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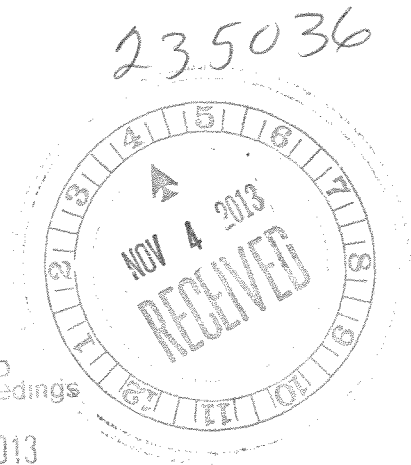
November 4, 2013

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

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Re: *Buckeye Railroad Holdings, LLC – Continuance in Control – Buckeye
Hammond Railroad, LLC and Buckeye East Chicago Railroad, LLC*
Finance Docket No. 35782

Dear Ms. Brown:

Please find enclosed an original and ten (10) copies of Buckeye Railroad Holdings, LLC Verified Notice of Exemption Pursuant to 49 C.F.R. § 1180.2(d)(2) in the above-referenced proceeding. Please note that a check in the amount of \$1,400.00 is enclosed for the filing fee. Please note that a CD with this document is also enclosed.

Please do not hesitate to contact me if you have any questions.

Sincerely,

Charles A. Spitalnik

Enclosures

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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35782

BUCKEYE RAILROAD HOLDINGS, LLC
— CONTINUANCE IN CONTROL —
BUCKEYE HAMMOND RAILROAD, LLC AND
BUCKEYE EAST CHICAGO RAILROAD, LLC

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)

Communications with respect to this
document should be addressed to:

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Counsel for Buckeye Railroad Holdings,
LLC

Dated: November 4, 2013

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 35782

**BUCKEYE RAILROAD HOLDINGS, LLC
— CONTINUANCE IN CONTROL —
BUCKEYE HAMMOND RAILROAD, LLC AND
BUCKEYE EAST CHICAGO RAILROAD, LLC**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Pursuant to 49 C.F.R. § 1180.2(d)(2), Buckeye Railroad Holdings, LLC (“BRH”) hereby submits this Verified Notice of Exemption from Board authority under 49 U.S.C. § 11323 for continuance in control of two Class III carriers, the Buckeye East Chicago Railroad, LLC (“BECRR”) and the Buckeye Hammond Railroad, LLC (“BHRR”). BECRR and BHRR, which both operate over separate, non-connecting lines located in northwestern Indiana, each previously filed notices of exemption with the Board to acquire and operate their current respective lines. BECRR’s exemption became effective on December 14, 2012.¹ BHRR’s exemption became effective on January 17, 2013.² BRH owned and controlled BECRR and BHRR before each became a Class III carrier, and is now filing this corrective notice of exemption for continuance in control of these two railroads pursuant to 49 C.F.R. Part 1180.

¹ See *Buckeye East Chicago Railroad, LLC – Acquisition and Operation Exemption – Buckeye Partners, L.P.*, STB Finance Docket No. 35698 (Service Date Nov. 30, 2012).

² See *Buckeye Hammond Railroad, LLC – Acquisition and Operation Exemption – Buckeye Partners, L.P.*, STB Finance Docket No. 35697 (Service Date Jan. 3, 2013).

Under 49 C.F.R. § 1180.2(d)(2), continuance in control of multiple railroads is exempt from Board authority where (i) the railroads would not connect with each other or any other railroad in their corporate family, (ii) the acquisition or continuance in control is not part of a series of anticipated transactions that would connect the railroads with each other or any other railroad in their corporate family, and (iii) the transaction does not involve a Class I carrier. Because BRH owns only two Class III carriers, BECRR and BHRR, that do not connect with each other and are not anticipated to connect to one other, this continuance in control transaction is an exempt transaction pursuant to 49 C.F.R. 1180.2(d)(2).

In accordance with 49 C.F.R. § 1180.4(g) and the applicable provisions of 49 C.F.R. § 1180.6, BRH submits the following information.

