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FILED

MAR 18 2008

March 17, 2008

**SURFACE
TRANSPORTATION BOARD**



BY HAND

Hon. Anna K. Quinlan, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

**RE: STB Finance Docket No. 35121
Burlington Shortline Railroad, Inc D/B/A Burlington
Junction Railway - Acquisition and Operation Exemption
- BNSF Railroad Company**

Dear Ms. Quinlan:

On behalf of Burlington Junction Railway ("BJRY"), I am submitting an original and ten copies of a verified notice of acquisition and operation exemption with exhibits. In addition, I am enclosing a check for \$1,800 to cover the filing fee and a copy of this filing on a disk formatted in MS Word.

Please date stamp and return one copy of this letter.

Sincerely yours,

James H. M. Savage
James H. M. Savage
Counsel

ENTERED
Office of Proceedings
MAR 18 2008

Part of
Public Record

JHS/mhd

Enc.

cc David Pankin, Esq. (w/enc.)
Mr. Robert Wingate (w/enc.)

FEE RECEIVED
MAR 18 2008

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD



STB FINANCE DOCKET NO. 35121

BURLINGTON SHORTLINE RAILROAD, INC. D/B/A BURLINGTON JUNCTION
RAILWAY
-- ACQUISITION AND OPERATION EXEMPTION --
BNSF RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C 10902 and 49 CFR 1150.41

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE

FEE RECEIVED
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SURFACE
TRANSPORTATION BOARD

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MAR 18 2008
SURFACE
TRANSPORTATION BOARD

Submitted by:

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 350
Washington, D.C. 20006
(202) 296-3334

ENTERED
Office of Proceedings
MAR 18 2008
Part of
Public Record

James H. M. Savage
1750 K Street, N.W.
Suite 350
Washington, D.C. 20006
(202) 296-3335

Counsel for Petitioner

Dated March 17, 2008

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35121

BURLINGTON SHORTLINE RAILROAD, INC. D/B/A BURLINGTON JUNCTION
RAILWAY

-- ACQUISITION AND OPERATION EXEMPTION --
BNSF RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE

INFORMATION REQUIRED BY 49 CFR 1150.43

Name and Address of Applicant 49 CFR 1150.43(a)

Burlington Shortline Railroad, Inc.
D/B/A Burlington Junction Railway
1510 Bluff Rd
P.O. Box 37
Burlington, IA 60611

Applicant's Representative 49 CFR 1150.43(b)

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 350
Washington, D.C. 20006
(202) 296-3334

Statement of Agreement(s) 49 CFR 1150.43(c)

The Burlington Shortline Railroad, Inc. d/b/a
Burlington Junction Railway ("BJRY") has executed an agreement

with BNSF Railway Company ("BNSF")¹ for BJRY to acquire and operate BNSF railroad properties consisting of certain trackage, real property, and railroad operating rights identified on the Map attached hereto as Exhibit A-1 and located at Montgomery, IL.

Operator of the Property **49 CFR 1150.43(d)**

In all cases anticipated by this Notice, and as described in the transaction summary provided below, BJRY will hold itself out to provide common carrier rail freight service over the subject rail facilities

Brief Summary of Transaction **49 CFR 1150.43(e)**

BJRY is an existing class III short line railroad which presently provides common carrier rail service over five disconnected properties.² A Map showing all of BJRY's existing

¹ BNSF's address is 2650 Lou Menck Drive, 2nd Floor, Fort Worth, TX 76131

² Pursuant to an exemption granted in 1985, BJRY operates a terminal switching railroad over 7.5 miles of track in Burlington, IA. See, STB FD No. 30522, Burlington Shortline, Inc., and Keokuk Northern Real Estate Company, et al (served March 7, 1985). Also in 1996, BJRY acquired and commenced operations over 0.5 miles of trackage owned by the Perry County Industrial Development Corporation in Mt Pleasant, IA. That operation received an exemption from this Board in STB FD No. 32898, Burlington Shortline Railroad, Inc., d/b/a Burlington Junction Railway (served May 1, 1996). In 1997, BJRY purchased some additional trackage at Burlington, IA, from BNSF. See, STB FD No. 33518, Burlington Shortline, Inc., d/b/a Burlington Junction Railway--Acquisition and Operation Exemption, et al (Dec. 9, 1997). In 2003, BJRY assumed the lease operation of two BNSF rail lines near Quincy, IL. That transaction was exempted in a decision served October 21, 2003, and docketed as STB FD No. 34409, Burlington Shortline Railroad, Inc., d/b/a Burlington Junction Railway--Lease and Operation Exemption--The Burlington Northern and Santa Fe Railway Company. Pursuant to an exemption granted in 2006, BJRY assumed the lease operation of a BNSF rail line near Ottumwa, IA. See STB FD No. 34973, Burlington Shortline Railroad, Inc., d/b/a Burlington Junction Railway--Lease and Operation Exemption--The Burlington Northern and Santa Fe Railway Company (served December 28, 2006).

rail properties, none of which connect to the subject Line is attached hereto as Exhibit A-2.

