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SERVICE DATE – APRIL 22, 2011

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35489]

Wiregrass Central Railway, LLC—Acquisition and Operation Exemption—Wiregrass Central Railroad Company, Inc.

Wiregrass Central Railway, LLC (WCR), a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to acquire from Wiregrass Central Railroad Company, Inc. (WGCR), and to operate approximately 21.2 miles of rail line between milepost 800.00 at Waterford and milepost 821.2 near Newton, in Coffee and Dale Counties, Ala.¹

This transaction is related to 3 concurrently filed verified notices of exemption, as follows: Docket No. FD 35486, RailAmerica, Inc., Palm Beach Holdings, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC—Continuance in Control Exemption—Conecuh Valley Railway, LLC, Three Notch Railway, LLC, and Wiregrass Central Railway, LLC, in which RailAmerica and its subsidiaries seek to continue in control of WCR, Conecuh Valley Railway, LLC, and Three Notch Railway, LLC, upon the noncarriers' becoming

¹ WCR is acquiring the line from WGCR as part of a transaction whereby newly created noncarrier subsidiaries of RailAmerica Transportation Corp., are acquiring the assets of certain subsidiaries of Gulf & Ohio Railways, Inc.

Class III rail carriers; Docket No. FD 35487, Conecuh Valley Railway, LLC—Acquisition and Operation Exemption—Conecuh Valley Railroad Co., Inc., wherein Conecuh Valley Railway, LLC seeks to acquire and operate approximately 15.04 miles of rail line between milepost 374.96 at or near Troy, and the end of the line at approximately milepost 390.00 at or near Goshen, in Pike County, Ala.; and Docket No. FD 35488, Three Notch Railway, LLC—Acquisition and Operation Exemption—Three Notch Railroad Co., Inc., wherein Three Notch Railway, LLC seeks to acquire and operate approximately 34 miles of rail line extending approximately between right-of-way station 22+57 at the interchange point with CSX Transportation, Inc., in Georgiana, Ala., and milepost 581.3 at Andalusia, Ala.

The parties intend to consummate the transaction on or after May 8, 2011.

WCR certifies that its projected annual revenues as a result of this transaction will not exceed those that would qualify it as a Class III rail carrier and will not exceed \$5 million.

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 to stay must be filed no later than April 29, 2011 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35489, 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 Louis E. Gitomer, 600 Baltimore Ave., Suite 301, Towson, MD 21204.

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Decided: April 18, 2011.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.