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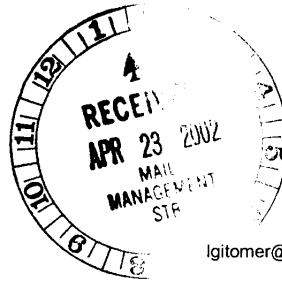
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April 23, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423

205241

RE: Finance Docket No. 34199, *CFNR Operating Company, Inc.--
Acquisition and Operation Exemption—ParkSierra Corp.*

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 CFR § 1150.31, three diskettes with the file Notice.doc, and a check covering the \$1,300.00 filing fee. Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger.

If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for CFNR Operating Company,
Inc.

Enclosures

FILED

APR 23 2002

**SURFACE
TRANSPORTATION BOARD**

**ENTERED
Office of the Secretary**

APR 23 2002

**Part of
Public Record**

ORIGINAL



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34199

CFNR OPERATING COMPANY, INC.—ACQUISITION AND OPERATION EXEMPTION—
PARKSIERRA CORP.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
CFNR Operating Company, Inc.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
Of Counsel
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorneys for:
CFNR Operating Company, Inc.

Dated: April 23, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34199



CFNR OPERATING COMPANY, INC.—ACQUISITION AND OPERATION EXEMPTION—
PARKSIERRA CORP.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

CFNR Operating Company, Inc. (“CFNR”), a noncarrier, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart D -- Exempt Transactions, with the Surface Transportation Board (the “STB”): (1) to permit CFNR to succeed to ParkSierra’s lease rights and operate the following lines in California that are owned by Union Pacific Railroad Company (“UP”): (i) the Schellville Branch between Suisun, milepost 48.97 at the east leg of the wye and milepost 48.93 at the west leg of the wye, and Lombard, milepost 63.40; (ii) the Napa Branch between Lombard, milepost 62.00, and Rocktram, milepost 67.50; (iii) the Vallejo Branch between Napa Jct., milepost 61.80, and Vallejo, milepost 68.90; (iv) the West Valley Line between Davis, milepost 75.66 at the east leg of the wye and milepost 75.58 at the west leg of the wye, and Tehema, milepost 186.37 at the east leg of the wye toward Portland, and milepost 186.33 at the west leg of the wye toward Roseville; (v) the Hamilton Branch between Wyo, milepost 180.40, and Hamilton, milepost 169.00; (vi) the Los Banos Branch between Tracy, milepost 83.00, and Los Banos, milepost 140.07; and (vii) the Vineburg Lead between near

Schellville, milepost NWP 40.38, and the end of the line, formerly NWP milepost 44.25, a distance of about 210 miles; and (2) to permit CFNR to acquire ParkSierra's right to operate under trackage rights from: (i) UP in California over: (a) a portion of the Sacramento Line between Davis, milepost 75.4, and Suisun-Fairfield, milepost 47.8; (b) a portion of the West Valley Line at Davis between mileposts 75.58 and 75.4; and (c) a portion of the Schellville Branch between mileposts 48.97 and 47.8, a total distance of about 28 miles; and (ii) the North Coast Railroad Authority in California from milepost 62.0, at or near Lombard, to milepost 72.5, near Schellville, a distance of 10.5 miles (the "Lines").

In support of this Notice of Exemption, CFNR submits the following information as required by 49 C.F.R. § 1150.33:

a. Full name and address of applicant:

CFNR Operating Company, Inc.
129 Klamath Court
American Canyon, CA 94589

b. Applicant's Representatives:

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
CFNR Operating Company, Inc.
5300 Broken Sound Boulevard N.W.
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
Of Counsel
Ball Janik LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

- c. An agreement has been reached among CFNR, as buyer, and ParkSierra Corp., as seller.
- d. The operator of the property will be CFNR.
- e. Summary of proposed transaction:

- 1. The name and address of the railroad transferring the property is:

ParkSierra Corp.
221 Gateway Road West, Suite 401
Napa, CA 94558

- 2. The proposed time schedule for the consummation of the transaction is April 30, 2002, or the date the concurrently filed waiver request is granted, whichever is later.

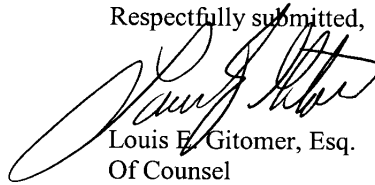
- 3. The mile-posts of the subject property, including any branch lines: (1) to permit CFNR to succeed to ParkSierra's lease rights and operate the following lines in California that are owned by UP: (i) the Schellville Branch between Suisun, milepost 48.97 at the east leg of the wye and milepost 48.93 at the west leg of the wye, and Lombard, milepost 63.40; (ii) the Napa Branch between Lombard, milepost 62.00, and Rocktram, milepost 67.50; (iii) the Vallejo Branch between Napa Jct., milepost 61.80, and Vallejo, milepost 68.90; (iv) the West Valley Line between Davis, milepost 75.66 at the east leg of the wye and milepost 75.58 at the west leg of the wye, and Tehama, milepost 186.37 at the east leg of the wye toward Portland, and milepost 186.33 at the west leg of the wye toward Roseville; (v) the Hamilton Branch between Wyo, milepost 180.40, and Hamilton, milepost 169.00; (vi) the Los Banos Branch between Tracy, milepost 83.00, and Los Banos, milepost 140.07; and (vii) the Vineburg Lead between near Schellville, milepost NWP 40.38, and the end of the line, formerly NWP milepost 44.25; and (2) to permit CFNR to acquire ParkSierra's right to operate under trackage rights from: (i) UP in

California over: (a) a portion of the Sacramento Line between Davis, milepost 75.4, and Suisun-Fairfield, milepost 47.8; (b) a portion of the West Valley Line at Davis between mileposts 75.58 and 75.4; and (c) a portion of the Schellville Branch between mileposts 48.97 and 47.8; and (ii) the North Coast Railroad Authority in California from milepost 62.0, at or near Lombard, to milepost 72.5, near Schellville.

4. CFNR is acquiring the lease from UP and operating about 210 route miles and operating over trackage rights for about 38.5 miles.
- f. A map of the rail Lines is attached as Exhibit A.
 - g. A Certificate of Compliance with the provisions of 49 CFR § 1150.33(g) is attached as Exhibit B.
 - h. A caption summary, as required by 49 C.F.R. §1150.34, is attached as Exhibit C.
 - i. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 CFR §1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 CFR §1105.6(b)(4) and (c)(2)(i).
 - j. An historic report is not required because CFNR will operate the Lines, will require further STB approval as required to discontinue and abandon any service, and there are no plans to dispose of or alter properties subject to STB jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. §1105.8(b)(1).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,



Louis E. Gitomer, Esq.
Of Counsel
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
CFNR Operating Company, Inc.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Attorneys for:
CFNR Operating Company, Inc.

Dated: April 23, 2002

EXHIBIT A – MAP

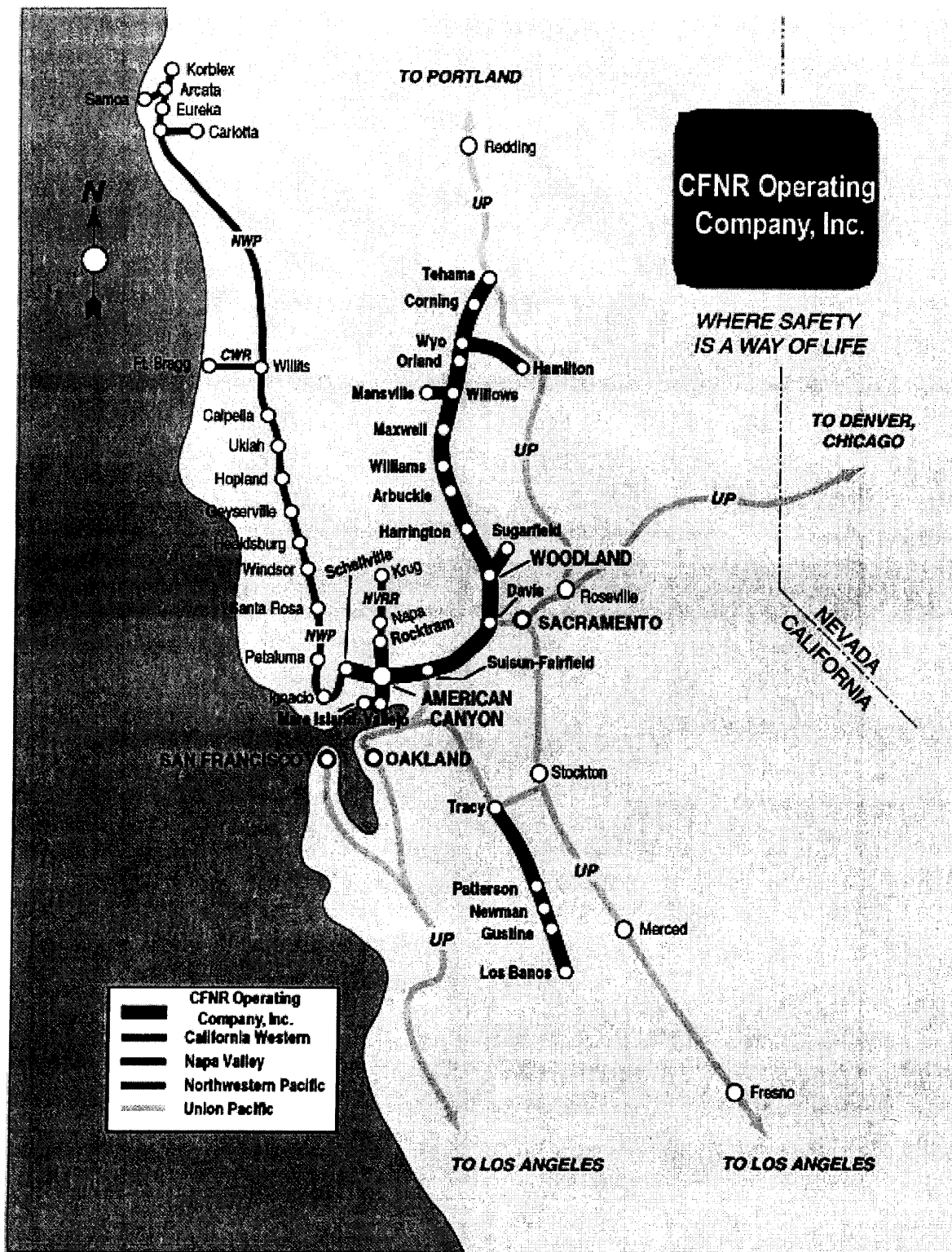


EXHIBIT B

EXHIBIT B

CERTIFICATION

State of Florida)
) ss:
County of Palm Beach)

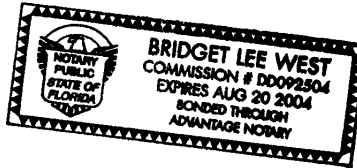
I, Walter S. Zorkers, being duly sworn depose and state that I am Senior Vice President Strategic Planning of CFNR Operating Company, Inc., and that the projected annual revenues from the rail operations would not exceed those that would make it a Class III carrier under 49 CFR Part 1201(1-1).

Walter S. Zorkers
Walter S. Zorkers

Subscribed and sworn to before me this 18th day of April, 2002.

Bridget Lee West
Notary Public

(SEAL)



My Commission Expires: 8/20/04

EXHIBIT C – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 34199

CFNR OPERATING COMPANY, INC.—ACQUISITION AND OPERATION EXEMPTION—
PARKSIERRA CORP.

CFNR Operating Company, Inc. has filed a notice of exemption: (1) to permit CFNR to succeed to ParkSierra's lease rights and operate the following lines in California that are owned by UP: (i) the Schellville Branch between Suisun, milepost 48.97 at the east leg of the wye and milepost 48.93 at the west leg of the wye, and Lombard, milepost 63.40; (ii) the Napa Branch between Lombard, milepost 62.00, and Rocktram, milepost 67.50; (iii) the Vallejo Branch between Napa Jct., milepost 61.80, and Vallejo, milepost 68.90; (iv) the West Valley Line between Davis, milepost 75.66 at the east leg of the wye and milepost 75.58 at the west leg of the wye, and Tehema, milepost 186.37 at the east leg of the wye toward Portland, and milepost 186.33 at the west leg of the wye toward Roseville; (v) the Hamilton Branch between Wyo, milepost 180.40, and Hamilton, milepost 169.00; (vi) the Los Banos Branch between Tracy, milepost 83.00, and Los Banos, milepost 140.07; and (vii) the Vineburg Lead between near Schellville, milepost NWP 40.38, and the end of the line, formerly NWP milepost 44.25, a distance of about 210 miles; and (2) to permit CFNR to acquire ParkSierra's right to operate

under trackage rights from: (i) UP in California over: (a) a portion of the Sacramento Line between Davis, milepost 75.4, and Suisun-Fairfield, milepost 47.8; (b) a portion of the West Valley Line at Davis between mileposts 75.58 and 75.4; and (c) a portion of the Schellville Branch between mileposts 48.97 and 47.8, a distance of about 28 miles; and (ii) the North Coast Railroad Authority in California from milepost 62.0, at or near Lombard, to milepost 72.5, near Schellville, a distance of about 10.5 miles.

The transaction is scheduled to take place on or as soon as possible after the April 30, 2002 effective date of the exemption.

A class exemption for RailAmerica to continue in control of CFNR Operating Company, Inc., was concurrently filed in Finance Docket No. 34197, *RailAmerica, Inc., Et Al.—Corporate Family Reorganization Exemption*.

If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding 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.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34199, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Gary A. Laakso, Esq., Vice President Regulatory Counsel, CFNR Operating Company, Inc., 5300 Broken Sound Boulevard N.W., Boca Raton, FL 33487, (561)

994-6015, and Louis E. Gitomer, Esq., Of Counsel, Ball Janik LLP, 1455 F Street, N.W., Suite 225, Washington, D.C. 20005, (202) 638-3307.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: _____, 2002.

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

Vernon A. Williams

Secretary

VERIFICATION

State of Florida)
) ss:
County of Palm Beach)

I, Walter S. Zorkers, being duly sworn depose and state that I am Senior Vice President Strategic Planning of CFNR Operating Company, Inc., that I am authorized to make this verification, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.



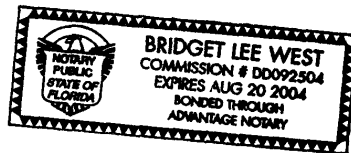
Walter S. Zorkers

Subscribed and sworn to before me this 18th day of April, 2002.



Notary Public

(SEAL)



My Commission Expires: 8/20/04