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ENTERED
Office of Proceedings
December 23, 2014
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Public Record
December 22, 2014

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VIA FEDEX

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Pennsylvania & Southern Railway, LLC -
Operation Exemption -
Franklin County General Authority
STB Docket No. FD 35893
(color image included)

Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of a Notice of Exemption being filed on behalf of Pennsylvania & Southern Railway, LLC. Also enclosed is a check in the amount of \$1,800.00 representing the filing fee for this Notice.

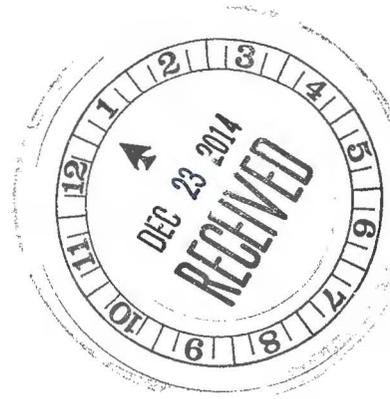
Please time stamp the extra copy of the Notice provided herewith to indicate receipt, and return it to me in the stamped, self-addressed envelope provided for your convenience.

FILED
December 23, 2014
Surface Transportation Board

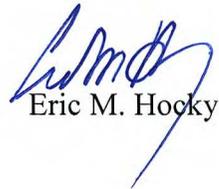
FEE RECEIVED
December 23, 2014
Surface Transportation Board

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Page 2

Please let me know if there are any questions regarding this filing.



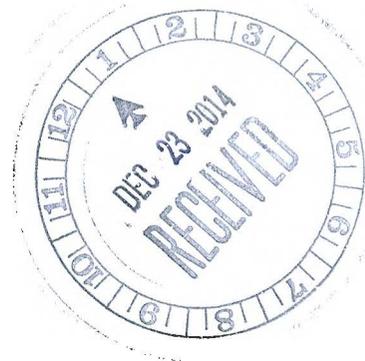
Very truly yours,
CLARK HILL PLC


Eric M. Hocky

EMH/e
Encls.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35893



PENNSYLVANIA & SOUTHERN RAILWAY, LLC
– OPERATION EXEMPTION –
FRANKLIN COUNTY GENERAL AUTHORITY

VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

(color image included)

ERIC M. HOCKY
CLARK HILL PLC
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(215) 640-8500
ehocky@clarkhill.com

Dated: December 22, 2014

Attorneys for
Pennsylvania & Southern Railway, LLC

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB DOCKET NO. FD 35893

PENNSYLVANIA & SOUTHERN RAILWAY, LLC
– OPERATION EXEMPTION –
FRANKLIN COUNTY GENERAL AUTHORITY

VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

This Verified Notice is filed pursuant to 49 C.F.R. §1150.41 by a Class III carrier, Pennsylvania & Southern Railway LLC (“PSCC”), to exempt from regulation under 49 U.S.C. §10902 its acquisition of extended operating rights from Franklin County General Authority (“FCGA”) under a new amended agreement between PSCC and FCGA relating to the operation of certain rail lines located within the Cumberland Valley Business Park (“CVBP”) and the Letterkenny Army Depot (together, the “Rail Lines”) near Chambersburg, Franklin County, Pennsylvania, as generally shown on the map attached as Exhibit A. PSCC is currently operating the Rail Lines pursuant to an exemption issued by the Board in *Pennsylvania & Southern Railway, LLC – Operation Exemption – Franklin County General Authority*, STB Finance Docket No. 34461 (served February 12, 2004).

Notice

In accordance with 49 C.F.R. §1150.43, PSCC hereby states as follows:

- (a) The full name and address of Applicant are: Pennsylvania & Southern Railway, LLC, One Gateway Center, Suite 501B, Newton, MA 02458.

(b) The name, address and telephone number of the representative of PSCC who should receive correspondence are: Eric M. Hocky, Clark Hill PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

(c) PSCC and FCGA have entered into an amended Rail Operating Agreement which will extend the current term until October 31, 2039, and make other minor changes to the existing Rail Operating Agreement.

