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April 14, 2014

Chief, Section of Administration, Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

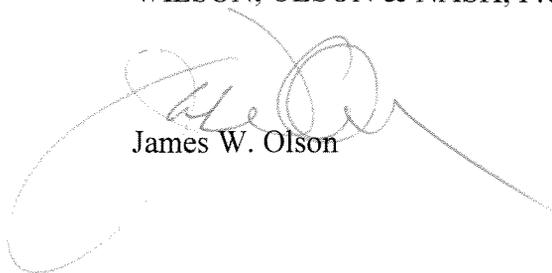
Re: Finance Docket No. 35799
Rapid City, Pierre and Eastern Railroad, Inc. - Acquisition and Operation
Exemption Including Interchange Commitment - Dakota, Minnesota and Eastern
Railroad Corp.

Dear Chief:

I have enclosed, pursuant to the Rules of the Surface Transportation Board, a Verified Statement of Support - West River Rail Association filed on behalf of West River Rail Association, a South Dakota not-for-profit organization of shipper members. An original signed Verified Statement of Support - West River Rail Association together with ten (10) copies thereof are submitted with this transmittal.

Respectfully Submitted,

WILSON, OLSON & NASH, P.C.


James W. Olson

JWO/lw

Enclosures

cc: West River Rail Association members
Parties of record (see Certificate of Service)

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35799

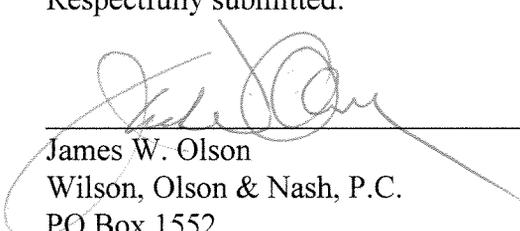
RAPID CITY, PIERRE, AND EASTERN RAILROAD, INC.
-ACQUISITION AND OPERATION EXEMPTION INCLUDING
INTERCHANGE COMMITMENT
DAKOTA, MINNESOTA AND EASTERN RAILROAD CORP



VERIFIED STATEMENT OF SUPPORT - WEST RIVER RAIL ASSOCIATION

The undersigned, as attorney for the West River Rail Association, does hereby file the following Verified Statement of Support - West River Rail Association, in these proceedings.

Respectfully submitted:


James W. Olson
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(605) 342-9259 (fax)
jwolson@wilsonolsonnash.com

Dated: April 14, 2014.

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35799

**RAPID CITY, PIERRE, AND EASTERN RAILROAD, INC.
-ACQUISITION AND OPERATION EXEMPTION INCLUDING
INTERCHANGE COMMITMENT
DAKOTA, MINNESOTA AND EASTERN RAILROAD CORP**

VERIFIED STATEMENT OF SUPPORT - WEST RIVER RAIL ASSOCIATION

The West River Rail Association is an association of shippers who are situated West of the Missouri River along the DME line in South Dakota and includes, from West to East, American Colloid, Bentonite Performance Minerals, GCC Cement, Pete Lien and Sons, and Dakota Mill and Grain. Together, the members of the WRRRA ship over 1.7 million tons of freight over the DME line every year and formed the WRRRA to preserve the continuation of rail service through the state of South Dakota by promoting the effective development and viability of rail service in Western South Dakota.

The DME line is critical to effective rail freight in South Dakota by connecting shippers on the West with carriers and markets to the East and South. In that regard, the WRRRA welcomes the Rapid City, Pierre & Eastern Railroad as a local carrier and supports the transfer from the Canadian Pacific Railway to the RCP&E as proposed. The WRRRA shippers do have the following concerns and comments about the transition from the current operator to the RCP&E:

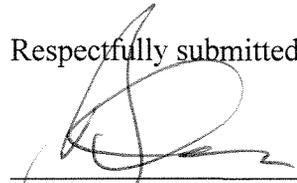
1. With the railcar shortage plaguing the country, the WRRRA is concerned about the

transition of control to the RCP&E just prior to the 2014 harvest and at a point in time when the Midwest and, indeed the entire country, is experiencing unprecedented rail service shortages and issues. The WRRRA believes that STB oversight during the next 12 months is crucial to the successful transition of operations from CP to RCP&E. Oversight would include monitoring rail car and power availability, ensuring that CP and RCP&E maintain existing levels of car supply, and monitoring quality of service including local switching and interchanges.

2. The Canadian Pacific did little to improve the line West of Fort Pierre which has the same length of excepted line as existed when the CP took control. The WRRRA requests assurance from the RCP&E that it will maintain the West end of the line in a condition that is equal to or better than its current condition. Any further deterioration of the West end of the line would be severely detrimental to the costs and availability of continuing rail service through the state.
3. Finally, the WRRRA seeks confirmation that the transaction with the CP will not involve hidden or undisclosed paper barriers that would result in unreasonable rates or limitations on destination markets currently available to DME shippers.

Notwithstanding the foregoing concerns, the WRRRA shippers are optimistic about the transfer of the DME line to the RCP&E and we support that transfer.

Respectfully submitted,

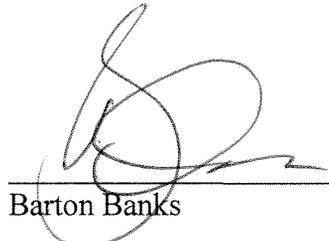


Barton R. Banks
President, West River Rail Association
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Dated: April 10, 2014.

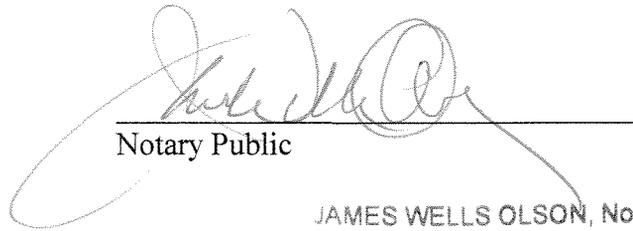
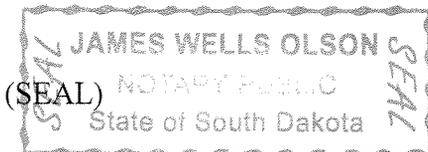
State of South Dakota)
) ss
County of Pennington)

Barton Banks, being first duly sworn upon his oath, deposes and states that he has read the foregoing Statement made by him, that the same is true and correct to the best of his knowledge, information and belief, and as to those matters stated as based upon belief, has reason to believe the same to be true.



Barton Banks

Subscribed and sworn to before me this 10 day of April, 2014.



Notary Public

JAMES WELLS OLSON, Notary Public, SD
My Commission Expires June 27, 2018

CERTIFICATE OF SERVICE

I hereby certify that I have caused to be served one copy of the foregoing Statement of West River Support - West River Rail Association, by First Class Mail to the offices of the following:

Terence M. Hynes
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thynes@sidley.com

Hon. Dennis Daugaard
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500 E. Capitol Ave.
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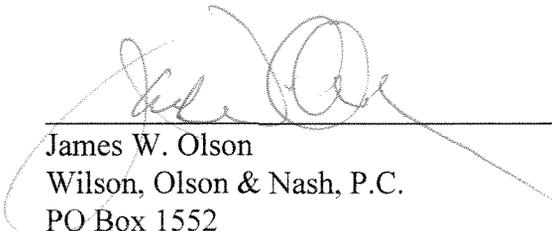
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Date: _____

April 14, 2014



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