

BAKER BOTTS LLP

218879
THE WARNER
1299 PENNSYLVANIA AVE., NW
WASHINGTON, D.C.
20004-2400

TEL +1 202.639.7700
FAX +1 202.639.7890
www.bakerbotts.com

AUSTIN
DALLAS
DUBAI
HONG KONG
HOUSTON
LONDON
MOSCOW
NEW YORK
RIYADH
WASHINGTON

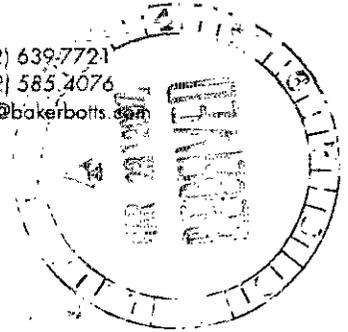
March 23, 2007

Via Hand Delivery

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: New England Transrail, LLC
FD-34797

Jeffrey Bauer
TEL +1 (202) 639-7721
FAX +1 (202) 585-4076
jeffrey.bauer@bakerbotts.com

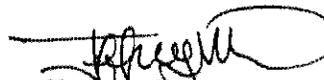


Dear Secretary Williams:

Enclosed for filing in Finance Docket Number 34797 are an original and ten (10) copies each of NET's Motion for Leave to Supplement the Record and Motion for Protective Order. Please time-stamp the extra copy and return it to our messenger.

Thank you in advance for your consideration.

Sincerely,


Jeffrey M. Bauer

ENTERED
Office of Proceedings

MAR 23 2007

Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 34797

**New England Transrail, LLC, d/b/a Wilmington & Woburn Terminal Railway—Petition
For An Exemption From 49 U.S.C. § 10901 To Acquire, Construct And Operate As A Rail
Carrier On Tracks and Land In Wilmington and Woburn, Massachusetts**



Motion for Leave to Supplement the Record

During the 15 months since New England Transrail, LLC (“NET”) filed its petition on December 5, 2005, NET has continued to engage in discussions with carriers and shippers who have indicated an interest in utilizing the NET Facility to facilitate the transportation of a variety of commodities. Although this proceeding was required to be completed within nine months (see 49 U.S.C. § 10502(b)), it has been delayed by the tactics of the National Solid Waste’s Management Association. As a result of that delay, the Record should be updated to accurately reflect the current facts regarding the commodities that are proposed to be transloaded at the NET Facility. Consistent with NET’s commitment to update the Board on project details, NET hereby requests the Board to allow NET to file the Supplemental Verified Statement of Robert W. Jones, III, which is attached hereto as Exhibit A. Mr. Jones is one of the managing principals of NET. In his Supplemental Verified Statement, Mr. Jones updates the Record regarding the nature of the commodities that are proposed to be transported to and from the NET Facility. This information provides further factual support for the Board to conclude that NET’s proposed operations constitute “transportation by rail carrier” subject to the exclusive jurisdiction of the Board. Accordingly, NET respectfully requests the Board to authorize the filing of Mr. Jones’

Supplemental Verified Statement and to consider the evidence set forth in the statement in its deliberations.

Respectfully submitted,

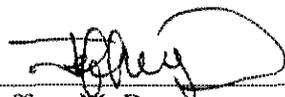


J. Patrick Berry
Jeffrey M. Bauer
BAKER BOTTS LLP
1299 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 639-7700

Attorneys for New England Transrail, LLC
Date: March 23, 2007

CERTIFICATE OF SERVICE

I do hereby certify that on this 23rd day of March, 2007, I served a copy of the Motion for Leave to Supplement the Record, by causing a copy to be delivered by first class mail, postage prepaid, to each person listed on the STB Service list for Finance Docket No. 34797.



Jeffrey M. Bauer

EXHIBIT

A

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 34797

**New England Transrail, LLC, d/b/a Wilmington & Woburn Terminal Railway—Petition
For An Exemption From 49 U.S.C. § 10901 To Acquire, Construct And Operate As A Rail
Carrier On Tracks and Land In Wilmington and Woburn, Massachusetts**

**Verified Statement of
Robert W. Jones, III**

1. My name is Robert Jones, and my business address is 24 River Road, Suite 19, Clifton, NJ, 07014. I am a managing member of New England Transrail, LLC (“NET”). I have been involved in NET’s proposal to build and operate a terminal railroad facility (“NET Facility”) on the property at 51 Eames Street, Wilmington, Massachusetts since the project was first conceived. As a managing member, I have been personally involved in discussions with a number of other carriers and potential shippers of various commodities.

