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November 11, 2022

ENTERED
Office of Proceedings
November 14, 2022
Part of
Public Record

BY E-FILING

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

RE: Docket No. FD 36646; R. J. Corman Railroad Group, LLC and R. J. Corman Railroad Company, LLC – Continuance in Control Exemption – Raleigh and Fayetteville Railroad, LLC.

Dear Ms. Brown:

Attached for filing in Docket No. 36646 is a Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2).

Sincerely,

/s/ Catherine S. Wright

Catherine S. Wright
*Attorney for R. J. Corman Railroad Group,
LLC and R. J. Corman Railroad Company,
LLC*

FILED
November 14, 2022
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
November 14, 2022
SURFACE
TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket No. FD 36646

**R. J. CORMAN RAILROAD GROUP, LLC AND R. J. CORMAN RAILROAD
COMPANY, LLC – CONTINUANCE OF CONTROL EXEMPTION – RALEIGH
AND FAYETTEVILLE RAILROAD, LLC**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)**

Submitted by:
Catherine S. Wright, Esq.
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(859) 288-2836
*Counsel for R. J. Corman Railroad
Group, LLC and R. J. Corman
Railroad Company, LLC*

Dated: November 11, 2022

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket No. FD 36646

**R. J. CORMAN RAILROAD GROUP, LLC AND R. J. CORMAN RAILROAD
COMPANY, LLC – CONTINUANCE OF CONTROL EXEMPTION – RALEIGH
AND FAYETTEVILLE RAILROAD, LLC**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)**

R. J. Corman Railroad Group, LLC (“RJCG”) and R. J. Corman Railroad Company, LLC (“RJCRC”)¹, non-carrier holding companies, hereby provide this verified notice of exemption under 49 C.F.R. § 1180.2(d)(2) for Applicants to continue in control of the Raleigh and Fayetteville Railroad, LLC (“RFCC”) (currently a non-carrier owned and controlled by Applicants) upon RFCC becoming a Class III rail carrier in *Raleigh and Fayette Railroad, LLC – Acquisition, Lease and Operation Exemption with Interchange Commitment – Norfolk Southern Railway Company*, Docket No. FD 36645, while Applicants remain in control of nineteen (19) other Class III STB regulated carriers, including two non-operating STB-regulated railroad carriers, R. J. Corman Railroad Property, LLC (“RJCRP”) and R. J. Corman Railroad Company/Ashland, LLC (“RJCA”).

The seventeen (17) operating railroads under Applicants’ ownership and control are: R. J. Corman Railroad Company/Western Ohio Line, Inc. (“RJCW”), R. J. Corman Railroad

¹ RJCRC is a wholly owned subsidiary of RJCG. RJCRC and RJCG are referred to collectively as “Applicants”.

Company/Pennsylvania Lines, Inc. (“RJCP”), R. J. Corman Railroad Company/Allentown Lines, Inc. (“RJCN”), R. J. Corman Railroad Company/Bardstown Line, Inc. (“RJCR”), R. J. Corman Railroad Company/Cleveland Line, Inc. (“RJCL”), R. J. Corman Railroad Company/Carolina Lines LLC (“RJCS”), R. J. Corman Railroad Company/Central Kentucky Lines (“RJCC”), LLC, R. J. Corman Railroad Company/Texas Lines, LLC (“RJCD”), R. J. Corman Railroad Company/Tennessee Terminal, LLC (“RJCK”), R. J. Corman Railroad Company/Memphis Line, Inc. (“RJCM”), R. J. Corman Railroad Company/Nashville & Eastern LLC (“NERR”), R. J. Corman Railroad Company/Nashville and Western LLC (“NWR”), R. J. Corman Railroad Company/Childersburg Line (“RJAL”), R. J. Corman Company/Lehigh Line, LLC (“LRWY”), R. J. Corman Railroad Company/Luzerne & Susquehanna Line, LLC (“LS”), R. J. Corman Railroad Company/Owego & Harford Line, Inc. (“OHRY”), Knoxville and Cumberland Railroad, LLC (“KXCG”) (collectively “RJC Railroads”).²

This proceeding is related to *Raleigh and Fayette Railroad, LLC – Acquisition, Lease and Operation Exemption with Interchange Commitment – Norfolk Southern Railway Company*, Docket No. FD 36645, in which RFCC has filed for authority to (1) acquire approximately 42.38 miles of rail lines from Norfolk Southern Railway Company (“NSR”), (2) lease approximately 19.88 miles of rail lines from Norfolk Southern Railway Company (“NSR”), and (3) assume NSR’s trackage rights over 0.59 miles of CSX Transportation, Inc.’s (“CSXT”) line, and to operate those lines, all of which form a contiguous rail line between Raleigh, North Carolina and

² In addition, Applicants control RJCRP, a rail carrier which owns RJCR’s Oneida Line and RJCC’s Lexington Yard, but does not operate any rail property, and RJCA, which owns no rail property but operates as a switching carrier on property of other entities in Ashland, Kentucky.

Fayetteville, North Carolina in Wake, Harnett and Cumberland Counties, North Carolina. Each of the lines are collectively hereinafter referred to as the “Line”.

Applicants hereby certify that (1) RFCC and the RJC Railroads would not connect with each other or any other railroad in the corporate family; (2) the continuance in control is not part of a series of anticipated transactions that would connect the carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier. Therefore, pursuant to 49 C.F.R. §1180.2(d)(2), the proposed transaction is exempt from the prior approval requirements of 49 U.S.C. § 11323.

In support of this notice of exemption and in compliance with 49 C.F.R. § 1180.4(g), Applicants submit the following:

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

Description of the Proposed Transaction.

In this proceeding, Applicants seek to continue in control of RFCC upon RFCC becoming a Class III rail carrier in Docket No. FD 36645, while Applicants remain in control of the RJC Railroads.

Names, Address, and Phone Numbers of Involved Parties.

Applicants’ Legal Name, Address and Phone Number

R. J. Corman Railroad Group, LLC
R. J. Corman Railroad Company, LLC
101 R. J. Corman Drive
PO Box 788
Nicholasville, Kentucky 40356
859-881-2571

RFCC’s Legal Name, Address and Phone Number

Raleigh and Fayetteville Railroad, LLC

101 R. J. Corman Drive
PO Box 788
Nicholasville, Kentucky 40356
859-881-2571

Name of counsel to whom questions can be addressed.

Catherine S. Wright, Esq.
Jackson Kelly PLLC
100 West Main Street, Suite 700
Lexington, Kentucky 40588-2150
catherine.wright@jacksonkelly.com
(859) 288-2836

Schedule for Consummation (49 CFR §1180.6(a)(1)(ii)):

The parties propose to consummate the proposed transaction on December 16, 2022, provided that all necessary conditions set forth in the Transaction Agreement for the transaction that is the subject of Docket No. FD 36645 (including authorization of the transaction by the Board) have been satisfied.

Purpose of Transaction (49 CFR §1180.6(a)(1)(iii)):

The purpose of the transaction is to allow Applicants to continue in control of RFCC upon RFCC becoming a rail carrier to promote operating efficiency and maximize the reliability of rail service provided by RFCC to customers located on the Line that RFCC proposes to acquire, lease and operate.

List of States in which Parties' Property is Located (49 CFR §1180.6(a)(5)):

Applicants control the following rail carriers who operate in the states specified.

<u>Carriers</u>	<u>State</u>
RJCL	Ohio
RJCW	Ohio and Indiana
RJCP	Pennsylvania and West Virginia
RJCN	Pennsylvania
RJCC	Kentucky

RJCRP	Kentucky and Tennessee (non-operating)
RJCS	North Carolina and South Carolina
RJCD	Texas
RJCM	Tennessee and Kentucky
RJCK	Tennessee and Mississippi
NERR	Tennessee
NWR	Tennessee
RJAL	Alabama
LRWY	Pennsylvania
LS	Pennsylvania
OHRY	New York
KXCG	Tennessee, Kentucky and Virginia

Maps Exhibit (49 CFR §1180.6(a)(6)):

Maps showing the locations of the rail lines of Applicants and RFCC are attached as Exhibit A.

Agreements (49 CFR §1180.6(a)(7)(ii)):

Applicants have not and do not plan to enter into an agreement related to Applicant's continuance in control of RFCC.

Level of Labor Protection (49 CFR §1180.4(g)(1)(i)):

This proposed transaction involves only Class III carriers and as such, no labor protection applies to this transaction. 49 U.S.C. § 11326(c).

Interchange Commitment (49 CFR 1180.4(g)(4)):

Applicants certify that this continuance in control transaction does not contain any provision or agreement that would limit future interchange with a third-party connecting carrier. The acquisition and lease that is the subject of *Raleigh and Fayette Railroad, LLC – Acquisition, Lease and Operation Exemption with Interchange Commitment – Norfolk Southern Railway Company*, Docket No. FD 36645, includes an interchange commitment in the form of a fee related to interchanges by RFCC with rail carriers other than NSR at interchange points on the Line

operated by RFCC. RFCC has complied with the applicable interchange disclosure requirements in that docket.

Environmental and Historic Report (49 C.F.R. § 1105.6 through 1105.8):

Pursuant to 49 C.F.R. § 1105.6(c)(1), the proposed transaction is exempt from environmental reporting requirements. The proposed transaction 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).

The proposed transaction also is excepted from historic preservation reporting requirements under 49 C.F.R. § 1105.8(b)(3). The control transaction will not substantially change the level of maintenance of any railroad property.

Respectfully submitted this 11th day of November 2022.

/s/ Catherine S. Wright
Catherine S. Wright, Esq.
Jackson Kelly PLLC
100 West Main Street, Suite 700
Lexington, Kentucky 40588-2150
catherine.wright@jacksonkelly.com
(859) 288-2836
*Counsel for R. J. Corman Railroad Group,
LLC and R. J. Corman Railroad Company,
LLC*

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket No. FD 36331

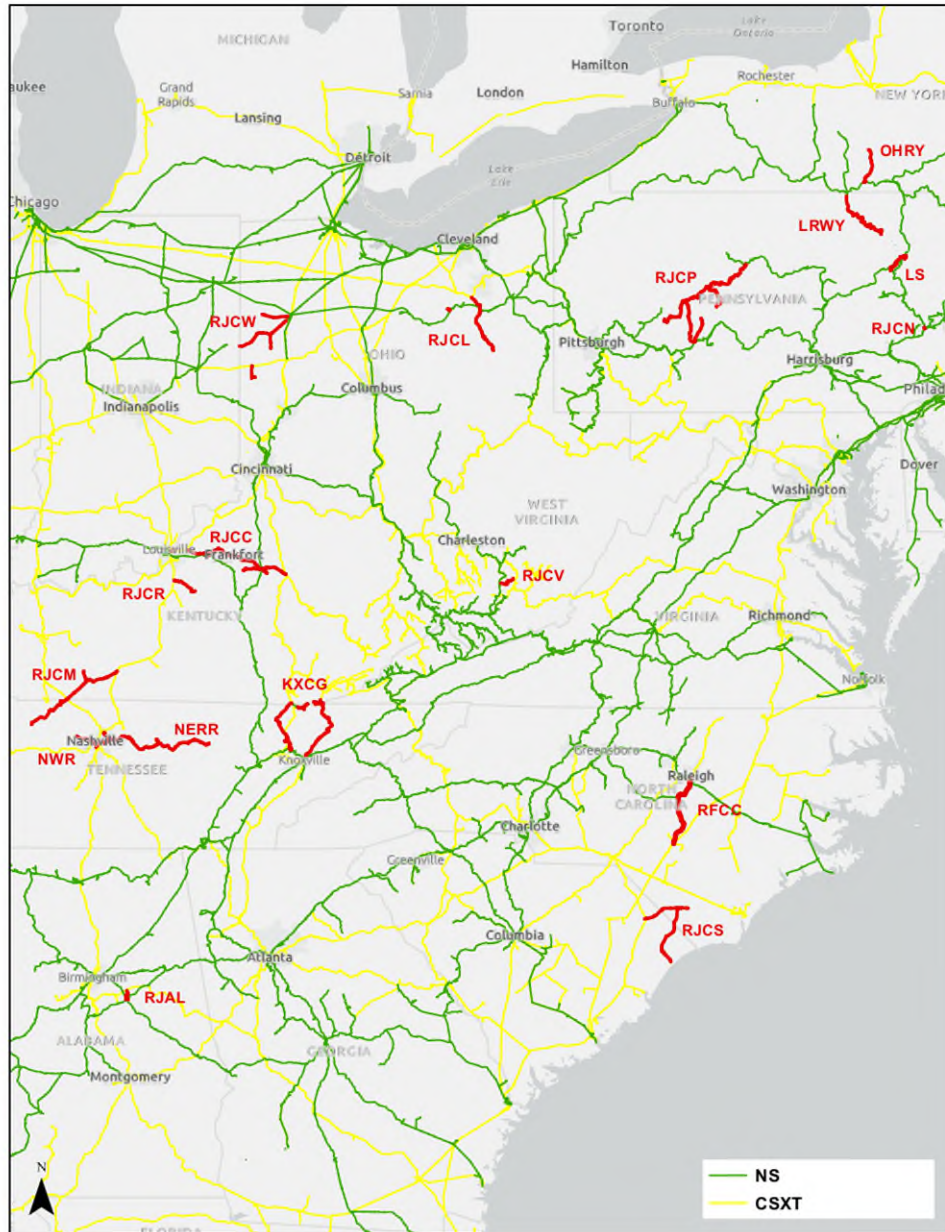
**R. J. CORMAN RAILROAD GROUP, LLC AND R. J. CORMAN RAILROAD
COMPANY, LLC – CONTINUANCE OF CONTROL EXEMPTION – R. J. CORMAN
RAILROAD COMPANY/CHILDERSBURG LINE, LLC**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)**

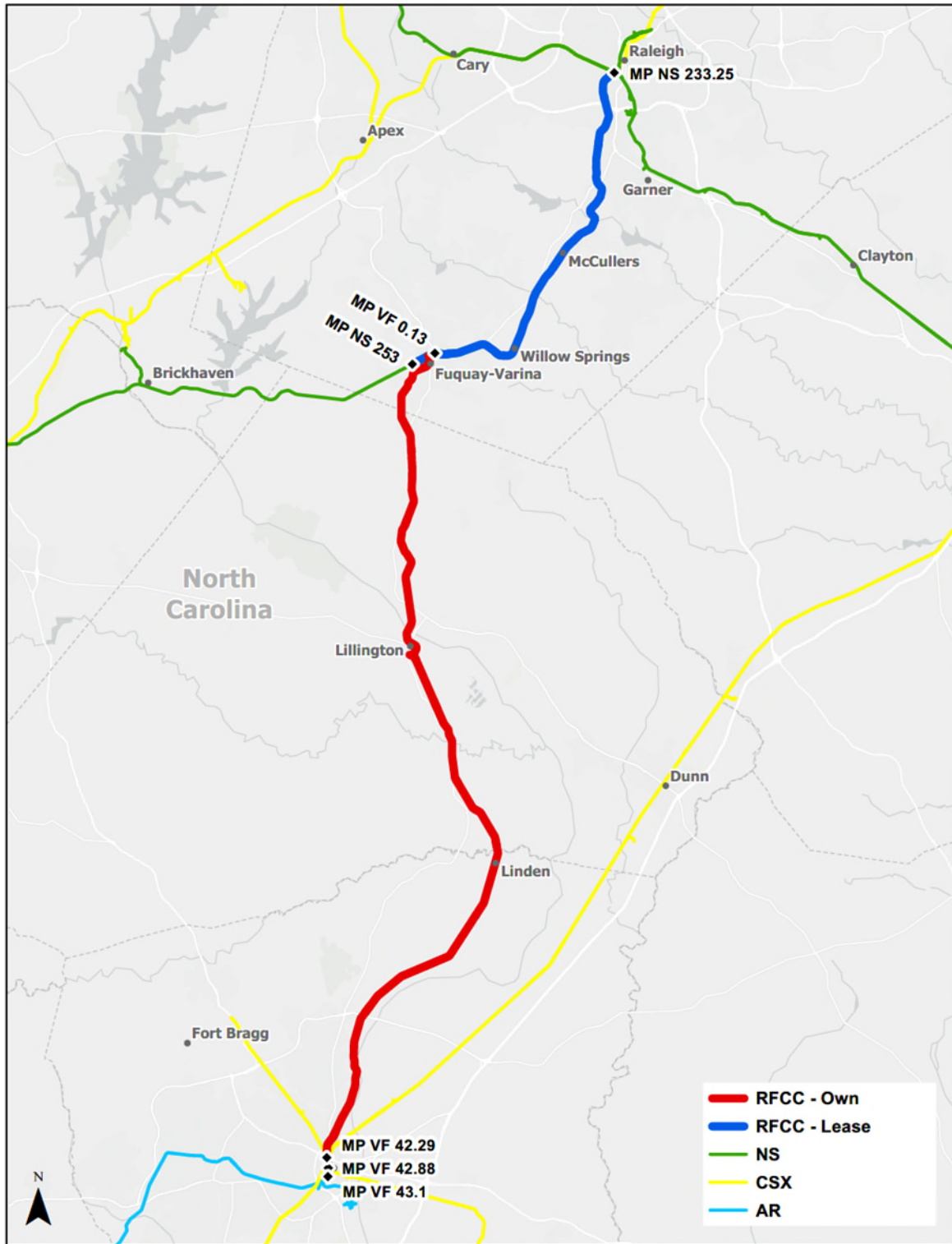
EXHIBIT A

(Maps)

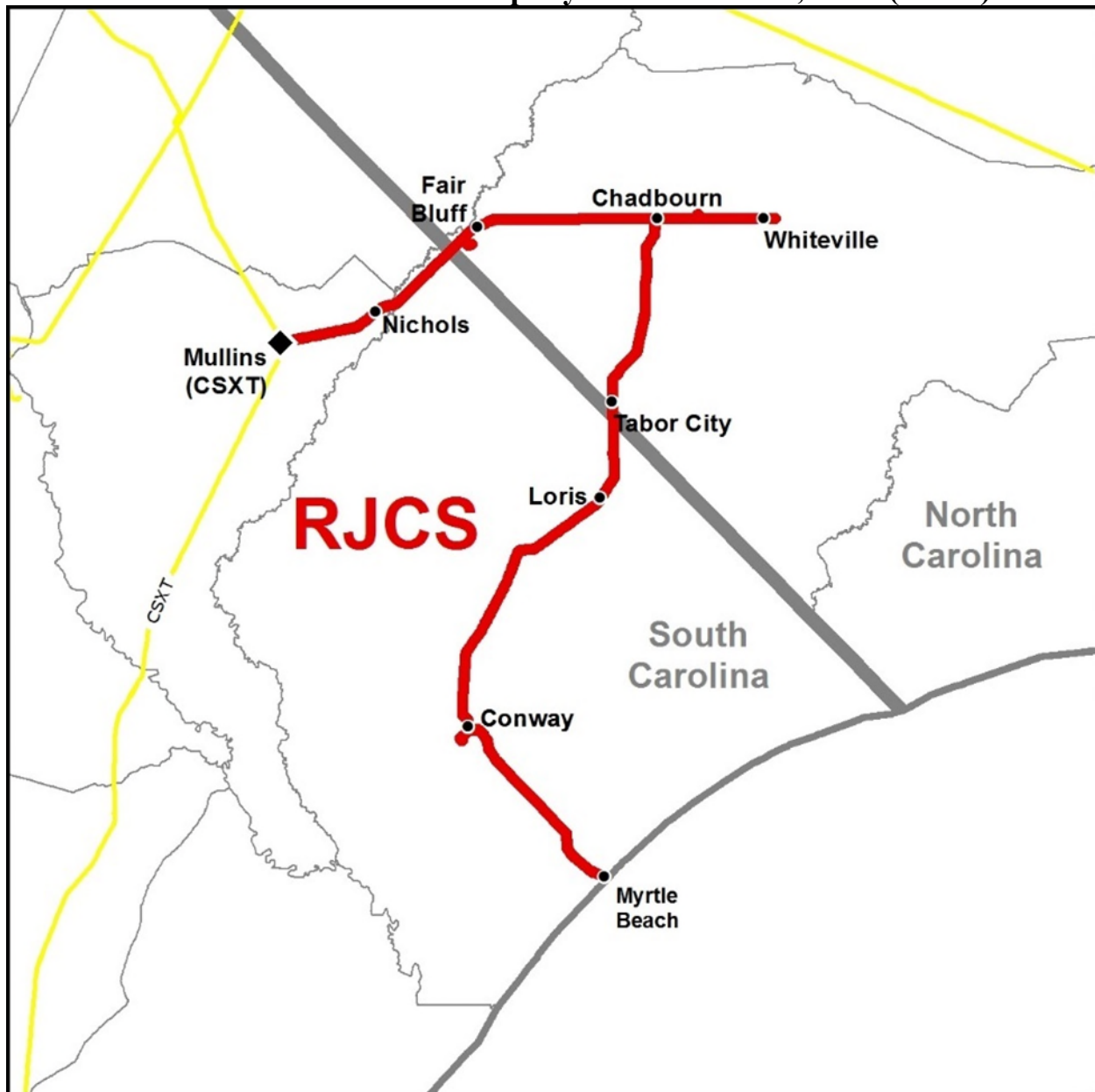
Regional Map for R. J. Corman Railroads



Raleigh and Fayetteville Railroad, LLC (RFCC)

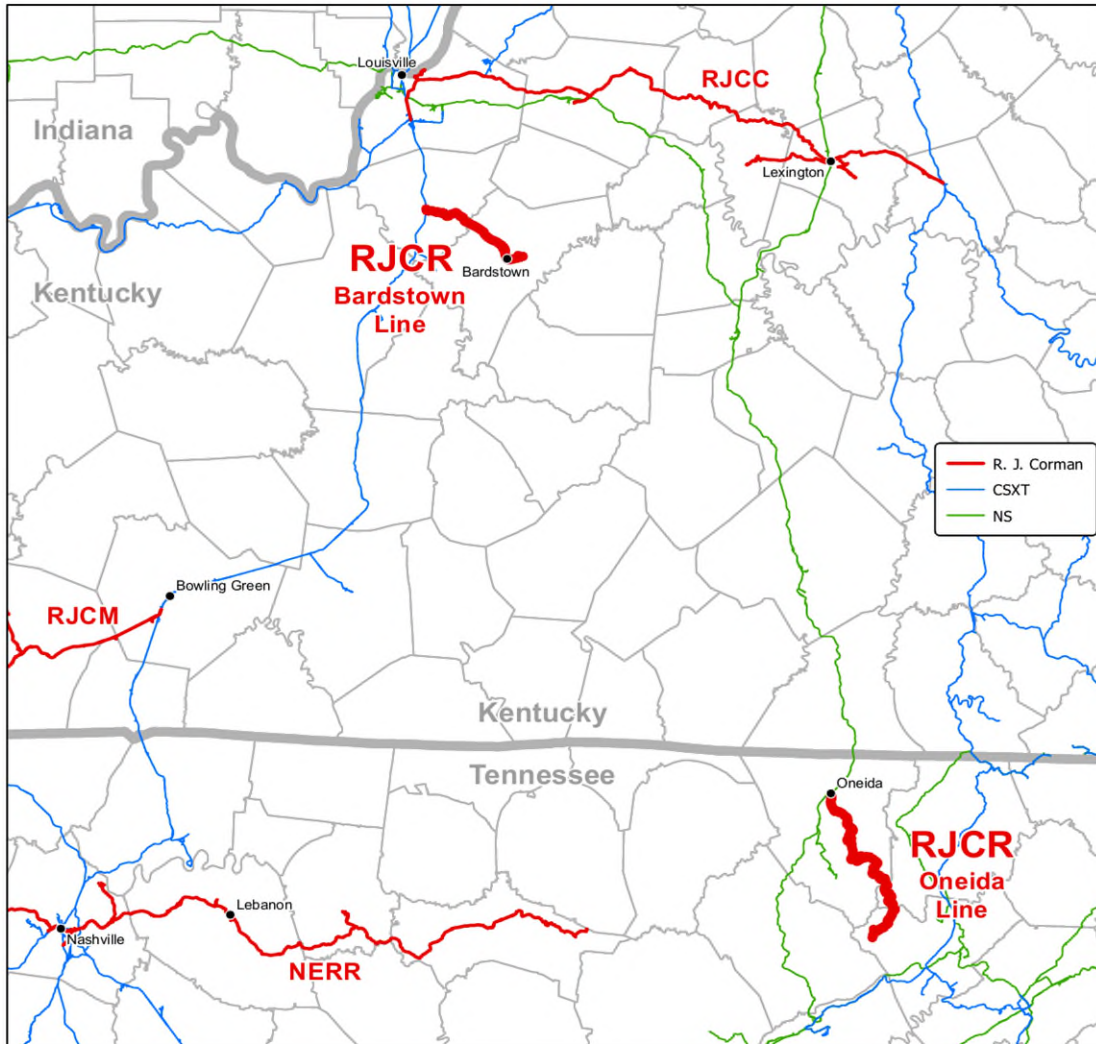


R. J. Corman Railroad Company/Carolina Lines, LLC (RJCS)

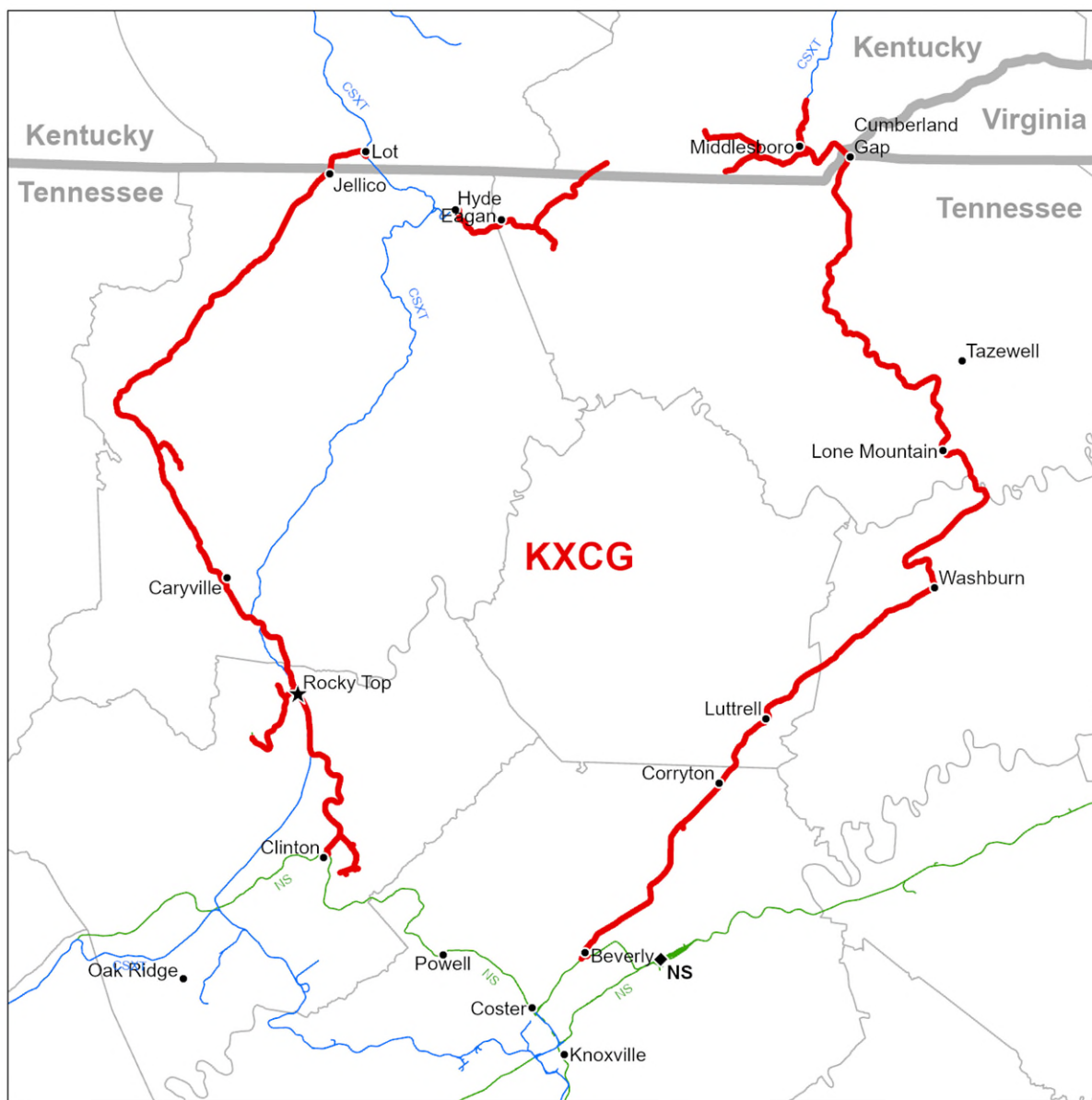


R. J. Corman Railroad Company/Bardstown Line (RJCR)
R. J. Corman Railroad Company/Central Kentucky Lines, LLC (RJCC)

(Oneida Line owned by R. J. Corman Railroad Property, LLC (RJCRP) but operated by RJCR;
Lexington Yard owned by RJCRP but operated by RJCC)



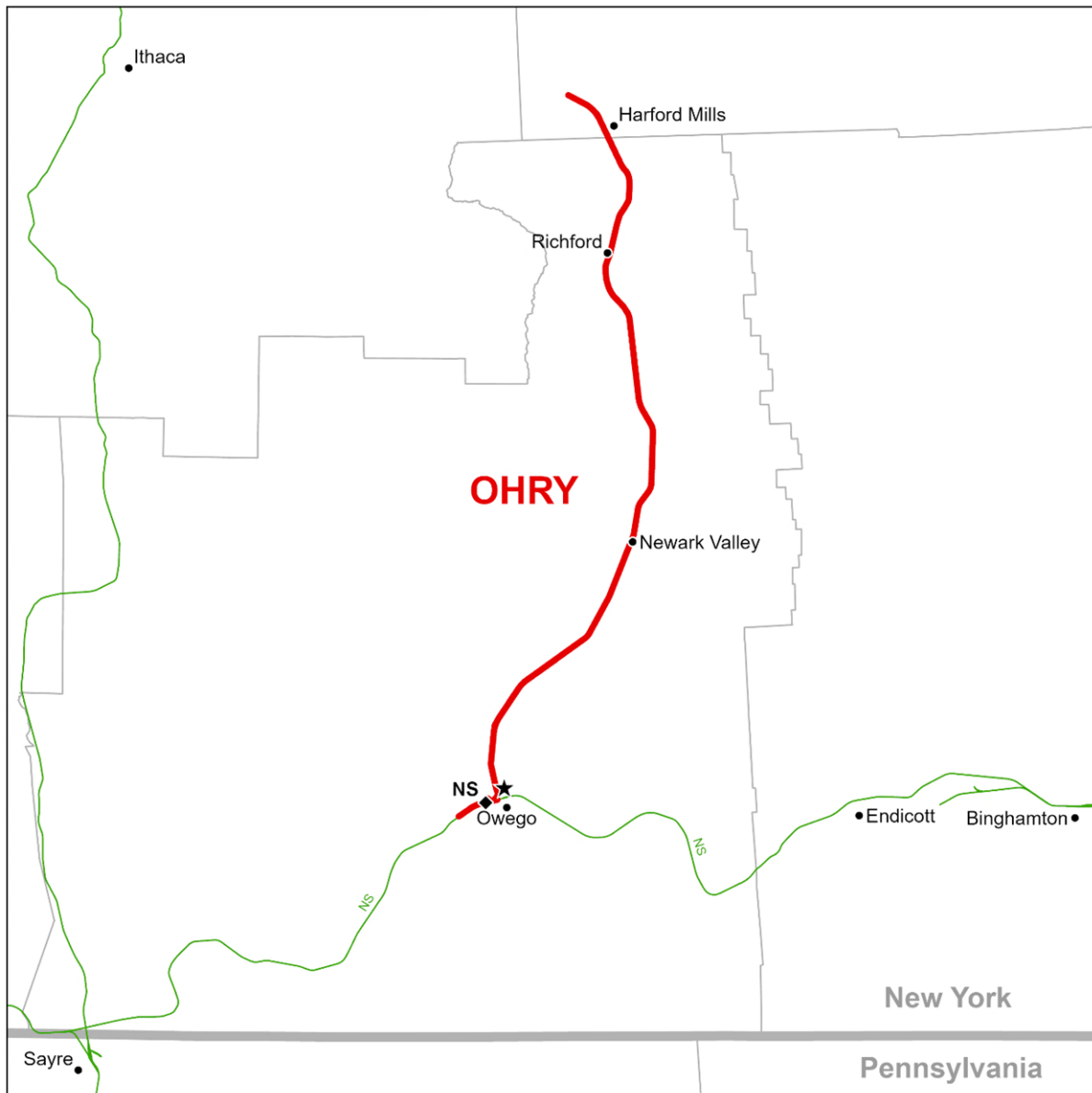
Knoxville and Cumberland Gap Railroad, LLC (KXCG)



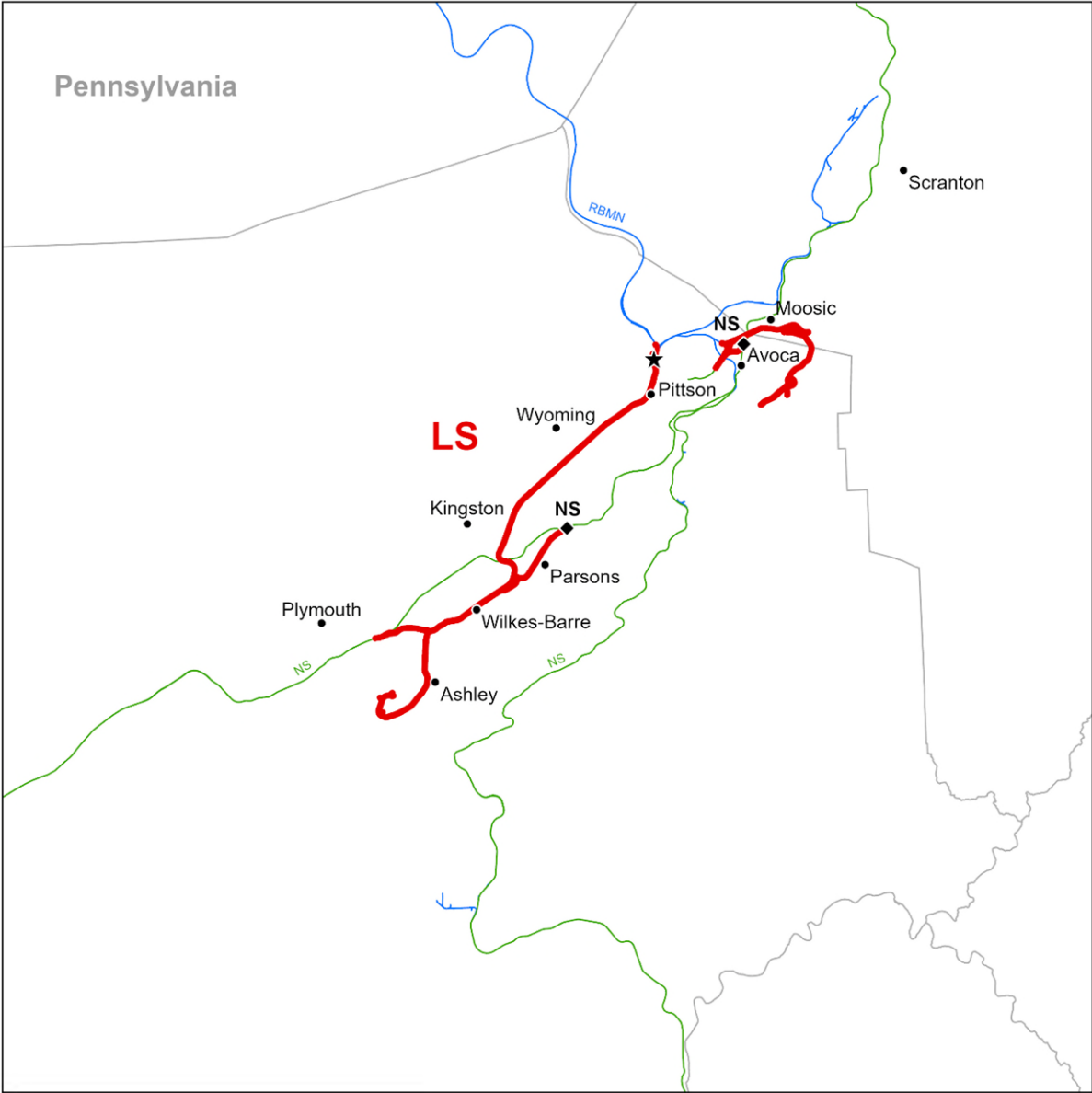
R. J. Corman Railroad Company/Lehigh Line, LLC (LRWY)



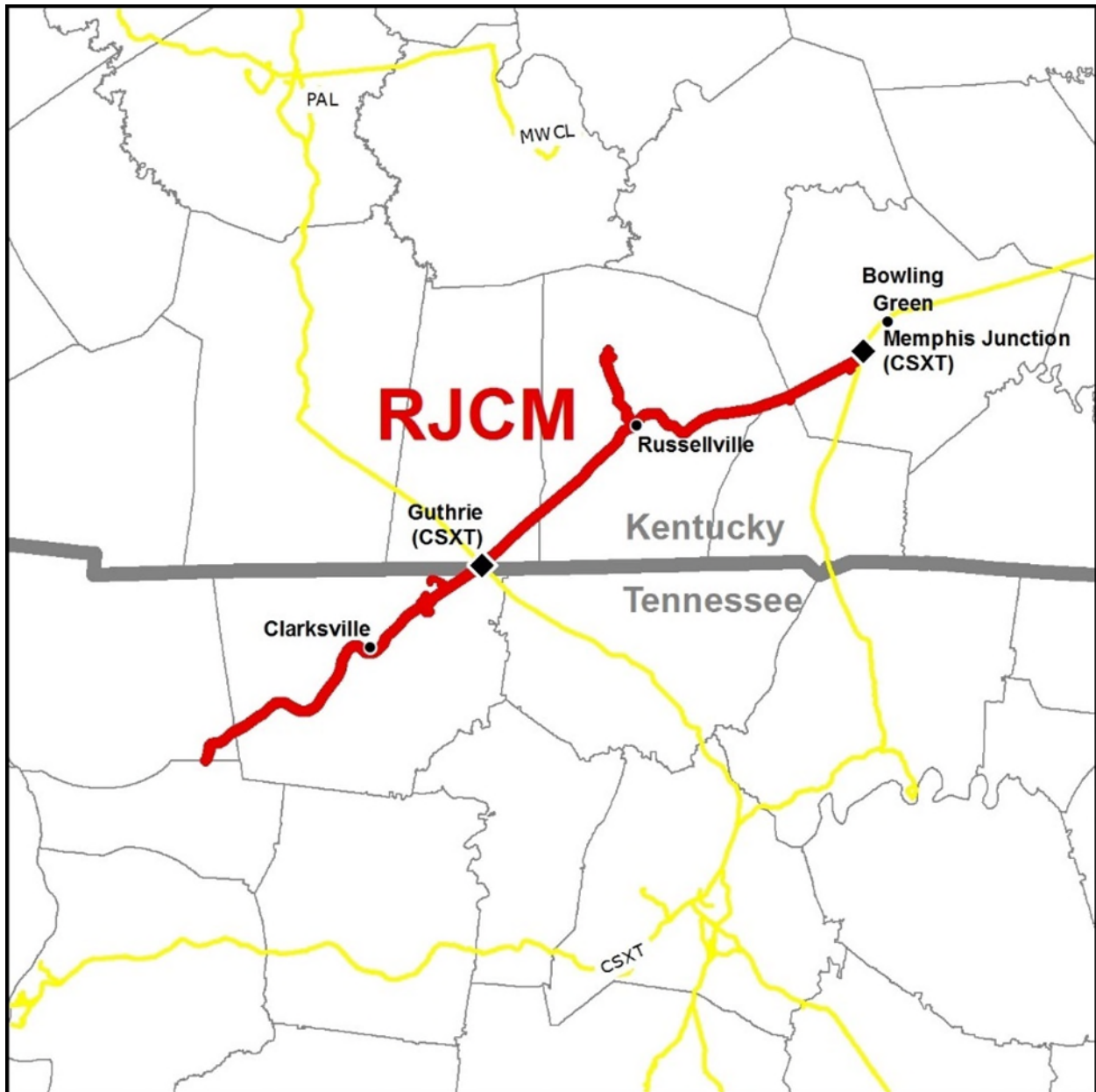
R.J. Corman Railroad Company/Owego & Harford Line, Inc. (OHRY)



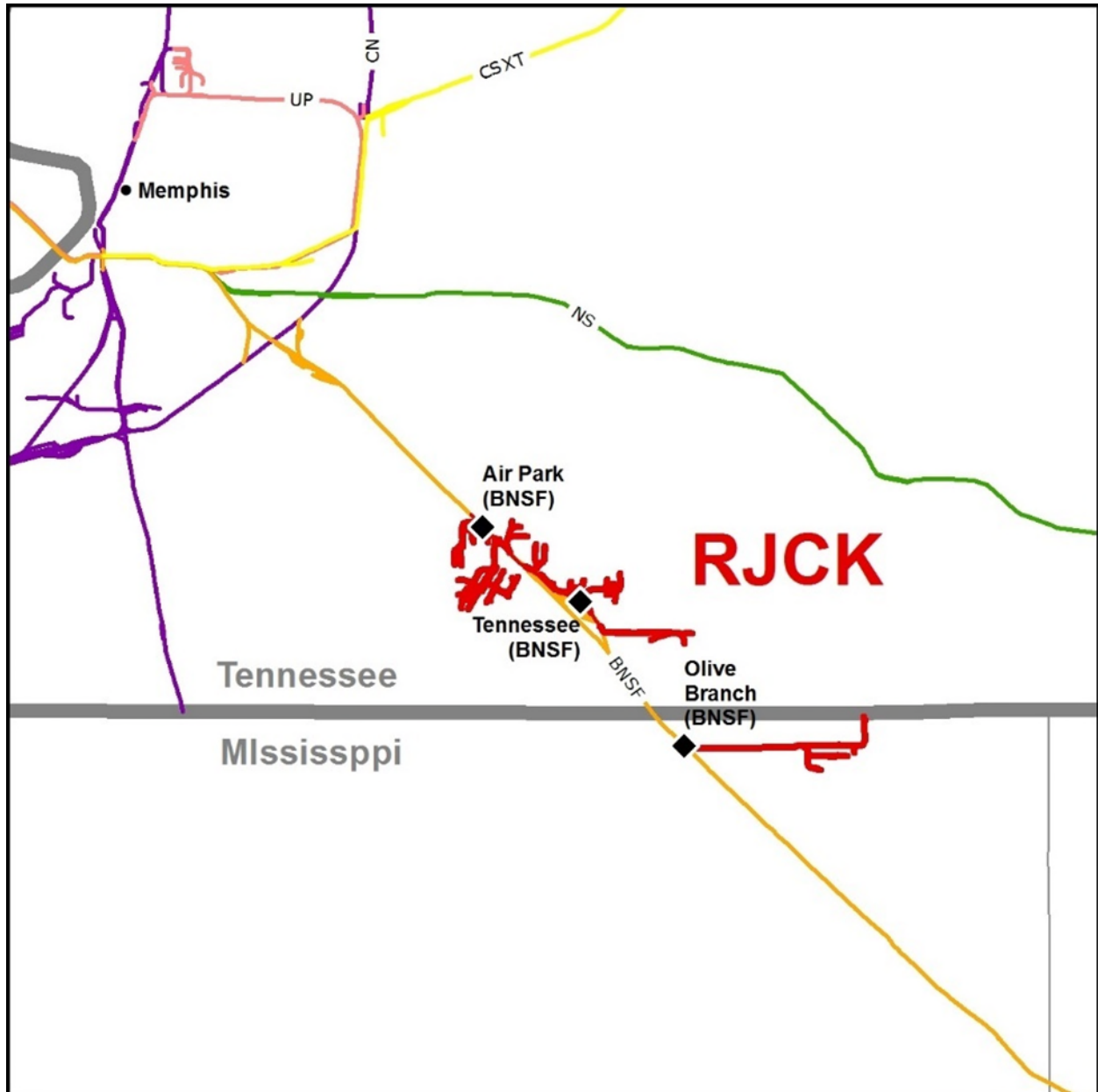
R. J. Corman Railroad Company/Luzerne & Susquehanna Line, LLC (LS)



