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MELANIE B. YASBIN
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410-296-2225

November 21, 2013

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

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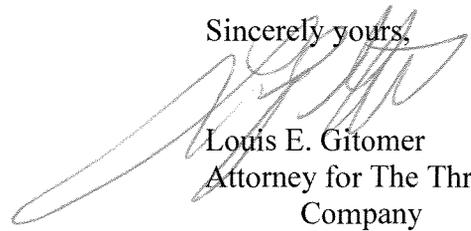
Re: Finance Docket No. 35785, *The Three Rivers Railway Company –
Corporate Family Merger Exemption – Mahoning State Line Railroad
Company*

Dear Ms. Brown:

Enclosed are the original and 10 copies of the Notice of Exemption, a diskette containing a WORD and pdf version of the Notice, and a check in the amount of \$1,800 is to cover the filing fee.

Please time and date stamp the extra copy of the filing and return it in the enclosed envelop. Thank you for your assistance. If you have any questions, please contact me.

Sincerely yours,



Louis E. Gitomer
Attorney for The Three Rivers Railway
Company

Enclosures

ENTERED
Office of Proceedings
NOV 21 2013
Part of
Public Record

FILED
NOV 21 2013
SURFACE
TRANSPORTATION BOARD 1

FEE RECEIVED
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SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35785

THE THREE RIVERS RAILWAY COMPANY
—CORPORATE FAMILY MERGER EXEMPTION—
MAHONING STATE LINE RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

FILED
NOV 21 2013
SURFACE
TRANSPORTATION BOARD

Steven Armbrust, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgraillaw.com

Attorneys for: THE THREE RIVERS
RAILWAY COMPANY

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Public Record

Dated: November 21, 2013

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SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35785

THE THREE RIVERS RAILWAY COMPANY
—CORPORATE FAMILY MERGER EXEMPTION—
MAHONING STATE LINE RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

The Three Rivers Railway Company (“TRRC”) and the Mahoning State Line Railroad Company (“MSLR”) pursuant to 49 C.F.R. §§ 1180.2(d)(3) and 1180.4(g), file this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323 with the Surface Transportation Board (the “Board”). This Verified Notice of Exemption is being filed to permit MSLR to merge into TRRC. TRRC is a Class III railroad and MSLR is a Class III wholly owned subsidiary of TRRC.¹

a. **1180.6(a)(1)(i)**. A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

TRRC directly controls and operates MSLR, and both are located at 500 Water Street, Jacksonville, FL 32202, (904) 359-3100.

TRRC is the sole stockholder of MSLR.²

This is a transaction within a corporate family. MSLR will be merged with and into TRRC. Two corporations will be reduced to one. TRRC and its predecessors have operated the

¹ TRRC is a subsidiary of CSX Transportation, Inc. *CSX Transportation, Inc.-Continuance in Control Exemption-The Three Rivers Railway Company*, ICC Finance Docket No. 32056 (ICC served October 23, 1992).

² See *The Three Rivers Railway Company-Acquisition and Operation Exemption-The Pittsburgh and Lake Erie Railroad Company*, ICC Finance Docket No. 32055 (ICC served September 29, 1992).

MSLR since 1895.³ This transaction will not result in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family. The transaction will reduce corporate overhead and duplication by eliminating one corporation while retaining the same assets to serve customers. In addition, TRRC will obtain certain savings as a result of the transaction.

Counsel to whom questions concerning the transaction can be addressed are: Steven C. Armbrust, Esq., CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202, (904) 359-1229, and Louis E. Gitomer, Esq., Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301, Towson, MD 21204, (410) 296-2250, Lou@lgrailaw.com.

b. **1180.6(a)(1)(ii)**. The proposed time schedule for consummation of the proposed transaction.

TRRC intends to merge MSLR into itself on or after December 21, 2013.

c. **1180.6(a)(1)(iii)**. The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

The merger of MSLR into TRRC is intended to simplify the corporate structure and reduce overhead costs.

d. **1180.6(a)(5)**. A list of the State(s) in which any part of the property of each applicant carrier is situated.

TRRC owns and operates about 352 miles of railroad in the States of New York, Ohio, and Pennsylvania.

MSLR owns and operates about 4.61 miles of railroad in the State of Pennsylvania.

e. **1180.6(a)(6)**. **Map (Exhibit 1)**. Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the

³ No operations have been conducted over MSLR's 4.61-mile line between Bentley and Shaw, PA since February 24, 1989.

region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

See Exhibit 1 (following Exhibit 2 because it contains color maps).

f. **1180.6(a)(7)(ii). Agreement (Exhibit 2).** Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction.

The Consent and Agreement and Plan of Merger necessary to effectuate the merger of MSLR into TRRC is in Exhibit 2.

g. **Labor Protection.**

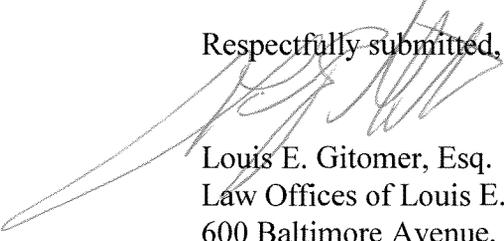
Under 49 U.S.C. § 11326(c), no labor protection is imposed on a transaction involving two Class III railroads.

h. Environmental and Historical documentation.

TRRC was the operator of MSLR. However, MSLR has not operated since 1989. There will be no operational changes over MSLR as a result of the proposed merger. There will be no change in the volume of traffic operating over MSLR's lines as a result of the proposed merger. The proposed merger will not result in changes that would exceed any of the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5) or a construction or abandonment. As such, this transaction does not meet the thresholds for the preparation of an Environmental Assessment under 49 C.F.R. §1105.6(b)(4) and qualifies for classification under 49 C.F.R. §1105.6(c)(2) and thus neither an Environmental Assessment nor a Historic Report is required to be filed.

Respectfully submitted,

Steven Armbrust, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229



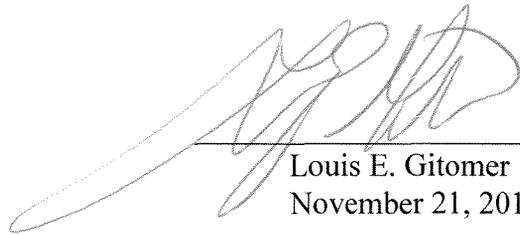
Louis E. Gitomer, Esq.
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600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgraillaw.com

Attorneys for: THE THREE RIVERS
RAILWAY COMPANY

Dated: November 21, 2013

CERTIFICATE OF SERVICE

I hereby certify that I have caused the Verified Notice of Exemption in Docket No. FD 35785 *The Three Rivers Railway Company—Corporate Family Merger Exemption— Mahoning State Line Railroad Company* to be served by first class mail, postage pre-paid on the Secretary of the United States Department of Transportation, the Attorney General of the United States, the Federal Trade Commission and the Governors, Public Service Commissions, and Departments of Transportation of the States of New York, Ohio, and Pennsylvania.



Louis E. Gitomer
November 21, 2013

EXHIBIT 2-AGREEMENTS

CONSENT AND AGREEMENT TO DIRECTORS' ACTION WITHOUT MEETING

THREE RIVERS RAILWAY COMPANY

Formed in Pennsylvania

The undersigned, being all of the directors of Three Rivers Railway Company, Inc., a Pennsylvania corporation (the "Corporation"), hereby consent and agree to the adoption of the following resolutions without a directors' meeting:

MERGER OF MAHONING STATE LINE RAILROAD COMPANY

WHEREAS, the Mahoning State Line Railroad Company, a Pennsylvania corporation ("Mahoning"), is a wholly-owned subsidiary of the Corporation;

WHEREAS, it has been determined that the corporate existence of Mahoning is no longer required and that it is in the best interests of the Corporation to merge Mahoning with and into the Corporation whereby the Corporation shall be and continue to be in existence as the surviving corporation and the separate corporate existence of Mahoning shall cease (the "Merger"); and

WHEREAS, the Merger is subject to the approval of the Surface Transportation Board (the "STB"), as applicable.

Now, therefore, be it

RESOLVED, that the Merger is hereby approved, subject to STB approval, as applicable.

