

FLETCHER & SIPPEN LLC

ATTORNEYS AT LAW

29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832

Phone: (312) 252-1500
Fax: (312) 252-2400
www.fletcher-sippel.com

ROBERT A. WIMBISH
(312) 252-1504
rwimbish@fletcher-sippel.com

December 18, 2015

239742

VIA FEDEX

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

ENTERED
Office of Proceedings
December 18, 2015
Part of
Public Record

Re: **Docket No. FD 35976**
Roanoke Southern, LLC – Acquisition and Operation
Exemption – Norfolk Southern Railway Company

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of Roanoke Southern, LLC, Pursuant to 49 C.F.R. § 1150.31(a)**, dated December 18, 2015. A check in the amount of \$1,900.00, representing the appropriate fee for this filing, and a compact disc containing the text of the Notice and the *Federal Register* caption summary in MS Word format are attached.

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

Respectfully submitted,



Robert A. Wimbish
Attorney for Roanoke Southern, LLC

RAW/ekf

Enclosures

FEE RECEIVED
December 18, 2015
SURFACE
TRANSPORTATION BOARD

FILED
December 18, 2015
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35976

ROANOKE SOUTHERN, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
NORFOLK SOUTHERN RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
ROANOKE SOUTHERN, LLC
PURSUANT TO 49 C.F.R. § 1150.31, ET SEQ.**

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEY FOR
ROANOKE SOUTHERN, LLC**

Dated: December 18, 2015

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35976

ROANOKE SOUTHERN, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
NORFOLK SOUTHERN RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
ROANOKE SOUTHERN, LLC
PURSUANT TO 49 C.F.R. § 1150.31, ET SEQ.**

Pursuant to 49 C.F.R. § 1150.31, et seq., Roanoke Southern, LLC (“RSRL”), a noncarrier entity under the direct control of the Virginia Museum of Transportation, Inc. (“VMT” – also a noncarrier), hereby files this Verified Notice of Exemption to acquire by donation, and to be properly authorized to provide common carrier operations over, rail trackage in in Roanoke, Virginia, which constitutes a portion of a rail line segment commonly referred to as the “Roanoke Belt Line” currently owned by Norfolk Southern Railway Company (“NSR”). Upon consummation of the subject transaction, RSRL will become a rail common carrier.

In accordance with the requirements of 49 C.F.R. §§ 1150.33-1150.34, RSRL submits the following:

Full Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

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

Roanoke Southern, LLC
303 Norfolk Ave.
Roanoke, VA 24016
(540) 342-5670

Applicant's Representative: 49 C.F.R. § 1150.33(b)

RSRL's representative to whom correspondence regarding this transaction should be sent is as follows:

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1504

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

RSRL and NSR are finalizing and will shortly execute an agreement providing for NSR to donate and for RSRL to acquire ownership of the portion of the Roanoke Belt Line described below.

Operation of the Property: 49 C.F.R. § 1150.33(d)

RSRL understands that there are not currently any freight customers on the subject line segment. RSRL is acquiring the line to facilitate the commencement of VMT-sponsored, intrastate excursion operations over it. However, were demand for freight service over the line segment to emerge following consummation of the proposed transaction, then RSRL acknowledges that it would be responsible for providing common carrier service, and it would provide such service upon reasonable demand.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

RSRL is a newly-established noncarrier wholly controlled by VMT. VMT has established RSRL for the purposes of assuming ownership of the subject rail line segment and thereby assuming the common carrier status and obligations that flow from ownership of a legally "active" (unabandoned) railroad line. The line segment in question is part of a rail line

commonly known as the Roanoke Belt line that had at one time served as a conduit for railroad traffic moving between Roanoke, Virginia, and Winston-Salem, North Carolina.

(1) Name and address of the railroad transferring the subject property:

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

(2) Proposed time schedule for consummation of the transaction:

The parties intend to consummate the proposed transaction on or after January 17, 2016.

(3) Mileposts of the subject property:

RSRL will acquire from NSR a portion of the Roanoke Belt Line extending from milepost R-4.5 (at a point north of Rolfe St., SW) to milepost R-6.92 (at a point east of the intersection of U.S. Business 220 and Brandon Ave., SW), all of which is located in Roanoke, Virginia.

(4) Total route miles being acquired:

Approximately 2.42 route miles.

Map: 49 C.F.R. § 1150.33(f)

Attached hereto as Exhibit A.

Certificate of Compliance: 49 C.F.R. § 1150.33(g)

A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B to this Notice.

Interchange Commitments: 49 C.F.R. § 1150.43(h)

The Donation Agreement intended to govern the transfer of the subject rail line segment does not contain any provisions establishing interchange commitments in favor of any carrier with which RSRL may connect. (RSRL will connect and interchange with NSR in the vicinity of milepost 6.92; RSRL will not connect with any other carriers.) RSRL has certified to this effect in the Certification attached hereto as Exhibit B. Accordingly, RSRL understands that the caption designation and documentary requirements for transactions that include interchange commitments set forth at 49 C.F.R. § 1150.33(h) do not apply here.

Advance Notice: 49 C.F.R. § 1150.32(e)

RSRL's projected annual revenues will be below the current Class II threshold. RSRL will be a Class III rail carrier. Additionally, RSRL's annual revenues from common carrier freight operations on the line segment will be below \$5 million. See certification attached hereto as Exhibit B. For this reason, RSRL is not obligated to comply with the 60-day advance notice and posting requirements of section 1150.32(e).

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

Under 49 C.F.R. § 1105.6(c)(2), the proposed transaction is exempt from environmental reporting requirements. The proposed transaction 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).

Also, under 49 C.F.R. § 1105.8(b)(1), the proposed transaction is exempt from historic preservation reporting requirements. The proposed transaction is for the purpose of continued rail operations. Further Board approval would be required for RSRL to abandon or

discontinue any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.44

A caption summary in appropriate form is attached as Exhibit C to this Notice.

Respectfully submitted,

By:



Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1504

**ATTORNEY FOR
ROANOKE SOUTHERN, LLC**

Dated: December 18, 2015

BEFORE THE
SURFACE TRANSPORTATION BOARD

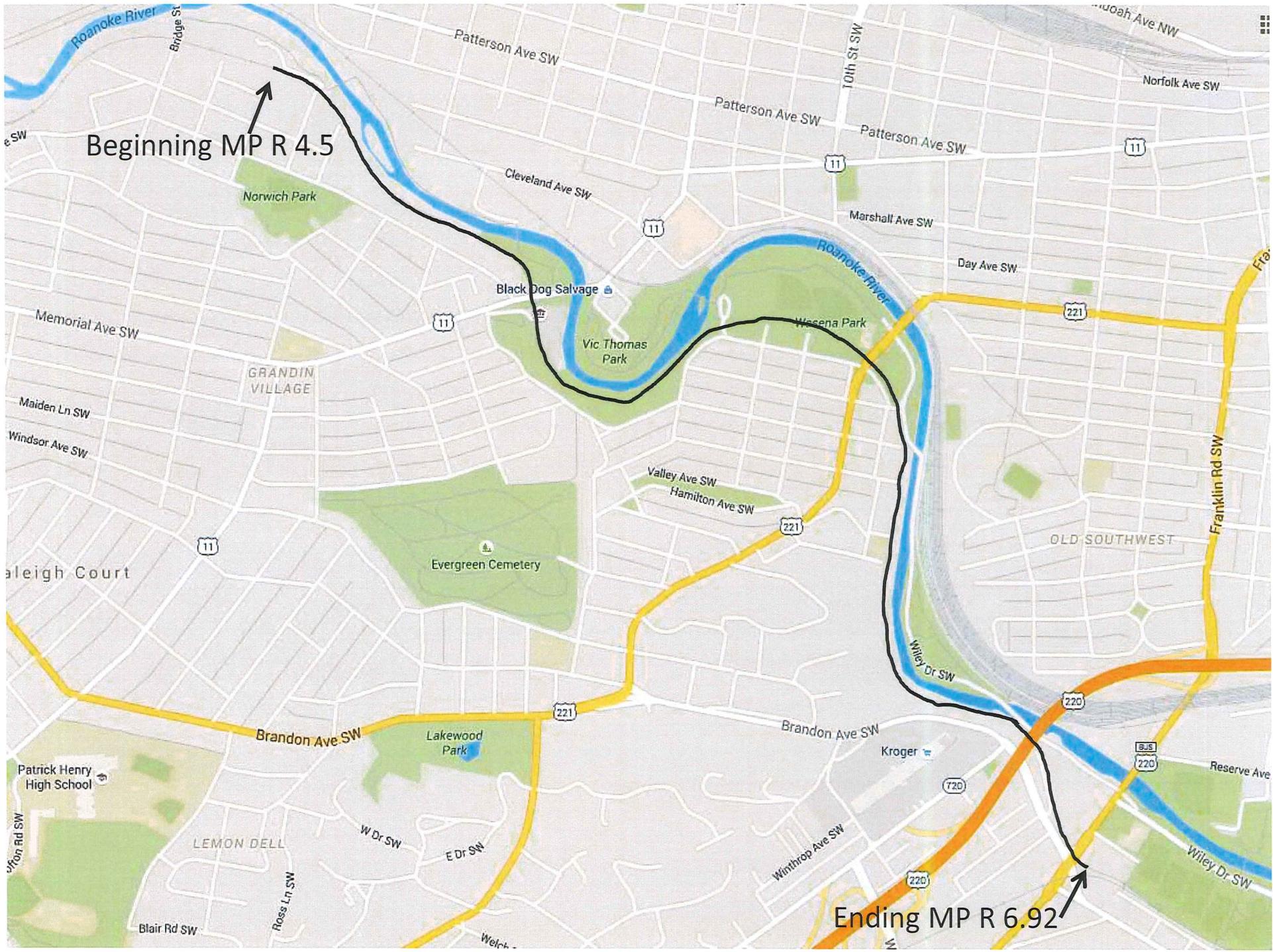
DOCKET NO. FD 35976

ROANOKE SOUTHERN, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
NORFOLK SOUTHERN RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF ROANOKE SOUTHERN, LLC,
PURSUANT TO 49 C.F.R. § 1150.31(a)**

EXHIBIT A

MAP



Beginning MP R 4.5

Ending MP R 6.92

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35976

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PURSUANT TO 49 C.F.R. § 1150.31(a)**

EXHIBIT B

CERTIFICATION

CERTIFICATION

I, Beverly T. Fitzpatrick, Jr., President of Roanoke Southern, LLC, ("RSRL"), hereby certify that RSRL's projected annual revenues will not as a consequence of the transaction result in RSRL becoming a Class II or Class I rail carrier so as to require processing the foregoing notice of exemption under 49 C.F.R. § 1150.35. I also hereby certify that RSRL's projected annual revenues will be below \$5 million following consummation of the subject transaction. Finally, I hereby certify that the proposed transaction would not involve a provision or agreement that would limit RSRL's ability to interchange with a third-party connecting carrier.



Beverly T. Fitzpatrick, Jr.
President
Roanoke Southern, LLC

December 17, 2015

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35976

ROANOKE SOUTHERN, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
NORFOLK SOUTHERN RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF ROANOKE SOUTHERN, LLC,
PURSUANT TO 49 C.F.R. § 1150.31(a)**

EXHIBIT C

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB DOCKET NO. FD 35976

ROANOKE SOUTHERN, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
NORFOLK SOUTHERN RAILWAY COMPANY

Roanoke Southern, LLC (“RSRL”), currently a noncarrier entity under the direct control of the Virginia Museum of Transportation, Inc. (“VMT” – also a noncarrier), has filed a verified notice of exemption to acquire from Norfolk Southern Railway Company (“NSR”) a portion of the Roanoke Belt Line extending from milepost R-4.5 (at a point north of Rolfe St., SW) to milepost R-6.92 (at a point east of the intersection of U.S. Business 220 and Brandon Ave., SW), a total of approximately 2.42 route miles, all of which is located in Roanoke, Virginia. The subject rail line acquisition and operation transaction qualifies for use of the class exemption procedures set forth at 49 C.F.R. § 1150.31, et seq.

RSRL certifies that, upon consummation of the transaction, RSRL’s projected annual revenues will not exceed those that would qualify it as a Class III rail carrier. In addition, RSRL’s annual revenues projected to derive from its operation of the Line will not exceed \$5 million, and, therefore, the requirements of 49 C.F.R. § 1150.32(e) do not apply. RSRL states that the acquisition does not involve any provision or agreement that could be construed as imposing an interchange commitment upon it.

The transaction is expected to be consummated on or after January 17, 2016.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding 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 January ___, 2016 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Docket No. FD 35976, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 395 E Street, SW, Washington, DC 20523-0001. In addition, a copy of each pleading must be served on RSRL's representative, Robert A. Wimbish, Fletcher & Sippel LLC, 29 South Wacker Drive, Suite 920, Chicago, Illinois 60606-2832.

Board decisions and notices are available on our website at www.stb.dot.gov.

Decided:

By the Board _____

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35976

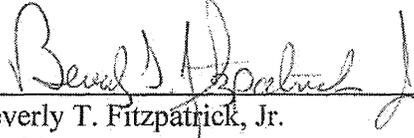
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**VERIFIED NOTICE OF EXEMPTION OF ROANOKE SOUTHERN, LLC,
PURSUANT TO 49 C.F.R. § 1150.31(a)**

VERIFICATION

VERIFICATION

Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that I am authorized to make this verification on behalf of Roanoke Southern, LLC, and that the information included in the foregoing notice of exemption is true and correct to the best of my knowledge and belief.



Beverly T. Fitzpatrick, Jr.
President
Roanoke Southern, LLC

December 17, 2015