

WESTERN CAROLINA RAILWAY SERVICE

C O R P O R A T I O N

Post Office Box 16614, Greenville, South Carolina 29606 - 7614

November 15, 2005

ORIGINAL

By Electronic Filing

Mr. Vernon A. Williams,
Secretary
Surface Transportation Board
1925 K Street, NW, Suite 700
Washington, DC 20423-0001

Re: STB Docket No. AB-490-1-X
Greenville County Economic Development Corporation
Petition for Exemption for Partial Discontinuance and Partial Abandonment
In Greenville County, SC

Secretary Williams:

Please find attached for filing in STB Docket No. AB-490-1-X, *Greenville County Economic Development Corporation Petition for Exemption for Partial Discontinuance and Partial Abandonment in Greenville County, SC*, Western Carolina Railway Service Corporation's ("WCRS") response to Upstate Forever's ("UF") November 1, 2005 Request For Production of Documents. In addition to this response, WCRS is providing a copy of the original request as Attachment 1.

The original request was not served by UF upon all Parties of Record, or for that matter, the Board.

Should you have any questions or concerns regarding this filing, please do not hesitate to contact me.

Thank you for your time and consideration.

Sincerest regards,



Steven C. Hawkins,
President

Attachments

Receipt for Hand Delivery of Documents

Delivered to Upstate Forever, Attn: Brad Wyche

Western Carolina Railway Service Corporation's response to Upstate Forever's November 1, 2005 Request For Production of Documents, by hand, to Upstate Forever's offices located at 119 Manly Street, Greenville, SC 29601-3204, at 9:00 AM, November 15, 2005.

Receipt by Agent (strike through signature line if signed by Addressee)

Received by Agent for Upstate Forever

Gretchen Wilson

Please **P R I N T** name below signature

Gretchen Wilson

Position

Office Administrator

Receipt by Addressee (strike through signature line if signed by Agent)

Received by Addressee

~~_____~~

Please **P R I N T** name below signature

~~Brad Wyche~~

Position

~~_____~~

WESTERN CAROLINA RAILWAY SERVICE

C O R P O R A T I O N

Post Office Box 16614, Greenville, South Carolina 29606 - 7614

November 14, 2005

ORIGINAL

By Hand Delivery to:

119 Manly Street, Greenville, SC 29601-3024, 9:00 AM, November 15, 2005

Brad Wyche,
Upstate Forever
P.O. Box 2308
Greenville, SC 29602-2308

Re: STB Docket No. AB-490-1-X
Greenville County Economic Development Corporation
Petition for Exemption for Partial Discontinuance and Partial Abandonment
In Greenville County, SC

Mr. Wyche:

In response to Upstate Forever's ("UF") November 1, 2005 Request For Production of Documents, served by United States Postal Service Express Mail on November 3, 2005, Western Carolina Railway Service Corporation ("WCRS") provides the following responses to each of UF's 12 requests:

1. All financial statements showing the assets and liabilities of WCRSC.

In compliance with 49 CFR 1114.30(a)(1)[†], such information is deemed Privileged and Proprietary by WCRS and is protected under Board order (STB File No. 36322). Further, UF's request for such information is not relevant to UF's interest in an intended public trail use of the subject line, would serve no useful public purpose in this proceeding, and WCRS is uncertain as to why UF would desire to request such given that the Board has already found WCRS's October 3, 2005 Offer of Financial Assistance (STB File No. 214811 and supplemented by STB File No. 215010) ("OFA") to be reasonable and bona fide and instituted the negotiation period (STB File No. 36382). In conclusion, UF should be fully aware of this information given that WCRS and/or the Board has already served UF with a copy each of these relevant filings or decisions.

2. Documents sufficient to show the current balances of all financial accounts (bank, brokerage firm) of WCRSC.

Refer to that response provided to Request No. 1. In addition, such information is not required in an exemption case under 49 CFR 1152.27.

3. Documents sufficient to show any loan (including lines of credit or personal guarantees) or grant commitments to WCRSC, which are available to WCRSC for the acquisition of a rail line from Greenville County Economic Development Corporation, or for rehabilitation and operation of said rail line. Please include any documents relating to the availability of financial assistance to WCRSC from companies or individuals who are interested in, or who are likely to seek a security interest in, the

Request No. 3 (cont.) –

rail and/or ties in the rail line in question.

Refer to that response provided to Request No. 1. In addition, portions of such information are not required in an exemption case under 49 CFR 1152.27.

4. Documents showing all communications between WCRSC or its representatives and a company or person active in the railroad salvage industry in any connection with this rail line.

Such information has already been provided to UF in WCRS's OFA. Relevant information can be located within Exhibit I, Appendix 1, pages 176-177, and Exhibit I, Appendix 3, page 179. A request for such information is redundant, is not relevant to UF, and is not required in an exemption case under 49 CFR 1152.27.

5. Documents sufficient to show all estimates of the net salvage value of the rail (track), other track material, and ties in the rail line.

Such information has already been provided to UF in WCRS's OFA. Relevant information can be located within Exhibit I, pages 174-175. A request for such information is redundant and is not required in an exemption case under 49 CFR 1152.27.

6. Documents sufficient to show all shipper commitments made to WCRSC of financial support or of use for rail purposes by shippers or potential shippers on the rail line.

The marketplace will dictate the success or failure of this venture. However, WCRS intends to market to all shippers desiring rail service. In compliance with 49 CFR 1114.30(a)(1)[†], such information is deemed Privileged and Proprietary by WCRS, a request for such information is not relevant to UF, and is not required in an exemption case under 49 CFR 1152.27.

7. Documents sufficient to show any business plan for the rail line prepared by or on behalf of WCRSC.

Refer to that response provided to Request No. 1. In addition, such information is not required in an exemption case under 49 CFR 1152.27.

8. Documents sufficient to show projected rail use of the rail line prepared by or on behalf of WCRSC.

Refer to that response provided to Request No. 1. In addition, such information is not required in an exemption case under 49 CFR 1152.27.

9. Documents sufficient to show any reports or information available to WCRSC relating to salvage value of bridges on the rail line, or showing that bridges on the rail line have negative salvage value.

Such information has already been provided to UF in WCRS's OFA. Relevant information can be located within Exhibit I, pages 174-175. A request for such information is redundant and is not required in an exemption case under 49 CFR 1152.27.

November 14, 2005
Mr. Brad Wyche
Upstate Forever
Page 3

10. Documents sufficient to show any plans by, or proposals to, WCRSC to sell, lease, or transfer all or portions of the rail line to other companies or individuals.

In compliance with 49 CFR 1114.30(a)(1)[†], such information is deemed Privileged and Proprietary by WCRS, a request for such information is not relevant to UF, and is not required in an exemption case under 49 CFR 1152.27.

11. Documents sufficient to show all projected or estimated rehabilitation costs for the rail line.

Rehabilitation costs are only required to be provided in the case of an offer of subsidy. Given WCRS's offer to purchase the rail line in its entirety, such information is not required in an exemption case under 49 CFR 1152.27.

12. Documents sufficient to show all projected or estimated operating costs for the rail line.

Refer to that response provided to Request No. 1. In addition, such information is not required in an exemption case under 49 CFR 1152.27.

[†] 49 CFR 1114.30(a)(1) states in part, "...but if the writings or data compilations include **privileged or proprietary information** or information the disclosure of which is proscribed by the Act, **such writings or data compilations need not be produced under this rule...**"

For the record, **WCRS objects to UF's Request For Production of Documents in its entirety.** Nonetheless, WCRS has provided thorough answers to each of UF's 12 requests. WCRS has complied in full with 49 CFR 1114.26(a) and (b) and considers this response to be comprehensive and complete.

WCRS further notes that a copy of the original request was not served upon all Parties of Record or, for that matter, the Board. Consequently, in addition to a copy of this letter, WCRS will be providing a copy of the original request to all Parties of Record and the Board.

Sincerest regards,



Steven C. Hawkins,
President

Cc: Charles H. Montange, Attorney for Upstate Forever

BEFORE THE SURFACE TRANSPORTATION BOARD

AB 490 (Sub-no. 1X)

GREENVILLE COUNTY ECONOMIC DEVELOPMENT CORPORATION

ABANDONMENT AND DISCONTINUANCE EXEMPTION

IN GREENVILLE COUNTY, SC

UPSTATE FOREVER

FIRST

REQUEST FOR PRODUCTION OF DOCUMENTS

REQUEST FOR PRODUCTION OF DOCUMENTS

Pursuant to 49 C.F.R. § 1114.30(a)(1) and any other applicable authority, Upstate Forever (UF), a party to this proceeding, hereby requests Western Carolina Railway Service Corporation (WCRSC) to produce, and permit UF to inspect, any and all documents (defined to include, but not to be limited to, writings, drawings, graphs, charts, photographs, tapes, computer files, and other data compilations, notes and drafts, other than those items which are protected by attorney-client privilege or which are attorney work product) as set forth below.

Time and location for production. UF requests that said production occur at a mutually convenient time and place, provided, however, that in light of the pending "offer of financial assistance" ("OFA") in this proceeding, such production must take place (unless otherwise agreed) at 9 AM, Tuesday, November 15, 2003, at the offices of Upstate Forever, Att: Brad Wyche, 119 Manly Street, Greenville, So.Car. 29601.

Supplementation. Pursuant to 49 C.F.R. § 1114.29(c), in the event the Surface Transportation Board issues a procedural schedule that provides for a due date of requests for terms and conditions later than November 16 and/or responses later than November 21, then WCRSC is hereby required to supplement its document responses five (5) days prior to the due date (if later than November 21) for any response to a request for terms and conditions. Such supplementation shall be made at the same address and time as provided in the preceding paragraph.

Should WCRSC wish to provide its response by furnishing copies of the responsive documents, UF agrees to pay reasonable duplication expenses.

As used below, the term "rail line" refers to all or any portion of the line of railroad which WCRSC seeks to acquire in this proceeding through use or possible use of "offer of financial assistance" procedures.

Requests

1. All financial statements showing the assets and liabilities of WCRSC.

2. Documents sufficient to show the current balances of all financial accounts (bank, brokerage firm) of WCRSC.

3. Documents sufficient to show any loan (including lines of credit or personal guarantees) or grant commitments to WCRSC which are available to WCRSC for the acquisition of a rail line from Greenville County Economic Development Corporation, or for rehabilitation and operation of said rail line. Please include

any documents relating to the availability of financial assistance to WCRSC from companies or individuals who are interested in, or who are likely to seek a security interest in, the rail and/or ties in the rail line in question.

4. Documents showing all communications between WCRSC or its representatives and a company or person active in the railroad salvage industry in any connection with this rail line.

5. Documents sufficient to show all estimates of the net salvage value of the rail (track), other track material, and ties in the rail line.

6. Documents sufficient to show all shipper commitments made to WCRSC of financial support or of use for rail purposes by shippers or potential shippers on the rail line.

7. Documents sufficient to show any business plan for the rail line prepared by or on behalf of WCRSC.

8. Documents sufficient to show projected rail use of the rail line prepared by or on behalf of WCRSC.

9. Documents sufficient to show any reports or information available to WCRSC relating to salvage value of bridges on the rail line, or showing that bridges on the rail line have negative net salvage value.

10. Documents sufficient to show any plans by, or proposals to, WCRSC to sell, lease, or transfer all or portions of the rail line to other companies or individuals.

11. Documents sufficient to show all projected or estimated rehabilitation costs for the rail line.

12. Documents sufficient to show all projected or estimated operating costs for the rail line.

Respectfully submitted,



Charles H. Montange
426 NW 162d St.
Seattle, WA 98177
(206) 546-1936
c.montange@verizon.net
for Upstate Forever

Certificate of Service

I hereby certify service of the foregoing by Express Delivery (next business day) upon Steven C. Hawkins, President, Western Carolina Railway Service Corporation, P.O. 16614, Greenville, So.Car. 29606-7614 (courtesy fax to 864-895-3769); and William A. Mullins and Daniel C. Reeves, Baker & Miller, PLLC, 2401 Pennsylvania Ave., N.W., Suite 300, Washington, D.C. 20037 this first day of November, 2005.



Charles H. Montange

cc. Brad Wyche, Upstate Forever

I hereby certify that on this 15th day of November 2005, a copy of the foregoing document and all related attachments were served by:

United States Postal Service First Class Mail, postage fully pre-paid, upon:

William A. Mullins,
Baker & Miller, PLLC
2401 Pennsylvania Avenue, NW
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