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JUL 29 2011

MANAGEMENT
Karl Morell
Of Counsel
kmorell@balljanik.com

July 28, 2011

BY HAND DELIVERY

Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423

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JUL 29 2011

**SURFACE
TRANSPORTATION BOARD**

Re: STB Finance Docket No. 35541, Tyburn Railroad, LLC --
Acquisition and Operation Exemption -- Tyburn Railroad
Company

Dear Ms. Brown:

Attached for filing are the original and ten copies of a Verified
Notice of Exemption under 49 C.F.R. § 1150.31 and a check
covering the \$1,800 filing fee. Also enclosed is a Disc containing
the Notice and Summary.

If you have any questions, please contact me.

Sincerely,

Karl Morell
Of Counsel

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Office of Proceedings
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Part of
Public Record

Enclosures

FILED

JUL 29 2011

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35541

TYBURN RAILROAD, LLC
--ACQUISITION AND OPERATION EXEMPTION--
TYBURN RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

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TRANSPORTATION BOARD

KARL MORELL
Of Counsel
BALL JANIK LLP
Suite 225
655 Fifteenth Street, N.W.
Washington, D.C. 20005
(202) 638-3307

Attorney for:
TYBURN RAILROAD, LLC

Dated: July 28, 2011

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35541

TYBURN RAILROAD, LLC
--ACQUISITION AND OPERATION EXEMPTION--
TYBURN RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

Tyburn Railroad, LLC (“Tyburn”), a non-carrier, files this Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart D--Exempt Transactions, to permit Tyburn to acquire approximately 0.9-miles of rail lines from Tyburn Railroad Company (“TRC”).

In support of this Notice of Exemption, Tyburn submits the following information as required by 49 C.F.R. § 1150.33:

- (a) Full name and address of applicant:

Tyburn Railroad, LLC
505 S. Broad Street
Kennett Square, PA 19348

- (b) Applicant's Representative:

Karl Morell
Of Counsel
BALL JANIK LLP
Suite 225
655 Fifteenth Street, N.W.
Washington, DC 20005
(202) 638-3307

(c) Statement of Agreement:

Tyburn will shortly enter into an agreement with TRC for the acquisition of the rail lines.

(d) The operator of the property:

Tyburn will be the operator of the property.

(e) Summary of proposed transaction:

(1) The name and address of the railroad transferring the subject property is:

Tyburn Railroad Company
1535 S. Pennsylvania Avenue
Morrisville, PA 19067

(2) The involved transaction is expected to be consummated on or shortly after the effective date of this Notice of Exemption.

(3) The rail lines Tyburn is acquiring are located at 1535 S. Pennsylvania Avenue in Morrisville, PA. There are no mileposts associated with the rail lines. The rail lines were formerly a yard owned by Consolidated Rail Corporation (“Conrail”) and are located in a Conrail Shared Asset Area. Tyburn, therefore, will be able to interchange traffic with both Norfolk Southern Railway Company (“NS”) and CSX Transportation, Inc (“CSXT”). Tyburn will enter into standard agreements with Conrail, NS and CSXT to effect interchange with NS and CSXT.

(4) The length of the rail lines is approximately 0.9 miles.

(f) A map of the rail line is attached as Exhibit 1.

(g) Tyburn hereby certifies that Tyburn's revenues as a result of this transaction will not result in Tyburn becoming a Class II or Class I rail carrier.

Tyburn further certifies that the projected annual revenue of Tyburn will not exceed \$5 million as a result of this transaction. Accordingly, the requirements of 49 C.F.R. § 1150.32(e) do not apply to this transaction.

The Asset Purchase Agreement between Tyburn and TRC and the standard agreements Tyburn will enter into with Conrail, NS and CSXT will not contain a provision prohibiting Tyburn from interchanging traffic with a third party.

A caption summary, as required by 49 C.F.R. § 1150.34, is attached.

ENVIRONMENTAL AND HISTORIC IMPACTS

Tyburn is acquiring the rail lines for continued rail operations. Further Board approval is required for Tyburn to abandon any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

Tyburn's acquisition of the line will not result in any changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of this line to motor carriage. This transaction will not result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the line; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day. The thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not

be exceeded. Finally, the transportation of ozone depleting materials is not contemplated.

Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,



KARL MORELL
Of Counsel
BALL JANIK LLP
Suite 225
655 Fifteenth Street, N.W.
Washington, DC 20005
(202) 638-3307

Attorneys for:
TYBURN RAILROAD, LLC

Dated: July 28, 2011

EXHIBIT 1



SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB FINANCE DOCKET NO. 35541

TYBURN RAILROAD, LLC
--ACQUISITION AND OPERATION EXEMPTION--
TYBURN RAILROAD COMPANY

Tyburn Railroad, LLC (“Tyburn”), a non-carrier, has filed a notice of exemption to acquire from Tyburn Railroad Company, approximately 0.9-miles of rail lines located at 1535 S. Pennsylvania Avenue in Morrisville, PA.

Comments must be filed with the Board and served on Karl Morell, Of Counsel, BALL JANIK LLP, Suite 225, 655 Fifteenth Street, N.W., Washington, DC 20005, (202) 638-3307.

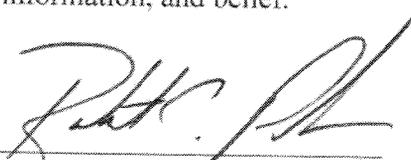
This transaction is related to STB Finance Docket No. 35542, Regional Rail, LLC – Continuance In Control Exemption – Tyburn Railroad, LLC, wherein Regional Rail, LLC has concurrently filed a verified notice to continue in control of Tyburn upon Tyburn becoming a Class III rail carrier.

This notice is filed under 49 C.F.R. 1150.31. If the notice contains false or misleading information, the exemption is void ab initio. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

STATE OF PENNSYLVANIA)
)
COUNTY OF CHESTER) ss.

I, Robert C. Parker, being duly sworn depose and state that I am President and Chief Executive Officer of the Tyburn Railroad, LLC, 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 as stated to the best of my knowledge, information, and belief.



Robert C. Parker

SUBSCRIBED AND SWORN TO before me this 28 day of July, 2011, in the County of Chester, State of Pennsylvania.

My Commission Expires: Sept. 3, 2012



Notary Public

