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April 27, 2016

VIA FEDERAL EXPRESS

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Re: **Docket No. FD 36019**
OmniTRAX Holdings Combined, Inc. -- Continuance in Control
Exemption -- Central Texas & Colorado River Railway, LLC

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of OmniTRAX Holdings Combined, Inc. Pursuant to 49 C.F.R. § 1180.2(d)(2)**, dated April 27, 2016. A check in the amount of \$1,400, representing the appropriate fee for this filing, is attached.

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

Respectfully submitted,



Robert A. Wimbish
Attorney for OmniTRAX Combined Holdings, Inc.

RAW:ekf

Enclosures

FEE RECEIVED
April 27, 2016
SURFACE
TRANSPORTATION BOARD

FILED
April 27, 2016
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36019

OMNITRAX HOLDINGS COMBINED, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC

**VERIFIED NOTICE OF EXEMPTION
OF
OMNITRAX HOLDINGS COMBINED, INC.
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

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

**ATTORNEYS FOR
OMNITRAX HOLDINGS COMBINED, INC.**

Dated: April 27, 2016

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36019

OMNITRAX HOLDINGS COMBINED, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC

**VERIFIED NOTICE OF EXEMPTION
OF
OMNITRAX HOLDINGS COMBINED, INC.
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

OmniTRAX Holdings Combined, Inc. (“OmniTRAX”) hereby files this notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of Central Texas & Colorado River Railway, LLC (“CTCR”) once CTCR acquires a rail line and becomes a common carrier. CTCR, a non-carrier entity that is wholly owned by OmniTRAX, plans to acquire from Heart of Texas Railroad, L.P. a rail line extending from Lometa to Brady, Texas (the “Brady Line”), a distance of approximately 67.5 miles. CTCR concurrently is filing a notice of exemption pursuant to 49 C.F.R. § 1150.31, et seq., to acquire and operate the Brady Line. See Docket No. FD 36018, Central Texas & Colorado River Railway, LLC – Acquisition and Operation Exemption – Line of Heart of Texas Railroad, L.P.

The Brady Line to be acquired by CTCR via the aforementioned FD 36018 proceeding does not connect with the lines of any of the other eighteen Class III rail carriers controlled by OmniTRAX, and this control transaction is not part of a series of anticipated transactions that would result in such a connection. Nor does this proposed control transaction involve a Class I carrier. Accordingly, OmniTRAX’s continuance in control of CTCR qualifies for the class exemption at 49 C.F.R. § 1180.2(d)(2).

In accordance with the requirements of 49 C.F.R. § 1180.4(g), OmniTRAX submits the following information:

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

OmniTRAX is a non-carrier holding company that controls the following eighteen Class III rail carrier subsidiaries (the “OmniTrax Railroads”):¹

Alabama & Tennessee River Railway, LLC
Alliance Terminal Railroad, LLC
Brownsville & Rio Grande International Railway, LLC
Chicago Rail Link, LLC
Fulton County Railway, LLC
Georgia & Florida Railway, LLC
Georgia Woodlands Railroad, LLC
Great Western Railway of Colorado, LLC
Illinois Railway, LLC
Kettle Falls International Railway, LLC
Manufacturers' Junction Railway, LLC
Nebraska, Kansas and Colorado Railway, LLC
Newburgh & South Shore Railroad, LLC
Northern Ohio & Western Railway, LLC
Panhandle Northern Railroad, LLC
Peru Industrial Railroad, LLC
Sand Springs Railway Company
Stockton Terminal and Eastern Railroad

See generally Patrick D. Broe, OmniTRAX, Inc. and OmniTRAX Holdings, LLC – Continuance in Control Exemption – Brownsville & Rio Grande International Railway, LLC, Docket No. FD 35837 (STB served July 25, 2014).

¹ In preparing the subject regulatory filings for purposes of the Central Texas & Colorado River Railway, LLC transaction encompassed by the FD 36018 proceeding and the present continuance in control notice of exemption, it was discovered that OmniTRAX had acquired direct and exclusive control of the 18 OmniTRAX Railroads on December 31, 2015 – 17 of which had previously been under the indirect control of Patrick D. Broe, and the other of which (Peru Industrial Railroad, LLC – “PIR”) was independently-owned (albeit with Mr. Broe holding a non-controlling interest). OmniTRAX inadvertently did not obtain Board authorization for its acquisition of control of the OmniTRAX Railroads. This discovery, and the remedial steps that OmniTRAX will take to rectify the situation and assure compliance with Board regulations, are discussed in the “Other Matters” section at the end of this class exemption filing.

CTCR is a new entity owned by OmniTRAX which will acquire and operate the Brady Line. The rail lines of OmniTRAX's existing rail carrier subsidiaries and CTCR will not connect. OmniTRAX proposes to exercise common control of CTCR and its existing rail carrier subsidiaries once CTCR acquires the Brady Line pursuant to exemption in Docket No. FD 36018 and becomes a rail carrier.

The full name and address of the Applicant herein is:

OmniTRAX Holdings Combined, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206
(303) 398-4500

Any questions concerning this notice should be sent to the representative of OmniTRAX at the following address:

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

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

OmniTRAX intends to consummate the proposed control transaction on May 27, 2016, concurrently with CTCR's acquisition and operation of the Brady Line and thirty days after the filing of this notice of exemption. See 49 C.F.R. § 1180.4(g)(1).

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

The exemption sought herein will allow OmniTRAX to exercise common control of its existing rail carrier subsidiaries and CTCR. In turn, the control exemption will allow CTCR to proceed with the acquisition and operation of the Brady Line as contemplated in Docket No. FD 36019.

States in Which Property of Applicants is Located: 49 C.F.R. § 1180.6(a)(5)

OmniTRAX is a non-carrier holding company and does not directly own any rail property. CTCR will acquire and operate rail property within the State of Texas. The existing rail carrier subsidiaries of OmniTRAX own or operate over rail property located in the following states:

- Alabama & Tennessee River Railway, LLC: Alabama
- Alliance Terminal Railroad, LLC: Texas²
- Brownsville & Rio Grande International Railway, LLC: Texas
- Chicago Rail Link, LLC: Illinois
- Fulton County Railway, LLC: Georgia
- Georgia & Florida Railway, LLC: Georgia, Florida
- Georgia Woodlands Railroad, LLC: Georgia
- Great Western Railway of Colorado, LLC: Colorado
- Illinois Railway, LLC: Illinois
- Kettle Falls International Railway, LLC: Washington (and British Columbia, Canada)
- Manufacturers' Junction Railway, LLC: Illinois
- Nebraska, Kansas & Colorado Railway, LLC: Nebraska, Kansas, Colorado
- Newburgh & South Shore Railroad, LLC: Ohio
- Northern Ohio & Western Railway, LLC: Ohio
- Panhandle Northern Railroad, LLC: Texas
- Peru Industrial Railroad, LLC: Illinois
- Sand Springs Railway Company: Oklahoma
- Stockton Terminal and Eastern Railroad: California

Map - Exhibit 1: 49 C.F.R. § 1180.6(a)(6)

A map of the Brady Line to be acquired by CTCR and maps of the rail lines currently operated by the existing rail carrier subsidiaries of OmniTRAX are attached hereto as Exhibits A-1 and A-2, respectively.

² Alliance Terminal Railroad, LLC is not currently in operation.

Agreement - Exhibit 2: 49 C.F.R. § 1180.6(a)(7)(ii)

OmniTRAX already owns and controls CTCR, currently a non-carrier. No additional agreement is contemplated or necessary for OmniTRAX to continue in control of CTCR once CTCR acquires the Brady Line and becomes a carrier.

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

Pursuant to 49 U.S.C. § 11326(c), no employee protective conditions may be imposed on this transaction. Each of OmniTRAX's existing railroad subsidiaries are currently Class III rail carriers, and CTCR will be a Class III carrier upon commencing operations.

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

Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), the proposed control transaction is exempt from environmental reporting requirements. OmniTRAX's continuance in control of CTCR 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 continuance in control also is exempt from historic preservation reporting requirements. That control transaction will not substantially change the level of maintenance of any railroad property.

Interchange Commitments: 49 C.F.R. § 1180.4(g)(4)

The proposed continuance in control transaction that is the subject of this proceeding does not itself involve the acquisition or operation of a rail line, and thus the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. However, the underlying CTCR acquisition transaction set forth in the related Docket No. FD 36019 proceeding does not include any provision limiting CTCR's future interchange of traffic with a third-party connecting carrier.

Other Matters:

As background, in July of 2014, Patrick D. Broe, OmniTRAX, Inc., and Omni Holdings, LLC, filed a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2), pursuant to which Mr. Broe would continue in control of Brownsville & Rio Grande International Railway, LLC (“BRGIR”), in addition to 16 other short line railroads. See Patrick D. Broe, OmniTRAX, Inc. and OmniTRAX Holdings, LLC – Continuance in Control Exemption – Brownsville & Rio Grande International Railway, LLC, Docket No. FD 35837 (filed July 11, 2014) (STB served Jul. 25, 2014). In that class exemption filing, Mr. Broe, et al., explained how he would control indirectly BRGIR in addition to the following 16 other short line railroads (all of which are now controlled by OmniTRAX): Alabama & Tennessee River Railway, LLC; Alliance Terminal Railroad, LLC; Chicago Rail Link, LLC; Fulton County Railway, LLC; Georgia & Florida Railway, LLC; Georgia Woodlands Railroad, LLC; Great Western Railway of Colorado, LLC; Illinois Railway, LLC; Kettle Falls International Railway, LLC; Manufacturers' Junction Railway, LLC; Nebraska, Kansas and Colorado Railway, LLC; Newburgh & South Shore Railroad, LLC; Northern Ohio & Western Railway, LLC; Panhandle Northern Railroad, LLC; Sand Springs Railway Company; and Stockton Terminal and Eastern Railroad. The FD 35837 proceeding was, until now, the most recent statement to the Board concerning 17 of the 18 railroads that are presented herein as the OmniTRAX Railroads.

