

ORIGINAL

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Before the
SURFACE TRANSPORTATION BOARD



Finance Docket No. 34255

PORTLAND & WESTERN RAILROAD, INC.
--LEASE AND OPERATION EXEMPTION--
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

PETITION FOR STAY OF EXEMPTION ^{*}/

ENTERED
Office of Proceedings

DEC 11 2002

Part of
Public Record

GORDON P. MacDOUGALL
1025 Connecticut Ave., N.W.
Washington DC 20036

December 11, 2002

Attorney for John D. Fitzgerald

^{*}/ Expedited handling is requested, inasmuch as the exemption is published otherwise to become effective 12:01 AM, Friday, December 13, 2002.

Before the
SURFACE TRANSPORTATION BOARD



Finance Docket No. 34255

PORTLAND & WESTERN RAILROAD, INC.
--LEASE AND OPERATION EXEMPTION--
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

PETITION FOR STAY OF EXEMPTION

Preliminary Statement

John D. Fitzgerald,^{1/} for and on behalf of United Transportation Union-General Committee of Adjustment (UTU/GO-386), petitions the Surface Transportation Board (Board) that it stay the operation of the 7-day Notice of Exemption (Notice), filed December 6, 2002, pursuant to 49 CFR §1150.41, by Portland & Western Railroad, Inc. (PNWR), pending receipt of discovery materials, with an adequate opportunity to fully address all stay of exemption issues, and an opportunity to submit a petition to reject the notice and/or to revoke the exemption, and pending disposition of such UTU/GO-386 petition. PNWR states it expects to commence operation of the line on or about December 27, 2002. (Notice 2). However, unless the operation of the Notice is stayed, the exemption for all features of the transaction will become effective at 12:01 AM, Friday, December 13, 2002.

^{1/}General Chairman for United Transportation Union (UTU), on lines of The Burlington Northern and Santa Fe Railway Company (BNSF), with offices at 400 E. Evergreen Blvd., Vancouver, WA 98660

Background

The PNWR notice states PNWR intends to lease and operate the line of The Burlington Northern and Santa Fe Railway Company (BNSF) between Quinaby-Salem-Eugene, OR, a distance of approximately 76.75 miles. PNWR would thereupon grant back trackage rights to BNSF between Bush and Albany, a distance of 27.9 miles, and PNWR also would grant trackage rights over the BNSF line to Central Oregon & Pacific Railroad, Inc. (CORP), between Albany and Eugene, OR, a distance of 45 miles. PNWR certified that projected revenues as a result of the transaction will not result in the creation of a Class II or Class I carrier. (Notice, 3,4).

Previously, PNWR on October 28, 2002, filed its Notice of Intent to Employees of The Burlington Northern and Santa Fe Railway Company (Employee Notice), pursuant to 49 CFR §1150.42(e), with respect to the PNWR-BNSF lease. An estimated 15 persons would be employed by PNWR. The notice to employees did not mention PNWR operation of the line; nor did the notice mention BNSF or CORP trackage rights. A copy of the 3-page Employee Notice is attached as Exhibit 1.

PNWR on November 21, 2002, filed its "Notice of Intent," to file an exemption notice pursuant to 49 CFR §1150.41. However, the "Notice of Intent" was the notice prescribed by 49 CFR §1150.45, i.e., that involving the creation of a Class II or Class III carrier, such that PNWR's "Notice of Intent" was misleading:

Portland & Western Railroad, Inc. ("PNWR"), a Class III carrier, hereby gives notice of intent to file an exemption notice pursuant to 49 CFR §1150.41, to exempt from regulation under 49 U.S.C. §10902.....

The PNWR "Notice of Intent" is attached to the instant Notice of Exemption, filed December 6, 2002. (Notice Ex. B). The "Notice of Intent" expands upon the earlier Employee Notice, to advise that PNWR will "operate" as well as "lease" the BNSF line, along with BNSF trackage rights over the northern segment (Bush-Albany) of the line, and CORP trackage rights over the southern segment (Albany-Eugene) of the line. (Notice, Ex. B).

