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ORIGINAL

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THOMAS F. MCFARLAND

February 6, 2004

By UPS overnight mail
(Monday delivery)

Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit, Suite 713
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Finance Docket No. 34467, *Heart of Georgia Railroad, Inc. -- Acquisition and Operation Exemption -- Rail Line of Ogeechee Railway Company between Midville, GA and Vidalia, GA*

Dear Mr. Williams:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1150.41, for filing with the Board in the above referenced matter.

Also enclosed is Atlantic Western Transportation, Inc.'s check #1121 in the amount of \$1,400 for the filing fee.

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

Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicant

FILED
FEB 9 - 2004
SURFACE
TRANSPORTATION BOARD

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FEE RECEIVED

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SURFACE
TRANSPORTATION BOARD

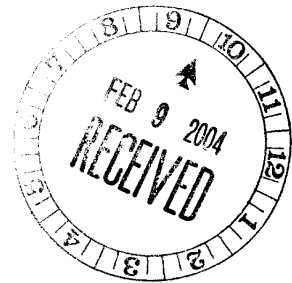
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Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

HEART OF GEORGIA RAILROAD, INC.)
-- ACQUISITION AND OPERATION) FINANCE DOCKET
EXEMPTION -- RAIL LINE OF) NO. 34467
OGEECHEE RAILWAY COMPANY)
BETWEEN MIDVILLE, GA AND)
VIDALIA, GA)



VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.41



HEART OF GEORGIA RAILROAD, INC.
908 Elm Avenue
Americus, GA 31709

Applicant

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TRANSPORTATION BOARD

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 9, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

HEART OF GEORGIA RAILROAD, INC.	)	
-- ACQUISITION AND OPERATION	)	FINANCE DOCKET
EXEMPTION -- RAIL LINE OF	)	NO. 34467
OGEECHEE RAILWAY COMPANY	)	
BETWEEN MIDVILLE, GA AND	)	
VIDALIA, GA	)	

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.41**

Pursuant to 49 C.F.R. § 1150.41, HEART OF GEORGIA RAILROAD, INC. (HOG), a Class III rail carrier, hereby provides notice of its exemption from 49 U.S.C. § 10902 for its acquisition by sublease from OGEECHEE RAILWAY COMPANY (ORC) and operation of a rail line between Midville, GA and Vidalia, GA, a distance of approximately 46 miles. ORC leases that rail line from Norfolk Southern Railway Company (NS). NS has consented to the proposed sublease. The rail line is not referenced by milepost numbers. The proposed transaction includes, as an incidental matter, assignment by ORC to HOG of ORC's trackage rights at Vidalia, GA over Georgia Central Railway, LP (GC). GC has consented to the proposed assignment of those trackage rights. Those trackage rights will enable HOG to operate directly between the Midville-Vidalia rail line being acquired and HOG's existing rail line at Vidalia (*see* map Appendix 1, showing the Midville-Vidalia rail line in yellow shading and HOG's existing rail line in blue shading).

INFORMATION REQUIRED BY 49 C.F.R. § 1150.43

(a) The full name and address of the Class III rail carrier applicant;

Applicant is Heart of Georgia Railroad, Inc., 908 Elm Avenue, Americus, GA 31709.

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

Applicant's representative is Thomas F. McFarland, Thomas F. McFarland, P.C. 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (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 HOG and ORC for HOG's sublease of the rail line leased by ORC, and for HOG's operation of that line. The lessor of that line has consented to that sublease.

(d) The operator of the property;

The operator of the property will be HOG.

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

(1) The name and address of the railroad transferring the subject property to the Class III rail carrier applicant,

The sublessor of the rail line is Ogeechee Railway Company, 723 Dover Road, Sylvania, GA 30467.

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

The transaction 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 is not referenced by milepost numbers.

(4) The total route miles being acquired;

A total of approximately 46 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 to be subleased and operated has been shaded in yellow. HOG's existing rail line has been shaded in blue on that map.

(g) A certificate that applicant's projected revenues as a result of the transaction will not result in the creation of a Class I or Class II rail carrier so as to require processing under § 1150.45.

Attached to this notice as Appendix 2 is a certificate that HOG's projected revenues would not result in creation of a Class I or II 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. § 10902(d), 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.

§ 1150.44.

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,

HEART OF GEORGIA RAILROAD, INC.
908 Elm Avenue
Americus, GA 31709

Applicant

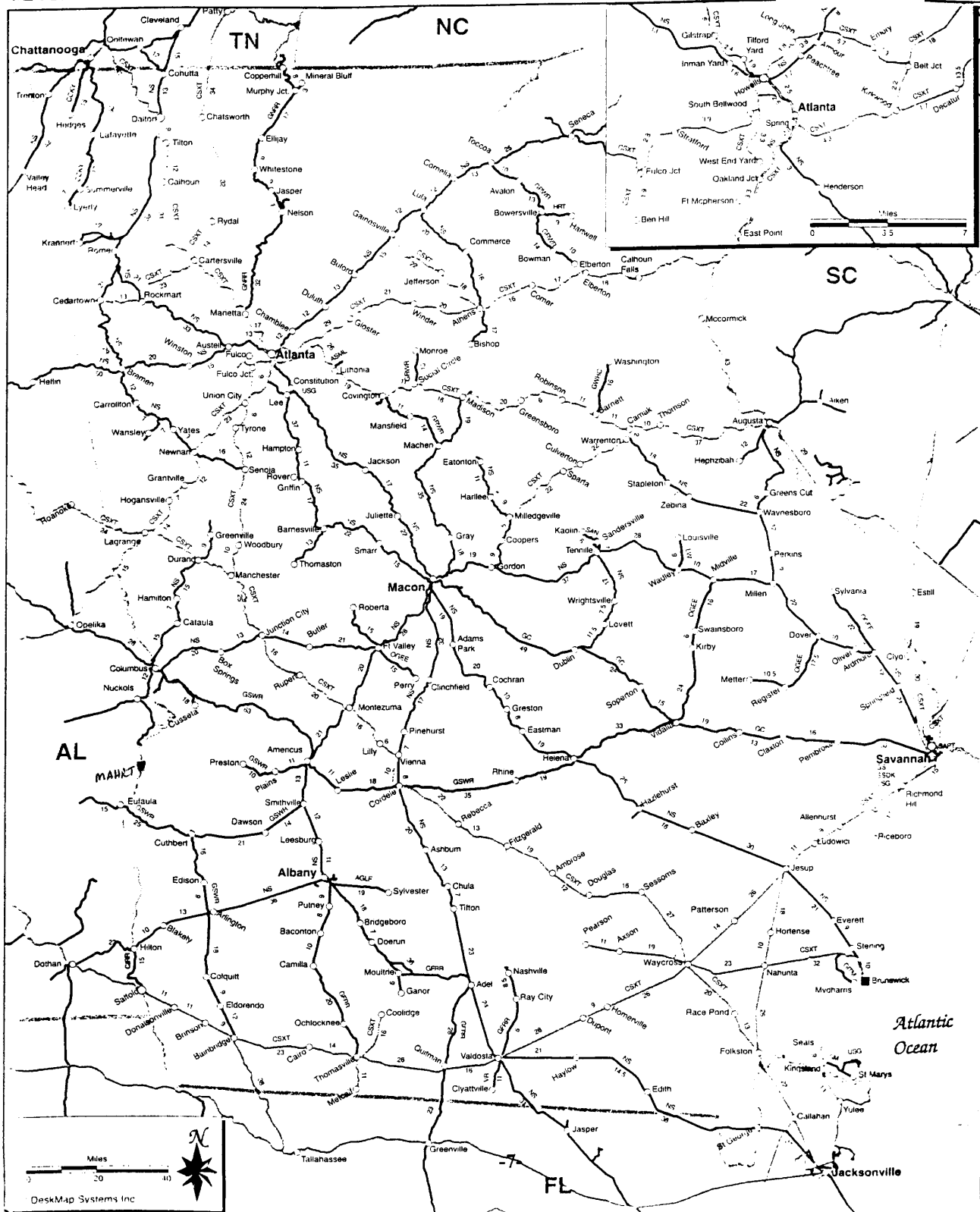
Thomas F. McFarland

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 9, 2004

F.D. No. 34467
APPENDIX 1



CERTIFICATION

THOMAS F. McFARLAND, on oath, states that HOG's projected revenues would not result in creation of a Class I or Class II rail carrier.



Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 6th
day of February, 2004.

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 6th
day of February, 2004.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 34467)

*HEART OF GEORGIA RAILROAD, INC.
-- ACQUISITION AND OPERATION EXEMPTION --
RAIL LINE OF OGEECHEE RAILWAY COMPANY
BETWEEN MIDVILLE, GA AND VIDALIA, GA*

Heart of Georgia Railroad, Inc. (HOG), a Class III rail carrier, has filed a notice of exemption from 49 U.S.C. § 10902 to acquire by sublease from Ogeechee Railway Company (ORC) and operate a rail line between Midville, GA and Vidalia, GA, a distance of approximately 46 miles. ORC leases that rail line from Norfolk Southern Railway Company (NS). NS has consented to HOG's sublease of the rail line. The rail line is not referenced by milepost numbers. The proposed transaction includes, as an incidental matter, assignment by ORC to HOG of ORC's trackage rights at Vidalia, GA over Georgia Central Railway, LP (GC). GC has consented to assignment of those trackage rights to HOG. Those trackage rights will enable HOG to operate directly between the Midville-Vidalia rail line being acquired and HOG's existing rail line at Vidalia.

The transaction was proposed to be consummated not sooner than seven days after the filing of the notice of exemption.

Any comments must be filed with the Board and must be served on Applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

This notice of exemption is filed under 49 C.F.R. § 1150.41. 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