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THOMAS F. McFARLAND

September 10, 2003

ENTERED
Office of Proceedings

SEP 11 2003

Part of
Public Record



By UPS overnight mail

Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit, Suite 713
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Finance Docket No. 34401, *D&W Railroad, Inc. -- Acquisition Exemption -- Rail Line of Union Pacific Railroad Company in Black Hawk, Buchanan and Fayette Counties, IA*

Finance Docket No. 34402, *Iowa Northern Railway Company -- Operation Exemption -- Rail Line of D&W Railroad, Inc. in Black Hawk, Buchanan and Fayette Counties, IA*

Dear Mr. Williams:

Enclosed please find an original and 10 copies of Verified Notices of Exemption Under 49 C.F.R. § 1140.31 and 49 C.F.R. § 1150.41, for filing with the Board in the above referenced matters.

Also enclosed is \$2,600 (\$1,300 D&W; \$1,300 Iowa Northern) for the filing fee.

Kindly acknowledge receipt by date stamping the enclosed duplicate copy of this letter and return in the self-addressed stamped envelope.

FILED

SEP 11 2003

TRANSPORTATION BOARD

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Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicants

FILE RECEIVED

SEP 11 2003

SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD



D&W RAILROAD, INC. --	)	
ACQUISITION EXEMPTION -- RAIL	)	
LINE OF UNION PACIFIC RAILROAD	)	FINANCE DOCKET
COMPANY IN BLACK HAWK,	)	NO. 34401
BUCHANAN AND FAYETTE	)	
COUNTIES, IA	)	
	)	
IOWA NORTHERN RAILWAY	)	
COMPANY -- OPERATION	)	
EXEMPTION -- RAIL LINE OF D&W	)	FINANCE DOCKET
RAILROAD, INC. IN BLACK HAWK,	)	NO. 34402
BUCHANAN AND FAYETTE	)	
COUNTIES, IA	)	

**VERIFIED NOTICES OF EXEMPTION
UNDER 49 C.F.R. § 1150.31 AND 49 C.F.R. § 1150.41^{1/}**

D&W RAILROAD, INC.
55 East Jackson Blvd.
Suite 2200
Chicago, IL 60604-4166

IOWA NORTHERN RAILWAY COMPANY
P.O. Box 640
122 North Second Street
Greene, IA 50636

Applicants

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1194
(312) 236-0204

Attorney for Applicants

DATE FILED: September 11, 2003

^{1/} These proposals involve acquisition and operation of the same rail line by unaffiliated entities. They are being filed in a single document for administrative convenience.

BEFORE THE
SURFACE TRANSPORTATION BOARD

D&W RAILROAD, INC. --	)	
ACQUISITION EXEMPTION -- RAIL	)	
LINE OF UNION PACIFIC RAILROAD	)	FINANCE DOCKET
COMPANY IN BLACK HAWK,	)	NO. 34401
BUCHANAN AND FAYETTE	)	
COUNTIES, IA	)	
	)	
IOWA NORTHERN RAILWAY	)	
COMPANY -- OPERATION	)	
EXEMPTION -- RAIL LINE OF D&W	)	FINANCE DOCKET
RAILROAD, INC. IN BLACK HAWK,	)	NO. 34402
BUCHANAN AND FAYETTE	)	
COUNTIES, IA	)	



**VERIFIED NOTICES OF EXEMPTION
UNDER 49 C.F.R. § 1150.31 AND 49 C.F.R. § 1150.41**

Pursuant to the class exemption at 49 C.F.R. § 1150.31, *et seq.*, D&W RAILROAD, INC., (D&W), a noncarrier, hereby files this Notice of Exemption from the requirements of 49 U.S.C. § 10901 for its acquisition from Union Pacific Railroad Company (UP) of the following rail property:

- (1) between Milepost No. 332.0 at Dewar, IA and Milepost 354.3 at Oelwein, IA;
- (2) between Milepost Nos. 245.58 and 245.0 at Oelwein, IA;
- (3) .32 miles of wye track at Oelwein, IA;
- (4) 23 miles of yard track at Oelwein, IA; and
- (5) incidental trackage rights over UP between Milepost 332.0 at Dewar, IA and Milepost 326.2 at Linden Street, Waterloo, IA.

That property is referred to collectively as the Waterloo Industrial Lead. It is located in Black Hawk, Buchanan and Fayette Counties, Iowa. It consists of a total of approximately 51.95 miles of trackage, including the incidental trackage rights.

In addition, pursuant to the class exemption at 49 C.F.R. § 1150.41, *et seq.*, IOWA NORTHERN RAILWAY COMPANY (IANR), a Class III rail carrier, files this Notice of Exemption from the requirements of 49 U.S.C. § 10902 for its operation of the Waterloo Industrial Lead pursuant to an operating agreement with D&W.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33 and 1150.43

Inasmuch as the informational requirements of 49 C.F.R. § 1150.33 and 1150.43 are essentially the same and the notices of exemption in these proceedings involve the same rail line, the required information is provided below on a consolidated basis:

(a) The full name and address of the applicant;

Finance Docket No. 34401 - D&W Railroad, Inc., 55 East Jackson Blvd., Suite 2100,
Chicago, IL 60604-4166.

Finance Docket No. 34402 - Iowa Northern Railway Company, P.O. Box 640, 122 North
Second Street, Greene, IA 50636.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

For both dockets: Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle
Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

Finance Docket No. 34401 - an agreement has been reached between UP and D&W for the latter's acquisition of the Waterloo Industrial Lead.

Finance Docket No. 34402 - an agreement has been reached between D&W and IANR for the latter's operation of the Waterloo Industrial Lead.

(d) The operator of the property;

For both dockets: The operator of the property will be IANR.

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject property,

Finance Docket No. 34401 - The transferor is Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179.

Finance Docket No. 34402 - The transferor is D&W Railroad, Inc., 55 East Jackson Blvd., Suite 2200, Chicago, IL 60606-4166.

(2) The proposed time schedule for consummation of the transaction,

For both dockets: The acquisition and operation are proposed to be consummated simultaneously on or after September 26, 2003.

(3) The mile-posts of the subject property, including any branch lines, and

For both dockets: The property is identified as follows: (1) between Milepost No. 332.0 at Dewar, IA and Milepost 354.3 at Oelwein, IA; (2) between Milepost Nos. 245.58 and 245.0 at Oelwein, IA; (3) .32 miles of wye track at Oelwein, IA; (4) 23 miles of yard track at Oelwein, IA; and (5) incidental trackage rights over UP between Milepost 332.0 at Dewar, IA and Milepost 326.2 at Linden Street, Waterloo, IA. The rail property is referred to as the Waterloo Industrial Lead. It is located in Black Hawk, Buchanan and Fayette Counties, Iowa. It consists

of approximately 51.95 miles of trackage, including incidental trackage rights.

(4) The total route miles being acquired;

For both dockets: A total of 51.95 route miles are to be acquired and operated.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

For both dockets: A map of the property is attached as Appendix 1.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

Finance Docket No. 34401 - the required certification is attached as Appendix 2-A.

Finance Docket No. 34402 - the required certification is attached as Appendix 2-B.

VERIFICATION

A verification of the facts alleged in conjunction with Finance Docket No. 34401 is attached as Appendix 3-A.

A verification of the facts alleged in conjunction with Finance Docket No. 34402 is attached as Appendix 3-B.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2) and 49 C.F.R. § 1105.7(b)(1), no environmental or historic documentation or report is required for the proposed acquisition or operation.

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c) and 49 U.S.C. § 10902(d), no labor protection is required for the proposed transactions.

LAND GRANT RIGHT-OF-WAY

Applicants are not aware of any land grant right-of-way in the involved rail line.

CAPTION SUMMARY

A caption summary of the acquisition in Finance Docket No. 34401 is attached as Appendix 4-A.

A caption summary of the operation in Finance Docket No. 34402 is attached as Appendix 4-B.

CONCLUSION

WHEREFORE, the Board should publish notices of the exemptions in the Federal Register within 30 days of their filing.

Respectfully submitted,

D&W RAILROAD, INC.
55 East Jackson Blvd.
Suite 2200
Chicago, IL 60604-4166

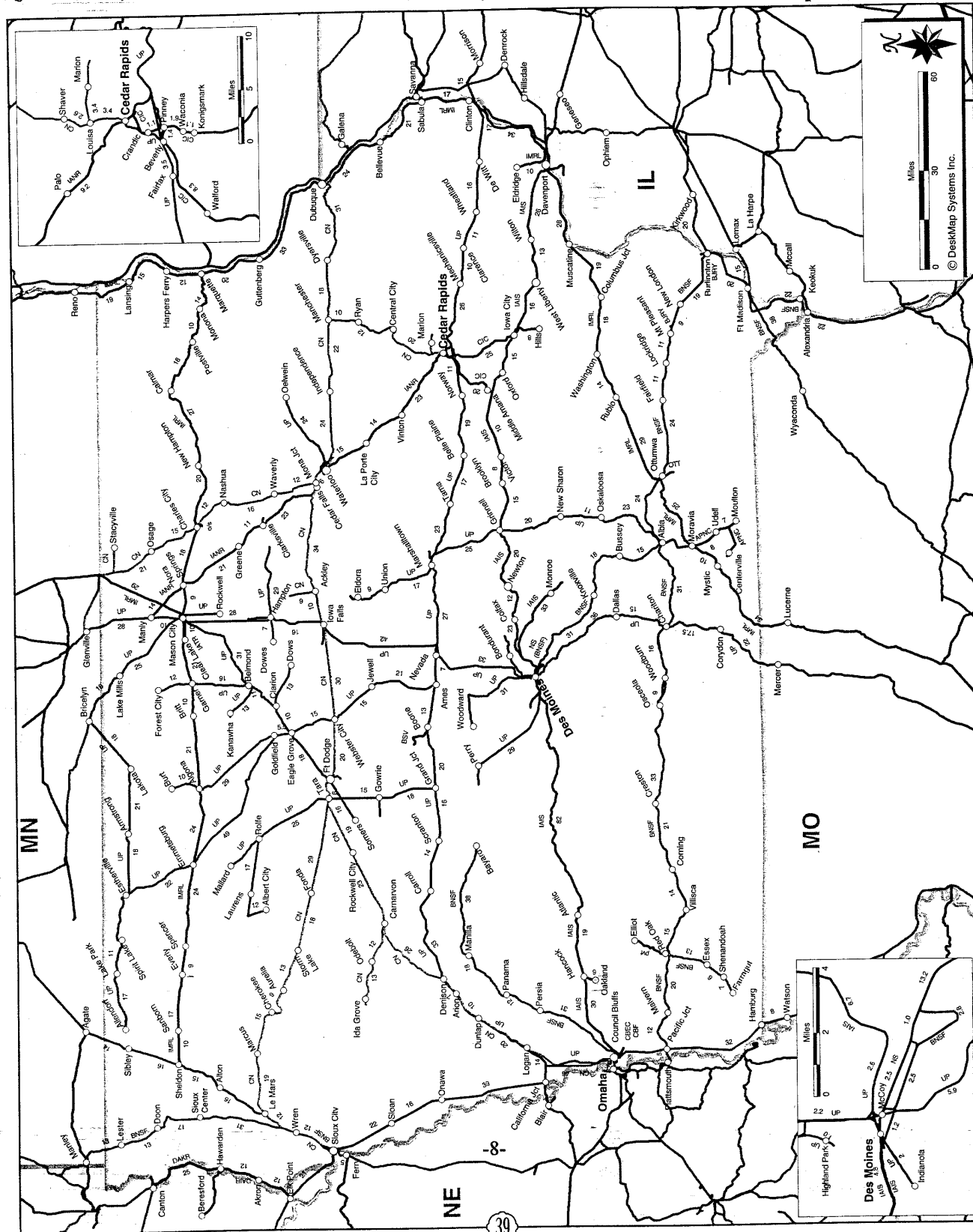
IOWA NORTHERN RAILWAY COMPANY
P.O. Box 640
122 North Second Street
Greene, IA 50636

Applicants

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1194
(312) 236-0204

Attorney for Applicants

DATE FILED: September 11, 2003



CERTIFICATION

THOMAS F. McFARLAND, on oath, states that the projected revenues of D&W Railroad, Inc. as a result of the acquisition in this docket do not exceed those that would qualify it as a Class III rail carrier.



Thomas F. McFarland

Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 10th
day of September, 2003.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

CERTIFICATION

THOMAS F. McFARLAND, on oath, states that the projected revenues of Iowa Northern Railway Company as a result of the operation in this docket do not exceed those that would qualify it as a Class III rail carrier.



Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 10th
day of September, 2003.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

VERIFICATION

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

THOMAS F. MCFARLAND, being duly sworn on oath, deposes and states that he has read the notice in this docket, that he knows the contents thereof, and that the facts therein stated are true and correct.



Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 10th
day of September, 2003.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

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COUNTY OF COOK)

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Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 10th
day of September, 2003.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 34401)

**D&W RAILROAD, INC. -- ACQUISITION EXEMPTION -- RAIL LINE
OF UNION PACIFIC RAILROAD COMPANY IN BLACK HAWK,
BUCHANAN AND FAYETTE COUNTIES, IA**

D&W Railroad, Inc. (D&W), a noncarrier, has filed a notice of exemption from 49 U.S.C. § 10901 to acquire from Union Pacific Railroad Company (UP) the following railroad property:

- (1) between Milepost No. 332.0 at Dewar, IA and Milepost 354.3 at Oelwein, IA;
- (2) between Milepost Nos. 245.58 and 245.0 at Oelwein, IA;
- (3) .32 miles of wye track at Oelwein, IA;
- (4) 23 miles of yard track at Oelwein, IA; and
- (5) incidental trackage rights over UP between Milepost 332.0 at Dewar, IA and Milepost 326.2 at Linden Street, Waterloo, IA.

The rail property is referred to as the Waterloo Industrial Lead. It is located in Black Hawk, Buchanan and Fayette Counties, Iowa. It consists of approximately 51.95 miles of trackage, including incidental trackage rights.

Any comments must be filed with the Board and must be served on applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

This notice of exemption is filed under 49 C.F.R. § 1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

(SEAL)

By the Board

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 34402)

**IOWA NORTHERN RAILWAY COMPANY -- OPERATION
EXEMPTION -- RAIL LINE OF D&W RAILROAD, INC. IN
BLACK HAWK, BUCHANAN AND FAYETTE COUNTIES, IA**

Iowa Northern Railway Company (IANR), a Class III rail carrier, has filed a notice of exemption from 49 U.S.C. § 10902 to operate, pursuant to an operating agreement with D&W Railroad, Inc. (D&W), the following railroad property:

- (1) between Milepost No. 332.0 at Dewar, IA and Milepost 354.3 at Oelwein, IA;
- (2) between Milepost Nos. 245.58 and 245.0 at Oelwein, IA;
- (3) .32 miles of wye track at Oelwein, IA;
- (4) 23 miles of yard track at Oelwein, IA; and
- (5) incidental trackage rights over UP between Milepost 332.0 at Dewar, IA and Milepost 326.2 at Linden Street, Waterloo, IA.

The rail property is referred to as the Waterloo Industrial Lead. It is located in Black Hawk, Buchanan and Fayette Counties, Iowa. It consists of approximately 51.95 miles of trackage, including incidental trackage rights.

Any comments must be filed with the Board and must be served on applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

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(SEAL)

By the Board