

MCCARTHY, SWEENEY & HARKAWAY, P.C.
SUITE 700
1825 K STREET, N.W.
WASHINGTON, D.C. 20006
(202) 775-5560
FAX (202)-775-5574

ANDREW P. GOLDSTEIN
apg@mshpc.com



April 23, 2010

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Office of Proceedings
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Public Record

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

RE: STB Finance Docket No. 35374
Port Harbor Railroad, Inc. – Lease and Operation Exemption –
Line of Tri-City Regional Port District

Dear Ms. Quinlan:

Enclosed for filing is a signed original and 10 copies of Verified Notice of Exemption for Lease and Operation of Rail Line Pursuant to 49 C.F.R. § 1150.

We enclose our check in the amount of \$1,800 as the filing fee for this Notice. Kindly use the extra copy of this transmittal letter and notice to record receipt of this filing and return it to our messenger.

Sincerely,

Andrew P. Goldstein
Attorney for
Port Harbor Railroad, Inc.

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APR 23 2010
SURFACE
TRANSPORTATION BOARD

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BEFORE THE
SURFACE TRANSPORTATION BOARD



STB FINANCE DOCKET NO. 35374

PORT HARBOR RAILROAD, INC.
- LEASE AND OPERATION EXEMPTION -
LINE OF TRI-CITY REGIONAL PORT DISTRICT

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VERIFIED NOTICE OF EXEMPTION
FOR LEASE AND OPERATION OF RAIL LINE
PURSUANT TO 49 C.F.R. § 1150.31

Andrew P. Goldstein
Angela M. Bish
McCarthy, Sweeney & Harkaway, P.C.
1825 K Street, N.W.
Suite 700
Washington, DC 20006
Phone: (202) 775-5560
Facsimile: (202) 775-5574

Attorneys for Applicant,
Port Harbor Railroad, Inc.

Dated: April 23, 2010

FILED
APR 23 2010
SURFACE
TRANSPORTATION BOARD

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, Port Harbor Railroad, Inc. (“Port Harbor”), a non-carrier Illinois corporation, hereby files this Verified Notice of Exemption to lease and operate rail property owned by the Tri-City Regional Port District (“Tri-City”), a non-carrier Illinois municipal corporation, in Madison County, Illinois. Tri-City’s property is occupied by industries that require rail service, which they presently receive via the railroad lines of the Terminal Railroad Association of St. Louis (“TRRA”), at M.P. 0.00, where TRRA’s lines end from M.P. 0.00 to M.P. 2.97, traffic is delivered via a contractor hired by Tri-City to provide switching service. The proposed transaction will provide more coordinated service to shippers by substituting Port Harbor as a common carrier between M.P. 0.00 and M.P. 2.97 and through industrial track agreements with Tri-City’s tenants when it is necessary for Port Harbor to provide switching service on the property of shippers. Tri-City is not now a common carrier and has no intention of becoming one, now or at the termination of its lease to Port Harbor.

Based upon projected revenues, Port Harbor expects to become a Class III rail carrier upon consummation of the transaction proposed herein.

In accordance with the requirements of 49 C.F.R. § 1150.33, Port Harbor submits the following information:

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

Port Harbor Railroad, Inc.
1635 West First Street
Suite 112
Granite City, IL 62040

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

Questions concerning this notice should be directed to Applicant's representatives at the following address:

Andrew P. Goldstein
Angela M. Bish
McCarthy, Sweeney & Harkaway, P.C.
1825 K Street, N.W.
Suite 700
Washington, D.C. 20006
Phone: (202) 775-5560

Statement of Agreements: 49 C.F.R. § 1150.33 (c)

Port Harbor expects to execute agreements with Tri-City to lease and operate the rail property at issue within five days. The rail property at issue, in Madison County, Illinois is occupied by industries that require rail service, which they presently receive via the railroad lines of the TRRA, at M.P. 0.00 on the Exhibit A map, and thereafter via a contractor hired by Tri-City to provide switching service. The proposed transaction will provide more coordinated service to shippers by substituting Port Harbor as a common carrier between M.P. 0.00 and M.P. 2.97 and through industrial track agreements with Port Harbor to provide switching service. The Lease agreement is comprised of all track and railroad rights-of-way from M.P. 0.00 to M.P. 2.97, including all appurtenances thereto, and any bridges, culverts or other structures over which such track or tracks may be constructed. The total length of the trackage being leased is **2.97** miles.

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 below, Port Harbor will hold itself out to provide common carrier and/or contract

rail transportation services for loaded and empty rail cars, as applicable, moving over the leased rail line.

Summary of the Proposed Transaction: 49 C.F.R. § 1150.33 (e)

This verified exemption involves the lease and operation by Port Harbor, which will become a Class III short line railroad carrier upon effect of this exemption, of the subject rail property owned by Tri-City.

(1) Name and address of railroad transferring the subject property:

The name and address of the municipal corporation transferring the subject property is:

Tri-City Regional Port District
1635 West First Street
Granite City, IL 62040
Phone: (618) 877-8444

(2) Proposed time schedule for consummation of transaction:

Subject to obtaining the necessary regulatory approvals, the transaction is expected to close on or after June 10, 2010.

(3) Mileposts of the subject property:

Port Harbor intends to lease and provide common carrier rail service over the rail property owned by Tri-City in Madison County, Illinois between M.P. 0.00 and M.P. 2.97 on the Appendix A map.

(4) Total Route Miles:

Port Harbor intends to lease and operate rail property comprising a total of 2.97 route miles.

Map of the Area to be Served: 49 C.F.R. § 1150.33 (f)

A map clearly indicating the area to be served, including origins, termini, stations, cities, counties, and states is attached here as exhibit A. There are no stations on the line.

Certificate of Carrier Classifications: 49 C.F.R. § 1150.33 (g)

A certificate complying with the provisions of 49 C.F.R. § 1150.33 (g) is attached here as exhibit B.

Transactions Imposing Interchange Commitments: 49 C.F.R. § 1150.33 (h)

The proposed lease and operation of the 2.97 miles of rail trackage by Port Harbor does not involve any agreement that would limit future interchange with a third-party connecting carrier.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary is attached here as exhibit C, in compliance with the requirements of 49 C.F.R. § 1150.34.

Disclosure of Intent to Transport Waste:

Port Harbor does not presently intend to transport Hazardous waste. However if Port Harbor handles any such material on or about the leased rail property it shall comply with all Federal, state and local laws, rules, regulations and ordinances relating to the control of air, water, noise, solid waste and other pollution or to the security, storage, transport, release or disposal of Hazardous waste.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

Under 49 CFR 1105.6 (c) (2), the proposed transaction is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, *i.e.*, changes exceeding the thresholds established in 1105.7 (e) (4) or (5).

In addition, this transaction is exempt from historic review under 1105.8(b) (1). The proposed lease is for the purpose of continued rail operations. Further Board approval

would be required for Port Harbor to abandon or discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older. Tri-City does not intend to assume any residual common carrier obligations.

Respectfully Submitted,



Andrew P. Goldstein
Angela M. Bish
McCarthy, Sweeney & Harkaway, P.C.
1825 K Street, N.W.
Suite 700
Washington, DC 20006
Phone: (202) 775-5560
Facsimile: (202) 775-5574

Attorneys for Applicant,
Port Harbor Railroad, Inc.

Dated: April 23, 2010

EXHIBITS

VERIFICATION

State of Illinois)

County of Madison)

Mr. Carl Yount, being duly sworn, deposes and says that he is the President of Port Harbor Railroad, Inc.; that he has read the foregoing Notice of Exemption, that he has personal knowledge of the facts asserted therein, and that he certifies the same are true as stated.

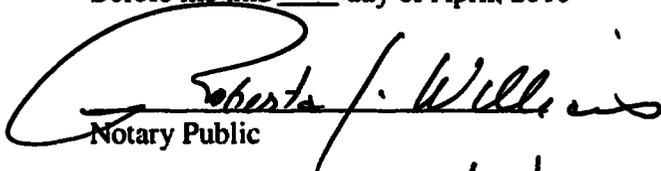
Executed on April 22, 2010.



Carl Yount
President
Port Harbor Railroad, Inc.

SUBSCRIBED AND SWORN TO

Before me this 22nd day of April, 2010



Notary Public

My commission expires: 11/01/11

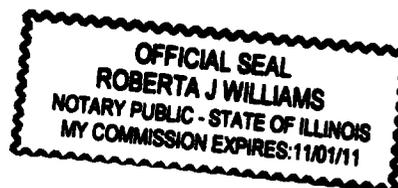
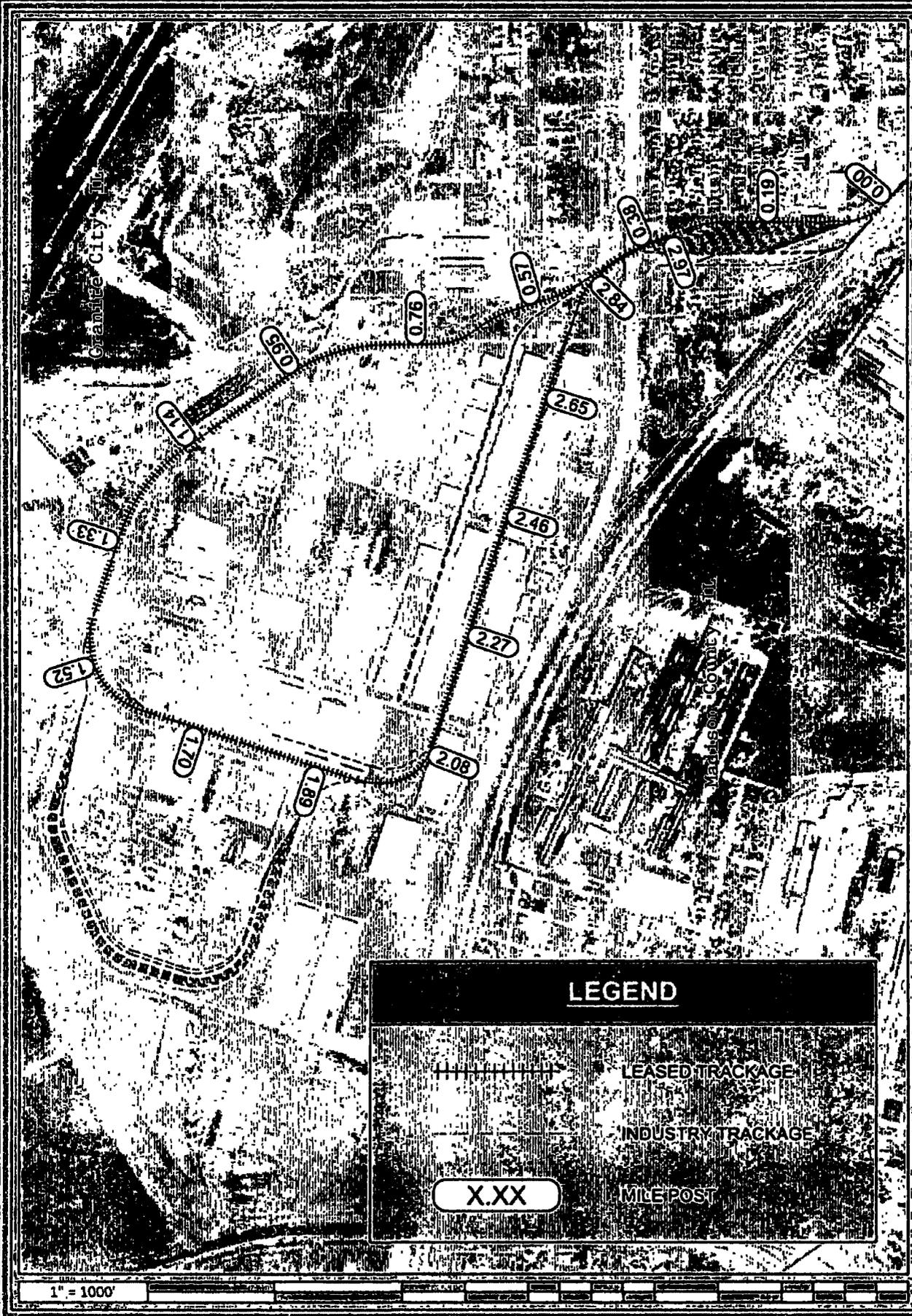


EXHIBIT A

ATTACHED MAP OF THE AREA TO BE SERVED



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W E
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DESIGNER
WSD

PROJECT
Port Harbor Railroad, Inc.

DATE
January 27, 2010

SHEET
001 of 001

EXHIBIT A - PHRR Trackage Lease Map

Tricity Regional Port District
1823 4th East Street
Granite City, Illinois 62040
Phone: 618.232.3144
Fax: 618.232.3147

RIVERS EDGE

EXHIBIT B
CERTIFICATION

CERTIFICATION

Mr. Carl Yount, President of Port Harbor Railroad, Inc., being duly sworn certifies that the projected revenues for Port Harbor Railroad, Inc., upon consummation of the proposed transaction, will not result in creation of a Class I or Class II rail carrier and do not exceed those that would qualify Port Harbor Railroad, Inc. as a Class III carrier.



Carl Yount
President
Port Harbor Railroad, Inc.

Dated: April 22, 2010

EXHIBIT C
CAPTION SUMMARY

Surface Transportation Board

Notice of Exemption

STB Finance Docket No. 35374

Port Harbor Railroad, Inc.-Lease and Operation Exemption-Line of Tri-City Regional Port District

Port Harbor Railroad, Inc. (“Port Harbor”) has filed a Verified Notice of Exemption under 49 C.F.R. § 1150.31, *et seq.* to lease and operate rail trackage owned by Tri-City Regional Port District (“Tri-City”), in Madison County, Illinois. Tri-City’s trackage serves property occupied by tenant industries that require rail service, which they presently receive from a switching contractor of Tri-City, whose proprietary line meets the common carrier lines of the Terminal Railroad Association of St. Louis, at M.P. 0.00. The proposed transaction will provide more coordinated service to shippers by instituting Port Harbor as a common carrier between M.P. 0.00 and M.P. 2.97, a distance of 2.97 miles. Port Harbor expects to consummate the transaction on or after June 10, 2010.

An original and ten (10) copies of all pleadings and comments in this proceeding, STB Finance Docket No. 35374, must be filed with the Surface Transportation Board, Chief, Section of Administration, Office of Proceedings, 395 E. Street, S.W., Washington D.C. 20423. In addition, a copy must be served on Port Harbor’s representatives: Andrew P. Goldstein and Angela M. Bish, McCarthy, Sweeney & Harkaway, P.C., and 1825 K Street, N.W., Suite 700, Washington, D.C. 20006.

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 40 U.S.C. § 10502(d) may be filed at any time. However, the filing of a petition to revoke will not automatically stay the transaction.

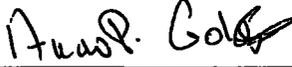
Decided: _____

By the Board
Office of Proceedings

Cynthia Brown
Chief, Section of Administration
Office of Proceedings

CERTIFICATE OF SERVICE

I, Andrew P. Goldstein, an attorney-at-law of the District of Columbia, certify that I have served this day by electronic mail a true copy of the within pleading upon John T. Papa, Callis, Papa, Hale, Szewczyk & Danzinger, P.C., Counsel for the Tri-City Regional Port District.



Andrew P. Goldstein

Dated: April 23, 2010

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