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UNITED STATES DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET 35733
MIDWEST RAILROAD COMPANY – EXEMPTION – LEASE AND OPERATION –
CHICAGO RAIL LINK, L.L.C., AND LIMITED EXEMPTION FROM
SURFACE TRANSPORTATION BOARD REGULATIONS

AMENDMENT TO
NOTICE OF EXEMPTION

Surface Transportation Board
Office of the Secretary
Washington, D.C. 20423-0001

This amends the notice of exemption previously submitted by Midwest Railroad Company. The notice of exemption is now being submitted under 49 U.S.C. § 10902 and 49 CFR Subpart E, § 1150.31.

Midwest Railroad Company is an Illinois corporation. Its business address is 12217 South Cicero, Alsip, Illinois 60803.

The attorney to whom correspondence should be sent is:

Kurt E. Vragel, Jr.
Attorney for Midwest Railroad Company
Kurt E. Vragel, Jr., P.C.
1701 East Lake Ave., Suite 170
Glenview, Illinois 60025
(847) 657-8551.

This notice of exemption is submitted under § 1150.31, rather than § 1150.41, because Midwest Railroad Company is a new carrier, not an existing carrier. The exemption provided for in 49 CFR § 1150.31 applies to the acquisitions or operations by Class III rail carriers under 49 U.S.C. § 10902.

In its original notice of exemption, Midwest Railroad Company provided the information required by 49 CFR § 1150.41. To comply with the requirements of 49 CFR § 1150.31, Midwest Railroad Company provides the following additional information.

At this time, the track lease between Chicago Rail Link, L.L.C., and Midwest Railroad Company has been terminated. However, Midwest Railroad is negotiating for continuation of that lease and, on approval of its notice of exemption, Midwest Railroad Company intends to operate using that track.

Midwest Railroad Company will create excursion trips on Amtrak routes in the Midwest Corridor. The trips will be daylight trips, 6 hours each way or less. For the foreseeable future, the company will not offer overnight accommodations on any trip; it will not sell one-way tickets; and it will not allow passengers to detrain at intermediate stops. All passengers will be required to purchase round-trip tickets.

Midwest Railroad Company is considering the following routes for its services:

Primary routes, which may include destinations at intermediate stations:

- Chicago-Carbondale (Saluki & Illini)
- Chicago-St. Louis (Lincoln Service)
- Chicago-Pontiac (Wolverine Service)
- Chicago-Milwaukee (Hiawatha Service)

Secondary routes, and may include destinations at intermediate stations:

- Chicago-Quincy (Carl Sandburg & Illinois Zephyr)
- Chicago-Grand Rapids (Pere Marquette)
- Chicago-Port Huron (Blue Water)
- Chicago-Indianapolis (Hoosier State/cardinal)

Possible long distance trips:

- Chicago-Minneapolis (Empire Builder)
- Chicago-Kansas City (Southwest Chief)
- Chicago-Omaha (California Zephyr)

Accordingly, Midwest Railroad Company asks for authority to operate over those particular routes.

Additional certifications are required by 49 CFR § 1150.31(g) and (h).

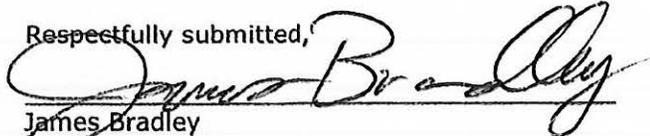
As required by 49 CFR § 1150.33(g), I certify that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

As required by 49 CFR § 1150.31(h), I certify that this transaction does not impose interchange commitments of the type described in that section.

In all other respects, Midwest Railroad Company affirms the information and requests in its original notice of exemption.

A revised draft Federal Register notice is attached.

Respectfully submitted,



James Bradley
President
Midwest Railroad Company
12217 South Cicero
Alsip, Illinois 60803

Dated: 9/15/14

Of counsel:



Kurt E. Vragel, Jr.
Kurt E. Vragel, Jr., P.C.
1701 East Lake Ave., Suite 170
Glenview, Illinois 60025
(847) 657-8551

Dated: 9-16-2014

VERIFICATION

State of Illinois)
County of Cook) ss.



Subscribed and sworn to before me, a notary public, by James Bradley, President of Midwest Railroad Company, on September 15, 2014.


Notary Public
My commission expires: 11-10-14

[SEAL]



[FEDERAL REGISTER NOTICE]

SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION

FINANCE DOCKET 35733

MIDWEST RAILROAD COMPANY - EXEMPTION - LEASE AND OPERATION -
CHICAGO RAIL LINK, L.L.C., AND LIMITED EXEMPTION FROM
SURFACE TRANSPORTATION BOARD REGULATIONS

Midwest Railroad Company has filed a notice of exemption to lease and operate a 2,000 foot line of Chicago Rail Link, L.L.C., at or near Milepost 15 of that railroad in Blue Island, Illinois.

The notice of exemption is submitted under 49 U.S.C. § 10902 and 49 CFR Subpart E, § 1150.31.

Midwest Railroad Company proposes to exempt its operations from the application of Surface Transportation Board's licensing regulations under 49 U.S.C. § 10901.

Midwest Railroad Company is a Class III rail carrier. It has entered a lease for track at Blue Island, Illinois, from Chicago Rail Link, L.L.C.. Midwest Railroad Company will begin railroad service using that track and other facilities and equipment as soon as practicable after publication of notice of this exemption in the Federal Register.

Following consummation, Midwest will begin using the Chicago Rail Link track as part of its railroad operations. Midwest Railroad will own and operate passenger rail cars; will provide premium-level passenger rail services using those cars; will maintain and operate passenger rail cars owned or operated by other companies; and will provide excursion and dinner train services.

Services provided will be excursion trips on Amtrak routes in the Midwest Corridor. The trips are to be focused on daylight trips, 6 hours each way or less. At this time, and for the foreseeable future, the company will NOT offer overnight accommodations (sleepers) on any trip. It will NOT sell one-way tickets, or allow passengers to detrain at intermediate stops. All passengers will be required to purchase round-trip tickets from origin(s) to the specified destination.

Midwest Railroad Company is considering the following routes for its services:
Primary routes, which may include destinations at intermediate stations:

Chicago-Carbondale (Saluki & Illini)
Chicago-St. Louis (Lincoln Service)
Chicago-Pontiac (Wolverine Service)
Chicago-Milwaukee (Hiawatha Service)

Secondary routes, and may include destinations at intermediate stations:

Chicago-Quincy (Carl Sandburg & Illinois Zephyr)
Chicago-Grand Rapids (Pere Marquette)
Chicago-Port Huron (Blue Water)
Chicago-Indianapolis (Hoosier State/cardinal)

Possible long distance trips:

Chicago-Minneapolis (Empire Builder)
Chicago-Kansas City (Southwest Chief)
Chicago-Omaha (California Zephyr)

Accordingly, Midwest Railroad Company asks for authority to operate over those particular routes.

Proceeding by notice of exemption is consistent with the outcome of the Surface Transportation Board's actions in STB Finance Docket No. 34502, *American Orient Express Railway Company LLC - Petition for Declaratory Order*, decided December 27, 2005. Midwest Railroad Company intends to operate as a common carrier railroad providing transportation for compensation. It seeks exemption only from Surface Transportation Board licensing regulations under 49 U.S.C. § 10901 for its operations.

Comments must be filed with the Board and served on:

Kurt E. Vragel, Jr.
Attorney for Midwest Railroad Company
Kurt E. Vragel, Jr., P.C.
1701 East Lake Ave., Suite 170
Glenview, Illinois 60025
(847) 657-8551

This notice is filed under 49 CFR § 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.