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March 11, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423

207371

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RE: Finance Docket No. 34323, *Alabama & Gulf Coast Railway L.L.C.—Acquisition and Operation Exemption—The Burlington Northern and Santa Fe Railway Company*

Dear Secretary Williams:

Alabama & Gulf Coast Railway L.L.C. ("AGR") hereby certifies that on March 10, 2003, AGR posted the attached Notice at the workplace of the employees on the rail line that is the subject of this transaction and on March 11, 2003 AGR served a copy of the Notice on the national offices of all labor unions with employees on the affected line. An original and ten copies of this letter and attachment are enclosed.

Please time and date stamp the extra copy of this letter and return it with our messenger.

If you have any questions, please call or email me.

Sincerely yours,

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Louis E. Gitomer
Attorney for Alabama & Gulf Coast
Railway L.L.C.

Enclosure

ORIGINAL

NOTICE

Pursuant to Surface Transportation Board regulations at 49 C.F.R. § 1150.42(e), Alabama & Gulf Coast Railway LLC ("AGR") hereby provides notice to the employees of The Burlington Northern & Santa Fe Railway Company ("BNSF") that subject to satisfaction of certain conditions of closing, including receipt of any required regulatory approvals, AGR intends to undertake the following proposed transactions:

- 1)- receive overhead trackage rights between BNSF's Amory, MS Yard, Milepost 612.3 and Milepost 649.3, near Columbus, MS;
- 2)- lease from BNSF the rail line from Milepost 649.3 near Columbus, MS and Milepost 654.005 near Whitbury, MS;
- 3)- purchase the rail line from Milepost 654.005 near Whitbury, MS to Milepost 776.1 near Gulf, AL;
- 4)- receive an assignment of certain BNSF joint facility rights and obligations between Milepost 654.005 near Whitbury, MS and Mobile, AL;
- 5)- receive an assignment of BNSF's trackage rights over Norfolk Southern between Kimbrough, AL and the connection at Mobile, AL (TASD Switch); and
- 6)- lease and sublease BNSF's switching operations in Mobile, AL. (together, items 1-6 are the "Mobile Line").

As information, BNSF retains but has not present plans to utilize reserved trackage rights between Columbus, MS and Gulf, AL and the Mobile area.

AGR applying conservative traffic assumptions, plans to have employment opportunities in the areas shown on the attached list. The number of employment positions shown on the attached list is preliminary and represents AGR's current good faith estimate of the positions it is planning to have available. The number of positions shown on the attached list may be more or less, perhaps significantly more or less, than the actual number of positions that AGR may have available and will be dependent largely on the rail traffic levels in place at the start of its operations of the Mobile Line. AGR is still in the process of finalizing internal projections about the anticipated level of traffic that will be in place at the time of the start of its planned operations. The actual number of employees hired will depend in part on the results of those projections and may be higher or lower than the number of positions set forth on the attached list.

With respect to benefits, AGR plans to offer:

- Medical and dental insurance
- Life insurance

- Holidays
- Vacation
- 401(k) plan
- Employee assistance program
- Profit Sharing Plan

AGR plans to select employees on the basis of some or all of the following criteria and other considerations (1) demonstrated work ethic that is customer-driven and customer-oriented; (2) commitment and ability to work within a team environment; (3) demonstrated stable work history and commitment to safety; (4) commitment to being accountable for work product; (5) ability to communicate effectively, both orally and in writing; (6) relevant work experience and ability to perform duties, with or without reasonable accommodation, required for particular job; (7) results of personal interview(s) and (8) demonstration of relevant work skills through non-discriminatory testing. No one factor listed above would be determinative in the employee selection process.

The most qualified candidates are planned to be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status, disability, veteran National Guard or military reserve status, and any other protected characteristic. Successful applicants who have been conditionally offered positions would be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and pass a physical exam.

Any BNSF employee interested in obtaining an application for employment or further information concerning positions that AGR is planning to make available should contact Mike Brigham, President & General Manager of AGR at (251) 575-5008.

Under the proposed transactions, BNSF employees in the Mobile area currently entitled to certain labor protection under the existing Alabama Tennessee & Northern labor agreement with BNSF shall continue to remain employed by BNSF after closing and shall be placed under the supervision of AGR in the continued performance of services between Kimbrough and Mobile, AL

This notice is being posted in accordance with the requirements of 49 C.F.R. § 1150.42(e) which requires the posting of a notice of intent to undertake a proposed transaction under 49 U.S.C. § 10902 and 49 C.F.R. § 1150.45 that will result in the creation of a Class II rail carrier with projected annual revenues in excess of \$5 million at the workplace of the employees of the affected railroad line(s) at least 60 days before the notice of exemption relating to the proposed transaction becomes effective. A copy of this notice is being served by overnight delivery on the national offices of the labor unions with employees on the affected railroad line(s), and service concurrently certified to the Surface Transportation Board.

MANPOWER REQUIREMENTS FOR MOBILE LINE

Job Description	Approximate Number to be Hired			Approximate Pay Range
	Location	Position	Quantity	
ENGINEER/CONDUCTOR	Amory, MS	Engineer	5	(Hourly) 15.95
		Conductor	5	15.95
	Columbus, MS	Engineer	1	15.95
		Conductor	1	15.95
	Demopolis, AL	Engineer	1	15.95
		Conductor	1	15.95
	Magnolia, AL	Engineer	2	15.95
		Conductor	1	15.95
	Mobile, AL	Engineer	3	15.95
		Conductor	3	15.95
		TOTAL	23	
MOW	Demopolis, AL	Foreman	2	15.84
		Laborer	4	12.89
		Track Inspector	2	15.00
		Asst. Roadmaster	1	TBD
		Machine Operator	2	TBD
	Mobile, AL	Foreman	1	15.84
		Laborer	1	12.89
		TOTAL	13	
MECHANICAL	Magnolia, AL	Carman	1	14.04
	Mobile, AL	Carman	1	14.04
	Fountain, AL	Electrician	1	TBD
		Mechanics	2	TBD
		TOTAL	5	
CLERKS	Fountain, AL	INFO Clerk	2	13.46
	Mobile, AL	INFO Clerk	1	13.46
		TOTAL	3	
TRAINMASTER	Magnolia, AL	Trainmaster	1	TBD
		GRAND TOTAL	45	