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Kirkpatrick & Lockhart LLP

FEE RECEIVED

0101884001

JAN 28 2002

**SURFACE
TRANSPORTATION BOARD**

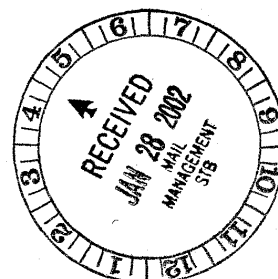
1800 Massachusetts Avenue, NW
Suite 200
Washington, DC 20036-1221
202.778.9000
www.kl.com

Tracie D. Spear
202.778.9390
Fax: 202.778.9100
tspear@kl.com

January 28, 2002

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



**Re: Finance Docket No. 34170
Utah Transit Authority - Acquisition Exemption --
Certain Assets of Union Pacific Railroad Company**

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of Utah Transit Authority** and a **Motion to Dismiss the Verified Notice of Exemption** dated January 28, 2002. A check in the amount of \$1,300.00, representing the appropriate fee for the Notice of Exemption, and a 3.5-inch diskette containing the text of the Notice and the Motion in WordPerfect 5.1 format also are enclosed. By separate letter being submitted herewith, we are requesting a waiver and refund of the enclosed filing fee. In addition, please note that we are requesting expedited consideration for the Motion for the reasons set forth therein.

Should any questions arise regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,

Tracie D. Spear _{ff}

Tracie D. Spear
Counsel for Utah Transit Authority

Enclosures

FILED

JAN 28 2002

**SURFACE
TRANSPORTATION BOARD**

**ENTERED
Office of the Secretary**

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**Part of
Public Record**

DC-484913 v1 0306337-0100

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January 28, 2002

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Edward J. Fishman
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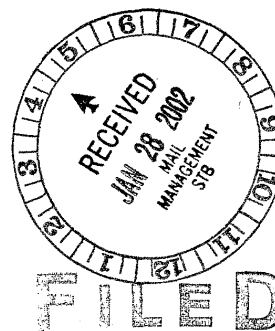
VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
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Office of the Secretary**

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**Re: Finance Docket No. 34170
Utah Transit Authority -Acquisition Exemption --
Certain Assets of Union Pacific Railroad Company**

JAN 28 2002

**SURFACE
TRANSPORTATION BOARD**

Dear Secretary Williams:

This letter constitutes a request for waiver under 49 C.F.R. § 1002.2(e) of the \$1,300 filing fee submitted by Utah Transit Authority ("UTA") in connection with the verified notice of exemption that is being filed in the above-captioned proceeding. For the reasons discussed herein, UTA believes that it is entitled to a waiver and refund of that filing fee.

UTA is a public transit district created under Utah law. Among other functions, UTA is responsible for planning, financing, managing and developing certain passenger rail systems in the State of Utah. In furtherance of this responsibility, UTA has entered into an agreement with the Union Pacific Railroad Company ("UP") to acquire certain UP rights-of-way and related improvements in the State of Utah. UTA is acquiring this property in order to explore the feasibility of conducting passenger rail service thereon in the future. UTA has filed a motion to dismiss the notice of exemption in order to obtain a jurisdictional determination that its acquisition of the UP rights-of-way will not make UTA a rail carrier subject to the Board's jurisdiction.

Under 49 C.F.R. § 1002.2(e)(1), "filing fees are waived for an application or other proceeding which is filed by a federal government agency, or a state or local government entity." The regulation specifies that, for purposes of the fee waiver, the term "government entity" does not include a "quasi-governmental corporation or government-subsidized transportation

Kirkpatrick & Lockhart LLP

company.” Id. In a recently issued policy statement, the Surface Transportation Board (“Board”) indicated that it would henceforth apply the fee waiver rule cited above as originally intended by its predecessor, the Interstate Commerce Commission (“ICC”). See Ex Parte No. 542 (Sub-No. 6), Regulations Governing Fees For Services Performed In Connection With Licensing and Related Services- Policy Statement (STB served Dec. 6, 2000)(“Policy Statement”). In this regard, the Board stated that the fee waiver rule will apply to state and local government entities “only when they file on behalf of the general public” and that any state or local government entity filing in a proprietary capacity as an owner or proposed owner of a carrier or as a shipper will not qualify for the fee waiver. Id.

UTA respectfully submits that it is entitled to the fee waiver under 49 C.F.R. § 1002.2(e)(1). UTA is a public entity formed under the laws of the State of Utah. It is not a quasi-government corporation or government-subsidized transportation company. It is a state government entity that is responsible, among other functions, for managing and developing certain passenger rail systems in the State of Utah. As part of its public mandate, UTA is seeking Board authority to acquire right-of-way and related improvements from UP in order to explore the feasibility of conducting passenger rail operations thereon in the future. UTA filed the notice of exemption at issue in furtherance of this public purpose, and has filed a motion to dismiss the notice in order to obtain a jurisdictional determination that it is not subject to Board jurisdiction. The benefits from participation in this proceeding will flow to the general public in the State of Utah.

UTA is not acquiring the UP property in a proprietary capacity as a freight railroad or in an effort to facilitate continued freight rail service in these rail corridors. UP will continue to provide freight rail service on these lines. Therefore, UTA is not acting in the same capacity as a privately owned transportation entity. See Regulations Governing Fees For Services, 1 I.C.C.2d 60, 71 (1984)(concluding that governmental agency that owns or subsidizes transportation entity and comes before the agency in the same capacity as a privately owned transportation entity should be required to pay entire fee). For the above reasons, UTA submits that it is entitled to a waiver and refund of the filing fee.

If you have any questions about this request or require further information, please do not hesitate to contact the undersigned. Thank you for your consideration of this matter.

