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May 15, 2012

Cynthia T. Brown, Chief

Section of Administration

Office of Proceedings

Surface Transportation Board

405 E. Street, SW

Washington, DC 20423

FILED

MAY 21 2012

**SURFACE
TRANSPORTATION BOARD**

RECEIVED
MAY 21 2012
MANAGEMENT
STB

Re: Southwest Pennsylvania Railroad Company – Acquisition Exemption – Redstone Branch; Finance Docket No. 35627

As. Brown:

Enclosed for filing in the above captioned proceeding are an original and ten copies of the verified Notice of Exemption pursuant to 49 C.F.R. §1150.41 dated May 15, 2012. Also enclosed please find a check in the amount of \$1,800.00 representing the filing fee for this Notice of Exemption.

Please time and date stamp the extra copy of this letter of transmittal to indicate your receipt and filing of this Notice and return it to the undersigned in the enclosed self addressed, stamped envelope provided for that purpose.

Thank you for your assistance in this matter.

Very truly yours,

RICHARD R. WILSON, P.C.

Richard R. Wilson

Richard R. Wilson, Esq.

Attorney for Southwest Pennsylvania

Railroad Company

ENTERED
Office of Proceedings
MAY 21 2012
Public Record

FEE RECEIVED

MAY 21 2012

**SURFACE
TRANSPORTATION BOARD**

RRW/bab

Enclosures

cc: Wayne Port, Esq.

Southwest Pennsylvania Railroad Company

Laurel Hill Development Corporation

232340

RECEIVED
MAY 21 2012
MANAGEMENT
STB

Before the
SURFACE TRANSPORTATION BOARD

SOUTHWEST PENNSYLVANIA RAILROAD COMPANY – ACQUISITION
EXEMPTION – REDSTONE BRANCH

ENTERED
Office of Proceedings

FINANCE DOCKET NO. 35627

MAY 21 2012

Part of
Public Record

VERIFIED NOTICE OF EXEMPTION UNDER 49 U.S.C. §10902
PURSUANT TO 49 C.F.R. §1150.41

SUMMARY

This Verified Notice of Exemption is filed pursuant to 49 C.F.R. §1150.41, et seq. by Southwest Pennsylvania Railroad Company (“SPRC” or “Applicant”). SPRC is a Pennsylvania for profit corporation and a Class III railroad common carrier which owns and operates certain lines of railroad previously acquired from Laurel Hill Development Corporation (“LHDC”). SPRC also operates certain rail lines owned by Westmoreland County Industrial Development Corporation in Fayette and Westmoreland Counties, Pennsylvania¹.

Applicant seeks to exempt from regulation under 49 U.S.C. §10902 its acquisition

¹ LHDC (formally Fay Penn Industrial Development Corporation) obtained acquisition authority and SPRC obtained operating authority for rail facilities between Greene Jct. and Smithfield, PA together with incidental trackage rights from Green Jct. to Broad Ford, PA in Fay Penn IDC Acquisition Exemption – CSXT, Inc., Finance Docket No. 33051 and Southwest Pennsylvania Railroad Company – Operation Exemption – CSXT, Inc., Finance Docket No. 33051 (Sub. No. 1) service date October 4, 1996. Fay Penn IDC successor in interest to Fay Penn Land Trust obtained acquisition authority as the designee of the Commonwealth of Pennsylvania to acquire rail facilities between Broad Ford and Everson, PA under OFA procedures in CSXT, Inc. – Abandonment Exemption – In Fayette and Westmoreland Counties, PA, Docket No. AB-55 (Sub No. 420X) service date Nov. 28, 1994. SPRC obtained operating authority for the Broad Ford-Everson line segment in Southwest Pa Rail Co. – Lease and Operation Exemption – Lines of Westmoreland County, IDC and Fay Penn Land Trust, Finance Docket No. 32737, (service date July 21, 1995). On August 25, 2011, Fay-Penn IDC changed its name to Laurel Hill Development Corporation by amendment of its Articles of Incorporation filed with the Pennsylvania Department of State and recorded in the Fayette County Record Book 3163, Page 1388. On January 13, 2012, SPRC obtained acquisition authority to acquire certain rail lines owned by LHDC in Southwest Pennsylvania Railroad Company – Acquisition Exemption – Laurel Hill Development Corporation, Finance Docket No. 35584. (Service Date January 13, 2012) and that acquisition transaction closed on February 15, 2012.

