

205112

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415 Woodland Road
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Admitted to Practice in California,
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Service by facsimile not accepted

DID # 0101915001

April 2, 2002

Hon. Vernon A. Williams
Secretary
U.S. Surface Transportation Board
1925 "K" Street NW Suite 500
Washington, D.C. 20423



Re: Fillmore & Western Freight Service, LLC
Lease and Operation Exemption
Finance Docket No. 34173

Dear Secretary Williams:

Enclosed please find the original and ten paper copies of the Notice of Exemption of the Fillmore & Western Freight Service, LLC for filing. A copy of the Notice on Diskette is also enclosed. Enclosed is a bank check in the amount of the filing fee of \$1,300 made payable to the Surface Transportation Board.

Please date stamp and return the two duplicate copies and return them to my attention in the enclosed stamped self-addressed envelope.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

Eric B. Lee

FEE RECEIVED

APR 03 2002

**SURFACE
TRANSPORTATION BOARD**

FILED

APR 03 2002

**SURFACE
TRANSPORTATION BOARD**

ENTERED
Office of the Secretary

APR 03 2002

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. FD 34173



205112
FILLMORE & WESTERN FREIGHT SERVICE, LLC
LEASE AND OPERATION EXEMPTION
VENTURA COUNTY TRANSPORTATION COMMISSION

NOTICE OF EXEMPTION OF THE
FILLMORE & WESTERN FREIGHT SERVICE, LLC

Dated: April 2, 2002

FILED
APR 03 2002
SURFACE
TRANSPORTATION BOARD

Attorney for
Fillmore & Western Freight Service, LLC

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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. FD 34173

FILLMORE & WESTERN FREIGHT SERVICE, LLC
LEASE AND OPERATE EXEMPTION
VENTURA COUNTY TRANSPORTATION COMMISSION

NOTICE OF EXEMPTION OF THE
FILLMORE & WESTERN FREIGHT SERVICE, LLC

Fillmore & Western Freight Service, LLC ("F&W"), a non-carrier, submits the following Notice of Exemption pursuant to 49 CFR 1150.31 et. seq. to lease and operate a rail line owned by the Ventura County Transportation Commission ("VCTC"). The total distance of the line to be operated is approximately 31.9 miles. The Union Pacific Railroad also provides freight rail service over a portion of the Rail Line. An affiliate of F&W already provides excursion passenger service and specialized rail related services to the motion picture industry over a portion of the Rail Line and provides maintenance of the Rail Line under contract with VCTC.

In accordance with 49 C.F.R. 1150.33, F&W submits the following:

Annual Revenue

The projected annual revenue of F&W attributable to the transaction under this exemption will not exceed \$5 million. Accordingly, the requirements of 49 C.F.R. 1150.32(e) do not apply.

Name and Address of Applicant

The full name and address of the applicant herein is:

Fillmore & Western Freight Service, LLC
351 Santa Clara Street
Fillmore, CA 93015

Applicant's Representative

F&W's representative to whom correspondence regarding this transaction should be addressed is:

Eric B. Lee
Attorney At Law
415 Woodland Road
Syracuse, NY 13219
(315) 468-0061

Statement Concerning Agreement

F&W and VCTC have reached an agreement permitting F&W to assume operation of the VCTC rail line between approximately milepost 403.2 at Ventura, California and approximately milepost 435.1 at Rancho Camulos, California. The total distance of the subject line is approximately 31.9 miles.

The name and address of the railroad transferring the Subject Line is:

Ventura County Transportation Commission
950 County Square Drive Suite 207
Ventura, CA 93003

F&W intends to consummate its lease of the Subject Line on or soon after the date that this Notice of Exemption becomes effective.

Map

A map showing the Subject Line is attached as Exhibit A to this Notice.

Certificate of Class III Status

The projected revenues as a result of this transaction will not result in the creation of a Class I or Class II rail carrier. A certificate complying with the provisions of 49 C.F.R. 1150.33(g) is attached as Exhibit B to this Notice.

Environmental/Historic Preservation Data

Under 49 C.F.R. 1105.6(c)(2), the proposed transaction by F&W is exempt from environmental reporting requirements. F&W's operation of the line will not result in significant changes in carrier operations (i.e., changes which exceed the thresholds established in 49 C.F.R. 1105.7e(4) or (5)).

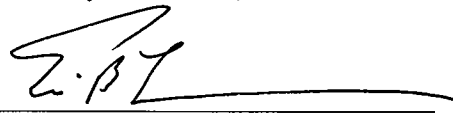
Under 49 C.F.R 1105.8(b)(1), the proposed lease of the Subject Line by F&W also is exempt from historic preservation reporting requirements. F&W's operation over this line is for the purpose of continued rail operations. Further, Surface Transportation Board approval is required to abandon or discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary

A caption summary in the required form is attached as Exhibit C to this Notice.

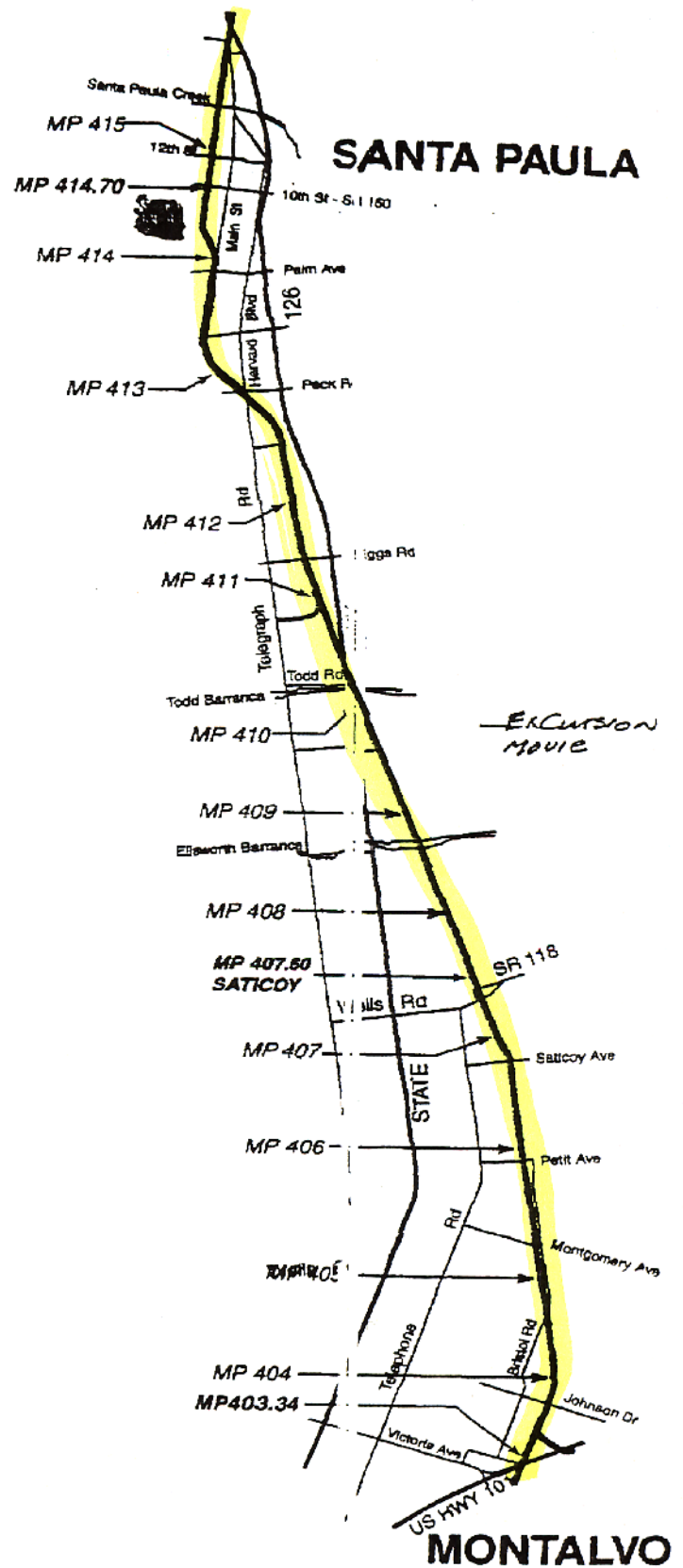
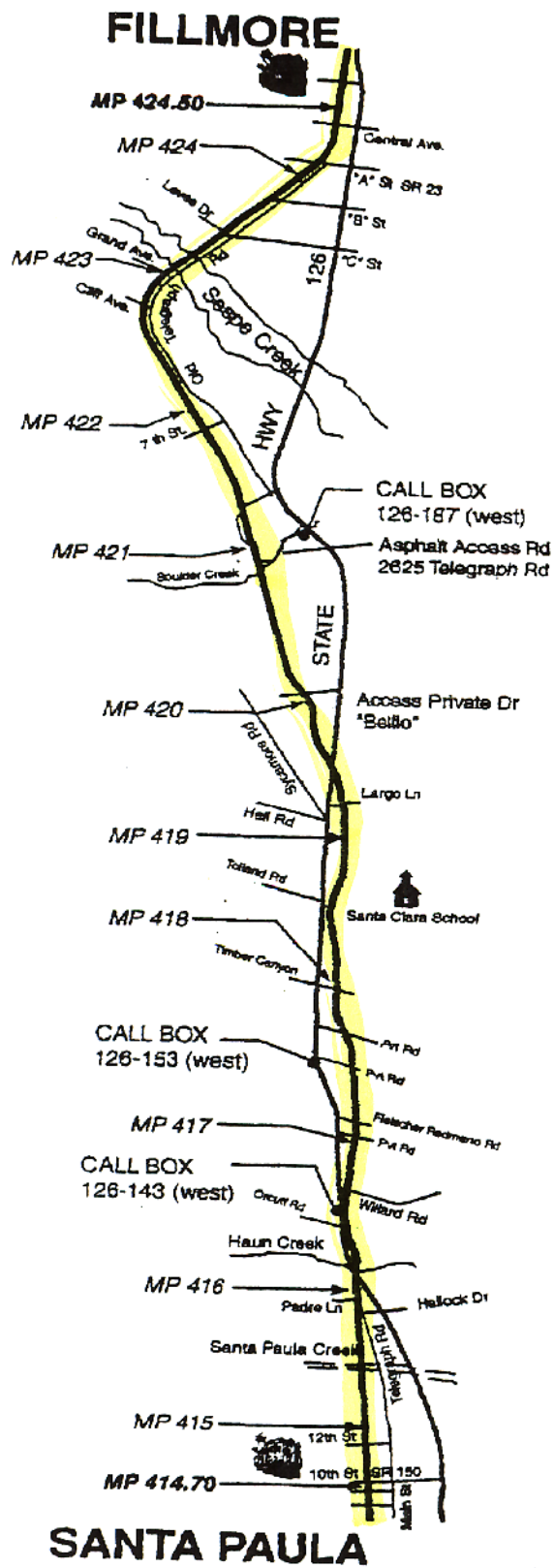
Respectfully submitted,

Dated: April 2, 2002

By: 

Eric B. Lee
Attorney At Law
415 Woodland Road
Syracuse, NY 13219
(315) 468-0061

**Attorney for Fillmore & Western
Freight Service, LLC**



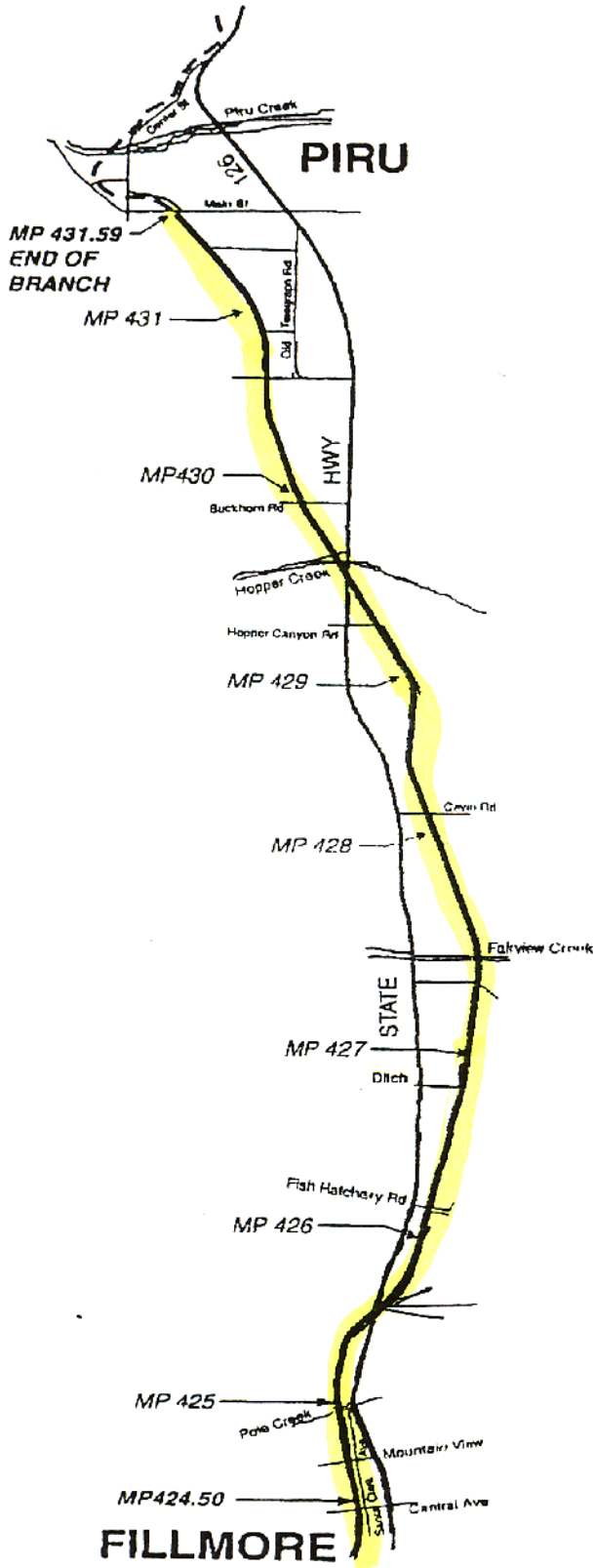


EXHIBIT B

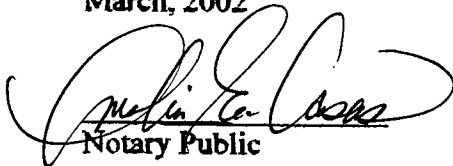
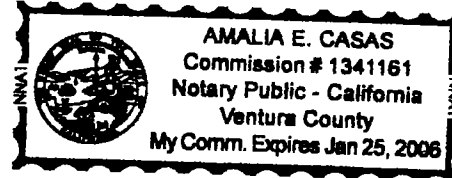
CERTIFICATION

State of California)
) SS:
County of Ventura)

David Wilkinson, being duly sworn, hereby certifies that the projected revenues of Fillmore & Western Freight Service, LLC upon consummation of the proposed transaction will not result in the creation of a Class I or Class II rail carrier under the provisions 49 C.F.R. section 1201(1-1).



Subscribed and sworn to
before me this 21 day of
March, 2002


Notary Public

My Commission Expires:

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. FD 34173

FILLMORE & WESTERN FREIGHT SERVICE, LLC
---LEASE AND OPERATION EXEMPTION---
LINE OF THE
VENTURA COUNTY TRANSPORTATION COMMISSION

Fillmore & Western Freight Service, LLC, a non-carrier, has filed a notice of exemption under 49 C.F.R. 1150.31 et seq. to lease and operate a rail line of the Ventura County Transportation Commission extending between approximately milepost 403.2 and approximate milepost 435.1 a distance of approximately 31.9 miles all within Ventura County, California.

Comments must be filed with the Board and served upon Eric B. Lee, Attorney At Law 415 Woodland Road, Syracuse, NY 13219 (315) 468-0061.

This notice 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. section 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated: April __, 2002

By the Board

Vernon A. Williams
Secretary