

JOHN D. HEFFNER, PLLC

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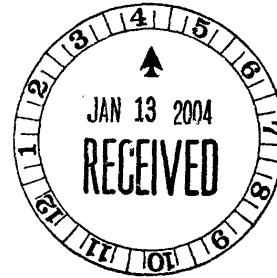
j.heffner@verizon.net

FILED

JAN 13 2004

**SURFACE
TRANSPORTATION BOARD**

BY HAND



209858

January 13, 2004

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street
Washington, D.C. 20423-0001

FEE RECEIVED

JAN 13 2004

RE: FD No. 34460, Eyal Shapira - Continuance
in Control Exemption - Pennsylvania & Southern
Railway, LLC

TRANSPORTATION BOARD

FD No. 34461, Pennsylvania & Southern Railway, LLC
LLC - Operation Exemption - Cumberland Valley
Business Park and the Letterkenny Army Depot

Dear Mr. Williams:

On behalf of Petitioners Eyal Shapira and the Pennsylvania & Southern Railway, LLC, I am filing an original and ten copies of:

(1) a verified notice of exemption under 49 CFR 1180.2(d) (2) for the continuance in control by Eyal Shapira of Pennsylvania & Southern Railway, LLC, New York and Eastern Railway LLC, and Raritan Central Railway, L.L.C.

(2) a verified notice of exemption under 49 CFR 1150.31 for the operation by Pennsylvania & Southern Railway, LLC, of a line of railroad in the Cumberland Valley Business Park.

I am also enclosing one check payable to the Board for \$2,500 to cover the applicable filing fees and a computer disk formatted in WordPerfect 8.0 containing these filings.

**ENTERED
Office of Proceedings**

JAN 14 2004

**Part of
Public Record**

Hon. Vernon A. Williams
January 13, 2004
Page Two

Please date stamp and return one copy of this filing for our records.

Sincerely yours,



John D. Heffner

Enclosures

cc: Mr. Eyal Shapira

209858

ORIGINAL

FILED

JAN 13 2004

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34460



EYAL SHAPIRA

-- CONTINUANCE IN CONTROL EXEMPTION --
PENNSYLVANIA & SOUTHERN RAILWAY, LLC
NEW YORK & EASTERN RAILWAY LLC,
AND
RARITAN CENTRAL RAILWAY, L.L.C.

**ENTERED
Office of Proceedings**

JAN 14 2004

**Part of
Public Record**

VERIFIED NOTICE OF EXEMPTION
UNDER 49 CFR §1180.2(d)(2)

FEE RECEIVED

JAN 13 2004

**SURFACE
TRANSPORTATION BOARD**

VERIFIED NOTICE OF EXEMPTION
UNDER 49 CFR §1180.2(d)(2)

Respectfully submitted,

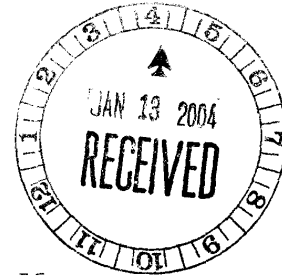
John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
Tel.: (202) 263-4180

Counsel for Petitioner

Dated: January 13, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34460



EYAL SHAPIRA
-- CONTINUANCE IN CONTROL EXEMPTION --
PENNSYLVANIA & SOUTHERN RAILWAY, LLC
NEW YORK & EASTERN RAILWAY LLC,
AND
RARITAN CENTRAL RAILWAY, L.L.C.

VERIFIED NOTICE OF EXEMPTION
UNDER 49 CFR §1180.2(d)(2)

Comes now an individual named Eyal Shapira ("Shapira") and states as follows:

1. Pursuant to the provisions of Section 1180 of the Board's Railroad Consolidation Rules, 49 C.F.R. §1180 et seq. Shapira hereby gives notice of a transaction which qualifies for exemption under §1180.2 of those rules.

2. As may be relevant here, Shapira has established a new non-carrier entity and future class III short line rail carrier, which he will control -- Pennsylvania & Southern Railway, LLC (hereafter "P&S"). P&S has agreed to operate a line of railroad in Chambersburg, PA, in the Cumberland Valley Business Park.

3. Shapira currently controls two other class III short line railroads, the New York & Eastern Railway LLC ("NY&E") and the Raritan Central Railway, L.L.C. ("Raritan"). Copies of Board

decisions exempting each of these railroad's operations are attached as Exhibit A.¹.

4. Under Section 1180.2(d)(2) of the Board's consolidation rules certain transactions are automatically exempt from the prior approval requirements for common control under 49 U.S.C. §§11323 - 11324. Specifically, Section 1180.2(d)(2) exempts the continuance-in-control of a nonconnecting carrier where (i) the railroads will not connect with each other or any railroad in their corporate family, (ii) the continuance in control is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family, and (iii) the transaction does not involve a class I carrier.

5. The properties presently owned, operated, or managed (or to be owned, operated, or managed) by Shapira do not physically connect and there are no plans to acquire additional rail lines for the purpose of making a connection. As noted above, each of these companies is a class III short line railroad and, as illustrated by the map attached as Exhibit B, each provides rail service in the eastern part of the United States. NY&E's property is located in New York State, East of the Hudson River.

¹ Shapira had previously owned an interest in two other short line railroads subject to the Board's jurisdiction, the New Mexico Gateway Railroad Limited Liability Company and the New York & Ogdensburg Railway, Inc. He has since disposed of his interest in both of these companies. Accordingly, Mr. Shapira no longer exercises control over any Board regulated carriers except as noted here.

Raritan's property is located in near Metuchen in northern New Jersey, P&S's property is located in central Pennsylvania, at least 100 miles from the trackage of the other two carriers. There are no plans to connect any of these railroads.

7. In order to claim the Section 1180.2(d)(2) exemption, Section 1180.4(g) requires the filing of a verified notice of exemption furnishing the information requested in Sections 1180.6(1)(i)-(iii); 1180.6(5)-(6); and 1180.6(a)(7)(ii) of those rules and indicating the level of labor protection required.

8. Information about the carriers.:

49 C.F.R. §1180.6(a)(1)(i)

Name: Eyal Shapira

Address: c/o Corporate Logistics
One Gateway Plaza
Suite 501B
Newton, MA 02458

Telephone: (617) 964-6727

Name: Pennsylvania & Southern Railway, LLC

Address: c/o Corporate Logistics
One Gateway Plaza
Suite 501B
Newton, MA 02458

Telephone: (617) 964-6727

Name: New York and Eastern Railway, LLC

Address: c/o Corporate Logistics
One Gateway Plaza
Suite 501B

Newton, MA 02458

Telephone: (617) 964-6727

Name: Raritan Central Railway, L.L.C.

Address: c/o Corporate Logistics
One Gateway Plaza
Suite 501B
Newton, MA 02458

Telephone: (617) 964-6727

Legal counsel to whom questions should be addressed:

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
Tel.: (202) 263-4180
(for Petitioner)

Schedule for consummation: 49 C.F.R. §1180.6(a)(1)(ii)

February 1, 2004

Purpose to be accomplished by the transaction:
49 C.F.R. §1180.6(a)(1)(iii)

Initiation of common carrier rail service to a former
military base which has been converted into a private
industrial park with warehouse facilities.

State(s) where proposed operations will be conducted:
49 C.F.R. 1180.6(a)(5)

Pennsylvania

Map showing relationship between P&S, NY&E, and Raritan:
49 C.F.R. §1180.6(a)(6)

Attached hereto as Exhibit B.

Copy of Agreement: 49 C.F.R. §1180.6(a)(7)(ii)

N.A.

9. This acquisition of control proceeding is exempt from environmental review under 49 CFR §1105.6(c)(2)(i) because the proposed action will not cause any operating changes that exceed the threshold established in 49 C.F.R. §1105.7(e)(4) or (5). In addition, this proceeding is exempt from historic review under 49 C.F.R. §1105.8(b)(i) because there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older as this trackage was recently built. Accordingly, no historic report is required.

10. Labor protection required: None. Under 49 U.S.C. 11326 transactions between class III rail carriers are not subject to labor protection.

Respectfully submitted,



John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
Tel.: (202) 263-4180

Counsel for Petitioner

Dated: January 13, 2004

FD No. 34460 Exhibit A

33659

SERVICE DATE - JUNE 27, 2003

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34358]

New York and Eastern Railway LLC—Lease, Operation, and Future Purchase

Exemption—New York Central Lines, LLC and CSX Transportation, Inc.

New York and Eastern Railway LLC (NY&E), a noncarrier, has filed a notice of exemption under 49 CFR 1150.31 to lease and operate, pursuant to an agreement¹ entered into with New York Central Lines, LLC (NYC) and CSX Transportation, Inc. (CSXT), approximately 4.7 miles of rail line and associated property presently owned by NYC and operated by CSXT extending from milepost QCO 0.0 (approximately Valuation Station 60+80), to milepost QCO 3.2 (approximately Valuation Station 113+10) and from milepost QCK 29.5 (approximately Valuation Station 2331+25) to milepost QCK 31.0 (approximately Valuation Station 2266+00), a total of approximately 44.91 acres, in the Town and City of Poughkeepsie, Dutchess County, NY. In addition, the agreement gives NY&E an option to purchase the rail property which NY&E anticipates exercising within several months after instituting operations under the lease.

¹ NY&E states that the agreement is to become effective on July 15, 2003.

NY&E certifies that its projected annual revenues will not exceed those that would qualify it as a Class III rail carrier and that its annual revenues are not projected to exceed \$5 million.

The parties propose to consummate the transaction on or about July 15, 2003.

This transaction is related to STB Finance Docket No. 34357, Eyal Shapira—Continuance in Control Exemption—New York and Eastern Railway LLC and Raritan Central Railway, L.C.C., wherein Eyal Shapira has concurrently filed a verified notice to continue in control of NY&E, upon NY&E becoming a Class III rail carrier.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34358, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on John D. Heffner, 1920 N Street, N.W., Suite 800, Washington, DC 20036.

Board decisions and notices are available on our website at
“WWW.STB.DOT.GOV.”

Decided: June 23, 2003.

STB Finance Docket No. 34358

By the Board, Joseph H. Dettmar, Acting Director, Office of Proceedings.

Vernon A. Williams

Secretary

31996

SERVICE DATE - JULY 24, 2001

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34071]

Raritan Central Railway, L.L.C.—Lease and Operation Exemption—Federal Business Centers, Inc. and Summit Associates, Inc.

Raritan Central Railway, L.L.C. (Raritan), a noncarrier, newly created to become a Class III railroad, has filed a notice of exemption under 49 CFR 1150.31 to lease and operate, pursuant to an agreement entered into with Federal Business Centers, Inc., and Summit Associates, Inc., approximately 14 miles of rail line properties, easements and right-of-way, located within the Raritan Center Business Park, in the Townships of Edison and Woodbridge, in Middlesex County, NJ. Raritan certifies that its projected annual revenues will not exceed those that would qualify it as a Class III rail carrier and that its annual revenues are not projected to exceed \$5 million.¹

The transaction is expected to be consummated on or shortly after August 15, 2001.

This transaction is related to STB Finance Docket No. 34070, Eyal Shapira—Continuance in Control Exemption—Raritan Central Railway, L.L.C., wherein

¹ Raritan states that it will interchange traffic with the Conrail Shared Assets Operations. Raritan further states that it is a substitute operator for Durham Transport, Inc., the current operator of the rail line. See Durham Transport, Inc.—Acquisition and Operation Exemption—Center Realty, Federal Storage Warehouses, and Garden State Buildings, L.P., Finance Docket No. 31917 (ICC served Nov. 6, 1991).

Eyal Shapira has filed a notice of exemption to continue in control of Raritan upon its becoming a Class III rail carrier.

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34071, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on John D. Heffner, REA, CROSS & AUCHINCLOSS, 1707 L Street, N.W., Suite 570, Washington, DC 20036.

Board decisions and notices are available on our website at
“WWW.STB.DOT.GOV.”

