

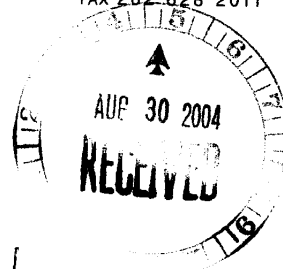
WEINER BRODSKY SIDMAN KIDER PC

1300 NINETEENTH STREET NW
FIFTH FLOOR
WASHINGTON DC 20036 1609
TEL 202 628 2000
FAX 202-628 2011

August 30, 2004

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001



211914

Re: STB Finance Docket No. 34544, Tazwell & Peoria Railroad, Inc. -- Lease and Operation Exemption -- Peoria and Pekin Union Railway Company

STB Finance Docket No. 34545, Genesee & Wyoming Inc. -- Continuance in Control Exemption -- Tazwell & Peoria Railroad, Inc.

Dear Secretary Williams:

Please find enclosed an original and 10 copies of (i) a notice of exemption by Tazwell & Peoria Railroad, Inc., pursuant to 49 C.F.R. § 1150.31, for filing in Finance Docket No. 34544, and (ii) a petition for continuance in control exemption by Genesee & Wyoming Inc. ("GWT") pursuant to 49 C.F.R. § 10502, in Finance Docket No. 34545. Also enclosed, pursuant to 49 C.F.R. 1180.6(a)(6) are 20 additional copies of the map attached to GWT's petition for exemption.

Also, in connection with the labor notice requirements at 49 C.F.R. § 1150.32(e), enclosed for filing in Finance Docket No. 34544 are: (i) 11 copies of the Notice to Employees; (ii) an original and 10 copies of the Certificate of Service; and (iii) 11 copies of the Certificate of Posting¹.

In addition, enclosed in a check in the amount of \$8,400 to cover the filing fees for these proceedings.

Please acknowledge receipt of this filing by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

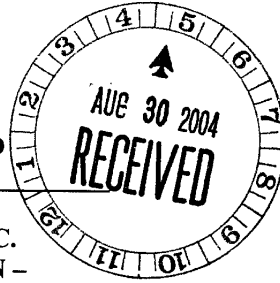
A handwritten signature in cursive script, appearing to read 'Rose-Michele Weinryb'.

Rose-Michele Weinryb

Enclosures

¹ We will file the Certificate of Posting containing the original signature upon receipt.

BEFORE THE
SURFACE TRANSPORTATION BOARD



TAZEWELL & PEORIA RAILROAD, INC.
- LEASE AND OPERATION EXEMPTION -
PEORIA AND PEKIN UNION RAILWAY COMPANY

STB FINANCE DOCKET NO. 34544

211914

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31

Tazewell & Peoria Railroad, Inc. ("Lessee"),¹ hereby files this Verified Notice of Exemption to lease from Peoria and Pekin Union Railway Company ("PPU"), and operate, the Subject Line described below.

1. Applicant's name and current mailing address.

Tazewell & Peoria Railroad, Inc.
c/o Genesee & Wyoming, Inc.
66 Field Point Road
Greenwich, CT 06830

FILED

AUG 30 2004

**SURFACE
TRANSPORTATION BOARD**

2. Applicant's representative to receive correspondence.

Jo A. DeRoche
Weiner Brodsky Sidman Kider PC
1300 19th Street, NW
Fifth Floor
Washington, D.C. 20036-1609
(202) 628-2000

FEE RECEIVED

AUG 30 2004

**SURFACE
TRANSPORTATION BOARD**

¹ Lessee is a wholly-owned subsidiary of Genesee & Wyoming Inc. ("GWI").

3. **Information concerning the agreement.**

Lessee, a non-carrier, and PPU are close to reaching an agreement whereby Lessee will lease from PPU the Subject Line (defined in Section 5 *infra*).

4. **Operator of the property.**

Lessee will be the operator.²

5. **Brief summary of the proposed transaction.**

Lessee and PPU, 301 Wesley Road, Creve Coeur, IL, 61610, expect to consummate the lease of the Subject Line on or after October 29, 2004. Lessee will lease from PPU its entire rail line. The Subject Line totals approximately 19.9 miles of mainline and connecting track, which track extends from (i) approximately milepost 0.0 (at or near Peoria, IL, Union Station) to approximately milepost 9.2 (at or near Pekin, IL, IC Junction), (ii) approximately milepost 0.0 (at or near Peoria, IL, Union Station) to approximately milepost 3.87N (at or near Iowa Interstate Junction, IL), (iii) approximately milepost 0.0 (at or near Peoria, IL, Peoria Wye) to approximately milepost 5.1 W (at or near P&PU Junction, IL), and (iv) approximately 1.7 miles of track from approximately Wesley Junction to approximately East Peoria (milepost designations not available). The Subject Line runs through Tazewell and Peoria Counties, IL. A map of the Subject Line is attached hereto as Exhibit A. In addition, T&P will acquire from PPU incidental trackage rights over approximately 1.7 miles of mainline track owned by Union Pacific Railroad Company from approximately milepost 4.0 (at or near P&PU Junction, IL) to approximately milepost 5.7 (at or near Sommer, IL) in Peoria County, IL.

