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655 Fifteenth Street, NW, Suite 225  
Washington, DC 20005  
balljanik.com  
t 202.638.3307  
f 202.783.6947

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MANAGEMENT  
STB

May 4, 2012

Karl Morell  
Of Counsel  
kmorell@balljanik.com

BY HAND DELIVERY

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Office of Proceedings

Cynthia Brown  
Chief, Section of Administration  
Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423

MAY 04 2012

Part of  
Public Record

Re: STB Finance Docket No. 35435, CaterParrott Railnet, L.L.C. –  
Sublease Exemption – Georgia & Florida Railway, L.L.C.

Dear Ms. Brown:

Attached for filing are the original and ten copies of a Verified  
Notice of Exemption under 49 C.F.R. § 1150.31 and a check  
covering the \$1,800 filing fee. Also enclosed is a Disc containing  
the Notice and Summary.

If you have any questions, please contact me.

Sincerely,

Karl Morell  
Of Counsel

Enclosures

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BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35435

CATERPARROTT RAILNET, L.L.C.  
-- SUBLEASE EXEMPTION --  
GEORGIA & FLORIDA RAILWAY, L.L.C.

VERIFIED NOTICE OF EXEMPTION  
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

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KARL MORELL  
Of Counsel  
BALL JANIK LLP  
Suite 225  
655 Fifteenth Street, N.W.  
Washington, D.C. 20005  
(202) 638-3307

Attorney for:  
CATERPARROTT RAILNET, L.L.C.

Dated: May 4, 2012

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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STB FINANCE DOCKET NO. 35435

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CATERPARROTT RAILNET, L.L.C.  
-- SUBLEASE EXEMPTION --  
GEORGIA & FLORIDA RAILWAY, L.L.C.

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VERIFIED NOTICE OF EXEMPTION  
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

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CaterParrott Railnet, L.L.C. ("CPR"), a non-carrier, files this Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart D--Exempt Transactions, to permit CPR to sublease and operate as a common carrier by railroad a rail line approximately 43.2 miles in length in Georgia.

In support of this Notice of Exemption, CPR submits the following information as required by 49 C.F.R. § 1150.33:

(a) Full name and address of applicant:

CaterParrott Railnet, L.L.C.  
3825 Aubrey Lane  
Tifton, Georgia 31794

(b) Applicant's Representative:

Karl Morell  
Of Counsel  
BALL JANIK LLP  
Suite 225  
655 Fifteenth Street, N.W.  
Washington, DC 20005  
(202) 638-3307

(c) Statement of Agreement:

CPR, Georgia Department of Transportation (“GDOT”) and Georgia & Florida Railway, L.L.C. (“GFR”) have entered into a Sublease Agreement (“Agreement”) for the sublease of a rail line the physical assets of which are owned by GDOT.

(d) The operator of the property:

CPR will be the operator of the rail line.

(e) Summary of proposed transaction:

GFR currently leases from GDOT the rail line located between Milepost 30.6, near Valdosta, Georgia, and Milepost 73.8, at Willacoochee, Georgia. With the approval of GDOT, GFR will sublease the rail line to CPR.

(1) The name and address of the party subleasing the subject property:

Georgia & Florida Railway, L.L.C.  
252 Clayton Street, 4<sup>th</sup> Floor  
Denver, CO 80206

(2) The involved transaction is expected to be consummated on or some time after the effective date of this Notice.

(3) CPR is seeking authority to sublease and operate, as a common carrier by railroad, the rail line located between Milepost 30.6, near Valdosta, and Milepost 73.8, at Willacoochee, in Lowndes, Berrien and Atkinson Counties, Georgia.

(4) The length of the rail line CPR will operate is approximately 43.2 miles.

(f) A map of the rail line CPR will sublease and operate is attached as Exhibit A.

(g) CPR hereby certifies that this transaction will not result in CPR becoming a Class II or Class I rail carrier. The projected annual revenue of CPR will not exceed \$5 million.

Consequently, the notice requirements of 49 C.F.R. § 1150.32(e) do not apply.

(h) The Agreement between CPR, GDOT and GFR does not contain any provision that prohibits CPR from interchanging traffic with a third party or limits CPR's ability to interchange with a third party. Also, the Lease Agreement between GFR and GDOT does not contain any provision that prohibits GFR from interchanging traffic with a third party or limits GFR's ability to interchange with a third party.

A caption summary, as required by 49 C.F.R. § 1150.34, is attached.

### **ENVIRONMENTAL AND HISTORIC IMPACTS**

CPR is subleasing the rail line from GFR for continued rail operations. Further Board approval is required for CPR to discontinue any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

CPR's operations of the rail lines will not result in significant changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of these lines to motor carriage. This transaction will not result in: (1) an increase of at least eight trains a day on any segment of the lines; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day. CPR's operation of the rail lines will not affect a Class I or nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, the transportation of ozone depleting materials is not contemplated. Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

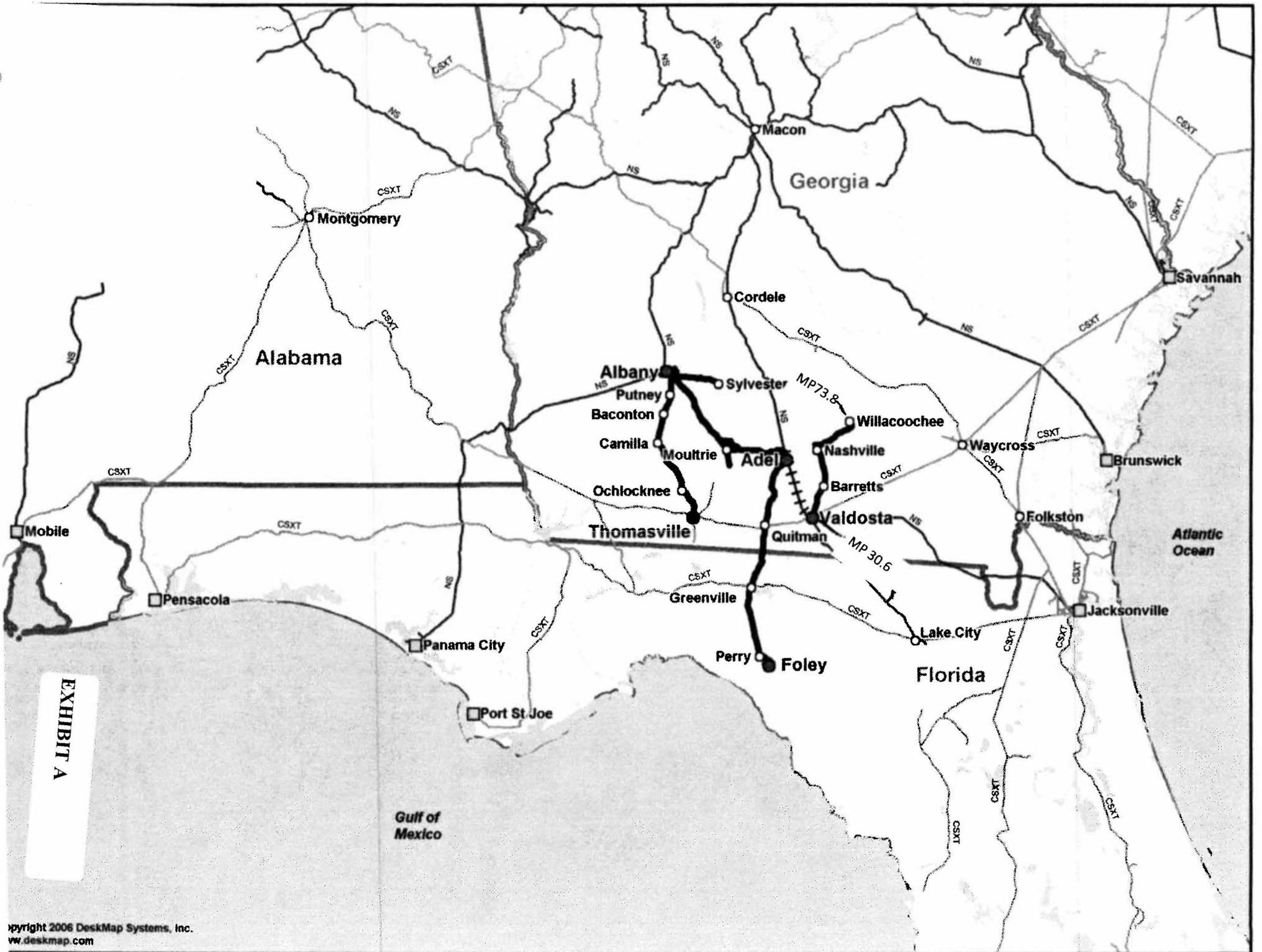
Respectfully submitted,



KARL MORELL  
Of Counsel  
BALL JANIK LLP  
Suite 225  
655 Fifteenth Street, N.W.  
Washington, DC 20005  
(202) 638-3307

Attorney for:  
CATERPARROTT RAILNET, L.L.C.

Dated: May 4, 2012



**EXHIBIT A**

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB FINANCE DOCKET NO. 35435

CATERPARROTT RAILNET, L.L.C.  
-- SUBLEASE EXEMPTION --  
GEORGIA & FLORIDA RAILWAY, L.L.C.

CaterParrott Railnet, L.L.C., a non-carrier, has filed a notice of exemption to sublease from Georgia & Florida Railway, L.L.C. (“GFR”) and operate a rail line the physical assets of which are owned by Georgia Department of Transportation and currently leased to GFR. The 43.2-mile rail line is located between Milepost 30.6, near Valdosta, and Milepost 73.8, at Willacoochee, in Lowndes, Berrien and Atkinson Counties, Georgia.

Comments must be filed with the Board and served on Karl Morell, Of Counsel, BALL JANIK LLP, Suite 225, 655 Fifteenth Street, N.W., Washington, DC 20005, (202) 638-3307.

This 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.

VERIFICATION

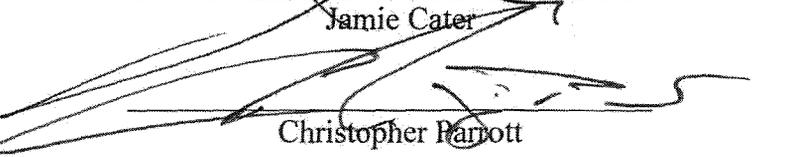
STATE OF GEORGIA )

COUNTY OF TIFT )

ss.

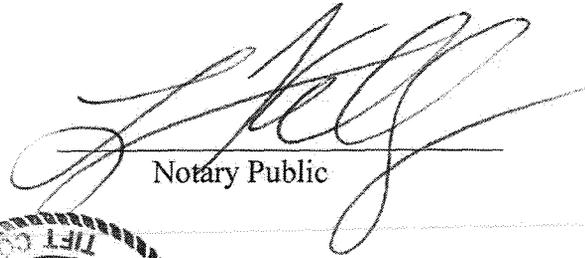
We, Christopher Parrott and Jamie Cater, being duly sworn depose and state that we are the Managing Partners of CaterParrott Railnet, L.L.C., that we are authorized to make this verification, and that we have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of our knowledge, information, and belief.

  
\_\_\_\_\_  
Jamie Cater

  
\_\_\_\_\_  
Christopher Parrott

SUBSCRIBED AND SWORN TO before me this 3<sup>rd</sup> day of May, 2012, in the County of Tift, State of Georgia.

My Commission Expires: \_\_\_\_\_

  
\_\_\_\_\_  
Notary Public

