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WRITER'S DIRECT E-MAIL ADDRESS
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WRITER'S DIRECT DIAL NUMBER
202-342-5277

August 26, 2015



Cynthia Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: *Oakland Global Rail Enterprise, LLC – Operating Exemption – Line of Railroad Owned by the City of Oakland, California, Finance Docket No. 35953*

Dear Ms. Brown:

Enclosed for filing please find an original and ten copies of the Amended Verified Notice of Exemption of Oakland Global Rail Enterprise, LLC. A check covering the filing fee was included in the original Notice of Exemption filed with the Board on August 12, 2015.

The Amended Notice of Exemption is being filed because Oakland Global Rail Enterprise, LLC (“OGRE”) has not yet reached an agreement to operate over tracks owned, or being constructed, by the Port of Oakland (“Port”), so that the applicant is not here seeking authority to operate over those tracks. In the event OGRE does enter into an agreement that would permit it to operate over the Port tracks, it will submit a new Notice of Exemption. Accordingly, under the Amended Notice of Exemption, OGRE is seeking authority only to operate over certain tracks owned by the City of Oakland, California.

In support of this Amended Notice of Exemption, we have attached a letter dated August 10, 2015, from John Monetta, the Project Manager for the City of Oakland’s development of the Gateway Industrial District within the Port of Oakland, addressed to OGRE. This letter confirms that the City has executed a Lease Disposition and Development Agreement that provides,



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GKG LAW, P.C.

Cynthia Brown
August 26, 2015
Page 2

among other things, for OGRE to lease and operate over the tracks that are subject to this Amended Notice of Exemption.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Greenberg', with a long, sweeping horizontal stroke extending to the right.

Edward D. Greenberg

cc: Christopher L. Stotka
Enclosures

CITY OF OAKLAND



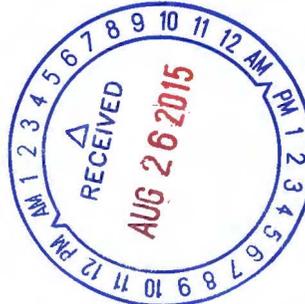
250 FRANK H. OGAWA PLAZA OAKLAND, CALIFORNIA 94612-2033

Office of Neighborhood Investment
Army Base Project

(510) 238-3541
FAX (510) 238-2240
TDD (510) 238-3254

August 10, 2015

Mark McClure
Oakland Global Rail Enterprise
300 Frank Ogawa Plaza, Suite #350
Oakland, CA 94612



RE: CONTRACTUAL RAIL RIGHTS AT THE GATEWAY INDUSTRIAL DISTRICT (OAKLAND ARMY BASE)

Dear Mr. McClure:

In support of your submittal to the Surface Transportation Board (STB) for Class III Rail Certification, I am pleased to offer this letter detailing the rights California Capital & Investment Group (CCIG) and its partner company Oakland Global Rail Enterprise (OGRE) have at the Gateway Industrial District (former Oakland Army Base).

On October 23, 2012, the City of Oakland executed a Lease Disposition and Development Agreement (LDDA) with CCIG and Prologis. One of the key elements of the LDDA was a 66-year ground lease with CCIG and OGRE for among other uses, the construction, operation and maintenance of rail on City-owned property within the Gateway Industrial District. The ground lease allow OGRE to operate rail from Berth 7 to the transition point onto Port-owned property near the historic BNSF trestle.

In addition to the rights OGRE has on City property, OGRE has, through the City, rights to access and operate on the Port Rail Terminal. The City and Port executed an amended Cost Sharing Agreement on June 19, 2012, which provides for the City and Port to execute a Rail Access Agreement and the Port to execute a Rail Operator Agreement. Both of these agreements are close to completion by the parties and will memorialize both the City and OGRE's rights to access and use the Port Rail Terminal.

If you have any questions regarding this letter, please contact me at (510) 238-7125 or jmonetta@oaklandnet.com.

Regards,

John Monetta
Project Manager I

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35953

**OAKLAND GLOBAL RAIL ENTERPRISE, LLC – OPERATING EXEMPTION –
LINE OF RAILROAD OWNED BY THE CITY OF OAKLAND, CALIFORNIA**

**AMDENDED VERIFIED NOTICE OF EXEMPTION OF OAKLAND GLOBAL
RAIL ENTERPRISE, LLC PURSUANT TO 49 C.F.R. §1150.31**

Edward D. Greenberg, Esq.
GKG Law, P.C.
1055 Thomas Jefferson Street, NW
Suite 500
Washington, DC 20007-4492
Phone: (202) 342-5277

Attorney for
Oakland Global Rail Enterprise, LLC

Date: August 26, 2015

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35953

**OAKLAND GLOBAL RAIL ENTERPRISE, LLC – OPERATING EXEMPTION – LINE
OF RAILROAD OWNED BY THE CITY OF OAKLAND, CALIFORNIA**

AMENDED VERIFIED NOTICE OF EXEMPTION

Oakland Global Rail Enterprise, LLC (“OGRE”), a non-railroad, hereby files this Verified Notice of Exemption, pursuant to 49 U.S.C. §10502 and 49 C.F.R. §1150.31, in order that OGRE may operate over a line of railroad owned by the City of Oakland, California (“City”) within the port industrial facility, as more fully described below.

a. Applicant’s Full Name and Address:

The full name and address of the applicant, a non-carrier is as follows:

Oakland Global Rail Enterprise, LLC
The Rotunda Building
300 Frank Ogawa Plaza, Suite 340
Oakland, CA 94612

b. Name, Address, and Telephone Number of Applicant’s Representative:

Applicant’s representative, to whom all communications regarding the transaction may directed, is:

Edward D. Greenberg
GKG Law, P.C.
Canal Square
1054 Thirty-First Street, N.W.
Washington, D.C. 20007
Phone: 202-342-5277

c. Agreement:

Applicant has entered into an agreement with the City by which it will operate as a common carrier by rail over the track described herein that the City either currently owns or will construct within the Port of Oakland, California. All shippers are being notified of this transaction and OGRE's intention to provide the described service.¹

d. Operator of the Property:

The OGRE will provide common carrier rail service over the track owned by the City.

e. Brief Summary of the Proposed Transaction:

1. The Name and Address of the Entities that Own the Property:

City of Oakland
Oakland City Hall
1 Frank H. Ogawa Plaza
Oakland, CA 94612

2. Proposed Time Schedule for Consummation of the Transaction:

OGRE intends to consummate the transaction on or before October 1, 2015.

3. Milepost Designations of the Subject Property:

There are no milepost designations for this track, all of which is or will be located within the Port of Oakland. The tracks owned and/or being constructed by the City are or will be approximately 32,690 feet in length, are shown in green on Exhibit A and are adjacent to tracks owned by the BNSF Railway (which is shown on yellow on the exhibit). The Total Route Miles Being Operated:

OGRE will operate over a total of approximately 6.2 miles of track.

¹ OGRE filed previous Notices of Exemption under Section 1150.31 in F.D. Nos. 35807 and 35639 relating to operations it contemplated conducting in the Port of Oakland, but in each instance withdrew those Notices prior to their becoming effective. OGRE's intended activities as a rail carrier as defined in 49 U.S.C. § 10102(5) relate solely to the operations described in the instant Notice of Exemption.

f. Map:

A map of the tracks is attached as Exhibit A to this Notice.

g. Projected Revenue Certification:

OGRE hereby certifies that its projected revenues as a result of this transaction will not exceed the amount that would qualify it as a Class III railroad. A certificate complying with the provisions of 49 C.F.R. §1150.33(g) is attached as Exhibit B to this Notice.

h. Certification of No Interchange Commitments:

Pursuant to 49 C.F.R. §1150.33(h), this transaction does not involve a provision or agreement that may limit future interchange by OGRE with any third party connecting carrier. A certificate complying with the provisions of 49 C.F.R. §1150.33(h) is attached as Exhibit C to this Notice.

i. Environmental and Historical Certification:

Pursuant to 49 C.F.R. §1105.6(c)(2)(i), the proposed transaction is exempt from environmental review, because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5). Moreover, the track that either has been or is being constructed by the City is part of a project involving the redevelopment of the Oakland Army Base and has been subject to significant environmental review and approval under the applicable CEQA standards.

Furthermore, this transaction is exempt from historic review under 49 C.F.R. §1105.8(b)(1). Under this section, a lease of a rail line is exempt if rail operations will continue over the line. Further, Board approval is required for OGRE to abandon service, and there are no plans to dispose of or alter the properties subject to Board jurisdiction that are 50 years old or older.

j. Caption Summary:

A caption summary in the prescribed form is attached as Exhibit D to this Notice.

Respectfully submitted,


By _____

Edward D. Greenberg
GKG Law, P.C.
The Foundry Building
1055 Thomas Jefferson Street, NW
Suite 500
Washington, D.C. 20007
Telephone: 202-342-5277
Facsimile: 202-342-2311

Attorney for
Oakland Global Rail Enterprise, LLC

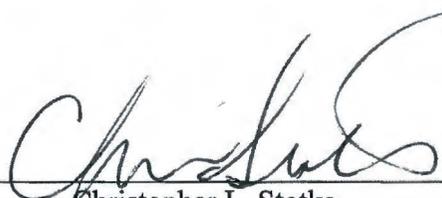
Dated: August 26, 2015

VERIFICATION

STATE OF CALIFORNIA)
) ss:
COUNTY OF ALAMEDA)

I, Christopher L. Stotka, President of a Managing Member of the Oakland Global Rail Enterprise, LLC declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Notice of Exemption and that its statements are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Oakland Global Rail Enterprise, LLC. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. §1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, any such misstatements are punishable as perjury under 18 U.S.C. §1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Alameda County, California, this 29 day of July, 2015.



Christopher L. Stotka

SUBSCRIBED AND SWORN TO before me this _____ day of _____, 2015.

Witness my hand and official seal.

Notary Public

My commission expires: _____

California Jurat

State of California

County of Contra Costa

} s.s.

Subscribed and sworn to (or affirmed) before me on this 29th day of July,
Month

20 15, by Christopher L. Stotka and
Name of Signer (1)

_____, proved to me on the basis of
Name of Signer (2)

satisfactory evidence to be the person(s) who appeared before me.

Jennifer Muensam
Signature of Notary Public



Jennifer Muensam #2060595

For other required information (Notary Name, Commission No. etc.)

Seal

OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this jurat to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The certificate is attached to a document titled/for the purpose of

Before the Surface
Transportation Board
"Verification"

containing 10 pages, and dated July 29th 2015

Additional Information

Method of Affiant Identification

Proved to me on the basis of satisfactory evidence:

form(s) of identification credible witness(es)

Notarial event is detailed in notary journal on:

Page # _____ Entry # _____

Notary contact: _____

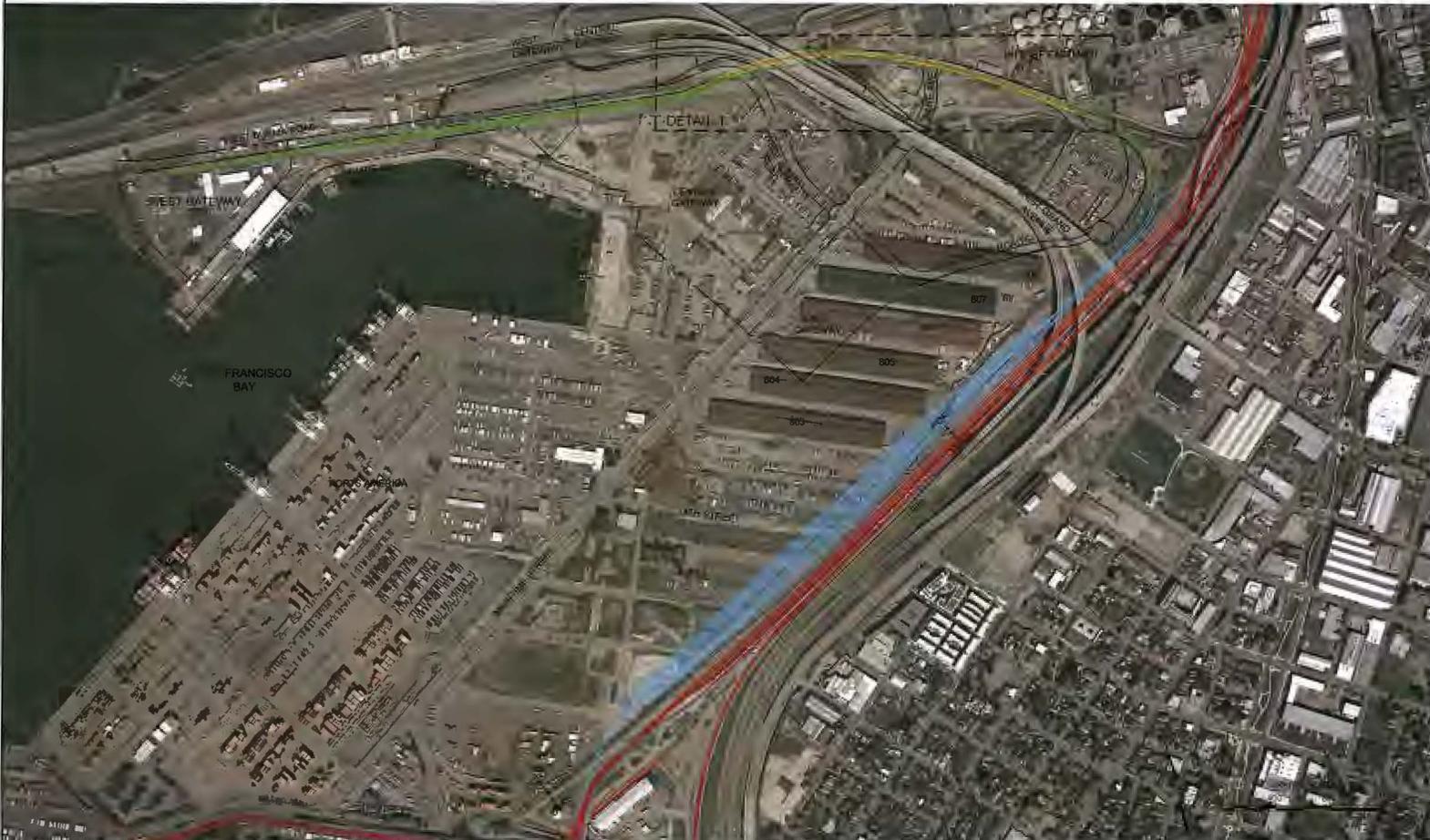
Other

Affiant(s) Thumbprint(s) Describe: _____

EXHIBIT A



DETAIL 1



LEGEND

- UPRR TRACKS
- PORT TRACKS
- CITY OF OAKLAND TRACKS
- BNSF TRACK ON BNSF EASEMENT

OGRE OPERATED TRACK FOOTAGE

TRACK OWNER	TRACK FOOTAGE
UPRR TRACK	0
PORT TRACK	60,870
CITY OF OAKLAND TRACK	32,690
BNSF TRACK	0

4/11/2015 10:23am, Plotted By jperdomo
 C:\os\proj\Oakland\ARCHITECTURAL_DIMENSIONS\X-172.dwg



ARCHITECTURAL DIMENSIONS

ARCHITECTURAL DIMENSIONS
 JAMES PERDOMO
 810-484-0000
 300 TOWER H. OGDENA PLACE, SUITE 210
 OAKLAND, CA 94612

PROJECT INFO.

OGRE RAIL OPERATIONS AND OWNERSHIP
 CITY OF OAKLAND, ALAMEDA COUNTY, CALIFORNIA

EXT. NO.	AD-0556.03
REV. NO.	03413

REV.	DATE	CD/OWNER

JOB NO.	04932
SCALE:	1"=400'
DATE:	7/15/2015
DRAWN BY:	J. PERDOMO
CHECKED BY:	J. PERDOMO

DRAWING NO.
X-1729
 SHEET 1 OF 1

EXHIBIT B

CERTIFICATION

I hereby certify that the projected revenues as a result of this transaction will not exceed the amount that will qualify it as a Class III railroad. I also certify that the projected revenues will not exceed \$5 million.

Dated at Alameda County, California, this 29 day of July, 2015.

A handwritten signature in cursive script, appearing to read "Chris Stotka", written over a horizontal line.

Christopher L. Stotka

EXHIBIT C

CERTIFICATION

I hereby certify that this transaction does not involve a provision or agreement that may limit future interchange by OGRE with any third party connecting carrier.

Dated at Alameda County, California, this __14__ day of August, 2015.

A handwritten signature in blue ink, appearing to read "Chris Stotka".

Christopher L. Stotka

EXHIBIT D

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35953

**OAKLAND GLOBAL RAIL ENTERPRISE, LLC – OPERATING EXEMPTION – LINE
OF RAILROAD OWNED BY THE CITY OF OAKLAND, CALIFORNIA**

**VERIFIED NOTICE OF EXEMPTION OF OAKLAND GLOBAL RAIL ENTERPRISE,
LLC PURSUANT TO 49 C.F.R. §1150.31**

Oakland Global Rail Enterprise, LLC (“OGRE”), a non-carrier, has filed a verified Notice of Exemption to operate over railroad tracks that are owned or being constructed by the City of Oakland, California within the Port of Oakland. Comments must be filed with the Board and served on Edward D. Greenberg, GKG Law, P.C., 1055 Thomas Jefferson Street, NW; Suite 500; Washington, D.C. 20007 (tel. 202-342-5277). The Verified Notice of Exemption is filed pursuant to 49 U.S.C. §10502 and 49 C.F.R. §1150.31

This notice is filed under §1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. §10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.