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MATTHEW D. WILLIAMS

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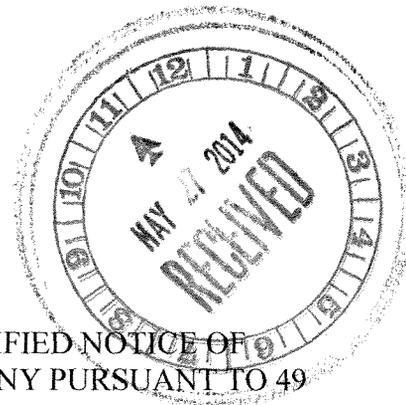
May 23, 2014

236096

[Via Overnight Delivery]

Ms. Cynthia Brown, Chief
Section of Administration
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

ENTERED
Office of Proceedings
May 27, 2014
Part of
Public Record



Re: Notice of Exemption, Finance Docket No. 35756, VERIFIED NOTICE OF EXEMPTION OF HARTWELL RAILROAD COMPANY PURSUANT TO 49 C.F.R. §1150.36

Dear Ms. Brown:

Enclosed please find an original and ten copies of a VERIFIED NOTICE OF EXEMPTION OF HARTWELL RAILROAD COMPANY PURSUANT TO 49 C.F.R. §1150.36. I ask that you please file these documents. I had previously sent to Ms. Vivian Hardy a completed STB "Payment Form" authorizing your office to charge the filing fee of \$1,900.00 for this document to the American Express Card indicated on the form. I have also enclosed a copy of the form for ease of reference. If you encounter any problems with this transaction, please let me know.

Please time stamp the additional copy of this letter as proof of filing and return it to me in the enclosed self addressed, stamped envelope. Thank you for your assistance. If you should have any questions, please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Matthew D. Williams".

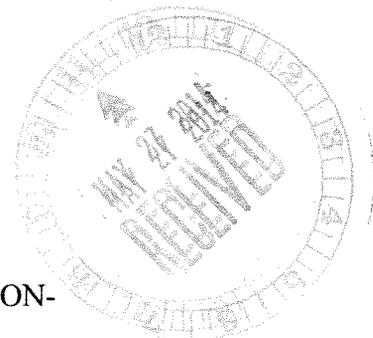
Matthew D. Williams

MDW:pha
Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35756

HARTWELL RAILROAD COMPANY
-CONSTRUCTION OF CONNECTING TRACK EXEMPTION-
ELBERT COUNTY, GA



VERIFIED NOTICE OF EXEMPTION
OF
HARTWELL RAILROAD COMPANY
PURSUANT TO 49 C.F.R. §1150.36

Matthew D. Williams
Matthew D. Williams & Associates LLC
2215 Pilgrim Mill Circle
Cumming, GA 30041
(770) 815-9331
MWilliams@WilliamsLegalSolutions.com

Attorney for Hartwell Railroad Company

Dated: May 27, 2014

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35756

HARTWELL RAILROAD COMPANY
-CONSTRUCTION OF CONNECTING TRACK EXEMPTION-
ELBERT COUNTY, GA

VERIFIED NOTICE OF EXEMPTION
OF
HARTWELL RAILROAD COMPANY
PURSUANT TO 49 C.F.R. §1150.36

Pursuant to the class exemption at 49 C.F.R. §1150.36 for construction of connecting track, Hartwell Railroad Company (“Hartwell”), a Class III railroad, hereby files this Verified Notice of Exemption from 49 U.S.C. §10901 for the construction of approximately 1,360 feet of connecting track in Elbert County, Georgia (the “Line”), on land within existing rail rights-of-way, owned either by Hartwell or CSX Transportation, Inc. (“CSXT”).

Pursuant to 49 C.F.R. §1150.36(d), Hartwell has engaged the services of a third-party consultant who has been approved by SEA and is acting under SEA’s direction and supervision in the preparation of an Environmental Analysis. The EA is nearing completion, and is anticipated to be complete within the deadline contemplated by 49 C.F.R. §1150.36.

INFORMATION REQUIRED BY 49 C.F.R. §1150.36(c)(1) AND (2)

1. *The name and address of the railroad proposing to construct the line and the proposed operator.*

Hartwell Railroad Company, P.O. Box 429, Hartwell, GA 30643. Hartwell is the proposed operator.

2. *Complete description of the proposed construction and operation, including a map.*

In 1995, Hartwell acquired from the Norfolk Southern Railway Company (“NSR”) an approximately 48.3-mile railroad line between Toccoa, milepost P 0.5, and Elberton, milepost 48.80, in Elbert, Franklin, Hart, and Stephens Counties, GA (the “Toccoa-Elberton Line”).¹ At the time of the acquisition, Hartwell interchanged traffic with NSR at Toccoa on the west end of the Toccoa-Elberton Line. NSR retained about 1.9 miles of railroad line connecting to the east end of the Toccoa-Elberton Line, which interchanged with CSXT. NSR abandoned this 1.9 miles of track between milepost P-48.5 and milepost P-50.4 in Elberton, GA.² The abandonment severed Hartwell’s close access to interchange with CSXT at Elberton. Instead, Hartwell was required to interchange traffic solely with NSR at Toccoa, where access to CSXT was 60 miles to the northeast and about 37 miles to the southwest.

Hartwell seeks to construct the Line to be able to re-establish an interchange between Hartwell and CSXT at Elberton. CSXT’s main line between Atlanta, GA and Greenwood, SC runs through Elberton. Hartwell contends that the construction and operation of the Line will permit it to offer competitive alternatives to existing and future shippers on the Toccoa-Elberton Line. Hartwell’s customers will also benefit from the ability to use single-line service offered by CSXT (1) to reach points served by CSXT that NSR does not serve and (2) to eliminate the inefficiency that would otherwise involve three carriers (Hartwell-NS-CSXT) instead of two (Hartwell-CSXT) to reach points served solely by CSXT. Hartwell expects to handle up to one train per day in each direction over the new connection with CSXT.

¹ *Hartwell Railroad Company-Acquisition and Operation Exemption-Line of Norfolk Southern Railway Company*, ICC Finance Docket No. 32675 (ICC served March 31, 1995).

² *Norfolk Southern Railway Company-Abandonment Exemption-in Elberton, GA*, ICC Docket No. AB-290 (Sub-No. 158X) (ICC served April 1995).

CSXT will construct a connection between the Line and the Atlanta-Greenwood line in its right-of-way. Hartwell and CSXT have agreed to enter into an interchange agreement.

A map of the Toccoa-Elberton Line and a map and diagram of the Line are contained in Exhibit A. Letters of support from shippers and local officials are included in Exhibit B. A letter of support from CSXT is in Exhibit C. The required Certification is attached as Exhibit D.

3. *Class Exemption Procedure.*

Hartwell is utilizing the class exemption procedure for construction of connecting track as was adopted by the STB in *Class Exemption for the Construction of Connecting Track*, 1 S.T.B. 75 (1996).

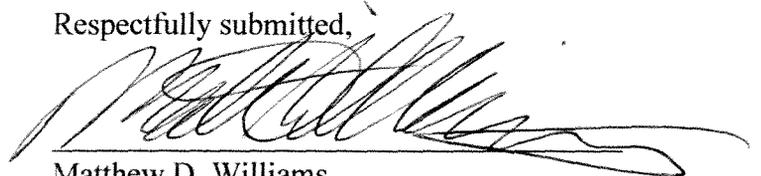
4. *Approximate date that construction is proposed to begin.*

Hartwell proposes to begin the proposed construction shortly after this Verified Notice of Exemption becomes effective, but no earlier than 90 days after the Notice of Exemption is filed with the STB.

5. *Statement certifying compliance with the environmental rules at 49 C.F.R. part 1105 and the pre-filing notice requirements of 49 C.F.R. §1150.36(c)(1).*

Certifications of compliance with the environmental rules at 49 C.F.R. part 1105 and the pre-filing notice requirements of 49 C.F.R. §1150.36(c)(1) are attached hereto as Exhibit D.

Respectfully submitted,



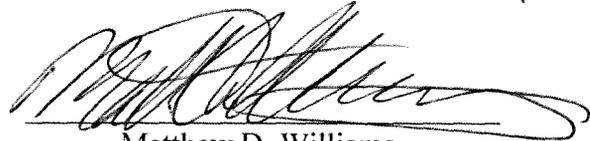
Matthew D. Williams
Matthew D. Williams & Associates LLC
2215 Pilgrim Mill Circle
Cumming, GA 30041
(770) 815-9331
MWilliams@WilliamsLegalSolutions.com

Attorney for Hartwell Railroad Company

Dated: May 27, 2014

CERTIFICATE OF SERVICE

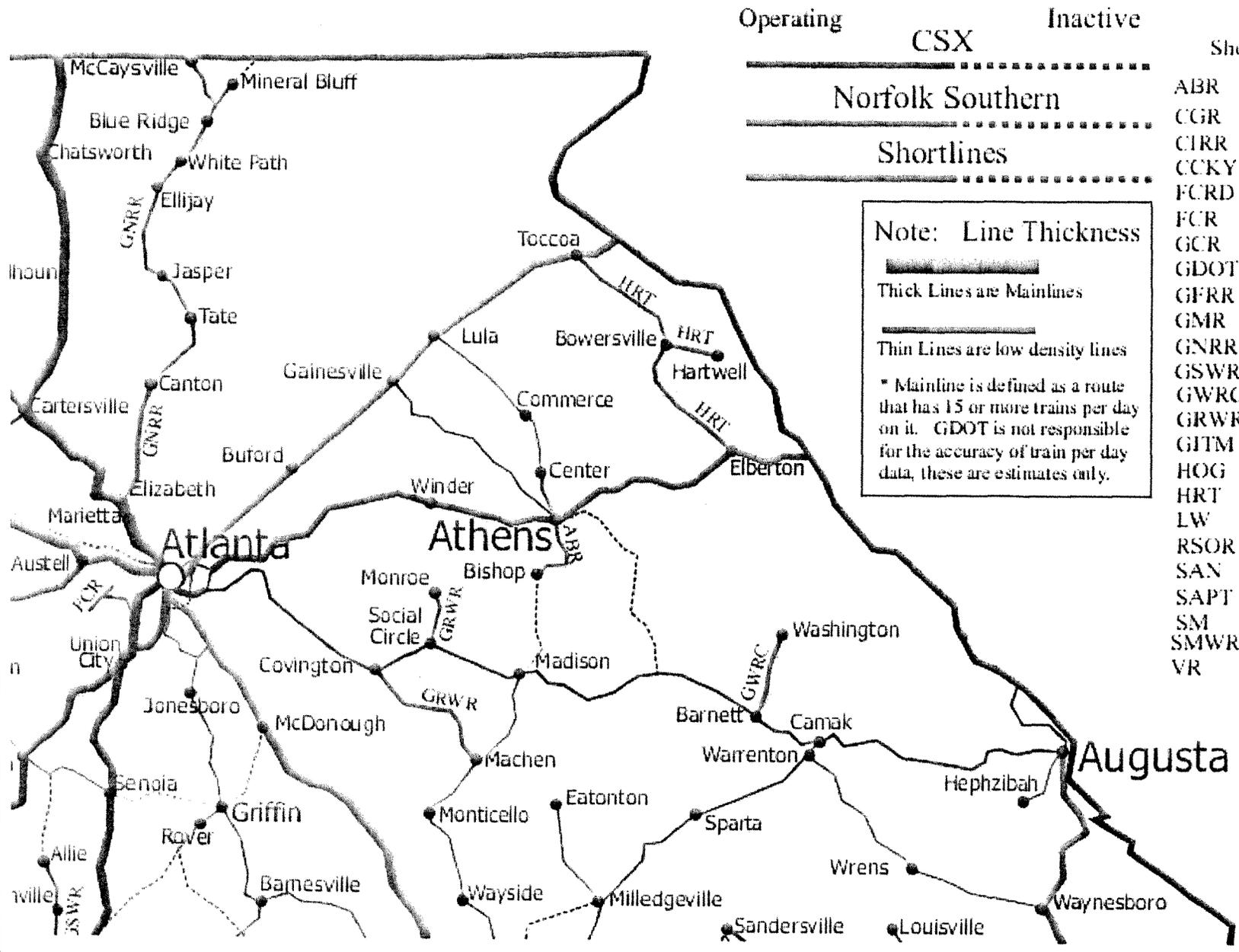
I hereby certify that I have caused the Notice of Exemption in Finance Docket No. 35756, VERIFIED NOTICE OF EXEMPTION OF HARTWELL RAILROAD COMPANY PURSUANT TO 49 C.F.R. §1150.36, to be served by first class mail, postage pre-paid on CSX Transportation, Inc., the Chairman of the Elbert County, Georgia Board of Commissioners, the Governor of the State of Georgia, the Georgia Public Service Commission, the Environmental Protection Division of the Georgia Department of Natural Resources and the Department of Transportation of the State of Georgia.



