

**JOHN D. HEFFNER, PLLC**

1920 N St., N.W.

SUITE 800

WASHINGTON, D.C. 20036

(202) 263-4180

FAX (202) 296-3939

j.heffner@verizon.net



BY HAND

September 24, 2004

Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street  
Washington, D.C. 20423-0001

ENTERED  
Office of Proceedings

SEP 27 2004

Part of  
Public Record

RE: ~~FD No. 34549, Illinois RailNet, Inc. -  
Acquisition and Operation Exemption - The  
Burlington Northern And Santa Fe Railway Company~~

FD No. 34559, Illinois RailNet, Inc. *212078*  
- Trackage Rights Exemption- The Burlington  
Northern And Santa Fe Railway Company

Dear Mr. Williams:

On behalf of Illinois RailNet, Inc., I am filing an original  
and ten copies of:

(1) a verified notice of exemption under 49 CFR 1150.41 for  
the acquisition and operation by Illinois RailNet, Inc., of a  
line of railroad owned by The Burlington Northern And Santa Re  
Railway Company.

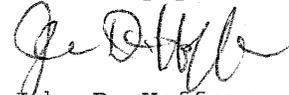
(2) a verified notice of exemption under 49 CFR 1180.2(d)(7)  
for the grant of trackage rights by The Burlington Northern And  
Santa Re Railway Company to Illinois RailNet, Inc.

I am also enclosing two checks payable to the Board for  
\$1,400 and \$950, respectively, to cover the applicable filing  
fees and a computer disk formatted in WordPerfect 8.0 containing  
these filings.

Hon. Vernon A. Williams  
September 24, 2004  
Page Two

Please date stamp and return one copy of each filing for our records.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "John D. Heffner".

John D. Heffner

cc: Mr. Robert F. McKenney

ORIGINAL

212078

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34559

ILLINOIS RAILNET, INC.  
--TRackage RIGHTS--  
THE BURLINGTON NORTHERN  
AND SANTA FE RAILWAY COMPANY



ENTERED  
Office of Proceedings

SEP 27 2004

Part of  
Public Record

VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 CFR 1180.2(d)(7)

**FEE RECEIVED**

SEP 27 2004

SURFACE  
TRANSPORTATION BOARD

**FILED**

SEP 27 2004

SURFACE  
TRANSPORTATION BOARD

Respectfully submitted,

John D. Heffner  
John D. Heffner, PLLC  
1920 N Street, N.W.  
Suite 800  
Washington, D.C. 20036  
(202) 263-4180

Counsel for Illinois RailNet, Inc.

Dated: September 24, 2004

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34559

ILLINOIS RAILNET, INC.  
--TRackage RIGHTS--  
THE BURLINGTON NORTHERN  
AND SANTA FE RAILWAY COMPANY



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VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 CFR 1180.2(d)(7)

Pursuant to 49 CFR 1180.2(d)(7), Illinois RailNet, Inc. ("Illinois") submits this Verified Notice of Exemption for trackage rights and provides the following information:

**Brief summary of the proposed transaction:**  
49 CFR 1180.6(a)(1)(i)

Illinois seeks Board authority to acquire limited local trackage rights for the purpose of servicing customers on BNSF in and around Oregon, IL, and limited overhead rights for the purpose of interchanging traffic between BNSF and Illinois and accommodating light power moving over BNSF's lines between MP 98.49 near Oregon, IL, and MP 86.57 near Flag Center, IL, and between MP 43.36 near Zearing, IL, and MP 40.73 near Montgomery, IL.

**Applicant's name, address, and telephone number:**

49 CFR 1180.6(a)(1)(i)

Illinois RailNet, Inc.  
2350 Airport Freeway  
Suite 300  
Bedford, TX 76022  
(817) 571-2356

**Applicant's counsel to receive correspondence:**

49 CFR 1180.6(a)(1)(i)

John D. Heffner  
John D. Heffner, PLLC  
1920 N Street, N.W.  
Suite 800  
Washington, D.C. 20036  
(202) 263-4180

**Proposed time schedule for consummation:**

49 CFR 1180.6(1)(ii)

On or after October 1, 2004, at least seven days after the filing of this notice

**Purpose sought to be accomplished:**

49 CFR 1180.6(a)(iii)

Concurrently with this notice, Illinois has filed a verified notice of exemption in FD No. 34549 to acquire and operate approximately 24.7 miles of contiguous trackage in the State of Illinois. BNSF will grant Illinois limited local trackage rights here for the purpose of servicing customers on BNSF in and around at Oregon, IL. It will grant Illinois limited overhead rights for the purpose of interchanging traffic between BNSF and Illinois and accommodating light power moving over BNSF's lines between MP 98.49 near Oregon, IL, and MP 86.57 near Flag Center, IL, and between MP 43.36 near Zearing, IL, and MP 40.73 near

Montgomery, IL.

**States in which the applicant's property is located:**

49 CFR 1180.6(a)(5)

Illinois' present rail lines and the lines and rights to be acquired and operated in FD Nos. 34549 and 34559 are all located in the State of Illinois.

**A map of Illinois' rail line:**

49 CFR 1180.6(a)(6)

A map of Illinois' present rail lines and the lines and rights to be acquired and operated in FD Nos. 34549 and 34559 is attached here as Exhibit A. Twenty additional unbound copies will be filed with the Board as required in 49 CFR 1180.6(a)(6).

**Agreement:**

49 CFR 1180.6(a)(7)(ii)

Illinois will be furnishing one copy of the executed trackage rights agreement within 10 days of the date it is executed. It will be marked as Exhibit B.

**Labor Protection:**

49 CFR 1180.4(g)(i)

Illinois does not object to the level of labor protection set forth in Norfolk and Western Ry. Co. - Trackage Rights - BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast Ry., Inc. - Lease and Operate, 360 I.C.C. 653 (1980).

**Environmental and historic reporting requirements:**

49 CFR 1105.6, 1105.7, 1105.8

The proposed transaction is exempt from environmental

review under 49 CFR 1105.6(c)(4), which provides that environmental documentation need not be prepared for trackage rights, and because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 1105.7(e)(4) or (5).

In addition, this transaction is exempt from historic review under 1105.8(b)(3). Under this section, a grant of trackage rights is exempt which will not substantially change the level of maintenance of railroad property.

Respectfully submitted,



John D. Heffner  
John D. Heffner, PLLC  
1920 N Street, N.W.  
Suite 800  
Washington, D.C. 20036  
(202) 263-4180

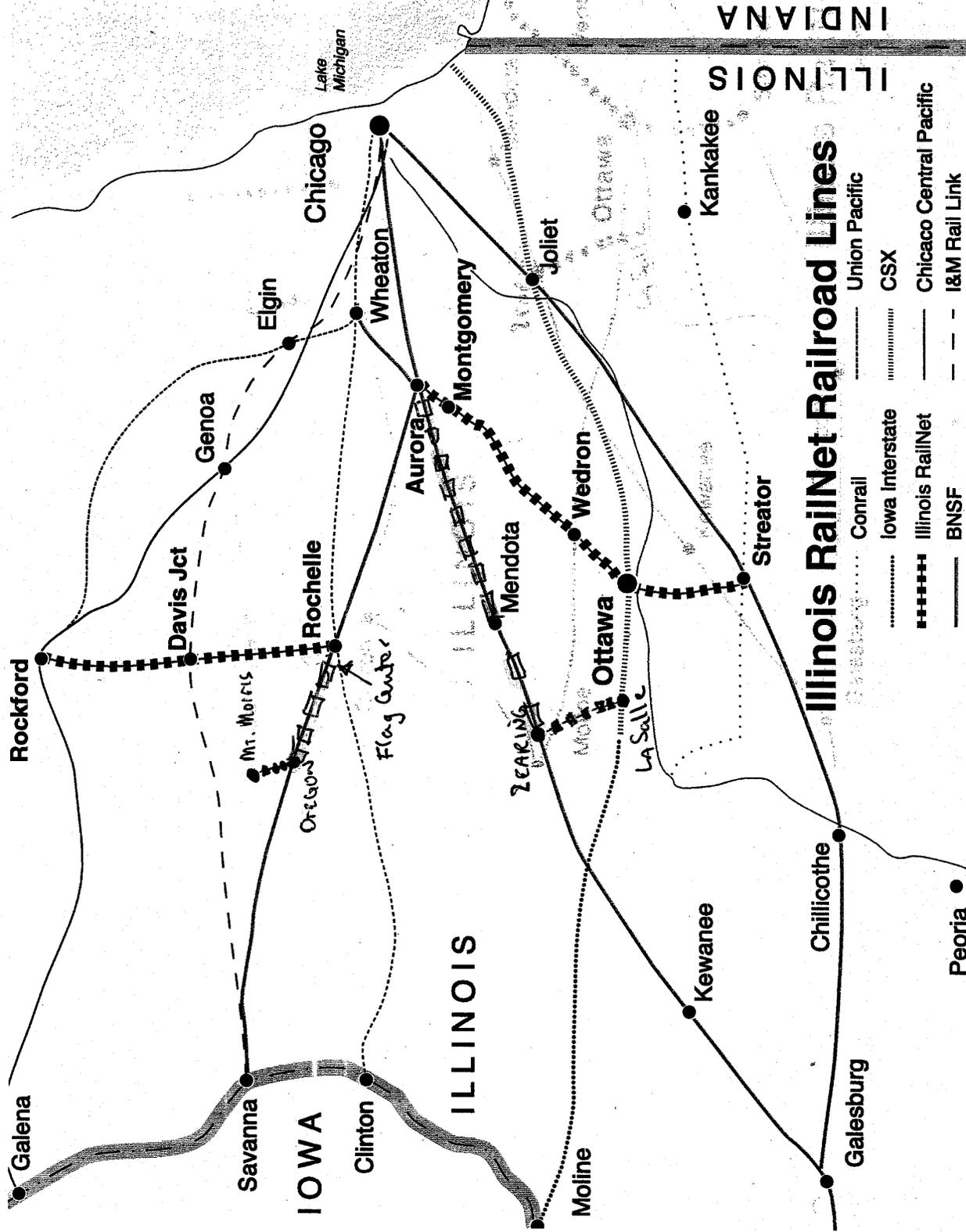
Counsel for Illinois RailNet, Inc.

Dated: September 24, 2004

STB FINANCE DOCKET NO. 34559

EXHIBIT A

Map of the trackage rights  
49 CFR 1180.6(a)(6)



# Illinois RainNet Railroad Lines

- ..... Iowa Interstate
- Illinois RailNet
- BNSF
- I&M Rail Link
- I'll Rail Not Trackage Rights
- ..... Conrail
- Union Pacific
- CSX
- Chicago Central Pacific

ILLINOIS INDIANA

IOWA

ILLINOIS

STB FINANCE DOCKET NO. 34559

EXHIBIT B

**COPY OF AGREEMENT BETWEEN THE PARTIES**  
**49 CFR 1180.6(a)(7)(ii)**

The agreement will be furnished  
within 10 days of execution

EXHIBIT C

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34559

ILLINOIS RAILNET, INC.  
--TRackage RIGHTS--  
THE BURLINGTON NORTHERN  
AND SANTA FE RAILWAY COMPANY

---

VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 CFR 1180.2(d)(7)

---

The Burlington Northern And Santa Fe Railway Company will agree to grant Illinois limited local trackage rights for the purpose of servicing customers on BNSF in and around Oregon, IL, and limited overhead rights for the purpose of interchanging traffic between BNSF and Illinois and accommodating light power moving over BNSF's lines, extending between MP 98.49 near Oregon, IL, and MP 86.57 near Flag Center, IL, and between MP 43.36 near Zearing, IL, and MP 40.73 near Montgomery, IL.

Illinois anticipates that it will exercise the subject trackage rights on or after October 1, 2004, at least 7 days

after filing this notice with the Surface Transportation Board.

This notice is filed under sec. 1180.2(d)(7). 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 will not stay the transaction.

Dated:

By the Board:

Vernon A. Williams

*Secretary*



430 West Madison Street  
Ottawa, Illinois 61350

(815) 431-0940  
FAX: (815) 431-0943

FAX COVER SHEET

To: John Heffner Date: 9-24-04

Including this cover sheet, you should receive 3 pages.

Ted Bissen	Vice President/General Manager
Rob Conway	Assistant/General Manager
Dawn Wolf	Customer Service Manager
Jo Alt	Customer Service Rep.

From: Ted Bissen  
Comments:

John - The limited local trackage  
rights should show

MP 95.3 @ bearing NOT 4336

Flag Center is off BNSF Mainline  
branch of Rochelle.

Ted Bissen	Vice President/General Manager
Rob Conway	Assistant/General Manager
Dawn Wolf	Customer Service Manager
Jo Alt	Customer Service Rep.

Ted

pronounced  
Beesons  
in + around  
Oregon

**JOHN D. HEFFNER, PLLC**  
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WASHINGTON, D.C.  
20036

PHONE: (202) 263-4180  
EMAIL: j.heffner@verizon.net

FAX: (202) 296-3939

DATE: 9/24/04

TO: Ted Bissan  
FROM: John D. Heffner  
FAX Number: 815-431-0943

Direct Line: (202) 263-4180  
Number of Pages: Cover + 3  
Client/Matter: 9216

The information contained in this facsimile transmittal is information intended only for the use of the individual or entity named above, and may be subject to the attorney/client privilege and is confidential. If the reader of this message is not the intended recipient, you are hereby notified that any distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us by telephone and destroy the facsimile message received. Thank you.

**MESSAGE:**

Ted, mark on this map the location of the trucking rights including the tower of Flag Center & Fax back to me.

John

**If you have any problems with this fax, please call (202) 263-4180**

VERIFICATION

STATE OF            )  
                          )     SS  
CITY OF            )

William E Glavin, being duly sworn according to law, hereby deposes and states that (s)he is authorized to make the Verification, has read the foregoing document, and knows the facts asserted therein are true and accurate as stated, to the best of (her)his knowledge, information and belief.



Subscribed and sworn to before me, a Notary Public, in and for the City of Bedford in the State of Texas, this 8<sup>th</sup> day of September



Notary Public

My Commission expires:

9/24/07

