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ENTERED

Office of Proceedings

November 8, 2023

Part of
Public Record

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November 8, 2023

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: **FD 36733**
Buckingham Branch Railroad Company — Acquisition
Exemption — Norfolk Southern Railway Company

Dear Ms. Brown:

I have attached the **Verified Notice of Exemption of the Buckingham Branch Railroad Company under 49 C.F.R. part 1150, subpart E** to acquire certain rail lines from the Norfolk Southern Railway Company. The filing fee has been paid via Pay.gov.

Yours,

FILED

November 8, 2023

SURFACE

TRANSPORTATION BOARD



Bradon J. Smith
Attorney for the Buckingham Branch Railroad
Company

FEE RECEIVED

S

BJS:bs

Attachment

November 8, 2023

SURFACE

TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36733

BUCKINGHAM BRANCH RAILROAD COMPANY
—ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF BUCKINGHAM BRANCH
RAILROAD COMPANY PURSUANT TO 49 C.F.R. PART 1150, SUBPART E**

Braden J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606-3208
(312) 252-1500

**ATTORNEY FOR BUCKINGHAM
BRANCH RAILROAD COMPANY**

Dated: November 8, 2023

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36733

BUCKINGHAM BRANCH RAILROAD COMPANY
—ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF BUCKINGHAM BRANCH
RAILROAD COMPANY PURSUANT TO 49 C.F.R. PART 1150, SUBPART E**

Pursuant to 49 C.F.R. part 1150, subpart E, Buckingham Branch Railroad Company (“BBRR”), a Class III rail carrier, files this Verified Notice of Exemption (the “Notice”) to acquire certain line segments (collectively, the “Lines”) from the Norfolk Southern Railway Company (“NSR”). The Lines extend between milepost F86.0 at Burkeville, Virginia, to milepost F65.8 at Keysville, Virginia (historically known as the “F” Line) and from milepost D0.0 at Keysville to milepost D37.9 at Clarksville, Virginia (historically known as the “D” Line). As 49 C.F.R. § 1150.43 requires, BBRR submits the following information:

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

Buckingham Branch Railroad Company
1063 Main Street
PO Box 336
Dillwyn, Virginia 23936

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

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606
bsmith@fletcher-sippel.com
(312) 252-1500

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

BBRR and NSR have agreed in principle to the sale of the Lines under the terms of a draft “Transaction Agreement.” BBRR intends to consummate the subject transaction on or after the effective date of the present exemption notice.

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

BBRR will provide all rail common carrier service on the Lines.

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

The Lines consist, collectively, of roughly 58.1 route miles of the “F” and “D” Lines (identified by corresponding milepost prefixes) between milepost F86.0 at Burkeville, Virginia, to milepost F65.8 at Keysville, Virginia, and from milepost D0.0 at Keysville to milepost D37.9 at Clarksville, Virginia. The Lines were historically that of the Southern Railway Company and its predecessors.¹ Except for a portion of the F Line between milepost F86.0 and 84.8 at or near Burkeville, BBRR has operated the Lines pursuant to a lease since 2009.²

The Lines’ transferor is:

Norfolk Southern Railway Company
650 W Peachtree St NW
Atlanta, GA 30308

Map: 49 C.F.R. § 1150.43(f)

See Exhibit A.

¹ See e.g., *Southern Railway Company et al. — Valuation*, 37 ICC Val. 1, 76 (1931).

² *Buckingham Branch Railroad Company — Change in Operator Exemption — Rail Line in Nottoway, Lunenburg, Charlotte, and Mecklenberg Counties, VA*, FD 35226 (STB served May 7, 2009).

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

BBRR certifies its projected revenues will not result in it becoming a Class I or II carrier under *Indexing the Annual Operating Revenues of Railroads*, EP 748 (STB served June 29, 2023). See the Certification and Verification, attached.

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

BBRR certified its compliance with the advance notice requirements to employees and labor organizations on October 6, 2023.

Interchange Commitment: 49 C.F.R. § 1150.43(h)(1)

BBRR certifies the Transaction Agreement does not have an interchange commitment.

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

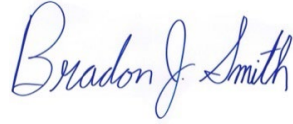
Under 49 C.F.R. § 1105.6(c)(1), this transaction is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), the transaction—intended for the purpose of continued rail operations—is exempt from historic preservation reporting requirements. Moreover, the Board must approve any service discontinuance, 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)

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

Respectfully submitted,



Bradon J. Smith
Fletcher & Sippel LLC
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Chicago, Illinois 60606-3208
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(312) 252-1500

**ATTORNEY FOR BUCKINGHAM
BRANCH RAILROAD COMPANY**

Dated: November 8, 2023

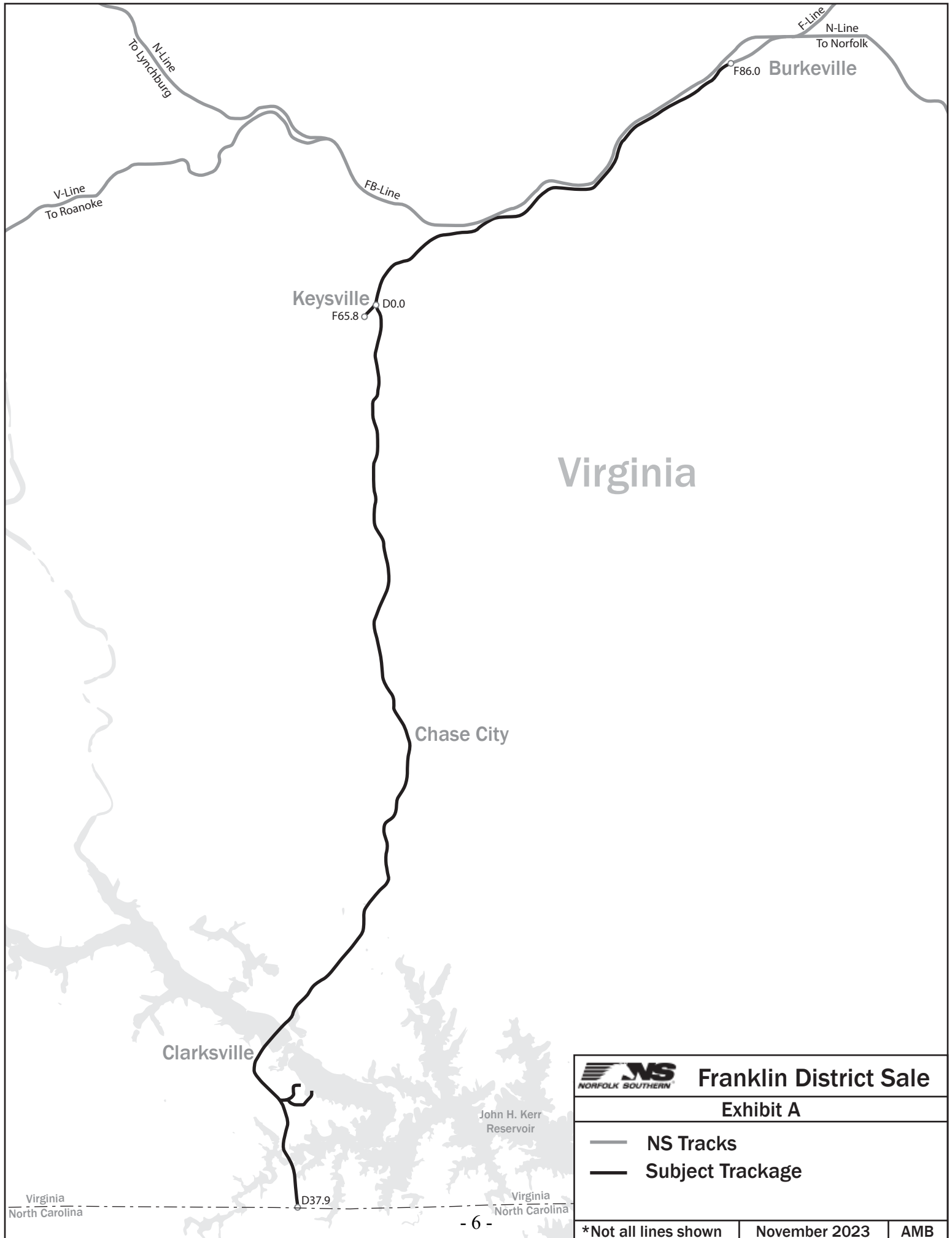
**BEEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36733

**BUCKINGHAM BRANCH RAILROAD COMPANY
—ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY**

EXHIBIT A

MAP



 Franklin District Sale		
Exhibit A		
 NS Tracks  Subject Trackage		
*Not all lines shown	November 2023	AMB

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36733

**BUCKINGHAM BRANCH RAILROAD COMPANY
—ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY**

EXHIBIT B

DRAFT FEDERAL REGISTER NOTICE

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FD 36733

BUCKINGHAM BRANCH RAILROAD COMPANY
—OPERATION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY

Buckingham Branch Railroad Company, a Class III carrier, has filed a notice of exemption (“Notice”) to acquire approximately 58.1 route miles of rail lines from Norfolk Southern Railway Company. The rail lines are between milepost F86.0 at Burkeville, Virginia, to milepost F65.8 at Keysville, Virginia, and from milepost D0.0 at Keysville to milepost D37.9 at Clarksville, Virginia.

Comments must be filed with the Board and served on:

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606
bsmith@fletcher-sippel.com
(312) 252-1500

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.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36733

**BUCKINGHAM BRANCH RAILROAD COMPANY
—ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY**

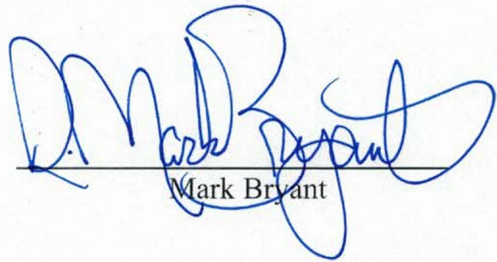
VERIFICATION AND CERTIFICATION

VERIFICATION AND CERTIFICATION

Mark Bryant verifies and certifies under penalty of perjury that:

1. I am the Chief Executive Officer of the Buckingham Branch Railroad Company (BBRR).
2. I am qualified and authorized to make this Verification.
3. I have read the above Notice of Exemption and know that the facts stated are true and correct to the best of my information and belief.
4. BBRR's annual revenues currently exceed, and, post-transaction, are expected to continue to exceed, \$5 million, and BBRR's projected, post-transaction revenues will not result in it becoming a Class I or II carrier.

Dated:



Mark Bryant