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SERVICE DATE – DECEMBER 17, 2004

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34611]

Alabama & Tennessee River Railway, LLC–Lease and Operation Exemption–CSX
Transportation, Inc.

Alabama & Tennessee River Railway, LLC (ATN), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to lease from CSX Transportation, Inc. (CSXT) and operate approximately 122 miles of rail lines in Alabama as follows: (1) between milepost SG 737.1 of the Belt Connecting Track at Birmingham and milepost OAG 85.2 at Guntersville; and (2) the Ivalee Branch, between milepost OLE 443.0 near Moragne and milepost OLE 447.9 at Moragne.

This transaction is related to STB Finance Docket No. 34615, Patrick D. Broe and OmniTRAX, Inc.–Continuance in Control Exemption–Alabama & Tennessee River Railway, LLC, wherein Patrick D. Broe and OmniTRAX, Inc., seek to continue in control of ATN upon ATN's becoming a Class III rail carrier.

ATN certifies that its projected revenues as a result of this transaction will not result in ATN becoming a Class II or Class I rail carrier. But, because ATN's projected annual revenues will exceed \$5 million, ATN certified to the Board on November 1, 2004, that, on that date, it sent the required notice of the transaction to the national offices of all labor unions

representing employees on the affected lines and posted a copy of the notice at the workplace of the employees on the affected lines. See 49 CFR 1150.32(e).

The transaction is expected to be consummated on or shortly after December 31, 2004 (which is 60 days or more after ATN's certification to the Board that it had complied with the Board's regulation at 49 CFR 1150.32(e)).

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.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34611, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Karl Morell, Suite 225, 1455 F St., N.W., Washington, DC 20005.

Board decisions and notices are available on our website at

“WWW.STB.DOT.GOV.”

Decided: December 9, 2004.

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

Vernon A. Williams

Secretary