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ORIGINAL



May 13, 2009

VIA HAND DELIVERY - RETURN COPY

Hon. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423

ENTERED  
Office of Proceedings  
MAY 13 2009  
Part of  
Public Record

Dear Secretary Quinlan:

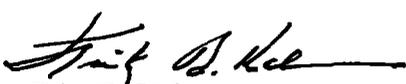
Enclosed for filing in STB Finance Docket No. 35248, Natchez Railway, LLC--  
Acquisition and Operation Exemption--Illinois Central Railroad Company are the  
original and ten copies of the Notice of Exemption of Natchez Railway, LLC..

This firm's check for \$1,800 in payment of the filing fee is attached.

Additional copies of this letter and of the Notice are enclosed for you to stamp to  
acknowledge your receipt of them.

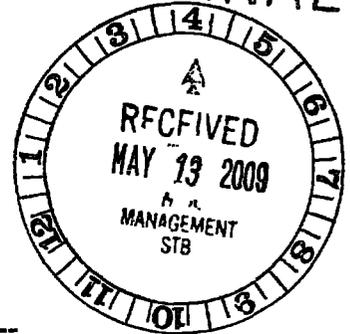
If you have any question concerning this filing or if I otherwise can be of  
assistance, please let me know.

Sincerely yours,

  
Fritz R. Kahn

SURFACE TRANSPORTATION BOARD  
WASHINGTON, DC

ORIGINAL



STB Finance Docket No. 35248

NATCHEZ RAILWAY, LLC  
--ACQUISITION AND OPERATION EXEMPTION--  
ILLINOIS CENTRAL RAILROAD COMPANY

**FEE RECEIVED**

MAY 13 2009

SURFACE  
TRANSPORTATION BOARD

NOTICE OF EXEMPTION

**FILED**

MAY 13 2009

SURFACE  
TRANSPORTATION BOARD

Fritz R. Kahn  
Fritz R. Kahn, P.C.  
1920 N Street, NW (8th fl.)  
Washington, DC 20036  
Tel.: (202) 263-4152

Attorney for

NATCHEZ RAILWAY, LLC

Dated: May 13, 2009

ENTERED  
Office of Proceedings

MAY 13 2009

Part of  
Public Record

SURFACE TRANSPORTATION BOARD  
WASHINGTON, DC



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STB Finance Docket No. 35248

NATCHEZ RAILWAY, LLC -  
--ACQUISITION AND OPERATION EXEMPTION--  
ILLINOIS CENTRAL RAILROAD COMPANY

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NOTICE OF EXEMPTION

Natchez Railway, LLC ("Natchez"), a non-carrier, pursuant to 49 C.F.R. §1150.31, respectfully requests the Board's authorization to acquire and operate a line of railroad of the Illinois Central Railroad Company ("ICR"), and in support thereof provides the following information:

(a) Full name and address of the applicant

Natchez Railway, LLC  
2200 E. Camelback Rd. (Ste. 101)  
Phoenix, AZ 85016

(b) Name, address and telephone number of applicant's representative

Fritz R. Kahn  
Fritz R. Kahn, P.C.  
1920 N Street, NW (8th fl.)  
Washington, DC 20036  
Tel.: (202) 263-4152

(c) Agreement

An Asset Purchase Agreement has been reached between Natchez and ICR.

**(d) Operator of property**

Natchez will be the operator of the acquired railroad line.

**(e) Summary of the proposed transaction.**

**(1) The name and address of the transferring railroad**

Illinois Central Railroad Company  
17641 South Ashland Avenue  
Homewood, IL 60430

**(2) Consummation date**

The proposed transaction is expected to be consummated on or after 30 days from the date of the filing of this Notice of Exemption.

**(3) Milepost designations**

The line which Natchez seeks to acquire from ICR extends between Milepost 86.0 near Brookhaven, MS, and Milepost 148.34 in Natchez, MS, including the International Paper Spur in Natchez.

**(4) Total route miles being acquired**

The line being acquired (including the International Paper Spur) is approximately 65.6 route miles long.

