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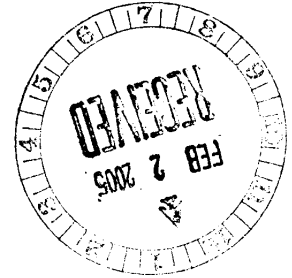
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February 2, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423



RE: Finance Docket No. 34638, *San Diego & Imperial Valley Railroad Company, Inc.—Lease and Operation Exemption—~~The Burlington Northern and Santa Fe Railway Company~~*

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 CFR § 1150.41, three diskettes with the file Notice.doc, and a check covering the \$1,500.00 filing fee.

Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger. Thank you for your assistance.

If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for San Diego & Imperial Valley
Railroad Company, Inc.

Enclosures

FREE DISCOUNTED
FEB 2 - 2005
SURFACE
TRANSPORTATION BOARD

FILED
FEB 2 - 2005
SURFACE
TRANSPORTATION BOARD

ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34638

SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY, INC.
—LEASE AND OPERATION EXEMPTION—
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41., Et Seq.

FILED

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SURFACE
TRANSPORTATION BOARD

FEE RECEIVED

FEB 2 - 2005

SURFACE
TRANSPORTATION BOARD

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
SAN DIEGO & IMPERIAL VALLEY
RAILROAD COMPANY, INC.
5300 Broken Sound Blvd., NW
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
Of Counsel
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
(202) 638-3307

Attorneys for: SAN DIEGO & IMPERIAL
VALLEY RAILROAD COMPANY, INC.

Dated: February 2, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34638

SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY, INC.
—LEASE AND OPERATION EXEMPTION—
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41., Et Seq.

San Diego & Imperial Valley Railroad Company, Inc. (“SDIV”), a Class III carrier, with current annual revenues not in excess of \$5 million, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart E-Exempt Transactions Under 49 U.S.C. § 10902 for Class III Rail Carriers, with the Surface Transportation Board (the “Board”) for SDIV to lease and operate from The Burlington Northern and Santa Fe Railway Company (“BNSF”) BNSF’s permanent and exclusive reserved rail freight service easement between west of Escondido, milepost 19.85, and the eastern end of the rail corridor in Escondido, at about milepost 21.2, in San Diego County, CA, a distance of 1.35 miles (the “Line”).

In support of this Notice of Exemption, SDIV submits the following information as required by 49 C.F.R. § 1150.43:

a. Full name and address of applicant:

San Diego & Imperial Valley Railroad Company, Inc.
1501 National Avenue, Suite 200
San Diego, CA 92113

b. Applicant's Representatives:

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
San Diego & Imperial Valley Railroad Company, Inc.
5300 Broken Sound Blvd., NW
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
Of Counsel
Ball Janik LLP
1455 F Street, NW, Suite 225
Washington, DC. 20005
(202) 638-3307

c. An agreement has been reached between BNSF, as lessor, and SDIV, as lessee.

d. The operator of the property will be SDIV.

e. Summary of proposed transaction:

1. The name and address of the railroad transferring the property is:

The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

2. The proposed time schedule for the consummation of the transaction is March 1, 2005.

3. The mileposts of the subject property that SDIV is leasing from BNSF are between
milepost 19.85 and milepost 21.2.

4. SDIV is leasing about 1.35 miles of track from BNSF.

f. A map of the Line is attached as Exhibit D. The map is in color and will be the last page of
this pleading.

g. A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.43(g) is attached as
Exhibit A.

h. A caption summary, as required by 49 C.F.R. § 1150.44, is attached as Exhibit B.

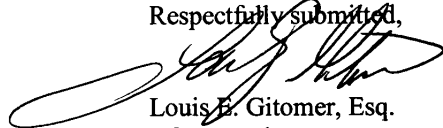
i. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 C.F.R. § 1105.6(b)(4) and (c)(2)(i).

j. An historic report is not required because SDIV will operate the Line, will require further Board approval to discontinue any service, and there are no plans to dispose of or alter properties subject to Board 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).

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

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
SAN DIEGO & IMPERIAL VALLEY
RAILROAD COMPANY, INC.
5300 Broken Sound Blvd., NW.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Respectfully submitted,



Louis E. Gitomer, Esq.
Of Counsel
BALL JANIK LLP
1455 F Street. NW., Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorneys for: SAN DIEGO & IMPERIAL
VALLEY RAILROAD COMPANY

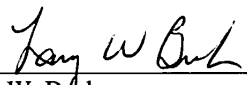
Dated: February 2, 2005

EXHIBIT A—CERTIFICATE OF COMPLIANCE

CERTIFICATION

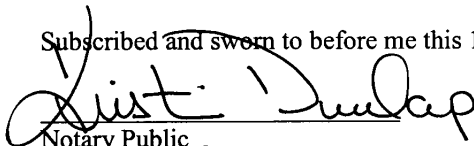
State of Florida)
)ss:
County of Palm Beach)

I, Larry W. Bush being duly sworn depose and state that I am Vice President-Treasurer of the San Diego & Imperial Valley Railroad Company, Inc., and that the projected annual revenues from the rail operations of San Diego & Imperial Valley Railroad Company, Inc. do not exceed \$5 million, including the line to be leased, and would not exceed those that would make it a Class II carrier under 49 C.F.R. Part 1201(1-1).



Larry W. Bush

Subscribed and sworn to before me this 1st day of February 2005.



Notary Public
Kristin Dunlap
My Commission DD067657
(SEAL) Expires December 27, 2006

X PRODUCED I.D.
PERSONALLY KNOWN

My Commission Expires:

Dec. 27, 2005

EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34638

SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY, INC.
—LEASE AND OPERATION EXEMPTION—
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

San Diego & Imperial Valley Railroad Company, Inc. (“SDIV”) has filed a verified notice of exemption under 49 C.F.R. § 1150.41 to lease and operate, pursuant to an agreement entered into between The Burlington Northern and Santa Fe Railway Company (“BNSF”) and SDIV BNSF’s permanent and exclusive reserved rail freight service easement between west of Escondido, milepost 19.85, and the eastern end of the rail corridor in Escondido, at about milepost 21.2, in San Diego County, CA, a distance of 1.35 miles.

SDIV’s projected annual revenues will not exceed \$5 million.

The transaction was scheduled to be consummated on March 1, 2005, the effective date of the exemption.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding 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.

An original and 10 copies of all pleadings referring to STB Finance Docket No. 34---, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on: Gary A. Laakso, Esq., Vice President Regulatory Counsel, San Diego & Imperial Valley Railroad Company, Inc., 5300 Broken Sound Boulevard N.W., Boca Ration, FL 33487, (561)994-6015; and Louis E. Gitomer, Esq., Of Counsel, Ball Janik LLP, 455 F Street, NW,

Suite 225, Washington, D.C. 20005, (202) 638-3307.

Board decisions and notices are available on our website at “www.stb.dot.gov.” Decided:

February __, 2005.

By the Board, David M. Konschnik, Director, Office of Proceedings

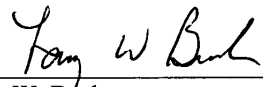
Vernon A. Williams
Secretary

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VERIFICATION

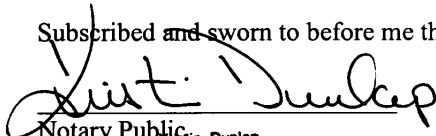
State of Florida)
)ss:
County of Palm Beach)

I, Larry W. Bush, being duly sworn depose and state that I am Vice President-Treasurer of the San Diego & Imperial Valley Railroad Company, Inc., and 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.



Larry W. Bush

Subscribed and sworn to before me this 1st day of February 2005



Notary Public
Kristin Dunlap
My Commission DD067657
(SEAL) Expires December 27, 2005

PERSONALLY KNOWN: X
PRODUCED I.D.:

My Commission Expires:

Dec. 27, 2005

EXHIBIT D—MAP

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