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Office of Chief Counsel
September 4, 2025
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Public Record

September 3, 2025

BY E-FILING

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Re: ***Georgiana & Andalusia Railroad, LLC—Change in Operator Exemption—Rail
Line in Butler, Conecuh, and Covington Counties, Alabama (Docket No. FD
36879)***

Dear Sir/Madam:

Attached for filing in the above-referenced docket, FD 36879, is a Verified Notice of Exemption for a Change in Operator pursuant to 49 C.F.R. §§ 1150.31–1150.34. The filing fee of \$2,500 required under 49 C.F.R. § 1002.2(f)(11)(ii) has been paid through pay.gov.

This Verified Notice is related to the Verified Notice of Exemption for Continuance in Control pursuant to 49 C.F.R. § 1180.2(d)(2) concurrently filed in Docket No. FD 36880.

Please feel free to contact me if you have any questions.

Sincerely,

/s/ Theodore L. Hunt

Theodore L. Hunt

Counsel for Georgiana & Andalusia Railroad, LLC

Enclosure

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36879

GEORGIANA & ANDALUSIA RAILROAD, LLC
—CHANGE IN OPERATOR EXEMPTION—
RAIL LINE IN BUTLER, CONECUH, AND COVINGTON COUNTIES, ALABAMA

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. §§ 1150.31–1150.34**

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September 3, 2025

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36879

GEORGIANA & ANDALUSIA RAILROAD, LLC
—CHANGE IN OPERATOR EXEMPTION—
RAIL LINE IN BUTLER, CONECUH, AND COVINGTON COUNTIES, ALABAMA

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. §§ 1150.31–1150.34**

Georgiana & Andalusia Railroad, LLC (“GAR”), a noncarrier, files this Verified Notice of Exemption, pursuant to 49 C.F.R. §§ 1150.31–1150.34, to permit it to replace Three Notch Railway, L.L.C. (“TNHR”) as the operator on an approximately 36-mile rail line in Southern Alabama. Pursuant to this Verified Notice, GAR will (1) acquire from TNHR the track and rail-related improvements on approximately 33 miles of railroad line extending between TNHR’s present interchange point with CSX Transportation, Inc. (“CSXT”) at Georgiana, Alabama (approximately right-of-way station 22+57) and approximately milepost 581.3 in Andalusia, Alabama (the “Georgiana Line”); (2) assume TNHR’s lease from CSXT (which lease will be amended and restated) of the real property underlying the Georgiana Line; and (3) assume TNHR’s lease from Andalusia & Conecuh Railroad Company (“A&C”) of approximately 2.64 miles of rail line in Andalusia extending between its connection with the Georgiana Line (approximately milepost S428+2986 feet) and approximately milepost S425+4905 feet (the “Andalusia Line” and, together with the Georgiana Line, “the Line”). As a result of this

transaction, GAR will replace TNHR as operator and assume the common carrier obligation on the Line.

TNHR received authority to become the operator of the Line in 2011 pursuant to a notice of exemption filed with the Board.¹ However, the condition of the track deteriorated over time, and no rail service has been provided to shippers on the Line since November of 2024. Upon the effective date of this Notice, GAR intends to upgrade the track and restore rail service to multiple shippers on the Line.²

In support of this Verified Notice of Exemption, GAR submits, with the consent of TNHR, the following information as required by 49 C.F.R. § 1150.33:

¹ *Three Notch Railway, L.L.C.—Acquisition and Operation Exemption—Three Notch Railroad Co., Inc.*, FD 35488 (STB served Apr. 22, 2011). GAR notes that the notice of exemption filed on April 8, 2011 in FD 35488 (“2011 Notice”) indicates that the total length of the Line is approximately 34 miles. See 2011 Notice at 5. In fact, however, the total length of the Line is approximately 36 miles (including both the approximately 33-mile Georgiana Line and the approximately 2.64-mile Andalusia Line).

In addition, the 2011 Notice implies that the Georgiana Line connects with the Andalusia Line at milepost 581.3 (using the Georgiana Line milepost numbers). See *id.* However, GAR’s review of available maps and information has revealed that the Georgiana Line connects with the Andalusia Line at approximately milepost 580.7 and that a short segment of the Georgiana Line extends east to approximately milepost 581.3, past the connection point. The 2011 Notice also identifies the beginning and ending milepost numbers for the Andalusia Line as S428+4706 feet and S425+5170 feet (using the Andalusia Line milepost numbers). However, GAR understands that the Andalusia Line was previously re-surveyed and that the updated milepost numbers are S428+2986 and S425+4905, respectively. These updated numbers are the milepost numbers used in the current lease between TNHR and A&C for the Andalusia Line (“A&C Lease”), which will be assigned to GAR. A map from the A&C Lease depicting the Andalusia Line with the updated milepost numbers is included in Exhibit 1 to this Notice.

Lastly, GAR notes that the 2011 Notice referred to Three Notch Railway, L.L.C. as “TNRW,” and the previous operator, Three Notch Railroad Co., Inc., as “TNHR.” In order to maintain consistency with its transactional documentation, GAR uses “TNHR” herein to refer to the current operator, Three Notch Railway, L.L.C.

² This Notice is related to the verified notice of exemption filed in FD 36880 in which Macquarie Infrastructure Partners V GP, LLC, Macquarie Infrastructure Partners V fund vehicle, MIP V Rail, LLC, Pinsly Holdco, LLC, and Pinsly Railroad Company, LLC are seeking authority to continue in control of GAR upon its becoming a carrier.

1150.33(a) *Full Name and Address of Applicant*

Georgiana & Andalusia Railroad, LLC
245 Riverside Ave., Suite 250
Jacksonville, FL 32202

1150.33(b) *Applicant's Representative*

Theodore L. Hunt
Dentons US LLP
1900 K Street, NW
Washington, DC 20006
(202) 408-6380
theodore.hunt@dentons.com

1150.33(c) *Statement Concerning Agreement*

GAR has agreed in principle with TNHR, CSXT, and A&C on the proposed transaction, and the parties intend to execute formal agreements, under which GAR will become the common carrier operator of the Line, as soon as possible. As part of the proposed transaction, TNHR agrees to GAR's assumption of the common carrier obligation.

1150.33(d) *Operator of the Property*

GAR will be the operator of the Line.

1150.33(e) *Summary of the Transaction*

Under the proposed transaction, GAR, currently a non-carrier, will become the operator of the Line in place of TNHR, thereby assuming the common carrier obligation and becoming a Class III rail carrier. This change in operator on the Line will be accomplished by GAR (1) purchasing from TNHR the track and rail-related improvements on the Georgiana Line; (2) assuming by assignment TNHR's lease from CSXT, which will be amended and restated, of the

land underlying the Georgiana Line;³ and (3) assuming by assignment TNHR's lease of the Andalusia Line from A&C.

1150.33(e)(1) *Name and address of railroad transferring the subject property*

Three Notch Railway, L.L.C.
812 North Main Street
Enterprise, AL 36330

1150.33(e)(2) *Proposed time schedule for consummation of the transaction*

GAR intends to consummate the proposed change in operator transaction on or by October 15, 2025, or as soon as practicable after the effective date of this Notice and the related Verified Notice of Exemption filed in *Macquarie Infrastructure Partners V GP, LLC, et al.—Continuance in Control Exemption—Georgiana & Andalusia Railroad, LLC*, FD 36880.

1150.33(e)(3) *Mileposts of the subject property*

As noted above, the Line consists of two segments, the Georgiana Line and the Andalusia Line. The Georgiana Line extends between TNHR's present connection and interchange point with CSXT at approximately right-of-way station 22+57 (near approximately milepost 547.5), in Georgiana, Alabama and its connection with the Andalusia Line at approximately milepost 580.7, in Andalusia, Alabama (with a short segment extending east to approximately milepost 581.3). The Andalusia Line extends between approximately milepost S428+2986 feet (where it connects

³ CSXT, TNHR, and GAR have agreed that TNHR may sell the track and rail-related improvements on the Georgiana Line directly to GAR. CSXT has consented to the assignment of the lease for the land underlying the Georgiana Line from TNHR to GAR. GAR intends to enter into an agreement with CSXT that will amend and restate the lease, immediately upon GAR's acquisition of the track and rail-related improvements from TNHR. All of these agreements will take effect simultaneously and prior to the expiration of TNHR's lease of the underlying land from CSXT in 2026, such that CSXT will not reacquire the assets nor the right or ability to provide common carrier service over the Line.

with the Georgiana Line, at approximately Georgiana Line milepost 580.7) and approximately milepost S425+4905, both in Andalusia. *See supra*, note 1.

1150.33(e)(4) *Total route miles being acquired (or leased)*

The Line consists of approximately 36 miles, of which approximately 33 are on the Georgiana Line and approximately 2.64 are on the Andalusia Line.

1150.33(f) *Map*

Maps showing the Line, its interchange point with CSXT in Georgiana, and the surrounding area, are included in Exhibit 1 to this Notice. Exhibit 1 also includes a map of the Andalusia Line from the A&C Lease, specifically showing the updated milepost numbers for the Andalusia Line referred to above. *See supra*, note 1.

1150.33(g) *Certification of Projected Revenues*

GAR hereby certifies that its projected annual revenues, after the change in operator transaction proposed herein, do not exceed those that would qualify it as a Class III rail carrier under 49 C.F.R. § 1201(1-1). GAR further certifies that its projected annual revenues will not exceed \$5 million and that the notice requirements of 49 C.F.R. § 1150.32(e) therefore do not apply to this transaction. A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit 2 to this Notice.

GAR further confirms, pursuant to 49 C.F.R. § 1150.32(b), that it has provided notice of this transaction to the shippers located on the Line:

Arclin (Andalusia, AL)
Shaw Industries Group, Inc. (Andalusia, AL)
Gulf States Cold Storage Co. (Andalusia, AL)
Rhombert Sersa USA Inc. (Georgiana, AL)

1150.33(h) *Interchange Commitments*

The proposed transaction does not involve any provision or agreement that may limit future interchange with a third-party connecting carrier.

1150.34 *Caption Summary*

A caption summary in an appropriate form is attached as Exhibit 3 to this Notice.

1105.6 *Environmental Review*

This proposed change in operator transaction is categorically excluded from environmental reporting requirements under 49 C.F.R. § 1105.6(c)(1), which provides that no environmental documentation will normally be prepared where a transaction will not result in “significant changes in carrier operations” that exceed the Board’s thresholds for environmental review in 49 C.F.R. § 1105.7(e)(4) or (5). The proposed transaction will not result in significant changes in carrier operations that exceed the thresholds set out in 49 C.F.R. § 1105.7(e)(4) and (5).⁴

1105.8 *Historic Preservation Review*

The proposed transaction is also excepted from historic preservation reporting requirements under 49 C.F.R. § 1105.8(b)(1). The proposed transaction is for the purpose of continued rail operations (changing operators and restoring service). Additional Board approval

⁴ The Board has not required environmental documentation for transactions where a new Class III carrier will restore rail service to a line and rail traffic is not projected to surpass the numeric (non-percentage-based) thresholds in 49 C.F.R. § 1105.7(e)(5) (an increase of at least 8 trains per day in Clean Air Act attainment areas or 3 trains per day in non-attainment areas). *See Missouri Cent.—Acquis. & Operation Exemption—Lines of Union Pac.*, 4 S.T.B. 391, 397 (1999) (“[I]t is inappropriate to apply a percentage increase to a base of zero.”), *aff’d sub nom. Lee’s Summit v. STB*, 231 F.3d 39 (D.C. Cir. 2000); *see also Oregon Independence R.R., LLC—Operation Exemption—in Polk Cty., Or.*, FD 36442 (STB served Oct. 7, 2020); *Rusk, Palestine & Pac. R.R., LLC—Operation Exemption—Tex. State R.R. Auth.*, FD 35669 (STB served Sept. 14, 2012).

would be required to abandon or discontinue service on the Line. Moreover, there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older.

* * *

For the foregoing reasons, GAR respectfully requests that the Board publish this Verified Notice of Exemption pursuant to 49 C.F.R. § 1150.32(b).

Respectfully submitted,

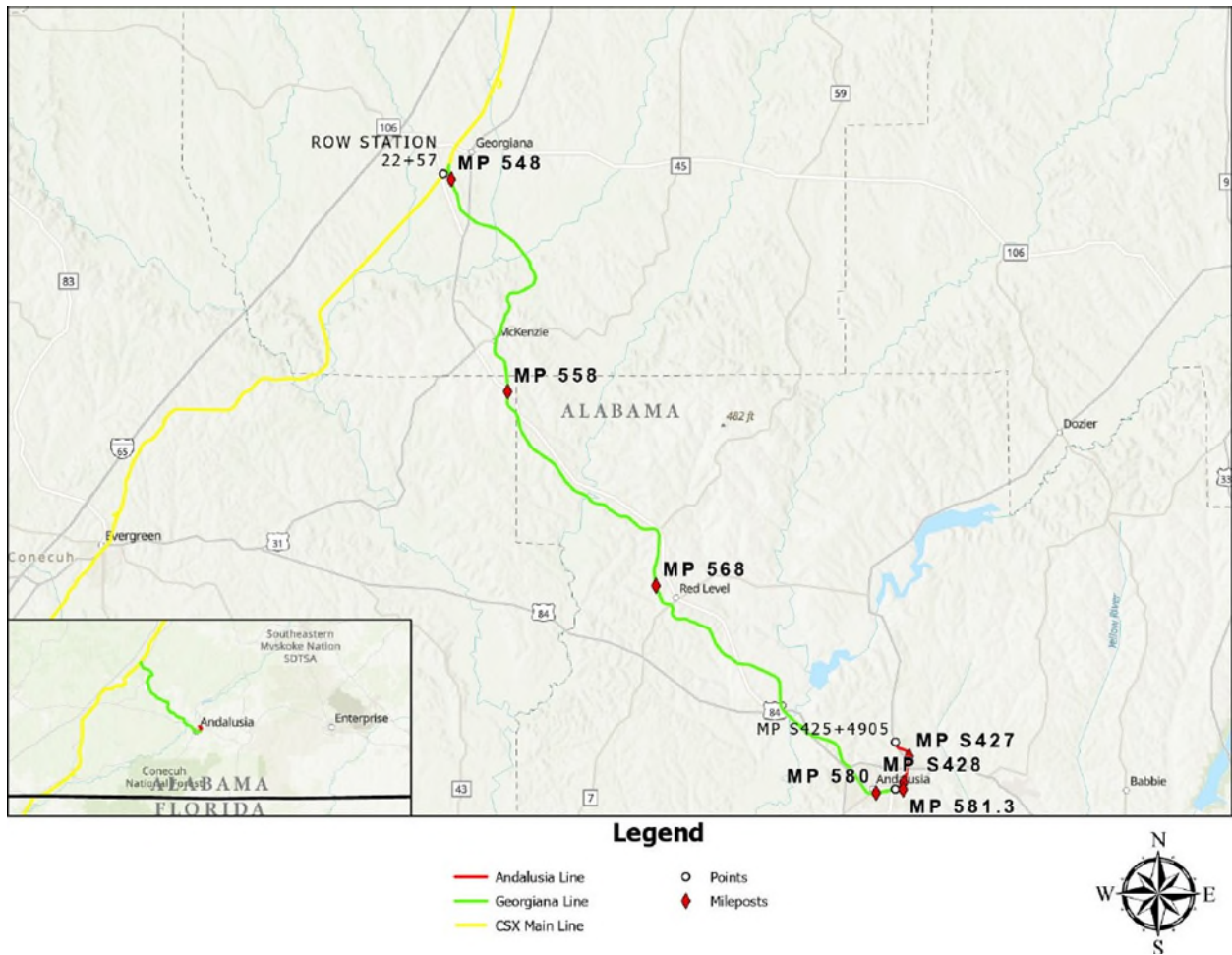
/s/ Theodore L. Hunt
Theodore L. Hunt
David A. Hirsh
James M. Guinivan
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(202) 408-6380
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Counsel for Georgiana & Andalusia Railroad, LLC

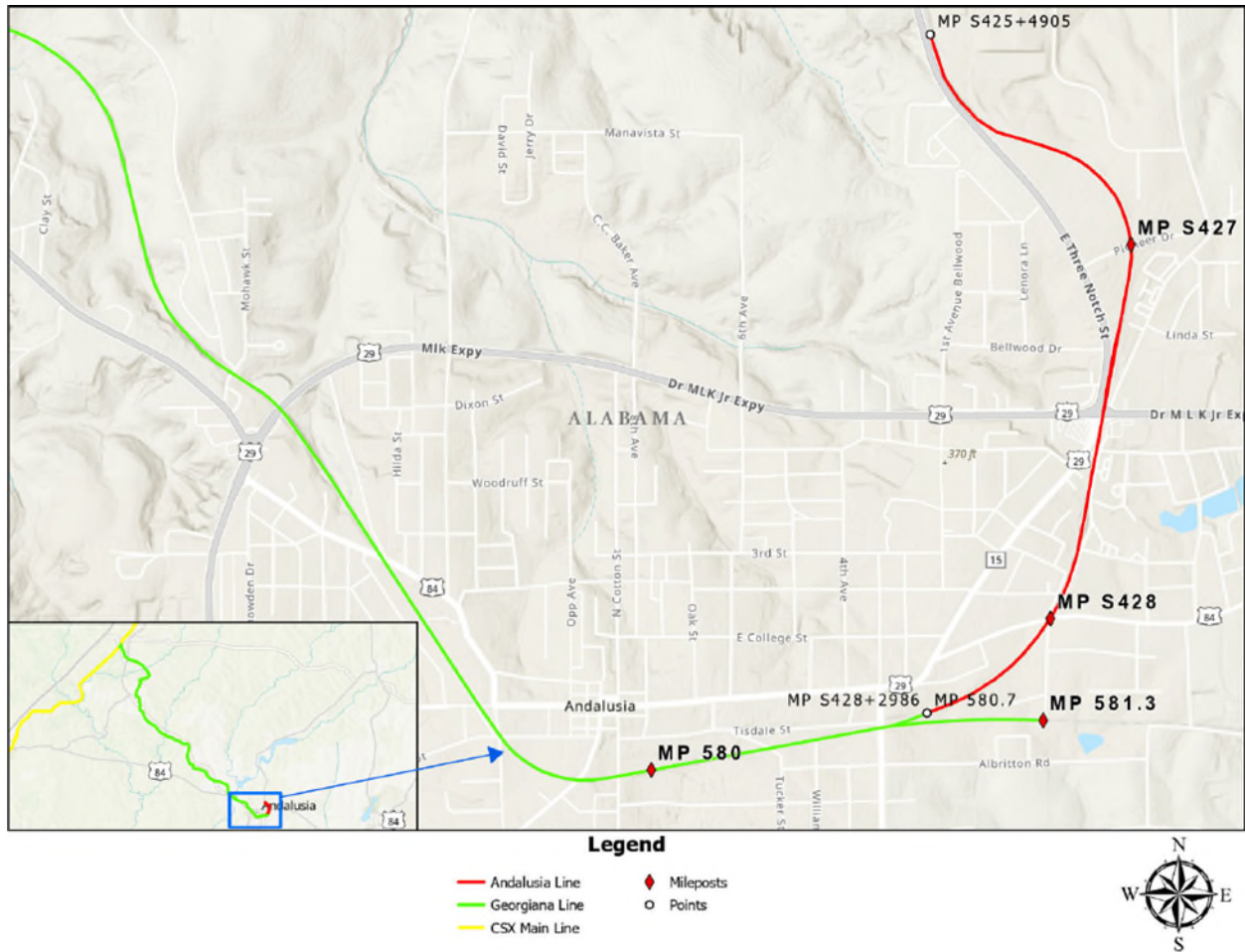
September 3, 2025

EXHIBIT 1

MAP OF THE LINE

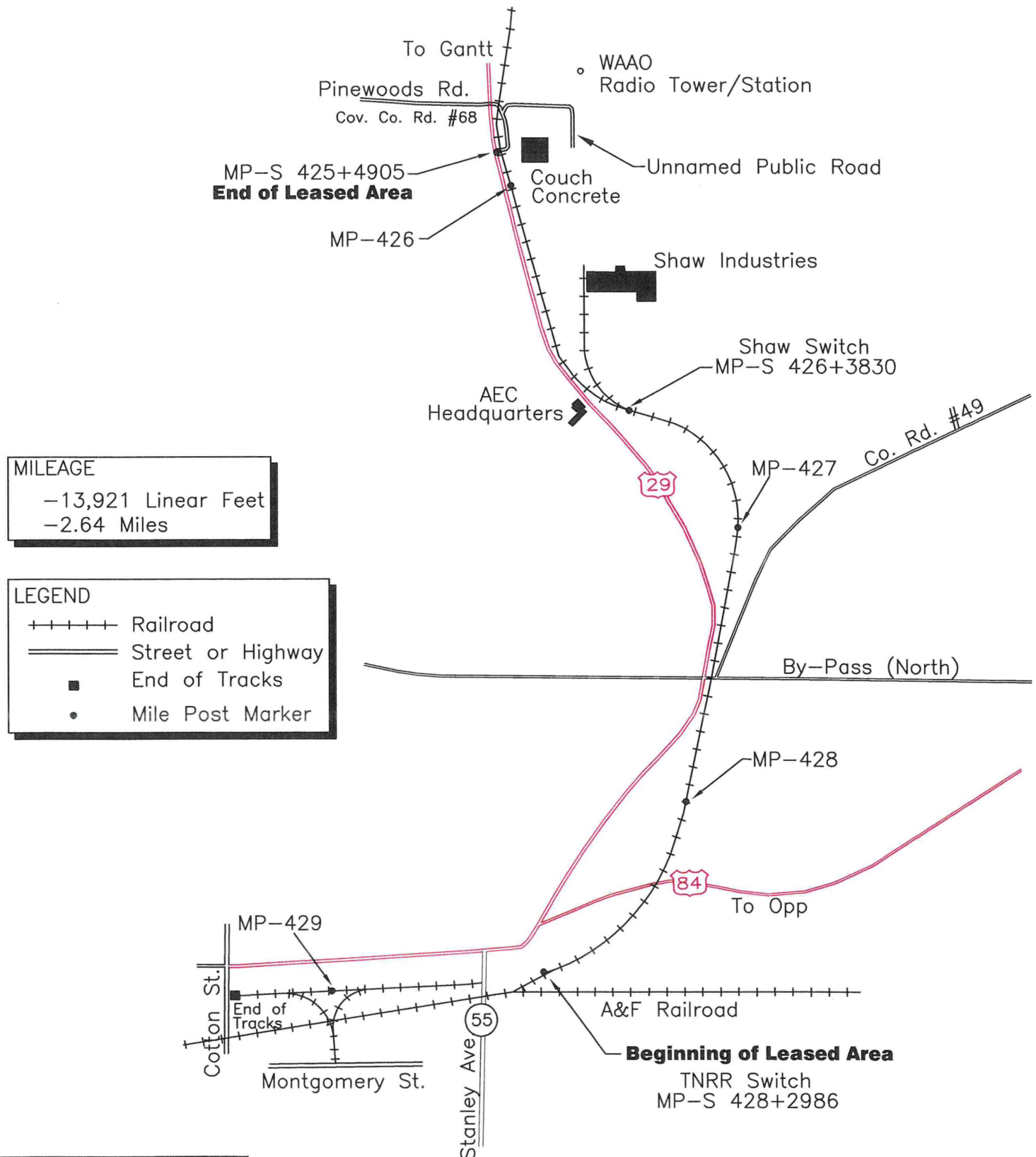


CLOSE-UP MAP OF ANDALUSIA LINE (Southeastern Segment of the Line)





Andalusia & Conecuh Railroad



Prepared by:
LAND MANAGEMENT DEPT.
11-12-01

Appendix A

EXHIBIT 2

CERTIFICATE OF COMPLIANCE

I, Ryan Ratledge, Chief Executive Officer of Georgiana & Andalusia Railroad, LLC (“GAR”), hereby certify that GAR’s projected annual revenues, after the change in operator transaction proposed herein, do not exceed those that would qualify it as a Class III rail carrier under 49 C.F.R. § 1201 (1-1). Following execution of the transaction, GAR will have revenues that will not exceed \$5 million annually.

Executed on September 2, 2025.



Ryan Ratledge
Chief Executive Officer
Georgiana & Andalusia Railroad, LLC

EXHIBIT 3

CAPTION SUMMARY

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36879

GEORGIANA & ANDALUSIA RAILROAD, LLC
—CHANGE IN OPERATOR EXEMPTION—
RAIL LINE IN BUTLER, CONECUH, AND COVINGTON COUNTIES, ALABAMA

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approximately milepost S425+4905 feet (the “Andalusia Line” and together with the Georgiana Line, “the Line”). As a result of this transaction, GAR will replace TNHR as operator and assume the common carrier obligation on the Line.

Comments must be filed with the Board and served on GAR’s representative, Theodore L. Hunt, Dentons US LLP, 1900 K Street, N.W., Washington, DC 20006 (theodore.hunt@dentons.com; 202-408-6380).

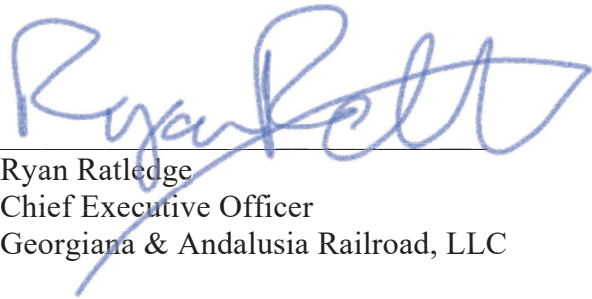
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This Notice is filed under 49 C.F.R. § 1150.31. If this Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

I, Ryan Ratledge, state that I am the Chief Executive Officer of Georgiana & Andalusia Railroad, LLC and that I am duly authorized to execute, verify, and file this Verified Notice of Exemption. I have knowledge of the matters contained herein, and the statements made herein are true and correct to the best of my knowledge, information, and belief.

Executed on September 2, 2025.



Ryan Ratledge
Chief Executive Officer
Georgiana & Andalusia Railroad, LLC