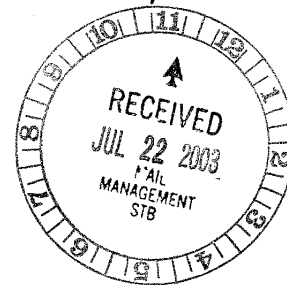


The Honorable Vernon Williams
Secretary
Surface Transportation Board
1925 K. Street N.W., Room 700
Washington, DC, 20423



RE: **Finance Docket 34383**
Fremont Northwestern Railroad – Lease and Operation Exemption
Line of the Eastern Nebraska Chapter National Railway Historical Society

Dear Secretary Williams:

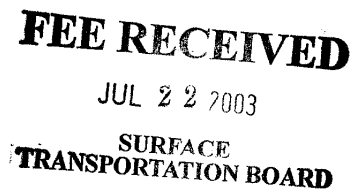
Enclosed for filing in the above captioned proceeding are an original and ten (10) copies of the Verified Notice of Exemption for the Fremont Northwestern Railroad, pursuant to 49 CFR 1150.32, dated July 21, 2003. A check for \$1300, representing the appropriate amount for this filing, is also enclosed.

One extra copy of this transmittal letter and Notice are also enclosed. I would ask that you please time stamp the copies and return them to me in the enclosed envelope for our files.

If you have any questions regarding this filing, please do not hesitate to contact me. We appreciate your assistance on this matter.

Sincerely,

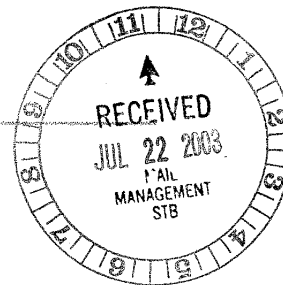
Lee Wilmart
President, Fremont Northwestern Railroad



BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET 34383

FREMONT NORTHWESTERN RAILROAD COMPANY
LEASE AND OPERATIONS EXEMPTION
LINE OF THE EASTERN NEBRASKA CHAPTER NATIONAL RAILWAY
HISTORICAL SOCIETY



**VERIFIED NOTICE OF EXEMPTION
FREMONT NORTHWESTERN RAILROAD
PURSUANT TO 49 CFR 1150.33 Et Seq.**

Dated: July 21, 2003

Lee Wilmart
President, Fremont Northwestern Railroad
P.O. Box 185
Fremont, Nebraska 68026-0185

ENTERED
Office of Proceedings

JUL 22 2003

Part of
Public Record

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET 34383

FREMONT NORTHWESTERN RAILROAD COMPANY
LEASE AND OPERATIONS EXEMPTION
LINE OF THE EASTERN NEBRASKA CHAPTER NATIONAL RAILWAY
HISTORICAL SOCIETY

**VERIFIED NOTICE OF EXEMPTION
FREMONT NORTHWESTERN RAILROAD
PURSUANT TO 49 CFR 1150.33 Et Seq.**

Fremont Northwestern Railroad Company (FNW), a non-carrier, hereby files this notice of exemption under 49 CFR 1150.31 to lease and operate the line owned by Eastern Nebraska Chapter National Railway Historical Society (ENC). The subject line runs between the Union Pacific connection in Fremont, (MP 0.69), to a point 2 miles north of Nickerson (MP 10.01), in Dodge County, Nebraska, a distance of about 9.5 miles, and includes all tracks between the above mileposts.

Based on projected revenues, FNW expects to be a Class III rail carrier.

In accordance with 49 CFR 1150.33, FNW submits the following information:

Name and Address of Applicant per 49 CFR 1150.33(a):

Fremont Northwestern Railroad Company
P.O. Box 185
Fremont, Nebraska 68026-0185

Name and Address of Applicant's Representative per 49 CFR 1150.33(b):

Name and address of Applicant's representative to whom correspondence regarding this transaction should be directed:

Lee Wilmart
President, Fremont Northwestern Railroad Company
P.O. Box 185
Fremont, Nebraska 68026-0185
402-721-2526 (home); 402-459-3922 (work)

Statement Concerning Agreement per 49 CFR 1150.33(c):

On July 15, 2003, FNW reached an agreement in principal to lease and operate the line owned by ENC. All terms and conditions have been fully agreed to by both parties; as of this filing, the final document has to be signed. FNW expects this agreement to be finalized by July 28, 2003.

Operation of the Property per 49 CFR 1150.33(d):

FNW will be the operator of the subject line for freight service. Currently the line is used only for tourist passenger trains operated by the Fremont & Elkhorn Valley Railroad (FEVR), a tourist/museum carrier. FNW will maintain freight service exclusively over the line; FEVR will have no freight rights or responsibilities. FEVR is a wholly owned subsidiary of ENC. FNW is a Nebraska corporation, incorporated in 2001 for the purpose of entering into a lease on this property.

Summary of the Transaction per 49 CFR 1150.33(e):

Pursuant to the lease and operating agreement entered into by FNW and ENC, FNW will lease ENC's rail line from Fremont, (MP 0.69), to a point 2 miles north of Nickerson (MP 10.01), a distance of about 9.5 miles.

Name and address of the entity transferring the line is as follows:

Eastern Nebraska Chapter National Railway Historical Society
1835 N. Somers Street
Fremont, Nebraska 68025

FNW expects to consummate its lease and begin operation as soon as practicable after the effective date of this exemption, but in no case sooner than 7 days after date of filing.

Map per 49 CFR 1150.33(f):

A map of the subject line is attached as Exhibit A to this notice.

Certificate of Compliance per 49 CFR 1150.33(g):

FNW hereby certifies that its projected revenues do not exceed those that would qualify it as a Class III carrier.

Advance Notice per 49 CFR 1150.32(e):

The projected annual revenue of FNW does not exceed \$5 million, and accordingly the advance notice requirements of 49 CFR 1150.32(e) are not applicable to this transaction.

Environmental and Historic Preservation Data per 49 CFR 1105

Under 49 CFR 1105.6(c)2, the lease of the subject line by FNW is exempt from environmental reporting requirements. FNW's lease of the line will not result in changes that exceed the threshold limits established in 49 CFR 1105.7(e)4 and 1105.7(e)5. Under 49 CFR 1105.8(b)1, lease of the subject line by FNW is also exempt from historic preservation reporting requirements. While FNW's lease of the subject line is for the purpose of establishing freight operations, the line currently sees regular train traffic. Further, Surface Transportation Board approval is required in order to abandon any

service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older.

Caption Summary per 49 CFR 1150.34

A caption summary is included as Exhibit to this notice.

Respectfully Submitted:

By: Lee Wilmart

Lee Wilmart
President, Fremont Northwestern Railroad

Dated: July 21, 2003

EXHIBIT A MAP OF SUBJECT LINE



EXHIBIT B VERIFICATION

State Of Nebraska

County of Dodge

I, Lee Wilmart, being duly sworn, depose and state that I am President of Fremont Northwestern Railroad Company, that I am authorized to make this verification, and that I have reviewed the foregoing Notice of Exemption and know the fact asserted therein are true and accurate, as stated to the best of my knowledge, information, and belief.

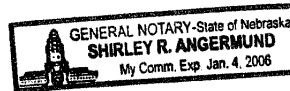
SIGNED: Lee Wilmart

Lee Wilmart

SUBSCRIBED AND SWORN TO before me this 19th day of July, 2003, in the County of Dodge, State of Nebraska.

Shirley R. Angermund

Notary Public



My commission expires: _____

EXHIBIT C CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION
Finance Docket No. 34383**

**Fremont Northwestern Railroad Company --Operation Exemption- - Line of the Eastern
Nebraska Chapter National Railway Historical Society**

Fremont Northwestern Railroad Company (FNW), a noncarrier, has filed a notice of exemption to lease and operate the line owned by Eastern Nebraska Chapter National Railway Historical Society (ENC) between the Union Pacific connection in Fremont, to a point 2 miles north of Nickerson, in Dodge County, Nebraska, a distance of about 9.5 miles. FNW and ENC reached an agreement to allow freight service on the line on July 15, 2003. Service will commence 7 days after this exemption is filed.

Currently the line is used only for tourist passenger trains operated by the Fremont & Elkhorn Valley Railroad (FEVR), a tourist/museum carrier. FNW will maintain freight service exclusively over the line; FEVR will have no freight rights or responsibilities. FNW certifies that its projected revenues will not exceed those that would qualify it as a Class III rail carrier and will not exceed \$5 million. Comments must be filed with the Board and served on Lee Wilmart, President, Fremont Northwestern Railroad Company, P.O. Box 185, Fremont, Nebraska 68026-0185

This notice is filed under 49 CFR 1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated: July 21, 2003

By the Board