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Representing clients with vigor and integrity.



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June 24, 2002

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**SURFACE
TRANSPORTATION BOARD**

205690

Vernon A. Williams
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 2024203

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Re: In the Matter of John C. Nolan Continuance in Control of
The East Penn Railway, Inc. Verified Notice of Exemption

Finance Docket No. FD-34223

Russell E. Watson (1909-1970)
A. Dudley Watson (1917-1990)
Edward L. Webster, Jr. (1950-1987)

Dear Mr. Williams:

This firm represents the John C. Nolan of Langhorne, Pennsylvania. Enclosed please find for filing an original and ten copies of the Application of John C. Nolan for a Continuance in Control Exemption for his current control of the East Penn Railway Inc. and his imminent purchase of the control and stock of Penn Eastern Rail Lines, Inc. filing fee. 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.

Your prompt attention to this matter is kindly appreciated.

Sincerely,


John K. Fiorilla
Cc: John C. Nolan-w/enc.
Kevin M. Sheys, Esq.-w/enc.

ENTERED
Office of Proceedings

JUN 24 2002

Part of
Public Record

FILED

JUN 24 2002

**SURFACE
TRANSPORTATION BOARD**

Before the
Surface Transportation Board



Finance Docket No:

FD-34223

In the Matter
of
JOHN C. NOLAN
Continuance in Control Exemption
EAST PENN RAILWAY, INC.

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

ENTERED
Office of Proceedings

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Part of
Public Record

John K. Fiorilla
Watson, Stevens, Fiorilla & Rutter, LLP
390 George Street
P O Box 1185
New Brunswick, N.J. 08903
732-545-2250

ATTORNEYS FOR JOHN C. NOLAN

Dated: June 24, 2002

FILED

JUN 24 2002

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TRANSPORTATION BOARD

FEE RECEIVED

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SURFACE
TRANSPORTATION BOARD

Before the
Surface Transportation Board



Finance Docket No:

FD-34223

In the Matter
of
JOHN C. NOLAN
Continuance in Control Exemption
EAST PENN RAILWAY, INC.

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

John C. Nolan ("Nolan") hereby files this Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2) to continue control of the East Penn Railway, Inc., ("EPRY") a Class III carrier, and once he acquires the stock and control of Penn Eastern Rail Lines, Inc. ("PRL") a Class III carrier. PRL is an indirect wholly-owned subsidiary of Genesee & Wyoming Inc. (See Finance Docket 34148). Mr. Nolan will purchase the stock of PRL.

PRL will not connect with EPRY 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. Nolan's continuance in control of EPRY is accordingly exempt under 49 C.F.R. § 1180.2(d)(2).

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

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

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

Nolan is an individual who currently owns the stock and controls EPRY, a Class III carrier which operates in Eastern Pennsylvania and which interchanges with CSX Transportation at Telford, PA. Nolan will acquire the stock of PRL, a Class III carrier, which currently operates in Eastern Pennsylvania and which currently interchanges with CSX Transportation at Bristol, PA and with the Norfolk Southern Railway Company at Bridgeport, Emmaus Junction, Manheim, Pottstown and Reading all in the Commonwealth of Pennsylvania.

Nolan intends to operate EPRY and PRL as separate entities. Nolan does not anticipate that EPRY and PRL will connect or be part of a series of transactions to operate EPRY and PRL as connecting carriers.

The full name and address of the applicant is:

John C. Nolan
1973 Wellington Drive
Langhorne, PA 19047

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

John K. Fiorilla
Watson, Stevens, Fiorilla & Rutter LLP
390 George Street
P O Box 1185
New Brunswick, N.J. 08903
732-545-2250

jfiorilla@wsfr.net

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

Nolan will acquire PRL on or soon after the date that the Notice of Exemption in this docket becomes effective.

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

The exemption sought herein will permit Nolan to control PRL upon the purchase of its stock and to continue to control EPRY.

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

Nolan is an individual and does not directly own any rail property. PRL and EPRY own and/or lease property in the Commonwealth of Pennsylvania.

Section 1180.6(a)(6)
Map Exhibit 1

A map of PRL, the stock of which Nolan will acquire, is attached hereto as Exhibit A. A map of EPRY, the stock of which Nolan currently owns is attached hereto as Exhibit B.

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

Nolan already controls EPRY. No additional agreement is contemplated or necessary for Nolan to control PRL.

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.

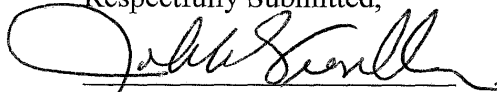
Section 1180.4(g)(1)(i)
Environmental and Historic Preservation Matters

Under 49 C.F.R. 1105.6(c)(2)(i) and (ii), no environmental report is required for Nolan continuance in control of EPRY upon Nolan's acquisition of PRL. 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.

June 24 , 2002

Respectfully Submitted,



John K. Fiorilla, Esq.

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390 George Street

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New Brunswick, N.J. 08903

(732) 545-2250

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Attorney for John C. Nolan

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

Respectfully Submitted,

June 24 , 2002

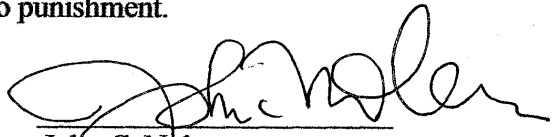
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Attorney for John C. Nolan

VERIFICATION

I, John C. Nolan 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.

June 21, 2002



John C. Nolan

