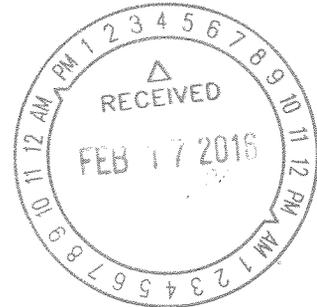


Karl Morell & Associates
655 15th Street, NW, Suite 225
Washington, DC 20005
(202) 595-9045
karlm@karlmorell.com



HAND DELIVERY

February 17, 2016

240140

Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423

ENTERED
Office of Proceedings
February 17, 2016
Part of
Public Record

Re: Finance Docket No. 35998, Wichita, Tillman & Jackson
Railway Company -- Lease Exemption Containing Interchange
Commitment – Union Pacific Railroad Company

Dear Ms. Brown:

Attached for filing with the Surface Transportation Board, please find the original and ten copies of the Verified Notice of Exemption pursuant to 49 C.F.R. 1150.41. Enclosed is a check in the amount of \$1,900 to cover the filing fee.

If you have any questions, please contact me.

Sincerely,

A handwritten signature in cursive script that reads "Karl Morell".

Karl Morell

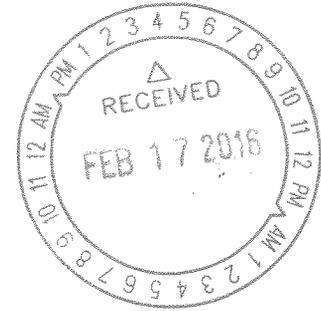
Enclosures

FEE RECEIVED
February 17, 2016
SURFACE
TRANSPORTATION BOARD

FILED
February 17, 2016
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35998



WICHITA, TILLMAN & JACKSON RAILWAY COMPANY
--LEASE EXEMPTION CONTAINING INTERCHANGE COMMITMENT--
UNION PACIFIC RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

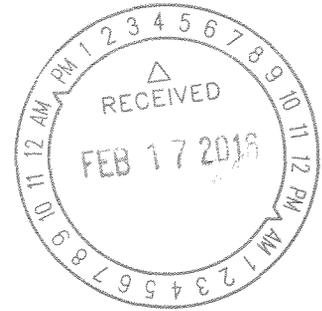
KARL MORELL
Karl Morell & Associates
Suite 225
655 Fifteenth Street, N.W.
Washington, D.C. 20005
(202) 595-9045

Attorney for:
WICHITA, TILLMAN & JACKSON
RAILWAY COMPANY

Dated: February 16, 2016

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35998



WICHITA, TILLMAN & JACKSON RAILWAY COMPANY
--LEASE EXEMPTION CONTAINING INTERCHANGE COMMITMENT--
UNION PACIFIC RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

Wichita, Tillman & Jackson Railway Company ("WTJR"), a Class III rail carrier, files this Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart E--Exempt Transactions Under 49 U.S.C. 10902, to permit WTJR to continue to lease and operate approximately 16.55 miles of rail lines in Texas from the Union Pacific Railroad Company ("UP").

In support of this Notice of Exemption, WTJR submits the following information as required by 49 C.F.R. § 1150.43:

- (a) Full name and address of applicant:

Wichita, Tillman & Jackson Railway Company
6100 Southwest Blvd.
Suite 320
Fort Worth, TX 76109

(b) Applicant's Representative:

Karl Morell
Karl Morell & Associates
Suite 225
655 Fifteenth Street, N.W.
Washington, DC 20005
(202) 595-9045

(c) Statement of Agreement:

WTJR was originally authorized to lease the UP rail line in 1991. *See Finance Docket No. 31787, Wichita, Tillman & Jackson Railway Company – Lease and Operation Exemption – Missouri Pacific Railroad Company* (not printed), served January 8, 1991. WTJR was authorized to renew the lease in 2010. *See Finance Docket No. 35452, Wichita, Tillman & Jackson Railway Company – Lease Renewal Exemption – Union Pacific Railroad Company* (not printed), served December 23, 2010. WTJR recently entered into a Lease Agreement with UP (“Lease Agreement”) which, among other things, extends the term of the lease for 10 years.

