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April 8, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423

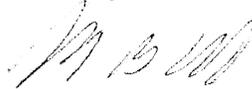
RE: Finance Docket No. 35487 *Conecuh Valley Railway, LLC—Acquisition and  
Operation Exemption—Conecuh Valley Railroad Co., Inc.*

Dear Ms. Brown:

Enclosed for e-filing is a Verified Notice of Exemption for the Conecuh Valley Railway, LLC, a Delaware limited liability company ("CVR"), a noncarrier, to acquire from Conecuh Valley Railroad Co., Inc. and operate over about 15.04 miles of railroad line at or near Troy, AL, milepost 374.96, to the end of the line at approximately milepost 390.00 at or near Goshen, AL, in Pike County, AL.

If you have any questions please call or email me.

Sincerely yours,



Melanie B. Yasbin  
Conecuh Valley Railway, LLC

Enclosures

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Finance Docket No. 35487

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CONECUH VALLEY RAILWAY, LLC—ACQUISITION AND OPERATION EXEMPTION—  
CONECUH VALLEY RAILROAD CO., INC.

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

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Senior Vice President & General Counsel  
RailAmerica, Inc.  
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600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
(410) 296-2250  
Lou\_Gitomer@verizon.net

Attorneys for Conecuh Valley Railway,  
LLC

Dated: April 8, 2011

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Finance Docket No. 35487

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CONECUH VALLEY RAILWAY, LLC—ACQUISITION AND OPERATION EXEMPTION—  
CONECUH VALLEY RAILROAD CO., INC.

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

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Conecuh Valley Railway, LLC, a Delaware limited liability company (“CVR”), a noncarrier, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart D – Exempt Transactions, with the Surface Transportation Board (the “Board”) to permit CVR to acquire and operate over about 15.04 miles of railroad line at or near Troy, AL, milepost 374.96, to the end of the line at approximately milepost 390.00 at or near Goshen, AL, in Pike County, AL (the “Line”). CVR is acquiring the Line from Conecuh Valley Railroad Co., Inc., (“COEH”) as part of the transaction whereby newly created non-carrier subsidiaries of RailAmerica Transportation Corp. (“RTC”) are acquiring the railroad assets of certain subsidiaries of Gulf & Ohio Railways, Inc. (“G&O”).

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

a. Full name and address of applicant:

Conecuh Valley Railway, LLC  
7411 Fullerton Street  
Suite 300  
Jacksonville, FL 32256

(904) 538-6329

b. Applicant's Representative:

Louis E. Gitomer, Esq.  
Law Offices of Louis E. Gitomer LLC  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
(410) 296-2250  
Lou\_Gitomer@verizon.net

c. RTC or its subsidiaries, assigns or affiliates, which includes CVR, (the "Buyers") entered an Asset Purchase Agreement dated as of April 8, 2011 (the "Agreement") with G&O, COEH, Three Notch Railroad, Co., Inc. ("TNHR"), and Wiregrass Central Railroad Company ("WGCR") (the "Sellers"). Under the Agreement, Buyers will acquire substantially all of the assets of COEH, TNHR, and WGCR.

d. The operator of the Line will be CVR.

e. Summary of proposed transaction:

1. The name and address of the party transferring the property is:

Conecuh Valley Railroad Co., Inc.  
422 W. Cumberland Avenue  
Knoxville, TN 37902

2. The proposed time schedule for the consummation of the transaction is on or after May 8, 2011.

3. The mileposts of the subject property, including any branch lines. The Line runs between Troy, AL, milepost 374.96, to the end of the line at approximately milepost 390.00 at or near Goshen, AL, in Pike County, AL.

4. CVR will own and operate over 15.04 route miles as a common carrier railroad. CVR intends to continue to interchange traffic at Troy, AL with CSX Transportation, Inc. ("CSXT").

- f. A color map of the Line is attached as Exhibit C.
- g. A Certificate of Compliance with the provisions of 49 CFR § 1150.33(g) is attached as Exhibit A.
- h. There are no interchange commitments or paper barriers in the Agreement between Buyers and Sellers. Nor will there be any interchange commitments or paper barriers in the Interchange Agreements between CVR and CSXT.
- i. A caption summary, as required by 49 C.F.R. §1150.34, is attached as Exhibit B.
- j. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 CFR §1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 CFR §1105.6(b)(4) and (c)(2)(i).

k. An historic report is not required because CVR will own and operate the Line, will require further Board approval to abandon the Line or any portion of the Line, 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).

