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GC&E GOLLATZ
GRIFFIN
& EWING
ATTORNEYS - AT - LAW

ENTERED
Office of Proceedings

DEC 10 2003

December 17, 2003
VIA: UPS Overnight

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, #711
1925 K Street, N.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 34446
Bay Colony Railroad Corporation -
Acquisition and Operation Exemption -
CSX Transportation, Inc., as Operator
Notice of Exemption



Dear Secretary Williams:

Enclosed please find for filing the original and ten (10) copies of the above-referenced Notice of Exemption being filed by Bay Colony Railroad Corporation. A check in the amount of \$1,400 representing the filing fee is also enclosed.

Please time stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped self-addressed envelope provided for your convenience.

Respectfully,

FILED
DEC 18 2003
SURFACE
TRANSPORTATION BOARD


ERIC M. HOCKY

FEE RECEIVED
DEC 18 2003
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Enclosures

GOLLATZ, GRIFFIN & EWING, P.C.

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ENTERED
Office of Proceedings

DEC 18 2003

Part of
Public Record

BEFORE THE

SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34446



BAY COLONY RAILROAD CORPORATION

- ACQUISITION AND OPERATION EXEMPTION -

CSX TRANSPORTATION, INC., AS OPERATOR FOR NEW YORK CENTRAL

LINES, LLC

VERIFIED NOTICE OF EXEMPTION

UNDER 49 U.S.C. §10902

FILED

DEC 18 2003

**SURFACE
TRANSPORTATION BOARD**

FEE RECEIVED

DEC 18 2003

**SURFACE
TRANSPORTATION BOARD**

ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
Four Penn Center
Suite 200
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
(215) 563-9400

Attorneys for
Bay Colony Railroad Corporation

Dated: December 17, 2003

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 34446

BAY COLONY RAILROAD CORPORATION
- ACQUISITION AND OPERATION EXEMPTION -
CSX TRANSPORTATION, INC., AS OPERATOR FOR NEW YORK CENTRAL
LINES, LLC



VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

This Verified Notice is filed pursuant to 49 C.F.R. §1150.41 by a Class III carrier, Bay Colony Railroad Corporation ("BCLR"), to exempt from regulation under 49 U.S.C. §10902 its acquisition from CSX Transportation, Inc., as operator for New York Central Lines, LLC ("CSXT"), and operation of, the line of railroad (the "Rail Line") between milepost QND 0.08 and milepost QND 6.00, as shown on the map attached as Exhibit A.¹ The total mileage of the Rail Line to be acquired and operated is approximately 5.92 miles. The Rail Line is located in the Bristol County, Massachusetts.

Notice

In accordance with 49 C.F.R. §1150.43, BCLR hereby states as follows:

- (a) The full name and address of Applicant are: Bay Colony Railroad Corporation, 420 Washington Street, Braintree, MA 02184.
- (b) The name, address and telephone number of the representative of BCLR who should receive correspondence are: Eric M. Hocky, Esquire, Gollatz, Griffin &

¹ Bay Colony is purchasing the assets comprising the Rail Line, and is leasing the underlying real property from CSXT.

Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-2808; (215) 563-9400.

(c) BCLR and CSXT have entered into an agreement covering BCLR's purchase of the assets comprising the Rail Line and the lease of the underlying land.

(d) The current operator of the Rail Line is CSXT.

(e) Brief Summary of the Proposed Transaction:

BCLR is acquiring the Rail Line which connects to rail lines already operated by BCLR. After the purchase, BCLR intends to rehabilitate the Rail Line, and control of the Rail Line will allow BCLR to handle its traffic safely and more efficiently. These benefits will allow BCLR to justify incurring the cost of the rehabilitation that the Rail Line needs.

(1) The railroad transferring the Rail Line is CSX Transportation, Inc., as operator for New York Central Lines, LLC, 500 Water Street, Jacksonville, FL 32202.

(2) BCLR expects to commence operation of the Rail Line on or about January 1, 2004.

(3) The mileposts of the Rail Line are between milepost QND 0.08 and milepost QND 6.00, in Bristol County, Massachusetts.

(4) The total mileage to be acquired and operated is 5.92 miles.

(f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Line.

(g) BCLR certifies that its projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier. BCLR further certifies that its total annual revenues after the transaction will not exceed \$5,000,000.

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2), no environmental documentation is required because this proceeding involves authority for an acquisition for continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(c)(4) or (5).

No historic report under 49 C.F.R. §1105.8(b)(1) is required because the transaction merely involves an acquisition for continued rail operations, and further Board approval is required to discontinue or abandon any service. BCLR has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Labor Protection

BCLR is a Class III carrier, and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subjected to labor protection conditions.

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R.

§1150.44.

Respectfully submitted,



ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
Four Penn Center
Suite 200
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
(215) 563-9400

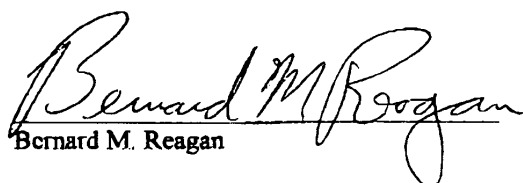
Attorneys for
Bay Colony Railroad Corporation

Dated: December 17, 2003

VERIFICATION

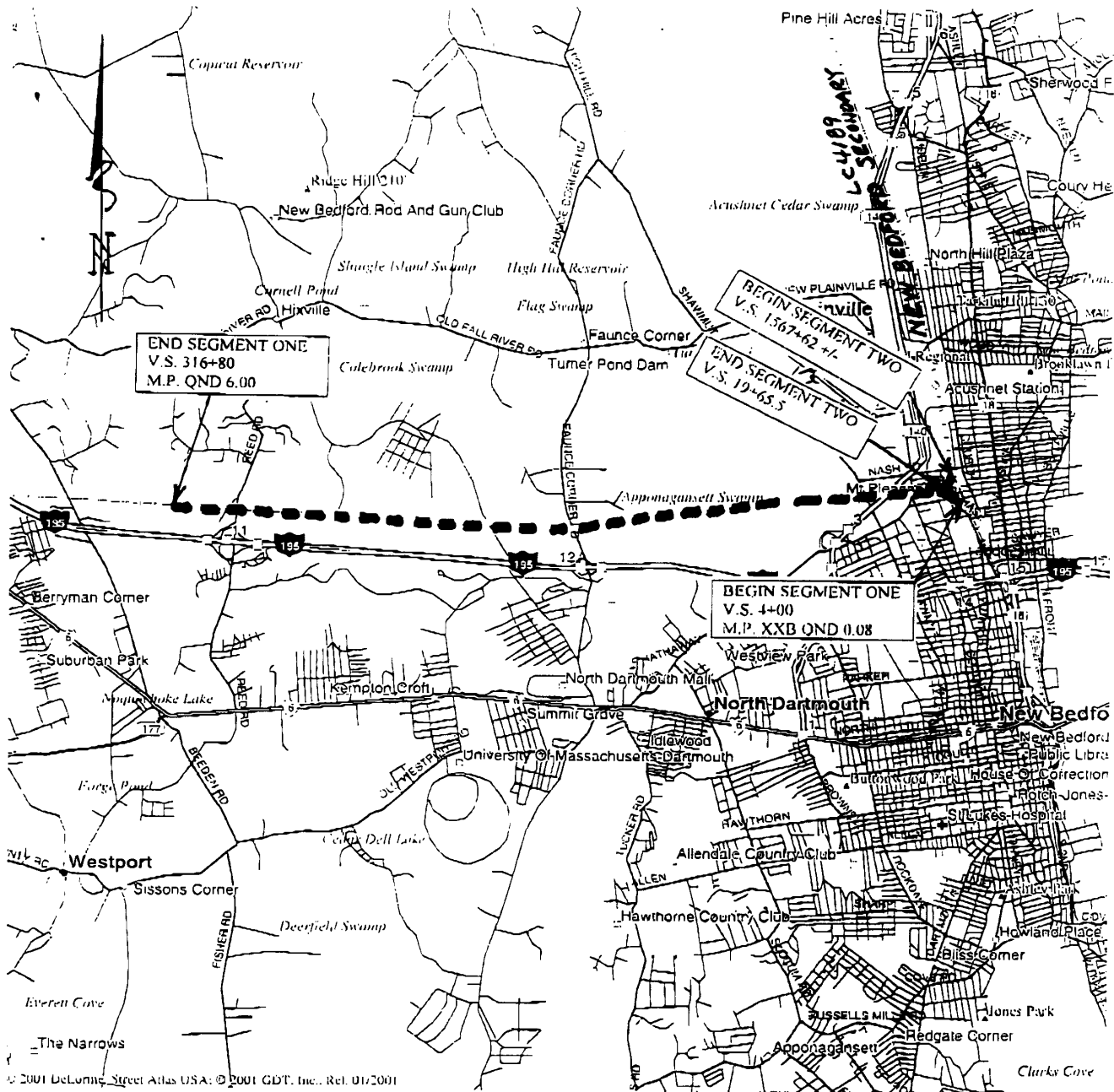
I, Bernard M. Reagan, Senior Vice President of BAY COLONY RAILROAD CORPORATION verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on December 17, 2003.


Bernard M. Reagan

MAP

EXHIBIT A



© 2001 DeLorme Street Atlas USA; © 2001 GDT, Inc., Rel. 01/2001

Mag 13.00

Wed Jul 09 10:56 2003

Scale 1:52,500 (at center)

1 Miles

2 km

- Local Road
- Major Connector
- State Route
- Trail
- US Highway
- Interstate/Limited Access
- Exit
- Railroad

LEASE AREA
5.92 MILES +/-
48.3 ACRES +/-

EXHIBIT A

CSX REAL PROPERTY, INC.
Lease to Bay Colony Railroad

City: New Bedford to Dartmouth	VAL: 7.18 / 110 6
County: Bristol	GIS: 55745, 55750,
State: MA	55751, 55753, 55754 &
Primary Pin: 25005-0017	55755
Site ID: MA-005-0997859	Date: 7-08-2003
Scale: ---	Drawn By: JLS

RECEIVED TIME DEC.16. 12:53PM

PRINT TIME DEC.16. 12:54PM

SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34446

**BAY COLONY RAILROAD CORPORATION
- ACQUISITION AND OPERATION EXEMPTION -
CSX TRANSPORTATION, INC., AS OPERATOR FOR NEW YORK CENTRAL
LINES, LLC**

Bay Colony Railroad Corporation ("BCLR"), a Class III carrier, has filed a Notice of Exemption to acquire and operate approximately 5.92 miles of rail line currently owned and operated by CSX Transportation, Inc., as operator for New York Central Lines, LLC ("CSXT") between milepost QND 0.08 and milepost QND 6.00, in Bristol County, Massachusetts.

Comments must be filed with the Board and served on BCLR's representative, Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-2808; (215) 563-9400.

The Notice is filed under 49 C.F.R. §1150.41. If the Notice contains false or misleading information, the exemption is void *ab initio*. The filing of a petition to revoke will not automatically stay the transaction.

EXHIBIT B