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FILED

209725

DEC 23 2003

December 22, 2003
VIA: UPS Overnight

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, #711
1925 K Street, N.W.
Washington, DC 20423-0001

U.S. DEPARTMENT OF
TRANSPORTATION BOARD

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Office of Proceedings

DEC 23 2003

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FEE RECEIVED

DEC 23 2003

SURFACE
TRANSPORTATION BOARD

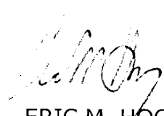
Re: STB Finance Docket No. 34449
Pittsburg & Shawmut Railroad, LLC -
Acquisition Exemption -
Buffalo & Pittsburgh Railroad, Inc.
Notice of Exemption

Dear Secretary Williams:

Enclosed please find for filing the original and ten (10) copies of the above-referenced Notice of Exemption being filed by Pittsburg & Shawmut Railroad, Inc. A check in the amount of \$1,400 representing the filing fee is also enclosed.

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

Respectfully,


ERIC M. HOCKY

Enclosures



GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON

209723

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34449

PITTSBURG & SHAWMUT RAILROAD, LLC
- ACQUISITION -
BUFFALO & PITTSBURGH RAILROAD, INC.

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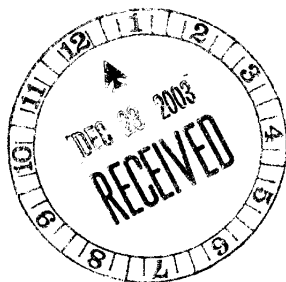
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VERIFIED NOTICE UNDER 49 U.S.C. §10901

ENTERED
Office of Proceedings

DEC 23 2003

Part of
Public Record



Dated: December 22, 2003

ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
Four Penn Center
Suite 200
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
(215) 563-9400

Attorneys for
Pittsburg & Shawmut Railroad, LLC and Buffalo &
Pittsburgh Railroad, Inc.

STB FINANCE DOCKET NO. 34449

**PITTSBURG & SHAWMUT RAILROAD, LLC
- ACQUISITION -
BUFFALO & PITTSBURGH RAILROAD, INC.**

VERIFIED NOTICE UNDER 49 U.S.C. §10901

This Verified Notice is filed pursuant to 49 C.F.R. §1150.31 by Pittsburg & Shawmut Railroad, LLC, a non-carrier, to exempt from regulation under 49 U.S.C. §10901, its acquisition from its corporate affiliate, Buffalo & Pittsburgh Railroad, Inc. ("BPRR") of the physical assets comprising the lines of railroad (the "Rail Lines") formerly operated by Pittsburg & Shawmut Railroad, Inc.¹ BPRR will retain the operating authority over the Rail Lines; Pittsburg & Shawmut Railroad, LLC will have residual common carrier authority only. The Rail Lines are located in Pennsylvania. The total mileage of the Rail Line to be acquired is approximately 189.477 miles.

Pittsburg & Shawmut Railroad, LLC is a newly formed wholly-owned subsidiary of Buffalo & Pittsburgh Railroad, Inc. formed by BPRR for the sole purpose of holding the assets comprising the Rail Lines. This structure will help to preserve certain favorable and funding arrangements.

¹ BPRR is acquiring the Rail Lines as part of an intra-corporate merger in which Pittsburg & Shawmut Railroad, Inc. is being merged with and into BPRR. *See Buffalo & Pittsburgh Railroad, Inc., Allegheny & Eastern Railroad, Inc., Pittsburg & Shawmut Railroad, Inc. and Bradford Industrial Rail, Inc. - Corporate Family Merger Transaction Exemption*, STB Finance Docket No. 34447, being filed concurrently with this Notice.

Notice

In accordance with 49 C.F.R. §1150.33, Pittsburg & Shawmut Railroad, LLC hereby states as follows:

(a) The full name and address of Applicant are:

Pittsburg & Shawmut Railroad, LLC
1200-C Scottsville Rd., Ste. 200
Rochester, NY 14624

(b) The name, address and telephone number of the representative of Pittsburg & Shawmut Railroad, LLC who should receive correspondence are: Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-2808, (215) 563-9400.

(c) Prior to the transaction, BPRR and Pittsburg & Shawmut Railroad, LLC will enter into a Contribution Agreement under which BPRR will contribute the physical assets comprising the Rail Lines to Pittsburg & Shawmut Railroad, LLC in return for membership interests in Pittsburg & Shawmut Railroad, LLC.

(d) The operator of the Rail Lines as of the time of the transaction will be BPRR.

(e) Brief Summary of the Proposed Transaction:

To preserve certain favorable funding arrangements, BPRR is contributing the physical assets comprising Rail Lines to newly formed non-carrier, Pittsburg & Shawmut Railroad, LLC. As a result of the transaction, Pittsburg & Shawmut Railroad, LLC will become the owner of assets comprising the Rail Lines, but BPRR will conduct all of the rail operations over the Rail Lines.

(1) The name and address of the railroad "transferring" the Rail Lines are: Buffalo & Pittsburg Railroad, Inc. It has the same address as Pittsburg & Shawmut Railroad, LLC. *See* paragraph (a) above.

(2) Pittsburg & Shawmut Railroad, LLC expects to have the assets comprising the Rail Lines contributed to it effective 12:02 A.M. on January 1, 2004.

(3) The Rail Lines are comprised of all of the rail lines that were formerly owned and operated by Pittsburg & Shamut Railroad, Inc., as described in Exhibit A. The Rail Lines are located in Armstrong, Cameron, Clarion, Clearfield, Elk, and Jefferson Counties, Pennsylvania.

(4) The total mileage to being acquired is approximately 189.477 miles.

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

(g) Pittsburg & Shawmut Railroad, LLC will not be an operating entity, and 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

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2), no environmental documentation is required because this proceeding involves authority for an acquisition under 49 U.S.C. §10901 for

² Pittsburg & Shawmut Railroad, LLC additionally certifies that its projected revenues will not exceed \$5,000,000 per year.

continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5).

No historic report under 49 C.F.R. §1105.8(b)(1) is required because the transaction merely involves an acquisition for continued rail operations, and further Board approval is required to discontinue or abandon any service. Pittsburg & Shawmut Railroad, LLC 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(e), approval of this transaction may not be subjected to labor protection conditions.

Caption Summary

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

§1150.34.

Respectfully submitted,



ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
Four Penn Center
Suite 200
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
(215) 563-9400

Dated: December 22, 2003

Attorneys for
Pittsburg & Shawmut Railroad, LLC and Buffalo &
Pittsburgh Railroad, Inc.

VERIFICATION

I, David J. Collins, Manager, of Pittsburgh & Shawmut 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 December 22, 2003.


David J. Collins

DESCRIPTION OF RAIL LINES

EXHIBIT A

Description of Rail Lines

(a) between Brockway Yard, Brockway (milepost 0.0) and Freeport (milepost 88.027), less milepost 2.0 to milepost 19.0 which was abandoned in Docket No. AB- 487 (Sub-No. 1X), a distance of 71.027 miles;

(b) between milepost 0.98 of the main line at Snyder Township (a/k/a milepost 0.0) and the connection with B&P (milepost 0.37), a distance of 0.37 miles;

(c) between Brookville Yard (milepost 20.89) and the connection with Mountain Laurel (milepost 0.30), a distance of 0.30 miles;

(d) between Milepost 69.86 of the main line in East Franklin (a/k/a milepost 0.0) and the connection with B&P (milepost 1.28), a distance of 1.28 miles;

(e) between Lawsonham (milepost 6.0) and Driftwood (milepost 110.0) a distance of 104 miles;

(f) between Lawsonham (milepost 0.0) and Sligo (milepost 10.5), a distance of 10.5 miles;

(g) between the end of track (milepost 4.0) and Lawsonham (milepost 6.0), a distance of 2.0 miles;

for a total mileage of 189.477.

