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MANAGEMENT
STB

**SURFACE
TRANSPORTATION BOARD**

231308

November 17, 2011

VIA OVERNIGHT DELIVERY

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Hilton & Albany Railroad, Inc. – Lease and Operation
Exemption – Norfolk Southern Railway Company
STB Docket No. FD 35567

Genesee & Wyoming Inc. – Continuance in Control Exemption
– Hilton & Albany Railroad, Inc.
STB Docket No. FD 35568

Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of a Notice of Exemption under 49 CFR 1150.41 being filed on behalf of Hilton & Albany Railroad, Inc. Also enclosed is a check in the amount of \$1800 representing the filing fee.

Also enclosed for filing are the original and 10 copies of the related Petition for Exemption being filed on behalf of Genesee & Wyoming Inc. Twenty unbound copies of the maps attached to the Petition as Exhibits B and C are also included. A check in the amount of \$9300 representing the filing fee is also enclosed.

Please time stamp the extra copy of the Notice of Exemption and of the Petition for Exemption, and return them to me in the stamped, self-addressed envelope provided for your convenience.

Please let me know if there are any questions regarding this filing.

Respectfully,

Eric M. Hocky

EMH/c
Enclosures
cc: Allison Fergus (w/encl., via e-mail)

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ATTORNEYS AT LAW SINCE 1895

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35567

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SURFACE
TRANSPORTATION BOARD

HILTON & ALBANY RAILROAD, INC.
- LEASE AND OPERATION EXEMPTION -
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31, et seq.

FEE RECEIVED
NOV 18 2011
SURFACE
TRANSPORTATION BOARD

ERIC M. HOCKY
THORP REED & ARMSTRONG, LLP
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
(215) 640-8500
ehocky@thorpreed.com

Dated: November 17, 2011

Attorneys for
Hilton & Albany Railroad, Inc.

STB DOCKET NO. FD 35567

**HILTON & ALBANY RAILROAD, INC.
- LEASE AND OPERATION EXEMPTION -
NORFOLK SOUTHERN RAILWAY COMPANY**

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

This Verified Notice is filed pursuant to 49 C.F.R. §1150.31 by Hilton & Albany Railroad, Inc. LLC ("HAL"), a non-carrier, to exempt from regulation under 49 U.S.C. §10901, its lease and operation of a line of railroad owned by Norfolk Southern Railway Company ("NSR"), as described more fully below (the "Rail Line"). The total mileage of the Rail Line is approximately 55.50 miles. This filing is related to a petition for common control being filed simultaneously with this notice at STB Docket No. FD 35568, *Genesee & Wyoming Inc - Continuance in Control Exemption - Hilton & Albany Railroad, Inc*

Notice

In accordance with 49 C.F.R. §1150.33, HAL hereby states as follows:

- (a) The full name and address of Applicant: Hilton & Albany Railroad, Inc., c/o GWI Southern Region, 13901 Sutton Park South, Suite 175, Building C, Jacksonville, FL 32224.
- (b) The name, address and telephone number of the representative of HAL who should receive correspondence: Eric M. Hocky, Esquire, Thorp Reed & Armstrong, LLP, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.
- (c) HAL and NSR have entered into a lease dated October 28, 2011.
- (d) HAL will be the freight operator of the Rail Line.

(e) Brief Summary of the Proposed Transaction:

HAL is entering into an agreement with NSR to lease and operate the Rail Line between Hilton and Albany, Georgia. The Rail Line serves as a connecting line between NSR in Albany and four other short lines controlled by Genesee & Wyoming Inc. ("GWI").¹ HAL believes that freight operations over the Rail Line can best be provided by a locally based short line like HAL, and that it will be able to preserve and grow the freight business served by the Rail Line. Further, as further consideration for the lease, HAL has agreed to upgrade the line to FRA Class 2, and believes that the handling of traffic between NSR and the connecting affiliate short lines will be better coordinated and more efficient.

