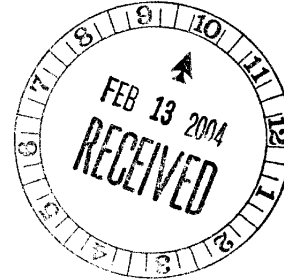


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ORIGINAL

LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LA SALLE STREET - SUITE 1890
CHICAGO, ILLINOIS 60604-1112
TELEPHONE (312) 236-0204
FAX (312) 201-9695
mcfarland@aol.com

THOMAS F. MCFARLAND



February 12, 2004

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

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 an amended Verified Notice of Exemption Under 49 C.F.R. § 1150.31, for filing with the Board in the above referenced matter. This amends the Verified Notice filed in this docket on February 9, 2004.

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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ENTERED
Office of Proceedings

FEB 16 2003

Part of
Public Record

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	)	



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

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

Applicant

ENTERED
Office of Proceedings
FEB 13 2003
Part of
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 13, 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	)	

**AMENDED 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 an amended^{1/} 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 (a) Milepost 90.44-FV at or near Roberta, GA and Milepost 105.30-FV at or near Fort Valley, GA, a distance of 14.86 miles; and
(b) between Milepost N219.70 at or near Fort Valley, GA and Milepost 232.60 at or near Perry, GA, a distance of 12.9 miles. The Perry line consists of a total of 27.76 miles.
- (2) the Metter line between Milepost W-57.50 at or near Dover, GA and Milepost W-86.70 at or near Metter, GA, a distance of 29.2 miles; and
- (3) the Sylvania line between Milepost SA-36.4 at or near Ardmore, GA and Milepost SA-57.5 at or near Sylvania, GA, a distance of 21.1 miles.

^{1/} This amends the Verified Notice filed in this docket on February 9, 2004.

GMR thus is acquiring and will operate a total of 78.06 miles in three rail line segments that do not connect with each other.

ORC leases the Roberta-Fort Valley segment of the Perry line from Norfolk Southern Railway Company (NS). ORC and GMR have taken steps to obtain NS's consent to the proposed sublease of that segment.

ORC leases the Fort Valley-Perry segment of the Perry line from Central of Georgia Railroad Company (COG), an affiliate of NS. ORC and GMR have taken steps to obtain COG's consent to the proposed sublease of that segment.

ORC leases the Metter line from COG. ORC and GMR have taken steps to obtain COG's consent to the proposed sublease of that line.

ORC leases the Sylvania line from the State of Georgia, Department of Transportation (GaDOT). ORC and GMR have taken steps to obtain GaDOT's consent to the proposed sublease of that line.

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. ORC and GMR have taken steps to obtain the lessors' consent to the proposed subleases.

(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 amended notice with the Board.

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

The mileposts of the subject property are identified below:

- (1) the Perry line between (a) Milepost 90.44-FV at or near Roberta, GA and Milepost 105.30-FV at or near Fort Valley, GA, a distance of 14.86 miles; and (b) between Milepost N219.70 at or near Fort Valley, GA and Milepost 232.60 at or near Perry, GA, a distance of 12.9 miles. The Perry line consists of a total of 27.76 miles.
- (2) the Metter line between Milepost W-57.50 at or near Dover, GA and Milepost W-86.70 at or near Metter, GA, a distance of 29.2 miles; and

- (3) the Sylvania line between Milepost SA-36.4 at or near Ardmore, GA and Milepost SA-57.5 at or near Sylvania, GA, a distance of 21.1 miles.

(4) The total route miles being acquired;

A total of approximately 78.06 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 this amended 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

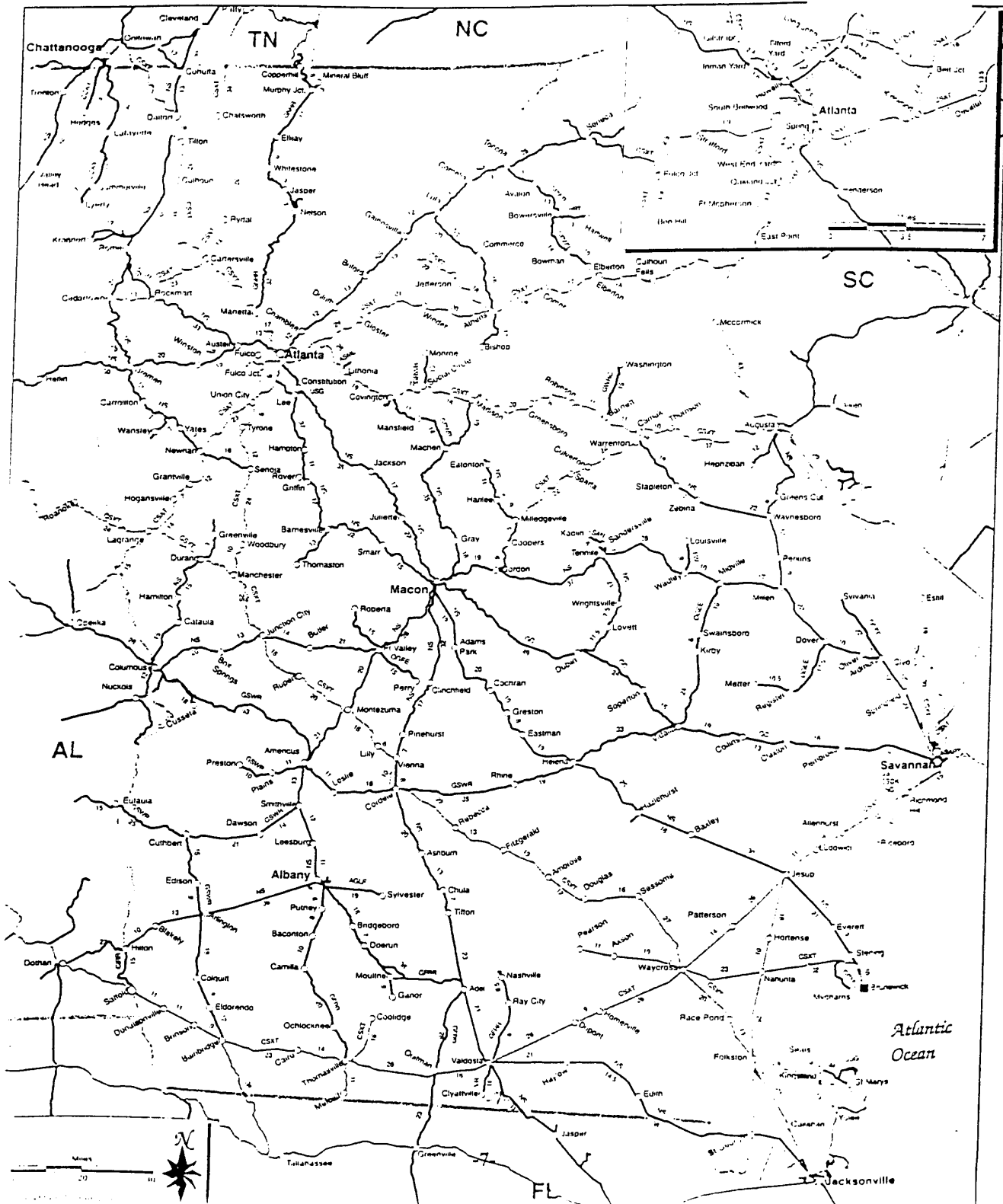
THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 13, 2004

GEORGIA • Atlanta

F.D. No. 34466
APPENDIX I



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 12th
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 12th
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 an amended 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 (a) Milepost 90.44-FV at or near Roberta, GA and Milepost 105.30-FV at or near Fort Valley, GA, a distance of 14.86 miles; and (b) between Milepost N219.70 at or near Fort Valley, GA and Milepost 232.60 at or near Perry, GA, a distance of 12.9 miles. The Perry line consists of a total of 27.76 miles.
- (2) the Metter line between Milepost W-57.50 at or near Dover, GA and Milepost W-86.70 at or near Metter, GA, a distance of 29.2 miles; and
- (3) the Sylvania line between Milepost SA-36.4 at or near Ardmore, GA and Milepost SA-57.5 at or near Sylvania, GA, a distance of 21.1 miles.

The transaction was proposed to be consummated not sooner than seven days after the filing of the amended 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 an amended notice of exemption for its continuance in control of GMR when GMR becomes a rail carrier upon consummation of the transaction covered by this amended 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 amended notice of exemption is filed under 49 C.F.R. § 1150.31. If the amended 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