(d) The current operator of the Rail Lines is PSCC. PSCC will continue to operate the Rail Lines after the amended Rail Operating Agreement becomes effective.

(e) Brief Summary of the Proposed Transaction:

PSCC is an existing experienced carrier that currently operates the Rail Lines in the Cumberland Valley Business Park (“CVBP”) and Letterkenny Army Depot. *Pennsylvania & Southern Railway, LLC – Operation Exemption – Franklin County General Authority*, STB Finance Docket No. 34461 (served February 12, 2004). More recently, PSCC acquired adjacent rail lines from CSX Transportation, Inc. (“CSXT”) to allow PSCC to operate more efficiently in providing service to and from its existing operations and customers, and in conducting interchange with CSXT. *Pennsylvania & Southern Railway, LLC – Acquisition, Lease and Operation Exemption – CSX Transportation, Inc.*, STB Docket No. FD 35572 (served December 20, 2011). PSCC and FGCA have agreed to extend the term of the current Rail Operating Agreement until October 31, 2039, and to make other minor changes to the existing Rail Operating Agreement, and have entered into an amended Rail Operating Agreement. The

amended terms will promote stability for the rail operations and justify further investment in the operations.

(1) The name and address of the owner of easements for the Rail Lines: Franklin County General Authority, 5540 Coffey Avenue, Chambersburg, PA 17201-8380.

(2) PSCC is already operating the Rail Lines. It will commence operation of the Rail Line under the amended Rail Operating Agreement on or after the effective date of this Notice (more than thirty days after the filing of this Notice).

(3) There are no mileposts associated with the Rail Lines. The Rail Lines are comprised of approximately 25 miles of tracks and associated right of way on approximately 1200 acres of land near Chambersburg in Franklin County, Pennsylvania.

(4) The total route miles to be acquired, leased and operated is approximately 25 miles.

(f) Attached as Exhibit A to this Notice of Exemption is a map showing the general location of the Rail Lines.

(g) PSCC certifies that its projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier.

(h) PSCC will continue to interchange with CSXT. There are no interchange commitments that will be required as part of this transaction. (There are no interchange commitments in connection with PSCC's existing interchange with CSXT.)

(i) PSCC certifies that its total annual revenues after the transaction will not exceed \$5,000,000. Accordingly, no notice to labor was required to be posted under 49 CFR 1150.42(e).

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2), no environmental documentation should be required because this proceeding involves authority for a contract for continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5).

No historic report under 49 C.F.R. §1105.8(b)(1) should be required because the transaction merely involves a sale and lease for continued rail operations, and further Board approval is required to discontinue or abandon any service. PSCC has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Labor Protection

PSCC is a Class III carrier, and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subjected to labor protection conditions.

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.44.

Respectfully submitted,



ERIC M. HOCKY
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ehocky@clarkhill.com

Dated: December 22, 2014

Attorneys for
Pennsylvania & Southern Railway, LLC

VERIFICATION

I, Eyal Shapira, President of Pennsylvania & Southern Railway, LLC verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on December 18th, 2014.