Decided: July 17, 2001.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

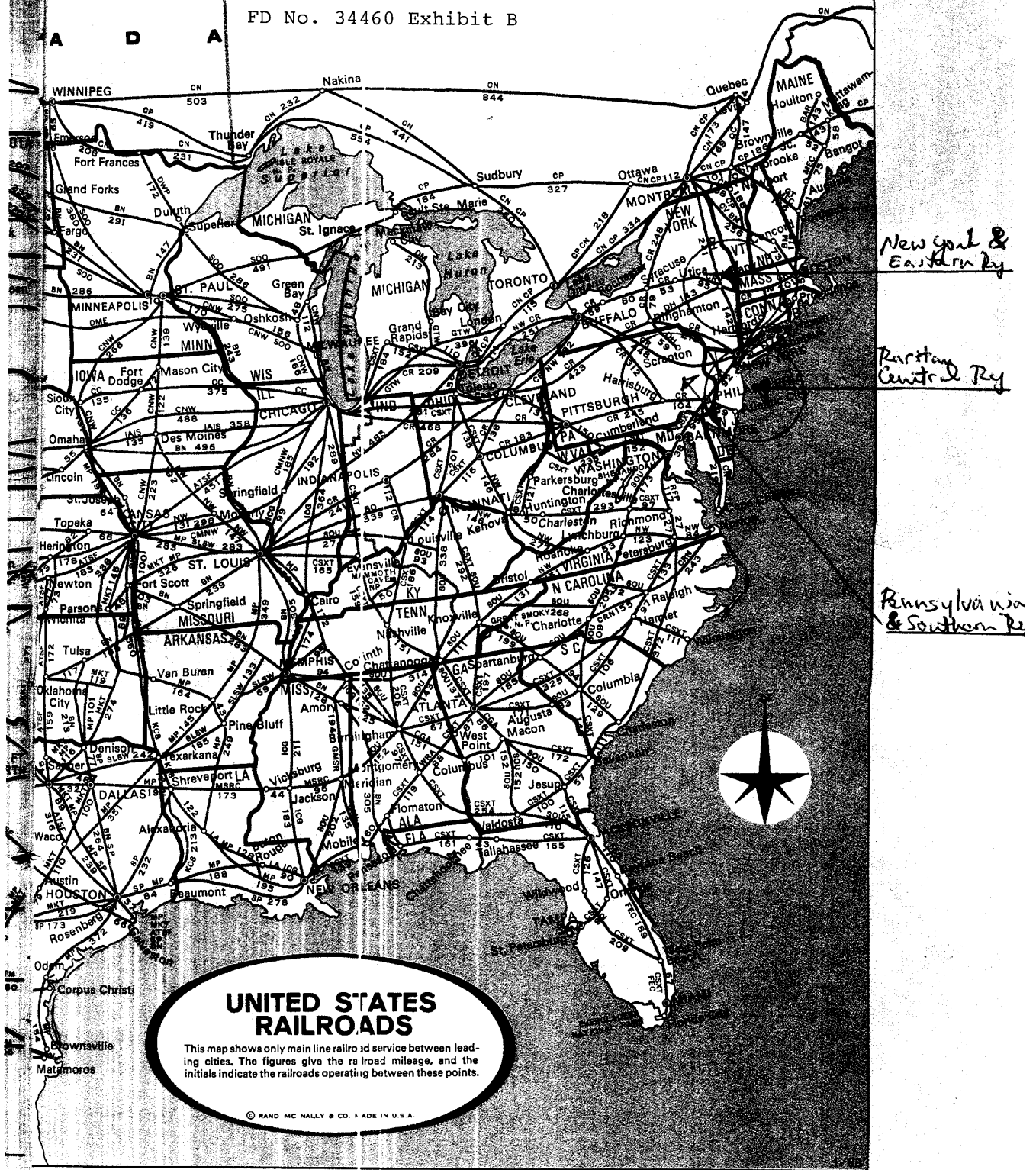


CENTRAL STANDARD TIME



EASTERN STANDARD TIME

FD No. 34460 Exhibit B



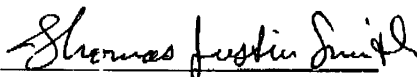
VERIFICATION

STATE OF Massachusetts
CITY OF Newton) SS

EVANS HAPIRA, being duly sworn according to law,
hereby deposes and states that (s)he is authorized to make the
Verification, has read the foregoing document, and knows the
facts asserted therein are true and accurate as stated, to the
best of (her)his knowledge, information and belief.



Subscribed and sworn to before me, a Notary Public, in and for
the City of Newton in the State of MA, this 12th
day of JAN 2004



Notary Public

My Commission expires:

