

LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LASALLE STREET - SUITE 1666
CHICAGO, ILLINOIS 60604-1228
TELEPHONE (312) 236-0204
mcfarland@aol.com

ENTERED

Office of Proceedings

February 25, 2019

Part of

Public Record

THOMAS F. MCFARLAND

February 25, 2019

By UPS overnight mail
(Monday delivery)

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

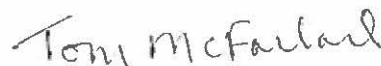
Re: Finance Docket No. 36271, *Walking Horse Railroad, LLC -- Change of
Operators Exemption -- Walking Horse and Eastern Railroad Company, Inc.*

Dear Ms. Brown:

Hereby transmitted is the original and 10 copies of a Verified Notice Of Exemption
Under 49 C.F.R. § 1150.31 for filing with the Board in the above referenced matter.

Also enclosed is a check in the amount of \$7,500 to cover the filing fees for Finance
Docket No. 36269 (\$2,000), Finance Docket No. 36270 (\$2,000), Finance Docket No. 36271
(\$2,000), and Finance Docket No. 36272 (\$1,500).

Very truly yours,



Thomas F. McFarland
Attorney for Applicant

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FEE RECEIVED
February 25, 2019
SURFACE
TRANSPORTATION BOARD

FILED
February 25, 2019
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

WALKING HORSE RAILROAD, LLC --)
CHANGE OF OPERATORS) FINANCE DOCKET
EXEMPTION -- WALKING HORSE AND) NO. 36271
EASTERN RAILROAD COMPANY, INC.)



VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31

WALKING HORSE RAILROAD, LLC
1575 North Green Mount Road, Suite 300
P.O. Box 99
O'Fallon, IL 62269

Applicant

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1666
Chicago, IL 60604-1228
(312) 236-0204 (office)
mcfarland@aol.com

Attorney for Applicant

Date Filed: February 25, 2019

BEFORE THE
SURFACE TRANSPORTATION BOARD

WALKING HORSE RAILROAD, LLC --	)	
CHANGE OF OPERATORS	)	FINANCE DOCKET
EXEMPTION -- WALKING HORSE AND	)	NO. 36271
EASTERN RAILROAD COMPANY, INC.	)	



**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to the class exemption at 49 C.F.R. § 1150.31(a)(3), *et seq.*, WALKING HORSE RAILROAD, LLC (WHRR), hereby provides notice of its exemption from 49 U.S.C. § 10901 for a change of operators wherein it will replace Walking Horse and Eastern Railroad Company, Inc. (WHOE) as operator of a rail line that extends between Milepost No. 0.0, being a point of connection to CSX Transportation, Inc. (CSX) at or near Wartrace, and Milepost No. 7.9, the end of track at or near Shelbyville, a distance of approximately 7.9 miles, in Bedford County, Tennessee.

The rail line is owned by Bedford County Rail Authority (BCRA), which consents to the proposed change of operators.

This Notice of Exemption is related to Finance Docket No. 36272, being filed concurrently, wherein The Gregory B. Cundiff Trust, The Connie Cundiff Trust, Ironhorse Resources, Inc., and CGX, Inc. are providing notice of their class exemption from 49 U.S.C. § 11323 for their continuance in control of WHRR when WHRR becomes a rail carrier in this Docket.

WHRR hereby certifies that it has provided notice of the prospective change of operators to all shippers on the rail line, as required by 49 C.F.R. § 1150.32(b).

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

Applicant is WALKING HORSE RAILROAD, LLC (WHRR), 1575 North Green Mount Road, Suite 300, P.O. Box 99, O'Fallon, IL 62269.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

Applicant's representative is Thomas F. McFarland, Thomas F. McFarland, P.C. 208 South LaSalle Street, Suite 1666, Chicago, IL 60604-1228, ph (312) 236-0204, mcfarland@aol.com.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement has been reached between BCRA, WHRR and WHOE for a change of operators on the rail line from WHOE to WHRR.

(d) The operator of the property;

The operator of the property will be WHRR.

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject operating authority,

The entity transferring the rail line to WHRR is WHOE, 104 East Depot Street, Suite 200, Shelbyville, TN 37160-3961.

(2) The proposed time schedule for consummation of the transaction,

The transaction will be consummated no sooner than the 30th day after filing of this notice.

(3) The mile-posts of the subject property, including any branch lines, and

The Rail Line extends between Milepost No. 0.0, being a point of connection to CSX Transportation, Inc. (CSX) at or near Wartrace, and Milepost No. 7.9, the end of track at or near Shelbyville in Bedford County, Tennessee.

