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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ENTERED
Office of Proceedings
January 21, 2022
Part of
Public Record

Finance Docket No. 36576

**FORTRESS INVESTMENT GROUP LLC
—EXEMPTION FOR INTRA-CORPORATE FAMILY TRANSACTION—
OHIO RIVER PARTNERS SHAREHOLDER LLC, KATAHDIN RAILCAR SERVICES,
LLC, UNION RAILROAD COMPANY, GARY RAILWAY COMPANY, DELRAY
CONNECTING RAILROAD COMPANY, TEXAS & NORTHERN RAILROAD
COMPANY, AND LAKE TERMINAL RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(3)**

FEE RECEIVED
January 21, 2022
SURFACE
TRANSPORTATION BOARD

**Terence M. Hynes
Marc A. Korman
Sidley Austin LLP
1501 K Street, N.W.
Washington, D.C. 20005
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Attorneys for Fortress Investment Group LLC, Ohio River Partners Shareholder LLC, Katahdin Railcar Services LLC, Union Railroad Company, Gary Railway Company, Delray Connecting Railroad Company, Texas & Northern Railroad Company, and Lake Terminal Railroad Company

Dated January 21, 2022

Filing Contains Color Images

FILED
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CONNECTING RAILROAD COMPANY, TEXAS & NORTHERN RAILROAD
COMPANY, AND LAKE TERMINAL RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(3)**

Fortress Investment Group LLC (“Fortress”) submits this Verified Notice of Exemption pursuant to 49 C.F.R. § 1180.2(d)(3) for the benefit of Fortress Transportation and Infrastructure Investors LLC (“FTAI”) and FTAI Infrastructure Inc. (“FTAI Infrastructure”).

FTAI, a Delaware limited liability company, currently owns (indirectly) controlling interests seven common carrier railroads, including 50.1% of the equity interests of Ohio River Partners Shareholder LLC (“ORPS”),¹ 100% of the equity interests of Katahdin Railcar Services LLC (“KRS”),² and 100% of the equity interests of Transtar, LLC,³ which in turn controls five wholly-owned common carrier railroads: Union Railroad Company (“URR”), Gary Railway

¹ See *Fortress Investment Group LLC—Continuance in Control Exemption—Ohio River Partners LLC*, STB Finance Docket No. 35985 (STB served Dec. 31, 2015).

² See *Fortress Investment Group LLC—Exemption for Intra-Corporate Family Transaction—Ohio River Partners Shareholder LLC & Katahdin Railcar Services LLC*, STB Finance Docket No. 36402 (STB served May 15, 2020).

³ *Fortress Investment Group LLC—Acquisition and Continuance in Control Exemption—Ohio River Partners Shareholder LLC, Katahdin Railcar Services, LLC, DesertXpress Enterprises, LLC, Union Railroad Company, Gary Railway Company, Delray Connecting Railroad Company, Texas & Northern Railroad Company, and Lake Terminal Railroad Company*, STB Finance Docket 36521 (STB served June 30, 2021).

Company (“GRW”), Delray Connecting Railroad Company (“DCR”), Texas & Northern Railroad Company (“TNR”) and Lake Terminal Railroad Company (“LTR”).⁴ Fortress may be deemed to control FTAI’s rail carrier subsidiaries for purposes of 49 U.S.C. § 11323 because FTAI is managed by an affiliate of Fortress.

In addition to its interests in the above-mentioned common carrier railroads, FTAI indirectly owns equity interests in certain other companies that are engaged in various non-rail businesses in the energy infrastructure and aviation sectors.

FTAI plans to engage in an intra-corporate reorganization for the purpose of separating its aviation-related assets and liabilities from its railroad and energy infrastructure businesses. As a result of the reorganization, FTAI Infrastructure will control ORPS, KRS and Transtar’s common carrier railroads. An affiliate of Fortress will continue to manage FTAI Infrastructure and (indirectly) ORPS, KRS and Transtar’s railroad subsidiaries. This intra-corporate transaction will have no impact on the day-to-day operations of the seven common carrier railroads.

In support of this Verified Notice of Exemption, Fortress submits the following information as required by 49 C.F.R. § 1180.4(g).

SPECIFIC INFORMATION REQUIRED BY THE REGULATIONS

49 C.F.R. § 1180.4(g) specifies certain information that must be included in every Verified Notice of Exemption filed pursuant to 49 C.F.R. § 1180.2(d)(3). The required

⁴ See *id.* Another Fortress affiliate, Brightline Holding LLC, owns DesertXpress Enterprises, LLC, a common carrier railroad authorized to construct a high-speed passenger rail line in California and Nevada. Brightline Holding LLC also owns Brightline Trains LLC, which operates a passenger rail line between Miami and West Palm Beach, FL but is not a carrier subject to the Board’s jurisdiction. See *All Aboard Florida – Operations LLC and All Aboard Florida – Stations LLC – Construction and Operation Exemption – In Miami and Orlando, FLA*, STB Docket No. 35680 (STB served December 21, 2012). Brightline Holding LLC is not a part of the intra-corporate transaction that is the subject of this Verified Notice of Exemption.

information is provided below, preceded by the subsection of the Board's regulations to which it is responsive.

1180.6(a)(1)(i) *A description of the proposed transaction, including . . . a brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.*

Upon the effectiveness of this Verified Notice of Exemption, FTAI's equity interests in ORPS, KRS and Transtar (and Transtar's common carrier railroad subsidiaries) will be transferred to a newly-created subsidiary of FTAI, FTAI Infrastructure. As a result, FTAI Infrastructure will control ORPS, KRS and Transtar's common carrier railroads. FTAI's aviation-related interests will remain with FTAI. The shares of FTAI Infrastructure will be distributed to FTAI's shareholders, so that, immediately following the transaction, FTAI and FTAI Infrastructure will have substantially the same shareholders. Upon completion of the reorganization, FTAI's current interests in the railroad and energy infrastructure businesses, and its interests in aviation-related businesses, will be held by separate companies (FTAI Infrastructure and FTAI, respectively). An affiliate of Fortress will continue to manage both FTAI and FTAI Infrastructure.

This transaction within a corporate family will not result in any adverse change in service levels, nor will it result in operational changes by the subject rail carriers. Nor will the transaction, which involves only an internal corporate reorganization, have any impact on the competitive balance with carriers outside the corporate family. Accordingly, the proposed transaction qualifies for the Board's class exemption procedure for transactions within a corporate family pursuant to 49 C.F.R. § 1180.2(d)(3).⁵

⁵ See, e.g., *Kansas City Southern Industries, Inc., et al—Corporate Family Transaction Exemption*, STB Docket No. 33844 (STB served Jan. 25, 2000) (use of the intra-corporate family

The seven rail common carriers that are the subject of this intra-corporate transaction are:

- KRS, a Class III carrier, operates a 12.2-mile freight rail line between milepost 60.5 near Powhatan Point, Ohio and milepost 72.2 near Hannibal, Ohio (the “Omal Line”), pursuant to a lease with ORPS.⁶ The Omal Line is located entirely in the State of Ohio.
- ORPS is a non-operating carrier that owns the Omal Line. ORPS’s common carrier obligation was assumed by KRS pursuant to the lease transaction in Finance Docket No. 36402.⁷
- URR, a Class III carrier, operates 128 miles of track that serve United States Steel Corporation’s (“USS’s”) Mon Valley Works in the vicinity of Pittsburgh, PA. URR’s rail lines are located entirely in the State of Pennsylvania.
- GRW, a Class III carrier, operates 71 miles of track that serve USS’s Gary Works in the vicinity of Gary, IN. GRW’s rail lines are located entirely in the State of Indiana.
- TNR, a Class III carrier, operates 40 miles of track that provide in-plant and terminal switching for USS’s steel plant in Lone Star, TX. TNR’s rail lines are located entirely in the State of Texas.
- DCR, a Class III carrier, operates 15 miles of track that provide in-plant and terminal switching for USS’s Great Lakes Works in the vicinity of Ecorse, MI. DCR’s rail lines are located entirely in the State of Michigan.
- LTR, a Class III carrier, operates 14 miles of track that provide terminal switching services for USS’s plant at Lorain, OH. LTR’s rail lines are located entirely in the State of Ohio.

transaction for a re-organization that brought all common carriers under one entity and spun off other types of entities). *See also K. Earl Durden, Rail Management Corp., and Rail Partners, L.P.—Corporate Family Transaction Exemption*, STB Docket No. 34306 (STB served Jan. 22, 2003) (use of the intra-corporate family transaction “to undertake a corporate reorganization to simplify [the] corporate structure”).

⁶ *See Fortress Investment Group LLC – Exemption for Intracorporate Family Transaction – Ohio River Partners Shareholder LLC and Katahdin Railcar Services LLC*, STB Finance Docket No. 36402 (STB served May 15, 2020); *Katahdin Railcar Services LLC—Change in Operators Exemption—Ohio Terminal Railway Co.*, STB Finance Docket No. 36487 (STB served March 30, 2021).

⁷ The Omal Line, which is owned by ORPS, is depicted in the KRS map included in Exhibit 1.

The business address and telephone number for each applicant and common carrier
railroad is:

Fortress Investment Group LLC
Fortress Transportation and Infrastructure Investors LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Ohio River Partners Shareholder LLC
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Katahdin Railcar Services, LLC
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Union Railroad Company
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Gary Railway Company
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Delray Connecting Railroad Company
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Texas & Northern Railroad Company
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Lake Terminal Railroad Company
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105
(212) 798-6100

Applicants' Counsel:

Terence M. Hynes
Sidley Austin LLP
1501 K Street, N.W.
Washington, D.C. 20005
(202) 736-8198

1180.6(a)(1)(ii) *The proposed time schedule for consummation of the proposed transaction.*

The parties intend to consummate the proposed intra-corporate reorganization transaction as soon as practicable after the effective date of this Verified Notice of Exemption and final approval of the transaction by FTAI's board of directors.

1180.6(a)(1)(iii) *The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.*

The purpose of the intra-corporate transaction that is the subject of this Verified Notice of Exemption is to reorganize FTAI's current equity interests in railroad and energy infrastructure businesses, on the one hand, and its interests in aviation-related businesses, on the other hand, into separate entities. The transfer of FTAI's controlling interests in the subject railroads to FTAI Infrastructure will facilitate Fortress's business strategy by enabling each of FTAI Infrastructure and FTAI to focus more closely on their particular industries, improve the overall efficiency of their respective businesses, and provide greater flexibility in investment decisions. As explained above, the transaction will not generate any adverse impacts on the level of service provided by, or the operations of, the seven common carrier railroads that are currently controlled (indirectly)

by FTAI, nor will it affect the competitive balance with rail carriers outside the FTAI corporate family.

1180.6(a)(5) *A list of the State(s) in which any part of the property of each applicant carrier is situated.*

The Omal Line (which is owned by ORPS and operated by KRS) is located entirely in the State of Ohio. URR's rail lines are located entirely in the State of Pennsylvania. GRW's rail lines are located entirely in the State of Indiana. TNR's rail lines are located entirely in the State of Texas. DCR's rail lines are located entirely in the State of Michigan. LTR's rail lines are located entirely in the State of Ohio.

1180.6(a)(6) *Map (exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed.*

Color maps depicting the lines of each of the seven common carrier railroads that are the subject of this Verified Notice of Exemption are attached as Exhibit 1.

1180.6(a)(7)(ii) *Agreement (exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction.*

The intra-corporate reorganization that is the subject of this Verified Notice of Exemption will be authorized by FTAI's Board of Directors pursuant to a resolution in substantially the form attached as Exhibit 2. *See Red River Valley & Western Railroad Company and Rutland Line, Inc.—Corporate Family Transaction Exemption*, STB Finance Docket No. 35254, at 1, n.2 (STB served July 2, 2009) (“Applicants state that there was no written agreement governing the transfer of the shareholders’ stock in Rutland to RRVW. In its place, they attach as Exhibit B a written Action by the Board of Directors and Shareholders of Rutland Line, Inc.”).

1180.4(g)(i) *Level of Labor Protection to be Imposed*

All of the common carriers that are the subject of this Notice of Exemption are Class III rail carriers.⁸ Therefore, in accordance with 49 U.S.C. § 11326(c), the labor protection provisions of 49 U.S.C. § 11326 do not apply to the intra-corporate reorganization transaction that is the subject of this Verified Notice of Exemption.

1180.4(g)(4) *Transactions imposing interchange commitments*

This internal corporate reorganization transaction will not impose, nor will it involve, any interchange commitment by or affecting any of the subject rail common carriers.

1105.6 *Environmental Impacts*

49 C.F.R. § 1105.6(c) explains that no environmental documentation will normally be prepared where a transaction will not result in a “significant change in carrier operations” and does not exceed the thresholds set forth at 49 C.F.R. § 1105.7(e)(4) or (5). The intra-corporate transaction that is the subject of this Verified Notice of Exemption involves only an internal corporate reorganization that will not impact the subject railroads’ traffic or operations.

Specifically, the transaction will not cause a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of these lines to motor carriage. Nor will the transaction result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the lines; (2) an increase of rail yard activities of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day. The intra-corporate transaction will not exceed the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii). The intra-corporate transaction will not result in the transportation of any ozone depleting materials. Therefore,

⁸ The operating revenues of URR and GRW exceed the dollar threshold for Class II carrier status. However, as switching and terminal carriers, URR and GRW are classified as Class III carriers. *See* 49 C.F.R. § 1201, 1-1(d).

pursuant to the Board's regulations at 49 C.F.R. § 1105.6(c), no environmental documentation is required.

This action will not affect either the quality of the human environment or energy conservation.

1150.8 *Historic Impacts*

Prior Board approval or exemption would be required if, in the future, the parties proposed to abandon or discontinue rail service over any of the subject rail lines. The parties have no plans to dispose of or alter any property that is subject to the Board's jurisdiction and is 50 years old or older. Accordingly, pursuant to the Board's regulations at 49 C.F.R. § 1105.8(b)(1), this Verified Notice of Exemption does not require an historic report.

Respectfully submitted,

/s/Terence M. Hynes

Terence M. Hynes
Marc A. Korman
Sidley Austin LLP
1501 K Street, N.W.
Washington, D.C. 20005
(202) 736-8000

Attorneys for Fortress Investment Group LLC, Ohio River Partners Shareholder LLC, Katahdin Railcar Services LLC, Union Railroad Company, Gary Railway Company, Delray Connecting Railroad Company, Texas & Northern Railroad Company, and Lake Terminal Railroad Company

Dated: January 21, 2022

VERIFICATION

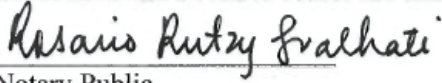
I, David N. Brooks, being duly sworn, state that I am the Secretary of Fortress Investment Group LLC and that I am an officer duly authorized to execute, verify and file this Verified Notice of Exemption. I have knowledge of the matters contained herein, and the statements made herein are true and correct to the best of my knowledge, information and belief.



Name: David N. Brooks

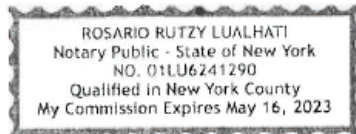
Title: Secretary

Subscribed and sworn to before me this 20th day of January, 2022.



Notary Public

My Commission expires: May 16, 2023



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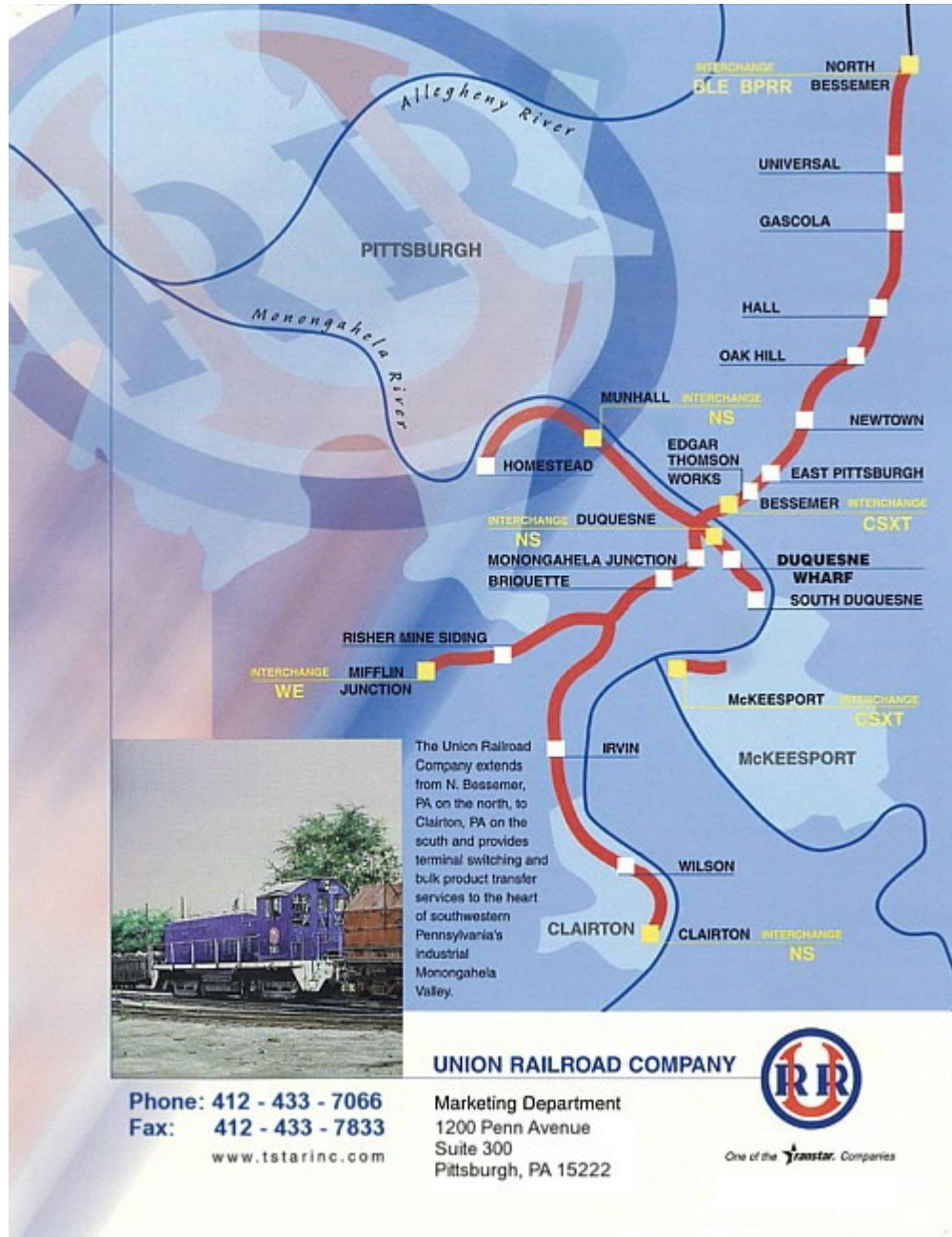
**EXHIBIT 1
SYSTEM MAPS**

KATAHDIN RAILCAR SERVICES⁹

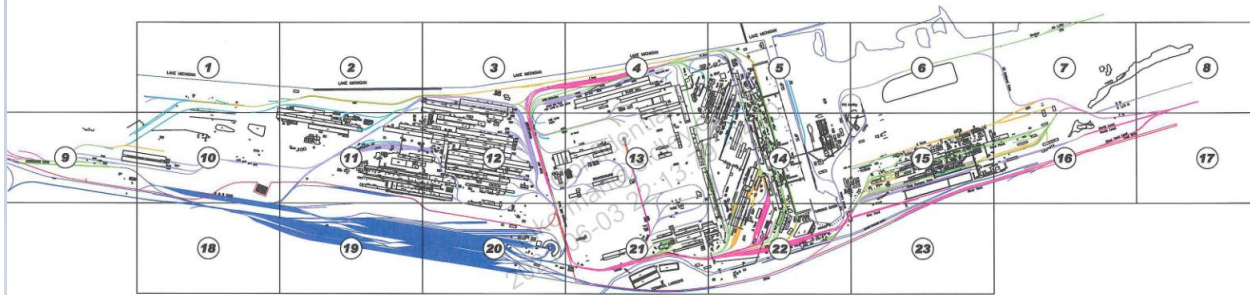


⁹ The line depicted above (the “Omal Line”) is operated by KRS pursuant to a lease with its affiliate, ORPS, which owns the Omal Line.

UNION RAILROAD COMPANY



GARY RAILWAY COMPANY



LEGEND

RED	FORMER EJ&E PROPERTY LINE
ORANGE	ABANDONED TRACK OWNED BY GRW
CYAN	ABANDONED TRACK OWNED BY USS
MAGENTA	TRACK OWNED BY GRW, MAINTAINED AT GRW EXPENSE
PURPLE	TRACK OWNED BY USS, MAINTAINED AT USS EXPENSE
GREEN	TRACK OWNED BY GRW, MAINTAINED AT USS EXPENSE
BLUE	TRACK OWNED BY CNIEJ&E

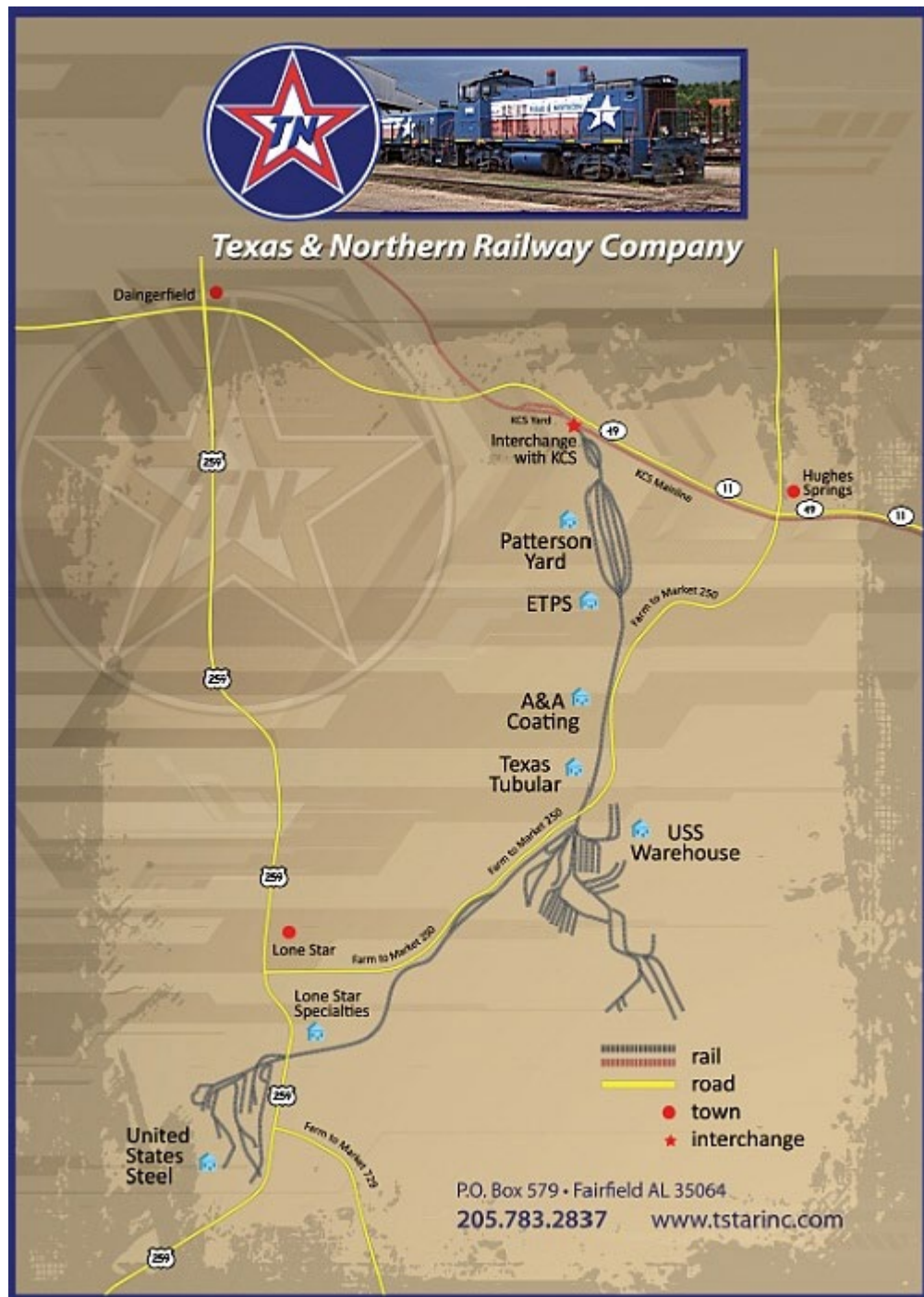


Gary Railway

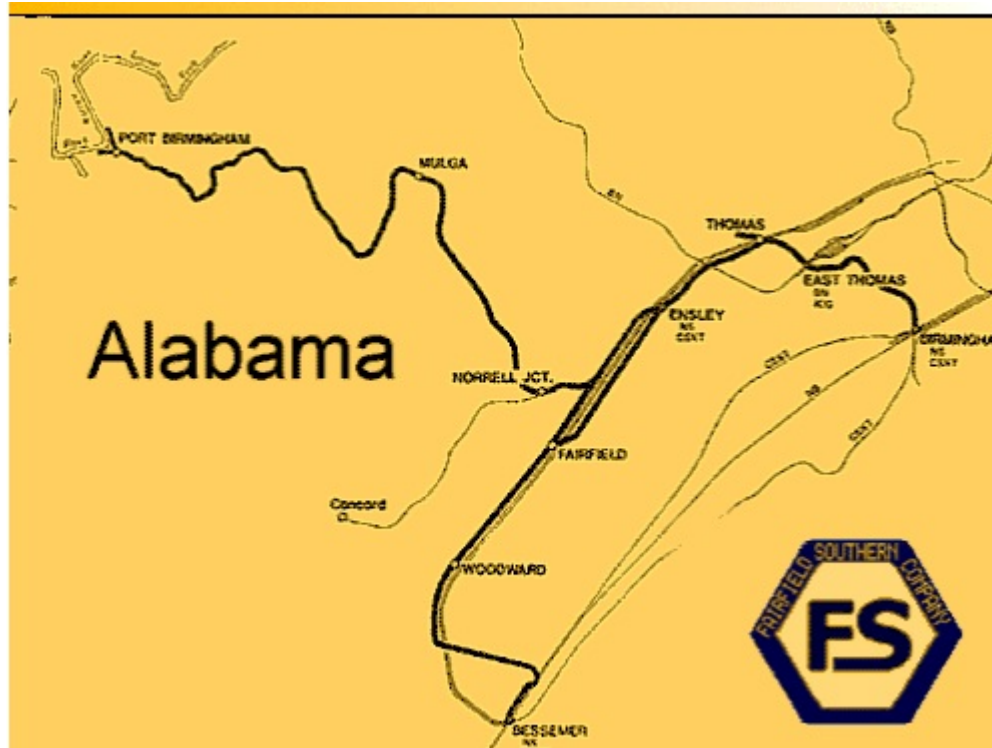
DELRAY CONNECTING RAILROAD COMPANY



TEXAS & NORTHERN RAILWAY COMPANY

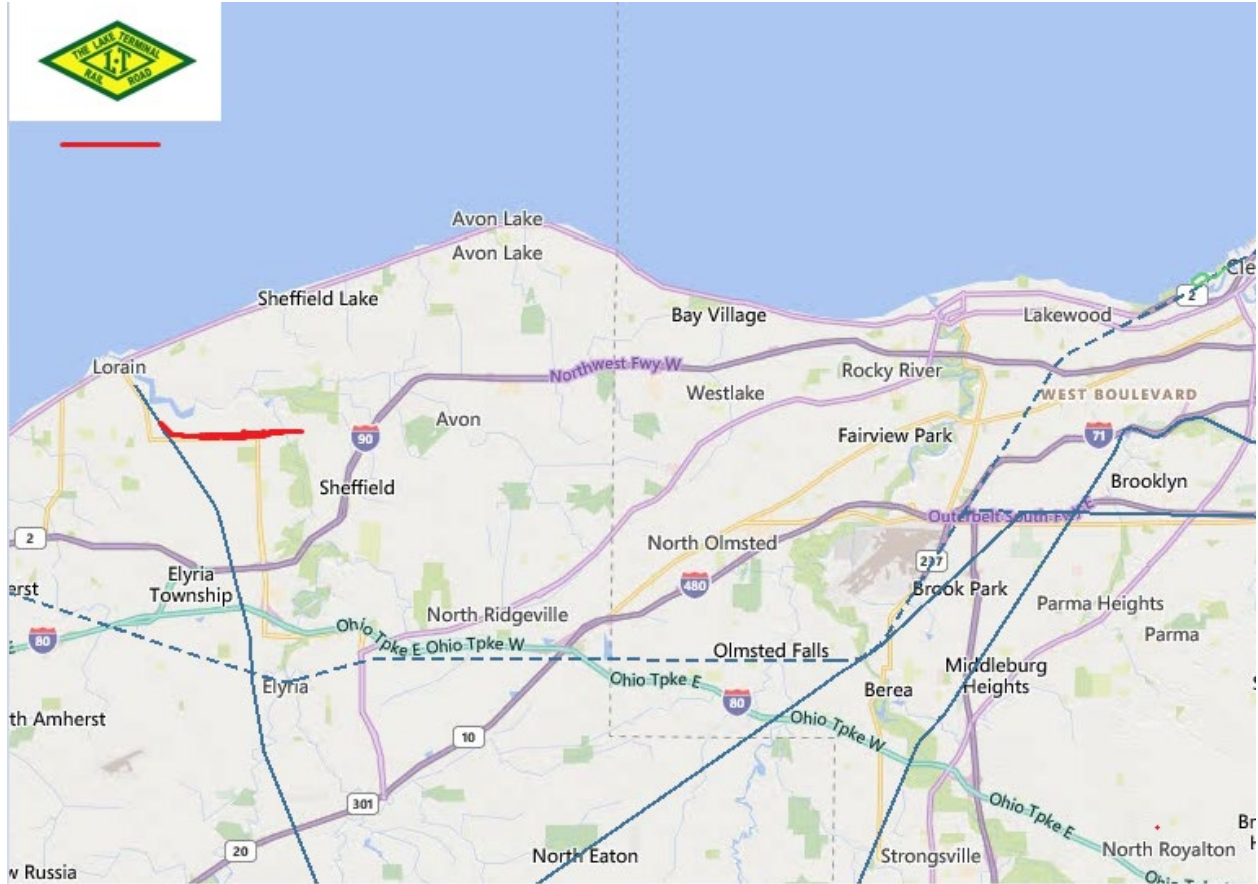


FAIRFIELD SOUTHERN COMPANY¹⁰



¹⁰ Fairfield Southern Company (“FSR”) provides in-plant contract switching service at USS’s plant in Fairfield, AL. FSR is not a common carrier.

LAKE TERMINAL RAILROAD COMPANY



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**EXHIBIT 2
BOARD RESOLUTION**

Set forth below is an excerpt of proposed resolutions that the Board of Directors of Fortress Transportation and Infrastructure Investors LLC will adopt, in substantially the form set forth below, in connection with the approval of the Transaction (as defined below).

FORTRESS TRANSPORTATION AND INFRASTRUCTURE INVESTORS LLC

EXCERPT OF PROPOSED RESOLUTIONS

OF

THE BOARD OF DIRECTORS

RESOLVED, that the Board of Directors (the “Board”) of Fortress Transportation and Infrastructure Investors LLC, a Delaware limited liability company (the “Company”), hereby determines that the separation of the Company into two externally managed companies consisting of (i) the Company’s aviation-related assets and liabilities, which will remain with the Company, and (ii) the Company’s railroad and energy infrastructure businesses (including all of the Company’s interests in its rail carrier subsidiaries), which will be owned by FTAI Infrastructure Inc. (“FTAI Infrastructure”), as a result of a “spin-off” transaction (the “Transaction”) in which the Company would distribute to the holders of the Company’s common stock on a pro rata basis a stock distribution consisting of all of the issued and outstanding shares of FTAI Infrastructure common stock (the “Dividend”), is in the best interest of the Company and approves the Transaction, subject to the Board declaring the Dividend and, in connection with declaring the Dividend, setting the payment date, the record date and the applicable distribution ratio, which declaration shall occur as soon as reasonably practicable; and

FURTHER RESOLVED, that any officers of the Company (each an “Authorized Officer” and together, the “Authorized Officers”) be, and each of them individually hereby is, authorized, empowered, and directed in the name and on behalf of the Company and/or FTAI Infrastructure, as applicable, to negotiate the terms and conditions of the documents, instruments, certificates, agreements, amendments and restatements that the Authorized Officers may deem appropriate or necessary to effect the consummation of the Transaction or to provide a framework for the relationship between the Company and FTAI Infrastructure after consummation of the Transaction, and to take or cause to be taken any and all such further actions and do or cause to be done all things, including to execute and deliver or cause to be executed and delivered and, where necessary or appropriate, filed with the appropriate governmental authorities, all such other documents, instruments, certificates, agreements, amendments and restatements with such changes therein and additions thereto as the Authorized Officer executing the same may deem reasonable and appropriate, the signature of any such Authorized Officer thereon to be conclusive evidence of the approval thereof, and to engage in such acts and to cause the Company’s subsidiaries to take such acts as the Authorized Officers shall in their judgment determine to be necessary, desirable or advisable to carry out fully the intent and purpose of the foregoing resolutions.

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Verified Notice of Exemption to be served by first class mail, postage pre-paid, this 21 day of January 2022, on

Secretary of US Department of Transportation
Docket Clerk, Office of Chief Counsel
Federal Railroad Administration
400 7th Street, S.W., Room 5101
Washington, D.C. 20590

Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530-0001

Federal Trade Commission
600 Pennsylvania Avenue, N.W.,
CRC-240
Washington, D.C. 20580

Chairman J. Bruce Bugg, Jr.
Texas Department of Transportation
125 East 11th Street
Austin, Texas 78701

Governor Greg Abbott
P.O. Box 12428
Austin, Texas 78711-2428

Governor Eric J. Holcomb
Statehouse
Indianapolis, Indiana 46204-2797

Chairman Peter Lake
Public Utility Commission of Texas
1701 N. Congress Avenue
PO Box 13326
Austin, TX 78711-3326

Joe McGuinness, Commissioner
Indiana Department of Transportation
100 N. Senate Ave., IGCN 755
Indianapolis, IN 46204

Chairman Jim Huston
Indiana Utility Regulatory Commission
PNC Center, 101 W. Washington Street, Suite
1500E
Indianapolis, IN 46204

Governor Kay Ivey
State Capitol, 600 Dexter Avenue
Montgomery, AL 36130

John R. Cooper, Transportation Director
Alabama Department of Transportation
P.O. Box 303050
Montgomery, AL 36130-3050

President Twinkle Andress Cavanaugh
Alabama Public Service Commission
100 N Union St, RSA Union Montgomery,
AL 36104

Governor Mike Dewine
Riffe Center, 30th Floor, 77 S High St
Columbus, OH 43215

Director Jack Marchbanks
Ohio Department of Transportation
1980 West Broad Street
Columbus, OH 43223

Chair Jennifer French
Ohio Public Utilities Commission
180 E Broad St
Columbus, OH 43215

Governor Tom Wolf
508 Main Capitol Building
Harrisburg, PA 17120

Secretary Yassmin Gramian
Pennsylvania Department of Transportation
Keystone Building, 400 North St., Fifth Floor
Harrisburg, PA 17120

Governor Gretchen Whitmer
P.O. Box 30013
Lansing, MI 48909

Chairman Dan Scripps
Michigan Public Service Commission
7109 W. Saginaw Highway
Lansing, MI 48917

Chairman Gladys Brown Dutrieuille
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
2nd Floor, Room-N201
Director Paul C. Ajegba
Michigan Department of Transportation
State Transportation Building
425 W. Ottawa St.
P.O. Box 30050
Lansing, MI 48909



Marc A. Korman