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January 5, 2012

Karl Morell
 Of Counsel
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VIA E-FILING

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Office of Proceedings

JAN - 5 2012

Part of
Public Record

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

Re: STB Docket No. AB-6 (Sub-No. 477X), BNSF Railway Company --
 Abandonment of Rail Service Easement Exemption -- In Los Angeles
 County, California

Dear Ms. Brown:

BNSF Railway Company ("BNSF") hereby notifies the Surface Transportation Board ("Board") that BNSF has quitclaimed to the Los Angeles County Metropolitan Transportation Authority ("LACMTA") all of BNSF remaining rights and interests in the 4.85-mile rail line authorized for abandonment in the above-referenced proceeding (the "Line").

Attached is the Quitclaim Deed, dated November 15, 2011 ("Deed"). The Deed was recorded by LACMTA on December 21, 2011. Exhibit B to the Deed sets forth the environmental conditions imposed by the Board in its decision served September 16, 2011, which, by recording the Deed, LACMTA agreed to accept and comply with in salvaging the Line.

On November 23, 2011, shortly after the Deed was prepared and signed by BNSF, the Board issued a decision in this proceeding removing condition No. 4 and imposing two new conditions. In its Notice of Exemption filed on December 29, 2011, LACMTA agreed to comply with the two new conditions imposed by the Board in the November 23rd decision. See Notice of Exemption filed in STB Docket No. AB-409 (Sub-No. 6X), at pages 5-8.



Cynthia Brown
January 5, 2012
Page 2

If you have any questions, please call me.

Sincerely,

A handwritten signature in cursive script that reads "Karl Morell".

Karl Morell
Of Counsel

cc: Charles A. Spitulnik

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20111732355



Pages:
0013

Recorded/Filed in Official Records
Recorder's Office, Los Angeles County,
California

12/21/11 AT 09:41AM

FEES:	0.00
TAXES:	0.00
OTHER:	0.00
PAID:	0.00



LEADSHEET



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**RECORDING REQUESTED BY,
WHEN RECORDED MAIL TO AND
MAIL TAX STATEMENTS TO:**



**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

Los Angeles County Metropolitan
Transportation Authority
One Gateway Plaza, 99-18-4
Los Angeles, CA 90012
Attn: Velma C. Marshall

MAIL TAX STATEMENTS TO:
Los Angeles County Metropolitan
Transportation Authority
One Gateway Plaza, 99-18-4
Los Angeles, CA 90012
Attn: Velma C. Marshall

(Space Above this Line Reserved for County Recorder's Use)

APN: See Schedule 1 attached hereto

This instrument is exempt from Recording Fees (Govt. Code §27383) and from Documentary Transfer Tax (Rev. & Tax Code §11922)

QUITCLAIM DEED

FOR VALUABLE CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH ARE HEREBY ACKNOWLEDGED, BNSF RAILWAY COMPANY, a Delaware corporation, successor by merger to The Atchison, Topeka and Santa Fe Railway Company ("Grantor"), hereby releases, remises and quitclaims to the LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY, a government agency organized under the laws of the State of California (which entity was formerly known as the Los Angeles County Transportation Commission) ("Grantee") all of its right, title and interest in and to that certain real property located in the Cities of Arcadia, Monrovia, Duarte and Irwindale, County of Los Angeles, State of California more particularly described on Exhibit A attached hereto (the "Property"), together with all tenements, hereditaments, easements, appurtenances, privileges and other rights held by Grantor appertaining to the Property and all right, title and interest of Grantor in, to and under adjoining streets, rights-of-way and easements, and **SUBJECT TO those matters of record and any and all applicable land use laws, ordinances, rules, regulations and permits affecting the Property or governing the use thereof, and **SUBJECT TO** those covenants and conditions contained in that certain Decision of the Surface Transportation Board issued on September 16, 2011 in STB Docket No. AB 6 (Sub-No. 477X) as set forth on Exhibit B, which Grantee acknowledges and agrees shall be binding upon Grantee and its successors and assigns; provided, however, that each of such covenants and conditions shall automatically become void and shall have no further effect upon the date such conditions and covenants, as the case may be, have been satisfied.**

IN WITNESS WHEREOF, Grantor and Grantee have executed this instrument as of the date hereinafter written.

