

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

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

THOMAS J. HEALEY

(312) 252-1505
thealey@fletcher-sippel.com

305014
ENTERED
Office of Proceedings
July 19, 2022
Part of
Public Record

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

July 19, 2022

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

Re: **Docket No. FD 36611**
Ports of Indiana and Indiana Ports Railroad Holding Corporation –
Continuance in Control Exemption – Burns Harbor Shortline
Railroad Company

Dear Ms. Brown:

Attached for filing in the above-captioned proceeding is the **Verified Notice of Exemption of Ports of Indiana and Indiana Ports Railroad Holding Corporation Pursuant to 49 C.F.R. § 1180.2(d)(2)**, dated July 19, 2022. The appropriate filing fee 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.

Respectfully submitted,

/s/ *Thomas J. Healey*

Thomas J. Healey
Attorney for Ports of Indiana and Indiana
Ports Railroad Holding Corporation

TJH:th

Attachment

FEE RECEIVED
July 19, 2022
SURFACE
TRANSPORTATION BOARD

FILED
July 19, 2022
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36611

PORTS OF INDIANA AND
INDIANA PORTS RAILROAD HOLDING CORPORATION
-- CONTINUANCE IN CONTROL EXEMPTION --
BURNS HARBOR SHORTLINE RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
PORTS OF INDIANA AND
INDIANA PORTS RAILROAD HOLDING CORPORATION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

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

**ATTORNEY FOR PORTS OF INDIANA
AND INDIANA PORTS RAILROAD
HOLDING CORPORATION**

Dated: July 19, 2022

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36611

PORTS OF INDIANA AND
INDIANA PORTS RAILROAD HOLDING CORPORATION
-- CONTINUANCE IN CONTROL EXEMPTION --
BURNS HARBOR SHORTLINE RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
PORTS OF INDIANA AND
INDIANA PORTS RAILROAD HOLDING CORPORATION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Ports of Indiana (“Ports”) and Indiana Ports Railroad Holding Corporation (“IPR”), non-carriers, hereby file this notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of Burns Harbor Shortline Railroad Company (“BHS”) once BHS commences common carrier rail operations and becomes a rail carrier. BHS is currently a non-carrier entity, wholly owned by IPR, which is in turn owned by Ports. BHS will operate rail trackage owned by the State of Indiana and controlled and managed by Ports at the Port of Indiana-Burns Harbor that connects at two places with Norfolk Southern Railway Company and extends a distance of approximately 4.15 miles in Portage, Porter County, Indiana (the “Line”). BHS is concurrently filing a notice of exemption pursuant to 49 C.F.R. § 1150.32 to operate the Line. *See FD 36610, Burns Harbor Shortline Railroad Company – Operation Exemption – In Porter County, Indiana.*

The Line does not connect with the lines of the two other Class III rail carriers controlled by Ports and IPR, and this control transaction is not part of a series of anticipated transactions that would result in such a connection. Nor does this proposed control transaction

involve a Class I carrier. Ports' and IPR's continuance in control of BHS is accordingly exempt under 49 C.F.R. § 1180.2(d)(2).

In accordance with the requirements of 49 C.F.R. § 1180.4(g), Ports and IPR submit the following information:

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

Ports is a statewide port authority that operates state-owned port facilities at Burns Harbor, Jeffersonville and Mt. Vernon, Indiana. IPR is a subsidiary of Ports and, like Ports, is a non-carrier. IPR directly controls two Class III shortlines that operate on track owned by the State of Indiana and controlled and managed by Ports at the port facilities in Jeffersonville and Mt. Vernon, Indiana. *See Indiana Ports Railroad Holding Corporation – Continuance in Control Exemption – Clark Shortline Railroad Company and Southwind Shortline Railroad Company*, FD 32114 (STB served Aug. 13, 1992, June 25, 1993 and May 14, 1998).

BHS is an existing non-carrier entity owned by IPR which will operate the Line at the Burns Harbor port facility in Portage, Porter County, Indiana. The rail lines operated by IPR's existing rail carrier subsidiaries and BHS will not connect. Ports and IPR propose to exercise common control of BHS and their existing rail carrier subsidiaries once BHS commences common carrier operations on the Line pursuant to exemption in FD 36610 and becomes a rail carrier.

The full name and address of the Applicants herein are:

Ports of Indiana and
Indiana Ports Railroad Holding Corporation
150 W. Market St., Suite 100
Indianapolis, Indiana 46204

Any questions concerning this Notice should be sent to the representative of Ports and IPR at the following address:

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

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

Ports and IPR intend to consummate the proposed continuance in control transaction on or after October 1, 2022, upon the commencement of BHS's operations as a rail common carrier.

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

The exemption sought herein will allow Ports and IPR to exercise common control of their existing rail carrier subsidiaries and BHS, thus permitting BHS to proceed with the operation of the Line as contemplated in FD 36610.

