

JOHN D. HEFFNER, PLLC

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j.heffner@verizon.net

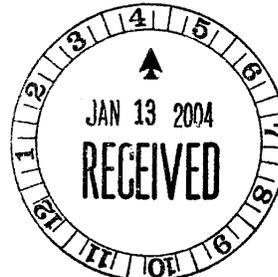
FILED

JAN 13 2004

**SURFACE
TRANSPORTATION BOARD**

BY HAND

209 859



January 13, 2004

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street
Washington, D.C. 20423-0001

FILE RECEIVED

JAN 13 2004

**SURFACE
TRANSPORTATION BOARD**

RE: FD No. 34460, Eyal Shapira - Continuance
in Control Exemption - Pennsylvania & Southern
Railway, LLC

FD No. 34461, Pennsylvania & Southern Railway, LLC
LLC - Operation Exemption - Cumberland Valley
Business Park and the Letterkenny Army Depot

Dear Mr. Williams:

On behalf of Petitioners Eyal Shapira and the Pennsylvania & Southern Railway, LLC, I am filing an original and ten copies of:

(1) a verified notice of exemption under 49 CFR 1180.2(d)(2) for the continuance in control by Eyal Shapira of Pennsylvania & Southern Railway, LLC, New York and Eastern Railway LLC, and Raritan Central Railway, L.L.C.

(2) a verified notice of exemption under 49 CFR 1150.31 for the operation by Pennsylvania & Southern Railway, LLC, of a line of railroad in the Cumberland Valley Business Park.

I am also enclosing one check payable to the Board for \$2,500 to cover the applicable filing fees and a computer disk formatted in WordPerfect 8.0 containing these filings.

**ENTERED
Office of Proceedings**

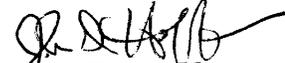
JAN 14 2004

**Part of
Public Record**

Hon. Vernon A. Williams
January 13, 2004
Page Two

Please date stamp and return one copy of this filing for our records.

Sincerely yours,



John D. Heffner

Enclosures

cc: Mr. Eyal Shapira

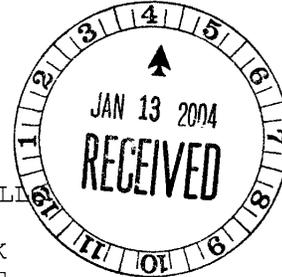
BEFORE THE
SURFACE TRANSPORTATION BOARD

ORIGINAL

209859

FEE RECEIVED
JAN 13 2004
SURFACE
TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34461



PENNSYLVANIA & SOUTHERN RAILWAY, LLC
-- OPERATION EXEMPTION --
CUMBERLAND VALLEY BUSINESS PARK
AND THE LETTERKENNY ARMY DEPOT

FILED

JAN 13 2004

SURFACE
TRANSPORTATION BOARD

ENTERED
Office of Proceedings

JAN 14 2004

Part of
Public Record

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10901 and 49 CFR 1150.31

NOTICE OF OPERATION OF RAIL LINE
INFORMATION REQUIRED BY 49 CFR 1150.33

Submitted By:

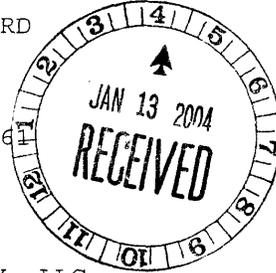
John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
(202) 263-4180

Counsel for Petitioner

Dated: January 13, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 3446



PENNSYLVANIA & SOUTHERN RAILWAY, LLC
-- OPERATION EXEMPTION --
CUMBERLAND VALLEY BUSINESS PARK
AND THE LETTERKENNY ARMY DEPOT

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10901 and 49 CFR 1150.31

NOTICE OF OPERATION OF RAIL LINE

INFORMATION REQUIRED BY 49 CFR 1150.33

Name and Address of Applicant 49 CFR 1150.33 (a)

Pennsylvania & Southern Railway, LLC
c/o Corporate Logistics
One Gateway Plaza
Suite 501B
Newton, MA 02458

Applicant's Representative 49 CFR 1150.33 (b)

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
(202) 263-4180

Statement of Agreement(s)

49 CFR 1150.33(c)

Pennsylvania & Southern Railway, LLC ("P&S") has executed a railroad operating agreement effective February 1, 2004, with the Franklin County General Authority ("the Authority"), a municipal authority in the Commonwealth of Pennsylvania, owner of the railroad facilities described below. The subject facilities are located inside the Cumberland Valley Business Park and the Letterkenny Army Depot (collectively referred to as the "CVBP/LEAD Property").¹

The trackage to be operated consists of approximately 25 track miles of track and right of way² and associated property on approximately 1200 acres of land. The subject trackage is located inside the Cumberland Valley Business Park in Chambersburg, Franklin County, PA.

The railroad plans to commence operations on or about February 1, 2004.

Operator of the Property

49 CFR 1150.33(d)

In all cases anticipated by this Notice, and as described in the transaction summary provided below, P&S will hold itself out to provide common carrier rail freight service over the subject rail facilities.

¹ The Authority's address is 5121 A Coffey Avenue, Chambersburg, PA 17201-8382.

² There are no mileposts.

Brief Summary of Transaction

49 CFR 1150.33(e)

The P&S is a newly established class III short line railroad which will be operating a line of railroad located on the subject property. The Authority owns easements to railroad trackage and facilities located within the CVBP and the LEAD as shown on the maps attached hereto as Exhibit A. The LEAD trackage was formerly owned by the U.S. Army (known as the Letterkenny Army Depot) and was subsequently conveyed to the Letterkenny Industrial Development Authority for industrial development purposes. Upon acquisition of this property several years ago, the Authority originally engaged an entity known as BethIntermodal, Inc. ("BI"), to operate this trackage on a noncommon carrier basis. The Authority plans to terminate the BI operating agreement and to substitute P&S as a common carrier operator effective February 1.

Concurrently with this filing, P&S' owner, Eyal Shapira, is submitting a notice of exemption allowing him to continue in control of P&S, the New York & Eastern Railway, LLC and Raritan Central Railway, L.L.C., two existing class III short line railroads. That proceeding is docketed as FD No. 34460.

This transaction qualifies for a class exemption under 49 CFR 1150.31 et seq., because it involves the common carrier operation of a rail line by a newly established class III short

line rail carrier.

Map

49 CFR 1150.33(f)

A series of Maps depicting the area to be served are attached as Exhibit A.

Certificate of Carrier Classification 49 CFR 1150.33(g)

P&S hereby certifies that the projected annual revenues will be less than \$5,000,000, within the Board's ceiling for classification as a class III railroad. A certificate complying with the provisions of 49 CFR 1150.33(g) is attached as Exhibit B to this notice.

Labor Protection

Under 49 U.S.C. 10901 labor protective conditions do not apply and will not be imposed. In any event, no employees will be adversely affected.

Caption Summary

49 CFR 1150.34

A caption summary in the prescribed form is attached as Exhibit C to this Notice.

Environmental and Historic Preservation Data 49 CFR 1105

Pursuant to 49 CFR 1105.6(c)(2), the proposed transaction is exempt from environmental review under 49 CFR 1105(c)(2)(i), because the actions proposed herein will not cause

any operating changes that exceed the thresholds established in 1105.7(e) (4) or (5).

In addition, this transaction is exempt from historic review under 1105.8(b) (1). Under this section, a sale, lease or transfer of a rail line is exempt if rail operations will continue. Further Board approval is required for the parties to abandon service, and there are no plans to dispose of or alter the properties subject to Board jurisdiction.

Respectfully submitted,

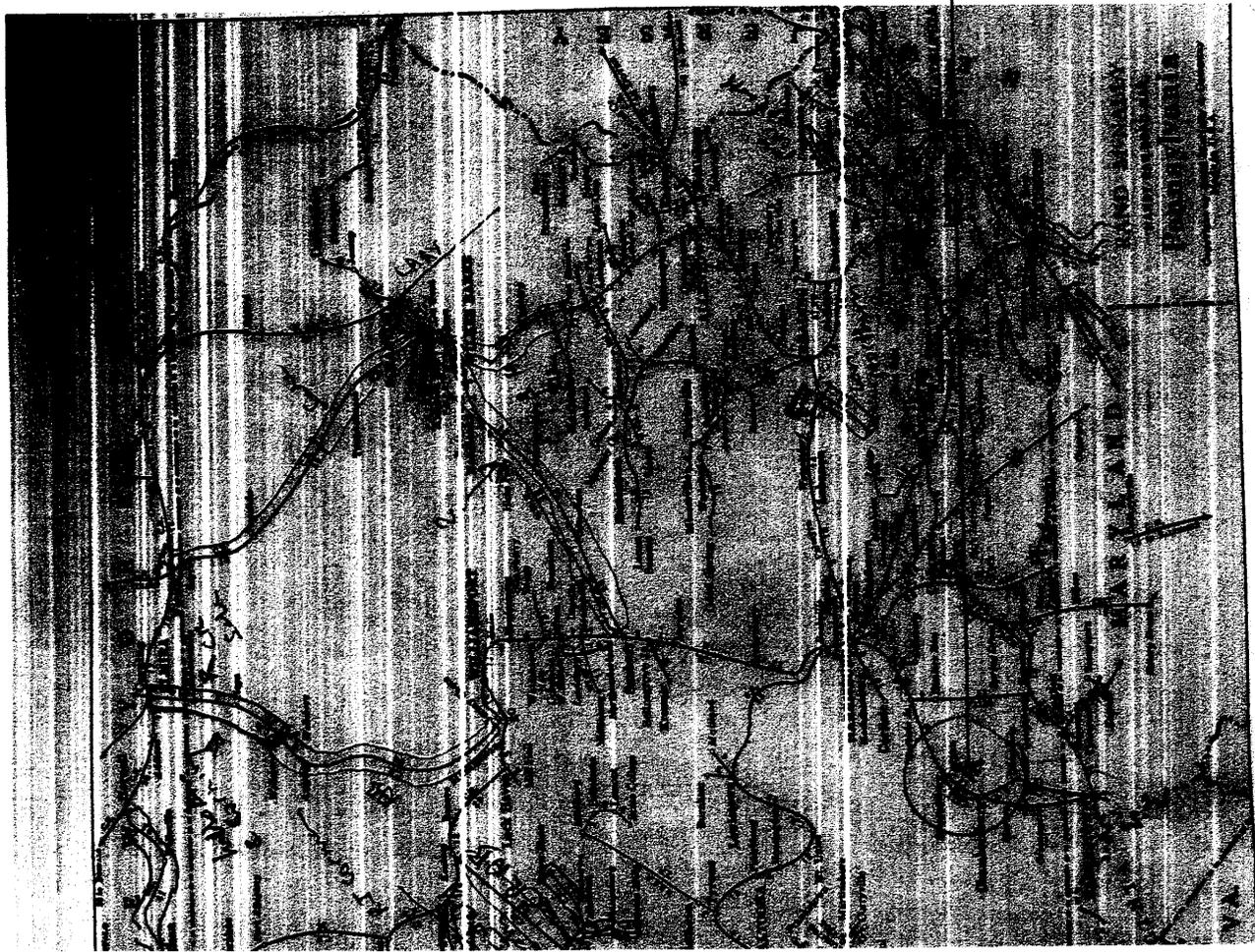


John D. Heffner
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Suite 800
Washington, D.C. 20036
(202) 263-4180

Counsel for Petitioner

Dated: January 13, 2004

FD No. 34461 Exhibit A, p. 1



Pennsylvania & Southern Railway, LLC

EXHIBIT B

CERTIFICATION

I, Eyal Shapira, an officer of the
Pennsylvania Southern Railway ("Pa. Southern") hereby certify under
penalty of perjury that the projected annual revenues of 76
Pennsylvania Southern Railway in the aggregate, will not exceed \$5,000,000, and
that Pa. Southern will be a Class III rail carrier as set
forth at 49 CFR 1201 (1-1) (a). Further, I certify that I am
qualified and authorized to make this certification on behalf of
Pennsylvania Southern Railway.



Signature

Eyal Shapira

EXHIBIT C

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34461

PENNSYLVANIA & SOUTHERN RAILWAY, LLC
-- OPERATION EXEMPTION --
CUMBERLAND VALLEY BUSINESS PARK
AND THE LETTERKENNY ARMY DEPOT

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10901 and 49 CFR 1150.31

NOTICE OF OPERATION OF RAIL LINE

The Pennsylvania & Southern Railway, LLC ("P&S"), a newly-created class III short line railroad, has filed a Verified Notice of Exemption under 49 CFR 1150.31 to operate the following rail property at the Cumberland Valley Business Park and the Letterkenny Army Depot collectively known as the CVBP/LEAD Property.

A line of railroad approximately 25 track miles in length occupying 1200 acres of land, all located inside the Cumberland Valley Business Park and the Letterkenny Army Depot in Chambersburg, Franklin County, PA.

Applicant intends to consummate this transaction on or about February 1, 2004.

This notice is filed under 49 C.F.R. 1150.31. If the notice

contains false or misleading information, the exemption is void ab initio. 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.

This transaction is related to STB Finance Docket No. 34460, Eyal Shapira-Continuance in Control Exemption - Pennsylvania & Southern Railway, LLC, wherein P&S' owner Eyal Shapira has concurrently filed a verified notice of exemption to continue in control of P&S upon its becoming a class III rail carrier.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34461 must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Branch, 1925 K Street, N.W., Washington, D.C. 20423-0001. In addition, a copy of each pleading must be served on:

John D. Heffner, Esq.
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C., 20036
Telephone: (202) 263-4180

(seal)

Vernon A. Williams
Secretary

VERIFICATION

STATE OF MA)
)
CITY OF NEWTON) SS

EVA L SHAPIRA, being duly sworn according to law,
hereby deposes and states that (s)he is authorized to make the
Verification, has read the foregoing document, and knows the
facts asserted therein are true and accurate as stated, to the
best of (her)his knowledge, information and belief.

E. Shapira

Subscribed and sworn to before me, a Notary Public, in and for
the City of Newton in the State of MA, this 12th
day of JAN 2004

Thomas Justin Smith

Notary Public

My Commission expires:

