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Cameron McKenna LLP

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FEE RECEIVED

July 3, 2002

Via Hand Delivery

Hon. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW (7th Floor)
Washington, D.C. 20423

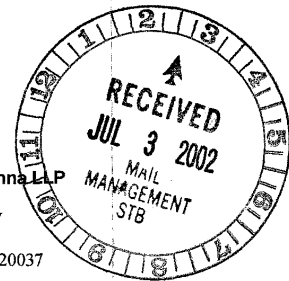
JUL 03 2002

SURFACE
TRANSPORTATION BOARD

Cameron McKenna LLP
2175 K Street, NW
Fifth Floor
Washington, D.C. 20037

Tel 202 466 0060
Fax 202 466 0077
www.cmcklaw.com

Amy S. Koch
akoch@cmcklaw.com



Re: Finance Docket No. 34222
Fraser N.H. LLC
--Acquisition Exemption--
Certain Lines of Berlin Mills Railway, Inc.

FILED

JUL 03 2002

SURFACE
TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed for filing in the above captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of Fraser N.H. LLC**, pursuant to 49 C.F.R. §1150.31 et seq. A check in the amount of \$1,300 in payment of the filing fee is attached.

Should any questions arise regarding this filing, please contact the undersigned. Thank you for your assistance in this matter.

Sincerely,

Amy S. Koch
Attorney for
Fraser N.H. LLC

ENTERED
Office of Proceedings

Enclosures

JUL 03 2002

Part of
Public Record

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CMS Cameron McKenna principal office: Mitre House, 160 Aldersgate Street, London EC1A 4DD.

CMS offices and associated offices worldwide: Berlin, Brussels, London, Paris, Utrecht, Vienna, Zürich, Aberdeen, Amsterdam, Arnhem, Beijing, Belgrade, Bratislava, Bristol, Bucharest, Budapest, Buenos Aires, Casablanca, Chemnitz, Dresden, Düsseldorf, Frankfurt, Hamburg, Hilversum, Hong Kong, Leipzig, Lyon, Madrid, Montevideo, Moscow, Munich, New York, Prague, Rio de Janeiro, Stuttgart, Toronto, Warsaw and Washington, DC

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34222

**FRASER N.H. LLC
--ACQUISITION EXEMPTION--
RAIL LINES OF THE
BERLIN MILLS RAILWAY, INC.**

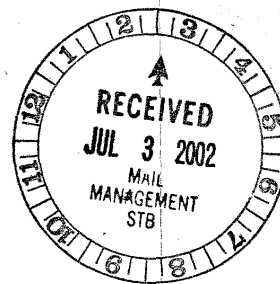
**VERIFIED NOTICE OF EXEMPTION
OF
FRASER N.H. LLC**

Amy S. Koch
Cameron McKenna LLP
2175 K Street, NW-5th Floor
Washington, DC 20037
(202) 466-0060

Attorney for

FRASER N.H. LLC

Dated: July 3, 2002



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34222

**FRASER N.H. LLC
--ACQUISITION EXEMPTION--
RAIL LINES OF THE
BERLIN MILLS RAILWAY, INC.**

**VERIFIED NOTICE OF EXEMPTION
OF
FRASER N.H. LLC**

Pursuant to 49 C.F.R. § 1150.31 et seq., Fraser N.H. LLC ("Fraser"), a non-carrier and wholly-owned subsidiary of Fraser Papers, Inc., hereby files this Verified Notice of Exemption for the acquisition of the railroad lines of Berlin Mills Railway, Inc. ("Berlin Mills") and states as follows:

Name and Address of Applicant

The full name and address of the applicant will be:

Fraser N.H. LLC
70 Seaview Avenue
P.O. Box 10055
Stamford, Connecticut 06904

Applicant's Representative

Fraser's representatives to whom correspondence regarding this transaction should be addressed is as follows:

Amy S. Koch
Cameron McKenna LLP
2175 K Street, NW 5th Floor
Washington, DC 20037
(202) 466-0060

Austin Durant
Fraser Papers, Inc.
70 Seaview Ave.
P.O. Box 10055
Stamford, CT 06904

Statement Concerning Agreement:

Fraser has recently acquired various assets of American Tissue, Inc. in Coos County, New Hampshire as part of a sale within the bankruptcy proceeding related to American Tissue, Inc. As part of this agreement, Fraser acquired the railroad lines and other assets of Berlin Mills, effective May 31, 2002. Fraser recently became aware of the need to obtain STB authority for the acquisition and it is filing this notice in order to obtain such authority. There has been no rail operation on the lines since Fraser's acquisition.

