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ENTERED
Office of Proceedings
June 23, 2014
Part of
Public Record

JEREMY J. SYLVESTER
jsylvester@mimfirm.com

DIRECT DIAL
859.354.4240

June 17, 2014

Rachel Campbell
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street S.W.
Washington, D.C. 20423

Re: Finance Docket No. 35839, R. J. Corman Railroad Company/Texas Lines, LLC –
Acquisition and Operation Exemption – Texas South-Eastern Railroad Company.

Dear Ms. Campbell:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the Verified Notice of Exemption of R. J. Corman Railroad Company/Texas Lines, LLC, pursuant to 49 C.F.R. § 1150.31, dated June 17, 2014. A check in the amount of \$ 1900.00, representing the appropriate fee for this filing, and a CD-Rom containing the text of the Notice and the Caption Summary are also enclosed.

Please date-stamp and return in the provided envelope the enclosed extra copy of the Notice of Exemption and this letter.

Please feel free to contact me if you have any questions. Thank you for your assistance on this matter.

Sincerely,



Jeremy J. Sylvester

Enclosures

FILED
June 23, 2014
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
June 23, 2014
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35839

R. J. CORMAN RAILROAD COMPANY/TEXAS LINES, LLC
– ACQUISITION AND OPERATION EXEMPTION –
TEXAS SOUTH-EASTERN RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
R. J. CORMAN RAILROAD COMPANY/TEXAS LINES, LLC
PURSUANT TO 49 C.F.R. § 1150.31**

David R. Irvin
Jeremy J. Sylvester
Moynahan, Irvin & Mooney, PSC
110 North Main Street
Nicholasville, KY 40356
(859) 887-1200

ATTORNEYS FOR R. J. CORMAN
RAILROAD COMPANY TEXAS LINES,
LLC

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35839

R. J. CORMAN RAILROAD COMPANY/TEXAS LINES, LLC
– ACQUISITION AND OPERATION EXEMPTION –
TEXAS SOUTH-EASTERN RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
R. J. CORMAN RAILROAD COMPANY/TEXAS LINES, LLC
PURSUANT TO 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, R. J. Corman Railroad Company/Texas Lines, LLC (“RJCD”),¹ a non-carrier, hereby files this Verified Notice of Exemption to contract to acquire and operate lines of railroad known as the “Texas Southeastern Railroad” as shown on Exhibit 1, attached hereto, in Angelina County, Texas (the “Subject Line”) from Texas South-Eastern Railroad Company (“TSE”). Based upon projected revenues from the Subject Line, RJCD expects to become and remain a Class III rail carrier after consummation of the transaction proposed herein.

This Notice is related to Finance Docket No. 35840, R. J. Corman Railroad Group, LLC and R. J. Corman Railroad Company, LLC – Continuance in Control Exemption – R. J. Corman Railroad Company/Texas Lines, LLC, in which R. J. Corman Railroad Company, LLC (“RJCRC”) and R. J. Corman Railroad Group LLC, the companies in direct and indirect control of RJCD, are concurrently filing a Verified

¹ R. J. Corman Railroad Company/Texas Lines, LLC has reserved the mark “RJCD” with the AAR. “D” refers to Diboll, Texas.

Notice of Exemption pursuant to 49 C.F.R. § 1180.2 (d)(2) to continue in control of RJCD once RJCD acquires the Subject Line and becomes a rail carrier.

In accordance with the requirements of 49 C.F.R. § 1150.33, RJCD submits the following information:

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

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

R. J. Corman Railroad Company/Texas Lines, LLC
101 R. J. Corman Drive
P.O. Box 788
Nicholasville, KY 40340

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

RJCD's representative to whom correspondence regarding this transaction should be sent is as follows:

David R. Irvin
Jeremy J. Sylvester
Moynahan, Irvin & Mooney, PSC
110 North Main Street
Nicholasville, KY 40356
(859) 887-1200

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

A tentative agreement between TSER and RJCD will allow RJCD to acquire the Subject Line and commence operations on or about July 31, 2014.

Operator: 49 C.F.R. § 1150.33(d)

RJCD will operate, maintain and provide all rail common carrier service on the Subject Line.

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

Pursuant to a tentative agreement with TSE, RJCD, currently a non-carrier, shall acquire the Subject Line and thereafter operate, maintain and perform all common carrier service on the Subject Line. RJCD will acquire approximately two (2) miles of mainline operating track in Diboll, Texas and some exempt connecting industrial spurs to shipper facilities. RJCD will also acquire and operate an adjoining approximately ten (10) miles of exempt track which is now used for rail car storage only and not for transportation purposes. The total distance of the TSE route track to be acquired by RJCD is approximately twelve (12) miles. The tracks being acquired are indicated by red lines on the Maps collectively attached hereto as Exhibit 1.

The name and address of the railroad transferring the Subject Line to RJCD is as follows:

Texas South-Eastern Railroad Company
515 Pine Valley Road
Diboll, Texas 75941-1422

RJCD intends to consummate the transaction on or before July 31, 2014, and it will commence operations on or about that same day.

Map: 49 C.F.R. § 1150.33(f)

A map that clearly indicates the area served by the Subject Line is attached as Exhibit 1 to this Notice.

Certification of Class III Status: 49 C.F.R. § 1150.33(g)

A certificate complying with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit 2 to this Notice. Based on projected revenues for the Subject Line, RJCD will remain a Class III rail carrier after consummation of the transaction proposed herein.

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

The projected annual revenue from the Subject Line, together with RJCD's projected annual revenue, will not exceed \$5 million. Accordingly, the requirements of 49 C.F.R. § 1150.32(e) do not apply to this transaction.

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

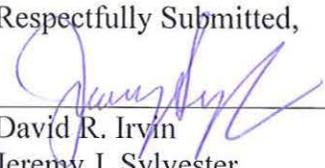
Under 49 C.F.R. § 1105.6(c)(2)(i), the proposed acquisition of the Subject Line by RJCD is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations (i.e. changes which exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5)).

Under 49 C.F.R. § 1105.8(b)(1), the proposed acquisition of the Subject Line by RJCD also is exempt from historic preservation reporting requirements. RJCD's acquisition of the Subject Line is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to 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 the appropriate form is attached as Exhibit 3 to this Notice.

Respectfully Submitted,



David R. Irvin
Jeremy J. Sylvester
Moynahan, Irvin & Mooney, PSC
110 North Main Street
Nicholasville, KY 40356
(859) 887-1200

ATTORNEYS FOR R. J. CORMAN
RAILROAD COMPANY TEXAS LINES,
LLC

Dated: June 17, 2014

EXHIBIT 1

TEXAS SOUTH-EASTERN RAILROAD COMPANY



EXHIBIT 2

CERTIFICATION

Michael Wester, being duly sworn, certifies that the projected revenues of R. J. Corman Railroad Company/Texas Lines, LLC, upon consummation of the proposed transaction, will not result in the creation of a Class I or Class II rail carrier under the provisions of 49 C.F.R. § 1201.1-1.

**R. J. Corman Railroad Company, LLC
Manager of R. J. Corman Railroad
Company/Texas Lines, LLC**

By: Michael Wester
Title: President of R. J. Corman Railroad
Company, LLC

STATE OF KENTUCKY)
COUNTY OF JESSAMINE)

The foregoing was subscribed and sworn to before me by Michael Wester on this
the 16th day of June, 2014.

Richard D. Lilly #473173
NOTARY PUBLIC

My commission expires: Aug. 20, 2016

EXHIBIT 3

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STB FINANCE DOCKET NO. 35839

R. J. CORMAN RAILROAD COMPANY/TEXAS LINES, LLC
– ACQUISITION AND OPERATION EXEMPTION –
TEXAS SOUTH-EASTERN RAILROAD COMPANY

R. J. Corman Railroad Company Texas Lines, LLC (“RJCD”), a non-rail carrier, has filed a Verified Notice of Exemption to acquire and operate a line of railroad from Texas South-Eastern Railroad Company (“TSE”) approximately two (2) miles of mainline operating track in Diboll, Texas and some exempt connecting industrial spurs to shipper facilities. RJCD will also acquire and operate an adjoining approximately ten (10) miles of exempt track which is now used for rail car storage only and not for transportation purposes. The total distance of the Subject Line is approximately twelve (12) route miles of track.

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RJCD expects to consummate its acquisition of the Subject Line and commence operations on the line on or about July 31, 2014.

Comments must be filed with the Board and served on: David R. Irvin or Jeremy J. Sylvester, Moynahan, Irvin & Mooney, PSC, 110 North Main Street, Nicholasville, KY 40356, (859) 887-1200.

This notice is filed under 49 C.F.R. § 1150.31. 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

I, Jeremy J. Sylvester, declare under penalty of perjury that I am an attorney for R. J. Corman Railroad Company/Texas Lines, LLC and that the foregoing is true and correct to the best of my knowledge, information and belief. Further, I certify that I am qualified and authorized to file this pleading.

Executed on June 17, 2014.



STATE OF KENTUCKY)
COUNTY OF JESSAMINE)

The foregoing was subscribed and sworn to before me by Jeremy J. Sylvester on this the 17th day of June, 2014.

 #473173
NOTARY PUBLIC

My commission expires: Aug. 20, 2016

CERTIFICATION OF SERVICE

I hereby certify that I have served all parties of record in this proceeding with this document by United States mail on this the 17th day of June, 2014.



David R. Irvin
Jeremy J. Sylvester
Moynahan, Irvin & Mooney, PSC
110 North Main Street
Nicholasville, KY 40356
(859) 887-1200

ATTORNEYS FOR R. J. CORMAN
RAILROAD COMPANY/TEXAS LINES,
LLC