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SERVICE DATE - JANUARY 10, 2002

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34157]

Keystone Railroad LLC—Acquisition and Operation Exemption—Keystone Railroad, Inc.

Keystone Railroad LLC (Applicant), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to acquire and operate a 132-mile rail line in Northampton County, PA,<sup>1</sup> owned by its corporate affiliate Keystone Railroad, Inc. (Keystone).<sup>2</sup>

This transaction is related to Bethlehem Steel Corporation—Corporate Family Transaction Exemption, STB Finance Docket No. 34142 (STB served Jan. 10, 2002), through which Keystone is to be merged into Applicant. The separate existence of Keystone will cease and Applicant will be the surviving entity and continue the operations formerly provided by Keystone.<sup>3</sup>

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<sup>1</sup> Applicant states that the rail line is composed of yard and switching tracks and does not have assigned mileposts.

<sup>2</sup> Both Applicant and Keystone are wholly owned subsidiaries of Bethlehem Steel Corporation.

<sup>3</sup> The verified notice of exemption indicates that Keystone currently conducts operations under its historic trade name of Philadelphia Bethlehem and New England Railroad and that Applicant will continue to use the same trade name.

The transaction was expected to be consummated as of January 1, 2002.

Applicant states that its revenues are expected to exceed \$5,000,000 per year. Under 49 CFR 1150.32(e), “If the projected annual revenue of the rail lines to be acquired or operated, together with the acquiring carrier’s projected annual revenue, exceeds \$5 million, the applicant must, at least 60 days before the exemption becomes effective, post a notice of applicant’s intent to undertake the proposed transaction at the workplace of the employees on the affected line(s) and serve a copy of the notice on the national offices of the labor unions setting forth the types and numbers of jobs expected to be available, the terms of employment and principles of employee selection, and the lines that are to be transferred, and certify to the Board that it has done so.” When Applicant filed its verified notice of exemption in STB Finance Docket No. 34157, it simultaneously filed a request for a waiver of the requirements of 49 CFR 1150.32(e) to permit the exemption to become effective without providing the 60-day advance notice. Finding no adverse impact on the personnel of Keystone, by decision served on December 27, 2001, the Board granted Applicant’s request and waived the requirements of 49 CFR 1150.32(e). That decision had the effect of making the exemption in this proceeding effective on December 27, 2001.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding 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.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34157, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Eric M. Hockey, Esq., Gollatz, Griffin & Ewing, P.C., 213 West Miner Street, P. O. Box 796, West Chester, PA 19381-0796.

Board decisions and notices are available on our website at [www.stb.dot.gov](http://www.stb.dot.gov).

Decided: January 2, 2002.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary