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G&E GOLLATZ
GRIFFIN
& EWING
ATTORNEYS - AT - LAW

ERIC M. HOCKY
DIRECT DIAL 215.320.3720
emhocky@ggelaw.com

216867



June 27, 2006
VIA: UPS Overnight

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building # 711
1925 K Street, N.W.
Washington, D.C. 20006

RE: STB Finance Docket No. 34838
The Arkansas, Louisiana & Mississippi Railroad Company -
Lease and Operation Exemption -
Union Pacific Railroad Company
Notice of Exemption

Dear Secretary Williams:

Enclosed for filing please find the original and 10 copies of the Notice of Exemption being filed by The Arkansas, Louisiana & Mississippi Railroad Company. Also enclosed is our check in the amount of \$1,500 representing the filing fee.

Please time-stamp the enclosed extra copy of the letter and Notice and return them to me in the stamped self-addressed envelope provided for your convenience.

Respectfully submitted,

Eric M. Hocky
Attorney for The Arkansas, Louisiana &
Mississippi Railroad Company

ENTERED
Office of Proceedings

JUN 28 2006

Part of
Public Record

FILED

Enclosures

JUN 28 2006

SURFACE
TRANSPORTATION BOARD

FEE RECEIVED

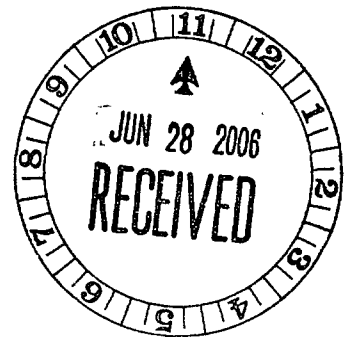
JUN 28 2006

SURFACE
TRANSPORTATION BOARD

GOLLATZ, GRIFFIN & EWING, P.C.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34838



THE ARKANSAS, LOUISIANA & MISSISSIPPI
RAILROAD COMPANY
- LEASE AND OPERATION EXEMPTION -
UNION PACIFIC RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

UNDER 49 U.S.C. §10902

FEE RECEIVED

JUN 28 2006

SURFACE
TRANSPORTATION BOARD

ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
Four Penn Center, Suite 200
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
(215) 563-9400

Attorneys for
The Arkansas, Louisiana & Mississippi Railroad
Company

Dated: June 27, 2006

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Office of Proceedings

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Public Record

FILED

JUN 28 2006

SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34838

**THE ARKANSAS, LOUISIANA & MISSISSIPPI
RAILROAD COMPANY
– LEASE AND OPERATION EXEMPTION –
UNION PACIFIC RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902**

This Verified Notice is filed pursuant to 49 C.F.R. §1150.41 by a Class III carrier, The Arkansas, Louisiana & Mississippi Railroad Company ("ALM"), to exempt from regulation under 49 U.S.C. §10902 its lease from Union Pacific Railroad Company ("UP"), and the operation, of the line of railroad (the "Rail Line") known as UP's Bastrop Industrial Lead between Milepost 551.76 north of Bastrop, Louisiana and Milepost 556.0 at a point south of Bastrop, Louisiana, including all yard tracks, as shown on the map attached as Exhibit A. The total mileage of the Rail Line to be leased and operated is approximately 4.24 miles.

Notice

In accordance with 49 C.F.R. §1150.43, ALM hereby states as follows:

- (a) The full name and address of Applicant are: The Arkansas, Louisiana & Mississippi Railroad Company, 4337 Pablo Oaks Court, Suite 200, Jacksonville, FL 32224.
- (b) The name, address and telephone number of the representative of ALM who should receive correspondence are: Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-

2808; (215) 563-9400.

(c) ALM and UP will be entering into an agreement covering ALM's lease of the Rail Line.

(d) The current owner and operator of the Rail Line is Union Pacific Railroad Company.

(e) Brief Summary of the Proposed Transaction:

ALM will be leasing the Rail Line from UP. ALM is an experienced Class III carrier whose existing rail lines connect to the Rail Line at approximately milepost 23 in Bastrop, Louisiana. The parties believe that the locally-based ALM can more effectively and efficiently serve the needs of shippers on the Rail Line.

(1) UP, 1400 Douglas Street, Omaha, NE 68179, will be leasing the Rail line to ALM.

(2) ALM will commence operations on or after July 5, 2006, and after it has finalized its lease with UP.

(3) The mileposts of the Rail Line are between Milepost 551.76 north of Bastrop, Louisiana and Milepost 556.0 at a point south of Bastrop, Louisiana, including all yard tracks.

(4) The total mileage to be leased and operated is approximately 4.24 miles.

(f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Line.

(g) ALM certifies that its projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier.

(h) ALM's annual revenues after consummation of the transaction will exceed \$5,000,000. Pursuant to 49 C.F.R. §1150.42(e), ALM posted the required notice to employees on the Rail Line, gave notice to the national offices of the labor unions with employees on the Rail Line, and filed the required certification with the Board on February 17, 2006, more than 60 days prior to the proposed consummation date. Attached as Exhibit B is a copy of the certification and notice.

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2), no environmental documentation should be required because this proceeding involves authority for a lease for continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(c)(4) or (5).

No historic report under 49 C.F.R. §1105.8(b)(1) should be required because the transaction merely involves a lease for continued rail operations, and further Board approval is required to discontinue or abandon any service. ALM has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Labor Protection

ALM is a Class III carrier, and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subjected to labor protection conditions.

Caption Summary

Attached hereto as Exhibit C is the caption summary required by 49 C.F.R.

§1150.44.

Respectfully submitted,



ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
Four Penn Center
Suite 200
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
(215) 563-9400

Attorneys for
The Arkansas, Louisiana & Mississippi Railroad
Company

Dated: June 27, 2006

VERIFICATION

I, Billy Eason, President of The Arkansas, Louisiana & Mississippi
Railroad Company verify under penalty of perjury that the foregoing is true and correct.
Further, I certify that I am qualified and authorized to file the foregoing document.

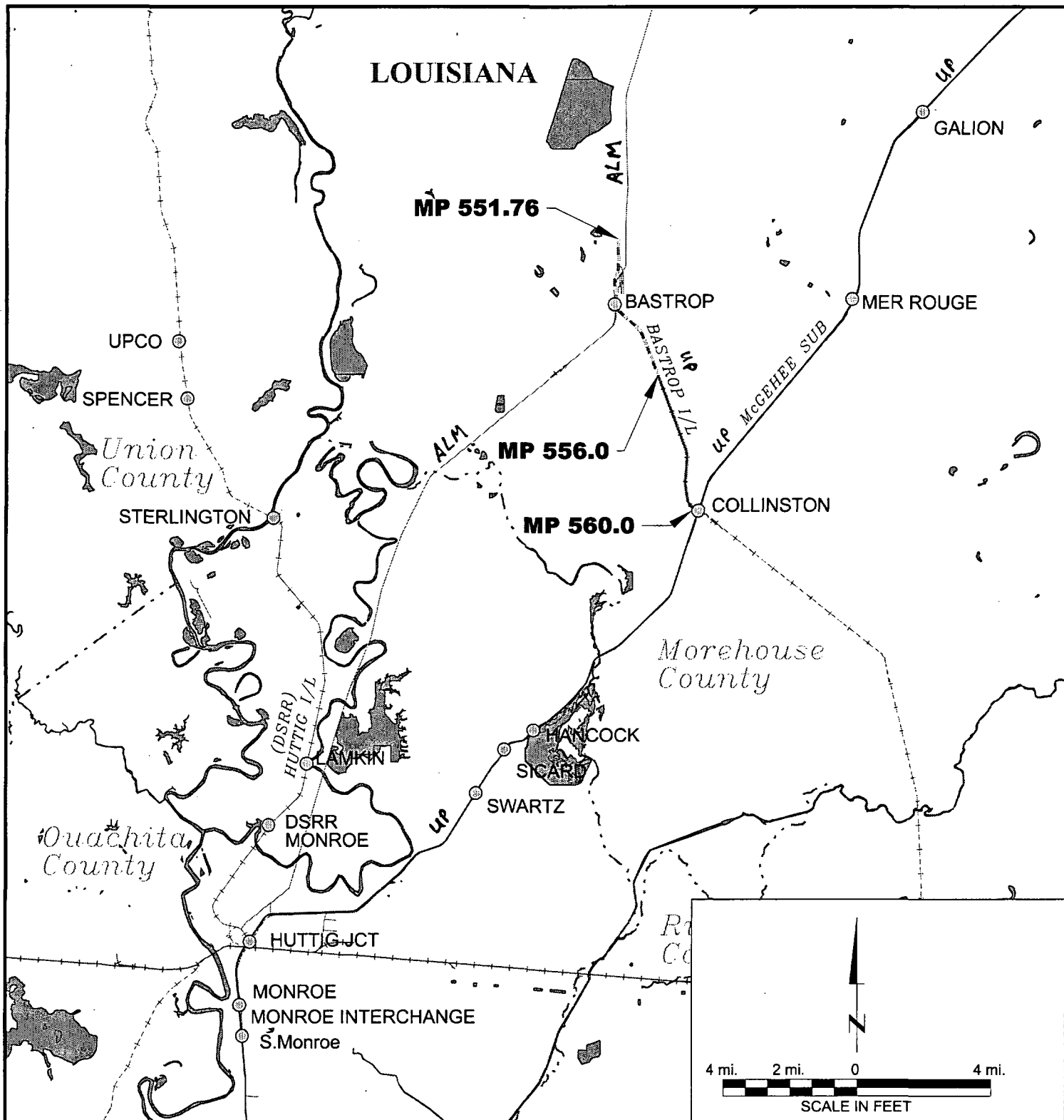
Executed on June 27, 2006.



Billy Eason

MAP

EXHIBIT A



LEGEND:

- POTENTIAL ABANDONMENT (up)
- LEASED TO ALM
- UNION PACIFIC (up)
- ALM
- OTHER RAILROADS

EXHIBIT A



**Union Pacific Railroad
and
Arkansas Louisiana & Mississippi Railroad**

SCALE: N.T.S.	MADE BY: BAG	DATE: 12/14/04	FILE NO.
	CHECKED BY:	DATE:	

Bastrop, Louisiana

FIGURE

LABOR CERTIFICATION AND NOTICE

EXHIBIT B

FOUR PENN CENTER
SUITE 200
1600 JOHN F. KENNEDY BLVD.
PHILADELPHIA, PA 19103-2808
TELEPHONE 215.563.9400
FACSIMILE 215.665.9988
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GC&E GOLLATZ
GRIFFIN
& EWING
ATTORNEYS - AT - LAW

ERIC M. HOCKY
DIRECT DIAL 215.320.3720
emhocky@ggelaw.com

February 16, 2006
VIA: UPS Overnight

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building # 711
1925 K Street, N.W.
Washington, D.C. 20006

RE: STB Finance Docket No. 34838
The Arkansas, Louisiana & Mississippi Railroad Company -
Lease and Operation Exemption -
Union Pacific Railroad Company
Labor Notice Certification

Dear Secretary Williams:

The Arkansas, Louisiana & Mississippi Railroad Company ("ALM") hereby certifies that on February 15, 2006, a copy of the enclosed Notice was posted at the workplace of Union Pacific Railroad Company employees in Monroe, Louisiana. ALM further certifies that it is serving by overnight delivery, a copy of this letter and the enclosed Notice on the national offices of the labor unions shown below.

Ten copies of this letter and Notice are enclosed for filing with the Board. Please time-stamp the enclosed extra copy of the letter and Notice and return them to me in the stamped self-addressed envelope provided for your convenience.

Respectfully submitted,



Eric M. Hocky
Attorney for The Arkansas, Louisiana &
Mississippi Railroad Company

Enclosure

GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON

Honorable Vernon A. Williams, Secretary
February 16, 2006
Page 2

cc via UPS Overnight w/encl.:

Mr. Dan M. Hahs
International President
**Brotherhood of Locomotive
Engineers & Trainmen**
Standard Building
1370 Ontario Street
Cleveland, OH 44113-1702

Mr. Freddie N. Simpson
President
**Brotherhood of Maintenance
of Way Employees**
20300 Civic Center Drive
26555 Evergreen Road
Southfield, MI 48076-4169

Mr. Paul Thompson
President
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Mr. W.D. Pickett, Jr.
President
**Brotherhood of Railroad
Signalmen**
917 Shenandoah Shores Road
Front Royal, VA 22630-6418

Honorable Vernon A. Williams, Secretary
February 16, 2006
Page 3

bcc via email:

Billy Eason
Bill Jasper
Murray Cook
Michael Erwin
Gary Johnson

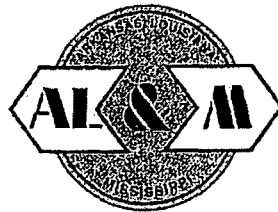
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GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON



a Genesee & Wyoming Company

Before the

SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34838

**THE ARKANSAS, LOUISIANA & MISSISSIPPI
RAILROAD COMPANY
- LEASE AND OPERATION EXEMPTION -
UNION PACIFIC RAILROAD COMPANY**

**NOTICE OF INTENT DIRECTED TO EMPLOYEES OF
UNION PACIFIC RAILROAD COMPANY**

Pursuant to the regulations of the Surface Transportation Board (the "Board") at 49 CFR §1150.42(e), The Arkansas Louisiana & Mississippi Railroad Company ("ALM"), a Class III rail carrier, hereby gives notice of its intent to lease from Union Pacific Railroad Company ("UP"), and operate UP's Bastrop Industrial Lead between Milepost 551.76 north of Bastrop, Louisiana and Milepost 556.0 at a point south of Bastrop, Louisiana, including all yard tracks. The lease is intended to be effective on or after the later of April 15, 2006, or 60 days after certification of the posting of this notice is filed with the Surface Transportation Board.

As a result of the transaction, ALM preliminarily estimates that no additional jobs will be created.

The Arkansas Louisiana & Mississippi Railroad
Company

Dated: February 14, 2006

By:

Mike Erwin

General Manager

140 Plywood Mill Road

Crossett, Arkansas 76135

Before the

SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34838

**THE ARKANSAS, LOUISIANA & MISSISSIPPI
RAILROAD COMPANY
- LEASE AND OPERATION EXEMPTION -
UNION PACIFIC RAILROAD COMPANY**

**CERTIFICATE OF
UNION PACIFIC RAILROAD COMPANY**

The attached Notice of Intent was posted at

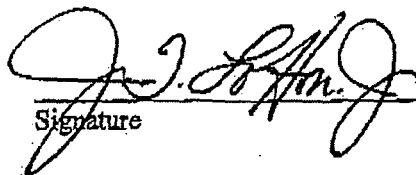
Monroe, Louisiana

I, J. T. LOFTON, JR of Union Pacific

Railroad Company, certify under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on February 15, 2006.


Signature

CAPTION SUMMARY

EXHIBIT C

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB FINANCE DOCKET NO. 34838

THE ARKANSAS, LOUISIANA & MISSISSIPPI
RAILROAD COMPANY
– LEASE AND OPERATION EXEMPTION –
UNION PACIFIC RAILROAD COMPANY

The Arkansas, Louisiana & Mississippi Railroad Company (“ALM”), a Class III carrier, has filed a Notice of Exemption to lease and operate approximately 4.24 miles of rail line owned and operated by Union Pacific Railroad Company (“UP”) known as UP's Bastrop Industrial Lead between Milepost 551.76 north of Bastrop, Louisiana and Milepost 556.0 at a point south of Bastrop, Louisiana, including all yard tracks.

Comments must be filed with the Board and served on ALM's representative, Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-2808; (215) 563-9400.

The 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.