



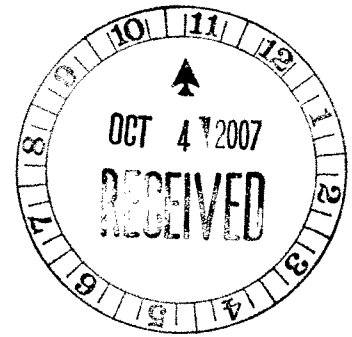
www.cn.ca

Law

Thomas J. Healey
Counsel - Regulatory

17641 S. Ashland Avenue
Homewood, IL 60430-1339

T - 708-332-4381
F - 708-332-4361
tom.healey@cn.ca



October 3, 2007

VIA FACSIMILE (202-245-0464)

Mr. Rick Davis
Surface Transportation Board
395 E Street, SW,
Washington, DC 20424

ENTERED
Office of Proceedings

OCT 03 2007

Part of
Public Record

Re: Docket No. AB-88 (Sub-No. 12X), Bessemer and Lake Erie Railroad
Company — Abandonment Exemption — in Branchton, Butler County,
Pennsylvania

Dear Mr. Davis:

Enclosed please find a Revised Verified Petition for Exemption. The only change with regard to this document consists of removing the reference to 49 U.S.C. §10904-10905. There are no alternate public uses associated with this proposed abandonment.

I will forward the Revised Verified Petition for Exemption, together with 10 copies of same, to Vernon Williams for filing.

Please feel free to contact me if you have any questions. Thank you for your assistance in this matter.

Respectfully submitted,

Thomas J. Healey
Attorney for
Bessemer and Lake Erie Railroad Company

Encls.

cc: Vernon Williams ✓

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-88 (SUB-NO. 12X)



BESSEMER AND LAKE ERIE RAILROAD COMPANY
— ABANDONMENT EXEMPTION —
IN BRANCHTON, BUTLER COUNTY, PENNSYLVANIA

REVISED VERIFIED PETITION FOR EXEMPTION

ENTERED
Office of Proceedings

OCT 03 2007

Part of
Public Record

Thomas J. Healey
17641 S. Ashland Avenue
Homewood, IL 60430-1345
(708) 332-4381
ATTORNEY FOR
BESSEMER AND LAKE ERIE
RAILROAD COMPANY

Dated: October 3, 2007

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-88 (SUB-NO. 12X)

BESSEMER AND LAKE ERIE RAILROAD COMPANY
— ABANDONMENT EXEMPTION —
IN BRANCHTON, BUTLER COUNTY, PENNSYLVANIA

**REVISED VERIFIED PETITION FOR EXEMPTION OF
BESSEMER AND LAKE ERIE RAILROAD COMPANY**

Bessemer and Lake Erie Railroad Company (“B&LE”) hereby petitions the Board, pursuant to 49 U.S.C. §10502, for an exemption from the prior approval requirements of 49 U.S.C. §§ 10903 to abandon the Line of railroad between Milepost 0.00 and Milepost 3.67 in Butler County, Pennsylvania (the “Line”). The Line is operated as FRA Class III railroad in Pennsylvania.

Currently, there is only one shipper on the Line who has, in the recent past, used the Line to a noticeable extent: J.S. McCormick (“JSM”). JSM is currently served via transload, and does not object to the abandonment. Correspondence from JSM indicating that they do not object to the abandonment is attached as Exhibit 1. JSM has been served with a copy of the Petition.

I. DESCRIPTION OF LINE TO BE ABANDONED

B&LE seeks to abandon the segment of track between Milepost 0.00 and Milepost 3.67 in Butler County, Pennsylvania. See the map attached hereto as Exhibit 2. Track and materials from the abandonment that are salvageable will be used for upgrading and maintaining other active rail lines. Remaining materials will be sold as scrap.

II. REQUIREMENTS OF 49 C.F.R. § 1117.1

A. Short, Plain Statement Of The Grounds Upon Which The Board's Jurisdiction Is Based.

The Board has jurisdiction over the proposed abandonment pursuant to its authority under 49 U.S.C. §10903.