As indicated previously, in preparing the class exemption filings related to the Central Texas & Colorado River Railway, LLC transaction (FD 36018) and the related OmniTRAX continuance in control notice, it was discovered that OmniTRAX had, as of December 31, 2015, acquired direct and exclusive control of the 17 railroads that were the subject of the above-referenced FD 35837, and PIR (a railroad in which Mr. Broe had held a

non-controlling interest).³ As a consequence of that year-end transaction, Mr. Broe no longer controls any railroad carriers, directly or indirectly. OmniTRAX inadvertently did not seek advance authority to engage in the above-described acquisition of control, in part because of the preexisting close association among all of the involved carriers and their largely common short line heritage,⁴ but it will very shortly seek to remedy that oversight, as discussed herein.

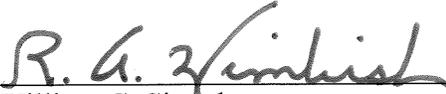
Under the circumstances, OmniTRAX understands that its acquisition of control of the 18 short lines that constitute the OmniTRAX Railroads should have been presented to the Board in advance to secure the appropriate federal authorization to engage in that transaction. To remedy this regulatory oversight, OmniTRAX will very shortly to file an individual petition for exemption under which it will seek after-the-fact Board authorization for its acquisition of control of the OmniTRAX Railroads, two of which – PIR and IRL – connect with one another.

In the present class exemption filing, OmniTRAX has depicted its proposed continuance of control of CTCR in the context of OmniTRAX's existing relationship with each of the OmniTRAX Railroads. In light of the remedial steps that OmniTRAX has committed to take very soon, OmniTRAX respectfully requests prompt processing of this class exemption notice in anticipation of OmniTRAX's forthcoming petition for after-the-fact Board authority to function as the short line railroad holding company that it was created to be.

³ PIR previously had conducted business under the corporate name "Peru Land Acquisition 2, LLC." See Peru Land Acquisition 2, LLC – Acquisition Exemption – Rail Line of The City of Peru, Ill., Docket No. FD 35885 (Dec. 24, 2014).

⁴ As an illustration, one of the OminiTRAX Railroads – Illinois Railway, LLC ("IRL") – had obtained Board authority to lease and operate PIR's railroad lines. See Illinois Railway, LLC—Lease and Operation Exemption—Rail Line of Peru Land Acquisition 2, LLC, Docket No. FD 35886 (STB Served Dec. 24, 2014).

Respectfully submitted,

By: 

William C. Sippel

Robert A. Wimbish

Fletcher & Sippel LLC

29 North Wacker Drive

Suite 920

Chicago, Illinois 60606-2832

(312) 252-1500

**ATTORNEYS FOR
OMNITRAX HOLDINGS COMBINED, INC.**

Dated: April 27, 2016

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36019

**OMNITRAX HOLDINGS COMBINED, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC**

EXHIBIT A-1

**MAP OF CENTRAL TEXAS &
COLORADO RIVER RAILWAY, LLC**

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

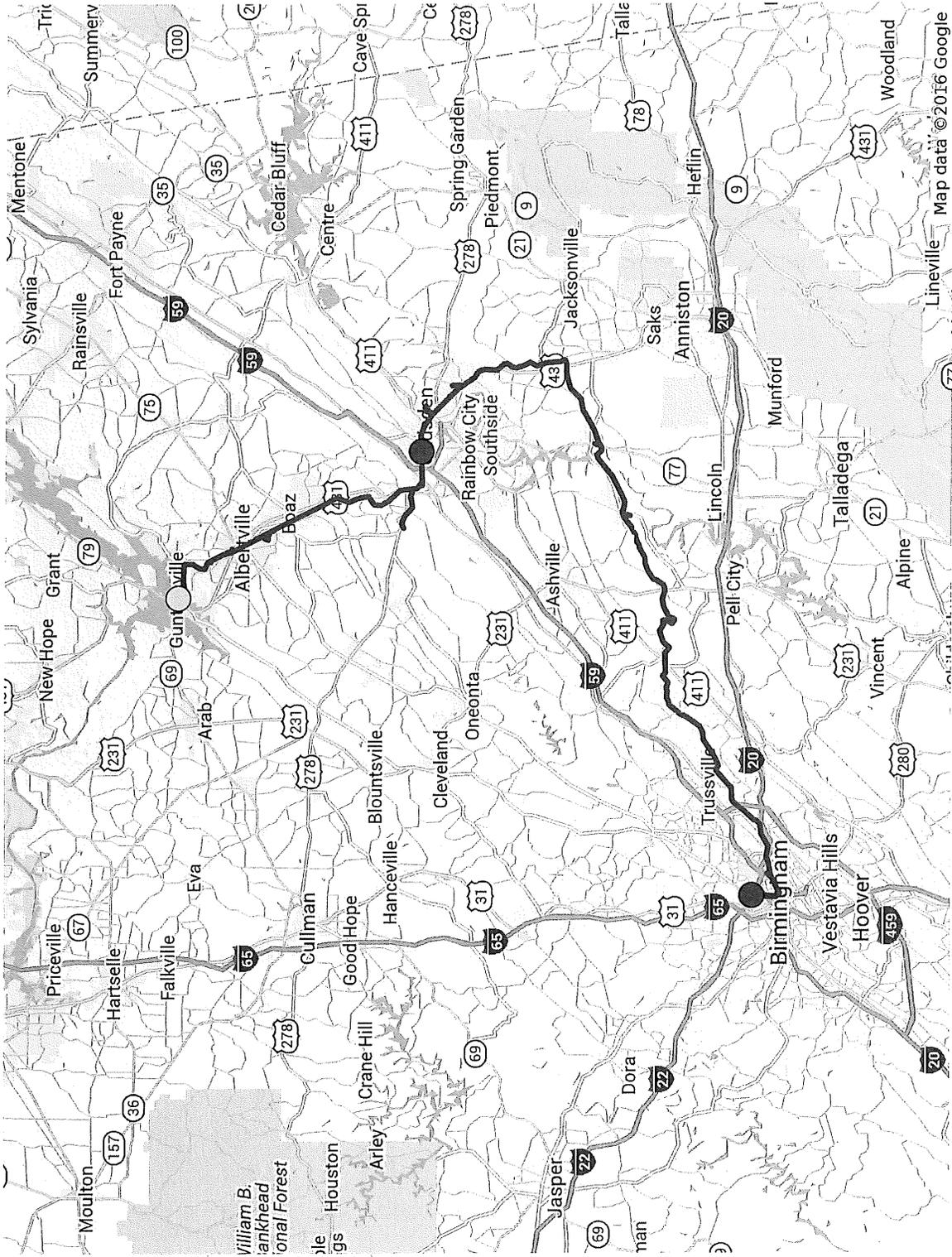
DOCKET NO. FD 36019

**OMNITRAX HOLDINGS COMBINED, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC**

EXHIBIT A-2

MAPS OF OMNITRAX RAILROADS

ATN Track, Interchange Stations and Rail Barge Station



ATN Track

- Trackage Rights
- Ivalee
- Guntersville

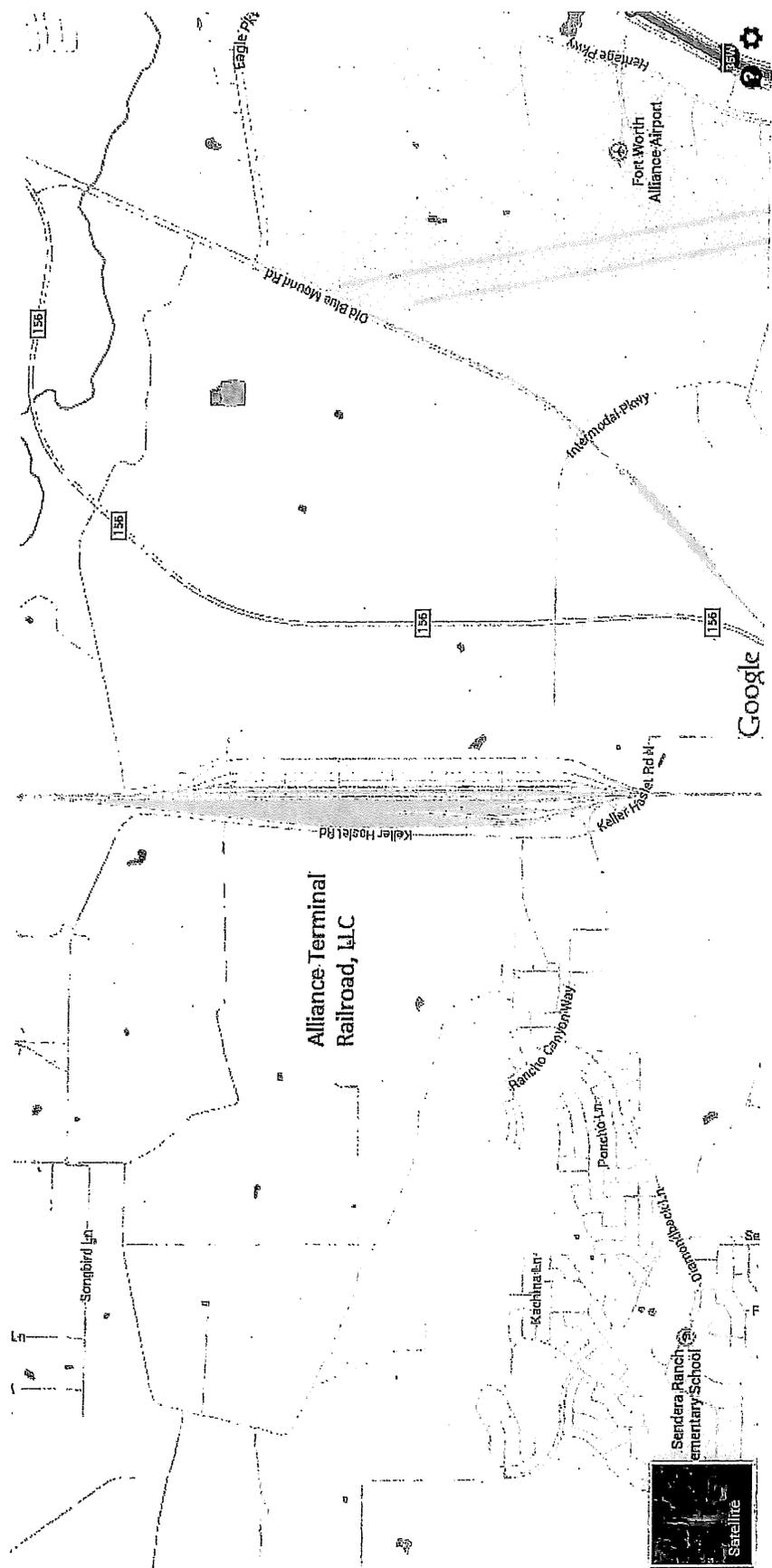
Interchange Stations

- Boyles Yard
- Alabama City

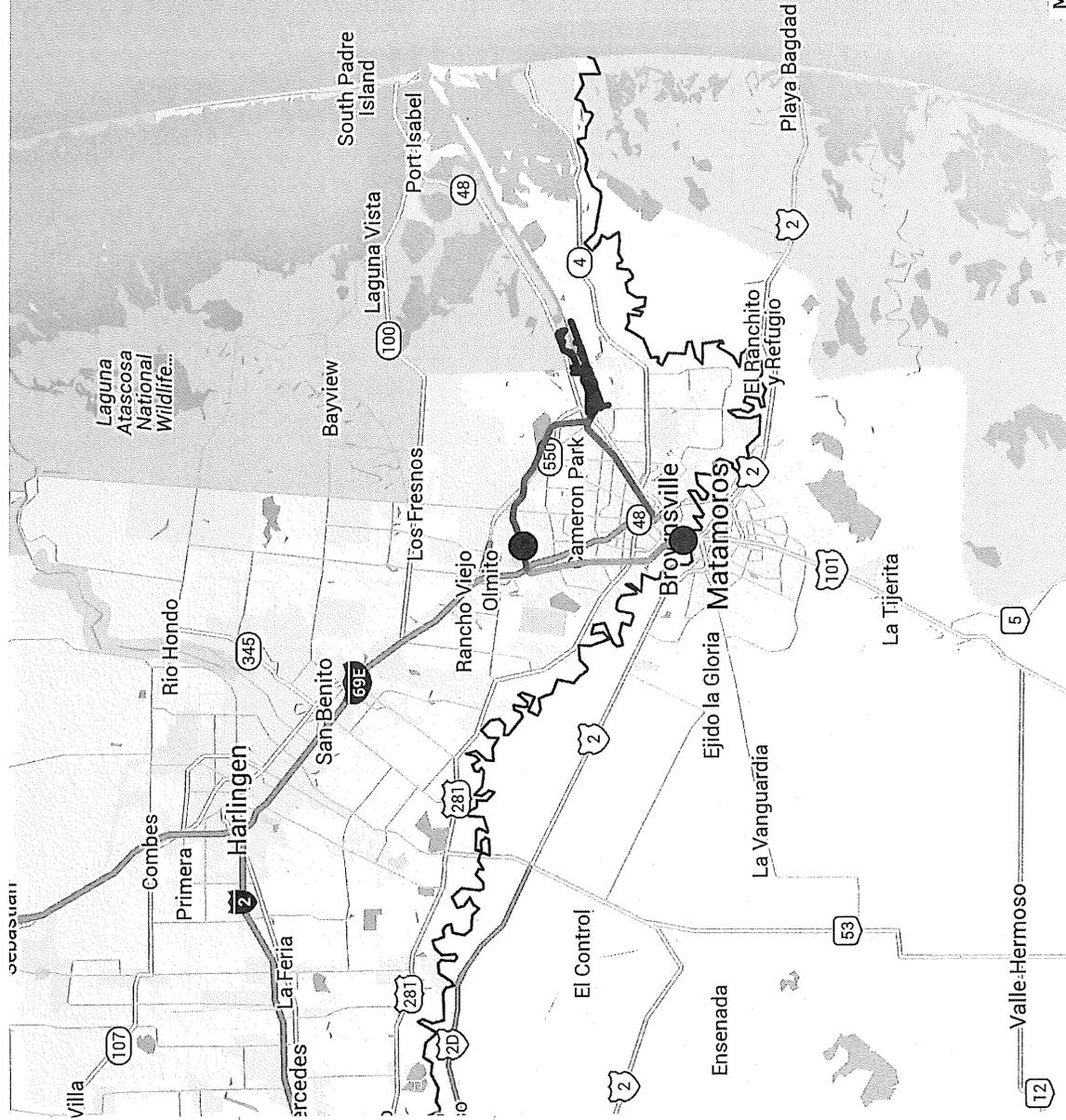
Rail Barge Station

- Guntersville

Alabama and Tennessee River
Railway



BRG Track and Interchange Stations



Map data ©2016 Google, INEGI

Brownsville and Rio Grande International Railway

CRL Track and Interchange Stations



CRL Track



Interchange Stations

- Blue Island
- South Chicago
- Kensington

Chicago Rail Link

FCR Track and Interchange Station

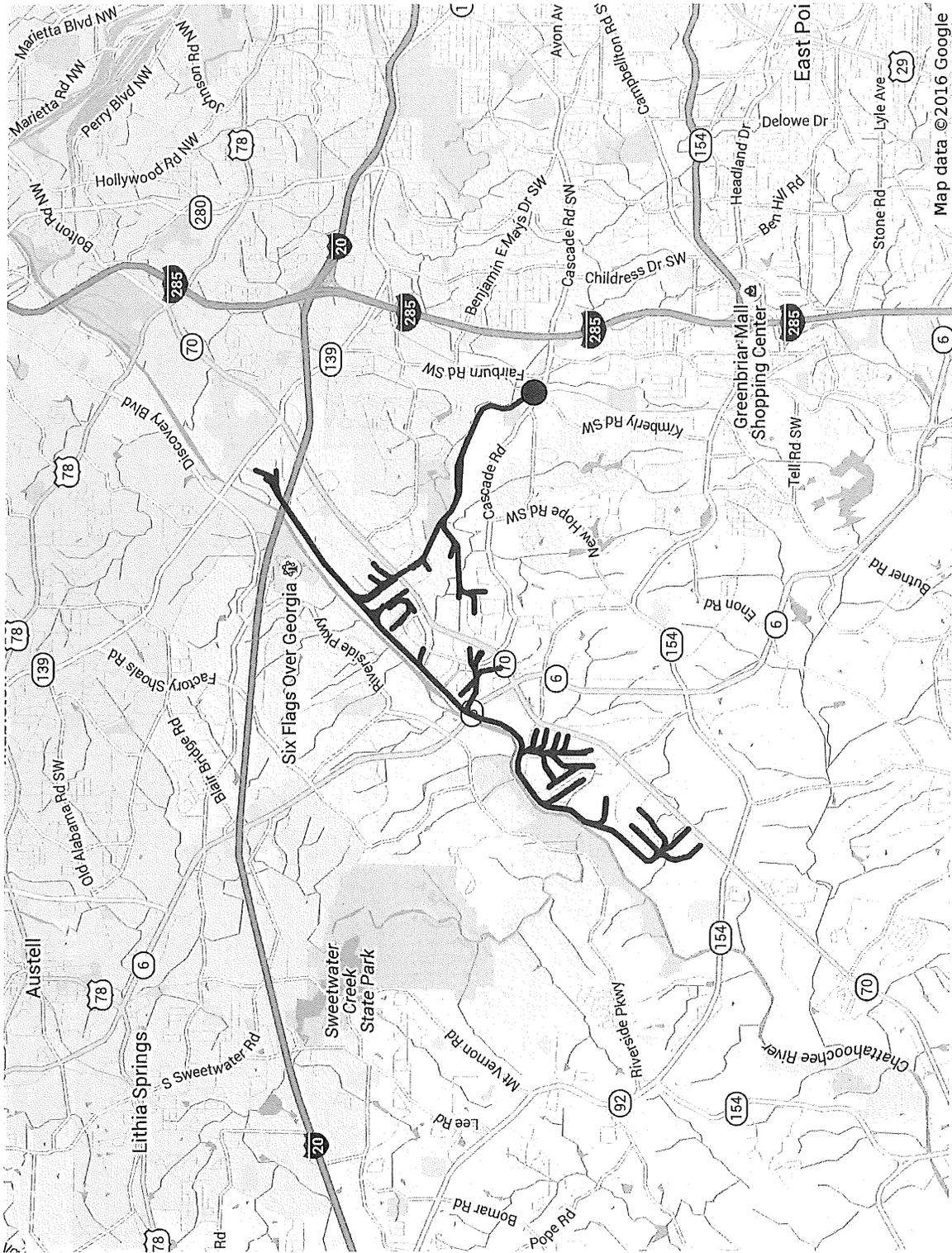
FCR Track



Interchange Station

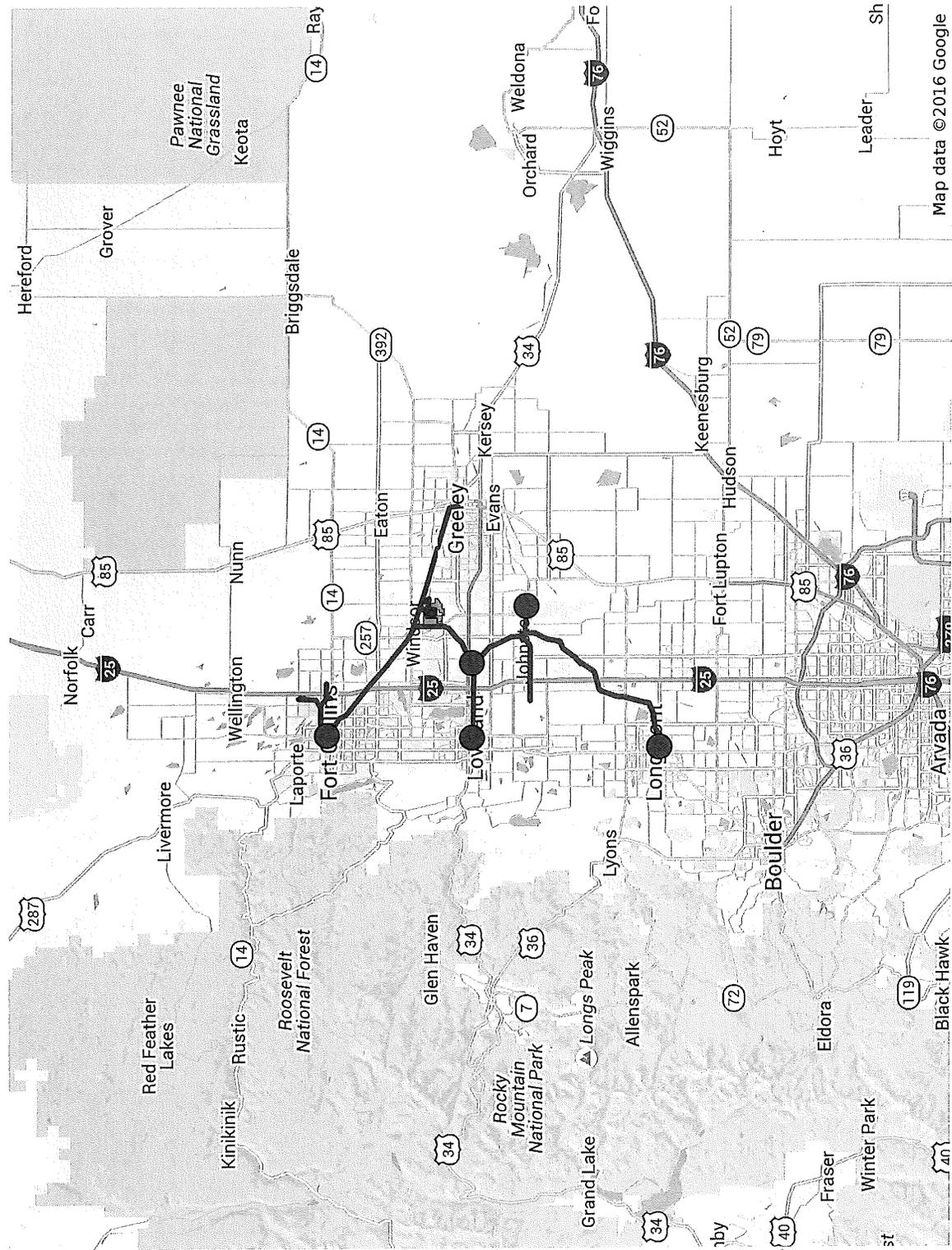


Fulton County Railway



Map data ©2016 Google

GWR Track, Interchange Stations and the Great Western Industrial Park



GWR Track

-  Anheuser-Busch
-  Black Hollow
-  Great Western Industrial Park
-  Greeley
-  Longmont
-  Loveland
-  Milliken
-  North Yard
-  Welty

Interchange Stations

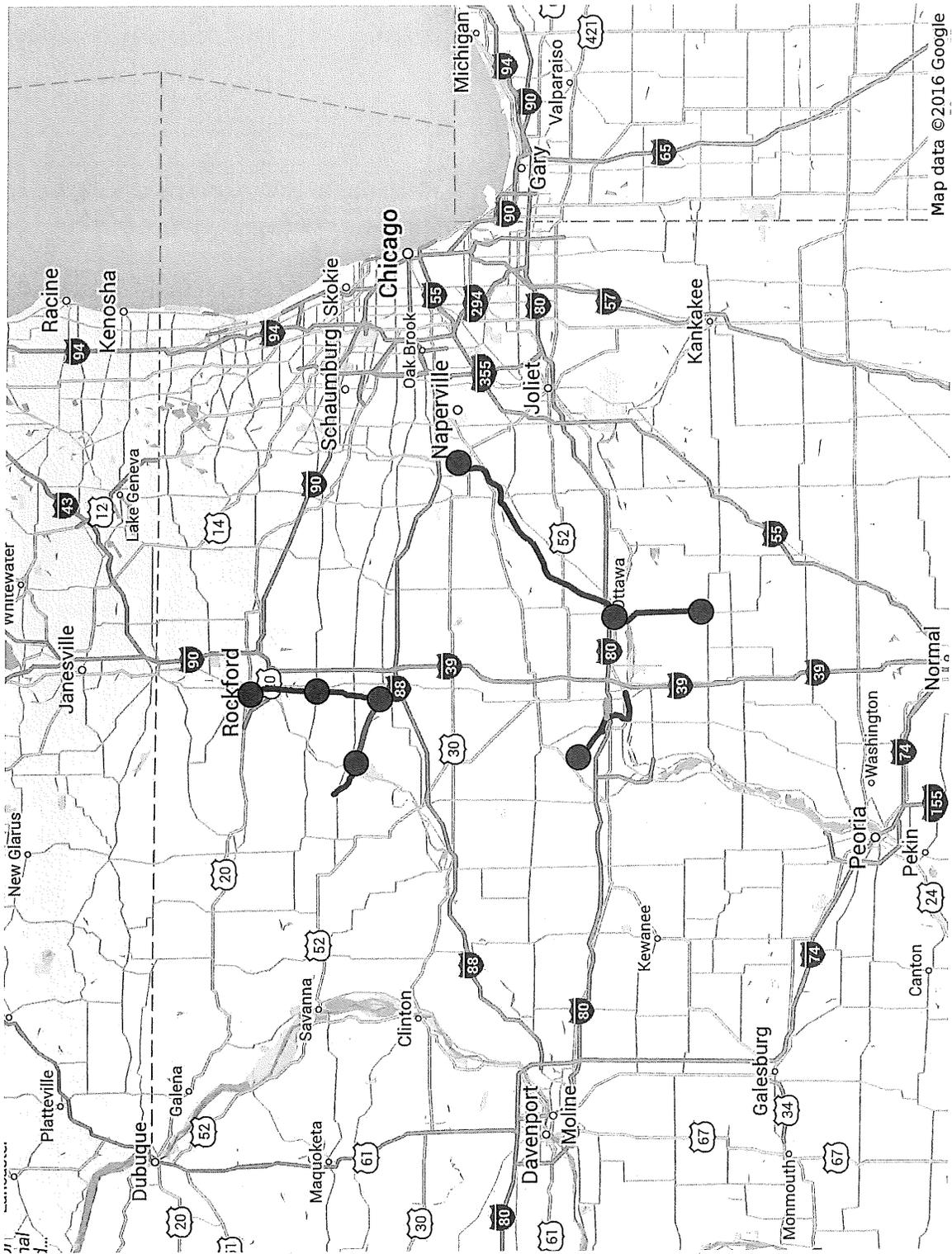
-  Longmont
-  Fort Collins
-  Loveland
-  Milliken
-  Kelim

