

ORIGINAL

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June 29, 2004

ENTERED
Office of Proceedings

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Part of
Public Record

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20412-0001

ORIGINAL

RE: Finance Docket No. 34512, Nebraska, Kansas & Colorado RailNet, Inc. - Acquisition and Operation Exemption - Lines of Burlington Northern and Santa Fe Railway Company

CERTIFICATE OF COMPLIANCE WITH 49 CFR §1150.42(e)

Dear Secretary Williams:

I am writing on behalf of Nebraska, Kansas & Colorado RailNet, Inc. ("NKCR"), a carrier subsidiary of North American RailNet, Inc. ("NARN"). On or about August 16, 2004, NKCR intends to lease and operate one line of railroad between Culbertson and Imperial, NE, and to acquire and operate one line of railroad between Oxford and Franklin, NE. The annual revenues which NKCR is projected to generate as a result of this rail line transaction are expected to exceed \$5 million.

By this instrument, and through its designated counsel, NKCR hereby certifies that, as of June 16, 2004, NKCR has complied with the advance notice requirements for a rail line transaction as prescribed by 49 §1150.42(e). Specifically, and as is set forth in the attached documents, notice of the proposed transaction fully conforming to the provisions of 49 §1150.42(e) has been - (1) served upon the national offices of the labor unions with employees on the affected lines, and (2) posted at the workplaces of employees on the affected lines.

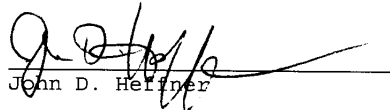
At a later date, NKCR will file with the Board an appropriate notice of exemption pursuant to 49 CFR §1150.41, governing its proposed acquisition and operation of those rail lines described in the attached documents. NKCR has already reserved Finance Docket No. 34512 in anticipation of its notice of exemption filing for NKCR's rail line acquisition. As mentioned above, NKCR does not anticipate consummating the proposed transaction until approximately August 16, 2004, at least 60 days from the date of posting this notice.

Any questions regarding this certification or the anticipated notice of exemption filing relating thereto should be addressed to the

Vernon A. Williams
June 29, 2004
Page 2

undersigned, NKCR's designated counsel.

Respectfully submitted,



John D. Heffner

Counsel for Nebraska, Kansas
& Colorado RailNet, Inc.

Enclosures

cc: William E. Glavin
Robert F. McKenney
Chris Randall (BNSF)

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June 29, 2004

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20412-0001

RE: Finance Docket No. 34512, Nebraska, Kansas, & Colorado
RailNet, Inc., Acquisition and Operation Exemption - Lines of
Burlington Northern and Santa Fe Railway Company

Dear Mr. Williams:

I am writing on behalf of Nebraska, Kansas & Colorado Railnet, Inc., in connection with the above-captioned proceeding. The attached email message confirms that the Burlington Northern and Santa Fe Railway sent by U.S. Certified Mail, Return Receipt Requested, the attached Notice of Intent to Acquire Rail Lines to the national and, as a courtesy, to the regional offices of the following unions:

Mr. Clarence Morin
President
Brotherhood of Locomotive Eng.
1370 Ontario Street
Mezz Floor Standard Building
Cleveland, OH 44113

Mr. D.L. McPherson
Vice President
Brotherhood of Locomotive Eng.
535 McKnight Road, South
St. Paul, MN 55119

Mr. Mac A. Fleming
President
Brotherhood of Maintenance of
Way Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076

Mr. Richard A. Lau
Vice President
Brotherhood of Maintenance of
Way Employees
114 North Main Street
Mt. Holly, NC 28120-1768

Sincerely yours,


John D. Heffner

john heffner

From: "Randall, Chris M" <Chris.Randall@bnsf.com>
To: <j.heffner@verizon.net>
Cc: <bill@railnet.com>
Sent: Monday, June 28, 2004 6:48 PM
Subject: FW: Notifications Sent

John -

Labor relations has confirmed that labor notices were sent June 16 by certified return receipt mail to the individuals listed below. This concerns the potential sale of track between Oxford and Franklin, Nebraska and the lease of track between Culbertson and Imperial, Nebraska.

Chris Randall
BNSF Shortline Development
817-352-6132 (phone)
817-352-7938 (fax)
817-313-6415 (cell)
Chris.Randall@BNSF.com (email)

-----Original Message-----

From: Ramey, Karen M
Sent: Thursday, June 17, 2004 4:13 PM
To: Randall, Chris M
Subject: Notifications Sent

Chris,

The notifications you refer to were mailed to the following:

Mr. Paul Thompson
President, UTU
14600 Detroit Avenue
Cleveland, OH 44107

Mr. Don Hahs
President, BLET
1370 Ontario St., Standard Bldg.
Cleveland, OH 44113

Mr. Mac Fleming
President, BMW
2655 Evergreen Rd., Ste. 200
Southfield, MI 48076

Mr. Danny Pickett
President, BRS
601 W. Golf Road

6/29/2004

Mt. Prospect, IL 60056

Karen Ramey

Labor Relations

BNSF Railway

817/352-1091 - Phone

817/352-7319 - Fax

jjllkk

6/29/2004

Bill Glavin

From: Bill Glavin [Bill@railnet.com]
Sent: Friday, June 11, 2004 12:02 PM
To: john heffner [j.heffner@verizon.net]
Subject: FW: Notice to employees for posting for NKCR acquisitions

2nd one

-----Original Message-----

From: Randall, Chris M [mailto:Chris.Randall@bnsf.com]
Sent: Friday, June 11, 2004 7:43 AM
To: 'William Glavin (bill@railnet.com)'
Subject: FW: Notice to employees for posting for NKCR acquisitions

-----Original Message-----

From: Beam, Herbert E
Sent: Tuesday, June 08, 2004 8:06 AM
To: Hall, Ronald L; Randall, Chris M
Subject: RE: Notice to employees for posting for NKCR acquisitions

Posted at Mccook 0900 June 8, 2004 by Herb Beam trainmaster Mccook....Herb

-----Original Message-----

From: Hall, Ronald L
Sent: Tuesday, June 08, 2004 7:05 AM
To: Beam, Herbert E
Subject: FW: Notice to employees for posting for NKCR acquisitions

-----Original Message-----

From: Randall, Chris M
Sent: Monday, June 07, 2004 12:05 PM
To: Hall, Ronald L
Cc: Bell, Wendell A; Johnson, Jerome M
Subject: FW: Notice to employees for posting for NKCR acquisitions

We have an understanding with Nebraska, Kansas & Colorado RailNet regarding a lease of the line between Culbertson and Imperial and a sale of the line between Oxford and Franklin. Attached is a labor notice that must be posted at the workplace of the employees along the affected lined and served on the national offices of the labor unions with employees on the affected lines (49 CFR 1150.42(e)). I NEED WRITTEN CONFIRMATION BY EMAIL THAT THIS NOTICE HAS BEEN POSTED.

Please advise when this has been accomplished.

Thanks very much.

6/15/04

June 8, 2004

This letter is to confirm that the attached Notice to Acquire Rail Lines was posted today at McCook, NE to ensure that all affected employees of The Burlington Northern And Santa Fe Railway Company are properly notified of a proposed rail line transaction as provided under 49 CFR §1150.42(e).

Signed: 

Bill Glavin

From: Bill Glavin [Bill@railnet.com]
Sent: Friday, June 11, 2004 12:02 PM
To: john heffner [j.heffner@verizon.net]
Subject: FW: Notice to employees for posting for NKCR acquisitions

John,

This and one more, so far

Bill

-----Original Message-----

From: Randall, Chris M [mailto:Chris.Randall@bnsf.com]
Sent: Friday, June 11, 2004 7:42 AM
To: 'William Glavin (bill@railnet.com)'
Subject: FW: Notice to employees for posting for NKCR acquisitions

