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Office of Proceedings
December 28, 2023
Part of
Public Record

Michael Olender

Principal
Pioneer Rail and Transload of El Reno, Oklahoma,
A Division of Pioneer Storage Company LLC
1200 N Grand Avenue
El Reno, OK 73036

December 28, 2023

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: James K. Perry and W. Stinson Dean
– Continuance in Control Exemption –
Pioneer Rail and Transload of El Reno,
Oklahoma, a Division of Pioneer Storage
Company LLC
Surface Transportation Board Finance Docket ~~FD 36749~~ FD 36752

Dear Ms. Brown:

Enclosed for filing in the above referenced docket is a verified notice of exemption filed pursuant to 49 C.F.R. § 1180.2(d)(2). The filing fee has been paid via pay.gov.

Sincerely,

FILED
December 28, 2023
SURFACE TRANSPORTATION BOARD

Michael Olender
Principal
Pioneer Rail and Transload of El Reno, Oklahoma,
A Division of Pioneer Storage Company LLC

Enclosure

FEE RECEIVED
December 28, 2023
SURFACE TRANSPORTATION BOARD

Before the
SURFACE TRANSPORTATION BOARD
FD 36752
STB Docket No. FD ~~36749~~

**JAMES K. PERRY AND W. STINSON DEAN
– CONTINUANCE IN CONTROL EXEMPTION –
PIONEER RAIL AND TRANSLOAD OF EL
RENO, OKLAHOMA, A DIVISION OF
PIONEER STORAGE COMPANY LLC**

NOTICE OF EXEMPTION

(contains color images)

Michael Olender
Pioneer Rail and Transload of El Reno, Oklahoma,
a Division of Pioneer Storage Company LLC
1200 N Grand Avenue
El Reno, OK 73036
(727) 366-6658
Michael@PioneerRT.com
Principal

Dated: December 28, 2023

Before the
SURFACE TRANSPORTATION BOARD
FD 36752
STB Docket No. FD ~~36749~~

**JAMES K. PERRY AND W. STINSON DEAN
– CONTINUANCE IN CONTROL EXEMPTION –
PIONEER RAIL AND TRANSLOAD OF EL
RENO, OKLAHOMA, A DIVISION OF
PIONEER STORAGE COMPANY LLC**

NOTICE OF EXEMPTION

James K. Perry and W. Stinson Dean (“Pioneer Owners”), a non-carrier, files this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) to exempt from the provisions of 49 U.S.C. §11323 their continuance in control (by majority ownership) of Pioneer Rail and Transload of El Reno, Oklahoma (“PRTO”), through their ownership of Pioneer Storage Company LLC (“PSCO”) a non-carrier, when PRTO becomes a common carrier. Pioneer Owners currently have indirect control of Pioneer Rail and Transload of Hawthorne, Florida (“PRTF”) through their ownership of Pioneer Storage Company of Florida, LLC (“PSCF”). PRTF is a Class III carrier, pending final decision by STB.¹

PRTO, a non-carrier, has filed a notice of exemption to enter into an operating agreement to operate on behalf of PSCO the line described below and shown on Exhibit A (the “Subject Line”) in the State of Oklahoma. *See Pioneer Rail and Transload of Oklahoma – Operation Exemption – Canadian County, a division of Pioneer Storage Company LLC* STB Docket No. FD 36749, filed contemporaneously with this Notice of Exemption. Under the proposed transaction, PRTO will

¹ *Pioneer Storage Company of Florida, LLC – Operation Exemption – Pioneer Rail and Transload of Hawthorne, Florida*, STB Docket No. FD 36748 (served Dec. 21, 2023). Pioneer Rail and Transload of Hawthorne, Florida is a division of Pioneer Storage Company of Florida, LLC or PSCF, owned by James K Perry and W. Stinson Dean. James K Perry and W. Stinson Dean have owned Pioneer Storage Company of Florida, LLC since its formation.

enter into an agreement to operate the Subject Line on behalf of its corporate affiliate PSCO which owns the Subject Line. The Subject Line is the only line owned or to be operated by the PSCO corporate family and, therefore, it does not connect with any other railroads in the corporate family, nor is the continuance in control of PSCO part of a series of anticipated transactions that would connect the Subject Line with any other carriers in PSCO's corporate family. The proposed transaction does not involve a Class I railroad. Accordingly, this transaction qualifies for the class exemption described in 49 C.F.R.