DATED: November 15, 2011

BNSF Railway Company, a Delaware corporation

By:

Richard E. Weicher
Richard E. Weicher
Vice President & General Counsel-Regulatory

Los Angeles County Metropolitan Transportation Authority

By:

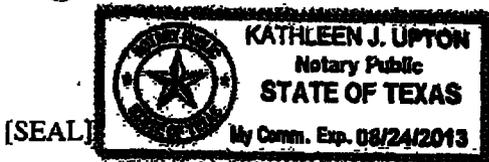
Velma Churchill
Name: Velma C. Marshall
Title: Deputy Executive Officer - Real Estate

ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF TARRANT)

On November 15, 2011, before me, Kathleen J. Upton, Notary Public, personally appeared Richard E. Weicher, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Kathleen J. Upton
Notary Public

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)
COUNTY OF _____)

On _____, 2011, before me, _____, Notary Public, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

Notary Public

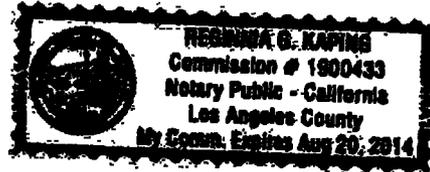
STATE OF CALIFORNIA
COUNTY OF Los Angeles }

On November 18, 2011, before me, Regina H. Kaping, a
Notary Public, personally appeared Delma H. Marshall who
proved to me on the basis of satisfactory evidence to be the person(s) whose
name(s) is/are subscribed to the within instrument and acknowledged to me that
he/she/they executed the same in his/her/their authorized capacity(ies), and that
by his/her/their signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California
that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Regina H. Kaping (Seal)



SCHEDULE I

ASSESSOR'S PARCEL NUMBERS

Arcadia:

- 5773-005-901
 - 5773-006-910
 - ~~5773-011-922 to 926~~
 - 5773-010-905, 906, 907
 - 5773-015-937 to 951
-

Monrovia:

- 8507-010-900, 901, 902
 - 8507-017-902, 903, 904, 905
 - 8507-009-900, 901
 - 8507-005-900
 - 8507-003-910, 911, 912
 - 8513-011-924, 925
 - 8513-012-903, 904, 905
-

Duarte:

- 8528-016-901
 - 8528-004-900
 - 8528-005-900
 - 8528-009-900
 - 8528-011-901
 - 8528-014-919
 - 8528-015-921, 922
-

Irwindale

- 8533-009-911*

*The eastern boundary of the quitclaim/vacation is located within parcel 8533-009-911.

EXHIBIT A

LEGAL DESCRIPTION

That portion of BNSF Railway Company's (formerly The Atchison, Topeka and Santa Fe Railway Company) former Pasadena Subdivision property lying in the County of Los Angeles, State of California, described as follows:

That portion of said Pasadena Subdivision described in deed dated December 10, 1992 from The Atchison, Topeka and Santa Fe Railway Company to Los Angeles County Transportation Commission, recorded December 15, 1992 as Document No. 92-2355364, Official Records of said County, and that portion of said Pasadena Subdivision described in deed dated December 10, 1992 from The Atchison, Topeka and Santa Fe Railway Company to Los Angeles County Transportation Commission, recorded December 15, 1992 as Document No. 92-2355366, Official Records of said County bounded as follows:

On the East by a line perpendicular to said Pasadena Subdivision Main Track centerline, as originally located and constructed, distant 1011 feet Northwesterly from the Eastern boundary of Rancho Azusa De Duarte, as measured along said Main Track centerline, being Milepost 119.35, and on the West by the Easterly boundary of that certain 15.97 mile segment of track described in document entitled "LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY-- ABANDONMENT EXEMPTION - BETWEEN ARCADIA AND LOS ANGELES, CA; THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY - DISCONTINUANCE EXEMPTION - BETWEEN ARCADIA AND LOS ANGELES, CA" filed in the office of the Interstate Commerce Commission as Docket NO. AB-409 (Sub-No. 1X), and also filed as Docket No. AB-52 (Sub-No. 75X) a copy of which is attached as Exhibit C hereto, said boundary being a line perpendicular to said Pasadena Subdivision Main Track centerline, as originally located and constructed, distant 515 feet, more or less, Northwesterly from the centerline of Santa Clara Street in the City of Arcadia, as measured along said Main Track centerline, and being Milepost 124.2.

EXHIBIT B

Grantee (or any holder of a successor interest in the rail property) shall:

1. Ensure that best management practices are followed during salvage activities to prevent erosion;
2. Prior to commencement of any salvage activities, consult with the Corps regarding the abandonment's potential impacts to the San Gabriel River and, if applicable, comply with any reasonable requirements, and report the results of these consultations in writing to Office of Environmental Assessment ("OEA") of the U.S. Surface Transportation Board ("STB") prior to the onset of salvage operation;
3. Pursuant to Section 7 of the Endangered Species Act, prior to the commencement of salvage activities, retain a qualified biologist to conduct an assessment of potential impacts from salvaging activities to federally listed threatened and endangered species that may occur in the vicinity of the rail line, report the results of this assessment in writing to OEA, comply with appropriate mitigation measures developed by OEA following Section 7 consultations with USFWS to determine whether the abandonment is likely to adversely affect any federally threatened or endangered species found in the project area, and not file its consummation notice or initiate any salvage activities related to abandonment (including removal of tracks and ties) until all issues regarding federally threatened and endangered species are addressed and the STB has removed this condition; and
4. Prior to the commencement of any salvage activities, consult with the California Department of Fish & Game (CDF&G) regarding the abandonment's potential impacts to State listed or other sensitive species and, if applicable, comply with any reasonable requirements proposed by the CDF&G, and report the results of these consultations in writing to OEA prior the onset of salvage activities.

EXHIBIT C

(See Attached)



1 of 1 DOCUMENT

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY –
ABANDONMENT EXEMPTION – BETWEEN ARCADIA AND LOS ANGELES, CA;
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY – DISCON-
TINUANCE EXEMPTION – BETWEEN ARCADIA AND LOS ANGELES, CA

Docket No. AB-409 (Sub-No. 1X), Docket No. AB-52 (Sub-No. 75X)

INTERSTATE COMMERCE COMMISSION

1994 ICC LEXIS 10

SERVICE DATE: February 14, 1994

February 7, 1994

OPINION:

[*1]

The Los Angeles County Metropolitan Transportation Authority (MTA) n1 and ATSF seek exemptions under 49 U.S.C. 10505 from the prior approval requirements of 49 U.S.C. 10903-10904 for MTA to abandon, and ATSF to discontinue service over, approximately 15.97 miles of ATSF's former Pasadena Subdivision, extending between milepost 124.2, near Arcadia Station, and milepost 140.05, near Mission Tower, in Los Angeles County, CA. n2 The Railway Labor Executives' Association and United Transportation Union seek imposition of labor protective conditions. We will grant the requested exemptions, subject to environmental and standard employee protective conditions.

n1 MTA was created by the California legislature, effective April 1, 1993, to succeed the Los Angeles County Transportation Commission (LACTC) and the Southern California Rapid Transit District. In addition to its responsibility for planning, designing, and constructing mass transit projects in Los Angeles County, LACTC had joined with four adjacent counties to form the Southern California Regional Rail Authority (SCRRA), whose purpose is to plan, construct, and operate a light rail commuter service to be known as the metrolink. Towards this objective, the five counties purchased interests in, or obtained trackage rights to operate over, various rail facilities and corridors belonging to The Atchison, Topeka and Santa Fe Railway Company (ATSF), Southern Pacific Transportation Company, Union Pacific Railroad Company, and Los Angeles Union Passenger Terminal. MTA serves as the administrative staff of SCRRA.

n2 This line segment is part of a group of rail lines that LACTC was authorized to acquire in Los Angeles County Transportation Commission – Acquisition Exemption – Atchison, Topeka and Santa Fe Railway Company, Finance Docket No. 32172 (ICC served Dec. 2, 1992), and a number of other cases. In those transactions, ATSF retained "an exclusive binding, permanent easement to continue providing freight common carrier service" over the lines.

MTA now is seeking to have vacated the exemption granted in Finance Docket No. 32172 and the other related proceedings. As to Finance Docket No. 32172, it alleges that we lacked jurisdiction over the acquisition because ATSF retained the common carrier obligation to provide service. Having anticipated a favorable action on MTA's vacation request, ATSF originally requested only an exemption to abandon its rail freight easement. This was to permit MTA to begin constructing the Pasadena Light Rail Line to connect downtown Los Angeles with Pasadena, CA. Because of their construction schedule, petitioners alternatively asked that exemptions be

granted here for MTA to abandon and ATSF to discontinue service over the line if action on MTA's vacation request were to be delayed beyond January 1994.

