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Office of Proceedings
December 11, 2013
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Public Record

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December 9, 2013

VIA FEDEX

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

**Re: Paulsboro Refining Company LLC -
Adverse Abandonment -
SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub No. 1)**

Dear Ms. Brown:

Enclosed for filing in the above-referenced matter are an original and 10 copies of the Environmental/Historic Report.

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

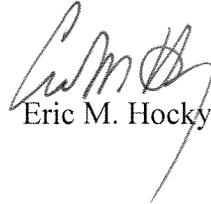


December 9, 2013
Page 2

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

Respectfully,

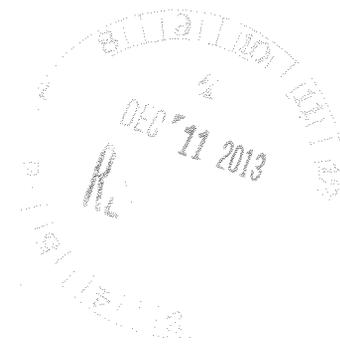
CLARK HILL THORP REED



Eric M. Hocky

EMH/e
Encl.

cc: All Persons Shown on the Service List (w/encl.)



Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. AB-1095 (Sub. No. 1)

PAULSBORO REFINING COMPANY LLC
-- ADVERSE ABANDONMENT --
SMS RAIL SERVICE, INC. IN GLOUCESTER COUNTY, NJ

ENVIRONMENTAL/HISTORIC REPORT

Eric M. Hocky
CLARK HILL THORP REED
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103-7041
(215) 640-8500

Attorneys for
Paulsboro Refining Company, LLC

Dated: December 9, 2013

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. AB-1095 (Sub. No. 1)

PAULSBORO REFINING COMPANY LLC
-- ADVERSE ABANDONMENT --
SMS RAIL SERVICE, INC. IN GLOUCESTER COUNTY, NJ

ENVIRONMENTAL/HISTORIC REPORT

Paulsboro Refining Company, LLC (“Applicant” or “PRC”) intends to file an application seeking “adverse” authority for SMS Rail Service, Inc. (“SMS”) to abandon its common carrier operations over approximately 5.8 miles of railroad tracks within the 970-acre Paulsboro, New Jersey refinery (the “Refinery”) currently owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation (“Conrail”), to and including the tracks within the Refinery (together the “Line”), all in Gloucester County, New Jersey. The Line is located in United States Postal Service ZIP Code 08066.

Historically, the tracks comprising the Line were operated as private plant tracks. In September, 2000, SMS obtained an exemption from the Board to operate as a common carrier over the tracks, and to treat the tracks as a line of railroad. *SMS Rail Service, Inc. – Acquisition and Operation Exemption - Valero Refining Company – New Jersey*, STB Finance Docket No. 33927 (served September 22, 2000).¹ SMS, in addition to performing common carrier service,

¹ SMS’s common carrier status was confirmed by the Board in a decision arising from a dispute between SMS and Norfolk Southern Railway (“NS”). *SMS Rail Service, Inc. – Petition for Declaratory Order*, STB Finance Docket No. 34483 (served January 24, 2005). Valero Refining Company – New Jersey, the then owner of the Refinery, indicated it was indifferent whether SMS was deemed a common or contract carrier, and took no position on the merits of the dispute between SMS and NS. *Id.* at 5-6.

also performs switching services for PRC within the Refinery. PRC now wishes to return the Line to private track status, and to have the rail operations at the Refinery performed by a contract switching operator. None of the tracks or facilities will be removed or salvaged, and there will not be any change in the level of operations being performed at the Refinery.

Applicant plans to seek Board authorization on or about December 31, 2013 for the abandonment by filing an application for adverse abandonment pursuant to the provisions of 49 CFR Subpart C. This report is being filed in connection therewith in accordance with the requirements of 49 CFR 1152.20(c), and 49 CFR 1105.7 and 1105.8. To prepare this report, Applicant consulted with various state and federal agencies, first in March 2012 and then again, in September 2013. See the letters attached as Exhibit A.² Based on the written responses received by Applicant attached as Exhibit B, and the responses (both oral and written) noted in the Response Log attached as Exhibit C, Applicant states as follows:

**ENVIRONMENTAL REPORT
(49 CFR 1105.7)**

1. PROPOSED ACTION AND ALTERNATIVES

SMS has provided both common carrier services (interchanging traffic with the connecting Class I railroads), and plant switching services (for PRC within the Refinery) since 2000. Originally, SMS provided service to four additional shippers from the Line; however, it currently handles only a small number of cars for one shipper in addition to PRC. The services for PRC (and its predecessor) have been performed pursuant to an Operating Agreement which

² Applicant originally planned to prepare this Report in or around May, 2012, and sent out an initial set of consultation letters to required agencies. However, Applicant suspended its efforts to seek adverse abandonment while it continued to discuss the future of rail operations at the Refinery with SMS. When no agreement was reached, Applicant decided to proceed with the adverse abandonment proceedings and the preparation of this Report.

has been terminated by PRC in accordance with its terms. If the requested adverse abandonment authority is granted, Applicant plans to keep all of the tracks and related facilities in place, and to perform its own plant switching through the use of a non-carrier switching contractor. Common carrier service to and from the Refinery would be provided by Norfolk Southern Railway (“NS”) and CSX Transportation, Inc. (“CSX”), or their agent Conrail, in the same manner as service was provided before SMS began providing common carrier service at the Refinery. Applicant will contract with a qualified non-carrier switching contractor to perform its in-plant switching. Based on the foregoing, Applicant believes that the abandonment would not result in any significant changes in operations and would not have any significant effects upon the environment.

2. EFFECTS ON TRANSPORTATION SYSTEM

If the proposed adverse abandonment is granted, there will be no transfers or salvage of the tracks, and there will be no changes in the level of service; there will merely be a conversion of the status of the tracks from “line of railroad” back to private tracks. Therefore, the abandonment of the Line would have no effect on the transportation system. Applicant served notice of the proposed abandonment upon agencies that would be concerned with the transportation system including the State of New Jersey through Governor Chris Christie (“New Jersey”), Gloucester County, NJ (the “County”) and the New Jersey Department of Transportation (“NJDOT”). *See* letters attached as part of Exhibit A. No response has been received from either agency.

3. LAND USE

Since rail operations will continue to and within the Refinery without change in the level of service, Applicant is unaware of any regional or local land use patterns with which the proposed abandonment would be inconsistent.

i. Applicant served notice of the proposed abandonment upon the following agencies that may be concerned with land use issues: New Jersey, the County, New Jersey Department of Environmental Protection – Division of Land Use Regulation (“NJDEP”), Delaware River Basin Commission, U.S. EPA, Region 2 (“EPA”), U.S. National Park Service (Northeast Region) (the “Park Service”), NRCS – Service Center Office – Woodstown Service Center (“NRCS – Woodstown”), NRCS – State Office (“NRCS – State”), and U.S. National Geodetic Survey, NOAA, Geodetic Services Division (“NOAA”). Copies of these letters are attached as part of Exhibit A. Copies of written responses received to date are attached as part of Exhibit B. Both written and oral responses are summarized on the Response Log attached as Exhibit C. Responses were not received from all agencies that received notices. The following is a summary of the responses received to date:

- In several telephone calls, NJDEP requested procedural information regarding the abandonment and confirmation that Applicant does not intend to remove tracks or disturb the surrounding area. In a follow-up email, the NJDEP stated that it did not anticipate any disturbance to the surrounding area.
- In a telephone call from NRCS-State, Applicant was requested to send an aerial map for further review of the area, which it did. In a subsequent letter, NRCS-State, noted that abandonment would have no impact on prime, statewide and unique farmland soils.
- NOAA initially indicated in a letter following Applicant’s initial inquiry, that no stations were found. In an email from NOAA following the second consultation letter, Applicant was advised that six (6) markers were observed but unless area was disturbed, no action was necessary.
- In a telephone call, EPA stated that since there were no proposed changes to the service area, it had no objections to the abandonment.

ii. The tracks are all located within an active refinery facility, and there will be no salvage or substantial change in operations as a result of the abandonment. Thus, Applicant does not believe that the proposed abandonment will have any adverse effect on any prime agricultural land. Consultation letters were provided to, among other agencies, NRCS–Woodstown and NRCS-State, copies of which are attached as part of Exhibit A. As noted above in paragraph 3 (i), NRCS-State indicated that the abandonment would have no impact on any prime agricultural land.

iii. Again, since no substantial changes in rail operations or salvage are contemplated, the abandonment should not be inconsistent with any coastal zone requirements. Applicant sent a consultation letter to the Delaware River Basin Commission and NJ Coastal Zone Management, Department of Environmental Protection (“NJ Coastal Zone Management”), copies of which are attached as part of Exhibit A, for comments on coastal zone issues. No response has been received to date.

iv. Since the tracks are located within an active refinery facility and will continue to be used to provide rail service, this right-of-way is not suitable for alternative public use.

4. **ENERGY**

There are no planned changes in railroad operations if the proposed abandonment were granted. Therefore,

- i. The proposed abandonment will have no effect on the transportation of energy resources.
- ii. The proposed abandonment will have no effect of recyclable commodities.
- iii. There will be no effect on overall energy efficiency.

iv. The proposed abandonment will not divert any traffic from rail to motor carriage.

Thus, the effects of the proposed abandonment will not exceed the thresholds set forth in 49 CFR 1105.7(e)(4)(iv).

5. **AIR**

If the proposed abandonment is granted, there will be no change in railroad operations, and the proposed abandonment will not result in any increases in rail traffic or rail yard activity. Thus, the effects of the proposed abandonment will not exceed the thresholds set forth in 49 CFR 1105.7(e)(4)(v).

6. **NOISE**

Applicant does not believe that the proposed abandonment will result in any increase in noise levels since there are no proposed changes in railroad operations.

7. **SAFETY**

Applicant intends to contract with an experienced, safety-conscious switching contractor with experience with operations at refinery facilities. As such, Applicant does not believe that the proposed abandonment will have any adverse effect on public health or safety.

8. **BIOLOGICAL RESOURCES**

i. Applicant has consulted with the U.S. Fish and Wildlife Service (Region 5), as well as to the following agencies that may be concerned with biological resources: NJDEP, EPA, U.S. National Park Service (Northeast Region), NRCS-Woodstown and NRCS-State. Copies of these letters are attached as part of Exhibit A. The following is a summary of the only response (written or oral) received to date that is responsive to this issue:

- In a letter, the U.S. Fish and Wildlife Service responded that the abandonment was not anticipated to have any significant adverse impact to wetlands or federal listed endangered or threatened species.

A copy of the response is included as part of Exhibit B.

ii. Applicant does not believe that there are any wildlife sanctuaries or refuges, National or State parks or forests in the vicinity of the proposed abandonment. Notices of the proposed abandonment were sent to the following agencies: U.S. Fish and Wildlife Service (Region 5), NJDEP, Delaware River Basin Commission, EPA, U.S. National Park Service (Northeast Region), NRCS-Woodstown and NRCS-State. Copies of these letters are attached as part of Exhibit A. Copies of the written responses received are attached as part of Exhibit B. Both written and oral responses are summarized on the Response Log attached as Exhibit C. Responses were not received from all agencies that received notices. See Sections 3(i) and 8(i) above for summaries of the responses received from the listed agencies. None of the responses raise any issues with respect to wildlife sanctuaries, parks or forests.

