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August 27, 2020

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S. W.
Washington, D.C. 20024

RE: Finance Docket No. 36430; R. J. Corman Railroad Company/Owego & Harford Line, LLC – Notice of Modified Certificate of Public Convenience and Necessity

Finance Docket No. 36431; R. J. Corman Railroad Company, LLC – Continuance in Control Exemption – R. J. Corman Railroad Company/Lehigh Line, LLC, R. J. Corman Railroad Company/Owego & Harford Line, LLC, and R. J. Corman Railroad Company/Luzerne & Susquehanna Line, LLC

Dear Ms. Brown:

Please accept this letter amending the Notice of Modified Certificate of Public Convenience and Necessity (“Modified Certificate”) filed by R. J. Corman Railroad Company/Owego & Harford Line, LLC (“OHRY”), pursuant to 49 C.F.R. § 1150.23 *et seq.* on August 19, 2020, to change the corporate status of Applicant to reflect that it is a corporation rather than a limited liability company and substitute the enclosed Certificate of Incorporation for Exhibit A, which currently consists of OHRY’s Operating Agreement. Further, as described below, this substitution also necessitates amendment of the Verified Notice of Exemption filed in Finance Docket No. 36431, a related proceeding, inasmuch as it describes OHRY as a limited liability company.

As described in the Modified Certificate, OHRY was a newly created non-carrier, wholly owned subsidiary of R. J. Corman Railroad Company, LLC. OHRY was created to operate the Owego & Harford Line, located between milepost 0.0 at Owego, New York and milepost 27.6 at North Harford, New York (the “Line”) upon regulatory approval. Prior to filing the Modified

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Certificate, OHRY filed Articles of Organization with the New York Secretary of State's office and executed an Operating Agreement. The Operating Agreement was attached as Exhibit A to the Modified Certificate. On August 24, 2020, OHRY was notified by the New York Secretary of State's office that the Articles of Organization filed by OHRY had not been accepted due to New York's railroad law, specifically Section 5 of New York's Railroad Law. On further inquiry, OHRY was informed that it must be incorporated, even though OHRY reads the language in Section 5 of the Railroad Law as permissive. In the end, to avoid delay associated with appealing the New York Secretary of State's determination, OHRY choose to incorporate in New York.

On August 25, 2020, R. J. Corman Railroad Company, LLC filed a Certificate of Incorporation with the New York Secretary of State's office for its newly created, wholly owned, non-carrier entity, R. J. Corman Railroad Company/Owego & Harford Line, Inc. Such filing was accepted by the New York Secretary of State on August 26, 2020. Given this, R. J. Corman Railroad Company/Owego & Harford Line, Inc. is the correct applicant in Finance Docket No. 36430, *R. J. Corman Railroad Company/Owego & Harford Line, LLC – Notice of Modified Certificate of Public Convenience and Necessity*. With the substitution of R. J. Corman Railroad Company/Owego & Harford Line, Inc. for any place in the Modified Certificate where R. J. Corman Railroad Company/Owego & Harford Line, LLC is identified, the Modified Certificate is entirely correct. In addition, the enclosed Certificate of Incorporation should be substituted for Exhibit A to the Modified Certificate.

This correction also impacts the related Verified Notice of Exemption ("Notice") filed under 49 C.F.R. § 1180.2(d)(2) in Finance Docket No. 36431, *R. J. Corman Railroad Company, LLC – Continuance in Control Exemption – R. J. Corman Railroad Company/Lehigh Line, LLC, R. J. Corman Railroad Company/Owego & Harford Line, LLC, and R. J. Corman Railroad Company/Luzerne & Susquehanna Line, LLC*. Specifically, the caption should be amended to substitute R. J. Corman Railroad Company/Owego & Harford Line, Inc. for R. J. Corman Railroad Company/Owego & Harford Line, LLC. Likewise, all references in the Notice to R. J. Corman Railroad Company/Owego & Harford Line, LLC would be replaced by R. J. Corman Railroad Company/Owego & Harford Line, Inc.

These substitutions do not change the substance of the information provided pursuant to the regulations governing the Modified Certificate or Notice. The substitution also has no bearing on the transportation-related issues addressed in the exemption proceedings. The only difference is that the Line (located between milepost 0.0 at Owego, New York and milepost 27.6 at North Harford, New York), will be operated through a newly formed non-carrier corporate entity that is a corporation rather than a limited liability company, as initially stated in the Modified Certificate and Notice.

The exemptions sought in FD 36430 and 36431 have not become effective and this filing is being made in a timely manner based on information that was not known to R. J. Corman Railroad Company, LLC and OHRY at the time of the filing. Granting this request to substitute

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the correct corporate entity as well as substituting the enclosed Certificate of Incorporation as Exhibit A to the Modified Certificate is proper. *See Montreal, Maine & Atlantic Railway, LLC – Acquisition and Operation Exemption – Bangor & Aroostook Railroad Company, Canadian American Railroad Company, The Northern Vermont Railroad Company, Inc. Newport & Richford Railroad Company, and Van Buren Bridge Company, Finance Docket No. 34110 (STB served Dec. 18, 2002).*

Based on the information stated above, R. J. Corman Railroad Company, LLC and OHRY respectfully request the amendments described herein be granted to avoid any delay in the two proceedings identified herein becoming effective.

Please contact me if you have any questions regarding this filing.

Sincerely,



Catherine S. Wright
*Attorney for R. J. Corman Railroad
Company, LLC and R. J. Corman
Railroad/Owego & Harford Line, Inc.*

Enclosure (1) – Exhibit A/Certificate of Incorporation

**CERTIFICATE OF INCORPORATION
OF
R.J. CORMAN RAILROAD COMPANY/OWEGO & HARFORD LINE, INC.
PURSUANT TO SECTION FIVE OF THE RAILROAD LAW**

The undersigned, acting as the incorporator of the corporation delineated below, does hereby certify that:

FIRST: The name of the corporation is:

R.J. CORMAN RAILROAD COMPANY/OWEGO & HARFORD LINE, INC.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the New York Railroad Law, including, but not limited to, any lawful activity in furtherance of the purpose of owning and operating a railroad for public use. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

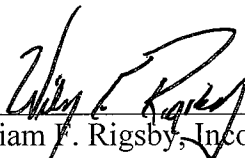
THIRD: The county, within this state, in which the office of the corporation is to be located is Albany County.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 200 shares, no par value, all of which shall be of the same class and all of which are designated as common stock.

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

R. J. Corman Railroad Group, LLC
Attention: Corporate Counsel
P.O. Box 788, 101 RJ Corman Drive
Nicholasville, Kentucky 40356

Dated: August 25, 2020.



William F. Rigsby, Incorporator
Irvin Rigsby, PLC
228 E. High Street
Lexington, Kentucky 40507

**CERTIFICATE OF INCORPORATION
OF
R.J. CORMAN RAILROAD COMPANY/OWEGO & HARFORD LINE, INC.
PURSUANT TO SECTION FIVE OF THE RAILROAD LAW**

Filer's Name and Mailing Address:

William F. Rigsby, Incorporator
Irvin Rigsby, PLC
228 E. High Street
Lexington, Kentucky 40507