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May 11, 2021
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May 11, 2021

VIA ELECTRONIC FILING

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

Re: **FD 36489**
Savannah Industrial Transportation, LLC –
Operation Exemption – In Effingham County, GA

FD 36490
OmniTRAX Holdings Combined, Inc., and
HGS Railway Holdings, Inc. – Control Exemption –
Savannah Industrial Transportation, LLC

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an **Individual Petition for Exemption of Savannah Industrial Transportation, LLC, Pursuant to 49 C.F.R. Part 1121**, and a **Notice of Exemption of OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc., Pursuant to 49 C.F.R. § 1180.2(d)(2)**, dated May 11, 2021. Payment in the amount of \$17,800, representing the appropriate fees for these filings (\$16,200 and \$1,600, respectively), 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,

FILED

May 11, 2021

SURFACE

TRANSPORTATION BOARD

Robert A. Wimbish

Attorney for OmniTRAX Combined Holdings, Inc.,
and HGS Railway Holdings, Inc.

FEE RECEIVED
May 11, 2021
SURFACE
TRANSPORTATION BOARD

RAW:ah

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36490

OMNITRAX HOLDINGS COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.
-- CONTROL EXEMPTION --
SAVANNAH INDUSTRIAL TRANSPORTATION, LLC

**VERIFIED NOTICE OF EXEMPTION OF
OMNITRAX HOLDINGS COMBINED, INC., AND
HGS RAILWAY HOLDINGS, INC.
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

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

**ATTORNEYS FOR OMNITRAX HOLDINGS
COMBINED, INC., AND HGS RAILWAY
HOLDINGS, INC.**

Dated: May 11, 2021

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36490

OMNITRAX HOLDINGS COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.
-- CONTROL EXEMPTION --
SAVANNAH INDUSTRIAL TRANSPORTATION, LLC

**VERIFIED NOTICE OF EXEMPTION OF
OMNITRAX HOLDINGS COMBINED, INC., AND
HGS RAILWAY HOLDINGS, INC.
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

OmniTRAX Holdings Combined, Inc. (“OmniTRAX”), and HGS Railway Holdings, Inc. (“HGS”) – collectively, “Omni-HGS” – hereby file this notice of exemption under 49 C.F.R. § 1180.2(d)(2) to control Savannah Industrial Transportation, LLC (“SIT”) once SIT is authorized to commence, and commences, common carrier operations.¹ SIT, a non-carrier entity controlled by OmniTRAX, plans to lease from Savannah Industrial Logistics, LLC (“SIL”), another non-carrier holding of OmniTRAX, and to operate as a common carrier over certain trackage (the “Track”) in Rincon, Effingham County, Georgia, extending from a connection with Norfolk Southern Railway Company (“NSR”) at approximately NSR milepost 16.6 to a connection with CSX Transportation, Inc. (“CSXT”) at approximately CSXT milepost S484.0, a length of approximately 11,404 feet (the “Line”). SIT concurrently has filed a notice of exemption pursuant to 49 C.F.R. § 1150.31, *et seq.*, to operate the Track in *Savannah Industrial Transportation, LLC – Operation Exemption – in Effingham County, Georgia*, FD 36489.

¹ OmniTRAX and HGS are under joint managerial and operational control. *See OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc.—Control Exemption—The Winchester and Western Railroad Company*, FD 36338 (STB served Aug. 22, 2019), 1; and *see also HGS Ry. Holdings, Inc.—Continuance in Control Exemption—HGS-FCR, LLC*, FD 36180 (STB served May 23, 2018), 2-3 n.3.

The Track over which SIT seeks authorization to operate as a common carrier via the aforementioned FD 36489 proceeding does not connect with the lines of any of the existing rail carriers controlled by OmniTRAX or by HGS. In addition, this control transaction is not part of a series of anticipated transactions that would result in such a connection among any of the carriers under OmniTRAX's or HGS's control. Nor does this proposed control transaction involve a Class I carrier. Accordingly, Omni-HGS's proposal to control SIT once it becomes a railroad common carrier qualifies for the class exemption at 49 C.F.R. § 1180.2(d)(2).

In accordance with the requirements of 49 C.F.R. § 1180.4(g), OmniTRAX submits the following information:

Description of Proposed Transaction: 49 C.F.R. § 1180.6(a)(1)(i)

OmniTRAX is a non-carrier holding company that controls the following 20 Class III rail carriers (the "OmniTRAX Railroads"):

- Alabama & Tennessee River Railway, LLC
- Brownsville & Rio Grande International Railway, LLC
- Central Texas & Colorado River Railway, LLC
- Chicago Rail Link, L.L.C.
- Cleveland & Cuyahoga Railway, LLC
- Fulton County Railway, LLC
- Georgia & Florida Railway, LLC
- Georgia Woodlands Railroad, L.L.C.
- Great Western Railway of Colorado, L.L.C.
- Illinois Railway, LLC
- Kettle Falls International Railway, LLC
- Manufacturers' Junction Railway, L.L.C.
- Nebraska, Kansas and Colorado Railway, LLC
- The Newburgh & South Shore Railroad, LLC
- Northern Ohio & Western Railway, L.L.C.
- Panhandle Northern Railroad, L.L.C.
- Peru Industrial Railroad, LLC
- Sand Springs Railway Company
- Stockton Terminal and Eastern Railroad
- The Winchester and Western Railroad Company

See OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc. – Control Exemption – The Winchester and Western Railroad Company, FD 36338 (STB served Aug. 22, 2019) (“*Winchester*”), 1, n. 2.

HGS is also a non-carrier holding company, and it controls two Class III railroads: HGS-ATN, LLC, and HGS-FCR, LLC.

SIT is a non-carrier entity controlled by OmniTRAX. SIT proposes to lease and commence common carrier service over certain track (the Track) owned by SIL, also a non-carrier owner and operator of the logistics facility in which SIT plans to commence rail common carrier service.² The rail lines of OmniTRAX’s and HGS’s existing rail carrier holdings will not connect to any railroad lines to be operated by SIT. Omni-HGS proposes to exercise common control of SIT and the other carriers in the OmniTRAX and HGS corporate families once SIT commences common carrier operations pursuant to authority sought in FD 36489.

