

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive
Suite 800
Chicago, Illinois 60606-3208

BRADON J. SMITH

(312) 252-1516
bsmith@fletcher-sippel.com

302995

ENTERED
Office of Proceedings
September 14, 2021
Part of
Public Record

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

September 14, 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 20423-0001L

Re: **FD 36513**
RJ Corman Railroad Company/Tennessee Terminal LLC
— Lease and Operation Exemption with Interchange
Commitment — BNSF Railway Company

Dear Ms. Brown

Attached for filing in the above-captioned proceeding is the **Verified Notice of Exemption of RJ Corman Railroad Company/Tennessee Terminal LLC Pursuant to 49 C.F.R. Part 1150 Subpart E (Public)** dated September 14, 2021. A confidential version has been filed separately in accordance with 49 C.F.R. § 1150.43(g). The filing fee has been tendered 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.

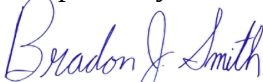
FEE RECEIVED

September 14, 2021

SURFACE

TRANSPORTATION BOARD

Respectfully submitted,



Bradon J. Smith

Attorney for RJ Corman Railroad
Company/Tennessee Terminal LLC

BJS:bs

Attachment

FILED
September 14, 2021
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36513

RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF
RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
PURSUANT TO 49 C.F.R. PART 1150, SUBPART E**

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

**ATTORNEYS FOR RJ CORMAN RAILROAD
COMPANY/TENNESSEE TERMINAL, LLC**

Dated: September 14, 2021

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36513

RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION OF
RJ CORMAN/TENNESSEE TERMINAL LLC
PURSUANT TO 49 C.F.R. PART 1150, SUBPART E**

Pursuant to 49 C.F.R. Part 1150, Subpart E, RJ Corman Railroad Company/Tennessee Terminal, LLC (“RJ/TN”), a Class III rail carrier, hereby files this Verified Notice of Exemption (the “Notice”) to continue to lease from the BNSF Railway Company (“BNSF”) the following railroad line segments (collectively, the “Lines”) portrayed on Exhibit A:

- a. The Tennessee Yard tracks, consisting of:
 - i. Track No. 0323 from a point west of Track No. 0324 to the point it connects with Track No. 2058 on the west end of the yard;
 - ii. Track Nos. 2062, 2063, 2064, 2065, 0311, and 0312;
 - iii. Track No. 1400, and all connected BNSF-owned industrial tracks north of the yard;
 - iv. Track No. 1300, and all connected BNSF-owned industrial tracks north of the yard;
 - v. Track Nos. 1365, 1370, and 1375;
 - vi. Track No. 1372;
 - vii. Track No. 1500 from a point east of the Shelby overpass and all Hickory Hill Industrial Park leads owned by BNSF; and

- viii. Track Nos. 0892, 1202, 1204, 1207 and all connected BNSF owned industrial tracks north of main track No. 2;
- b. The Airport Industrial Park tracks (located in Shelby County, Tennessee); and
- c. The Olive Branch, Mississippi Metro Industrial Park tracks in DeSoto County, Mississippi.

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

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

RJ Corman Railroad Company/Tennessee Terminal, LLC
101 RJ Corman Dr.
Nicholasville, KY 40356

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

RJ/TN'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)

BNSF and RJ/TN have negotiated a "Lease of Rail Operations and Personal Property" (the "Lease") governing the Lines.¹

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

RJ/TN will operate and provide all rail common carrier service to shippers on the Lines as it does now.

¹ Reference in the Lease to the "effective date" indicate the parties' covenant to apply the terms retrospectively; the parties' agreement will not be effective until Board authorization.

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

RJ/TN is the current operator of the Lines. *R.J. Corman Railroad Company/Tennessee Terminal, LLC — Lease and Operation Exemption — BNSF Railway Company*, FD 34772 (STB served Feb. 3, 2006) (the “2006 Notice”) (identifying certain lines likewise subject to this notice).^{2,3} RJ/TN and BNSF have negotiated the Lease for the Lines (all of which are located in Shelby County, Tennessee, and DeSoto County, Mississippi). The total length of the Lines is approximately 46.7 miles; the Lines generally do not have mileposts.

RJ/TN intends to consummate transaction on or shortly after the effective date of the subject class exemption.

The name and address of the railroad leasing the Lines to RJ/TN 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. There are no affected interchanges.

² The nomenclature of certain tracks as referred to in the *2006 Notice* (such as the “Coors Lead”) have been renamed. The track numbers, however, remain the same.

³ Trackage rights discussed in the *2006 Notice* remain in effect, and are not included within the scope of the present proceeding. Notice Exhibit B, Lease, Exhibit I.

(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 RJ/TN rail service over the past two years are as follows: Altium Packaging/Consolidated Container, American Plastic Toys, Barrett Distribution, Blue Linx Corp, Boise Cascade, Bryce Company, Detail Distribution Inc., Flying J, Graham Packaging, Henkel Corp., H.W. Jenkins Lumber Co., Ideal Chemical & Supply Co., International Paper, J. Strickland, J.M. Smucker, Kik Custom Products, Macaroy Enterprises, MalloryDist/Evergreen, Mallory-Pilot, Mallory-Weyerhauser, McEwen Lumber, Memphis Distribution Services, New Millennium Building Systems, Parman Energy Corp., Plaskolite, Pratt Industries, Sappi NA, Solae LLC, Transload of Tennessee, and TransStore, Inc.

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

██████	██████
██████	██████

(v) RJ/TN 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) No third party railroad could physically interchange with the subject Line; no third party carrier connects with the Line.

(vii) BNSF has informed RJ/TN it would not lease the Lines absent the interchange commitment, and thus its value is inestimable.

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

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

RJ/TN's annual revenue is not anticipated to exceed \$5 million.

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

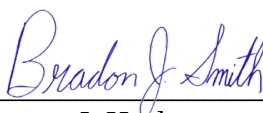
Under 49 C.F.R. § 1105.6(c)(2), this transaction is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

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 would be required to abandon or 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: 

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

**ATTORNEYS FOR RJ CORMAN/TENNESSEE
TERMINAL LLC**

Dated: September 14, 2021

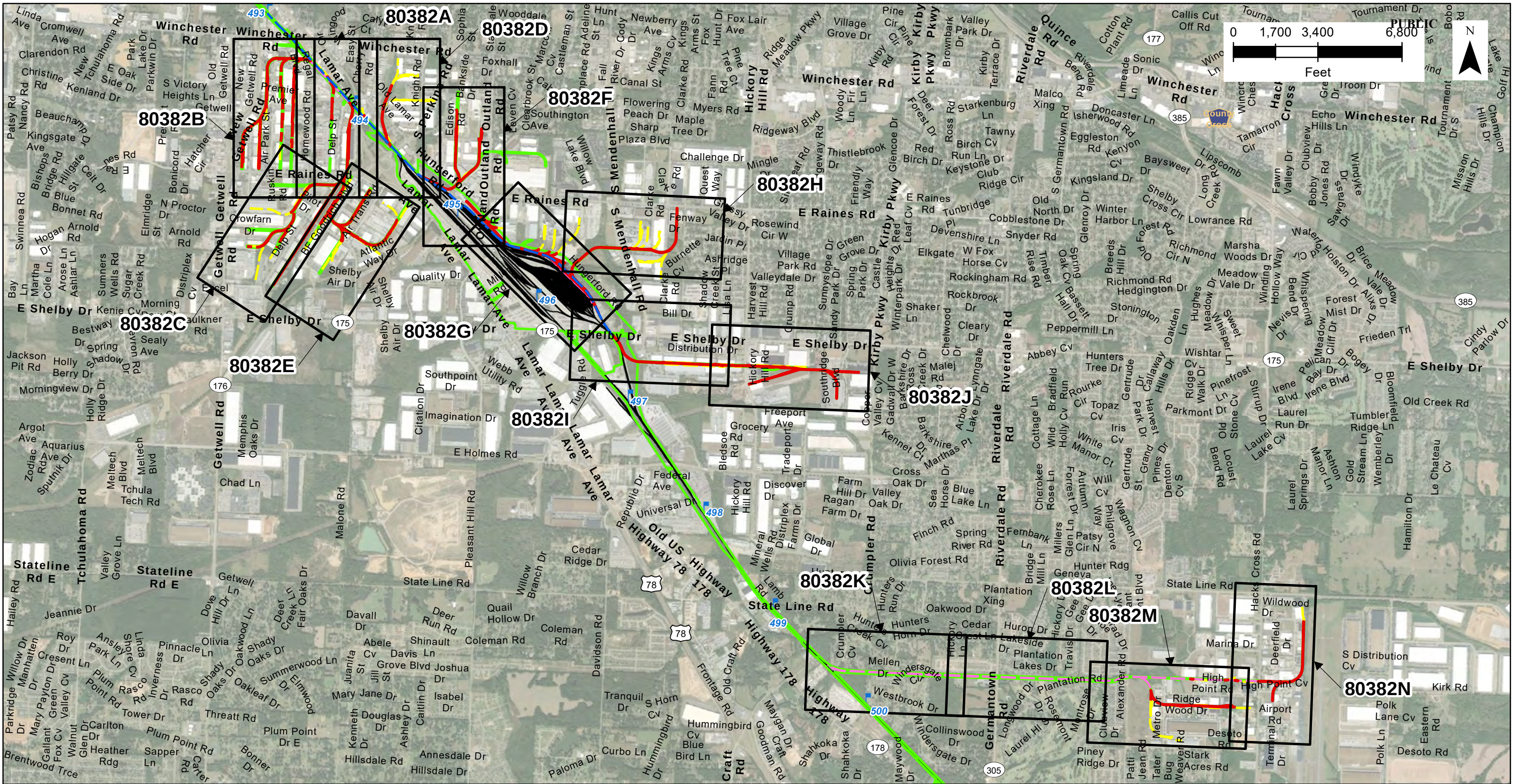
**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36513

**RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY**

EXHIBIT A

MAPS



ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY
AND
R.J. CORMAN RAILROAD COMPANY /
TENNESSEE TERMINAL, LLC
MEMPHIS, TN / OLIVE BRANCH, MS



EXHIBIT "A"
ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY

R.J. CORMAN RAILROAD COMPANY /
TENNESSEE TERMINAL, LLC

SCALE: 1 IN = 400 FT
HEARTLAND DIV.
THAYER SOUTH SUBDIV. L.S. 1001 / 1121
DATE: 4/22/2021

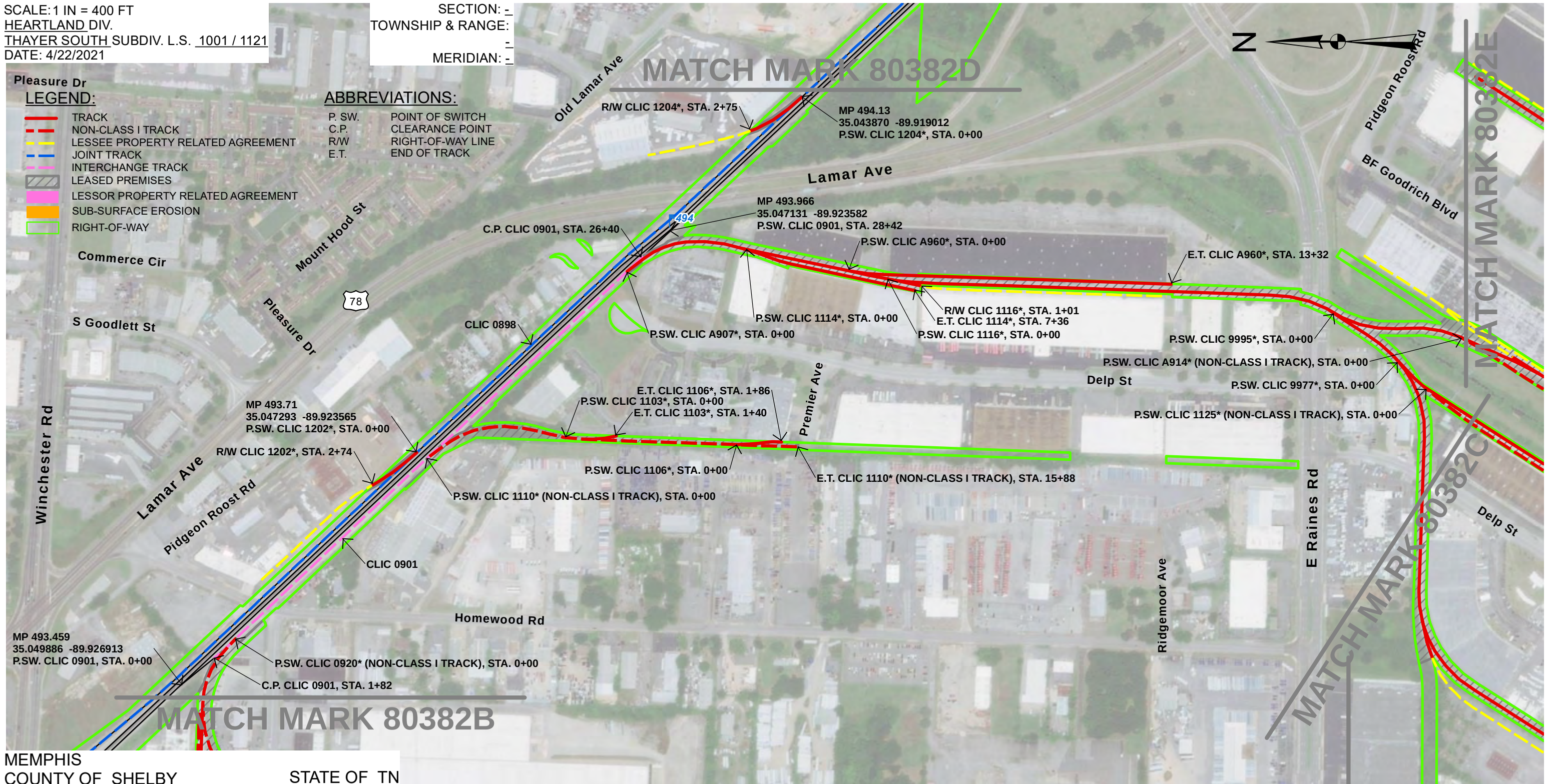
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TOWNSHIP & RANGE: -
MERIDIAN: -

Pleasure Dr
LEGEND:

- | | |
|---|-----------------------------------|
|  | TRACK |
|  | NON-CLASS I TRACK |
|  | LESSEE PROPERTY RELATED AGREEMENT |
|  | JOINT TRACK |
|  | INTERCHANGE TRACK |
|  | LEASED PREMISES |
|  | LESSOR PROPERTY RELATED AGREEMENT |
|  | SUB-SURFACE EROSION |
|  | RIGHT-OF-WAY |

ABBREVIATIONS:

- | | |
|--------|-------------------|
| P. SW. | POINT OF SWITCH |
| C.P. | CLEARANCE POINT |
| R/W | RIGHT-OF-WAY LINE |
| E.T. | END OF TRACK |