G. Applicant certifies that its projected revenues as a result of this transaction will not exceed those that would qualify for Class III rail carrier status.

H. This transaction does not involve the imposition of any interchange commitments or restrictions.

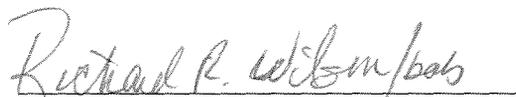
Pursuant to 49 C.F.R. §1105.6(c) no environmental documentation is required because this proceeding involves authority for acquisition under 49 U.S.C. §10902 which will not exceed the thresholds established in 49 C.F.R. §1105.7(c)(4) or (5).

No historic report is required because the transaction involves the transfer of lines for the purposes of continued rail operations and further Board approval is required to abandon any service. Applicant has no plans to dispose or alter the property subject to Board jurisdictions that are 50 years old or older.

Applicant will preserve intact all sites and structures more than 50 years old until compliance with the requirements of Section 106 of the National Historic Preservation Act, 16 U.S.C. §470 is achieved.

The caption summary required by 49 C.F.R. §1150.34 is attached hereto as Appendix C.

Respectfully submitted,



Richard R. Wilson, Esq.
Attorney for Southwest Pennsylvania
Railroad Company
518 N. Center Street, Ste. 1
Ebensburg, PA 15931