The full name and address of the Applicants herein is:

OmniTRAX Holdings Combined, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

HGS Railway Holdings, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

Any questions concerning this notice should be sent to the representative of OmniTRAX at the following address:

² SIL has granted its corporate affiliate, SIT, the right to conduct common carrier service over SIT, and has committed not to unduly interfere with SIT’s provision of common carrier service, as set forth in the SIT petition for exemption filed in FD 36489.

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

Proposed Schedule for Consummation: 49 C.F.R. § 1180.6(a)(1)(ii)

Although Omni-HGS understand that, pursuant 49 C.F.R. § 1180.4(g)(1), this exemption could take effect as early as June 10, 2021, Omni-HGS would not assume control of SIT as a rail common carrier until such time as SIT consummates the transaction that is the subject of its petition for exemption in FD 36489.

Purpose Sought to Be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)

OmniTRAX and HGS intend to reduce overhead expenses, coordinate billing, maintenance, mechanical and personnel policies and practices of their rail carrier subsidiaries and thereby improve the overall efficiency of rail service provided by the railroads in the OmniTRAX and HGS corporate family.

States in Which Property of Applicants is Located: 49 C.F.R. § 1180.6(a)(5)

SIT will operate as a common carrier over railroad property in Georgia.

OmniTRAX' existing rail carrier holdings own and/or operate over railroad property located in the following states:

Alabama & Tennessee River Railway, LLC: Alabama
Brownsville & Rio Grande International Railway, LLC: Texas
Central Texas & Colorado River Railway, LLC: Texas
Chicago Rail Link, L.L.C.: Illinois
Cleveland & Cuyahoga Railway, LLC: Ohio
Fulton County Railway, LLC: Georgia
Georgia & Florida Railway, LLC: Georgia, Florida
Georgia Woodlands Railroad, L.L.C.: Georgia
Great Western Railway of Colorado, L.L.C.: Colorado

Illinois Railway, LLC: Illinois
Kettle Falls International Railway, LLC: Washington (and British Columbia, Canada)
Manufacturers' Junction Railway, L.L.C.: Illinois
Nebraska, Kansas & Colorado Railway, LLC: Nebraska, Kansas, Colorado
The Newburgh & South Shore Railroad, LLC: Ohio
Northern Ohio & Western Railway, L.L.C.: Ohio
Panhandle Northern Railroad, L.L.C.: Texas
Peru Industrial Railroad, LLC: Illinois
Sand Springs Railway Company: Oklahoma
Stockton Terminal and Eastern Railroad: California
Winchester & Western Railroad Company: New Jersey, Maryland, Virginia and West Virginia

HGS's existing rail carrier holdings (each of which is a non-operating owner of railroad lines operated by other carriers) own railroad property located in the following states:

HGS-ATN, LLC: Alabama
HGS-FCR, LLC: Georgia

Map - Exhibit 1: 49 C.F.R. § 1180.6(a)(6)

A map of the Track to be operated by SIT and maps of the rail lines currently owned and/or operated by OmniTRAX rail carrier holdings and HGR rail carrier holdings are attached hereto as Exhibits A-1 and A-2, respectively.

Agreement - Exhibit 2: 49 C.F.R. § 1180.6(a)(7)(ii)

OmniTRAX already owns and controls SIT, currently a non-carrier. No additional agreement is contemplated or necessary for Omni-HGR to control SIT once SIT becomes a common carrier.

Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)

Pursuant to 49 U.S.C. § 11326(c), no employee protective conditions may be imposed on this transaction. Each of OmniTRAX's and HGR's existing railroad subsidiaries is currently a Class III rail carrier, and SIT will be a Class III carrier upon commencing operations.

Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)

Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), the proposed control transaction is exempt from environmental reporting requirements. Omni-HGS's control of SIT 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)(3), Omni-HGS' proposed control of SIT also is exempt from historic preservation reporting requirements. The control transaction will not substantially change the level of maintenance of any railroad property.

Interchange Commitments: 49 C.F.R. § 1180.4(g)(4)

The proposed control transaction that is the subject of this proceeding does not itself authorize or encompass the acquisition or operation of a rail line. Accordingly, the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. However, the underlying SIT operation transaction set forth in FD 36489 does not include any provision limiting SIT's ability or right to interchange of traffic with a third-party connecting carrier.

Respectfully submitted,

By: R. A. Wimbish
Robert A. Wimbish
Thomas J. Healey
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR OMNITRAX
HOLDINGS COMBINED, INC.**

Dated: May 11, 2021

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36490

**OMNITRAX HOLDINGS COMBINED, INC.
-- CONTROL EXEMPTION --
SAVANNAH INDUSTRIAL TRANSPORTATION, LLC**

EXHIBIT A-1

**MAP OF SAVANNAH INDUSTRIAL
TRANSPORTATION, LLC**



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36490

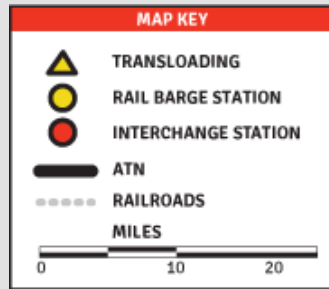
**OMNITRAX HOLDINGS COMBINED, INC.
-- CONTROL EXEMPTION --
SAVANNAH INDUSTRIAL TRANSPORTATION, LLC**

EXHIBIT A-2

MAPS OF OMNITRAX RAILROADS

ALABAMA & TENNESSEE RIVER RAILWAY, LLC *

GADSDEN, ALABAMA



PRINT 

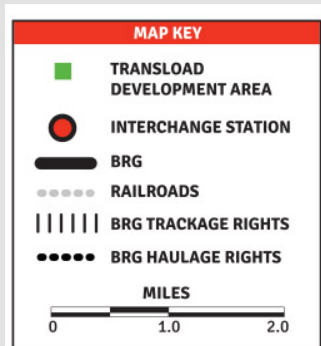
[VIEW GOOGLE MAP](#) 



* Owned by HGS-ATN, LLC

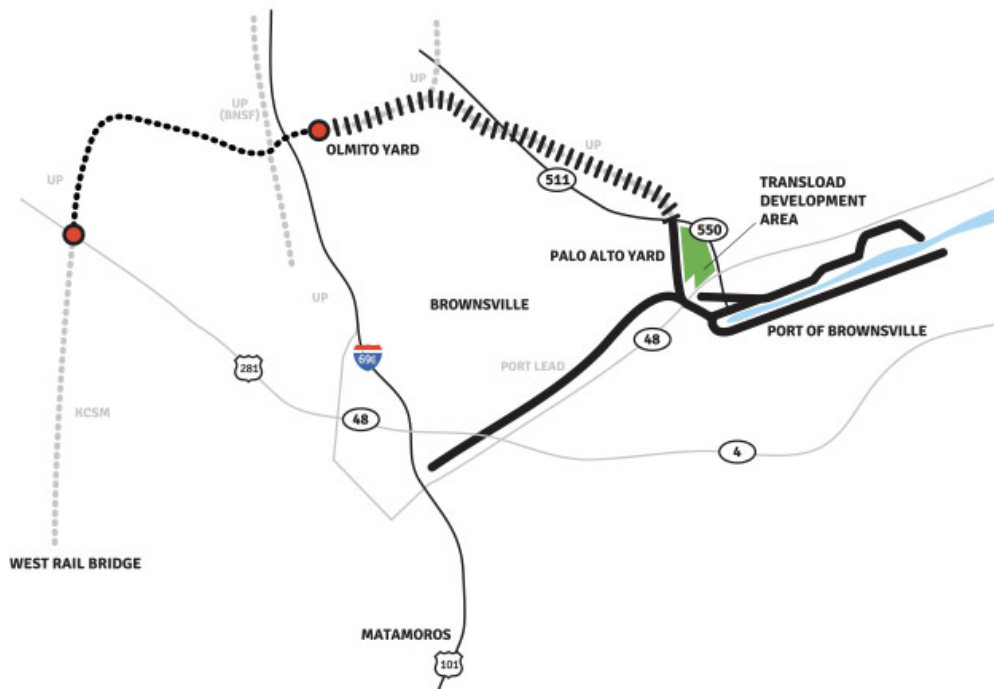
BROWNSVILLE & RIO GRANDE INTERNATIONAL RAILWAY, LLC

BROWNSVILLE, TEXAS

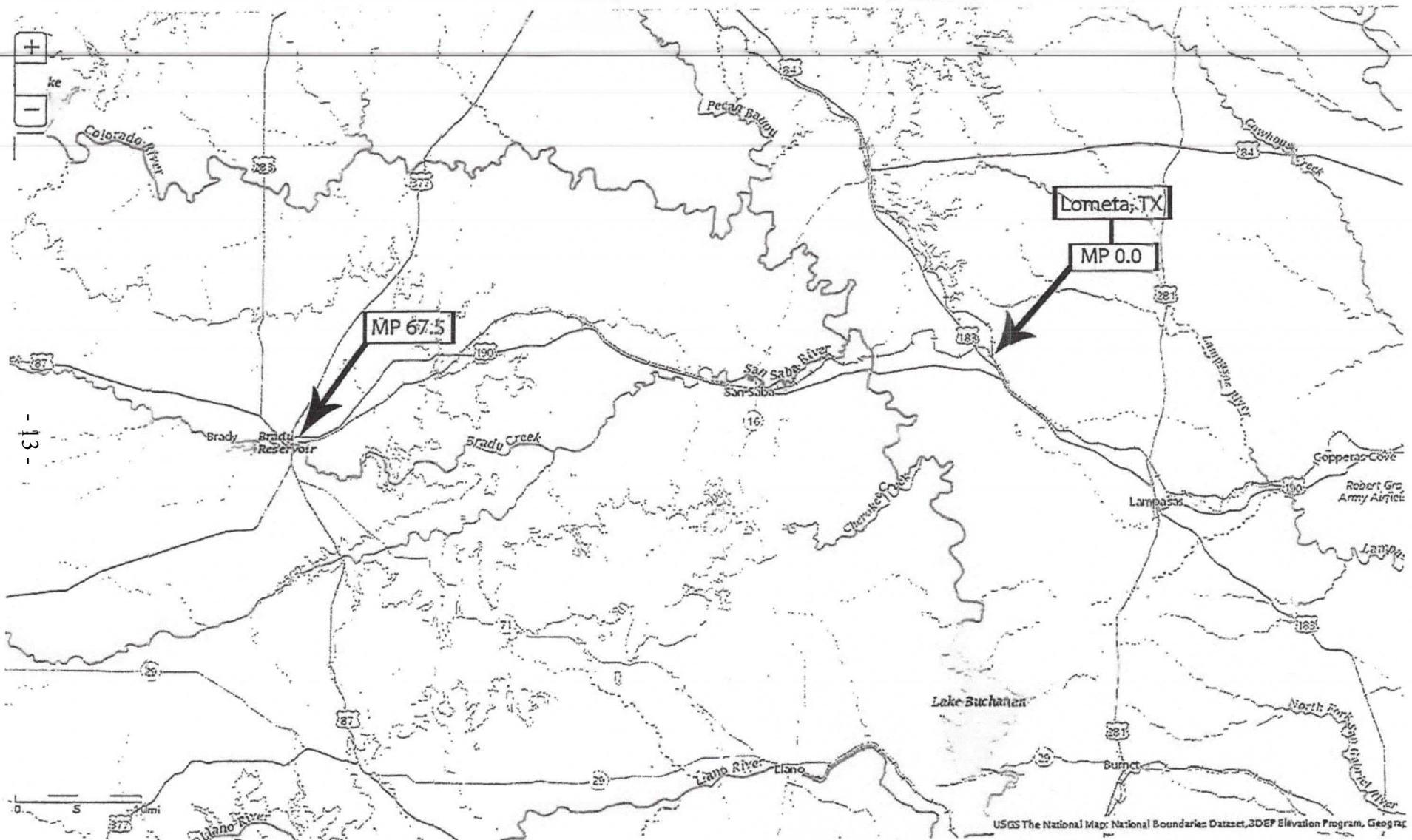


PRINT 

[VIEW GOOGLE MAP](#) 



Central Texas & Colorado River Railway, LLC



MAP KEY

RAIL-READY SITES

TRANSLOAD FACILITIES

INTERCHANGE STATION

CRL

RAILROADS

MILES

0

2.5

5

VIEW GOOGLE MAP

EXPLORE RAIL-READY SITES

VIEW PDF OF ALL SITES

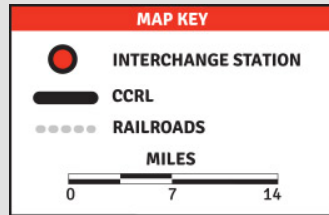
PRINT MAP

The map displays the Chicago River Loop (CRL) route, a thick black line connecting several stations marked with white circles. The route starts at MOKENA in the southwest, goes north through TINLEY PARK, OAK FOREST, MIDLOTHIAN, ROBBINS, BLUE ISLAND, GRESHAM, and then turns east through WESTERN AVE., WOOD ST., ASHLAND AVE., and 95TH. It then turns south through PORT, IRONDALE, and KENSINGTON, ending near PULLMAN JCT. The map also shows various railroads as dotted lines, including BNSF, CN, NS, CSXT, MTRA, UP, and IHB. Major highways are indicated with blue and red shields: I-55, I-90, I-294, I-94, I-80, and I-57. Specific locations marked with green squares (Rail-Ready Sites) include IRONDALE and KENSINGTON. Yellow squares (Transload Facilities) are located at BLUE ISLAND and PORT. The map includes a scale bar from 0 to 5 miles and a north arrow pointing towards the top right.

1/1

CLEVELAND AND CUYAHOGA RAILWAY, LLC

CLEVELAND, OHIO



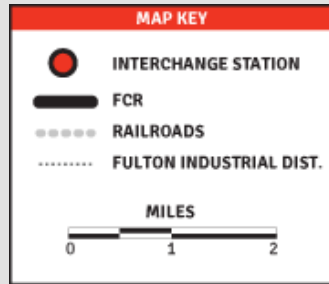
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[VIEW GOOGLE MAP](#) 



FULTON COUNTY RAILWAY, LLC *

ATLANTA, GEORGIA

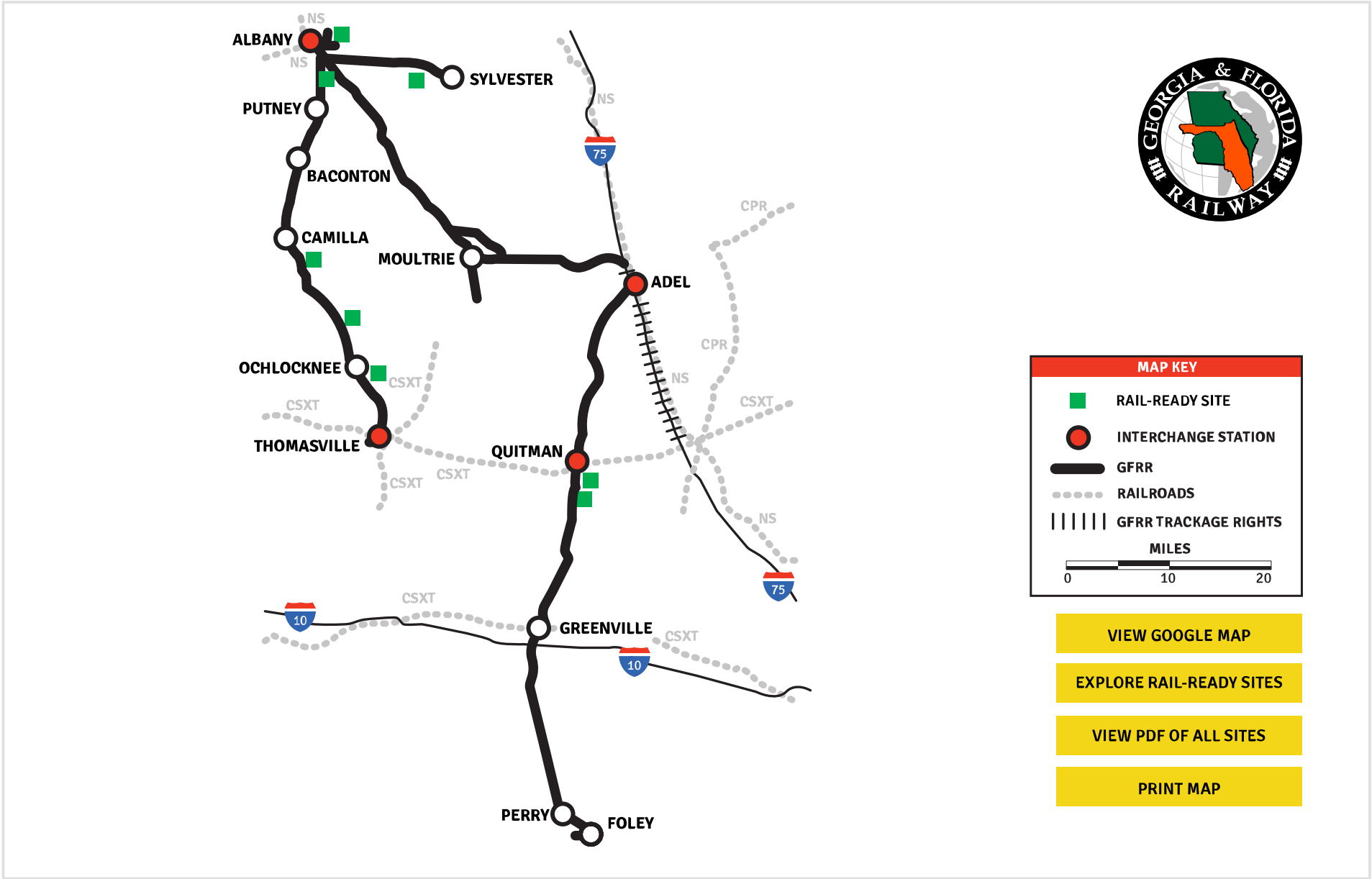


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[VIEW GOOGLE MAP](#) 

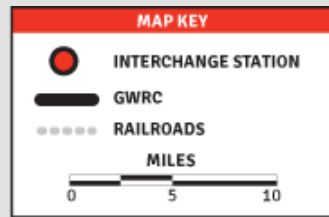


* Owned by HGS-FCR, LLC



GEORGIA WOODLANDS RAILROAD, LLC

WASHINGTON, GEORGIA



PRINT 

[VIEW GOOGLE MAP](#) 



GREAT WESTERN RAILWAY OF COLORADO, LLC

LOVELAND, COLORADO

MAP KEY

AVAILABLE LAND

INTERCHANGE STATION

GWR

RAILROADS

MILES

0510

PRINT 

VIEW GOOGLE MAP 



ILLINOIS RAILWAY, LLC

OTTAWA, ILLINOIS

MAP KEY

INTERCHANGE STATION

IR

RAILROADS

IR TRACKAGE RIGHTS

MILES

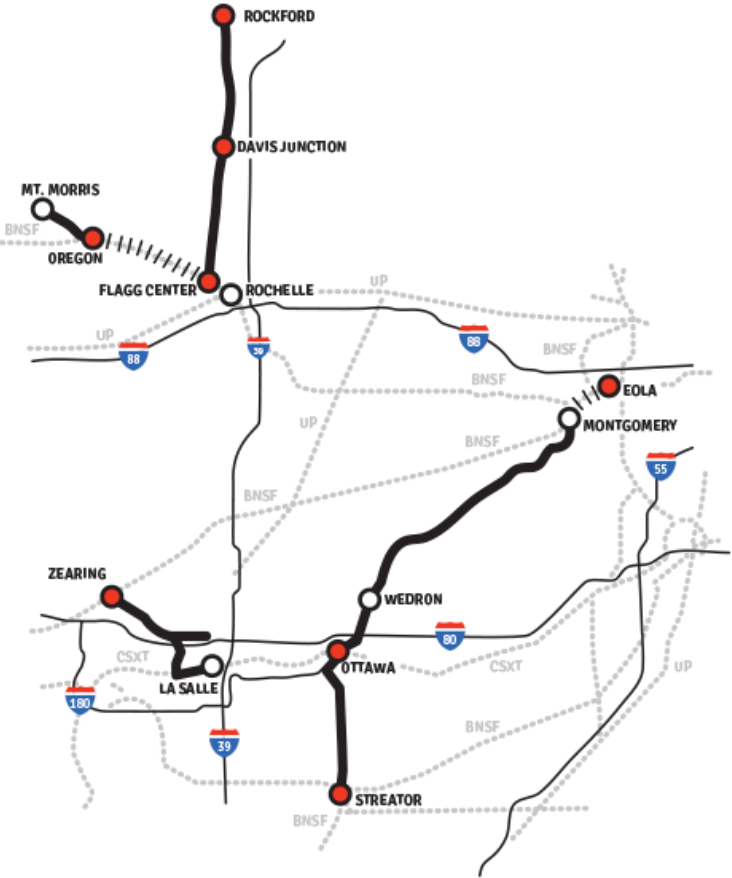
0

10

20

PRINT 

[VIEW GOOGLE MAP](#) 



KETTLE FALLS INTERNATIONAL RAILWAY, LLC

KETTLE FALLS, WASHINGTON

MAP KEY

INTERCHANGE STATION

KFR

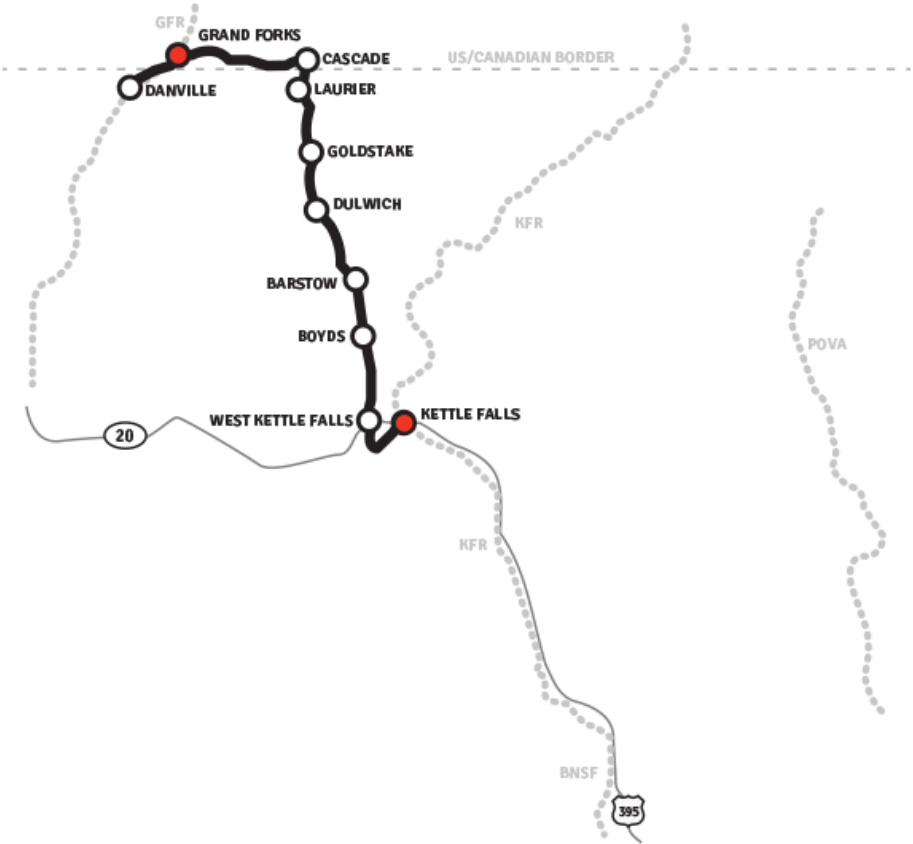
RAILROADS

MILES

01020

PRINT 

[VIEW GOOGLE MAP](#) 



MANUFACTURERS' JUNCTION RAILWAY, LLC

CICERO, ILLINOIS

MAP KEY

INTERCHANGE STATION

MJ

RAILROADS

MILES

00.250.5

PRINT 

VIEW GOOGLE MAP 

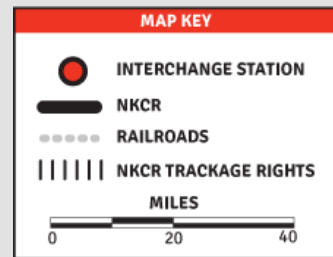
The map illustrates the Manufacturers' Junction Railway (MJ) system in Cicero, Illinois. The MJ is represented by a thick black line running vertically. Key interchange stations are marked with red dots and labeled: CSXT at the top, BRC in the middle, BNSF below BRC, and CN at the bottom. The MJ intersects with several major roads: W 16th Street, W 22nd Street, W 28th Street, and W 31st Street. A diagonal road, S Cicero Avenue, also intersects the MJ. To the right, S Pulaski Road is shown. The map also displays existing railroads: CSXT (dotted line) running horizontally at the top, BNSF (dotted line) running diagonally from the bottom left to the top right, and CN (dotted line) running horizontally at the bottom. A scale bar indicates distances in miles (0, 0.25, 0.5). A legend in the top left corner defines the symbols for interchange stations, the MJ, and railroads. A 'PRINT' button and a 'VIEW GOOGLE MAP' button are located in the bottom left corner.

<https://omnitrax.com/our-company/our-railroads/manufacturers-junction-railway-llc/>

2/2

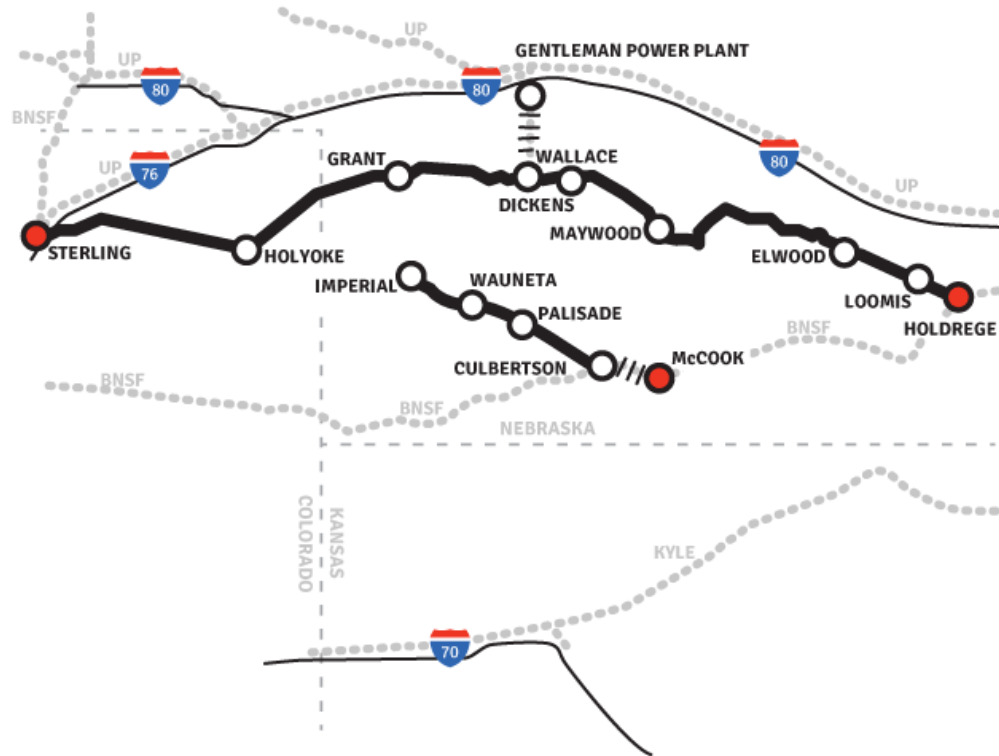
NEBRASKA, KANSAS & COLORADO RAILWAY, LLC

GRANT, NEBRASKA



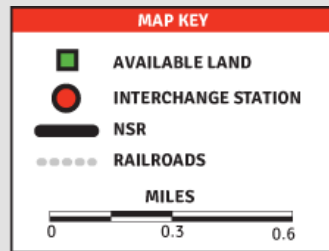
PRINT 

[VIEW GOOGLE MAP](#) 



NEWBURGH & SOUTH SHORE RAILROAD, LLC

MARCELLINE YARD, OHIO



PRINT 

[VIEW GOOGLE MAP](#) 



NORTHERN
OHIO &
WESTERN
RAILWAY, LLC

TIFFIN, OHIO

MAP KEY

INTERCHANGE STATION

NOW

RAILROADS

MILES

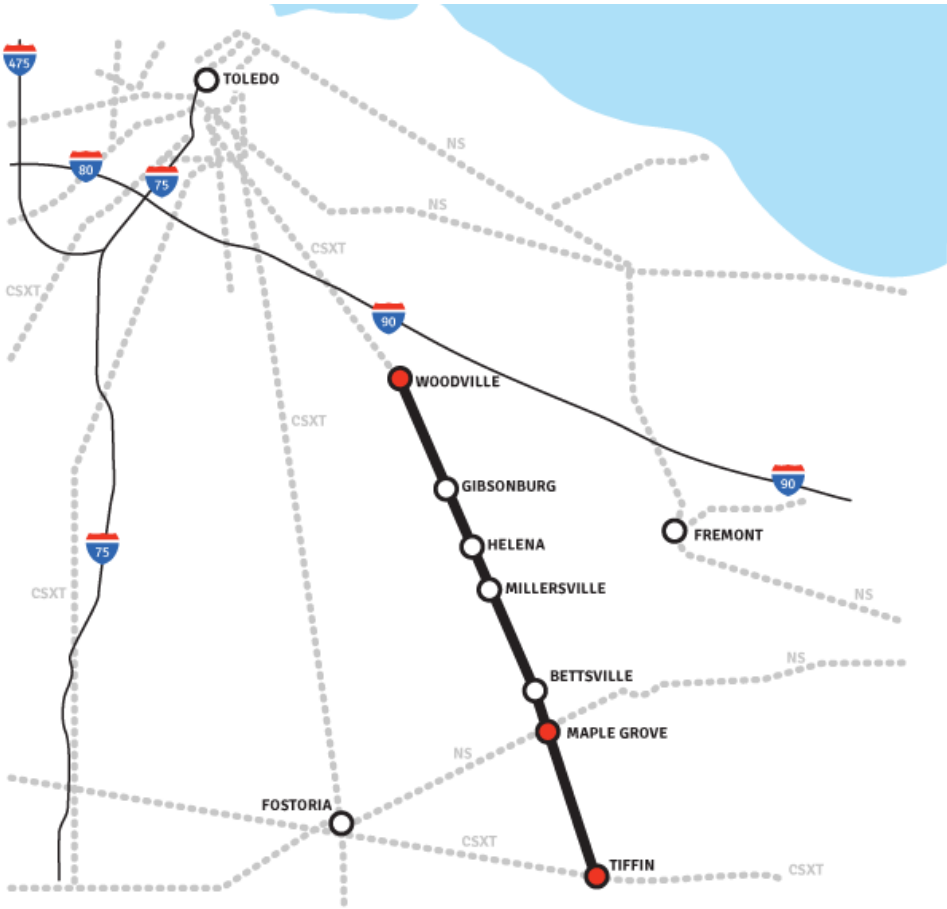
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PRINT

VIEW GOOGLE MAP



PANHANDLE
NORTHERN
RAILROAD,
LLC
BORGER, TEXAS

MAP KEY

INTERCHANGE STATION

PNR

RAILROADS

MILES

01020

PRINT 

VIEW GOOGLE MAP 

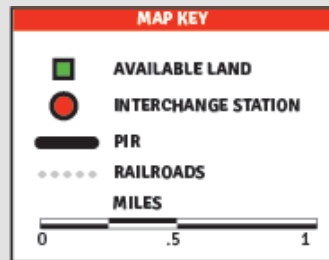
The map displays the Panhandle Northern Railroad (PNR) route, highlighted in thick black. The route starts at Borger, Texas, and proceeds south through McBride and Abell to the interchange station at Panhandle. From Panhandle, the route continues south to Amarillo. The map also shows major highways: US-87, US-60, US-207, US-152, and I-40. BNSF railroads are indicated by dotted lines. A scale bar shows 0, 10, and 20 miles. A map key defines the symbols for interchange stations, PNR, and railroads.

<https://omnitrax.com/our-company/our-railroads/panhandle-northern-railroad-llc/>

2/2

PERU INDUSTRIAL RAILROAD, LLC

PERU, ILLINOIS



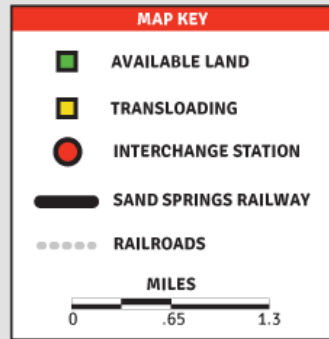
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[VIEW GOOGLE MAP](#) 



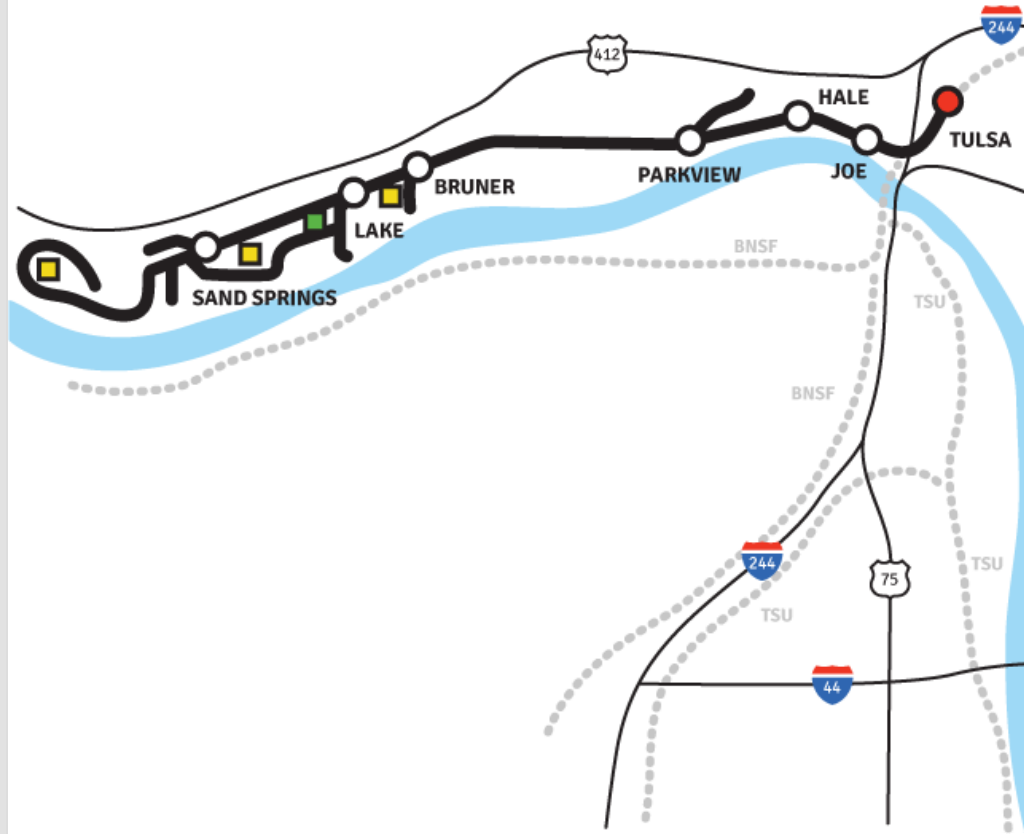
SAND SPRINGS RAILWAY COMPANY

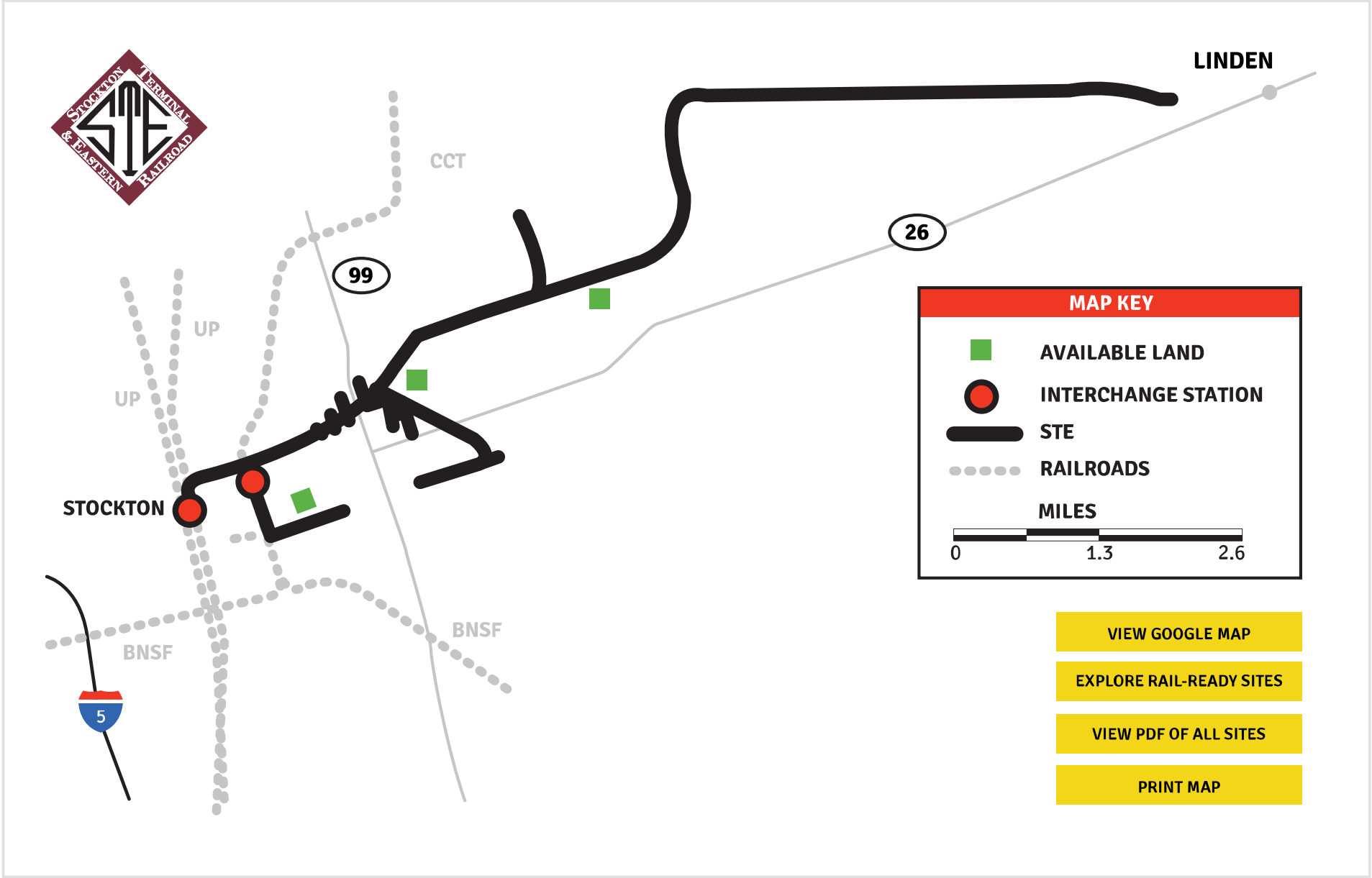
TULSA, OKLAHOMA



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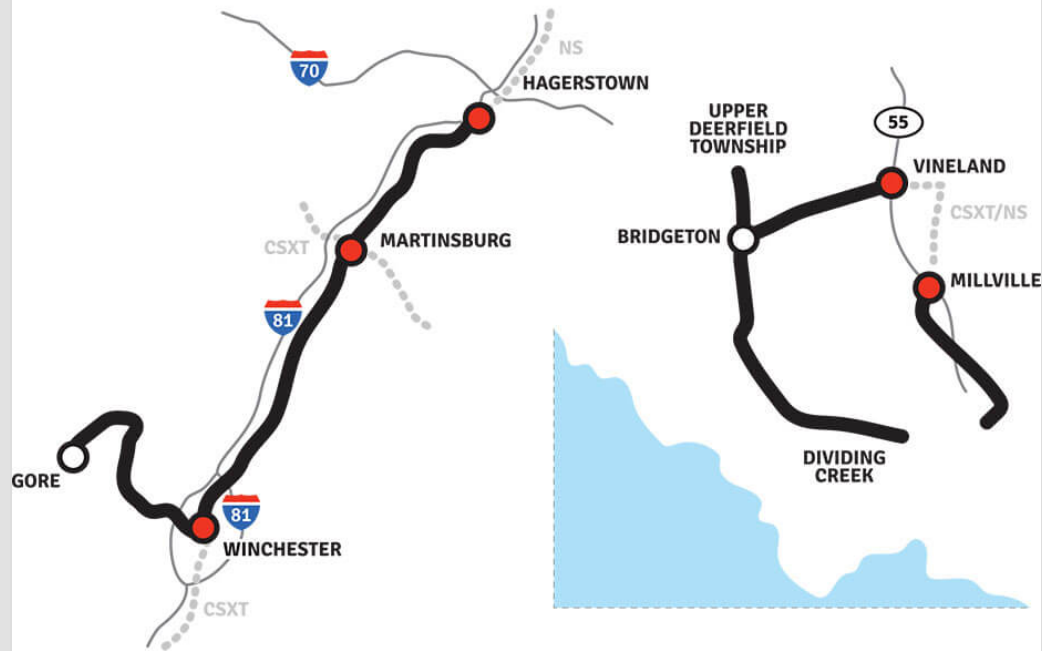
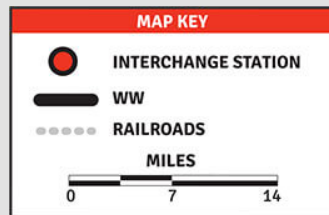
[VIEW GOOGLE MAP](#) 





WINCHESTER AND WESTERN RAILROAD COMPANY

WEST VIRGINIA, NEW
JERSEY



PRINT 

[VIEW GOOGLE MAP](#) 

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36490

**OMNITRAX HOLDINGS COMBINED, INC.
-- CONTROL EXEMPTION --
SAVANNAH INDUSTRIAL TRANSPORTATION, LLC**

VERIFICATION

VERIFICATION

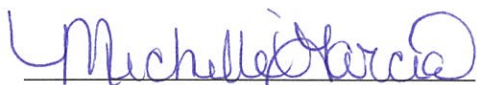
State of Colorado)
) ss:
County of Denver)

Sergio A. Sabatini, being duly sworn, deposes and says that he is President of OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc., that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

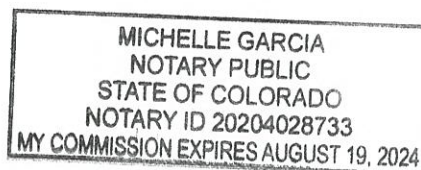


Sergio A Sabatini

SUBSCRIBED AND SWORN TO
before me this 10th day
of May, 2021



Notary Public



My Commission expires: 8/19/24