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May 9, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

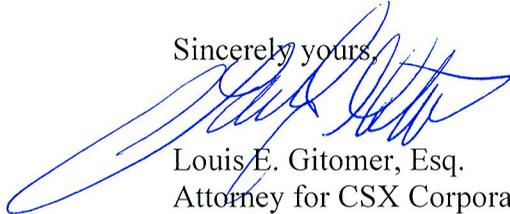
**Re: Docket No. AB-1010, CSXC Corporation, Adverse Abandonment in
Shelby County, Tennessee**

Dear Secretary Williams:

CSX Corporation is efilng a Motion to Dismiss the above-entitled proceeding.

Thank you for your assistance. If you have any questions, call or email me.

Sincerely yours,



Louis E. Gitomer, Esq.
Attorney for CSX Corporation

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-1010

CSX CORPORATION—ADVERSE ABANDONMENT—
IN SHELBY COUNTY, TN

MOTION TO DISMISS

EXPEDITED HANDLING REQUESTED

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Counsel for:
CSX CORPORATION

Dated: May 9, 2007

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-1010

CSX CORPORATION--ADVERSE ABANDONMENT--
IN SHELBY COUNTY, TN

MOTION TO DISMISS

CSX Corporation (“CSXC”) respectfully moves the Surface Transportation Board (the “Board”) to dismiss with prejudice the Petition for Waiver and Exemption filed on April 26, 2007 (the “Petition”) by the Memphis Community Connector (the “MCC”), to terminate this proceeding with prejudice, and to strike from its records the abandonment docket number that has been associated with CSXC. In order to minimize any confusion as to CSXC’s status that may have been generated by the Petition, CSXC requests the Board to expeditiously grant this Motion.

BACKGROUND

MCC, an entity unknown to CSXC, intends to file an application with the Board seeking approval of an adverse abandonment of a 13.44-mile line of railroad between Cordova (milepost 210.66) and Memphis (milepost 224.00) in Shelby County, TN (the “Line”) by CSXC. MCC claims that it wants to convert the line into a trail.

ARGUMENT

CSXC is not a railroad. CSXC is a noncarrier holding company.¹ CSXC does not own railroad property and specifically does not own or operate the Line. CSXC is a holding company that owns and controls other entities, including railroads. CSXC does not own the real property, tracks, ties, ballast and other track material comprising the Line. CSXC does not hold itself out to provide common carrier service and does not hold any authority from the Board or the Interstate Commerce Commission to provide common carrier service. CSXC does not and has not in the past held itself out to provide common carrier service over the Line. CSXC is not the proper party to an abandonment of the Line.

In a similar situation, the Board dismissed the Canadian National Railway Company (“CNR”) as a party to an adverse abandonment when CNR demonstrated that it “does not own or have other possessory interest in Track No. 239, does not conduct rail operations on Track No. 239 or elsewhere in the vicinity, and does not possess rights to conduct rail operations on Track No. 239, or elsewhere in the vicinity.” *CSX Corporation and CSX Transportation, Inc.—Adverse Abandonment Application—Canadian National Railway Company and Grand Trunk Western Railroad Inc.*, STB Docket No. AB-31 (Sub-No. 38) (STB served February 1, 2002) at 3 and 8. CSXC has made that same demonstration in this motion. In addition, unlike CNR, CSXC is not a carrier.

Since it is not a railroad, CSXC is not subject to the regulation by the Board and other Federal agencies (e.g. the Railroad Retirement Board) as a railroad, if at all. Allowing the

¹ See *CSX Corp.—Control—Chessie and Seaboard C.L.I.*, 363 I.C.C. 518, 596 (1980); *CSX Corp.—Control—American Commercial Lines, Inc.*, 2 I.C.C. 2d 490, 495 (1984); and *Joint App. CSX/Sea—Land Corp.* 49 U.S.C. §11321, 3 I.C.C. 2d 512, 514 (1987).

inaccurate filing by MCC to raise the issue that CSXC is a railroad will create substantial costs for CSXC to remove any cloud that could be created.

Because it is not a proper party to an adverse abandonment and in order to remove any question of CSXC's status as a noncarrier, CSXC respectfully requests the Board to: (1) dismiss with prejudice the Petition, (2) terminate this proceeding with prejudice, and (3) strike from the Board's records the abandonment docket number that has been associated with CSXC.

Respectfully submitted,



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Counsel for:
CSX CORPORATION

Dated: May 9, 2007

CERTIFICATE OF SERVICE

I hereby certify that I have caused this Motion to Dismiss to be served by first class mail, postage pre-paid on the following party of record to this proceeding.

Nicholas J. DiMichael
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Washington, DC 20036-1600



Louis E. Gitomer
May 9, 2007