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July 13, 2018

246073

VIA E-FILE

Ms. Cynthia T. Brown
Chief of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings
July 13, 2018
Part of
Public Record

RE: FD 34797 Sub-No. 1, New England Transrail, LLC, d/b/a Wilmington & Woburn Railway-Construction, Acquisition and Operation Exemption in Wilmington and Woburn, Mass.

Dear Ms. Brown:

On behalf of Petitioner New England Transrail, LLC, I am e-filing a petition requesting a substitution of parties. Petitioner requests that Wilmington Woburn Intermodal, LLC, be substituted for it.

Sincerely yours,



John D. Heffner

Cc: Danielle Gosselin, Esq. (email only)

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 34797 Sub-No. 1

**NEW ENGLAND TRANSRAIL, LLC, d/b/a
WILMINGTON & WOBURN TERMINAL RAILWAY
—CONSTRUCTION, ACQUISITION AND OPERATION EXEMPTION—
IN WILMINGTON AND WOBURN, MASS.**

PETITION FOR SUBSTITUTION OF PARTIES

Pursuant to 49 CFR§1117.1 New England Transrail, LLC (“NET”) files this Petition for Substitution of Parties.

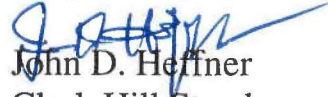
As background, NET originally filed a petition for exemption with the Surface Transportation Board (Board) pursuant to 49 U.S.C. §§ 10502 and 10901 in Docket No. FD 34797 (Sub-No. 1) on June 24, 2016, seeking approval to acquire, construct, and operate various rail lines and construct and operate transloading facilities in the towns of Wilmington and Woburn, Massachusetts. NET proposes to acquire 5,727 feet of existing track, to rehabilitate or construct a combined 10,838 feet of track, and to operate as a rail carrier over the total 16,565 feet of track on and adjacent to property currently owned by the Olin Corporation at 51 Eames Street in Wilmington. On November 2, 2017, the Board’s Office of Environmental Assessment issued a Notice of Availability of Final Scope of Study for the Environmental Impact Statement (EIS) concluding that this project has the potential to result in significant environmental impacts and that the preparation of

an EIS is appropriate pursuant to the National Environmental Policy Act of 1969 (NEPA), as amended (42 U.S.C. §§ 4321 et seq.).

Subsequent to the issuance of that Notice, NET obtained new financing from a Boston-based real estate development company, GFI Partners (“GFI”). GFI and NET have entered into an Operating Agreement that establishes a new entity, Wilmington Woburn Intermodal, LLC (“WWI”), that will own and operate the facilities that were to be constructed and acquired by NET. Under that new arrangement, NET and an entity established by GFI, Eames Street Member, LLC (“Eames”), will each own 50% of WWI. While GFI will provide financing through Eames, both parties will share in the management. Neither GFI nor Eames owns any other railroads or entities subject to the jurisdiction of the Board.

Pursuant to 49 CFR §1117.1, Eames and NET request that the Board substitute WWI as the Petitioner in FD 34797 Sub. No.1. This substitution will not result in any substantive change to their proposal or any of the transportation or environmental issues associated with this docket. The only change will be to insert the entity providing the financing for this project into the ownership of the owning and operating entity. Approving this substitution will be consistent with Board decisions in similar proceedings. *Cf., Montreal, Maine & Atlantic Railway, LLC- Acquisition and Operation Exemption, et al*, FD 34110 (STB served Dec. 17, 2012).

Respectfully submitted,



John D. Heffner

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July 13, 2018

CERTIFICATE OF SERVICE

I, John D. Heffner, hereby certify that a copy of "Petition for Substitution" dated July 13, 2018, was sent via mail to all parties of record in this proceeding.

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John D. Heffner

Dated: July 13, 2018