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ENTERED  
August 28, 2015  
SURFACE  
TRANSPORTATION BOARD

August 28, 2015  
~~August 31, 2015~~

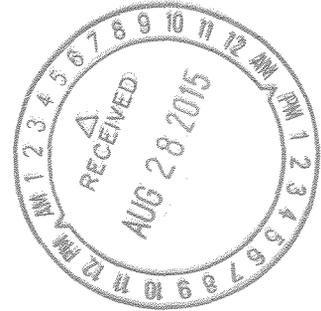
JOHN D. HEFFNER  
(202) 742-8607  
Direct Fax (202) 742-8697  
John.Heffner@strasburger.com

FEE RECEIVED  
August 28, 2015  
SURFACE  
TRANSPORTATION BOARD

**BY HAND**

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

FILED  
August 28, 2015  
SURFACE  
TRANSPORTATION BOARD



**RE: FD 35954, Camp Chase Railway Company, LLC - Acquisition and Operation Exemption - Camp Chase Railroad Company**

**FD 35955, Indiana Boxcar Corporation - Continuance In Control Exemption - Camp Chase Railway Company, LLC**

Dear Ms. Brown:

I am submitting on behalf of Indiana Boxcar Corporation and its newly formed subsidiary, Camp Chase Railway Company, LLC, an original and ten copies of the following documents:

- (1) in FD 35954, a verified notice of exemption under 49 CFR 1150.31 for Camp Chase Railway Company, LLC's acquisition and operation of a line of railroad owned by Camp Chase Railroad Company; and
- (2) in FD 35955, a verified notice of exemption under 49 CFR 1180.2(d)(2) for the continuance in control by Indiana Boxcar Corporation of Camp Chase Railway Company, LLC.

In addition, I am enclosing a filing fee check payable to the Board for \$3300 for these two filings and a copy of each on a computer disk.

7141727.1/SP/25194/0101/082715

**Strasburger**  
ATTORNEYS AT LAW

Ms. Cynthia T. Brown

August 31, 2015

Page 2

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Please date stamp and return one copy of this letter for my file.

Sincerely yours,



John D. Heffner



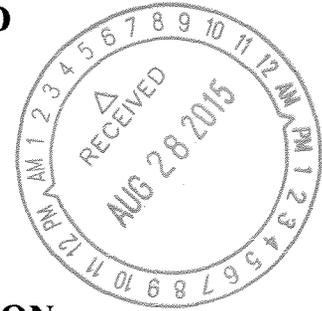
Enclosures

cc: Mr. Powell Felix  
Richard R. Wilson, Esq.

ORIGINAL

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**FD 35955**



**INDIANA BOXCAR CORPORATION  
- CONTINUANCE IN CONTROL EXEMPTION -  
CAMP CHASE RAILWAY COMPANY, LLC  
VERIFIED NOTICE OF EXEMPTION  
UNDER 49 CFR § 1180.2(d)(2)**

Respectfully submitted,

John D. Heffner  
Strasburger & Price, LLP  
1025 Connecticut Ave., N.W.  
Suite 717  
Washington, D.C. 20036  
(202) 742-8607

Counsel for Petitioner

Dated: August 28, 2015  
~~August 31, 2015~~

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**FD 35955**

**INDIANA BOXCAR CORPORATION  
- CONTINUANCE IN CONTROL EXEMPTION -  
CAMP CHASE RAILWAY COMPANY, LLC  
VERIFIED NOTICE OF EXEMPTION  
UNDER 49 CFR § 1180.2(d)(2)**

Come now Indiana Boxcar Corporation (“IBCX”) and Camp Chase Railway Company, LLC (“CCRY”),<sup>1</sup> and state as follows:

1. Pursuant to the provisions of Section 1180 of the Board's Railroad Consolidation Rules (49 C.F.R. § 1180), Applicants hereby give notice of a transaction which qualifies for exemption under Section 1180.2(d)(2) of those rules.

2. As relevant here, CCRY is a newly established noncarrier formed by IBCX for the purpose of acquiring and operating the assets of an existing Class III short line common carrier railroad, the Camp Chase Railroad Company (“CCRA”). Once this notice and the companion acquisition and operation exemption filed in FD 35954 become effective, CCRY will replace CCRA as the owner and operator of the subject line of railroad.

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<sup>1</sup> Collectively referred to as “the Applicants.”

3. The other Class III short line common carrier railroads currently owned and operated by IBCX do not connect with the line currently owned and operated by CCRA and to be acquired by CCRY. There are no plans to connect any of the lines owned by the IBCX subsidiary carriers.

