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November 12, 2013

Karl Morell  
Of Counsel  
kmorell@balljanik.com

BY HAND DELIVERY

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

ENTERED  
Office of Proceedings  
NOV 12 2013  
Part of  
Public Record

Re: Finance Docket No. 35777, New Orleans & Gulf Coast Railway  
Company, Inc. -- Lease Exemption Containing Interchange  
Commitment - Union Pacific Railroad Company

Dear Ms. Brown:

Attached for filing are the original and ten copies of a Verified  
Notice of Exemption under 49 C.F.R. § 1150.41 and a check  
covering the \$1,900 filing fee. Also enclosed is a Disc containing  
the Notice and Summary.

If you have any questions, please contact me.

Sincerely,

Karl Morell  
Of Counsel

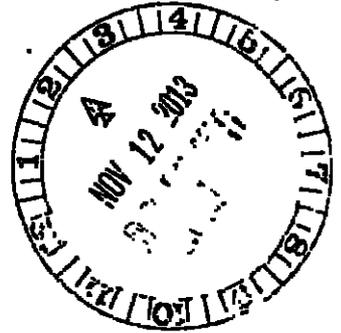
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Enclosures

**FILED**  
NOV 12 2013  
SURFACE  
TRANSPORTATION BOARD

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35777



NEW ORLEANS & GULF COAST RAILWAY COMPANY, INC.  
--LEASE EXEMPTION CONTAINING INTERCHANGE COMMITMENT--  
UNION PACIFIC RAILROAD COMPANY

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

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**SURFACE  
TRANSPORTATION BOARD**

KARL MORELL  
Of Counsel  
BALL JANIK LLP  
Suite 225  
655 Fifteenth Street, N.W.  
Washington, D.C. 20005  
(202) 638-3307

Attorney for:  
NEW ORLEANS & GULF COAST  
RAILWAY COMPANY, INC.

Dated. November 12, 2013

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO 35777



NEW ORLEANS & GULF COAST RAILWAY COMPANY, INC.  
-- LEASE EXEMPTION CONTAINING INTERCHANGE COMMITMENT--  
UNION PACIFIC RAILROAD COMPANY

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

New Orleans & Gulf Coast Railway Company, Inc. ("NOGC"), 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 NOGC to continue to lease and operate approximately 11.52 miles of rail lines in Louisiana from Union Pacific Railroad Company ("UP")

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

(a) Full name and address of applicant:

New Orleans & Gulf Coast Railway Company, Inc.  
6100 Southwest Blvd, Suite 320  
Fort Worth, Texas 76109

(b) Applicant's Representative:

Karl Morell  
Of Counsel  
BALL JANIK LLP  
Suite 225  
655 Fifteenth Street, N W  
Washington, DC 20005  
(202) 638-3307

(c) Statement of Agreement

NOGC entered into a Lease Agreement with UP in 2003. *See* STB Finance Docket No. 34411, *New Orleans & Gulf Coast Railway Company, Inc. – Lease Exemption – Union Pacific Railroad Company* (not printed), served October 20, 2003. NOGC recently entered into the First Supplement To Lease Agreement Between UP and NOGC (“First Supplement”) which, among other things, extended the term of the lease to September 23, 2023.

(d) The operator of the property:

NOGC 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 lines that will continue to be leased by NOGC consist of 7.02 miles of main line railroad located between Milepost 0.98, at Goldsboro, LA, and Milepost 8.00, near Westwego, LA and the 4.5-mile Hooper Spur extending from Harvey Yard, at Harvey, LA south to the end of the spur near Bayou Street.
- (4) The length of the main line being leased is approximately 7.02 miles and the length of the Hooper Spur is approximately 4.5 miles
- (f) A map of the rail lines that will continue to be leased is attached as Exhibit A.
- (g) NOGC hereby certifies that NOGC's projected revenues as a result of this transaction will not result in NOGC becoming a Class II or Class I rail carrier. NOGC's annual revenues exceed \$5 million. Accordingly, the requirements 49 C.F.R. § 1150.42(e) apply to this transaction. Providing the 60-day notice, however, would serve no useful purpose since NOGC already operates the leased lines. Consequently, NOGC is seeking a waiver of the notice period set forth in Section 1150.42(e).
- (h)(1)
- (i) The First Supplement does not contain an interchange commitment. The 2003 Lease Agreement does contain an interchange commitment. The affected interchange point is Westwego, LA.
- (ii) The First Supplement and the 2003 Lease Agreement are being filed with the Board under 49 C.F.R. § 1104.14(a).

(iii) Afton Chemical, Algoma Tubes, Altex Energy, ADM, Arizona Waste Oil Service, Axiall Corporation, Baker Commodities, Bango Refining NV, BASF, Blackwater Midstream Corp, Botavia Energy, Bunge Foods, Caleradelala, Caleras De La Laguna, Calumet Lubricants, Canadian Pacific Railway, Canadinatrai, Cargill, Cclanese, Chemtura Canada, Chevron Chemical, CIIS, Cliff Berry Inc, Cody Group, Conagra Foods, Cooley Industries, Cornerstone Chemical, CSX Transportation, Darling International, Demeter LP, DMC Trading LLC, Dow Chemical, Eagle Picher, East Camden Highland RR, Eastman Chemical, Elbow River Marketing LTD PA, EP Minerals, Evonik Oil Additives USA, Excel Paralubes, ExxonMobil Refining & Supply, FCC Environmental, Federated Coop, Formosa Plastics USA, Gavilon Grain, Georgia Gulf, Georgia Petroleum, Glencore LTD, Grain Processing Corp, Grain States Soya, Griffin Industries, Helena Chemical, Holly Frontier Refining, Huntsman International, ICL IP America, Imperial Oil Strathcona Refi, Industrial Minera Mexico, Incos Oligomers, Intermountain Power Project, International Matex, International Waxes, Johann Haltermann, Kennecott Utah Copper LLC, Kinder Morgan, Loders Crokiaan BV, Louis Dreyfus Claypool, Lubrizol, Manly Terminal, Mayco Export, Meglobal Americas, Mesa Oil, Metalworking Lubricants, Mexicana De Cobre, Mielke Oil, Monsanto Corp., Norfolk Southern Railroad, Omega Refining, Packard Pipe, Pan Western Donovan Way, Peter Cremer North America, Pfizer, Plaza Equity Elevator, PMC Biogenix, Predator Midstream LTD, New Orleans Public Belt Railroad Commission, Quality Liquid Feed, Reagent Chemical Research, Rickys Oil Service, Riverbank Oil Transfer LLC, RLI Logistics Solutions, Rock River Lumber Grain, Safety Kleen Systems, Sasol North America, Scoular Grain, Searle Petroleum, Shell Chemical,

Sonneborn, Sterling Rail Services, Stolt Terminals Houston, Sun Products, Synergy Recycling, Tenaska, Texpar Energy, LLC, Thermofluids, Transammonia, Trinity Industries, Union Carbide, Union Pacific Railroad Company, United States Steel, Universal Environmental Service, Unocal, UTLXMFG, Vantage Oleochemicals, Veolia Es Technical Solution, Vesco Oil Corporation, Watco Transload Intermodal, Wesco Petroleum Waste Management, Western Pipe, Westlake Polymers LLC, Westway Trading, Wolf Lake Terminal, Woodbridge Foam and Yantai Wanhua Americas Company, Ltd

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

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

(vi) Although there is currently no direct connection to a third party railroad, BNSF Railway Company and the New Orleans Public Belt are located in very close proximity to the leased lines.

(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**

NOGC is leasing the rail lines from UP for continued rail operations. Further Board approval is required for NOGC 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).

NOGC'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. NOGC'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.

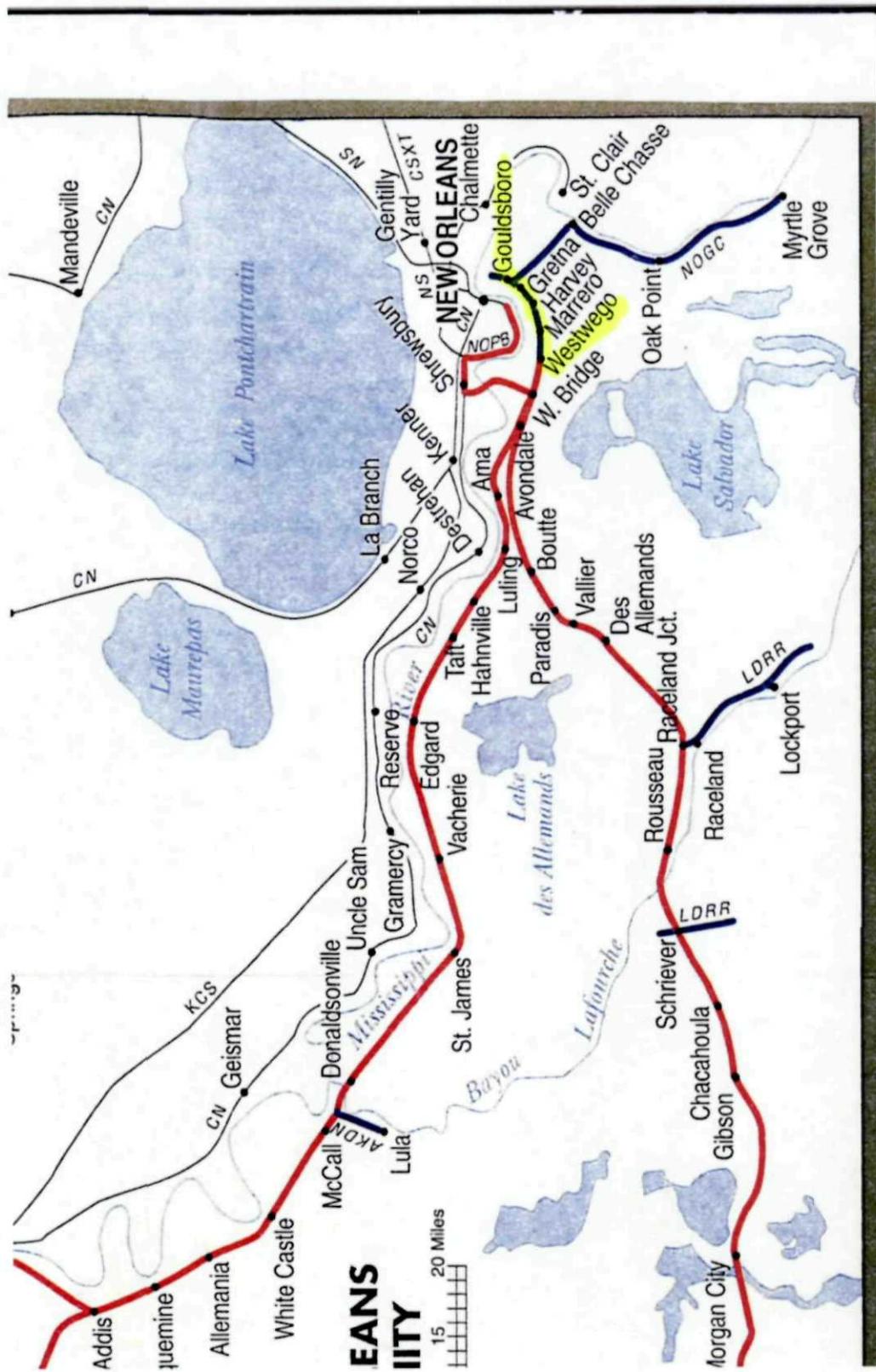
Respectfully submitted,



KARL MORELL  
Of Counsel  
BALL JANIK LLP  
Suite 225  
1455 F Street, N W.  
Washington, DC 20005  
(202) 638-3307

Attorney for:  
NEW ORLEANS & GULF COAST RAILWAY  
COMPANY, INC.

Dated. November 12, 2013



**SURFACE TRANSPORTATION BOARD**

**NOTICE OF EXEMPTION**

**FINANCE DOCKET NO. 35777**

**NEW ORLEANS & GULF COAST RAILWAY COMPANY, INC.  
-- LEASE EXEMPTION CONTAINING INTERCHANGE COMMITMENT--  
UNION PACIFIC RAILROAD COMPANY**

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New Orleans & Gulf Coast Railway Company, Inc (NOGC), 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) the 7.02-mile main line located between Milepost 0 98, at Goldsboro, Louisiana, and Milepost 8 00, near Westwego, Louisiana and the 4.50-mile spur line known as the Hooper Spur located between Harvey Yard, at Harvey, Louisiana, and the end of the spur at Bayou Street.

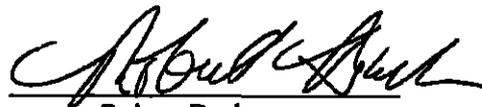
Comments must be filed with the Board and served on Karl Morell, Of Counsel, BALL JANIK LLP, Suite 225, 655 Fifteenth Street, N.W., Washington, DC 20005, (202) 638-3307

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.

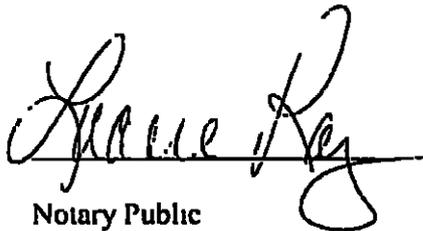
VERIFICATION

STATE OF TEXAS                    )  
  )     SS.  
COUNTY OF TARRANT            )

I, Robert Bach, being duly sworn depose and state that I am Vice President and Chief Operating Officer of New Orleans & Gulf Coast Railway Company, Inc., 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

SUBSCRIBED AND SWORN TO before me this 8<sup>th</sup> day of November, 2013, in the County of Tarrant, State of Texas.

  
Notary Public

