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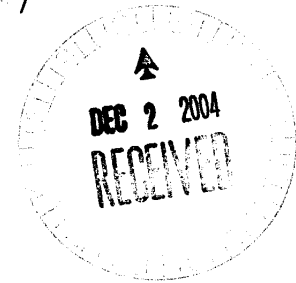
BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

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TELEPHONE 202-638-3307
FACSIMILE 202-783-6947



December 2, 2004

BY HAND DELIVERY

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

Re: Finance Docket No. 34617, Patrick D. Broe and OmniTRAX, Inc. –
Continuance In Control Exemption – Kettle Falls International Railway,
LLC.

Dear Secretary Williams:

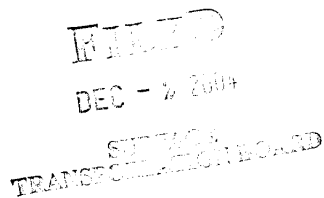
Attached for filing are the original and ten copies of a Verified Notice of
Exemption under 49 C.F.R. § 1180.2(d)(2), and a check covering the \$1,100 filing fee.

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



Enclosures

212689

BEFORE THE
SURFACE TRANSPORTATION BOARD

DEC 2 2004

FINANCE DOCKET NO. 34617

PATRICK D. BROE AND OMNITRAX, INC
--CONTINUANCE IN CONTROL EXEMPTION--
KETTLE FALLS INTERNATIONAL RAILWAY, LLC

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

RECEIVED
DECEMBER 2, 2004
TRANSPORTATION BOARD

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

Attorney for Applicants

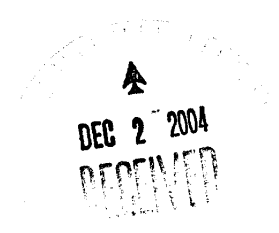
Dated: December 2, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34617

PATRICK D. BROE AND OMNITRAX, INC
--CONTINUANCE IN CONTROL EXEMPTION--
KETTLE FALLS INTERNATIONAL 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 Kettle Falls International Railway, LLC ("KFR"), a non-carrier, upon KFR 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 ten (10) Class III railroads operating in six States. On November 30, 2004, Mr. Broe and OmniTRAX filed a Notice of Exemption to continue in control of Alabama & Tennessee River Railway, LLC ("ATN"), a non-carrier, upon ATN becoming a Class III railroad. *See* STB Finance Docket No. 34615, Patrick D. Broe and OmniTRAX, Inc. –

Continuance In Control Exemption – Alabama & Tennessee River Railway, LLC. ATN will lease and operate certain rail lines in Alabama.

OmniTRAX also controls KFR. KFR, a Colorado Limited Liability Company, was formed for the purpose of acquiring and leasing certain rail lines owned by The Burlington Northern and Santa Fe Railway Company (“BNSF”) in the state of Washington. Concurrently with the filing of this Notice of Exemption, KFR is filing a Notice of Exemption in STB Docket No. 34616, Kettle Falls International Railway, LLC – Acquisition And Lease Exemption – The Burlington Northern And Santa Fe Railway Company, under 49 C.F.R. § 1150.31, to acquire and lease the BNSF rail lines. Upon consummation of the transaction in STB Finance Docket No. 34616, KFR 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”), Alliance Terminal Railroad, LLC (“ATR”) and Fulton County Railway, LLC (“FCR”).

The rail lines operated by CRL, GWRC, GWR, CBGR, MJ, NSR, NOW, PNR, ATR and FCR do not connect with the rail lines being acquired and leased by KFR. The rail lines being acquired and leased by KFR are located in Washington. None of the railroads controlled by OmniTRAX operates a rail line in Washington.¹

¹ The rail lines being leased by ATN are located in Alabama and will also not connect with the rail lines being acquired and leased by KFR.

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

Kettle Falls International Railway, LLC
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 December 10,
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 eleven 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.

FCR's lines are located in Georgia.

Upon acquiring and leasing the BNSF rail lines, KFR will own, lease and operate rail lines in Washington.

- (6) Map.

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

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

Applicants' continuance in control of KFR 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 cursive script, reading "Karl Morell".

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: December 2, 2004

VERIFICATION

STATE OF COLORADO

)

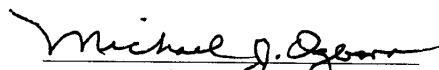
CITY AND COUNTY OF DENVER

)

ss.

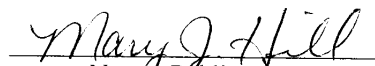
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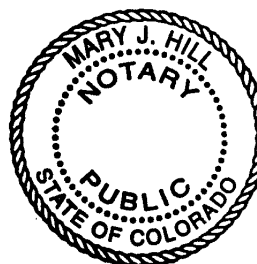
I, Michael J. Ogborn, being duly sworn depose and state that I am Secretary of OmniTRAX, Inc., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information,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


Michael J. Ogborn

SUBSCRIBED AND SWORN TO before me this 22 day of November, 2004, in the City and County of Denver, State of Colorado.

