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February 3, 2025
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BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36835

OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL HOLDINGS, LLC
-- CONTINUANCE IN CONTROL EXEMPTION --
KANSAS CITY WEST BOTTOMS 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
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606-3208
rwimbish@fletcher-sippel.com
(312) 252-1500

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

Dated: February 3, 2025

FILED
February 3, 2025
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
February 3, 2025
SURFACE TRANSPORTATION BOARD

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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 Kansas City West Bottoms Railroad, LLC (“KCWB”), a non-carrier established by Jaguar to assume common carrier leasehold operations over railroad tracks owned by Union Pacific Railroad Company (“UP”).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, ten Class III railroads. Of the ten railroads currently under JTH’s indirect control, seven – Southwestern Railroad, Inc. (“SWRR”), Texas & Eastern Railroad, LLC (“TERR”), Wyoming and Colorado Railroad, Inc.

¹ *Kansas City West Bottoms Railroad, LLC – Operation Exemption with Interchange Commitment – Union Pacific Railroad Company, FD 36834 (“KCWB – Notice”).*

(“WYCO” – which also does business under the name “Oregon Eastern Railroad”), Missouri Eastern Railroad, LLC (“MER”), Charlotte Western Railroad, LLC (“CWRR”), Kinston Railroad, LLC (“KNR”), and Waterloo Railroad LLC (“WTRL”) – 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 indirectly controls West Memphis Base Railroad, L.L.C. (“WMBR”) through Jaguar Transport, LLC, a separate JTH subsidiary affiliated with JRH.³ WMBR, SWRR, TERR, WYCO, CVRR, WERR, MER, CWRR, KNR, and WTRL are collectively referred to herein as the “Jaguar Railroads.” KCWB is a directly-controlled non-carrier holding of JRH. KCWB will become a railroad common carrier upon the consummation of the transaction set forth in the concurrently-filed *KCWB – Notice*.

KCWB has executed a Lease Agreement with UP pursuant to which KCWB would assume the rights and obligations to provide railroad common carrier service over UP-owned track in Kansas City, Missouri as more specifically set forth in *KCWB – Notice*.

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

OPSEU Pension Plan Trust Fund
1 Adelaide St. East, Suite 2900
Toronto, Ontario M5C 3A7
Canada

Jaguar Transport Holdings, LLC
1027 South Main Street, Suite 403
Joplin, MO 64801

² See *OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC, and Jaguar Rail Holdings, LLC – Continuance in Control Exemption – Waterloo Railroad, LLC*, FD 36620 (STB served Aug. 23, 2024) (“*Jaguar Control*”).

³ *Id.*

Jaguar Rail Holdings, LLC
c/o Jaguar Transport Holdings, LLC
1027 South Main Street, Suite 403
Joplin, MO 64801

Jaguar's control of KCWB upon KCWB becoming a rail common carrier is not a transaction where: (a) KCWB would connect with any of the Jaguar Railroads; (b) Jaguar plans through the continuance of control of KCWB (once KCWB becomes a common carrier) to connect 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
rwimbish@fletcher-sippel.com
(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 KCWB upon KCWB's consummation of the transaction encompassed by *KCWB – Notice*, which is currently expected to occur on or after March 2, 2025.

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. CWRR's lines are located in North Carolina. KNR's lines are located in North Carolina. WTRL's lines are located in Iowa. KCWB's lines would be located in Missouri and Kansas.

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

Maps showing generally the location of KCWB 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 KCWB, currently a non-carrier. No agreement is contemplated or necessary for Jaguar to continue in control of KCWB 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 KCWB once KCWB 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.

Respectfully submitted,

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

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

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TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL
HOLDINGS, LLC**

Dated: February 3, 2025

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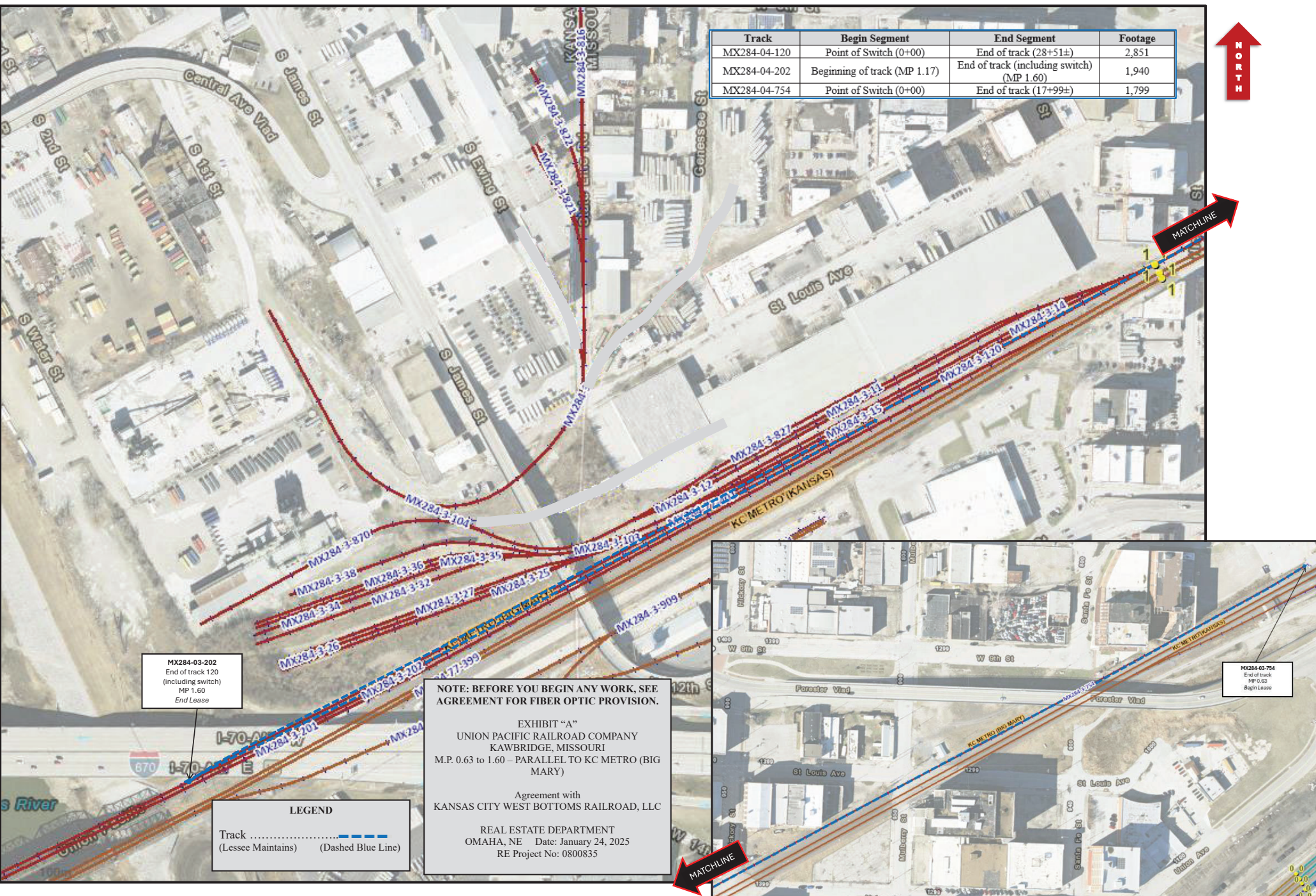
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EXHIBIT A

**MAPS OF THE JAGUAR RAILROADS
AND KANSAS CITY WEST BOTTOMS RAILROAD, LLC**

KANSAS CITY WEST BOTTOMS RAILROAD, LLC



Missouri Eastern Railroad

St. Louis, MO



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

Interchange

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



Oregon
Eastern
Railroad
Vale, OR

Interchange Station

OERR

Union Pacific

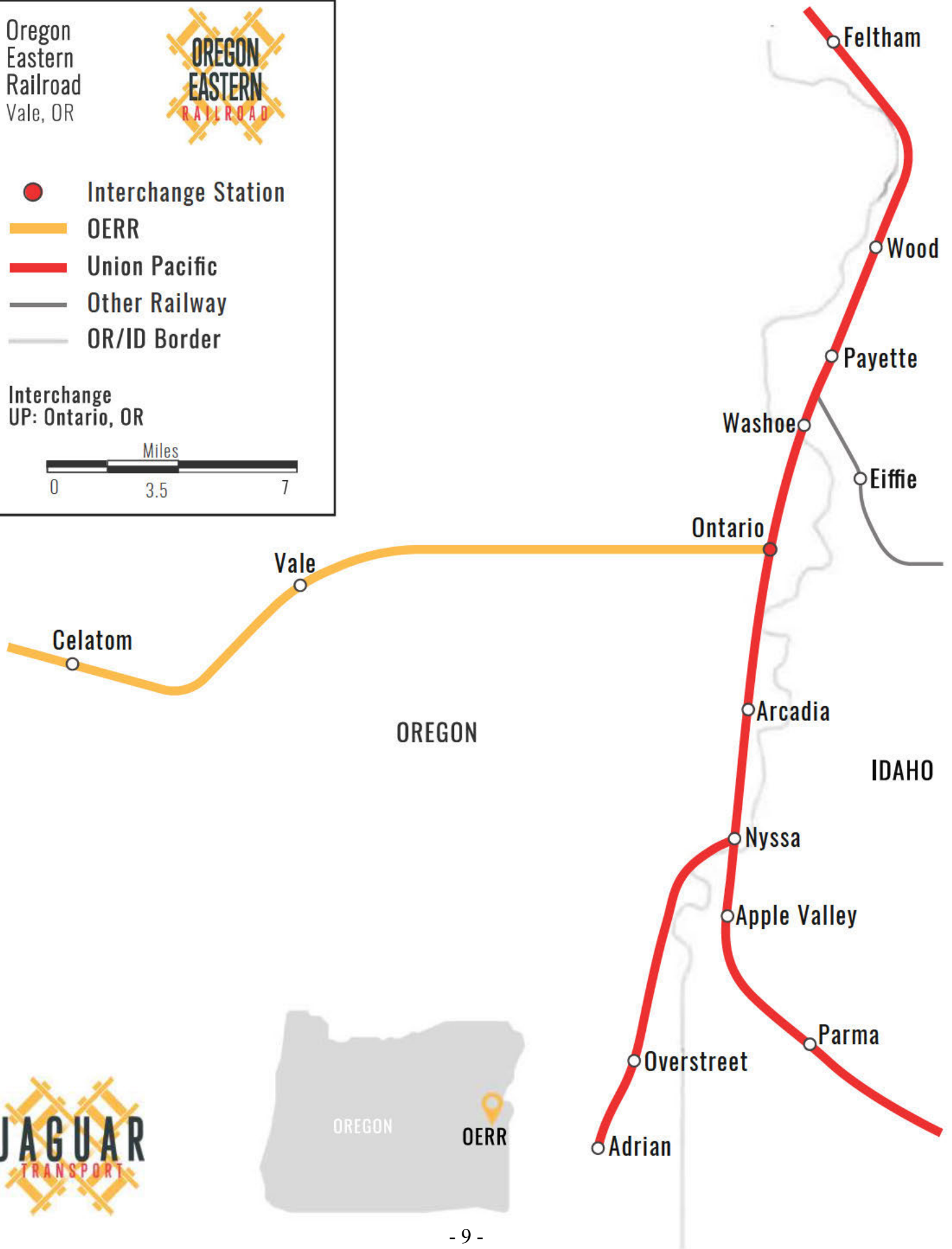
Other Railway

OR/ID Border

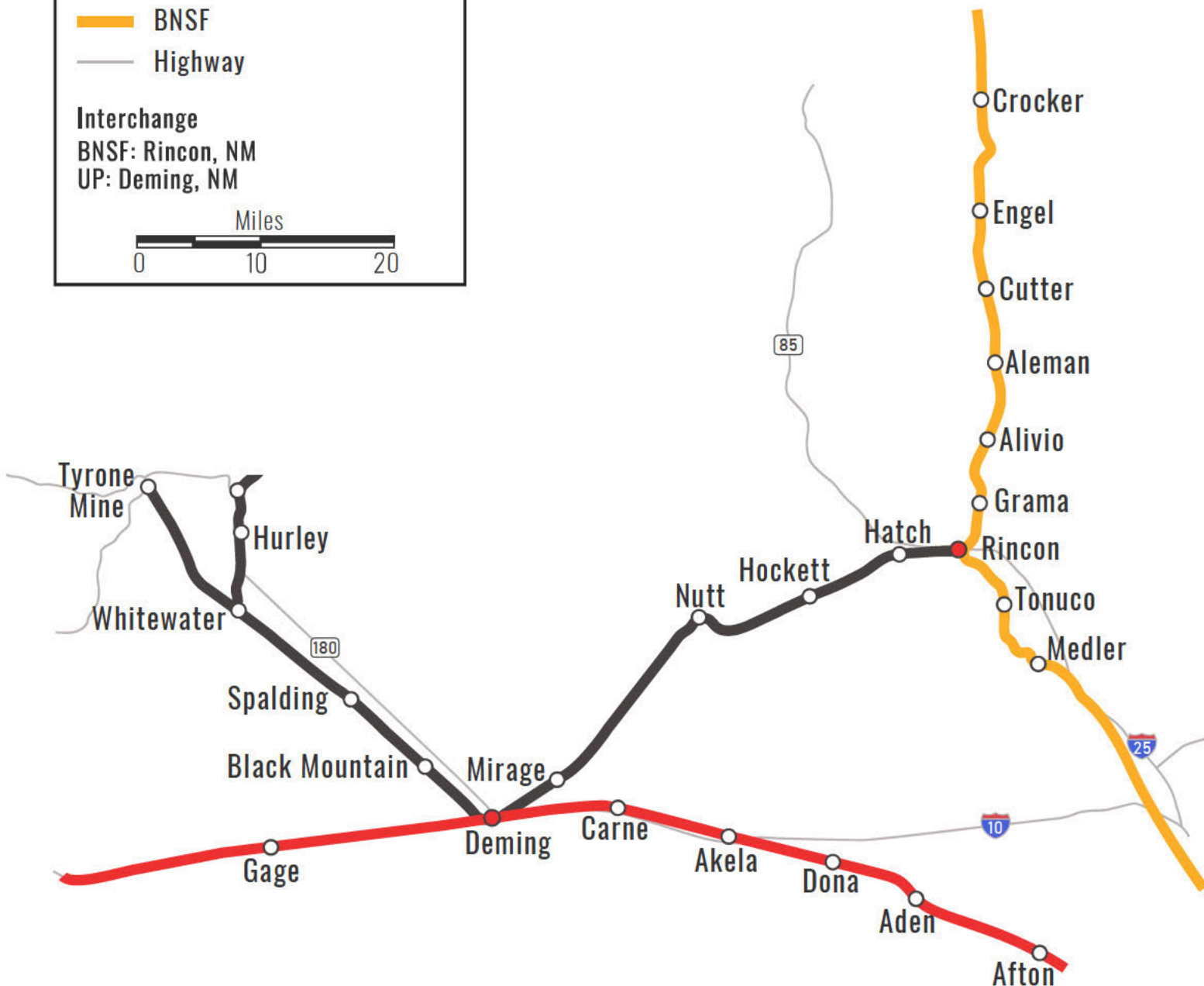
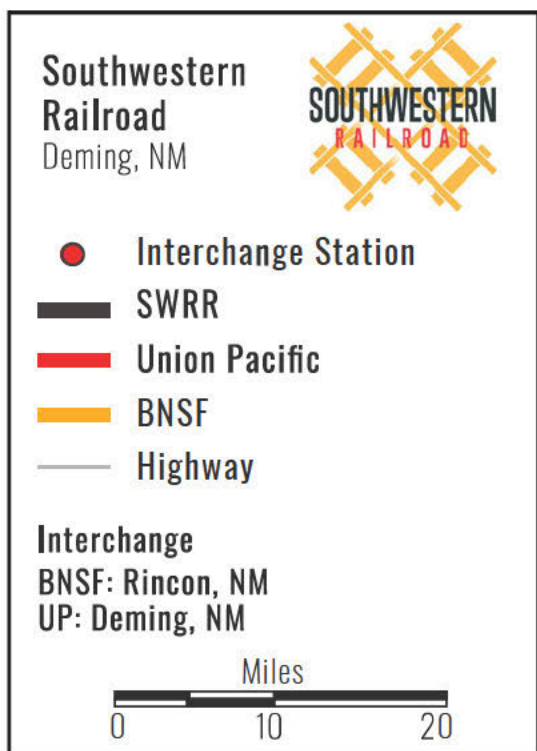
Interchange
UP: Ontario, OR

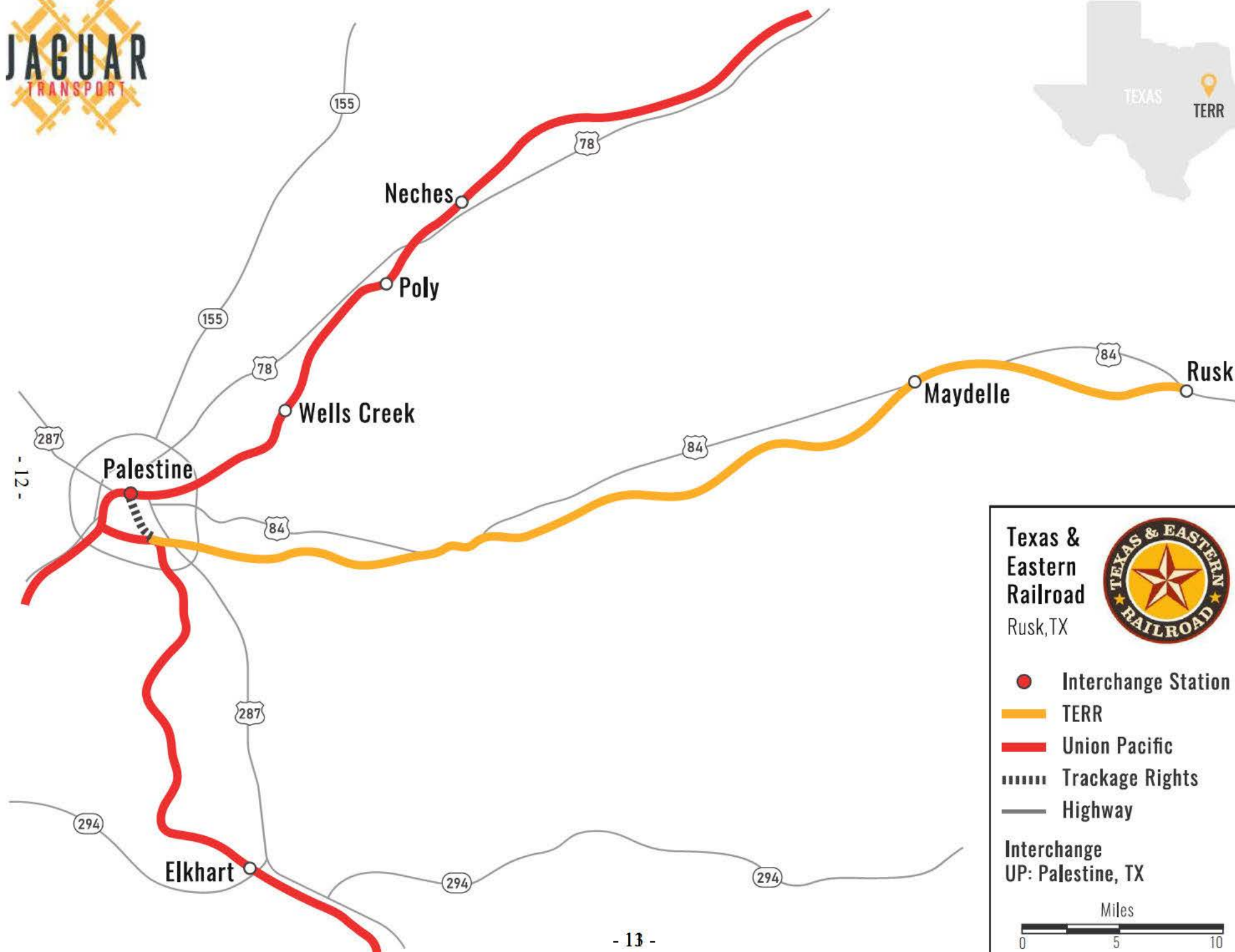
Miles

0
3.5
7



Southwestern Railroad - New Mexico, Texas and Oklahoma







Washington
Eastern Railroad
Medical Lake, WA



 Interchange Station

 WERR

 Union Pacific

 BNSF

 Highway

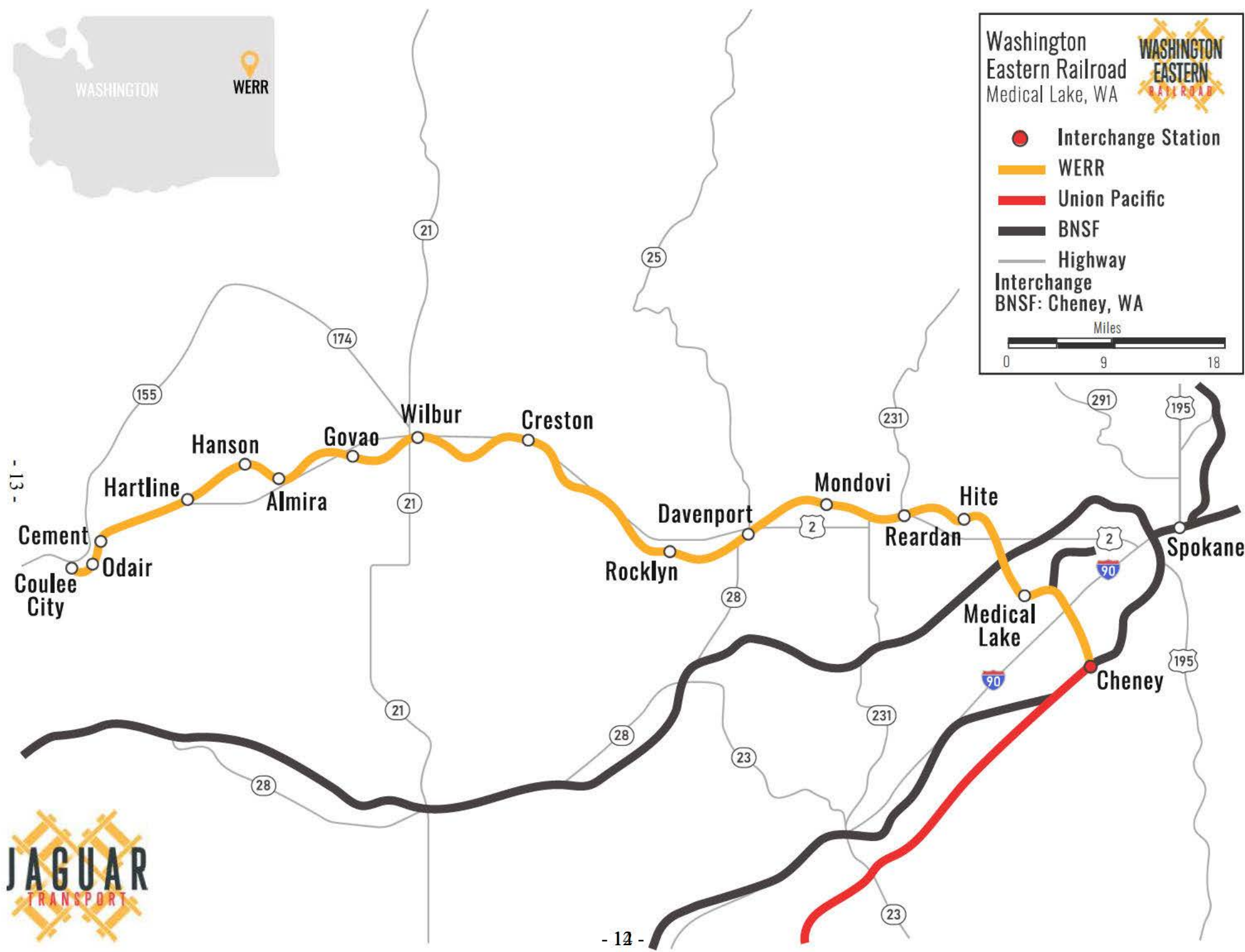
Interchange
BNSF: Cheney, WA

Miles

0

9

18



- 13 -

- 12 -



West Memphis Base Railroad and Transload

**West Memphis Transload**

West Memphis, AR

-  Interchange
-  WMBR
-  Union Pacific
-  Highway

Interchange
UP: West Memphis, AR

Miles

0 2 4

ARKANSAS

West Memphis, AR

Memphis, TN

Mississippi River

TENNESSEE



Kinston Railroad Kinston, NC

- Interchange
- Kinston Railroad
- Norfolk Southern
- CSX
- E@ NC Global TransPark
- Highway



Goldsboro

New Hope

La Grange

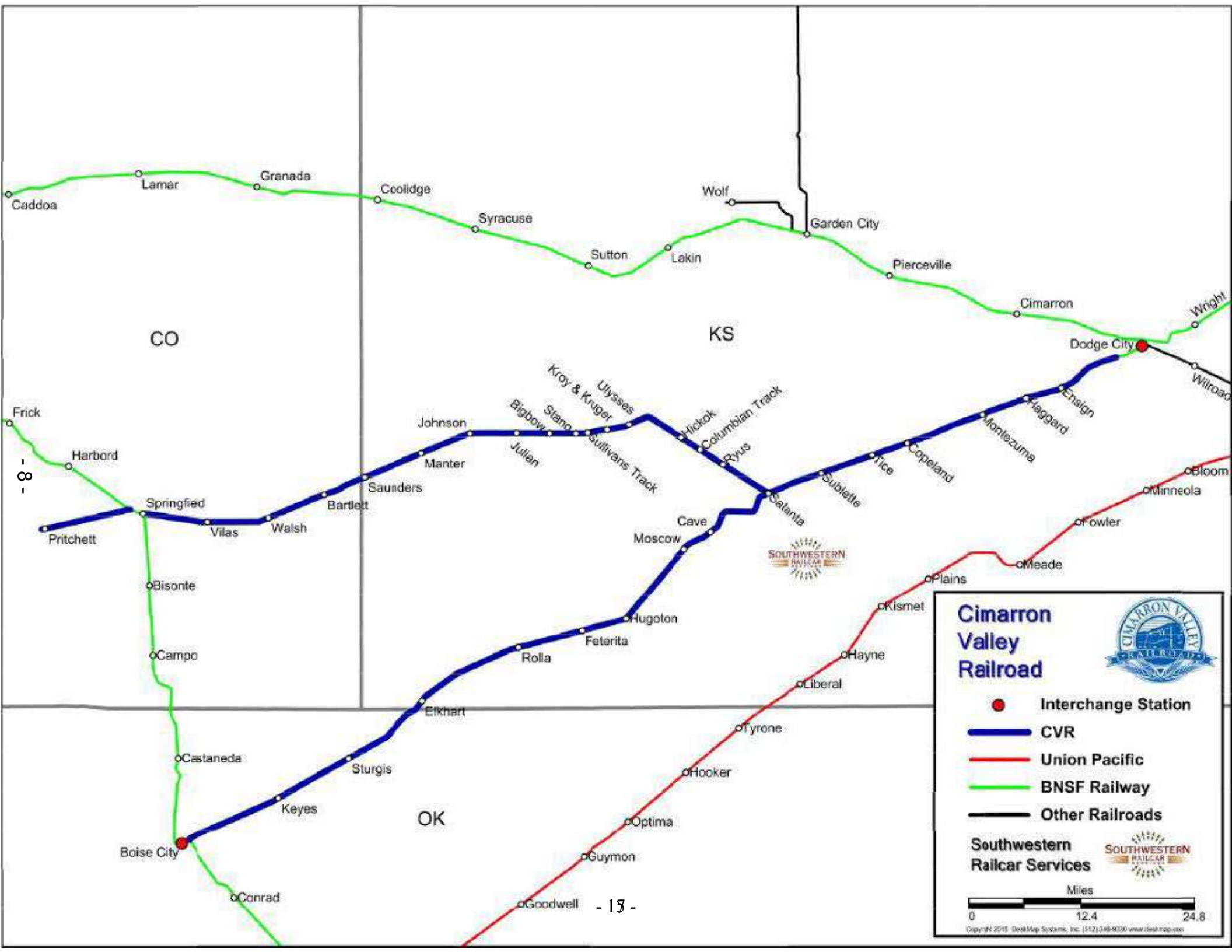
North Carolina
Global TransPark

Kinston

Dover

Cove City





CO

KS

OK



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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: January 31, 2025

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: January 31, 2025