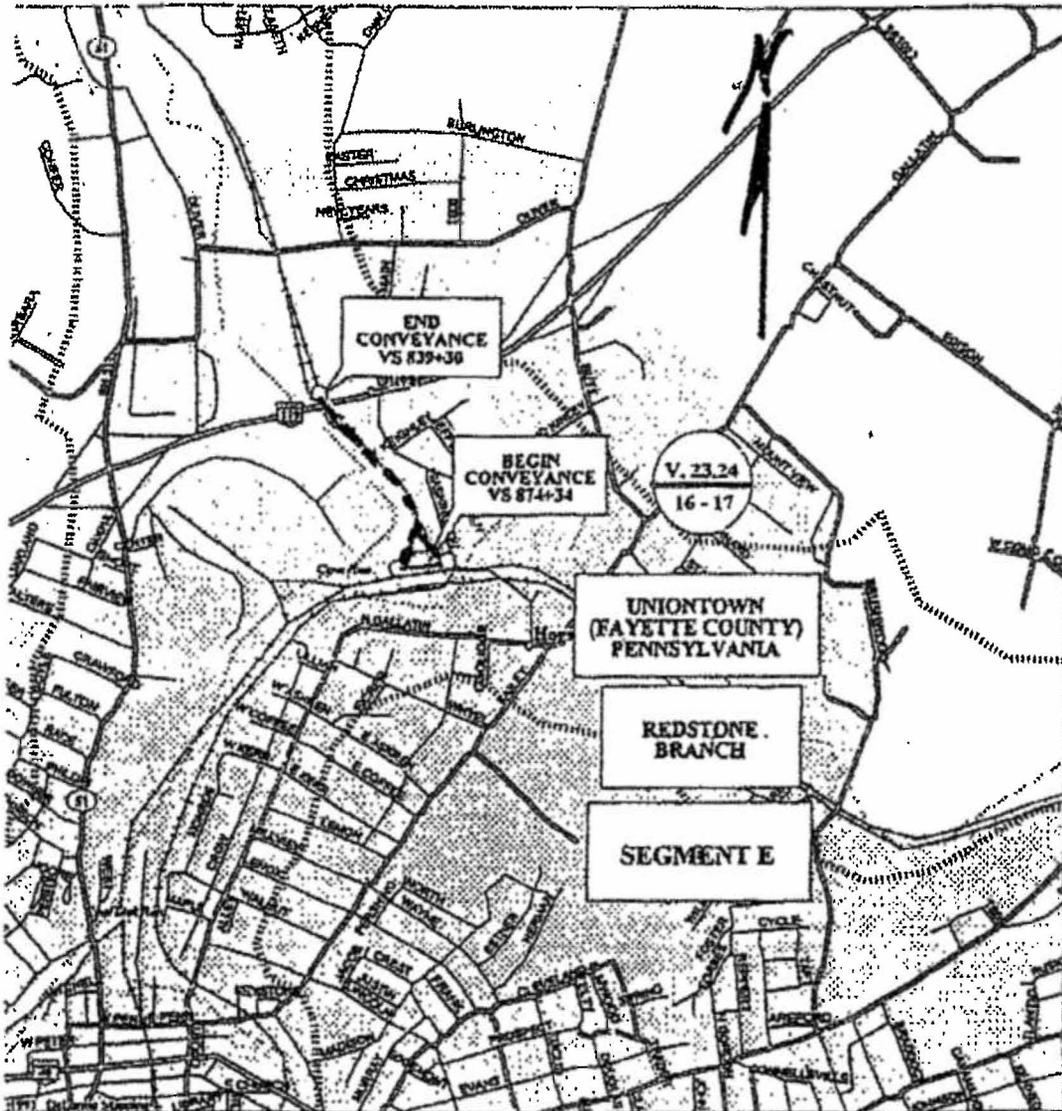
Dated: May 15, 2012

Appendix A

Description of Rail Properties to be Acquired by
Southwest Pennsylvania Railroad Company

All that 0.66 miles of right of way known as the Redstone Branch between Rail Valuation Station 874+34 and 839+30 in Uniontown, PA and more particularly described on Valuation Maps V.23.24/16+17 containing 12.21 acres.

APPENDIX B



LEGEND

- | | | | |
|--|-------------------|--|--------------------|
| | Population Center | | State Route |
| | State Route | | US Highway |
| | Town, Small City | | Railroad |
| | US Highway | | R.R. Underpassing |
| | Street, Road | | River |
| | Hwy Ramps | | Contour |
| | Major Street/Road | | Intermittent River |

Scale 1:15,625 (at center)

1000 Feet

300 Meters

GENERAL LOCATION MAP

Mag 15.00

Thu Aug 01 15:24:38 1996

APPENDIX C

Before the
SURFACE TRANSPORTATION BOARD

SOUTHWEST PENNSYLVANIA RAILROAD COMPANY – ACQUISITION
EXEMPTION – LAUREL HILL DEVELOPMENT CORPORATION

FINANCE DOCKET NO. 35627

VERIFIED NOTICE OF EXEMPTION

Southwest Pennsylvania Railroad Company (“SPRC”), a Class III rail carrier, has filed a Verified Notice of Exemption to acquire the following lines of railroad now owned by Laurel Hill Development Corporation: All that 0.66 miles right of way known as the Redstone Branch between Rail Valuation Station 874+34 and 839+30 in Uniontown, PA and more particularly described on Valuation Maps V.23.24/16+17 containing 12.21 acres.

Comments must be filed with the Board and served on Applicant’s representative Richard R. Wilson, Esq. 518 N. Center Street, Ste. 1, Ebensburg, PA 15931.

This notice is filed under 49 C.F.R. §1150.41. If the notice contains false or misleading information, the exemption is void ab initio. A petition to revoke the exemption under 49 U.S.C. §10505(d) may be filed at any time. The filing for a petition to revoke will not automatically stay the transaction.

VERIFICATION

I, Russell A. Peterson, declare, under the penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Notice on behalf of Southwest Pennsylvania Railroad Company, of which I am an officer.

Executed this 10th day of May, 2012.



Russell A. Peterson