My Commission Expires: 11/01/08

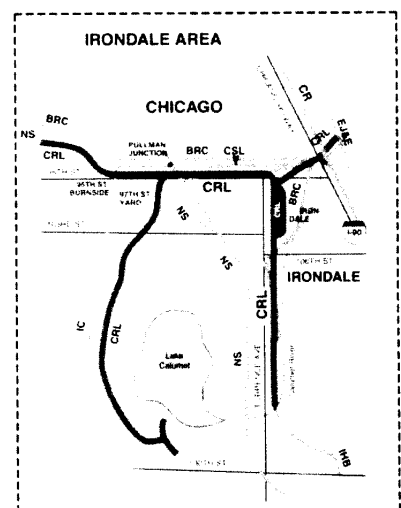
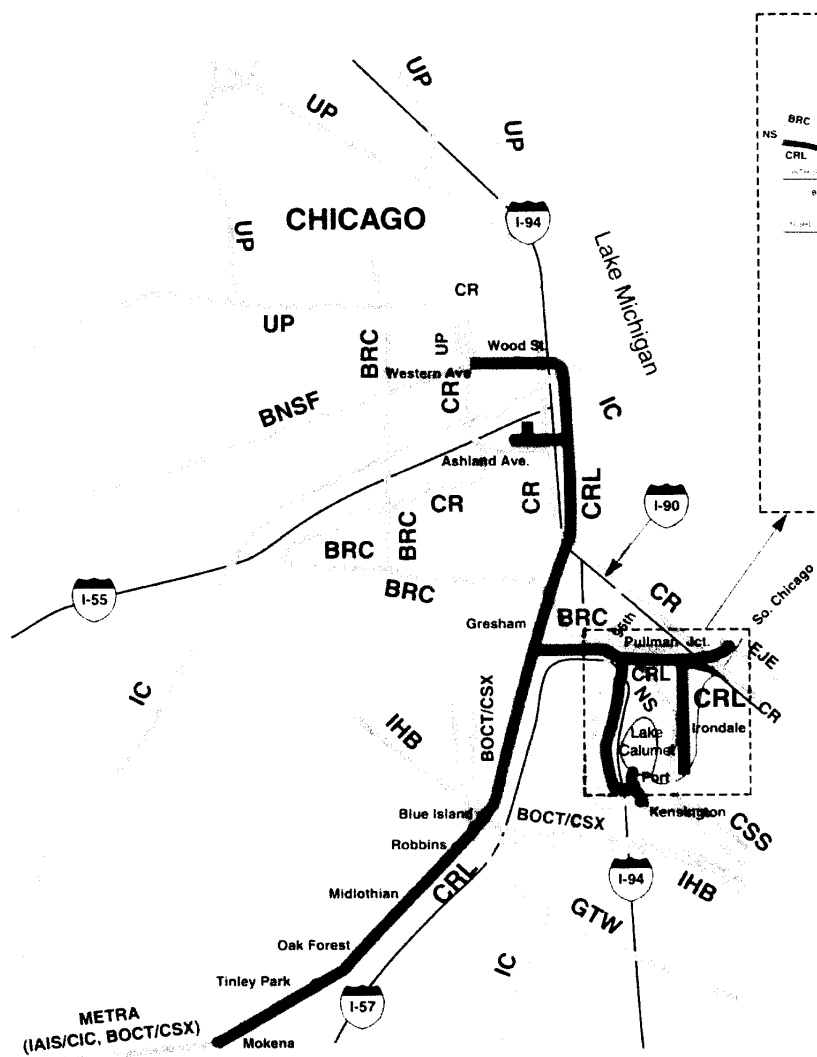

