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November 5, 2014



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BY HAND

The Honorable Cynthia T. Brown  
Chief, Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

236982  
ENTERED  
Office of Proceedings  
November 5, 2014  
Part of  
Public Record

Re: St. Lawrence & Atlantic Railroad Company --  
Discontinuance of Service Exemption -- In  
Androscoggin and Cumberland Counties, Maine  
STB Docket No. AB-1117X  
Offer of Financial Assistance of B&G Foods North America, Inc.

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are the original and ten copies of an Offer of Financial Assistance ("OFA") of B&G Foods North America, Inc.

Also enclosed is our check in the amount of \$1,600.00 for the filing fee.

Please date stamp the extra copies of this cover letter and the enclosed filing and return them to our messenger. Also, please let us know if there are any questions.

Respectfully submitted,

FILED  
November 5, 2014  
SURFACE  
TRANSPORTATION BOARD

Robert D. Rosenberg  
An Attorney for B&G Foods  
North America, Inc.

FEE RECEIVED  
November 5, 2014  
SURFACE  
TRANSPORTATION BOARD

Enclosures

cc: Eric M. Hocky, Counsel for St. Lawrence & Atlantic Railroad Company, w/encl.

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

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ST. LAWRENCE & ATLANTIC RAILROAD )	
COMPANY -- DISCONTINUANCE OF )	Docket No. AB-1117X
SERVICE EXEMPTION -- IN )	
ANDROSCOGGIN AND CUMBERLAND )	
COUNTIES, MAINE )	

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**OFFER OF FINANCIAL ASSISTANCE OF  
B&G FOODS NORTH AMERICA, INC.**

Robert D. Rosenberg  
Slover & Loftus LLP  
1224 Seventeenth Street, N.W.  
Washington, D.C. 20036  
(202) 347-7170

*Attorney for  
B&G Foods North America, Inc.*

Dated: November 5, 2014

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

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ST. LAWRENCE & ATLANTIC RAILROAD )	
COMPANY -- DISCONTINUANCE OF )	
SERVICE EXEMPTION -- IN )	Docket No. AB-1117X
ANDROSCOGGIN AND CUMBERLAND )	
COUNTIES, MAINE )	
)	

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**OFFER OF FINANCIAL ASSISTANCE OF  
B&G FOODS NORTH AMERICA, INC.**

B&G Foods North America, Inc. (“B&G”), hereby files this offer of financial assistance (“OFA”) to subsidize operations over the line for which the St. Lawrence & Atlantic Railroad Company (“SLR”) seeks discontinuance of service in the above-captioned proceeding. B&G is submitting its OFA in accordance with the regulations of the Surface Transportation Board (“Board” or “STB”) set forth in 49 CFR § 1152.27, which require an offeror to show that its OFA is reasonable and that it is financially responsible.

The Board’s decision in the above-captioned proceeding served October 28, 2014, specified that OFA could be submitted by November 5, 2014. B&G’s OFA is thus timely.

B&G hereby offers to subsidize all of the approximately 24.23 miles of the line for one year for \$111,529, matching SLR’s estimate of the cost to keep the line in operation. The amount of B&G’s OFA is thus inherently reasonable.

B&G is a wholly-owned subsidiary of B&G Foods, Inc., a publicly-traded company that is listed on the New York Stock Exchange (BGS). The most recent annual

report for B&G Foods, Inc., may be found at <http://www.sec.gov/Archives/edgar/data/1278027/000104746914001384/a2218372z10-k.htm>. As of September 27, 2014, the available borrowing capacity under its revolving credit facility exceeded \$400 million. The amount of the subsidy is very modest compared to B&G's resources, and B&G is thus a financially responsible party.

B&G is in the process of attempting to finalize an OFA subsidy arrangement with SLR and is optimistic that a mutually agreeable arrangement will be reached. B&G will notify the Board as soon as a final agreement has been reached.

Based on the above, B&G respectfully requests that the Board determine that B&G is financial responsible and that its OFA to subsidize the line is reasonable.

Respectfully submitted,

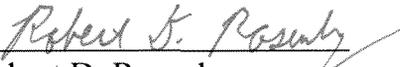
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(202) 347-7170

*Attorney for  
B&G Foods North America, Inc.*

Dated: November 5, 2014

**CERTIFICATE OF SERVICE**

I hereby certify that I have this 5th day of November, 2014, caused copies of the foregoing Comments and Protest to be served on all known parties of record in STB Docket No. AB-1117X.

  
Robert D. Rosenberg