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April 8, 2011

ENTERED
Office of Proceedings

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

APR - 8 2011

Part of
Public Record

RE: Finance Docket No. 35489, *Wiregrass Central Railway, LLC—Acquisition and Operation Exemption—Wiregrass Central Railroad Company, Inc.*

Dear Ms. Brown:

Enclosed for e-filing is a Verified Notice of Exemption for the Wiregrass Central Railway, LLC, a Delaware limited liability company, a noncarrier, to acquire from Wiregrass Central Railroad Co., Inc. and operate over about 21.2 miles of railroad line between Waterford, milepost 800.00, and near Newton, milepost 821.2, in Coffee and Dale Counties, AL.

If you have any questions please call or email me.

Sincerely yours,



Melanie B. Yasbin
Wiregrass Central Railway, LLC

Enclosures

FILED

APR 08 2011

**SURFACE
TRANSPORTATION BOARD**

FEE RECEIVED

APR 08 2011

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35489

WIREGRASS CENTRAL RAILWAY, LLC— ACQUISITION AND OPERATION
EXEMPTION—WIREGRASS CENTRAL RAILROAD COMPANY, INC.

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

Scott G. Williams Esq.
Senior Vice President & General Counsel
RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256
(904) 538-6329

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600 Baltimore Avenue, Suite 301
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Attorneys for Wiregrass Central Railway,
LLC

Dated: April 8, 2011

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35489

WIREFRASS CENTRAL RAILWAY, LLC— ACQUISITION AND OPERATION
EXEMPTION—WIREFRASS CENTRAL RAILROAD COMPANY, INC.

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

Wiregrass Central Railway, LLC (“WCR”), a Delaware limited liability company, 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 WCR to acquire from Wiregrass Central Railroad Co., Inc. (“WGCR”) and operate over about 21.2 miles of railroad line between Waterford, milepost 800.00, and near Newton, milepost 821.2, in Coffee and Dale Counties, AL (the “Line”). WCR is acquiring the Line from WGCR 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”).¹

In support of this Notice of Exemption, WCR submits the following information as

¹ WGCR acquired the Line in *Wiregrass Central Railroad Co., Inc.-Acquisition and Operation Exemption-Rail Lines of CSX Transportation, Inc.*, ICC Finance Docket No. 31184 (ICC served December 31, 1987) and abandoned a portion of the acquired line in *Wiregrass Central Railroad Company, Inc. -- Abandonment Exemption -- in Coffee County, AL*, ICC Docket No. AB-372X (ICC served June 1, 1992).

required by 49 C.F.R. § 1150.33:

a. Full name and address of applicant:

Wiregrass Central 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 WCR, (the "Buyers") entered an Asset Purchase Agreement dated as of April 8, 2011 (the "Agreement") with G&O, Conecuh Valley Railroad Company, Inc. ("CVRR"), Three Notch Railroad Co., Inc. ("TNRC"), and WGCR (the "Sellers"). Under the Agreement, Buyers will acquire substantially all of the assets of CVRR, TNRC, and WGCR.

d. The operator of the Line will be Wiregrass Central Railway, LLC.

e. Summary of proposed transaction:

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

Wiregrass Central Railroad Company, 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 21.2

miles between Waterford, milepost 800.00, and near Newton, milepost 821.2, in Coffee and Dale Counties, AL.

4. WCR will own and operate over 20.2 route miles as a common carrier railroad. WCR intends to continue to interchange traffic at Waterford, 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 Agreement between WCR 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 WCR 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.

Scott G. Williams Esq.
Senior Vice President & General Counsel
RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256
(904) 538-6329

Dated: April 8, 2011

Respectfully submitted,



Louis E. Gitomer, Esq.
Melanie B. Gitomer, Esq.
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600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou_Gitomer@verizon.net

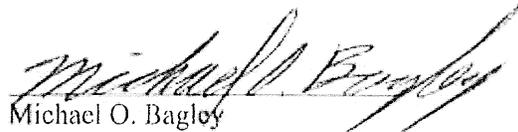
Attorneys for Wiregrass Central Railway,
LLC

EXHIBIT A

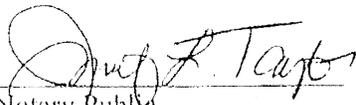
CERTIFICATION

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 Wiregrass Central 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.

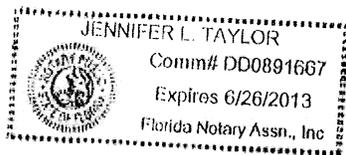

Michael O. Bagley

Subscribed and sworn to before me this 8th day of April 2011.


Notary Public

(SEAL) **JENNIFER L. TAYLOR**

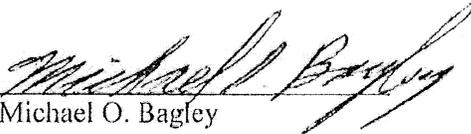
My Commission Expires: 6/26/2013



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 Wiregrass Central 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 8th day of April 2011.


Notary Public

JENNIFER L. TAYLOR

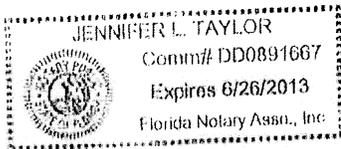


EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

Finance Docket No. 35489

WIREGRASS CENTRAL RAILWAY, LLC— ACQUISITION AND OPERATION
EXEMPTION—WIREGRASS CENTRAL RAILROAD COMPANY, INC.

Wiregrass Central Railway, LLC, a Delaware limited liability company (“WCR”) has filed a notice of exemption to acquire and operate over about 21.2 miles of railroad line from near Enterprise, AL, at approximately milepost 821.2, to near Newton, AL, at approximately milepost 800.0, in Coffee and Dale Counties, AL (the “Line”).

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

WCR 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 Wiregrass Central 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).

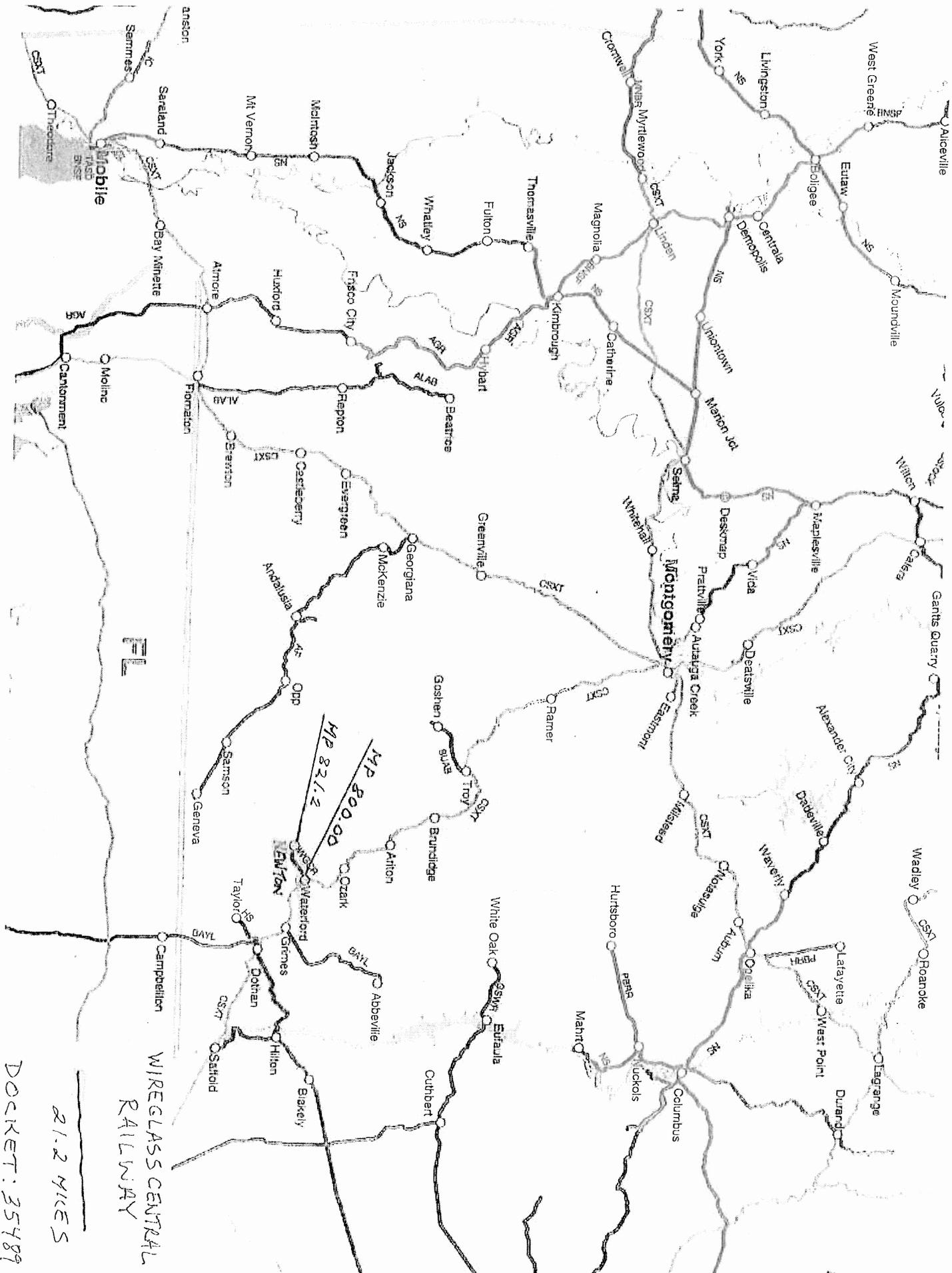
An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35489, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Louis E. Gitomer, Esq., Law Offices of Louis E. Gitomer LLC, 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



WIREGLASS CENTRAL
RAILWAY

21.2 MILES

DOCKET: 35489