

RICHARD R. WILSON, P.C.

Attorney at Law

A Professional Corporation

518 N. Center Street, Ste. 1

Ebensburg, PA 15931

(814) 419-8152
888-454-3817 (Toll Free)
(814) 419-8156 FAX
rwilson@rrwilson.net – Email
www.rrwilsonesq.com - Website

851 Twelfth Street
Oakmont, PA 15139

Of Counsel to:
Vuono & Gray LLC
2310 Grant Building
Pittsburgh, PA 15219
(412) 471-1800
(412) 471-4477 FAX

235463

February 6, 2014

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

ENTERED
Office of Proceedings
February 14, 2014
Part of
Public Record

Re: Finance Docket No. 35798, RMW Ventures, LLC Change of Control Within
Corporate Family – Amended Notice of Exemption of RMW Ventures, LLC

Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of an Amended Notice of Exemption of RMW Ventures, LLC. A check covering the Board's filing fee was included in the original Notice of Exemption filed with the Board on December 30, 2013.

Please time and date stamp the extra copy of this letter and the Amended Verified Notice of Exemption and return them 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,

RICHARD R. WILSON, P.C.



Richard R. Wilson, Esq.
Attorney for Big Four Terminal Railroad, LLC

RRW/bab
Enclosures
xc: RMW Ventures, LLC

FEB 14 2014

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35798

RMW VENTURES, LLC
CHANGE OF CONTROL WITHIN CORPORATE FAMILY

AMENDED VERIFIED NOTICE OF EXEMPTION
OF
RMW VENTURES, LLC

RICHARD R. WILSON, P.C.
RICHARD R. WILSON, ESQ.
Attorney for RMW Ventures, LLC
Pa. I.D. #25661
518 N. Center Street
Ebensburg, PA 15931
(814) 419-8152
(814) 419-8156 - Fax

Dated: February 6, 2014

FEB 14 2014

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35798

RMW VENTURES, LLC
CHANGE OF CONTROL WITHIN CORPORATE FAMILY

AMENDED VERIFIED NOTICE OF EXEMPTION
OF
RMW VENTURES, LLC

Applicant, RMW Ventures, LLC (“RMW”), pursuant to 49 C.F.R. §11802(d)(3), seeks the Board’s authorization to acquire the ownership units of Big Four Terminal Railroad, LLC (“BFTR”) and Wabash Central Railway, LLC (“WCR”) which are currently owned or controlled by S.N. Wendelin who is also the owner of RMW Ventures, LLC.

1. Description of the proposed transaction.

(i) Brief summary of the proposed transaction. The ownership units of BFTR and WCR are subject to the jurisdiction of the Board, and currently are owned and controlled by Mr. Wendelin who also owns RMW. Subject to the approval of the Board, the ownership units of the BFTR and WCR will be transferred to RMW which will then own or control BFTR and WCR. This transaction is related to the Continuance in Control transaction at Finance Docket No. 35801

The name, address and telephone number of the applicant is as follows:

RMW Ventures, LLC
300 E. Walnut Street
Corydon, IN 47112
(812) 738-4230

The names, addresses and telephone numbers of BFTR and WCR are as follows:

Big Four Terminal Railroad, LLC
300 E. Walnut Street
Corydon, IN 47112
(812) 738-4230

Wabash Central Railway, LLC
300 E. Walnut Street
Corydon, IN 47112
(812) 738-4230

The name, address and telephone number of Applicant's counsel is as follows:

Richard R. Wilson, P.C.
Richard R. Wilson, Esq.
518 N. Center Street, Ste. 100
Ebensburg, PA 15931
(814) 419-8152

(ii) Proposed consummation. The proposed transaction is expected to occur over 30 days after the date of filing of the Verified Notice of Exemption.

(iii) Proposed transaction's purpose. The proposed transaction is designed to permit S.N. Wendelin through RMW to retain indirect control of BFTR and WCR.

2. States in which the railroads are located.

The BFTR and WCR are located in Indiana.

3. Maps.

Maps of the railroad line of the BFRT and WCR are attached as Exhibit 1.

4. Agreements.

Copies of the Member's Resolutions approving these ownership unit acquisitions are attached as Exhibit 2.

5. Level of labor protection.

Since BFTR and WCR are Class III railroads, no labor protection need be provided, pursuant to the provisions of 49 U.S.C. §1132(c).

6. Environmental and historic consequences.

There will be no change in the operations of BFTR and WCR.

Accordingly, the proposed transaction will result in no changes exceeding the thresholds of 49 C.F.R. 11057(e)(4) or (5) and, therefore, the proposed transaction is exempt from the need for providing further environmental documentation, pursuant to 49 C.F.R. §1105.6(c)(2) and (4). No structure 50 years old or older will be dismantled or disturbed. Hence, the proposed transaction is exempt from the historic preservation reporting requirements pursuant to 49 C.F.R. §1105.8(b)(2-3).

Respectfully submitted,

RICHARD R. WILSON, P.C.



Richard R. Wilson, Esq.
Attorney for RMW Ventures, LLC
518 N. Center Street
Ebensburg, PA 15931
(814) 419-8152

Dated: February 6, 2014

Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35798

RMW VENTURES, LLC
CHANGE OF CONTROL WITHIN CORPORATE FAMILY

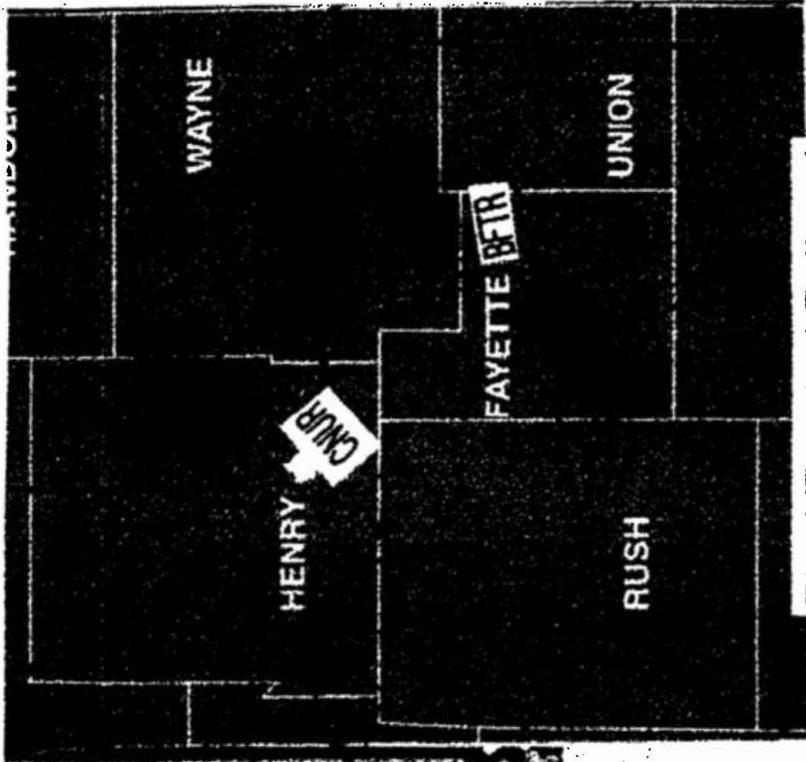
AMENDED VERIFIED NOTICE OF EXEMPTION
OF
RMW VENTURES, LLC

EXHIBIT 1

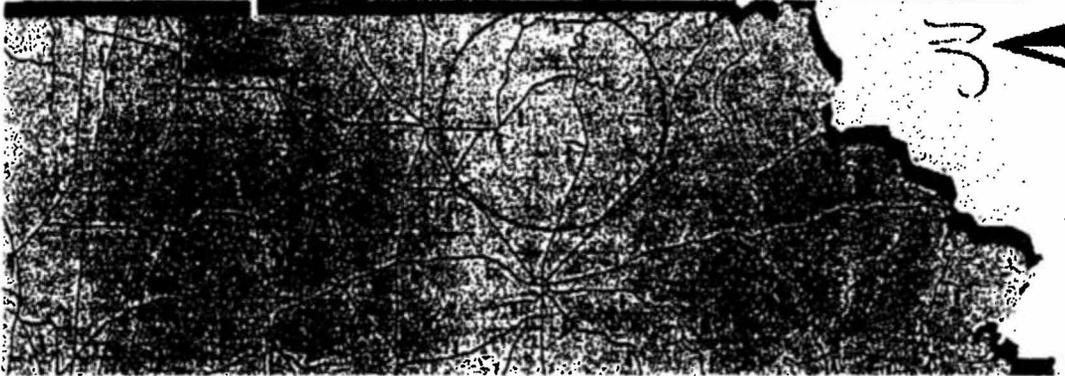
MAPS

EXHIBIT 1

C&NC Railroad



Big 4 Terminal Railroad



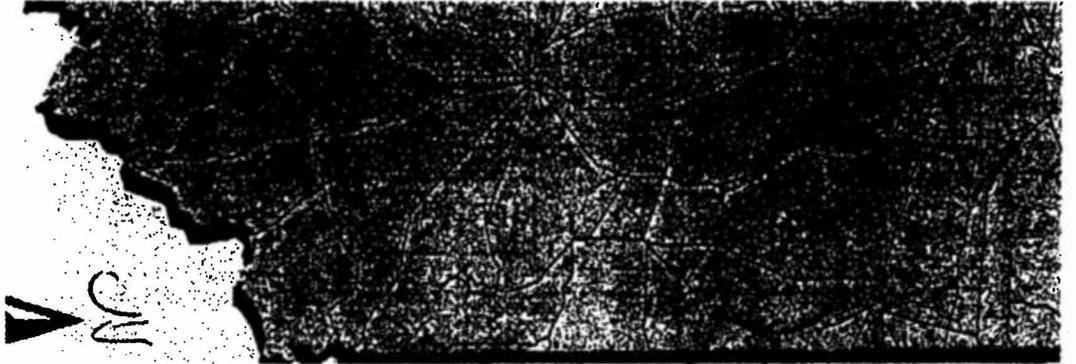
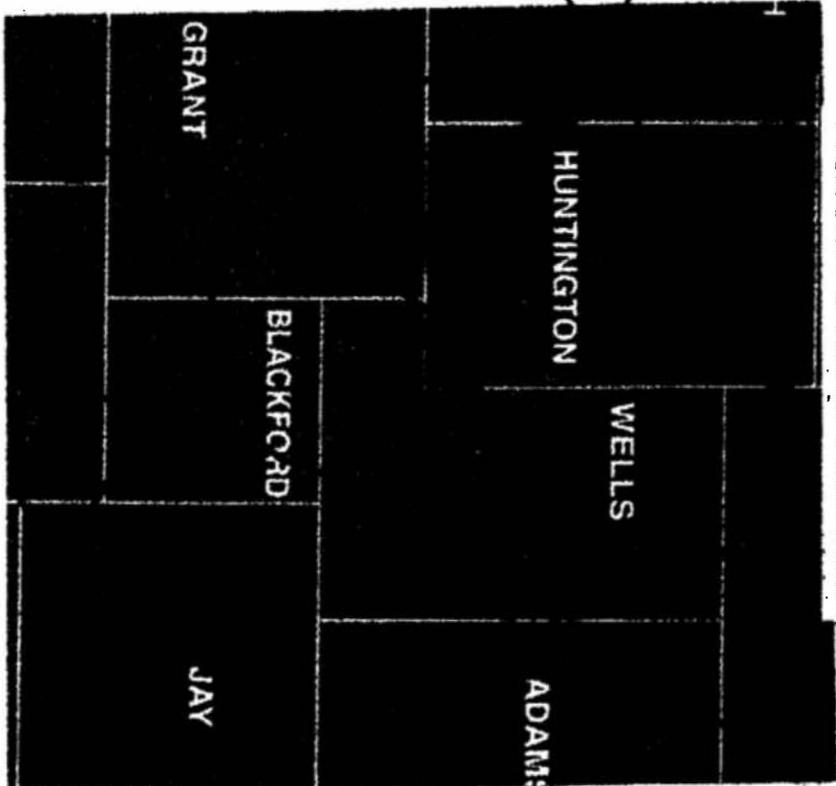


EXHIBIT 1
Wabash Central Railroad



Before the
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35798

RMW VENTURES, LLC
