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LAW OFFICE
THOMAS F. MCFARLAND, PC.
208 SOUTH LASALLE STREET - SUITE 1890
CHICAGO, ILLINOIS 60604-1112
TELEPHONE (312) 236-0204
FAX (312) 201-9695
mcfarland@aol.com



THOMAS F. MCFARLAND

April 5, 2007

ENTERED
Office of Proceedings

APR 06 2007

Part of
Public Record

By UPS overnight mail

Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W., Suite 1149
Washington, DC 20024

FILED

APR - 6 2006

35016 SURFACE
TRANSPORTATION BOARD

Re: Finance Docket No. _____, *Rock River Railroad, LLC -- Acquisition and
Operation Exemption -- Rail Line of Renew Energy, LLC at Jefferson, WI*

Finance Docket No. 35017, *Mark K. Smith -- Continuance in Control
Exemption -- Rock River Railroad, Inc.*

Dear Mr. Williams:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1150.31 and Verified Notice of Exemption Under 49 C.F.R. § 1180.2(d)(2), for filing with the Board in the above referenced matters. We attempted unsuccessfully to obtain docket numbers for these pleadings before sending them.

Also enclosed is Specialty Ingredients, LLC check #25484 in the amount of \$2,600 for the filing fees.

Very truly yours,

Tom McFarland **FEE RECEIVED**

Thomas F. McFarland
Attorney for Applicants

APR - 6 2007

SURFACE
TRANSPORTATION BOARD

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BEFORE THE
SURFACE TRANSPORTATION BOARD



ROCK RIVER RAILROAD, INC. --)
ACQUISITION AND OPERATION) FINANCE DOCKET
EXEMPTION -- RAIL LINE OF RENEW) NO. 35016
ENERGY, LLC AT JEFFERSON, WI)
)

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31

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Office of Proceedings

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APR - 6 2006

**SURFACE
TRANSPORTATION BOARD**

ROCK RIVER RAILROAD, INC.
P.O. Box 474
Watertown, WI 53094

Applicant

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street
Suite 1890
Chicago, IL 60604-1112
(312) 236-0204
(312) 201-9695 [fax]
mcfarland@aol.com

Attorney for Applicant

DATE FILED: April 6, 2007

FEE RECEIVED

APR - 6 2007

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

ROCK RIVER RAILROAD, INC. --)
ACQUISITION AND OPERATION) FINANCE DOCKET
EXEMPTION -- RAIL LINE OF RENEW) NO. _____
ENERGY, LLC AT JEFFERSON, WI)



**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, *et seq.* and 49 U.S.C. § 10502(a), ROCK RIVER RAILROAD, INC. (RRR), a noncarrier, hereby provides verified notice of exemption from 49 U.S.C. § 10901 for its acquisition from RENEW ENERGY, LLC (RE) and operation of approximately 2,100 feet of rail line located within the plant site of RE at Jefferson, Wisconsin. That plant was formerly a malting facility operated by Cargill, Inc. The rail line connects with Union Pacific Railroad Company (UP) at both of its termini. The rail line is depicted in yellow on a print that is attached to this Notice as Appendix 1-A. Also attached to this Notice as Appendix 1-B is a copy of a railroad map of Wisconsin, on which Jefferson is shaded in yellow.

Heretofore, the Rail Line has been private track owned by RE. RE will manufacture ethanol at the plant served by the Rail Line. RE will ship ethanol and distillers' grain, a by-product of the ethanol manufacturing process, by rail from its plant at Jefferson.

Under the principle of the *Effingham* and *Bulkmatic* cases,^{1/} the Rail Line constitutes a line of railroad for which an exemption from the Board is required because it is RRR's initial rail

^{1/} *Effingham RR Co. - Pet. for Declaratory Order*, 2 S.T.B. 606 (1997), *aff'd sub nom.*, *United Transp. Union v. STB*, 183 F.3d 606 (7th Cir. 1999), and *Bulkmatic R. Corp. -- Acq. & Oper. Exempt. -- Bulkmatic Transport Co.*, 2002 STB LEXIS 691 (Finance Docket No. 34145, served Nov. 19, 2002), recons. denied, 2003 STB LEXIS 256 (served May 15, 2003).

acquisition and operation, notwithstanding that it might otherwise be considered to be spur, industrial and/or switching track exempt from the Board's acquisition and operation authority by virtue of 49 U.S.C. § 10906.

