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5 October, 2008

Office of the Secretary
Surface Transportation Board
395 E Street SW
Washington, DC 20423

To the Secretary and STB members:

References: Dockets Nos. AB 1017X and AB 1018X

Several days ago I came across the By-Laws of the West Shore Railroad Corporation, and found that under Article III, Section 2, of said By-Laws, election of a Board of Directors shall take place at the Corporation's annual meeting. The annual meeting shall be held on the third Saturday of August, or within ninety days thereafter.

Article IV, Section 1, of said By-Laws further states "...each director shall be elected for the term of at least one year..., " and I would assume no longer than one year and ninety days as above, unless re-elected at the next annual meeting to continue. (See enclosure.) The directors elect the Corporation's officers from within the Board of Directors.

At the Corporation's last annual meeting held in October of 2007, an election of a Board of Directors was not held, and therefore the question arises whether the officers filing the Notice of Exemption under 49 CFR 1152 Subpart F - Exempt Abandonments permitting the abandonment of the 11.8-mile rail line between Montandon and Mifflinburg in Northumberland and Union counties, Pennsylvania, had the legal authority to do so. If not, the STB's granting of permission to abandon should be vacated, and bona fide officers resubmit an application if they still want to abandon.

Respectfully yours,

Allen Bubb
West Shore RR. shareholder

cc: Richard R. Wilson, Esq.
Lewisburg Area Recreation Authority
1 encl

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**WEST SHORE RAILROAD CORPORATION
BY-LAWS**

ARTICLE I - OFFICES

The registered office shall be at 2015 Market Street, Lewisburg, Pennsylvania. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II - SEAL

The Corporate seal shall have inscribed thereon the name of the organization and the words "Corporate Seal, Pennsylvania."

ARTICLE III - SHAREHOLDERS' MEETINGS

1. PLACE OF MEETING

All meetings of the shareholders shall be held at the office of the corporation at 2015 Market Street, Lewisburg, Pennsylvania or such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected.

2. ANNUAL MEETINGS.

The annual meeting of the shareholders, shall be held on the third Saturday of August in each year if not a legal holiday, and if a legal holiday, then on the next secular day following at 10:00 o'clock A.M. when they shall elect a Board of Directors, and transact such other business as may properly be brought before the meeting. The Board of Directors may at its discretion reschedule such annual meeting provided the same occurs within ninety (90) days of the date specified herein. If the annual meeting shall not be called and held within ninety (90) days after the designated time, any shareholder may call such meeting.

3. QUORUM.

A Shareholder's meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person or by proxy, of shareholders entitled to cast a least a majority of the votes which all shareholders are entitled to cast on particular matter shall constitute a quorum for the purpose of considering such matter. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough

shareholders to leave less than a quorum. Adjournment or adjournments of any annual or special meeting may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen days each, as may be directed by shareholders who are present in person or by proxy and who are entitled to cast at least a majority of votes which all such shareholders would be entitled to cast at an election of directors until such directors have been elected. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.

4. VOTING.

At each meeting of the shareholders every shareholder having the right to vote shall be entitled to vote in person or by proxy executed in writing by such shareholder or by his duly authorized attorney in fact, and filed with the secretary of the corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. Elections for directors shall be by cumulative voting. Upon demand made by a shareholder at any election for directors before the voting begins, the election shall be by ballot. No share shall be voted at any meeting upon which any installment is due and unpaid. The original share transfer book, or duplicate thereof kept in this Commonwealth shall be prima facie evidence of the right of the person named therein to vote thereon.

5. NOTICE OF MEETING

Written notice of the annual meeting shall be mailed to each shareholder entitled to vote thereat, at such address as appears on the books of the corporation, at least 10 days prior to the meeting.

6. JUDGES OF ELECTION

In advance of any meeting of shareholders, the Board of Directors, may appoint judges of election, who need not be shareholders, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the chairman of any such meeting may, and on the request of any shareholder or his proxy shall make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more

shareholders or proxies, the majority of shares present and entitled to vote shall determine whether one or three judges are to be appointed. On request of the Chairman of the meeting, or of any shareholder or his proxy, the judge(s) shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. No person who is a candidate for office shall act as a judge.

**WEST SHORE RAILROAD CORPORATION
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7. SPECIAL MEETINGS.

Special meetings of the shareholders may be called at any time by the President, or the Board of Directors, or the holders of not less than one-fifth of the votes which all shareholders are entitled to cast at the particular meeting. At any time, upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting to be held not less than ten or more than sixty days after receipt of the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof the person or persons calling the meeting may do so.

Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless all shareholders entitled to vote consent thereto.

Written notice of a special meeting of shareholders, stating the time, place and object thereof, shall be given to each shareholder entitled to vote thereof at least five days before such meeting, unless a greater period of notice is required by statute in a particular case.

8. VOTING LIST.

The officer or agent having charge of the share transfer book shall make, at least five days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. The list shall be kept on file at the registered office of the corporation, and shall be subject to inspection by any shareholder at any time during usual business hours, and shall also be produced and kept upon at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this Commonwealth, shall be prima facie evidence as to who are the shareholders entitled

to examine such list or share transfer book, or to vote, in person or by proxy, at any meeting of shareholders.

ARTICLE IV - DIRECTORS

1. BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors, seven in number, who shall be natural persons of full age and need not be residents of this Commonwealth or shareholders in the corporation. They shall be elected by the shareholders, at the annual meeting of shareholders or the corporation, and each director shall be elected for the term of at least one year, and until his successor shall be elected and shall qualify.

2. POWERS.

In addition to the powers and authorities by these By-Laws expressly conferred upon them, the board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the shareholders.

3. MEETINGS OF THE BOARD

The meetings of the Board of Directors may be held at such place within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Each newly elected Board of Directors may meet at such place and time as shall be fixed by the shareholders at the meeting at which such directors are elected and no notice shall be necessary to the newly elected directors in order legally to constitute the meeting, or they may meet at such place and time as may be fixed by the consent in writing of all the directors.

Regular meetings of the board shall be held without notice at the registered office of the corporation, or at such other time and place as shall be determined by the board.

4. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the President on five days notice to each director, either personally, by mail, by telephone, or by telegram; special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of two directors.

5. JUDGEM