



3000 N. Sam Houston Pkwy. E.
Houston, TX 77032
Tel: (281) 871 7900
Fax: (281) 871 7940
Website: www.bentonite.com

VIA COURIER

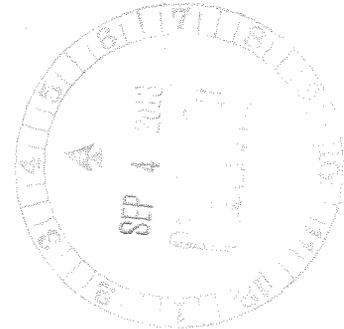
August 29, 2013

Ms. Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0111

ENTERED
Office of Proceedings

SEP 3 - 2013

Part of
Public Record



RE: STB Finance Docket No. 35801 *Sub-no.2*
Canadian Pacific Railway Company, ET AL.
Control
Dakota, Minnesota & Eastern Railroad Corp., ET AL.

Dear Ms. Brown:

Enclosed is my Verified Statement in the above matter before the Surface
Transportation Board.

If you need additional information please contact me at 281-871-7930 or Email:
Richard.Jones2@halliburton.com.

Sincerely,



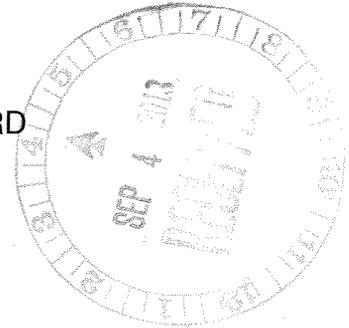
Richard Jones
Manager, Traffic

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35081

CANADIAN PACIFIC RAILWAY COMPANY, ET AL.
- CONTROL -
DAKOTA, MINNESOTA & EASTERN RAILROAD CORP., ET AL.

WRITTEN COMMENTS OF
BENTONITE PERFORMANCE MINERALS, LLC.





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**Verified Statement of Richard Jones
On behalf of
Bentonite Performance Minerals, LLC**

My name is Richard Jones, and I am the Manager of Traffic for Bentonite Performance Minerals, LLC (BPM). My address is 3000 North Sam Houston Parkway East, Houston, Texas 80032. I am submitting this Verified Statement in support of the State of South Dakota's Petition requesting the Surface Transportation Board (STB) to enforce investment representations the Canadian Pacific Railway (CP) made when they acquired the Dakota, Minnesota & Eastern Railroad Corporation (DME) in 2008.

BPM mines, processes, and markets Bentonite Clay. BPM markets its products to the foundry, well drilling, iron ore pelletizing, and pet litter industries. BPM operates two Bentonite processing plants of which one is located on the lines of the CP at Colony, Wyoming (rail station Bentonite, Wyoming). In 2012 80% or over 3400 carloads of BPM's total production was shipped on the CP to destinations throughout the United States, and for export to Canada, Mexico, South America, Asia and Europe. Reliable and affordable rail service is critical to BPM's ability to market its products to customers.

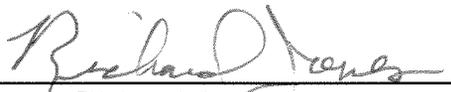
In 2008 BPM supported the CP in their acquisition of the DME. At that time the CP made representations to shippers that their acquisition would be beneficial because of single line movements and lower rates to certain destinations, and their investment in the infrastructure would upgrade the lines of the DME. Shippers were told that the CP would invest \$300 million in the DME lines, and would continue to upgrade lines to increase train speed and reduce transit time. Shipments from our Colony Plant to destinations in the Midwest, South, East and Southeast travel eastbound from Rapid City, South Dakota. The line between Rapid City, South Dakota, and Pierre, South Dakota is in such bad shape that the track is under speed restrictions as "excepted track" by the Federal Railway Administration. We have seen no improvements to this line since the CP acquired it. Did the CP invest the amount they committed to? If so where, geographically, was the investment made? Why hasn't the CP made any upgrades to this line which surely must be one of the worst lines on their system?

In December of 2012 the CP announced they would entertain offers for the former DME lines west of Tracy, Minnesota. This raises concerns about the future of the lines for sale and CP's motives. The new operator would begin operations with lines in dire need of maintenance and upgrading. The funds required to do this might prove insurmountable to a start-up operation, and possibly lead to the financial failure of the new operator. If this occurred it would be a disaster for the rail shippers, and communities of South Dakota.

In consideration of the foregoing BPM would ask the Board to grant the State of South Dakota's petition to order the CP to produce the requested investment information, and compliance with the representations CP made during the approval process of the acquisition of the DME.

State of Texas)
)
County of Harris)

Richard Jones, being duly sworn, deposes and says that he has read the foregoing statement, knows the content thereof, and that the same are true and correct.

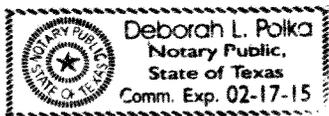

Richard Jones

Sworn to and subscribed before me
this 29th day of August, 2013

Witness my hand and official seal.

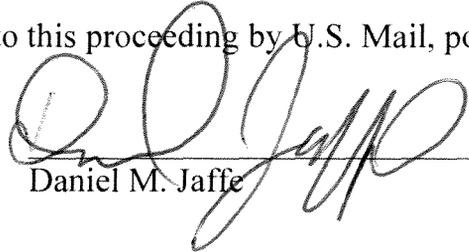
My commission expires: 02-17-2015


Notary Public



CERTIFICATE OF SERVICE

I hereby certify that on this fourth day of September, 2013, I served copies of the forgoing on all parties of record to this proceeding by U.S. Mail, postage prepaid.


Daniel M. Jaffe