



BRUSSELS CINCINNATI CLEVELAND COLUMBUS DAYTON NEW YORK WASHINGTON, D.C.

September 2, 2004

Via Hand Delivery

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

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Office of Proceedings

SEP - 2 2004

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Public Record

211933

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SURFACE
TRANSPORTATION BOARD

RE: STB Finance Docket No. 34547 *Tonopah & Tidewater Railroad Co.—Lease and Operation Exemption—Pan Western Corporation*

Dear Secretary Williams:

Enclosed please find the original and ten (10) copies of the Verified Notice of Exemption of Tonopah & Tidewater Railroad Co., for filing in the above referenced docket. A check in the amount of \$1,400.00, made payable to the Surface Transportation Board, is also enclosed to cover the related filing fee. As a courtesy, electronic copies of this filing in Microsoft Word and Adobe Acrobat are contained on the enclosed diskette.

One additional copy of this filing is enclosed for stamping and return to our offices.

Should you have any questions regarding the foregoing, please do not hesitate to contact the undersigned.

Sincerely,

Jeffrey O. Moreno
Michael H. Higgins
Counsel for Tonopah & Tidewater Railroad Co.

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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34547

TONOPAH & TIDEWATER RAILROAD CO.
— LEASE AND OPERATION EXEMPTION —
PAN WESTERN CORPORATION

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VERIFIED NOTICE OF EXEMPTION
OF
TONOPAH & TIDEWATER RAILROAD CO.

Applicant, Tonopah & Tidewater Railroad Co., ("TTRR") of North Las Vegas, Nevada, a non-carrier, hereby files this Verified Notice of Exemption, pursuant to 49 U.S.C. § 10502 and 49 C.F.R. § 1150.31(a), and states as follows:

a. Applicant's full name and address:

Tonopah & Tidewater Railroad Co.
4910 Donovan Way, Suite A
North Las Vegas, Nevada 89031

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b. Name, address, and telephone number of Applicant's representative:

Jeffrey O. Moreno
Michael H. Higgins
Thompson Hine LLP
1920 N Street, N.W.
Suite 800
Washington, DC 20036-1601
(202) 331-8800

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c. Agreement:

Pan Western Corporation ("Pan Western") has agreed to lease approximately 2.66 miles of existing, private railroad line located in Clark County, Nevada, as more fully described below (the "Line"), to TTRR, so that TTRR may initiate and provide common carrier rail operations on and over the Line.

Presently, TTRR is neither a railroad, nor a person in control of a railroad. Upon receiving authority from the Board pursuant to this Verified Notice of Exemption, TTRR will become a new Class III rail common carrier.

d. Operator of the property:

TTRR will provide rail service on and over the Line.

e. Brief summary of the proposed transaction.

1. The name and address of the entity transferring the property:

Pan Western Corporation
4910 Donavan Way, Suite A
North Las Vegas, Nevada 89031

2. Proposed time schedule for consummation of the transaction:

On or about seven days after the date of this Verified Notice of Exemption.

3. Milepost designations of the subject property:

MP 0.0 to MP 2.66 in Clark County, Nevada.

4. The total route miles being acquired:

Approximately 2.66 total route miles are being acquired.

f. Map:

A map of the Line is attached hereto as Exhibit A.

g. Projected revenue certification:

TTRR's projected revenues are not expected to exceed those of a Class III railroad, or \$5 million annually, requiring notification of employees pursuant to 49 C.F.R. 1150.32(e).

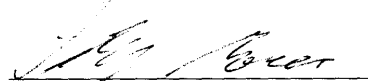
h. Environmental certification:

Since the proposed transaction will not result in significant changes in railroad operations exceeding the thresholds of 49 C.F.R. § 1105.7(e)(4) or (5), no environmental documentation is required. Similarly, since the proposed transaction will not result in the disposition or alteration of properties 50 years old or older, within the meaning of 49 C.F.R. § 1105.8(b)(1), and will not substantially change the level of maintenance of railroad property, within the meaning of 49 C.F.R. § 1105.8(b)(4), no historic report is required.

Respectfully submitted,

Tonopah & Tidewater Railroad Co.

By its attorneys,



Jeffrey O. Moreno
Michael H. Higgins
Thompson Hine LLP
1920 N Street, N.W.
Suite 800
Washington, DC 20036-1601
(202) 331-8800

Dated: September 2, 2004

VERIFICATION

I, Mitchell Truman, President of Tonopah & Tidewater Railroad Co., declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Notice of Exemption and that its statements are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Tonopah & Tidewater Railroad Co. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. § 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

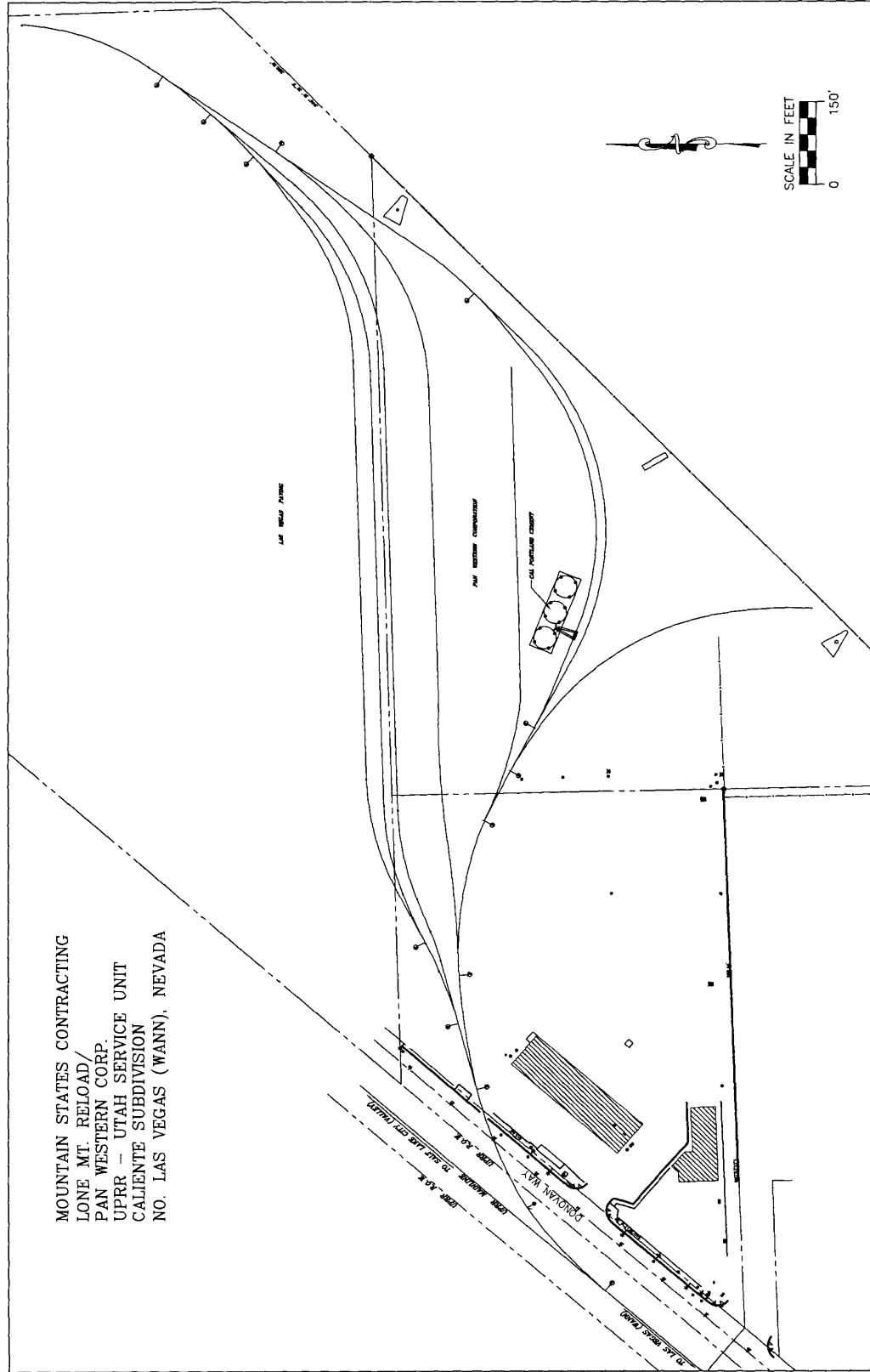
Dated at Clark County, Nevada, this ____ day of August 2004.

Mitchell Truman

EXHIBIT A

MAP

MOUNTAIN STATES CONTRACTING
 LONE MT. RELOAD/
 PAN WESTERN CORP.
 UPRR - UTAH SERVICE UNIT
 CALIENTE SUBDIVISION
 NO. LAS VEGAS (WANN), NEVADA



CAPTION SUMMARY
BEFORE THE
SURFACE TRANSPORTATION BOARD

—————
STB Finance Docket No. 34547

TONOPAH & TIDEWATER RAILROAD CO.
— LEASE AND OPERATION EXEMPTION —
PAN WESTERN CORPORATION

—————

Tonopah & Tidewater Railroad Co. ("TTRR"), a non-carrier, has filed a Verified Notice of Exemption to lease and operate approximately 2.66 miles of railroad line in Clark County, Nevada, presently owned by Pan Western Corporation ("Pan Western"). Pan Western intends to lease the railroad line to TTRR, so that TTRR may initiate and provide common carrier rail operations on and over the line. The milepost designations for the line are as follows: MP 0.0 to MP 2.66 in Clark County, Nevada. Comments must be filed with the Board and served on Jeffrey O. Moreno, Esq., Thompson Hine LLP, 1920 N Street, N.W., Suite 800, Washington, D.C. 20036 (tel. 202-331-8800). The Verified Notice of Exemption is filed pursuant to 49 U.S.C. § 10502 and 49 C.F.R. § 1150.31(a). If the Notice contains false or misleading information, then the exemption is void *ab initio*. Petitions to revoke the exemption, pursuant to 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.