-----Original Message-----

From: Kipper, Robert W
Sent: Tuesday, June 08, 2004 11:45 AM
To: Randall, Chris M
Subject: FW: Notice to employees for posting for NKCR acquisitions

Cris, this notice was posted at Hastings NE. 6-8-04 at 1145
R.W.Kipper
T/M

-----Original Message-----

From: Beam, Herbert E
Sent: Tuesday, June 08, 2004 8:04 AM
To: Kipper, Robert W
Subject: FW: Notice to employees for posting for NKCR acquisitions

Might want to post

-----Original Message-----

From: Hall, Ronald L
Sent: Tuesday, June 08, 2004 7:05 AM
To: Beam, Herbert E
Subject: FW: Notice to employees for posting for NKCR acquisitions

-----Original Message-----

From: Randall, Chris M
Sent: Monday, June 07, 2004 12:05 PM
To: Hall, Ronald L
Cc: Bell, Wendell A; Johnson, Jerome M
Subject: FW: Notice to employees for posting for NKCR acquisitions

We have an understanding with Nebraska, Kansas & Colorado RailNet regarding a lease of the line between Culbertson and Imperial and a sale of the line between Oxford and Franklin. Attached is a labor notice that must be posted at the workplace of the employees along the affected lined and served on the national offices of the labor unions with employees on the affected lines (49 CFR 1150.42(e)). I NEED WRITTEN CONFIRMATION BY EMAIL THAT THIS NOTICE HAS BEEN POSTED.

Please advise when this has been accomplished.

6/15/04

June 8, 2004

This letter is to confirm that the attached Notice to Acquire Rail Lines was posted today at Harbors, NE to ensure that all affected employees of The Burlington Northern And Santa Fe Railway Company are properly notified of a proposed rail line transaction as provided under 49 CFR §1150.42(e).

Signed: 

NOTICE OF INTENT TO ACQUIRE RAIL LINES

PURSUANT TO 49 U.S.C. §10902 AND 49 CFR §1150.41 SUBPART D

Pursuant to Surface Transportation Board regulations at 49 CFR §1150.42(e), Nebraska, Kansas & Colorado RailNet, Inc., a carrier subsidiary of North American RailNet, Inc., hereby provides notice to the employees of the Burlington Northern And Santa Fe Railway Company ("BNSF") that on or after August 16, 2004, Nebraska, Kansas & Colorado RailNet, Inc., intends to acquire and operate and lease and operate the following rail lines owned by BNSF as well as trackage rights over BNSF lines including all yard and ancillary tracks and structures on the BNSF-owned lines as follows:

- Wymore Subdivision between Oxford, Jct., and Franklin, NE (purchase)
- Imperial Subdivision between Culbertson and Imperial, NE (lease)
- Trackage rights over BNSF between Culbertson and McCook, NE

Nebraska, Kansas & Colorado RailNet, Inc., currently projects that it will require the services of approximately -- four (4) employees to operate its new railroad and expects to have available the following positions at the rates of pay listed below:

Train and engine crews at an annual salary of approximately \$28-\$35,500 plus bonus.

Nebraska, Kansas & Colorado RailNet, Inc., will also offer:

- Dental, medical, life and disability insurance
- Expense reimbursement
- Holidays
- Vacation
- Bereavement leave
- Family and medical leave
- Jury duty leave
- Military leave
- Sick leave
- 401(k) plan

Nebraska, Kansas & Colorado RailNet, Inc., is committed to Equal Employment Opportunity for all qualified person without regard to race, color, national origin, religion, sex, physical disability, age, or status as a disabled veteran or veteran of the Vietnam era. Nebraska, Kansas & Colorado RailNet, Inc., will select employees on the basis of:

- Current certifications held
- Railroad job knowledge
- Skills, ability, and attitude
- Previous work experience

Any BNSF employee interested in obtaining an application for employment or further information concerning positions available with Nebraska, Kansas & Colorado RailNet, Inc., should contact Mr. William Glavin, at 888-295-5128.