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**SURFACE
TRANSPORTATION BOARD**

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ORIGINAL



BY HAND

June 12, 2006

Hon. Vernon A. Williams
Surface Transportation Board
1925 K Street
Washington, D.C. 20423-0001

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Office of Proceedings

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RE: FD No. 34844, PYCO Industries, Inc. -
Feeder Line Development -
South Plains Switching, LTD.

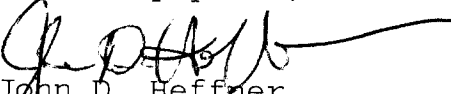
Appeal from Dismissal of Feeder Line Application

Dear Mr. Williams:

On behalf of Applicant PYCO Industries, Inc. ("PYCO"), and its regular STB counsel, Charles Montange, Esq., I am filing an original and ten copies of its Appeal from Dismissal of Feeder Line Application. After telephone consultation with your office, I have determined that this matter involves the appeal of two substantive determinations made by Office of Proceedings Director David Konschnik. Accordingly, I am enclosing my check for \$200 to cover the applicable filing fee.

Please date stamp and return one copy of this filing for my records.

Sincerely yours,


John D. Heffner

cc: Mr. Charles Montange, Esq.
All parties

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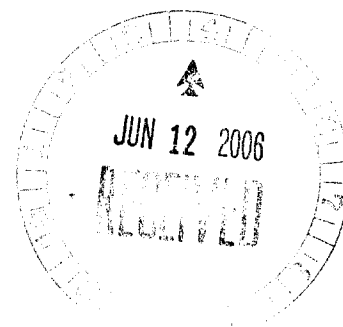
BEFORE THE
SURFACE TRANSPORTATION BOARD

2/6747

ORIGINAL

PYCO INDUSTRIES, INC. --)
FEEDER LINE DEVELOPMENT --)
SOUTH PLAINS SWITCHING LTD.)

F.D. 34844



ENTERED
Office of Proceedings

APPEAL FROM
DISMISSAL OF FEEDER LINE APPLICATION
AND
PETITION TO ALLOW AMENDMENT OF
FEEDER LINE APPLICATION

Part of
Public Record

PYCO Industries, Inc. ("PYCO"), hereby appeals pursuant to 49 C.F.R. § 1011.2(a)(7) the initial decision of the Director of the Office of Proceedings dismissing as incomplete the Feeder Line Application (FLA) filed by PYCO Industries, Inc., in this proceeding.

PYCO Industries in addition, and in the alternative, petitions this Board (pursuant to 49 C.F.R. § 1117.1 and any other applicable proceeding) to allow amendment of the FLA by the addition to it of Exhibits A and B. As amended, the FLA deficiencies found by the Director are cured, and the FLA by the terms of the Director's ruling is complete as to Alternative Two.

Exhibit A is comprised of two letters and an attachment establishing that PYCO has at least \$69,000,000 in available credit and cash to purchase, rehabilitate and operate the SAW system.¹

¹ In our original FLA at p. 19, PYCO indicated that it was prepared to submit the information set forth in Exhibit A pursuant to a protective order because PYCO regarded it as competitively sensitive. The Director in his decision declined

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Exhibit B is comprised of letters by Farmers Cooperative Compress and Attebury Grain confirming their view that service by the incumbent rail carrier has become inadequate and unreliable as to all, including them.

Once these two exhibits are taken into account, the FLA is complete as to Alternative Two and as revised should be immediately accepted as complete as to Alternative Two.

The first letter in Exhibit A, dated June 7, 2006, is from PYCO's Chief Financial Officer (CFO), Mr. Morton, indicating that PYCO maintains an operating line of credit with CoBank in the amount of fifty million dollars and a term loan revolver in the amount of twenty million dollars. PYCO's CFO states that PYCO

to issue a protective order. This is contrary to this Board's decision in Keokuk Junction Railway Company -- Feeder Line Acquisition -- Line of Toledo, Peoria and Western Railway Corporation, F.D. 34335, served May 16, 2003. The Board there recognized that "[t]he unrestricted disclosure of confidential, proprietary, or commercially sensitive material can cause serious competitive injury" and issued a requested protective order before dismissing a feeder line application. So far as our review of precedent indicates, this is generally the case in OFA and FLA proceedings. E.g., San Pedro Railroad Operating Company LLC -- Abandonment Exemption -- in Cochise County, AZ, in the matter of an OFA, AB 1081X, served Feb. 17, 2006 (one of two decisions in AB 1081X served that date).

Because PYCO is rail dependent, needs to secure a reliable rail provider as soon as possible, and is faced with the failure of the Board to issue a requested protective order, PYCO is making available confidential, proprietary, or commercially sensitive material publicly available as part of this filing. PYCO nonetheless believes that this Board immediately should issue the protective order PYCO requested so that in the future confidential, proprietary and commercially sensitive material can be protected.

currently has roughly fifty four million in available credit. In addition, he states that PYCO has secured a long term commitment of up to fifteen million dollars from CoBank for new capital expenditures. PYCO's CFO attaches PYCO's 2005 Annual Report showing PYCO's strong financial position. The second letter in Exhibit A is a letter from CoBank dated June 7, 2006, confirming that it has made "an existing loan commitment to PYCO for up to \$15 million to meet capital expenditure requirements, including expenditures related to the acquisition of the ... feeder line." PYCO thus has \$54,000,000 plus \$15,000,000, or \$69,000,000 in available credit to purchase, rehabilitate and operate SAW's entire system in Lubbock.

PYCO regards the information in Exhibit A and as summarized above as confidential, proprietary and competitively sensitive. As indicated in our FLA at p. 19, PYCO offered to submit this information under a protective order, which PYCO moved be entered in the form PYCO attached to its FLA. However, the Director declined to grant PYCO's request for entry of a protective order, thus refused to permit PYCO to submit the confidential information in a non-public fashion, and on this basis dismissed the OFA. This is contrary to applicable precedent. See note one supra.

Since PYCO's studies show that the system's operating revenues

exceed its costs,² the necessary cash reserve for operation is essentially nil.³ This is confirmed by PYCO's current alternative rail service provider (Mr. Ellis, for West Texas and Lubbock), which informs PYCO that a line of credit in the amount of \$100,000 is sufficient for operational purposes in south Lubbock. (This also is competitively sensitive information.)

As the Director noted in his decision, the purchase price estimate is \$2,090,000 (NLV). The estimate for rehabilitation with heavy rail for necessary portions of the entire line is about \$3,000,000 (see RL Banks Study, Exhibit C to FLA, table 23 at p. 46). The total cash needed for purchase, rehabilitation and (indefinite) operation is thus approximately \$5,000,000.

Since PYCO has \$69,000,000 available per the documents in Exhibit A, and since the total cash requirement for this feeder line is less than 10% of that amount, PYCO is financially responsible.

In the two letters in Exhibit B, Attebury and Compress basically have signed a letter which states that both companies are aware of incidents in which SAW management has "blown up" at shippers raising issues relating to SAW rail service, and has

² See, e.g., RL Banks Study, Exhibit C, Table 14 at p. 31 (shows positive cash flow after total variable operating costs for line as a whole); Table 7 at p. 17 (Alternative Two).

³ Moreover, BNSF has confirmed to PYCO that BNSF reimburses the switching carrier within ten days (thirty days in case of errors) of service.

threatened retaliation. Both cite as examples the statements by Hi Plains Bag and Bagging and Floyd Trucking tendered by PYCO to this Board. Both also noted that PYCO had been threatened by SAW and then sustained degraded service. "When a switching railroad takes these kinds of actions toward some of its shippers, it can no longer be regarded as reliable by any of its shippers because they may become the subject of similar retaliation or service degradation at any time." They indicate they no longer regard their own service as adequate or reliable. Thus all three shippers in the "Alternative Two" scenario indicate they regard SAW rail service as inadequate as to them.

I. BACKGROUND

PYCO Industries, Inc., is a large cooperative which owns two cottonseed oil mills in the southern portion of Lubbock, Texas, and another in Mississippi. PYCO is rail dependent for all its key products, and ships approximately 7000 carloads per year. PYCO is a customer of BNSF Railway, Inc. (BNSF). In 1999,⁴ BNSF transferred various old yard tracks and leads in the southern portion of Lubbock to South Plains Switching, LLC (SAW), for \$1. Pursuant to SAW's contract with BNSF, SAW is supposed to provide local switching services to BNSF's customers, including PYCO, for a division of the BNSF tariff. That division is currently \$142.72

⁴ South Plains Switching Ltd. -- Acq. Exemption -- BNSF, F.D. 33753 (Sub-no. 1), served July 15, 1999.

for the traffic in question.

Commencing in early 2005, PYCO experienced a prolonged episode of unreliable and inadequate rail service from SAW. After intervention by this Board's Office of Compliance and Enforcement (OCE), service improved. After unsuccessfully demanding that PYCO buy SAW assets for \$5.5 million, SAW management blew up at PYCO, and on November 18, 2005, informed PYCO that PYCO would have to "take care of" PYCO's rail needs itself.⁵ SAW degraded service to the point that PYCO was facing a shutdown for lack of storage capacity for its oil. PYCO filed an alternative service petition, which this Board granted on January 26, 2006 in Finance Docket 34802. PYCO's alternative service provider (West Texas & Lubbock) dramatically improved PYCO's service, more than doubling PYCO's rail shipments over the comparable interval under SAW.

Rather than indicate an intent to work with PYCO, SAW management took a number of actions, under claim of legal right, to harm PYCO further, notwithstanding the alternative service order. These actions include, but are not limited to, blockading a key industrial crossing on which PYCO relies to transfer seed from its stockpile to its main plant for processing, continued termination of lease to a track (9298) traditionally used (and necessary) for staging cars for PYCO's plant no. 2, suing PYCO in state court for

⁵ Lacy Verified Statement, attached as Exhibit C to Petition for Alternative Service dated Dec. 19, 2005 and especially log for Nov. 18, 2005, filed in Finance Docket 34802.

damages, and failing to provide track repair and maintenance per 49 C.F.R. Part 213. As any shipper would, PYCO was and is forced to conclude that SAW is no longer a reliable provider of adequate rail service for PYCO.

Since alternative service is limited to 270 total days, PYCO understands that it must pursue other proceedings for more long lasting relief. One such course is a feeder line application (FLA) pursuant to 49 U.S.C. § 10907. PYCO filed such an application on May 5, 2006, for all of SAW's lines in southern Lubbock, or for an "alternative two" package consisting of all SAW lines east of the BNSF mainline (i.e., the lines serving PYCO's Plant No. 2, Compress and Attebury Grain) plus sufficient rights and lines to serve PYCO's Plant No. 1. PYCO submitted letters or Declarations of support from various consignees, Compress, Attebury, Hi Plains Bag and Bagging, and Floyd Trucking.

PYCO noted that as a shipper, it lacked sufficient information even to identify all other possible shippers on the SAW lines (roughly 14 miles of leads and yard tracks in southern Lubbock), and requested that its FLA at least be conditionally accepted and it be allowed discovery. PYCO appended proposed discovery to its FLA, along with a proposed protective order in this Board's traditional form.

On June 2, the Director issued a decision dismissing PYCO's FLA. The Director found that it comported with statutory

requirements in all particulars save two:

(a) The Director stated that PYCO had not shown financial responsibility for purposes of 49 U.S.C. § 10907(b)(1)(B). As to financial responsibility, PYCO supplied a letter from CoBank⁶ indicating that PYCO was good for at least \$5 million.⁷ PYCO offered to supply additional confidential information if this Board entered the requested protective order. FLA p. 19. The Director ruled that PYCO must present additional information but declined to issue a protective order for that purpose.

(b) The Director ruled that PYCO had failed to show that service was inadequate for a majority of shippers for purposes of 49 U.S.C. § 10907(c)(1)(B). Although PYCO demonstrated that service was inadequate for the shippers with the majority of carloadings on the line, and that the incumbent railroad used threats of economic retaliation and physical intimidation to silence shippers and potential shippers, the Director held that PYCO must show that a numeric majority of the total number of shippers (a) not only supported the FLA (b) but also publicly stated to STB that service as to each of them was inadequate. The Director in essence held that the only way to meet the requirement

⁶ CoBank has \$34 billion in assets, and works with agribusinesses such as cooperatives. See FLA Exhibit E.

⁷ FLA Exhibit E is a letter from Co-Bank stating that "PYCO has the financial resources to devote as much as \$5,000,000 towards rail acquisition and operation."

in § 10907(c)(1)(B) is to present a public poll.

The Director found that only three shippers (one of whom was a prospective shipper) actually stated that SAW service was inadequate.

The Director erred and his decision should be reversed on appeal.

II. SUMMARY OF ARGUMENT

The Director erred in failing to issue a protective order and affording PYCO an opportunity to provide the confidential information set forth in Exhibit A pursuant to the protective order. That portion of the Director's ruling is contrary to virtually all STB precedent dealing with showings of financial responsibility. The information supplied by PYCO was sufficient to show financial responsibility in the first instance and the Director's decision should be overruled on appeal. In any event, the Director erred in failing to issue a protective order under which PYCO indicated it was prepared to provide further information.

49 U.S.C. § 10907(c)(1)(B) requires PYCO to show that service was inadequate as to a majority of shippers on the line subject to the FLA. It does not require PYCO to show this by means of a public ballot from each shipper. Nothing in the legislative history indicates that Congress intended a poll of shippers, let alone a public one. Yet that is the effect of the Director's

ruling. PYCO submitted sworn statements by multiple shippers that SAW threatened economic reprisals and engaged in physical intimidation. In such a climate, requiring a public poll jeopardizes property and person, and is the last kind of situation suitable for the statutory construction the Director seeks to impose. Indeed, America generally eschews public balloting exactly to prevent intimidation and economic reprisals. The Director thus clearly errs in insisting that "proof" of inadequacy rest on a poll. PYCO should be allowed to show that service is inadequate as to a majority of shippers on the line through any evidence showing inadequacy and unreliability, not just shipper "votes."

The Director's narrow view of the statute is inconsistent with the legislative history and should not be adopted by this Board. On appeal, this Board should find that PYCO has shown that service is inadequate for a majority of shippers on the line. PYCO has unequivocally shown that SAW's tactics result in inadequate service for most traffic on the line, and that SAW engages in a pattern of threats and intimidation which renders service unreliable and inadequate for every single shipper. In addition, even if the Director's view were adopted, the deficiency which he finds as to Alternative Two (that the Attebury and Compress letters of support were not worded correctly) is readily cured by the two letters in Exhibit B. Rather than require PYCO to

file an entirely new FLA, paying a second filing fee and starting the procedural clocks over again, this Board should allow amendment of the existing FLA to "cure" the alleged deficiencies, accept the amended application as "complete" (at least as to Alternative Two), and allow the feeder line application to proceed.

III. PETITION TO ALLOW AMENDMENT

Board staff have advised PYCO that in light of the dismissal, PYCO must file an entirely new FLA with the cure of the deficiencies incorporated, presumably accompanied by a new filing fee. The deficiencies found by the Director can be corrected readily by submission of the four letters we append as Exhibits A and B. PYCO petitions this Board to allow amendment of its FLA to include those Exhibits. Given the Board's previously stated policy to encourage the filing of FLA's (Keokuk Junction Railway Company -- Feeder Line Acquisition -- Line of Todedo Peoria and Western Railway, F.D. 34335, served May 9, 2003, at p. 5), and PYCO's urgent need for relief (PYCO is currently being served by an alternative service provider pursuant to this Board's orders in F.D. 34802), the better course is to allow PYCO to amend its original application to submit the evidence that the Director specifies rather than charge another fee for the information, and rather than start all the clocks running again. The Board allowed exactly such amendment in Keokuk Junction, supra. In that proceeding, the Board allowed Keokuk Junction Railway Company 30

days to amend its application to cure deficient showings in connection with financial responsibility and valuation of the line in question. PYCO is providing the cure here in ten days.

Moreover, the Board in Keokuk Junction (and all other similar cases) facilitated the provision of information by issuing a protective order. See note one. This grace was not afforded PYCO here despite PYCO's request. A mark of PYCO's emphatic need for relief is its reluctant willingness to provide financial responsibility information without a protective order, as PYCO is doing here in Exhibit A, in order to get its FLA accepted as complete, so that PYCO and allied shippers may have, eventually, an adequate rail transportation provider in Lubbock. As part of this Petition to Allow Amendment, PYCO reiterates its request that a protective order be issued in this proceeding immediately so that discovery and filings can be made without disclosure of confidential, proprietary, and commercially sensitive information.

IV. APPEAL

1. Financial responsibility/capacity. The Director found that PYCC had failed to show financial responsibility. Incumbent railroad SAW did not contest PYCO's financial responsibility. PYCO's application showed that the NLV for the entire SAW line was \$2,094,000, and rehabilitation costs (using heavy rail) were about \$3,000,000. See R.L. Banks Study, FLA Exhibit C, table 23 at p. 46. Moreover, the same study (FLA Exhibit C, Table 14 at p. 31)

showed that the annual operating revenues (from the division of the BNSF tariff) for the lines were sufficient to cover all operational expenses. Thus the cost to purchase, rehabilitate and operate the line for three years (or for that matter indefinitely) was about \$5,000,000. CoBank (over \$30 billion in assets) provided a letter stating that PYCO was good for at least \$5,000,000 for this railroad project (Exhibit E to FLA). PYCO offered to provide additional confidential information once a protective order was entered (FLA at p. 19). However, the CoBank letter itself confirmed that PYCO had the requisite cash available.

The Director nonetheless declined to issue a protective order and rejected the FLA on the ground that PYCO failed to provide confirmation of a loan commitment to PYCO or some additional assurance that PYCO has sufficient available cash. But the CoBank letter confirmed that PYCO had \$5 million in credit or cash available; although not a loan commitment, it was a non-contingent, non-conditional statement that PYCO had credit or cash available in an amount of at least \$5 million. Thus, although simple and direct, it was more powerful than the evidence in Keokuk Junction, supra. The Director in any event erred in declining to enter a protective order to permit PYCO to cure any deficiency as PYCO offered to do at p. 19 of its FLA, or otherwise to afford PYCO an opportunity to submit evidence, contrary to Keokuk Junction, supra. Exhibit A shows what we were prepared to provide, and Exhibit A is

clearly adequate to show financial responsibility.

The evidence of financial responsibility which PYCO supplied (a letter from Cobank) would have been sufficient to establish financial responsibility under the OFA statute,⁸ even if it had been contested by the incumbent rail carrier (SAW), which it was not. The Board's practice in OFA's is to accept letters confirming financial capacity (e.g., CSX -- Abandonment Exemption, AB 55 (Sub-no. 659X), OFA filed Oct. 21, 2005, accepted by this Board in a decision served Oct. 26, 2005). In San Pedro Railroad Operating Company -- Abandonment Exemption --in Cochise County, AZ, in the Matter of an Offer of Financial Assistance, AB 1081X, served Feb. 17, 2006, this Board accepted an OFA notwithstanding the incumbent railroad's contesting of the OFA applicant's financial responsibility. A review of the record indicates that the incumbent railroad believed that the letter submitted by the applicant to show financial capacity might contain forged or incorrect information. The Board nonetheless accepted the showing by the applicant. Here there is no contention that CoBank lacks assets or that the letter PYCO received from CoBank is fraudulent.

2. Inadequacy to "majority of shippers."

⁸ The OFA statute, currently codified at 49 U.S.C. § 10904, was adopted at the same time as the feeder line statute was adopted into law (i.e., both were remedial provisions in the Staggers Act).

a. Line as a whole. The statute requires PYCO to show that "transportation over [the] line is inadequate for the majority of shippers who transport traffic over the line." 49 U.S.C. § 10907(c)(1)(B). PYCO met this burden.

PYCO provided Declarations by at least one other shipper (Hi Plains Bag and Bagging) and one other potential shipper (Floyd Trucking) who explained in detail how they had sustained inadequate service. Both Hi Plains Bag and Bagging and Floyd Trucking also attested that SAW management made threats to cut off service and retaliate against shippers, and that shippers and potential shippers feared that their service could be cut off at the whim of SAW. Hi Plains Bag and Bagging indicated that SAW management behaved in a physically intimidating fashion as well. PYCO has also supplied evidence that its own executives had experienced SAW management's personal intimidation.⁹ Moreover, PYCO has complained to the Board concerning SAW's breaches of the protocol in the alternative service proceeding posing physical risks to PYCO personnel.¹⁰ These are simply additional examples of physical intimidation against a complaining shipper by SAW.

As the Director found, PYCO showed that its own rail service

⁹ PYCO first discussed the fact that SAW management's tactics included physical intimidation in PYCO's original petition for alternative rail service, dated December 19, 2005. See Exhibit C thereto, Lacy V.S. supra ¶¶ 12 & 15.

¹⁰ E.g., PYCO Reply and Motion/Petition, Appendix I, ¶ 7, filed in F.D. 34838 and F.D. 34802 on May 26, 2006.

from SAW was inadequate. PYCO further showed that it shipped the bulk of the carloadings on the line, and that its FLA had the support of numerous other shippers and consignees. PYCO argued that since the majority of shippers by shipments had established that the service was inadequate, and since SAW management made and implemented threats of retaliation (and engaged in physical intimidation),¹¹ the requirement that PYCO show that service is inadequate for a majority of shippers was met.

The Director rejected this showing, contending that under the language of the statute, a numeric majority of shippers must represent that their service was inadequate. The construction of the statute adopted by the Director treats the statute as operable only on a vote of the shippers on the line. But that is not what the statute says.

¹¹ The manager of Hi Plains Bag and Bagging recounts an instance in which Mr. Wisener screamed at him, threatening to cut off service. He states that SAW management "intended to and did scare the heck out of us." FLA Exhibit L, ¶ 2. He explained that "A SAW shipper lives in fear that SAW management on a whim will cease service" and that "SAW management is not compatible with a common carrier railroad." Id. ¶3. Likewise, the manager of Floyd Trucking explained in detail how SAW management stated it would never provide service to Floyd Trucking despite attempted intervention of STB's OCE. Mr. Floyd notes that SAW removed a switch in retaliation for his complaints to STB (FLA Exhibit H ¶6), and that other shippers or potential shippers have similar problems but "wish to remain nameless for fear of reprisal." Id. ¶4. "Our impression is that customers and potential customers of SAW are afraid to criticize SAW because of SAW's track record of retaliating against them, as it did to us." Id. ¶ 13. PYCO likewise supplied evidence of threats of retaliation and actual retaliation by SAW in its FLA.

While inadequacy of service to a majority of shippers may be demonstrated in some and perhaps most instances by a poll of shippers, that method does not work in situations where the incumbent rail carrier makes and implements economic threats and uses physical intimidation against its shippers to keep them in line and silent. In such situations, shippers and potential shippers fear for their business and their personnel if they acknowledge the service inadequacies with which they are faced: this is especially the case since legal remedies for shippers are expensive and uncertain, such that the shippers legitimately fear that SAW will be successful in implementing its threats if they go public.

The Director's construction of the statute is contrary to the Board's professed policy to encourage feeder line applications (Keokuk Junction, supra).

The Director's construction is contrary to the legislative history of the provision at issue. Nothing in that history indicates Congress intended to impose a polling requirement. Instead, the legislative history indicates that advocates of the statute intended it to be a viable remedy available to cooperatives and shippers faced with inadequate service.

The feeder line statute was offered as a floor amendment by Congressman Madigan on the day the House adopted its version of the

Staggers Act.¹² Congressman Madigan explained that the feeder line statute was designed as a remedy for "slow motion abandonments" in which a railroad allows its service to deteriorate or fails to provide proper maintenance or service to the point where enough customers drop off the line or go out of business so that the railroad can obtain outright abandonment authorization.¹³

Congressman Madigan explained that under his program,

"a railroad providing inadequate service to a shipper on a branch line can lose his operating rights in that territory through a Commission proceeding. Whenever a shipper, a group of shippers, or a governmental entity finds that service is inadequate on a branch line, they may decide to take over the operation of the line themselves."

126 Cong. Rec. 24840-41. Congressman Madigan indicated that the intent of his amendment was "to put some teeth into the traditional requirement that a railroad has a responsibility as a common

¹² The Senate's bill did not contain a feeder line provision (although it did contain language that was the precursor to the OFA statute). The House version as reported by committee did not contain an OFA provision, but did include, as section 502, a feeder railroad development provision applicable upon abandonment. It would have required sale of lines approved for abandonment at net liquidation value, and that a carrier intending to abandon a line to attempt to find a potential purchaser. See H. Report 96-1035, 96th Cong., 2d Sess. pp. 2-23 (language of bill) & p. 71 (explanation) (May 16, 1980). This language was entirely supplanted by Congressman Madigan's amendment, discussed in the text.

¹³ 126 Cong. Rec. 21840 (Sept. 9, 1980).

carrier to provide adequate service." 126 Cong. Rec. 24841. He indicated that his amendment was intended to allow transfer of a line if it is scheduled for abandonment or if service on it is inadequate. The idea was to save lines "prior to total deterioration of service." 126 Cong. Rec. 24867.

When Mr. Madigan made his floor statement in favor of the House version of the Staggers Act prior to introduction of his September 9 floor amendment, he nonetheless discussed the bill as if it contained his floor amendment. His statement at that time, although well before introduction of his floor amendment, is thus nonetheless germane. Congressman Madigan stated:

"In my judgment, the feeder line development program represents a constructive alternative to slow motion of actual railroad abandonment. Under the ... program, the Commission is given the machinery to assist State, local governments, cooperatives, or private entrepreneurs to purchase railroad lines that a carrier either does not want or it not able to provide good service on. Whenever service becomes poor, prospective purchasers may petition the commission. [T]he Commission is empowered to permit the sale of the line and to prescribe a sale price at ... the constitutional minimum...."

126 Cong. Rec. 17790 (June 30, 1980) (emphasis added).¹⁴ Mr. Madigan appended a set of questions and answers explaining the bill in general and his feeder line amendment. As germane here, the

¹⁴ Mr. Madigan made a similar but briefer explanation of his amendment in the debate on June 26, 1980 (126 Cong. Rec. 16952). He referred to the feeder line program as a "real alternative" to abandonment or to "very poor service." He indicated it would be available to "a State, cooperative, shippers, or private entrepreneurs" who could "insist" on a sale when service had deteriorated.

explanation states that the feeder line provision

"establishes a procedure by whereby states, local governments, cooperatives and private entrepreneurs can readily purchase ... rail lines on which the carrier has allowed service deterioration...."

126 Cong. Rec. 17794 (June 30, 1980).

The Conference Report indicates that the conferees adopted the House version with several modifications (none of which by explanation of the Conferees appears germane here). The Conferees stated that they

"believe that the feeder line program will give shippers and communities an opportunity to insist upon adequate rail service. Where such service is not forthcoming the provision provides, through acquisition, a viable alternative to poor service or total abandonment."

H. Report No. 96-1430, 96th Cong., 2d Sess. 125 (Sept. 29, 1980).

The legislative history to the ICC Termination Act indicates merely that Congress sought to retain the feeder line development program "under which another party may acquire ownership of a rail line over which service is inadequate." House Conf. Report No. 104-422, 104th Cong, 1st Sess. 188 (1995).

In a "slow motion abandonment" which Mr. Madigan and the House intended the feeder line statute to be a remedy, the incumbent rail

carrier knocks off its shippers one by one, to the point that so few remain that abandonment is permitted and the property developed for non-rail purposes. In the case at bar, PYCO, which is a cooperative encompassing the majority of shipments on the line, has received inadequate rail service to the point of being at risk of shut down -- being driven off the line -- last January. PYCO remains open as a result of the alternative service order issued in F.D. 34802. This is well within the kind of situations that Congressman Madigan intended his floor amendment to address. As he explained, his amendment would be available to "a cooperative" or "shipper" that faced deteriorated service. 126 Cong. Rec. 16952 (first col) (June 26, 1980); id. 24841 (first column) (Sept. 9).

Here, as the Director acknowledged, PYCO has shown that its own service, encompassing over half the volume of SAW, is inadequate. PYCO has provided sworn statements (or their equivalents) by itself and two other companies that SAW management not only has failed to provide adequate service,¹⁵ but also threatens economic reprisals and retaliation (often in "colorful" and physically intimidating terms), and makes economically impossible demands as conditions for providing service to potential shippers.¹⁶ If SAW not only threatens retaliation and takes

¹⁵ The Director found PYCO's evidence sufficient to this purpose for Hi Plains Bag and Bagging and Floyd Trucking.

¹⁶ PYCO understands that at least three other shippers have experienced similar service inadequacies from SAW, but are

reprisals against prospective or small shippers, but also actually implements inadequate service against its largest shipper, clearly no shipper on the SAW line can count on reliable or adequate service. Certainly no rail dependent business would willingly locate on a line served by such a carrier. Under the circumstances, PYCO has demonstrated not just inadequate service to a "majority of shippers" but inadequate service to all businesses supposedly served by SAW, tantamount to the situation for which Congressman Madigan intended the feeder line program be available, and not simply a quirk, misunderstanding, or a passing phenomenon.

Nothing in the legislative history suggests that the statute is intended to require that a majority of shippers declare that service on the line is inadequate, or refer to some specific inadequacy to them. The statute only requires a showing by which this Board can make a determination of inadequacy that affects a majority of shippers. PYCO's evidence is clearly sufficient for this purpose in a situation involving a railroad which makes and implements threats of economic retaliation, and whose management has engaged in acts of physical intimidation.

World War II was precipitated when the allied powers failed to recognize that Hitler's Germany through threats and invasion was picking them off one by one. Surely it is within the power of STB

unwilling to come forward due to feared retaliation, personal intimidation, and uncertainty that STB will afford relief.

to recognize that a similar principle applies to preservation of service to a group of shippers in Lubbock, Texas. If SAW threatens its shippers and then implements its threats by degraded service, and if not even the major shipper on the line is immune from such misconduct, then no shipper in south Lubbock is even if SAW proceeds one by one. PYCO's showing has to be viewed as a showing of service inadequacy, not just for a majority, but for all shippers served by SAW.

Service is inadequate for a majority if the fundamental problem causing the service inadequacy for some is applicable to that majority. In this case, the fundamental problem causing the service inadequacy is applicable to every single shipper on the SAW lines, whether they will publicly so state or not. PYCO has presented evidence that shippers with a majority of carloadings are experiencing inadequate service; that SAW is putting no effort into repair or rehabilitation of its lines; that SAW threatens retaliation against, and intimidates shippers, who object or resist; and that other shippers are intimidated into silence for fear of losing such service as they have.

When a common carrier abuses its common carrier obligations in such a fashion to a number of shippers, including its major shipper, then many are silenced, no one is safe, and the way is paved for exactly the kind of slow motion abandonment that Congressman Madigan sought to prevent. Yet the Director's

construction of the statute immunizes such abusive conduct from the very statute that Congress adopted as relief from it. In this sense, the Director's construction of the statute will have the effect of encouraging abuse of the common carrier obligation through use of economic threats and physical intimidation. That is the fundamental interpretive problem with the Director's decision, and a prime motivation for PYCO to make this Appeal. The Board ought not to adhere to the Director's construction as precedent for any future case.

b. Alternative Two. There are three shippers in Alternative Two: Attebury, Compress and PYCO. PYCO submitted letters supporting the FLA from Compress and Attebury (FLA Exhibits I and J). The Director held the FLA was incomplete as to Alternative Two because Attebury and Compress only supported the FLA, and did not represent that they regarded SAW service to their companies as inadequate. For the reasons stated above, this was in error. PYCO submitted evidence showing that service had substantially deteriorated. PYCO's evidence pertained to the majority of shipments on the line for Alternative Two (roughly 80% or more of the shipments). PYCO's evidence also showed a pattern of threats and reprisals by SAW, demonstrating that no shipper was safe or could rely on adequate common carrier services from SAW. Just as the Director should have found inadequacy for a majority of shippers on the line as a whole, the Director should have found

inadequacy for a majority of shippers under Alternative Two.

In the case of PYCO's Alternative Two, PYCO did submit "votes" of support by both Attebury and Compress. The Director rejected these letters, indicating that the letters had to state that service was inadequate as to the particular shipper involved. The language employed by a shipper in expressing its adherence to an FLA is not specified in the statute or the regulations. Indeed, the statute does not specify that individual shippers have to say anything at all. As evidence of concurrence in the representations in an FLA, a simple statement of support should be enough if use of § 10907 is to be encouraged in accordance with Board policy. Keokuk Junction, supra.

The problem with the Director's construction can be illustrated by a hypothetical. Suppose there is a rail line with five shippers, two with 1000 carloadings each, and three with ten each. Suppose that the two larger shippers were rail dependent and filed an FLA unequivocally showed inadequate service. However, the remaining three shippers -- for whatever reason (e.g., lack of rail dependency, fear of retribution, business plans to relocate anyway) simply said they supported the FLA or said nothing at all. The Director under his' construction would not allow an FLA to go forward. But if the two larger shippers were forced to relocate off the line, then the line would not be economically viable and would be abandoned. That is exactly the kind of "slow motion

abandonment" that Congressman Madigan sought to prevent. The Director's construction unnecessarily exalts form not just over substance, but over any substance.

The two letters in Exhibit B indicate that Attebury and Compress agree that SAW service has become inadequate and unreliable as to them. If these "votes" are now in satisfactory form under the Director's ruling, then the application as revised must be accepted as to Alternative Two and this appeal is moot as to Alternative Two. If those "votes" are still not satisfactory, then the Director's construction must be overturned on appeal.

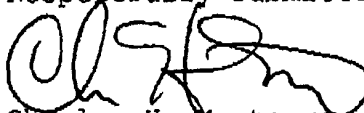
Conclusion

Pursuant to 49 C.F.R. Part 1117, PYCO petitions to amend its FLA by the addition of Exhibits A and B. As amended, the FLA must be found to be complete as to Alternative Two. This Board should issue the requested protective order and permit the application immediately to proceed as to Alternative Two.

The Director's decision construing the 49 U.S.C. § 10907(c)(1)(B) both as a mandatory "poll" requirement, and as requiring each shipper in the majority to state that service is inadequate as to it should be reversed on appeal. The Board must look to the purpose of the statute to prevent inadequate service and abandonment through the singling out of shippers for adverse treatment, and not encourage that conduct by constructions which effectively approve it.

The Director's dismissal of the FLA on grounds of failure to show financial responsibility must also be reversed. That dismissal was error either outright, or because the Director by his refusal to enter a protective order unfairly disempowered PYCO from making the showing the Director intended to require in violation of past Board precedent.

Respectfully submitted,



Charles H. Montange
for PYCO Industries, Inc.
426 NW 162d St.
Seattle, WA 98177
(206) 546-1936
fax: -3739

Of counsel:

Gary McLaren, Esq.
Phillips & McLaren
3305 66th St., Suite 1A
Lubbock, TX 79413
(806) 788-0609
for PYCO Industries, Inc.

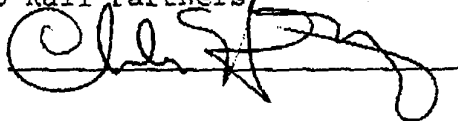
Exhibit A -- financial responsibility information
Exhibit B -- Attebury and Compress letters

Certificate of Service

I hereby certify service of the foregoing Appeal and Petition upon the following counsel of record by express service, next business day delivery, this 12th day of June 2006:

Thomas McFarland
208 South LaSalle Street, Suite 1890
Chicago, IL 60606-1112 (for SAW)

William C. Sippel
Fletcher & Sippel
29 North Wacker Drive, Suite 920
Chicago, IL 60606-2832 (for US Rail Partners)

A handwritten signature in black ink, appearing to read "Charles H. Montange", is written over a horizontal line.

Verification

Pursuant to 28 U.S.C. § 1746, I declare and verify under penalty of perjury under the law of the United States of America that I am the Chief Executive Officer of PYCO Industries, Inc., that I have read the foregoing Appeal document, and that the facts stated in this document are true and correct.

Executed: 6-14-06Paul Krings

Exhibit A



P.O. BOX 841
LUBBOCK, TX 79408-0841
TELEPHONE: (806) 747-3434
FAX: (806) 744-3221

PYCO Industries, Inc.
Processors of Cottonseed Products

P.O. BOX 1320
GREENWOOD, MS 38935-1320
TELEPHONE: (662) 453-4312
FAX: (662) 455-6607

June 7, 2006

Surface Transportation Board
Washington, D.C.

Re: PYCO Industries, Inc. (PYCO) - Feeder Line Acquisition -
South Plains Switching, Ltd. Co. (SAW)
Financial Responsibility

Dear Sir or Madam:

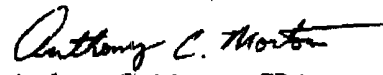
Pursuant to 49 CFR 1151.3(a)(3), we are providing information to demonstrate that PYCO is a financially responsible person, able to pay the higher of the net liquidation value or going concern value of SAW and to cover expenses associated with providing services over the line for at least the first three years following acquisition of the line.

Enclosed is our 2005 Annual Report that contains audited financial statements for our two most recently completed fiscal years. These statements reflect a strong financial position with steady earnings and cash flows sufficient to meet the needs described above without additional financing. To provide the liquidity needed to ensure that cash is available to meet its financial obligations as they come due, PYCO maintains an operating line of credit with CoBank, ACR (CoBank) in the amount of fifty million dollars and a term loan revolver in the amount of twenty million dollars to supplement working capital as needed. These debt instruments are more fully described in the notes to financial statements. As of today, PYCO has thirty-four million available on the short-term commitment and twenty million on the term revolver.

Irrespective of the need for additional financing, so as not to weaken our working capital position, PYCO has secured a long-term financing commitment from CoBank for up to fifteen million dollars in new capital expenditures. This commitment expires in March of 2007. The entire commitment is available today for financing the feeder line acquisition. Enclosed is a letter from CoBank that confirms the commitment.

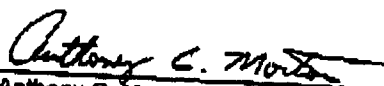
Sincerely,

PYCO Industries, Inc.


Anthony C. Morton, CPA
Chief Financial Officer

Pursuant to 28 U.S.C. 1746, I declare and verify under penalty of perjury under the laws of the United States of America that the statements I make in the foregoing letter to the Surface Transportation Board dated June 7, 2006, are true and correct.

Executed on 06-12-2006.


Anthony C. Morton



P.O. Box 5110
Denver, Colorado 80217
5500 South Quebec Street
Greenwood Village, Colorado 80111
Phone: (303) 740-4000
Fax: (303) 740-4092

June 7, 2006

Surface Transportation Board
Washington, D.C.

RE: PYCO Industries, Inc.—Feeder Line Acquisition
South Plains Switching, Ltd. Co.
Financial Responsibility

Dear Sir or Madam:

The purpose of this letter is to confirm CoBank's existing loan commitment to PYCO Industries, Inc. for up to \$15 million to meet capital expenditure requirements, including expenditures related to the acquisition of the aforementioned Feeder Line. In addition we provide other credit facilities to meet ongoing working capital and term credit needs, including additional expenses associated with operating the feeder line.

Please contact me if you have questions or need additional information regarding credit facilities CoBank provides to its longstanding customer, PYCO Industries, Inc. My phone number is (303) 740-6585.

Regards,

Jim Stutzman
Vice President
CoBank

c:

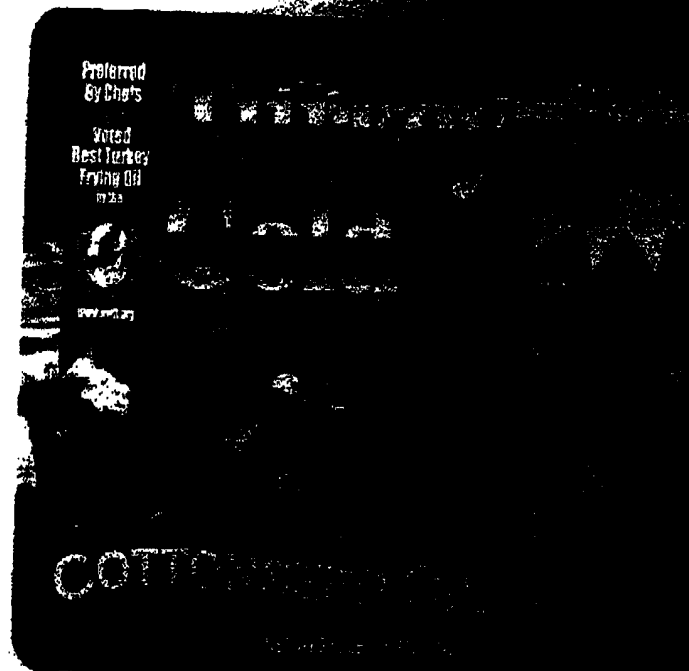
PYCO INDUSTRIES, INC.

Lubbock, Texas



2005

ANNUAL REPORT



How to Fry a Turkey

STEP 1: Preheat the oil to 350°F. The oil should be deep enough to submerge the turkey. The amount of oil will depend on the size of the turkey.

STEP 2: Add water to the oil. The water will help to keep the oil from smoking and will help to keep the turkey moist.

STEP 3: Place the turkey in the oil. The turkey should be submerged in the oil. The water will help to keep the oil from smoking and will help to keep the turkey moist.

STEP 4: Fry the turkey for 3-4 hours. The turkey should be cooked to an internal temperature of 165°F. The water will help to keep the oil from smoking and will help to keep the turkey moist.

STEP 5: Remove the turkey from the oil. The turkey should be cooked to an internal temperature of 165°F. The water will help to keep the oil from smoking and will help to keep the turkey moist.

STEP 6: Let the turkey rest for 15 minutes. The turkey should be cooked to an internal temperature of 165°F. The water will help to keep the oil from smoking and will help to keep the turkey moist.

STEP 7: Carve the turkey. The turkey should be cooked to an internal temperature of 165°F. The water will help to keep the oil from smoking and will help to keep the turkey moist.

Nutrition Facts

Amount Per Serving

Calories 1200

Total Fat 120g

Sodium 1200mg

Total Carbohydrate 120g

Protein 120g

Dietary Fiber 120g

Sugar 120g

Cholesterol 120g

Vitamin A 1200IU

Vitamin C 1200mg

Calcium 1200mg

Iron 1200mg

Other Ingredients: Cottonseed Oil, Water, Salt, and other natural flavors.

PYCO INDUSTRIES, INC. AND SUBSIDIARIES

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PRESIDENT'S/CHAIRMAN'S LETTER TO OUR MEMBERS

Thank you for your patronage and support of the oil mill this past year. Fiscal 2005 will be remembered as a year of many records and challenges for your Association. Primarily because of the record cotton crop in Texas, the Association shattered its previous record for seed receipts taking in a total of 1,245,385 tons of cottonseed. The record seed receipts led to numerous other records being set as well as providing significant challenges for the Association's management and staff. Just what do you do with 35% more cottonseed than you have ever marketed previously?

There are lots of answers to the above question but, primarily you sell, sell, sell, then go sell some more. Whole cottonseed sales were a record 373,682 tons while at the same time a new record for total tons crushed at 798,371 was set. These led to another broken record in which revenues surpassed 200 million dollars for the first time. All of this activity kept your Association's facilities and personnel very busy all year long.

The challenge of receiving, storing, conditioning, marketing and moving all that cottonseed was enormous by itself, but was made even tougher by the wet weather during last year's harvest. Just as many of you ginned what seemed to be two seasons back to back, the oil mill's seed receiving season was twice as long as normal. Another result of weather was an overall decline in seed quality that lowered yields considerably. The biggest challenge of all however, was protecting the value of that large crop.

Just as the harvest in Texas was getting under way, the flood of cottonseed from gins drove whole cottonseed prices down while the price for soybean oil and meal on the Chicago Board of Trade began to fall. Management's challenge was how to hold the advance price to our gins, but ensure that the Association locked in some margin. With more unpriced contracts and products to sell than ever before, management used option contracts extending further into the future than ever before to provide a safety net in case product prices continued to fall. This assured that the Association would be profitable without lowering the advance price to members, but resulted in additional cost to the oil mill.

As you will recall, along with the new 50% contracts this year, we agreed to be more aggressive on the advance price to our members. This fact, the long seed receiving season with higher labor and energy cost, the cost incurred to protect our downside price risk, and the lower yields led to one record that was not broken, our net margins.

While our net margins were not a record, the total dollar amount paid to member gins when you add the advance, contract purchases and net margins together did set a new record totaling over 130 million dollars in one season. We believe that marketing the largest crop in our history at a price that made our member gins very competitive in the market place, keeping our members' trucks dumped timely and returning a modest net margin would have to be considered a successful year.

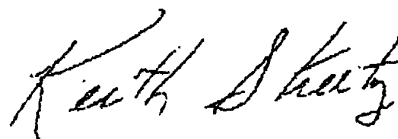
Building on that success, we are entering the new-year receiving another huge Texas crop. All three mills are already up and running smoothly providing the opportunity for a larger crush than last years record. With several new customers on board, we are in a better sold position at better values than last year at this time. In addition, prices on the Chicago Board of Trade appear to be more stable than last year and Management believes we are positioned to repeat last years performance with the opportunity of a better result on the bottom line.

Again, we want to thank you for your patronage and your confidence in PYCO. We truly believe your association is positioned to continue as the leader in cottonseed for many years to come.

Sincerely,



Gail Kring, President

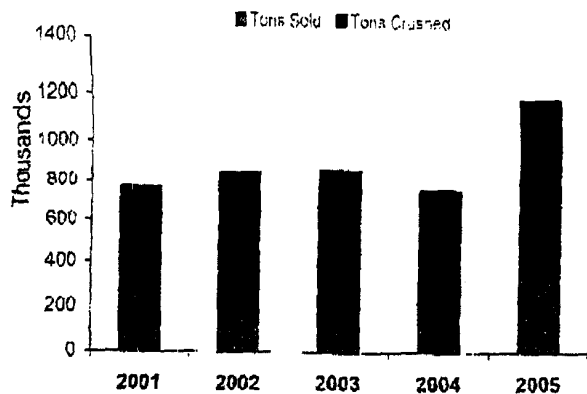


Keith Streety, Chairman of the Board

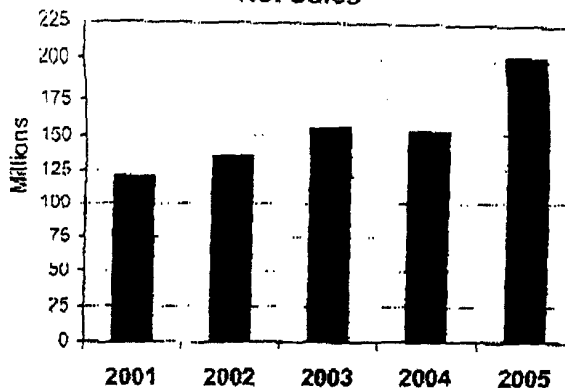


Five Year Summary of Selected Financial Data (by fiscal year)

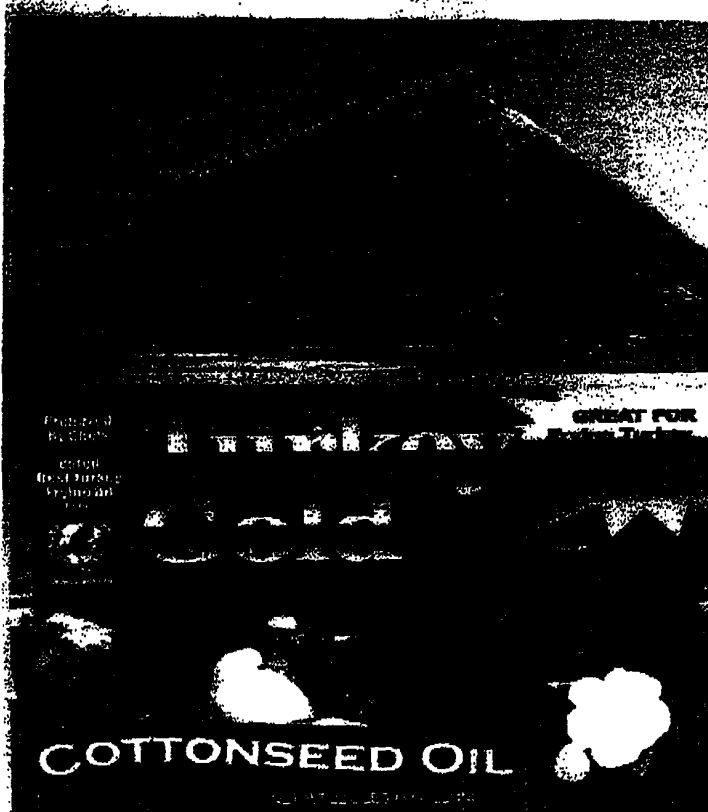
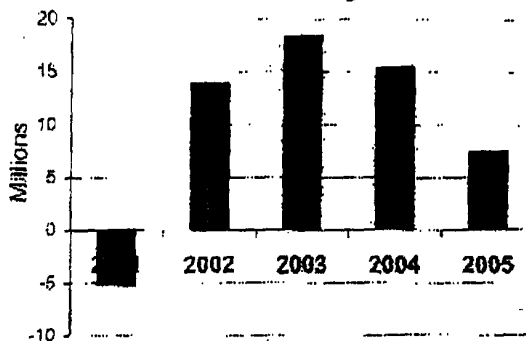
Volume of Cottonseed Marketed



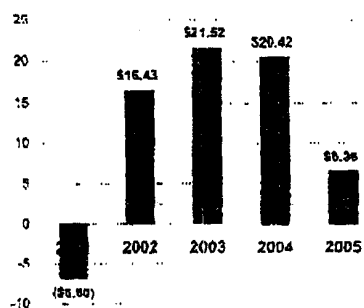
Net Sales



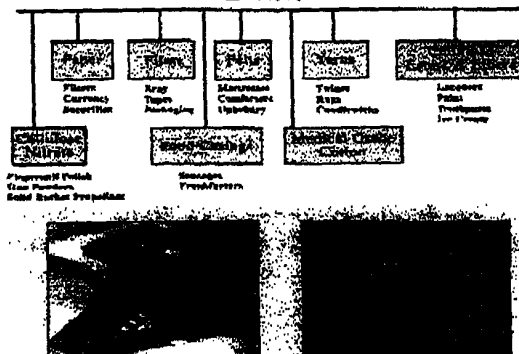
Net Margins



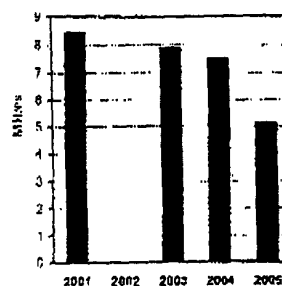
Net Margin Per Ton



Linters

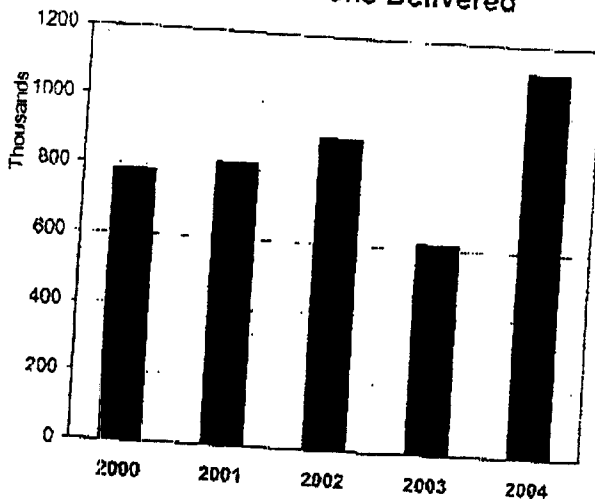


Total Equity Retirements Paid Out

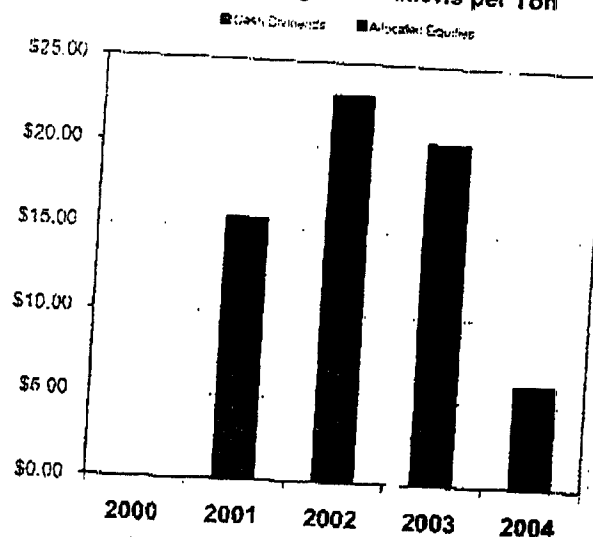


Five Year Summary of Member Operating Results (by crop year)

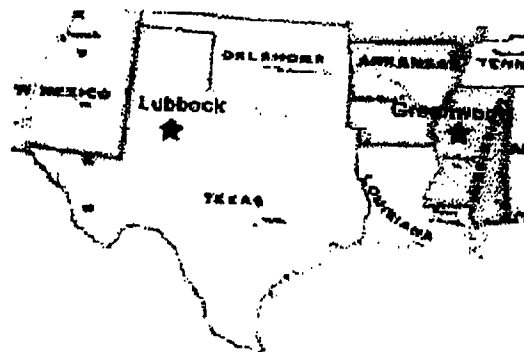
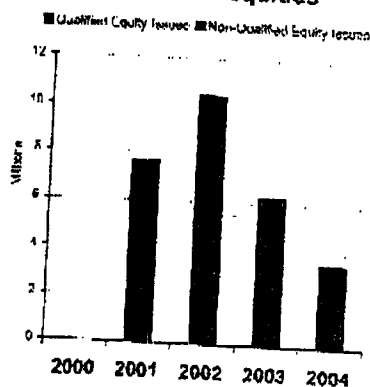
Member Tons Delivered



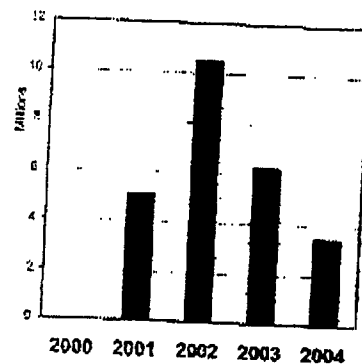
Total Patronage Allocations per Ton



Allocated Equities

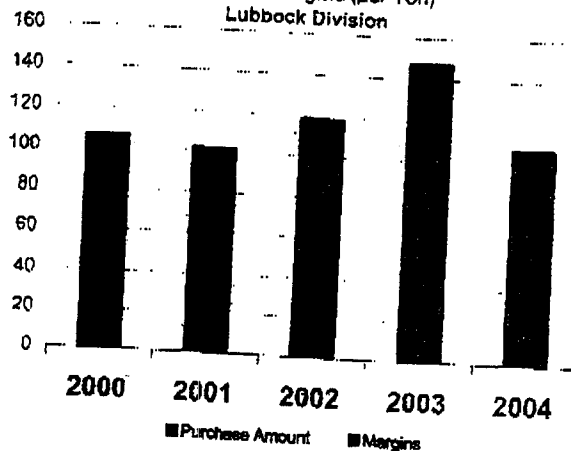


Cash Dividends

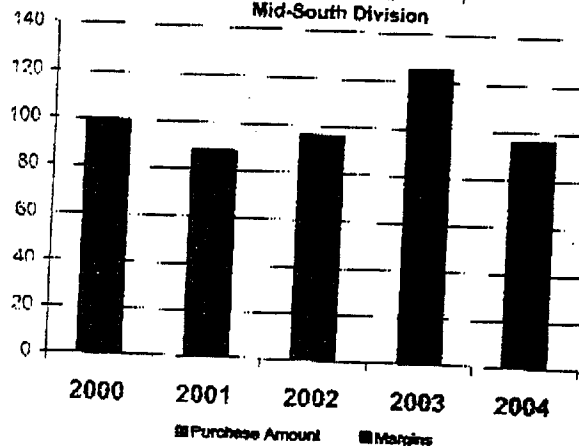


Crush Pool Results by Crop Year

Total Gin Margins (per Ton) Lubbock Division



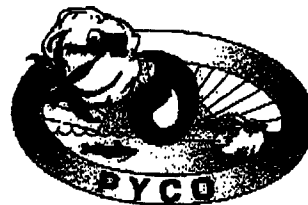
Total Gin Margins (per Ton) Mid-South Division



PYCO INDUSTRIES, INC.

Financial Statements

SEPTEMBER 30, 2005 AND 2004



(With Auditors' Report Thereon)

D. WILLIAMS & CO., P.C.
CERTIFIED PUBLIC ACCOUNTANTS

P.O. Box 16289
Lubbock, TX 79490-6289
www.dwilliams.net

5219 City Bank Pkwy., Suite 214
(806) 785-5982
Fax (806) 785-9381

Board of Directors
PYCO Industries, Inc.
Lubbock, Texas

Independent Auditors' Report

We have audited the accompanying balance sheets of PYCO Industries, Inc. (the Association) as of September 30, 2005 and 2004, and the related statements of operations and margins, capital stock, equities and comprehensive income, and cash flows for the years then ended. These financial statements are the responsibility of the Association's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PYCO Industries, Inc. at September 30, 2005 and 2004 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

D. Williams & Co., P.C.

November 4, 2005

PYCO INDUSTRIES, INC.

Balance Sheets

September 30, 2005 and 2004

Assets

	<u>2005</u>	<u>2004</u>
Current assets:		
Cash & cash equivalents	\$ 233,146	\$ -
Trade accounts receivable, net of allowance for doubtful accounts of \$247,132 and \$214,621 in 2005 and 2004, respectively	14,853,721	13,134,935
Members' accounts receivable	1,030,546	589,457
Inventories	27,314,503	23,944,718
Commodities trading receivable, net	2,148,396	2,538,223
Prepaid expenses and other	263,404	567,801
	<u>45,843,716</u>	<u>40,775,134</u>
Property, plant and equipment:		
Buildings, machinery and equipment	120,728,432	118,620,457
Less: accumulated depreciation	60,841,653	54,833,426
	59,886,779	63,787,031
Land	3,027,812	3,027,812
Construction in progress	1,080,031	1,168,169
	<u>63,994,622</u>	<u>67,983,012</u>
Other Assets:		
Investments in cooperatives and others:		
CoBank, ACB	5,160,221	5,084,780
Others	125,548	118,268
	5,285,769	5,203,048
Goodwill	1,881,353	1,881,353
Other assets	859,994	803,983
	<u>8,027,116</u>	<u>7,888,384</u>
	<u>\$ 117,865,454</u>	<u>\$ 116,646,530</u>

The accompanying notes are an integral part of these financial statements.