MAP

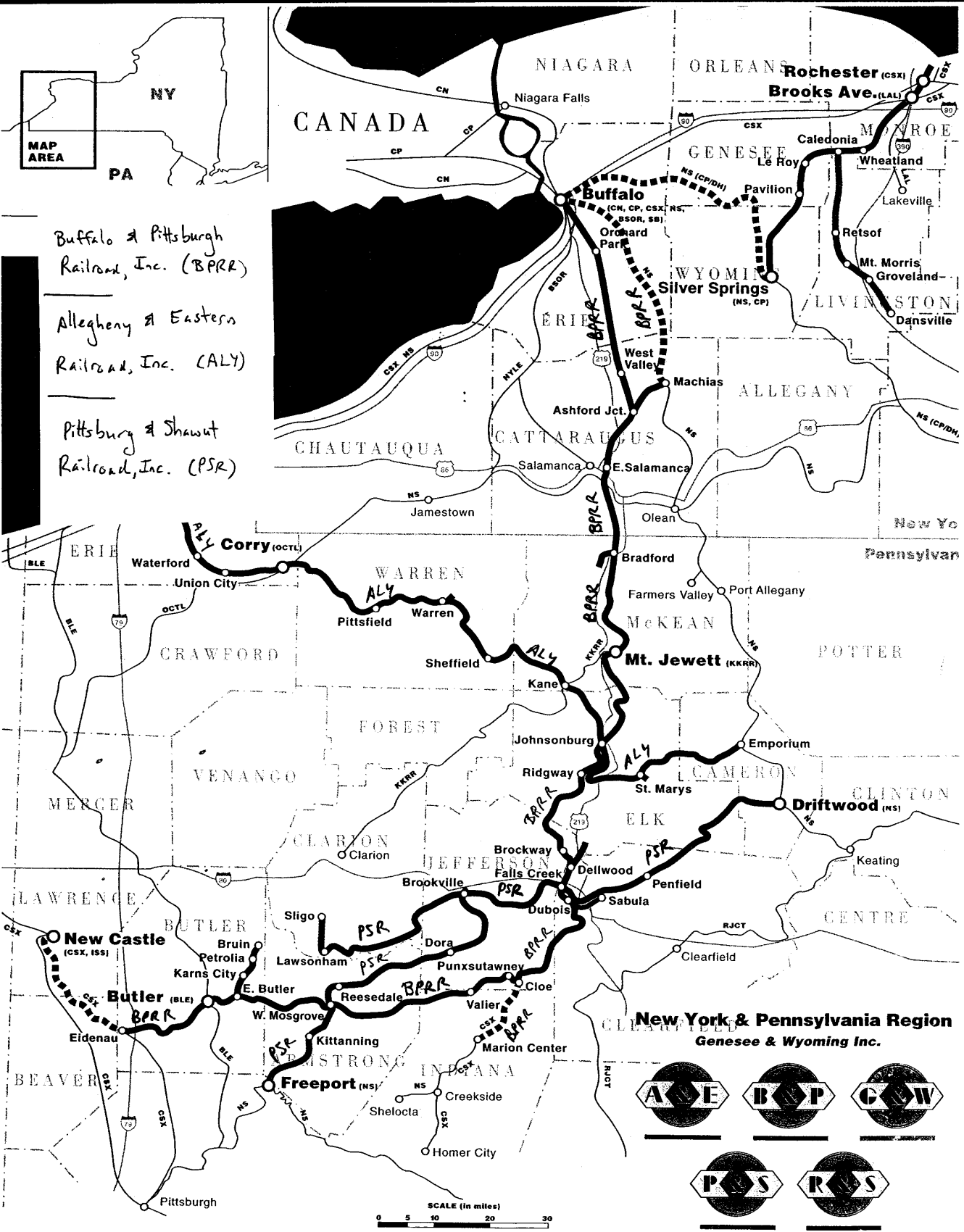
EXHIBIT B



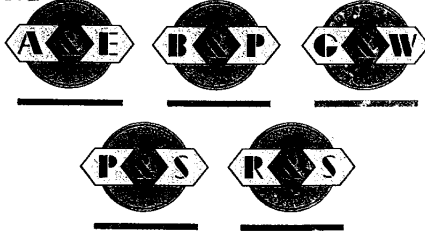
Buffalo & Pittsburgh
Railroad, Inc. (BPRR)

Allegheny & Eastern
Railroad, Inc. (ALY)

Pittsburg & Shawmut
Railroad, Inc. (PSR)



New York & Pennsylvania Region
Genesee & Wyoming Inc.



CAPTION SUMMARY

EXHIBIT C

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34449

PITTSBURG & SHAWMUT RAILROAD, LLC
- ACQUISITION -
BUFFALO & PITTSBURGH RAILROAD, Inc.

Pittsburg & Shawmut Railroad, LLC, a non-carrier has filed a Notice of Exemption to acquire (but not operate) the physical assets that comprise approximately 189.47 miles of rail lines that will be owned by its affiliate Buffalo & Pittsburgh Railroad, Inc. at the time of the transaction. The rail lines are:

- (a) between Brockway Yard, Brockway (milepost 0.0) and Freeport (milepost 88.027), less milepost 2.0 to milepost 19.0 which was abandoned in Docket No. AB- 487 (Sub-No. 1X), a distance of 71.027 miles;
- (b) between milepost 0.98 of the main line at Snyder Township (a/k/a milepost 0.0) and the connection with B&P (milepost 0.37), a distance of .37 miles;
- (c) between Brookville Yard (milepost 20.89) and the connection with Mountain Laurel (milepost 0.30), a distance of .30 miles;
- (d) between Milepost 69.86 of the main line in East Franklin (a/k/a milepost 0.0) and the connection with B&P (milepost 1.28), a distance of 1.28 miles;
- (e) between Lawsonham (milepost 6.0) and Driftwood (milepost 110.0) a distance of 104 miles;
