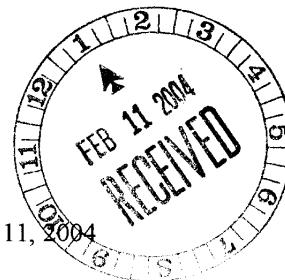


LAW OFFICES
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210054
ORIGINAL



February 11, 2004

VIA HAND DELIVERY - RETURN COPY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW (7th fl.)
Washington, DC 20423-0001

ENTERED
Office of Proceedings
FEB 11 2004
Part of
Public Record

Dear Secretary Williams:

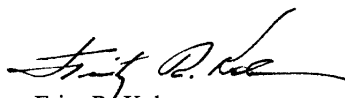
Enclosed for filing in STB Docket No. 863X, City of Venice-Abandonment Exemption-Between Branch Street Yard, MO, and McKinley Junction, IL are the original and ten copies of the Petition and Reply of Terminal Railroad Association of St. Louis.

Additional copies of this letter and of the Petition and Reply are enclosed for you to stamp to acknowledge your receipt of them and to return to me via the messenger.

Service of the this letter and the Petition and Reply upon the City of Venice and Madison County Transit has been effected by facsimile transmitting copies of thereof to their representatives.

If you have any question concerning the foregoing which you believe I may be able to answer or if I otherwise can be of assistance, please let me know.

Sincerely yours,


Fritz R. Kahn

enc.

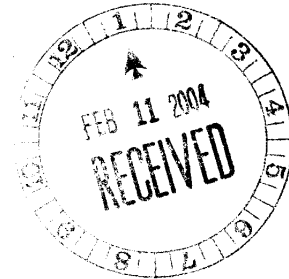
cc: Charles H. Montange, Esq. (206) 546-3739
Mr. Jerry Kane (618) 797-7547

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

ORIGINAL

STB Docket No. 863X

CITY OF VENICE
– ABANDONMENT EXEMPTION –
IN VENICE, IL, AND ST. LOUIS, MO



PETITION
OF
TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS

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Attorneys for

TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS

Dated: February 11, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

STB Docket No. 863X

CITY OF VENICE
– ABANDONMENT EXEMPTION –
IN VENICE, IL, AND ST. LOUIS, MO

PETITION
OF
TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS

Petitioner, Terminal Railroad Association of St. Louis ("TRRA"), pursuant to 49 C.F.R. 1117.1, seeks leave to file the attached Reply to the Reply of the City of Venice ("Venice"), filed February 3, 2004, in response to TRRA's Petition for Reconsideration, and in support thereof TRRA states, as follows:

1. TRRA understands full well that under the Board's regulation, 49 C.F.R. 1104.13 (c), a reply to a reply ordinarily is not allowed.
2. The Board, however, will construe its rules liberally and allow the filing of a reply to a reply when its receipt will contribute to a complete record without prejudicing any party and delaying the proceeding. See, STB Finance Docket No. 34048, Reading Blue Mountain and Northern Railroad Company–Lease and Operation Exemption–Norfolk Southern Railway Company and Pennsylvania Lines LLC, served August 1, 2001; STB Finance Docket No. 33950,

Jefferson Terminal Railroad Company–Acquisition and Operation Exemption–Crown Enterprises, Inc., served March 19, 2001; STB Finance Docket No. 33824, Great Salt Lake and Southern Railroad, L.L.C.–Construction and Operation– In Tooele County, UT, served December 15, 2000; STB Finance Docket No. 32964, Brotherhood of Maintenance of Way Employees, et al. v. Soo Line Railroad Company and Wisconsin Central Ltd., served December 22, 1998; STB Finance Docket No. 33323, Chicago Rail Link, L.L.C.–Lease and Operation Exemption–Union Pacific Railroad Company, served September 2, 1997.

3. Venice in its Reply distorts the evidence of record and misrepresents the holdings of the Board's decisions upon which it relies.

4. Allowing TRRA to file the attached brief Reply will permit the Board to have a complete and accurate record upon which to render its decision, will not prejudice Venice and will not delay the proceeding.

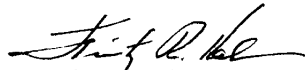
WHEREFORE, Petitioner, Terminal Railroad Association of St. Louis, asks that the Board receive its Reply to Venice's Reply..

Respectfully submitted,

TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS

By its attorneys,

Rebecca R. Jackson
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Dated: February 11, 2004

CERTIFICATE OF SERVICE

I certify that I this day have served the foregoing Petition upon the City of Venice and
Madison County Transit by facsimile transmitting copies thereof to its representatives.

Dated at Washington, DC, this 11th day of February 2004


Fritz R. Kahn