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June 12, 2014

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VIA E-FILING

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

Re: *Brownsville & Rio Grande International Railway, LLC – Change of Operator Exemption – Brownsville & Rio Grande International Railroad, STB Docket No. FD 35837*

Dear Ms. Brown:

In accordance with the requirements of 49 C.F.R. § 1150.31(e), Brownsville & Rio Grande International Railway, LLC (“BRGIR”), a non-carrier, hereby certifies that on June 12, 2014, the attached Notice advising the employees of Brownsville & Rio Grande International Railroad (“BRG”) of a proposed change in railroad operators was posted at the workplace of BRG employees in Brownsville, Texas.¹ The proposed transaction that is the subject of the Notice involves the planned transfer of the entirety of BRG’s existing railroad operations to BRGIR on or after August 11, 2014. BRGIR has been advised that none of BRG’s workforce is represented by any labor union.

As is set forth in the attached Notice, BRGIR anticipates that none of BRG’s current workforce will be adversely affected by the proposed change in operators, because BRGIR has committed to offer employment to all such BRG employees subject to satisfactory completion of background and driver’s license checks and pre-employment drug and alcohol testing and physical examinations. Moreover, as is also set forth in the Notice, BRGIR will offer current BRG employees jobs in their current or substantially-equivalent positions at the same wage rates, subject to the aforementioned conditions.

¹ BRGIR understands that all BRG employees report to work at the same location/facility in Brownsville. Also, as is indicated by its compliance with the requirements of section 1150.31(e), BRGIR contemplates that its annual, post-transaction revenues will exceed \$5 million.

FLETCHER & SIPPEL LLC

Ms. Cynthia T. Brown
June 12, 2014
Page 2

As is reflected in the attached Notice, BRGIR intends to file with the Board in the coming weeks a verified notice of exemption pursuant to 49 C.F.R. part 1150, subpart D, to assume operations over the lines BRG currently operates, and thereby to replace BRG as the railroad common carrier responsible for providing service to existing and future customers located on lines currently served by BRG.² In complying at this time with the notice of intent posting requirements of section 1150.31(e), BRGIR expects that it will be able, subject to the timely filing of the requisite “change of operators” and “continuance in control” class exemption notices, to assume operation of the lines currently operated by BRG on or after August 11, 2014, a minimum of 60 days from the June 12th posting/certification date.

If you have any questions concerning this certification filing and BRGIR’s compliance with the requirements of section 1150.31(e), you are welcome to contact me.

Respectfully submitted,



Robert A. Wimbish
Attorney for Brownsville & Rio Grande
International Railway, LLC

Enclosure (Notice of Intent, as posted)

Cc: A. Engeman
J. Bertram
T. Eklund
N. Torres

² BRGIR is under common control with non-connecting rail carriers. Accordingly, the entity or entities that will continue in control BRGIR and other railroads at such time as BRGIR becomes a rail common carrier itself will file a notice of exemption pursuant to 49 C.F.R. § 1180.4(g) at least 30 days in advance of the consummation of the proposed change of operators transaction to permit them to add BRGIR as a rail carrier subsidiary within the “corporate family.”

Brownsville & Rio Grande International Railway, LLC
12650 Highway 48
Brownsville, TX 78523
(956) 831-7731

NOTICE

Pursuant to Surface Transportation Board regulations at 49 C.F.R. § 1150.32(e), Brownsville & Rio Grande International Railway, LLC (“BRGIR”), a non-carrier subsidiary of OmniTRAX, Inc. (“OmniTRAX”), hereby provides notice to employees of Brownsville & Rio Grande International Railroad (“BRG”) that, subject to the satisfaction of certain conditions of closing, including receipt of any required regulatory approvals, BRGIR intends to assume all of BRG’s interest in certain rail operations in and around the Brownsville Navigation District of Cameron County, Texas (the “Port of Brownsville”). Under the proposed transaction, BRGIR will replace BRG as the franchise operator of the railroad facilities owned by the Port of Brownsville, and will assume all of BRG’s leasehold and other operating interests in and over certain railroad facilities in the vicinity of Brownsville, Texas, owned by the Union Pacific Railroad Company (“UP”). The subject transaction will include, but is not limited to, the following railroad properties:

1. Those rail lines owned by the Port as more fully detailed on Exhibit A; and
2. A UP-owned rail line known as The Port Lead.

BRGIR will also acquire BRG’s operating rights over UP-owned trackage to access and conduct railroad operations within Palo Alto Yard, and to interchange traffic with UP at UP’s Olmito Yard.

On or after June 12, 2014, BRGIR intends to file with the STB a notice of exemption pursuant to 49 C.F.R. Subpart D, under STB Docket No. FD 35836, to authorize the proposed change of rail operators from BRG to BRGIR. In addition, BRGIR anticipates commencing operations on the above-described railroad properties on or about August 12, 2014.

BRGIR has committed to offer employment to **all current** BRG employees subject to satisfactory completion of background and drivers license checks and pre-employment drug and alcohol testing and physical examinations. BRGIR’s Post-Offer Employment Testing program, which tests various job-specific physical skills and abilities will also be required of all new employees, but will not be used to disqualify any current BRG employee.

Employees will be offered jobs in their current or substantially-equivalent positions at the same wage rates. Fringe benefits will be the standard benefits provided to employees of OmniTRAX railroad affiliates, including medical and dental insurance, life insurance, 401(k) plan, holidays and paid vacations.

BRGIR will conduct all hiring and other employment decisions without regard to race, creed, color, religion, national origin, sex, age, marital status, disability, veteran, National Guard or military reserve status, and any other protected characteristics.

Any BRG employee interested in applying for employment or in obtaining further information concerning positions that BRGIR is planning to make available should contact Norma Torres, at 956-831-7731.

BRGIR is a non-carrier entity established to assume rail operations in and around the Port of Brownsville in place of BRG. Upon consummation of this transaction, BRGIR will become a Class III rail carrier with expected annual revenues in excess of \$5 million. (The proposed transaction would not, however, cause BRGIR to become a Class II carrier.) In accordance with the provisions of 49 C.F.R. § 1150.32(e), which prescribes advance posting requirements in such situations, BRGIR hereby posts advance notice of this transaction at the workplace of the employees on the affected railroad line(s) at least 60 days before the notice of exemption relating to the proposed transaction becomes effective. Once this notice has been posted at appropriate BRG workplaces BRGIR will certify to the STB its compliance with the requirements of section 1150.32(e).

Exhibit A

