

LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LASALLE STREET - SUITE 1890
CHICAGO, ILLINOIS 60604-1112
TELEPHONE (312) 236-0204
FAX (312) 201-9695
mcfarland@aol.com



THOMAS F. MCFARLAND

February 12, 2004

By UPS overnight mail

Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit, Suite 713
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Finance Docket No. 34468, *Atlantic Western Transportation, Inc.* -- Continuance
in Control Exemption -- *Georgia Midland Railroad, Inc.*

Dear Mr. Williams:

Enclosed please find an original and 10 copies of Amended Verified Notice of Exemption Under 49 C.F.R. § 1180.2(d)(2), for filing with the Board in the above referenced matter. This amends the Verified Notice filed in this docket on February 9, 2004.

Kindly acknowledge receipt by date stamping the enclosed duplicate copy of this letter and return in the self-addressed stamped envelope.

Very truly yours,

A handwritten signature in cursive script that reads 'Tom McFarland'.

Thomas F. McFarland
Attorney for Applicant

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A faint circular 'RECEIVED' stamp with the date 'FEB 19 2004' in the center. It has a decorative border similar to the first stamp.

BEFORE THE
SURFACE TRANSPORTATION BOARD



ATLANTIC WESTERN TRANSPORTATION,)
INC. -- CONTINUANCE IN CONTROL) FINANCE DOCKET
EXEMPTION -- GEORGIA MIDLAND) NO. 34468
RAILROAD, INC.)

**AMENDED VERIFIED NOTICE OF
EXEMPTION UNDER 49 C.F.R. § 1180.2(d)(2)**

ATLANTIC WESTERN TRANSPORTATION, INC.
908 Elm Avenue
Americus, GA 31709

Applicant

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 13, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

ATLANTIC WESTERN TRANSPORTATION,)
INC. -- CONTINUANCE IN CONTROL) FINANCE DOCKET
EXEMPTION -- GEORGIA MIDLAND) NO. 34468
RAILROAD, INC.)

**AMENDED VERIFIED NOTICE OF
EXEMPTION UNDER 49 C.F.R. § 1180.2(d)(2)**

Pursuant to the class exemption at 49 C.F.R. § 1180.2(d)(2), ATLANTIC WESTERN TRANSPORTATION, INC. (AWT) hereby provides an amended^{1/} notice of its exemption from 49 U.S.C. § 11343 for its continuance in control of GEORGIA MIDLAND RAILROAD, INC (GMR) when GMR becomes a rail carrier.

APPLICABILITY OF THE CLASS EXEMPTION

The class exemption at 49 C.F.R. § 1180.2(d)(2) applies to the proposed continuance in control because (1) the rail lines to be operated by GMR do not connect with any rail lines of the carrier currently controlled by AWT; (2) the continuance in control is not part of a series of anticipated transactions that would connect those carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier.

The railroad map attached to this Notice as Appendix 1 shows the rail lines to be acquired and operated by GMR shaded in yellow. The rail lines of the other carrier controlled by AWT, Heart of Georgia Railroad, Inc. (HOG), are shaded in blue on the map. They extend between

^{1/} This amends the Verified Notice filed in this docket on February 9, 2004.

Vidalia, GA on the east and Mahrt, AL on the west. It is evident that the rail lines of GMR and HOG do not connect with each other.

INFORMATION REQUIRED BY 49 C.F.R. § 1180.4(g)(1)(i)

(1) A description of the proposed transaction, including appropriate references to any supporting exhibits and statements contained in the application and discussing the following:

A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

The proposed transaction is continuance in control of GMR by AWT when GMR becomes a rail carrier. GMR has concurrently filed an amended notice of exemption under 49 C.F.R. § 1150.31 for its acquisition from OGEECHEE RAILWAY COMPANY (ORC) by sublease of lines leased by ORC, and for its operation of those lines, i.e.:

- (1) the Perry line between (a) Milepost 90.44-FV at or near Roberta, GA and Milepost 105.30-FV at or near Fort Valley, GA, a distance of 14.86 miles; and (b) between Milepost N219.70 at or near Fort Valley, GA and Milepost 232.60 at or near Perry, GA, a distance of 12.9 miles. The Perry line consists of a total of 27.76 miles.
- (2) the Metter line between Milepost W-57.50 at or near Dover, GA and Milepost W-86.70 at or near Metter, GA, a distance of 29.2 miles; and
- (3) the Sylvania line between Milepost SA-36.4 at or near Ardmore, GA and Milepost SA-57.5 at or near Sylvania, GA, a distance of 21.1 miles.

