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DEC 23 2002

**SURFACE
TRANSPORTATION BOARD**

December 23, 2002



BY HAND DELIVERY

The Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 711
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

DEC 24 2002

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Public Record

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DEC 23 2002

**SURFACE
TRANSPORTATION BOARD**

Re: Finance Docket No. 34306, K. Earl Durden, Rail Management Corporation, and Rail Partners, L.P. – Corporate Family Exemption – Merger of Galveston Railway, Inc. and Asset Distribution of Emerald Coast Investments, L.L.C.

Dear Secretary Williams:

Enclosed for filing in the referenced docket please find an original and 10 copies of a Verified Notice of Exemption, along with our check in the amount of \$1,000.00 (pursuant to 49 C.F.R. § 1002.2(f)(39)) to cover the requisite filing fee.

An additional copy of the Notice is also enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

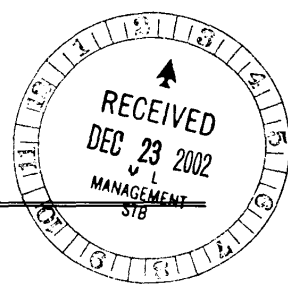
Sincerely,

Andrew B. Kolesar III

Enclosures

206937

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



K. EARL DURDEN, RAIL MANAGEMENT
CORPORATION, AND RAIL PARTNERS, L.P.
- CORPORATE FAMILY EXEMPTION -
MERGER OF GALVESTON RAILWAY, INC.
AND ASSET DISTRIBUTION OF EMERALD
COAST INVESTMENTS, L.L.C.

Finance Docket No. 34306

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**VERIFIED NOTICE OF EXEMPTION SURFACE
TRANSPORTATION BOARD**

Pursuant to 49 U.S.C. § 10502 and 49 C.F.R. §§ 1180.2, 1180.4, and 1180.6, K. Earl Durden ("Durden"), Rail Management Corporation ("RMC"), and Rail Partners, L.P. ("Rail Partners") (collectively, "Applicants") file this Verified Notice of Exemption from the prior approval requirements of Title 49, in connection with: (i) Galveston Railway, Inc.'s merger into RMC; and (ii) the distribution of the assets of Emerald Coast Investments, L.L.C. amongst its various members. This proposed transaction qualifies for an exemption under 49 C.F.R. § 1180.2(d)(3), as it constitutes a "transaction[] within a corporate family that do[es] not result in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family." In support of this Notice of Exemption, the Applicants state as follows:

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**SURFACE
TRANSPORTATION BOARD**

1. Correspondence Relating to this Notice
(49 C.F.R. § 1180.6(a))

All correspondence relating to this Notice of Exemption should be
addressed to:

Donald G. Avery
Slover & Loftus
1224 Seventeenth St., N.W.
Washington, D.C. 20036

2. Description of Proposed Transaction
(49 C.F.R. § 1180.6(a)(1)(i)-(iii))

a. Applicant Information

Durden is a citizen of the State of Florida, residing at 1804 Weakfish Way,
Panama City, Florida 32411. Durden is not a railroad within the meaning of 49 U.S.C. §
11323.

RMC is a non-carrier holding company, formed as a Delaware corporation,
and controlled by Durden. RMC's principal place of business is 2605 Thomas Drive,
Panama City, Florida 32408. RMC's former corporate name was Rail Management &
Consulting Corporation.

Rail Partners is a non-carrier Delaware limited partnership. Durden,
through RMC and four other entities that he controls, also controls Rail Partners. In
addition, Mr. Durden controls two trusts that, with RMC, control Emerald Coast
Investments, L.L.C. ("Emerald"). Mr. Durden separately controls Galveston Railway,

Inc. ("GRI"), a non carrier. GRI, Emerald, and RMC in turn control Rail Partners. Rail Partners' principal place of business is at 2605 Thomas Drive, Panama City, Florida 32408.

Durden, Rail Partners, and RMC control fourteen (14) Class III railroads (the "RMC Rail Group"), located in Alabama, Arizona, Arkansas, Florida, Georgia, Kentucky, North Carolina, Tennessee, Texas and Wisconsin. These railroads include: (1) AN Railway, L.L.C.; (2) Atlantic & Western Railway, L.P.; (3) The Bay Line Railroad, L.L.C.; (4) Copper Basin Railway; (5) East Tennessee Railway, L.P.; (6) Galveston Railroad, L.P.; (7) Georgia Central Railway, L.P.; (8) KWT Railway, Inc.; (9) Little Rock & Western Railway, L.P.; (10) M&B Railroad, L.L.C.; (11) Tomahawk Railway, L.P.; (12) Valdosta Railway, L.P.; (13) Western Kentucky Railway, L.L.C.; and (14) Wilmington Terminal Railroad, L.P. In most cases, RMC is the general or managing partner of the railroad, holding a 1% interest, while Partners is a limited partner holding the remaining 99% interest.¹

The Board's predecessor approved of the acquisition of control of these railroads by Applicants, jointly with Green Bay Packaging, Inc. ("GBP") (formerly Durden's partner), in Finance Docket No. 31869, Green Bay Packaging, Inc., et al. –

¹ There are four exceptions: (1) KWT Railway, Inc., in which GRT controls 100% of the voting stock; (2) the Bay Line and (3) Western Kentucky, in which Partners holds 97% of the voting stock and 3% is held by RMC, Durden, and Durden-controlled entities; and (4) the Copper Basin Railway, Inc., in which Partners holds 55% of the voting stock and Asarco, Inc., an unaffiliated entity, holds the minority 45% interest.

Continuance in Control;² Finance Docket No. 31948, K. Earl Durden, et al. – Continu-
ance in Control;³ Finance Docket No. 31996, Rail Management and Consulting Corp., et
al. – Continuance in Control;⁴ Finance Docket No. 32426, Rail Management and
Consulting Corp., et al. – Continuance in Control;⁵ and Finance Docket No. 32437 (Sub-
No.1), Rail Partners, L.P., et al. – Acquisition of Control Exemption – A&G R.R.,
L.L.C..⁶ The Board then approved Durden's 1996 buyout of GBP's interests in Rail
Partners, RMC, and the RMC Rail Group, and his resultant assumption of 100% control,

² Finance Docket No. 31869, Green Bay Packaging, Inc.; K. Earl Durden;
Galveston Ry., Inc.; Rail Management and Consulting Corp.; and Rail Partners, L.P. –
Continuance in Control Exemption – Galveston R.R., L.P.; LRW Ry., L.P.; ET Ry., L.P.;
ATW Ry., L.P.; KWT Ry., Inc.; Copper Basin Ry., Inc.; & Wilmington Terminal R.R.
(Notice of Exemption served July 5, 1991).

³ Finance Docket No. 31948, K. Earl Durden, Green Bay Packaging, Inc., Rail
Management and Consulting Corp., & Wilmington Terminal R.R., Inc. – Continuance in
Control Exemption – Wilmington Terminal R.R., Inc. & Ga. Cent. Ry., L.P. (Notice of
Exemption served Nov. 21, 1991).

⁴ Finance Docket No. 31996, Rail Management and Consulting Corp., Green Bay
Packaging, Inc., & K. Earl Durden – Continuance in Control Exemption – Tomahawk
Ry., L.P. & Valdosta Ry., L.P. (Notice of Exemption served Jan. 29, 1992).

⁵ Finance Docket No. 32436, Rail Management and Consulting Corp., Green Bay
Packaging, Inc., K. Earl Durden, and Rail partners, L.P. – Continuance in Control
Exemption – The Bay Line R.R., L.L.C. (Notice of Exemption served Jan. 24, 1994).

⁶ Finance Docket No. 32437 (Sub-No. 1), Rail Partners, L.P., Panama City Beach
Office Park, Ltd., K. Earl Durden, Green Bay Packaging, Inc., and Rail Management and
Consulting Corp. – Acquisition of Control Exemption – A&W R.R., L.L.C. (Decision
served Sept. 30, 1994).

in Finance Docket No. 32947 (Sub-No. 2), K. Earl Durden-Acquisition of Control Exemption-Rail Partners, L.P.⁷

Applicants' control of a thirteenth carrier, M&B Railroad, L.L.C., was the subject of an exemption invoked in Finance Docket No. 33435, K. Earl Durden, Rail Management and Consulting Corporation, and Rail Partners, L.P.-Acquisition of Control Exemption - Pennington Railroad, Inc., (Notice served August 22, 1997). Finally, Applicants' control of a fourteenth carrier, AN Railway, L.L.C., was the subject of an exemption invoked in Finance Docket No. 32426, K. Earl Durden, Rail Management Corp. and Rail Partners, L.P. - Continuance in Control Exemption - AN Railway, L.L.C., (Notice of Exemption filed August 23, 2002).

The business address and telephone number of Applicants is:

2605 Thomas Drive
Panama City, Florida 32408
(850) 230-8331

Questions regarding this Notice of Exemption may be directed to Applicants' counsel, Donald G. Avery, of the law firm Slover & Loftus, at the address and telephone number shown above.

⁷ Finance Docket No. 32947 (Sub-No. 2), K. Earl Durden-Acquisition of Control Exemption-Rail Partners, L.P., Rail Management & Consulting Corporation, Atlantic & Western Railway, L.P., The Bay Line Railroad, L.L.C., Copper Basin Railway, East Tennessee Railway, L.P., Galveston Railroad, L.P., Georgia Central Railway, L.P., KWT Railway, Inc., Little Rock & Western Railway, L.P., Tomahawk Railway, L.P., Valdosta Railway, L.P., Western Kentucky Railway, L.L.C., and Wilmington Terminal Railroad, L.P. (Notice of Exemption served June 27, 1996).

b. Summary and Purpose of Transaction

Applicants propose a corporate reorganization to simplify their corporate structure in a number of respects. Because this transaction will reorganize the manner in which the Applicants exercise control over the various rail carriers at issue, Applicants have determined that the Board's jurisdiction is at least arguably implicated, and thus, that the filing of the instant exemption Notice is advisable. Two contemplated organizational changes are relevant to the purposes of this Notice:

First, the Applicants propose that Galveston Railway, Inc. ("Galveston Railway"), a non-carrier controlled by the Applicants that itself controls various rail carriers, be merged into RMC, also a non-carrier that controls various rail carriers.⁸ All of Galveston Railway's issued and outstanding shares of capital stock will be converted into shares of RMC's Series B Non-Voting Common Stock on a pro-rata basis based on relative fair market value.

Second, the Applicants propose the dissolution of Emerald Coast Investments, L.L.C. ("Emerald Coast"). Emerald Coast is an Alabama limited liability company (controlled by the Applicants) which will be dissolved and its assets will be distributed amongst its members in proportion to their respective membership interests.⁹

⁸ Galveston Railway is a separate entity from Galveston Railroad, L.P., which is a rail carrier controlled by Rail Partners and RMC.

⁹ These entities (and their ownership shares) include the K. Earl Durden Beneficiary Trust (49.5%), the Michael Durden '91 Beneficiary Trust (49.5%), and RMC
(continued...)

Emerald Coast is a non-carrier holding company that presently owns a 49.5% interest in Rail Partners.

Organization charts setting forth the hierarchy of the Applicants' various companies and subsidiaries (both before and after the proposed transaction) are set forth as Exhibit Nos. 1 and 2, respectively.

c. Proposed Time Schedule

Applicants intend to consummate the reorganization as promptly as possible following the effectiveness of the exemption invoked by this Notice.

3. States in Which Applicants' Property is Situated
(49 C.F.R. § 1180.6(a)(5))

Applicants, through the RMC Rail Group, own property in the States of Alabama, Arizona, Arkansas, Florida, Georgia, Kentucky, North Carolina, Tennessee, Texas, Mississippi, and Wisconsin.

4. Map
(49 C.F.R. § 1180.6(a)(6))

See Exhibit No. 3.

⁹(...continued)
(1%).

5. Related Written Instruments
(49 C.F.R. § 1180.6(a)(7)(ii))

There is no formal agreement regarding the reorganization contemplated by this Notice. A "Closing Memorandum" regarding the reorganization, however, has been included as Exhibit No. 4 to this Notice.

6. Labor Protection
(49 C.F.R. § 1180.4(g)(i))

Because this Notice of Exemption relates to a transaction "involving only Class III rail carriers," the provisions of 49 U.S.C. § 11326 requiring employee protective conditions do not apply. See 49 U.S.C. § 11326(c).

7. Environmental Review
(49 C.F.R. § 1180.4(g)(3))

Because this Notice of Exemption relates to a transaction that will not "result in significant changes in carrier operations," the Board's environmental review regulations do not apply. See 49 C.F.R. § 1105.6(c)(2).

8. Historic Report
(49 C.F.R. § 1105.8(b))

Because the transaction contemplated by this Notice of Exemption involves a transfer between corporate affiliates where there will be no significant change in operations, the Board's historic review regulations do not apply. See 49 C.F.R. § 1105.8(b)(2).

9. Coastal Zone Management Act
(49 C.F.R. § 1105.9(a))

Because this Notice of Exemption does not affect "land or water uses within a State coastal zone designated pursuant to the Coastal Zone Management Act," the Board's Coastal Zone Management Act regulations do not apply.

Respectfully submitted,

K. EARL DURDEN, RAIL
MANAGEMENT CORPORATION,
AND RAIL PARTNERS, L.P.
2605 Thomas Drive
Panama City Beach, FL 32408

By: Donald G. Avery
Andrew B. Kolesar III 
Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036
(202) 347-7170

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036

Dated: December 23, 2002

Attorneys & Practitioners

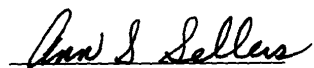
VERIFICATION

State of Florida)
)
County of Bay) ss:

K. Earl Durden, being duly sworn, deposes and says that he has read the foregoing Notice of Exemption, knows the contents thereof, and that the same are true as stated to the best of his knowledge, information, and belief.



Subscribed and sworn to
before me this 20th day of December, 2002



Notary Public

My Commission Expires: 2-15-04

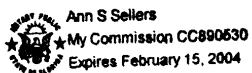


Exhibit "A"

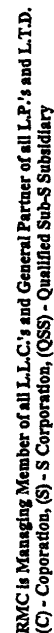


Exhibit No. 1

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LEGEND:

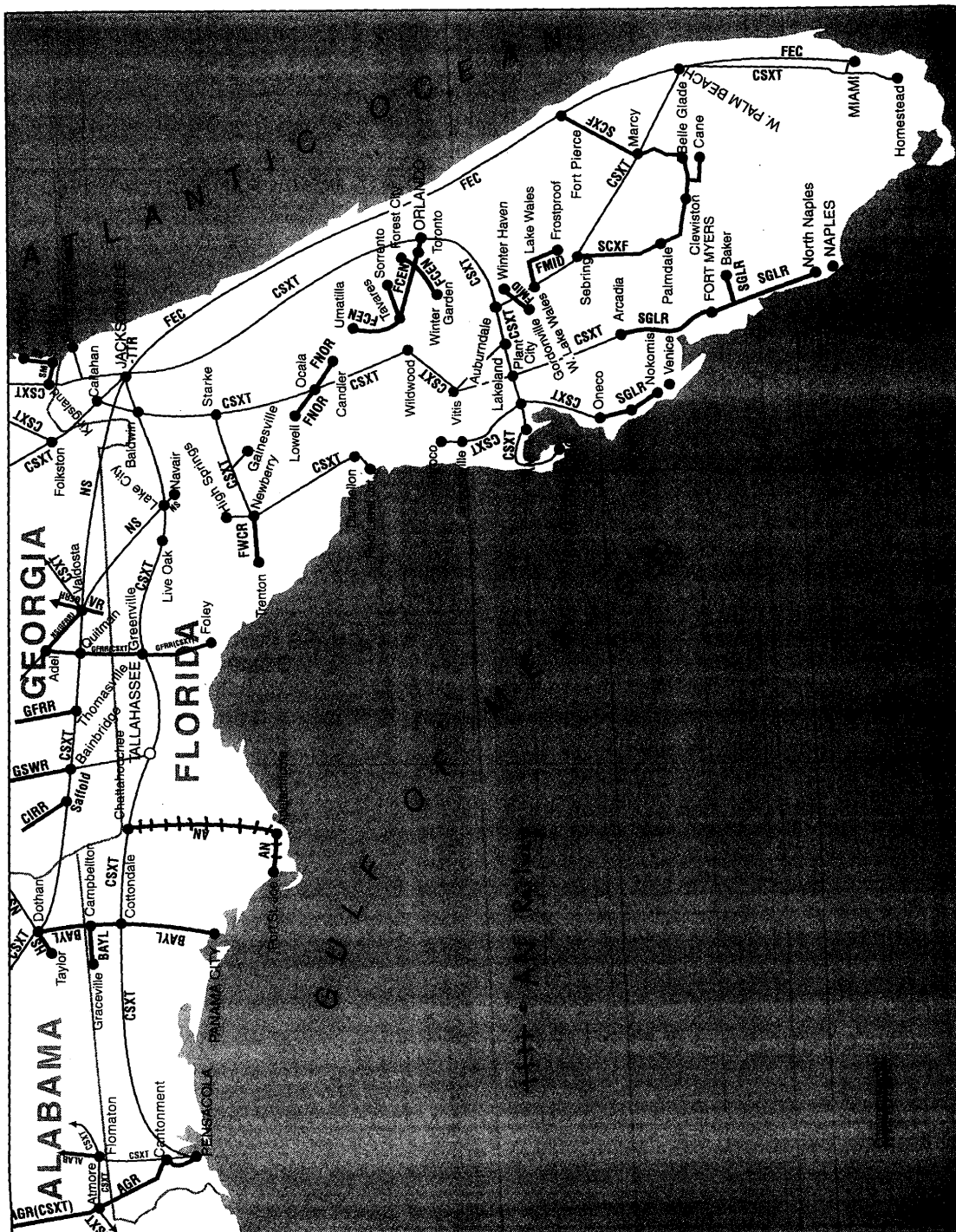
ASARCO - Unrelated Minority owner of CBERY
KED - K. Earl Durden
MED - Michael E. Durden
RPLP - Rail Partners, L.P.
RMC - Rail Management Corporation
(C) - Corporation, (S) - S Corporation, (QSS) Qual

NOTE: Grizzard Transfer Co. is currently an S Corporation owned 100% by KED.

[illegible]

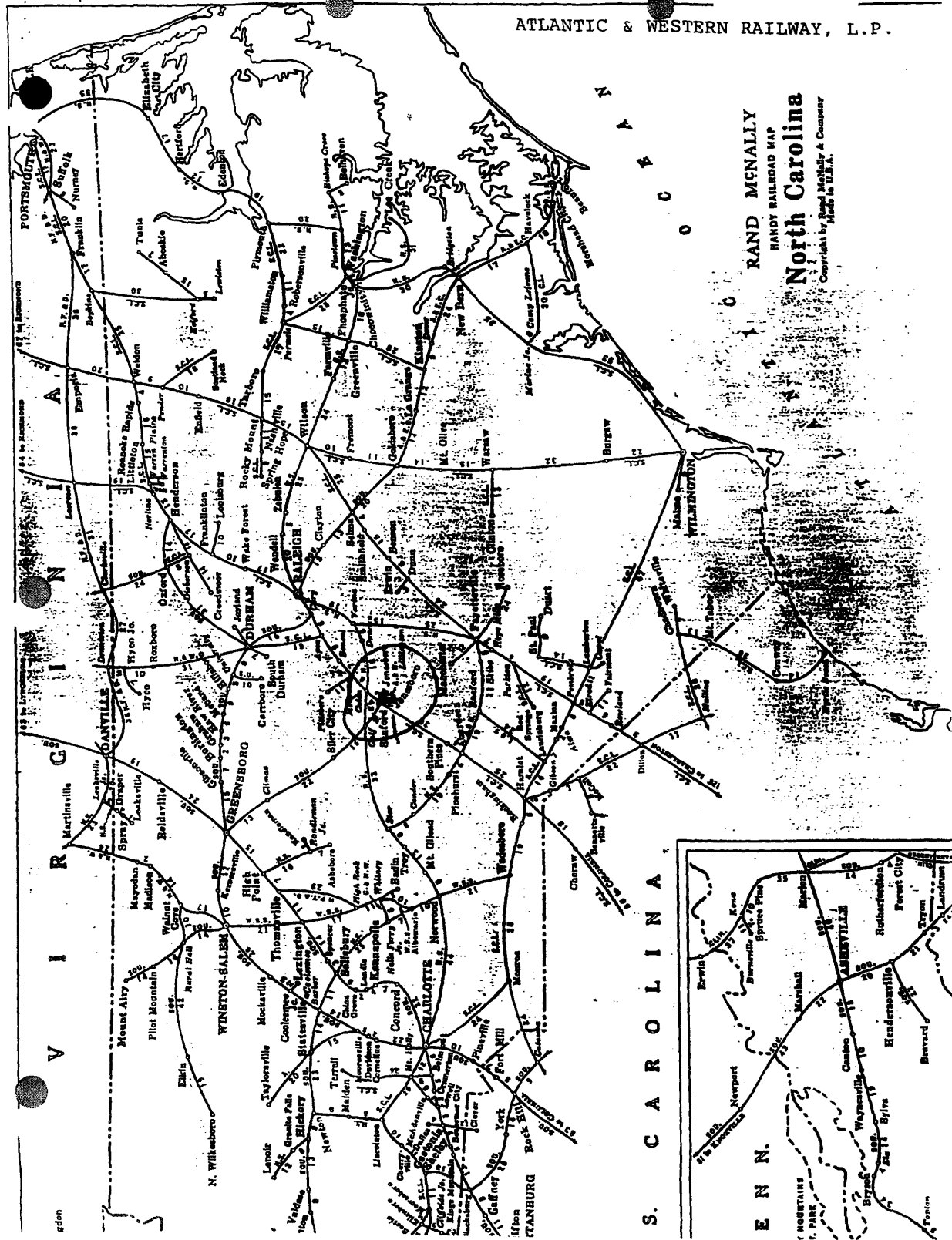
Exhibit No. 2

FL

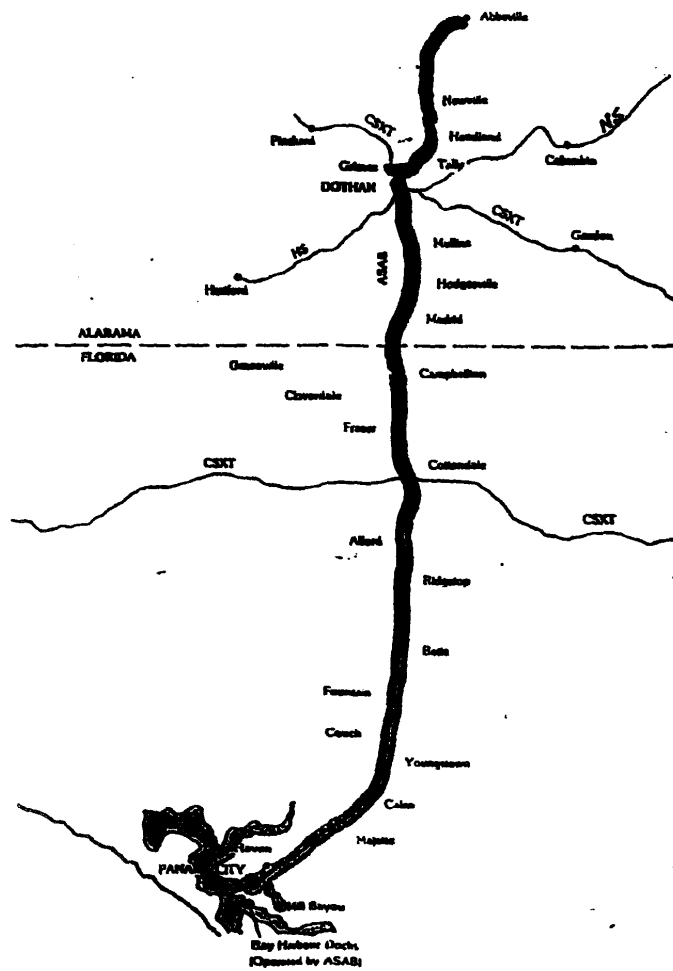


ATLANTIC & WESTERN RAILWAY, L.P.

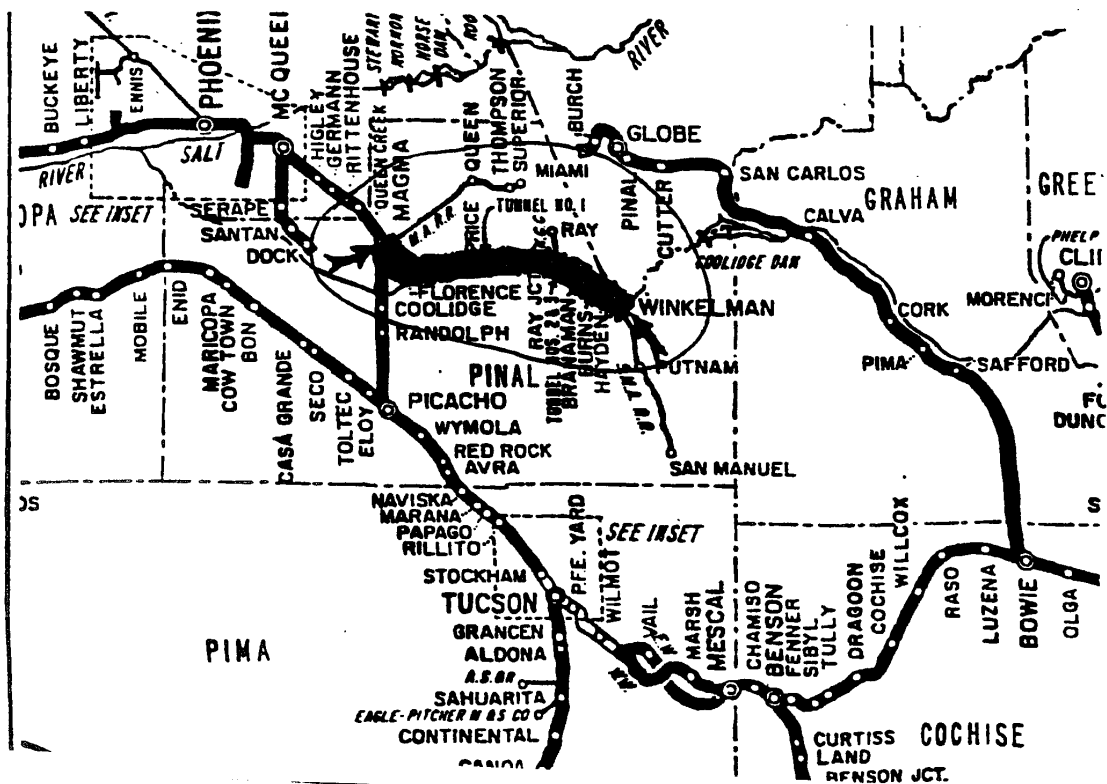
RAND McNALLY
HANDY RAILROAD MAP
North Carolina
Copyright by Rand McNally & Company
Made in U.S.A.



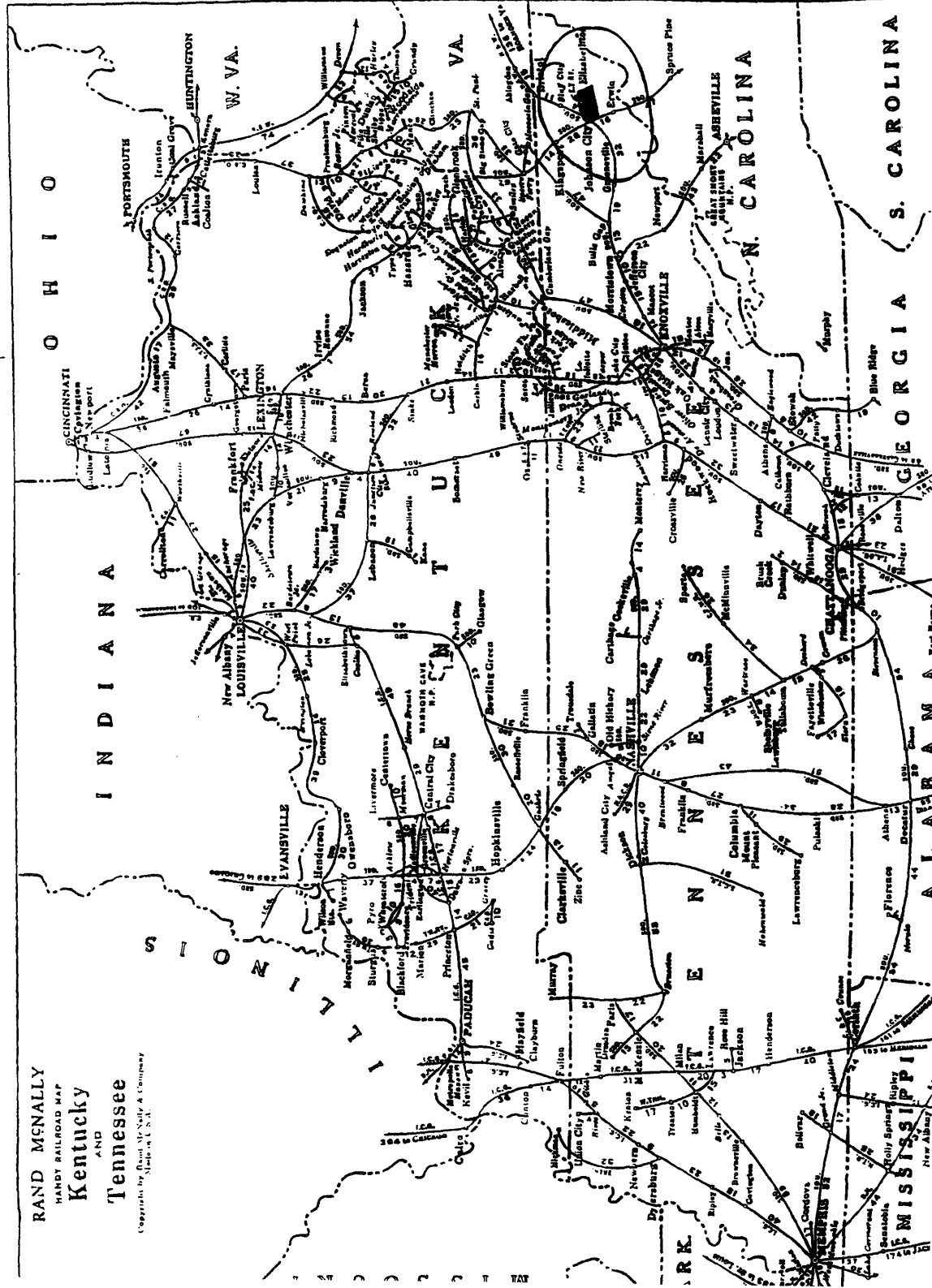
**THE BAY LINE RAILROAD, L.L.C.
SYSTEM MAP
1997**



COPPER BASIN RAILWAY, INC.



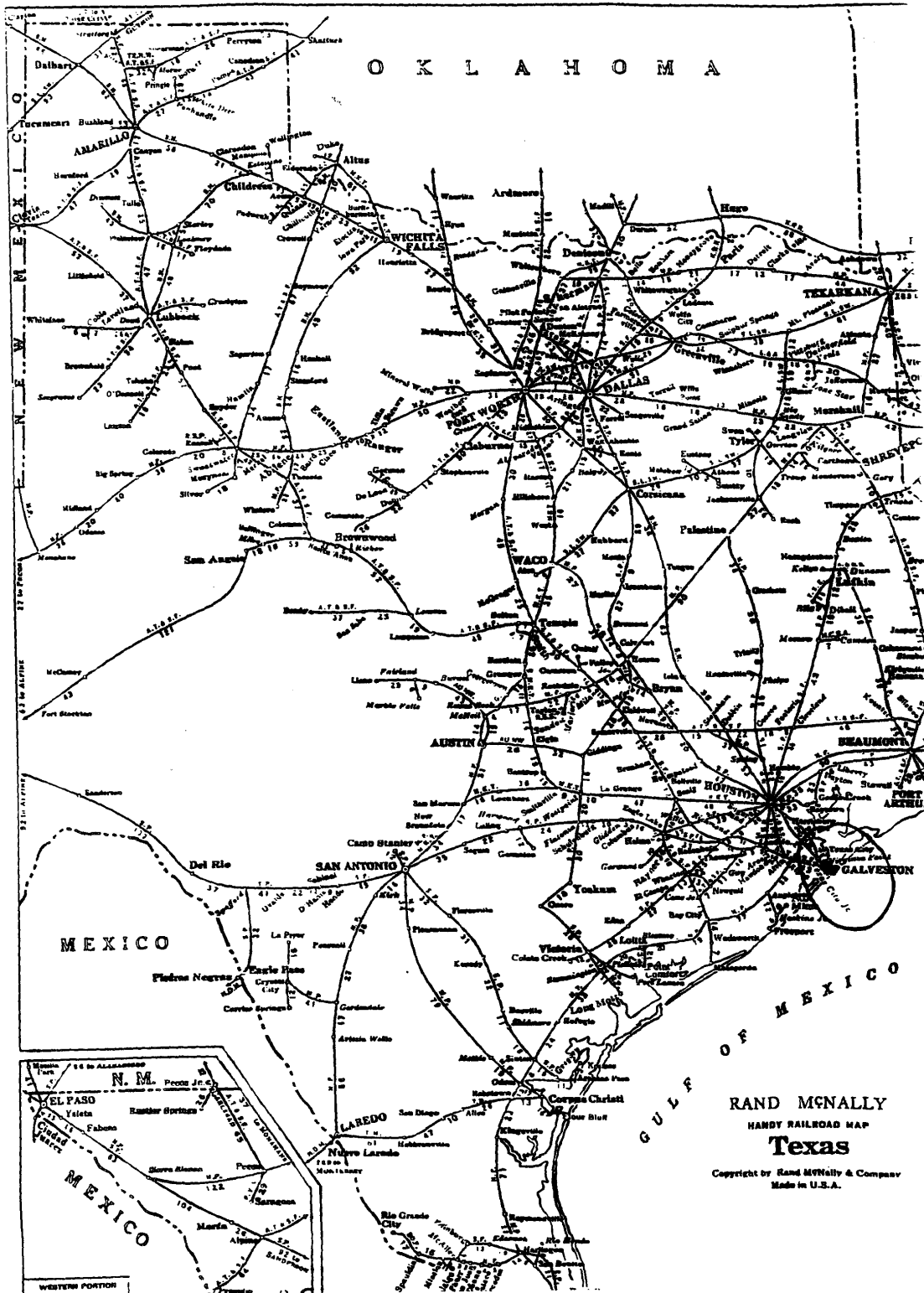
EAST TENNESSEE RAILWAY, L.P.



RAND McNALLY
HANDY RAILROAD MAP
Kentucky
AND
Tennessee

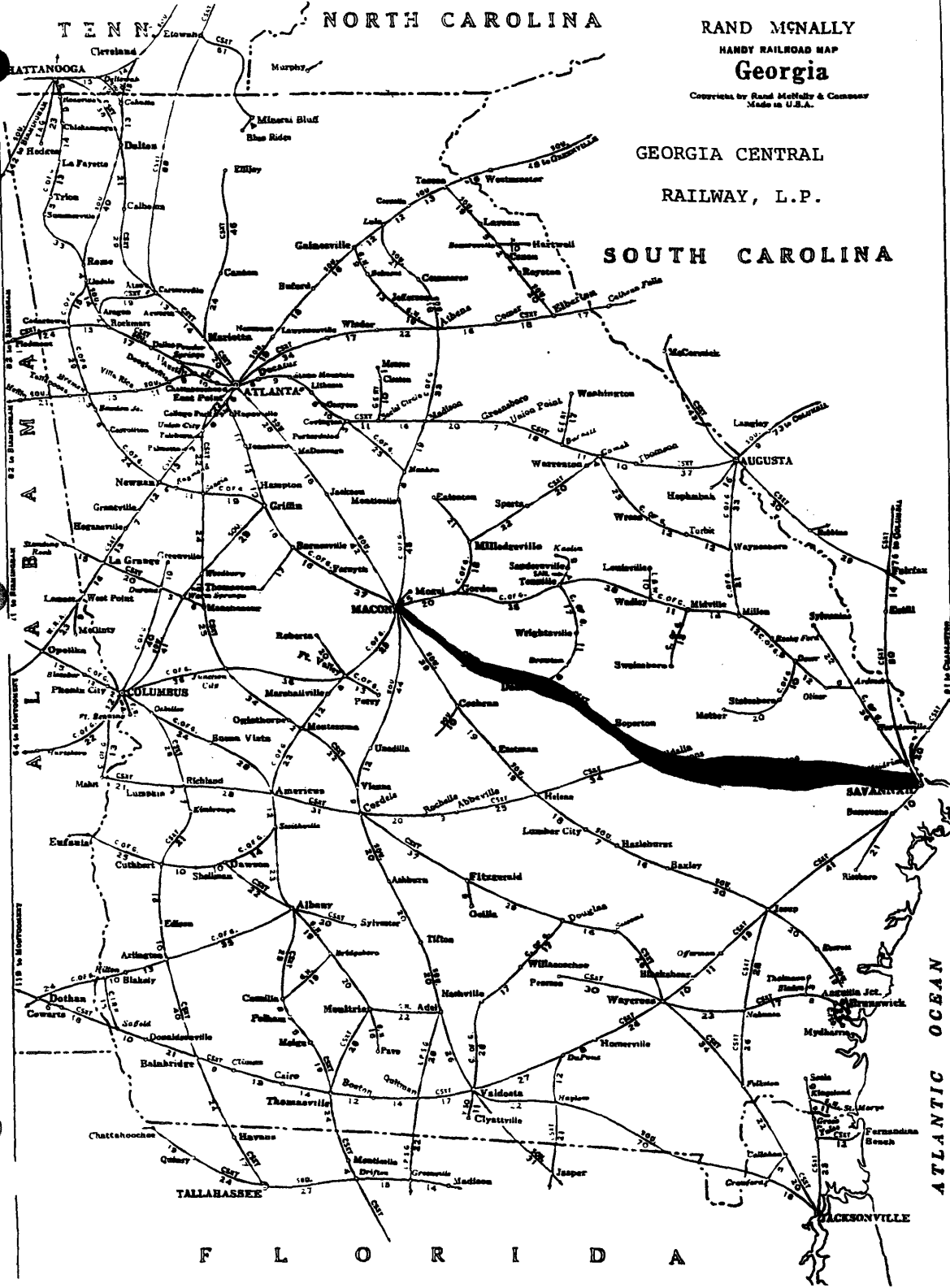
Copyright by Rand McNally & Company
Made in U.S.A.

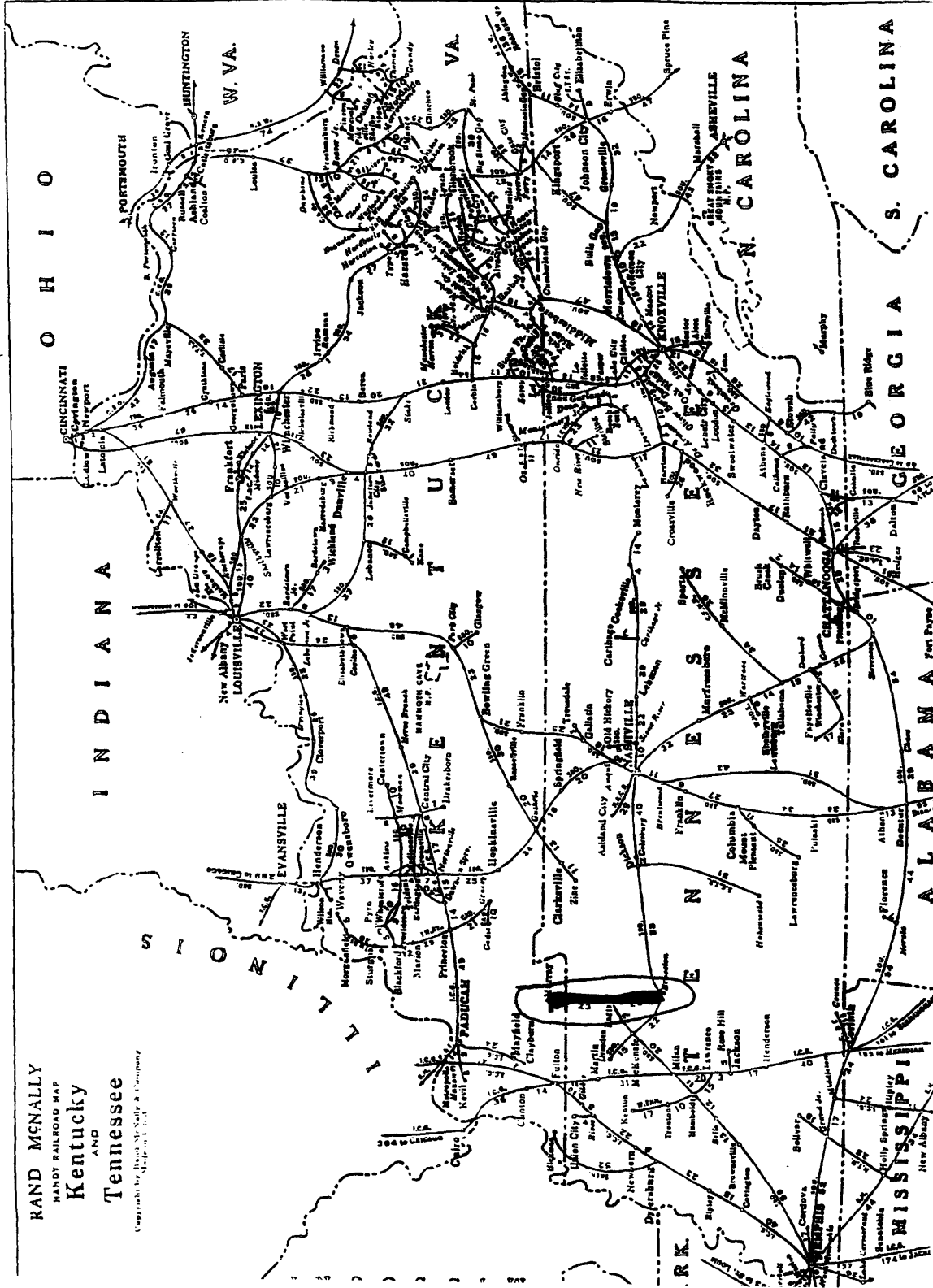
GALVESTON RAILROAD, L.P.



RAND McNALLY
HANDY RAILROAD MAP
Texas

Copyright by Rand McNally & Company
Made in U.S.A.

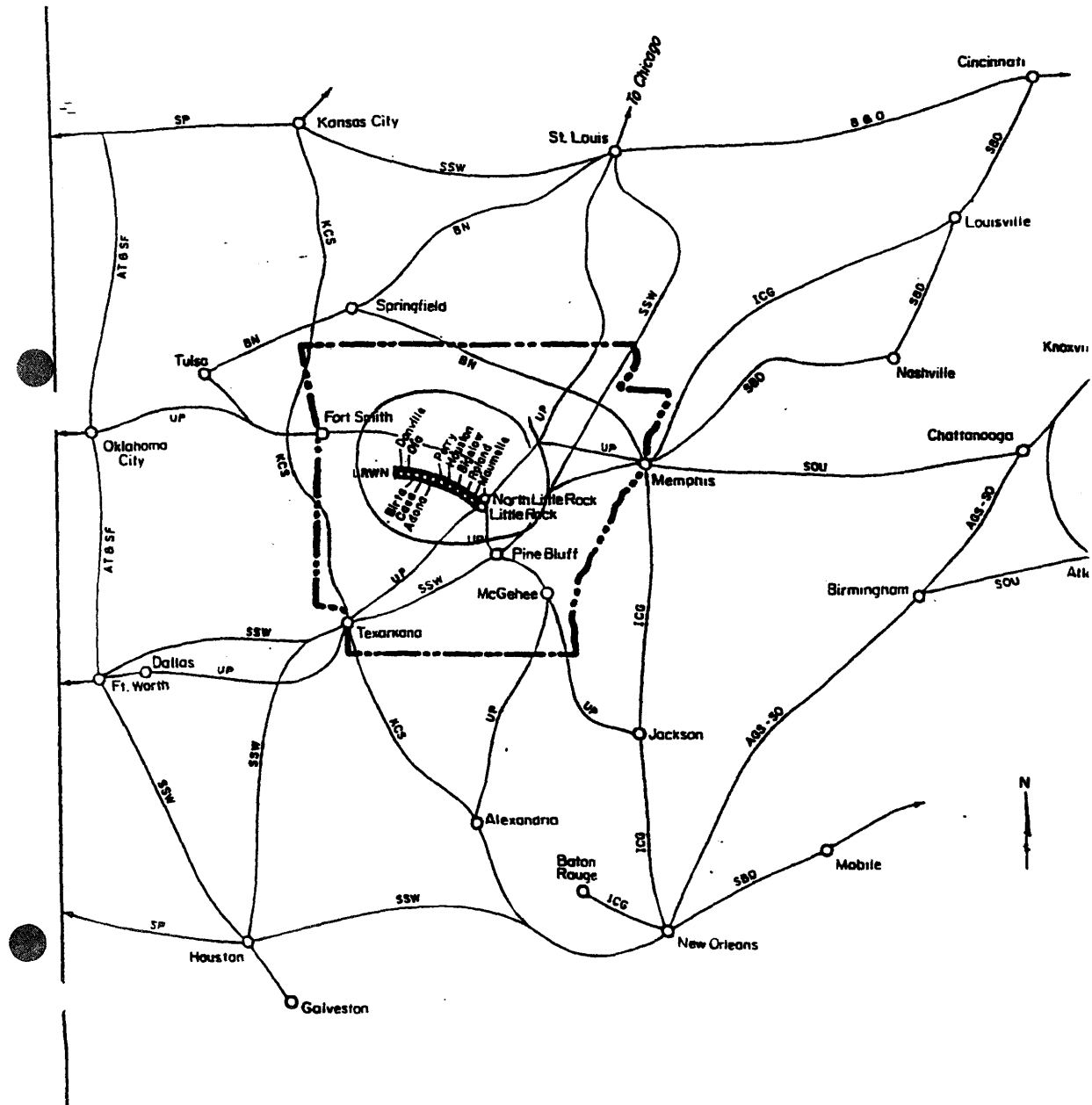




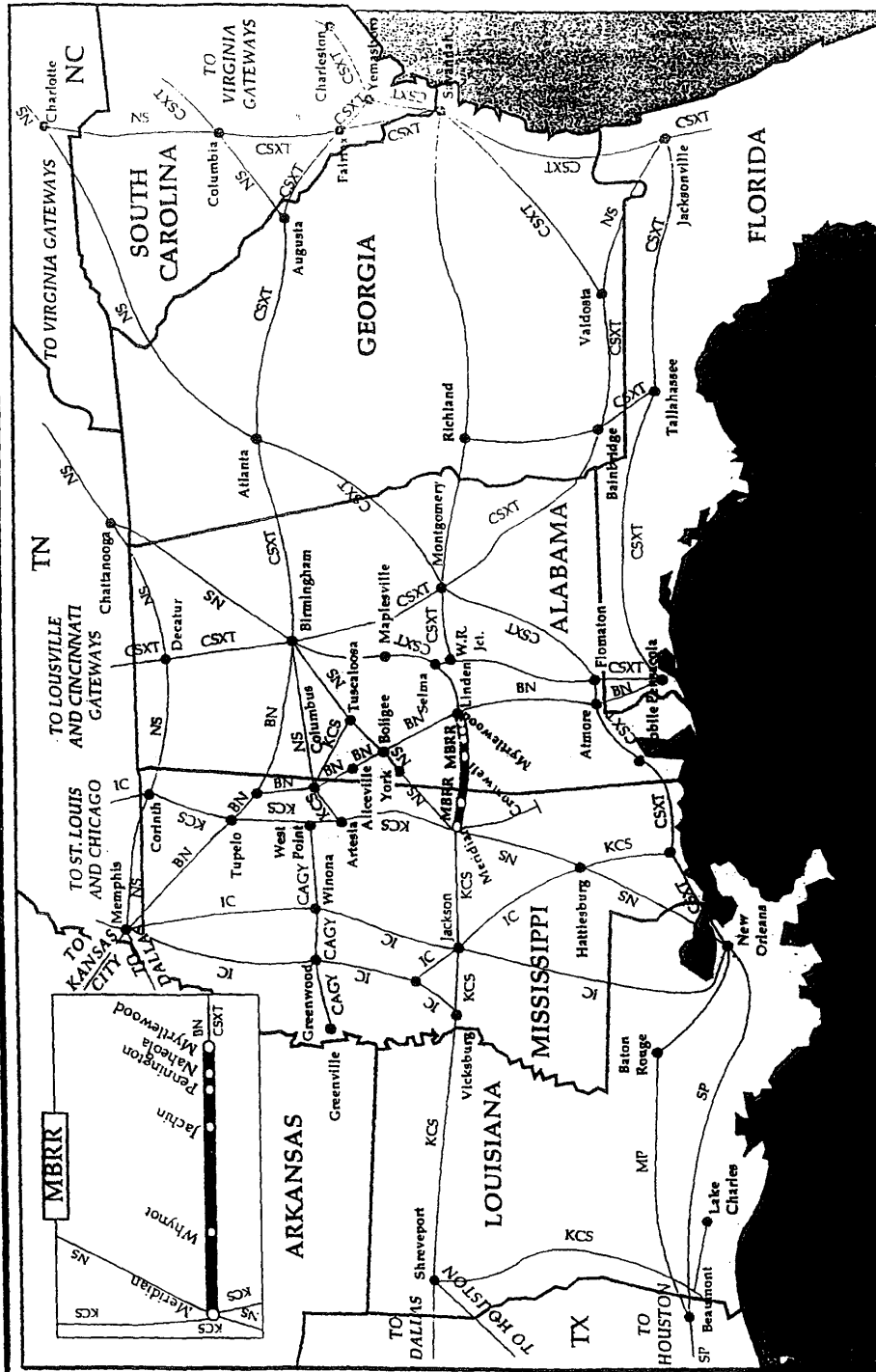
RAND McNALLY
HANDY RAILROAD MAP
Kentucky
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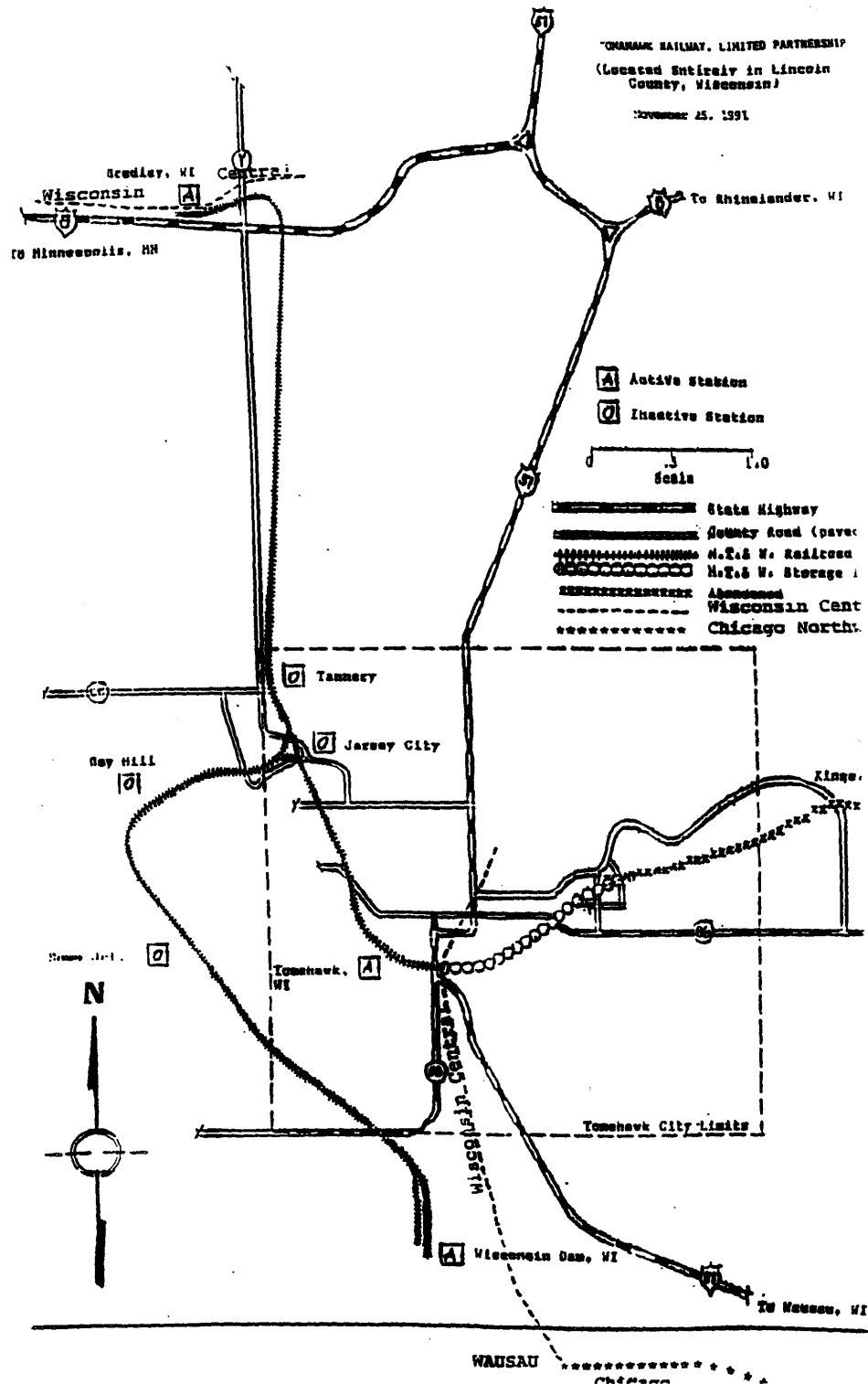
