

Aiken Railway Company, LLC

4840 Forest Drive, Suite 6B, PMB-295, Columbia, South Carolina 29206 - 4810

233279

October 30, 2012



VIA OVERNIGHT DELIVERY

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

FREE RECEIVED

OCT 31 2012

TRANSPORTATION BOARD

Re: Finance Docket No. 35665, Aiken Railway Company, LLC – Lease and Operation Exemption – Rail Line of Norfolk Southern Corporation, in Aiken County, South Carolina.

Dear Ms. Brown:

Hereby transmitted for filing with the Board in the above proceeding are the original and 10 copies of a Verified Notice of Exemption under 49 C.F.R. § 1150.31 on behalf of Aiken Railway Company, LLC. Also enclosed, is a check in the amount of \$1,800.00 representing the filing fee.

PLEASE NOTE THAT PURSUANT TO 49 C.F.R. §§ 1150.33(h)(ii) AND 1104.14, THE LEASE AGREEMENT, WHICH IS EXHIBIT III OF THE VERIFIED NOTICE OF EXEMPTION, IS TO BE KEPT CONFIDENTIAL BY THE BOARD WITHOUT THE NEED TO FILE A MOTION FOR PROTECTIVE ORDER UNDER 49 C.F.R § 1104.14(b).

ACCORDINGLY, I AM HEREBY TRANSMITTING AN ADDITIONAL COPY OF THE VERIFIED NOTICE OF EXEMPTION, IN WHICH THE LEASE AGREEMENT IS OMITTED, FOR RELEASE ON THE BOARD'S WEBSITE.

Please date-stamp the extra copy of the Notice of Exemption and return it to me in the stamped, self-addressed envelope provided for your convenience.

Please don't hesitate to contact me should you have any questions regarding this filing.

Yours very truly,

J. Marshall Lawson
Counsel for
Aiken Railway Company, LLC

FILED
OCT 31 2012
SURFACE
TRANSPORTATION BOARD

Enclosures

ENTERED
Office of Proceedings
OCT 31 2012
Part of
Public Record

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35665

233279

AIKEN RAILWAY COMPANY, LLC
- LEASE AND OPERATION EXEMPTION -
LINES OF NORFOLK SOUTHERN RAILWAY COMPANY
IN AIKEN COUNTY, SOUTH CAROLINA

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31, et seq.

NOTICE OF OPERATION OF RAIL LINES
INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

FILED
OCT 31 2012
SURFACE
TRANSPORTATION BOARD

J. Marshall Lawson
Counsel for
Aiken Railway Company, LLC
4840 Forest Drive, Suite 6B, PMB - 295
Columbia, South Carolina 29206-4810
(803) 790-2081
marshall.lawson@wcrscorp.com

ENTERED
Office of Proceedings

OCT 31 2012

Part of
Public Record

Dated: October 30, 2012

FEE RECEIVED
OCT 31 2012
SURFACE
TRANSPORTATION BOARD

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35665

**AIKEN RAILWAY COMPANY, LLC
- LEASE AND OPERATION EXEMPTION -
LINES OF NORFOLK SOUTHERN RAILWAY COMPANY
IN AIKEN COUNTY, SOUTH CAROLINA**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31, et seq.**

Pursuant to 49 C.F.R. § 1150.33, *et seq.*, AIKEN RAILWAY COMPANY, LLC (“AIKR”), a non-carrier, hereby provides notice of its exemption from 49 U.S.C. § 10901 for its lease from Norfolk Southern Railway Company (“NSR”) and operation of two segments of rail line: (1) the “SA” line, extending 12.45 miles between MP SA 63.45 at or near Warrentville, SC and MP SA 51.0 at or near Oakwood, SC; and (2) the “AB” line, extending 6.45 miles between MP AB 23.75 at or near Aiken, SC, and MP AB 17.3 at or near Seclay, SC. The lines are shown on a map that is attached to this Notice as Exhibit I.

AIKR and NSR have entered into a lease for operation of the aforementioned lines. This Notice of Exemption is related to this lease and operation agreement.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

In accordance with 49 C.F.R. § 1150.33, AIKR submits the following in support of this Notice of Exemption.

(a) The full name and address of the applicant;

The full name and address (principal place of business) of applicant is Aiken Railway Company, LLC, 3575 Rutherford Road Ext., Suite G, Taylors, South Carolina 29687-2168.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

Applicant's representative to receive correspondence is J. Marshall Lawson, Esq., Counsel for Aiken Railway Company, LLC, 4840 Forest Drive, STE 6B, PMB-295, Columbia, South Carolina, 29206-4810, (ph) (803) 790-2081, (email) marshall.lawson@wcrscorp.com.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

A Lease Agreement has been reached whereby AIKR will lease the SA and AB lines from NSR.

(d) The operator of the property;

AIKR will operate the SA and AB lines.

(e) A brief summary of the proposed transaction;

AIKR is entering into an agreement with NSR to lease and operate rail lines in Aiken County, South Carolina. AIKR believes that freight operations over the lines can best be provided by a locally-based short line like AIKR, and that it will be able to preserve and grow the freight business served by the lines. As further consideration for the lease, AIKR has agreed to bring the lines (except the sub-segment between MP SA 51.0 and MP SA-55.0, which may be maintained as Federal Railroad Administration ["FRA"] "Excepted" track); up to FRA Class I standards. AIKR believes that the handling of traffic between shippers and NSR will be better coordinated and more efficient.

(1) The name and address of the railroad transferring the subject property to the Class II rail carrier applicant;

The Lessor of the SA and AB lines is:
Norfolk Southern Railway Company
3 Commercial Place
Norfolk, Virginia 23510-2191

(2) *The proposed time schedule for consummation of the transaction;*

AIKR expects to commence operations on December 1, 2012, more than thirty days after the filing of this notice.

(3) *The mileposts of the subject property, including any branch lines;*

NSR's SA line extends from MP 51.0 at or near Oakwood, SC to MP 63.45 at or near Warrentonville, SC. NSR's AB line extends from MP 17.3 at or near Seclay, SC to MP 23.75 at or near Aiken, SC.

(4) *The total route miles being operated;*

There are a total of 18.90 miles that will be leased and operated.

(f) *A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States;*

The required map is attached as Exhibit I.

(g) **A certificate that applicant's projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier;**

AIKR so certifies. See verification attached as Exhibit II.

(h) **Transactions imposing interchange commitments;**

Not applicable. The subject rail line connects only with NSR in Aiken, SC. In an abundance of caution, however, a copy of the Lease Agreement, including the Interchange Agreement, is, hereby, filed under seal with the Board under 49 C.F.R. § 1104.14(a) as Exhibit III. It is noted that the Lease Agreement is to be kept confidential by the Board without a need to file a motion for protective order under 49 C.F.R. § 1104.14(b).

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

The proposed transaction does not require environmental or historic reporting or assessment. *See 49 C.F.R. § 1105.6(c)(2)(i) and 49 C.F.R. § 1105.8(b)(1).*

PROJECTED ANNUAL REVENUES LESS THAN \$5 MILLION

Pursuant to 49 C.F.R. § 1150.32(e), AIKR certifies that its projected annual revenues from the proposed lease and operation, together with AIKR's other projected annual revenue, will not exceed \$5 million. *See verification attached as Exhibit II.*

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), labor protection requirements do not apply to the proposed transaction.

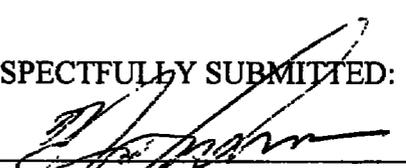
CAPTION SUMMARY

The caption summary required by 49 C.F.R. § 1150.34 is attached hereto as Exhibit IV.

CONCLUSION AND REQUESTED RELIEF

WHEREFORE, within 16 days of the filing of this notice, the Director of the Office of Proceedings should publish a notice in the Federal Register of the filing of this Notice. *See 49 C.F.R. § 1150.32(b).*

RESPECTFULLY SUBMITTED:



J. Marshall Lawson
Counsel for
Aiken Railway Company, LLC
4840 Forest Drive, Suite 6B, PMB – 295
Columbia, South Carolina 29206
Tel.: (803) 790-2081
marshall.lawson@wcrscorp.com

Dated: October 30, 2012

EXHIBIT I

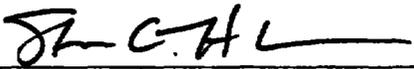
Map

EXHIBIT II

Verification

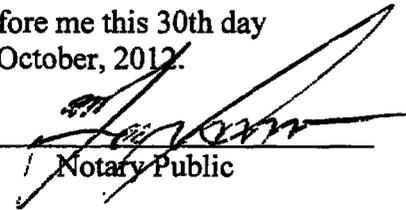
VERIFICATION

STEVEN C. HAWKINS, being duly sworn, states that he is President of Aiken Railway Company, LLC (AIKR); that he is familiar with the facts asserted in the foregoing Notice of Exemption; that all of those facts are true and correct; that the projected annual revenues of AIKR as a result of the proposed transaction will not exceed those what would qualify it as a Class III carrier and that the projected annual revenue of the AB and SA lines, together with AIKR projected annual revenue, does not exceed \$5 million.



Steven C. Hawkins

SUBSCRIBED AND SWORN to
Before me this 30th day
of October, 2012.



Notary Public

My Commission Expires: 10-27-13

EXHIBIT III

Lease with Interchange Agreement

(CONFIDENTIAL)

REDACTED

EXHIBIT IV

Caption Summary

BEFORE THE SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB Finance Docket No. 35665

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- LEASE AND OPERATION EXEMPTION -
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Comments must be filed with the Board and served on AIKR's representative, J. Marshall Lawson, Esq., Counsel for Aiken Railway Company, LLC, 4840 Forest Drive, STE 6B, PMB-295, Columbia, South Carolina 29206, Tel. (803) 790-2081, marshall.lawson@wcrscorp.com.

The notice is filed under 49 C.F.R. § 1150.31. If the Notice contains false or misleading information, the exemption is void *ab inito*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filings of a petition to revoke will not automatically stay the transaction.