4. Under section 1180.2(d) (2) of the Board's consolidation rules, certain transactions are automatically exempt from the prior approval requirements for common control. Specifically, section 1180.2(d) (2) exempts the acquisition of nonconnecting carriers where (i) the railroads will not connect with each other or any railroad in their corporate family, (ii) the acquisition is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family; and (iii) the transaction does not involve a Class I carrier.

5. In order to claim the section 1180.2(d)(2) exemption, section 1180.4(g) requires the filing of a verified notice of exemption furnishing the information requested in sections 1180.6(a)(1)(i) – (iii), 1180.6(a)(5) – (6), and 1180.6(a)(7)(ii) of those rules. That information is provided as follows:

Summary of Proposed Transaction: 49 CFR § 1180.6(a) (1)(i)

IBCX has established CCRY as a new noncarrier for the purpose of acquiring and operating the railroad assets currently owned and operated by CCRA.

Applicant's name, address, and telephone number:

Camp Chase Railway Company, LLC  
c/o Indiana Boxcar Corporation  
916 Vine Street,  
Connersville, IN 47331  
765-825-0316

Legal counsel to whom questions should be addressed:

John D. Heffner  
Strasburger & Price, LLP  
1025 Connecticut Ave., N.W.  
Suite 717  
Washington, D.C. 20036  
(202) 742-8607

Schedule for consummation: 49 CFR §1180.6(a) (1)(ii)

The parties intend to consummate the proposed transaction 30 days from the date of this notice, on or about October 1, 2015.

Purpose to be accomplished by the transaction: 49 CFR §1180.6(a) (1)(iii)

CCRY seeks to preserve rail service for existing and future customers. IBCX is strategically positioned to accomplish this purpose and is working closely with the CCRA toward a smooth transition.

State(s) in which the property of each IBCX-owned carrier is situated: 49 CFR §1180.6(a) (5)

<u>Carrier<sup>2</sup></u>	<u>States served</u>
Vermilion Valley Railroad Company, Inc.	Illinois
Chesapeake & Indiana Railroad Company, Inc.	Indiana
Youngstown & Southeastern Railway Company, Inc.	Ohio, Pennsylvania

Map: 49 CFR § 1180.6(a)(6)

Attached hereto as Exhibit A.

Copy of Agreement: 49 CFR § 1180.6(a)(7)(ii)

N.A. There is no agreement covering IBCX's control of CCRY.

Related transaction

Concurrently with this filing, CCRY is submitting a verified Notice of Exemption for its acquisition and operation of the line currently owned and operated by CCRA. That notice has been assigned docket number FD 35954.

Other information / Certification:

IBCX hereby certifies that (1) the line to be leased and operated by CCRY, the rail carrier to be controlled pursuant to this notice of exemption, does not connect with any carrier which it owns, (2) the subject acquisition proceeding is not a part of a series of anticipated transactions that would connect these railroads with each other, and (3) the transaction does not involve a Class I carrier.

Environmental and historical considerations:

This continuance in control proceeding is exempt from environmental review under 49 CFR § 1105.6(c)(2)(i) because the proposed action will not cause

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<sup>2</sup> IBCX no longer controls the Tishomingo Railroad Company, Incorporated.

any operating changes that exceed the thresholds established in 49 CFR §1105.7(e) (4) or (5). In addition, this proceeding is exempt from historic review under 49 CFR §1105.8(b)(1) because there are no plans to dispose of or alter properties subject to Board jurisdiction that are at least 50 years old. Accordingly, no historic report is required.

Labor Protection to be Imposed

No labor protection applies on transactions involving only class III railroads. See, 49 U.S.C. §11326(c).

Respectfully submitted,



John D. Heffner  
Strasburger & Price, LLP  
1025 Connecticut Ave., N.W.  
Suite 717  
Washington, D.C. 20036  
(202) 742-8607

