

**FLETCHER & SIPPEN** LLC

ATTORNEYS AT LAW

29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2832ROBERT A. WIMBISH  
(312) 252-1504  
rwimbish@fletcher-sippel.com

April 27, 2016

ENTERED  
Office of Proceedings  
April 27, 2016  
Part of  
Public Record  
Phone: (312) 252-1500  
Fax: (312) 252-2400  
www.fletcher-sippel.com**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 20024Re: **Docket No. FD 36018**  
**Central Texas & Colorado River Railway, LLC -- Acquisition**  
**And Operation Exemption – Line of Heart of Texas Railroad, L.P.**

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of Central Texas & Colorado River Railway, LLC Pursuant to 49 C.F.R. § 1150.31**, dated April 27, 2016. A check in the amount of \$1,900, representing the appropriate fee for this filing, and a disk containing copies of the aforementioned Notice and the *Federal Register* caption summary in MS Word and .pdf formats are attached.

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

Respectfully submitted,


Robert A. Wimbish  
Attorney for Central Texas & Colorado River  
Railway, LLC

WCS:raw

Enclosures

FEE RECEIVED  
April 27, 2016  
SURFACE  
TRANSPORTATION BOARDFILED  
April 27, 2016  
SURFACE  
TRANSPORTATION BOARD

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

DOCKET NO. FD 36018

CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF HEART OF TEXAS, L.P.

---

**VERIFIED NOTICE OF EXEMPTION OF  
CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
PURSUANT TO 49 C.F.R. § 1150.31**

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

**ATTORNEYS FOR CENTRAL TEXAS &  
COLORADO RIVER RAILWAY, LLC**

Dated: April 27, 2016

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

DOCKET NO. FD 36018

CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF HEART OF TEXAS RAILROAD, L.P.

---

**VERIFIED NOTICE OF EXEMPTION  
OF  
CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
PURSUANT TO 49 C.F.R. § 1150.31**

Central Texas & Colorado River Railway, LLC (“CTCR”), a non-carrier, hereby files this notice of exemption under 49 C.F.R. § 1150.31, et seq., to acquire the rail line of Heart of Texas Railroad, L.P. (“HTR”) extending from Lometa to Brady, Texas (the “Brady Line”). The total distance of the line to be acquired by CTCR is approximately 67.5 route miles.

Based on projected revenues for the Brady Line, CTCR expects to be a Class III rail carrier.

This Notice is related to Docket No. FD 36019, OmniTRAX Holdings Combined, Inc. – Continuance in Control Exemption – Central Texas & Colorado River Railway, LLC, in which OmniTRAX Holdings Combined, Inc. (“OmniTRAX”) concurrently is filing a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of CTCR once CTCR acquires the Brady Line and becomes a carrier. As explained in the FD 36019 sister filing, OmniTRAX controls eighteen Class III rail carriers operating in the United States.

In accordance with the requirements of 49 C.F.R. § 1150.33 and other applicable provisions, CTCR submits the following information:

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

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

Central Texas & Colorado River Railway, LLC  
252 Clayton Street, 4<sup>th</sup> Floor  
Denver, CO 80206

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

The CTCR representative to whom correspondence regarding this transaction should be sent is as follows:

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

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

Pursuant to a Purchase and Sale Agreement by and among CTCR and HTR to be executed shortly, CTCR will acquire the Brady Line and related assets from HTR.

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

CTCR will become the operator of the Brady Line upon acquisition.

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

CTCR is a newly-formed, non-carrier subsidiary of OmniTRAX. Pursuant to the aforementioned Purchase and Sale Agreement executed among the parties, CTCR will acquire and operate HTR's entire rail line extending from a connection with BNSF Railway Company from milepost 0.0 at Lometa, Texas, to the end of track at milepost 67.5 at Brady, Texas, a distance of approximately 67.5 miles.

HTR has operated the Brady Line since 2013, when it acquired the line from the bankruptcy estate of the prior owner. See Heart of Texas Railroad, L.P. – Acquisition and Operation Exemption – Gulf Colorado & San Saba Railway Company, Docket No: FD 35710 (STB served January 4, 2013).

The full name and address of the entity transferring the Brady Line to CTCR is as follows:

Heart of Texas Railroad, L.P.  
301 Commerce Street, Suite 3500  
Fort Worth, TX 76107

CTCR intends to consummate its consummation of the Brady Line and commence operations on May 27, 2016, 30 days from the date of this filing.

**Map: 49 C.F.R. § 1150.33(f)**

A map showing the Brady Line and indicating the area served by the line is attached as Exhibit A to this notice.

**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) – certifying that CTCR’s projected annual revenues are not expected to exceed those that would qualify it as a Class III railroad carrier – is attached as Exhibit B to this notice.

**Interchange Commitments: 49 C.F.R. § 1150.33(h)**

CTCR hereby certifies that the purchase and sale agreement between HTR and CTCR does not involve any provision limiting CTCR’s future interchange of traffic on the Brady Line with a third-party connecting carrier.

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

CTCR's projected annual revenue does not exceed \$5 million, and, accordingly, the advance notice requirements of 49 C.F.R. § 1150.32(e) are not applicable to this transaction. See Exhibit B hereto.

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

Under 49 C.F.R. § 1105.6(c)(2), the proposed acquisition of the Brady Line by CTCR is exempt from environmental reporting requirements. CTCR's acquisition and operation of the line 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).

Under 49 C.F.R. § 1105.8(b)(1), the proposed acquisition of the Brady Line by CTCR also is exempt from historic preservation reporting requirements. CTCR's acquisition of the line is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to discontinue or abandon 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. § 1150.34**

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

Respectfully submitted,

By: R. A. Wimbish

William C. Sippel

Robert A. Wimbish

Fletcher & Sippel LLC

29 North Wacker Drive

Suite 920

Chicago, Illinois 60606-2832

(312) 252-1500

**ATTORNEYS FOR CENTRAL TEXAS &  
COLORADO RIVER RAILWAY, LLC**

Dated: April 27, 2016

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

---

**DOCKET NO. FD 36018**

**CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF HEART OF TEXAS, L.P.**

---

**EXHIBIT A**

**MAP**



**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

---

**DOCKET NO. FD 36018**

**CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF HEART OF TEXAS, L.P.**

---

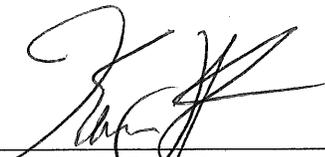
**EXHIBIT B**

**CERTIFICATION**

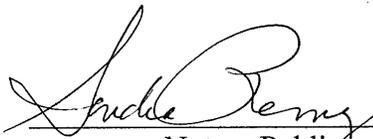
**CERTIFICATION**

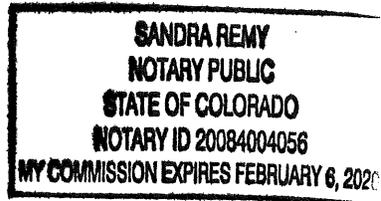
State of Colorado            )  
  )    ss:  
County of Denver            )

Kevin J. Shuba, being duly sworn, hereby certifies that the projected annual rail revenue of Central Texas & Colorado River Railway, LLC does not exceed \$5 million and will not result in the creation of a Class II or Class I rail carrier under the provisions of 49 C.F.R. § 1201 (1-1).

  
\_\_\_\_\_  
Kevin J. Shuba  
Manager

SUBSCRIBED AND SWORN TO  
before me this 7<sup>th</sup> day  
of April, 2016.

  
\_\_\_\_\_  
Notary Public



My Commission expires: 2-6-2020

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

---

**DOCKET NO. FD 36018**

**CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF HEART OF TEXAS, L.P.**

---

**EXHIBIT C**

**CAPTION SUMMARY**

SURFACE TRANSPORTATION BOARD

**NOTICE OF EXEMPTION**

---

DOCKET NO. FD 36018

CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF HEART OF TEXAS RAILROAD, L.P.

---

Central Texas & Colorado River Railway, LLC (“CTCR”), a non-carrier, has filed a Verified Notice of Exemption under 49 C.F.R. § 1150.31, et seq., to acquire from Heart of Texas Railroad, L.P. and operate a line of railroad extending from milepost 0.0 at Lometa, Texas, to the end of track at milepost 67.5 at Brady, Texas, a distance of approximately 67.5 miles (the “Brady Line”).

CTCR expects to consummate its acquisition of the Brady Line and commence operations on May 27, 2016.

Comments must be filed with the Board and served on:

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

This proceeding is related to Docket No. FD 36019, OmniTRAX Holdings Combined, Inc. – Continuance in Control Exemption – Central Texas & Colorado River Railway, LLC, in which OmniTRAX Holdings Combined, Inc. has concurrently filed a notice of

exemption pursuant to 49 U.S.C. §§ 11323, et seq. and 49 C.F.R. § 1180.2(d)(2) to continue in control of CTCR once CTCR acquires the Brady Line and becomes a carrier.

This Notice is filed under 49 C.F.R. § 1150.31. If this Notice contains false or misleading information, the exemption is void ab initio. Petitions 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 transaction.

Dated: May \_\_, 2016

By the Board

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

---

**DOCKET NO. FD 36018**

**CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF HEART OF TEXAS, L.P.**

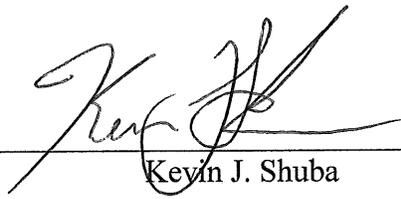
---

**VERIFICATION**

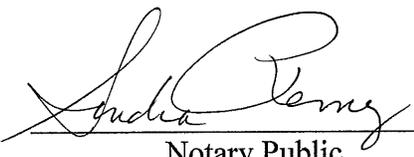
**VERIFICATION**

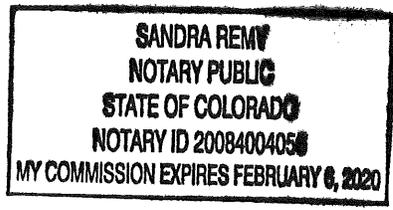
State of Colorado            )  
  )    ss:  
County of Denver            )

Kevin J. Shuba, being duly sworn, deposes and says that he is Manager of Central Texas & Colorado River Railway, LLC, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

  
\_\_\_\_\_  
Kevin J. Shuba

SUBSCRIBED AND SWORN TO  
before me this 7<sup>th</sup> day  
of April, 2016.

  
\_\_\_\_\_  
Notary Public



My Commission expires: 2-6-2020