

FLETCHER & SIPPEL LLC

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29 North Wacker Drive
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ROBERT A. WIMBISH
(312) 252-1504
rwimbish@fletcher-sippel.com

June 28, 2018

246032

VIA OVERNIGHT DELIVERY

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20024

ENTERED
Office of Proceedings
July 2, 2018
Part of
Public Record

Re: **Docket No. FD 36202**
Buckingham Branch Railroad Company – Change in
Operators Exemption – Cassatt Management, LLC
d/b/a Bay Coast Railroad

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Verified Notice of Exemption of Buckingham Branch Railroad Company Pursuant to 49 C.F.R. § 1150.41(c)** (“the Notice”) and the **Petition of Buckingham Branch Railroad Co. for Waiver**, both dated June 28, 2018. Electronic versions of the Notice and Petition have been copied to the enclosed disc. A check in the amount of \$2,000.00, representing the appropriate fee for the Notice, is included.

If you have any questions regarding these filings, please feel free to contact the undersigned. Thank you for your assistance on this matter. Kind regards.

Respectfully submitted,



Robert A. Wimbish
Bradon J. Smith
Attorneys for Buckingham Branch
Railroad Company

BJS/bjs

Attachments

FILED
July 2, 2018
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
July 2, 2018
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36202

BUCKINGHAM BRANCH RAILROAD COMPANY
– CHANGE IN OPERATORS EXEMPTION –
CASSATT MANAGEMENT, LLC d/b/a BAY COAST RAILROAD

**VERIFIED NOTICE OF EXEMPTION
OF
BUCKINGHAM BRANCH RAILROAD COMPANY
PURSUANT TO 49 C.F.R. § 1150.41(c)**

Robert A. Wimbish
Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEY FOR BUCKINGHAM BRANCH
RAILROAD COMPANY**

Dated: June 28, 2018

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36202

BUCKINGHAM BRANCH RAILROAD COMPANY
– CHANGE IN OPERATORS EXEMPTION –
CASSATT MANAGEMENT, LLC d/b/a BAY COAST RAILROAD

**VERIFIED NOTICE OF EXEMPTION
OF
BUCKINGHAM BRANCH RAILROAD CO.
PURSUANT TO 49 C.F.R. § 1150.41(c)**

Pursuant to 49 C.F.R. § 1150.41, et seq., Buckingham Branch Railroad Company (“BB”), a Class III rail carrier, hereby files this Verified Notice of Exemption to assume operation of two rail lines (“the Lines”) operated by Cassatt Management, LLC d/b/a Bay Coast Railroad (“BCR”). The Lines consist of: (a) a 2.6 mile rail line, owned by Canonie Atlantic Co. (“CAC”) on behalf of the Accomack-Northampton Transportation District Commission (“ANTDC”), extending between milepost 95.0 at Little Creek (Virginia Beach), VA, and milepost 97.6 at Camden Heights (Norfolk) (the “Little Creek Line”); and (b) a 4.2 mile line owned by Norfolk Southern Railway Company (“NSR”), extending between milepost SN 6.7 at Diamond Springs (Virginia Beach), VA to milepost SN 2.5 at Coleman Place (Norfolk), VA, (the “North Beach and Diamond Springs Line”).¹ The Lines represent two branches forming a “Y” with an overlapping convergence into the stem at Camden Heights; milepost SN 2.5 at Coleman Place lies west of the convergence. BB will facilitate interchange with Norfolk Portsmouth Belt Line at Coleman Place on the Norfolk Southern owned line. BB will also

¹ There was formerly a lease between Eastern Shore Railroad, a subsidiary of CA and NSR. As part of the underlying transactions, NSR and BB are undertaking a lease of the line. No discontinuance is required as this is a Change in Operators.

utilize an additional 4 miles of trackage rights over NSR to facilitate interchange with NSR at Portlock Yard in Chesapeake, VA. Based on projected revenues for the lines, BB expects to remain a Class III rail carrier after consummation of the transactions proposed herein.

With this Notice of Exemption, BB is filing a petition to partially waive the 60-day notice period specified by 49 C.F.R. § 1150.42(e) to permit BB's exemption in this docket to become effective on August 1, 2018. The ability of BCR to continue operation of the lines has recently become uncertain, and recent personnel departures at BCR has prompted BCR to press for terminating its Norfolk-area operations as soon as possible. BB has worked with CAC and NSR to address these exigent circumstances as quickly as possible. The circumstances in Virginia, except for the locale and the fact that service has not yet ceased, are directly related to those underling the transaction recently authorized in Delmarva Central Railroad Co. – Change in Operator Exemption – Cassatt Management, LLC D/B/A Bay Coast Railroad, Docket No. FD 36196 (STB served Jun. 8, 2018). Consistent with the intent of 49 C.F.R. § 1150.42(e), BB has provided extensive notice to the four current and former employees of BCR, retirements amongst whom were largely the precipitating factor in the impending cessation as is discussed in the BB's simultaneously-filed petition for waiver. BCR does not object to, and has cooperated in, the proposed change in operators.

In accordance with the requirements of 49 C.F.R. § 1150.43, BB submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.43(a)

The full name and address of the applicant herein is as follows:

Buckingham Branch Railroad Company
1063 Main St.
Dillwyn, VA 23936

Applicant's Representative: 49 C.F.R. § 1150.43(b)

BB's representative to whom correspondence regarding this transaction should be sent is as follows:

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1508

Statement Concerning Agreement: 49 C.F.R. § 1150.43(c)

BB and CAC are negotiating a Lease and Operation Agreement providing for BB's lease and operation of, and provision of rail common carrier service on, the Little Creek Line. BB and NSR are negotiating a lease agreement permitting BB to operate over the North Shore and Diamond Springs Line.

Operator of the Property: 49 C.F.R. § 1150.43(d)

BB will operate and provide rail common carrier service to shippers on the Lines pursuant to the transactions proposed herein. BB's operations will replace those of BCR, the current operator, which will have no further common carrier obligation with respect to the Lines upon consummation of the interrelated lease transactions.² BCR does not object to BB's assumption of operations over the Lines.

² See Cassatt Management, LLC d/b/a Bay Coast Railroad – Lease and Operation Exemption – Canolie Atlantic Co. on behalf of Accomack-Northampton Transportation District Commission, Docket No. FD 34814 (STB served February 6, 2006) encompassing a modest amount of additional trackage that BCR has authority to lease and operate to the west of

Summary of the Transaction: 49 C.F.R. § 1150.43(e)

BB is a Class III rail carrier which commenced operations in 1989 and currently operates 275 miles of railroad throughout central and southern Virginia. BB has three distinct, unconnected lines of service in Virginia: a nearly 200 mile line between Richmond, VA and Clifton Forge, VA, including a branch lines extending between Orange, VA and Gordonsville, VA; a 17 mile line from Dillwyn, VA, to Bremo Bluff, VA; and a roughly 57 mile line between Clarksville, VA, and Burkeville, VA.³ The lines here, located in Norfolk and Virginia Beach, VA, are additional lines, not connected to any current BB operation.

As a result of the circumstances generally described in Delmarva Central Railroad Co. – Change in Operator Exemption – Cassatt Management, LLC D/B/A Bay Coast Railroad, Docket No. FD 36196 (STB served Jun. 8, 2018), BCR seeks to imminently cease operations over the Lines. The Little Creek Line is a 2.6 mile rail line extending between milepost 95.0 at Little Creek (Virginia Beach), and milepost 97.6 at Camden Heights (Norfolk). The North Shore and Diamond Springs Line is a 4.2 mile line extending between milepost SN 6.7 at Diamond Springs (Virginia Beach) to milepost SN 2.5 at Coleman Place (Norfolk). The lines represent two branches of “Y” with an overlapping convergence into the stem at Camden Heights; milepost SN

Coleman Place (to St. Julian Road) not included in this proceeding. BB will not replace BCR as the nominal operator of the line segments extending from Coleman Place to St. Julian road via North Junction. BCR, which was consulted in the preparation of this Notice, has advised that it intends to seek Board authorization shortly hereafter to end its common carrier obligations on the excluded line segments.

³ See e.g., Buckingham Branch Railroad Co. – Acquisition and Operation Exemption – Line of CSX Transportation, Inc. between Dillwyn and Bremo, Va., Docket No. FD 31397 (ICC served Feb. 15, 1989); (Buckingham Branch Railroad Co. – Lease – CSX Transp., Inc., Docket No. FD 34495 (STB served Nov. 4, 2004); (Buckingham Branch Railroad Co. – Change in Operator Exemption – Rail Line in Nottoway, Lunenburg, Charlotte, and Mecklenburg Cos. Va., Docket No. FD 35226 (STB served May 7, 2009).

2.5 at Coleman Place lies west of the convergence. The operation would have a total mileage of about 6.7 miles.

BB has worked with CAC, ANTDC, and NSR to develop expeditious arrangements for BB to replace BCR as the operator on the Lines. Pursuant to the Lease and Operating Agreement being negotiated by BB and CAC, BB will lease and assume operation of the Little Creek Line. A similar lease agreement is being negotiated between BB and NSR. BB hopes to be authorized to begin operations over the lines on August 1, 2018.

The complete name and address of the prior operator of the line to be replaced by BB pursuant to this change in operators class exemption notice is as follows:

Cassatt Management, LLC d/b/a Bay Coast Railroad
202 Mason Avenue
Cape Charles, VA 23310

BCR does not object to the proposed change in operators, and has cooperated in providing certain information needed for this Notice.

The complete name and address of the owner of the Little Creek Line is:

Canonie Atlantic Co.
c/o Accomack-Northampton Transportation District Commission
P.O. Box 1027
Eastville, VA 23347

The complete name and address of the owner of the North Beach and Diamond Springs Line is:

Norfolk Southern Railway Co.
3 Commercial Place
Norfolk, VA 23510

Pursuant to a petition to partially waive the 60-day labor notice period specified by 49 C.F.R. § 1150.42(e) filed concurrently herewith, BB seeks to consummate its proposed operation of the Lines on August 1, 2018.

Map: 49 C.F.R. § 1150.43(f)

A map showing the Lines and the surrounding area are attached as Exhibit A.

Certificate of Compliance: 49 C.F.R. § 1150.43(g)

A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.43(g) is attached as Exhibit B.

Interchange Commitments: 49 C.F.R. § 1150.43(h)

BB's proposed operation of the Lines does not involve any provision or agreement that would limit future interchange with a third-party connecting carrier.

Shipper Notice: 49 C.F.R. § 1150.42(b)

BB has provided notice of the proposed change in operators to the shippers on the line. A list of the shippers served and a representative copy of the notice letter sent to those shippers are attached as Exhibit C.

Advance Notice: 49 C.F.R. § 1150.42(e)

On June 13, 2018, BB posted the advance notice of this transaction required by 49 C.F.R. § 1150.42(e) at the workplace of the BCR employee on the Lines and certified that action to the Board. BCR employees are not represented by a labor union. A copy of the advance notice and certification as filed with the Board is attached as Exhibit D. As indicated in the certification, BB also has provided advance notice directly to each of BCR's four (4) current and former employees by first-class mail, postage prepaid at the home address of each such employee. Employee contact information was furnished by BCR.

Pursuant to the concurrently filed petition, with this Notice, BB has sought waiver of the 60-day notice period specified in 49 C.F.R. § 1150.42(e) to allow BB's exemption in this

docket to become effective as of August 1, 2018 and in turn, allow the prompt transfer of common carrier service on the Lines.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

Under 49 C.F.R. § 1105.6(c)(2), BB's proposed lease and operation of the Lines are exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), BB's assumption of operations on the line also are exempt from historic preservation reporting requirements. The proposed transaction is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to discontinue any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.44

A caption summary in appropriate form is attached as Exhibit E.

Respectfully submitted,

By: 
Robert A. Wimbish
Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEY FOR BUCKINGHAM BRANCH
RAILROAD COMPANY**

Dated: June 28, 2018



CERTIFICATION

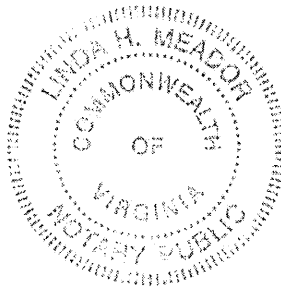
Commonwealth of Virginia)
County of Buckingham) ss:

Steve Powell, being duly sworn, hereby certifies that the projected annual rail revenues of the Buckingham Branch Railroad Company as a result of the transaction proposed herein will not result in the creation of a Class II or a Class I rail carrier under the provisions of 49 C.F.R. § 1201 (1-1).


Steve Powell
President

SUBSCRIBED AND SWORN TO
before me this 26 day
of June, 2018.

Judith N. Nealon
Notary Public



My Commission expires: 8-31-2018

Notary Regis # 110434

SHIPPERS ON THE LINES

AMERICAN BORATE CORP.
5700 Cleveland Street, Ste. 350
Virginia Beach, VA 23462

APEX OIL COMPANY INC.
428 Barnes Road
Chesapeake, VA 23324

CHESAPEAKE MACHINE WORKS INC.
550 Freeman Avenue
Chesapeake, VA 23324

DCP MIDSTREAM LLC
5718 Westheimer Road, Ste. 2000
Houston, TX 77057-5745

DYNARIC INC.
5925 Thurston Avenue
Virginia Beach, VA 23455
Steve Long, Plant Manager
Jeff Baldwin, Production Manager

GORDON PAPER COMPANY, INC.
P.O. Box 1806
Norfolk, VA 23501
Mark Gordon
Daniel Gordon

MID-ATLANTIC TRANSLOADING INC.
15203 Wyatt Court
Carrollton, VA 23314
Brian Burns, President/Owner

PERDUE AGRIBUSINESS LLC
501 Barnes Road
Chesapeake, VA 23324-1303

SOUTHERN STATES COOPERATIVE INC.
2651 S. Military Highway
Chesapeake, VA 23324

VULCAN MATERIALS CO.
954 Ballentine Blvd.
Norfolk, VA 23504

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832

Phone: (312) 252-1500
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ROBERT A. WIMBISH
(312) 252-1504
rwimbish@fletcher-sippel.com

June 28, 2018

AMERICAN BORATE CORP.
5700 Cleveland Street, Ste. 350
Virginia Beach, VA 23462

Re: **Docket No. FD 36202**
Buckingham Branch Railroad Co. – Change in
Operators Exemption – Cassatt Management, LLC
d/b/a Bay Coast Railroad

Dear Sirs:

Buckingham Branch Railroad Company (“BB”) has today filed a notice of exemption at the Surface Transportation Board (“STB”) for a “change in operators” on two rail lines formerly operated by Cassatt Management, LLC d/b/a Bay Coast Railroad (“BCR”). The first line, a 2.6 mile rail line, is owned by Canonie Atlantic Co. (“CAC”) on behalf of the Accomack-Northampton Transportation District Commission (“ANTDC”) and extends between milepost 95.0 at Little Creek (Virginia Beach), VA, and milepost 97.6 at Camden Heights (Norfolk) (“the Little Creek Line”). The second line, a 4.2 mile line owned by Norfolk Southern Railway Co (“NSR”), extends between milepost SN 6.7 at Diamond Springs (Virginia Beach) VA to milepost SN 2.5 at Coleman Place (Norfolk), VA, (“the Diamond Springs Line”) Effective August 1, 2018 or as soon thereafter as possible, BB will assume operation of the Line from BCR and will be responsible for providing rail service to your facility on one of these lines.

BB’s operation over the Little Creek and Diamond Springs lines is pursuant to a lease and operating agreement with the respective owners, which are, Canonie Atlantic Co. (a subsidiary of the Accomack-Northampton Transportation District Commission) and Norfolk Southern Railway. Please see a copy of the Notice of Exemption attached for further explanation. We are providing you with this notice pursuant to the requirements of the STB, and you are not required to respond or to participate in the STB proceeding. If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,



Robert A. Wimbish
Attorney for Buckingham Branch
Railroad Company

RAW/bjs
Enclosure

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832

Phone: (312) 252-1500
Fax: (312) 252-2400
www.fletcher-sippel.com

BRADON J. SMITH
(312) 252-1516
bsmith@fletcher-sippel.com

June 13, 2018

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

Re: **Docket No. FD 36202**
Buckingham Branch Railroad Co. -- Change in Operator
Exemption -- Cassatt Management, LLC d/b/a Bay Coast Railroad

Dear Ms. Brown:

Pursuant to 49 C.F.R. § 1150.42(e), Buckingham Branch Railroad Company, Inc. ("BB") hereby certifies that on June 13, 2018, the attached Notice was posted at the following workplace of employees of Cassatt Management, LLC d/b/a Bay Coast Railroad ("BCR"):

2529 Ferry Rd.
Virginia Beach, VA 23455

BCR employees are not represented by any labor union.

On June 13, 2018, BB also provided the attached Notice individually to each of BCR's current employees by first-class mail, postage prepaid at the home address of each such employee. Employee contact information (not listed here for privacy reasons) was furnished by BCR from BCR's internal records.

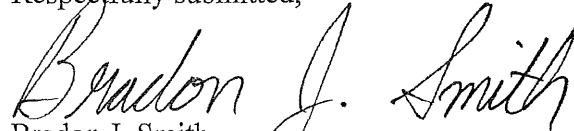
Due to exigent circumstances, and to allow the continuation of rail service to affected shippers, BB intends to seek waiver of the 60-day notice period specified in 49 C.F.R. § 1150.42(e) to allow the notice of exemption that will be filed in this proceeding to become effective immediately. BB has endeavored to disseminate the information contemplated by the Board's regulations to BCR employees as directly, transparently and quickly as possible so that, notwithstanding any waiver, the spirit of the notice requirement is satisfied.

FLETCHER & SIPPEL LLC

Ms. Cynthia T. Brown
June 13, 2018
Page 2

If you have any questions regarding this filing, please feel free to contact me.
Thank you for your assistance on this matter.

Respectfully submitted,

A handwritten signature in black ink that reads "Bradon J. Smith". The signature is written in a cursive style with a large, stylized "B" and "S".

Bradon J. Smith
Attorney for Buckingham Branch
Railroad Company

BJS:dg
Attachment

BUCKINGHAM BRANCH RAILROAD COMPANY

1063 Main Street
P.O. Box 336
Dillwyn, VA 23936

NOTICE

Pursuant to regulations of the Surface Transportation Board (“STB”) at 49 C.F.R. § 1150.42(e), Buckingham Branch Railroad Company (“BB”), a Class III rail carrier, hereby gives notice to employees of Cassatt Management, LLC d/b/a Bay Coast Railroad (“BCR”) that, as soon as federal regulatory authorization permits, BB intends to lease and commence operations over lines of railroad (collectively, the “Lines”) owned by: (a) Canonic Atlantic Co. (“CAC”) on behalf of the Accomack-Northampton Transportation District Commission; and (b) Norfolk Southern Railway Company (“NSR”). The Lines are currently leased to, and operated by, BCR.

Specifically, the CAC-owned portion of Lines (which BCR leases and operates) are as follows:

- Between milepost 95.0 at Little Creek (Virginia Beach), VA, and milepost 97.6 at Camden Heights (Norfolk), VA.

The NSR-owned portion of the Lines (which BCR also leases and operates) are as follows:

- Between milepost SN 6.7 at Diamond Springs (Virginia Beach) VA and milepost SN 2.5 at Coleman Place (Norfolk), VA.¹

BB’s operations will replace those currently conducted on the Lines by BCR.

A notice of exemption to authorize a change in operator from BCR to BB will be filed with the STB on or shortly after June 13, 2018 in Docket No. FD 36202. BB anticipates

¹ BB also expects to be granted rights to operate over roughly 4.0-miles of NSR-owned railroad between Coleman Place and Portlock Yard for interchange purposes.

that it will concurrently seek waiver of the usual 30-day effectiveness period for such a notice of exemption, as well as the usual 60-day period for this advance notice, so as to allow the transaction to be consummated as soon as possible.

BB does expect to hire one (1) employee as a result of the change in operators. A job description is posted herewith. Employees desiring further information regarding the transaction may contact Philip Lachniet, Director of Finance and Administration, at (434) 983-3300.

6/12/18

JOB DESCRIPTION

Position	Date	Location
Engineer and MOW Assistant	6/2018	Norfolk
Department		Title of Supervisor
Little Creek		

Purpose and Scope:

Position exists to perform multiple functions to provide train service and maintain the infrastructure on the Little Creek Line.

Principal Responsibilities:

1. Participates in maintenance of track and structures, minor locomotive maintenance, and minor signal maintenance, and required records for each function
 - Performs tie and ballast installation, rail and joint bar replacement, tamping, routine track gauging, vegetation control, minor signal maintenance/inspection.
 - Assists in car re-railing as necessary
 - Replaces filters, fuses, adds oil, and minor maintenance and troubleshooting functions for locomotives and other equipment
2. Work in train service as an engineer and/or conductor
 - Regularly conducts and understands job briefings
 - Can explain and follow proper Operating Rules/Signal Requirements, track authority, and track protection
 - Understands/follows radio communication procedures
 - Safely controls train movement and switching functions
 - Maintains Engineer/Conductor certifications
 - Maintains accurate documentation of car movements
3. Operate in all functional areas with a customer focus
 - Meet commitments and respond promptly to customer needs
 - Maintain courteous and professional manner with customers, public, and coworkers
 - Ability to troubleshoot issues that may arise
4. Properly uses hand tools and equipment in performing the job
 - Regularly inspects hand tools and equipment for damage and proper operation
 - Safely uses all tools and equipment on the job
 - Keeps tools locomotives and equipment clean and organized after use

Requirements: To perform this job successfully, an individual must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the knowledge, skill, and/or ability required. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions. Use of hand tools including shovels, picks, mauls, claw bars, hydraulic hand tools, tamping bars, wrenches, etc. Operation of locomotive

Ability to:

- Wear protective equipment
- Lift and carry up to 60 lbs. without assistance
- Perform activities that will require physical activity for extended periods, walking for long distances, twisting, turning, pulling, pushing
- Ability to work outside in all weather conditions
- Ability to work up to 12 hour shifts, weekends and holidays as required
- Mount and dismount equipment safely on uneven surfaces

- Climb ladders, stairs, and other structures
- Work without direct or close supervision

Education: Minimum High School Diploma.

Experience: Mid-level to upper level skill for MOW. Valid Engineer and Conductor certification.

Special Skills/Traits/Characteristics for a successful candidate to possess:

LANGUAGE/MATH SKILLS

Ability to read and write in English. Ability to read, analyze, and interpret technical procedures and procedure manuals. Ability to function in math concepts such as addition, subtraction, multiplication and division, using whole numbers, fractions and decimal numbers.

Characteristics

<i>Energy</i>	<i>Independence</i>	<i>Stress Tolerance</i>
<i>Career Ambition</i>	<i>Resilience</i>	<i>Ability to Learn</i>
<i>Motivation for Work</i>	<i>Judgment</i>	<i>Communications</i>
<i>Customer Service</i>	<i>Initiative</i>	

Supervision of Personnel:

Position has no direct reports

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

DOCKET NO. FD 36202

BUCKINGHAM BRANCH RAILROAD CO.
– CHANGE IN OPERATORS EXEMPTION –
CASSATT MANAGEMENT, LLC d/b/a BAY COAST RAILROAD

Buckingham Branch Railroad Co (“BB”), a Class III rail carrier, has filed a Verified Notice of Exemption to lease and assume operation of two rail lines. The lines consist of: (a) a 2.6-mile rail line, owned by Canowie Atlantic Co. (“CAC”) on behalf of the Accomack-Norhampton Transportation District Commission (“ANTDC”), extending between milepost 95.0 at Little Creek (Virginia Beach), VA, and milepost 97.6 at Camden Heights (Norfolk) (“the Little Creek Line”); and (b) a 4.2-mile line owned by Norfolk Southern Railway Co (“NSR”), extending between milepost SN 6.7 at Diamond Springs (Virginia Beach), VA to milepost SN 2.5 at Coleman Place (Norfolk), VA, (“the North Shore and Diamond Springs Line”). BB’s operation of the lines will replace those of Cassatt Management, LLC d/b/a Bay Coast Railroad (“BCR”), which will have no further common carrier obligation with respect to the line.

On June 29, 2018, the BB filed a petition to partially waive 60-day notice period specified by 49 C.F.R. § 1150.42(e) as necessary to permit the exemption to become effective as of August 1, 2018. BB expects to consummate the change in operators transaction and commence operation of the Lines on or after August 1, 2018.

Comments must be filed with the Board and served on:

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1508

This Notice is filed under 49 C.F.R. § 1150.41(c). If the Notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated: July __ 2018

By the Board

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings

VERIFICATION

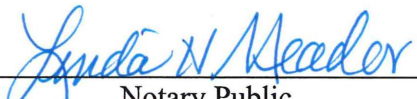
Commonwealth of Virginia)
) ss:
County of Buckingham)

Steve Powell, being duly sworn, deposes and says that he is President of Buckingham Branch Railroad Company, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

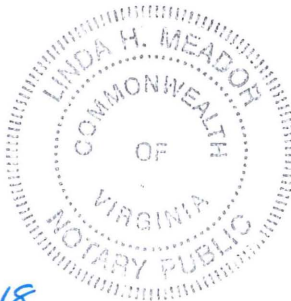


Steve Powell

SUBSCRIBED AND SWORN TO
before me this 26 day
of June, 2018.



Notary Public



My Commission expires: 8.31.2018

Notary Regis # 110434