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BY E-FILING

Ms. Cynthia T. Brown
Chief of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, N.W.
Washington, D.C. 20423

**RE: FD 35917, LEWPAC, LLC, Lease and Operation Exemption Mount
Vernon Terminal Railway LLC**

Dear Ms. Brown:

I am writing on behalf of LEWPAC, LLC, to follow up my call with Ms. Josephine Gomillion of the Office of Proceedings staff. As per her request, I am enclosing corrected pages 3 and 4 for the notice and a corrected page for the caption summary to resolve the inconsistent milepost information.

Respectfully submitted,


John D. Heffner

Enclosures

Applicant's Representative

49 CFR §1150.33(b)

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Statement of Agreement

49 CFR §1150.33(c)

LP and MVTR, have entered into an Exclusive Negotiation Agreement dated March 27, 2015, initiating negotiations between the parties. LP anticipates that the parties will reach agreement for the lease and operation of the railroad with an option to purchase MVTR's assets.

Operator of the Property

49 CFR §1150.33(d)

LP will replace MVTR as the common carrier providing all service on the Line.

Brief Summary of Transaction

49 CFR §1150.33(e)

LP, a non-carrier, intends to lease and operate a line of railroad currently owned and operated by MVTR. The subject line was originally constructed by the Puget Sound & Cascade Railway in 1916. It was subsequently acquired by MVTR in 1939 which currently operates between milepost 1.172 and milepost 1.642, a distance of .47 miles. MVTR's line connects with BNSF's Bellingham Subdivision at MP 70 in Mount Vernon, WA.

Other information required

- (1) Name and address for the party transferring the subject property:

Mount Vernon Terminal Railway LLC
615 N. 16th Street
Mount Vernon, WA
98273

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

LP intends to consummate this transaction on or about June 5, 2015, more than 30 days from the date of this notice.

The mileposts of the subject property, including any branch lines:

Between milepost 1.172 and milepost 1.642

Map 49 CFR §1150.33(f)

A map depicting the railroad trackage to be operated is attached as Exhibit A.

Certificate of Carrier Classification 49 CFR §1150.33(g)

LP certifies that with this transaction its projected annual revenues will be less than \$5,000,000. A certificate complying with the provisions of 49 CFR §1150.33(g) is attached as Exhibit B to this notice.

Transactions Imposing Interchange Commitments 49 CFR §1150.33(h)

Not applicable. There are no agreements applicable to the Line imposing any interchange commitments.

EXHIBIT C

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 35917

**LEWPAC, LLC
LEASE AND OPERATION EXEMPTION
MOUNT VERNON TERMINAL RAILWAY LLC**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. §10901 and 49 CFR §1150.31**

LEWPAC, LLC (“LP”) a non-carrier files this Verified Notice of Exemption pursuant to the class exemption at 49 C.F.R. §§ 1150.31-1150.34 to lease and operate a line of railroad (“the Line”) owned by the Mount Vernon Terminal Railway LLC (“MVTR”), of Mount Vernon, Washington. The Line extends between milepost 1.172 and milepost 1.642, a total distance of .47 miles.

LP certifies that its projected annual revenues as a result of this transaction would not exceed those that would qualify it as a Class III rail carrier and further certifies that its projected annual revenues will not exceed \$5 million. If the verified 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 effectiveness of the exemption. Petitions for stay must be filed no later than May 28, 2015 (at least 7 days before the exemption becomes effective).