Great Western Industrial Park

-  Great Western Industrial Park - West
-  Great Western Industrial Park - West

Great Western Railway of Colorado

IR Track and Interchange Stations



Map data ©2016 Google

IR Track

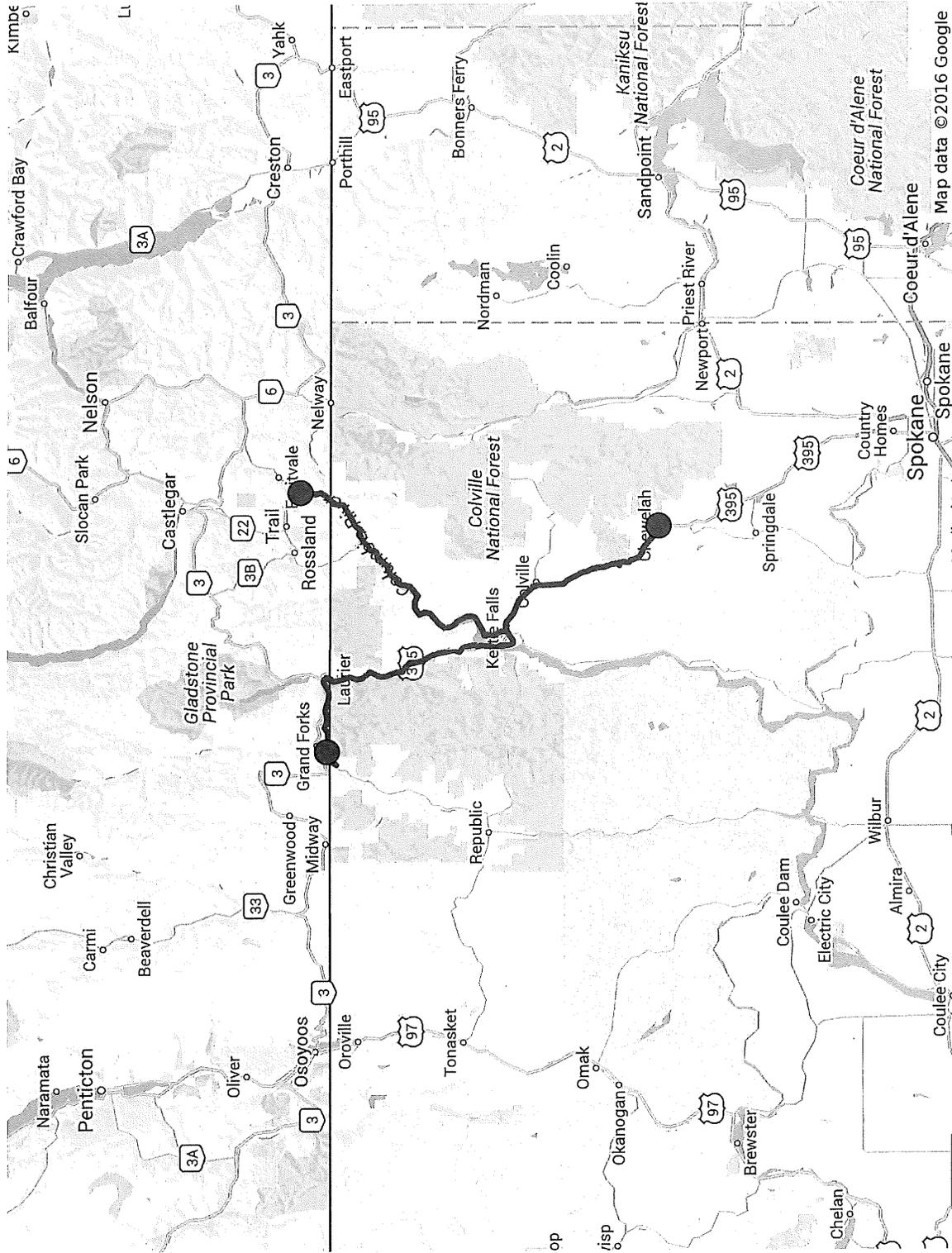
- Mt Morris
- Streator
- Zearing
- PIR
- Trackage Rights

Interchange Stations

- Rockford
- Davis Junction
- Flagg Center
- Oregon
- Eola
- Ottawa
- Streator
- Zearing