Matthew D. Williams

May 23, 2014

EXHIBIT A – MAP



Operating **CSX** Inactive

Norfolk Southern

Shortlines

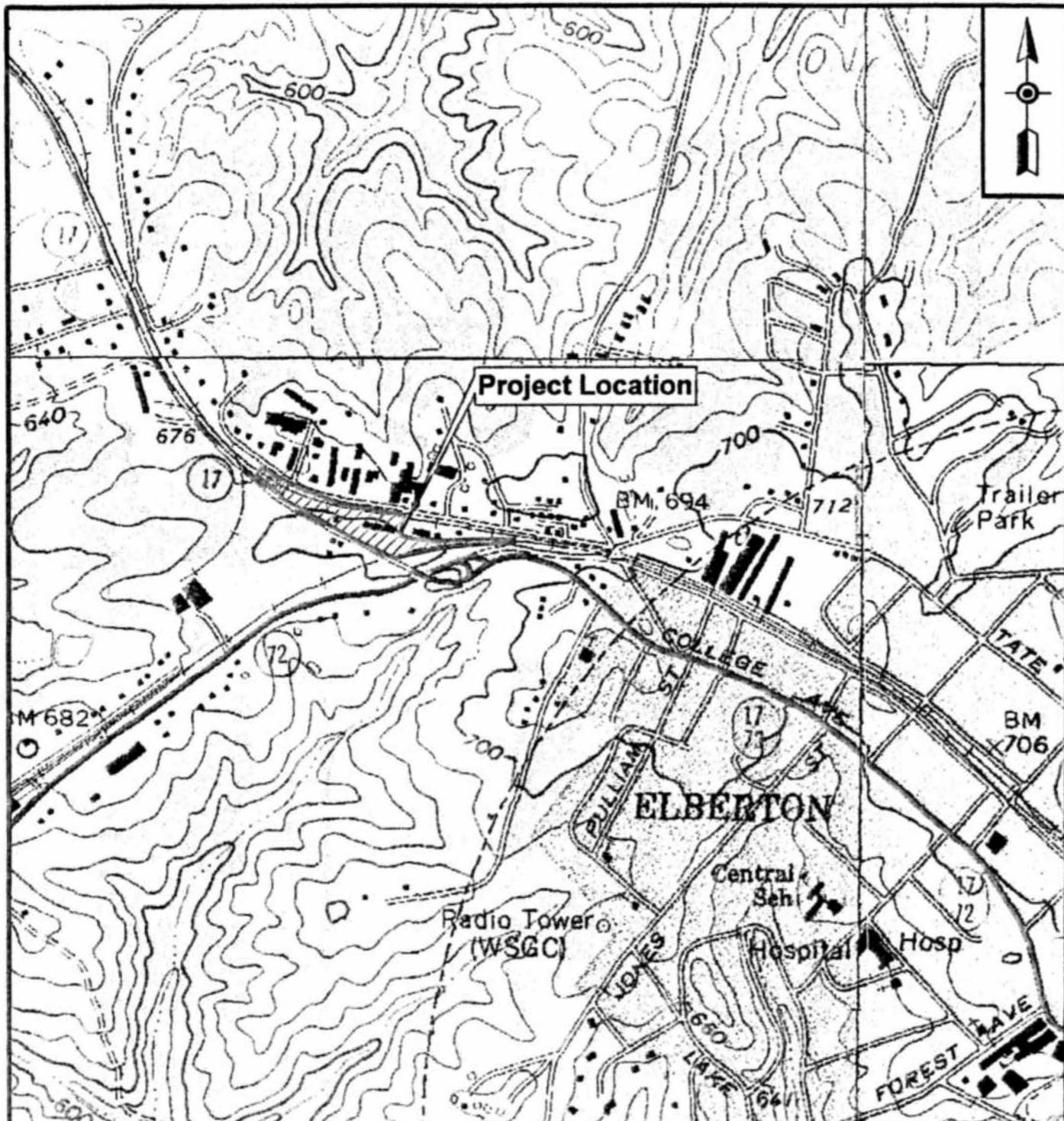
Note: Line Thickness

Thick Lines are Mainlines

Thin Lines are low density lines

* Mainline is defined as a route that has 15 or more trains per day on it. GDOT is not responsible for the accuracy of train per day data, these are estimates only.

Shortline Railroad Name	
ABR	Athens Branch
CGR	Chattahoochee & Gulf
CIRR	Chattahoochee Industrial
CKKY	Chattooga & Chickamauga
FCRD	First Coast Railroad
FCR	Fulton County Railway
GCR	Georgia Central Railroad
GDOT	Georgia Dept of Transportation
GFRR	Georgia & Florida Railway
GMR	Georgia Midlands Railroad
GNRR	Georgia Northeastern
GSWR	Georgia Southwestern
GWRC	Georgia Woodlands
GRWR	Great Walton Railroad
GITM	Golden Isle Terminal
HOG	Heart of Georgia
HRT	Hartwell
LW	Louisville & Wadley
RSOR	Riceboro Southern
SAN	Sandersville
SAPT	Savannah Port Terminal
SM	St. Mary's
SMWR	St. Mary's West Railway
VR	Valdosta Railway



SKELLY and LOY, Inc.	Dec., 2013	Figure 1
Hartwell Railroad Connector Connector Line Project		
PROJECT LOCATION MAP		
Elbert County, Georgia		
Scale: 1" = 1000'		Job No. R13-0675.001

Source:
 USGS 7.5' Quadrangle - Dewy Rose, Rock Branch,
 Elberton West and Elberton East, Georgia

EXHIBIT B - SHIPPER AND LOCAL OFFICIAL'S SUPPORT



50 East Main Street Lavonia, GA 30553 ph:706-356-5359 fx: 706-356-5364

Surface Transportation Board
Washington, DC

January 23, 2014

Dear Madam/Sir:

The Hartwell Railroad Company is seeking to establish an interchange with CSX Transportation in Elberton, GA under Docket Number FD 35756. The establishment of this interchange track will reinstate service which was lost with Norfolk Southern Corporation's abandonment of two miles of track in Elberton in 1995. The establishment of this interchange track will greatly enhance local business' access to both east coast Class I railroads and the resultant economic benefit. This area of Georgia has only minimal infrastructure and access to this additional rail service will provide tremendous benefit to this economically struggling region.

In particular, it will give our company access to another Class I railroad's direct points without the undue burden and cost of using two Class I railroads for delivery. This will result in improved transit times as well as creating a more competitive economic environment. Access to vendors and customers in new markets that have been cost prohibitive in the past due to transportation will be a direct benefit.

We strongly support the approval of Hartwell's Petition for construction of this interchange under the above docket number. The benefit will not only help our company, it will improve the transportation infrastructure as the United States economy moves forward. Since rail maintains its infrastructure, it will aid in getting trucks off of the highways which are already in need of significant improvements. We see nothing but a Win-Win for everyone with your approval of this Petition.

Sincerely,

A handwritten signature in black ink that reads "Vince Fanello". The signature is written in a cursive, flowing style.

Vince Fanello
President/CEO

vfanello@fanelloindustries.com



P.O. Box 340 • 300 Fisher Drive • Hartwell, GA 30643 • (706) 376-4793 • (706) 376-4578 Fax

Surface Transportation Board
Washington, DC

Dear Madam/Sir:

The Hartwell Railroad Company is seeking to establish an interchange with CSX Transportation in Elberton, GA under Docket Number FD 35756. The establishment of this interchange track will reinstate service which was lost with Norfolk Southern Corporation's abandonment of two miles of track in Elberton in 1995. The establishment of this interchange track will greatly enhance local business' access to both east coast Class I railroads and the resultant economic benefit. This area of Georgia has only minimal infrastructure and access to this additional rail service will provide tremendous benefit to this economically struggling region.

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Sincerely,

Darrell Hart
Materials Manager
Quality Industries, LLC
706-376-4793 ext 314

ROSE ACRE

Farms®

THE GOOD EGG PEOPLE®

P.O. BOX 1250
SEYMOUR, IN 47274
(812) 497-2557
FAX (812) 497-3311

January 24, 2014

Surface Transportation Board
Washington, DC

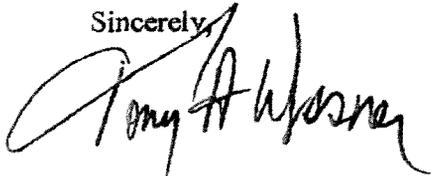
Dear Madam/Sir:

The Hartwell Railroad Company is seeking to establish an interchange with CSX Transportation in Elberton, GA under Docket Number FD 35756. The establishment of this interchange track will reinstate service which was lost with Norfolk Southern Corporation's abandonment of two miles of track in Elberton in 1995. The establishment of this interchange track will greatly enhance businesses access to both east coast Class I railroads and the resultant economic benefit. This area of Georgia is lacking in infrastructure and the access to the additional rail service will go a long way in impacting this economically struggling region.

In particular, it will give our company access to another Class I railroad's direct points without the undue burden and cost of using two Class I railroads for delivery. This will result in improved transit times as well as creating a more competitive economic environment. Access to vendors and customers in new markets that have been cost prohibitive in the past due to transportation will be a direct benefit. (Add anticipated O/B and I/B carloads that will result from installation of CSX connection and any other expected benefits).

We strongly support the approval of this interchange under the above docket. The benefit will not only help our company, it will improve the transportation infrastructure as the United States economy moves forward. Since rail maintains its infrastructure, it will aid in getting trucks off of the highways which are already in need of significant improvements. We see nothing but a Win-Win for everyone with your approval of this Docket.

Sincerely,



Tony Wesner, COO



Surface Transportation Board
Washington, DC

January 22, 2014

Dear Madam/Sir:

The Hartwell Railroad Company is seeking to establish an interchange with CSX Transportation in Elberton, GA under Docket Number FD 35756. The establishment of this interchange track will reinstate service which was lost with Norfolk Southern Corporation's abandonment of two miles of track in Elberton in 1995. The establishment of this interchange track will greatly enhance local business' access to both east coast Class I railroads and the resultant economic benefit. This area of Georgia has only minimal infrastructure and access to this additional rail service will provide tremendous benefit to this economically struggling region.

In particular, it will give our company access to another Class I railroad's direct points without the undue burden and cost of using two Class I railroads for delivery. This will result in improved transit times as well as creating a more competitive economic environment. Access to vendors and customers in new markets that have been cost prohibitive in the past due to transportation will be a direct benefit.

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Sincerely,

James Harding
Senior Group Manager
The Scoular Company
1800 Second Street
Sarasota FL, 34232

Elbert

We're always on.

Development Authority of Elbert County, Elberton and Bowman, Georgia

January 9, 2014

Mr. Kevin Starnes
Skelly and Loy, Inc.
449 Eisenhower Boulevard, Suite 300
Harrisburg, PA 17111

Re: STB Finance Docket No. 3576, Hartwell Railroad Company – Construction and Operation Exemption – In Elbert County, Georgia; Preliminary Consultation

Dear Mr. Starnes:

I am writing this letter in response to your request for comments on the Hartwell Railroad Company's petition requesting authority to construct and operate approximately 1,400 feet of connecting track between its existing rail line and the adjacent CSX Abbeville Subdivision. Speaking on behalf of the Development Authority of Elbert County, Elberton, and Bowman, I offer our support of this project. Not only are we supportive of the rail line connection, but we are also willing to work with the Hartwell Railroad Company and CSX to ensure that this project is completed.

Elbert County's distance from an interstate is a serious disadvantage and serves as a major challenge in our economic development efforts. Being that logistics and transportation is one of the top factors in site selection decisions, having this connection would allow us to compete for additional projects from which we would have previously been eliminated. Additionally, this collaboration between the Hartwell Railroad Company and CSX would greatly benefit the existing industries in Elbert County and the Northeast Georgia region. Our economic base in Elbert County is the granite quarrying and manufacturing industry, and this rail connection would enable our existing companies to reduce freight costs and to expand into additional markets.

Project managers and industry leaders contend that rail access is becoming increasingly attractive to companies in their importing and exporting of goods. As fuel prices fluctuate, shipping by truck is not always cost-effective and efficient. For the reasons articulated in this letter, the Development Authority of Elbert County, Elberton, and Bowman is supportive of this effort by the Hartwell Railroad to improve rail access to existing and prospective industries in our region.

PO Box 63
Elberton, GA 30635

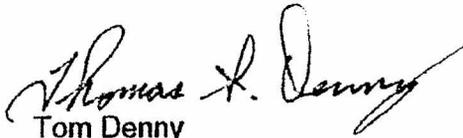
The Development Authority of Elbert County, Elberton, and Bowman does not administer permits or approvals. However, the scope of this project may fall within the permitting jurisdiction of the City of Elberton and Elbert County Code Enforcement.

If you have any questions, please do not hesitate to contact us at 706-213-7600.

Best Regards,

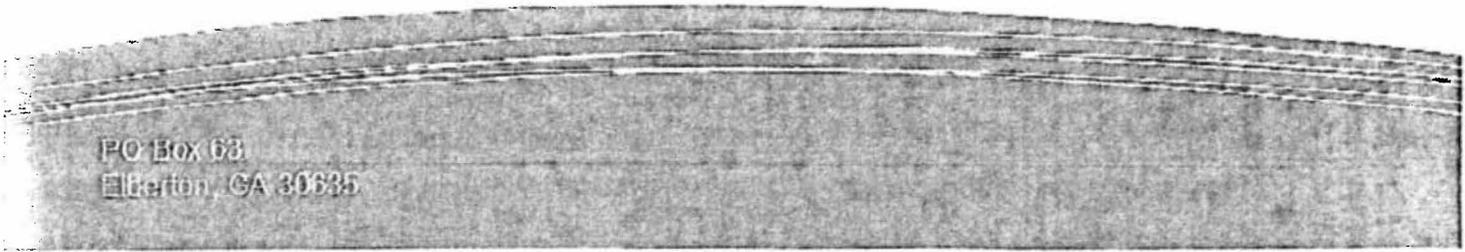


Beth Eavenson
Executive Director
Development Authority of Elbert County, Elberton, and Bowman



Tom Denny
Chairman
Development Authority of Elbert County, Elberton, and Bowman

cc: Mr. Bennie Ray Anderson, Hartwell Railroad Company



PO Box 63
Elberton, GA 30635

February 5, 2014

Surface Transportation Board
Washington, DC

Dear Madam/Sir:

The Hartwell Railroad Company is seeking to establish an interchange with CSX Transportation in Elberton, GA under Docket Number FD 35756. The establishment of this interchange track will reinstate service which was lost with Norfolk Southern Corporation's abandonment of two miles of track in Elberton in 1995. The establishment of this interchange track will greatly enhance local business' access to both east coast Class I railroads and the resultant economic benefit. This area of Georgia has only minimal infrastructure and access to this additional rail service will provide tremendous benefit to this economically struggling region.

In particular, it will give our existing industries, and potential new industries, access to another Class I railroad's direct points without the undue burden and cost of using two Class I railroads for delivery. This will result in improved transit times as well as creating a more competitive economic environment. Access to vendors and customers in new markets that have been cost prohibitive in the past due to transportation will be a direct benefit. During the last 40 of 48 months the unemployment rate in Franklin County, Georgia, has been a double digit percentage. This CSX connection will give us a greater opportunity to attract new companies and create new jobs.

We strongly support the approval of Hartwell Railroad Company's Petition for construction of this interchange under the above docket number. The benefit will not only help our communities and our region, it will improve the transportation infrastructure as the United States economy moves forward. Since rail maintains its infrastructure, it will aid in getting trucks off of the highways, which are already in need of significant improvements. We see nothing but a Win-Win for everyone with your approval of this Petition, and we ask for your most careful consideration and approval.

Sincerely,

Lyn Brumby Allen

Lyn Brumby Allen
Director of Economic Development

"Where You Want To Invest"

OFFICE: 706-384-5112 | FAX: 706-384-3204
P.O. BOX 151 | 165 ATHENS STREET | CARNESVILLE, GEORGIA 30521
WWW.FRANKLIN-COUNTY.COM | IRA@FRANKLIN-COUNTY.COM

EXHIBIT C - CSX TRANSPORTATION, INC. SUPPORT



Law Department
500 Water Street, J150
Jacksonville, FL 32202
TEL. 904-359-3276
EFAX. 904-245-3650
John_Patelli@CSX.com

JOHN P. PATELLI
SENIOR COUNSEL
CORPORATE & TRANSPORTATION LAW
Admitted in FL & CO

January 28, 2014

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

Re: Docket No. FD 35756, *Hartwell Railroad Company – Construction and Operation Exemption – Elbert County, GA*

Dear Ms. Brown:

CSX Transportation, Inc. (“CSXT”) supports the Petition for Exemption (the “Petition”) filed by Hartwell Railroad Company (“Hartwell”) to construct and operate a 1,360-foot rail line connecting the lines of Hartwell and CSXT in Elberton, Elbert County, GA (the “Line”) in order to effect the direct interchange of traffic between Hartwell and CSXT. Once the connection to CSXT is constructed, shippers and receivers served by Hartwell will be able to more directly reach locations on CSXT’s line.

As demonstrated in the Petition, the construction and operation of the Line by Hartwell is not inconsistent with the public convenience and necessity. The Petition supports a conclusion that: (1) regulation is not necessary to carry out the rail transportation policy of 49 U.S.C. § 10101; and (2) either: (a) the transaction is of limited scope, or (b) regulation is not necessary to protect shippers from the abuse of market power.

CSXT requests the Board to grant the Petition filed by Hartwell.

Sincerely yours,

John P. Patelli

EXHIBIT D - CERTIFICATION

State of Georgia

County of Walton

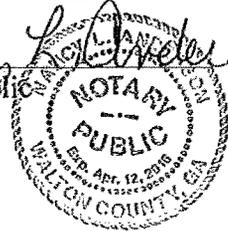
CERTIFICATION

Personally appeared before the undersigned officer duly authorized to administer oaths, Bennie Ray Anderson, Sr., who certifies under oath that the Hartwell Railroad Company is in compliance with the Surface Transportation Board's environmental rules at 49 C.F.R. Part 1105 and with the pre-filing notice requirements of 49 C.F.R. §1150.36(c)(1).

Bennie Ray Anderson Sr
Bennie Ray Anderson, Sr.

Sworn to and subscribed
before me this 22nd day
of May 2014.

Nancy L. Anderson
Notary Public



State of Georgia

County of Walton

VERIFICATION

Personally appeared before the undersigned officer duly authorized to administer oaths, Bennie Ray Anderson, Sr., who states under oath that he is the President of the Hartwell Railroad Company and that he has read the foregoing Notice of Exemption and that to the best of his knowledge, information and belief, he believes the facts asserted therein and that the same are true as stated.

Bennie Ray Anderson Sr.
Bennie Ray Anderson, Sr.

Sworn to and subscribed
before me this 2nd day
of May 2014.

Nancy L. Anderson
Notary Public

