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December 11, 2002

Hon. Vernon A. Williams
Secretary, Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-001



Re: STB Finance Docket No. 34286
Fort Worth And Western Railroad Company, Inc.--Acquisition
And Operation Exemption--Union Pacific Railroad Company
(Everman Industrial Lead)
Request for Waiver of 60 Day Certification Rule, 49 C.F.R. 1150.42(e)

Dear Secretary Williams:

Please accept for filing this letter Request for Waiver of 60 Day Certification Rule, 49 C.F.R. 1150.42(e) on behalf of Fort Worth And Western Railroad Company, Inc.(FWWR). Ten copies of the letter request are also enclosed.

FWWR requests waiver of the 60-day provision set out in Section 1150.42(e) , or alternatively, the balance of the time following certification of employee notice and service required therein, so that the effective date of the exemption and consummation of the transaction may occur at the earliest date following a grant of waiver.

As grounds for the waiver request, FWWR points to the certified fact that notice to employees was properly posted at the workplace and served upon the national offices of employee representatives as required by Section 1150.42(e) on October 4, 2002, a period *more than 60 days* prior to the effective date of December 15 proposed in FWWR's verified Notice of Exemption filed December 6, 2002, and the fact that *no prejudice should result to any interested party* from waiver since the notice indicated no new FWWR employment opportunity was anticipated or that any UP employees would be adversely affected.

The delay between FWWR's posting/service and certification to the Board was occasioned by the need to administratively finalize certain details of the related agreements and maps, as well as obtain requisite signatures of authorized representatives in the advent of the holiday season.

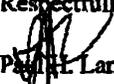
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F'WWR asserts that grant of waiver in this case would not be inconsistent with the policy objectives of the 60-day notice requirements in Section 1150.42(e). See STB F.D. No. 34213, Puget Sound & Pacific Railroad -- Lease and Operation Exemption -- Union Pacific Railroad Company (non-print), served December 6, 2002.

If any questions arise, please call. Thank you for your assistance.

Respectfully,


P. H. Lamboley
Counsel for Fort Worth & Western
Railroad Company, Inc.

PHL/nd
cac.

