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A LIMITED LIABILITY PARTNERSHIP

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Sandra L. Brown
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Fax: 202-654-5603

April 15, 2004

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

FEE RECEIVED

APR 15 2004

TRANSPORTATION BOARD

Re: Finance Docket No. 34497: Coffeen and Western Railroad Company - Lease and
Operation Exemption - Near Coffeen, Illinois;

-210605-

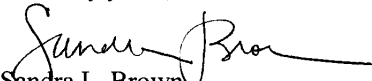
Dear Secretary Williams:

Please find enclosed an original and 10 copies of (i) a verified notice of lease exemption under 49 C.F.R. § 1150.31 by Coffeen and Western Railroad Company ("CWRC") for filing in Finance Docket No. 34497; and (ii) a verified notice of exemption under 49 C.F.R. § 1180.2(d)(2) for the control of CWRC for filing in Finance Docket No. 34498. For Finance Docket No. 34498, as required by 49 C.F.R. § 1180.6(a)(6), we also enclose 20 additional unbound copies of the pertinent maps.

In addition, pursuant to 49 C.F.R. § 1002.2(f)(11)(ii) and 1002.2(f)(39)(iv), please find a check payable to the Board for \$2,400 to cover the filings fees for these proceedings. Furthermore, we have enclosed three copies of 3.5-inch diskettes containing each verified notice of exemption.

Please acknowledge receipt of this letter by date-stamping the extra copies enclosed and return it to our messenger. If you have any questions regarding this request or if I can otherwise be of service, please do not hesitate to call me at (202) 274-2959.

Sincerely yours,


Sandra L. Brown

FEE RECEIVED

APR 15 2004

**SURFACE
TRANSPORTATION BOARD**

ENTERED
Office of Proceedings

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Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34497



210605

COFFEEN AND WESTERN RAILROAD COMPANY
- LEASE AND OPERATION EXEMPTION -
NEAR COFFEEN, ILLINOIS

VERIFIED NOTICE OF EXEMPTION

ENTERED
Office of Proceedings

APR 15 2004

Part of
Public Record

FILED

APR 15 2004

SURFACE
TRANSPORTATION BOARD

James A. Sobule
Ameren Services Corporation
P.O. Box 66149 (MC 1310)
St. Louis, MO 63166-6149
Tel: (314) 554-2276

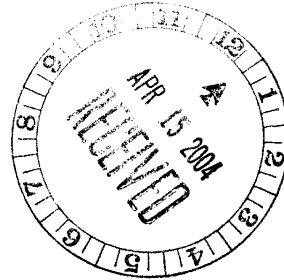
Sandra L. Brown
Rebecca Roback
Troutman Sanders LLP
401 Ninth Street, N.W., Suite 1000
Washington, D.C. 20004
Tel: (202) 274-2959
Fax: (202) 654-5603

Attorneys for Coffeen and Western
Railroad Company

April 15, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34497



**COFFEEN AND WESTERN RAILROAD COMPANY
- LEASE AND OPERATION EXEMPTION -
NEAR COFFEEN, ILLINOIS**

VERIFIED NOTICE OF EXEMPTION

Comes now Coffeen and Western Railroad Company ("CWRC"), a noncarrier, and submits its notice of exemption pursuant to 49 C.F.R. 1150.31, *et seq.*, to acquire by lease track currently owned by Ameren Energy Generating Company ("AEGC"), as described in more detail below and located near Coffeen, Illinois.¹ CWRC will become a common carrier railroad and obtain operating authority over the track after the transaction.² CWRC's lease exemption will further facilitate the Coffeen Power Plant in obtaining competitive transportation and rate options.

¹ AEGC recently filed for construction authority on behalf of its soon to be formed railroad subsidiary. See *Ameren Generating Co. - Petition for Exemption*, F.D. No. 34435 (filed February 5, 2004). CWRC is the railroad that was formed to obtain construction and operating authority in F.D. 34435.

² Common carrier authority will be established on formerly private track and any existing or new shipper may request service on the line. Norfolk Southern has permission to operate on this track, however, currently it does not do so. CWRC expects that operations will commence on this track sometime after the completion of the proceeding in FD No. 34435. CWRC may later hire another common carrier to operate on the track in conjunction with the proposed new track in FD No. 34435. Any additional regulatory authority needed will be sought at the appropriate time and CWRC acknowledges that it will retain at least a residual common carrier authority for this track if such additional authority is sought.

Pursuant to 49 C.F.R. §1150.33, CWRC presents the following information in support of this Notice of Exemption:

(a) Name, address and telephone number of the applicant:

Coffeen and Western Railroad Company Phone: (314) 554-2276
1901 Chouteau Avenue (Mail Code 1310)
St. Louis, MO 63103

(b) Name, address and telephone number of applicant's representative:

Sandra L. Brown Phone: (202) 274-2959
Troutman Sanders LLP
401 Ninth Street, N.W.
Suite 1000
Washington, DC 20004-2134

(c) Details about when an agreement will be reached:

The parties are in the process of entering a Lease agreement to accomplish this transaction. CWRC anticipates execution of that agreement by the end of April.

(d) The operator of the property: The transaction will establish common carrier rail service on the track, and CWRC will obtain operating authority for the track.

(e) Brief summary of the proposed transaction:

(1) Name and address of railroads transferring the subject property:

The lessor of the involved property is:

Ameren Energy Generating Company Phone: (314) 554-2276
1901 Choteau Avenue, MC 1310
St. Louis, MO 63103

(2) The proposed time schedule for consummation of the transaction:

CWRC expects to consummate the transaction and obtain operating authority on or after the seventh day following the filing of this notice.

(3) The mileposts of the subject property, including any branch lines:

The Rail Line is shown on Appendix 1 and originates off of the Coffeen Plant's main lead track near Station 10+00 and continues in a northerly direction to a point near a line owned by Norfolk Southern, Station 0+00, a distance of approximately 1000 feet.

(4) The total route miles being leased:

Approximately 0.2 miles.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties and states: See Appendix 1.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier: See Appendix 2.

(h) Caption summary: See Appendix 3.

(i) Verification: See Appendix 4.

(j) Environmental and Historic Reports:

Pursuant to 49 C.F.R. § 1105.6(2), the proposed transaction is exempt from environmental review under 49 C.F.R. § 1105(c)(2)(i), because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5). Likewise, inasmuch as the transaction involves the continuation of rail services and CWRC has no plans to alter or dispose of any assets that are fifty years old or older, the transaction does not require an historic report, in accordance with 49 C.F.R. § 1105.8(b).

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Sandra Brown", is written over a horizontal line.

Sandra L. Brown
Rebecca Roback
Troutman Sanders LLP
401 Ninth St. N.W.
Suite 1000
Washington, D.C. 20004
Tel: (202) 274-2959
Fax: (202) 654-5603

James A. Sobule
Ameren Services Corporation
P.O. Box 66149 (MC 1310)
St. Louis, MO 63166-6149
Tel: (314) 554-2276

Attorneys for Coffeen and Western
Railroad Company

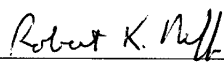
April 15, 2004



DESIGN NINE, INC. ENGINEERING SERVICES FOR RAILROADS AND INDUSTRY ST. LOUIS, MO.		Date: 04/12/04 Drawn By: GTH As Shown: 1 of 1 Sheet: 1 of 1 Drawing No: 02124-3	 COFFEEN POWER PLANT COFFEEN, ILLINOIS	COFFEEN AND WESTERN RAILROAD LEASED TRACKAGE	STB EXHIBIT APPENDIX 1	NO. DATE REVISION BY
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CERTIFICATE AS TO REVENUES

I, Robert K. Neff, hereby certify under penalty of perjury that the projected revenues of Coffeen and Western Railroad Company do not exceed those that would qualify it as a Class III carrier and do not exceed \$5 million. Executed on April 13, 2004.



Robert K. Neff

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

Finance Docket No. 34497

COFFEEN AND WESTERN RAILROAD COMPANY
- LEASE AND OPERATION EXEMPTION -
NEAR COFFEEN, ILLINOIS

Coffeen and Western Railroad Company, has filed a notice of exemption to lease and operate a rail line of Ameren Energy Generating Company originating off of the Coffeen Plant's main lead track near Station 10+00 and continuing in a northerly direction to Station 0+00, a distance of 0.2 miles. Comments must be filed with the Board and served on Sandra L. Brown, Troutman Sanders LLP, 401 Ninth Street, N.W., Suite 1000, Washington, DC 20004-2134, (202) 274-2959.

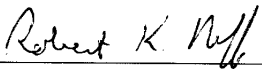
The notice is filed under 49 C.F.R. § 1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

I, Robert K. Neff, verify under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file this Verified Notice of Lease

Exemption. Executed on April 13, 2004.



Robert K. Neff