RESOLVED FURTHER, that a plan of merger setting forth certain terms and conditions of the Merger, in substantially the form attached hereto as Exhibit "A" (the "Plan of Merger"), is hereby approved and that the proper officers of the Corporation are hereby authorized to execute and deliver the Plan of Merger on behalf of the Corporation, subject to the approval of the Merger by the STB, as applicable.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the Pennsylvania Department of State Corporation Bureau, and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger, subject to the approval of the Merger by the STB, as applicable.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

10-7-13
Date


Nathan D. Goldman – Director

Date

Peter K. Mills – Director

Date

Peter J. Shutz – Director

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the Pennsylvania Department of State Corporation Bureau, and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger, subject to the approval of the Merger by the STB, as applicable.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

Date

10/9/13

Date

Nathan D. Goldman – Director



Peter K. Mills – Director

Date

Peter J. Shutz – Director

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the Pennsylvania Department of State Corporation Bureau, and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger, subject to the approval of the Merger by the STB, as applicable.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

Date

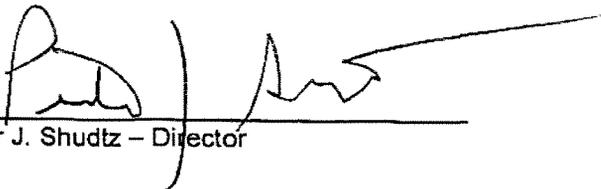
Nathan D. Goldman – Director

Date

Peter K. Mills – Director

10/31/2013

Date



Peter J. Shutz – Director

EXHIBIT "A"

Plan of Merger

PLAN OF MERGER
OF
MAHONING STATE LINE RAILROAD COMPANY
WITH AND INTO
THREE RIVERS RAILWAY COMPANY

THIS PLAN OF MERGER is made and entered into as of this ____ day of September, 2013 by and between the Mahoning State Line Railroad Company, a Pennsylvania corporation (the "Subsidiary"), and the Three Rivers Railroad Company, a Pennsylvania corporation (the "Corporation").

A. The Corporation owns 100% of the issued and outstanding shares of common stock of the Subsidiary.

B. The Board of Directors of the Corporation and the Board of Directors of the Subsidiary have each approved the merger of the Subsidiary with and into the Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Subsidiary and the Corporation agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 3), the Subsidiary shall be merged with and into the Corporation in accordance with the provisions of 15 Pa.C.S., §1921, et. seq. (the "Merger").

2. Surviving Corporation. The Corporation shall be and continue to be in existence as the surviving corporation and the separate corporate existence of the Subsidiary shall cease.

3. Effective Date. The effective date of the Merger shall be upon filing of the Articles of Merger with the Pennsylvania Department of State Corporation Bureau ("Effective Date").

4. Effect of Merger.

(a) Upon the Effective Date, the issued and outstanding shares of Common Stock of the Corporation shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

(b) Upon the Effective Date, the Articles of Incorporation and Bylaws of the Corporation in effect at the Effective Date shall continue to be (until amended or repealed as provided by applicable law) the Articles of Incorporation and Bylaws of the Corporation.

(c) Upon the Effective Date, the issued and outstanding shares of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof.

(d) Upon the Effective Date, the assets and liabilities of the Subsidiary shall be taken on the books of the Corporation at the amount at which they shall at the time be carried on the books of the Subsidiary, subject to such adjustments, if any, as may be necessary to conform to the accounting procedures of the Corporation.

(e) Upon the Effective Date, the Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, power, franchises and authority, both public and private, of the Subsidiary. All property of every description, including every interest therein and all obligations of or belongings of the Subsidiary, shall thereafter be taken and deemed to be transferred to and vested in the Corporation without further act or deed. The officers of the Corporation, on behalf of the Subsidiary, shall execute and deliver or cause to be executed and delivered after the Effective Date all such deeds and other instruments and shall take or cause to be taken such further action as the Corporation may deem necessary or desirable in order to confirm the transfer to and vesting in the Corporation of title to and possession of all such property, rights, privileges, immunities, franchises and authority. All rights of creditors of the Subsidiary shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and the Corporation shall thereafter be liable for all the obligations of the Subsidiary.