In addition, 49 U.S.C. § 10502 requires the Board to exempt a person or transaction or a service from the statutory and regulatory requirements otherwise applicable to a rail carrier when the Board determines that statutory and regulatory requirements are (1) not necessary to carry out the rail transportation policy of 49 U.S.C. § 10101; and (2) either: (A) the transaction is of limited scope, or (B) regulation is not needed to protect shippers from the abuse of market power.

B. Short, Plain Statement Of The Claim Showing That The Petitioner Is Entitled To Relief.

B&LE requests that the Board grant to it, pursuant to the Board's authority under 49 U.S.C. § 10502, an exemption from the requirements of 49 U.S.C. §§ 10903 for the following reasons:

1. Requiring a Full Proceeding Is Not Necessary To Carry Out The Rail Transportation Policy of 49 U.S.C. § 10101.

Detailed scrutiny under 49 U.S.C. §§ 10903 is not necessary to carry out the rail transportation policy. By minimizing the administrative expense of abandoning this Line, an exemption will expedite regulatory decisions, reducing regulatory barriers to exit, foster sound economic conditions and encourage efficient management. (49 U.S.C. § 10101(2), (5), (7) and (9)). Other aspects of the rail transportation policy are not affected adversely.

2. The Transaction Is Of Limited Scope.

The transaction is also limited in scope since the proposed abandonment involves only 3.67 total miles of track, and the only shipper that was using the Line has indicated that it does not object to the abandonment.

3. Regulation Is Not Necessary To Protect Shippers From The Abuse Of Market Power.

Regulation of this abandonment by the Board is completely unnecessary to protect any shipper from the abuse of market power.

B&LE has worked with the lone shipper JSM, to provide a transloading operation to serve their facility.

The line has no overhead traffic, as it is a stub-ended branch line.

C. A Demand For The Relief The Petitioner Believes Is Appropriate.

B&LE seeks exemption pursuant to 49 U.S.C. § 10502 from the prior approval requirements of 49 U.S.C. §§ 10903 to abandon the segment of Line described previously between Milepost 0.00 and Milepost 3.67, a distance of 3.67 miles, in Butler County, Pennsylvania.

III. LEVEL OF LABOR PROTECTION TO BE IMPOSED

The appropriate level of labor protection that will be applied is that established in Oregon Short Line Co. – Abandonment – Goshen, 360 I.C.C. 91 (1979).

IV. ENVIRONMENTAL AND HISTORICAL REPORT

Information with respect to environmental and historic matters involved in the proposed abandonment is included in the Environmental and Historic Reports which were previously filed with the Board and served on necessary parties in accordance with the requirements of 49 C.F.R. §§ 1105.7 and 1105.8.

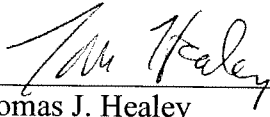
Based on information in our possession, the track segment to be abandoned does not contain Federally granted rights-of-way. Any documentation in the Petitioner's possession will be made available promptly to those requesting it.

CONCLUSION

WHEREFORE, B&LE respectfully requests that the Board exempt from the prior approval requirements of 49 U.S.C. §§ 10903 the abandonment of the segment of B&LE's Line between Milepost 0.00 and Milepost 3.67 in Butler County, Pennsylvania.

Dated: October 3, 2007

Respectfully submitted,



Thomas J. Healey
Attorney for the Bessemer &
Lake Erie Railroad Company
17641 South Ashland Avenue
Homewood, IL 60430-1345
Telephone: 708-332-4381
Fax: 708-332-4361



THE J. S. McCORMICK CO.

1043 BRANCHTON RD., BOYERS, PENNSYLVANIA 16020-6822

TELEPHONE: (724) 794-6356 / FAX: (724) 794-5882

June 7, 2007

Mr. Brian Buchanan
CN Railroad
17641 South Ashland Ave.
Homewood, IL 60430

Dear Brian;

As you know, J.S.McCormick has for many years utilized the rail services of the Bessemer and Lake Erie Railroad Company ("B&LE"). Recently, we were advised of B&LE'S intent to seek abandonment authority from the Surface Transportation Board ("STB") for a portion of the Hilliard's Branch that serves our facility at Boyers, Pa. As we have worked out a transloading operation with B&LE to continue to serve this facility, please be advised that we do not object to the proposed abandonment.

I understand that B&LE may submit this letter to the STB as an element of the abandonment proceeding.

Sincerely,

Brandon Snyder
President
The J.S.McCormick Co.



EXHIBIT 2

DOCKET NO. AB-88 (SUB-NO. 12X)

BESSEMER AND LAKE ERIE RAILROAD COMPANY
— ABANDONMENT EXEMPTION —
IN BUTLER COUNTY, PENNSYLVANIA

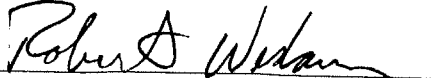
CERTIFICATE AND VERIFICATION

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

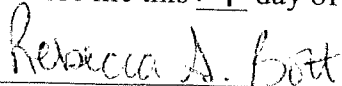
Robert M. Wedam, being duly sworn, deposes and says:

1. This Line has been primarily used to service one customer, J.S. McCormick ("JSM"). The Bessemer and Lake Erie Railroad Company ("B&LE") has worked with JSM to provide a transloading operation to serve their facility. There has been no other local traffic that has moved over the line of from milepost 0.00 to 3.67, a distance of 3.67 miles in Butler County, Branchton Pennsylvania, for at least two years, and that there is no overhead traffic to be rerouted over other lines; and
2. That no formal complaint filed by a user of rail service on the subject line (or a state or local government entity acting on behalf of such user) regarding cessation of service over the line is either pending with the Surface Transportation Board or any U.S. District Court or has been decided in favor of the complainant within the last two years; and
3. That he has read the foregoing Petition For Exemption, knows the facts therein asserted, and that the same are true as stated.

Date: September 17, 2007


Robert M. Wedam
Senior Manager – Network Strategies
Illinois Central Railroad Company

Subscribed and sworn to
before me this 17th day of September, 2007.


Notary Public

OFFICIAL SEAL
REBECCA S BOTT
Notary Public - State of Illinois
My Commission Expires Jun 8, 2010

CERTIFICATE

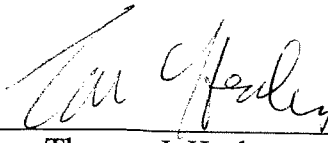
I, Thomas J. Healey, an attorney for Bessemer and Lake Erie Railroad (“B&LE”), hereby certify that, for the proceeding before the Surface Transportation Board known as Docket No. AB-88 (Sub-No. 12X), B&LE — Abandonment Exemption — in Branchton, Butler County, Pennsylvania:

(1) The notice requirements of 49 C.F.R. § 1152.50(d)(1) have been complied with, to-wit: On August 28, 2007, written notice was mailed to the: (a) PennDOT Central Office; (b) U.S. Department of Defense, MTMCTEA; (c) U.S. Department of Agriculture; and (d) National Center for Recreation and Conservation (copies of which are attached hereto as Attachments 1-4).

(2) The notice requirements of 49 C.F.R. § 1105.11 have been complied with, to wit: On August 15, 2007, the Environmental Report and Historic Report for this proceeding, which reports have also been filed with the Surface Transportation Board, and the accompanying transmittal letters in the form set forth in 49 C.F.R. § 1105.11 (a sample of which is attached hereto as Attachment 5) were served by first class mail, postage prepaid, on the parties listed on Attachment 6, which list includes the state historic preservation officer, as required by 49 C.F.R. § 1105.7(b) and § 1105.11.

(3) A newspaper notice was published on June 24, 2007, in The Butler Eagle, a newspaper of general circulation in Butler County, Pennsylvania. The notice alerted the public to the proposed abandonment, to possible reuse alternatives, and to procedures

for participating in the STB proceeding. A copy of the notice and Affidavit of Publication are attached to this Certificate as Attachment 7.



Thomas J. Healey

Dated: September 17, 2007



www.cn.ca

Law

Thomas J. Healey
Counsel - Regulatory

17641 S. Ashland Avenue
Homewood, IL 60430-1339

T - 708-332-4381
F - 708-332-4361
tom.healey@cn.ca

August 28, 2007

PennDOT Central Office
Keystone Building
400 North Street
Harrisburg, PA 17120

Re: Docket No. AB-88 (Sub-No. 12X), Bessemer and Lake Erie Railroad Company
Petition of Exemption in Butler County, Pennsylvania

Dear Sir/Madam:

This is to inform you that pursuant to 49 C.F.R. § 1152.60 (Petitions for Abandonments or Discontinuance of Service and Trackage Rights), Bessemer and Lake Erie Railroad Company ("B&LE") shall on or after September 12, 2007, file a Petition of Exemption with the Surface Transportation Board for approval to abandon approximately 3.67 miles of railroad line between milepost 0.00 and milepost 3.67 in Butler County, Pennsylvania. Such line runs through U.S. Postal Zip Codes 16020 and 16021.

The exemption procedures set forth in § 1152.60 are being used in this case since this line has been primarily used to service one customer, J.S. McCormick ("JSM"). B&LE has worked with JSM to provide a transloading operation to service their facility. Any potential overhead traffic on this line can be rerouted over other lines. Any documentation in the railroad's possession will be made available promptly to those requesting it.

Sincerely,

Thomas J. Healey
Attorney for Bessemer and Lake Erie Railroad Company



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Law

Thomas J. Healey
Counsel - Regulatory

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Homewood, IL 60430-1339

T - 708-332-4381
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tom.healey@cn.ca

August 28, 2007

United States Department of Defense
MTMCTEA
Attn: Railroads for National Defense
720 Thimble Shoals Blvd., Suite 130
Newport News, VA 23606-2574

Re: Docket No. AB-88 (Sub-No. 12X), Bessemer and Lake Erie Railroad Company
Petition of Exemption in Butler County, Pennsylvania

Dear Sir/Madam:

This is to inform you that pursuant to 49 C.F.R. § 1152.60 (Petitions for Abandonments or Discontinuance of Service and Trackage Rights), Bessemer and Lake Erie Railroad Company (B&LE) shall on or after September 12, 2007, file a Petition of Exemption with the Surface Transportation Board for approval to abandon approximately 3.67 miles of railroad line between milepost 0.00 and milepost 3.67 in Butler County, Pennsylvania. Such line runs through U.S. Postal Zip Codes 16020 and 16021.

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Sincerely,

Thomas J. Healey
Attorney for Bessemer and Lake Erie Railroad Company



www.cn.ca

Law

Thomas J. Healey
Counsel - Regulatory

17641 S. Ashland Avenue
Homewood, IL 60430-1339

T - 708-332-4381

F - 708-332-4361

tom.healey@cn.ca

August 28, 2007

Mr. Dale Bosworth
Chief, Forest Service
U.S. Department of Agriculture
1400 Independence Ave., S.W.
Washington, DC 20250

Re: Docket No. AB-88 (Sub-No. 12X), Bessemer and Lake Erie Railroad Company
Petition of Exemption in Butler County, Pennsylvania

Dear Mr. Bosworth:

This is to inform you that pursuant to 49 C.F.R. § 1152.60 (Petitions for Abandonments or Discontinuance of Service and Trackage Rights), Bessemer and Lake Erie Railroad Company (B&LE) shall on or after September 12, 2007, file a Petition of Exemption with the Surface Transportation Board for approval to abandon approximately 3.67 miles of railroad line between milepost 0.00 and milepost 3.67 in Butler County, Pennsylvania. Such line runs through U.S. Postal Zip Codes 16020 and 16021.

The exemption procedures set forth in § 1152.60 are being used in this case since this line has been primarily used to service one customer, J.S. McCormick ("JSM"). B&LE has worked with JSM to provide a transloading operation to service their facility. Any potential overhead traffic on this line can be rerouted over other lines. Any documentation in the railroad's possession will be made available promptly to those requesting it.

Sincerely,

Thomas J. Healey
Attorney for Bessemer and Lake Erie Railroad Company



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Law

Thomas J. Healey
Counsel - Regulatory

17641 S. Ashland Avenue
Homewood, IL 60430-1339

T - 708-332-4381
F - 708-332-4361
tom.healey@cn.ca

August 28, 2007

Mr. Thomas Ross
Division Chief
National Center for Recreation and Conservation
National Park Service
1849 C. Street, N.W.
Org. Code 2220
Washington, D.C. 20420

Re: Docket No. AB-88 (Sub-No. 12X), Bessemer and Lake Erie Railroad Company
Petition of Exemption in Butler County, Pennsylvania

Dear Sir/Madam:

This is to inform you that pursuant to 49 C.F.R. § 1152.60 (Petitions for Abandonments or Discontinuance of Service and Trackage Rights), Bessemer and Lake Erie Railroad Company (B&LE) shall on or after September 12, 2007, file a Petition of Exemption with the Surface Transportation Board for approval to abandon approximately 3.67 miles of railroad line between milepost 0.00 and milepost 3.67 in Butler County, Pennsylvania. Such line runs through U.S. Postal Zip Codes 16020 and 16021.

The exemption procedures set forth in § 1152.60 are being used in this case since this line has been primarily used to service one customer, J.S. McCormick ("JSM"). B&LE has worked with JSM to provide a transloading operation to service their facility. Any potential overhead traffic on this line can be rerouted over other lines. Any documentation in the railroad's possession will be made available promptly to those requesting it.

Sincerely,

Thomas J. Healey
Attorney for Bessemer and Lake Erie Railroad Company



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Law

Thomas J. Healey
Counsel - Regulatory

17641 S. Ashland Avenue
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tom.healey@cn.ca

August 15, 2007

**Re: Bessemer and Lake Erie Railroad Company Petition For Exemption for Abandonment –
Butler County, Pennsylvania - Docket AB-88 (Sub-No. 12X)**

To Whom It May Concern:

Any time on or after September 12, 2007, Bessemer and Lake Erie Railroad Company ("B&LE") expects to file with the Surface Transportation Board ("STB") a Petition for Exemption seeking authority to abandon a railroad line located between milepost 0.00 and milepost 3.67, a distance of 3.67 miles, in Butler County, Pennsylvania. Enclosed is an Environmental Report and a Historic Report describing the proposed action and any expected environmental and historical effects, as well as a map of the affected area.

We are providing this report so that you may review the information that will form the basis for the STB's independent environmental and historical analysis of this proceeding. If any of the information is misleading or incorrect, if you believe that pertinent information is missing, or if you have any questions about the STB's environmental and historic review process, please contact their Section of Environmental Analysis (SEA), at the Surface Transportation Board, 395 E Street, SW, Washington, D.C. 20423-0001, (202) 245-0245, and refer to the above docket number.

B&LE will file the Environmental Report and Historic Report with the STB on or about August 15, 2007. Because the applicable statutes and regulations impose stringent deadlines for processing this action, your written comments to the STB (with a copy to the undersigned) would be appreciated within three weeks. Your comments will be considered by the STB in evaluating the environmental and historical impact of the contemplated action.

If there are any questions concerning this proposal, please contact the undersigned directly at (708) 332-4381 or by mail at the above address.

Sincerely,

Thomas J. Healey
Attorney for
Bessemer and Lake Erie Railroad Company

Encls.

Pennsylvania State Clearinghouse
Health & Welfare Building
7th & Forster Streets
Harrisburg, PA 17120

Pennsylvania Coastal Resources Management
Program
Water Planning Office
2nd Floor
400 Market Street
Harrisburg, PA 17105-2063

US EPA Region 3
1650 Arch Street (3PM52)
Philadelphia, PA 19103-2029

Ms. Tammy Palmatier
U.S. Fish & Wildlife Service
Pennsylvania Field Office
315 South Allen Street, Suite 322
State College, PA 16801-4850

Mr. Ed Voigt
U.S. Army Corps of Engineers
Philadelphia District
The Wanamaker Building
100 Penn Square East
Philadelphia, PA 19107-3390

Natural Resources Conservation Service
Butler County Field Office
625 Evans City Road, Suite 102
Butler, PA 16001

Mr. Terry J. LaFountain, P.L.S.
National Geodetic Survey
CORS, Harrisburg, PA
N/NGS1, SSMC3, 1315 East-West Highway
Silver Spring, MD 20910-3282

Mr. Jim Rhea, Manager
USDA
Butler County Local Office
625 Evans City Road, Suite 101
Butler, PA 16001-8704

Mr. Scott Lowe, Commissioner
Board of Commissioners
5th Floor, County Government Center
124 West Diamond Street
PO Box 1208
Butler, PA 16003

PennDOT Central Office
Keystone Building
400 North Street
Harrisburg, PA 17120

Ms. Chrysandra Walter, Regional Director
Northeast Region
National Park Service
U.S. Custom House
200 Chestnut St., 5th Floor
Philadelphia, PA 19106

Ms. Kelly Burch, Regional Director
PA Department of Environmental Protection
Northwest Regional Office
230 Chestnut Street
Meadville, PA 16335-3481

Mr. Douglas C. McLearen, Chief
Bureau for Historic Preservation
Commonwealth keystone Building, 2nd Floor
400 North Street
Harrisburg, PA 17120-0093

Mr. Brandon Snyder
President
The J.S. McCormick Co.
1043 Branchton Road
Boyers, Pennsylvania 16020

Proof of Publication of Notice in Butler Eagle

Under Act No. 587, Approved May 16, 1929

State of Pennsylvania,
County of Butler.

Donna Bobby

Of the Eagle Printing Company, Inc., of the County and State aforesaid, being duly sworn, deposes and says that the BUTLER EAGLE, a newspaper of general circulation published at 114 West Diamond Street, City of Butler, County and State aforesaid, was established 1869, since which date the BUTLER EAGLE has been regularly issued in said County, and that the printed notice or publication attached hereto is exactly the same as was printed and published in the regular editions and issues of the said BUTLER EAGLE on the following dates, viz.

24th

Day of

June

A.D. 2007

and the

Affiant further deposes that the Ad Taker is duly authorized by the EAGLE PRINTING COMPANY, a corporation, publisher of said BUTLER EAGLE, a newspaper of general circulation, to verify the foregoing statement under oath, and Affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Copy of Notice or Publication

LEGAL NOTICE
BESSEMER AND LAKE
ERIE RAILROAD COMP-
ANY gives notice that on or
after July 31, 2007, it intends
to file with the Surface
Transportation Board,
Washington, DC 20423, a
notice of exemption under
49 CFR 1152 Subpart F-
Exempt Abandonments, per-
mitting the abandonment of
approximately 3.67 miles of
railroad line between mile-
post 0.00 and milepost 3.67
in Butler County, Branchton
to Annendale, Pennsylvania,
which line traverses through
U.S. Postal Zip Codes
16020 and 16021. The pro-
ceeding will be docketed as
AB-88 (Sub No. 12X).
The Board's Section of
Environmental Analysis

Donna Bobby
Butler Eagle

Sworn to and subscribed before me this 24th

Day of June 2007

My Commission Expires: _____ Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Ronald A. Vodenichar, Notary Public
City Of Butler, Butler County
My Commission Expires July 12, 2008

Member, Pennsylvania Association Of Notaries

Statement of Advertising Costs

CN Law Department