That amended notice of exemption has been docketed as Finance Docket No. 34466, *Georgia Midland Railroad, Inc. -- Acquisition and Operation Exemption -- Rail Lines of Ogeechee Railway Company in Georgia.*

Applicant is Atlantic Western Transportation, Inc. 908 Elm Avenue, Americus, GA 31709. Applicant controls HOG, a class III rail carrier, which operates a rail line between Vidalia, GA and Mahrt, AL, a distance of approximately 177.76 miles. *See Heart of Georgia Railroad, Inc. -- Acq. & Oper. Exempt. -- State of Georgia and Georgia Southwestern Railroad, Inc.*, 2000 STB LEXIS 249, (Finance Docket No. 33867, notice served May 4, 2000). No rail line operated by HOG connects with any rail line to be operated by GMR (*see* Appendix 1).

Applicant's counsel to whom questions may be addressed regarding the proposed transaction is Thomas F. McFarland, Thomas F. McFarland, P.C. 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

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

The proposed transaction is scheduled to be consummated not sooner than seven days after the filing of this amended notice of exemption.

(3) The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

The purpose sought to be accomplished by the proposed transaction is achievement of operating efficiency and economy.

(4) A list of the State(s) in which any part of the property of each applicant carrier is situated.

AWT controls HOG, whose property is situated in Georgia and Alabama, and GMR, whose property is situated in Georgia.

(5) Map (exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction

should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

Attached to this notice as Appendix 1 is the required map.

(6) Agreement (exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction. In addition, parties to exempt trackage rights agreements and renewal of agreements described at Sec. 1180.2(d)(7) must submit one copy of the executed agreement or renewal agreement with the notice of exemption, or within 10 days of the date that the agreement is executed, whichever is later.

No written contract covers the proposed transaction.

(7) Indicate the level of labor protection to be imposed.

The level of labor protection to be imposed is that set forth in *New York Dock Ry. -- Control -- Brooklyn Eastern District*, 360 ICC 60 (1979).

VERIFICATION

Attached to this amended notice as Appendix 2 is a verification of the statements made in this notice.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2), no environmental documentation or report is required for the proposed transactions. Pursuant to 49 C.F.R. § 1105.7(b)(1), no historic documentation or report is required for the proposed transaction.

CAPTION SUMMARY

Attached to this amended notice as Appendix 3 is the required caption summary.

CONCLUSION

WHEREFORE, the Board should publish this amended notice of exemption in the
Federal Register within 30 days of its filing.

Respectfully submitted,

ATLANTIC WESTERN TRANSPORTATION, INC.
908 Elm Avenue
Americus, GA 31709

Applicant

Thomas F. McFarland

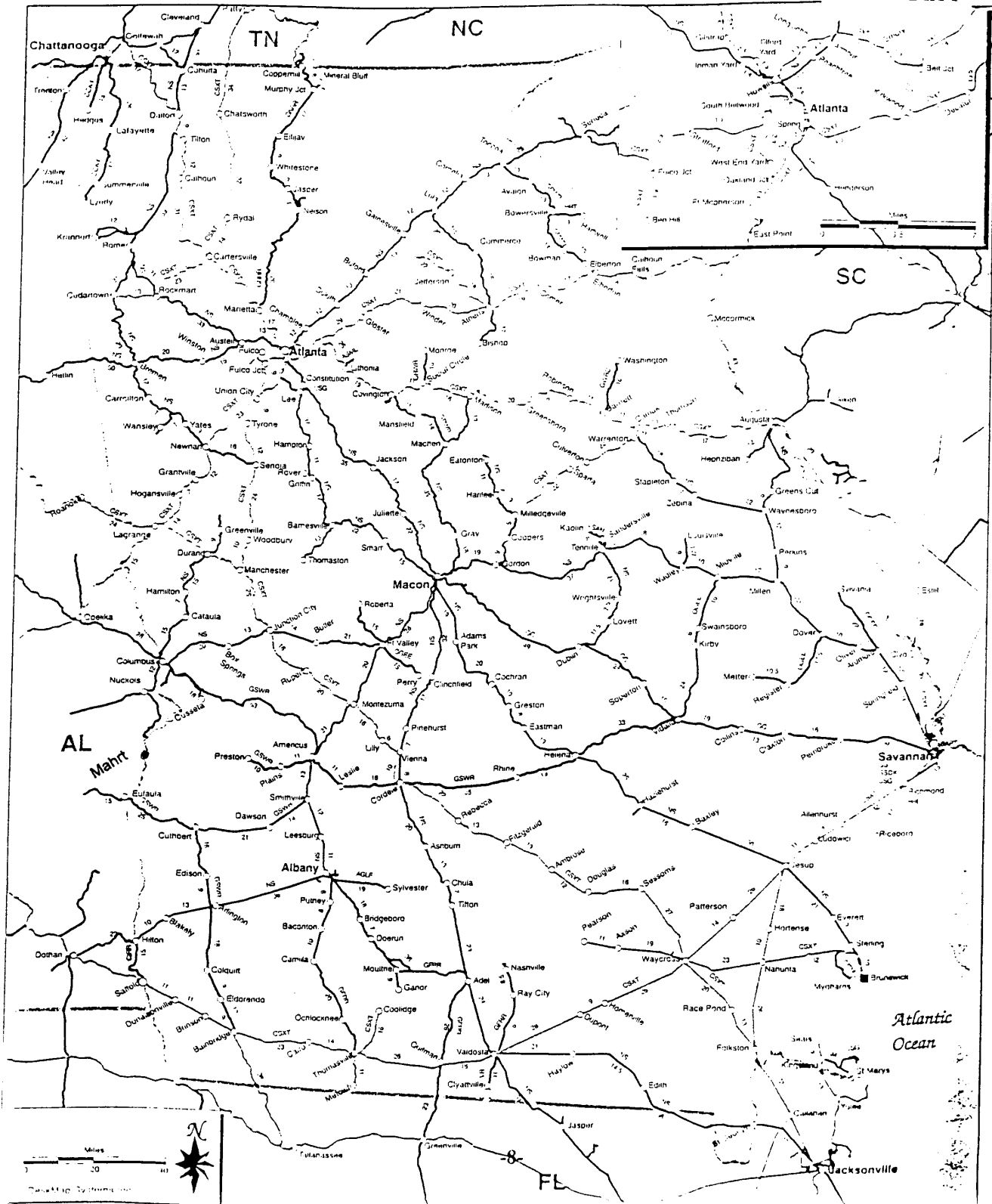
THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 13, 2004

GEORGIA • Atlanta

F.D. No. 34468
APPENDIX 1



VERIFICATION

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

THOMAS F. McFARLAND, being duly sworn on oath, deposes and states that he has read the foregoing notice, that he knows the contents thereof, and that the facts therein stated are true and correct.



Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 1st
day of February, 2004.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
AMENDED NOTICE OF EXEMPTION**

(Finance Docket No. 34468)

***ATLANTIC WESTERN TRANSPORTATION, INC. --
CONTINUANCE IN CONTROL EXEMPTION --
GEORGIA MIDLAND RAILROAD, INC.***

Atlantic Western Transportation, Inc. (AWT), a noncarrier, has filed an amended notice of exemption from 49 U.S.C. § 11343 for its continuance in control of Georgia Midland Railroad, Inc. (GMR) when GMR becomes a rail carrier. GMR has concurrently filed an amended notice of exemption from 49 U.S.C. § 10901 for its acquisition from Ogeechee Railway Company (ORC) and operation of approximately 78.06 miles of rail line in Georgia, i.e. (1) the Perry line between (a) Milepost 90.44-FV at or near Roberta, GA and Milepost 105.30-FV at or near Fort Valley, GA, a distance of 14.86 miles; and (b) between Milepost N219.70 at or near Fort Valley, GA and Milepost 232.60 at or near Perry, GA, a distance of 12.9 miles. The Perry line consists of a total of 27.76 miles; (2) the Metter line between Milepost W-57.50 at or near Dover, GA and Milepost W-86.70 at or near Metter, GA, a distance of 29.2 miles; and (3) the Sylvania line between Milepost SA-36.4 at or near Ardmore, GA and Milepost SA-57.5 at or near Sylvania, GA, a distance of 21.1 miles. Finance Docket No. 33466, *Georgia Midland Railroad, Inc. -- Acq. & Oper. Exempt. -- Rail Lines of Ogeechee Railway Company in Georgia.*

GMR thus is acquiring and will operate a total of 78.06 miles in three rail line segments that do not connect with each other.

ORC leases the Roberta-Fort Valley segment of the Perry line from Norfolk Southern Railway Company (NS). ORC and GMR have taken steps to obtain NS's consent to the proposed sublease of that segment.

ORC leases the Fort Valley-Perry segment of the Perry line from Central of Georgia Railroad Company (COG), an affiliate of NS. ORC and GMR have taken steps to obtain COG's consent to the proposed sublease of that segment.

ORC leases the Metter line from COG. ORC and GMR have taken steps to obtain COG's consent to the proposed sublease of that line.

ORC leases the Sylvania line from the State of Georgia, Department of Transportation (GaDOT). ORC and GMR have taken steps to obtain GaDOT's consent to the proposed sublease of that line.

The parties intend to consummate the continuation in control upon GMR becoming a carrier no earlier than seven days after the filing of this Amended Notice of Exemption.

AWT controls Heart of Georgia Railroad, Inc. (HOG), a Class III rail carrier. HOG operates a rail line between Vidalia, GA and Mahrt, AL, totaling approximately 177.76 miles. *See Heart of Georgia Railroad, Inc. -- Acq. & Oper. Exempt. -- State of Georgia and Georgia Southwestern Railroad, Inc.*, 2000 STB LEXIS 249 (Finance Docket No. 33867, notice served May 4, 2000). In addition, HOG is concurrently filing an amended notice of exemption from 49 U.S.C. § 10902 for its acquisition by sublease from ORC (who leases from GaDOT) and operation of a rail line between Milepost 194.6 at or near Midville and Milepost 152.2 near Vidalia, GA, a distance of approximately 42.4 miles. Finance Docket No. 34467, *Heart of Georgia Railroad, Inc. -- Acq. & Oper. Exempt. -- Rail Line of Ogeechee Railway Company between Midville, GA and Vidalia, GA*.

By virtue of 49 C.F.R. § 1180.2(d)(2), the proposed continuance in control is exempt from the prior approval requirements of 49 U.S.C. § 11343 because AWT has certified and has shown that (1) the rail lines operated by HOG and to be operated by GMR do not connect with each other; (2) the continuance in control is not part of a series of anticipated transactions that would connect those carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier.

As a condition to use of the exemption, any employees affected by the transaction will be protected by the conditions set forth in *New York Dock Ry. -- Control -- Brooklyn Eastern Dist.*, 360 ICC 60 (1979).

Petitions to revoke the exemption under 49 U.S.C. § 10502(d) can be filed at any time. The filing of a petition to revoke will not automatically stay the proposed transaction. If the amended notice of exemption contains false or misleading information, the exemption is void *ab initio*. Any petitions to revoke filed with the Board must be served on Applicants' representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

(SEAL)

By the Board