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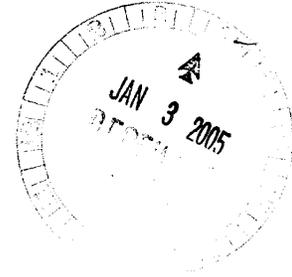
LINDA J. MORGAN  
TEL 202.662.5214  
FAX 202.778.5214  
LMORGAN@COV.COM

January 3, 2005

FILED

JAN - 3 2005

SURFACE  
TRANSPORTATION BOARD



BY HAND DELIVERY

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

Re: Finance Docket No. 34647, Hainesport Industrial Railroad, LLC --  
Acquisition and Operation Exemption

Dear Mr. Williams:

On behalf of Hainesport Industrial Railroad, LLC, please find enclosed for filing an original and ten (10) copies of a verified notice of exemption under 49 C.F.R. § 1150.31 for the acquisition and operation by Hainesport Industrial Railroad, LLC of tracks owned by Hainesport Industrial Park Railroad Association, Inc. in Hainesport, New Jersey.

I am also enclosing the filing fee of \$1,500 and a computer disk formatted in Microsoft Word and Adobe Acrobat containing this filing.

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

Sincerely,

*Linda J. Morgan*  
Linda J. Morgan

ENTERED  
Office of Proceedings

JAN - 4 2005

Part of  
Public Record

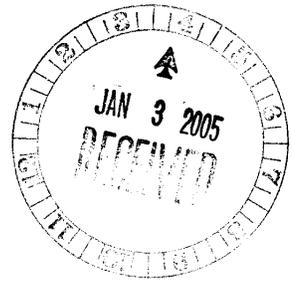
Enclosures

cc: Darryl Caplan



212913

BEFORE THE  
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 34647

HAINESPORT INDUSTRIAL RAILROAD, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
HAINESPORT INDUSTRIAL PARK RAILROAD ASSOCIATION, INC.

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VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 U.S.C. § 10901 AND 49 C.F.R. § 1150.31

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE  
INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

Submitted By:

Linda J. Morgan  
Covington & Burling  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
(202) 662-6000

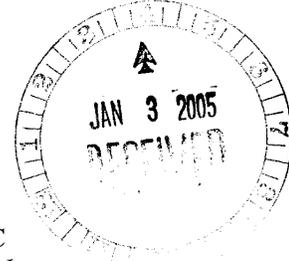
Counsel for Petitioner

ENTERED  
Office of Proceedings  
JAN - 4 2005  
Part of  
Public Record

Dated: January 3, 2005

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34647



HAINESPORT INDUSTRIAL RAILROAD, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
HAINESPORT INDUSTRIAL PARK RAILROAD ASSOCIATION, INC.

VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 U.S.C. § 10901 AND 49 C.F.R. § 1150.31

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE  
INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

**Name and Address of Applicant** 49 C.F.R. § 1150.33(a)

Hainesport Industrial Railroad, LLC  
950B Chester Avenue  
Delran, NJ 08075-1234

**Applicant's Representative** 49 C.F.R. § 1150.33(b)

Linda J. Morgan  
Covington & Burling  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
(202) 662-6000

**Statement of Agreement** 49 C.F.R. § 1150.33(c)

Hainesport Industrial Railroad, LLC has negotiated the terms of the acquisition and operation of the subject tracks with Hainesport Industrial Park Railroad Association, the current owner of the tracks, and Consolidated Rail Corporation, the current operator of the tracks. The parties expect to execute the agreement of sale in the next several weeks.

**Operator of the Property**

49 C.F.R. § 1150.33(d)

In all cases anticipated by this Notice, and as described in the transaction summary provided below, Hainesport Industrial Railroad, LLC will hold itself out to provide common carrier rail freight service over the subject rail tracks.

**Brief Summary of Proposed Transaction**

49 C.F.R. § 1150.33(e)

Hainesport Industrial Railroad, LLC is a newly established noncarrier that proposes to acquire and operate the subject rail tracks as a class III short line railroad. The tracks to be acquired will be transferred from Hainesport Industrial Park Railroad Association, Inc., which is located at the Hainesport Industrial Park, Township of Hainesport, Burlington County, New Jersey. Hainesport Industrial Railroad, LLC seeks to acquire approximately one (1) total route mile. The track is located within the Hainesport Industrial Park in the township of Hainesport, Burlington County, New Jersey, and connects with Conrail at the 12.6 milepost in the South Jersey Conrail Shared Assets Area. Applicant proposes to commence its operation of the subject tracks soon after the date this Verified Notice of Exemption is filed.

Initially, Hainesport Industrial Railroad, LLC will serve the needs of the current shippers in the Hainesport Industrial Park, which is served by the subject track. The rail services are used currently by Gallo Wine and Total Logistics. The members of Hainesport Industrial Park Railroad Association have no objection to the proposed transaction. *See* Exhibit D (Letter from Total Logistics). In addition, the operator, Conrail, has indicated that it has no objection to the proposed transaction.

**Map**

49 C.F.R. § 1150.33(f)

A map depicting the line to be acquired and operated is attached as Exhibit A.

**Certificate of Carrier Classification**

49 C.F.R. § 1150.33(g)

Hainesport Industrial Railroad, LLC certifies that the projected annual revenues of the carrier to be created by this transaction will not exceed the Class III carrier threshold. A certificate complying with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B to this notice.

**Caption Summary**

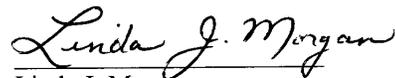
49 C.F.R. § 1150.34

A caption summary required by 49 C.F.R. § 1150.34 is attached as Exhibit C to this Notice.

**Environmental and Historical Impact**

Hainesport Industrial Railroad, LLC hereby certifies that the activities described above will not exceed the thresholds established in 49 C.F.R. §§ 1105.7(d)(4) or (5), that pursuant to 49 C.F.R. § 1105.6(c)(2) no environmental report need be prepared, and that the proposed activities will not affect any historic structures.

Respectfully submitted,



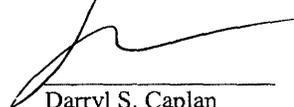
Linda J. Morgan  
Covington & Burling  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
(202) 662-6000

Counsel for Petitioner

Dated: January 3, 2005

**VERIFICATION**

I, Darryl S. Caplan, an officer of the Hainesport Industrial Railroad, LLC, declare under penalty of perjury that the foregoing Notice of Exemption, and the attached Exhibits, are true and correct. Further, I certify that I am qualified and authorized to file this pleading.

  
Darryl S. Caplan

Subscribed and sworn to before me, a Notary Public, on this 30<sup>th</sup> day of December, 2004.

  
Notary Public

(SEAL)

**KIM A. LEHUQUET DILKS**  
**NOTARY PUBLIC OF NEW JERSEY**  
**My Commission Expires Jan. 22, 2005**



MAP TO BE  
SCANNED  
LATER

Exhibit B

Exhibit B

**CERTIFICATION**

I, Darryl S. Caplan, an officer of the Hainesport Industrial Railroad, LLC, hereby certifies under penalty of perjury that the projected annual revenue of Hainesport Industrial Railroad, LLC in the aggregate, will not exceed the maximum amount for a Class III rail carrier as set forth in 49 C.F.R. § 1201. Further, I certify that I am qualified and authorized to make this certification on behalf of Hainesport Industrial Railroad, LLC.

  
Darryl S. Caplan

Exhibit C

Exhibit C

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34647

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HAINESPORT INDUSTRIAL RAILROAD, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
HAINESPORT INDUSTRIAL PARK RAILROAD ASSOCIATION, INC.

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Hainesport Industrial Railroad, LLC, a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to acquire Hainesport Industrial Park Association, Inc.'s rail line located in Burlington County, New Jersey. The line is located within the Hainesport Industrial Park in the township of Hainesport, and connects with Conrail at the 12.6 milepost in the South Jersey Conrail Shared Assets Area. The total route miles being acquired is approximately one (1).

Any comments must be filed with the Surface Transportation Board and served on Linda J. Morgan, Covington & Burling, 1201 Pennsylvania Avenue, N.W., Washington, D.C. 20004, telephone (202) 662-6000.

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.

Exhibit D

**TOTAL LOGISTICS**

P.O. Box 44, Hainesport Industrial Park, Hainesport, N.J. 08036 • (609) 261-9494 • Fax: (609) 265-1599

Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001

RE: Hainesport Industrial Railroad, LLC

Dear Secretary Williams:

Total Logistics submits this letter in support of the request by Hainesport Industrial Railroad, LLC to become a Class III shortline railroad.

Total Logistics is located within a development known as the Hainesport Industrial Park (the Park), in the Township of Hainesport, Burlington County, New Jersey. The Park is served by approximately one mile of railroad, which is used by shippers such as Total Logistics. The track is currently owned by the Hainesport Industrial Park Railroad Association, Inc (the Association), a New Jersey not-for-profit corporation. Total Logistics is a member of the Association and, along with the other member companies that use the railroad, is currently responsible for its pro-rata share of the Association's expenses for track maintenance and operations.

Total Logistics understands that Hainesport Industrial Railroad, LLC seeks to acquire, operate, and maintain the common rail in the Park. Total Logistics is fully supportive of this initiative.

Sincerely,

*Tom Wilks 12/22/04*  
*President*