This matter is related to STB Finance Docket No. _____, *Mark K. Smith -- Continuance in Control Exemption -- Rock River Railroad, Inc.*, wherein Mr. Smith seeks an exemption under 49 C.F.R. § 1180.2(d)(2) for his continuance in control of RRR when RRR becomes a rail carrier upon the effectiveness of the exemption for acquisition and operation sought in the docket at hand.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

The full name and address of the applicant is Rock River Railroad, Inc., P.O. Box 474, Watertown, WI 53094.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

RRR's representative is Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204, (312) 201-9695 fax, mcfarland@aol.com.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement between RRR and RE has been reached for RRR's acquisition from RE and operation of the Rail Line.

(d) The operator of the property;

RRR will be the operator of the property.

(e) A brief summary of the proposed transaction, including:

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

The transferor of the Rail Line is Renew Energy, N5355 Junction Road, Jefferson, WI 53549. Renew Energy is not a rail carrier.

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

The acquisition and operation are proposed to be consummated no earlier than 30 days after the filing of this notice of exemption.

(3) The mile-posts of the subject property, including any branch lines, and

The Rail Line is not described by milepost numbers. The Rail Line extends approximately 2,100 feet through the plant site of Renew Energy, LLC. The Rail Line connects with UP at both of its termini.

(4) The total route miles being acquired;

A total of approximately 2,100 feet of trackage is to be acquired and operated.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States;

The required maps are attached to this Notice as Appendix 1-A and 1-B.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

The required certificate is attached to this Notice as Appendix 2.

CAPTION SUMMARY

A caption summary required by 49 C.F.R. § 1150.34 is attached to this Notice as Appendix 3.

ENVIRONMENTAL AND HISTORIC REPORT

The proposed operation does not require environmental and historic reporting. See 49 C.F.R. § 1105.6(c)(2)(i) and 49 C.F.R. § 1105.8(b)(1).

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), labor protection requirements do not apply to this transaction.

VERIFICATION

The verification of Thomas F. McFarland in behalf of RRR is attached to this Notice as Appendix 4.

PROJECTED ANNUAL REVENUES

The verification of Thomas F. McFarland in behalf of RRR is attached to this Notice as Appendix 5 certifying that the projected annual revenues of RRR will not exceed \$5 Million.

CONCLUSION AND REQUESTED RELIEF

WHEREFORE, within 16 days of the filing of this Notice, the Director of the Board's Office of Proceedings should publish notice in the *Federal Register* of the filing of this notice of exemption. See 49 C.F.R. § 1150.32(b), as amended.

Respectfully submitted,

ROCK RIVER RAILROAD, INC.
P.O. Box 474
Watertown, WI 53094

Applicant

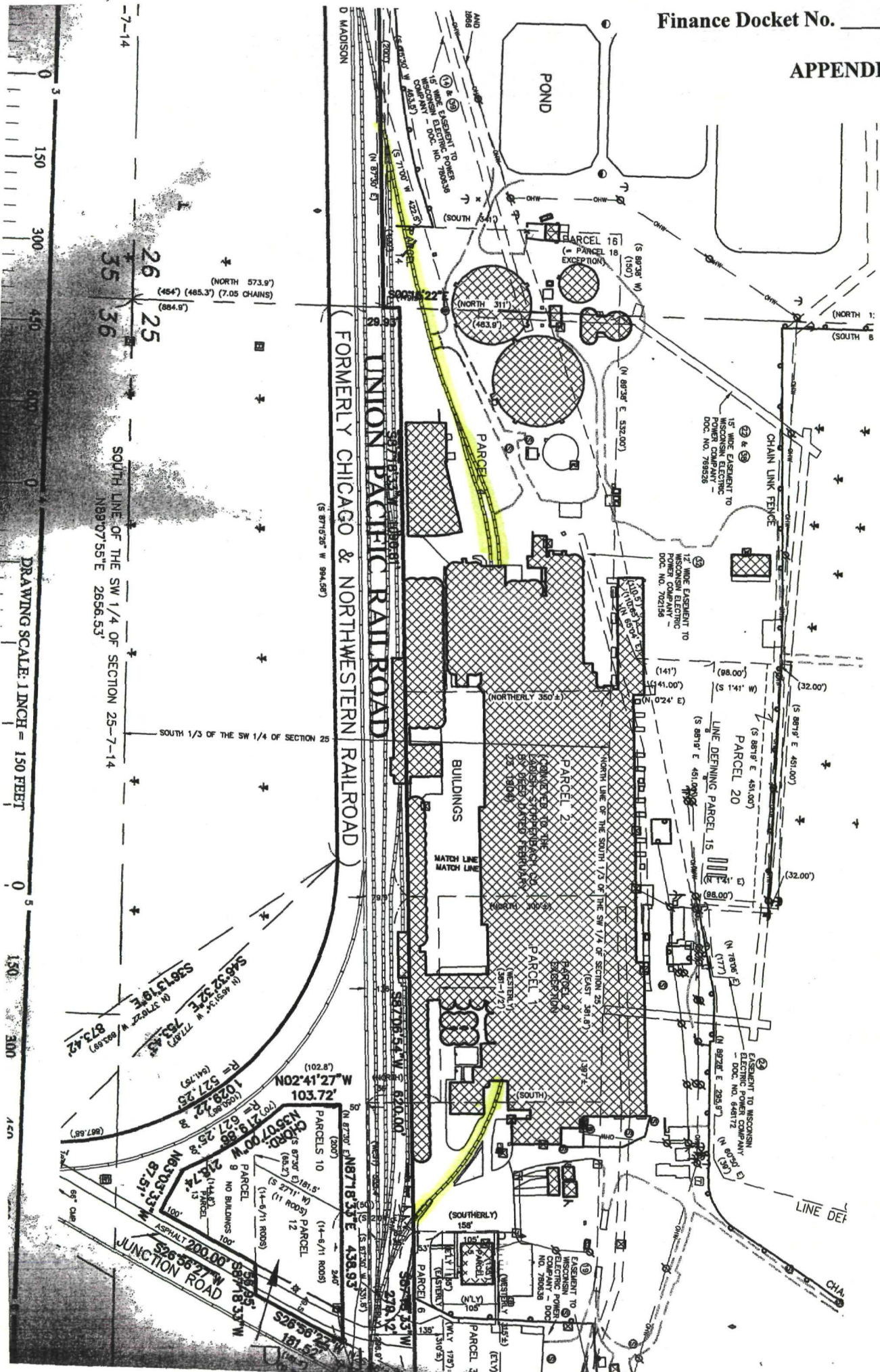
Thomas F. McFarland

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street
Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: April 6, 2007

APPENDIX 1-A



DRAWING SCALE: 1 INCH = 150 FEET

SOUTH LINE OF THE SW 1/4 OF SECTION 25-7-14
N89°07'55"E 2656.53'

SOUTH 1/3 OF THE SW 1/4 OF SECTION 25

UNION PACIFIC RAILROAD
(FORMERLY CHICAGO & NORTHWESTERN RAILROAD)

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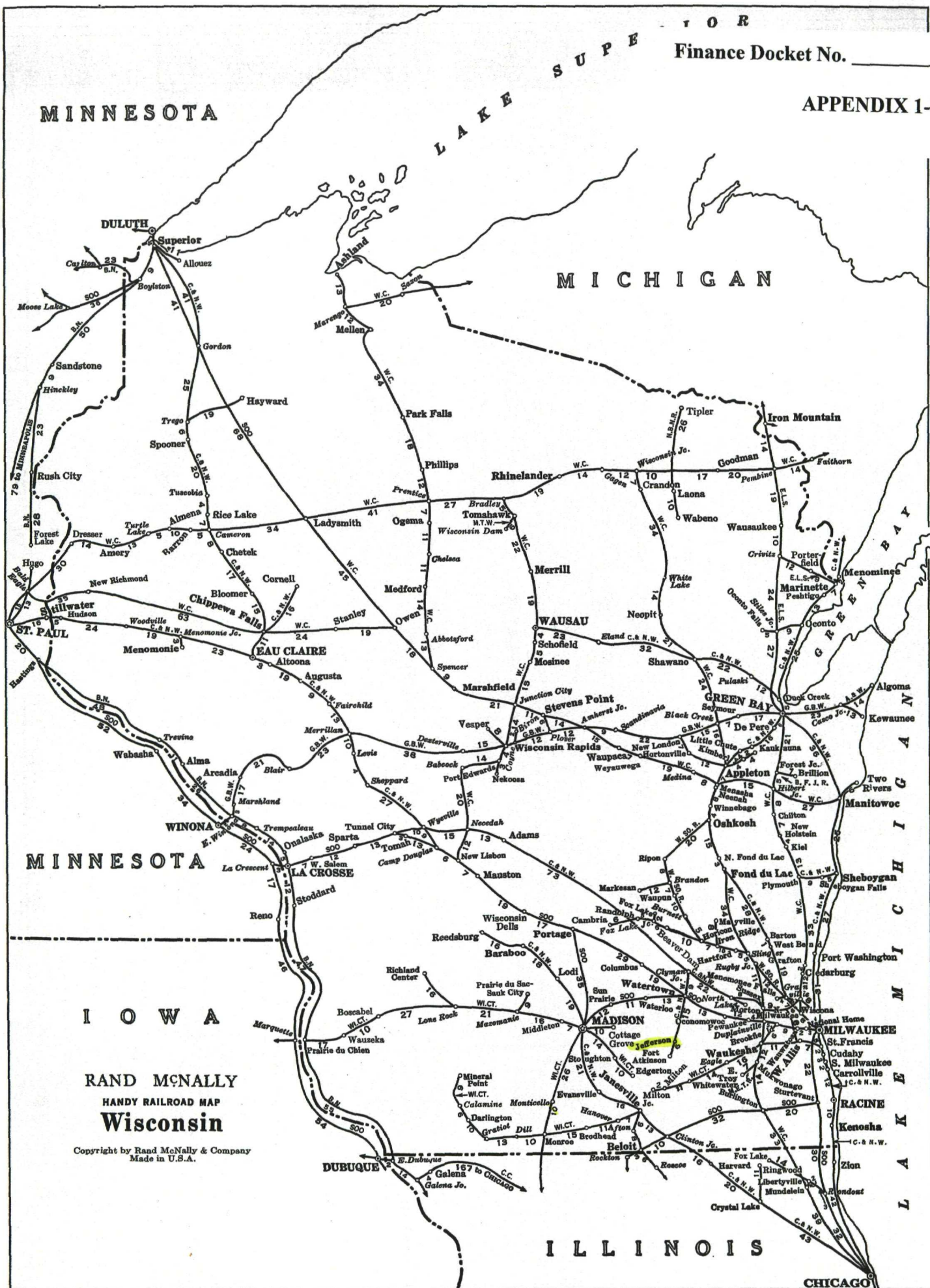
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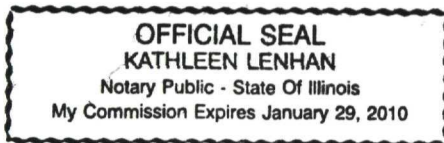
RAND McNALLY
HANDY RAILROAD MAP
Wisconsin
Copyright by Rand McNally & Company
Made in U.S.A.

APPENDIX 2

VERIFICATION

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

THOMAS F. McFARLAND, being duly sworn on oath, deposes and states that he has read the notice in this docket, that he knows the contents thereof, and that the facts therein stated are true and correct.



Thomas F. McFarland

Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 5th
day of April, 2007.

Kathleen Lenhan

Notary Public

My commission expires: 1/29/2010

APPENDIX 3

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO.,

***ROCK RIVER RAILROAD, INC.
-- OPERATION EXEMPTION --
RAIL LINE OF RENEW ENERGY, LLC,
AT JEFFERSON, WI***

Rock River Railroad, Inc. (RRR), a noncarrier, has filed a Notice of Exemption to acquire from Renew Energy, LLC and operate approximately 2,100 feet of rail line located within the plant site of Renew Energy, LLC, at Jefferson, Wisconsin. The rail line connects with Union Pacific Railroad Company (UP) at both of its termini.

This matter is related to STB Finance Docket No. _____, *Mark K. Smith -- Continuance in Control Exemption -- Rock River Railroad, Inc.*, wherein Mr. Smith seeks an exemption under 49 C.F.R. § 1180.2(d)(2) for his continuance in control of Rock River Railroad, Inc. (RRR) when RRR becomes a rail carrier upon the effectiveness of an exemption for its acquisition and operation of trackage at the plant of Renew Energy, LLC at Jefferson, WI. Comments must be filed with the Board and be served on RRR's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204, (312) 201-9695 fax, mcfarland@aol.com.

The Notice is filed under 49 C.F.R. § 1150.31. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

By the Board

(SEAL)

Vernon A. Williams, Secretary

APPENDIX 4

VERIFICATION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Thomas F. McFarland, being duly sworn, states that he is attorney for Rock River Railroad, Inc. (RRR); that he is familiar with the factual allegations made in the foregoing Notice of Exemption in behalf of RRR; and that such allegations are true as stated.

Thomas F. McFarland

Thomas F. McFarland



SUBSCRIBED and SWORN to
before me this 5th day of
April, 2007.

Kathleen Lenhan

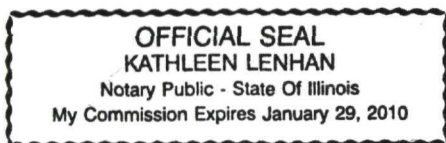
Notary Public

Finance Docket No. _____

APPENDIX 5

CERTIFICATION

Pursuant to 49 C.F.R. § 1150.32(e), the undersigned, on oath, states that the projected revenues of Rock River Railroad, Inc., as a result of the acquisition and operation in this docket will not exceed \$5 Million per year.



Thomas F. McFarland

Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 5th day
of April, 2007

Kathleen Lenhan

Notary Public

My commission expires: 1/29/2010