

BALL JANIK LLP

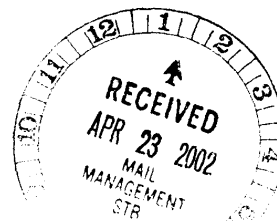
A T T O R N E Y S

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LOUIS E. GITOMER
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205243

DID# 0101929001 April 23, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423

RE: Finance Docket No. 34200, *PSAP Operating Company, Inc.--*
Acquisition and Operation Exemption—ParkSierra Corp.

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 CFR § 1150.31, three diskettes with the file Notice.doc, and a check covering the \$1,300.00 filing fee. Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger.

If you have any questions, please contact me.

Sincerely yours

Louis E. Gitomer
Attorney for PSAP Operating Company,
Inc.

Enclosures

FILED

APR 23 2002

**SURFACE
TRANSPORTATION**

ENTERED
Office of the Secretary

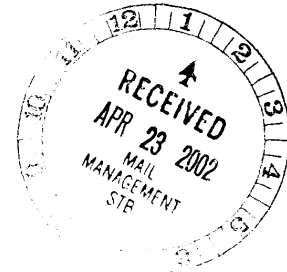
APR 23 2002

Part of
Public Record

ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34200



PSAP OPERATING COMPANY, INC.—ACQUISITION AND OPERATION EXEMPTION—
PARKSIERRA CORP.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
PSAP Operating Company, Inc.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
Of Counsel
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorneys for:
PSAP Operating Company, Inc.

Dated: April 23, 2002

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Office of the Secretary

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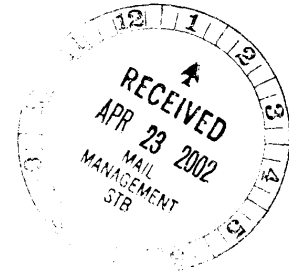
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34200

PSAP OPERATING COMPANY, INC.—ACQUISITION AND OPERATION EXEMPTION—
PARKSIERRA CORP.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

PSAP Operating Company, Inc. ("PSAP"), a noncarrier, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart D -- Exempt Transactions, with the Surface Transportation Board (the "STB") for PSAP to acquire from ParkSierra Corp. ("ParkSierra"): (1) and operate an 83.5-mile line as follows: (i) the Centralia-Hoquiam Line, between Centralia, WA, milepost 0.6, and Hoquiam, WA, milepost 74.1, including the Horn Spur Track, which connects to the Centralia-Hoquiam Line at milepost 72.5 and extends northward to the end of the track at approximately milepost 2.0; and (ii) the Elma-Shelton Line, between Elma, WA, milepost 0.0 (connecting to the Centralia-Hoquiam Line at about milepost 46.7) and Shelton, WA, milepost 25.1; (2) and operate under trackage rights as follows: (i) over Union Pacific Railroad Company ("UP") between (a) milepost 68.9 and milepost 69.4 and (b) milepost 70.3 and 72.0, near Aberdeen, WA, a distance of about 2.2 miles; (ii) overhead trackage rights over The Burlington Northern and Santa Fe Railway Company ("BNSF") between milepost 0.6 and milepost 0.4, at or near Centralia, WA, a distance of about 0.2 miles; (iii) under a December 11, 1994 agreement with the United States of America, to provide service on a government-owned



line from its connection with the Elma-Shelton Line to Bangor, a distance of approximately 44 miles, and a branch line to Bremerton Navy Yard, a distance of approximately 4.6 miles; and (iv) overhead trackage rights from The City of Tacoma d/b/a Tacoma Rail (TR) (a) between the Lakeside Siding near Blakeslee Junction, milepost 60.0, southwest six miles and the interchange with BNSF at Chehalis, milepost 66.0 (the TR/BNSF Interchange); and (b) from the TR/BNSF Interchange one mile to milepost 67.0, where TR's rail lines connect with rail line owned by the Port of Chehalis, for a total distance of approximately 7.0 miles; (3) a lease from UP and operate approximately 1.8 miles of rail lines (i) from UP milepost 53.83 to UP milepost 54.23; and (ii) from UP milepost 55.28 to UP milepost 56.70, in Aberdeen and Hoquiam Counties, WA; and (4) the right to operate between Chehalis, WA, milepost 0.0, and Curtis, WA, milepost 10.0, a total distance of 10.0 miles in Lewis County, WA, under a modified certificate of public convenience and necessity (the "Lines").

In support of this Notice of Exemption, PSAP submits the following information as required by 49 C.F.R. § 1150.33:

a. Full name and address of applicant:

PSAP Operating Company, Inc.
501 North 2nd Street
P.O. Box L-2
Elma, WA 98541

b. Applicant's Representatives:

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
PSAP Operating Company, Inc.
5300 Broken Sound Boulevard N.W.
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
Of Counsel
Ball Janik LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

- c. An agreement has been reached among PSAP, as buyer, and ParkSierra Corp., as seller.
- d. The operator of the property will be PSAP.
- e. Summary of proposed transaction:

- 1. The name and address of the railroad transferring the property is:

ParkSierra Corp.
221 Gateway Road West, Suite 401
Napa, CA 94558

- 2. The proposed time schedule for the consummation of the transaction is April 30, 2002,
or the date the concurrently filed waiver request is granted, whichever is later.

- 3. The mile-posts of the subject property, including any branch lines that PSAP is
acquiring from ParkSierra are: (1) an 83.5-mile line as follows: (i) the Centralia-Hoquiam Line,
between Centralia, WA, milepost 0.6, and Hoquiam, WA, milepost 74.1, including the Horn
Spur Track, which connects to the Centralia-Hoquiam Line at milepost 72.5 and extends
northward to the end of the track at approximately milepost 2.0; and (ii) the Elma-Shelton Line,
between Elma, WA, milepost 0.0 (connecting to the Centralia-Hoquiam Line at about milepost
46.7) and Shelton, WA, milepost 25.1; (2) trackage rights as follows: (i) over UP between (a)
milepost 68.9 and milepost 69.4 and (b) milepost 70.3 and 72.0, near Aberdeen, WA; (ii)
overhead trackage rights over BNSF between milepost 0.6 and milepost 0.4, at or near Centralia,
WA; (iii) under a December 11, 1994 agreement with the United States of America, to provide

service on a government-owned line from its connection with the Elma-Shelton Line to Bangor, a distance of approximately 44 miles, and a branch line to Bremerton Navy Yard, a distance of approximately 4.6 miles; (iv) overhead trackage rights from The City of Tacoma d/b/a Tacoma Rail (TR) (a) between the Lakeside Siding near Blakeslee Junction, milepost 60.0, southwest six miles and the interchange with BNSF at Chehalis, milepost 66.0 (the TR/BNSF Interchange); and (b) from the TR/BNSF Interchange one mile to milepost 67.0, where TR's rail lines connect with rail line owned by the Port of Chehalis, for a total distance of approximately 7.0 miles; (3) a lease from UP and operate approximately 1.8 miles of rail lines (i) from UP milepost 53.83 to UP milepost 54.23; and (ii) from UP milepost 55.28 to UP milepost 56.70, in Aberdeen and Hoquiam Counties, WA; and (4) the right to operate between Chehalis, WA, milepost 0.0, and Curtis, WA, milepost 10.0, a total distance of 10.0 miles in Lewis County, WA, under a modified certificate of public convenience and necessity

4. PSAP is acquiring about 139.3 miles of track from ParkSierra, consisting of 83.5 miles acquired, 44.0 under trackage rights, 1.8 miles under lease, and 10 miles under a Modified Certificate.

f. A map of the rail Lines is attached as Exhibit A.

g. A Certificate of Compliance with the provisions of 49 CFR § 1150.33(g) is attached as Exhibit B.

h. A caption summary, as required by 49 C.F.R. §1150.34, is attached as Exhibit C.

i. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 CFR §1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of

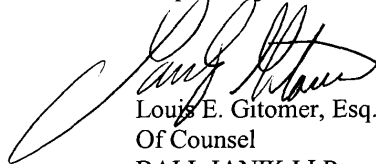
Exemption does not require environmental documentation under 49 CFR §1105.6(b)(4) and (c)(2)(i).

j. An historic report is not required because PSAP will operate the Lines, will require further STB approval as required to discontinue and abandon any service, and there are no plans to dispose of or alter properties subject to STB jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. §1105.8(b)(1).

This action will not significantly affect either the quality of the human environment or energy conservation.

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
PSAP Operating Company, Inc.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Respectfully submitted,



Louis E. Gitomer, Esq.
Of Counsel
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorneys for:
PSAP Operating Company, Inc.

Dated: April 23, 2002

EXHIBIT A – MAP

PSAP Operating Company, Inc.

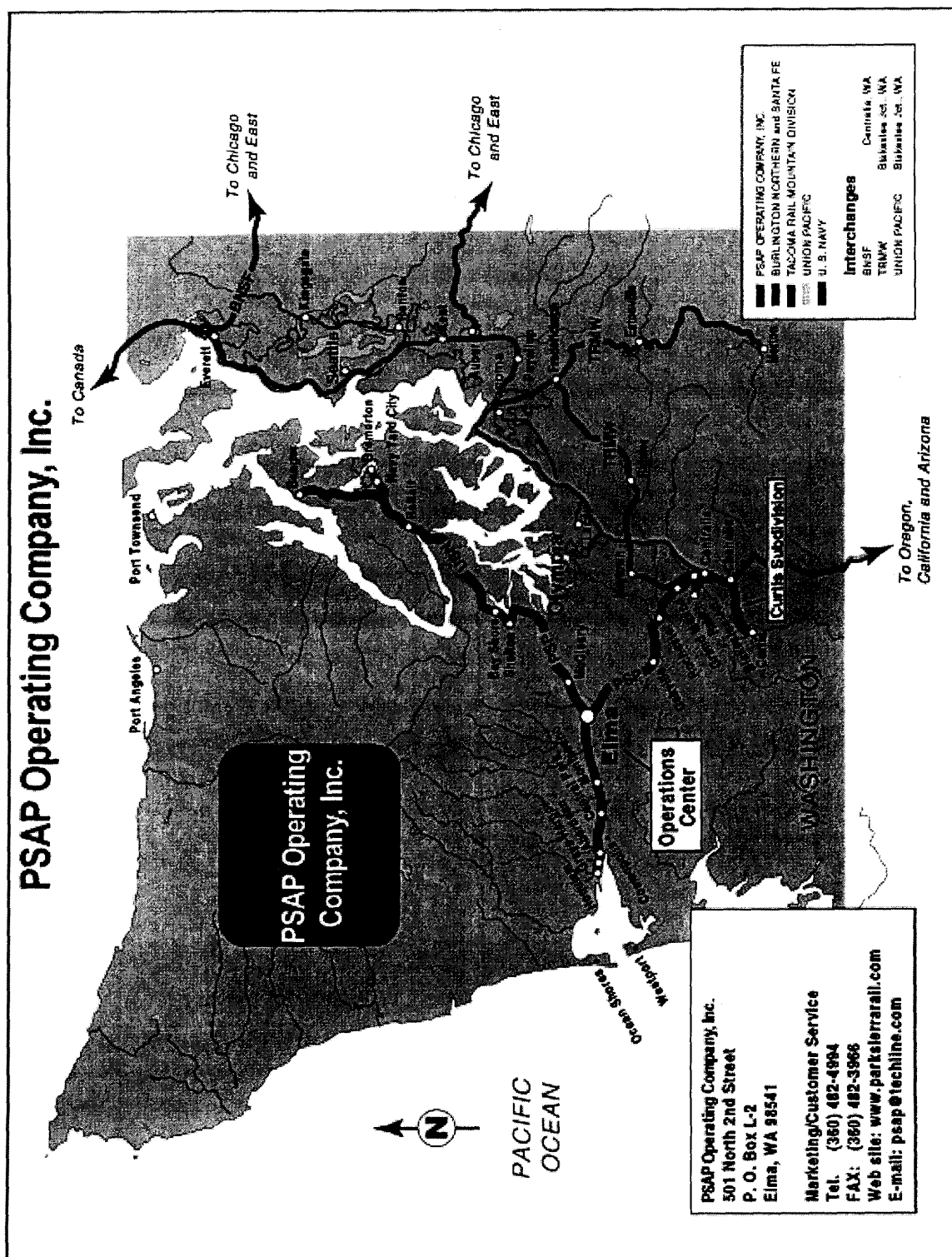
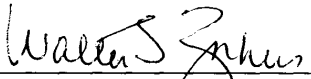


EXHIBIT B

EXHIBIT B
CERTIFICATION

State of Florida)
) ss:
County of Palm Beach)

I, Walter S. Zorkers, being duly sworn depose and state that I am Senior Vice President Strategic Planning of PSAP Operating Company, Inc., and that the projected annual revenues from the rail operations would not exceed those that would make it a Class III carrier under 49 CFR Part 1201(1-1).


Walter S. Zorkers

Subscribed and sworn to before me this 18th day of ~~March~~ ^{April}, 2002.


Notary Public

(SEAL)



My Commission Expires: 8/20/04

EXHIBIT C – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 34200

PSAP OPERATING COMPANY, INC.—ACQUISITION AND OPERATION EXEMPTION—
PARKSIERRA CORP.

PSAP Operating Company, Inc. has filed a notice of exemption to acquire from ParkSierra Corp. ("ParkSierra"): (1) and operate an 83.5-mile line as follows: (i) the Centralia-Hoquiam Line, between Centralia, WA, milepost 0.6, and Hoquiam, WA, milepost 74.1, including the Horn Spur Track, which connects to the Centralia-Hoquiam Line at milepost 72.5 and extends northward to the end of the track at approximately milepost 2.0; and (ii) the Elma-Shelton Line, between Elma, WA, milepost 0.0 (connecting to the Centralia-Hoquiam Line at about milepost 46.7) and Shelton, WA, milepost 25.1; (2) and operate under trackage rights as follows: (i) over Union Pacific Railroad Company ("UP") between (a) milepost 68.9 and milepost 69.4 and (b) milepost 70.3 and 72.0, near Aberdeen, WA, a distance of about 2.2 miles; (ii) overhead trackage rights over Burlington Northern and Santa Fe Railway Company ("BNSF") between milepost 0.6 and milepost 0.4, at or near Centralia, WA, a distance of about 0.2 miles; (iii) under a December 11, 1994 agreement with the United States of America, to provide service on a government-owned line from its connection with the Elma-Shelton Line to Bangor, a distance of approximately 44 miles, and a branch line to Bremerton Navy Yard, a distance of approximately 4.6 miles; (iv) overhead trackage rights from The City of Tacoma d/b/a Tacoma Rail (TR) (a) between the Lakeside Siding near Blakeslee Junction, milepost 60.0,

southwest six miles and the interchange with BNSF at Chehalis, milepost 66.0 (the TR/BNSF Interchange); and (b) from the TR/BNSF Interchange one mile to milepost 67.0, where TR's rail lines connect with rail line owned by the Port of Chehalis, for a total distance of approximately 7.0 miles; (3) a lease from Union UP and operate approximately 1.8 miles of rail lines (i) from UP milepost 53.83 to UP milepost 54.23; and (ii) from UP milepost 55.28 to UP milepost 56.70, in Aberdeen and Hoquiam Counties, WA; and (4) the right to operate between Chehalis, WA, milepost 0.0, and Curtis, WA, milepost 10.0, a total distance of 10.0 miles in Lewis County, WA, under a modified certificate of public convenience and necessity, a total distance of about 139.3 miles.

The transaction is scheduled to take place on or as soon as possible after the April 30, 2002 effective date of the exemption.

A class exemption for RailAmerica to continue in control of PSAP Operating Company, Inc., was concurrently filed in Finance Docket No. 34197, *RailAmerica, Inc., Et Al.—Corporate Family Reorganization Exemption*.

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

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34200, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Gary A. Laakso, Esq., Vice President Regulatory Counsel, PSAP Operating Company, Inc., 5300 Broken Sound Boulevard N.W., Boca Raton, FL 33487, (561) 994-6015, and Louis E.

Gitomer, Esq., Of Counsel, Ball Janik LLP, 1455 F Street, N.W., Suite 225, Washington, D.C.
20005, (202) 638-3307.

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

Decided: _____, 2002.

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

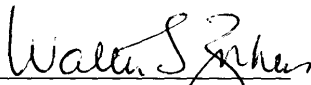
Vernon A. Williams

Secretary

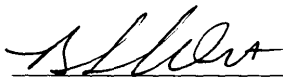
VERIFICATION

State of Florida)
) ss:
County of Palm Beach)

I, Walter S. Zorkers, being duly sworn depose and state that I am Senior Vice President Strategic Planning of PSAP Operating Company, Inc., that I am authorized to make this verification, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.


Walter S. Zorkers

Subscribed and sworn to before me this 18th day of April, 2002.


Notary Public

(SEAL)



My Commission Expires: 8/20/04