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237239

ENTERED
 Office of Proceedings
 December 15, 2014
 Part of
 Public Record

December 12, 2014

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

**Re: FD 35870: Central of Georgia Railroad Company – Corporate Family Transaction
 Acquisition Exemption – Norfolk Southern Railway Company**

Dear Ms. Brown:

The above transaction was filed with the Surface Transportation Board on November 12, 2014. In that filing, Central of Georgia indicated that a draft of the quitclaim deed had not yet been prepared, but that a copy would be filed as soon as it was available. To that end, please find enclosed a copy of the draft quitclaim deed intended to be used for this transaction.

The Board published a Notice of Exemption on November 28, 2014. Pursuant to that publication, the exemption is effective today, December 12, 2014. The parties intend to consummate the proposed transaction in the coming few days.

Thank you for your assistance. If there are any questions about this matter, please contact me.

Respectfully submitted,

Garrett D. Urban



Enclosures

STATE OF GEORGIA

COUNTY OF SPALDING

THIS DEED, made this _____ day of _____, 2014, by and between NORFOLK SOUTHERN RAILWAY COMPANY (formerly The Georgia Midland Railway Company), a Virginia corporation, Grantor, party of the first part; and CENTRAL OF GEORGIA RAILROAD COMPANY, a Georgia corporation, Grantee, party of the second part;

WITNESSETH:

THAT the said Grantor, for and in consideration of the sum of ONE AND NO/100 DOLLARS (\$1.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, does hereby bargain, sell, remise, release and forever quitclaim unto said Grantee, its successors and assigns, all of the right, title and interest of the said Grantor in and to the following described property: to wit,

ALL right, title and interest of Grantor in that line of railroad being a portion of the Norfolk Southern Railway Company (former The Georgia Midland Railway Company line between McDonough – Williamson, Georgia) comprised of land and right of way for main track, branch track, sidings and other appurtenant railroad facilities lying and being in Experiment, Spalding County, Georgia and being more particularly described as follows:

Said portion of railroad **beginning** at a point on the centerline of said railroad at railroad milepost 16.91-M, more or less, located at valuation station 835+28, more or less, as shown on railroad valuation map V72\s-5b;

Thence, with said railroad in a general northeasterly direction with a strip of land 60 feet in width (50 feet on the east and 10 feet on the west of the centerline of

raid railroad)a distance of 1,370 feet, more or less, to a point of **terminus** on the centerline of said railroad at railroad milepost 16.65-M, more or less, located at railroad valuation station 821+58, more or less, as shown on railroad valuation map 72\s-5a having an area of 82,200 square feet, **1.89 acres**, more or less.

Said line of railroad being substantially as shown on railroad valuation maps 72\s-5a and s-5b attached hereto and made a part hereof.

SUBJECT to all restrictions, covenants, conditions, reservations, licenses, and easements, whether or not of record.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Grantor has caused these presents to be executed, and its corporate seal to be hereunto affixed and attested by its respective officers thereunto duly authorized, the day and year first above written.

Signed, sealed and delivered
in presence of:

NORFOLK SOUTHERN RAILWAY
COMPANY
By

Witness

Real Estate Manager

L. S. ATTEST:

Notary Public

Assistant Corporate Secretary

My commission expires:

This instrument prepared by:

Linda V. Hill
General Attorney - Real Estate
Norfolk Southern Corporation
1200 Peachtree Street
Atlanta, Georgia 30309-3579

LVH: 12/12/14
IM: 1253730v4

