



KAPLAN KIRSCH ROCKWELL

226996



May 7, 2010

Via hand delivery
Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

ENTERED
Office of Proceedings

MAY - 7 2010

Part of
Public Record

Re: **Philadelphia Belt Line Railroad Company – Petition for Declaratory Order
Finance Docket No. 35345**

Dear Ms. Brown:

I am enclosing an original and ten copies of (a) the Motion for Leave to File a Reply to a Reply and (b) Reply of the Philadelphia Belt Line Railroad Company in the above referenced proceeding. Please date stamp the extra copy provided and return to our messenger. We are enclosing a fax copy of the Philadelphia Belt Line Railroad Company's Verification page and will provide an original as soon as we receive it. Please note that a CD is enclosed with these documents.

Sincerely,

Charles A. Spitulnik

Enclosure

cc: John G. Harkins, Jr.
Barbara Brigham Denys
Paul A. Cunningham
James M. Guinivan

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**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC**



Finance Docket Number 35345

**PHILADELPHIA BELT LINE RAILROAD COMPANY –
PETITION FOR DECLARATORY ORDER**

**MOTION OF THE PHILADELPHIA BELT LINE RAILROAD COMPANY
FOR LEAVE TO FILE A REPLY TO A REPLY**

Dated: May 7, 2010

Communications with respect to this
document should be addressed to:

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Attorneys for the Philadelphia Belt Line
Railroad Company

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket Number 35345

**PHILADELPHIA BELT LINE RAILROAD COMPANY –
PETITION FOR DECLARATORY ORDER**

**MOTION OF THE PHILADELPHIA BELT LINE RAILROAD COMPANY
FOR LEAVE TO FILE A REPLY TO A REPLY**

The Philadelphia Belt Line Railroad Company, Inc. (“PBL”), the petitioner in this proceeding, hereby moves this Board pursuant to 49 C.F.R. §1117.1 for leave to file a reply to the Reply of HSP Gaming, L.P., and SugarHouse HSP Gaming, L.P., d/b/a The SugarHouse Casino (“SugarHouse”) to the Verified Petition of the Philadelphia Belt Line Railroad Company for Declaratory Order, filed in this proceeding on February 3, 2010 (the “SugarHouse Reply”). PBL respectfully submits that, even though the rules that govern this proceeding prohibit the filing of a reply to a reply, 49 C.F.R. §1104.13(c), this Board should exercise its discretion to permit the filing of this Reply to allow PBL to correct the record in this proceeding and ensure that the Board’s decision herein is based on a complete and accurate understanding of the pertinent facts. Granting this motion will not broaden the issues raised in this proceeding, because PBL seeks only to correct the record as to matters raised by SugarHouse in the SugarHouse Reply and as a result will not prejudice the parties to this proceeding.

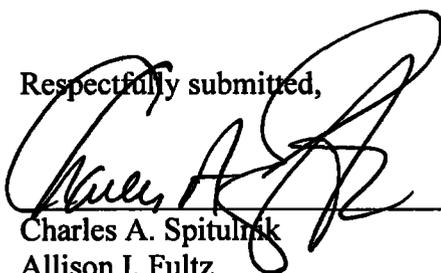
This Board permits parties to a proceeding to file a reply to a reply when that submission “...provides a more complete record, clarifies the arguments, will not prejudice any party, and

does not unduly prolong the proceeding. It is within the Board's discretion to permit otherwise impermissible filings...." STB Docket No. AB-6 (Sub-No. 468X), *BNSF Railway Company — Abandonment Exemption — In Kootenai County, ID, slip op.*, at 1 (Service Date November 27, 2009).

In the SugarHouse Reply, SugarHouse omitted relevant facts that confirm that its own documents confirm the legitimacy of the rights PBL seeks to protect in this proceeding. Moreover, SugarHouse mischaracterizes the nature and scope of PBL's rights and operations in the City of Philadelphia in general and along the riverfront in particular. Consistent with this Board's decisions exercising its discretion to permit such filings, the Board should permit PBL to file a reply in order to ensure that the Board has a complete and accurate record upon which to base its decision herein. In anticipation of a favorable ruling on this Motion, PBL is tendering its Reply to the SugarHouse Reply along with this Motion.

WHEREFORE, PBL respectfully requests this Board to grant its Motion for Leave to File a Reply to a Reply in this proceeding, and accept the Reply of Philadelphia Belt Line that is tendered herewith.

Respectfully submitted,



Charles A. Spitulnik
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1001 Connecticut Ave., N.W., Suite 800
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(202) 955-5600

Attorneys for the Philadelphia Belt Line Railroad Company

Dated: May 7, 2010

Certificate of Service

I hereby certify that I have this day caused to be served a copy of the foregoing MOTION OF THE PHILADELPHIA BELT LINE COMPANY, INC., FOR LEAVE TO FILE A REPLY TO A REPLY to be served by first class mail, postage prepaid upon the following:

John G. Harkins, Jr.
Barbara Brigham Denys
Robert L. Murken
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Paul A. Cunningham
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Washington, DC 20006-3804

Dated this 7th day of May, 2010.



Charles A. Spitulnik