

**LAW OFFICES OF
LOUIS E. GITOMER**

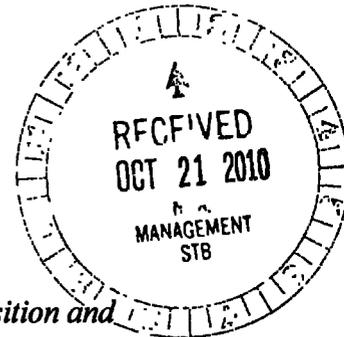
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LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

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

October 21, 2010

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. 35426, *Columbia & Cowlitz Railway, LLC—Acquisition and Operation Exemption—Columbia & Cowlitz Railway Company*

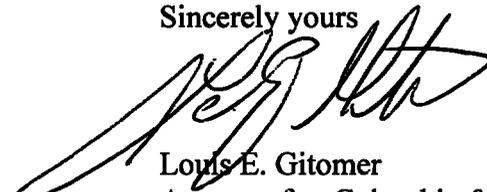
Dear Ms. Brown:

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.

FILED
OCT 21 2010
SURFACE
TRANSPORTATION BOARD

Sincerely yours

Louis E. Gitomer
Attorney for: Columbia & Cowlitz Railway, LLC

Enclosures

FEE RECEIVED
OCT 21 2010
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ENTERED
Office of Proceedings
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Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35426

COLUMBIA & COWLITZ RAILWAY, LLC—ACQUISITION AND OPERATION
EXEMPTION— COLUMBIA & COWLITZ RAILWAY COMPANY

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

FILED

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**SURFACE
TRANSPORTATION BOARD**

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Public Record

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

Attorney for COLUMBIA & COWLITZ
RAILWAY, LLC

Dated: October 21, 2010

FEE RECEIVED

OCT 21 2010

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35426

COLUMBIA & COWLITZ RAILWAY, LLC—ACQUISITION AND OPERATION
EXEMPTION—COLUMBIA & COWLITZ RAILWAY COMPANY

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

Columbia & Cowlitz Railway, LLC, a Delaware limited liability company (“CLC”), 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 CLC to acquire and operate over about 8.5 miles of railroad line between Longview, milepost 0.0, and Ostrander Junction, milepost 8.5, including auxiliary and spur tracks, all in Cowlitz County, WA (the “Line”). CLC is acquiring the Line from the Columbia & Cowlitz Railway Company, a Washington corporation (“Old CLC”) 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, CLC submits the following information as required by 49 C.F.R. § 1150.33:

a. Full name and address of applicant:

Columbia & Cowlitz Railway, 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 CLC, (the "Buyers") entered an Asset Purchase Agreement dated as of July 21, 2010 (the "Agreement") with Weyerhaeuser NR Company ("Weyerhaeuser"), Columbia & Cowlitz Railway Company ("Old 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 Old CLC, DQE, GTRA, 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 CLC.

e. Summary of proposed transaction:

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

Columbia & Cowlitz Railway, LLC
P.O. Box 209
Longview, WA 98632

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 Longview, milepost 0.0, and Ostrander Junction, milepost 8.5, including auxiliary and spur tracks, all in Cowlitz County, WA.

4. CLC will operate over 8.5 route miles as a common carrier railroad. CLC intends to interchange traffic at Rocky Point, WA with BNSF Railway Company (“BNSF”) and Union Pacific Railroad Company (“UP”), and at Ostrander Junction with its affiliate, the Patriot Woods Railroad, LLC (“PWRR”).

f. A color map of the Line is attached as Exhibit D.

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 CLC and BNSF, UP, and PWRR.

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).

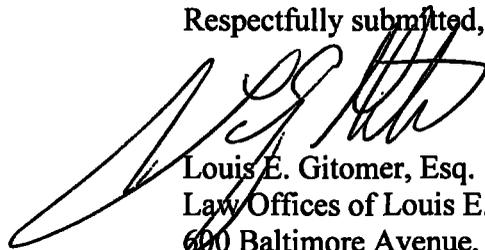
k. An historic report is not required because CLC will own and operate the Line, will require

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).

1. The Certification to the Board and the Notice posted and served on the national offices of all labor unions with employees on the affected line is attached as Exhibit C.

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 COLUMBIA & COWLITZ
RAILWAY, LLC

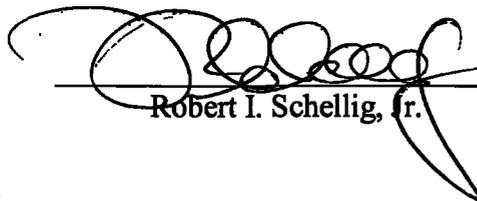
Dated: October 21, 2010

EXHIBIT A

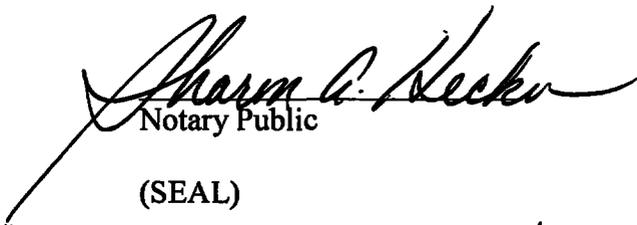
CERTIFICATION

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 Columbia & Cowlitz Railway, 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).


