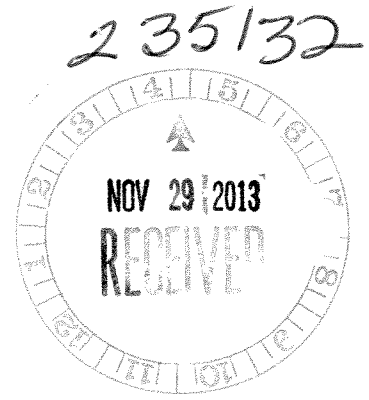


CPR

CaterParrott Railnet

700 E Marion Av
Nashville, Georgia 31639



November 29, 2013

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

ENTERED
Office of Proceedings

NOV 29 2013

Part of
Public Record

RE: FD 35786, CaterParrott Railnet, LLC – Change in Operators Exemption – Rail Lines of Central of Georgia Railroad Company in Jasper County, Morgan County, Putnam County, and Newton County, Georgia

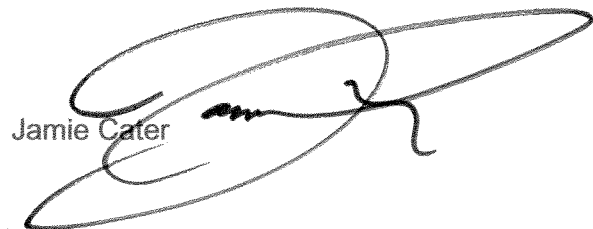
Dear Ms. Brown:

Enclosed are an original and ten (10) copies of a Verified Notice of Exemption ("Notice") for a change in operators under 49 C.F.R. § 1150.41, pursuant to which CaterParrott Railnet, LLC ("CPR") would assume operations of two lines owned by Central of Georgia Railroad Company, a wholly-owned subsidiary of Norfolk Southern Railway Company, and currently operated by the Squaw Creek Southern Railroad, Inc. Also enclosed are a caption summary as prescribed by 49 C.F.R. § 1150.44 and an electronic version of the Notice.

Pursuant to 49 C.F.R. § 1002.2(f)(14)(ii), enclosed is check #1528 for \$1,900.00 covering the applicable filing fee. If there are any questions about this matter, please contact me directly, either by telephone (229-251-6804) or by email (chris@cprailnet.com).

Respectfully Submitted,


Christopher Parrott


Jamie Cater

Enclosures

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235132

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35786



**CATERPARROTT RAILNET, LLC
—CHANGE IN OPERATORS EXEMPTION—
RAIL LINES OF CENTRAL OF GEORGIA RAILROAD COMPANY IN
JASPER COUNTY, MORGAN COUNTY, PUTNAM COUNTY AND NEWTON
COUNTY, GEORGIA**

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.

ENTERED
Office of Proceedings

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Public Record

Chris Parrott
CaterParrott Railnet, LLC
700 East Marion Avenue
Nashville, GA 31639

Co-CEO for CaterParrott Railnet, LLC

Dated: November 29th, 2013

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35786

**CATERPARROTT RAILNET, LLC
—CHANGE IN OPERATORS EXEMPTION—
RAIL LINES OF CENTRAL OF GEORGIA RAILROAD COMPANY IN
JASPER COUNTY, MORGAN COUNTY, PUTNAM COUNTY AND NEWTON
COUNTY, GEORGIA**

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1150.41, ET SEQ.

Pursuant to 49 U.S.C. § 10502 and 49 C.F.R. § 1150.41, et seq., CaterParrott Railnet, LLC (“CPR”) hereby provides notice of its class exemption from the formal requirements of 49 U.S.C. § 10902 for a transaction encompassing a change in rail operators from the Squaw Creek Southern Railroad, Inc. (“SCS”) to CPR of two rail lines owned by Central of Georgia Railroad Company (“CGR”), a wholly-owned subsidiary of Norfolk Southern Railway Company: (i) between milepost F-53.75 at Machen, Jasper County, Georgia and milepost F-75.5 at Madison, Morgan County, Georgia, a distance of approximately 21.75 miles (the “Madison Main Track”); and (ii) between milepost E-53.3 at Machen, Jasper County, Georgia and milepost E-65.8 at the point east of and before the grade crossing at Zeigler Road in Newborn, Newton County, Georgia, a distance of approximately 12.5 miles (the “Newborn Track”) (together referred to as the “Lines”).

SCS is the current operator of the Lines, having operated the Madison Main Track since 2008 under a lease from CGR and the Newborn Track since 2009 when the original lease was

amended to include the Newborn Track.¹ SCS has agreed to terminate its Lease with CGR. As set forth in the attached verified statement of Cory Respondek (SCS's President), SCS is aware of the subject filing and will cease operations over the Lines when CPR commences operations pursuant to this notice.² Accordingly, the subject notice contemplates a change of operators on the Lines, and CPR will assume SCS's common carrier rights between milepost F-53.75 at Machen, Jasper County, Georgia and milepost F-75.5 at Madison, Morgan County, Georgia, and between milepost E-53.3 at Machen, Jasper County, Georgia and milepost E-65.8 at Newborn, Newton County, Georgia.

In support of this Notice of Exemption, CPR submits the following information as required by 49 C.F.R. § 1150.43:

(a) Full name and address of applicant.

CaterParrott Railnet, LLC
700 East Marion Avenue
Nashville, GA 31639

(b) Applicant's Representatives.

Chris Parrott
CaterParrott Railnet, LLC
700 East Marion Avenue
Nashville, GA 31639
Phone: (229) 251-6804
Facsimile: (229) 543-1101
E-mail: chris@cprailnet.com

¹ SCS received authority to lease and operate the Madison Main Track in *Squaw Creek Southern Railroad, Inc.—Lease and Operation Exemption—Central of Georgia Railroad Company*, STB Finance Docket No. 35134 (STB served May 16, 2008). In connection with an amendment to the original lease, SCS received authority to lease and operate the Newborn Track in *Squaw Creek Southern Railroad, Inc.—Lease and Operation Exemption—Central of Georgia Railroad Company*, STB Finance Docket No. STB Finance Docket No. 35294 (STB served Sept. 17, 2009). The original lease involving the Madison Main Track and the amendment to include the Newborn Track will be referred to together as the "Lease".

² See Exhibit A.

(c) Statement that an agreement has been reached or details about when an agreement will be reached.

CGR and CPR have reached an agreement under which CPR will lease and operate the Lines.

(d) Operator of the property.

CPR will operate the property, and, in doing so, will accept transfer and/or assignment of SCS's common carrier obligations, and will replace SCS as the operator of the Lines.³

(e) Summary of Proposed Transaction.

(1) The name and address of the railroad transferring operating interests in the subject Property:

Central of Georgia Railroad Company
Three Commercial Place
Norfolk, VA 23510

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

The change in operators is to be consummated 30 days after the date of filing of this Verified Notice of Exemption.

(3) The Mileposts of the subject property, including any branch lines:

CPR will operate two lines: (i) the Madison Main Track, between milepost F-53.75 at Machen, Jasper County, Georgia and milepost F-75.5 at Madison, Morgan County, Georgia, a distance of approximately 21.75 miles; and (ii) The Newborn Track, between milepost E-53.3 at Machen, Jasper County, Georgia and milepost E-65.8 at the point east of and before the grade crossing at Zeigler Road in Newborn, Newton County, Georgia. These lines are owned by CGR and currently are operated by SCS.

(4) The total route miles being acquired:

Approximately 34.25 route miles.

(f) Map.

A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and states is attached as Exhibit B.

³ Accordingly, the parties intend that one of the results of the subject transaction will be that SCS will be relieved entirely of its common carrier obligation on the Lines.

(g) Certificate of Compliance with the provisions of 49 CFR 1150.43(g).

Attached as Exhibit C is a certificate affirming that CPR's projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier so as to require processing under 49 C.F.R. § 1150.45. The projected combined revenues of CPR from existing operations and new operations as a result of this transaction will not exceed \$5 million.

(h) Interchange commitments.

The lease between CPR and CGR does not contain any provision that prohibits, restricts, or would otherwise limit future interchange of traffic with any third-party carrier.

Other Information and Supporting Materials.

Pursuant to 49 C.F.R. § 1150.42(b), CPR has furnished all known shippers on the Lines with notice of the proposed change of operators transaction.