Finally, the instant Notice of Exemption, filed December 6, 2002, states that the earlier November 21, 2002 "Notice of Intent" was provided in the form and to the persons that would be required under 49 CFR §1150.45 if that regulation were applicable. (Notice 4). PNWR provided this §1150.45 notice, "in order to ensure that potentially affected parties have notice of the proposed transaction." (Notice 4). However, PNWR did not follow the §1150.45 regulations, and give the required 21 days notice before the exemption could become effective. §1150.45(e). Instead, PNWR in a footnote, said the exemption would become effective 7 days after filing, or on December 13, 2002. (Notice 4 n.1).

REASONS FOR STAY

The Board should stay the operation of the exemption for the following reasons, among others:

1. False or Misleading Information. PNWR did not give BNSF employees 60-days notice of the PNWR forthcoming notice of exemption also would be "to operate," or advise that substantial BNSF and CORP trackage rights were included. PNWR also mislead the public concerning the 7-day effective date of the forthcoming notice of exemption, when it issued its notice of intent on

November 21, 2002. Accordingly, railroad employees, and we believe the public, are unaware of the December 13, 2002 effective date for the exemption. The Board should correct such misinformation in its stay order, advising the public that the effective date for the exemption, at this time, is stayed until December 27, 2002, and perhaps further if circumstances so warrant.

2. PNWR's Notice Violates the Employee Notice Provisions. The Board's rules require where, as here, the projected revenues exceed \$5,000,000, the noticing carrier must give 60 days notice before the exemption becomes effective. 49 CFR §1150.42(e). The Board's rules do not permit PNWR merely to give a 60-day notice as to when the operations will commence, with PNWR permitted give a lesser notice concerning when the exemption will become effective.

This devious PNWR behavior requires a stay at the minimum. The Board really should reject the Notice of Exemption at this point.

3. Stay is Required to File Petition to Revoke. The more lengthy notice period specified in 49 CFR §1150.42(e) provides an opportunity for protestants to seek sufficient information to evaluate their future employment situation, or for filing a petition to reject or to revoke, if such is desired, and have the same considered by the Board, prior to the effective date for the exemption.

Here, PNWR has frustrated two important purpose of 60 days advance notice to employees by (1) failing to respond to the UTU/GO-386 discovery request for a copy of the agreement, requiring a motion to compel on November 22, 2002, for which PNWR is

taking its time to reply, if at all; and (2) failing to furnish UTU/GO-386 with a copy of the trackage rights agreements between PNWR and BNSF and between PNWR and CORP. See: Letter of November 22, 2002, attached as Exhibit 2.

4. Jurisdiction of the Board. A stay is required to protect the effective jurisdiction of the Board over the transaction. Here, PNWR proposes to have the exemption take effect December 13, but with operations to commence December 27. PNWR, once the exemption becomes effective, could take certain actions under the exemption which may prejudice or delay the ultimate resolution of issues by the Board. Typically, where a noticing carrier makes a statement postponing operations under the notice, the Board will issue a "housekeeping" stay in support of the agency's own jurisdiction, and to keep the carrier to its word. A recent example is F.D. No. 34177, Iowa, Chicago & Eastern Railroad Corporation-Acquisition and Operation Exemption-Lines of I&M Rail Link, LLC (served June 26, 2002). The Board's power to preserve its effective jurisdiction is similar to that of a court under the All Writs Act, 28 U.S.C.1651. Scripps-Howard Radio, Inc. v. FCC, 316 U.S. 4 (1942); Application of President & Directors of Georgetown Col., 331 F.2d 1000, 1004-6 (D.C. Cir. 1964).

5. Traditional Stay Requirements. The traditional requirements for a stay are satisfied here. UTU/GO-386 has a high probability of success on its claim the transaction comes under 49 U.S.C. 11323(a)(6) as a joint use arrangement, rather than as a line acquisition under 49 U.S.C. 10902. UTU/GO-386 intends to promptly file a petition to reject/revoke when it secures access to the relevant BNSF-GWI agreements, and trackage rights agree-

ments. Moreover, the trackage rights agreements may not be "incidental," but rather the essence of the transaction. The form of the transactions give rise to employee protection, whereas the misuse of § 10902 does not.

