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April 1, 2002

BY UPS

The Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Richmond Pacific Railroad Corporation
Notice of Exemption Under 49 U.S.C. §10902 (Class III Rail Carrier)

Dear Madam or Sir:

Enclosed for filing is the original and ten (10) copies of the Richmond Pacific Railroad Corporation-Lease, Operating and Trackage Rights Exemptions-Rail Lines of Union Pacific Railroad Company and The Burlington Northern Santa Fe Railway Company In Contra Costa County, California Notice of Exemption (including the Caption Summary). The Notice of Exemption is also submitted on the enclosed disc in Word format.

Also enclosed is a check payable to the Surface Transportation Board in the amount of \$1300 as the exemption filing fee.

Mr. Rudy St. Louis of your office has previously assisted me with a preliminary review of this Notice of Exemption.

Sincerely yours,

Ronald C. Peterson

Ronald C. Peterson

RCP:sk
Encl.

cc: Gary M. Levin
Richmond Pacific Railroad Corporation

Mike McCoy
Richmond Pacific Railroad Corporation

LAW OFFICES
WWW.HANSONBRIDGETT.COM

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SURFACE

TRANSPORTATION BOARD

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HANSON
BRIDGETT
MARCUS
VLACHOS
RUDY-LLP

FD 34189

FEE RECEIVED

APR 02 2002

SURFACE
TRANSPORTATION BOARD

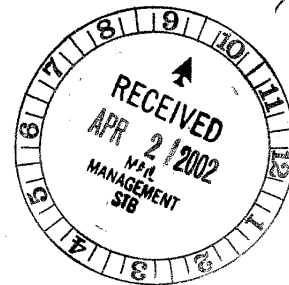
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BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



205099

Finance Docket No. 34189

RICHMOND PACIFIC RAILROAD CORPORATION-LEASE, OPERATING AND
TRackage RIGHTS EXEMPTIONS-RAIL LINES OF UNION PACIFIC RAILROAD
COMPANY AND THE BURLINGTON NORTHERN SANTA FE RAILWAY COMPANY IN
CONTRA COSTA COUNTY, CA

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NOTICE OF EXEMPTION

**SURFACE
TRANSPORTATION BOARD**

Richmond Pacific Railroad Corporation (Applicant), a Class III rail carrier, hereby provides the following as its verified notice of lease, operating and trackage rights exemptions of 10 miles of rail lines owned by Union Pacific Railroad Company (UP) and The Burlington Northern Santa Fe Railway Company (BNSF) pursuant to 49 C.F.R. Par 1150.41 et seq. This action comes within the class of transactions which are exempt from regulations under 49 U.S.C. section 10902.

(1) Information required by 49 C.F.R. Part 1150.43:

(a) Full name and address of the Class III rail carrier applicant:

Richmond Pacific Railroad Corporation
402 Wright Avenue
Richmond, CA 94804

(b) The name, address and telephone number of representative of Applicant to whom correspondence should be sent:

Ronald C. Peterson, Esq.
Hanson, Bridgett, Marcus, Vlahos & Rudy, LLP
333 Market Street, Suite 2300
San Francisco, CA 94105-2173
(415) 777-3200

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**SURFACE
TRANSPORTATION BOARD**

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Office of the Secretary

APR 02 2002

Part of
Public Record

(c) Statement that an agreement has been reached or details of when the agreement shall be reached:

Applicant anticipates that a Lease Agreement, Interchange Agreement, Operating Agreement, Commercial Marketing Agreement and Assignment and Assumption Agreement between Union Pacific Railroad Company ("UP") and Applicant will be executed on or about April 8, 2002. Applicant anticipates a Non-Exclusive Lease Agreement For Track and Right-of-Way between The Burlington Northern Santa Fe Railway Company ("BNSF") and Applicant will be executed on or about April 8, 2002.

(d) The operator of the property:

Rail service is operated by UP and BNSF.

(e) Brief summary of the proposed transaction:

Union Pacific Railroad Company Agreements

The transaction involves several agreements between UP and Applicant which include a Lease Agreement, an Interchange Agreement, an Operating Agreement, a Commercial Marketing Agreement and an Assignment and Assumption Agreement.

Under the Lease Agreement, UP, as Lessor, will lease to Applicant, as Lessee, trackage located in Contra Costa County, California on the Seaver Industrial Lead and the Richmond Industrial Lead (collectively, the "Leased Premises") for freight rail operations. The term of the Lease Agreement is five (5) years with options for Applicant to extend the term for two (2) additional consecutive periods of five (5) years each with the consent of UP. The trackage subject to the Lease Agreement on the Seaver Industrial Lead is from Milepost 0.20 near the Stege Wye to the end of the track at Milepost 2.46 (2.26 miles). The trackage subject to the Lease Agreement on the Richmond Industrial Lead is from Milepost 0.00 near the San Pablo

Wye to Milepost 1.01, including all industry tracks, the San Pablo Wye, and San Pablo house track (1.5 miles). UP and BNSF currently provide freight rail operations on this trackage.

Under the Interchange Agreement, UP and Applicant agree to interchange freight cars, locomotives, cabooses and other equipment ("Equipment") adjacent to the UP mainline at the Stege Wye on interchange trackage from Milepost 7.5 to Milepost 10.7 (3.2 miles).

Under the Operating Agreement, UP will permit Applicant to operate freight rail service on subsidiary trackage adjacent to the UP mainline from Milepost 10.7 near the Stege Wye to Milepost 13.74 near the San Pablo Wye (3.04 miles).

Under the Cooperative Marketing Agreement, UP and Applicant have agreed upon rail car switching or interchange charges for various types of freight cargo shipments originated or terminated by UP or Applicant.

Under the Assignment and Assumption Agreement, UP will assign its rights under certain agreements related to the Leased Premises to Applicant and Applicant will assume the obligations of UP under such agreements.

The Burlington Northern Santa Fe Railway Company Agreement

Under the Non-Exclusive Lease Agreement For Track and Right-of-Way, BNSF and Applicant agree to interchange Equipment (as defined above) at the 23rd Street yard and to deliver Equipment to locations along the Seaver Industrial Lead utilizing joint track leased to Applicant by BNSF and UP, operating rights on BNSF-owned track and on track leased by BNSF to Applicant.

(1) The name and address of the railroad transferring operations to Applicant as Class III rail carrier applicant are as follows:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

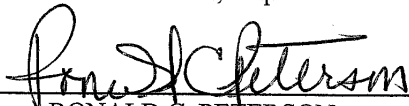
The Burlington Northern Santa Fe Railway Company
8200 East Park Meadow, suite 8204
Lone Tree, CO 80124

- (2) The consummation of the transaction is proposed to occur on or about April 8, 2002.
- (3) Mileposts of the subject property:
- The Mileposts are as described above.
- (4) Total route miles being leased:
- Approximately 10 miles.
- (f) A map indicating the area to be served, including origins, termini, stations, cities, counties and state is attached as Exhibit A.
- (g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier is attached as Exhibit B.

The required verification is attached as Exhibit C.

Respectfully submitted,

HANSON, BRIDGETT, MARCUS, VLAHOS
& RUDY, LLP
RONALD C. PETERSON, Esq.



RONALD C. PETERSON
Attorney for Applicant
Richmond Pacific Railroad Corporation

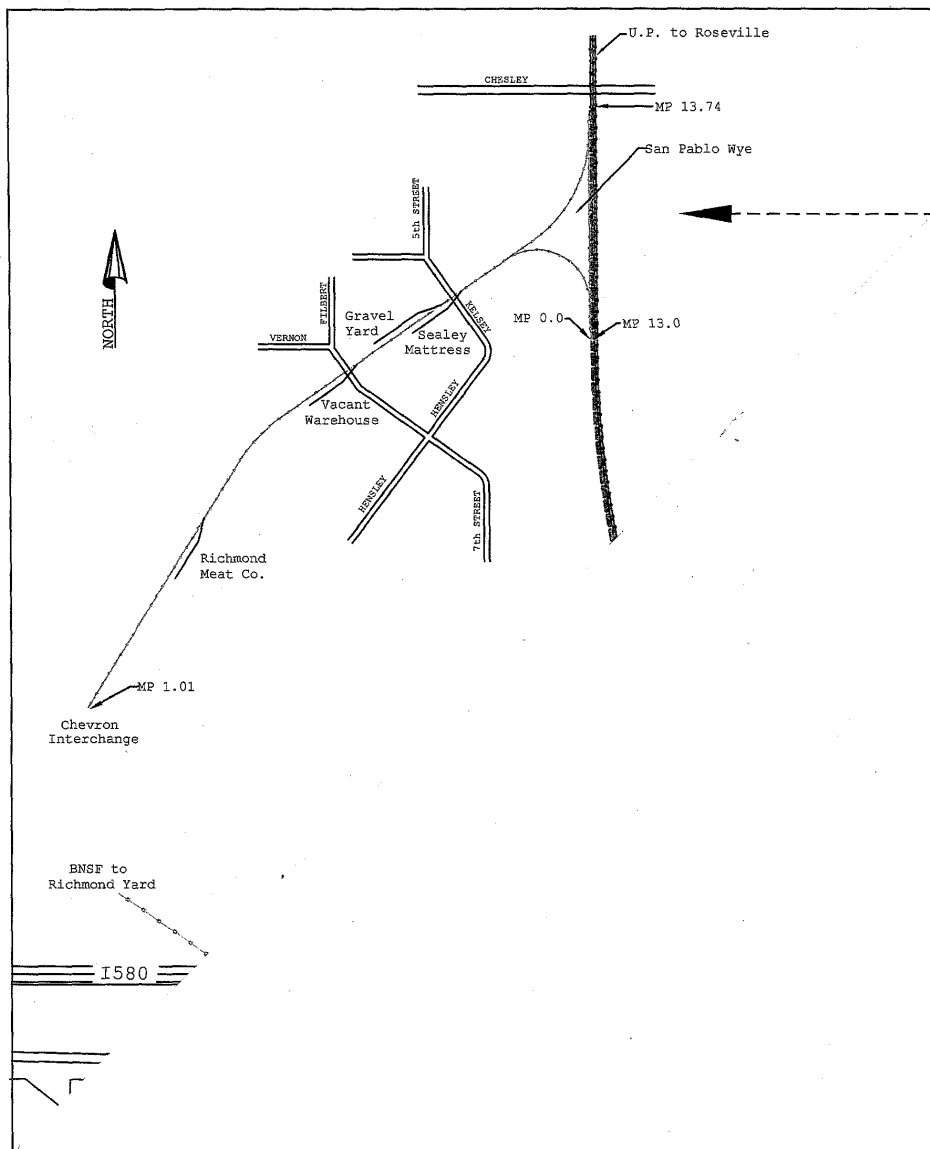
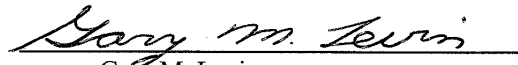


EXHIBIT B

I, Gary M. Levin, President and Chief Executive Officer of Richmond Pacific Railroad Corporation (Applicant), a Class III rail carrier, certify that the Applicant's projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier so as to require processing under §1150.45.



Gary M. Levin
President and Chief Executive Officer
RICHMOND PACIFIC RAILROAD
CORPORATION

EXHIBIT C
VERIFICATION

Gary M. Levin being duly sworn, deposes and says that he is the President and Chief Executive Officer of Richmond Pacific Railroad Corporation, that he has read the foregoing verified Notice of Exemption, knows the contents thereof and that the factual statements contained therein are true.

Gary M. Levin
Gary M. Levin
President and Chief Executive Officer
RICHMOND PACIFIC RAILROAD
CORPORATION

Subscribed and sworn to before me
this 27th day of March, 2002,
at San Francisco, California

Loretta G. Armstrong
Notary Public
My commission expires 8/27/05



SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

Finance Docket No. 34189

CAPTION SUMMARY

RICHMOND PACIFIC RAILROAD CORPORATION-LEASE, OPERATING AND TRACKAGE RIGHTS EXEMPTIONS-RAIL LINES OF UNION PACIFIC RAILROAD COMPANY AND THE BURLINGTON NORTHERN SANTA FE RAILWAY COMPANY IN CONTRA COSTA COUNTY, CA.

Richmond Pacific Railroad Corporation (Applicant), a Class III rail carrier, has filed a notice of exemption under 49 C.F.R. Part 1150.41 et seq. to lease, operate and allow trackage rights over 10 miles of rail lines owned by Union Pacific Railroad Company (UP) and the Burlington Northern Santa Fe Railway Company (BNSF) in Contra Costa County, CA, in the following manner: (a) extending from the Seaver Industrial Lead at milepost 0.20 to milepost 2.46 near the Stege Wye, a distance of 2.26 miles; (b) extending from the Richmond Industrial Lead at milepost 0.00 to milepost 1.01, including all industry tracks near the San Pablo Wye and San Pablo house tracks, a distance of 1.5 miles; (c) trackage rights over the UP rail line extending from milepost 7.5 to milepost 10.7 near the Stege Wye, a distance of 3.2 miles; (d) trackage rights over the UP rail line extending from milepost 10.7 to milepost 13.74 near the San Pablo Wye, a distance of 3.04 miles; and (e) trackage rights over the BNSF rail line at the 23rd Street yard along the Seaver Industrial Lead. This action comes within the class of transactions which are exempt from regulations under 49 U.S.C. section 10902.

Comments may be filed with the Surface Transportation Board and served on Ronald C. Peterson, Esq., Hanson, Bridgett, Marcus, Vlahos & Rudy, LLP, 333 Market Street, Suite 2300, San Francisco, CA 94105-2173, telephone (415) 777-3200.

The notice is filed under 49 C.F.R. Part 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. 10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated:

By the Board: Vernon L. Williams
 Secretary

CERTIFICATE OF SERVICE

I, Helen L. Kagan, certify that I have this day caused copies to be served of the foregoing document upon all parties of record in this proceeding, by first class mail, postage prepaid:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179
Attention: John Miller

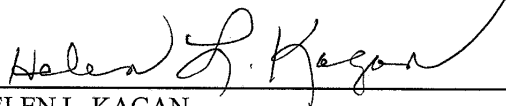
The Burlington Northern and Santa Fe Railway Company
8200 East Park Meadow, suite 8204
Lone Tree, CO 80124
Attention: Kenneth R. Keller

California State Historical Preservation Office
P. O. Box 942896
Sacramento, CA 94296-0001

California Public Utilities Commission
Railroad Operations & Safety Branch
505 Van Ness Avenue
San Francisco, CA 94102

The Honorable Gray Davis
State of California
State Capitol
Sacramento, CA 94514

Dated: April 1, 2002


HELEN L. KAGAN
HANSON, BRIDGETT, MARCUS,
VLAHOS & RUDY, LLP
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Telephone: (415) 777-3200