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April 18, 2012

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

Re: STB Finance Docket No. 35607, *Manning Rail, Inc. -- Acquisition and Operation Exemption -- Manning Grain Company*

Dear Ms. Brown:

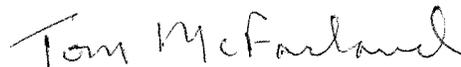
In a decision served March 20, 2012, the Notice of Exemption in the above proceeding was held in abeyance at the request of the Applicant pending its investigation into the history of the Fairmont-Burruss rail line.

This is to respectfully request that the Notice of Exemption be restored to the active docket, to become effective as soon as possible on or after April 20, 2012. That is the scheduled effective date of a Notice of Exemption in Finance Docket No. 35612, *Manning Grain Company -- Acq. & Oper. Exempt. -- Fillmore Western Railway Company*.

The justification for restoration of the Notice of Exemption in Finance Docket No. 35607 to the active docket, and for its effectiveness at the earliest possible date, is explained in my letter to the Board dated March 22, 2012, copy attached for ready reference.

Please contact the undersigned if you have any questions.

Very truly yours,



Thomas F. McFarland  
*Attorney for Manning Rail, Inc.*

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cc: Mr. Kent Manning, *manninggrain@stewireless.com*  
Courtney Biery Estes, Esq., *courtney.estes@bnsf.com*

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THOMAS F. MCFARLAND

March 22, 2012

By e-filing

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

Re: STB Finance Docket No. 35607, *Manning Rail, Inc. -- Acquisition and Operation Exemption -- Manning Grain Company*

Dear Ms. Brown:

In a decision served March 20, 2012, the Notice of Exemption in the above proceeding was voluntarily held in abeyance pending investigation of the history of the Fairmont-Burruss, NE rail line.

This is to respectfully request that the Notice of Exemption be restored to active status, to become effective no earlier than April 20, 2012, which is the scheduled effective date of a Notice of Exemption in Finance Docket No. 35612, *Manning Grain Company -- Acquisition and Operation -- Fillmore Western Railway Company*.

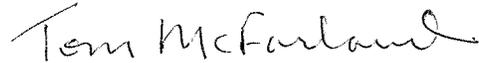
The Notice of Exemption in Finance Docket No. 35612 was filed, and the Notice of Exemption in Finance Docket No. 35607 was held in abeyance, in order to correct the chain of carrier status as to the Fairmont-Burruss rail line. When Manning Grain Company acquired that rail line from Fillmore Western Railway Company in 2005, Manning Grain unknowingly became a rail carrier. The Notice of Exemption in Finance Docket No. 35612 seeks an exemption for that acquisition and operation. The Notice of Exemption in Finance Docket No. 35607 seeks an exemption for Manning Rail, Inc.'s acquisition from Manning Grain Company and operation of that rail line. In order to correct the chain of carrier status, Manning Grain Company's

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acquisition of the rail line should become effective before Manning Rail, Inc.'s acquisition of the rail line from Manning Grain Company becomes effective.

Very truly yours,



Thomas F. McFarland  
*Attorney for Manning Rail, Inc.*

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cc: Mr. Kent Manning, *manninggrain@stewireless.com*  
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