



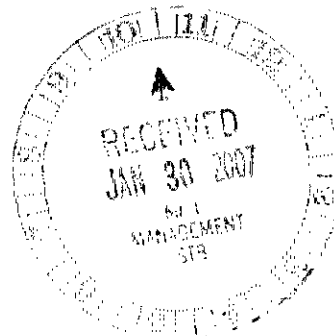
John K. Fiorilla
856.914.2054
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January 29, 2007

VIA United Parcel Service, Next Day Air

Mr. Vernon A. Williams
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

218531



Re: G. David Crane- Continuation of Control Exemption
Finance Docket No. FD-34987
Our File No. 0256-20049

Dear Mr. Williams:

This firm represents the G. David Crane who owns and controls Ashland Railway, Inc. (ASRY), a Class II carrier operating in Ohio with rights to operate in New Jersey. Mr. Crane is also the owner of Ashland Railroad, Inc. (ASRR) a non-carrier which has filed to become a Class III carrier in New Jersey Finance Docket FD-34986. This filing is a Notice of Exemption for Mr. Crane's Continuation of Control of ASRY with his new control of ASRR.

Enclosed please find for filing an original and twelve copies of the Verified Notice of Exemption for this purpose.

Also enclosed is a disc with a copy of the Application in Word Perfect format.

Also enclosed are two additional copies to be stamped filed and returned to me in the self-addressed stamped envelope enclosed. The filing fee of \$1,100 is enclosed herewith.

Your prompt attention to this matter is kindly appreciated.

Sincerely,

CAPEHART & SCATCHARD, P.A.

John K. Fiorilla

JKF/ajd

Enclosure

cc: Mr. G. David Crane (w/encl)

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JAN 30 2007

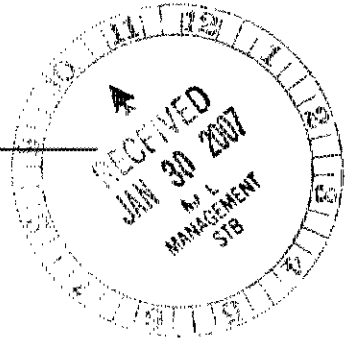
Part of
Public Record

218531

Before the
Surface Transportation Board

Finance Docket No:

FD-34987



In the Matter
of
G. DAVID CRANE
Continuance in Control Exemption
ASHLAND RAILWAY, INC.

ENTERED
Office of Proceedings
JAN 30 2007
Part of
Public Record

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)

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JAN 30 2007
SURFACE
TRANSPORTATION BOARD

John K. Fiorilla
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856-914-2054
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Attorneys for: G. David Crane

Dated: January 26, 2007

RECEIVED
JAN 30 2007
SURFACE
TRANSPORTATION BOARD

Before the
Surface Transportation Board

Finance Docket No:

FD-34987

In the Matter
of
G. DAVID CRANE
Continuance in Control Exemption
ASHLAND RAILWAY, INC.

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)

G. David Crane ("Crane") hereby files this Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2) to continue control of the Ashland Railway, Inc. (A Pennsylvania Company) ("ASRY") a Class II carrier, and to create, operate and control Ashland Railroad, Inc. (A New Jersey Company) (ASRR) a Class III carrier. Mr. Crane is the controlling stockholder of both ASRY and ASRR.

ASRR will not connect with ASRY and this control transaction is not part of a series of anticipated transactions that would result in such a connection and this control transaction does not involve a Class I carrier. Crane's continuance in control of ASRY is accordingly exempt under 49 C.F.R. § 1180.2(d)(2).

Pursuant to 49 C.F.R. § 1180.4(g), Crane submits the following information:

Section 1180.6(a)(1)(i)
Description of the Proposed Transaction

Crane is an individual who currently owns the stock and controls ASRY, a Class II carrier which operates in Ohio and has operating rights in New Jersey. ASRY interchanges with Norfolk Southern Railroad at Mansfield, Ohio, with CSX Transportation Company at Willard, Ohio and with the Wheeling and Lake Erie Railway Company at Plymouth, Ohio. In New Jersey ASRY interchanges with Consolidated Rail Corporation on behalf of CSX Transportation Company and Norfolk Southern Railroad Company at Lakehurst, N.J. Crane has created a new company, the Ashland Railroad, Inc. (a New Jersey Corporation) which has filed a Notice of Exemption to operate trackage in the Township of Freehold, Monmouth County, New Jersey which will interchange with Consolidated Rail Corporation at Freehold on behalf of CSX Transportation Company and Norfolk Southern Railroad.

Crane intends to operate ASRY and ASRR as separate entities. Crane does not anticipate that ASRY and ASRR will connect or be part of a series of transactions to operate ASRY and ASRR as connecting carriers.

The full name and address of the applicant is:

G. David Crane
1 Village Square,
Logan Square
New Hope, PA 18938

Any questions concerning this Notice should be sent to Crane's representative at the following address:

John K. Fiorilla, Esq.
Capehart & Scatchard P.A.
8000 Midlantic Drive Suite 300S
Mt. Laurel, N.J. 08054
856-914-2054
jfiorilla@capehart.com

Section 1180.6(a)(1)(ii)
Proposed Time Schedule For Consummation

Crane has formed ASRR and will begin operation thereof as soon as he is granted permission to do so through the effective date of the Notice of Exemption filed by ASRR and the effective date of this Notice of Exemption.

Section 1180.6(a)(1)(iii)
Purpose Sought To Be Accomplished

The exemption sought herein will permit Crane to control ASRR and to continue to control ASRY.

Section 1180.6(a)(5)
States In Which Property of Applicant is Located

Crane is an individual and does not directly own any rail property. ASRY owns and leases property in the States of Ohio and New Jersey, ASRR will lease property in the State of New Jersey.

Section 1180.6(a)(6)
Map Exhibit 1

A map of ASRR, the railroad of which Crane has formed is attached hereto as Exhibit A. A map of ASRY, the carrier which Crane currently owns is attached hereto as Exhibit B.

Section 1180.6(a)(7)(ii)
Agreement

Crane already controls ASRY. No additional agreement is contemplated or necessary for Crane to control ASRR.

Section 1180.4(g)(1)(ii)
Labor Protective Conditions

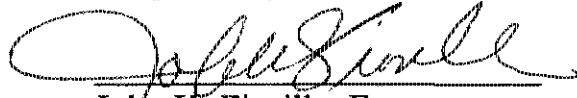
Pursuant to 49 U.S.C. § 11326(c), the Surface Transportation Board may not impose employee protective conditions on this transaction.

Section 1180.4(g)(1)(i)
Environmental and Historic Preservation Matters

Under 49 C.F.R. 1105.6(c)(2)(i) and (ii), no environmental report is required for Crane's continuance in control of ASRY upon Crane's operation of ASRR. The transaction will not result in significant changes in carrier operations, ie changes which exceed the threshold established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(2), no historic preservation report is required.

Respectfully Submitted,



John K. Fiorilla, Esq.
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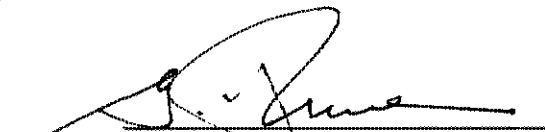
January 26, 2007

Attorney for G. David Crane

VERIFICATION

I, G. David Crane hereby certifies that I have read the foregoing Notice of Exemption and I know the facts asserted therein, and that the same are true as stated to the best of my knowledge. I am aware that if any of the foregoing statements are willfully false, that I am subject to punishment.

January 26, 2007


G. David Crane