R. J. Corman Railroad Company/Memphis Line (RJCM)



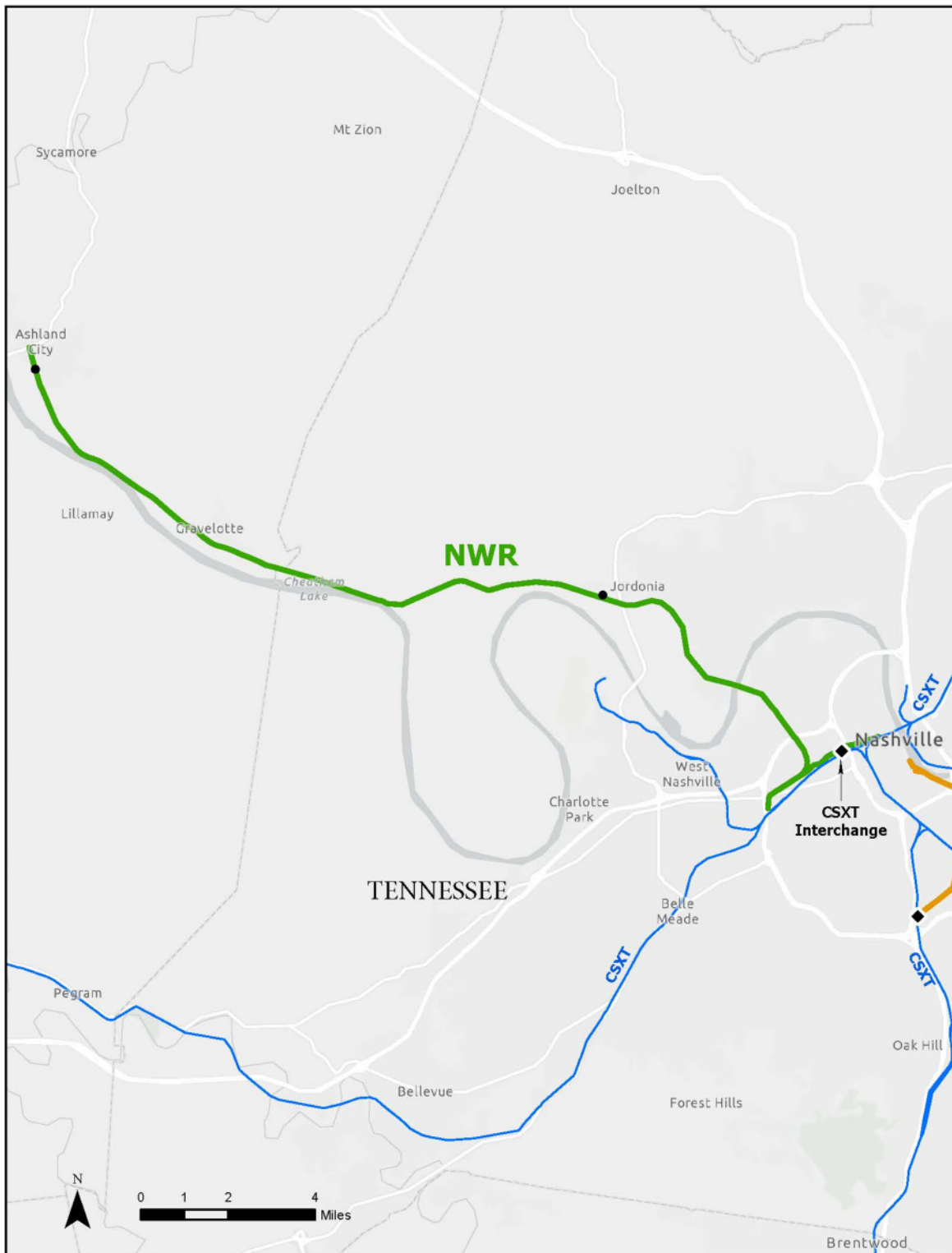
R. J. Corman Railroad Company/Tennessee Terminal, LLC (RJCK)



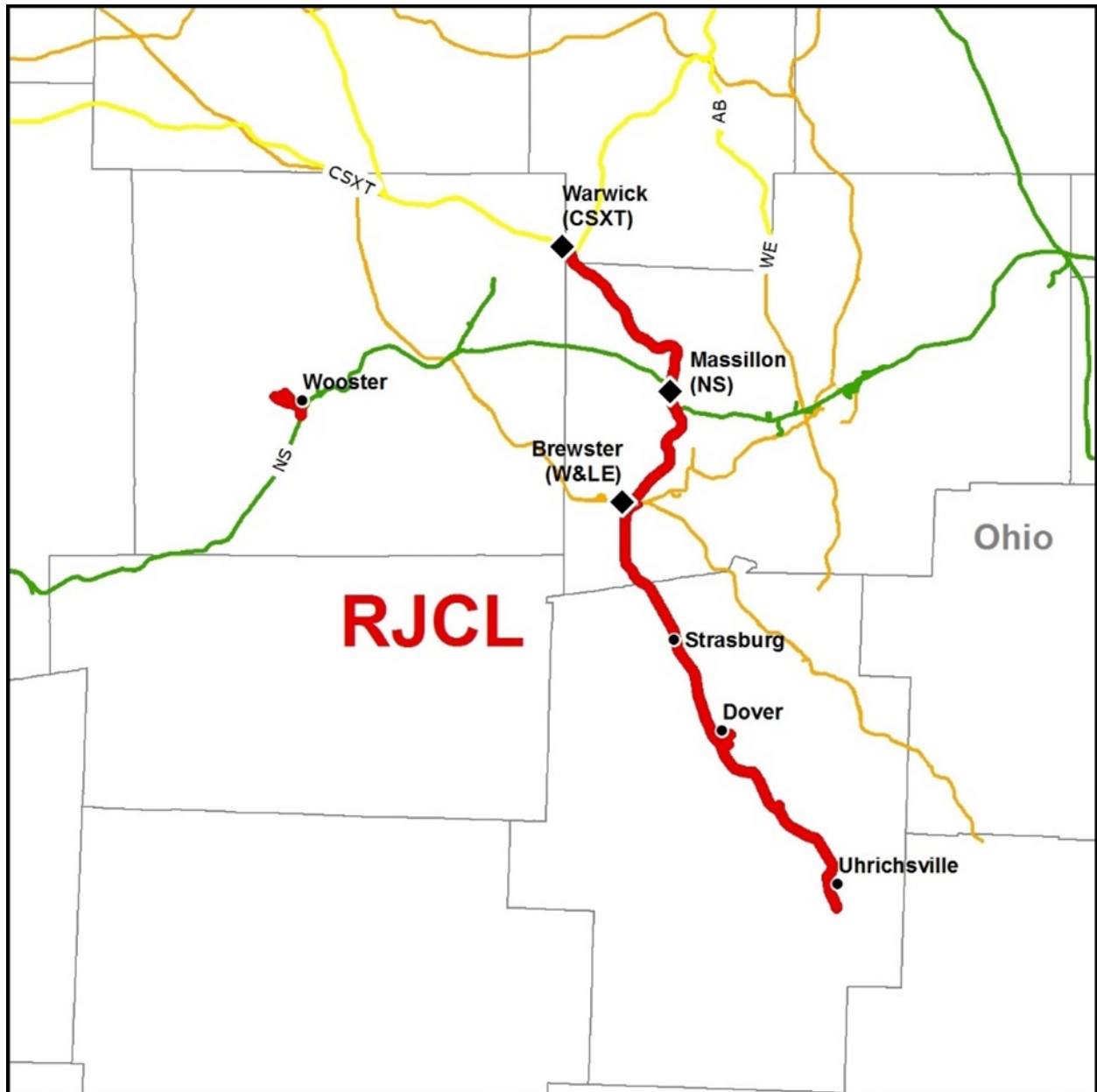
R. J. Corman Railroad Company/Nashville & Eastern Railroad Line (NERR)



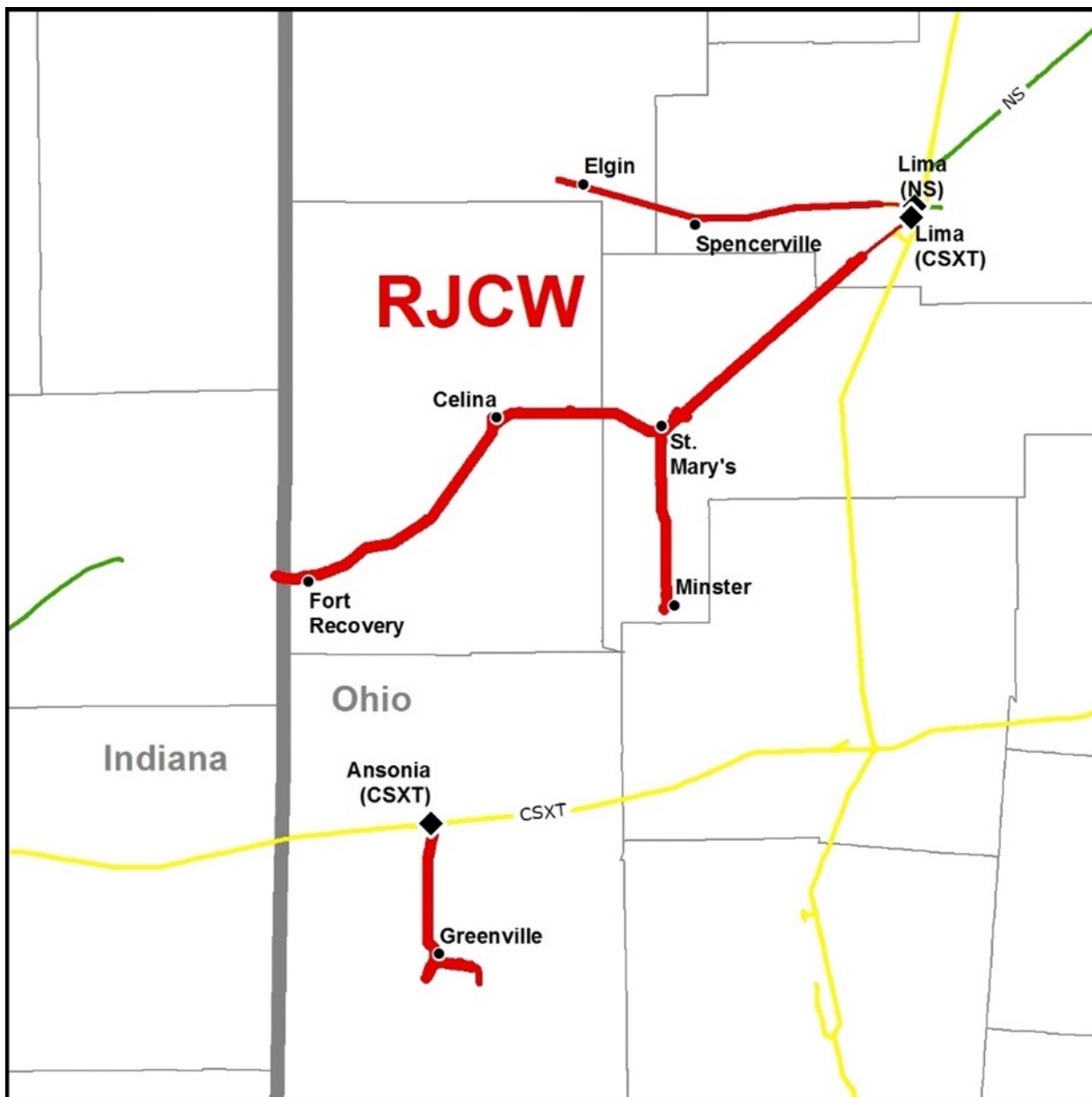
R. J. Corman Railroad Company/Nashville & Western Railroad Line (NWR)



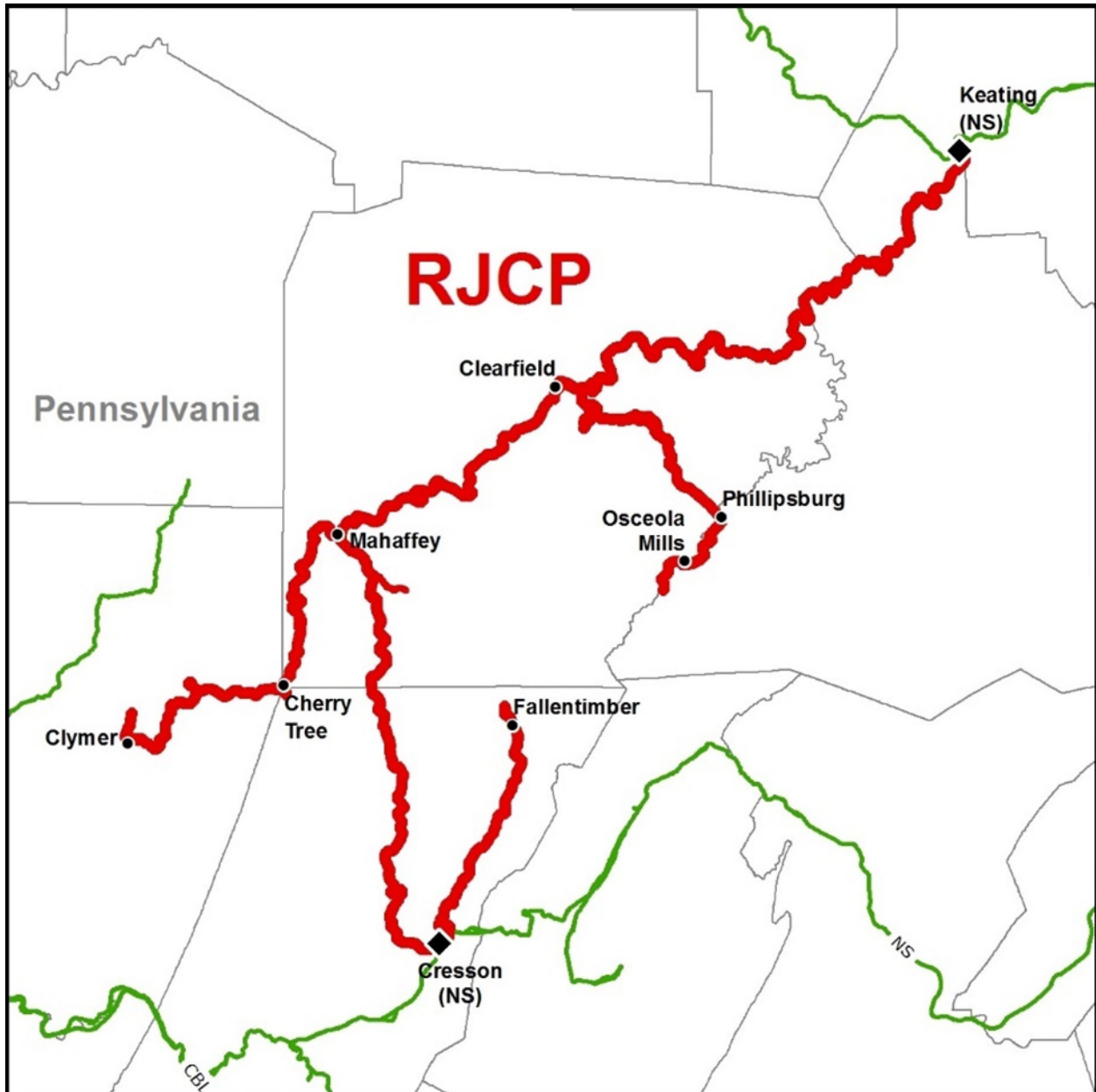
R. J. Corman Railroad Company/Cleveland Line (RJCL)



