

LAW OFFICE
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ORIGINAL

THOMAS F. McFARLAND

2/0037
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

ENTERED
Office of Proceedings

FEB - 9 2004

Part of
Public Record



Re: Finance Docket No. 34466, *Georgia Midland Railroad, Inc. -- Acquisition and Operation Exemption -- Rail Lines of Ogeechee Railway Company in Georgia*

Dear Mr. Williams:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1150.31, for filing with the Board in the above referenced matter.

Also enclosed is Atlantic Western Transportation, Inc.'s check #1120 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,

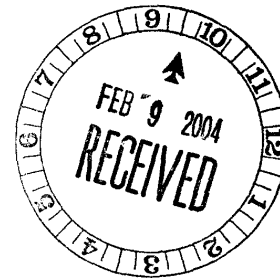
Tom McFarland

Thomas F. McFarland
Attorney for Applicant

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BEFORE THE
SURFACE TRANSPORTATION BOARD

GEORGIA MIDLAND RAILROAD, INC.)
-- ACQUISITION AND OPERATION) FINANCE DOCKET
EXEMPTION -- RAIL LINES OF) NO. 34466
OGEECHEE RAILWAY COMPANY IN)
GEORGIA)



210037

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

FEE RECEIVED

FEB - 9 2004

SURFACE
TRANSPORTATION BOARD

FILED
FEB - 9 2004
SURFACE
TRANSPORTATION BOARD

GEORGIA MIDLAND RAILROAD, INC.
908 Elm Avenue
Americus, GA 31709

Applicant

ENTERED
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Public Record

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

GEORGIA MIDLAND RAILROAD, INC.	)	
-- ACQUISITION AND OPERATION	)	FINANCE DOCKET
EXEMPTION -- RAIL LINES OF	)	NO. 34466
OGEECHEE RAILWAY COMPANY IN	)	
GEORGIA	)	

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

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, GEORGIA MIDLAND RAILROAD, INC. (GMR), a noncarrier, hereby provides notice of its exemption from 49 U.S.C. § 10901 for its acquisition from OGEECHEE RAILWAY COMPANY (ORC) by sublease of rail lines leased by ORC, and for its operation of those rail lines, as here identified:

- (1) the Perry line between Roberta, GA and Perry, GA, a distance of about 33 miles;
- (2) the Metter line between Dover, GA and Metter, GA, a distance of about 30 miles;
- and
- (3) the Sylvania line between Ardmore, GA and Sylvania, GA, a distance of about 22 miles.

ORC leases the Perry line from Norfolk Southern Railway Company (NS) and leases the Metter and Sylvania lines from the State of Georgia, Department of Transportation (GaDOT). The lessors of those rail lines have consented to the sublease of those lines. The rail lines do not connect with one another. The lines are not referenced by milepost numbers.

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

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

Applicant is Georgia Midland 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 GMR and ORC for GMR's sublease of rail lines leased by ORC, and for GMR's operation of those lines. The lessors of those lines have consented to sublease of those lines.

(d) The operator of the property;

The operator of the property will be GMR.

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

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

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

(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 lines are not referenced by milepost numbers. The rail lines are described as

follows:

- (1) the Perry line between Roberta, GA and Perry, GA, a distance of about 33 miles;
- (2) the Metter line between Dover, GA and Metter, GA, a distance of about 30 miles;
and
- (3) the Sylvania line between Ardmore, GA and Sylvania, GA, a distance of about 22 miles.

(4) The total route miles being acquired;

A total of approximately 85 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 lines to be subleased and operated have 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 GMR'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,

GEORGIA MIDLAND RAILROAD, INC.
908 Elm Avenue
Americus, GA 31709

Applicant

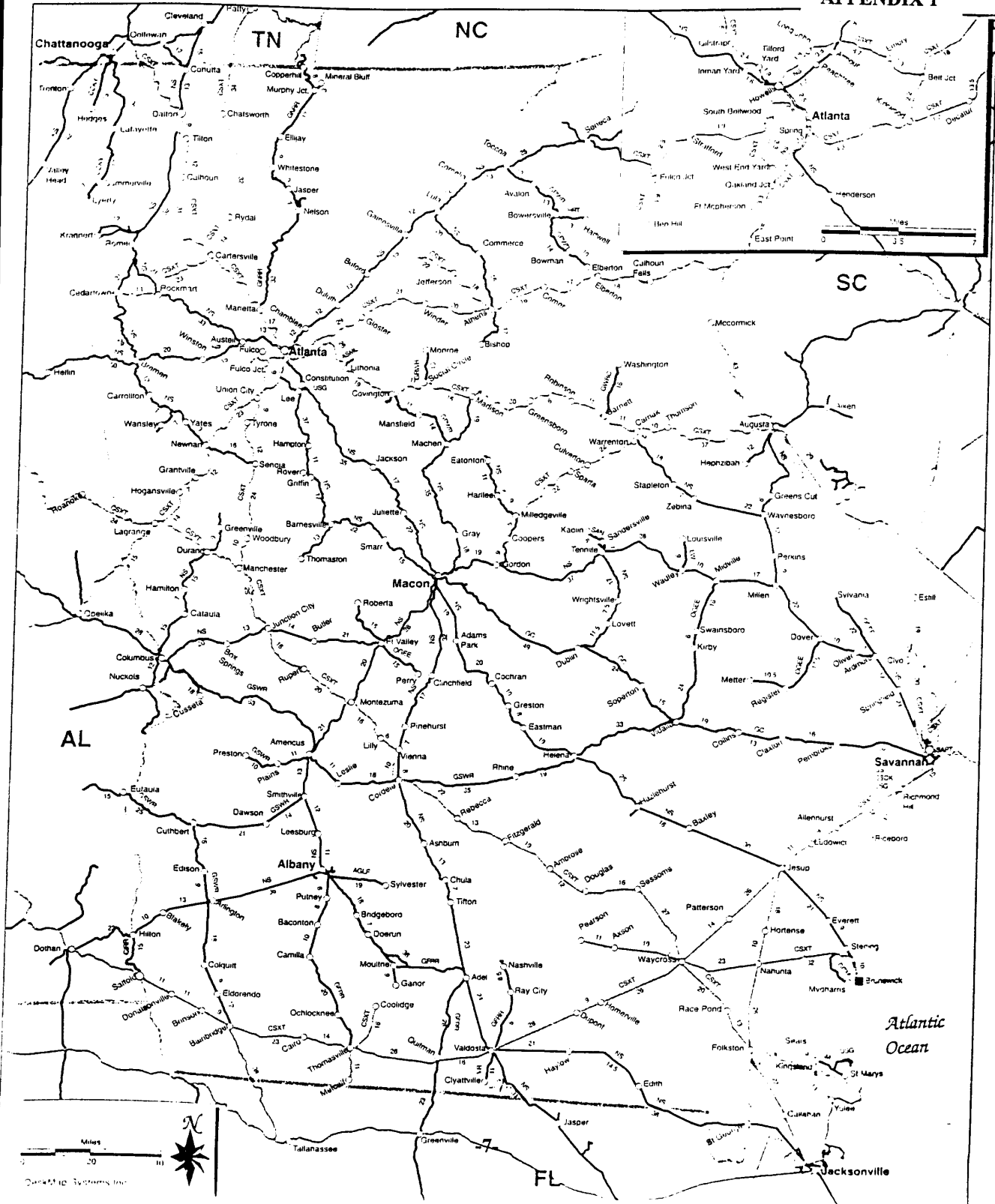
THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 9, 2004

GEORGIA • Atlanta

F.D. No. 34466
APPENDIX 1



CERTIFICATION

THOMAS F. McFARLAND, on oath, states that GMR'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 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: 1/23/2006

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION

(Finance Docket No. 34466)

GEORGIA MIDLAND RAILROAD, INC.
-- ACQUISITION AND OPERATION EXEMPTION --
RAIL LINES OF OGEECHEE RAILWAY COMPANY IN GEORGIA

Georgia Midland Railroad, Inc. (GMR), a noncarrier, has filed a notice of exemption to acquire from Ogeechee Railway Company (ORC) pursuant to sublease of rail lines leased by ORC, and to operate, the following rail lines:

- (1) the Perry line between Roberta, GA and Perry, GA, a distance of about 33 miles (leased from Norfolk Southern Railway Company (NS);
- (2) the Metter line between Dover, GA and Metter, GA, a distance of about 30 miles (leased from State of Georgia, Department of Transportation [GaDOT]); and
- (3) the Sylvania line between Ardmore, GA and Sylvania, GA, a distance of about 22 miles (leased from GaDOT).

NS and GaDOT have consented to GMR's sublease of the rail lines. The rail lines proposed to be subleased are not referenced by milepost numbers.

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

This proceeding is related to Finance Docket No. 34468, *Atlantic Western Transportation, Inc. -- Continuance in Control Exemption -- Georgia Midland Railroad, Inc.*, in which Atlantic Western Transportation, Inc. (AWT) has concurrently filed a notice of exemption for its continuance in control of GMR when GMR becomes a rail carrier upon consummation of the transaction covered by this 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. § 1150.31. 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