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SERVICE DATE – DECEMBER 2, 2011

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35567]

Hilton & Albany Railroad, Inc.—Lease and Operation Exemption—Norfolk Southern Railway Company

Hilton & Albany Railroad, Inc. (HAL), a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to lease from Norfolk Southern Railway Company (NSR) and operate approximately 55.5 miles of railroad extending between milepost J 302.3 near Albany West, Ga., and milepost J 357.8 near Hilton, Ga. (the line). This transaction is related to a concurrently filed petition for exemption in Docket No.

FD 35568, Genesee & Wyoming Inc.—Continuance in Control Exemption—Hilton & Albany Railroad, Inc., in which Genesee & Wyoming Inc. (GWI), a noncarrier, seeks Board approval to continue in control of HAL upon HAL's becoming a Class III carrier.

As a result of this transaction, and pursuant to a lease agreement dated October 28, 2011, HAL will provide freight rail service over the line, connecting with and interchanging traffic with NSR at Albany Yard. The line will be a connecting line between NSR in Albany and 4 short lines controlled by GWI: HAL will connect directly with the Chattahoochee Bay Railroad (CHAT), Chattahoochee Industrial Railroad, and the Georgia Southwestern Railroad, and indirectly with the Bay Line Railroad via CHAT.

HAL states that it plans to commence operations on January 1, 2012, more than 30 days after the filing of the notice of exemption. The earliest this transaction may be consummated is December 18, 2011, the effective date of the exemption (30 days after the exemption was filed).

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 and that such revenues will not exceed \$5 million annually.

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 effectiveness of the exemption. Petitions for stay must be filed no later than December 9, 2011 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35567, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Eric M. Hocky, Thorp Reed & Armstrong, LLP, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103.

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Decided: November 25, 2011.

By the Board, Joseph H. Dettmar, Acting Director, Office of Proceedings.