By this transaction, BJRY will replace BNSF as the operator of its local operations at Montgomery. The parties propose to consummate this transaction on April 19, 2008, as noted above. The rail properties being acquired and operated consist of two (2) tracks, numbered 3905 and 3930. The tracks total approximately two and one-half (2.5) miles in length. Although there are no mileposts on the rail properties being acquired, the Line connects to the BNSF Main near Milepost 39.

As a locally based carrier, BJRY will be able to offer on-demand switching to the customers along the trackage.³ BJRY anticipates that this increase in service will generate additional traffic levels. Furthermore, BJRY anticipates that the improved car velocity will help ease congestion on BNSF mainline tracks. BJRY plans to make investments in the track assets to attract other shippers to the line.

This transaction qualifies for a class exemption under 49 CFR 1150.41 et seq., because it involves the acquisition and operation of a rail line by an existing Class III short line rail carrier.

Map

49 CFR 1150.43(f)

A Map depicting the line to be acquired and operated

³ BJRY's headquarters is located in Burlington, IA, a distance of 185 miles from Montgomery IL

and depicting the location of Montgomery on the State of Illinois's rail system is attached as Exhibit A-3.

Certificate of Carrier Classification **49 CFR 1150.43(g)**

BJRY hereby certifies that, with this acquisition, its projected annual revenues will still be less than \$5,000,000 annually. A certificate complying with the provisions of 49 CFR 1150.43(g) is attached as Exhibit B to this notice

Labor Protection

Pursuant to 49 U.S.C 10902(d) labor protective conditions do not apply and will not be imposed. In any event, no employees will be adversely affected.

Caption Summary **49 CFR 1150.44**

A caption summary in the prescribed form is attached as Exhibit C to this Notice.

Environmental and Historic Preservation Data **49 CFR 1105**

Pursuant to 49 CFR 1105.6(c)(2), the proposed transaction is exempt from environmental review under 49 CFR 1105.6(c)(2)(i), because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 1105.7(e)(4) or (5).

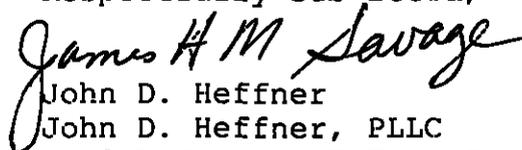
In addition, this transaction is exempt from historic review under 1105.8(b)(1). Under this section, a sale, lease or transfer of a rail line is exempt if rail operations will

continue. Further Board approval is required for the parties to abandon service, and there are no plans to dispose of or alter the properties subject to Board jurisdiction.

Certification of Compliance with Public L. No. 110-161, § 193, 121 Stat. 1844 (2007)

BJRY hereby certifies that, pursuant to the Consolidated Appropriations Act, 2008, Pub. L. No. 110-161, § 193, 121 Stat. 1844 (2007), Applicant will not engage in any of the following activities on any of the rail properties being acquired: operate any solid waste rail transfer facility for the collection, storage or transfer of solid waste outside of its original shipping container; or separating or processing solid waste (including baling, crushing, compacting and shredding) as the term 'solid waste' is defined in section 1004 of the Solid Waste Disposal Act, 42 U.S.C. 6903.

Respectfully submitted,



John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W. - Suite 350
Washington, D.C. 20006
(202) 296-3335

James H. M. Savage
1750 K Street, N.W. - Suite 350
Washington, D.C. 20006
(202) 296-3334

Counsel for Petitioner

Dated: March 17, 2008

VERIFICATION

Pursuant to 28 U.S.C. 1746, I declare and verify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

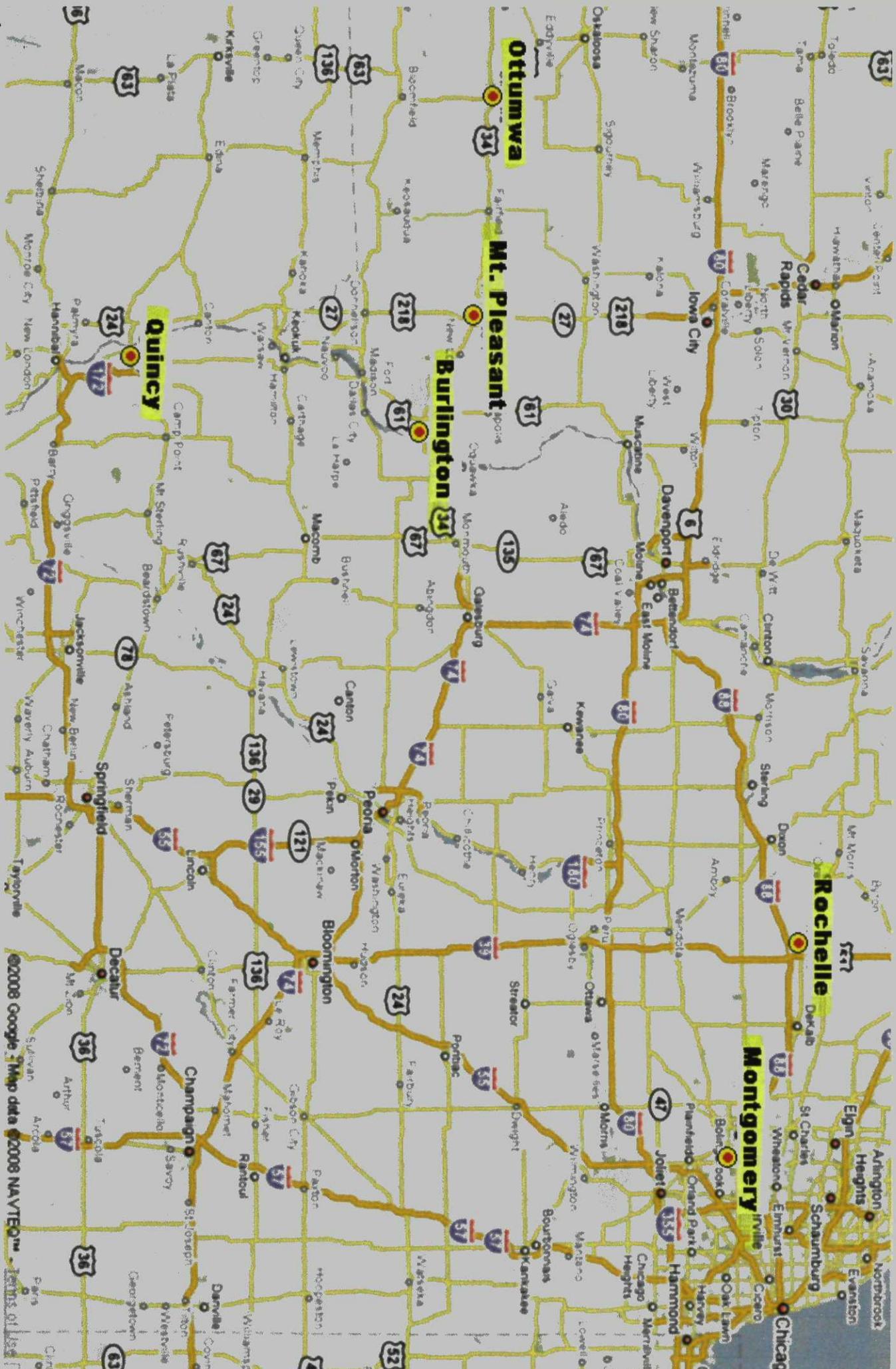
Executed on: February 29, 2008



Robert Wingate
[signature]

EXHIBIT A-1

EXHIBIT A-2



Ottumwa

Mt. Pleasant

Burlington

Quincy

Rochelle

Montgomery

©2008 Google Map data ©2008 NAVTEQ™

EXHIBIT A-3

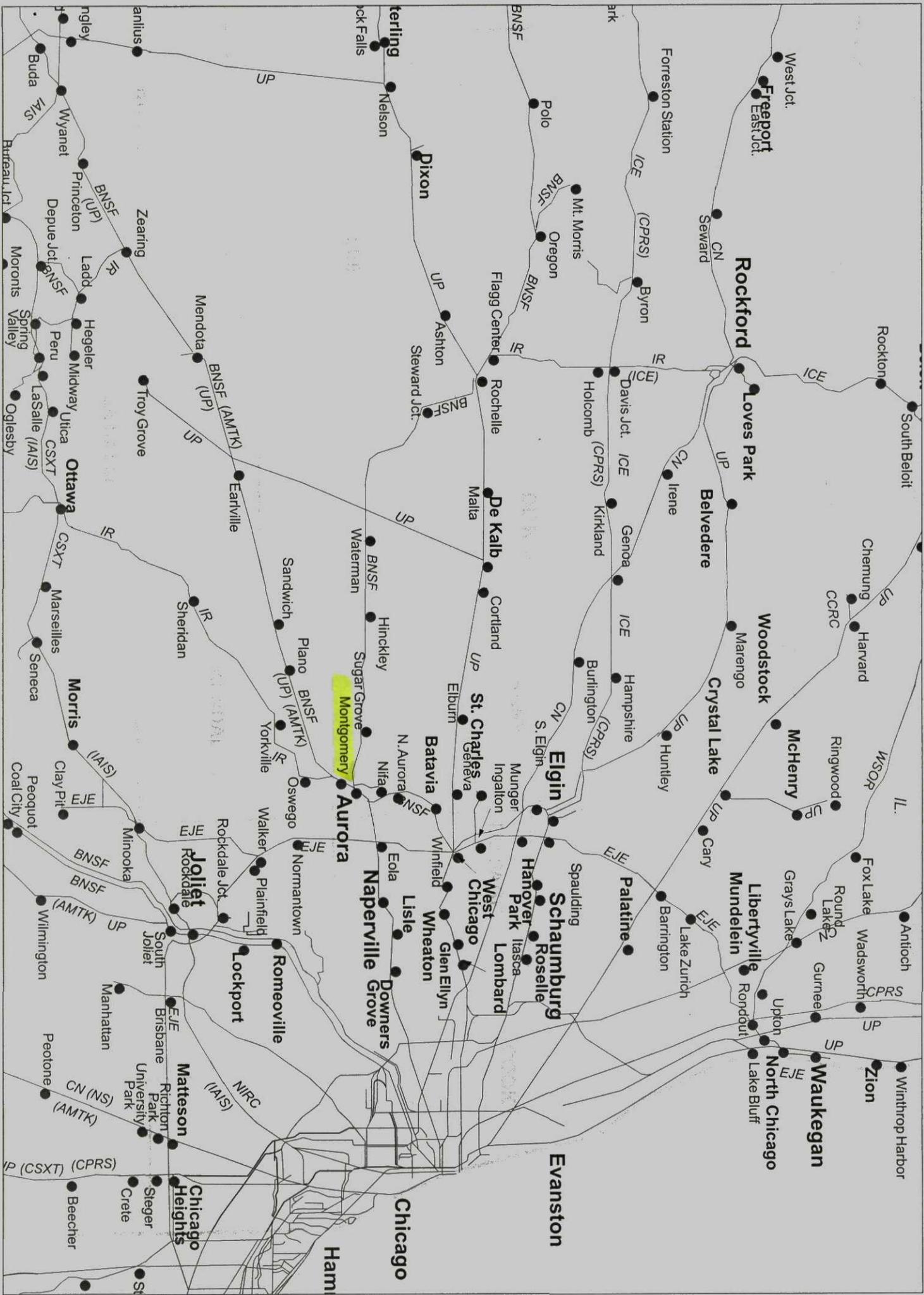


EXHIBIT B

CERTIFICATION

I, Robert Wingate, an officer of the Burlington Shortline Railroad, Inc. D/B/A Burlington Junction Railway ("BJRY") hereby certify under penalty of perjury that the projected annual railroad operating revenues of BJRY, in the aggregate, will not exceed \$5,000,000, and that BJRY will be a Class III rail carrier as set forth at 49 CFR 1201 (1-1) (a). Further, I certify that I am qualified and authorized to make this certification on behalf of BJRY.

A handwritten signature in cursive script, appearing to read "Robert Wingate", is written over a horizontal line.

Signature

Dated: February 28, 2008

EXHIBIT C

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB FINANCE DOCKET NO. 35121

**BURLINGTON SHORTLINE RAILROAD, INC. D/B/A BURLINGTON
JUNCTION RAILWAY
-- ACQUISITION AND OPERATION EXEMPTION --**

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE

Burlington Shortline Railroad, Inc. D/B/A Burlington Junction Railway ("BSRY"), an existing class III short line railroad common carrier, has filed a Verified Notice of Exemption under 49 CFR 1150.41 to purchase and operate a line of railroad currently owned by the BNSF Railway Company ("BNSF"). The subject rail property consists of approximately two (2.5) miles of railroad connecting to the BNSF Main at Milepost 39 in Montgomery, IL. There are no mileposts on the subject line.

BSRY plans to consummate this transaction on or after April 18, 2008, more than thirty days after the filing of this exemption.

Comments must be filed with the Board and served on:

John D. Heffner, Esq.
John D. Heffner, PLLC
1750 K Street, N.W. - Suite 350
Washington, D.C. 20006
Telephone: (202) 296-3334

And

David Fawkin, Esq
BNSF Railway Company
2500 Lou Menk Drive, A03 3
Fort Worth, Texas 76131
Telephone (817) 352-2383

This notice is filed under 49 C.F.R. 1150.41. If the notice contains false or misleading information, the execution is void ab initio. The filing of a petition to revoke will not automatically stay the transaction.

(see)

Anne K. Quinlan
Accounting Secretary