MEMPHIS
COUNTY OF SHELBY

STATE OF TN

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BNSF RAILWAY COMPANY
AND

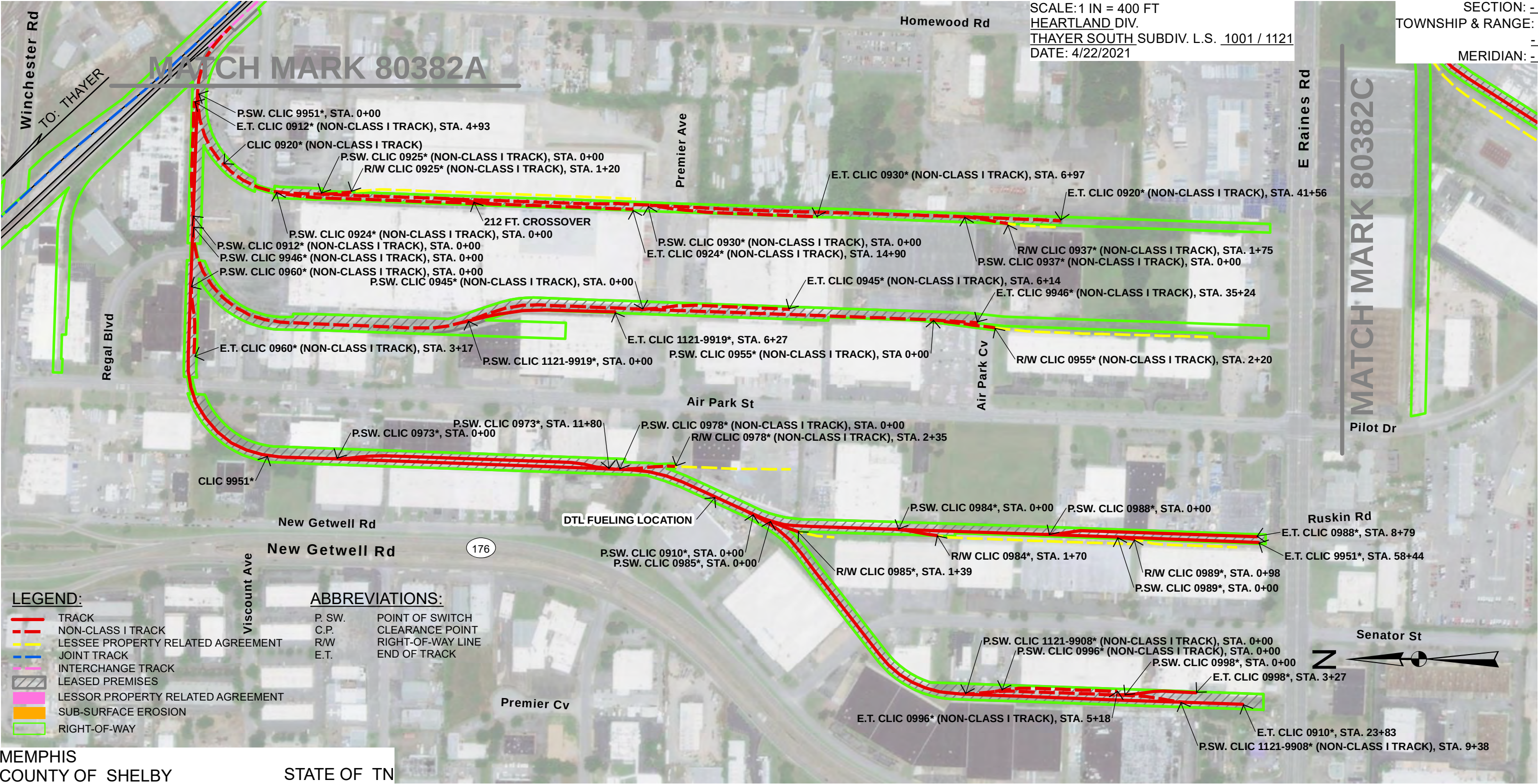
R.J. CORMAN RAILROAD COMPANY /
TENNESSEE TERMINAL, LLC

TRIM LINE

SCALE: 1 IN = 400 FT
HEARTLAND DIV.
THAYER SOUTH SUBDIV. L.S. 1001 / 1121
DATE: 4/22/2021

SECTION: -
TOWNSHIP & RANGE: -
MERIDIAN: -

MAP REF. S6787Z



MEMPHIS
COUNTY OF SHELBY

STATE OF TN

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SECTION:
TOWNSHIP & RANGE:
MERIDIAN:

TRIM LINE

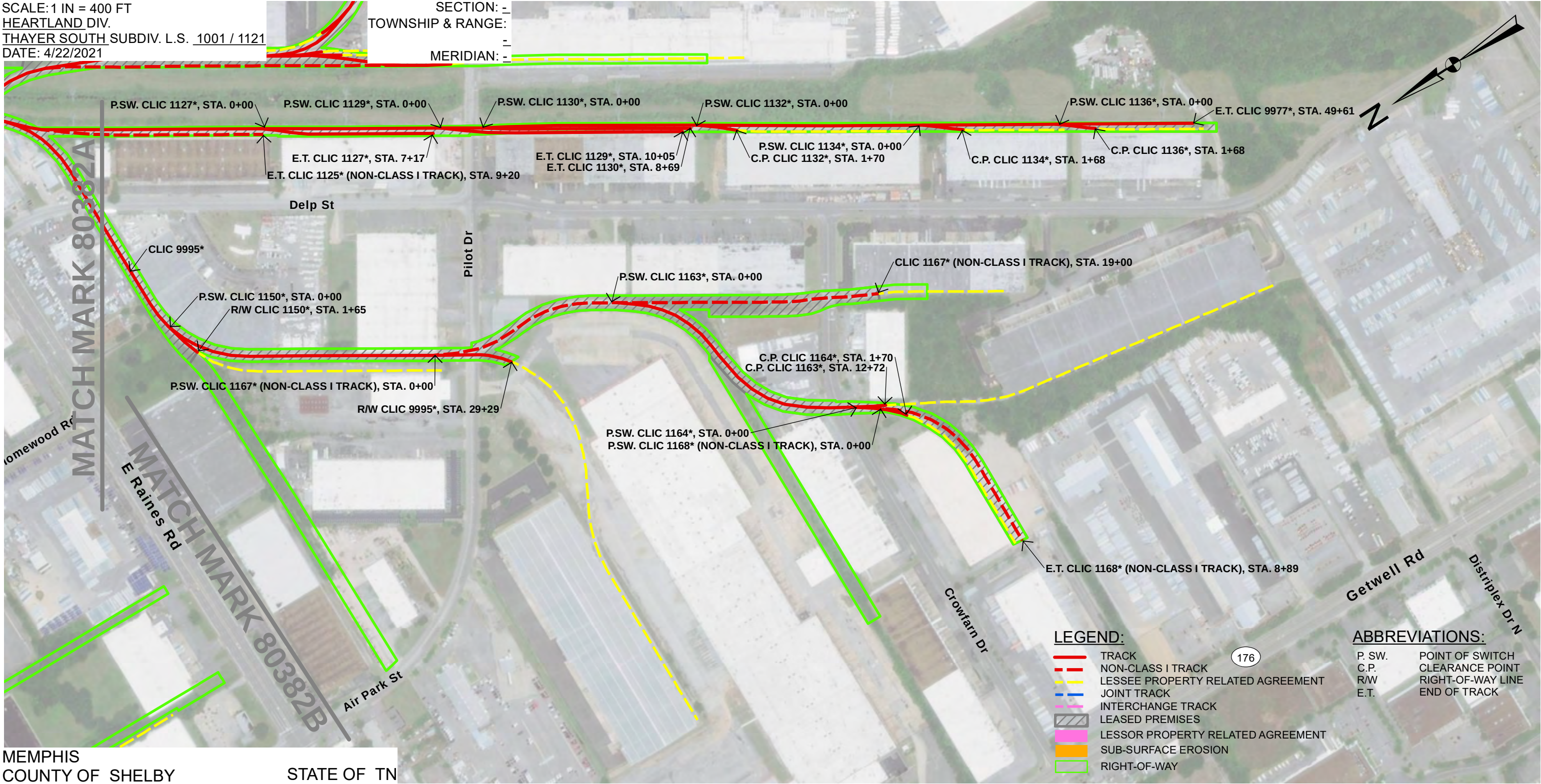


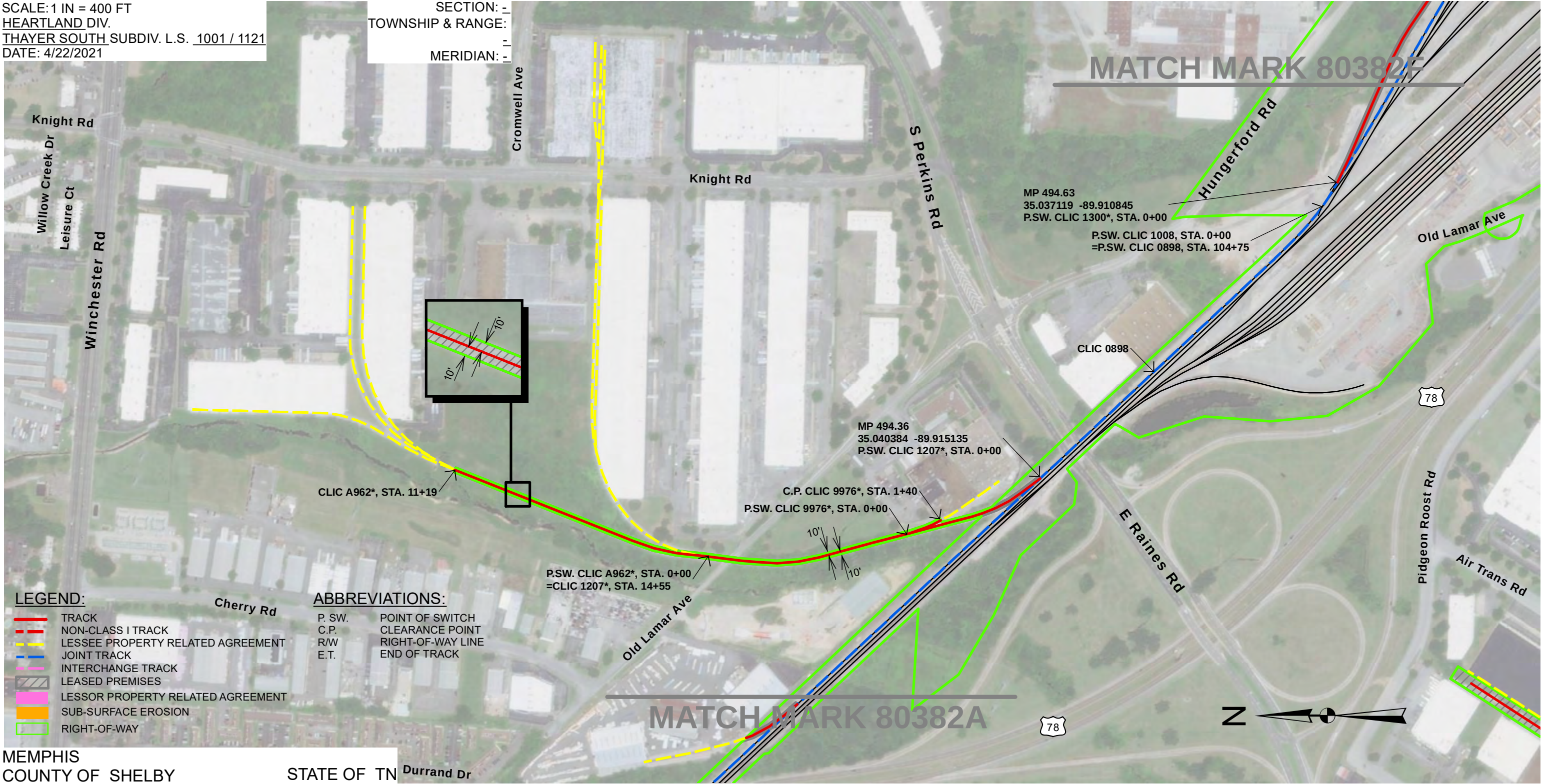
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R.J. CORMAN RAILROAD COMPANY /
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MERIDIAN: -

TRIM LINE



MEMPHIS
COUNTY OF SHELBY

STATE OF TN

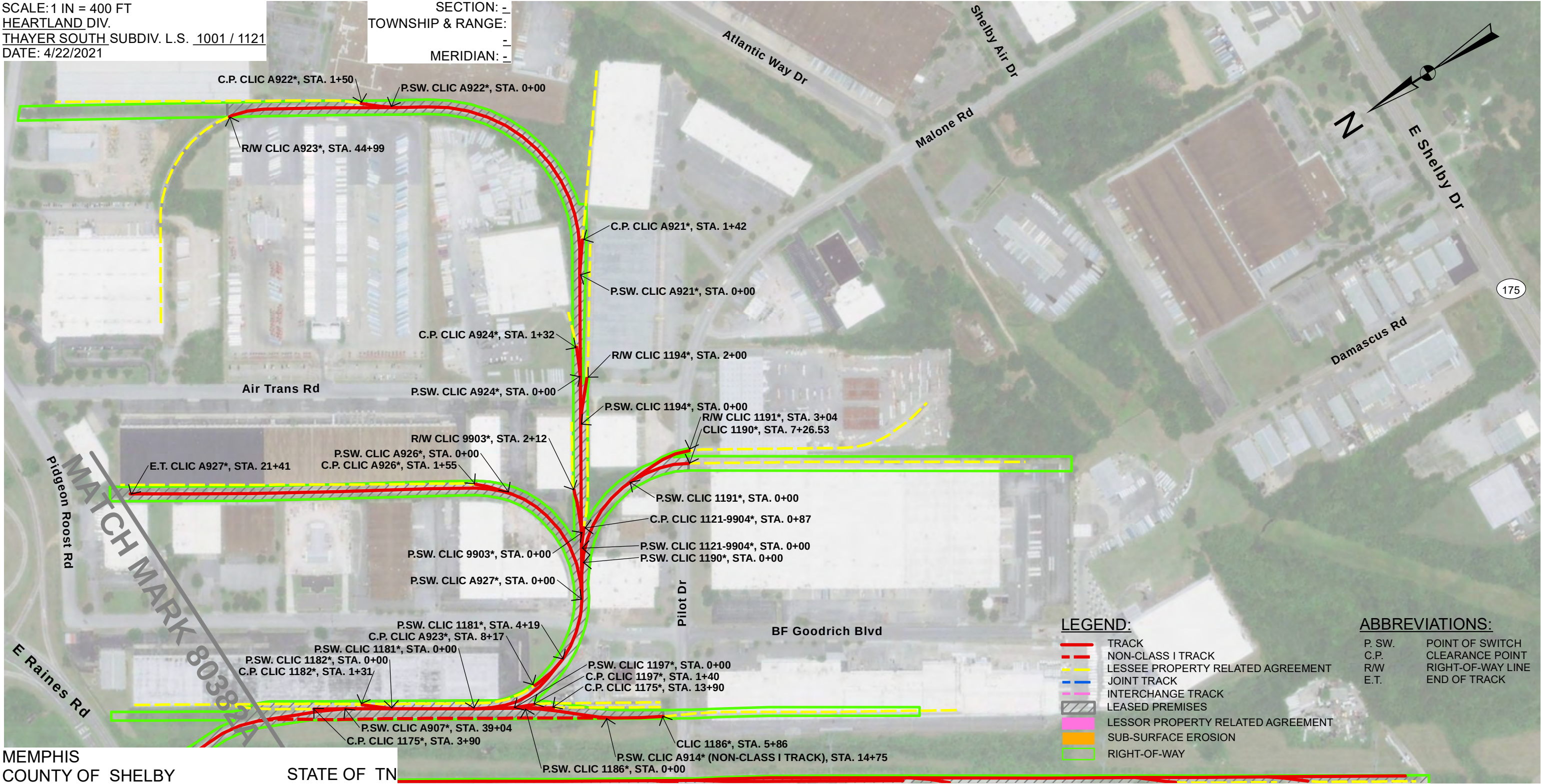
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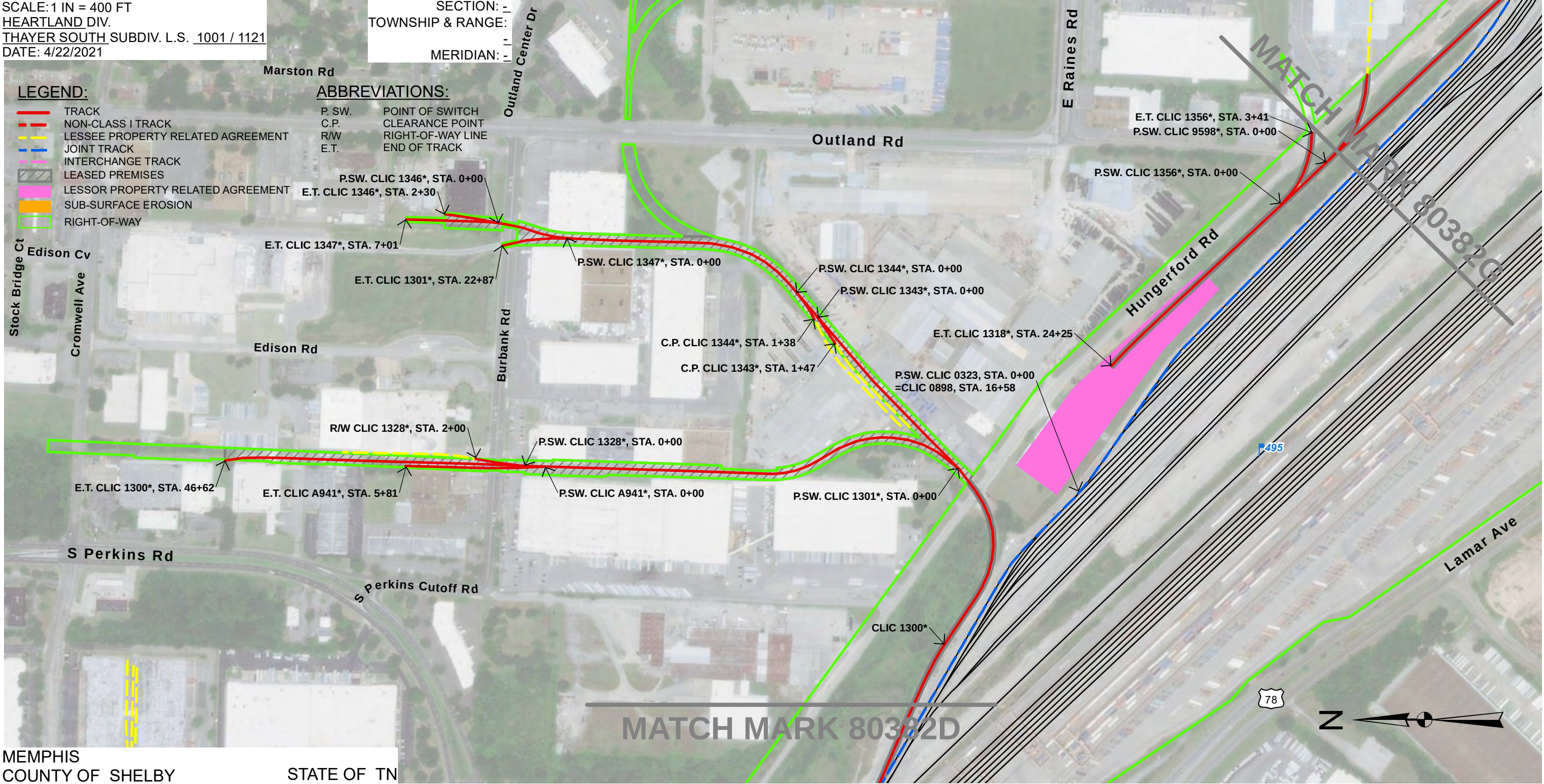
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TOWNSHIP & RANGE: -
MERIDIAN: -

