

DiD#0102184001

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MAY 20 2003

**SURFACE
TRANSPORTATION BOARD**

THOMAS F. MCFARLAND

LAW OFFICE

THOMAS F. MCFARLAND, P.C.

208 SOUTH LA SALLE STREET - SUITE 1890

CHICAGO, ILLINOIS 60604-1194

TELEPHONE (312) 236-0204

FAX (312) 201-9695

mcfarland@aol.com

May 19, 2003

RECEIVED
MAY 20 2003
MAIL
U.S. DEPT. OF JUSTICE

By UPS overnight mail

Vernon A. Williams, Secretary

Surface Transportation Board

Case Control Unit, Suite 713

1925 K Street, N.W.

Washington, DC 20423-0001

→ 207845

Re: ✓ Finance Docket No. 34355, *Mississippi Tennessee Holdings, LLC and Mississippi Tennessee Railroad, LLC -- Acquisition and Operation Exemption -- Rail Line of Mississippi & Tennessee Railnet, Inc. between Houston, MS and Middleton, TN in Chickasaw, Pontotoc, Union and Tippah Counties, MS and Hardeman County, TN*

Finance Docket No. 34356, *Gregory B. Cundiff, Connie Cundiff, CGX, Inc., and Ironhorse Resources, Inc. -- Continuance in Control Exemption -- Mississippi Tennessee Holdings, LLC and Mississippi Tennessee Railroad, LLC*

Dear Mr. Williams:

Enclosed for filing with the Board are the originals and 10 copies each of Verified Notice of Exemption Under 49 C.F.R. § 1150.31 and Verified Notice of Exemption Under 49 C.F.R. § 1180.2(d)(2) in the above referenced dockets.

The \$3,600 filing fee hereby transmitted is for the acquisition exemption (\$1,300), the operation exemption (\$1,300) and the continuance in control exemption (\$1,000).

Kindly acknowledge receipt by date stamping the enclosed duplicate copy of this letter and return in the self-addressed stamped envelope.

FILED

MAY 20 2003

**SURFACE
TRANSPORTATION BOARD**

Very truly yours,

Tom McFarland

Thomas F. McFarland

Attorney for Applicants in both dockets

ENTERED
Office of Proceedings

MAY 20 2003

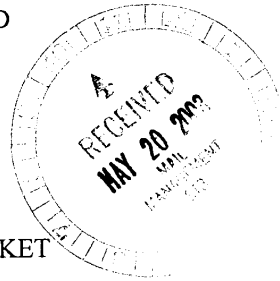
Part of
Public Record

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cc: Greg Cundiff, w/copies by overnight mail - the transaction
can be closed on or after May 27, 2003.

BEFORE THE
SURFACE TRANSPORTATION BOARD

MISSISSIPPI TENNESSEE HOLDINGS,)
LLC AND MISSISSIPPI TENNESSEE)
RAILROAD, LLC -- ACQUISITION AND)
OPERATION EXEMPTION -- RAIL LINE)
OF MISSISSIPPI & TENNESSEE) FINANCE DOCKET
RAILNET, INC. BETWEEN HOUSTON,) NO. 34355
MS AND MIDDLETON, TN IN)
CHICKASAW, PONTOTOC, UNION)
AND TIPPAAH COUNTIES, MS AND)
HARDEMAN COUNTY, TN)



**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

MISSISSIPPI TENNESSEE HOLDINGS, LLC
MISSISSIPPI TENNESSEE RAILROAD, LLC
200 N. Railroad Avenue
New Albany, MS 38652

Applicants

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1194
(312) 236-0204

Attorney for Applicants

Date Filed: May 20, 2003

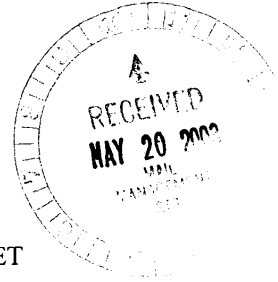
**ENTERED
Office of Proceedings**

MAY 20 2003

**Part of
Public Record**

BEFORE THE
SURFACE TRANSPORTATION BOARD

MISSISSIPPI TENNESSEE HOLDINGS,)	
LLC AND MISSISSIPPI TENNESSEE)	
RAILROAD, LLC -- ACQUISITION AND)	
OPERATION EXEMPTION -- RAIL LINE)	
OF MISSISSIPPI & TENNESSEE)	FINANCE DOCKET
RAILNET, INC. BETWEEN HOUSTON,)	NO. 34355
MS AND MIDDLETON, TN IN)	
CHICKASAW, PONTOTOC, UNION)	
AND TIPPAAH COUNTIES, MS AND)	
HARDEMAN COUNTY, TN)	