- (f) between Lawsonham (milepost 0.0) and Sligo (milepost 10.5), a distance of 10.5 miles;
- (g) between the end of track (milepost 4.0) and Lawsonham (milepost 6.0), a distance of 2.0 miles.

Pittsburg & Shawmut Railroad, LLC is a newly formed wholly owned subsidiary of Buffalo & Pittsburgh Railroad, Inc. In a related transaction, Pittsburg & Shamut Railroad, Inc. will be merged

with and into Buffalo & Pittsburgh Railroad, Inc. *See Buffalo & Pittsburgh Railroad, Inc., Allegheny & Eastern Railroad, Inc., Pittsburg & Shawmut Railroad, Inc. and Bradford Industrial Rail, Inc. - Corporate Family Merger Transaction Exemption*, STB Finance Docket No. 34447. As a result of the merger, BPRR will become the owner and operator of the rail lines. For financing purposes, the physical assets comprising the rail lines will be transferred to Pittsburg & Shawmut Railroad, LLC, with BPRR retaining the operating authority. The Rail Lines are located in Armstrong, Cameron, Clarion, Clearfield, Elk, and Jefferson Counties, Pennsylvania, and represent all of the Rail Lines previously operated by Pittsburg & Shamut Railroad, Inc.

Comments must be filed with the Board and served on Pittsburg & Shawmut Railroad, LLC's representative, Eric M. Hocky, Esquire, Gollatz, Griffin & Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-2808, (215) 563-9400.

As noted above, this Notice is related to the intra-corporate family merger transaction that is the subject of the exemption filing in STB Finance Docket No. 34447.

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.