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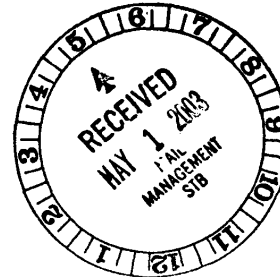
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May 1, 2003

Via HAND DELIVERY

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



**RE: Finance Docket No. 30186 (Sub-No. 3), Tongue River
Railroad Company – Construction and Operation –
Western Alignment.**

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original plus ten
copies of a Petition for Substitution of Parties.

I would appreciate it if you would date-stamp the additional copy of the
filing provided and return it to the messenger for our files. I appreciate your
attention to this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Betty Jo Christian".

Betty Jo Christian
Attorney for Tongue River Railroad
Company

ENTERED
Office of Proceedings

MAY 02 2003

Part of
Public Record

Encls.

WASHINGTON

PHOENIX

LOS ANGELES

LONDON

BRUSSELS

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 30186 (Sub-No. 3)

**TONGUE RIVER RAILROAD COMPANY -- CONSTRUCTION
AND OPERATION -- WESTERN ALIGNMENT**

PETITION FOR SUBSTITUTION OF PARTIES

Betty Jo Christian
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Attorneys for Tongue River Railroad
Company, Inc. and Tongue River
Railroad Company

May 1, 2003



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 30186 (Sub-No. 3)

**TONGUE RIVER RAILROAD COMPANY -- CONSTRUCTION
AND OPERATION -- WESTERN ALIGNMENT**

PETITION FOR SUBSTITUTION OF PARTIES

On April 27, 1998, Tongue River Railroad Company, a Montana limited partnership ("Partnership") filed an Application in the above docket for authority to construct and operate a line of railroad over the Western Alignment. Subsequently, on January 1, 1999, Partnership transferred all of its assets to Tongue River Railroad Company, Inc. ("TRRC Inc.") pursuant to authority granted by the Board in Finance Docket No. 33644.¹ In its Notice of Exemption filed in that proceeding, Applicants advised the Board that they would at an appropriate time file a pleading requesting that the Board substitute TRRC Inc. for Partnership in this pending proceeding.

¹ In Finance Docket No. 33644, Partnership filed a Notice of Exemption to transfer its transportation assets, including previous ICC and Board construction and operating permits, to TRRC Inc. The Board served the Notice of Exemption on October 8, 1998. Tongue River Railroad Company, Inc. -- Acquisition and Operation Exemption -- Tongue River Railroad Company, Finance Docket No. 33644 (served October 8, 1998). ("TRRC Inc. Acquisition") By a decision served on November 13, 1998, the Board rejected petitions to reject, revoke and stay the notice of exemption.

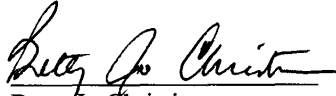
Pursuant to 49 C.F.R. § 1117.1, Partnership and TRRC Inc. hereby request that the Board substitute TRRC Inc. as the applicant in STB Finance Docket No. 30186 (Sub-No. 3). This substitution will not result in any substantive change to the Application or to any of the transportation or environmental issues associated with this docket. Indeed, this was recognized by the Board in its decision in Finance Docket No. 33644, when it noted that “the change of TRRC’s ownership from a partnership to a corporation has nothing whatsoever to do with any issue decided by the ICC and the Board in the prior application proceedings or the presently pending Western Alignment proceeding.”² The only change will be that the entity applying for construction and operating authority over the Western Alignment will be a corporation rather than the partnership that existed at the time the Application was filed.

Recently, the Board approved a Request for Substitution of Parties made for analogous reasons and which similarly had no substantive effect on the underlying substance of the proceeding. See Montreal, Maine & Atlantic Railway, LLC-Acquisition and Operation Exemption-Bangor & Aroostook Railroad Company, Canadian American Railroad Company, The Northern Vermont Railroad Company, Inc., Newport & Richford Railroad Company, and

² TRRC Inc. Acquisition at 5 (served November 13, 1998).

Van Buren Bridge Company, STB Finance Docket No. 34110 (served December 18, 2002). The same result should be reached here.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Betty Jo Christian", written over a horizontal line.

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May 1, 2003

CERTIFICATE OF SERVICE

I, David H. Coburn, hereby certify that on this 1st day of May, 2003, I have caused a copy of the foregoing "Petition for Substitution of Parties" to be served by first-class mail, postage prepaid, on all parties of record in Finance Docket No. 30186 (Sub-No. 3).



David H. Coburn