

# BAKER & MILLER PLLC

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November 4, 2015

239504

## VIA E-FILING

Cynthia T. Brown, Chief  
Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington DC 20423-0001

ENTERED  
Office of Proceedings  
November 4, 2015  
Part of  
Public Record

Re: Martin Marietta Materials, Inc. – Acquisition Of Control Exemption –  
Rock & Rail, Inc., FD 35966

Dear Ms. Brown:

On October 9, 2015, Martin Marietta Materials, Inc. (“MMM”), a non-carrier that currently controls two common carrier railroads, filed a Verified Notice of Exemption (“Notice of Exemption”) by which it seeks to acquire, through a stock purchase, indirect ownership of Rock & Rail, Inc. (“R&R”). Notice of the transaction was published by the Surface Transportation Board (“STB” or “Board”) on October 23, 2015 with an effective date of November 8, 2015. Since that time and in the course of due diligence, MMM has discovered three facts that require clarification with respect to MMM’s Notice of Exemption.

First, the filed Notice of Exemption indicated in footnote 4 that R&R owned certain rail lines in the State of Colorado that it acquired from BNSF in 1999. While this is true, the rail lines listed in footnote 4 are not the only rail lines owned by R&R in the State of Colorado. Via another notice of exemption published by the STB on June 25, 1999,<sup>1</sup> R&R also obtained authority to own and operate certain rail lines in Colorado Springs, Colorado. All of the rail lines owned and operated by R&R are in Colorado and do not connect with, and there are no plans to connect, the rail lines owned by MMM’s two other railroads - Alamo North Texas Railroad (“ANT”), a Class III carrier, and Alamo Gulf Coast Railroad (“AGC”), a Class III carrier, which both own rail lines in the State of Texas.

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<sup>1</sup> Rock & Rail, Inc. — Acquisition and Operation Exemption — Railroad Lines near Kelker, El Paso County, CO, FD 33764 (STB served June 25, 1999).

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Second, MMM has also learned that the correct legal name of R&R is “Rock & Rail, LLC.” R&R converted from a corporation to an LLC on May 17, 2004. See attached Certificate of Conversion.

Third, MMM notes that the Board has, at different times, used “Rock and Rail” and “Rock & Rail.” The correct legal name is with the ampersand.

None of these factual clarifications change the substance of what MMM certified to in the Notice of Exemption nor do they impact any of the specific regulatory provisions of the Notice of Exemption. However, MMM felt that it was important that the record be clarified to ensure factual accuracy with respect to this proceeding and any potential future proceedings involving R&R.

Sincerely,



William A. Mullins  
Attorney for Martin Marietta Materials, Inc.

Attachment

cc: Parties of Record  
Roselyn Bar  
Tom Herman

19891108501

**CERTIFICATE OF CONVERSION AND  
ARTICLES OF ORGANIZATION**

**OF**

**ROCK & RAIL LLC**

**(Conversion of a Corporation to a Limited Liability Company)**

**FILED  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE**

20041179809 C  
\$ 110.00  
SECRETARY OF STATE  
05-17-2004 12:00:52

Pursuant to Section 7-90-201, Colorado Revised Statutes, the individual named below, on behalf of Rock & Rail, Inc., a Colorado corporation (the "Corporation"), and acting as organizer of Rock & Rail LLC, a Colorado limited liability company (the "LLC"), created through the conversion of the Corporation into the LLC, to be organized under the laws of the State of Colorado, adopts these Articles of Organization.

**Article I.**

**Conversion of Corporation into Limited Liability Company**

The Corporation, as converting entity, is to be converted into the LLC, as resulting entity, and the LLC is to be organized through the conversion pursuant to C.R.S. 7-90-201.

**Article II.**

**Identification of Converting Entity**

The name of the converting entity is Rock & Rail, Inc. The converting entity's address is 31 North Tejon Street, Suite 400, Colorado Springs, Colorado 80903. The converting entity is a Colorado corporation.

**Article III.**

**Identification of Resulting Entity**

The name of the resulting entity is Rock & Rail LLC. The resulting entity's address is 3300 S. Parker Road, Aurora, Colorado 80014. The resulting entity is a Colorado limited liability company.

**Article IV.**

**Consent to Conversion**

All of the members of the Board of Directors and the sole shareholder of the Corporation have consented to the conversion.

COMPUTER UPDATE CONSULTANTS  
SLC

**Article V.  
Principal Place of Business**

The principal place of business of the limited liability company is 3300 S. Parker Road, Suite 500, Aurora, Colorado 80014.

**Article VI.  
Agent**

**A. Initial Registered Agent.** The street address of the initial registered office of the Corporation is 1675 Broadway, Suite 1200, Denver, Colorado 80202, and the name of the Corporation's initial registered agent at that address is CT Corporation.

**Article VII.  
Managers**

The management of the limited liability company shall be vested in managers. The name and business address of the initial manager is as follows:

<u>Name</u>	<u>Business Address</u>
CIG LLC	3300 S. Parker Road Suite 500 Aurora, Colorado 80014

The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is: Randle W. Case, II, c/o Jody Ellis, Paralegal, Holland & Hart LLP, 555 17<sup>th</sup> Street, Suite 3200, Denver, Colorado 80202.