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LAW OFFICE
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THOMAS F. MCFARLAND

June 21, 2006

By UPS overnight mail

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K. Street, NW
Washington, DC 20423

ENTERED
Office of Proceedings
JUN 22 2006
Part of
Public Record

Re: Finance Docket No. 34894

Dear Mr. Williams,

On June 19, 2006, I filed a Verified Notice of Exemption under 49 CFR § 1150.31 with your office under the above docket number. The name of the applicant rail carrier was incorrectly stated in that Notice as "Rail Transload, Inc."; the correct name of the applicant rail carrier is "Rail + Transload, LLC." In addition, the caption of the Notice mistakenly omitted reference to acquisition of the rail line under consideration in addition to its operation, although an exemption for both acquisition and operation were sought in the body of the Notice.

I am hereby transmitting an original and 10 copies of a Corrected Verified Notice of Exemption under 49 CFR § 1150.31 to replace the Notice filed on June 19, 2006. The corrected Notice has the following caption:

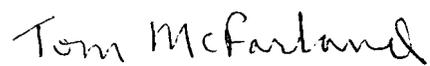
"Rail + Transload, LLC -- Acquisition and Operation Exemption -- Rail Line of Tower Investments, LLC at Watertown, Jefferson County, WI"

THOMAS F. MCFARLAND

Vernon A. Williams
June 21, 2006
Page 2

The applicant rail carrier understands that the acquisition and operation cannot be lawfully consummated until seven days after the filing of the corrected Notice.

Sincerely,



Thomas F. McFarland
Attorney for Rail+Transload, LLC

1173

cc: Messrs. Mark Smith
Chris Bausch
Lonnie Schuett
Mark Styles, Esq.
Ms. Cindy Pratt

BEFORE THE
SURFACE TRANSPORTATION BOARD

RAIL + TRANSLOAD, LLC --)
ACQUISITION AND OPERATION) FINANCE DOCKET
EXEMPTION -- RAIL LINE OF TOWER) NO. 34894
INVESTMENTS, LLC AT WATERTOWN,)
JEFFERSON COUNTY, WI)

**CORRECTED VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

RAIL + TRANSLOAD, LLC
546 West Street
P.O. Box 474
Watertown, WI 53094-0474

Applicant

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street
Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: June 22, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

RAIL + TRANSLOAD, LLC --)
ACQUISITION AND OPERATION -- RAIL) FINANCE DOCKET
LINE OF TOWER INVESTMENTS, LLC) NO. 34894
AT WATERTOWN, JEFFERSON)
COUNTY, WI)

**CORRECTED VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, *et seq.* and 49 U.S.C. § 10502(a), RAIL + TRANSLOAD, LLC (R+T), a noncarrier, hereby provides verified notice of exemption from 49 U.S.C. § 10901 for its acquisition from TOWER INVESTMENTS, LLC (TIL) and operation of approximately 1,100 feet (0.208 miles) of railroad right-of-way and track that extends from a point of connection with the Waterloo Spur of Canadian Pacific Railway System (CPRS) to terminus approximately 200 feet northeast of the plant site of SPECIALITY INGREDIENTS, LLC (SIL), at Watertown, Jefferson County, Wisconsin (the Rail Line).^{1/} The rail line is depicted on a CPRS print that is attached to this Notice as Appendix 1-A. Also attached to this Notice as Appendix 1-B is a copy of a railroad map of Wisconsin, on which Watertown is shaded in yellow.

Heretofore, the Rail Line has been private track owned by TIL and used by CPRS to provide rail service to SIL. SIL receives carload shipments of granulated sugar, which SIL converts into liquid sugar and ships by truck to customers in the general area. It is proposed that SIL receive tank car shipments of ethanol, which R+T will transload directly into trucks for

^{1/} R+T and SIL are commonly controlled by TIL.

distribution to customers in the local area. It is not contemplated that ethanol will be stored at SIL's plant site.

Under the principle of the *Effingham* and *Bulkmatic* cases,²¹ the Rail Line constitutes a line of railroad for which an exemption from the Board is required because it is R+T's initial rail acquisition and operation, notwithstanding that it might otherwise be considered to be spur, industrial and/or switching track exempt from the Board's acquisition and operation authority by virtue of 49 U.S.C. § 10906.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

The full name and address of the applicant is Rail + Transload, LLC, 546 West Street, P.O. Box 474, Watertown, WI 53094-0474.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

R+T's representative is Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement between R+T and TIL has been reached for R+T's acquisition from TIL and operation of the Rail Line.

(d) The operator of the property;

R+T will be the operator of the property.

²¹ *Effingham RR Co. - Pet. for Declaratory Order*, 2 S.T.B. 606 (1997), *aff'd sub nom.*, *United Transp. Union v. STB*, 183 F.3d 606 (7th Cir. 1999), and *Bulkmatic R. Corp. -- Acq. & Oper. Exempt. -- Bulkmatic Transport Co.*, 2002 STB LEXIS 691 (Finance Docket No. 34145, served Nov. 19, 2002), recons. denied, 2003 STB LEXIS 256 (served May 15, 2003).

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject property,

The transferor of the Rail Line is Tower Investments, LLC, 546 West Street, P.O. Box 474, Watertown, WI 53094-0474. TIL is not a rail carrier.

(2) The proposed time schedule for consummation of the transaction,

The acquisition and operation are proposed to be consummated no earlier than seven days after the filing of this notice of exemption.

(3) The mile-posts of the subject property, including any branch lines, and

The Rail Line is not described by milepost numbers. The Rail Line extends approximately 1,100 feet from point of connection with the Waterloo Spur of Canadian Pacific Railway System to terminus approximately 200 feet northeast of the plant site of Specialty Ingredients, LLC, at Watertown, Jefferson County, Wisconsin (*see Appendix 1-A*).

(4) The total route miles being acquired;

A total of approximately 1,100 feet of trackage is to be acquired and operated.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States;

The required maps are attached to this Notice as Appendix 1-A and 1-B.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

The required certificate is attached to this Notice as Appendix 2.

CAPTION SUMMARY

A caption summary required by 49 C.F.R. § 1150.34 is attached to this Notice as Appendix 3.

ENVIRONMENTAL AND HISTORIC REPORT

The proposed operation does not require environmental and historic reporting. *See* 49 C.F.R. § 1105.6(c)(2)(i) and 49 C.F.R. § 1105.8(b)(1).

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), labor protection requirements do not apply to this transaction.

VERIFICATION

The verification of Thomas F. McFarland in behalf of R+T is attached to this Notice as Appendix 4.

CONCLUSION AND REQUESTED RELIEF

WHEREFORE, within 30 days of the filing of this Notice, the Director of the Board's Office of Proceedings should publish notice in the *Federal Register* of the filing of this notice of exemption. *See* 49 C.F.R. § 1150.32(b).

Respectfully submitted,

RAIL + TRANSLOAD, LLC
546 West Street
P.O. Box 474
Watertown, WI 53094-0474

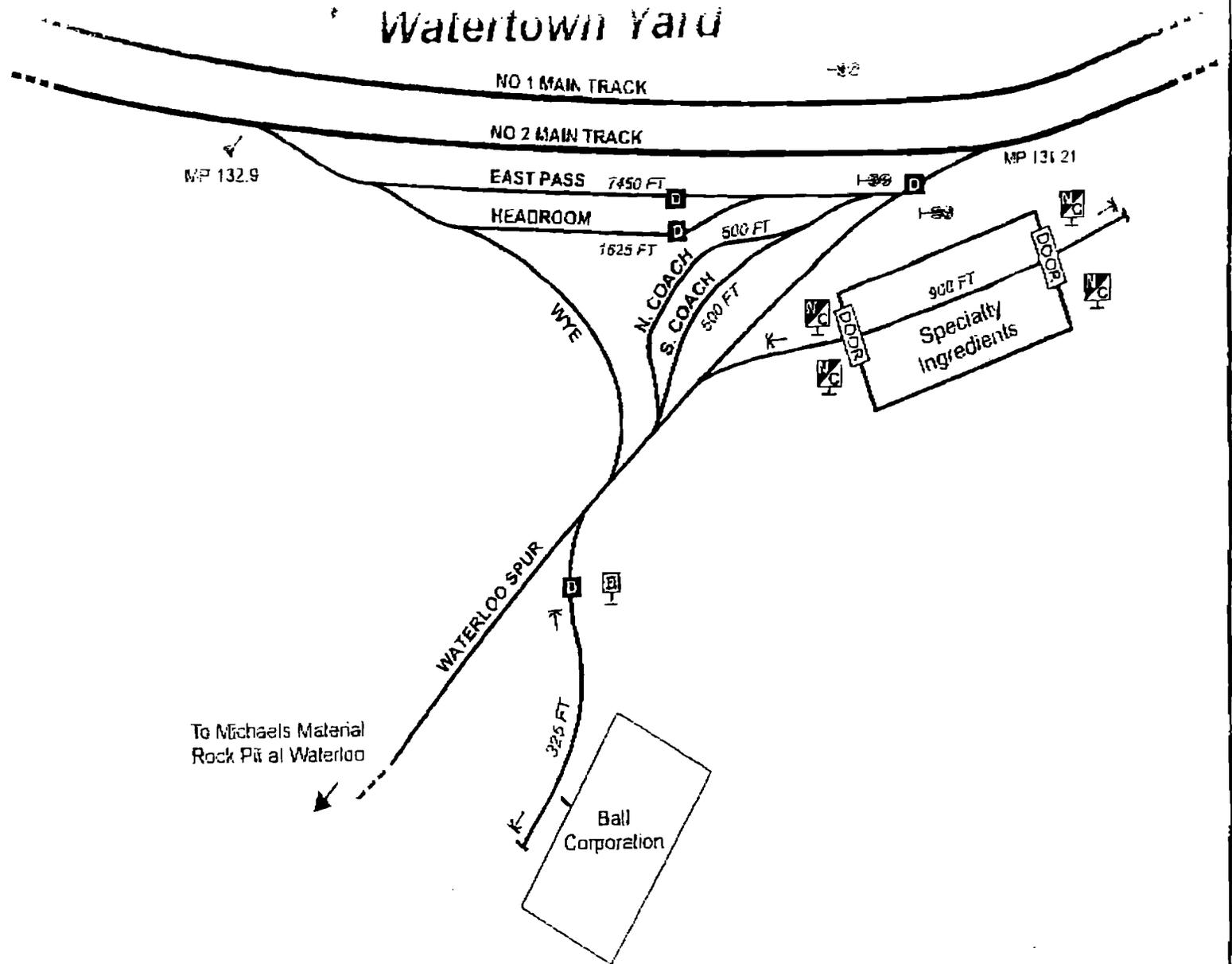
Applicant

Thomas F. McFarland

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street
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Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

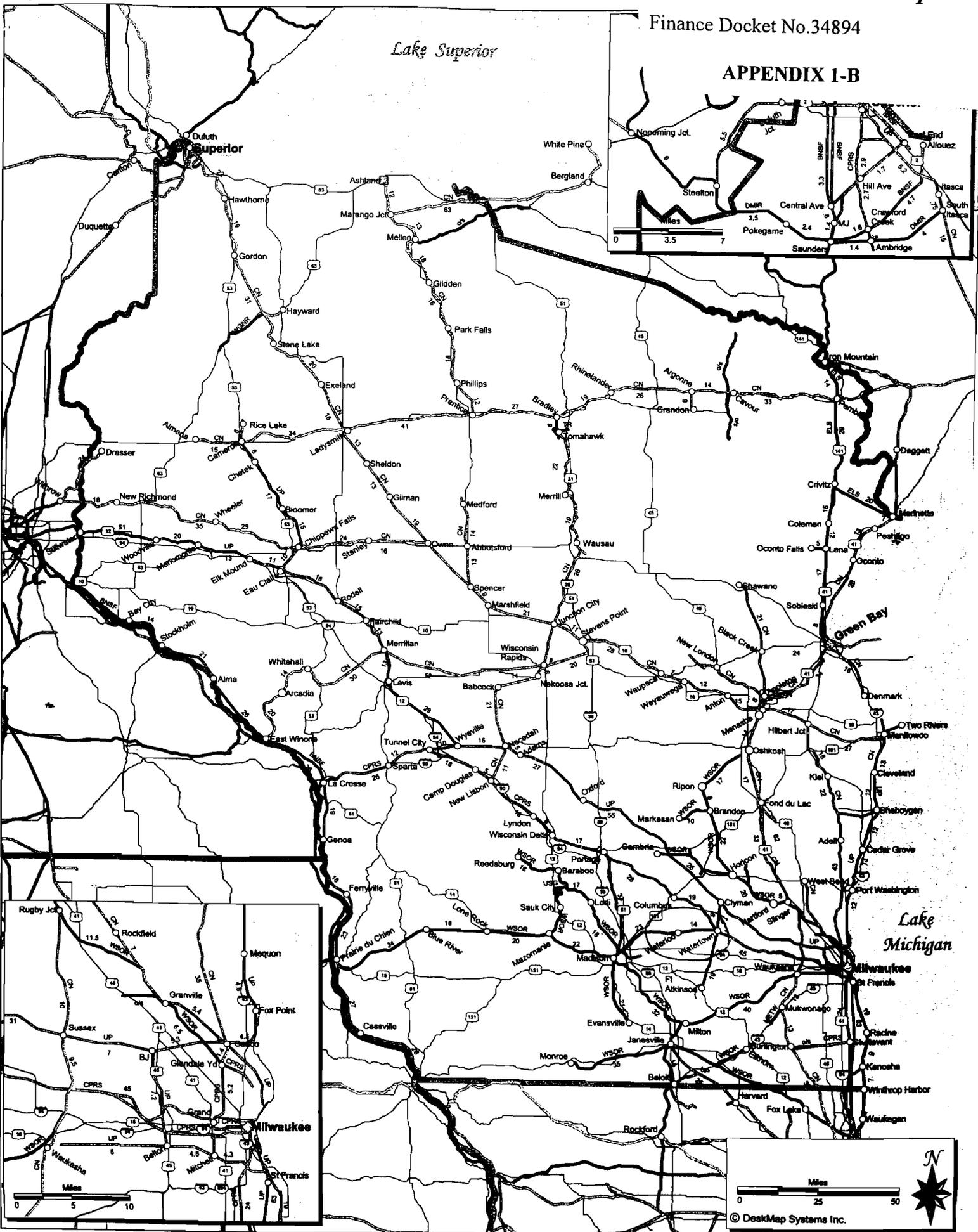
DATE FILED: June 22, 2006



<p>Watertown Yard Customer Name</p> <p>Watertown, Wisconsin City State</p> <p>Watertown</p>	KEY		
	Absolute Signal	Mile Post	
	Derail Sign Derail	No Clearance Stub End Track	

Finance Docket No.34894

APPENDIX 1-B



APPENDIX 2

CERTIFICATION UNDER 49 C.F.R. § 1150.33(g)

The undersigned, Thomas F. McFarland, hereby certifies under 49 C.F.R. § 1150.33(g), that the projected revenues from the operation proposed in this matter do not exceed those that would qualify it as a Class III rail carrier.

Thomas F. McFarland

Thomas F. McFarland
*Authorized Representative of
Rail + Transload, LLC*



SUBSCRIBED and SWORN to
before me this 16th day of
June, 2006.

Kathleen Lenhan

Notary Public

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 34894,

RAIL + TRANSLOAD, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
RAIL LINE OF TOWER INVESTMENTS, LLC,
WATERTOWN, JEFFERSON COUNTY, WI

Rail + Transload, LLC (R+T), a noncarrier, has filed a Notice of Exemption to acquire from Tower Investments, LLC and operate approximately 1,100 feet (0.208 miles) of railroad right-of-way and track that extends from a point of connection with the Waterloo Spur of Canadian Pacific Railway System (CPRS) to terminus approximately 200 feet northeast of the plant site of Speciality Ingredients, LLC (SIL), at Watertown, Jefferson County, Wisconsin. Comments must be filed with the Board and be served on R+T's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

The Notice is filed under 49 C.F.R. § 1150.31. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

By the Board

(SEAL)

Vernon A. Williams, Secretary

APPENDIX 4

VERIFICATION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Thomas F. McFarland, being duly sworn, states that he is attorney for Rail + Transload, LLC (R+T); that he is familiar with the factual allegations made in the foregoing Notice of Exemption in behalf of R+T; and that such allegations are true as stated.

Thomas F. McFarland

Thomas F. McFarland

SUBSCRIBED and SWORN to
before me this 16th day of
June, 2006.

Kathleen Leman

Notary Public