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BALL JANIK LLP

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TELEPHONE 202-638-3307
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September 16, 2004

BY HAND DELIVERY

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

FILED
SEP 16 2004
SURFACE
TRANSPORTATION BOARD

Re: Finance Docket No. 34543, Patrick D. Broe and OmniTRAX, Inc. –
Continuance In Control Exemption – Fulton County Railway, 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.

Sincerely,

Karl Morell

FEE RECEIVED
SEP 16 2004
SURFACE
TRANSPORTATION BOARD

Enclosures

Office of Proceedings

SEP 17 2004

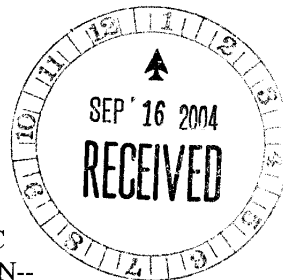
Office of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34543

PATRICK D. BROE AND OMNITRAX, INC
--CONTINUANCE IN CONTROL EXEMPTION--
FULTON COUNTY RAILWAY, LLC

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



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SEP 16 2004
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
SEP 16 2004
SURFACE
TRANSPORTATION BOARD

ENTERED
Office of Proceedings
SEP 17 2004
U.S. DEPT. OF TRANSPORTATION

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: September 16, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34543

PATRICK D. BROE AND OMNITRAX, INC
--CONTINUANCE IN CONTROL EXEMPTION--
FULTON COUNTY RAILWAY, LLC

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 Fulton County Railway, LLC ("FCR"), a non-carrier, upon FCR 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 nine (9) Class III railroads operating in seven States. OmniTRAX also controls FCR. FCR, a Colorado Limited Liability Company, was formed for the purpose of leasing and operating certain rail lines owned by CSX Transportation, Inc. ("CSXT") in Atlanta, Georgia. Concurrently with the filing of this Notice of Exemption, FCR is

filing a Notice of Exemption in STB Docket No. 34542, Fulton County Railway, LLC – Lease Exemption – CSX Transportation, Inc., under 49 C.F.R. § 1150.31, to lease the CSXT rail lines. Upon consummation of the transaction in STB Finance Docket No. 34542, FCR 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”), Panhandle Northern Railroad, LLC (“PNR”) and Alliance Terminal Railroad, LLC (“ATR”).

The rail lines operated by CRL, GWRC, GWR, CBGR, MJ, NSR, NOW, PNR and ATR do not connect with the rail lines being leased by FCR. The rail lines being leased by FCR are located in Atlanta, Georgia. GWRC also owns and operates a rail line in the State of Georgia. GWRC’s rail line, however, is located between Washington and Barnett and is a substantial distance from the lines being leased by FCR.

Also, the involved transaction is not part of a series of anticipated transactions that would connect the rail lines being leased by FCR with any railroad in the OmniTRAX corporate family. Finally, neither FCR 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

Fulton County Railway, LLC
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 October 15, 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 ten 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.

ATR's lines are located in Texas.

Upon leasing the CSXT rail lines, FCR will lease and operate rail lines in Georgia.

(6) Map.

Maps illustrating the rail lines of CRL, GWRC, GWR, CBGR, MJ, NSR, NOW, PNR and ATR and the rail lines to be leased by FCR 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 FCR.

Because CRL, GWRC, GWR, CBGR, MJ, NSR, NOW, PNR and ATR are Class III carriers and FCR will become a Class III rail carrier upon the lease of the CSXT 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 FCR 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 FCR 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,


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: September 16, 2004

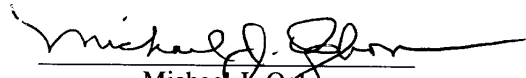
VERIFICATION

STATE OF COLORADO

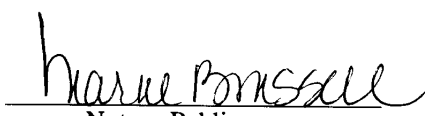
CITY AND COUNTY OF DENVER

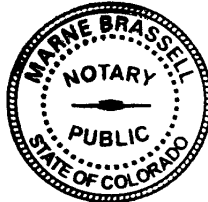
)
) ss.
)

I, Michael J. Ogborn, being duly sworn depose and state that I am Secretary of OmniTRAX, Inc., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.


Michael J. Ogborn

SUBSCRIBED AND SWORN TO before me this 14 day of September, 2004, in the City and County of Denver, State of Colorado.

My Commission Expires: June, 7 2008 
Notary Public



My Commission Expires June 7, 2008

EXHIBIT 1

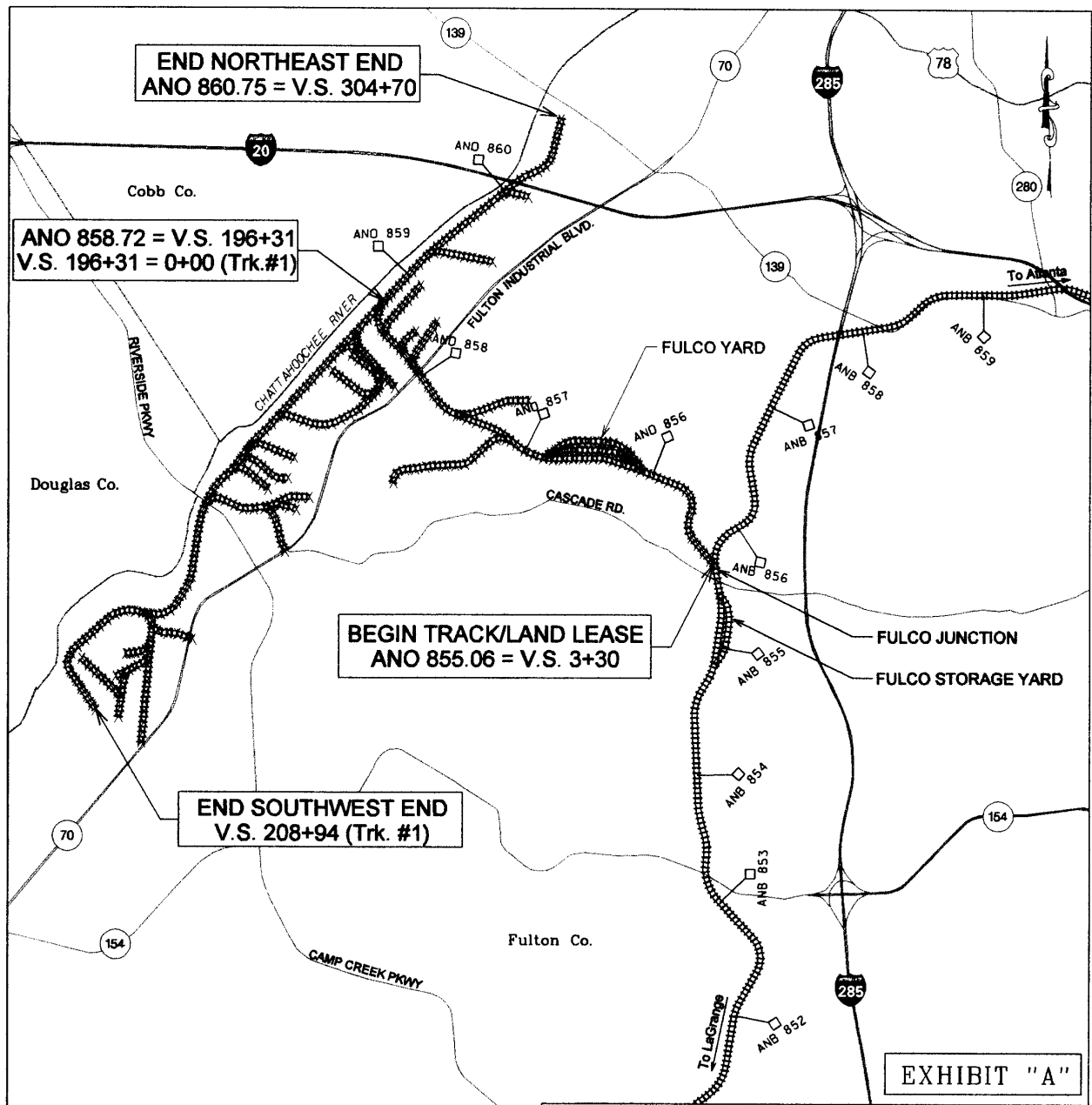


EXHIBIT "A"

CSX TRANSPORTATION

PROPOSED LEASE OF
FULCO BRANCH
TO FULTON COUNTY RAILWAY L.L.C.

City: Atlanta
County: Fulton
State: GA
Fips: 13-121-0211
Site ID: GA-121-0994800

VAL: V8GA/17-A,B,C
GIS: 07031 - 07033
Scale: 1" = 1 Mile
Date: 9/15/04
Drawn By: LF

