

THE BRITTAIN LAW FIRM, P.A.

ATTORNEYS AT LAW
4614 OLEANDER DRIVE
MYRTLE BEACH, SOUTH CAROLINA 29577

THOMAS C. BRITTAIN
MARY MADISON BRITTAIN LANGWAY
A. PRESTON BRITTAIN
T. CASE BRITTAIN, JR.

October 11, 2013

843-449-8562
FAX 843-497-6124
www.brittainlawfirm.com

By Express Mail

234939

Ms. Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20024

ENTERED
Office of Proceedings
October 17, 2013
Part of
Public Record

RE: Horry County, South Carolina, et al vs. Baltimore and Annapolis Railroad
Company d/b/a Carolina Southern Railroad Company, Defendant
Docket No. NOR 42138

Dear Ms. Brown:

Enclosed herewith for filing please find the original and ten (10) copies of Defendant's Reply in
Opposition to Petition for Leave to Intervene of BP Amoco Chemical Company.

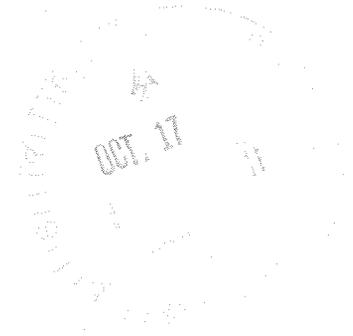
With warm regards, I am
Yours truly,

THE BRITTAIN LAW FIRM, P.A.



Thomas C. Brittain and A. Preston Brittain
TCB/APB/all

cc: Michael F. McBride, Esq. (via Express Mail)
Thomas F. McFarland, Esq. (via Express Mail)
Mike Ogborn (via U.S. First Class Mail)
James Burnley (via U.S. First Class Mail)



BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. NOR 42138

HORRY COUNTY, SOUTH CAROLINA,
MARION COUNTY, SOUTH CAROLINA,
COLUMBUS COUNTY, NORTH CAROLINA,
CITY OF CONWAY, SOUTH CAROLINA,
TOWN OF FAIR BLUFF, NORTH CAROLINA,
TOWN OF CHANDBOURN, NORTH
CAROLINA, TOWN OF TABOR CITY, NORTH
CAROLINA, CITY OF WHITEVILLE, NORTH
CAROLINA, CITY OF LORIS, SOUTH
CAROLINA, CITY OF MYRTLE BEACH,
SOUTH CAROLINA,

**REPLY IN OPPOSITION TO
PETITION FOR LEAVE TO
INTERVENE OF BP AMOCO
CHEMICAL COMPANY**

AND
METGLASS, INC. NEW SOUTH COMPANIES,
INC.

Complainants.

v.

THE BALTIMORE AND ANNAPOLIS
RAILROAD COMPANY, d.b.a. CAROLINA
SOUTHERN RAILROAD COMPANY

Defendant.



Attorneys for Defendant

THOMAS C. BRITTAIN
A. PRESTON BRITTAIN
THE BRITTAIN LAW FIRM, P.A.
4614 Oleander Drive
Myrtle Beach, SC 29577
(843) 449-8562
(843) 497-6124 (fax)
tommy@brittainlawfirm.com
preston@brittainlawfirm.com

Date: October 11, 2013

**REPLY IN OPPOSITION TO PETITION FOR LEAVE TO INTERVENE OF BP
AMOCO CHEMICAL COMPANY**

The Defendant, The Baltimore and Annapolis Railroad Company d.b.a. Carolina Southern Railroad Company, designated as “CALA” responds to the Petition for Leave to Intervene of BP Amoco Chemical Company, designated as “BP” as follows:

1

CALA would rely on its Answer to Formal Complaint filed with the Surface Transportation Board on September 24, 2013 in responding to the allegations contained in the Petition of BP.

2

That the allegations of paragraph 1 are admitted.