**(f) Maps**

Maps showing the line to be acquired, its origin, termini, stations, cities, counties and states are attached as Exhibit A.

**(g) Revenue certifications**

Natchez certifies that as a result of the proposed transaction it will be neither a Class II nor Class I railroad but will be a Class III railroad. Natchez further

certifies that the projected annual revenue of Natchez upon its becoming a Class III railroad under this exemption will not exceed \$5 million.

**(h) Environmental and historic impacts**

Natchez does not anticipate that there will be significant changes in operations on the acquired line of railroad. No environmental documentation is required, because the thresholds of 49 C.F.R. 1105.7(e) (4) or (5) will not be exceeded. Under 49 C.F.R. 1105.8(b)(1), Natchez's proposed acquisition of the line is exempt from historic preservation reporting requirements. Natchez will not dismantle or disturb any structure over 50 years old, and will not do so without complying with section 106 of the National Historic Preservation Act, 16 U.S.C. §470.

**(i) Employee protection**

No labor protection may be imposed on the proposed transaction. See 49 U.S.C. 19801(c).

**(j) Related transaction**

Contemporaneously with the filing of this Notice of Exemption, there will be filed with the Board the Notice of Exemption in STB Finance Docket No. 35249, Kern W. Schumacher--Continuance in Control Exemption--Grenada Railway, LLC and Natchez Railway, LLC.

**(k) Federal Register notice**

A draft Federal Register notice is attached as Exhibit B.

**(l) Miscellaneous**

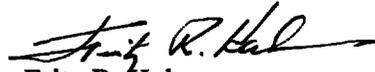
The agreement between Natchez and ICR neither prohibits nor penalizes Natchez for interchanging traffic with a third-party railroad.

No solid waste transfer station is on the line being acquired by Natchez.

Respectfully submitted,

NATCHEZ RAILWAY, LLC

By its attorney,

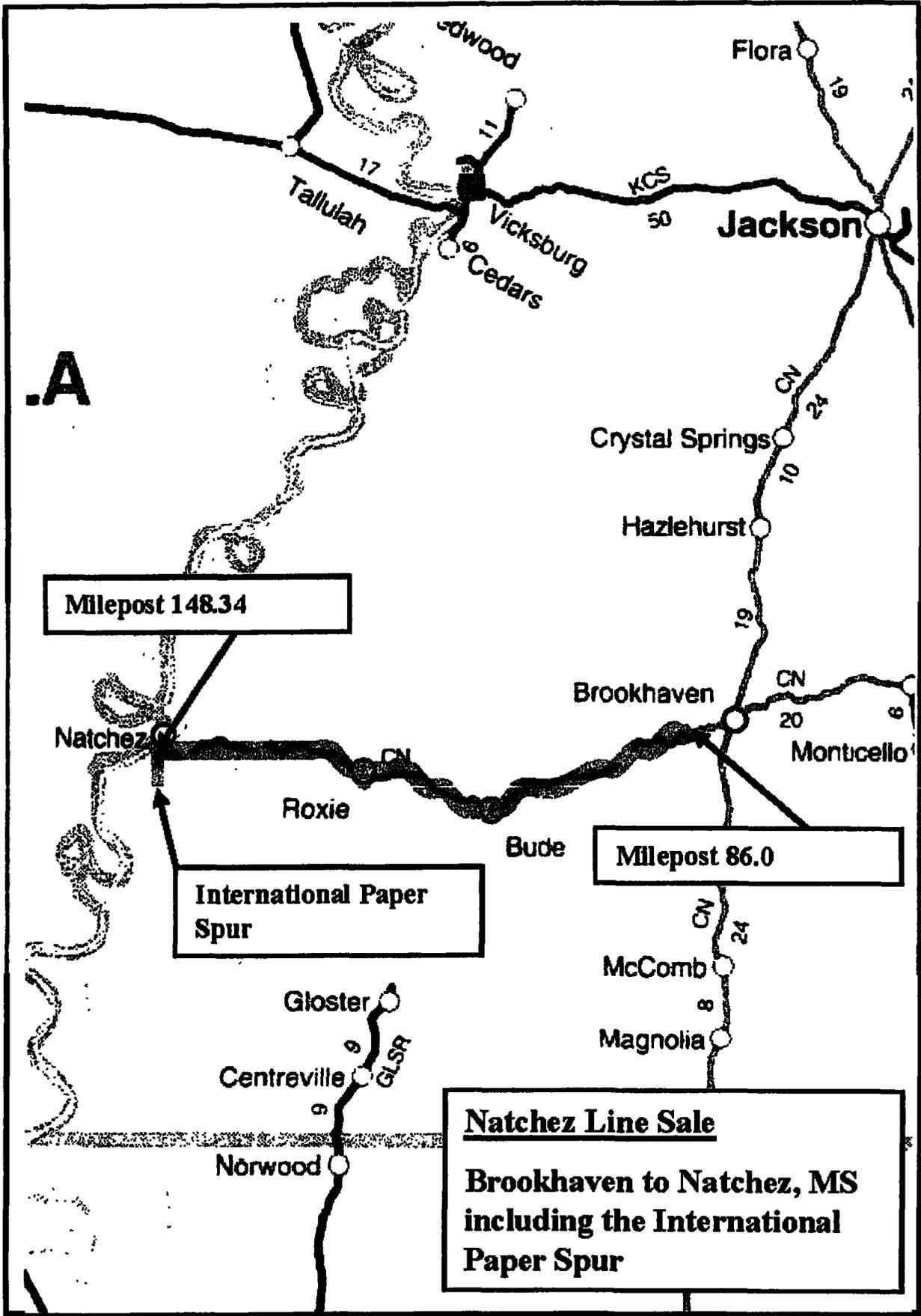


Fritz R. Kahn  
Fritz R. Kahn, P.C.  
1920 N Street, NW (8th fl.)  
Washington, DC 20036  
Tel.: (202) 263-4152

Dated: May 13, 2009

# Map

# Exhibit A



ARK 286  
LA 282

273

MISSISSIPPI RIVER

274

275

277  
276

MP FERRY TO VIDALIA, LA

282  
279 LA

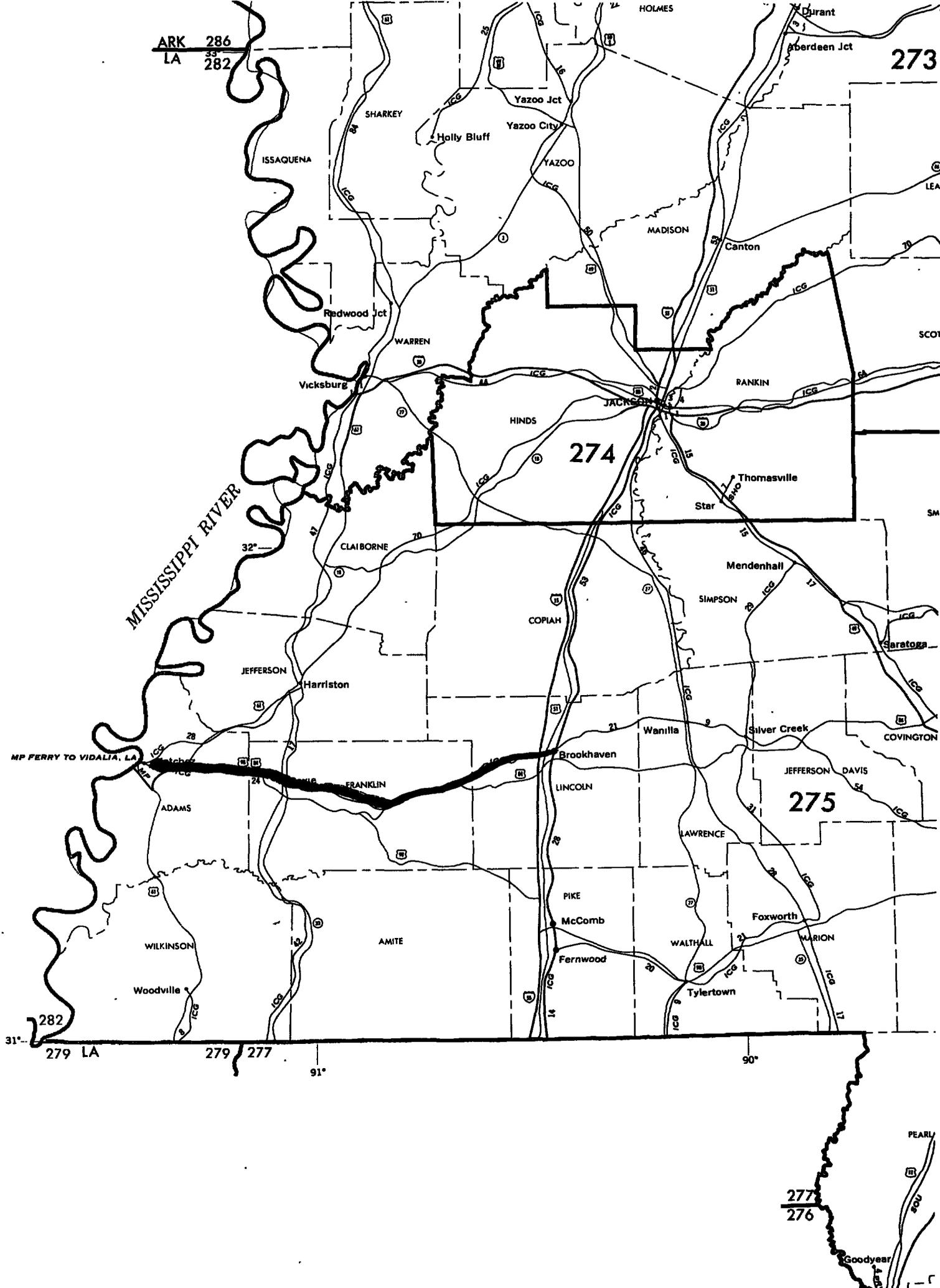
279 277

91°

90°

PEARL

Goodyear



**EXHIBIT B**

**SURFACE TRANSPORTATION BOARD**

**NOTICE OF EXEMPTION**

**STB Finance Docket No. 35248**

**NATCHEZ RAILWAY, LLC  
--ACQUISITION AND OPERATION EXEMPTION--  
ILLINOIS CENTRAL RAILROAD COMPANY**

Natchez Railway, LLC, a non-carrier, has filed a notice of exemption to acquire from Illinois Central Railroad Company a line of railroad extending between Milepost 86.0 near Brookhaven, MS, and Milepost 148.34 in Natchez, MS, including the International Paper Spur in Natchez.

Comments must be filed with the Board and served on Fritz R. Kahn, Fritz R. Kahn, P.C., 1920 N Street, NW (8th fl.), Washington, DC 20036 Tel.: (202) 263-4152.

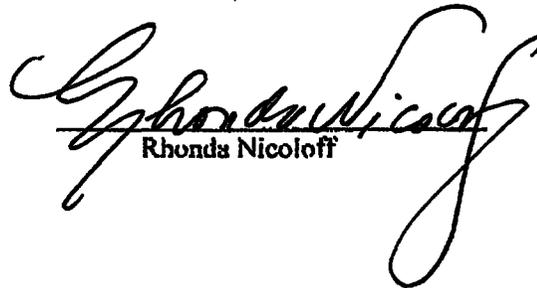
This transaction is related to STB Finance Docket No. 35249, Kern W. Schumacher--Continuance in Control Exemption--Grenada Railway, LLC and Natchez Railway, LLC, wherein Mr. Schumacher contemporaneously has filed a notice of exemption to continue in control of Natchez Railway, LLC upon its becoming a Class III rail carrier.

This notice is filed pursuant to 49 C.F.R. §1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

I, Rhonda Nicoloff, President of Natchez Railway, LLC, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Notice of Exemption and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Natchez Railway, LLC. I know that willful misstatements or omission of material fact constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Salt Lake City, UT, this 11<sup>th</sup> day of May 2009.

  
Rhonda Nicoloff