

EXPEDITED CONSIDERATION REQUESTED

BEFORE THE
SURFACE TRANSPORTATION BOARD

247632

Finance Docket No. 33990

C & C RAILROAD, INC.
-- OPERATION EXEMPTION --
CENTERPOINT PROPERTIES, L.L.C.

ENTERED
Office of Proceedings
May 1, 2019
Part of
Public Record

**UNION PACIFIC RAILROAD COMPANY'S
PETITION TO REVOKE AND VOID EXEMPTION**

Jeremy M. Berman
Union Pacific Railroad Company
1400 Dodge Street, Stop 1580
Omaha, NE 68179
Phone: (402) 544-4735

Attorney for Union Pacific Railroad Company

FEE RECEIVED
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SURFACE
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This petition arises from a state court eviction action that Union Pacific Railroad Company ("Union Pacific") is pursuing involving C & C Railroad, LLC ("C&C").¹ The only issue this petition presents to the Board is whether C&C's January 2, 2001 Verified Notice of Exemption ("2001 Notice") contained false or misleading information. Union Pacific has evidence that C&C included in its 2001 Notice a description of tracks that did not exist, leading the Board to incorrectly conclude that C&C's tracks were connected to Union Pacific tracks and the national rail network. Union Pacific therefore requests that the Board find the 2001 Notice is void *ab initio* and vacate C&C's operating authority.

Union Pacific is requesting expedited consideration because Union Pacific has immediate plans to repurpose the property at issue for use in Union Pacific's operations.

¹ The eviction action is *Union Pacific Railroad Company v. The Customs Companies, Inc. and CDN Logistics, Inc.*, Case No. 2019-M4-000492, in the Circuit Court of Cook County, Illinois. C & C Railroad, Inc. was merged with and into C & C Railroad, LLC and C & C Railroad, LLC continued operations formerly provided by C & C Railroad, Inc. as authorized in this proceeding. *C & C Railroad, Inc.—Reincorporation Exemption—C&C Railroad, LLC*, FD 34062 (STB served July 23, 2001).

I. Background

While the details of the eviction action are not relevant to the Board's inquiry, a brief background may be helpful to provide context. Union Pacific leased a warehouse and parking lot (the "Wardex Property") to the Customs Companies, Inc. and CDN Logistics, Inc. (collectively "Defendants"). The Wardex Property is located within the perimeter of Union Pacific's Global II Intermodal Yard, just outside Chicago. The leases for the Wardex Property expired on their own terms on December 31, 2018.

Union Pacific filed the eviction action on January 23, 2019. On March 5, 2019, C&C filed a petition to intervene, arguing that the operating authority it obtained in FD 33990 covers track located on the Wardex Property. Defendants filed a motion to dismiss or stay the proceeding, arguing that the eviction action cannot proceed until C&C obtains abandonment or discontinuance authority from the Board.

On March 20, 2019, the court issued an order finding that issues concerning abandonment or discontinuance of rail service must be resolved by the Board before the parties can proceed with a trial in the eviction action.² This order caused Union Pacific to investigate its options for efficiently resolving this issue at the Board. During this investigation, Union Pacific discovered that C&C's Notice of Exemption contained false or misleading information. Board action is now necessary before the court will allow the eviction action to move forward.³ Following the eviction, Union Pacific will repurpose the Wardex Property to support its intermodal operations at Global II.

² See Exhibit 1.

³ If the Board grants the relief requested in this petition, the issues concerning abandonment or discontinuance of rail service raised in the eviction action will also be resolved because those issues arise only due to C&C's operating authority.

II. The Notice of Exemption Contained Material False and Misleading Information

An exemption is void *ab initio* if (1) the verified notice contains false or misleading information, and (2) the false or misleading information is material.⁴ Information is material to an exemption if the transaction would not have otherwise qualified for the exemption. *Id.*

The false or misleading information is found on Exhibit A of C&C's 2001 Notice. Exhibit A depicts the rail lines C&C claimed it would operate. The left side of Exhibit A includes the label "Subject Terminal Rail Lines" and arrows pointing to tracks leading away from the Wardex Property. These tracks lead to the label "Union Pacific Global Two Intermodal Yard." Exhibit A is false or misleading for two reasons: (1) the "Subject Terminal Rail Line" tracks did not exist when the 2001 Notice was filed; and (2) the non-existent tracks falsely imply a connection existed between the tracks on the Wardex Property and Union Pacific's rail network when the 2001 Notice was filed.

As explained in the Verified Statement of Keith Walter, Union Pacific's records show that the tracks labeled "Subject Terminal Rail Lines" on Exhibit A have not existed since before 1998. Satellite images obtained from the United States Geological Survey show that the tracks depicted on Exhibit A did not exist in 1998 or 2002. Union Pacific also has no records of the tracks being reinstalled before the 2001 Notice was filed or the tracks being removed again before 2002.

The false or misleading nature of Exhibit A is material because it falsely suggested the Board had jurisdiction over C&C's proposed operations. Exhibit A implied the nonexistent track created a connection with Union Pacific's Global II yard. This false implication led the Board to

⁴ *Eastside Community Rail, LLC—Acquisition and Operation Exemption—Gnp Rly Inc.*, FD 35692 (STB served Dec. 13, 2018), slip op. at 6.

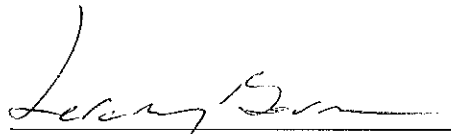
rely on the misleading Exhibit in describing C&C's operations as connecting with Union Pacific's track in the January 17, 2001 decision in this proceeding. However, no such connection existed since some time prior to 1998.

The 2001 Notice stated that C&C's operations would consist only of moving rail cars on the Waredex Property, which is located entirely within the state of Illinois. The Board would have jurisdiction over this operation under 49 U.S.C. § 10501(a)(2)(A) only if the operation is part of the interstate rail network. Without a connection to Union Pacific's network, C&C's operation cannot be part of the interstate rail network. Because C&C's operation is outside the Board's jurisdiction it does qualify for the exemption sought in 2001 Notice. C&C's false track description misled the Board into accepting the 2001 Notice when C&C should have known its operations fell outside the Board's jurisdiction.

III. Conclusion

For the foregoing reasons, Union Pacific requests that the Board find C&C's 2001 Notice void *ab initio* and vacate the operating authority C&C obtained in this proceeding.

Respectfully submitted,



Jeremy M. Berman
Union Pacific Railroad Company
1400 Dodge Street, Stop 1580
Omaha, NE 68179
Phone: (402) 544-4735

Attorney for Union Pacific Railroad Company

May 1, 2019

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of May, 2019, I caused a copy of the foregoing reply to be served by first-class mail, postage prepaid on the parties listed below.

Robert J. Trizna
Thomas P. Yardley
Parker E. Lawton
Edward C. Abramson
Robbins, Salomon & Patt, Ltd.
180 N. LaSalle Street, Suite 3300
Chicago, Illinois 60601

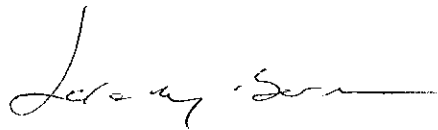
Attorneys for The Custom Companies, Inc., CDN Logistics, Inc. and C & C Railroad, LLC

Michael A. Abramson
180 N. LASALLE ST., STE 3300
Chicago, Illinois 60601

Party of Record and Registered Agent for C & C Railroad, LLC

Gordon P. Macdougall
1025 Connecticut Avenue, NW, Suite 919
Washington, DC 20036-5444

Party of Record



Jeremy M. Berman

**IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS
MUNICIPAL DEPARTMENT, FOURTH MUNICIPAL DISTRICT**

UNION PACIFIC RAILROAD COMPANY,)

Case No. 2019-M4-000492

Plaintiff,)

v.)

THE CUSTOME COMPANIES, INC. and CDN)
LOGISTICS, INC.)

Defendants.)

ORDER

THIS CASE COMING TO BE HEARD on Defendants' Rule 2-619 Motion for Dismissal or In the Alternative, Stay of Proceeding and C & C Railroad, LLC's Petition to Intervene Pursuant to 735 ILCS 5/2-408.

IT IS HEREBY ORDERED that defendants' rule 2-619 motion is denied in part and granted in part; that C & C Railroad, LLC's petition to intervene is granted.

Decision

This cause comes before the court on plaintiff's complaint for eviction and recovery of double rent. In response to the plaintiff's complaint, the defendants have filed a Rule 2-619 motion for dismissal or in the alternative stay of proceedings. Subsequently, the plaintiff filed a motion in opposition to defendant's motion for dismissal. Defendants also filed defendant's reply in support of defendant's Rule 2-619 motion for dismissal or in the alternative stay of proceedings.

C & C Railroad has also filed a petition to intervene pursuant to 735 ILCS 5/2-408. In response to C & C Railroad's petition, the plaintiff has lastly filed an additional motion in opposition of C & C Railroad's petition to intervene.

This court has reviewed all motions in addition to the attached exhibits and case law and makes the following rulings:

First, the court addresses the issue of subject matter jurisdiction raised in defendant's rule 2-619 motion.

In this case, the plaintiff, Union Pacific, is a Delaware corporation with its principal place of business in Omaha, Nebraska and authorized to conduct business in Illinois. The plaintiff is also the owner of real property in Cook County, Illinois, that is the subject of this action.

The defendant, Custom Companies, is an Illinois corporation that conducts business in the state of Illinois. The same can also be said of CDN Logistics. It is also an Illinois corporation conducting business in this state. Moreover, the real property that is the subject of this lawsuit is located in Cook County, Illinois.

The facts of this case indicate that the parties entered into a lease for the property located at 317 West Lake Street, Northlake, Illinois. The parties are not disputing the fact that the lease in this case expired on December 31, 2018 and that the defendants have refused to vacate the property.

Based on those facts, the court finds that the plaintiff has properly filed its complaint for eviction in this court. Accordingly, the court finds that it has subject matter jurisdiction pursuant to 735 ILCS 5/1 and 735 ILCS 5/9.

The second issue the court wishes to address is whether C & C Railroad, LLC's petition to intervene should be granted.

735 ILCS 5/2-408, specifically states that a) upon timely application anyone shall be permitted as of right to intervene in an action: 1) when a statute confers an unconditional right to intervene; or 2) when the representation of the applicant's interest by existing parties is or may be inadequate and the applicant will or may be bound by an order or judgment in the action; or 3) when the applicant is so situated as to be adversely affected by a distribution or other disposition of property in the custody or subject to the control or disposition of court or a court officer.

In the aforementioned case, C & C Railroad is a subsidiary of Custom Companies, one of the named defendants. In addition, C & C Railroad currently conducts business on the property in question. Moreover, C & C Railroad is a duly authorized rail carrier and has operated a railroad line on the property since 2001. The length of time that C & C Railroad has operated the railroad on the property is of important note to this court, because the court makes the determination that C & C Railroad is a known occupant on the property. As such, any orders that this court grants against the defendants, would adversely impact C & C Railroad.

The court also notes that the plaintiff was aware of the usage of the railroad line for a number of years. It would seem judicially prudent to allow C & C Railroad to intervene at this juncture so that all parties' interests in this suit can be resolved in aggregate. The court does not deem it sufficient to simply argue that C & C Railroad would have an independent opportunity to establish a possessory interest after the sheriff enforces the eviction.

For those reasons, this court will grant C & C Railroad's Petition to Intervene pursuant to 735 ILCS 5/2-408.

The third issue the court wishes to address is whether an entry of an order to stay this proceeding should be entered until a determination by the Surface Transportation Board.

The court makes the following findings in regard to that issue:

As the owner of the property at issue, the plaintiff, Union Pacific Railroad Company, has the legal right and prerogative to do as it wills with property it owns. Included in those ownership rights are the rights to evict tenants for breach of a lease.

In the case at bar, all of the parties, agree that the lease between the parties ended December 31, 2018. Despite the end of that lease, the defendants have not vacated the property and are infringing on the plaintiff's ownership interests.

The defendants cannot force the plaintiff to agree to extend the terms of the lease nor can it forcefully stay on the property without an agreement, simply because its new facility will not be ready until November 1, 2019.

However, where this case differs from most landlord/tenant cases is the nature of business that is conducted on the property, specifically transportation of commercial goods. In fact, the plaintiff wishes to gain possession of the property to further its own transportation business via the railroad line that is already present.

Whereas, landlord/tenant disputes would normally be resolved via Illinois law in this courtroom, because this case involves interstate commerce, the jurisdiction of the Interstate Commerce Commission Termination Act and the United States Surface Transportation Board or (STB) takes precedence and must be addressed first. Because C & C Railroad would need to discontinue service of its railroad line on the property, an application to discontinue that service must occur before the STB. Once an adverse abandonment application has been granted by the STB, the property owner here, Union Pacific, can then seek an eviction.

These findings are consistent with the law on this issue. In addition, the court wants all of the parties to be clear that the court is not making these findings wholly based on the fact that C & C Railroad is a subsidiary of the defendants. These findings are being made based on the known business of transportation that C & C Railroad conducts on the property.

The court would note that the parties cannot circumvent this process by simply not naming C & C Railroad as a defendant. In fact, it may have been prudent to have begun this process months before today's hearing.

Accordingly, for all of these reasons, a stay of the trial proceeding will be entered until this matter has been properly brought before the Surface Transportation Board whether by the plaintiff or defendants.

This court makes the following rulings on the motions:

C & C Railroad Petition to intervene pursuant to 735 ILCS 5/2-408 is granted.

Defendant's Rule 2-619 motion for Dismissal or in the Alternative Stay of proceedings:

In regard to paragraph a) of the relief: That relief is denied. The court finds that it does have subject matter jurisdiction.

In regard to paragraph b) of the relief: That relief is denied. The court finds that it has subject matter jurisdiction and retains jurisdiction on this case. However, the United States Surface Transportation Board (STB) has jurisdiction over the abandonment or discontinuance of rail service. The issue of abandonment or discontinuance of rail service must be settled first before any trial on the issues in the complaint. The court makes these findings despite the fact that the

plaintiff may believe the process deprives the plaintiff of the usual timely remedy of eviction in this court.

In regard to paragraph c) of the relief: That relief is denied.

In regard to paragraph d) of the relief: That relief is denied.

In regard to paragraph e) of the relief: That relief is granted.

ENTERED:

Judge Ieshia E. Gray
MAR 20 2019
Circuit Court - 2232

Dated: March 20, 2019

Ieshia Gray #2232
Judge

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS

Union Pacific Railroad

v.

Custom CompaniesNo. 2019 M4 ~~2121~~
492

ORDER

The matter having come before the Court on Defendants Amended Motion to Dismiss it is ordered

1. Plaintiff has to March 27, 2019 to Respond to Defendants Amended Motion to Dismiss pursuant to 2-619
2. Defendants have until April 10, 2019 to Reply.
3. This matter is set for hearing on the Motion to Dismiss on April 24, 2019 at 1:30pm in Courtroom 112.
4. Courtesy copies provided 7 days before hearing date.

Attorney No.: 61529Name: Kimberly HareAtty. for: Union PacificAddress: one South Wacker Suite 3910City/State/Zip: Chicago IL 60606Telephone: 312-612 602-4100

ENTERED:

Judge Ieshia E. Gray

MAR 20 2019

Circuit Court - 2232

Dated: March 20, 2019Ieshia Gray # 2232

Judge

Judge's No.

VERIFIED STATEMENT OF KEITH E. WALTER

My name is Keith E. Walter. I am a Senior Manager for Engineering Facility Management System in the Engineering Department at Union Pacific Railroad Company. I began my career with Union Pacific in 1984, and I have held a number of management positions in Union Pacific's Engineering Department.

Currently, my job duties include managing historical engineering maps and current engineering data that includes Union Pacific and predecessor railroads' track inventory, system condensed track profiles, and zone track and spot books.

I have reviewed the filing entitled Verified Notice of C & C Railroad, Inc. for Exemption from Regulation Under 49 U.S.C. § 10901 Pursuant to 49 C.F.R. § 1150.31 dated December 28, 2000 (the "C & C's Filing"). A copy of C & C's Filing is attached hereto as Exhibit A.

I am familiar with the property and tracks described in C & C's Filing.

The warehouse property identified on Exhibit A to C & C's Filing was formerly known as the Wardex property.

The yard tracks that formed the connection between the Wardex property and Union Pacific's Global II Intermodal Yard ("Global II") were tracks #1486-1493.

Sometime between 1993 and 1998, the tracks connecting the Wardex property and tracks within Global II were removed.

The tracks identified in Exhibit A to C & C's Filing and labeled "Subject Terminal Rail Lines," were not in existence outside of the Wardex property as of April 17, 1998, and were not replaced.

Zone Track and Spot ("ZTS") Books

In or around 1996, Union Pacific acquired the Chicago and North Western Transportation Company ("CNW").

Shortly thereafter, the Union Pacific Engineering Department began documenting CNW's track inventory. The data was collected and memorialized in our ZTS books.

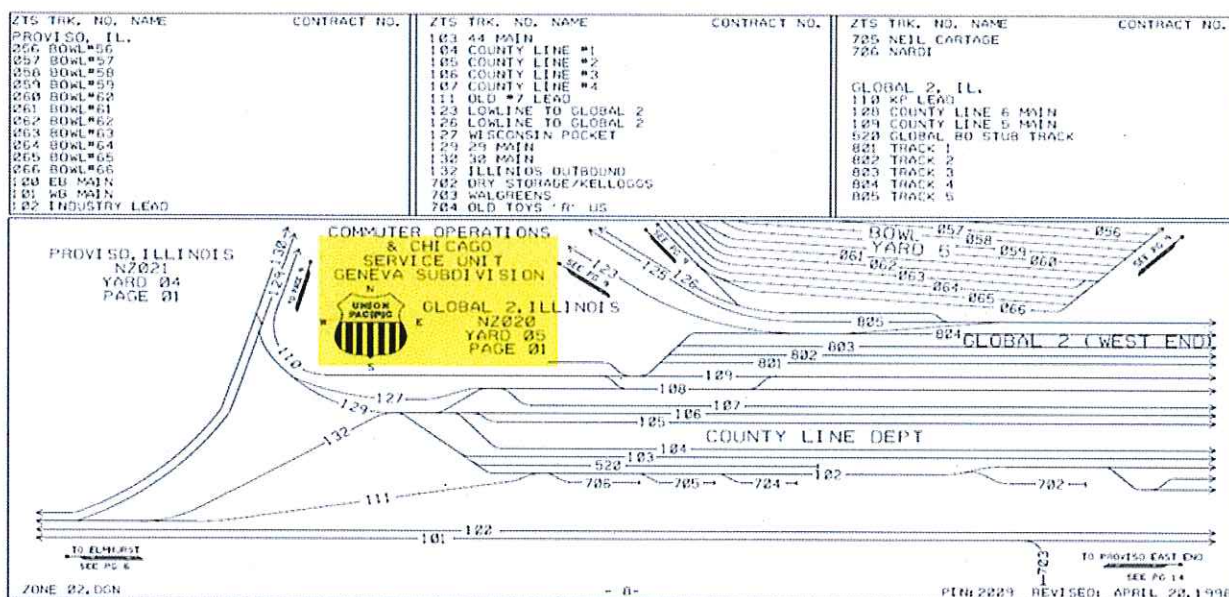
In general terms, ZTS books are used by train crews to spot cars on tracks. These books show active tracks and customer information that are continually updated.

In my review of our historical ZTS books, Union Pacific did not have any tracks physically connecting to the Wardex property in 1998.

The tracks on the Wardex property were not connected to any rail line that extended off of the Wardex property.

The snapshot below of Union Pacific's ZTS book dated April 20, 1998 details the rail lines in the west end of Union Pacific's Global II Intermodal Yard.

As shown on the ZTS book, there are no tracks within Global II that connect to Tracks #1486-1493 or to the Wardex property.



Attached hereto and marked as Exhibit B is a larger image of the ZTS Book, with the relevant area highlighted.

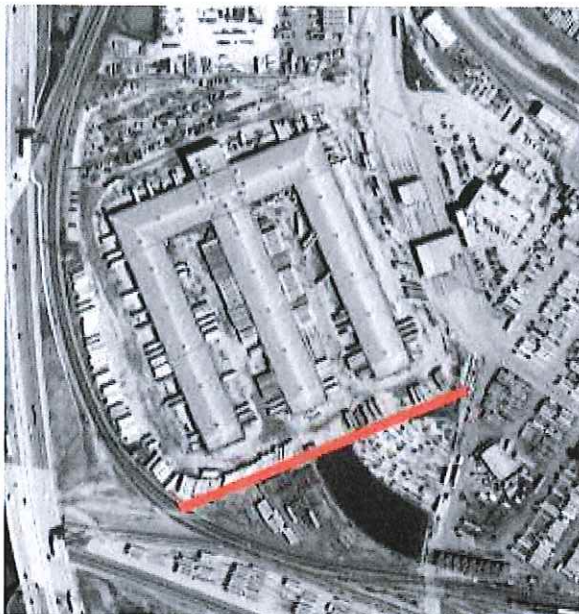
SATELLITE IMAGES

I am familiar with obtaining satellite imagery from the U.S. Geological Survey ("USGS") satellite imagery system.

I retrieved and reviewed satellite images of the Wardex location for 1998 and 2002.

Attached hereto as Exhibit C is the USGS satellite image taken on April 17, 1998 that includes Global II and the Wardex property ("1998 USGS Image"). The satellite image is available online at <https://earthexplorer.usgs.gov/metadata/1131/DI00000001062998/>.

Below is the Wardex property in the 1998 USGS Image. I added the redline in the below image to represent the approximate property line between the Wardex property and Union Pacific's property.

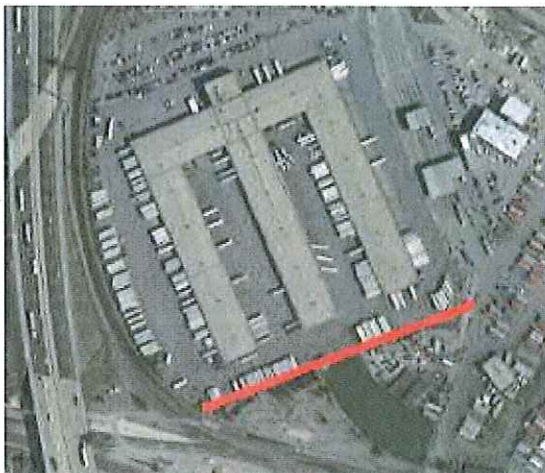


1998 USGS Image

The 1998 USGS Image shows that no tracks were in place extending beyond the Wardex property and the tracks on the Wardex property were not connected to the any tracks Union Pacific tracks.

Attached hereto as Exhibit D is the USGS satellite image taken on April 10, 2002 that includes Global II and the Wardex property ("2002 USGS Image"). The satellite image is available online at https://earthexplorer.usgs.gov/metadata/3411/1189491_16TDM230380/.

Below is the Wardex property in the 2002 USGS Image. I added the redline in the below image to represent the approximate property line between the Wardex property and Union Pacific's property.



2002 USGS Image

The 2002 USGS Image shows that no tracks were in place extending beyond the Wardex property and the tracks on the Wardex property were not connected to the any tracks Union Pacific tracks.

The tracks located on the Wardex property have not been physically connected to Global II since 1998, and are not currently connected.

The tracks labeled "Subject Terminal Rail Lines" in Exhibit A to C & C's Filing did not exist between Global II and the Wardex property at the time the filing was made, and have not existed since at least 1998.

SUMMARY

Based on my review of the ZTS books and USGS satellite images, the C & C Railroad has not had any connection to the network system from April 20, 1998 to the present.

VERIFICATION

I, Keith E. Walter, declares under penalty of perjury that the foregoing statement is true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on April 30, 2019.

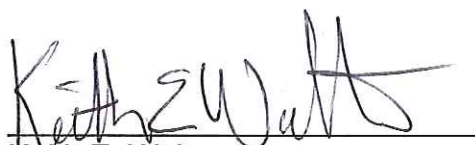

Keith E. Walter

EXHIBIT A

Before the
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33990

VERIFIED NOTICE OF C & C RAILROAD, INC. FOR
EXEMPTION FROM REGULATION UNDER 49 U.S.C. §10901
PURSUANT TO 49 C.F.R. §1150.31

Applicant's full name and current mailing address:

C & C Railroad, Inc.
317 W. Lake Street
Northlake, Illinois 60164

Applicant's representative to receive correspondence:

Michael A. Abramson
120 S. Riverside Plaza, Suite 1200
Chicago, IL 60606
(312) 876-7155
Counsel for applicant

This Verified Notice is filed pursuant to 49 C.F.R. §1150.31 by C & C Railroad, Inc., a non-carrier and a new Illinois corporation, to exempt from regulation under 49 U.S.C. §10901 its operation of the eight rail lines owned by Centerpoint Properties, L.L.C., which total a distance of approximately 1.71 miles and are located near milepost 3.0 of the Union Pacific Global Two Line. A map of the subject lines and property is attached as Exhibit A. These rail lines consisting of approximately 1.71 total miles are located entirely on the rail yard and container yard property owned by Centerpoint Properties, L.L.C., and leased by The Custom Companies, Inc. (previously Custom Cartage, Inc.). Pursuant to agreement

with The Custom Companies, Inc., C & C Railroad, Inc., will acquire the right to operate for the purpose of shuttling cars solely on the property located in Northlake, Illinois.

The transaction is expected to be consummated immediately following the effective date of the exemption.

Applicant certifies that the projected revenues for the line in question will not exceed those that would qualify for Class III rail carrier status.

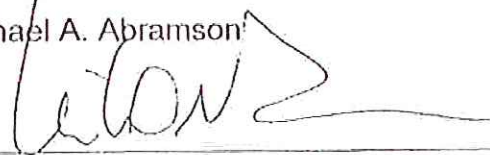
Pursuant to the Interstate Commerce Commission's decision in Ex Parte No. 55 (Sub-No. 22A), Implementation of Environmental Laws, 7 I.C.C.2d 807 (1991) ("Environmental Laws"), environmental documentation normally need not be prepared for an acquisition that does not involve either the diversion from rail to motor carriage of more than (A) 1,000 rail carloads a year, or (B) an average of 50 rail carloads per mile per year for any part of the affected line (49 C.F.R. § 1105.7(e)(4)) on the one hand, or (A) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the affected line, (B) an increase in rail yard activity of at least 100 percent or (C) an increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on any affected road segment (49 C.F.R. § 1105.7(e)(5)), on the other hand. See 49 C.F.R. § 1105.6(c)(2). No historic report is required because the transaction involves the transfer of line, for the purpose of continued rail operations and further STB approval is required to abandon any service. Applicant has no plans to dispose of or alter property subject to STB jurisdiction that are 50 years old or older.

Applicant will preserve intact all sites or structures more than 50 years old until compliance with the requirements of Section 106 of the National Historic Preservation Act, 16 U.S.C. §470, is achieved.

The caption summary required by 49 C.F.R. §1150.34 is attached as Exhibit B.

Respectfully submitted,

Michael A. Abramson

A handwritten signature in black ink, appearing to read 'Michael A. Abramson', written over a horizontal line.

120 S. Riverside Plaza, Suite 1200
Chicago, Illinois 60606
Attorney for Applicant

Date: December 28, 2000

EXHIBIT A

MAP

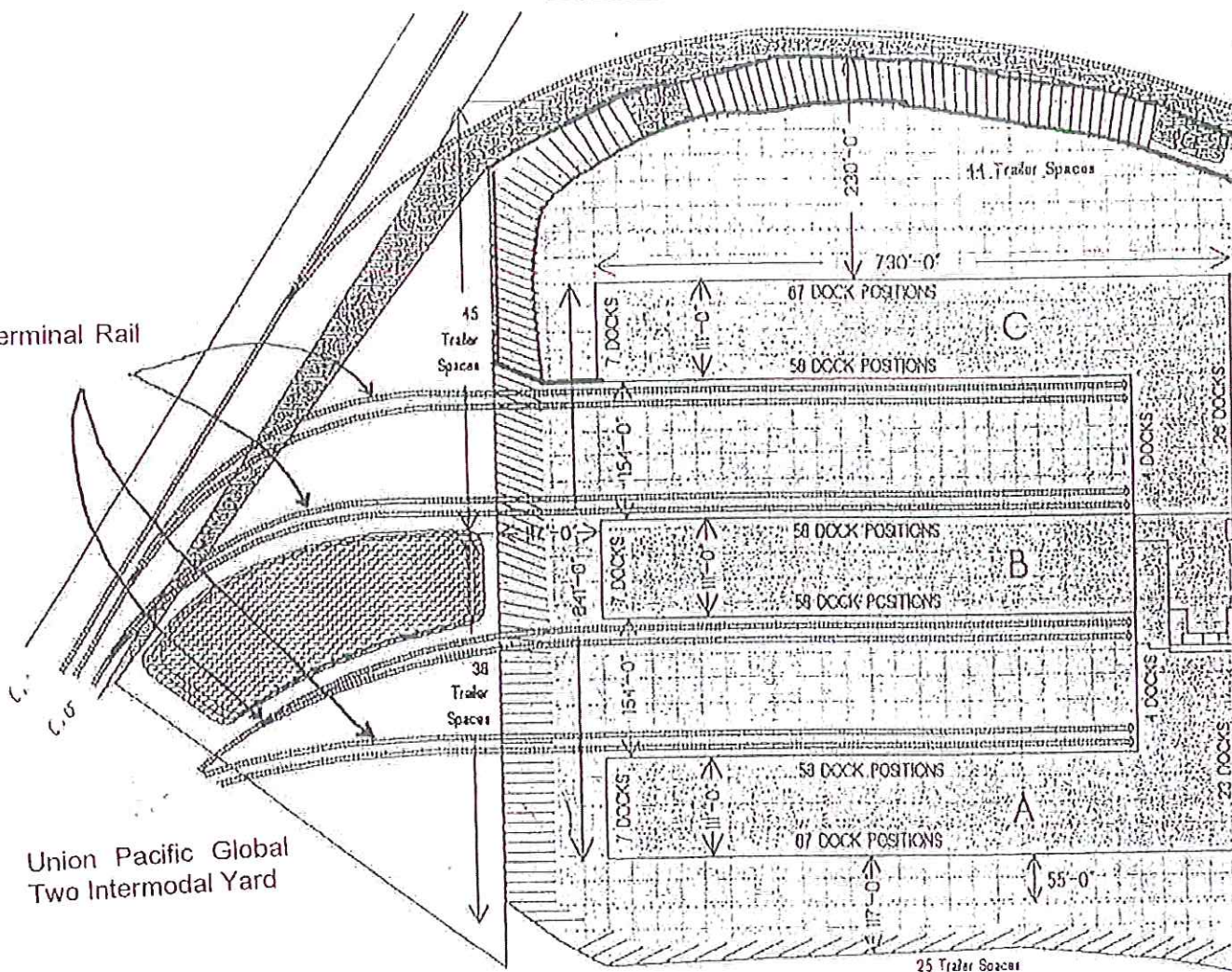
[ATTACHED AND MARKED AS EXHIBIT "A" SHOWING THE
TERMINAL RAIL LINES OWNED BY CENTERPOINT PROPERTIES, L.L.C.]

OFFICE, WAREHOUSE & 317 WEST LAKE STREET, NC [SINGLE STORY BRICK AND MET

TOLLWAY - 1 - 290

Subject Terminal Rail
Lines

Union Pacific Global
Two Intermodal Yard



SITE BUILDING PLAN

NOTE: FOR ILLUSTRATION PURPOSES ONLY - ALL SIZES AND DIMENSIONS

PARKING PER

EXHIBIT B

Before the
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33990

C & C RAILROAD, INC. -
OPERATION EXEMPTION - LINES OF CENTERPOINT PROPERTIES, L.L.C.,
LOCATED IN NORTHLAKE, ILLINOIS

NOTICE OF EXEMPTION

C & C Railroad, Inc., a non-carrier, has filed a Notice of Exemption to the operation of the eight rail lines owned by Centerpoint Properties, L.L.C., which total a distance of approximately 1.71 miles and are located near milepost 3.0 of the Union Pacific Global Two Line. The subject rail lines consisting of approximately 1.71 total miles are located entirely on property owned by Centerpoint Properties, L.L.C., and leased by The Custom Companies, Inc. (previously Custom Cartage, Inc.). Pursuant to an agreement with The Custom Companies, Inc., C & C Railroad, Inc., will acquire the right to operate for the purpose of shuttling cars solely on the property located in Northlake, Illinois.

The transaction is expected to be consummated immediately following the effective date of the exemption.

Comments must be filed with the Board and served on Applicant's representative, Michael A. Abramson, 120 S. Riverside Plaza, Suite 1200, Chicago, IL 60606 (312) 876-7155, counsel for Applicant.

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. A Petition to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a Petition to Revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33990, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, D.C. 20423. In addition, a copy of each pleading must be served on Michael A. Abramson, 120 S. Riverside Plaza, Suite 1200, Chicago, IL 60606.

Decided:

By the Board,

VERIFICATION

I, Perry Mandera, declare under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Notice of Exemption on behalf of C & C Railroad Corporation, of which I am an Officer. Executed on December 28, 2000.



Perry Mandera

607232_1

EXHIBIT B

ZTS TRK. NO. NAME	CONTRACT NO.	ZTS TRK. NO. NAME	CONTRACT NO.
PROVISO, IL.		103 44 MAIN	
056 BOWL#56		104 COUNTY LINE #1	
057 BOWL#57		105 COUNTY LINE #2	
058 BOWL#58		106 COUNTY LINE #3	
059 BOWL#59		107 COUNTY LINE #4	
060 BOWL#60		111 OLD #7 LEAD	
061 BOWL#61		123 LOWLINE TO GLOBAL 2	
062 BOWL#62		126 LOWLINE TO GLOBAL 2	
063 BOWL#63		127 WISCONSIN POCKET	
064 BOWL#64		129 29 MAIN	
065 BOWL#65		130 30 MAIN	
066 BOWL#66		132 ILLINIOS OUTBOUND	
100 EB MAIN		702 DRY STORAGE/KELLOGGS	
101 WB MAIN		703 WALGREENS	
102 INDUSTRY LEAD		704 OLD TOYS 'R' US	

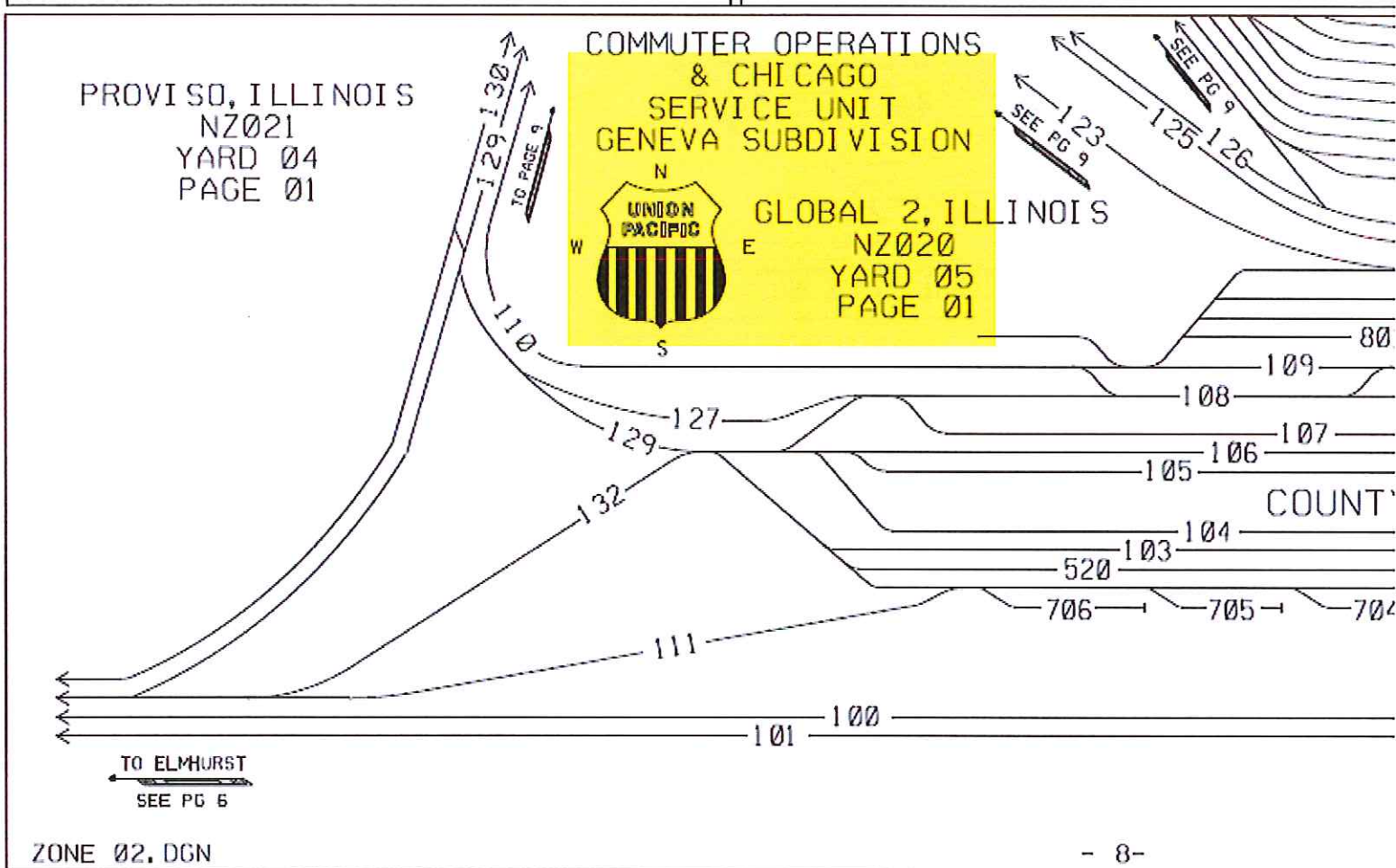


EXHIBIT C

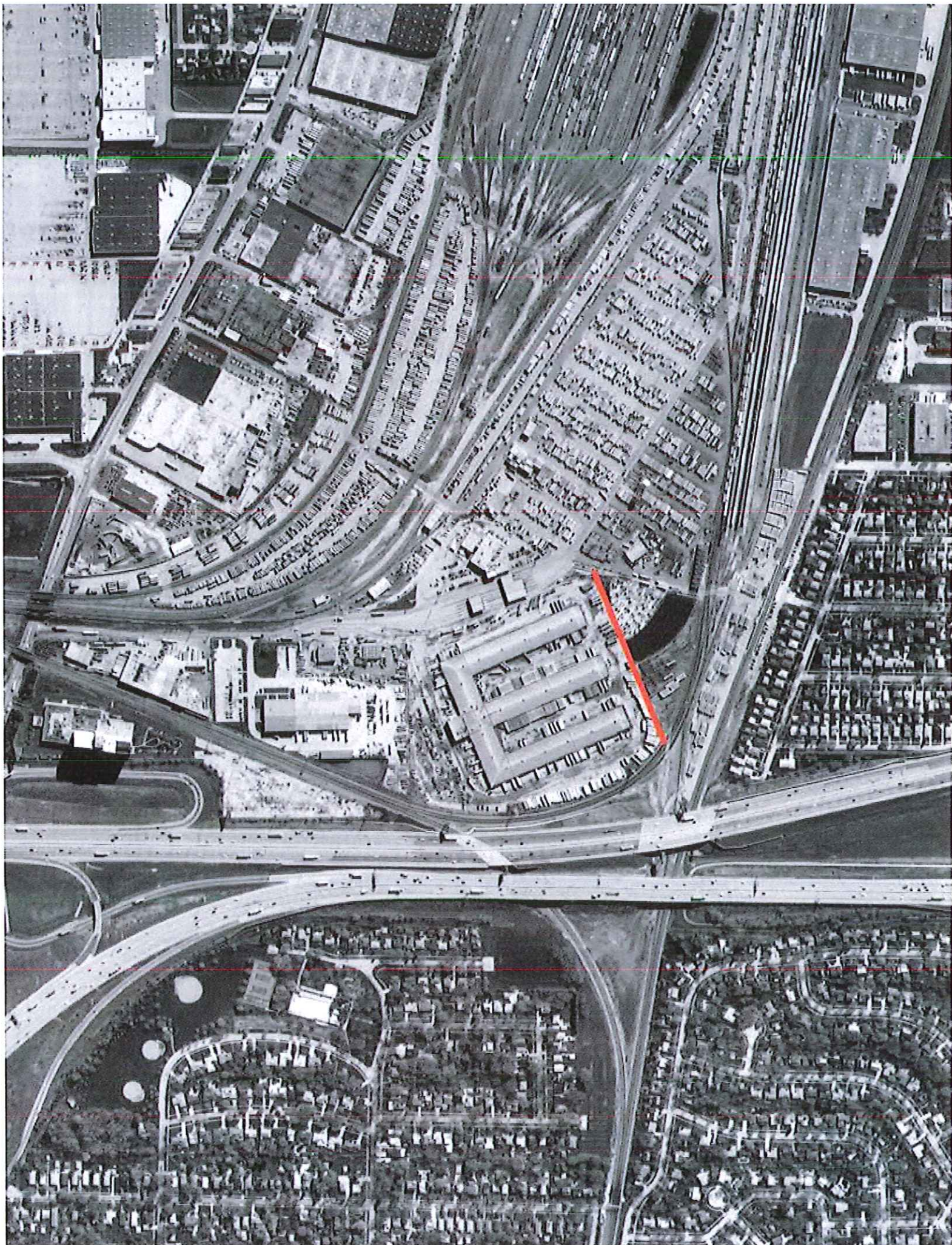


EXHIBIT D

