

ORIGINAL

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November 13, 2018

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BY COURIER

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

ENTERED
Office of Proceedings
November 14, 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:

In keeping with the Board's order issued on November 2, 2018, I am filing and original and 10 copies of a new Petition for Substitution of Parties. Please date stamp and return to me one copy of this Petition.

Sincerely yours,

CLARK HILL



John D. Heffner
Senior Counsel

Enclosures

Cc: Service list



ORIGINAL

**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

Respectfully submitted,

John D. Heffner
Clark Hill PLC
1001 Pennsylvania Ave., N.W.
Suite 1300 South
Washington, D.C. 20004
202-572-8679

Counsel for both New England Transrail, LLC
d/b/a Wilmington & Woburn Terminal Railway
and
Wilmington Woburn Intermodal, LLC

November 13, 2018



**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”) and Wilmington Woburn Intermodal, LLC (“WWI”) file 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 proposed 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 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 filed a Petition for Substitution on July 13, 2018, asking the Board to substitute WWI as the Petitioner in FD 34797 Sub. No.1. Eames and NET represented that this substitution would not result in any substantive change to their proposal or any of the transportation or environmental issues associated with this docket. The only change would be to insert the entity providing the financing for this project into the ownership of the owning and operating entity.

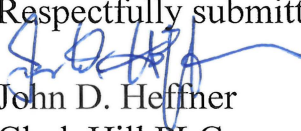
On October 2, 2018, the Board issued a decision denying without prejudice NET's petition on the grounds that WWI did not consent to or join in NET's petition. That same day, Robert W. Jones and Steven Goodman, acting in their capacity as managers of WWI, submitted a letter on behalf of GFI Partners stating that "GFI as the entity that established Eames acting on behalf of WWI consents to and joins in the petition by NET." The letter asked the Board to issue a new decision authorizing this substitution.

Subsequently, on November 2, the Board issued a second decision denying NET's and WWI's request on the grounds that there is no longer a petition to substitute pending before the agency. The Board declined to grant the requested relief asserting that it was unclear whether Messrs. Jones and Goodman are authorized to represent WWI.

Accordingly and in response to the November 2 decision, NET and WWI submit this curative petition. Pursuant to the Board's direction, Mr. Jones and Mr. Goodman state unequivocally that WWI consents to the substitution of parties and that they are authorized to speak for WWI. A signed letter of consent from each of them to that effect is attached to this petition.

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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Counsel for both New England Transrail, LLC
d/b/a Wilmington & Woburn Terminal Railway
and
Wilmington Woburn Intermodal, LLC

November 13, 2018

WILMINGTON WOBURN INTERMODAL, LLC



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November 7, 2018

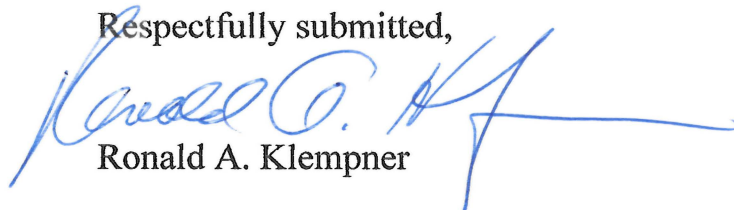
Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

**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.
Consent letter**

Dear Ms. Brown:

In accordance with the Board's decision served in the above-captioned proceeding on November 2, 2018, I am writing to provide as a representative of Wilmington Woburn Intermodal ("WWI") its consent to the substitution of WWI for New England Transrail, LLC d/b/a Wilmington & Woburn Railway as Petitioner. Moreover, I confirm that I am authorized to speak for WWI.

Respectfully submitted,



Ronald A. Klempner



November 7, 2018

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

**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.
Consent letter**

Dear Ms. Brown:

In accordance with the Board's decision served in the above-captioned proceeding on November 2, 2018, I am writing to provide as a representative of Wilmington Woburn Intermodal ("WWI") its consent to the substitution of WWI for New England Transrail, LLC d/b/a Wilmington & Woburn Railway as Petitioner. Moreover, I confirm that I am authorized to speak for WWI.

Respectfully submitted,



Steven Goodman

CERTIFICATE OF SERVICE

I, hereby certify that on the 14th day of November, a copy of the foregoing "Petition for Substitution of Parties" was sent by U.S. Mail to the following Parties of Record:

Steven C. Armbrust
CSX Transportation, Inc.
500 Water Street, J150
Jacksonville, FL 32202

Kathleen M. Barry
Wilmington-Woburn Collaborative
14 Powder House Circle
Wilmington, MA 02210

Daniel R. Deutsch
Principal and Managing Attorney
Brooks & DeRensis, P.C.
111 Devonshire Street, Suite 800
Boston, MA 02109

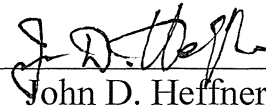
Linda Raymond
Woburn Neighborhood Association, Inc.
10 North Maple Street
Woburn, MA 01801

Curtis M. Richards
Olin Corporation
3855 North Ocoee Street, Suite 200
Cleveland, TN 37312

Martha K. Stevenson
Wilmington Environmental Restoration Committee
7 Chandler Road
Wilmington, MA 01887

Laura Swain
Commonwealth of Massachusetts Department of Environmental Protection
One Winter Street
Boston, MA 02108

William Walsh-Rogalski (Mail Code ORA 17-1)
Office of Environmental Review, U.S. EPA Region 1
5 Post Office Square, Suite 100
Boston, MA 02109-3912



John D. Heffner

Dated: November 14, 2018