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SERVICE DATE – DECEMBER 31, 2015

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FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35984]

Ohio River Partners LLC—Acquisition and Operation Exemption—Hannibal
Development, LLC

Ohio River Partners LLC (ORP), a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to acquire from Hannibal Development, LLC (Hannibal), and to operate 12.2 miles of rail line known as the Omal Secondary Track (the Line).¹ The Line extends between milepost 60.5 at or near Powhatan Point and milepost 72.7 at or near Hannibal, in Monroe County, Ohio.

Hannibal acquired the Line from the bankruptcy estate of ORMET Railroad Corporation (ORMET) in 2014. Prior to entering bankruptcy, ORMET granted Hannibal Real Estate, LLC (HRE)² an easement to use the Line for the purpose of providing rail service to an industrial park owned by HRE on property located adjacent to ORMET's property. Ohio Terminal Railway Company currently serves customers in the HRE

¹ ORP, a Delaware limited liability company, is controlled by Ohio River Partners Shareholder LLC, a Delaware limited liability company (ORPS). ORPS is indirectly owned and controlled by Fortress Transportation and Infrastructure Investors LLC, which is managed by an affiliate of Fortress Investment Group LLC (Fortress). Upon consummation of the proposed transaction, ORPS will own a 75% interest in ORP. The remaining 25 % interest in ORP will be held by Hannibal.

² Hannibal and HRE are not affiliated companies.

industrial park pursuant to the easement.³ The customers in the HRE industrial park are currently the only rail shippers on the Line. ORP will acquire certain assets including the Line (collectively, the Hannibal Property) from Hannibal, and plans to redevelop the Hannibal Property for industrial use. ORP anticipates that industries located on the Hannibal Property may require rail service. Accordingly, ORP has filed the instant verified notice of exemption to acquire and operate the Line.⁴

This transaction is related to a concurrently filed verified notice of exemption in Fortress Investment Group LLC—Continuance in Control Exemption—Ohio River Partners, LLC, Docket No. FD 35985, wherein Fortress seeks Board approval to continue in control of ORP and two other rail carriers (Central Maine & Quebec Railway US Inc. and Florida East Coast Railway, L.L.C.) currently controlled by other companies managed by affiliates of Fortress following consummation of the proposed transaction.

The transaction may not be consummated until January 17, 2016 (30 days after the notice of exemption was filed).

ORP certifies that its projected annual revenues as a result of this transaction will not result in its becoming a Class II or Class I rail carrier and will not exceed \$5 million.

ORP states that the transaction does not impose any interchange commitment on it.

³ See Ohio Terminal Ry.—Operation Exemption—Hannibal Real Estate, FD 35703 (STB served Jan. 11, 2013).

⁴ The easement granted by ORMET gives HRE the right to use the Line only for the purpose of providing rail service to HRE's property. Accordingly, any new industries that locate on the Hannibal Property would be served by ORP.

If the verified 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 effectiveness of the exemption. Petitions to stay must be filed no later than January 8, 2016 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35984, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Terence M. Hynes, Sidley Austin LLP, 1501 K St., N.W., Washington, DC 20005.

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Decided: December 23, 2015.

By the Board, Julia M. Farr, Acting Director, Office of Proceedings.