2. NET is not affiliated in any way with shippers, manufacturers, or purchasers of commodities. Instead, it would operate as a full-service common carrier railroad. At NET’s rail facility, NET expects to receive and transload a wide range of commodities.

3. Prior to filing its petition in this proceeding, NET was engaged in discussions with a number of shippers and other carriers, many of whom formalized their interests in utilizing NET’s proposed transload facility in writing. Those shippers and carriers desired to use the NET Facility to receive, transload, and transport the following commodities:

- a. rock salt;

- b. aggregates;
- c. woodchips;
- d. coal fly ash; and
- e. natural gas liquids.

4. While this proceeding has been pending, NET has continued to market the NET Facility as a general service transload facility. Since NET filed its revised petition on December 5, 2005, NET has engaged in discussions with additional carriers and shippers of the following commodities:

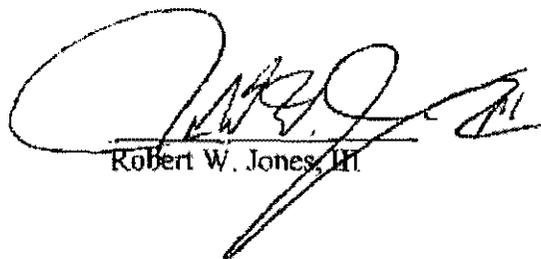
- a. corn syrup;
- b. biofuels;
- c. coal;
- d. lumber;
- e. construction stone;
- f. sheet metal; and
- g. cosmetics products.

5. To protect business confidences and confidential communications, the names of the businesses involved in the discussions listed above are set forth in the attached material that has been filed under seal subject to a protective order pursuant to 49 C.F.R. 1104.14. A Motion for Protective Order accompanies this verified statement.

6. NET understands from discussions with these and other shippers that they are making business decisions today to utilize carriers and transload facilities—like NET's—to facilitate the shipment of products to and from the Boston area. Each day that the NET Project

remains in question detrimentally affects the ability of railroads to attract capital, shippers, and other market participants.

Respectfully submitted,

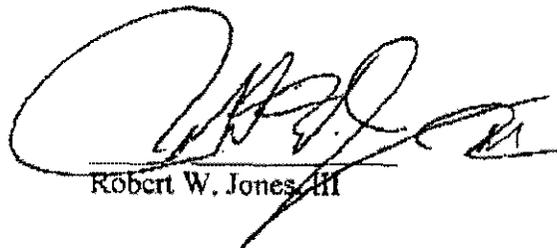


Robert W. Jones, III

VERIFICATION

I, Robert W. Jones, III, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on March 23, 2007.



Robert W. Jones, III

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

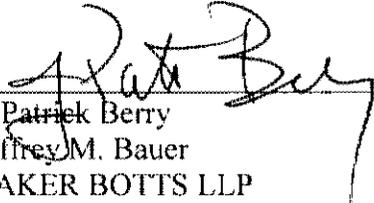
Finance Docket No. 34797

**New England Transrail, LLC, d/b/a Wilmington & Woburn Terminal Railway—Petition
For An Exemption From 49 U.S.C. § 10901 To Acquire, Construct And Operate As A Rail
Carrier On Tracks and Land In Wilmington and Woburn, Massachusetts**

MOTION FOR A PROTECTIVE ORDER

New England Transrail, LLC (“NET”) is filing concurrently with this Motion a sealed document containing confidential material pursuant to 49 C.F.R. § 1104.14. The document summarizes communications between NET and potential customers regarding NET’s capability to transload a variety of commodities at the NET Facility. Accordingly, pursuant to 49 C.F.R. § 1104.14, NET respectfully requests that the confidential material filed under seal with this Motion be maintained as confidential and not be made part of the public record, and that access to the confidential material be limited only to the Board.

Respectfully submitted,

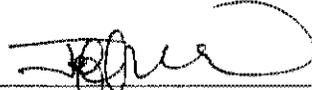


J. Patrick Berry
Jeffrey M. Bauer
BAKER BOTTS LLP
1299 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 639-7700

Attorneys for New England Transrail, LLC
Date: March 23, 2007

CERTIFICATE OF SERVICE

I do hereby certify that on this 23rd day of March, 2007, I served a copy of the Motion for Protective Order, by causing a copy to be delivered by first class mail, postage prepaid, to each person listed on the STB Service list for Finance Docket No. 34797.

A handwritten signature in black ink, appearing to read "Jeffrey M. Bauer", written over a horizontal line.

Jeffrey M. Bauer