

point with CSX Transportation, Inc., in Georgiana, Ala., and milepost 581.3 at Andalusia, Ala. Additionally, TNRW will be assigned TNHR's agreement with Andalusia & Conecuh Railroad Company, which was assigned to TNHR by the Alabama & Florida Railway Company, to lease and operate a rail line between milepost S428+4706 feet and milepost S425+5170 feet in Andalusia.

This transaction is related to 3 concurrently filed verified notices of exemption, as follows: Docket No. FD 35486, *RailAmerica, Inc., Palm Beach Holdings, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC—Continuance in Control Exemption—Conecuh Valley Railway, LLC, Three Notch Railway, LLC, and Wiregrass Central Railway, LLC*, in which RailAmerica and its subsidiaries seek to continue in control of TNRW, Conecuh Valley Railway, LLC, and Wiregrass Central Railway, LLC, upon those noncarriers' becoming Class III rail carriers; Docket No. FD 35487, *Conecuh Valley Railway, LLC—Acquisition and Operation Exemption—Conecuh Valley Railroad Co., Inc.*, wherein Conecuh Valley Railway, LLC seeks to acquire and operate approximately 15.04 miles of rail line between milepost 374.96 at or near Troy, and the end of the line at approximately milepost 390.00 at or near Goshen, in Pike County, Ala.; and Docket No. FD 35489, *Wiregrass Central Railway, LLC—Acquisition and Operation Exemption—Wiregrass Central Railroad Company, Inc.*, wherein Wiregrass Central Railway, LLC seeks to acquire and operate approximately 21.2 miles of rail line between milepost 800.00 at Waterford and milepost 821.2 near Newton, in Coffee and Dale Counties, Ala.

The parties intend to consummate the transaction on or after May 8, 2011.

TNRW 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 will not exceed \$5 million.

If the verified notice contains false or misleading information, the exemption is void *ab initio*. Petitions 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 effectiveness of the exemption. Petitions to stay must be filed no later than April 29, 2011 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35488, must be filed with the Surface

Transportation Board, 395 E Street, SW., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Louis E. Gitomer, 600 Baltimore Ave., Suite 301, Towson, MD 21204.

Board decisions and notices are available on our Web site at <http://www.stb.dot.gov>.

Decided: April 18, 2011.

By the Board.

Rachel D. Campbell,
Director, Office of Proceedings.

Jeffrey Herzig,
Clearance Clerk.

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DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35489]

Wiregrass Central Railway, LLC— Acquisition and Operation Exemption—Wiregrass Central Railroad Company, Inc.

Wiregrass Central Railway, LLC (WCR), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to acquire from Wiregrass Central Railroad Company, Inc. (WGCR), and to operate approximately 21.2 miles of rail line between milepost 800.00 at Waterford and milepost 821.2 near Newton, in Coffee and Dale Counties, Ala.¹

This transaction is related to 3 concurrently filed verified notices of exemption, as follows: Docket No. FD 35486, *RailAmerica, Inc., Palm Beach Holdings, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC—Continuance in Control Exemption—Conecuh Valley Railway, LLC, Three Notch Railway, LLC, and Wiregrass Central Railway, LLC*, in which RailAmerica and its subsidiaries seek to continue in control of WCR, Conecuh Valley Railway, LLC, and Three Notch Railway, LLC, upon the noncarriers' becoming Class III rail carriers; Docket No. FD 35487, *Conecuh Valley Railway, LLC—Acquisition and Operation Exemption—Conecuh Valley Railroad Co., Inc.*, wherein Conecuh Valley Railway, LLC seeks to acquire and operate approximately 15.04 miles of rail line between milepost 374.96 at or near Troy, and the end of the line at

¹ WCR is acquiring the line from WGCR as part of a transaction whereby newly created noncarrier subsidiaries of RailAmerica Transportation Corp., are acquiring the assets of certain subsidiaries of Gulf & Ohio Railways, Inc.

approximately milepost 390.00 at or near Goshen, in Pike County, Ala.; and Docket No. FD 35488, *Three Notch Railway, LLC—Acquisition and Operation Exemption—Three Notch Railroad Co., Inc.*, wherein Three Notch Railway, LLC seeks to acquire and operate approximately 34 miles of rail line extending approximately between right-of-way station 22+57 at the interchange point with CSX Transportation, Inc., in Georgiana, Ala., and milepost 581.3 at Andalusia, Ala.

The parties intend to consummate the transaction on or after May 8, 2011.

WCR 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 will not exceed \$5 million.

If the verified notice contains false or misleading information, the exemption is void *ab initio*. Petitions 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 effectiveness of the exemption. Petitions to stay must be filed no later than April 29, 2011 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35489, must be filed with the Surface Transportation Board, 395 E Street, SW., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Louis E. Gitomer, 600 Baltimore Ave., Suite 301, Towson, MD 21204.

Board decisions and notices are available on our Web site at <http://www.stb.dot.gov>.

Decided: April 18, 2011.

By the Board.

Rachel D. Campbell,
Director, Office of Proceedings.

Jeffrey Herzig,
Clearance Clerk.

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DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35487]

Conecuh Valley Railway, LLC— Acquisition and Operation Exemption—Conecuh Valley Railroad Co., Inc.

Conecuh Valley Railway, LLC (CVR), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to acquire from Conecuh Valley Railroad Co., Inc. (COEH), and to operate

approximately 15.04 miles of rail line between milepost 374.96 at or near Troy, and the end of the line at approximately milepost 390.00 at or near Goshen, in Pike County, Ala.¹

This transaction is related to 3 concurrently filed verified notices of exemption, as follows: Docket No. FD 35486, *RailAmerica, Inc., Palm Beach Holdings, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC—Continuance in Control Exemption—Conecuh Valley Railway, LLC, Three Notch Railway, LLC, and Wiregrass Central Railway, LLC*, in which RailAmerica and its subsidiaries seek to continue in control of CVR, Three Notch Railway, LLC, and Wiregrass Central Railway, LLC, upon those noncarriers' becoming Class III rail carriers; Docket No. FD 35488, *Three Notch Railway, LLC—Acquisition and Operation Exemption—Three Notch Railroad Co., Inc.*, wherein Three Notch Railway, LLC (TNRW) seeks to acquire and operate approximately 34 miles of rail line extending between approximately right-of-way station 22+57 at the interchange point with CSX Transportation, Inc., in Georgiana, Ala., and milepost 581.3 at Andalusia, Ala.;² and Docket No. FD 35489, *Wiregrass Central Railway, LLC—Acquisition and Operation Exemption—Wiregrass Central Railroad Company, Inc.*, wherein Wiregrass Central Railway, LLC seeks to acquire and operate approximately 21.2 miles of rail line between milepost 800.00 at Waterford and milepost 821.2 near Newton, in Coffee and Dale Counties, Ala.

The parties intend to consummate the transaction on or after May 8, 2011.

CVR 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 will not exceed \$5 million.

If the verified notice contains false or misleading information, the exemption is void *ab initio*. Petitions 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 effectiveness of the exemption. Petitions to stay must be filed no later than April 29, 2011 (at

least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35487, must be filed with the Surface Transportation Board, 395 E Street, SW., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Louis E. Gitomer, 600 Baltimore Ave., Suite 301, Towson, MD 21204.

Board decisions and notices are available on our Web site at <http://www.stb.dot.gov>.

Decided: April 18, 2011.

By the Board.

Rachel D. Campbell,

Director, Office of Proceedings.

Jeffrey Herzig,

Clearance Clerk.

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DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35486]

RailAmerica, Inc., Palm Beach Holdings, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC—Continuance in Control Exemption—Conecuh Valley Railway, LLC, Three Notch Railway, LLC, and Wiregrass Central Railway, LLC

RailAmerica, Inc. (RailAmerica),¹ Palm Beach Holdings, Inc. (Palm Beach), RailAmerica Transportation Corp. (RTC), RailTex, Inc. (RailTex), Fortress Investment Group, LLC (Fortress), and RR Acquisition Holding,

¹ RailAmerica controls the following Class III railroads: Alabama & Gulf Coast Railway, LLC, Arizona & California Railroad Company, Bauxite & Northern Railway Company, California Northern Railroad Company, Cascade and Columbia River Railroad Company, Central Oregon & Pacific Railroad, Inc., The Central Railroad Company of Indiana, Central Railroad Company of Indianapolis, Connecticut Southern Railroad, Inc., Dallas, Garland & Northeastern Railroad, Inc., Delphos Terminal Railroad Company, Inc., Eastern Alabama Railway, LLC, Huron & Eastern Railway Company, Inc., Indiana & Ohio Railway Company, Indiana Southern Railroad, LLC, Kiamichi Railroad Company, LLC, Kyle Railroad Company, The Massena Terminal Railroad Company, Mid-Michigan Railroad, Inc., Missouri & Northern Arkansas Railroad Company, Inc., New England Central Railroad, Inc., North Carolina & Virginia Railroad Company, LLC, Otter Tail Valley Railroad Company, Inc., Point Comfort & Northern Railway Company, Puget Sound & Pacific Railroad, Rockdale, Sandow & Southern Railroad Company, San Diego & Imperial Valley Railroad Company, Inc., San Joaquin Valley Railroad Co., South Carolina Central Railroad Company, LLC, Toledo, Peoria & Western Railway Corporation, and Ventura County Railroad Corp.

LLC (RR Acquisition) (collectively, RailAmerica, *et al.*), have filed a verified notice of exemption to continue in control, through RTC, of Conecuh Valley Railway, LLC (CVR), Three Notch Railway, LLC (TNRW), and Wiregrass Central Railway, LLC (WCR) upon those noncarriers' becoming Class III rail carriers.²

This transaction is related to 3 concurrently filed verified notices of exemption, as follows: Docket No. FD 35487, *Conecuh Valley Railway, LLC—Acquisition and Operation Exemption—Conecuh Valley Railroad Co., Inc.*, wherein CVR seeks to acquire and operate approximately 15.04 miles of rail line between milepost 374.96 at or near Troy, and the end of the line at approximately milepost 390.00 at or near Goshen, in Pike County, Ala.; Docket No. FD 35488, *Three Notch Railway, LLC—Acquisition and Operation Exemption—Three Notch Railroad Co., Inc.*, wherein TNRW seeks to acquire and operate approximately 34 miles of rail line extending between approximately right-of-way station 22+57 at the interchange point with CSX Transportation, Inc. (CSXT), in Georgiana, Ala., and milepost 581.3 at Andalusia, Ala.;³ and Docket No. FD 35489, *Wiregrass Central Railway, LLC—Acquisition and Operation Exemption—Wiregrass Central Railroad Company, Inc.*, wherein WCR seeks to acquire and operate approximately 21.2 miles of rail line between milepost 800.00 at Waterford and milepost 821.2 near Newton, in Coffee and Dale Counties, Ala.

The parties intend to consummate the transaction on or after May 8, 2011.

RailAmerica *et al.*, entered into an Asset Purchase Agreement dated April 8, 2011, with Conecuh Valley Railroad Co., Inc. (COEH), Three Notch Railroad Co., Inc. (TNHR), Wiregrass Central Railroad Company, Inc. (WGCR), and Gulf & Ohio Railways, Inc. (G&O),⁴ to acquire substantially all of the assets of COEH, TNHR, and WGCR.

Fortress's noncarrier affiliate, RR Acquisition, currently owns 55% of the publicly traded shares of, and controls, noncarrier RailAmerica. The latter directly controls noncarrier Palm Beach, which directly controls RTC. Further, Fortress, on behalf of certain other equity funds managed by it and its affiliates, directly controls noncarrier

² RailAmerica *et al.*, through RTC, owns 100 percent of CVR, TNRW, and WCR.

³ TNRW will also be assigned the selling carrier's agreement with Andalusia & Conecuh Railroad Company to lease and operate a rail line in Andalusia.

⁴ G&O is the corporate parent of COEH, TNHR, and WGCR.

¹ CVR is acquiring the line from COEH as part of a transaction whereby newly created noncarrier subsidiaries of RailAmerica Transportation Corp., are acquiring the rail assets of certain subsidiaries of Gulf & Ohio Railways, Inc.

² TNRW will also be assigned the selling carrier's agreement with the Andalusia & Conecuh Valley Railroad Company to lease and operate a rail line at Andalusia.