States in Which Property of Applicants is Located: 49 C.F.R. § 1180.6(a)(5)

BHS will operate rail property in the State of Indiana. The existing rail carrier subsidiaries of Ports and IPR operate over rail property located in the State of Indiana.

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

Maps of the Line to be operated by BHS and the trackage currently operated by Ports' and IPR's existing rail carrier subsidiaries are attached hereto as Exhibit 1.

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

Ports and IPR already own and control BHS, currently a non-carrier. No additional agreement is contemplated or necessary for Ports and IPR to continue in control of BHS once BHS commences operation of the Line and becomes a rail carrier.

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

Pursuant to 49 U.S.C. § 11326(c), no employee protective conditions may be imposed on this transaction. Ports and IPR are non-carriers, their existing railroad subsidiaries are currently Class III rail carriers, and BHS will be a Class III carrier upon its commencement of common carrier operations.

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. Ports' and IPR's continuance in control of BHS 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 continuance in control also is exempt from historic preservation reporting requirements. That control 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 continuance in control transaction does not itself involve the acquisition or operation of a rail line, and thus the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. Applicants note that the underlying operation transaction proposed in FD 36610 does not include any provision limiting BHS's future interchange of traffic with a third-party connecting carrier.

Respectfully submitted,

/s/ *Thomas J. Healey*

By: _____

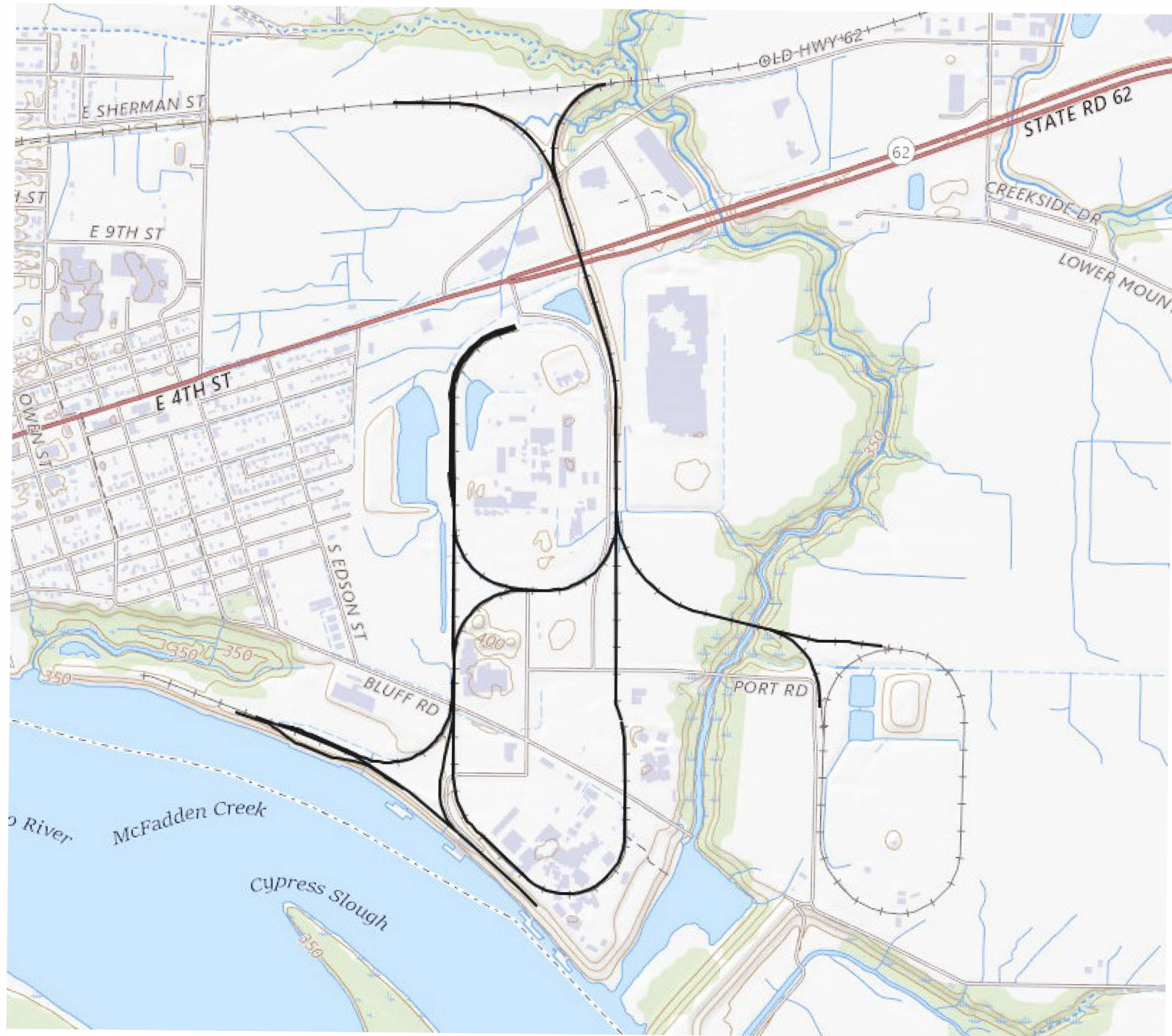
Thomas J. Healey
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**ATTORNEY FOR PORTS OF INDIANA
AND INDIANA PORTS RAILROAD
HOLDING CORPORATION**

