

COVINGTON & BURLING

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LINDA J. MORGAN
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213846

April 21, 2005

BY HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-00001

FILED
APR 21 2005

TRANSPORTATION BOARD

ENTERED
Office of Proceedings

APR 22 2005

Part of
Public Record

Re: Finance Docket No. 34695, Hainesport Industrial Railroad, LLC --
Acquisition and Operation Exemption

Dear Mr. Williams:

On behalf of Hainesport Industrial Railroad, LLC, please find enclosed for filing an original and ten (10) copies of a verified notice of exemption under 49 C.F.R. § 1150.31 for the acquisition and operation by Hainesport Industrial Railroad, LLC (HIR) of tracks owned by Hainesport Industrial Park Railroad Association, Inc. in Hainesport, New Jersey.

On January 3, 2005, HIR filed a similar notice. Subsequent to that filing, HIR entered into discussions with Consolidated Rail Corporation regarding this matter. Accordingly, HIR requested that the notice be withdrawn pending the conclusion of those discussions. By decision dated January 13, 2005, issued by the Secretary of the Board, Vernon A. Williams, HIR's request for withdrawal of its notice without prejudice was granted and the proceeding was dismissed.

The relevant discussions have progressed to the point at which refile of a similar notice of exemption reflecting these discussions is appropriate. I am also enclosing another filing fee in the amount of \$1,500 and a computer disk containing an electronic version of this filing.

COVINGTON & BURLING

Vernon A. Williams

April 21, 2005

Page 2

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

Sincerely,

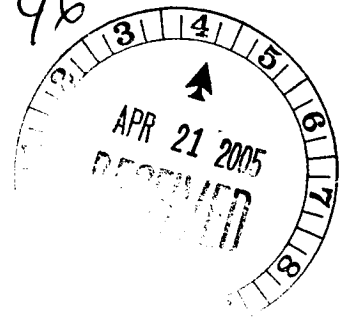

Linda J. Morgan

Enclosures

cc: Darryl Caplan

213846

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 34695

ENTERED
Office of Proceedings

APR 22 2005

Part of
Public Record

HAINESPORT INDUSTRIAL RAILROAD, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
HAINESPORT INDUSTRIAL PARK RAILROAD ASSOCIATION, INC.

FILED
APR 21 2005
SURFACE
TRANSPORTATION BOARD

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. § 10901 AND 49 C.F.R. § 1150.31

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE
INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

FEE RECEIVED
APR 21 2005
TRANSPORTATION BOARD

Submitted By:

Linda J. Morgan
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-6000

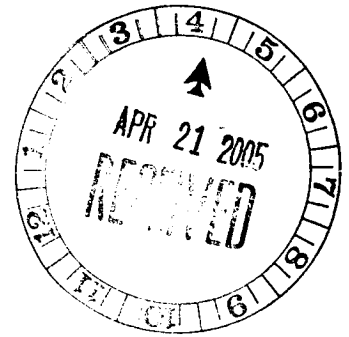
Counsel for Petitioner

Dated: April 21, 2005

Contains Color Image

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34695



HAINESPORT INDUSTRIAL RAILROAD, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
HAINESPORT INDUSTRIAL PARK RAILROAD ASSOCIATION, INC.

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. § 10901 AND 49 C.F.R. § 1150.31

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE
INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

Name and Address of Applicant

49 C.F.R. § 1150.33(a)

Hainesport Industrial Railroad, LLC
950B Chester Avenue
Delran, NJ 08075-1234

Applicant's Representative

49 C.F.R. § 1150.33(b)

Linda J. Morgan
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-6000

Statement of Agreement

49 C.F.R. § 1150.33(c)

Hainesport Industrial Railroad, LLC has negotiated the terms of the acquisition and operation of the subject tracks with Hainesport Industrial Park Railroad Association, the current owner of the tracks. Before beginning operations, it also will finalize the necessary agreements with Consolidated Rail Corporation (Conrail), the current operator of the tracks, and with Norfolk Southern Railway Company (NS) and CSX Transportation, Inc. (CSXT). NS and CSXT will continue to have direct commercial access to the industrial park.

Operator of the Property

49 C.F.R. § 1150.33(d)

In all cases anticipated by this Notice, and as described in the transaction summary provided below, Hainesport Industrial Railroad, LLC will hold itself out to provide common carrier rail freight service over the subject rail tracks.

Brief Summary of Proposed Transaction

49 C.F.R. § 1150.33(e)

Hainesport Industrial Railroad, LLC is a newly established noncarrier that proposes to acquire and operate the subject rail tracks as a class III short line railroad. The tracks to be acquired will be transferred from Hainesport Industrial Park Railroad Association, Inc., which is located at the Hainesport Industrial Park, Township of Hainesport, Burlington County, New Jersey. Hainesport Industrial Railroad, LLC seeks to acquire approximately one (1) total route mile. The track is located within the Hainesport Industrial Park in the township of Hainesport, Burlington County, New Jersey, and connects with Conrail at the 12.6 milepost in the South Jersey Conrail Shared Assets Area. Applicant proposes to commence its operation of the subject tracks within 60 days after the date this Verified Notice of Exemption becomes effective.