Illinois Railway

KFR Track and Interchange Stations



KFR Track

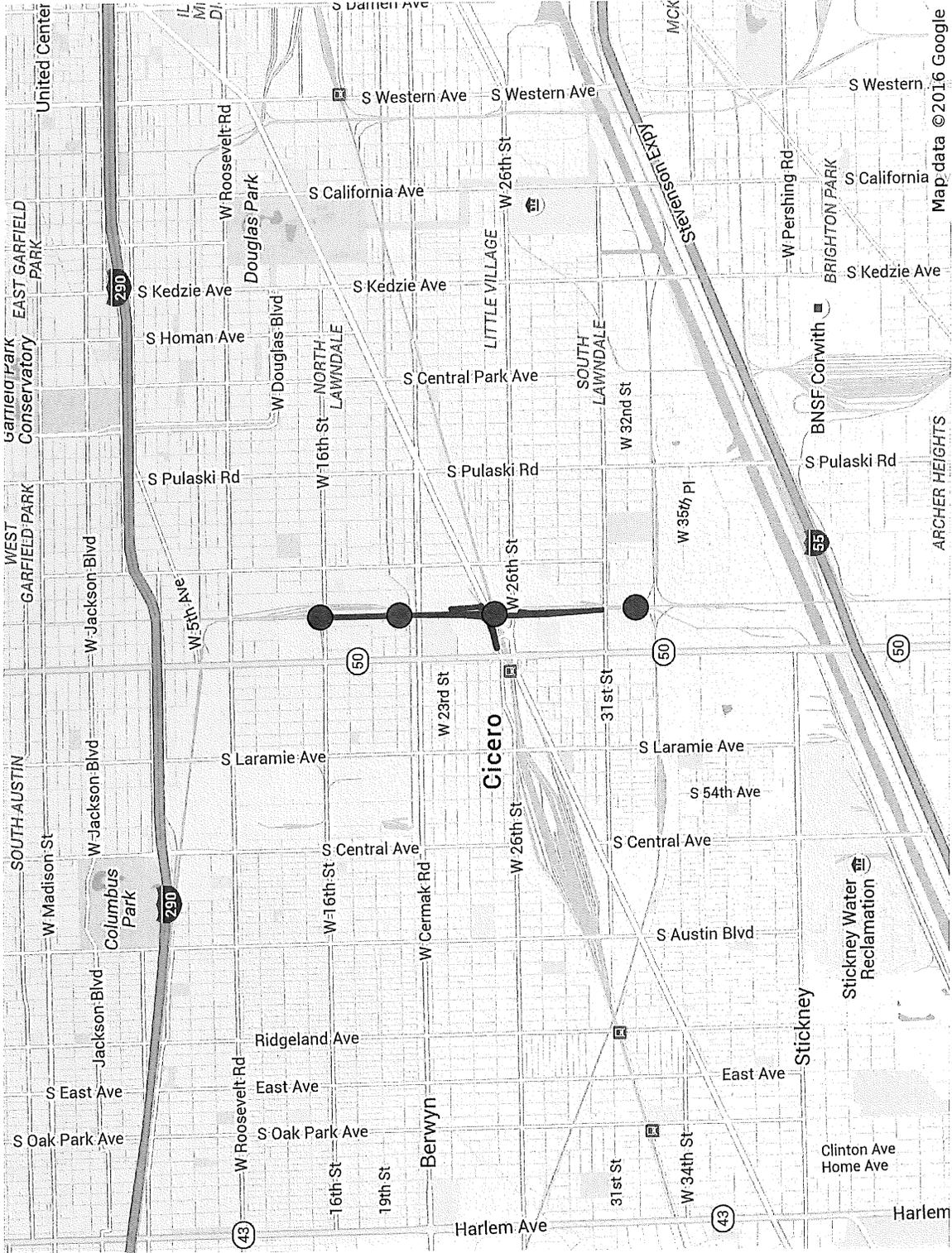
-  San Poil
-  Kettle Falls

Interchange Stations

-  Chewelah
-  Grand Forks
-  Columbia Gardens

Kettle Falls International
Railway

MJ Track and Interchange Stations



MJ Track

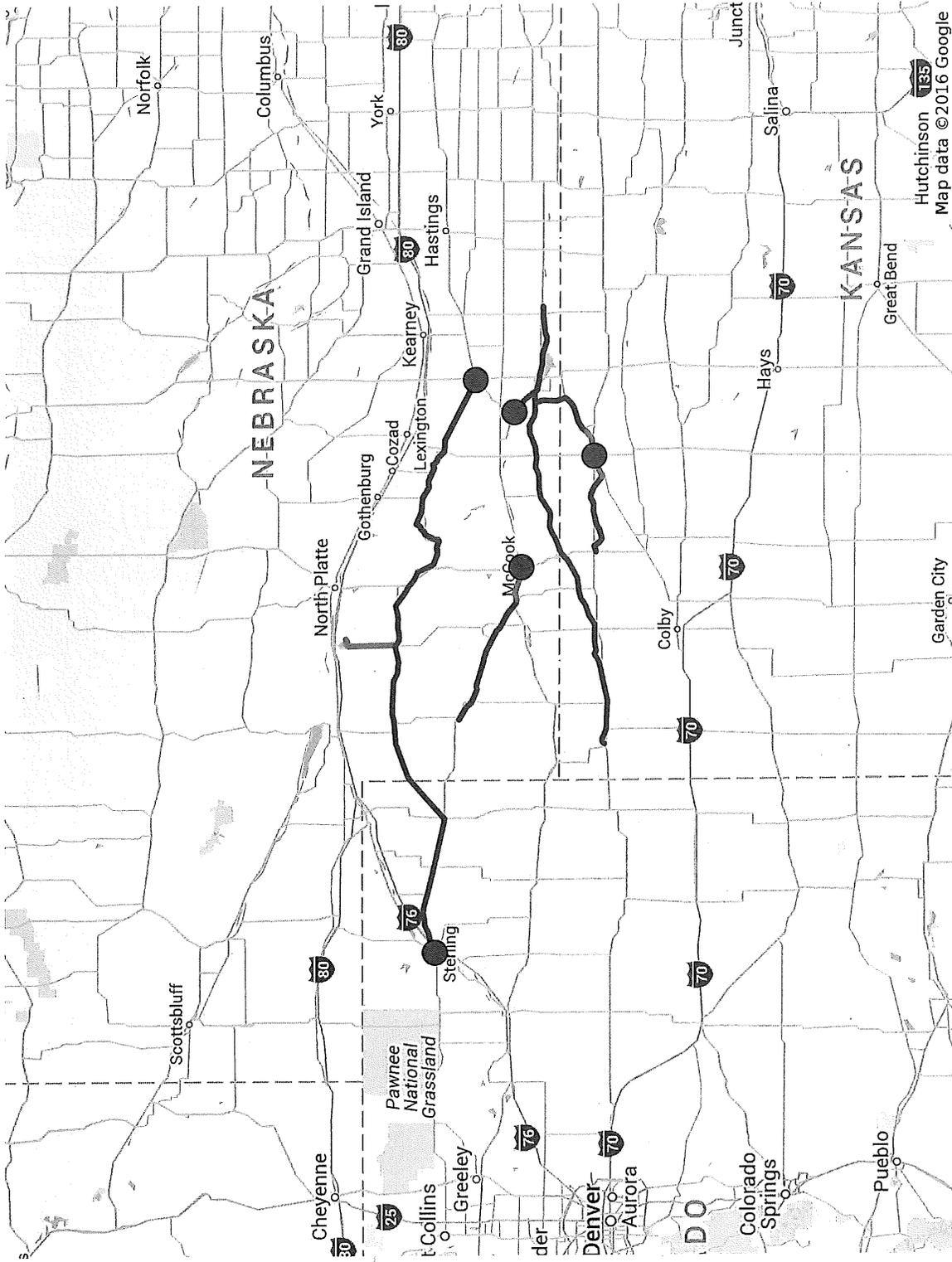


Interchange Stations

- BNSF
- BRC
- CN
- CSXT

Manufacturers' Junction
Railway

NKCR Track and Interchange Stations



NKCR Track

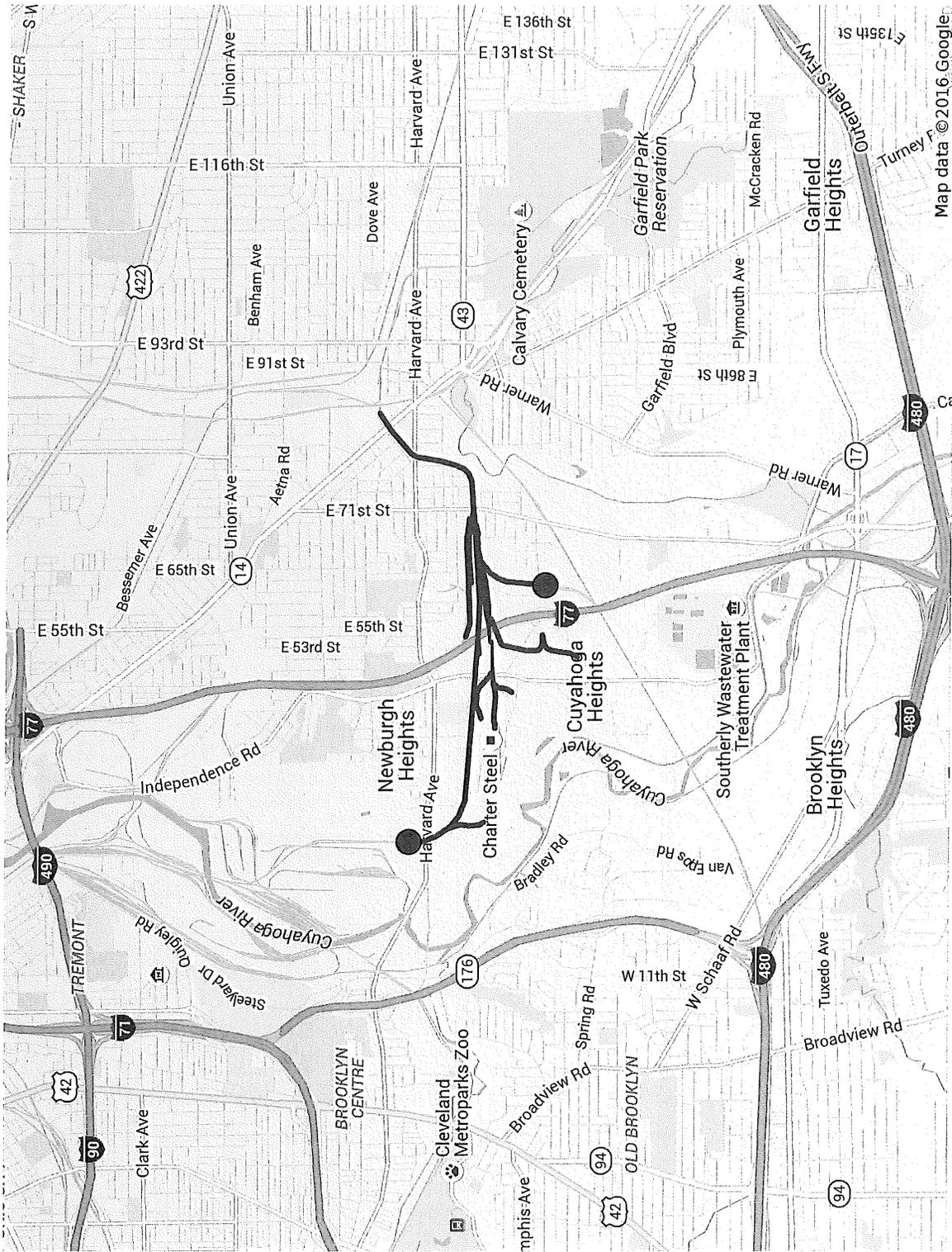
-  Holdrege
-  Wallace
-  St. Francis
-  Oberlin
-  Imperial
-  Franklin
-  Trackage Rights

Interchange Stations

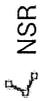
-  Norton
-  Holdrege
-  Oxford Junction
-  McCook
-  Sterling

