

Before the
SURFACE TRANSPORTATION BOARD

ENTERED
Office of Proceedings
July 23, 2015
Part of
Public Record

DELAWARE & HUDSON RAILWAY, INC.

- DISCONTINUANCE of TRACKAGE RIGHTS -

OVER CERTAIN RAIL LINES WITHIN the STATES of NEWYORK, PENNSYLVANIA,
NEW JERSEY, MARYLAND, VIRGINIA, and the DISTRICT OF COLUMBIA.

Docket # AB 156 (Sub No.# 27) X

CNJ RAIL CORPORATION

and

ERIC S. STROHMEYER

PETITION TO REOPEN / REVOKE THE EXEMPTION

Respectfully Submitted,



Eric S. Strohmeyer
Vice President, COO

CNJ Rail Corporation

c/o CNJ Rail Corporation
81 Century Lane
Watchung, NJ 07069
Tel: (908) 361 - 2435 (direct line)

Dated: July 22nd, 2015

FEE RECEIVED

July 23, 2015

SURFACE

TRANSPORTATION BOARD

FILED

JULY 23, 2015

SURFACE

TRANSPORTATION BOARD

Before the
SURFACE TRANSPORTATION BOARD
Docket# AB 156 (Sub No.# 27) X

PETITION TO REOPEN / REVOKE EXEMPTION

Now comes CNJ Rail Corporation and Mr. Eric S. Strohmeier (“*CNJ Parties*”), both of whom are parties of record in *Norfolk Southern – Acquisition – D&H South Lines* STB Finance Docket# 35873 (“*NS Acquisition*”), a related proceeding to the above captioned proceeding, herein which the CNJ Parties¹, as set forth below, respectfully request the Board revoke the Notice of Exemption filed in the above captioned proceeding. In addition, the CNJ Parties respectfully request that the Board also grant the requested Stay relief.

In this proceeding, the Delaware and Hudson Railway (“*D&H*”), a wholly-owned subsidiary of Canadian Pacific Railway, purports to be seeking this Board’s permission to discontinue service over approximately 670 miles of rail lines in which it claims to have “overhead trackage rights” over. Pursuant to the Board’s July 2nd, 2015 decision in this proceeding, Mr. James Riffin (“*Mr. Riffin*”) timely filed a request to stay the effective date of

¹ The CNJ Parties continue to vigorously protest the failure to include and consolidate this Discontinuance Proceeding with the clearly related transactions currently before the Board in *NS Acquisition*. The transactions are integrally related and are, in fact, incapable of being approved absent the simultaneous approval of the other.

Furthermore, CNJ continues to argue that the failure to timely submit this transaction simultaneously with remainder of the transaction made the NS application “incomplete” and the Board’s failure to date to correct that deficiency constitutes material error and deprives the parties of due process. CNJ would like to note for the record that the purported discontinuances in this proceeding are significantly larger than what Norfolk Southern indicated they would be in *NS Acquisition*.

The CNJ Parties continue to argue that the failure to timely disclose and precisely replicate the discontinuances outlined in *Norfolk Southern – FD 35873* deprived CNJ of its ability to articulate an appropriate request for conditions because the Norfolk Southern Corp (“NS”) along with co-applicants Delaware and Hudson Railway Company, Inc. (“D&H”) failed to disclose the full extent D&H’s rights that were to be the subject of this transaction

this proceeding pending the Board's consideration of any petitions for reopening or revoking of the exemption sought in this proceeding.

The CNJ Parties join Mr. Riffin in seeking a stay of the effective date of the Exemption in this proceeding, as well as revocation of the Exemption. This matter is too controversial for the use of the expedited Class Exemption. It contains complex legal issues which not only are fatal to this Exemption Proceeding, but also jeopardizes the Board's decision and pending reconsideration of issues in *NS Acquisition*.

In addition, despite being directed to cure its Notice of Exemption, the D&H still has failed to comply with the Board's regulations regarding the use of the expedited Class Exemption procedures. The Notice also contains a number of patently false and misleading statements. As such, the Notice is *void ab initio*. For all of the reasons set forth below, the CNJ Parties respectfully request that the Board revoke the use of the Class Exemption in this proceeding and stay the effective date of the Exemption in this proceeding.

I. PROCEEDING IS TOO CONTROVERSIAL

The instant proceeding has given rise to questions of fact, and issues of law, which must be resolved. To date, both this proceeding, and its related proceeding in *NS Acquisition* have generated considerable opposition. Despite having first ruled that the proceedings were not related, the Board has done a complete 180 degree about face on that position in both the May 15th 2015 decision in *NS Acquisition* and the July 10th, 2015 decision in this proceeding.

As set forth herein below, this Proceeding has become highly controversial. Despite being given an unprecedented opportunity to correct it's challenged (and legally defective)

Notice of Exemption (in which the D&H admitted it contained errors and omissions), to date, the D&H has:

- Misrepresented the very nature of the rights that it claims to be seeking to discontinue,
- Raised issues (which must be resolved) that are solely within the exclusive jurisdiction of the “Special Court”,
- Failed to properly identify and disclose the multiple related abandonment proceedings and their impact upon this proceeding,
- Failed to comply with the Board’s regulations in class exemption proceedings,
- Made false and misleading statements throughout its Notice of Exemption,

Furthermore, the D&H:

- Is barred by the doctrine of Judicial Estoppel from making certain claims,
- Has made claims which raise additional issues (which may need to be resolved) that are solely within the exclusive jurisdiction of the US Bankruptcy Court

As set forth in greater detail herein below, the CNJ Parties respectfully seek an order from the Board revoking the Notice of Exemption in this proceeding on the grounds that:

- The matter is too controversial for the use of the expedited class exemption process,
- The D&H misrepresented the very nature of its rights it is seeking to alter in this proceeding,
- The ability to resolve certain controversies critical to adjudicating this matter is beyond the jurisdiction of the Board,
- The Notice failed to disclose and address related proceedings,
- The Notice failed to comply with the Board’s regulations,
- The Notice continues to contain false and misleading statements

Controversial Proceedings

This Board has long held that the use of the Class Exemption procedure should not be used in controversial² proceedings. The Board has also held that it will revoke an exemption if that matter subsequently becomes controversial³. As set forth below, this proceeding is highly controversial, and has raised issues which are of such a magnitude as require the Board to render a finding which it simply cannot do because it lacks the jurisdiction to do so.

D&H has misrepresented the very nature of its rights

Based upon evidence already in the record, it appears to the CNJ Parties that the D&H and NS continue to misrepresent to the Public, and to the Board, the nature of the D&H's actual rights. Evidence that the D&H itself has submitted into the record does not comport with the D&H's claim that is seeking to simply discontinue "trackage rights". The D&H's **own evidence** does not clearly demonstrate that its rights are indeed "trackage rights".

Based upon this evidence, the CNJ Parties are directly challenging D&H's claim that the rights it purports to seek to discontinue "just overhead trackage rights", are in fact materially greater than those rights commonly associated with just overhead trackage rights.

In its Notice of Exemption, the D&H claims it has "trackage rights" over a number of routes which it received pursuant to Final System Plan ("FSP"). The FSP does appear to indicate that the intent of the Plan was to convey to various parties a number of routes and access points to various terminals in Northern NJ.

² See: *James Riffin d/b/a The Northern Central Railroad — Acquisition and Operation Exemption — In York County, PA, and Baltimore County, MD* STB Finance Docket # 34484, STB served April 20th, 2004 and related cases cited therein.

³ See: *James Riffin d/b/a The Northern Central Railroad — Acquisition and Operation — In York County, PA* STB Finance Docket # 34501 STB served February 23rd, 2005 and related cases cited therein.

However, careful examination of the FSP indicates the intent of the Plan was to convey certain properties and trackage rights to a number of carriers. The FSP indicates routes across New Jersey were to be assigned to the “Chessie System”. Clearly, history has shown that some of the rights that the FSP envisioned going to the Chessie System ended up being transferred to the D&H instead. More importantly, the FSP appears to indicate that a number of different types of arrangements were contemplated in order to facilitate the Plan’s objectives.

In order to understand what the FSP **actually conveyed**, instead of what the plan may have previously intended to convey, it now becomes essential to look at the conveyance orders of the Special Court and the supplemental orders of the United States Railway Administration (“USRA”).

It is clear from the limited, incomplete portion of the “1979 Agreement” D&H submitted in its reply, that the USRA, and / or the Special Court, ordered the conveyance of certain lines to Conrail, subject to undefined rights granted to the D&H. The 1979 agreement appears to be an attempt to memorialize the conveyance and to “set forth the terms and conditions for D&H’s exercise of operating rights over the joint line.”

While it appears that the FSP might have intended such conveyances to possibly be via a trackage rights arrangement, the actual agreement in the record in this proceeding never uses the words “trackage rights”. Instead, it uses the terms “joint lines” and “operating agreements”. The word “overhead” does not appear at all in the portion of the document currently in the record.

Compounding the confusion is that actual operations over the years indicate that the agreements may, or may not, have been used in a manner that reflects what the conveyance was intended to accomplish. Upon further review and closer examination, it becomes clear that the

FSP did not expressly dictate what the exact arrangement methods would be. It appears that the Plan left those questions for the USRA and the Special Court to decide.

To highlight that point, the Final System Plan originally envisioned granting rights to Chessie in which the plan appears to indicate that Chessie was to gain access to local shippers at certain stations. The Chessie portion of the plan never came to pass. However, the D&H's operating agreement appears to indicate there is a restriction limiting traffic to intermodal traffic for "interchange". However, does that mean the D&H couldn't originate or terminate local traffic in the yard at Oak Island? What about the provision that states:

"D&H shall not perform any **local freight service** on the Joint Lines **except at stations published as D&H stations** in the Official Open and Prepay Station List No. 93, I.C.C No. A-58.

Overhead trackage rights, as is commonly defined, do not permit access to local stations. However, the express language in the agreement set forth provisions for local access at D&H stations. Of critical note and relevance to this proceeding, the actual language used in the agreement does not reflect D&H's assertion that all they have are "overhead trackage rights".

The portion of the agreement submitted does not contain any definitions so as to define what certain terms, such as what "joint lines" and "operating rights" might mean. In addition, the agreement appears to permit parties to seek further resolution of certain matters directly with the USRA. At this point, there are too many controversies which require answers. Use of words like "operating rights" (as opposed to the traditional use of the word "trackage right") appear to connote certain rights far in excess of those one might expect in a traditional trackage rights agreement.

To further highlight an example of why CNJ feels that operating agreement is far more than a traditional trackage rights agreement, but rather a more dynamic agreement; In a highly controversial proceeding before this Board involving the D&H, a company called “High-Tech Trans, LLC”⁴ sought to shield its construction and operation of a Solid Waste Transfer Station located within the Canadian Pacific / D&H Rail Yard in Newark, NJ, from local and state regulation. In *Hi Tech Trans, LLC – Petition for Declaratory Order – Hudson County, NJ*, STB Finance Docket No. 34192 (STB served Nov. 20, 2002) (“Hi Tech I”) and subsequent decisions, the STB was acutely aware of certain operations allegedly occurring within the CP/D&H Oak Island Rail Yard in Newark, NJ.

In this instant proceeding the D&H produces a document which limits appears to restrict certain traffic which can be “interchanged” at the Oak Island facility. No where does the partial agreement appear to permit the D&H to create, or permit other parties to create a solid waste transfer facility at the site. Yet, as the *Hi-Tech I* decision demonstrated, CP somehow was able to do just that. Obviously, no where does the agreement discuss or mention terminal operations. Only an agreement which is far more dynamic than a traditional trackage rights agreement can produce such results.

The discrepancies in the description of the rights to be discontinued, and the reality of the various operations that apparently took place under the terms of the agreement, require further scrutiny. CNJ respectfully argues that the D&H has failed to adequately describe its rights.

In his previous Petition to Revoke the Exemption, Mr. Riffin alleges that Milepost 1.7 described in the 1979 Agreement lies in Hudson County, NJ. In its reply, D&H alleges that

⁴ High Tech Trans, LLC is a predecessor entity to Trans-Load America, LLC, (“TLA”). TLA is the now bankrupt entity, whose bankruptcy directly lead to the cessation of service to the Oak Island Rail Yard.

Milepost 1.7 applies to a point on another former CNJ line it describes as Oak Island, NJ. CNJ respectfully argues there is no “Oak Island, NJ”.

However, in both *Hi-Tech 1* and related decisions, there appears to be confusion as to where Oak Island must be. If the captions in the *Hi-Tech* decisions are correct, then the Board’s own decisions seem to find that Hi-Tech was located in **Hudson County, NJ**. It also suggests that Hi-Tech is also located in Newark, NJ. The City of Newark, NJ appears to be in Essex County, NJ. Yet all the Hi-Tech decisions indicate and reference Hudson County, NJ.

CNJ would respectfully argue that there appears to be considerable confusion as to where exactly a place called Oak Island, NJ might be. Such confusion produces a controversy that the Board’s NOE procedures simply do not permit the development of an appropriate record in the shortened time frame permitted by the Board’s regulations governing expedited proceedings.

Of further interest; a careful review of the Hi-Tech record reveals a Verified Statement from a Mr. Steven Lawrance, dated June 16th 2003. In his Verified Statement, Mr. Lawrance claims that the D&H “leases” from Conrail a portion of Conrail’s Oak Island Rail Yard and indicates that the D&H reaches that yard via trackage rights. A copy of Mr. Lawrance’s Verified Statement is attached hereto as Exhibit 1.

However, the 1979 agreement between the D&H and Conrail makes no use of the words “trackage rights”. As previously stated, the agreement uses words like “joint lines” and “operating agreement”. In the absence of a separate, undisclosed agreement, there would appear to be conflict between the plain language of the 1979 Agreement and certain representations found in Mr. Lawrance’s Verified Statement of June 16th.

If there is not one, but two agreements governing D&H operations over the joint lines, then one might be able to introduce a bifurcation argument akin to what the Board appears to be attempting to do in its July 10th 2015 decision in this proceeding when it found certain arguments raised by Mr. Riffin were beyond the scope of the current proceeding. However, if there is only one agreement, which appears to be the case, then such an argument fails without discussion about the agreement governing the operations.

Since such discussion would require the Board to interpret the agreement which flowed directly out of the orders of the Special Court and / or the supplemental orders of the USRA, the Board lacks the jurisdiction to conduct such a review. There is no doubt that the agreement expressly invokes the FSP. Such language appears in the Section A of the opening Recitals.

To further demonstrate the advanced level of controversy For example, Exhibit A of the 1979 agreement identifies a number of USRA line segments and the Conveying Carrier. The Exhibit then goes on to state:

Note: Segments 0501, 0502A, 0205 and 0201 are for the purpose of handling intermodal traffic including the **right to LV's Oak Island intermodal facility** and the use of LV's Oak Island Yard. The links are connective permitting use between Bethlehem Interlocking and Oak Island via either the LV or CNJ routes. (Emphasis added)

Mr. Lawrance's 2003 Verified Statement implies the D&H may possess a "leasehold" interest in the Oak Island Rail Yard. However, the actual language in the operating agreement seems to impart a "**right to**" the former LV intermodal facility and joint use of the remainder of the yard. The Final System Plan does not speak to precisely what was conveyed, or why. In order for a party to be able to challenge the D&H's representations with regards to the rights the

D&H is asking for this agency's permission to discontinue, the D&H must identify and communicate concisely what it is exactly intending on giving up. To date, the D&H's representation is at best incomplete, and at worse, is patently misleading.

Limitations of Jurisdiction

As the Board can see, this highly controversial proceeding is raising substantial issues which require the development of a more complete record. In addition, the transaction may require findings of fact which are beyond the jurisdiction of this Board to determine.

As stated above, there is controversy over precisely what type of operating rights are at issue in this proceeding. There are controversies over how extensive and permanent the D&H's right in and to the former LV Oak Island Intermodal facility are. A large number of these questions begin to step into the exclusive jurisdiction of the USRA and the Special Court. Since CNJ is challenging D&H's representations of what it claims it received from the Final System Plan and there are obvious discrepancies between the actual language in the Final System Plan and what apparently was actually conveyed, the only party which can resolve those discrepancies regarding conveyances of the Final System Plan appears to be the Special Court.

In *Consolidated Rail Corporation V. Surface Transportation Board* 571 F.3d 13 (D.C. Cir. 2009) ("Conrail v. STB"), the Court of Appeals for the DC Circuit addressed the issue of whether the Board has the jurisdiction to interpret orders or conveyances of the Final System Plan. Like in *Conrail v. STB*, this Board now finds itself once again being required to interpret what the language of an agreement derived from the Final System Plan actually means, and what the nature of the "rights" which may flow from said agreement actually are.

The questions that have now been raised before this Board include:

- Does the D&H have trackage rights, “overhead track rights”, or some other type of rights?
- What do the words “joint lines” and “operating rights” in the 1979 Agreement actually mean?
- How many agreements exist between Conrail and the D&H?
- What “rights” precisely did the Final System Plan intend to convey to the D&H?
- What rights actually got conveyed to the D&H?
- What is the precise nature of those rights?
- Does the D&H have a permanent “right” to the former LV Oak Island Intermodal Facility?
- Was D&H traffic limited to certain types of traffic?
- How many stations does the D&H have access to?
- Are the D&H’s rights to serve those stations local or overhead in nature?
- How might any of D&H’s rights be affected by unilateral actions taken by Conrail?
- Does the agreement set forth any provision for future changes to the agreement?

It should also be noted that it remains unknown at this time as to whether or not the agreement provided any provision that permitted the agreement to be severable, assignable, bifurcated, etc.

More importantly:

- Does the agreement expressly set forth, or otherwise provide any direction with respect to the appropriate venue in which disputes must be adjudicated?

Given the large number of discrepancies between what the D&H is currently claiming are “overhead trackage rights”, the plain language of the D&H / Conrail agreement, and the plain language found in the Final System Plan, there is now a clear controversy which requires the Board to make a finding of fact to resolve the discrepancies. However, the Board lacks the

As such, CNJ would respectfully argue that the level of controversy which exists in this proceeding has now reached such a crescendo that this transaction is no longer eligible for the use of the Board's expedited Notice procedures. It is now too controversial and requires findings of fact that the Board simply does not have the jurisdiction to make.

II. NOTICE FAILS TO COMPLY WITH THE BOARD'S REGULATIONS

Despite being given the unprecedented opportunity to correct all the defects in its Notice, the D&H unfathomably still failed to fully supplement its Notice in a proper manner so as to fully comply with the Board's regulations. As set forth below, this paradox can now only be cured by the D&H through additional supplement.

The CNJ parties respectfully argue that the D&H's failure to comply with the Board's explicit directive to provide all the required information, and thus cure all the defects in its Notice, should result in the automatic revocation of the Notice of Exemption. The D&H was given the opportunity to fix the problem. To have not done so is inexcusable.

So as to not burden the Board with repetitive argument, CNJ agrees with, and joins with Mr. Riffin regarding some of the deficiencies he has argued in his second Petition to Revoke. Notwithstanding Mr. Riffin's new arguments, the CNJ Parties respectfully argue that there is a much more perplexing problem with the D&H's corrected notice.

The D&H's amended notice either:

- Fails to comply with 49 C.F.R. §1152.50(d)(2) and 49 C.F.R. §1152.22(4)
- or
- Renders the required information provided in the Notice pursuant to 49 C.F.R. § 1152.222(a)(3) false and misleading.

How and why the D&H created this conundrum for the Board is most baffling to the CNJ Parties.

49 C.F.R. §1152.22(4) states:

(4) Detailed map of the subject line on a sheet not larger than 8 × 10 1/2 inches, drawn to scale, and with the scale shown thereon. The map must show, in clear relief, the exact location of the rail line to be abandoned or over which service is to be discontinued and its relation to other rail lines in the area, highways, water routes, and population centers.

As simply a practical matter, CNJ poses this simple question to the Board; *Shouldn't the applicant's maps which it provides pursuant to the above regulation generally reproduce exactly what they describe in the requested relief they are seeking?*

In Exhibit B of its application, D&H provides a description of the lines wherein the D&H purports to have rights that it is expressly seeking permission to discontinue its alleged service over. Exhibit B clearly describes a number of routes. In particular, the D&H clearly states that there are two routes it is expressly seeking permission to discontinue service over that appear to roughly parallel to each other.

If the information contained within Exhibit B is truly accurate, then it appears that the D&H is seeking to discontinue its rights **over both** the former Lehigh Valley lines, as well as the former CNJ lines, between Newark NJ and Lehigh, PA. However, neither the New Jersey map, nor the Pennsylvania map, accurately depicts what the D&H is describing in Exhibit B.

Continuing errors in the New Jersey map

In its first New Jersey map, the D&H attempted to produce a map which it claimed at that time it thought accurately depicted the routes it sought to discontinue service over. It did make an attempt to depict both routes. When the issue of the D&H's failure to list all of the Zip Codes

came to the forefront, the D&H claimed in a subsequent pleading it was unfamiliar with the lines over which it operated.

In response to the Director's unprecedented decree that permitted the D&H to correct the deficiencies in its Notice by supplementing its original notice, the D&H produced a second map. In the amended map, it produced a map which included a little more of the CNJ route on the map. However, the lines depicted on the corrected map appear to connect a fair distance east from the NJ / PA border.

It should be noted that the descriptions of the lines in Exhibit B appear to mimic the language found in the partial copy of the agreement between Conrail and the D&H which was submitted into the record. That agreement flows out of the FSP. Notwithstanding the Board's lack of jurisdiction to interpret the agreement, it is important to note the FSP **clearly** showed the connection between the former CNJ and LV lines to be just across the Delaware River in Easton, PA, not in western NJ so far east of the state line.

If the D&H is so unfamiliar with the lines over which it was granted rights to operate service over, then it might want to look at the maps provided in the FSP in order to figure out how to properly depict its two individual routes across the State of New Jersey. By choosing to expressly state the routes it was seeking to discontinue service **in a manner that precisely mimics the route descriptions found in the 1979 Agreement**, then the map the D&H is required to produce should depict the lines as they were configured in 1979 when the agreement was executed.

Alternatively, if the D&H preferred to depict the lines in their maps as the D&H believes them to be today, the descriptions of the lines should be altered to reflect how the lines appear

today. Obviously, if significant changes have been made over the years, it goes without saying that using an older description with a newer updated map, and vice versa, will undoubtedly produce conflicts, and confusion will emerge.

In the absence of a full explanation that resolves the discrepancy, the required map would otherwise contradict the express language found in the desired relief. The requested relief clearly describes two parallel but distinct routes across New Jersey; the NJ map fails to provide an accurate depiction of the routes described. Since the map fails to clearly depict what the D&H describes in its requested relief, then either the Map does not comply with the regulation, or the information contained within the requested relief is false and misleading.

While the D&H made an ill-fated attempt to comply in the NJ map, the Pennsylvania map contains far more egregious omissions.

Pennsylvania maps do not comply with the regulation

Like with its New Jersey map, the D&H's Pennsylvania map does not comply with the express language in the regulation. In Exhibit B of D&H's Notice, the D&H expressly describes two routes between Lehighton, PA and Freemansburg, PA. It is important to note that the routes described in Exhibit B appear to mirror the identical language found in the Conrail / D&H Agreement. Once again, if the D&H is going to use the language in the Conrail / D&H agreements to describe its routes, the corresponding maps should depict precisely that which is described in the agreement.