Initially, Hainesport Industrial Railroad, LLC will serve the needs of the current shippers in the Hainesport Industrial Park, which is served by the subject track. The rail services are used currently by Gallo Wine and Total Logistics. The members of Hainesport Industrial Park Railroad Association have no objection to the proposed transaction. *See* Exhibit D (Letter from Total Logistics). In addition, the current operator, Conrail, has indicated that it has no objection to the filing of this notice.

Map

49 C.F.R. § 1150.33(f)

A map depicting the line to be acquired and operated is attached as Exhibit A.

Certificate of Carrier Classification

49 C.F.R. § 1150.33(g)

Hainesport Industrial Railroad, LLC certifies that the projected annual revenues of the carrier to be created by this transaction will not exceed the Class III carrier threshold. A certificate complying with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B to this notice.

Caption Summary

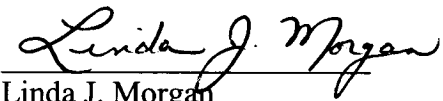
49 C.F.R. § 1150.34

A caption summary required by 49 C.F.R. § 1150.34 is attached as Exhibit C to this Notice.

Environmental and Historical Impact

Hainesport Industrial Railroad, LLC hereby certifies that the activities described above will not exceed the thresholds established in 49 C.F.R. §§ 1105.7(d)(4) or (5), that pursuant to 49 C.F.R. § 1105.6(c)(2) no environmental report need be prepared, and that the proposed activities will not affect any historic structures.

Respectfully submitted,

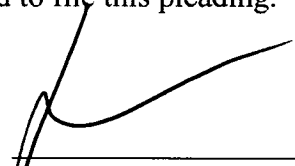

Linda J. Morgan
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-6000

Counsel for Petitioner

Dated: April 21, 2005

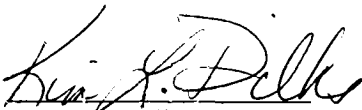
VERIFICATION

I, Darryl S. Caplan, an officer of the Hainesport Industrial Railroad, LLC, declare under penalty of perjury that the foregoing Notice of Exemption, and the attached Exhibits, are true and correct. Further, I certify that I am qualified and authorized to file this pleading.



Darryl S. Caplan

Subscribed and sworn to before me, a Notary Public, on this 13th day of April, 2005.



Notary Public

(SEAL)

**KIM A. LEMOUEY DILKS
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JAN. 22, 2010**

THIS PLAN IS HER
PLANNING BOARD
AND CONDITIONS IN
BOARD.

[illegible]

Exhibit B

CERTIFICATION

I, Darryl S. Caplan, an officer of the Hainesport Industrial Railroad, LLC, hereby certifies under penalty of perjury that the projected annual revenue of Hainesport Industrial Railroad, LLC in the aggregate, will not exceed the maximum amount for a Class III rail carrier as set forth in 49 C.F.R. § 1201. Further, I certify that I am qualified and authorized to make this certification on behalf of Hainesport Industrial Railroad, LLC.

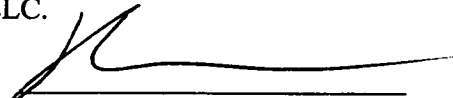

Darryl S. Caplan

Exhibit C

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. ~~3467~~ ³⁴⁶⁹⁵

HAINESPORT INDUSTRIAL RAILROAD, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
HAINESPORT INDUSTRIAL PARK RAILROAD ASSOCIATION, INC.

Hainesport Industrial Railroad, LLC, a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to acquire Hainesport Industrial Park Association, Inc.'s rail line located in Burlington County, New Jersey. The line is located within the Hainesport Industrial Park in the township of Hainesport, and connects with Consolidated Rail Corporation (Conrail) at the 12.6 milepost in the South Jersey Conrail Shared Assets Area. The total route miles being acquired is approximately one (1).

Any comments must be filed with the Surface Transportation Board and served on Linda J. Morgan, Covington & Burling, 1201 Pennsylvania Avenue, N.W., Washington, D.C. 20004, telephone (202) 662-6000.

This notice is filed under 49 C.F.R. 1150.31. 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.

Exhibit D

TOTAL LOGISTICS

P.O. Box 44, Hainesport Industrial Park, Hainesport, N.J. 08036 • (609) 261-9494 • Fax: (609) 265-1599

Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

RE: Hainesport Industrial Railroad, LLC

Dear Secretary Williams:

Total Logistics submits this letter in support of the request by Hainesport Industrial Railroad, LLC to become a Class III shortline railroad.

Total Logistics is located within a development known as the Hainesport Industrial Park (the Park), in the Township of Hainesport, Burlington County, New Jersey. The Park is served by approximately one mile of railroad, which is used by shippers such as Total Logistics. The track is currently owned by the Hainesport Industrial Park Railroad Association, Inc. (the Association), a New Jersey not-for-profit corporation. Total Logistics is a member of the Association and, along with the other member companies that use the railroad, is currently responsible for its pro-rata share of the Association's expenses for track maintenance and operations.

Total Logistics understands that Hainesport Industrial Railroad, LLC seeks to acquire, operate, and maintain the common rail in the Park. Total Logistics is fully supportive of this initiative.

Sincerely,

Tom Witz 12/22/04
President