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SERVICE DATE – FEBRUARY 13, 2007

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34988]

Williams Rail Service, LLC—Acquisition and Operation Exemption—Lines owned by
Duchess Investments V, LLC and G&G/Cherokee Wood Products, Inc.

Williams Rail Service, LLC (WRS), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to acquire (by purchase and lease) and to operate two separate track segments, totaling approximately 1,900 feet of track, in Cherokee County, SC, and Union County, NC. After consummation of the transaction, WRS expects to become and remain a Class III rail carrier.

Pursuant to an agreement that will be executed before consummation, WRS will acquire: (1) by lease from Duchess Investments V, LLC, approximately 600 feet of track near the intersection of Orr Road and Wesley Chapel Stouts Road, in Monroe, Union County, NC, which was formerly used to serve an entity called HoltraChem, and connects with a CSX Transportation, Inc. line; and (2) by purchase from G&G/Cherokee Wood Products, Inc., approximately 1,300 feet of track near the intersection of Tribal Road and I-85 in Blacksburg, Cherokee County, SC, which was formerly used to serve a log home builder, and connects with a Norfolk Southern Railway Company line. WRS anticipates shipping primarily agricultural products off both track segments, and may

enter into agreements with contract agents to perform some services solely for the benefit of WRS.

WRS certifies that its projected annual revenues as a result of the transaction will not exceed \$5 million and will not result in the creation of a Class II or Class I carrier. WRS intends to consummate the transaction and commence operations no sooner than March 1, 2007 (the effective date of the exemption).

If the verified 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. Petitions for stay must be filed no later than February 22, 2007 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34988, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Michael J. Barron, Jr., Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 920, Chicago, IL 60606.

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Decided: February 5, 2007.

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

Vernon A. Williams

Secretary