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October 21, 2010

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

Office of the
Public Hearing
OCT 21 2010

228031

OCT 21 2010

RE: Finance Docket No. 35431, *Patriot Woods Railroad, LLC—Acquisition and Operation Exemption—Weyerhaeuser NR Company, Weyerhaeuser Woods Railroad Operating Division*

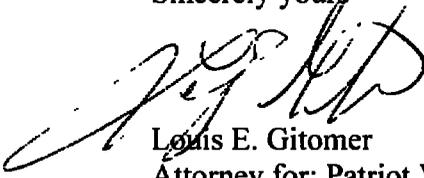
Dear Ms. Brown:

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: Patriot Woods Railroad, LLC

FILED
OCT 21 2010
SURFACE
TRANSPORTATION BOARD

Enclosures

FEE RECEIVED
OCT 21 2010
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35431

PATRIOT WOODS RAILROAD, LLC—ACQUISITION AND OPERATION EXEMPTION—
WEYERHAEUSER NR COMPANY, WEYERHAEUSER WOODS RAILROAD OPERATING
DIVISION

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

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Public Records
OCT 21 2010

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

Attorney for PATRIOT WOODS
RAILROAD, LLC

Dated: October 21, 2010

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35431

PATRIOT WOODS RAILROAD, LLC—ACQUISITION AND OPERATION EXEMPTION—
WEYERHAEUSER NR COMPANY, WEYERHAEUSER WOODS RAILROAD OPERATING
DIVISION

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

Patriot Woods Railroad, LLC, a Delaware limited liability company (“PAW”), 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 PAW to acquire and operate over about 21.5 miles of spur railroad line between the connection with the Columbia & Cowlitz Railway Company at Ostrander Junction, milepost 8.5 and Green Mountain, milepost 30.0, including auxiliary and temporary storage tracks, all in Cowlitz County, WA (the “Line”). PAW is acquiring the Line from Weyerhaeuser NR Company, Weyerhaeuser Woods Railroad Operating Division, a Washington corporation (“Woods RR”) as part of the transaction whereby newly created non-carrier direct subsidiaries of Tennessee Southern Railroad Company (TSRR”) are acquiring the railroad assets of certain subsidiaries of the Weyerhaeuser NR Company.

Woods RR has been used as a spur line only to serve the facilities of Weyerhaeuser NR Company, not as a common carrier railroad. PAW will hold itself out to perform common carrier service for any shipper and intends to operate the line for the purpose of becoming a rail carrier. See *Effingham Railroad Company -- Petition for Declaratory Order -- Construction at*

Effingham, IL, STB Docket No. 41986 (STB served Sept. 12, 1997), *reconsideration denied* (STB served Sept. 18, 1998), *aff'd sub nom. United Transp. Union v. STB*, 183 F.3d 606 (7th Cir. 1999); *GWI Switching Services, L.P.--Operation Exemption—Lines of Southern Pacific Transportation Company*, STB Finance Docket No. 32481 (STB served August 7, 2001) at 5.

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

a. Full name and address of applicant:

Patriot Woods 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 PAW, (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 ("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, MSV, and TOE, and the railroad assets of Woods RR, a non-carrier operating division of Weyerhaeuser.

d. The operator of the Line will be PAW.

e. Summary of proposed transaction:

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

Weyerhaeuser NR Company, Weyerhaeuser Woods Railroad Operating Division
33663 Weyerhaeuser Way S
Federal Way, WA 98003

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 Ostrander Junction, milepost 8.5 and Green Mountain, milepost 30.0, all in Cowlitz County, WA.

4. PAW will operate over 21.5 route miles as a common carrier railroad. PAW intends to interchange traffic with the CLC at Ostrander Junction, WA.

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 Agreements between PAW and CLC.

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 PAW 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 PATRIOT WOODS
RAILROAD, LLC

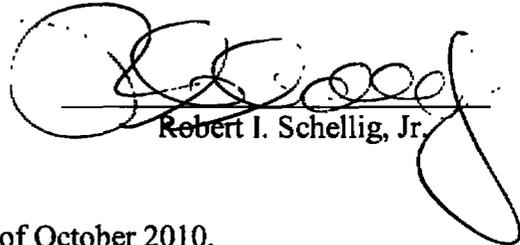
Dated: October 21, 2010

EXHIBIT A

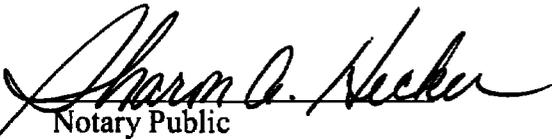
CERTIFICATION

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 Patriot Woods 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.

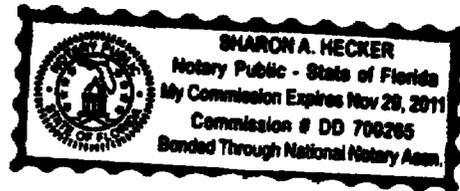

Robert I. Schellig, Jr.

Subscribed and sworn to before me this 20th day of October 2010.


Notary Public

(SEAL)

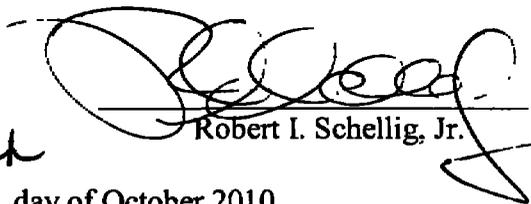
My Commission Expires: Nov. 29, 2011



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 Patriot Woods 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 20th day of October 2010.

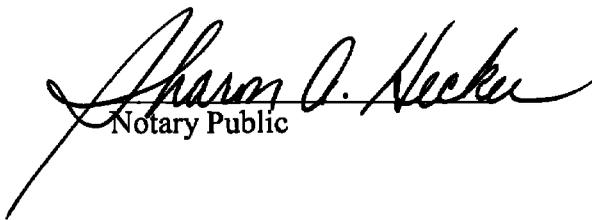

Notary Public



EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 35431

PATRIOT WOODS RAILROAD, LLC—ACQUISITION AND OPERATION EXEMPTION—
PATRIOT WOODS RAILROAD COMPANY

Patriot Woods Railroad, LLC, a Delaware limited liability company (“PAW”) has filed a notice of exemption to acquire and operate over about 21.5 miles of track between Ostrander Junction, milepost 8.5 and Green Mountain, milepost 30.0, all in Cowlitz County, WA (the “Line”) from the Weyerhaeuser NR Company, Weyerhaeuser Woods Railroad Operating Division, a Washington corporation.

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

PAW 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 notice of exemption for Rail, LLC, and its subsidiaries Patriot Rail Holdings LLC, Patriot Rail Corp., and Tennessee Southern Railroad Company, to continue in control of PAW, 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 _____, 2010 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35431, 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: ____ __, 2010.

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

EXHIBIT C-MAP

