

Grafton and Upton Railroad

**TARIFF 5000-A
CANCELS
TARIFF 5000**

**BULK TRANSFER TARIFF
PROVIDING SERVICE
ON
DRY AND LIQUID COMMODITIES
AT STATIONS NAMED IN ITEM 110
Located on**

Grafton and Upton Railroad

BULK RAIL-TRUCK TARIFF

ISSUED: December 1, 2012

EFFECTIVE: January 1, 2013

ISSUED BY:

Grafton and Upton Railroad Company
929 Boston Post Road East
Marlborough, MA 01752

TARIFF GU5000
RULES AND OTHER GOVERNING PROVISIONS
GENERAL RULES AND REGULATIONS

ITEM 5

GOVERNING CLASSIFICATION AND EXCEPTIONS

Governed by the provisions of UFC 6000 Series, Uniform Classification Committee (When shipments are made in Tank Cars, they will be subject to Rule 35 of the UFC except as to minimum weight, which will be shown in individual rate items.)

ITEM 15

EXPLOSIVES, DANGEROUS ARTICLES

For rules and regulations governing the transportation of Explosives and other Dangerous Articles by freight, also specifications for shipper's containers and restrictions governing the acceptance and transportation of Explosives and other Dangerous Articles, see Bureau of Explosives Tariff BOE 6000 Series.

ITEM 20

REFERENCE TO TARIFFS, ITEMS, NOTES, RULES, ETC.

(A) Where reference is made in this tariff to tariffs, circulars, items, notes, rules, etc., such references are continuous and include supplements to and successive issues of such tariffs and reissues of such items, notes, rules, etc.

(B) Where reference is made in this tariff to another tariff by number, such reference applies also to such tariff to the extent it may be applicable on intrastate traffic.

ITEM 60

NATIONAL SERVICE ORDER

This Tariff is subject to provisions of various Surface Transportation Board Service Orders and General Permits.

ITEM 75

METHOD OF CANCELLING ITEMS

As this tariff is supplemented, numbered items with letter suffixes will be used in alphabetical sequence starting with A. Example: Item 445-A cancels Item 445 and Item 365-B cancels Item 365-A in a prior supplement, which in turn cancelled Item 365.

ITEM 100

METHOD OF DENOTING REISSUED MATTER IN SUPPLEMENTS

Matter brought forward without change from one supplement to another will not be designated as "Reissued" by a reference mark. To determine its original effective date, consult the supplement in which the reissued matter first became effective.

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ITEM 110

APPLICATION

The provisions of this tariff will apply on Dry and Liquid commodities, in bulk, at designated GU Bulk Transfer (GUBT) facilities at the following locations:

Massachusetts	West Upton
Massachusetts	North Grafton (self unloading only)
Massachusetts	North Grafton LPG terminal
Massachusetts	Hopedale (self unloading only)

Each GUBT listed above is operated by GU, in some cases through a subcontract with a terminal operator (the “Terminal Operator”) that will be performing transloading services for and under the auspices of GU. The purpose of this tariff is to advise GU shippers of the services they may expect when utilizing a GUBT and the services of a Terminal Operator. Upon request of the shipper, the terminal services named herein will be performed on carload shipments in bulk as described herein (See Note 1), which move in GU line haul service to or from the above terminals, subject to the charges, rules and regulations published herein.

To arrange for terminal services specified in Item 115 at locations specified above, Shipper must notify GU's Marketing Department at 860-627-8924 before actual shipment of product is made, advising the terminal of the commodity and the car number to be shipped.

NOTE 1: GUBT facilities will handle Dry and Liquid Commodities in bulk when appropriate infrastructure and equipment for handling such Commodities are available. The Terminals will require shipper to provide Material Safety Data Sheets (MSDS) and will keep same on file at the terminal; product Handling Protocol for hazardous materials and such other information as may be required, including the need for special transfer equipment, personal protective equipment (PPE), pollution control, etc., prior to shipment of the commodity. GU reserves the right to refuse any commodity at its GUBT facilities.

ITEM 112

MOTOR CARRIER ACCESS

A shipper must retain a motor carrier to load or unload Commodity at GUBT. In order to load or unload Commodity at a GUBT, a motor carrier must execute an Indemnity and Hold Harmless Agreement among the motor carrier, GU and the Terminal Operator, covering the motor carrier's activities while at the GUBT. When this agreement is fully executed, a motor carrier is “preapproved”. Carriers and their employees operating at GUBT site are required to conform to all such rules and procedures. A a motor carrier must execute a separate Indemnity and Hold Harmless Agreement for each GUBT location.

