

Lear & Lear

L.L.P.
LAW OFFICES

299 South Main, Suite 2200
Wells Fargo Center
Salt Lake City, Utah 84111
801-538-5000
Fax: 801-538-5001
www.learlaw.com

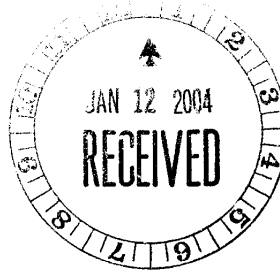
FEE RECEIVED

JAN 13 2004

**SURFACE
TRANSPORTATION BOARD**

Dennis C. Farley 801-538-5000
dennis.farley@learlaw.com

January 9, 2004



209845

Phillip Wm. Lear
Jon M. Lear
Dennis C. Farley
George G. Ventura
J. Matthew Snow
Kelly A. Williams
Stephanie Barber-Renteria
Michelle E. McConkie

Legal Assistants
Janice L. Brown, CLA, RLP
Marlene Lewis, RLP

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

RE: Finance Docket No. 34457

ENTERED
Office of Proceedings

JAN 13 2004

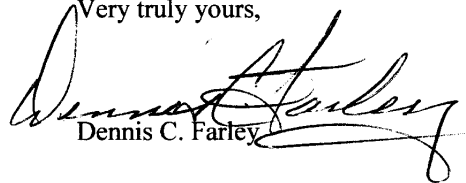
Part of
Public Record

Dear Mr. Williams:

Enclosed for filing in the above-referenced proceeding is an original and 10 copies of Utah Central Railway Company's Verified Notice of Exemption, a word processing diskette containing the Verified Notice of Exemption in WordPerfect 6.1 for Windows, and a check in the amount of \$1,300 for the filing fee required by 49 CFR 1002.2(f)(14)(ii).

Please acknowledge receipt of the enclosed materials by returning a stamped copy of this letter in the enclosed, self-addressed, stamped envelope.

Very truly yours,


Dennis C. Farley

Enclosures

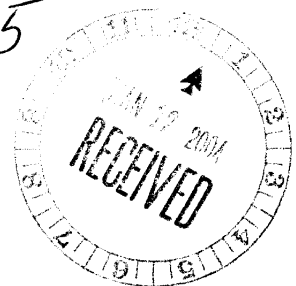
cc: W. Don Blansett

FILED

JAN 13 2004

**SURFACE
TRANSPORTATION BOARD**

209845



BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34457

UTAH CENTRAL RAILWAY COMPANY
TRACKAGE RIGHTS AND OPERATION EXEMPTION

FILED
JAN 13 2004
SURFACE
TRANSPORTATION BOARD

VERIFIED NOTICE OF EXEMPTION
OF
UTAH CENTRAL RAILWAY COMPANY
PURSUANT TO 49 CFR § 1150.41

FEE RECEIVED
JAN 13 2004
SURFACE
TRANSPORTATION BOARD

ENTERED
Office of Proceedings

JAN 13 2004

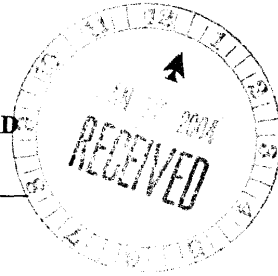
Part of
Public Record

Dennis C. Farley
Lear & Lear, L.L.P.
299 South Main, Suite 2200
Wells Fargo Center
Salt Lake City, Utah 84111
Telephone: (801) 538-5010
Fax: (801) 538-5001

Attorney for
Utah Central Railway Company

Dated: January 9, 2004

SURFACE TRANSPORTATION BOARD



STB FINANCE DOCKET NO. 34457

**UTAH CENTRAL RAILWAY COMPANY
--TRACKAGE RIGHTS AND OPERATION EXEMPTION--**

**VERIFIED NOTICE OF EXEMPTION OF
UTAH CENTRAL RAILWAY COMPANY**

Pursuant to provisions of 49 C.F.R Part 1150.41 *et. seq.*, Utah Central Railway Company (UCRC) files this Verified Notice of Exemption from requirements of 49 U.S.C. 10902, for operation under an Industrial Trackage Rights Agreement with Boyer BDO, L.C. ("Boyer"), of certain tracks within the industrial area known as the Business Depot Ogden ("BDO") at Ogden, Utah, for the purpose of providing rail service to customers located in the BDO. The Industrial Trackage Rights Agreement with Boyer is referred to herein as the "BDO Agreement."

In support of this notice application, UCRC submits the following:

**Section 1150.43(a) and (b)
Identification of Applicant and Representative**

Applicant Utah Central Railway Company is a Utah corporation with its principal office at 1963 South 1900 West, Ogden, Utah 84401.

Applicant is a "Class III rail carrier", which owns or has trackage rights over 40 miles of rail lines within the state of Utah.

Applicant's representative who should receive all pleadings and correspondence is Dennis C. Farley, Lear & Lear, L.L.P., 299 South Main, Suite 2200 Wells Fargo Center, Salt Lake City, Utah 84111.

**Section 1150.43(c)
Date and Commencement of Agreement**

The BDO Agreement becomes effective upon the effective date of this exemption.

Section 1150.43(d)
Identification of Operators of the Subject Property

The BDO was previously known as the Defense Depot Ogden, Utah. The BDO was acquired by Ogden City acting as the Ogden Local Redevelopment Authority, and is under lease to Boyer. Although the BDO tracks are in place, there is currently no rail operator in the BDO. Upon the effective date of this exemption, UCRC will be the exclusive rail operator of the BDO tracks.

Sections 1150.43(e)(1)-(4)
Summary of the Proposed Transaction

Union Pacific Railroad Company ("UP") and UCRC previously entered into a trackage agreement dated July 5, 2001, allowing UCRC to operate over certain portions of UP's tracks in Ogden, Utah, as authorized in Notice of Exemption Finance Docket No. 34051, Utah Central Railway Company - Lease and Operation Exemption- Union Pacific Railroad Company, Service Date August 22, 2001. The UP-UCRC Trackage Agreement allows UCRC to operate over certain portions of UP's rail line from the switch entering the BDO at Milepost UN 04.7, to the UP-UCRC interchange tracks.

There are approximately 15 miles of track within the BDO over which UCRC will operate under the BDO Agreement.

The BDO currently does not have rail operations. The BDO Agreement will allow UCRC to make appropriate investments in track maintenance, modifications, and improvements to enhance UCRC's financial viability and operations, and will result in resumption of rail service for customers located in the BDO.

Section 1150.43(f)
Maps of Subject Property

A map of the rail lines acquired under the BDO Agreement is attached hereto as Exhibit A.

Sections 1150.42(a), (e) and 1150.43(g)
Class III Revenue Certification

The projected annual revenue from the BDO Agreement, together with the projected annual revenue of UCRC, will not exceed the annual revenue of a Class III railroad and, will not result in the creation of a Class II or Class I rail carrier that would require processing under Section 1150.45. UCRC's certification is attached hereto as Exhibit B.

Section 1150.42(d)
Historic Preservation

UCRC will preserve intact all sites and structures on the BDO property that are more

than 50 years old until compliance with Section 1056 of the National Historic Preservation Act, 16 U.S.C. 470f, is achieved. Since cessation of rail operations would require Board approval, there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older, and the BDO Agreement is for track operation and maintenance only, no historic preservation report is required under 49 CFR 1105.8(b)(1).

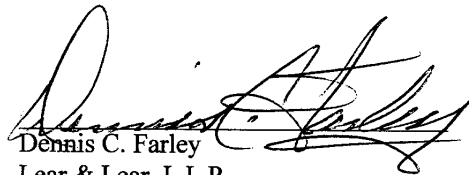
Section 1105.6(c)(2)
Environmental Documentation

The proposed transaction will not result in significant changes in carrier operations. No environmental documentation is required under the criteria of 49 CFR 1105.6(c)(2) because the proposed transaction reinstitutes rail service on existing BDO tracks and will not cause operating changes that exceed the thresholds in 49 CFR 1105.7(e)(4) or (5).

Section 1150.44
Caption Summary

A caption summary of the proposed transaction suitable for publication in the Federal Register is attached hereto as Exhibit C.

Respectfully submitted,



Dennis C. Farley
Lear & Lear, L.L.P.
299 South Main, Suite 2200
Wells Fargo Center
Salt Lake City, Utah 84111

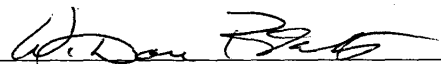
Attorney for
Utah Central Railway Company

Dated: January 9, 2004

VERIFICATION

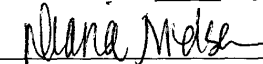
State of Utah)
) ss.
County of Weber)

W. Don Blansett, being duly sworn, deposes and says that he is the Vice President Operations for the Utah Central Railway Company, has read the foregoing Notice of Exemption, has personal knowledge of the facts asserted therein, and certifies the same are true as stated.


W. Don Blansett, Vice President Operations
Utah Central Railway

SUBSCRIBED AND SWORN TO

Before me this 8th day of January, 2004


Notary Public

My Commission expires: 2/1/07

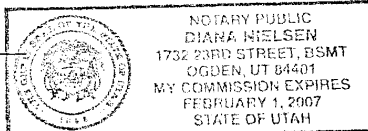


EXHIBIT A

MAP OF BDO TRACKS

(801) 399-9885



**The
Boyer
Company**

COLLIERS
INTERNATIONAL.COLLIERS
COMMERCE CRG

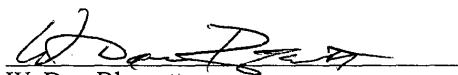
www.collierscrg.com/bdo

EXHIBIT B
CERTIFICATION

EXHIBIT B

CERTIFICATION

W. Don Blansett, Vice President Operations for Utah Central Railway Company being duly sworn, certifies that the projected revenues of Utah Central Railway Company upon consummation of the proposed transaction will not result in creation of a Class I or Class II rail carrier.



W. Don Blansett
Vice President Operations
Utah Central Railway Company

Dated: 1-8-04

EXHIBIT C

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB FINANCE DOCKET NO. 34457

UTAH CENTRAL RAILWAY COMPANY
-- TRACKAGE RIGHTS AND OPERATION EXEMPTION--

Utah Central Railway Company (UCRC), a Class III rail carrier, has filed a Verified Notice of Exemption under 49 CFR 1150.41 *et. seq.* to acquire trackage rights and operate the BDO Industrial Tracks in Ogden, Utah under an Industrial Trackage Rights Agreement with Boyer BDO, L.C., a total of 15 miles of rail line.

The BDO Industrial Tracks extend west from Union Pacific Railroad Company's main line tracks at Milepost UN 04.7. UCRC currently operates over UP's tracks pursuant to STB Finance Docket No. 34051, Utah Central Railway Company - Lease and Operation Exemption - Union Pacific Railroad Company, Service Date August 22, 2001.

An original and ten (10) copies of all pleadings and comments in this proceedings, STB Finance Docket No. 34457, must be filed with the Surface Transportation Board, Office of the Secretary, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy must be served on UCRC's representative: Dennis C. Farley, Lear & Lear, L.L.P., 299 South Main, Suite 2200 Wells Fargo Center, Salt Lake City, Utah 84111.

This Notice is filed under 49 CFR § 1150.41. 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. However, the filing of a petition to revoke will not automatically stay the transaction.

Decided: _____

Vernon A. Williams
Secretary