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September 28, 2020
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BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36444

GRAFTON AND UPTON RAILROAD COMPANY
—ACQUISITION AND OPERATION EXEMPTION—
CSX TRANSPORTATION, INC.

VERIFIED NOTICE OF EXEMPTION

James E. Howard
57 Via Buena Vista
Monterey, CA 93940
831-324-0233
jim@jehowardlaw.com

Attorney for Grafton and Upton
Railroad Company

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GRAFTON AND UPTON RAILROAD COMPANY
—ACQUISITION AND OPERATION EXEMPTION—
CSX TRANSPORTATION, INC.

VERIFIED NOTICE OF EXEMPTION

Pursuant to 49 C.F.R. § 1150.41, *et seq*, Grafton and Upton Railroad Company (“G&U”), a Class III carrier, files this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 10902 to acquire by easement and operate as a common carrier approximately 8.4 miles of rail lines referred to as the Milford Secondary between milepost QVG 0 and milepost QVG 8.4 in Milford, Bellingham and Franklin, MA (the “Line”), which is owned by CSX Transportation, Inc. (“CSXT”).

In accordance with the requirements of 49 C.F.R. § 1150.43, G&U submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.43(a)

The full name and address of the applicant herein is as follows:

Grafton and Upton Railroad Company
42 Westboro Road
North Grafton, MA 01536

Applicant’s Representative: 49 C.F.R. § 1150.43(b)

G&U’s representative to whom correspondence regarding this transaction should be sent is

James E. Howard, 57 Via Buena Vista, Monterey, CA 93940, 831-324-0233,

jim@jehowardlaw.com.

Statement Concerning Agreement: 49 C.F.R. § 1150.43(c)

G&U expects to execute an Easement Agreement and several related agreements with CSXT for purposes of acquisition and operation of the Line.

Operator of the Property: 49 C.F.R. § 1150.43(d)

G&U will operate and exclusively provide all common carrier freight service to shippers served by the Line pursuant to the Easement Agreement and related agreements with CSXT.

Summary of the Transaction: 49 C.F.R. § 1150.43(e)

G&U seeks authority to operate as a common carrier on approximately 8.4 miles of rail line in Milford, Bellingham and Franklin, MA acquired by easement from CSXT. The parties' agreements provide for an initial term of ten years, subject to three five-year extensions if certain conditions are met.

(1) The name and address of the transferring railroad is:

CSX Transportation, Inc.
500 Water St., J-885
Jacksonville, Florida 32202

(2) The proposed time schedule for consummation of the transaction:

G&U intends to consummate the proposed transaction on or shortly after the notice of exemption becomes effective.

(3) The mileposts of the subject property:

The Milford Secondary is between milepost QVG 0 and milepost QVG 8.4.

(4) The total route miles being acquired:

The total length of the Line is approximately 8.4 miles (not inclusive of any ancillary track between milepost QVG 0 and milepost QVG 8.4).

Map: 49 C.F.R. § 1150.43(f)

A map of the Line is attached as Exhibit 2.

Certificate of Compliance: 49 C.F.R. § 1150.43(g)

G&U certifies that its projected revenues will not exceed that of a Class III railroad. A certificate complying with the provisions of 49 CFR § 1150.43(g) is set forth in Exhibit 1 attached to this Verified Notice.

Interchange Commitment: 49 C.F.R. § 1150.43(h)

G&U certifies that the proposed acquisition of the Line does not involve a provision or agreement that may limit future interchange with a third-party connecting carrier. A certification complying with the provisions of 49 CFR § 1150.43(h) is set forth in Exhibit 1 attached to this Verified Notice.

Advance Notice: 49 C.F.R. § 1150.42(e)

The projected annual revenue of the Line together with the projected annual revenues of G&U are not anticipated to exceed \$5 million. Accordingly, the advance notice and posting requirements of 49 C.F.R. § 1150.42(e) are not applicable. Certification to this effect is made in Exhibit 1 to this Verified Notice.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

Under 49 C.F.R. § 1105.6(c)(1), environmental assessments are not normally prepared where the proposed transaction will not result in significant changes in carrier operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5). G&U's

easement over the Line will not result in significant changes in carrier operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), G&U's easement over the Line also is excepted from historic preservation reporting requirements. The proposed transaction is for the purpose of continued rail operations. Further, Board approval is required to discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.44

A caption summary in appropriate form is attached as Exhibit 3 to this Notice.

Respectfully submitted,

/s/ James E. Howard

James E. Howard
57 Via Buena Vista
Monterey, CA 93940
831-324-0233
jim@jehowardlaw.com

Attorney for Grafton and Upton
Railroad Company

EXHIBIT 1

VERIFICATION AND CERTIFICATION

I, Michael Milanoski, declare under penalty of perjury that I am the President of Grafton and Upton Railroad Company ("G&U"), that I have read the foregoing Verified Notice of Exemption and know the facts asserted therein, and that the foregoing is true and correct. Further, I certify that I am qualified and authorized to cause the foregoing Verified Notice to be filed with the Board.

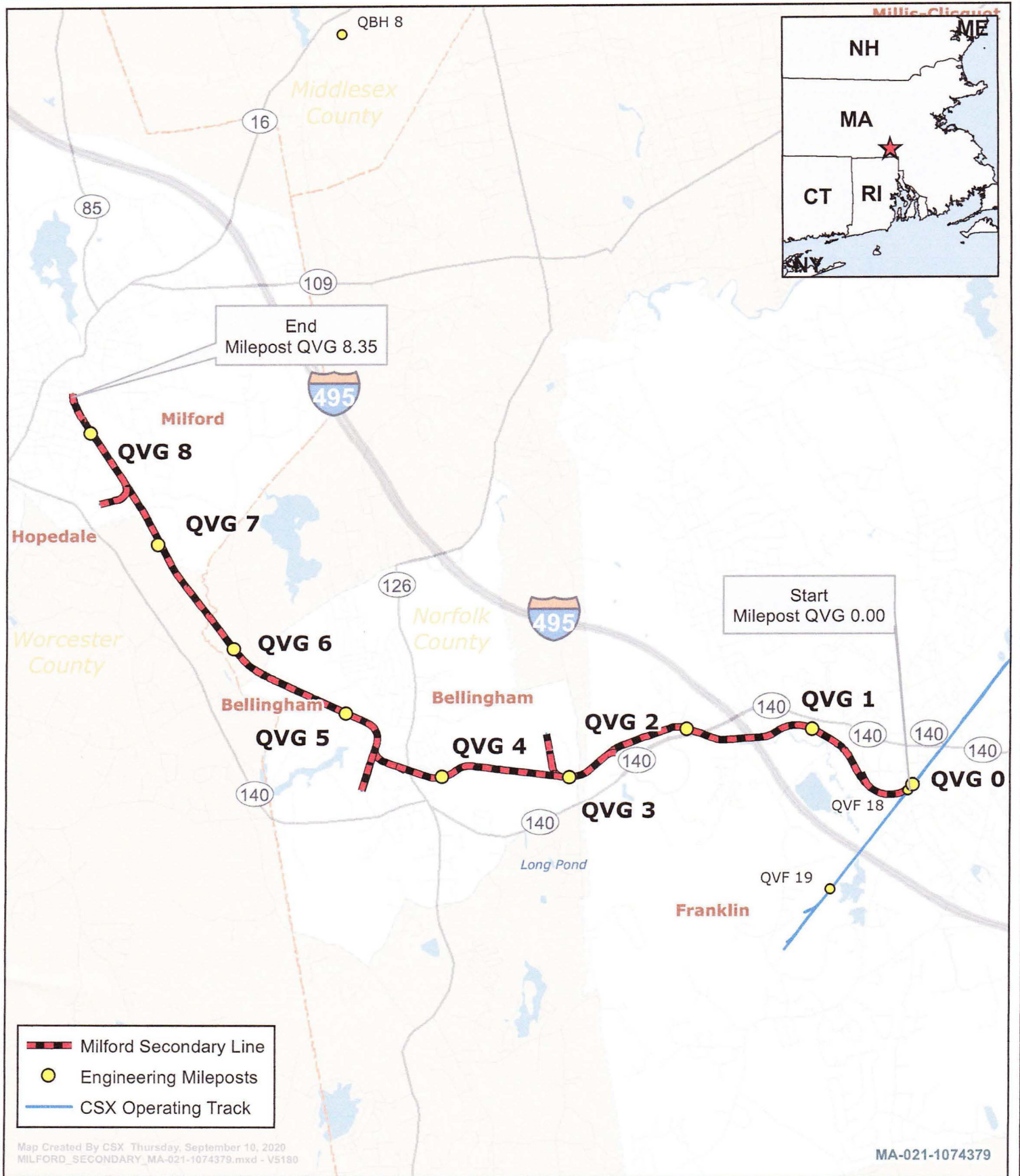
I hereby certify that (1) G&U's projected annual revenues as a result of the transaction are not expected to result in G&U becoming Class I or II rail carrier under the thresholds set forth at 49 C.F.R. § 1201(1-1) and (2) G&U's annual revenues from the Line together with G&U's projected annual revenues will not exceed \$5 million.

I further certify that the G&U's proposed acquisition of the Line does not involve a provision or agreement that may limit future interchange with a third-party connecting carrier.



Michael Milanoski
President
Grafton and Upton Railroad Company
Dated: September 28, 2020

EXHIBIT 2
Map



CSX Transportation, Inc.
Milford Secondary
Norfolk & Worcester Counties, MA

Milepost QVG 0.00 - QVG 8.35
Total Distance of approx. 8.35 Miles
Framingham Subdivision

0 0.5 1
Miles



EXHIBIT 3

SURFACE TRANSPORTATION BOARD

Docket No. FD 36444

GRAFTON AND UPTON RAILROAD COMPANY —ACQUISITION AND OPERATION EXEMPTION— CSX TRANSPORTATION, INC.

Grafton and Upton Railroad Company (“G&U”), a carrier, has filed a Verified Notice of Exemption (“the Notice”) to acquire by easement and to operate the following rail line owned by CSX Transportation, Inc. (“CSXT”): 8.4 miles of rail lines referred to as the Milford Secondary between milepost QVG 0 and milepost QVG 8.4 in Milford, Bellingham and Franklin, MA.

Comments must be filed with the Board and served on James E. Howard, 57 Via Buena Vista, Monterey, CA 93940, 831-659-4112, jim@jehowardlaw.com.

The Notice is filed under 49 C.F.R. § 1150.41. 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.