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October 26, 2012

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

ENTERED
Office of Proceedings
October 26, 2012
Part of
Public Record

Re: *All Aboard Florida-Operations LLC & All Aboard Florida-Stations LLC—
Authority to Construct and Operate—Petition for Exemption From 49 U.S.C.
§ 10901 – Passenger Rail Line Between Miami, FL and Orlando, FL
STB Finance Docket No. 35680*

Dear Ms. Brown:

We are writing on behalf of Petitioners All Aboard Florida-Operations LLC and All Aboard Florida-Stations LLC (“Petitioners”) to provide additional information regarding the prospective locations of the passenger stations that would be constructed in connection with the “All Aboard Florida Line” described in the Petition for Exemption filed in the above-referenced docket on October 9, 2012 (“Petition”). With this letter Petitioners are submitting more detailed maps that illustrate proposed station locations. Petitioners are also submitting new information from the Federal Railroad Administration (“FRA”) regarding the status of its review of the All Aboard Florida Line under FRA’s Railroad Rehabilitation and Improvement Financing (“RRIF”) loan program.

First, as described in the Petition, the All Aboard Florida Line will have stations in Miami, West Palm Beach, Fort Lauderdale, and Orlando, Florida. *See* Petition at 1. The stations in Miami, West Palm Beach, and Fort Lauderdale will be located on the rail corridor used by the Florida East Coast Railway L.L.C. (“FECR”) for freight operations. *See id.* at 3. The Miami station will be located on the site of the passenger station formerly owned and operated by a predecessor of FECR. Petitioners are still in the process of selecting (and negotiating arrangements for) the locations for the West Palm Beach and Ft. Lauderdale stations. Aerial maps of the sites being considered in those two cities are attached as Exhibit 1 to this letter.

The Orlando station will be located at the terminus of a new rail line to be constructed between Cocoa and Orlando, which Petitioners plan to construct on land owned by the Florida Department of Transportation and the Orlando Orange County Expressway Authority along the

Cynthia T. Brown
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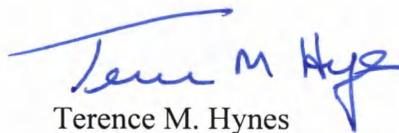
State Road 528 corridor. *See id.* at 3-4. While site selection for the Orlando station is still in process, Petitioners currently plan to locate the Orlando terminal near or at the Orlando International Airport. Exhibit 2 to this letter is an aerial map of the Orlando area, including the State Road 528 corridor and the Orlando International Airport. Exhibit 2 also contains a very preliminary concept drawing of a potential Orlando station for the All Aboard Florida Line.

The site ultimately selected for the All Aboard Florida Line's Orlando terminal near or at the Orlando International Airport is irrelevant to the jurisdictional question presented in Petitioners' Motion to Dismiss. Under the Interstate Commerce Act the Board only has jurisdiction over intrastate rail transportation that is "part of the interstate rail network." 49 U.S.C. § 10502(a)(2)(A). The fact that the All Aboard Florida Line's rail service may be used by passengers making an interstate journey by a combination of airplane and rail transportation plainly does not make that transportation part of the interstate rail network. Petitioners explained this point in the Motion to Dismiss the Petition (at 7-8).

Second, Petitioners requested expedited consideration of the Petition and the accompanying Motion to Dismiss, *inter alia*, because the Board's decision as to whether it has jurisdiction over the All Aboard Florida Line is an essential prerequisite for the FRA to act on an application for financing under FRA's RRIF program. *See* Petition at 2. Exhibit 3 is an October 16, 2012 letter from FRA confirming the need for a Board decision "regarding whether or not [it] will be asserting jurisdiction over the Project" before the FRA can act on a RRIF application. Exhibit 3 also confirms that the All Aboard Florida Line is otherwise eligible to seek RRIF funding. Petitioners submit this letter as further support for their request that the Board expedite its consideration of this matter.

If you have any questions, please contact the undersigned counsel.

