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

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DIRECT DIAL
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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. 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.

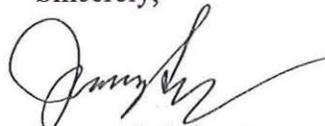
Dear Ms. Campbell:

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 Group, LLC and R.J. Corman Railroad Company, LLC, pursuant to 49 C.F.R. § 1180.2(d)(2), dated June 17, 2014. A check in the amount of \$ 1400.00, representing the appropriate fee for this filing, and a CD-Rom containing the text of the Notice 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. 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

**VERIFIED NOTICE OF EXEMPTION
OF
R. J. CORMAN RAILROAD GROUP, LLC AND R. J. CORMAN RAILROAD
COMPANY, LLC
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

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 GROUP, LLC AND R. J.
CORMAN RAILROAD COMPANY, LLC

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35840

R. J. CORMAN RAILROAD GROUP, LLC AND R. J. CORMAN RAILROAD
COMPANY, LLC – CONTINUANCE IN CONTROL EXEMPTION –
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**VERIFIED NOTICE OF EXEMPTION
OF
R. J. CORMAN RAILROAD GROUP, LLC AND R. J. CORMAN RAILROAD
COMPANY, LLC
PURSUANT TO 49 C.F.R. § 1180.2 (d)(2)**

R. J. Corman Railroad Group, LLC (“Group”) and R. J. Corman Railroad Company, LLC (“RJCRC”) hereby file this verified notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of R. J. Corman Railroad Company/Texas Lines, LLC (“RJCD”)¹ once RJCD becomes a Class III rail carrier. RJCD is a new entity in which RJCRC is the sole member. RJCRC is a fully owned subsidiary of Group, which directly owns nine other existing rail carriers. RJCD is concurrently filing a notice of exemption to acquire and operate lines of Texas South-Eastern Railroad Company (“TSE”) in Diboll, Texas known as the Texas South-Eastern Railroad. See Finance Docket No. 35839, R. J. Corman Railroad Company/Texas Lines, LLC – Acquisition and Operation Exemption – Texas South-Eastern Railroad Company. Upon consummation of that transaction, RJCD will become a Class III rail carrier under the direct control of RJCRC, which in turn is directly controlled by Group.

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

In accordance with the requirements of 49 C.F.R. § 1180.4(g), Group and RJCRC submit the following information:

Description of the Proposed Transaction: 49 C.F.R. § 1180.6 (a)(1)(i)

Group is a limited liability, non-carrier holding company. Group was formed in 1998 and has had direct and complete ownership of various operating railroads since 1999. Those railroads today consist of the following eight Class III common carriers by rail: R. J. Corman Railroad Company/Pennsylvania Lines, Inc.,² R. J. Corman Railroad Company/Memphis Line, R. J. Corman Railroad Company/Western Ohio Line, R. J. Corman Railroad Company/Cleveland Line, R. J. Corman Railroad Company/Bardstown Line (formerly known as R. J. Corman Railroad Corporation), R. J. Corman Railroad Company/Allentown Lines, Inc., R. J. Corman Railroad Company/Central Kentucky Lines, LLC, and R. J. Corman Railroad Company/Tennessee Terminal, LLC. Group also owns and controls R. J. Corman Railroad Property, LLC, a Class III non-operating rail common carrier, and RJCRC.

RJCD will acquire and operate a rail line in and around Diboll in Angelina County, Texas. See Finance Docket No. 35839, R. J. Corman Railroad Company/Texas Lines, LLC – Acquisition and Operation Exemption – Texas South-Eastern Railroad Company. Upon consummation of the acquisition with Texas South-Eastern Railroad Company, RJCD will become a Class III carrier and RJCRC and Group will continue in control of RJCD.

² R. J. Corman Railroad Company/Pennsylvania Lines, Inc. also operates the line known as the “R. J. Corman Railroad Company/WV Line.” R. J. Corman Railroad Company/Pennsylvania Lines Inc. – Lease and Operation within Corporate Family Transaction Exemption – R. J. Corman Railroad Property, LLC, Finance Docket No. 34744 (served September 23, 2005).

After the acquisition of the Texas South-Eastern Railroad, RJCD will not connect with any other railroad directly or indirectly controlled by Group or RJCRC. The proposed continuance in control transaction does not involve a Class I carrier, and is not part of a series of anticipated transactions that would connect RJCD with any railroad directly or indirectly owned and controlled by Group or RJCRC.

