

WESTERN CAROLINA RAILWAY SERVICE

C O R P O R A T I O N

Post Office Box 1729, Taylors, South Carolina 29687-0036

November 2, 2012



233299

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

Re: Finance Docket No. 35691, Western Carolina Railway Service Corporation and Steven C. Hawkins and Cheryl R. Hawkins – Continuance in Control Exemption – Aiken Railway Company, LLC.

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. § 1180.2(d)(2) for Western Carolina Railway Service Corporation and Steven C. Hawkins and Cheryl R. Hawkins to Continue in Control of Aiken Railway Company, LLC.

I am enclosing a check in the amount of \$1,400.00 to cover the filing fee. Please date stamp and return a copy of this filing to me at your convenience.

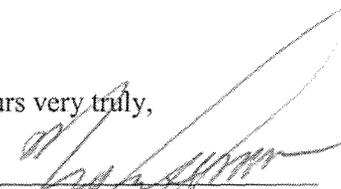
Please don't hesitate to contact me should you have any questions regarding this filing.

ENTERED
Office of Proceedings

NOV 05 2012

Part of
Public Record

Yours very truly,



J. Marshall Lawson
Counsel for
Aiken Railway Company, LLC

Enclosures

FEE RECEIVED

NOV 05 2012

SURFACE
TRANSPORTATION BOARD

FILED

NOV 05 2012

SURFACE
TRANSPORTATION BOARD

BEFORE THE SURFACE TRANSPORTATION BOARD.

FINANCE DOCKET NO. 35691

WESTERN CAROLINA RAILWAY SERVICE CORPORATION,
STEVEN C. HAWKINS AND CHERYL R. HAWKINS
CONTINUANCE IN CONTROL EXEMPTION - AIKEN RAILWAY COMPANY, LLC

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)

EXPEDITED HANDLING REQUESTED

J. Marshall Lawson
Counsel for
Western Carolina Railway Service Corporation,
Steven C. Hawkins and Cheryl R. Hawkins
4840 Forest Drive, Suite 6B, PMB – 295
Columbia, South Carolina 29206-4810
(803) 790-2081
marshall.lawson@wcrscorp.com

Dated: November 2, 2012



BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35691

WESTERN CAROLINA RAILWAY SERVICE CORPORATION,
STEVEN C. HAWKINS AND CHERYL R. HAWKINS
CONTINUANCE IN CONTROL EXEMPTION - AIKEN RAILWAY COMPANY, LLC

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)

Pursuant to 49 C.F.R. § 1180.2(d)(2), Western Carolina Railway Service Corporation (“WCRS”), and Steven C. Hawkins and Cheryl R. Hawkins (the “Hawkins”) file this Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323. (WCRS and the Hawkins are referred to herein together as the “Owners”).

1. Name, Business Address and Phone Number

Western Carolina Rail Service Corporation
3575 Rutherford Road Ext., Suite G
Taylors, South Carolina 29687-2168

Steven C. Hawkins and Cheryl R. Hawkins
3575 Rutherford Road Ext., Suite G
Taylors, South Carolina 29687-2168

2. Counsel for Correspondence:

J. Marshall Lawson, Esq.
Counsel for,
Western Carolina Rail Service Corporation
4840 Forest Drive, STE 6B, PMB-294
Columbia, SC 29206-4810

3. Brief Summary of Proposed Transaction:

WCRS, a non-carrier corporation, and the Hawkins, non-carrier individuals, seek to continue to control Aiken Railway Company, LLC (“AIKR”), a non-carrier, upon its becoming a Class III railroad in a related proceeding. See STB Finance Docket No. 35665, Aiken Railway Company, LLC – Lease and Operation Exemption – Lines of Norfolk Southern Railway Company in Aiken County, South Carolina (“Related Proceeding”). Currently, AIKR is a non-carrier, but it will become a Class III rail common carrier upon consummation of the proposed transaction described in that Related Proceeding.

The Hawkins own a controlling share of voting stock of WCRSC. WCRSC, in turn, wholly owns a Class III rail carrier, Greenville & Western Railway Company, LLC, which operates in Anderson County, South Carolina. The Class III rail carrier controlled by WCRSC and the Hawkins is referred to herein as the “Affiliate.”

AIKR will not connect with the Affiliate (located in separate counties), nor is this transaction part of a series of anticipated transactions that would connect AIKR with the Affiliate.

4. Proposed Consummation Schedule (request for expedited consideration):

WCRS requests expedited consideration of this Notice in order that the exemption will be effective as of December 1, 2012 (26 days from the date of this filing), the same date as the lease exemption of Aiken Railway, LLC is scheduled to become effective. At the time of Aiken Railway Company, LLC’s filing, WCRS was not aware that it required authority from the Board to acquire control of a second railroad. Upon becoming aware of the requirement, WCRS filed this notice of exemption as soon as possible. Granting this request will only reduce the usual 30 day period to become effective by 4 days. WCRS acknowledges that if this exemption is not

made effective as of December 1, 2012, it could place the membership interests of Aiken Railway Company, LLC into a voting trust for the 4 days until the control exemption becomes effective; however this would add unnecessary cost and complexity to the start-up, undercutting the goals of the RTP to minimize the need for regulatory control (§10101(2)), to reduce regulatory barriers to entry (§10101(7)), and to provide for expeditious handling of proceedings (§10101(15)).

5. Purpose of Transaction:

By establishing a separate non-carrier entity to consummate the transaction described in the Related Proceeding, the Owners are able to insulate their other railroad from the financial, legal and operational risks associated with the transaction contemplated in that proceeding.

6. States Where Property Located:

The rail line AIKR will acquire is located wholly within the State of South Carolina.

7. Maps of Lines:

A map of the line to be acquired by AIKR is attached as Exhibit I. Also attached, as Exhibit I, is a map indentifying the general location of the Affiliate's line.

8. Agreement:

Owners do not intend to enter into any agreement indicating continued control of AIKR.

9. Labor protection:

No labor protection may be imposed in this case, as it involves only Class III rail carriers.

See 49 U.S.C. § 1132(c).

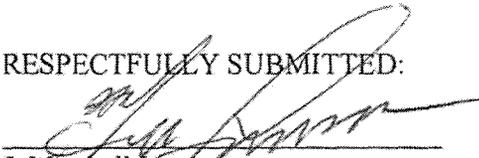
10. Environmental Issues:

This continuance in control proceeding is exempt from environmental review under 49 C.F.R. § 1105.6(c)(i), because the proposed action will not cause any operating changes that

10. Environmental Issues:

The proposed common control involves only corporate control, and will not affect the level of operations of either the line to be operated by AIKR or the line operated by Affiliate. As such, this Continuance in Control proceeding is exempt from environmental review under 49 C.F.R. § 1105.6(c)(ii). In addition, this proceeding is exempt from historic review under 49 C.F.R. § 1105.8(b)(3) because the proposed Common Control will not substantially change the level of operations over, or maintenance of, either the line to be operated by AIKR or the line operated by Affiliate. Accordingly, no historical report is required.

RESPECTFULLY SUBMITTED:



J. Marshall Lawson
Counsel for
Western Carolina Railway Service Corporation,
Steven C. Hawkins and Cheryl Hawkins
4840 Forest Drive, Suite 6B, PMB – 295
Columbia, South Carolina 29206
Tel.: (803) 790-2081
marshall.lawson@wcrscorp.com

Dated: November 2, 2012

EXHIBIT I

Maps

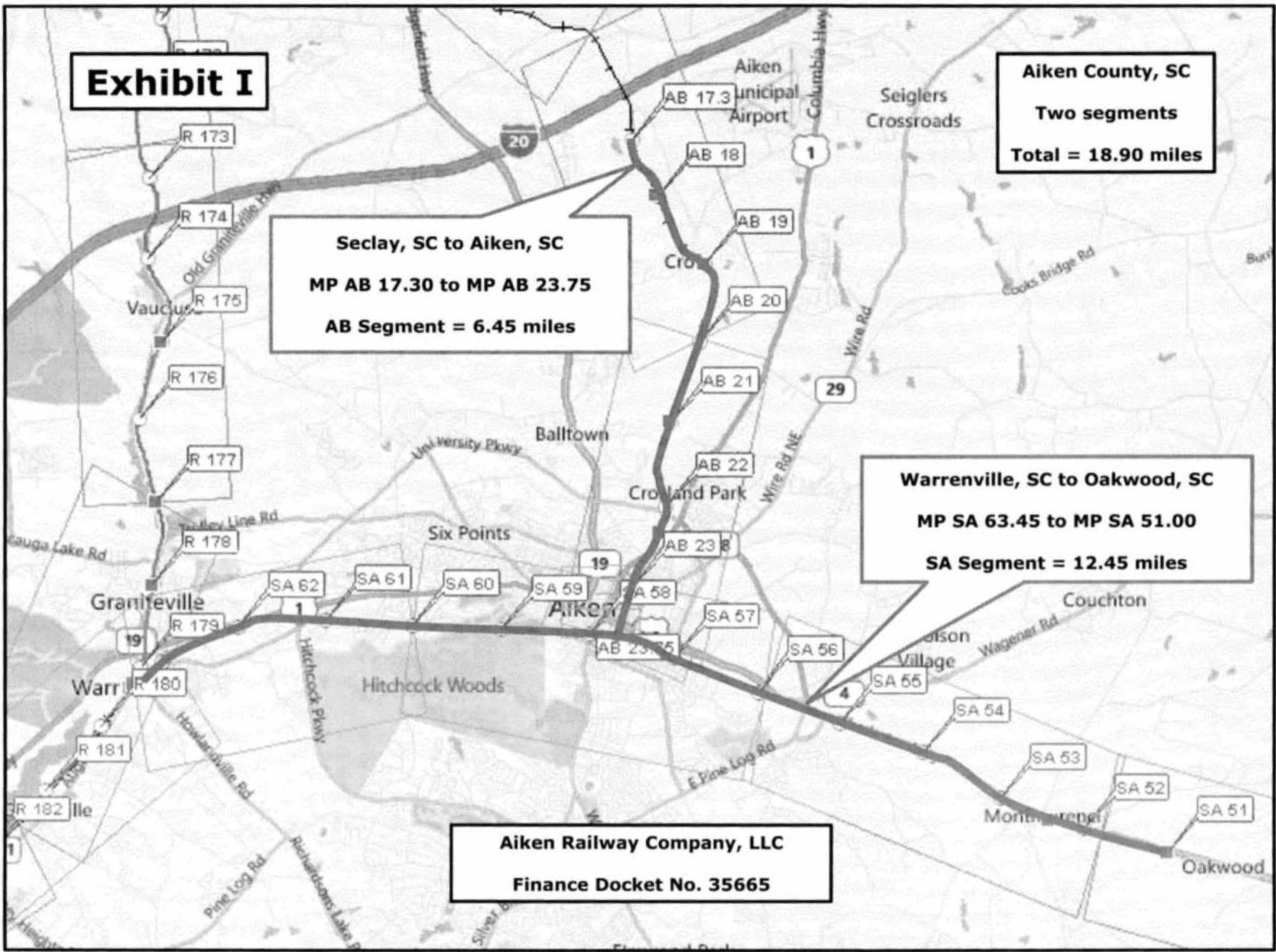
Exhibit I

Aiken County, SC
Two segments
Total = 18.90 miles

Seclay, SC to Aiken, SC
MP AB 17.30 to MP AB 23.75
AB Segment = 6.45 miles

Warrenville, SC to Oakwood, SC
MP SA 63.45 to MP SA 51.00
SA Segment = 12.45 miles

