

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

June 27, 2006

By UPS overnight mail

216868

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. 34902, *Michigan Air-Line Railway Co. -- Acquisition and Operation Exemption -- Rail Line of Coe Rail, Inc. in Oakland County, MI*

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 a check for \$1,500 for the filing fee.

ENTERED
Office of Proceedings

JUN 28 2006

Part of
Public Record

Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicant

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FEE RECEIVED

JUN 28 2006

**SURFACE
TRANSPORTATION BOARD**

FILED

JUN 28 2006

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

MICHIGAN AIR-LINE RAILWAY CO. --)
ACQUISITION AND OPERATION) FINANCE DOCKET
EXEMPTION -- RAIL LINE OF COE) NO. 34902
RAIL, INC. IN OAKLAND COUNTY, MI)

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

MICHIGAN AIR-LINE RAILWAY CO.
840 North Pontiac Trail
Walled Lake, MI 48390

Applicant

By: 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: June 28, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

MICHIGAN AIR-LINE RAILWAY CO. --	)	
ACQUISITION AND OPERATION	)	FINANCE DOCKET
EXEMPTION -- RAIL LINE OF COE	)	NO. 34902
RAIL, INC. IN OAKLAND COUNTY, MI	)	

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

Pursuant to the class exemption for noncarrier acquisition and operation of rail lines at 49 C.F.R. § 1150.31 *et seq.*, MICHIGAN AIR-LINE RAILWAY CO. (MAL), a noncarrier, hereby provides verified notice of its exemption from the prior approval requirements of 49 U.S.C. § 10901 for its acquisition of the operating authority of COE RAIL, INC. (COE), as follows: between Milepost 50.7, at a point of connection to CSX Transportation, Inc. approximately 1,000 feet west of Wixom Road at or near Wixom, and end of track at Milepost 42.63 at the west edge of Arrowhead Road in West Bloomfield Township, a distance of approximately 8.07 miles in Oakland County, Michigan (the rail line).

Railmark Holdings, Inc. (Railmark) recently acquired the stock of COE. That acquisition did not require Board approval because COE was the first rail carrier controlled by Railmark. Railmark has created MAL to acquire the operating authority of COE. The transaction essentially is a name change.

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

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

The full name of applicant is Michigan Air-Line Railway Co., 840 North Pontiac Trail, Walled Lake, Michigan 48390.

(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 between MAL and COE has been reached for MAL's acquisition of COE's operating authority.

(d) The operator of the property;

MAL will operate the rail line.

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

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

The transferor of the operating authority is Coe Rail, Inc., 26795 Captain Lane, Franklin, MI 48025.

(2) The proposed time schedule for consummation of the transaction,

The proposed acquisition and operation are scheduled to be consummated no earlier than seven days after the filing of this Verified Notice.

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

The rail line extends between Milepost 50.7, at a point of connection to CSX Transportation, Inc. approximately 1,000 feet west of Wixom Road at or near Wixom, and end of

track at Milepost 42.63 at the west edge of Arrowhead Road in West Bloomfield Township, a distance of approximately 8.07 miles in Oakland County, Michigan.

(4) The total route miles being acquired;

A total of approximately 8.07 miles of rail line are involved.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

The required map is attached to this Verified Notice as Appendix 1.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

The required certificate is attached to this Verified Notice as Appendix 2.

VERIFICATION

A verification of the facts in this Notice is attached as Appendix 3.

CAPTION SUMMARY

The caption summary required by 49 C.F.R. § 1150.34 is attached to this Verified Notice as Appendix 4.

LABOR PROTECTION

By virtue of 49 U.S.C. § 10901(c), no labor protective conditions are to be imposed in regard to the proposed acquisition and operation.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

By virtue of 49 C.F.R. § 1105.6(c)(2)(i) and § 1105.8(b)(1), no environmental or historic reporting is required for the proposed acquisition and operation.

CONCLUSION

WHEREFORE, the Board should publish this Notice in the Federal Register within 30 days of its filing.

Respectfully submitted,

MICHIGAN AIR-LINE RAILWAY CO.
840 North Pontiac Trail
Walled Lake, MI 48390

Applicant

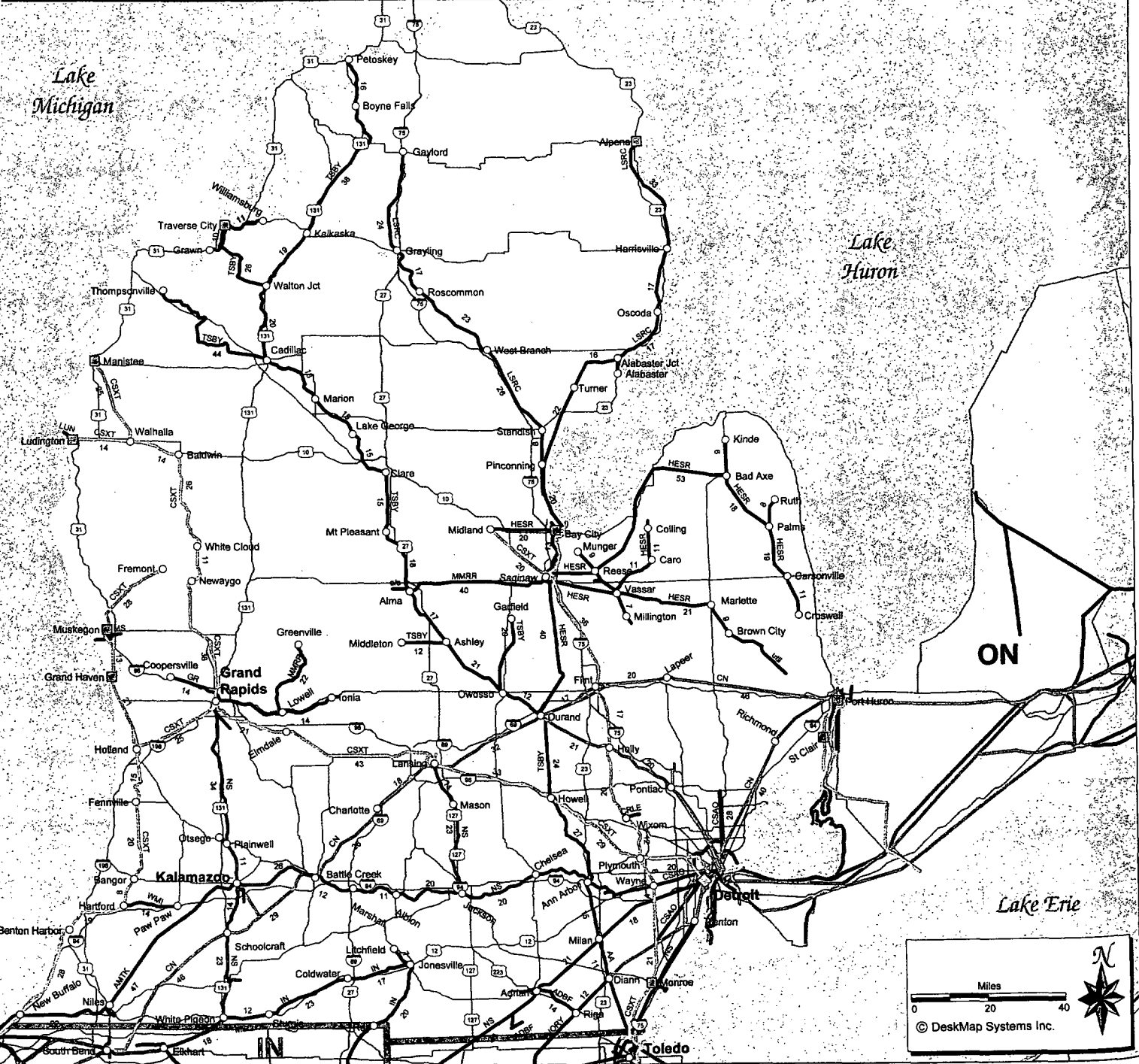
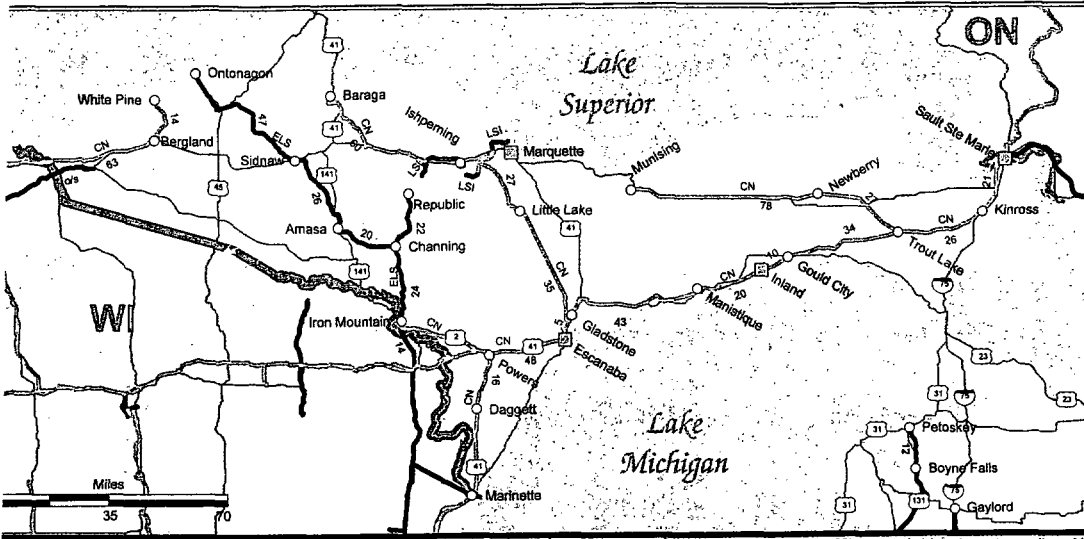
Thomas F. McFarland

By: 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: June 28, 2006

APPENDIX 1



APPENDIX 2

CERTIFICATION

THOMAS F. McFARLAND, on oath, states that the projected revenues of Michigan Air-Line Railway Co. as a result of the acquisition and operation in this docket would 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 27th
day of June, 2006.

Kathleen Lenhan

Notary Public

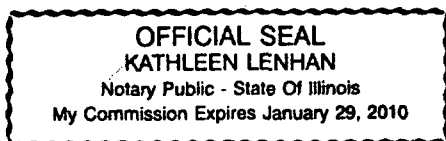
My commission expires: 1/29/2010

APPENDIX 3

VERIFICATION

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

THOMAS F. McFARLAND, being duly sworn on oath, deposes and states that he has read the notice in this docket, 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 27th
day of June, 2006.

Kathleen Lenhan

Notary Public

My commission expires: 1/29/2010

APPENDIX 4

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 34902)

**MICHIGAN AIR-LINE RAILWAY CO.
-- ACQUISITION AND OPERATION EXEMPTION --
RAIL LINE OF COE RAIL, INC. IN OAKLAND COUNTY, MI**

Michigan Air-Line Railway Co. (MAL), a noncarrier, has filed a notice of exemption from 49 U.S.C. § 10901 to acquire from Coe Rail, Inc. and operate a rail line between Milepost 50.7, at a point of connection to CSX Transportation, Inc. approximately 1,000 feet west of Wixom Road at or near Wixom, and end of track at Milepost 42.63 at the west edge of Arrowhead Road in West Bloomfield Township, a distance of approximately 8.07 miles in Oakland County, Michigan.

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