

WEINER BRODSKY SIDMAN KIDER PC

1300 NINETEENTH STREET NW
FIFTH FLOOR
WASHINGTON DC 20036 1609
TEL 202 628 2000
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August 30, 2004

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

211915



Re: STB Finance Docket No. 34544, Tazwell & Peoria Railroad, Inc. -- Lease and Operation Exemption -- Peoria and Pekin Union Railway Company

STB Finance Docket No. 34545, Genesee & Wyoming Inc. -- Continuance in Control Exemption -- Tazwell & Peoria Railroad, Inc.

Dear Secretary Williams:

Please find enclosed an original and 10 copies of (i) a notice of exemption by Tazwell & Peoria Railroad, Inc., pursuant to 49 C.F.R. § 1150.31, for filing in Finance Docket No. 34544, and (ii) a petition for continuance in control exemption by Genesee & Wyoming Inc. ("GWI") pursuant to 49 C.F.R. § 10502, in Finance Docket No. 34545. Also enclosed, pursuant to 49 C.F.R. 1180.6(a)(6) are 20 additional copies of the map attached to GWI's petition for exemption.

Also, in connection with the labor notice requirements at 49 C.F.R. § 1150.32(e), enclosed for filing in Finance Docket No. 34544 are: (i) 11 copies of the Notice to Employees; (ii) an original and 10 copies of the Certificate of Service; and (iii) 11 copies of the Certificate of Posting¹.

In addition, enclosed in a check in the amount of \$8,400 to cover the filing fees for these proceedings.

Please acknowledge receipt of this filing by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

Rose-Michele Weinryb

Enclosures

¹ We will file the Certificate of Posting containing the original signature upon receipt.

BEFORE THE
SURFACE TRANSPORTATION BOARD



STB FINANCE DOCKET NO. 34545

FILED
AUG 30 2004
SURFACE
TRANSPORTATION BOARD

GENESEE & WYOMING INC.
- CONTINUANCE IN CONTROL EXEMPTION -
TAZEWELL & PEORIA RAILROAD, INC.

FEE RECEIVED
AUG 30 2004
SURFACE
TRANSPORTATION BOARD

PETITION FOR EXEMPTION
FROM
49 U.S.C. § 11323

ENTERED
Office of Proceedings
AUG 31 2004
Part of
Public Record

PETITION FOR EXEMPTION

EXPEDITED HANDLING REQUESTED

Genesee & Wyoming Inc. ("Petitioner" or "GWI"), pursuant to 49 U.S.C. § 10502 and 49 CFR Parts 1121 and 1180, hereby petitions the Surface Transportation Board ("Board") to exempt from the prior approval requirements of 49 U.S.C. § 11323 Petitioner's continuance in control of its subsidiary, Tazewell & Peoria Railroad, Inc. ("Lessee"), upon Lessee's becoming a rail carrier. Petitioner has filed this petition approximately 60 days in advance of when Lessee plans to become a carrier, which is as far in advance as practicable considering public disclosure and business limitations. Petitioner also is requesting expedited handling of this matter to avoid the necessity of placing the shares of Lessee into a voting trust pending the Board's decision here.

STATEMENT OF FACTS

Petitioner is a non-carrier holding company, a Delaware corporation, with principal offices located at 66 Field Point Road, Greenwich, CT 06830. Petitioner directly or indirectly

controls Buffalo & Pittsburgh Railroad, Inc., a class II carrier operating in New York and Pennsylvania ("BPRR"),¹ and the following class III rail carriers: (i) Arkansas, Louisiana & Mississippi Railroad Company, operating in Arkansas and Louisiana; (ii) Chattahoochee Industrial Railroad, operating in Georgia; (iii) Commonwealth Railway, Inc., operating in Virginia; (iv) Corpus Christi Terminal Railroad, Inc., operating in Texas; (v) Dansville and Mount Morris Railroad Company, operating in New York; (vi) Fordyce & Princeton Railroad Company, operating in Arkansas; (vii) Genesee & Wyoming Railroad Company, Inc., operating in New York; (viii) Golden Isles Terminal Railroad, Inc., operating in Georgia; (ix) Illinois & Midland Railroad, Inc. ("IMRR"), operating in Illinois; (x) Louisiana & Delta Railroad, Inc., operating in Louisiana; (xi) Portland & Western Railroad, Inc., operating in Oregon; (xii) Rochester & Southern Railroad, Inc., operating in New York; (xiii) Salt Lake City Southern Railroad Company operating in Utah; (xiv) Savannah Port Terminal Railroad Inc., operating in Georgia; (xv) South Buffalo Railway Company, operating in New York; (xvi) St. Lawrence & Atlantic Railroad Company, operating in Vermont, New Hampshire and Maine; (xvii) St. Lawrence & Atlantic Railroad (Quebec), Inc., operating in Vermont; (xviii) York Railway Company ("York"), operating in Pennsylvania;² (xix) Talleyrand Terminal Railroad, Inc., operating in Florida; (xx) Utah Railway Company, operating in Colorado and Utah; and (xxi) Willamette & Pacific Railroad, Inc., operating in Oregon. The rail carrier subsidiaries of GWI collectively are referred to herein as the "Affiliates." Maps depicting the lines of the Affiliates are attached hereto as Exhibit A.

¹ GWI also has control over two non-operating class III common carriers that separately hold certain rail assets over which BPRR operates, Allegheny & Eastern Railroad, LLC, and Pittsburg & Shawmut Railroad, LLC.

² GWI also has control over two non-operating class III common carriers that separately hold the rail assets over which York operates, Maryland and Pennsylvania Railroad, LLC and Yorkrail, LLC.

Lessee is a non-carrier, wholly-owned subsidiary of GWI. Lessee will become a class III common carrier by rail upon its lease from Peoria and Pekin Union Railway Company ("PPU")³ of its rail line, which totals approximately 19.9 miles of mainline and connecting track⁴ in Tazewell & Peoria Counties, IL (the "Subject Line"). A map identifying the Subject Line is attached hereto as Exhibit B. Concurrent with the filing of this petition, Lessee is filing a verified notice of exemption with the Board to lease and operate the Subject Line. See STB Finance Docket No. 34544, Tazewell & Peoria Railroad, Inc. – Lease and Operation Exemption – Peoria and Pekin Union Railway Company. However, pursuant to the labor notice requirements at 49 C.F.R. § 1150.32(e), Lessee will not consummate its lease of the Subject Line for at least 60 days.⁵

Lessee and PPU are close to reaching an agreement on the terms of the proposed lease of the Subject Line. Under the proposal, the possessor and operator of the Subject Line will change, but it is anticipated that the general scope and nature of the operations will remain the same or improve. Rail service will continue to be available to and from the same shippers, and future shippers who locate on the Subject Line may request common carrier service. It is intended that no shipper currently located on the Subject Line will experience a reduction in its transportation options. Only two shippers currently are served by both IMRR (an Affiliate) and PPU. Each of these shippers will continue to have service available from two carriers after Lessee's lease of the Subject Line. Both of these carriers support the lease of the Subject Line by Lessee. See Exhibit C hereto, Shipper Support Letters. Furthermore, as a member of a

³ PPU is a class III carrier, jointly owned by Canadian National Railway Company, Norfolk Southern Railway Company and Union Pacific Railroad Company ("UP").

⁴ Lessee will also acquire from PPU incidental trackage rights over approximately 1.7 miles of UP-owned track.

⁵ Concurrent with its verified notice of exemption, Lessee is filing with the Board certificates of service and posting with respect to its labor notice, thereby starting the 60-day clock.

family of experienced shortline railroads, Lessee intends to offer service to shippers that is as good or better than is currently available.

The proposed continuance in control transaction does not involve a class I carrier. However, the transaction does not qualify for the automatic class exemption procedure at 49 CFR § 1180.2(d)(2), for the sole reason that the Subject Line connects with the line of IMRR, one of the Affiliates, at Pekin, IL. It is for this reason Petitioner is proceeding through the instant petition.

ARGUMENT

I. EXEMPTION CRITERIA SATISFIED.

The acquisition of control of a rail carrier by a person that is not a carrier but that controls any number of carriers requires the prior approval of the Board. 49 U.S.C. § 11323(a)(5). As Petitioner is a non-carrier that controls other carriers, its control of Lessee upon its becoming a carrier would be subject to the Board's prior approval requirements, absent exemption.

Under 49 U.S.C. § 10502, however, the Board must exempt a transaction from the prior approval requirements when the Board finds that: (1) prior approval is not necessary to carry out the rail transportation policy of 49 U.S.C. § 10101 (the "RTP"); and (2) either (a) the transaction is of limited scope, or (b) regulation is not necessary to protect shippers from an abuse of market power. 49 U.S.C. § 10502. In this case, all three criteria are satisfied.

A. Regulation Is Not Needed to Carry Out the Rail Transportation Policy.

Detailed scrutiny of Petitioner's control over the Lessee is not needed to carry out the objectives of the RTP. To the contrary, an exemption from the prior approval requirements here will promote several of these objectives. By reducing the cost and delay associated with the application process, and by permitting Petitioner to continue to control Lessee after Lessee becomes the primary operator of the Subject Line (while allowing PPU to cease being the

primary operator of the Subject Line), exemption of this transaction will “minimize the need for Federal regulatory control over the rail transportation system,” 49 U.S.C. § 10101(2), “ensure the development and continuation of a sound rail transportation system...to meet the needs of the public...,” 49 U.S.C. 10101(4), and “reduce regulatory barriers to entry into and exit from the industry,” 49 U.S.C. § 10101(7). See Genesee & Wyoming Inc. – Control Exemption – Arkansas, Louisiana & Mississippi Railroad Company and Fordyce & Princeton Railroad Company, STB Finance Docket No, 34453, served Feb. 5, 2004 (“GWI 2004”).⁶ Granting an exemption in this case also would expedite handling and resolution of Board proceedings. 49 U.S.C. § 10101(15).

