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May 31, 2022

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20006

Re: **FD 36621**
Kinston Railroad, LLC – Change in Operator Exemption –
Line in Lenoir County, NC

FD 36620
OPSEU Pension Plan Trust Fund, Jaguar Transport
Holdings, LLC, and Jaguar Rail Holdings, LLC –
Continuance in Control Exemption – Kinston Railroad, LLC

Dear Ms. Brown:

Attached for filing in the above-captioned proceedings are the **Verified Notice of Exemption of Kinston Railroad, LLC submitted pursuant to 49 C.F.R. Part 1150, subpart D, the Verified Notice of Exemption of OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC, and Jaguar Rail Holdings, LLC submitted pursuant to 49 C.F.R. § 1180.2(d)(2), and a Motion for Protective Order**, all dated May 31, 2022. The sums of \$2,100.00 and \$1,500.00, representing the applicable fees for these filings, has been made on www.pay.gov.

FEE RECEIVED
May 31, 2022
SURFACE
TRANSPORTATION BOARD

FILED
May 31, 2022
SURFACE
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Ms. Cynthia T. Brown
May 31, 2022
p. 2

If you have any questions regarding these filings, please contact me. Thank you for your assistance on this matter.

Respectfully submitted,

/s/ *R. A. Wimbish*

Robert A. Wimbish
Attorney for Kinston Railroad, LLC, OPSEU
Pension Plan Trust Fund, Jaguar Transport
Holdings, LLC, and Jaguar Rail Holdings, LLC

RAW:th

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36620

OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL HOLDINGS, LLC
-- CONTINUANCE IN CONTROL EXEMPTION --
KINSTON RAILROAD, LLC

**VERIFIED NOTICE OF EXEMPTION OF OPSEU PENSION PLAN TRUST FUND,
JAGUAR TRANSPORT HOLDINGS, LLC, AND
JAGUAR RAIL HOLDINGS, LLC PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Robert A. Wimbish
Thomas J. Healey
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Suite 800
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**ATTORNEYS FOR OPSEU PENSION PLAN
TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL
HOLDINGS, LLC**

Dated: May 31, 2022

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36620

OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL HOLDINGS, LLC
-- CONTINUANCE IN CONTROL EXEMPTION --
KINSTON RAILROAD, LLC

**VERIFIED NOTICE OF EXEMPTION OF OPSEU PENSION PLAN TRUST FUND,
JAGUAR TRANSPORT HOLDINGS, LLC, AND
JAGUAR RAIL HOLDINGS, LLC PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

OPSEU Pension Plan Trust Fund (“OPTrust”), Jaguar Transport Holdings, LLC (“JTH”), and Jaguar Rail Holdings, LLC (“JRH,” and collectively with OPTrust and JTH, “Jaguar”), each a non-carrier, hereby file this notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of Kinston Railroad, LLC (“KNR”), a non-carrier established by Jaguar to assume an existing lease of track in North Carolina from North Carolina Department of Transportation (“NCDOT”), a non-carrier.¹

In accordance with the requirements of 49 C.F.R. § 1180.4(g), Jaguar submits the following information:

Description of Proposed Transaction: 49 C.F.R. § 1180.6(a)(1)(i)

OPTrust, JTH and JRH are non-carriers. OPTrust indirectly controls JTH, which, in turn, directly controls JRH. JTH currently controls, indirectly, eight Class III railroads. Of the eight railroads currently under JTH’s indirect control, five – Southwestern Railroad, Inc. (“SWRR”), Texas & Eastern Railroad, LLC (“TERR”), Wyoming and Colorado Railroad, Inc.

¹ *Kinston Railroad, LLC – Change in Operator Exemption – Line in Lenoir County, NC, FD 36621 (“KNR-Notice”).*

(“WYCO” – which also does business under the name “Oregon Eastern Railroad”), Missouri Eastern Railroad, LLC (“MER”), and Charlotte Western Railroad, LLC (“CER”) – are controlled directly by JRH. Currently, JRH also indirectly controls two other railroads – Cimarron Valley Railroad, L.C. (“CVRR”) and Washington Eastern Railroad, LLC (“WERR”) – through WYCO.² JTH has indirect control of West Memphis Base Railroad, L.L.C. (“WMBR”) through Jaguar Transport, LLC, a separate JTH subsidiary that is affiliated with JRH.³ WMBR, SWRR, TERR, WYCO, CVRR, WERR, MER, and CER are collectively referred to herein as the “Jaguar Railroads.” KNR is a directly-controlled non-carrier holding of JRH, and KNR will become a railroad common carrier upon the consummation of the transaction encompassed by the concurrently-filed *KNR-Notice*.

KNR will assume an existing Lease and Operating Agreement, dated October 26, 2015 (the “Lease”), to be assigned to KNR by the current leasehold operator, Kinston & Snow Hill Railroad Co., Inc., with NCDOT’s consent. The Lease covers 5.7 route miles of track (the “Line”) located between milepost GTP-0.0 and a connection to a North Carolina Railroad Company track to milepost GTP-5.7 at North Carolina Global TransPark, all of which is located near Kinston, Lenoir County, North Carolina. Jaguar will remain in control of KNR upon KNR becoming a railroad common carrier.

² See *OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC, and Jaguar Rail Holdings, LLC – Continuance in Control Exemption – Charlotte Western Railroad, LLC*, FD 36593 (STB served Mar. 16, 2022) (“*Jaguar Control*”).

³ *Id.*

The full names and addresses of the Applicants are as follows:

OPSEU Pension Plan Trust Fund
1 Adelaide St. East
Suite 1200
Toronto, Ontario M5C 3A7
Canada
(416) 681-6181

Jaguar Transport Holdings, LLC
1027 South Main Street
Suite 403
(417) 622 0384

Jaguar Rail Holdings, LLC
c/o Jaguar Transport Holdings, LLC
1027 South Main Street
Suite 403
(417) 622 0384

Jaguar's control of KNR upon KNR becoming a rail common carrier is not a transaction where: (a) KNR would connect with any of the Jaguar Railroads; (b) Jaguar plans through the continuance of control of KNR (once KNR becomes a common carrier) to connect KNR to any of the Jaguar Railroads, or to connect any of the Jaguar Railroads to one another; or (c) a Class I carrier is involved. Accordingly, the proposed transaction satisfies the class exemption criteria at 49 C.F.R. § 1180.2(d)(2).

Any questions concerning this Notice should be sent to Jaguar's representative at the following address:

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606-3208
(312) 252-1504

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

Jaguar intends to consummate the proposed transaction and continue its control of KNR upon KNR's commencement of common carrier operations, expected to occur on or after June 30, 2022.

Purpose Sought to Be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)

The transaction will promote Jaguar's investment objectives, and sustain the Jaguar Railroads' efficiency, financial strength, and ability to meet customer needs.

States in Which Property of Applicants is Located: 49 C.F.R. § 1180.6(a)(5)

Each of the Jaguar parties is a non-carrier, and the business address of each non-carrier Jaguar entity is supplied above. WMBR's lines are located in Arkansas. CVRR's lines are located in Kansas, Colorado, and Oklahoma. SWRR's lines are located in New Mexico, Texas and Oklahoma. TERR's lines are located in Texas. WERR's lines are located in Washington. WYCO's lines are located in Oregon. MER's lines are located in Missouri. CER's lines are located in North Carolina. KNR's lines would also be located in North Carolina.

Maps - Exhibit A: 49 C.F.R. § 1180.6(a)(6)

Maps showing generally the location of KNR and each of the Jaguar Railroads (showing WYCO's line under its Oregon Eastern Railroad business name) are attached hereto as Exhibit A.

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

Jaguar (through JRH) already controls KNR, currently a non-carrier. No agreement is contemplated or necessary for Jaguar to continue in control of KNR once it becomes a railroad common carrier.

Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)

The proposed transaction involves the control of one new Class III rail carrier, and involves no Class I or II rail carriers. Accordingly, this transaction is not subject to the imposition of labor protection conditions. *See* 49 U.S.C. § 11326(c).

Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)

Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), the proposed control transaction is exempt from environmental reporting requirements. Jaguar's continuance of control of KNR once KNR becomes a common carrier will not result in significant changes in carrier operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(3), the proposed control transaction also is exempt from historic preservation reporting requirements. The proposed transaction will not substantially change the level of maintenance of any railroad property.

Interchange Commitments: 49 C.F.R. § 1180.4(g)(4)

The proposed control transaction does not involve the acquisition or operation of a rail line, and, thus, the provisions of 49 C.F.R. § 1180.4(g)(4) are inapplicable. In any event, the agreements governing the *KNR-Notice* transaction do not include any provision restricting KNR's interchange of traffic with third-party connecting carrier.

Respectfully submitted,

By: /s/ *R. A. Wimbish*

Robert A. Wimbish
Thomas J. Healey
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606-3208
(312) 252-1500

**ATTORNEYS FOR OPSEU PENSION PLAN
TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL
HOLDINGS, LLC**

Dated: May 31, 2022

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36620

**OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL HOLDINGS, LLC
-- CONTINUANCE IN CONTROL EXEMPTION --
KINSTON RAILROAD, LLC**

EXHIBIT A

**MAPS OF THE JAGUAR RAILROADS
AND KINSTON RAILROAD, LLC**

Kinston Railroad

Kinston, NC

-  **Interchange**
-  **Kinston Railroad**
-  **Norfolk Southern**
-  **CSX**
-  **NC Global TransPark Highway**



