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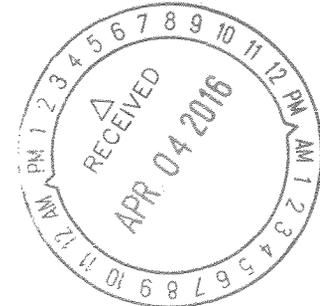
April 4, 2016

**ENTERED**  
**Office of Proceedings**  
**April 4, 2016**  
**Part of**  
**Public Record**

JOHN D. HEFFNER  
(202) 742-8607  
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John.Heffner@strasburger.com

**BY HAND**

Ms. Cynthia T. Brown  
Chief of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423



**RE: FD 36006, West Branch Intermediate Holdings, LLC And Continental Rail, LLC – Continuance in Control Exemption - Central Gulf Acquisition Company**

**FD 36007, Central Gulf Acquisition Company – Acquisition and Operation Exemption -CG Railway, Inc.**

Dear Ms. Brown:

I am submitting on behalf of West Branch Intermediate Holdings, LLC, Continental Rail, LLC, and Central Gulf Acquisition Company an original and ten copies of the following documents:

- (1) In FD 36006, a verified notice of exemption under 49 CFR 1180.2(d)(2) for the continuance in control by West Branch Intermediate Holdings, LLC, and Continental Rail, LLC, of Central Gulf Acquisition Company; and
- (2) a verified notice of exemption under 49 CFR 1150.31 for Central Gulf Acquisition Company's acquisition and operation of certain assets of CG Railway, Inc.

In addition, I am enclosing a filing fee check payable to the Board for \$3300 for these two filings and a copy of each on a computer disk.

FEE RECEIVED  
April 4, 2016  
SURFACE  
TRANSPORTATION BOARD

FILED  
April 4, 2016  
SURFACE  
TRANSPORTATION BOARD

Strasburger & Price, LLP

**Strasburger**  
ATTORNEYS AT LAW

Ms. Cynthia T. Brown

April 4, 2016

Page 2

Please date stamp and return one copy of this letter for my file.

Sincerely yours,

A handwritten signature in black ink, appearing to read "J. Heffner", with a long, sweeping flourish extending to the right.

John D. Heffner

cc: Robert Schellig, Esq.

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**FD 36006**

**WEST BRANCH INTERMEDIATE HOLDINGS, LLC  
AND CONTINENTAL RAIL LLC  
- CONTINUANCE IN CONTROL EXEMPTION -  
CENTRAL GULF ACQUISITION COMPANY  
VERIFIED NOTICE OF EXEMPTION  
UNDER 49 CFR § 1180.2(d) (2)**

Respectfully submitted,

John D. Heffner  
Strasburger & Price, LLP  
1025 Connecticut Ave., N.W.  
Suite 717  
Washington, D.C. 20036  
(202) 742-8607

Counsel for Petitioner

Dated: April 4, 2016

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**FD 36006**

**WEST BRANCH INTERMEDIATE HOLDINGS, LLC  
AND CONTINENTAL RAIL LLC  
- CONTINUANCE IN CONTROL EXEMPTION -  
CENTRAL GULF ACQUISITION COMPANY  
VERIFIED NOTICE OF EXEMPTION  
UNDER 49 CFR § 1180.2(d) (2)**

Come now West Branch Intermediate Holdings, LLC. (“West Branch”), Continental Rail LLC (“Continental”), and West Branch’s wholly owned subsidiaries Central Gulf Acquisition Company (“CGAC”) and Delta Southern Railroad, Inc. (“DSR”)<sup>1</sup> who state as follows:

1. Pursuant to the provisions of Section 1180 of the Board's Railroad Consolidation Rules (49 C.F.R. § 1180), Petitioners hereby give notice of a transaction which qualifies for exemption under Section 1180.2(d) (2) of those rules.

2. As relevant here, West Branch is a limited liability company and a noncarrier formed for the purpose of acquiring short line railroads as an investment.

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<sup>1</sup> Collectively “Petitioners.”

3. Continental is a limited liability company and a noncarrier formed for the purpose of managing and operating short line railroads.

4. CGAC is a newly established non-carrier formed by West Branch for the purpose of acquiring and operating certain assets from an existing Class III common carrier railroad, CG Railway, Inc. (“CGR”). As discussed in detail in the companion Notice of Exemption filed contemporaneously in FD 36007, CGAC will provide an intermodal rail-water service between Mobile, AL, in the United States and Coatzacoalcos, in the State of Veracruz, Mexico, utilizing charters of railroad car ferries equipped with tracks. This service is currently being provided by CGR. Once this notice and the companion acquisition and operation exemption become effective and the transactions contemplated by the purchase agreement described therein are consummated, CGAC will replace CGR as the operator of the railroad car ferry service.

5. DSR is an existing Class III short line railroad operating in the State of Louisiana between Lake Providence and Tallulah and between Monroe and Sterlington. West Branch acquired the stock of DSR in 2015 from its former owners in a transaction outside of the Board’s jurisdiction.<sup>2</sup>

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<sup>2</sup> No Board authority was required because neither West Branch nor Continental owned or managed any common carrier railroads operating in the United States at the time of that acquisition.

6. The railroad properties owned and operated or to be owned and operated by CGAC and DSR will not connect as they are located hundreds of miles apart and there are no plans to connect them.

7. Under section 1180.2(d) (2) of the Board's consolidation rules, certain transactions are automatically exempt from the prior approval requirements for common control. Specifically, section 1180.2(d) (2) exempts the acquisition of nonconnecting carriers where (i) the railroads will not connect with each other or any railroad in their corporate family, (ii) the acquisition is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family; and (iii) the transaction does not involve a Class I carrier.

8. In order to claim the section 1180.2(d)(2) exemption, section 1180.4(g) requires the filing of a verified notice of exemption furnishing the information requested in sections 1180.6(a)(1)(i) – (iii), 1180.6(a)(5) – (6), and 1180.6(a)(7)(ii) of those rules. That information is provided as follows:

Summary of Proposed Transaction: 49 CFR § 1180.6(a) (1) (i)

West Branch has established CGAC as a new company and noncarrier organized for the purpose of acquiring and operating certain assets currently owned by CGR and providing an intermodal rail-water service between Mobile, AL, in the United States and Coatzacoalcos, in the State of Veracruz, Mexico.

Applicant's name, address, and telephone number:

**West Branch:**

c/o Golden Gate Private Equity, Inc.  
One Embarcadero Center, 39th Floor  
San Francisco, CA 94111  
(415) 983-2700

**Continental:**

2929 E. Commercial Boulevard, Suite PH-D  
Fort Lauderdale, Florida 33308  
(855) 946-7245

Legal counsel to whom questions should be addressed:

John D. Heffner  
Strasburger & Price, LLP  
1025 Connecticut Ave., N.W.  
Suite 717  
Washington, D.C. 20036  
(202) 742-8607

Schedule for consummation: 49 CFR §1180.6(a) (1) (ii)

The parties intend to consummate the proposed transaction on or about May 4, 2016.

Purpose to be accomplished by the transaction: 49 CFR §1180.6(a) (1) (iii)

The purpose of this transaction is for CGAC to replace the service currently provided by CGR. CGAC proposes to acquire and operate CGR's assets as part of its business strategy to acquire short line railroads with growth potential.

State(s) in which the property of each carrier is situated: 49 CFR §1180.6(a)  
(5)

CGAC

Alabama

DSR

Louisiana

Map: 49 CFR § 1180.6(a) (6)

Attached hereto as Exhibit A.

Copy of Agreement: 49 CFR § 1180.6(a) (7) (ii)

N.A. There is no agreement covering West Branch's control of CGAC. There is an agreement between West Branch and Continental covering its management of the railroads owned by West Branch. A copy can be provided under seal if requested by the Board.

### **Interchange Commitments**

Petitioners do not believe that the Board's interchange disclosure requirements are intended to apply to equity control transactions such as this one in which no new interchange commitments are being imposed as part of this transaction. No interchange commitments are being imposed in the related acquisition and operation transaction.

#### Related transaction:

Concurrently with this filing, CGAC is submitting a verified Notice of Exemption for its acquisition and operation of certain assets and the intermodal rail-water service presently provided by CGR. That notice has been assigned docket number FD 36007.

Other information / Certification:

Petitioners hereby certify that (1) the service to be provided by CGAC, the rail carrier to be controlled pursuant to this notice of exemption, does not connect with any carrier they own, (2) the subject acquisition proceeding is not a part of a series of anticipated transactions that would connect these rail carriers with each other, and (3) the transaction does not involve a Class I carrier.

Environmental and historical considerations:

This continuance in control proceeding is exempt from environmental review under 49 CFR §1105.6(c) (2) (i) because the proposed action will not cause any operating changes that exceed the thresholds established in 49 CFR §1105.7(e) (4) or (5). In addition, this proceeding is exempt from historic review under 49 CFR §1105.8(b)(1) because there are no plans to dispose of or alter properties subject to Board jurisdiction that are at least 50 years old. Accordingly, no historic report is required.

Labor Protection to be Imposed

No labor protection applies on transactions involving only class III rail carriers. *See*, 49 U.S.C. §11326(c).

Respectfully submitted,



John D. Heffner

Strasburger & Price, LLP

1025 Connecticut Ave., N.W.

Suite 717

Washington, D.C. 20036

(202) 742-8607

Counsel for Petitioner

Dated: April 4, 2016

## EXHIBIT A

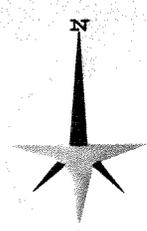
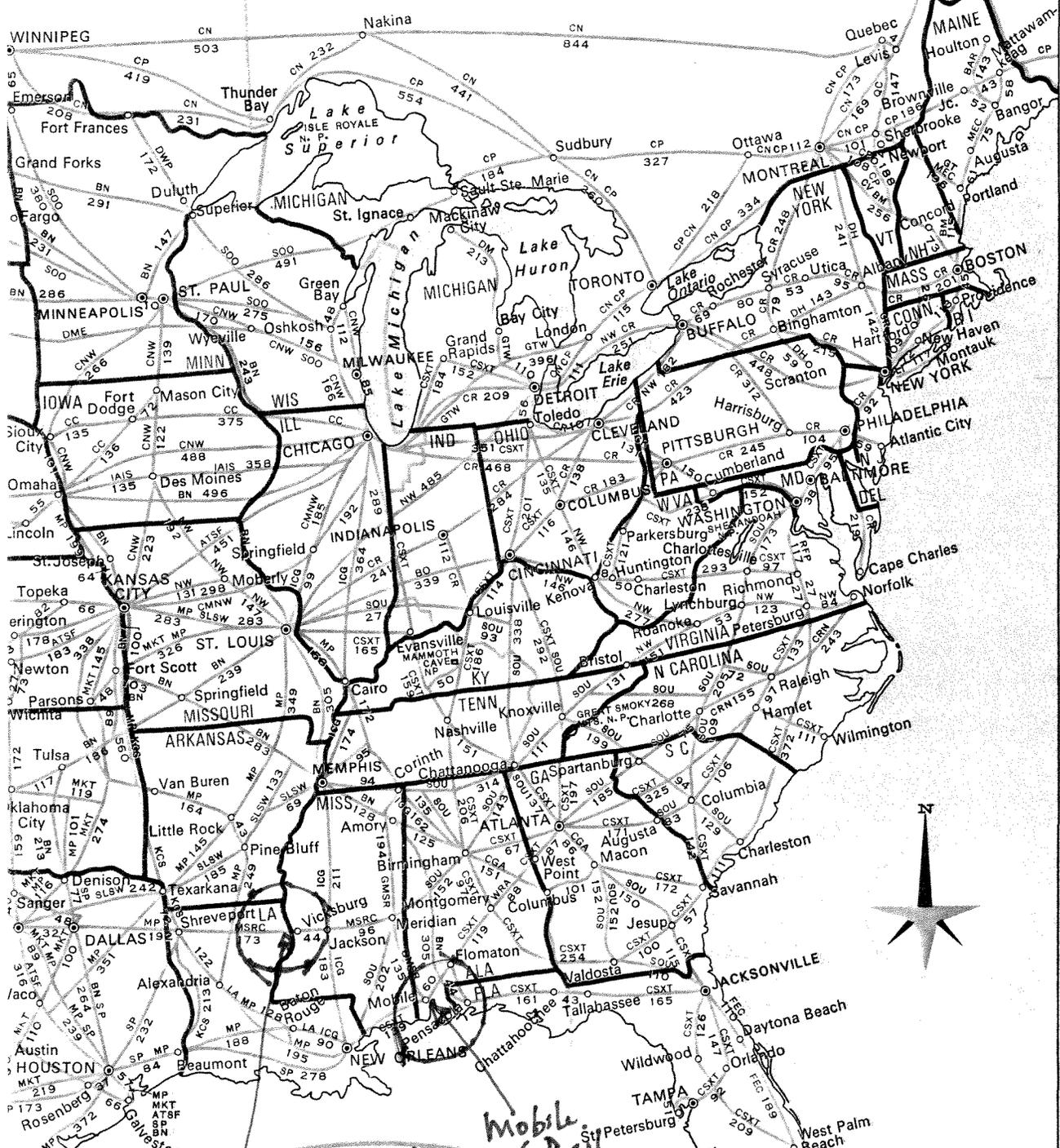


CENTRAL STANDARD TIME



EASTERN STANDARD TIME

A D A



# UNITED STATES RAILROADS

This map shows only main line railroad service between leading cities. The figures give the railroad mileage, and the initials indicate the railroads operating between these points.

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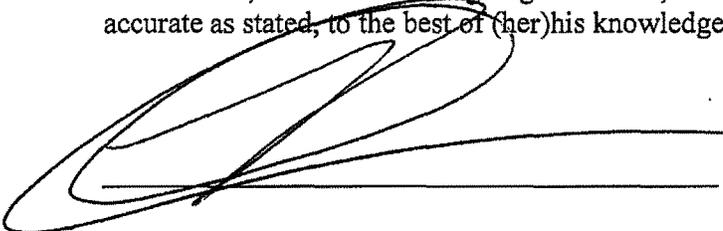
**VERIFICATION**

STATE OF \_\_\_\_\_ )

)

CITY OF \_\_\_\_\_ )

\_\_\_\_\_, being duly sworn according to law, hereby deposes and states that (s)he holds the position of \_\_\_\_\_ with applicant/petitioner, is authorized to make this Verification, had read the foregoing document, and knows the facts asserted therein are true and accurate as stated, to the best of (her)his knowledge, information, and belief.



Subscribed to and sworn to before me, a Notary Public, in and for the County of \_\_\_\_\_ in the State of \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

*\*see attached\**  
*JK*

My Commission expires:

**CALIFORNIA JURAT WITH AFFIANT STATEMENT**

**GOVERNMENT CODE § 8202**

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)

1 \_\_\_\_\_

2 \_\_\_\_\_

3 \_\_\_\_\_

4 \_\_\_\_\_

5 \_\_\_\_\_

6 \_\_\_\_\_

Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California  
 County of San Francisco

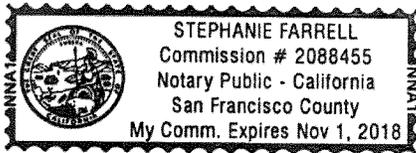
Subscribed and sworn to (or affirmed) before me  
 on this 4 day of April, 2016  
 by Date Month Year

(1) Rajeev Amara

(and (2) \_\_\_\_\_),

Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



Signature [Handwritten Signature]  
 Signature of Notary Public

Seal  
 Place Notary Seal Above

**OPTIONAL**

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document STB Verification Document

Title or Type of Document: \_\_\_\_\_ Document Date: April 4, 2016

Number of Pages: 1 Signer(s) Other Than Named Above: NONE