

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO.35569

RIPLEY & NEW ALBANY RAILROAD CO.
- ACQUISITION AND OPERATION EXEMPTION –
LINE OF MISSISSIPPI TENNESSEE HOLDINGS, LLC
and MISSISSIPPI TENNESSEE RAILROAD, LLC
BETWEEN NEW ALBANY AND RIPLEY IN
UNION AND TIPPAH COUNTIES, MISSISSIPPI

AMENDED
VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 CFR 1150.41

NOTICE OF OPERATION OF RAIL LINES
INFORMATION REQUIRED BY 49 CFR 1150.43

Daniel A. LaKemper, Esq.
General Counsel
Ripley & New Albany Railroad Co.
1318 S. Johanson Road
Peoria, Illinois 61607
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Attorney for Applicant

Dated: November 14, 2011.

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35569

RIPLEY & NEW ALBANY RAILROAD CO.
--ACQUISITION AND OPERATION EXEMPTION-
LINE OF MISSISSIPPI TENNESSEE HOLDINGS, LCC
and MISSISSIPPI TENNESSEE RAILROAD, LLC
BETWEEN NEW ALBANY AND RIPLEY IN
UNION AND TIPPAH COUNTIES, MISSISSIPPI

AMENDED
VERIFIED NOTICE OF EXEMPTION

Pursuant to 49 C.F.R. §1150.41, et. seq., Alabama & Florida Railway Co., Inc., a Class III rail carrier, doing business as Ripley & New Albany Railroad Co. (“RNA”), hereby files this Verified Notice of Exemption to acquire and operate a line of railroad in the State of Mississippi owned by Mississippi Tennessee Holdings, LCC, and operated by Mississippi Tennessee Railroad, LLC, between New Albany, Mississippi (Milepost 325.56) and Ripley, Mississippi (Milepost 348.1), as shown on Exhibit A, attached hereto, in Union and Tippah Counties, Mississippi (the “Line”). Based on projected revenues for the Line, RNA expects to remain a Class III rail carrier after consummation of the transaction proposed herein.

In accordance with the requirements of 49 C.F.R. §1150.43, RNA submits the following information:

Name and Address of Applicant: 49 C.F.R. §1150.43(a)

The full name and address of the Class III rail carrier applicant herein is as follows:

Alabama & Florida Railway Co., Inc.,
d/b/a Ripley & New Albany Railroad Co.
1318 S. Johanson Road
Peoria, Illinois 61607

Applicant's Representative: 49 C.F.R. §1150.43(b)

The name, address and telephone number of the representative of the applicant who should receive correspondence is as follows:

Daniel A. LaKemper, General Counsel
Ripley & New Albany Railroad Co.
1318 S. Johanson Road
Peoria, Illinois 61607

Statement Concerning Agreement: 49 C.F.R. §11500.43(c)

RNA has reached agreement with Mississippi Tennessee Holdings, LCC (“MTH”) and Mississippi Tennessee Railroad, LLC (“MTR”) providing for RNA to acquire and operate that portion of MTH’s rail line between New Albany (Milepost 325.56) and Ripley, Mississippi (Milepost 348.1). This agreement is currently in the process of being put in a final written form, and is expected to be executed on or before November 15, 2011.

Operation of the Property: 49 C.F.R. §1149.43(d)

RNA will operate, maintain and provide all rail common carrier services on the Line.

Brief Summary of the Transaction: 49 C.F.R. §1150.43(e):

RNA proposes to acquire all of MTN’s title and interest in the right of way, track and structures, as well as MTR’s leasehold interest in the property, and then operate, maintain, and perform all common carrier service on the Line. RNA is controlled by Pioneer Railcorp, See

Finance Docket No. FD-35323, Served December 2, 2009 (Pioneer Railcorp – Continuance in Control Exemption – Georgia Southern Railway Co.)

- (1) The name and address of the railroads transferring the subject property to the Class III rail carrier applicant:

Mississippi Tennessee Holdings, LLC
102 Willow Drive
P.O. Box 99
O'Fallon, Illinois 62269

Mississippi Tennessee Railroad, LLC
102 Willow Drive
P.O. Box 99
O'Fallon, Illinois 62269

- (2) The proposed time schedule for consummation of the transaction:

Under the Agreement, consummation of this transaction will occur on or about December 12, 2011, and operations under this exemption will begin thereafter.

- (3) The mileposts of the subject property:

The Line extends from the a point 25 feet north of the BNSF diamond in New Albany, Union County, Mississippi (Milepost 325.56) to a point 1,663 feet north of the centerline of Industrial Park Road (Milepost 348.1), in/near Ripley, Tippah County, Mississippi.

- (4) The total route miles being acquired:

The length of the mainline trackage is approximately 22.54 miles.

Map: 49 C.F.R. §1150.43(f):

A map showing the Line and the surrounding trackage is attached as Exhibit A of this Notice.

Certificate of Compliance: 49 C.F.R. §1150.43(g):

A Certificate of Compliance with the provisions of 49 C.F.R. §1150.33(g) is attached as Exhibit B to this Notice.

Environmental and Historic Preservation Data: 49 C.F.R. §1105:

Under 49 C.F.R. §1105(c)(2), RNA's proposed acquisition and operation of the Line is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5).

Under 49 C.F.R. §1105.8(b)(1), RNA's acquisition and operation of the Line is also exempt from historic preservation reporting requirements. The proposed lease is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to discontinue or abandon service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. §1150.44:

A caption summary in appropriate form is attached as Exhibit C to this Notice.

Labor Protection:

Pursuant to 49 USC §10902(d), no labor protection is required by the action described in this Notice.

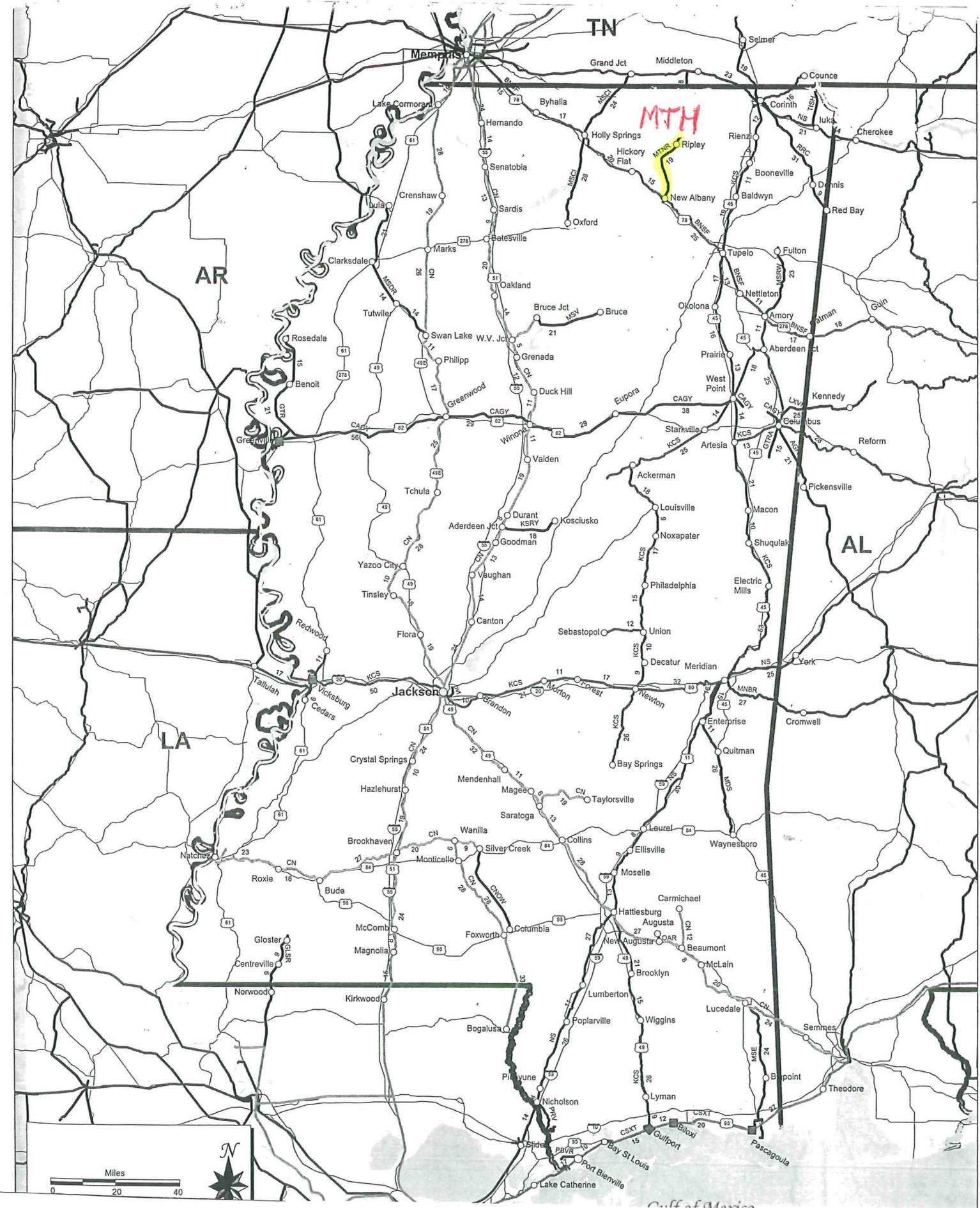
WHEREFORE, Applicant requests that the Board publish this Verified Notice of Exemption in the Federal Register.

Respectfully submitted,



Daniel A. LaKemper, Esq.
Mississippi Central Railroad Co.,
1318 S. Johanson Road
Peoria, Illinois 61607
Tel.: (309) 697-1400

MISSISSIPPI



SURFACE TRANSPORTATION BOARD

Notice of Exemption

Finance Docket No. 35569

RIPLEY & NEW ALBANY RAILROAD CO.
-ACQUISITION AND OPERATION EXEMPTION-
LINE OF MISSISSIPPI TENNESSEE HOLDINGS, LLC
and MISSISSIPPI TENNESSE RAILROAD, LLC
BETWEEN NEW ALBANY AND RIPLEY IN
UNION AND TIPPAH COUNTIES, MISSISSIPPI

Alabama & Florida Railway Co., Inc., a Class III carrier, doing business as Ripley & New Albany Railroad Co. (“RNA”), has filed a notice of exemption to acquire and operate that portion of Mississippi Tennessee Holdings, LLC’s rail line (currently operated by Mississippi Tennessee Railroad, LLC) between Milepost 325.56 at New Albany, Mississippi and Milepost 348.1 at/near Ripley, Mississippi, a distance of 22.54 miles. Comments must be filed with the Board and served upon Petitioner’s representative, Daniel A. LaKemper, 1318 S. Johanson Road, Peoria, Illinois 61607.

RNA certifies that its projected annual revenues as a result of this transaction do not exceed those that would qualify it as a Class III carrier.

The notice is filed under 49 CFR 1150.41. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. Section 10502(d) may be filed at any time. The filing of a petition to revoke will not

automatically stay the transaction. Petitions for stay must be filed no later than December 3, 2011 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to FD No. 35569, must be filed with the Surface Transportation Board, 395 "E" Street, S.W., Washington, D.C. 20423-0001. In addition, one copy of each pleading must be served on Daniel A. LaKemper, General Counsel, Ripley & New Albany Railroad Co., 1318 S. Johanson Road, Peoria, Illinois 61607, Telephone (309) 697-1400, counsel for RNA.

Board decisions and notices are available on our website at WWW.STB.DOT.GOV

Dated:

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