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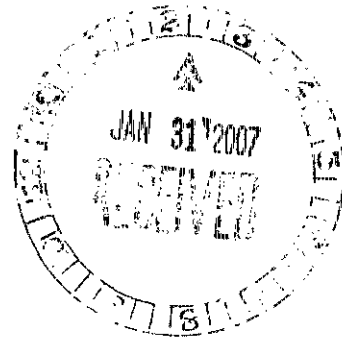
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January 31, 2007

Via HAND DELIVERY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

ENTERED
Office of Proceedings
JAN 31 2007
Part of
Public Record



**RE: Finance Docket No. 34990, Moscow Camden and San Augustine
Railroad LLC – Acquisition and Operation Exemption – Assets of
Moscow, Camden & San Augustine Railroad**

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original plus ten copies of a Notice of Exemption. We have enclosed a check for the filing fee in the amount of \$1,500. A copy of the draft Federal Register Notice is attached on compact disc.

I would appreciate it if you would date-stamp the additional copy of the filing provided and return it to the messenger for our files. I appreciate your attention to this matter.

Sincerely,

David H. Coburn
Attorney for Moscow Camden and
San Augustine Railroad LLC

FILE RECEIVED

JAN 31 2007

BOARD OF
TRANSPORTATION

FILED
JAN 31 2007
SURFACE
TRANSPORTATION BOARD

Encls.

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34990



MOSCOW CAMDEN AND SAN AUGUSTINE RAILROAD LLC -- ACQUISITION AND
OPERATION EXEMPTION -- ASSETS OF MOSCOW, CAMDEN & SAN AUGUSTINE
RAILROAD

VERIFIED NOTICE OF EXEMPTION

ENTERED
Office of Proceedings
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RECEIVED
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SURFACE
TRANSPORTATION BOARD

David H. Coburn
Scott M. Mirelson
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202-429-8063

Attorneys for Moscow Camden and San
Augustine Railroad LLC

Dated: January 31, 2007

FILED
JAN 31 2007
SURFACE
TRANSPORTATION BOARD

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 34990

**MOSCOW CAMDEN AND SAN AUGUSTINE RAILROAD LLC -- ACQUISITION AND
OPERATION EXEMPTION -- ASSETS OF MOSCOW CAMDEN & SAN AUGUSTINE
RAILROAD**

VERIFIED NOTICE OF EXEMPTION

Pursuant to the regulations of this Board at 49 C.F.R. Section 1150.31 *et seq*, non-carrier Moscow Camden and San Augustine Railroad LLC ("MCSA") files this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 10901 with respect to the acquisition and operation of the assets of a Class III rail carrier, the Moscow, Camden & San Augustine Railroad. Applicants provide the following information as required by 49 C.F.R. § 1150.33.

§ 1150.33(a) -- The Full Name and Address of the Applicant:

Moscow Camden and San Augustine Railroad LLC
c/o Georgia-Pacific LLC
133 Peachtree Street, N.E.
Atlanta, Georgia 30303

§ 1150.33(b) -- The Name, Address and Telephone Number of the Representative of the Applicant Who Should Receive Correspondence:

David H. Coburn
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
(202) 429-8063

§ 1150.33 (c) -- A Statement That An Agreement Has Been Reached or Details About When An Agreement Will Be Reached:

Pursuant to an Agreement dated December 21, 2006 between International Paper Company ("International Paper"), Georgia-Pacific Corporation (since reorganized as Georgia-Pacific LLC), Georgia-Pacific Wood Products South LLC ("Georgia-Pacific South"), and Georgia-Pacific Holdings LLC, Georgia-Pacific South agreed to purchase International Paper's integrated plywood plant and lumber mill complex at Camden, Texas. The assets agreed to be purchased include all of the assets of the Moscow, Camden & San Augustine Railroad, a Class III railroad wholly owned by International Paper that serves the Camden plant. The Board approved International Paper's control of the Moscow, Camden & San Augustine Railroad in Finance Docket No. 33890, *The International Paper Company -- Acquisition of Control Exemption -- Moscow, Camden & San Augustine Railroad and Angelina & Neches River Railroad Company* (STB served July 6, 2000). Koch Industries, Inc., the ultimate parent of Georgia-Pacific LLC, is concurrently filing with the Board a notice of exemption to control the MCSA once it becomes a railroad and to continue in control of three other railroads. Finance Docket No. 34991, *Koch Industries, Inc. - Continuance in Control Exemption -- Moscow Camden and San Augustine Railroad LLC*.

§ 1150.33 (d) -- The Operator of the Property:

MCSA will operate the property.

§ 1150.33 (e) -- A Brief Summary of the Proposed Transaction:

As part of its December 21, 2006 Agreement with International Paper, Georgia-Pacific South agreed to purchase the assets of the Moscow, Camden & San Augustine Railroad. This is a 6.9 mile long short line connecting the current International Paper complex at Camden, Texas with a line of the Union Pacific Railroad at Moscow, Texas. It contains no branch lines. Prior to the closing of the transaction, Georgia-Pacific South will assign its right to acquire the assets that constitute the rail line to MCSA, which is currently expected to be formed as a Delaware limited liability company and which will acquire the railroad-related assets at closing.

The name and address of the railroad transferring the subject property is as follows:

Moscow, Camden & San Augustine Railroad
FM Route 62
P.O. Box 128
Camden, TX 75934

The transaction will close upon or after the effectiveness of this exemption, i.e. no earlier than March 2, 2007.

§ 1150.33 (f) -- A Map that Clearly Indicates the Area to be Served, including Origins, Termini, Stations, Cities, Counties, and States:

A map is attached as Exhibit A.

§ 1150.33 (g) -- A Certificate that Applicant's Projected Revenues do not Exceed Those that Would Qualify it as a Class III Carrier:

The required certification is attached as Exhibit B.

Since MCSA's projected annual revenues do not exceed five million dollars (\$5,000,000), MCSA was not required to comply with the requirements of 49 C.F.R. § 1150.32(e) regarding notice to employees.

A caption summary following the format of 49 C.F.R. § 1150.34 is attached.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David H. Coburn", with a stylized flourish at the end.

David H. Coburn

Scott M. Mirelson

STEPTOE & JOHNSON LLP

1330 Connecticut Avenue, NW

Washington, DC 20036

202-429-8063

Attorneys for Moscow Camden and San
Augustine Railroad LLC

January 31, 2007

VERIFICATION

I, Steven J. Feilmeier, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Notice of Exemption.

Executed on January 29, 2007.

KOCH INDUSTRIES, INC.

By: Steven J. Feilmeier
Name: Steven J. Feilmeier ALWS
Title: Executive Vice President

EXHIBIT A

MAP

MOSCOW, CAMDEN & SAN AUGUSTINE RAILROAD

Exhibit A

0009

Lufkin, Texas

POLK COUNTY

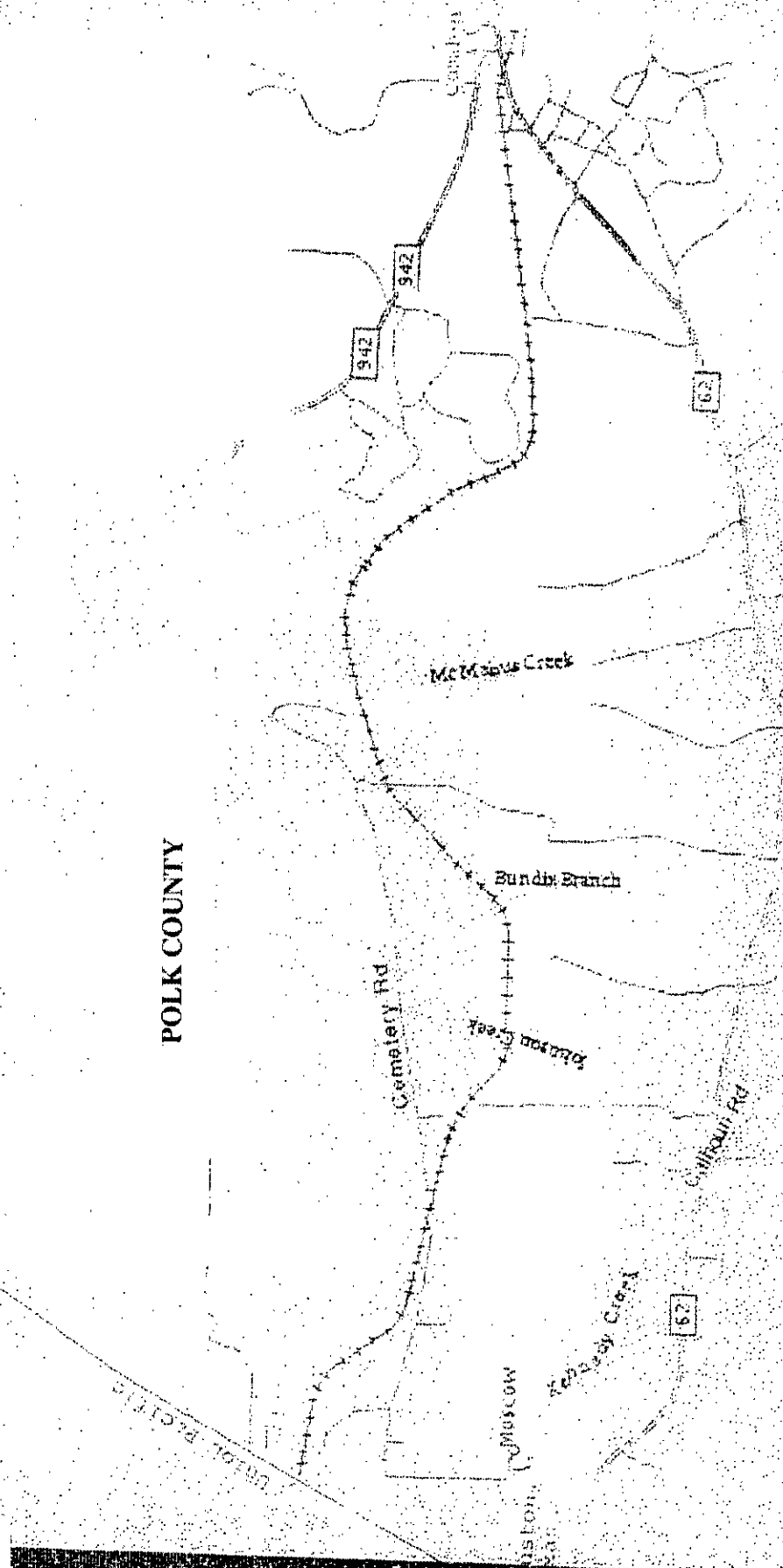
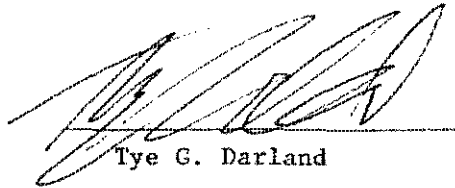


EXHIBIT B

CERTIFICATE REGARDING REVENUE

In accordance with 49 C.F.R. § 1150.33(g), I hereby certify that the projected aggregate revenues for Moscow Camden and San Augustine Railroad LLC will not exceed those that would qualify it as a Class III rail carrier. I also certify that MCSA's projected annual revenues will not exceed five million dollars (\$5,000,000).

A handwritten signature in black ink, appearing to read 'Tye G. Darland', is written over a horizontal line.

Tye G. Darland

2/2/00

Senior Vice President

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34990

MOSCOW CAMDEN AND SAN AUGUSTINE RAILROAD LLC

- EXEMPTION ACQUISITION AND OPERATION -

ASSETS OF MOSCOW, CAMDEN & SAN AUGUSTINE RAILROAD

Moscow Camden and San Augustine Railroad LLC ("MCSA") has filed a notice of exemption to acquire and operate the assets of the 6.9 mile Moscow, Camden & San Augustine Railroad line which runs between an integrated plywood plant and lumber mill complex at Camden, Texas and a Union Pacific Railroad line at Moscow, Texas.

Comments must be filed with the Board and served on David H. Coburn, Steptoe & Johnson LLP, 1330 Connecticut Avenue, NW, Washington, DC 20036 (202)-429-8063.

This transaction is related to Finance Docket No. 34991, *Koch Industries, Inc. – Continuance in Control Exemption – Moscow Camden and San Augustine Railroad LLC*, wherein Koch Industries, Inc., the ultimate parent of MCSA, has concurrently filed a verified notice to control MCSA upon its becoming a Class III rail carrier and to continue in control of three other Class III carriers.

This notice is filed under 49 CFR 1150.31. 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.