Respectfully submitted,



Edward J. Fishman
Counsel for Utah Transit Authority

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34170

UTAH TRANSIT AUTHORITY
-- ACQUISITION EXEMPTION --
CERTAIN ASSETS OF UNION PACIFIC RAILROAD COMPANY

ENTERED
Office of the Secretary

JAN 29 2002

Part of
Public Record

VERIFIED NOTICE OF EXEMPTION
OF
UTAH TRANSIT AUTHORITY
PURSUANT TO 49 C.F.R. § 1150.32



FILED

JAN 28 2002

Kevin M. Sheys
Edward J. Fishman
Tracie D. Spear
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue - 2nd Floor
Washington, DC 20036
(202) 778-9000

SURFACE
TRANSPORTATION BOARD

ATTORNEYS FOR UTAH TRANSIT
AUTHORITY

Dated: January 28, 2002

FEE RECEIVED
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JAN 28 2002

SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34170

UTAH TRANSIT AUTHORITY
-- ACQUISITION EXEMPTION --
CERTAIN ASSETS OF UNION PACIFIC RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
UTAH TRANSIT AUTHORITY
PURSUANT TO 49 C.F.R. § 1150.32**

Pursuant to 49 C.F.R. § 1150.31 et seq., Utah Transit Authority ("UTA") hereby files this Verified Notice of Exemption to acquire from Union Pacific Railroad Company ("UP") certain railroad rights-of-way and related improvements located in the State of Utah. UTA is a public transit district organized under Utah law. UP is a Delaware corporation and a Class I rail carrier.

Pursuant to a Purchase and Sale Agreement entered into by and between UTA and UP, UTA will acquire UP's right, title and interest in the following segments of right-of-way totaling approximately 62.77 route miles: 1) the Salt Lake Subdivision - between approximately M.P. 754.31 in Bountiful, Utah and approximately M.P. 778.00 in Ogden, Utah; 2) the Provo Industrial Lead - between approximately M.P. P-775.23 in Point of Mountain, Utah and approximately M.P. P-762.00 in Hardy, Utah; 3) the Sharp Subdivision - between approximately M.P. P-752.41 in Provo, Utah and approximately M.P. P-757.25 in Lakota Junction, Utah; 4) the Tintic Industrial Lead - between approximately M.P. 0.00 in Springville, Utah and approximately M.P. 13.06 in Payson, Utah; 5) the Sugarhouse Spur - between approximately M.P. 0.00 and approximately M.P. 2.74 in Salt Lake City, Utah; and 6) the Bingham Industrial Lead - between

approximately M.P. 6.60 in Bagley, Utah and approximately M.P. 11.81 (collectively, the "Subject Lines"). The total distance of the Subject Lines is approximately 62.77 route miles. UTA is acquiring the Subject Lines from UP in order to evaluate the feasibility of passenger rail operations thereon.

UP provides freight transportation service over the Subject Lines and will continue to do so after the subject transaction is consummated. UP will retain an exclusive, perpetual easement for purposes of providing freight rail service on the Subject Lines. UTA will not obtain the right or obligation to conduct freight rail service on any portion of the Subject Lines.

Simultaneously with this Verified Notice of Exemption, UTA is filing in this docket a Motion to Dismiss this Notice. UTA is utilizing this procedure in order to obtain a jurisdictional determination regarding UTA's common carrier status on the Subject Line. See State of Maine, Department of Transportation – Acquisition and Operation Exemption – Maine Central Railroad Company, 8 I.C.C.2d 835 (1991).

In accordance with the requirements of 49 C.F.R. § 1150.33, UTA submits the following information:

Advance Notice:

49 C.F.R. § 1150.32(e)

UTA will not conduct any freight rail operations on the Subject Lines. Therefore, the requirements of 49 C.F.R. § 1150.32(e) do not apply to this transaction.

Name and Address of Applicant:

49 C.F.R. § 1150.33(a)

The full name and address of the applicant is as follows:

Utah Transit Authority
3600 South 700 West
Salt Lake City, UT 84119-0810

Applicant's Representative:

49 C.F.R. § 1150.33(b)

UTA's representative to whom correspondence regarding this transaction should be addressed is as follows:

Kevin M. Sheys
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue – 2nd Floor
Washington, DC 20036
(202) 778-9000

Statement Concerning Agreement:

49 C.F.R. § 1150.33(c)

UTA and UP have entered into a Purchase and Sale Agreement providing for UTA's acquisition of the Subject Lines subject to UP's retained freight easement. UTA and UP will enter into a Trackage Rights Agreement that sets forth the terms and conditions that will govern their respective rail operations on the Subject Lines.

Operation of the Property:

49 C.F.R. § 1150.33(d)

UP will retain an easement in the Subject Lines for the continuation of its freight rail operations. UTA will evaluate the feasibility of passenger rail operations on the Subject Lines. If UTA determines that such operations are feasible and UTA operates passenger rail operations over the Subject Lines, such operations will not be subject to STB jurisdiction.