Aiken Railway Company, LLC
Finance Docket No. 35665



Greenville & Western Railway Company, LLC

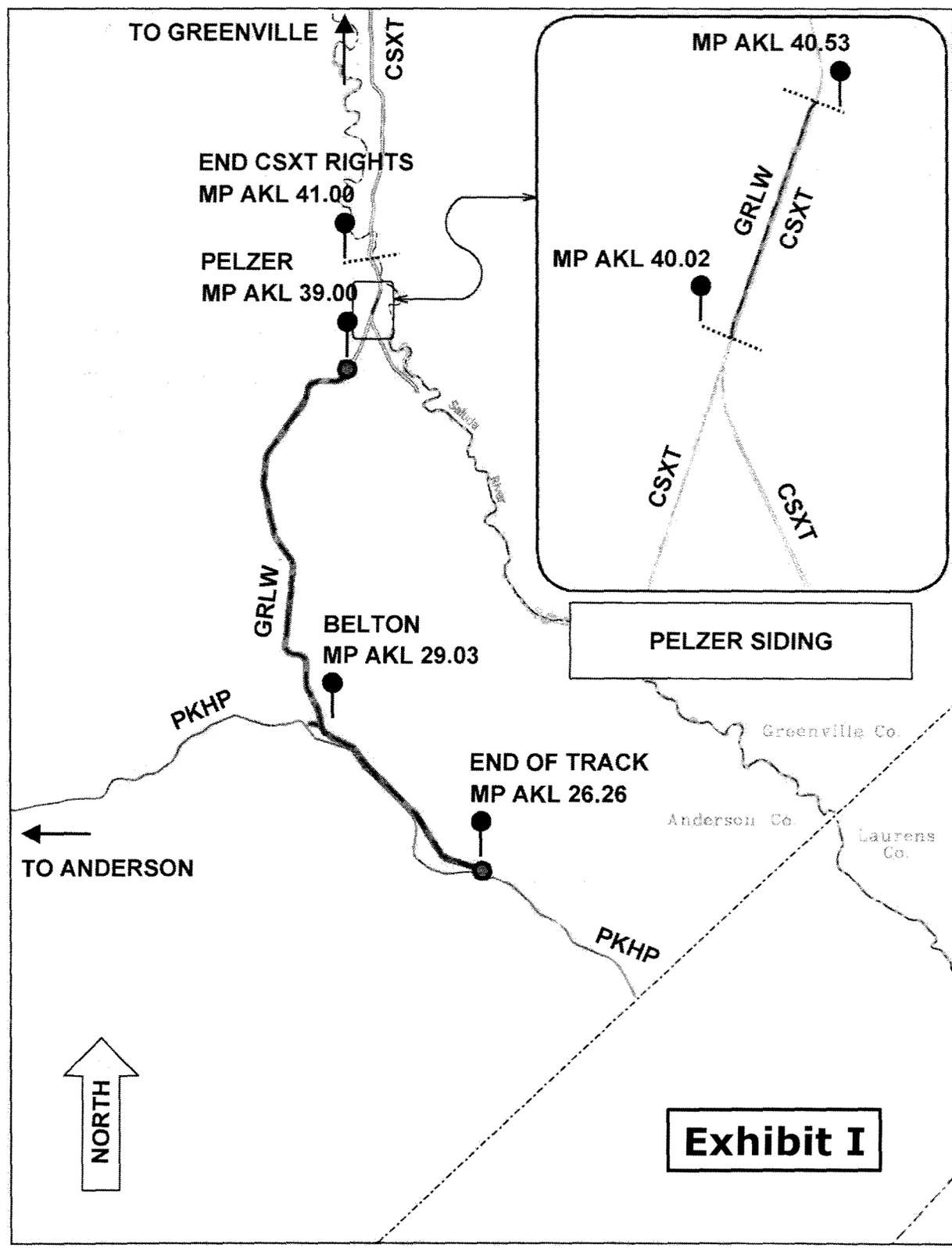


Exhibit I

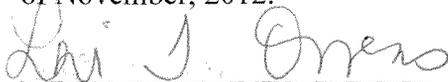
VERIFICATION

STEVEN C. HAWKINS, being duly sworn, states that he is President of Western Carolina Railway Service Corporation; is authorized to make this Verification; is familiar with the facts asserted in the foregoing Notice of Exemption; and that to the best of his knowledge, all of those facts are true and correct.



Steven C. Hawkins

SUBSCRIBED AND SWORN to
Before me this 2nd day
of November, 2012.



Notary Public

My Commission Expires: _____ August 18, 2014
My Commission Expires