3

That the allegations of paragraph 2 are admitted insofar as they acknowledge BP has petitioned for leave to intervene in support of Complainants. The remaining allegations of paragraph 2 are denied with strict proof required thereof should a hearing become necessary.

4

That the allegations of paragraph 3 are admitted insofar as CALA has been unable to transport the 17 rail covered hopper cars (“hopper cars”) to the interchange due to the fact the rail line is shut down. The remaining allegations of Paragraph are denied with strict proof required thereof should a hearing become necessary. Furthermore, CALA has made these hopper cars available to BP at all times for transportation by truck from their current location.

5

That the allegations of paragraphs 4 and 5 are denied with strict proof required thereof should a hearing become necessary.

6

That the allegations of paragraph 6 are beyond the knowledge of this answering Defendant and, therefore, this Defendant would require strict proof thereof should a hearing become necessary.

7

That the allegations of paragraph 7 are denied with strict proof required thereof should a hearing become necessary.

8

That the allegations of paragraph 8 are beyond the knowledge of this answering Defendant and, therefore, this Defendant would require proof thereof should a hearing become necessary.

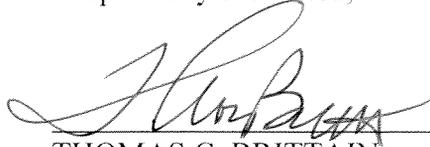
9

That the allegations of paragraph 9 must be proved by the Complainants should a hearing become necessary and that CALA has remained ready, willing and able to work with BP to make arrangements for them to transport their hopper cars. That CALA is in the process of trying to reach a sale for fair value so that another operator can continue the rail operation.

10

That CALA would request a stay on any further proceedings until CALA has had a reasonable time to exhaust efforts to sell the rail line while at the same time attempting to obtain financing for necessary repairs and would further request assistance from the Surface Transportation Board to mediate and/or negotiate a sale for fair value to a motivated buyer suitable to all parties.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "T. Brittain", is written over a horizontal line.

THOMAS C. BRITTAIN
A. PRESTON BRITTAIN
THE BRITTAIN LAW FIRM, P.A.
4614 Oleander Drive
Myrtle Beach, SC 29577
(843) 449-8562
(843) 497-6124 (fax)

Attorneys for Defendant

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CAROLINA, CITY OF LORIS, SOUTH
CAROLINA, CITY OF MYRTLE BEACH,
SOUTH CAROLINA,

CERTIFICATE OF SERVICE

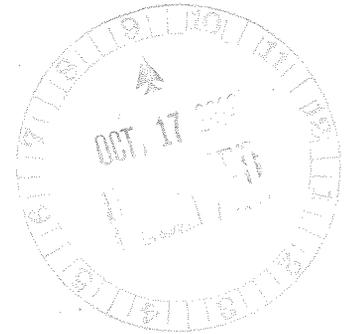
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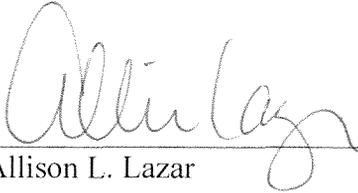


I, Allison L. Lazar, hereby certify that I am an employee of The Brittain Law Firm, P.A., attorney for Defendant The Baltimore and Annapolis Railroad Company d.b.a. Carolina Southern Railroad Company and that I caused to be mailed by U.S. Express Mail this day, October 11, 2013, the documents listed below in the above entitled action to the parties set out below:

DOCUMENTS: Reply in Opposition to Petition for Leave to Intervene of BP Amoco Chemical Company

PARTIES:
Thomas F. McFarland, Esquire
Thomas F. McFarland, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112

Michael F. McBride, Esquire
Van Ness Feldman, LLP
1050 Thomas Jefferson Street,
NW, Suite 700
Washington, DC 20007-3877


Allison L. Lazar

SWORN to before me this 11th day of
October, 2013.



Notary Public for South Carolina

My Commission Expires: May 9, 2023