Counsel for Petitioner

Dated: August 28, 2015  
~~August 31, 2015~~

## **EXHIBIT A**

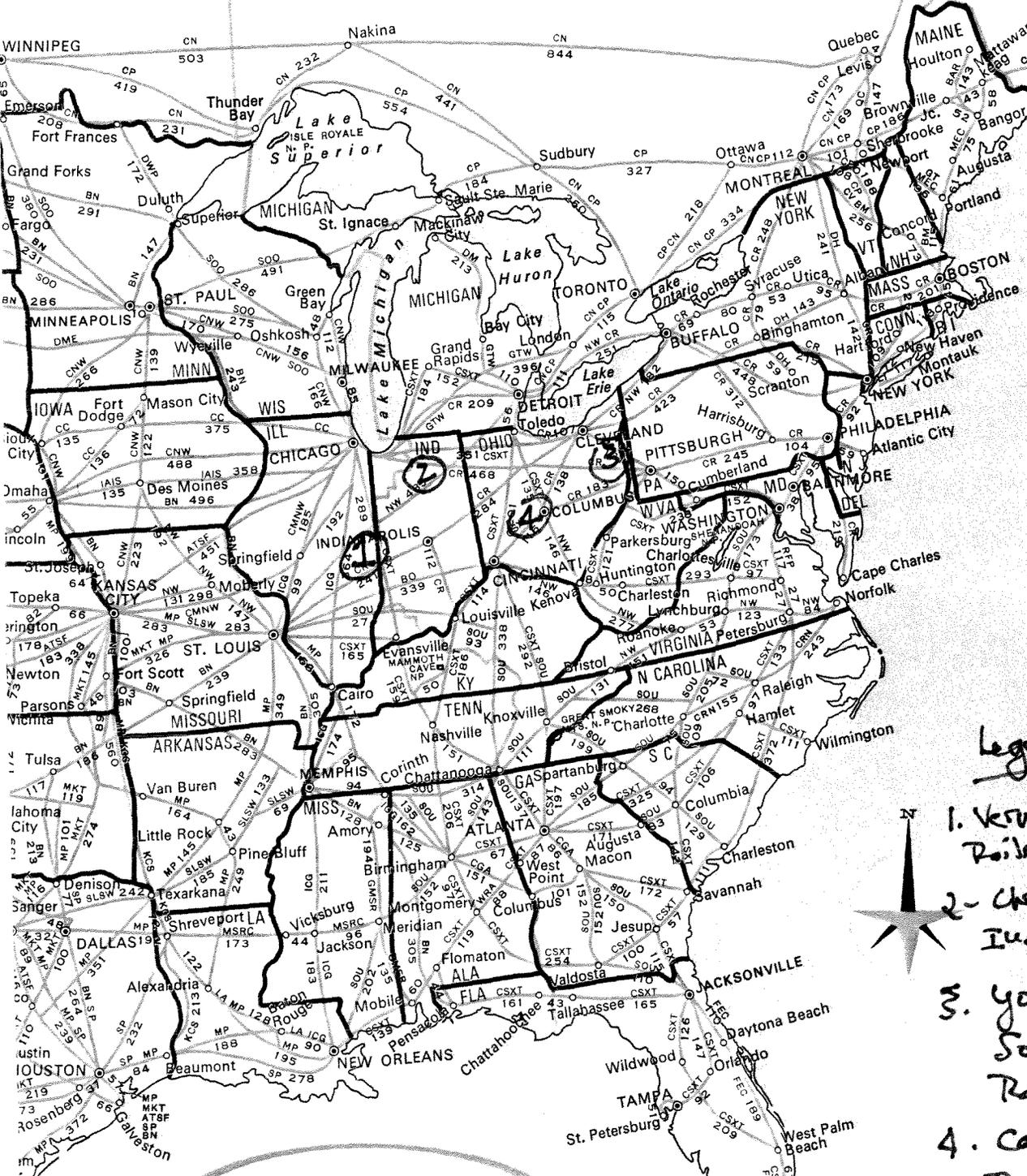


CENTRAL STANDARD TIME



EASTERN STANDARD TIME

A D A



# UNITED STATES RAILROADS

This map shows only main line railroad service between leading cities. The figures give the railroad mileage, and the initials indicate the railroads operating between these points.

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## Legend

1. Vermilion Valley Railroad
2. Chesapeake & Indiana Railroad
3. Youngstown & Southeastern Railway
4. Camp Chase Railway Company



**VERIFICATION**

STATE OF INDIANA )

COUNTY )  
CITY OF FAYETTE )

R. Powell Felix, being duly sworn according to law, hereby deposes and states that (s)he holds the position of member (president) with applicant/petitioner, is authorized to make this Verification, had read the foregoing document, and knows the facts asserted therein are true and accurate as stated, to the best of (her)his knowledge, information, and belief.

R Powell Felix

Subscribed to and sworn to before me, a Notary Public, in and for the County of Fayette in the State of Indiana, this 24 day of August 2015

Monica L. Struewing  
Notary Public



My Commission expires: