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October 25, 2021
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October 25, 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 36551**
***OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC,
and Jaguar Rail Holdings, LLC – Continuance in Control Exemption –
Missouri Eastern Railroad, LLC***

Dear Ms. Brown:

Attached for filing in the above-captioned proceeding is the **Verified Notice of Exemption of OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC, and Jaguar Rail Holdings, LLC Pursuant to 49 C.F.R. § 1180.2(d)(2)**, dated October 25, 2021. The sum of \$1,600.00, 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.

FEE RECEIVED
October 25, 2021
SURFACE
TRANSPORTATION BOARD

Respectfully submitted,

/s/ *R. A. Wimbish*

Robert A. Wimbish
Attorney for OPSEU Pension Plan Trust Fund,
Jaguar Transport Holdings, LLC, and Jaguar Rail
Holdings, LLC

RAW:ah

Attachment

FILED
October 25, 2021
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36551

OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT HOLDINGS, LLC, AND
JAGUAR RAIL HOLDINGS, LLC
-- CONTINUANCE IN CONTROL EXEMPTION --
MISSOURI EASTERN RAILROAD, LLC

**VERIFIED NOTICE OF EXEMPTION OF OPSEU PENSION PLAN TRUST FUND,
JAGUAR TRANSPORT HOLDINGS, LLC, AND
JAGUAR RAIL HOLDINGS, LLC 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 60606-3208
(312) 252-1500

**ATTORNEYS FOR OPSEU PENSION PLAN
TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL
HOLDINGS, LLC**

Dated: October 25, 2021

BEFORE THE
SURFACE TRANSPORTATION BOARD

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OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT HOLDINGS, LLC, AND
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JAGUAR TRANSPORT HOLDINGS, LLC, AND
JAGUAR RAIL HOLDINGS, LLC PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

OPSEU Pension Plan Trust Fund (“OPTrust”), Jaguar Transport Holdings, LLC (“JTH”), and Jaguar Rail Holdings, LLC (“JRH,” and collectively with OPTrust and JTH, “Jaguar”), each a non-carrier, hereby file this notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of Missouri Eastern Railroad, LLC (“MER”), a non-carrier established by Jaguar to acquire a railroad line (and related, incidental trackage rights) in Missouri.¹

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

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

OPTrust, JTH and JRH are non-carriers. OPTrust indirectly controls JTH, which, in turn, directly controls JRH. JTH currently controls, indirectly, six Class III railroads. Of the six railroads currently under JTH’s indirect control, three – Southwestern Railroad, Inc. (“SWRR”), Texas & Eastern Railroad, LLC (“TERR”), and Wyoming and Colorado Railroad, Inc. (“WYCO” – which also does business under the name “Oregon Eastern Railroad”) – are controlled

¹ *Missouri Eastern Railroad, LLC — Acquisition and Operation Exemption — V and S Railway, LLC*, FD 36550 (“MER-Notice”).

directly by JRH. Currently, JRH also indirectly controls two others – Cimarron Valley Railroad, L.C. (“CVRR”) and Washington Eastern Railroad, LLC (“WERR”) – through WYCO. JTH has indirect control of West Memphis Base Railroad, L.L.C. (“WMBR”) – the sixth railroad in the JTH “corporate family” at this time – through Jaguar Transport, LLC, a separate JTH subsidiary that is affiliated with JRH.² WMBR, SWRR, TERR, WYCO, CVRR, and WERR are collectively referred to herein as the “Jaguar Railroads.” MER is a directly-controlled non-carrier holding of JRH, and MER will become a railroad common carrier upon the consummation of the transactions encompassed by the concurrently-filed *MER Notice*.

Pursuant to an as-yet-unexecuted and undated Asset Purchase Agreement, MER will acquire from V and S Railway, LLC approximately 42.89 route miles of rail line (the “Line”) located between milepost 19.0 near Vigus, Missouri, and milepost 61.89 near Union, Missouri, along with incidental overhead trackage rights over a railroad line owned by Union Pacific Railroad Company, all of which is located in Missouri. Jaguar will remain in control of MER upon MER becoming a railroad common carrier.

The full names and addresses of the Applicants herein are as follows:

OPSEU Pension Plan Trust Fund
1 Adelaide St. East
Suite 1200
Toronto, Ontario M5C 3A7
Canada
(416) 681-6181

Jaguar Transport Holdings, LLC
1027 South Main Street
Suite 403

² See *OPSEU Pension Plan Trust Fund, Jaguar Transport Holdings, LLC, and Jaguar Rail Holdings, LLC—Acquisition of Control Exemption—Cimarron Valley Railroad, L.C.; Southwestern Railroad, Inc.; Texas & Eastern Railroad, LLC; Washington Eastern Railroad, LLC; and Wyoming and Colorado Railroad, Inc.*, FD 36440 (STB served Oct. 16, 2020) (“*Jaguar Control*”).