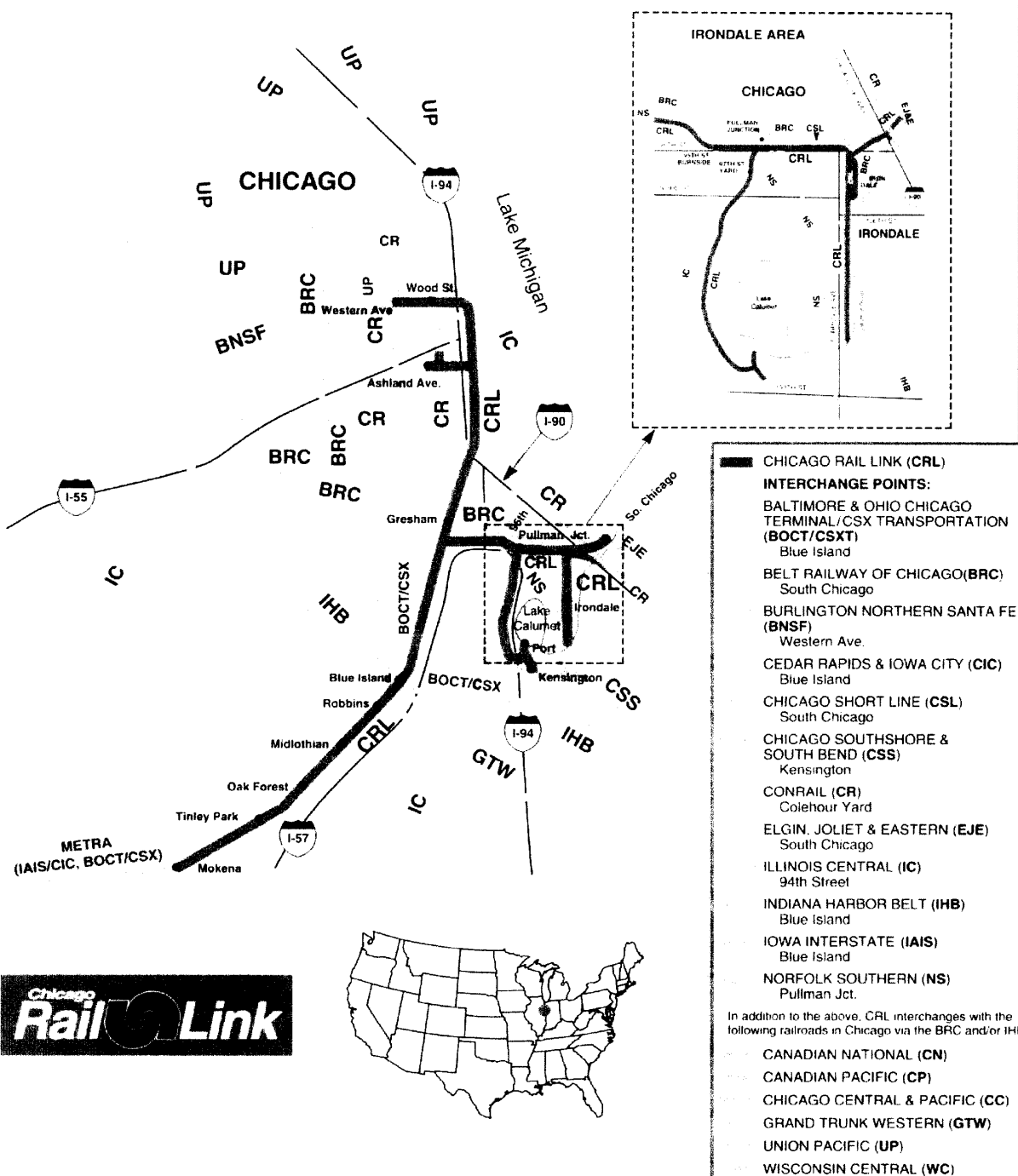
LEGEND

PROPOSED LEASE

284 Acres (+\-) and
55 Miles of Track (+\-)

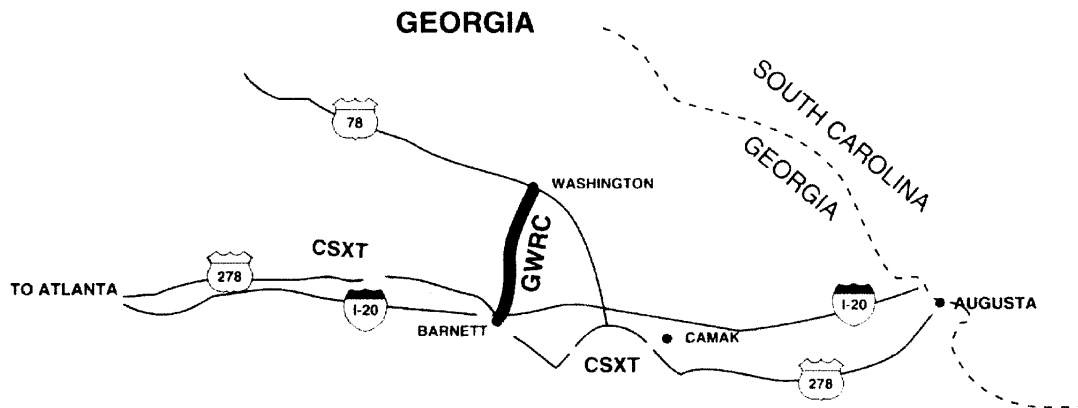
SOUTHERN REGION
ATLANTA DIVISION
FULCO BRANCH
3319' NORTH OF ANB 855
330' NW. FROM P.S. w/"ANB" LINE

S:\P\INGA13\GA121\121-0211\GA-121-0994800\FULCO COLOR EXHIBIT\FULCO.DGN

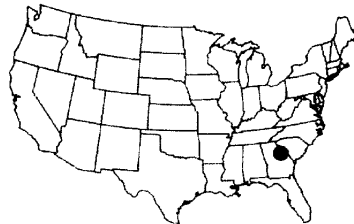
OmniTRAX®

Pride in Excellence

GEORGIA WOODLANDS
RAILROAD



GEORGIA
WOODLANDS



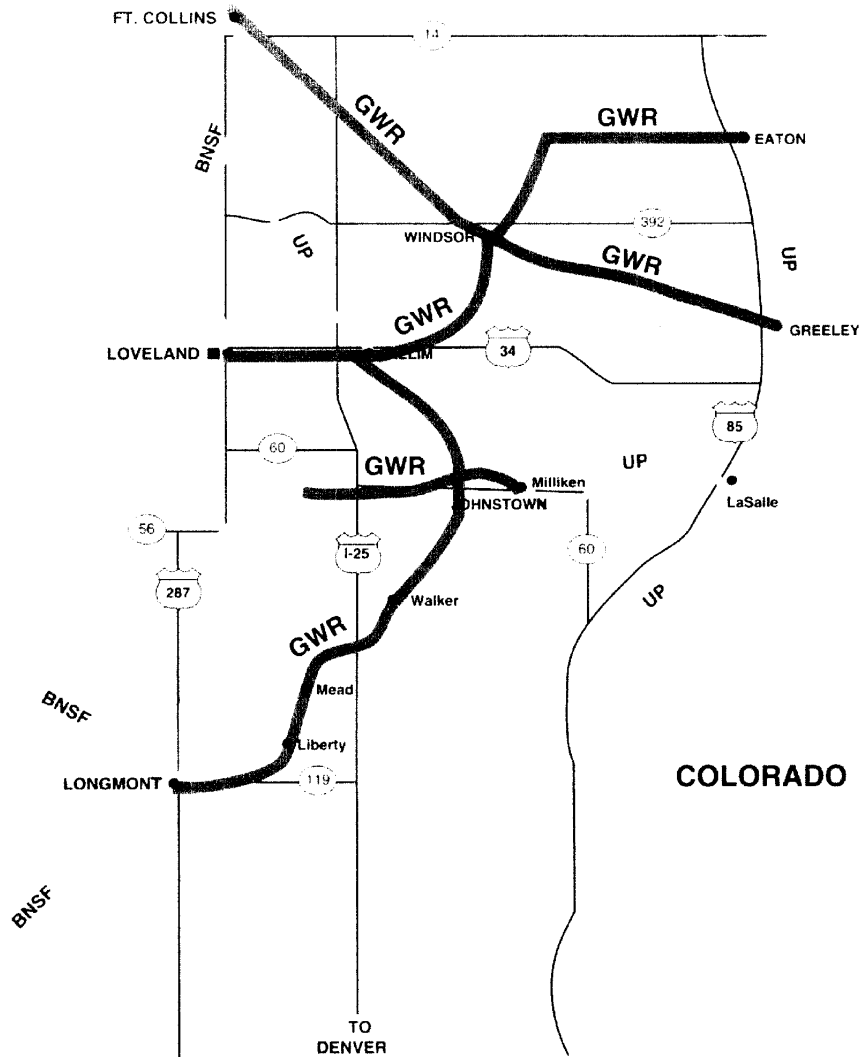
GEORGIA WOODLANDS RAILROAD (GWRC)

INTERCHANGE POINTS:

CSX TRANSPORTATION (CSXT)
Barnett

Pride in Excellence

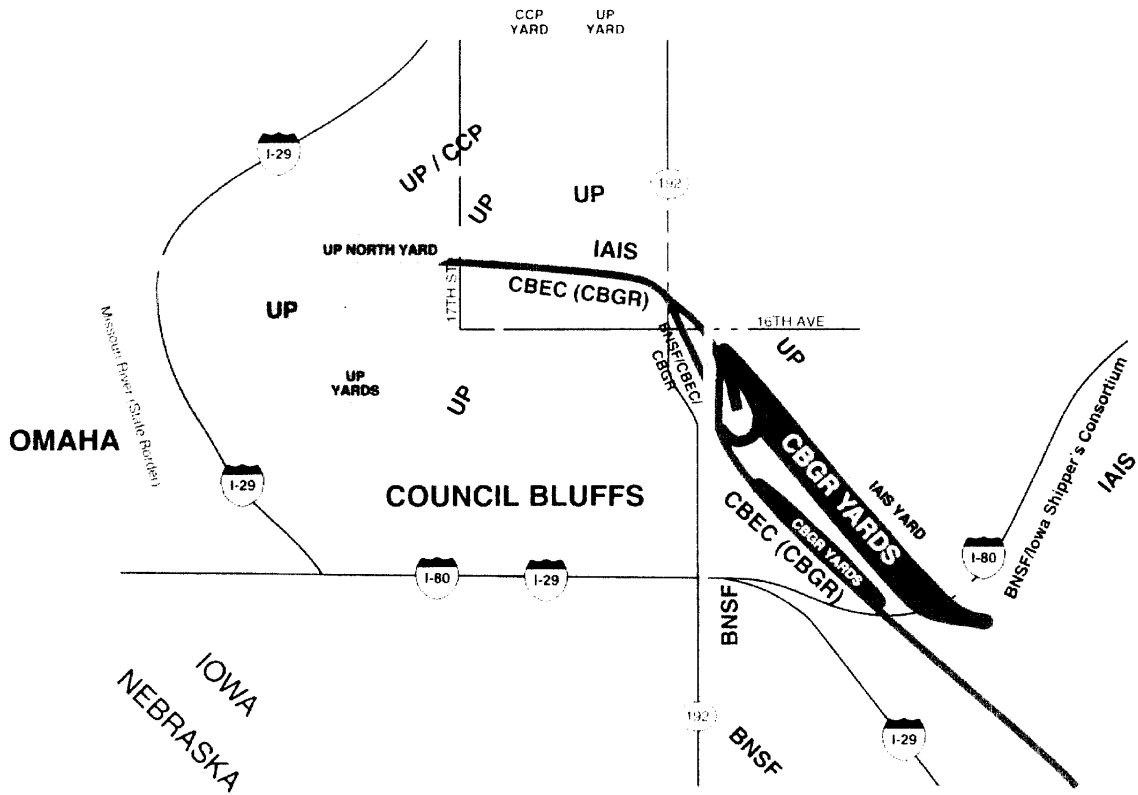
GREAT WESTERN RAILWAY OF COLORADO



- 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

Pride in Excellence

GREAT WESTERN RAILWAY OF IOWA



Pride in Excellence

GREAT WESTERN RAILWAY OF IOWA (CBGR)

INTERCHANGE POINTS:

BURLINGTON NORTHERN SANTA FE (BNSF)
16th Avenue

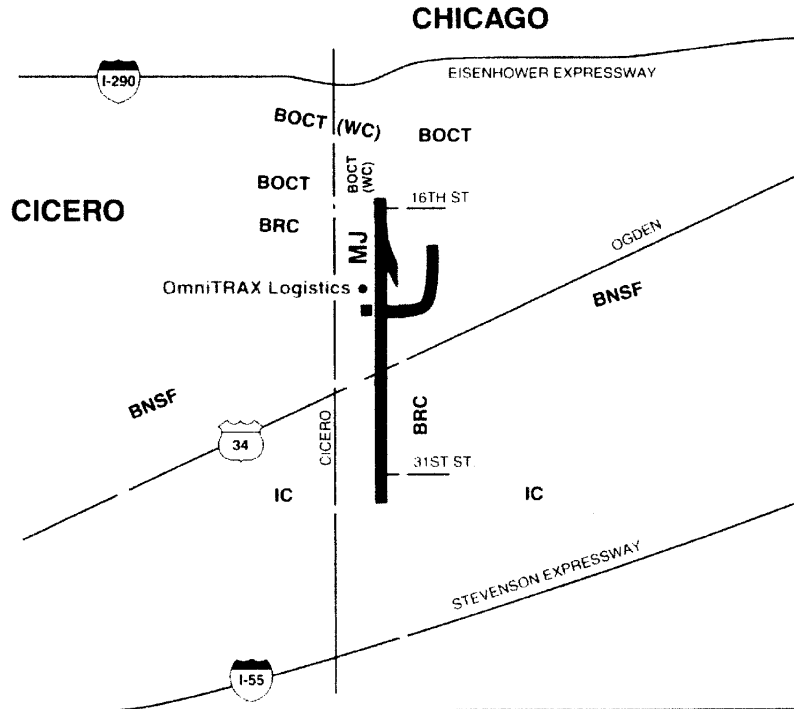
CHICAGO CENTRAL & PACIFIC (CCP)
17th Street (UP North Yard)

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**



Pride in Excellence

MANUFACTURERS' JUNCTION RAILWAY (MJ)

LOCOMOTIVE REHABILITATION CENTER

INTERCHANGE POINTS:

BURLINGTON NORTHERN SANTA FE (BNSF)
Cicero

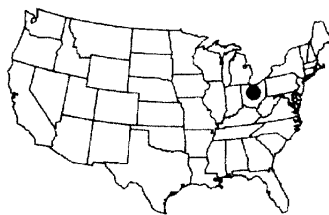
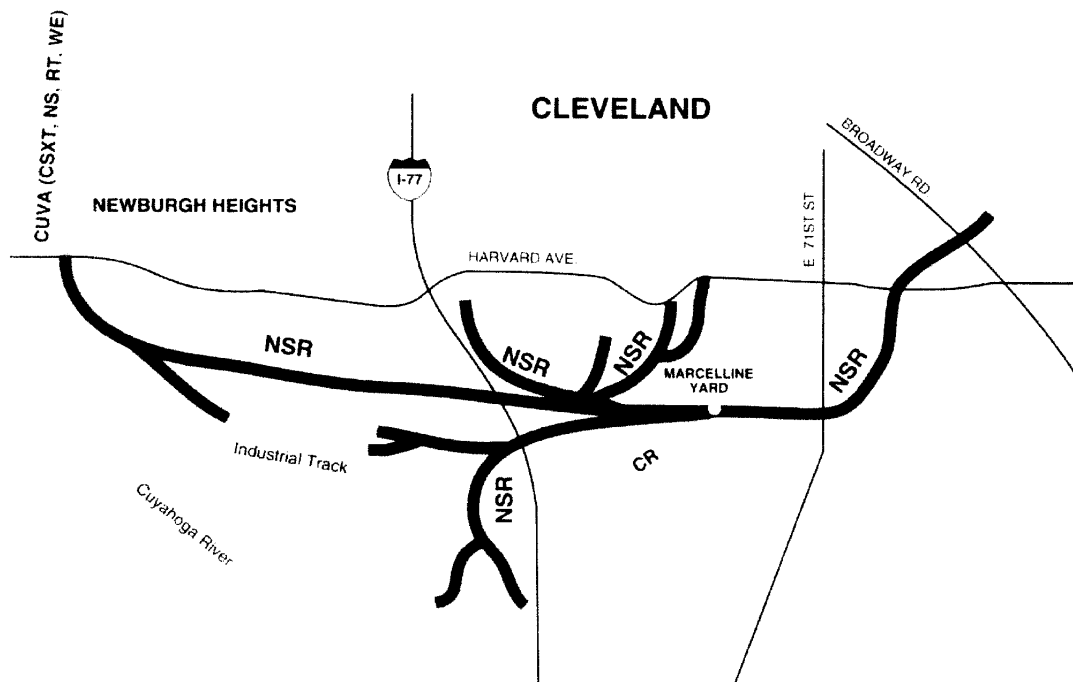
BELT RAILWAY CO. OF CHICAGO (BRC)
Cicero

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

ILLINOIS CENTRAL (IC)
Cicero

WISCONSIN CENTRAL (WC)
Cicero

NEWBURGH & SOUTH SHORE RAILROAD



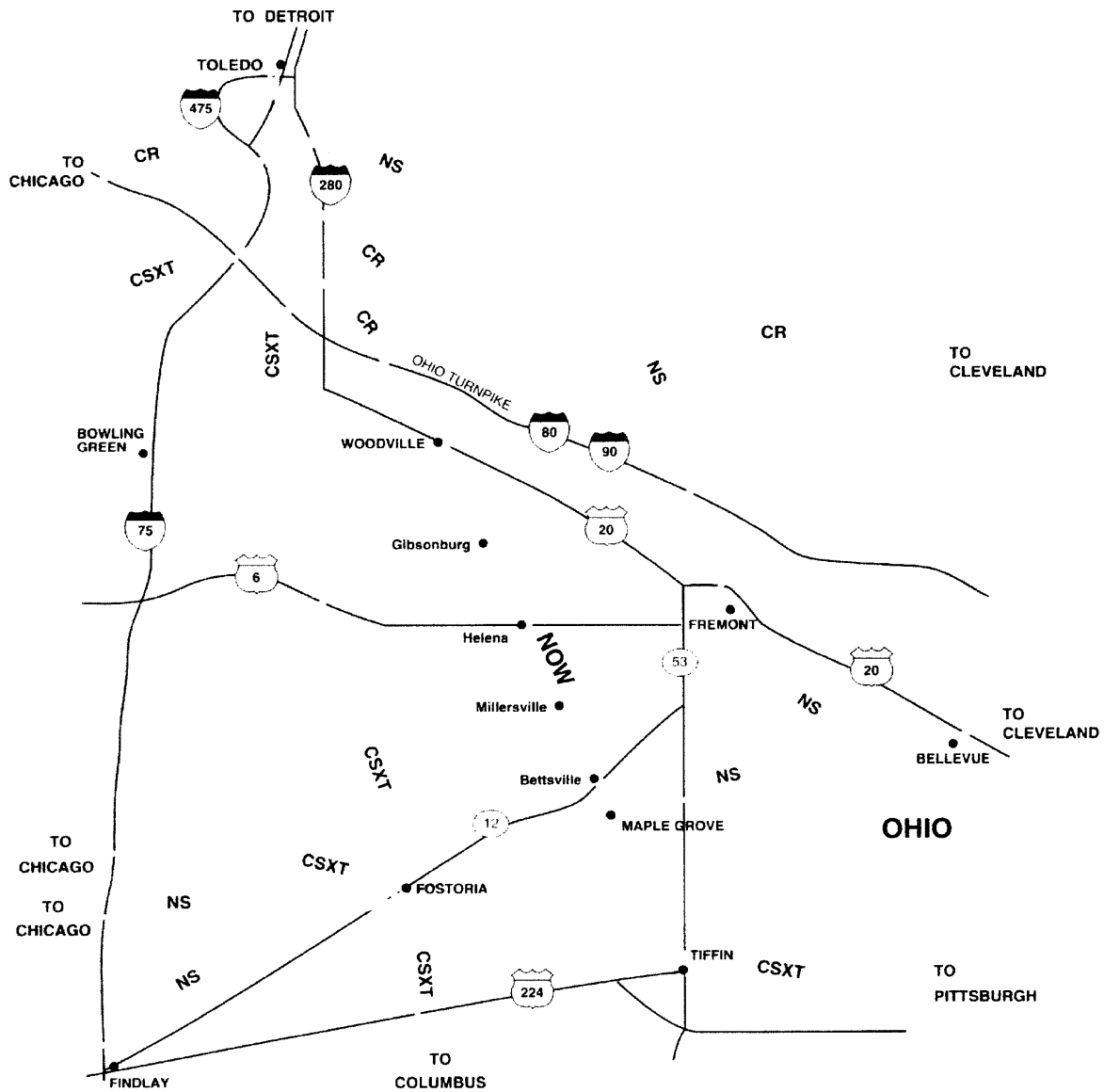
Pride in Excellence

NEWBURGH & SOUTH SHORE RAILROAD (NSR)

INTERCHANGE POINTS:

- CONRAIL (CR)
at Marcelline Yard (Cleveland)
- CSX TRANSPORTATION (CSXT)
through CUVA 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 CUVA at Harvard Avenue (Newburgh Heights)
- WHEELING & LAKE ERIE (WE)
through CUVA at Harvard Avenue (Newburgh Heights)

NORTHERN OHIO & WESTERN RAILWAY



NORTHERN OHIO & WESTERN RAILWAY (NOW)

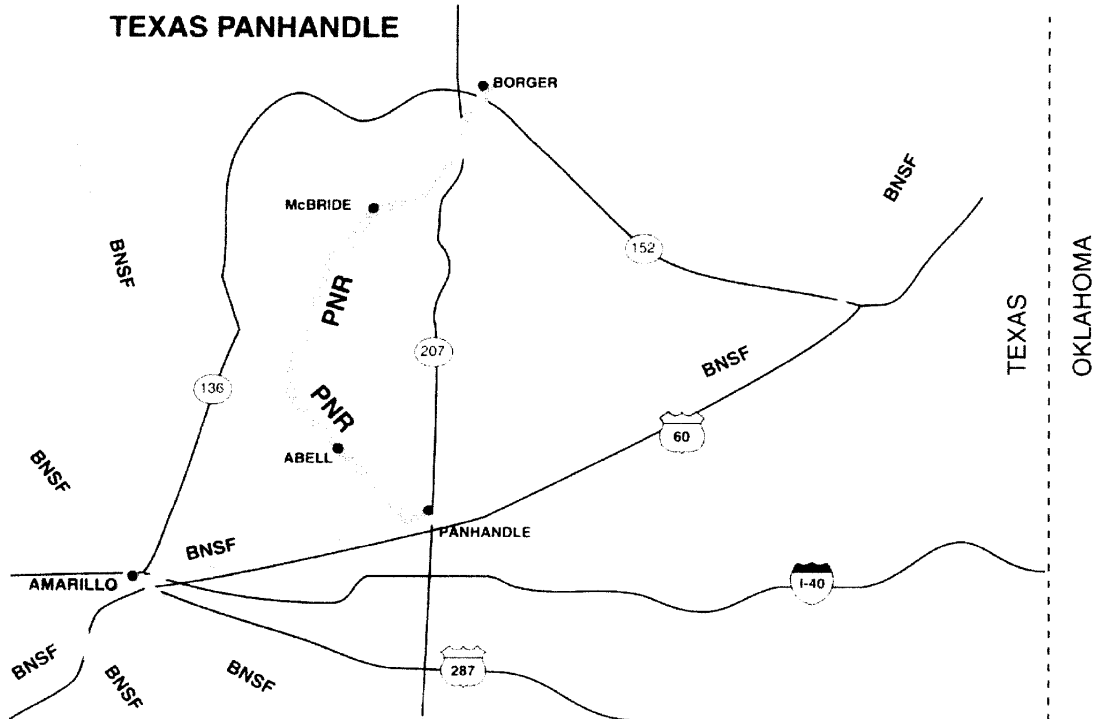
INTERCHANGE POINTS:

CONRAIL (CR)
Woodville

NORFOLK SOUTHERN (NS)
Maple Grove

CSX TRANSPORTATION (CSXT)
Tiffin

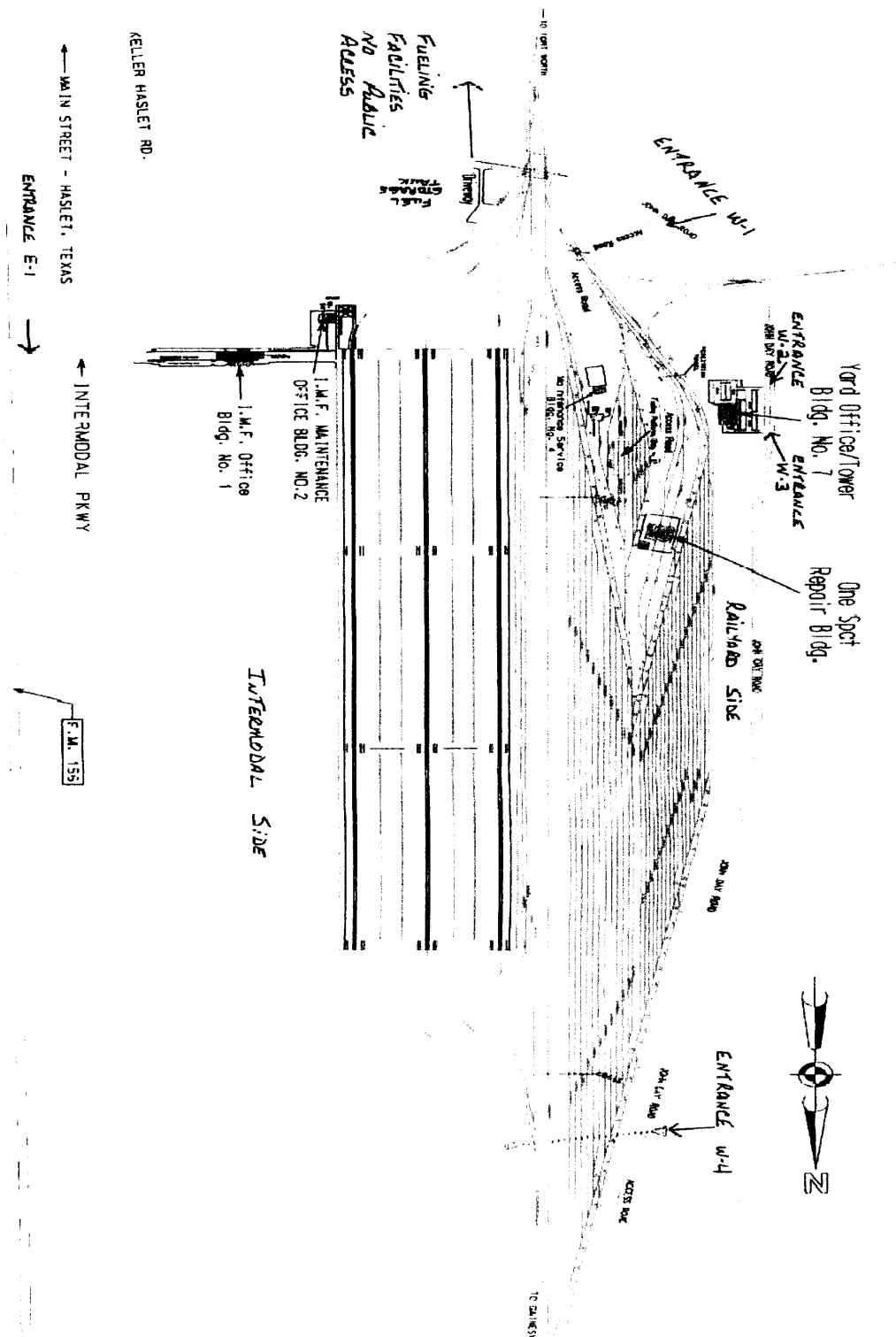
PANHANDLE NORTHERN
RAILROAD



PANHANDLE NORTHERN RAILROAD (PNR)

INTERCHANGE POINTS:

BURLINGTON NORTHERN SANTA FE (BNSF)
Panhandle



Alliance Terminal Railroad LLC