Goldsboro

New Hope

La Grange

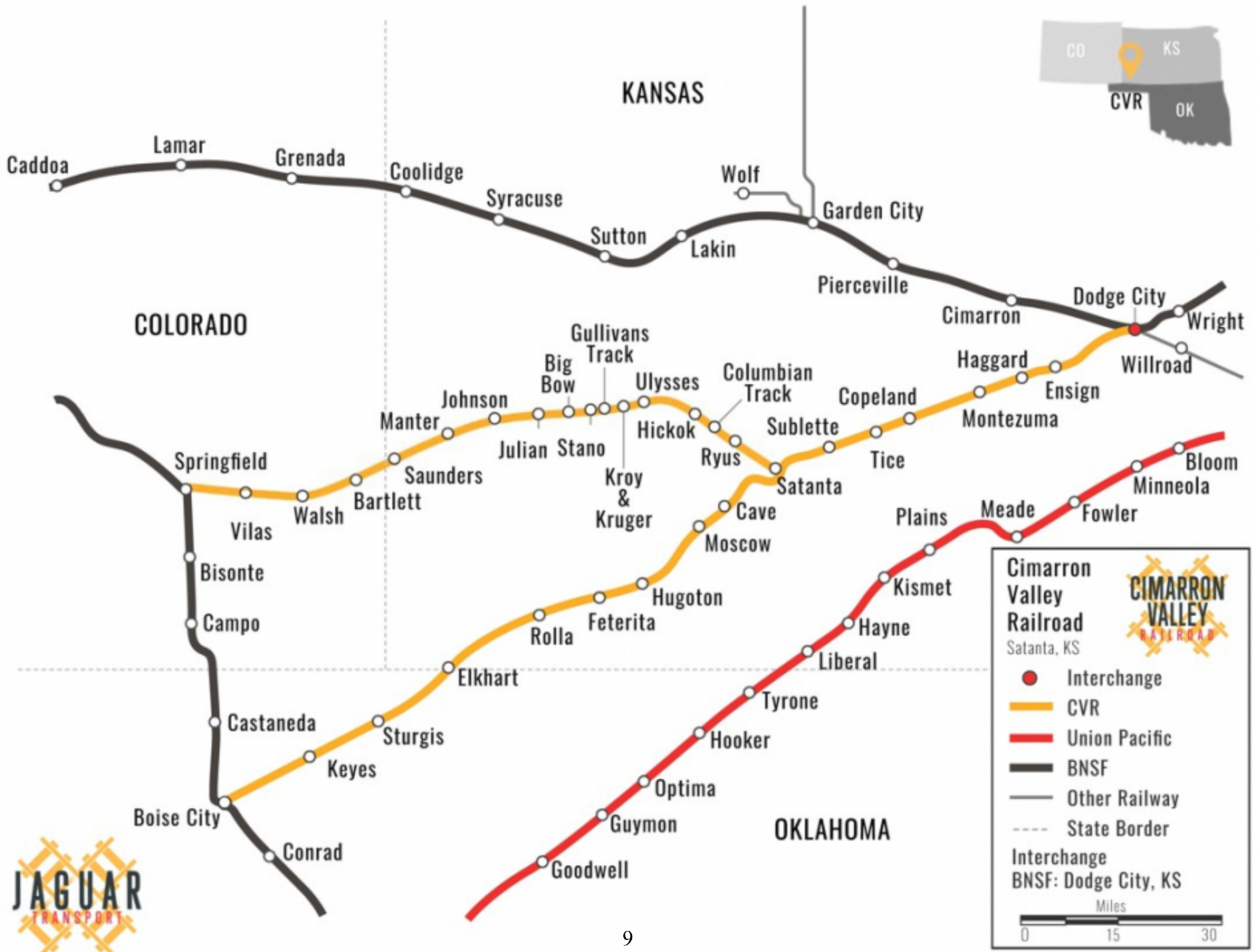
North Carolina
Global TransPark

Kinston

Dover

Cove City





**Charlotte
Western
Railroad**
Gastonia, NC



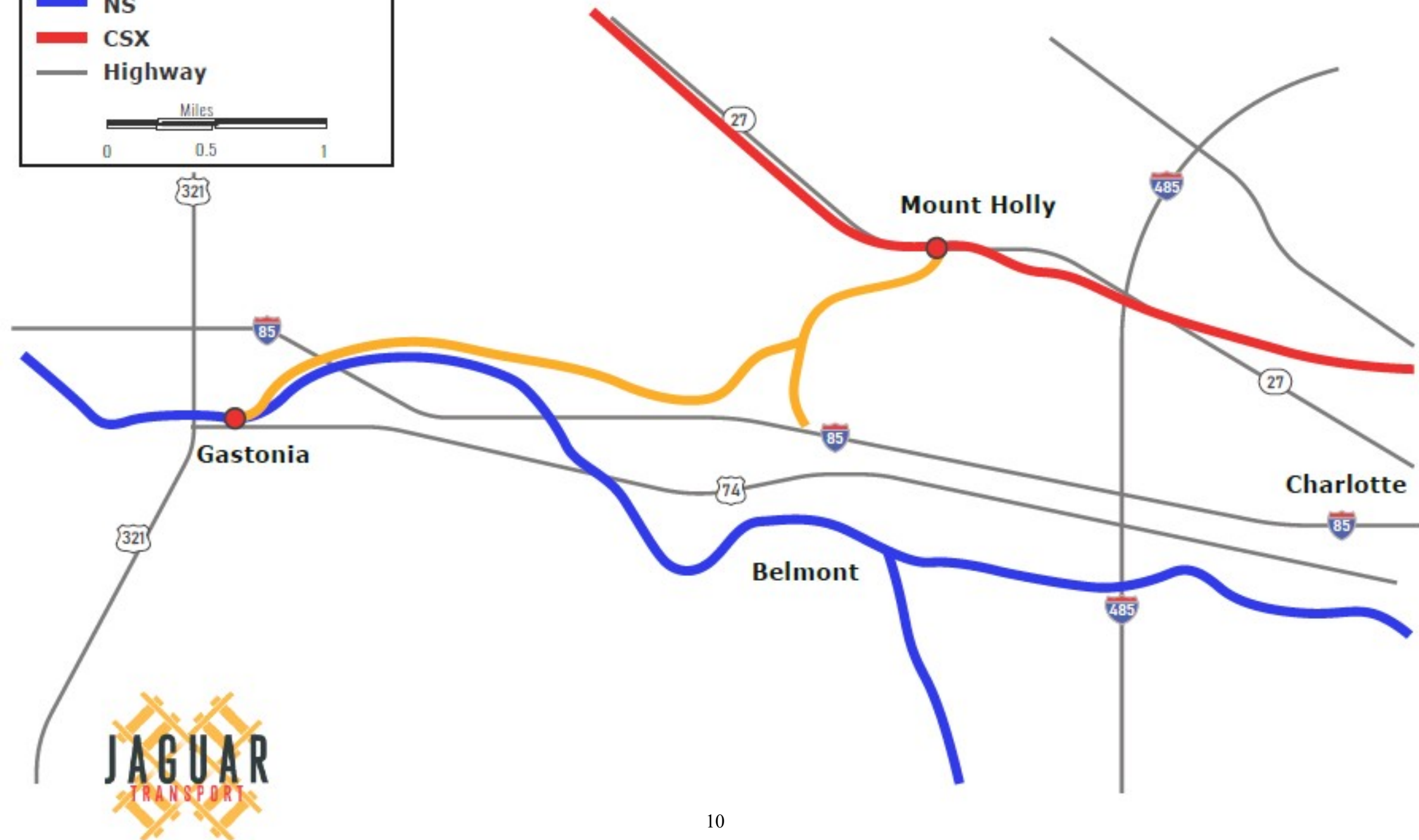
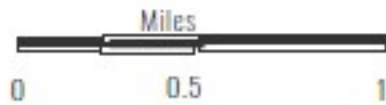
● Interchange Station

— CER

— NS

— CSX

— Highway



Missouri Eastern Railroad

St. Louis, MO

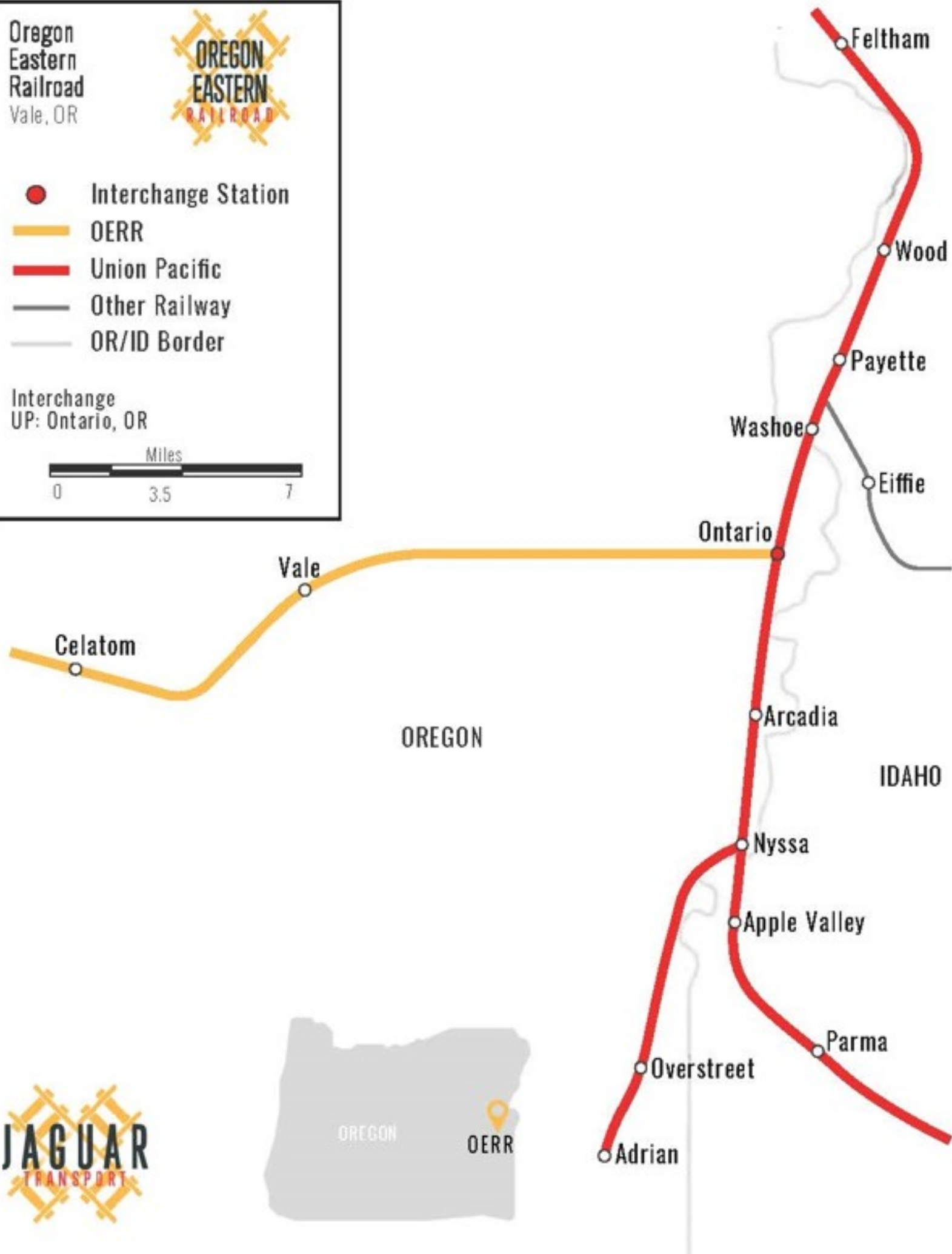
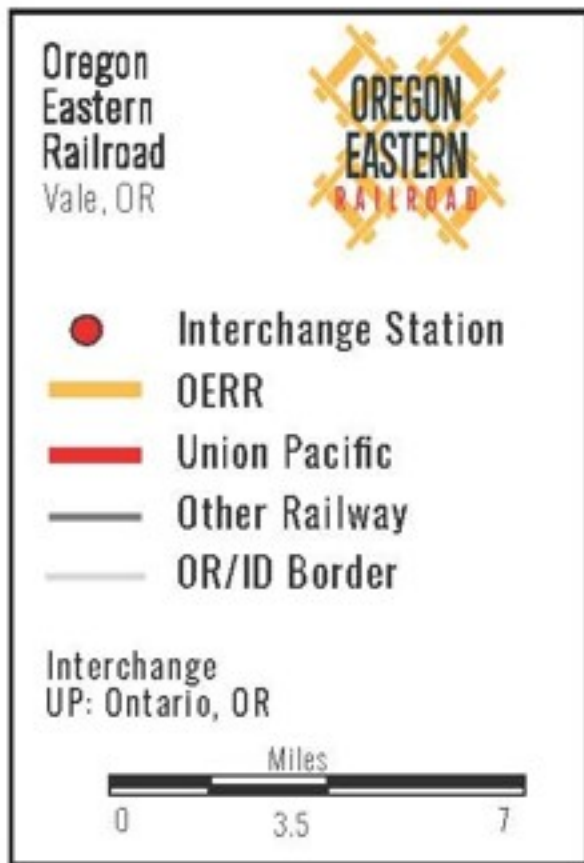


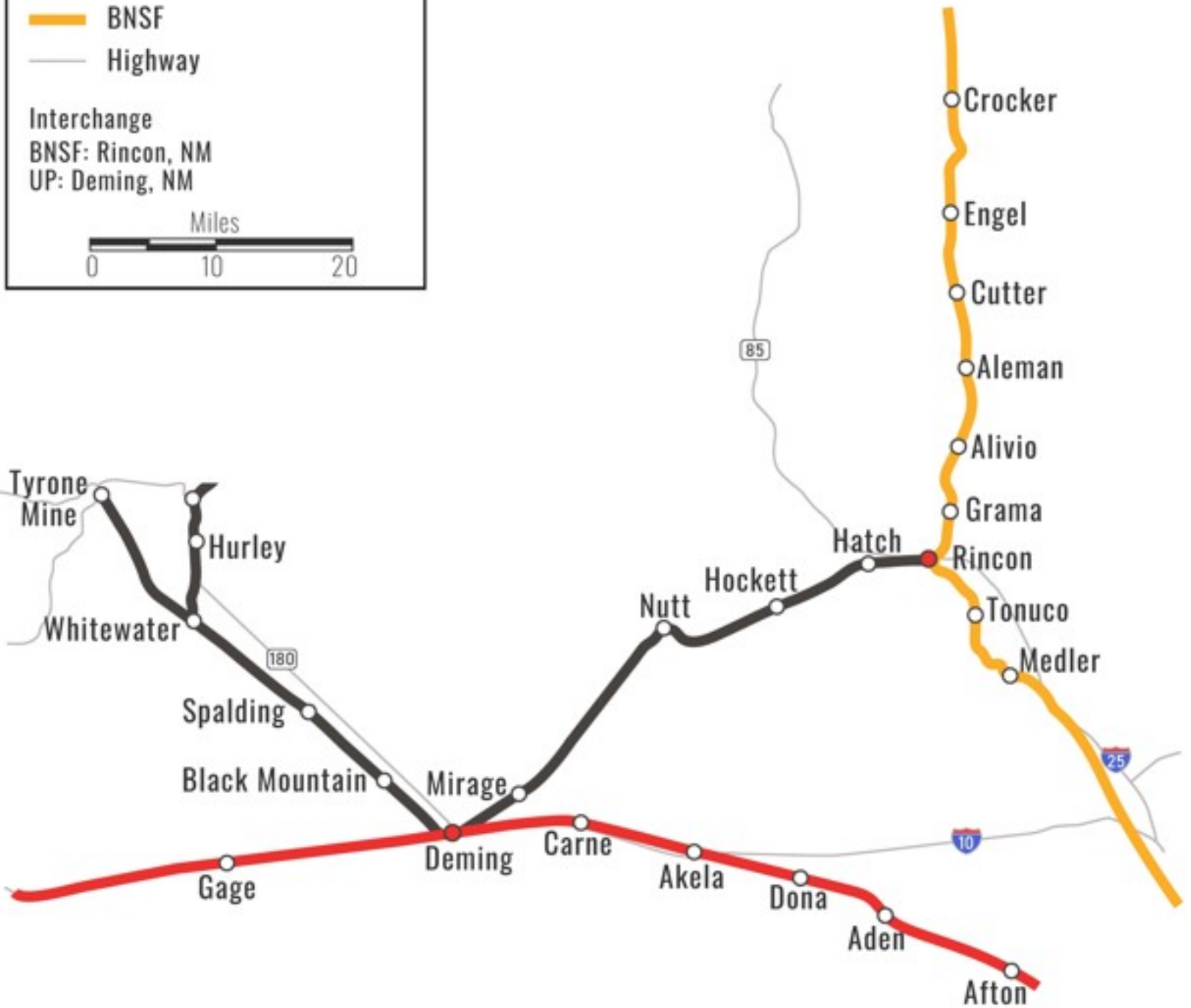
- Rock Island Junction
- MERR
- Union Pacific
- BNSF
- - - - - TRRA
- West Belt Railway
- - - - - UP Leased Line
- Highway

Interchange

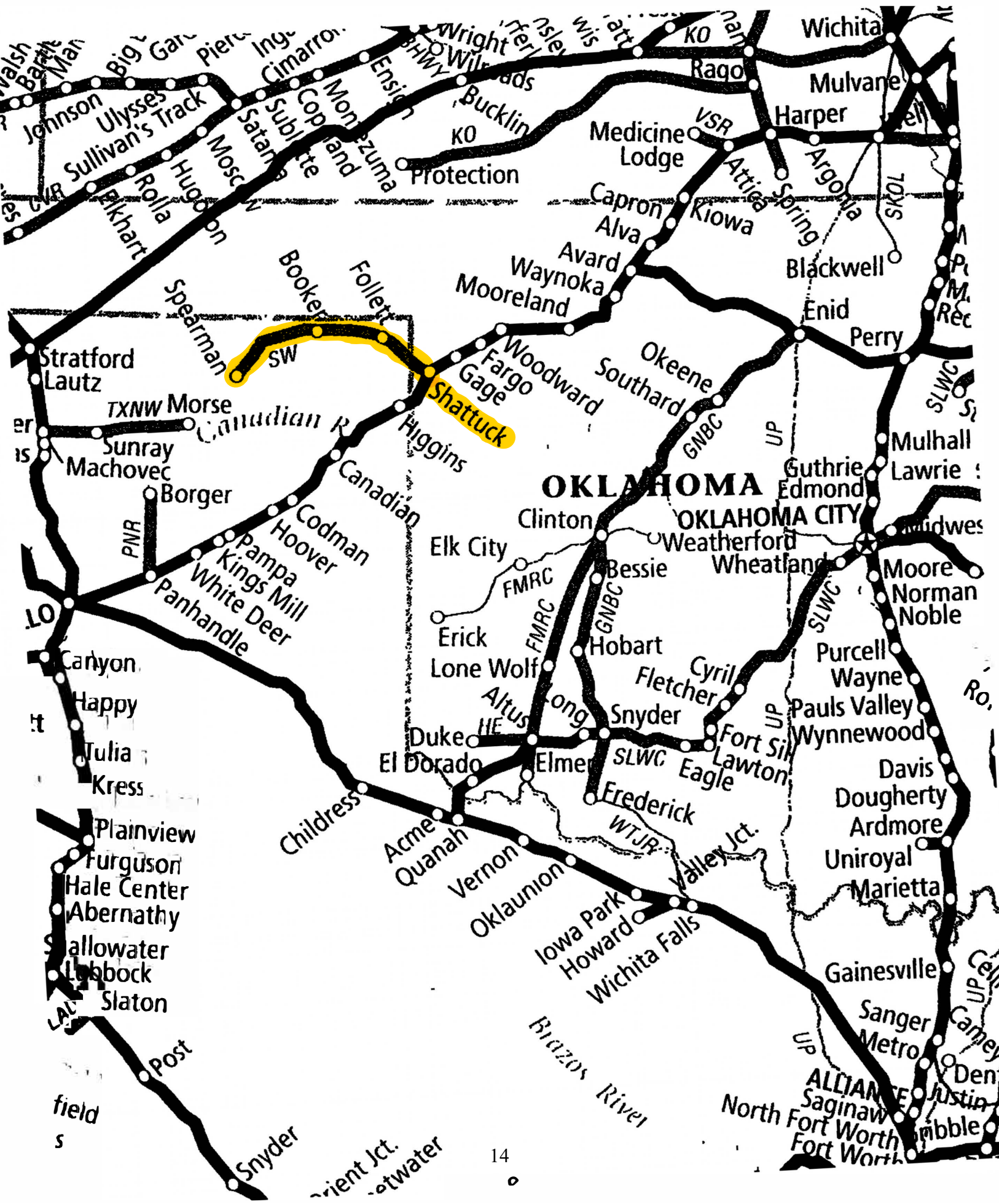
TRRA (UP, BNSF, NS, CSX, KCS, CN):
St. Louis, MO

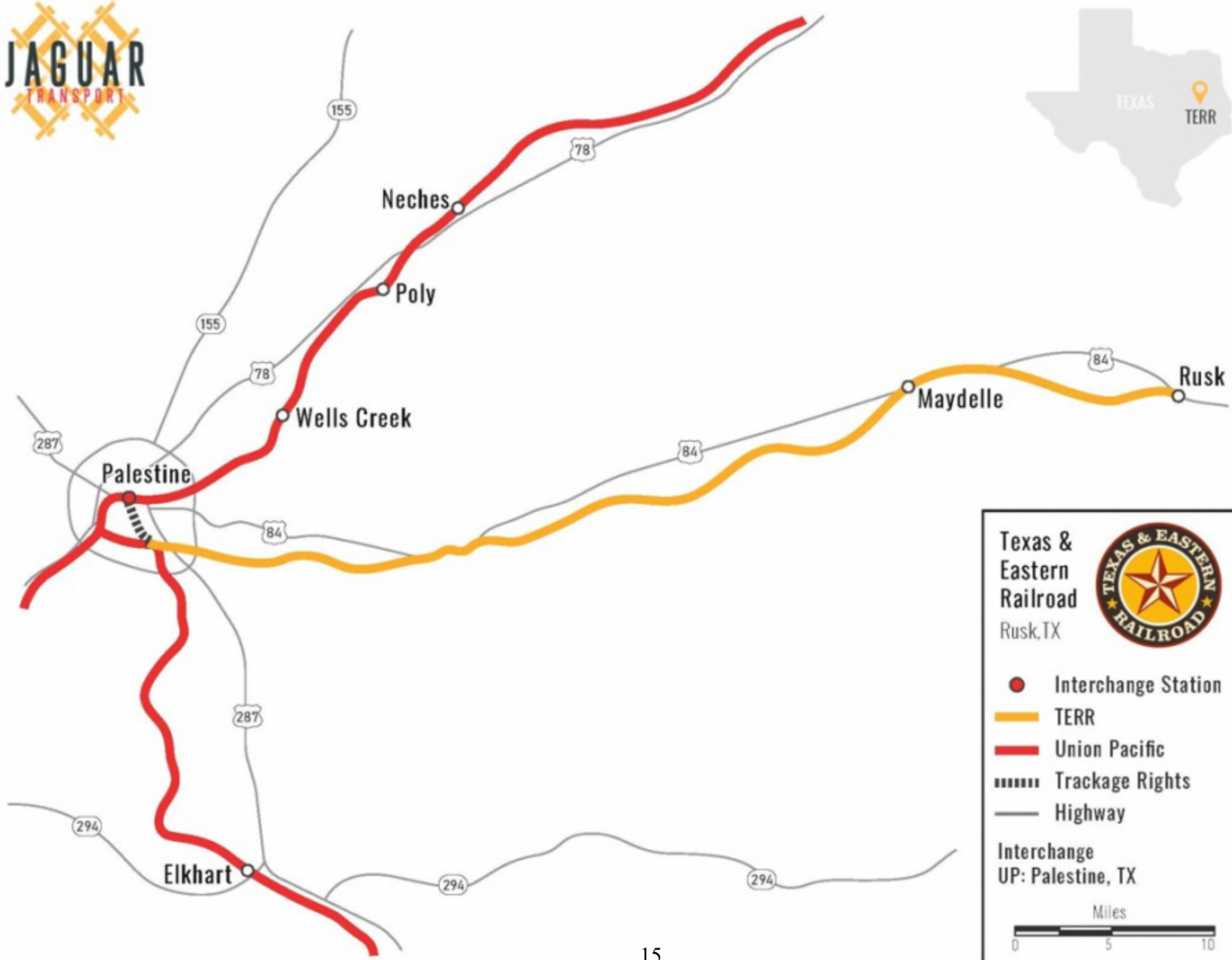


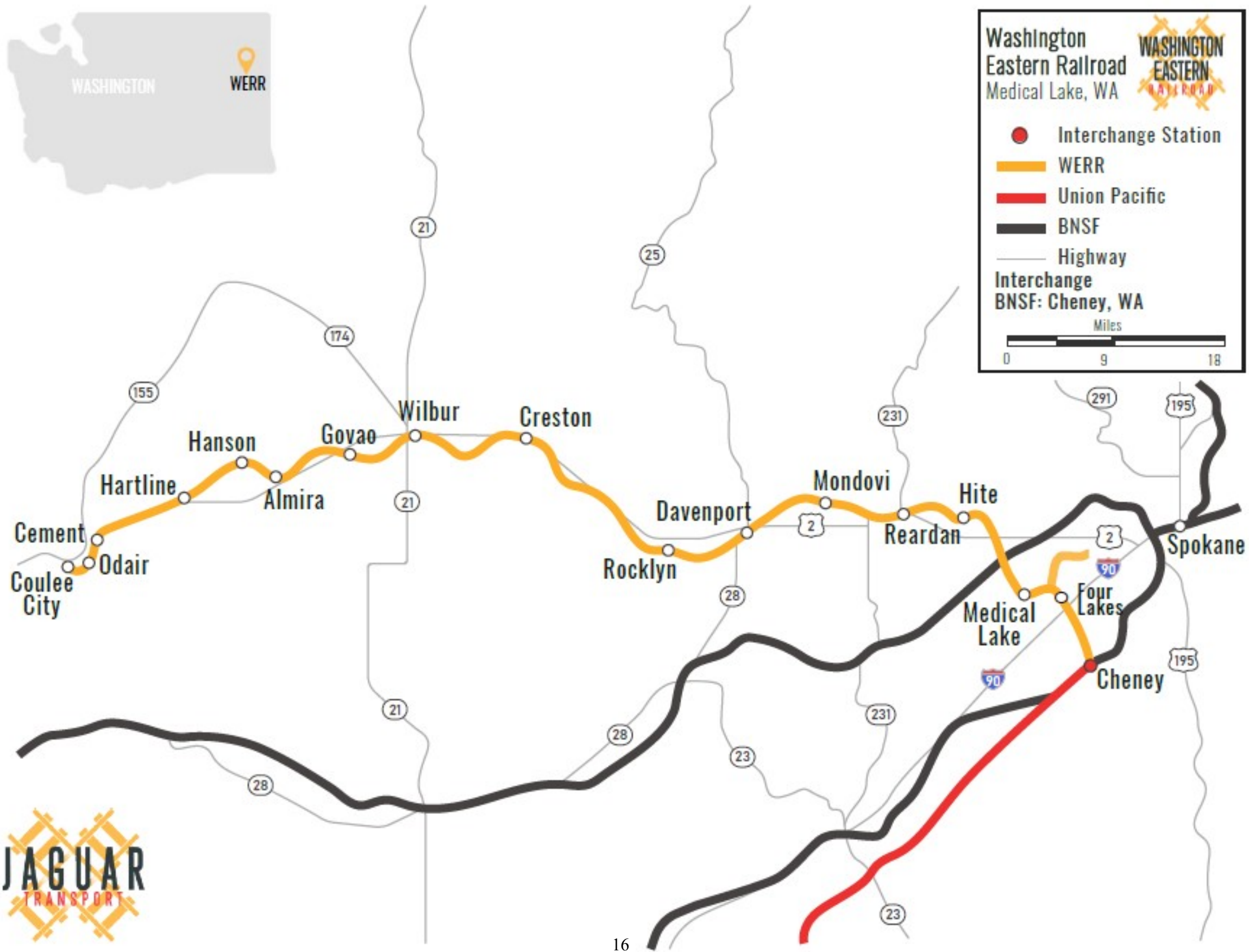


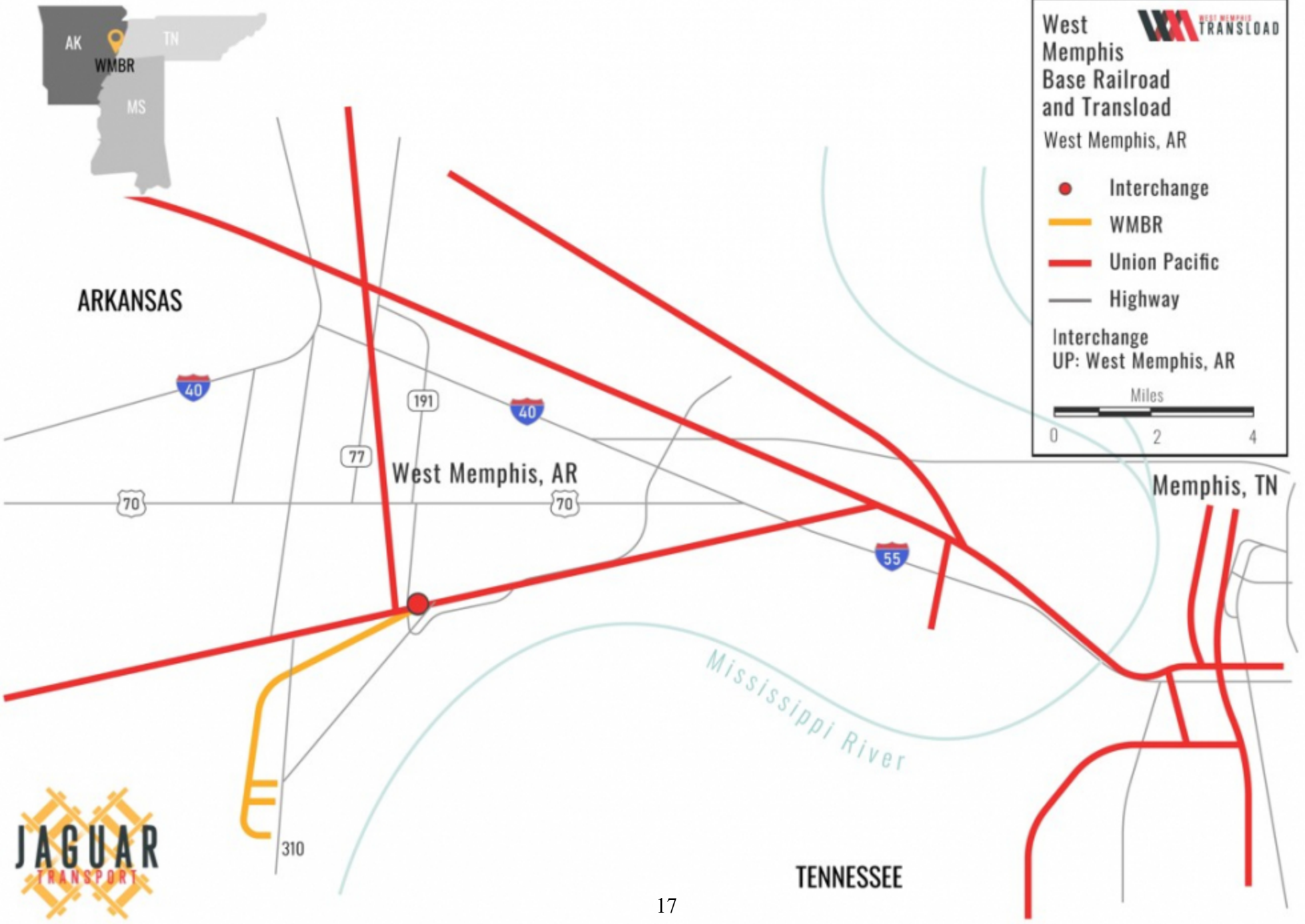


SOUTHWESTERN RAILROAD, INC. - SHATTUCK SUBDIVISION









BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36620

**OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL HOLDINGS, LLC
-- CONTINUANCE IN CONTROL EXEMPTION --
KINSTON RAILROAD, LLC**

VERIFICATIONS

VERIFICATION

I, Gavin Ingram, hereby verify under penalty of perjury under the laws of the United States that I am the Co-Head Private Markets Group, Managing Director and Global Head of Infrastructure of OPSEU Pension Plan Trust Fund (“OPTrust”), and that I am an officer duly designated to verify this Notice of Exemption on behalf of OPTrust. I have knowledge of the matters contained herein as they pertain to OPTrust, and the statements made herein with respect to OPTrust are true and correct to the best of my knowledge, information and belief.



Gavin Ingram
Co-Head Private Markets Group, Managing
Director and Global Head of Infrastructure of
OPSEU Pension Plan Trust Fund

Dated: May 31, 2022

VERIFICATION

I, J. Stuart Towner, hereby verify under penalty of perjury that I am the Chief Executive Officer of Jaguar Transport Holdings, LLC (“JTH”), and am President of Jaguar Rail Holdings, LLC (“JRH”), and that I am an officer duly designated to verify this Notice of Exemption on behalf of JTH and JRH. I have knowledge of the matters contained herein as they pertain to JTH and JRH, and the statements made herein with respect to JTH and JRH are true and correct to the best of my knowledge, information and belief.



J. Stuart Towner
Chief Executive Officer, Jaguar Transport Holdings, LLC
and
President, Jaguar Rail Holdings, LLC

Dated: May 31, 2022