However, unlike in New Jersey where the D&H at least made an attempt to show the two parallel routes, there is no map which accurately depicts the parallel routes between

Freemansburg, PA and Lehigh, PA. The Board's regulation in this matter is clear and unambiguous:

“.... The map must show, in clear relief, the exact location of the rail line to be abandoned or over which service is to be discontinued and its relation to other rail lines”

Nowhere in the D&H's Notice, nor anywhere in the entire record compiled to date for this proceeding, is there a map which accurately depicts the two routes described in Exhibit B that remotely complies with the regulation. The D&H didn't even bother to produce one.

As the Board can see, D&H had no problem complying with the requirement in the area of Philadelphia, PA, or in New Jersey. In regards to Philadelphia, the D&H provided a separate, clear map which at least appears to attempt to adequately depict the various lines over which it is seeking to discontinue its alleged rights over. In New Jersey, the D&H at least attempted to comply with the regulation, albeit unsuccessfully. But in eastern PA, the D&H has clearly thumbed its nose at the Board's regulations.

None of the maps actually comply with the regulations

CNJ also is raising the issue that none of the maps actually meet the criteria set forth in the regulation. The regulation clearly directs parties to submit maps which are **“drawn to scale, and with the scale shown thereon.”** None of the maps submitted in this proceeding appear to be drawn to scale, nor does a single map depict a “scale thereon”. As such, not a single map complies with the Board's regulation.

Since the Board explicitly gave the D&H the ability to cure all of its defects, and the D&H failed to do so, the CNJ Parties is putting everyone on notice to expect these points to be

vigorously raised before the Court in the event judicial of any decision in this proceeding is sought.

III. IMPACT OF CONRAIL SALES and ABANDONMENT PROCEEDINGS

As the Board has been made aware, Conrail has previously sought and received abandonment authority and / or discontinuance authority over at least four segments of Joint Lines described in the D&H proceeding. In addition, two additional segments were sold to other entities (RJ Corman Allentown Lines and New Jersey Transit Rail Operations). While the sale of the line to RJ Corman was voluntary, the sale of the former CNJ line to NJ Transit was not.

It should be noted that many of these sales and abandonments were done pursuant to statutes and regulations set forth in the Northeast Rail Services Act of 1981 (“NERSA”). While the ICC had no discretion in certain matters pertaining to Conrail, certain authorities Conrail was entitled to receive were “permissive” authorities, some were compulsory, and others were a combination of the two.

In order to be able to adjudicate this proceeding, the Board is going to have to look at each one of the previous transactions, determine if it’s an issue the Board has jurisdiction to rule upon, and then do a case by case analysis to determine how those underlying transactions impact this proceeding. Nowhere in the Board’s Class exemption regulations, nor in the Board’s extensive case law on the subject, is the use of the Class Exemption permitted in such complicated, multi-faceted proceeding.

For example, the question of whether or not the D&H is the last carrier on a line is significant. In order to properly promulgate its regulations, the Board needs to be able to determine if the requested relief is truly a discontinuance, or is it an abandonment proceeding. It

impacts everything from the historic and environmental reviews, to potential Offers of Financial Assistance. The Class Exemption procedures do not provide any appropriate mechanism for adjudicating such a complicate proceeding. On this basis alone, the Board should reject the notice as too controversial.

While the Board might feel compelled to take action *sua sponte* in this matter, the CNJ parties would caution the Board to carefully review all the proceeding, and all the pleadings contained therein. For example, in Conrail's abandonment application in Docket # AB 167 (Sub No.# 623N), Conrail clearly acknowledge D&H's rights and made clear that their action "will not affect such rights unless and until the Commission approves their discontinuance".

What the Board might not catch is the fine print in the Commission's decision in the AB 167 (Sub No. 623N) proceeding. Although it was not a requirement at the time, Conrail was explicitly directed to file a Notice of Consummation in that proceeding if it exercised its abandonment authority it received. However, not all of the Commission's decisions required Conrail to take such action. If the Consummation Notice was filed, then it makes the Board's job easier to determine the impacts of the abandonment proceedings.

Alternatively, if the commission failed to direct Conrail to take such action, then it requires the Board to conduct an inquiry into whether or not Conrail exercised its permissive authority. The CNJ parties would simply caution the Board of the possibility for unintended consequences if certain actions are taken *sua sponte*.

CNJ has extensively reviewed all the proceedings and collected most of the pleadings filed in many of the proceedings. We can easily foresee a number of horrible downsides, serious consequences, and adverse impacts upon longstanding agency precedent if the Board does not

take thoughtful care in carefully reviewing each of the previous proceedings on a case by case basis. The very natures of certain transactions contemplated under NERSA are considerably different than those of today. The CNJ Parties can easily see the Board attempting to apply current case law upon certain transactions while forgetting or ignoring the statutory scheme that was in place at the time. We respectfully caution the Board to be very mindful of the statutes and regulations of the time and refrain from taking action *sua sponte*. It will be very easy for the Board to inflict serious damage upon itself with a hastily reached decision.

D&H is barred by the Doctrine of Judicial Estoppel from arguing certain points

The D&H is barred by judicial estoppel from making certain statements in this proceeding. As such, statements contained within the D&H's notice are at best, misleading, and at worse, patently false. The amended D&H Notice contains the following disclaimer:

“While D&H does not appear currently to have trackage rights over those line segments previously abandoned by Conrail, D&H includes them here out of abundance of caution and in order to ensure that there is a clear record with respect to the status of such rights.”

This is a misleading statement for a number of reasons. First, as Conrail acknowledged in AB 167 (Sub No.# 623N), the former Lehigh Valley right of way was encumbered with D&H's rights and that their action would “not affect such rights unless and until the Commission approves their discontinuance”. In short, Conrail long ago publically acknowledge the D&H's rights and their inability to take actions that would impair them. The D&H prevailed in its legal proceeding.

Secondly, a review of the D&H's own bankruptcy reorganization and the current D&H's own acquisition authority received from the ICC clearly demonstrate that all the D&H agreements were assigned to the reorganized D&H in the Bankruptcy proceeding. Nothing in

those records indicate that the D&H got anything less than the entirety of the 1979 agreement when it was assigned by order of the bankruptcy court. Notwithstanding the Board's lack of jurisdiction to interpret conveyance orders of a bankruptcy court, it should be noted that the Commission appeared to give approval of the transfer of the rights that the D&H is now claiming to indicate it doesn't appear to have.

Compounding the issue even more is that the D&H has included the very rights it now trying to disclaim in its Exhibit B in its Notice. In short, either the D&H has the rights as set forth in Exhibit B, or it doesn't. If it wants to contradict itself, fine, but the contradictory statement makes one of the statements false. Notices that contain false statements are *void ab initio*. The Board should summarily reject the notice.

IV. NOTICE CONTAINS FALSE STATEMENTS

The D&H's Notice contains a number of false statements. The CNJ parties would like to highlight two in particular which are pretty egregious. The first false statement that the CNJ parties are stunned and baffled over was the D&H's opening statement in which it proclaimed it was seeking to discontinue its rights over a number of northeastern railroads.

Included prominently in its list is an entry for the Pocono Northeast Railway Company. The name appears in not one, but both of the Notices published in the Federal Register publications. What made such a bold proclamation so stunning to the CNJ parties was that the Pocono Northeastern Railway Company ceased to exist as a corporate entity back in the early 1990's when it filed for Bankruptcy protection from its creditors.

Subsequently all the assets of the entity were liquidated and those assets had long since been transferred to other parties. See: *Luzerne and Susquehanna Railway Company – Lease and*

Operation Exemption – Certain Lines of Luzerne Country Rail Corporation, F&L Realty, Inc., and Pocono Northeast Railway, Inc., Finance Docket No. 32563 (ICC served Sept. 23, 1994). So, apparently, the D&H felt compelled to provide the world with notice that it operates its trains over a clearly asset-less, long defunct, previously bankrupt railroad which hasn't existed for over 20 years. The Board published the D&H's Notice containing this false statement not once, but twice with this egregious error shining brightly for all the world to see in the Federal Register.

Thankfully both this Board, and then any court reviewing this proceeding, will be able to take judicial notice of the Pocono Northeastern's bankruptcy proceeding, take notice of parties of record in that proceeding, such as the D&H itself, and then take judicial notice of all the ICC and Board decisions regarding the rail line and then conduct an analysis of whether the inclusion of that Pocono Northeastern was a significant error and a clearly false statement.

There are errors, and then there are errors. The D&H appears to have been clearly aware of the Pocono Northeastern's troubles. How that error did not get caught, especially since it was right at the beginning of the document defies all logic. The Board gave the D&H the ability to correct its notice. How a glaring error at the beginning of the Notice did not get caught; we just can't understand it. Nevertheless, it is a false statement. Notices which contain false statements are *void ab initio*.

While the above error is glaring, other errors of omission exist as well. Despite a developing record, the D&H has still failed to include references to New Jersey Transit and RJ Corman Allentown Lines in its notice. The FSP and NERSA both talk about Conrail transfers to commuter agencies. From the record developed to date, there is considerable discussion regarding the former CNJ line across New Jersey. Despite it being mentioned throughout a

number of pleadings, D&H felt compelled to omit that it was seeking to discontinue its rights over tracks belonging to NJ Transit. The same too applies to RJ Corman's former Lehigh Valley line. For the D&H, telling the world you have rights along a long defunct entity is more important than telling the world you have rights over the tracks of two active carriers today. The same issue applies to whomever the D&H should have included in lieu of the Pocono Northeastern Railway.

CNJ is deeply troubled by certain other representations made in this proceeding. The D&H notice contains the following statement, found in Exhibit B of the Notice:

“Between Milepost 1.7± in Oak Island, NJ and Milepost 72.1± in Phillipsburg, NJ over former Central Railroad of New Jersey lines, a distance of approximately 67.0 miles. The line west of Glen Gardner, NJ was removed following construction of the I-78 extension near Alpha, NJ.” (emphasis added)

The D&H appears to be making the bald assertion that somehow the former CNJ route west of Glen Gardner mythically just “vanished” into thin air. Such is not the case. While Conrail did seek to abandon⁵ in part, and discontinue⁶ in part, **Conrail's own** operations over a two segments of the former CNJ lines, the line had previously been sold in January of 1983 to New Jersey Transit Rail Corporation (“NJTR”), a quasi-governmental corporation chartered by the State of New Jersey to acquire and operate a number of former Conrail lines.

Pursuant to the Northeast Rail Services Act of 1981 (“NERSA”), Conrail was required, **by statute**, to convey its commuter operations, and related facilities (including related rail lines), to any State or political sub-division of said State, in order that said State could assume the

⁵ See *Consolidated Rail Corporation – Abandonment – Hunterdon County, NJ* Docket # AB 167 (Sub No.# 864N) ICC served July 19th, 1984.

⁶ See *Consolidated Rail Corporation – Discontinuance – In Warren County, NJ* Docket# AB 167 (Sub No.# 931N) ICC served May 1st, 1986.

responsibilities for commuter rail operations previously operated by Conrail. Conrail retained its right to provide freight services over said lines. The lines appeared to have been conveyed to NJT with all other encumbrances (such as D&H's operating rights) intact.

Of interesting note, CNJ, while in researching the former Conrail Abandonment records found in the Board's extensive Library in Washington DC, discovered the Board's records also contained a fair number of the pleadings made in the various Conrail matters as well. In order to demonstrate the limitations of what Conrail was seeking to dispose of, the primary application⁷ found in *Consolidated Rail Corporation – Discontinuance – In Warren County, NJ* Docket # AB 167 (Sub No.# 931N) ICC served May 1st, 1986, revealed Conrail expressly stating its requested authority was limited to its operations only.

It is long standing legal doctrine that a carrier cannot be relieved of its authority without approval of the STB, including operations governed by trackage rights or other operating agreements. Indeed, the Supreme Court directly addressed the issue of trackage rights discontinuances in *Thompson et al. v. Texas Mexican Ry. Co.* 328 U.S. 134 (66 S.Ct. 937, 90 L.Ed. 1132) (“*Tex-Mex case*”).

Conrail's unilateral and limited action could not have severed or otherwise terminated D&H's rights to use the former CNJ, now NJT-owned line. More importantly, Conrail's abandonment application clearly stated the abandonment relief it was seeking was solely for its own operations.

For those segments of the former CNJ, now NJT line in which Conrail abandoned its rights, it would appear that the D&H could very well be the last party remaining with a common

⁷ A courtesy copy of that application is provided hereto attached as Exhibit

carrier obligation over the line. Transactions such as the sale of the line of railroad to NJT were handled under the statutory scheme set forth in *NERSA*. As such, it is unclear if the transfer of lines made pursuant to the Act required separate commission approval. The plain language in *NERSA* appears to possibly supersede the acquisition requirements now codified in 49 U.S.C. 10901. In addition, the D&H might have had some rights under *NERSA* to acquire Conrail's interest in the event Conrail sought to abandon a line.

Nevertheless, the D&H's statement that the line "west of Glen Gardner was removed" does not ring true. As a practical matter, careful examination of just the former ICC records reveal that some portion of the former CNJ mainline must remain by virtue that Conrail itself never sought to abandon the entirety of the line. The mileposts denoted in AB 167 (Sub No. 931N) clearly indicate Conrail was seeking discontinuance authority only for a segment extending from Milepost 66.53 to Milepost 72.23, a total distance of 5.7 miles. The mileposts denoted in AB 167 (Sub No. 864N) clearly indicate Conrail was seeking abandonment authority for a segment extending from Milepost 52.24 to Milepost 60.1, a total distance of 7.86 miles.

It should be noted that there clearly appears to be a segment from Milepost 60.1 to Milepost 66.53 that no Conrail abandonment authority was ever sought. Curiously, maps and line descriptions found in *CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases / Agreements -- Conrail Inc. and Consolidated Rail Corporation* Docket# FD 33388 ("Conrail-split") seem to make reference to a "Central Secondary Track" (now called NS's Central Industrial Track), which not surprisingly, appears to have mileposts which closely match the same line segment Conrail never sought abandonment authority for.

The NS Central Industrial Track is, in fact, the segment which Conrail never sought to abandon. Still owned by NJT, this segment remains today as an active part of NS's rail system.

In short, a simple research of the Board's records would have clearly revealed that at least a portion of the line west of Glen Gardner still very much exists, and was clearly not removed. As a party to the *Conrail-split* transaction, CNJ finds it very surprising the D&H didn't have access to all that material in their own files.

While not readily discernable from the various decisions cited herein, NJT never removed, and still maintains, the segment of the line from Milepost 52.24 to Milepost 60.1. In addition, NJT continues to own the entire former CNJ corridor from Milepost 15.0 to Milepost 72.5.

No amount of protesting by the D&H will alter the fact that the former CNJ route is still largely intact west of Glen Gardner. The D&H's statement is purely FALSE. Further undermining D&H's credibility, recent photographic evidence has come to light which casts serious doubt upon the D&H claim that it doesn't operate over the former CNJ / now NJT owned right-of-way west of Bound Brook, NJ.

In Exhibit C-1 hereto attached, CNJ respectfully submits a series of four photographs. The first two photos were taken in 1973 and 1983 respectively. The first photo captured an image of a CNJ commuter train preparing to depart from Phillipsburg's "Union Station" in 1973. The large black truss bridge over the train is the "Main Street Bridge". Immediately adjacent to the bridge and behind the train is another structure. "PU Tower" was a building which housed the CNJ's tower operator and signal control equipment necessary to control trains movements along the CNJ right-of-way in the area of Phillipsburg, NJ and Easton, PA.

The second photo, taken 10 years later in 1983, depicts brand new NJ Transit commuter equipment in front of the Union Station building. Once again the Main Street Bridge and “PU” Tower can also be observed in that photograph as well.

In order to provide appropriate context and demonstrate the relevance of these photos, CNJ has attached hereto as Exhibit , a copy of a document prepared by NJ Department of Environment Protection. This document presents all the various buildings and facilities currently located in Warren County NJ which are on either, the *National Register of Historic Places*, or the *NJ Register of Historic Places*.

Beginning on Page 6 of the document, and continuing through page 8, the document lists all the relevant properties and buildings located within the Town of Phillipsburg, NJ. Of critical importance are the following items:

Central Railroad of New Jersey Main Corridor Historic District	(ID# 3500)
Main Street Bridge	(ID# 276)
Union Station	(ID# 4228)

The NJDEP document provides some additional information relevant to the photographs. The document indicates that the Main Street Bridge is located at NJ Transit Raritan Valley Line, Milepost 72.15. This provides evidence of where the bridge sits relative to the line. The Union Station entry indicates that the Union Station building is located at 178 South Main Street. This provides additional context for the photos since it provides a recognizable street address for the building. The building’s street address, the obvious proximity to the railroad line, the fact the “Main Street Bridge” and Union Station appear immediately adjacent to one another in all the photos, establishes the location of the photos at a location which can be easily verified by the Board through publically available records.

In addition, Mr. Riffin previously supplied to the Board a number of older CNJ track charts which identify the layout and configuration of the former CNJ mainline just prior to their inclusion into Conrail. The “Main Street Bridge”, the “Union Station” building, and “PU Tower” are all depicted on the track charts. All are shown on that map as just immediate west of Milepost 72. The former CNJ track charts appear to confirm what appears in the NJDEP document.

As noted in the NJDEP entry for the Central Railroad of New Jersey Main Corridor Historic District, the district includes the “Railroad Right-of-way from Phillipsburg to Bayonne, including all associated features”. It appears to CNJ Rail that “PU Tower” is also likely included on the register as well. All of this lead back into our discussion of the photos in Exhibit C-1. The two older photos establish location and provide visual context for the two following photographs.

Private photographers, with no stake apparent stake in the outcome of this proceeding, captured images of two D&H trains in 2010 and 2011 as they made their way to the D&H facilities in Newark, NJ. The images of the D&H trains are presented as evidence which directly challenges the D&H’s assertion that D&H trains have not operated on the former CNJ / NJT owned right-of-way for almost 30 years.

The 2010 photograph captured an image of D&H’s parent company’s newest locomotives. The locomotives are clearly modern GE locomotives built within the last decade. Clearly visible behind the locomotives are the historic “Main Street Bridge”, “PU Tower”, and behind the bridge, the historic “Union Station” building. The 2011 photo, like the 1973 and

1983 photos, show a D&H train passing underneath the “Main Street Bridge”, with both the other landmarks clearly visible as well.

In Exhibits C-2 and C-3, additional photos are provided to provide further evidence of D&H operations over the western portion of the NJ transit Raritan Valley Line.

Clearly, these images captured D&H trains operating recently operating over sections of the former CNJ / NJT owned right-of-way. Phillipsburg, NJ is located in the western part of State of New Jersey. Bound Brook, NJ is located roughly in the middle of state. In short, it appears the D&H has been operating on a portion of the former CNJ / NJT owned line “west of Bound Brook” right up to the cessation of service to Newark in 2012.

It defies logic and common sense for the Board to permit this proceeding to go forward given the egregious, outrageous, and sometimes humorously ridiculous misrepresentations the D&H has made regarding its rights and operations over the various lines. If the D&H truly does not know over which lines its trains are operating over, it simply cannot certify that ANY of its representations are true. Only a formal application proceeding should be used in order to develop an appropriate record.

V. ARGUMENTS

As set forth herein above, the CNJ Rail parties respectfully put forth our reasons as to why the Board should reopen / revoke the exemption in this proceeding. As discussed above, the matter is too controversial for the use of the expedited class exemption process.

As outlined above, the D&H has misrepresented the very nature of its rights it is seeking to alter in this proceeding. It is unclear if the D&H's rights are typical trackage rights, or rights of a different nature. As such, the use of the Class exemption procedures is inappropriate.

Further complicating the Board's ability to resolve certain controversies critical to adjudicating this matter is that questions have now been raised that are beyond the jurisdiction of the Board. The Notice also failed to disclose and adequately address other related proceedings.

As set forth above, the Notice failed to comply with the Board's regulations. As outlined above, the Notice continues to contain false and misleading statements and, as such, is void *ab initio*.

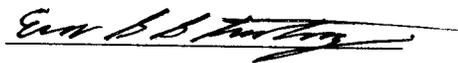
Wherefore, the CNJ parties, for the reasons contained herein, respectfully request that the Board:

Revoke the Notice of Exemption in this proceeding,

And provide any such relief which is just and appropriate to facilitate the above requested relief.

On behalf of the CNJ Parties,

Respectfully submitted,

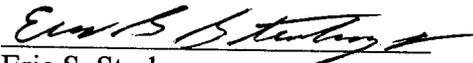


Eric S. Strohmeyer
Vice President, COO

Dated: July 22nd, 2015

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of July, 2015, a copy of the CNJ Parties' Petition to Re-open, Revoke Exemption , was served on all the Parties of Record noted below, via E-mail and / or First Class Mail.


Eric S. Strohmeyer

Via E-mail:

Brotherhood of MOW Employees:	Richard Edelman:	REdelman@odsalaw.com
Brotherhood of Locomotive Engineers & Trainmen:	Kevin Moore:	bletdiv191@hotmail.com
CNJ:	Thomas McFarland:	mcfarland@aol.com
D&H Railways:	Karl Hansen:	karl.hansen@stinsonleonard.com
D&H Railways:	David Rifkind:	david.rifkind@stinsonleonard.com
IAM District Lodge 19:	Jeffrey A. Bartos Kyle A. DeCant	Jbartos@geclaw.com Kdecant@geclaw.com
Genesee & Wyoming, Inc.:	Eric Hocky: Allison M. Fergus:	ehocky@clarkhill.com afergus@gwrr.com
Maryland DOT:	Charles Spitulnik:	cspitulnik@kaplankirsch.com
NY DOT:	Keith Martin:	keith.martin@dot.ny.gov
National Grain & Feed Assoc:	Randall C. Gordon:	ngfa@ngfa.org
National Grain & Feed Assoc:	Thomas Wilcox:	twilcox@gkglaw.com
Norfolk Southern:	Williams Mullins:	wmullins@bakerandmiller.com

PPL Energy:	Kelvin Dowd:	kjd@sloverandloftus.com
PA NE Regional RR Auth:	Lawrence Malski:	lmalski@pnrra.org
Saratoga & N. Creek Ry:	John D. Heffner:	John.Heffner@strasburger.com
Seda-Cog Railroads:	Jeffery K. Stover:	jra@seda-cog.org
U.S. Clay Producers Assoc:	Vincent P. Szeligo:	vszeligo@wsmoslaw.com
James Riffin:	Pro Se:	jimriffin@yahoo.com

First Class mail:

Gordon P. MacDougall, 1025 Connecticut Ave. N.W., Washington, DC 20036.

EXHIBIT # 1

Courtesy Copy

Verified Statement

Steven Lawrance

Previously filed with Board In

Hi-Tech Trans

Petition for Declaratory Order

FD# 34192

**VERIFIED STATEMENT
OF
STEVEN LAWRENCE**

I am Director Sales, Eastern North America for Canadian Pacific Railway, (CPR). As such, I am involved in exploring business opportunities for CPR in the eastern provinces of Canada and perform the same function in the eastern United States for the Delaware and Hudson Railway Company, Inc., (D&H), a wholly-owned subsidiary of CPR. I am familiar with the operations of Hi Tech Trans, LLC (Hi Tech) and have personal knowledge of the facts stated herein.

The D&H is a Class 2 rail carrier that operates in the northeastern United States, including the State of New Jersey. At many of the rail yards that are used by D&H in providing its transportation services, there are transloading facilities that are used to transload bulk commodities onto rail cars after delivery to the yard by truck. Generally, D&H does not itself operate and maintain those transloading facilities even though they are located in D&H's yards. Instead, it has been and continues to be D&H's practice to enter into license and operating agreements with other companies to operate and maintain the transloading facilities. These companies that D&H uses, and the transloading service that they provide, are an important and integral part of D&H's rail transportation service since they allow D&H to provide rail service to shippers with no direct rail access.

The Oak Island rail yard is a large classification yard located in Newark, New Jersey. The yard is owned by Consolidated Rail Corporation ("Conrail"). Conrail leases to the D&H a portion of the yard, which D&H is able to reach via trackage rights that it obtained at the time of the

creation of Conrail. Under the terms of the lease, the yard is used by D&H for providing various types of intermodal service.

At the Oak Island yard, D&H has trailer-on-flat car and container on flat car facilities that are used in loading and unloading trailers and containers from rail cars brought to the yard by D&H. In addition, there are transloading facilities at the yard that are used to transload a variety of different commodities onto rail cars after the commodities are delivered to the yard by truck. The commodities that are transloaded at the Oak Island yard for D&H include plastics, aggregates and other materials. The facilities that are used at the yard for loading and unloading trailers and containers, and the facilities that are used for transloading bulk commodities, are operated by other companies. This is consistent with D&H's practice at most of the yards that it operates, *i.e.*, the transloading facilities are operated for D&H by third parties.

The commodities that are transloaded at the Oak Island yard include construction and demolition debris ("CDD"). The CDD is transloaded at the yard by Hi Tech Trans, LLC ("Hi Tech") pursuant to a license agreement that was entered into by D&H with Hi Tech on November 6, 2000. Under the terms of that license agreement, Hi Tech agreed to develop and operate a transloading facility at the yard for the purpose of transloading CDD delivered by truck to the yard. D&H also entered into a transportation contract with Hi Tech pursuant to which D&H transports CDD transloaded by Hi Tech at the yard either to disposal facilities or to interchange points with other carriers for transportation to disposal facilities. All of the disposal facilities to which the CDD is transported are located outside of New Jersey.

The transloading facility built and operated by Hi Tech was put into service in September 2001. Since that time, the number of carloads of CDD transloaded by Hi Tech and transported by D&H has increased substantially, from 1-2 carloads per day in 2001 to 7-8 carloads per day

today. Hi Tech has become a significant customer generally for D&H and is the largest shipper served by D&H at the Oak Island yard.

I am aware that the New Jersey Department of Environmental Protection ("DEP") has issued a cease and desist that by its terms will require Hi Tech to terminate its operation of the transloading facility at the Oak Island yard. If Hi Tech is forced to shut down its transloading operation at the yard, there will be a significant adverse effect on D&H. D&H will lose significant revenue that is generated by the transportation service that it provides to Hi Tech, without an offsetting reduction in the cost that D&H incurs in connection with its operations at the Oak Island yard.

If Hi Tech is forced to shut down its operation as a result of the cease and desist order, the transloading operation may be lost for good. D&H will not likely operate the facility itself, and D&H is unaware of any other company that can provide this transloading service.

VERIFICATION

Steven Lawrance, under penalty of perjury, declares and verifies that he is Director Sales, Eastern North America for Canadian Pacific Railway, that he has read the foregoing statement and knows the facts asserted therein, and that the same are true as stated.



Steven Lawrance

Dated: June 16, 2003

100 1234

.....

.....

.....

.....

.....

EXHIBIT # 2

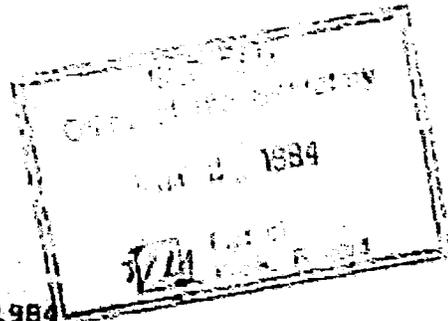
Courtesy Copies

Cover Letter and Decision in

CONRAIL – ABANDONMENT – LEHIGH COUNTY, PA

AB 167 (Sub No.# 623N)

CONRAIL



April 6, 1984

Mr. James H. Bayne
Acting Secretary
Interstate Commerce Commission
Room 1312
12th and Constitution Avenues, NW
Washington, DC 20423

Re: Application Under Section 308(c) of the Regional Rail Reorganization Act of 1973, as enacted by Section 1156 of the Northeast Rail Service Act of 1981, for abandonment of the Lehigh Secondary Tracks and the Ironton Industrial Cluster in Lehigh County, Pennsylvania
Docket No. AB 167 (Sub No. 623N)

Dear Mr. Bayne:

Enclosed for filing with the Commission are the original and six copies of the above described application. This application is submitted under Section 308(c) of the Regional Rail Reorganization Act of 1973, as enacted by Section 1156 of the Northeast Rail Service Act of 1981. Notice of Insufficient Revenue was filed October 18, 1983.

The Lehigh line, which is one of the subjects of this application, is subject to D&H trackage rights. This application will not affect such rights unless and until the Commission approves their discontinuance.

Copies of the application have been served on the shippers and other persons designated on the attachment to this letter.

Please stamp and return the enclosed extra copy of this letter to acknowledge receipt.

Very truly yours,


Charles E. Mechen
Senior General Attorney
1138 Six Penn Center Plaza
Philadelphia, PA 19103
(215) 977-5017

FILED

INTERSTATE
COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION
 CERTIFICATE AND DECISION

SERVICE DATE
 JUL 18 1984

Docket No. AB-167 (Sub-No. 62)B

CONRAIL ABANDONMENT IN LEHIGH COUNTY, PA

Decided: July 13, 1984

On April 9, 1984, Consolidated Rail Corporation (Conrail) files an application pursuant to section 108 of the National Rail Reorganization Act of 1973^{1/} to abandon a total of 10.1 miles of track. The Abandonment consists of three segments: (a) The Lehighton Secondary Track^{2/} in Catasauqua from 200 feet west of the West Side of the Main Street Bridge, U.G. #96.59 (approximately Milepost 96.6) to the point of prior abandonment (approximately Milepost 98.0); (b) The Ironton Industrial Track (formerly Main Line of Ironton R.R. Road) from Ironton (approximately Milepost 1.0 to Coplay, the end of the line (approximately Milepost 5.3); and (c) The Ironton Industrial Track from the point of intersection with the former Main Line of the Ironton Railroad (approximately Milepost 0.0) in Egypt to Catasauqua, the end of the line (approximately Milepost 8.2), in Lehigh County, PA.

Under section 108(e) the Commission must grant any application for abandonment filed by Conrail within 90 days after the date such application is filed unless an offer of financial assistance is made pursuant to section 108(d) during that 90-day period.

The time for the filing of offers of financial assistance has expired without a bona fide offer. In the absence of such an offer, an appropriate certificate and decision should be entered.

It is certified: Conrail is authorized to abandon the line described above.

It is ordered:

- (1) This certificate and decision is effective upon service.
- (2) If the authority granted by this certificate and decision is exercised, Conrail shall advise this Commission in writing, immediately after abandonment of the line of railroad, of the date on which the abandonment actually took place.

By the Commission, the Review Board, Members Carleton, Williams and Dowell.

(SEAL)

James H. Payne
 James H. Payne
 Secretary

^{1/} This section was added by the Northeast Rail Service Act of 1981. Pub. L. 97-35.

^{2/} The Abandonment includes approximately 3,200 feet of additional Right-of-Way extending westwardly from the Lehighton Secondary Track at Milepost 97.4 to the Junction of the former Lehigh Valley Railroad and Ironton Railroad.

EXHIBIT # 3

Courtesy Copies

NJ DEP – Historic Preservation Office
New Jersey and National Registers of Historic Places

For Warren County, New Jersey



Warren County

Allamuchy Township

Allamuchy Freight house (ID#3940)

Route 612 (Johnsonburg Road)

NR: 10/4/2002 (NR Reference #: 02001056)

SR: 7/22/2002

COE: 12/18/2001

Bird House Historic Archaeological Site (ID#2740)

SHPO Opinion: 12/30/1993

Morris Canal Industrial District Annex (ID#2742)

SHPO Opinion: 12/30/1993

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River

SHPO Opinion: 9/24/1996

See Main Entry / Filed Location:

Hudson County, Hoboken City

Rutherford Hall (Rutherford Mansion) (ID#4562)

County Route 517 northbound

NR: 4/24/2013 (NR Reference #: 11000592)

SR: 6/2/2011

COE: 11/28/2005

Saxton Falls Dam Complex (ID#2741)

SHPO Opinion: 12/30/1993

(Also contributes to Morris Canal Historic District)

Alpha Borough

Central Railroad of New Jersey Main Line Corridor Historic District (ID#3500)

Railroad Right-of-way from Phillipsburg to Bayonne, including all associated features

DOE: 11/30/1995

SHPO Opinion: 7/19/1991

(Historic district extends through 29 municipalities in 5 counties)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Hamlin Historic Archaeological Site (28-Wa-532) (ID#2745)

DOE: 4/14/1983

SHPO Opinion: 3/18/1983

Lehigh Valley Railroad Historic District (ID#4154)

SHPO Opinion: 3/15/2002

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Still Valley Prehistoric District (ID#2746)

DOE: 7/7/1983

SHPO Opinion: 3/18/1983

(Includes 28-Wa-518, 519, 520, 521, 522, 523, 530, 531, 535, and 536)

Also located in:

Warren County, Greenwich Township

Warren County, Pohatcong Township

Belvidere Town

Belvidere Historic District (ID#2747)

Market and Race streets; Greenwich and Mansfield avenues; and the Pequest River

NR: 10/3/1980 (NR Reference #: 80002525)

SR: 4/27/1978

Belvidere Historic District Extension (ID#3891)

SHPO Opinion: 7/23/1999

Race Street Mill Race (ID#3616)

Race Street

SHPO Opinion: 9/14/1990

Riverton-Belvidere Toll Bridge (ID#5170)

Water Street over Delaware River

SHPO Opinion: 6/28/2010

Blairstown Township

Appalachian Trail (ID#2778)

The 400-foot-wide right-of-way of the trail, from Warren to Passaic Counties

DOE: 8/22/1978

SHPO Opinion: 6/14/1978

See Main Entry / Filed Location:

Warren County, Hardwick Township

Blair Presbyterian Academy (ID#2748)

NJ Route 94

NR: 1/24/1992 (NR Reference #: 89001944)

SR: 9/5/1989

(SR (entire campus); NR (part of campus))

Blairstown Historic District (ID#3493)

Main Street, East Avenue, Douglas Street, Water Street, Blair Place

NR: 2/16/2007 (NR Reference #: 07000046)

SR: 12/15/2006

SHPO Opinion: 6/17/1996

COE: 7/23/2003

(Previous COE 11/27/95.)

Blairstown Railroad Station (ID#4684)

DL&W Cutoff, Milepost 64.83 at Hope Road (County Route 521)

SHPO Opinion: 7/31/2006

Delaware, Lackawanna and Western Railroad Lackawanna Cutoff Historic District (ID#3454)

SHPO Opinion: 3/22/1994

See Main Entry / Filed Location:

Sussex County, Byram Township



Hope Road Bridge (ID#4689)

Hope Road (County Route 521) over DL&W Cutoff, Milepost 64.63
 SHPO Opinion: 7/31/2006

Roy's Theatre (ID#38)

30 Main Street
 COE: 11/27/1995

Yards Creek Prehistoric Site 4 (28-Wa-651) (ID#5192)

SHPO Opinion: 2/27/2012

Franklin Township

Asbury Historic District (ID#2749)

County Routes 623 and 643, Maple Avenue, Kitchen Road and School Street

NR: 3/19/1993 (NR Reference #: 93000132)

SR: 11/2/1992

SHPO Opinion: 9/16/1992

Also located in:

Hunterdon County, Bethlehem Township

John Richey House (ID#3956)

6 Schnetzer Lane

NR: 3/20/2002 (NR Reference #: 02000216)

SR: 1/8/2002

Morris Canal (ID#2784)

Existing and former bed of the Morris Canal

NR: 10/1/1974 (NR Reference #: 74002228)

SR: 11/26/1973

SHPO Opinion: 4/27/2004

(Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Plenge Paleo-Indian Archaeological Site (28-Wa-636) (ID#5437)

DOE: 3/13/2013

Scotts Mountain Rural Historic District (ID#2762)

DOE: 5/11/1981

SHPO Opinion: 1/20/1993

(Boundaries Expanded 1993; Previous SHPO Opinion 6/25/1980; Majority of District flooded for creation of Merrill Creek Reservoir)

See Main Entry / Filed Location:

Warren County, Harmony Township

Frelinghuysen Township

1754 Stone Mile Marker (ID#3974)

Allamuchy Road

SHPO Opinion: 5/9/2002

Coursen Fill (DL&W Cutoff) (ID#4690)

Delaware Lackawanna and Western Railroad Cutoff west of Silver Lake Road

SHPO Opinion: 7/31/2006

Delaware, Lackawanna and Western Railroad Lackawanna Cutoff Historic District (ID#3454)

SHPO Opinion: 3/22/1994

See Main Entry / Filed Location:

Sussex County, Byram Township

Johnsonburg Historic District (ID#2750)

County Routes 519 and 661, Allamuchy and Mott roads

NR: 10/15/1992 (NR Reference #: 92001386)

SR: 9/2/1992

SHPO Opinion: 8/27/1992

Dyer Farmstead (ID#3968)

239 Allamuchy Road

SHPO Opinion: 5/9/2002

(Also known as Peaceful Valley Farm)

Greenwich Township

Central Railroad of New Jersey Main Line Corridor Historic District (ID#3500)

Railroad Right-of-way from Phillipsburg to Bayonne, including all associated features

DOE: 11/30/1995

SHPO Opinion: 7/19/1991

(Historic district extends through 29 municipalities in 5 counties)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Kennedy House and Mill (ID#3494)

306 NJ Route 173, Stewartville

NR: 5/16/1996 (NR Reference #: 96000552)

SR: 3/25/1996

Kennedy's Mill Historic District (ID#5132)

SHPO Opinion: 12/30/2011

Lehigh Valley Railroad Historic District (ID#4154)

SHPO Opinion: 3/15/2002

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Morris Canal (ID#2784)

Existing and former bed of the Morris Canal

NR: 10/1/1974 (NR Reference #: 74002228)

SR: 11/26/1973

SHPO Opinion: 4/27/2004

(Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Muchler House Site (28-Wa-632) (ID#206)

SHPO Opinion: 1/8/1999



North Bloomsbury Historic District (ID#3175)

Asbury Road (NJ Route 173) from Warren Glen road, Rt 639, east to Bloomsbury Road

SHPO Opinion: 12/9/1999
(Previous SHPO Opinion: 3/3/1993)

One Room Schoolhouse (ID#3654)

US route 22 at St. James Cemetery

SHPO Opinion: 5/20/1996

Shillinger House Site (28-Wa-633) (ID#207)

SHPO Opinion: 1/8/1999

Stewartsville Village Historic District (ID#2754)

SHPO Opinion: 8/27/1992

Still Valley Prehistoric District (ID#2746)

DOE: 7/7/1983

SHPO Opinion: 3/18/1983

(Includes 28-Wa-518, 519, 520, 521, 522, 523, 530, 531, 535, and 536)

See Main Entry / Filed Location:

Warren County, Alpha Borough

Voorhees/Shimer Property (ID#2755)

NJ Route 173

SHPO Opinion: 3/18/1983

Hackettstown Town

Centenary Collegiate Institute (ID#3496)

400 Jefferson Street, Centenary College

NR: 6/13/1997 (NR Reference #: 97000564)

SR: 4/21/1997

COE: 12/7/1990

(COE for Seay Hall)

Clarendon Hotel (ID#2756)

Grand Avenue

SHPO Opinion: 1/23/1979

Hackettstown Historic District (ID#2758)

DOE: 10/26/1979

SHPO Opinion: 2/6/1997

(Previous SHPO Opinion 9/19/79; DOE referenced "Hackettstown Main Street Commercial Historic District")

Also located in:

Morris County, Mount Olive Township

Hackettstown Iron and Manufacturing Company's Warren Furnace (ID#2759)

SHPO Opinion: 12/21/1994

Helms Property Site (28-WA-626) (ID#3495)

SHPO Opinion: 2/6/1997

Jacob C. Allen House (ID#4563)

206 West Moore Street

NR: 8/24/2005 (NR Reference #: 05000911)

SR: 7/1/2005

Morris Canal (ID#2784)

Existing and former bed of the Morris Canal

NR: 10/1/1974 (NR Reference #: 74002228)

SR: 11/26/1973

SHPO Opinion: 4/27/2004

(Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River

SHPO Opinion: 9/24/1996

See Main Entry / Filed Location:

Hudson County, Hoboken City

Union Cemetery Bridge (ID#3834)

Cemetery access over the Musconetcong River

COE: 12/4/1997

Also located in:

Morris County, Mount Olive Township

Hardwick Township

Appalachian Trail (ID#2778)

The 400-foot-wide right-of-way of the trail, from Warren to Passaic Counties

DOE: 8/22/1978

SHPO Opinion: 6/14/1978

Also located in:

Passaic County, West Milford Township

Sussex County, Frankford Township

Sussex County, Hampton Township

Sussex County, Montague Township

Sussex County, Sandyston Township

Sussex County, Stillwater Township

Sussex County, Vernon Township

Sussex County, Walpack Township

Sussex County, Wantage Township

Warren County, Blirstown Township

Millbrook Village Historic District (ID#4533)

Old Mine Road and Millbrook Flatbrook Rd.

SHPO Opinion: 9/19/1975

(Also within Old Mine Road HD)

Miller Field Site (28-Wa-15, -16) (ID#5252)

Along Delaware River

COE: 4/9/2013

(Includes both 28-Wa-15 and 28-Wa-16)



Old Mine Road Historic District (ID#2608)

NR: 12/3/1980 (NR Reference #: 80000410)
SR: 10/2/1975
DOE: 5/8/1974

See Main Entry / Filed Location:

Sussex County, Montague Township

Pahaquarra Site (28-Wa-5 and 28-Wa-6) (ID#5324)

Delaware Water Gap National Recreation Area
COE: 2/21/2014

Pennsylvania-New Jersey Interconnection Bushkill to Roseland Transmission Line (ID#5117)

SHPO Opinion: 9/9/2011
(Extends from Essex County, Roseland Borough to Warren County, Hardwick Township)

See Main Entry / Filed Location:

Essex County, Roseland Borough

Shoemaker Ferry Site (28-Wa-274) (ID#4980)

SHPO Opinion: 2/20/2008

Spring Valley Christian Church Site (ID#3498)

Spring Valley Road
NR: 9/18/1997 (NR Reference #: 97001147)
SR: 8/7/1997

Susquehanna to Roseland 500 kV DEWA-NJ-5 (28-Wa-654) (ID#5178)

SHPO Opinion: 4/17/2012

Susquehanna to Roseland 500KV DEWA-NJ-18 (28-Wa-666) (ID#5176)

SHPO Opinion: 4/17/2012

Van Deusen House, Tannery and Blair Creek Mill archaeological site (ID#4468)

SHPO Opinion: 6/23/2005

Vass Homestead (ID#192)

109 Stillwater Road
NR: 9/17/1999 (NR Reference #: 99001170)
SR: 7/27/1999

Harmony Township

Scotts Mountain Rural Historic District (ID#2762)

DOE: 5/11/1981
SHPO Opinion: 1/20/1993
(Boundaries Expanded 1993; Previous SHPO Opinion 6/25/1980; Majority of District flooded for creation of Merrill Creek Reservoir)

Also located in:

Warren County, Franklin Township

Van Nest-Hoff-Vannatta Farm (ID#3965)

Route 519
NR: 12/28/2005 (NR Reference #: 05001484)
SR: 9/1/2005
COE: 4/25/2002
(Formerly known as Vannatta Farm)

Hope Township

Hope Historic District (ID#2763)

Union, High, Hickory and Walnut streets; County Route 521; Beaver Brook; Mill Race; and County Route 519

NR: 7/20/1973 (NR Reference #: 73001138)
SR: 6/13/1973

St. Luke's Episcopal Church (ID#4707)

346 High Street
NR: 3/13/2007 (NR Reference #: 07000151)
SR: 1/11/2007

Independence Township

Cemetery Road Bridge (SI&A #2101202) (ID#154)

Cemetery Road over Pequest River
SHPO Opinion: 5/21/1999

Fairy Hole Rock Shelter (28-Wa-25) (ID#5246)

COE: 3/15/2013

Great Meadows Railroad Station (ID#2764)

Cemetery Road
NR: 4/29/1989 (NR Reference #: 89000229)
SR: 2/9/1989

Knowlton Township

Archaeological Site (28-Wa-619) (ID#2765)

SHPO Opinion: 9/16/1993

Archaeological Site (28-Wa-610) (ID#2926)

SHPO Opinion: 9/16/1993

Delaware Historic District (ID#2766)

Ann Street, Valley Street, and Clinton Avenue
NR: 3/20/2003 (NR Reference #: 03000128)
SR: 12/19/2002
SHPO Opinion: 9/5/2002
(Previous SHPO Opinions 1/30/92 and 3/6/01)

Delaware, Lackawanna and Western Railroad Lackawanna Cutoff Historic District (ID#3454)

SHPO Opinion: 3/22/1994

See Main Entry / Filed Location:

Sussex County, Byram Township

Delaware River Viaduct (ID#4693)

DL&W Cutoff, Milepost 73.17 over Interstate 80, Delaware River, and Route 611 [Pa.]
SHPO Opinion: 7/31/2006

Delaware Water Gap Slate Co. Quarry and Building Sites Historic District (ID#3659)

SHPO Opinion: 9/2/1994

Delaware Presbyterian Church (ID#63)

Valley Road and Clarence Street, Delaware
COE: 5/16/1997
(See also Delaware Historic District.)



Fairview Schoolhouse (ID#2767)

Fairview Cemetery, Dean Road
NR: 8/12/1977 (NR Reference #: 77000916)
SR: 12/20/1976

The Hainesburg Inn (ID#5043)

487 Route 94
SHPO Opinion: 6/7/2002

Native American Site (28-WA-290) (ID#4432)

SHPO Opinion: 5/20/2005

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River

SHPO Opinion: 9/24/1996

See Main Entry / Filed Location:

Hudson County, Hoboken City

Paulins Kill Viaduct (ID#4694)

DL&W Cutoff, Milepost 70.63 over Station Road and Paulins Kill River
SHPO Opinion: 7/31/2006

Ramsaysburg Homestead (ID#3744)

Route 46
NR: 10/27/2004 (NR Reference #: 04001194)
SR: 8/13/2004
COE: 3/6/2001

Station Road Bridge (SI&A #2101312) (ID#5140)

Station Road over Paulins Kill
SHPO Opinion: 7/26/2011

Warrington Stone Bridge (ID#2769)

Brugler Road over Paulins Kill
NR: 12/16/1977 (NR Reference #: 77000917)
SR: 3/28/1977

Liberty Township

Round Barn (ID#3890)

Pequest Road
SHPO Opinion: 7/23/1999

Lopatcong Township

Morris Canal (ID#2784)

Existing and former bed of the Morris Canal
NR: 10/1/1974 (NR Reference #: 74002228)
SR: 11/26/1973
SHPO Opinion: 4/27/2004

(Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Mansfield Township

Beattystown Historic District (ID#2770)

NJ Route 57 and King's Highway
NR: 9/28/1990 (NR Reference #: 90001449)
SR: 8/10/1990

Miller Farmstead (ID#2771)

NJ Route 57
NR: 9/11/1989 (NR Reference #: 88002118)
SR: 9/28/1988

Also located in:

Hunterdon County, Lebanon Township

Morris Canal (ID#2784)

Existing and former bed of the Morris Canal
NR: 10/1/1974 (NR Reference #: 74002228)
SR: 11/26/1973
SHPO Opinion: 4/27/2004
(Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Mount Bethel Methodist Church (ID#2772)

Mount Bethel Road
NR: 2/29/1980 (NR Reference #: 80002526)
SR: 10/26/1979

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River

SHPO Opinion: 9/24/1996

See Main Entry / Filed Location:

Hudson County, Hoboken City

Oxford Industrial Historic District (ID#2774)

NJ Route 31; Belvidere, Buckley, and Washington avenues; Jonestown and Mine Hill roads; Academy and Church streets, and vicinity

NR: 8/27/1992 (NR Reference #: 91001471)

SR: 8/16/1991

DOE: 8/18/1977

COE: 1/16/2008

(Absorbed former Oxford Historic District)

See Main Entry / Filed Location:

Warren County, Oxford Township

Penwell Lime Kiln #1 (ID#2773)

SHPO Opinion: 10/26/1993

Perry-Petty Farmstead (ID#181)

882 Jackson Valley Road
NR: 4/9/1999 (NR Reference #: 99000392)
SR: 2/4/1999



Point Mountain Road Bridge (SI&A #100L25W) (ID#3756)

Point Mountain Road over Musconetcong River
 COE: 2/11/1999
 (This is multiple county - Warren)
See Main Entry / Filed Location:
 Hunterdon County, Lebanon Township

Shippen Manor (ID#2777)

Belvidere Avenue
 NR: 12/20/1984 (NR Reference #: 84000517)
 SR: 11/1/1984
 (originally listed as part of Oxford Historic District)

Phillipsburg Town

Andover Iron Furnace's Concrete Faced Loading Ramp (ID#2779)
 SHPO Opinion: 1/13/1978

Central Railroad of New Jersey Main Line Corridor Historic District (ID#3500)

Railroad Right-of-way from Phillipsburg to Bayonne, including all associated features
 DOE: 11/30/1995
 SHPO Opinion: 7/19/1991
 (Historic district extends through 29 municipalities in 5 counties)

Also located in:

Hunterdon County, Bethlehem Township
 Hunterdon County, Bloomsbury Borough
 Hunterdon County, Clinton Township
 Hunterdon County, Glen Gardner Borough
 Hunterdon County, Hampton Borough
 Hunterdon County, High Bridge Borough
 Hunterdon County, Lebanon Borough
 Hunterdon County, Lebanon Township
 Hunterdon County, Readington Township
 Middlesex County, Dunellen Borough
 Middlesex County, Middlesex Borough
 Somerset County, Bound Brook Borough
 Somerset County, Branchburg Township
 Somerset County, Bridgewater Township
 Somerset County, Raritan Borough
 Somerset County, Somerville Borough
 Union County, Cranford Township
 Union County, Elizabeth City
 Union County, Fanwood Borough
 Union County, Garwood Borough
 Union County, Plainfield City
 Union County, Roselle Borough
 Union County, Roselle Park Borough
 Union County, Scotch Plains Township
 Union County, Westfield Town
 Warren County, Alpha Borough
 Warren County, Greenwich Township
 Warren County, Pohatcong Township

P. Coal Site (28-Wa-543) (ID#2780)
 SHPO Opinion: 9/16/1983

Dormida House (ID#2781)

119 Lock Street
 SHPO Opinion: 9/16/1983

Port Murray Historic District (ID#3499)

Main Street, and short segments of Hoffman, Karrville, Rockport, and Cherry Tree Bend roads
 NR: 6/7/1996 (NR Reference #: 96000658)
 SR: 4/26/1996

Port Colden Historic District (ID#107)

NJ Route 56, Dock Street, Port Colden Road, and Morris Canal Terrace
 NR: 1/21/1999 (NR Reference #: 98001639)
 SR: 11/23/1998
See Main Entry / Filed Location:
 Warren County, Washington Township

Warren County Poor Farm (ID#4782)

Oxford Road
 COE: 6/26/2008
 (a.k.a. Mirium Hemmindinger Juveniles in need of Supervision Shelter)

Oxford Township

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River
 SHPO Opinion: 9/24/1996
See Main Entry / Filed Location:
 Hudson County, Hoboken City

Oxford Furnace District (ID#2776)

SR: 9/11/1970
 (Listed NJ Register only; Entire area in this nomination subsumed by the later Oxford Industrial Historic District (ID#2774))

Oxford Industrial Historic District (ID#2774)

NJ Route 31; Belvidere, Buckley, and Washington avenues; Jonestown and Mine Hill roads; Academy and Church streets, and vicinity
 NR: 8/27/1992 (NR Reference #: 91001471)
 SR: 8/16/1991
 DOE: 8/18/1977
 COE: 1/16/2008
 (Absorbed former Oxford Historic District)

Also located in:

Warren County, Mansfield Township
 Warren County, Washington Township

Oxford Furnace (ID#2775)

Belvidere and Washington avenues
 NR: 7/6/1977 (NR Reference #: 77000919)
 SR: 1/1/1977



Doughty House (ID#2782)
 221 Lock Street
 SHPO Opinion: 9/16/1983

Dutch Canal (ID#4032)
 SHPO Opinion: 5/1/1992

Easton-Phillipsburg Toll Bridge (ID#5169)
 US Route 22 over Delaware River
 SHPO Opinion: 6/28/2010

Green's Bridge (ID#275)
 NJ Transit Raritan Valley Line, Milepost 70.44
 SHPO Opinion: 2/3/1999

Ingersoll-Rand Corporation Complex (ID#4098)
 Centre Street
 SHPO Opinion: 6/18/2002

Lander-Stewart Mansion and Stites Building (ID#4772)
 102-104 South Main Street
 NR: 6/25/2008 (NR Reference #: 08000561)
 SR: 5/6/2008

Lehigh Valley Railroad Historic District (ID#4154)
 SHPO Opinion: 3/15/2002

Also located in:

- Essex County, Newark City
- Hudson County, Bayonne City
- Hudson County, Jersey City
- Hunterdon County, Bethlehem Township
- Hunterdon County, Bloomsbury Borough
- Hunterdon County, Clinton Township
- Hunterdon County, Franklin Township
- Hunterdon County, Raritan Township
- Hunterdon County, Readington Township
- Hunterdon County, Union Township
- Middlesex County, Edison Township
- Middlesex County, Middlesex Borough
- Middlesex County, Piscataway Township
- Middlesex County, South Plainfield Borough
- Somerset County, Bound Brook Borough
- Somerset County, Branchburg Township
- Somerset County, Bridgewater Township
- Somerset County, HillsBorough Township
- Somerset County, Manville Borough
- Union County, Clark Township
- Union County, Cranford Township
- Union County, Hillside Township
- Union County, Roselle Borough
- Union County, Roselle Park Borough
- Union County, Scotch Plains Township
- Union County, Union Township
- Union County, Westfield Town
- Warren County, Alpha Borough
- Warren County, Greenwich Township
- Warren County, Pohatcong Township

Main Street Commercial Historic District (ID#2783)
 Main Street
 SHPO Opinion: 7/21/1992
 (See also Phillipsburg Commercial Historic District)

Main Street Bridge (ID#276)
 NJ Transit Raritan Valley Line, Milepost 72.15
 SHPO Opinion: 2/3/1999

Morris Canal (ID#2784)
 Existing and former bed of the Morris Canal
 NR: 10/1/1974 (NR Reference #: 74002228)
 SR: 11/26/1973
 SHPO Opinion: 4/27/2004
 (Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

Also located in:

- Essex County, Bloomfield Township
- Essex County, Newark City
- Hudson County, Jersey City
- Hudson County, Kearny Town
- Morris County, Boonton Town
- Morris County, Boonton Township
- Morris County, Dover Town
- Morris County, Jefferson Township
- Morris County, Lincoln Park Borough
- Morris County, Montville Township
- Morris County, Rockaway Borough
- Morris County, Rockaway Township
- Morris County, Roxbury Township
- Morris County, Wharton Borough
- Passaic County, Clifton City
- Passaic County, Little Falls Township
- Passaic County, Paterson City
- Passaic County, Wayne Township
- Passaic County, Woodland Park Borough
- Sussex County, Byram Township
- Warren County, Franklin Township
- Warren County, Greenwich Township
- Warren County, Hackettstown Town
- Warren County, Lopatcong Township
- Warren County, Mansfield Township
- Warren County, Washington Borough
- Warren County, Washington Township

Northampton Street Bridge (ID#4939)
 U.S. Route 22 Alt over the Delaware River
 COE: 10/15/2009

Phillipsburg Commercial Historic District (ID#4832)
 Portions of South Main, Hudson, Morris, North Main, Market Streets and Union Square Roads
 NR: 10/8/2008 (NR Reference #: 08000973)
 SR: 8/20/2008



John Roseberry Homestead (Gess) (ID#2785)
540 Warren Street
NR: 4/3/1973 (NR Reference #: 73001139)
SR: 10/18/1972

Union Station (ID#4228)
178 South Main Street
COE: 11/26/2003

U.S. Post Office (ID#2787)
361 Memorial Parkway
SR: 1/31/1986
(Thematic Nomination of Significant Post Offices)

Valley View Historic District (ID#4347)
Congress, Ridge, Tuttle, Arlington and Gate Streets, Hillside Road,
Valley View Circle
SHPO Opinion: 9/21/2004

Vargo House (ID#2788)
155-157 Lock Street
SHPO Opinion: 9/16/1983

Pohatcong Township

Allshouse/Oberly Property (ID#2751)
SHPO Opinion: 3/18/1983

Carpentersville Lime Kilns (28-Wa-600) (ID#5093)
SHPO Opinion: 6/29/1989

Central Railroad of New Jersey Main Line Corridor Historic District (ID#3500)

Railroad Right-of-way from Phillipsburg to Bayonne, including all associated features

DOE: 11/30/1995

SHPO Opinion: 7/19/1991

(Historic district extends through 29 municipalities in 5 counties)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

Concrete Platform (ID#3658)
SHPO Opinion: 9/22/1989

Edinger-Twining and Large Lime Kilns [Historic District] (ID#3502)
River Road (County Route 635)
SHPO Opinion: 9/22/1989

Finesville-Seigletown Historic District (ID#4398)
NR: 11/10/2010 (NR Reference #: 10000892)
SR: 3/4/2010
SHPO Opinion: 11/1/2006
COE: 10/21/2004

Also located in:

Hunterdon County, Holland Township

Finesville-Seigletown Historic District Boundary Increase (ID#4964)
61 Cyphers Road
COE: 2/22/2010

Also located in:

Hunterdon County, Holland Township

Hixson/Skinner Mill Complex (ID#2790)
Still Valley Road
NR: 12/2/1982 (NR Reference #: 82001047)
SR: 10/1/1982

Hixson-Mixsell House (ID#5417)
157 County Route 519, Springtown
NR: 5/12/2014 (NR Reference #: 14000204)
SR: 2/19/2014
(a.k.a Springtown Stagecoach Inn)

Hughesville Paper Mill Waterpower System (ID#5289)
SHPO Opinion: 10/7/2013
See Main Entry / Filed Location:
Hunterdon County, Holland Township

George Hunt House (ID#2791)
135 Warren Glen Road
NR: 9/12/1979 (NR Reference #: 79001531)
SR: 7/5/1979

Lehigh Valley Railroad Historic District (ID#4154)
SHPO Opinion: 3/15/2002
See Main Entry / Filed Location:
Warren County, Phillipsburg Town

The Godfrey Mellick House (ID#3657)
SHPO Opinion: 9/22/1989

The Redd Site (ID#3656)
SHPO Opinion: 9/22/1989

The Reese Lime Kiln (ID#3655)
SHPO Opinion: 9/22/1989

Riegelsville General Store (ID#4409)
COE: 3/14/2005

Riegelsville Bridge (ID#4107)
River Road over Delaware River
SR: 3/22/2010
SHPO Opinion: 4/22/1998
COE: 7/21/2004

Riegelsville Company Town Historic District (ID#3945)
County Route 627, River Road and Musconetcong River at the Delaware River
SHPO Opinion: 4/22/1998
Also located in:
Hunterdon County, Holland Township

River Road Bridge over Pohatcong Creek (SI&A #2102015) (ID#4055)
River road over Pohatcong Creek intersecting at Cross Road.
SHPO Opinion: 8/19/1994



St. James Lutheran Church (ID#3501)

Straw Church Circle Road
DOE: 12/27/1996
SHPO Opinion: 5/20/1996

Seigle Homestead (ID#2792)

Finesville, Rieglesville-Warren Glen Road
NR: 11/7/1977 (NR Reference #: 77000918)
SR: 1/10/1977

William B. Shimer House (ID#5439)

401 New Brunswick Avenue
COE: 5/13/2015
(a.k.a Shimer Mansion)

Still Valley Road Culvert (ID#274)

NJ Transit Raritan Valley Line, Milepost 67.64 over Still Valley Road
SHPO Opinion: 2/3/1999

Still Valley Prehistoric District (ID#2746)

DOE: 7/7/1983
SHPO Opinion: 3/18/1983
(Includes 28-Wa-518, 519, 520, 521, 522, 523, 530, 531, 535, and 536)

See Main Entry / Filed Location:

Warren County, Alpha Borough

Washington Borough

162 East Washington Avenue (ID#2793)

SHPO Opinion: 3/1/1994

First Presbyterian Church of Oxford at Hazen (ID#3937)

County Route 623 and County Route 519
COE: 6/9/1997

See Main Entry / Filed Location:

Warren County, White Township

James E. Campbell House (ID#4580)

163 North Lincoln Street
COE: 2/22/2006

Morris Canal (ID#2784)

Existing and former bed of the Morris Canal
NR: 10/1/1974 (NR Reference #: 74002228)
SR: 11/26/1973
SHPO Opinion: 4/27/2004

(Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

North Washington Residential Historic District (ID#5444)

Roughly bounded by properties fronting Carlton Avenue, Jackson Avenue, W Washington Avenue and Grand Avenue.
COE: 5/28/2015

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River
SHPO Opinion: 9/24/1996

See Main Entry / Filed Location:

Hudson County, Hoboken City

United Methodist Church of Washington (ID#5199)

116 East Washington Avenue
COE: 9/13/2012

Washington Railroad Station (ID#2794)

Railroad Avenue
NR: 7/3/1979 (NR Reference #: 79001532)
SR: 3/29/1979
(Demolished)

Washington Township

Bowerstown Historic District (ID#3503)

Bowerstown, Plane Hill, Lanning, and Mine Hill roads
NR: 5/10/1996 (NR Reference #: 96000537)
SR: 3/13/1996
SHPO Opinion: 1/26/1995

Carhart Farmstead (ID#2818)

SHPO Opinion: 10/12/1995

Imlaydale Historic District (ID#2795)

NJ Route 31 and Imlaydale Road
NR: 3/27/1991 (NR Reference #: 91000306)
SR: 2/6/1991

Also located in:

Hunterdon County, Hampton Borough
Hunterdon County, Lebanon Township

Morris Canal (ID#2784)

Existing and former bed of the Morris Canal
NR: 10/1/1974 (NR Reference #: 74002228)
SR: 11/26/1973
SHPO Opinion: 4/27/2004

(Extends from the Delaware River in Phillipsburg Town, Warren County to the Hudson River in Jersey City, Hudson County. SHPO Opinion extends period of significance for canal to its 1924 closure.)

See Main Entry / Filed Location:

Warren County, Phillipsburg Town

New Hampton Historic District (ID#87)

Musconetcong River Road and Rymon Road
NR: 4/6/1998 (NR Reference #: 98000257)
SR: 1/28/1998

See Main Entry / Filed Location:

Hunterdon County, Lebanon Township



New Hampton Pony Pratt Truss Bridge (ID#1610)

Rymon Road over Musconetcong River

NR: 7/26/1977 (NR Reference #: 77000877)

SR: 9/13/1976

See Main Entry / Filed Location:

Hunterdon County, Lebanon Township

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River

SHPO Opinion: 9/24/1996

See Main Entry / Filed Location:

Hudson County, Hoboken City

Old Main Delaware, Lackawanna and Western Railroad Historic District (ID#3525)

Morris and Essex Railroad Right-of-Way (NJ Transit Morristown Line) from Hudson, Hoboken City to Warren, Washington Township, and then along Warren Railroad to the Delaware River

SHPO Opinion: 9/24/1996

See Main Entry / Filed Location:

Hudson County, Hoboken City

Oxford Industrial Historic District (ID#2774)

NJ Route 31; Belvidere, Buckley, and Washington avenues; Jonestown and Mine Hill roads; Academy and Church streets, and vicinity

NR: 8/27/1992 (NR Reference #: 91001471)

SR: 8/16/1991

DOE: 8/18/1977

COE: 1/16/2008

(Absorbed former Oxford Historic District)

See Main Entry / Filed Location:

Warren County, Oxford Township

Pleasant Valley Historic District (ID#2797)

Mill Pond Road

NR: 2/18/1994 (NR Reference #: 94000013)

SR: 12/20/1993

Port Colden Historic District (ID#107)

NJ Route 56, Dock Street, Port Colden Road, and Morris Canal Terrace

NR: 1/21/1999 (NR Reference #: 98001639)

SR: 11/23/1998

Also located in:

Warren County, Mansfield Township

Washington Motor Vehicle Inspection Station (ID#2456)

Route 31

SHPO Opinion: 6/9/1998

White Township

First Presbyterian Church of Oxford at Hazen (ID#3937)

County Route 623 and County Route 519

COE: 6/9/1997

Also located in:

Warren County, Washington Borough

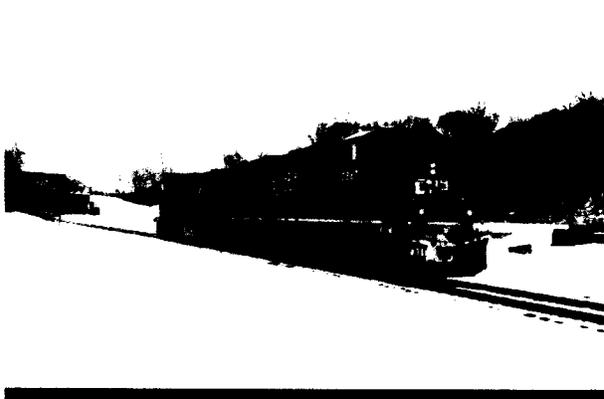
EXHIBIT # C-1, C-2, C-3

COLOR PHOTO EXHIBITS

Color Photo Exhibit # C-1



The two photos above depict previously captured images of the former Central RR of New Jersey right-of-way in Phillipsburg, NJ at or near Milepost 72.15. The black bridge seen passing over the tracks is the "Main Street Bridge." The Bridge is listed on both the New Jersey and National Register of Historic Places. The two prominent RR related structures depicted in the photographs on either side of the "Main Street Bridge" are "Union Station" and "PU Tower." Both structures are also included on the National and State Registers as well. The photo to the left captures a CNJ commuter train preparing to depart "Union Station" in this 1973 photo. Ten years later, the New Jersey Transit Corporation has by now acquired the former CNJ right-of way from Conrail (which has now been renamed the Raritan Valley Line) in this scene captured in 1983.

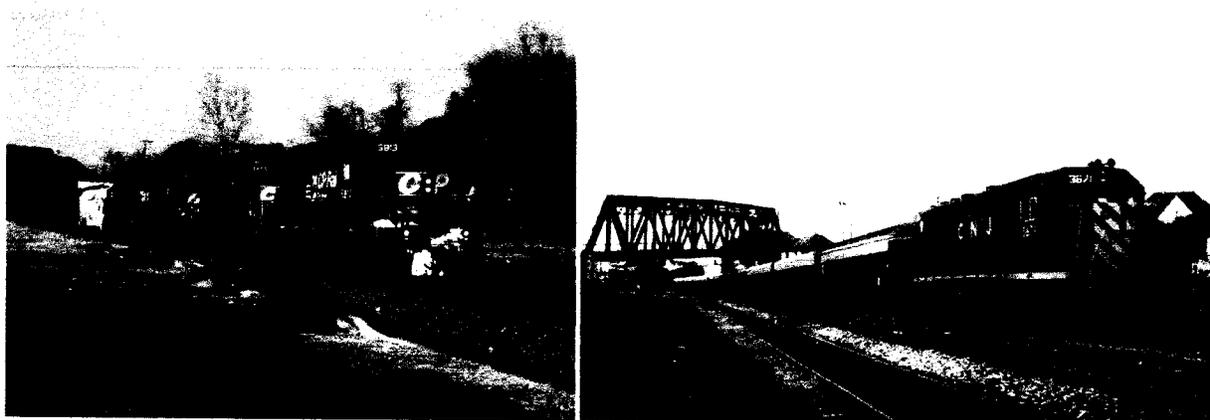


Fast forward to the current decade: The two photos above captured images of D&H trains operating over NJ Transit's Raritan Valley Line right-of-way. The image to the left, captured in 2010, depicts a pair of some of CP/D&H's newest locomotives traversing the former CNJ right-of-way through Phillipsburg on their way to Oak Island Yard in Newark, NJ. In the image to the right, the typical D&H train to Oak Island is once again captured on the former CNJ, now NJT owned right-of-way in this 2011 photo. Please note the same three landmarks mentioned above can be viewed behind and above the D&H trains.

Color Photo Exhibit # C-2



The photos above are two additional photos depicting NJ Transit passenger trains either arriving or preparing to depart from the former Phillipsburg Union Station located on NJT's Raritan Valley Line (former CRRofNJ mainline). In the above left photo, the blue "Phillipsburg" control point sign can clearly be seen in foreground in front of the second car behind the locomotive. The sign denotes the approximately location of the Milepost 72.1 +/-.



The two photos above, each taken from roughly the same approximate location, depict and capture both D&H Railway operations, and CNJ / Conrail (NJDOT) commuter rail operations along the former mainline. The image on the left was captured in 2004. The image on the right was captured in the late 1970's. The scene also captures the many changes that occurred to the property over the years. Note the photo on the right shows the beginning of Conrail's track infrastructure rationalization efforts. Excess / unneeded tracks were removed from service and the surplus metal sold for scrap. Eventually, the line was reduced to a single mainline track.

Color Photo Exhibit # C-3



The above left photo was taken from a vantage point located near S. Main Street in Phillipsburg, NJ. The photo looks northward and captures the CNJ's meager parking facilities for passengers in the late 1970's. In the 2004 scene captured to the above right, a D&H train heads eastward toward Newark, NJ. In the immediate foreground is a portion of the same open field which is depicted in the photo to its immediate left.



An earlier morning D&H freight train makes its way under the Main St. bridge in 2004. Destined for Oak Island Yard in Newark, NJ, the freight train made good speed with four locomotives up front. In a photo taken from roughly the same spot, an early morning CNJ commuter train prepares to depart for points east. For the better part of 30 years, the D&H appears to have had no trouble operating over the western portion of the former CNJ/NJ Transit.