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ORIGINAL

DIO #0102022003

September 3



VIA HAND DELIVERY -RETURN COPY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW (7th fl.)
Washington, DC 20423-0001

Dear Secretary Williams:

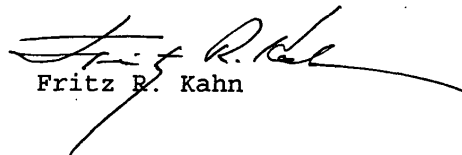
Enclosed for filing in STB Docket No. AB-448 (Sub-No. 2X),
SF&L Railway, Inc.--Abandonment Exemption--In Hancock, McDonough,
Fulton and Peoria Counties, IL, are the original and ten copies
of the Verified Petition for Exemption of SF&L Railway, Inc.

This firm's check for \$4,700.00 in payment of the filing fee
is attached.

Additional copies of this letter and of the Application are
enclosed for you to stamp to acknowledge your receipt of them and
to return to me via the messenger.

If you have any question concerning the foregoing which you
believe I may be able to answer or if I otherwise can be of
assistance, please let me know.

Sincerely yours,


Fritz R. Kahn

enc.
cc: Service list
Michael J. Van Wagenen, Esq.

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

ORIGINAL



STB Docket No. AB-448 (Sub-No. 2X)

SF&L RAILWAY, INC.
-- ABANDONMENT EXEMPTION --
IN HANCOCK, McDONOUGH, FULTON AND PEORIA COUNTIES, IL

VERIFIED PETITION FOR EXEMPTION
OF
SF&L RAILWAY, INC.

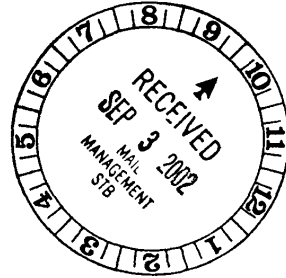
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Attorney for

SF&L RAILWAY, INC.

Dated: September 3, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423



STB Docket No. AB-448 (Sub-No. 2X)

SF&L RAILWAY, INC.
-- ABANDONMENT EXEMPTION --
IN HANCOCK, McDONOUGH, FULTON AND PEORIA COUNTIES, IL

VERIFIED PETITION FOR EXEMPTION
OF
SF&L RAILWAY, INC.

Petitioner, SF&L Railway, Inc. ("SFL"), pursuant to 49 U.S.C. 10502(a) and 49 C.F.R. 1121.1, et seq., petitions to be relieved of the regulatory requirements of 49 U.S.C. 10903 and 49 C.F.R. 1152.1, et seq., to effect its whole-line abandonment, between Milepost 194.5 at La Harpe 61450 and Milepost 123.0 at Peoria 61607, serving the intermediate points of Blandinsville 61420, Sciota 61475, Good Hope 61438, Bushnell 61422, New Philadelphia 61459, Smithfield 61477, Cuba 61427, Canton 61520, Glasford 61533 and Mapleton 61547, a distance of 71.5 miles in Hancock, McDonough, Fulton and Peoria Counties, Illinois. The line proposed for abandonment has insufficient local traffic to permit its continued maintenance and operation. The line heretofore had been used to haul approximately 3,600 revenue carloads of overhead freight annually for the Keokuk Junction Railway Co. ("KJRY") That traffic now has been diverted by KJRY to the Fort Madison, IA, gateway,

where it can be interchanged with The Burlington Northern and Santa Fe Railway Company ("BNSF") and the Union Pacific Railway Company ("UP"), and, without that traffic, SF&L cannot survive as an active railroad. Continued maintenance and operation of the line by SFL would prolong the unwarranted financial drain of the railroad's resources and be tantamount to an impermissible taking of its stockholders' property without just compensation. In support of its Petition for Exemption, SFL submits the attached Verified Statement of Steven J. Van Wagenen, Assistant Vice President of SFL, and further states, as follows:

I.

STATEMENT OF FACTS

A.

Description of the line

SFL is the present owner and operator of the 71.5-mile La Harpe-to-Peoria, Illinois, railroad line. The line formerly was a part of the Toledo, Peoria and Western Railway Corporation ("TPW"), which is controlled by RailAmerica, Inc.. The line heretofore had handled an overhead intermodal train five days a week, in each direction, between TPW's ramps at Remington, Indiana, and East Peoria, Illinois, on the one hand, and, on the other, BNSF at Fort Madison, Iowa. The intermodal trains had been used to pick up and drop off local traffic on the La Harpe-to-Peoria railroad line, as well as to haul the overhead traffic originating or terminating on the Keokuk Junction Railway Co. ("KJRY") and interlined at La Harpe,

IL. TPW was acquired by RailAmerica, Inc., in 1999,¹ and, in less than a year's time, RailAmerica, Inc., decided that the intermodal train could better be handled to and from an interchange with BNSF at Galesburg, Illinois, and, upon securing BNSF's concurrence, Rail America, Inc., determined to reroute the intermodal train.

As Mr. Van Wagenen explains in his Verified Statement, once it had reached its decision to reroute the intermodal train, RailAmerica, Inc., evaluated whether the La Harpe-to-Peoria railroad line could continue to be maintained and operated by it and yield RailAmerica, Inc., sufficient revenues to meet its standards of profitability. The company concluded that the line was incapable of being operated profitably and that, therefore, the line should be sold. One who expressed an interest in acquiring the La Harpe-to-Peoria railroad line was Mr. Guy L. Brenkman, President and C.E.O. of Pioneer Railcorp, which controls KJRY, as well as more than a dozen other short line railroads. RailAmerica, Inc., and Mr. Brenkman, however, were unable to reach agreement on the purchase price and other terms for sale of the line. SF&L subsequently proved to be the successful bidder for the property, and, pursuant to the Board's authorization,² acquired the line.

¹STB Finance Docket No. 33777, RailAmerica, Inc.--Control Exemption--Florida Rail Lines, Inc., Toledo, Peoria and Western Railroad Corporation, Marksman Corporation and Toledo, Peoria & Western Railway Corporation, served September 17, 1999.

² STB Finance Docket No. 33995, SF&L Railway, Inc.--Acquisition and Operation Exemption--Toledo, Peoria and Western Railway Corporation Between La Harpe and Peoria, IL, served February 7, 2001.

line.

At the time of its purchase of the La Harpe-to-Peoria railroad line from RailAmerica, Inc.,, SFL believed it could make a go of operating the line. Mr. Van Wagenen in his Verified Statement states that SFL agreed with the assessment of RailAmerica, Inc., that the local traffic on the line was insufficient to permit the line to remain in service. The local traffic amounted to about 800 revenue carloads a year, which equates to about 11 revenue carloads per mile per year of the 71.5-mile railroad line. The railroad line, however, additionally handled approximately 3,600 revenue carloads of overhead traffic annually, received from or delivered to KJRY and hauled between La Harpe and Peoria. In the view of SFL, the local traffic plus the KJRY traffic would have come to about 4,400 revenue carloads a year, or about 62 revenue carloads per mile per year of the 71.5-mile line. Therefore, SFL felt confident that with that amount of traffic an efficiently operated railroad would be able successfully to operate the La Harpe-to-Peoria railroad line.

SFL initially had not planned to operate the La Harpe-to-Peoria railroad line itself but expected that it would be able to reach an agreement with TPW to have it be the contract operator, rendering service on the La Harpe-to-Peoria railroad line in the name, and for the account, of SFL. Negotiations with RailAmerica, Inc., however, were prolonged and ultimately unsuccessful, Mr. Van Wagenen says in his Verified Statement, and, thus, SFL replaced TPW as the operator of the line and began itself to render service on

B.

KJRY's diversion of traffic

By December 12, 2001, when SFL began operating the La Harpe-to-Peoria railroad line, KJRY had reached an agreement with RailAmerica, Inc., to purchase TPW's line between La Harpe and Lomax, Illinois, and with BNSF to secure trackage rights over BNSF's line between Lomax and Fort Madison.³ KJRY's acquisition of the west-end line meant that it could divert traffic away from SFL's La-Harpe-to-Peoria railroad line. It no longer needed SFL to handle the approximately 3,600 revenue carloads of overhead traffic received or delivered at La Harpe and interchanged with BNSF or UP at Peoria. KJRY would be able to hold on to the traffic, secure its long-haul and effect the direct interchange with BNSF and UP at Fort Madison.

The intervening seven months have proven, Mr. Van Wagenen declares in his Verified Statement, that such diversion of traffic away from SFL's La Harpe-to-Peoria railroad line was the very consequence of KJRY's acquisition of the west end line. The chart of traffic data inserted after page 9 reveals that from 128 revenue carloads of overhead traffic handled by SFL in January 2002, already less than half of the historical monthly average, the number of revenue carloads of overhead traffic dropped precipitously to only one in July 2002. Indeed, in the first six months of 2002, KJRY tendered to SFL or received from SFL a total

³ STB Finance Docket No. 34143, Keokuk Junction Railway Co.--Acquisition and Operation Exemption--West End of Toledo, Peoria and Western Railway Corporation.

of 161 carloads of overhead traffic, which, if annualized, would come to 322 carloads, or less than ten percent of the approximately 3,600 carloads which, based on the prior years' data, SFL anticipated it could count on handling to and from KJRY when it purchased the La Harpe-to-Peoria railroad line.

C.

