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July 11, 2008

VIA HAND DELIVERY - RETURN COPY

Hon Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dear Secretary Quinlan

Enclosed for filing in Finance Docket No 35162, Kern W Schumacher -- Control Exemption -- Gloster Southern Railroad Company LLC, are the original and ten copies of the Verified Notice of Exemption of Kern W Schumacher.

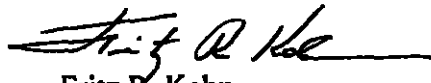
Concurrently filed under seal are the original and ten copies of the highly confidential Membership Interest Purchase Agreement

This firm's check for \$1,100 00 in payment of the filing fee is attached.

Additional copies of this letter and of the Notice are enclosed for you to stamp to acknowledge your receipt of them and to return to me via the messenger.

If you have any question concerning the Notice or if I otherwise can be of assistance, please let me know

Sincerely yours,


Fritz R. Kahn

ENTERED
Office of Proceedings

JUL 11 2008

Part of
Public Record

SURFACE TRANSPORTATION BOARD
WASHINGTON, DC

ORIGINAL



Finance Docket No 35162

KERN W. SCHUMACHER
-- CONTROL EXEMPTION --
GLOSTER SOUTHERN RAILROAD COMPANY LLC

FEE RECEIVED

JUL 11 2008

**SURFACE
TRANSPORTATION BOARD**

VERIFIED NOTICE OF EXEMPTION

ENTERED
Office of Proceedings

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Public Record

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JUL 9 - 2008

**SURFACE
TRANSPORTATION BOARD**

Fritz R Kahn
Fritz R Kahn, P.C.
1920 N Street, NW (8th fl)
Washington, DC 20036
Tel.: (202) 263-4152

Attorney for

KERN W. SCHUMACHER

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Public Record

Dated: July 11, 2008

SURFACE TRANSPORTATION BOARD
WASHINGTON, DC



Finance Docket No 35162

KERN W SCHUMACHER
-- CONTROL EXEMPTION --
GLOSTER SOUTHERN RAILROAD COMPANY LLC

VERIFIED NOTICE OF EXEMPTION

Kern W Schumacher, whose mailing address is P. O. Box 25421, Salt Lake City, Utah 34126 (Tel (801) 974-5484), pursuant to 49 C F R §§1180,2(d)(2) and 1180 4(g), files this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C §§11323-11325, to permit him to acquire indirect control of Gloster Southern Railroad Company LLC, the mailing address of which is P. O. Box 757, Crossett, Arkansas 71635 (Tel (870) 364-9000)("GLSR"), and in support thereof Mr Schumacher states, as follows:

§1806(a)(1)(i)

Georgia-Pacific Wood Products LLC, the mailing address of which is 133 Peachtree Street, NE, Atlanta, Georgia 30303 (Tel.: 404) 652-5119) owns one hundred percent (100%) of the membership interests of GLSR. The company wants to sell the railroad so as to be able to concentrate on its core business, namely, the production of wood and wood products.

Mr. Schumacher is a noncarrier in control of three rail carriers subject to the jurisdiction of the Board. They are the Tulare Valley Railroad Company ("TVR"), which

owns a 6.1-mile of railroad in California, Kern Valley Railroad Company ("KVR"), which owns a 2-mile line of railroad in Colorado and V&S Railway, Inc ("V&S"), which owns 27 miles of railroad lines in Kansas and 122 miles of railroad lines in Colorado

Mr Schumacher has organized the Louisiana & Mississippi Railway, LLC, a State of Nevada limited liability company, one hundred percent (100%) of the membership interests of which is held by V&S. In turn, the Louisiana & Mississippi Railway, LLC, upon approval by the Board of the proposed transaction, will acquire one hundred percent (100%) of the membership interests of the GLSR.

The lines of the KVR, TVR and V&S do not connect, and the line of the GLSR will connect with none of them or any other rail carrier controlled by Mr Schumacher

The proposed transaction will occasion no substantial lessening of competition, creation of a monopoly or restraint of trade in freight transportation in any region of the United States. Mr. Schumacher's indirect control of the GLSR will not connect its railroad lines with those of the TVR, KVR, V&S or any other railroad controlled by Mr. Schumacher. His acquisition of indirect control of the GLSR is not part of a series of anticipated transactions that would connect the railroads with each other or with any other railroad controlled by Mr. Schumacher. The proposed transaction does not involve a Class I rail carrier. The proposed transaction, accordingly, meets the criteria for a notice of exemption under 49 C.F.R. §1180.2(d)(2).

Counsel to whom questions concerning the proposed transaction may be addressed is Fritz R. Kahn, Esq., Fritz R. Kahn, P.C., 1920 N Street, NW (8th fl.), Washington, DC 20036 (Tel.: (202) 263-4152)

§1180.6(a)(1)(ii)

The proposed transaction would be consummated thirty (30) days after the date of filing with the Board of this Verified Notice of Exemption

§1180.6(a)(1)(iii)

Mr. Schumacher has many years of experience managing short line railroads. He anticipates that with the substantial resources at his disposal he will be able maintain and, where necessary, rehabilitate the lines of the GLSR, to restore and improve service on the railroad's lines, to encourage shippers to locate their facilities along the railroad lines of the GLSR and to create a financially viable railroad in the GLSR

§1180.6(a)(5)

The 34.8-mile railroad lines of the GLSR are situated in Mississippi and Louisiana. The 6 1-mile railroad line of the TVR is in California. The 2-mile railroad line of the KVR is in Colorado. V&S' 149 miles of railroad lines are in Kansas and Colorado.

§1180.6(a)(6)

Schematic maps of the GLSR, TVR, KVR and V&S are attached as Exhibit A.

§1180.6(a)(7)(ii)

Copies of the highly confidential Membership Interest Purchase Agreement between Georgia-Pacific Wood Products LLC and Louisiana & Mississippi Railway, LLC are being filed under seal concurrently with the filing of this Verified Notice of Exemption.

Labor Protection.

GLSR, KVR, TVR and V&S are Class III railroads. As such, under 49 U.S.C. §11326(c) labor protection need not be accorded their employees.

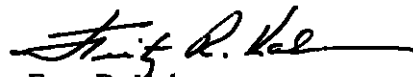
Environmental and Historic Documentation

The proposed transaction will result in no significant changes in carrier operations, i.e., changes which exceed the threshold established in 49 C.F.R. §1105.7(e)(4) or (5). The proposed transaction qualifies under 49 C.F.R. §1105.6(c)(2)(i) and (ii) and 49 C.F.R. §1105.8(b)(3), and neither an Environmental Report nor a Historic Report need be filed.

Respectfully submitted,

KERN W. SCHUMACHER

By his attorney,



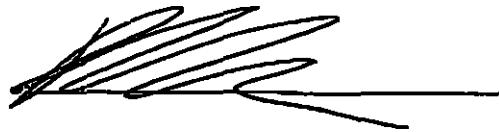
Fritz R. Kahn
Fritz R. Kahn, P.C.
1920 N Street, NW (8th fl.)
Washington, DC 20036
Tel.: (202) 263-4152

Dated: July 11, 2008

VERIFICATION

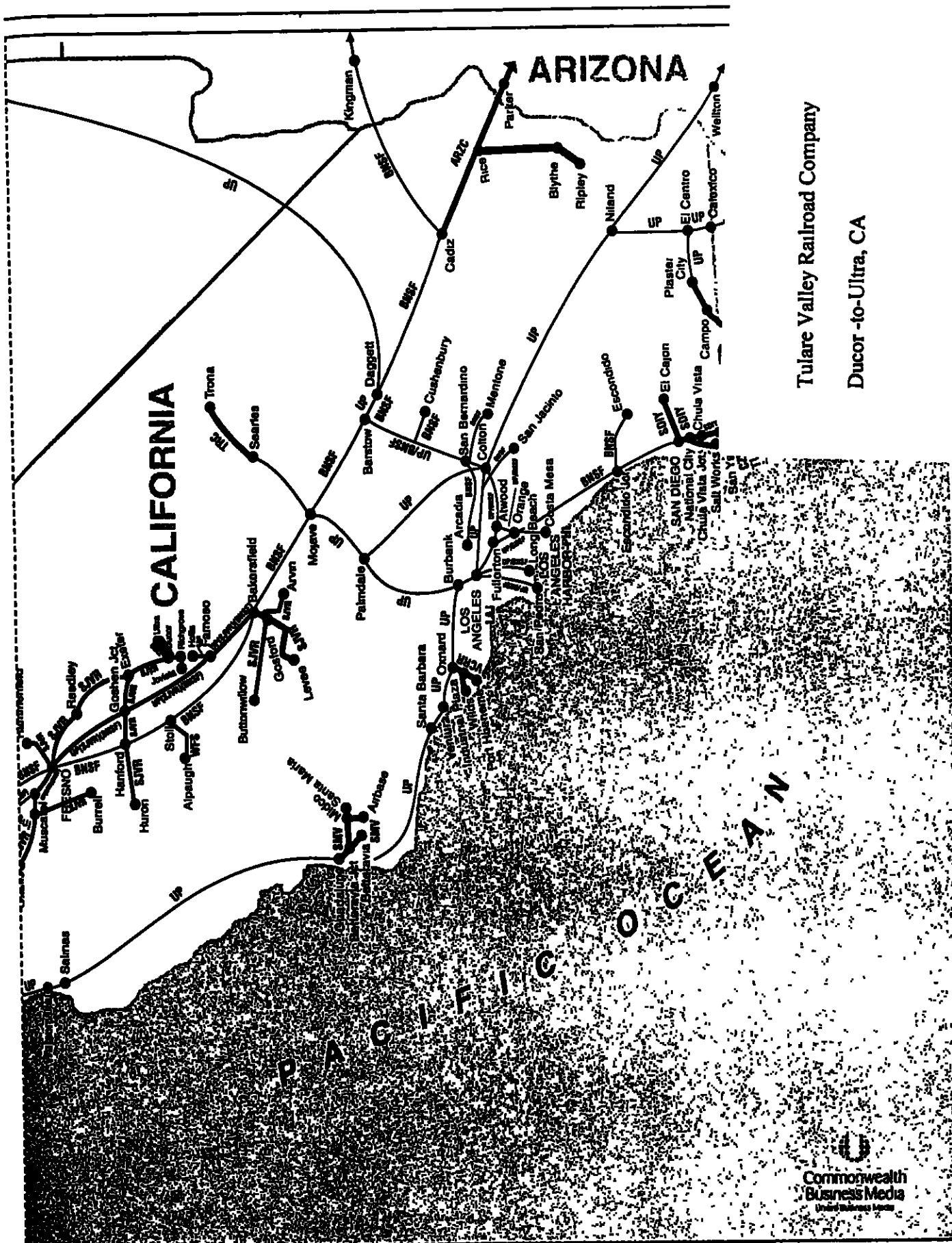
I, Kern W. Schumacher, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing verified notice of exemption and that its assertions are true and correct to the best of my knowledge, information, and belief. I further declare that I am qualified and authorized to submit this verification. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable by 18 U S C 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U S C. 1621, which provides for fines up to \$2,000 or imprisonment of up to five years for each offense.

