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ENTERED
Office of Proceedings
June 29, 2022
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Public Record

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June 29, 2022

VIA ELECTRONIC FILING

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

Re: **FD 36625**
Omni River Ridge, LLC d/b/a River Ridge Railroad–
Operation Exemption – In Clark County, Ind.

FD 36626
OmniTRAX Holdings Combined, Inc., and
HGS Railway Holdings, Inc. – Control Exemption –
Omni River Ridge, LLC d/b/a River Ridge Railroad

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceedings are an **Individual Petition for Exemption of Omni River Ridge, LLC d/b/a River Ridge Railroad, Pursuant to 49 C.F.R. Part 1150, subpart D**, and a **Notice of Exemption of OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc., Pursuant to 49 C.F.R. § 1180.2(d)(2)**, dated June 29, 2022. Payment in the amount of \$3,600, representing the appropriate fees for these filings (\$2,100 and \$1,500, respectively), has been tendered electronically via Pay.gov.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,

R. A. Wimbish

Robert A. Wimbish
Attorney for Omni River Ridge, LLC d/b/a River
Ridge Railroad, OmniTRAX Holdings Combined,
Inc., and HGS Railway Holdings, Inc.

FEE RECEIVED

June 29, 2022

SURFACE**TRANSPORTATION BOARD**

FILED
June 29, 2022
SURFACE
TRANSPORTATION BOARD

RAW:ah
Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36626

OMNITRAX HOLDINGS COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD

**VERIFIED NOTICE OF EXEMPTION OF
OMNITRAX HOLDINGS COMBINED, INC., AND
HGS RAILWAY HOLDINGS, INC.
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

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

**ATTORNEY FOR OMNITRAX HOLDINGS
COMBINED, INC., AND HGS RAILWAY
HOLDINGS, INC.**

Dated: June 29, 2022

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36626

OMNITRAX HOLDINGS COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD

**VERIFIED NOTICE OF EXEMPTION OF
OMNITRAX HOLDINGS COMBINED, INC., AND
HGS RAILWAY HOLDINGS, INC.
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

OmniTRAX Holdings Combined, Inc. (“OmniTRAX”), and HGS Railway Holdings, Inc. (“HGS”) – collectively, “Omni-HGS” – hereby file this notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of Omni River Ridge, LLC d/b/a River Ridge Railroad (“RRR”) once RRR is authorized to commence, and commences, common carrier operations.¹ RRR, currently a non-carrier entity controlled by OmniTRAX, recently acquired and currently owns a railroad logistics facility in Jeffersonville, Clark County, Indiana, which has been known in recent years as the River Ridge Commerce Center (the “Commerce Center”). The Commerce Center’s track assets (the “Track”) historically have been used in non-common carrier railroad service. RRR concurrently has filed a notice of exemption pursuant to 49 C.F.R. § 1150.31, *et seq.*, to commence common carrier operations within the Commerce Center

¹ OmniTRAX and HGS are under joint managerial and operational control. *See OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc.—Control Exemption—The Winchester and Western Railroad Company*, FD 36338 (STB served Aug. 22, 2019) (“*Winchester and Western*”), 1; and *see also HGS Ry. Holdings, Inc.—Continuance in Control Exemption—HGS-FCR, LLC*, FD 36180 (STB served May 23, 2018), 2-3 n.3.

pursuant to *Omni River Ridge, LLC – Operation Exemption – in Clark County, Ind.*, FD 36625 (“*Omni River Ridge*”).

The Track over which RRR seeks authorization to operate as a common carrier via the aforementioned FD 36625 proceeding does not connect with the lines of any of the existing rail carriers controlled by OmniTRAX or by HGS. In addition, this control transaction is not part of a series of anticipated transactions that would result in such a connection among any of the carriers under OmniTRAX’ or HGS’ control. Nor does this proposed control transaction involve a Class I carrier. Accordingly, Omni-HGS’ proposal to control RRR once it becomes a railroad common carrier qualifies for the class exemption at 49 C.F.R. § 1180.2(d)(2).

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

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

OmniTRAX is a non-carrier holding company that controls the following 20 Class III rail carriers (the “OmniTRAX Railroads”):

Alabama & Tennessee River Railway, LLC
Brownsville & Rio Grande International Railway, LLC
Central Texas & Colorado River Railway, LLC
Chicago Rail Link, L.L.C.
Cleveland & Cuyahoga Railway, LLC
Fulton County Railway, LLC
Georgia & Florida Railway, LLC
Georgia Woodlands Railroad, L.L.C.
Great Western Railway of Colorado, L.L.C.
Illinois Railway, LLC
Kettle Falls International Railway, LLC
Manufacturers’ Junction Railway, L.L.C.
Nebraska, Kansas and Colorado Railway, LLC
The Newburgh & South Shore Railroad, LLC
Northern Ohio & Western Railway, L.L.C.
Panhandle Northern Railroad, L.L.C.
Peru Industrial Railroad, LLC
Sand Springs Railway Company

Stockton Terminal and Eastern Railroad
The Winchester and Western Railroad Company

See Winchester and Western, 1, n. 2.

HGS is also a non-carrier holding company, and it controls two Class III railroads: HGS-ATN, LLC, and HGS-FCR, LLC.

RRR is a non-carrier entity controlled by OmniTRAX. As set forth in the class exemption filing in *Omni River Ridge*, RRR proposes to commence common carrier service over certain track (the Track) located within the Commerce Center, which trackage RRR recently acquired from River Ridge Development Authority, also a non-carrier. The rail lines of OmniTRAX' and HGS' existing rail carrier holdings will not connect to any railroad lines to be operated by RRR. Omni-HGS proposes to exercise common control of RRR and the other carriers in the OmniTRAX and HGS corporate family once RRR commences common carrier operations pursuant to authority sought in FD 36625.

The full name and address of the Applicants herein is:

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

HGS Railway Holdings, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

Any questions concerning this notice should be sent to the representative of Omni-HGS at the following address:

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

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

Pursuant 49 C.F.R. § 1180.4(g)(1), Omni-HGS intend to continue in control of RRR, once RRR becomes a railroad common carrier on or after the effective date of the exemption in Omni River Ridge, expected to be on or after July 29, 2022.

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

Omni-HGS intend to reduce overhead expenses, coordinate billing, maintenance, mechanical and personnel policies and practices of their rail carrier subsidiaries and thereby improve the overall efficiency of rail service provided by the railroads in the OmniTRAX and HGS corporate family.

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

RRR will operate as a common carrier over railroad property in Indiana.

OmniTRAX' existing rail carrier holdings own and/or operate over railroad property located in the following states:

Alabama & Tennessee River Railway, LLC: Alabama
Brownsville & Rio Grande International Railway, LLC: Texas
Central Texas & Colorado River Railway, LLC: Texas
Chicago Rail Link, L.L.C.: Illinois
Cleveland & Cuyahoga Railway, LLC: Ohio
Fulton County Railway, LLC: Georgia
Georgia & Florida Railway, LLC: Georgia, Florida
Georgia Woodlands Railroad, L.L.C.: Georgia
Great Western Railway of Colorado, L.L.C.: Colorado
Illinois Railway, LLC: Illinois
Kettle Falls International Railway, LLC: Washington (and British Columbia, Canada)

Manufacturers' Junction Railway, L.L.C.: Illinois
Nebraska, Kansas & Colorado Railway, LLC: Nebraska, Kansas,
Colorado
The Newburgh & South Shore Railroad, LLC: Ohio
Northern Ohio & Western Railway, L.L.C.: Ohio
Panhandle Northern Railroad, L.L.C.: Texas
Peru Industrial Railroad, LLC: Illinois
Sand Springs Railway Company: Oklahoma
Stockton Terminal and Eastern Railroad: California
Winchester & Western Railroad Company: New Jersey, Maryland,
Virginia and West Virginia

HGS' existing rail carrier holdings (each of which is a non-operating owner of railroad lines operated by other carriers) own railroad property located in the following states:

HGS-ATN, LLC: Alabama
HGS-FCR, LLC: Georgia

Map - Exhibit 1: 49 C.F.R. § 1180.6(a)(6)

A map of the Track to be operated by RRR and a system map of the rail lines currently owned and/or operated by OmniTRAX rail carrier holdings and HGS rail carrier holdings are attached hereto as Exhibits A-1 and A-2, respectively.

Agreement - Exhibit 2: 49 C.F.R. § 1180.6(a)(7)(ii)

OmniTRAX already owns and controls RRR, currently a non-carrier. No additional agreement is contemplated or necessary for Omni-HGS to control RRR once RRR becomes a common carrier.

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

Pursuant to 49 U.S.C. § 11326(c), no employee protective conditions may be imposed on this transaction. Each of OmniTRAX' and HGS' existing railroad subsidiaries is currently a Class III rail carrier, and RRR will be a Class III carrier upon commencing operations.

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. Omni-HGS' control of RRR 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), Omni-HGS' proposed control of RRR also is exempt from historic preservation reporting requirements. The control 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 that is the subject of this proceeding does not itself authorize or encompass the acquisition or operation of a rail line. Accordingly, the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. However, RRR is under not subject to any contractual arrangements that would limit RRR's ability or right to interchange of traffic with a third-party connecting carrier.

