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March 22, 2018
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Karl Morell & Associates
440 1st Street, NW, Suite 440
Washington, DC 20001
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March 22, 2018

E-Filed

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Finance Docket No. 36173, Alabama & Tennessee River
Railway – Lease and Operation Exemption – HGS-ATN,
LLC

Finance Docket No. 36174, Fulton County Railway, LLC –
Lease and Operation Exemption – HGS-FCR, LLC

Dear Ms. Brown:

Attached please find the Verified Notices in each of these proceedings. Also enclosed is a check in the amount of \$4,000 to cover the two filing fees.

If you have any questions, please contact me.

Sincerely yours,



Karl Morell

Enclosures

FILED
March 22, 2018
SURFACE
TRANSPORTATION BOARD

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FEE RECEIVED
March 22, 2018
SURFACE
TRANSPORTATION BOARD



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36174

FULTON COUNTY RAILWAY, LLC
--LEASE AND OPERATION EXEMPTION--
HGS-FCR, LLC

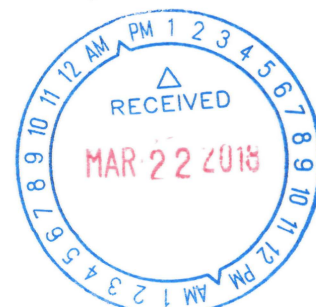
VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

KARL MORELL
Karl Morell and Associates
Suite 440
440 1st Street, N.W.
Washington, D.C. 20001
(202) 595-9045

Attorney for:

FULTON COUNTY RAILWAY, LLC

Dated: March 22, 2018



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36174

FULTON COUNTY RAILWAY, LLC
--LEASE AND OPERATION EXEMPTION--
HGS-FCR, LLC

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

Fulton County Railway, LLC ("FCR"), a Class III rail carrier, files this Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart E--Exempt Transactions Under 49 U.S.C. 10902, to permit FCR to lease from HGS-FCR, LLC ("HGS-FCR") and operate approximately 55 miles of rail lines located in Atlanta, Georgia.

In support of this Notice of Exemption, ATN submits the following information as required by 49 C.F.R. § 1150.43:

(a) Full name and address of applicant:

Fulton County Railway, LLC
252 Clayton Street
Fourth Floor
Denver, CO 80206

(b) Applicant's Representative:

Karl Morell
Karl Morell and Associates
Suite 440
440 1st Street, N.W.
Washington, DC 20001
(202) 595-9045

(c) Statement of Agreement:

FCR entered into an agreement with CSXT Transportation, Inc. ("CSX"), for the lease of the rail lines in 2004. *See* STB Finance Docket No. 34542, *Fulton County Railway, LLC – Lease and Operation Exemption -- CSX Transportation, Inc.* (not printed) served October 14, 2004. HGS-FCR will shortly enter into an agreement to acquire the rail lines from CSX. As part of that transaction, CSX will assign the lease of the rail lines by FCR to HGS-FCR.

(d) The operator of the property:

FCR will continue to be the operator of the leased lines.

(e) Summary of proposed transaction:

(1) The name and address of the company leasing the subject property:

HGS-FCR, LLC
252 Clayton Street, Fourth Floor
Denver, CO 80206

(2) The involved transaction is expected to be consummated on or shortly after the effective date of this Notice of Exemption.

(3) The 55 miles of rail lines that FCR will lease are located from: (1) Milepost ANO 855.06, V.S. 3+30, at Fulco Junction, westerly to Milepost ANO 858.72, V.S. 196+31; (2) Milepost ANO 858.72, V.S. 196+31 northeasterly to Milepost ANO 860.75, V.S. 304+70, at the northeast end of the line; and (3) V.S. 196+31 = V.S. 0+00 southwesterly to V.S. 208+94 at the southwest end of the line through the Fulco Industrial Park, including the track in the Fulco Yard and the appurtenant sidings, and industrial tracks.

- (4) The length of the rail lines being leased is approximately 55 miles.
- (f) A map of the rail lines being leased is attached as Exhibit A.
- (g) FCR hereby certifies that FCR's projected revenues as a result of this

transaction will not result in FCR becoming a Class II or Class I rail carrier. FCR further certifies that the projected annual revenue of FCR will exceed \$5 million. Consequently, the requirements of 49 C.F.R. § 1150.42(e) apply to this transaction. Because FCR has been the freight operator over the involved rail lines and because FCR's operations will not change as a result of this transaction, FCR is seeking a waiver of the requirements of Section 1150.42(e). Out of an abundance of caution, FCR has complied with the requirements of Section 1150.42(e) and has certified its compliance with the Board on March 19, 2018. A copy of FCR's letter is attached as Exhibit B.

A caption summary, as required by 49 C.F.R. § 1150.34, is attached.

ENVIRONMENTAL AND HISTORIC IMPACTS

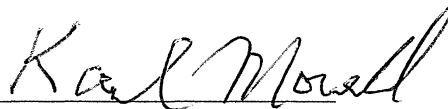
FCR is leasing the lines from HGS-FCR for continued rail operations. Further Board approval is required for FCR to discontinue any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

FCR's lease and operation of the rail lines will not result in significant changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of this line to motor carriage. This transaction will not result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the line; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent

of the average daily traffic or 50 vehicles a day. FCR's lease and operation of the rail lines will not affect a Class I or nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, the transportation of ozone depleting materials is not contemplated. Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Karl Morell", written over a horizontal line.

KARL MORELL

Karl Morell and Associates

Suite 440

440 1st Street, N.W.

Washington, DC 20001

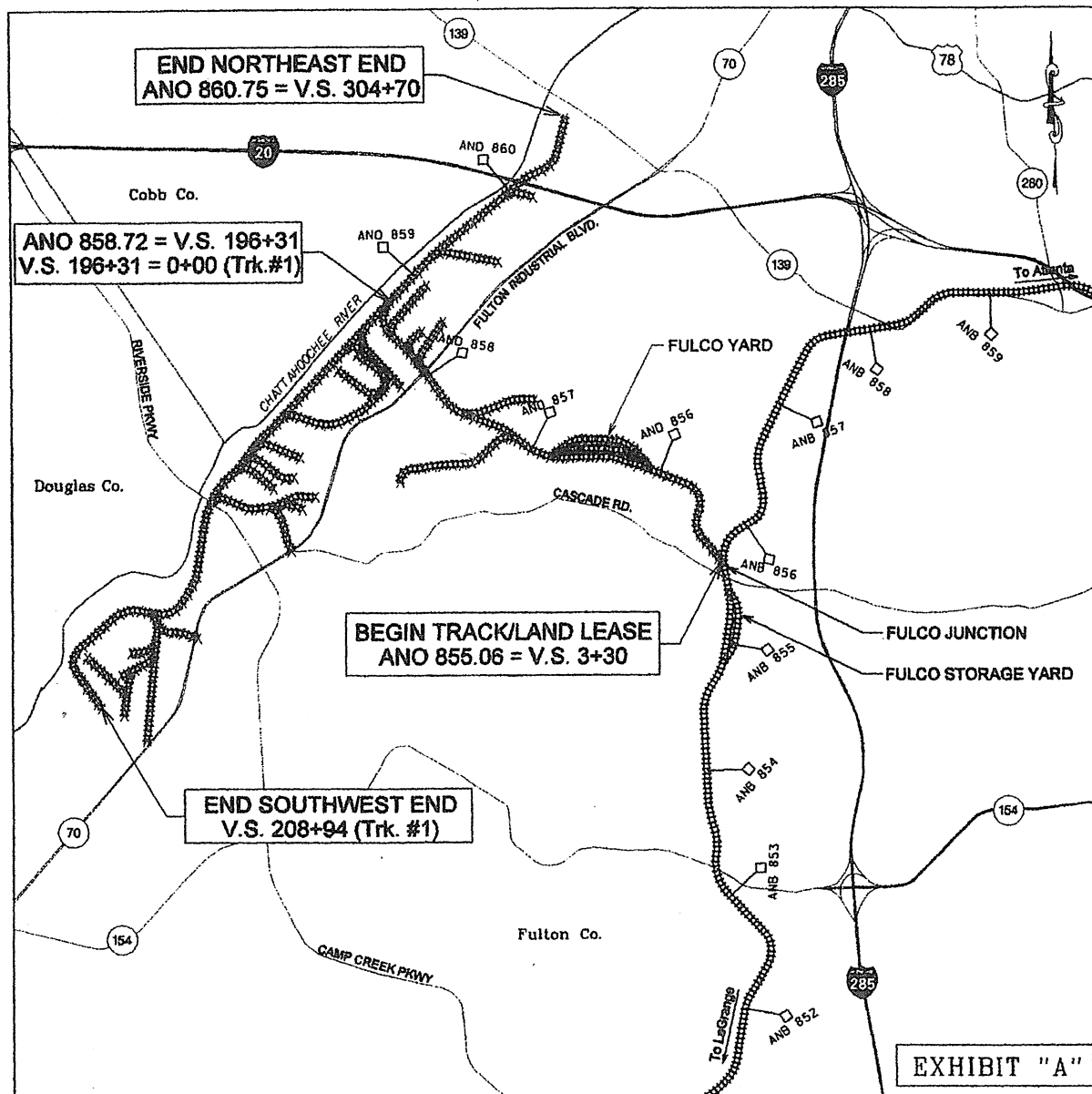
(202) 595-9045

Attorney for:

FULTON COUNTY RAILWAY, LLC.

Dated: March 22, 2018

EXHIBIT A



LEGEND

PROPOSED LEASE

284 Acres (+\-) and
55 Miles of Track (+\-)

SOUTHERN REGION

ATLANTA DIVISION

FULCO BRANCH

3319' NORTH OF ANB 855

330' NW. FROM P.S. w/"ANB" LINE

S:\P\GA15\GA121\121-0211\GA-121-0994800\FULCO COLOR EXHIBIT\FULCO.DGN

CSX TRANSPORTATION

PROPOSED LEASE OF FULCO BRANCH TO FULTON COUNTY RAILWAY L.L.C.

City: Atlanta
County: Fulton
State: GA
Fips: 13-121-0211
Site ID: GA-121-0994800

VAL: V8GA/17-A,B,C
GIS: 07031 - 07033
Scale: 1" = 1 Mile
Date: 9/15/04
Drawn By: LF

EXHIBIT B

Karl Morell & Associates
440 1st Street, NW, Suite 440
Washington, DC 20001
(202) 595-9045
karlm@karlmorell.com

March 19, 2018

E-Filed

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Finance Docket No. 36174, Fulton County Railway, LLC –
Lease and Operation Exemption – HGS-FCR, LLC

Dear Ms. Brown:

Fulton County Railway, LLC ("FCR") hereby certifies that on March 16, 2018, FCR posted the attached Notice at the workplace of the employees of FCR and on March 19, 2018, FCR served a copy of the Notice on SMART – TD, the only labor union with employees working on the FCR.

If you have any questions, please contact me.

Sincerely yours,



Karl Morell

Enclosures

NOTICE

Fulton County Railway, LLC ("FCR"), will be leasing the rail lines being acquired by HGS-FCR LLC and now owned by CSX Transportation, Inc., located from: (1) Milepost ANO 855.06, V.S. 3+30, at Fulco Junction, westerly to Milepost ANO 858.72, V.S. 196+31; (2) Milepost ANO 858.72, V.S. 196+31 northeasterly to Milepost ANO 860.75, V.S. 304+70, at the northeast end of the line; and (3) V.S. 196+31 = V.S. 0+00 southwesterly to V.S. 208+94 at the southwest end of the line through the Fulco Industrial Park, including the track in the Fulco Yard and the appurtenant sidings, and industrial tracks. FCR is currently the freight operator on these lines.

FCR does not expect to hire any additional employees as a result of leasing the lines from HGS-FCR.

FULTON COUNTY RAILWAY, LLC
252 Clayton Street, Fourth Floor
Denver, Colorado 80206
(303) 398-4500

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 36174

FULTON COUNTY RAILWAY, LLC
--LEASE AND OPERATION EXEMPTION--
HGS-FCR, LLC

Fulton County Railway, LLC ("ATN"), a Class III rail carrier, has filed a notice of exemption to lease from HGS-FCR, LLC, and operate approximately 55 miles of rail lines. The rail lines being leased are located from: (1) Milepost ANO 855.06, V.S. 3+30, at Fulco Junction, westerly to Milepost ANO 858.72, V.S. 196+31; (2) Milepost ANO 858.72, V.S. 196+31 northeasterly to Milepost ANO 860.75, V.S. 304+70, at the northeast end of the line; and (3) V.S. 196+31 = V.S. 0+00 southwesterly to V.S. 208+94 at the southwest end of the line through the Fulco Industrial Park, including the track in the Fulco Yard and the appurtenant sidings, and industrial tracks.

Comments must be filed with the Board and served on Karl Morell, Suite 440, 440 1st Street, N.W., Washington, DC 20001, (202) 595-9045.

This notice is filed under 49 C.F.R. 1150.41. If the notice contains false or misleading information, the exemption is void ab initio. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

STATE OF COLORADO

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ss.

CITY AND COUNTY OF DENVER

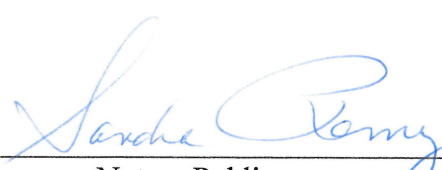
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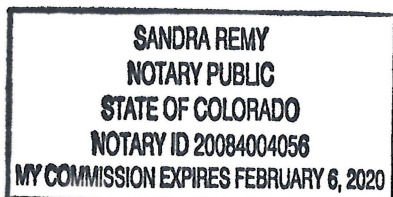
I, Hubert Gassner, being duly sworn, depose and state that I am the Manager and CFO of the Fulton County Railway, LLC, that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.


Hubert Gassner

SUBSCRIBED AND SWORN TO before me this 16th day of March, 2018, in the City and County of Denver, State of Colorado.

My Commission Expires: 2-6-2020


Notary Public



YOUNG MEN'S
CHAPTAIN
OFFICE TO STATE
OFFICE OF THE
OFFICE OF THE