Nebraska, Kansas and Colorado Railway

NSR Track and Interchange Stations



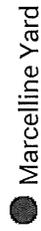
NSR Track



Interchange Stations



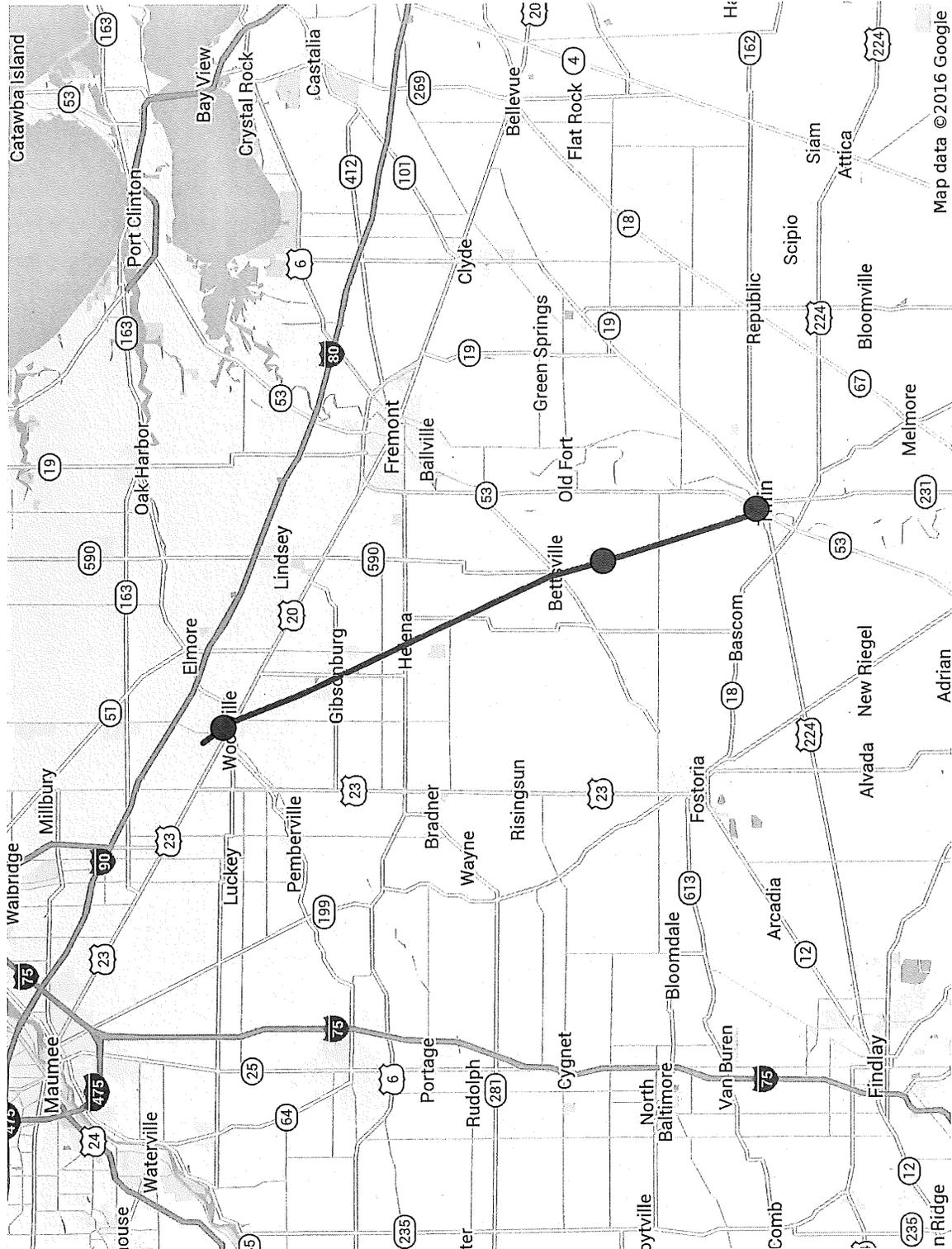
Cleveland



Marcelline Yard

Newburgh and South Shore
Railroad

NOW Track and Interchange Stations

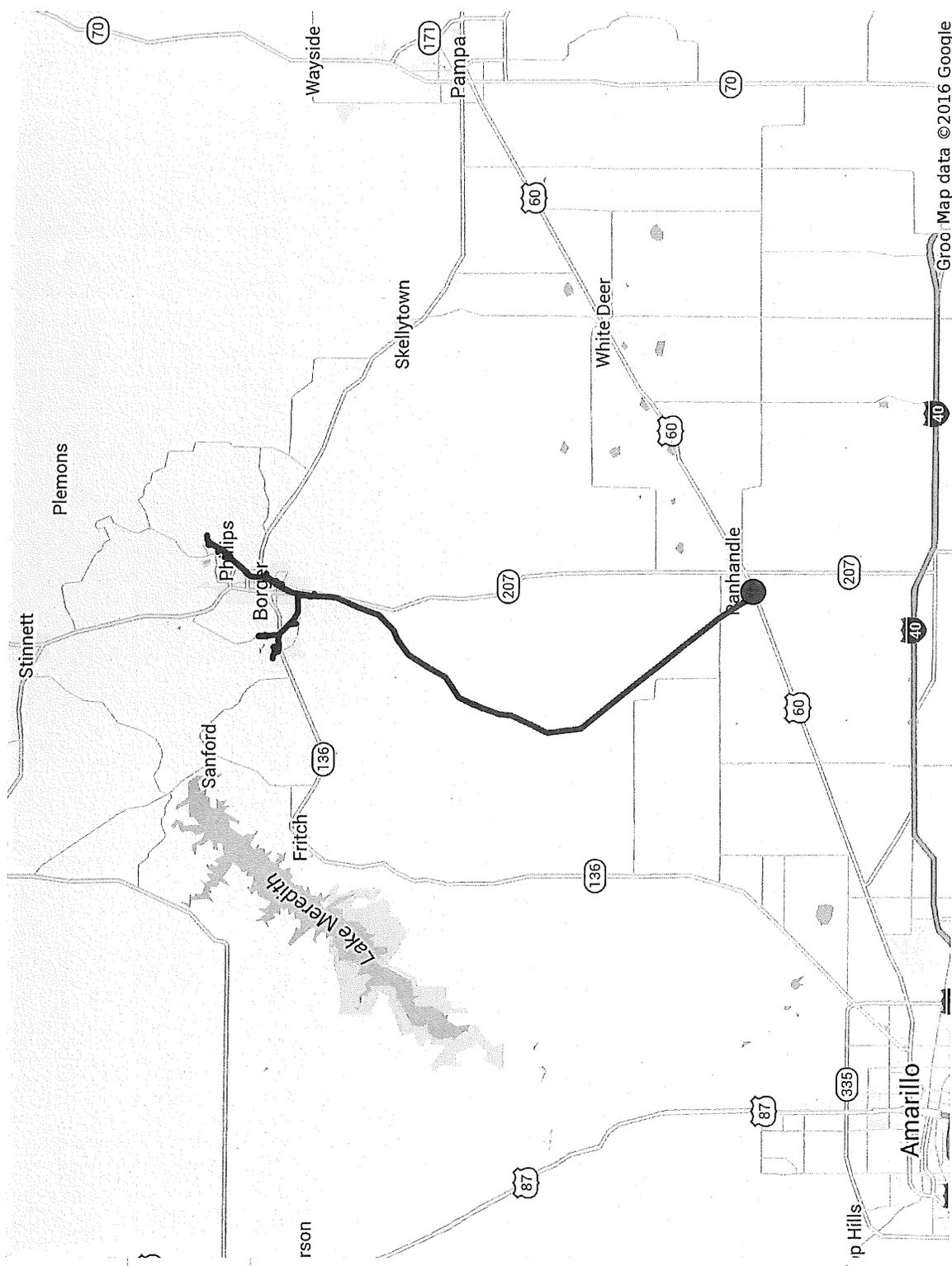


- NOW Track
- NOW
- Interchange Stations
- Woodville
- Maple Grove
- Tiffin

Northern Ohio and Western Railway

Map data ©2016 Google

PNR Track and Interchange Station



PNR Track

PNR

Interchange Stations

● Panhandle

Panhandle Northern Railroad

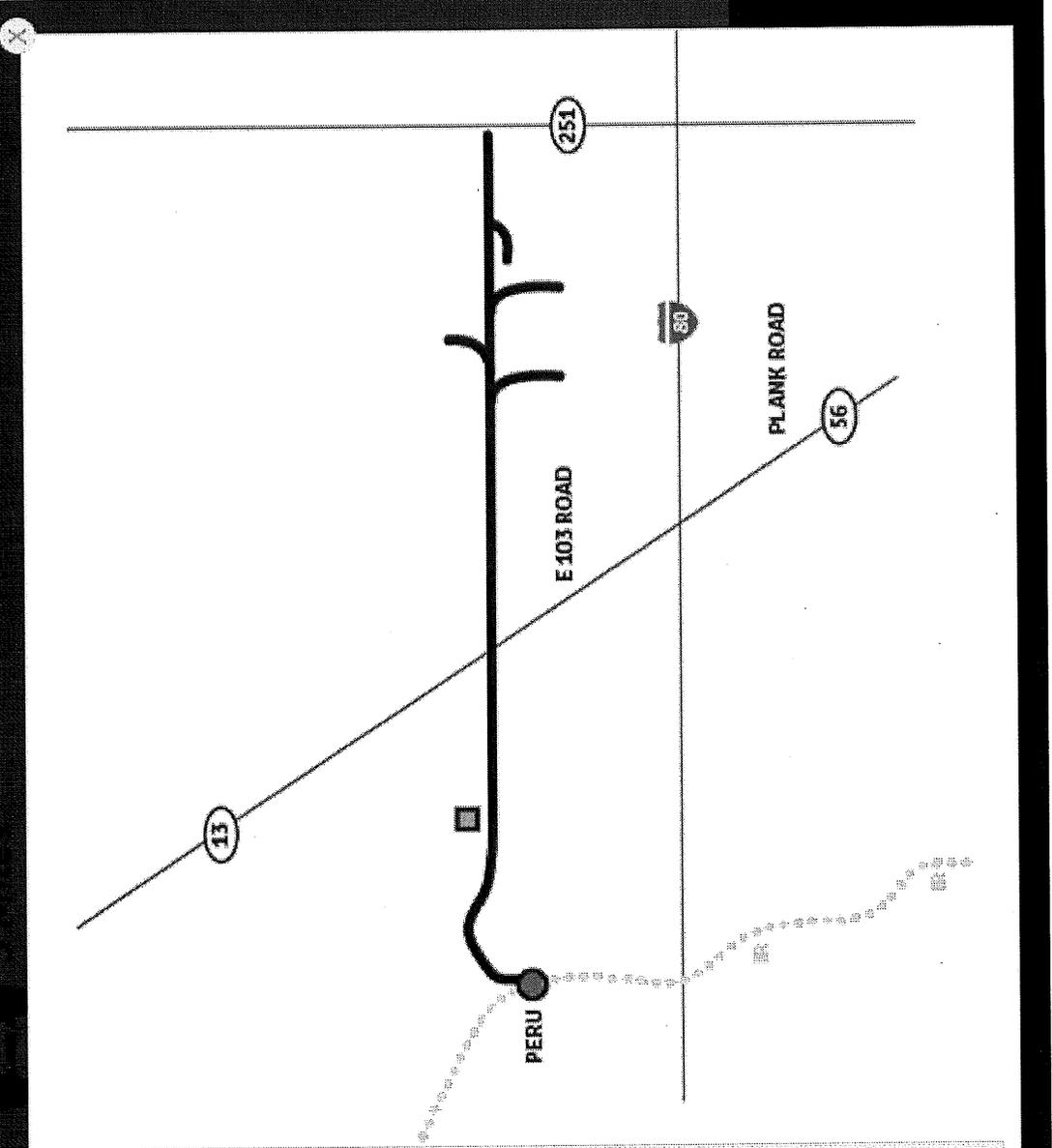
**PERU INDUSTRIAL
RAILROAD, LLC**
PERU, ILLINOIS