R. J. Corman Railroad Company/Western Ohio Line (RJCW)

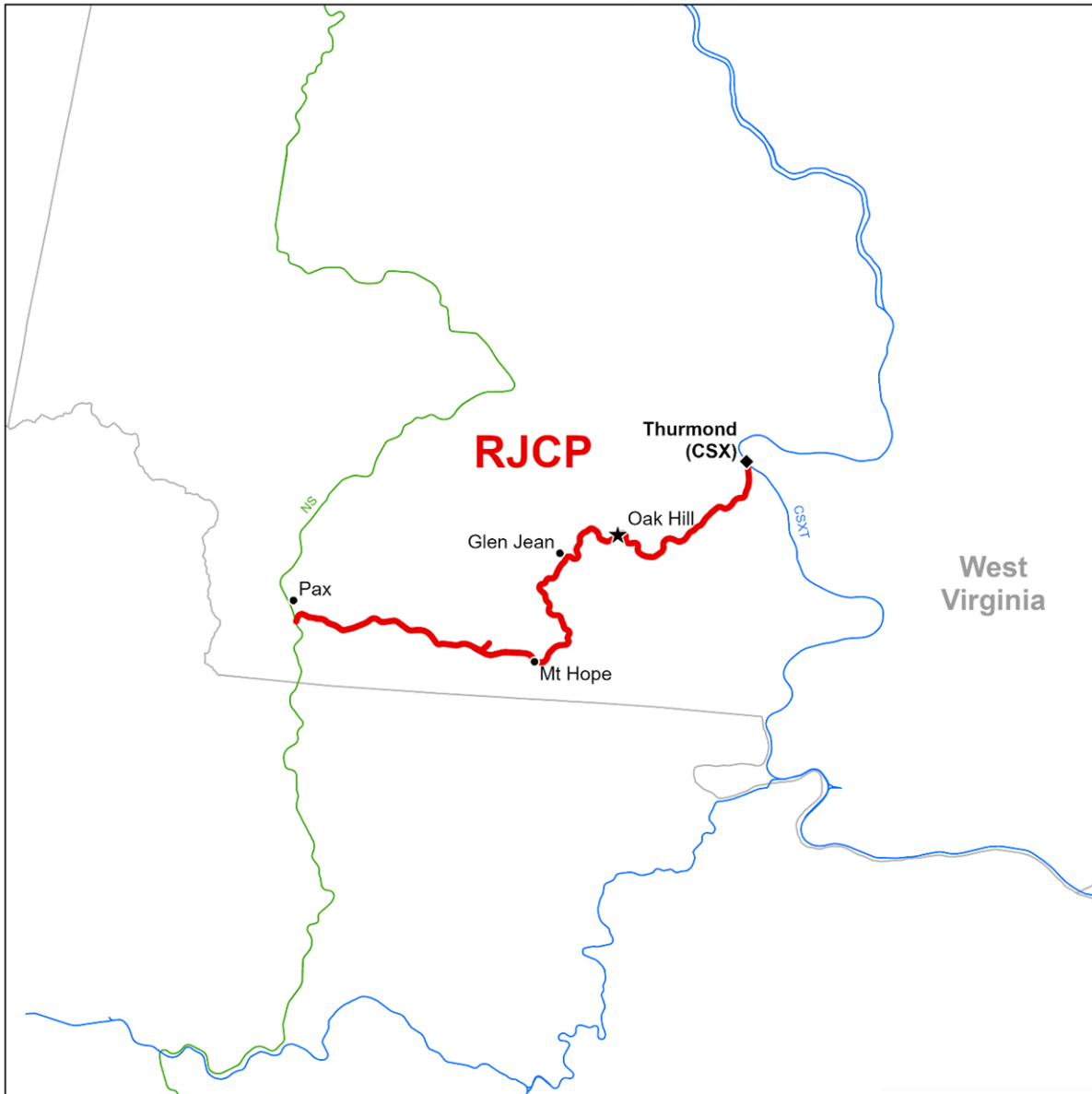


R. J. Corman Railroad Company/Pennsylvania Lines, Inc. (RJCP)



R. J. Corman Railroad Company/Pennsylvania Lines, Inc. (RJCP)

(Cont'd)



R. J. Corman Railroad Company/Allentown Lines, Inc. (RJCN)



R. J. Corman Railroad Company/Childersburg Line, LLC (RJAL)



R. J. Corman Railroad Company/Texas Line, LLC (RJCD)

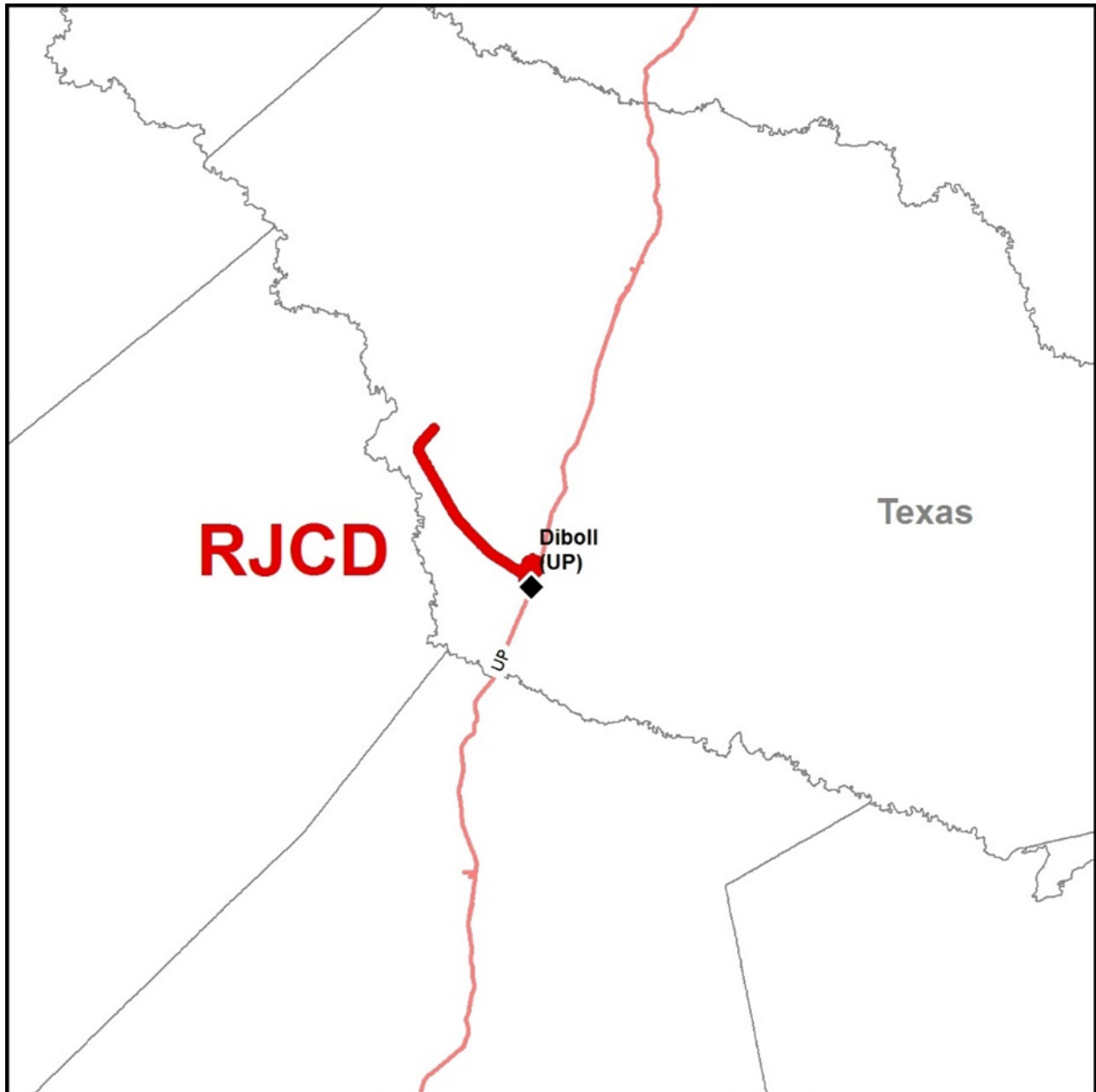


EXHIBIT B

VERIFICATION

Pursuant to 28 U.S.C. 1746 and 49 C.F.R. § 1104.5(b), I declare under penalty of perjury under the laws of the United States that the foregoing Verified Notice of Exemption, including all exhibits thereto, is true and correct to the best of my knowledge and belief. Further, I certify that I am qualified and authorized to file this pleading.

Executed on November 12, 2022.


Ray Goss
President, R. J. Corman Railroad Company, LLC