From a procedural standpoint, UTU/GO-386 has an extremely high probability of success on its claim of inadequate employee notice--both as to content and failure to provide the requisite 60 days period before the effective date.

There would be no harm to PNWR or other interested persons by a stay of the December 13, 2002 effective date for the exemption.

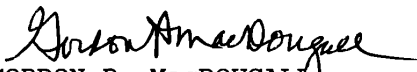
Railroad employees would suffer irreparable injury if the exemption becomes effective, whether December 13 or December 27, 2002. This is evidenced by the verified statement of John D. Fitzgerald.

The public interest warrants a stay. We believe persons have been misled or are confused as to the effective date for the exemption, and whether any time remains for submitting comments and pleadings to the Board.

CONCLUSION

The Board should stay the operation of the notice of exemption pending resolution of discovery matters, and pending disposition of the UTU/GO-386 petition to reject/revoke, or until further notice of the Board.

Respectfully submitted,


GORDON P. MacDOUGALL
1025 Connecticut Ave., N.W.
Washington DC 20036

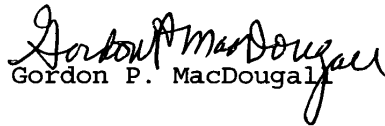
December 11, 2002

Attorney for John D. Fitzgerald

Certificate of Service

I hereby certify I have served a copy of the foregoing by
overnight express, with telephone advice and offer of facsimile
service, upon Eric M. Hocky, 213 West Miner Street, West Chester,
PA 19381.

Washington DC


Gordon P. MacDougall

206516



Before the

SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34255

ENTERED
Office of Proceedings

OCT 30 2002

Part of
Public Record

**PORTLAND & WESTERN RAILROAD, INC.
- LEASE AND OPERATION EXEMPTION -
THE BURLINGTON NORTHERN AND SANTE FE RAILWAY COMPANY**

**NOTICE OF INTENT DIRECTED TO EMPLOYEES OF
THE BURLINGTON NORTHERN AND SANTE FE RAILWAY COMPANY**

Pursuant to the regulations of the Surface Transportation Board (the "Board") at 49 CFR §1150.42(e), Portland & Western Railroad, Inc. ("PNWR") hereby gives notice of its intent to lease from The Burlington Northern and Santa Fe Railway Company ("BNSF"), the 76.75 mile line of railroad between milepost 64.70 between Quinaby and Salem, Oregon and milepost 141.45 near Eugene, Oregon. The lease is intended to be effective as of December 27, 2002.

As a result of the transaction, PNWR preliminarily estimates that following jobs will be available at the starting hourly rates of pay (depending on experience) indicated:

<u>Jobs</u>	<u>Range of Starting Rates of Pay</u>
4 Locomotive Engineers	\$ 11.48 - 13.75
4 Conductors	\$ 11.48 - 13.75
1 Machinist	\$ 11.48 - 13.75
1 Signal Maintainer	\$ 13.28 - 14.75
1 Carman	\$ 11.48 - 13.75
1 Customer Service/RMI Input	\$ 12.38 - 14.75
3 Maintenance of Way Laborers	\$ 11.48 - 13.75

Employees will be provided with Railroad Retirement, medical insurance, holidays, vacation and other benefits consistent with the benefits currently provided employees of PNWR with similar jobs.

PNWR is an equal opportunity employer. Employees will be selected based upon their experience and suitability for the jobs that may be offered. Successful applicants will be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and take a physical exam.

Applications for employment should be made by sending a letter and resume stating the applicant's experience, providing references for any employment held during the last five years and any rail industry employment held at any time. The applicant must be available to start work by the seventh day before the effective date of the lease. The letter should be sent by regular mail to Roberta Kane, Manager of Human Resources at 650 Hawthorne Avenue SE, Suite 220, Salem, OR 97301.

PORTLAND & WESTERN RAILROAD, INC.

Dated: October 25, 2002

By:


Larry Phipps
President & General Manager

LAW OFFICES
GORDON P. MACDOUGALL
1025 CONNECTICUT AVE. N. W.
WASHINGTON, D. C. 20006

TELEPHONE
AREA CODE 202
223-9738

November 22, 2002

Mr. Eric M. Hocky
Gollatz, Griffin & Ewing
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796

Re: F.D. No. 34255, Portland & Western Railroad, Inc.--Lease &
Operation Exemption--The Burlington Northern and Santa Fe Ry. Co.

Dear Eric:

This is a supplemental discovery request, made in light of the Notice of Intent received today, for a copy of the trackage rights agreements mentioned in the Notice of Intent, page 1, footnote 1.

Your early attention to this request will be appreciated.

This is being made on behalf of John D. Fitzgerald, General Chairman for United Transportation Union.

Very truly yours,



EXHIBIT 2

VERIFIED STATEMENT
OF JOHN D. FITZGERALD

My name is John D. Fitzgerald, with offices at 400 East Evergreen Boulevard, Vancouver, WA 98660. I serve as General Chairman for General Committee of Adjustment 386, United Transportation Union (UTU), for lines of The Burlington Northern and Santa Fe Railway Company (BNSF).

I commenced railroad service in September 1970 on Burlington Northern Railroad Company (BN), predecessor of the present BNSF, and am a Conductor. I became a UTU Local Chairman in 1975, and Assistant General Chairman in 1981. I assumed my present position as General Chairman in August 1993, a full-time elective position, which I hold today.

My railroad experience, and duties with UTU over the years, have made me fully familiar with railroad operations in the Pacific Northwest, and in the State of Oregon.

I have read the Notice of Exemption, filed December 6, 2002, by Portland & Western Railroad, Inc. (PNWR), as well as the carrier's earlier October 28, 2002 Notice to Employees, and the November 21, 2002 Notice of Intent.

I have been involved in many BNSF spin-off line sales. The instant PNWR-BNSF transaction, also involving Central Oregon & Pacific Railroad, Inc. (CORP), is far from typical, and is most unusual. This is a large transaction which, if permitted to become effective, will adversely affect many railroad employees and their communities. Service for shippers/receivers, and for carriers

connecting with BNSF will seriously deteriorate and become down-graded.

Attached is my 6-page preliminary analysis of the adverse employee and community impacts. Appendix 1. Some 40 BNSF employees will be displaced under PNWR operation of the BNSF yards near Salem and Albany, and with PNWR and CORP operating on the BNSF lines between Quinaby-Albany-Eugene. Of course, more than 40 BNSF employees will be adversely affected, owing to the exercise of seniority.

I term my analysis as preliminary. Although I have had some conversations with BNSF management, I have not been permitted to examine the lease mentioned by BNSF and Genesee & Wyoming, Inc. (GWI) in their respective press releases dated October 24, 2002.

The BNSF news release is my Appendix 2, and that for GWI is my Appendix 3.

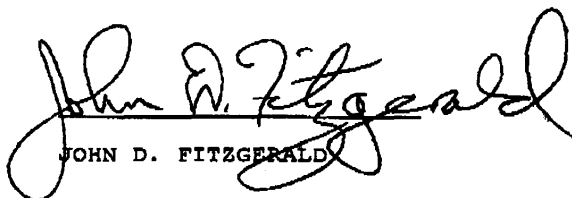
It is clear to me from the information available to me that the involved transaction is not a simple 15-year lease, but rather is a joint BNSF PNWR project for joint use of the Quinaby-Salem-Eugene line, and intermediate yards. For example, BNSF is to provide rail for the project and PNWR is to provide materials. There may be more information in the BNSF-PNWR agreement for which I have been denied access.

I view the transaction as a joint use and trackage rights project, which I am advised come under the statutory provisions of 49 U.S.C. 11323(a)(6), with the minimum employee protective conditions of New York Dock, or perhaps N&W Trackage. However, I believe enhanced conditions are necessary here, especially due to the large project and its impacts.

The injury to BNSF employees is irreparable. If the exemption is permitted to become effective, with the operations as described in the various notices, employees would be injured. However, if the exemption subsequently is revoked by the Board, BNSF employees would not be made whole. I know of no provisions in our agreements with BNSF that provide damages in such a situation. Of course, a reduced quality of living occasioned during the effective period cannot be fully compensated or even measured.

VERIFICATION

Under the penalties of perjury, I affirm the foregoing is
true and correct as stated.


JOHN D. FITZGERALD

Dated at
Vancouver, WA
December 11, 2002

Office of General Chairman GO-386
United Transportation Union
400 E. Evergreen Blvd, Suite 217
Vancouver, WA 98660 (360) 694-7491

MEMO

To: G.P. MacDougall, Esq.
Fax (202) 331-8343 and U.S. Mail
From: J.D. Fitzgerald J.A.F.
Subject: FD 34255
Date: December 6, 2002

1. From the description of service and jobs PNWR proposed, the shippers in Eugene - Harrisburg will be serviced by only one (1) assigned crew where there are two (2) (Mon-Fri) now, working day and night shifts. Further, presently there are two (2) haulers working Mon-Sat between Albany and Eugene that perform service as needed in the Eugene-Harrisburg area on Saturday.
2. Communities will lose the salary monies from the displaced employees, some forty (40) total as follows:

Trainmen (ground crews)	18 Employees	
Engineers	9 Employees	
Maintenance of Way	6 Employees	
Car Forces	1 Employee	
Signal Maintainer	1 Employee	
Official	1 Employee	
663-664	4 Employees	(questionable due to trackage rights issue and traffic)
Total	40 Employees	

Additionally, welders, carmen assigned to wheel trucks, MOW crews and operating employees (train and engine service) from Portland/Vancouver supplement the above listed forty (40) employees.

Proposed number of PNWR employees is as follows

Train	4 Employees
Engine	4 Employees
Machinist	1 Employee
Car Forces	1 Employee
Signal Maintainer	1 Employee
Official	1 Employee
Total	15 Employees

with possibly one (1) additional engineer at Salem and one (1)

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APPENDIX 1
Page 1 of 6

5/

Page 2
December 6, 2002

additional conductor at Salem (not clear).

3. Communities will also be affected by loss of tax revenues (property and income tax, etc.) at a time when the state and counties are in economic crisis.
4. Wages, benefits, etc. for the forty (40) employees ranges between 203 million dollars annually. Wages for the proposed fifteen (15) to seventeen (17) PNWR employee will be significantly less, as will tax revenues. Medical coverage will likely only be provided for the employees, leaving dependents coverage to be paid by employee, further reducing any spending monies going to businesses and services in the respective communities from the wage structure.
5. Questions exist concerning potential cost for hazardous material that likely exist on the property to be leased and who will be responsible.
6. Question ability of PNWR to self fund any major incidents such as capitol construction without seeking monies from the State of Oregon/Lottery monies while BNSF has previously been self sufficient.
7. Dispatching will evidently be performed by PNWR facilities in McMinnville, OR but not sure due to lack of agreement or operation plan.
8. Car supply will be dependent on BNSF and/or Union Pacific and will be same at best, possibly not as high a priority.
9. Trackage rights, Portland to Labish (Salem, OR) dependent on UP. Overhead trackage rights, Salem to Albany, dependent on PNWR. Must have both to continue operation between Vancouver/Portland and Albany.
10. No indication of the effect of complaint petition by Albany and Eastern concerning interchange at Albany with BNSF. If the transaction occurs, BNSF will not control ~~ALBANY~~ ALBANY.

Thank you.

APPENDIX 1
Page 2 of 6

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Facts as presented by Portland and Western Railroad (PNWR):

1. Eugene, OR will have only one (1) job with one engineer and one round crew to perform all work in Eugene-Harrisburg areas.
2. Albany, OR will have one (1) or more crews to service industries in the Albany area, to switch trains and to interchange cars with the Albany Eastern
3. Six (6) day service will move rail traffic between Albany and Eugene and service the industries between Albany and Eugene-Harrisburg.
4. Salem one to two (1-2) man crew five (5) days per to service shipper and interchange with UP Railroad..

Facts as presently existing:

1. Two (2) crews working Monday through Friday, day and night, with one (1) engineer and two (2) ground personnel, each crew.
2. Two (2) Locals operating between Albany and Eugene and servicing industries six (6) days per week.
3. Two (2) yard engines at Albany with the ability to call extra crews to perform switching, interchange and train make up.
4. Salem one (1) three (3) man crew to perform switching interchange. Plus can call extra jobs as needed.

Facts that will not change:

1. Crews will only be allowed to work twelve (12) hours a day.
2. All traffic gathered at Albany, OR or Salem, OR will be dependent on BNSF for handling to Portland/Vancouver for furtherance.
3. Track speed will not be altered for an unspecified time.

Conclusions that can be made:

1. One crew in Eugene-Harrisburg will not provide the present level of service.
2. If only one PNWR crew works between Eugene and Albany service be worse than at present.
3. Car supply and connections via BNSF will not be guaranteed or will not be improved except by BNSF handling.
4. Traffic will move Albany-Vancouver/Vancouver-Albany no better than present and possibly worse depending on PNWR traffic and trains.

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TNMD0022

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SPS

Assignment Board: 10 Station: ALBANY, OR Board Type: XB CP
 Desc: ALBANY COND XTB-HOLDS 1 11/25/02 Eligible: 2 Assigned: 2

Posn	Employee Name	Roster Seq	A Advr	Rest Days	Comments
0002	JL FISHER	01379	CO05 P		
0003	MK BAHR	01139	CO05 P		

***** End of Board *****

SPS

Assignment Board: 20 Station: ALBANY, OR Board Type: XB BP
 Desc: ALBANY BRKM XTB-HOLDS 1 11/25/02 Eligible: 1 Assigned: 1

Posn	Employee Name	Roster Seq	A Advr	Rest Days	Comments
0003	MG SCHORR	01855	BK05 P		

***** End of Board *****

SPS

Assignment Board: 30 Station: ALBANY, OR Board Type: XB EP Cycle: 0601
 Desc: ALBANY ENGR XBD-HOLDS 4 11/25/02 Eligible: 2 Assigned: 2

Posn	Employee Name	Roster Seq	A Advr	Rest Days	Comments
0001	JD MCCLINTIC	00402	EN05 P	A08	
0002	R MOORE	00655	EN05 P	G07	

***** End of Board *****

SPS

Assignment Board: 50 Station: ALBANY, OR Board Type: YD YC
 Desc: ALBANY YARD JOBS

Job Number	Oc	Employee Name	Roster Seq	A Advr	Rest Days	Comments
Desc: 0700 SALEM					Rest Days: SA SU	PAY NO 131
ALB131I 13	RA ABBETT		00542	BK05 P		DH ALB-SAL 45MIN
ALB131I 14	DA LAUDERBACK		00840	BK05 P		DH VAW-SAL 1 HOUR
ALB131I 11	DE GATES		00386	EN05 P		5 DAY ASSIGNMENT
Desc: 0700 ALBANY					Rest Days: SU MO	PAY NO 132
ALB132G 13	RD STURM		01226	BK05 P		DH VAW-ALB 1 1/2 HRS
ALB132G 14	GR RACKHAM		01460	BK05 P		6DA SWG 401R SUNDAY
ALB132G 11	DA PARKHURST		00734	EN05 P		
Desc: 0700 EUGENE YD SWITCH					Rest Days: SA SU	PAY NO 135
ALB135G 13	DW EISELE		00043	BK05 P		DH ALB-EUG 1HR
ALB135G 14	JT HUBBARD		00699	BK05 P		DH VAW-EUG 2 1/2 HRS
ALB135G 11	GA MILLER		00168	EN05 P		5 DAY ASSIGNMENT
ALB135G 24	SD FERGUSON		00762	BK05 P		
Desc: 1700 EUGENE					Rest Days: SA SU	PAY NO 233
ALB233G 13	BG HUPPUNEN		01795	BK05 P		DH ALB-EUG 1HR
ALB233G 14	BJ MOE		01802	BK05 P		DH VAW-EUG 2 1/2 HRS
ALB233G 11	MD MONTGOMERY		00560	EN05 P		5 DAY ASSIGNMENT
Desc: ALBANY SWITCH					Rest Days: SA SU	PAY NO 401
ALB401R 11	DM LUTHER		00416	EN05 P		DH VAW-ALB 1 1/2 HRS
ALB401R 13	AL VOLAVKA		01806	BK05 P		M132/TWTF 1600PM (XTB)
ALB401R 14	D KERSTEN		01834	BK05 P		
Desc: EXTRA EUGENE SWITCH					Rest Days:	