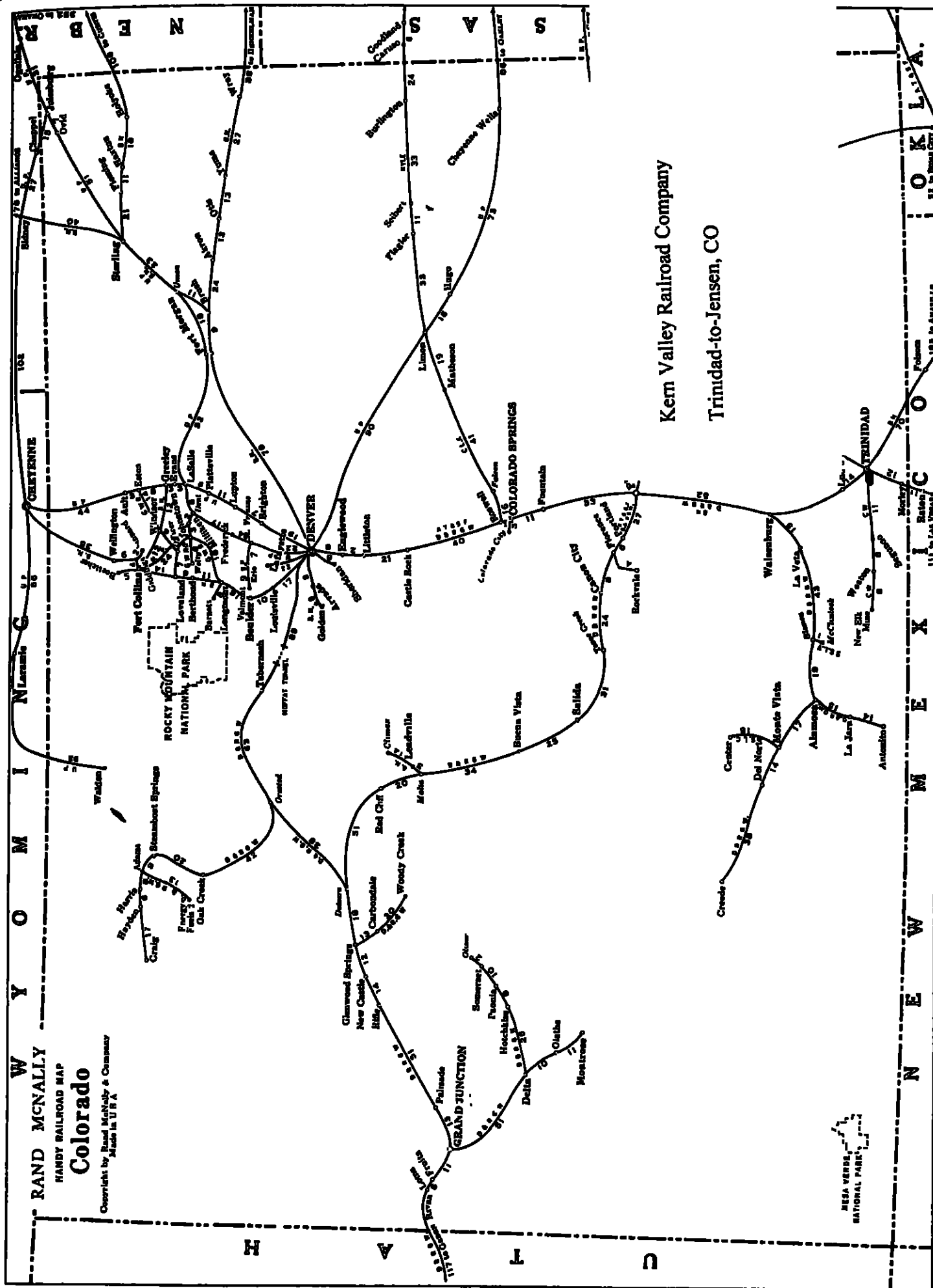
Dated at Salt Lake City, UT this 10th day of July 2008.

A handwritten signature in black ink, consisting of several overlapping, stylized loops and a long horizontal stroke extending to the right.