In addition, by allowing Petitioner to integrate the Lessee into its existing group of shortlines, with attendant experience, logistics, capital and administrative support, the exemption will “foster sound economic conditions in transportation and . . . ensure effective competition and coordination between rail carriers and other modes,” 49 U.S.C. § 10101(5), and “encourage honest and efficient management of railroads,” 49 U.S.C. § 10101(9). See Genesee & Wyoming Inc. – Control Exemption – South Buffalo Railway Company, STB Finance Docket No. 34107 (served Nov. 21, 2001) (“GWI 2001”).⁷

But for the single connection of the Subject Line with the line of IMRR at Pekin, IL, this transaction would qualify for an automatic exemption under the notice of exemption procedures at 49 CFR § 1180.2(d)(2). The exemption of control transactions under 49 U.S.C. § 10502 that involve a connection between affiliates has repeatedly been held to be appropriate in the short line context, including transactions involving this same Petitioner. See GWI 2004; GWI 2001;

⁶ See also RailAmerica, Inc. – Control Exemption – RailTex, Inc., STB Finance Docket No. 33813 (served Jan. 10, 2000).

⁷ See also Summit View, Inc. – Control Exemption – Mahoning Valley Railroad Company, STB Finance Docket No. 34026 (served May 17, 2001) (enabling carrier to become part of a family of small carriers furthers the RTP).

Genesee & Wyoming, Inc. – Continuance in Control Exemption – Pittsburg & Shawmut Railroad, Inc., STB Finance Docket No. 32904 (served June 21, 1996) (“GW1 1996”).

Lessee’s lease of the Subject Line is not intended to result in substantive changes in the competitive balance or the operating relationships that currently exist. IMRR and Lessee will remain separately operated, independent entities, and relations between them will be based on commercially reasonable, arm’s-length arrangements. Indeed, the connection between IMRR and the Subject Line promotes elements of the RTP, as it presents an opportunity to improve operating efficiencies without foreclosing transportation options presently open to shippers on the Subject Line. In fact, the only two shippers currently served by both an Affiliate and PPU support this transaction.

Thus, the subject transaction promotes several goals of the RTP, and other aspects of the RTP will not adversely be affected. Requiring a full-blown application in this proceeding would contravene the goals of the RTP discussed above, while benefiting no one.

B. The Transaction Is Limited In Scope.

One indication that a control transaction is of limited scope is where it involves a carrier operating in a limited geographical area. See GW1 1996 (involving approximately 237 miles concentrated in region of Western Pennsylvania). Here, the Petitioner will control a carrier that will lease just 19.9 miles of line within a single switching district that runs through only two counties.

A second indication that a control transaction is of limited scope is where a transaction merely results in the addition of a separately incorporated small railroad to an existing family of shortlines. See GW1 1996; H. Peter Claussen and Linda C. Claussen – Continuance in Control Exemption – Georgia & Florida Railroad Co., Inc., ICC Finance Docket No. 32681 (served July 10, 1995). Here, Petitioner’s control of the Lessee will add to Petitioner’s existing group of short

lines, a single, corporately distinct, class III carrier. Lessee will be separately operated, and assume the direct and indirect risks of leasing and operating the Subject Line. Business dealings, if any, among Petitioner, the Affiliates and Lessee will be contractual in nature, and will be based on arms'-length negotiations between the parties.

Thus, the Petitioner merely will add to its family of shortlines a separately incorporated class III carrier that operates in a limited geographical area. Furthermore, absent the connection between IMRR and the Subject Line, the automatic class exemption procedures at 49 C.F.R. § 1180.2(d)(2) would have applied to this control transaction. Under these circumstances, a finding of limited scope clearly is warranted.

C. Regulation of the Transaction Is Not Needed to Protect Shippers From Abuse of Market Power.

Because Petitioner's proposed control over Lessee upon its becoming a carrier is limited in scope, it is not even necessary to consider whether prior review is needed to protect shippers from an abuse of railroad market power. 49 U.S.C. § 10502(a)(2)(A). See Indiana Rail Road Company – Petition for Exemption – Acquisition and Operation – Illinois Central Railroad Company – Line Between Sullivan, IN, and Browns, IL, 6 I.C.C.2d 1004 (1990). In any event, there is no potential for such abuse here.

In the proposed transaction, a single small carrier, the Lessee, operating in a discrete geographical area will be added to a family of separate short lines already approved by the Board for control by Petitioner. No shipper located on the lines is expected to lose rail service options as a result of the transaction, and the only two shippers currently served by both an Affiliate and PPU support the transaction. In addition, common control of Lessee and the Affiliates will not otherwise have a material adverse effect on service. Instead, the more likely result of the subject transaction will be the same, or enhanced, rail service, as shippers benefit from personalized,

localized service and the substantial experience and resources of Petitioner. For these reasons, regulation of the transaction is not needed to protect shippers from an abuse of market power.

See GWI 2004; GWI 2001.

II. LABOR PROTECTION.

The Proposed Transaction will be subject to the labor protective conditions set forth in 49 U.S.C. § 11326(b). See GWI 2004.

III. NO SIGNIFICANT ENVIRONMENTAL OR HISTORIC IMPACT.

Under 49 CFR § 1105.6(2)(i), no environmental documentation is required for a control transaction, if, as a result of such transaction, the traffic thresholds set forth at 49 C.F.R. § 1105.7(e)(4) and (5) are not exceeded. Petitioner's continued control of Lessee upon its becoming a carrier will not result in significant changes in traffic volumes. Accordingly, the relevant traffic thresholds will not be exceeded as a result of the subject control transaction, and no environmental documentation is required. See GWI 2001.

Similarly, 49 CFR § 1105.8(b)(3) provides that a control transaction that will not substantially change the level of maintenance of railroad property is exempt from the requirement of preparing a historic report. Because the transaction in question contemplates no significant changes in maintenance, no historic report is required. See GWI 2001.

IV. EXPEDITED HANDLING.

Requests for expedited disposition of control transactions previously have been granted under appropriate circumstances. See GWI 2004. See also Genesee & Wyoming Industries, Inc. – Continuance in Control Exemption – Allegheny & Eastern Railroad, Inc., ICC Finance Docket No. 32149, served October 23, 1992; Steve May – Control Exemption – Lackawanna Valley Railroad Corporation and Lackawanna Railway, Inc., ICC Finance Docket No. 31937 (Sept. 9, 1991). Concurrent with this petition, Lessee is filing a notice of exemption to lease and operate

the Subject Line, pursuant to 49 C.F.R. § 1150.31, and certificates of service and posting with respect to its labor notice, pursuant to 49 C.F.R. § 1150.32(e). Pursuant to the labor notice requirements under 49 C.F.R. § 1150.32(e), Lessee will be permitted to consummate the lease transaction 60 days after the filing of such certificates of service and posting (*i.e.*, the filing date of this petition). Thus, Petitioner requests that this petition also be decided, and made effective, within that 60-day period.

Successful operation of the Subject Line by Lessee will require that Petitioner swiftly make critical business decisions regarding Lessee, such as electing knowledgeable directors to appoint officers who have a vested, long-term interest in running the railroad successfully, and negotiating sound commercial agreements of substantial importance to the long-term operations and service of the railroad. Interim control of Lessee by a trustee in a voting trust, and directors and/or officers with potentially short-term interests in the success of the carrier simply do not have this kind of incentive to succeed. A voting trust would prevent Petitioner from immediately giving Lessee the specialized treatment demanded – treatment that has been so effective over the years with other subsidiaries of Petitioner. For this reason, Petitioner requests that the Board expedite this matter, issuing a decision as soon as practicable.

V. VOTING TRUST.

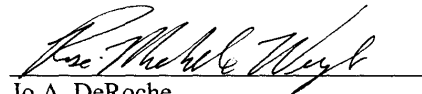
Although Petitioner has filed this petition as far in advance as practicable, and has requested expedited handling of this matter, if the Board's decision is not served by the time Lessee both obtains Board authority for its lease and operation of the Subject Line and consummates that lease transaction, Petitioner will place the shares of Lessee into an independent, irrevocable voting trust to prevent unauthorized control pending the Board's decision. Closing into a voting trust, however, would defer the gains to be derived from the control of the Lessee by GWI's expert management, with little or no benefit to shippers or the

public. Again, Petitioner urges the Board expeditiously to issue its decision in this rather routine matter.

CONCLUSION

For the reasons stated above, Genesee & Wyoming Inc. requests that its petition for exemption to continue in control of Tazewell & Peoria Railroad, Inc. expeditiously be granted.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Jo A. DeRoche", is written over a horizontal line.

Jo A. DeRoche
Rose-Michele Weinryb
Weiner Brodsky Sidman Kider PC
1300 19th Street, NW
Fifth Floor
Washington, DC 20036-1609
(202) 628-2000

Attorneys for:

GENESEE & WYOMING INC.

Dated: August 30, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

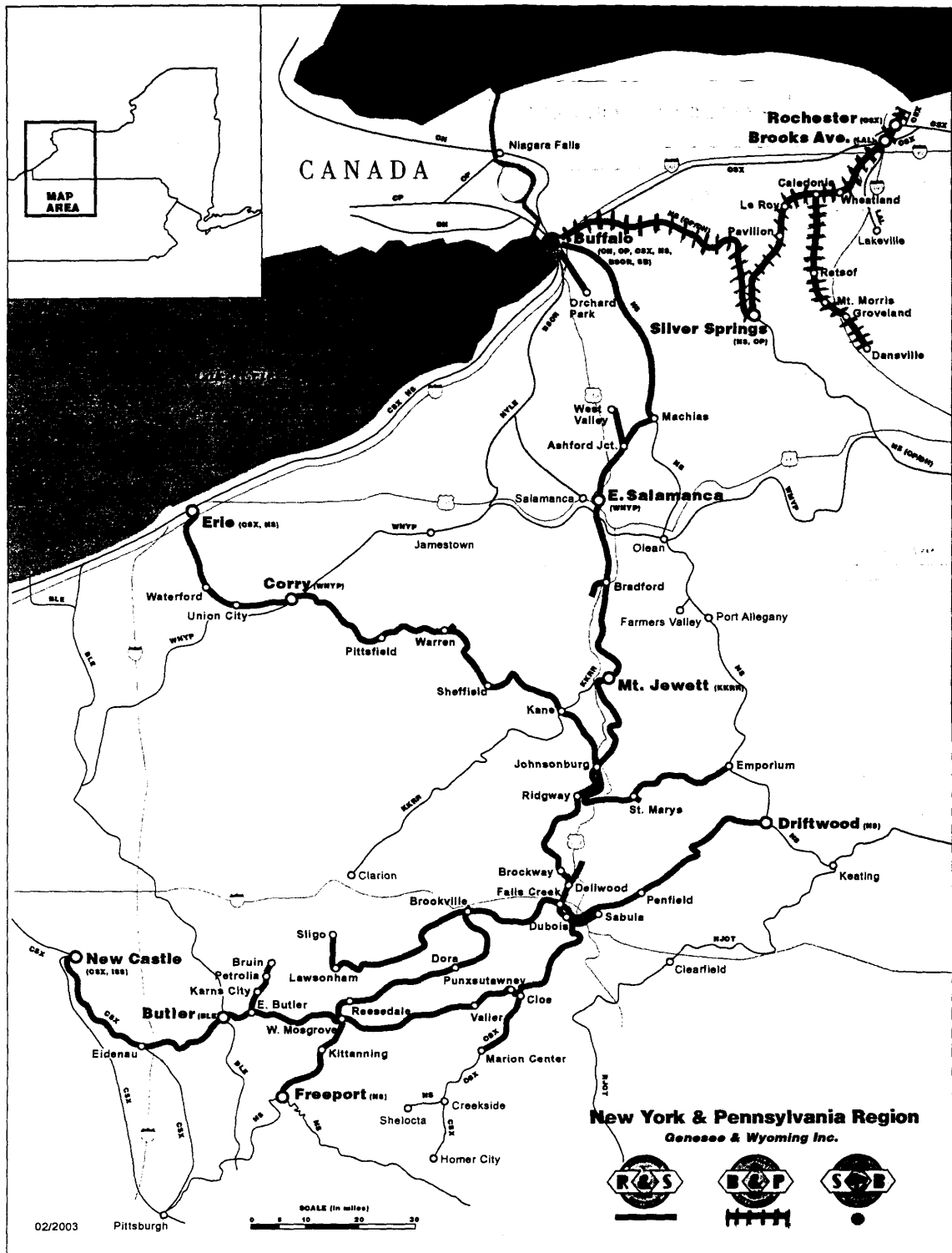
STB FINANCE DOCKET NO. 34545

GENESEE & WYOMING INC.
– CONTINUANCE IN CONTROL EXEMPTION –
TAZEWELL & PEORIA RAILROAD, INC.