9. WATER

i. The proposed abandonment does not involve any change in railroad operations or any salvage operations. Rail operations will continue to be handled in a manner that is consistent with the applicable local, State and Federal water quality standards. *See* Sections 3(i) and 8(i) above for a list of all agencies consulted by Applicant, and the responses received. As noted, the U.S. Fish and Wildlife Service does not expect that the abandonment will have a significant adverse impact on wetlands.

ii. Applicant consulted about the proposed abandonment with the U.S. Army Corps of Engineers (Philadelphia District). Copies of these letters are attached as part of Exhibit A. No response has been received.

iii. Consultation letters regarding the proposed abandonment were also sent to NJDEP and EPA. Copies of these letters are attached as part of Exhibit A. No responses have been received. Applicant does not believe that any Clean Water Act permits will be required as there will be no changes in railroad operations and no salvage as a result of the proposed abandonment.

10. PROPOSED MITIGATION

Since no adverse environmental impacts are expected, no mitigation is proposed.

11. ADDITIONAL INFORMATION FOR RAIL CONSTRUCTION

Not applicable.

12. CONSULTATION

As shown by the copies of the letters attached as Exhibit A, Applicant has consulted with the following agencies: State of New Jersey (Governor Chris Christie), NJDEP, EPA, U.S. National Park Service (Northeast Region), Delaware River Basin Commission, Gloucester County, NJ, U.S. Fish and Wildlife Service (Region 5), U.S. Army Corps of Engineers (Philadelphia District), NRCS-Woodstown, NRCS-State, NOAA, and NJ Coastal Zone Management. Written responses are attached as Exhibit B, and all responses, both written and oral, are summarized on the Response Log attached as Exhibit C.

13. CERTIFICATIONS

Applicant certifies that:

- i. It consulted with the agencies listed in 49 CFR 1105.7, as described in paragraph No. 12 above.
- ii. On this date, it sent copies of this Report to each of the agencies consulted, and to other parties to the proceeding, as shown on the certificate of service attached hereto.

iii. Notice of the Applicant's intent to file an application for adverse abandonment is being published in the *South Jersey Times* and in the *Courier-Post* on December 9, 16 and 23, 2013. A copy of the notice is intent is attached as Exhibit D. Proofs of publication from the *South Jersey Times* and the *Courier-Post* will be submitted upon receipt after the final publication.

iv. Applicant will not file its application for adverse abandonment authority until at least twenty (20) days after this Environmental/Historic Report has been filed with the Board.

HISTORIC REPORT (49 CFR 1105.8)

1. U.S.G.S. TOPOGRAPHIC MAP

A U.S.G.S. topographic map showing the location of the proposed abandonment is attached as Exhibit E. Also attached as part of Exhibit E is a track map showing the general layout of the tracks that comprise the Line. There are no structures over 50 years old or older that are proposed for abandonment.

2. DESCRIPTION OF RIGHT OF WAY

The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Conrail. From there the track enters and is located throughout Applicant's 970-acre Paulsboro, New Jersey refinery facility. The Line totals a distance of approximately 5.8 miles, and is all located in Gloucester County, New Jersey, and United States Postal Service ZIP Code 08066.

3. PHOTOGRAPHS OF HISTORIC STRUCTURE(S)

Not applicable.

4. DATES OF CONSTRUCTION OF HISTORIC STRUCTURE(S)

Not applicable.

5. HISTORY OF CARRIER OPERATIONS IN THE AREA

Common carrier operations have only been conducted over the Line since 2000 when SMS was first authorized to operate as a common carrier over the tracks of PRC. *See SMS Rail Service, Inc. – Acquisition and Operation Exemption - Valero Refining Company – New Jersey*, STB Finance Docket No. 33927 (served September 22, 2000). Prior to that time, common carrier service was provided to the Refinery by Conrail and its predecessors, and later by NS or CSX, or by Conrail as their agent. Prior to 2000, the tracks within the refinery facility (now owned by PRC) were private industrial plant tracks.

6. SUMMARY OF STRUCTURE DOCUMENTATION

Not applicable.

7. OPINION REGARDING CRITERIA FOR LISTING

Although there are no structures over 50 years old affected by the proposed abandonment, Applicant consulted about the proposed abandonment with the New Jersey Department of Environmental Protection – Historical Preservation Office (“SHPO”), a copy of which is attached as part of Exhibit A. In a response included as a part of Exhibit B, the SHPO acknowledged that no historic properties will be affected and that no Section 106 review is required.

8. ENVIRONMENTAL CONDITIONS

Applicant is unaware of any prior subsurface ground disturbance or fill, or environmental conditions which might affect the archeological recovery of resources or the surrounding terrain.

Further no salvage operations are planned as railroad service over the tracks will continue.

Respectfully submitted,



Eric M. Hocky
CLARK HILL THORP REED
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103-7041
(215) 640-8500

Attorneys for Paulsboro
Refining Company, LLC

Dated: December 9, 2013

EXHIBIT A



Carol D. Lydon
Paralegal
Direct Dial 215 640 8537
Email: clydon@thorpreed.com

ATTORNEYS AT LAW SINCE 1895

VIA FIRST CLASS MAIL

March 15, 2012

TO ALL AGENCIES PER ATTACHED SERVICE LIST:

Re: Paulsboro Refining Company LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 2)

Dear Sir/Madam:

This letter is to advise you that Paulsboro Refining Company LLC ("PRC") proposes to file an application seeking "adverse" authority for SMS Rail Service, Inc. ("SMS") to abandon its operations over approximately 5.8 miles of railroad tracks (the "Line") within the 970-acre Paulsboro, New Jersey refinery (the "Refinery") currently owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation, a distance of approximately 5.8 miles in Gloucester County, NJ. The Line is located in United States Postal Service ZIP Code 08066. A map of the railroad tracks is attached as Exhibit A.

PRC plans to file the application in STB Docket No. AB-1095 (Sub-No. 2) with the Surface Transportation Board ("STB") pursuant to 49 CFR Part 1152.

SMS has provided both common carrier services (interchanging traffic with the connecting Class I railroads), and plant switching services. If the requested abandonment authority is granted, PRC plans to perform its own plant switching through the use of a private contract operator, and to keep all tracks and related facilities in place. There will be no transfers or salvage if the proposed abandonment is granted. There are no expected changes in the level of service. PRC believes that the abandonment would not have a significant effect upon the environment.

Pittsburgh

Philadelphia

Wheeling

Wilmington

Princeton

Based upon information in our possession, the line does not contain federally granted rights of way. Any documentation in PRC's possession will be made available promptly to those requesting it.

Depending on the outcome of PRC's petition to the STB requesting certain waivers and exemptions, PRC may or may not have to prepare an environmental or historic report under the STB's regulations. In the event that such a report is required, we are consulting with appropriate agencies such as yours as to any concerns which they may have as to environmental effects of the proposed abandonment.

Thorpe Reed & Armstrong, LLP
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103-7041
215 640 8500
215 640 8501 Fax

We would appreciate an expression from you by **April 18, 2012** that, within the area of your authority, you do not perceive that the abandonment will have a significant effect upon the environment (or expressing any concerns that you have). If you have any



Page 2

questions about the proposed abandonment or if you need assistance in this matter, please call me at (215) 640-8537.

Thank you for your cooperation.

Very truly yours,

Carol D. Lydon

Enclosure (Map)

cc: Arthur G. Warden, III
Eric M. Hocky, Esquire

STB Docket No. AB-1095 (Sub-No. 2)

SERVICE LIST (EHR)

State of New Jersey,
Governor Chris Christie
P.O. Box 001
Trenton, NJ 08625

U.S. National Park Service
Northeast Region
U.S. Custom House
200 Chestnut Street, 5th Floor
Philadelphia, PA 19107

Mail Code 501-02A
NJ Department of Environmental
Protection
Division of Land Use Regulation
P.O. Box 420
Trenton, NJ 08625-0420

NRCS – Service Center Office
Woodstown Service Center
51 Cheney Road, Suite 2
Woodstown, NJ 08090-5428

Chad M. Bruner, County Administrator
Gloucester County
2 South Broad Street
P.O. Box 337
Woodbury, NJ 08096

NRCS – State Office
New Jersey State Office
220 Davidson Ave., 4th Floor
Somerset, NJ 08873-4115

U.S. EPA, Region 2
Jacob K. Javits Federal Building
290 Broadway
New York, NY 10007

U.S. National Geodetic Survey
NOAA, Geodetic Services Division
Room 9292, NGS/12
1315 East-West Highway
Silver Spring, MD 20910

U.S. Fish and Wildlife Service
Region 5
300 West Gate Center Drive
Hadley, MA 01035-9589

U.S. Army Corps of Engineers
Philadelphia District
The Wanamaker Building
100 Penn Square East
Philadelphia, PA 19107-3390

EXHIBIT A



Carol D. Lydon
Paralegal
Direct Dial 215 640 8537
Email: clydon@thorpreed.com

ATTORNEYS AT LAW SINCE 1895

VIA FIRST CLASS MAIL

March 22, 2012

New Jersey Historical Society
52 Park Place
Newark, NJ 07102

Re: Paulsboro Refining Company LLC - Adverse Abandonment - SMS Rail Service,
Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 2)

Dear Sir/Madam:

This letter is to advise you that Paulsboro Refining Company LLC ("PRC") proposes to file an application seeking "adverse" authority for SMS Rail Service, Inc. ("SMS") to abandon its operations over approximately 5.8 miles of railroad tracks (the "Line") within the 970-acre Paulsboro, New Jersey refinery (the "Refinery") currently owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation, a distance of approximately 5.8 miles in Gloucester County, NJ. The Line is located in United States Postal Service ZIP Code 08066. A map of the railroad tracks is attached as Exhibit A.

PRC plans to file the application in STB Docket No. AB-1095 (Sub-No. 2) with the Surface Transportation Board ("STB") pursuant to 49 CFR Part 1152.

SMS has provided both common carrier services (interchanging traffic with the connecting Class I railroads), and plant switching services. If the requested abandonment authority is granted, PRC plans to perform its own plant switching through the use of a private contract operator, and to keep all tracks and related facilities in place. There will be no transfers or salvage if the proposed abandonment is granted. There are no expected changes in the level of service. PRC believes that the abandonment would not have a significant effect upon the environment.

Based upon information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it.

Depending on the outcome of PRC's petition to the STB requesting certain waivers and exemptions, PRC may or may not have to prepare an environmental or historic report under the STB's regulations. In the event that such a report is required, we are consulting with appropriate agencies such as yours as to any concerns which they may have as to historic effects of the proposed abandonment

Based upon a review of its records, PRC believes that there are not any structures 50 years old or older that are part of the Line.

Pittsburgh

Philadelphia

Wheeling

Wilmington

Princeton

Thorpe Reed & Armstrong, LLP
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103-7041
215 640 8500
215 640 8501 Fax



Page 2

We would appreciate an expression from you by **April 18, 2012** that, within the area of your authority, you do not perceive that the abandonment will have a significant effect upon historical preservation (or expressing any concerns that you have). If you have any questions about the proposed abandonment or if you need assistance in this matter, please call me at (215) 640-8537.

Thank you for your cooperation.

Very truly yours,

Carol D. Lydon

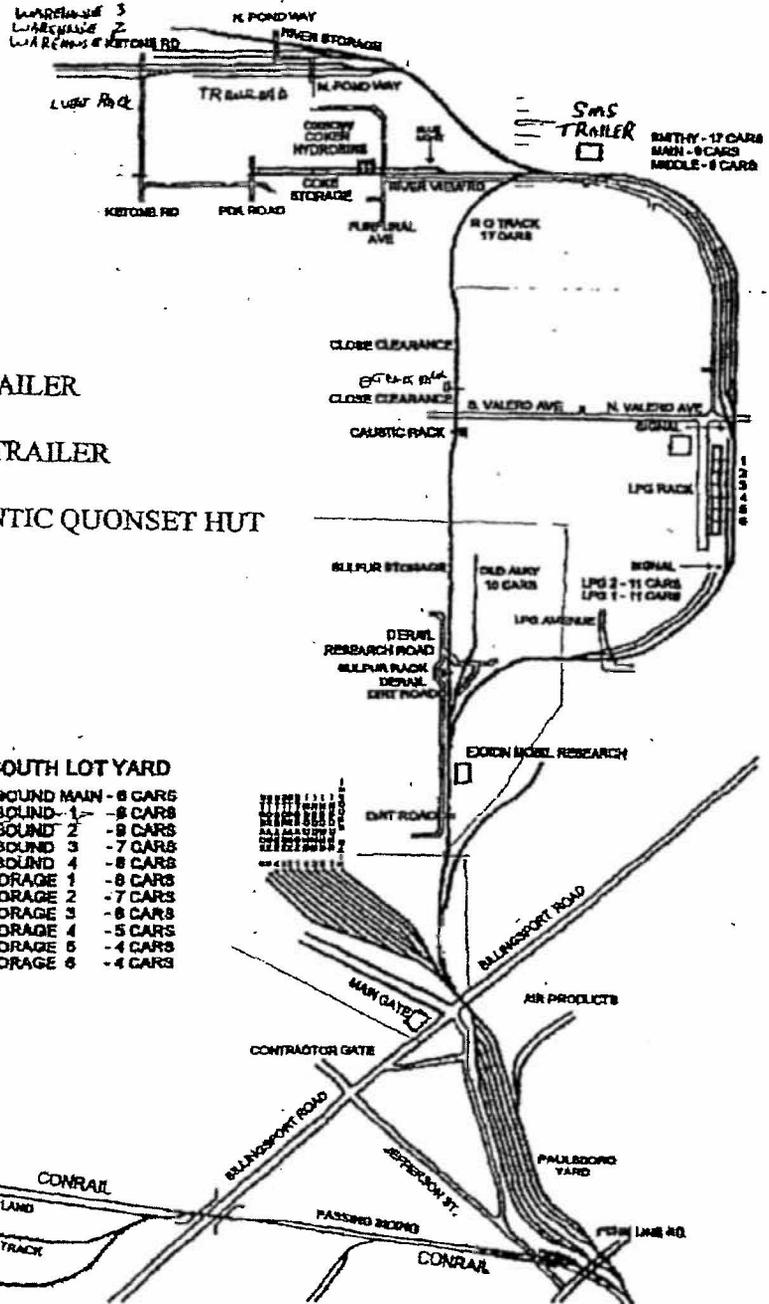
Enclosure (Map)

cc: Arthur G. Warden, III
Eric M. Hocky, Esquire

EXHIBIT A

MUSTER LOCATION MAP

**SMS RAIL LINES
PAULSBORO DIVISION
PAULSBORO, NJ**



- AREA 1 - SMS CREW TRAILER
- AREA 2 - LPG LOADER TRAILER
- AREA 3 - KENNY ATLANTIC QUONSET HUT
- AREA 4 - MAIN GATE

SOUTH LOT YARD

INSOUND MAIN	- 8 CARS
INSOUND 1	- 8 CARS
INSOUND 2	- 8 CARS
INSOUND 3	- 7 CARS
INSOUND 4	- 8 CARS
STORAGE 1	- 8 CARS
STORAGE 2	- 7 CARS
STORAGE 3	- 8 CARS
STORAGE 4	- 5 CARS
STORAGE 5	- 4 CARS
STORAGE 6	- 4 CARS



Carol D. Lydon
Paralegal
Direct Dial 215 640 8537
Email: clydon@thorpreed.com

ATTORNEYS AT LAW SINCE 1895

VIA FIRST CLASS MAIL

March 22, 2012

Delaware River Basin Commission
25 State Police Drive
P.O. Box 7360
West Trenton, NJ 08628-0360

Re: Paulsboro Refining Company LLC - Adverse Abandonment - SMS Rail Service,
Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 2)

Dear Sir/Madam:

This letter is to advise you that Paulsboro Refining Company LLC ("PRC") proposes to file an application seeking "adverse" authority for SMS Rail Service, Inc. ("SMS") to abandon its operations over approximately 5.8 miles of railroad tracks within the 970-acre Paulsboro, New Jersey refinery (the "Refinery") currently operated by SMS Rail Service, Inc. ("SMS") and owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation, a distance of approximately 5.8 miles in Gloucester County, NJ. The tracks are located in the United States Postal Service ZIP Code 08066. A map of the railroad tracks is attached as Exhibit A.

PRC plans to file an application in STB Docket No. AB-1095 (Sub-No. 2) with the Surface Transportation Board ("STB") pursuant to 49 CFR Part 1152 seeking authorization for SMS to abandon its service at the Refinery.

SMS has provided both common carrier services (interchanging traffic with the connecting Class I railroads), and plant switching services. If the requested abandonment authority is granted, PRC plans to perform its own plant switching through the use of a private contract operator, and to keep all tracks and related facilities in place. There are no expected changes in the level of service. PRC believes that the abandonment would not have a significant effect upon the environment.

Based upon information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it.

Depending on the outcome of PRC's request for certain waivers and exemptions, PRC may or may not have to prepare an environmental report under the STB's regulations. In the event that such a report is required, we are consulting with appropriate agencies such as yours as to any concerns which they may have as to environmental effects of the proposed abandonment.

Pittsburgh

Philadelphia

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Wilmington

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Delaware River Basin Commission
Page 2

Please advise us whether either segment is within New Jersey's coastal zone. If a segment is within the coastal zone, please advise further (1) if the proposed abandonment is an action listed for review in New Jersey's coastal zone management plan, and (2) if the action is so listed, whether the proposed action is consistent with the coastal zone management plan. We would appreciate a response from you by **April 18, 2012**. If you have any questions about the railroad's proposal or if you need assistance in this matter, please call me at (215) 640-8537.

Thank you for your cooperation.

Very truly yours,

Carol D. Lydon

Enclosure (Map)

cc: Arthur G. Warden, III
Eric M. Hocky, Esquire

EXHIBIT A

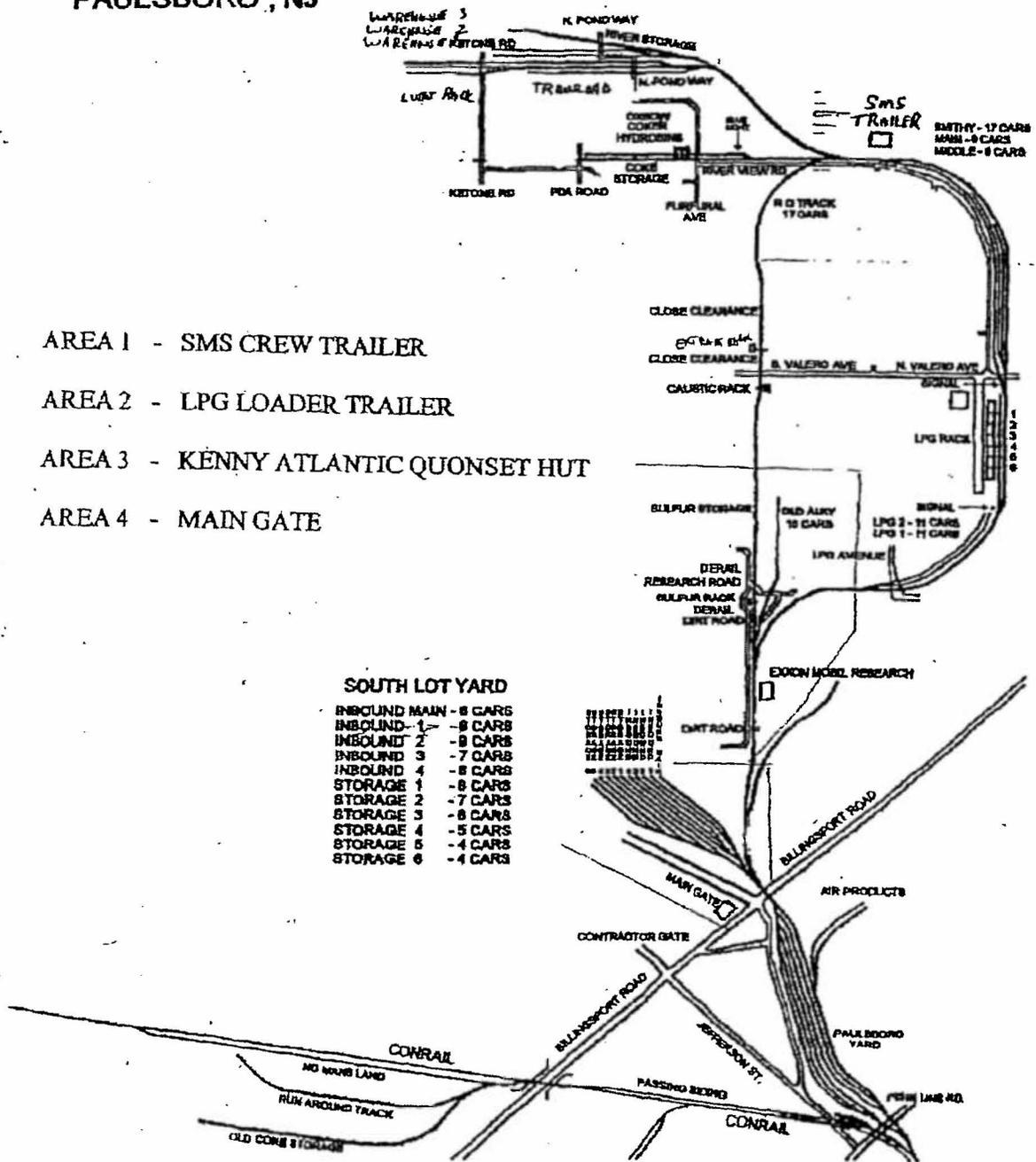
MUSTER LOCATION MAP

SMS RAIL LINES
PAULSBORO DIVISION
PAULSBORO, NJ

- AREA 1 - SMS CREW TRAILER
- AREA 2 - LPG LOADER TRAILER
- AREA 3 - KENNY ATLANTIC QUONSET HUT
- AREA 4 - MAIN GATE

SOUTH LOT YARD

INBOUND MAIN	- 8 CARS
INBOUND 1	- 8 CARS
INBOUND 2	- 8 CARS
INBOUND 3	- 7 CARS
INBOUND 4	- 8 CARS
STORAGE 1	- 8 CARS
STORAGE 2	- 7 CARS
STORAGE 3	- 8 CARS
STORAGE 4	- 5 CARS
STORAGE 5	- 4 CARS
STORAGE 6	- 4 CARS



CLARK HILL | THORP REED

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F 215.640.8501

clarkhillthorpreed.com

September 13, 2013

VIA FIRST CLASS MAIL

TO ALL AGENCIES ON THE ATTACHED
SERVICE LIST

Re: Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service,
Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)

Dear Sir/Madam:

This letter is to advise you that Paulsboro Refining Company LLC (“PRC”) proposes to file an application seeking “adverse” authority for SMS Rail Service, Inc. (“SMS”) to abandon its operations over approximately 5.8 miles of railroad tracks (the “Line”) within the 970-acre Paulsboro, New Jersey refinery (the “Refinery”) currently owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation, a distance of approximately 5.8 miles in Gloucester County, NJ. The Line is located in United States Postal Service ZIP Code 08066. A map of the railroad tracks is attached as Exhibit A.

PRC plans to file the application in STB Docket No. AB-1095 (Sub-No. 1) with the Surface Transportation Board (“STB”) pursuant to 49 CFR Part 1152, and the decision served by the STB in this proceeding on July 26, 2012.

SMS has provided both common carrier services (interchanging traffic with the connecting Class I railroads), and plant switching services. If the requested abandonment authority is granted, PRC plans to perform its own plant switching through the use of a private contract operator, and to keep all tracks and related facilities in place. There will be no transfers or salvage if the proposed abandonment is granted. There are no expected changes in the level of service. PRC believes that the abandonment would not have a significant effect upon the environment.

TO ALL AGENCIES ON THE ATTACHED SERVICE LIST

September 13, 2013

Page 2

Based upon information in our possession, the line does not contain federally granted rights of way. Any documentation in PRC's possession will be made available promptly to those requesting it.

In advance of preparing an environmental report as required by applicable STB regulations, we are consulting with appropriate agencies such as yours as to any concerns which they may have as to environmental effects of the proposed abandonment.

Please note that we previously consulted with you about this proposed abandonment in March 2012. However, given the passage of time, we are consulting with you again. Even if you previously responded, we would appreciate an updated response.

We would appreciate an expression from you by **October 16, 2013** that, within the area of your authority, you do not perceive that the abandonment will have a significant effect upon the environment (or expressing any concerns that you have). If you have any questions about the proposed abandonment or if you need assistance in this matter, please call me at (215) 640-8537.

Thank you for your cooperation.

Sincerely,

CLARK HILL THORP REED



Carol D. Lydon

CDL

Enclosure (map)

cc: Arthur G. Warden, III
Eric M. Hocky, Esquire

STB Docket No. AB-1095 (Sub-No. 1)

SERVICE LIST (EHR)

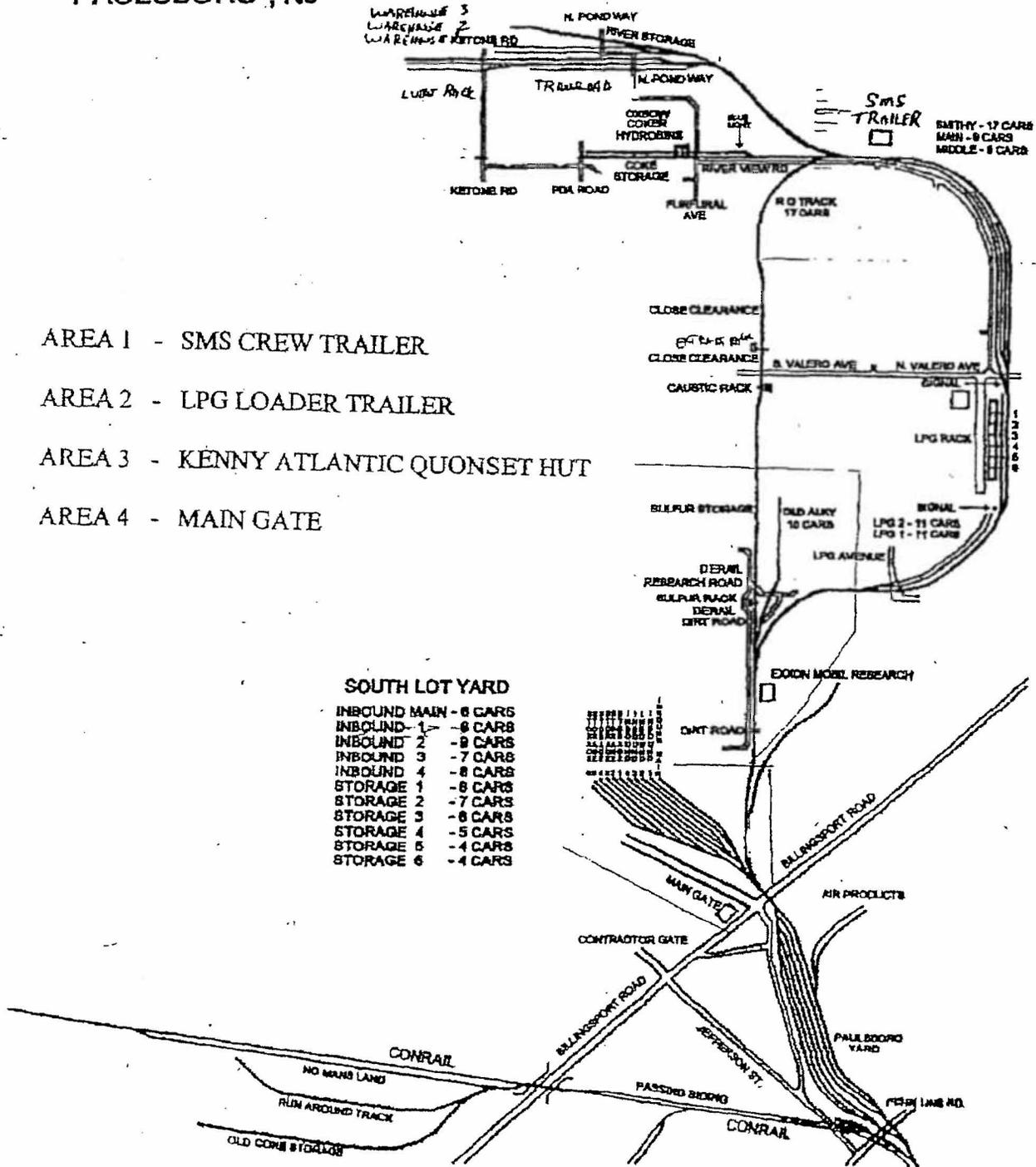
State of New Jersey Governor Chris Christie P.O. Box 001 Trenton, NJ 08625	U.S. National Park Service Northeast Region U.S. Custom House 200 Chestnut Street, 5th Floor Philadelphia, PA 19107
U.S. Army Corps of Engineers Philadelphia District The Wanamaker Building 100 Penn Square East Philadelphia, PA 19107-3390	NRCS – Service Center Office Woodstown Service Center 51 Cheney Road, Suite 2 Woodstown, NJ 08090-5428
Chad M. Bruner, County Administrator Gloucester County 2 South Broad Street P.O. Box 337 Woodbury, NJ 08096	NRCS – State Office New Jersey State Office 220 Davidson Ave., 4th Floor Somerset, NJ 08873-4115
U.S. EPA, Region 2 Jacob K. Javits Federal Building 290 Broadway New York, NY 10007	U.S. National Geodetic Survey NOAA, Geodetic Services Division Room 9292, NGS/12 1315 East-West Highway Silver Spring, MD 20910
U.S. Fish and Wildlife Service Region 5 300 West Gate Center Drive Hadley, MA 01035-9589	Department of Environmental Protection Division of Land Use Regulation P.O. Box 402 Trenton, NJ 08625

EXHIBIT A

MUSTER LOCATION MAP

SMS RAIL LINES
PAULSBORO DIVISION
PAULSBORO, NJ

- AREA 1 - SMS CREW TRAILER
- AREA 2 - LPG LOADER TRAILER
- AREA 3 - KENNY ATLANTIC QUONSET HUT
- AREA 4 - MAIN GATE



CLARK HILL | THORP REED

Carol D. Lydon
Paralegal
T 215.640.8537
F 215.640.8501
Email: clydon@clarkhillthorpreed.com

Clark Hill Thorp Reed
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103
T 215.640.8500
F 215.640.8501

clarkhillthorpreed.com

September 13, 2013

VIA FIRST CLASS MAIL

State of New Jersey
Department of Environmental Protection
Historic Preservation Office
P.O. Box 420
Trenton, NJ 08625-0420

Re: Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service,
Inc. in Gloucester County, NJ
STB Docket No. Ab-1095 (Sub-No. 1)

Dear Sir/Madam:

This letter is to advise you that Paulsboro Refining Company LLC (“PRC”) proposes to file an application seeking “adverse” authority for SMS Rail Service, Inc. (“SMS”) to abandon its operations over approximately 5.8 miles of railroad tracks (the “Line”) within the 970-acre Paulsboro, New Jersey refinery (the “Refinery”) currently owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation, a distance of approximately 5.8 miles in Gloucester County, NJ. The Line is located in United States Postal Service ZIP Code 08066. A map of the railroad tracks is attached as Exhibit A. Please note that this abandonment was originally begun in March 2012 and consult letters were sent at that time.

PRC plans to file the application in STB Docket No. AB-1095 (Sub-No. 1) with the Surface Transportation Board (“STB”) pursuant to 49 CFR Part 1152, and the decision served by the STB in this proceeding on July 26, 2012.

State of New Jersey
September 13, 2013
Page 2

SMS has provided both common carrier services (interchanging traffic with the connecting Class I railroads), and plant switching services. If the requested abandonment authority is granted, PRC plans to perform its own plant switching through the use of a private contract operator, and to keep all tracks and related facilities in place. There will be no transfers or salvage if the proposed abandonment is granted. There are no expected changes in the level of service. PRC believes that the abandonment would not have a significant effect upon the environment.

Based upon information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it.

Based upon a review of its records, PRC believes that there are not any structures 50 years old or older that are part of the Line.

In advance of preparing an environmental and historic report as required by applicable STB regulations, we are consulting with appropriate agencies such as yours as to any concerns which they may have as to historic effects of the proposed abandonment.

Please note that we previously consulted with you about this proposed abandonment in March 2012. However, given the passage of time, we are consulting with you again. Even if you previously responded, we would appreciate an updated response.

We would appreciate an expression from you by **October 16, 2013** that, within the area of your authority, you do not perceive that the abandonment will have a significant effect upon historical preservation (or expressing any concerns that you have). If you have any questions about the proposed abandonment or if you need assistance in this matter, please call me at (215) 640-8537.

Thank you for your cooperation.

Sincerely,

CLARK HILL THORP REED



Carol D. Lydon
Paralegal

CDL

Enclosure (map)

cc: Arthur G. Warden, III
Eric M. Hocky, Esquire

EXHIBIT A

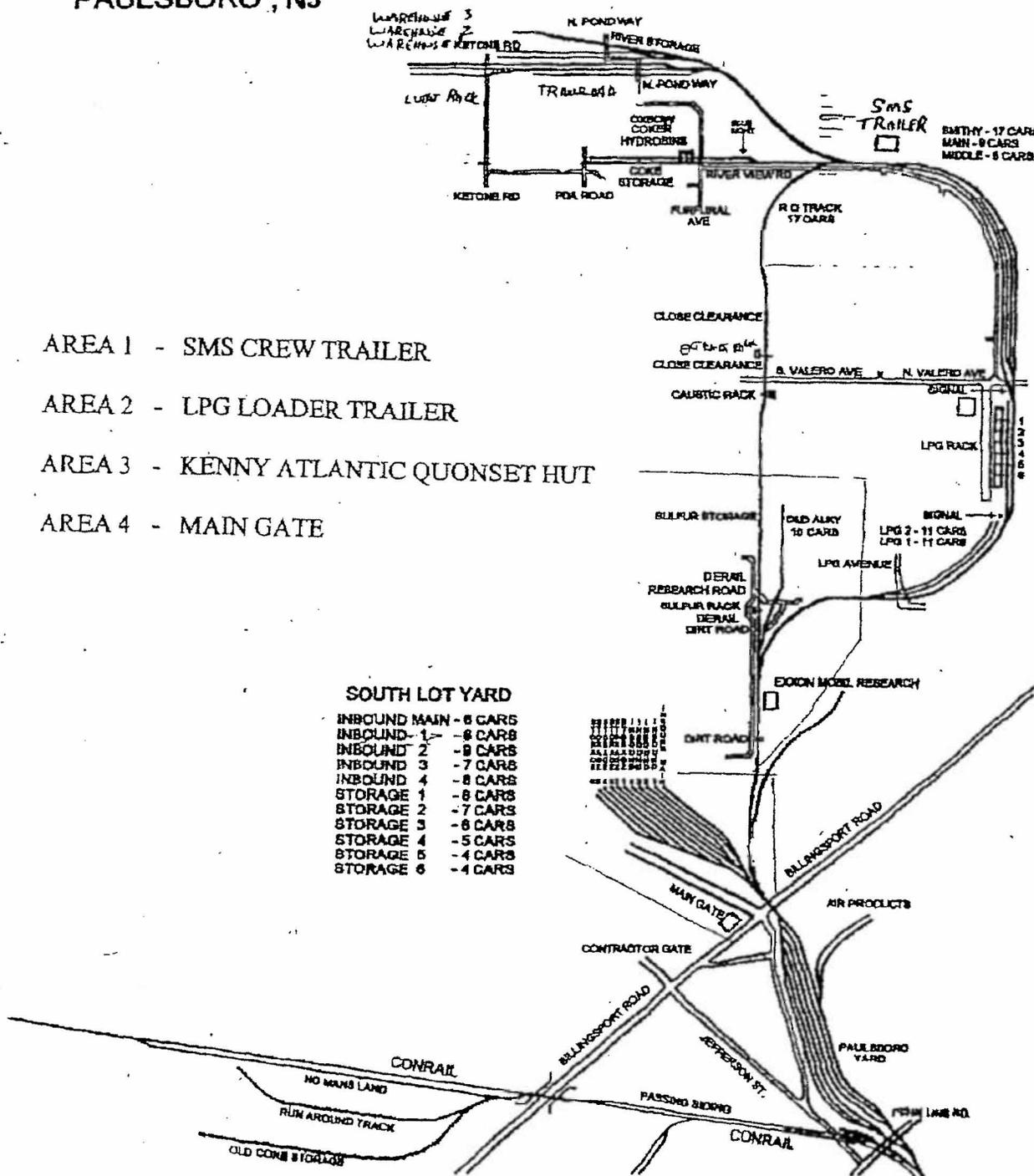
MUSTER LOCATION MAP

**SMS RAIL LINES
PAULSBORO DIVISION
PAULSBORO, NJ**

- AREA 1 - SMS CREW TRAILER
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- AREA 4 - MAIN GATE

SOUTH LOT YARD

INBOUND MAIN	- 8 CARS
INBOUND 1	- 8 CARS
INBOUND 2	- 8 CARS
INBOUND 3	- 7 CARS
INBOUND 4	- 8 CARS
STORAGE 1	- 8 CARS
STORAGE 2	- 7 CARS
STORAGE 3	- 8 CARS
STORAGE 4	- 5 CARS
STORAGE 5	- 4 CARS
STORAGE 6	- 4 CARS



CLARK HILL | THORP REED

Carol D. Lydon
Paralegal
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F 215.640.8501
Email: clydon@clarkhillthorpreed.com

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Suite 1000
Philadelphia, PA 19103
T 215.640.8500
F 215.640.8501

clarkhillthorpreed.com

September 13, 2013

VIA FIRST CLASS MAIL

NJ Coastal Zone Management
Department of Environmental Protection
P.O. Box 418
401 East State Street
Trenton, NJ 08625

Re: Paulsboro Refining Company; LLC - Adverse Abandonment - SMS Rail Service,
Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)

Dear Sir/Madam:

This letter is to advise you that Paulsboro Refining Company LLC ("PRC") proposes to file an application seeking "adverse" authority for SMS Rail Service, Inc. ("SMS") to abandon its operations over approximately 5.8 miles of railroad tracks within the 970-acre Paulsboro, New Jersey refinery (the "Refinery") currently operated by SMS Rail Service, Inc. ("SMS") and owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation, a distance of approximately 5.8 miles in Gloucester County, NJ. The tracks are located in the United States Postal Service ZIP Code 08066. A map of the railroad tracks is attached as Exhibit A.

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September 13, 2013

Page 2

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Based upon information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it.

In advance of preparing an environmental report as required by applicable STB regulations, we are consulting with appropriate agencies such as yours as to any concerns which they may have as to environmental effects of the proposed abandonment.

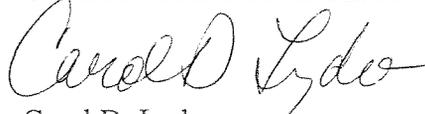
Please note that we previously consulted with you about this proposed abandonment in March 2012. However, given the passage of time, we are consulting with you again. Even if you previously responded, we would appreciate an updated response.

Please advise us whether the tracks are within New Jersey's coastal zone. If the tracks are within the coastal zone, please advise further (1) if the proposed abandonment is an action listed for review in New Jersey's coastal zone management plan, and (2) if the action is so listed, whether the proposed action is consistent with the coastal zone management plan. We would appreciate a response from you by **October 16, 2013**. If you have any questions about the railroad's proposal or if you need assistance in this matter, please call me at (215) 640-8537.

Thank you for your cooperation.

Sincerely,

CLARK HILL THORP REED



Carol D. Lydon
Paralegal

CDL
Enclosure (map)

CC: Arthur G. Warden, III
Eric M. Hocky, Esquire

EXHIBIT A

MUSTER LOCATION MAP

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PAULSBORO DIVISION
PAULSBORO, NJ

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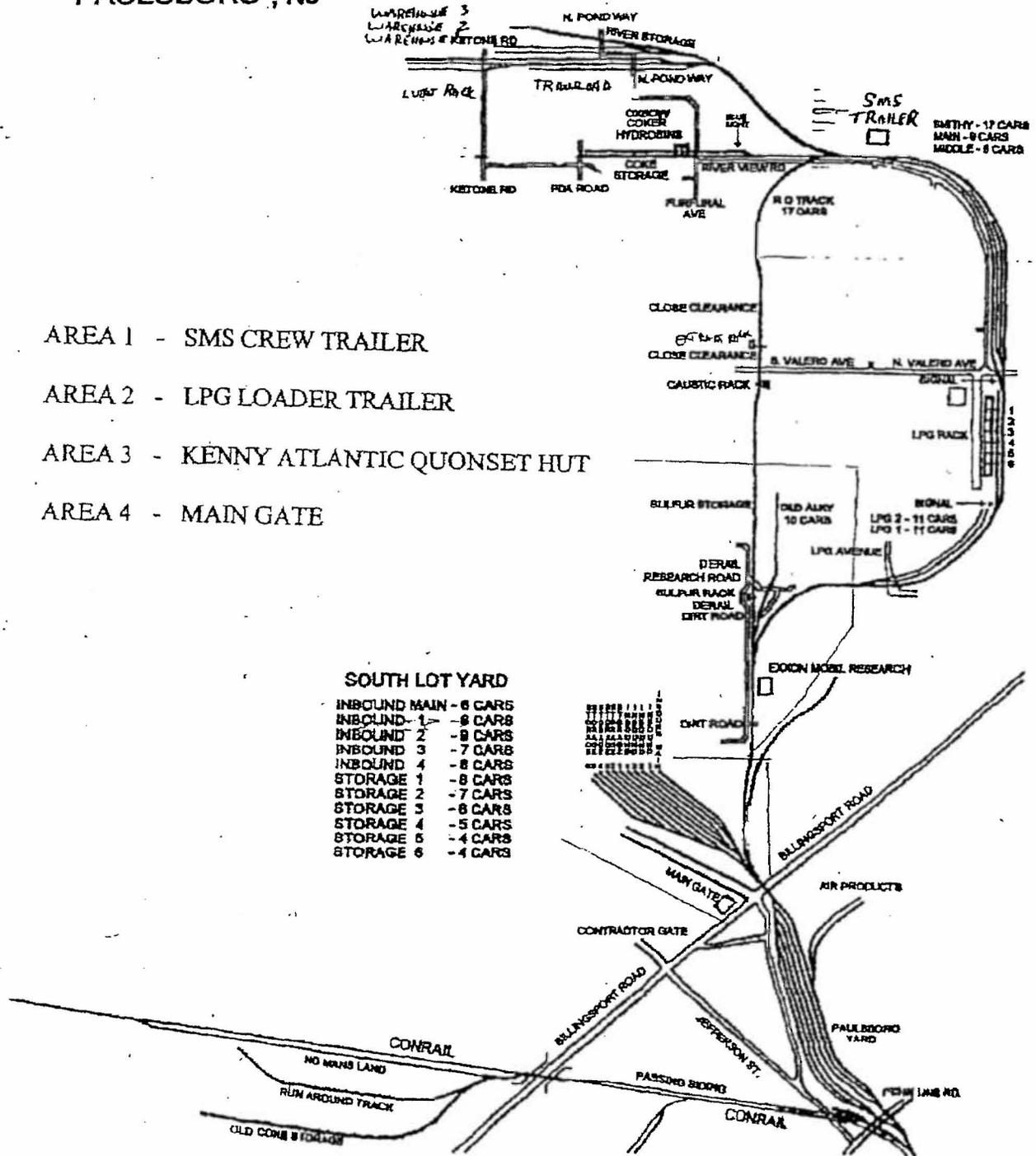


EXHIBIT B

United States Department of Agriculture



Natural Resources Conservation Service
220 Davidson Ave., 4th Floor
Somerset, NJ 08873

www.nj.nrcs.usda.gov

September 19, 2013

Carol D. Lydon
Paralegal/Notary
CLARK HILL | THORP REED
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103

Re: Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in
Gloucester County, NJ STB Docket No. AB-1095 (Sub-No. 1)

Dear Ms. Lydon:

This letter is in response to your e-mail of September 18, 2013 regarding the above project.
Thank you for providing the topographic map of the area.

The role of USDA NRCS is to provide information on the impact of a project on prime, statewide
and unique farmland soils only.

A review of the map which you provided indicates that the area of the abandonment is within an
existing refinery which is already converted to non-agricultural uses. Based on this review,
there is no impact on prime, statewide and unique farmland soils.

Please contact me with any further questions at 732-537-6054.

A handwritten signature in black ink that reads "Gregory J. Westfall".

Gregory J. Westfall
Resource Conservationist

Cc: Mona Peterson, USDA-NRCS

Helping People Help the Land

An Equal Opportunity Provider and Employer

CLARK HILL | THORP REED

13-1974-1C2

Carol D. Lydon
Paralegal
T 215.640.8537
F 215.640.8501
Email: clydon@clarkhillthorpreed.com

Clark Hill Thorp Reed
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103
T 215.640.8500
F 215.640.8501
clarkhillthorpreed.com

September 13, 2013

RECEIVED

SEP 17 2013

VIA FIRST CLASS MAIL

State of New Jersey
Department of Environmental Protection
Historic Preservation Office
P.O. Box 420
Trenton, NJ 08625-0420

HISTORIC PRESERVATION OFFICE

Re: Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service,
Inc. in Gloucester County, NJ
STB Docket No. Ab-1095 (Sub-No. 1)

Dear Sir/Madam:

This letter is to advise you that Paulsboro Refining Company LLC ("PRC") proposes to file an application seeking "adverse" authority for SMS Rail Service, Inc. ("SMS") to abandon its operations over approximately 5.8 miles of railroad tracks (the "Line") within the 970-acre Paulsboro, New Jersey refinery (the "Refinery") currently owned by PRC. The trackage extends northward from a connection 950 feet to the west of milepost 14 on the Paulsboro Industrial Track of Consolidated Rail Corporation, a distance of approximately 5.8 miles in Gloucester County, NJ. The Line is located in United States Postal Service ZIP Code 08066. A map of the railroad tracks is attached as Exhibit A. Please note that this abandonment was originally begun in March 2012 and consult letters were sent at that time.

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State of New Jersey
September 13, 2013
Page 2

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We would appreciate an expression from you by **October 16, 2013** that, within the area of your authority, you do not perceive that the abandonment will have a significant effect upon historical preservation (or expressing any concerns that you have). If you have any questions about the proposed abandonment or if you need assistance in this matter, please call me at (215) 640-8537.

Thank you for your cooperation.

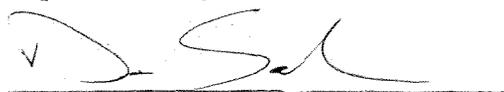
Sincerely,

CLARK HILL THORP REED



Carol D. Lydon
Paralegal

I concur with your finding that there are no historic properties affected within the project's area of potential effects. Consequently, pursuant to 36 CFR 800.4(d)(1), no further Section 106 consultation is required unless additional resources are discovered during project implementation pursuant to 36 CFR 800.13.


DANIEL S. SAMSORIS
Deputy State Historic Preservation Officer

11/4/2013
Date

CDL
Enclosure (map)
cc: Arthur G. Warden, III
Eric M. Hocky, Esquire

From: [Kosowski, Brett](#)
To: [Lydon, Carol](#)
Cc: [Maresca, Vincent](#); [Anderson, Ryan](#)
Subject: Paulsboro Refining Co., LLC
Date: Monday, September 23, 2013 4:50:37 PM

Carol D. Lydon
Clark Hill Thorp Reed
2005 Market Street, Suite 1000
Philadelphia, PA 19103

Re: Paulsboro Refining Company, LLC – Adverse Abandonment – SMS Rail Service, Inc. in
Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)

Dear Ms. Lydon,

The Division of Land Use Regulation, Coastal Bureau received your letter (dated September 13, 2013), regarding a notification to abandon existing railroad track(s) within the Paulsboro Refining Co. in Gloucester County NJ.

In review of your notification letter, its' our understanding of the project description as presented there shall be no transfers or salvage (i.e. land disturbance) of any railroad track(s) if the proposed abandonment is granted. Therefore, the Division does not have any concern since there is no disturbance. Please be advised, should our interpretation of the letter be incorrect or project change, please contact the Division for additional comments. In addition, a copy of your letter has been forwarded to the New Jersey Historic Preservation Office (NJHPO). Please contact Vincent Maresca by email at Vincent.Maresca@dep.state.nj.us if needed.

If there are questions concerning this email response or specified request, please do not hesitate to contact me by telephone (609) 777-0454, or email Brett.Kosowski@dep.state.nj.us

Sincerely,

Brett N. Kosowski



United States Department of the Interior

FISH AND WILDLIFE SERVICE

New Jersey Field Office
 927 North Main Street, Building D
 Pleasantville, New Jersey 08232
 Tel: 609-646-9310 Fax: 609-646-0352
<http://www.fws.gov/northeast/njfieldoffice>



IN REPLY REFER TO:
 12-CPA-0156

Carol D. Lydon, Paralegal
 Thorp Reed & Armstrong LLP
 2005 Market Street, Suite 1000
 Philadelphia, Pennsylvania 19103-7041
 Fax Number: (215) 640-8501

APR 4 2012

Reference: STB Docket No. AB-1095 (Sub-No. 1), Paulsboro Refining Company LLC – Adverse Abandonment – SMS Rail Service, Incorporated, Greenwich Township, Gloucester County, New Jersey

The U.S. Fish and Wildlife Service (Service) has reviewed the above-referenced proposed project pursuant to the Endangered Species Act of 1973 (87 Stat. 884, as amended; 16 U.S.C. 1531 *et seq.*) (ESA) ensuring the protection of federally listed endangered and threatened species. The following comments do not address all Service concerns for fish and wildlife resources and do not preclude separate review and comment by the Service as afforded by other applicable environmental legislation.

A known occurrence or potential habitat for the following federally listed or candidate species is located on or near the project's impact area. However, the Service concurs that the proposed project is not likely to adversely affect federally listed or candidate species for the reasons listed below.

Species	Basis for Determination
Bog turtle (<i>Clemmys muhlenbergii</i>) (threatened)	Unsuitable habitat

Except for the above-mentioned species, no other federally listed or proposed threatened or endangered flora or fauna under Service jurisdiction are known to occur within the proposed project's impact area. Therefore, no further consultation pursuant to the ESA is required. If additional information on federally listed species becomes available, or if project plans change, this determination may be reconsidered.

Please refer to this office's web site at <http://www.fws.gov/northeast/njfieldoffice/Endangered/> for further information including federally listed and candidate species lists, procedures for requesting ESA review, the National Bald Eagle Management Guidelines, and contacts for obtaining information from the New Jersey Natural Heritage and Endangered and Nongame Species Programs regarding State-listed and other species of concern.

Reviewing Biologist:

Carlo Popolizio

Authorizing Supervisor:

Ron Popowski

Lydon, Carol

From: Simon Monroe <simon.monroe@noaa.gov>
Sent: Thursday, April 26, 2012 12:00 PM
To: Lydon, Carol
Cc: Surface Transportation Board; Gilbert Mitchell; Simon Monroe
Subject: NGS Response, STB Docket AB-1095 (SUB NO. 002X)

> Thank you for sharing your railroad abandonment environmental report for
>
> PAULSBORO, Gloucester County, NEW JERSEY.
>
>
>
> Approximately 00 geodetic survey marks may be located in the area
> described.
> If marks will be disturbed by the abandonment, [THE RAILROAD] shall
> consult with the National Geodetic Survey (NGS) at least 90 days prior to
> beginning salvage activities that will disturb, or destroy any
> geodetic station
>
> marks described on the attached file. Additional advice is provided at
> <http://geodesy.noaa.gov/marks/railroads/>
>
>

|---|---|---|---|---|---|---|---|

No Stations Found.

Lydon, Carol

From: Simon Monroe <simon.monroe@noaa.gov>
Sent: Wednesday, September 18, 2013 10:05 AM
To: Lydon, Carol
Cc: Hocky, Eric M.; Surface Transportation Board; Lucy Hall - NOAA Federal; Simon Monroe
Subject: NGS Response, STB Docket AB-286 (SUB NO. 007X)

Thank you for sharing your railroad abandonment environmental report for
POMPTON PLAINS, Passaic, Morris County, NEW JERSEY.

Approximately 06 geodetic survey marks may be located in the area described. These marks may or may not be disturbed.

If marks will be disturbed by the abandonment, [THE RAILROAD] shall
consult with the National Geodetic Survey (NGS) at least 90 days prior to
beginning salvage activities that will disturb, or destroy any geodetic station
marks are described on the attached file. Additional advice is provided at
<http://geodesy.noaa.gov/marks/railroads/>

|---|----|-
-|-----|-----|-----|---|-|-----

|...|KV0192|. 1|88/ADJUSTED|N405809.....|W0741735.....|C...|G|B 13

|...|KV6715|. 3|88/RESET...|N405837.....|W0741745.....|B...|N|D 102
RESET

|...|KV0194|. 1|88/ADJUSTED|N405837.....|W0741743.....|B...|N|RV 35
ERIERR

|...|KV0188|. 1|88/ADJUSTED|N405612.....|W0741653.....|B...|G|175.63
NJGS

|...|KV0189|. 1|88/ADJUSTED|N405616.....|W0741656.....|B...|G|RV 31
ERIERR

|...|KV0187|. 1|88/ADJUSTED|N405531.....|W0741630.....|B...|G|RV 30
ERIERR

EXHIBIT C

**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

AGENCY	CONTACT	DATE SENT	DATE RESPONSE REC'D	FORM OF RESPONSE/SUMMARY
State of New Jersey, Governor Chris Christie P.O. Box 001 Trenton, NJ 08625 (609) 292-6000		3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i>		

**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

<p>Mail Code 501-02A Department of Environmental Protection Division of Land Use Regulation P.O. Box 420 Trenton, NJ 08625-0420</p>		<p>3/22/12 – consult letter sent; 9/13/13 – second consult letter sent.</p>	<p>9/17/13</p>	<p>9/17/13 – Telephone call from Brett Kosowki with questions about consult letter (more procedural, than specific). He will review and call back if more information is needed.</p> <p>9/18/13 – Telephone call from Brett Kosowski requesting confirmation that we do not intend to remove tracks or disturb the area in any way. Sent email with same information and also included copy of aerial map.</p> <p>9/23/13 – Email from Brett Kosowski that NJ-DEP does not anticipate any disturbance to the surrounding area.</p>
---	--	---	----------------	--

**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

			<p>(Cont'd)</p> <p><i>9/24/13 – Telephone call (voice mail) from Janice Arnett inquiring about abandonment and what we need from them to proceed.</i></p> <p><i>9/25/13 – Returned call to J. Arnett and left message.</i></p> <p><i>9/26/13 – Telephone call with J. Arnett explaining abandonment process. She will send response via mail or email before Oct.</i></p>
<p>Delaware River Basin Commission 25 State Police Drive P.O. Box 7360 West Trenton, NJ 08628- 0360 (609) 883-9500</p>		<p><i>3/22/12 – consult letter sent; 9/13/13 – second consult letter sent.</i></p>	

**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

<p>Chad M. Bruner, County Administrator Gloucester County 2 South Broad Street P.O. Box 337 Woodbury, NJ 08096 (856) 853-3275</p>		<p>3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i></p>		
<p>U.S. EPA, Region 2 Jacob K. Javits Federal Building 290 Broadway New York, NY 10007 (212) 637-3000</p>		<p>3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i></p>	<p>10/17/13</p>	<p><i>Telephone call from Lingard Knutson. Since nothing is changing, there are no objections. The site may be on the Soul Source Aquifer – may want to check (advised that Coastal consult letter was sent.)</i></p>
<p>U.S. Fish and Wildlife Service Region 5 300 West Gate Center Drive Hadley, MA 01035-9589 (413) 253-8200</p>		<p>3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i></p>	<p>4/4/12</p>	<p>Letter stating that abandonment is not likely to affect species in the area</p>

**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

<p>U.S. Army Corps of Engineers Philadelphia District The Wanamaker Building 100 Penn Square East Philadelphia, PA 19107-3390</p>		<p>3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i></p>		
<p>U.S. National Park Service Northeast Region U.S. Custom House 200 Chestnut Street, 5th Floor Philadelphia, PA 19107 (215) 597-7013</p>		<p>3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i></p>		
<p>NRCS – Service Center Office Woodstown Service Center 51 Cheney Road, Suite 2 Woodstown, NJ 08090-5428 (856) 769-1126</p>		<p>3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i></p>		

**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

<p>NRCS – State Office New Jersey State Office 220 Davidson Ave., 4th Floor Somerset, NJ 08873-4115 (732) 537-6040</p>		<p>3/22/12 – consult letter sent; 9/13/13 – second consult letter sent.</p>	<p>9/17/13</p>	<p>9/17/13 - Telephone call from Gregory Westfall, requesting an aerial map. Sent same via email (Gregory.westfall@nj.usda.gov) on 9/18/13.</p> <p>9/19/13 – Received letter from Gregory Westfall stating that abandonment will have no impact on prime, statewide and unique farmland soils.</p>
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**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

<p>U.S. National Geodetic Survey NOAA, Geodetic Services Division Room 9292, NGS/12 1315 East-West Highway Silver Spring, MD 20910 (301) 713-3242</p>	<p>Simon</p>	<p>3/22/12 – consult letter sent; 9/13/13 – <i>second consult letter sent.</i></p>	<p>4/4/12</p>	<p>Telephone call from Simon requesting a new map showing beginning and end points of abandonment.</p> <p>Telephone call 4/10/12 to Simon informing him that we have no other map. Because the rail line is throughout the refinery, there is no specific beginning or ending point, and no mileposts.</p> <p>Received email on 4/26/12 advising that no stations were found.</p> <p><i>9/18/13 – Recived email from Simon Monroe. Six (6) markers are noted but unless area is disturbed, no action is necessary.</i></p>
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**ENVIRONMENTAL/HISTORICAL/COASTAL
RESPONSE LOG**

**Paulsboro Refining Company, LLC - Adverse Abandonment - SMS Rail Service, Inc. in Gloucester County, NJ
STB Docket No. AB-1095 (Sub-No. 1)**

<p>State of New Jersey Department of Environmental Preservation Historic Preservation Office P.O. Box 420 Trenton, NJ 08625-0420</p>	<p>Dan Saunders</p>	<p>9/13/13 – <i>Historical consult letter sent</i></p>	<p>11/21/13</p>	<p>11/21/13 – <i>Letter from HPO stating that no historic properties will be affected by the abandonment. No Section 106 review is required.</i></p>
<p>Delaware River Basin Commission 25 State Police Drive P.O. Box 7360 West Trenton, NJ 08628-0360</p>		<p>3/22/12 – consult letter sent</p>		
<p>NJ Coastal Zone Management Department of Environmental Protection P.O. Box 418 401 East State Street Trenton, NJ 08625</p>		<p>9/13/13 – <i>second consult letter sent</i></p>		

EXHIBIT D

STB No. AB 1095 (Sub-No. 1)

Notice of Intent to File Adverse Abandonment

Paulsboro Refining Company LLC (“Applicant”) gives notice that on or about December 31, 2013, it intends to file with the Surface Transportation Board, Washington, DC 20423, an application seeking the adverse abandonment of the approximately 5.8 miles of railroad tracks (the “Line”) currently operated by SMS Rail Service, Inc. (“SMS”) within the 970-acre Paulsboro, New Jersey refinery (the “Refinery”), which traverses through United States Postal Service ZIP Code 08066, in Gloucester County, New Jersey. There are no mileposts or stations associated with the Line. The reason for the proposed adverse abandonment is that Applicant, as the owner of the Refinery, has terminated SMS’s operating agreement in accordance with its terms. Applicant determined that it no longer needed SMS to provide common carrier service, and that it preferred to do its own intra-plant switching through the services of a private non-carrier switching contractor. SMS has refused to seek abandonment on its own. Applicant is seeking adverse abandonment authority so that it can proceed to evict SMS under New Jersey state law. Based on information in our possession, the Line does not contain federally granted rights-of-way. Any documentation in the Applicant’s possession will be made available promptly to those requesting it.

The interest of railroad employees will be protected by Oregon Short Line Railroad Co.--Abandonment--Goshen, 360 ICC 91 (1979). The application will include the Applicant's entire case for adverse abandonment.. Any interested person, after the application is filed (on or about December 31, 2013), may file with the Surface Transportation Board written comments concerning the proposed adverse abandonment or protests to it. These filings are due 45 days from the date of filing of the application. Based on waivers and exemptions granted by the Surface Transportation Board, this proposed abandonment will not be subject to a request for a public use condition under 49 U.S.C. 10905 (§1152.28 of the Board's rules). The Surface Transportation Board did not rule on whether a request for a trail use condition under 16 U.S.C. 1247(d) (§ 1152.29 of the Board's rules) will be permitted; however, if permitted, a request must be filed within 45 days from the date of filing of the application. Persons who may oppose the abandonment but who do not wish to participate fully in the process by appearing at any oral hearings or by submitting verified statements of witnesses, containing detailed evidence, should file comments. Persons interested only in seeking trail use conditions should also file comments. Persons opposing the proposed abandonment or discontinuance that do wish to participate actively and fully in the process should file a protest. Protests must contain that party's entire case in opposition including the following:

- (1) Protestant's name, address and business.
- (2) A statement describing protestant's interest in the proceeding including:
 - (i) A description of protestant's use of the line;
 - (ii) If protestant does not use the line, information concerning the group or public interest it represents; and
 - (iii) If protestant's interest is limited to the retention of service over a portion of the line, a description of the portion of the line subject to protestant's interest (with any designations as may be available) and evidence showing that the applicant can

operate the portion of the Line profitably, including an appropriate return on its investment for those operations.

- (3) Specific reasons why protestant opposes the application including information regarding protestant's reliance on the involved service [this information must be supported by affidavits of persons with personal knowledge of the fact(s)].
- (4) Any rebuttal of material submitted by Applicant.

In addition, a commenting party or protestant may provide a statement of position and evidence regarding:

- (i) Environmental impact;
- (ii) Impact on rural and community development;
- (iii) Recommended provisions for protection of the interests of employees;
- (iv) Prospective use of the right-of-way for interim trail use and rail banking under 16 U.S.C. 1247(d) and §1152.29.

Written comments and protests will be considered by the Board in determining what disposition to make of the application. The commenting party or protestant may participate in the proceeding as its interests may appear.

If an oral hearing is desired, the requester must make a request for an oral hearing and provide reasons why an oral hearing is necessary. Oral hearing requests must be filed with the Board no later than 10 days after the application is filed.

Those parties filing protests to the proposed abandonment should be prepared to participate actively either in an oral hearing or through the submission of their entire opposition case in the form of verified statements and arguments at the time they file a protest. Parties seeking information concerning the filing of protests should refer to §1152.25.

Written comments and protests, including all requests for trail use conditions, should indicate the proceeding designation STB No. AB 1095 (Sub-No. 1) and must be filed with the Chief, Section of Administration, Office of Proceedings, Surface Transportation Board, Washington, DC 20423-0001, no later than February 14, 2014 (or 45 days after the date Applicant files its application). Interested persons may file a written comment or protest with the Board to become a party to this abandonment proceeding. A copy of each written comment or protest shall be served upon the representative of the Applicant: Eric M. Hocky, Clark Hill Thorp Reed, One Commerce Square, 2005 Market Street, Philadelphia, PA 19103; 215-640-8500. The original and 10 copies of all comments or protests shall be filed with the Board with a certificate of service. Except as otherwise set forth in 49 CFR Part 1152, each document filed with the Board must be served on all parties to the abandonment proceeding. 49 CFR §1104.12(a).

In this adverse abandonment, the line sought to be abandoned will not be available for an offer of financial assistance for subsidy or sale for continued rail use, if the Board decides to permit the abandonment, in accordance with applicable laws and regulations (49 U.S.C. 10904 and 49 CFR §1152.27). Persons seeking further information concerning abandonment procedures may contact the Surface Transportation Board or refer to the full abandonment or discontinuance

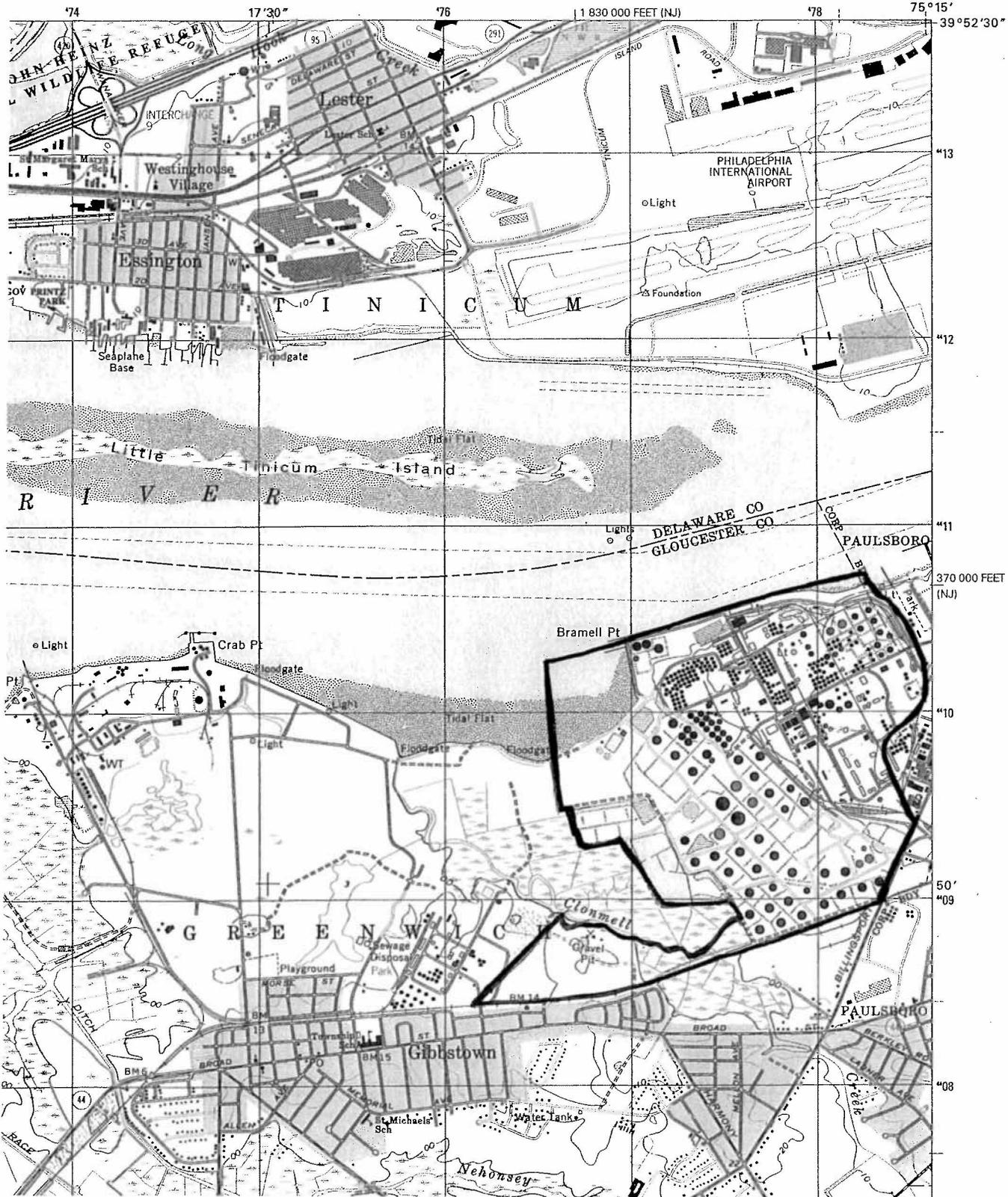
regulations at 49 CFR Part 1152. Questions concerning environmental issues may be directed to the Board's Section of Environmental Analysis.

A copy of the application will be available for public inspection on the Board's website on or after December 31, 2013 after it has been filed. Applicant shall furnish a copy of the application to any interested person proposing to file a protest or comment, upon request.

An environmental assessment (EA) (or environmental impact statement (EIS), if necessary) prepared by the Section of Environmental Analysis will be served upon all parties of record and upon any agencies or other persons who commented during its preparation. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. EAs in these abandonment proceedings normally will be made available within 33 days of the filing of the application. The deadline for submission of comments on the EA will generally be within 30 days of its service. The comments received will be addressed in the Board's decision. A supplemental EA or EIS may be issued where appropriate.

EXHIBIT E

BRIDGEPORT QUADRANGLE
NEW JERSEY-PENNSYLVANIA
7.5-MINUTE SERIES (TOPOGRAPHIC)



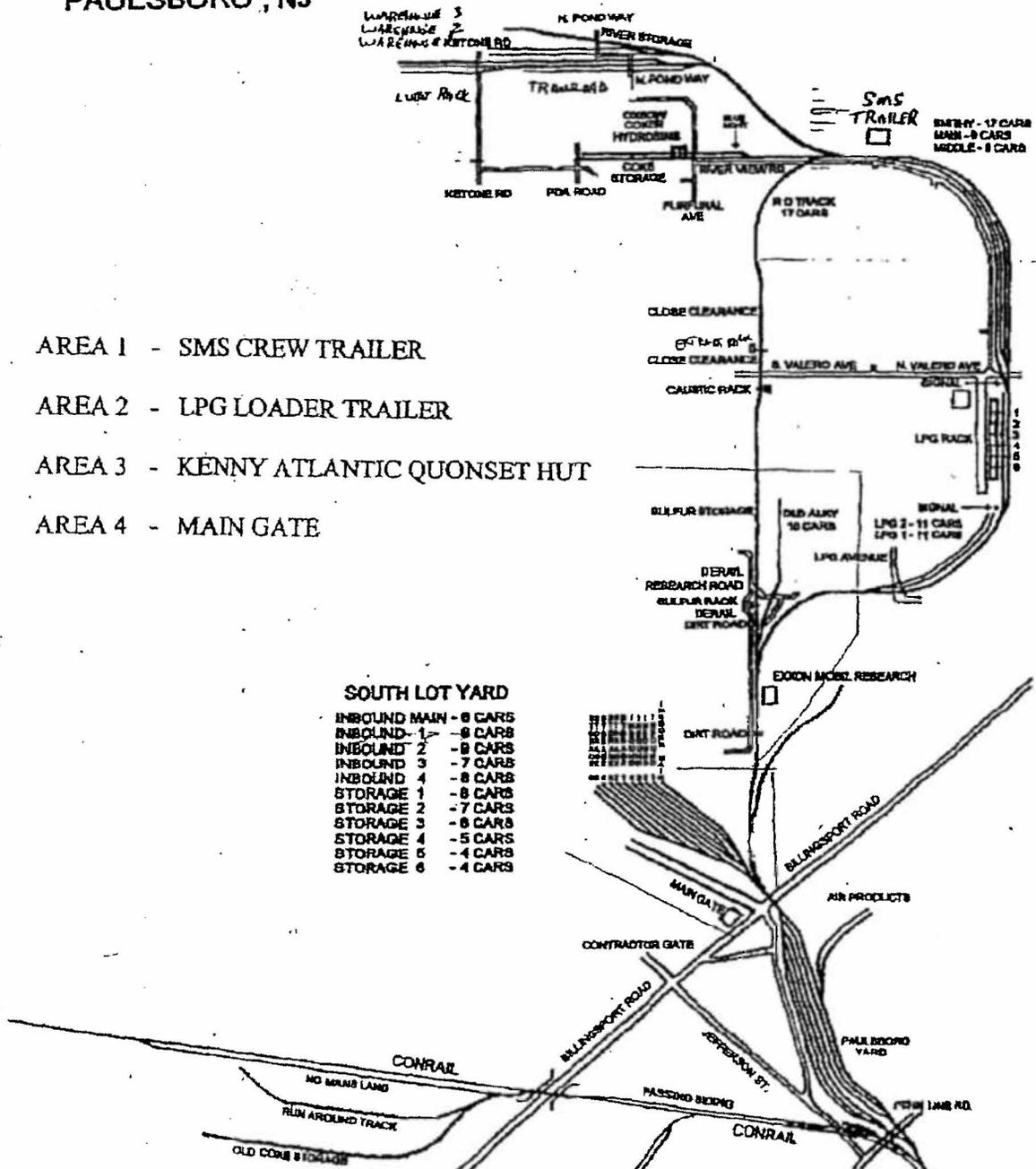
**SMS RAIL LINES
PAULSBORO DIVISION
PAULSBORO, NJ**

MUSTER LOCATION MAP

- AREA 1 - SMS CREW TRAILER
- AREA 2 - LPG LOADER TRAILER
- AREA 3 - KENNY ATLANTIC QUONSET HUT
- AREA 4 - MAIN GATE

SOUTH LOT YARD

INBOUND MAIN	- 8 CARS
INBOUND 1	- 8 CARS
INBOUND 2	- 8 CARS
INBOUND 3	- 7 CARS
INBOUND 4	- 8 CARS
STORAGE 1	- 8 CARS
STORAGE 2	- 7 CARS
STORAGE 3	- 8 CARS
STORAGE 4	- 5 CARS
STORAGE 5	- 4 CARS
STORAGE 6	- 4 CARS



CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of December, 2013, I served a copy of the foregoing Environmental/Historic Report on the persons listed below by first class mail, postage prepaid.

<p>State of New Jersey Governor Chris Christie P.O. Box 001 Trenton, NJ 08625</p>	<p>U.S. National Park Service Northeast Region U.S. Custom House 200 Chestnut Street, 5th Floor Philadelphia, PA 19107</p>
<p>U.S. Army Corps of Engineers Philadelphia District The Wanamaker Building 100 Penn Square East Philadelphia, PA 19107-3390</p>	<p>NRCS – Service Center Office Woodstown Service Center 51 Cheney Road, Suite 2 Woodstown, NJ 08090-5428</p>
<p>Chad M. Bruner, County Administrator Gloucester County 2 South Broad Street P.O. Box 337 Woodbury, NJ 08096</p>	<p>NRCS – State Office New Jersey State Office 220 Davidson Ave., 4th Floor Somerset, NJ 08873-4115</p>
<p>U.S. EPA, Region 2 Jacob K. Javits Federal Building 290 Broadway New York, NY 10007</p>	<p>U.S. National Geodetic Survey NOAA, Geodetic Services Division Room 9292, NGS/12 1315 East-West Highway Silver Spring, MD 20910</p>
<p>U.S. Fish and Wildlife Service Region 5 300 West Gate Center Drive Hadley, MA 01035-9589</p>	<p>New Jersey Department of Environmental Protection Division of Land Use Regulation P.O. Box 402 Trenton, NJ 08625</p>
<p>NJ Coastal Zone Management Department of Environmental Protection P.O. Box 418 401 East State Street Trenton, NJ 08625</p>	<p>New Jersey Department of Environmental Protection Historic Preservation Office P.O. Box 420 Trenton, NJ 08625-0420</p>

<p>Fritz R. Kahn Eighth Floor 1920 N street, NW Washington, DC 20036-1601</p>	<p>Jonathan Broder Conrail 1717 Arch Street, 32nd Floor Philadelphia, PA 19103</p>
<p>E.M. Fitzsimmons Nathan Goldman CSX Transportation, Inc. Law Department 500 Water Street, J150 Jacksonville, FL 32202</p>	<p>James A. Hixon William A. Galanko Norfolk Southern Railway Company Three Commercial Place Norfolk, VA 23510</p>
<p>Michael A. Carrocino Facility Manager ExxonMobil Research and Engineering Company 600 Billingsport Road Paulsboro, NJ 08066</p>	

By: Carol Lydon
Carol Lydon, Paralegal