Summary of the Transaction:

49 C.F.R. § 1150.33(e)

Pursuant to a Purchase and Sale Agreement entered into by and between UTA and UP, UTA will acquire UP's right, title and interest in and to the following: (1) the main line corridor right of way of the Salt Lake Subdivision – Joint Line of the Union Pacific Railroad Company

(formerly The Denver and Rio Grande Western Railroad Company) as said line extends in a northerly direction from the south line of 1200 North Street of Bountiful (Woods Cross), Utah, approximately M.P. 754.31 of said subdivision, to Ogden (Nye's Crossing), approximately M.P. 778.00 of said subdivision; (2) the main line corridor right of way of the Provo Industrial Lead of the Union Pacific Railroad Company (formerly Utah Southern Railroad Company) as said line extends in a southerly direction from Point of Mountain (Mount), approximately M.P. P-775.23 of said subdivision, to Hardy (a/k/a Lindon), Utah, approximately M.P. P-762.00 of said subdivision; (3) the main line corridor right of way of the Sharp Subdivision of the Union Pacific Railroad Company (formerly Utah Southern Railroad Company) as said line extends in a northerly direction from University Avenue of Provo, Utah, approximately M.P. P-752.41 of said subdivision, to Lakota Junction, approximately M.P. P-757.25 of said subdivision; (4) the main track corridor right of way of the Tintic Industrial Lead of the Union Pacific Railroad Company (formerly The Denver and Rio Grande Western Railroad Company) as said line extends in a southwesterly direction from Springville, Utah, approximately M.P. 0.00 of said line, to 5250 West of Payson, Utah, approximately M.P. 13.06 of said line; 5) the main track corridor right of way of the Sugarhouse Spur of the Union Pacific Railroad Company (formerly The Denver and Rio Grande Western Railroad Company) as said line extends in an easterly direction from approximately M.P. 0.00 of said line to approximately MP 2.74 of said line in Salt Lake City, Utah; and 6) the main track corridor right of way of the Bingham Industrial Lead of Union Pacific Railroad Company (formerly The Denver and Rio Grande Western Railroad Company) as said line extends in a southwesterly direction from Bagley, Utah, approximately M.P. 6.60 of said line, to approximately M.P. 11.81 of said line.

Pursuant to the Purchase and Sale Agreement, UTA will acquire (1) UP's right, title and interest in the real property underlying the Subject Lines, together with certain buildings, improvements, fixtures and appurtenances located thereon; and (2) UP's interest in certain leases, easements, licenses, permits and other agreements pertaining to the Subject Lines. As noted above, the Subject Lines are approximately 62.77 route miles in length and are located in Davis, Weber, Salt Lake, and Utah Counties, Utah. UTA will acquire the Subject Lines in order to evaluate the feasibility of passenger rail operations thereon. UP will retain an exclusive, perpetual, transferable and irrevocable easement on the Subject Lines to conduct freight rail operations.¹

The parties intend to consummate this transaction on May 30, 2002.

The name and address of the railroad transferring the Subject Lines is as follows:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

¹ As part of the same transaction, UTA also will acquire the following portions of the width of UP rail corridor rights-of-way: 1) the easterly 20.00 feet of the Salt Lake Subdivision - between approximately M.P. 782.48 in Salt Lake City, Utah and approximately M.P. 818.05 in Ogden, Utah; 2) the westerly 20.00 feet of the Provo Subdivision - between approximately MP 705.71 at Lakota Junction and approximately M.P. 729.29; 3) the easterly 20.00 feet of the Provo Subdivision - between approximately M.P. 729.50 and approximately M.P. 745.50 in Salt Lake City, Utah; 4) the westerly 20.00 feet of the Sharp Subdivision - between approximately M.P. P-752.41 in Provo, Utah and approximately M.P. 750.18; 5) the easterly 20.00 feet of the Sharp Subdivision - between approximately M.P. P-749.99 in Provo, Utah and approximately M.P. 745.82 in Spanish Fork, Utah; and 6) the northerly 35.00 feet of the Bingham Industrial Lead - between approximately M.P. 0.00 in Midvale, Utah and approximately M.P. 6.60 at Bagley, Utah. The acquisition of these portions of rail corridor rights-of-way does not constitute an acquisition of a line of railroad, and therefore is not subject to STB jurisdiction. See Sacramento Regional Transit District--Petition For Declaratory Order Regarding Carrier Status, Finance Docket No. 33796 (STB served July 5, 2000) (acquisition of railroad's excess portion of right-of-way for purpose of providing commuter passenger service does not require Board approval or otherwise make it a carrier subject to the Board's jurisdiction); Southern Pacific Transportation Company - Abandonment Exemption - Los Angeles County, CA, 9 I.C.C.2d 385, 390 (1993) ("[w]e have never asserted jurisdiction over the ability of railroads to allow non-carriers to conduct non-jurisdictional activities, such as rail commuter service, on their excess real estate when regulated rail service will not be affected thereby.").

Map:

49 C.F.R. § 1150.33(f)

A map indicating the area served by the Subject Lines, including origins, termini, stations, cities and counties, is attached as Exhibit A to this Notice.

Certification of Class III Status:

49 C.F.R. § 1150.33(g)

A certificate complying with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B to the Notice. UTA will not conduct any freight rail operations and therefore its annual freight revenue will be zero.

Environmental/Historic Preservation Data:

49 C.F.R Part 1105

Under 49 C.F.R. § 1105.6(c)(2) (i), the proposed acquisition of the Subject Lines by UTA is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations (i.e. changes which exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5)).

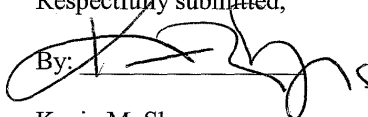
Under 49 C.F.R. § 1105.8(b)(1), the proposed acquisition of the Subject Lines by UTA also is exempt from historic preservation reporting requirements. UTA's acquisition of the Subject Lines will not disturb any existing rail carrier obligations on the Subject Lines. Further Surface Transportation Board approval is required to abandon any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary:

49 C.F.R. § 1150.34

A caption summary in the appropriate form is attached as Exhibit C to the Notice.

Respectfully submitted,

By: 

Kevin M. Sheys
Edward J. Fishman
Tracie D. Spear
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue
– 2nd Floor
Washington, DC 20036
(202) 778-9000

Dated: January 28, 2002

**ATTORNEYS FOR UTAH
TRANSIT AUTHORITY**

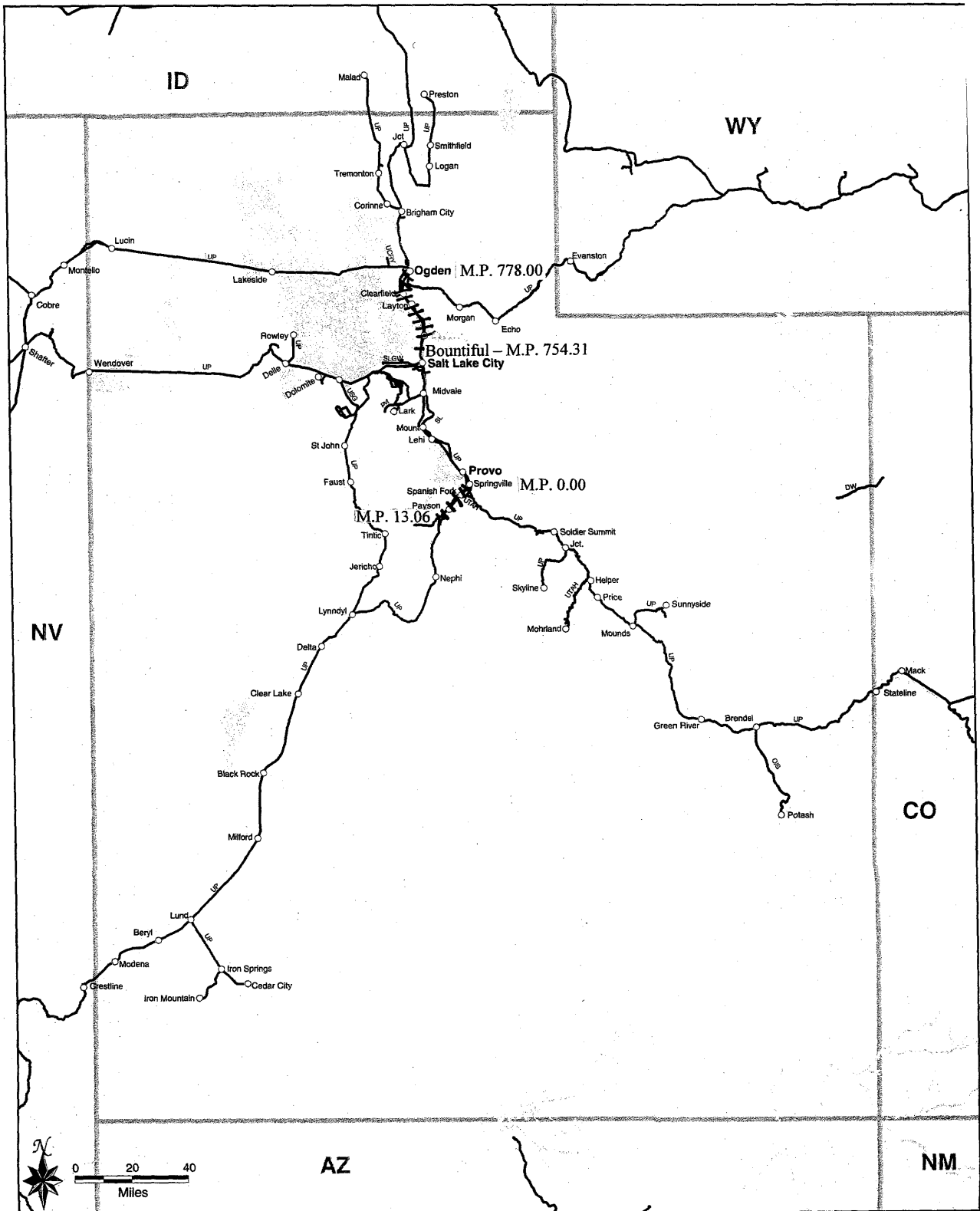
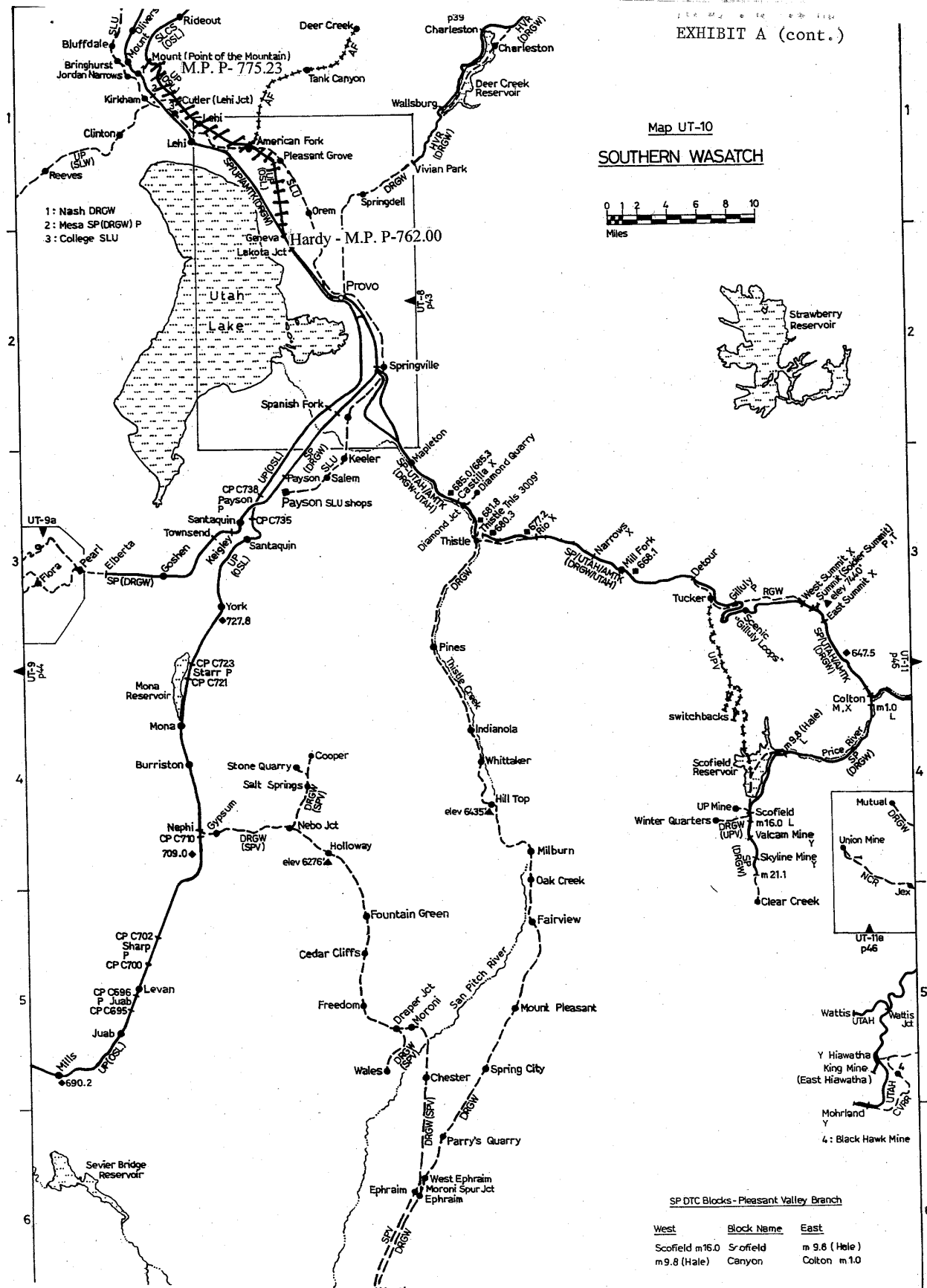
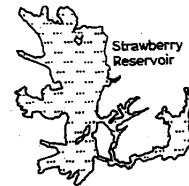
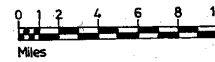