The full name and address of applicants herein are as follows:

R. J. Corman Railroad Group, LLC
101 R. J. Corman Drive
P.O. Box 788
Nicholasville, KY 40340

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

The applicants' 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

Proposed Time Schedule for Consummation: 49 C.F.R. § 1180.6(a)(1)(ii)

Group and RJCRC already control RJCD, which is currently a non-carrier. RJCD expects to consummate the transaction described in Finance Docket No. 35839 and become a rail common carrier on or before July 31, 2014.

Purpose Sought to be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)

The requested exemption will allow Group and RJCRC to continue in control of RJCD after RJCD becomes a Class III railroad.

States in Which Applicant's Property is Located: 49 C.F.R. § 1180.6(a)(5)

Group and RJCRC are holding companies and do not directly own any rail property. RJCD will own and operate property located within the State of Texas. The other railroads owned by Group own and/or operate rail property located in the States of Kentucky, Pennsylvania, West Virginia, Tennessee, Indiana, Ohio, and Mississippi.

Maps: 49 C.F.R. § 1180.6 (a)(6)

A map showing the lines to be operated by RJCD is attached as Exhibit 1. Maps showing the lines owned and/or operated by the rail carriers owned by Group are attached as Exhibit 2.

Agreement: 49 C.F. R. § 1180.6(a)(7)(iii)

RJCRC already owns and controls RJCD, and Group already owns RJCRC. No additional agreement is necessary or contemplated for RJCRC and Group to continue in control of RJCD once RJCD becomes a Class III rail carrier.

Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)

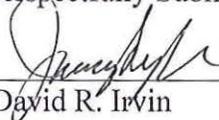
Because the proposed transaction involves only Class III rail carriers, employee protective conditions may not be imposed as a condition to this exemption. See 49 U.S.C. § 11326(c).

Environmental and Historic Preservation Matter: 49 C.F.R. § 1180.4(g)(3).

Under 49 C.F.R. § 1105.6(c)(2), the proposed continuance in control of RJCD is exempt from environmental reporting requirements. The proposed transaction 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)(3), the proposed transaction also is exempted from historic preservation reporting requirements. This is simply a continuance in control related to another transaction where the purpose is continued rail operations. Further Surface Transportation Board approval would be required as a prerequisite to any abandonment or discontinuance of service, and there are no plans in connection with this transaction to dispose of or alter properties subject to the Board's jurisdiction that are fifty (50) years old or older.

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 GROUP, LLC AND R. J.
CORMAN RAILROAD COMPANY, LLC

Dated: June 17, 2014

VERIFICATION

I, Jeremy J. Sylvester, declare under penalty of perjury that I am an attorney for R. J. Corman Railroad Group, LLC and R. J. Corman Railroad Company, 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.

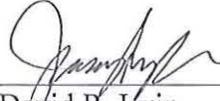
 #473173

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 GROUP, LLC & R. J.
CORMAN RAILROAD COMPANY, LLC

EXHIBIT I

TEXAS SOUTH-EASTERN RAILROAD COMPANY

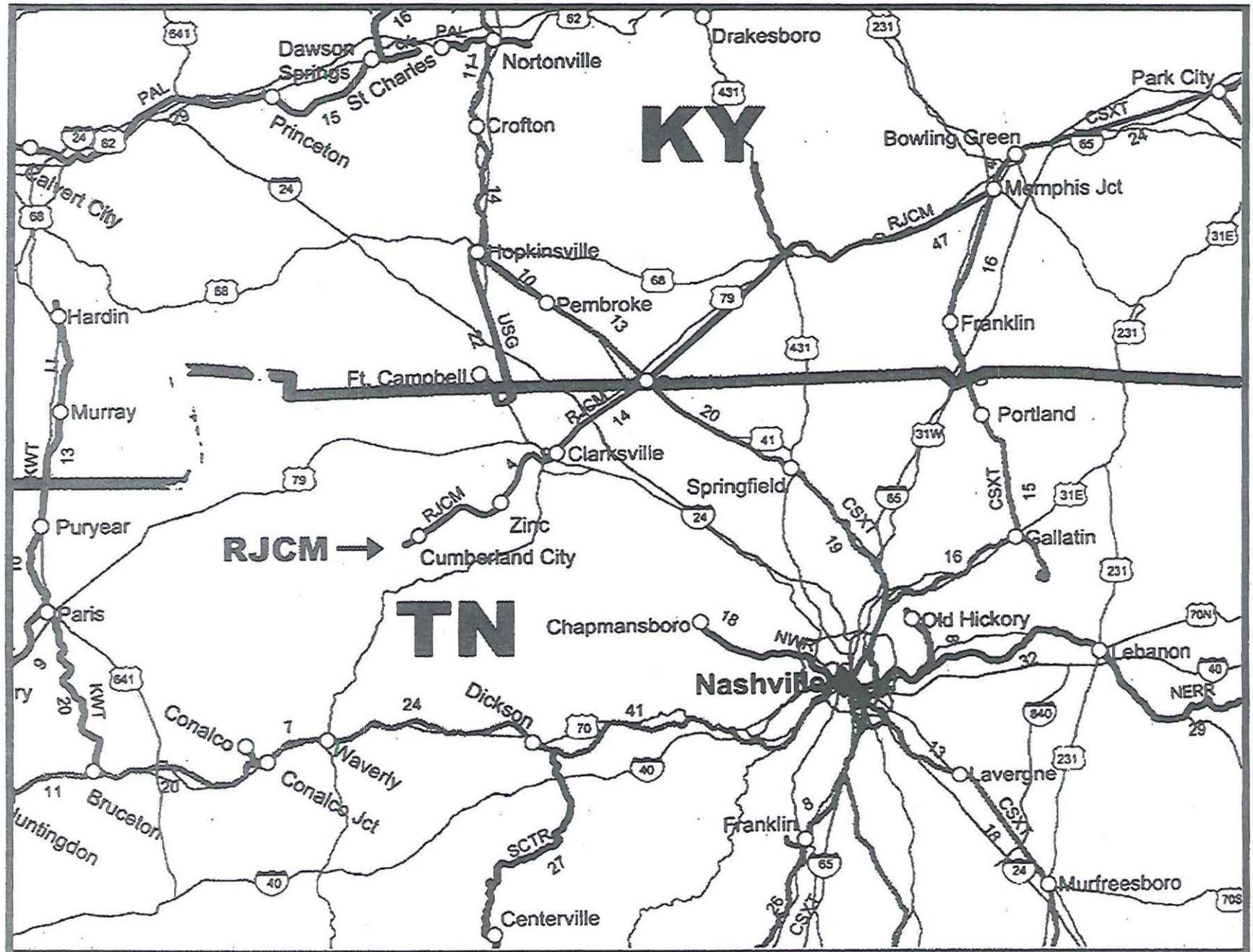


EXHIBIT 1

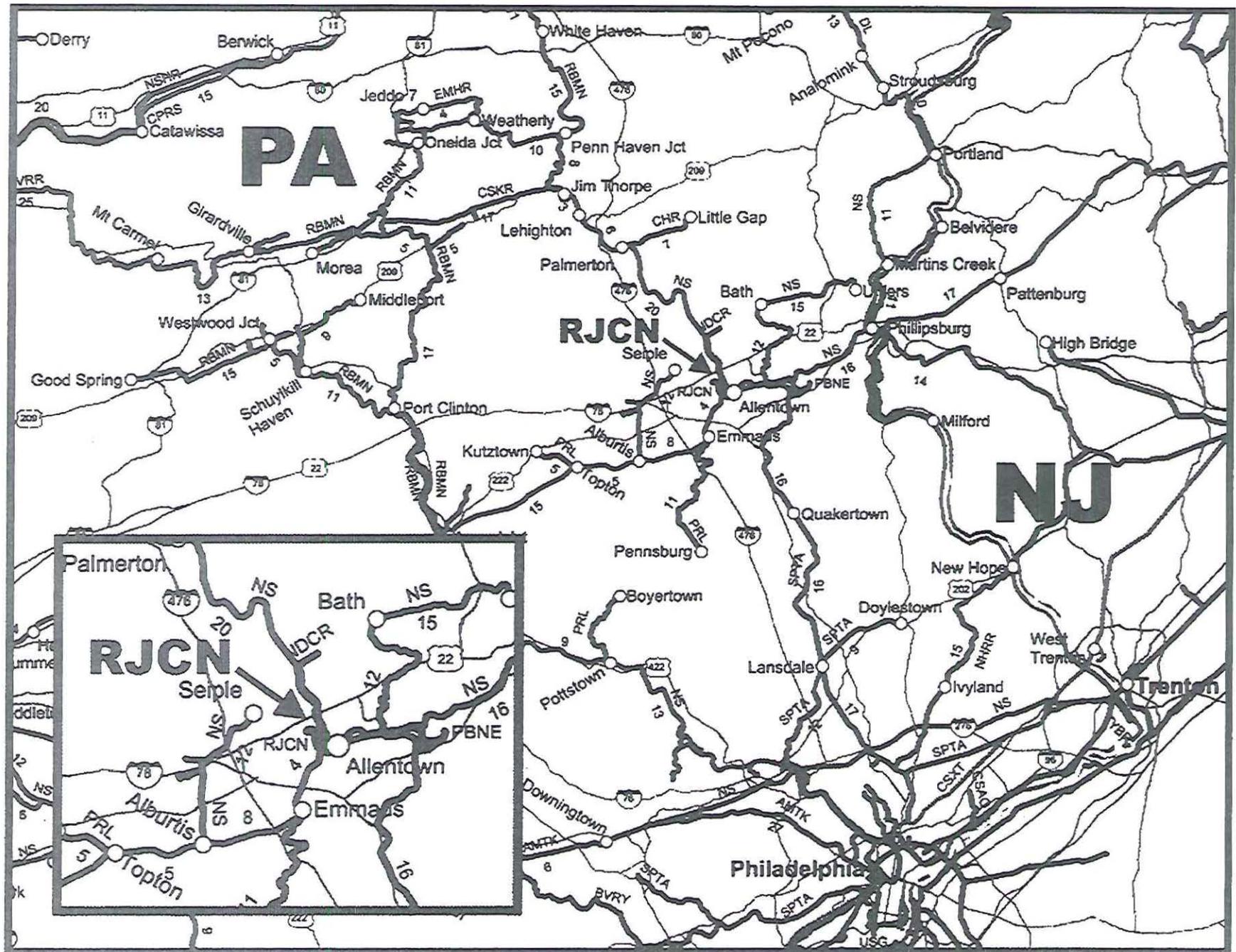
