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ENTERED
Office of Proceedings
July 3, 2018
Part of
Public Record

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July 2, 2018

VIA FEDEX

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Re: **ATLANTIC AND WESTERN RAILWAY, LIMITED PARTNERSHIP**
- ACQUISITION AND OPERATION EXEMPTION -
CSX TRANSPORTATION, INC.
STB Docket No. FD 36205

Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of a Notice of Exemption of Atlantic and Western Railway, Limited Partnership ("ATW"). Also enclosed is our check in the amount of \$2,000 representing the filing fee for this Notice.

Please time stamp the extra copy of the Notice to indicate receipt, and return it to me in the stamped, self-addressed envelope provided for your convenience.



FILED
JULY 3, 2018
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
JULY 3, 2018
SURFACE
TRANSPORTATION BOARD

Cynthia T. Brown
July 2, 2018
Page 2

Please let me know if there are any questions regarding this filing. Thank you for your assistance.

Respectfully,

CLARK HILL PLC



Eric M. Hocky

EMH/e
Encls.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 36205



**ATLANTIC AND WESTERN RAILWAY, LIMITED PARTNERSHIP
- ACQUISITION AND OPERATION EXEMPTION -
CSX TRANSPORTATION, INC.**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902**

(includes color copies)

ERIC M. HOCKY
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ehocky@clarkhill.com

Dated: July 2, 2018

Attorneys for Atlantic and Western Railway,
Limited Partnership

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 36205



**ATLANTIC AND WESTERN RAILWAY, LIMITED PARTNERSHIP
- ACQUISITION AND OPERATION EXEMPTION –
CSX TRANSPORTATION, INC.**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902**

Atlantic and Western Railway, Limited Partnership (“ATW”), a Class III railroad, files this Notice of Exemption under 49 USC § 10902 to exempt from regulation, ATW’s acquisition from CSX Transportation, Inc. (“CSXT”), and the operation of, the line of railroad between milepost S 198.55 and milepost S 198.92 (the “Line”). The Line is located in Sanford, Lee County, North Carolina. A map of the Line is attached as Exhibit A.

Notice

In accordance with the requirements of 49 C.F.R. §1150.43, ATW hereby provides the following information:

- (a) The full name and address of Applicant are: Atlantic and Western Railway, Limited Partnership, 20 West Avenue, Darien, CT 06820.
- (b) The name, address and telephone number of the representative of ATW who should receive correspondence are: Eric M. Hocky, Clark Hill PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.
- (c) ATW and CSXT entered into a Purchase and Sale Agreement dated January 2, 2018.

(d) The full name and address of operator of the Line will be: Atlantic and Western Railway, Limited Partnership, 20 West Avenue, Darien, CT 06820.

(e) Brief Summary of the Proposed Transaction:

ATW is acquiring this line to align operations and ownership of tracks in this area where ATW and CSXT operations converge.

(1) The name and address of the railroad transferring the Line are: CSXT, 500 Water Street – J 180, Jacksonville, FL 32202.

(2) The acquisition is expected to close on or about August 3, 2018, after the effective date of this Notice of Exemption (thirty days after filing).

(3) The mileposts of the Line being acquired¹ are between milepost S 198.55 and milepost S 198.92.

(4) The total route miles to be acquired and operated are approximately 0.37 miles.

(f) Attached as Exhibit A to this Notice of Exemption is a map of the Line.

(g) ATW certifies that its projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier.

(h) ATW certifies that the acquisition does not impose or include an interchange commitment.

Labor Notice Certification

In addition to the information set forth above, ATW certifies that its total annual revenues after the transaction will not exceed \$5,000,000. Accordingly, no advanced notice to employees of CSXT is required under 49 C.F.R. §1150.42(e).

¹ ATW is also acquiring certain additional excepted tracks that are not subject to the Board's jurisdiction.

Labor Protection

ATW is a Class III carrier, and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subjected to labor protection conditions.

Environmental and Historic Reports

This is an acquisition of a rail line for continued rail operations that will not result in changes in carrier operations that will exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5). Further Board approval is required for ATW to discontinue or abandon service, or to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older. Accordingly, no environmental or historic documentation is required. *See* 49 C.F.R. §1105.6(c)(1); 49 C.F.R. §1105.8(b)(1).

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.44.

Conclusion

Accordingly, ATW requests that the Board issue a notice permitting the transaction to close at any time after the later of thirty days from the filing of this notice of exemption.

Respectfully submitted,



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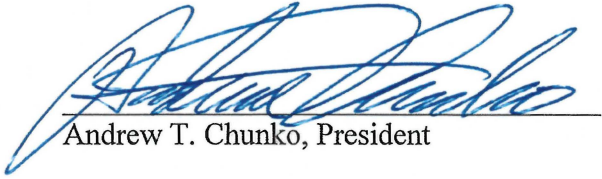
Attorneys for Atlantic and Western Railway,
Limited Partnership

Dated: July 2, 2018

VERIFICATION

I hereby verify on behalf of Atlantic and Western Railway, Limited Partnership, under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verification.

Executed on July 2, 2018.



Andrew T. Chunko, President

EXHIBIT A

MAP

Exhibit A
Sanford, NC
(Not to Scale)
June 25, 2018

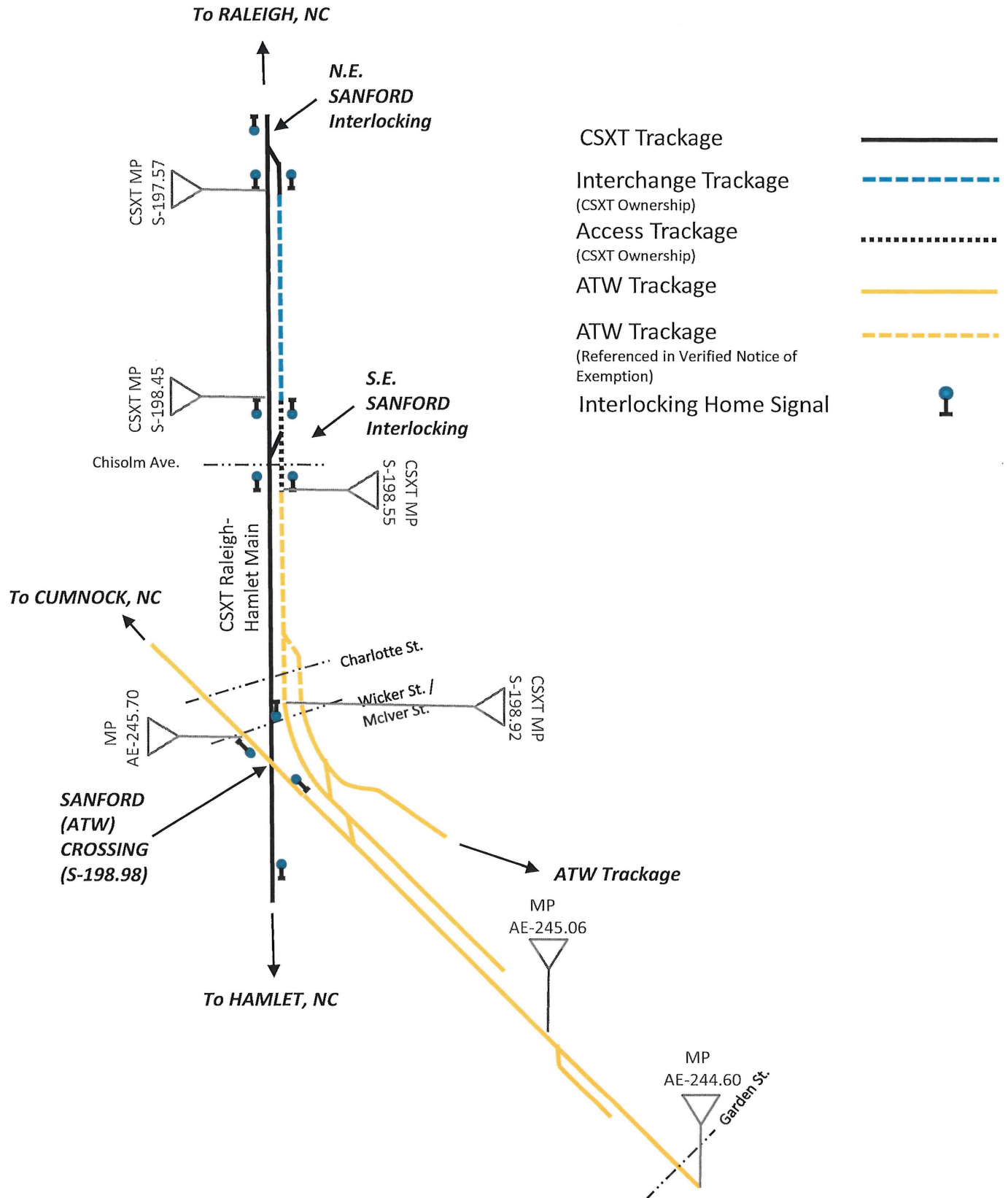


EXHIBIT B

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 32605

**ATLANTIC AND WESTERN RAILWAY, LIMITED PARTNERSHIP
- ACQUISITION AND OPERATION EXEMPTION –
CSX TRANSPORTATION, INC.**

Atlantic and Western Railway, Limited Partnership (“ATW”) has filed a Notice of Exemption to exempt its acquisition from CSX Transportation, Inc. (“CSXT”), and the operation of, the line of railroad between milepost S 198.55 and milepost S 198.92 (the “Line”), a total of approximately 0.37 miles. The Line is located in Lee County, North Carolina. The current owner of the Line is CSX Transportation, Inc.

Comments must be filed with the Board and served on ATW’s representative, Eric M. Hocky, Esquire, Clark Hill PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

The Notice 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 the transaction.