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June 7, 2002

205567

VIA COURIER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20006



Re: **Finance Docket No. 34177**
Iowa, Chicago & Eastern Railroad Corporation -- Acquisition
and Operation Exemption -- Lines of I&M Rail Link, LLC

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of Iowa, Chicago & Eastern Railroad Corporation Pursuant to 49 C.F.R. § 1150.35(d)**, dated June 7, 2002. A check in the amount of \$1,300, representing the appropriate fee for this filing, is attached.

One extra copy of the Notice and this letter also are enclosed. I would request that you date-stamp those items to show receipt of this filing and return them to me in the provided envelope.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

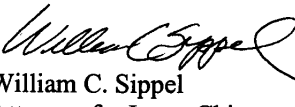
Respectfully submitted,

FEE RECEIVED

JUN 07 2002

WCS:tjl SURFACE
TRANSPORTATION BOARD

Enclosures


William C. Sippel
Attorney for Iowa, Chicago & Eastern
Railroad Corporation

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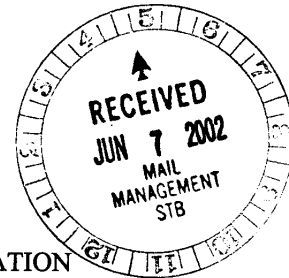
SURFACE
TRANSPORTATION BOARD

ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34177

IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
-- ACQUISITION AND OPERATION EXEMPTION --
LINES OF I&M RAIL LINK, LLC



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JUN 07 2002

VERIFIED NOTICE OF EXEMPTION
OF
IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
PURSUANT TO 49 C.F.R. § 1150.35(d)

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SURFACE
TRANSPORTATION BOARD

William C. Sippel
Thomas J. Litwiler
Fletcher & Sippel LLC
Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, Illinois 60601-6721
(312) 540-0500

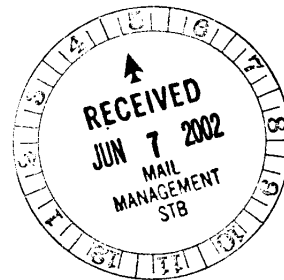
**ATTORNEYS FOR IOWA, CHICAGO &
EASTERN RAILROAD CORPORATION**

Dated: June 7, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34177

IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
-- ACQUISITION AND OPERATION EXEMPTION --
LINES OF I&M RAIL LINK, LLC



VERIFIED NOTICE OF EXEMPTION
OF
IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
PURSUANT TO 49 C.F.R. § 1150.35(d)

Iowa, Chicago & Eastern Railroad Corporation ("IC&E"), a non-carrier, hereby files this verified notice of exemption pursuant to 49 C.F.R. § 1150.31, et seq. to acquire and operate certain rail lines of I&M Rail Link, LLC ("IMRL") in the states of Illinois, Iowa, Kansas, Missouri, Minnesota and Wisconsin (the "IMRL Lines"). The total distance of the rail lines and incidental trackage rights to be acquired by IC&E is approximately 1400 miles. In accordance with 49 C.F.R. § 1150.35(a), IC&E on May 24, 2002 submitted and served a notice of its intent to file this notice of exemption.

The projected annual revenues of IC&E, once IC&E completes the acquisition of the IMRL Lines, will be within the range for Class II rail carriers.

In accordance with the requirements of 49 C.F.R. §§ 1150.33-1150.35, IC&E submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

The full name and address of the non-carrier applicant herein is as follows:

Iowa, Chicago & Eastern Railroad Corporation
P.O. Box 2734
Davenport, Iowa 52809-2734

Applicant's Representative: 49 C.F.R. § 1150.33(b)

IC&E's representative to whom correspondence regarding this transaction should be addressed is as follows:

William C. Sippel
Fletcher & Sippel LLC
Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, Illinois 60601-6721
(312) 540-0500

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

On February 4, 2002, IC&E and IMRL executed an Asset Purchase Agreement providing for IC&E's acquisition of substantially all of IMRL's right, title and interest in the IMRL Lines.

Operation of the Property: 49 C.F.R. § 1150.33(d)

IC&E will be the operator of the rail lines acquired in the proposed transaction.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

IC&E is a newly-formed, indirect non-carrier subsidiary of Dakota, Minnesota & Eastern Railroad Corporation ("DM&E"). The stock of IC&E is held by Cedar American Rail Holdings, Inc. ("Holdings"), an intermediate holding company and a wholly-owned subsidiary of DM&E. DM&E is an existing Class II common carrier by rail which operates approximately 1100 miles of trackage in the states of Minnesota, South Dakota, Wyoming, Nebraska and Iowa. See Dakota, Minnesota & Eastern Railroad Corporation -- Acquisition and Operation Exemption -- Chicago and North Western Transportation Company, Finance Docket No. 30889 (ICC served September 8, 1986); Dakota, Minnesota & Eastern Railroad Corporation -- Acquisition and Operation -- Colony Line Segment of Union Pacific Railroad Company, Finance Docket No. 32864 (STB served April 25, 1996).

Pursuant to the Asset Purchase Agreement entered into by IC&E and IMRL, IC&E will acquire IMRL's existing rail lines extending generally between Chicago, Kansas City and Minneapolis/St. Paul, as well as across northern Iowa and southern Minnesota. The total distance of the rail lines to be acquired by IC&E is approximately 1125 miles. IC&E also will acquire via assignment from IMRL approximately 275 miles of incidental trackage rights over line segments of other carriers. A detailed description of the rail lines and incidental trackage rights to be acquired by IC&E is attached hereto as Exhibit A. In addition, IC&E will acquire:

- 1) IMRL's ownership and operational interests in The Kansas City Terminal Railway Company;
- 2) IMRL's ownership and operational interests in the so-called "Joint Agency" in Kansas City (jointly owned by The Kansas City Southern Railway Company); and 3) IMRL's interests in jointly-owned and/or operated industry trackage in various locations, including South Beloit, Illinois, Beloit and Janesville, Wisconsin and Clinton, Iowa.

IC&E is currently finalizing the financing arrangements for the transaction. IC&E's proposed acquisition and operation of the IMRL Lines received a strong positive response from the financial markets. IC&E has selected Toronto Dominion Bank to provide senior secured debt financing for the acquisition and for IC&E's working capital needs.¹ As of the date of this Notice of Exemption, due diligence has been completed and a commitment letter is expected to be issued in the next few days. IC&E expects that all documentation will have been completed and all financing will be in place by June 28, 2002, the currently-anticipated consummation date for the transaction.

¹ The bank or an affiliate of the bank will be the lead lender. The bank may syndicate a portion of the loan with other banks.

DM&E and Holdings expect to file shortly an application pursuant to 49 U.S.C. § 11323(a)(3) and 49 C.F.R. § 1180.2(c) to control IC&E once IC&E acquires the IMRL Lines and becomes a rail carrier. That proceeding will be docketed as Finance Docket No. 34178, Dakota, Minnesota & Eastern Railroad Corporation and Cedar American Rail Holdings, Inc. -- Control -- Iowa, Chicago & Eastern Railroad Corporation. Holdings plans to place the stock of IC&E in an independent voting trust in accordance with the provisions of 49 C.F.R. § 1013 so that IC&E may proceed to consummate the acquisition of the IMRL Lines in a timely fashion.

The name and address of the railroad transferring the IMRL Lines to IC&E is as follows:

I&M Rail Link, LLC
1910 East Kimberly Road
Davenport, Iowa 42807

IC&E currently anticipates that it will consummate its acquisition of the IMRL Lines and commence operations on or after June 28, 2002.

Map: 49 C.F.R. § 1150.33(f)

A map indicating the area to be served by IC&E, including origins, termini, stations, cities and states, is attached as Exhibit B to this Notice.

Certification of Class III Status: 49 C.F.R. § 1150.33(g)

Not applicable.

General Statement - Service Intentions: 49 C.F.R. § 1150.35(b)(1)

IC&E intends to maintain and strengthen a focus on providing efficient, competitive and reliable rail service to local shippers on the IMRL Lines. Grain, grain products and other agricultural-related products are the largest commodity group on IMRL today (after haulage traffic, discussed below), and will be a cornerstone of IC&E's customer service efforts.

IC&E's sister company, DM&E, has an almost 16-year track record of service performance on its own "granger" line across southern Minnesota and South Dakota, and IC&E intends to bring that experience and dedication to the IMRL Lines.² Also like DM&E, the IMRL Lines have several major, non-agricultural groups of traffic, such as coal to power plants in the Quad Cities and Muscatine, Iowa and steel-related products to and from the IPSCO Steel Inc. facility at Montpelier, Iowa. IC&E is committed to a flexible, multi-faceted service approach that will address and meet the needs of each of these customers.

IC&E benefits further from its access to major Midwestern rail gateways: Chicago, Kansas City and Minneapolis/St. Paul. Indeed, IC&E will connect with every U.S. Class I railroad, a claim that no other non-Class I railroad may be able to make. IC&E will look to develop constructive and innovative relationships with all of its Class I connections, while maintaining the independence to promote fair and effective access to the national rail system for its regional customers.

IC&E will continue service on all of the IMRL Lines now operated by IMRL, and generally will maintain existing service frequency levels. IMRL currently operates approximately 10 through trains, 23 local trains and 15 yard assignments each day. IC&E intends to retain this basic operating pattern upon start-up. Any modifications or adjustments to service patterns and frequency will be made gradually, and only after IC&E has become familiar with the traffic and service requirements of the lines.

IMRL currently handles significant volumes of overhead haulage traffic for Class I railroads, several of which have recently indicated to IMRL that such traffic may be reduced or

² DM&E serves corn, wheat and soybean-producing territory, while the principal agricultural product on the IMRL Lines is corn. Indeed, the IMRL lines from Marquette to Sheldon, Iowa and from Ramsey to Jackson, Minnesota frequently are referred to as the "Corn Lines."

diverted to other routes. Such action would reduce the number of train movements on the Chicago-Kansas City and Chicago-Twin Cities main lines, although those reductions would be unrelated to IC&E's acquisition of the IMRL Lines. IC&E is working aggressively to retain this haulage traffic on a remunerative basis.

The IMRL Lines are currently dispatched by Montana Rail Link, Inc. ("MRL"), an affiliate of IMRL, pursuant to a contractual arrangement between MRL and IMRL. IM&E has entered into an agreement with MRL under which MRL will continue to provide dispatching for the IMRL Line for an interim period after IC&E begin operations. Dispatching responsibility for the IMRL Lines will be cut-over from MRL to IC&E in four stages following consummation of the transaction, with the first transition occurring 30 days after consummation and complete transition occurring 2½ months after consummation. IC&E may adjust any of the transition dates by up to 45 days. The interim arrangements with MRL assure that the safety and quality of dispatching on the IMRL Lines will be maintained at all times.

IMRL's existing locomotive fleet consists of 107 units of various models, ages and condition. Many of those locomotives are quite old, and the bad-order ratio for IMRL's fleet is significantly higher than average. IC&E will utilize a fleet of 60 SD40-2 locomotives, 25 GP40-2 locomotives and four GP40 locomotives. Leases for these locomotives have been executed, and the locomotives will be positioned on the IMRL Lines prior to the start-up of IC&E operations. IC&E does not expect to retain any of IMRL's existing locomotives. IC&E's more efficient, reliable motive power will result in what IC&E expects to be significantly increased locomotive availability, improved service consistency and reduced costs.

IC&E intends to construct a new heavy locomotive repair facility at a central location on the IMRL Lines during the next two years. IMRL has no such facility today, and

contracts with third parties to perform heavy locomotive maintenance and repairs. Construction of the new facility will allow IC&E to perform nearly all locomotive work short of overhauls or rebuilds on an in-house basis. During roughly the same period, IC&E intends to conduct (through an outside contractor) program overhauls on its fleet of GP40-2 locomotives, which IC&E has an option to purchase.

While (as discussed further below) the hiring process is not yet completed, IC&E anticipates that very nearly all of its transportation, engineering and mechanical field officer positions will be staffed by existing IMRL managers. Management and operations on IC&E will be headed by Mr. Robert O. Brownell, an industry veteran with over 38 years of railroad experience. Mr. Brownell previously held various positions with The New York Central Railroad Company, Penn Central Transportation Company and Chicago & North Western Transportation Company. He has extensive experience in merger transactions and dispatching system start-ups, as well as in managing rail operations in the territory today served by IMRL. IC&E will thus have from start-up an experienced, knowledgeable management force, well-equipped both to assure the smooth transition of the IMRL Lines to IC&E ownership and to improve service and operations over the longer term.

General Statement - Labor Impacts: 49 C.F.R. § 1150.35(b)(2)

On February 25, 2002, IC&E posted the so-called "60-day notice" required by 49 C.F.R. § 1150.32(e), outlining for IMRL employees expected employment opportunities on IC&E once IC&E completes its acquisition of the IMRL Lines. That notice indicated that IC&E expected to have between 550 and 700 positions available on or shortly after start-up. IMRL currently has approximately 685 active employees.

The lower-end estimate of 550 positions in the IC&E 60-day notice reflected to a large extent the pending potential loss of IMRL haulage traffic. Any headcount reduction attributable to haulage traffic losses is likely to occur whether or not IC&E acquires the IMRL Lines. As indicated above, IC&E would like to retain profitable haulage traffic wherever possible.

Since March 1st, IC&E has held numerous "town hall" and departmental meetings with IMRL employees at various locations across the IMRL system to discuss the proposed acquisition and employment opportunities on IC&E. IC&E has set-up a secure Internet web site where IMRL employees can go to obtain information on available IC&E jobs, pay ranges, benefit plans and the hiring process. Many IMRL employees have utilized the web site and have indicated that it has assisted them as they enter this transitional period. IC&E has completed hundreds of face-to-face interviews for positions in all departments, and is currently extending offers to prospective employees. IC&E expects to complete the hiring process in most cases by mid-June. In all but a very few instances, applicants and interviewees for positions on IC&E have been IMRL employees.³

Based on the hiring and other start-up planning done to date, IC&E now expects that the number of positions available at start-up will approach the upper end of the range indicated in IC&E's 60-day notice, and may roughly equal current aggregate IMRL employment levels. Subject to individual qualification, it now appears that there will be IC&E positions for all active IMRL train and engine service personnel. IC&E continues to expect few reductions in

³ As indicated above, IMRL currently contracts with an affiliated rail carrier in Montana for (among other things) dispatching services, and thus IMRL has no existing dispatchers of its own. IC&E intends to handle dispatching on an in-house basis, and the dispatchers it has sought to recruit necessarily have not been from within the ranks of existing IMRL employees. This is the only significant area in which this is true.

IMRL employment levels in the engineering and mechanical areas. Additional mechanical employment opportunities should be available once IC&E's anticipated new locomotive repair facility is completed. IC&E may employ a somewhat smaller number of administrative and clerical employees than are employed directly by IMRL today. However, IC&E will have a number of local employment opportunities that presently do not exist on IMRL. As referenced above, for example, IMRL contracts with an affiliate in Montana for dispatching and a number of administrative services. IC&E expects that upon or shortly after start-up many of those functions will be performed at administrative offices in Davenport, Iowa or Sioux Falls, South Dakota.

In many instances, new IC&E employees will receive a pay increase from their comparable existing positions on IMRL. IC&E also is discussing with potential new employees, on a department-by-department basis, what type of benefits package would be best suited for the members of that particular department. While there may not be in every instance a one-for-one equivalency between jobs on IMRL and jobs on IC&E, IC&E believes that there will be employment opportunities for the vast majority of IMRL employees, and that those employees will be benefited rather than harmed by the proposed transaction.

Advance Employee Notice: 49 C.F.R. § 1150.52(e)

On February 25, 2002, IC&E posted and served the so-called "60-day notice" required by 49 C.F.R. § 1150.32(e). A copy of the 60-day notice, as filed with the Board on February 26, 2002, was included with IC&E's notice of intent filed on May 24, 2002, a copy of which is provided with the certificate attached hereto as Exhibit C.

Compliance with Notice of Intent Requirements: 49 C.F.R. § 1150.35(d)

A certificate certifying that, at least fourteen days before filing this Notice of Exemption, IC&E served on the parties specified by 49 C.F.R. § 1150.35(c) a notice of intent containing the information specified in 49 C.F.R. § 1150.35(b) is attached hereto as Exhibit C. A copy of the notice of intent is attached to the certificate.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

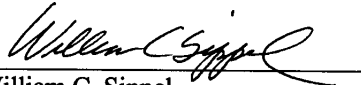
Under 49 C.F.R. § 1105.6(c)(2), the proposed acquisition of the IMRL Lines by IC&E is exempt from environmental reporting requirements. IC&E's acquisition of those lines will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), the proposed acquisition of the IMRL Lines by IC&E also is exempt from historic preservation reporting requirements. IC&E's acquisition of the lines is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to abandon any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary in appropriate form is attached as Exhibit D to this notice. A computer diskette containing the text of the caption summary is being submitted herewith.

Respectfully submitted,

By: 
William C. Sippel
Thomas J. Litwiler
Fletcher & Sippel LLC
Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, Illinois 60601-6721
(312) 540-0500

**ATTORNEYS FOR IOWA, CHICAGO &
EASTERN RAILROAD CORPORATION**

Dated: June 7, 2002

EXHIBIT A

DESCRIPTION OF IMRL LINES TO BE ACQUIRED BY IOWA, CHICAGO & EASTERN RAILROAD CORPORATION

- Milepost 40.3 at Pingree Grove, Illinois through milepost 141.6 at Sabula Junction, Iowa and milepost 499.2 at Air Line Junction, Kansas City, Missouri to KCT Junction (Sheffield), Kansas City, Missouri, a distance of approximately 459.5 miles, inclusive of the following trackage rights, paired track and joint track segments:
 - Trackage rights over Union Pacific Railroad Company ("UP") from milepost 157.3 to milepost 157.8 in Clinton, Iowa, a distance of approximately 0.5 miles.
 - Paired track with UP from milepost 456.7 at Polo, Missouri to milepost 494.5 at Birmingham, Missouri, a distance of approximately 37.8 miles.
 - Joint track with UP from milepost 494.5 at Birmingham, Missouri to milepost 499.2 at Air Line Junction, Kansas City, Missouri, and from KCS Junction to KCT Junction (Sheffield) in Kansas City, a distance of approximately 4.8 miles.
 - Trackage rights over The Kansas City Southern Railway Company ("KCS") from Air Line Junction to KCS Junction in Kansas City, Missouri, a distance of approximately 0.5 miles
- Milepost 0.0 at Sabula Junction, Iowa through milepost 98.0 at Marquette, Iowa to milepost 159.0 at LaCrescent, Minnesota, a distance of approximately 159.0 miles, inclusive of the following trackage rights segment:
 - Trackage rights over Chicago, Central & Pacific Railroad Company ("CCP") from milepost 41.7 to milepost 43.6 in Dubuque, Iowa, a distance of approximately 1.9 miles.
- Milepost 0.0 at Marquette, Iowa through milepost 116.7 at Mason City, Iowa to milepost 253.4 at Sheldon, Iowa, a distance of approximately 253.4 miles.
- Milepost 0.0 at Mason City, Iowa through a milepost equation at Ramsey, Minnesota where milepost 43.0 = milepost 72.5 and through milepost 101.9 at Owatonna, Minnesota to milepost 123.8 at Comus, Minnesota, a distance of approximately 94.3 miles.
- Milepost 43.0 at Ramsey, Minnesota to milepost 149.4 at Jackson, Minnesota, a distance of approximately 106.4 miles, inclusive of the following trackage rights segment:
 - Trackage rights over UP from milepost 122.9 at Fairmont, Minnesota to milepost 130.2 at Welcome Junction, Minnesota, a distance of approximately 7.3 miles.
- Milepost 0.0 at Davis Junction, Illinois (on the Pingree Grove-Kansas City line) through milepost 12.9 at Rockford, Illinois to milepost 46.8 at Janesville, Wisconsin, including the R&SW Spur from milepost 32.4 at Beloit Junction, Wisconsin to milepost 34.6, a

total distance of approximately 49.0 miles, inclusive of the following trackage rights segment:

- Trackage rights over Illinois RailNet, Inc. from Davis Junction, Illinois to Rockford, Illinois, a distance of approximately 12 miles.
- Milepost 94.5 at Wheeler Gravel Pit, Wisconsin through a milepost equation near West Yard in Janesville, Wisconsin where milepost 98.9 = milepost 10.0 to milepost 11.0 west of Janesville, including the "wye" tracks connecting to the Davis Junction-Rockford-Janesville line, a distance of approximately 6.6 miles.
- Davenport, Iowa (on the Pingree Grove-Kansas City line) to Albany and Silvis, Illinois, a distance of approximately 35.5 miles, pursuant to local trackage rights on The Burlington Northern and Santa Fe Railway Company ("BNSF") from DRI milepost 36.7 at Davenport, Iowa through DRI milepost 45.5/CP milepost 51.6 at East Moline, Illinois to CP milepost 26.6 at Albany, Illinois, and from milepost 246.1 (DRI milepost 45.1) at East Moline, Illinois to milepost 244.4 at Silvis, Illinois.
- Milepost 0.0 at Davenport, Iowa (on the Pingree Grove-Kansas City line) to milepost 9.7 at Eldridge, Iowa, a distance of approximately 9.7 miles.
- Milepost 0.0 at Wells, Minnesota (on the Ramsey-Jackson line) to milepost 9.0 at Minnesota Lake, Minnesota, a distance of approximately 9.0 miles.

The total distance of these rail lines to be acquired by IC&E is approximately 1182.4 miles (including approximately 57.7 miles of incorporated, incidental trackage rights).

IC&E also will acquire via assignment from IMRL the following additional incidental trackage rights:

- Over the Commuter Rail Division of the Regional Transportation Authority of Northeast Illinois, d/b/a Metra between milepost 40.3 at Pingree Grove, Illinois and milepost 6.5 at Cragin Junction, Illinois, a distance of approximately 33.8 miles, as well as over connecting trackage of Soo Line Railroad Company ("Soo") at Spaulding and Franklin Park, Illinois to reach connections with other carriers.
- Over Soo between milepost 159.0 at LaCrescent, Minnesota and milepost 416.3 at Merriam Park, Minnesota, a distance of approximately 133.3 miles.
- Over Soo between milepost 123.8 at Comus, Minnesota and milepost 150.7 at Rosemount, Minnesota, a distance of approximately 26.9 miles.
- Over BNSF between milepost 429.7 at Division Street, St. Paul, Minnesota and milepost 11.6 at Shoreham Yard, Minneapolis, Minnesota, a distance of approximately 11.9 miles.

- Over Iowa Northern Railway Company between IANR milepost 210.7 at Nora Springs, Iowa and IANR milepost 219.5 at Plymouth Junction, Iowa, a distance of approximately 8.8 miles (connecting the Marquette-Mason City-Sheldon line and the Mason City-Ramsey-Owatonna-Comus line).

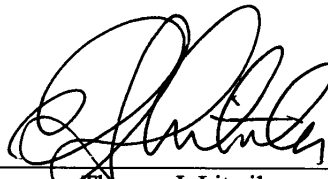
The total distance of these additional incidental trackage rights to be acquired by IC&E is approximately 214.7 miles. The total distance of the rail lines and all incidental trackage rights to be acquired by IC&E is approximately 1397.1 miles.



EXHIBIT C

CERTIFICATE OF COMPLIANCE
PURSUANT TO 49 C.F.R. § 1150.35(d)

I hereby certify that on May 23, 2002, a copy of the attached **Notice of Intent of Iowa, Chicago & Eastern Railroad Corporation to File Verified Notice of Exemption Pursuant to 49 C.F.R. § 1150.35** was served by first class mail, postage prepaid, upon each of the governmental, union and shipper parties identified in 49 C.F.R. § 1150.35(c)(1)-(4).

A handwritten signature in black ink, appearing to read "T. Litwiler", is written over a horizontal line.

Thomas J. Litwiler

Dated: June 7, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34177



IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
-- ACQUISITION AND OPERATION EXEMPTION --
LINES OF I&M RAIL LINK, LLC

ENTERED
Office of the Secretary

MAY 28 2002

Part of
Public Record

**NOTICE OF INTENT OF
IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
TO FILE VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.35**

William C. Sippel
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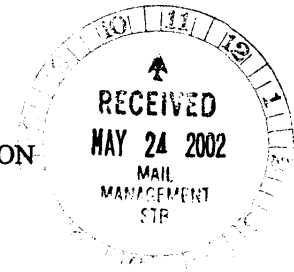
**ATTORNEYS FOR IOWA, CHICAGO &
EASTERN RAILROAD CORPORATION**

Dated: May 23, 2002

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SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34177

IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
-- ACQUISITION AND OPERATION EXEMPTION --
LINES OF I&M RAIL LINK, LLC



NOTICE OF INTENT OF
IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
TO FILE VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.35

ENTERED
Office of the Secretary
MAY 28 2002
PART OF
PUBLIC RECORD

Iowa, Chicago & Eastern Railroad Corporation ("IC&E"), a non-carrier, hereby files this Notice of Intent pursuant to 49 C.F.R. § 1150.35(a) and states that, on or after June 7, 2002, it intends to file a verified notice of exemption under 49 C.F.R. § 1150.31, et seq. to acquire and operate certain rail lines of I&M Rail Link, LLC ("IMRL") in the states of Illinois, Iowa, Kansas, Missouri, Minnesota and Wisconsin (the "IMRL Lines"). The total distance of the rail lines and incidental trackage rights to be acquired by IC&E is approximately 1400 miles.

The projected annual revenues of IC&E, once IC&E completes the acquisition of the IMRL Lines, will be within the range for Class II rail carriers.

In accordance with the requirements of 49 C.F.R. §§ 1150.33 and 1150.35, IC&E submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

The full name and address of the non-carrier applicant herein is as follows:

Iowa, Chicago & Eastern Railroad Corporation
P.O. Box 2734
Davenport, Iowa 52809-2734

Applicant's Representative: 49 C.F.R. § 1150.33(b)

IC&E's representative to whom correspondence regarding this transaction should be addressed is as follows:

William C. Sippel
Fletcher & Sippel LLC
Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, Illinois 60601-6721
(312) 540-0500

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On February 4, 2002, IC&E and IMRL executed an Asset Purchase Agreement providing for IC&E's acquisition of substantially all of IMRL's right, title and interest in the IMRL Lines.

Operation of the Property: 49 C.F.R. § 1150.33(d)

IC&E will be the operator of the rail lines to be acquired in the proposed transaction.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

IC&E is a newly-formed, indirect non-carrier subsidiary of Dakota, Minnesota & Eastern Railroad Corporation ("DM&E"). The stock of IC&E is held by Cedar American Rail Holdings, Inc. ("Holdings"), an intermediate holding company and a wholly-owned subsidiary of DM&E. DM&E is an existing Class II common carrier by rail which operates approximately 1100 miles of trackage in the states of Minnesota, South Dakota, Wyoming, Nebraska and Iowa. See Dakota, Minnesota & Eastern Railroad Corporation -- Acquisition and Operation Exemption -- Chicago and North Western Transportation Company, Finance Docket No. 30889 (ICC served September 8, 1986); Dakota, Minnesota & Eastern Railroad Corporation --

Acquisition and Operation -- Colony Line Segment of Union Pacific Railroad Company, Finance

Docket No. 32864 (STB served April 25, 1996).

Pursuant to the Asset Purchase Agreement entered into by IC&E and IMRL, IC&E will acquire IMRL's existing rail lines extending generally between Chicago, Kansas City and Minneapolis/St. Paul, as well as across northern Iowa and southern Minnesota. The total distance of the rail lines to be acquired by IC&E is approximately 1125 miles. IC&E also will acquire via assignment from IMRL approximately 275 miles of incidental trackage rights over line segments of other carriers. A detailed description of the rail lines and incidental trackage rights to be acquired by IC&E is attached hereto as Exhibit A. In addition, IC&E will acquire:

- 1) IMRL's ownership and operational interests in The Kansas City Terminal Railway Company;
- 2) IMRL's ownership and operational interests in the so-called "Joint Agency" in Kansas City (jointly owned by The Kansas City Southern Railway Company); and 3) IMRL's interests in jointly-owned and/or operated industry trackage in various locations, including South Beloit, Illinois, Beloit and Janesville, Wisconsin and Clinton, Iowa.

DM&E and Holdings expect to file shortly an application pursuant to 49 U.S.C. § 11323(a)(3) and 49 C.F.R. § 1180.2(c) to control IC&E once IC&E acquires the IMRL Lines and becomes a rail carrier. That proceeding will be docketed as Finance Docket No. 34178, Dakota, Minnesota & Eastern Railroad Corporation and Cedar American Rail Holdings, Inc. -- Control -- Iowa, Chicago & Eastern Railroad Corporation. Holdings plans to place the stock of IC&E in an independent voting trust in accordance with the provisions of 49 C.F.R. § 1013 so that IC&E may proceed to consummate the acquisition of the IMRL Lines in a timely fashion.

The name and address of the railroad transferring the IMRL Lines to IC&E is as follows:

I&M Rail Link, LLC
1910 East Kimberly Road
Davenport, Iowa 42807

IC&E currently anticipates that it will consummate its acquisition of the IMRL Lines and commence operations on or after June 28, 2002.

Map: 49 C.F.R. § 1150.33(f)

A map indicating the area to be served by IC&E, including origins, termini, stations, cities and states, is attached as Exhibit B to this Notice.

Certification of Class III Status: 49 C.F.R. § 1150.33(g)

Not applicable.

General Statement - Service Intentions: 49 C.F.R. § 1150.35(b)(1)

IC&E intends to maintain and strengthen a focus on providing efficient, competitive and reliable rail service to local shippers on the IMRL Lines. Grain, grain products and other agricultural-related products are the largest commodity group on IMRL today (after haulage traffic, discussed below), and will be a cornerstone of IC&E's customer service efforts. IC&E's sister company, DM&E, has an almost 16-year track record of service performance on its own "granger" line across southern Minnesota and South Dakota, and IC&E intends to bring that experience and dedication to the IMRL Lines.¹ Also like DM&E, the IMRL Lines have several major, non-agricultural groups of traffic, such as coal to power plants in the Quad Cities and Muscatine, Iowa and steel-related products to and from the IPSCO Steel Inc. facility at Montpelier, Iowa. IC&E is committed to a flexible, multi-faceted service approach that will address and meet the needs of each of these customers.

¹ DM&E serves corn, wheat and soybean-producing territory, while the principal agricultural product on the IMRL Lines is corn. Indeed, the IMRL lines from Marquette to Sheldon, Iowa and from Ramsey to Jackson, Minnesota frequently are referred to as the "Corn Lines."

IC&E benefits further from its access to major Midwestern rail gateways: Chicago, Kansas City and Minneapolis/St. Paul. Indeed, IC&E will connect with every U.S. Class I railroad, a claim that no other non-Class I railroad may be able to make. IC&E will look to develop constructive and innovative relationships with all of its Class I connections, while maintaining the independence to promote fair and effective access to the national rail system for its regional customers.

IC&E will continue service on all of the IMRL Lines now operated by IMRL, and generally will maintain existing service frequency levels. IMRL currently operates approximately 10 through trains, 23 local trains and 15 yard assignments each day. IC&E intends to utilize a similar operating pattern, subject to gradual adjustment after start-up as IC&E becomes more familiar with the lines. IC&E will replace IMRL's existing locomotive fleet with more efficient, reliable motive power, resulting in what IC&E expects to be significantly increased locomotive availability, improved service consistency and reduced costs.

IMRL currently handles significant volumes of overhead haulage traffic for Class I railroads, several of which have recently indicated to IMRL that such traffic may be reduced or diverted to other routes. Such action would reduce the number of train movements on the Chicago-Kansas City and Chicago-Twin Cities main lines, although those reductions would be unrelated to IC&E's acquisition of the IMRL Lines. IC&E is working aggressively to retain this haulage traffic on a remunerative basis.

General Statement - Labor Impacts: 49 C.F.R. § 1150.35(b)(2)

On February 25, 2002, IC&E posted the so-called "60-day notice" required by 49 C.F.R. § 1150.32(e), outlining for IMRL employees expected employment opportunities on IC&E once IC&E completes its acquisition of the IMRL Lines. A copy of the 60-day notice, as

filed with the Board on February 26, 2002, is attached as Exhibit C. As indicated in the notice, IC&E expected to have between 550 and 700 positions available on or shortly after start-up. IMRL currently has approximately 685 active employees.

The lower-end estimate of 550 positions in the IC&E 60-day notice reflected to a large extent the pending potential loss of IMRL haulage traffic. Any headcount reduction attributable to haulage traffic losses is likely to occur whether or not IC&E acquires the IMRL Lines. As indicated above, IC&E would like to retain profitable haulage traffic wherever possible.

Since March 1st, IC&E has held nearly weekly "town hall" meetings with IMRL employees at various locations on the IMRL system to discuss the proposed acquisition, IC&E's management and operating philosophy, and employment opportunities on IC&E. These have been followed by numerous departmental meetings (15-20 meetings with operating personnel, for example) across the IC&E system. IC&E has set-up a secure Internet web site where IMRL employees can go to obtain information on available IC&E jobs, pay ranges, benefit plans and the hiring process. Many IMRL employees have utilized the web site and have indicated that it has assisted them as they enter this transitional period. IC&E is currently engaged in hundreds of face-to-face interviews for positions in all departments, and expects to make hiring decisions in most cases by mid-June. In all but a very few instances, applicants and interviewees for positions on IC&E have been IMRL employees.²

² As indicated below, IMRL currently contracts with an affiliated rail carrier in Montana for (among other things) dispatching services, and thus IMRL has no existing dispatchers of its own. IC&E intends to handle dispatching on an in-house basis, and the dispatchers it has sought to recruit necessarily have not been from within the ranks of existing IMRL employees. This is the only significant area in which this is true.

Based on the hiring and other start-up planning done to date, IC&E now expects that the number of positions available at start-up will approach the upper end of the range indicated in IC&E's 60-day notice, and may roughly equal current aggregate IMRL employment levels. While IC&E initially anticipated some reduction in the number of train and engine (T&E) crew positions, it now appears that any such reduction will be minimal. IC&E continues to expect few, if any, reductions in IMRL employment levels in the engineering and mechanical areas.³ IC&E may employ a slightly smaller number of administrative and clerical employees than are employed directly by IMRL today. However, IC&E will have a number of local employment opportunities that presently do not exist on IMRL. IMRL, for example, contracts with an affiliate in Montana for dispatching and a number of administrative services. IC&E expects that after start-up many of those functions will be performed at administrative offices in Davenport, Iowa or Sioux Falls, South Dakota.

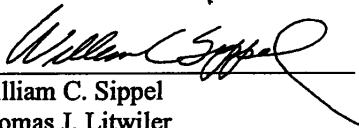
In many instances, new IC&E employees will receive a pay increase from their comparable existing positions on IMRL. IC&E is also discussing with potential new employees, on a department-by-department basis, what type of benefits package would be best suited for the members of that particular department. While there may not be in every instance a one-for-one equivalency between jobs on IMRL and jobs on IC&E, IC&E believes that there will be employment opportunities for all or the vast majority of IMRL employees, and that those employees will be benefited rather than harmed by the proposed transaction.

³ IMRL currently contracts out a significant portion of its locomotive maintenance. IC&E intends to perform that work on an in-house basis.

Service Requirements: 49 C.F.R. § 1150.35(c)

Attached as Exhibit D is a certificate of service confirming that this Notice of Intent has been served on each of the governmental, union and shipper parties identified in 49 C.F.R. § 1150.35(c)(1) - (4), as well as on other interested parties.

Respectfully submitted,

By: 
William C. Sippel
Thomas J. Litwiler
Fletcher & Sippel LLC
Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, Illinois 60601-6721
(312) 540-0500

**ATTORNEYS FOR IOWA, CHICAGO &
EASTERN RAILROAD CORPORATION**

Dated: May 23, 2002

EXHIBIT A

DESCRIPTION OF IMRL LINES TO BE ACQUIRED BY IOWA, CHICAGO & EASTERN RAILROAD CORPORATION

- Milepost 40.3 at Pingree Grove, Illinois through milepost 141.6 at Sabula Junction, Iowa and milepost 499.2 at Air Line Junction, Kansas City, Missouri to KCT Junction (Sheffield), Kansas City, Missouri, a distance of approximately 459.5 miles, inclusive of the following trackage rights, paired track and joint track segments:
 - Trackage rights over Union Pacific Railroad Company ("UP") from milepost 157.3 to milepost 157.8 in Clinton, Iowa, a distance of approximately 0.5 miles.
 - Paired track with UP from milepost 456.7 at Polo, Missouri to milepost 494.5 at Birmingham, Missouri, a distance of approximately 37.8 miles.
 - Joint track with UP from milepost 494.5 at Birmingham, Missouri to milepost 499.2 at Air Line Junction, Kansas City, Missouri, and from KCS Junction to KCT Junction (Sheffield) in Kansas City, a distance of approximately 4.8 miles.
 - Trackage rights over The Kansas City Southern Railway Company ("KCS") from Air Line Junction to KCS Junction in Kansas City, Missouri, a distance of approximately 0.5 miles
- Milepost 0.0 at Sabula Junction, Iowa through milepost 98.0 at Marquette, Iowa to milepost 159.0 at LaCrescent, Minnesota, a distance of approximately 159.0 miles, inclusive of the following trackage rights segment:
 - Trackage rights over Chicago, Central & Pacific Railroad Company ("CCP") from milepost 41.7 to milepost 43.6 in Dubuque, Iowa, a distance of approximately 1.9 miles.
- Milepost 0.0 at Marquette, Iowa through milepost 116.7 at Mason City, Iowa to milepost 253.4 at Sheldon, Iowa, a distance of approximately 253.4 miles.
- Milepost 0.0 at Mason City, Iowa through a milepost equation at Ramsey, Minnesota where milepost 43.0 = milepost 72.5 and through milepost 101.9 at Owatonna, Minnesota to milepost 123.8 at Comus, Minnesota, a distance of approximately 94.3 miles.
- Milepost 43.0 at Ramsey, Minnesota to milepost 149.4 at Jackson, Minnesota, a distance of approximately 106.4 miles, inclusive of the following trackage rights segment:
 - Trackage rights over UP from milepost 122.9 at Fairmont, Minnesota to milepost 130.2 at Welcome Junction, Minnesota, a distance of approximately 7.3 miles.
- Milepost 0.0 at Davis Junction, Illinois (on the Pingree Grove-Kansas City line) through milepost 12.9 at Rockford, Illinois to milepost 46.8 at Janesville, Wisconsin, including the R&SW Spur from milepost 32.4 at Beloit Junction, Wisconsin to milepost 34.6, a

total distance of approximately 49.0 miles, inclusive of the following trackage rights segment:

- Trackage rights over Illinois RailNet, Inc. from Davis Junction, Illinois to Rockford, Illinois, a distance of approximately 12 miles.
- Milepost 94.5 at Wheeler Gravel Pit, Wisconsin through a milepost equation near West Yard in Janesville, Wisconsin where milepost 98.9 = milepost 10.0 to milepost 11.0 west of Janesville, including the "wye" tracks connecting to the Davis Junction-Rockford-Janesville line, a distance of approximately 6.6 miles.
- Davenport, Iowa (on the Pingree Grove-Kansas City line) to Albany and Silvis, Illinois, a distance of approximately 35.5 miles, pursuant to local trackage rights on The Burlington Northern and Santa Fe Railway Company ("BNSF") from DRI milepost 36.7 at Davenport, Iowa through DRI milepost 45.5/CP milepost 51.6 at East Moline, Illinois to CP milepost 26.6 at Albany, Illinois, and from milepost 246.1 (DRI milepost 45.1) at East Moline, Illinois to milepost 244.4 at Silvis, Illinois.
- Milepost 0.0 at Davenport, Iowa (on the Pingree Grove-Kansas City line) to milepost 9.7 at Eldridge, Iowa, a distance of approximately 9.7 miles.
- Milepost 0.0 at Wells, Minnesota (on the Ramsey-Jackson line) to milepost 9.0 at Minnesota Lake, Minnesota, a distance of approximately 9.0 miles.

The total distance of these rail lines to be acquired by IC&E is approximately 1182.4 miles (including approximately 57.7 miles of incorporated, incidental trackage rights).

IC&E also will acquire via assignment from IMRL the following additional incidental trackage rights:

- Over the Commuter Rail Division of the Regional Transportation Authority of Northeast Illinois, d/b/a Metra between milepost 40.3 at Pingree Grove, Illinois and milepost 6.5 at Cragin Junction, Illinois, a distance of approximately 33.8 miles, as well as over connecting trackage of Soo Line Railroad Company ("Soo") at Spaulding and Franklin Park, Illinois to reach connections with other carriers.
- Over Soo between milepost 159.0 at LaCrescent, Minnesota and milepost 416.3 at Merriam Park, Minnesota, a distance of approximately 133.3 miles.
- Over Soo between milepost 123.8 at Comus, Minnesota and milepost 150.7 at Rosemount, Minnesota, a distance of approximately 26.9 miles.
- Over BNSF between milepost 429.7 at Division Street, St. Paul, Minnesota and milepost 11.6 at Shoreham Yard, Minneapolis, Minnesota, a distance of approximately 11.9 miles.

- Over Iowa Northern Railway Company between IANR milepost 210.7 at Nora Springs, Iowa and IANR milepost 219.5 at Plymouth Junction, Iowa, a distance of approximately 8.8 miles (connecting the Marquette-Mason City-Sheldon line and the Mason City-Ramsey-Owatonna-Comus line).

The total distance of these additional incidental trackage rights to be acquired by IC&E is approximately 214.7 miles. The total distance of the rail lines and all incidental trackage rights to be acquired by IC&E is approximately 1397.1 miles.



EXHIBIT C

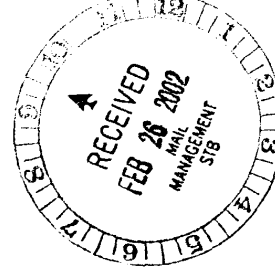
FLETCHER & SIPPEL LLC

Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, Illinois 60601-6721

William C. Sippel
(312) 540-9451
wsippel@fletcher-sippel.com

February 25, 2002

Phone: (312) 540-0500
Fax: (312) 540-9098
www.fletcher-sippel.com



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, D.C. 20006

Re: **Finance Docket No. 34177**
Iowa, Chicago & Eastern Railroad Corporation – Acquisition
and Operation Exemption – Lines of I&M Rail Link, LLC

Dear Secretary Williams:

Iowa, Chicago & Eastern Railroad Corporation ("ICE") hereby certifies that on February 25, 2002, ICE had posted the attached Notice at the workplace of the employees on the rail lines that ICE intends to acquire from I&M Rail Link, LLC and that ICE served a copy of the Notice on the national offices of all labor unions with employees on the affected lines.

Ten copies of the Notice and this letter are enclosed for filing with the Board. One extra copy of the Notice and this letter are also enclosed. I would request that you date-stamp them to show receipt of this filing and return them to me in the provided envelope.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

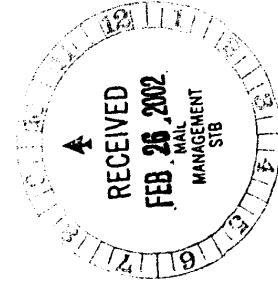
Respectfully submitted,

A handwritten signature in cursive script, appearing to read "William C. Sippel".

William C. Sippel
Attorney for Iowa, Chicago & Eastern
Railroad Corporation

WCS/pj
Enclosures

Iowa, Chicago & Eastern Railroad Corporation
337 22nd Avenue South
P.O. Box 178
Brookings, South Dakota 57006
(605) 697-2400



NOTICE

Pursuant to Surface Transportation Board regulations at 49 C.F.R. §§ 1150.32(e) and 1150.35(a), Iowa, Chicago & Eastern Railroad Corporation (IC&E), a non-carrier subsidiary of Cedar American Rail Holdings, Inc., which is a wholly-owned subsidiary of Dakota, Minnesota & Eastern Railroad Corporation, hereby provides notice to the employees of I & M Rail Link, LLC (IMRL) that IC&E intends to acquire and operate all of the rail lines, rolling stock and substantially all of the other assets of IMRL, including but not limited to the following lines:

- Kansas City, Missouri – Pingree Grove, Illinois, including trackage rights between Pingree Grove and Chicago, Illinois and between Davenport, Iowa and Albany, Illinois.
- The Eldridge Branch.
- The Janesville Branch.
- Sabula, Iowa – LaCrescent, Minnesota, including trackage rights between LaCrescent and Minneapolis, Minnesota.
- Sheldon, Iowa – Marquette, Iowa.
- Jackson, Minnesota – Ramsey, Minnesota, including the Minnesota Lake Branch.
- Mason City, Iowa – Comus, Minnesota, including trackage rights between Comus and Rosemount, Minnesota.

Applying what IC&E reasonably believes to be the most conservative traffic assumptions, IC&E expects to have employment opportunities in the areas shown on the attached list.

It should be emphasized that the number of positions shown on the attached list represent IC&E's current good-faith estimate of the positions IC&E expects to have available. The number of positions shown on the attached list may be less, perhaps significantly less, than the actual number of positions IC&E will have available. If traffic available to IC&E remains at the current level of traffic on IMRL's lines and that traffic can be moved profitably, the actual number of positions on IC&E may not be that much different from the current number of positions on IMRL.

Practically speaking, IC&E does not anticipate significant changes from current IMRL levels in the number of field positions "as a result of the acquisition." If changes do occur, they more likely would be "as a result of actions by other railroads," not the acquisition itself. In this regard, IC&E has been advised by IMRL that both Union Pacific and Canadian Pacific have

notified IMRL of potential overhead traffic or haulage traffic reductions/diversions. IC&E believes that the impact of other railroads' diversion of traffic not controlled by IMRL on the number of field positions available on IC&E would be the same if IMRL continued to operate these lines. The attached list of IC&E positions assumes that that traffic is lost. IC&E intends to work aggressively to retain that traffic on a profitable basis, but the transaction is not dependent on it.

The number of administrative positions shown on the attached list is preliminary and likely conservative. IC&E expects there to be increased employment opportunities in the administrative area because IC&E intends to staff in-house via direct employment, certain functions, such as dispatching and certain administrative services, that IMRL currently outsources. IC&E also intends to contact IMRL's administrative employees beginning with the week following issuance of this Notice, to obtain their input with respect to the positions needed and their level of interest in filling those positions. IC&E will advise IMRL employees as soon as possible of changes in the number of administrative positions to be available on IC&E.

With respect to benefits, IC&E will offer:

- Medical and dental insurance.
- Prescription drug plan.
- Life insurance.
- Holidays.
- Vacation.
- 401(k) plan.
- Employee assistance program.

IC&E will select employees on the basis of skills and aptitudes required for each position. The most qualified candidates will be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status or disability. Successful candidates must have a stable work record and demonstrate a commitment to safety and customer service. The ability to work in a team environment is critical. Applicants must be able to read and comprehend regulations and instructions in English, as well as possess good oral communication skills. Successful applicants will be required to pass a pre-employment drug and alcohol screen and complete a medical questionnaire, and may be required to take a physical exam.

Applications may be obtained from and resumes submitted to:

Attention: Kristi Stein
Iowa, Chicago & Eastern Railroad Corporation
337 22nd Avenue South
Brookings, South Dakota 57006

2/22/02

	Location	Number to be Hired	Pay Range (hourly/daily)
<u>Transportation</u>			
Customer Service Representatives	Davenport, IA ("Dvpt"), or Sioux Falls, SD ("SF") or Brookings, SD ("Bkgs") ¹	26	10.94 - 16.40
Equipment Utilization Assistant	Dvpt/SF/Bkgs	1	13.20 - 19.80
Train Crew	Davenport, IA	110	107.58 - 161.36
Train Crew	Kansas City, MO	60	107.58 - 161.36
Train Crew	Marquette, IA	34	107.58 - 161.36
Train Crew	Mason City, IA	34	107.58 - 161.36
Managers and Officials	Various	47	Market Rates
		312	
<u>Engineering</u>			
Clerical	Dvpt/SF/Bkgs	2	11.20 - 16.80
Track Inspectors	Chilicothe, IA	2	12.42 - 18.62
Welders	Chilicothe, IA	1	12.42 - 18.62
Welder Helpers	Chilicothe, IA	1	11.81 - 17.71
Machine Operators	Chilicothe, IA	2	12.42 - 18.62
Mechanics	Chilicothe, IA	1	12.42 - 18.62
B&B Crews Foreman	Chilicothe, IA	1	12.42 - 18.62
B&B Crews Laborer	Chilicothe, IA	1	10.49 - 15.73
B&B Operators	Chilicothe, IA	1	12.42 - 18.62
Track Inspectors	Davenport, IA	2	12.42 - 18.62
Welders	Davenport, IA	1	12.42 - 18.62
Welder Helpers	Davenport, IA	1	11.81 - 17.71
Surfacing Foreman	Davenport, IA	1	12.42 - 18.62
Surfacing Class A Operator	Davenport, IA	1	12.42 - 18.62
Surfacing Class B Operator	Davenport, IA	2	12.15 - 18.23
Extra Gang Foreman	Davenport, IA	1	12.42 - 18.62

¹ Pending discussions with IMRL employees and further diligence, the administrative office locations have not been determined. The locations shown for these positions are subject to modifications pending further transitional analysis and employee input.

Extra Gang Laborer	Davenport, IA	2	10.49 - 15.73
Machine Operators	Davenport, IA	2	12.42 - 18.62
Mechanics	Davenport, IA	1	12.42 - 18.62
Track Inspectors	Mason City, IA	3	12.42 - 18.62
Welders	Mason City, IA	1	12.42 - 18.62
Welder Helpers	Mason City, IA	1	11.81 - 17.71
Surfacing Foreman	Mason City, IA	1	12.42 - 18.62
Surfacing Class A Operator	Mason City, IA	1	12.42 - 18.62
Surfacing Class B Operator	Mason City, IA	2	12.15 - 18.23
Machine Operators	Mason City, IA	2	12.42 - 18.62
Mechanics	Mason City, IA	1	12.42 - 18.62
B&B Crews Foreman	Mason City, IA	1	12.42 - 18.62
B&B Crews Electrician	Mason City, IA	1	12.42 - 18.62
B&B Crews Laborer	Mason City, IA	3	10.49 - 15.73
B&B Operators	Mason City, IA	1	12.42 - 18.62
Surfacing Foreman	Ottumwa, IA	1	12.42 - 18.62
Surfacing Class A Operator	Ottumwa, IA	1	12.42 - 18.62
Surfacing Class B Operator	Ottumwa, IA	2	12.15 - 18.23
Track Inspectors	Savanna, IA	3	12.42 - 18.62
Welders	Savanna, IA	1	12.42 - 18.62
Welder Helpers	Savanna, IA	1	11.81 - 17.71
Machine Operators	Savanna, IA	2	12.42 - 18.62
Mechanics	Savanna, IA	1	12.42 - 18.62
B&B Crews Foreman	Savanna, IA	1	12.42 - 18.62
B&B Crews Laborer	Savanna, IA	1	10.49 - 15.73
Bridge Tenders	Savanna, IA	5	11.46 - 17.20
B&B Operators	Savanna, IA	1	12.42 - 18.62
Section Crews Foreman	Spread	19	12.42 - 18.62
Section Crews Laborer	Spread	19	10.49 - 15.73
Signal	Spread	15	14.40 - 21.60
Managers and Officials	Various	13	Market Rates
		130	

Mechanical

Mechanics	Davenport, IA	38	11.76 - 17.64	
Material Handler	Davenport, IA	1	7.74 - 11.60	
Clerical	Davenport, IA	1	7.86 - 11.78	
Mechanics	Mason City, IA	23	11.76 - 17.64	
Material Handler	Mason City, IA	1	7.74 - 11.60	
Clerical	Mason City, IA	1	7.86 - 11.78	
Managers and Officials	Various	10	Market	Rates
		<u>75</u>		

Executive/Marketing/Finance/MIS /HR/Claims

Receptionist	Dvpt/SF/Bkgs	1-3	9.19 - 13.79	
Disbursement Clerks	Dvpt/SF/Bkgs	2	10.73 - 16.09	
Revenue Accounting Clerks	Dvpt/SF/Bkgs	2	10.73 - 16.09	
Human Resource Clerk	Dvpt/SF/Bkgs	1	10.73 - 16.09	
Payroll Clerk	Dvpt/SF/Brks	1	10.73 - 16.09	
Joint Facility Clerk	Dvpt/SF/Bkgs	1	10.73 - 16.09	
Secretary	Dvpt/SF/Bkgs	1-5	10.73 - 16.09	
Car Hire Clerk	Dvpt/SF/Bkgs	1	10.73 - 16.09	
Managers and Officials	Various	22-40	Market	Rates
		<u>32+</u>		

Grand Total New Positions

550-700²

² In addition to the positions listed herein, there are a number of employee opportunities at IC&E that do not presently exist at IMRL directly. For example, IC&E will aggressively seek out dispatchers for employment opportunities. IMRL today subcontracts dispatching and certain administrative services which IC&E intends to fill in-house via direct employment, in numbers similar to those providing such services currently.

CERTIFICATE OF SERVICE
PURSUANT TO 49 C.F.R. § 1150.35(c)

In accordance with the requirements of 49 C.F.R. § 1150.35(c), I hereby certify that on this 23rd day of May, 2002, a copy of the foregoing **Notice of Intent of Iowa, Chicago & Eastern Railroad Corporation to File Verified Notice of Exemption Pursuant to 49 C.F.R. § 1150.35** was served by first class mail, postage prepaid, upon:

- 1) The Governors and Departments of Transportation for each state in which the rail lines to be acquired are located, as follows:

Hon. Thomas J. Vilsack
Governor
State of Iowa
State Capitol, First Floor
Des Moines, IA 50319

Hon. George H. Ryan
Governor
State of Illinois
207 Statehouse
Springfield, IL 62706

Hon. Jesse Ventura
Governor
State of Minnesota
130 State Capitol
75 Constitution Avenue
Saint Paul, MN 55155

Hon. Bob Holden
Governor
State of Missouri
216 State Capitol Building
P.O. Box 720
Jefferson City, MO 65102-0720

Hon. J. Scott McCallum
Governor
State of Wisconsin
115 East State Capitol
Madison, WI 53702

Hon. Bill Graves
Governor
State of Kansas
State Capitol, Second Floor
Topeka, KS 66612-1590

Ms Peggy A. Baer
Office of Rail Transportation
Iowa Department of Transportation
800 Lincoln Way
Ames, IA 50010

Mr. Gary Williams
Chief, Bureau of Railroads
Office of Planning and Programming
Illinois Department of Transportation
2300 South Dirksen Parkway
Springfield, IL 62764

Mr. Allan J. Vogel
Director, Office of Freight, Railroads & Waterways
Minnesota Department of Transportation
395 John Ireland Boulevard
Mail Stop 470
Saint Paul, MN 55155

Ms. E. Jan Skouby
Railroad Section Administrator
Missouri Department of Transportation
Multimodal Operations Division
P.O. Box 270
Jefferson City, MO 65102

Mr. Ronald E. Adams
Director, Bureau of Railroads & Harbors
Wisconsin Department of Transportation
4802 Sheboygan Avenue, Room 155B
Madison, WI 53705

Mr. John W. Maddox
Program Manager, Rail Affairs Unit
Kansas Department of Transportation
Thacher Office Building, Second Floor
217 South East Fourth Street
Topeka, KS 66603-3504

- 2) The national offices of labor unions representing employees on the rail lines to be acquired, as follows:

Don M. Hahs
International President
Brotherhood of Locomotive Engineers
1370 Ontario Street
Cleveland, OH 44113-1702

Transportation Communications International Union
3 Research Place
Rockville, MD 20850

Transportation Communications International Union
Brotherhood Railway Carmen Division
3 Research Place
Rockville, MD 20850

International Association of Machinists
and Aerospace Workers
9000 Machinists Place
Upper Marlboro, MD 20772-2687

International Brotherhood of Electrical Workers
International Headquarters
1125 15th Street N.W.
Washington, DC 20005

Brotherhood of Railroad Signalmen
International Headquarters
601 West Golf Road
Mount Prospect, IL 60056

Brotherhood of Maintenance of Way Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076

- 3) Shippers representing at least 50 percent of the volume of non-overhead traffic on the rail lines to be acquired, in descending order, as follows:

Paul Freund
Vice President - Fuel & Energy
MidAmerican Energy Company
106 East Second Street
Davenport, IA 52801

Dave Otte
Transportation Manager
IPSCO Steel Inc
1770 Bill Sharp Blvd
Muscatine, IA 52761

Craig Huss
Corporate Vice President &
President - Transportation Division
Archer Daniels Midland Company
4666 Faries Boulevard
P.O. Box 1470
Decatur, IL 62526

Connie Thede
Manager - Purchasing & Stores
Muscatine Power & Water
3205 Cedar Street
P.O. Box 899
Muscatine, IA 52761-0899

Bob Willis
Vice President - Transportation
Grain Processing Corporation
1600 Oregon Street
P.O. Box 349
Muscatine, IA 52761

Tony Swindle
Director of Commodities Purchasing
Supply Chain Management
Tyson Foods, Inc
2210 West Oaklawn Drive
Springdale, AR 72762-6999

Don Camden
General Manager – Merchandising
AGRI Grain Marketing, LLC
2829 West Town Parkway
West Des Moines, IA 50266

Dave Abbott
Transportation Manager
La Farge Corporation
600 SW Jefferson Street, Suite 302
Lees Summit, MO 64063

Terry Voss
Senior VP-Transportation
AG Processing Inc
12700 West Dodge Street
P.O. Box 2047
Omaha, NE 68103-2047

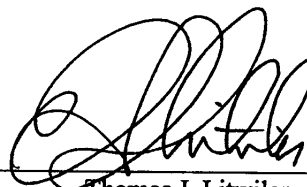
Paul Hammes
Assistant Vice President - North American Grain
Cargill, Incorporated
P.O. Box 5602 MS 20
Minneapolis, MN 55440-5602

Robert M. Hoppe
Asset Management Specialist
Monsanto Company
800 North Lindbergh Boulevard
St Louis, MO 63167

4) Other interested parties, as follows:

Michael D. Priester
General Chairman
Brotherhood of Locomotive Engineers
4 Kenbell Plaza
1400 East Pugh Drive
Terre Haute, IN 47802

Ronald J. Barczak
William G. Jungbauer
Yaeger, Jungbauer, Barczak & Vucinovich, PLC
745 Kasota Avenue
Minneapolis, MN 55414


Thomas J. Litwiler

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34177

IOWA, CHICAGO & EASTERN RAILROAD CORPORATION
-- ACQUISITION AND OPERATION EXEMPTION --
LINES OF I&M RAIL LINK, LLC

Iowa, Chicago & Eastern Railroad Corporation ("IC&E"), a non-carrier, has filed a Notice of Exemption under 49 C.F.R. § 1150.31 et seq. to acquire from I&M Rail Link, LLC ("IMRL") and operate approximately 1124.7 miles of rail line and approximately 272.4 miles of incidental trackage rights (the "IMRL Lines"), as follows:

1) From milepost 40.3 at Pingree Grove, Illinois through milepost 141.6 at Sabula Junction, Iowa and milepost 499.2 at Air Line Junction, Kansas City, Missouri to KCT Junction (Sheffield), Kansas City, Missouri, a distance of approximately 459.5 miles, inclusive of the following trackage rights, paired track and joint track segments:

a) Trackage rights over Union Pacific Railroad Company ("UP") from milepost 157.3 to milepost 157.8 in Clinton, Iowa, a distance of approximately 0.5 miles.

b) Paired track with UP from milepost 456.7 at Polo, Missouri to milepost 494.5 at Birmingham, Missouri, a distance of approximately 37.8 miles.

c) Joint track with UP from milepost 494.5 at Birmingham, Missouri to milepost 499.2 at Air Line Junction, Kansas City, Missouri, and from

KCS Junction to KCT Junction (Sheffield) in Kansas City, a distance of approximately 4.8 miles.

d) Trackage rights over The Kansas City Southern Railway Company ("KCS") from Air Line Junction to KCS Junction in Kansas City, Missouri, a distance of approximately 0.5 miles

2) Milepost 0.0 at Sabula Junction, Iowa through milepost 98.0 at Marquette, Iowa to milepost 159.0 at LaCrescent, Minnesota, a distance of approximately 159.0 miles, inclusive of the following trackage rights segment:

a) Trackage rights over Chicago, Central & Pacific Railroad Company ("CCP") from milepost 41.7 to milepost 43.6 in Dubuque, Iowa, a distance of approximately 1.9 miles.

3) Milepost 0.0 at Marquette, Iowa through milepost 116.7 at Mason City, Iowa to milepost 253.4 at Sheldon, Iowa, a distance of approximately 253.4 miles.

4) Milepost 0.0 at Mason City, Iowa through a milepost equation at Ramsey, Minnesota where milepost 43.0 = milepost 72.5 and through milepost 101.9 at Owatonna, Minnesota to milepost 123.8 at Comus, Minnesota, a distance of approximately 94.3 miles.

5) Milepost 43.0 at Ramsey, Minnesota to milepost 149.4 at Jackson, Minnesota, a distance of approximately 106.4 miles, inclusive of the following trackage rights segment:

a) Trackage rights over UP from milepost 122.9 at Fairmont, Minnesota to milepost 130.2 at Welcome Junction, Minnesota, a distance of approximately 7.3 miles.

6) Milepost 0.0 at Davis Junction, Illinois (on the Pingree Grove-Kansas City line) through milepost 12.9 at Rockford, Illinois to milepost 46.8 at Janesville, Wisconsin, including the R&SW Spur from milepost 32.4 at Beloit Junction, Wisconsin to milepost 34.6, a total distance of approximately 49.0 miles, inclusive of the following trackage rights segment:

a) Trackage rights over Illinois RailNet, Inc. from Davis Junction, Illinois to Rockford, Illinois, a distance of approximately 12 miles.

7) Milepost 94.5 at Wheeler Gravel Pit, Wisconsin through a milepost equation near West Yard in Janesville, Wisconsin where milepost 98.9 = milepost 10.0 to milepost 11.0 west of Janesville, including the "wye" tracks connecting to the Davis Junction-Rockford-Janesville line, a distance of approximately 6.6 miles.

8) Davenport, Iowa (on the Pingree Grove-Kansas City line) to Albany and Silvis, Illinois, a distance of approximately 35.5 miles, pursuant to local trackage rights on The Burlington Northern and Santa Fe Railway Company ("BNSF") from DRI milepost 36.7 at Davenport, Iowa through DRI milepost 45.5/CP milepost 51.6 at East Moline, Illinois to CP milepost 26.6 at Albany, Illinois, and from milepost 246.1 (DRI milepost 45.1) at East Moline, Illinois to milepost 244.4 at Silvis, Illinois.

9) Milepost 0.0 at Davenport, Iowa (on the Pingree Grove-Kansas City line) to milepost 9.7 at Eldridge, Iowa, a distance of approximately 9.7 miles.

10) Milepost 0.0 at Wells, Minnesota (on the Ramsey-Jackson line) to milepost 9.0 at Minnesota Lake, Minnesota, a distance of approximately 9.0 miles.

11) Trackage rights over the Commuter Rail Division of the Regional Transportation Authority of Northeast Illinois, d/b/a Metra between milepost 40.3 at Pingree Grove, Illinois and milepost 6.5 at Cragin Junction, Illinois, a distance of approximately 33.8

miles, as well as over connecting trackage of Soo Line Railroad Company ("Soo") at Spaulding and Franklin Park, Illinois to reach connections with other carriers.

12) Trackage rights over Soo between milepost 159.0 at LaCrescent, Minnesota and milepost 416.3 at Merriam Park, Minnesota, a distance of approximately 133.3 miles.

13) Trackage rights over Soo between milepost 123.8 at Comus, Minnesota and milepost 150.7 at Rosemount, Minnesota, a distance of approximately 26.9 miles.

14) Trackage rights over BNSF between milepost 429.7 at Division Street, St. Paul, Minnesota and milepost 11.6 at Shoreham Yard, Minneapolis, Minnesota, a distance of approximately 11.9 miles.

15) Trackage rights over Iowa Northern Railway Company between IANR milepost 210.7 at Nora Springs, Iowa and IANR milepost 219.5 at Plymouth Junction, Iowa, a distance of approximately 8.8 miles (connecting the Marquette-Mason City-Sheldon line and the Mason City-Ramsey-Owatonna-Comus line).

In addition, IC&E will acquire: a) IMRL's ownership and operational interests in The Kansas City Terminal Railway Company; b) IMRL's ownership and operational interests in the so-called "Joint Agency" in Kansas City (jointly owned by The Kansas City Southern Railway Company); and c) IMRL's interests in jointly-owned and/or operated industry trackage in various locations, including South Beloit, Illinois, Beloit and Janesville, Wisconsin and Clinton, Iowa.

IC&E expects to consummate its acquisition of the IMRL Lines and begin operations on or after June 28, 2002.

Comments must be filed with the Board and served on:

William C. Sippel
Fletcher & Sippel LLC
Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, IL 60601-6721
(312) 540-0500

This Notice is filed under 49 C.F.R. §§ 1150.31 and 1150.35. 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 will not automatically stay the transaction.

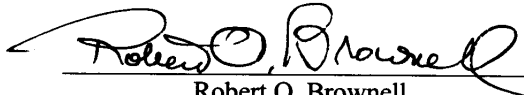
Dated: June __, 2002

By the Board

Vernon A. Williams
Secretary

VERIFICATION

Robert O. Brownell, under penalty of perjury, declares and verifies that he is President of Iowa, Chicago & Eastern Railroad Corporation, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, that said facts are true as stated, and that he is qualified and authorized to file the foregoing Notice of Exemption.


Robert O. Brownell

Dated: June 5, 2002