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December 1, 2025
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Transportation Solutions for the 21st Century

2001 L Street NW, Suite 720
Washington, DC 20036

Rose-Michele Nardi
rnardi@mullinslawgroup.net
mullinslawgroup.net

Telephone: (202) 663-7850
Direct: (202) 663-7852
Facsimile: (202) 464-3189

December 1, 2025

VIA E-FILING

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Re: Northern Lines Railway, LLC – Amended Lease and Operation Exemption
Containing Interchange Commitment – BNSF Railway Company, FD 36891

Dear Chief of Case Administration:

Pursuant to 49 U.S.C. § 10902 and 49 C.F.R. § 1150.41, et seq., Northern Lines Railway, LLC hereby files this Verified Notice of Exemption to continue to lease from BNSF Railway Company (“BNSF”) and operate over approximately 14.13 miles of rail line in Stearns, Sherburne, and Benton Counties, Minnesota.

The requisite filing fee in the amount of \$2,500, pursuant to 49 C.F.R. § 1002.2(f)(14)(ii), has been paid via Pay.gov. If there are any questions about this matter, please contact me directly, either by telephone at 202-663-7852 or by e-mail at rnardi@mullinslawgroup.net. If I am unavailable, you may contact Spencer M. Naake, who can be reached at (202) 663-7829 or by e-mail at snaake@mullinslawgroup.net.

Sincerely,

/s/ Rose-Michele Nardi

Rose-Michele Nardi
Counsel for Northern Lines Railway, LLC

Enclosures

FILED
December 1, 2025
SURFACE TRANSPORTATION BOARD

FEE RECEIVED
December 1, 2025
SURFACE TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36891

**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
CONTAINING INTERCHANGE COMMITMENT–
BNSF RAILWAY COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.**

**Rose-Michele Nardi
Spencer M. Naake
MULLINS LAW GROUP PLLC
2001 L Street, NW, Suite 720
Washington, DC 20036
Tel: (202) 663-7852
Fax: (202) 459-2115
rnardi@mullinslawgroup.net**

Counsel for Northern Lines Railway, LLC

December 1, 2025

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36891

**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
CONTAINING INTERCHANGE COMMITMENT–
BNSF RAILWAY COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.**

INTRODUCTION

Pursuant to 49 C.F.R. § 1150.41, et seq., Northern Lines Railway, LLC (“NLR” or “Applicant”), a Class III railroad common carrier, hereby files this Verified Notice of Exemption (the “Notice”) with the Surface Transportation Board (the “STB” or “Board”) to continue to lease from BNSF Railway Company (“BNSF”) and operate over approximately 14.13 miles of rail line in Stearns, Sherburne, and Benton Counties, Minnesota.¹

NLR originally received STB authority to lease from BNSF and operate over approximately 22.4 miles of rail line in Stearns, Sherburne, and Benton Counties, Minnesota in a

¹ NLR is also leasing certain yard track from BNSF. However, NLR’s lease of and operations over yard tracks does not require STB authority pursuant to 49 USC 10906. See e.g., Transco Railway Products, Inc. – Acquisition and Operation Exemption - D&W Railroad LLC, FD 35688 (STB served March 4, 2013) (referring to “§ 10906 spur or **yard** track”) (emphasis added); NewVista Property Holdings, LLC – Petition for Declaratory Order, FD 36040 (STB served March 17, 2017) (noting that in prior decision in same proceeding the Board explained the subject track was “excepted yard track under 49 U.S.C. § 10906...”).

decision served January 6, 2005 (the “Original Decision”).² The Original Decision also included certain incidental trackage rights, which were clarified in a subsequent decision later that year.³

In the intervening years, NLR received STB authority to discontinue service over various portions of the Original Line (as that term is defined in footnote 2).⁴ Accordingly, as described further below, NLR currently operates over approximately 14.13 miles of rail line in Stearns, Sherburne, and Benton Counties, Minnesota, plus certain incidental trackage rights.

² The approximately 22.4 miles of rail line extended “(a) from the 33rd Street crossing, approximately milepost 76.03, in St. Cloud, MN, exclusive of the actual crossing, approximately one-half mile west of the St. Cloud Yard, to the current end-of-track in St. Joseph, MN, approximately milepost 81.11 at Borgert Road, Line Segment 204 [“Segment A”]; and (b) from Rice Junction in St. Cloud, MN, approximately milepost 0.0 of the Cold Spring line to the current end-of-track west of Cold Spring, MN, approximately milepost 16.98 near 178th Street, BNSF Line Segment 203 [“Segment B”], as well as certain related yard and industry tracks. (Segment A and Segment B shall be collectively referred to in this Notice as the “Original Line”). See Northern Lines Railway, LLC – Lease and Operation Exemption – The Burlington Northern and Santa Fe Railway Company, FD 34627 (STB served January 6, 2005).

³ See Northern Lines Railway, LLC – Lease and Operation Exemption – The Burlington Northern and Santa Fe Railway Company, FD 34627 (STB served June 3, 2005) (“June 2005 Decision”).

⁴ Subsequent to 2004, NLR has received STB authority to discontinue portions of each of Segment A and Segment B, totaling 8.27 miles. In 2007, NLR received STB authority to discontinue service over 0.77 miles of Segment B of the Original Line between milepost 16.21 and milepost 16.98, near Cold Spring, in Stearns County, MN. See Northern Lines Railway, LLC- Discontinuance of Service Exemption – In Stearns County, MN, AB 1011X (STB served June 6, 2007). In 2011, NLR received STB authority to discontinue service over an additional 7.05 miles of Segment B of the Original Line between milepost 9.16 at Rockville and milepost 16.21 at Cold Spring, in Stearns County, MN. See Northern Lines Railway, LLC- Discontinuance of Service Exemption – In Stearns County, Minn., AB 1011 (Sub-No. 1X) (STB served May 20, 2011). And, in 2016, NLR received STB authority to discontinue service over approximately 0.45 miles of Segment A of the Original Line between milepost 80.66 and milepost 81.11 in St. Joseph, Stearns County, MN. See Northern Lines Railway, LLC- Discontinuance of Service Exemption – In Stearns County, MN, AB 1011 (Sub-No. 2X) (STB served March 4, 2016). In addition, NLR sought discontinuance authority over certain track, to the extent it was not exempt industry track, to ensure awareness by the public that operations over such track was being transferred to BNSF. This track “connect[ed] to the BNSF main lines between milepost 73 and milepost 75 and include[d]: (a) All tracks accessed by Main 1 from Tracks 9967 and 9966; (b) Track 0132 along with Track 0146 and Track 1046’s connecting industries within the wye complex at main line milepost 74; and (c) Track 0162, also known as Transfer 2.” See Northern Lines Railway Company, LLC – Discontinuance of Service Exemption – In Stearns and Benton Counties, Minn., AB 1011 (Sub-No. 3X) (served Sept. 27, 2016).

Over the years, the original 2004 lease agreement has been amended from time to time.⁵ BNSF and NLR have agreed to further amend the lease agreement, effective January 1, 2026. NLR hereby seeks approval of this lease amendment by filing this Notice.

NLR only physically connects to BNSF; however, there are provisions in the 2004 original lease agreement that could be interpreted as an interchange commitment, as that term is used in 49 C.F.R. § 1150.43(h). In 2004, there was no STB requirement to disclose interchange commitments. Although the subject amendment does not change the nature of the interchange commitment in the original 2004 lease, NLR is disclosing in this Notice the existence of the 2004 interchange commitment.

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

(a) Full name and address of the Class III rail carrier applicant.

Northern Lines Railway, LLC
601 20th Ave. North, Suite C
St. Cloud, MN 56303

(b) Name, Address, and Telephone Number of Representatives to Receive Correspondence:

NLR's representatives are:

Rose-Michele Nardi
Spencer M. Naake
MULLINS LAW GROUP PLLC
2001 L Street NW, Suite 720
Washington, DC 20036
Tel: (202) 663-7831

⁵ Recently, the Board indicated that all lease amendments require new operating authority from the Board. See Kansas & Oklahoma Railroad, Inc. – Acquisition Exemption – Central Kansas Railway, LLC, FD 34030 (STB served Feb 25, 2025). This was unclear at the time NLR entered into its prior lease amendments.

(c) Statement that an agreement has been reached or details about when an agreement will be reached.

NLR and BNSF have recently executed a lease amendment, effective January 1, 2026. In addition, the parties expect soon to enter into an amendment to the trackage rights agreement governing the incidental trackage rights.

(d) Operator of the property.

NLR, a Class III rail carrier, has been the operator of the Line (as defined below in Item (e)(3)) since 2005 and will remain the operator of the Line.

(e) Brief Summary of the Transaction.

NLR and BNSF have agreed to a new amendment governing NLR's lease of certain BNSF rail lines. The new amendment modifies various provisions of the lease, including extending its term. The parties also expect soon to enter into an amendment to the trackage rights agreement that reflects the current use (and nonuse) of the incidental trackage rights described in the June 2005 Decision.

(1) The name and address of the railroad transferring the subject property.

BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131

(2) The proposed time schedule for consummation of the transaction.

NLR intends to consummate the lease amendment on January 1, 2026, and intends to consummate an amendment to the trackage rights agreement governing the incidental trackage rights on or after January 1, 2026.

(3) The Mileposts of the subject property, including any branch lines:

NLR will continue to lease the subject rail line, which extends (a) from the 33rd Ave N crossing, approximately milepost 76.03, in St. Cloud, MN, exclusive of the actual crossing,

approximately one-half mile west of the St. Cloud Yard, to milepost 80.66 in St. Joseph, MN; and (b) from Rice Junction in St. Cloud, MN, approximately milepost 0.0 in Cold Spring, MN to approximately milepost 9.16 at Rockville, MN (clauses (a) and (b) collectively, the “Line”) in Stearns, Sherburne, and Benton Counties, Minnesota.

In addition, NLR will continue to exercise its incidental trackage rights over the following BNSF track, which generally connects the St Cloud Yard to the leased tracks: the track between the west clearance point of the Track 11 switch in the St. Cloud Yard and 33rd Ave N crossing, inclusive (approximately one half mile west of the St. Cloud Yard), including the right to serve all industries (and their successors) that at the “Effective Date” have access to that portion of the subject trackage between 25th Ave N and 33rd Ave N.⁶

(4) The total route miles being leased:

The total mileage to be leased is approximately 14.31 miles of rail lines. In addition, NLR will exercise the incidental trackage rights described above.

(f) Map

A map depicting the Line and incidental trackage rights is attached as Exhibit A.

(g) Certificate of Compliance with the provisions of 49 C.F.R. § 1150.43(g)

Pursuant to 49 C.F.R § 1150.43(g), a certificate concerning NLR’s projected revenues is attached as Exhibit B. In addition, NLR’s annual revenues will not exceed \$5 million dollars following the consummation of the lease amendment. Therefore, NLR need not comply with the 60-day advance notice and posting requirements set forth at 49 C.F.R. § 1150.42(e).

⁶ NLR, in the near term, expects to file with the Board for discontinuance authority for other segments of incidental trackage rights it previously obtained in connection with the Original Lease.

(h) Interchange Commitments

NLR will continue to operate to interchange traffic with BNSF in St Cloud Yard. Although NLR only physically connects to BNSF, the STB previously indicated that an interchange commitment still must be disclosed.⁷ Accordingly, pursuant to 49 C.F.R. § 1150.43(h), NLR certifies that the lease agreement involves an interchange commitment and provides the following information:

(i) Existence of agreement and identification of affected interchange point.

The affected interchange consists of a set of yard tracks designated Tracks 100 through 109 immediately north of the BNSF St. Cloud Depot facility within the St. Cloud Yard.

(ii) Confidential Document Containing Interchange Commitment.

The confidential version of the 2004 original lease agreement is being filed with the Board by separate cover under 49 C.F.R. § 1104.14(a). None of the subsequent amendments to the lease agreement change the nature of the interchange commitment.

(iii) The list of shippers using the line over the past two years.

The entities listed on Exhibit C have used the Line during the last two full calendar years (2023 or 2024) either to ship or receive freight by rail or to transload (“Shippers”).⁸

⁷ See Piedmont & Atlantic Railroad Co., Inc., D/B/A Yadkin Valley Railroad Company – Lease Exemption Containing Interchange Commitment – Norfolk Southern Railway Company, FD 35841 (STB served Sept. 18, 2014).

⁸ The list of Shippers omits, for notice purposes, any use of the Line by NLR or BNSF. Also, if an entity did not use the Line in 2023 or 2024 but did use the line during 2025 (YTD), NLR has included that entity on the list for notification purposes.

(iv) Aggregate number of carloads originated or terminated on the Line.

The aggregate number of freight carloads the Shippers shipped or received by rail or transloaded during the last two full calendar years (2023 and 2024) are being filed by separate cover under 49 C.F.R. § 1104.14(a).

(v) Certification that shippers have been provided notice.

Attached hereto is the Certificate of Service, certifying that the Shippers have been served a copy of this Notice.

(vi) List of third-party railroads that could physically interchange with the Line.

BNSF is the only third-party railroad that can physically interchange with the Line.

(vii) Estimated difference between lease price with and without interchange commitment.

An estimate of the difference between the lease price with and without the interchange commitment is being filed by separate cover under 49 C.F.R. § 1104.14(a).

(viii) Identification of interchange commitment in case caption.

The case caption of this Notice identifies the existence of an interchange commitment.

Environmental and Historical Reports

Environmental documentation normally need not be prepared for transactions that do not cause operational changes in excess of the applicable thresholds set forth in 49 C.F.R. § 1105.7(e)(4) or (5). See 49 C.F.R. § 1105.6(c)(1). Therefore, pursuant to the Board's regulations at 49 C.F.R. § 1105.6(c), no environmental documentation is required.

Transactions involving a lease of a rail line for the purpose of continued rail operations are exempt from the historic report requirements of 49 C.F.R. § 1105.8(a) if abandonment of such operations requires further approval by the Board and there are no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older. See 49 C.F.R. §

1105.8(b)(1). NLR will be leasing the Line for continued rail operations, and the abandonment of such operations over the Line would require prior approval or an exemption. In addition, NLR does not have any plans to dispose of or alter properties subject to the STB's jurisdiction that are 50 years or older. Accordingly, no historic report is required for this Notice.

Labor Protection

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

Caption Summary (49 C.F.R. § 1150.44)

A caption summary in the appropriate form is attached as Exhibit D to this Notice.

Respectfully submitted,

/s/ Rose-Michele Nardi

**Rose-Michele Nardi
Spencer M. Naake
Mullins Law Group PLLC
2001 L Street, NW
Suite 720
Washington, D.C. 20036
Tel: (202) 663-7850
Fax: (202) 459-2115
rnardi@mullinslawgroup.net**

Counsel for Northern Lines Railway, LLC

December 1, 2025

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36891

**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
CONTAINING INTERCHANGE COMMITMENT–
BNSF RAILWAY COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.**

EXHIBIT A

MAP

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36891

**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
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BNSF RAILWAY COMPANY**

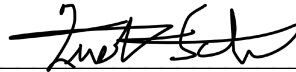
**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.**

EXHIBIT B

CERTIFICATE OF REVENUE

CERTIFICATE OF REVENUE

Pursuant to 49 C.F.R. 1150.43(g), I do hereby certify that the projected revenues of Northern Lines Railway, LLC as a result of this transaction will not result in the creation of a Class II or Class I rail carrier.