§ 1180.6(a)(1)(i) *A brief summary of the proposed transaction:*

BRH will control two non-connecting Class III carriers, BECRR and BHRR. BECRR became a Class III common carrier on December 14, 2012, the effective date of its notice of exemption for the acquisition and operation of a certain railroad line in Hammond, Indiana. *See Buckeye East Chicago Railroad, LLC – Acquisition and Operation Exemption – Buckeye Partners, L.P.*, STB Finance Docket No. 35698 (Service Date Nov. 30, 2012). BHRR became a Class III common carrier on January 17, 2013, which is the effective date of its notice of exemption for acquisition and operation of its respective railroad line in Hammond, Indiana. *See Buckeye Hammond Railroad, LLC – Acquisition and Operation Exemption – Buckeye Partners, L.P.*, STB Finance Docket No. 35697 (Service Date Jan. 3, 2013). Upon BHRR becoming a Class III rail carrier, BRH acquired ownership and control of two separate, non-connecting Class III railroad carriers. BRH does not own or control any other railroads.

§ 1180.6(a)(1)(i) *Applicant's name, address, and telephone number:*

Buckeye Railroad Holdings, LLC
One Greenway Plaza
Suite 600
Houston, TX 77046

§ 1180.6(a)(1)(i) *Applicant's counsel:*

Charles A. Spitulnik
Allison I. Fultz
Christian L. Alexander
Kaplan Kirsch & Rockwell LLP
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afultz@kaplankirsch.com
calexander@kaplankirsch.com

§ 1180.6(a)(1)(ii) *The proposed time schedule for transaction's consummation:*

BHR acquired ownership and control of two Class III common carriers upon the effective date of BHRR's notice of exemption, January 17, 2013.

§ 1180.6(a)(1)(iii) *The purpose sought to be accomplished by the proposed transaction:*

BRH's two rail subsidiaries, BECR and BHRR acquired the rail property and became rail carriers providing transportation subject to the jurisdiction of this Board in order to improve efficiency and quality of service to customers.

§ 1180.6(a)(5) *A list of State(s) in which applicant carrier is situated:*

The operations of BHR's two current subsidiary rail carriers are located entirely within Indiana.

§ 1180.6(a)(6) *A map including the lines owned and operated by the railroad carriers in relationship to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed:*

Maps covering the areas of the proposed transaction are attached hereto at **Exhibit 1**³.

§ 1180.6(a)(7)(ii) *Relevant agreements:*

BRH has not and will not enter into any agreement specifically addressing its continuation in control of BECRR and BHRR.

§ 1180.4(g)(1)(i) *The level of labor protection imposed:*

Because the only carriers that are involved in this exemption are Class III carriers, labor protection measures are not necessary pursuant to 49 U.S.C. § 11326(c).

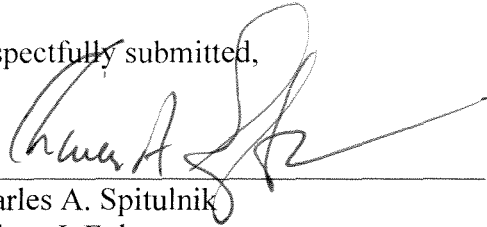
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³ These are the maps that were provided to this Board by BECRR and BHRR along with their Notices of Exemption in F.D. No. 35968 and F.D. No. 35697, respectively.

§ 1180.4(g)(3) *Environmental and historic reporting requirements:*

Because BRH's continuance in control of BECRR and BHRR did not and will not result in changes that exceed the thresholds established in section 1105.7(e)(4) or (5), no environmental review is required pursuant to 49 C.F.R. § 1105.6(c)(2). Additionally, because further STB approval is required to abandon any service and there are no plans to dispose of or alter properties subject to STB jurisdiction that are 50 years old or older, no historic report is required pursuant to 49 C.F.R. § 1105.8(b)(1).

Respectfully submitted,



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calexander@kaplankirsch.com

Counsel for Buckeye Railroad Holdings, LLC

Dated: November 4, 2013

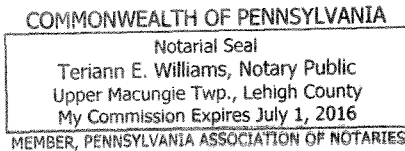
VERIFICATION

I, Robert T. Ingalls, Vice President, Domestic Terminals, verify under penalty of perjury that the facts recited in the foregoing Notice of Exemption are true and correct. Further, I certify that I have personal knowledge of the facts stated therein and that I am authorized to verify these facts stated in this Verified Notice of Exemption.

Robert T. Ingalls
NAME
VP, Domestic Terminals
TITLE

Subscribed and sworn to
before me this 24th day of
October, 2013.

Teriann E. Williams
Notary Public

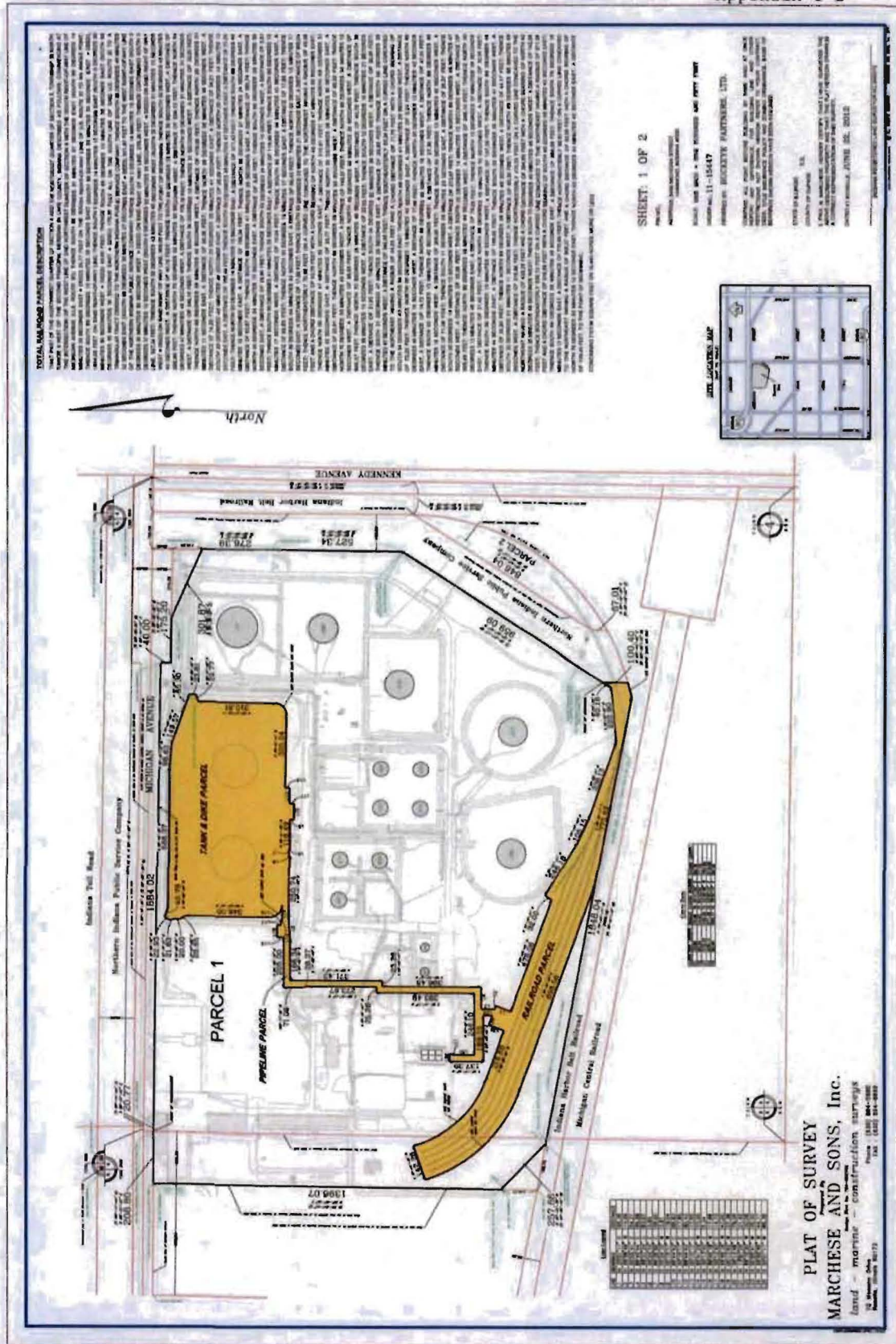


My commission expires: July 1, 2016

Exhibit 1

Map[s]

