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223055

ATTORNEYS AT LAW SINCE 1895

VIA OVERNIGHT DELIVERY

Hon. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E. Street SW
Washington, DC 20024



Re Landisville Railroad, LLC - Acquisition and Operation Exemption -
The Landisville Railroad, Inc. and Landisville Terminal & Transfer
Company
STB Docket No. 35170
Notice of Exemption

Dear Secretary Quinlan:

Enclosed for filing please find the original and 10 copies of the Notice of
Exemption of Landisville Railroad, LLC. Also enclosed is our check in the amount of
\$1800 representing the filing fee for this Notice.

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

Please let me know if there are any questions about the filing. Thank you for your
assistance.

FILED

JUL 31 2008

**SURFACE
TRANSPORTATION BOARD**

Respectfully,

Eric M. Hocky

EMH/c

Enclosures

cc Robert R. Long, Jr. (w/encl.)

ENTERED
Office of Proceedings

JUL 31 2008

Part of
Public Record

Pittsburgh

Philadelphia

Princeton

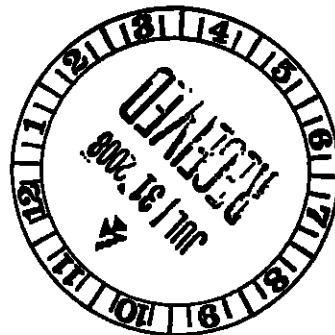
Wheeling

Thorpe Reed & Armstrong LLP
One Commerce Square
2005 Market Street
Suite 1910
Pittsburgh, PA 15203
215 640 8500
215 640 8501 Fax

FEE RECEIVED
JUL 31 2008
**SURFACE
TRANSPORTATION BOARD**

223055

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO 35170



LANDISVILLE RAILROAD, LLC

- ACQUISITION AND OPERATION EXEMPTION -

THE LANDISVILLE RAILROAD INC. AND LANDISVILLE TERMINAL &
TRANSFER COMPANY

FEE RECEIVED
JUL 31 2008
SURFACE
TRANSPORTATION BOARD

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31, et seq.

FILED
JUL 31 2008
SURFACE
TRANSPORTATION BOARD

ERIC M HOCKY
THORP REED & ARMSTRONG, LLP
One Commerce Square
2005 Market Street, Suite 1910
Philadelphia, PA 19103
(215) 640-5000

Dated July 29, 2008

Attorneys for Landisville Railroad, LLC

STB FINANCE DOCKET NO 35170

**LANDISVILLE RAILROAD, LLC
- ACQUISITION AND OPERATION EXEMPTION -
THE LANDISVILLE RAILROAD INC. AND LANDISVILLE TERMINAL &
TRANSFER COMPANY**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31, et seq.**

This Verified Notice is filed pursuant to 49 C F R §1150.31 by Landisville Railroad, LLC ("Landisville RR"), a non-carrier, to exempt from regulation under 49 U S C §10901, its acquisition and operation of the line of railroad (the "Rail Line") between the connection to Norfolk Southern Railway on Amtrak's Harrisburg Line and the end of track south of Nolt Road and east of Summit Drive Road, in West Hempfield, Lancaster County, Pennsylvania. The Rail Line is currently owned by The Landisville Railroad, Inc. ("LRI") and operated by Landisville Terminal & Transfer Company ("LNTV"). The total mileage of the Rail Line is less than three miles.¹

Notice

In accordance with 49 C F R §1150.33, Landisville RR hereby states as follows:

(a) The full name and address of Applicant: Landisville RR, LLC, PO Box 556, Hershey, PA 17033

¹ Landisville RR is also acquiring an adjacent rail yard that is owned by Amherst Industries of Pennsylvania, Inc., a corporate affiliate of LRI, and operated by LNTV. (Amherst Industries originally acquired the Rail Line from Conrail in 1983, and transferred the Rail Line to LRI in an exempt intra-corporate transfer in 1984. See *Amherst Industries, Inc. – Exemption from 49 USC 10905(f)(4) – Landisville Railroad, Inc.* ICC Finance Docket No. 30376 and 30377, 49 FR 11262 (March 26, 1984). Pursuant to 49 USC §10906, the acquisition of yard track does not require authorization of the Board.

(b) The name, address and telephone number of the representative of Landisville RR who should receive correspondence Eric M Hocky, Esquire, Thorp Reed & Armstrong, LLP, One Commerce Square, 2005 Market Street, Suite 1910, Philadelphia, PA 19103. (215) 640-5000

(c) Landisville RR, LRI and LNVN are finalizing the terms of their agreements, and expect to enter into the agreements and close on or after August 31, 2008

(d) Landisville RR will be the operator of the Rail Line

(e) Brief Summary of the Proposed Transaction

Landisville RR is entering into an agreement with LRI to acquire the Rail Line LNVN is agreeing to terminate its current lease of the Rail Line (and related facilities), and to assign its rights related to the Rail Line to Landisville RR Following consummation of the transaction, Landisville RR will be both the owner and operator of the Rail Line² Consolidating the ownership and operation of the Rail Line will justify capital investment and marketing to preserve and grow the rail business served by the Rail Line

(1) The name and address of the company transferring ownership of the Rail Line The Landisville Railroad Inc , 3901 Nolt road, Landisville, PA 17538

The current operator, Landisville Terminal & Transfer Company, 116 North Bellevue Avenue, Suite 206, Langhorne, PA 19047, will be terminating its lease and transferring all of its rights in and to the Rail Line to Landisville RR

² As noted in footnote 1, Landisville RR will also own and operate the adjacent rail yard

(2) Landisville RR expects to commence operations on or after August 31, 2008, more than thirty days after the filing of this Notice of Exemption

(3) The Rail Line is located between milepost 30.77± at the connection to Norfolk Southern Railway on Amtrak's Harrisburg Line and milepost 33.75 ± at the end of track south of Nolt Road and east of Summit Drive Road, in West Hempfield Township, Lancaster County, Pennsylvania

(4) The total mileage to be acquired and operated is approximately 2.98 miles

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

(g) Landisville RR certifies that its projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier³

(h) Landisville RR will interchange with Norfolk Southern Railway ("NSR") at Landisville. There are no existing interchange commitments with NSR as the third-party connecting carrier, and none are contemplated by this transaction

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2)(i), no environmental documentation should be required because this proceeding involves authority for an acquisition under 49 U.S.C. §10901 for continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (e)(5)

³ Landisville RR additionally certifies that its projected revenues after the transaction will not exceed \$5,000,000 per year

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

Labor Protection

Pursuant to 49 U.S.C. §10901(c), approval of this transaction may not be subjected to labor protection conditions.

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.34.

Respectfully submitted,



ERIC M. HOCKY
THORP REED & ARMSIRONG, LLP
One Commerce Square
2005 Market Street, Suite 1910
Philadelphia, PA 19103
(215) 640-5000

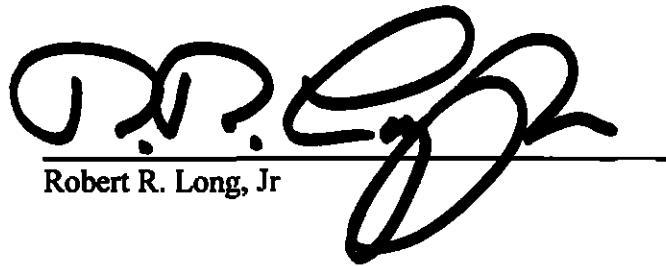
Dated July 29, 2008

Attorneys for Landisville Railroad, LLC

VERIFICATION

I, Robert R Long, Jr . organizer of Landisville Railroad, LLC. verify under penalty of perjury that the foregoing is true and correct Further, I certify that I am qualified and authorized to file the foregoing document

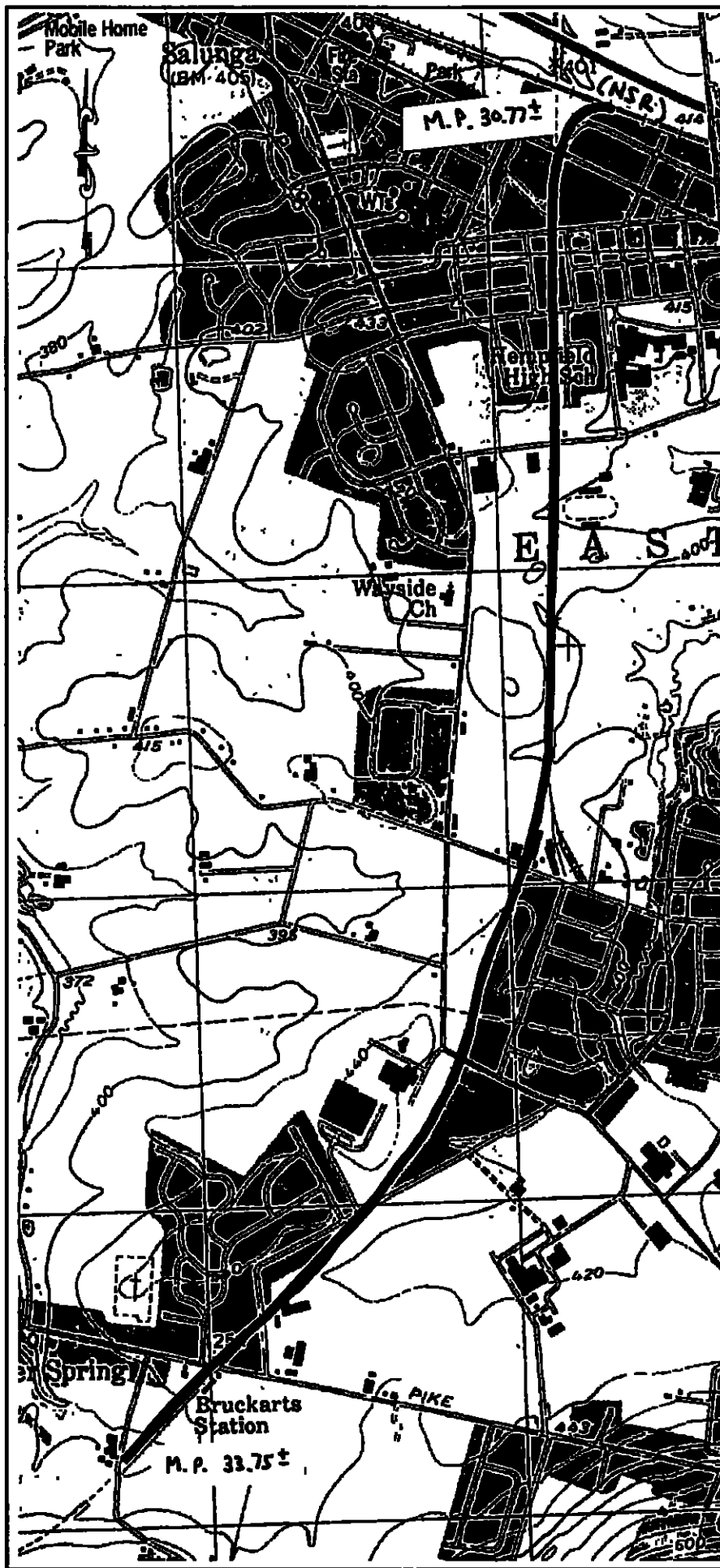
Executed on July 29. 2008



Robert R. Long, Jr

MAP

EXHIBIT A



LANDISVILLE RR ROUTE

TRAC

THE
4010 SAMPSON POINT ROAD
MECHANICSBURG, PA 17055
(717) 439-7346
WWW.TRAC.CC

HORIZONTAL SCALE



NO.	DATE	REVISION DESCRIPTION	BY

LANDISVILLE RAILROAD
LANDISVILLE, PENNSYLVANIA

ROUTE MAP

DESIGNED / DRAWN BY S MCCORKLE	ORIGINAL DWG DATE 7/29/08
REVIEWED BY M KENNEDY	DRAWING ID 08-1623-USGS
JOB NO. 08-1623	SHEET 1 OF 1

CAPTION SUMMARY

EXHIBIT B

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO 35170

**LANDISVILLE RAILROAD, LLC
- ACQUISITION AND OPERATION EXEMPTION -
THE LANDISVILLE RAILROAD INC. AND LANDISVILLE TERMINAL &
TRANSFER COMPANY**

Landisville Railroad, LLC ("Landisville RR"), a non-carrier, has filed a Notice of Exemption to acquire from The Landisville Railroad, Inc and Landisville Terminal & Transfer Company, and to operate, the rail line between milepost 30 77 ± at the connection to Norfolk Southern Railway on Amtrak's Harrisburg Line and milepost 33 75 ± at the end of track south of Nolt Road and east of Summit Drive Road, in West Hempfield Township, Lancaster County, Pennsylvania. The total mileage to be acquired and operated is approximately 2 98 miles.

Comments must be filed with the Board and served on Landisville RR's representative, Eric M. Hocky, Esquire, Thorp Reed & Armstrong, LLP, One Commerce Square, 2005 Market Street, Suite 1910, Philadelphia, PA 19103, (215) 640-5000.

The Notice is filed under 49 C.F.R. §1150.31. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. §10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.