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FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

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BRADON J. SMITH

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ENTERED
Office of Proceedings
April 19, 2021
Part of
Public Record

Phone: (312) 252-1500
Fax: (312) 252-2400
www.fletcher-sippel.com

April 19, 2021

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

Re: **FD 36445**
Stillwater Central Railroad, L.L.C. — Lease and Operation
Exemption with Interchange Commitment —
BNSF Railway Company

Dear Ms. Brown:

Attached for filing in the above-captioned proceeding is a **Verified Notice of Exemption of Stillwater Central Railroad, L.L.C. Pursuant to 49 C.F.R. § 1150.42** dated April 19, 2021. A confidential version of the notice has been filed separately. The filing fee for this matter has been tendered electronically via Pay.gov.

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

Respectfully submitted,



Bradon J. Smith
Attorney for Stillwater Central Railroad L.L.C.

BJS:bs

Attachments

FILED
April 19, 2021
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
April 19, 2021
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36445

STILLWATER CENTRAL RAILROAD, L.L.C.
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF
STILLWATER CENTRAL RAILROAD, L.L.C.
PURSUANT TO 49 C.F.R. PART 1150, SUBPART E**

Bradon J. Smith
Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606-3208
(312) 252-1500

**ATTORNEYS FOR STILLWATER CENTRAL
RAILROAD, L.L.C.**

Dated: April 19, 2021

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36445

STILLWATER CENTRAL RAILROAD, L.L.C.
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT—
BNSF RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF
STILLWATER CENTRAL RAILROAD, L.L.C
PURSUANT TO 49 C.F.R. PART 1150, SUBPART E**

Pursuant to 49 C.F.R. Part 1150, Subpart E, Stillwater Central Railroad, L.L.C. (“SCR”), a Class III rail carrier, hereby files this Verified Notice of Exemption (the “Notice”) to continue to lease from the BNSF Railway Company (“BNSF”) two lines of railroad as follows: (1) from milepost 549.01 on Line Segment 1003 at Wheatland easterly to milepost 540.65 on Line Segment 7405, immediately west of Shields Blvd.; and (2) from milepost 540.0 on Line Segment 1003 easterly to the end of BNSF ownership at milepost 536.4 on the same segment (including the North Yard), all within Oklahoma County, Oklahoma (the “Lines”). In accordance with the requirements of 49 C.F.R. § 1150.43, SCR submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.43(a)

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

Stillwater Central Railroad, L.L.C.
315 W. Third Street
Pittsburg, KS 66782

Applicant's Representative: 49 C.F.R. § 1150.43(b)

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

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

Statement Concerning Agreement: 49 C.F.R. § 1150.43(c)

SCR is the current operator of the Lines. *Stillwater Central Railroad, Inc — Lease and Operation Exemption — The Burlington Northern & Santa Fe Railway Company*, FD 34610 (STB served Jan. 19, 2005)¹ (“SCR-2005”). On July 28, 2020, BNSF and SCR executed a revised lease (the “Lease”) to govern SCR's leasehold of the Lines through July 31, 2030; the Lease will take effect as of the effective date of the subject class exemption.

Operator of the Property: 49 C.F.R. § 1150.43(d)

SCR will operate and provide all rail common carrier service to shippers on the Lines.

Background and Summary of the Transaction: 49 C.F.R. § 1150.43(e)

SCR has reached an agreement with BNSF to continue to lease two segments of railroad (the Lines) located entirely within Oklahoma County, Oklahoma, extending: (1) from milepost 549.01 on Line Segment 1003 at Wheatland easterly to milepost 540.65 on Line Segment

¹ The Burlington Northern & Santa Fe Railway Company became BNSF Railway Company on January 21, 2005. Stillwater Central Railroad, Inc. became Stillwater Central Railroad, L.L.C on December 9, 2010.

7405, immediately west of Shields Blvd. (“Segment 1”); and (2) from milepost 540.0 on Line Segment 1003 easterly to the end of BNSF ownership at milepost 536.4 on the same segment (including the North Yard) (“Segment 2”) and all appurtenant tracks to the Segments. The subject lease transaction involves approximately 12.6 route miles of railroad line which SCR has leased and operated since 2005. *SCR-2005*.

SCR intends to consummate the Lease on or shortly after the effective date of the subject class exemption.

The name and address of the railroad leasing the Lines to SCR is:

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

Map: 49 C.F.R. § 1150.43(f)

Maps showing the Lines are attached as Exhibit A to this Notice.

Certificate of Compliance: 49 C.F.R. § 1150.43(g)

The projected revenues will not result in the creation of a Class I or II rail carrier. A certification to this effect is made with the verification of this Notice.

Interchange Commitments: 49 C.F.R. § 1150.43(h)

(i) The Lease includes an interchange commitment. The affected interchange is with the Union Pacific Railroad Company at Oklahoma City, Oklahoma, on Segment 2.

(ii) The complete, confidential version of the Lease subject to this Notice is filed under seal as Exhibit B.

(iii) Customers located on the Lines having made use of SCR rail service over the past two years is as follows: API Enterprise; Ash Grove Cement; Asphalt & Fuel Supply, Berry

Global Group; Cargill; Central Plains Cement; Cooper Natural Resources; D&M Distribution Services; DW Distribution Oklahoma; Fox Building Supply; Heritage Crystal Clean; International Paper; January Environmental; Malarkey Roofing; Mid-States Wholesale Lumber; Northwest Rubber Oklahoma City Warehouse; Producers Cooperative Oil Mill; Ryerson Tull; Transload and Logistics; and Univar.

(iv) The confidential aggregate number of carloads originated or terminated on the Lines by the above-listed shippers is as follows:

2019: [REDACTED]

2020: [REDACTED]

(v) SCR certifies that it has provided notice of the proposed transaction and interchange commitment to the above-listed customers (see example transmittal letter attached as Exhibit C).

(vi) Union Pacific Railroad Company is the third-party carrier that could physically interchange with SCR at the interchange point identified above.

(vii) BNSF has informed SCR that it would not undertake the Lease Agreement absent the interchange commitment, and thus its value is inestimable.

(viii) SCR has noted the existence of an interchange commitment in the proceeding's caption.

Advance Notice: 49 C.F.R. § 1150.42(e)

SCR's annual revenue, with the lease of the lines is anticipated to exceed \$5 million. Concurrently filed with this notice, SCR is seeking a waiver of the advance notice

requirements applicable to this acquisition on the basis that there are no affected employees.

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

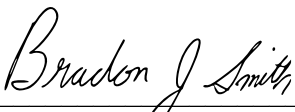
Under 49 C.F.R. § 1105.6(c)(2), this transaction is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1) the transaction—which is intended for the purpose of continued rail operations—is exempt from historic preservation reporting requirements. Separate Surface Transportation Board approval is required to discontinue 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. § 1150.42(a)

A caption summary in appropriate form is attached as Exhibit D to this Notice.

Respectfully submitted,

By: 

Bradon J. Smith
Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606-3208
(312) 252-1500

**ATTORNEYS FOR STILLWATER CENTRAL
RAILROAD, L.L.C**

Dated: April 19, 2021

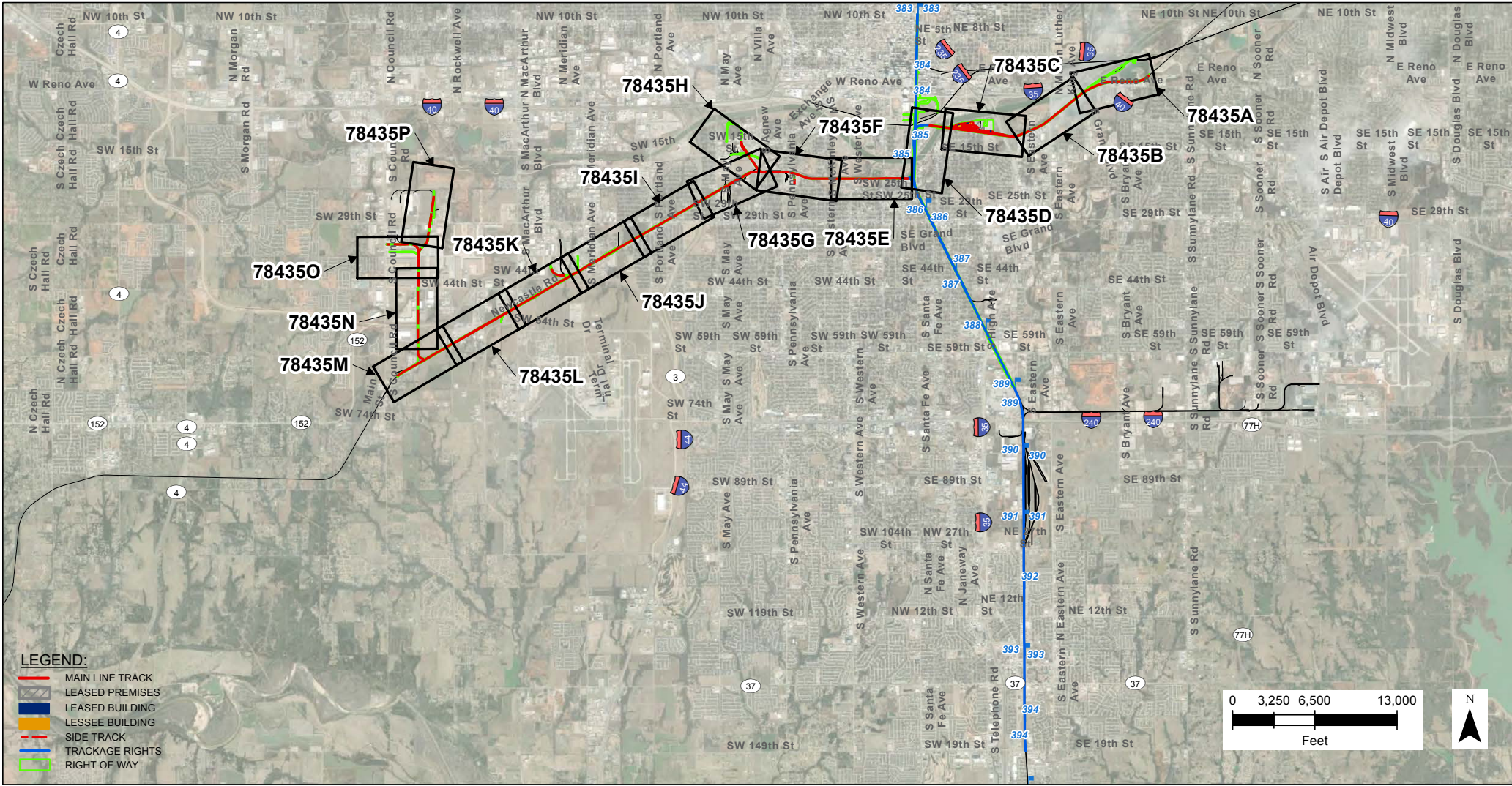
**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36445

**STILLWATER CENTRAL RAILROAD, L.L.C.
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT—
BNSF RAILWAY COMPANY**

EXHIBIT A

MAPS



ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY
AND
STILLWATER CENTRAL RAILROAD, L.L.C.
OKLAHOMA CITY, OK

Exhibit A



COORDINATE SYSTEM: OK_N

TRACKING NO.

Exhibit A

EXHIBIT "A"
ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY
AND

STILLWATER CENTRAL RAILROAD, L.L.C.

SCALE: 1 IN = 400 FT
RED RIVER DIV.
CHICKASHA SUBDIV. L.S. 1003 / 7405
DATE: 7/14/2020

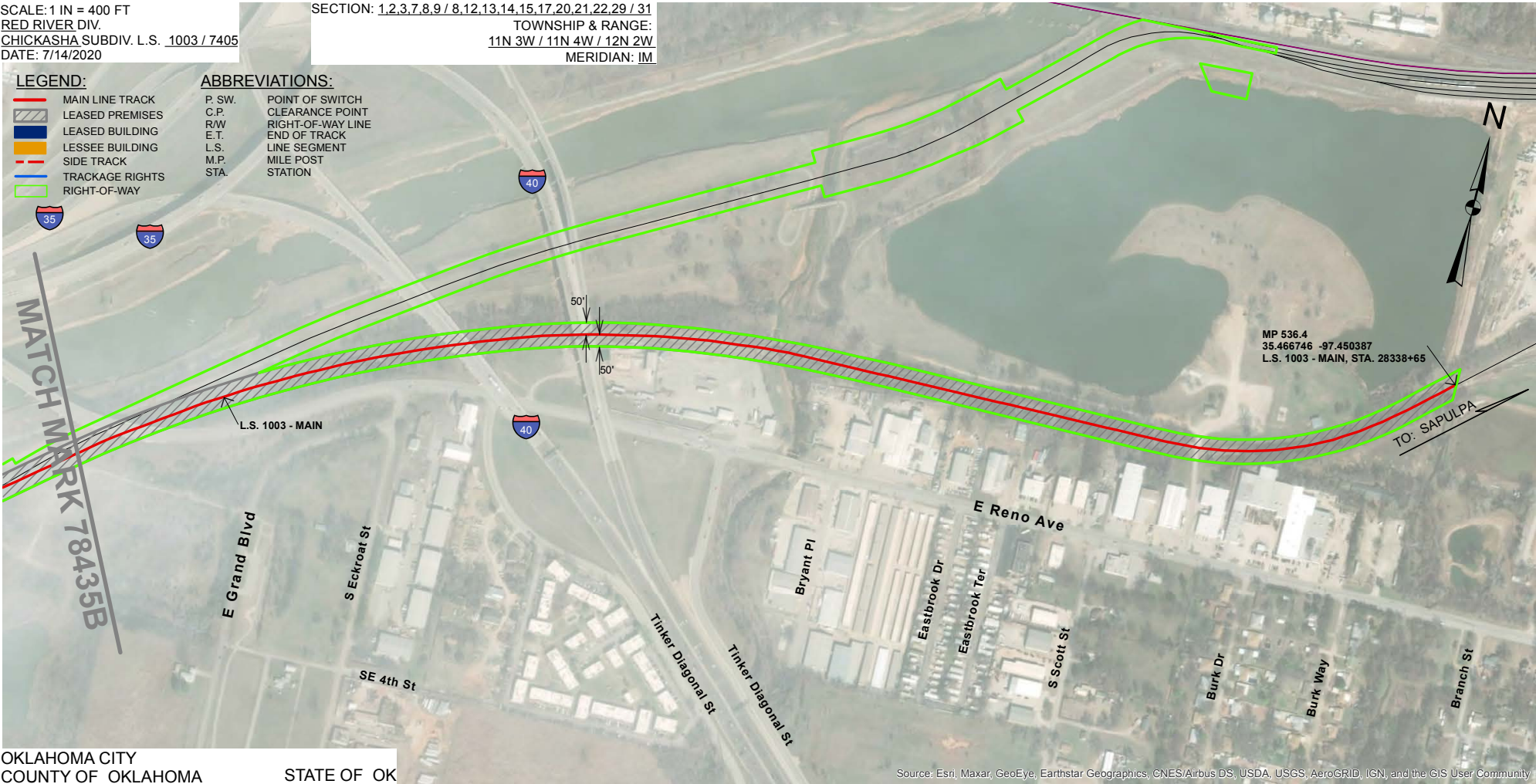
SECTION: 1,2,3,7,8,9 / 8,12,13,14,15,17,20,21,22,29 / 31
TOWNSHIP & RANGE:
11N 3W / 11N 4W / 12N 2W
MERIDIAN: IM

LEGEND:

- MAIN LINE TRACK
- LEASED PREMISES
- LEASED BUILDING
- LESSEE BUILDING
- SIDE TRACK
- TRACKAGE RIGHTS
- RIGHT-OF-WAY

ABBREVIATIONS:

- P. SW.
- C.P.
- R/W
- E.T.
- L.S.
- M.P.
- STA.
- POINT OF SWITCH
- CLEARANCE POINT
- RIGHT-OF-WAY LINE
- END OF TRACK
- LINE SEGMENT
- MILE POST
- STATION



OKLAHOMA CITY
COUNTY OF OKLAHOMA

STATE OF OK

Source: Esri, Maxar, GeoEye, Earthstar Geographics, CNES/Airbus DS, USDA, USGS, AeroGRID, IGN, and the GIS User Community

COORDINATE SYSTEM: OK_N

TRACKING NO.

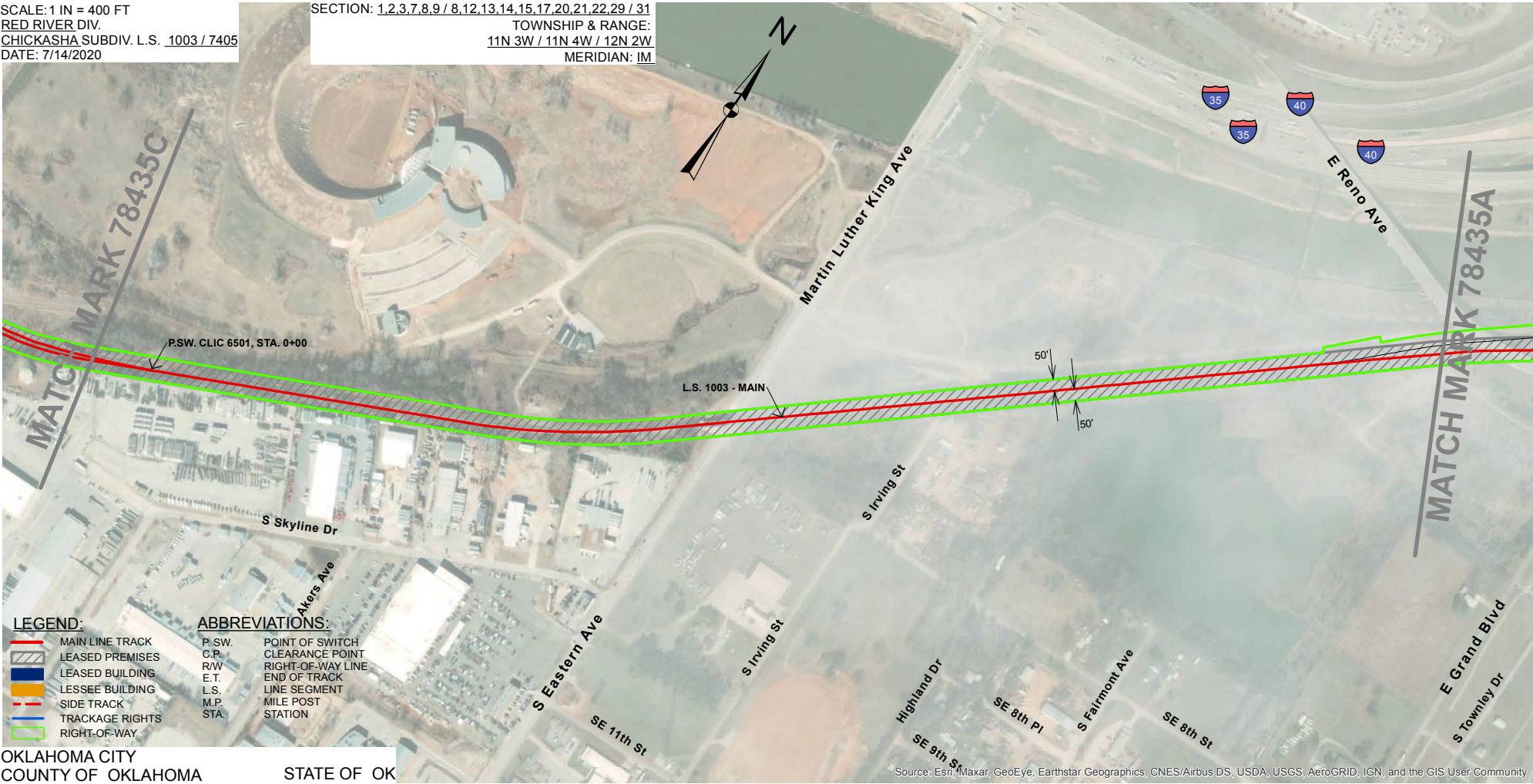
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MERIDIAN: IM



OKLAHOMA CITY
COUNTY OF OKLAHOMA

STATE OF OK

COORDINATE SYSTEM: OK_N

TRACKING NO. 2

Exhibit A

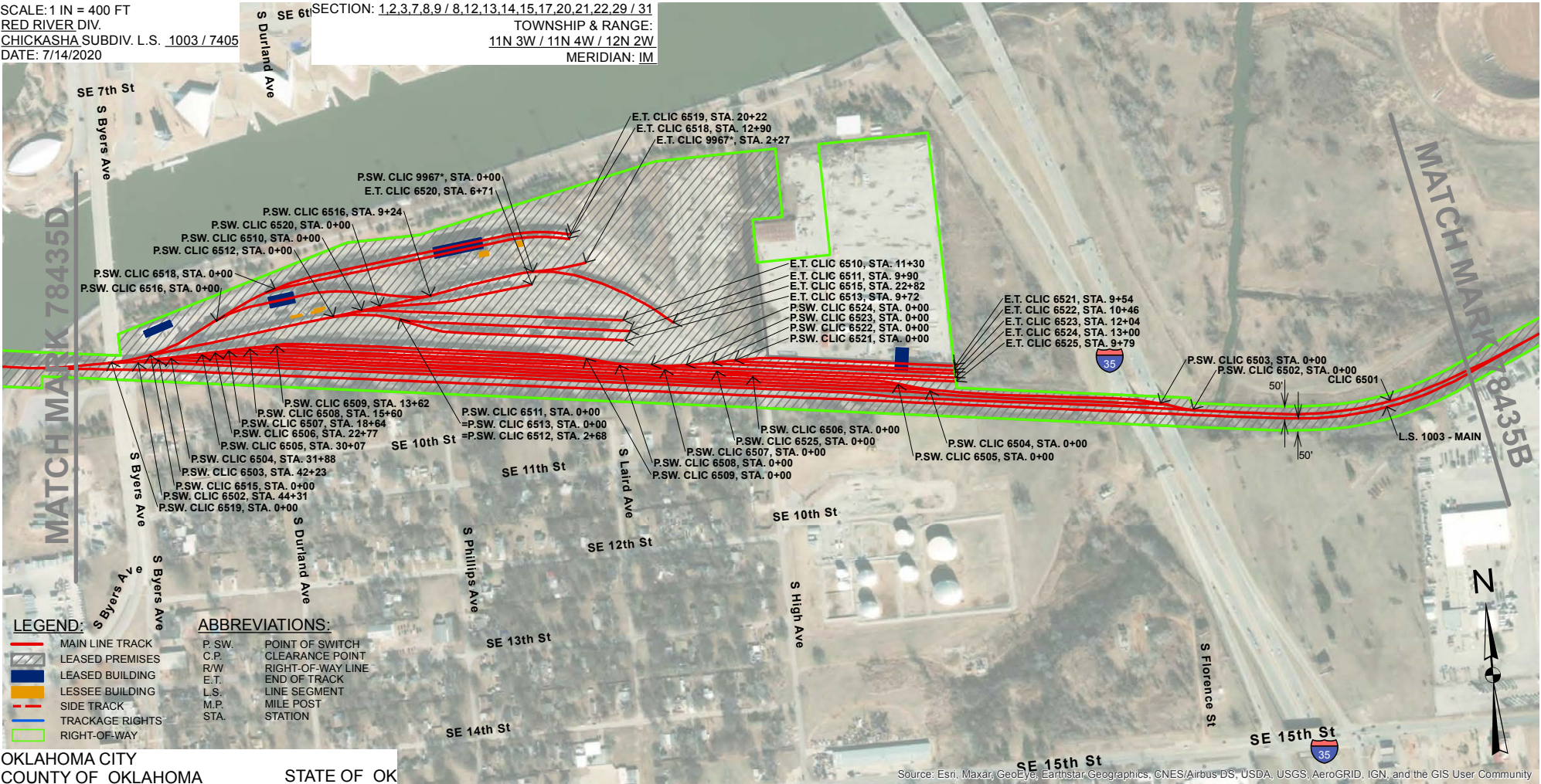
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TOWNSHIP & RANGE:
11N 3W / 11N 4W / 12N 2W
MERIDIAN: IM

TRIM LINE



OKLAHOMA CITY
COUNTY OF OKLAHOMA

STATE OF OK

Source: Esri, Maxar, GeoEye, Earthstar Geographics, CNES/Airbus DS, USDA, USGS, AeroGRID, IGN, and the GIS User Community

COORDINATE SYSTEM: OK_N

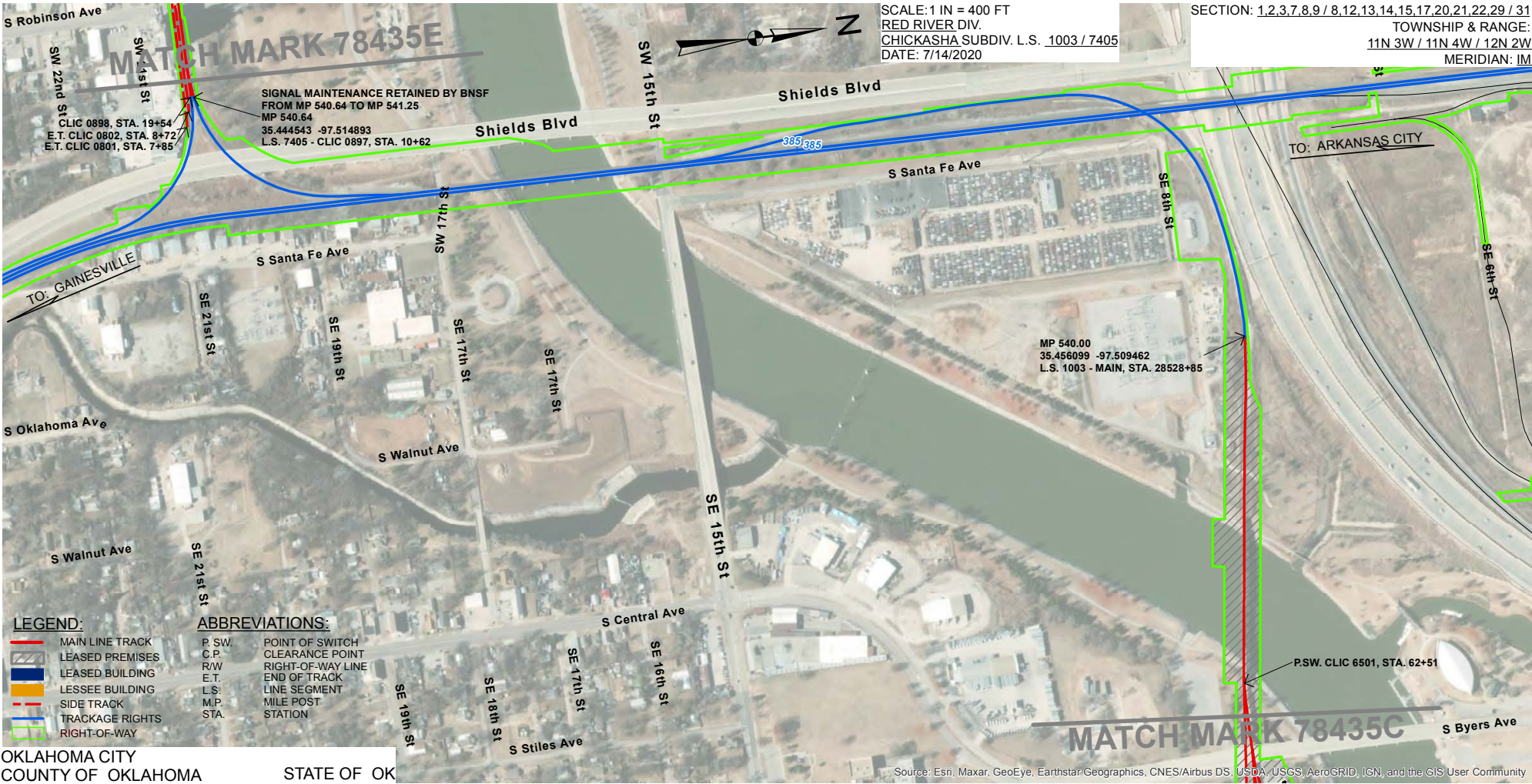
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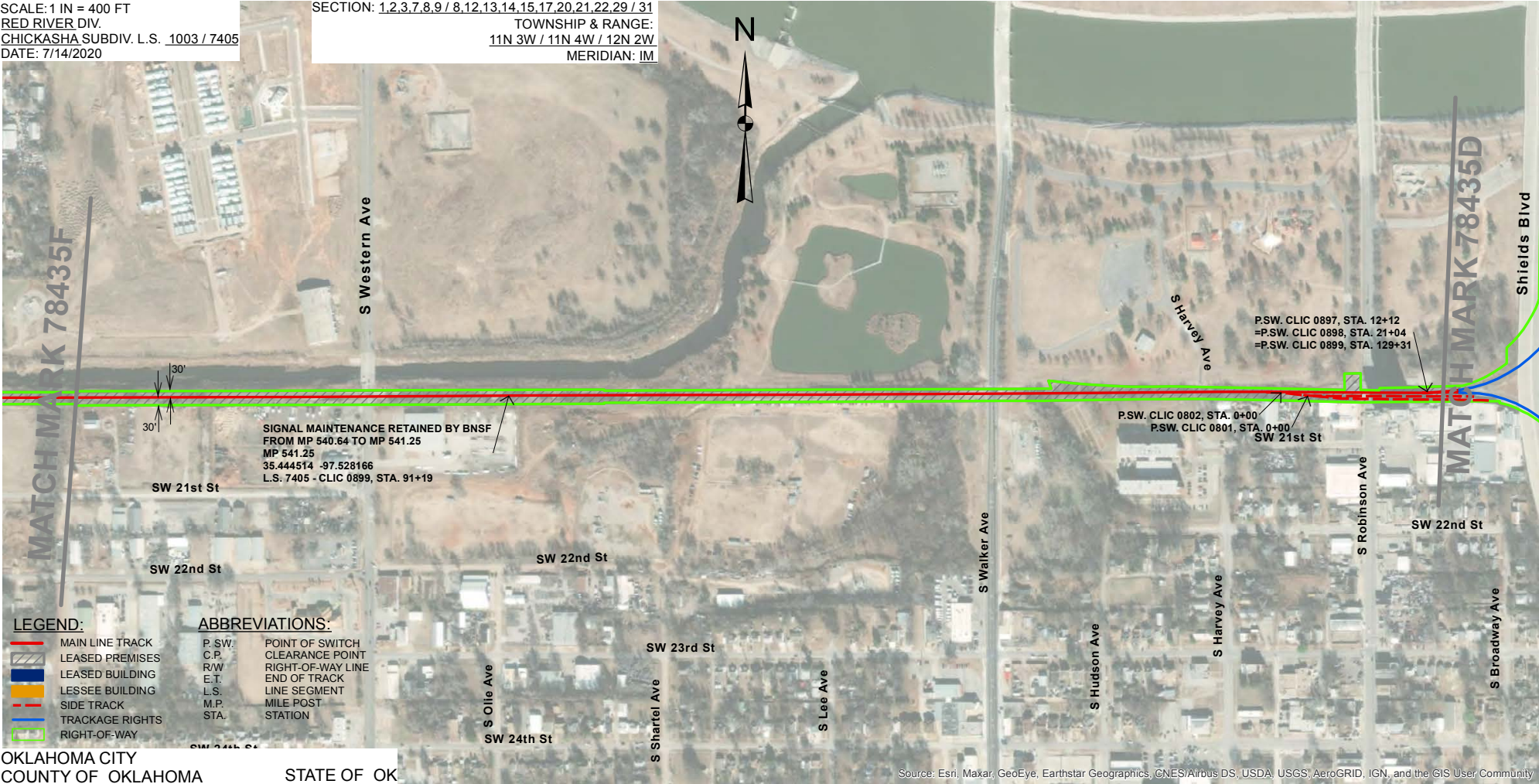
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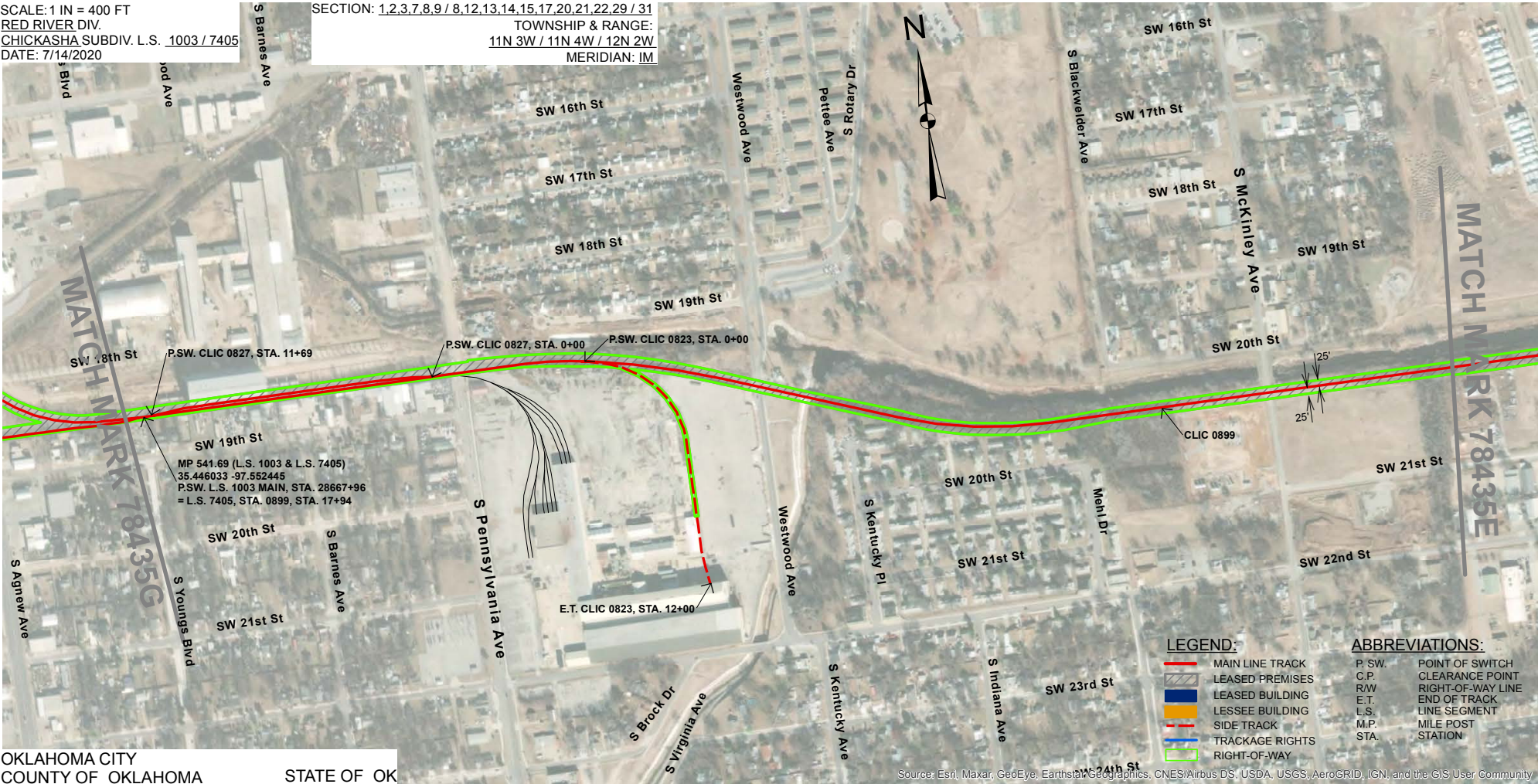
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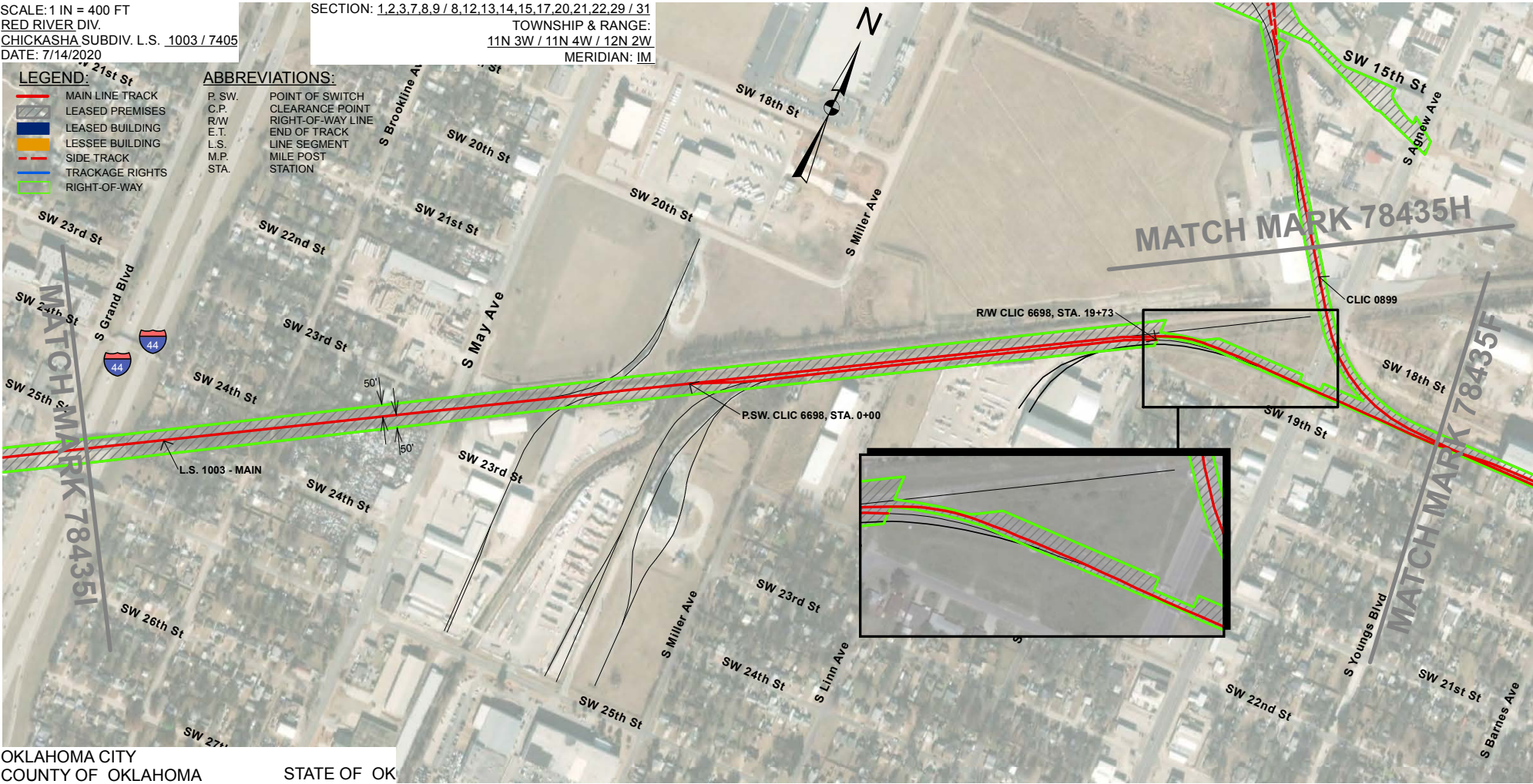
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- LEGEND:**
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OKLAHOMA CITY
COUNTY OF OKLAHOMA

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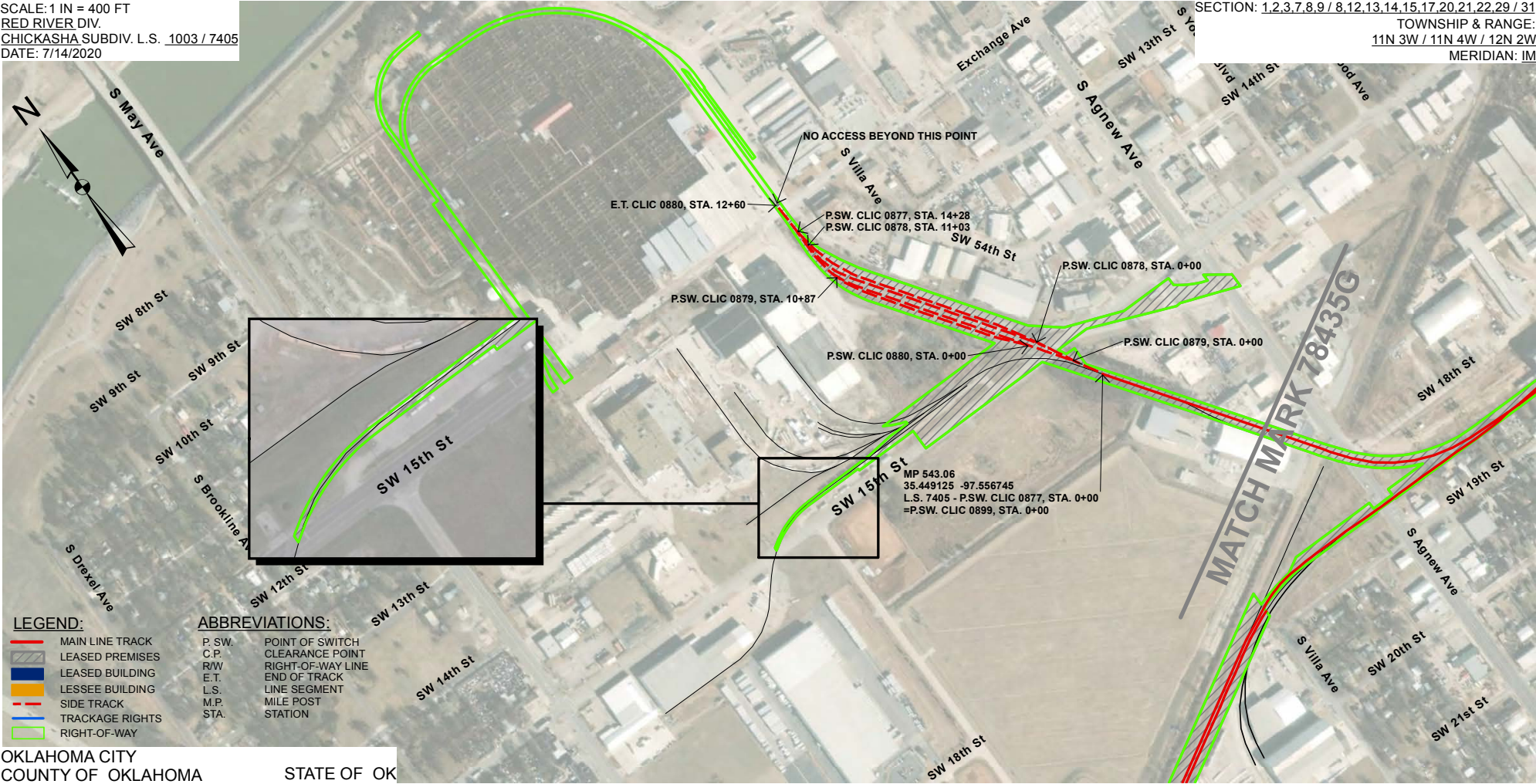
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TRACKING NO. _

Exhibit A

TRIM LINE

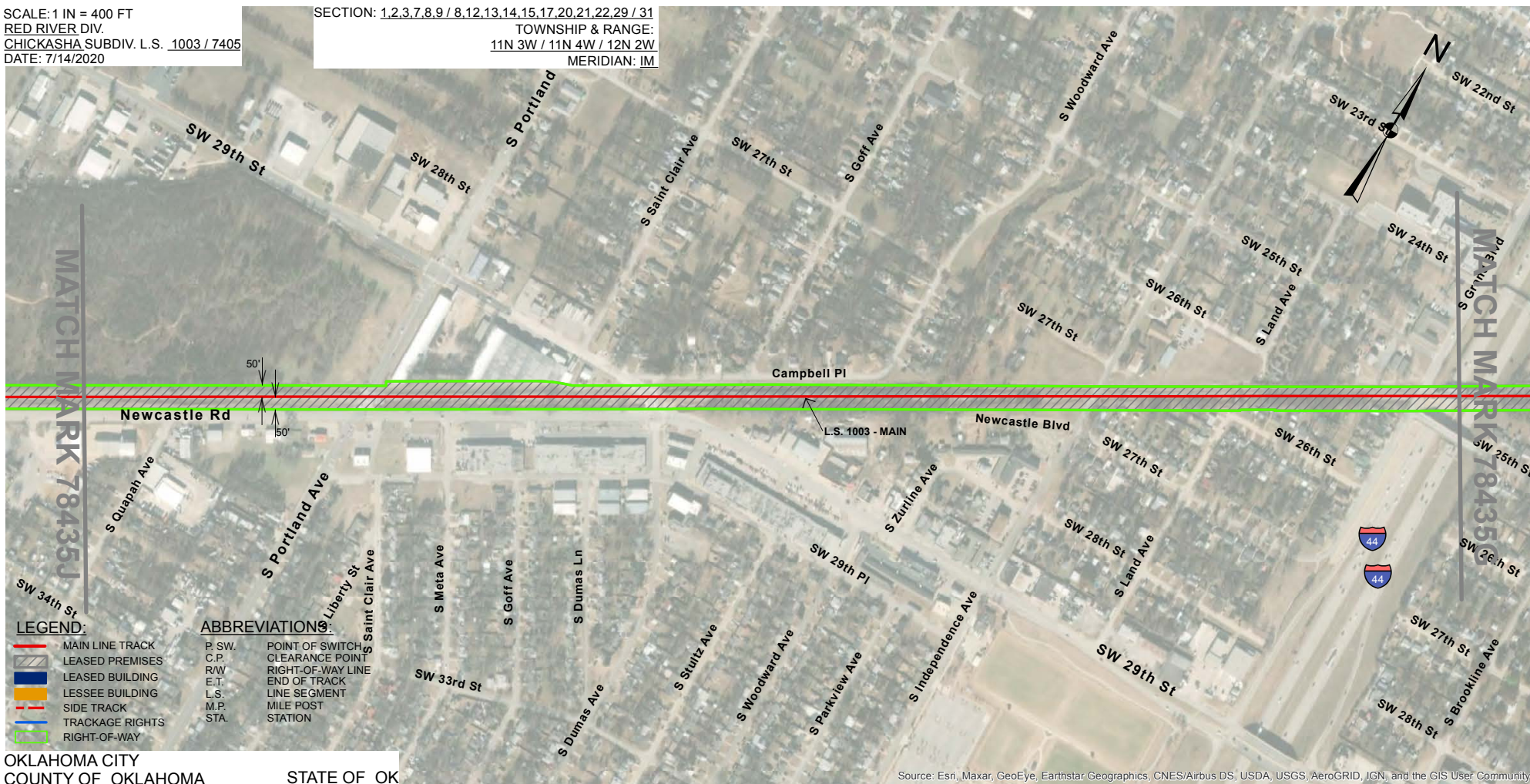
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OKLAHOMA CITY
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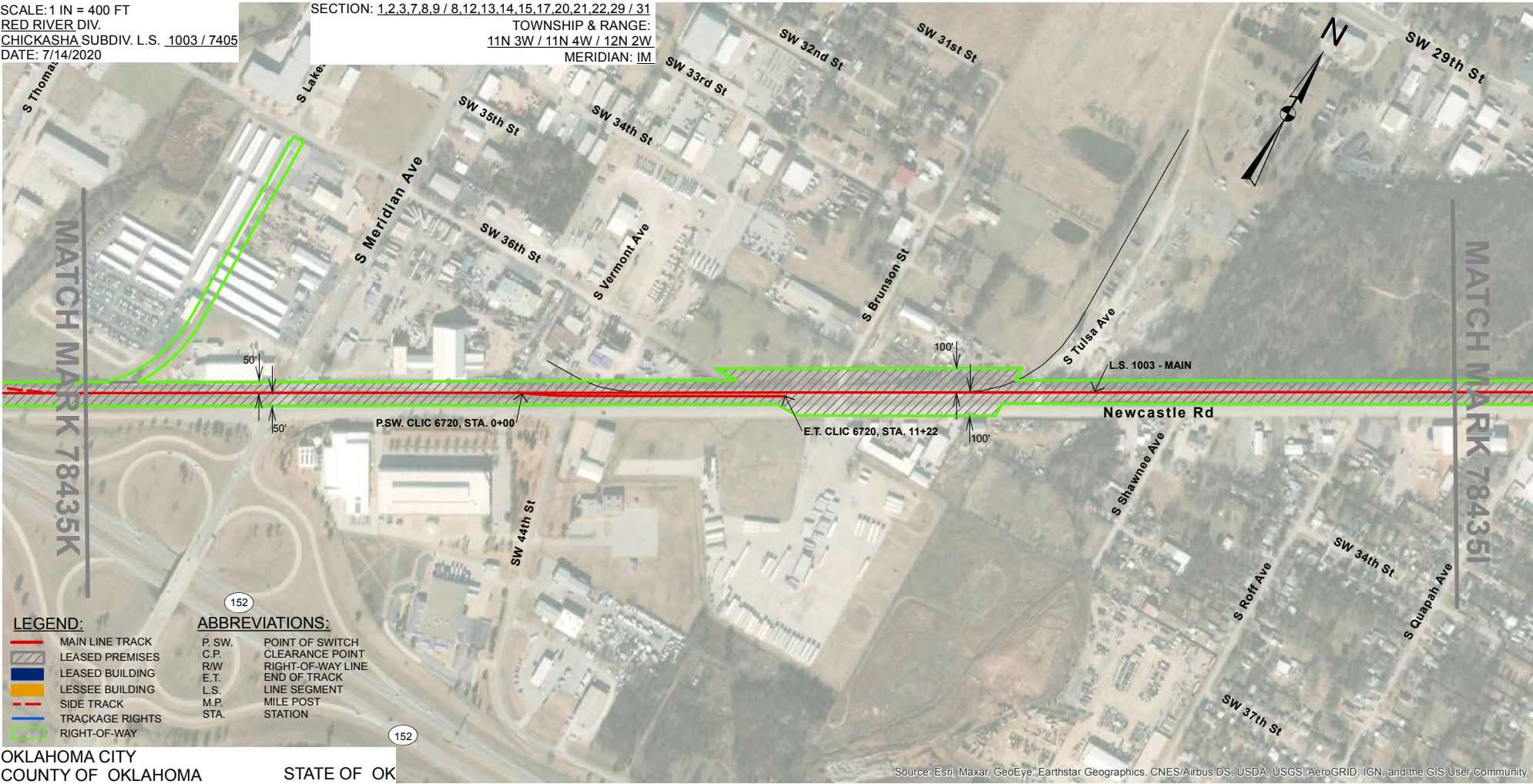
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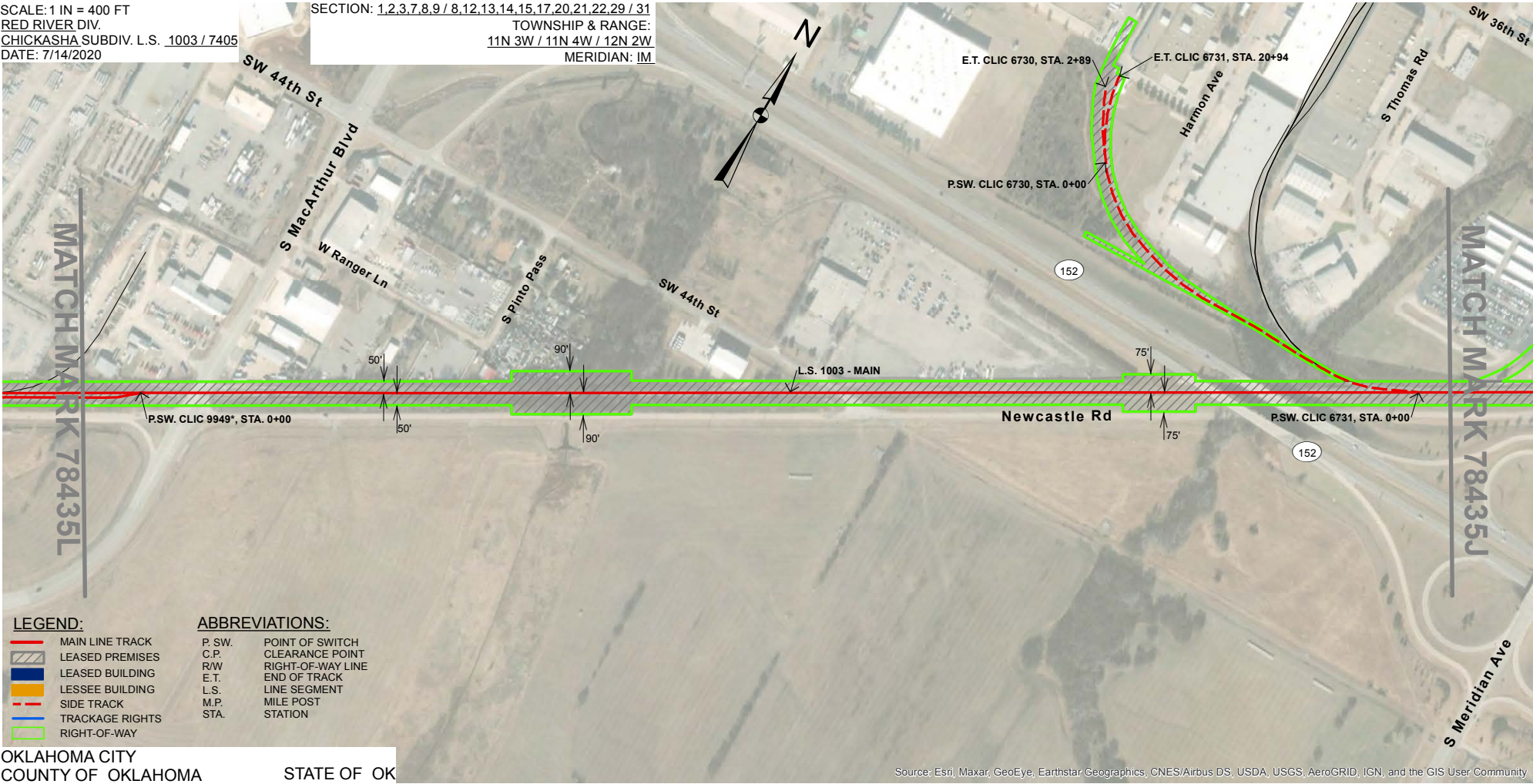
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LEGEND:		ABBREVIATIONS:	
	MAIN LINE TRACK	P. SW.	POINT OF SWITCH
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	LEASED BUILDING	R/W	RIGHT-OF-WAY LINE
	LESSEE BUILDING	E.T.	END OF TRACK
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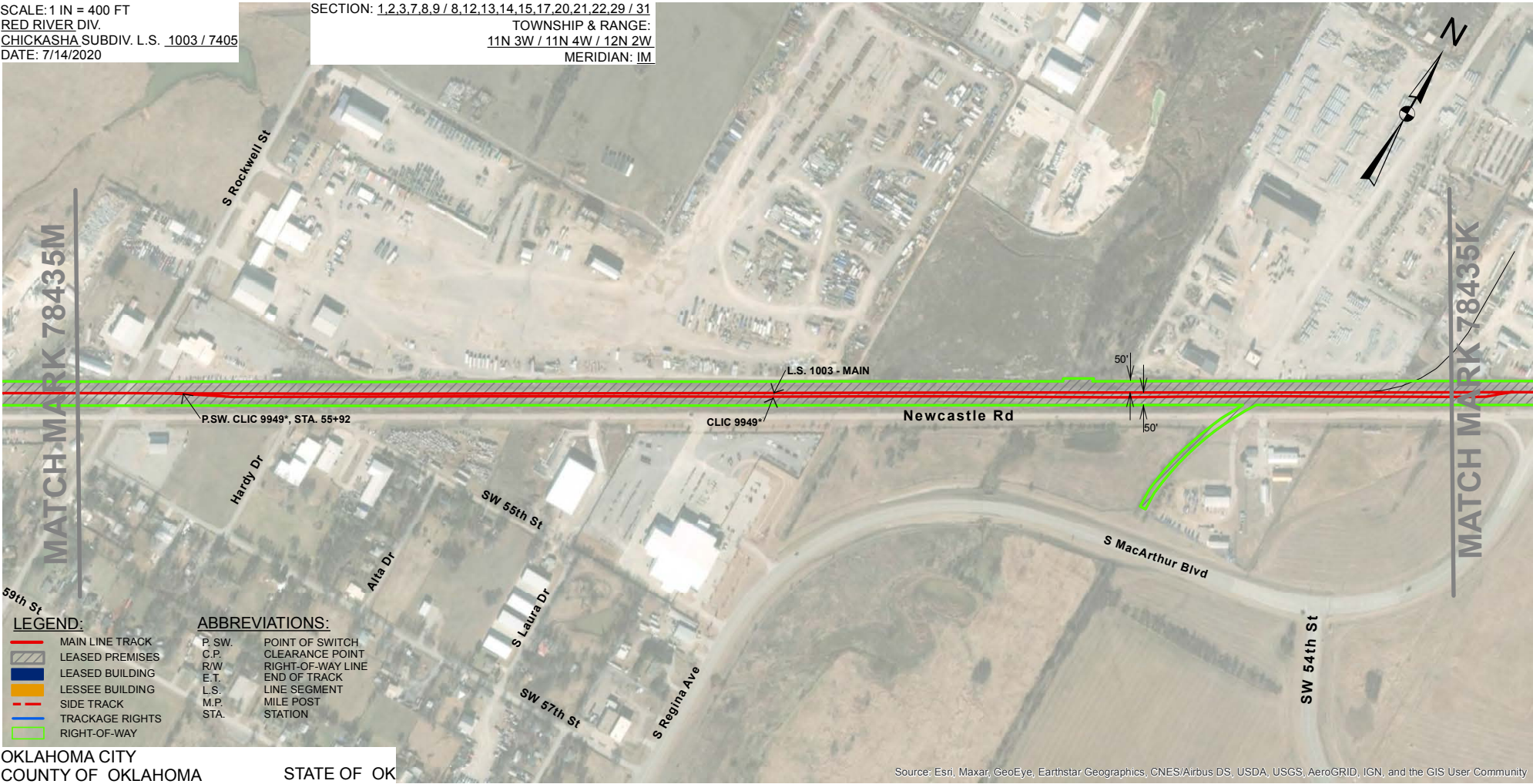
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MERIDIAN: 1M

TRIM LINE



COORDINATE SYSTEM: OK_N

TRACKING NO.

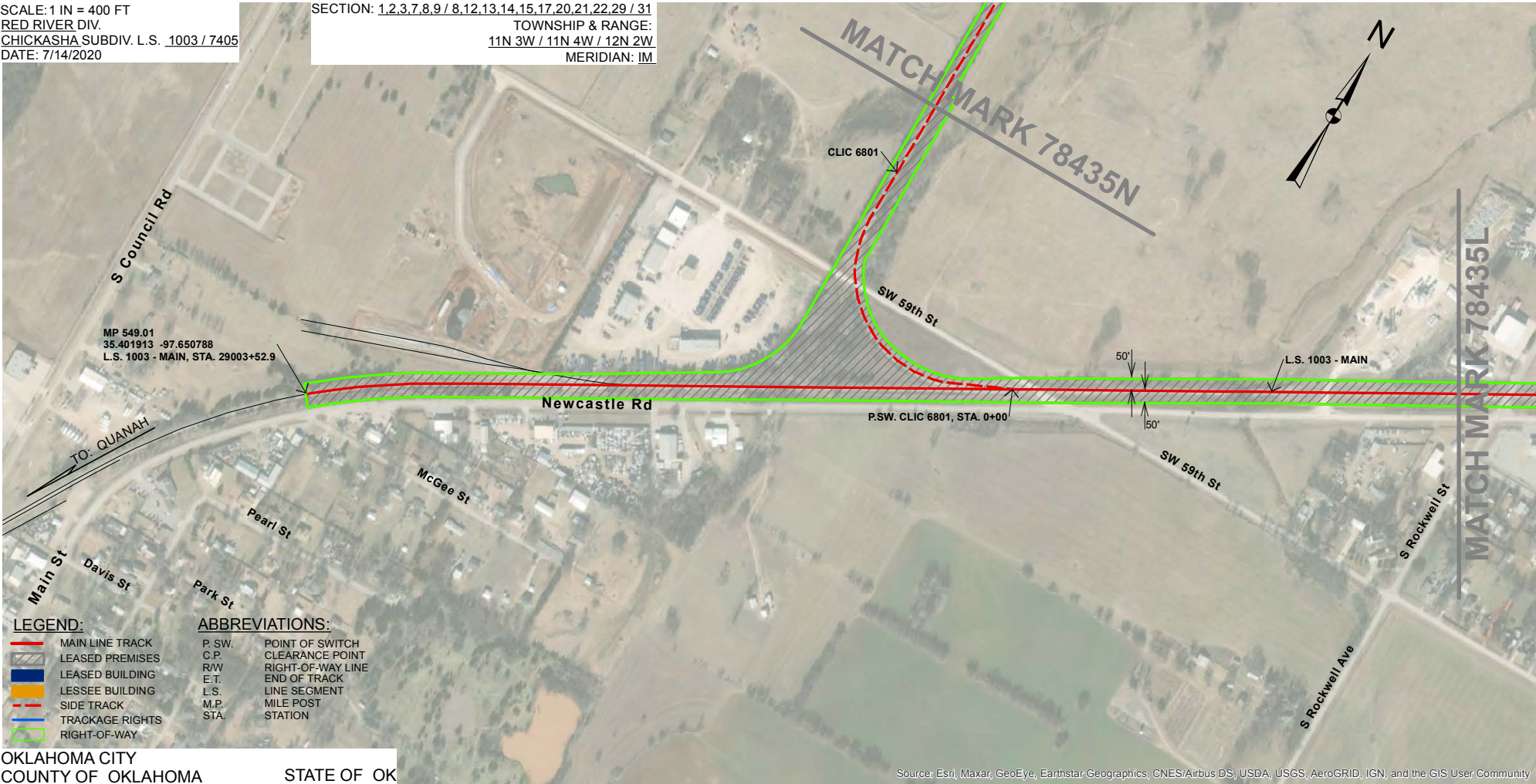
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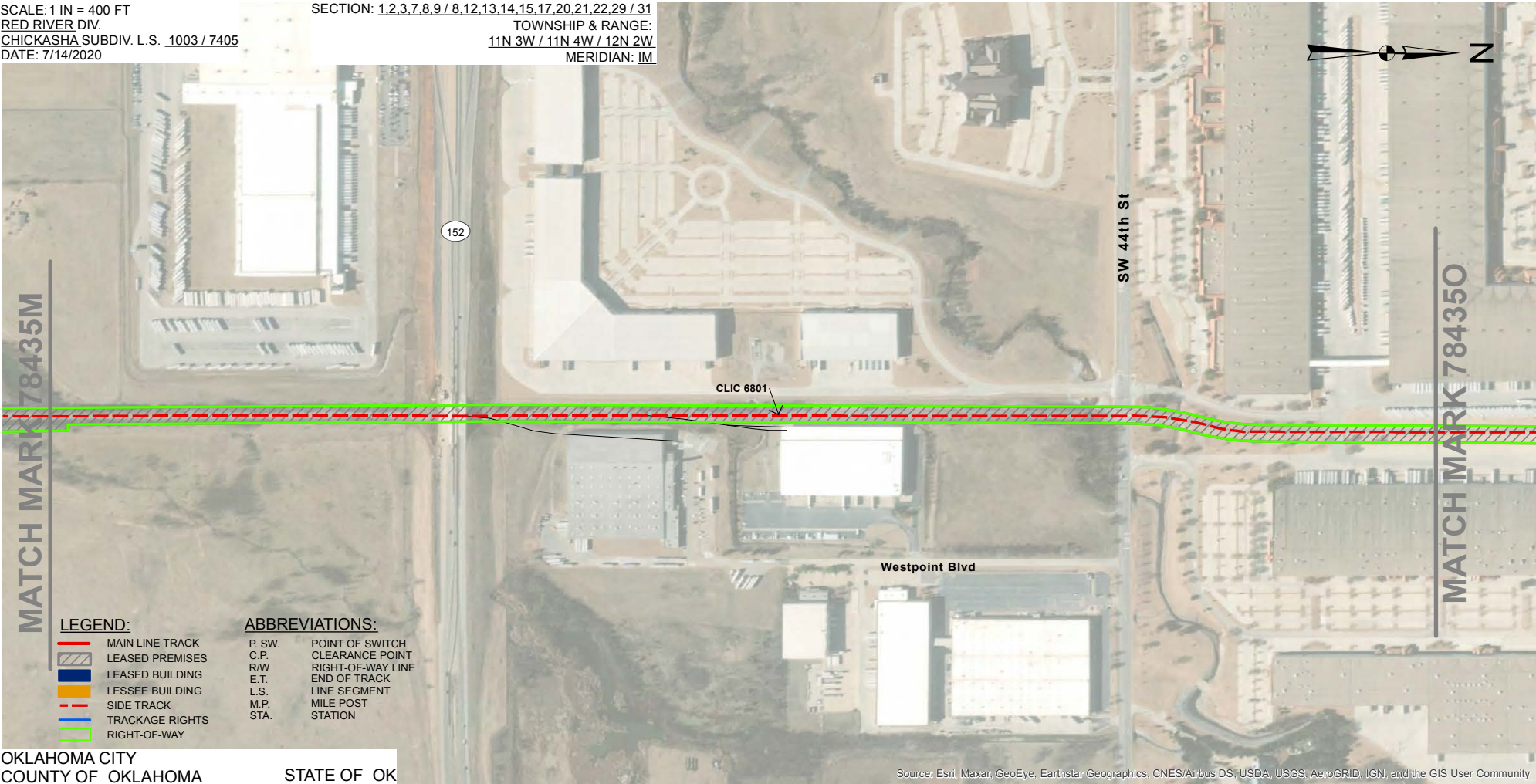
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MERIDIAN: 1M

TRIM LINE



OKLAHOMA CITY
COUNTY OF OKLAHOMA

STATE OF OK

Source: Esri, Maxar, GeoEye, Earthstar Geographics, CNES/Airbus DS, USDA, USGS, AeroGRID, IGN, and the GIS User Community

TRACKING NO. _

Exhibit A

TRIM LINE

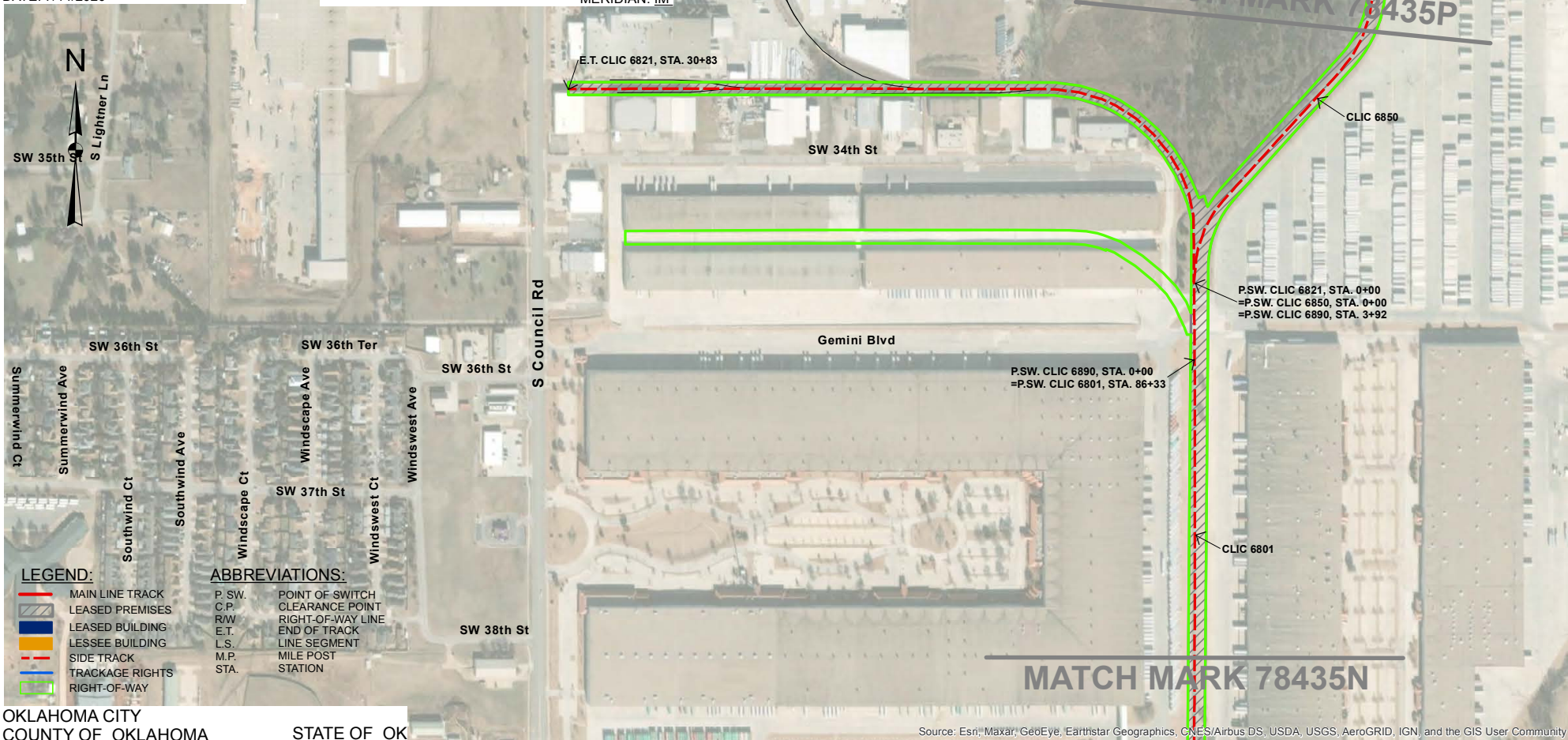
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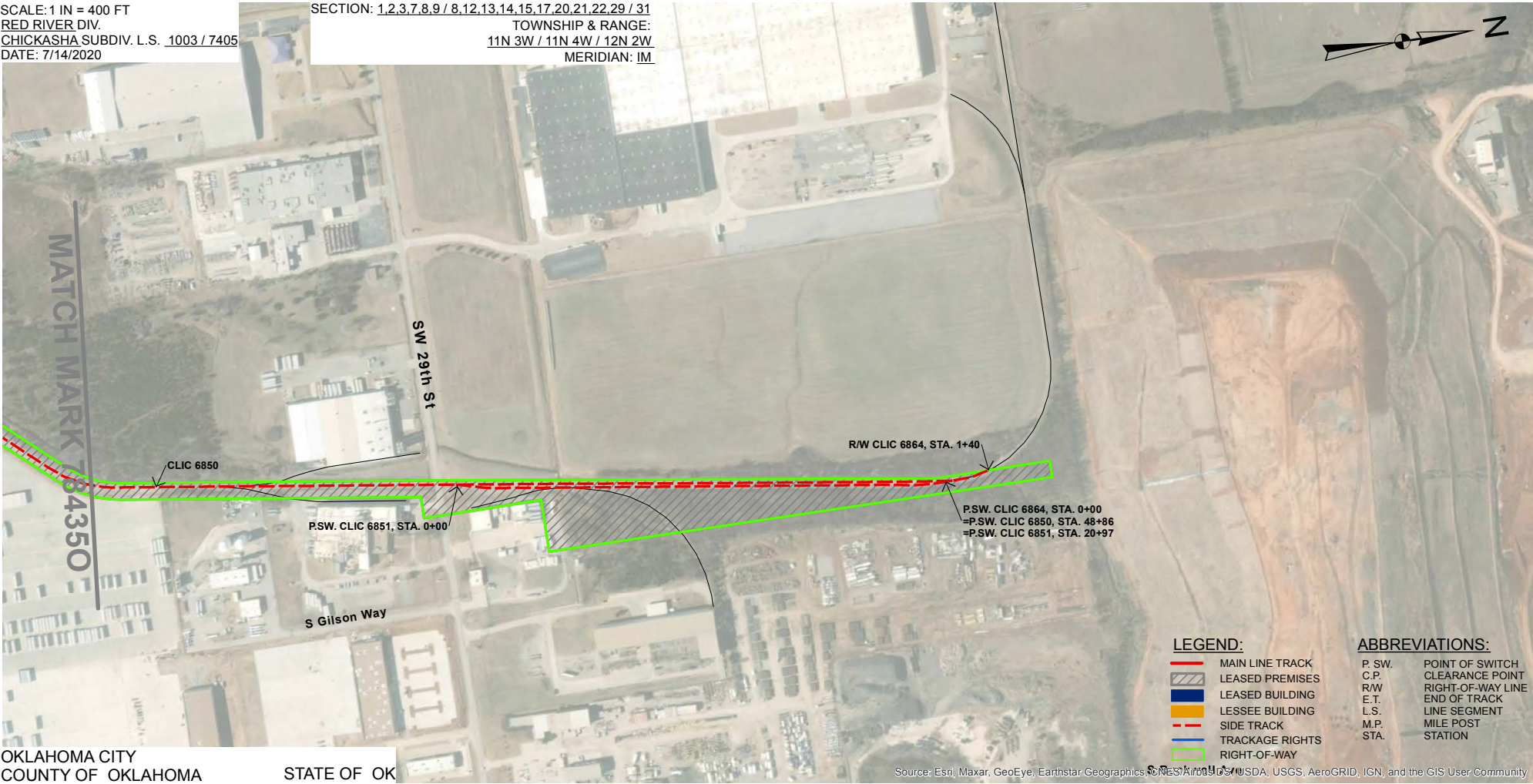
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— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT—
BNSF RAILWAY COMPANY**

CONFIDENTIAL EXHIBIT B

TRANSACTION DOCUMENTS

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36445

**STILLWATER CENTRAL RAILROAD, L.L.C.
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT—
BNSF RAILWAY COMPANY**

EXHIBIT C

NOTICE TO CUSTOMERS

April 16, 2021

Re: **FD 36445**
Stillwater Central Railroad, L.L.C. — Lease Exemption with Interchange
Commitment — BNSF Railway Company

Dear Sirs:

Stillwater Central Railroad, L.L.C. (“SCR”) has filed a Notice of Exemption (the “Notice”) with the Surface Transportation Board (“STB”) to continue to lease from BNSF Railway Company (“BNSF”) of two lines of railroad extending between (1) between milepost 549.01 on Line Segment 1003 at Wheatland, easterly to milepost 540.65 on Line Segment 7405, immediately west of Shields Blvd.; and (2) milepost 540.0 on Line Segment 1003 easterly to the end of BNSF ownership at milepost 536.4 on the same segment (including the North Yard). Upon the effectiveness of the Notice, or as soon thereafter as possible, SCR will continue providing rail service to your facility on the respective lines

We are providing you with this information in keeping with STB shipper-notice requirements. You are not required to respond or to this letter or otherwise participate in the STB proceeding. If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,

Bradon J. Smith
Attorney for Stillwater Central Railroad, L.L.C.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36445

**STILLWATER CENTRAL RAILROAD, L.L.C.
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT—
BNSF RAILWAY COMPANY**

EXHIBIT D

FEDERAL REGISTER NOTICE

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

STILLWATER CENTRAL RAILROAD, L.L.C.
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT—
BNSF RAILWAY COMPANY

Stillwater Central Railroad, L.L.C., (“SCR”) a Class III carrier, has filed a notice of exemption (the “Notice”) to continue to lease from BNSF Railway Company (“BNSF”) two lines of railroad extending (1) from milepost 549.01 on Line Segment 1003 at Wheatland easterly to milepost 540.65 on Line Segment 7405, immediately west of Shields Blvd.; and (2) from milepost 540.0 easterly to the end of BNSF ownership at milepost 536.4 on Line Segment 1003 (including the North Yard), south of the connection with the BNSF main line.

Comments must be filed with the Board and served on:

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

The notice is filed under 49 C.F.R. § 1150.41. 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

Rick D. Baden hereby certifies and verifies under penalty of perjury as follows:

1. I am the Executive Vice President and Chief Financial Officer of the Stillwater Central Railroad, L.L.C. ("SCR").
2. The annual rail revenues of SCR will not result in SCR becoming Class I or II rail carrier under the thresholds set forth at 49 C.F.R. § 1201 (1-1).
3. I have read the foregoing Notice of Exemption and know that the facts stated herein are true.

Dated: April 19, 2021


Rick D. Baden