CHANGE OF CONTROL WITHIN CORPORATE FAMILY

VERIFIED NOTICE OF EXEMPTION
OF
RMW VENTURES, LLC

EXHIBIT 2

MEMBERS' RESOLUTIONS

RMW VENTURES, LLC
Member's Resolution

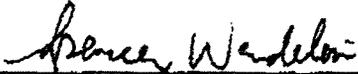
RESOLVED, that at the Member's meeting of RMW Ventures, LLC, held December 20, 2013, the Member, being that sole person, whose signature is hereafter affixed, does authorize, approve and accept, the additional capital contribution of Spencer Wendelin, in the form of 100 Units of Ownership in Big Four Terminal Railroad, LLC. Said Units of Ownership representing the entire Ownership of the said Big Four Terminal Railroad, LLC;

AND, IT IS FURTHER RESOLVED, that, Spencer Wendelin, as Manager of RMW Ventures, LLC, is authorized and directed to make whatsoever filings with and issue such notification to State, Federal and Local governmental authorities, as may be required or prudent to memorialize the transfer of ownership of Big Four Terminal Railroad, LLC to RMW Ventures, LLC from Spencer Wendelin, and/or to register such ownership of Big Four Terminal Railroad, LLC, as a single member Limited Liability Corporation, with RMW Ventures, LLC as the single Member owning the entirety of Big Four Terminal Railroad, LLC;

