

**LAW OFFICES OF  
LOUIS E. GITOMER**

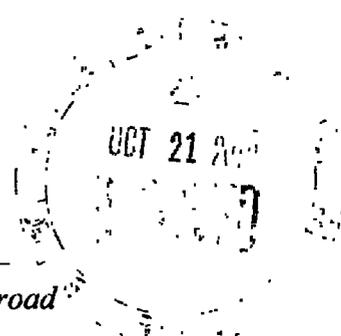
LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

October 21, 2010

228029

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



RE: Finance Docket No. 35429, *Mississippi & Skuna Valley Railroad, LLC—  
Acquisition and Operation Exemption— Mississippi & Skuna Valley Railroad  
Company*

Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of a Verified Notice of Exemption under 49 C.F.R. 1150.31, a check covering the \$1,800.00 filing fee, and a CD with the WORD and pdf file Notice of Exemption.

Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger. Thank you for your assistance.

If you have any questions, please call or email me.

Sincerely yours

Louis E. Gitomer  
Attorney for: Mississippi & Skuna Valley  
Railroad, LLC

Enclosures

**FEE RECEIVED**  
OCT 21 2010  
SURFACE  
TRANSPORTATION BOARD

ENTERED  
Office of Proceedings  
OCT 21 2010  
Part of  
Public Record

**FILED**  
OCT 21 2010  
SURFACE  
TRANSPORTATION BOARD

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 35429

MISSISSIPPI & SKUNA VALLEY RAILROAD, LLC —ACQUISITION AND OPERATION  
EXEMPTION—MISSISSIPPI & SKUNA VALLEY RAILROAD COMPANY

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

ENTERED  
Office of Proceedings

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Part of  
Public Record

**FILED**

OCT 21 2010

**SURFACE  
TRANSPORTATION BOARD**

Louis E. Gitomer, Esq.  
Law Offices of Louis E. Gitomer LLC  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
(410) 296-2250

Attorney for MISSISSIPPI & SKUNA  
VALLEY RAILROAD, LLC

Dated: October 21, 2010

**FEE RECEIVED**

OCT 21 2010

**SURFACE  
TRANSPORTATION BOARD**

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 35429

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MISSISSIPPI & SKUNA VALLEY RAILROAD, LLC —ACQUISITION AND OPERATION  
EXEMPTION— MISSISSIPPI & SKUNA VALLEY RAILROAD COMPANY

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

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Mississippi & Skuna Valley Railroad, LLC, a Delaware limited liability company (“MSV”), 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 MSV to acquire and operate over about 21 miles of railroad line between Bruce Junction, milepost 21.0 and Bruce, milepost 0.0, all in Yalobusha and Calhoun Counties, MS (the “Line”). MSV is acquiring the Line from the Mississippi & Skuna Valley Railroad Company, a Mississippi corporation (“Old MSV”) as part of the transaction whereby newly created non-carrier subsidiaries of Tennessee Southern Railroad Company (“TSRR”) are acquiring the railroad assets of certain subsidiaries of the Weyerhaeuser NR Company.

In support of this Notice of Exemption, MSV submits the following information as required by 49 C.F.R. § 1150.33:

a. Full name and address of applicant:

Mississippi & Skuna Valley Railroad, LLC  
One Boca Place  
2255 Glades Road, Suite 342W  
Boca Raton, FL 33431  
(561) 443-5300

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. Patriot Rail LLC or its subsidiaries, assigns or affiliates, which includes MSV, (the "Buyers") entered an Asset Purchase Agreement dated as of July 21, 2010 (the "Agreement") with Weyerhaeuser NR Company ("Weyerhaeuser"), Columbia & Cowlitz Railway Company ("CLC"), DeQueen and Eastern Railroad Company ("DQE"), Golden Triangle Railroad Company ("GTRA"), Mississippi & Skuna Valley Railroad Company ("Old MSV"), and Texas, Oklahoma & Eastern Railroad Company ("TOE") (the "Sellers"). Under the Agreement, Buyers will acquire substantially all of the assets of CLC, DQE, GTRA, Old MSV, and TOE, and the railroad assets of the Weyerhaeuser Woods Railroad, a non-carrier operating division of Weyerhaeuser.

d. The operator of the Line will be MSV.

e. Summary of proposed transaction:

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

Mississippi & Skuna Valley Railroad Company  
P.O. Box 2210  
Columbus, MS 39703

2. The proposed time schedule for the consummation of the transaction is on or after December 21, 2010.

3. The mileposts of the subject property, including any branch lines. Between Bruce Junction, milepost 21.0 and Bruce, milepost 0.0, all in Yalobusha and Calhoun Counties, MS.

4. MSV will own and operate over 21.0 route miles as a common carrier railroad.

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.

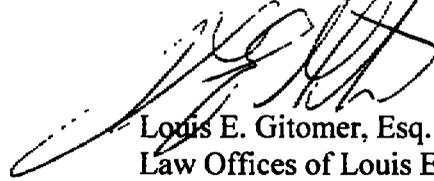
i. A caption summary, as required by 49 C.F.R. §1150.34, is attached as Exhibit B.

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 MSV 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.

Respectfully submitted,



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

Attorney for MISSISSIPPI & SKUNA  
VALLEY RAILROAD, LLC

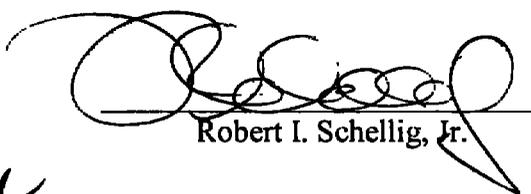
Dated: October 21, 2010

# **EXHIBIT A**

**CERTIFICATION**

State of Florida                    )  
  ) ss:  
County of Palm Beach            )

I, Robert I. Schellig, Jr., being duly sworn, deposes and says that I am Vice-President Law of the Mississippi & Skuna Valley Railroad, LLC, 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.

  
Robert I. Schellig, Jr.

Subscribed and sworn to before me this 20<sup>th</sup> day of October 2010.

  
Notary Public

(SEAL)

My Commission Expires: Nov. 29, 2011



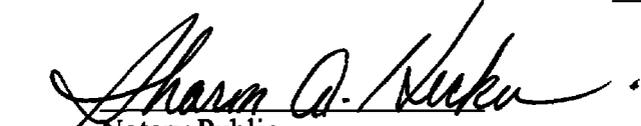
VERIFICATION

State of Florida                    )  
  ) ss  
County of Palm Beach            )

I, Robert I. Schellig, Jr., being duly sworn, deposes and says that I am Vice-President Law of the Mississippi & Skuna Valley Railroad, LLC, 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.

  
Robert I. Schellig, Jr.

Subscribed and sworn to before me this 20<sup>th</sup> day of October 2010.

  
Notary Public



# **EXHIBIT B – CAPTION SUMMARY**

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 35429

MISSISSIPPI & SKUNA VALLEY RAILROAD, LLC—ACQUISITION AND OPERATION  
EXEMPTION— MISSISSIPPI & SKUNA VALLEY RAILROAD COMPANY

Mississippi & Skuna Valley Railroad, LLC, a Delaware limited liability company (“MSV”) has filed a notice of exemption to acquire and operate over about 21.0 miles of track between Bruce Junction, milepost 21.0 and Bruce, milepost 0.0, all in Yalobusha and Calhoun Counties, MS (the “Line”) from the Mississippi & Skuna Valley Railroad Company, a Mississippi corporation.

The transaction is scheduled to take place on or after December 21, 2010.

MSV 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 Patriot Rail, LLC, and its subsidiaries Patriot Rail Holdings LLC, Patriot Rail Corp., and Tennessee Southern Railroad Company, to continue in control of Mississippi & Skuna Valley Railroad, LLC, was concurrently filed in Finance Docket No. 35425, *Tennessee Southern Railroad Company, Patriot Rail, LLC, Patriot Rail Holdings LLC, and Patriot Rail Corp.—Continuance in Control Exemption— Columbia & Cowlitz Railway, LLC, DeQueen and Eastern Railroad, LLC, Golden Triangle Railroad, LLC, Mississippi & Skuna Valley Railroad, LLC, Patriot Woods Railroad, LLC, and Texas, Oklahoma & Eastern Railroad, 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 \_\_\_\_\_ (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35429 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](http://WWW.STB.DOT.GOV)."

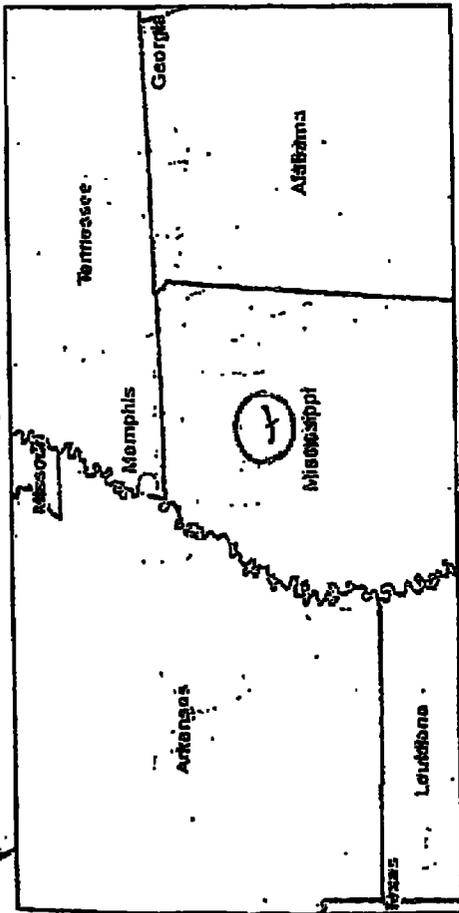
Decided: \_\_\_\_\_, 2010.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

# **EXHIBIT C-MAP**

**Class I Railroads**  

  
**WY Railroad**  

Bruce MS  
 MP 0.0

MSV Railroad

Bruce Lumber Mill

Bruce Jct.  
 MP 21.0

WY