Quentin K. Schulte
President, Northern Lines Railway, LLC

Dated: December 1, 2025

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36891

**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
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BNSF RAILWAY COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.**

EXHIBIT C

LIST OF SHIPPERS

EXHIBIT C
LIST OF SHIPPERS

- Borgert Products
- Central MN Dust Co
- CHS Inc
- Herdering Inc
- Knife River Corp
- Maiers Transport
- Manions Wholesale
- Martin Marietta
- Northern Plains
- Renneberg Hardwood
- Rockville Propane
- Scotwood Industries
- Simonson Lumber (or current occupant)
- Smurfit Westrock
- Tamarock Materials
- Tru-Stone Technologies

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SURFACE TRANSPORTATION BOARD**

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**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
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BNSF RAILWAY COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.**

EXHIBIT D

CAPTION SUMMARY

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36891

**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
CONTAINING INTERCHANGE COMMITMENT–
BNSF RAILWAY COMPANY**

Northern Lines Railway, LLC (“NLR” or “Applicant”), a Class III railroad common carrier, files this verified notice of exemption under 49 C.F.R. § 1150.41 et seq. (the “Notice”) to continue to lease and operate certain rail lines of BNSF Railway Company, and to continue to exercise certain incidental trackage rights.

NLR will continue to lease rail line from (a) the 33rd Ave N crossing, approximately milepost 76.03, in St. Cloud, MN, exclusive of the actual crossing, approximately one-half mile west of the St. Cloud Yard, to milepost 80.66 in St. Joseph, MN; and (b) Rice Junction in St. Cloud, MN, approximately milepost 0.0 in Cold Spring, MN to approximately milepost 9.16 at Rockville, MN (the “Line”) in Stearns, Sherburne, and Benton Counties, Minnesota. In addition, NLR will continue to exercise the following incidental trackage rights: the BNSF track between the west clearance point of the Track 11 switch in the St. Cloud Yard and 33rd Ave N crossing, inclusive (approximately one half mile west of the St Cloud Yard), including the right to serve all industries (and their successors) that at the “Effective Date” have access to that portion of the subject trackage between 25th Ave N and 33rd Ave N.

Comments must be filed with the Board and served on NLR’s representative: Rose-Michele Nardi, Mullins Law Group PLLC, 2001 L Street, NW, Suite 720, Washington, DC

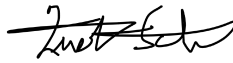
20036, (202) 663-7850. This Notice is filed under 49 C.F.R. § 1150.41, et. seq. If the Notice contains false or misleading information, the exemption is void ab initio. The filing of a petition to revoke will not automatically stay the transaction.

Decided:

By the Board

VERIFICATION

I, Quentin K. Schulte, certify under penalty of perjury that the foregoing notice of exemption is true and correct to the best of my knowledge, information and belief. Further I certify that I, as President of Northern Lines Railway, LLC, am qualified and authorized to cause this Verified Notice of Exemption to be filed.



Quentin K. Schulte
President, Northern Lines Railway, LLC

Dated: December 1, 2025.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36891

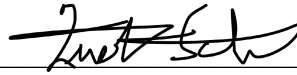
**NORTHERN LINES RAILWAY, LLC
– AMENDED LEASE AND OPERATION EXEMPTION
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PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.**

**CERTIFICATE OF SERVICE ON SHIPPERS
PER 49 C.F.R. § 1150.43(h)(1)(iii) and (v)**

CERTIFICATE OF SERVICE

I hereby certify that on December 1, 2025, a true copy of Northern Lines Railway, LLC's verified notice of exemption ("Notice") was served by first-class mail, postage prepaid, on the entities identified in Exhibit C of the Notice.

A handwritten signature in black ink, appearing to read "Quentin Schulte", written over a horizontal line.

Quentin Schulte, President
Northern Lines Railway, LLC