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ORIGINAL

LAW OFFICE
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THOMAS F. McFARLAND

February 6, 2004

By UPS overnight mail
(Monday delivery)

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

FEE RECEIVED

FEB 9 - 2004

**SURFACE
TRANSPORTATION BOARD**

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 Verified Notice of Exemption Under 49
C.F.R. § 1180.2(d)(2), for filing with the Board in the above referenced matter.

Also enclosed is Atlantic Western Transportation, Inc.'s check #1122 in the amount of
\$1,000 for the filing fee.

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

Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicant

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FEB 9 - 2004

**SURFACE
TRANSPORTATION BOARD**

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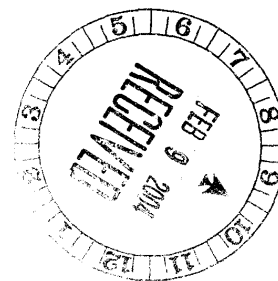
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Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

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



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 9, 2004

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BEFORE THE
SURFACE TRANSPORTATION BOARD

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

**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 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 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 a 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,^{1/} and for its operation of those lines, i.e.:

- (1) the Perry line between Roberta, GA and Perry, GA;
- (2) the Metter line between Dover, GA and Metter, GA;
- (3) the Sylvania line between Ardmore, GA and Sylvania, GA;^{2/}

That 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,*

^{1/} ORC leases the Perry line from Norfolk Southern Railway Company and leases the Metter and Sylvania lines from the State of Georgia, Department of Transportation.

^{2/} Those rail lines are not referenced by milepost numbers. They are three line segments that are not connected to one another.

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 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 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 notice as Appendix 3 is the required caption summary.

CONCLUSION

WHEREFORE, the Board should publish this 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

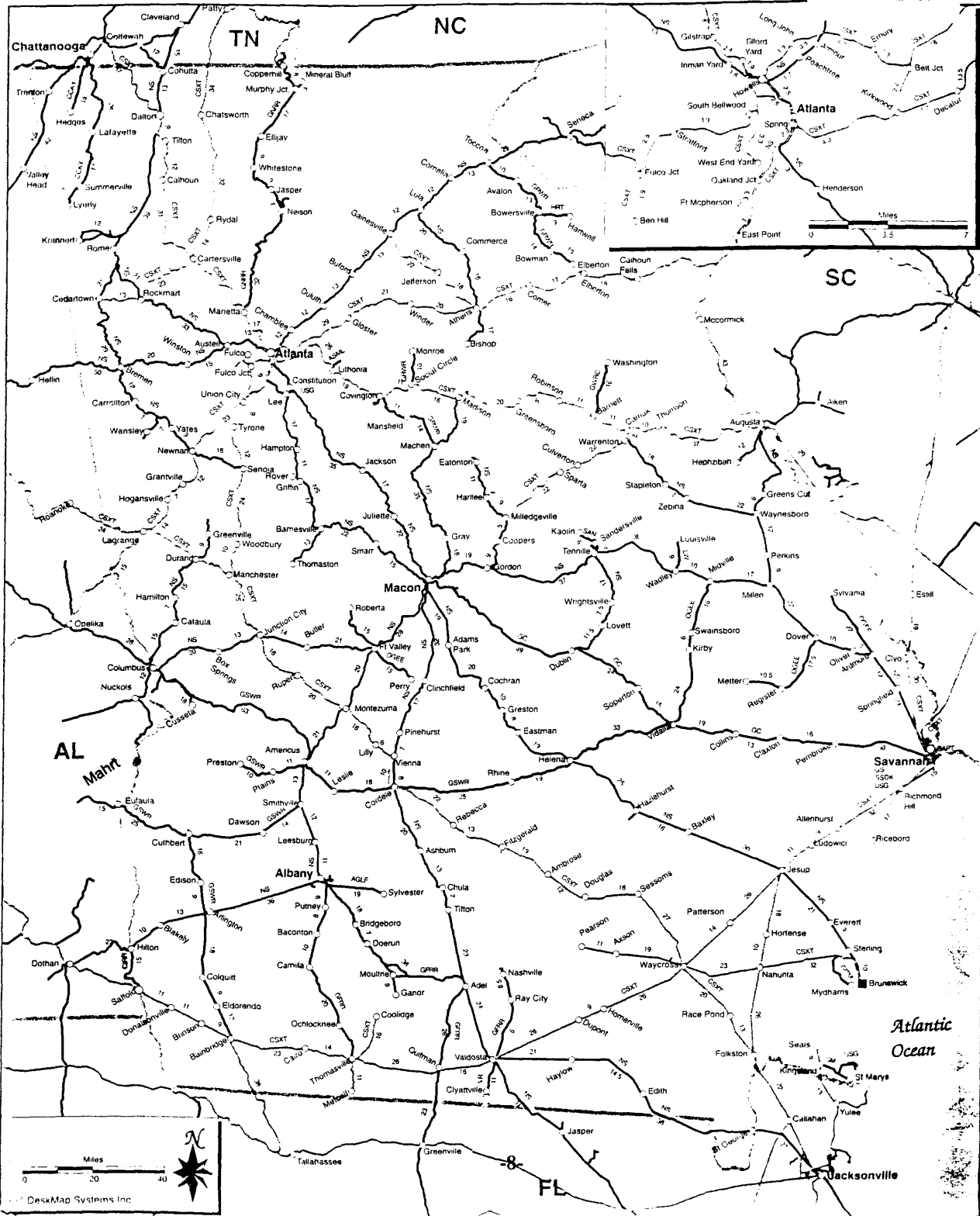
THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 9, 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 6th
day of February, 2004.

Kathleen Lenihan
Notary Public

My commission expires: 1/23/2006

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD
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 a 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 a notice of exemption from 49 U.S.C. § 10901 for its acquisition from Ogeechee Railway Company (ORC) and operation of approximately 85 miles of rail line in Georgia, i.e., (1) the Perry line between Roberta, GA and Perry, GA, a distance of about 33 miles; (2) the Metter line between Dover, GA and Metter, GA, a distance of about 30 miles; and (3) the Sylvania line between Ardmore, GA and Sylvania, GA, a distance of about 22 miles. Finance Docket No. 33466, *Georgia Midland Railroad, Inc. -- Acq. & Oper. Exempt. -- Rail Lines of Ogeechee Railway Company in Georgia*. Those rail lines are not identified by milepost numbers by their owner and lessee. ORC leases the Perry line from Norfolk Southern Railway Company (NS) and leases the Metter and Sylvania lines from the State of Georgia, Department of Transportation (GaDOT). GMR will acquire those lines by sublease from ORC. NS and GaDOT have consented to that sublease.

The parties intend to consummate the continuation in control upon GMR becoming a carrier no earlier than seven days after the filing of this 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 a notice of exemption from 49 U.S.C. § 10902 for its acquisition by sublease from ORC (who leases from NS) and operation of a rail line between Midville and Vidalia, GA, a distance of approximately 46 miles, including incidental trackage rights at Vidalia, GA over Georgia Central Railway, LP (GCR) in order to connect with HOG's existing rail line. 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 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