

BALL JANIK LLP

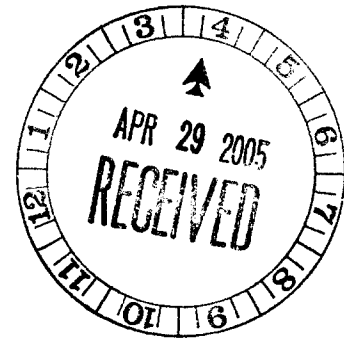
A T T O R N E Y S

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532



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April 29, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423

ENTERED
Office of Proceedings

APR - 29 2005

Part of
Public Record

RE: Finance Docket No. 34699, *Georgia Southwestern Railroad, Inc.—Acquisition and Operation Exemption—Central of Georgia Railroad Company*

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 CFR § 1150.41, three diskettes with the file Notice.doc, and a check covering the \$1,400.00 filing fee.

Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger. Thank you for your assistance.

If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for Georgia Southwestern
Railroad, Inc.

FEE RECEIVED

APR 29 2005

TRANSPORTATION BOARD

Enclosure

FILED

APR 29 2005

TRANSPORTATION BOARD

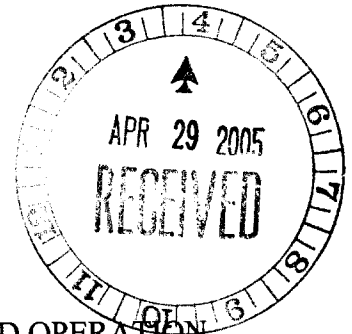
ORIGINAL

BEFORE THE

213895

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34699



GEORGIA SOUTHWESTERN RAILROAD, INC.— ACQUISITION AND OPERATION
EXEMPTION—CENTRAL OF GEORGIA RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41., Et Seq.

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TRANSPORTATION BOARD**

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**SURFACE
TRANSPORTATION BOARD**

Louis E. Gitomer, Esq.
Karl Morell, Esq.
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
(202) 638-3307

Attorneys for: GEORGIA SOUTHWESTERN
RAILROAD, INC.

Dated: April 29, 2005

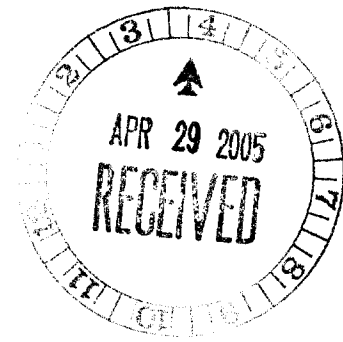
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34699

GEORGIA SOUTHWESTERN RAILROAD, INC.— ACQUISITION AND OPERATION
EXEMPTION—CENTRAL OF GEORGIA RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41., Et Seq.

The Georgia Southwestern Railroad, Inc. ("GSWR"), a Class III carrier, with projected annual revenues not exceeding \$5 million, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart E-Exempt Transactions Under 49 U.S.C. § 10902 for Class III Rail Carriers, with the Surface Transportation Board (the "Board") for GSWR to purchase from Central of Georgia Railroad Company ("CGA") and operate about 43 miles of railroad, and obtain incidental trackage rights of about 12.2 miles. The line being acquired is between Florida Rock, GA, Mile Post R-12.0, and Allie, GA, Mile Post R-55.0, a distance of 43 miles, in Harris and Meriwether Counties, GA, and the incidental trackage rights are being acquired between South Columbus, GA, Milepost M-290.3, through Columbus, GA, Milepost M-290.9 / P-290.9, through West Columbus, GA, Milepost P-291.7/ R-1.2, and Florida Rock, GA, Milepost R-12.0, a distance of 12.2 miles, in Harris and Muscogee Counties, GA.



- a. Full name and address of applicant:

Georgia Southwestern Railroad, Inc.
78 Pulpwood Road
Dawson, GA 39842

- b. Applicant's Representatives:

Louis E. Gitomer, Esq.
Karl Morell
Ball Janik LLP
1455 F Street, NW, Suite 225
Washington, DC. 20005
(202) 638-3307

- c. An agreement has been reached between CGA, as seller, and GSWR, as buyer.

- d. The operator of the property will be GSWR.

- e. Summary of proposed transaction:

1. The name and address of the railroad transferring the property is:

Central of Georgia Railroad Company
110 Franklin Avenue
Roanoke, VA 24042-0013

2. The proposed time schedule for the consummation of the transaction is May 20, 2005.

3. The mileposts of the subject property that GSWR is buying from CGA are between Florida Rock, GA, Mile Post R-12.0, and Allie, GA, Mile Post R-55.0, a distance of 43 miles, Harris and Meriwether Counties, GA, and the incidental trackage rights are being acquired are between South Columbus, GA, Milepost M-290.3, through Columbus, GA, Milepost M-290.9 / P-290.9, through West Columbus, GA, Milepost P-291.7/ R-1.2, and Florida Rock, GA, Milepost R-12.0, a distance of 12.2 miles, in Harris and Muscogee Counties, GA.

4. GSWR is purchasing about 43 miles of railroad line from CGA and acquiring about 12.2 miles of incidental trackage rights.

- f. A map of the Line is attached as Exhibit C. The map is in color and will be the last page of

this pleading.

g. A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.43(g) is attached as Exhibit A.

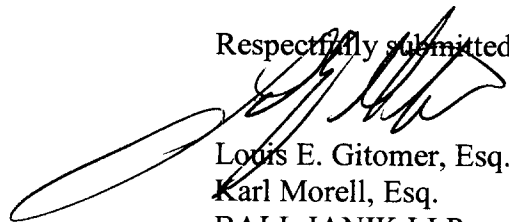
h. A caption summary, as required by 49 C.F.R. § 1150.44, is attached as Exhibit B.

i. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 C.F.R. § 1105.6(b)(4) and (c)(2)(i).

j. An historic report is not required because GSWR will operate the Line, will require further Board approval to discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,



Louis E. Gitomer, Esq.

Karl Morell, Esq.

BALL JANIK LLP

1455 F Street. NW., Suite 225

Washington, D.C. 20005

(202) 638-3307

Attorneys for: GEORGIA SOUTHWESTERN
RAILROAD, INC.

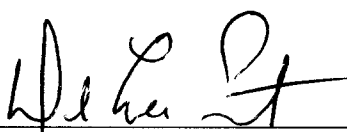
Dated: April 29, 2005

EXHIBIT A—CERTIFICATE OF COMPLIANCE

CERTIFICATION

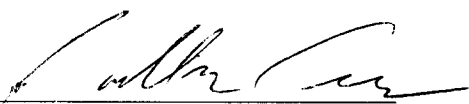
State of Georgia)
)ss:
County of Terrell)

I, David Lee Smoot, being duly sworn depose and state that I am Vice President of the Georgia Southwestern Railroad, Inc., and that the projected annual revenues from the rail operations of Georgia Southwestern Railroad, Inc. would not exceed \$5 million or those that would make it a Class II carrier under 49 C.F.R. Part 1201(1-1) .



David Lee Smoot

Subscribed and sworn to before me this 28th day of April 2005



Notary Public

(SEAL)

My Commission Expires: _____

MY COMMISSION EXPIRES MARCH 4, 2007

EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34699

GEORGIA SOUTHWESTERN RAILROAD, INC.— ACQUISITION AND OPERATION
EXEMPTION—CENTRAL OF GEORGIA RAILROAD COMPANY

The Georgia Southwestern Railroad, Inc. (“GSWR”) has filed a verified notice of exemption under 49 C.F.R. § 1150.41 to acquire and operate, pursuant to an agreement entered into between GSWR and Central of Georgia Railroad, Inc. (“CGA”), CGA’s line between Florida Rock, GA, Mile Post R-12.0, and Allie, GA, Mile Post R-55.0, a distance of 43 miles, Harris and Meriwether Counties, GA. GSWR is also acquiring incidental trackage rights between South Columbus, GA, Milepost M-290.3, through Columbus, GA, Milepost M-290.9 / P-290.9, through West Columbus, GA, Milepost P-291.7/ R-1.2, and Florida Rock, GA, Milepost R-12.0, a distance of 12.2 miles, in Harris and Muscogee Counties, GA.

The transaction was scheduled to be consummated on May 20, 2005.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding 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.

An original and 10 copies of all pleadings referring to STB Finance Docket No. 34536, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on: Louis E. Gitomer, Esq., and Karl Morell, Esq., Ball Janik LLP, 1455 F Street, NW, Suite 225, Washington, D.C. 20005, (202) 638-3307.

Board decisions and notices are available on our website at “www.stb.dot.gov.” Decided: May __, 2005.

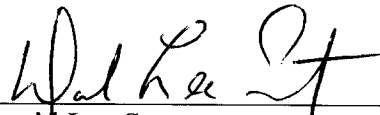
By the Board, David M. Konschnik, Director, Office of Proceedings

Vernon A. Williams
Secretary

VERIFICATION

State of Georgia)
) ss:
County of Terrell)

I, David Lee Smoot, being duly sworn depose and state that I am Vice President of the Georgia southwestern Railroad, Inc., and that I am authorized to make this verification, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.



David Lee Smoot

Subscribed and sworn to before me this 28th day of April 2005.



Notary Public

(SEAL)

My Commission Expires: _____
MY COMMISSION EXPIRES MARCH 4, 2007

EXHIBIT C—MAP

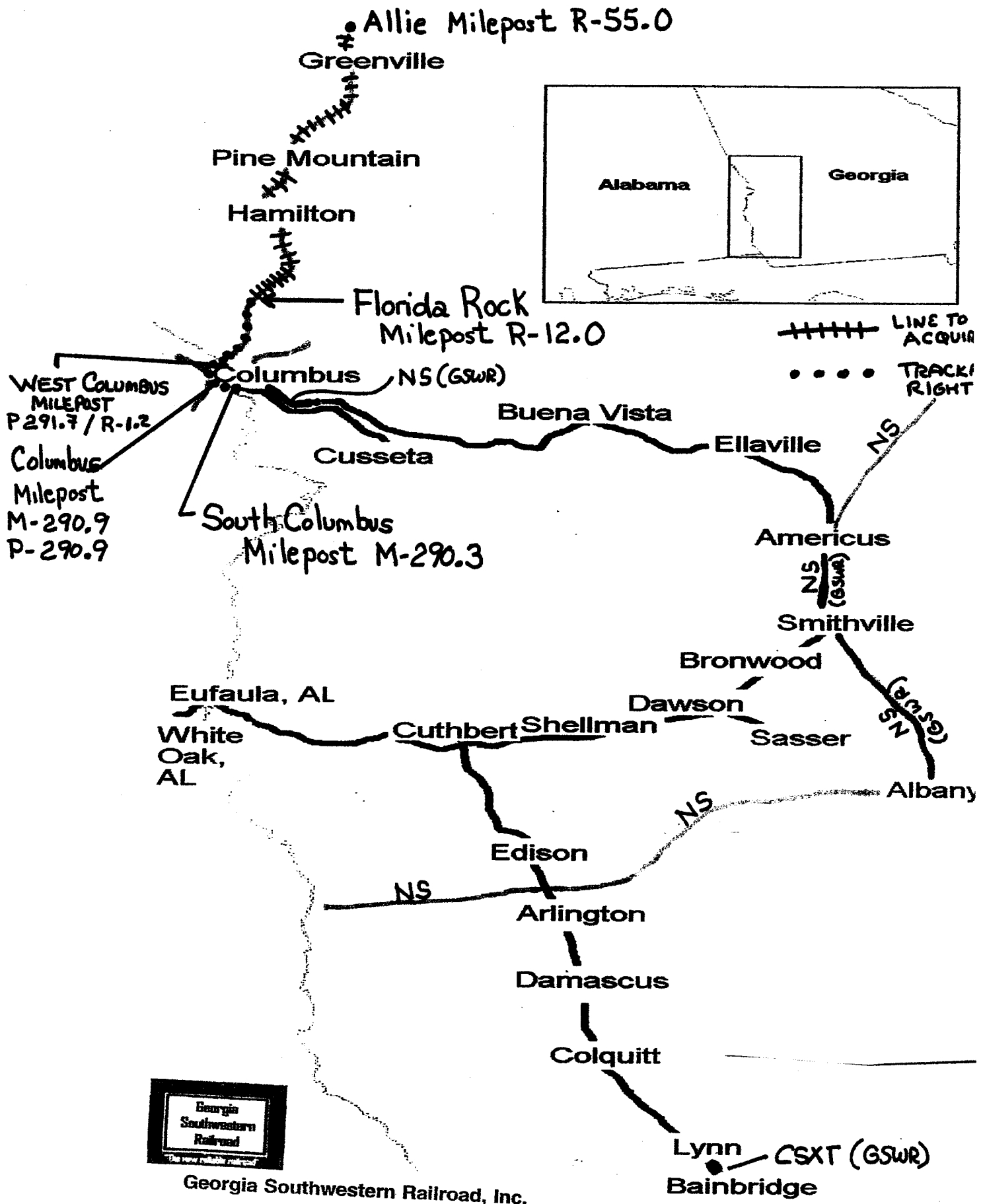


Exhibit A

MAP OR DRAWING OF RAIL LINE