6. **Related Filings:**

This proceeding is related to STB Finance Docket No. 34545, in which GWI seeks an exemption to continue in control of Lessee upon Lessee's becoming a carrier.

7. **Labor:**

Labor protection is not appropriate in this transaction involving the lease of assets from a class III carrier to a non-carrier. On August 30, 2004, Lessee filed with the Board in this proceeding a Certificate of Posting and a Certificate of Service, pursuant to the labor notice requirements at 49 CFR 1150.32(e).

8. **Environmental Issues.**

Environmental documentation normally need not be prepared for a transaction that does not involve the diversion from rail to motor carriage of more than (A) 1,000 rail carloads a year, or (B) an average of 50 rail carloads per mile per year for any part of the affected line (49 C.F.R. § 1105.7(e)(4)), on the one hand, or that does not involve (A) an increase

² PPU will retain a residual common carrier obligation with respect to the Subject Line.

in rail traffic of at least 100 percent (measured in gross ton miles annually) or an increase of at least eight trains a day on any segment of rail line affected by the proposal, (B) an increase in rail yard activity of at least 100 percent (measured by carload activity), or (C) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on any affected road segment (49 C.F.R. § 1105.7(e)(5)), on the other hand. *See* 49 C.F.R. § 1105.6(c)(2).

This transaction will not result in changes in carrier operations that exceed the above-listed thresholds. Therefore, no environmental documentation is required for this transaction.

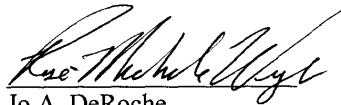
Transactions involving a sale, lease or transfer of a rail line for the purpose of continued rail operations are exempt from the historic report requirements of 49 C.F.R. § 1105.8(a) if termination of such operations requires further approval by the Surface Transportation Board (the "Board") and there are no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older. *See* 49 C.F.R. § 1105.8(b)(1).

Lessee will continue the common carrier service being provided on the Subject Line. Lessee has no plans to dispose of or alter properties subject to Board jurisdiction that are 50 or more years old. Therefore, a historic report is not required for this filing.

9. Certificate of projected revenue.

In accordance with 49 C.F.R. § 1150.33(g), a certificate concerning Lessee's projected revenue is attached as Exhibit B.

Respectfully submitted,



Jo A. DeRoche
Rose-Michele Weinryb
Weiner Brodsky Sidman Kider PC
1300 Nineteenth Street, NW
Fifth Floor
Washington, D.C. 20005-4797
(202) 628-2000

Attorneys for:

TAZEWELL & PEORIA RAILROAD, INC.

Dated: August 30, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**TAZEWELL & PEORIA RAILROAD, INC.
– LEASE AND OPERATION EXEMPTION –
PEORIA AND PEKIN UNION RAILWAY COMPANY**

STB FINANCE DOCKET NO. 34544

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

**EXHIBIT A
MAP OF SUBJECT LINE**

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**TAZEWELL & PEORIA RAILROAD, INC.
– LEASE AND OPERATION EXEMPTION –
PEORIA AND PEKIN UNION RAILWAY COMPANY**

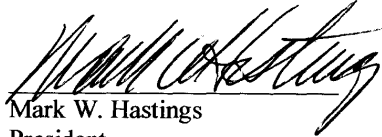
STB FINANCE DOCKET NO. 34544

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

**EXHIBIT B
CERTIFICATION OF REVENUE**

CERTIFICATE OF REVENUE

The undersigned hereby certifies that the projected revenues of TAZEWELL & PEORIA RAILROAD, INC. do not exceed those that would qualify it as a Class III carrier.



Mark W. Hastings
President
TAZEWELL & PEORIA RAILROAD, INC.

Dated: August 30, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**TAZEWELL & PEORIA RAILROAD, INC.
– LEASE AND OPERATION EXEMPTION –
PEORIA AND PEKIN UNION RAILWAY COMPANY**

STB FINANCE DOCKET NO. 34544

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

CAPTION SUMMARY

Tazewell & Peoria Railroad, Inc. ("Lessee") has filed a notice of exemption to lease from Peoria and Pekin Union Railway Company ("PPU"), and operate, PPU's entire rail line. The subject line totals approximately 19.9 miles of mainline and connecting track, which track extends from (i) approximately milepost 0.0 (at or near Peoria, IL, Union Station) to approximately milepost 9.2 (at or near Pekin, IL, IC Junction), (ii) approximately milepost 0.0 (at or near Peoria, IL, Union Station) to approximately milepost 3.87N (at or near Iowa Interstate Junction, IL), (iii) approximately milepost 0.0 (at or near Peoria, IL, Peoria Wye) to approximately milepost 5.1W (at or near P&PU Junction, IL), and (iv) approximately 1.7 miles of track from approximately Wesley Junction to approximately East Peoria (milepost designations not available). The subject line runs through Tazewell and Peoria Counties, IL. In addition, T&P will acquire from PPU incidental trackage rights over approximately 1.7 miles of mainline track owned by Union Pacific Railroad Company from approximately

milepost 4.0 (at or near P&PU Junction, IL) to approximately milepost 5.7 (at or near Sommer, IL) in Peoria County, IL.

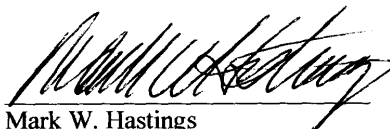
Comments must be filed with the Surface Transportation Board and served on Jo A. DeRoche, Weiner Brodsky Sidman Kider PC, 1300 19th Street, NW, Washington, DC 20036-1609.

This proceeding is related to: STB Finance Docket No. 34545, *Genesee & Wyoming Inc. – Continuance in Control Exemption – Tazewell & Peoria Railroad, Inc.*

This notice is filed under 49 CFR § 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, Mark W. Hastings, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to cause the foregoing to be filed.



Mark W. Hastings

President

TAZEWELL & PEORIA RAILROAD, INC.

Dated: August 30, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 34544

**TAZEWELL & PEORIA RAILROAD, INC.
- LEASE AND OPERATION EXEMPTION -
PEORIA AND PEKIN UNION RAILWAY COMPANY**



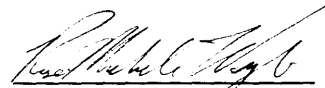
CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2004, in connection with the labor notice requirements at 49 C.F.R. § 1150.32(e), the attached Notice to Employees has been served by first-class mail, postage prepaid, on

- (1) The International Association of Machinists and Aerospace Workers
Mr. R. Thomas Buffenbarger, International President
9000 Machinists Place
Upper Marlboro, Maryland
20772-2687
- (2) International Brotherhood of Electrical Workers
Mr. Ed Hill, International President
1125 15th Street N.W.
Washington, DC 20005
- (3) Brotherhood of Railroad Signalmen
Mr. W.D. Pickett, President
601 West Golf Road
Mount Prospect, IL 60056-4276
- (4) Brotherhood of Maintenance of Way Employees
Mr. Freddie N. Simpson, Acting President
20300 Civic Center Drive
Suite 320
Southfield, MI 48076-4169

ENTERED
Office of Proceedings
AUG 30 2004
Part of
Public Record

- (5) Transportation Communications International Union -
Mr. Robert A. Scardelletti
3 Research Place
Rockville, MD 20850
- (6) Transportation Communications International Union
Brotherhood Railway Carmen Division
Mr. Richard A. Johnson, General President
3 Research Place
Rockville, MD 20850
- (7) UTU Transportation Union
Mr. Paul C. Thompson, International President
14600 Detroit Avenue
Cleveland, OH 44107-4250
- (8) American Train Dispatchers Association
Mr. F.L. McCann, President
1370 Ontario Street
Suite 1040
Cleveland, OH 44113


Rose-Michele Weinryb, Esq.

NOTICE TO EMPLOYEES

Tazewell & Peoria Railroad, Inc. ("T&P") intends to execute one or more agreements whereby T&P will lease from Peoria and Pekin Union Railway Company ("P&PU") its entire rail line. It is anticipated that T&P will file a Verified Notice of Exemption to authorize the transaction with the Surface Transportation Board in this matter on or after August 30, 2004. The transaction will occur no sooner than 60 days after this notice is posted.

In connection with the lease transaction, T&P anticipates hiring approximately 15 operating employees, 6 mechanical employees, 5 maintenance of way, 2 signal and 5 administrative employees. The positions are anticipated to be full time, on an as-needed basis.

Candidates for available positions will be selected based on individual merit through a typical hiring process including application, interview and pre-employment testing, including physical examinations. The terms and conditions of employment are in the process of being finalized, and will be made available to employees prior to or during the interview process. It is anticipated that certified engineers will be paid approximately \$209.00 per day; mechanics will be paid approximately \$19.00 per hour; administration employees be paid approximately \$20.00 per hour; maintenance of way and signal positions will range from \$17.50 to \$20.00. Benefits will be consistent with those granted to other Genesee & Wyoming Inc. short line railroads. Applications for employment with T&P may be obtained and completed at Peoria Castle Hotel, 117 N. Western Ave., Peoria, IL, between 8:00 a.m. and 12:00 Noon and between 1:00 p.m. and 5:00 p.m., on September 8 and 9, 2004. P&PU employees who will not be available to pick up and complete an application on those dates may contact Ms. Raquel Swan at (217) 788-8612 prior to that time to make alternate arrangements. T&P will begin the interview process as soon thereafter as practicable, and applicants will be notified by phone of the date and time of their interview.