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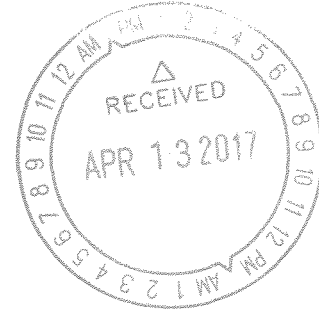
ENTERED
Office of Proceedings
April 13, 2017
Part of
Public Record

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April 12, 2017

VIA FEDERAL EXPRESS

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20024



Re: **Docket No. FD 35283 (Sub-No. 1)**
The Indiana Rail Road Company -- Amended Trackage
Rights Exemption -- CSX Transportation, Inc.

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Verified Notice of Exemption of The Indiana Rail Road Company Pursuant to 49 C.F.R. § 1180.2(d)(7)**, dated April 12, 2017. A check in the amount of \$1,200.00, representing the appropriate fee for this filing, is attached.

One extra copy of this transmittal letter and of the Notice also are enclosed. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

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

Respectfully submitted,

Thomas J. Litwiler
Attorney for The Indiana Rail Road Company

TJL:tl

Enclosures

FILED
April 13, 2017
SURFACE
TRANSPORTATION BOARD

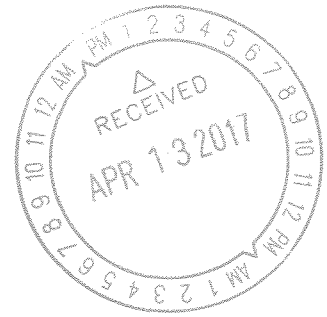
FEE RECEIVED
April 13, 2017
SURFACE
TRANSPORTATION BOARD

ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35283 (SUB-NO. 1)

THE INDIANA RAIL ROAD COMPANY
-- AMENDED TRACKAGE RIGHTS EXEMPTION --
CSX TRANSPORTATION, INC.



**VERIFIED NOTICE OF EXEMPTION OF
THE INDIANA RAIL ROAD COMPANY
PURSUANT TO 49 C.F.R. § 1180.2(d)(7)**

Kristin L. Bevil
Vice President & General Counsel
The Indiana Rail Road Company
8888 Keystone Crossing
Suite 1600
Indianapolis, Indiana 46240
(317) 616-3446

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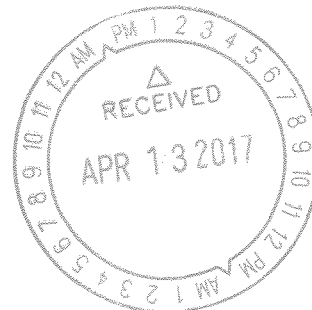
**ATTORNEYS FOR THE INDIANA
RAIL ROAD COMPANY**

Dated: April 12, 2017

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35283 (SUB-NO. 1)

THE INDIANA RAIL ROAD COMPANY
-- AMENDED TRACKAGE RIGHTS EXEMPTION --
CSX TRANSPORTATION, INC.



**VERIFIED NOTICE OF EXEMPTION OF
THE INDIANA RAIL ROAD COMPANY
PURSUANT TO 49 C.F.R. § 1180.2(d)(7)**

The Indiana Rail Road Company ("INRD"), a Class II common carrier by rail, hereby files this verified notice of exemption under 49 C.F.R. § 1180.2(d)(7) for its acquisition of amended, non-exclusive overhead trackage rights over lines of railroad of CSX Transportation, Inc. ("CSXT") extending a total of approximately 30.6 miles between the INRD-CSXT connection near INRD's Senate Avenue Yard and CSXT's Avon Yard in Indianapolis, Indiana. INRD holds existing, Board-authorized overhead trackage rights on the subject CSXT lines which INRD can utilize in conjunction with specified categories of traffic. The proposed transaction will amend those existing trackage rights to allow INRD to handle interchange traffic between CSXT and Louisville & Indiana Railroad Company ("LIRC") in intermediate switching service.

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

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

Pursuant to an August 22, 1996 trackage rights agreement and a September 1, 2009 Supplemental Agreement between INRD and CSXT, INRD holds trackage rights over

several CSXT line segments in the Indianapolis terminal for the purpose of handling certain limited categories of overhead traffic. See The Indiana Rail Road Company -- Trackage Rights Exemption -- CSX Transportation, Inc., Docket No. FD 35283 (STB served September 3, 2009); The Indiana Rail Road Company -- Trackage Rights Exemption -- CSX Transportation, Inc., Docket No. FD 33380 (STB served April 30, 1997). INRD and CSXT have now agreed to amend a portion of those existing trackage rights to allow INRD to handle CSXT-LIRC interchange traffic between INRD's Senate Avenue Yard and CSXT's Avon Yard.

Thus, pursuant to a written Supplemental Agreement dated as of February 16, 2017 between INRD and CSXT, INRD proposes to acquire additional restricted overhead trackage rights over the following CSXT line segments in Indianapolis:

1. Between the INRD-CSXT connection south of INRD's Senate Avenue Yard at MP QIB 5.3 and the Hamilton Connection at MP QIB 9.0, a distance of approximately 3.7 miles;
2. Over the CSXT Hamilton Connection between MP QIB 9.0 and MP BD 122.0, a distance of approximately 0.5 miles;
3. Between MP BD 122.0 and MP QS 12.5 at CP AN near the west end of Avon Yard, a distance of approximately 14.4 miles, with two milepost equations where $MP\ BD\ 123.7 = MP\ QI\ 283.7$ and $MP\ QI\ 283.9 = MP\ QS\ 0.0$;
4. Between MP QSC 0.7 at CP IJ and MP QSC 8.6 at CP South Hunt, a distance of approximately 7.9 miles, connecting at both ends with Line Segment #3;
5. Between MP QSL 1.7 at CP Dale and MP QSL 0.0 at CP IU, a distance of approximately 1.7 miles, connecting Line Segment #1 to Line Segment #3; and
6. Between MP QSS 106.9 at Belt Crossing and MP QSS 109.3 at CP IU, a distance of approximately 2.4 miles, connecting Line Segment #1 to Line Segment #3.

Line Segments #1, #2 and #3 form a continuous route between INRD's Senate Avenue Yard and CSXT's Avon Yard. Line Segments #4, #5 and #6 each provide an alternate for a portion of the

route and allow CSXT dispatchers flexibility in maintaining timely and efficient train movements within the Indianapolis terminal.

The total distance of the CSXT line segments on which INRD will receive amended overhead trackage rights is approximately 30.6 miles. The additional trackage rights are limited to INRD's handling of CSXT-LIRC interchange traffic in intermediate switching service. INRD's existing trackage rights on Line Segments #1-6, as well as on the other CSXT line segments covered by the exemptions in Docket Nos. FD 33380 and FD 35283, remain in place.

INRD is indirectly controlled by CSXT, but operates as an independent Class II rail carrier. See CSX Corporation and CSX Transportation, Inc. -- Control -- The Indiana Rail Road Company, Docket No. FD 32892 (STB served November 7, 1996).

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

The Indiana Rail Road Company
8888 Keystone Crossing
Suite 1600
Indianapolis, Indiana 46240
(317) 262-5140

Any questions concerning this Notice should be sent to INRD's representative at the following address:

Thomas J. Litwiler
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1508

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

INRD intends to consummate the exemption authority proposed in this notice on May 13, 2017.

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

The proposed amended trackage rights allow INRD to handle, in intermediate switching service between Senate Avenue Yard and Avon Yard, CSXT-LIRC interchange traffic that is not currently permitted under INRD's existing trackage rights over the subject CSXT line segments.

States in Which Applicant's Property is Located: 49 C.F.R. § 1180.6(a)(5)

INRD owns or operates over rail property in the States of Indiana, Illinois and Kentucky. CSXT owns and operates over rail property in the States of Alabama, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia and West Virginia, in the District of Columbia, and in the Provinces of Ontario and Quebec in Canada.

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

A map of the rail lines over which INRD proposes to acquire amended trackage rights is attached hereto as Exhibit 1.

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

A copy of the Supplemental Agreement dated as of February 16, 2017 between CSXT and INRD is attached hereto as Exhibit 2. Copies of the initial trackage rights agreement dated August 22, 1996 between CSXT and INRD and the prior Supplemental Agreement dated September 1, 2009 were previously submitted to the Board in Docket No. FD 35283. See INRD Verified Notice of Exemption, filed August 18, 2009, Exhibit 2; INRD September 10, 2009 letter filing.

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

As a condition to this exemption, INRD agrees to the employee protective conditions established in Norfolk and Western Ry. Co. -- Trackage Rights -- BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast Ry. Inc. -- Lease and Operate, 360 I.C.C. 653 (1980).

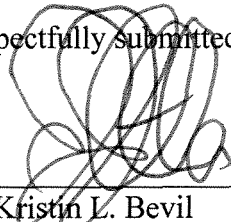
Caption Summary: 49 C.F.R. § 1180.4(g)(2)(i)

A caption summary of this transaction suitable for publication in the *Federal Register* is attached hereto as Exhibit 3.

Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)

Under 49 C.F.R. § 1105.6(c)(4), the proposed acquisition of amended trackage rights by INRD is exempt from environmental reporting requirements. Under 49 C.F.R. § 1105.8(b)(3), INRD's proposed trackage rights acquisition also is exempt from historic preservation reporting requirements.

Respectfully submitted,

By: 

Kristin L. Bevil
Vice President & General Counsel
The Indiana Rail Road Company
8888 Keystone Crossing
Suite 1600
Indianapolis, Indiana 46240
(317) 616-3446

Thomas J. Litwiler
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR THE INDIANA
RAIL ROAD COMPANY**

Dated: April 12, 2017

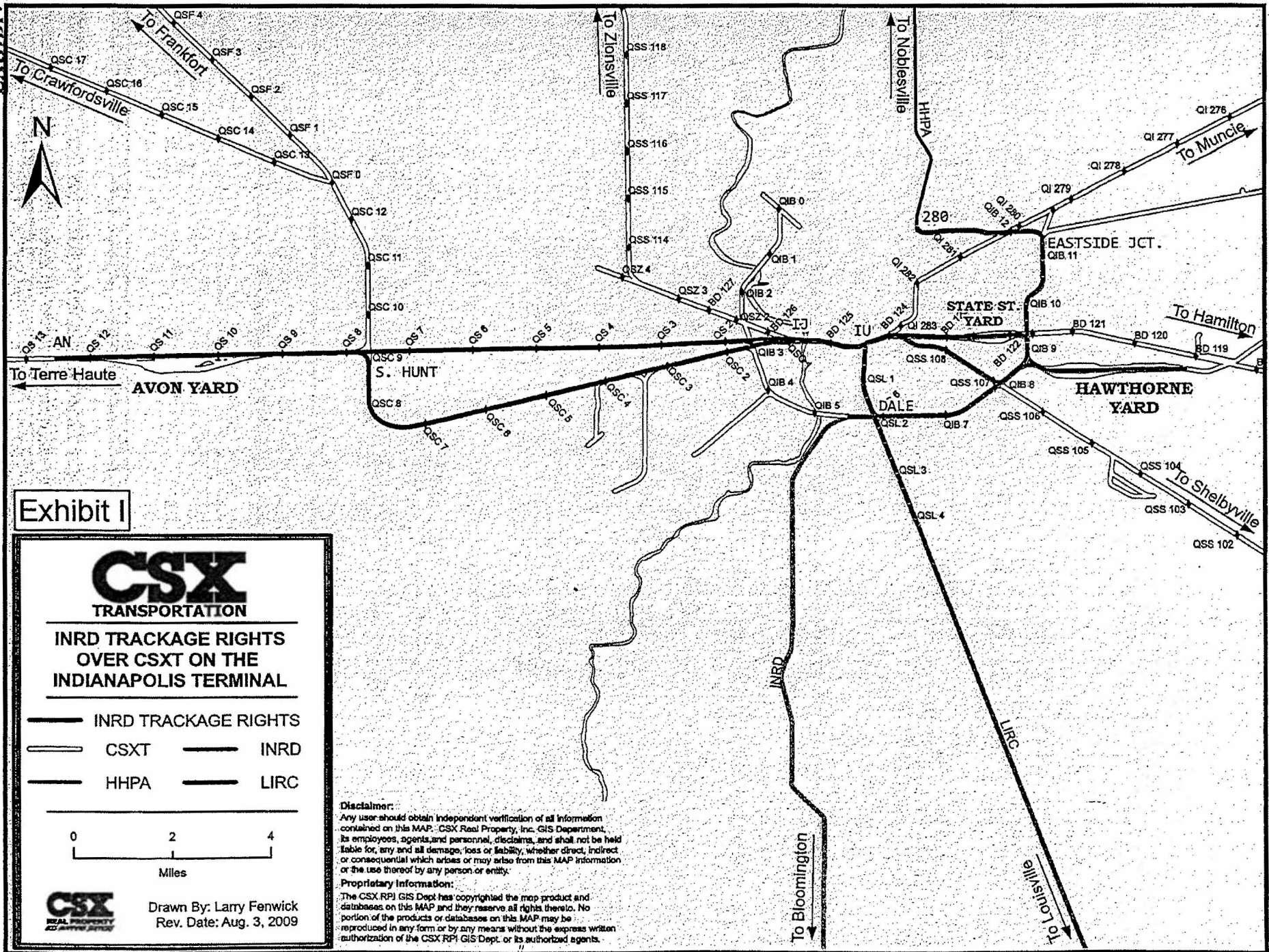
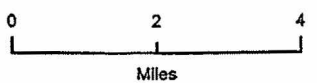


Exhibit I



**INRD TRACKAGE RIGHTS
OVER CSXT ON THE
INDIANAPOLIS TERMINAL**

- INRD TRACKAGE RIGHTS
- - - CSXT
- INRD
- HHPA
- ... LIRC



Drawn By: Larry Fenwick
Rev. Date: Aug. 3, 2009

Disclaimer:
Any user should obtain independent verification of all information contained on this MAP. CSX Real Property, Inc. GIS Department, its employees, agents, and personnel, disclaims, and shall not be held liable for, any and all damage, loss or liability, whether direct, indirect or consequential which arises or may arise from this MAP information or the use thereof by any person or entity.

Proprietary Information:
The CSX RPI GIS Dept has copyrighted the map product and databases on this MAP and they reserve all rights therein. No portion of the products or databases on this MAP may be reproduced in any form or by any means without the express written authorization of the CSX RPI GIS Dept. or its authorized agents.

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT, entered into as of this 16th day of February 2017 between CSX TRANSPORTATION, INC., hereinafter referred to as "CSXT" or "Owner", and The INDIANA RAIL ROAD COMPANY, hereinafter referred to as "INRD" or "User."

WITNESSETH:

WHEREAS, by the Agreement dated August 22, 1996, INRD enjoys overhead trackage rights over CSXT's Indianapolis Belt Subdivision between CSXT Milepost (MP) QIB 5.3 near Raymond St., and CSXT MP QIB 13.5 at the connection of the Hoosier Heritage Railroad ("1996 Agreement") and for connection to CSXT at State Street Yard; and

WHEREAS, by the Supplemental Agreement dated September 1, 2009, CSXT granted INRD additional authority to operate over CSXT, including between MP QIB 5.3 near Raymond Street, and CSXT's Avon Yard west of Indianapolis at Indianapolis Terminal Subdivision MP QS 12.5 at CP MY ("2009 Supplemental Agreement") for purposes of delivering and retrieving haulage traffic between INRD and Louisville & Indiana Railway Company ("LIRC"); and

WHEREAS, the INRD has worked out an arrangement with the LIRC for INRD to perform intermediate switching services for LIRC by picking up CSXT traffic to be interchanged to LIRC at Avon Yard and bring to INRD's Senate Avenue Yard in Indianapolis ("Avon Interchange Traffic") for delivery to LIRC; and

WHEREAS, INRD desires to modify SECTION 3 – RESTRICTION ON USE in the 2009 Supplemental Agreement to allow it to provide this intermediate switching service for LIRC; and

NOW, THEREFORE, The parties hereto, intending to be legally bound, agree as follows:

Section 1. RESTRICTION ON USE

SECTION 3 – RESTRICTION ON USE – Part A (d) – is hereby modified to permit INRD to pick up LIRC Avon Interchange Traffic at CSXT's Avon Yard and bring it to INRD's Senate Avenue Yard for delivery to LIRC.

Section 2. TERM AND TERMINATION

The modification of the Restriction on Use, as defined in Section 1, shall terminate upon the following situations:

- (a) LIRC and INRD discontinue the intermediate switching practice wherein INRD picks up the Avon Interchange Traffic that LIRC retrieves from INRD's Senate Avenue Yard; or
- (b) Written notice of at least 90 days from one party to another.

In the event that this Supplemental Agreement is terminated, such termination will only apply the right(s) specifically granted herein.

Section 3. REGULATORY APPROVAL

- (a) Should this Supplemental Agreement require the prior approval of the Surface Transportation Board ("STB"), INRD at its own cost and expense shall initiate and thereafter diligently pursue an appropriate application, petition or notice to secure such approval. CSXT shall assist and support efforts of INRD to secure any necessary STB approval or exemption of this Supplemental Agreement.
- (b) In the event that this Supplemental Agreement is terminated, INRD will file a request to discontinue the service permitted by this Supplemental Agreement with the STB. If INRD fails to file the discontinuance upon notice of termination, INRD grants CSXT the power of attorney to file a discontinuance on INRD's behalf and at INRD's expense.
- (c) Should the STB at any time during the term of this Supplemental Agreement impose any labor protective conditions upon the exemption of this Supplemental Agreement from regulation, User, solely, shall be responsible for any and all payments in satisfaction of such conditions.

Section 4. ENTIRE AGREEMENT

This Supplemental Agreement reflects the entire understanding between the Parties with respect to the modification of the RESTRICTION ON USE of INRD's existing trackage rights, and all other terms and conditions of the Trackage Rights Agreement not expressly amended shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto execute this Supplemental Agreement, in duplicate, as of the day and year first above written.

WITNESS

Jack Mast

Name: JACK MAST

Title: Manager Joint Facilities

WITNESS

Austin M. Tilton

Name: Austin M. Tilton

Title: Road Foreman of Engines

CSX TRANSPORTATION, INC.

By: Jennifer B. Fry

Name: JENNIFER B. FRY

Title: Director - Joint Facilities

THE INDIANA RAIL ROAD COMPANY

By: Robert J. Babcock

Name: Robert J. Babcock

Title: SVP- Ops + Bus. Dev.

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

DOCKET NO. FD 35283 (SUB-NO. 1)

THE INDIANA RAIL ROAD COMPANY
-- AMENDED TRACKAGE RIGHTS EXEMPTION --
CSX TRANSPORTATION, INC.

Pursuant to a written Supplemental Agreement dated as of February 16, 2017, CSX Transportation, Inc. ("CSXT") has agreed to grant limited, amended overhead trackage rights to The Indiana Rail Road Company ("INRD") over the following CSXT line segments in Indianapolis, Indiana:

1. Between the INRD-CSXT connection south of INRD's Senate Avenue Yard at MP QIB 5.3 and the Hamilton Connection at MP QIB 9.0, a distance of approximately 3.7 miles;
2. Over the CSXT Hamilton Connection between MP QIB 9.0 and MP BD 122.0, a distance of approximately 0.5 miles;
3. Between MP BD 122.0 and MP QS 12.5 at CP AN near the west end of CSXT's Avon Yard, a distance of approximately 14.4 miles, with two milepost equations where MP BD 123.7 = MP QI 283.7 and MP QI 283.9 = MP QS 0.0;
4. Between MP QSC 0.7 at CP IJ and MP QSC 8.6 at CP South Hunt, a distance of approximately 7.9 miles, connecting at both ends with Line Segment #3;
5. Between MP QSL 1.7 at CP Dale and MP QSL 0.0 at CP IU, a distance of approximately 1.7 miles, connecting Line Segment #1 to Line Segment #3; and
6. Between MP QSS 106.9 at Belt Crossing and MP QSS 109.3 at CP IU, a distance of approximately 2.4 miles, connecting Line Segment #1 to Line Segment #3.

INRD holds existing overhead trackage rights on these and other CSXT line segments in the Indianapolis terminal pursuant to The Indiana Rail Road Company -- Trackage Rights Exemption -- CSX Transportation, Inc., Docket No. FD 35283 (STB served September 3, 2009) and The Indiana Rail Road Company -- Trackage Rights Exemption -- CSX Transportation, Inc., Docket No. FD 33380 (STB served April 30, 1997). The proposed amendment will expand INRD's existing trackage rights to allow INRD to handle interchange traffic between CSXT and Louisville & Indiana Railroad Company in intermediate switching service. The total distance of the CSXT line segments on which INRD will receive amended overhead trackage rights is approximately 30.6 miles.

The amended trackage rights will be effective on May 13, 2017.

As a condition to this exemption, any employee affected by the amended trackage rights will be protected by the conditions imposed in Norfolk & Western Railway -- Trackage Rights -- Burlington Northern, Inc. 354 I.C.C. 605 (1978), as modified in Mendocino Coast Railway -- Lease & Operate -- California Western Railroad, 360 I.C.C. 653 (1980).

This notice is filed under 49 C.F.R. § 1180.2(d)(7). If it 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 effectiveness of the exemption. Stay petitions must be filed by May 5, 2017 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35283 (Sub-No. 1), must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Thomas J. Litwiler, Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 920, Chicago, IL 60606-2832.

Board decisions and notices are available on our website at WWW.STB.GOV.

Decided: April __, 2017.

By the Board, Rachel D. Campbell, Office of Proceedings.

VERIFICATION

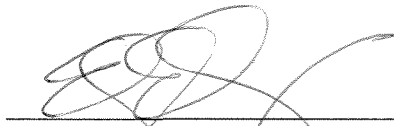
State of Indiana)
) SS:
County of Marion)

Micheal Engel, being duly sworn, deposes and says that he is Senior Vice President and Chief Financial Officer of The Indiana Rail Road Company, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.



Micheal Engel

SUBSCRIBED AND SWORN TO
before me this 24 day
of March, 2017.



Notary Public
My Commission expires:

