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August 24, 2011



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BY HAND

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

Re: Finance Docket No. 35540, Mannheim Armitage Railway, LLC – Exemption – Acquisition and Operation of Certain Trackage of J. Emil Anderson & Son, Inc. in Melrose Park, Cook County, IL

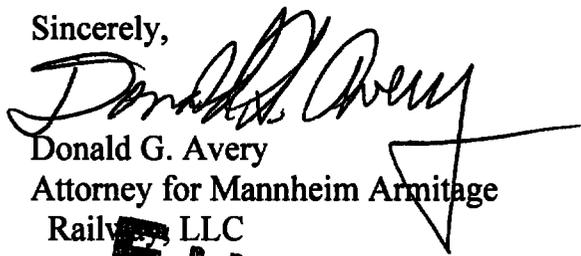
Dear Ms. Brown:

Enclosed for filing in the captioned proceeding please find an executed original and ten copies of the Verified Notice of Exemption of Mannheim Armitage Railway, LLC to acquire and operate, as a common carrier, certain private terminal trackage owned by J. Emil Anderson & Son, Inc. A caption summary, suitable for publication in the Federal Register, is included.

Also enclosed is a check for the required filing fee of \$1,800.00, and a CD containing the Verified Notice and this cover letter in Word and PDF formats.

Please stamp the extra copy of this filing to indicate its receipt, and return the same to our messenger. If you have any questions, please do not hesitate to contact me.

Sincerely,


Donald G. Avery
Attorney for Mannheim Armitage
Railway, LLC

FILED

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SURFACE
TRANSPORTATION BOARD

Encl.

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BEFORE THE
SURFACE TRANSPORTATION BOARD

230867

MANNHEIM ARMITAGE RAILWAY,)
LLC - EXEMPTION - ACQUISITION)
AND OPERATION OF CERTAIN)
TRACKAGE OF J. EMIL ANDERSON)
& SON, INC. IN MELROSE PARK,)
COOK COUNTY, IL)

FINANCE DOCKET NO. 35540

**VERIFIED NOTICE OF EXEMPTION
OF
MANNHEIM ARMITAGE RAILWAY, LLC**

ENTERED
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Public Record

MANNHEIM ARMITAGE RAILWAY, LLC ("Mannheim"), a non-carrier, hereby files this Verified Notice of Exemption pursuant to 49 C.F.R. §§1150.31-34 in order to acquire and operate, as a common carrier railroad, certain private terminal trackage ("the Track") located in Melrose Park, Illinois, as shown in Exhibits A-1 and A-2, and as more particularly described hereinbelow.

The Track is currently owned by J. Emil Anderson & Son, Inc. ("Anderson"), a non-carrier and Mannheim's corporate parent, and is being used by the Indiana Harbor Belt Railroad ("IHBR") to serve shippers located in an industrial park developed by Anderson. Because the Track is designed to serve multiple shippers, and in fact is presently being used to serve two active shippers, it is appropriate that the Track be operated as a common carrier track, by a common carrier terminal switching railroad. Anderson originally anticipated that the track would be conveyed to IHBR, whose lines

connect to the Track, upon the Track's completion. IHBR, however, has been unwilling to accept responsibility for the Track, and therefore Anderson has had no choice but to create a new carrier to assume that responsibility.

Pursuant to 49 C.F.R. §1150.33, Mannheim submits the following information:

a. Full Name and Address of the Applicant:

Mannheim Armitage Railway, LLC
1400 East Touhy Ave., Suite 400
Des Plaines, IL 60018

b. Name, Address, and Telephone Number of Representative:

Donald G. Avery
Slover & Loftus LLP
1224 17th Street NW
Washington, DC 20036

(202) 347-7170

c. Statement Regarding Agreement

Mannheim and Anderson have agreed in principle that upon the effectiveness of this Notice of Exemption, Anderson will initially grant Mannheim an exclusive easement to conduct common carrier freight railroad operations over the Track. After Mannheim has commenced serving shippers along its line, Anderson will convey its entire right, title, and interest in and to the Track, including both its entire interest in the right of way and its entire interest in the Track and other improvements thereon, to Mannheim as a contribution to capital. A written agreement embodying the foregoing essential terms will be executed before said conveyance takes place.

d. The Operator of the Property

Mannheim presently plans to be the operator of the property, and to establish suitable interchange arrangements with IHBR at the junction of the Track with IHBR's lines. However, Mannheim expects to discuss with IHBR the possibility of using IHBR locomotives (and perhaps IHBR crews) to provide service over the Track, in Mannheim's name and for Mannheim's account, in order to achieve additional operating efficiencies.

e. Brief Summary of the Proposed Transaction, including:

1. Name and Address of the Railroad Transferring the Property

As previously indicated, the entity transferring the subject property to Mannheim is Anderson, which is not a railroad. The full name and address of Anderson are as follows:

J. Emil Anderson & Son, Inc.
1400 East Touhy Ave., Suite 400
Des Plaines, IL 60018

2. Proposed Time Schedule for Consummation of the Transaction

Mannheim expects to consummate the proposed transaction shortly after this exemption becomes effective, but consummation might be postponed if necessary to complete operating and/or interchange arrangements with IHBR.

3. Mileposts of the subject property, including branchlines

The Track is presently private terminal trackage, and as such does not have

assigned mileposts.

4. Total route miles being acquired

The Track is 1.006 miles in length, including 431 feet of sidings.

f. Map showing the area to be served

A map of the industrial park, showing the Track and its connections to the shippers and potential shippers located therein, is attached as **Exhibit A-1**. A map showing the location of the industrial park and Track in relation to nearby cities and towns is attached as **Exhibit A-2**. The entire Track is located within Cook County, IL and within the boundaries of the city of Melrose Park.

g. Certificate that Revenues will not Exceed Class III Levels

Mannheim hereby certifies that its projected revenues do not exceed levels that will qualify it as a Class III carrier.

h. Transactions Imposing Interchange Commitments

Not applicable; the transaction will not impose any interchange restrictions or commitments on Mannheim.

Caption Summary

In accordance with 49 C.F.R. §1150.34, a caption summary suitable for publication in the Federal Register is attached as **Exhibit B**.

Respectfully Submitted,

Donald G. Avery
Slover & Loftus LLP
1224 17th St. NW
Washington, DC 20036
(202) 347-7170

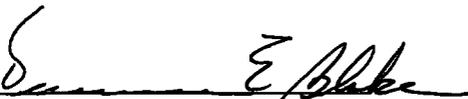
A handwritten signature in black ink, appearing to read "Donald G. Avery". The signature is written in a cursive style and is positioned to the right of the typed name and contact information.

August 24, 2011

Attorney for Mannheim Armitage Railway LLC

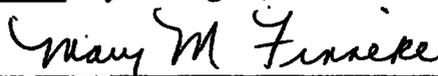
VERIFICATION

Terrence E. Blake, being duly sworn, deposes and says that he is Vice President of J. Emil Anderson & Son, Inc. and Vice President of Mannheim Armitage Railway, LLC; that he has management responsibility for matters relating to the Track that is the subject of the foregoing Notice of Exemption; that he has read the foregoing Notice of Exemption and knows the contents thereof; and that the same are true as stated.



Terrence E. Blake

Subscribed and sworn to before me this
15th day of August, 2011.



Notary Public in and for Cook County, IL

My commission expires 2-18-2012



AVAILABLE INDUSTRIAL SITE MELROSE PARK, ILLINOIS

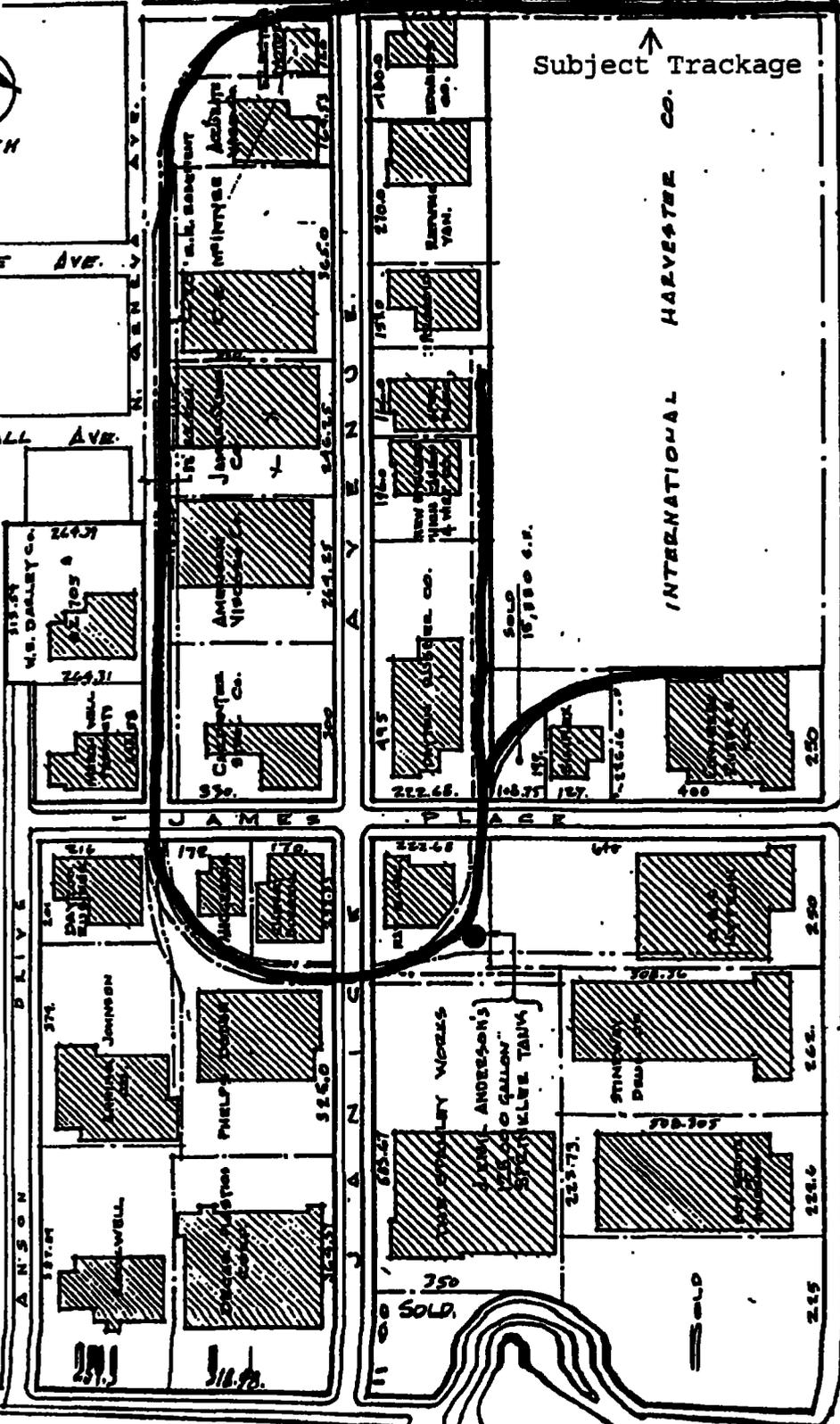
ARMITAGE AVE.



BERNICE AVE.

WHITEHALL AVE.

1 1/4 MILE WEST ON NORTH AVE.
TEI STATE TOLL ROAD CLOVER LEAF



Indiana Harbor Belt Railroad

M A N N H E I M R O A D

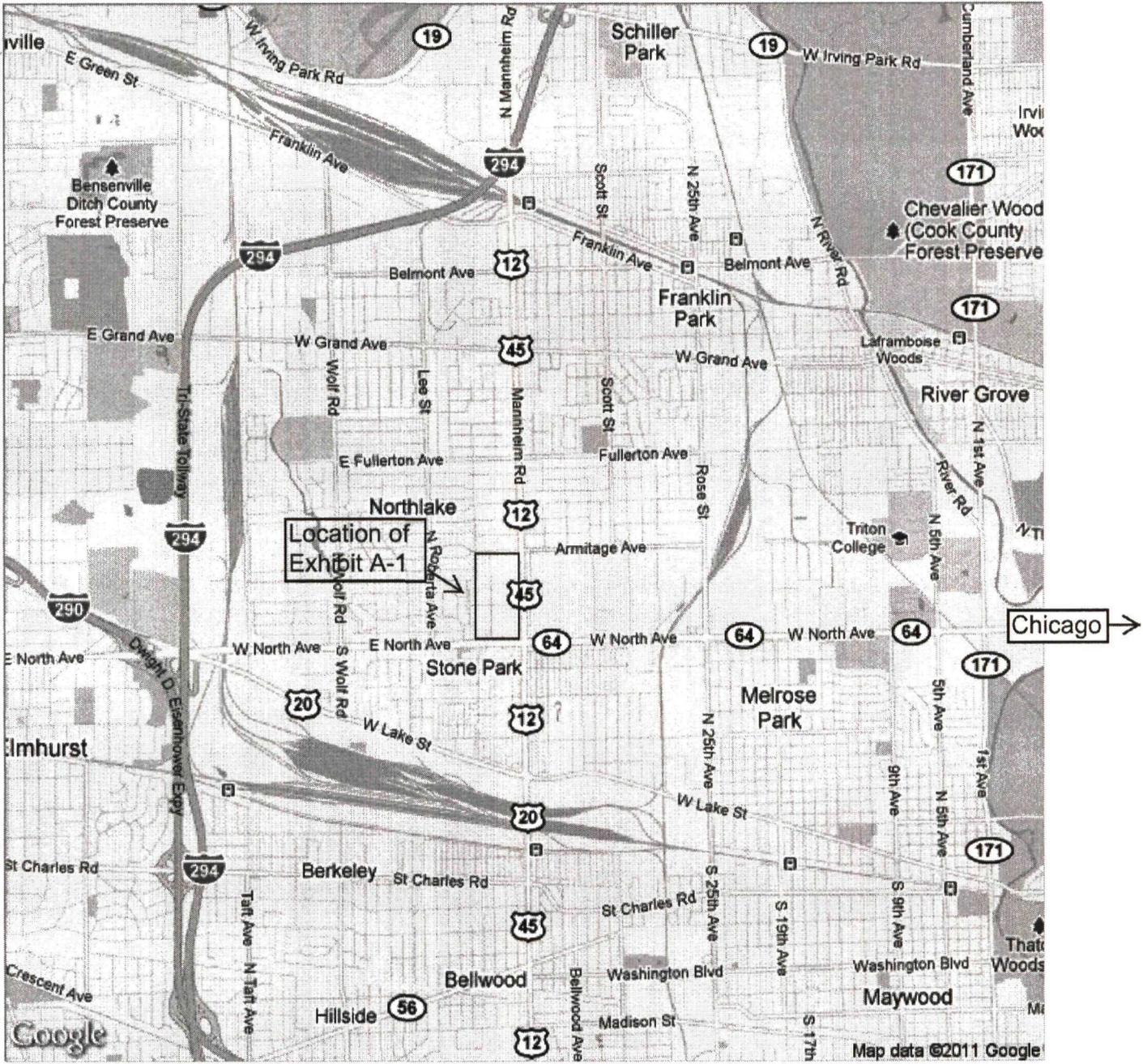
NOTE: DIMENSIONS AND AREAS ARE APPROXIMATE.

N O R T H A V E.
J. EMIL ANDERSON & SON, INC.
ENGINEERS - BUILDERS
1807 BALDWIN, CHICAGO.

Exhibit A-2

Google maps Address

Get Google Maps on your phone
Text the word "GMAPS" to 466453

Caption Summary

Surface Transportation Board

Notice of Exemption

Finance Docket No. 35540

**MANNHEIM ARMITAGE RAILWAY, LLC - EXEMPTION -
ACQUISITION AND OPERATION OF CERTAIN TRACKAGE
OF J. EMIL ANDERSON & SON, INC.**

MANNHEIM ARMITAGE RAILWAY, LLC (“Petitioner”) has filed a notice of exemption to acquire and operate, as a common carrier, certain trackage owned by J. Emil Anderson & Son, Inc., a non-carrier, and located within an industrial park in Melrose Park, Illinois. Comments must be filed with the Board and served on Petitioner’s representative, Donald G. Avery, Slover & Loftus LLP, 1224 17th St. NW, Washington, DC 20036.

The notice is filed under § 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.