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CERTIFICATE OF SERVICE

I, John D. Heffner, hereby certify that a copy of FD. No. 35436, Duncan Smith and Gerald Altizer – Continuance-in-Control – Eighteen Thirty Group, LLC and Georges Creek Railway, LLC; Finance Docket No. 35437, Georges Creek Railway, LLC – Operation Exemption-Line of Railroad in Allegany Count, MD; Finance Docket No. 35438, Eighteen Thirty Group, LLC – Acquisition Exemption-Line of Railroad in Allegany County, MD; Docket No. AB-55 (Sub-No. 659X), CSX Transportation, Inc.- Abandonment Exemption-In Allegany County, MD, Petition For Exemption From 49 U.S.C. 1904(f)(4)(A), dated October 19, 2010, were sent by first-class United States mail, to:

ORIGINAL

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James Riffin  
1941 Greenspring Drive  
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John D. Heffner

Dated: October 19, 2010

228012

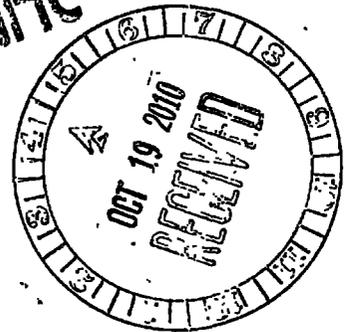
**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**STB FINANCE DOCKET NO. 35436**

**DUNCAN SMITH AND GERALD ALTIZER  
CONTINUANCE-IN-CONTROL  
EIGHTEEN THIRTY GROUP, LLC  
AND GEORGES CREEK RAILWAY, LLC**

**VERIFIED NOTICE OF EXEMPTION  
UNDER 49 CFR §1180.2(d) (2)**

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Submitted By:

John D. Heffner  
John D. Heffner, PLLC  
1750 K Street, N.W.  
Suite 200  
Washington, D.C. 20006  
(202) 296-3333

Counsel for Petitioner

**FEE RECEIVED**

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Public Record

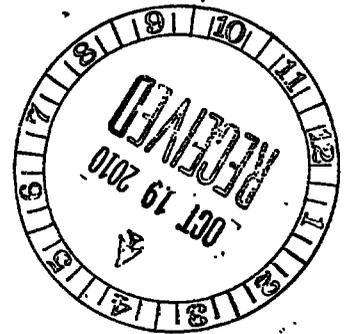
**FILED**  
OCT 19 2010  
SURFACE  
TRANSPORTATION BOARD

Dated: October 19, 2010

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SURFACE TRANSPORTATION BOARD**

**STB FINANCE DOCKET NO. 35436**

**DUNCAN SMITH AND GERALD ALTIZER  
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**VERIFIED NOTICE OF EXEMPTION  
UNDER 49 CFR §1180.2(d) (2)**

Come now Duncan Smith and Gerald Altizer (“Petitioners”) and state as follows:

1. Pursuant to 49 C.F.R. §1180 et seq., Petitioners hereby give notice of a transaction which qualifies for exemption under §1180.2 of those rules.
2. As may be relevant here, Duncan Smith is an individual and noncarrier who currently owns 80% of Eighteen Thirty Group, LLC (“Eighteen Thirty”), a Maryland limited liability company and newly formed noncarrier applicant before the Surface Transportation Board (“Board”) to acquire a line of railroad, and owns 75% of Georges Creek Railway, LLC (“Georges Creek”), a Maryland limited liability company and existing noncarrier applicant before the Board that would operate that line of railroad.

3. Gerald Altizer is an individual and noncarrier who currently owns the remaining 20% of both Eighteen Thirty and Georges Creek and is the person who would manage the operations of Georges Creek.<sup>1</sup>

4. Eighteen Thirty has been established by Mssrs. Smith and Altizer for the purpose of acquiring and operating short line railroads. For the purpose of this transaction Eighteen Thirty proposes to acquire about 8.54 miles of railroad line between Morrison, MD, milepost BAI 27.0, and Carlos, MD, at the end of the line, milepost BAI 18.46, all in Allegany County, MD (“the Line”). As a result of this transaction, Eighteen Thirty will own the Line and will have a residual common carrier obligation as to the Line.

5. Georges Creek presently conducts noncommon carrier third party intraplant switching operations for NewPage Corporation at Luke, MD. Eighteen Thirty has agreed with Georges Creek to operate the Line as a common carrier upon its acquisition of the Line.

6. Accordingly, Petitioners seek a Board exemption to continue-in-control of Eighteen Thirty and Georges Creek when they become common carriers.

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<sup>1</sup> The remaining 5% interest in Georges Creek is owned by an individual named Patrick Stakem.

7. Under Section 1180.2(d)(2) the continuance-in-control of a nonconnecting carrier is exempt from the prior approval requirements under 49 U.S.C. §11323-5 where (i) the railroads will not connect with each other or any railroad in their corporate family, (ii) the continuance-in-control is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family, and (iii) the transaction does not involve a class I carrier.

8. This continuance-in-control transaction qualifies for that class exemption for common control of short line railroads inasmuch as the Board has previously allowed commonly controlled entities seeking to own and operate the same line of railroad to utilize that provision. *See e.g., B. Robert Demento, Jr., and Baggio Herman Demento-Continuance In Control Exemption –BDB Company and Swanson Rail Transfer, L.P., STB Finance Docket No. 35400, STB served August 18, 2010 and John H. Marino--Continuance in Control Exemption--Delaware Transportation Group, Inc., Gettysburg Railway Company, Inc., and Evansville Terminal Company, Inc., STB Finance Docket No. 33505, STB served November 21, 1997.*

9. Furthermore, each of these two entities will each become a class III short line railroad upon consummation. Neither of these two entities owns or controls any other line of railroad or rail carriers subject to the

jurisdiction of the Board. Petitioners attach as Exhibit A to this filing a map showing the location of the Line.

10. In order to claim the Section 1180.2(d)(2) exemption, Section 1180.4(g) requires the filing of a verified notice of exemption furnishing the information requested in Sections 1180.6(a)(1)(i)-(iii); 1180.6(a)(5)-(6); and 1180.6(a)(7)(ii) of those rules and indicating the level of labor protection required.

Information about the carriers.

49 C.F.R. §1180.6(a) (1) (i)

Brief Summary of the Transaction:

Duncan Smith and Gerald Altizer are short line railroad entrepreneurs who have established Eighteen Thirty and Georges Creek as two commonly controlled limited liability companies for the purpose of acquiring and operating short line railroads. As noted in paragraphs 4 and 5 above, Georges Creek is an existing limited liability company established under the laws of the State of Maryland that presently conducts noncommon carrier third party intraplant switching operations for NewPage Corporation at Luke, MD. Also Eighteen Thirty is a newly formed Maryland limited liability company and noncarrier established for the purpose of acquiring and operating short line railroads. For the purpose of this transaction,

Eighteen Thirty proposes to acquire and contract with Georges Creek to operate as a common carrier 8.54 miles of railroad line between Morrison, MD, milepost BAI 27.0, and Carlos, MD, at the end of the line, milepost BAI 18.46, all in Allegany County, MD. As pertinent here, Mr. Smith will provide the financing for this transaction and Mr. Altizer will provide the management and operating expertise for the railroad line.