(4) The total route miles being acquired;

A total of approximately 7.9 miles of rail line will be acquired.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

Attached to this notice as Appendix 1 is a map on which the Rail Line is shown.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

Attached to this notice as Appendix 2 is a verification that WHRR's projected revenues do not exceed those that would qualify it as a Class III rail carrier.

VERIFICATION

The verification attached to this notice as Appendix 2 includes a verification of all facts contained in this notice.

REVENUES LESS THAN \$5 MILLION PER YEAR

The verification attached as Appendix 2 includes a verification that the projected revenues of WHRR will not exceed \$5 million per year.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2), no environmental documentation or report is required for the proposed transaction. Pursuant to 49 C.F.R. § 1105.8(b)(2), no historic documentation or report is required for the proposed transaction.

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), no labor protection is required for the proposed transaction.

CAPTION SUMMARY

Attached to this notice as Appendix 3 is a caption summary required by 49 C.F.R. § 1150.34.

LAND GRANT RIGHT-OF-WAY

Applicant is not aware of any land grant right-of-way in the Rail Line.

NO INTERCHANGE COMMITMENTS

The proposed transaction does not involve any interchange commitments.

CONCLUSION

WHEREFORE, the Board should publish notice of the exemption in the *Federal Register* within 16 days of its filing.

Respectfully submitted,

WALKING HORSE RAILROAD, LLC
1575 North Green Mount Road, Suite 300
P.O. Box 99
O'Fallon, IL 62269

Applicant

Thomas F. McFarland

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1666
Chicago, IL 60604-1228
(312) 236-0204 (ph)
mcfarland@aol.com

Attorney for Applicant

Date Filed: February 25, 2019



VERIFICATION

MATTHEW CUNDIFF, being duly sworn, states that he is an authorized representative of Walking Horse Railroad, LLC (WHRR); that he has read the foregoing Notice of Exemption; that the projected annual revenue of the rail line being operated by WHRR does not exceed \$5 million; that WHRR's projected revenues as a result of the proposed operation will not result in the creation of a Class I or Class II rail carrier; that the proposed operation does not involve any interchange commitment as defined in 49 C.F.R. § 1150.33(h); and that all allegations of fact contained in WHRR's Notice of Exemption are true and correct.

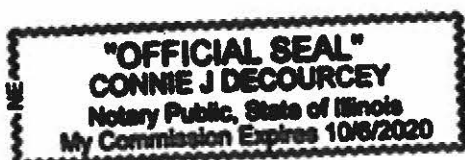

MATTHEW CUNDIFF

STATE OF ILLINOIS)
) SS:
COUNTY OF ST. CLAIR)

SUBSCRIBED and SWORN to before me
this 19th day of February, 2019.


Notary Public

My Commission expires: 10-6-2020



CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 36271)

**WALKING HORSE RAILROAD, LLC -- CHANGE OF OPERATORS EXEMPTION --
WALKING HORSE AND EASTERN RAILROAD COMPANY, INC.**

WALKING HORSE RAILROAD, LLC (WHRR), hereby provides notice of its exemption from 49 U.S.C. § 10901 for a change of operators wherein it will replace Walking Horse and Eastern Railroad Company, Inc. (WHOE) as operator of a rail line that extends between Milepost No. 0.0, being a point of connection to CSX Transportation, Inc. (CSX) at or near Wartrace, and Milepost No. 7.9, the end of track at or near Shelbyville, a distance of approximately 7.9 miles, in Bedford County, Tennessee.

This Notice of Exemption is related to Finance Docket No. 36272, The Gregory B. Cundiff Trust, The Connie Cundiff Trust, CGX, Inc., and Ironhorse Resources, Inc. -- Continuance in Control Exemption -- Tennessee Railroad Holdings, LLC; Sequatchie Valley Switching Company, LLC; and Walking Horse Railroad, LLC being filed concurrently, wherein The Gregory B. Cundiff Trust, The Connie Cundiff Trust, Ironhorse Resources, Inc., and CGX, Inc. are providing notice of their class exemption from 49 U.S.C. § 11323 for their continuance in control of WHRR when WHRR becomes a rail carrier in this Docket.

Any comments must be filed with the Board and must be served on applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1666, Chicago, IL 60604-1228, ph (312) 236-0204, mcfarland@aol.com.

This notice of exemption is filed under 49 C.F.R. § 1150.31. 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.

(SEAL)

By the Board