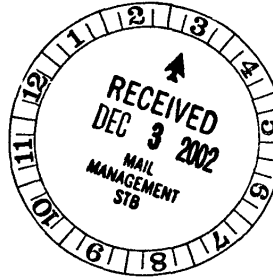


213 WEST MINER STREET
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ERIC M. HOCKY
DIRECT DIAL 610.350.4129
emhocky@ggelaw.com

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
Attn: Mercury Building, \$711
1925 K Street, N.W.
Washington, DC 20423-001



December 2, 2002
VIA: FEDEX

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

Dear Secretary Williams::

Enclosed for filing are the original and ten copies of the Fourteenth 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.

Respectfully,


Eric M. Hocky

Enclosures
cc: All Parties on the Attached Certificate of Service

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GOLLATZ, GRIFFIN & EWING, P.C.

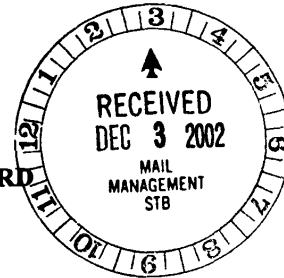
WEST CHESTER

PHILADELPHIA

WILMINGTON

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722



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

**FOURTEENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE**

**ENTERED
Office of Proceedings**

DEC 04 2002

**Part of
Public Record**

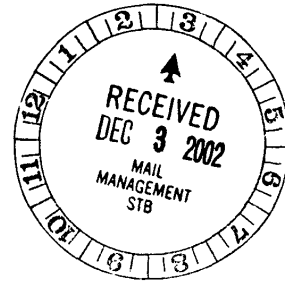
ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for Brandywine Valley
Railroad Company

Dated: December 2, 2002

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722



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

**FOURTEENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE**

Brandywine Valley Railroad Company ("BVRT") is filing this fourteenth amended notice of termination to change the termination date for its service on Line 142 (more fully described below) to January 31, 2003. The background for the termination and the reasons for the change in termination date are as follows:

On March 17, 1999, BVRT 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, the parties have now agreed that BVRR should continue temporarily to operate Line 142 until 11:59 p.m. on January 31, 2003, 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,



ERIC M. HOCKY
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213 West Miner Street
P.O. Box 796
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(610) 692-9116

Attorneys for Brandywine Valley
Railroad Company

Dated: December 2, 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
Thirteenth Amended Notice	November 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

Joseph K. Kelly
Chief Government Information Officer
SEPTA, Government Affairs
1234 Market Street, 10th Floor
Philadelphia, PA 19107-3780

James Lemongelli
Purchasing Department
SEPTA
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Chip Moran, Manager
Coastal Lumber
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Middletown, DE 19709

Lynn Curry
Operations Manager
Tastykake Baking Oxford, Inc.
700 Lincoln Street
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McGeary Grain, Inc.
P.O. Box 299
Lancaster, PA 17808

Harold N. Blank
Vice President/Manufacturing
Herr Foods Inc.
P.O. Box 300
Nottingham, PA 19362

Frank L. Tipton, President
Tipton Trucking Co., Inc.
397 Waterway Road
Oxford, PA 19363

Nicholas J. Staffieri, General Counsel
Eugene N. Cipriani, Assistant Deputy Counsel
SEPTA
1234 Market Street
Philadelphia, PA 19107-3780



ERIC M. HOCKY

Dated: December 2, 2002