Sincerely,


Terence M. Hynes

TMH:aat
Attachments

EXHIBIT 1

West Palm Beach Site Analysis



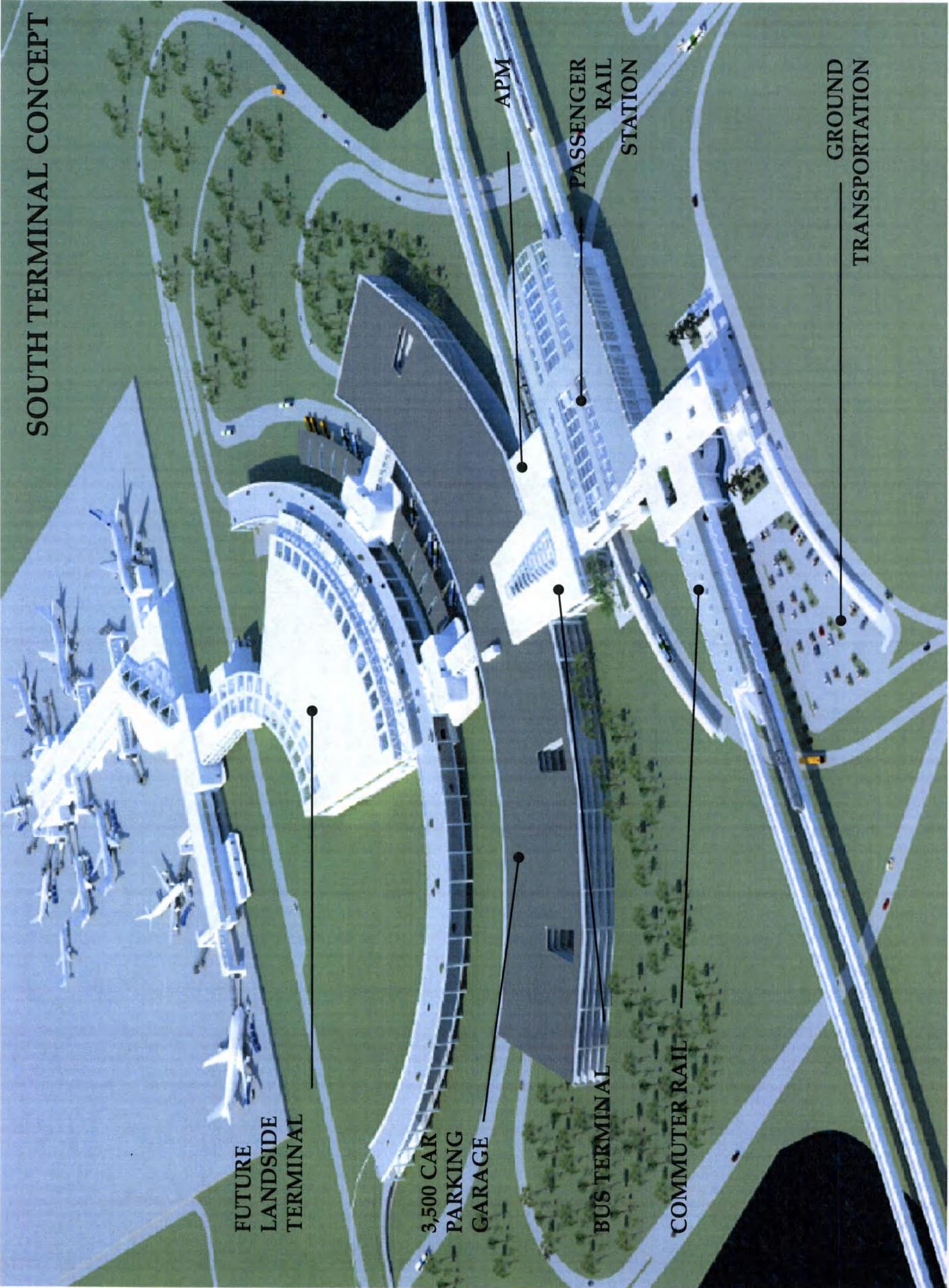


Fort Lauderdale
Site Analysis

FORT LAUDERDALE

EXHIBIT 2

SOUTH TERMINAL CONCEPT



**FUTURE
LANDSIDE
TERMINAL**

**3,500 CAR
PARKING
GARAGE**

BUS TERMINAL

COMMUTER RAIL

APM

**PASSENGER
RAIL
STATION**

**GROUND
TRANSPORTATION**

EXHIBIT 3



U.S. Department
of Transportation

**Federal Railroad
Administration**

1200 New Jersey Avenue, SE
Washington, DC 20590

Terence M. Hynes
Sidley Austin LLP
1501 K Street NW
Washington, DC 20005

October 16, 2012

Dear Mr. Hynes:

Thank you for your letter dated July 10, 2012 regarding Florida East Coast Industries' (FECI) Railroad Rehabilitation and Improvement Financing (RRIF) application. Specifically, you asked The Federal Railroad Administration (FRA) to confirm that FECI would be considered a "railroad" for the purpose of determining eligibility for the RRIF program.

We have reviewed the information included in your letter and do not disagree with your assessment of the statutory language regarding what type of enterprise would be considered a "railroad" under the RRIF statute and regulations. However, at this time we deem it prudent to consult with the Surface Transportation Board directly to determine the extent of their familiarity with the All Aboard Florida project (Project) and to obtain a decision from them regarding whether or not they will be asserting jurisdiction over the Project.

If you have any questions, please feel free to contact me at 202-493-6051.

Sincerely,

A handwritten signature in cursive script that reads "Barbara Klein Barr".

Barbara Klein Barr
Chief, Credit Programs Division
Federal Railroad Administration
United States Department of Transportation