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FILED

JAN 5 2006

TRANSPORTATION BOARD

215499

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January 4, 2006

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20006

ENTERED
Office of Proceedings

JAN - 5 2006

Part of
Public Record



Re: **Finance Docket No. 34772**
R.J. Corman Railroad Company/Tennessee Terminal, LLC --
Lease and Operation Exemption -- BNSF Railway Company

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of R.J. Corman Railroad Company/Tennessee Terminal, LLC pursuant to 49 C.F.R. § 1150.31**, dated January 4, 2006. A check in the amount of \$1,500, representing the appropriate fee for this filing, and a computer diskette containing the text of the Notice and the *Federal Register* caption summary in MS Word 2000 format are attached.

One extra copy of the Notice and this letter also are enclosed. I would request that you date-stamp those items to show receipt of this filing and return them to me in the provided envelope.

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

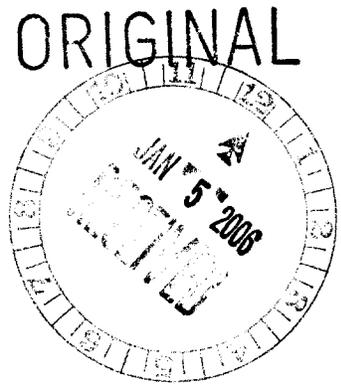
Respectfully submitted,

Michael J. Barron, Jr.
Attorney for R.J. Corman Railroad Company/
Tennessee Terminal, LLC

MJB: arw
Enclosures
cc: Mr. Bruce E. Greinke
Mr. Karl Morell

FILED
JAN 5 2006
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 34772

R.J. CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
-- LEASE AND OPERATION EXEMPTION --
BNSF RAILWAY COMPANY

215499

FILED

JAN 5 2006

TRANSPORTATION BOARD VERIFIED NOTICE OF EXEMPTION
OF
R.J. CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
PURSUANT TO 49 C.E.R. § 1150.31

ENTERED
Office of Proceedings
JAN - 4 2006
Part of
Public Record

FILED

Ronald A. Lane
Michael J. Barron, Jr.
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
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ATTORNEYS FOR
R.J. CORMAN RAILROAD COMPANY/
TENNESSEE TERMINAL, LLC

Dated: January 4, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34772

R.J. CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
-- LEASE AND OPERATION EXEMPTION --
BNSF RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
R.J. CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
PURSUANT TO 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, R.J. Corman Railroad Company/Tennessee Terminal, LLC (“RJCK”), a non-carrier, hereby files this Verified Notice of Exemption to lease and operate lines of railroad known as the “Tennessee-Mississippi Terminal Tracks” as shown on Exhibit A, attached herein, in Shelby County, Tennessee and DeSoto County, Mississippi. Based on projected revenues for the Tennessee-Mississippi Terminal Tracks, RJCK expects to become and remain a Class III rail carrier after consummation of the transaction proposed herein.

This Notice is related to Finance Docket No. 34775, Richard J. Corman and R.J. Corman Railroad Group, LLC -- Continuance in Control Exemption -- R.J. Corman Railroad Company/Tennessee Terminal, LLC, in which Richard J. Corman (“Corman”) and R.J. Corman Railroad Group, LLC (“Group”), the indirect and direct owners of RJCK, respectively, are concurrently filing a Verified Notice of Exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of RJCK once RJCK leases the Tennessee-Mississippi Terminal Tracks and becomes a rail carrier.

In accordance with the requirements of 49 C.F.R. § 1150.33, RJCK submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

The full name and address of the rail carrier applicant herein is as follows:

R.J. Corman Railroad Company/Tennessee Terminal, LLC
One Jay Station, P.O. Box 788
Nicholasville, KY 40356

Applicant's Representative: 49 C.F.R. § 1150.33(b)

RJCK's representative to whom correspondence regarding this transaction should be sent is as follows:

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

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

RJCK has reached agreement with BNSF Railway Company ("BNSF") providing for RJCK's lease and operation of the Tennessee-Mississippi Terminal Tracks commencing January 15, 2006.

Operation of the Property: 49 C.F.R. § 1150.33(d)

RJCK will operate, maintain and provide all rail common carrier service on the Tennessee-Mississippi Terminal Tracks, pursuant to the lease transaction proposed herein.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

Pursuant to an agreement with BNSF, RJCK, currently a non-carrier, shall lease, operate, maintain, and perform all common carrier service on the following lines known as the

Tennessee-Mississippi Terminal Tracks in Shelby County, Tennessee and DeSoto County, Mississippi (in and near Memphis, Tennessee):

The tracks shown in green on attached Exhibit A, and referred to as the Olive Branch Metro Industrial Park tracks in DeSoto County, Mississippi, and the Airport Industrial Park tracks and the Tennessee Yard tracks, both in Shelby County, Tennessee. The Tennessee Yard tracks are further described as follows:

- a. Track # 0323 from a point west of track # 0324 to the point it connects with track # 2058 on the west end of the yard.¹
- b. Track #s 2062, 2063, 2064, 2065, 0311 and 0312.
- c. Track # 1400, the Solae Lead, and all connected BNSF owned industrial tracks north of the yard.
- d. Track # 1300, the Perkins Lead, and all connected BNSF owned industrial tracks north of the yard.
- e. Track #s 1365, 1370, 1372 and 1375, the Coors Leads.
- f. Track #s 1318 and 1356, Transload of Tennessee lead track.
- g. Track # 1500 from a point east of the Shelby overpass and all Hickory Hill Industrial Park leads owned by BNSF.
- h. Track #s 0892, 1202, 1204, 1207 and all connected BNSF owned industrial tracks north of main track # 2.

The length of the lines being leased is 46.7 miles. In addition, BNSF, concurrent with the lease described herein, is granting incidental trackage rights at its Tennessee Yard to RJCK for the purpose of moving RJCK's trains and equipment on BNSF's tracks as follows:

- a. Track # 0323 from a point west of track #0324 to the point it connects with track #1500 on the east end of the yard.
- b. Track # 1500 from a point east of the Shelby overpass to the point it connects with track # 0323.
- c. Track # 0323 from the point it connects with track # 2058 to the point track # 0323 connects with track # 1008.
- d. Track # 1008 (former Main 2) from the point it connects with track # 0323 to Milepost 493.0.

RJCK is controlled directly by Group and indirectly by Corman. Corman and Group have separately sought an exemption to continue in control of RJCK once RJCK leases the Tennessee-Mississippi Terminal Tracks and becomes a rail carrier. See Finance Docket No.

¹ BNSF is reserving the right to use the track described in this item a for the sole purpose of

34775, Richard I. Corman and R.J. Corman Railroad Group, LLC -- Continuance in Control Exemption -- R.J. Corman Railroad Company/Tennessee Terminal, LLC. RJCK will join nine existing Class III rail carriers in the R.J. Corman family of railroads. See, e.g., Richard I. Corman -- Continuance in Control Exemption -- R.J. Corman Railroad Company/Central Kentucky Lines, Finance Docket No. 34327 (STB served April 14, 2003).

BNSF's address is as follows:

BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

RJCK intends to consummate its lease of the Tennessee-Mississippi Terminal Tracks and commence operations on the lines on January 15, 2006.

Map: 49 C.F.R. § 1150.33(f)

A map showing the Tennessee-Mississippi Terminal Tracks and the surrounding area is attached as Exhibit A to this notice.

Certificate of Compliance: 49 C.F.R. § 1150.33(g)

A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B to this notice.

Advance Notice: 49 C.F.R. § 1150.32(e)

The projected annual operating revenue of RJCK upon consummation of this transaction does not exceed \$5 million, and, accordingly, the advance notice requirements of 49 C.F.R. § 1150.32(e) are not applicable to this transaction. See Exhibit B hereto.

BNSF moving its trains and equipment.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

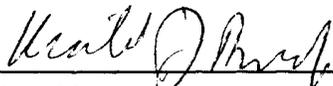
Under 49 C.F.R. § 1105.6(c)(2), RJCK's proposed lease and operation of the Tennessee-Mississippi Terminal Tracks is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), RJCK's lease and operation of the Tennessee-Mississippi Terminal Tracks also are exempt from historic preservation reporting requirements. The proposed lease is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to discontinue or abandon any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary in appropriate form is attached as Exhibit C to this notice.

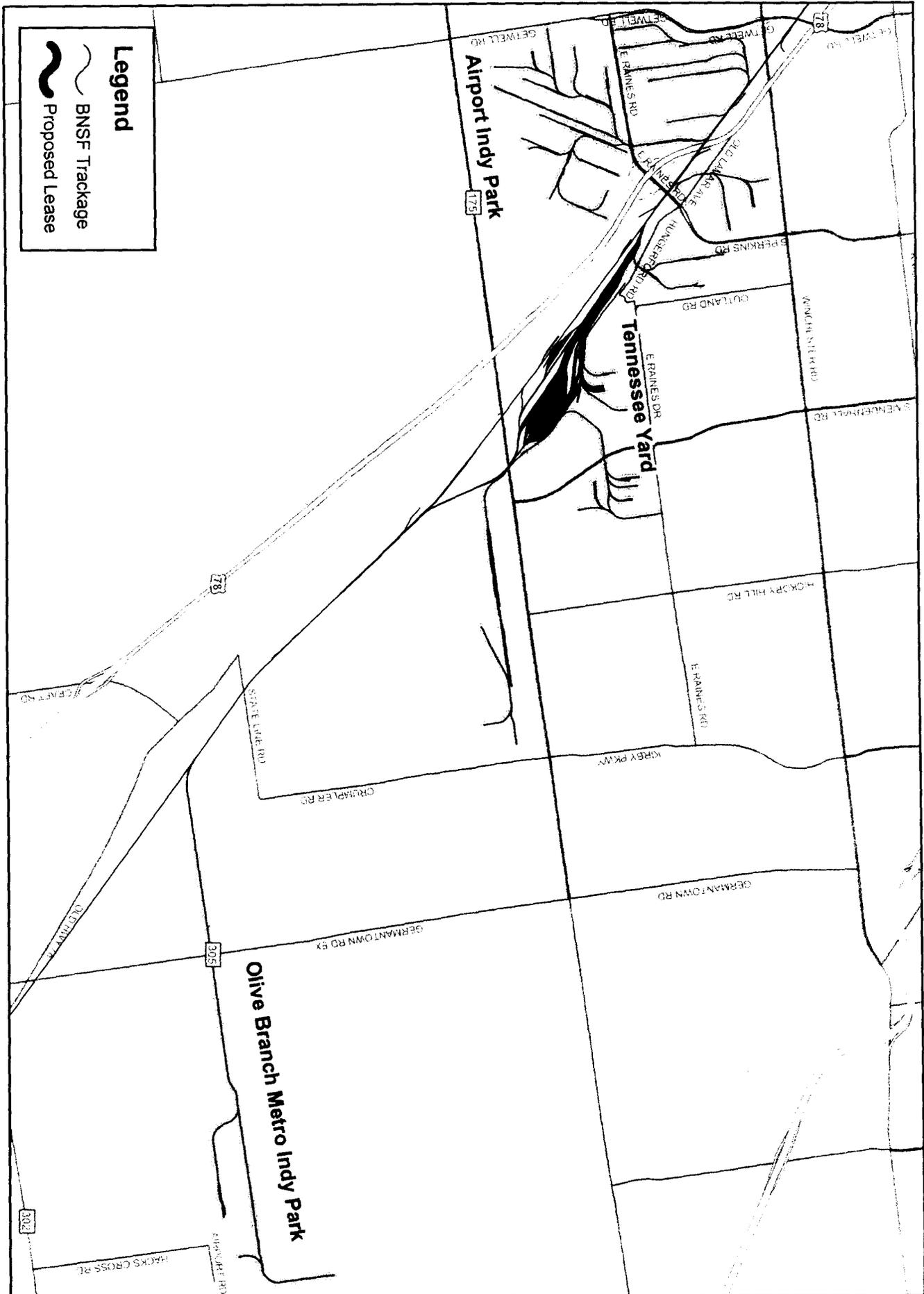
Respectfully submitted,

By:  _____

Ronald A. Lane
Michael J. Barron, Jr.
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR R.J. CORMAN RAILROAD
COMPANY/TENNESSEE TERMINAL, LLC**

Dated: January 4, 2006



Legend

- BNSF Trackage
- Proposed Lease

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34772

R.J. CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
-- LEASE AND OPERATION EXEMPTION --
BNSF RAILWAY COMPANY

R.J. Corman Railroad Company/Tennessee Terminal, LLC ("RJCK") a non-carrier, has filed a Verified Notice of Exemption to lease from BNSF Railway Company ("BNSF") and operate lines of railroad described below:

- (a) Tracks referred to as the Olive Branch Metro Industrial Park tracks all in DeSoto County, Mississippi.
- (b) Tracks referred to as the Airport Industrial Park tracks, located in Shelby County, Tennessee.
- (c) Tracks referred to as the Tennessee Yard tracks, all in Shelby County, Tennessee and described below:
 - i. Track # 0323 from a point west of track # 0324 to the point it connects with track # 2058 on the west end of the yard.
 - ii. Track #s 2062, 2063, 2064, 2065, 0311 and 0312.
 - iii. Track # 1400, the Solae Lead, and all connected BNSF owned industrial tracks north of the yard.
 - iv. Track # 1300, the Perkins Lead, and all connected BNSF owned industrial tracks north of the yard.
 - v. Track #s 1365, 1370, 1372 and 1375, the Coors Leads.
 - vi. Track #s 1318 and 1356, Transload of Tennessee lead track.
 - vii. Track # 1500 from a point east of the Shelby overpass and all Hickory Hill Industrial Park leads owned by BNSF.
 - viii. Track #s 0892, 1202, 1204, 1207 and all connected BNSF owned industrial tracks north of main track # 2.

a total length of approximately 46.7 miles. In addition, BNSF, concurrent with the lease described herein, is granting incidental trackage rights at its Tennessee Yard to RJCK for the purpose of moving RJCK's trains and equipment on BNSF's tracks as follows:

- i. Track # 0323 from a point west of track #0324 to the point it connects with track #1500 on the east end of the yard.
- ii. Track # 1500 from a point east of the Shelby overpass to the point it connects with track # 0323.
- iii. Track # 0323 from the point it connects with track # 2058 to the point track # 0323 connects with track # 1008.
- iv. Track # 1008 (former Main 2) from the point it connects with track # 0323 to Milepost 493.0.

The entire trackage that is the subject of this Notice is referred to as the "Tennessee-Mississippi Terminal Tracks."

This Notice of Exemption is related to Finance Docket No. 34775, Richard J. Corman and R.J. Corman Railroad Group, LLC -- Continuance in Control Exemption -- R.J. Corman Railroad Company/Tennessee Terminal, LLC, in which Richard J. Corman and R.J. Corman Railroad Group LLC are concurrently filing a Verified Notice of Exemption pursuant to 49 C.F.R. § 1180.2(d)(2) continue in control of RJCK once RJCK becomes a rail carrier.

RJCK expects to consummate its lease of the Tennessee-Mississippi Terminal Tracks and commence operations on the line on January 15, 2005.

Comments must be filed with the Board and served on:

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

This Notice is filed under 49 C.F.R. § 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.

Dated: _____, 2006

By the Board

Vernon A. Williams
Secretary

