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BEFORE THE
SURFACE TRANSPORTATION BOARD

MANNING RAIL, INC. -- ACQUISITION)
AND OPERATION EXEMPTION --) FINANCE DOCKET
MANNING GRAIN COMPANY) NO. 35607

MAR 8 2012

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

ENTERED
Office of Proceedings

MAR 8 - 2012

Part of
Public Record

MANNING RAIL INC.
4 Burress Road
Fairmont, NE 68354

Applicant

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SURFACE
TRANSPORTATION BOARD

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MAR 8 - 2012
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THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
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Attorney for Applicant

Date Filed: March 8, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

MANNING RAIL, INC. -- ACQUISITION)
AND OPERATION EXEMPTION --) FINANCE DOCKET
MANNING GRAIN COMPANY) NO. 35607

**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.*, MANNING RAIL, INC. (MRI), a noncarrier, hereby provides notice of its class exemption from 49 U.S.C. § 10901 for its acquisition from Manning Grain Company and operation of a 7.1-mile rail line between point of connection with BNSF Railway Company at Milepost 8.1 at or near Fairmont and terminus at Milepost 15.2 at or near Burress in Fillmore County, NE (The Rail Line).

EXPLANATION OF THE TRANSACTION

In July, 2001, Fillmore Western Railway Company (FRWY) abandoned a rail line between Milepost 8.1 at or near Fairmont, NE and Milepost 23.0 at or near Milligan, NE. *See Fillmore Western Railway Company -- Abandonment Exemption -- in Fillmore County, NE, 2001 STB LEXIS 583 (Docket No. AB-492 [Sub.-No. 2X], decision served June 27, 2001).*

Thereafter, Manning Grain Company purchased a 7.1-mile segment of that rail line between Fairmont and Burress, NE to operate as a private industrial track.

A newly-created affiliate of Manning Grain Company, MRI, proposes to acquire that line segment and to operate over it as a common carrier by rail.

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

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

Applicant is Manning Rail, Inc., 4 Burress Road, Fairmont, NE 68354.

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 between Manning Grain Company and MRI for MRI to acquire the Rail Line and to operate over it as a common carrier by rail.

(d) The operator of the property;

The operator of the property will be MRI.

(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 Manning Grain Company, 4 Burress Road, Fairmont, NE 68354.

(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 point of connection with BNSF Railway Company at Milepost 8.1 at or near Fairmont, NE and terminus at Milepost 15.2 at or near Burress, NE.

(4) The total route miles being acquired;

A total of approximately 7.1 miles 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 MRI'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 MRI 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 Manning Grain Company and MRI.

CONCLUSION

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

Respectfully submitted,

MANNING RAIL INC.
4 Burress Road
Fairmont, NE 68354

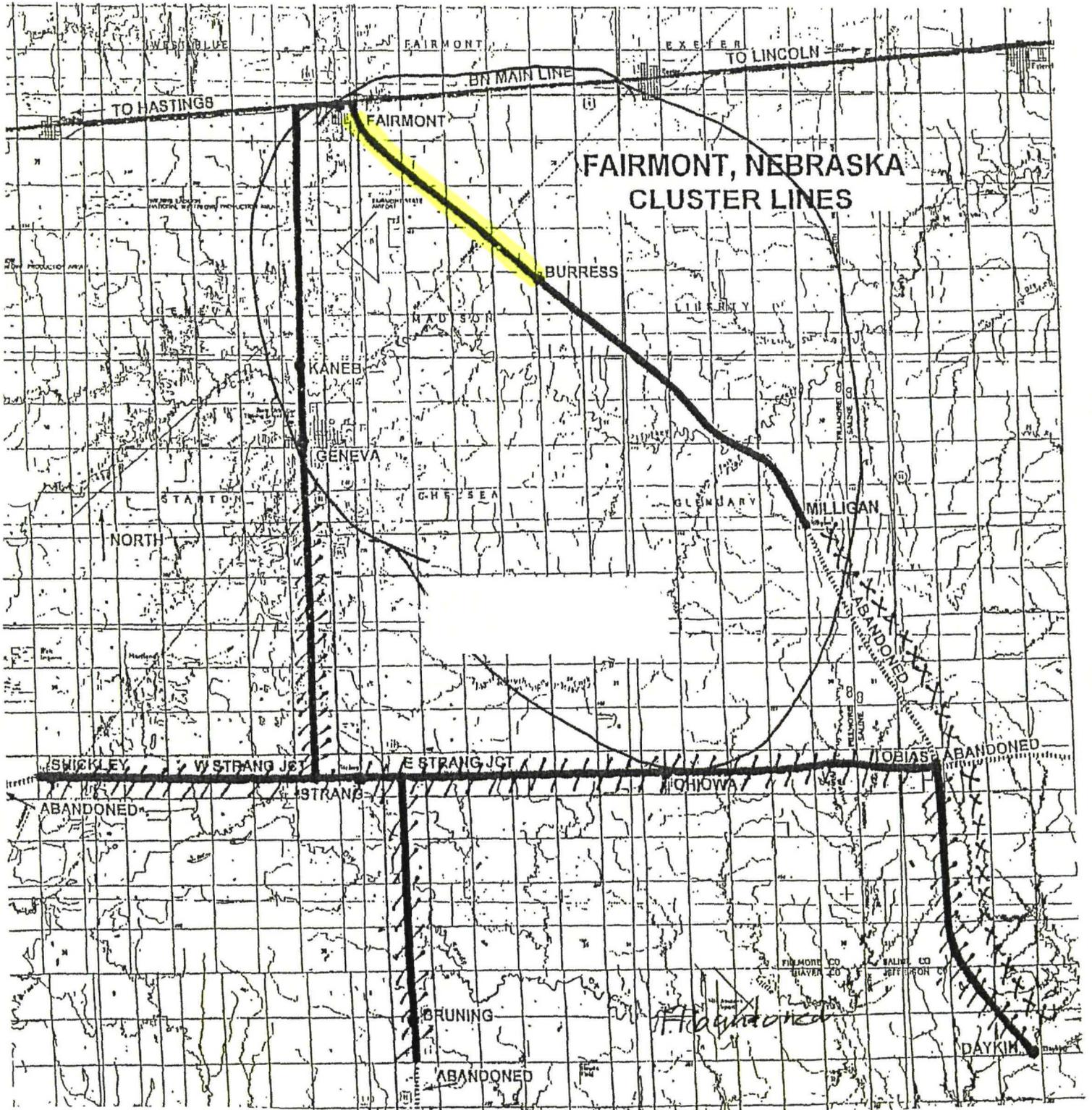
Applicant

Thomas F. McFarland

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(312) 236-0204 (ph)
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mcfarland@aol.com

Attorney for Applicant

Date Filed: March 8, 2012



VERIFICATION

STATE OF NEBRASKA)
) SS:
COUNTY OF FILLMORE)

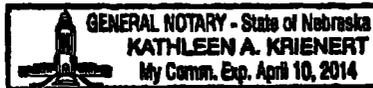
KENT MANNING, being duly sworn, states that he is an authorized representative of MANNING RAIL, INC. (MRI); that the projected annual revenue of MRI to be created by its acquisition and operation of a rail line from Manning Grain Company will not exceed \$5 million; that MRI's projected revenues do not exceed those that would qualify it as a Class III rail carrier; and that all statements in MRI's Notice of Exemption for such acquisition and operation are true and correct.

Kent Manning
KENT MANNING

SUBSCRIBED AND SWORN to
before me this 6th day
of March, 2012.

Kathleen A. Krienert
Notary Public

My Commission Expires:



CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 35607)

**MANNING RAIL, INC. -- ACQUISITION AND OPERATION
EXEMPTION -- MANNING GRAIN COMPANY**

Manning Rail, Inc., (MRI), , a noncarrier, has filed a notice of its class exemption from 49 U.S.C. § 10901 for its acquisition from Manning Grain Company and operation of a rail line extending between point of connection with BNSF Railway Company at Milepost 8.1 at or near Fairmont and terminus at Milepost 15.2 at or near Burress, a distance of 7.1 miles in Fillmore County, NE. 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