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SERVICE DATE - SEPTEMBER 16, 2004

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34537]

Alliance Terminal Railroad, LLC–Lease and Operation Exemption–Quality Terminal Services, LLC

Alliance Terminal Railroad, LLC (ATR), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to sublease from Quality Terminal Services, LLC (QTS) and operate approximately 12.9 miles of rail line owned by The Burlington Northern and Santa Fe Railway Company (BNSF). There are no milepost designations associated with the rail lines ATR will be subleasing. The rail lines being subleased are located adjacent to BNSF's mainline between milepost 362.2 and milepost 365.0 in Haslet, TX. ATR will also acquire overhead incidental trackage rights over 11 miles of BNSF's main line located between milepost 359.0, at Haslet, and milepost 370.0, at Saginaw, TX.

This transaction is related to STB Finance Docket No. 34538, Patrick D. Broe and OmniTRAX, Inc.–Continuance in Control Exemption–Alliance Terminal Railroad, LLC, wherein Patrick D. Broe and OmniTRAX, Inc., seek to acquire control of ATR upon ATR's becoming a Class III carrier.

ATR certifies that its projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier, and further certifies that its

projected revenues will not exceed \$5 million. The transaction was scheduled to be consummated on or shortly after August 24, 2004, the effective date of the exemption.

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 does not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34537, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Karl Morell, 1455 F Street, N.W., Suite 225, Washington, DC 20005.

Board decisions and notices are available on its website at
“WWW.STB.DOT.GOV.”

Decided: September 10, 2004.

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

Vernon A. Williams

Secretary