

**LAW OFFICES OF
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September 14, 2009

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Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RE: Finance Docket No. 35285, *CSX Transportation, Inc.—Trackage Rights
Exemption—Birmingham Southern Railroad Company*

Dear Acting Secretary Quinlan:

On August 3, 2009, CSX Transportation, Inc. (“CSXT”) filed a Verified Notice of Exemption seeking authorization to commence trackage rights operations over the Birmingham Southern Railroad Company (“BSRR”) between “the crossover of CSXT and BSRR in Woodward, AL, approximately milepost 6, Station 307+00 (Point A on the Map in Exhibit A), and Bessemer, AL at the turnout to BSRR’s Private Intermodal Container Facility (the “ICTF”), milepost 9, Station 10+00 (Point B on the Map in Exhibit A), a distance of approximately three miles (the ‘Line’).” The Board served a Notice of Exemption on August 19, 2009.

During preparations for operations under the Trackage Rights Agreement (the “TRA”), the TRA and attached maps were reviewed by BSRR and an error in the track description was found. See the attached letter from Mr. Danzl to Mr. Booth. Correction of the TRA and the description do not change the operations that CSXT will perform over BSRR. However, in order to ensure that the record is correct, CSXT notifies the Surface Transportation Board that the trackage rights are over BSRR between approximately milepost 6, Station 307+00 (Point A on the Map and the same as in the original Notice of Exemption filed on August 3, 2009) and milepost 9, Station 12+00 (Point B on the Map).

Attached are the letter from BSRR to CSXR notifying CSXT of the required change, the first page of the TRA correcting the description of the trackage rights, and the two maps correcting the location of Point B.

Thank you for your assistance. If you have any questions, please contact me.

Sincerely yours,



Louis E. Gitomer
Attorney for CSX Transportation, Inc.



BIRMINGHAM SOUTHERN RAILROAD COMPANY

POST OFFICE BOX 579
FAIRFIELD, ALABAMA 35064

John Booth
Director Joint Facilities
CSX Transportation, Inc.
500 Water Street, J315
Jacksonville, FL 32202
(904) 359-3486

Dear John:

The enclosed changes need to be made to the Trackage Rights Agreement between Birmingham Southern Railroad and CSX Transportation. BS Engineering noticed that the Exhibits to the TRA were mislabeled. Resulting changes are attached. Please review and file with the Surface Transportation Board.

If you have any questions, comments, or concerns, please call or email Elizabeth Reed at efreed@uss.com.

Sincerely,

A handwritten signature in black ink that reads 'Jim'.

James Danzl
General Manager Marketing
Transtar Inc.

TRACKAGE RIGHTS AGREEMENT
Between
BIRMINGHAM SOUTHERN RAILROAD COMPANY
And
CSX TRANSPORTATION, INC.

THIS AGREEMENT, entered into as of this 31st day of July, 2009, by and between BIRMINGHAM SOUTHERN RAILROAD COMPANY, an Alabama corporation, ("Owner"), and CSX TRANSPORTATION, INC., a Virginia corporation ("User"), each sometimes referred to as a "Party" or together as "Parties;"

WITNESSETH:

WHEREAS, In connection with its transportation of containers and trailers (hereinafter jointly, the "Containers") to and from the Private Intermodal Container Facility located at or near Bessemer, Alabama (the "ICTF"), for the account of CSX Intermodal, Inc., (a Delaware corporation and an affiliate of User, referred to herein as "CSXI"), User has requested trackage rights over Owner's line of railroad between connections of Owner and User at Bessemer, and crossover located in the vicinity of Woodward and Bessemer, AL; and;

WHEREAS, Owner is agreeable to granting such non-exclusive rights to User under the following terms and conditions;

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

ARTICLE 1. GRANT OF TRACKAGE RIGHTS

Subject to the terms and conditions herein provided, Owner hereby grants to User the non-exclusive right to operate its trains, locomotives, cars, and equipment with its own crews and solely for the purpose of the transportation of Containers to and from the ICTF located at or near Bessemer, AL for the account of CSXI over approximately three (3) miles of Owner's track situated within Owner's right-of-way between "Point A", located approximately at Milepost 6, Station 307+00, as shown in the attached "Exhibit I", and "Point B", located approximately at Milepost 9, Station 12+00 as shown in the attached "Exhibit II" ("Subject Trackage"). Point A is in the vicinity of User/Owner crossover in Woodward, AL and Point B is in the vicinity of Owner turnout to ICTF in Bessemer, AL. This portion of the grant includes the authority for User as required, to occupy the Subject Trackage for purposes of doubling trains in and out of ICTF and for setting out any bad ordered cars within the premises of ICTF (the "Trackage Rights").