EXHIBIT A (cont.)

Map UT-10
SOUTHERN WASATCH



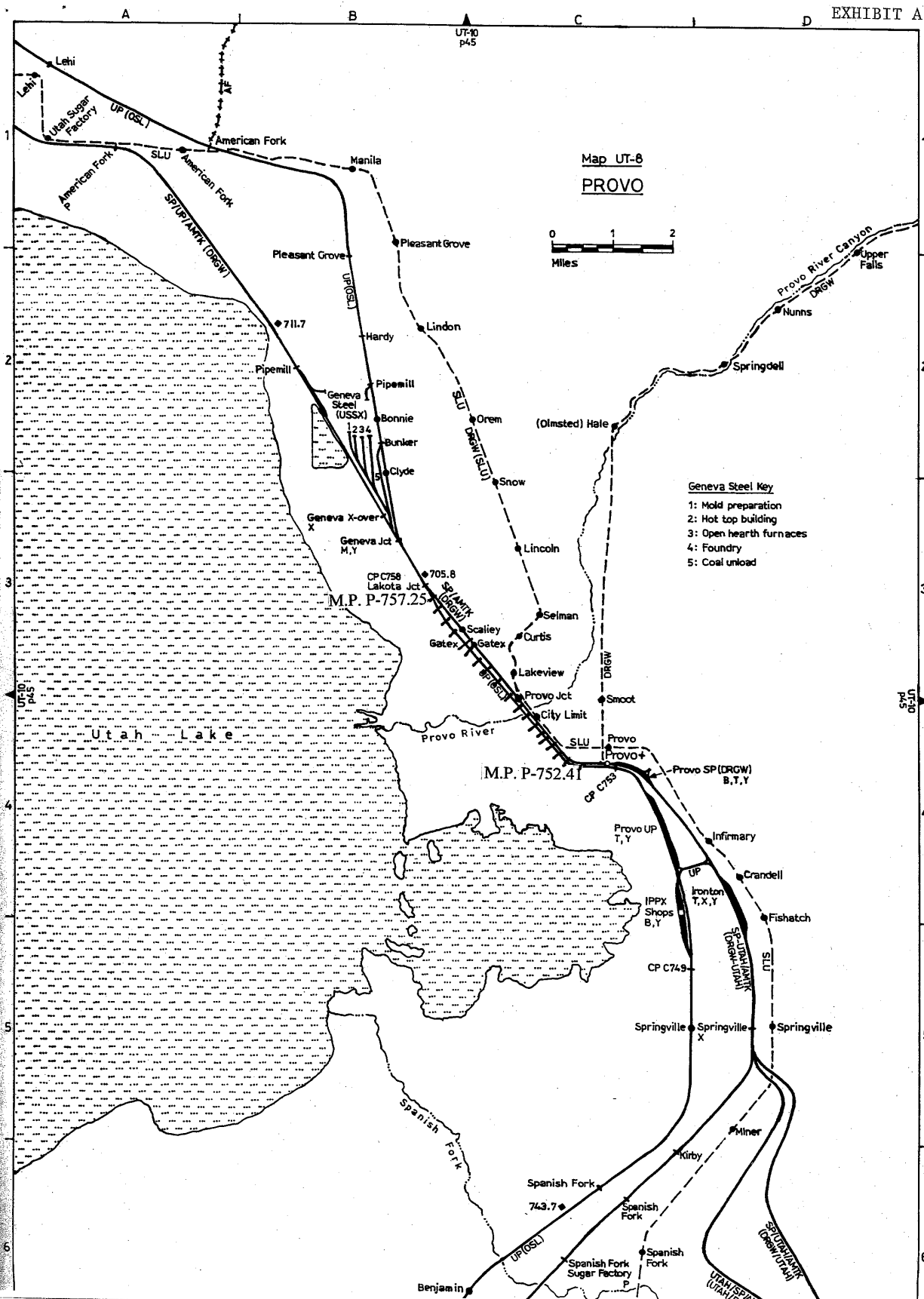
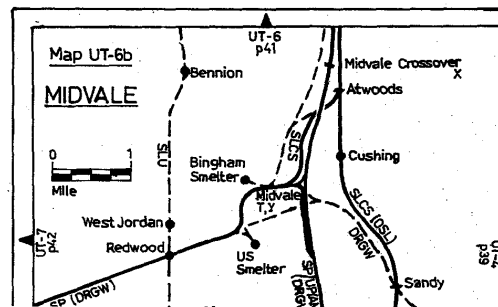