MAP KEY

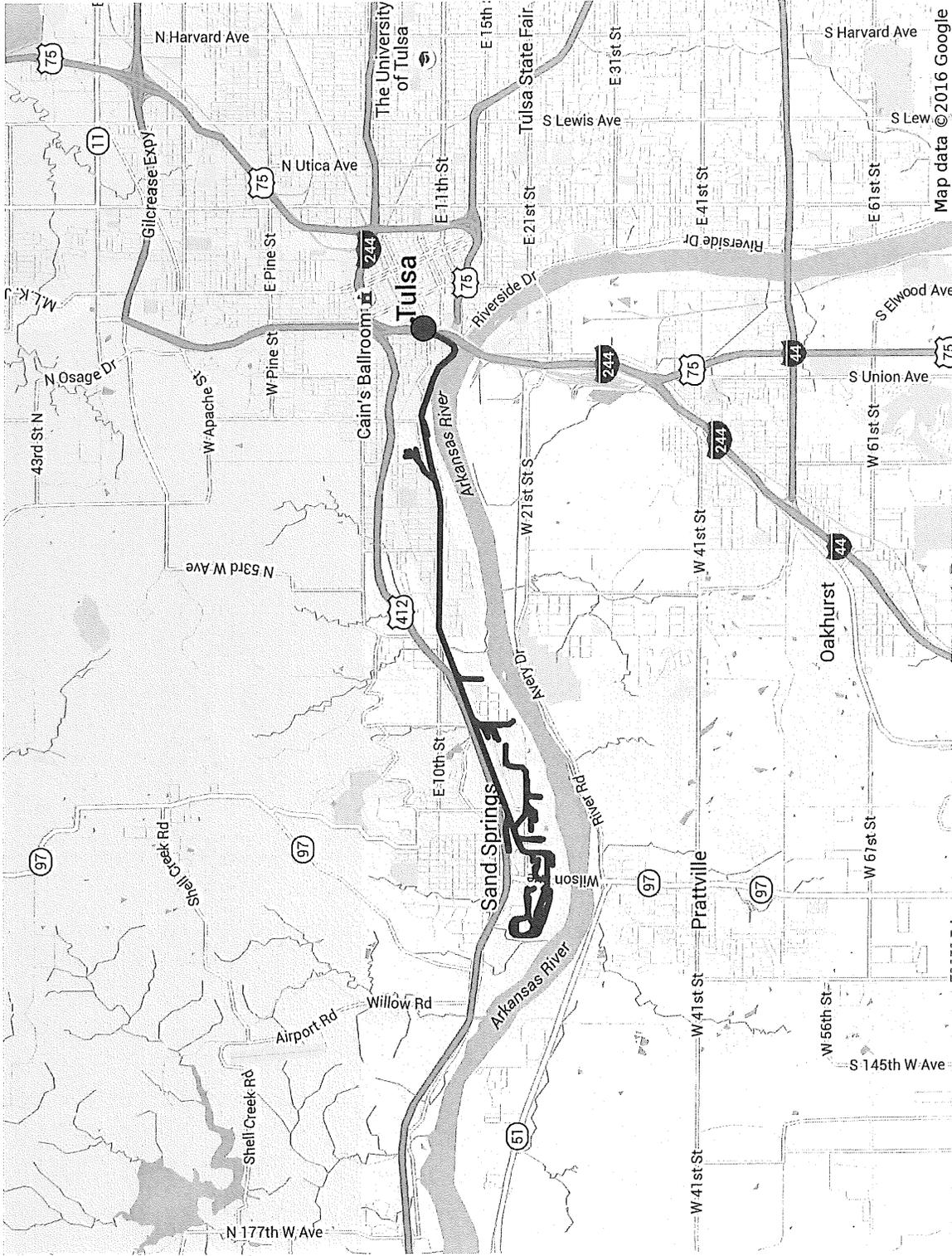
- AVAILABLE LAND
- INTERCHANGE STATION
- PIR
- RAILROADS
- MILES

0 5 1

[VIEW GOOGLE MAP](#)



SS Track and Interchange Station



SS Track



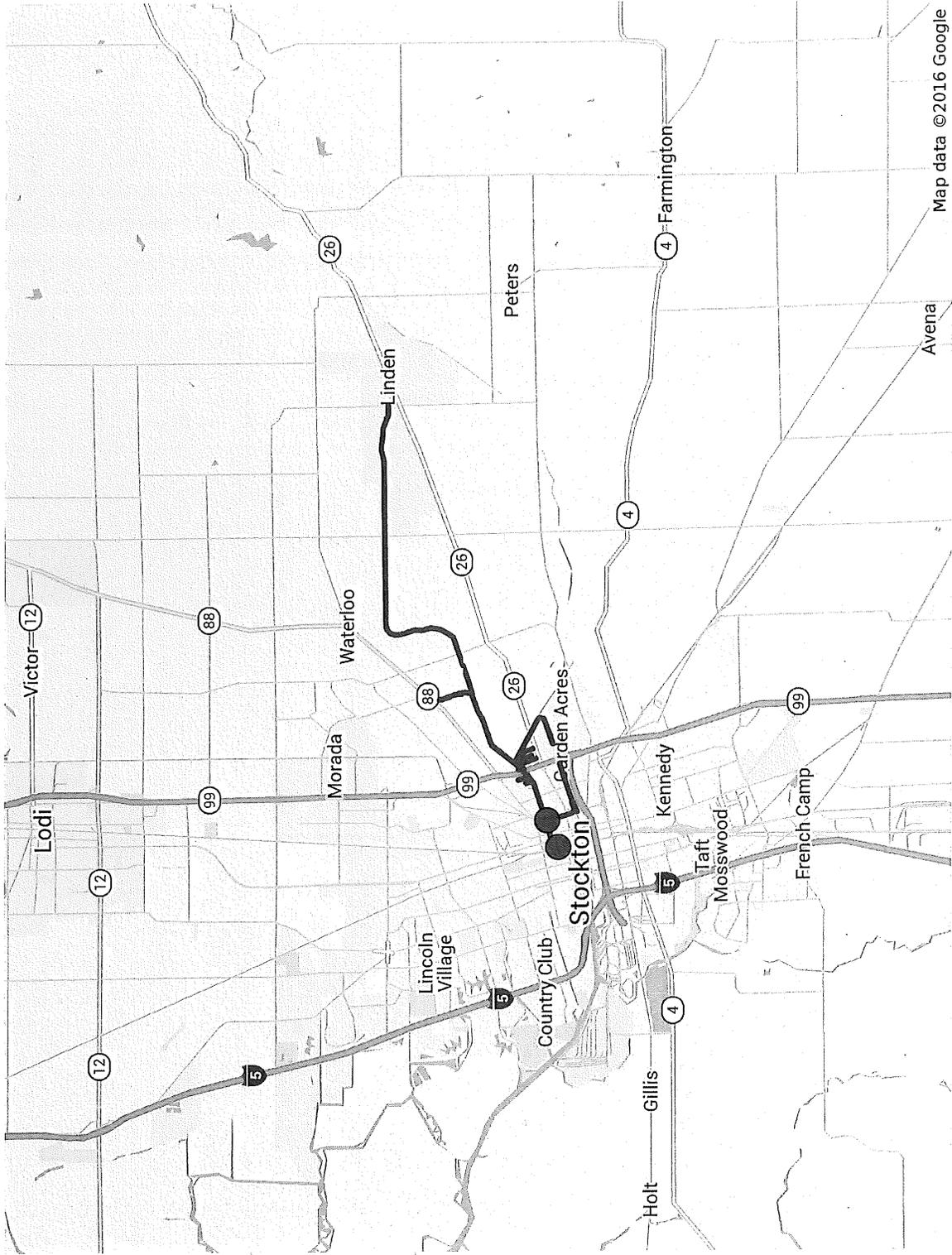
Interchange Station



Tulsa

Sand Springs Railway
Company

STE Track and Interchange Stations



Map data ©2016 Google

STE Track

- Linden
- UP Right of Way
- STE
- Main Line

Interchange Stations

- Stockton BN Xfer
- Stockton UP Xfer

Stockton Terminal and Eastern Railroad

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36019

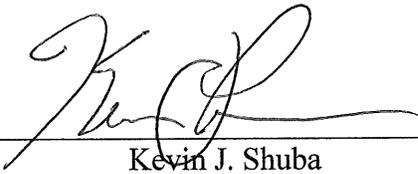
**OMNITRAX HOLDINGS COMBINED, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
CENTRAL TEXAS & COLORADO RIVER RAILWAY, LLC**

VERIFICATION

VERIFICATION

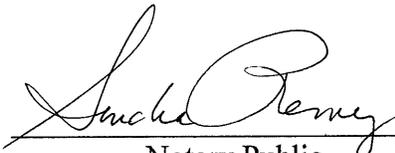
State of Colorado)
) ss:
County of Denver)

Kevin J. Shuba, being duly sworn, deposes and says that he is President of OmniTRAX Holdings Combined, Inc., that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

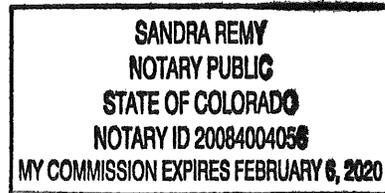


Kevin J. Shuba

SUBSCRIBED AND SWORN TO
before me this 7th day
of April, 2016.



Notary Public



My Commission expires 2-6-2020