All pre-approved motor carriers may deliver to or pull loads from a Grafton and Upton Railroad Bulk Transfer Terminal. Motor carriers may be required to assist in the connection and loading or unloading of the trailer. The motor carrier will be responsible for its equipment at all times and the driver must remain with the vehicle while loading or unloading. The

motor carrier will comply with all required safety procedures, which will include the removal of vehicle keys while loading Hazmat products. Authorized terminal personnel, not drivers or personnel of any motor carrier, will load or unload all hazardous materials.

A motor carrier that is not pre-approved will not be allowed to enter a GUBT, and the motor carrier driver must have a valid CDL (Commercial Driver's License) in his/her possession while conducting activities at the GUBT. Motor Carrier driver must have a DOT hazardous materials endorsement if transporting hazardous materials.

If a shipper arranges for self-loading, an administration charge of \$75 per trailer will be assessed to the shipper. This charge applies to the self-loading of dry and non-hazardous liquid products. Self-loading of hazardous materials is prohibited. (See Note 1)

NOTE 1: For the purposes stated herein, "self loading" shall be defined as a motor carrier using equipment affixed to its equipment to perform the physical transfer of Commodity. Self-loaders must also supply all hoses, fittings, etc. in addition to Appropriate spill containment for the transfer of Commodity.

GENERAL RULES AND REGULATIONS

ITEM 115

A. BASIC SERVICES INCLUDED IN A TRANSFER

Unless otherwise agreed upon by GU and the customer, a transfer conducted at a GUBT will include the following at no additional cost:

1. Weigh empty trailer.
2. Inspection of terminal transfer equipment for cleanliness. This does not include self-load equipment.
3. Verification of motor carrier's shipment documentation.
4. Seal loaded trailer and railcar from which product was removed.
5. Weigh loaded trailer.
6. Provide driver with scale ticket and product sample only if requested by the shipper or beneficial owner.

The Shipper and GU may agree upon the performance of services in addition to those listed above, at rates to be negotiated.

B. APPLICATION OF TERMINAL SERVICES

1. Prior to acquiring terminal services at a GUBT facility listed in Item 110, shipper or beneficial owner must provide GU and the terminal operator a MSDS covering the commodity to be handled, and, for hazardous materials, a Handling Protocol outlining hazards and procedures for safe handling. All hazardous materials require pre-authorization by the terminal operator, on behalf of GU prior to billing any shipments to the terminal.
2. Grafton and Upton, through the Terminal Operator, will perform the services named herein on carload shipments of Commodity in bulk, subject to charges, rules and regulations published herein. Grafton and Upton reserves the right to refuse to handle any Commodity at its sole discretion.
3. All commodities must have MSDS sheet and on file at the terminal prior to arriving for terminal services. For shipments of hazardous materials a Handling Protocol must be on file at the terminal prior to arriving for terminal services, Commodity(s) arriving at a terminal before receipt of an MSDS and Handling Protocol (as applicable) will be held subject to Track Occupancy Charges as specified in Item 140 and no transfers will be accomplished until this information arrives.
4. Commodity(s) that Grafton and Upton declines to handle under the charges, rules and regulations published herein may, at Grafton and Upton's sole discretion, be handled under a separately negotiated contract.
5. Terminal services are restricted to carloads received or forwarded in Grafton and Upton line haul service. None of the facilities listed in Item 110 are open to any type of switching.

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GENERAL RULES AND REGULATIONS

ITEM 115 (Continued)

C. UNLOADING OF RAIL CARS

Charges for unloading of railcars to trucks and unloading trucks to railcars at a GUBT will be billed and collected by the Terminal Operator, as agent for and on behalf of GU, and will not, except as otherwise agreed upon by GU and the shipper, exceed the rates set forth in item 120.

The handling characteristics of the commodity, manpower requirements and the transfer equipment required will be taken into account in order to determine whether the actual rates charged will be lower than the rates set forth in Item 120. Any truck detention charges incurred during the loading or unloading process and any overtime charges (Item 150) will be the responsibility of the shipper. However, charges for the services listed below shall be no greater than that set forth below, except as otherwise agreed upon by GU and shipper..

For safety reasons, GUBT procedures require that at least two (2) qualified people be present during the transfer of any non-self load products. A truck driver on site qualifies as one of these people only if they have the necessary training and qualifications confirmed by their parent company. For self-load products only one (1) terminal operator employee, or one (1) qualified truck driver, will satisfy the safety requirement. Transfer rates may not be included or bundled with any charges for accessorial equipment or capital improvements that may be required in order to enable GU to handle the transfer of a commodity. GU retains sole discretion whether to make any such capital improvements or acquire any such accessorial equipment that may be requested by a shipper and, if GU does proceed, to establish charges and rates, in addition to the rates established by this Tariff for services related to the transfer of the commodity, for such improvements or equipment.

