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LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LASALLE STREET - SUITE 1890
CHICAGO, ILLINOIS 60604-1112
TELEPHONE (312) 236-0204
FAX (312) 201-9695
mcfarland@aol.com

THOMAS F MCFARLAND

April 15, 2013

By UPS overnight mail

Ms Cynthia T Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, DC 20024

FEE RECEIVED

APR 15 2013

**SURFACE
TRANSPORTATION BOARD**

Re Finance Docket No 35735, *Keenesburg Direct Railroad, LLC -- Acquisition and Operation Exemption -- J D East, LLC*

Dear Ms Brown:

Hereby transmitted is the original and 10 copies of a Verified Notice Of Exemption Under 49 C F R. § 1150.31 for filing with the Board in the above referenced matter.

Also enclosed is a check in the amount of \$1,800 for the filing fee

Very truly yours.

Tom McFarland

Thomas F. McFarland
Attorney for Applicant

TMCF kl enc 1591NtrSTBI

FILED
APR 16 2013
**SURFACE
TRANSPORTATION BOARD**

ENTERED
Office of Proceedings
APR 16 2013
**Part of
Public Record**

BEFORE THE
SURFACE TRANSPORTATION BOARD

KEENESBURG DIRECT RAILROAD,) FINANCE DOCKET
LLC -- ACQUISITION AND OPERATION) NO 35735
EXEMPTION -- J D EAST, LLC)

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31

ENTERED
Office of Proceedings

APR 16 2013

Part of
Public Record

KEENESBURG DIRECT RAILROAD, LLC
P O. Box 351284
Westminster, CO 80035

Applicant

FEE RECEIVED

APR 15 2013

**SURFACE
TRANSPORTATION BOARD**

FILED
APR 16 2013
**SURFACE
TRANSPORTATION BOARD**

THOMAS F McFARLAND
THOMAS F McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204 (ph)
(312) 201-9695 (fax)
mcfarland@aol.com

Attorney for Applicant

Date Filed: April 16, 2013

BEFORE THE
SURFACE TRANSPORTATION BOARD

KEENESBURG DIRECT RAILROAD,) FINANCE DOCKET
LLC -- ACQUISITION AND OPERATION) NO. 35735
EXEMPTION -- J D EAST, LLC)

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to 49 U.S.C. § 10502(a) and 49 C.F.R. § 1150.31 *et seq.*, KEENESBURG DIRECT RAILROAD, LLC (KDR), a noncarrier, hereby provides notice of its class exemption from 49 U.S.C. § 10901 for its acquisition from J D East, LLC (JDE) and operation of a rail line that extends between point of connection to BNSF Railway Company (BNSF) at Engineering Switch No. 009951E approximately 125 feet west of the crossing of BNSF's main line track and Weld County Road 59 and the end of track a short distance past Lot 1 of Howser and Timbers Subdivision, a distance of approximately 850 feet (0.16-miles) in Keenesburg, Weld County, Colorado (the Rail Line). The Rail Line does not have milepost numbers. The Rail Line is shaded in yellow on a diagram that is attached to this Notice as Appendix 1.

DESCRIPTION OF THE TRANSACTION

The Rail Line has been owned by JDE as private trackage. It is proposed that KDR acquire the Rail Line from JDE, and that KDR operate the Rail Line as common carrier trackage available for use to serve the general public. KDR is filing this Notice of Exemption in order to obtain Board authority for that acquisition and operation.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

Applicant is Keenesburg Direct Railroad, LLC, P.O. Box 351284, Westminster, CO 80035.

b) The name, address, and telephone number of the representative of the applicant who should receive correspondence,

Applicant's representative is Thomas F. McFarland, Thomas F McFarland, P.C 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, ph (312) 236-0204, fax (312) 201-9695, mcfarland@aol.com

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement has been reached for KDR to acquire the Rail Line from JDE and for KDR to operate the Rail Line as a common carrier

(d) The operator of the property,

The operator of the property will be KDR

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject operating authority,

The entity transferring the Rail Line is J D East, LLC, 525 East Railroad Ave., Keenesburg, CO 80643-9022

(2) The proposed time schedule for consummation of the transaction,

The transaction will be consummated no sooner than 30 days after filing of this notice with the Board

(3) The mile-posts of the subject property, including any branch lines, and

The Rail Line extends between Engineering Switch No. 009951E approximately 125 feet west of the crossing of BNSF's main line track and Weld County Road 59 and the end of track a short distance past Lot 1 of Howse and Timbers Subdivision, a distance of approximately 850 feet (0.16-miles), in Keenesburg, Weld County, Colorado. The Rail Line does not have milepost numbers.

(4) The total route miles being acquired,

A total of approximately 0.16 miles (850 feet) of rail line will be acquired and operated

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

The required map is attached as Appendix 1

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier

Attached to this notice as Appendix 2 is a verification that KDR's projected revenues do not exceed those that would qualify it as a Class III rail carrier

VERIFICATION

The verification attached to this notice as Appendix 2 includes a verification of all facts contained in this notice

REVENUES LESS THAN \$5 MILLION PER YEAR

The verification attached as Appendix 2 includes a verification that the projected revenues of KDR will not exceed \$5 million per year.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2), no environmental documentation or report is required for the proposed transaction. Pursuant to 49 C.F.R. § 1105.8(b)(2), no historic documentation or report is required for the proposed transaction

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), no labor protection is required for the proposed transaction

CAPTION SUMMARY

Attached to this notice as Appendix 3 is a caption summary required by 49 C.F.R. § 1150.34.

LAND GRANT RIGHT-OF-WAY

Applicant is not aware of any land grant right-of-way in the Rail Line

NO INTERCHANGE COMMITMENTS

There are no interchange commitments between JDE and KDR

CONCLUSION

WHEREFORE, the Board should publish notice of the exemption in the *Federal Register* within 16 days of its filing.

Respectfully submitted,

KEENESBURG DIRECT RAILROAD, LLC
P.O. Box 351284
Westminster, CO 80035

Applicant

Thomas F McFarland

THOMAS F McFARLAND

THOMAS F McFARLAND, P.C.

208 South LaSalle Street, Suite 1890

Chicago, IL 60604-1112

(312) 236-0204 (ph)

(312) 201-9695 (fax)

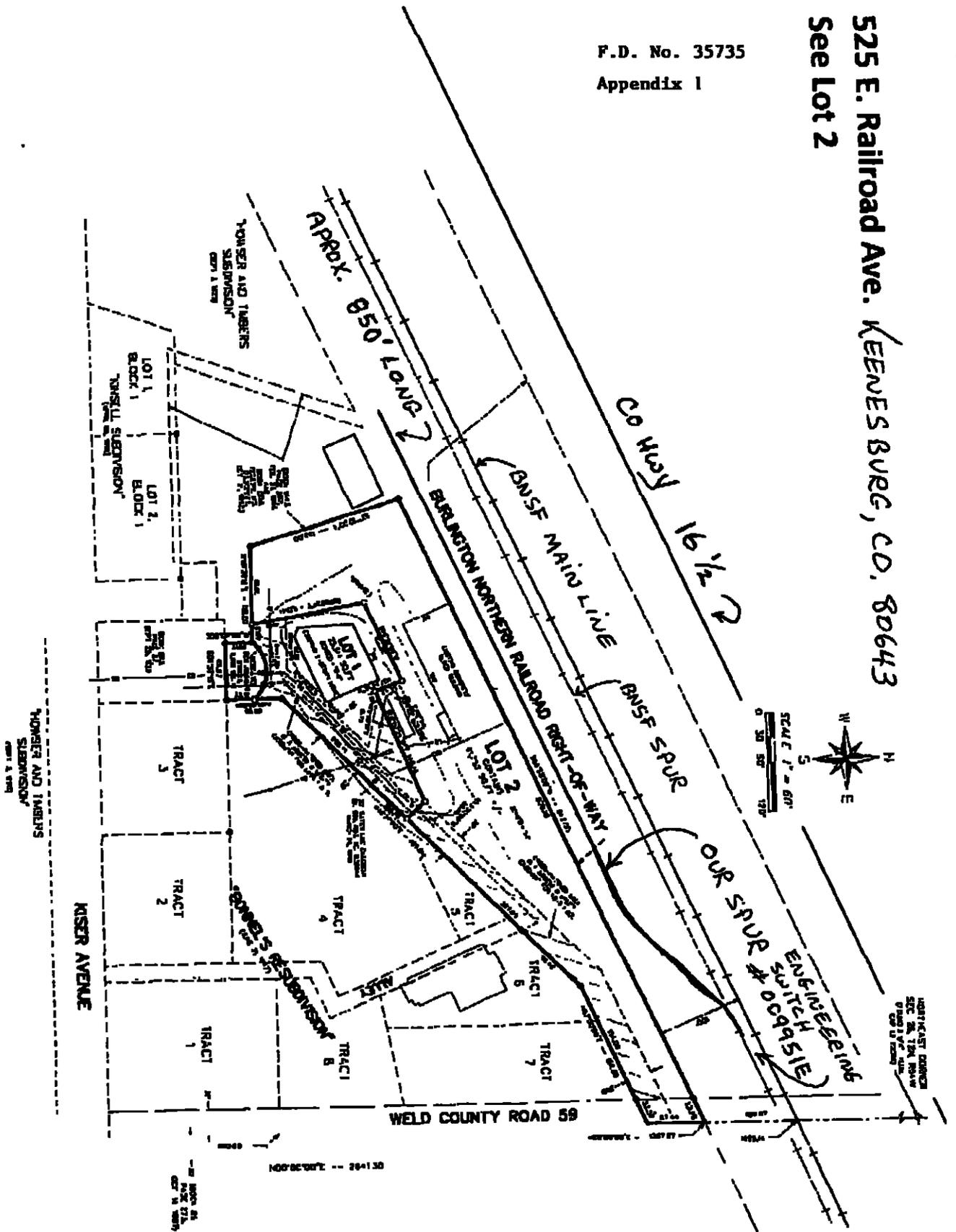
mcfarland@aol.com

Attorney for Applicant

Date Filed. April 16, 2013

525 E. Railroad Ave. KEENESBURG, CO. 80643
See Lot 2

F.D. No. 35735
Appendix I



CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No 35735)

**KEENESBURG DIRECT RAILROAD, LLC -- ACQUISITION
AND OPERATION EXEMPTION -- J D EAST, LLC**

Keenesburg Direct Railroad, LLC (KDR), a noncarrier, has filed a notice of its class exemption from 49 U.S.C. § 10901 for its acquisition from J D East, LLC and operation of a rail line extending between point of connection to BNSF Railway Company (BNSF) at Engineering Switch No. 009951E approximately 125 feet west of the crossing of BNSF's main line track and Weld County Road 59 and the end of track a short distance past Lot 1 of Howser and Timbers Subdivision, a distance of approximately 850 feet (0.16-miles) in Keenesburg, Weld County, Colorado (the Rail Line). The Rail Line does not have milepost numbers. The transaction was to be consummated no sooner than 30 days after the filing of the notice of exemption

Any comments must be filed with the Board and must be served on applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P C , 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, ph (312) 236-0204, fax (312) 201-9695, mcfarland@aol.com.

This notice of exemption is filed under 49 C.F.R. § 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

(SEAL)

By the Board

Dated _____