

LAW OFFICES OF  
**LOUIS E. GITOMER**

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600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

October 5, 2009

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



RE: Finance Docket No. 35300, *Central Railroad Company of Indianapolis—Lease and Operation Exemption—Norfolk Southern Railway Company*

Dear Acting Secretary Quinlan:

Enclosed for filing are the original and 10 copies of a Notice of Exemption by Central Railroad Company of Indianapolis ("CERA"). Also enclosed are a check from CERA for the filing fee of \$1,800, and a computer diskette containing the Notice in Word and pdf format. The color Exhibit is attached to the end of the Notice in Exhibit E.

Please time and date stamp the additional copy of this letter and the Notice and return them with our messenger. Thank you for your assistance.

If you have any questions please call or email me.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer".

Louis E. Gitomer  
Attorney for Central Railroad Company of  
Indianapolis

Enclosures

ENTERED  
Office of Proceedings  
OCT 5 - 2009  
Part of  
Public Record

225822

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35300

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—LEASE AND OPERATION  
EXEMPTION—NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION  
Pursuant to 49 C.F.R. § 1150.41., *et seq.*

**FILED**  
OCT 5 - 2009  
SURFACE  
TRANSPORTATION BOARD

**FEE RECEIVED**  
OCT 5 - 2009  
SURFACE  
TRANSPORTATION BOARD

**ENTERED**  
Office of Proceedings  
OCT 5 - 2009  
Part of  
Public Record

Scott G. Williams Esq.  
Senior Vice President & General Counsel  
RailAmerica, Inc.  
7411 Fullerton Street, Suite 300  
Jacksonville, FL 32256  
(904) 538-6329

Louis E. Gitomer, Esq.  
Law Offices of Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
(202) 466-6532  
Lou\_Gitomer@verizon.net

Attorneys for: CENTRAL RAILROAD  
COMPANY OF INDIANAPOLIS

Dated: October 5, 2009

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 35300

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CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—LEASE AND OPERATION  
EXEMPTION—NORFOLK SOUTHERN RAILWAY COMPANY

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VERIFIED NOTICE OF EXEMPTION  
Pursuant to 49 C.F.R. § 1150.41., *et seq.*

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Central Railroad Company of Indianapolis (“CERA”), a Class III carrier, with current annual revenues in excess of \$5 million, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart E-Exempt Transactions Under 49 U.S.C. § 10902 for Class III Rail Carriers, with the Surface Transportation Board (the “Board”) for CERA to lease and operate from Norfolk Southern Railway Company (“NSR”) about 15.9 miles of railroad. The line runs between milepost RK-154.5, a point just east of the grade crossing at 38<sup>th</sup> Street, in Gas City, Grant County, IN, and milepost RK-138.6 at the end of the line, at Hartford City, Blackford County, IN, including operating rights into Goodman Yard and any sidings or sidetracks owned by NSR that are accessed via the line described above (the “Line”).

CERA and NSR have entered a Lease Agreement dated as of September 14, 2009 whereby CERA is leasing the Line from NSR. Excepted from the property being leased is a parcel of land on and adjacent to the right-of-way at milepost 145.20.

In support of this Notice of Exemption, CERA submits the following information as required by 49 C.F.R. § 1150.43:

a. Full name and address of applicant:

Central Railroad Company of Indianapolis  
497 Circle Freeway Drive, Suite 230  
Cincinnati, OH 45246

b. Applicant's Representative:

Louis E. Gitomer, Esq.  
Law Offices of Louis E. Gitomer, LLC  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
(202) 466-6532  
Lou\_Gitomer@verizon.net

c. NSR, as lessor, and CERA, as lessee, have entered a lease agreement.

d. The operator of the property will be CERA.

e. Summary of proposed transaction:

1. The name and address of the railroad transferring the property is:

Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, VA 23510

2. The proposed schedule for consummation of the transaction is December 1, 2009.

3. The Line that CERA is leasing from NSR is between milepost RK-154.5, a point just east of the grade crossing at 38<sup>th</sup> Street, in Gas City, Grant County, IN, and milepost RK-138.6, at the end of the line, at Hartford City, Blackford County, IN, including operating rights into Goodman Yard and any sidings or sidetracks owned by NSR that are accessed via the Line.

4. CERA is leasing about 15.9 miles of track from NSR and will be operating the Line and all ancillary trackage and property.

f. A map of the Line is attached as Exhibit D. The map is in color and will be the last page of this pleading.

g. A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.43(g) is attached as

**Exhibit A.**

**h. Interchange commitments. There is no provision or agreement that will limit future interchange with a third-party connecting carrier, whether by outright prohibition, per-car penalty, adjustment in the purchase price or rental, positive economic inducement, or other means.**

**i. A caption summary, as required by 49 C.F.R. § 1150.44, is attached as Exhibit B.**

**j. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. The proposed transaction is lease of the Line. Hence, this Notice of Exemption does not require environmental documentation under 49 C.F.R. § 1105.6(b)(4) and (c)(2)(i).**

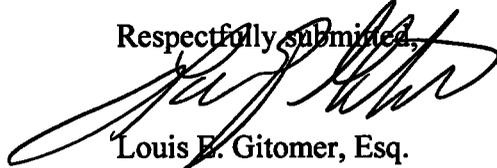
**k. An historic report is not required because CERA will continue to operate the Line, will require further Board authorization to discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).**

1. The Certification to the Board and the Notice posted and served on the national offices of all labor unions with employees on the affected line is attached as Exhibit C.

This action will not significantly affect either the quality of the human environment or energy conservation.

Scott G. Williams Esq.  
Senior Vice President & General Counsel  
RailAmerica, Inc.  
7411 Fullerton Street, Suite 300  
Jacksonville, FL 32256  
(904) 538-6329

Respectfully submitted,



Louis E. Gitomer, Esq.  
Law Offices of Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
(202) 466-6532  
Lou\_Gitomer@verizon.net

Attorneys for: CENTRAL RAILROAD  
COMPANY OF INDIANAPOLIS

Dated: October 5, 2009

**EXHIBIT A—CERTIFICATE OF COMPLIANCE**

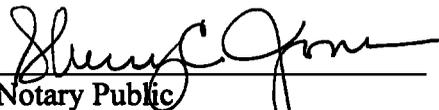
**CERTIFICATION**

State of Florida            )  
                                          )ss:  
County of Duval            )

I, Josh Putterman being duly sworn depose and state that I am the Vice President and Treasurer of the Central Railroad Company of Indianapolis, and that the projected annual revenues from the rail operations of the Central Railroad Company of Indianapolis would not exceed those that would make it a Class II carrier under 49 C.F.R. Part 1201(1-1).

  
\_\_\_\_\_  
Josh Putterman

Subscribed and sworn to before me this 1<sup>st</sup> day of October 2009.

  
\_\_\_\_\_  
Notary Public

(SEAL)



**SHERRY C. JONES**  
Notary Public, State of Florida  
My Comm Expires Jan. 22, 2010  
Comm. No. DD-505409

My Commission Expires: \_\_\_\_\_

**EXHIBIT B – CAPTION SUMMARY**

**SURFACE TRANSPORTATION BOARD**

**FINANCE DOCKET NO. 35300**

**CENTRAL RAILROAD COMPANY OF INDIANAPOLIS—LEASE AND OPERATION  
EXEMPTION—NORFOLK SOUTHERN RAILWAY COMPANY**

Central Railroad Company of Indianapolis (“CERA”) has filed a verified notice of exemption under 49 C.F.R. § 1150.41 to lease and operate, pursuant to an agreement entered into between the Norfolk Southern Railway Company (“NSR”) and CERA, about 15.9 miles of railroad. The line runs between milepost RK-154.5, a point just east of the grade crossing at 38<sup>th</sup> Street, in Gas City, and milepost RK-138.6 at the end of the line, at Hartford City, including operating rights into Goodman Yard and any sidings or sidetracks owned by NSR that are accessed via the line described above (the “Line”). The Line runs through Grant and Blackford Counties, IN.

Because CERA’s projected annual revenues will exceed \$5 million, CERA certified to the Board on October 1, 2009, that it sent the required notice of the transaction to the national offices of all labor unions representing employees on the line on October 1, 2009, and posted a copy of the notice at the workplace of the employees on the affected lines on October 1, 2009. See 49 C.F.R. § 1150.42(e).

The transaction is scheduled to be consummated on December 1, 2009 (which is more than 60 days after CERA’s certification to the Board that it has complied with the Board’s rule at 49 C.F.R. § 1150.42(e)).

If the verified notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. § 10502(d)

may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings referring to STB Finance Docket No. 35300, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on: Scott G. Williams Esq., Senior Vice President & General Counsel, RailAmerica, Inc., 7411 Fullerton Street, Suite 300, Jacksonville, FL 32256, (904) 538-6329, and Louis E. Gitomer, Esq., Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301, Towson, MD 21204, (202) 466-6532, Lou\_Gitomer@verizon.net.

Board decisions and notices are available on our website at “[www.stb.dot.gov](http://www.stb.dot.gov).” Decided: October \_\_, 2009.

By the Board, Rachel D. Campbell, Director, Office of Proceedings

Anne K. Quinlan  
Acting Secretary

**EXHIBIT C – LABOR CERTIFICATION AND NOTICE**

**LAW OFFICES OF  
LOUIS E. GITOMER**

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

October 1, 2009

ENTERED  
Office of Proceedings

OCT 5 - 2009

Part of  
Public Record

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

RE: Finance Docket No. 35300, *Central Railroad Company of Indianapolis—Lease and Operation Exemption—Norfolk Southern Railway Company*

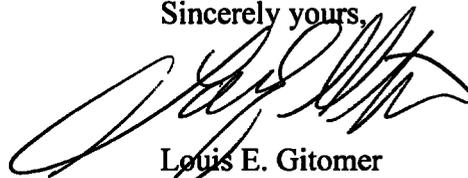
Dear Acting Secretary Quinlan:

Central Railroad Company of Indianapolis (“CERA”) has agreed to lease from Norfolk Southern Railway Company (“NSR”) the 15.9-mile rail line between milepost RK-154.5, a point just east of the grade crossing at 38<sup>th</sup> Street, in Gas City, Grant County, IN, and milepost RK-138.6 at the end of the line, at Hartford City, Blackford County, IN, including operating rights into Goodman Yard and any sidings or sidetracks owned by NSR that are accessed via the line described above (the “Line”).

On behalf of CERA, I hereby certify that (1) on October 1, 2009, the attached Notice was posted at 3047 W. Delphi Pike, Marion, IN 46952, the workplace of the employees on the Line; and (2) on October 1, 2009, CERA served the attached letters on the national offices of all labor unions with employees on the Line.

CERA is e-filing this certification. Thank you for your assistance. If you have any questions, please call or email me.

Sincerely yours,



Louis E. Gitomer  
Attorney for Central Railroad Company of  
Indianapolis

Enclosures

## NOTICE

Pursuant to Surface Transportation Board (“STB”) regulations at 49 C.F.R. § 1150.42(e) Central Railroad of Indianapolis (CERA) hereby gives notice to the employees of the Norfolk Southern Railway (NSR) that, subject to satisfaction of certain conditions of closing, including receipt of any required regulatory approvals, CERA intends to undertake the following proposed transactions:

1. Lease from NSR a rail line between milepost RK-154.5, a point just east of the grade crossing at 38<sup>th</sup> Street in Gas City, Grant County, Indiana, Milepost RK-138.6 at the end of the line at Hartford City, Blackford County, Indiana.

On or around October 1, 2009, CERA intends to file with the STB a notice of exemption pursuant to 49 C.F.R. Subpart 1150.41, under STB Finance Docket No. 35300, to authorize the Lease of the property noted in 1. above. CERA anticipates commencing operations on the above-described lines on or about December 1, 2009.

CERA, applying conservative traffic assumptions, plans to offer employment opportunities in the areas shown on the attached list. The number of employment positions shown on the attached list is preliminary and represents CERA’s current good faith estimate of the positions it is planning to have available. The number of positions shown on the attached list may be more or less, perhaps significantly more or less, than the actual number of positions that CERA may have available, and the number of positions available will largely depend upon the rail traffic levels at the start of CERA’s operation of the line.

With respect to benefits, CERA plans to offer:

- Medical and Dental Insurance
- Life Insurance
- Holidays
- Vacation
- 401(K) Plan

CERA will select employees on the basis of some or all of the following criteria and other considerations: (1) demonstrated work ethic that is customer-driven and customer-oriented; (2) commitment and ability to work within a team environment; (3) demonstrated stable work history and commitment to safety; (4) commitment to being accountable for work product; (5) ability to communicate effectively, both orally and in writing; (6) relevant work experience and ability to perform duties; (7) results of personal interviews(s); and (8) demonstration of relevant work skills through non-discriminatory testing. No one of these listed factors will be determinative in the selection process.

The most qualified candidates are planned to be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status, disability, veteran, National Guard or military reserve status, and any other protected characteristics. Successful applicants who have been conditionally offered positions would be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and pass a physical exam.

CERA may, and reserves the right to, fill certain positions with CERA's existing employees.

Any NSR employee interested in applying for employment or in obtaining further information concerning positions that CERA is planning to make available should contact Joy Crawford, HR Generalist at 9-4538-6041.

CERA, an existing short line, is a Class III rail carrier with annual revenues in excess of \$5 million. (The proposed transaction would not, however, cause CERA to become a Class II carrier.) In accordance with the provisions of 49 C.F.R. § 1150.42(e), which prescribes advance posting requirements of Class III carriers that have annual revenues in excess of \$5 million or that are projected as a result of the transaction to have such revenues, CERA hereby posts advance notice of this transaction at the workplace of the employees of the affected railroad line(s) at least 60 days before the notice of exemption relating to the proposed transaction becomes effective. CERA understands that certain NSR employees that may be affected by the proposed transaction are represented by the following labor unions – The Brotherhood of Locomotive Engineers and Trainmen; Brotherhood of Maintenance of Way Employees Division of the International Brotherhood of Teamsters; Brotherhood of Railroad Signalmen, and the United Transportation Union (the Unions). Once this notice has been posted at appropriate CERA workplaces and has been served upon the Union's national offices, CERA will certify to the STB its compliance with the requirements of § 1150.42(e).

**MANPOWER REQUIREMENTS**

Job Description	Approximate Number to be Hired		
	Location	Position	Quantity
Transportation	N/A	Engineer	0
	N/A	Conductor	0
		<b>Total</b>	<b>0</b>
Track Maintenance	N/A	Foreman	0
	N/A	Track Worker	0
		<b>Total</b>	<b>0</b>
Manager	N/A	Manager	0
		<b>Total</b>	<b>0</b>
		<b>Grand Total</b>	<b>0</b>

October 1, 2009

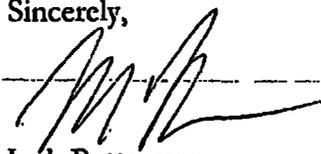
Brotherhood of Locomotive  
Engineers and Trainmen  
Standard Building – Mezzanine  
1370 Ontario St.  
Cleveland, OH 44113-1702

RE: 60 day notice to NSR employees – NSR Red Key Line

To Whom It May Concern:

The enclosed notice was posted on October 1, 2009 at NSR's Lake Division regarding the rail line Lease between Norfolk Southern Railway (NSR) and Central Railroad of Indianapolis (CERA) between milepost RK-154.5, a point just east of the grade crossing at 38<sup>th</sup> Street in Gas City, Grant County, Indiana, Milepost RK-138.6 at the end of the line at Hartford City, Blackford County, Indiana.

Sincerely,



Josh Putterman  
Vice President

cc: Kerpatrick Lewis – NSR  
Ken Chartron - RailAmerica  
Sandy Franger - RailAmerica  
Brad Ovitt - RailAmerica

October 1, 2009

United Transportation Union  
14600 Detroit Ave.  
Cleveland, OH 44107

RE: 60 day notice to NSR employees – NSR Red Key Line

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Sincerely,



Josh Putterman  
Vice President

cc: Kerpatrick Lewis – NSR  
Ken Charron - RailAmerica  
Sandy Franger - RailAmerica  
Brad Ovitt - RailAmerica

October 1, 2009

Brotherhood of Railroad Signalmen  
917 Shenandoah Shores Road  
Front Royal, VA 22630-6418

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Sincerely,



Josh Putterman  
Vice President

cc: Kerpatrick Lewis – NSR  
Ken Charron - RailAmerica  
Sandy Franger - RailAmerica  
Brad Ovitt - RailAmerica

October 1, 2009

Brotherhood of Maintenance of Way Employees  
Division of the International Brotherhood of Teamsters  
20300 Civic Center Drive, Suite 320  
Southfield, MI 48076-4169

RE: 60 day notice to NSR employees – NSR Red Key Line

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Josh Putterman  
Vice President

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Ken Charron - RailAmerica  
Sandy Franger - RailAmerica  
Brad Ovitt - RailAmerica

## NOTICE

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CERA, applying conservative traffic assumptions, plans to offer employment opportunities in the areas shown on the attached list. The number of employment positions shown on the attached list is preliminary and represents CERA's current good faith estimate of the positions it is planning to have available. The number of positions shown on the attached list may be more or less, perhaps significantly more or less, than the actual number of positions that CERA may have available, and the number of positions available will largely depend upon the rail traffic levels at the start of CERA's operation of the line.

With respect to benefits, CERA plans to offer:

- Medical and Dental Insurance
- Life Insurance
- Holidays
- Vacation
- 401(K) Plan

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CERA will select employees on the basis of some or all of the following criteria and other considerations: (1) demonstrated work ethic that is customer-driven and customer-oriented; (2) commitment and ability to work within a team environment; (3) demonstrated stable work history and commitment to safety; (4) commitment to being accountable for work product; (5) ability to communicate effectively, both orally and in writing; (6) relevant work experience and ability to perform duties; (7) results of personal interviews(s); and (8) demonstration of relevant work skills through non-discriminatory testing. No one of these listed factors will be determinative in the selection process.

The most qualified candidates are planned to be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status, disability, veteran, National Guard or military reserve status, and any other protected characteristics. Successful applicants who have been conditionally offered positions would be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and pass a physical exam.

CERA may, and reserves the right to, fill certain positions with CERA's existing employees.

Any NSR employee interested in applying for employment or in obtaining further information concerning positions that CERA is planning to make available should contact Joy Crawford, HR Generalist at 9-4538-6041.

CERA, an existing short line, is a Class III rail carrier with annual revenues in excess of \$5 million. (The proposed transaction would not, however, cause CERA to become a Class II carrier.) In accordance with the provisions of 49 C.F.R. § 1150.42(e), which prescribes advance posting requirements of Class III carriers that have annual revenues in excess of \$5 million or that are projected as a result of the transaction to have such revenues, CERA hereby posts advance notice of this transaction at the workplace of the employees of the affected railroad line(s) at least 60 days before the notice of exemption relating to the proposed transaction becomes effective. CERA understands that certain NSR employees that may be affected by the proposed transaction are represented by the following labor unions – The Brotherhood of Locomotive Engineers and Trainmen; Brotherhood of Maintenance of Way Employees Division of the International Brotherhood of Teamsters; Brotherhood of Railroad Signalmen, and the United Transportation Union (the Unions). Once this notice has been posted at appropriate CERA workplaces and has been served upon the Union's national offices, CERA will certify to the STB its compliance with the requirements of § 1150.42(e).

**MANPOWER REQUIREMENTS**

Job Description	Approximate Number to be Hired		
	Location	Position	Quantity
Transportation	N/A	Engineer	0
	N/A	Conductor	0
		<b>Total</b>	<b>0</b>
Track Maintenance	N/A	Foreman	0
	N/A	Track Worker	0
		<b>Total</b>	<b>0</b>
Manager	N/A	Manager	0
		<b>Total</b>	<b>0</b>
		<b>Grand Total</b>	<b>0</b>

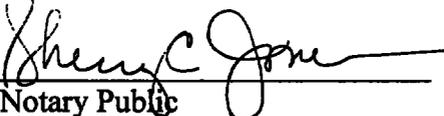
**VERIFICATION**

State of Florida            )  
                                      )ss:  
County of Duval            )

I, Josh Putterman, being duly sworn depose and state that I am the Vice President and Treasurer of the Central Railroad Company of Indianapolis, and that I am authorized to make this verification, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Josh Putterman

Subscribed and sworn to before me this 1<sup>st</sup> day of October 2009

  
\_\_\_\_\_  
Notary Public

(SEAL)



**SHERRY C. JONES**  
Notary Public, State of Florida  
My Comm. Expires Jan. 22, 2010  
Comm. No. DD 505409

My Commission Expires: \_\_\_\_\_

**EXHIBIT D—MAP**

