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Before the

SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722

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Office of the Secretary

JUN 04 2002

Part of
Public Record

BRANDYWINE VALLEY RAILROAD COMPANY
- MODIFIED RAIL CERTIFICATE -

ELEVENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE

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Attorneys for Brandywine Valley
Railroad Company

Dated: June 3, 2002

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722

**BRANDYWINE VALLEY RAILROAD COMPANY
- MODIFIED RAIL CERTIFICATE -**

**ELEVENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE**

Brandywine Valley Railroad Company ("BVRR") is filing this eleventh amended notice of termination to change the termination date for its service on Line 142 (more fully described below) to July 31, 2002. The background for the termination and the reasons for the change in termination date are as follows:

On March 17, 1999, BVRR filed a notice to operate the following lines of railroad under a modified certificate of public convenience:

- (a) Between milepost 12.7 at the Delaware/Pennsylvania line and milepost 30.29 at Modeno, PA, a distance of 17.59 miles, owned by PennDOT ("Line 907").
- (b) Between milepost 18.0 at Wawa, PA and milepost 54.50 at the Pennsylvania/Maryland state line near Sylmar, MD, a distance of 36.50 miles, owned by SEPTA¹ ("Line 142").

See STB Finance Docket No. 33722, Brandywine Valley Railroad Company - Modified Rail Certificate (served April 16, 1999).

¹ PennDOT had acquired from SEPTA an easement to allow a freight operator to provide freight rail service on SEPTA's line.

On October 14, 2000, pursuant to 49 CFR §1150.24, BVRR gave notice that it intended to terminate service over Line 142 described above. Service was originally scheduled to be terminated as of 11:59 p.m. on December 31, 2000. As year end approached, it became clear that SEPTA had not finalized arrangements with an operator to continue service. Accordingly, to protect the interests of shippers and at SEPTA's continuing requests, BVRR filed an Amended Notice of Partial Termination indicating its agreement to continue operations until January 31, 2001; a Second Amended Notice indicating its agreement to continue operations until February 28, 2001; a Third Amended Notice indicating its agreement to continue operations until March 31, 2001; a Fourth Amended Notice indicating its agreement to continue operations until April 30, 2001; a Fifth Amended Notice indicating its agreement to continue operations until May 31, 2001; a Sixth Amended Notice indicating its agreement to continue operations until June 30, 2001; a Seventh Amended Notice indicating its agreement to continue operations until July 31, 2001; an Eighth Amended Notice indicating its agreement to continue operations until September 30, 2001; a Ninth Amended Notice indicating its agreement to continue operations until November 30, 2002, and a Tenth Amended Notice indicating its agreement to continue operations until January 31, 2001. Because the parties had not reached agreement on the requirements for continued operations, an amended notice was not filed at the end of January; however, BVRR has continued to serve the customers as needed.

SEPTA and BVRR have now agreed on temporary arrangements for continued operations by BVRR, and continue to try to negotiate a mutually acceptable long-term agreement for BVRR to operate Line 142. On this basis, BVRR has agreed to continue temporarily to operate Line 142 until 11:59 p.m. on June 30, 2002, while the parties determine if a long-term agreement can be reached.

Copies of this amended notice are being sent to PennDOT, SEPTA and each of the shippers that have used the line within the 6 months preceding the date of this amended notice as shown on the certificate of service attached hereto.

Respectfully submitted,


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Attorneys for Brandywine Valley
Railroad Company

Dated: June 3, 2002

CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was served by U.S. mail,
postage prepaid, on:

John E. Brown, Director
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SEPTA, Government Affairs
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Schagrin Gas Co.
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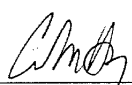
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Dated: June 3, 2002


ERIC M. HOCKY