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March 28, 2007

Via Electronic Filing

Mr. Vernon A. Williams
Office of the Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Re: Ashland Railroad Company - Finance and Operation Exemption
Finance Docket No. FD-34986

G. David Crane - Continuance and Control Exemption - Ashland Railroad, Inc.
Finance Docket No. FD-34987
Filing per the Decision of the Board of February 26, 2007

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Dear Mr. Williams:

This firm represents G. David Crane and the Ashland Railroad, Inc. (ASRR), a non carrier which is headquartered in New Hope, Pennsylvania. Per the Board's Decision in the above dockets decided February 26, 2007, Petitioners report that they are arranging meetings with Conrail, Norfolk Southern, and CSX Transportation in order to enter into an appropriate interchange agreement. They would not operate until the agreement was in place. In addition to the concerns expressed by the New Jersey Department of Environmental Protection, they have answered a letter received from NJDEP and is filing the response to the letter which gives to NJDEP and other concerned parties the intention of ASRR's operations. The questions in the letter come directly from a letter of NJDEP counsel received by the undersigned on February 20, 2007. Mr. Crane has operated the Ashland Railway in New Jersey primarily for Clayton Sand Company's shipments in the past and the new proposed operation of Ashland Railroad will also be primarily for Clayton Sand and its related companies. Please note that, in its answers to NJDEP, ASRR discusses that it would handle waste ONLY as a containerized commodity if, in

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fact, this commodity is tendered to it for shipment. The questions of NJDEP and the answers of ASRR and G.David Crane are enclosed herewith.

We would appreciate the Board's review of our filing and its granting of the Notice of Exemption for the Ashland Railroad, Inc., as well as Mr. Crane's Continuance in Control Exemption.

Thank you for your time and attention.

Sincerely,

CAPEHART & SCATCHARD, P.A.



John K. Fiorilla

JKF/ajd
Enclosure

cc: Ross D. Gertner, Esq.
Jonathan M. Broder, Esq.
Kevin P. Auerbacher, Esq.
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Stephen M. Richmond, Esq.
Mr. G. David Crane
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Division of Law
P.O. Box 093
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Re: STB Finance Docket Nos. FD-34986 and FD-34987

Dear Ms. Carter:

This firm represents G. David Crane and the Ashland Railroad, Inc. (ASRR), a non carrier which is headquartered in New Hope, Pennsylvania. This letter is a response to your letter of February 13, 2007, which we received on February 20, 2007. We are repeating each of the thirteen questions you posed of the petitioners above and answering them.

Question 1:

Will any waste materials - solid or hazardous - be handled in any manner or at any time at the proposed facility? Describe precisely what kind of materials will be handled at the proposed facility.

Answer to Question 1:

There are currently no plans to handle waste materials on the Ashland Railroad. There are no plans for any facility building. The railroad plans to handle brick, stone, sand, lumber, salt, and similar commodities on the railroad. However, if it is offered a waste commodity for shipment, it will accept it only as a containerized commodity.

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Question 2:

Does Ashland or Crane have a contract with any shipper to haul solid and/or hazardous waste? If there is no contract, has any shipper been provided with a rate quote or tariff rate?

Answer to Question 2:

There are no contracts with shippers to haul solid and/or hazardous waste. No tariff rates or rate quotes have been given for the movement of solid and/or hazardous waste.

Question 3:

Who are the shippers or proposed shippers for this facility? How and by whom have these shippers been solicited with respect to this facility?

Answer to Question 3:

The primary shipper is Clayton Sand Company and its subsidiaries. G. David Crane has a long standing business relationship with Clayton Sand to haul commodities for their companies. He has done this in the past on the Ashland Railway, Inc. at Lakewood, New Jersey. Crane and Ashland hope to attract other shippers to the facility once it is operating, but do not have any other proposed shippers at this time.

Question 4:

What is the proposed volume of shipments and does any shipper have a minimum volume shipment obligation?

Answer to Question 4:

The proposed volume of shipments is unknown at this time. No shipper has a volume shipment obligation for any commodity.

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Question 5:

Who is supplying rail cars that will be used for moving shipments? What type of rail cars?

Answer to Question 5:

The railroad industry will be supplying cars as it does for most common carrier shipments. Shippers may supply *their own cars for certain shipments*. The railroad expects to handle all types of cars, including box, gondola, flat, and covered hopper cars.

Question 6:

To where will the shipments go from the proposed facility, including the ultimate destination?

Answer to Question 6:

There is no particular destination for shipments which has been designated by the shipper. Cars are expected to be received from and shipped to destinations in the United States and possibly to and from ports for international shipping to continents other than North America.

Question 7:

From what sources is the shipment originating?

Answer to Question 7:

From various sources of the shipping public, but primarily from Clayton Sand, its quarries, and related facilities.

Question 8:

Has there been any communication with NJDEP or any other New Jersey agency concerning the proposed facility? Do Ashland and/or Crane intend to communicate with such agencies or seek approval for the proposed facility?

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Answer to Question 8:

Ashland and/or Crane have not had communication with New Jersey agencies since there are no approvals required from New Jersey agencies for the operations that Ashland intends to operate. Communication will be made with New Jersey Transit through Consolidated Rail Corporation with whom Ashland Railroad intends to interchange.

Question 9:

Do Ashland and/or Crane intend to comply with New Jersey regulations for the proposed facility? Who will be responsible for obtaining any environmental permits?

Answer to Question 9:

Ashland Railroad, which will be the operating entity, will comply with any applicable regulations to its operations. There is no plan to construct a "building" facility. If environmental permits are required for its operations, then Ashland Railroad will apply for them.

Question 10:

Will Ashland and/or Crane issues the bills of lading for the shipments?

Answer to Question 10:

No. The shippers of the railcars will issue the bills of lading, giving the railroad the shipping instructions as is common practice.

Question 11:

Have Ashland and/or Crane made any arrangements with trucking companies that will be bringing shipments into the facility? Which trucking companies? Has NJDEP permitted these trucking companies or will these companies be permitted? Will these trucking companies issue bills of lading? Have Ashland and/or Crane entered into any agreements with such trucking companies or will they?

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Answer to Question 11:

Ashland and/or Crane have not entered into any arrangements with trucking companies nor does it anticipate doing so. Ashland assumes that any trucks which might bring freight for handling will have any required permits. Truckers who bring freight will be hired by the shipper or consignee of the freight, not Ashland. It is unusual for trucking companies to be shippers or to issue a bill of lading, though they may act as an *intermediate carrier*. Ashland does not expect to receive bills of lading issued by truckers.

Question 12:

Will any of the shippers act as agent or contractor for Ashland and/or Crane?

Answer to Question 12:

No shipper will act as an agent for Ashland or Crane.

Question 13:

Will any of the shippers reimburse Ashland and or Crane for any costs associated with the proposed facility?

Answer to Question 13:

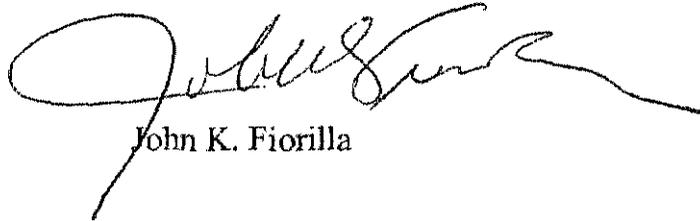
No Shippers and consignees will reimburse Ashland and/or Crane for any costs associated with the proposed operation.

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If you have any further questions or wish to meet with me and my client please advise.

Sincerely,

CAPEHART & SCATCHARD, P.A.



John K. Fiorilla

JKF/ajd

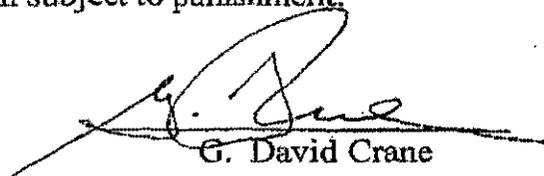
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VERIFICATION

I, G. David Crane hereby certifies that I have read the foregoing letters and I know the facts asserted therein, and that the same are true as stated to the best of my knowledge. I am aware that if any of the foregoing statements are willfully false, that I am subject to punishment.

March 27, 2007



G. David Crane