Name: Duncan Smith  
Address: 10706 Beaver Dam Road  
Cockeysville, MD 21030-2207  
Telephone: (410) 583-0850

Name: Gerald Altizer  
Address: 10706 Beaver Dam Road  
Cockeysville, MD 21030-2207  
Telephone: (301) 359-9040

Name: Eighteen Thirty Group, LLC  
Address: 10706 Beaver Dam Road  
Cockeysville, MD 21030-2207  
Telephone: (410) 583-0850

Name: Georges Creek Railway, LLC  
Address: 119 Pratt Street  
Luke, MD 21540  
Telephone: (301) 359-9040

Legal counsel to whom questions should be addressed:

John D. Heffner or  
John D. Heffner, PLLC  
1750 K Street, N.W.  
Suite 200  
Washington, D.C. 20006  
Tel.: (202) 296-3333

Schedule for consummation: 49 C.F.R. §1180.6(a) (1) (ii)

At least 30 days from the date of this notice<sup>2</sup>

Purpose to be accomplished by the transaction:

49 C.F.R. §1180.6(a) (1) (iii)

The purpose of this common control is to enable the investor [Mr. Smith] to finance this acquisition venture secured by an interest in the track and right of way and to make this asset available for operation by Georges Creek. Unlike Eighteen Thirty, Georges Creek is an entity known to both present and potential on-line customers as well as to personnel at CSX Transportation, Inc., the connecting class I railroad.

State(s) where proposed operations will be conducted: 49 C.F.R. 1180.6(a) (5)

Maryland

Map depicting the Line: 49 C.F.R. §1180.6(a) (6)

Attached hereto as Exhibit A.

Copy of Agreement: 49 C.F.R. §1180.6(a) (7) (ii)

N.A. There is no agreement covering the common ownership of

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<sup>2</sup> Consummation of this transaction is dependent upon bankruptcy court approval of the acquisition of the Line by Eighteen Thirty, a process likely to take up to 60 days.

Eighty Thirty and Georges Creek.

11. **Related transactions:** This control transaction is related to two concurrently filed exemption transactions for acquisition and operation, respectively. In STB Finance Docket No. 35438, Eighteen Thirty seeks an exemption to acquire the Line. In STB Finance Docket No. 35437, Georges Creek seeks an exemption to operate the Line. In addition, in STB Docket No. AB-55 (Sub-No. 659X), *CSX Transportation, Inc.-Abandonment Exemption-In Allegany County, MD*, Eighteen Thirty seeks an individual exemption from the provisions of 49 U.S.C. §10904(f) (4) (A) to enable it to acquire the Line free from a certain restriction imposed by that statute.

12. This continuance-in-control proceeding is exempt from environmental review under 49 CFR §1105.6(c) (2) (i) because the proposed action will not cause any operating changes that exceed the threshold established in 49 C.F.R. §1105.7(e) (4) or (5). In addition, this proceeding is exempt from historic review under 49 C.F.R. §1105.8(b)(i) because there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older.

13. **Labor protection required:** None. Under 49 U.S.C. 11326 transactions between class III rail carriers are not subject to labor protection.

Submitted By:



John D. Heffner

John D. Heffner, PLLC

1750 K Street, N.W.

Suite 200

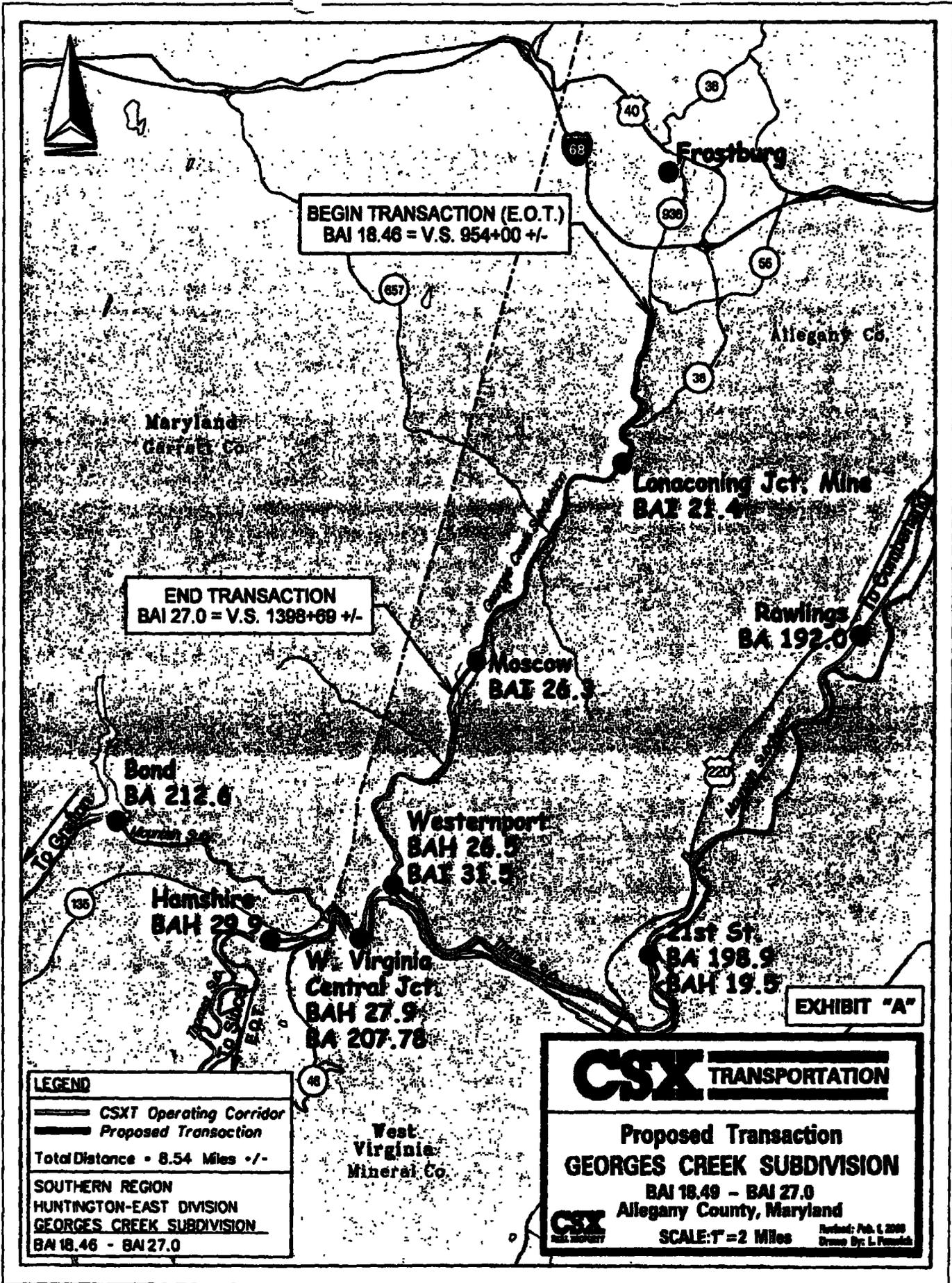
Washington, D.C. 20006

(202) 296-3333

Counsel for Petitioner

Dated: October 19, 2010

EXHIBIT A



**VERIFICATION**

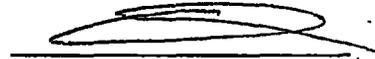
STATE OF MARYLAND     )  
  )  
COUNTY OF BALTIMORE    )

ss

J. Duncan Smith, being duly sworn according to law, hereby deposes and states that he is holds the position of Manager with petitioner, is authorized to make this Verification, has read the foregoing document, and knows the facts asserted therein are true an accurate as stated, to the best of his knowledge, information, and belief.



Subscribed to and sworn to before me, a Notary Public, in and for the County of Baltimore in the State of Maryland, this 15<sup>th</sup> day of October 2010.



Notary Public

My commission expires:

CAM E. SMART  
NOTARY PUBLIC  
BALTIMORE COUNTY  
MARYLAND

My Commission Expires Dec. 1, 2010