ITEM 120

A. BULK TRANSFER CHARGES

Applicable on shipments transferred from rail car to truck at the facilities listed in Item 110. On commodities transferred in bulk, the following charges, subject to a minimum weight of 45,000 pounds per truckload per transfer, will be assessed for transfer at all Grafton and Upton Bulk Transfer facilities.

<u>DRY BULK</u>	
	<u>Per 100 pounds</u>
Mechanical Conveyor or Auger Transfers	\$0.35
Plastics (STCC 28-211-XX)Transfers	\$0.40
Pressure Differential Transfers	\$0.35
Other dry Bulk Products	\$0.40
Hazardous Solids (Other than flammables)	\$0.47
Self- Loading [Non-hazardous products only]	\$75.00 per trailer

<u>LIQUID BULK (OTHER THAN LPG)</u>	
	<u>Per 100 pounds</u>
Non-hazardous Liquids	\$0.38
Hazardous Liquids (Other than flammables)	\$0.47
Flammables	(Individually Priced)

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ITEM 120 (continued)

SPECIAL SERVICES

Additional scale weights	\$25.00 per weight
*first set of weights (inbound/outbound) included in transfer	
Tank Car Heating Charge	(Individually Priced)
Recirculation Charge	\$35.00 per hour
Inert Gas supplied by shipper or beneficial owner	\$60.00 per application
Replenishment Loading	\$500.00 per Trailer
Load Samples	\$18 per sample

NOTE 1: The 49 Code of Federal Regulations, Table 172.101 (Hazardous Material Table), as may be revised from time to time, will be used to determine if a product is hazardous. GU reserves the right to refuse to handle ANY commodity at a GUBT. Only authorized Terminal Operator personnel may transfer hazardous commodities. No fully or partially loaded tank trailers of hazardous materials are allowed on GUBT property while the facility is closed, unless authorized by Operator and GU in writing.

NOTE 2: Multiple commodities may be loaded in a compartmentalized trailer for a charge of \$60.00 for each additional commodity or compartment loaded.

B. PELLETT TRANSFER/BAGGING

Applicable on dry products transferred from rail and bagged at the Grafton Upton transfer/bagging facility in West Upton, MA.

On commodities transferred in bulk and bagged, the following charges, subject to a minimum weight of 180,000 pounds per transfer, will be assessed for transfer:

Transfer and Bagging	\$30.00 per ton
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NOTE 1: Per Ton Charge includes product transfer from Railcar to transfer silos, product handling from silos to bagging, shipping pallets, bag stacking on pallets, plastic protective pallet storage cover, shipping shrink wrap, loading finished pallets onto trucks.

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ITEM 120 (concluded)

Product holding for Loading:	
Inbound	\$3.50 per pallet
Outbound	\$3.50 per pallet
Shipping Dock Occupancy Charge	\$3.50 per pallet

C. LPG

	<u>Per gallon</u>
Transfer from railcar to truck	\$.0575

D. BILLING OF CHARGES

Unless arrangements to the contrary are made prior to shipment, charges for terminal services described herein will be billed to the shipper or beneficial owner by the Terminal Operator, as the agent for GU, except that Track Occupancy Charges (Item 140) will be charged, established and billed by GU through its third party billing agents.

If credit privileges are granted (a determination made on an individual basis), terms for the payment of Track Occupancy Charges will be 15 days from the invoice date.

ITEM 125

TERMINAL SERVICES

I. COMMODITY SAMPLING and INSPECTION

Transfer charges in Item 115 include the visual inspection of the exterior of the railcar, and the exterior of the trailer.

GU reserves the right to take samples of any commodity transferred at GUBT facilities for its own purposes.

Top sampling of railcars must be agreed upon in advance. Sample containers must be provided by Shipper at its cost. If a sample is requested, it must be taken at time of transfer; any samples that are requested to be taken at another time will be performed at a charge of \$50 per car.

II. SPECIAL SERVICES

Services beyond the scope of those customarily provided by a terminal will be priced on an individual basis.

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ITEM 130

TERMINAL LIABILITY

I. LOSS OF WEIGHT

Allowable transfer losses will be one percent (1%) of the weight of the commodity on a six-month (January-June, and July-December) cumulative basis per shipper, per GUBT, and such loss will be considered standard operating loss not assessable against GU (See note)

NOTE 1: Greater loss allowances may be required as a condition of acceptance for specific products when handling characteristics preclude complete unloading of the trailer or the railcar.

