as the Cordova Branch, extends from railroad milepost ONI 210.66 near Cordova, to railroad milepost ONI 224 in Memphis, a distance of 13.34 miles in Shelby County, Tennessee The right-of-way is part of a line of railroad proposed for abandonment in Docket No STB AB-55 (Sub-No. 684-X).

A map of the property depicting the right-of-way is attached hereto as Attachment 1

MCC acknowledges that use of the right-of-way is subject to the user's continuing to meet its responsibilities described above and subject to possible future reconstruction and reactivation of the right-of-way for rail service A copy of this statement is being served on CSXT on the same date it is being served on the Board.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Nicholas J. DiMichael", written over a horizontal line.

Nicholas J. DiMichael

Jeffrey O. Morcno

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October 5, 2007

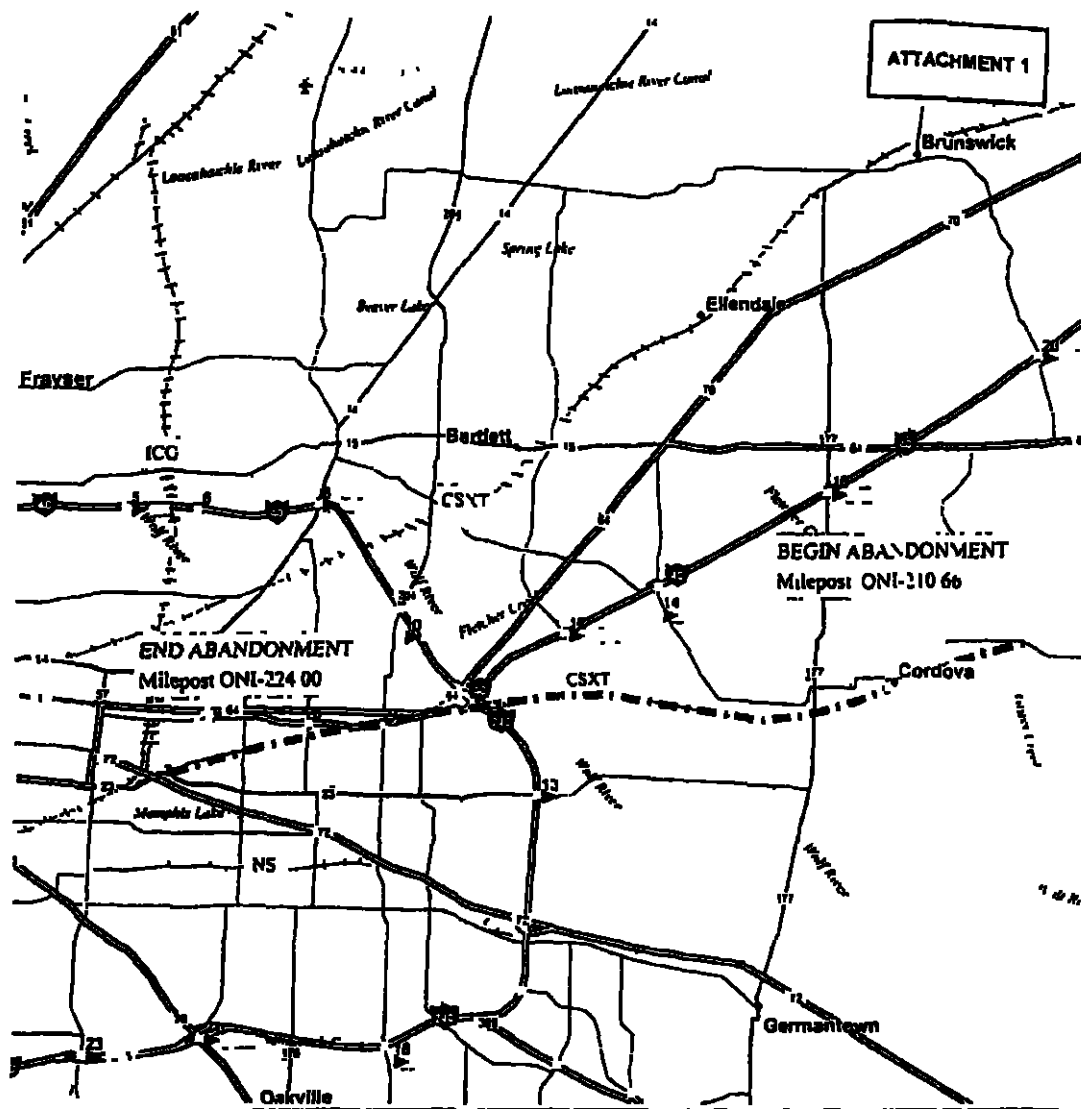
CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of October, 2007, copies of the foregoing "Statement of Willingness to Assume Financial Responsibility" were served by electronic delivery and first class mail upon counsel for CSX Corporation and CSX Transportation, Inc at the following address

Louis E Gitomer
The Adams Building, Suite 301
600 Baltimore Avenue
Towson, MD 21204-4022


Laurence W. Prange

ATTACHMENT 1



CSX TRANSPORTATION, INC

PORTION OF TENNESSEE

13.34 miles track to be abandoned