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Office of Proceedings
September 27, 2012

Public Record

September 27, 2012

Karl Morell
Of Counsel
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E-Filed

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

Re: STB Finance Docket No. 35644, BNSF Railway Company –
Acquisition and Operation Exemption – Nebraska
Northeastern Railway Company

Dear Ms. Brown:

Attached please find additional letters supporting the acquisition of
the NENE rail line by BNSF Railway Company.

If you have any questions, please call me.

Sincerely,

A handwritten signature in black ink that reads "Karl Morell".

Karl Morell
Of Counsel

Enclosures

September 14, 2012

Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street SW
Washington, DC 20423

Re: STB Finance Docket No. 35644, BNSF Railway Company
Acquisition and Operation Exemption--Nebraska
Northeastern Railway Company

Dear Ms. Brown:

My name is Doug Derscheid, President/CEO of Central Valley Ag Cooperative (CVA), with headquarters in O'Neill, Nebraska.

CVA operates in 40 communities in north central and northeast Nebraska. We currently operate 2 major unit train hub facilities, shipping grain and receiving fertilizer products that we source from world wide companies. Our car shipments of grain and inbound car loads of fertilizer can reach approximately 10,000 per year, depending on markets and logistics.

We are currently constructing 2 unit train hub facilities on green field sites in the NENE rail line, which soon will become the BNSF once again. Each of these sites represent in excess of a \$40 million investment and it is very important to us that we have the best rail service possible. We are confident that the BNSF will provide the service we need and we are extremely excited with the change of ownership.

We understand that BNSF Railway Company ("BNSF") is requesting authority to acquire the NENE rail line. We strongly support BNSF's acquisition for several reasons:

1. BSNF's planned improvements to the NENE line will significantly increase train speeds, service and opportunities for in-bound and out-bound shipments.
2. The elimination of the current interchange between BNSF and NENE will reduce costs and improve operating efficiencies.
3. BNSF's ownership of the line will provide long term reliability, stability and service for CVA and thousands of our farmer/owners we represent in Nebraska.

In conclusion, we believe that BSNF's acquisition of the line will benefit shippers located on the line and we strongly urge the Surface Transportation Board to approve the acquisition at the earliest possible date.

Thank you for your consideration of our position.

Sincerely,

A handwritten signature in blue ink, appearing to read "Doug Derscheid". The signature is fluid and cursive, with the first name "Doug" being more prominent and the last name "Derscheid" following in a similar style.

Doug Derscheid
President/CEO
Central Valley Ag Cooperative
9529 Thornwood Circle
Lincoln, Nebraska 68512

402-340-0680

September 14, 2012

Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423

RE: STB Finance Docket No 35644
BNSF Railway Company Acquisition and Operation Exemption
Nebraska Northeastern Railway Company

Dear Ms. Brown,

My name is Dale Johnson, SR. V.P. of Operations/C.O.O. of Central Valley Ag Cooperative located in Oakland, NE.. Central Valley Ag Cooperative is a farmer-owned farm supply company in Northeast NE. that services 40 communities. We are currently constructing 2 major green field sites located on the NENE rail line. It is very important for us to have quality rail service to receive and ship our products that is so important for our farmer owners success.

It is our understanding that BNSF Railway Company is requesting authority to acquire the NENE rail line. We strongly support BNSF's acquisition for following reasons:

- BNSF will provide added marketing opportunities and service.
- BNSF's planned improvements on the NENE for increased train speed.
- BNSF will improve service and gain us efficiencies.
- Central Valley Ag Cooperative would benefit from BNSF's extensive network for agronomy and grain shipments.

Central Valley Ag Cooperative believes the BNSF's acquisition of the NENE rail line will benefit shippers located on the rail line. We urge the Surface Transportation Board to approve the acquisition.

Thank you for your consideration of Central Valley Ag Cooperative position.

Sincerely,



Dale J. Johnson
SR. V.P. of Operations/C.O.O.
Central Valley Ag Cooperative
1007 County RD O
Oakland, NE 68045
Phone-402-685-5613