Notary Public



My Commission Expires 11/01/2008

EXHIBIT 1

CHICAGO RAIL LINK

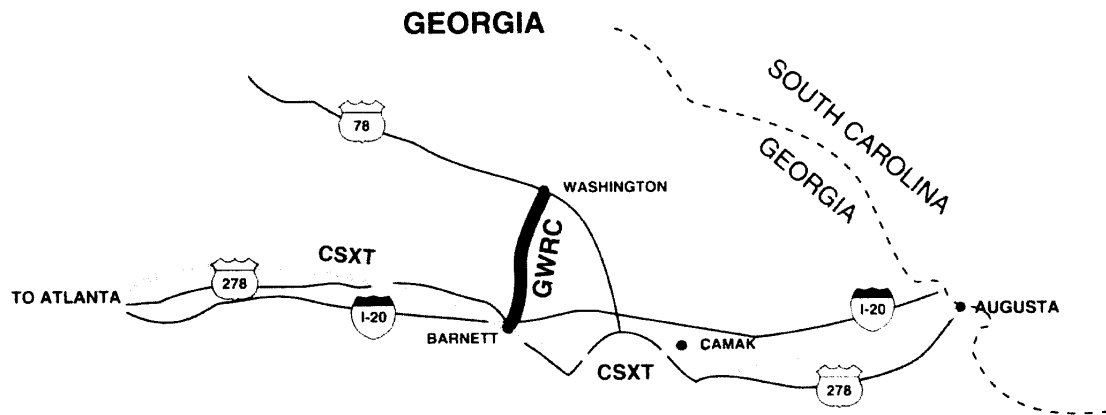


- CHICAGO RAIL LINK (CRL)**
- INTERCHANGE POINTS:**
- BALTIMORE & OHIO CHICAGO TERMINAL/CSX TRANSPORTATION (BOCT/CSX)
Blue Island
 - BELT RAILWAY OF CHICAGO(BRC)
South Chicago
 - BURLINGTON NORTHERN SANTA FE (BNSF)
Western Ave.
 - CEDAR RAPIDS & IOWA CITY (CIC)
Blue Island
 - CHICAGO SHORT LINE (CSL)
South Chicago
 - CHICAGO SOUTHSHORE & 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)



Pride in Excellence

GEORGIA WOODLANDS
RAILROAD



GEORGIA
WOODLANDS



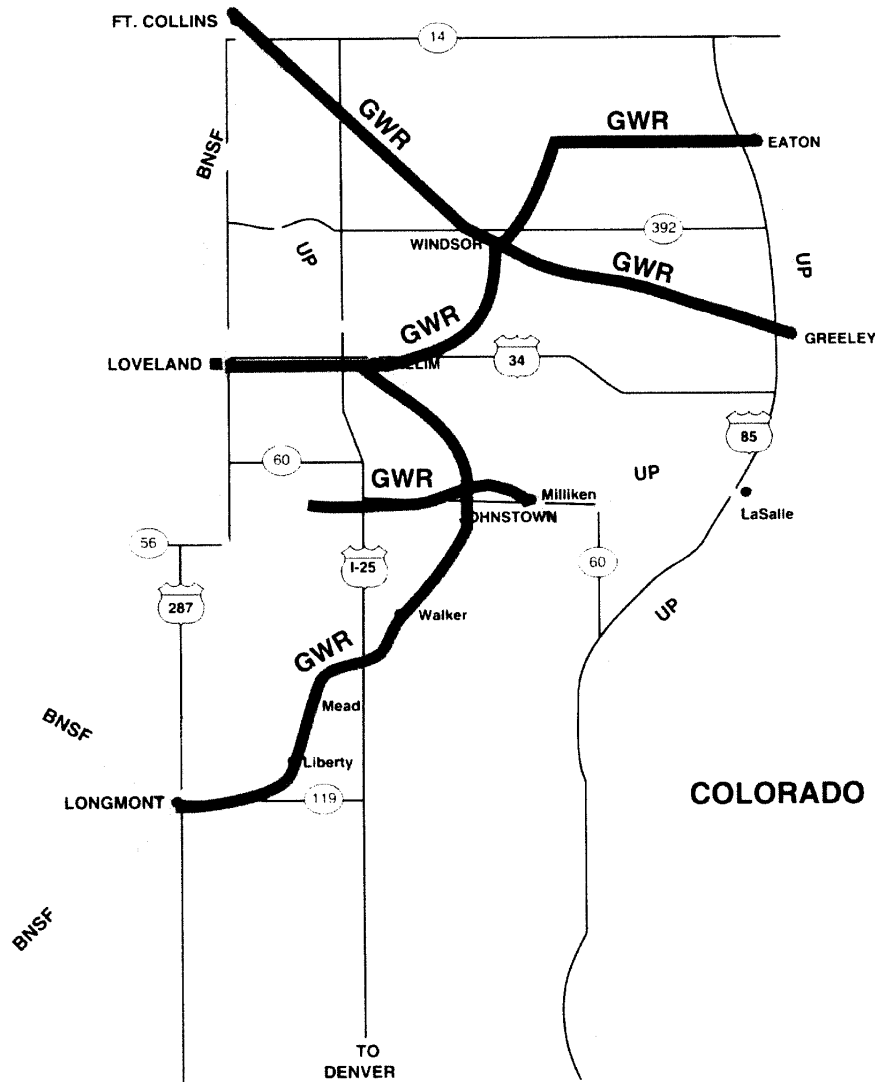
— GEORGIA WOODLANDS RAILROAD (GWRC)

INTERCHANGE POINTS:

CSX TRANSPORTATION (CSXT)
Barnett

Pride in Excellence

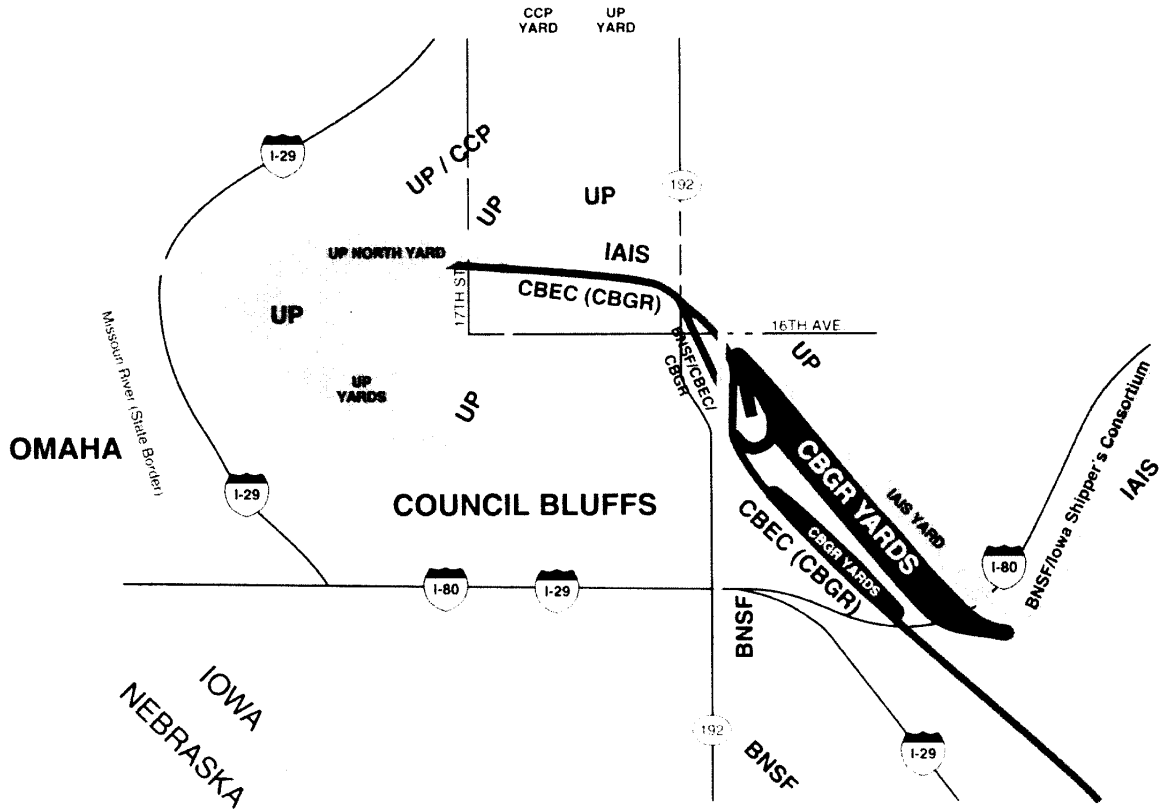
GREAT WESTERN RAILWAY OF COLORADO



- 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)

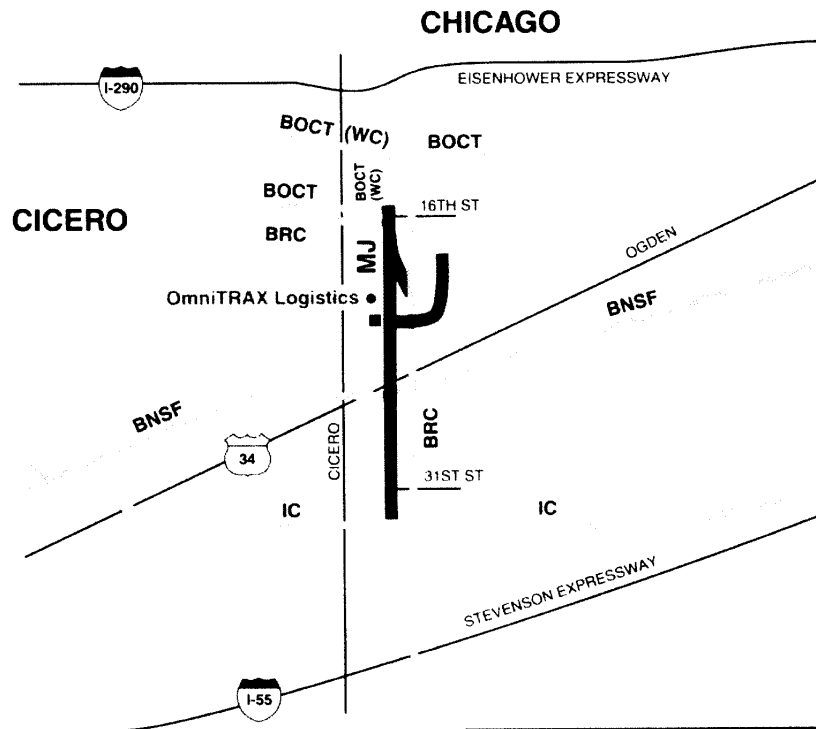
17th Street (UP North Yard)