IN WITNESS WHEREOF, the Subsidiary and the Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

**MAHONING STATE LINE RAILROAD
COMPANY**, a Pennsylvania corporation

By: _____
Nathan D. Goldman
Vice President

THREE RIVERS RAILWAY COMPANY,
a Virginia corporation

By: _____
Peter K. Mills
President

CONSENT AND AGREEMENT TO DIRECTORS' ACTION WITHOUT MEETING

MAHONING STATE LINE RAILROAD COMPANY

Incorporated in Pennsylvania

The undersigned, being all of the directors of the Mahoning State Line Railroad Company, a Pennsylvania corporation (the "Company"), hereby consent and agree to the adoption of the following resolutions without a directors' meeting:

MERGER WITH AND INTO THREE RIVERS RAILWAY COMPANY

WHEREAS, Three Rivers Railway Company, a Pennsylvania corporation ("Three Rivers"), is the sole stockholder of the Company; and

WHEREAS, subject to the approval of the Surface Transportation Board (the "STB"), as applicable, the Board of Directors of Three Rivers has approved the merger of the Company with and into Three Rivers whereby Three Rivers shall be and continue to be in existence as the surviving corporation and the separate corporate existence of the Company shall cease (the "Merger").

Now, therefore, be it

RESOLVED, that subject to the approval of the STB, as applicable, the Merger is hereby approved.

RESOLVED FURTHER, that subject to the approval of the STB, as applicable, a plan of merger setting forth certain terms and conditions of the Merger, in substantially the form attached hereto as Exhibit "A" (the "Plan of Merger"), is hereby approved and that the proper officers of the Company are hereby authorized to execute and deliver the Plan of Merger on behalf of the Company.

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that subject to STB approval, as applicable, the proper officers of the Company are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the Pennsylvania Department of State Corporation and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

Date

10/9/13

Date

Date

Nathan D. Goldman, Director



Peter K. Mills, Director

Peter J. Shudtz, Director

RESOLVED FURTHER, that subject to STB approval, as applicable, the proper officers of the Company are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the Pennsylvania Department of State Corporation and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

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10-7-13
Date


Nathan D. Goldman, Director

Date

Peter K. Mills, Director

Date

Peter J. Shultz, Director

RESOLVED FURTHER, that subject to STB approval, as applicable, the proper officers of the Company are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the Pennsylvania Department of State Corporation and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

Date

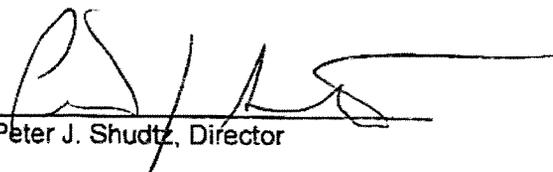
Nathan D. Goldman, Director

Date

Peter K. Mills, Director

10/3/13

Date



Peter J. Shudtz, Director

EXHIBIT "A"
PLAN OF MERGER

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OF
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WITH AND INTO
THREE RIVERS RAILWAY COMPANY

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A. The Corporation owns 100% of the issued and outstanding shares of common stock of the Subsidiary.

B. The Board of Directors of the Corporation and the Board of Directors of the Subsidiary have each approved the merger of the Subsidiary with and into the Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Subsidiary and the Corporation agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 3), the Subsidiary shall be merged with and into the Corporation in accordance with the provisions of 15 Pa.C.S., §1921, et. seq. (the "Merger").

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4. Effect of Merger.

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(b) Upon the Effective Date, the Articles of Incorporation and Bylaws of the Corporation in effect at the Effective Date shall continue to be (until amended or repealed as provided by applicable law) the Articles of Incorporation and Bylaws of the Corporation.

(c) Upon the Effective Date, the issued and outstanding shares of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof.

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IN WITNESS WHEREOF, the Subsidiary and the Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

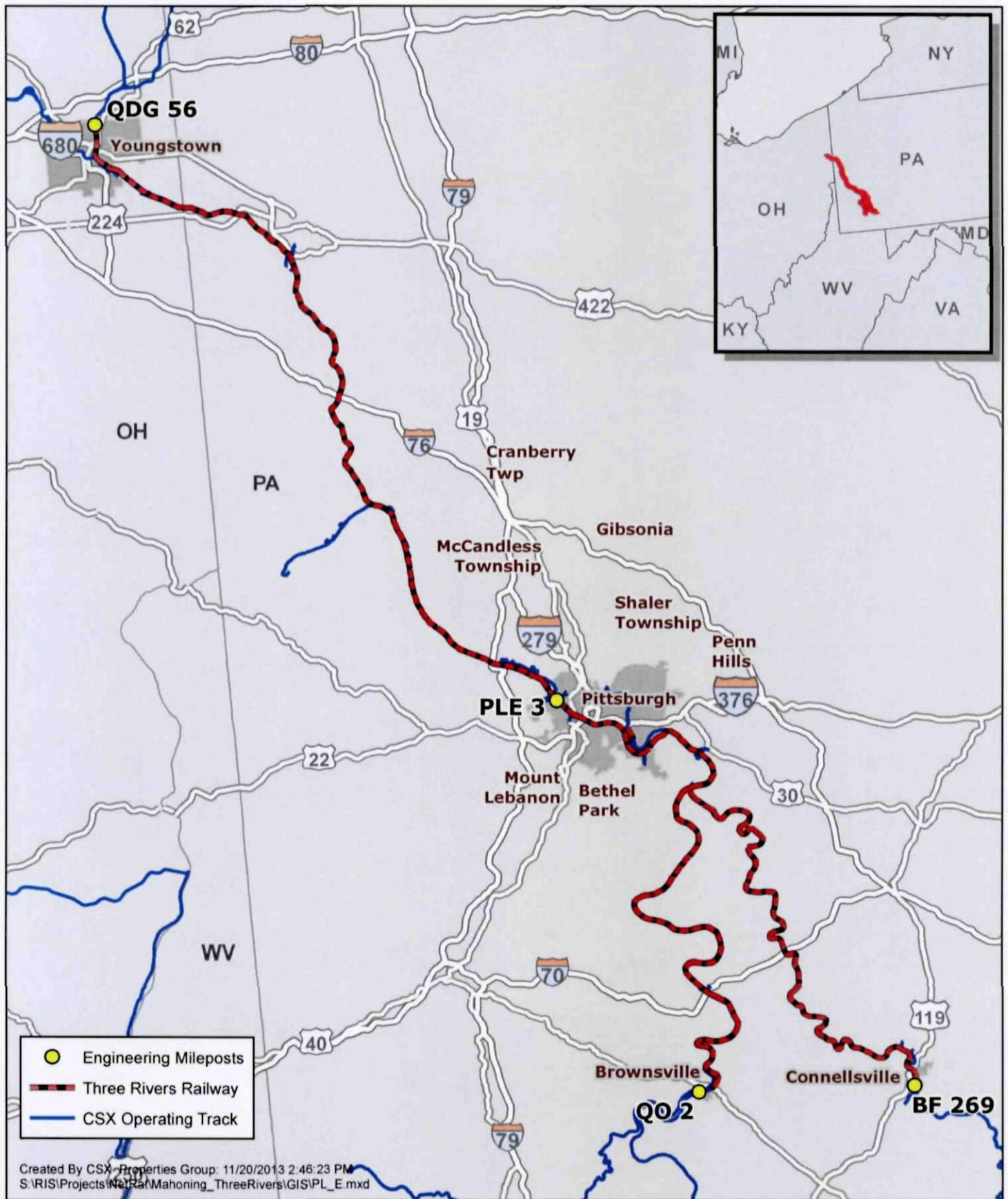
**MAHONING STATE LINE RAILROAD
COMPANY, a Pennsylvania corporation**

By: _____
Nathan D. Goldman
Vice President

**THREE RIVERS RAILWAY COMPANY,
a Virginia corporation**

By: _____
Peter K. Mills
President

EXHIBIT 1-MAPS



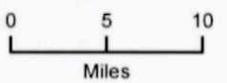
-  Engineering Mileposts
-  Three Rivers Railway
-  CSX Operating Track

