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ENTERED
Office of Proceedings
February 27, 2023
Part of
Public Record

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February 27, 2023

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20006

Re: **FD 36675**
Chicago Rock Island & Pacific Railroad LLC — Continuance in
Control Exemption — Ottawa Northern Railroad LLC

Dear Ms. Brown:

Attached is a **Verified Notice of Exemption of Continuance in Control of the Chicago Rock Island & Pacific Railroad LLC** pursuant to 49 C.F.R. part 1180, subpart A. Payment of the filing fee has been tendered electronically via Pay.gov.

If you have any questions regarding this filing, please contact me at either rwimbish@fletcher-sippel.com or (312) 252-1504. Thank you for your assistance on this matter. Kind regards.

Yours truly,

/s/ *R. A. Wimbish*

Robert A. Wimbish
Attorney for Chicago Rock Island & Pacific
Railroad LLC

Attachment
FEE RECEIVED
February 27, 2023
SURFACE
TRANSPORTATION BOARD

FILED
February 27, 2023
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36675

CHICAGO ROCK ISLAND & PACIFIC RAILROAD LLC
— CONTINUANCE IN CONTROL EXEMPTION —
OTTAWA NORTHERN RAILROAD LLC

**VERIFIED NOTICE OF EXEMPTION OF
CHICAGO ROCK ISLAND & PACIFIC RAILROAD LLC
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

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**ATTORNEYS FOR CHICAGO ROCK ISLAND
& PACIFIC RAILROAD LLC**

Dated: February 27, 2023

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36675

CHICAGO ROCK ISLAND & PACIFIC RAILROAD LLC
— CONTINUANCE IN CONTROL EXEMPTION —
OTTAWA NORTHERN RAILROAD LLC

**VERIFIED NOTICE OF EXEMPTION OF
CHICAGO, ROCK ISLAND & PACIFIC RAILROAD LLC
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Chicago Rock Island & Pacific Railroad LLC (the “Rock Island”), a rail carrier, files this notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of the Ottawa Northern Railroad LLC (“ONR”) upon ONR becoming a railroad common carrier. Rock Island seeks the authority in anticipation of the transaction encompassed by the concurrently-filed notice of exemption in *Ottawa Northern Railroad LLC — Acquisition and Change in Operator Exemption — Midland Historical Railway Association*, FD 36674 (“ONR – Exemption”).

The line over which ONR intends to commence common carrier operations does not connect with Rock Island’s lines or any of the lines of the other rail carrier Rock Island controls, the Gulf & Ship Island Railroad LLC (“G&SI”), and this control transaction is not part of a series of anticipated transactions that would result in such a connection among any of Rock Island and GS&I or ONR. The subject control transaction does not involve a Class I carrier. Accordingly, Rock Island’s continued control of ONR (once ONR becomes a carrier) satisfies the Section 1180.2(d)(2) class exemption criteria.

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

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

Rock Island is a rail carrier and rail carrier holding company which currently controls one¹ other Class III rail carrier², the G&SI.

ONR, a non-carrier established and controlled by Rock Island, will acquire and operate the line described in *ONR – Exemption* between Baldwin and Ottawa, Kansas (the “Line”). Neither Rock Island’s railroad line nor any of G&SI’s line will connect with ONR, and this control transaction is not part of a series of anticipated transactions that would result in such inter-connection. Rock Island seeks to continue in control of ONR and G&SI once ONR commences common carrier operations over the rail line subject to the *ONR – Exemption* proceeding.

¹ *Chicago, Rock Island & Pacific Railroad LLC — Continuance in Control Exemption — Gulf & Ship Island Railroad LLC*, FD 36520 (STB served Jun. 8, 2021) (“*Rock Island — GS&I*”). A comma after “Chicago” is not present in the Rock Island’s incorporation documents with the Mississippi Secretary of State.

² *Id.* The *Rock Island — GS&I* exemption filing mistakenly lists “Mississippi Delta” as a Class III carrier. Rather, “Mississippi Delta” is merely a trade name both for Rock Island’s contract carriage north of Swan Lake, MS. See *Illinois Central Gulf Railroad Company — Abandonment — In Coahoma County, MS*, AB 43 (Sub-No. 94) (ICC served Feb. 11, 1983) (abandoning segment of rail line between Jonestown and Lula); *County of Coahoma, Mississippi — Abandonment Exemption — In Tallahatchie and Coahoma Counties, MS*, AB 579X (STB served June 15, 2001) and *Gulf & Ohio Railways, Inc., d/b/a Mississippi Delta Railroad — Discontinuance of Service Exemption — In Tallahatchie and Coahoma Counties, MS*, AB 580X (STB served June 15, 2001) (authorizing abandonment between Lula and Lyon; Lyon and Clarksdale; and Clarksdale and Swan Lake and identifying the former operator’s trade name). See also, *Chicago, Rock Island & Pacific Railroad LLC — Change of Operators Exemption — Rail Line of Coahoma County, MS*, FD 36273 (Illinois Central Railroad Company filing of Mar. 1, 2019), (identifying abandoned line, except for a 0.25 mile portion connecting to the Illinois Central Railroad Company). As such Mississippi Delta is not a railroad common carrier at all, and Rock Island, a Class III carrier at Swan Lake, MS, currently controls only one carrier – G&SI.

The full name and address of the Applicant is:

Chicago Rock Island & Pacific Railroad LLC
165 W. South St
Suite 201
Hernando, Miss. 38632

Any questions should be sent to the Rock Island's representative

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Ill. 60606-3208
(312) 252-1500
bsmith@fletcher-sippel.com

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

Rock Island intends to consummate the proposed transaction upon the effectiveness of the change of operator notice of exemption that is the subject of the *ONR – Exemption*, in keeping with 49 C.F.R. § 1180.4(g)(1).

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

The subject exemption will allow Rock Island to continue to exercise common control of its existing rail carrier subsidiaries and ONR. In turn, the control exemption will allow ONR to proceed with its plans to commence common carrier operations over the Line pursuant to *ONR – Exemption*.

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

Mississippi — Rock Island and G&SI
Kansas — ONR

Maps - Exhibits A and B: 49 C.F.R. § 1180.6(a)(6)

Attached as Exhibit A is map of the rail line ONR will operate. Maps generally showing the location of Rock Island and G&SI are attached as Exhibit B.

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

Rock Island already controls ONR as a non-carrier. No agreement is contemplated or necessary for Rock Island to continue in control of ONR once ONR becomes a common carrier railroad.

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

Labor protective conditions are not available in transactions such as this one that involves only Class III carriers. 49 U.S.C. § 11326(c). Rock Island and G&SI are each a Class III carrier, and ONR will also be a Class III carrier upon its commencement of common carrier operations pursuant to *ONR – Exemption*.

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. Rock Island's continued control of ONR will not result in changes that exceed the 49 C.F.R. § 1105.7(e)(4) or (5) thresholds.

Under 49 C.F.R. § 1105.8(b)(3), continued control 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)

Continued control 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 not applicable. In any event, the *ONR – Exemption* transaction related to the present control exemption does not include a provision restricting ONR's interchange of traffic with a third-party connecting carrier.

Respectfully submitted,

/s/ *R. A. Wimbish*

Robert A. Wimbish

Bradon J. Smith

Fletcher & Sippel LLC

29 North Wacker Drive

Suite 800

Chicago, Illinois 60606-3208

(312) 252-1500

**ATTORNEYS FOR CHICAGO ROCK ISLAND &
PACIFIC RAILROAD LLC**

Dated: February 27, 2023

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

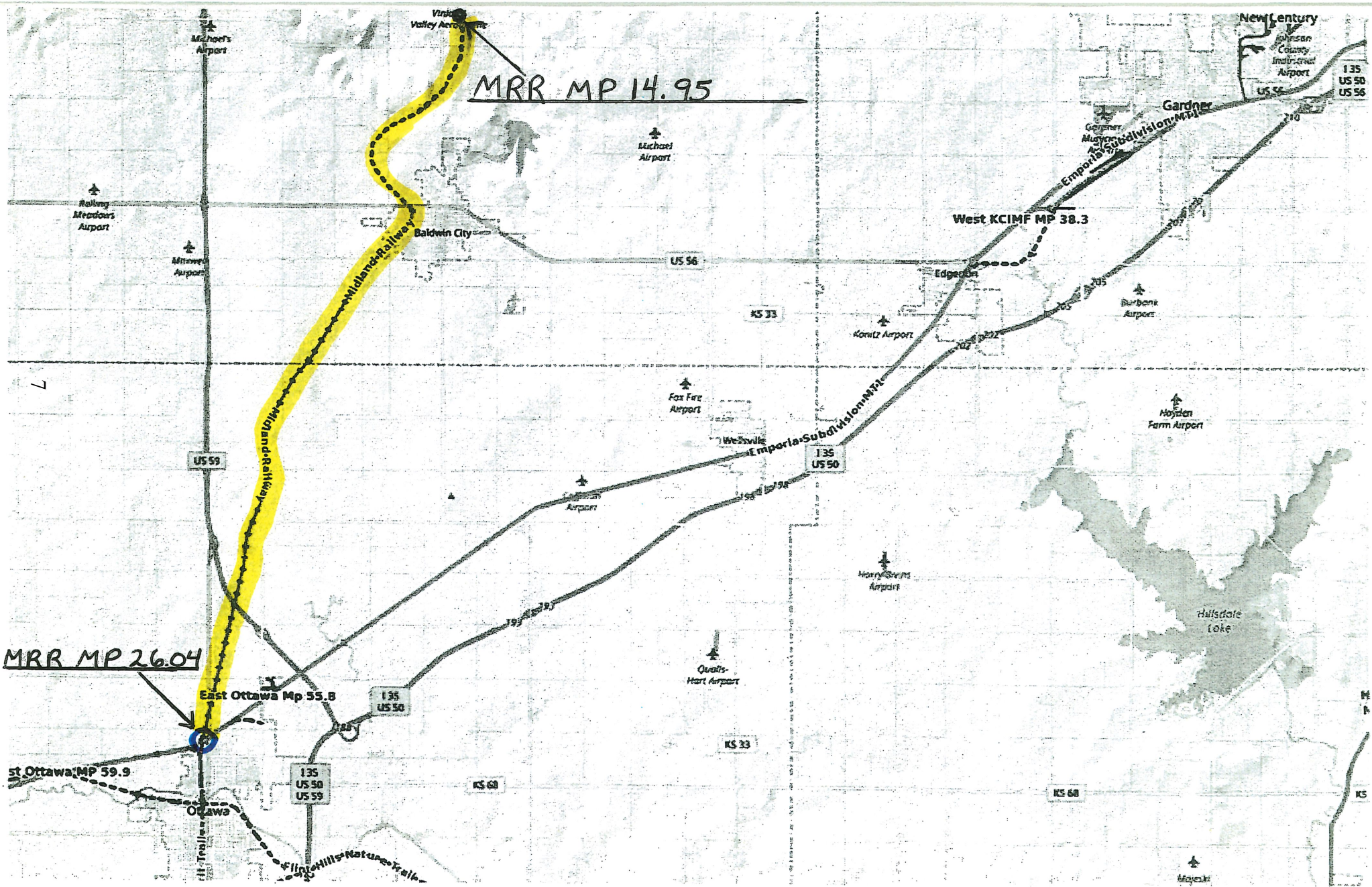
FD 36675

**CHICAGO ROCK ISLAND & PACIFIC RAILROAD LLC
— CONTINUANCE IN CONTROL EXEMPTION —
OTTAWA NORTHERN RAILROAD LLC**

EXHIBIT A

OTTAWA NORTHERN

MAP



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36675

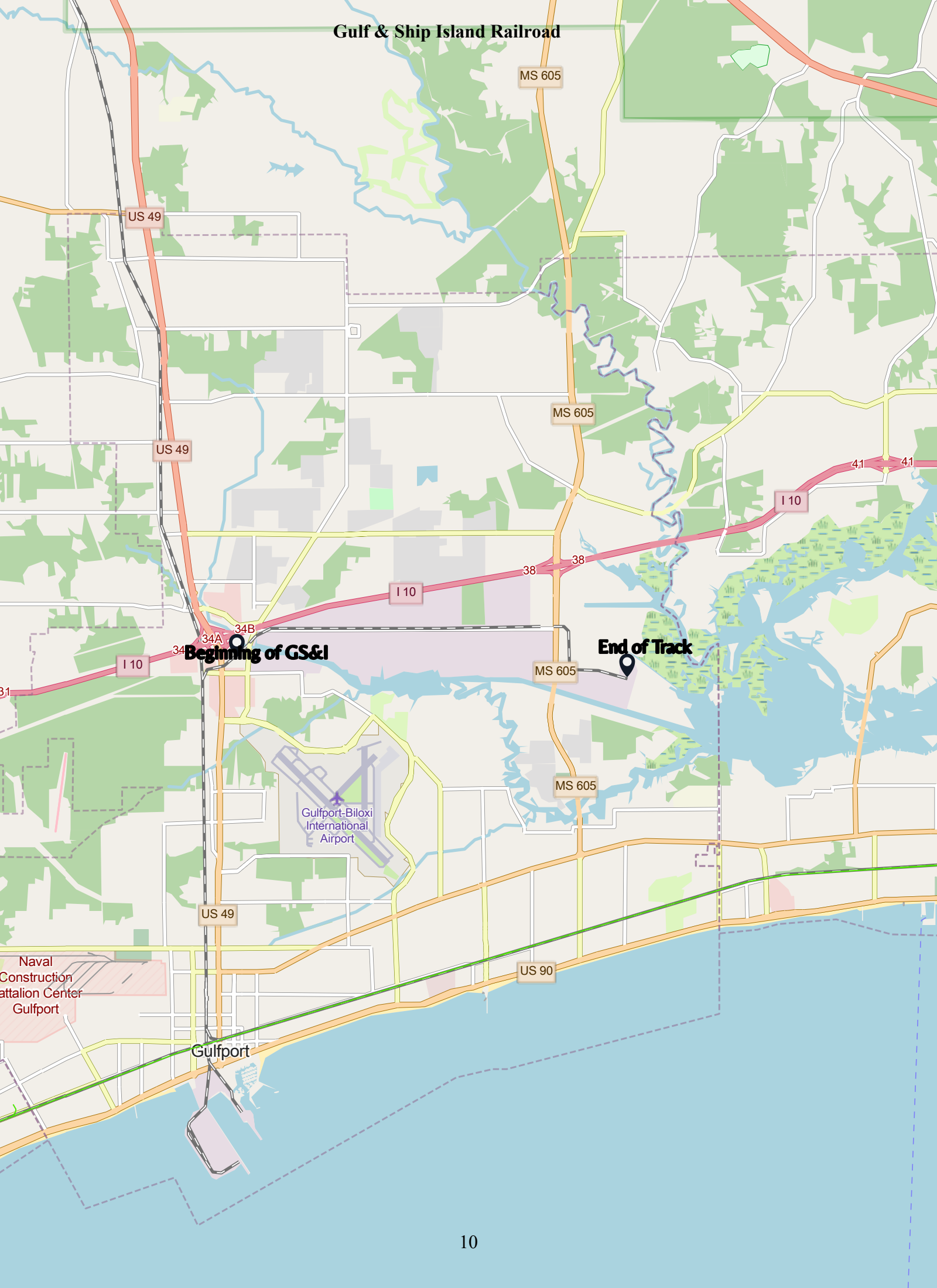
**CHICAGO ROCK ISLAND & PACIFIC RAILROAD LLC
— CONTINUANCE IN CONTROL EXEMPTION —
OTTAWA NORTHERN RAILROAD LLC**

EXHIBIT B

ROCK ISLAND SYSTEM MAPS

Chicago, Rock Island & Pacific and Mississippi Delta Operations





Gulf & Ship Island Railroad

Beginning of GS&I

End of Track

Gulfport-Biloxi
International
Airport

Naval
Construction
Battalion Center
Gulfport

Gulfport

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36675

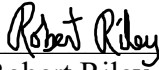
**CHICAGO ROCK ISLAND & PACIFIC RAILROAD LLC
— CONTINUANCE IN CONTROL EXEMPTION —
OTTAWA NORTHERN RAILROAD LLC**

VERIFICATION

VERIFICATION

I, Robert Riley, Chief Executive Officer of the Chicago Rock Island & Pacific Railroad LLC, verify under penalty of perjury that the foregoing notice of exemption is true and correct to the best of my knowledge.

Dated: February 27, 2023



Robert Riley