[attached hereto]



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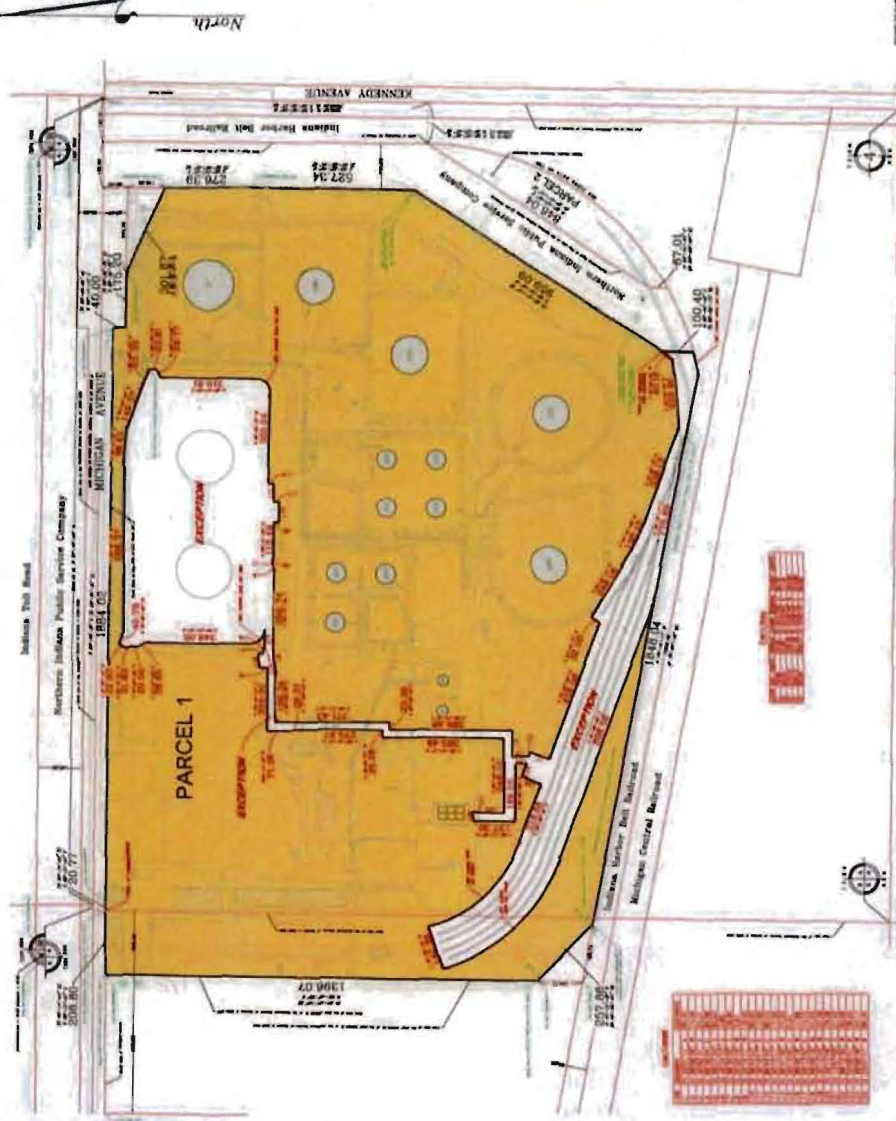
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Journal of Marketing, June 2002, 66(2), 101-112



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8	S 41° 18' 42" E	51.98
9	S 49° 43' 14" W	57.80



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