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ENTERED
Office of Proceedings
June 15, 2020
Part of
Public Record

14 June 2020

Docket No. FD 36414

For E-Filing 15 June 2020

(some colorized exhibits)

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Re: MB Rail IB, LLC – Acquisition of Control Exemption,
F.D. 36413; and related proceedings:
Camp Chase Rail, LLC – Acq. and Op. Exemption,
F.D. 36414, and
Youngstown & Southeastern Railroad, LLC –
Acq. and Op. Exemption, F.D. 36415

Note: Motion for Protective Order in F.D. 36413

EXPEDITED TREATMENT OF MOTION FOR
PROTECTIVE ORDER in FD 36413 REQUESTED

Note: Part of filing in F.D. 36413 is submitted under seal,
Highly confidential treatment requested

Dear Ms. Brown:

This is a cover letter on behalf of MB Rail IB, LLC (“MB Rail”) for filings in the above three related dockets. In F.D. 36413, MB Rail (a privately held non-carrier holding company) seeks a continuation in control exemption for acquisition

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(a) of two subsidiaries of Indiana Boxcar Corporation ("IBC") by equity acquisition and (b) of two additional subsidiaries of IBC by asset acquisition by two newly-established subsidiaries of MB Rail. In F.D. 36414, MB Rail's newly established non-carrier subsidiary Camp Chase Rail, LLC seeks authority to acquire and operate the assets of IBC's subsidiary Camp Chase Railway Company. In F.D. 36414, MB Rail's newly established non-carrier subsidiary Youngstown & Southeastern Railroad, LLC seeks authority to acquire and to operate the assets of IBC subsidiary Youngstown & Southeastern Railroad Company. All railroads involved are Class III.

Filings in F.D. 36413 include the following:

- (1) a Notice of Exemption (public version) ("NOE") for an exemption under 49 C.F.R. 1180.2(d);
- (2) Motion for a protective order (form of order attached) EXPEDITED TREATMENT REQUESTED;
- (3) Highly confidential version of Exhibit B to the F.D. 36413 NOE, submitted under seal.

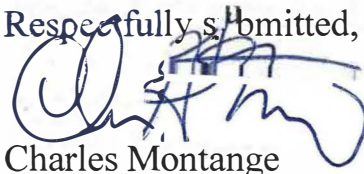
The filing in F.D. 36414 is a NOE for an exemption under 49 C.F.R. 1150.31.

The filing in F.D. 36415 is a NOE for another exemption under 49 C.F.R. 1150.31.

By my signature below, I certify service by email attachment upon Eric Hocky, Esq., Clark Hill PLC, Two Commerce Square, 2001 Market St, Suite 2620, Philadelphia, PA 19103, counsel for IBC and the acquired railroads.

Thank you for your assistance in this matter.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Charles Montange", is written over the typed name.

Charles Montange
Counsel for MB Rail IB, LLC,
Camp Chase Rail, LLC, and
Youngstown & Southeastern
Railroad, LLC

Attachments:

FD 36413 – NOE, motion for protective order (Expedited Treatment Requested),
Document under Seal

FD 36414 – NOE

FD 36415 – NOE

cc. Eric Hocky, Esq. (for Indiana Boxcar Corporation), attachments by email
as indicated

BEFORE THE
SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Finance Docket No. 36414

Camp Chase Rail, LLC

—Acquisition and Operation Exemption—

Camp Chase Railway Company, LLC

Verified Notice of Exemption
of
Camp Chase Rail, LLC

Camp Chase Rail, LLC, hereby files this Verified Notice of Exemption, pursuant to 49 U.S.C. § 10902 and 49 C.F.R. § 1150.31 and states as follows:

MB Rail IB, LLC (“MB Rail”), a non-carrier, has organized CAMP CHASE RAIL, LLC, a newly-established non-carrier subsidiary, to acquire and to operate all of the assets of Camp Chase Railway Company, LLC (“CCRY”), including specifically its line of railroad known as the Camp Chase Industrial Track, which extends 14 miles between MP 141.4 in Columbus, OH, and MP 155.4 in Lilly Chapel, OH. Camp Chase Rail, LLC will acquire and operate the rail line.

The acquisition by Camp Chase Rail, LLC is part of a larger transaction between its parent MB Rail and Indiana Boxcar Corporation (“IBC”), a non-carrier

holding company. MB Rail has reached an agreement embodied in a term sheet and expects to execute a final contract within the next thirty (30) days with IBC, whereby MB Rail and its subsidiaries will acquire from IBC four Class III railroads currently owned by IBC. The term sheet provides (and the final contract is expected to provide) that MB Rail will acquire two of railroads by purchase of all their shares. MB Rail will acquire the remaining two railroads, including IBC's wholly-owned subsidiary CCRY, by purchase of all of their assets. MB Rail has organized Camp Chase Rail, LLC, a newly-established non-carrier, to acquire and to operate all of the assets of CCRY. MB Rail has also organized another newly-established non-carrier, to acquire and to operate all of the assets of IBC's wholly owned subsidiary Youngstown & Southeastern Railroad Company (Y&S"), all as part of the same transaction.

Consistent with the above, there are two related exemption proceedings to the proceeding in this docket: (1) MB Rail IB, LLC – Acquisition of Control, F.D. 36413, and (2) Youngstown and Southeastern Railroad, LLC. – Acquisition and Operation Exemption – Y&S, F.D. 36415.

Section 1150.33 Information

a. Applicant's full name and address

Camp Chase Rail, LLC

Att: Ivory Beggs, Principal

10100 North Ambassador Drive, Suite 105

Kansas City, MO 64152

b. Name, address, and telephone number of Applicant's representative

Charles H. Montange

Law Offices of Charles H. Montange

426 NW 162nd St.

Seattle, WA 98177

(206)546-1936

c. Agreement

MB Rail and IRC have reached agreement in the form of a term sheet and are in the process of negotiating and finalizing the contract covering, among other aspects of the transaction, the proposed sale of assets by CCRY to Camp Chase Rail, LLC.

d. Operator of the property

CCRY is the current operator of the property. Camp Chase Rail, LLC, will be the operator of the property.

e. Brief summary of the proposed transaction

1. Name and address of the persons transferring the subject property to the Applicant

Camp Chase Railway Company, LLC

916 Vine St.

Connersville, IN 47331

2. Proposed time schedule for consummation of the transaction

On or after 30 days after the filing of this Notice.

3. Mileposts of the subject property

The mileposts for the subject property are milepost 141.4 in Columbus, OH, and milepost 155.4 in Lilly Chapel, OH.

4. Total route miles being acquired

The total route miles being acquired is approximately 14 miles.

d. Map

A map of the line is attached as Exhibit A.

e. Projected revenue certification

Camp Chase Rail, LLC certifies that its projected revenues as a result of this transaction will neither exceed the maximum revenue of a Class III rail carrier nor the \$5 million threshold for labor notices under 49 C.F.R. § 1150.42(e).

f. Interchange commitments

Camp Chase Rail, LLC certifies that the proposed acquisition and operation of the Line does not involve a provision or agreement that may limit future interchange with a third-party connecting carrier.

g. Environmental reporting

The Board's rules do not require environmental documentation for this action because it will not result in operational changes that would exceed any of

the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5) and it falls within the class exemption from the requirements of 49 U.S.C. § 10902.

h. Historic reporting

The Board's rules do not require historic reports for this action because it does not involve disposal or alteration of properties that are 50 years old or older, within the meaning of 49 C.F.R. § 1105.8(b)(1), and will not substantially change the level of maintenance of railroad property, within the meaning of 49 C.F.R. § 1106.8(b)(3).

i. Caption summary

A caption summary of this Notice is attached as Exhibit B.

Respectfully submitted,

CAMP CHASE RAIL, LLC

By:

/s/ Charles H. Montange

Charles H. Montange

Law Offices of Charles H.
Montange

426 NW 162nd St.

Seattle, WA 98177

206-546-1936

Fax: -3739

Attorney for Camp Chase Rail, LLC

Dated: June 14, 2020

Attachment: Verification

Exhibits:

A – Map

B – Caption Summary

Verification

I, Avory Beggs, Principal of Camp Chase Rail, LLC, verify under penalty of perjury and on behalf of Camp Chase Rail, LLC, that the foregoing Verified Notice of Exemption is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to file this Verified Notice of Exemption on behalf of Camp Chase Rail, LLC.

Executed on June 12, 2020


Avory Beggs

Exhibit A

Camp Chase Map

Camp Chase Railway

Interchanges: black – Norfolk Southern, Buckeye Yard (COMPC) Milepost 141.4

Blue – CSX Trans., Buckeye Yard via NS intermediate switch (COMPC) Milepost

141.4 Yellow – Rail to Truck Transfer

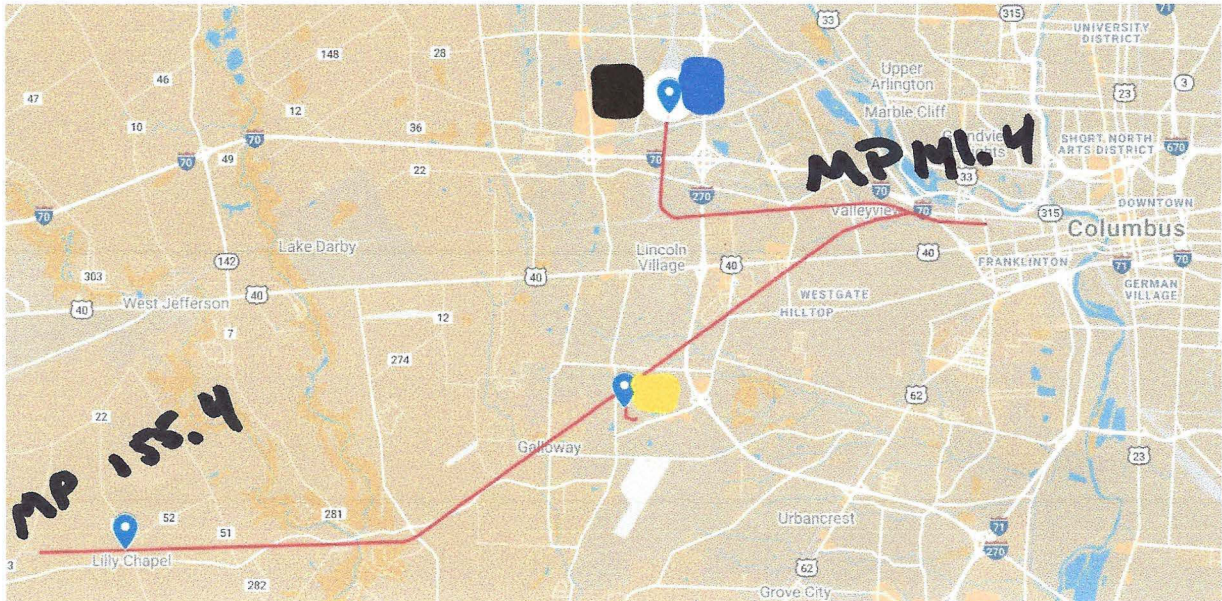


Exhibit B

Caption Summary for FD 36414

SURFACE TRANSPORTATION BOARD

Finance Docket No. 36414

Camp Chase Rail, LLC

- ACQUISITION AND OPERATION EXEMPTION –

Camp Chase Railway Company, LLC

Camp Chase Rail, LLC, a newly-established non-carrier, has filed a verified notice of exemption under 49 C.F.R. 1150.31 to acquire and to operate approximately 14 miles of rail line from the Camp Chase Railway Company, LLC (“CCRY”). The line is located between MP 141.4 in Columbus, OH, and MP 155.4 in Lilly Chapel, OH (“the Line”). In a related transaction in FD 36413, Camp Chase Rail, LLC’s corporate parent, MB Rail IB, LLC, is submitting concurrently with this filing a notice of exemption for acquisition and continuance in control of Camp Chase Rail, LLC together with other commonly controlled railroads.

Comments must be filed with the Board and served upon Charles H. Montange, counsel for Camp Chase Rail, LLC, Law Offices of Charles H. Montange, 426 NW 162d St., Seattle, WA 98177, (206) 546-1936.

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.