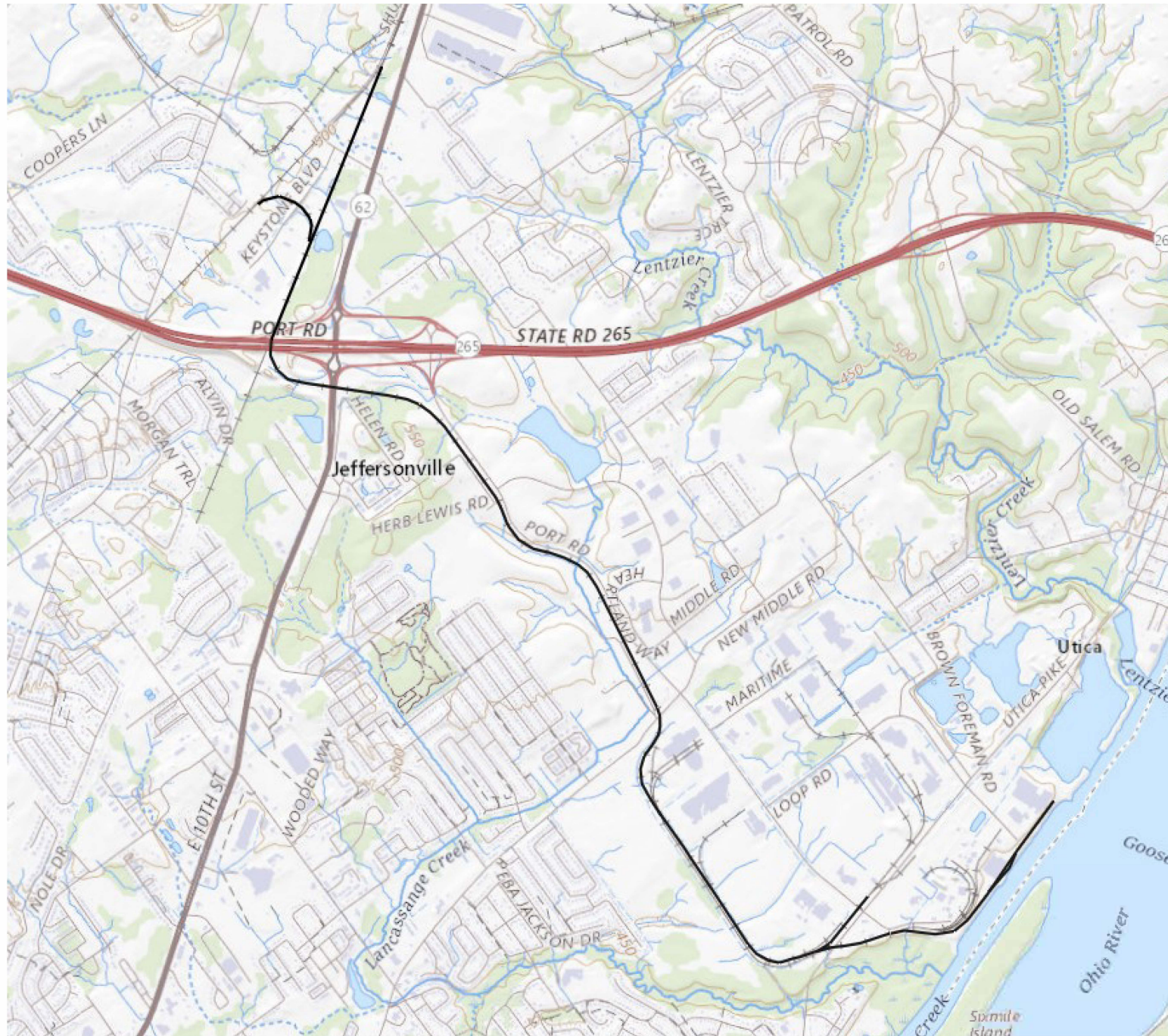
Dated: July 19, 2022

[MAP EXHIBITS]

Southwind Shortline Railroad Company

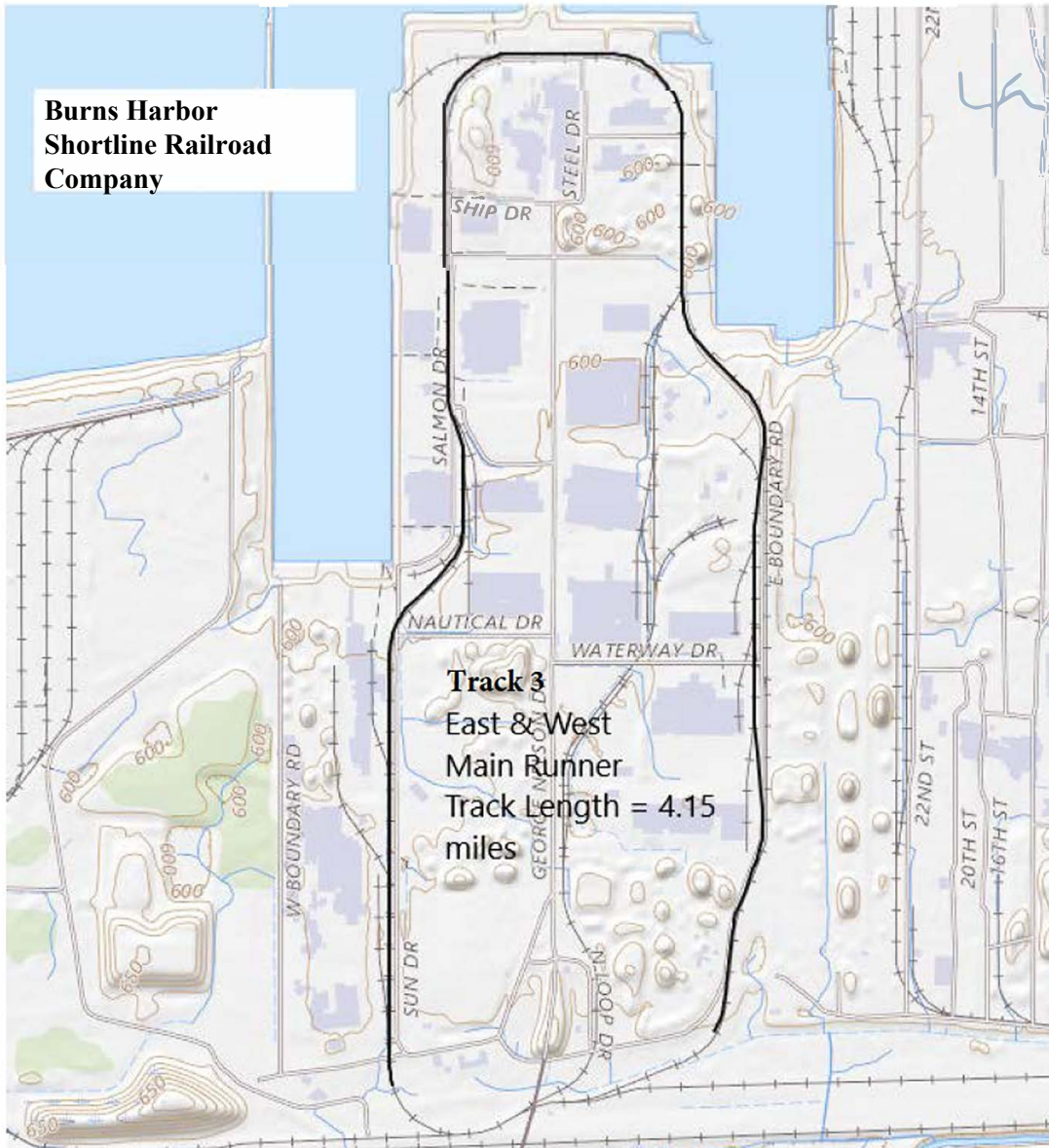


Clark Shortline Railroad Company



**Burns Harbor
Shortline Railroad
Company**

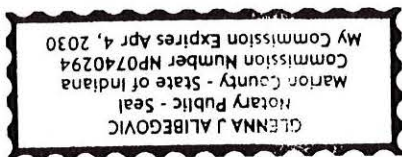
Track 3
East & West
Main Runner
Track Length = 4.15
miles



VERIFICATION

State of Indiana)
) ss:
County of Marion)

Vanta E. Coda II, being duly sworn, deposes and says that he is Chief Executive Officer of Ports of Indiana and Indiana Ports Railroad Holding Corporation, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.



A handwritten signature in blue ink, appearing to read "Vanta E. Coda II".

Vanta E. Coda II

SUBSCRIBED AND SWORN TO
before me this 31st day
of July, 2022.

A large, stylized handwritten signature in purple ink, likely belonging to the Notary Public.

Notary Public

My Commission expires: