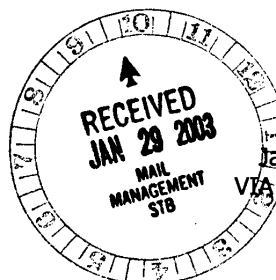


207131

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ERIC M. HOCKY
DIRECT DIAL 215.320.3720
emhocky@ggelaw.com



January 28, 2003
VIA Overnight Mail

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

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

ENTERED
Office of Proceedings

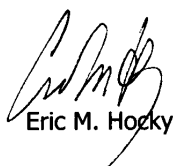
JAN 29 2003

Part of
Public Record

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of the Fifteenth 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 Attached Certificate of Service

H:\WPDATA\Hocky\BVR\Williams25.wpd

GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

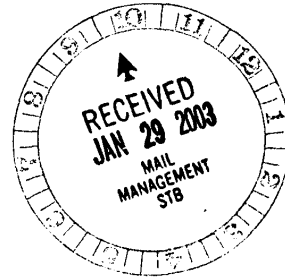
PHILADELPHIA

WILMINGTON

207131

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722



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

ENTERED
Office of Proceedings
JAN 29 2003
Part of
Public Record

**FIFTEENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE**

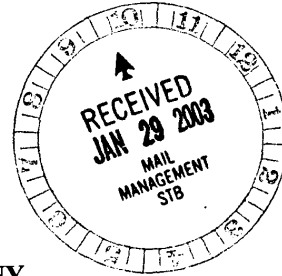
ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for Brandywine Valley
Railroad Company

Dated: January 28, 2002

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33722



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

**FIFTEENTH AMENDED
NOTICE OF PARTIAL TERMINATION OF SERVICE**

Brandywine Valley Railroad Company ("BVRR") 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, 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. The negotiations have been slowed by the bankruptcy proceeding involving BVRR's parent Bethlehem Steel. The parties have now agreed that BVRR should continue temporarily to operate Line 142 until 11:59 p.m. on March 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
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for Brandywine Valley
Railroad Company

Dated: January 28, 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
Fourteenth Amended Notice	January 31, 2003