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 Columbia & Cowlitz Railway, 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

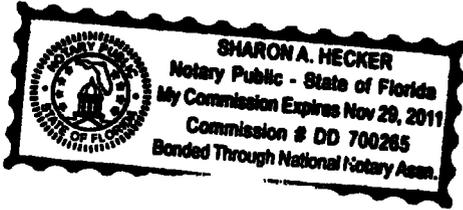


EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 35426

COLUMBIA & COWLITZ RAILWAY, LLC—ACQUISITION AND OPERATION
EXEMPTION—COLUMBIA & COWLITZ RAILWAY COMPANY

Columbia & Cowlitz Railway, LLC, a Delaware corporation (“CLC”) has filed a notice of exemption to acquire and operate over about 8.5 miles of track between Longview, milepost 0.0, and Ostrander Junction, milepost 8.5, all in Cowlitz County, WA (the “Line”) from the Columbia & Cowlitz Railway Company, a Washington corporation.

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

CLC 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 Columbia & Cowlitz Railway, 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 _____, 2010 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35426, 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-LABOR CERTIFICATION AND NOTICE

**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 20, 2010

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

RE: Finance Docket No. 35426, *Columbia & Cowlitz Railway, LLC—Acquisition and Operation Exemption—Columbia & Cowlitz Railway Company*

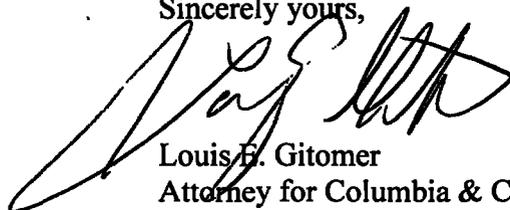
Dear Ms. Brown:

Columbia & Cowlitz Railway, LLC (“CLC”) has agreed to acquire from Columbia & Cowlitz Railway Company the 8.5-mile rail line between Longview, milepost 0.0, and Ostrander Junction, milepost 8.5, including auxiliary and spur tracks, all in Cowlitz County, WA (the “Line”).

On behalf of CLC, I hereby certify that (1) on October 20, 2010, the attached Notice was posted at the workplace of the employees on the Line; and (2) on October 20, 2010, CLC served the letter in Attachment 1 on the national offices of all labor unions with employees on the Line identified in Attachment 2.

CLC is e-filing this certification. Thank you for your assistance. If you have any questions, please call or email me.

Sincerely yours,



Louis E. Gitomer
Attorney for Columbia & Cowlitz Railway,
LLC

Enclosures

ATTACHMENT 1 – NOTICE TO EMPLOYEES

October 20, 2010

**COLUMBIA & COWLITZ RAILWAY, LLC
and PATRIOT WOODS RAILROAD, LLC**

**NOTICE TO COLUMBIA & COWLITZ RAILWAY COMPANY and
WEYERHAEUSER WOODS PRIVATE RAILROAD EMPLOYEES OF ACQUISITION**

The following "Notice to Employees" is required by the Surface Transportation Board.

Pursuant to Surface Transportation Board regulations at 49 C.F.R. §§ 1150.32(e), the Columbia & Cowlitz Railway, LLC ("CLC") and Patriot Woods Railroad, LLC ("PWDR"), hereby provides notice to the employees of the Columbia & Cowlitz Railway Company ("CLCW") and Weyerhaeuser Woods Private Railroad ("Woods-W") that CLC intends to acquire and operate approximately 8.5 miles of CLCW's line of railroad between Longview, milepost 0.0, and Ostrander Junction, milepost 8.5, including auxiliary and spur tracks, and PWDR intends to acquire and operate approximately 21.5 miles of Woods-W's line of railroad between Ostrander Junction, milepost 8.5, and Green Mountain, milepost 30.0, including auxiliary and spur tracks, all in Cowlitz County, WA (the "Line") effective on or about December 21, 2010.

As a result of the acquisition, CLC and PWDR expect to jointly hire approximately:

- 3 Management personnel
- 22 Locomotive Mechanics / Car Builders / Train & Engine personnel

CLC and PWDR shall offer employment to substantially all of the employees listed above at salary or wage levels that are comparable to those paid by CLCW and Woods-W. Employees will be provided benefits comparable to those at other Patriot Rail Corp. railroads. Employment will be available without regard to race, creed, color, religion, national origin, sex, age, marital status or disability. Employees may be required to pass a pre-employment drug and alcohol screen, background check and complete a medical questionnaire, and may be required to take a physical exam.

CLCW and Woods-W employees interested in continued employment with CLC and PWDR should contact J.D. Ventreck at 501-276-8120.

ATTACHMENT 2 – LABOR UNIONS SERVED

**United Transportation Union
24950 Country Club Blvd., Ste. 340
North Olmsted, OH 44070-5333**

EXHIBIT D-MAP