Operation of the Property:

Fraser acquired the Berlin Mills railroad lines subject to the common carrier rights and obligations of the St. Lawrence & Atlantic Railroad Company ("SLR"). See Finance Docket No. 33485, St Lawrence & Atlantic Railroad Company-Lease and Operation Exemption—Berlin Mills Railway, Inc. (STB served October 24, 1997). SLR will

continue to be the rail operator on those lines. SLR and Fraser plan to enter into a lease agreement for which SLR plans to file a petition for exemption under 49 U.S.C. § 10502.

Summary of the Transaction:

Fraser recently acquired paper mill assets in Berlin and Gorham, New Hampshire from American Tissue, Inc. in its bankruptcy proceeding. As part of this sale, Fraser acquired the following railroad lines from Berlin Mills: (1) approximately 5.5 route miles of rail line between milepost 154.6 at Berlin, New Hampshire and milepost 149.1 at Gorham, New Hampshire; and (2) approximately 0.5 route miles of rail line (which does not have salient milepost designations) in the vicinity of Berlin ("Subject Lines").¹

The total distance of the Subject Lines is approximately 6.0 miles in Coos County, New Hampshire.

The name and address of the owner of the rail line being acquired is as follows:

Berlin Mills Railway, Inc.
135 Engineers Road
Hauppauge, New York, 11788

Map:

A map of the facilities acquired by Fraser is included as Attachment A to this notice.

Environmental certification:

Under 49 C.F.R. § 1105.6(c)(2)(i), the acquisition of the Subject Lines by Fraser is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations (i.e. changes which exceed the thresholds established in 49 U.S.C. § 1105.7(e)(4) or (5)).

¹ In addition, Fraser acquired approximately 6.0 miles of industrial, spur and other trackage not subject to Board jurisdiction that runs between and within the various mill facility properties.

Under 49 C.F.R. § 1105.8(b)(3), the acquisition of the Subject Lines by Fraser is exempt from historic preservation reporting requirements. Fraser intends to continue the rail operations and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older.

Revenue Certification

The projected revenues of the rail operations of Fraser are not expected to exceed those of a Class III railroad. A certificate complying with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B. Neither will the projected revenues exceed \$5 million annually, requiring notification of employees, pursuant to 49 C.F.R. § 1150.32 (e).

Caption Summary:

A caption summary in the appropriate form is attached as Attachment C to this Notice.

Respectfully submitted,

By: 

Amy S. Koch
Cameron McKenna LLP
2175 K Street NW, 5th Floor
Washington, DC 20037
(202) 466-0060

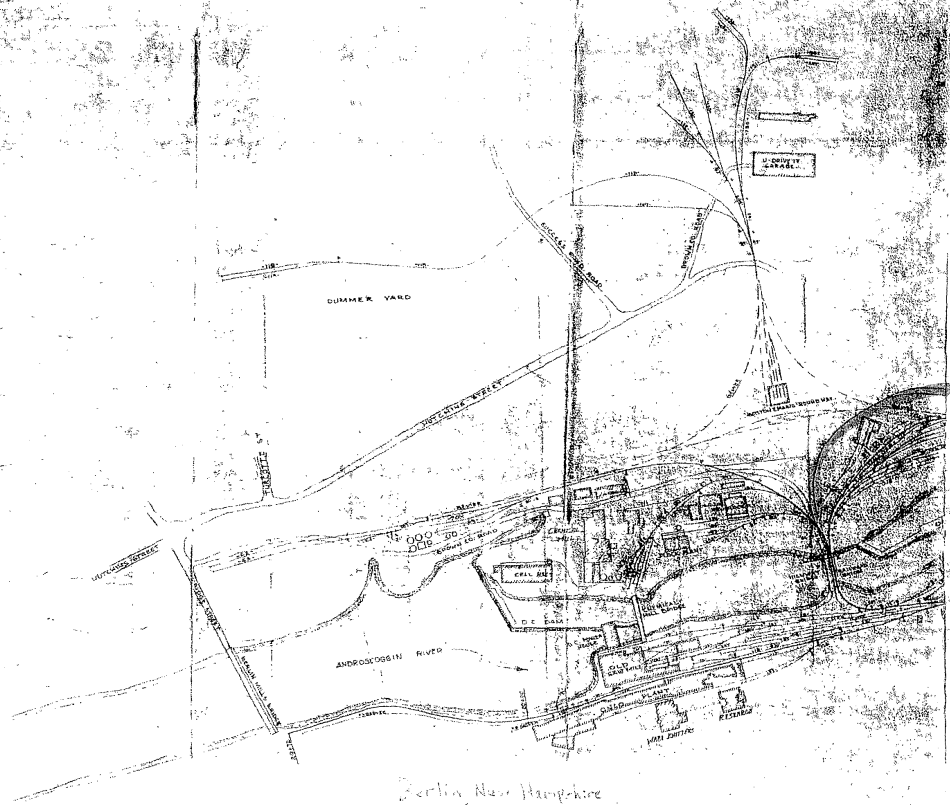
Dated: July 3, 2002

**Attorney for
Fraser N.H. LLC**

ATTACHMENT A

RAILROAD MAP

Appendix A



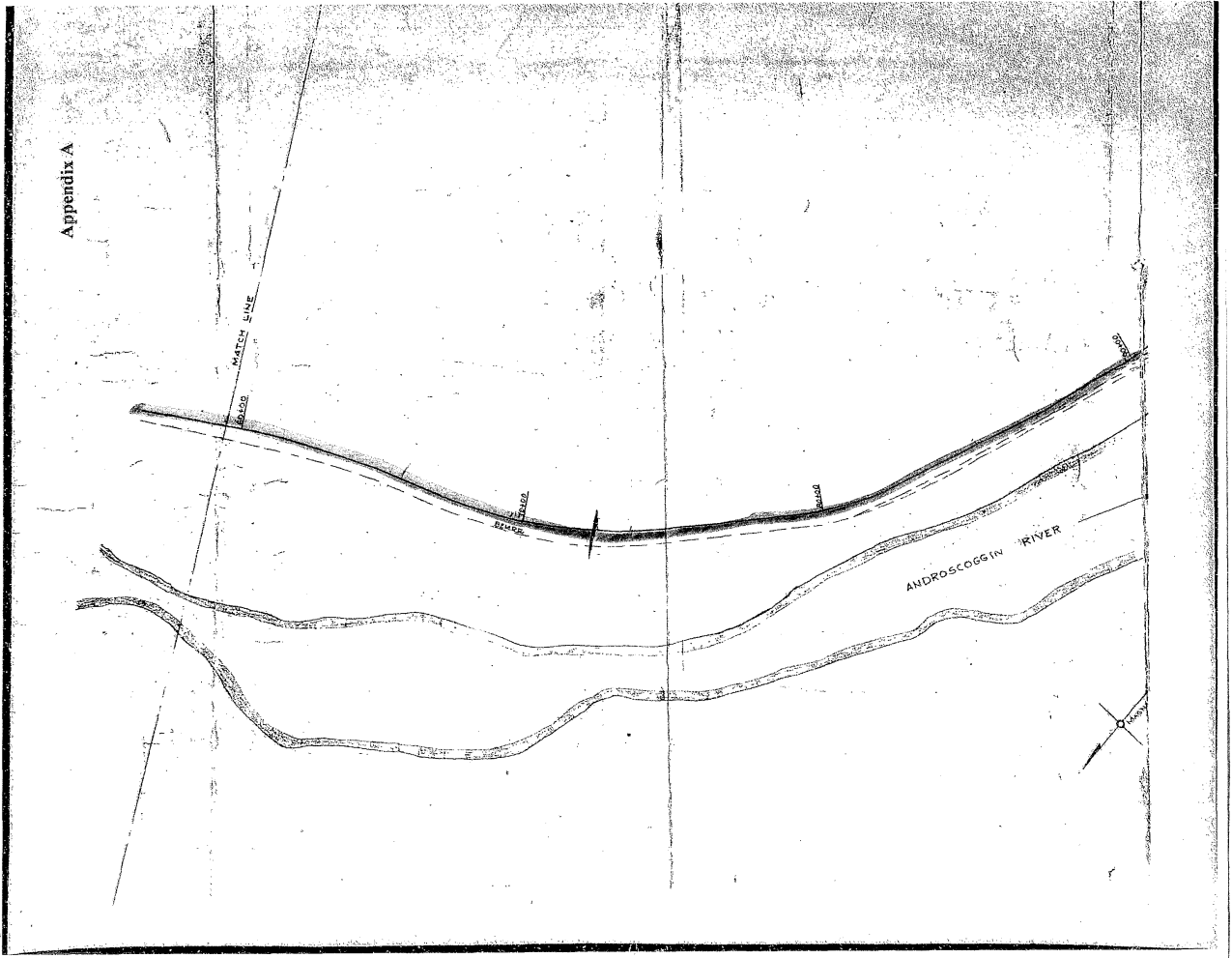
Berlin, New Hampshire
MP 154.6

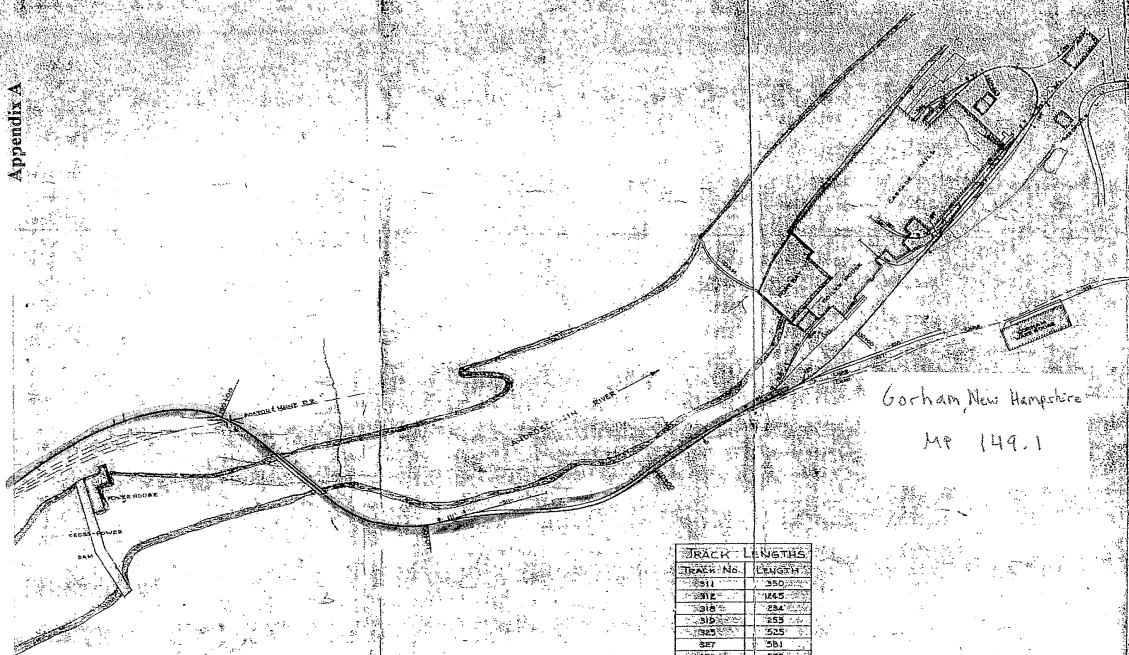
LEGEND:
— MAIN LINE - BERLIN MILLS RAILWAY.
--- SPUR LINES.
--- TRACKS OWNED BY OTHERS.
N.M.T. DISTANCE FROM SWITCH TO SWITCH.

Appendix A



Appendix A





LEGEND:
 ——— MAIN LINE-BERLIN MILLS RAILWAY
 - - - - - SPUR LINES
 - - - - - TRACKS OWNED BY OTHERS
 F.M. DISTANCE FROM SWITCH TO SWITCH

TRACK NO.	LENGTH
311	350
312	185
313	284
314	553
315	505
316	351
317	572
318	678
319	239
320	251
321	210
322	420
323	666
324	359
325	456
326	590
327	870
328	212
329	295
330	388

NOTE:
 ALL TRACK LENGTHS GIVEN IN BOX ARE FOR
 TRACKS NUMBERED ON DRAWING. DISTANCE
 FROM SWITCH TO SWITCH IS SHOWN ON DRAWING.
 MAIN LINE LENGTH IS GIVEN IN STAR, DIRECTLY
 ON DRAWING. ALL DIMENSIONS IN FEET.

ATTACHMENT B
CERTIFICATION

CERTIFICATION

State of Connecticut)
)
County of Fairfield)

SS:

Austin Durant, being duly sworn, hereby certifies that the projected revenues of the rail assets owned by Fraser N.H. LLC will not result in the creation of a Class I or Class II rail carrier under the provisions of 49 C.F.R. § 1201 (1-1).

A Durant

Austin Durant

SUBSCRIBED AND SWORN TO
Before this 2nd day
Of July, 2002

Lynda M. Donohoe
Notary Public

My Commission expires:

LYNDA M. DONOHOE
NOTARY PUBLIC
STATE OF CONNECTICUT
COMMISSION EXPIRES OCTOBER 31, 2004



ATTACHMENT C
CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34222

**FRASER N.H. LLC
--ACQUISITION EXEMPTION--
RAIL LINES OF THE
BERLIN MILLS RAILWAY, INC.**

Fraser N.H. LLC, a non-carrier, has filed a Verified Notice of Exemption to acquire the rail assets of Berlin Mills Railway, Inc. The rail assets include approximately 5.5 route miles of rail line between milepost 154.6 at Berlin, New Hampshire and milepost 149.1 at Gorham, New Hampshire; and approximately 0.5 route miles of rail line (which does not have salient milepost designations) in the vicinity of Berlin.

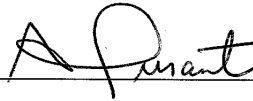
Comments must be filed with the Board and served on Amy S. Koch, Cameron McKenna LLP, 2175 K Street, N.W., 5th Floor, Washington, DC 20037. This Verified Notice of Exemption is filed pursuant to 49 C.F.R. § 1150.31, et seq. If the Notice contains false or misleading information, the Notice is void ab initio. Petitions to revoke the exemption, pursuant to 49 U.S.C. §10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

State of Connecticut)
)
County of Fairfield)

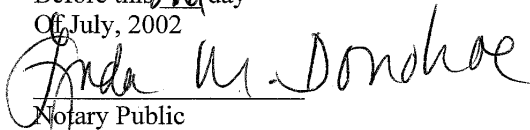
SS:

Austin Durant, Vice President of Materials Management for Fraser Papers, Inc.,
being duly sworn, deposes and says that he is duly authorized to file this verification on
behalf of Fraser N.H. LLC, that he has read the foregoing Notice of Exemption and
knows that its assertions are true and correct to the best of my knowledge, information
and belief.

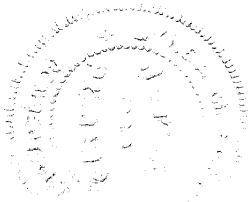


Austin Durant

SUBSCRIBED AND SWORN TO
Before this 2nd day
Of July, 2002


Notary Public

My Commission expires:



LYNDA M. DONOHOE
NOTARY PUBLIC
STATE OF CONNECTICUT
COMMISSION EXPIRES OCTOBER 31, 2004