

BEFORE THE
SURFACE TRANSPORTATION BOARD

300749

ENTERED
Office of Proceedings
June 16, 2020
Part of
Public Record

DOCKET NO. FD 36416

TFG TRANSPORT, LLC
- ACQUISITION EXEMPTION -
DECATUR CENTRAL RAILROAD, LLC

**VERIFIED NOTICE OF EXEMPTION OF
TFG TRANSPORT, LLC
PURSUANT TO 49 C.F.R. § 1150.31(A)(3)**

Deanna S. Mool
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Attorney for TFG TRANSPORT, LLC

Dated June 16, 2020

FILED
June 16, 2020
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**VERIFIED NOTICE OF EXEMPTION OF
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PURSUANT TO 49 C.F.R. § 1150.31(A)(3)**

Pursuant to 49 C.F.R., part 1150, subpart D, TFG TRANSPORT, LLC (“TFGT”), currently a non-carrier, hereby files this Verified Notice of Exemption to acquire from Decatur Central Railroad, LLC (“DCRR”), a Colorado limited liability company, a railroad line (the “Line”) extending roughly sixteen miles from Cisco, Illinois to Decatur, Illinois.

In accordance with the requirements of 49 C.F.R. § 1150.33, TFGT submits the following information:

Name and Address of Application: 49 C.F.R. § 1150.33(a)

The full name and address of the applicant herein is as follows:

TFG TRANSPORT, LLC, a wholly owned subsidiary of
Topflight Grain Cooperative, Inc.
420 W. Marion
Monticello, IL 61856

Applicant’s Representative: 49 C.F.R. § 1150.33(b)

TFG TRANSPORT’s representative to whom correspondence regarding this transaction should be sent is as follows:

Deanna S. Mool
Heyl, Royster, Voelker & Allen
3731 Wabash Avenue
PO Box 9678
Springfield, IL 62791-9678
(217) 522-8822, ext. 2236
dmool@heyloyster.com

Statement Concerning Agreement: 49 C.F.R. § 1150.43(c)

Topflight Grain Cooperative, Inc., (“Topflight”) and OmniTRAX Holdings Combined, Inc., (Omni Member), being the sole members (“Members”) of DCRR have executed a Dissolution Agreement to dissolve the assets of DCRR and distribute the assets of DCRR. The Line is currently managed by OmniTRAX, a Colorado corporation (Manager). Pursuant to this Dissolution Agreement, TFGT (a wholly owned subsidiary of Topflight) will, among other things, acquire DCRR’s railroad track and appurtenant land assets, including the line, which consists of approximately sixteen route miles in length extending between Cisco, Illinois and Decatur, Illinois.

Operator of the Property: 49 C.F.R. § 1150.33(d)

TFGT will acquire the Line, and, in so doing, it will assume the associated common carrier obligations under federal law, including the obligation to provide rail service. No common carrier operations are currently conducted on the DCRR line. TFGT will provide service on the Line as needed through contractual arrangements with third party operators.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

The line begins at mile post 12.11 in Cisco, Illinois (Piatt County) and terminates at mile post 27.63 located in Decatur, Illinois. (Macon County). The Line is approximately sixteen (16) miles in length.

Topflight and Omni Member are the sole Members of DCRR. Topflight is the sole member and manager of TFGT. Currently, neither Topflight, nor TFGT, directly or indirectly owns any rail carrier holders other than Topflight's interest as a Member of DCRR.

The members intend to dissolve DCRR with each Member receiving a distribution of the assets such member originally contributed to DCRR in 2017¹. Topflight had been the owner of the subject line for many years, and used an operator, Decatur Junction Railway Company. Once the dissolution is accomplished, the subject line will be placed in a wholly-owned subsidiary of Topflight Grain Cooperative, Inc., namely TFG TRANSPORT, LLC, of which Topflight is the sole member and manager. Topflight currently has no rail carrier holdings other than its participation in the joint venture being dissolved.

Upon the dissolution of DCRR, the Line will be concurrently distributed from DCRR to Topflight and contributed from Topflight to TFGT, so that once the dissolution of DCRR is completed, ownership of the Line will be vested in TFGT.

Under the terms of the Dissolution Agreement, the parties plan to consummate the proposed transaction on or before July 17, 2020, or the date that is within ten (10) business days following the approval of this exemption.

The complete name and address of the entity transferring the subject line to TFGT is as follows:

Decatur Central Railroad, LLC
252 Clayton Street, 4th Floor
Denver, CO 80206

¹ See Finance Docket No. 36080, Decatur Central Railroad, LLC Change in Operator Exemption, Decatur Junction Railway Co., Docket No. 36080 (STB served January 30, 2017). Prior to the formation of DCRR, Topflight had been the owner of the Line for many years, during which period Decatur Junction Railway company operated the Line.

Map: 49 C.F.R. § 1150.33(f)

A map showing the Line and the surrounding area is attached as Exhibit A.

Certificate of Eligibility: 49 C.F.R. § 1150.33(g)

The required certification that TFGT projected revenues will not exceed those that would qualify it as a Class III carrier is included as part of Exhibit B. (Certification and Verification).

Interchange Commitments: 49 C.F.R. § 1150.33(h)

The proposed sale of the Line is not subject to any provision or agreement that would limit future interchange with a third-party connecting carrier. As it is, the Line connects to the line of a single carrier – Illinois Central Railroad Company. A certification regarding interchange commitments is included as part of the Certification and Verification appended hereto as Exhibit B.

Advance Notice: 49 C.F.R. § 1150.32(e)

The projected annual revenues for TFGT are not expected to exceed \$5 million. Accordingly, the advance notice provisions of Section 1150.31(e) are not applicable.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

Under 49 C.F.R. § 1105.6(c)(2), the proposed transaction is exempt from environmental reporting requirements. The transfer of the Line to TFGT will not result in significant changes in railroad operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

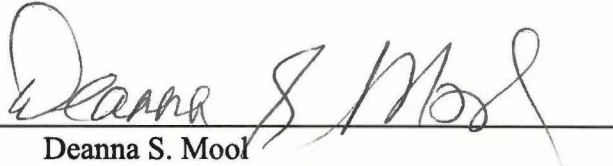
Under 49 C.F.R. § 1105.8(b)(1), the transaction also is exempt from historic preservation reporting requirements. TFGT is acquiring the Line for the purpose of continued rail operations and TFGT has no plans to abandon the Line or to discontinue common carrier service over it,

The subject transaction will not affect properties that are subject to the Surface Transportation Board's Jurisdiction and fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary in appropriate form is attached as Exhibit C.

Respectfully submitted,

By: 

Deanna S. Mool
Heyl, Royster, Voelker & Allen
3731 Wabash Avenue
PO Box 9678
Springfield, IL 62791-9678
(217) 522-8822, ext. 2236

Attorney for TFG TRANSPORT, LLC

Dated: June 16, 2020

EXHIBIT A



EXHIBIT B

CERTIFICATION AND VERIFICATION

I, DERRICK BRUHN, General Manager of Topflight Grain Cooperative, Inc. and Vice President of TFG TRANSPORT, LLC, hereby certify as follows:

1. The projected annual rail revenues of TFG TRANSPORT will not, as a consequence of the transaction proposed herein, result in TFG TRANSPORT becoming a Class II or a Class I rail carrier under the provisions of 49 C.F.R. § 1201(1 1).
2. The projected annual revenues of TFG TRANSPORT are not projected, as a result of the transaction proposed herein, to exceed \$5 million.
3. The line sale transaction that is the subject of the present Notice of Exemption proceeding does not involve any provision or agreement that would limit future interchange with a third-party connecting carrier.

I also hereby verify that (a) I have read the foregoing Notice of Exemption; (b) know the facts asserted therein; (c) the same are true as stated; and (d) that I am duly authorized to offer this certification and verification on behalf of TFG TRANSPORT.



DERRICK BRUHN
General Manager of Topflight Grain Cooperative, Inc. and
Vice President of TFG TRANSPORT, LLC.

Dated: June 16, 2020

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- ACQUISITION EXEMPTION -
DECATUR CENTRAL RAILROAD, LLC

TFG TRANSPORT, LLC ("TFGT"), a non-carrier, has filed a Verified Notice of Exemption to acquire from Decatur Central Railroad, LLC ("DCRR"), a railroad line extending from milepost 12.11 at Cisco, Illinois, a total of approximately sixteen route miles, along with appurtenant land and ancillary trackage.

The class exemption for this transaction will become effective as of July 17, 2020, and TFGT intends to consummate the subject transaction as of that date or very shortly thereafter.

Comments must be filed with the Board and served on:

Deanna S. Mool
Heyl, Royster, Voelker & Allen
3731 Wabash Avenue
PO Box 9678
Springfield, IL 62791-9678
(217) 522-8822, ext. 2236
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This Notice is filed under 49 C.F.R. § 1150.31(a)(3). If the 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 transaction.

Dated June ____, 2020

By the Board

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings

CERTIFICATE OF SERVICE

I certify that I have this day served copies of this document upon all parties of record in this proceeding by placing a copy in an envelope bearing proper prepaid postage and directed to the addresses indicated below, and depositing each envelope in the United States mail in Springfield, Illinois on June 16, 2020.

OmniTRAX, Inc.
c/o OmniTRAX, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

OmniTRAX Holdings Combined, Inc.
c/o OmniTRAX, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

Decatur Central Railroad
c/o OmniTRAX, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

June 16, 2020
Date

Dawn E. Capranica
Signature