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

Respectfully submitted,



Louis E. Gitomer, Esq.  
Melanie B. Gitomer, Esq.  
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Attorneys for Conecuh Valley Railway,  
LLC

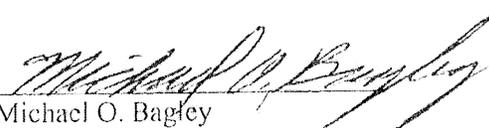
Dated: April 8, 2011

# EXHIBIT A

CERTIFICATION

State of Florida                    )  
  ) ss:  
County of Duval                    )

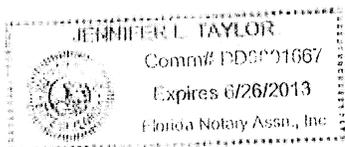
I, Michael O. Bagley, being duly sworn, deposes and says that he is Assistant Vice President, Real Estate of Conecuh Valley Railway, L.L.C., a Delaware limited liability company, and that the projected annual revenues from the rail operations would not exceed those that would make it a Class III carrier under 49 CFR Part 1201(1-1) and would not exceed \$ 5 million.

  
Michael O. Bagley

Subscribed and sworn to before me this 6th day of April 2011.

  
Notary Public  
**JENNIFER L. TAYLOR**  
(SEAL)

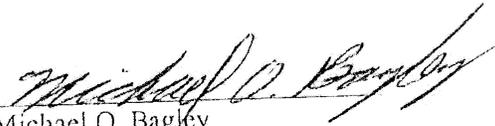
My Commission Expires: 6/26/2013



VERIFICATION

State of Florida )  
                  *Duval* ) ss  
County of ~~Palm Beach~~ )

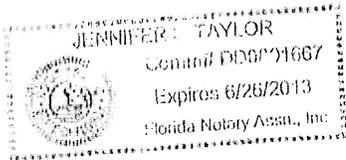
I, Michael O. Bagley, being duly sworn, deposes and says that he is Assistant Vice President, Real Estate of Conecuh Valley Railway, L.L.C., a Delaware limited liability company, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information and belief.

  
Michael O. Bagley

Subscribed and sworn to before me this 8<sup>th</sup> day of April 2011.

  
Notary Public

JENNIFER L. TAYLOR



# **EXHIBIT B – CAPTION SUMMARY**

SURFACE TRANSPORTATION BOARD

Notice of Exemption

Finance Docket No. 35487

CONECUH VALLEY RAILWAY, LLC—ACQUISITION AND OPERATION EXEMPTION—  
CONECUH VALLEY RAILROAD CO., INC.

Conecuh Valley Railway, LLC, a Delaware limited liability company (“CVR”) has filed a notice of exemption acquire and operate over about 15.04 miles of railroad line at or near Troy, AL, milepost 374.96, and the end of the line at approximately milepost 390.00 at or near Goshen, AL, all in Pike County, AL (the “Line”) from the Conecuh Valley Railroad Co., Inc. (“COEH”), a Tennessee corporation.

The transaction is scheduled to take place on or after May 8, 2011.

CVR 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 further certifies that its projected annual revenue will not exceed \$5 million.

A class exemption for RailAmerica, Inc., Palm Beach Holding, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC and RR Acquisition Holding, LLC, to continue in control of Conecuh Valley Railway, LLC, was concurrently filed in Finance Docket No. 35486 *RailAmerica, Inc., Palm Beach Holding, 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.*

If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding 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. Petitions to stay must be filed no later than \_\_\_\_\_, 2011 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35487, 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, Esq., Law Offices of Louis E. Gitomer LLC, 600 Baltimore Avenue, Suite 301, Towson, MD 21204, (410) 296-2250, Lou\_Gitomer@verizon.net.

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

Decided: \_\_\_\_\_, 2011.

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

# EXHIBIT C-MAP

