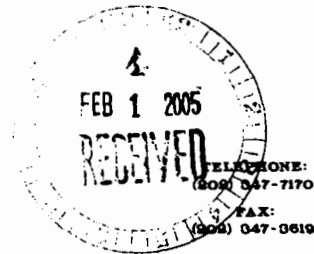


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WRITER'S E-MAIL:
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February 1, 2005

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 711
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

Part of
Public Record

Re: Finance Docket No. 34660, Georgia Central Railway, L.P.
– Acquisition and Operation Exemption – Rail Line
of CSX Transportation, Inc. from Macon to East Dublin, GA

Dear Secretary Williams:

Enclosed for filing in the referenced docket please find an original and 10 copies of the Verified Notice of Exemption of Georgia Central Railway, L.P. We are also submitting a check in the amount of \$1,500.00 to cover the required filing fee.

An additional copy of the Notice also is enclosed. Kindly indicate receipt of the filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your consideration in this matter.

FILED

FEB 1 2005

Surface
TRANSPORTATION BOARD

Sincerely,

Andrew B. Kolesar III
An Attorney for Georgia Central Railway, L.P.

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



GEORGIA CENTRAL RAILWAY, L.P. –	)	
ACQUISITION AND OPERATION	)	
EXEMPTION – RAIL LINE OF CSX	)	Finance Docket No. 34660
TRANSPORTATION, INC. FROM	)	
MACON TO EAST DUBLIN, GA	)	

VERIFIED NOTICE OF EXEMPTION

ENTERED
Office of Proceedings

FEB 1 - 2005

Part of
Public Record

FILED

FEB 1 - 2005

SURFACE
TRANSPORTATION BOARD

FILED

FEB 1 - 2005

SURFACE
TRANSPORTATION BOARD

GEORGIA CENTRAL RAILWAY, L.P.
186 Winge Road
Lyons, GA 30436

OF COUNSEL:

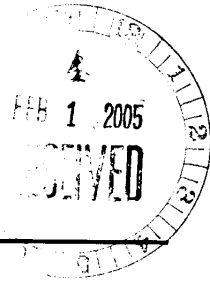
SLOVER & LOFTUS
1224 17th Street, N.W.
Washington, D.C. 20036

Dated: February 1, 2005

By: Kelvin J. Dowd
Andrew B. Kolesar III
Slover & Loftus
1224 17th Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Attorneys & Practitioners

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



	)	
GEORGIA CENTRAL RAILWAY, L.P. –	)	
ACQUISITION AND OPERATION	)	
EXEMPTION – RAIL LINE OF CSX	)	Finance Docket No. 34660
TRANSPORTATION, INC. FROM	)	
MACON TO EAST DUBLIN, GA	)	
	)	

VERIFIED NOTICE OF EXEMPTION

Pursuant to 49 U.S.C. § 10902 and the Board’s implementing regulations set forth at 49 C.F.R. Part 1150.41, et seq., Georgia Central Railway, L.P. (“Georgia Central”), a Class III carrier, files this Verified Notice of Exemption to permit Georgia Central to purchase from CSX Transportation, Inc. (“CSXT”) approximately 57.2 miles of rail track along the line that Georgia Central currently leases from CSXT and operates, extending from Milepost SK 0.8 at Macon, Georgia to Milepost SK 58.0 at East Dublin, Georgia in Bibb, Twiggs, Wilkinson, and Laurens Counties, Georgia (“the Line”).¹

Although the projected annual revenues of Georgia Central following the subject acquisition will exceed \$5 million, Georgia Central hereby requests waiver of the labor notice requirement set forth at 49 C.F.R. § 1150.42(e). All of the employees

¹ In light of the facts of the subject transaction, Georgia Central respectfully submits that there be some question as to whether this transaction is, in fact, a jurisdictional event. Nevertheless, out of an abundance of caution, Georgia Central has elected to file this Notice of Exemption.

currently working on the Line are Georgia Central non-unionized employees, and neither the operation of the Line nor Georgia Central's employees will be impacted in any respect as a result of this transaction. Consequently, there is no purpose to be served by the Board's labor notification procedures. See, e.g., Finance Docket No. 34531, *The Indiana Rail Road Company – Acquisition Exemption – Line of Monon Rail Preservation Corp.* [Request for Waiver of 49 CFR 1150.42(e)] (STB served Nov. 22, 2004).²

In support hereof, Georgia Central shows as follows:

- a. Full Name and Address of Applicant

Georgia Central Railway, L.P.
186 Winge Road
Lyons, GA 30436
- b. Name and Address of Applicant's Representative

Andrew B. Kolesar III
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

² Although not identical to the facts of the instant transaction, the Indiana Rail Road case also involved a carrier acquiring a line over which it had been operating for some time. See Finance Docket No. 34531, *The Indiana Rail Road Company – Acquisition Exemption – Line of Monon Rail Preservation Corporation* (STB served Nov. 30, 2004) (“The Indiana Rail Road Company (INRD), a Class III rail carrier, has filed a verified notice of exemption under 49 CFR 1150.41 to acquire from Monon Rail Preservation Corporation (Monon), approximately 3.98 miles of rail line between milepost Q217.67 at Hunters, IN, and milepost Q213.69 at Ellettsville, IN, in Monroe County, IN. In 2001, INRD entered into an operating agreement with Monon, whereby INRD became the operator of the line.”).

c. Statement Regarding Agreement

Agreement as to all essential terms has been reached between Georgia Central and CSXT with respect to Georgia Central's purchase of the subject track and the restructuring of its lease to encompass only the underlying right-of-way.

d. Operation of the Property

Following the effective date of the exemption noticed hereby, Georgia Central will continue to be the operator of the Line.

e. Summary of the Transaction

This transaction pertains to Georgia Central's purchase of the railroad track on a rail line that Georgia Central currently leases from CSXT and operates. See Wilmington Terminal Railroad, Inc. – Purchase and Lease – CSX Transportation, Inc. Lines Between Savannah and Rhine, and Vidalia and Macon, GA, 6 I.C.C.2d 799 (1990) (authorizing, inter alia, the Wilmington Terminal Railroad, Inc.'s lease of the subject Line); see also Finance Docket No. 31948 (Sub-No. 2), Georgia Central Railway, L.P. – Acquisition and Operation Exemption – Wilmington Terminal Railroad, Inc. (ICC served Nov. 21, 1991) (authorizing corporate reorganization); Finance Docket No. 31948, K. Earl Durden, Green Bay Packaging, Inc., Rail Management and Consulting Corporation, and Wilmington Terminal Railroad, Inc. – Continuance in Control Exemption – Wilmington Terminal Railroad, L.P., and Georgia Central Railway, L.P. (ICC served

Nov. 21, 1991) (authorizing the continuance-in-control of Georgia Central upon becoming a carrier).³

Pursuant to the subject transaction, Georgia Central will purchase approximately 57.2 miles of rail track along the Line that Georgia Central currently leases from CSXT and operates, extending from Milepost SK 0.8 at Macon, Georgia to Milepost SK 58.0 at East Dublin, Georgia in Bibb, Twiggs, Wilkinson, and Laurens Counties, Georgia. In addition, Georgia Central's current lease of the Line will be converted to a lease of the right-of-way, which is owned by CSXT, and CSXT's contingent (and never exercised) right to obtain trackage rights from Georgia Central to operate over the Line will be extinguished.

Pursuant to Board regulations, Georgia Central states that CSXT's corporate address is 500 Water Street, Jacksonville, Florida 32202. The total number of additional route miles to be acquired and operated by Georgia Central is approximately 57.2 miles.

It is contemplated that the parties will consummate the transaction on or about February 28, 2005.

³ Given the nature of the instant transaction, there will be no impact on Georgia Central's ability to connect with any other carrier under common control with Georgia Central.

f. Map

See Exhibit No. 1.

g. Certificate of Projected Revenue

Pursuant to 49 C.F.R. Part 1150.43(g), Georgia Central certifies that its projected revenues as a result of this transaction will not result in the creation of a Class I or a Class II rail carrier. Georgia Central's revenues, however, will exceed \$5 million, but as indicated supra, Georgia Central is requesting a waiver of the Board's labor notification requirement under 49 C.F.R. § 1150.42(e). The purpose to be served by such notice is not applicable to the subject transaction.

h. Environmental and/or Historical Documentation

The proposed transaction qualifies under 49 C.F.R. Part 1105.6(c)(2), and as such, no environmental documentation is required. Likewise, Georgia Central has no plans to alter or dispose of any assets that are fifty (50) years old or older, and as such, the transaction does not require an historic report. 49 C.F.R. Part 1105.8(b).

i. Caption Summary

See Exhibit No. 2.

Respectfully submitted,

GEORGIA CENTRAL RAILWAY, L.P.
186 Winge Road
Lyons, GA 30436

OF COUNSEL:

SLOVER & LOFTUS
1224 17th Street, N.W.
Washington, D.C. 20036

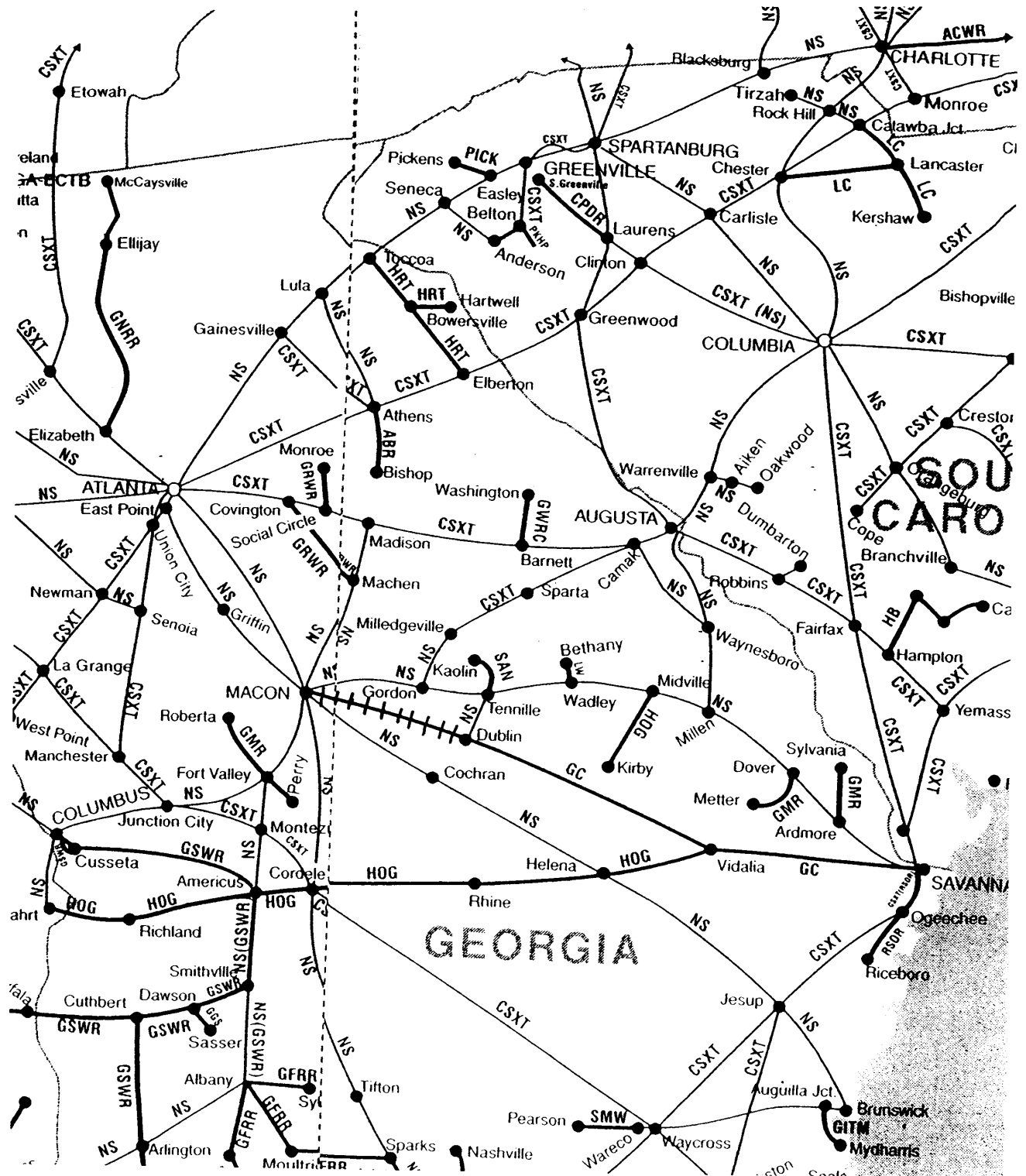
Dated: February 1, 2005

By: Kelvin J. Dowd
Andrew B. Kolesar III 
Slover & Loftus
1224 17th Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Attorneys & Practitioners

Exhibit No. 1

++++ = subject line



Finance Docket No. 34660

**GEORGIA CENTRAL RAILWAY, L.P.
– ACQUISITION AND OPERATION EXEMPTION –
RAIL LINE OF CSX TRANSPORTATION, INC.
FROM MACON TO EAST DUBLIN, GEORGIA**

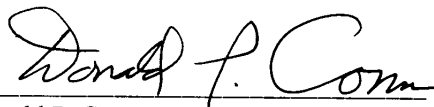
Georgia Central Railway, L.P. (“Georgia Central”), a Class III rail carrier, has filed a Verified Notice of Exemption to purchase from CSX Transportation, Inc. (“CSXT”) approximately 57.2 miles of railroad track along the rail line that Georgia Central currently leases from CSXT and operates, extending from approximately Milepost SK 0.8 at Macon, Georgia to Milepost SK 58.0 at East Dublin, Georgia in Bibb, Twiggs, Wilkinson, and Laurens Counties, Georgia. Georgia Central expects that the parties will consummate the subject transaction on or about February 28, 2005. Comments must be filed with the Board and served on Andrew B. Kolesar III, Slover & Loftus, 1224 Seventeenth St., N.W., Washington, D.C. 20036 (202) 347-7170.

This Notice is filed under 49 C.F.R. Part 1150.41, et seq. 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.

VERIFICATION

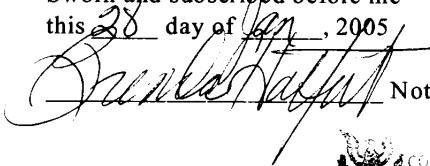
STATE OF FLORIDA)
)
) ss:
COUNTY OF BAY)

Donald P. Connor, being duly sworn, deposes and says that he is Vice
Chairman of Georgia Central Railway, L.P., that he has read the foregoing Notice and
knows the contents thereof, and that the same are true as stated to the best of his
knowledge, information and belief.



Donald P. Connor

Sworn and subscribed before me
this 28 day of Jan, 2005



Notary Public

My Commission expires:

