

# BAKER & MILLER PLLC

224742

ATTORNEYS and COUNSELLORS

2401 PENNSYLVANIA AVENUE NW

SUITE 300

WASHINGTON, DC 20037

TELEPHONE (202) 663-7820

FACSIMILE (202) 663-7849

Kelth G O'Brien

Direct Dial (202) 663-7852

E-Mail kobrien@bakerandmiller.com

March 24, 2009

## VIA E-FILING

Honorable Anne K. Quinlan, Acting Secretary

Surface Transportation Board

395 E St, S.W.

Washington, DC 20423-0001

Re. Buckingham Branch Railroad Company – Change in Operators Exemption – Rail Line of Norfolk Southern Railway Company between Burkeville and Clarksville, in Nottoway, Keysville, Charlotte, and Mecklenberg Counties, VA,  
STB Finance Docket No. 35226<sup>1</sup>

Dear Acting Secretary Quinlan.

On behalf of Buckingham Branch Railroad Company ("BB"), I hereby certify that on March 24, 2009, the attached revised notice was posted at the workplace of the employees of the Virginia Southern Railroad Division, North Carolina & Virginia Railroad, Inc ("NCVA") – the current operator of the rail lines that are subject to the transaction encompassed by the above-referenced docket. BB understands that certain employees of NCVA which may be affected by the proposed transaction are represented by the International Association of Machinists & Aerospace Workers, AFL-CIO ("IAM"). Accordingly, notice of the proposed transaction has also been served upon the national offices of IAM.

On March 17, 2009, BB filed a certification in this proceeding, which stated incorrectly that NCVA employees affected by this transaction were not represented by one or more labor unions. Because BB has learned that its previous certification – which was based upon information supplied to it at that time – is incorrect, the March 17 certification is withdrawn and is substituted for by the current certification. BB acknowledges that the 60-day advance notice period that is set forth at

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<sup>1</sup> The subject filing is intended to replace a previous certification filed in this proceeding on March 17, 2007. The previous certification involved the same parties and anticipated transaction as here, but it utilized a more cumbersome caption title. The Buckingham Branch Railroad Company requests that the Board utilize the caption title listed above, rather than the one listed in the previous filing.

**BAKER & MILLER PLLC**

**The Honorable Vernon A. Williams**

**March 24, 2009**

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**49 CFR 1150.42(e) commences upon the filing of this substitute certification, and this also will be reflected in the notice of exemption that will follow**

**If there are any questions concerning the filing, please call or e-mail the undersigned counsel for BB.**

**Sincerely,**

A handwritten signature in black ink, appearing to read "Keith G. O'Brien". The signature is written in a cursive style with a large initial "K" and "O".

**Keith G. O'Brien**

**Counsel for Buckingham Branch Railroad Company**

**cc: Steve Powell  
John Scheib  
Sarah Quisenberry**

## NOTICE

Pursuant to Surface Transportation Board ("STB") regulations at 49 C F R § 1150.42(e), Buckingham Branch Railroad Company ("BB") hereby gives notice to the employees of the Virginia Southern Railroad Division, North Carolina & Virginia Railroad, Inc ("NCVA") that, subject to satisfaction of certain conditions of closing, including receipt of any required regulatory approvals, BB intends to undertake the following proposed transactions:

- 1 Lease from Norfolk Southern Railway Company ("NSR") of a rail line from Milepost F84.8 near Burkeville, VA, to Milepost F65.8 near Keysville, VA
- 2 Lease from NSR of a rail line from Milepost D0.0 near Keysville, VA to Milepost D37.9 near Clarksville, VA

As information, the above-described lines are currently leased by NCVA from NSR, and BB would replace NCVA/Virginia Southern as operator of these lines. On or before April 23, 2009, BB intends to file with the STB a notice of exemption pursuant to 49 C F R Subpart E, under STB Finance Docket No. 35226, to authorize the proposed change of operators. BB anticipates commencing operations on the above-described lines on or about May 23, 2009.

BB, applying conservative traffic assumptions, plans to offer employment opportunities in the areas shown on the attached list. The number of employment positions shown on the attached list is preliminary and represents BB's current good faith estimate of the positions it is planning to have available. The number of positions shown on the attached list may be more or less, perhaps significantly more or less, than the actual number of positions that BB may have available, and the number of positions available will largely depend upon the rail traffic levels at the start of BB's operation of the lines.

With respect to benefits, BB plans to offer

- Medical and Dental Insurance
- Life Insurance
- Holidays
- Vacation
- 401(K) Plan

BB will select employees on the basis of some or all of the following criteria and other considerations: (1) demonstrated work ethic that is customer-driven and customer-oriented, (2) commitment and ability to work within a team environment, (3) demonstrated stable work history and commitment to safety, (4) commitment to being accountable for work product, (5) ability to communicate effectively, both orally and in writing, (6) relevant work experience and ability to perform duties, (7) results of personal interviews(s), and (8) demonstration of relevant work skills through non-discriminatory testing. No one of these listed factors will be determinative in the selection process.

The most qualified candidates are planned to be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status, disability, veteran, National Guard or military reserve status, and any other protected characteristics. Successful applicants who have been conditionally offered positions would be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and pass a physical exam.

BB may, and reserves the right to, fill certain positions with BB's existing employees.

Any Virginia Southern Division employee of NCVA interested in applying for employment or in obtaining further information concerning positions that BB is planning to make available should contact Gale Wilson, Vice President of BB at (540) 887-8145.

BB, an existing short line, is a Class III rail carrier with annual revenues in excess of \$5 million. (The proposed transaction would not, however, cause BB to become a Class II carrier.) In accordance with the provisions of 49 C.F.R. § 1150.42(e), which prescribes advance posting requirements of Class III carriers that have annual revenues in excess of \$5 million or that are projected as a result of the transaction to have such revenues, BB hereby posts advance notice of this transaction at the workplace of the employees of the affected railroad line(s) at least 60 days before the notice of exemption relating to the proposed transaction becomes effective. BB understands that certain NCVA employees that may be affected by the proposed transaction are represented by a labor union – The International Association of Machinists and Aerospace Workers (“IAM”). Once this notice has been posted at appropriate NCVA workplaces and has been served upon IAM's national offices, BB will certify to the STB its compliance with the requirements of § 1150.42(e).

### MANPOWER REQUIREMENTS

Job Description	Approximate Number to be Hired		
	Location	Position	Quantity
Transportation	Keysville, VA	Engineer	1
		Conductor	1
		<b>Total</b>	<b>2</b>
Track Maintenance	Keysville, VA	Foreman	1
		Track Worker	2
		<b>Total</b>	<b>3</b>
Manager	Keysville, VA	Manager	1
		<b>Total</b>	<b>1</b>
<b>Grand Total</b>			<b>6</b>