Copyright by Rand McNally & Company
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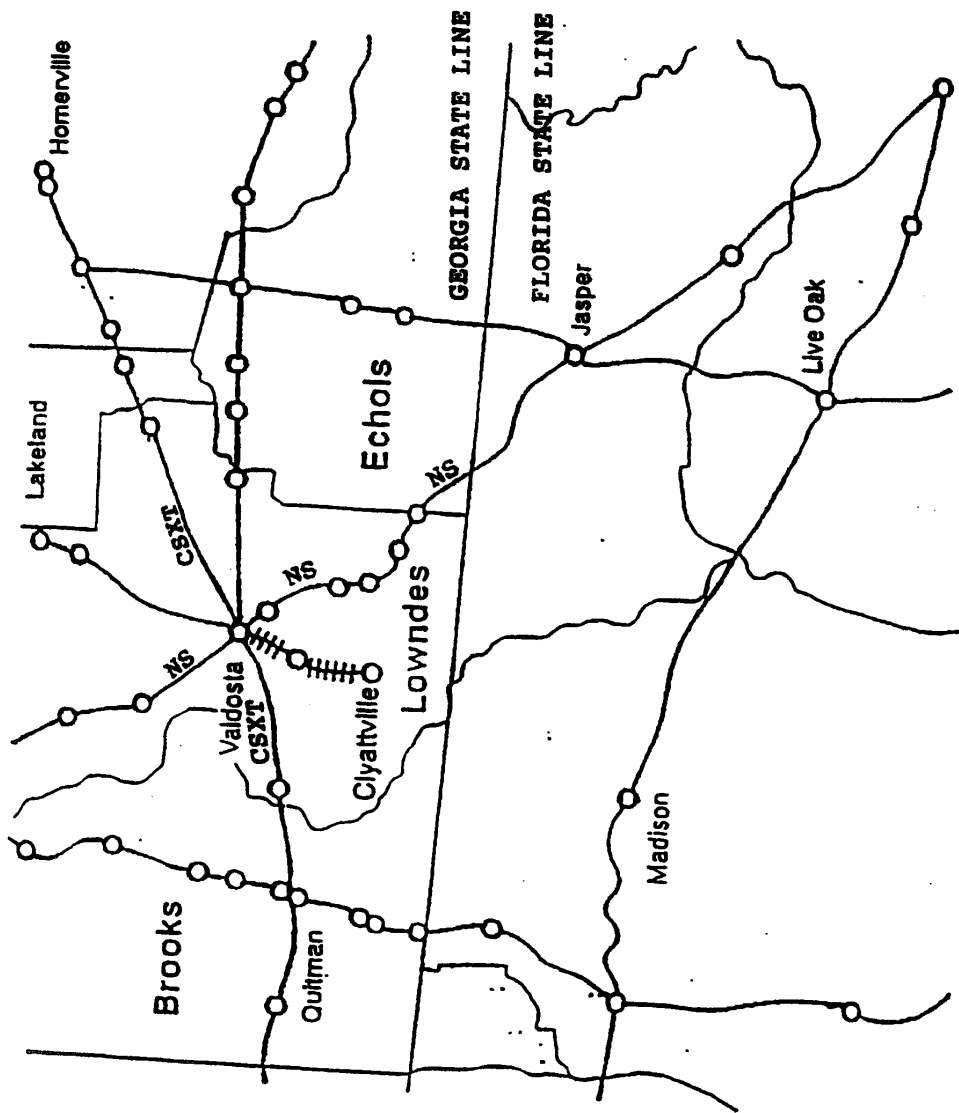
LITTLE ROCK & WESTERN RAILWAY, L.P.