Liabilities, Capital Stock and Equities

	<u>2005</u>	<u>2004</u>
Current liabilities:		
Accounts payable	\$ 3,116,510	\$ 3,247,575
Member deposits	4,922,068	5,288,922
Employee deposits	363,247	416,873
Accrued expenses and other	2,702,530	2,797,201
Accrued income taxes	97,890	673,695
CoBank Seasonal Loan	11,500,000	-
Current portion of long-term debt	3,000,000	3,000,000
Patronage dividends payable	3,473,332	7,258,922
	<u>29,175,577</u>	<u>22,683,188</u>
Long-term liabilities:		
Long-term debt, not of current maturities	26,050,000	29,050,000
Post-retirement benefits and other liabilities	2,503,224	2,755,888
Minimum pension liability	2,899,432	372,559
	<u>31,452,656</u>	<u>32,178,447</u>
	<u>60,628,233</u>	<u>54,861,635</u>
Capital stock and equities		
Common stock	8,900	11,100
Paid-in capital	107,600	107,600
Qualified Patrons' equities	59,834,475	61,670,147
Non-qualified Patrons' equities	4,371,109	4,371,109
Retained earnings (deficit)	(442,084)	(554,036)
Accumulated other comprehensive income (loss)	(4,254,937)	(1,035,035)
Undistributed margins (loss)	(2,387,842)	(2,785,990)
	<u>57,237,221</u>	<u>61,784,895</u>
	<u>\$ 117,865,454</u>	<u>\$ 116,646,530</u>

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PYCO INDUSTRIES, INC.

Statements of Operations and Margins

Years ended September 30, 2005 and 2004

	2005	2004
Sales	\$ 202,424,810	\$ 151,873,786
Less cost of sales	<u>145,973,026</u>	<u>94,725,983</u>
Gross margins	56,451,784	57,147,803
Less operating, selling and general administrative expenses	<u>46,246,888</u>	<u>39,053,047</u>
Operating margins	<u>10,204,896</u>	<u>18,094,756</u>
Other income (expense):		
Interest income	17,931	18,450
Net gain (loss) on sale of equipment and other assets	187,800	21,130
Interest expense	(3,774,299)	(2,396,732)
Other, net	<u>928,760</u>	<u>305,553</u>
	<u>(2,639,808)</u>	<u>(2,051,599)</u>
Margins before income taxes	7,565,088	16,043,157
Provision for income taxes	<u>108,323</u>	<u>675,031</u>
Net margins	<u>\$ 7,456,765</u>	<u>\$ 15,368,126</u>

The accompanying notes are an integral part of these financial statements.

PYCO INDUSTRIES, INC.

Statements of Capital Stock, Equities and Comprehensive Income

Years ended September 30, 2005 and 2004

	Comprehensive Income	Common Stock	Paid-in Capital
Balance at September 30, 2003	\$ -	\$ 11,700	\$ 107,600
Conversion of non-member common stock to preferred equities		(600)	-
Equity retirement distributions		-	-
Member equity written-off in settlement of contract dispute		-	-
Provision for current year cash patronage dividends		-	-
Allocation of current year margins		-	-
Comprehensive Income:			
Net margins	15,368,126	-	-
Minimum pension liability adjustment	1,799,632	-	-
Deferred gain (loss) on hedging activities, net	2,283,052	-	-
Total comprehensive income	\$ 19,450,810		
Balance at September 30, 2004		\$ 11,100	\$ 107,600
Conversion of non-member common stock to preferred equities		(2,400)	-
Preferred equity converted to common stock - new members		200	-
Equity retirement distributions		-	-
Member equity written-off in settlement of contract dispute		-	-
Provision for current year cash patronage dividends		-	-
Allocation of current year margins		-	-
Comprehensive Income:			
Net margins	7,456,765	-	-
Minimum pension liability adjustment	(2,617,876)	-	-
Deferred gain (loss) on hedging activities, net	(602,026)	-	-
Total comprehensive income	\$ 4,236,863		
Balance at September 30, 2005		\$ 8,900	\$ 107,600

The accompanying notes are an integral part of these financial statements.

Qualified Patron's Equities	Non-qualified Patron's Equities	Retained earnings	Accumulated other comprehensive income (loss)	Undistributed margins	Total
\$ 62,023,780	\$ 4,371,109	\$ (1,787,792)	\$ (5,117,719)	\$ (2,402,519)	\$ 57,206,159
600	-	-	-	-	-
(7,448,153)	-	-	-	-	(7,448,153)
(165,000)	-	-	-	-	(165,000)
-	-	-	-	(7,258,922)	(7,258,922)
7,258,920	-	1,233,756	-	(8,492,675)	1
-	-	-	-	15,368,126	15,368,126
-	-	-	1,799,632	-	1,799,632
-	-	-	2,283,052	-	2,283,052
<u>\$ 61,670,147</u>	<u>\$ 4,371,109</u>	<u>\$ (554,036)</u>	<u>\$ (1,035,035)</u>	<u>\$ (2,785,990)</u>	<u>\$ 61,784,895</u>
2,400	-	-	-	-	-
(200)	-	-	-	-	-
(5,087,608)	-	-	-	-	(5,087,608)
(223,597)	-	-	-	-	(223,597)
-	-	-	-	(3,473,332)	(3,473,332)
3,473,333	-	111,952	-	(3,585,285)	-
-	-	-	-	7,456,765	7,456,765
-	-	-	(2,617,876)	-	(2,617,876)
-	-	-	(602,026)	-	(602,026)
<u>\$ 59,834,400</u>	<u>\$ 4,109</u>	<u>\$ (442,084)</u>	<u>\$ (4,254,937)</u>	<u>\$ (2,387,842)</u>	<u>\$ 57,237,221</u>

PYCO INDUSTRIES, INC.

Statements of Cash Flows

Years ended September 30, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Cash Flows from Operating Activities:		
Net margins	\$ 7,456,765	\$ 15,368,126
Adjustments to reconcile net margins to net cash provided by operating activities:		
Deferred gain (loss) from hedging activities, net	(602,026)	2,283,052
Depreciation	8,061,143	7,962,359
Net (gain) loss on sale of equipment and other assets	(187,800)	(21,130)
Non-cash patronage dividends received from other cooperatives	(200,648)	(209,870)
Other	(223,597)	(165,000)
Other assets (increase) decrease	(56,011)	(53,483)
Post-retirement benefits and other liabilities increase (decrease)	(343,666)	(216,304)
Reserve for disposal of Amory assets	-	403,364
Changes in current asset and liability items:		
Accounts receivable (increase) decrease	(1,770,048)	(6,620,002)
Inventories (increase) decrease	(3,369,785)	(6,207,411)
Prepaid expenses and other (increase) decrease	304,398	(506,147)
Accounts payable increase (decrease)	(131,065)	(1,881,995)
Accrued expenses and other increase (decrease)	(94,671)	(423,143)
Income taxes	(575,805)	647,955
Net cash provided by operations	\$ 8,267,184	\$ 10,360,371
Cash Flows from Investing Activities:		
Sale of equipment and other assets	\$ 104,022	\$ 31,154
Acquisition of property, plant and equipment	(3,988,976)	(2,196,426)
Retirement of investments in cooperatives and others	117,926	-
Net cash (used) by investing activities	\$ (3,767,028)	\$ (2,165,272)

The accompanying notes are an integral part of these financial statements.

	<u>2005</u>	<u>2004</u>
Cash Flows from Financing Activities:		
Net increase (decrease) in member deposits	\$ (366,854)	\$ (843,019)
Net increase (decrease) in employee deposits	(53,626)	(12,884)
Short-term borrowings-seasonal loan	61,500,000	32,650,000
Payments on short-term borrowings - seasonal loan	(50,000,000)	(32,650,000)
Short-term borrowings - term revolver	32,500,000	1,000,000
Payments on short-term borrowings - term revolver	(32,500,000)	(1,000,000)
Payments on long-term debt	(3,000,000)	(3,000,000)
Dividends paid	(7,258,922)	(9,429,007)
Equity retirement	(5,087,608)	(7,448,153)
Net cash (used) by financing activities	<u>\$ (4,267,010)</u>	<u>\$ (20,733,063)</u>
Net increase (decrease) in cash and cash equivalents	233,146	(12,537,964)
Cash and cash equivalents at beginning of year	-	12,537,964
Cash and cash equivalents at end of year	<u>\$ 233,146</u>	<u>\$ -</u>

Supplemental Disclosures of Cash Flow Information:

Cash paid during the year for:

Interest	\$ 3,709,888	\$ 2,400,072
Income taxes, net of (refunds)	684,129	27,076

Supplemental Schedule of Non-Cash Investing and Financing Activities:

Investing Activities:

Reserve for disposal of Amory assets	\$ -	\$ 403,364
Trade-in Value of Equipment	205,995	-
	<u>\$ 205,995</u>	<u>\$ 403,364</u>

Financing Activities:

Accrued cash patronage dividends	\$ 3,473,332	\$ 7,258,922
Minimum pension liability	\$ 2,526,873	\$ (2,091,749)
Accumulated other comprehensive income (loss)	(2,617,876)	1,799,632
	<u>\$ (91,003)</u>	<u>\$ (292,117)</u>
Member Equity Written-off in settlement of contract dispute	<u>\$ 223,597</u>	<u>\$ 165,000</u>

PYCO INDUSTRIES, INC.

Notes to Financial Statements

September 30, 2005 and 2004

(1) Summary of Significant Accounting PoliciesOrganization

PYCO Industries, Inc. (the "Association") is a federated cooperative marketing association owned by member cotton gins. The Association's mission is to add value to the cottonseed produced by its members that can be returned to the gin through patronage dividends. The Association operates cottonseed-processing mills in Lubbock, Texas and Greenwood, Mississippi and cottonseed storage facilities at various locations in Mississippi and Arkansas. Cottonseed is purchased from member gins to be sold as livestock feed (mainly for dairy cattle) or processed at one of the Association's mills into cottonseed products. The major products produced are a high quality cooking or salad oil used primarily in the snack food and food service industries and cottonseed meal that is a primary feed ingredient in the livestock and catfish industries. By-products are cottonseed hulls that are an excellent form of fiber for beef and dairy cattle and cotton linters utilized in the manufacturing of mattresses, upholstery padding, high quality writing paper, and various other products.

The Association grants credit to customers, both domestic and foreign, from the sale of these products. The Association's customers are geographically dispersed and their ability to pay is largely contingent on their financial condition.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Comprehensive Income

Comprehensive income consists of net margins and other gains and losses affecting equity that, under accounting principles generally accepted in the United States of America, are excluded from net margins. For the Association, such items consist primarily of changes in the deferred gains and losses resulting from new crop hedging activities, interest rate hedging activities and items related to the Association's pension plan, including the minimum pension liability.

Cash and cash equivalents

The Association considers all cash, interest-bearing deposit accounts, certificates of deposit and highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. The Association deposits its cash with banks in amounts that from time to time exceed federally insured limits.

PYCO INDUSTRIES, INC.
Notes to Financial Statements

Inventories

Finished product inventories and commodities on hand and held for sale are valued at net realizable value ("NRV".) Raw materials, supplies and other inventories are valued at the lower of cost (determined on a first-in, first-out basis) or market ("LCM".)

Derivative financial instruments

In the normal course of business, the Association executes sales contracts for future delivery of cottonseed or cottonseed products not yet acquired or produced. The Association utilizes commodity futures and option contracts to reduce the risks associated with market price fluctuations. These contracts are generally designated as cash flow hedges as they relate to specific volumes of products to be produced and sold in future periods. Historically, the change in the market value of these contracts has been highly effective at offsetting changes in price movements of the hedged items or raw materials required to produce them.

The Association also uses eurodollar futures to manage its exposure to interest rate risk under its debt agreements with variable rate options tied to the London Interbank Offered Rate ("LIBOR") as described in note 4. These contracts are designated as cash-flow hedges as they relate to specific amounts due during future interest periods. Generally, the change in the market value of these contracts is highly effective in offsetting changes in the interest due under the hedged agreements from varying interest rates.

Open commodity contracts and eurodollar futures contracts are marked-to-market and carried at their fair value in receivables or payables, net of cash in the associated margin account. Gains and losses from open and closed hedging transactions are deferred in other comprehensive income and recognized in results of operations when the finished goods are sold or during the related future interest period. Any gain or loss from transactions not designated as cash flow hedges as well as any material ineffective hedge amounts are included in results of operations.

The Association's policies prohibit it from trading in any derivative instrument for speculative purposes.

Property, plant and equipment and related depreciation

Property, plant and equipment are stated at cost, including capitalized interest when new assets are constructed. Depreciation is computed using primarily the straight-line method over the estimated useful lives of the assets. Expenditures for major renewals and betterments are capitalized and those for maintenance and repairs are charged to operations as incurred. Gains or losses on disposal of property, plant and equipment are included in results of operations.

Long-lived assets

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the related carrying amount may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset and long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

PYCO INDUSTRIES, INC.

Notes to Financial Statements

During the year ended September 30, 2004, the Association closed the Amory, MS cottonseed receiving facility. The Association does not intend to operate this facility in the future and is making inquiries concerning efforts to sell the property. Accordingly, the Association has established a reserve for impairment of this asset and a loss of \$403,364 has been charged to other income/(expense) in the statement of operations for the year ended September 30, 2004.

Goodwill

Goodwill represents the excess of cost over fair value of net assets acquired through acquisitions. Prior to October 1, 2002, the Association amortized goodwill on a straight-line basis. In accordance with Statement of Financial Accounting Standards ("SFAS") No. 142 "Goodwill and Other Intangible Assets" issued in June 2001, the Association discontinued amortization of goodwill effective October 1, 2002.

Under SFAS No. 142, goodwill is reviewed for impairment on at least an annual basis. Impairment of goodwill under SFAS No. 142 occurs if the estimated fair value of the Association's net assets is less than their book value. Goodwill recorded on the Association's financial statements at September 30, 2005 and 2004 was not considered to be impaired on those dates.

Stock owned in other cooperatives

Stock owned in other cooperatives is carried at cost, including net allocated equities. This stock represents ownership in other cooperatives and can be converted to cash only at the discretion of the board of directors of the issuing cooperative. Amounts do not reflect unallocated losses, if any, from such cooperatives. Patronage allocations from other cooperatives are recorded in the year when notices of such allocations are received.

Capital stock and equities

Common stock has a par value of \$100 per share and carries voting rights of one vote per member with a total of 300 authorized shares. At September 30, 2005 and 2004, 89 and 111 shares, respectively, were issued and outstanding.

Patrons' equities represent the unpaid portion of allocations to patrons. These equities are subordinate to all debts and do not pay dividends to the holders. Retirement is subject to the discretion of the board of directors. Qualified patrons' equities are taxable to the patron when allocated and deductible by the Association. The non-qualified patrons' equities are not taxable to the patron until retired and not deductible by the Association until paid.

Retained earnings represent nonmember income and losses from current and prior years, the retained member income and losses of prior years, and the unallocated portion of exempt prior years income from the liquidated foreign sales corporation.

Undistributed margins represent the unallocated portion of the current and prior year's net margins or losses and accumulated tax-timing differences.

PYCO INDUSTRIES, INC.

Notes to Financial Statements

Allocation of earnings and income taxes

The Association is a nonexempt farmer cooperative operating under Section 1381 of the Internal Revenue Code. The bylaws of the Association require patronage earnings to be allocated on a patronage basis to member patrons only.

The Association is not liable for Federal income taxes on patronage earnings subject to the proper allocation of such earnings, issuance of qualified written notices, and the cash payment of at least 20% of patronage earnings to members on or before 8 1/2 months subsequent to year end. Patronage earnings are allocated on a Federal income tax basis. Nonmember/nonpatronage earnings are subject to Federal income tax and are retained by the Association. The Association has bylaw approval to pay income taxes on patronage earnings and issue nonqualified written notices for such amounts. These income taxes will be recoverable when the nonqualified written notices are redeemed.

Revenue Recognition

Sales are recorded upon shipment to the customer.

Recently Issued Accounting Pronouncements

In May 2003, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 150 (SFAS No. 150), "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". In November 2003, the FASB issued FASB Staff Position No. 150-3 (FSP FAS 150-3) "Effective Date, Disclosures, and Transition for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests under FASB Statement No. 150" that indefinitely defers the effective date of SFAS 150 as it might have applied to the Association. Monitoring developments in the standard setting process, Management now believes that cooperative equity will not have to be reviewed for possible classification as a liability.

In December 2003, the FASB revised and re-issued Statement of Financial Accounting Standards No. 132 (SFAS No. 132), "Employer's Disclosures about Pensions and Other Postretirement Benefits-an amendment of FASB Statements No. 87, 88 and 106." The new SFAS No. 132 retains the disclosures of the original statement that it replaces, but adds additional disclosures about the assets, obligations, cash flows, and net periodic benefit cost of defined benefit pension plans and other defined benefit postretirement plans. SFAS No. 132 is generally effective for fiscal years ending after December 15, 2003. The Association adopted SFAS No. 132 effective with its fiscal year ending September 30, 2004.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153 (SFAS No. 153), "Exchange of Nonmonetary Assets." SFAS No. 153 requires that all exchanges of nonmonetary assets (trade-ins of equipment) be recorded at fair value. SFAS No. 153 is effective for fiscal years beginning after June 15, 2005, however earlier adoption is encouraged. The Association has adopted SFAS No. 153 effective with its fiscal year ending September 30, 2005.

PYCO INDUSTRIES, INC.

Notes to Financial Statements

(2) Inventories

Inventories consisted of the following at September 30, 2005 and 2004.

	2005	2004
Cottonseed (LCM)	\$ 16,778,107	\$ 10,637,906
Cottonseed Oil (NRV)	7,323,405	5,873,527
Cottonseed Meal (NRV)	2,348,780	6,703,350
Cottonseed Hulls (NRV)	608,730	537,840
Cottonseed Linters (NRV)	157,682	100,594
Bale press and other supplies (LCM)	97,799	91,501
	<u>\$ 27,314,503</u>	<u>\$ 23,944,718</u>

(3) Buildings, Machinery and Equipment

Buildings, machinery and equipment consisted of the following at September 30, 2005 and 2004:

	Estimated Useful Lives	2005	2004
Processing facilities	5-40 years	\$ 69,250,190	\$ 68,861,100
Seed storage and handling	10-40 years	28,693,957	28,044,330
Product storage and handling	10-40 years	5,465,929	5,465,929
Utilities and maintenance			
Equipment	8-40 years	5,893,544	5,470,291
Office, lab, engineer and other	5-40 years	5,694,328	5,644,818
Mobile equipment	3-15 years	5,730,484	5,133,989
		<u>\$ 120,728,432</u>	<u>\$ 118,620,457</u>

There was no interest cost capitalized in fiscal year 2005 or 2004.

(4) Debt

The Association and CoBank, ACB ("CoBank") are parties to a Master Loan Agreement dated April 19, 2004 as amended on April 19, 2005 and July 13, 2005. This agreement amended and restated their prior agreement dated May 1, 2002 that was a restatement of the agreement dated March 18, 1996 and subsequently amended on September 21, 1999 and April 6, 2001.

PYCO INDUSTRIES, INC.

Notes to Financial Statements

In connection with the master loan agreement, the Association received a term loan on October 1, 1999 in the original amount of \$42,050,000. The term loan provides for monthly interest payments at rates prescribed by CoBank (5.34% at September 30, 2005) and for annual principal payments in the amount of \$3,000,000 beginning December 31, 1999 with a final payment of all outstanding amounts due on December 31, 2012. At September 30, 2005 and 2004, the Association had \$24,050,000 and \$27,050,000, respectively outstanding under the term loan.

On October 1, 1999, pursuant to the master loan agreement, the Association received an additional term loan in the principal amount of \$5,000,000. The term loan provides for monthly interest payments at rates prescribed by CoBank (4.4375% at September 30, 2005) and a final payment of all outstanding principal and interest amounts on October 1, 2008. At September 30, 2005 and 2004, the Association had \$5,000,000 outstanding under this term loan.

Pursuant to a supplement to the master loan agreement, the Association has a revolving term loan commitment to borrow an aggregate amount not to exceed \$20,000,000 at any one time. The purpose of the revolving term loan is to provide working capital to the Association and under the terms of the master loan agreement, the available amount of the commitment is considered to be working capital. The revolving term loan provides for monthly interest payments at CoBank's base rate (6.75% at September 30, 2005) or LIBOR plus 175 basis points or other quoted rate option offered by CoBank and elected by the Association.

Under the current supplement all outstanding principal and unpaid interest amounts are due on April 1, 2007. In addition, the revolving term loan provides for a commitment fee on the average daily unused portion of the revolving term loan at the rate of .375% that is payable quarterly. At September 30, 2005 and 2004, no amounts were outstanding under the revolving term loan.

At September 30, 2005, the contractual terms of repayment for amounts outstanding under the above term loans and the fiscal years in which those are required are as follows:

<u>Year ending September 30</u>	<u>Amount</u>
2006	\$ 3,000,000
2007	3,000,000
2008	3,000,000
2009	8,000,000
2010	3,000,000
Thereafter	9,050,000
	<u>\$ 29,050,000</u>

As of September 30, 2005 and 2004, the Association had available short-term operating loan commitments from CoBank in the amount of \$50,000,000 and \$30,000,000, respectively. The short-term commitment bears interest at weekly variable rates established by CoBank (5.32125% at September 30, 2005) or LIBOR plus 150 basis points or other quoted rate option offered by CoBank and elected by the Association. The current commitment expires on December 1, 2005. A commitment fee on the average daily unused portion at the rate of .25% is payable quarterly. At September 30, 2005 and 2004, the Association had \$11,500,000 and \$0, respectively outstanding under these short-term commitments.

PYCO INDUSTRIES, INC.

Notes to Financial Statements

Substantially all of the Association's assets are pledged to CoBank as collateral under the terms of the master loan agreement. The agreement contains certain restrictive covenants regarding additional borrowings, minimum net worth (at least \$48,000,000), minimum working capital (no less than \$18,000,000), an annual debt service coverage ratio test and other covenants. Total borrowings under the revolving term loan and seasonal loan cannot exceed the borrowing base amount. The borrowing base is 85% of eligible receivables plus 65% of commodities inventory. As of September 30, 2005 and 2004, the Association was in compliance with all loan covenants.

(5) Post-Retirement BenefitsPension Plan

The Association sponsors a defined benefit pension plan ("Plan") covering substantially all full-time employees who have completed one year of employment as of plan entrance dates on January 1st or July 1st.

The plan is a non-contributory plan, such that employees are not allowed to make contributions. Contributions are made by the Association for the sole benefit of plan participants with the objective of accumulating funds sufficient to meet its benefit obligations to employees upon their retirement. Benefits under the plan are based on an annual benefit formula using current and expected compensation and years of service.

The Association's actual cash and accrued contributions, deductible for Federal income tax purposes, for the years ended September 30, 2005 and 2004 were \$900,000 and \$700,000, respectively. The following tables show the change in benefit obligation, plan assets, funded status, and amounts recognized in the statements of financial position at September 30, 2005 and 2004 based upon current actuarial reports using a July 1 measurement date:

	2005	2004
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 21,946,554	\$ 21,136,703
Service cost	612,572	663,446
Interest cost	1,335,331	1,287,439
Actuarial (gain)/loss	3,415,305	21,486
Benefits paid	(1,162,670)	(1,162,520)
Benefit obligation at end of year	<u>\$ 26,147,092</u>	<u>\$ 21,946,554</u>
Change in Plan assets:		
Fair value of plan assets at beginning of year	\$ 19,128,392	\$ 16,643,083
Actual return on plan assets	1,253,557	2,516,812
Employer contributions	900,000	1,200,000
Benefits paid	(1,162,670)	(1,162,521)
Plan expenses	(74,265)	(68,982)
Fair value of plan assets at end of year	<u>\$ 20,045,014</u>	<u>\$ 19,128,392</u>

PYCO INDUSTRIES, INC.

Notes to Financial Statements

	2005	2004
Funded status:	\$ (6,102,078)	\$ (2,818,162)
Unrecognized prior service cost	(674,635)	(772,403)
Unrecognized (gain) loss	8,829,062	5,551,911
Prepaid benefit cost	<u>\$ 2,052,349</u>	<u>\$ 1,961,346</u>
Amounts recognized in the statements of financial position consist of:		
Prepaid benefit cost	\$ 2,052,349	\$ 1,961,346
Accrued benefit liability	<u>(4,951,781)</u>	<u>(2,333,905)</u>
Prepaid pension cost (minimum pension liability)	(2,899,432)	(372,559)
Accumulated other comprehensive income	4,951,781	2,333,905
Net amount recognized	<u>\$ 2,052,349</u>	<u>\$ 1,961,346</u>

The accumulated benefit obligation was \$22,944,446 and \$19,500,951 at September 30, 2005 and 2004, respectively.

Net periodic pension cost for the years ended September 30, 2005 and 2004 consists of the following components:

	2005	2004
Service cost	\$ 612,572	\$ 663,446
Interest cost	1,335,331	1,287,439
Expected return on plan assets	(1,362,784)	(1,291,059)
Amortization of prior service cost	(92,413)	(92,413)
Amortization of (gain) / loss	316,291	340,470
Net periodic pension cost	<u>\$ 808,997</u>	<u>\$ 907,883</u>

Weighted-average assumptions used to determine benefit obligations as of September 30, 2005 and 2004 were:

	2005	2004
Discount rate	5.25%	6.25%
Rate of compensation increase	5.00%	5.00%

Weighted-average assumptions used to determine net periodic benefit costs for the years ended September 30, 2005 and 2004 were:

	2005	2004
Discount rate	6.25%	6.25%
Expected return on plan assets	7.25%	7.25%
Rate of compensation increase	5.00%	5.00%

The Association determines the long-term rate to use for expected return on plan assets by reviewing historical results, current economic trends and conditions along with discussion of these issues with the plan's investment managers and plan actuary.

PYCO INDUSTRIES, INC.

Notes to Financial Statements

The Associations pension plan weighted-average asset allocations at September 30, 2005 and 2004, by asset category are as follows:

<u>Asset Category</u>	<u>2005</u>	<u>2004</u>
Cash equivalents	5.8%	6.3%
US government agency securities	30.2%	34.4%
Municipal Bonds and Notes	3.6%	0.0%
Corporate Bonds and Preferred Stocks	0.9%	0.0%
Equity securities	59.5%	59.3%
	<u>100.0%</u>	<u>100.0%</u>

The Associations management maintains an investment policy statement to be followed by the plan's professional investment managers. This statement provides that plan assets may only be invested in high quality equity securities, fixed income securities and short-term cash investments that are traded in highly liquid established markets. The target allocation range specified in the policy statement is as follows:

	<u>Equities</u>	<u>Fixed Income</u>	<u>Cash</u>
Desired Allocation	60%	40%	0%
Maximum Allocation	70%	50%	30%
Minimum Allocation	50%	30%	0%

The Association expects to contribute approximately \$1,250,000 to its pension plan in 2006.

Post-Retirement Benefits Other Than Pension

The Association sponsors a defined benefit post-retirement plan that covers retired employees of the Lubbock division who retired prior to April 1, 1995. The plan provides medical (supplemental Medicare) and life insurance benefits funded through insurance contracts and from the general assets of the Association. Benefits were available to those retirees who retired under the normal or early retirement provisions of the group life and health plan and are non-contributory by retirees. These benefits are not available to employees retiring on or after April 1, 1995.

The following table shows the status of the post-retirement benefit obligation in the Association's balance sheet at September 30, 2005 and 2004.

	<u>2005</u>	<u>2004</u>
Actuarial present value of post-retirement benefit obligation to retirees	\$ <u>1,334,848</u>	\$ <u>1,632,480</u>

The weighted average discount rate used in determining the accumulated post-retirement benefit obligation at September 30, 2005 and 2004 was 5.25% and 6.25%, respectively. For measurement purposes, a 15% annual rate of increase in the cost of covered health care benefits are assumed.

The Association paid premiums and benefits totaling \$146,963 and \$143,957 during the years ended September 30, 2005 and 2004, respectively.

PYCO INDUSTRIES, INC.

Notes to Financial Statements

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid over the next 10 years:

	Pension Benefits	Other Postretirement Benefits
2006	\$ 1,265,337	\$ 147,918
2007	1,257,342	162,741
2008	1,240,299	173,961
2009	1,215,447	180,415
2010	1,222,851	181,038
2011-2015	6,493,101	706,429
	<u>\$ 12,694,377</u>	<u>\$ 1,552,502</u>

(6) Income Taxes

A reconciliation of book to taxable income for the years ended September 30, 2005 and 2004 is as follows:

	2005	2004
Margins (loss) before income taxes	\$ 7,565,088	\$ 16,043,157
Add (deduct):		
Post-retirement benefits other than pensions	(224,353)	117,655
Claims reserve - medical plan	108,930	(106,299)
Patronage qualified notices	(6,946,664)	(14,517,842)
Allowance for doubtful accounts	32,511	34,259
Pension Plan	(91,003)	207,883
Reserve for disposal of assets, net of tax depreciation	(56,642)	321,443
Amortization of goodwill	(156,779)	(156,779)
Other, net	59,493	37,977
Taxable income	<u>\$ 290,581</u>	<u>\$ 1,981,454</u>

The provision for income taxes for the years ended September 30, 2005 and 2004 consist of the following:

	2005	2004
Federal income taxes	\$ 96,729	\$ 674,420
State income taxes, net	11,595	611
	<u>\$ 108,323</u>	<u>\$ 675,031</u>

PYCO INDUSTRIES, INC.
Notes to Financial Statements

(7) Financial Instruments

The following methods and assumptions were used to estimate the fair values as of September 30, 2005 and 2004 of each class of financial instruments:

Cash and cash equivalents

The carrying amount approximates fair value because of the short maturity of these instruments.

Investment in cooperatives and others

It is not practicable to estimate the fair value of investments in cooperatives and others. Investments in cooperatives can be converted to cash only at the discretion of the board of directors of the issuing cooperative. Investments in other consist of equity and patronage and a reasonable estimate of value could not be made.

Member and employee deposit liabilities

The carrying amount approximates fair value because these amounts are due on demand.

Long-term debt

The carrying amount of the Association's long-term debt approximates fair value because the loans reprice at market rates frequently.

(8) Commitments and Contingencies

At September 30, 2005, litigation has been threatened against the Association by a nut roasting company that claims their warehouse caught fire as the result of spontaneous combustion of rags soaked in cottonseed oil. In October 2005, the Association was added as a defendant to an existing lawsuit brought by the owner of the building occupied by the nut roasting company. Management, after consultation with counsel, intends to vigorously defend the Association's position that cottonseed oil does not spontaneously combust and could not have been the cause of the fire. The Association is fully insured for this claim and would not sustain any material loss in the event of an adverse outcome.

Management is not aware of any other claim, suit, or complaint and believes that neither the above claim nor any unasserted claim is material and in the aggregate will not have a material adverse effect on the Association's results of operations or financial position.

PYCO Industries, Inc.

Processors of Cottonseed Products

Corporate Office:

P.O. BOX 841

LUBBOCK, TX 79408-0841

TELEPHONE: (806) 747-3434

FAX: (806) 744-3221

Mid-South Office:

P.O. BOX 1320

GREENWOOD, MS 38935-1320

TELEPHONE: (662) 453-4312

FAX: (662) 455-8607

September 30, 2005

Board of Directors

_____	Chairman
_____ (Bill) Kennedy	Vice-Chairman
_____ Paul B. Brooks	Director
_____ Glen Campbell	Director
_____ Brad Crump	Director
_____ Winston P. (Sonny) Foster	Director
_____ Burt Heinrich	Director
_____ Tommy Horsford	Director
_____ W. Tom Robertson	Director
_____ Leroy Wilde	Director

Officers and Management

_____ Gail Kring	President & General Manager
_____ Robert Lacy	Senior Vice President-Marketing
_____ Anthony C. (Tony) Morton	Vice President-Finance
_____ Ronnie Gilbert	Vice President-Oil Trading
_____ Billy Breedlove	Mid-South Manager
_____ John Stewart	Assistant Mid-South Manager



Exhibit B



FARMERS COOPERATIVE COMPRESS

P.O. Box 2877
Lubbock, Texas 79408-2877
Phone: 806/763-9431
FAX: 806/763-3251

June 9, 2006

Hon. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20036

Re: PYCO Industries-Feeder Line Application
STB Finance Docket 34844

Mr. Williams:

Farmers Cooperative Compress (FCC) is a shipper of cotton bales that are marketed all over the world. We are concerned about the problems that PYCO is having with SAW. FCC is aware of incidents in which SAW management has blown up at shippers who seek to raise issues with their service, and has threatened retaliation. PYCO Industries included a statement by the manager of Hi Plains Bag and Bagging to that effect in its feeder line application. In another statement, the manager of Floyd Trucking discussed how he finally gave up on obtaining service from SAW. More recently, SAW management threatened PYCO and so degraded service to PYCO that PYCO sought and obtained alternative rail service. When a switching railroad takes these kinds of actions toward some of its shippers, it can no longer be regarded as reliable by any of its shippers because they may become the subject of similar retaliation or service degradation at any time. Thus service by SAW has become inadequate and unreliable for our merchant customers and company.

Sincerely,

Ron Harkey
President

Attebury Grain, LLC

P.O. BOX 2707 - AMARILLO, TEXAS 79105
Capacity Over 150,000,000 Bushels
Telephone: (806) 335-1639
Fax: (806) 335-1165

June 9, 2006

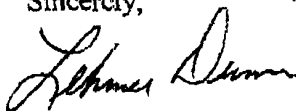
Honorable Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D. C. 20423

RE: PYCO Feeder Line Application, STB Finance Docket 34844

This letter is in reference to the above-mentioned Docket. Attebury Grain, LLC is aware of incidents in which SAW management has blown up at shippers who sought to raise issues with their service, and SAW has threatened retaliation. PYCO Industries included a statement by the manager of Hi Plains Bag and Bagging to that effect in its feeder line application. In another statement, the manager of Floyd Trucking discussed how he finally gave up on obtaining service from SAW. More recently, SAW management threatened PYCO and so degraded service to PYCO that PYCO sought and obtained alternative rail service. When a switching railroad takes these kinds of actions toward some of its shippers, it can no longer be regarded as reliable by any of its shippers because they may become the subject of similar retaliation or service degradation at any time. On this basis, we feel that the service by SAW has become inadequate and unreliable for our purposes and our company.

Our Company, which uses rail service provided by SAW, supports PYCO's feeder line application.

Sincerely,



Lehmer Dunn
Vice President

MEMBER: National Grain and Feed Association, Texas Grain and Feed Association,
Oklahoma Grain and Feed Association, Panhandle Grain and Feed Association,
Kansas Grain and Feed Association.