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March 26, 2021
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March 26, 2021

By E-Filing

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

Re: Docket No. FD 36495, GG Railroad, LLC – Acquisition and Operation
Exemption – Line of BQ Railroad Company

Dear Ms. Brown:

Attached for filing in the above-captioned proceeding is a Verified Notice of Exemption for GG Railroad, LLC ("GG Railroad") 49 C.F.R. Part 1150, Subpart D. The sum of \$2,200, representing the appropriate fee for this filing, has been tendered electronically via Pay.gov.

Please do not hesitate to call me if you have any questions and thank you for your assistance with this matter.

Sincerely,

A handwritten signature in blue ink that reads "Thomas W. Wilcox".

Thomas W. Wilcox
Attorney for GG Railroad, LLC

FEE RECEIVED
March 26, 2021
SURFACE
TRANSPORTATION BOARD

FILED
March 26, 2021
SURFACE
TRANSPORTATION BOARD

**BEFORE THE UNITED STATES
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36495

**GG RAILROAD, LLC-ACQUISITION AND OPERATION EXEMPTION-
LINE OF BQ RAILROAD COMPANY**

VERIFIED NOTICE OF EXEMPTION

Pursuant to 49 C.F.R. Part 1150, Subpart D, GG Railroad, LLC ("GGRR") a non-carrier incorporated under the laws of the State of Delaware, hereby files this Verified Notice of Exemption to acquire and operate a 1.64-mile line of railroad located between milepost 8.0 and milepost 9.64 at Rogers, in Barnes County, North Dakota (the "Line"). The Line is owned and operated by the BQ Railroad Company ("BQRR") a Class III rail carrier. In accordance with the requirements of 49 C.F.R § 1150.33, GGRR submits the following information:

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

GG Railroad, LLC
133 Capital Avenue
Omaha, NE 68102

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

Any questions concerning this Notice should be sent to counsel for GGRR at the following address:

Thomas W. Wilcox
GKG Law, P.C.
The Foundry Building
1055 Thomas Jefferson St. NW

Suite 500
Washington, D.C. 20007
(202) 342-5248
twilcox@gkgglaw.com

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

GGRR is a wholly-owned subsidiary of Gavilon Grain LLC and GGRR has been formed for the purpose of acquiring and operating the Line as a Class III carrier. GGRR and BQRR are parties to an agreement which, when finalized, will include among its provisions the sale of all of BQRR's rights in the Line and underlying land to GGRR, to be conveyed via quitclaim deed.

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

GGRR will own and operate and provide common carrier service to shippers on the Line. There is presently only one shipper located on the Line, a grain facility.

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

The Line is an approximately 1.64-mile line of railroad subject to the Board's jurisdiction owned by BQRR that extends between milepost 8.0 and milepost 9.64 at Rogers, in Barnes County, North Dakota. The total route miles being acquired are 1.64. The Line was purchased by BQRR in 2001 from a predecessor of BNSF Railway Company ("BNSF"). BNSF's predecessor retained trackage rights over the entire line, including the rights to provide common carrier service to shippers on the line. GGRR is acquiring the Line subject to BNSF's retained trackage rights, however, BNSF has not utilized its reserved trackage rights in approximately 15 years. BQRR and GGRR intend to close on their agreement and the sale of the Line upon the exemption becoming effective thirty (30) days after this Notice is filed.

F. Map: 49 C.F.R. 1150.33(f)

A map showing the Line is attached as Exhibit A to this Notice.

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

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

Certification of Compliance with the provisions of 49 C.F.R. §1150.33(g) is included with the Verification of this Notice.

H. Interchange Commitments: 49 C.F.R. §1150.33(h)

GGRR's proposed operation of the Line does not involve any provision in any agreement that would limit future interchange with a third-party connecting carrier.

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

The advance notice to employees required by this regulation is not applicable because the GGRR's annual revenues will not exceed \$5 million.

J. Environmental and Historic Impacts: 49 C.F.R. § 1105

Under 49 C.F.R. § 1105.6(c), the proposed transaction 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), the proposed transaction also is exempt from historic preservation reporting requirements. The proposed acquisition will not change any current rail operations nor substantially change the level of maintenance of rail property. Further, 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.

K. Caption Summary: 49 C.F.R. §1150.32(a)

A caption summary complying with the format in 49 C.F.R. §1150.34 is attached as Exhibit B.

Respectfully submitted,



Thomas W. Wilcox
Kristine O. Little
GKG Law, P.C.
The Foundry Building
1055 Thomas Jefferson Street NW
Suite 500
Washington, DC 20007
(202) 342-5248

Attorneys for GG Railroad, LLC

Dated: March 26, 2021

EXHIBIT A



EXHIBIT B

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36495

**GG RAILROAD, LLC – ACQUISITION AND OPERATION EXEMPTION
– LINE OF RAILROAD OF BR RAILROAD COMPANY**

GG Railroad, LLC (“GGRR”), a non-carrier, has filed a notice of exemption to acquire from the BQ Railroad Company (“BQRR”) 1.64 miles of rail line owned by BQRR extending between milepost 8.0 and milepost 9.64 at Rogers, in Barnes County, North Dakota (the “Line”). The Line is being acquired pursuant to an agreement to which GGRR and BQRR are parties, and which, when finalized, will include provisions by which BQRR, at closing, will convey all of its rights in the Line and underlying land to GGRR.

Comments must be filed with the Board and served on:

Thomas W. Wilcox
GKG Law, P.C.
1055 Thomas Jefferson Street
Suite 500
Washington, D.C. 20007
(202) 342-5248
twilcox@gkglaw.com

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.

CERTIFICATION AND VERIFICATION

I, Matt Gibson, hereby certify and declare under penalty of perjury as follows:

1. I am Vice President of GG Railroad, LLC
2. The annual revenues of GGRR are not expected to exceed levels that would result in GGRR becoming a Class I or Class II rail carrier under the thresholds set forth in 49 C.F.R. Part 1201.
3. I have read the foregoing Verified Notice of Exemption and know that the factual information contained herein is true and correct.

Executed: March 26, 2021

A handwritten signature in black ink, appearing to read "Matt Gibson", is written over a horizontal line.

Title: Matt Gibson
Vice President