III. LIABILITY LIMITS

The liability of GU with respect to activities and services at GUBTs shall be limited to the negligence of GU in the performance of the services described in this tariff. Furthermore, neither GU nor the Terminal Operator shall be liable for consequential, indirect, special or punitive damages, interest, attorneys fees, or any amount in excess of product or car owner's actual loss concerning the commodity shipped or the equipment utilized.

IV. CLAIMS

Only one claim for loss, damage and/or injury may be filed for each rail car handled under this tariff. No claim will be paid which is filed more than nine (9) months after product delivery or release of car from the terminal, whichever occurs first.

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ITEM 140

TRACK OCCUPANCY CHARGES, DEMURRAGE, AND RELATED CHARGES

A. PRIVATE CAR TRACK OCCUPANCY CHARGES

This item will apply on private cars (See Notes 1 and 2) constructively placed or actually placed at a GUBT in lieu of demurrage provisions in Tariff GU 3000- series. Track occupancy charges will be billed to and collected from shipper or beneficial owner of the Commodity on behalf of GU by the Terminal Operator.

Once a rail car is constructively or actually placed (See Note 2), “free time” (Including Saturdays, Sundays and Holidays) will be allowed as follows:

<u>Car Type</u>	<u>Free Days</u>	<u>Days 11 through 40</u>	<u>All Subsequent Days</u>
Covered Hopper Cars	10	\$50 per day	\$90 per day
Tank Cars	10	\$50 per day	\$90 per day

B. RAILROAD CAR DEMURRAGE

All railroad owned or controlled cars (See Notes 1 and 2) will be subject to demurrage under the provisions of Tariff GU 3000-Series. Demurrage charges will be billed to and collected from the shipper or beneficial owner of the Commodity.

C. NOTES AND OTHER CHARGES

NOTE 1: A private car is a railcar bearing other than railroad reporting marks

NOTE 2: Constructive placement is the date the railcar is available to be switched into the GUBT Terminal. Actual placement is the date the railcar was physically placed in the GUBT Terminal.

NOTE 3: When a railcar is constructively or actually placed at a GUBT and subsequently reshipped without any transfers having been made, a facility charge of \$500 will be assessed to the party issuing the reshipping instructions, in addition to all other applicable charges.

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ITEM 141 -

GRAFTON & UPTON RAILROAD BULK TERMINAL: LPG TERMINAL

The Grafton and Upton Railroad Bulk Terminal LPG Terminal located in North Grafton, Massachusetts is not a self-unloading facility, All terminal handling will be performed by the Grafton and Upton Railroad by a Terminal Operator acting under the direction and control of GU. The following guidelines are applicable when shipping to the GUBT LPG Terminal:

A. PRODUCT SPECIFICATIONS

All railroad tank cars received by the Grafton & Upton Railroad's GUBT North Grafton LPG Transfer Terminal (LPG Terminal) shall meet GPA Publication # 2140 specifications for HD-5 propane. Additionally the vapor pressure at 60 degrees F shall be within the range of 50 psi to 80 psi for the product to be accepted at the Terminal. All product delivered to the LPG Terminal shall be ODORIZED and meet or exceed the minimum level of odorization as stated in the Department of Transportation Code of Federal Regulations, 49 CFR 173.315(b)(1).

B. NON-COMPATIBLE PRODUCT

Shipper will be responsible for any Product that is delivered to LPG Terminal that does not meet the Terminal specifications set forth in Item # 141. LPG Terminal will provide Shipper with one of two options to handle the non-compatible Product: (1) The Terminal will return the product to origin, freight collect or pre-paid by Shipper or (2) Shipper will pay the LPG Terminal the actual cost for disposal plus handling and maintenance charges associated with the disposal of the non-compatible Product.

C. PROJECTED VOLUME REQUIREMENTS

During the first week of each calendar month, shippers must advise GU and the Terminal Operator of their projected volume to be delivered to the Terminal during the following calendar month. A shipper may deliver volume in excess of any such projected volume only with the prior consent of GU and the Terminal Operator.

D. TRANSFER CHARGES

The Terminal Operator, as the agent for GU, shall invoice the Shipper at the time of the receipt of the Shipper's LPG tank cars on the GU railroad property. A transload fee (as listed in ITEM # 120) on a cents per gallon basis to perform the off-loading and transfer operations will be billed. Such fee will include the truck loading fee and operations performed by the Terminal operator.