(d) The operator of the property:

WTJR will continue to be the operator of the property.

(e) Summary of proposed transaction:

(1) The name and address of the company leasing the subject property is:

Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179

(2) The involved transaction is expected to be consummated on or shortly after the effective date of this notice of exemption.

- (3) The rail line that will continue to be leased by WTJR is located between milepost 0.99, at Wichita Falls, Texas and milepost 17.54, near Burkburnett, Texas, at the Texas-Oklahoma state line.
- (4) The length of the rail lines being leased is approximately 16.55 miles.
- (f) A map of the rail line that will continue to be leased is attached as Exhibit A.
- (g) WTJR hereby certifies that WTJR's projected revenues as a result of this transaction will not result in WTJR becoming a Class II or Class I rail carrier. WTJR's annual revenues do not exceed \$5 million

(h)(1)

(i) The Lease Agreement contains an interchange commitment. The affected interchange point is Wichita Falls, Texas.

(ii) The Lease Agreement is being filed with the Board under 49 C.F.R. § 1104.14(a).

(iii) Attebury Grain, Bell Processing, Cassidy Grain, Helena Chemical, PPG Industries, Union Pacific Distribution Services, and CPS Energy.

(iv) Information being filed under Section 1104.14(a).

(v) WTJR hereby certifies that WTJR has provided notice of the proposed transaction and interchange commitment to the shippers identified in paragraph (iii).

(vi) BNSF Railway Company ("BNSF") at Wichita Falls, Texas. A BNSF yard is located about one-half mile from the line being leased from UP.

(vii) Information being filed under Section 1104.14(a).

A caption summary, as required by 49 C.F.R. § 1150.44, is attached.

ENVIRONMENTAL AND HISTORIC IMPACTS

WTJR is leasing the rail line from UP for continued rail operations. Further Board approval is required for WTJR to discontinue or abandon any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

WTJR's lease will not result in significant changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of this line to motor carriage. This transaction will not result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the line; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day. WTJR's lease of the rail line will not affect a Class I or nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, the transportation of ozone depleting materials is not contemplated. Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,

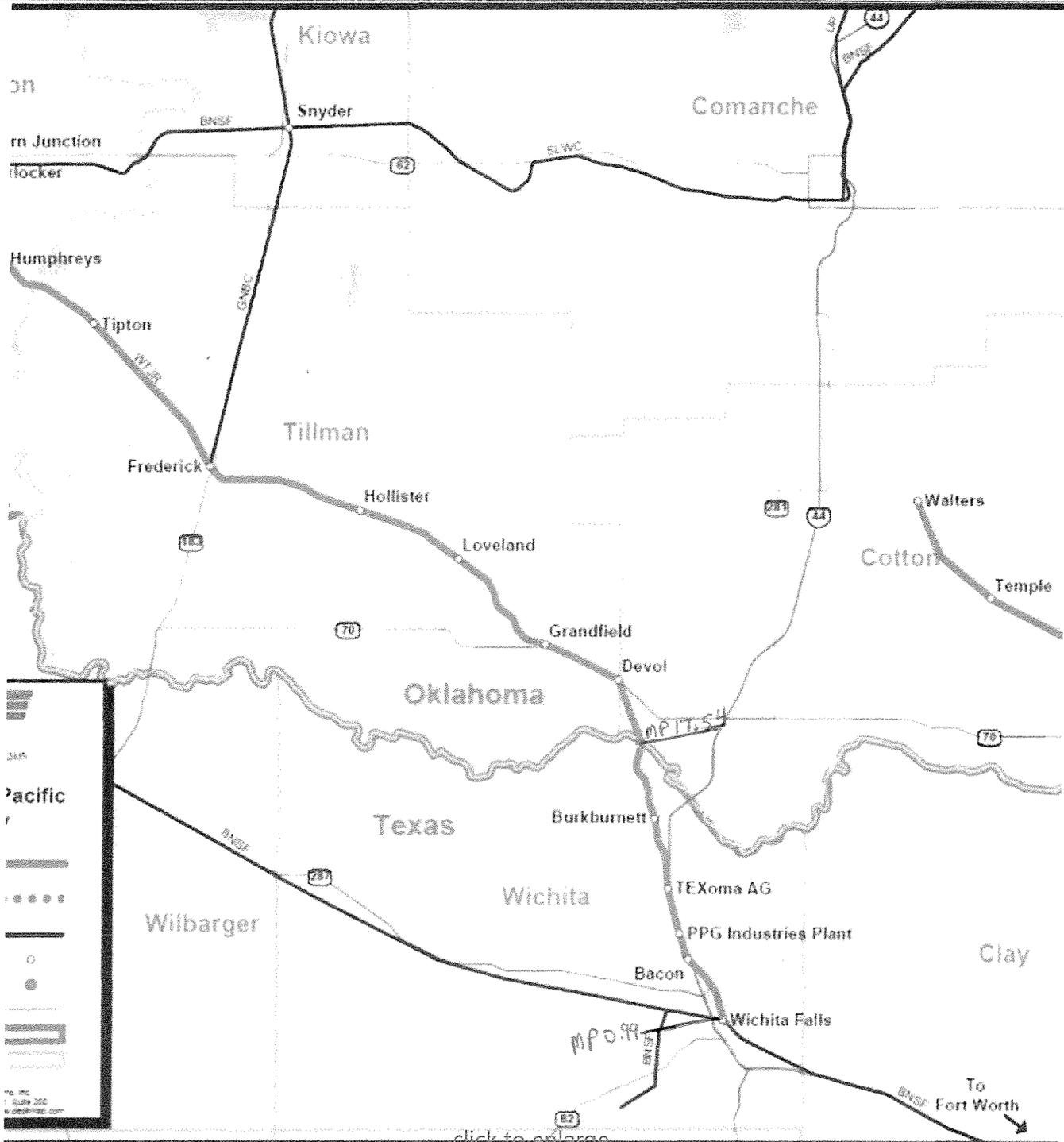
A handwritten signature in cursive script that reads "Karl Morell". The signature is written in black ink and is positioned above a horizontal line.

KARL MORELL
Karl Morell & Associates
Suite 225
655 Fifteenth Street, N.W.
Washington, DC 20005
(202) 595-9045

Attorney for:
Wichita, Tillman & Jackson Railway Company

Dated: February 16, 2016

EXHIBIT A



click to enlarge

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 35998

WICHITA, TILLMAN & JACKSON RAILWAY COMPANY
--LEASE EXEMPTION CONTAINING INTERCHANGE COMMITMENT--
UNION PACIFIC RAILROAD COMPANY

Wichita, Tillman & Jackson Railway Company (WTJR), a Class III rail carrier, has filed a verified notice of exemption under 49 CFR 1150.41, to continue to lease from Union Pacific Railroad Company (UP) approximately 16.55 miles of rail lines located between milepost 0.99, at Wichita Falls, Texas and milepost 17.54, near Burkburnett, Texas, at the Texas-Oklahoma state line.

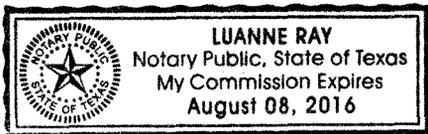
Comments must be filed with the Board and served on Karl Morell, Karl Morell & Associates, Suite 225, 655 Fifteenth Street, N.W., Washington, DC 20005, (202) 638-3307.

This notice is filed under 49 C.F.R. 1150.41. If the notice contains false or misleading information, the exemption is void ab initio. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

I, Robert Bach, being duly sworn depose and state that I am Vice President and General Counsel of Wichita, Tillman & Jackson Railway Company, that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.



Robert Bach

Robert Bach

SUBSCRIBED AND SWORN TO before me this 15th day of February, 2016, in the County of Tarrant, State of Texas.

My Commission Expires: 8-8-2016

Luanne Ray
