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j.heffner@verizon.net

ORIGINAL



BY HAND

September 26, 2003

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street
Washington, D.C. 20423-0001

RE: FD No. 34409, Burlington Shortline Railroad, Inc.,
d/b/a Burlington Junction Railway -- Lease And
Operation Exemption -- The Burlington Northern and
Santa Fe Railway Company

Dear Mr. Williams:

On behalf of Petitioner Burlington Shortline Railroad, Inc.
d/b/a Burlington Junction Railway, I am filing an original and
ten copies of a verified notice of exemption under 49 CFR 1150.41
for the lease and operation by Burlington Junction Railway of
railroad properties owned and operated by The Burlington Northern
and Santa Fe Railway Company.

I am also enclosing one check payable to the Board for
\$1,300 to cover the applicable filing fee and a computer disk
formatted in WordPerfect 8.0 containing this filing.

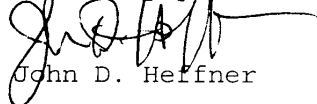
Please date stamp and return one copy of this filing for our
records.

ENTERED
Office of Proceedings

SEP 26 2003

Part of
Public Record

Sincerely yours,


John D. Heffner

Enclosures

cc: Steve Hoth, Esq.
Mr. Eddie Hale, BNSF
Sarah Bailiff, Esq., BNSF

FILED

RECEIVED

SEP 26

OFFICE OF
TRANSPORTATION BOARD

THOMSON

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34409



BURLINGTON SHORTLINE RAILROAD, INC.
D/B/A BURLINGTON JUNCTION RAILWAY
-- LEASE AND OPERATION EXEMPTION --
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41

NOTICE OF ACQUISITION OF RAIL LINE
INFORMATION REQUIRED BY 49 CFR 1150.43

Submitted By:

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
(202) 263-4180

Counsel for Petitioner

Dated: September 26, 2003

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34409



BURLINGTON SHORTLINE RAILROAD, INC.
D/B/A BURLINGTON JUNCTION RAILWAY
-- LEASE AND OPERATION EXEMPTION --
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NOTICE OF ACQUISITION OF RAIL LINE

INFORMATION REQUIRED BY 49 CFR 1150.43

Name and Address of Applicant 49 CFR 1150.43(a)

Burlington Shortline Railroad, Inc.
d/b/a Burlington Junction Railway
1510 Bluff Road
P.O. Box 37
Burlington, IA CT 52601

Applicant's Representative 49 CFR 1150.43(b)

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
(202) 263-4180

Statement of Agreement(s)

49 CFR 1150.43(c)

The Burlington Shortline Railroad, Inc. d/b/a Burlington Junction Railway ("BJRY") is negotiating and expects shortly to execute an agreement with the Burlington Northern And Santa Fe Railway Company ("BNSF")¹ for BJRY to lease and operate BNSF railroad properties consisting of trackage, real property, and railroad operating rights described in detail below and located in or near Quincy, IL.

The rail properties to be leased and operated consist of two segments: (1) the "Marblehead Line", approximately 5.13 miles in length extending between BNSF MP 261.32 near Quincy and BNSF MP 266.43 near Marblehead, and (2) the "Moorman Lead", approximately 5,100 feet in length extending from BNSF MP 258.2 near Quincy.

BJRY plans to commence operations on or about October 4, 2003.

Operator of the Property

49 CFR 1150.43(d)

In all cases anticipated by this Notice, and as described in the transaction summary provided below, BJRY will hold itself out to provide common carrier rail freight service over the subject rail facilities.

¹ BNSF's address is 2650 Lou Menk Drive, 2nd Floor, P.O. Box 96157, Fort Worth, TX 76161-0057.

Brief Summary of Transaction

49 CFR 1150.43(e)

BJRY is an existing class III short line railroad which presently operates three disconnected properties.² By this transaction, BJRY will replace BNSF as the operator of its local operations at Quincy. As a locally based carrier,³ BJRY believes that it will be better able to market and operate this property to suit the needs of the customers than a large railroad headquartered hundreds of miles away.

This transaction qualifies for a class exemption under 49 CFR 1150.41 et seq., because it involves the lease and operation of a rail line by an existing class III short line rail carrier.

Map

49 CFR 1150.43(f)

A series of Maps depicting the line to be acquired is attached as Exhibit A.

Certificate of Carrier Classification

49 CFR 1150.43(g)

² Pursuant to an exemption granted in 1985, BJRY operates a terminal switching railroad over 1.5 miles of track in Burlington, IA. See, FD No. 30522, Burlington Shortline, Inc., and Keokuk Northern Real Estate Company, et al (served March 7, 1985). Also in 1996, BJRY acquired and commenced operations over 0.5 miles of trackage owned by the Henry County Industrial Development Corporation in Mt. Pleasant, IA. That operation received an exemption from this Board in FD No. 32898, Burlington Shortline Railroad, Inc., d/b/a Burlington Junction Railway (served May 1, 1996). Finally, in 1997, BJRY purchased some additional trackage at Burlington, IA, from BNSF. See, FD No. 33518, Burlington Shortline, Inc., d/b/a Burlington Junction Railway--Acquisition and Operation Exemption, et al (Dec. 9, 1997).

³ BJRY's headquarters at Burlington, IA, is about 75 miles from Quincy.

BJRY hereby certifies that, with this acquisition, its projected annual revenues will still be less than \$5,000,000 annually. A certificate complying with the provisions of 49 CFR 1150.43(g) is attached as Exhibit B to this notice.

Labor Protection

Under 49 U.S.C. 10902 labor protective conditions do not apply and will not be imposed. In any event, no employees will be adversely affected.

Caption Summary

49 CFR 1150.44

A caption summary in the prescribed form is attached as Exhibit C to this Notice.

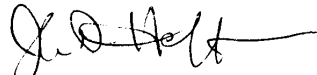
Environmental and Historic Preservation Data **49 CFR 1105**

Pursuant to 49 CFR 1105.6(c)(2), the proposed transaction is exempt from environmental review under 49 CFR 1105(c)(2)(i), because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 1105.7(e)(4) or (5).

In addition, this transaction is exempt from historic review under 1105.8(b)(1). Under this section, a sale, lease or transfer of a rail line is exempt if rail operations will continue. Further Board approval is required for the parties to abandon service, and there are no plans to dispose of or alter

the properties subject to Board jurisdiction.

Respectfully submitted,

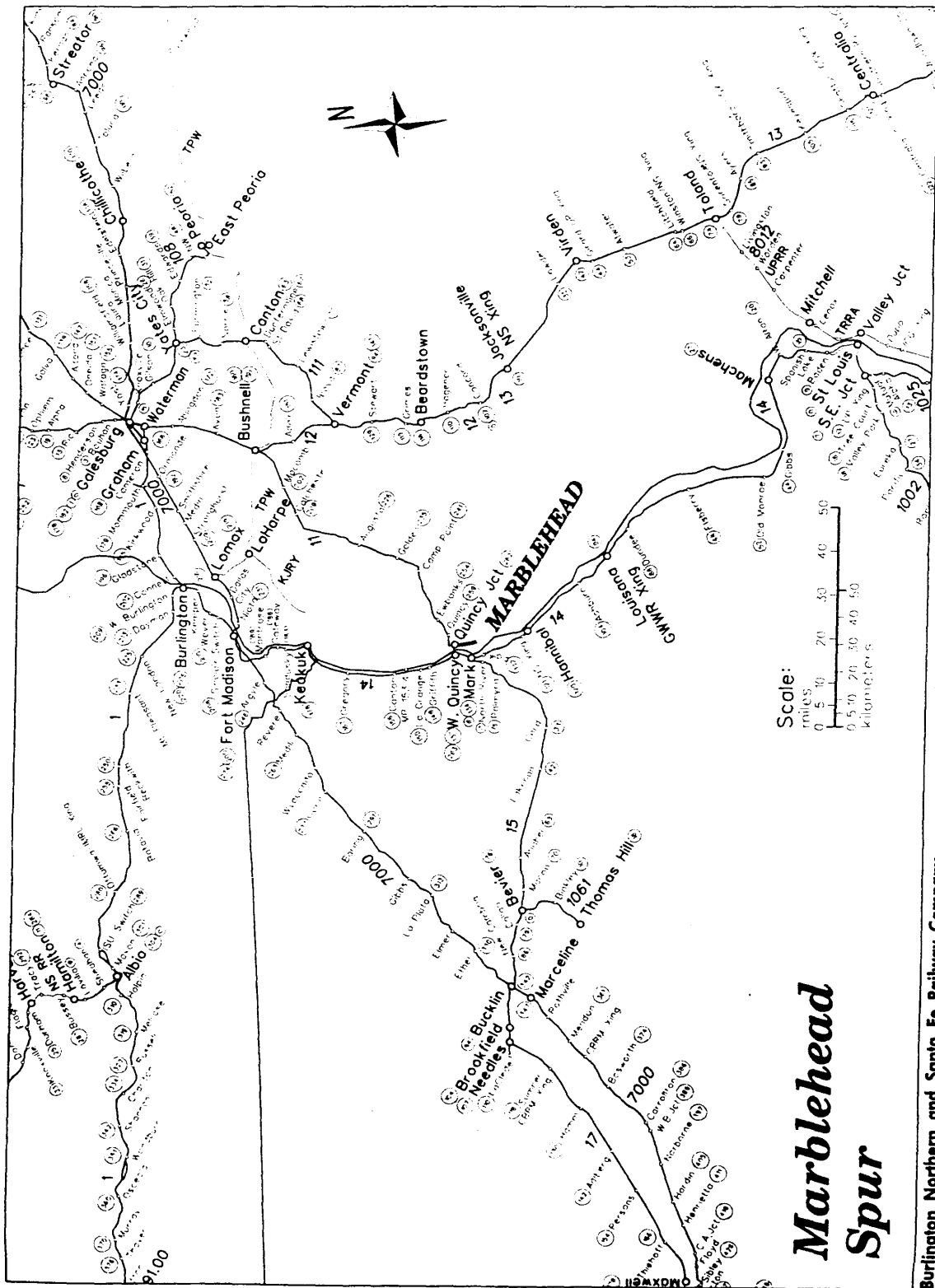
A handwritten signature in black ink, appearing to read "J.D. Heffner", with a long horizontal flourish extending to the right.

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
(202) 263-4180

Counsel for Petitioner

Dated: September 26, 2003

EXHIBIT A



16 DEC 99

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Burlington Northern and Santa Fe Railway Company

Exhibit A Leased Premises

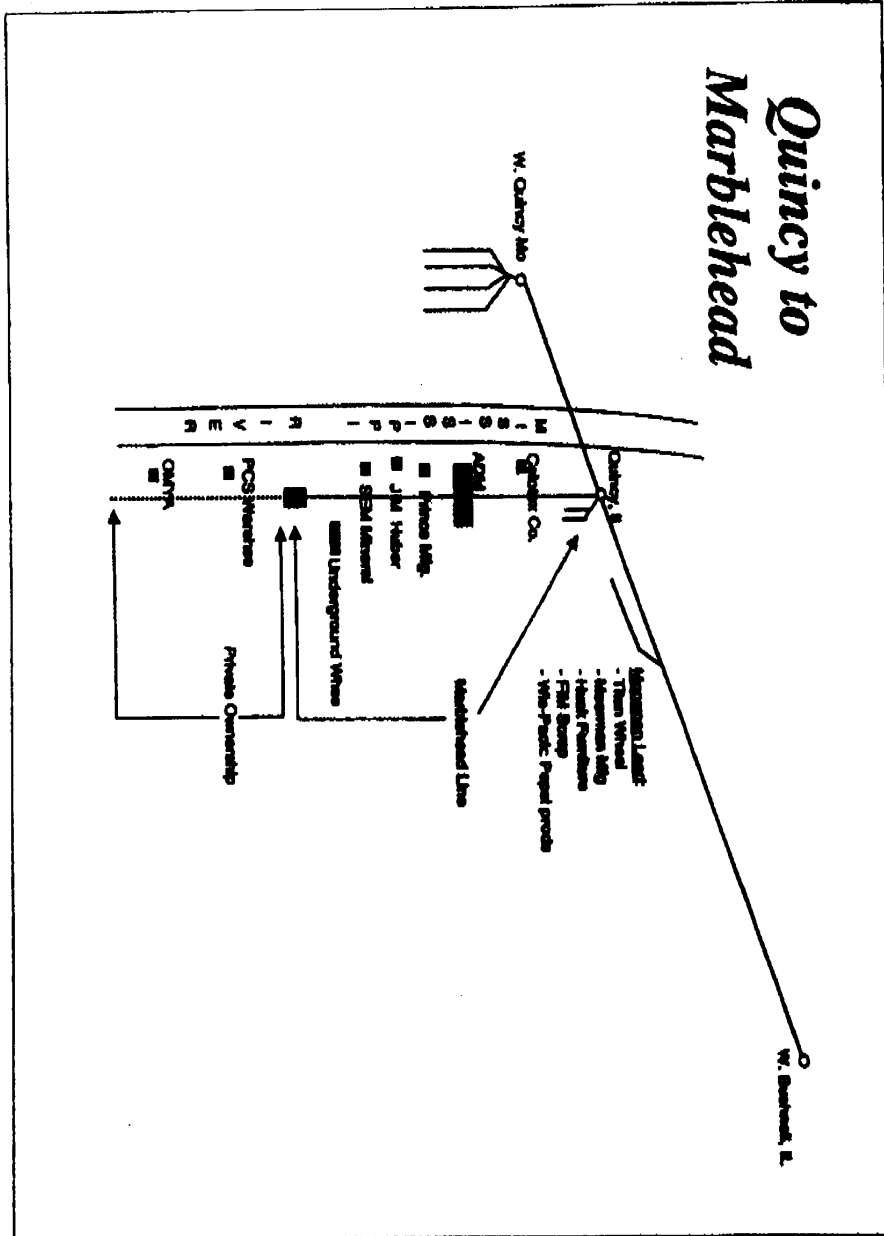
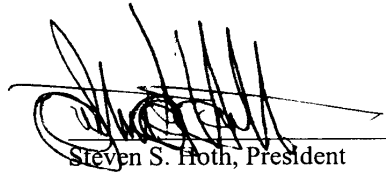


EXHIBIT B

CERTIFICATION

I, Steven S. Hoth, President of Burlington Shortline Railroad, Inc. hereby certify under penalty and perjury that the projected annual revenues of Burlington Shortline Railroad, Inc. will not exceed \$5,000,000 and that Burlington Shortline Railroad, Inc. will be a Class III rail carrier as set forth at 49 CFR 1201 (1-1) (a). Further, I certify that I am qualified and authorized to make this certification on behalf of Burlington Shortline Railroad, Inc.



Steven S. Hoth, President

EXHIBIT C

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34409

BURLINGTON SHORTLINE RAILROAD, INC.
D/B/A BURLINGTON JUNCTION RAILWAY
-- LEASE AND OPERATION EXEMPTION --
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41

NOTICE OF ACQUISITION OF RAIL LINE

The Burlington Shortline Railroad, Inc. d/b/a Burlington Junction Railway ("BJRY"), an existing class III short line railroad, has filed a Verified Notice of Exemption under 49 CFR 1150.41 to lease and operate the following railroad properties totaling about 6 miles in length:

(1) the "Marblehead Line", approximately 5.13 miles in length extending between BNSF MP 261.32 near Quincy and BNSF MP 266.43 near Marblehead, and (2) the "Moorman Lead", approximately 5,100 feet in length extending from BNSF MP 258.2 near Quincy.

BJRY intends to consummate this transaction on or about October 4, 2003.

This notice is filed under 49 C.F.R. 1150.41. 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.

An original and 10 copies of all pleadings, referring to STB
Finance Docket No. 34409 must be filed with the Surface
Transportation Board, Office of the Secretary, Case Control
Branch, 1925 K Street, N.W., Washington, D.C. 20423-0001. In
addition, a copy of each pleading must be served on:

For Burlington Shortline Railroad, Inc.
John D. Heffner, Esq.
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C., 20036
Telephone: (202) 263-4180

For The Burlington Northern and Santa Fe Railway Company:
Sarah Bailiff, Esq.
Law Department
The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive, 2nd Floor
P.O. Box 96157
Fort Worth, TX 76161-0057
(817) 352-2354

(seal)

Vernon A. Williams
Secretary

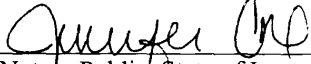
VERIFICATION

STATE OF IOWA)
) SS
COUNTY OF DES MOINES)

I, Steven S. Hoth, President of Burlington Shortline Railroad, Inc. being duly sworn depose and state that he is authorized to make the Verification, has read the foregoing document, and knows that facts asserted therein are true and accurate as stated, to the best of his knowledge, information and belief.


Steven S. Hoth, President

Subscribed and sworn to before me, a Notary Public, in and for the County of Des Moines in the State of Iowa, on this 5th day of September, 2003.


Notary Public, State of Iowa

