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205799
July 8, 2002

BY HAND DELIVERY

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

ENTERED
Office of Proceedings

JUL 09 2002

Part of
Public Record



Re: Finance Docket No. 34110, Montreal, Maine & Atlantic Railway LLC –
Acquisition & Operation Exemption – Bangor & Aroostook Railroad Company,
Canadian American Railroad Company, The Northern Vermont Railroad
Company Incorporated, Newport & Richford Railroad Company & Van Buren
Bridge Company

Dear Secretary Williams:

I have enclosed for filing in the above-captioned docket the original and ten copies of Applicant Montreal, Maine & Atlantic Railway LLC's Revised Notice of Intent to File Verified Notice of Exemption.

One extra copy of the Revised Notice is also enclosed. I would appreciate it if you would date-stamp the enclosed extra copy of this filing and return it to the messenger for our files.

Thank you for your attention to this matter.

Sincerely,

Michael L. Rosenthal

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34110

MONTREAL, MAINE & ATLANTIC RAILWAY LLC –
ACQUISITION AND OPERATION EXEMPTION –
BANGOR & AROOSTOOK RAILROAD COMPANY, CANADIAN
AMERICAN RAILROAD COMPANY, THE NORTHERN VERMONT RAILROAD
COMPANY INCORPORATED, NEWPORT & RICHFORD RAILROAD COMPANY,
AND VAN BUREN BRIDGE COMPANY



REVISED NOTICE OF INTENT TO FILE
VERIFIED NOTICE OF EXEMPTION

ENTERED
Office of Proceedings

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**Part of
Public Record**

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*Attorneys for Montreal, Maine &
Atlantic Railway LLC*

July 8, 2002

Contains Color Images

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34110

MONTREAL, MAINE & ATLANTIC RAILWAY LLC –
ACQUISITION AND OPERATION EXEMPTION –
BANGOR & AROOSTOOK RAILROAD COMPANY, CANADIAN
AMERICAN RAILROAD COMPANY, THE NORTHERN VERMONT RAILROAD
COMPANY INCORPORATED, NEWPORT & RICHFORD RAILROAD COMPANY,
AND VAN BUREN BRIDGE COMPANY



REVISED NOTICE OF INTENT TO FILE
VERIFIED NOTICE OF EXEMPTION

Montreal, Maine & Atlantic Railway LLC ("MMA"), a non-carrier, hereby files this Revised Notice of Intent to File Verified Notice of Exemption pursuant to 49 C.F.R. § 1150.35(a). On or after July 22, 2001, MMA intends to file a verified notice of exemption under 49 C.F.R. § 1150.31, *et seq.* to acquire and operate certain rail lines and other rail assets of Bangor & Aroostook Railroad Company ("BAR"), Canadian American Railroad Company ("CDAC"), The Northern Vermont Railroad Company Incorporated ("NVT"), Newport & Richford Railroad Company ("N&R"), and Van Buren Bridge Company ("VBB") (collectively, the "BAR system assets").

In accordance with the requirements of 49 C.F.R. §§ 1150.33 and 1150.35, MMA submits the following information:

Name and Address of the Applicant: 49 C.F.R. § 1150.33(a)

Montreal, Maine & Atlantic Railway LLC
8600 West Bryn Mawr Avenue, Suite 500N
Chicago, IL 60631-3579
(773) 714-8669
(773) 714-9483 (fax)

Applicant's Representative: 49 C.F.R. § 1150.33(b)

Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004-2401
(202) 662-5448
(202) 778-5448 (fax)

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

A final agreement has been reached between MMA and the Chapter 11 Trustee for the Estates of BAR, CDAC, NVT, N&R, and VBB.¹ The agreement is subject to the approval of the United States Bankruptcy Court for the District of Maine. MMA anticipates that the agreement will be filed with the Bankruptcy Court on or about July 18, 2002, and that a hearing to approve the agreement will take place on or about September 1, 2002. Under the agreement, MMA will purchase from BAR, CDAC, NVT, N&R, and VBB a series of rail lines and other rail assets located in the United States.² A description of the subject rail lines is set forth below.

Operator of the Property: 49 C.F.R. § 1150.33(d)

MMA will operate the property.

¹ On August 15, 2001, an involuntary Chapter 11 bankruptcy proceeding was filed against BAR. On May 14, 2002, CDAC, NVT, and N&R filed voluntary petitions for relief under Chapter 11. On May 15, 2002, VBB filed a voluntary petition for relief under Chapter 11.

² In addition, under the agreement, MMA intends to acquire certain rail assets that are located in Canada and thus not subject to the jurisdiction of the Surface Transportation Board. These assets include Canadian lines and assets of CDAC and VBB, as well as the Quebec Southern Railway Company Ltd., all of which are part of the BAR system.

Summary of the Proposed Transaction: C.F.R. § 1150.33(e)

- (1) The railroads transferring the subject property are:

Bangor & Aroostook Railroad Company
15 Iron Road
Hermon, ME 04401

Canadian American Railroad Company
15 Iron Road
Hermon, ME 04401

The Northern Vermont Railroad Company Incorporated
15 Iron Road
Hermon, ME 04401

Newport & Richford Railroad Company
15 Iron Road
Hermon, ME 04401

Van Buren Bridge Company
15 Iron Road
Hermon, ME 04401

- (2) MMA intends to consummate the transaction as soon as possible

following the Bankruptcy Court's approval of MMA's agreement with the Chapter 11 Trustee.

If the Bankruptcy Court approves the agreement on or about September 1, 2002, MMA anticipates that the transaction will close approximately 60 days later.

- (3) The mile-posts of the subject property, including any branch lines, are as

follows:

BAR's Searsport, Millinocket, and Madawaska subdivisions between Milepost 0.0 at Searsport, ME, and Milepost 264.1 at Madawaska, ME;

BAR's Van Buren Subdivision between Milepost 0.0 at Madawaska, ME, and Milepost 24.74 at Van Buren, ME;

BAR's Presque Isle Subdivision between Milepost 0.0 at Squa Pan, ME, and Milepost 25.30 at Presque Isle, ME;

BAR's Limestone Subdivision between Milepost 0.0 at Presque Isle, ME, and Milepost 30.36 at Limestone, ME;

BAR's Fort Fairfield Subdivision between Milepost 0.0 at Presque Isle, ME, and Milepost 18.64 at Fort Fairfield, ME;

BAR's Houlton Subdivision between Milepost 0.0 at Oakfield, ME, and Milepost 18.40 at Houlton, ME;

BAR's East Millinocket Subdivision between Milepost 0.0 at Millinocket, ME, and Milepost 7.55 at E. Millinocket, ME;

BAR's K.I. Subdivision between Milepost 0.0 at Brownsville, ME, and Milepost 4.0 at Brownville Jct., ME;

CDAC's Moosehead Subdivision between Milepost 0.0 at Brownsville Jct., ME, and Milepost 101.90 at the U.S.-Canadian border crossing;

NVT and N&R's rail line between the two U.S.-Canadian border crossing at Milepost 26.25 and Milepost 32.63 of the Newport Subdivision near Richford, VT;

NVT and N&R's rail line between Milepost 43.32 at the U.S.-Canadian border crossing and Milepost 58.4 at the end of the Newport Subdivision, in Newport, VT;

NVT and N&R's rail line between Milepost 0.0 at Newport, VT, and Milepost 2.0 of the Lyndonville Subdivision, near Newport, VT;

VBB's rail line between the connection with BAR and the International Boundary Line in the center of the Van Buren Bridge at the U.S.-Canadian border.

(4) The length of the lines being acquired is approximately 518.48 miles.

Map: 49 C.F.R. § 1150.33(f)

A map showing the area to be served by MMA, including origins, termini, stations, cities, counties, and States, is attached as Exhibit A.

Certification of Class III Status: 49 C.F.R. § 1150.33(g)

This provision is not applicable. MMA will likely become a Class II carrier based on current revenue projections. For that reason, MMA intends to file its Notice of Exemption pursuant to 49 C.F.R. § 1150.35.

General Statement of Service Intentions: 49 C.F.R. § 1150.35(b)(1)

MMA intends to operate all of the rail lines it will acquire and provide shippers with a level of service that is the same as or better than the service shippers received prior to MMA's acquisition.

General Statement of Labor Impact: 49 C.F.R. § 1150.35(b)(2)

MMA intends to staff the railroad in accordance with the information provided in the Revised Notice posted in the workplaces of the employees on the affected lines and served on the national offices of the labor unions with employees on the affected lines pursuant to 49 C.F.R. § 1150.32(e). MMA certified to the Board that it had filed its Revised Notice on June 12, 2002. A copy of the Revised Notice is attached as Exhibit B.

Respectfully submitted,



J. Michael Hemmer
Michael L. Rosenthal
COVINGTON & BURLING
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
(202) 662-5448

*Attorneys for Montreal, Maine &
Atlantic Railway LLC*

July 8, 2002

CERTIFICATE OF SERVICE

In accordance with the requirements of 49 C.F.R. § 1150.35(c), I hereby certify that on this 8th day of July, 2002, a copy of the foregoing Notice of Intent to File Notice of Exemption was served by first class mail, postage prepaid, upon:

(1) The Governors and Departments of Transportation for each state in which the rail lines to be acquired are located, as follows:

Hon. Angus S. King, Jr., Governor
State of Maine
Office of the Governor
#1 State House Station
Augusta, ME 04333

Hon. Howard Dean, M.D., Governor
State of Vermont
Office of the Governor
109 State Street, Pavilion
Montpelier, VT 05609

John G. Melrose
Commissioner
Maine Department of Transportation
16 State House Station
Augusta, ME 04333

Brian Searles
Secretary of Transportation
Vermont Agency of Transportation
1 National Life Drive, Drawer 33
Montpelier, VT 05633

(2) The national offices of labor unions representing employees on the rail lines to be acquired, as follows:

Don M. Hahs
International President
Brotherhood of Locomotive Engineers
1370 Ontario Street
Cleveland, OH 44113-1702

International Brotherhood of
Electrical Workers
International Headquarters
1125 15th Street, N.W.
Washington, D.C. 20005

Transportation Communications
International Union
Brotherhood Railway Carmen Division
3 Research Place
Rockville, Maryland 20850

International Brotherhood of
Firemen & Oilers
Service Employees Int'l Union
1414 L Street, N.W.
Washington, D.C. 20005

Brotherhood of Maintenance of
Way Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076

Transportation Communications
International Union
3 Research Place
Rockville, Maryland 20850

American Train Dispatchers Ass'n
1370 Ontario Street Mezzanine
Cleveland, Ohio 44113

United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Brotherhood of Railroad Signalmen
International Headquarters
602 West Golf Road
Mount Prospect, Illinois 60056

International Association of
Machinists & Aerospace Workers
9000 Machinists Place
Upper Marlboro, Maryland 20772

Charles W. Jones
International President
International Brotherhood of
Boilermakers & Blacksmiths
753 State Avenue, Suite 570
Kansas City, KS 66101

(3) Shippers representing at least 50 percent of the volume of non-overhead

traffic on the rail lines to be acquired, in descending order, as follows:

A.E. Staley Mfg. Co.
Rt. 4
P.O. Box 950
Houlton, ME 04730

Dead River Co.
73 Pleasant St.
P.O. Box 467
Scarborough, ME 04074

Fraser Papers, Inc.
25 Bridge Street
Madawaska, ME 04756

GAC Chemical Company
P.O. Box 436
Searsport, ME 04974

Georgia-Pacific Corp.
P.O. Box 547
Old Town, ME 04468

Great Northern Paper Company
One Katahdin Avenue
Millinocket, ME 04462

Irving Woodland LLC
P.O. Box 170
Ashland, ME 04732

J.M. Huber Corp.
P.O. Box 67
Easton, ME 04740

J.P. Levesque kna Norbord
RFD 2, Box 63
Ashland, ME 04732

Louisiana Pacific Corp.
P.O. Box 396
Houston, ME 04740

McCain Foods, Inc.
P.O. Box 157
Station Road
Easton, ME 04740

Megantic Industries Mfg.
6184 rue Notre-Dame
Lac-Megantic, PQ
CANADA G6B 3B5

Moose River Lumber Co., Inc.
P.O. Box 454
Moose River, ME 04945

Blue Seal Feeds, Inc.
P.O. Box 220
Province Street
Richford, VT 05476

Poulin Grain
3 Railroad Square
Newport, VT 05855

Multibois Inc.
800 Grondin, C.P. 58
Woburn, PQ CANADA G0Y 1R0

Columbia Forest Products
349 Union Street
P.O. Box 605
Newport, VT 05855



Michael L. Rosenthal

**MAP WILL BE SCANNED
AT A LATER DATE**