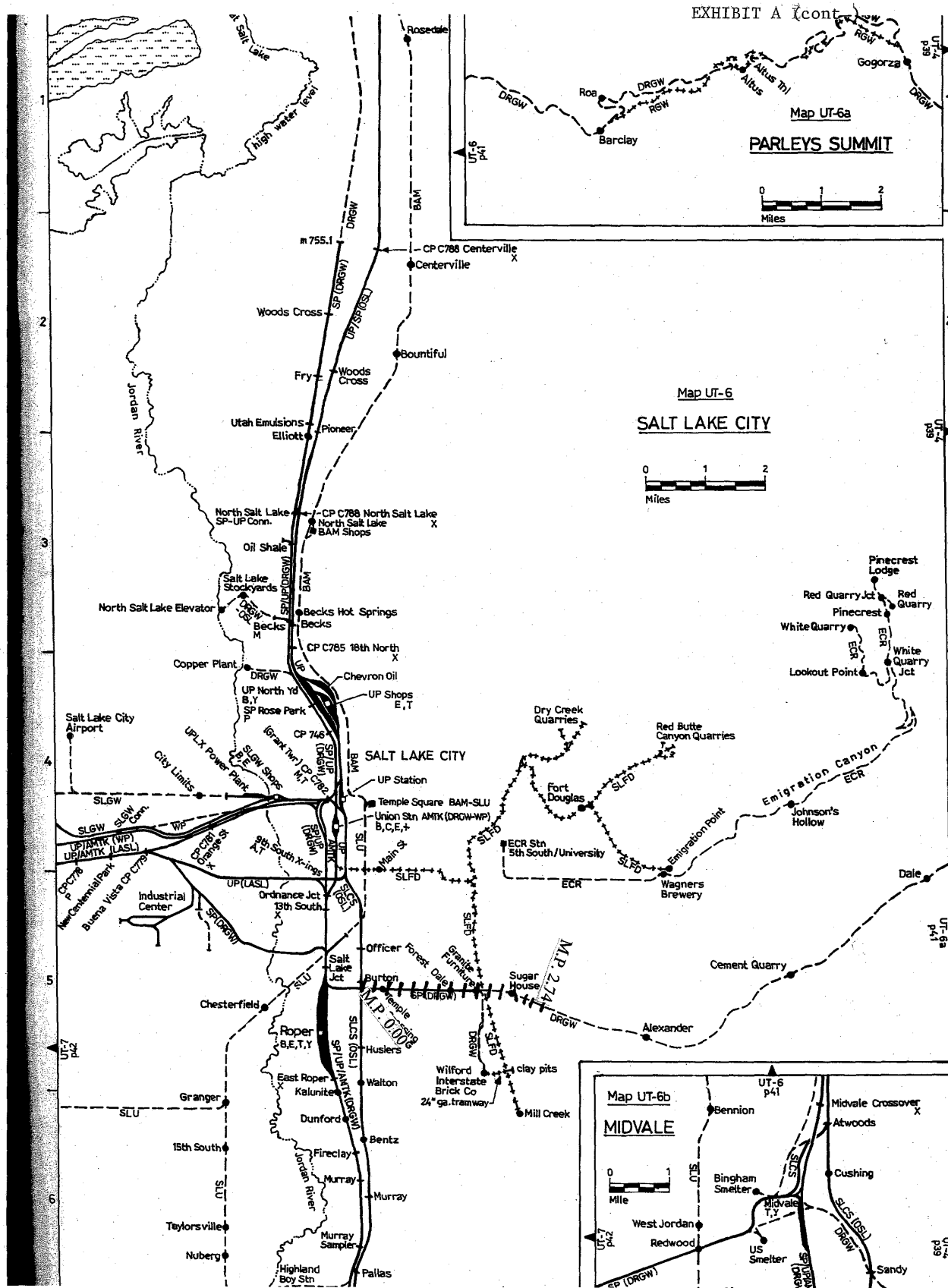
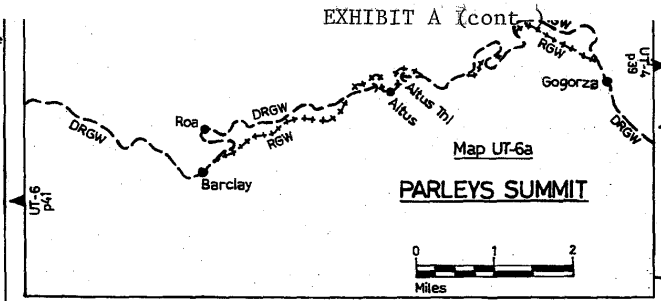


EXHIBIT A (cont)



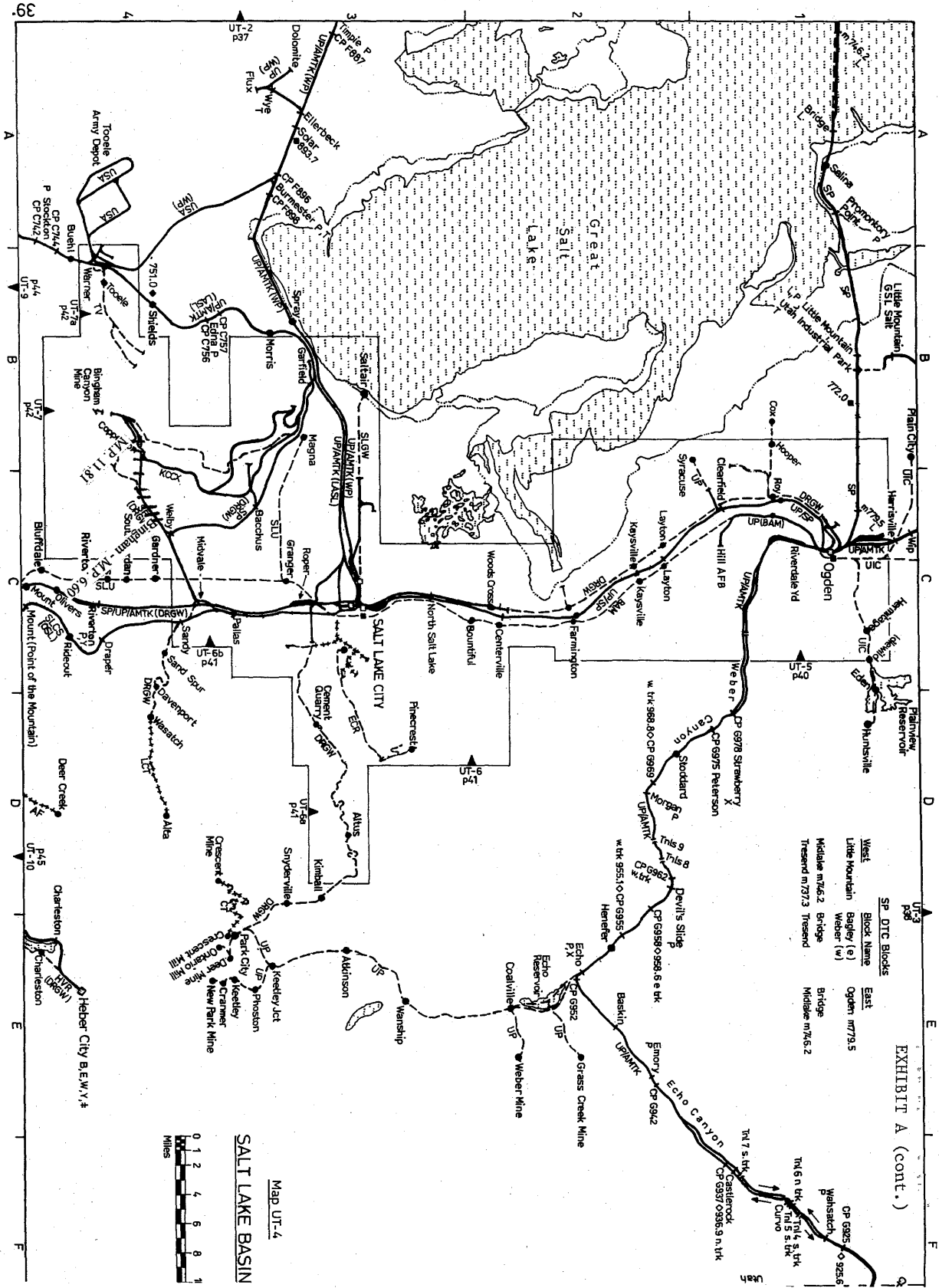


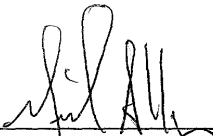
EXHIBIT A (cont.)

Block Name	East
West	SP DTC Blocks
Little Mountain	Ogden m773.5
Webster (v)	Bridge
Middle m746.2	Bridge
Tresend m727.3	Middle m746.2
CP 6925	CP 6925
CP 6926	CP 6926
CP 6927	CP 6927
CP 6928	CP 6928
CP 6929	CP 6929
CP 6930	CP 6930
CP 6931	CP 6931
CP 6932	CP 6932
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CP 6997	CP 6997
CP 6998	CP 6998
CP 6999	CP 6999
CP 7000	CP 7000

EXHIBIT B

CERTIFICATION

Michael Allegra, being duly sworn, certifies that the projected freight rail revenues of Utah Transit Authority upon consummation of the proposed transaction will not result in the creation of a Class I or Class II rail carrier under the provisions of 49 C.F.R. § 1201 (1-1).



Michael Allegra
Director of Transit Development – Utah Transit Authority

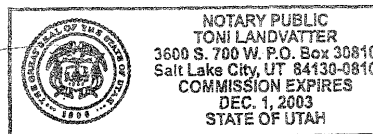
SUBSCRIBED AND SWORN TO

Before me this 25th day

Of January __, 2002



Notary Public



My Commission expires:

EXHIBIT C

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34170

**UTAH TRANSIT AUTHORITY
-- ACQUISITION EXEMPTION --
CERTAIN ASSETS OF UNION PACIFIC RAILROAD COMPANY**

Utah Transit Authority ("UTA"), a non-carrier, has filed a Verified Notice of Exemption to acquire from Union Pacific Railroad Company ("UP") certain railroad rights-of-way and related improvements located in Utah. Pursuant to a Purchase and Sale Agreement entered into by and between UTA and UP, UTA will acquire UP's right, title and interest in and to the following: (1) the main line corridor right of way of the Salt Lake Subdivision – Joint Line of the Union Pacific Railroad Company (formerly The Denver and Rio Grande Western Railroad Company) as said line extends in a northerly direction from the south line of 1200 North Street of Bountiful (Woods Cross), Utah, approximately M.P. 754.31 of said subdivision, to Ogden (Nye's Crossing), approximately M.P. 778.00 of said subdivision; (2) the main line corridor right of way of the Provo Industrial Lead of the Union Pacific Railroad Company (formerly Utah Southern Railroad Company) as said line extends in a southerly direction from Point of Mountain (Mount), approximately M.P. P-775.23 of said subdivision, to Hardy (a/k/a Lindon), Utah, approximately M.P. P-762.00 of said subdivision; (3) the main line corridor right of way of the Sharp Subdivision of the Union Pacific Railroad Company (formerly Utah Southern Railroad Company) as said line extends in a northerly direction from University Avenue of Provo, Utah,

EXHIBIT C

approximately M.P. P-752.41 of said subdivision, to Lakota Junction, approximately M.P. P-757.25 of said subdivision; (4) the main track corridor right of way of the Tintic Industrial Lead of the Union Pacific Railroad Company (formerly The Denver and Rio Grande Western Railroad Company) as said line extends in a southwesterly direction from Springville, Utah, approximately M.P. 0.00 of said line, to 5250 West of Payson, Utah, approximately M.P. 13.06 of said line; (5) the main track corridor right of way of the Sugarhouse Spur of the Union Pacific Railroad Company (formerly The Denver and Rio Grande Western Railroad Company) as said line extends in an easterly direction from approximately MP 0.00 of said line to approximately MP 2.74 of said line in Salt Lake City, Utah; and (6) the main track corridor right of way of the Bingham Industrial Lead of Union Pacific Railroad Company (formerly The Denver and Rio Grande Western Railroad Company) as said line extends in a southeasterly direction from Bagley, approximately M.P. 6.60 of said line, to approximately M.P. 11.81 of said line.¹

¹ As part of the same transaction, UTA also will acquire the following portions of the width of UP rail corridor rights-of-way: 1) the easterly 20.00 feet of the Salt Lake Subdivision - between approximately M.P. 782.48 in Salt Lake City, Utah and approximately M.P. 818.05 in Ogden, Utah; 2) the westerly 20.00 feet of the Provo Subdivision - between approximately MP 705.71 at Lakota Junction and approximately M.P. 729.29; 3) the easterly 20.00 feet of the Provo Subdivision - between approximately M.P. 729.50 and approximately M.P. 745.50 in Salt Lake City, Utah; 4) the westerly 20.00 feet of the Sharp Subdivision - between approximately M.P. P-752.41 in Provo, Utah and approximately M.P. 750.18; 5) the easterly 20.00 feet of the Sharp Subdivision - between approximately M.P. P-749.99 in Provo, Utah and approximately M.P. 745.82 in Spanish Fork, Utah; and 6) the northerly 35.00 feet of the Bingham Industrial Lead between approximately M.P. 0.00 in Midvale, Utah and approximately M.P. 6.60 at Bagley, Utah. The acquisition of these portions of rail corridor rights-of-way does not constitute an acquisition of a line of railroad, and therefore is not subject to STB jurisdiction. See Sacramento Regional Transit District--Petition For Declaratory Order Regarding Carrier Status, Finance Docket No. 33796 (STB served July 5, 2000) (acquisition of railroad's excess portion of right-of-way for purpose of providing commuter passenger service does not require Board approval or otherwise make it a carrier subject to the Board's jurisdiction); Southern Pacific Transportation Company - Abandonment Exemption - Los Angeles County, CA, 9 I.C.C.2d 385, 390 (1993) ("[w]e have never asserted jurisdiction over the ability of railroads to allow non-carriers to conduct non-jurisdictional activities, such as rail commuter service, on their excess real estate when regulated rail service will not be affected thereby.").

1

EXHIBIT C

The total distance of the Subject Lines is approximately 62.77 route miles. The Subject Lines are located in Davis, Weber, Salt Lake, and Utah Counties, Utah. UTA is acquiring the Subject Lines in order to evaluate the feasibility of passenger rail operations thereon.

UTA has simultaneously filed in this docket a Motion to Dismiss its Notice of Exemption. UTA is utilizing this procedure in order to obtain a jurisdictional determination regarding its prospective rail carrier status. See State of Maine, Department of Transportation – Acquisition and Operation Exemption – Maine Central Railroad Company, 8 I.C.C.2d 835 (1991).

Comments must be filed with the Board and served on Kevin M. Sheys, Kirkpatrick & Lockhart LLP, 1800 Massachusetts Avenue, N.W., 2nd Floor, Washington, D.C. 20036, (202) 778-9000.

This notice is filed under 49 C.F.R. § 11050.31. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 C.F.R. §10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Date: _____, 2002

By the Board

Vernon A. Williams – Secretary

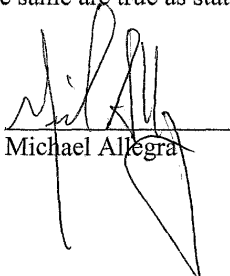
VERIFICATION

State of Utah)

) ss:

County of Salt Lake)

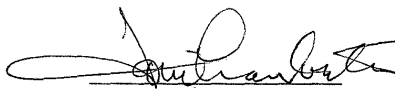
Michael Allegra, being duly sworn, deposes and says that he is the Director of Transit Development of Utah Transit Authority ("UTA"), that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.


Michael Allegra

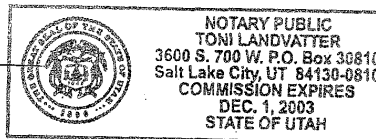
SUBSCRIBED AND SWORN TO

Before me this 25th day

Of January __, 2002



Notary Public



My Commission expires: 12/1/03