(417) 622 0384

Jaguar Rail Holdings, LLC
c/o Jaguar Transport Holdings, LLC
1027 South Main Street
Suite 403
(417) 622 0384

Jaguar's control of MER upon MER becoming a rail common carrier is not a transaction where: (a) MER would connect with any of the Jaguar Railroads (none of which connect to each other); (b) Jaguar plans through the acquisition of control of MER to connect MER to any of the Jaguar Railroads, or to connect any of the Jaguar Railroads to one another; or (c) a Class I carrier is involved. Accordingly, the proposed transaction satisfies the class exemption criteria at 49 C.F.R. § 1180.2(d)(2).

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

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606-3208
(312) 252-1504

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

Jaguar intends to continue in its control of MER, along with Jaguar's existing rail carrier holdings, as of the date by which MER becomes a rail common carrier by virtue of the transaction encompassed by the FD 36550 proceeding -- which is expected to occur on or after November 24, 2021.

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

The transaction will promote Jaguar's investment objectives, and sustain the Jaguar Railroads' 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)

Each of the Jaguar parties is a non-carrier, and the business address of each non-carrier Jaguar entity is supplied above. WMBR's lines are located in Arkansas. CVRR's lines are located in Kansas, Colorado, and Oklahoma. SWRR's lines are located in New Mexico, Texas and Oklahoma.³ TERR's lines are located in Texas. WERR's lines are located in Washington. WYCO's lines are located in Oregon. MER's lines would be located in Missouri.

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

Maps showing generally the location of MER and each of the Jaguar Railroads (showing WYCO's line under its Oregon Eastern Railroad business name) are attached hereto as Exhibit A.

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

Jaguar (through JRH) already controls MER, currently a non-carrier. No agreement is contemplated or necessary for Jaguar to continue in control of MER once it becomes a railroad common carrier.

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

The proposed transaction involves the control of one new Class III rail carrier, and involves no Class I or II rail carriers. Accordingly, this transaction is not subject to the imposition of labor protection conditions. *See* 49 U.S.C. § 11326(c).

³ SWRR's ownership of a line in Oklahoma and Texas that was previously authorized for abandonment is further discussed in *Jaguar Control*, 1, n1.

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. Jaguar's acquisition of control of MER 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 transfer of control transaction also is exempt from historic preservation reporting requirements. The proposed 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 transfer of 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 inapplicable. In any event, the agreements governing the transaction that is the subject of the FD 36550 proceeding do not include any provision restricting MER's interchange of traffic with a third-party connecting carrier.

Respectfully submitted,

By: /s/ *R. A. Wimbish*

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

**ATTORNEYS FOR OPSEU PENSION PLAN
TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL
HOLDINGS, LLC**

Dated: October 25, 2021

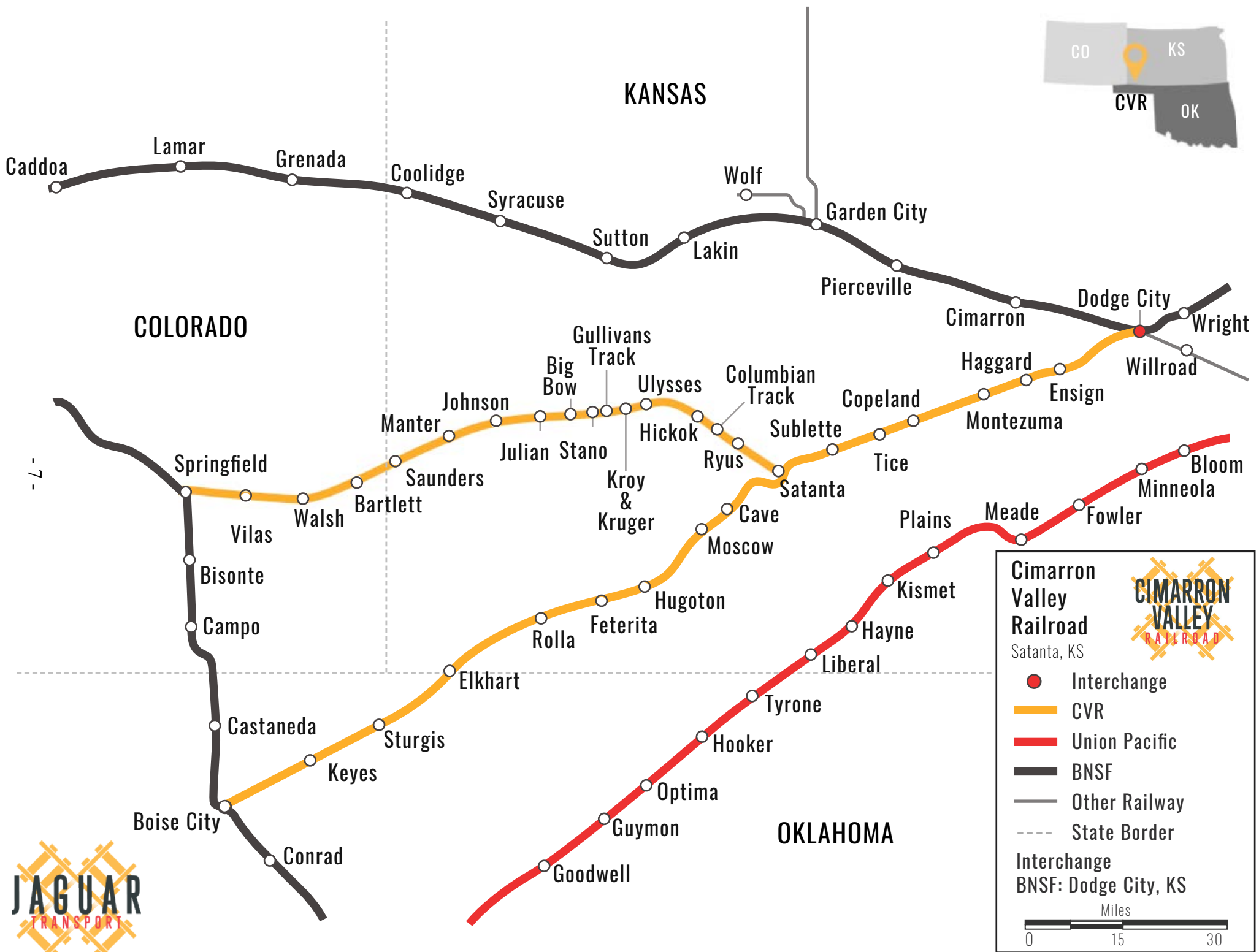
BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36551

**OPSEU PENSION PLAN TRUST FUND, JAGUAR TRANSPORT
HOLDINGS, LLC, AND JAGUAR RAIL HOLDINGS, LLC
-- ACQUISITION OF CONTROL EXEMPTION --
MISSOURI EASTERN RAILROAD, LLC**

EXHIBIT A

**MAPS OF THE JAGUAR RAILROADS AND
MISSOURI EASTERN RAILROAD, LLC**



Missouri Eastern Railroad

St. Louis, MO



- Rock Island Junction
- MERR
- Union Pacific
- BNSF
- TRRA
- West Belt Railway
- Trackage Rights
- Highway

Interchange

TRRA (UP, BNSF, NS, CSX, KCS, CN):
St. Louis, MO



Oregon
Eastern
Railroad
Vale, OR

Interchange Station

OERR

Union Pacific

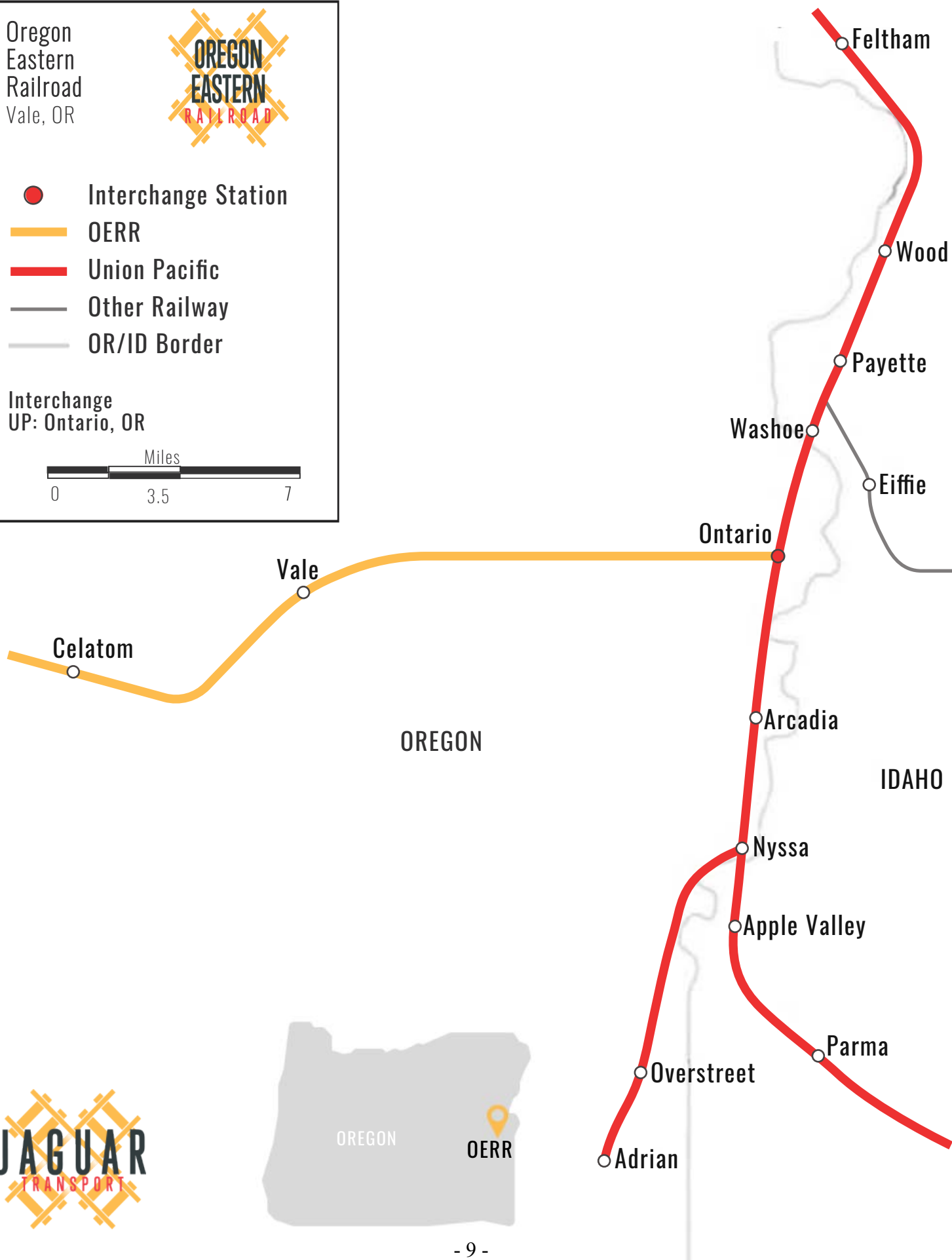
Other Railway

OR/ID Border

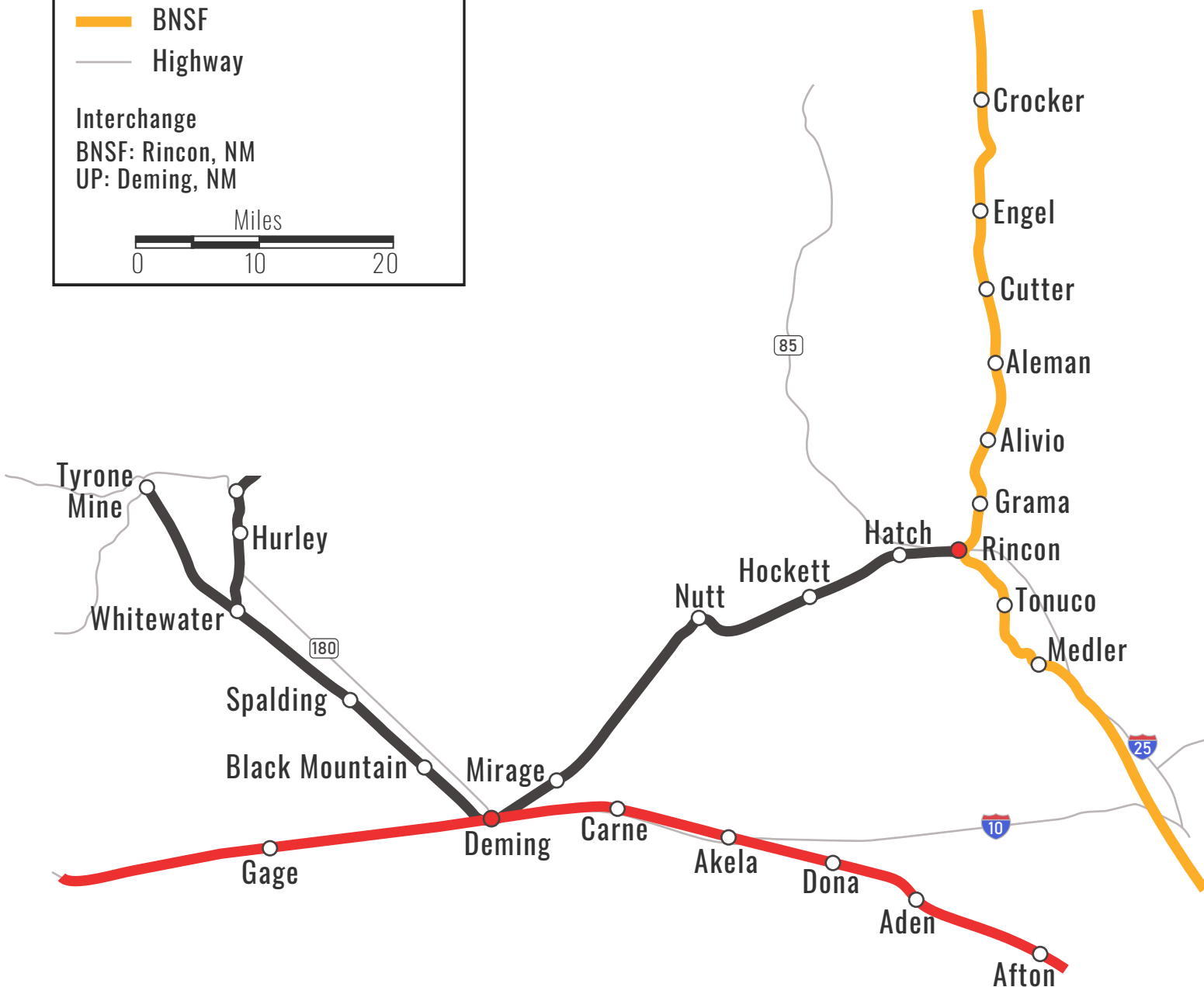
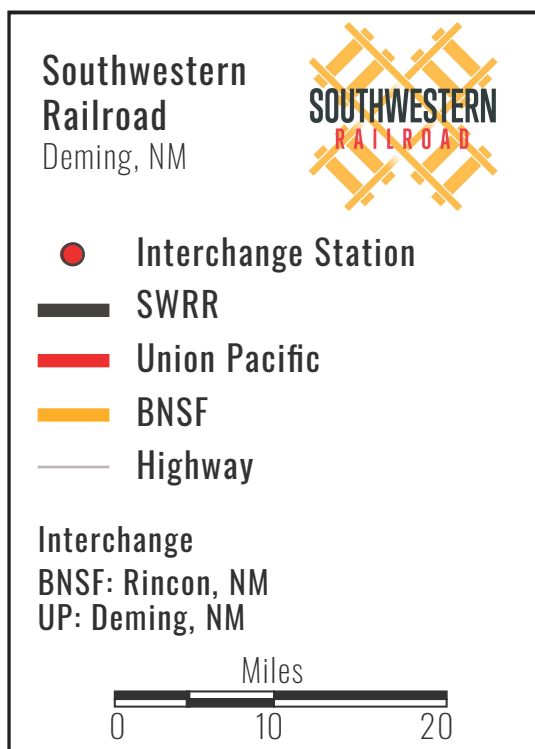
Interchange
UP: Ontario, OR

Miles

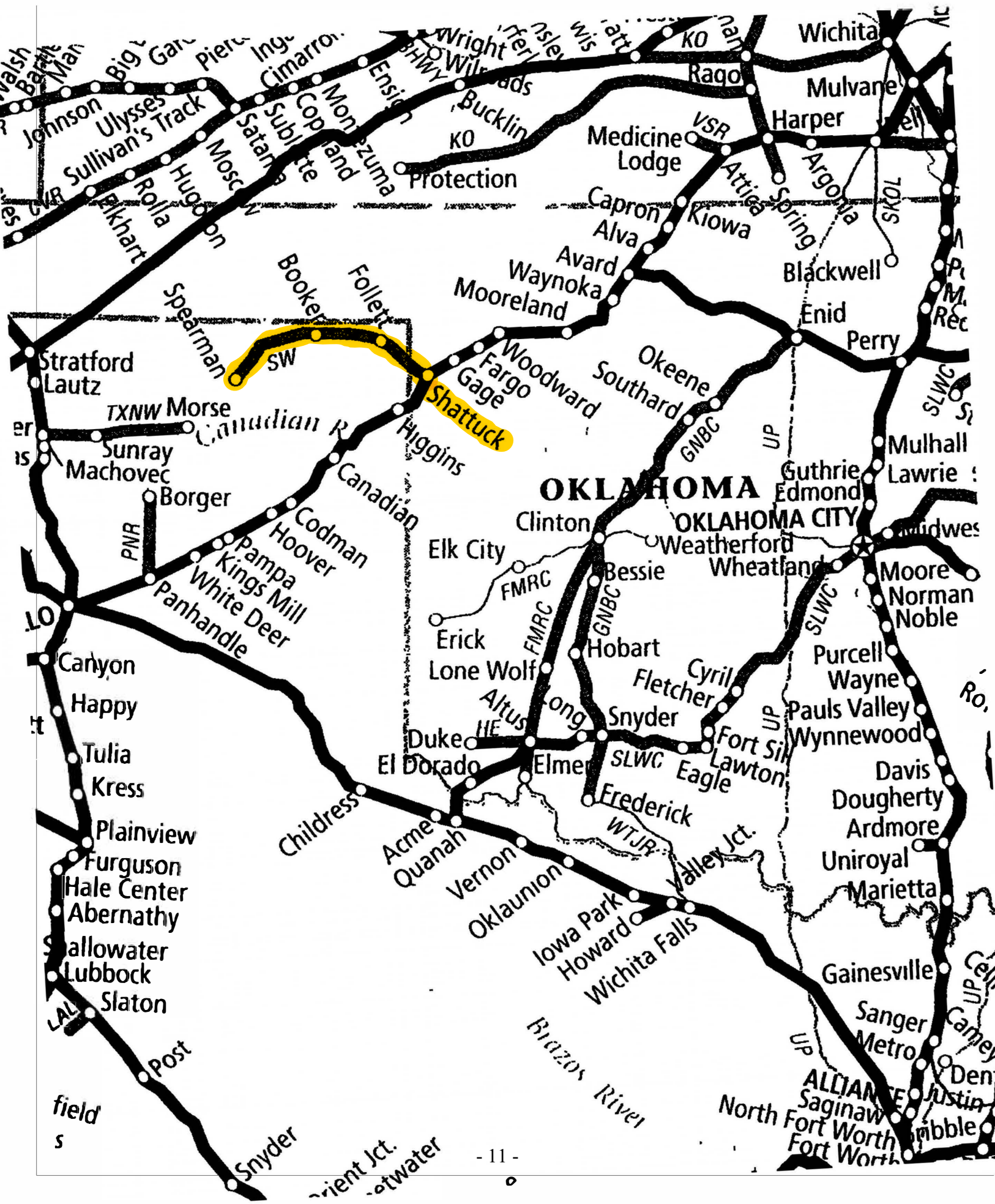
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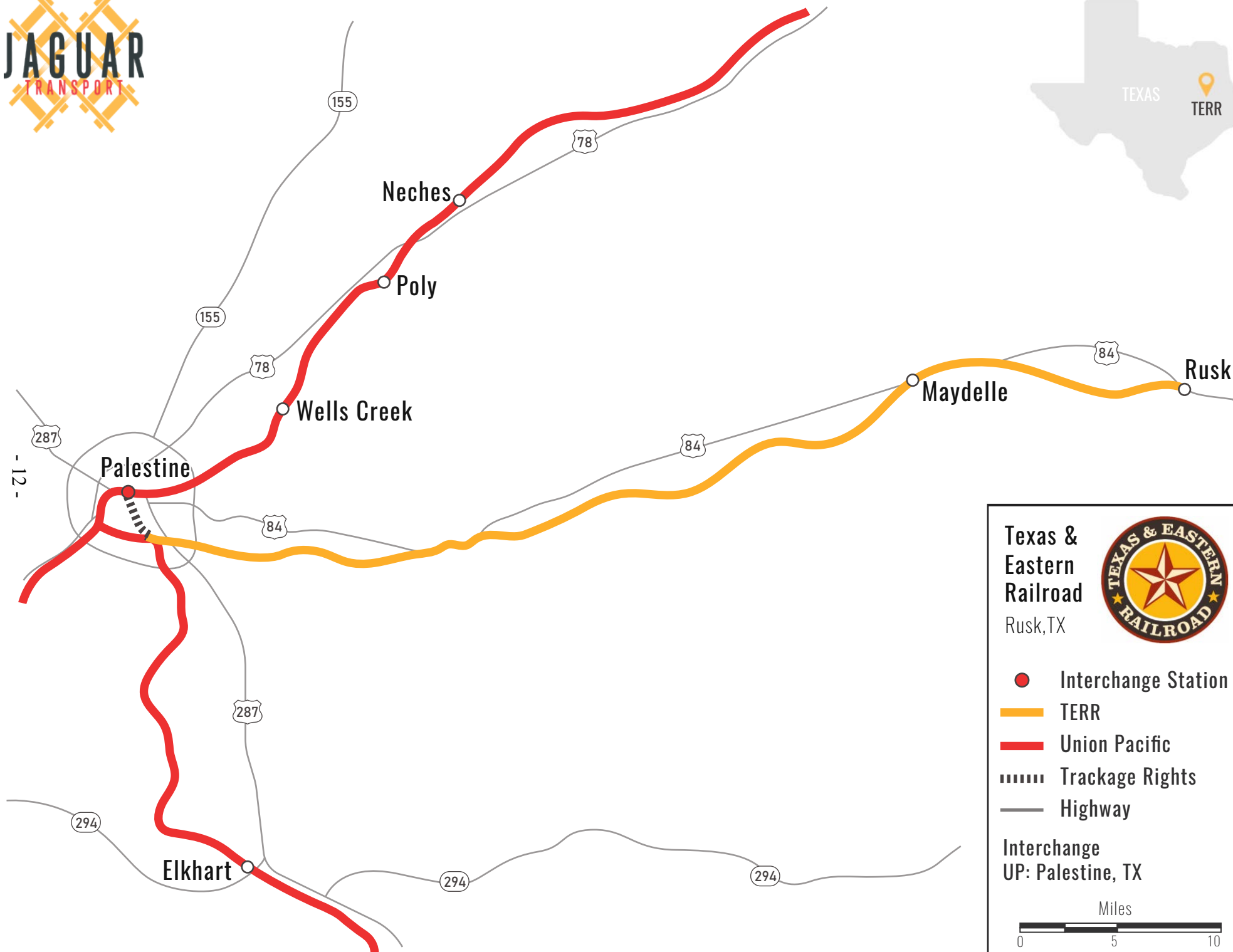


Southwestern Railroad - New Mexico, Texas and Oklahoma



Southwestern Railroad - New Mexico, Texas and Oklahoma





**Texas &
Eastern
Railroad**
Rusk, TX



- Interchange Station
- TERR
- Union Pacific
- Trackage Rights
- Highway

Interchange
UP: Palestine, TX





Washington
Eastern Railroad
Medical Lake, WA



 Interchange Station

 WERR

 Union Pacific

 BNSF

 Highway

Interchange
BNSF: Cheney, WA

Miles

0

9

18

The map illustrates the rail corridor from Medical Lake, WA to Cheney, WA. The route is primarily composed of the Washington Eastern Railroad (WERR), shown as an orange line, and the Union Pacific line, shown as a red line. The route passes through several towns: Cement, Coulee City, Odair, Hartline, Hanson, Almira, Govao, Wilbur, Creston, Rocklyn, Davenport, Mondovi, Reardan, Hite, Medical Lake, and Cheney. The map also shows major highways (2, 9, 23, 28, 231, 25, 174, 155, 195, 291) and other rail lines (BNSF). A scale bar indicates distances in miles (0, 9, 18).

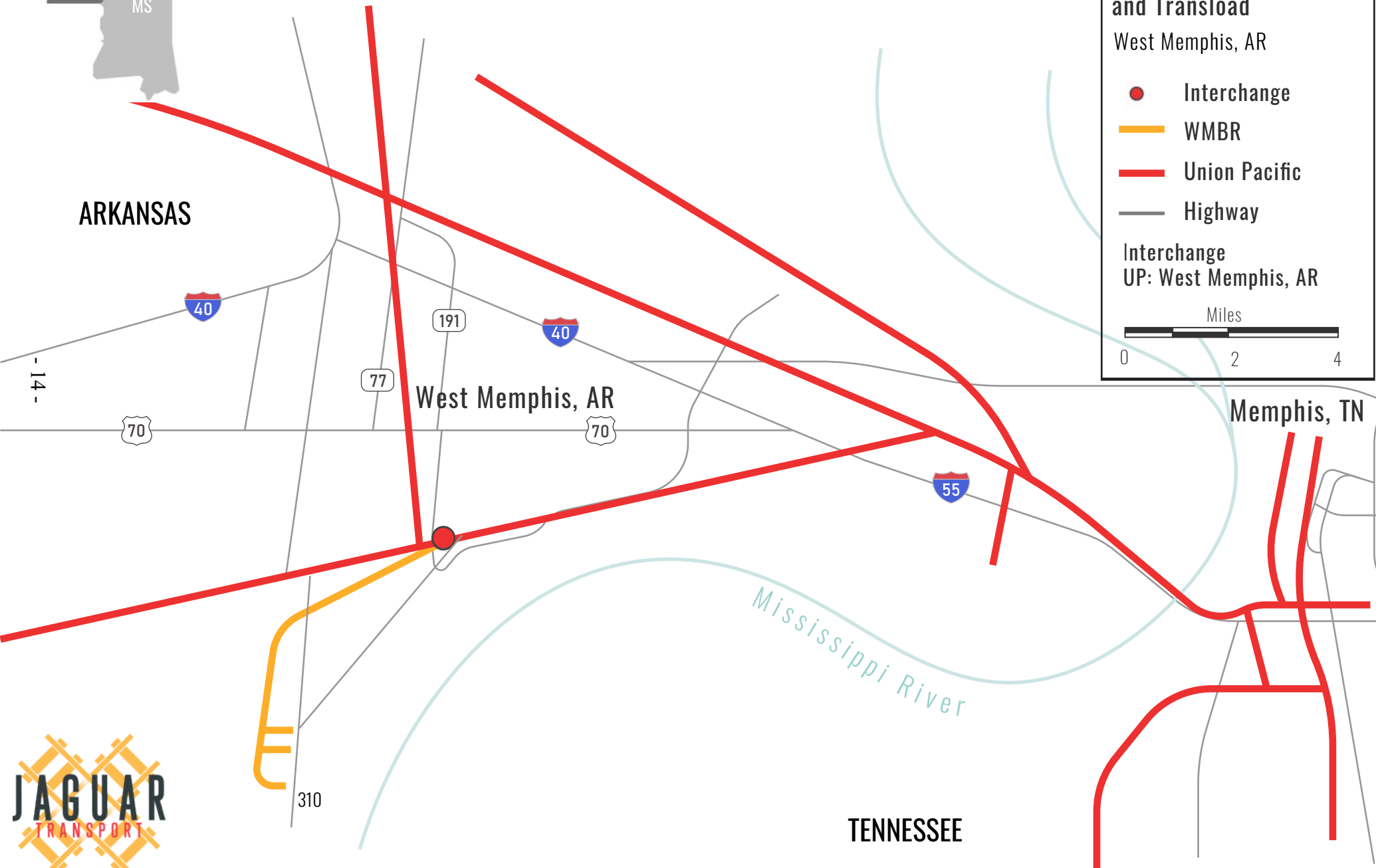


West Memphis Base Railroad and Transload
West Memphis, AR

 Interchange
 WMBR
 Union Pacific
 Highway

Interchange
UP: West Memphis, AR


Miles
0 2 4



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MISSOURI EASTERN RAILROAD, LLC**

VERIFICATIONS

VERIFICATION

I, Gavin Ingram, hereby verify under penalty of perjury under the laws of the United States that I am the Co-Head Private Markets Group, Managing Director and Global Head of Infrastructure of OPSEU Pension Plan Trust Fund (“OPTrust”), and that I am an officer duly designated to verify this Notice of Exemption on behalf of OPTrust. I have knowledge of the matters contained herein as they pertain to OPTrust, and the statements made herein with respect to OPTrust are true and correct to the best of my knowledge, information and belief.



Gavin Ingram
Co-Head Private Markets Group, Managing
Director and Global Head of Infrastructure of
OPSEU Pension Plan Trust Fund

Dated: October 25, 2021

VERIFICATION

I, J. Stuart Towner, hereby verify under penalty of perjury that I am the Chief Executive Officer of Jaguar Transport Holdings, LLC (“JTH”), and am President of Jaguar Rail Holdings, LLC (“JRH”), and that I am an officer duly designated to verify this Notice of Exemption on behalf of JTH and JRH. I have knowledge of the matters contained herein as they pertain to JTH and JRH, and the statements made herein with respect to JTH and JRH are true and correct to the best of my knowledge, information and belief.



J. Stuart Towner
Chief Executive Officer of
Jaguar Transport Holdings, LLC
and
President of Jaguar Rail Holdings, LLC

Dated: October 25, 2021