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December 3, 2018



VIA FEDEX

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

**Re: DOVER AND DELAWARE RIVER RAILROAD, LLC
- LEASE (INCLUDING INTERCHANGE COMMITMENT)
AND TRACKAGE RIGHTS EXEMPTION -
NORFOLK SOUTHERN RAILWAY COMPANY
AND NEW JERSEY TRANSIT CORPORATION
STB Docket No. 36258**

Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of a Notice of Exemption being filed on behalf of Dover and Delaware River Railroad, LLC. Also enclosed in a separate envelope marked "confidential" are the original and 10 copies of the required Confidential Appendix. A check in the amount of \$2,000.00 representing the filing fee for this Notice is also enclosed.

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

FILED
December 4, 2018
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
December 4, 2018
SURFACE
TRANSPORTATION BOARD

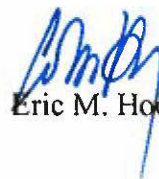
December 3, 2018

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Please let me know if there are any questions regarding this filing.

Respectfully,

CLARK HILL PLC


Eric M. Hocky

EMH/dml
Encls.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 36258



**DOVER AND DELAWARE RIVER RAILROAD, LLC
- LEASE (INCLUDING INTERCHANGE COMMITMENT)
AND TRACKAGE RIGHTS EXEMPTION -
NORFOLK SOUTHERN RAILWAY COMPANY
AND NEW JERSEY TRANSIT CORPORATION**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. § 10901**

(contains color images)

ERIC M. HOCKY
CLARK HILL PLC
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Philadelphia, PA 19103
(215) 640-8500
ehocky@clarkhill.com

Dated: December 3, 2018

Attorneys for
Dover and Delaware River Railroad, LLC

STB DOCKET NO. FD 36258

**DOVER AND DELAWARE RIVER RAILROAD, LLC
- LEASE (INCLUDING INTERCHANGE COMMITMENT)
AND TRACKAGE RIGHTS EXEMPTION -
NORFOLK SOUTHERN RAILWAY COMPANY
AND NEW JERSEY TRANSIT CORPORATION**



**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10901**

This Verified Notice is filed pursuant to 49 C.F.R. §1150.31 by Dover and Delaware River Railroad, LLC (“DDRR”), a non-carrier, to exempt from regulation under 49 U.S.C. §10901, its lease and operation of approximately 27.2 miles of rail lines (the “Leased Lines”) from Norfolk Southern Railway Company (“NSR”), and its operation of local trackage rights¹ over approximately 80.7 miles of connecting rail lines (the “Trackage Lines”) owned by New Jersey Transit Corporation (“NJT”), as described more fully below (the Leased Lines and the Trackage Lines are referred to collectively as the “Rail Lines”), and as shown on the map attached hereto as Exhibit A. The total mileage of the Rail Lines is approximately 107.9 miles.

This filing is related to the petitions for continuance in control being filed simultaneously with this notice at STB Docket No. FD 36259, *Kean Burenga and Chesapeake and Delaware, LLC – Continuance in Control Exemption - Dover and Delaware River Railroad, LLC*.

¹ The provisions of 49 U.S.C. §10901 and 49 C.F.R. §1150.31 govern the acquisition of trackage rights by a non-carrier. See *Columbus and Steens Junction Railway, Inc. – Trackage Rights Exemption – Columbus and Greenville Railway Company*, ICC Finance Docket No. 32800 (served November 24, 1995), 1995 WL 693263 (ICC), *1 fn.1.
220636980.4

Notice

In accordance with 49 C.F.R. §1150.33, DDDR hereby provides the following information:

(a) The full name and address of Applicant: Dover and Delaware River Railroad, LLC, 20 Toad Lane, Ringoes, NJ 08551.

(b) The name, address and telephone number of the representative of DDDR who should receive correspondence: Eric M. Hocky, Esquire, Clark Hill, PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

(c) DDDR is entering into a lease with NSR for the Leased Lines which will take effect when this Notice takes effect and when the related continuance in control petition for exemption has been granted. DDDR will be entering into a trackage rights agreement with NJT and NSR prior to the trackage rights taking effect. The trackage rights will also take effect when this Notice takes effect and when the related continuance in control petition for exemption has been granted.

(d) The Leased Lines are owned by NSR. The Trackage Lines are owned by NJT; however, NSR retains a residual freight easement and trackage rights over the Trackage Lines. The current freight operator of the Rail Lines is NSR. After the transactions are consummated, DDDR will be the freight operator of the Rail Lines.

(e) Brief Summary of the Proposed Transaction:

Freight service over the Rail Lines is current provided by NSR, which owns the Leased Lines, and has a retained freight easement and trackage rights over the Trackage Lines. DDDR will take over the local freight service on the Rail Lines. DDDR will interchange with NSR at Phillipsburg, New Jersey, with the Morristown & Erie Railway ("ME") at Lake Junction (Roxbury), New Jersey, and with its affiliate Dover and Rockaway River Railroad, LLC

220636980.4

("DDRV") at Chester Jct. (Roxbury), New Jersey and D&R Junction (Wharton), New Jersey. The Lease Agreement between NSR and DDDR contains an interchange commitment related to traffic that originates or terminates on the Leased Lines. The Trackage Rights Agreement among NJT, NSR and DDDR does not contain any interchange commitment. The proposed transaction will eliminate the need for NSR to perform local service over its short disconnected lines and the interconnected lines of NJT. As a locally based operation, DDDR expects to be able to preserve and grow the local freight business served by the Rail Lines.

(1) The name and address of the owner of the Leased Lines: Norfolk Southern Railway Company, Three Commercial Place, Norfolk, VA 23510.

The name and address of the owner of the Trackage Lines: New Jersey Transit Corporation, 1 Penn Plaza East, Newark, NJ 07105.

(2) DDDR expects to commence operations after the approval of the related petition for continuance in control, more than thirty days after the filing of this Notice.

(3) The Rail Lines are described as follows:

(a) Leased Lines

(i) Washington Secondary, between milepost WD 58.0 at Hackettstown, and milepost WD 80.3 at Phillipsburg; and

(ii) Old Road Industrial Track, between milepost 66.5 TG at Washington, and milepost 67.6 TG at Washington; and

(iii) Pompton Industrial Track, between milepost PQ 21.4 at Mountain View, and milepost PQ 22.2 at Wayne; and

(iv) Totowa Spur, between milepost TO 18.0 at Totowa, and milepost 21.0 at Wayne.

The Leased Lines are located in Warren and Passaic Counties. The total mileage of the Leased Lines is approximately 27.2 miles.

(b) Trackage Lines

(i) Morristown Line, between milepost 7.8 at Newark Broad Street, and milepost 48.1 at Netcong; and

(ii) Morristown Line, between milepost 48.1 at Netcong, and milepost 58.0 at Hackettstown; and

(iii) Gladstone Branch, between milepost 20.1 at Summit, and milepost 25.7 at Berkeley Heights; and

(iv) Montclair Line, between milepost 9.0 at Newark Roseville Avenue, and milepost 33.9 at Denville.

The Trackage Lines are located in Warren, Morris, Passaic and Essex counties. The total mileage of the Trackage Lines is approximately 80.7 miles.

(4) The total mileage of the Rail Lines to be operated is approximately 107.9 miles.

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

(g) DDRR certifies that its projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier.²

(h) DDRR certifies that the Lease Agreement will contain an interchange commitment. (The Trackage Agreement does not include an interchange commitment.) The following additional information is provided by DDRR with respect to the interchange commitment in the Lease Agreement:

² DDRR additionally certifies that its projected revenues after the transactions will not exceed \$5,000,000 per year.

(i) The Lease Agreement contains an interchange commitment that affects interchange with carriers other than NSR at the interchange points shown on the map attached as Exhibit A.

(ii) A confidential complete version of the most recent draft of the Lease Agreement is being submitted under separate cover as part of a Confidential Appendix governed by 49 CFR 1104.14(a). A copy of the fully executed Lease Agreement will be submitted as a supplement to the Confidential Appendix as soon as it is available.

(iii) A list of the shippers who currently use or who have used the Leased Lines in the last two calendar years, and whose traffic is subject to the interchange commitment is attached hereto as Exhibit B.

(iv) The aggregate number of carloads originated or terminated within the last two calendar years (2016 and 2017) by the shippers identified in subparagraph (iii) above is included as part of the Confidential Appendix.

(v) DDDR hereby certifies that, as set forth in the certificate of service, it has provided notice of the proposed transaction and the interchange commitment by serving a copy of this Notice on the shippers identified in subparagraph (iii) above.

(vi) No carriers other than NSR physically connect with the Leased Lines. However, DDDR could interchange traffic that originates or terminates on the Leased Lines with ME and with DRRV.

(vii) DDDR does not have the information to estimate the difference between the rent with and without the interchange commitment, as the lines were not offered for lease without the interchange commitment. Accordingly, DDDR requested an

estimate of the difference from NSR as permitted by the Board. *Information Required in Notices and Petitions Containing Interchange Commitments*, STB Docket No. EP 714 (served September 5, 2013), *slip op.* at 5-6. A copy of the NSR response is included in the Confidential Appendix.

(viii) The caption of this proceeding reflects the existence of the interchange commitment in the Lease Agreement.

Labor Protection

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

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 (lease) 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).

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

Caption Summary

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

Conclusion

Accordingly, DDDR requests that the Board issue a notice allowing its proposed operations under the Lease Agreement and Trackage Rights Agreement to become effective at any time after 30 days from the filing of this Notice, and after the granting of the related petition for exemption for continuance in control.

Respectfully submitted,



ERIC M. HOCKY
CLARK HILL PLC
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
(215) 640-8500
ehocky@clarkhill.com

Dated: December 3, 2018

Attorneys for
Dover and Delaware River Railroad, LLC

VERIFICATION

I, Kean Burenga, President of Dover and Delaware River 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 the foregoing document.

Executed on December 3, 2018.

Kean Burenga



EXHIBIT A

MAP

The map displays the Delaware River and its tributaries, including the Chesapeake & Delaware Canal. Key locations marked include Washington, Hackettstown, Netcong, Roxbury, Wharton, Rockaway, Denville, Mountain View Meadows, Wayne, Totowa, Morristown, Newark, Summit, Berkeley Heights, Easton, Phillipsburg, Easton, Milford, Flemington, Three Bridges, Ringoes, and various other towns and cities. The map also shows major roads, highways, and landmarks like the Great Swamp National Wildlife Refuge. A compass rose and a scale bar are included for orientation and measurement.

EXHIBIT B

LIST OF SHIPPERS

Borealis Compounds Inc.
176 Thomas Road
Port Murray NJ 07865-4014

KNF Flexpak Corp.
734 West Penn Pike, Suite 1
Tamaqua PA 18252

Omega Warehouse Inc.
859 Riverview Drive
Totowa NJ 07512

Rafco Plastics Inc.
11 Vreeland Avenue
Totowa NJ 07512

Royal Ingredients Inc.
50 Maltese Drive
Totowa NJ 07512-1403

Interstate Brands Corp.
75 Demarest Drive
Wayne NJ 07470

Avantor Performance Materials Inc.
600 North Broad Street
Phillipsburg NJ 08865-1271

Berry Plastics Corp.
190 Strykers Road
Phillipsburg NJ 08865

Yusen Logistics
555 Route 57
Port Murray NJ 07865

BASF Corp.
2 Pleasant View Avenue
Washington NJ 07882-2320

Pechiney Plastic Packaging Inc.
191 State Route 31 North
Washington NJ 07882

EXHIBIT C

CAPTION SUMMARY

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO. FD 36258

**DOVER AND DELAWARE RIVER RAILROAD, LLC
- LEASE (INCLUDING INTERCHANGE COMMITMENT)
AND TRackage RIGHTS EXEMPTION -
NORFOLK SOUTHERN RAILWAY COMPANY
AND NEW JERSEY TRANSIT CORPORATION**

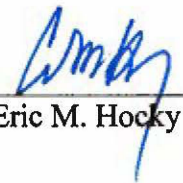
Dover and Delaware River Railroad, Inc. (“DDRR”), a non-carrier, has filed a Notice of Exemption to exempt its entry into a lease from Norfolk Southern Railway Company (“NSR”) of the lines of railroad (i) between milepost WD 58.0 at Hackettstown, and milepost WD 80.3 at Phillipsburg; (ii) between milepost 66.5 TG at Washington, and milepost 67.6 TG at Washington; (iii) between milepost PQ 21.4 at Mountain View, and milepost PQ 22.2 at Wayne; and (iv) between milepost TO 18.0 at Totowa, and milepost 21.0 at Wayne (collectively, the “Leased Lines”), and a local trackage rights agreement with NSR and New Jersey Transit Corporation (“NJT”) with respect to the lines of railroad (i) between milepost 7.8 at Newark Broad Street, and milepost 48.1 at Netcong; (ii) between milepost 48.1 at Netcong, and milepost 58.0 at Hackettstown; (iii) between milepost 20.1 at Summit, and milepost 25.7 at Berkeley Heights; and (iv) between milepost 9.0 at Newark Roseville Avenue, and milepost 33.9 at Denville (collectively, the “Trackage Lines”) (the Leased Lines and the Trackage Lines are collectively, the “Rail Lines”). The total mileage of the Rail Lines to be operated by DDRR is approximately 107.9 miles. NSR is the current operator of freight service over the Rail Lines. This filing is related to a notice of exemption for common control being filed in STB Docket No. FD 36259, *Kean Burenga and Chesapeake and Delaware, LLC – Continuance in Control Exemption – Dover and Delaware River Railroad, LLC*.

Comments must be filed with the Board and served on DDDR's representative, Eric M. Hocky, Esquire, Clark Hill, PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

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.

CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was served by U.S. first class mail, postage pre-paid on the shippers shown on the attached list.



Eric M. Hocky

Dated: December 3, 2018

Borealis Compounds Inc.
176 Thomas Road
Port Murray NJ 07865-4014

KNF Flexpak Corp.
734 West Penn Pike, Suite 1
Tamaqua PA 18252

Omega Warehouse Inc.
859 Riverview Drive
Totowa NJ 07512

Rafco Plastics Inc.
11 Vreeland Avenue
Totowa NJ 07512

Royal Ingredients Inc.
50 Maltese Drive
Totowa NJ 07512-1403

Interstate Brands Corp.
75 Demarest Drive
Wayne NJ 07470

Avantor Performance Materials Inc.
600 North Broad Street
Phillipsburg NJ 08865-1271

Berry Plastics Corp.
190 Strykers Road
Phillipsburg NJ 08865

Yusen Logistics
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2 Pleasant View Avenue
Washington NJ 07882-2320

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Washington NJ 07882