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December 1, 2022
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December 1, 2022

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: **Docket No. FD 36653, CSX Transportation, Inc.—Corporate Family Merger
Exemption— The Toledo Ore Railroad Company**

Dear Ms. Brown:

Enclosed is a Notice of Exemption. A filing fee of \$2,100 has been paid through Pay.gov for a Notice of Exemption filed under 49 CFR 1180.2(d).

Thank you for your assistance. If you have any questions, please contact me.

Sincerely yours,

/s/ *Louis E. Gitomer*

Louis E. Gitomer
Attorney for CSX Transportation, Inc.

FEE RECEIVED
December 1, 2022
Surface
Transportation Board

FILED
December 1, 2022
Surface
Transportation Board

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36653

CSX TRANSPORTATION, INC.
—CORPORATE FAMILY MERGER EXEMPTION—
THE TOLEDO ORE RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

Steven C. Armbrust, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

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Towson, MD 21204
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Lou@lgrailaw.com

Attorneys for: CSX TRANSPORTATION,
INC.

Dated: December 1, 2022

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36653

CSX TRANSPORTATION, INC.
—CORPORATE FAMILY MERGER EXEMPTION—
THE TOLEDO ORE RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

CSX Transportation, Inc. (“CSXT”) and The Toledo Ore Railroad Company (“TORCO”) pursuant to 49 C.F.R. §§ 1180.2(d)(3) and 1180.4(g), file this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323 with the Surface Transportation Board (the “Board”). This Verified Notice of Exemption is being filed to permit TORCO to merge into CSXT. CSXT is a Class I railroad and TORCO is a Class III wholly owned railroad subsidiary of CSXT.

a. **1180.6(a)(1)(i).** 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.

CSXT directly controls and operates TORCO, and both are located at 500 Water Street, Jacksonville, FL 32202, (904) 359-3100.

CSXT is the sole stockholder of TORCO.

This is a transaction within a corporate family. TORCO will be merged with and into CSXT. Two corporations will be reduced to one. CSXT and Norfolk Southern Railway Company (“NSR”) have operated TORCO since 1999. CSXT will continue to abide by the agreements entered with NSR governing the operations of TORCO. Traffic originating and terminating on TORCO will continue to be handled as it is today. The transaction will not result

in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family. The transaction will reduce corporate overhead and duplication by eliminating one corporation while retaining the same assets to serve customers. In addition, CSXT will obtain certain savings as a result of the transaction and the accompanying corporate simplification.

Counsel to whom questions concerning the transaction can be addressed are: Steven C. Armbrust, Esq., CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202, (904) 359-1229, and Louis E. Gitomer, Esq., Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301, Towson, MD 21204, (410) 296-2250, Lou@lgraillaw.com.

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

CSXT intends to merge TORCO into itself on December 31, 2022.

c. **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 merger of TORCO into CSXT is intended to simplify the corporate structure and reduce overhead costs.

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

CSXT owns and operates about 20,000 miles of railroad in the States of Alabama, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maryland, Maine, Massachusetts, Michigan, Mississippi, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Vermont, Virginia, and West Virginia, the District of Columbia, and the Provinces of Ontario and Québec.

TORCO owns and operates about 2,100-feet of railroad in the State of Ohio.

e. **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. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

See Exhibit 1.

f. **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 Plan of Merger necessary to effectuate the merger of TORCO into CSXT is in Exhibit 2.

g. Labor Protection.

Under 49 U.S.C. § 11326(a), the level of labor protection to be imposed is *New York Dock Ry.—Control—Brooklyn Eastern Dist.*, 360 I.C.C. 60 (1979).

h. Environmental and Historical documentation.

CSXT has operated TORCO since 1999. There will be no operational changes on TORCO as a result of the proposed merger. There will be no change in the volume of traffic operating over TORCO's lines as a result of the proposed merger. The proposed merger will not result in changes that would exceed any of the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5) or a construction or abandonment. As such, this transaction does not meet the thresholds for the preparation of an Environmental Assessment under 49 C.F.R. §1105.6(b)(4) and qualifies for classification under 49 C.F.R. §1105.6(c)(2) and thus neither an Environmental Assessment nor a Historic Report is required to be filed.

i. Interchange Commitments.

The proposed merger of TORCO into CSXT does not contain any interchange commitments.

Steven C. Ambrust, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

Respectfully submitted,

/s/ *Louis E. Gitomer*
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Attorneys for: CSX TRANSPORTATION,
INC.

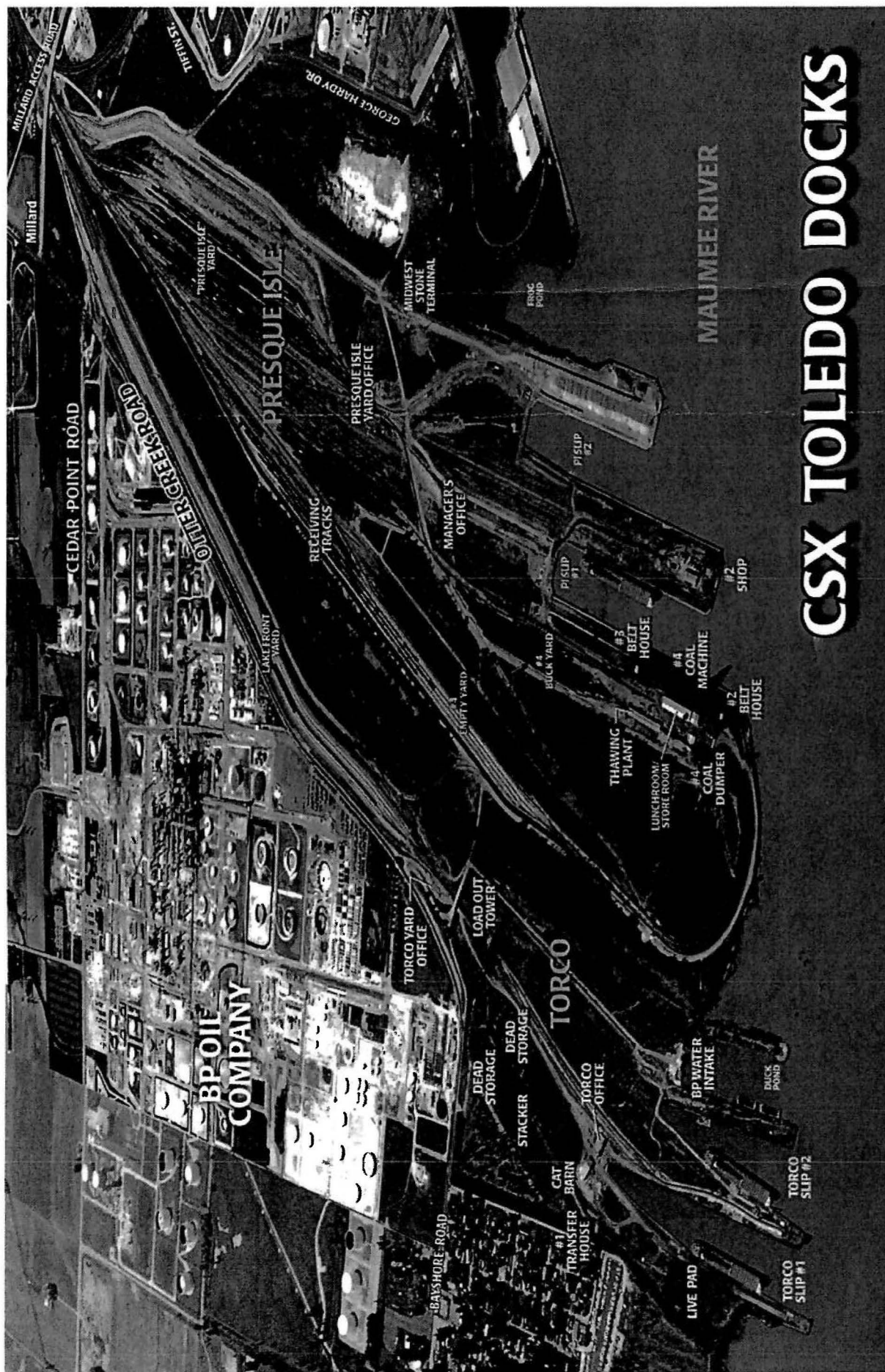
Dated: December 1, 2022

CERTIFICATE OF SERVICE

I hereby certify that I have caused the Verified Notice of Exemption in Docket No. FD 36653 *CSX Transportation, Inc.—Corporate Family Merger Exemption— The Toledo Ore Railroad Company* to be served by first class mail, postage pre-paid on the Secretary of the United States Department of Transportation, the Attorney General of the United States, the Federal Trade Commission and the Governors, Public Service Commissions, and Departments of Transportation of the State of Ohio.

/s/ *Louis E. Gitomer*
Louis E. Gitomer
December 1, 2022

EXHIBIT 1–MAP



CSX TOLEDO DOCKS

EXHIBIT 2-AGREEMENT

PLAN OF MERGER
OF
THE TOLEDO ORE RAILROAD COMPANY
WITH AND INTO
CSX TRANSPORTATION, INC.

THIS PLAN OF MERGER is made and entered into as of this ____ day of _____, 2022 by and between The Toledo Ore Railroad Company, a Virginia corporation (the "Subsidiary"), and CSX Transportation, Inc., a Virginia corporation (the "Corporation").

A. The Corporation owns 100% of the issued and outstanding shares of common stock of the Subsidiary.

B. The Board of Directors of the Corporation and the Board of Directors of the Subsidiary have each approved the merger of the Subsidiary with and into the Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Subsidiary and the Corporation agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 3), the Subsidiary shall be merged with and into the Corporation in accordance with the provisions of Title 13.1, Chapter 9, Article 12 of the Code of Virginia (the "Merger").

2. Surviving Corporation. The Corporation shall be and continue in existence as the surviving corporation and the separate corporate existence of the Subsidiary shall cease.

3. Effective Date. The effective date of the Merger shall be the later of the filing of the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia or the effectiveness of authorization for the merger from the Surface Transportation Board (the "Board") and compliance with any conditions imposed by the Board ("Effective Date").

4. Effect of Merger.

(a) Upon the Effective Date, the issued and outstanding shares of common stock of the Corporation shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

(b) Upon the Effective Date, the articles of incorporation and bylaws of the Corporation in effect at the Effective Date shall continue to be (until amended or repealed as provided by applicable law) the articles of incorporation and bylaws of the Corporation.

(c) Upon the Effective Date, the issued and outstanding shares of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof.

(d) Upon the Effective Date, the assets and liabilities of the Subsidiary shall be taken on the books of the Corporation at the amount at which they shall at the time be carried on the books of the Subsidiary, subject to such adjustments, if any, as may be necessary to conform to the accounting procedures of the Corporation.

(e) Upon the Effective Date, the Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, power, franchises and authority, both public and private, of the Subsidiary. All property of every description, including every interest therein and all obligations of or belongings of the Subsidiary, shall thereafter be taken and deemed to be transferred to and vested in the Corporation without further act or deed. The officers of the Corporation, on behalf of the Subsidiary, shall execute and deliver or cause to be executed and delivered after the Effective Date all such deeds and other instruments and shall take or cause to be taken such further action as the Corporation may deem necessary or desirable in order to confirm the transfer to and vesting in the Corporation of title to and possession of all such property, rights, privileges, immunities, franchises and authority. All rights of creditors of the Subsidiary shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and the Corporation shall thereafter be liable for all the obligations of the Subsidiary.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Subsidiary and the Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

THE TOLEDO ORE RAILROAD COMPANY,
a Virginia corporation

By: _____
Michael S. Burns
Corporate Secretary

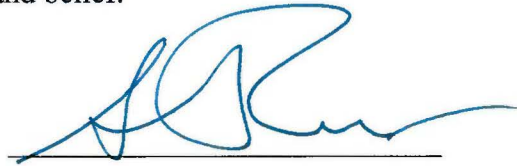
CSX TRANSPORTATION, INC.,
a Virginia corporation

By: _____
Nathan D. Goldman
Executive Vice President and Chief Legal
Officer

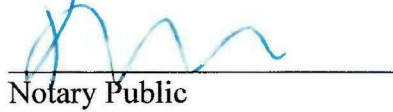
VERIFICATION

State of Florida)
)ss
County of Duval)

I, Steven C. Armbrust, being duly sworn, depose and state that I am Assistant Corporate Secretary of CSX Transportation, Inc., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption, and know the facts asserted therein are true and accurate to the best of my knowledge, information and belief.



Subscribed and sworn to before me this ____ day of December 1, 2022.



Notary Public

My Commission expires: 08-01-2023