UNION PACIFIC (UP)

17th Street (UP North Yard)

**MANUFACTURERS'
JUNCTION RAILWAY**

OmniTRAX[®]



MANUFACTURERS' JUNCTION RAILWAY (MJ)

LOCOMOTIVE REHABILITATION CENTER

INTERCHANGE POINTS:

BURLINGTON NORTHERN SANTA FE (BNSF)
Cicero

BELT RAILWAY CO. OF CHICAGO (BRC)
Cicero

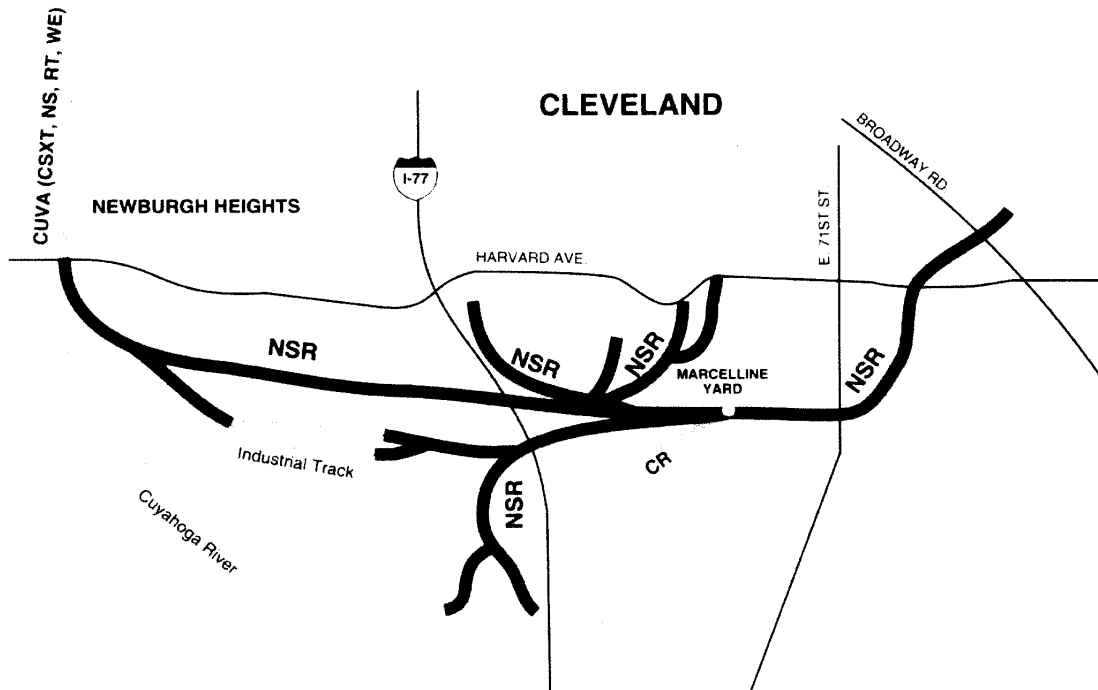
**BALTIMORE & OHIO CHICAGO TERMINAL/CSX
TRANSPORTATION (BOCT/CSXT)**
Cicero

ILLINOIS CENTRAL (IC)
Cicero

WISCONSIN CENTRAL (WC)
Cicero

Pride in Excellence

NEWBURGH & SOUTH SHORE RAILROAD



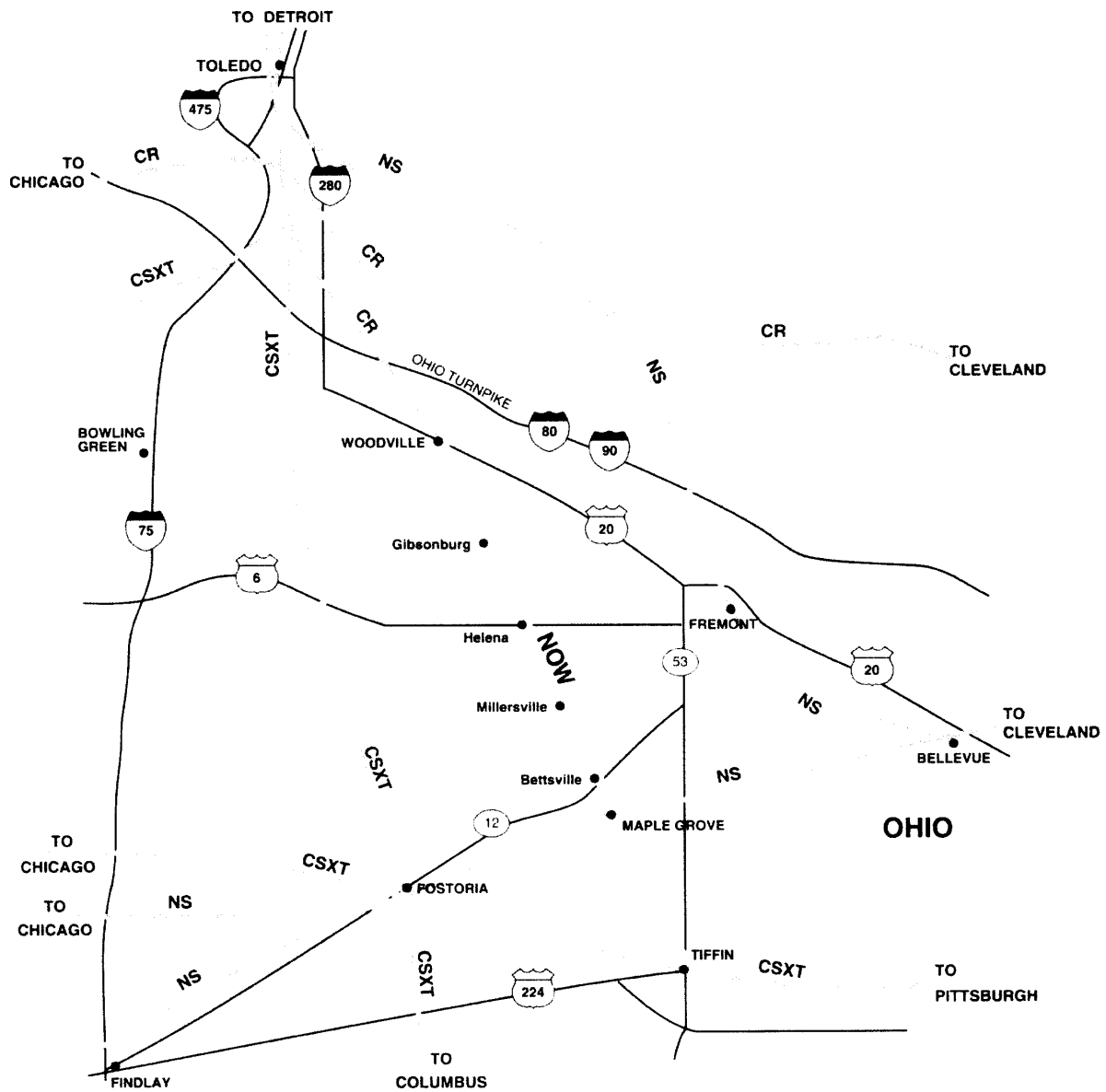
Pride in Excellence

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)

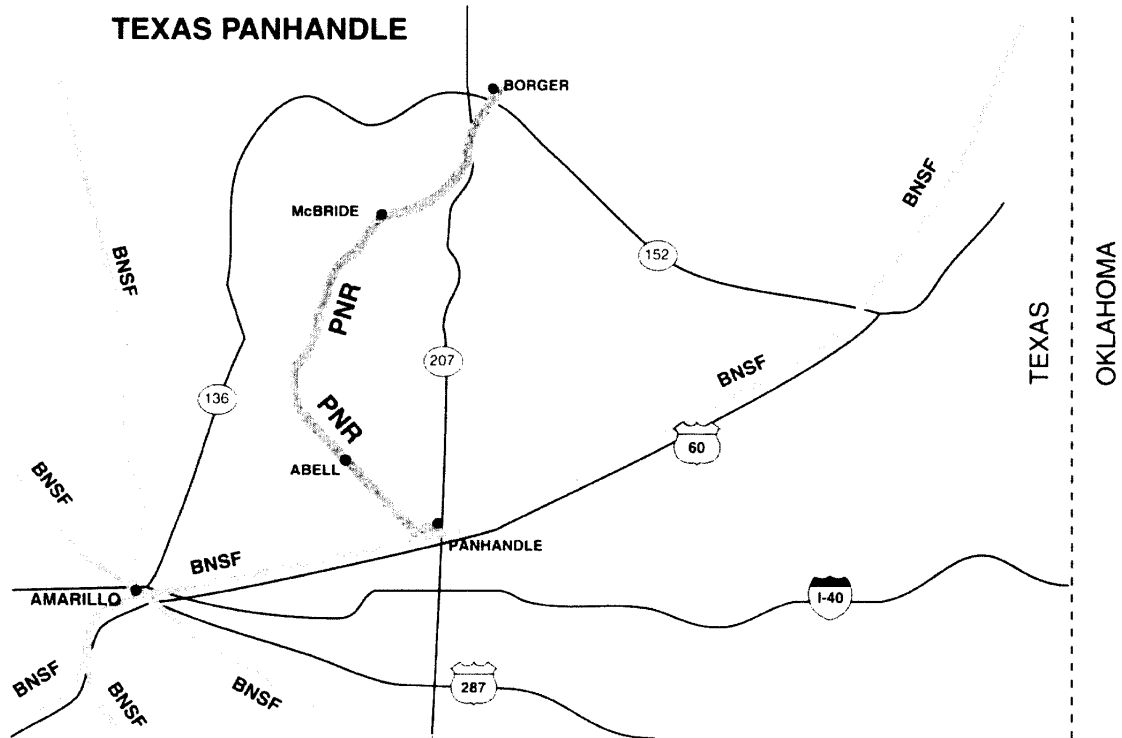
INTERCHANGE POINTS:

CONRAIL (CR)
Woodville

NORFOLK SOUTHERN (NS)
Maple Grove

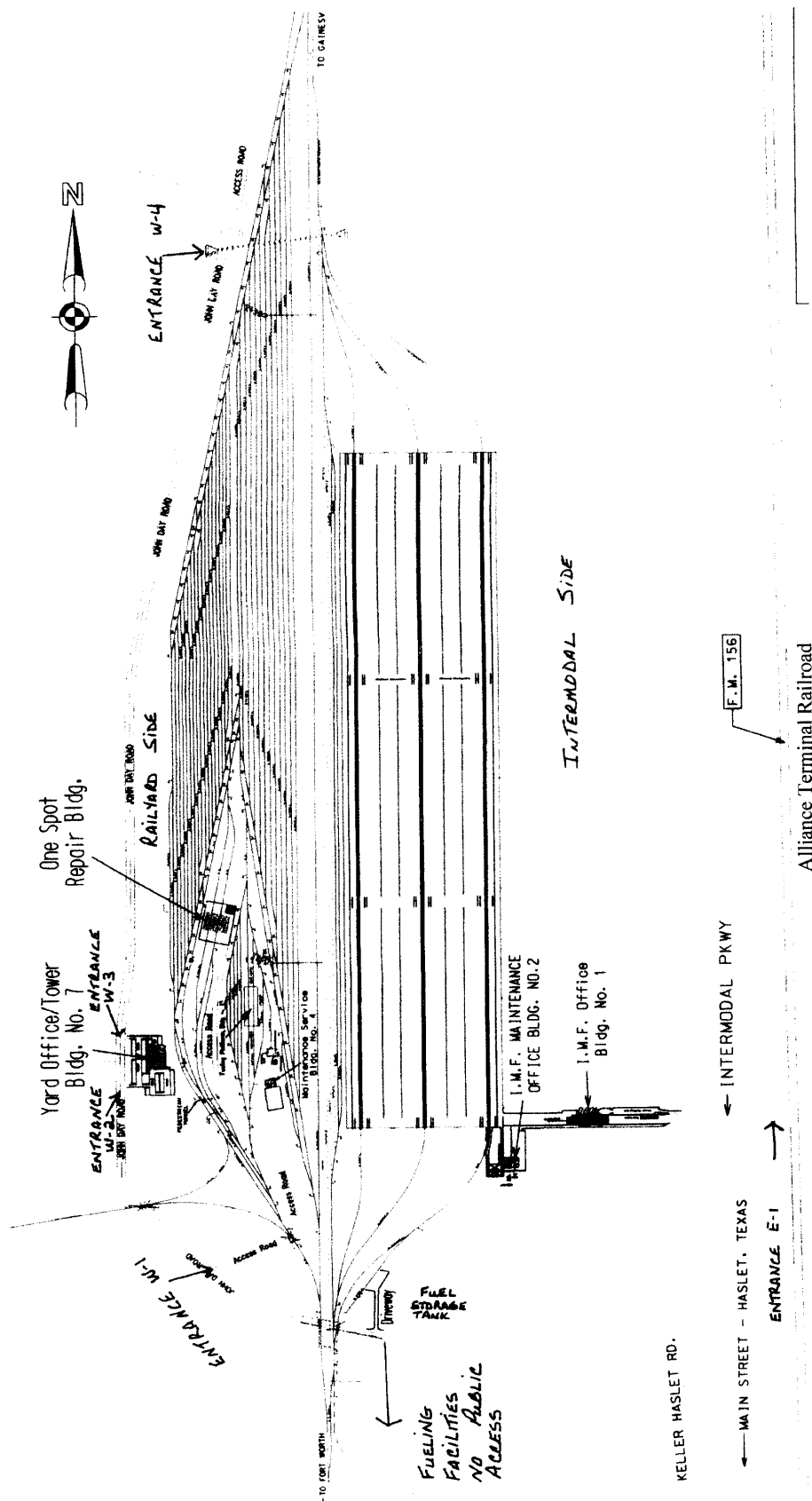
CSX TRANSPORTATION (CSXT)
Tiffin

**PANHANDLE NORTHERN
RAILROAD**



PANHANDLE NORTHERN RAILROAD (PNR)
INTERCHANGE POINTS:
BURLINGTON NORTHERN SANTA FE (BNSF)
Panhandle

Panhandle Northern Railroad



← INTERMODAL PKWY

[F.M. 156]

Alliance Terminal Railroad

← MAIN STREET - HASLET, TEXAS

ENTRANCE E-1 →

KELLER HASLET RD.

FUELING FACILITIES NO PUBLIC ACCESS

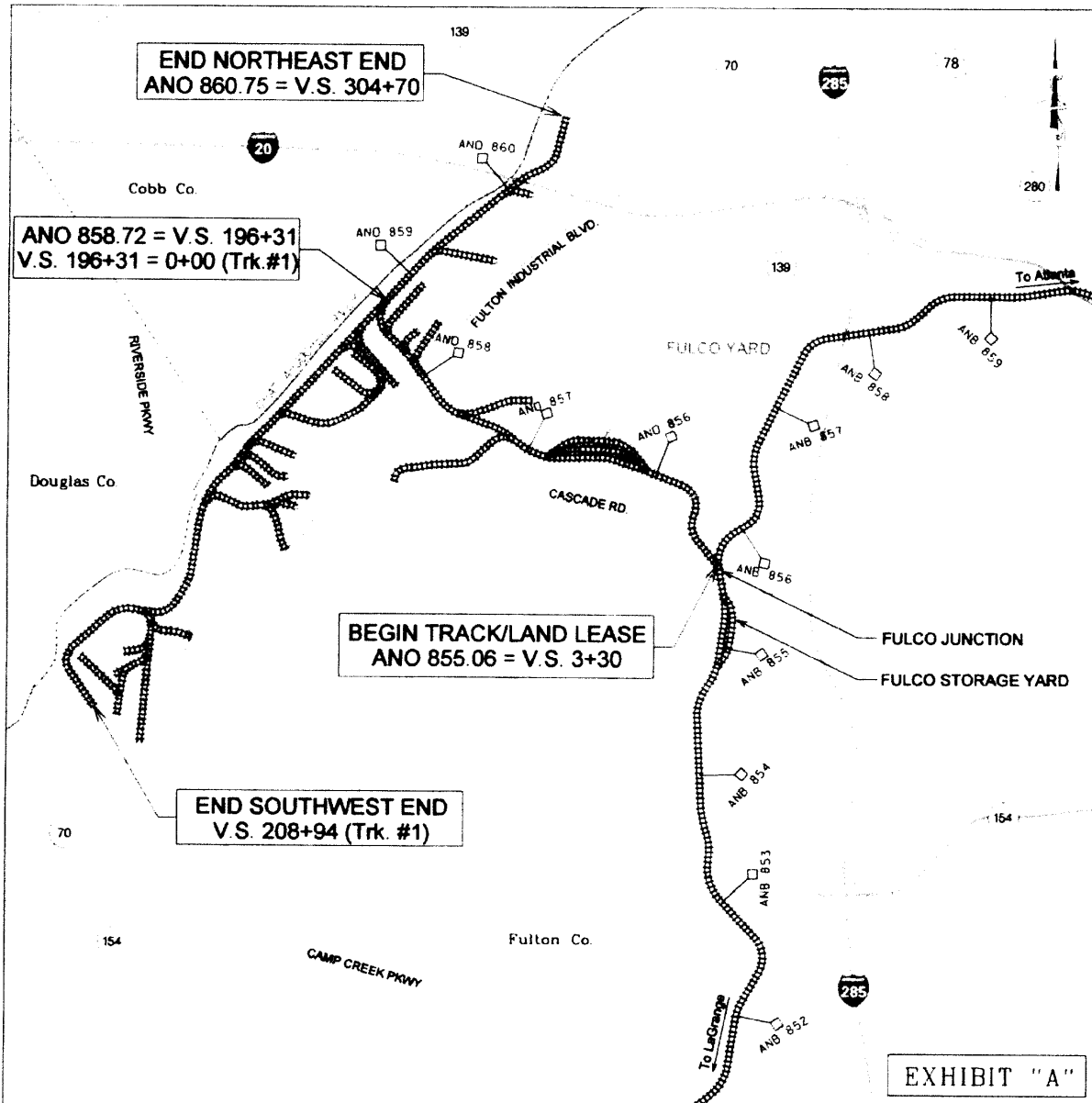


EXHIBIT "A"

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\GA13GA121\121-0211\GA-121-0994800\FULCO COLOR EXHIBIT\FULCO.DGN