§1180.2(d)(2).²

Required Information

In accordance with the provisions of 49 C.F.R. 1180.4(g), Grube provides the following information as required by 49 C.F.R. §1180.6(a)(1)(i)-(iii), (a)(5), (a)(6), and (a)(7)(ii):

1180.6(a)(1)

(i) The proposed transaction as described above involves Pioneer Owners' continuance in control (by majority ownership) of PRTO, and PSCO, a non-carrier, when PRTO becomes the contract operator of the Subject Line. Upon the commencement of operations, PRTO will be a Class III carrier. Because Pioneer Owners indirectly controls another carrier, their continuance in control of PRTO when PRTO becomes a carrier requires authorization under 49 U.S.C. §11323(a)(5) or an exemption therefrom.

² See *Oregon International Port of Coos Bay – Continuance in Control Exemption – Coos Bay Rail Line, Inc.*, STB Docket No. 36242 (served Nov. 14, 2018) (finding the exemption applicable in a similar situation where the owner of a rail line sought an exemption to continue in control of a newly formed carrier that would operate its rail line).

The full name and address of the applicant is: Pioneer Rail and Transload of El Reno, Oklahoma, a Division of Pioneer Storage Company, LLC, 1200 N Grand Avenue, El Reno, OK 73036.

The name, address and telephone number of Pioneer Owners' counsel who should receive correspondence is:

Renner Jantz
Legal Counsel
1200 N Grand Avenue
El Reno, OK 73036
(405) 326-6976
Info@PioneerRT.com
Attorney for James K. Perry and W. Stinson Dean

- (ii) PRTTO is filing its notice of exemption for the Subject Line described as Union Pacific railroad Track #/ID 707, Circ 7: HM403, Yard 1, Mile Post: 514.5, Oklahoma City. Length of Rail:8,530 ft, 4 switches. STB Docket No. FD 36749.

PRTTO expects to commence its operation after its exemption becomes effective on January 21, 2024.

(iii) The purpose of the transaction is to allow Pioneer Owners, a non-carrier, to continue in their ownership control of PRTTO when PRTTO begins to operate as a carrier. The continuance in control will allow PRTTO to take advantage of the administrative, financial, and marketing support that Pioneer Owners and the other entities they control can provide while adding the operational experience that the other members of PRTTO can provide to the operation of PSCO's Subject Line. Thus, promoting the ability of PRTTO to operate on behalf of PSCO to provide safe and efficient service to its shippers.

1180.6(a)(5)

PRTTO will operate solely in the State of Oklahoma.

1180.6(a)(6)

A map showing the Subject Line to be operated by PRTTO and owned by PSCO is attached as Exhibit A.

1180.6(a)(7)(ii)

There is no agreement covering the common control PRTF and PRTTO, or the continuance in control of entities by Pioneer Owners.

Labor Protection

Pursuant to 49 U.S.C. §11326(c), approval of this transaction may not be subject to labor protection because the proposed transaction involves only Class III carriers (PRTF and PRTTO), pending final decisions by STB.

Interchange Commitment

Pioneer Owners certifies that the proposed continuance in control transaction does not impose or include an interchange commitment.

Environmental and Historic Reports

The proposed operational exemption involves only the continuance in control of a non-carrier when it becomes a carrier, and will not affect the level of operations on the Subject Line to be operated by PRTO on behalf of PSCO, which is the only rail line operated by the railroads in Pioneer Owners' corporate family. As such, the proposed transaction should be exempt from the Board's environmental reporting requirements pursuant to 49 C.F.R. §1105.6(c)(2)(ii). Further, the proposed transaction is exempt from the historic preservation reporting requirements since the proposed acquisition of control will not substantially change the level of operations over, or maintenance of, the Subject Line to be operated by PRTO on behalf of PSCO. *See* 49 C.F.R. §1105.8(b)(3).

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Conclusion

For the foregoing reasons, Pioneer Owners requests that the Board issue a notice of exemption pursuant to 49 C.F.R. §1180.2(d)(2).

Respectfully submitted,

Michael Olender
Pioneer Rail & Transload of El Reno, Oklahoma,
a Division of Pioneer Storage Company,
LLC
1200 N Grand Avenue
El Reno, OK 73036
(727) 366-6658
Michael@PioneerRT.com
Principal

Dated: December 28, 2023

EXHIBIT A

MAP OF THE PSCO / PRTO SUBJECT LINE

CANADIAN COUNTY RAILROAD



Pioneer Rail & Transload
1200 N Grand Ave. El Reno, OK 73036

Union Pacific Railroad Track ID 707,
Circ 7: HM403, Yard 1, Mile Post:514.5

Length of Rail: 8,530 feet; 4 switches

VERIFICATION

I, Michael Olender, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on December 28, 2023.

Michael Olender, Principal