A decision on MTA's vacation request is pending in the consolidated investigation we instituted in Orange County Transportation Authority, Riverside County Transportation Commission, San Bernadino Associated Governments, San Diego Metropolitan Transit Development Board, and North San Diego County Transit Development Board -- Acquisition Exemption -- The Atchison, Topeka and Santa Fe Railway Company, Finance Docket No. 32173; Orange County Transportation Authority and Riverside County Transportation Commission -- Trackage Rights Exemptions -- The Atchison, Topeka and Santa Fe Railway Company, Finance docket No. 32172; and Los Angeles County Transportation Commission -- Trackage Rights -- The Atchison, Topeka and Santa Fe Railway Company, Finance Docket No. 32172 (Sub-No. 1) (ICC served Apr. 8, 1993). In view of the need for expedition, see *infra*, we will rule on the pending exemption requests before ruling on the jurisdictional issues in Finance Docket No. 32173 et al. Should we subsequently find that our jurisdiction did not extend to the acquisition, we will reopen and correct this decision.

[*2]

Abandonment of this line segment is necessary for MTA to commence construction of a double track, light rail commuter line between Pasadena and downtown Los Angeles. Because of the physical characteristics of the right-of-way, MTA's commuter service and ATSF's overhead rail freight service cannot coexist during the construction or operation of the commuter line. Therefore, ATSF has agreed to shift its overhead traffic and all Amtrak through train passenger service from the Pasadena Subdivision to the San Bernardino Subdivision on or before February 1, 1994. The line's only shipper, California Cold Storage (CCS), moved only one outbound carload in the last 2 years. CCS currently ships freight via ATSF's Hobart Yard in Commerce, CA, and no longer has a need to use the Pasadena Subdivision.

Under 49 U.S.C. 10903-10904, a rail line may not be abandoned nor may service be discontinued without prior Commission approval. Under 49 U.S.C. 10505, however, we must exempt a transaction or service from regulation when we find that: (1) continued regulation is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101a; and (2) either (a) the transaction or service is of [*3] limited scope, or (b) regulation is not necessary to protect shippers from the abuse of market power.

Detailed scrutiny under 49 U.S.C. 10903-10904 is not necessary to carry out the rail transportation policy. By minimizing the administrative expense of abandonment and discontinuance, an exemption will expedite regulatory decisions and reduce regulatory barriers to exit [49 U.S.C. 10101a(2) and (7)]. An exemption will also facilitate commencement of mass transit operations by MTA and thereby encourage energy conservation [49 U.S.C. 10101a(15)]. Other aspects of the rail transportation policy are not affected adversely. For example, competition and the continuation of a sound rail transportation system are not affected because the traffic originating or moving over the line has been rerouted.

The transaction is limited in scope; the proposed abandonment and discontinuance involve only 15.97 miles of rail line in a single county and State, and only one local shipment moved over the line in the last 2 years. Nor is regulation necessary to protect shippers from the abuse of market power. The traffic of the line's only shipper has been rerouted, and no one else is affected. However, [*4] to ensure that the one shipper is informed of our action, we will require that petitioners serve CCS with a copy of this decision within 5 days of its service date and certify to us that they have done so.

Under 49 U.S.C. 10505(g), we may not use our exemption authority to relieve a carrier of its obligation to protect the interests of its employees. ATSF agrees to the imposition of standard labor protective conditions, but MTA contends that because of the pending vacation request and the nature of its electric light rail and extensive bus service, it is not subject to employee protective conditions.

If we find that the Commission lacked jurisdiction over the original transactions involving MTA, then labor protection will not apply here with respect to MTA. Similarly, if we find that the Commission's jurisdiction extended to the original transactions involving MTA, but that the abandonment at issue here constitutes an abandonment of all MTA's lines subject to our jurisdiction, then we would not impose labor protection unless it is shown that a corporate affiliate of the abandoning carrier will: (1) continue substantially similar rail operations; or (2) gain substantial financial [*5] benefits. See *Wellsville, Addison & Galeston R. Corp. -- Abandonment*, 354 I.C.C. 744 (1978); and *Northampton and Bath R. Co. -- Abandonment*, 354 I.C.C. 784 (1978).

Because the vacation petition is still pending along with our investigation in Finance Docket No. 32173, we will as a condition to granting these exemptions impose the labor protective conditions in Oregon Short Line R. Co. -- Abandonment -- Goshen, 360 I.C.C. 91 (1979), in their standard form.

Petitioners submitted an environmental report with their petitions and have notified the appropriate California agencies of the opportunity to submit information concerning the energy and environmental impact of the proposed action. See 49 CFR 1105.11. Our Section of Environmental Analysis (SEA) has examined the environmental report, verified its data, and analyzed the probable effect of the proposed action on the quality of the human environment. The United States Army Corps of Engineers, Los Angeles District (Corps) owns property at both ends of the bridge crossing the Los Angeles River. Prior to engaging in any salvage activities, Corps requests that MTA be required to consult with it to determine if permits are required [*6] under section 404 of the Clean Water Act, 33 U.S.C. 1344. SEA recommends that the requested condition be imposed, and we concur. Based on SEA's recommendations, we conclude that the proposed abandonment and discontinuance, if implemented subject to the conditions set forth below, will not significantly affect either the quality of the human environment or conservation of energy resources.

Petitioners request expedited handling; they hope to construct a new bridge to replace the existing one over the Los Angeles River in 1994, and the Corps limits construction activity to the period between April 15 and October 15 of each year. To ensure that construction is completed within the restricted time period, MTA requests that action be taken on or around February 1, 1994, to enable it to notify the successful construction contract bidder on or about February 17, 1994. The expedition request is reasonable and will be granted to the extent possible.

SEA concluded that the right-of-way may be suitable for other public uses after abandonment. The National Trails System Act, 16 U.S.C. 1241-1251, is voluntary and can only be implemented if an abandoning carrier agrees to negotiate a trail [*7] use/rail banking agreement. Because the right-of-way is needed to commence construction of a rail commuter line, MTA can be expected to decline any offers to negotiate for interim trail use/rail banking. Therefore, we will not provide an opportunity for interested persons to file such requests.

Under 49 U.S.C. 10505, we may exempt a transaction or service from regulation under the offer of financial assistance (OFA) and public use provisions of the Act. 49 U.S.C. 10905 and 10906. In the past, the Commission has granted these exemptions when the right-of-way is needed for a valid public purpose and there is no overriding public need for continued rail service. n3 Here, the right-of-way is already owned by a public entity, and will continue to be used for an important public purpose. Under the circumstances, an OFA to continue rail service would preclude construction of a rail commuter line, the very purpose of the abandonment and discontinuance. Moreover, the line's only shipper is already using alternative rail service and has not opposed the exemptions. Accordingly, we will exempt these transactions from the OFA and public use provisions to accommodate petitioners' requests [*8] for expedition.

n3 See Iowa Northern Railway Company -- Abandonment -- In Blackhawk County, IA, Docket No. AB-284 (Sub-No. 1X) (ICC served Apr. 1, 1988); Chicago & North Western Transportation Company -- Abandonment Exemption -- In Blackhawk County, IA, Docket No. AB-1 (Sub-No. 226X) (ICC served July 14, 1989); and Missouri Pacific Rail Road Company -- Abandonment -- In Harris County, TX, Docket No. AB-3 (Sub-No. 105X) (ICC served Dec. 22, 1992).

The evidence establishes that the criteria of 49 U.S.C. 10505 have been met. Applying the OFA or public use procedures is not necessary to carry out the rail transportation policy. Allowing the exemption to become effective immediately without them will promote cooperation with the State on transportation matters [49 U.S.C. 10101a(9)], and expedite regulatory decisions and reduce regulatory barriers to exit [49 U.S.C. 10101a(2) and (7)]. We have already determined that the transaction is of limited scope and that regulation is not necessary to protect shippers from an abuse of market power.

Having exempted this transaction from 49 U.S.C. 10905 and 10906, we have eliminated the need to extend the exemptions' effective dates to consider [*9] OFA's under Exempt. of Rail Abandonment -- Offers of Finan. Assist., 4 I.C.C.2d 164 (1987), and requests for public use conditions under to 49 CFR 1152.28(a)(2). Therefore, we will make the decision effective on its service date.

It is ordered:

1. Under 49 U.S.C. 10505, we exempt the abandonment by MTA and discontinuance of service by ATSF over the above-described line from the prior approval requirements of 49 U.S.C. 10903-10904 and from provisions of 49 U.S.C. 10905 and 10906, subject to: (1) the employee protective conditions in Oregon Short Line R. Co. -- Abandonment --

Gosben, 360 I.C.C. 91 (1979); and (2) the condition that MTA consult with the United States Army Corps of Engineers prior to conducting salvage operations to determine if a permit is required under section 404 of the Clean Water Act, 33 U.S.C. 1344.

2. Petitioners must serve a copy of this decision on CCS within 5 days after service of this decision and certify to this Commission that service has been effected.

3. Notice will be published in the Federal Register on February 14, 1994.

4. These exceptions will be effective on February 14, 1994. Petitions to reopen must be filed by March 11, 1994.

By the [*10] Commission, Chairman McDonald, Vice Chairman Phillips, Commissioners Simmons and Philbin.