

LAW OFFICE  
**THOMAS F. MCFARLAND, P.C.**  
208 SOUTH LASALLE STREET - SUITE 1890  
CHICAGO, ILLINOIS 60604-1112  
TELEPHONE (312) 236-0204  
FAX (312) 201-9695  
*mcfarland@aol.com*

216843

THOMAS F. MCFARLAND

June 23, 2006

By UPS overnight mail

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

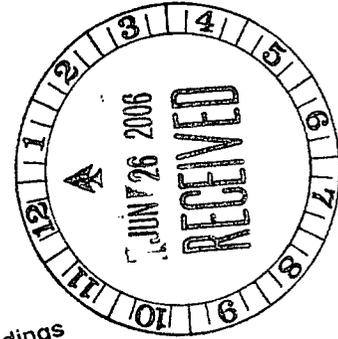
Re: Finance Docket No. 34894

Dear Mr. Williams,

On June 22, 2006, I filed a Corrected 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 Corrected Notice as "Rail + Transload, LLC"; the correct name of the applicant rail carrier is "Rail + Transload, Inc."

I am hereby transmitting an original and 10 copies of a Second Corrected Verified Notice of Exemption under 49 CFR § 1150.31 to replace the Corrected Notice filed on June 22, 2006. The Second Corrected Notice has the following caption:

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



ENTERED  
Office of Proceedings  
JUN 26 2006  
Part of  
Public Record

THOMAS F. MCFARLAND

Vernon A. Williams  
June 23, 2006  
Page 2

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

Sincerely,



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Thomas F. McFarland  
*Attorney for Rail+Transload, Inc.*

1173

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

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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

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

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RAIL + TRANSLOAD, INC  
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 26, 2006

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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

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

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Pursuant to 49 C.F.R. § 1150.31, *et seq.* and 49 U.S.C. § 10502(a), RAIL + TRANSLOAD, INC (RTI), 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).<sup>1/</sup> 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 RTI will transload directly into trucks for

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<sup>1/</sup> RTI 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,<sup>2/</sup> the Rail Line constitutes a line of railroad for which an exemption from the Board is required because it is RTI'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, INC, 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;*

RTI'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 RTI and TIL has been reached for RTI's acquisition from TIL and operation of the Rail Line.

*(d) The operator of the property;*

RTI will be the operator of the property.

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<sup>2/</sup> *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 (7<sup>th</sup> 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 second corrected 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 RTI 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, INC  
546 West Street  
P.O. Box 474  
Watertown, WI 53094-0474

Applicant

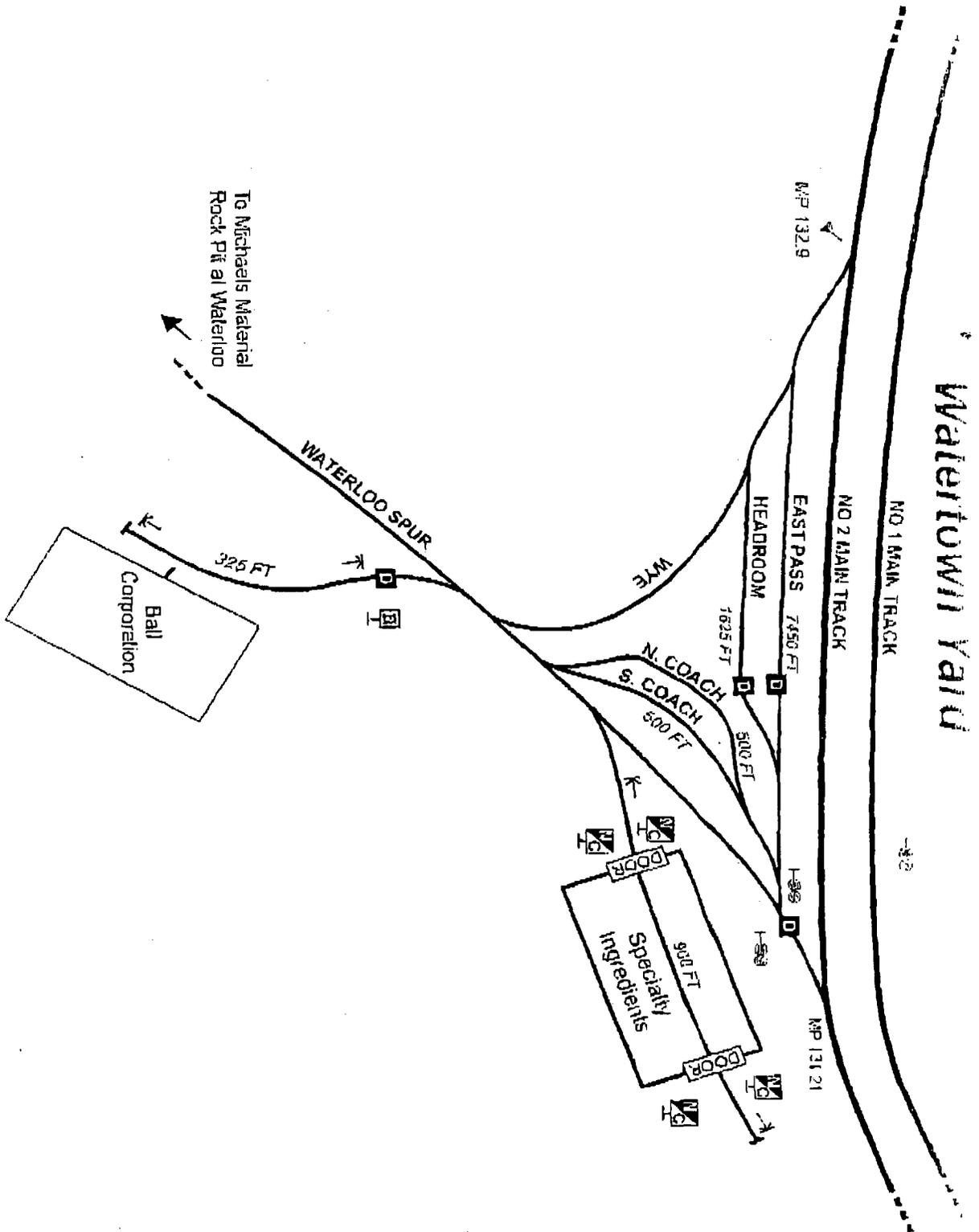
Thomas F. McFarland

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

Attorney for Applicant

DATE FILED: June 26, 2006

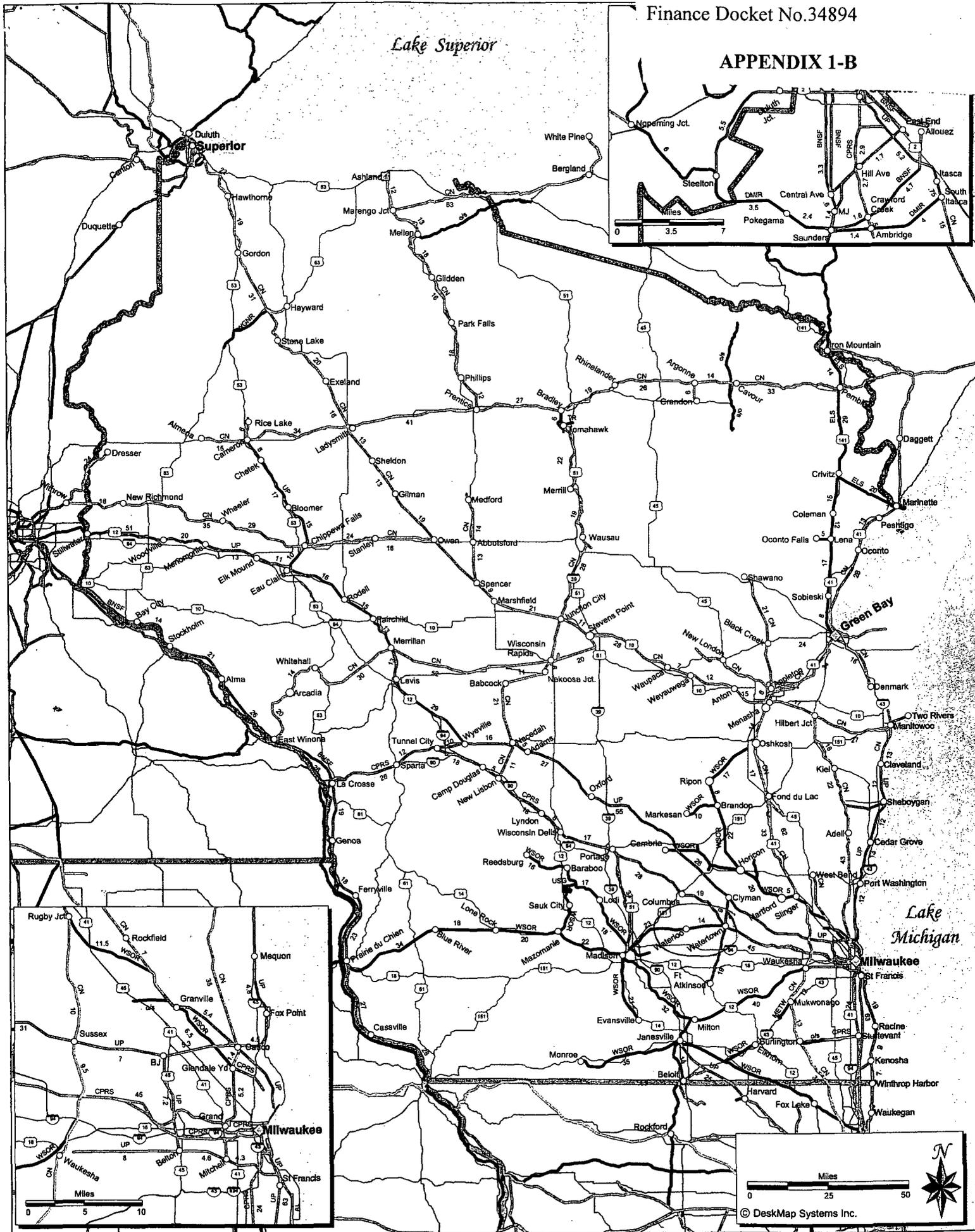
APPENDIX 1-A



<p><b>Watertown Yard</b> CUSTOMER'S NAME</p>		<p><b>KEY</b></p>	
<p><b>Watertown, Wisconsin</b> City State</p>		<p> Absolute Signal</p>	<p> Mile Post</p>
<p><b>Watertown</b> Site Name</p>		<p> Derail</p>	<p> No Clearance</p>
		<p> Electing Lock</p>	<p> Stub End Track</p>
			<p> Track Conjunction</p>
<p><b>CANADIAN PACIFIC RAILWAY</b></p>			
<p>Revised June 3, 2004</p>			

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*

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



SUBSCRIBED and SWORN to  
before me this 16<sup>th</sup> day of  
June, 2006.

*Kathleen Lenhan*  
\_\_\_\_\_  
Notary Public

**CAPTION SUMMARY**

SURFACE TRANSPORTATION BOARD

Notice of Exemption

**FINANCE DOCKET NO. 34894,**

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

Rail + Transload, INC (RTI), 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, INC (RTI); that he is familiar with the factual allegations made in the foregoing Notice of Exemption in behalf of RTI; and that such allegations are true as stated.

*Thomas F. McFarland*

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Thomas F. McFarland

SUBSCRIBED and SWORN to  
before me this 16<sup>th</sup> day of  
June, 2006.

*Kathleen Lumban*

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Notary Public