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October 7, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423

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Public Record

RE: Finance Docket No. 34536, *Indiana & Ohio Central Railroad, Inc.—Acquisition and Operation Exemption—CSX Transportation, Inc.*

Dear Secretary Williams:

The Indiana & Ohio Central Railroad, Inc. ("IOCR") filed a Notice of Exemption under 49 C.F.R. § 1150.41, et seq., on September 1, 2004 (the "Notice") to purchase from CSX Transportation, Inc. ("CSXT") and operate about 107 miles of railroad. The line consists of: (1) the Cincinnati Terminal Subdivision between NA Tower, OH, Milepost BB 7.5, and Oakley, OH, Milepost BB 12.4; and (2) the Midland Subdivision between Oakley, OH, Milepost BB 12.4, and Columbus, OH, Milepost BR 114.6, all in the State of Ohio (the "Line"). The Surface Transportation Board (the "Board") served a decision in *Indiana & Ohio Central Railroad, Inc.—Acquisition and Operation Exemption—CSX Transportation, Inc.*, STB Finance Docket No. 34536 (STB served October 1, 2004).

In the Notice, IOCR stated that an agreement had been reached between the parties. This letter is to notify the Board that the agreement has been finalized.

In finalizing the agreement CSXT and IOCR have agreed that CSXT will interchange unit grain train traffic with IOCR on the Line. To accomplish this interchange, CSXT will retain trackage rights over the Line between approximately Columbus, OH, milepost BR 114.6, and a siding near Cook, OH, milepost BR 85.9, a distance of about 28.7 miles. The retained trackage rights will only be for the purpose of interchange of unit grain trains between IOCR and CSXT, and will not permit CSXT to provide overhead or local service on the Line.

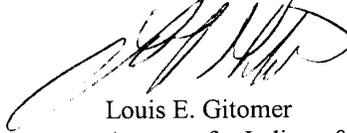
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Enclosed for filing are the original and ten copies of this letter. Please time and date stamp the extra copy of this letter and return it with our messenger. Thank you for your assistance.

If you have any questions, please contact me.

Sincerely yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", written in a cursive style.

Louis E. Gitomer
Attorney for Indiana & Ohio Central
Railroad, Inc.

cc: Parties of Record