TEXAS SOUTH-EASTERN RAILROAD COMPANY



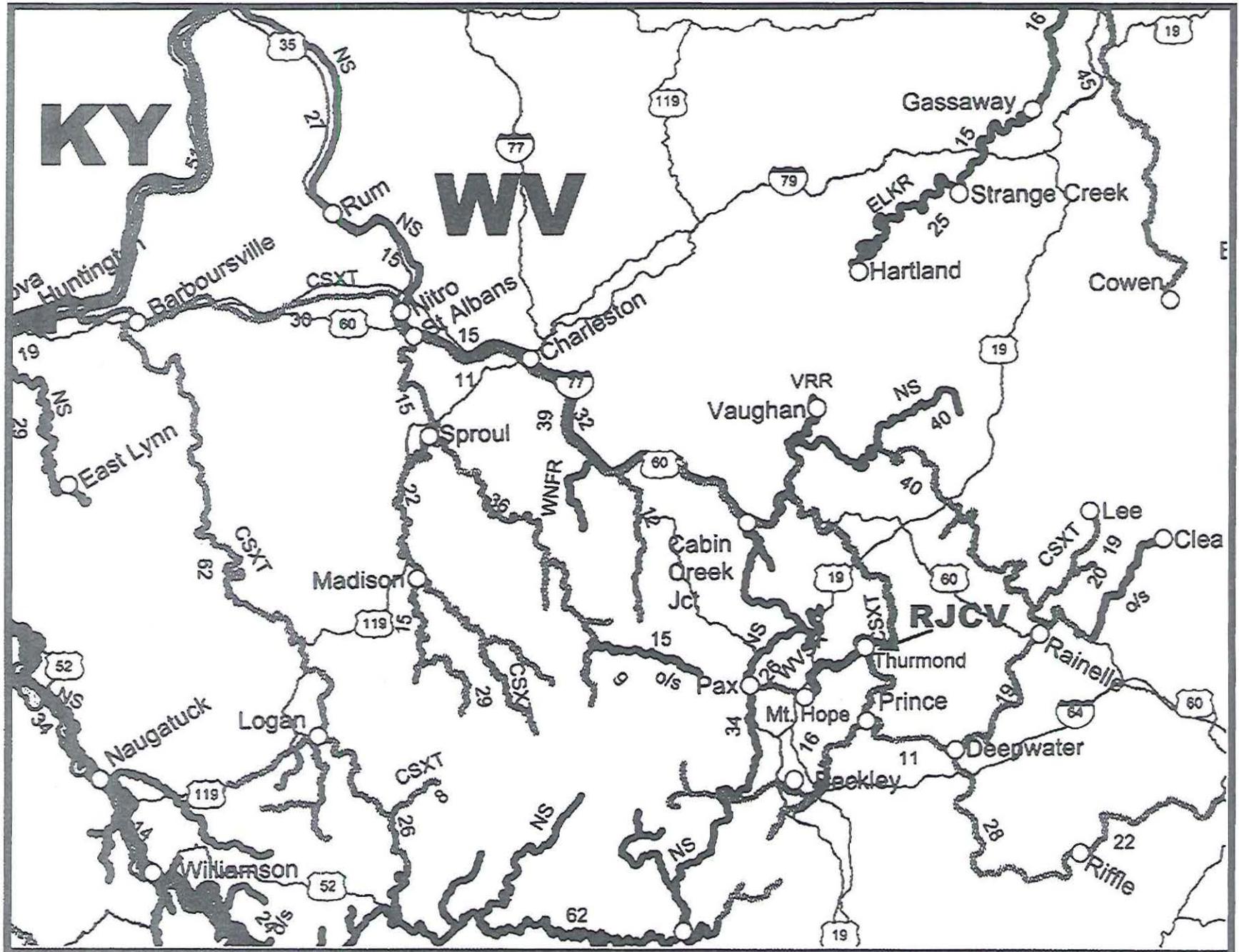
R. J. Corman Railroad Company / Memphis Line (RJCM)



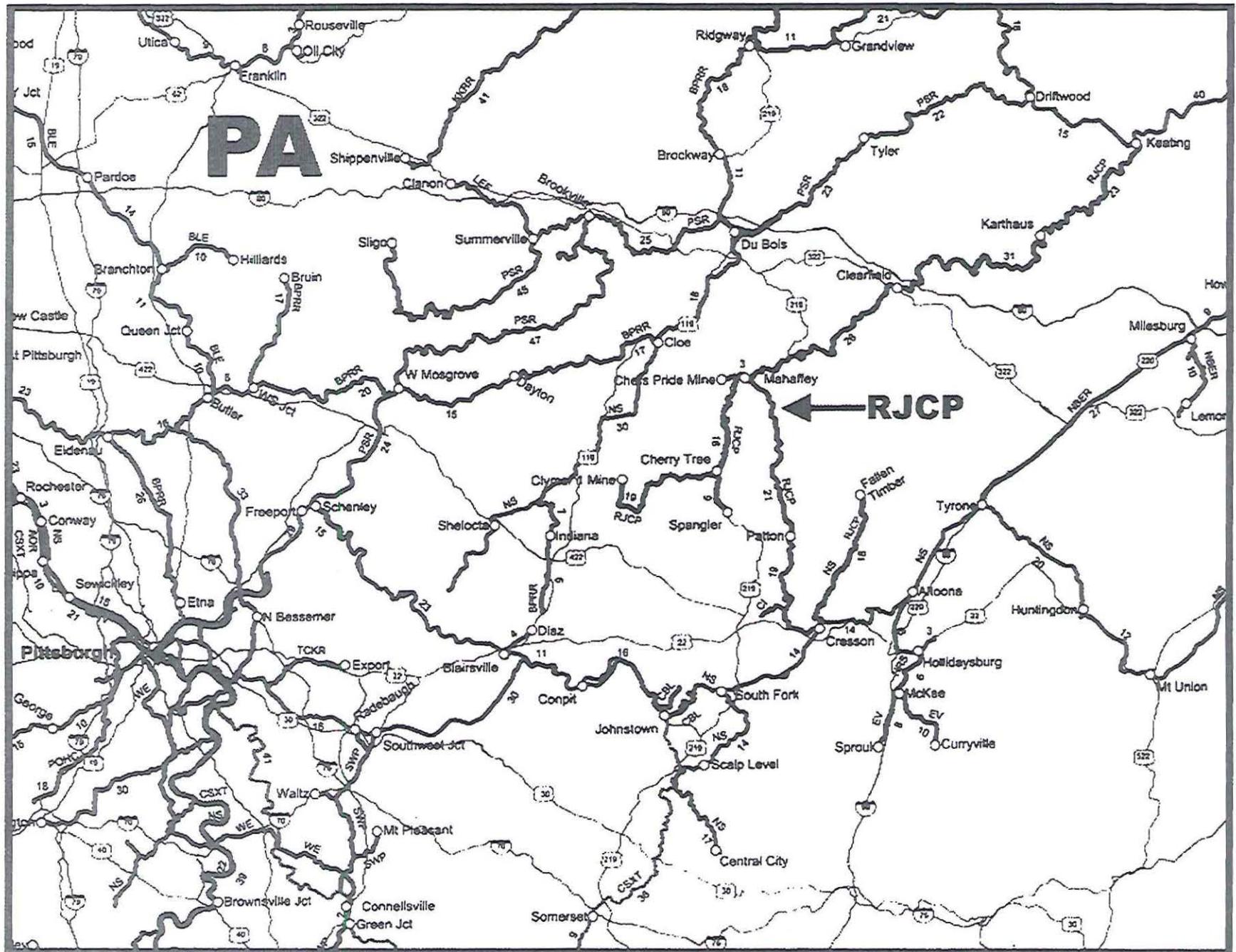
R. J. Corman Railroad Company / Allentown Lines (RJCN)



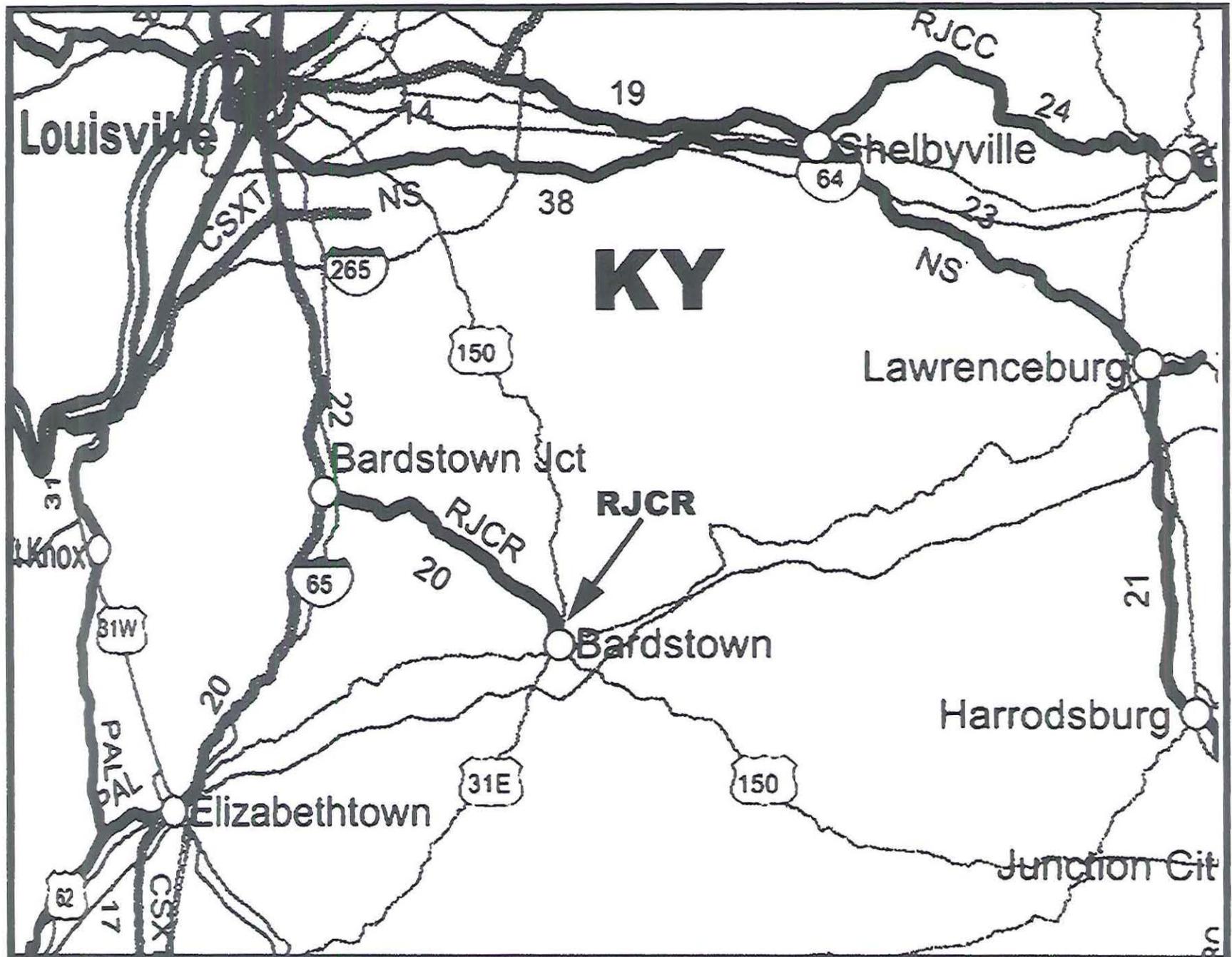
R. J. Corman Railroad Company / West Virginia Line (RJCW)