Meridian & Bigbee Railroad

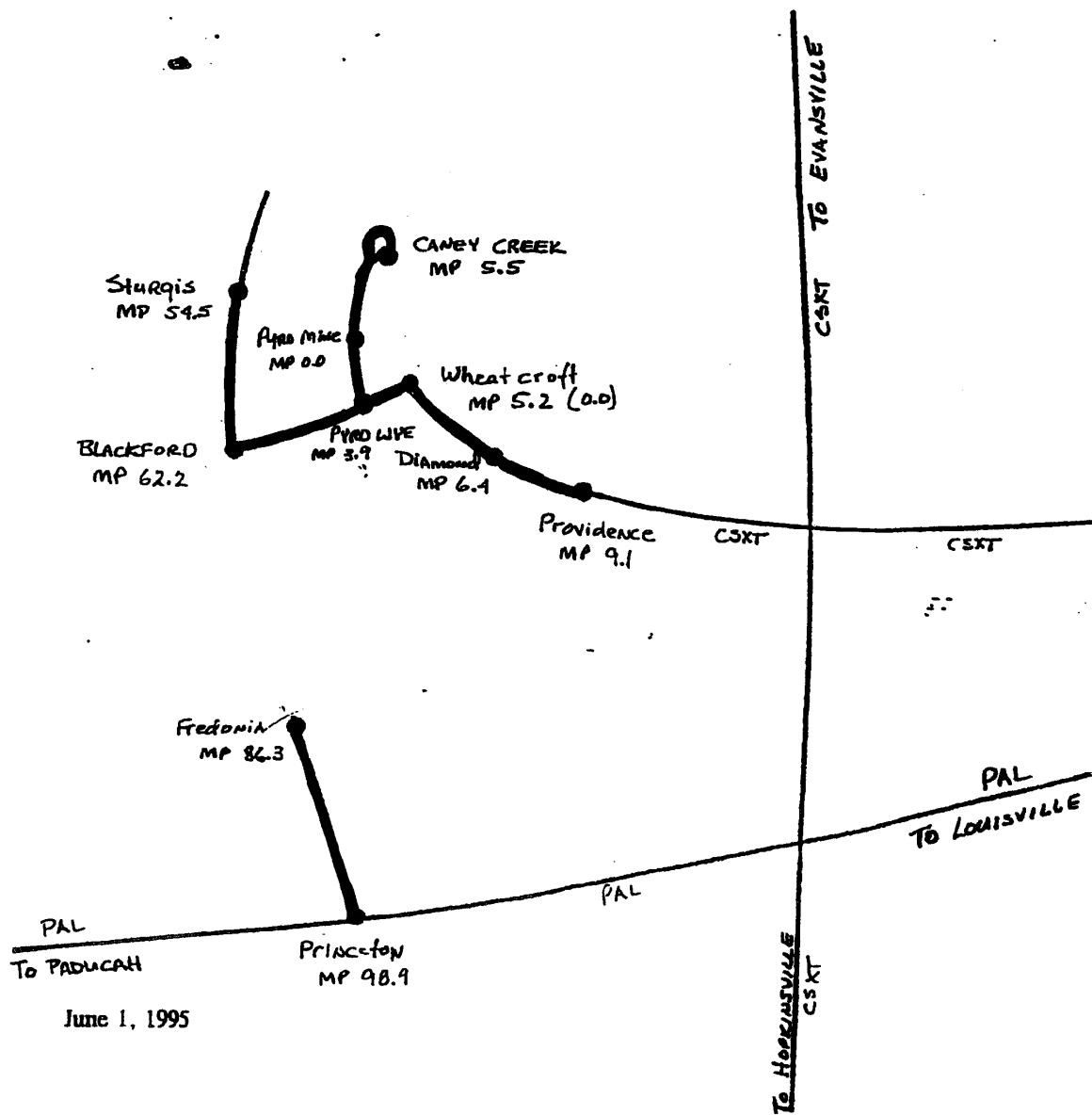


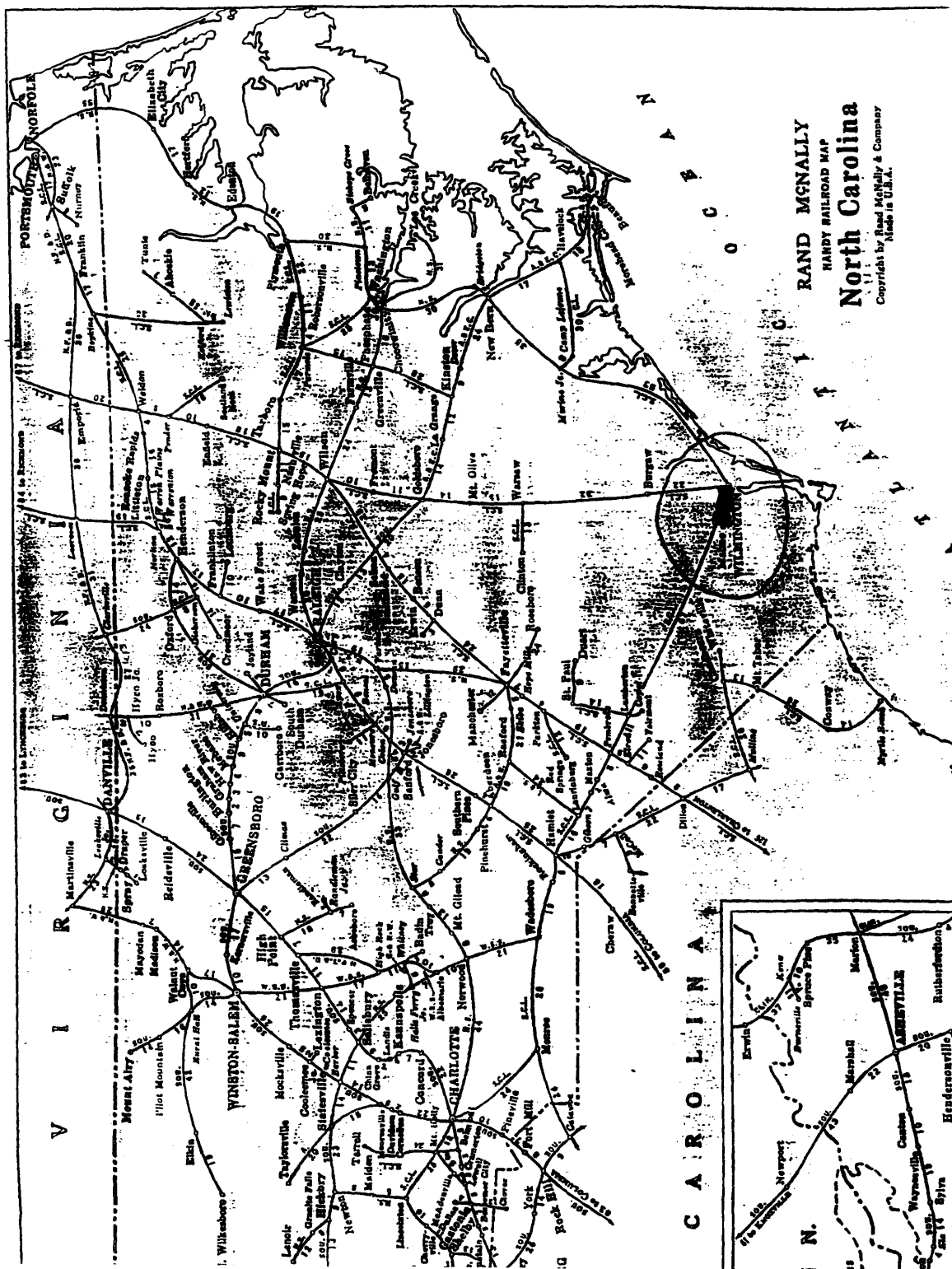




Western Kentucky Railway, L.L.C.
Sturgis, Kentucky

Map Of Railroad





**CLOSING MEMORANDUM
FOR THE RECAPITALIZATION OF
RAIL MANAGEMENT CORPORATION,
A DELAWARE CORPORATION
AND THE RELATED RESTRUCTURING**

The Closing of the transactions contemplated by the recapitalization of Rail Management Corporation, a Delaware corporation ("RMC") and the restructuring of several of its related entities was held at 3:00 PM, December 13, 2002 at the offices of Rail Management Corporation, 2605 Thomas Drive, Panama City Beach, Florida 32408.

Pursuant to said recapitalization and restructuring, the following actions were taken and the following documents and materials were delivered at the Closing:

1. **Recapitalization of RMC:** After appropriate resolutions were executed, RMC amended its Certificate of Incorporation to authorize the issuance of two series of common stock: 2,896 shares of Series A Voting Common Stock and 7,104 shares of Series B Non-Voting Common Stock. K. Earl Durden ("KED") delivered to RMC two certificates representing 111 shares of RMC common stock and the MED 1993 Beneficiary Trust delivered to RMC one certificate representing 111 shares of RMC common stock, together with executed stock assignments for said shares. All of said stock certificates were cancelled in preparation for the transactions to follow.

2. **Merger of Galveston Railway, Inc. ("Galveston Railway") into RMC:** After appropriate resolutions were executed, Galveston Railway and RMC executed a Plan of Merger and Articles of Merger. KED delivered to Galveston Railway one certificate representing 600 shares of Galveston Railway common stock and each of the three Durden 1991 beneficiary trusts delivered to Galveston Railway one certificate representing 133.333 shares of Galveston

Railway common stock, together with executed stock assignments for said shares. All of said stock certificates were cancelled. As a result of the merger, RMC issued 1467.50 shares of Series A Common Stock and 4,239 shares of Series B Common Stock to KED; 1467.50 shares of Series A Common Stock to the MED 1993 trust; and, after giving effect to this merger and the Grizzard conversion described below, RMC issued to the three Durden 1991 beneficiary trusts the Series B Common Stock as set forth in Section 3 hereof.

3. **Conversion of Grizzard Transfer Company, Inc. ("Grizzard") into a QSSS corporation:** After appropriate resolutions were executed by RMC, KED delivered to RMC one certificate representing 100 shares of Grizzard common stock, together with an executed stock assignment for said shares. Grizzard cancelled said stock certificate and RMC cancelled all of its outstanding stock certificates. As a result of this conversion, RMC issued 1448 shares of Series A Common Stock and 4,314 shares of Series B Common Stock to KED; 1448 shares of Series A Common Stock to the MED 1993 Trust; and as a result of this merger and the Galveston Railway merger, RMC issued 930 shares of Series B Common Stock to the Durden 1991 Discretionary Trust; 930 shares of Series B Common Stock to the Durden 1991 Family Gift Trust; and 930 shares of Series B Common Stock to the Durden 1991 Family Trust.

4. **Dissolution of Emerald Coast Investments, L.L.C. ("Emerald Coast"):** After appropriate resolutions were executed, Emerald Coast's members executed Articles of Dissolution. RMC delivered to Emerald Coast one certificate representing one membership unit in Emerald Coast; the Durden 1991 Family Gift Trust delivered to Emerald Coast one certificate representing 16.5 membership units in Emerald Coast; the Durden 1991 Discretionary Gift Trust delivered to Emerald Coast one certificate representing 16.5 membership units in Emerald

Coast; the Durden 1991 Family Trust delivered to Emerald Coast one certificate representing 16.5 membership units in Emerald Coast; and the K. Earl Durden 1991 Gift Trust delivered to Emerald Coast one certificate representing 49.5 membership units in Emerald Coast together with executed unit assignments for said units. Emerald Coast cancelled all such units. Emerald Coast delivered to Rail Partners, L.P. ("Rail Partners") one certificate representing 99 limited partnership units in Rail Partners together with an executed Unit Assignment for said units. Rail Partners distributed additional units as follows: 49.5 units to RMC; 816.75 units to the Durden 1991 Family Gift Trust; 816.75 units to the Durden 1991 Discretionary Gift Trust; 816.75 units to the Durden 1991 Family Trust; and 2450.25 units to the K. Earl Durden 1991 Gift Trust.