A caption summary, as required by 49 C.F.R. § 1150.44, is attached as Exhibit D to this notice. Pursuant to 49 C.F.R. § 1105.6(c)(2)(ii), the proposed transaction is exempt from environmental review because the action proposed herein will not exceed any of the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

In addition, the transaction is exempt from historic review under 49 C.F.R. § 1105.8(b)(1), because the proposed change of operators is for the purpose of continued rail operations. Further STB approval would be required for the parties to abandon service, and there are no plans to dispose or alter properties subject to STB jurisdiction that are 50 years or older. This action will not significantly affect the quality of the human environment or energy conservation.

Respectfully submitted,



Chris Parrott

CaterParrott Railnet, LLC
700 East Marion Avenue
Nashville, GA 31639

Co-CEO for CaterParrott Railnet, LLC

Dated: November 29th, 2013

EXHIBIT A

VERIFICATION

I, Cory Respondek, President, of the Squaw Creek Southern Railroad, Inc. ("SCS"), hereby verify that I am authorized to make this verification, and hereby verify that upon CaterParrott Railnet, LLC's commencement of operations pursuant to this notice, SCS will terminate by mutual agreement its lease to operate the Central of Georgia Railroad Company-owned lines:

- (i) between milepost F-53.75 at Machen, Jasper County, Georgia and milepost F-75.5 at Madison, Morgan County, Georgia, a distance of approximately 21.75 miles (the "Madison Main Track"); and
- (ii) between milepost E-53.3 at Machen, Jasper County, Georgia and milepost E-65.8 at the point east of and before the grade crossing at Zeigler Road in Newborn, Newton County, Georgia, a distance of approximately 12.5 miles (the "Newborn Track") (together referred to as the "Lines").

I further hereby verify that SCS concurs in the proposed change of operators, including the conveyance to CaterParrott Railnet, LLC of SCS's common carrier rights and service obligations on the Lines, which is the subject of the foregoing notice of exemption.


