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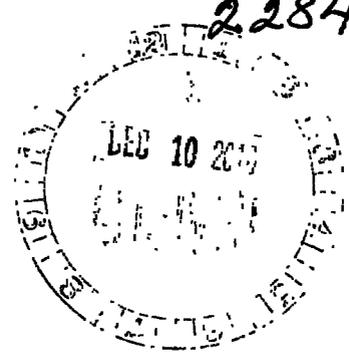
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KARI MORELL

December 10, 2010

BY HAND DELIVERY

Office of Proceedings
DEC 10 2010
Portland

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 35451, Wichita, Tillman & Jackson
Railway Company – Lease Renewal Exemption – Oklahoma
Department of Transportation

Dear Ms. Brown:

Attached for filing are the original and ten copies of a Verified Notice of Exemption under 49 C.F.R. § 1150.41 and a check covering the \$1,800 filing fee. Also enclosed is a Disc containing the Notice and Summary.

Please time and date stamp the extra copy of the Notice of Exemption and return it with our messenger.

If you have any questions, please contact me.

Sincerely yours,

Karl Morell
Karl Morell

FEE RECEIVED

DEC 10 2010

**SURFACE
TRANSPORTATION BOARD**

Enclosures

FILED

DEC 10 2010

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35451

WICHITA, TILLMAN & JACKSON RAILWAY COMPANY
--LEASE RENEWAL EXEMPTION--
OKLAHOMA DEPARTMENT OF TRANSPORTATION

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

KARL MORELL
Of Counsel
BALL JANIK LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 638-3307

Attorney for:
WICHITA, TILLMAN & JACKSON
RAILWAY COMPANY

Dated: December 10, 2010

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35451

WICHITA, TILLMAN & JACKSON RAILWAY COMPANY
--LEASE RENEWAL EXEMPTION--
OKLAHOMA DEPARTMENT OF TRANSPORTATION

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

Wichita, Tillman & Jackson Railway Company ("WTJR"), a Class III rail carrier, files this Verified Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart E--Exempt Transactions Under 49 U.S.C. 10902, to permit WTJR to renew its lease of approximately 61.02 miles of rail line owned by the Oklahoma Department of Transportation ("ODOT") in Oklahoma (the "Western Branch"). WTJR has been leasing and operating the Western Branch since 1991. See Finance Docket No. 31788, *Wichita, Tillman & Jackson Railway Company – Lease and Operation Exemption – State of Oklahoma* (not printed), served January 8, 1991.

In support of this Notice of Exemption, WTJR submits the following information as required by 49 C.F.R. § 1150.43:

(a) Full name and address of applicant:

Wichita, Tillman & Jackson Railway Company
6100 Southwest Blvd., Suite 320
Fort Worth, Texas 76109

(b) Applicant's Representative:

Karl Morell
Of Counsel
BALL JANIK LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005
(202) 638-3307

(c) Statement of Agreement:

WTJR and ODOT will shortly execute a lease renewal agreement renewing the 1991 Track Lease and Operating Agreement. The term of the lease renewal is 20 years. The lease renewal will include changes other than the extension of the lease term. Consequently, the class exemption at 49 C.F.R § 1180.2(d)(4) does not apply to this transaction.

(d) The operator of the property:

WTJR will be the operator of the Western Branch.

(e) Summary of proposed transaction:

(1) The name and address of the entity leasing the subject property is:

Oklahoma Department of Transportation
200 Northeast 21st Street, Room 3D-6
Oklahoma City, OK 73105

(2) The proposed time schedule:

WTJR expects to consummate the proposed lease extension on or shortly after January 12, 2011.

(3) Mileposts of the subject property:

The Western Branch is located between Milepost 17.54, at the Texas-Oklahoma State line near Burkburnett, TX, and Milepost 78.56, at Altus, OK.

(4) Total route miles:

The length of the rail line being leased is approximately 61.02 miles.¹

(f) Map:

A map of the Western Branch is attached as Exhibit A.

(g) Certificate of compliance:

WTJR hereby certifies that WTJR's projected revenues as a result of this transaction will not result in WTJR becoming a Class II or Class I rail carrier. WTJR further certifies that its projected annual rail freight revenues from operation of the leased lines, when combined with WTJR's projected revenues from other rail freight operations, will not exceed \$5 million. Consequently, the requirements of 49 C.F.R. § 1150.42(e) do not apply to this transaction.

(h) Interchange commitment:

The lease extension agreement will not contain a provision that would limit future interchange with a third-party connecting carrier.

¹ In the 1991 filing (FD 31788), WTJR rounded up the Milepost at Altus to 78.6, and stated that the length of the line was 61.1 miles.

A caption summary, as required by 49 C.F.R. § 1150.44, is attached.

This transaction is related to another exemption request by WTJR in STB Finance Docket No. 35452, *Wichita, Tillman & Jackson Railway Company – Lease Renewal Exemption – Union Pacific Railroad Company*.

ENVIRONMENTAL AND HISTORIC IMPACTS

WTJR is renewing its lease of the Western Branch for continued rail operations. Further Surface Transportation Board (“Board”) approval is required for WTJR to discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

WTJR’s lease renewal will not result in significant changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of this line to motor carriage. This transaction will not result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the line; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day. WTJR’s lease renewal will not affect a Class I or nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, the transportation of ozone depleting materials is not contemplated. Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,



KARL MORELL
Of Counsel
BALL JANIK LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005
(202) 638-3307

Attorney for:
WICHITA, TILLMAN & JACKSON
RAILWAY COMPANY

Dated: December 10, 2010

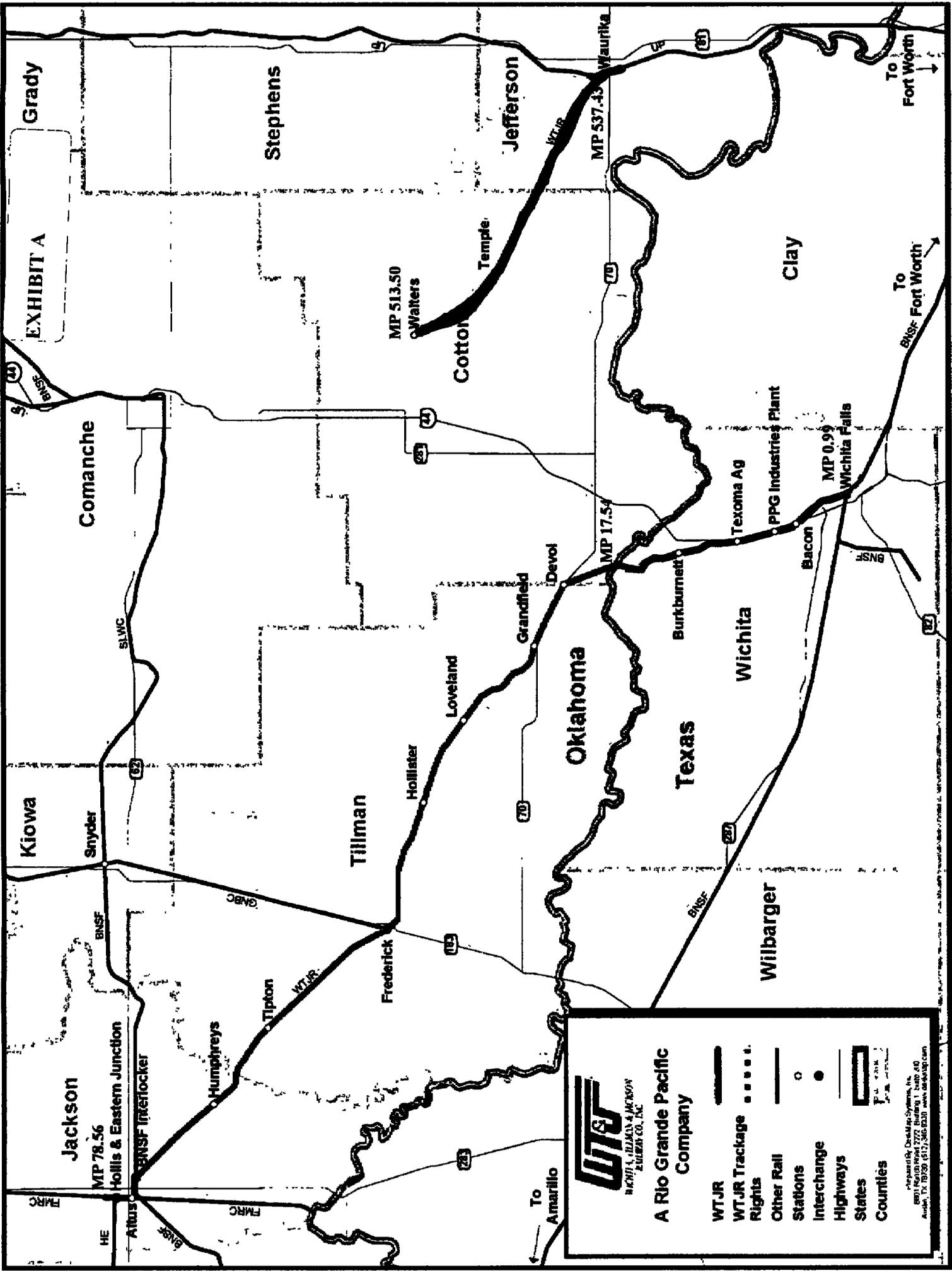


EXHIBIT A



A Rio Grande Pacific Company

- WTR Trackage
- WTJR Trackage
- Rights
- Other Rail
- Stations
- Interchange
- Highways
- States
- Counties

Wichita, Tillman & Jackson Railway Co., Inc.
 2222 Buffalo, L. Bldg. AD
 Amarillo, TX 79109 (817) 346-8230 www.wtr.com

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 35451

**WICHITA, TILLMAN & JACKSON RAILWAY COMPANY
--LEASE RENEWAL EXEMPTION--
OKLAHOMA DEPARTMENT OF TRANSPORTATION**

Wichita, Tillman & Jackson Railway Company ("WTJR"), a Class III rail carrier, has filed a verified notice of exemption under 49 CFR 1150.41 to renew and supplement its lease of approximately 61.02 miles of rail line owned by the Oklahoma Department of Transportation extending from Milepost 17.54, at the Texas-Oklahoma State line near Burkburnett, TX, to Milepost 78.56, at Altus, OK.

Comments must be filed with the Board and served on Karl Morell, Of Counsel, BALL JANIK LLP, Suite 225, 1455 F Street, N.W., Washington, DC 20005, (202) 638-3307.

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

