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June 29, 2022
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Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36625

OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD
— OPERATION EXEMPTION —
IN CLARK COUNTY, IND.

**VERIFIED NOTICE OF EXEMPTION OF
OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD
PURSUANT TO 49 C.F.R. PART 1150, SUBPART D**

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

**ATTORNEY FOR OMNI RIVER RIDGE, LLC
d/b/a RIVER RIDGE RAILROAD**

Dated: June 29, 2022

FILED
June 29, 2022
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
June 29, 2022
SURFACE
TRANSPORTATION BOARD

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OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD
— OPERATION EXEMPTION —
IN CLARK COUNTY, IND.

**VERIFIED NOTICE OF EXEMPTION OF
OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD
PURSUANT TO 49 C.F.R. PART 1150, SUBPART D**

Omni River Ridge, LLC d/b/a River Ridge Railroad (“RRR”), a non-carrier controlled by short line holding company OmniTRAX Holdings Combined, Inc. (“OmniTRAX”),¹ hereby files this notice of exemption under 49 C.F.R. Part 1150, subpart D to establish common carrier rail service over a track segment (the “Track”) located in Clark County, Indiana, that it recently acquired as private track as part of a larger logistics facility transaction. The Track extends from a point of connection with a line of CSX Transportation, Inc., Hoosier Subdivision, Branch NABB BR, at MP B 0041.950 at Charlestown, Indiana, roughly southward for 4,980 feet to the north end of the wye track (proximate to Patrol Road), a distance of approximately 0.943 miles in Clark County, Indiana. Based on projected revenues, RRR expects to become a Class III rail carrier.

¹ Concurrent with the subject exemption filing, OmniTRAX and HGS Railway Holdings, Inc. (“HGS”) have invoked the Board’s class exemption procedures at 49 C.F.R. 1180.2(d)(2) to continue in control of RRR, along with all of the existing railroad common carriers currently controlled in common by OmniTRAX and HGS, once RRR becomes a railroad common carrier. *See OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc. – Continuance in Control Exemption – OmniRiver Ridge, LLC d/b/a River Ridge Railroad*, FD 36626.

In accordance with the requirements of 49 C.F.R. § 1150.33, RRR submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

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

Omni River Ridge, LLC
d/b/a River Ridge Railroad
252 Clayton Street
Denver, CO 80206

Applicant's Representative: 49 C.F.R. § 1150.33(b)

RRR's representative to whom correspondence regarding this transaction should be sent is as follows:

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

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

The subject Track was owned by a non-carrier third party and historically has been utilized for non-common carrier railroad purposes, as is discussed in the Summary of the Transaction section of this notice of exemption, below. Because RRR already has acquired title to the assets that comprise the Track as private (non-jurisdictional) rail assets, there is no pertinent agreement. RRR seeks Board authorization to initiate railroad common carrier operations over the Track (which it already owns) on or after the effective date of this notice.

Operation of the Property: 49 C.F.R. § 1150.33(d)

RRR will offer common carrier service on the Track on or after the effective date of this exemption. As the service will constitute the entirety of RRR's railroad operations,

authorization of the commencement of common carrier operations (by way of this notice of exemption) is subject to Board jurisdiction in accordance with *Effingham Railroad Company — Petition for Declaratory Order — Construction at Effingham, Ill.*, Docket No. FD 41986, 2 STB 606, 607 (1997) and *Effingham Railroad Company — Operation Exemption — Line Owned by Agracel*, Docket No. FD 33468 (STB served Sep. 24, 1997), 1 *aff'd United Transp. Union v. United States*, 183 F.3d 606, 614 (7th Cir. 1999).

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

The Track extends from a point of connection with a line of CSX Transportation, Inc. (“CSXT”), Hoosier Subdivision, Branch NABB BR, at MP B 0041.950 at Charlestown, Indiana, and extends roughly 4,980’ (approximately 0.943 miles) to the north end of the wye track (proximate to Patrol Road) shown on the map offered as Exhibit A. The Track, which is currently private track, does not have mileposts, and RRR believes that it never did have mileposts.

The Track is part of a larger bundle of track assets (all of which, aside from the Track, will function as yard and ancillary trackage) located within an expansive, roughly 6,000-acre logistics complex in Jeffersonville, Clark County, Indiana, known as the River Ridge Commerce Center² (the “Commerce Center”) owned by the River Ridge Development Authority (“RRDA”), a non-carrier economic development agency. Prior to RRDA’s ownership and stewardship of the facility as of 1998, the complex served as the Indiana Army Ammunition Plant under the control of the Department of Defense, until the decommissioning of the Army complex. RRR understands that the trackage within the Commerce Center was constructed

² <https://www.riverridgecc.com/>

many years ago in support of the Army's ammunition plant operations. In April of 2021, RRDA entered into an agreement to sell the track assets within the Commerce Center to a new corporate entity under the control of OmniTRAX,³ which entity became RRR. Later, on November 1, 2021, RRR acquired the Commerce Center's track assets (including the Track),⁴ and has since operated them as part of a private switching operation. Prior to RRR's operations, RRDA had contracted with a third-party contract switching carrier to handle railroad car movement and car storage within the Commerce Center (a third-party contract that RRR understands that RRDA has since terminated).

On or after the effective date of the subject class exemption, RRR intends to commence common carrier service over the Track, at which time the Track (and all ancillary trackage appurtenant thereto) will come within the scope of the Board's jurisdiction.⁵

Map: 49 C.F.R. § 1150.33(f)

A map showing the Track and indicating the area served is attached as Exhibit A.

Certificate of Compliance: 49 C.F.R. § 1150.33(g)

A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B.

³ See <https://omnitrax.com/omnitrax-and-river-ridge-development-authority-strike-partnership-to-transform-6000-acre-indiana-rail-industrial-park/>

⁴ Because the asset transfer between RRDA and RRR did not involve a Board-regulated railroad line (but, rather, private track that, by virtue of the operating authority that RRR seeks through this exemption, will become a line of railroad), the track asset sale was outside of the scope of the Board's jurisdiction.

⁵ See, e.g., *Wheeling & Lake Erie Railway Company – Operation Exemption – Valley Line in Harrison and Jefferson Counties, Ohio*, FD 36010 (STB served Sep. 8, 2016) (“*Wheeling*”); *Arkansas Midland Railroad Company, Inc. – Operation Exemption – In Jacksonville, AR*, FD 35152 (STB served Sep. 12, 2008).

Interchange Commitments: 49 C.F.R. § 1150.33(h)

RRR is not contractually limited in its ability to interchange of traffic with any third-party connecting carrier. As matters currently stand, RRR's only interline connection is CSXT. See Exhibit B.

Advance Notice: 49 C.F.R. § 1150.32(e)

To the extent it may be relevant here⁶, RRR's projected annual revenue is not expected to exceed \$5 million, and accordingly the advance notice requirements of 49 C.F.R. § 1150.32(e) are not applicable to this transaction. See Exhibit B.

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

Under 49 C.F.R. § 1105.6(c)(2), the proposed operation of the Track is exempt from environmental reporting requirements. RRR's proposed common carrier operations 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), RRR's proposed operation of the Track also is exempt from historic preservation reporting requirements. RRR intends to convert private switching operations within the Commerce Center to common carriage.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary in appropriate form is attached as Exhibit C.

⁶ See, e.g., *Wheeling; R.J. Corman Railroad Company/Memphis Line – Operation Exemption – Line in Montgomery and Stewart Counties, TN*, (STB served Jan. 18, 2000).

Respectfully submitted,

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

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

**ATTORNEY FOR OMNI RIVER RIDGE, LLC
d/b/a RIVER RIDGE RAILROAD**

Dated: June 29, 2022

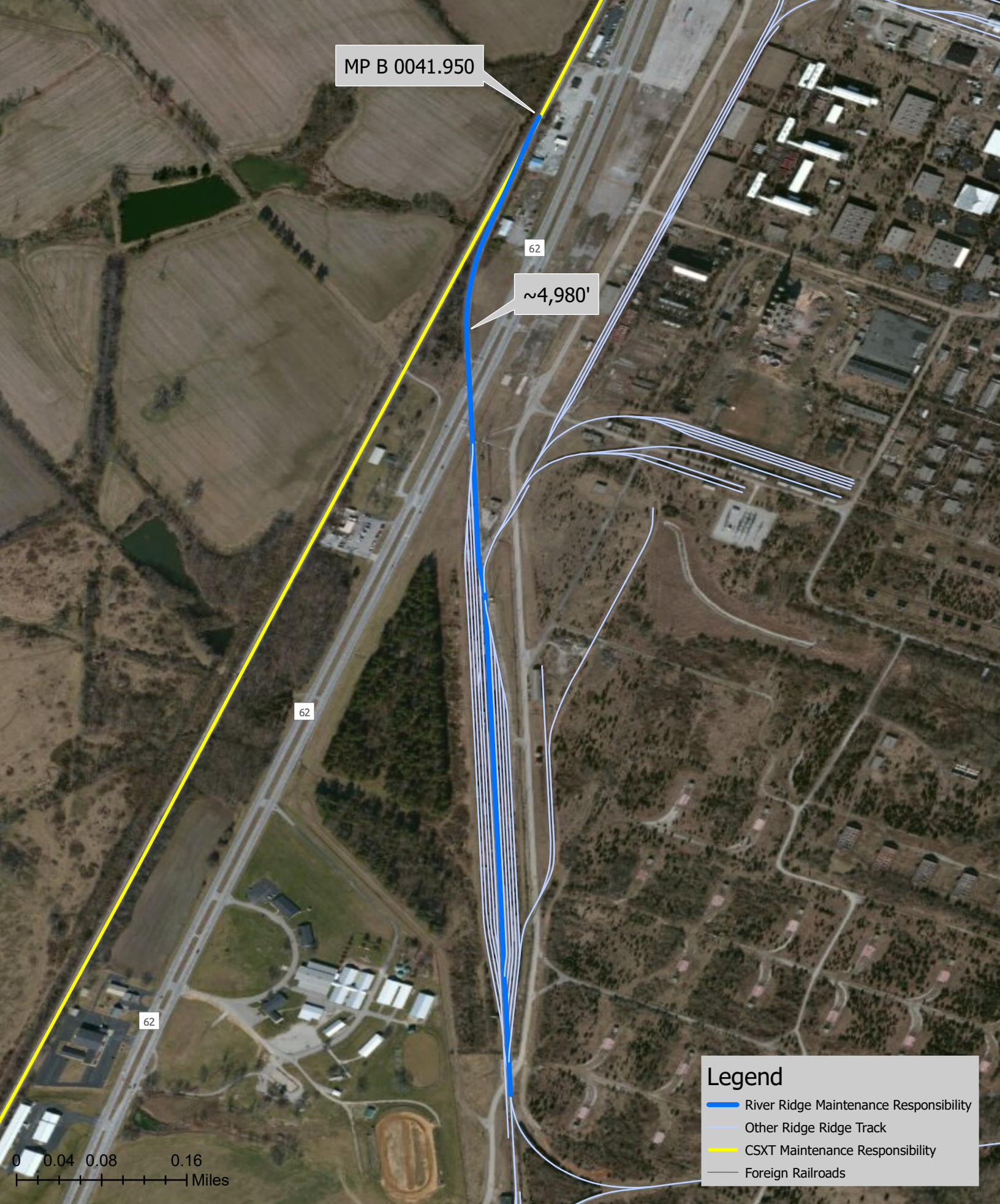
**BEFORE THE
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STB DOCKET NO. FD 36625

**OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD
— OPERATION EXEMPTION —
IN CLARK COUNTY, IND.**

EXHIBIT A

MAP



MP B 0041.950

62

~4,980'

62

62

0 0.04 0.08 0.16
Miles

Legend

- River Ridge Maintenance Responsibility
- Other Ridge Ridge Track
- CSXT Maintenance Responsibility
- Foreign Railroads

River Ridge Mainline Maintenance Responsibility

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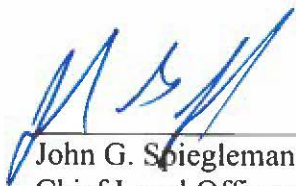
**OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD
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IN CLARK COUNTY, IND.**

EXHIBIT B

CERTIFICATION

CERTIFICATION

I, John G. Spiegleman, being duly sworn, hereby certify that the projected annual rail revenue of Omni River Ridge, LLC d/b/a River Ridge Railroad (“RRR”) is not projected to exceed \$5 million, and will not result in the creation of a Class II or Class I rail carrier under the provisions of 49 C.F.R. § 1201 (1-1). I further certify that RRR is not contractually limited in its ability to interchange of traffic with any third-party connecting carrier.



John G. Spiegleman
Chief Legal Officer and General Counsel of
OmniTRAX Holdings Combined on behalf of
Omni River Ridge, LLC d/b/a River Ridge Railroad

Dated: June 28, 2022

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO. FD 36625

**OMNI RIVER RIDGE, LLC D/B/A RIVER RIDGE RAILROAD
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EXHIBIT C

FEDERAL REGISTER NOTICE

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

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— OPERATION EXEMPTION —
IN CLARK COUNTY, IND.

Omni River Ridge, LLC d/b/a River Ridge Railroad (“RRR”), a non-carrier, has filed a Verified Notice of Exemption under 49 C.F.R. § 1150.31, et seq. to initiate common carrier operations over certain currently-private track (the “Track”) in Clark County, Indiana, extending from a point of connection with a line of CSX Transportation, Inc., Hoosier Subdivision, Branch NABB BR, at MP B 0041.950 at Charlestown, Indiana, roughly southward for 4,980 feet (approximately 0.943 miles) to the north end of the wye track (proximate to Patrol Road).

RRR expects to commence common carrier operations over the Track on or after July 29, 2022.

Comments must be filed with the Board and served on:

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

This Notice is filed under 49 C.F.R. § 1150.31. If this 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.

Dated: July __, 2022

By the Board

VERIFICATION

I, John G. Spiegleman, hereby verify under penalty of perjury that – (a) I am the Chief Legal Officer and General Counsel of OmniTRAX Holdings Combined, parent company of Omni River Ridge, LLC d/b/a River Ridge Railroad (“RRR”); (b) I have read the foregoing Notice of Exemption, know the facts asserted therein, and that the same are true as stated to the best of my knowledge, information, and belief; and (c) I am authorized to make this verification on behalf of RRR.



John G. Spiegleman

Dated: June 28, 2022