SFL's overtures to KJRY

KJRY diversion of traffic away from SFL was not because SFL didn't make every effort to try to hold on to KJRY's business. Even before SFL itself took over operating the La Harpe-to-Peoria railroad line, Mr. Van Wagenen, as he sets out in his Verified Statement, tried contacting personnel at KJRY to enter into an interchange agreement between the two railroads, but his calls and faxes went unanswered. Finally, on July 17, 2001, Mr. B. Allen Brown, the Chief Operating Officer of Pioneer Railcorp, left a voicemail message on Mr. Van Wagenen's telephone, as follows;

Hi, Steve. My name is Allen Brown. I am the Chief Operating Officer for Pioneer Railcorp. And I am calling regarding this interchange report that you keep wanting to have our people sign. We're not going to sign it. We don't even recognize you have the right to even be asking for it. But in any case quit calling our people. I have told them not to sign it, we're not going to sign it, and you do whatever you need to do. Thank you. My number is 309-697-1400. Bye.

Notwithstanding, Mr. Brown's evident hostility toward SFL, once SFL, on December 12, 2001, took over the operation of the La Harpe-to-Peoria railroad line, KJRY's operating personnel proved to be more cooperative, and, although no interchange agreement ever was entered into between the two railroads, they managed to effect an

interchange at La Harpe. As already noted, however, the two railroads might as well not have bothered, because, once KJRY was able to get to Fort Madison, it effectively ceased doing business with SFL.

Nothing illustrates unreasonableness of KJRY's management more clearly than its summary rejection of a win-win business proposal which Mr. Van Wagenen advanced in January 2002 to Ms. Catherine Bush, who is in charge of marketing for KJRY. As Mr. Van Wagenen details in his Verified Statement, at the time, KJRY was continuing to send carloads of corn germ to Decatur, Illinois, via SFL, TPW and Canadian National Railway Company. Since Farmers Elevator Company at Sciota and Roquette America, Inc., at Blandinsville were shipping grain to consignees on KJRY, Mr. Van Wagenen suggested that some of the empty cars returning from Decatur be used to load the grain shipments originating at Sciota or Blandinsville. In his view, the arrangement would have reduced the car cycle times, improved car utilization and afforded an opportunity for increasing traffic. Not only did KJRY reject the proposal, it responded that, if SFL were to load the empty cars returning from Decatur with grain at Sciota or Blandinsville, SFL would need to pay the extra per diem charges on the cars and additionally would be assessed a \$100 per car penalty charge for each car so used.

The following month, Mr. Brenkman and Ms. Bush held a meeting in Canton, Illinois, from which, Mr. Van Wagenen says in his Verified Statement, he was excluded, ostensibly held for the purpose of discussing the operations of SFL since it took over

running the La Harpe-to-Peoria railroad line. The meeting was attended by, among others, Canton Mayor Jerry Bohler, Mr. Paul Vonderhaar, representing the Canton Area Chamber of Commerce, and Mr. William W. Edwards of Farmers Elevator Company. Mr. Van Wagenen subsequently learned that Mr. Brenkman bad-mouthed SFL and urged those attending the meeting to send letters of complaint concerning SFL to the Board. As far as SFL is aware, none, however, has done so.

By February, KJRY had managed to route virtually all of its overhead traffic away from SFL. Ms. Bush candidly advised Mr. Van Wagenen that the carloads of railroad wheels consigned to the UP, for example, which formerly had moved over the La Harpe-to-Peoria railroad line, had been rerouted to Fort Madison for interchange with the UP at that gateway. The single largest source of overhead traffic, the corn germ moving to Decatur, Ms. Bush acknowledged, now was being rerouted to BNSF for delivery by the Norfolk Southern Railway Company. In his Verified Statement, Mr. Van Wagenen states that he had said to Ms. Bush that SFL was prepared to reduce significantly its factor of the through rates applicable on the diverted traffic if the shippers were agreeable to tendering blocks of as few as ten cars, rather than single cars. The block rates which SFL proposed were designed to encourage loading efficiencies and would have had the effect of reducing the shippers' per car rates to approximately the level they were paying when the intermodal train had been operated to and from Fort Madison. The following rates were proposed:

<u>Contract/ Commodity</u>	<u>Single car rate</u>	<u>10-14 car rate</u>	<u>15+ car rate</u>
KJRY 124 (Railway wheels)	\$425	\$250	\$225
KJRY 103 (Corn germ)	\$375 pvt \$425 rr	\$200 pvt \$250 rr	\$175 pvt \$225 rr
KJRY 121 (Corn	\$325 pvt	\$200 pvt	\$175 pvt

pvt: private cars rr: railroad cars

Although there were endless delays in getting a reaction to SFL's block rates proposals, eventually Ms. Bush responded and claimed that the shippers were unable or did not wish to load the size of blocks that SFL had proposed. In his Verified Statement, Mr. Van Wagenen, however, says that he subsequently learned from shippers that KJRY never told them of SFL's proposals to reduce its rate factors if blocks of cars were tendered and that if, the shippers had known of the proposed block rates, they very well might have continued routing their shipments via SFL to Peoria, rather, than as they now are doing, routing their shipments via KJRY to Fort Madison.

Between March and July 2002, SFL interchanged a total of sixteen overhead carloads of freight with KJRY. A comparison of the traffic moving on the line during 2001 and between December 2001 and July 2002 is inserted following this page.

Mr. Van Wagenen in his Verified Statement concludes that he does not believe that SFL ever will be able to regain KJRY's overhead traffic. KJRY would not have spent half a million dollars to acquire the 12-mile line between La Harpe and Lomax from RailAmerica, Inc., and negotiated an agreement with BNSF to secure

SF&L RAILWAY, INC

TRAFFIC SUMMARY - TPW / SFLR COMPARISON

(December 2001 - July 2002)

	2001	2001-2002											
	TPW Traffic 2001 (Jan - Nov)	SF&L Railway Traffic											
		Dec-01	Jan-02	Feb-02	Mar-02	Apr-02	May-02	Jun-02	Jul-02	Total			
Bridge Traffic													
Carbon Activate	12	1	3	2		1	2	1		10			
Scrap Iron	17												
HCL / Muriatic Acid	4												
Corn Syrup	128												
Gluten Feed	5												
Calcined Coal	23	1	4	3	3	1	2	5	1	20			
Bituminous Coal	86												
Sulphur, Molten	7		1							1			
Corn Germ	785	25	106	7						138			
Corn Screenings	49												
RR Wheels	211	14	14	6						34			
		41	128	18	3	2	4	6	1	203			
Inbound													
Stone to Canton, IL (Pschirrer)	185												
Soybean Meal to Bushnell (ADM)	64	1	8	6	10	5	9	7	3	49			
		1	8	6	10	5	9	7	3	49			
Outbound													
Grain from Sciota (Farmer's)	254	18	35	57		59	53	6	48	276			
Grain from Blandinsville (Roquette)	60					10	30	60	19	119			
Total TPW Traffic 2001	1890	18	35	57	0	69	83	66	67	395			
Total SFLR Traffic 2001-2002		60	171	81	13	76	96	79	71	647			

the trackage rights between Lomax and Fort Madison if it did not intend to route its overhead traffic over the west-end lines. It would make little or no sense from KJRY's standpoint for KJRY to idle its west-end lines and again have SFL haul its overhead traffic over the La Harpe-to-Peoria railroad line. Mr. Van Wagenen states that he is afraid that KJRY's overhead traffic is traffic that SFL has lost for good.

D.

SFL's solicitation of local traffic

As for the shippers situated on SFL's La Harpe-to-Peoria railroad line, only three are active, Archer Daniels Midland at Bushnell, IL, Farmers Elevator Company at Sciota and Roquette America, Inc., at Blandinsville. Anther, Pschirrer Asphalt, recently indicated an interest in receiving a few test cars at Good Hope, IL. Obviously, the customers were not too happy to have their rates increased and the five-day-a-week service reduced as a result of the decision of RailAmerica, Inc., to reroute the BNSF intermodal train; however, in the view of Mr. Van Wagenen in his Verified Statement, SFL's shippers have been very understanding of the situation in which SFL found itself after KJRY effectively ceased doing business with SFL and appreciative of the efforts SFL is making to keep the La Harpe-to-Peoria railroad line operating and the needs of its shippers satisfied. SFL at all times has tried to be responsive to its customer's requirements and to assist wherever possible to help the customers build their business. Indeed, Farmers Elevator Company at Sciota and Roquette America,

Inc., at Blandinsville have tendered more traffic to SFL than they did to TPW the year before. Farmers Elevator Company has moved 276 revenue carloads (an average of 34 cars per month compared with an average of 23 cars per month in 2001), and Roquette America, Inc., during the last four months has increased its shipments to an average of 30 revenue carloads per month compared with an average of five cars per month during the same period of 2001. These increases did not come about without tremendous effort on the part of SFL; the work that was done was not that of a company determined to shut down a railroad but one that is trying to assist its customers and thereby run a profitable business. Tables showing Traffic Data and On-Line Shipper Performance for the period December 2001 through July 2002 are inserted following this page.

Although these modest increases in the shipments tendered by the two shippers have been helpful, the local traffic on the La Harpe-to-Peoria railroad line remains woefully inadequate. The three active shippers on the La Harpe-to-Peoria railroad line together tendered and received an average of about one car per month per mile during the first six months of 2002. Annualized that comes to a total of twelve cars per mile per year on the 71.5-mile line, and, by any standard, that is far too little traffic to sustain a railroad line. See, STB Docket No. AB-246 (Sub-No. 2X), Yreka Western Railroad Company--Abandonment Exemption--In Siskiyou County, CA, served May 4, 199; STB Docket No. AB-411 (Sub-No. 2X), SWKR Operating Co.--Abandonment Exemption--In Cochise County, AZ, served February 14, 1997.

SF&L RAILWAY, INC.

TRAFFIC DATA

(December 2001 - July 2002)

	Dec-01	Jan-02	Feb-02	Mar-02	Apr-02	May-02	Jun-02	Jul-02
Revenue Carloads								
Traffic Originated	18	35	57	0	69	83	66	67
Traffic Terminated	1	8	6	10	5	9	7	3
Overhead Traffic	41	128	18	3	2	4	6	1
Total	60	171	81	13	76	96	79	71

SF&L RAILWAY, INC.

ON-LINE SHIPPER PERFORMANCE

(December 2001 - July 2002)

	Carloads Originated	Carloads Terminated	Total
Shipper			
Archer Daniels Midland - Bushnell, IL	0	49	49
Farmers Elevator - Sciota, IL	276	0	276
Hubbard Seeds - Bushnell, IL	0	0	0
McDonough FS - Bushnell, IL	0	0	0
Pschirrer Asphalt (United Paving) - Canton, IL	0	0	0
Roquette America - Blandinsville IL	119	0	119
United Feed - Blandinsville, IL	0	0	0
West Central FS - Sciota, IL	0	0	0
	395	49	444

In his Verified Statement, Mr. Van Wagenen concludes that he perceives of no likelihood that within the foreseeable future the local traffic on the La Harpe-to-Peoria railroad line will increase sufficiently to permit the line's continued operation. The rural area which the line serves simply cannot reasonably be expected to be the source of a significantly greater number of carloads of freight than the 800 carload historically handled on the line, or about twelve revenue carloads per mile per year for the 71.5-mile line. In the absence of sufficient local traffic to support continued operation of the railroad line, there is no practicable alternative to the proposed abandonment of the line. See, Exemption of Out of Service Rail Lines, 2 I.C.C.2d 146, 150 (1986), aff'd, Illinois Commerce Com'n v. I.C.C., 848 F.2d 1246 (D.C. Cir. 1988); Baltimore & Ohio R. Co. Abandonment, 354 I.C.C. 240, 244 (1978); Chicago, M., St. P. & P. R. Co. Trustees Abandonment, 240 I.C.C. 763, 767 (1940).

E.

SFL's cost reductions.

At the same time that local traffic remained at unacceptably low levels, SFL has been unable to reduce its operating costs sufficiently to be able to continue to maintain and operate the La Harpe-to-Peoria railroad line. In order to reduce its operating costs, SFL cut its twice-a-week service to once-a-week and currently is contemplating a further reduction of its service to operating a bi-weekly train in each direction. The changes in the scheduling of its trains enabled SFL to cut the number of hours its

employees worked for the railroad and the fuel and equipment costs, as Mr. Van Wagenen notes in his Verified Statement.

SFL also has designated its line excepted track, pursuant to 49 C.F.R. 213.4. While that means its trains cannot be operated at speeds in excess of ten miles per hour, the condition of SFL's track did not permit its trains to be operated faster than that in any event. Thus, SFL has been able to further reduce the costs of track inspection and maintenance. The safety of operations on SFL's La Harpe-to-Peoria railroad line, however, has not been compromised; to the contrary, SFL is proud of its record of compliance with the safety regulations of the Federal Railroad Administration. An Income Statement for the period from December 2001 through July 2002 is inserted following this page.

F.

Conclusion

In sum, the loss of KJRY's overhead traffic and the approximately 3,600 carloads of revenue freight it heretofore had generated have brought about the financial demise of SFL and the need for terminating its operation of the La Harpe-to-Peoria railroad line. Although there has been a modest increase in the traffic tendered by the three active shippers on the line and the costs of rendering service on the line have been pared, the railroad has sustained an operating loss in each of the seven months since SFL began operating the line. For the past seven months, through July 2002, SFL's operating losses totaled more than \$138,000.00. There is nothing in the offing that reasonably can be

SF&L RAILWAY, INC.

INCOME STATEMENT

(December 2001 - July 2002)

(\$1 in 1,000's)

	Dec-01	Jan-02	Feb-02	Mar-02	Apr-02	May-02	Jun-02	Jul-02	Total
<u>Revenue</u>									
Traffic originated	\$ 3.4	\$ 7.0	\$ 11.4	\$ -	\$ 13.8	\$ 16.6	\$ 13.0	\$ 13.4	\$ 78.6
Traffic terminated	\$ 0.2	\$ 1.6	\$ 1.2	\$ 2.0	\$ 1.0	\$ 2.3	\$ 1.8	\$ 0.8	\$ 10.8
Overhead traffic	\$ 7.4	\$ 23.0	\$ 3.2	\$ 1.3	\$ 1.1	\$ 2.3	\$ 2.8	\$ 0.4	\$ 41.6
Total revenue	\$ 11.0	\$ 31.6	\$ 15.8	\$ 3.3	\$ 15.9	\$ 21.2	\$ 17.6	\$ 14.6	\$ 131.0
<u>Expenses</u>									
Crew costs	\$ 2.4	\$ 7.2	\$ 9.5	\$ 7.9	\$ 13.5	\$ 9.3	\$ 10.4	\$ 11.4	\$ 71.6
Fuel costs	\$ 2.0	\$ 1.1	\$ 6.2	\$ 5.5	\$ 7.6	\$ 4.6	\$ 1.0	\$ 1.4	\$ 29.4
Locomotive costs	\$ 6.0	\$ 9.3	\$ 8.4	\$ 9.3	\$ 9.0	\$ 9.5	\$ 9.0	\$ 0.1	\$ 60.6
Car costs	\$ 3.3	\$ 6.8	\$ 2.7	\$ 1.6	\$ 2.5	\$ 1.1	\$ 0.9	\$ 0.9	\$ 19.8
Maintenance/way	\$ 2.8	\$ 6.9	\$ 4.0	\$ 4.3	\$ 6.1	\$ 14.4	\$ 34.8	\$ 14.4	\$ 87.7
Interest	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Expenses	\$ 16.5	\$ 31.3	\$ 30.8	\$ 28.6	\$ 38.7	\$ 38.9	\$ 56.1	\$ 28.2	\$ 269.1
Operating Profit (Loss)	\$ (5.5)	\$ 0.3	\$ (15.0)	\$ (25.3)	\$ (22.8)	\$ (17.7)	\$ (38.5)	\$ (13.6)	\$ (138.1)

expected to improve the situation and to have the carloads and revenues of local traffic on the line increase sufficiently to permit the line to be maintained and operated profitably. Neither SFL nor its owners can, or should be expected to, bear the losses stemming from their continuing to operate the line, and, as regrettable as it is, the line must be abandoned.

As the Board's predecessor, the Interstate Commerce Commission, said in Conrail--Aban.--Bet. Warsaw & Valp., Counties, IN, 9 I.C.C. 1229 1317 (1993):

We recognize that shippers may experience some increased costs [as a result of the abandonment]. The Commission has long recognized, however, that the unfortunate but avoidable [sic] result of terminating uneconomic and excess rail operations is that shippers may suffer some inconvenience and increased costs.

Similarly, in Chicago and North Western Transp. Co. --Abandonment, 354 I.C.C. 1,7 (1977), the agency declared:

In numerous proceedings, the Commission has found that shipper are likely to incur inconvenience and increased transportation costs as a result of a proposed abandonment, but these are not sufficient to outweigh the detriment to the public interest of continued operations of uneconomic and excess facilities. This is especially the case where alternate transportation is available [citations omitted].

Accord, Banton v. Belt Line Ry., 268 U.S. 413, 420 (1925) ("The commission under the guise of regulation may not compel the use and operation of the company's property for public convenience without just compensation."); Railroad Comm v. Eastern Tex. R.R., 264 U.S. 79, 85 (1924) ("And if at any time it develops with reasonable certainty that future operations must be at a loss, the company may discontinue operating and get what it can out of the property by

dismantling the road."); Bullock v. R.R. Comm of Florida, 254 U.S. 513, 520-21 (1921) ("Apart from statute or express contract people who have put their money into a railroad are not bound to go on with it at a loss if there is not reasonable prospect of profitable operations in the future [citation omitted].") Brooks-Scanlon Co. v. R.R. Comm., 251 U.S. 396, 399 (1920) ("A carrier cannot be compelled to carry on even a branch of business at a loss, much less the whole business of carriage."). SFL, accordingly, respectfully requests the Board to grant its Petition for Exemption to allow the line to be abandoned.

II.

JUSTIFICATION FOR EXEMPTION

As the Board reiterated in STB Docket No. AB-486 (Sub-No-2X), Kyle Railroad Company--Discontinuance of Service Exemption--In Smith, Phillips and Norton Counties, KS, served December 15, 2000, under 49 U.S.C. 10903, a railroad line may not be abandoned without the Board's prior approval. Under 49 U.S.C. 10502, however, the Board must exempt a transaction from regulation whenever it finds that (1) continued regulation is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either (a) the transaction or service is of limited scope, or (b) regulation is not necessary to protect shippers from the abuse of market power. Accord, STB Docket No. AB-486 (Sub-No. 3X), Kyle Railroad Company--Discontinuance Exemption--In Marshall, Washington and Cloud Counties, KS, served December 13, 2000; STB Docket No. AB-31 (Sub-No. 32X), Grand Trunk Western Railroad Incorporated--

Abandonment Exemption--In Oakland County, MI, served November 6, 1998. SFL' abandonment proposal fully satisfies these standards.

1. National Transportation Policy. The proposed abandonment by SFL, although of a line which is 71.5 miles long, is that of a railroad line which will affect but three active shippers. Only about six revenue carloads of freight per month per mile were tendered or received by these three shippers during the first six months of 2002, following SFL's assumption of operations of the La Harpe-to-Peoria railroad line on December 12, 2001. Such little traffic moving over the line renders continued operation of the line economically unjustifiable, and, accordingly, there is no alternative but to abandon the line. Petitioner submits that detailed scrutiny of the proposed abandonment pursuant to the provisions of 49 U.S.C. 10903 and 49 C.F.R. 1152.1, et seq., would further none of the objectives of the Rail Transportation Policy of 49 U.S.C. 10101. To the contrary, exempting the line's abandonment from the regulatory requirements that otherwise would apply would advance the Rail Transportation Policy goals "to minimize the need for Federal regulatory control", "to foster sound economic conditions in transportation" and "to reduce regulatory barrier to. . . exit from the industry."

2. Limited scope. The proposed abandonment of SFL's La Harpe-to-Peoria railroad line is of limited scope, because the line serves only three active shippers. During the first six months of 2002, the shippers together tendered an average on one car per mile per month, and, therefore, the line's abandonment will be of little

significance to the shippers on the line, as well as to any other railroad.

3. Protection of shippers from the abuse of market power.

While SFL asserts that the proposed abandonment is of limited scope, and, therefore, a determination on the captioned issue is unnecessary, if the Board, nevertheless were to examine it, the Board will find that subjecting the proposed abandonment to the regulatory requirements that otherwise would apply is not necessary to protect shippers from the abuse of market power. As already noted, SFL's proposed abandonment of its La Harpe-to-Peoria railroad line potentially will affect only three active shippers. One is located at Bushnell, a station on BNSF, and can be served by BNSF. The other two are at Sciota and Blandinsville, respectively, and are a relatively short distance from La Harpe, where they can be served by KJRY. Illinois State Highway No. 9 parallels the line, and ample truck service is available. In other words, the shippers will continue to have alternative rail service (in two instances via transloading), and motor carrier service is available to them. See, STB Docket No. AB-441 (Sub-No. 2X), SWKR Operating Co.--Abandonment Exemption--In Cochise County, AZ, served February 14, 1997. If direct railroad service were deemed to be important, one or more of the shippers, of course, could acquire the railroad line under the OFA procedures of 49 C.F.R. 1152.27. Such a wide range of alternative transportation services well insulates the three remaining active shippers from an abuse of market power.

III.

EMPLOYEE PROTECTION

As the proposed abandonment is of the entire railroad line of the SFL and the SFL is not a part of a surviving railroad or railroad system, no employee protective conditions should be imposed. STB Docket No. AB-246 (Sub-No. 2X), Yreka Western Railroad Company--Abandonment Exemption--In Siskiyou County, CA, served May 4, 1999; East Carolina Ry. Abandonment, 324 I.C.C. 506, 508 (1964); Rutland Ry. Corp. Abandonment of Entire Line, 317 I.C.C. 393, 409 (1962); Texas Electric Ry. Co. Abandonment, 271 I.C.C. 391, 397 (1948).

IV.

PUBLIC NOTICE

Public notice of the proposed abandonment of SFL was given by publication in the Hancock County Journal Pilot on July 31, 2002, Macomb Journal on July 31, 2002, The Daily Ledger on July 30, 2002, and The Peoria Journal Star on July 27, 2002, newspapers of general circulation in Hancock, McDonough, Fulton and Peoria Counties, respectively. Copies of the affidavits of publication are attached.

PUBLIC NOTICE

STB Docket No. AB-448 (Sub-No. 2X)

NOTICE OF INTENT TO ABANDON A LINE

SF&L Railway, Inc., gives notice that on or before September 3, 2002, it intends to file with the Surface Transportation Board, Washington, DC 20423, a Verified Petition for Exemption, pursuant to 49 U.S.C. 10502 and 49 C.F.R. 1121.1 et seq., for an exemption from 49 U.S.C. 10903 and 1152.1 et seq., to abandon a 71.5 mile line railroad between Milepost 194.5 at LaHarpe 61450 and Milepost 123.0 at Peoria 61607, serving the intermediate points of Blandinsville 61420, Sciota 61475, Good Hope 61438, Bushnell 61422, New Philadelphia 61459, Smithfield 61477, Cuba 61427, Canton 61520, Glasford 61533 and Mapleton 61547, in Hancock, McDonough, Fulton and Peoria Counties, IL. The proceeding will be docketed as STB Docket No. AB-448 (Sub-No. 2X).

The Board's Section of Environmental Analysis (SEA) will generally prepare an Environmental Assessment (EA), which will normally be available 60 days after the filing of the Petition for Exemption. Comments on environmental and energy matters should be filed no later than 30 days after the EA or make inquiries regarding environmental matters by writing to the Section of Environmental Analysis, Surface Transportation Board, 1925 K St., NW, Washington, DC 20423 or by calling that Section at (202) 565-1538.

Appropriate offers of financial assistance to continue rail service can be filed with the Board. Requests for environmental conditions, public use conditions, or rail banking/trails use also can be filed with the Board. An original and 10 copies of any pleading that raises matters other than environmental issues (such as trails use, public use, and offers of financial assistance) must be filed directly with the Board's Office of the Secretary, 1925 K Street, NW, Washington, DC 20423 [See 49 C.F.R. 1104.1 (a) and 1104.3 (a)], and one copy must be served on the railroad's representative [See 49 C.F.R. 1104.12 (a)]. Question regarding offers of financial assistance, public use or trails use may be directed to the Board's Office of Public Services at (202) 565-1592. Copies of any comments or requests for conditions should be served on the applicant's representative, Fritz R. Kahn, Esq., Fritz R. Kahn, P.C., 1920 N Street, NW (8th fl.), Washington, DC 20036-1601 Tel.:

CERTIFICATE OF PUBLICATION

STATE OF ILLINOIS)
COUNTY OF HANCOCK) SS.
)

Carthage, Illinois August 2, 2002

I, Mark Smidt do hereby certify that I am the publisher of the HANCOCK COUNTY JOURNAL-PILOT, a newspaper as defined in Act-Chapter 100, Section 1 and 5, Illinois Revised Statutes, a public weekly secular newspaper printed and published at Carthage, in Hancock County, and of general circulation in said county, and that the annexed advertisement and notice was printed and published in said newspaper in one successive weekly issues, and in each and every issue thereof, the first publication being in the number dated and issued on the 31st day of July A.D. 2002, and the last publication thereof being on the 31st day of July A.D. 2002, and that said newspaper has been regularly published at least six months prior to the first publication of said notice as aforesaid.


.....
Publisher

Advertising fee - \$ 56.00

Received payment

CERTIFICATE OF PUBLICATION

STATE OF ILLINOIS,

)ss.

County of McDonough

STB Docket No. AB-448 (Sub-No. 2X)

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Appropriate offers of financial assistance to continue rail service can be filed with the Board. Requests for environmental conditions, public use conditions, or rail banking/trails use also can be filed with the Board. An original and 10 copies of any pleading that raises matters other than environmental issues (such as trails use, public use, and offers of financial assistance) must be filed directly with the Board's Office of the Secretary, 1925 K Street, NW, Washington, DC 20423 [See 49 C.F.R. 1104.1 (a) and 1104.3 (a)], and one copy must be served on the railroad's representative [See 49 C.F.R. 1104.12 (a)]. Questions regarding offers of financial assistance, public use or trails use may be directed to the Board's Office of Public Services at (202) 565-1592. Copies of any comments or requests for conditions should be served on the applicant's representative, Fritz R. Kahn, Esq., Fritz R. Kahn, P.C., 1920 N Street, NW (8th fl.), Washington, DC 20036-1601 Tel.: (202) 263-4152.

MJ94119

This is to certify that a printed notice, of which the annexed is a true copy, was published in the MACOMB JOURNAL one times, being once each week for one successive weeks, the first publication of said notice being in the issue of said paper dated and issued on the 31st day of July A.D., 2002, and the last publication of said notice being in the issue of said paper dated and issued on the _____ day of _____ A.D., 20____, that said

MACOMB JOURNAL is a secular paper published in the city of Macomb, McDonough County, Illinois, and has been regularly published in said city of Macomb for at least six months immediately prior to the said first publication of said notice; that the said MACOMB JOURNAL is published by Liberty Group Publishing, successor August 1, 1998 to Newspaper Holdings, Inc.; that the MACOMB JOURNAL, was regularly published daily, except Saturday, for at least six months prior to August 1, 1998 by Newspaper Holdings, Inc., and since August 1, 1998 the MACOMB JOURNAL has been regularly published by Liberty Group Publishing.

That by resolution of the Board of Directors of Liberty Group Publishing, Michael Lee and John Friedrich are duly authorized to make this certificate for and on behalf of Liberty Group Publishing.

By Michael Lee
its Duly Authorized Agent.

Printer's Fee \$ 49.00 PAID

Subscribed and sworn to before me this 1st day

of August 2002

Marilyn K Thompson
Notary Public



STB Docket No.
AB-448
(Sub-No. 2X)
NOTICE OF INTENT
TO ABANDON A
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SF&L Railway, Inc., gives notice that on or about September 3, 2002, it intends to file with the Surface Transportation Board, Washington, DC 20423, a Verified Petition for Exemption, pursuant to 49 U.S.C. 10502 and 49 C.F.R. 1121.1, et seq., for an exemption from 49 U.S.C. 10903 and 1152.1, et seq., to abandon a 71.5-mile line of railroad between Milepost 194.5 at La Harpe 61450 and Milepost 123.0 at Peoria 61607, serving the intermediate points of Blandinsville 61420, Sciota 61475, Good Hope 61438, Bushnell 61422, New Philadelphia 61459, Smithfield 61477, Cuba 61427, Canton 61520, Glasford 61533 and Mapleton 61547, in Hancock, McDonough, Fulton and Peoria Counties, IL. The proceeding will be docketed as STB Docket No. AB-448 (Sub-No. 2X).

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County of Fulton. } SS.

The Daily Ledger, a corporation, existing and doing business under the laws of the State of Illinois, by its duly authorized agent, hereby certifies that it is the publisher of The Daily Ledger; that said The Daily Ledger is a secular newspaper, printed and published each weekday in the city of Canton, County of Fulton and State of Illinois, that the annexed advertisement was printed and published in the regular issues of said newspaper each ^{Day}~~Week~~ for 1 successive ^{Days}~~Weeks~~ the date of the first paper containing the same being the issue dated the 30 day of July 2002, Number 255, of Volume 90, and the date of the last paper containing the same being the 30 day of July 2002, Number 255, Volume 90; that said The Daily Ledger has been regularly printed and published for more than six months prior to the first publication of said annexed advertisement; that the person making this certificate for and in behalf of said The Daily Ledger is fully empowered to make same for and in behalf of said The Daily Ledger is fully empowered to make same for and in behalf of said corporation.

THE DAILY LEDGER

By Lisa Bybee

By: Judy Little

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

STB Docket No. AB-448 (Sub-No. 2X)

SF&L RAILWAY, INC.
-- ABANDONMENT EXEMPTION --
IN HANCOCK, McDONOUGH, FULTON AND PEORIA COUNTIES, IL

ENVIRONMENTAL REPORT
OF
SF&L RAILWAY, INC.

SF&L Railway, Inc. ("SFL"), pursuant to 49 C.F.R. 1105.7, submits this Environmental Report in support of its Verified Petition for Exemption.

1. Proposed action and alternatives. The railroad line which SFL proposes to abandon, between Milepost 194.5 at La Harpe 61450 and Milepost 123.0 at Peoria 61607, serving the intermediate points of Blandinsville 61420, Sciota 61475, Good Hope 61438, Bushnell 61422, New Philadelphia 61459, Smithfield 61477, Cuba 61427, Canton 61520, Glasford 61533 and Mapleton 61547, a distance of 71.5 miles in Hancock, McDonough, Fulton and Peoria Counties, Illinois, has insufficient local traffic to permit the continued maintenance and operation of the line. The line heretofore had been used to haul approximately 3,600 revenue carloads of overhead freight annually for the Keokuk Junction

Railway Co. ("KJRY") That traffic now has been diverted by KJRY to the Fort Madison, IA, gateway, where it can be interchanged with The Burlington Northern and Santa Fe Railway Company ("BNSF") and the Union Pacific Railway Company, and without that traffic, SF&L cannot survive as an active railroad. Continued maintenance and operation of the line by SFL would prolong the unwarranted financial drain on the railroad and be tantamount to an impermissible taking of its stockholders' property. In the view of SFL, there is no practicable alternative to the line's abandonment, the authorization for which SFL herein seeks. The Illinois Single Point of Contact and the Illinois Department of Transportation, by letters from SFL's representative, dated July 23, 2002, copies of which were mailed to Victoria J. Rutson, Esq., Chief of the Board's Section of Environmental Analysis, were notified of the proposed actions of SFL, and in the meantime no written response have been received from either one.

2. Transportation systems. Only three shippers remain on the railroad line proposed for abandonment. During the first six months of 2002, following the December 12, 2001, start-up of operations by SFL on the La Harpe-to-Peoria railroad line, the three shippers together tendered or received an average of about one car per mile per month. One of the shippers is located at Bushnell and can be served by BNSF. The other two are located at Scotia and Blandinsville, respectively, and are within easy reach of the KJRY at La Harpe and can receive railroad service from it. State Highway No. 9 parallels the line proposed for abandonment,

and grain and grain products, which are the principal commodities which the local shippers tender or receive, can be transported by the countless truckers exempt from registration with the Federal Motor Carrier Safety Administration. By letters dated July 23, 2002, respectively, with copies to Ms. Rutson, the Illinois Single Point of Contact and the Illinois Department of Transportation were notified of the proposed abandonment, and neither one has sent a reply in the meantime.

3. Land use. The proposed abandonment would affect no presently pending land use plans for Hancock, McDonough, Fulton and Peoria Counties, Illinois, of which SFL is aware. By letter dated July 23, 2002, SFL's representative wrote to the State Conservationist of the U. S. Department of Agriculture's Natural Resources Conservation Service, with copy to Ms. Rutson, to apprise the office of the proposed action of SFL, and no response has been received in the meantime.

4. Energy. As previously noted, very little traffic -- only about one car per mile per month for the 71.5-mile railroad line, based on the first six months of 2002 -- is potentially divertable as a result of the proposed abandonment of the line. The abandonment certainly will affect far fewer than an average of 50 carloads per mile per year, and, therefore, the Verified Petition for Exemption, if granted, will have no material effect on energy consumption. Neither are recyclable commodities affected by the proposed abandonment. By letters, dated July 23, 2002, the representative of SFL notified the regional office of

the U. S. Environmental Protection Agency and the Illinois Environmental Protection Agency, with copies to Ms. Rutson, of the proposed abandonment. To date neither agency has responded.

5. Air. Little diversion of traffic from rail to truck transportation is likely to occur as a result of the proposed abandonment, since, based the first six months of 2002, only one car per mile per month was handled on the 71.5-mile line of railroad proposed for abandonment. Accordingly, no significant increase in emissions will follow if the Verified Petition for Exemption were approved. By letters dated July 23, 2002, SFL's representative wrote to the regional office of the U. S. Environmental Protection Agency and the Illinois Environmental Protection Agency, with copies to Ms. Rutson, to advise them of the proposed abandonment. Neither agency has yet responded.

6. Noise. Since little diversion of traffic from rail to truck transportation can be expected to occur as a result of SFL's proposed abandonment, there will not be an increase of truck traffic of more than ten percent of the average daily traffic or fifty vehicles a day on any affected road segment, and, therefore, no significant increase in noise will result if the Verified Petition for Exemption were approved. As already noted, the representative of SFL, by letters dated July 23, 2002, with copies to Ms. Rutson, alerted the regional office of the U. S. Environmental Protection Agency and the Illinois Environmental Protection Agency to the abandonment proposal. Neither agency has yet responded.

7. Safety. The proposed abandonment of the little used railroad line can be expected to result in only a slight increase in highway traffic and, therefore, will not jeopardize the safety of the traveling public. Nevertheless, in accordance with the Board's rules, by letters dated July 23, 2002, with copies to Ms. Rutson, the Illinois Single Point of Contact and the Illinois Department of Transportation were notified of the abandonment proposal, but no expressions of concern for safety has been received from either agency in the meantime. The abandonment, moreover, will affect neither the transportation nor the dumping of hazardous materials or substances.

8. Biological resources. The proposed abandonment of the line is not likely to adversely affect endangered or threatened species or areas designated as critical habitat, as far as SFL is aware. By letters dated July 23, 2002, with copies to Ms. Rutson, the representative of SFL notified the Regional Office of the U. S. Fish and Wildlife Service, the Illinois Environmental Protection Agency and the regional office of the U. S. Environmental Protection Agency of the proposed abandonment. None of the agencies has responded in the interim.

9. Water. The proposed abandonment of the line will have no significant effect upon Federal, State or local water quality standards of which SFL is aware. The representative of SFL, by letter dated July 23, 2002, advised the District Office of the U. S. Army Corps of Engineers of the proposed action, and no response has been received in the interim.

10. Mitigation. Since SFL is unaware of any significant adverse environmental impact that the proposed abandonment would occasion, it perceives of no need for mitigating measures. Nevertheless, in accordance with the Board's regulations, in addition to the Federal and State of Illinois agencies previously identified, the representative of SFL, by letters dated July 23, 2002, with copies to Ms. Rutson, wrote to the Recreational Resources Assistance Division, National Park Service of the U.S. Department of Interior, the Chief of the National Forest System of the U.S. Department of Agriculture and the Illinois Department of Transportation to advise them of the abandonment proposal, but to date none has responded to express any concerns about it.

Historical Effects.

1. Map. A map of the line proposed for abandonment is attached.

2. Description. The railroad line which SFL proposes to abandon extends between Milepost 194.5 at La Harpe 61450 and Milepost 123.0 at Peoria 61607, serving the intermediate points of Blandinsville 61420, Sciota 61475, Good Hope 61438, Bushnell 61422, New Philadelphia 61459, Smithfield 61477, Cuba 61427, Canton 61520, Glasford 61533 and Mapleton 61547, a distance of 71.5 miles in Hancock, McDonough, Fulton and Peoria Counties, Illinois.

3. Photographs. There is no structure along the line proposed for abandonment which is 50 years old or older.

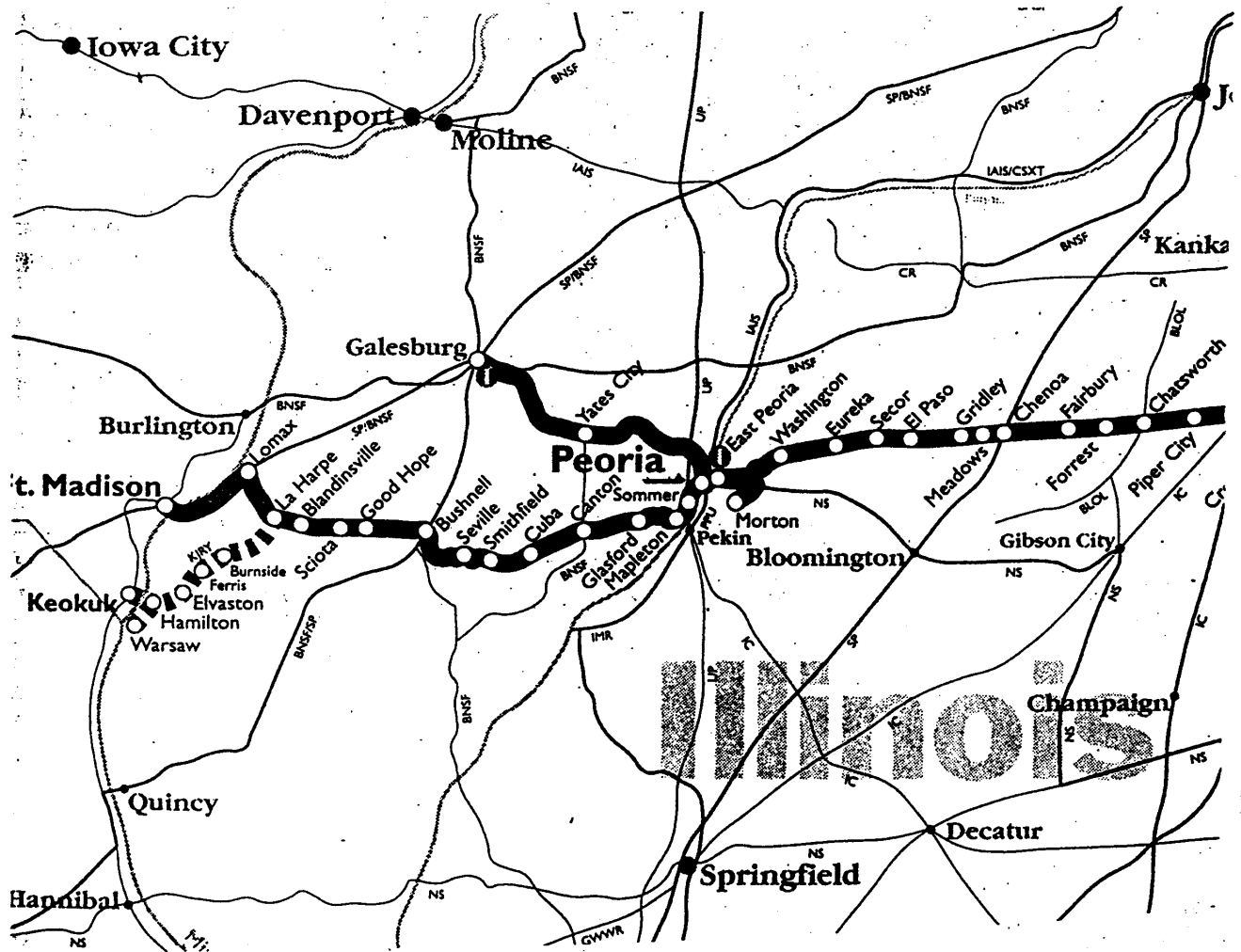
RailAmerica, Inc., which sold the La Harpe-to-Peoria railroad line to SFL, retained the realty underlying the line, including the bridges and trestles. None of these is proposed for abandonment.

4. Dates. There is no structure along the line proposed for abandonment which is 50 years old or older. RailAmerica, Inc., which sold the La Harpe-to-Peoria railroad line to SFL, retained the realty underlying the line, including the bridges and trestles. None of these is proposed for abandonment.

5. History. The line proposed for abandonment formerly was that of the Toledo, Peoria and Western Railway Corporation ("TPW"), a line first opened in 1860. TPW is controlled by RailAmerica, Inc.

6. Documents. SFL has no documents in its possession that confirm the dates of construction of the line. Such documents are likely to be in the possession of TPW, whose predecessors opened the line in 1860.

7. Opinion. SFL believes that there is no structures proposed for abandonment on the La Harpe-to-Peoria railroad line which warrants being listed in the Register of Historic Places. Similarly, SFL is unaware of any archeological resources or any other previously unknown historic properties in the area. Notice of the proposed abandonment was given the Illinois Single Point of Contact by letter from the representative of the SFL, dated July 23, 2002, with copy to Ms. Rutson



CERTIFICATIONS

SFL, by its attorney, certifies that, in preparing the foregoing Environmental Report, it sought the views on the consequences of the proposed abandonment on the programs administered by each of the Federal and State of Illinois agencies identified in 49 C.F.R. 1105.7(b).

SFL, by its attorney, certifies that notices of the proposed abandonment, couched in the wording of 49 C.F.R. 1105.12, were published in the Hancock County Journal Pilot on July 31, 2002, Macomb Journal on July 31, 2002, The Daily Ledger on July 30, 2002, and The Peoria Journal Star on July 27, 2002, newspapers of general circulation in Hancock, McDonough, Fulton and Peoria Counties, respectively.

SFL, by its attorney, certifies that timely notice of the proposed abandonment was given to each of the agencies identified in 49 C.F.R. 1152.50(d).

SFL, by its attorney, certifies that copies of the foregoing Environmental Report on August 15, 2002, were served by mailing copies thereof, by letters couched in the wording of 49 C.F.R. 1105.11, sent by prepaid first-class mail to each of the Federal and State of Illinois agencies identified in 49 C.F.R. 1105.7(b), and to the County Board Chairman for Hancock, McDonough, Fulton and Peoria Counties, respectively.

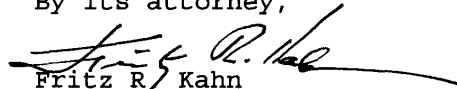
SFL, by its attorney, certifies that copies of the foregoing Petition for Exemption, including the Environmental Report, were mailed by prepaid first-class mail to each of persons identified

in the preceding paragraph and, additionally, to KJRY and to each of the active shippers situated on SFL's La Harpe-to-Peoria railroad line.

Respectfully submitted,

SF&L RAILWAY, INC.

By its attorney,


Fritz R. Kahn
Fritz R. Kahn, P.C.
1920 N Street, NW (8th fl.)
Washington, DC 20036-1601
Tel.: (202) 263-4152

Dated: September 3, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

STB Docket No. AB-448 (Sub-No. 2X)

SF&L RAILWAY, INC.
--ABANDONMENT EXEMPTION--
IN HANCOCK, MCDONOUGH, FULTON AND PEORIA COUNTIES, IL

VERIFIED STATEMENT
OF
STEVEN J. VAN WAGENEN

My name is Steven J. Van Wagenen, and I am the Assistant Vice President of the Petitioner, SF&L Railway, Inc. ("SFL"), with corporate offices at 1505 South Redwood Road, Salt Lake City, UT 84104.

SFL is the owner and operator of the 71.5-mile La Harpe-to-Peoria, Illinois, railroad line, formerly part of Toledo, Peoria and Western Railway Corporation ("TPW"), controlled by RailAmerica, Inc.. The line had handled an overhead intermodal train five days a week, in each direction, between TPW's ramps at Remington, Indiana, and East Peoria, Illinois, on the one hand, and, on the other, The Burlington Northern and Santa Fe Railway Company ("BNSF"), at Fort Madison, Iowa. The intermodal trains were used to pick up and drop off local traffic on the La Harpe-to-Peoria railroad line, as well as to haul the overhead traffic originating or terminating on the Keokuk Junction Railway Co.

("KJRY") at La Harpe, IL. TPW was acquired by RailAmerica, Inc., in 1999,¹ and, in less than a year's time, RailAmerica, Inc., thought that the intermodal train could better be handled to and from an interchange with BNSF at Galesburg, Illinois, and, upon securing BNSF's concurrence, Rail America, Inc., determined to reroute the intermodal train.

Once it had decided that the intermodal train should be rerouted, RailAmerica, Inc., evaluated whether the La Harpe-to-Peoria railroad line could continue to be maintained and operated by it and yield sufficient revenues to meet its standards of profitability. RailAmerica, Inc. concluded that the line could not be operated profitably and, accordingly, that the line should be sold. One who expressed an interest in acquiring the La Harpe-to-Peoria railroad line was Mr. Guy L. Brenkman, President and C.E.O. of Pioneer Railcorp, which controls KJRY and several other short line railroads. RailAmerica, Inc., however, was unable to reach agreement with Mr. Brenkman on the terms of the sale, including the purchase price. SF&L proved to be the successful bidder for the property, and, pursuant to the Board's authorization,² acquired the line.

SFL believed it could make a go of maintaining and operating

¹STB Finance Docket No. 33777, RailAmerica, Inc.--Control Exemption--Florida Rail Lines, Inc., Toledo, Peoria and Western Railroad Corporation, Marksman Corporation and Toledo, Peoria & Western Railway Corporation, served September 17, 1999.

² STB Finance Docket No. 33995, SF&L Railway, Inc.--Acquisition and Operation Exemption--Toledo, Peoria and Western Railway Corporation Between La Harpe and Peoria, IL, served February 7, 2001.

the La Harpe-to-Peoria railroad line. While SFL agreed with the assessment of RailAmerica, Inc., that the local traffic on the line, which had amounted to about 800 revenue carloads a year, or about 11 revenue carloads per mile per year of the 71.5-mile line, was insufficient to permit its continued operation, the approximately 3,600 revenue carloads of overhead traffic heretofore hauled annually for KJRY, in the view of SFL, would have allowed the line to remain in service. The local traffic plus the traffic received from or delivered to KJRY would have come to about 4,400 revenue carloads a year, or about 62 revenue carloads per mile per year of the 71.5-mile line. Therefore, SFL had every reason to believe that with that amount of traffic an efficiently operated railroad would be able successfully to operate the La Harpe-to-Peoria railroad line.

SFL initially had not planned to operate the La Harpe-to-Peoria railroad line itself but expected that it would be able to reach an agreement with TPW to have it be the contract operator, rendering service on the La Harpe-to-Peoria railroad line in the name, and for the account, of SFL. Negotiations with RailAmerica, Inc., however, were prolonged and ultimately unsuccessful, and, thus, SFL replaced TPW as the operator of the line and began itself to render service on the line, effective December 12, 2001.

By then, KJRY had reached an agreement with RailAmerica, Inc., to purchase TPW's line between La Harpe and Lomax, Illinois, and with BNSF to secure trackage rights over BNSF's

line between Lomax and Fort Madison.³ KJRY's acquisition of the west-end line meant that it could divert traffic away from SFL's La-Harpe-to-Peoria railroad line. It no longer needed SFL to handle the approximately 3,600 revenue carloads of overhead traffic to be interchanged with BNSF or the Union Pacific Railroad Company ("UP") at Peoria. KJRY would be able to hold on to the traffic and effect its direct interchange with BNSF and UP at Fort Madison.

The intervening seven months have proven that such diversion of traffic away from SFL's La Harpe-to-Peoria railroad line was exactly what KJRY had in mind by its acquisition of the west end line. The chart of traffic data inserted after page 8 reveals that from 128 revenue carloads of overhead traffic handled by SFL in January 2002, the number of revenue carloads of overhead traffic dropped to only one in July 2002. Indeed, in the first six months of 2002, KJRY tendered to SFL or received from SFL a total of 161 carloads of revenue freight, less than ten percent of the approximately 1,800 revenue carloads which SFL anticipated it could count on handling during that half-a-year when it purchased the La Harpe-to-Peoria railroad line.

KJRY diversion of traffic away from SFL was not because SFL didn't make every effort to try to hold on to KJRY's business. Even before SFL itself took over operating the La Harpe-to-Peoria railroad line, I tried contacting personnel at KJRY to enter into

³ STB Finance docket No. 34143, Keokuk Junction Railway Co.--Acquisition and Operation Exemption--West End of Toledo, Peoria and Western Railway Corporation.

an interchange agreement between our two railroads, but my calls and faxes went unanswered. Finally, on July 17, 2001, Mr. B. Allen Brown, the Chief Operating Officer of Pioneer Railcorp, left a voicemail message on my telephone, as follows;

Hi, Steve. My name is Allen Brown. I am the Chief Operating Officer for Pioneer Railcorp. And I am calling regarding this interchange report that you keep wanting to have our people sign. We're not going to sign it. We don't even recognize you have the right to even be asking for it. But in any case quit calling our people. I have told them not to sign it, we're not going to sign it, and you do whatever you need to do. Thank you. My number is 309-697-1400. Bye.

Notwithstanding, Mr. Brown's evident hostility toward SFL, once SFL took over the operation of the La Harpe-to-Peoria railroad line, KJRY's operating personnel proved to be more cooperative, and, although no interchange agreement ever was entered into between our two railroads, we managed to effect an interchange at La Harpe. As I already have noted, however, we might as well not have bothered, because, once KJRY was able to get to Fort Madison, it for all intents and purposes ceased doing business with SFL.

Nothing illustrates unreasonableness of KJRY's management more clearly than its summary rejection of a win-win business proposal I advanced in January 2002 to Ms. Catherine Bush, who is in charge of marketing for KJRY. At the time, KJRY was continuing to send carloads of corn germ to Decatur, Illinois, via SFL, TPW and Canadian National Railway Company. Since Farmers Elevator Company at Scotia and Roquette America, Inc., at Blandinsville were shipping grain to consignees on KJRY, I

suggested that some of the empty cars returning from Decatur be used to load the grain shipments from Sciota or Blandinsville. In my view, the arrangement would have reduced the car cycle times, improved car utilization and afforded an opportunity for increasing traffic. Not only did KJRY reject the proposal, it responded that, if SFL were to load the empty cars returning from Decatur with grain at Sciota or Blandinsville, SFL would need to pay the extra per diem charges on the cars and additionally would be assessed a \$100 per car penalty charge for each car so used.

The following month, Mr. Brenkman and Ms. Bush held a meeting in Canton, Illinois, from which I was excluded, ostensibly held for the purpose of discussing the operations of SFL since it took over running the La Harpe-to-Peoria railroad line. The meeting was attended by, among others, Canton Mayor Jerry Bohler, Mr. Paul Vonderhaar, representing the Canton Area Chamber of Commerce, and Mr. William W. Edwards of Farmers Elevator Company. Mr. Brenkman bad-mouthed SFL and urged those attending the meeting to send letters of complaint concerning SFL to the Board. As far as I am aware, none, however, has done so.

By February, KJRY had managed to route virtually all of its overhead traffic away from SFL. Ms. Bush candidly advised me, for example, that the carloads of railroad wheels, which formerly had moved over the La Harpe-to-Peoria railroad line, had been rerouted to the UP at Fort Madison, and that the single largest source of overhead traffic, the corn germ moving to Decatur, was being rerouted to BNSF and delivery by the Norfolk Southern

Railway Company. I had indicated to Ms. Bush that SFL was prepared to reduce significantly its factor of the through rates applicable on the diverted traffic if the shippers were agreeable to tendering blocks of as few as ten cars, rather than single cars. The block rates which SFL proposed were designed to encourage loading efficiencies and would have had the effect of reducing the shippers' per car rates to approximately the level they were paying when the intermodal train was being operated to and from Fort Madison. The following rates were proposed:

<u>Contract/ Commodity</u>	<u>Single car rate</u>	<u>10-14 car rate</u>	<u>15+ car rate</u>
KJRY 124 (Railway wheels)	\$425	\$250	\$225
KJRY 103 (Corn germ)	\$375 pvt \$425 rr	\$200 pvt \$250 rr	\$175 pvt \$225 rr
KJRY 121 (Corn	\$325 pvt	\$200 pvt	\$175 pvt

pvt: private cars rr: railroad cars

Although there were endless delays in getting a reaction to SFL's block rates proposals, eventually Ms. Bush responded and claimed that the shippers were unable or did not wish to load the size of blocks that SFL had proposed. I, however, subsequently learned from shippers that KJRY never told them of SFL's proposals to reduce its rate factors if blocks of cars were tendered and that if, they had known of the proposed block rates, they very well might have continued routing their shipments via SFL to Peoria, rather, than as they now are doing, routing their shipments via KJRY to Fort Madison.

Between March and July 2002, SFL interchanged a total of

sixteen overhead carloads of freight with KJRY. A comparison of the traffic moving on the line during 2001 and between December 2001 and July 2002 is inserted following this page.

I do not believe that SFL ever will be able to regain KJRY's overhead traffic. KJRY would not have invested the half a million dollars it expended to acquire the 12-mile line between La Harpe and Lomax from RailAmerica, Inc., and negotiated with BNSF to secure the trackage rights between Lomax and Fort Madison if it did not intend to route its overhead traffic over the west-end lines. It would make little or no sense from KJRY's standpoint for KJRY to idle its west-end lines and again have SFL haul its overhead traffic over the La Harpe-to-Peoria railroad line. I am afraid that KJRY's's overhead traffic is traffic that SFL has lost for good.

As for the shippers situated on SF&L's La Harpe-to-Peoria railroad line, only three are active, Archer Daniels Midland at Bushnell, IL, Farmers Elevator Company at Scotia and Roquette America, Inc., at Blandinsville. A fourth, Pschirrer Asphalt, has recently indicated its interest in receiving a few test cars at Good Hope, IL. Obviously, the customers were not too happy to have their rates increased and the five-day-a-week service reduced as a result of the decision of RailAmerica, Inc., to reroute the BNSF intermodal train; however, they have been very understanding of the situation in which SFL found itself after KJRY effectively ceased doing business with SFL and appreciative of the efforts SFL is making to keep the La Harpe-to-Peoria

SF&L RAILWAY, INC

TRAFFIC SUMMARY - TPW / SFLR COMPARISON

(December 2001 - July 2002)

	2001	2001-2002											
	TPW Traffic	SF&L Railway Traffic											
	2001 (Jan - Nov)	Dec-01	Jan-02	Feb-02	Mar-02	Apr-02	May-02	Jun-02	Jul-02	Total			
Bridge Traffic													
Carbon Activate	12	1	3	2		1	2	1		10			
Scrap Iron	17												
HCL / Muriatic Acid	4												
Corn Syrup	128												
Gluten Feed	5												
Calcined Coal	23	1	4	3	3	1	2	5	1	20			
Bituminous Coal	86												
Sulphur, Molten	7		1							1			
Corn Germ	785	25	106	7						138			
Corn Screenings	49												
RR Wheels	211	14	14	6						34			
		41	128	18	3	2	4	6	1	203			
Inbound													
Stone to Canton, IL (Pschirrer)	185												
Soybean Meal to Bushnell (ADM)	64	1	8	6	10	5	9	7	3	49			
		1	8	6	10	5	9	7	3	49			
Outbound													
Grain from Sciota (Farmer's)	254	18	35	57		59	53	6	48	276			
Grain from Blandinsville (Roquette)	60					10	30	60	19	119			
Total TPW Traffic 2001	1890	18	35	57	0	69	83	66	67	395			
Total SFLR Traffic 2001-2002		60	171	81	13	76	96	79	71	647			

railroad line operating and the needs of its shippers satisfied. SFL at all times has tried to be responsive to its customer' requirements and to assist wherever possible to help the customers build their business. Indeed, Farmers Elevator Company at Scotia and Roquette America, Inc., at Blandinsville have tendered more traffic to SFL than they did to TPW the year before. Farmers Elevator Company has moved 276 revenue carloads (an average of 34 cars per month compared with an average of 23 cars per month in 2001), and Roquette America, Inc., during the last four months has increased its shipments to an average of 30 revenue carloads per month compared with an average of five cars per month during the same period of 2001. These increases did not come about without tremendous effort on the part of SFL; the work that was done was not that of a company determined to shut down a railroad but one that is trying to assist its customers and thereby run a profitable business. Tables showing Traffic Data and On-Line Shipper Performance for the period December 2001 through July 2002 are inserted following this page.

Although the modest increase in their shipments have been helpful, the three active shippers on the La Harpe-to-Peoria railroad line have tendered and received an average of about one car per month per mile during the first six months of 2002. Annualized that comes to a total of twelve cars per mile per year, and, by any standard, that is far too little traffic to sustain a railroad line. I perceive of no likelihood that within the foreseeable future the local traffic on the La Harpe-to-

SF&L RAILWAY, INC.

TRAFFIC DATA

(December 2001 - July 2002)

	Dec-01	Jan-02	Feb-02	Mar-02	Apr-02	May-02	Jun-02	Jul-02
Revenue Carloads								
Traffic Originated	18	35	57	0	69	83	66	67
Traffic Terminated	1	8	6	10	5	9	7	3
Overhead Traffic	41	128	18	3	2	4	6	1
Total	60	171	81	13	76	96	79	71

SF&L RAILWAY, INC.

ON-LINE SHIPPER PERFORMANCE

(December 2001 - July 2002)

	Carloads Originated	Carloads Terminated	Total
Shipper			
Archer Daniels Midland - Bushnell, IL	0	49	49
Farmers Elevator - Sciota, IL	276	0	276
Hubbard Seeds - Bushnell, IL	0	0	0
McDonough FS - Bushnell, IL	0	0	0
Pschirrer Asphalt (United Paving) - Canton, IL	0	0	0
Roquette America - Blandinsville IL	119	0	119
United Feed - Blandinsville, IL	0	0	0
West Central FS - Sciota, IL	0	0	0
	395	49	444

Peoria railroad line will increase sufficiently to permit the line's continued operation. The rural area which the line serves simply cannot reasonably be expected to be the source of a significantly greater number of carloads of revenue freight than heretofore have been handled on the line.

At the same time, SFL has been unable to reduce its operating costs sufficiently to be able to continue to maintain and operate the La Harpe-to-Peoria railroad line. In order to reduce its operating costs, SFL cut its twice-a-week service to once-a-week and currently is contemplating a further reduction of its service to operating a bi-weekly train in each direction. The changes in the scheduling of its trains enabled SFL to cut the number of hours its employees worked for the railroad and the fuel and equipment costs.

SFL also has designated its line excepted track, pursuant to 49 C.F.R. 213.4. While that means its trains cannot be operated at speeds in excess of ten miles per hour, the condition of SFL's track did not permit its trains to be operated faster than that in any event. Thus SFL has been able to further reduce the costs of track inspection and maintenance. The safety of operations on SFL's La Harpe-to-Peoria railroad line, however, has not been compromised; to the contrary, we are proud of our record of compliance with the safety regulations of the Federal Railroad Administration. An Income Statement for the period from December 2001 through July 2002 is inserted following this page.

In short, the loss of KJRY's overhead traffic and the

SF&L RAILWAY, INC.

INCOME STATEMENT

(December 2001 - July 2002)

(\$1 in 1,000's)

	Dec-01	Jan-02	Feb-02	Mar-02	Apr-02	May-02	Jun-02	Jul-02	Total
<u>Revenue</u>									
Traffic originated	\$ 3.4	\$ 7.0	\$ 11.4	\$ -	\$ 13.8	\$ 16.6	\$ 13.0	\$ 13.4	\$ 78.6
Traffic terminated	\$ 0.2	\$ 1.6	\$ 1.2	\$ 2.0	\$ 1.0	\$ 2.3	\$ 1.8	\$ 0.8	\$ 10.8
Overhead traffic	\$ 7.4	\$ 23.0	\$ 3.2	\$ 1.3	\$ 1.1	\$ 2.3	\$ 2.8	\$ 0.4	\$ 41.6
Total revenue	\$ 11.0	\$ 31.6	\$ 15.8	\$ 3.3	\$ 15.9	\$ 21.2	\$ 17.6	\$ 14.6	\$ 131.0
<u>Expenses</u>									
Crew costs	\$ 2.4	\$ 7.2	\$ 9.5	\$ 7.9	\$ 13.5	\$ 9.3	\$ 10.4	\$ 11.4	\$ 71.6
Fuel costs	\$ 2.0	\$ 1.1	\$ 6.2	\$ 5.5	\$ 7.6	\$ 4.6	\$ 1.0	\$ 1.4	\$ 29.4
Locomotive costs	\$ 6.0	\$ 9.3	\$ 8.4	\$ 9.3	\$ 9.0	\$ 9.5	\$ 9.0	\$ 0.1	\$ 60.6
Car costs	\$ 3.3	\$ 6.8	\$ 2.7	\$ 1.6	\$ 2.5	\$ 1.1	\$ 0.9	\$ 0.9	\$ 19.8
Maintenance/way	\$ 2.8	\$ 6.9	\$ 4.0	\$ 4.3	\$ 6.1	\$ 14.4	\$ 34.8	\$ 14.4	\$ 87.7
Interest	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Expenses	\$ 16.5	\$ 31.3	\$ 30.8	\$ 28.6	\$ 38.7	\$ 38.9	\$ 56.1	\$ 28.2	\$ 269.1
Operating Profit (Loss)	\$ (5.5)	\$ 0.3	\$ (15.0)	\$ (25.3)	\$ (22.8)	\$ (17.7)	\$ (38.5)	\$ (13.6)	\$ (138.1)

approximately 3,600 carloads of revenue freight it heretofore had generated have brought about the financial demise of SFL and the need for terminating its operation of the La Harpe-to-Peoria railroad line. Although there has been a modest increase in the traffic tendered by the three active shippers on the line and the costs of rendering service on the line have been pared, the railroad has sustained an operating loss in each of the seven months since SFL began operating the line. For the past seven months, through July 2002, SFL's operating losses total more than \$138,000.00. That situation is not likely to change, since the prospects of increasing local traffic on the La Harpe-to-Peoria railroad line sufficiently to permit the line to be maintained and operated are quite remote. Neither SFL nor its owners can, or should be expected to, continue to bear these losses, and, as regrettable as it is, the line must be abandoned. SFL respectfully requests the Board to grant its Petition for Exemption to allow the line to be abandoned.

VERIFICATION

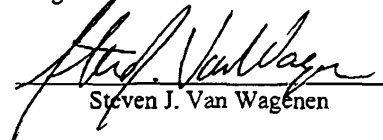
I, Steven J. Van Wagenen, Assistant Vice President of SF&L Railway, Inc., declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Statement and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of myself and SF&L Railway, Inc. I know that willful misstatements or omissions of material facts

railroad line sufficiently to permit the line to be maintained and operated are quite remote. Neither SFL nor its owners can, or should be expected to, continue to bear these losses, and, as regrettable as it is, the line must be abandoned. SFL respectfully requests the Board to grant its Petition for Exemption to allow the line to be abandoned.

VERIFICATION

I, Steven J. Van Wagenen, Assistant Vice President of SF&L Railway, Inc., declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Statement and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of myself and SF&L Railway, Inc. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

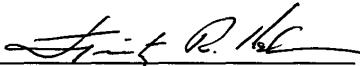
Dated at Salt Lake City, UT, this 25th day of August 2002.


Steven J. Van Wagenen

CERTIFICATE OF SERVICE

I certify that I this day have served copies of the foregoing Verified Petition for Exemption, including the Environmental Report, by prepaid first-class mail upon each of the parties on the attached list.

Dated at Washington, DC, this 3rd day of September 2002.


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