

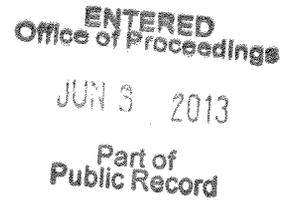
234349

Baxter Wellmon
Applicant's Representative for
RSL Railroad, LLC
And
Transport Handling
Specialists, Inc.



June 3, 2013

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423



Re: Finance Docket No. 35726

Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of the Submission of Supplemental Evidence for FD: 35726 containing Memorandum of Understandings assigning operating rights on The Line to RSL Railroad, LLC.

Please time and date stamp the extra copy of this letter of the Submission of Supplemental Evidence and return it to me in the enclosed self-addressed, stamped envelope. Thank you for your assistance. If you have any questions, please call or email me.

Very truly yours,

Baxter Wellmon

Baxter Wellmon
Applicant's Representative for
RSL Railroad, LLC & Transport Handling
Specialists, Inc.

**BEFORE THE SURFACE
TRANSPORTATION BOARD**

FD: 35726

RSL Railroad, LLC

AND

TRANSPORT HANDLING

SPECIALISTS, INC.

ENTERED
Office of Proceedings

JUN 5 2013

Part of
Public Record

**SUBMISSION OF SUPPLEMENTAL
EVIDENCE**

**NOTICE OF EXEMPTION
FOR CONTINUANCE IN CONTROL**

Submitted By:

Baxter Wellmon
1554 Paoli Pike #179
West Chester, PA 19380
Phone: (610)701-0629
Fax: (610) 701-0659
E-Mail: bwellmon@geminc.com

Dated: June 3, 2013

BEFORE THE
SURFACE TRANSPORTATION BOARD
FINANCE DOCKET NO. 35726

SUBMISSION OF SUPPLEMENTAL EVIDENCE

RSL RAILROAD LLC
AND
TRANSPORT HANDLING SPECIALISTS, INC.

NOTICE OF EXEMPTION FOR CONTINUANCE IN CONTROL

RSL Railroad LLC (“RSL”), an Ohio domestic for profit LLC herewith submits supplemental evidence supporting FINANCE DOCKET NO. #35726.

Common carrier railroad and operate over its rail infrastructure in Stark County, OH (the “Line”) which is located at Massillon, OH.

RSL will operate the line under an agreement with the Massillon Energy & Technology Park.

In support of this Notice of Exemption For Continuance in Control, RSL submits the following supplemental information:

1. CERTIFICATION OF SERVICE (§1104.12)
2. CERTIFICATION OF CONTINUANCE IN CONTROL (§1180.2(d))
3. ATTESTATION AND VERIFICATION (§1104.4)

Respectfully submitted,



Baxter Wellmon
Majority Owner and Member of RSL Railroad LLC
through Transport Handling Specialists Inc.
1554 Paoli Pike, #179
West Chester, PA 19380
bwellmon@geminc.com
610-701-0629

Applicant's Representative for
RSL Railroad LLC
1554 Paoli Pike, #179
West Chester, PA
bwellmon@geminc.com
610-701-0629

Dated: June 3, 2013

CERTIFICATION OF SERVICE

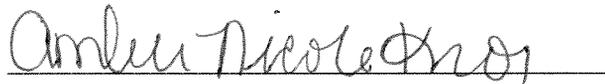
State of Pennsylvania)
) ss:
County of Chester)

I, Baxter Wellmon, certify that I have this day served copies of documents upon all parties of record in this preceding for both Transport Handling Specialists and RSL Railroad (both controlled by me) are the only parties of record so there are no other parties served.



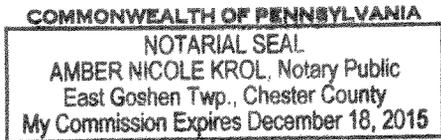
Baxter Wellmon
1554 Paoli pike #179
West Chester, PA 19380

Subscribed and sworn to before this 31 day of May, 2013



Notary Public

(SEAL)



My Commission Expires: 12.18.15

CERTIFICATION OF CONTINUANCE IN CONTROL

State of Pennsylvania)
) ss:
County of Chester)

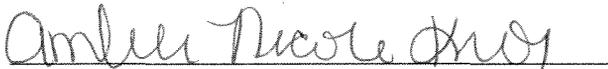
I, Baxter Wellmon, certify under oath on behalf of Transport Handling Specialists and RSL Railroad LLC (both controlled by me) that the following are true statements:

- The railroads (Big Spring Rail System Inc. and RSL railroad LLC controlled by Transport Handling Specialists Inc.) would not connect with each other or any railroads in their corporate family.
- The acquisition or continuance in control is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family.
- The transaction does not involve a class I carrier.



Baxter Wellmon
1554 Paoli pike #179
West Chester, PA 19380

Subscribed and sworn to before this 31 day of May, 2013



Notary Public

(SEAL)

COMMONWEALTH OF PENNSYLVANIA NOTARIAL SEAL AMBER NICOLE KROL, Notary Public East Goshen Twp., Chester County My Commission Expires December 18, 2015

My Commission Expires: 12.18.15

ATTESTATION AND VERIFICATION

State of Pennsylvania)

) ss:

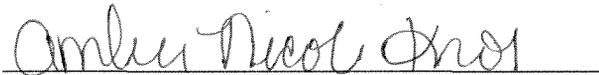
County of Chester)

I, Baxter Wellmon, being duly sworn, deposes and says that he is a Member of the RSL Railroad LLC a Ohio domestic for profit LLC and President of Transport Handling Services Inc. a Pennsylvania domestic for profit corporation. I declare, certify and verify under oath and under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this submission of supplemental evidence executed under oath this day.



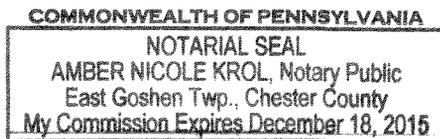
Baxter Wellmon
1554 Paoli pike #179
West Chester, PA 19380

Subscribed and sworn to before this 31 day of may, 2013



Notary Public

(SEAL)



My Commission Expires: 12.18.15