LEGEND:

- TRACK
- NON-CLASS I TRACK
- LESSEE PROPERTY RELATED AGREEMENT
- JOINT TRACK
- INTERCHANGE TRACK
- LEASED PREMISES
- LESSOR PROPERTY RELATED AGREEMENT
- SUB-SURFACE EROSION
- RIGHT-OF-WAY

ABBREVIATIONS:

- P. SW. POINT OF SWITCH
- C.P. CLEARANCE POINT
- R/W RIGHT-OF-WAY LINE
- E.T. END OF TRACK



MEMPHIS
COUNTY OF SHELBY

STATE OF TN

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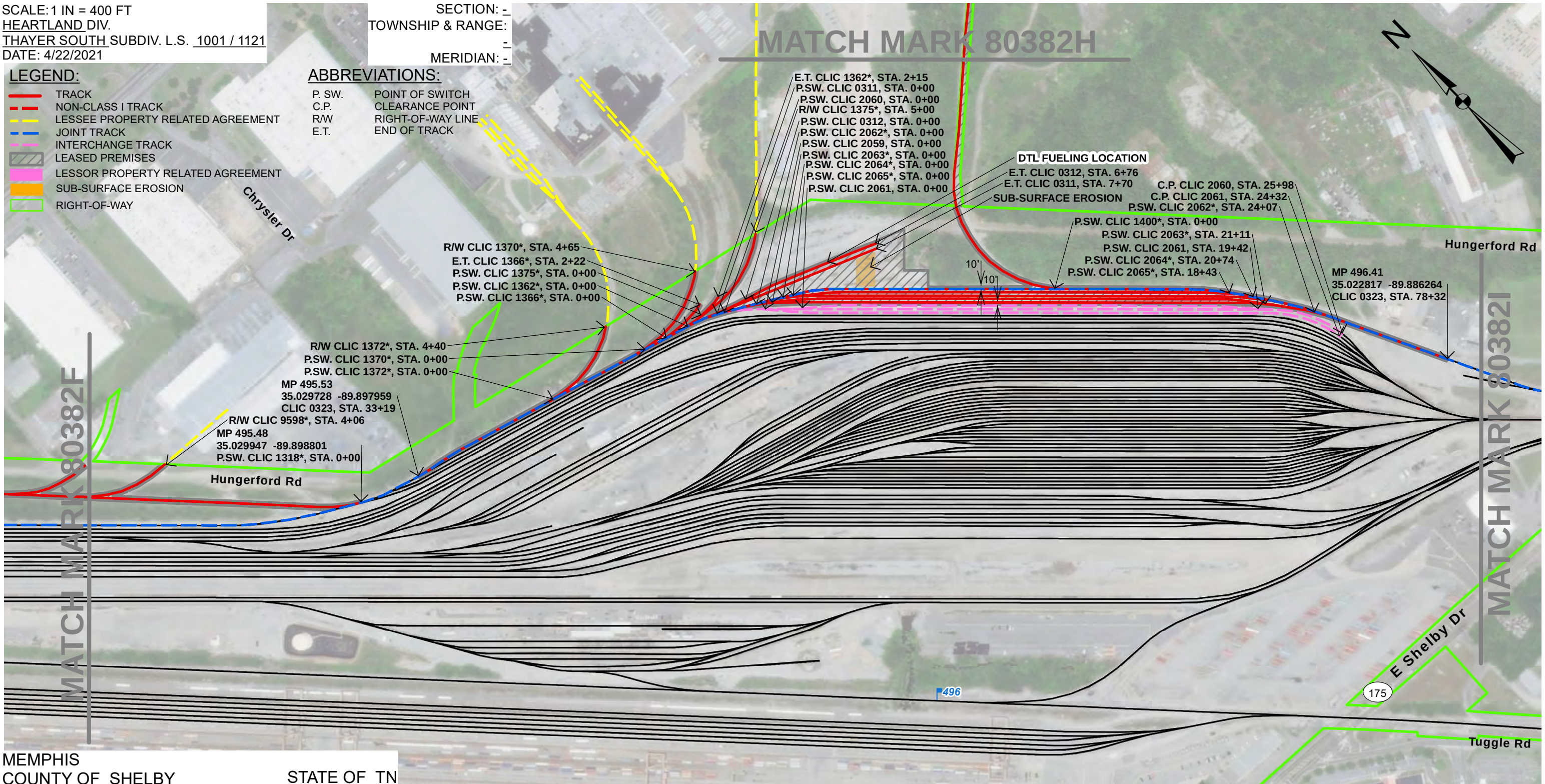
SECTION: -
TOWNSHIP & RANGE: -
MERIDIAN: -

LEGEND:

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| | TRACK |
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TOWNSHIP & RANGE:
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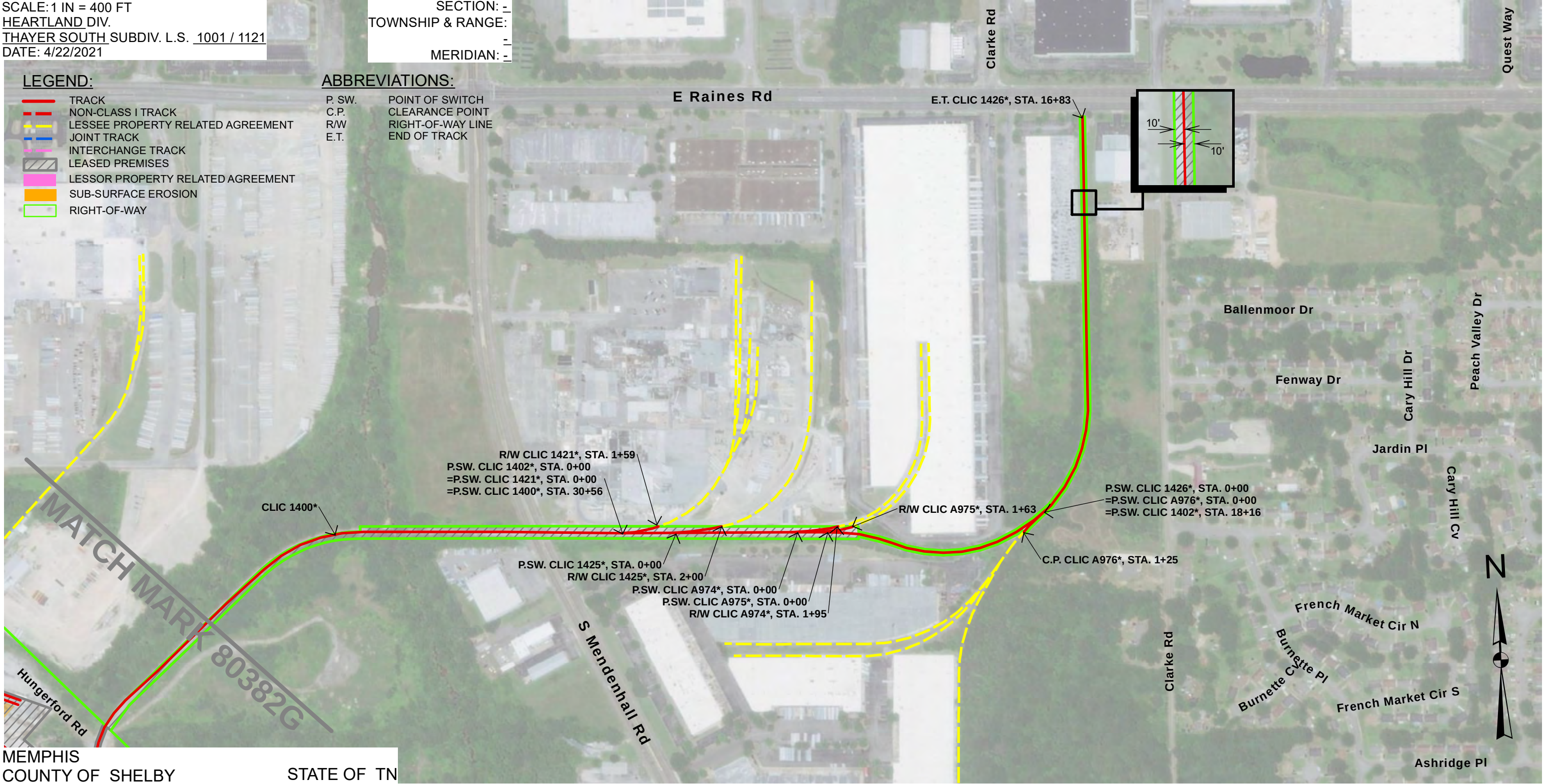
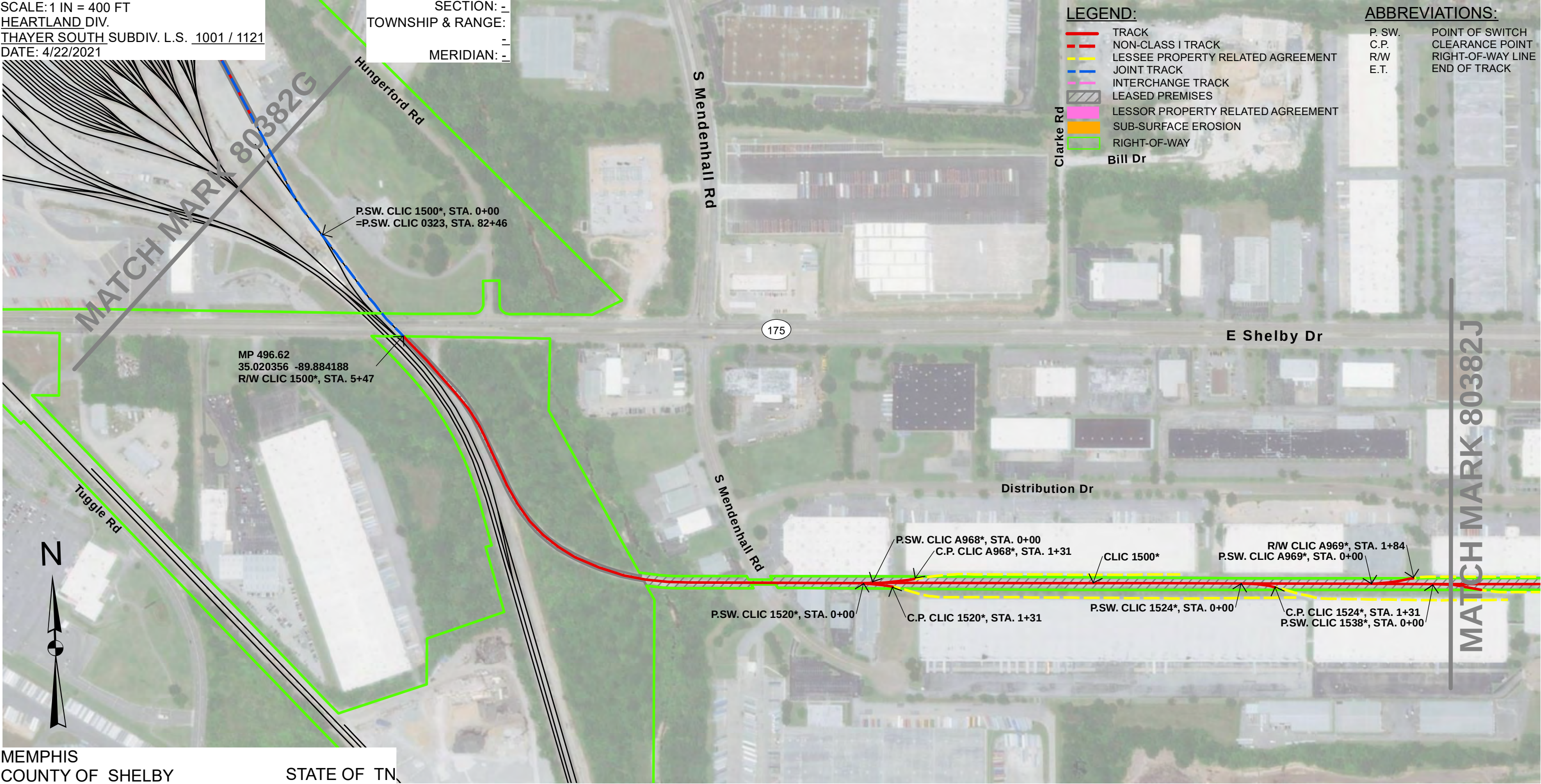


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DATE: 4/22/2021

SECTION:
TOWNSHIP & RANGE:
MERIDIAN:



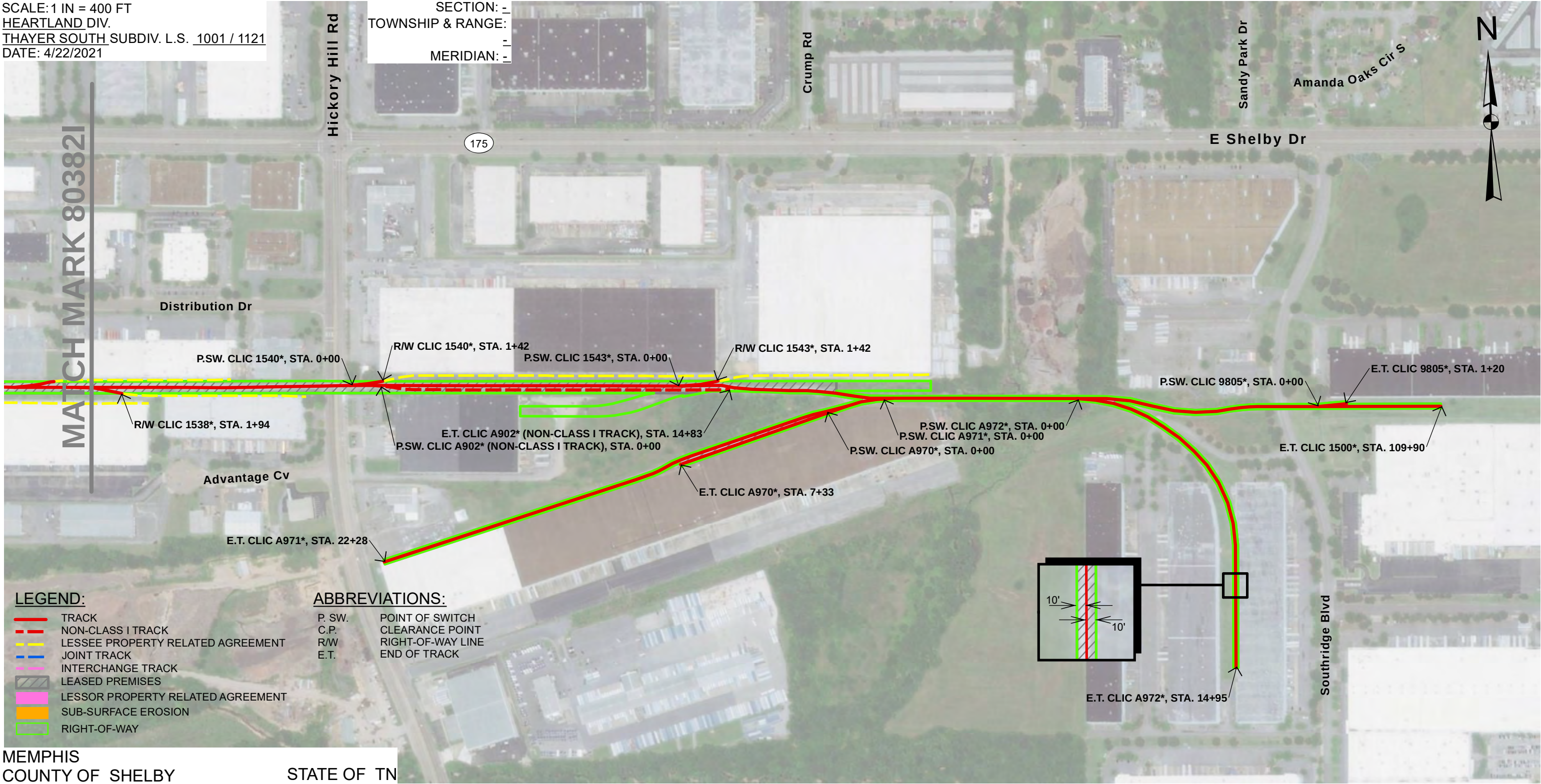
MEMPHIS
COUNTY OF SHELBY
STATE OF TN

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SCALE: 1 IN = 400 FT
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SECTION: -
TOWNSHIP & RANGE: -
MERIDIAN: -



MEMPHIS
COUNTY OF SHELBY
STATE OF TN

EXHIBIT "A"
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BNSF RAILWAY COMPANY

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**R.J. CORMAN RAILROAD COMPANY /
TENNESSEE TERMINAL, LLC**

SCALE: 1 IN = 400 FT
HEARTLAND DIV.
BIRMINGHAM SUBDIV. L.S. 1001 / 1121
DATE: 4/22/2021

SECTION: 13,20,21,22,23,24
TOWNSHIP & RANGE:
1S 6W
MERIDIAN: CHIM

TRIM LINE



LEGEND:

- TRACK
- NON-CLASS I TRACK
- LESSEE PROPERTY RELATED AGREEMENT
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OLIVE BRANCH
COUNTY OF DESOTO

STATE OF MS

MATCH MARK 80382L

EXHIBIT "A"
ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY

AND
R.J. CORMAN RAILROAD COMPANY /
TENNESSEE TERMINAL, LLC

SCALE: 1 IN = 400 FT
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TOWNSHIP & RANGE: 1S 6W
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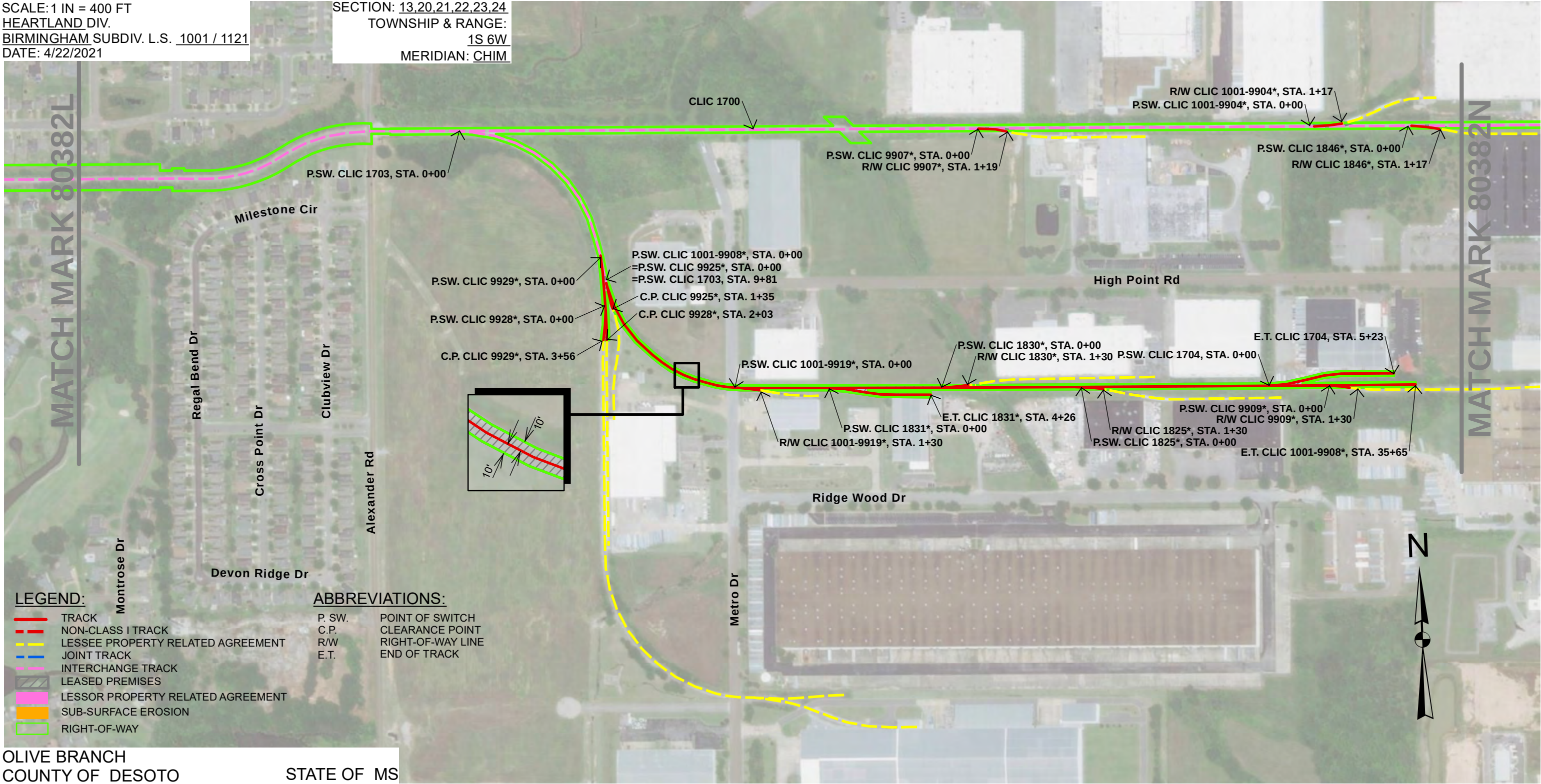
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TRIM LINE



OLIVE BRANCH
COUNTY OF DESOTO
STATE OF MS

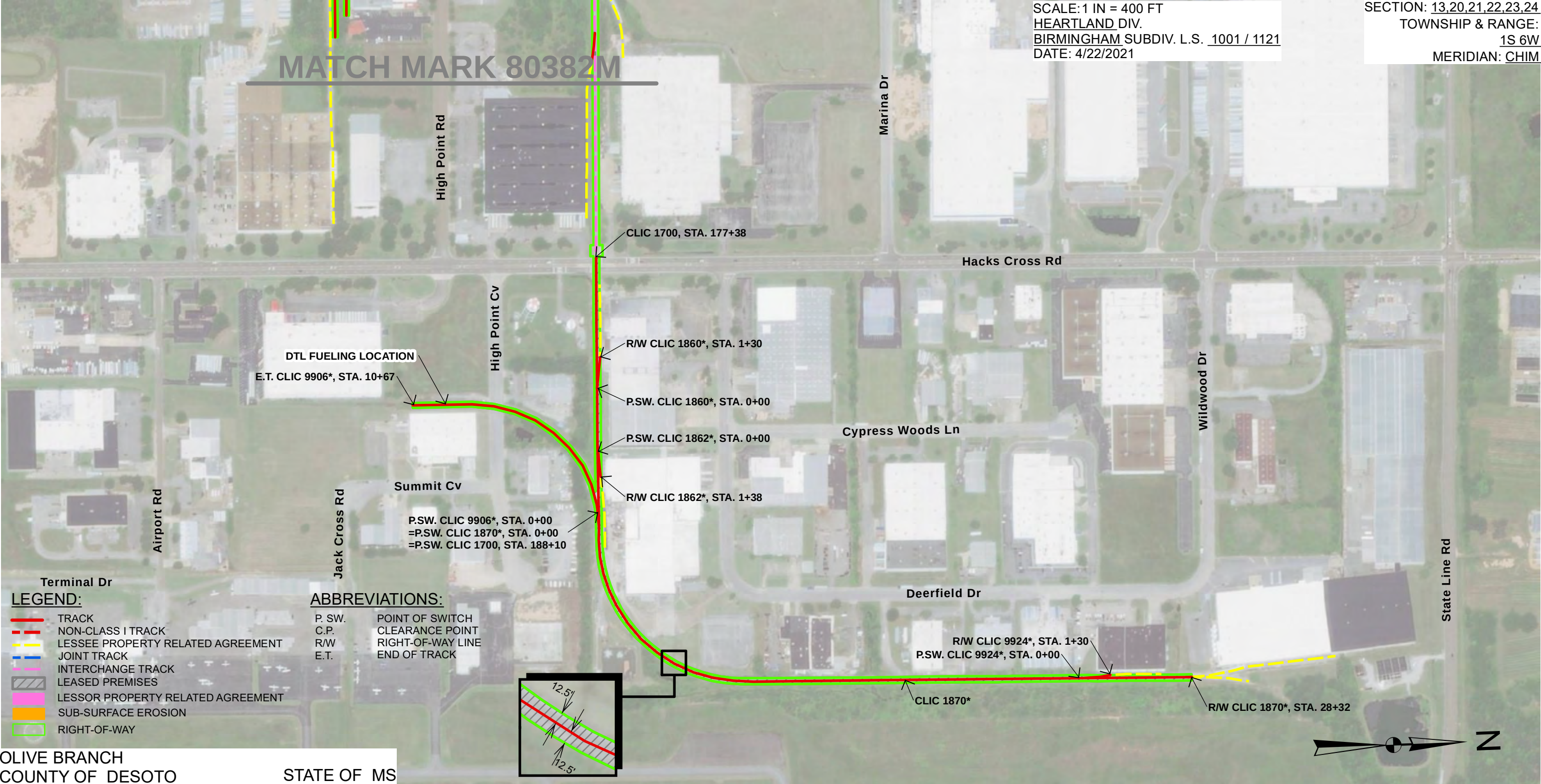
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SECTION: 13,20,21,22,23,24
TOWNSHIP & RANGE:
1S 6W
MERIDIAN: CHIM

MAP REF. s81016



OLIVE BRANCH
COUNTY OF DESOTO

STATE OF MS

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36513

**RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY**

CONFIDENTIAL EXHIBIT B

TRANSACTION DOCUMENTS

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36513

**RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY**

EXHIBIT C

NOTICE TO CUSTOMERS

September 14, 2021

Re: **FD 36513**
RJ Corman Railroad Company/Tennessee Terminal, LLC —
Lease Exemption with Interchange Commitment —
BNSF Railway Company

Dear Sirs:

RJ Corman Railroad Company/Tennessee Terminal, LLC (“RJ/TN”) has filed a Notice of Exemption (the “Notice”) with the Surface Transportation Board (“STB”) to continue to lease from BNSF Railway Company (“BNSF”) the following railroad line segments:

- a. The Tennessee Yard Tracks, (all located in Shelby County, Tennessee) more particularly identified as:
 - i. Track No. 0323 from a point west of Track No. 0324 to the point it connects with track Track No. 2058 on the west end of the yard;
 - ii. Track Nos. 2062, 2063, 2064, 2065, 0311, and 0312;
 - iii. Track No. 1400, and all connected BNSF-owned industrial tracks north of the yard;
 - iv. Track No. 1300, and all connected BNSF-owned industrial tracks north of the yard;
 - v. Track Nos. 1365, 1370, and 1375;
 - vi. Track No. 1372;
 - vii. Track No. 1500 from a point east of the Shelby overpass and all Hickory Hill Industrial Park leads owned by BNSF; and
 - viii. Track Nos. 0892, 1202, 1204, 1207 and all connected BNSF owned industrial tracks north of main track No. 2;
- b. The Airport Industrial Park (also located in Shelby County); and
- c. The Olive Branch, Mississippi Metro Industrial Park tracks (Olive Branch Metro Industrial Park) in DeSoto County, Mississippi.

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 RJ Corman Railroad
Company/Tennessee Terminal, LLC

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36513

**RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY**

EXHIBIT D

FEDERAL REGISTER NOTICE

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

RJ CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC
— LEASE EXEMPTION WITH INTERCHANGE COMMITMENT —
BNSF RAILWAY COMPANY

RJ Corman Railroad Company/Tennessee Terminal, LLC, (“RJ/TN”) a Class III carrier, has filed a notice of exemption (the “Notice”) to continue to lease from BNSF Railway Company (“BNSF”) the following railroad line segments (collectively, the “Lines”):

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 - vii. Track No. 1500 from a point east of the Shelby overpass and all Hickory Hill Industrial Park leads owned by BNSF; and

- viii. Track Nos. 0892, 1202, 1204, 1207 and all connected BNSF owned industrial tracks north of main track No. 2;
- b. The Airport Industrial Park tracks (also located in Shelby County); and
- c. The Olive Branch, Mississippi Metro Industrial Park tracks in DeSoto County, Mississippi.

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.

VERIFICATION

I, Raymond Goss verify under penalty of perjury that the facts in the foregoing filing of R. J. Corman Railroad Company/Tennessee Terminal, LLC are true and correct to the best of my knowledge. Further, I certify that I am qualified and authorized to make this verification.

Executed on July 1, 2021

A handwritten signature in blue ink that reads "Raymond A. Goss". The signature is written in a cursive style and is positioned above a horizontal line.

Name: Raymond Goss
Title: President