APPENDIX 1

Page 4 of 6

8/9

ALB501X 13	P	EXTRA - EUGENE
ALB501X 14	P	DH ALB-EUG 1HR
ALB501X 11	P	DH VAW-EUG 2 1/2 HRS
Desc: EXTRA SALEM SWITCH		
ALB502X 13	P	EXTRA - SALEM
ALB502X 14	P	DH ALB-SAL 45MIN
ALB502X 11	P	DH VAW-SAL 1HR
Desc: EXTRA ALBANY SWITCH		
ALB503X 13	P	EXTRA - ALBANY
ALB503X 14	P	DH VAW-ALB 1 1/2HR
ALB503X 11	P	
Desc: YARD WORK TRAIN(MECH)		
ALB5501 13	P	EXTRA ALBANY MECH
ALB5501 14	P	DH VAW-ALB 1 1/2 HR
ALB5501 11	P	
ALB5501 10	P	
Desc: YARD WORK TRAIN(MOW)		
ALB5601 13	P	EXTRA ALBANY MOW
ALB5601 14	P	DH VAW-ALB 1 1/2 HR
ALB5601 11	P	
ALB5601 10	P	
Desc: XTRA UTILITY AT ALBANY		
ALB771X 18	P	EXTRA - DH VAW-ALB 1 1/2HR

***** End of Board *****

SPS
Assignment Board: 60 Station: ALBANY, OR Board Type: LC TC
Desc: LOCALS,RDSW & ASSIGNED WORK TRAINS

Job	Roster	A Advr	
Number Oc	Employee Name	Seq Numb S Numb	Comments
Desc: 1600 ALBANY-EUGENE RNWE4871 Rest Days: SU 1600 R NWE			
ALB4871 03	LM HARRIS	00596 CO05 P	DH VAW-ALB 1 1/2HRS
ALB4871 05	MW HARVEY	01891 BK05 T	MTWTFSS RNWE4871
ALB4871 01	SS GALPIN	00739 EN05 P	O/D 1600
Desc: 0500 ALBANY-EUGENE RNWE4881 Rest Days: SU 0500 R NWE			
ALB4881 03	DP SACKS	00525 CO05 P	DH VAW-ALB 1 1/2HRS
ALB4881 05	CT ANDERSON	00031 BK05 P	MTWTFSS RNWE4881
ALB4881 01	AD FERGUSON	00170 EN05 P	O/D 0500

***** End of Board *****

SPS
Assignment Board: 7 Station: ALBANY, OR Board Type: FR BK
Desc: ALBANY FURLOUGH EMPLOYEES

Posn	--Roster--	A Advr	Prod
Numb	Employee Name	Seq Numb S Numb	Job

***** End of Board *****

SPS
Assignment Board: 5 Station: ALBANY, OR Board Type: LA MS
Desc: CUT OFF/TRAINMASTER AUTHORITY BOARD

Posn	--Roster--	A Advr	Prod
Numb	Employee Name	Seq Numb S Numb	Job

+HR CLARK	00317 BK05 P		
FD COLTON	00115 EN05 P		

***** End of Board *****

12/06/02 16:29 TX/RX NO.4054 P.009

SPS
Assignment Board: 4 Station: ALBANY, OR Board Type: BP MS
Desc: BUMP
Posn --Roster-- A Advr Prod
Numb Employee Name Seq Numb S Numb Job Comments

MW HARVEY 01691 BK05 P
***** End of Board *****

.... END OF REPORT

APPENDIX 1
Page 6 of 6

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News Release

Genesee & Wyoming Adds Rail Line in Oregon through Lease with Burlington Northern Santa Fe

GREENWICH, Conn., and FORT WORTH, Texas, October 24, 2002 --

Genesee & Wyoming Inc. (GWI) (NYSE: GWR) announced today that it has signed a 15-year agreement with The Burlington Northern and Santa Fe Railway Company (BNSF) to lease a 76-mile rail line between the cities of Salem and Eugene, Oregon. The rail line is contiguous with GWI's Portland & Western railroad and increases the size of the Company's Oregon Region to 523 miles.

GWI expects that the new rail line will add approximately 20,000 carloads of traffic per year, including paper, lumber and agricultural products. The line is also expected to enhance GWI's Oregon operations through more efficient routing of existing traffic.

The agreement also provides for upgrading about 20 miles of the line south of Salem by 2006. Planned upgrades include heavier rail that will allow GWI to increase speeds, reduce car cycle times and improve overall service levels to rail customers. BNSF will provide the rail for the project, and GWI will provide the other material. Other details of the lease agreement were not disclosed.

Mortimer B. Fuller, III, Chairman and CEO of GWI, commented, "We are pleased to be selected by BNSF to lease this property. The addition of the line is a good illustration of our strategy of building regional rail systems. We entered Oregon in 1993, and this transaction represents our fourth acquisition in the region. Our Oregon revenue base has now grown to approximately \$28 million. In conjunction with our Class I partners, we look forward to further building our traffic in the Pacific Northwest."

Pete Rickershauser, BNSF's vice president, Network Development, stated that "Shortline operators can provide valuable and efficient service that supports our carload growth strategy. They feed us traffic through service offerings closely tailored to the needs of our shippers located on their lines. We have found the Portland & Western and other GWI properties to be innovative, nimble, and responsive service providers, and we look forward to working with them to maximize the value of this line to our customers and to BNSF. Combining GWI's extended Oregon network with BNSF's extensive route network should provide enhanced opportunity for superior rail service products which will bring freight back to the railroads."

GWI is a leading operator of shortline and regional freight railroads in the United States, Canada, Mexico, Australia and Bolivia, and provides freight car switching and related services to industrial companies that have extensive railroad facilities within their complexes. The Company operates in five countries on three continents over more than 8,000 miles of owned and leased track. It also operates over an additional 3,000 miles under track access arrangements.

A subsidiary of Burlington Northern Santa Fe Corporation (NYSE:BNI), BNSF operates one of the largest railroad networks in North America, with 33,000 route miles covering 28 states and two Canadian provinces. BNSF is an industry leader in Web-enabling a variety of customer transactions at www.bnsf.com. The railway is America's largest grain-hauling railroad, transports the mineral components of many of the products we depend on daily, moves more intermodal traffic than any other rail system in the world, and hauls enough coal to generate more than 10 percent of the electricity produced in the United States.

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APPENDIX 2

Genesee & Wyoming Adds Rail Line in Oregon through Lease with Burlington Northern Santa Fe

GREENWICH, Conn., and FORT WORTH, Texas, October 24, 2002 /PRNewswire-FirstCall/ -- Genesee & Wyoming Inc. (GWI) (NYSE: GWR) announced today that it has signed a 15-year agreement with The Burlington Northern and Santa Fe Railway Company (BNSF) to lease a 76-mile rail line between the cities of Salem and Eugene, Oregon. The rail line is contiguous with GWI's Portland & Western railroad and increases the size of the Company's Oregon Region to 523 miles.

GWI expects that the new rail line will add approximately 20,000 carloads of traffic per year, including paper, lumber and agricultural products. The line is also expected to enhance GWI's Oregon operations through more efficient routing of existing traffic.

The agreement also provides for upgrading about 20 miles of the line south of Salem by 2006. Planned upgrades include heavier rail that will allow GWI to increase speeds, reduce car cycle times and improve overall service levels to rail customers. BNSF will provide the rail for the project, and GWI will provide the other material. Other details of the lease agreement were not disclosed.

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SOURCE Genesee & Wyoming Inc.; Burlington Northern and Santa Fe Railway

Company

APPENDIX 3
Page 1 of 2

Web site: <http://www.bnsf.com>

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