Kern W. Schumacher

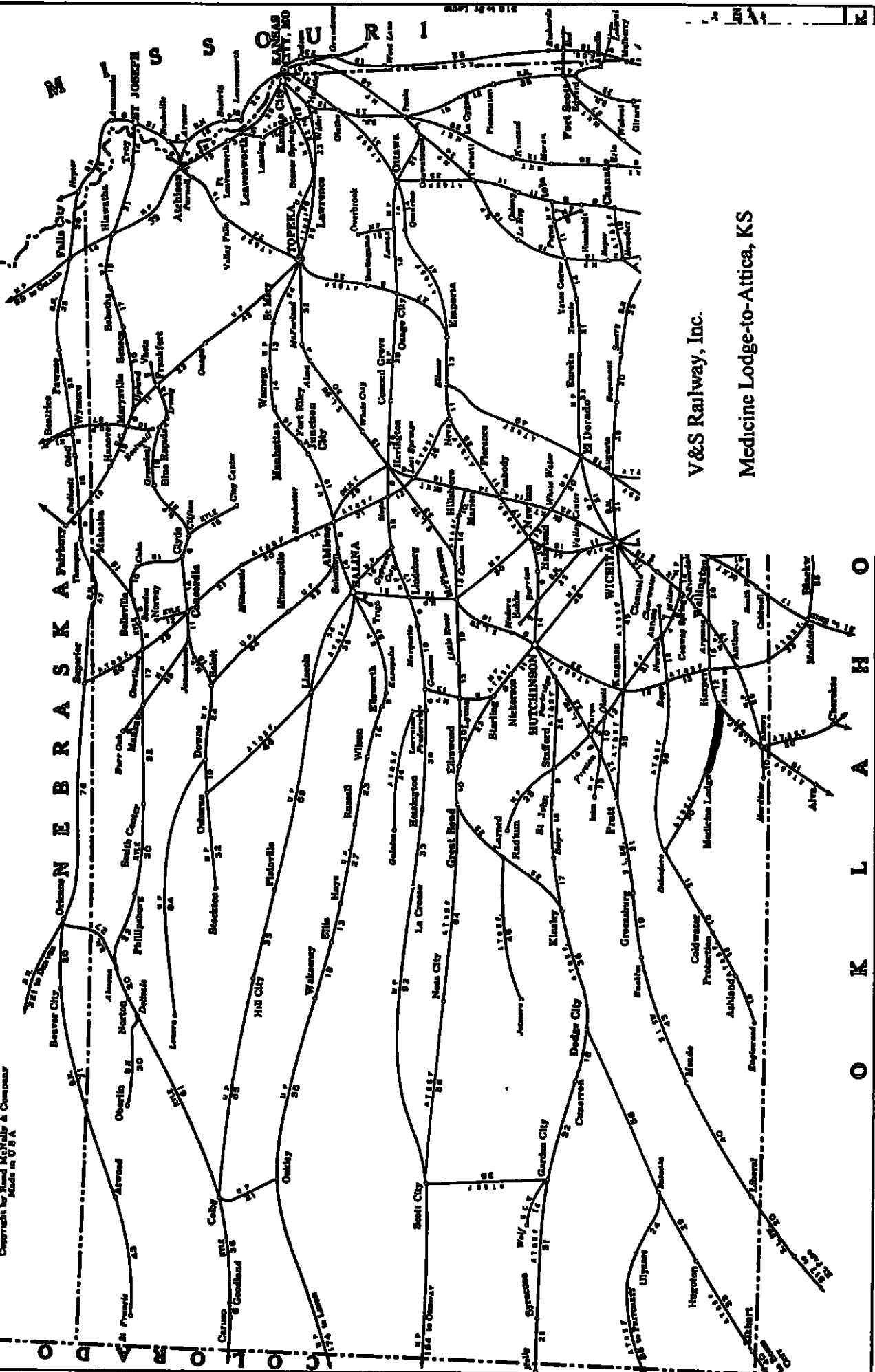
EXHIBIT A



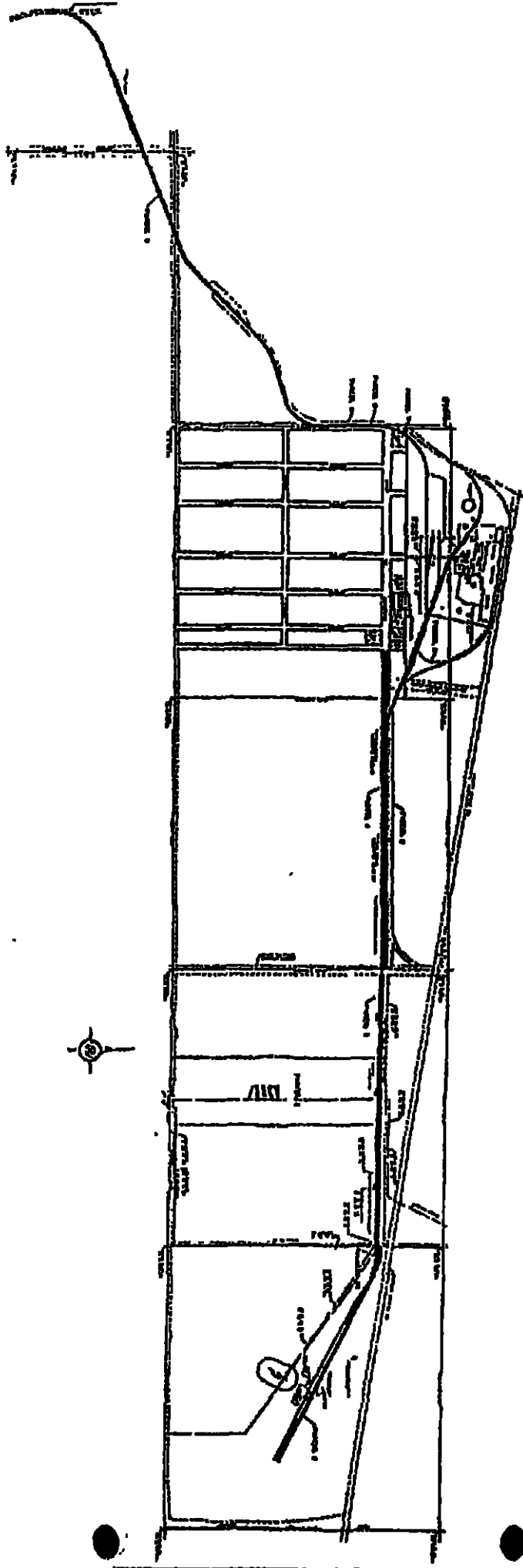


RAND McNALLY
HANDY RAILROAD MAP
Kansas

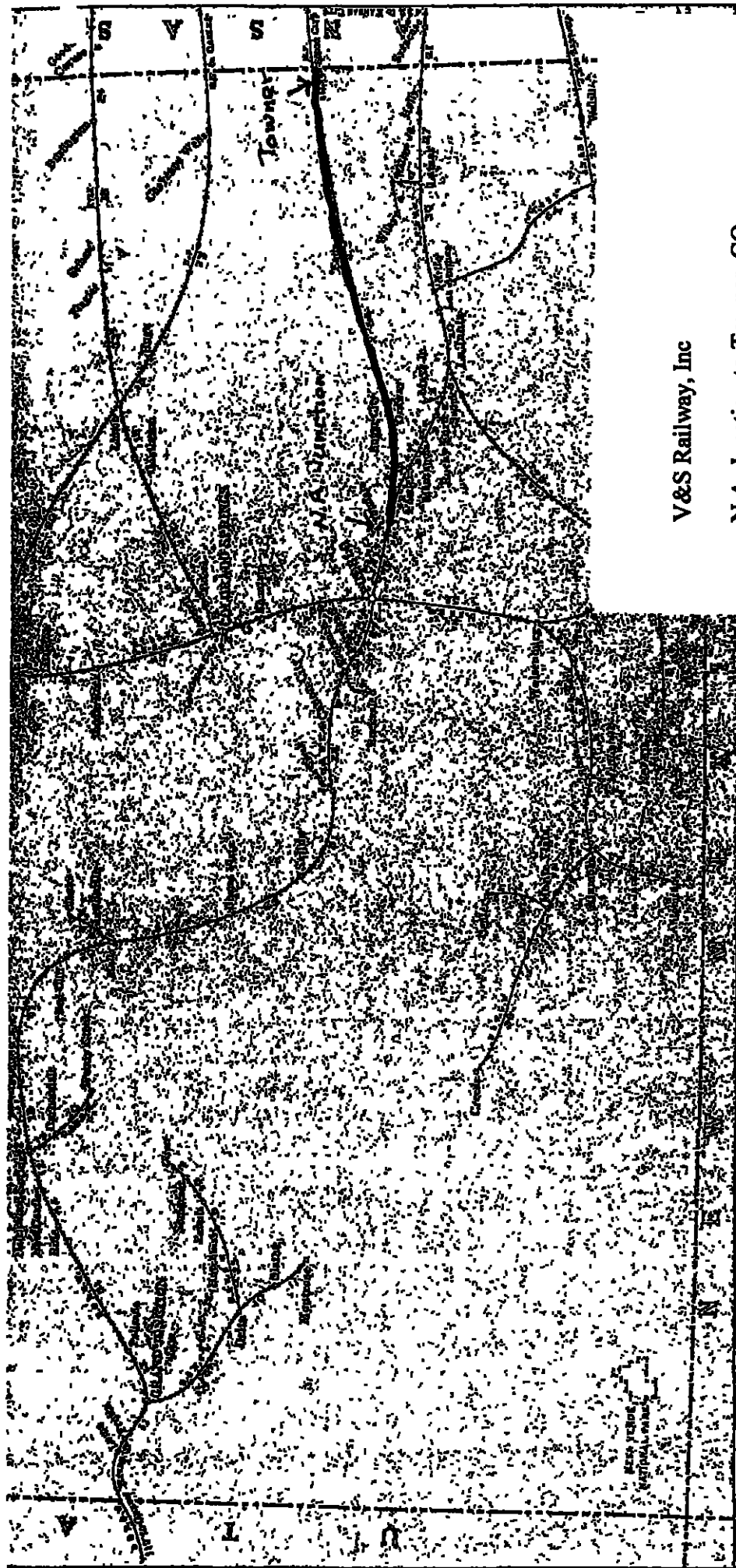
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V&S Railway, Inc.
 Medicine Lodge-to-Attica, KS



