

FOUR PENN CENTER  
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1600 JOHN F. KENNEDY BLVD.  
PHILADELPHIA, PA 19103-2808  
TELEPHONE 215.563.9400  
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WWW.GGELAW.COM

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

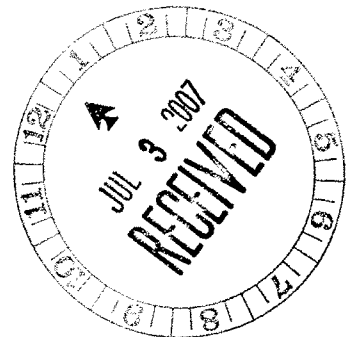
ERIC M. HOCKY  
DIRECT DIAL 215.320.3720  
emhocky@ggelaw.com

219678

July 2, 2007  
VIA: UPS overnight

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20024

FILED  
JUL - 3 2007  
SURFACE  
TRANSPORTATION BOARD



RE: STB Finance Docket No. 35044  
Buffalo & Pittsburgh Railroad, Inc. -  
Lease and Operation Exemption -  
Norfolk Southern Railway Company  
**Petition for Exemption (Expedited Consideration)**

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of the Petition for Exemption of Buffalo & Pittsburgh Railroad, Inc., together with a check in the amount of \$5,700 representing the filing fee.

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

FILED  
JUL - 3 2007  
SURFACE  
TRANSPORTATION BOARD

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Eric M. Hocky'.

Eric M. Hocky  
Attorney for  
Buffalo & Pittsburgh Railroad, Inc.

Enclosures

cc (w/ encls.): All parties on the service list

GOLLATZ, GRIFFIN & EWING, P.C.

219678

ENTERED  
Office of Proceedings

JUL - 3 2007

Part of  
Public Record



Before the  
**SURFACE TRANSPORTATION BOARD**

STB Finance Docket No.35044

**BUFFALO & PITTSBURGH RAILROAD, INC.**

**- LEASE AND OPERATION EXEMPTION -**

**NORFOLK SOUTHERN RAILWAY COMPANY**

RECEIVED  
JUL 3 2007  
SURFACE  
TRANSPORTATION BOARD

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**PETITION FOR EXEMPTION**

**Expedited Consideration Requested**

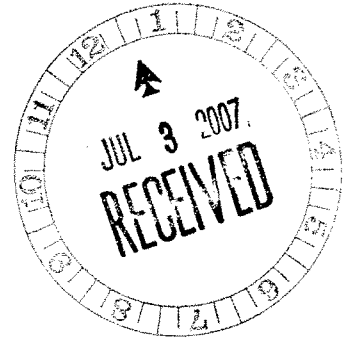
**FILED**  
JUL 3 2007  
SURFACE  
TRANSPORTATION BOARD

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 Buffalo & Pittsburgh Railroad, Inc.

Dated: July 2, 2007

Before the  
**SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35044



**BUFFALO & PITTSBURGH RAILROAD, INC.  
– LEASE AND OPERATION EXEMPTION –  
NORFOLK SOUTHERN RAILWAY COMPANY**

---

**PETITION FOR EXEMPTION**

Buffalo & Pittsburgh Railroad, Inc. (“BPRR”), a Class II carrier, petitions for an exemption under 49 U.S.C. §10502 and 49 C.F.R. §1121 from the provisions of 49 U.S.C. §10902 to enable BPRR to lease from Norfolk Southern Railway Company (“NSR”) the line of railroad between Gravity, NY (MP BR 8.8) and Machias, NY (MP BR 44.7 +/-, immediately south of the northbound home signal and insulated joint for CP- Machias), a total distance of approximately 35.9 miles (the “Line”). A map of the Line is attached hereto as Exhibit A. BPRR currently operates over the Line (and beyond) via overhead trackage rights. In support of its request for exemption, BPRR represents as follows:

**THE PROPOSED TRANSACTION**

BPRR is a common carrier by railroad subject to 49 U.S.C. Subtitle IV, Chapter 105. BPRR is a Class II carrier that currently owns or operates approximately 540 miles of rail lines in New York and Pennsylvania. BPRR proposes to lease the Line from NSR. BPRR already operates over the Line (and beyond) pursuant to overhead trackage rights, and uses the

Line to connect between its existing line south of Machias and its yard and other operations in Buffalo, NY.<sup>1</sup> NSR is not currently using the Line to operate through trains, and there is only a minimal amount of local traffic on the Line. Upon the commencement of the lease, BPRR's trackage rights over the Line will be suspended (to be reactivated if and when the lease terminates.) BPRR, as the most active carrier currently using the Line, has a strong interest in seeing the Line maintained, and is willing to bear the costs related thereto. However, it is only willing to do so if it has operating control of the Line. As a result of the proposed lease transaction, BPRR would provide the local service on the Line, and would continue to use the Line for its overhead traffic to and from Buffalo.

**Additional Information.**<sup>2</sup> BPRR provides the following additional information about the transaction to enable the Board to process this Petition:

- (1) The full name and address of the petitioner is Buffalo & Pittsburgh Railroad, Inc., 1200-C Scottsville Rd., Ste. 200, Rochester, NY 14624. It is currently a Class II carrier.
- (2) The name, address and telephone number of the representative of the petitioner who should receive correspondence is Eric M. Hocky, Gollatz, Griffin

---

<sup>1</sup> BPRR acquired the trackage rights from Conrail in 1997. *See Buffalo & Pittsburgh Railroad, Inc. – Trackage Rights Exemption – Consolidated Rail Corporation*, STB Finance Docket No. 33514 (served December 4, 1997). NSR succeeded to the ownership of the Line, and the rights and obligations of Conrail under the trackage rights agreement, as part of the acquisition and division of Conrail.

<sup>2</sup> BPRR is providing the information that the Board requires in 49 C.F.R. §1150.43 for Section 10902 transactions by Class III carriers.

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

(3) The name and address of the railroad transferring (leasing) the Line is  
Norfolk Southern Railway Company, Three Commercial Place, Norfolk, VA  
23510.

(4) BPRR and NSR have entered into a lease agreement covering the proposed  
transaction. The lease term is 20 years, with a renewal term of 10 years, but the  
lease may be terminated by either party prior to the end of the term in accordance  
with the lease provisions.

(5) The parties propose to consummate the transaction as soon as the  
exemption requested in this Petition becomes effective and the labor notice period  
is complete.

(6) The Line being acquired runs approximately 35.9 miles between milepost  
BR 8.8 at Gravity, NY, and milepost BR 44.7 +/- (immediately south of the  
northbound home signal and insulated joint for CP- Machias) near Machias, NY.

(7) NSR will retain detour rights over the Line pursuant to a standard form  
detour agreement adopted by the Association of American Railroads.

(8) A map showing the Line is attached hereto as Exhibit A.

(9) After the transaction, BPRR will continue to be a Class II carrier.

## **ACQUISITION AND OPERATION OF THE LINE SHOULD BE EXEMPTED**

The acquisition and operation of the Line by BPRR would require authorization pursuant to 49 U.S.C. §10902 unless the exemption requested herein is granted. Under Section 10902, a Class II carrier may acquire a line of railroad from another carrier unless the Board finds that the acquisition is inconsistent with the public convenience and necessity. However, the Board is directed by 49 U.S.C. §10502 to grant an exemption from regulation if it finds that (1) regulation is not necessary to carry out the rail transportation policy of 49 U.S.C. §10101, and (2) either the transaction is limited in scope or regulation is not needed to protect shippers from the abuse of market power.

An exemption from the requirements of Section 10902 for BPRR's proposed lease of this 35.9 mile rail line would be fully consistent with the standards of Section 10502. Detailed scrutiny of a full application is not required to carry out the transportation policy of 49 U.S.C. §10101; the transaction is clearly limited in scope, and will not result in any abuse of market power.

The Board has adopted a class exemption for acquisitions by Class III railroads under 49 U.S.C. §10902. *Class Exemption for Acquisition or Operation under 49 U.S.C. 10902*, STB Ex Parte No. 529, 1 STB 95 (1996). In that decision, the Board noted that the criteria for approving transactions under Sections 10901 and 10902 were substantially the same and determined that it was appropriate to adopt a class exemption for acquisitions by Class III carriers that was similar to the class exemption adopted for non-carriers. *Id.* at 96-97; 100-101. In examining the exemption criteria the Board found:

We find that the proposed class exemption meets the criteria of section 10502(a). A class exemption from the requirements of section 10902 will facilitate the acquisition of rail lines by Class III carriers and ensure the continuation of rail service on lines that may otherwise be abandoned if not for the sale. Detailed scrutiny of such transactions, which often are not controversial, through applications for review and approval under section 10902, is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101. The exemption will thus promote the continuation of a sound rail system to meet the needs of the public and will enhance efficiency, coordination and competition among rail carriers. See 49 U.S.C. 10101 (4), (5) and (9).

The exemption will also minimize the need for Federal regulatory control over the rail transportation system and reduce the barriers to entry into and exit from the industry. By limiting the level of regulatory review of such transactions and by relying upon the more expeditious notice of exemption procedure, the Board's regulation of Class III acquisitions will be facilitated and reduced. 49 U.S.C. 10101 (2) and (7).

The acquisition and operation of rail lines by Class III carriers under the exemption will be limited in scope. Major changes in rail operations or competitive relationships between railroads are not likely to occur because, under the exemption, the purchasing carrier's operation will merely supplant the selling carrier's operation. Moreover, purchases by Class III railroads typically do not have the impact of acquisitions by large Class I or II carriers.

Regulation of Class III acquisitions is not necessary to protect shippers from the abuse of market power under 49 U.S.C. 10152 (a)(2)(B). Competition or transportation options for the shipping public typically will not be lessened. Rather, continued rail operations made possible by such acquisitions should improve service for shippers and decrease the cost of its provision.

*Id. at 103.* Since Section 10902 does not establish different criteria for acquisitions for Class II and Class III carriers, the same reasons given by the Board in adopting the class exemption also justify the exemption sought in this proceeding. Here, the acquiring carrier is a small Class II

carrier, and the Line is less than 40 miles long and is located all in one state. Further, in this proceeding, the leasing carrier is already operating over the Line. By allowing BPRR to lease the Line, shippers will benefit in that BPRR will be able to coordinate the local service with its existing overhead service. Further, BPRR will be in a position to justify continued maintenance of the Line to ensure continued efficient service. As a locally based carrier, BPRR may also be in a better position to develop local business on the Line. Moreover, the grant of the exemption will not adversely affect any of the other 15 items which have been made a part of rail transportation policy by 49 U.S.C. §10101.

### **EMPLOYEE PROTECTION**

BPRR recognizes that the lease will be made subject to the employee severance conditions described in 49 U.S.C. §10902(d) as set forth in *Wisconsin Central Ltd. - Acquisition Exemption - Union Pacific Railroad*, 2 STB 218 (1997), *rev'd in part sub nom. Association of American Railroads v. STB*, 162 F.3d 101 (DC Cir 1998). As described below, BPRR has given notice of the proposed transaction to the employees of NSR in accordance with the requirements of 49 C.F.R. §1121.4(h).

### **ENVIRONMENTAL AND HISTORIC REPORTS**

BPRR does not expect that there will be any more trains operating over the Line after the lease commences than there are currently operating over the Line. As such, the proposed transaction should be exempt from the Board's environmental reporting requirements

pursuant to 49 C.F.R. §1105.6(c)(2). Further, the proposed transaction is exempt from the historic preservation reporting requirements since the lease is for continued rail operations, there are no plans in connection with the transaction to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older, and any future discontinuance by BPRR would be subject to further Board approval.

### **CERTIFICATION OF NOTICES**

BPRR certifies that between June 23, 2007, and June 27, 2007, copies of the enclosed Notice was posted at the following locations of Norfolk Southern Railway Company, as shown on the certifications also enclosed: Buffalo Terminal, NY – Bison Yard Yard Office, Buffalo Junction Yard Office; Olean, NY; Northumberland, PA; Buffalo, NY Track Department; and Olean, NY track Department. Copies of the notice were served on the national offices of unions with potentially affected employees, and a certification was filed with the Board on June 28, 2007. A copy of the certification together with the notice is attached as Exhibit B.

### **EXPEDITED CONSIDERATION**

BPRR wants the lease to become effective as soon as possible so that BPRR can perform certain planned maintenance during the current construction season. BPRR acknowledges that the Board's regulations (49 C.F.R. §1121.4(h)) require 60 days notice to labor before the lease exemption can be effective. BPRR is not seeking to reduce the notice period, but requests that the Board issue its decision on the requested exemption to be effective upon the

completion of the notice period, *i.e.*, by August 27, 2007, the 60<sup>th</sup> day following the filing of the labor notice certification.

### **CONCLUSION**

For the foregoing reasons, BPRR requests that the Board, under 49 U.S.C. §10502, exempt the lease and operation of the rail line which is the subject of this proceeding from regulation under 49 U.S.C. §10902, and that the exemption be made effective at the same time that the notice requirements of 49 C.F.R. §1121.4(h) have been satisfied.

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

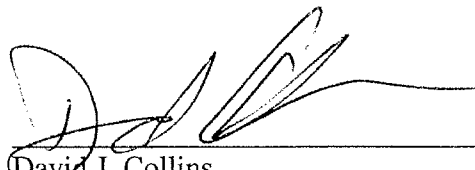
Attorneys for Buffalo & Pittsburgh Railroad, Inc.

Dated: July 2, 2007

**VERIFICATION**

I, David J. Collins, President of Buffalo & Pittsburgh Railroad, Inc., verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verification.

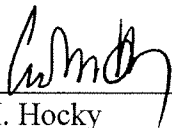
Dated: July 2, 2007



David J. Collins

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing Petition for Exemption was served by first class mail, postage prepaid upon the persons shown on the attached list.

  
\_\_\_\_\_  
Eric M. Hocky

Dated: July 2, 2007

Greg Summy  
Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, VA 23510

Mr. F. Leo McCann, President  
American Train Dispatchers Association  
1370 Ontario Street, Suite 1040  
Cleveland, OH 44113-1736

Mr. Don M. Hahs, International President  
Brotherhood of Locomotive Engineers & Trainmen  
Standard Building  
1370 Ontario Street  
Cleveland, OH 44113-1702

Mr. Freddie N. Simpson, President  
Brotherhood of Maintenance of Way Employees Division  
20300 Civic Center Drive, Suite 320  
Southfield, MI 48076-4169

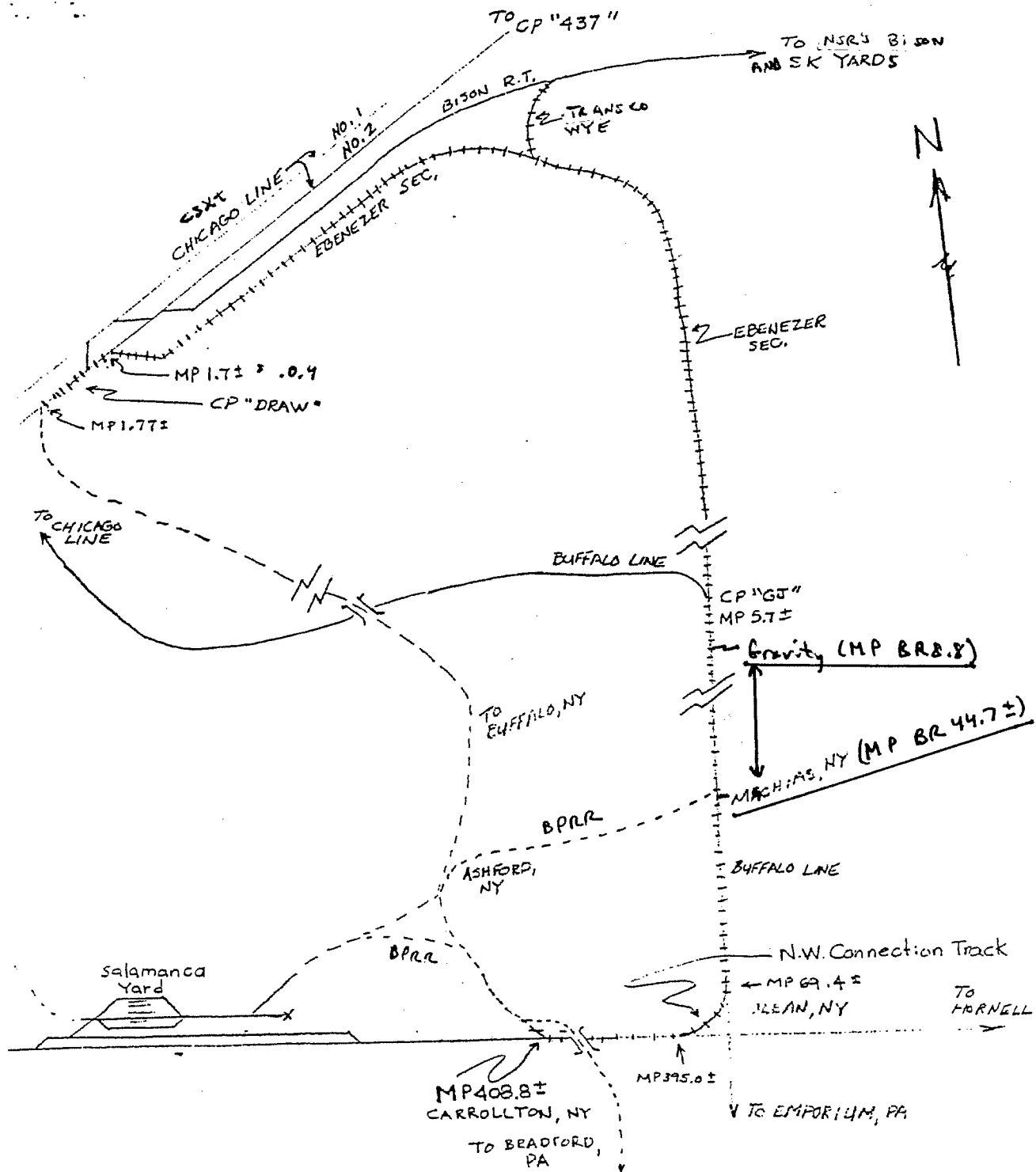
Mr. W. D Pickett, President  
Brotherhood of Railroad Signalmen  
917 Shenandoah Shores Road  
Front Royal, VA 22630-6418

Mr. Edwin D. Hill, International President  
International Brotherhood of Electrical Workers  
1125 15<sup>th</sup> Street, NW  
Washington, DC 20005

Mr. Paul C. Thompson, International President  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, OH 44107

**EXHIBIT A**

**MAP**



NOT TO SCALE

**EXHIBIT B**

**LABOR NOTICE CERTIFICATION**

FOUR PENN CENTER  
SUITE 200  
1600 JOHN F. KENNEDY BLVD.  
PHILADELPHIA, PA 19103-2808  
TELEPHONE 215.563.9400  
FACSIMILE 215.665.9968  
WWW.GGELAW.COM

**GG&E** GOLLATZ  
GRIFFIN  
& EWING  
ATTORNEYS - AT - LAW

ERIC M. HOCKY  
DIRECT DIAL 215.320.3720  
emhocky@ggelaw.com

June 28, 2007  
Via electronic filing

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423

RE: STB Finance Docket No. 35044  
Buffalo & Pittsburgh Railroad, Inc. -  
Lease and Operation Exemption -  
Norfolk Southern Railway Company  
**Labor Notice Certification**



Dear Secretary Williams:

Buffalo & Pittsburgh Railroad, Inc. ("BPRR") hereby certifies that on between June 23, 2007, and June 27, 2007, copies of the enclosed Notice was posted at the following locations of Norfolk Southern Railway Company, as shown on the certifications also enclosed: Buffalo Terminal, NY – Bison Yard Yard Office, Buffalo Junction Yard Office; Olean, NY; Northumberland, PA; Buffalo, NY Track Department; and Olean, NY track Department.

BPRR further certifies that it is serving by overnight delivery, a copy of this letter and the enclosed Notice on the national offices of the labor unions shown below.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Eric M. Hocky".

Eric M. Hocky  
Attorney for  
Buffalo & Pittsburgh Railroad, Inc.

Enclosures

cc (w/ encls.; via UPS Overnight):  
All parties on the attached list

GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON

Hon. Vernon A. Williams  
June 28, 2007  
Page 2

Mr. F. Leo McCann, President  
American Train Dispatchers Association  
1370 Ontario Street, Suite 1040  
Cleveland, OH 44113-1736

Mr. Don M. Hahs, International President  
Brotherhood of Locomotive Engineers & Trainmen  
Standard Building  
1370 Ontario Street  
Cleveland, OH 44113-1702

Mr. Freddie N. Simpson, President  
Brotherhood of Maintenance of Way Employees Division  
20300 Civic Center Drive, Suite 320  
Southfield, MI 48076-4169

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917 Shenandoah Shores Road  
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1125 15<sup>th</sup> Street, NW  
Washington, DC 20005

Mr. Paul C. Thompson, International President  
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14600 Detroit Avenue  
Cleveland, OH 44107

Before the  
**SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35044

**BUFFALO & PITTSBURGH RAILROAD, INC.  
– LEASE AND OPERATION EXEMPTION –  
NORFOLK SOUTHERN RAILWAY COMPANY**

**NOTICE OF INTENT DIRECTED TO EMPLOYEES OF  
NORFOLK SOUTHERN RAILWAY COMPANY**

Pursuant to the regulations of the Surface Transportation Board (the “Board”) at 49 CFR §1121.4(h), Buffalo & Pittsburgh Railroad, Inc. (“BPRR”) hereby gives notice of its intent to lease from Norfolk Southern Railway Company (“NSR”) the 35.9 mile rail line between Gravity, New York, milepost BR 8.8, and Machias, New York, milepost 44.7±. BPRR currently operates over the line via overhead trackage rights. The lease is intended to be effective as of the later of August 24, 2007, or 60 days after BPRR certifies to the Board that this notice has been posted.

As a result of the transaction, BPRR preliminarily estimates that the following jobs will be available at the starting hourly rates of pay indicated:

| <u>Jobs</u>                   | <u>Starting Rates of Pay<sup>1</sup></u> |
|-------------------------------|------------------------------------------|
| 2 Maintenance of Way Laborers | \$ 17.09                                 |
| Signal maintainer             | \$ 19.52                                 |

Employees will be provided with railroad retirement, medical insurance, holidays, vacation and other benefits consistent with the benefits currently provided employees of BPRR with similar jobs.

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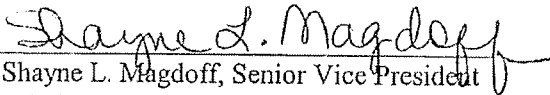
<sup>1</sup> Rates are current rates, and could be subject to change prior to the anticipated commencement date of employment in August, 2007.

BPRR is an equal opportunity employer. Employees will be selected based upon their experience and suitability for the jobs that may be offered. Successful applicants will be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and take a physical exam.

Applications for employment should be made by sending a letter and resume stating the applicant's experience, providing references for any employment held during the last five years and any rail industry employment held at any time. The applicant must be available to start work by the seventh day prior to the proposed effective date of the lease set forth in the first paragraph of this notice. The letter should be sent by regular mail to Buffalo & Pittsburgh Railroad, Inc. c/o Shayne L. Magdoff, Senior Vice President Administration and Human Resources, Genesee & Wyoming Inc., 1200-C Scottsville Road, Suite 200, Rochester, NY 14624.

BUFFALO & PITTSBURGH RAILROAD, INC.

Dated: June 22, 2007

By:   
Shayne L. Magdoff, Senior Vice President  
Administration and Human Resources

Before the

**SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35044

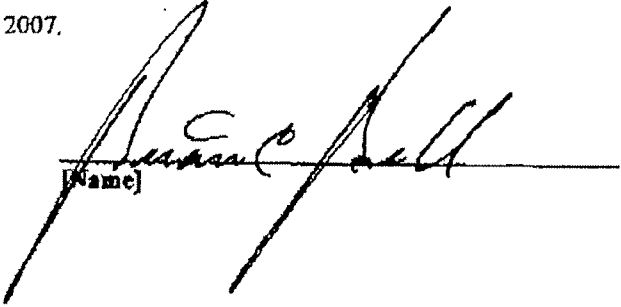
**BUFFALO & PITTSBURGH RAILROAD, INC.  
- LEASE AND OPERATION EXEMPTION -  
NORFOLK SOUTHERN RAILWAY COMPANY****CERTIFICATE OF  
NORFOLK SOUTHERN RAILWAY COMPANY**

The attached Notice of Intent was posted at Buffalo Terminal - Bison Yard  
Yard Office, Buffalo Junction Yard Office.

I, Brian C. Bell, Terminal Superintendent, Buffalo, NY

of Norfolk Southern Railway Company certify 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 June 23, 2007.

  
[Name]

Before the  
**SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35044

**BUFFALO & PITTSBURGH RAILROAD, INC.  
- LEASE AND OPERATION EXEMPTION -  
NORFOLK SOUTHERN RAILWAY COMPANY**

**CERTIFICATE OF  
NORFOLK SOUTHERN RAILWAY COMPANY**

The attached Notice of Intent was posted at Olean, NY.

I, T.J. McConnell, Trainmaster of Norfolk

Southern Railway Company certify 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 June 24, 2007.

[Name]



A handwritten signature in black ink, appearing to read 'T.J. McConnell', is written over a horizontal line.

Before the  
**SURFACE TRANSPORTATION BOARD**  
STB Finance Docket No. 35044

**BUFFALO & PITTSBURGH RAILROAD, INC.  
- LEASE AND OPERATION EXEMPTION -  
NORFOLK SOUTHERN RAILWAY COMPANY**

**CERTIFICATE OF  
NORFOLK SOUTHERN RAILWAY COMPANY**

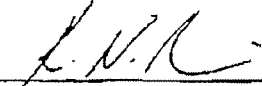
The attached Notice of Intent was posted at Northumberland, PA.

I, K. N. Rivers, Sr. General Foreman of Norfolk

Southern Railway Company certify 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 June 25, 2007.

  
\_\_\_\_\_  
K. N. Rivers, Sr. General Foreman

Before the  
**SURFACE TRANSPORTATION BOARD**  
STB Finance Docket No. 35044

**BUFFALO & PITTSBURGH RAILROAD, INC.**  
**- LEASE AND OPERATION EXEMPTION -**  
**NORFOLK SOUTHERN RAILWAY COMPANY**

**CERTIFICATE OF**  
**NORFOLK SOUTHERN RAILWAY COMPANY**

The attached Notice of Intent was posted at Buffalo Track Dept  
(locations of posting)  
I, Robert Heege, Track Supervisor  
(name) (title) of Norfolk Southern

Railway Company certify 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 June 27, 2007, 7:48 AM

Robert Heege  
[Name]

Before the  
**SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35044

**BUFFALO & PITTSBURGH RAILROAD, INC.  
- LEASE AND OPERATION EXEMPTION -  
NORFOLK SOUTHERN RAILWAY COMPANY**

**CERTIFICATE OF  
NORFOLK SOUTHERN RAILWAY COMPANY**

The attached Notice of Intent was posted at Olean NY Track Dept  
(locations of posting)  
I, Robert Hodge Track Supervisor  
(name) (title) of Norfolk Southern

Railway Company certify 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 June 27 2007. 3:18 PM

Robert C. Hodge  
(Name)

FOUR PENN CENTER  
SUITE 200  
1600 JOHN F. KENNEDY BLVD.  
PHILADELPHIA, PA 19103-2808  
TELEPHONE 215.563.9400  
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& EWING  
ATTORNEYS - AT - LAW

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DIRECT DIAL 215.320.3720  
emhocky@ggelaw.com

July 2, 2007  
Via electronic filing

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423



RE: STB Finance Docket No. 35044  
Buffalo & Pittsburgh Railroad, Inc. -  
Lease and Operation Exemption -  
Norfolk Southern Railway Company  
**Labor Notice Certification**

Dear Secretary Williams:

In addition to the labor notices posted at various Norfolk Southern Railway Company ("NSR") locations, as certified to the Board by Buffalo & Pittsburgh Railroad, Inc. ("BPRR") on June 28, 2007, copies of the labor notice were also provided directly to individual communication and signal personnel that work on the line as shown on the additional NSR certifications dated June 25, 2007 that are enclosed with this letter. Although it is not clear that such additional notices were required, to the extent necessary, BPRR hereby certifies that such notices were given. (Copies of this letter are being sent to the national offices of unions with employees working on the line; copies of the notice were also previously sent as noted in BPRR's June 28, 2007 filing.)

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Eric M. Hocky'.

Eric M. Hocky  
Attorney for  
Buffalo & Pittsburgh Railroad, Inc.

Enclosures

cc (w/ encls.; via UPS Overnight):  
All parties on the attached list

GOLLATZ, GRIFFIN & EWING, P.C.

Hon. Vernon A. Williams  
July 2, 2007  
Page 2

Mr. F. Leo McCann, President  
American Train Dispatchers Association  
1370 Ontario Street, Suite 1040  
Cleveland, OH 44113-1736

Mr. Don M. Hahs, International President  
Brotherhood of Locomotive Engineers & Trainmen  
Standard Building  
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Mr. Freddie N. Simpson, President  
Brotherhood of Maintenance of Way Employees Division  
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1125 15<sup>th</sup> Street, NW  
Washington, DC 20005

Mr. Paul C. Thompson, International President  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, OH 44107

Before the

**SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35044

**BUFFALO & PITTSBURGH RAILROAD, INC.  
- LEASE AND OPERATION EXEMPTION -  
NORFOLK SOUTHERN RAILWAY COMPANY**

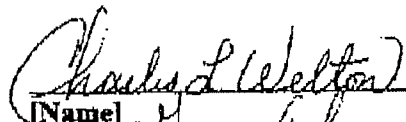
**CERTIFICATE OF  
NORFOLK SOUTHERN RAILWAY COMPANY**

The attached Notice of Intent was posted at (was hand delivered to BRS  
employee Brad Wood on June 25, 2007)

I, Charles L. Welton, General Supervisor C&S

of Norfolk Southern Railway Company certify 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 June 25, 2007.

  
[Name] General Supervisor C&S

Before the  
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**NORFOLK SOUTHERN RAILWAY COMPANY**

**CERTIFICATE OF**  
**NORFOLK SOUTHERN RAILWAY COMPANY**

The attached Notice of Intent was posted at DrWolf, BA Wertz, C. M.

Artman, J.E Skudlarek, B. A. Woodarek, R. A. Andrews R. B. Zajdel.

I, K. D. White, Signal Supervisor of

Norfolk Southern Railway Company certify 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 June 25, 2007.

Kevin D. White  
[Name]

Before the  
**SURFACE TRANSPORTATION BOARD**

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**BUFFALO & PITTSBURGH RAILROAD, INC.  
– LEASE AND OPERATION EXEMPTION –  
NORFOLK SOUTHERN RAILWAY COMPANY**

**NOTICE OF INTENT DIRECTED TO EMPLOYEES OF  
NORFOLK SOUTHERN RAILWAY COMPANY**

Pursuant to the regulations of the Surface Transportation Board (the “Board”) at 49 CFR §1121.4(h), Buffalo & Pittsburgh Railroad, Inc. (“BPRR”) hereby gives notice of its intent to lease from Norfolk Southern Railway Company (“NSR”) the 35.9 mile rail line between Gravity, New York, milepost BR 8.8, and Machias, New York, milepost 44.7±. BPRR currently operates over the line via overhead trackage rights. The lease is intended to be effective as of the later of August 24, 2007, or 60 days after BPRR certifies to the Board that this notice has been posted.

As a result of the transaction, BPRR preliminarily estimates that the following jobs will be available at the starting hourly rates of pay indicated:

| <u>Jobs</u>                   | <u>Starting Rates of Pay<sup>1</sup></u> |
|-------------------------------|------------------------------------------|
| 2 Maintenance of Way Laborers | \$ 17.09                                 |
| Signal maintainer             | \$ 19.52                                 |

Employees will be provided with railroad retirement, medical insurance, holidays, vacation and other benefits consistent with the benefits currently provided employees of BPRR with similar jobs.

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<sup>1</sup> Rates are current rates, and could be subject to change prior to the anticipated commencement date of employment in August, 2007.

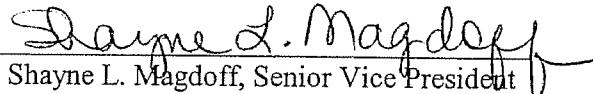
BPRR is an equal opportunity employer. Employees will be selected based upon their experience and suitability for the jobs that may be offered. Successful applicants will be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and take a physical exam.

Applications for employment should be made by sending a letter and resume stating the applicant's experience, providing references for any employment held during the last five years and any rail industry employment held at any time. The applicant must be available to start work by the seventh day prior to the proposed effective date of the lease set forth in the first paragraph of this notice. The letter should be sent by regular mail to Buffalo & Pittsburgh Railroad, Inc. c/o Shayne L. Magdoff, Senior Vice President Administration and Human Resources, Genesee & Wyoming Inc., 1200-C Scottsville Road, Suite 200, Rochester, NY 14624.

BUFFALO & PITTSBURGH RAILROAD, INC.

Dated: June 22, 2007

By:

  
Shayne L. Magdoff, Senior Vice President  
Administration and Human Resources