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VIA COURIER

April 4, 2014

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

RE: STB Finance Docket No. 35799
Rapid City, Pierre & Eastern, Inc.--Acquisition
and Operation Exemption Including Interchange
Commitment—Dakota, Minnesota & Eastern Railroad Corporation

Dear Ms. Brown:

Enclosed are my Verified Statement with ten copies, and Certificate of Service in the above matter before the Surface Transportation Board.

If you need additional information please contact me at 281-871-7930 or Email:
Richard.Jones2@halliburton.com.

Sincerely,

A handwritten signature in cursive script that reads 'Richard Jones'.

Richard Jones
Manager, Traffic

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35799

RAPID CITY, PIERRE & EASTERN, INC.--ACQUISTION
AND OPERATTION EXEMPTION INCLUDING INTERCHANGE
COMMITMENT—DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION

WRITTEN COMMENTS OF
BENTONITE PERFORMANCE MINERALS, LLC.

Richard Jones
Bentonite Performance Minerals, LLC
3000 N. Sam Houston Pkwy. E.
Houston, TX 77032



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**Verified Statement of Richard Jones
On behalf of
Bentonite Performance Minerals, LLC**

My name is Richard Jones, and I am the Manager of Traffic for Bentonite Performance Minerals, LLC (BPM). My address is 3000 North Sam Houston Parkway East, Houston, Texas 80032. I am submitting this Verified Statement as comment in the matter before the Board for the Rapid City, Pierre and Eastern Railroad's (RCPE) acquisition of approximately 670 miles of rail lines and approximately 219 miles of incidental trackage rights from Dakota, Minnesota & Eastern Railroad Corporation (DME) d/b/a Canadian Pacific (CP).

BPM mines, processes, and markets Bentonite Clay. BPM markets its products to the foundry, well drilling, iron ore pelletizing, and pet litter industries. BPM operates two Bentonite processing plants of which one is located on the lines of the CP at Colony, Wyoming (rail station Bentonite, Wyoming). In 2013 80% or over 3300 carloads of BPM's total production was shipped on the CP to destinations throughout the United States, and internationally. Reliable and affordable rail service is critical to BPM's ability to market its products to customers because of distance and low product value. The Bentonite Clay industry is important to the people and economies of Wyoming, Montana and South Dakota.

In December of 2012 the CP announced they would entertain offers for the former DME lines west of Tracy, Minnesota. On January 2, 2014 CP and Genesee & Wyoming, Inc. (GW) announced they had reached agreement for the sale of the line, and upon closing the new railroad would be named the Rapid City, Pierre and Eastern Railroad (RCPE).

Because rail service is crucial to our Colony Plant's survival we would support the RCPE's acquisition of the line. BPM requests the exemption be granted to the RCPE for the acquisition with oversight of the transition for a determined period to insure there is no interruption of service, and the CP continues to supply equipment and crews until the RCPE is fully functional. Specifically there is no decline in the number and type of empty railcars available for loading, and that our plant continues to receive 6 days per week service.

We are encouraged by visits from GW's management at our plant; at our General Offices in Houston, TX; and with CP personnel as prospective employees in the affected area.

In consideration of the foregoing BPM would ask the Board to grant the RCPE's request for exemption with oversight during the transition of operations from CP to RCPE.

Verification

I, Richard Jones, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on 4/4/2014


Richard Jones

Certificate of Service

I certify that I have caused to be served one copy of the foregoing document by First Class mail to the offices of the following:

- Party Of Record: Brown, Honorable Corey W.
500 E. Capitol Avenue
Pierre, SD 57501
- Party Of Record: Daugaard, Honorable Dennis
State Of South Dakota
500 East Capitol
Pierre, SD 57501-5070
- Party Of Record: Diehl-Gibbons, Erika A.
Smart - Transportation Division
24950 Country Club Blvd., Ste. 340
North Olmsted, OH 44070
- Party Of Record: Edelman, Richard S.
O'donnell, Schwartz And Anderson, P.C.
1300 L Street, N.W., Suite 1200
Washington, DC 20005
- Party Of Record: Gosch, Honorable Brian
500 East Capitol Avenue
Pierre, SD 57501-5070
- Party Of Record: Hocky, Eric M.
Thorp Reed & Armstrong, Llp
One Commerce Square 2005 Market Street, Suite 1000
Philadelphia, PA 19103
- Party Of Record: Johnson, Tim
United States Senate
Washington, DC 20510
- Party Of Record: Kooiker, Sam
City Of Rapid City
300 Sixth Street
Rapid City, SD 57701-2727
- Party Of Record: Lust, Honorable David E.
P.O. Box 8014
Rapid City, SD 57709
- Party Of Record: Mickelson, Honorable Mark
2901 S. Fifth Avenue
Sioux Falls, SD 57105
- Party Of Record: Noem, Kristi
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Washington, DC 20515

- Party Of Record: Parcelli, Carmen R.
Guerrieri, Clayman, Bartos & Parcelli, P.C.
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- Party Of Record: Rabe, Linda
Rapid City Area Chamber Of Commerce
PO Box 747
Rapid City, SD 57709-0747
- Party Of Record: Rave, Timothy
South Dakota Senate
Legislative Post Office 500 E. Capitol
Pierre, SD 57501
- Party Of Record: Romkema, Fred W.
(Session Address: State Capitol 500 East Capitol Ave., Pierre, SD 57501)
Spearfish, SD 57783
- Party Of Record: Sutton, Billie H.
South Dakota Legislature
State Capitol, 500 East Capitol
Pierre, SD 57501-5070
- Party Of Record: Thune, Honorable John
United States Senate
Washington, DC 20510
- Party Of Record: Vehle, Honorable Michael
132 North Harmon Drive
Mitchell, SD 57301

Date: 4/4/2014


Richard Jones