(1) The name and address of the company transferring ownership of the freight easement for the Rail Lines: Norfolk Southern Railway Company, Three Commercial Place, Norfolk, VA 23510.

(2) HAL expects to commence operations on January 1, 2012, more than thirty days after the filing of this Notice of Exemption.

(3) The Rail Line is between Milepost J 302.3 near Albany West, Georgia, and Milepost J 357.8 near Hilton, Georgia.

(4) The total mileage to be acquired and operated is approximately 55.5 miles.

(f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Line.

¹ The Rail Line will have direct connections with . Chattahoochee Bay Railroad ("CHAT"), Chattahoochee Industrial Railroad, and Georgia Southwestern Railroad, and an indirect connection with The Bay Line Railroad (via CHAI).

(g) HAL certifies that its projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier.²

(h) HAL will interchange with NSR at Albany Yard. HAL will also interchange directly with three affiliated short lines: Chattahoochee Bay Railroad ("CHAT"), Chattahoochee Industrial Railroad, and Georgia Southwestern Railroad, and indirectly with a fourth, The Bay Line Railroad (via CHAT). There are no interchange commitments to NSR as a part of this transaction

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2)(i), no environmental documentation should be required because this proceeding involves authority for an acquisition under 49 U.S.C. §10901 for continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(c)(4) or (e)(5).

No historic report under 49 C.F.R. §1105.8(b)(1) should be required because the transaction merely involves an acquisition for continued rail operations, and further Board approval is required to discontinue or abandon any service. HAL has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Labor Protection

Pursuant to 49 U.S.C. §10901(e), approval of this transaction may not be subjected to labor protection conditions.

HAL additionally certifies that its projected revenues after the transaction will not exceed \$5,000,000 per year.

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.34.

Respectfully submitted,



ERIC M. HOCKY
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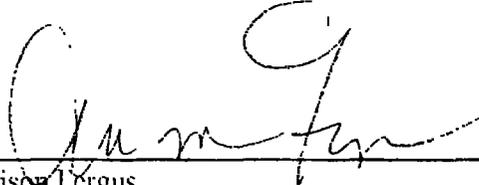
Dated: November 17, 2011

Attorneys for
Hilton & Albany Railroad, Inc.

VERIFICATION

I, Allison Fergus, Secretary of Hilton & Albany Railroad, Inc., verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on November 17, 2011.


Allison Fergus

MAP

EXHIBIT A

ALABAMA

White Oak

Eufaula

Abbeville

CHAT

Grimes

Dothan

CIRR

BAYL

Panama City



GSWR

Cuthbert

Americus

Smithville

GEORGIA

Albany

HAL

Arlington

Hilton

Saffold

Bainbridge

FLORIDA

Key to Abbreviations



HAL Hilton & Albany Railroad



BAYL The Bay Line Railroad

CHAT Chattahoochee Bay Railroad

CIRR Chattahoochee Industrial Railroad

GSWR Georgia Southwestern Railroad



Trackage Rights

CAPTION SUMMARY

EXHIBIT B

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35567

HILTON & ALBANY RAILROAD, INC.
- LEASE AND OPERATION EXEMPTION -
NORFOLK SOUTHERN RAILWAY COMPANY

Hilton & Albany Railroad, Inc. ("HAL"), a non-carrier, has filed a Notice of Exemption to lease from Norfolk Southern Railway Company, and to operate, the line of railroad between Albany West, Georgia near Milepost J 302.3 and Hilton, Georgia near Milepost J 357.8. The total mileage to be acquired and operated is approximately 55.50 miles. This filing is related to a petition for exemption for common control being filed in STB Docket No. FD 35568, *Genesee & Wyoming Inc – Continuance in Control Exemption – Hilton & Albany Railroad, Inc*

Comments must be filed with the Board and served on HAL's representative, Eric M. Hocky, Esquire, Thorp Reed & Armstrong, LLP, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

The Notice 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.