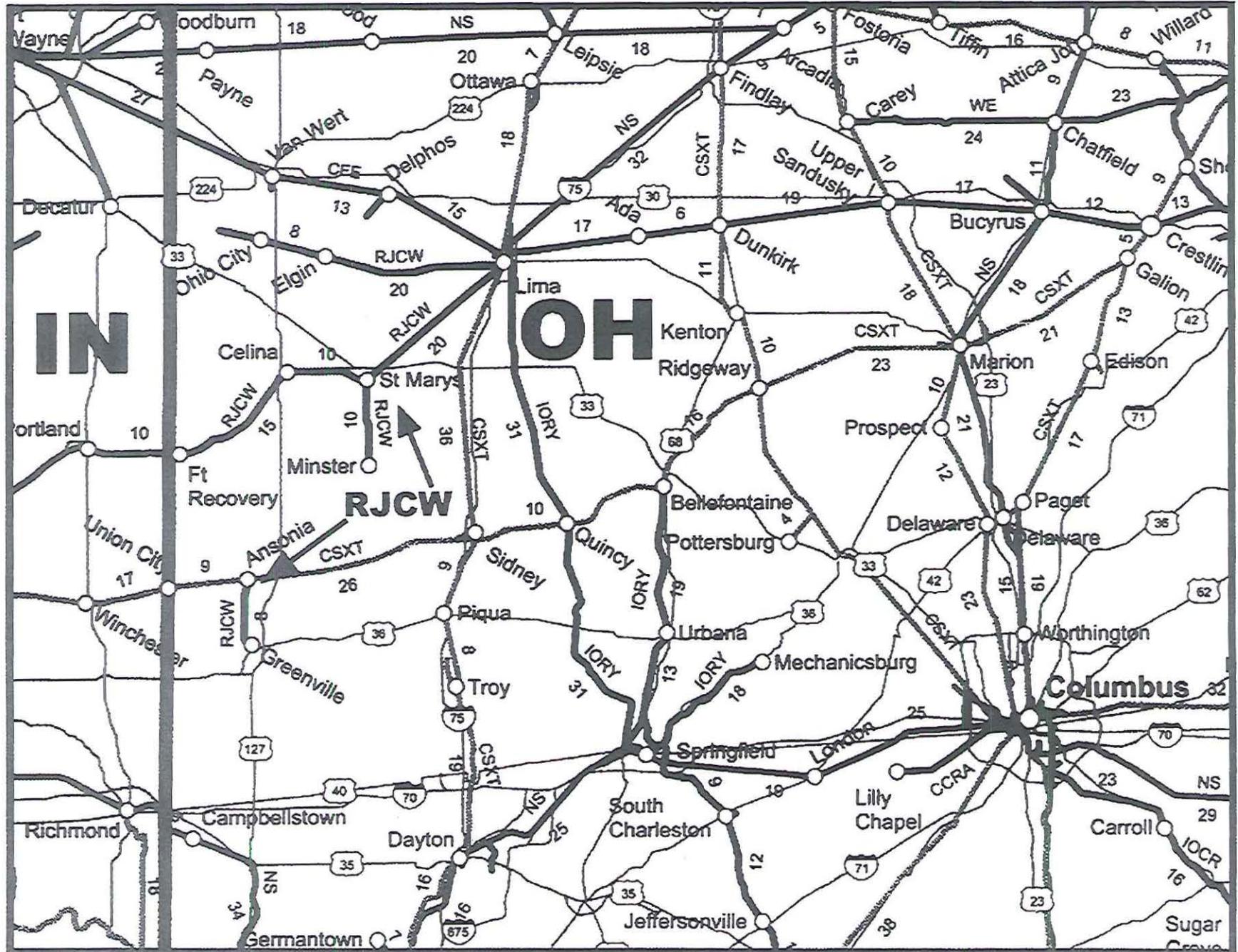
R. J. Corman Railroad Company / Pennsylvania Lines (RJCP)



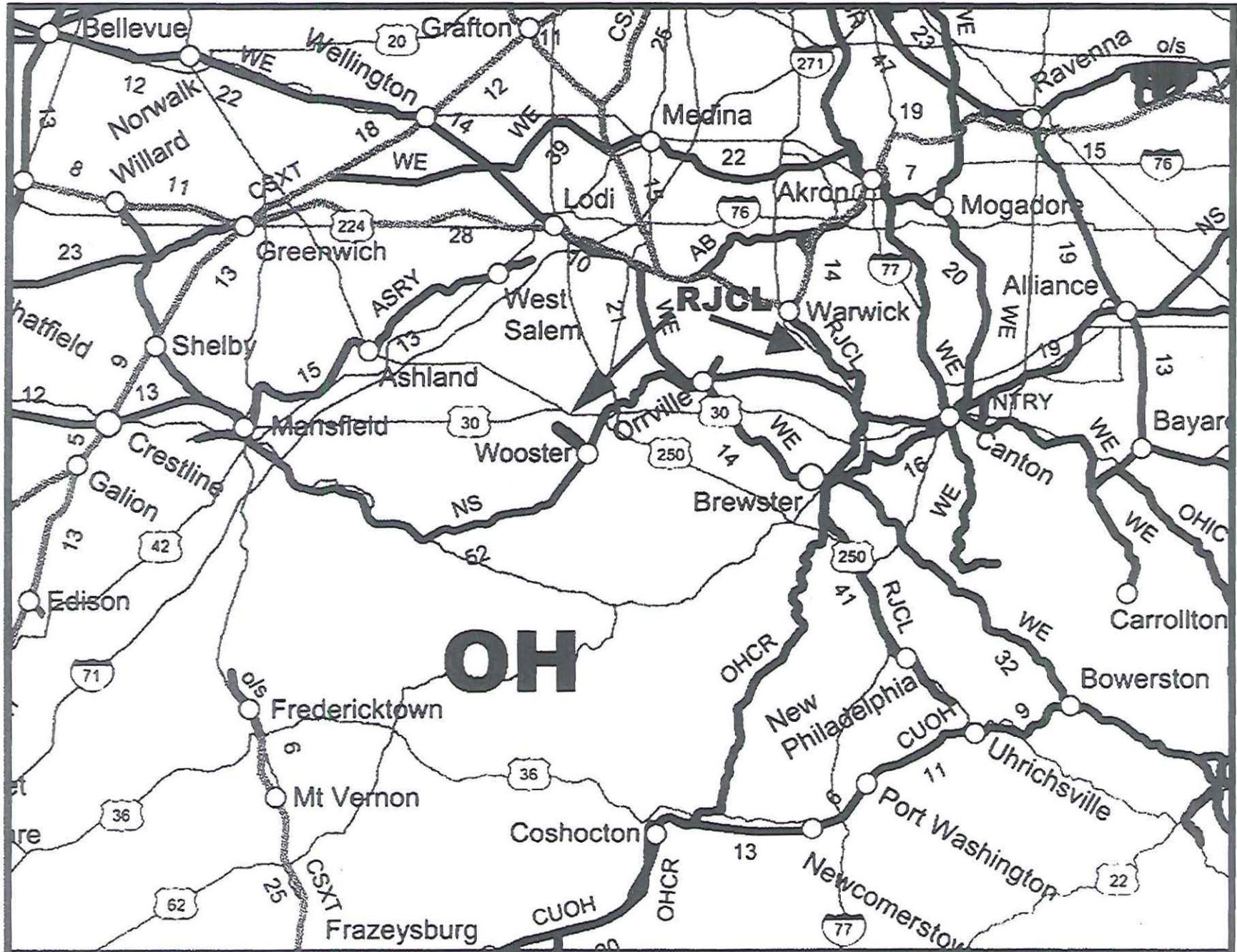
R. J. Corman Railroad Company / Bardstown Line (RJCR)



R. J. Corman Railroad Company / Western Ohio Lines (RJCW)



R. J. Corman Railroad Company / Cleveland Line (RJCL)



R.J. Corman Railroad Company / Tennessee Terminal (RJCK)