PETITION FOR EXEMPTION
FROM
49 U.S.C. § 11323

EXHIBIT A

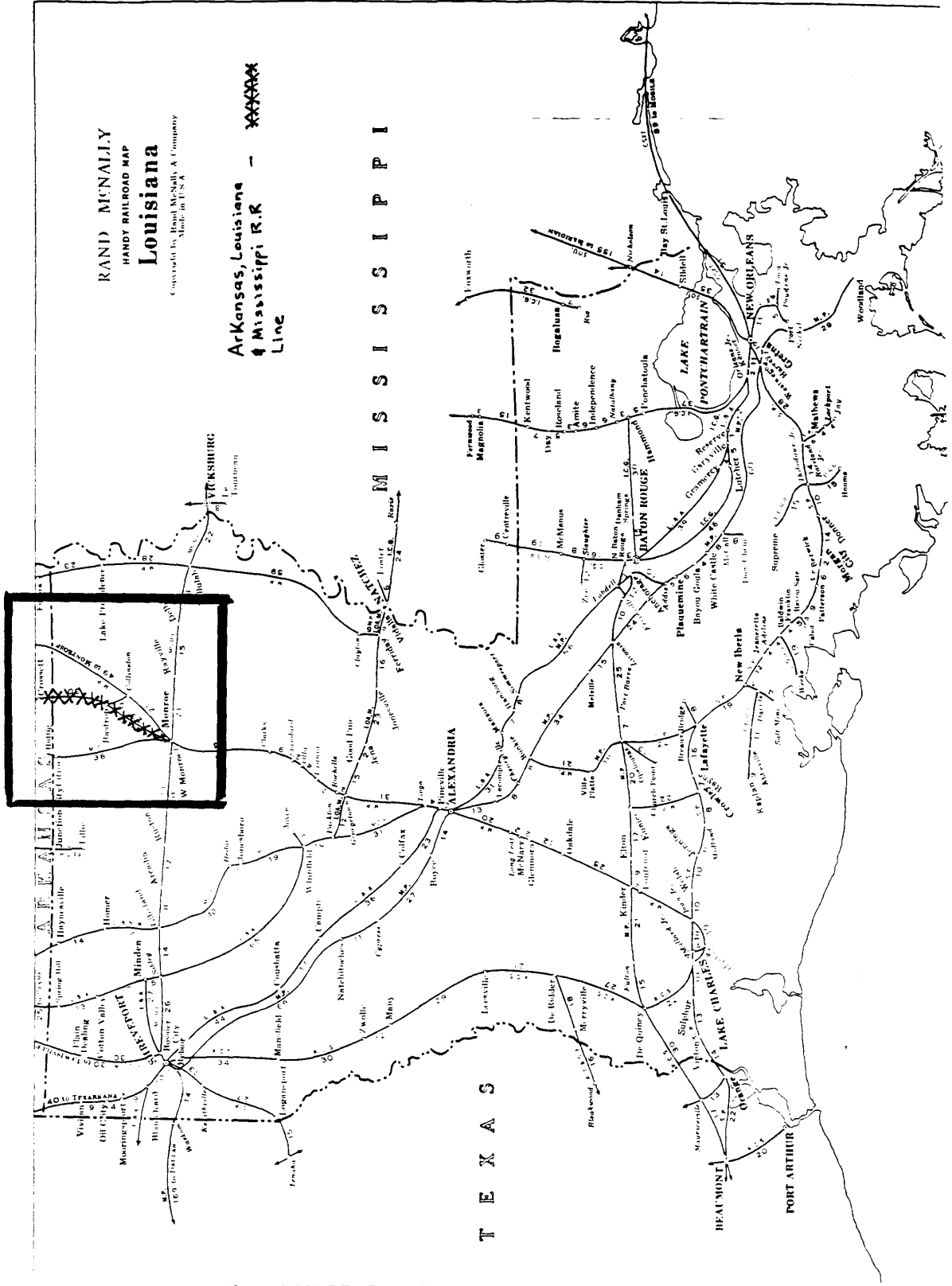
MAPS
AFFILIATES

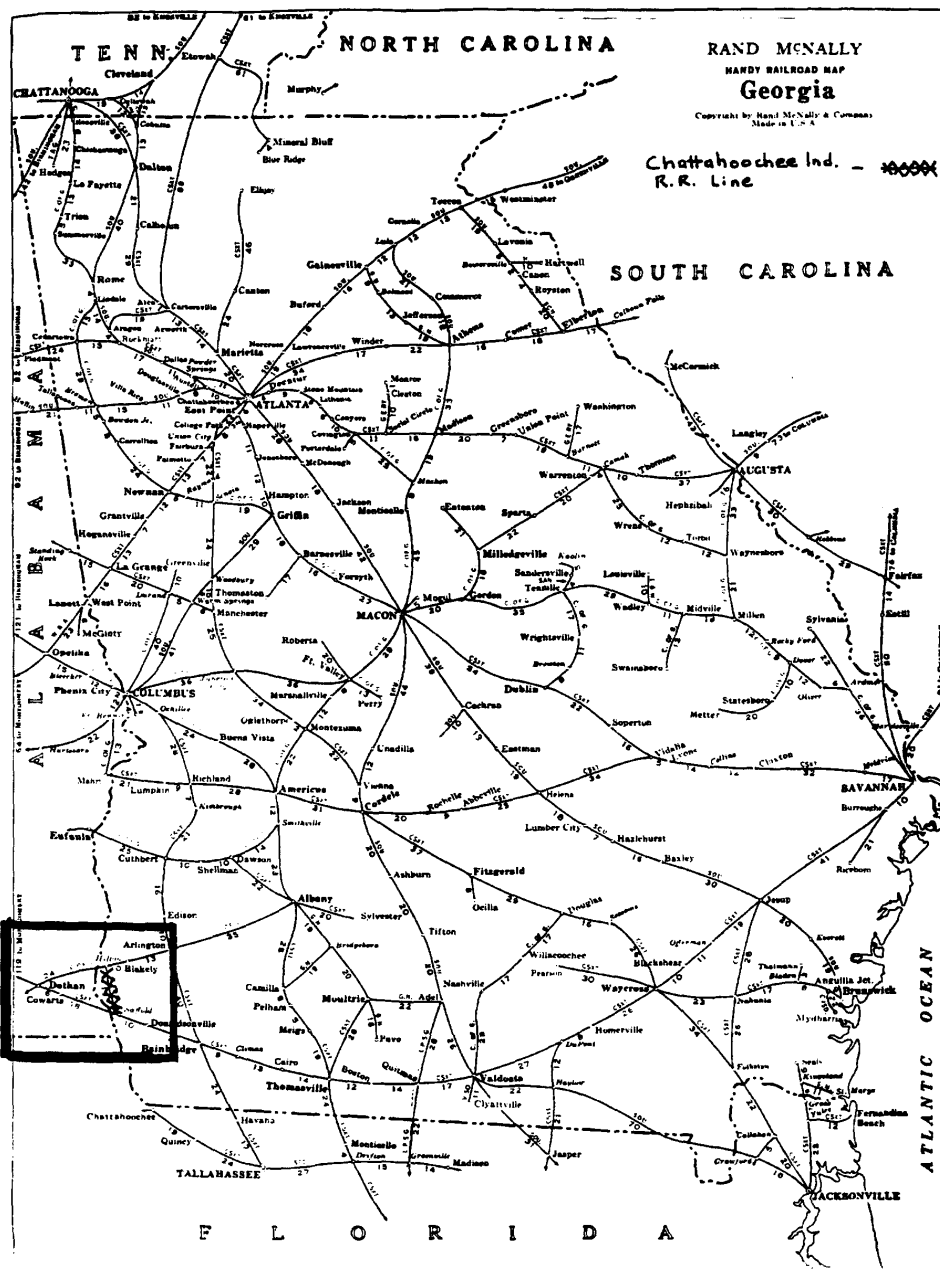


RAND McNALLY
HANDY RAILROAD MAP
Louisiana

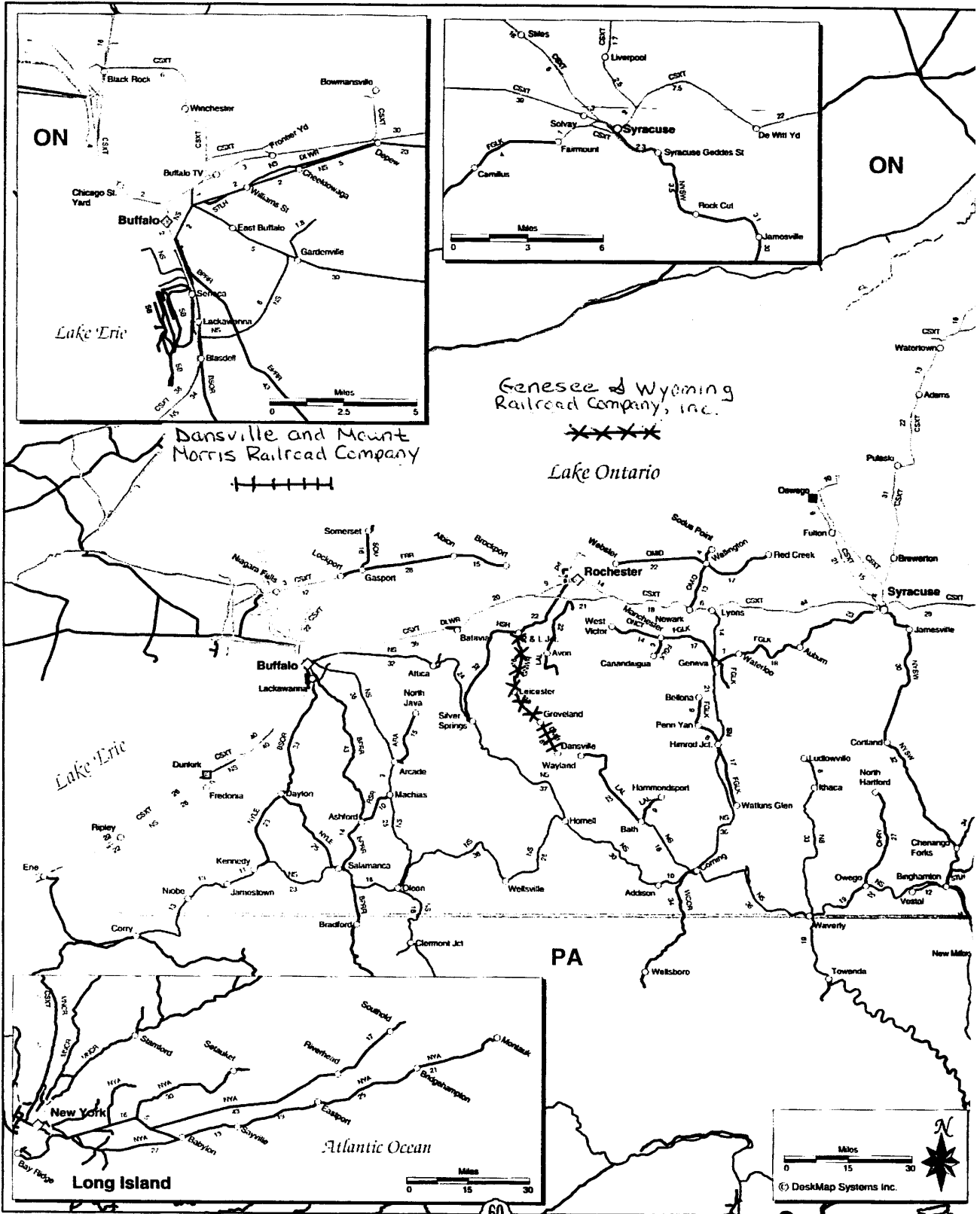
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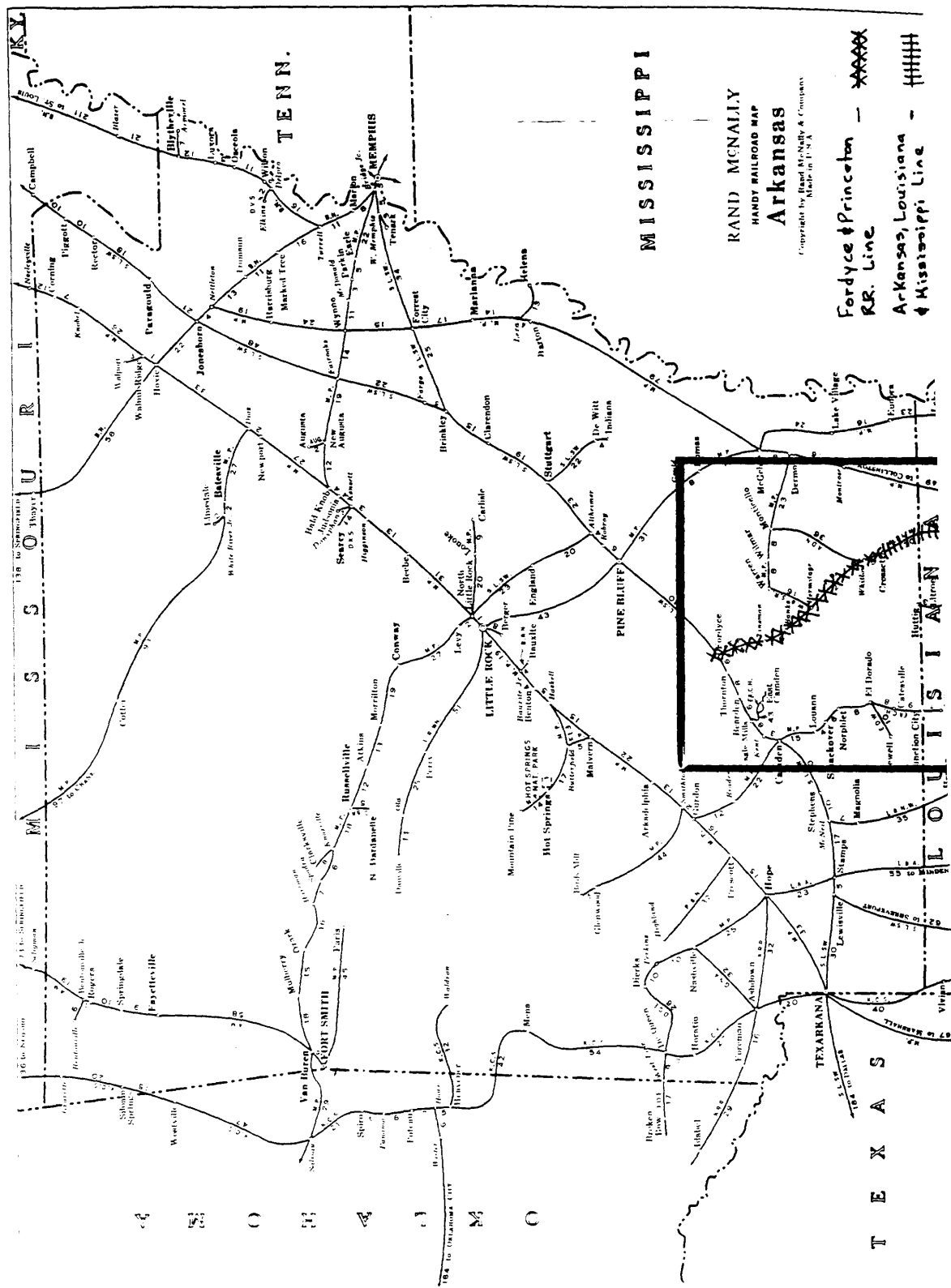
Arkansas, Louisiana
& Mississippi R.R. - XXXXX
Line

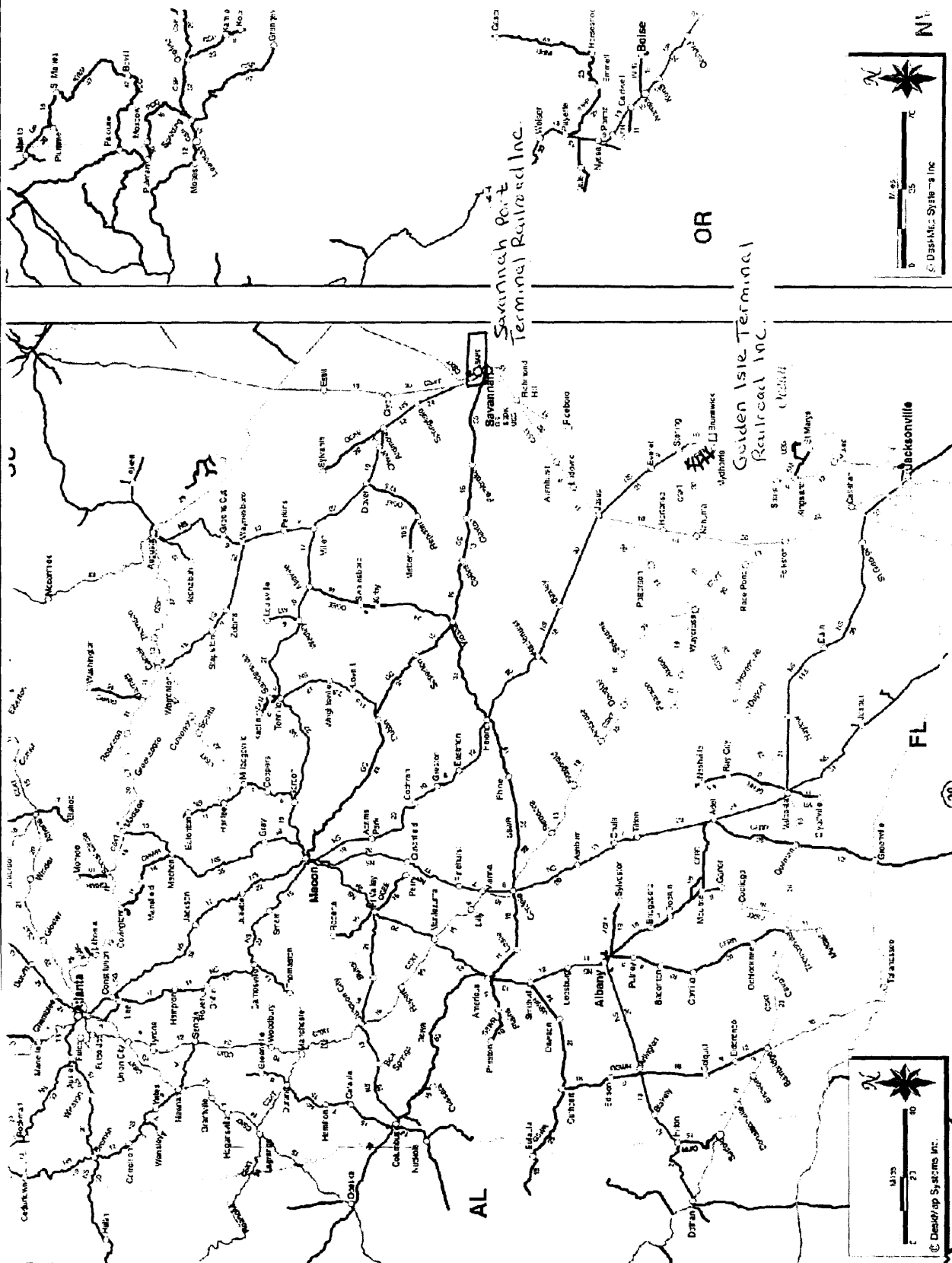


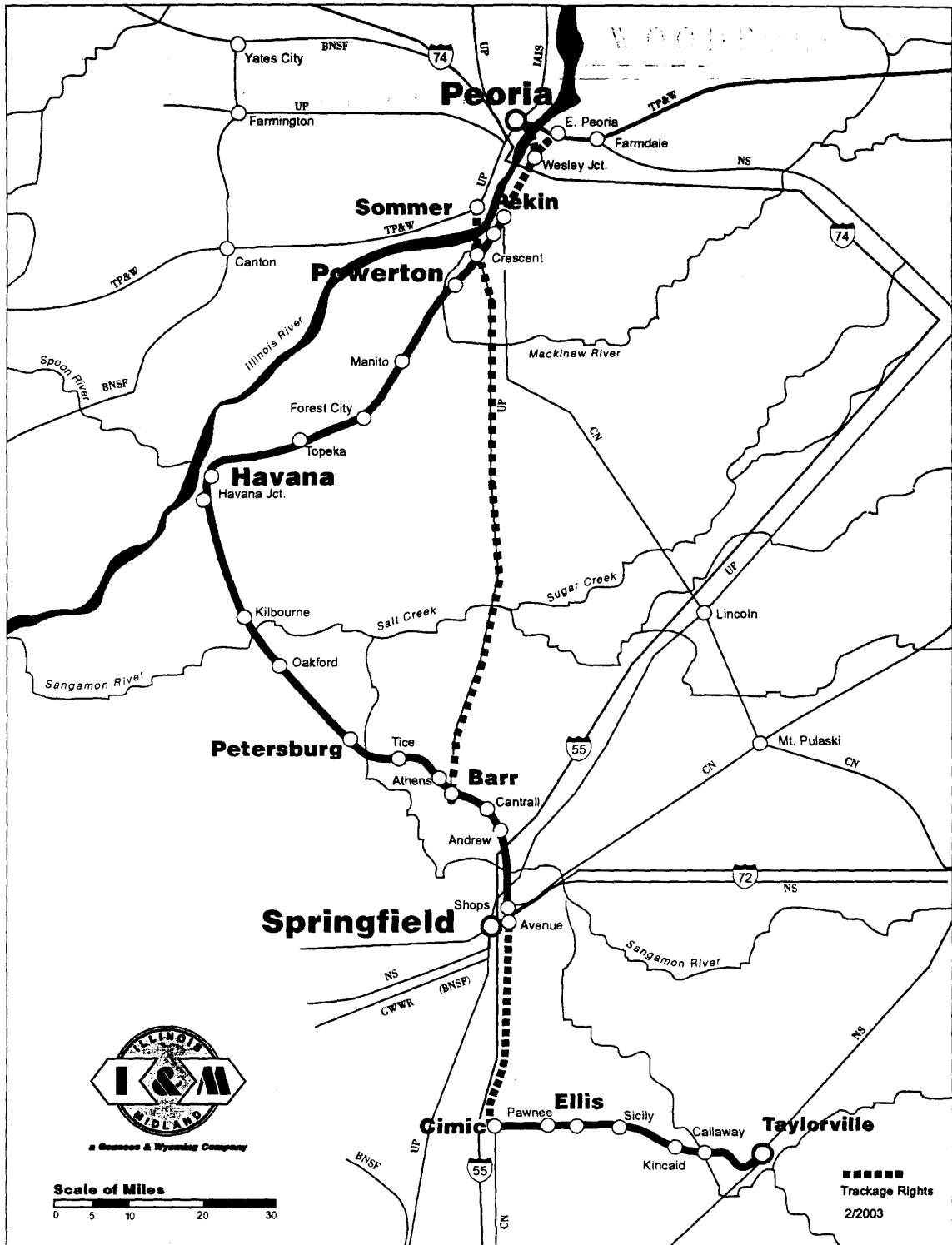


NEW YORK • Buffalo, Syracuse

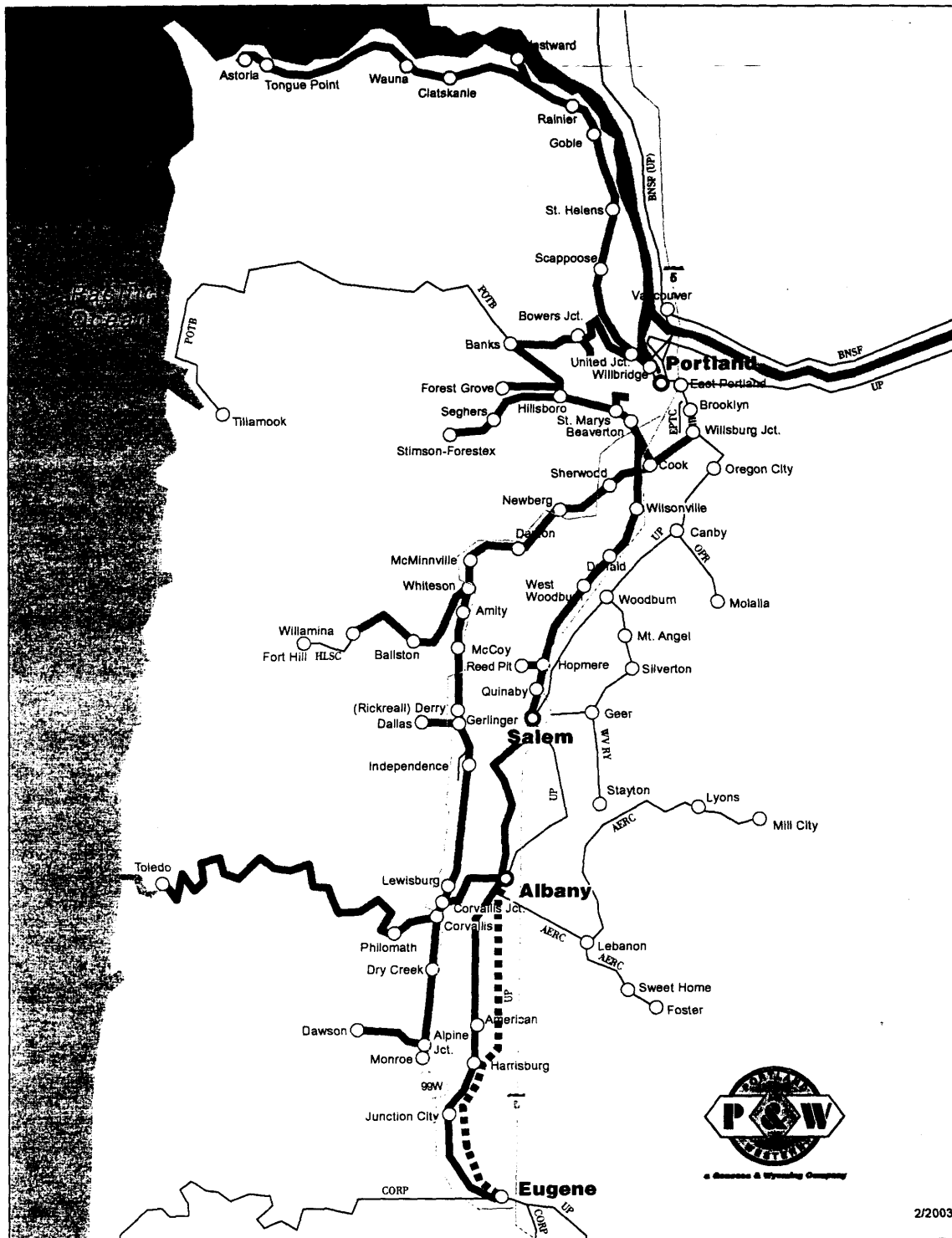




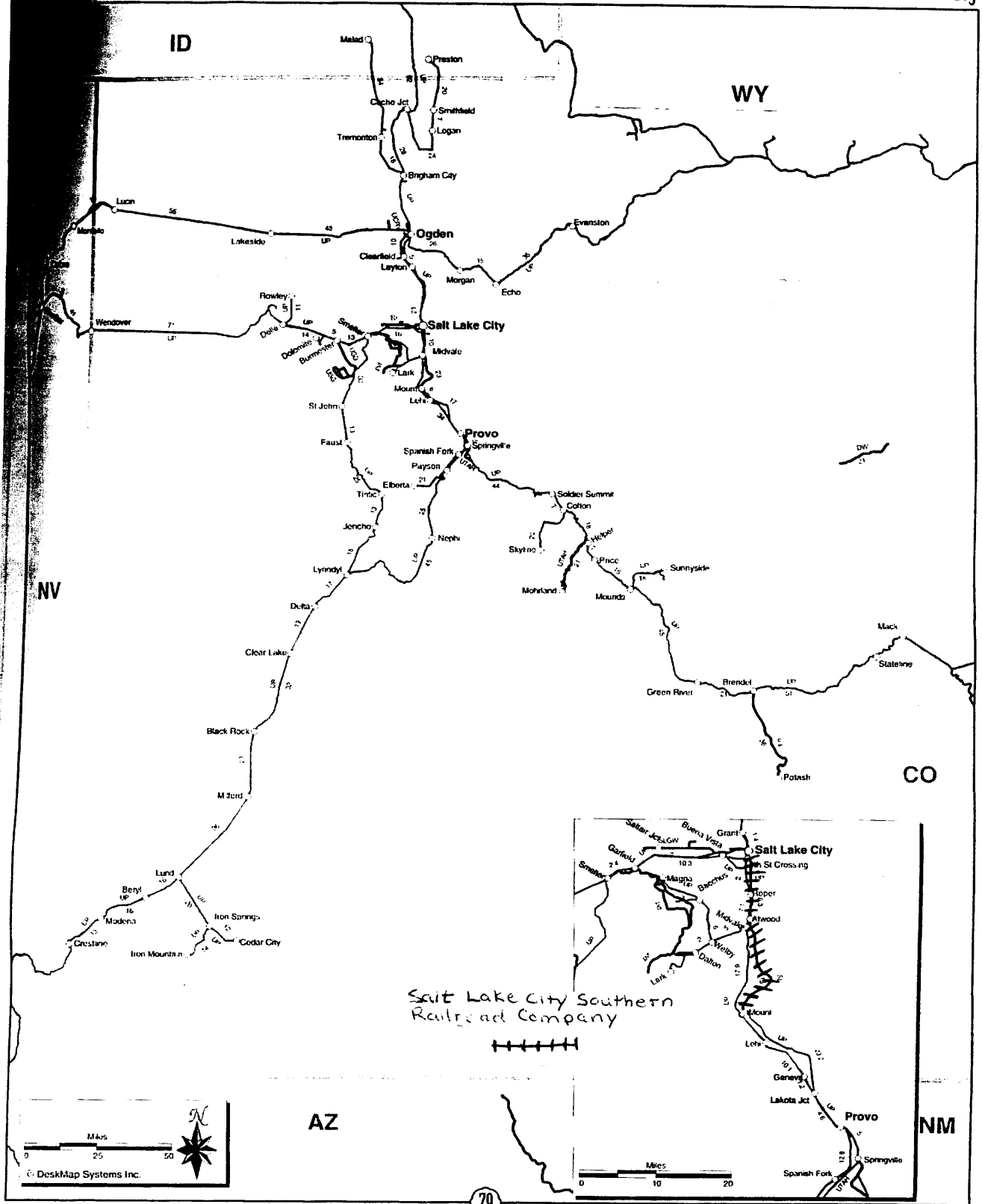


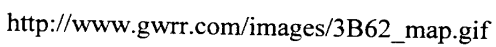


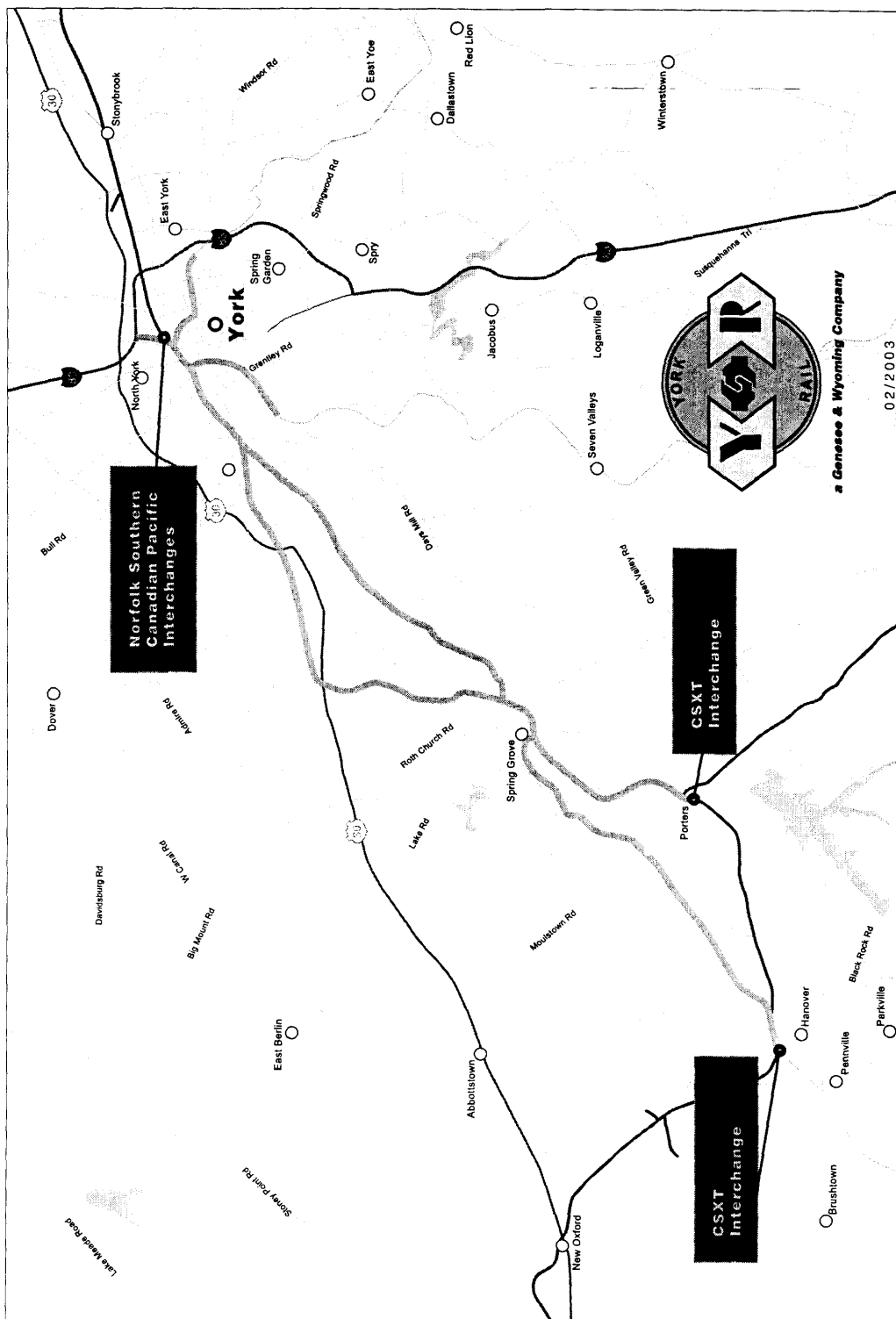




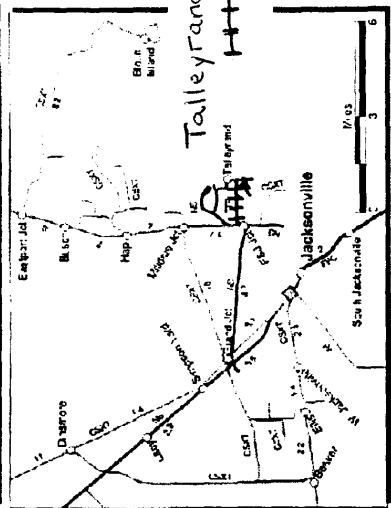
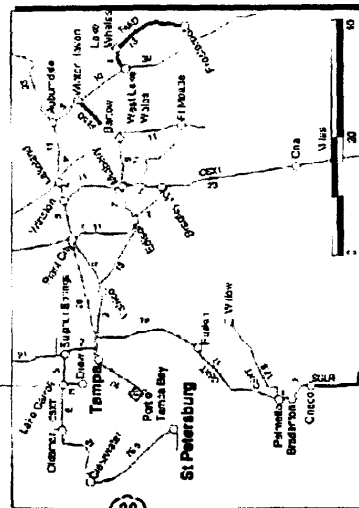
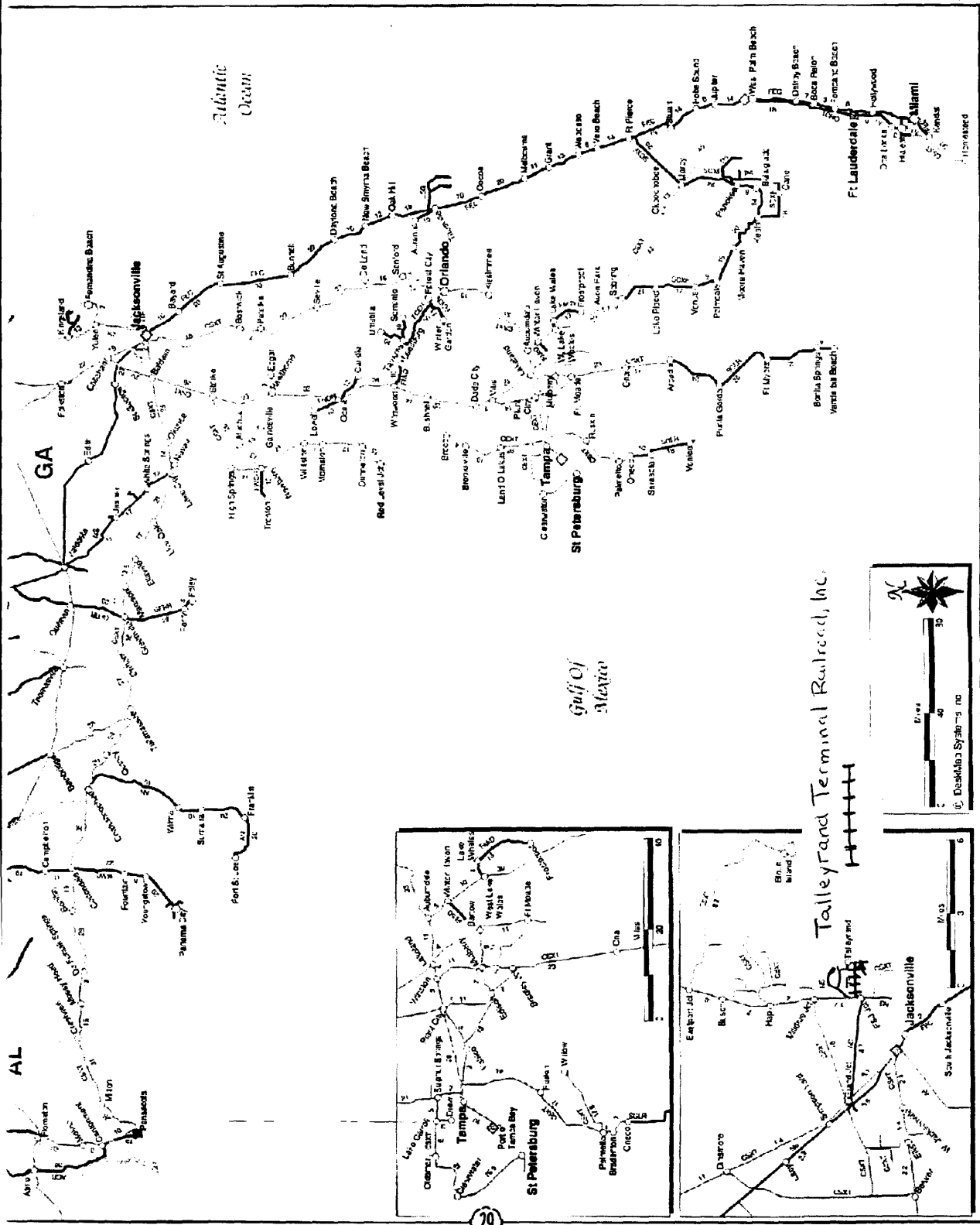
UTAH • Salt Lake City



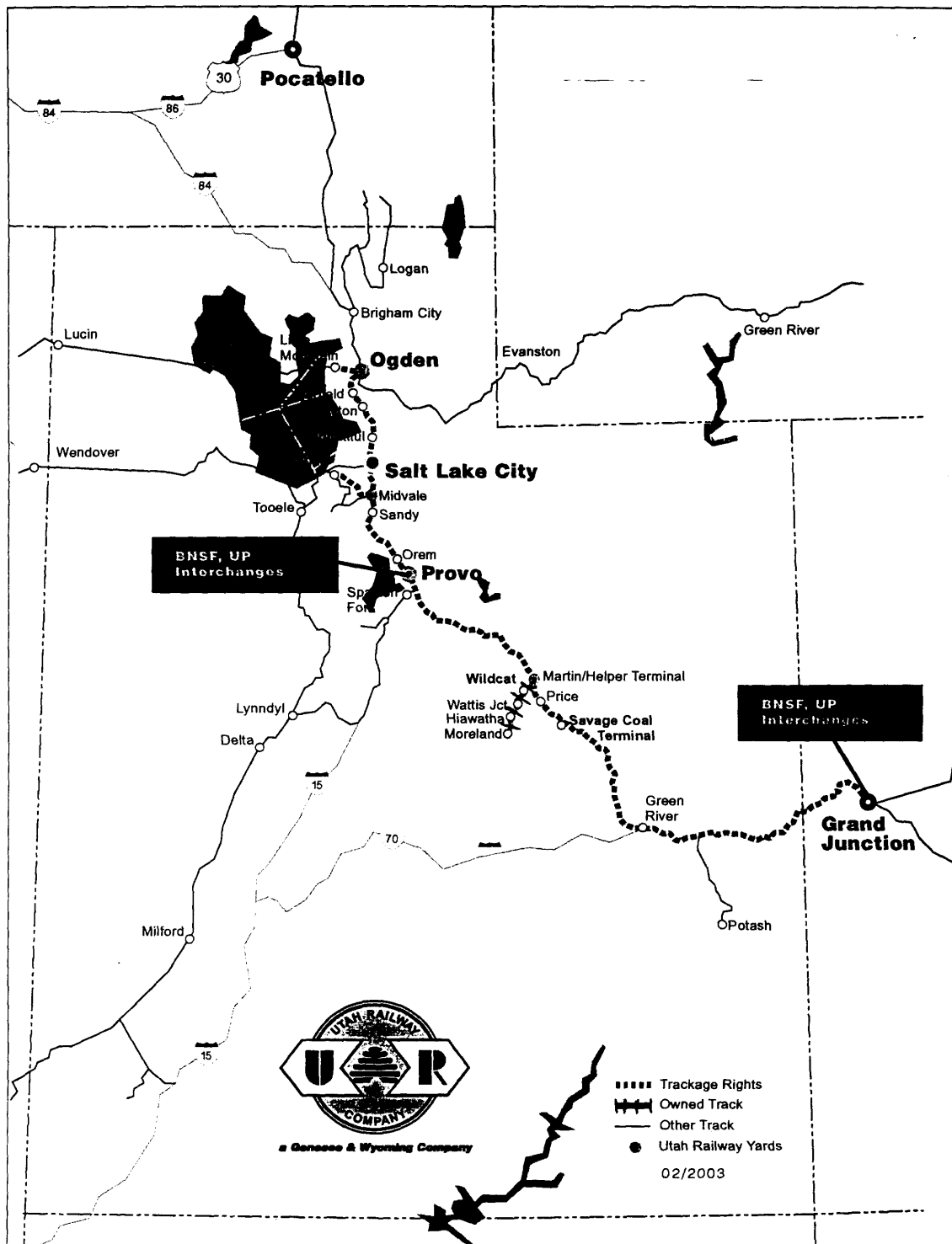




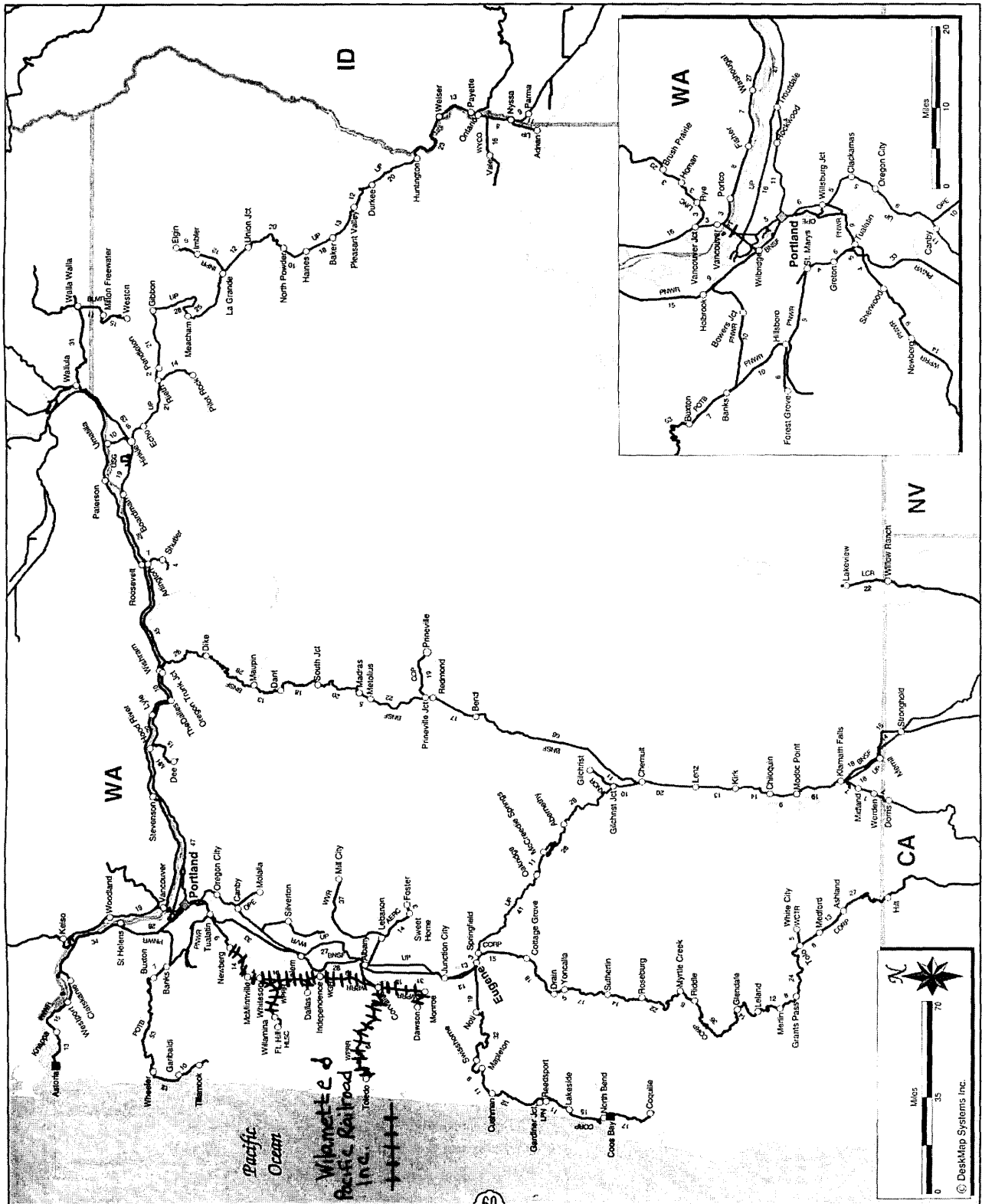
FLORIDA • Jacksonville, Tampa



Talleyrand Terminal Railroad, Inc.



OREGON • Portland



BEFORE THE
SURFACE TRANSPORTATION BOARD

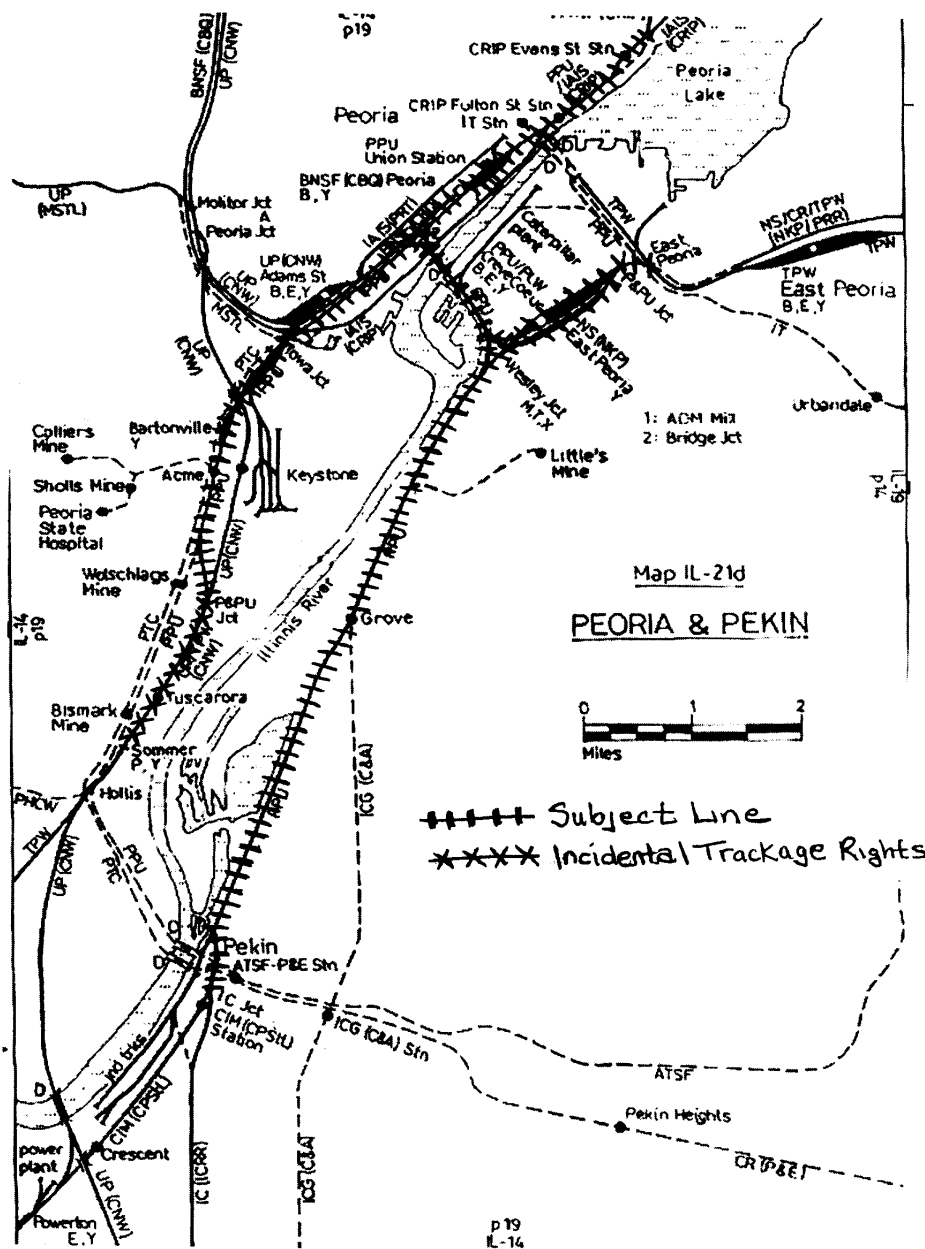
STB FINANCE DOCKET NO. 34545

GENESEE & WYOMING INC.
– CONTINUANCE IN CONTROL EXEMPTION –
TAZEWELL & PEORIA RAILROAD, INC.

PETITION FOR EXEMPTION
FROM
49 U.S.C. § 11323

EXHIBIT B

MAPS
NEW CARRIER



BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34545

GENESEE & WYOMING INC.
– CONTINUANCE IN CONTROL EXEMPTION –
TAZEWELL & PEORIA RAILROAD, INC.

PETITION FOR EXEMPTION
FROM
49 U.S.C. § 11323

EXHIBIT C

SHIPPER SUPPORT LETTERS



7/27/04

The Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Re: STB Finance Docket No. 34545, Genesee & Wyoming Inc. –
Control Exemption – Tazewell & Peoria Railroad Inc.; STB Finance
Docket No. 34544, Tazewell & Peoria Railroad Inc. - Lease
And Operation Exemption – Peoria and Pekin Union Railway Company

Dear Secretary Williams:

Aventine Renewable Energy, Inc. ("Aventine") is located in Pekin, Illinois. Aventine currently is served by Peoria & Pekin Union Railway Company ("P&PU") and by Illinois & Midland Railroad ("IMRR"). In the above-captioned proceedings, a new company, Tazewell & Peoria Railroad Inc. ("T&P") has been created by Genesee & Wyoming Inc. ("GWI") to lease the operating assets of the P&PU and provide common carrier service to industries on the lines. GWI has filed a petition for authority to continue in control of T&P, along with its other railroads, when T&P becomes a carrier. T&P will be contiguous to its affiliate, IMRR.

Aventine has engaged in extensive discussions with GWI representatives concerning the fact that although it will continue to have service from two railroads, they will be commonly controlled by GWI. GWI and Aventine have reached an understanding in which we are confident that this transaction will have no adverse impact on our ability to continue to receive competitive, efficient rail service. In fact, we believe that the understanding will improve our current situation.

Accordingly, Aventine is writing to express its support for T&P's acquisition and operation of the assets of the P&PU and GWI's control of T&P along with IMRR. We urge the Surface Transportation Board to grant approval of the petition as promptly as possible.

Sincerely,

A handwritten signature in black ink, appearing to read "James M. Redding". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

James M. Redding
V.P. of Marketing



INGREDIENTS, INC.

1300 Main Street, P.O. Box 130 • Atchison, Kansas 66002-0130

913.367.1480 • 800.255.0302 • Fax 913.367.2796 • www.mgpingredients.com

July 29, 2004

The Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Re: STB Finance Docket No. **34545**, Genesee & Wyoming Inc. – Control Exemption – Tazewell & Peoria Railroad Inc.; STB Finance Docket No **34544**, Tazewell & Peoria Railroad Inc. – Lease and Operation Exemption – Peoria and Pekin Union Railway Company

Dear Secretary Williams:

MGP Ingredients, Inc. ("MGP") owns and operates an Ethanol Production Plant located in Pekin, Illinois. MGP currently is served by Peoria & Pekin Union Railway Company ("P&PU") and has access to, but is not served by, Illinois & Midland Railroad ("IMRR"). In the above-captioned proceedings, a new company, Tazewell & Peoria Railroad, Inc. ("T&P") has been created by Genesee & Wyoming Inc. ("GWI") to lease the operating assets of the P&PU and provide common carrier service to industries on the liens. GWI has filed a petition for authority to continue in control of T&P, along with its other railroads, when T&P becomes a carrier. T&P will be contiguous to its affiliate, IMRR.

MGP has engaged in discussions with GWI representatives concerning the fact that although it will continue to have access to two railroads, they will be commonly controlled by GWI. GWI and MGP have reached an understanding in which we are confident that this transaction will have no adverse impact on our ability to continue to receive competitive, efficient rail service. In fact, we believe that the understanding will improve our current situation.

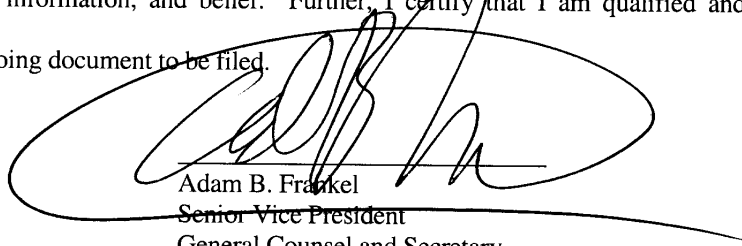
Accordingly, MGP is writing to express its support for T&P's acquisition and operation of the assets of the P&PU and GWI's control of T&P along with IMRR. We urge the Surface Transportation Board to grant approval of the petition as promptly as possible.

Sincerely,

Ron Tuley
Director-Corporate Transportation

VERIFICATION

I, Adam B. Frankel, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to cause the foregoing document to be filed.



Adam B. Frankel
Senior Vice President
General Counsel and Secretary
Genesee & Wyoming Inc.

Dated: August 30, 2004