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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. 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 an Amended Verified Notice of
Exemption Under 49 C.F.R. § 1150.41, 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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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)

**AMENDED 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 an amended^{1/} 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 Milepost GF-152.2 near Vidalia, GA and Milepost GF-194.6 at or near Midville, GA, a distance of 42.4 miles. ORC leases that rail line from the State of Georgia, Department of Transportation (GaDOT). ORC and HOG have taken steps to obtain GaDOT's consent to the proposed sublease.

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;

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

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 amended 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 this amended 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

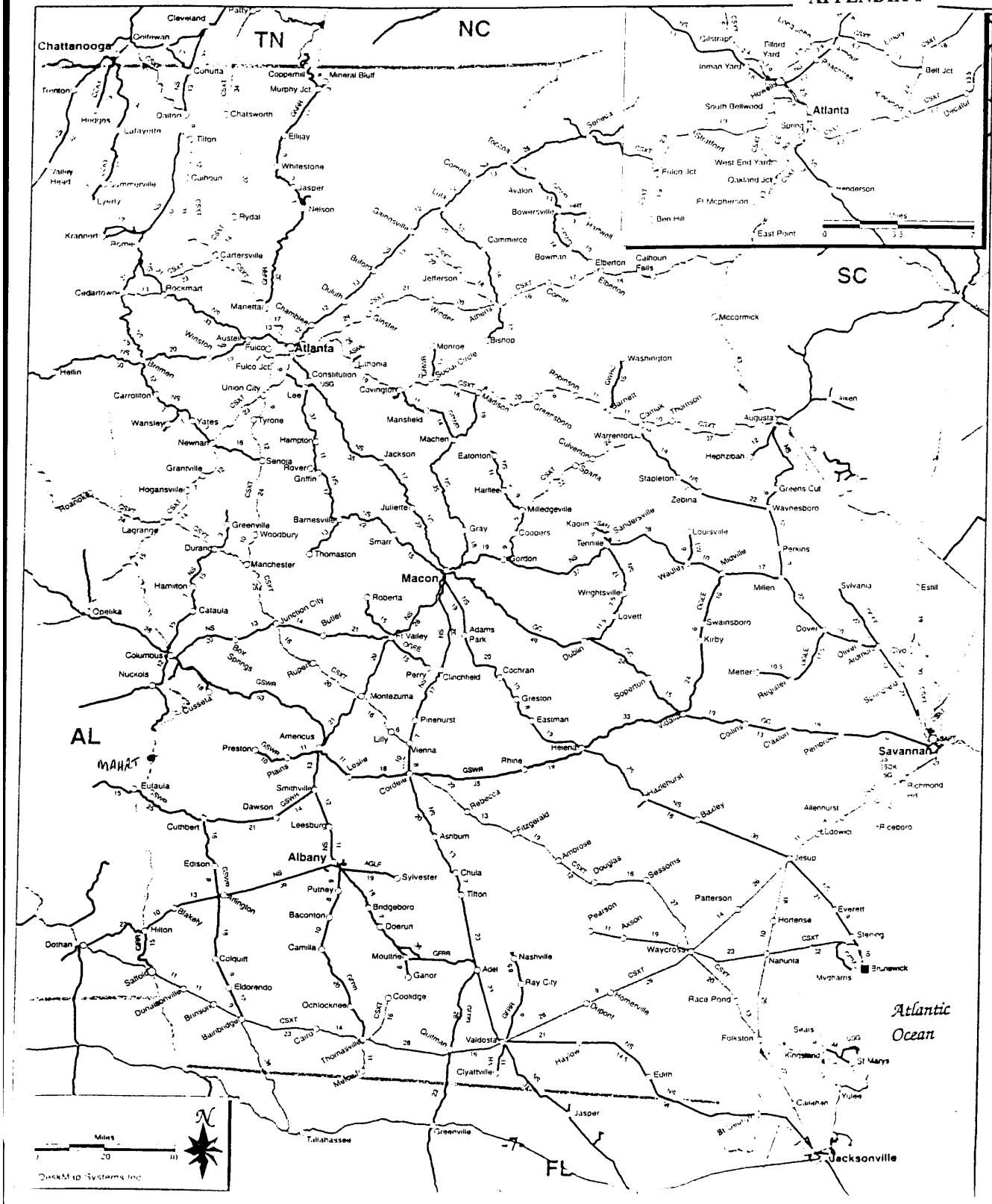
THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: February 13, 2004

GEORGIA • Atlanta

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 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 17th
day of February, 2004.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
AMENDED 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 an amended notice of exemption from 49 U.S.C. § 10902 to acquire by sublease from Ogeechee Railway Company (ORC) and operate a rail line between Milepost 194.6 at or near Midville, GA and Milepost 152.2 near Vidalia, GA, a distance of approximately 42.4 miles. ORC leases that rail line from State of Georgia, Department of Transportation (GaDOT). ORC and HOG have taken steps to obtain GaDOT's consent to the proposed sublease.

The transaction was proposed to be consummated not sooner than seven days after the filing of 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. § 1150.41. 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