Respectfully submitted,

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

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

**ATTORNEY FOR OMNITRAX
HOLDINGS COMBINED, INC., AND HGS
RAILWAY HOLDINGS, INC.**

Dated: June 29, 2022

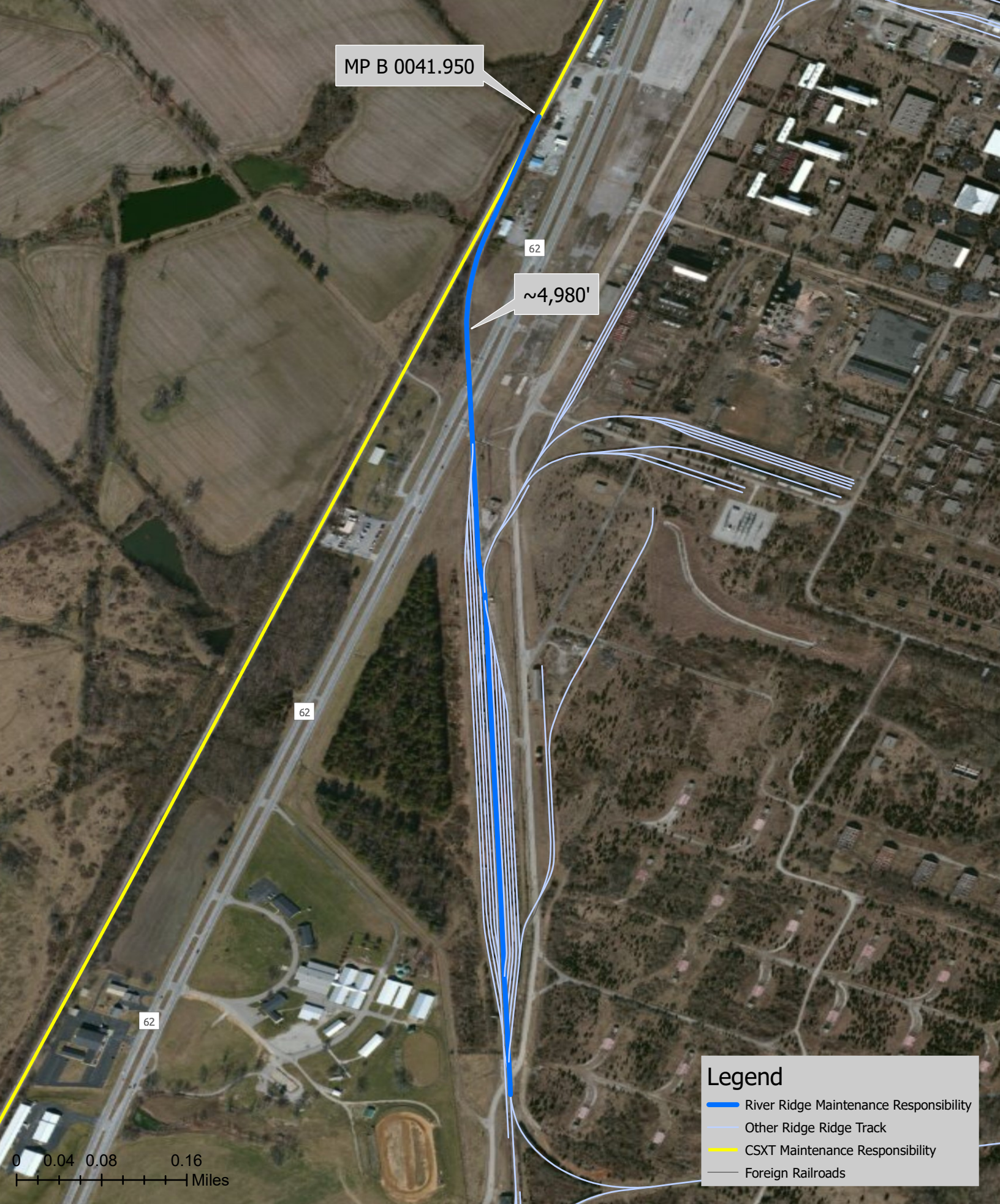
**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36626

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-- CONTINUANCE IN CONTROL EXEMPTION --
OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD**

EXHIBIT A-1

**MAP OF OMNI RIVER RIDGE, LLC D/B/A
RIVER RIDGE RAILROAD**



MP B 0041.950

62

~4,980'

62

62

0 0.04 0.08 0.16
Miles

Legend

- River Ridge Maintenance Responsibility
- Other Ridge Ridge Track
- CSXT Maintenance Responsibility
- Foreign Railroads

River Ridge Mainline Maintenance Responsibility

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EXHIBIT A-2

**SYSTEM MAP OF OMNITRAX HOLDINGS
COMBINED, INC., AND HGS RAILWAY
HOLDINGS, INC. RAILROADS**



KFR Kettle Falls International Railway

STE Stockton Terminal and Eastern Railroad

GWR Great Western Railway of Colorado

NKCR Nebraska, Kansas and Colorado Railway

PNR Panhandle Northern railroad

SS Sand Springs Railway Company

CTXR Central Texas & Colorado River Railroad

BRG The Brownsville & Rio Grande International Railway

CRL Chicago Rail Link

MJ Manufacturers' Junction Railway

PIR Peru Industrial Railroad

IR Illinois Railway

NSR Newburgh & South Shore Railroad

CCRL Cleveland and Cuyahoga Railway

CHB Cleveland Port Railway

NOW Northern Ohio & Western Railway

ATN Alabama & Tennessee River Railway
Line owned by HGS-ATN, LLC

GWRC Georgia Woodlands Railroad

GFRR Georgia and Florida Railway

FCR Fulton County Railway
Line owned by HGS-FCR, LLC

Winchester, WV/NJ Winchester & Western Railroad

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VERIFICATION

VERIFICATION

I, John G. Spiegleman, being duly sworn, deposes and says that he is Chief Legal Officer and General Counsel of OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc., that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.



John G. Spiegleman

Dated: June 28, 2022