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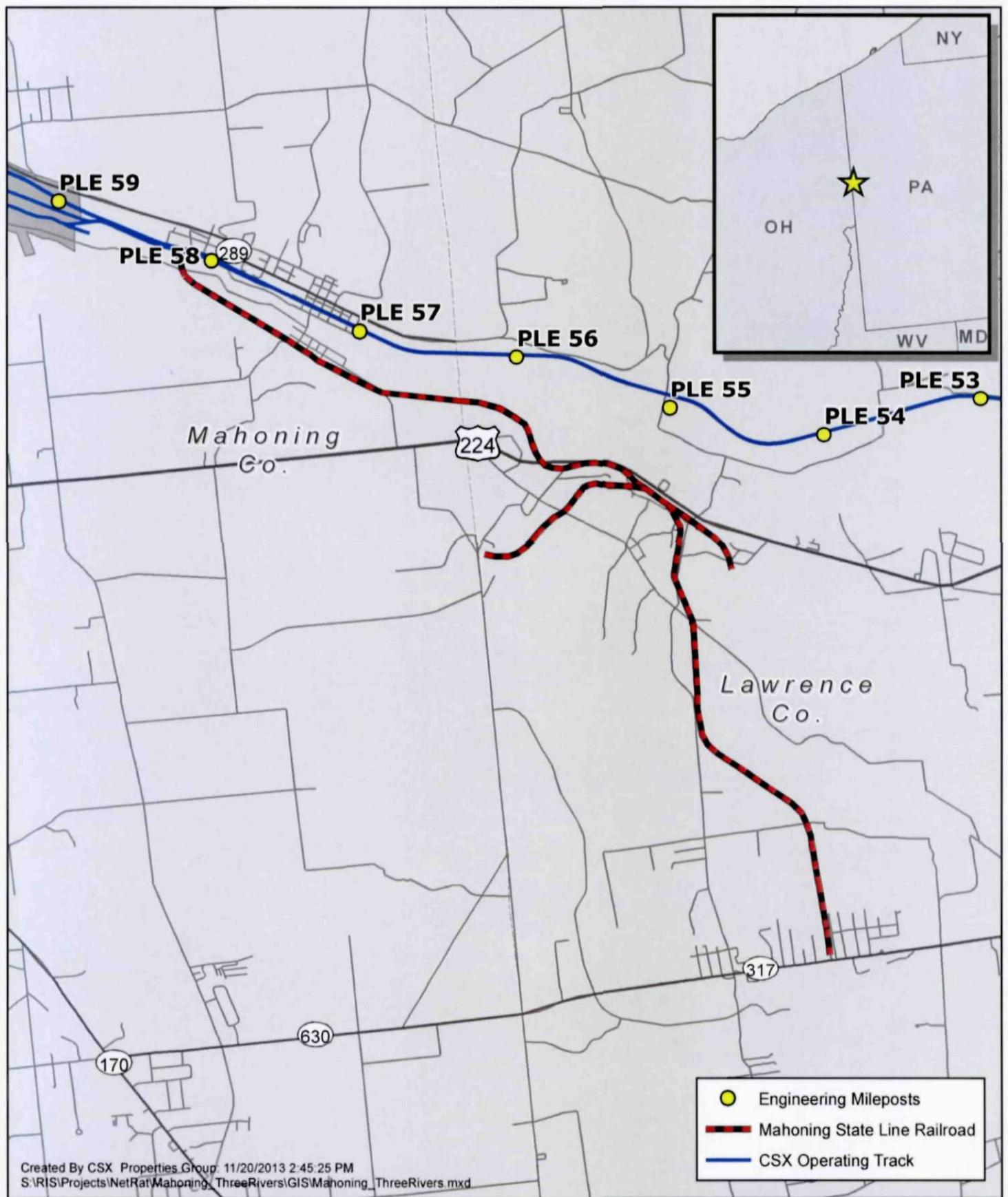


Date: 11/20/2013

CSX Transportation, Inc.
 The Three Rivers Railway Company
 -Corporate Family Merger Exemption-
 Mahoning State Line Railroad Company
 Ohio & Pennsylvania
 STB Docket No. FD 3578-5



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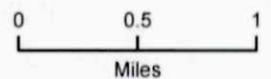


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Date: 11/20/2013

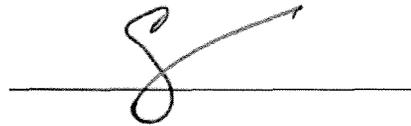
CSX Transportation, Inc.
 The Three Rivers Railway Company
 -Corporate Family Merger Exemption-
 Mahoning State Line Railroad Company
 Mahoning County, OH & Lawrence County, PA
 STB Docket No. FD 3578 **5**



VERIFICATION

State of Florida)
)ss
County of Duval)

I, Christopher Maffett, being duly sworn, depose and state that I am Director – Network Planning of The Three Rivers Railroad Company, that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption, and know the facts asserted therein are true and accurate to the best of my knowledge, information and belief.



Subscribed and sworn to before me this 19~~th~~ day of November 2010.

Stephanie Reynolds
Notary Public

My Commission expires: 9-11-2016

