

**LAW OFFICES OF
LOUIS E. GITOMER**

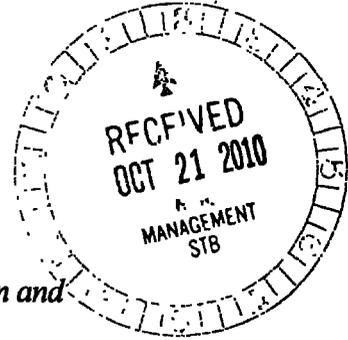
LOUIS E. GITOMER
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October 21, 2010

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

228028



RE: Finance Docket No. 35428, *Golden Triangle Railroad, LLC—Acquisition and Operation Exemption—Golden Triangle 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.

FEE RECEIVED
OCT 21 2010
TRANSPORTATION BOARD

Sincerely yours

A handwritten signature in black ink, appearing to read "Louis E. Gitomer".

Louis E. Gitomer
Attorney for: Golden Triangle Railroad, LLC

Enclosures

ENTERED
Office of Proceedings
OCT 21 2010
Part of
Public Record

FILED
OCT 21 2010
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35428

GOLDEN TRIANGLE RAILROAD, LLC—ACQUISITION AND OPERATION
EXEMPTION—GOLDEN TRIANGLE RAILROAD COMPANY

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

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

Attorney for GOLDEN TRIANGLE
RAILROAD, LLC

Dated: October 21, 2010

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35428

GOLDEN TRIANGLE RAILROAD, LLC—ACQUISITION AND OPERATION
EXEMPTION—GOLDEN TRIANGLE RAILROAD COMPANY

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

Golden Triangle Railroad, LLC, a Delaware limited liability company (“GTRA”), 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 GTRA to acquire and operate over about 8.6 miles of railroad line between Trinity, MS, milepost 8.6, and Triangle Jct., MS, milepost 0.0, including the side track at Bell Avenue, all in Lowndes County, MS (the “Line”). GTRA is acquiring the Line from the Golden Triangle Railroad Company, a Mississippi corporation (“Old GTRA”) 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. As part of the transaction, GTRA is also acquiring by assignment from Old GTRA 10.1 miles of incidental trackage rights over the Kansas City Southern Railway Company (“KCS”) between milepost 5.0 and milepost 15.1 in Columbus, MO.

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

a. Full name and address of applicant:

Golden Triangle 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 GTRA, (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"), Old 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, Old 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 GTRA.

e. Summary of proposed transaction:

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

Golden Triangle 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. The Line runs between Trinity, milepost 8.6, and Triangle Jct., milepost 0.0, in Lowndes, MS. The incidental trackage rights over KCS run between milepost 5.0 and milepost 15.1 in Columbus, MO.

4. GTRA will own and operate over 8.6 route miles as a common carrier railroad and will operate over 10.1 miles of KCS via trackage rights. GTRA intends to continue to interchange traffic at Columbus, MS with Alabama & Gulf Coast Railway, LLC (“AGR”), BNSF Railway Company (“BNSF”), Columbus and Greenville Railway Company (“CAGY”), and Kansas City Southern Railway Company (“KCS”) and at Triangle Jct., MS with Norfolk Southern Railway Company (“NS”).

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 GTRA and AGR, BNSF, CAGY, KCS, or NS.

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

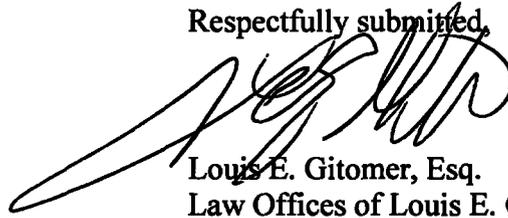
j. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 CFR §1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 CFR §1105.6(b)(4) and

(c)(2)(i).

k. An historic report is not required because GTRA 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 GOLDEN TRIANGLE
RAILROAD, LLC

Dated: October 21, 2010

EXHIBIT A

VERIFICATION

State of Florida)
) ss
County of Palm Beach)

I, Robert I. Schellig, Jr., being duly sworn, deposes and says that he is Vice-President Law of the Golden Triangle Railroad, LLC, a Delaware corporation, 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.

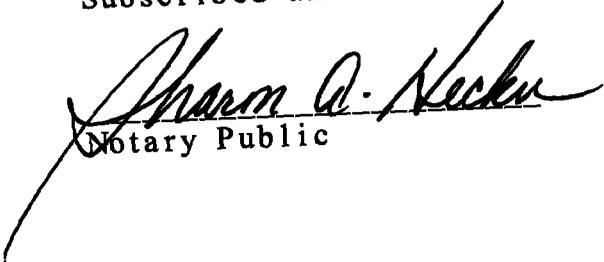

Notary Public



EXHIBIT B – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 35428

**GOLDEN TRIANGLE RAILROAD, LLC—ACQUISITION AND OPERATION
EXEMPTION—GOLDEN TRIANGLE RAILROAD COMPANY**

Golden Triangle Railroad, LLC, a Delaware limited liability company (“GTRA”) has filed a notice of exemption to acquire and operate over about 8.6 miles of railroad line between Trinity, MS, milepost 8.6, and Triangle Jct., MS, milepost 0.0, including the side track at Bell Avenue, all in Lowndes County, MS (the “Line”) from the Golden Triangle Railroad Company, a Mississippi corporation (“Old GTRA”). As part of the transaction, GTRA is also acquiring by assignment from Old GTRA 10.1 miles of incidental trackage rights over the Kansas City Southern Railway Company between milepost 5.0 and milepost 15.1 in Columbus, MO.

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

GTRA 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 Golden Triangle 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 _____, 2010 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35428, 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