Cory Respondek
President
PO Box 303
Boonville, IN 47601

November 22nd, 2013

EXHIBIT B

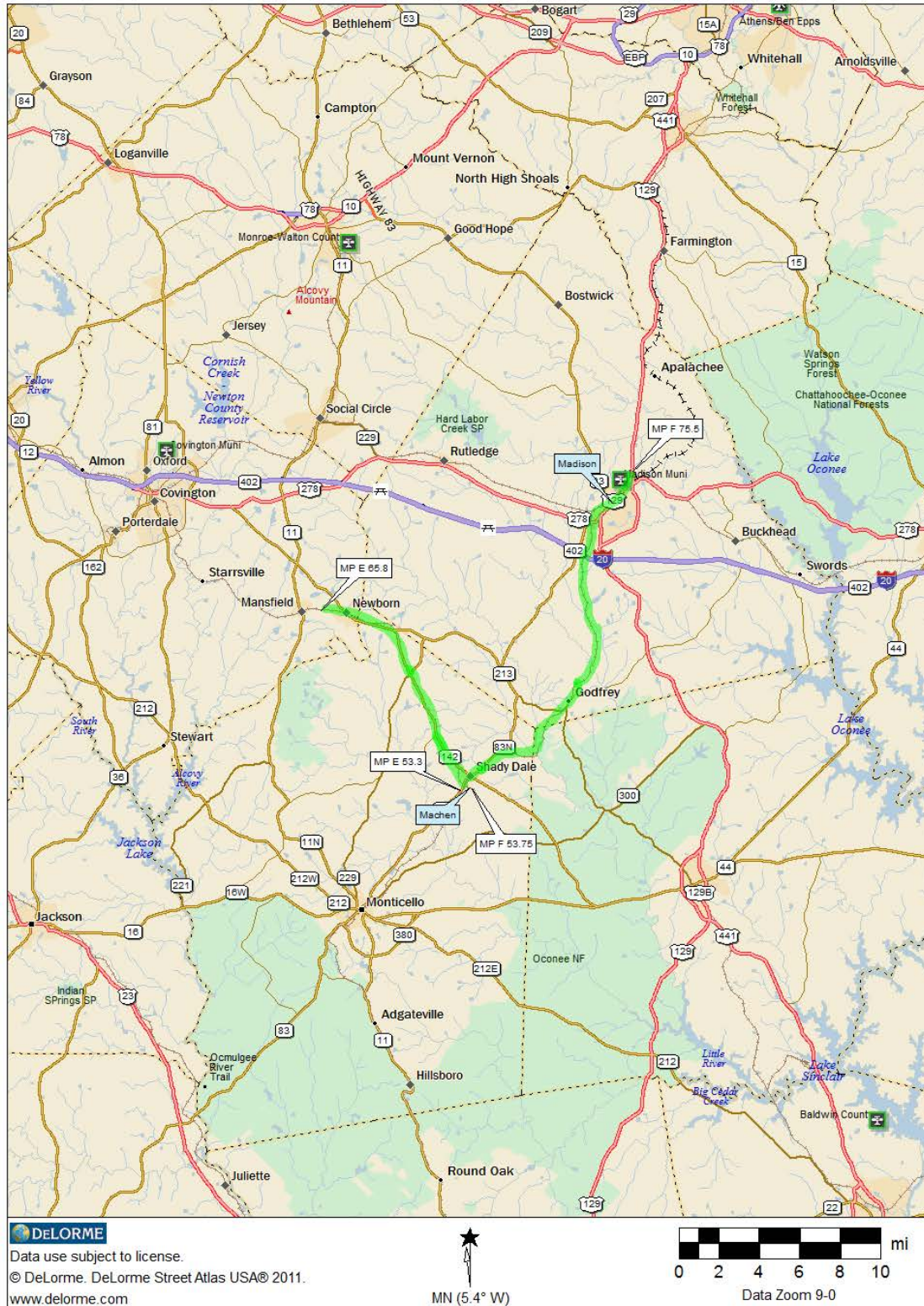


EXHIBIT C

VERIFICATION AND CERTIFICATE OF COMPLIANCE

I, Chris Parrott, declare under penalty of perjury that I am the Co-CEO of CaterParrott Railnet, LLC, that I have read the foregoing Notice of Exemption, know the facts asserted therein, and that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this notice.

I also hereby certify that CPR's projected annual revenues will not as a consequence of this transaction result in CPR becoming a Class II or Class I rail carrier so as to require processing of the foregoing notice of exemption under 49 C.F.R. § 1150.45, and that CPR's projected annual revenue for the lines to be operated pursuant to this notice, combined with CPR's projected annual revenue from other operations, do not exceed \$5 million dollars.

Finally, I hereby certify that CPR has given notice of the change in operators to all known shippers on the lines to be operated pursuant to this notice.


Chris Parrott
Co-CEO

Dated: November 29th, 2013

EXHIBIT D

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB Finance Docket No. 35786

CATERPARROTT RAILNET, LLC
—CHANGE IN OPERATORS EXEMPTION—
RAIL LINES OF CENTRAL OF GEORGIA RAILROAD COMPANY IN
JASPER COUNTY, MORGAN COUNTY, PUTNAM COUNTY AND NEWTON
COUNTY, GEORGIA

CaterParrott Railnet, LLC (“CPR”), an existing Class III railroad common carrier, has filed a Notice of Exemption, pursuant to 49 C.F.R. Section 1150.41 et seq., for a change in rail operators from Squaw Creek Southern Railroad, Inc. (“SCS”) to CPR over two rail lines owned by Central of Georgia Railroad Company, a wholly-owned subsidiary of Norfolk Southern Railway Company. The two rail lines extend: (i) between milepost F-53.75 at Machen, Jasper County, Georgia and milepost F-75.5 at Madison, Morgan County, Georgia, a distance of approximately 21.75 miles (the “Madison Main Track”); and (ii) between milepost E-53.3 at Machen, Jasper County, Georgia and milepost E-65.8 at the point east of and before the grade crossing at Zeigler Road in Newborn, Newton County, Georgia, a distance of approximately 12.5 miles (the “Newborn Track”) (together referred to as the “Lines”).

Comments must be filed with the Board and served on CPR’s representative:

Chris Parrott
Co-CEO
CaterParrott Railnet, LLC

700 East Marion Avenue
Nashville, GA 31639
Phone: (229) 362-6804
Facsimile: (229) 543-1101
E-mail: chris@cprailnet.com

The notice of exemption 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 effectiveness of the transaction.

Dated:

By the Board.