

FD 36568

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BEFORE THE
SURFACE TRANSPORTATION BOARD

ENTERED
Office of Proceedings
November 29, 2021
Part of
Public Record

TENNKEN RAILROAD CO. INC.,
INTRA-CORPORATE FAMILY MERGER EXEMPTION
SOUTH CENTRAL RAIL GROUP, INC.

VERIFIED NOTICE OF EXEMPTION

PURSUANT TO 49 C.F.R. 1180(d)(3)

Tennken Railroad Co. Inc. (Tennken) and South Central Rail Group. Inc. (SCRG) hereby file this verified notice of exemption under 49 C.F.R. 1180(d)(3) for the interfamily consolidation of SCRG with Tennken resulting with Tennken as the surviving corporation. The only asset of SCRG is all of the issued authorized stock of Tennken. This transaction is designed solely to simplify the corporate structure and reduce administrative costs. It is a transaction within a corporate family that will not adversely effect rail service on the Tennken nor any operational changes or any change in the competitive balance with any carrier whether within or outside the corporate family.

Pursuant to 49 U. S. CFR. 1180.4(g) Tennken and SCRG submit the following information:

Description of the Proposed Transaction: 49 C.F.R. 180 1180.6(a)(1)(i). SCRG is New Jersey Corporation No. 0100538066 and is a class III rail carrier due to its control of Tennken, a Kentucky corporation, No. 0180909, which operates a railroad in the States of Tennessee and Kentucky from its interchange with Canadian National in Dyresberg, TN to MP 51.79 in Hickman, KY. Pursuant to the Plan of re-organization, Exhibit 1 hereto the two parties, Hohorst Railroads LLC and LIFA Management LLC which own all the stock of SCRG will surrender their shares of SCRG in return for their proportional share of the stock of Tennken, a class III carrier. Thus, all of the stock of Tennken will be owned by Hohorst Railroads, LLC and LIFA Management, LLC. in the same

FILED
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SURFACE
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proportions as they now own SCRG. Then SCRG will be dissolved in New Jersey. Tennken will file notice of this transaction as a re-organization in Kentucky. Only one Class III rail line is involved which interchanges only with Canadian National in Dyersburg, TN. It does not connect with any other rail line.

The full names of the applicants are:

Tennken Railroad Co. Inc.
11 East Church Street
Sea Bright, NJ 07760

South Central Rail Group, Inc.
11 East Church Street
Sea Bright, N.J. 07760

The applicants are represented by:

John F. McHugh, Esq.
233 Broadway, Suite 2320
New York, N.Y. 10279
212-483-0875

49 C.F.R. 1180.6(a)(1)(1)(ii). The proposed date for this transaction is December 31, 2021.

49 C.F.R. 1180.6(a)((1)(iii). The purpose of this transaction is to simplify the corporate structure to save administrative costs.

49 C.F.R. 1180.6(a)(5). The rail line is located in Tennessee and in Kentucky.

49 C.F.R. 1180.6(a)(6) The map of the rail line

Hickman Ky.

Tiptonville TN

Dyresberg, TN

49 C.F.R. 1180.4(g) (i)((7)(ii). The agreement and plan of reorganization is attached as Exhibit 1.

49 C.F.R. 1180.4((g)(1)(i). This is a Class III carrier thus, no employee protection is required and because no change in operations or management is contemplated.

49 C.F.R. 1180.4(g)(3). This is a Class III carrier and no environmental or historic preservation matters are raised by this transaction.

If this notice contains false or misleading information, the exemption is voted ag-initio. Petitions to revoke the exemption under \$(U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for a stay must be filed no later than December 22, 2021, (at least 7 days before the exemption becomes effective) In addition, a copy of each pleading must be served on John F. McHugh, Esq. 233 Broadway, Suite 2320, New York, N.Y. 10279 via mail and/or e-mail at jfmchughpc@aol.com.

Dated, New York, N.Y.
November 29, 2021

/s/ John F. McHugh
233 Broadway, Suite 2320
New York, N.Y. 10279
212-483-0875
jfmchughpc@aol.com

VERIFICATION

John F. McHugh, verifies under penalty of perjury that he is the Attorney for the petitioners and, as such, is familiar with this matter and that the information set forth in this Notice of Exemption accurately describes the transaction and interests in issue to the best of his knowledge and belief.

Dated, November 29, 2021 _ /s/ John F. McHugh _

REORGANIZATION OF

Tennken Railroad Co. Inc. a Kentucky for profit corporation

And

South Central Rail Group. Inc. a New Jersey for profit Corporation

In which

Tennken Railroad Co. is the surviving corporation

Agreement made this 24th day of November, 2021 between Hohorst Railroads, LLC. represented by Bruce Hohorst and LIFA Management LLC. Represented by Anthony Linn, being all of the shareholders of the of the South Central Rail Group, Inc. a corporation organized in New Jersey on Dec. 16, 1992.

The purpose of this reorganization is to eliminate a layer of ownership which is no longer required to save administrative costs.

Whereas the sole assets of South Central Rail Group, Inc. are 1,620 shares of the common stock of the Tennken Railroad Co, Inc., which constitutes all of the issued stock of that corporation, which, pursuant to 26 U.S. Code Section 354 South Central Rail Group Inc. will distribute; 1,350.4 shares to Hohorst Railroads, LLC in return for its surrender of 1,017 Shares of South Central Rail Group, Inc, and 269.6 shares to LIFA Management, LLC in return for the surrender of 203 shares of South Central Rail Group which will then merge into Tennken Railroad Co. Inc. as of December 21, 2021. And it is further;

Agreed that this distribution is a reorganization as that is defined by 26 U.S. Code Sections 354 and 368 as the stock transferred is of equal value and will have no effect on the operation or management of the Tennken Railroad Co. Inc. which will continue to operate with all officers, employees and members of the Board remaining in place.

Dated. November 24, 2021

Hohorst Railroads, LLC.

By BG Hohorst

LIFA Management LLC

By [Signature]

FD 36569

**NOTICE OF EXEMPTION TO CONTINUE IN CONTROL FILED BY
TENNKEN RAILROAD CO, INC. A CLASS III CARRIER, (TENNKEN) ,
HOHORST RAILROADS LLC, AND LIFA MANAGEMENT LLC, AFTER
ALL THE STOCK OF TENNKEN IS TRANSFERRED FROM SOUTH
CENTRAL RAIL GROUP, INC. (SCRG) TO HOHORST RAILROADS
LLC AND LIFA MANAGEMENT LLC, AND SCRG IS DISSOLVED
CAPTION SUMMARY**

Tennken Railroad, Co. Inc, a Class III carrier and a Kentucky corporation, operates a railroad between Dyersburg, TN and Hickman KY, seeks to simplify its corporate structure. Its shares of stock are owned by South Central Rail Group, Inc. which is, in turn, owned by Hohorst Railroads, LLC and LIFA Management, LLC. Tennken and its owners have filed a notice of exemption pursuant to 49 CFR 1180(d)(2) and (3) to continue in control of Tennken Railroad Co. Inc. after all of its stock is transferred from SCRG to Hohorst Railroads, LLC and LIFA Management, LL.C and SCRG is dissolved. This transaction is within the corporate family and will not result in any connection between controlled lines nor any change in operations or competition.

Any objection to this transaction must be filed with the Surface Transportation Board not later than December 23, 2021, and a copy of such objection must be served on John F. McHugh, Esq, 233 Broadway, Suite 2320. New York, N.Y. 10279 (212)-483-0875.

If there is any misrepresentation in the submissions, the exemption is void ab-initio. Any objection to this transaction must be filed with the Surface Transportation Board not later than December 23, 2021 and a copy of such objection must be served on John F. McHugh, Esq, 233 Broadway, Suite 2320. New York, N.Y. 10279 (212)-483-0875.

Dated, New York, N.Y.
November 29, 2021

/s/ John F. McHugh
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New York, N.Y. 10279
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