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March 17, 2023

306343

VIA E-FILING

Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

ENTERED
Office of Proceedings
March 17, 2023
Part of
Public Record

Re: East Ohio Valley Railway LLC – Acquisition And Operation Exemption –
Ohio River Partners Shareholder LLC., FD 36682

Dear Ms. Brown:

Pursuant to 49 C.F.R. §1150.31, East Ohio Valley Railway LLC, a non-carrier, hereby files this Notice of Exemption to acquire from Ohio River Partners Shareholder LLC, and operate, an approximately 12.2-mile freight rail line between milepost 60.5 near Powhatan Point, Ohio and milepost 72.7 near Hannibal, Ohio (the “Omal Line”). Pursuant to 49 C.F.R. § 1002.2(f)(11)(ii) a filing fee of \$2,200 has been electronically paid via Pay.Gov. If there are any questions about this matter, please contact me directly, either by telephone: 202-663-7823 or by e-mail: wmullins@bakerandmiller.com.

Respectfully submitted,

/s/ *William A. Mullins*

William A. Mullins
Attorney for East Ohio Valley Railway LLC

Enclosures

FILED

March 17, 2023

SURFACE TRANSPORTATION BOARD

FEE RECEIVED

March 17, 2023

SURFACE TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 36682

**EAST OHIO VALLEY RAILWAY LLC—ACQUISITION AND OPERATION
EXEMPTION—OHIO RIVER PARTNERS SHAREHOLDER LLC**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

**William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Avenue, N.W.
#300
Washington, D.C. 20037
(202) 663-7823**

Attorney for East Ohio Valley Railway LLC

Dated: March 17, 2023

Contains color images

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 36682

**EAST OHIO VALLEY RAILWAY LLC—ACQUISITION AND OPERATION
EXEMPTION—OHIO RIVER PARTNERS SHAREHOLDER LLC**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, East Ohio Valley Railway LLC (“EOVR”), currently a non-carrier, submits this Verified Notice of Exemption from 49 U.S.C. § 10901 for its acquisition, from Ohio River Partners Shareholder LLC (“ORPS”), and operation of a 12.2- mile freight rail line between milepost 60.5 near Powhatan Point, Ohio and milepost 72.7 near Hannibal, Ohio (the “Omal Line”).¹

EOVR is a newly formed subsidiary of Transtar, LLC (“Transtar”), a non-carrier Delaware limited liability company that currently controls five non-connecting common carrier railroads.² Transtar is indirectly controlled by FTAI Infrastructure Inc. (“FTAI Infrastructure”). FTAI Infrastructure also owns (indirectly) a majority (50.1%) of ORPS’s equity interests. The transaction that is the subject of this Notice of Exemption will consolidate the ownership of the

¹ The Omal Line is currently operated by Katahdin Railcar Services, LLC (“KRS”), a Class III carrier and affiliate of EOVR and ORPS, pursuant to a lease with ORPS. *See Fortress Investment Group LLC – Exemption for Intra-Corporate Family Transaction – Ohio River Partners Shareholder LLC and Katahdin Railcar Services LLC*, STB Finance Docket No. 36402 (STB served May 15, 2020). *See also Katahdin Railcar Services LLC—Change in Operators Exemption—Ohio Terminal Railway Co.*, STB Finance Docket No. 36487 (STB served March 30, 2021).

² The five common carrier railroads are Union Railroad Company, LLC, Gary Railway Company, Delray Connecting Railroad Company, Texas & Northern Railway Company, and The Lake Terminal Railroad Company.

Omal Line and the other freight rail carriers currently controlled by FTAI Infrastructure in FTAI Infrastructure's Transtar affiliate.³ Common ownership and management of the Omal Line and the existing Transtar railroads will enable Omal Line to benefit directly from the longstanding rail operating expertise of Transtar and improve the overall efficiency of FTAI Infrastructure's rail business.

A map of the Omal Line is attached as Exhibit A. Based upon the current revenues for the Omal Line, EOVR expects to become a Class III carrier upon consummation of the transaction proposed herein.

SPECIFIC INFORMATION REQUIRED BY THE REGULATIONS

49 C.F.R. § 1150.33 specifies certain information that must be included in every Verified Notice of Exemption filed pursuant to 49 C.F.R. § 1150.31. The required information is provided below, preceded by the subsection of the Board's regulations to which it is responsive.

1150.33(a) *The full name and address of the applicant*

East Ohio Valley Railway LLC
385 E Waterfront Drive, Suite 101
Homestead, PA 15120

1150.33(b) *The name, address, and telephone number of the representative of the applicant who should receive correspondence.*

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Avenue, N.W.

³ FTAI Infrastructure is managed by an affiliate of Fortress Investment Group LLC ("Fortress"). A related Verified Notice of Exemption is being filed contemporaneously with this Notice for Fortress, FTAI Infrastructure and Transtar's parent, Percy Acquisition LLC, to continue in control of EOVR and the existing Transtar carriers after consummation of the sale transaction that is the subject of this Notice of Exemption. *See Fortress Investment Group LLC—Continuance in Control—East Ohio Valley Railway LLC et al*, STB Finance Docket No. **XX**.

#300
Washington, D.C. 20037
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1150.33(c) *A statement that an agreement has been reached or details about when an agreement will be reached.*

EOVR and ORPS will enter into an asset purchase agreement (“APA”) in connection with the transaction. A copy of the APA will be submitted to the Board when it is executed.

1150.33(d) *The operator of the property*

KRS will continue to operate the Omal Line until EOVR can complete arrangements to assume operations. Upon commencement of operations by EOVR, the ORPS-KRS lease will be terminated, and KRS will no longer operate on the line.

1150.33(e) *A brief summary of the proposed transaction, including:*

ORPS will sell to EOVR, and EOVR purchase from ORPS, the rail assets constituting the Omal Line. Upon consummation of the sale transaction, EOVR will become the owner of the line. KRS will continue to operate the Omal Line until EOVR can complete arrangements to assume operations.

1150.33(e)(1) *The name and address of the railroad transferring the subject property*

Ohio River Partners Shareholder LLC
c/o FIG LLC
1345 Avenue of the Americas, 45th Floor
New York, New York 10105

1150.33(e)(2) *The proposed time schedule for consummation of the transaction,*

The parties intend to consummate the proposed transaction as soon as practicable after the effective date of this Verified Notice of Exemption and the satisfaction of all other conditions precedent to closing set forth in the asset purchase agreement.

1150.33(e)(3) *The mile-posts of the subject property, including any branch lines*

The Omal Line extends between Milepost 60.5 near Powhatan Point, Ohio and Milepost 72.7 near Hannibal, Ohio.

1150.33(e)(4) *The total route miles being acquired.*

The Omal Line consists of 12.2 route miles.

1150.33(f) *A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States*

See Exhibit A.

1150.33(g) *A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier*

The required certificate is attached, along with the verification for this notice of exemption, as Exhibit B.

1150.33(h) *Interchange Commitments*

The transaction that is the subject of this Verified Notice of Exemption does not involve any provision or agreement that may limit future interchange with a third party connecting carrier, nor is the Omal Line currently subject to any agreement that imposes such an interchange commitment. The transaction will not result in any adverse change in competition or service levels, or any significant operational changes.

ADVANCE NOTICE (49 C.F.R. 1150.32(e))

The projected annual rail revenue of EOVR will not exceed \$5 million. Accordingly, the advance notice requirements of 49 C.F.R. 1150.32(e) are not applicable to the transaction. Nor is any labor protection applicable to a Class III transaction.

ENVIRONMENTAL AND HISTORIC PRESERVATION (49 C.F.R. § 1105)

Under 49 C.F.R. § 1105.6(c)(1), the proposed transaction is exempt from environmental reporting requirements because it will not result in a “significant change in carrier operations” and does not exceed the thresholds in 49 C.F.R. § 1105.7(e)(4) or (5).

Specifically, the transaction that is the subject of this Notice of Exemption 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 subject rail line; (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. This transaction will not exceed the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii). The transaction will not result in the transportation of any ozone depleting materials. Therefore, pursuant to the Board’s regulations at 49 C.F.R. § 1105.6(c), no environmental documentation is required.

The proposed transaction is also exempt from historic preservation reporting requirements. Following the proposed transaction, the Omal Line will continue to be operated in the same manner as it is today. Prior Board approval or exemption would be required if, in the future, EOVR proposed to abandon or discontinue rail service over the subject rail line. There are 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.

CAPTION SUMMARY (49 C.F.R. § 1150.44)

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

* * *

For the foregoing reasons, applicants respectfully request that the Board publish the requisite Notice of Exemption.

Respectfully submitted,

/s/ William A. Mullins

William A. Mullins
Baker & Miller
2401 Pennsylvania Avenue, N.W.
#300
Washington, D.C. 20037
(202) 663-7823

Attorney for East Ohio Valley Railway LLC

Dated: March 17, 2023

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 36682

**EAST OHIO VALLEY RAILWAY LLC—ACQUISITION AND OPERATION
EXEMPTION— OHIO RIVER PARTNERS SHAREHOLDER LLC**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

**EXHIBIT A
MAP**

The Omal Line



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 36682

**EAST OHIO VALLEY RAILWAY LLC—ACQUISITION AND OPERATION
EXEMPTION— OHIO RIVER PARTNERS SHAREHOLDER LLC**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

**EXHIBIT B
Class III Certificate and Verification**

CERTIFICATION AND VERIFICATION

I, Matthew J. Fearing, being duly sworn, state that I am the Corporate Secretary of Transtar, 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.

I hereby certify (on behalf of EOVR) under 49 C.F.R. § 1150.33(g), that the projected revenues from the acquisition and operation proposed in this matter do not exceed those that would qualify EOVR as a Class III rail carrier.



Name: Matthew J. Fearing

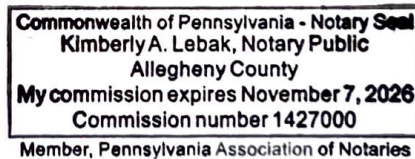
Title: Corporate Secretary

Subscribed and sworn to before me this 16th day of March , 2023



Notary Public

My Commission expires: 11/07/2026



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 36682

**EAST OHIO VALLEY RAILWAY LLC—ACQUISITION AND OPERATION
EXEMPTION— OHIO RIVER PARTNERS SHAREHOLDER LLC**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31**

**EXHIBIT C
Caption Summary**

Surface Transportation Board

Notice of Exemption

FINANCE DOCKET NO. 36682

EAST OHIO VALLEY RAILWAY LLC—ACQUISITION AND OPERATION
EXEMPTION— OHIO RIVER PARTNERS SHAREHOLDER LLC

East Ohio Valley Railway LLC (EOVR), a non-carrier, has filed a Notice of Exemption to acquire from Ohio River Partners Shareholder LLC (ORPS), and operate, an approximately 12.2-mile freight rail line between milepost 60.5 near Powhatan Point, Ohio and milepost 72.7 near Hannibal, Ohio (the “Omal Line”).

Comments about this transaction must be filed with the Board and served on the representative for EOVR (William A. Mullins, Baker & Miller, 2401 Pennsylvania Avenue, N.W., #300, Washington, D.C. 20037, (202) 663-7823, wmullins@barkerandmiller.com).

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

Date: _____, 2023

By the Board

Cynthia T. Brown
Chief, Section on Administration
Office of Proceedings