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211819



August 17, 2004

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0001

Re: Finance Docket No. 34538, Patrick D. Broe and OmniTRAX, Inc. –
Continuance In Control Exemption – Alliance Terminal Railroad, LLC.

Dear Secretary Williams:

Attached for filing are the original and ten copies of a Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2), and a check covering the \$1,000 filing fee.

Please time and date stamp the extra copy of the Verified Notice of Exemption and return it with our messenger.

If you have any questions, please call me.

FILED

AUG 17 2004

Enclosures **TRANSPORTATION BOARD**

Sincerely,

Karl Morell

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Office of Proceedings

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FILE RECEIVED

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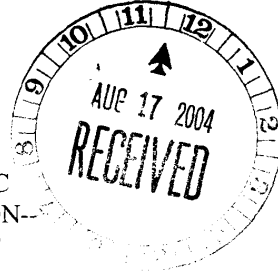
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34538

PATRICK D. BROE AND OMNITRAX, INC
--CONTINUANCE IN CONTROL EXEMPTION--
ALLIANCE TERMINAL RAILROAD, LLC

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1180.2(d)(2)



KARL MORELL
Of Counsel
BALL JANIK LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 638-3307

Attorney for Applicants

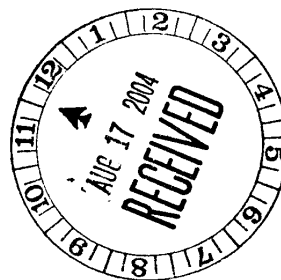
Dated: August 17, 2004

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PATRICK D. BROE AND OMNITRAX, INC
--CONTINUANCE IN CONTROL EXEMPTION--
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VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1180.2(d)(2)



Patrick D. Broe ("Mr. Broe") and OmniTRAX, Inc. ("OmniTRAX") (collectively "Applicants") file this Notice of Exemption, pursuant to 49 C.F.R. § 1180.2(d)(2), for Mr. Broe and OmniTRAX to continue in control of Alliance Terminal Railroad, LLC ("ATR"), a non-carrier, upon ATR becoming a Class III railroad. In support of this Notice of Exemption, the following information as required by 49 C.F.R. § 1180.4(g) is submitted:

Section 1180.6(a)

- (1) A description of the proposed transaction.
 - (i) A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of counsel to whom questions regarding the proposed transaction can be addressed.

Mr. Broe is a non-carrier individual who directly controls OmniTRAX, a non-carrier company that currently controls eight (8) Class III railroads operating in six States. OmniTRAX also controls ATR. ATR, a Colorado Limited Liability Company, was formed for the purpose of subleasing and operating certain rail lines owned by The Burlington Northern and Santa Fe Railway Company ("BNSF") in Haslet, Texas. Concurrently with the filing of this Notice of

Exemption, ATR is filing a Notice of Exemption in STB Docket No. 34537, Alliance Terminal Railroad, LLC – Lease Exemption – Quality Terminal Services, LLC , under 49 C.F.R. § 1150.31, to sublease the BNSF rail lines. Upon consummation of the transaction in STB Finance Docket No. 34537, ATR will become a Class III carrier.

OmniTRAX also controls Chicago Rail Link, LLC (“CRL”), Georgia Woodlands Railroad, LLC (“GWRC”), Great Western Railway of Colorado, LLC (“GWR”), Great Western Railway of Iowa, LLC (“CBGR”), Manufacturers’ Junction Railway, LLC (“MJ”), Newburgh & South Shore Railroad Limited (“NSR”), Northern Ohio & Western Railway, LLC (“NOW”), and Panhandle Northern Railroad, LLC (“PNR”).

The rail lines operated by CRL, GWRC, GWR, CBGR, MJ, NSR, NOW and PNR do not connect with the rail lines being subleased by ATR. The rail lines being subleased by ATR are located in Haslet, Texas. PNR also owns and operates rail lines in the States of Texas. PNR’s rail lines, however, are located in Borger and are a substantial distance from the lines being subleased by ATR.

Also, the involved transaction is not part of a series of anticipated transactions that would connect the rail lines being subleased by ATR with any railroad in the OmniTRAX corporate family. Finally, neither ATR nor any of the carriers controlled by OmniTRAX are Class I rail carriers. Accordingly, this transaction falls within the class of transactions described at 49 C.F.R. § 1180.2(d)(2), and exempt from prior approval by the Surface Transportation Board (“Board”).

The name and business address of Applicants are as follows:

Patrick D. Broe
252 Clayton Street
Fourth Floor
Denver, CO 80206

OmniTRAX, Inc.
50 South Steele Street
Suite 250
Denver, CO 80209

Alliance Terminal Railroad, LLC
50 South Steele Street
Suite 250
Denver, CO 80209

Chicago Rail Link, LLC
2728 E. 104th Street
Chicago, IL 60617

Georgia Woodlands Railroad, LLC
210 Depot Street
P.O. Box 549
Washington, GA 30673

Great Western Railway of Colorado, LLC
P.O. Box 537
950 Taylor Avenue
Loveland, CO 80538

Great Western Railway of Iowa, LLC
200 29th Avenue
Council Bluffs, IA 51501

Manufacturers' Junction Railway, LLC
2335 S. Cicero Avenue
Cicero, IL 60804

Newburgh & South Shore Railroad Limited
4200 East 71st Street
Cleveland, OH 44105

Northern Ohio & Western Railway, LLC
729 North County Road 11
Tiffin, OH 44883

Panhandle Northern Railroad, LLC
100 East Grand
Borger, TX 79007

Applicants' representative:

Karl Morell
Of Counsel
Ball Janik LLP
1455 F Street, N.W.
Suite 225
Washington, D.C. 20005
(202) 638-3307

- (ii) The proposed time schedule for consummation of the proposed transaction.

Applicants intend to consummate this transaction on or shortly after August 24, 2004.

- (iii) The purpose sought to be accomplished by the proposed transaction.

Applicants intend to reduce overhead expenses, coordinate billing, maintenance, mechanical and personnel policies and practices of its rail carrier subsidiaries and thereby improve the overall efficiency of rail service provided by the nine railroads.

- (5) A list of the State(s) in which any part of the property of each applicant carrier is situated.

CRL's lines are located in Illinois.

GWRC's line is located in Georgia.

GWR's lines are located in Colorado.

CBGR's lines are located in Iowa.

MJ's lines are located in Illinois.

NSR's lines are located in Ohio.

NOW's line is located in Ohio.

PNR's line is located in Texas.

Upon subleasing the BNSF rail lines, ATR will lease and operate rail lines in Texas.

(6) Map.

Maps illustrating the rail lines of CRL, GWRC, GWR, CBGR, MJ, NSR, NOW and PNR and the rail lines to be subleased by ATR are attached as Exhibit 1.

(7)(ii) Agreement.

Applicants will not enter into any agreement, or sign any written instrument, to continue in control of ATR.

Because CRL, GWRC, GWR, CBGR, MJ, NSR, NOW and PNR are Class III carriers and ATR will become a Class III rail carrier upon the sublease of the BNSF rail lines, no labor protection may be imposed on this transaction pursuant to 49 U.S.C. § 11326(c).

ENVIRONMENTAL AND HISTORIC IMPACTS

Applicants will continue to control ATR for the purpose of continued rail operations where further Board approval is required to abandon or discontinue any service, and there are no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

Applicant's continuance in control of ATR will not result in significant changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of these lines to motor carriage. This transaction will not result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the lines; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day. This transaction will not affect a Class I or

nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, this transaction does not contemplate the transportation of any ozone depleting materials. Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,

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

KARL MORELL
Of Counsel
BALL JANIK LLP
1455 F Street, N.W.
Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorney for:
Applicants

Dated: August 17, 2004

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Michael J. Ogborn

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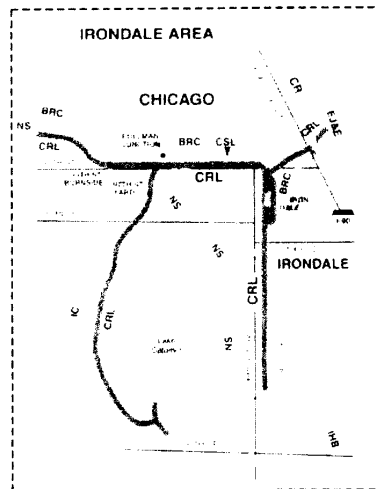
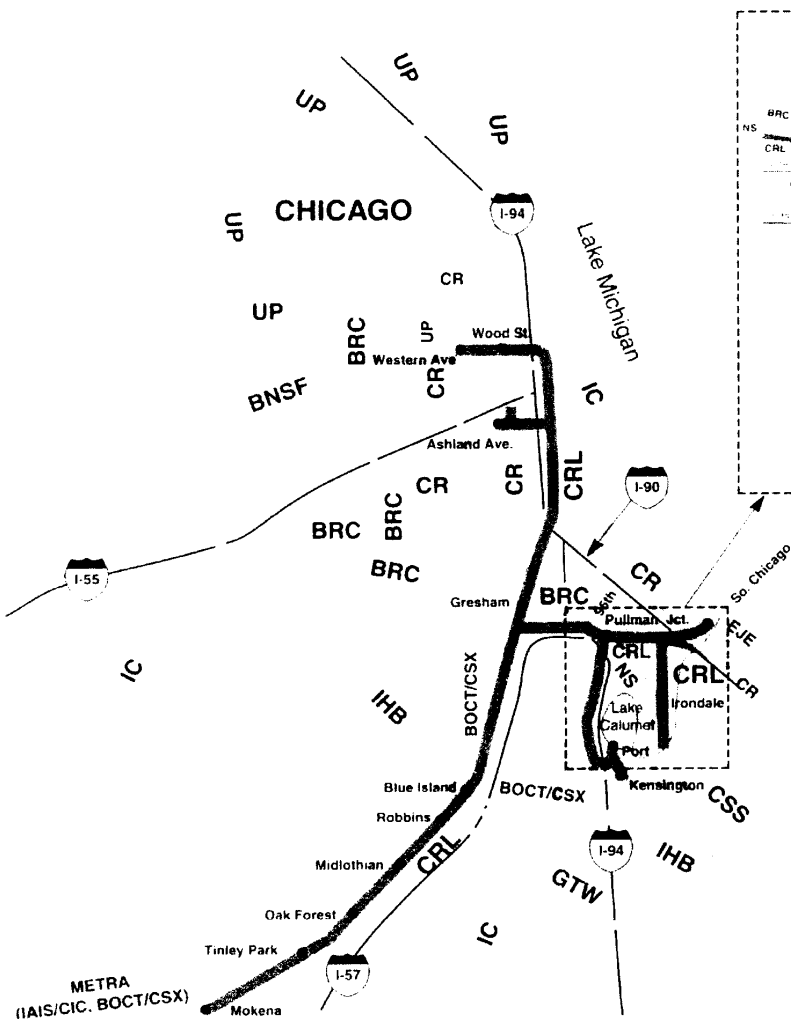
Mark Brasz
Notary Public



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EXHIBIT 1

CHICAGO RAIL LINK



CHICAGO RAIL LINK (CRL)

INTERCHANGE POINTS:

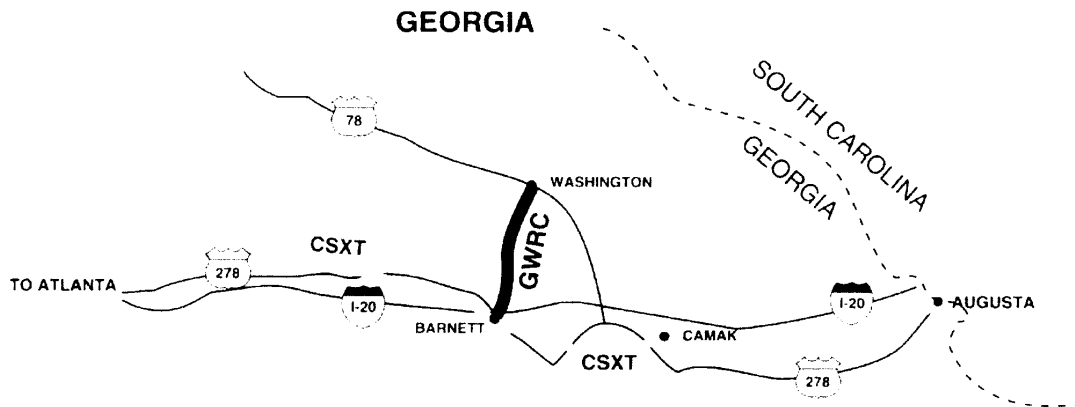
- BALTIMORE & OHIO CHICAGO TERMINAL/CSX TRANSPORTATION (BOCT/CSXT)
Blue Island
- BELT RAILWAY OF CHICAGO(BRC)
South Chicago
- BURLINGTON NORTHERN SANTA FE (BNSF)
Western Ave
- CEDAR RAPIDS & IOWA CITY (CIC)
Blue Island
- CHICAGO SHORT LINE (CSL)
South Chicago
- CHICAGO SOUTHSORE & SOUTH BEND (CSS)
Kensington
- CONRAIL (CR)
Colehour Yard
- ELGIN, JOLIET & EASTERN (EJE)
South Chicago
- ILLINOIS CENTRAL (IC)
94th Street
- INDIANA HARBOR BELT (IHB)
Blue Island
- IOWA INTERSTATE (IAIS)
Blue Island
- NORFOLK SOUTHERN (NS)
Pullman Jct.

In addition to the above, CRL interchanges with the following railroads in Chicago via the BRC and/or IHB

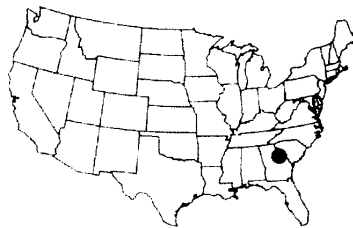
- CANADIAN NATIONAL (CN)
- CANADIAN PACIFIC (CP)
- CHICAGO CENTRAL & PACIFIC (CC)
- GRAND TRUNK WESTERN (GTW)
- UNION PACIFIC (UP)
- WISCONSIN CENTRAL (WC)



GEORGIA WOODLANDS
RAILROAD



GEORGIA
WOODLANDS



GEORGIA WOODLANDS RAILROAD (GWRC)

INTERCHANGE POINTS:

CSX TRANSPORTATION (CSXT)

Barnett

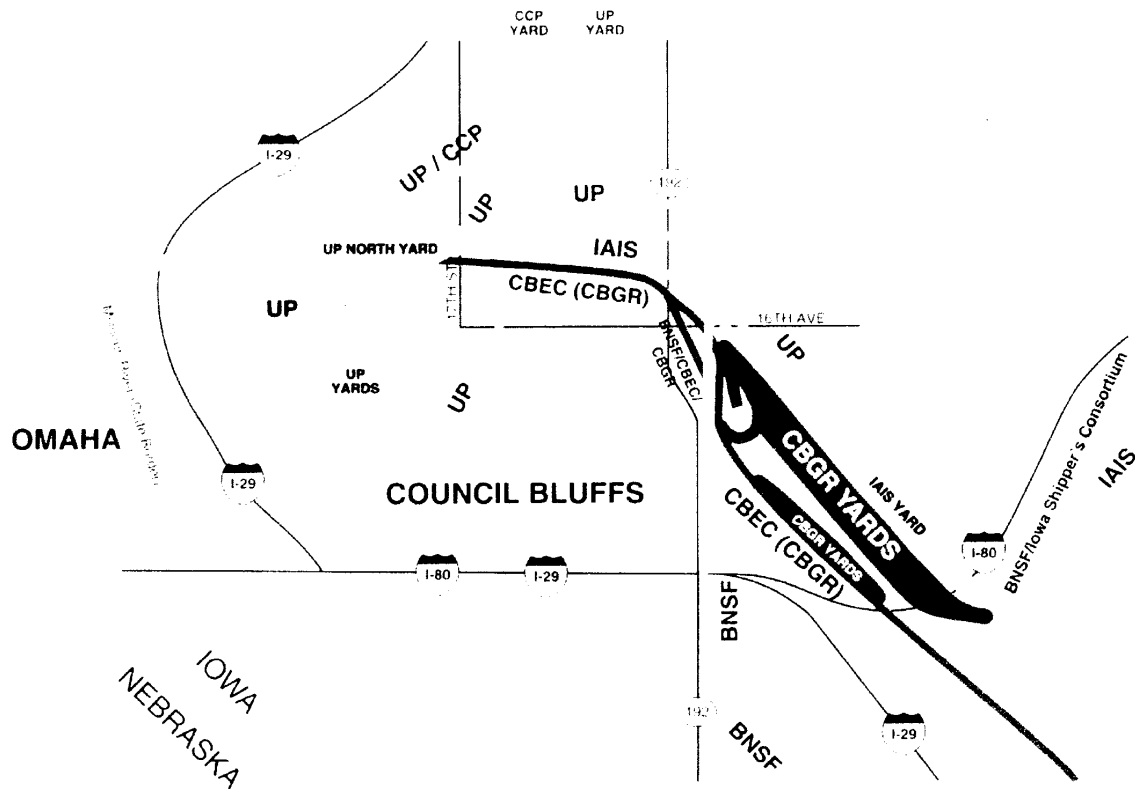
Pride in Excellence

OmniTRAX®

- GREAT WESTERN RAILWAY of COLORADO (GWR)
■ LOCOMOTIVE REHABILITATION CENTER
- INTERCHANGE POINTS:**
- BURLINGTON NORTHERN SANTA FE (BNSF)
Longmont (switching only)
Loveland
- UNION PACIFIC (UP)
Greeley (switching only)
Kelim
Milliken

Photo in Evidence

GREAT WESTERN RAILWAY OF IOWA



Pride in Excellence

GREAT WESTERN RAILWAY OF IOWA (CBGR)

INTERCHANGE POINTS:

BURLINGTON NORTHERN SANTA FE (BNSF)
16th Avenue

CHICAGO, CENTRAL & PACIFIC (CCP)
17th Street (UP North Yard)

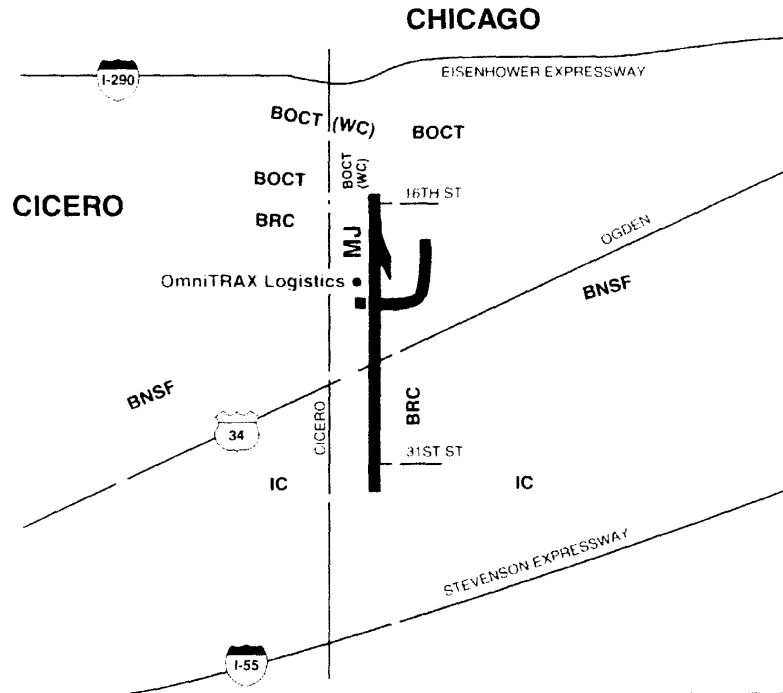
CBEC RAILWAY COMPANY (CBEC)
CBGR Yards

IOWA INTERSTATE (IAIS)
17th Street (UP North Yard)

UNION PACIFIC (UP)
17th Street (UP North Yard)

MANUFACTURERS'
JUNCTION RAILWAY

OmniTRAX®



Pride in Excellence

MANUFACTURERS' JUNCTION RAILWAY (MJ)

LOCOMOTIVE REHABILITATION CENTER

INTERCHANGE POINTS:

BURLINGTON NORTHERN SANTA FE (BNSF)
Cicero

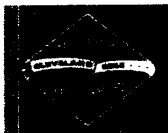
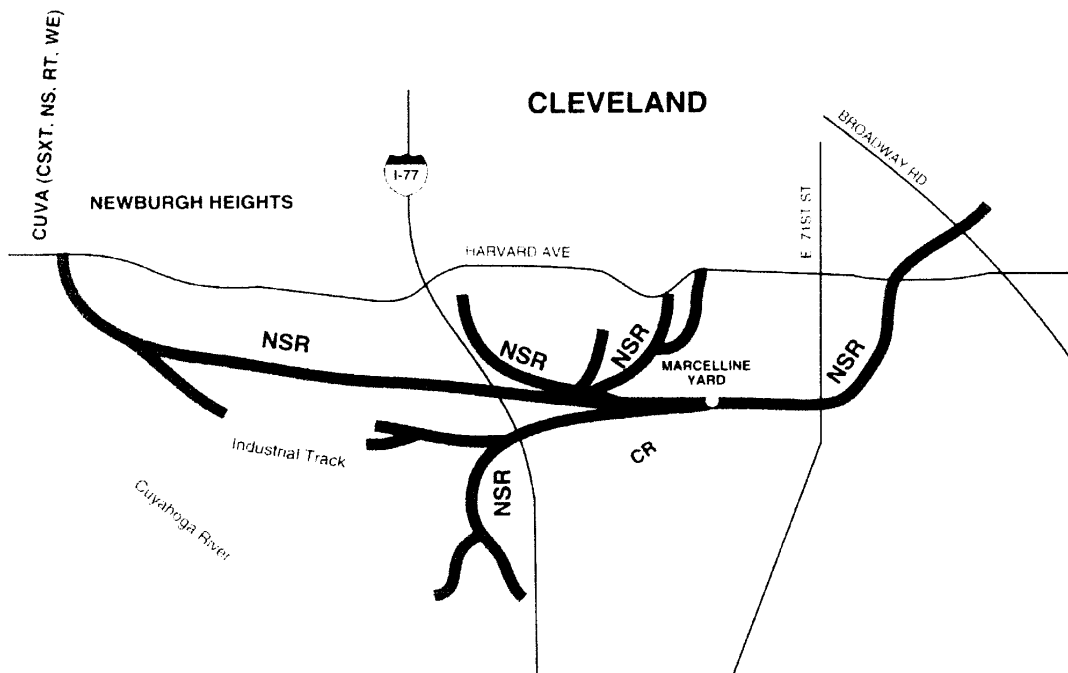
BELT RAILWAY CO. OF CHICAGO (BRC)
Cicero

BALTIMORE & OHIO CHICAGO TERMINAL/CSX
TRANSPORTATION (BOCT/CSXT)
Cicero

ILLINOIS CENTRAL (IC)
Cicero

WISCONSIN CENTRAL (WC)
Cicero

NEWBURGH & SOUTH SHORE RAILROAD



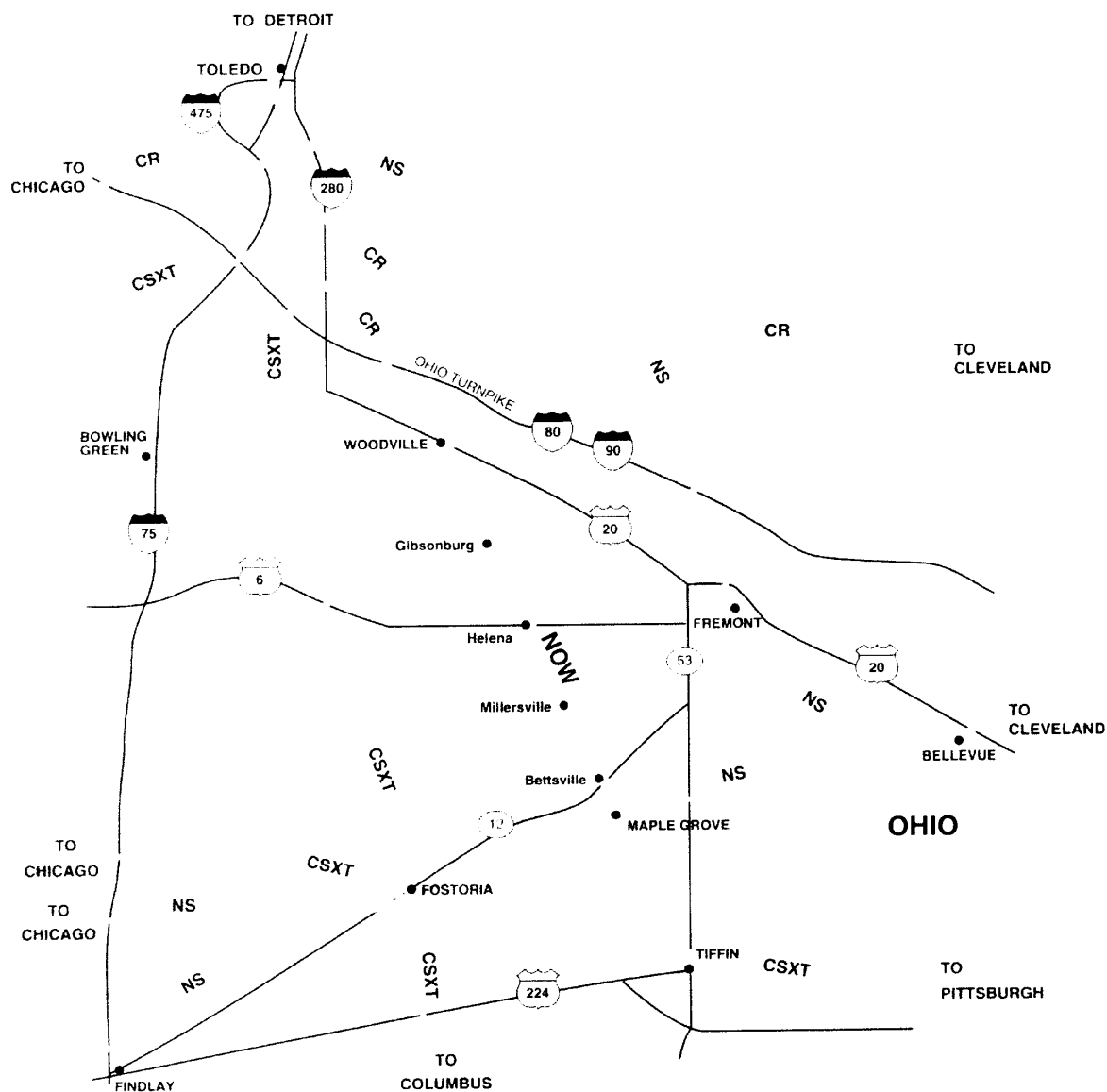
Pride in Excellence

NEWBURGH & SOUTH SHORE RAILROAD (NSR)

INTERCHANGE POINTS:

- CONRAIL (CR)
at Marcelline Yard (Cleveland)
- CSX TRANSPORTATION (CSXT)
through CUYA at Harvard Avenue (Newburgh Heights)
- CUYAHOGA VALLEY RAILWAY (CUVA)
at Harvard Avenue (Newburgh Heights)
- NORFOLK SOUTHERN RAILWAY (NS)
at Marcelline Yard (Cleveland)
- RIVER TERMINAL RAILWAY (RT)
via CUYA at Harvard Avenue (Newburgh Heights)
- WHEELING & LAKE ERIE (WE)
through CUYA at Harvard Avenue (Newburgh Heights)

NORTHERN OHIO & WESTERN RAILWAY



NORTHERN OHIO & WESTERN RAILWAY (NOW)

INTERCHANGE POINTS:

CONRAIL (CR)

Woodville

NORFOLK SOUTHERN (NS)

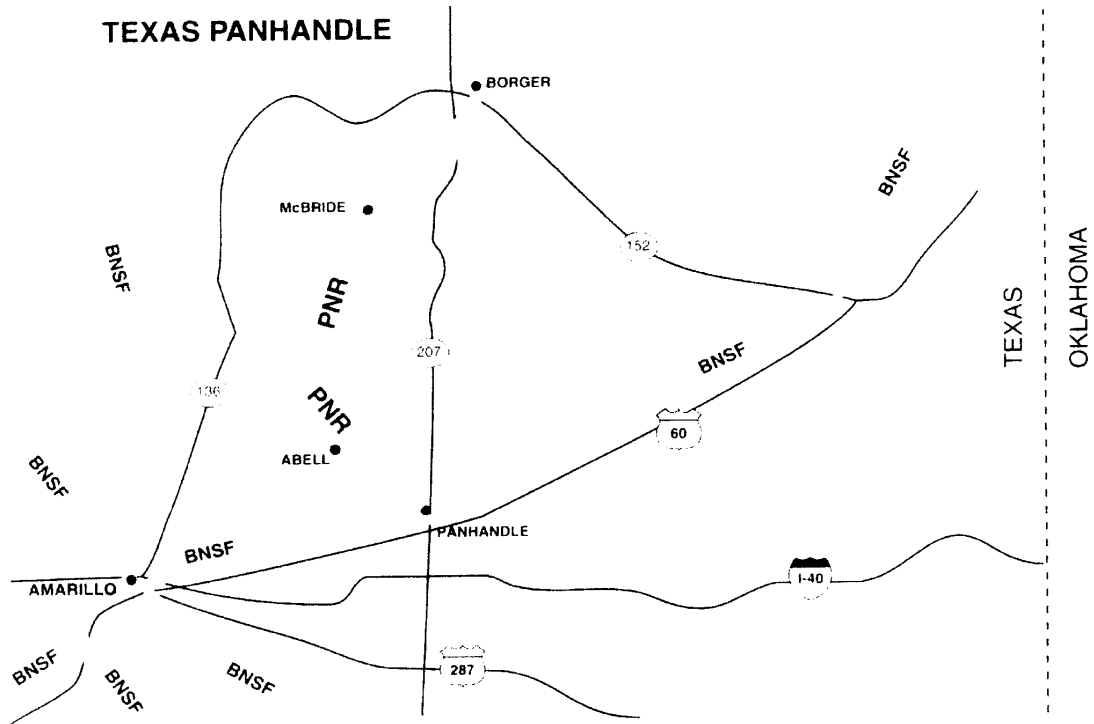
Maple Grove

CSX TRANSPORTATION (CSXT)

Tiffin

PANHANDLE NORTHERN
RAILROAD

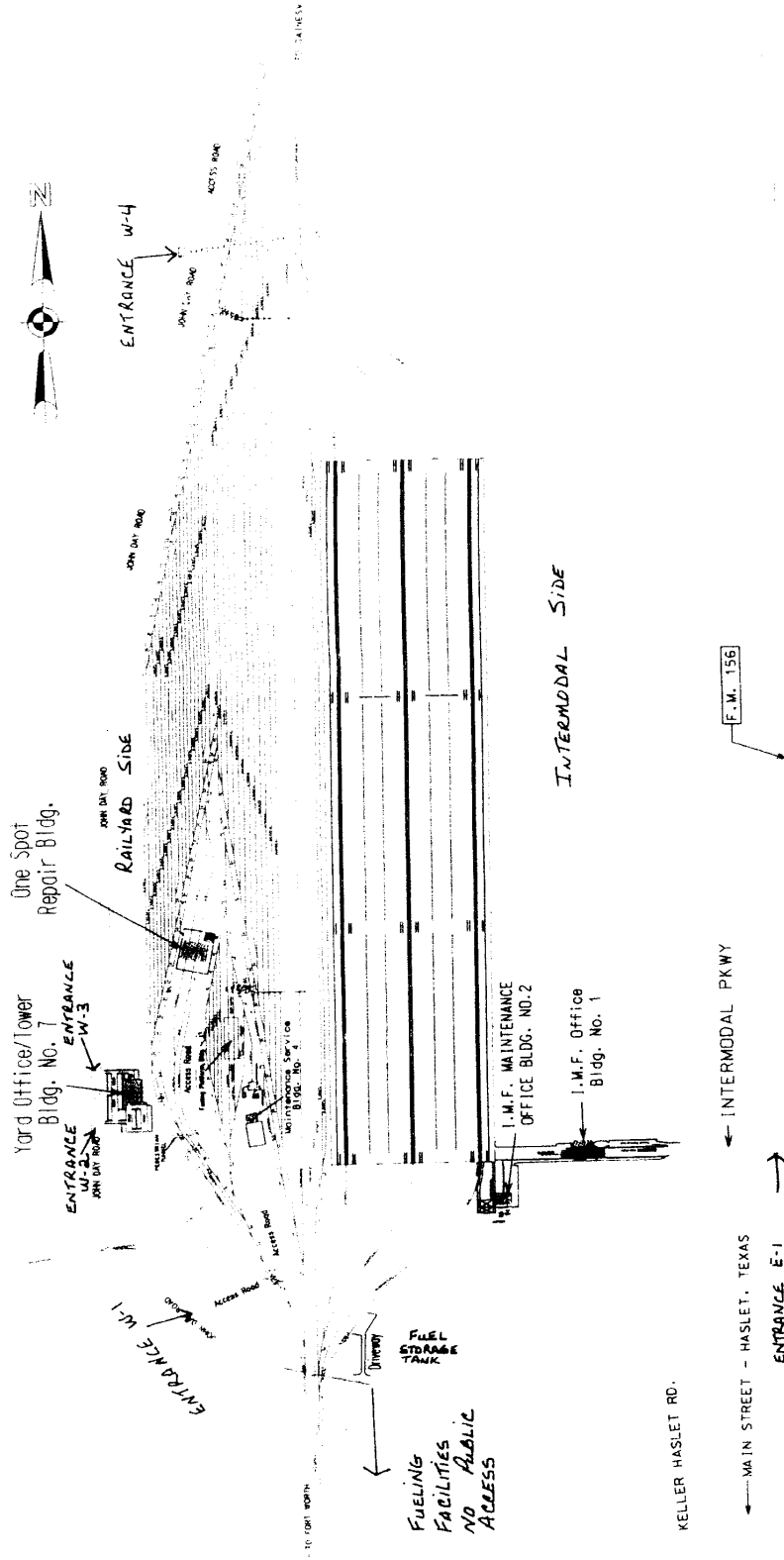
OmniTRAX®



PANHANDLE NORTHERN RAILROAD (PNR)

INTERCHANGE POINTS:

BURLINGTON NORTHERN SANTA FE (BNSF)
Panhandle



THE BNSF RY. CO.
Alliance, Texas
Denton & Tarrant County
Fort Worth Subdivision
NOT TO SCALE 11/25/96

SKETCH SHOWING ACCESS ROADS TO BNSF ALLIANCE YARD.