V&S Railway, Inc
Hutchinson, KS



V&S Railway, Inc

N.A. Junction-to-Towner, CO

RAND McNALLY

HANDY RAILROAD MAP

Louisiana

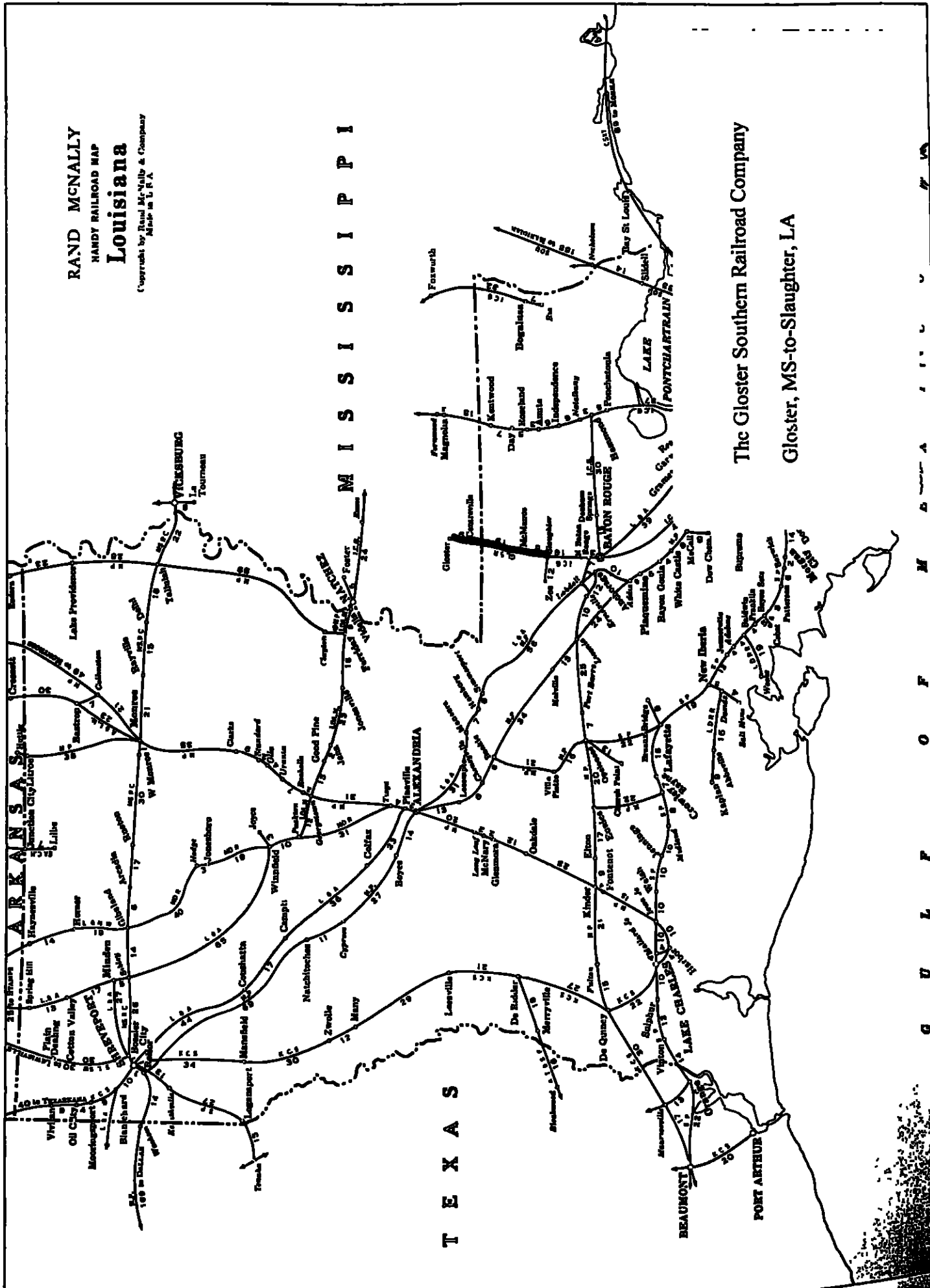
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M I S S I S S I P P I

The Gloster Southern Railroad Company

Gloster, MS-to-Slaughter, LA

T E X A S



CERTIFICATE OF SERVICE

I hereby certify that I this day have served the foregoing Verified Notice of Exemption upon the U.S Secretary of Transportation, the Attorney General of the United States, the Federal Trade Commission and on the Governor, Public Service Commission and Department of Transportation of the States of Mississippi and Louisiana by mailing copies to them by first-class mail with postage prepaid

Dated at Washington, DC., this 11th day of July 2008


Fritz R. Kahn