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May 6, 2024

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Railmark Holdings, Inc. - Continuance in Control Exemption – Railmark Industrial
Railway Inc. D/B/A Railmark Industrial Railway Inc. Mississippi Division STB Finance
Docket No. 36774

Dear Ms. Brown:

Enclosed for filing on behalf of Railmark Holdings Inc. in the above referenced docket is a
Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2). The filing fee has been submitted via
pay.gov.

If you have any questions related to this filing, please let me know.

Sincerely,

A handwritten signature in blue ink that reads 'Justin J. Marks'.

Justin J. Marks
Counsel to Railmark Holdings Inc.

Enclosure

FEE RECEIVED
May 6, 2024
Surface
Transportation Board

FILED
May 6, 2024
Surface
Transportation Board

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36774

RAILMARK HOLDINGS, INC.
– CONTINUANCE IN CONTROL EXEMPTION –
RAILMARK INDUSTRIAL RAILWAY INC. D/B/A
RAILMARK INDUSTRIAL RAILWAY INC. MISSISSIPPI DIVISION

NOTICE OF EXEMPTION

(contains color images)

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Attorneys for Railmark Holdings, Inc.

Dated: May 6, 2024

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36774

RAILMARK HOLDINGS, INC.
– CONTINUANCE IN CONTROL EXEMPTION –
RAILMARK INDUSTRIAL RAILWAY INC. D/B/A
RAILMARK INDUSTRIAL RAILWAY INC. MISSISSIPPI DIVISION

NOTICE OF EXEMPTION

Railmark Holdings, Inc. (“Railmark”), a non-carrier, files this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) to exempt from the provisions of 49 U.S.C. §11323, its continuance in control of Railmark Holdings, Inc. d/b/a Railmark Industrial Railway Inc. Mississippi Division (RIR), a non-carrier, when RIR becomes a common carrier. Railmark currently controls the Yreka Western Railroad (“Yreka”), a Class III carrier.¹

RIR, a non-carrier, has filed a notice of exemption to become the lessee and operator of the lines of railroad described below and shown on Exhibit A (the “Subject Line”) in the State of Mississippi. *See Railmark Holdings, Inc. d/b/a Railmark Industrial Railway Inc. Mississippi Division. – Change of Operators Exemption – Mississippi Central Railroad Co.*, STB Docket No. FD 36773, filed contemporaneously with this Notice of Exemption. The Subject Line to be operated by RIR does not connect with any of the railroads in Railmark’s corporate family, nor is

¹Railmark acquired control of the Yreka Western Railroad via an acquisition of stock through an agreement effective January 1, 2017. Because the Yreka Western Railroad was Railmark’s first railroad and it was acquired through a stock purchase, no Board authority was required.

the control of RIR part of a series of anticipated transactions that would connect the Subject Line to be operated by RIR with the rail lines of any other carrier in Railmark's corporate family. The proposed transaction does not involve a Class I railroad. Accordingly, this transaction qualifies for the class exemption described in 49 C.F.R. §1180.2(d)(2).

Required Information

In accordance with the provisions of 49 C.F.R. 1180.4(g), Railmark provides the following information as required by 49 C.F.R. §1180.6(a)(1)(i)-(iii), (a)(5), (a)(6), and (a)(7)(ii):

1180.6(a)(1)

(i) The proposed transaction as described above involves Railmark's continuance in control of RIR, a non-carrier, when RIR becomes the lessee and operator of the Subject Line. Upon the commencement of operations, RIR will be a Class III carrier. Because Railmark controls another carrier, its continuance in control of RIR when RIR becomes a carrier requires authorization under 49 U.S.C. §11323(a)(5) or an exemption therefrom.

The full name and address of the applicant is: Railmark Holdings, Inc. P.O. Box 613, Henderson, KY 42419.

The name, address and telephone number of Railmark's counsel who should receive correspondence is:

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(ii) RIR is filing its notice of exemption contemporaneously with the filing of this Notice of Exemption to lease and commence operations of the Subject Line described as extending between the Norfolk Southern Railway Company's ("NSR") "Iuka Wye" at milepost 0.0 and the Tri-State Commerce Park at approximately milepost 10.0 in Tishomingo County, Mississippi. The lease includes an additional one mile of track designated as falling under 49 U.S.C. § 10906. *See Railmark Holdings, Inc. d/b/a Railmark Industrial Railway Inc. Mississippi Division – Change of Operators Exemption – Mississippi Central Railroad Co.*, STB Docket No. FD 36773. Railmark expects to consummate its transaction after its exemption becomes effective on June 5, 2024.

(iii) The purpose of the transaction is to allow Railmark, a non-carrier that controls another Class III railroad to continue in control of RIR when RIR begins to operate as a carrier. The continuance in control will allow Railmark to take advantage of the administrative, financial, marketing and operational support that Railmark can provide, thus promoting the ability of RIR to provide safe and efficient service to its shippers.

1180.6(a)(5)

RIR will operate solely in the State of Mississippi. Yreka operates solely in the State of California.

1180.6(a)(6)

A map showing the Subject Line to be operated by RIR is attached as Exhibit A. A map showing the location of RIR and Yreka is attached as Exhibit B.

1180.6(a)(7)(ii)

There is no agreement covering the control of RIR by Railmark, nor any agreement covering the common control of RIR and Yreka.

Labor Protection

Pursuant to 49 U.S.C. §11326(c), approval of this transaction may not be subjected to labor protection because the proposed transaction involves only Class III carriers.

Environmental and Historic Reports

The proposed acquisition of control involves only the continuance in control of a non-carrier when it becomes a carrier, and will not affect the level of operations on the Subject Line to be operated by RIR, or the rail lines operated by any railroad in Railmark's corporate family. As such, the proposed transaction should be exempt from the Board's environmental reporting requirements pursuant to 49 C.F.R. §1105.6(c)(2)(ii). Further, the proposed transaction is exempt from the historic preservation reporting requirements since the proposed acquisition of control will not substantially change the level of operations over, or maintenance of, the Subject Line to be operated by RIR, or the rail lines or any of the railroads in Railmark's corporate family. See 49 C.F.R. §1105.8(b)(3).

Conclusion

For the foregoing reasons, Railmark requests that the Board issue a notice of exemption pursuant to 49 C.F.R. §1180.2(d)(2).

Respectfully submitted,



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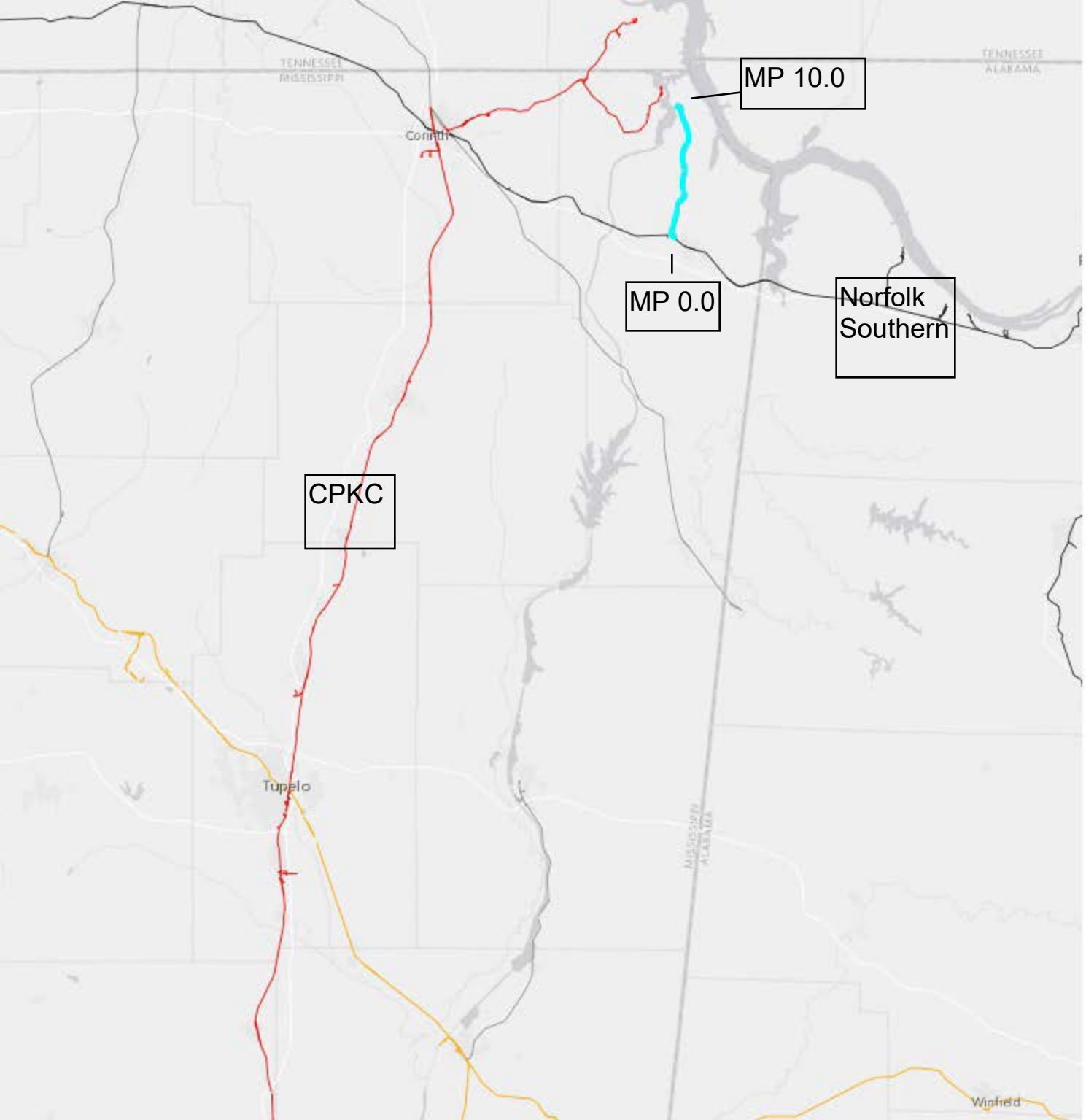
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Attorneys for Railmark Holdings, Inc.

Dated: May 6, 2024

EXHIBIT A

MAP OF THE SUBJECT LINE OF RIR



Map of RIR Line = Blue

EXHIBIT B

MAP OF YREKA WESTERN RAILROAD AND RIR



Railmark Holdings, Inc. Railroads

VERIFICATION

I, B. Allen Brown II, President & CEO of Railmark Holdings, Inc. verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on May 5, 2024.



B. Allen Brown II