

HARKINS CUNNINGHAM LLP

Attorneys at Law

David A. Hirsh
dhirsh@harkinscunningham.com
Direct Dial: 202.973.7606

1700 K Street, N.W.
Suite 400
Washington, D.C. 20006-3804
Telephone 202.973.7600
Facsimile 202.973.7610

EXPEDITED HANDLING REQUESTED

April 24, 2013

BY E-FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423-0012

234115

ENTERED
Office of Proceedings
April 24, 2013
Part of
Public Record

Re: *Grand Trunk Western Railroad Company – Acquisition of Operating Easement – In Shelby County, Tennessee (Docket No. FD 35661)*

Dear Ms. Brown:

By its decision served in this proceeding on February 8, 2013 (“Decision”), the Board granted the petition of Grand Trunk Western Railroad Company (“GTW”) for the exemption, pursuant to 49 U.S.C. § 10502(a), of GTW’s proposed acquisition from CSX Transportation, Inc. (“CSXT”) of a rail operating easement over approximately 2.1 miles of CSXT’s Memphis Terminal Subdivision extending from milepost 00F371.4, at or near Leewood, Tennessee, to milepost 00F373.4, at or near Aulon, Tennessee (“Leewood-Aulon Line”), from the prior approval requirements of 49 U.S.C. §§ 11323-11325.

The Decision became effective on March 10, 2013. In the course of preparing for closing on the exempted transaction, GTW and CSXT identified a minor error in the description of the easement property set forth in their transaction documents and in GTW’s petition for exemption. The property description did not include, as intended, the crossings and interlockings at the north (Leewood) and south (Aulon) ends of the easement. In order to ensure that GTW has full ability to exercise the control and responsibility for those crossings and interlockings and to dispatch the Leewood-Aulon Line as intended by the parties, GTW and CSXT have agreed to modify the Leewood Easement Agreement (as defined in GTW’s petition for exemption) to add the following to the easement:

1. The location of the railroad at-grade crossing, at or near Leewood, between CSXT at milepost 00F Z 371.26 and Illinois Central Railroad Company (“IC”) at milepost 387.85, including the underlying right-of-way extending 50 feet on either side of the centerline of

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the CSXT tracks to IC's existing right-of-way and 75 feet on either side of the centerline of the IC tracks, together with appurtenances (other than the CSXT tracks outside the crossing) and related interlocking, as shown in the red parallelogram at the top of the attached Map 1 ("Leewood Crossing").

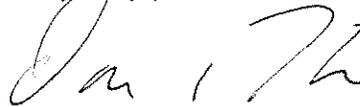
2. The location of the railroad at-grade crossing, at or near Aulon, between CSXT at milepost 0NI 224.05 and IC at milepost 390.0, including the underlying right-of-way extending approximately 50 feet on either side of the centerline of the CSXT track to IC's existing right-of-way and 50 feet on either side of the centerline of the IC tracks, together with appurtenances (other than the CSXT tracks outside the crossing) and related interlocking, as shown in the red parallelogram at the bottom of the attached Map 3 ("Aulon Crossing").

The attached three maps together show, outlined in red, the entire easement premises GTW would acquire.

This minor correction should not affect any of the findings, conclusions, or conditions of the Board's Decision. Accordingly, GTW respectfully requests that the Board supplement the Decision to add the Leewood Crossing and the Aulon Crossing to the rail operating easement GTW has proposed to acquire and thus include those crossings within the exemption from regulation under 49 U.S.C. §§ 11323-11325 that was granted in the Decision. As the parties plan to close on the easement as early as June 8, 2013, GTW respectfully requests expedited handling of this request so that the supplemented exemption may take effect on or before that date.

GTW is authorized to represent that CSXT concurs with these requests.

Very truly yours,

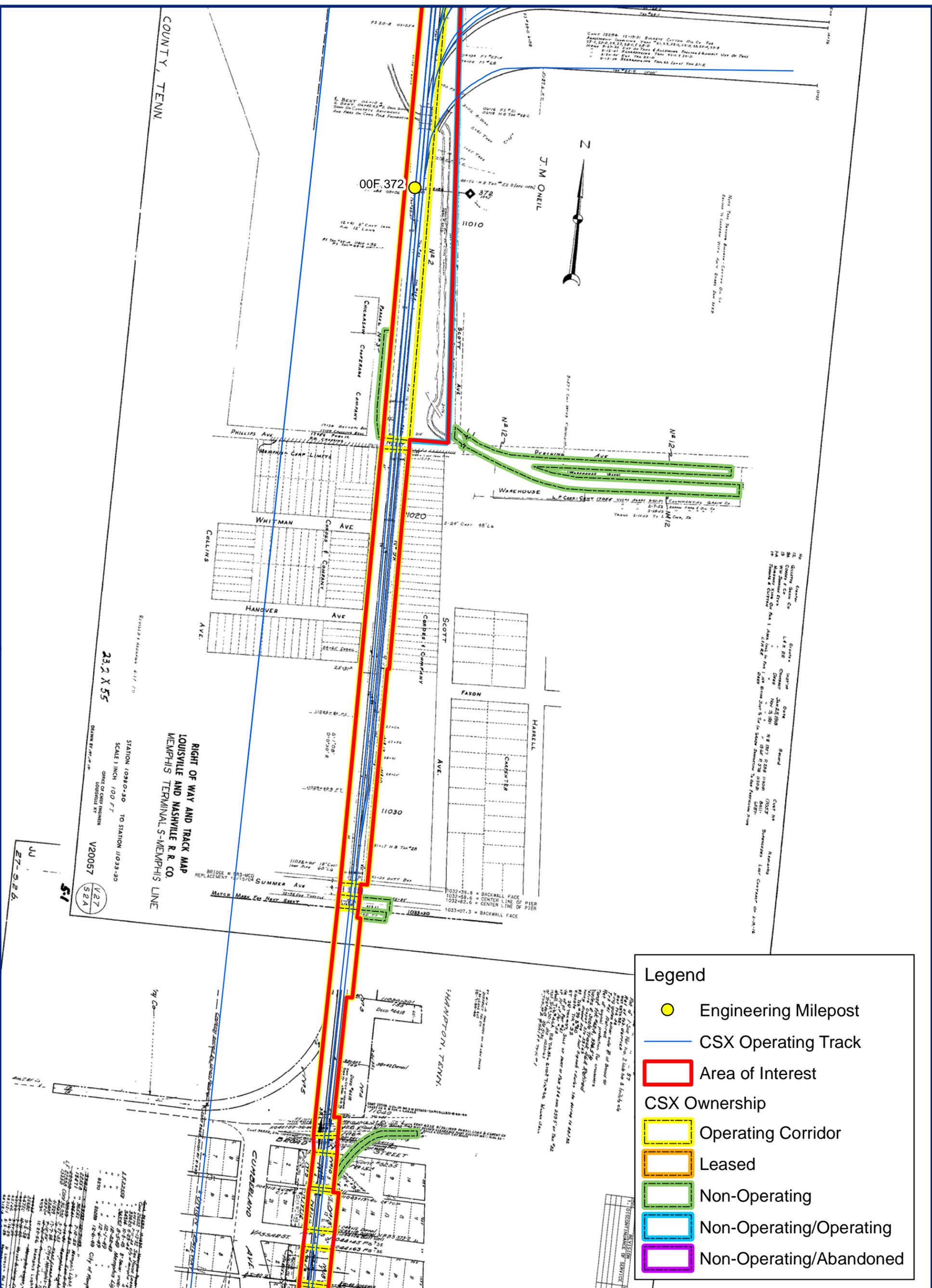


David A. Hirsh

Counsel for Grand Trunk Western Railroad
Company

Enclosures

cc: All parties of record



STATION 10980+30 TO STATION 11033+30
 SCALE 1 INCH = 100 FT
 RIGHT OF WAY AND TRACK MAP
 LOUISVILLE AND NASHVILLE R. R. CO.
 MEMPHIS TERMINAL S-MEMPHIS LINE
 DRAWN BY: [Name]
 V20057
 23.2 X 55
 51
 27-526

Legend

- Engineering Milepost
- CSX Operating Track
- Area of Interest
- CSX Ownership**
- Operating Corridor
- Leased
- Non-Operating
- Non-Operating/Operating
- Non-Operating/Abandoned

CSX Transportation, Inc.
Easement Exchange with CN
 Site ID: TN-157-1042752
 Shelby County - Memphis, TN
 Memphis Division - Memphis Terminal Subdivision
 Milepost 00F 371.23 to 00F 373.50

Map 2 of 3
 1 inch = 300 feet
 0 100 200 300 400 500 Feet



