

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, Suite 225
WASHINGTON, D C 20005

www.balljanik.com

TELEPHONE 202 638 3307
FACSIMILE 202 783 6947

KARL MORELL



June 5, 2008

222 534

BY HAND DELIVERY

Victoria Rutson
Chief
Section of Environmental Analysis
Surface Transportation Board
395 E Street S.W
Washington, DC 20423

ENTERED
Office of Proceedings

JUN - 5 2008

Part of
Public Record

Re. STB Docket No AB-1020X, East Penn Railroad, LLC – Abandonment
Exemption – In Berks and Montgomery Counties, Pennsylvania

Dear Ms Rutson

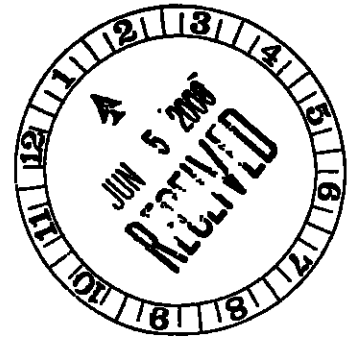
Attached please find 10 copies of the Environmental Report and Historic Report in the above-captioned matter. East Penn Railroad, LLC expects to file its Petition for Exemption on or shortly after June 24, 2008.

Sincerely,

Karl Morell

Enclosures

222534



ENVIRONMENTAL REPORT

(49 C.F.R. 1105.7)

STB Docket No. AB-1020X

**EAST PENN RAILROAD, LLC
--ABANDONMENT EXEMPTION--
IN BERKS AND MONTGOMERY COUNTIES, PA**

ENTERED
Office of Proceedings

JUN - 5 2003

Part of
Public Record

(1) Proposed Action and Alternatives. Describe the proposed action, including commodities transported, the planned disposition (if any) of any rail line and other structures that may be involved, and any possible changes in current operations or maintenance practices. Also describe any reasonable alternatives to the proposed action. Include a readable, detailed map and drawings clearly delineating the project.

East Penn Railroad, LLC ("ESPN") proposes to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). Upon receipt of abandonment authority, ESPN intends to remove the rail, track material, and cross-ties. The bridges, culverts and ballast on the Line will remain in place while ESPN explores rail-banking of the Line.

Berks County acquired the Line from the Pennsylvania Department of Transportation in 2001. One of ESPN's predecessors, Penn Eastern Rail Lines, Inc., acquired the Line in July 2003, from Berks County. Since 1990, the only freight traffic on the Line has been plastic pellets delivered to ESPN's yard in Boyertown, where the shipments are reloaded into trucks for delivery to receiver's facility on the outskirts Boyertown.

The Line has had very limited traffic for years. In recent years, the number of carloads averaged about 80 per year. Because of the low volume of traffic, only limited maintenance has been performed on the Line for some time. Therefore, the proposed abandonment will have limited impact on rail freight operations and maintenance practices on the Line.

A map of the proposed abandonment is attached hereto as Exhibit 1.

(2) Transportation System. Describe the effects of the proposed action on regional or local transportation systems and patterns. Estimate the amount of traffic (passenger or freight) that will be diverted to other transportation systems or modes as a result of the proposed action.

No passenger traffic will be diverted to other modes as a result of the proposed abandonment. The only active shipper on the Line transloads its traffic in the Boyertown yard. ESPN is making other nearby transload facilities available to that shipper. The new facilities will add about 10 miles to the final truck delivery. Consequently, the proposed abandonment will have very limited adverse effects on regional or local transportation systems and patterns.

(3) Land Use. (i) Based on consultation with local and/or regional planning agencies and/or a review of the official planning documents prepared by such agencies, state whether the proposed action is consistent with existing land use plans. Describe any inconsistencies. (ii) Based on consultation with the U.S. Soil Conservation Service, state the effect of the proposed action on any prime agricultural land. (iii) If the action affects land or water uses within a designated coastal zone, include the coastal zone information required by 1105.9. (iv) If the proposed action is an abandonment, state whether or not the right-of-way is suitable for alternative public use under 49 U.S.C. § 10905 and explain why.

(1) ESPN is confident that the proposed abandonment is not inconsistent with existing land use plans. The Montgomery County Board of Commissioners and the Berks County Board of Commissioners were contacted concerning the proposed abandonment. See Exhibit 2. No

written responses have been received to date from the Counties. A copy of this Report is being supplied to the appropriate local and state agencies for their information and comment.

(ii) The proposed abandonment will have no detrimental effect on prime agricultural land. ESPN notified the Natural Resources Conservation Service of the proposed abandonment and requested assistance in identifying any potential effects on prime agricultural land. See Exhibit 3. No response to this request has been received to date. A copy of this Report is being supplied to the USDA Natural Resources Conservation Service for its information and comment.

(iii) The Line does not pass through a designated coastal zone.

(iv) The involved right-of-way does not appear to be suitable for alternative public use other than a recreational. ESPN has been contacted by local officials seeking to rail-bank the Line.

(4) Energy. (i) Describe the effect of the proposed action on transportation of energy resources. (ii) Describe the effect of the proposed action on recyclable commodities. (iii) State whether the proposed action will result in an increase or decrease in overall energy efficiency and explain why. (iv) If the proposed action will cause diversions from rail to motor carriage of more than: (A) 1,000 rail carloads a year; or (B) an average of 50 rail carloads per mile per year for any part of the affected line, quantify the resulting net change in energy consumption and show the data and methodology used to arrive at the figure given.

(i) The proposed abandonment will have no effect on the transportation of energy resources.

(ii) The proposed abandonment will have no effect on the transportation of recyclable commodities.

(iii) The proposed abandonment will have very limited, if any, effect on overall energy efficiency. The new transload facility will add about 10 miles to the final truck movement. At a

conversion of 4 trucks per railcar, there will be about 3,200 additional truck miles per year, or 13.3 additional truck miles per work day.¹ Because of the small volume of traffic on the Line, crews from a nearby line are used to handle the traffic and service the locomotive on the Line. These crews travel an average of approximately 75 miles roundtrip from their duty station and make an average of 100 trips a year. These 7,500 car miles should offset, in whole or in large part, the 3,200 additional truck miles.

(iv) The proposed abandonment should not cause any diversions of rail traffic to motor carriage. The only likely impact will be a change in location of the transload facility and an increase of about 10 truck-miles for the final delivery. Even if all of ESPN's traffic were to shift entirely to motor carriage, the number of rail carload diversions, at current traffic levels, would be about 80 per year, or about 9.3 carloads per mile per year, and well below the above specified thresholds.

(5) Air. (i) If the proposed action will result in either: (A) An increase in rail traffic of at least 100 percent (measured in gross ton miles annually) or an increase of at least eight trains a day on any segment of rail line affected by the proposal, or (B) an increase in rail yard activity of at least 100 percent (measured by carload activity), or (C) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on any affected road segment, quantify the anticipated effect on air emissions. For a proposal under 49 U.S.C. § 10901 (or § 10505) to construct a new line or reinstitute service over a previously abandoned line, only the eight train a day provision in sub-section (5)(i)(A) will apply. (ii) If the proposed action affects a class I or nonattainment area under the Clean Air Act, and will result in either: (A) an increase in rail traffic of at least 50 percent (measured in gross ton miles annually) or an increase of at least three trains a day on any segment of rail line; (B) an increase in rail yard activity of at least 20 percent (measured by carload activity); or (C) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on a given road segment, then state whether any expected increased emissions are within the parameters established by the State Implementation Plan. However, for a rail construction under 49 U.S.C. § 10901 (or 49 U.S.C. § 10505), or a case involving the reinstitution of service over a previously abandoned line, only the three train a day threshold

¹ 240 workdays result when weekends and holidays are subtracted from a 365 day year

in this item shall apply. (iii) If transportation of ozone depleting materials (such as nitrogen oxide and freon) is contemplated, identify: the materials and quantity; the frequency of service; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and spills; contingency plans to deal with accidental spills; and the likelihood of an accidental release of ozone depleting materials in the event of a collision or derailment.

(i) The proposed abandonment will not result in meeting or exceeding the specified thresholds

(ii) The proposed abandonment will not result in meeting or exceeding the specified thresholds

(iii) The proposed abandonment will not affect the transportation of ozone depleting materials

(6) Noise. If any of the thresholds identified in item (5)(i) of this section are surpassed, state whether the proposed action will cause: (i) an incremental increase in noise levels of three decibels Ldn or more; or (ii) an increase to a noise level of 65 decibels Ldn or greater. If so, identify sensitive receptors (e.g., schools, libraries, hospitals, residences, retirement communities, and nursing homes) in the project area, and quantify the noise increase for these receptors if the thresholds are surpassed.

Not applicable

(7) Safety. (i) Describe any effects of the proposed action on public health and safety (including vehicle delay time at railroad grade crossings). (ii) If hazardous materials are expected to be transported, identify: the materials and quantity; the frequency of service; whether chemicals are being transported that, if mixed, could react to form more hazardous compounds; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and hazardous spills; the contingency plans to deal with accidental spills; and the likelihood of an accidental release of hazardous materials. (iii) If there are any known hazardous waste sites or sites where there have been known hazardous materials spills on the right-of-way, identify the location of those sites and the types of hazardous materials involved.

(i) The proposed abandonment will have no detrimental effects on public health and safety

(ii) The proposed abandonment will not affect the transportation of hazardous materials

(iii) There are no known hazardous material waste sites or sites where known hazardous material spills have occurred on or along the rail corridor of the Line

(8) Biological Resources. (i) Based on consultation with the U.S. Fish and Wildlife Service, state whether the proposed action is likely to adversely affect endangered or threatened species or areas designated as a critical habitat, and if so, describe the effects. (ii) State whether wildlife sanctuaries or refuges, National or State parks or forests will be affected, and describe any effects.

(i) The proposed abandonment will not have an adverse affect on endangered or threatened species or areas designated as a critical habitat ESPN notified the U S Fish and Wildlife Service of the proposed abandonment and requested assistance in determining whether endangered or threatened species or areas designated as a critical habitat are likely to be adversely affected See Exhibit 4 The U S Fish and Wildlife Service has determined that the proposed abandonment is not likely to adversely affect fish and wildlife resources See Exhibit 4 A copy of this Report is being supplied to the U.S. Fish and Wildlife Service for its information and further comment

(ii) ESPN does not believe that any wildlife sanctuaries or refuges, National or State parks or forests would be adversely affected by the proposed abandonment. ESPN notified the National Parks Service of the proposed abandonment and requested assistance in identifying any potential effects on wildlife sanctuaries or refuges, National or State parks or forests See

Exhibit 5 To date, no response to this request has been received A copy of this Report is being supplied to the National Park Service for its information and comment

(9) Water. (i) Based on consultation with State water quality officials, state whether the proposed action is consistent with applicable Federal, State or local water quality standards. Describe any inconsistencies. (ii) Based on consultation with the U.S. Army Corps of Engineers, state whether permits under section 404 of the Clean Water Act (33 U.S.C. § 1344) are required for the proposed action and whether any designated wetlands or 100-year flood plains will be affected. Describe the effects. (iii) State whether permits under section 402 of the Clean Water Act (33 U.S.C. § 1342) are required for the proposed action.

(i) The proposed abandonment. in ESPN's view, will be consistent with applicable water quality standards ESPN contacted the Pennsylvania Department of Environmental Protection ("DEP") and the U S Environmental Protection Agency ("US EPA") concerning this matter requesting assistance in determining whether the proposed abandonment is consistent with applicable Federal, State, or local water quality standards See Exhibit 6. According to DEP, a NPDES permit for stormwater is only required if the project involves earthmoving greater than five acres or greater than one acre in size with a point source discharge Also, no additional approvals under 25 Pa Code, Chapter 105 are required if ESPN does not remove any of the bridges on the Line See Exhibit 6 The planned salvage operations will not involve any earthmoving and ESPN has no plans of removing any of the bridges To date, no response has been received from US EPA. A copy of this Report is being supplied to the US EPA and the DEP for their information and further comment.

(ii) ESPN is confident that no designated wetlands or 100-year flood plains will be adversely affected by the proposed abandonment ESPN contacted the Department of the Army Corps of Engineers concerning these matters See Exhibit 7 According to the Army Corps of

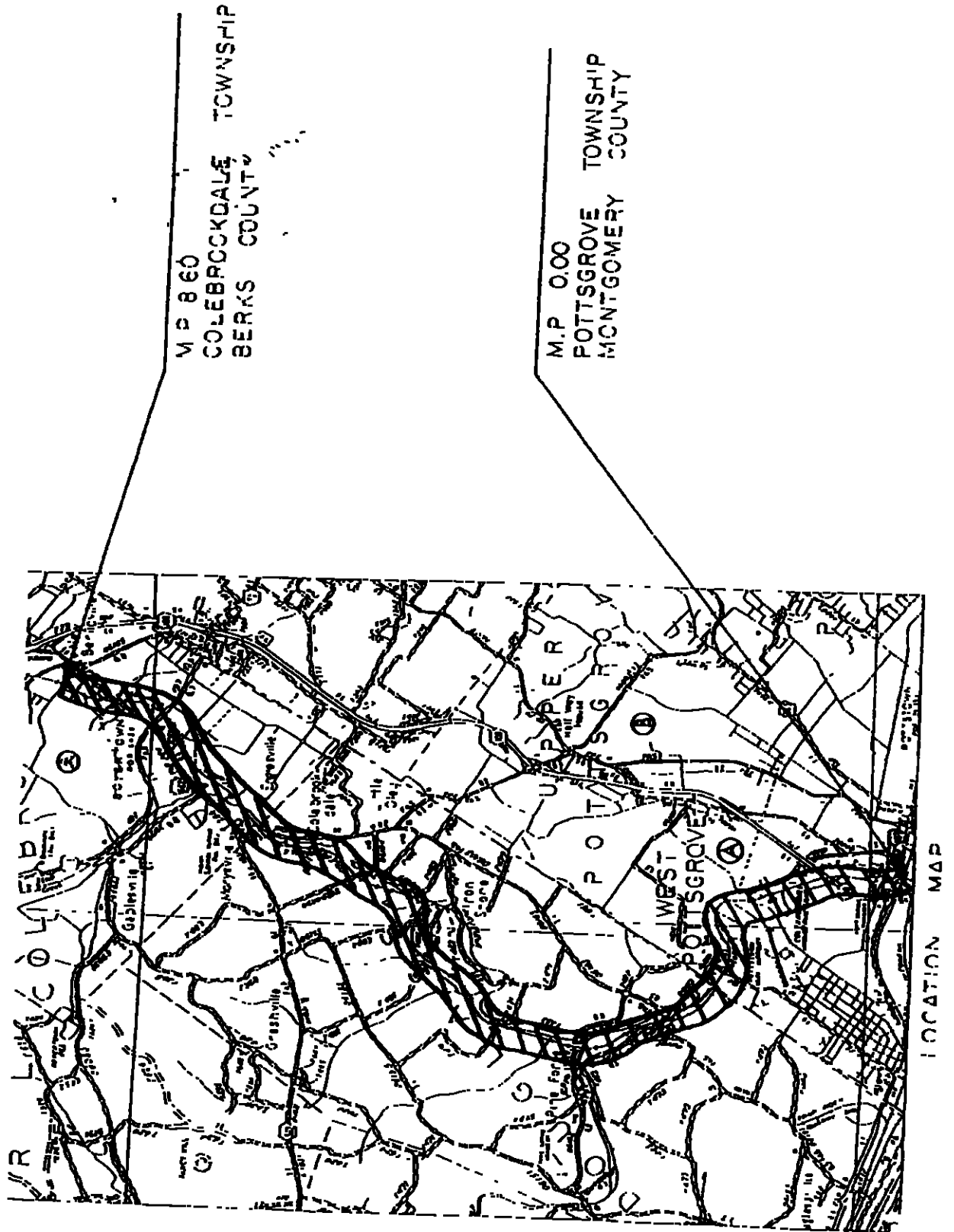
Engineers, the proposed project will not require any approvals from the Corps "since it does not involve activities in Federally regulated waters or wetlands " See Exhibit 7 A copy of this Report is being supplied to the Army Corps of Engineers for its information and further comment.

(iii) ESPN believes the proposed abandonment will not require the issuance of any permits under Section 402 of the Clean Water Act ESPN contacted the US EPA concerning this matter and requested assistance in identifying any potential effects on applicable water quality standards and determining whether the proposed abandonment is consistent with applicable Federal, State, or local water quality standards See Exhibit 6 To date, no response to this request has been received. A copy of this Report is being supplied to the US EPA for its information and comment.

(10) Proposed Mitigation. Describe any actions that are proposed to mitigate adverse environmental impacts, indicating why the proposed mitigation is appropriate.

ESPN does not expect any adverse environmental impact from the proposed abandonment and, therefore, sees no need for any mitigating actions ESPN will, of course, adhere to any remedial actions suggested by the recipients of this Report and required by the Board

EXHIBIT 1



BALL JANIK LLP
ATTORNEYS

1455 F STREET NW, Suite 225
WASHINGTON D.C. 20005

www.balljanik.com

TELEPHONE 202 618 3307
FACSIMILE 202 781 6047

KARI MORILL
OF COUNSEL



April 2, 2008

Berks County Board of Commissioners
Services Center, 13th Floor
633 Court Street
Reading, PA 19601

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC –
Abandonment Exemption—In Berks and Montgomery
Counties, Pennsylvania**

Dear Sirs

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in identifying any potential effects on existing land use plans. We must determine whether the proposed abandonment is inconsistent with existing land use plans.

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

BALL JANIK LLP

April 2, 2008

Page 2

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell". The signature is fluid and cursive, with the first name "Karl" being more prominent than the last name "Morell".

Karl Morell

Attorney for

East Penn Railroad, LLC

BALL JANIK LLP

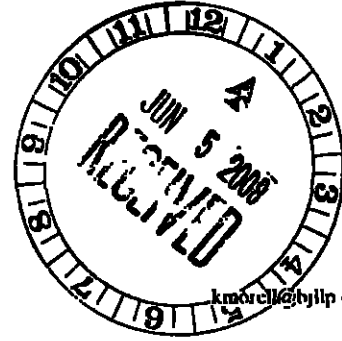
A T T O R N E Y S

1455 I STREET NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202 638 3307
FACSIMILE 202 783 6947

KARI MORILL
OF COUNSEL



April 2, 2008

Montgomery County Board of Commissioners
One Montgomery Plaza
Suite 800
Norristown, PA 19404

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC --
Abandonment Exemption—In Berks and Montgomery
Counties, Pennsylvania**

Dear Sirs:

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania. A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in identifying any potential effects on existing land use plans. We must determine whether the proposed abandonment is inconsistent with existing land use plans.

April 2, 2008

Page 2

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell". The signature is fluid and cursive, with a long horizontal stroke extending from the end.

Karl Morell

Attorney for

East Penn Railroad, LLC

BALL JANIK LLP
ATTORNEYS

EXHIBIT 3

KARL MORITZ
OF COUNSEL

1455 F Street NW, Suite 225
WASHINGTON, DC 20005

www.balljanik.com

TELEPHONE 202 683,307
FACSIMILE 202 783 6947

kmoritz@bjllp.com

April 2, 2008

State Conservationist
USDA Natural Resources Conservation Service
Leesport Service Center
1238 County Welfare Road
Leesport, PA 19533-9199

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC –
Abandonment Exemption In Berks and Montgomery
Counties, Pennsylvania**

Dear Sir/Madam

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in identifying any potential effects on prime agricultural land.

April 2, 2008

Page 2

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell". The signature is fluid and cursive, with the first name "Karl" being more prominent than the last name "Morell".

Karl Morell
Attorney for
East Penn Railroad, LLC

BALL JANIK LLP
A T T O R N E Y S

EXHIBIT 4

1455 P STREET NW, SUITE 225
WASHINGTON D C 20005

www.balljanik.com

TELEPHONE 202 638 3307
FACSIMILE 202 783 6947

KARL MORELL
OF COUNSEL

kmorell@bjlp.com

April 2, 2008

U.S. Fish and Wildlife Service
300 West Gate Center Drive
Hadley, MA 01035-9589

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC --
Abandonment Exemption In Berks and Montgomery
Counties, Pennsylvania**

Dear Sir/Madam:

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in determining whether it is likely to adversely affect endangered or threatened species or areas designated as a critical habitat.

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

BALL JANIK LLP

April 2, 2008

Page 2

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell". The signature is fluid and cursive, with the first name "Karl" being more prominent than the last name "Morell".

Karl Morell

Attorney for

East Penn Railroad, LLC

PNDI # N/AUSFWS Project # 2008-1153

U.S. FISH AND WILDLIFE SERVICE
315 South Allen Street, Suite 322, State College, PA 16801

This responds to your inquiry about a PNDI Internet Database search that resulted in a potential conflict with a federally listed, proposed or candidate species

PROJECT LOCATION INFORMATIONCounty Berks and Montgomery

Township _____

MISC INFORMATIONDate received by FWS 04/16/2008USFWS COMMENTS ☒ FAXED ☐ MAILEDFax # 202-783-6947To Karl MorellAffiliation Ball Jamk LLP**SPECIFIC PROJECT:** East Penn RR, LLC, Abandonment Exemption**FISH AND WILDLIFE SERVICE COMMENT(s):**☒ **NOT LIKELY TO ADVERSELY AFFECT**

The federally listed bog turtle occurs or may occur in or near the project area. However, based on our review of the information provided, including the project description and location, no adverse effects to this species are likely to occur if no wetlands are directly or indirectly impacted by project activities. If there is any change in the location, scale, scope, layout or design of the project, or if wetlands are located within the area of direct or indirect impacts, further consultation or coordination with the Service will be necessary.

The above determination is valid for two years from the date of this letter. In addition, this response relates only to federally listed, proposed, and candidate species under our jurisdiction, based on an office review of the proposed project's location and anticipated impacts. No field inspection of the project area has been conducted by this office. Consequently, comments on this form are not to be construed as addressing other Service concerns under the Fish and Wildlife Coordination Act or other authorities. Please reference the above PNDI # and USFWS Project # in any future correspondence regarding this project.

This review was conducted by the biologist listed below. He/she can be contacted at 814-234-4090.
____ Bonnie Dershem (x 234) ☒ Pamela Shellenberger (x 241) ____ Robert Anderson (x 228)
____ Kathy Gipe (x 242)

SIGNATURE


Supervisor, Pennsylvania Field Office

DATE

4-24-08

BALL JANIK LLP

A T T O R N E Y S

1455 I STREET, NW Suite 325
WASHINGTON D C 20005

www.balljanik.com

TELEPHONE 202 638 3307

FACSIMILE 202 783 6947

EXHIBIT 5

KARL MORELL
OF COUNSEL

kmorell@bjllp.com

April 2, 2008

National Park Service
RTCA Program
1201 Eye Street, NW
9th Floor
Org Code 2240
Washington, D C 20005

National Park Service
RTCA Program
U S Custom House
200 Chestnut Street, Fifth Floor
Philadelphia, PA 19106

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC –
Abandonment Exemption—In Berks and Montgomery
Counties, Pennsylvania**

Dear Sir/Madam

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in identifying any potential effects on wildlife sanctuaries or refuges, National or State parks or forests.

BALL JANIK LLP

April 2, 2008

Page 2

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell". The signature is fluid and cursive, with the first name "Karl" and last name "Morell" clearly distinguishable.

Karl Morell
Attorney for
East Penn Railroad, LLC

BALL JANIK LLP

A T T O R N E Y S

**1455 F STREET NW, SUITE 225
WASHINGTON D.C. 20005**

www.balljanik.com

**TELEPHONE 202 638 3307
FACSIMILE 202 783 6847**

**KARI MURRELL
OF COUNSEL**

kmurrell@bjllp.com

April 2, 2008

**U S Environmental Protection Agency
1650 Arch Street
Philadelphia, PA 19103**

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC –
Abandonment Exemption—In Berks and Montgomery
Counties, Pennsylvania**

Dear Sir/Madam

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Dear Sir/Madam

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in identifying any potential effects on applicable water quality standards. We also seek your assistance in determining whether the proposed abandonment is consistent with applicable Federal, State or local water quality

BALL JANIK LLP

April 2, 2008

Page 2

standards. ESPN does not believe any permits under Section 402 of the Clean Water Act will be required.

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell", written in a cursive style.

Karl Morell

Attorney for.

East Penn Railroad, LLC

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW SUITE 225
WASHINGTON D.C. 20005

www.balljanik.com

TELEPHONE 202 638 3307

FACSIMILE 202 783 0947

KARI MORFEL
OF COUNSEL

kmorfel@bjllp.com

April 2, 2008

Department of Environmental Protection
P O Box 2063
Harrisburg, PA 17105-2063

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC --
Abandonment Exemption—In Berks and Montgomery
Counties, Pennsylvania**

Dear Sir/Madam,

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in identifying any potential effects on applicable water quality standards. We also seek your assistance in determining whether the proposed abandonment is consistent with applicable Federal, State or local water quality

BALL JANIK LLP

April 2, 2008

Page 2

standards. FSPN does not believe any permits under Section 402 of the Clean Water Act will be required.

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell". The signature is fluid and cursive, with a long horizontal stroke at the end.

Karl Morell

Attorney for

Fast Penn Railroad, LLC



Pennsylvania Department of Environmental Protection

Rachel Carson State Office Building

P.O. Box 2063

Harrisburg, PA 17105-2063

May 6, 2008

Secretary

717-787-2814

Mr. Karl Morell
Ball Janik, LLP
1455 F Street NW, Suite 225
Washington, DC 20005

Dear Mr. Morell

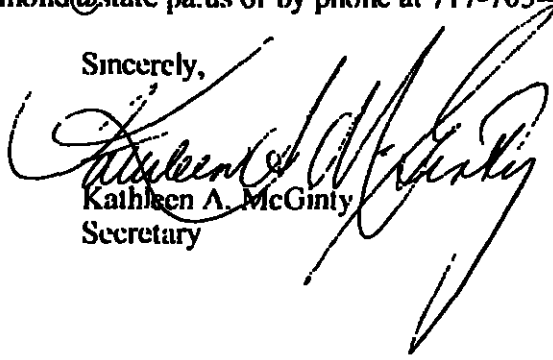
I thank you for your recent inquiry concerning Pennsylvania's regulatory requirements for the proposed abandonment of the East Penn rail lines and possible removal of railroad bridges across regulated waters of the Commonwealth in Montgomery and Berks Counties.

An NPDES permit for stormwater from construction activities will be required if East Penn Railroad's project involves earthmoving greater than five acres or greater than one acre in size with a point source discharge. The Department of Environmental Protection (DEP) does not consider removal of rail tracks an earthmoving activity as long as the rail bed remains undisturbed during the removal process, however, removal of existing railroad bridges and/or culverts is considered an earthmoving activity. Please be aware that even if the project is determined to be exempt from the NPDES permit requirements, DEP will require East Penn Railroad to implement proper erosion and sedimentation controls during the removal process. You may contact the Montgomery County Conservation District (610-489-4506) and the Berks County Conservation District (610-372-4657) to determine if an NPDES permit or an erosion and sedimentation control plan approval is required for any earthmoving.

If East Penn Railroad does not remove any bridges and/or culverts and does not construct any new access roads, no additional approvals under 25 Pa. Code, Chapter 105 are required. If such activities do occur, a waiver under Chapter 105 12a (11) may be used and will be subject to review by DEP. Also, the removal of existing structures across waters of the Commonwealth is a regulated activity in accordance with DEP's Chapter 105 and the Army Corps of Engineers' Section 404 and requires both state and federal approvals.

I thank you for your interest in this matter. If you have any questions, please contact Mr. Michael D. Sherman, Deputy Secretary for Field Operations, by e-mail at msherman@state.pa.us or by phone at 717-787-5028 or Ms. Rachel Diamond, Director of the Southcentral Regional Office, by e-mail at rdiamond@state.pa.us or by phone at 717-705-4704.

Sincerely,


Kathleen A. McGinty
Secretary



BALL JANIK LLP
ATTORNEYS

1435 F STREET NW, Suite 225
WASHINGTON DC 20005

www.balljanik.com

TELEPHONE 202 638 3307
FACSIMILE 202 783 6947

KARI MORILL
OF COUNSEL

kmorrell@bjlp.com

April 2, 2008

U.S. Army Corps of Engineer, Philadelphia District
The Wanamaker Building
100 Penn Square East
Philadelphia, PA 19107-3390

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC --
Abandonment Exemption—In Berks and Montgomery
Counties, Pennsylvania**

Dear Sir/Madam

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0 0, at Pottstown, and milepost 8 6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). A map of the proposed abandonment is attached.

During the removal of track and materials, if any, ESPN does not anticipate the use of any new access roads, the need to conduct dredging, or the use of fill. Only existing public and private access roads and ESPN right of way should be needed to facilitate operations. In addition, the underlying roadbed will not be disturbed. There are eleven bridges on the Line, four of which cross waterways. There are currently no plans to remove the bridges. If one or more of the bridges are removed, any debris or other material will be removed from the area, preventing any of the material from entering waterways. ESPN will also take all measures to prevent and/or control the occurrence of spills or of any pollutants from entering surrounding waterways.

Pursuant to the STB's environmental regulations at 49 C.F.R., Part 1105, we are advising you of this proposed action so that you may assist us in identifying any potential effects on designated wetlands or 100-year flood plains. ESPN does not believe any permits under Section 404 of the Clean Water Act will be required.

BALL JANIK LLP

April 2, 2008

Page 2

We would appreciate your review of the proposed abandonment and any comments you may wish to offer. We would also appreciate you providing us with a written response so that we can forward it to the STB.

Thank you in advance for your prompt assistance. If you have any questions concerning this matter, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell". The signature is fluid and cursive, with the first name "Karl" being more prominent than the last name "Morell".

Karl Morell
Attorney for
East Penn Railroad, LLC



REPLY TO
ATTENTION:

DEPARTMENT OF THE ARMY

PHILADELPHIA DISTRICT CORPS OF ENGINEERS
WANAMAKER BUILDING 100 PENN SQUARE EAST
PHILADELPHIA PENNSYLVANIA 19107 3390

MAY 22 2008

Regulatory Branch
Applications Section I

SUBJECT CFNAP-OP-R- 2008-477 (NJD)
Project Name

Mr Karl Morell
Ball Janic, LLP
1455 F Street, NW, Suite 225
Washington, D C 20005

Dear Mr Morell

This is in regard to Department of the Army jurisdiction over your proposal, on behalf of the East Penn Railroad, L.L.C, to abandon an approximately 8.6 mile rail line between Pottstown and Boyertown situated in Berks and Montgomery Counties, Pennsylvania. The applicant proposes removing the rail lines and railroad ties only utilizing existing public and/or private access roads. The underlying roadbed, ballast, will not be removed. No new access roads, dredging, or excavation is proposed. The existing eleven (11) railroad bridges will not be removed.

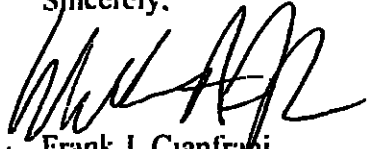
Under current Federal regulations, a Department of the Army permit is required for work or structures in navigable waters of the United States and the discharge of dredged or fill material into waters of the United States including their adjacent wetlands. Discharges of fill material include activities such as the placement of rock, sand, dirt, or other material for the construction of any structures, impoundment or site development, grading, fill associated with the creation of ponds, and property protection or reclamation devices such as riprap and breakwaters. Any proposal involving the performance of the above activities within the area of Federal jurisdiction, whether the work is permanent or temporary, will require the prior approval of this office.

Based on the information detailed in your request letter dated April 2, 2008, it has been determined that the proposed project described in your submission will not require the approval of this office since it does not involve activities in Federally regulated waters or wetlands.

This letter does not affect your responsibility to obtain any other Federal, State, or local approvals required by law for the proposed work

If you should have any questions regarding this matter, please contact Richard Fonorow of this office at (215)-656-5957 or write to the above address

Sincerely,

A handwritten signature in black ink, appearing to read 'Frank J. Cianfrani', with a stylized flourish at the end.

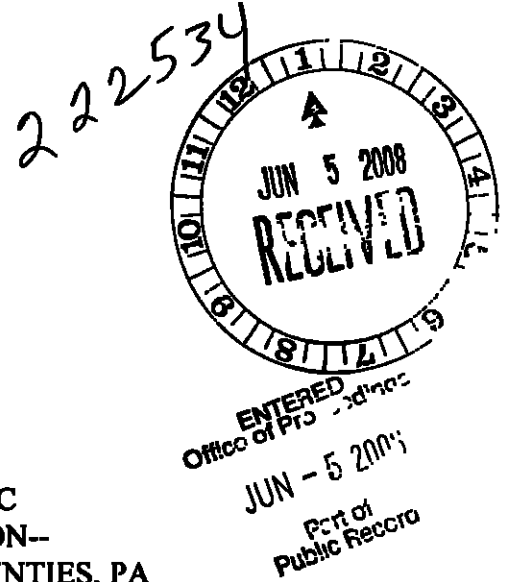
Frank J. Cianfrani
Chief, Regulatory Branch

HISTORIC REPORT

(49 C.F.R. 1105.8)

STB Docket No AB-1020X

**EAST PENN RAILROAD, LLC
--ABANDONMENT EXEMPTION--
IN BERKS AND MONTGOMERY COUNTIES, PA**



The Historic Report should contain the information required by 1105.7(e)(1) of the Environmental Report. The following is excerpted from the Environmental Report prepared for the proposed abandonment:

(1) Proposed Action and Alternatives. Describe the proposed action, including commodities transported, the planned disposition (if any) of any rail line and other structures that may be involved, and any possible changes in current operations or maintenance practices. Also describe any reasonable alternatives to the proposed action. Include a readable, detailed map and drawings clearly delineating the project.

East Penn Railroad, LLC ("ESPN") proposes to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). Upon receipt of abandonment authority, ESPN intends to remove the rail, track material, and cross-ties. The bridges, culverts and ballast on the Line will remain in place while ESPN explores rail-banking of the Line.

Berks County acquired the Line from the Pennsylvania Department of Transportation in 2001. One of ESPN's predecessors, Penn Eastern Rail Lines, Inc., acquired the Line in July 2003, from Berks County. Since 1990, the only freight traffic on the Line has been plastic pellets delivered to ESPN's yard in Boyertown, where the shipments are reloaded into trucks for delivery to Drug Plastic's facility on the outskirts of Boyertown.

The Line has had very limited traffic for years. In recent years, the number of carloads averaged about 80 per year. Because of the low volume of traffic, only limited maintenance has been performed on the Line for some time. Therefore, the proposed abandonment will have limited impact on rail freight operations and maintenance practices on the Line

A map of the proposed abandonment is attached hereto as Exhibit 1

HISTORIC REPORT

1. ***A U.S.G.S. topographic map (or alternate map drawn to scale and sufficiently detailed to show buildings and other structures in the vicinity of the proposed action) showing the location of the proposed action, and the locations and approximate dimensions of railroad structures that are 50 years old or older and are part of the proposed action;***

Maps and the identification of the structures on the Line that are 50 years old or older have been supplied to the Bureau for Historic Preservation ("SHPO") See Exhibit 2.

2. ***A written description of the right of way (including approximate widths, to the extent known), and the topography and urban and/or rural characteristics of the surrounding area;***

The right-of-way varies in width from ___ feet to ___ feet. The 8.6-mile rail Line is located between Pottstown and Boyertown in Berks and Montgomery Counties, Pennsylvania. The Line begins at milepost 0.0, at Pottstown and extends generally in a northerly direction to the end of the Line at Milepost 8.6, at Boyertown. At the south end, the line leaves a light industrial/residential area and extends northwesterly for several miles through a wooded area along a hillside paralleling the Manatawny Creek. After gradually descending to level ground, the Line extends through a combination of rural and wooded areas interspersed with occasional closed businesses and small towns. Near Boyertown, the Line extends through commercial and industrial areas. The yard in Boyertown is one block off the town's main street (Philadelphia

Avenue). The Line continues across Philadelphia Avenue for an additional mile through a commercial and old heavy industrial area, now mostly light industrial or vacant.

3. ***Good quality photographs (actual photographic prints, not photocopies) of railroad structures on the property that are 50 years old or older and of the immediate surrounding area;***

There are eleven (11) bridges on the Line. All of the bridges appear to be 50 years old or older. Pictures of the bridge are contained in Exhibit 2.

4. ***The date(s) of construction of the structure(s), and the date(s) and extent of any major alterations, to the extent such information is known;***

There are 11 bridges located on the Line which may be fifty years old or older. See Exhibit 2. ESPN is in possession of some engineering documents regarding the maintenance or repair of these bridges.

5. ***A brief narrative history of carrier operations in the area, and an explanation of what, if any, changes are contemplated as a result of the proposed action;***

The Line was constructed in 1869. It originally extended from Barto, PA to Stowe, PA (west of Pottstown), a distance of approximately 13 miles

Shortly after its construction, the Line was leased to the Philadelphia and Reading Rail Road ("P&R"), and became the P&R's Colebrookdale Branch. In 1924, the P&R was reorganized as the Reading Company ("Reading"), and the Colebrookdale Branch continued to be operated by the Reading. In 1971, the Reading declared bankruptcy, and was finally merged into the Consolidated Rail Corporation ("Conrail") in April 1976. Conrail continued to operate the Colebrookdale Branch for several years until the Branch was designated to be abandoned by Conrail. Pennsylvania Department of Transportation ("PennDOT") agreed to acquire the Colebrookdale from Conrail in 1982, and subsequently PennDOT entered into a lease agreement with the Anthracite Railway ("ATRW") to operate the Colebrookdale Branch. In 1990,

PennDOT transferred the lease of the Colebrookdale Branch from ATRW to the Blue Mountain and Reading Railroad ("BMR"). In 1995, PennDOT transferred the lease of the Colebrookdale Branch from BMR to East Penn Railway ("EPRY") In 1997, the assets of EPRY were purchased by Emons Transportation and reorganized as Penn Eastern Rail Lines, Inc ("PRL"). At that time, the operating lease for the Colebrookdale Branch was assigned from EPRY to PRL.

At the expiration of PRL's original operating lease of the Colebrookdale Branch in 2001, PennDOT determined that it no longer wished to own the Branch, and the Branch was sold to Berks County PRL continued to lease and operate the Line In 2003, Berks County sold the Line to Penn Eastern Rail Lines. In August 2007, East Penn Railway was merged with its sister corporation, Penn Eastern Rail Lines, to form ESPN.

The Colebrookdale Branch was originally constructed to serve the iron mines near Barto, and to haul the iron ore from Barto to the foundry at Boyertown With the closure of the iron mines in Barto in the the early 1900's, the Reading abandoned the 4.4 miles of the branch located between Barto and Boyertown Passenger service was provided over the Line from its construction in 1869 until passenger trains were discontinued by the Reading in the 1930's. From that point forward, the Line was freight only, and handled what little business remained from customers, primarily small shippers in Boyertown The largest remaining customer was the Boyertown Body & Equipment Company, which closed its doors in 1990 From 1990 to the present, the only remaining freight business associated with the Line has been plastic pellets destined to Drug Plastic and Glass Company ("Drug Plastic"). Plastic pellets are delivered to ESPN's yard in downtown Boyertown, where they are reloaded into trucks for final delivery to Drug Plastic's facility located on the outskirts of Boyertown. Rail service is generally provided one day per week or less.

6. ***A brief summary of documents in the carrier's possession, such as engineering drawings, that might be useful in documenting a structure that is found to be historic;***

There are no available individual drawings for the bridges on the Line

7. ***An opinion (based on readily available information in the railroad's possession) as to whether the site and/or structures meet the criteria for listing on the National Register of Historic Places (36 C.F.R. 60.4), and whether there is a likelihood of archeological resources or any other previously unknown historic properties in the project area, and the basis for these opinions (including any consultations with the State Historic Preservation Office, local historical societies or universities);***

The SHPO is of the opinion that Line is not eligible for listing in the National Register of Historic Places. See Exhibit 3. There are also no known archeological resources in the project area.

8. ***A description (based on readily available information in the railroad's possession) of any known prior subsurface ground disturbance or fill, environmental conditions (naturally occurring or manmade) that might affect the archeological recovery of resources (such as swampy conditions or the presence of toxic waste), and the surrounding terrain.***

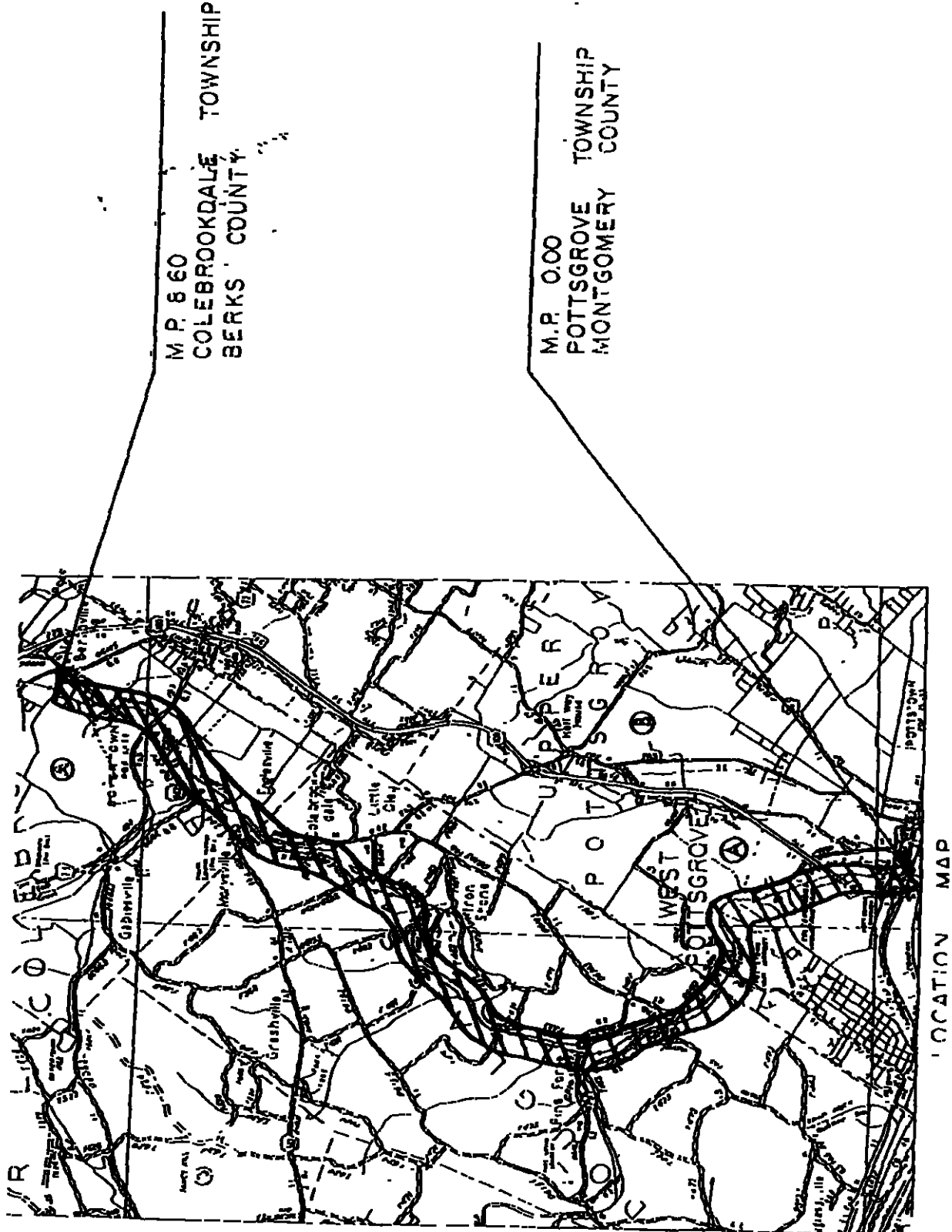
There are no existing records as to the nature of any known subsurface ground disturbance or fill, or environmental condition that might affect the archeological recovery of any potential resources

9. ***Within 30 days of receipt of the historic report, the State Historic Preservation Officer may request the following additional information regarding specific non railroad owned properties or groups of properties immediately adjacent to the railroad right-of-way: photographs of specified properties that can be readily seen from the railroad right-of-way (or other public rights-of-way adjacent to the property) and a written description of any previously discovered archeological sites, identifying the location and type of the site (i.e. prehistoric or native American).***

ESPN does not foresee the likelihood that any additional information will need to be supplied in association with the proposed line abandonment other than the information

•

previously submitted. But, if any additional information is requested, ESPN will promptly supply the necessary information.



BALL JANIK LLP

A T T O R N E Y S

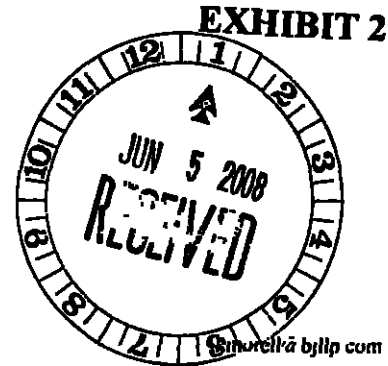
1455 F STREET, NW, Suite 225
WASHINGTON, D C 20005

www.balljanik.com

TELEPHONE 202 638 3307

FACSIMILE 202 783 6947

KARL MORFITT
OF COUNSEL



April 2, 2008

Pennsylvania Historical and Museum Commission
300 North Street
Harrisburg, PA 17120

**RE: STB Docket No. AB-1020X, East Penn Railroad, LLC --
Abandonment Exemption—In Berks and Montgomery
Counties, Pennsylvania**

Dear Sir/Madam:

East Penn Railroad, LLC ("ESPN") is planning to file a Petition for Exemption with the Surface Transportation Board ("STB"), on or about June 5, 2008, for ESPN to abandon the 8.6-mile rail line located between milepost 0.0, at Pottstown, and milepost 8.6, at Boyertown, in Berks and Montgomery Counties, Pennsylvania (the "Line"). One of the requirements for this filing with the STB is that the owner of the rail line contact the State Historic Preservation Office regarding the proposed abandonment.

Enclosed are two U.S. Geological Survey maps depicting the area where the rail line is located. The proposed abandonment will involve the removal of the rail, track material, and crossties; however, there are currently no plans to remove any existing structures along the track.

The 8.6-mile rail line the ESPN seeks to abandon begins at milepost 0.0, in Pottstown, and extends generally in a northerly direction to the end of the line at milepost 8.6, in Boyertown. At the south end, the line leaves a light industrial/residential area and extends northwesterly for several miles through a wooded area along a hillside paralleling the Manatawny Creek. After gradually descending to level ground, the line extends through a combination of rural and wooded areas interspersed with occasional closed businesses and small towns. Near Boyertown, the line extends through commercial and industrial areas. The yard in Boyertown is one block off the town's main street (Philadelphia Avenue). The line continues across Philadelphia Avenue for an additional mile through a commercial and old heavy industrial area, now mostly light industrial or vacant.

BALL JANIK LLP

April 2, 2008

Page 2

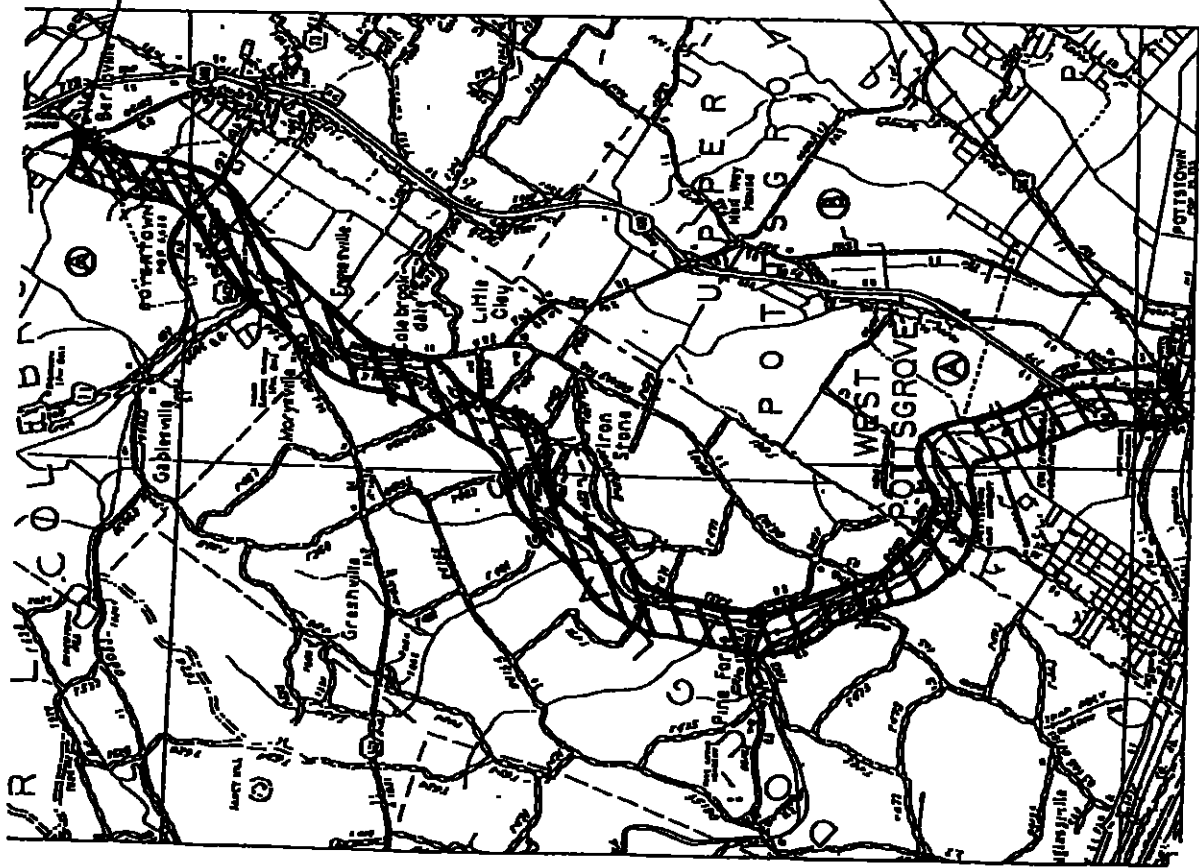
There are eleven (11) bridges on the rail line that appear to be 50 years old or older. Pictures of the bridges, their milepost locations and a list of the bridge type are attached. These structures are quite common in design and construction and, in ESPN's view, have no historical significance.

We will send you a copy of the Historic Report as soon as it is completed. If I can of further assistance regarding this matter, please call me at (202) 638-3307.

Sincerely,

A handwritten signature in black ink, appearing to read "Karl Morell", written in a cursive style.

Karl Morell
Attorney for
East Penn Railroad, LLC



LOCATION MAP

M.P. 8.60
COLEBROOKDALE TOWNSHIP
BERKS COUNTY

M.P. 0.00
POTTSGROVE TOWNSHIP
MONTGOMERY COUNTY

COLEBROOKDALE LINE

BRIDGE	MP	TYPE
High Street	0.08	Thru Plate Girder, Open Deck
Grosstown Road	2.12	Concrete Slab
Manatawny Creek	3.48	Steel Girder over Stone Arch; Deck Plate Girder, Open Deck
Private Underpass	3.54	Deck Plate Girder, Open Deck
Brook	3.74	Timber Post Trestle, Open Deck; Deck Girder, Open
Grist Mill Road	4.21	Timber Post Trestle, Open Deck; Steel Stringer, Open Deck
Redshale Dr./Ironstone Lane	5.04	Deck Girder, Open Deck
Farmington Avenue	6.98	Deck Plate Girder, Open Deck
Ironstone Creek	7.30	Thru Rivited Truss, Open Deck
Mill Road	7.37	Timber Post Trestle, Open Deck; Deck Plate Girder, Open Deck
Fourth Street	8.31	Thru Plate Girder, Open Deck

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

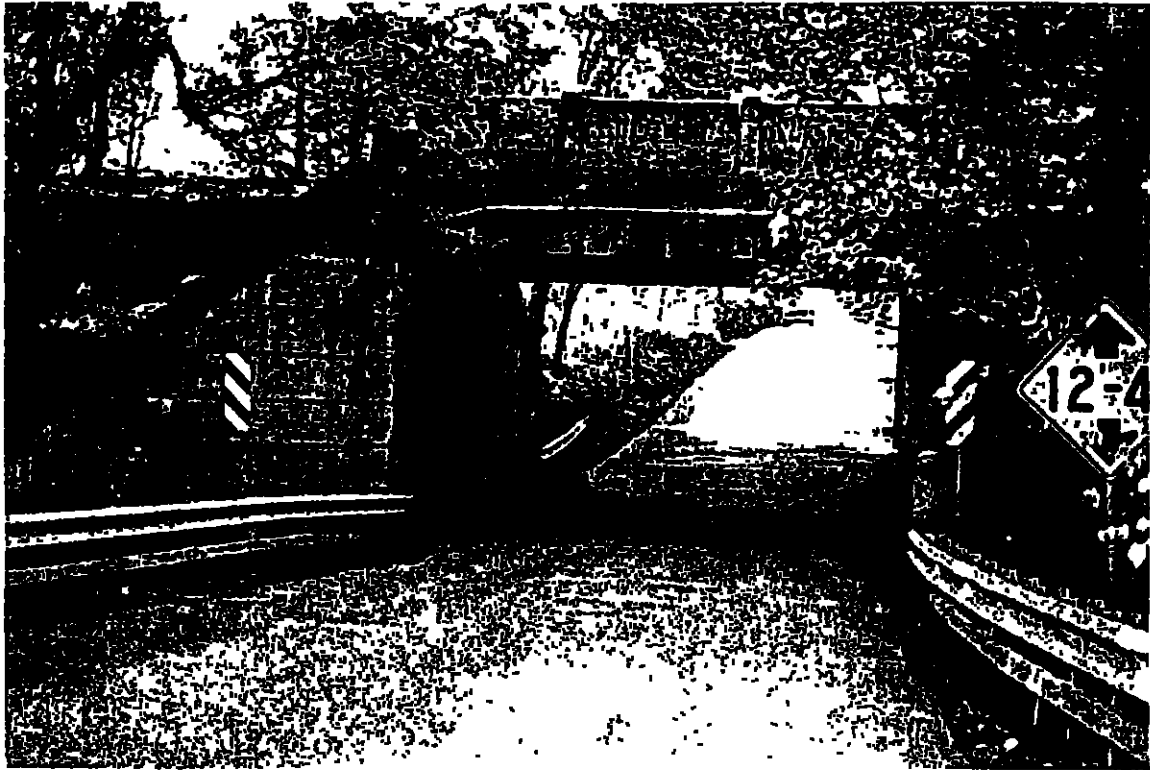
BRIDGE C 03
HIGH STREET



Looking west

EAST PENN RAILWAY
COLEBROCKDALE BRANCH

BRIDGE 2 12
BROSSTOWN ROAD



Looking west.



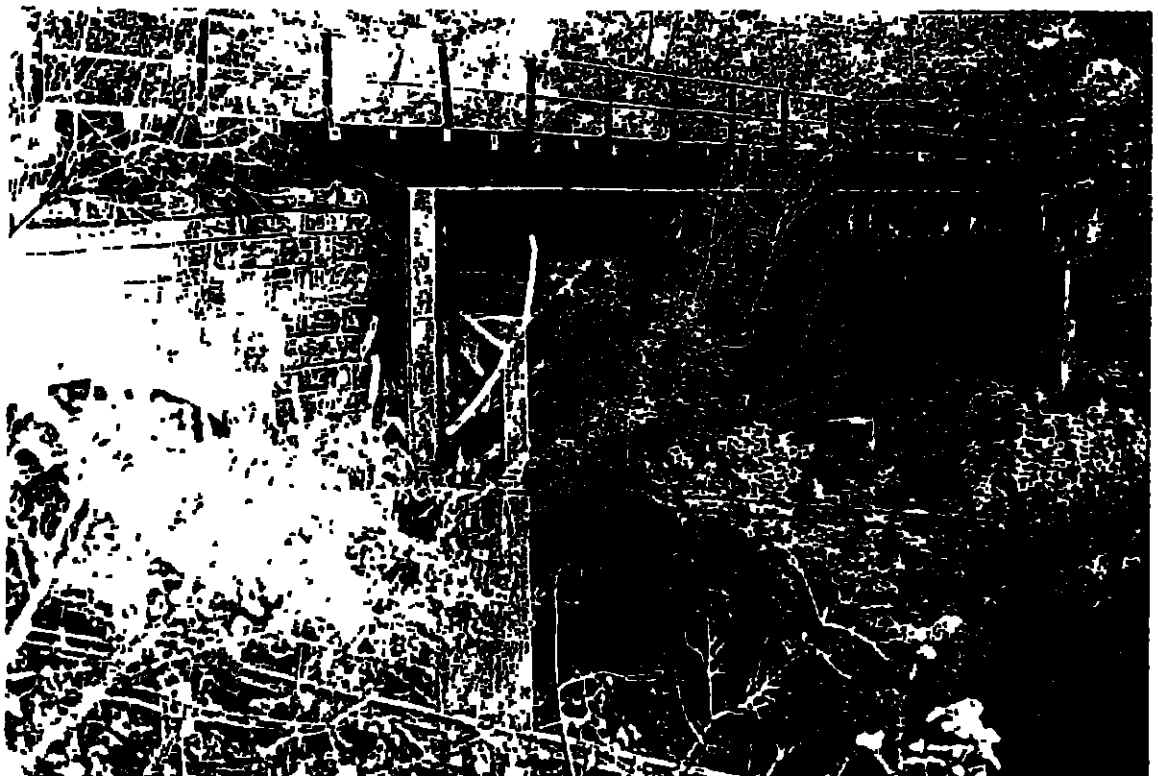
Looking north

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 349
MANATAWNY CREEK / PINE FORGE ROAD



Looking west, span 4.



Looking southeast, spans 2 & 3.

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

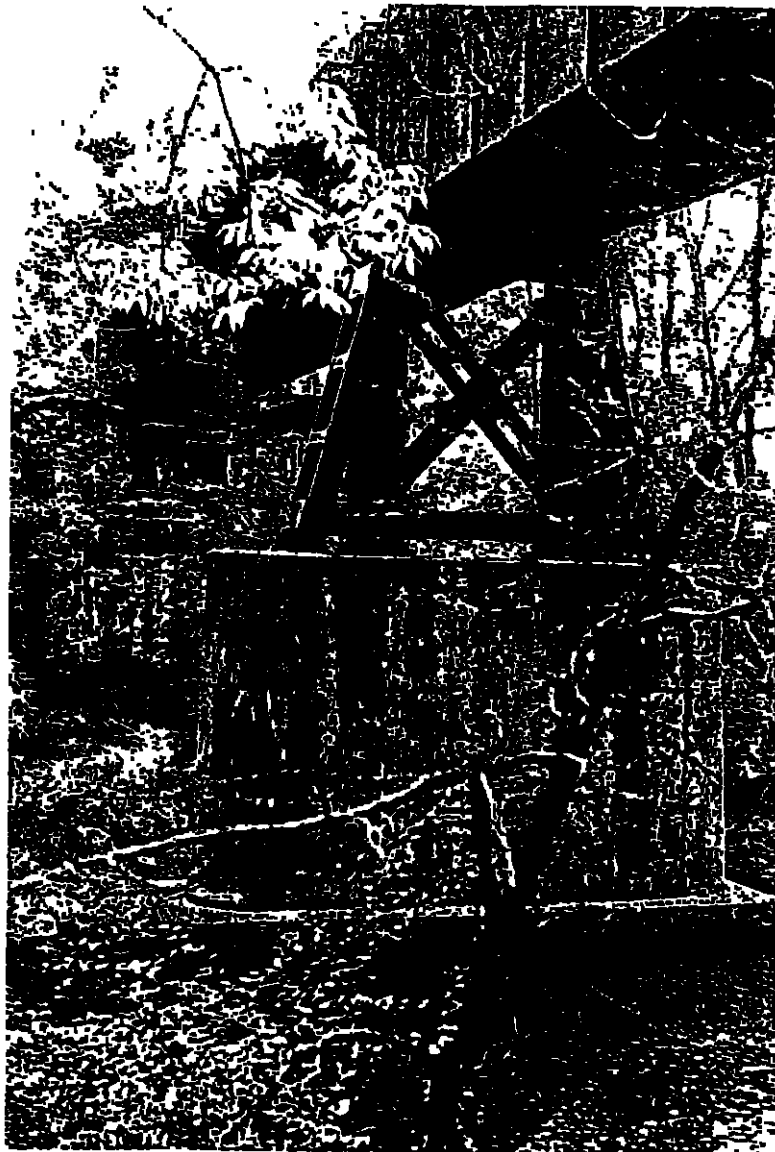
BRIDGE 348
MANATAWNY CREEK



Looking south

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 3 48
MANATAWNY CREEK / PINE FORGE ROAD



Looking southwest, spans 2 & 3

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 3 54
PRIVATE UNDERPASS



Looking east.



Looking north

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

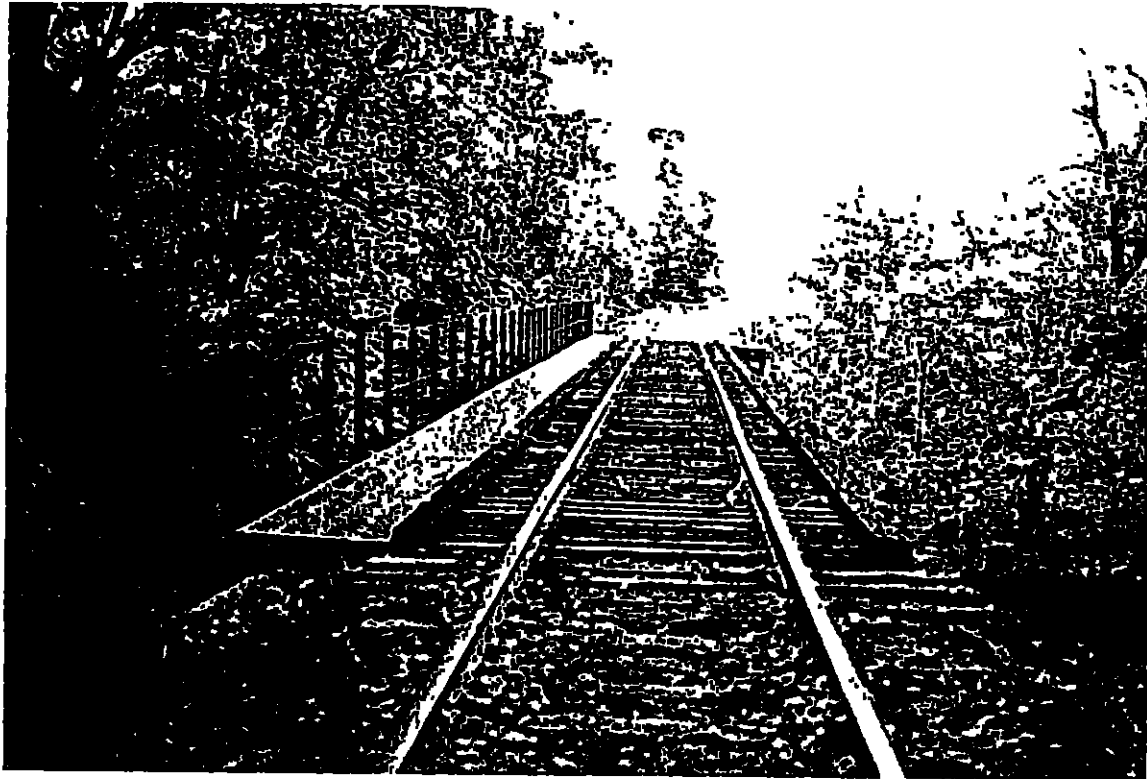
BRIDGE 3
BROOK



Looking southwest

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

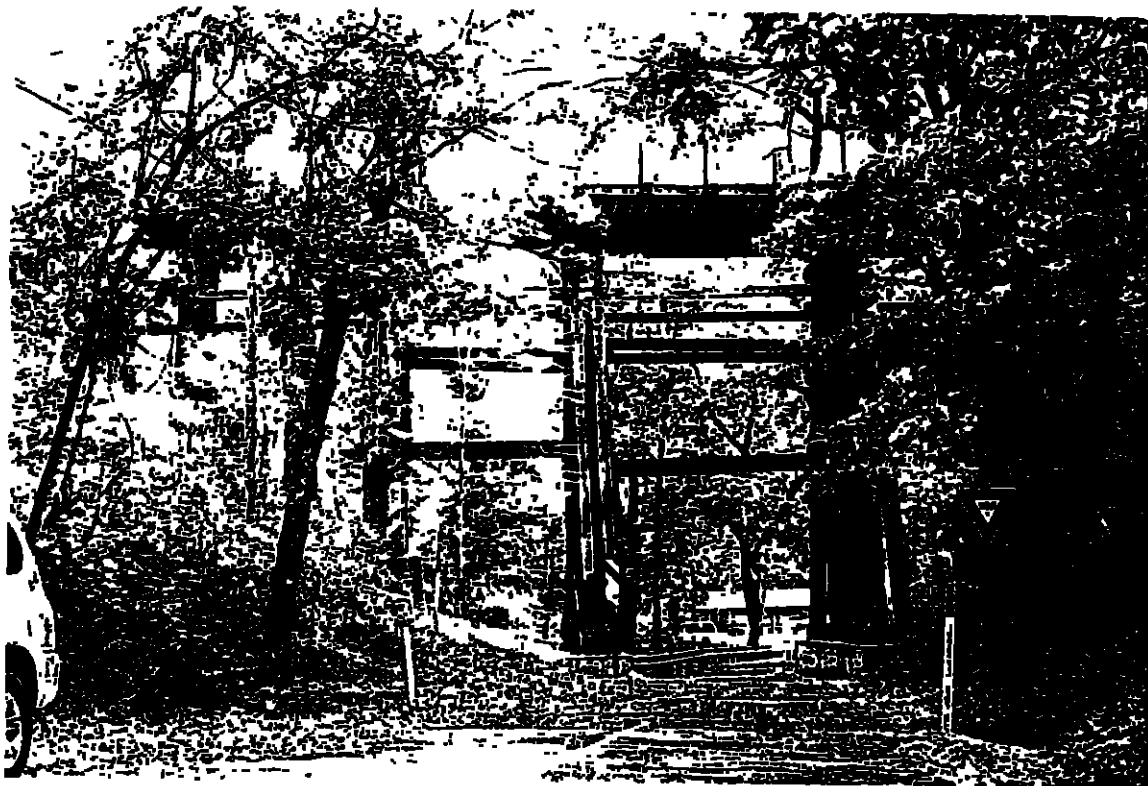
BRIDGE 3 / 4
BROOK



Looking north

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 4 21
GRIST MILL ROAD



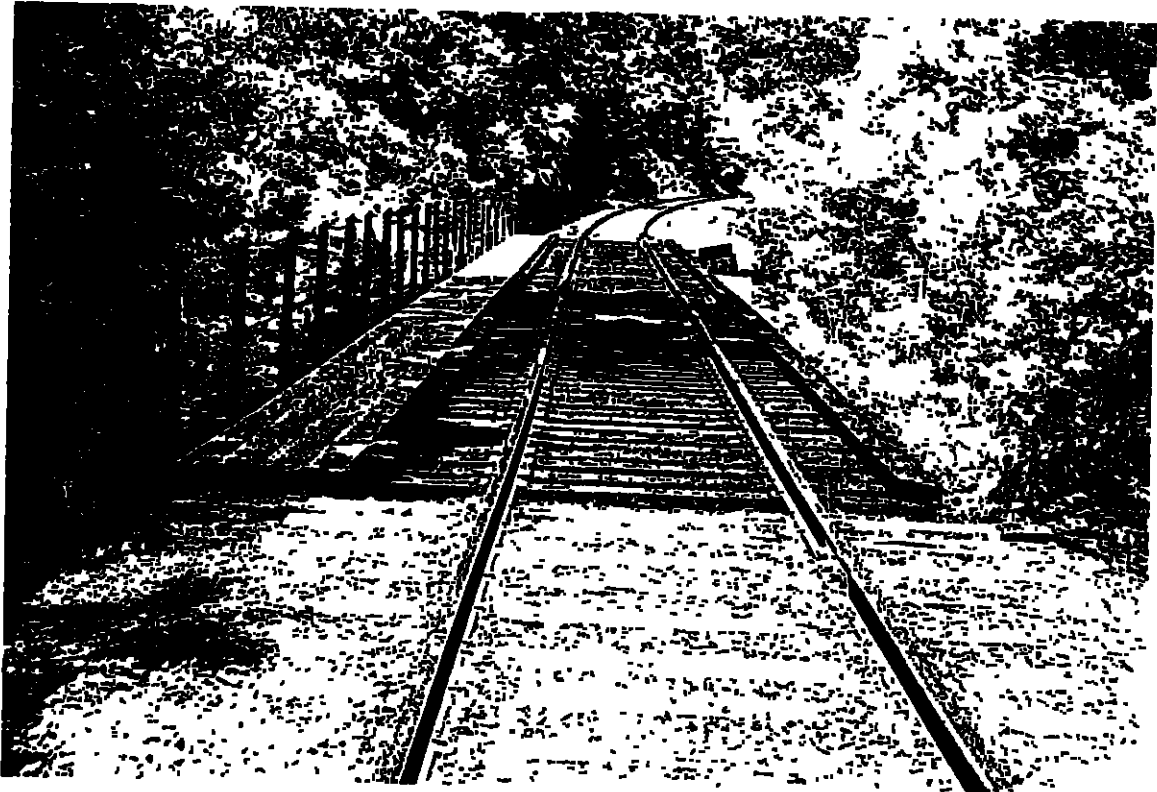
Looking east



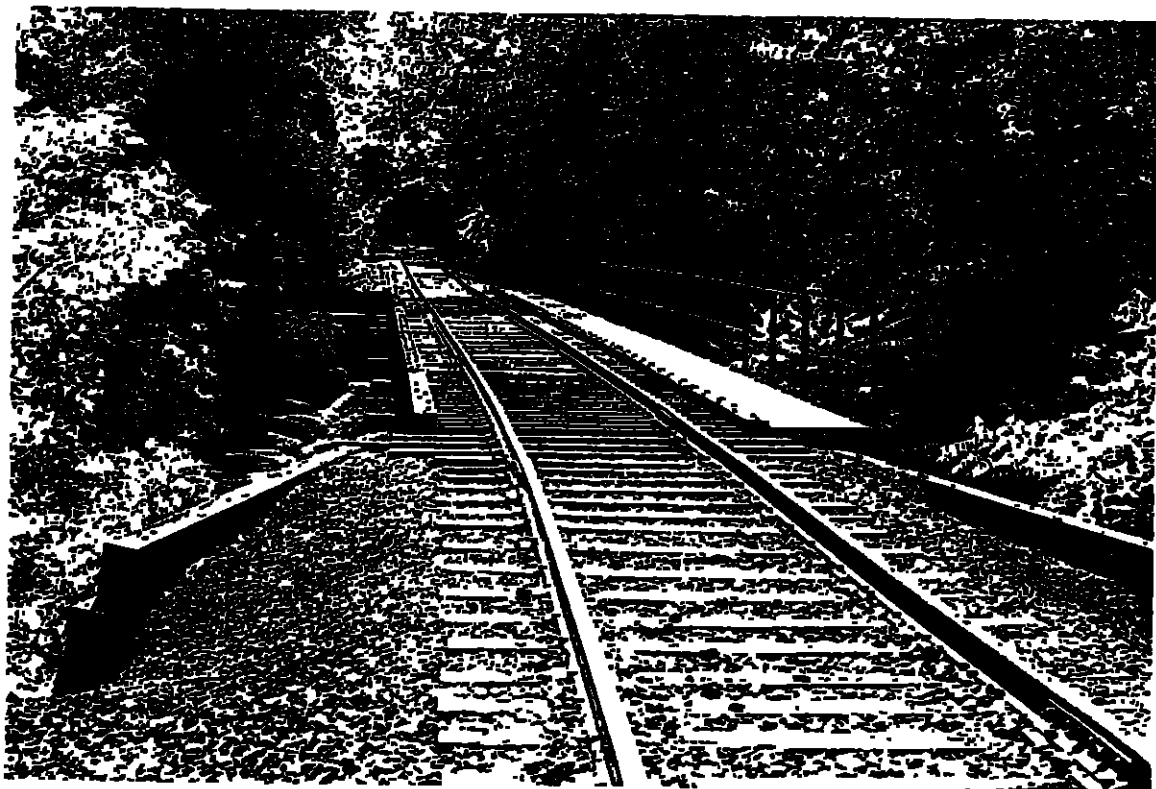
Looking west

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 4 21
GRIST MILL ROAD



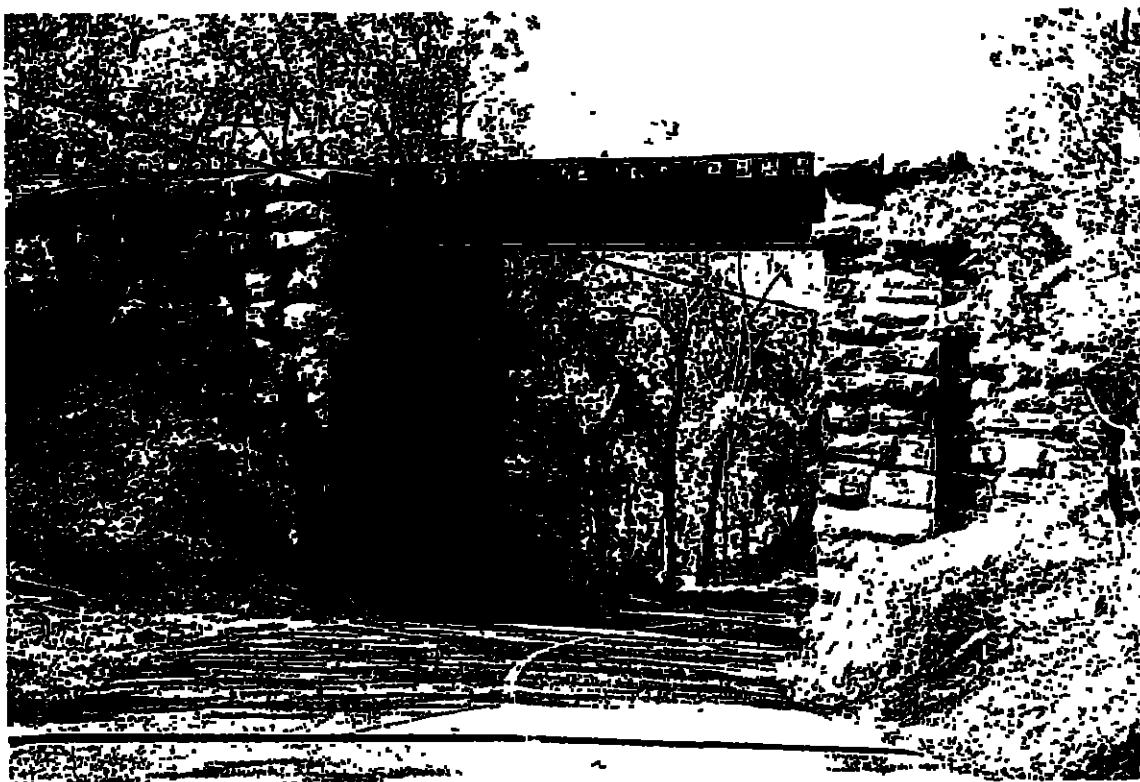
Looking north.



Looking south

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 504
REDSHALE DRIVE / IRONSTONE LANE



Looking west



Looking south

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 6 98
FARMINGTON AVENUE



Looking west.



Looking north

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 7 30
IRONSTONE CREEK



Looking south

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

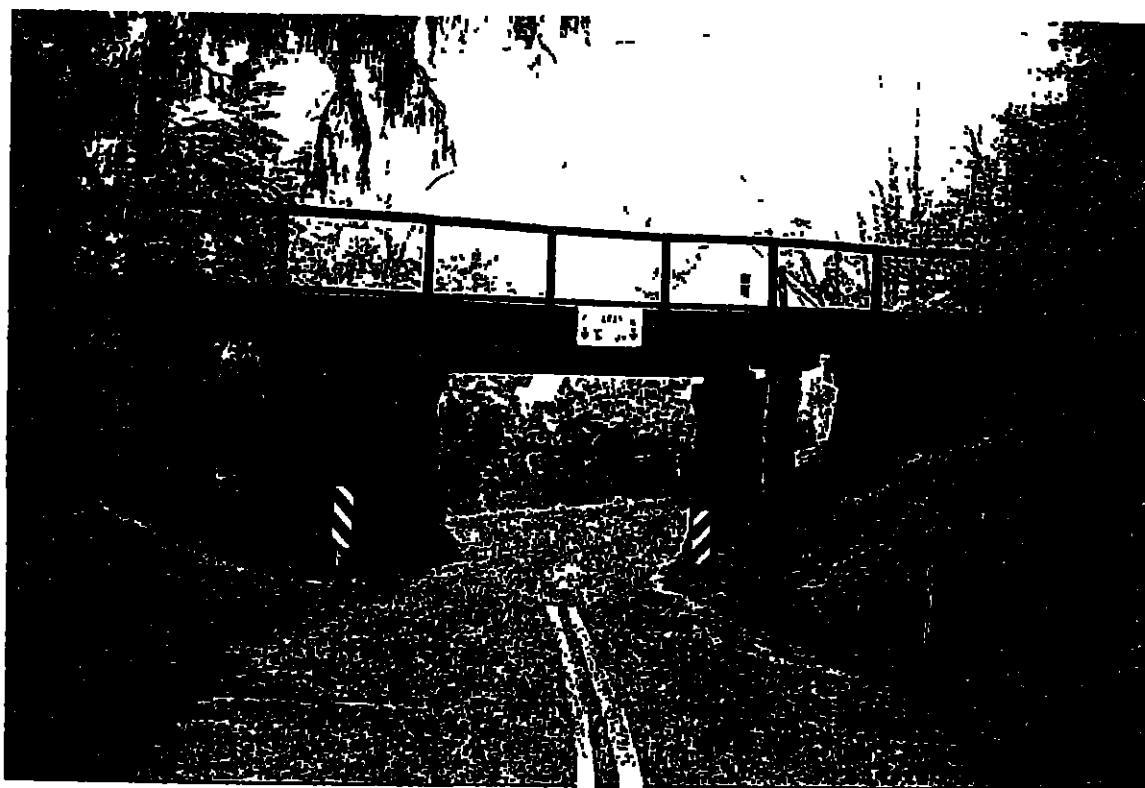
BRIDGE 7 33
IRONSTONE CREEK



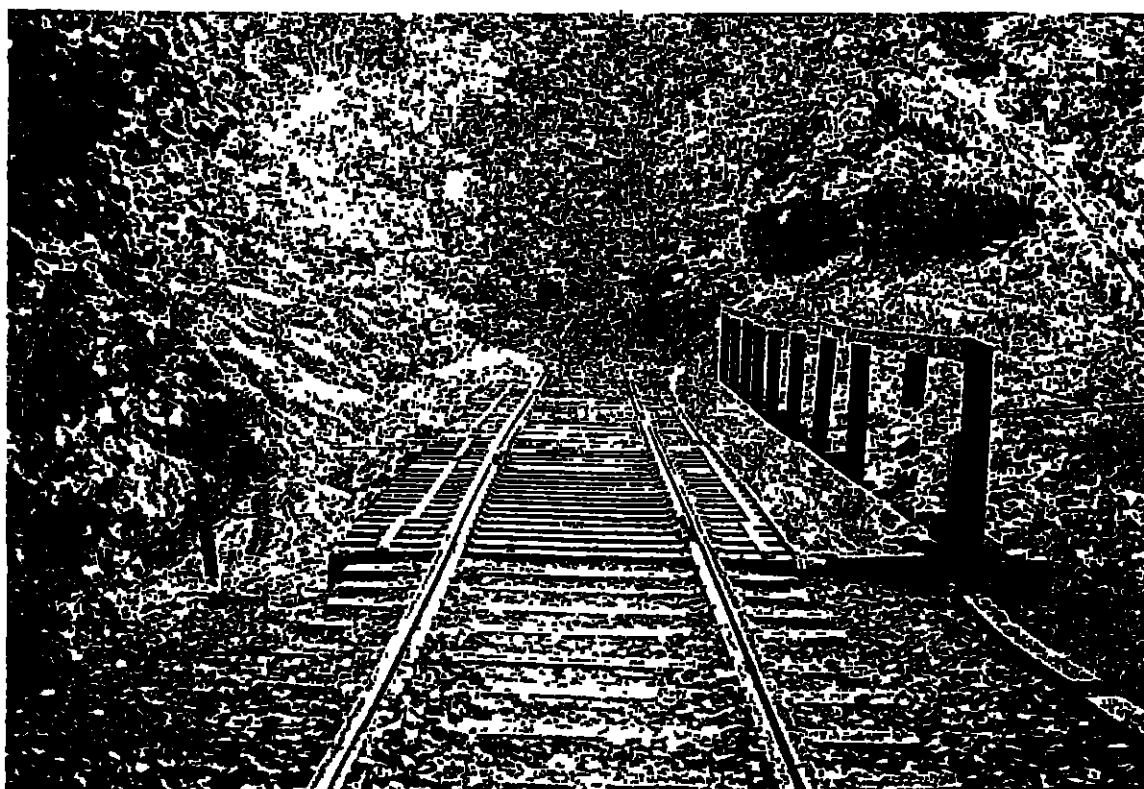
Looking east

EAST PENN RAILWAY
COLEBROCKDALE BRANCH

BRIDGE 7 37
MILL ROAD



Looking west



Looking north .

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 7 37
MILL ROAD



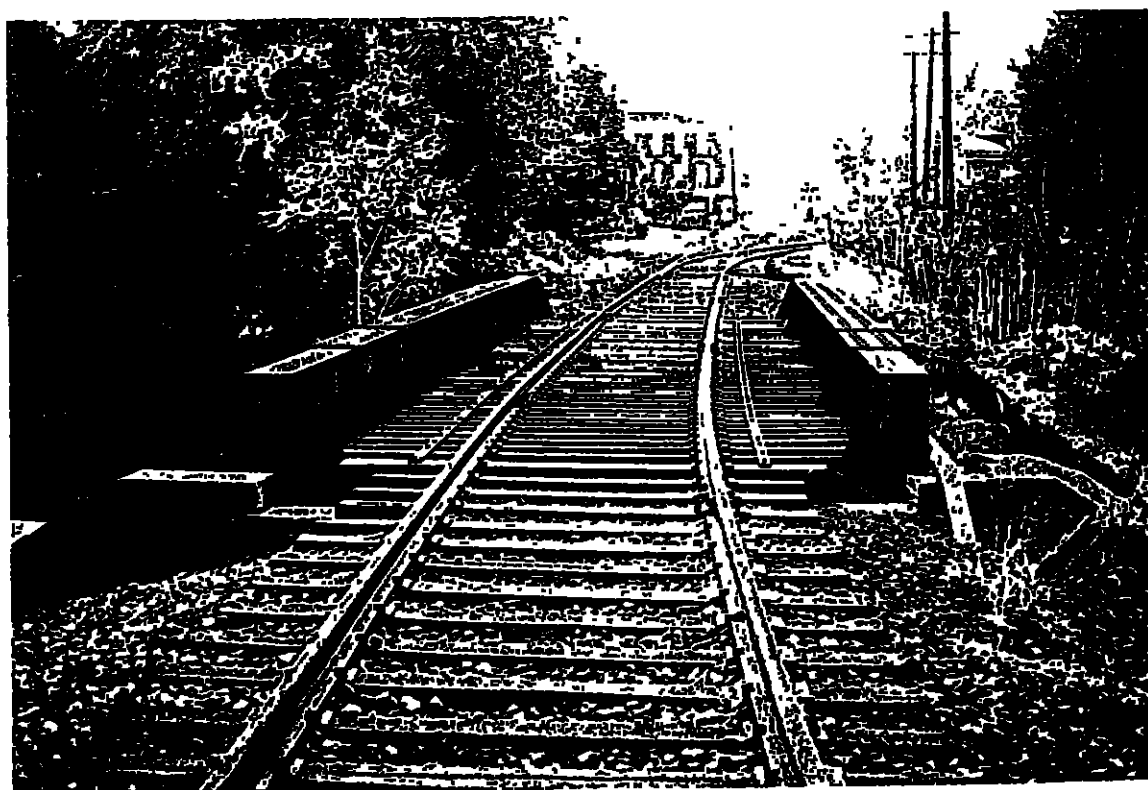
Looking east

EAST PENN RAILWAY
COLEBROOKDALE BRANCH

BRIDGE 8 31
FOURTH STREET



Looking west



Looking south



Commonwealth of Pennsylvania
Pennsylvania Historical and Museum Commission
Bureau for Historic Preservation
Commonwealth Keystone Building, 2nd Floor
400 North Street
Harrisburg, PA 17120-0093
www.phmc.state.pa.us

EXHIBIT 3

May 22, 2008

Karl Norell
Ball Janik LLP
1445 F Street, NW, Suite 225
Washington, DC 20005

TO EXPEDITE REVIEW USE
BHP REFERENCE NUMBER

Re ER 08-1408-042-B
STB Docket No AB-1020X East Penn Railroad, LLC-Abandonment
Exemption, Berks and Montgomery Counties, Pennsylvania

Dear Mr Norell

The Bureau for Historic Preservation (the State Historic Preservation Office) has reviewed the above named project in accordance with Section 106 of the National Historic Preservation Act of 1966, as amended in 1980 and 1992, and the regulations (36 CFR Part 800) of the Advisory Council on Historic Preservation as revised in 1999 and 2004. These regulations require consideration of the project's potential effect upon both historic and archaeological resources.

We are in receipt of the additional information you submitted concerning the history of the East Penn Railroad. It is the opinion of the State Historic Preservation Officer that the East Penn Railroad, Berks and Montgomery Counties is not eligible for listing in the National Register of Historic Places.

If you need further information in this matter please consult Susan Zacher at (717) 783-9920.

Sincerely,

A handwritten signature in cursive script, appearing to read "Andrea MacDonald".

Andrea MacDonald, Chief
Division of Preservation Services

AM/smz