Eyal Shapira

EXHIBIT A

MAP

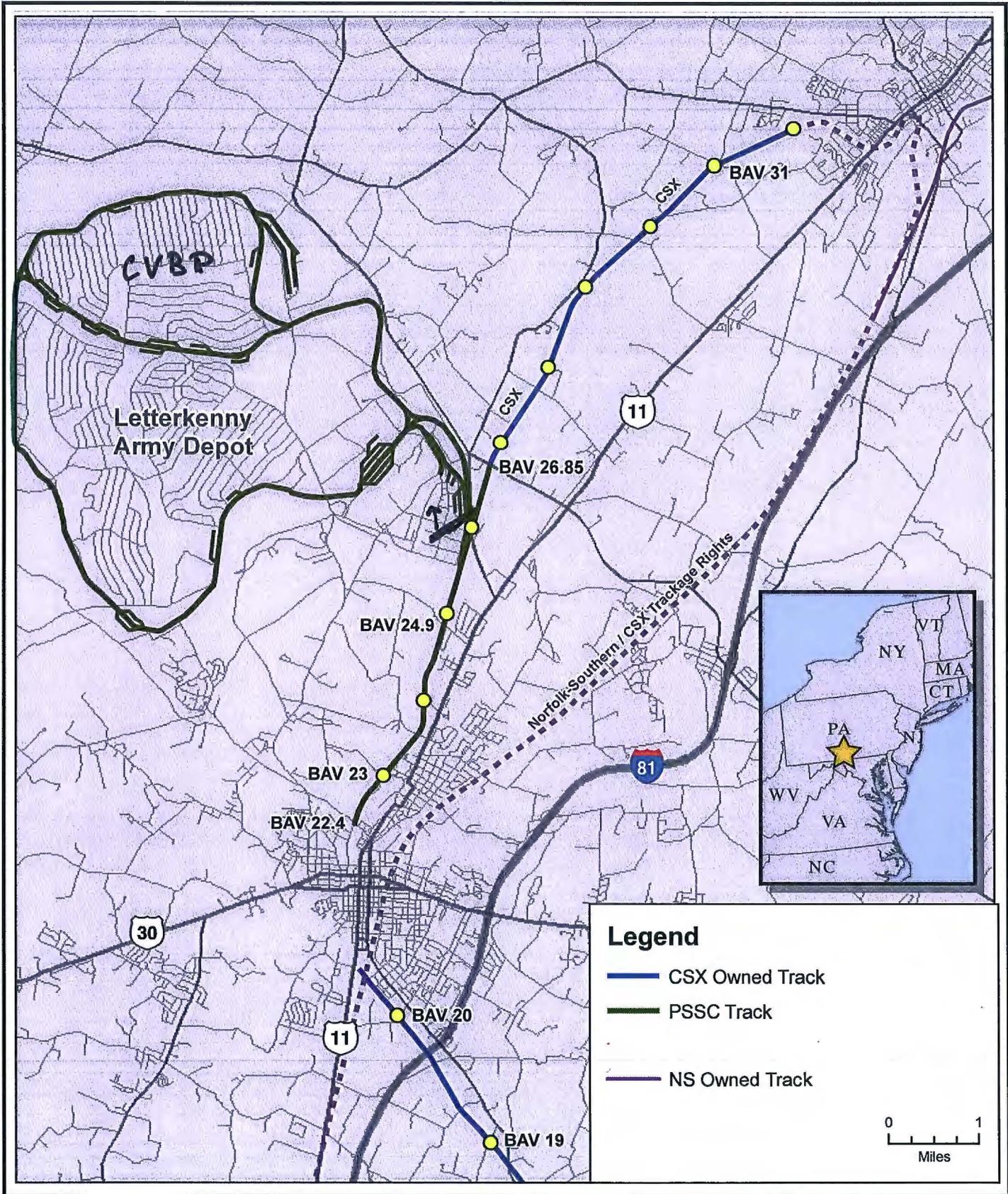


EXHIBIT B

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35893

**PENNSYLVANIA & SOUTHERN RAILWAY, LLC
– OPERATION EXEMPTION –
FRANKLIN COUNTY GENERAL AUTHORITY**

Pennsylvania & Southern Railway, LLC (“PSCC”), an existing Class III carrier, has filed a Notice of Exemption to continue to operate approximately 25 miles of rail lines (the “Rail Lines”) located within the Cumberland Valley Business Park and the Letterkenny Army Depot, in Chambersburg, Pennsylvania, pursuant to an amended Rail Operating Agreement. PSCC is the current operator of the Rail Lines. PSCC intends to begin operations under the amended Rail Operating Agreement on or after the effective date of its Notice of Exemption (30 days after filing).

Comments must be filed with the Board and served on PSCC’s representative, Eric M. Hockey, Esquire, Clark Hill PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

The Notice is filed under 49 C.F.R. §1150.41. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. §10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.