E. WINTER PERIOD CHARGES

If, during a single calendar month in the period of November through February, the Terminal receives in excess of the average monthly volume delivered to the Terminal by the same Shipper during the preceding period of May through August , a charge of eight (8) cents per gallon in addition to all other charges shall apply to such excess volume.

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(concluded)

F. MEASUREMENT AND DEDUCTIONS

All product received at the LPG Terminal is subject to a 1% loss allowance deducted from the listed gallons on the bill of lading. Should the measured gallons be less than the net gallons (bol gallons minus the 1 % shrink) an adjustment in the Shipper's inventory will be made

G. PRODUCT AVAILABILITY AND OVER LIFT OF PRODUCT

The Terminal Operator shall maintain records showing the volume of LPG delivered to and removed from the Terminal by each shipper so that at any given time the Terminal Operator and shipper will know the volume of LPG credited to each shipper's inventory account. Product shall be credited to Shippers Terminal account when Shippers tank cars arrive on the GU property after the interchange with the CSX Railroad. All LPG received at the Terminal from any shipper shall be commingled and treated as a fungible commodity for purposes of transfer operations at the Terminal. No truck shall be loaded from any Shipper's inventory account if the volume remaining in the Shipper's account is less than 8,500 gallons without prior approval of GU.

ITEM 150

HOURS OF SERVICE & OVERTIME CHARGES

Normal working hours at the GUBT Terminals are from 7:00 A.M. to 6:00 P.M., exclusive of Saturdays, Sundays and Holidays (See Item 185).

All loading, unloading, & service must be ordered before 5 p.m. the day prior to the day that loading, unloading, & service is needed. Every attempt will be made to accommodate emergencies and requested times, but loading spots and other circumstances may require occasional modifications of requested times.

When service is required prior to 7:00 A.M. or after 6:00 P.M., arrangements must be made with the Terminal Operator in advance. When loading, unloading, & services are to begin after 5 p.m., written authorization for overtime to complete the process (if required) must be submitted before the process begins. The charge for services before or after normal working hours will be at a rate of \$60 per person per hour or fraction thereof, in addition to all other applicable charges (See Exception).

When service is requested at the GUBT on Saturdays, Sundays or Holidays (See Item 185), or when terminal personnel are required to make an extra trip to the terminal rather than performing continuous service, arrangements must be made in advance with the Terminal Operator. The charge for this service will be \$60 per hour per person subject to a four (4) hour minimum per person, in addition to all other applicable charges for service provided.

Authorization for overtime must be received in writing from the party responsible for paying terminal service charges.

EXCEPTION: No additional charges will be assessed if the motor carrier is at the GUBT and ready for loading before 4:30 P.M., and the delay causing the overtime is the fault of the Terminal Operator.

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ITEM 160

ORDER PLACING

The shipper or beneficial owner will be responsible for providing GUBT with the name of the motor carrier authorized to transport the product, along with product transfer instructions. Such instructions may be initiated verbally but must be confirmed via facsimile, written communication, or through electronic means. Neither GU nor the Terminal Operator will be responsible for any problems concerning the shipment and performance of terminal services when the Terminal Operator has not received facsimile confirmation, or electronic communication covering each separate trailer from or to which Commodity is transferred.

ITEM 165

RAIL CAR ARRIVING AT TERMINAL WITHOUT FULL WRITTEN DESCRIPTION OF LADING

Any railcar arriving at a GUBT without full written description of lading will be held at shipper's expense awaiting adequate and proper description or further instructions on disposition of lading. If such written description shows that the commodity is not one approved for transfer, that railcar will be released to shipper for disposition, subject to all applicable terminal charges, along with any other charges to which GU might be entitled.

ITEM 185

HOLIDAYS

Wherever in this tariff reference is made to "Holidays" it means the following:

New Years Day Thanksgiving Day
President's Day Thanksgiving Friday
Good Friday Christmas Eve
Memorial Day Christmas Day
Independence Day New Years Eve
Labor Day
(See Note)

NOTE: In the event one of the above Holidays occurs on a Sunday, the following Monday will be considered as the Holiday for the purpose of this tariff.

ITEM 190

EXPLANATION OF ABBREATIONS

ABBREVIATION	EXPLANATION
BOE	Bureau of Explosives
CDL	Commercial Driver's License
GU	Grafton and Upton Railroad
MSDS	Material Safety Data Sheet
NSO	National Service Order
PPE	Personal Protective Equipment
RER	Railway Equipment Register
STB	Surface Transportation Board
STCC	Standard Transportation Commodity Code
GUBT	Grafton and Upton Bulk Transfer
UFC	Uniform Freight Classification Committee, Agent

THE END