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November 10, 2014

ENTERED
 Office of Proceedings
 November 12, 2014
 Part of
 Public Record

Ms. Cynthia T. Brown
 Chief, Section of Administration
 Office of Proceedings
 Surface Transportation Board
 395 E. Street, S.W.
 Washington, D.C. 20423-0001

Re: FD 35870: Central of Georgia Railroad Company – Corporate Family
 Transaction Acquisition Exemption – Norfolk Southern Railway
 Company

Dear Ms. Brown:

In accordance with 49 C.F.R. § 1180.4(g), please find enclosed for filing an original and ten (10) copies of a Notice of Exemption (“Notice”) submitted on behalf of Central of Georgia Railroad Company and Norfolk Southern Railway Company, along with a compact disc containing Word and PDF versions of the Notice. Note that the Notice contains one color image.

Pursuant to 49 C.F.R. § 1002.2(f)(41)(iv), enclosed is a check for \$1,400.00 covering the applicable filing fee. Thank you for your assistance. If there are any questions about this matter, please contact me.

Respectfully submitted,

Garrett D. Urban

FILED
 November 12, 2014
 SURFACE
 TRANSPORTATION BOARD

Enclosures



FEE RECEIVED
 November 12, 2014
 SURFACE
 TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35870

**CENTRAL OF GEORGIA RAILROAD COMPANY
—CORPORATE FAMILY TRANSACTION ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY**

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1180.2(d)(3)

Garrett D. Urban
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510
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*Counsel for Norfolk Southern Railway
Company and Central of Georgia Railroad
Company*

Dated: November 10, 2014

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SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35870

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—CORPORATE FAMILY TRANSACTION ACQUISITION EXEMPTION—
NORFOLK SOUTHERN RAILWAY COMPANY**

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1180.2(d)(3)

Central of Georgia Railroad Company (“CGA”), a wholly owned subsidiary of Norfolk Southern Railway Company (“NSR”), and NSR, a Class I railroad, hereby file this Verified Notice of Exemption pursuant to the corporate family transaction exemption at 49 C.F.R. § 1180.2(d)(3) for CGA to acquire a segment of a line of railroad from NSR. The segment is a 0.26 mile portion of NSR’s M-Line, extending between mileposts 16.65-M and 16.91-M in Experiment, Spalding County, Georgia (referred to as the “Line”).

Transactions within a corporate family are exempted from Board approval so long as they will not result in adverse changes in service levels, significant operational changes, or any changes in the competitive balance with carriers outside the corporate family. *See* 49 C.F.R. § 1180.2(d)(3). The Board has previously exempted line acquisitions pursuant to this exemption. *See, e.g., Waterloo Railway Company – Intra-Corporate Family Exemption – Illinois Central Railroad Company*, Finance Docket No. 35100 (STB served July 25, 2008).

This transaction meets all the criteria for the class exemption. NSR is controlled through stock ownership by Norfolk Southern Corporation, a non-carrier holding company. NSR owns all of the authorized capital stock of CGA. CGA has been controlled by NSR or its predecessors

through stock ownership since its formation in 1971. *See Central of Georgia Ry. Co., Georgia & Florida Ry. Co., Savannah & Atlanta Ry. Co., and Wrightsville & Tennille R.R. Co. – Consolidation – Central of Georgia R.R. Co.*, 338 I.C.C. 353 (1971).

The proposed transaction will simply transfer the ownership of a segment of a rail line from NSR to its wholly owned subsidiary CGA. No active customers are located on the Line, and no service has been provided over the line for at least 3 years, so the transaction will have no adverse impact on service levels. Further, for the full length of this segment, the Line parallels and shares a portion of the right of way with CGA's existing and active S-line extending between Atlanta and Macon, Georgia. NSR predecessors previously abandoned other segments of the M-line,¹ such that the Line is only accessible today as a branch line off of the CGA S-line.² As a result, CGA's acquisition of the Line will not result in significant operational changes or impact CGA's competitive position relative to unassociated carriers – CGA already has an adjoining main line from which it could access any customers that locate along the Line, and any service on the Line would necessarily require use of CGA's main line to access the greater rail network.

In support of this Verified Notice of Exemption and as required by 49 C.F.R.

§ 1180.4(g), CGA and NSR submit the following information:

¹ *See Georgia Midland Railway Co. – Abandonment Exemption – Between Towalaga and Griffin, GA*, Docket No. AB-290 (Sub-22X) (ICC served Nov. 18, 1988) (abandoning the line of railroad between milepost 9.72-M near Towalaga and milepost 16.5-M near Griffin, GA); *Georgia Midland Railway Co. and Southern Railway Co., Abandonment and Discontinuance of Service Exemption; Spalding County, GA, etc.*, Docket No. AB-290 (Sub-No. 3X) (ICC served June 15, 1988) (abandoning and discontinuing service over a 67.0-mile line of railroad in Spalding, Pike, Meriwether, Talbot, Harris, and Muscogee Counties, GA).

² NSR plans to file to abandon the remaining segment north of the Line at issue in this transaction, between 16.65-M and 16.52-M.

Summary of Proposed Transaction - 49 C.F.R. § 1180.6(a)(1)(i)

CGA will acquire the Line, extending between mileposts 16.65-M and 16.91-M in Experiment, Spalding County, Georgia, which parallels a portion of CGA's active S-line extending between Atlanta and Macon, Georgia.

Name and Contact Information of Applicants

Central of Georgia Railroad Company
Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510
(855) 667-3655

Legal Counsel to whom Questions Should Be Addressed

Garrett D. Urban
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Proposed Time Schedule for Consummation - 49 C.F.R. § 1180.6(a)(1)(ii)

The parties intend to consummate the proposed transaction at least 30 days from the date of filing of this notice, on or about December 11, 2014.

Purpose of the Transaction - 49 C.F.R. § 1180.6(a)(1)(iii)

The purpose of this transaction would be to centralize title and control of adjacent lines within NSR's corporate family under the same subsidiary for more efficient management.

States in which Carriers Have Property - 49 C.F.R. § 1180.6(a)(5)

CGA operates approximately 1,800 miles of railroad in the states of Alabama, Georgia, South Carolina, and Tennessee. NSR is a Class I rail carrier that operates approximately 20,000 route miles in Alabama, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky,

Louisiana, Maryland, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia and West Virginia, and the District of Columbia.

Map - 49 C.F.R. § 1180.6(a)(6)

A map depicting the Line is attached hereto as Exhibit A.

Copy of Agreement - 49 C.F.R. § 1180.6(a)(7)(ii)

The Line will be transferred by quitclaim deed. At the current time, the deed has not yet been prepared. A copy of the deed will be filed as soon as it is available.

Labor Conditions

Since the Line has been out of service for an extended period of time, CGA and NSR believe no employees would be adversely affected by this acquisition. However, the parties do not object to the imposition of standard labor protective conditions as set forth in *New York Dock Ry.--Control--Brooklyn Eastern Dist.*, 360 I.C.C. 60 (1979).

Environmental and Historical Considerations

Under 49 C.F.R. § 1105.6(c)(2), CGA's proposed acquisition of the Line is exempt from environmental reporting requirements. The acquisition simply involves a corporate change in the ownership of the line, *see* 49 C.F.R. § 1105.6(c)(2)(ii), and the acquisition will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds of 49 C.F.R. § 1105.7(e)(4) or (5). CGA's acquisition is also exempt from historic reporting pursuant to 49 C.F.R. § 1105.8(b)(2) as a transfer of property between corporate affiliates where there will be no significant change in operations.

Respectfully submitted,



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*Counsel for Norfolk Southern Railway
Company and Central of Georgia Railroad
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Dated: November 10, 2014

VERIFICATION

I, John H. Friedmann, declare under penalty of perjury that I am a Vice President of Norfolk Southern Railway Company and a Vice President of Central of Georgia Railroad Company, that I have read the foregoing Notice of Exemption, know the facts asserted therein, and that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this notice.



Dated: Nov. 10, 2014

EXHIBIT A