**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to the class exemption at 49 C.F.R. § 1150.31 *et seq.*, MISSISSIPPI TENNESSEE HOLDINGS, LLC (MTH) and MISSISSIPPI TENNESSEE RAILROAD, LLC (MTR), noncarriers, provide notice of exemption from 49 U.S.C. § 10901 for MTH's acquisition from Mississippi Tennessee Railnet, Inc., and for MTR's operation, of a rail line between Milepost GG 281.0 at Houston, MS and Milepost GG 368.7 at Middleton, TN, a distance of 87.7 miles in Chickasaw, Pontotoc, Union and Tippah Counties, MS and Hardeman County, TN (the rail line).

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

Applicants are Mississippi Tennessee Holdings, LLC and Mississippi Tennessee Railroad, LLC, 200 N. Railroad Ave., New Albany, MS 38652.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

Applicants' representative is Thomas F. McFarland, Thomas F. McFarland, P.C. 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1194, (312) 236-0204.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement has been reached between MTH and Mississippi Tennessee Railnet, Inc. for MTH to acquire the rail line. An agreement has been reached between MTH and MTR for MTR to operate the rail line.

(d) The operator of the property;

The operator of the property will be MTR.

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject property,

The railroad transferring the property is Mississippi Tennessee Railnet, Inc., 111-B Main Street, New Albany, MS 38652.

(2) The proposed time schedule for consummation of the transaction,

The transactions will be consummated not sooner than seven days after filing of this notice with the Board.

(3) The mile-posts of the subject property, including any branch lines, and

The rail line extends between Milepost GG 281.0 at Houston, MS and Milepost GG 368.7 at Middleton, TN.

(4) The total route miles being acquired;

A total of 87.7 route miles will be operated.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

Attached to this notice as Appendix 1 is a map on which the rail line has been shaded in yellow.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

Attached to this notice as Appendix 2 is a certificate that MTR's projected revenues do not exceed those that would qualify it as a Class III rail carrier.

VERIFICATION

Attached to this notice as Appendix 3 is a verification of the statements made in this Notice.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2), no environmental documentation or report is required for the proposed transactions. Pursuant to 49 C.F.R. § 1105.7(b)(1), no historic documentation or report is required for the proposed transactions.

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), no labor protection is required for the proposed transactions.

CAPTION SUMMARY

Attached to this notice as Appendix 4 is a caption summary required by 49 C.F.R. § 1150.34.

LAND GRANT RIGHT-OF-WAY

Applicants are not aware of any land grant right-of-way in the rail line.

CONCLUSION

WHEREFORE, the Board should publish notice of the exemption in the *Federal Register* within 30 days of its filing.

Respectfully submitted,

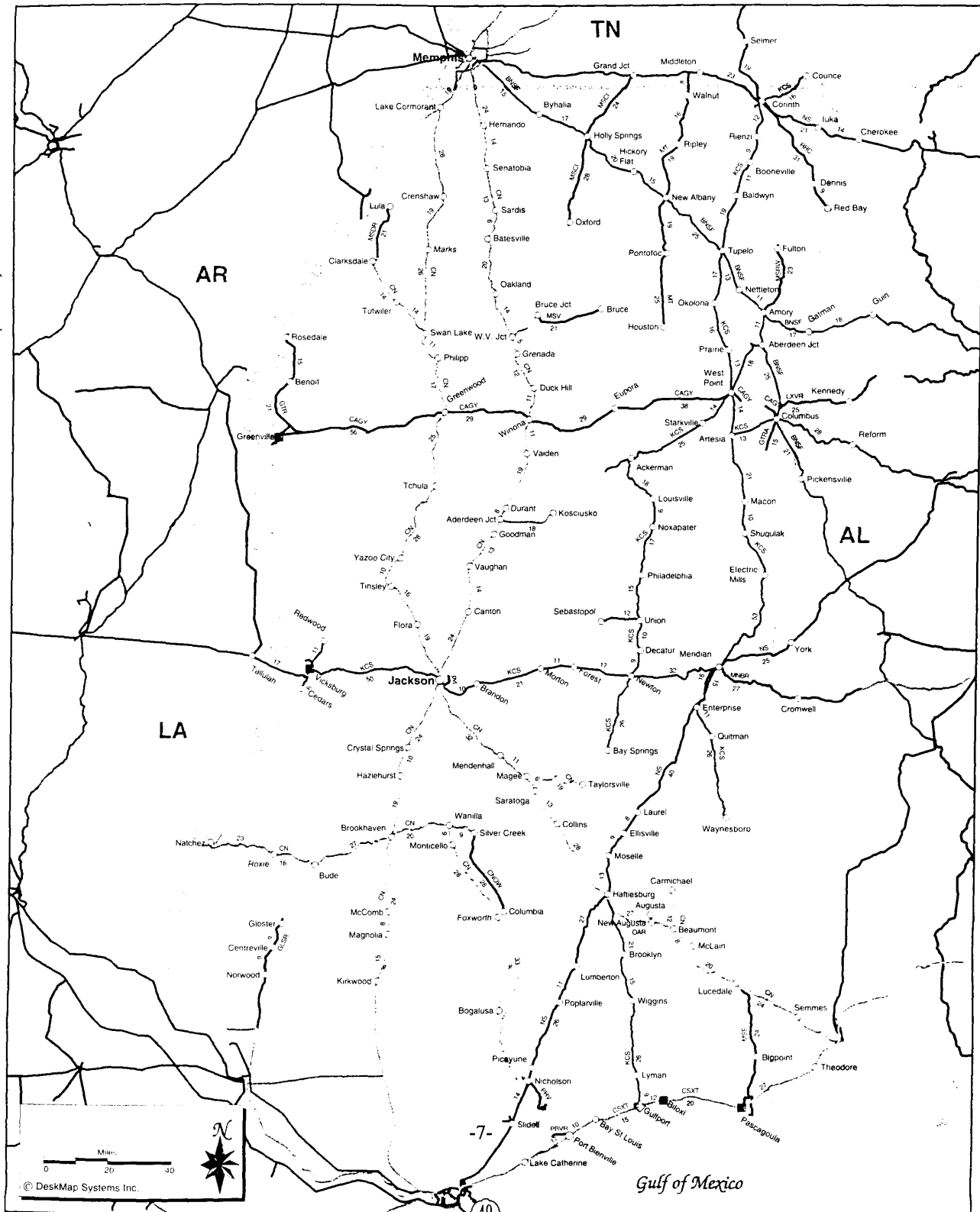
MISSISSIPPI TENNESSEE HOLDINGS, LLC
MISSISSIPPI TENNESSEE RAILROAD, LLC
200 N. Railroad Avenue
New Albany, MS 38652

Thomas F. McFarland

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1194
(312) 236-0204

Attorney for Petitioners

Date Filed: May 20, 2003



CERTIFICATION

THOMAS F. McFARLAND, on oath, states that MTR's projected revenues do not exceed those that would qualify it as a Class III rail carrier.



Thomas F. McFarland

Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 19th
day of May, 2003.

Kathleen Lenihan

Notary Public

My commission expires: 1/29/2006

VERIFICATION

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

THOMAS F. McFARLAND, being duly sworn on oath, deposes and states that he has read the foregoing notice, that he knows the contents thereof, and that the facts therein stated are true and correct.



Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 19th
day of May, 2003.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 34355)

**MISSISSIPPI TENNESSEE HOLDINGS, LLC AND
MISSISSIPPI TENNESSEE RAILROAD, LLC --
ACQUISITION AND OPERATION EXEMPTION --
RAIL LINE OF MISSISSIPPI TENNESSEE RAILNET, INC.
BETWEEN HOUSTON, MS AND MIDDLETON, TN IN
CHICKASAW, PONTOTOC, UNION AND TIPPAAH
COUNTIES, MS AND HARDEMAN COUNTY, TN**

Mississippi Tennessee Holdings, LLC (MTH) and Mississippi Tennessee Railroad, LLC, noncarriers, have filed a notice of exemption for MTH to acquire from Mississippi Tennessee Railnet, Inc. and for MTR to operate 87.7 miles of rail line extending between Milepost GG 281.0 at Houston, MS and Milepost GG 368.7 at Middleton, TN, in Chickasaw, Pontotoc, Union and Tippah Counties, MS and Hardeman County, TN. The transaction was to be consummated not sooner than seven days after the filing of the notice of exemption.

This proceeding is related to Finance Docket No. 34356 in which Gregory B. Cundiff, Connie B. Cundiff, CGX, Inc. and Ironhorse Resources, Inc. have concurrently filed a notice of exemption for their continuance in control of MTH and MTR when they become rail carriers upon consummation of the transactions described in this notice.

Any comments must be filed with the Board and must be served on applicants' representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1194, (312) 236-0204.

This notice of exemption is filed under 49 C.F.R. § 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.

(SEAL)

By the Board