AND, IT IS FURTHER RESOLVED, that, RMW Ventures, LLC, shall, immediately accept the transfer of all of said Units of Ownership in Big Four Terminal Railroad, LLC from Spencer Wendelin, and shall hold such Units of Ownership, in escrow, until such time as all of such filings and notifications, as contemplated in this Resolution hereinabove, shall have been completed and, further, to credit, as of today's date, the Capital Account of Spencer Wendelin in RMW Ventures, LLC, in accordance with the valuation of such Units of Ownership, as the RMW Ventures, LLC corporate Certified Accountants shall establish; all in accordance with Sections 2.2. (a); 3.6.c.; 4.1; 4.6, and; 6.4 of the RMW Ventures, LLC Operating Agreement, and Sections 1.(b); 1.(d) of the RMW Ventures, LLC Revised Founders Agreement;

AND, IT IS FURTHER RESOLVED, that, the lease agreement between RMW Ventures, LLC and the Big Four Terminal Railroad, LLC, date January 1, 2011, for the purpose of leasing certain real property, railroad tracks and rail appurtenances to Big Four Terminal Railroad, LLC to hold and utilize the same for railroad common carrier operating purposes, shall remain in force and effect as originally written.

APPROVED this 20th day of December, 2013:



Spencer Wendelin, Member

RMW VENTURES, LLC
Member's Resolution

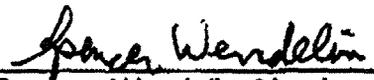
RESOLVED, that at the Member's meeting of RMW Ventures, LLC, held January 3, 2014, the Member, being that sole person, whose signature is hereafter affixed, does authorize, approve and accept, the additional capital contribution of Spencer Wendelin, in the form of 100 Units of Ownership in Wabash Central Railway, LLC. Said Units of Ownership representing the entire Ownership of the Wabash Central Railway, LLC;

AND, IT IS FURTHER RESOLVED, that, Spencer Wendelin, as Manager of RMW Ventures, LLC, is authorized and directed to make whatsoever filings with and issue such notification to State, Federal and Local governmental authorities and industry entities, as may be required or prudent to memorialize the transfer of ownership of Wabash Central Railway, LLC to RMW Ventures, LLC from Spencer Wendelin, and/or to register such ownership of Wabash Central Railway, LLC, as a single member Limited Liability Corporation, with RMW Ventures, LLC as the single Member owning the entirety of Wabash Central Railway, LLC;

AND, IT IS FURTHER RESOLVED, that, RMW Ventures, LLC, shall, immediately accept the transfer of all of said Units of Ownership in Wabash Central Railway, LLC from Spencer Wendelin, and shall hold such Units of Ownership, in escrow, until such time as all of such filings and notifications, as contemplated in this Resolution hereinabove, shall have been completed and, further, to credit, as of today's date, the Capital Account of Spencer Wendelin in RMW Ventures, LLC, in accordance with the valuation of such Units of Ownership, as the RMW Ventures, LLC corporate Certified Accountants shall establish; all in accordance with Sections 2.2. (a); 3.6.c.; 4.1; 4.6, and; 6.4 of the RMW Ventures, LLC Operating Agreement, and Sections 1.(b); 1.(d) of the RMW Ventures, LLC Revised Founders Agreement;

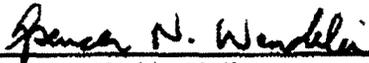
AND, IT IS FURTHER RESOLVED, that, the lease agreement between RMW Ventures, LLC and the Wabash Central, date March 28, 2008, for the purpose of leasing certain real property, railroad tracks and rail appurtenances to Wabash Central Railroad, LLC to hold and utilize the same for railroad common carrier operating purposes, shall remain in force and effect as originally written.

APPROVED this 3rd day of January, 2014:



Spencer Wendelin, Member

Certified as entered into the as part of the minutes of the Members meeting Minutes on
January 10, 2014:

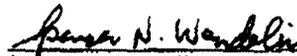


Spencer N. Wendelin,
LLC Corporate Manager

VERIFICATION

I, Spencer N. Wendelin, Manager of RMW Ventures, LLC, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Notice of Exemption and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of RMW Ventures, LLC. I know that willful misstatement or omission of material fact constitute Federal criminal violations punishable under 18 U.S.C. §1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. §1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated this 20th day of January, 2014.



Spencer N. Wendelin, Manager
RMW Ventures, LLC