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Office of Proceedings
June 1, 2021
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June 1, 2021

VIA ELECTRONIC FILING

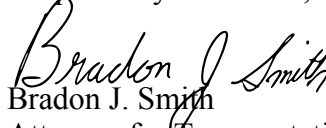
Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: **FD 36465**
Transportation Holdings, LLC — Control Exemption —
Adrian & Blissfield Rail Road Company, Charlotte
Southern Railroad Company, Detroit Connecting Railroad
Company, Lapeer Industrial Railroad Company, and
Jackson & Lansing Railroad Company

Attached for filing in the above-captioned proceeding are a **Verified Notice of Exemption of Transportation Holdings, LLC Pursuant to 49 C.F.R. § 1180.2(d)(2)** (the “Notice”) and a **Motion for Protective Order**, both dated June 1, 2021. Public and Confidential versions of Exhibit 2 to the Notice have been filed separately. The sum of \$1,600, representing the appropriate fee for this filing, 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 Transportation Holdings, LLC

BJS:bs

Attachment

FEE RECEIVED
June 1, 2021
SURFACE

TRANSPORTATION BOARD

FILED
June 1, 2021
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36465

TRANSPORTATION HOLDINGS, LLC
— CONTROL EXEMPTION —
ADRIAN & BLISSFIELD RAIL ROAD COMPANY, CHARLOTTE
SOUTHERN RAILROAD COMPANY, DETROIT CONNECTING
RAILROAD COMPANY, LAPEER INDUSTRIAL RAILROAD COMPANY, AND
JACKSON & LANSING RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION OF
TRANSPORTATION HOLDINGS, LLC
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

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

**ATTORNEYS FOR
TRANSPORTATION HOLDINGS, LLC**

Dated: June 1, 2021

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36465

TRANSPORTATION HOLDINGS, LLC
— CONTROL EXEMPTION —
ADRIAN & BLISSFIELD RAIL ROAD COMPANY, CHARLOTTE
SOUTHERN RAILROAD COMPANY, DETROIT CONNECTING
RAILROAD COMPANY, LAPEER INDUSTRIAL RAILROAD COMPANY, AND
JACKSON & LANSING RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION OF
TRANSPORTATION HOLDINGS, LLC
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Transportation Holdings, LLC (“Holdings”), a non-carrier, hereby files this notice of exemption (the “Notice”) under 49 C.F.R. § 1180.2(d)(2) for authorization to obtain a controlling interest in five Class III rail carriers, the Adrian & Blissfield Rail Road Company (“A&B”) and four rail carrier subsidiaries: Charlotte Southern Railroad Company, Detroit Connecting Railroad Company, Lapeer Industrial Railroad Company, and Jackson & Lansing Railroad Company¹ (collectively, A&B and its subsidiaries will be referred to herein as the “A-B Carriers”). Holdings is a non-carrier that will enter into an agreement to acquire a controlling interest in A&B, and thereby also acquire indirect control of the four subsidiary carriers.

Holdings currently controls no rail carriers. The A-B Carriers do not connect to one another and this control transaction is not part of a series of anticipated transactions that would result in such a connection. Nor does this proposed control transaction involve a Class I

¹ See Mark W. Dobronski & Susan K. Dobronski — *Acquisition of Control Exemption — Adrian & Blissfield Rail Road Company, Charlotte Southern Railroad Company, Detroit Connecting Railroad Company, Lapeer Industrial Railroad Company, and the Jackson & Lansing Railroad Company*, FD 35787 (STB served Dec. 12, 2013).

carrier. Accordingly, Holdings' proposed control of the A-B Carriers qualifies for the exemption at 49 C.F.R. § 1180.2(d)(2).

Pursuant to the requirements of 49 C.F.R. § 1180.4(g), Holdings submits the following information:

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

Holdings is a non-carrier entity established principally to acquire control of railroad carriers. Holdings and the shareholders of A&B are entering into an Equity Purchase Agreement (the "Agreement") by which Holdings would acquire a controlling interest in A&B and, in turn, indirect control of four rail carrier subsidiaries. A confidential version of the Agreement has been filed under seal subject to a motion for issuance of a protective order pursuant to 49 C.F.R. § 1104.14.

The full name and address of the Applicant herein is:

Transportation Holdings, LLC
3385 West M-21
Owosso, Mich. 48867
(989) 948-3659

Any questions concerning this Notice should be sent to Holdings' representative at the following address:

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

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

Holdings intends to acquire control of the A-B Carriers on or before July 1, 2021, concurrent with the effectiveness of the Notice and the closing date contemplated in the Agreement.

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

The exemption sought herein will allow Holdings to acquire control of the A-B Carriers. Holdings intends through the proposed A-B Carriers transaction to sustain and enhance the A-B Carriers' efficiency, financial strength, and ability to meet the needs of shippers.

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

Holdings is a non-carrier holding company based in Michigan. It does not own any rail property. The A&B Carriers own and operate railroad lines located entirely in Michigan.

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

A map of the A-B Carriers is attached as Exhibit 1.

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

Redacted (public) and confidential versions of the Agreement governing the proposed transaction are separately-filed exhibits to this Notice. The confidential version of the Agreement is filed under seal subject to a simultaneously-filed motion for issuance of a protective order pursuant to 49 C.F.R. § 1104.14(b).

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

The transaction will involve only Class III carriers. Accordingly, labor protection conditions cannot be imposed pursuant to 49 U.S.C. § 11326(c). *Cathcart Rail, LLC* —

Continuance in Control Exemption — Belpre Industrial Parkersburg Railroad, LLC, FD 36421 (STB served Aug. 7, 2020), 2 (“Because this transaction involves Class III rail carriers only, the Board, under the statute, may not impose labor protective conditions”).

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

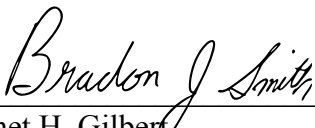
Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), the proposed control transaction is exempt from environmental reporting requirements. Holdings’ control of the A-B Carriers will not result in significant changes in carrier operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(3), the proposed control transaction 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 does not involve the acquisition or operation of a rail line, and thus the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable.

Respectfully submitted,

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

**ATTORNEYS FOR
TRANSPORTATION HOLDINGS, LLC**

Dated: June 1, 2021

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36465

**TRANSPORTATION HOLDINGS, LLC
— CONTROL EXEMPTION —
ADRIAN & BLISSFIELD RAIL ROAD COMPANY, CHARLOTTE
SOUTHERN RAILROAD COMPANY, DETROIT CONNECTING
RAILROAD COMPANY, LAPEER INDUSTRIAL RAILROAD COMPANY, AND
JACKSON & LANSING RAILROAD COMPANY**

EXHIBIT 1

MAP OF CARRIER OPERATIONS

Exhibit 1
Docket No. FD 36465
Transportation Holdings, LLC -- Control Exemption -- Adrian & Blissfield Rail Road Company, Charlotte Southern Railroad Company, Detroit Connecting Railroad Company, Lapeer Industrial Railroad Company, and Jackson & Lansing Railroad Company (Subject Carriers Highlighted)

RAILROADS OPERATING IN MICHIGAN

CLASS I RAILROADS

- CN Canadian National Railway
— CSX CSX Transportation
— NS Norfolk Southern Railway

Note: A Class I railroad is one with annual operating revenue greater than \$256 million.

OTHER RAILROADS

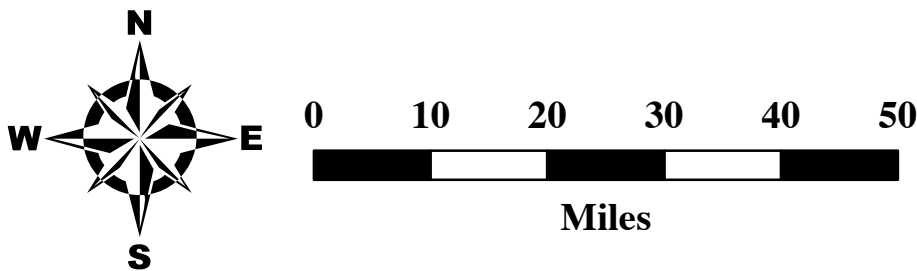
- ADBF Adrian & Blissfield Railroad --1
AMTK Amtrak (National Railroad Passenger Corporation)
AA Ann Arbor Railroad
CP Canadian Pacific Railway*
CHS Charlotte Southern Railroad --2
CM Coopersville and Marne Railway
CR Consolidated Rail Corporation
DC Delray Connecting Railroad
DCON Detroit Connecting Railroad --3
ELS Escanaba & Lake Superior Railroad
GDLK Grand Elk Railroad
GRE Grand Rapids Eastern Railroad
GLC Great Lakes Central Railroad
HE Huron & Eastern Railway
IN Indiana Northeastern Railroad
IO Indiana & Ohio Railroad
JAIL Jackson & Lansing Railroad --4
LSRC Lake State Railway
LSI Lake Superior & Ishpeming Railroad
LIRR Lapeer Industrial Railroad --5
MQT Marquette Rail
MS Michigan Shore Railroad
MSO Michigan Southern Railroad
MM Mid-Michigan Railroad
MRI Mineral Range Railroad
WMI West Michigan Railroad
Intercity Passenger Rail Service (Amtrak)

* Canadian Pacific is a Class I railroad but owns limited track in Michigan.

DETROIT AREA INSET



Map Courtesy of MDOT



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SOUTHERN RAILROAD COMPANY, DETROIT CONNECTING
RAILROAD COMPANY, LAPEER INDUSTRIAL RAILROAD COMPANY, AND
JACKSON & LANSING RAILROAD COMPANY**

EXHIBIT 2

AGREEMENT

**PUBLIC (REDACTED) AND CONFIDENTIAL
EXHIBITS – FILED SEPARATELY**

VERIFICATION

State of Michigan)
) ss:
County of ~~Shiawassee~~)
 OTTAWA

Chris Bagwell being duly sworn, deposes and says that: he is Chief Transportation Officer of Transportation Holdings LLC, he has read the foregoing Notice of Exemption and knows the facts asserted therein, and the same are true as stated.



Chris Bagwell

SUBSCRIBED AND SWORN TO
before me this 21 day
of May, 2021.



Notary Public

My Commission expires: 24-DEC-2025

DAVID W. MASON
NOTARY PUBLIC - STATE OF MICHIGAN
COUNTY OF OTTAWA
My Commission Expires Dec. 24, 2025
Acting in the County of OTTAWA

