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206293

ERIC M. HOCKY
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September 30, 2002



FedEx

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, #711
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Finance Docket No. 33722
Brandywine Valley Railroad Company--
Modified Rail Certificate--
Thirteenth Amended Notice of Partial
Termination of Service

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of the Thirteenth Amended Notice of Partial Termination of Service being filed on behalf of Brandywine Valley Railroad Company. We understand that there is no filing fee applicable to the filing of this Notice. Please time-stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped, self-addressed envelope provided for your convenience.

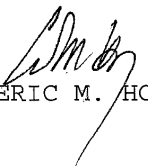
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Office of Proceedings

OCT 01 2002

Part of
Public Record

Enclosures

Respectfully,


ERIC M. HOCKY

206293



Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722

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

**THIRTEENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE**

**ENTERED
Office of Proceedings**

OCT 01 2002

**Part of
Public Record**

ERIC M. HOCKY
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213 West Miner Street
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(610) 692-9116

Attorneys for Brandywine Valley
Railroad Company

Dated: September 30, 2002

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722

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

**THIRTEENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE**

Brandywine Valley Railroad Company ("BVRR") is filing this thirteenth amended notice of termination to change the termination date for its service on Line 142 (more fully described below) to November 30, 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 various amended notices (as shown on Exhibit A) indicating its agreement from time to time to continue operations.

SEPTA and BVRR have 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, and at SEPTA's request, BVRR has agreed to continue temporarily to operate Line 142 until 11:59 p.m. on November 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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West Chester, PA 19381-0796
(610) 692-9116

Attorneys for Brandywine Valley
Railroad Company

Dated: September 30, 2002

EXHIBIT A

<u>Notice</u>	<u>Extended Termination Date for Operations</u>
Amended Notice of Partial Termination of Service	January 31, 2001
Second Amended Notice	February 28, 2001
Third Amended Notice	March 31, 2001
Fourth Amended Notice	April 30, 2001
Fifth Amended Notice	May 31, 2001
Sixth Amended Notice	June 30, 2001
Seventh Amended Notice	July 31, 2001
Eighth Amended Notice	September 30, 2001
Ninth Amended Notice	November 30, 2002
Tenth Amended Notice	January 31, 2002
Eleventh Amended Notice	July 31, 2002
Twelfth Amended Notice	September 30, 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
Bureau of Rail Freight, Ports & Waterways
PA Department of Transportation
Commonwealth Keystone Building
P.O. Box 2777
Harrisburg, PA 17105-2777

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Chief Government Information Officer
SEPTA, Government Affairs
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Philadelphia, PA 19107-3780

James Lemongelli
Purchasing Department
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Frank W. Manfredi, President
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Oxford, PA 19363

Schagrin Gas Co.
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Middletown, DE 19709

Lynn Curry
Operations Manager
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McGeary Grain, Inc.
P.O. Box 299
Lancaster, PA 17808

Harold N. Blank
Vice President/Manufacturing
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Nicholas J. Staffieri, General Counsel
Eugene N. Cipriani, Assistant Deputy Counsel
SEPTA
1234 Market Street
Philadelphia, PA 19107-3780

Dated: September 30, 2002


ERIC M. HOCKY