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March 13, 2025
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BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36845

OMNITRAX HOLDINGS COMBINED, INC., AND
HGS RAILWAY HOLDINGS, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
SANTA MARIA VALLEY RAILROAD, LLC

VERIFIED NOTICE OF EXEMPTION OF OMNITRAX HOLDINGS
COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
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(312) 252-1500

ATTORNEY FOR OMNITRAX HOLDINGS
COMBINED, INC., AND HGS RAILWAY
HOLDINGS, INC.

Dated: March 13, 2025

FILED
March 13, 2025
SURFACE
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PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

OmniTRAX Holdings Combined, Inc. (“OmniTRAX”), and HGS Railway Holdings, Inc. (“HGS”) – collectively, “Omni-HGS” – file this notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of Santa Maria Valley Railroad, LLC (“SMVR”) once SMVR is authorized to commence, and commences, common carrier operations.¹ SMVR, currently a non-carrier entity controlled by OmniTRAX, has reached terms with Coast Belle Rail, LLC (“CBRL”) and Coast Belle Rail Corp. d/b/a Santa Maria Valley Railroad (“Coast Belle”) to – (1) acquire from CBRL a line of railroad (the “CBRL Line”) extending between milepost 3.3 near Guadalupe (Betteravia Junction), California, and milepost 9.3 at Santa

¹ OmniTRAX and HGS are under joint managerial and operational control. *See OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc. – Control Exemption – OmniTRAX SBVR, LLC d/b/a South Branch Valley Railroad*, FD 36338 (STB served Sep. 27, 2023) (“*OmniTRAX-HGS-OSL*”), 1; *and see also HGS Ry. Holdings, Inc. – Continuance in Control Exemption – HGS-FCR, LLC*, FD 36180 (STB served May 23, 2018), 2-3 n.3.

Maria, California, along with the connecting Airbase Branch extending between the wye track at milepost 8.5/0.0 at Santa Maria and milepost 3.0 at Santa Maria, a total distance of approximately 9.0 route miles; (2) acquire by assignment Coast Belle's leasehold interest in a line of railroad (the "UP Line") owned by Union Pacific Railroad Company extending between milepost 0.0 at Guadalupe and milepost 3.3 near Guadalupe (Betteravia Junction), along with the Betteravia Branch extending between milepost 3.3 near Guadalupe (Betteravia Junction) and milepost 4.8 at Betteravia, California, a total distance of approximately 4.8 route miles; and (3) replace Coast Belle as the common carrier service provider on the CBRL Line and UP Line (collectively, the "Lines"), thereby terminating Coast Belle's current common carrier status on the Lines. SMVR concurrently with the present class exemption notice has filed a verified notice of exemption pursuant to 49 C.F.R. part 1150, subpart D, to undertake the above-described transaction pursuant to *Santa Maria Valley Railroad, LLC – Acquisition and Change of Operator Exemption – Railroad Lines of Coast Belle Rail, LLC, and Union Pacific Railroad Company, in Santa Barbara County, Cal.*, FD 36846 ("*SMVR Exemption*").

The Lines that SMVR seeks to acquire and to operate as a common carrier via the aforementioned FD 36846 proceeding do not connect with the lines of any of the existing rail carriers within the Omni-HGS corporate family. In addition, this control transaction is not part of a series of anticipated transactions that would result in such a connection among any of the carriers under OmniTRAX's or HGS's control. Nor does this proposed control transaction involve a Class I carrier.

Accordingly, Omni-HGS's continued to control SMVR once it becomes a railroad common carrier satisfies the class exemption procedures at 49 C.F.R. § 1180.2(d)(2).

In accordance with the requirements of 49 C.F.R. § 1180.4(g), Omni-HGS submits the following information:

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

OmniTRAX is a non-carrier holding company that controls the following 23 Class III rail carriers (the “OmniTRAX Railroads”):

Alabama & Tennessee River Railway, LLC
Brownsville & Rio Grande International Railway, LLC
Central Texas & Colorado River Railway, LLC
Chicago Rail Link, L.L.C.
Cleveland & Cuyahoga Railway, LLC
Fulton County Railway, LLC
Georgia & Florida Railway, LLC
Georgia Woodlands Railroad, L.L.C.
Great Western Railway of Colorado, L.L.C.
Illinois Railway, LLC
Kettle Falls International Railway, LLC
Manufacturers' Junction Railway, L.L.C.
Nebraska, Kansas and Colorado Railway, LLC
The Newburgh & South Shore Railroad, LLC
Northern Ohio & Western Railway, L.L.C.
Omni River Ridge, LLC d/b/a River Ridge Railroad
OmniTRAX SBVR, LLC d/b/a South Branch Valley Railroad
Panhandle Northern Railroad, L.L.C.
Peru Industrial Railroad, LLC
Sand Springs Railway Company
Savannah Industrial Transportation, LLC (limited/provisional)²
Stockton Terminal and Eastern Railroad
The Winchester and Western Railroad Company

See OmniTRAX-HGS-OSL, 1 – 2.

² *See Savannah Industrial Transportation, LLC – Operation Exemption – In Effingham County, GA*, FD 36489 (STB served Aug. 1, 2023).

HGS is also a non-carrier holding company, and it controls two Class III railroads: HGS-ATN, LLC, and HGS-FCR, LLC.

SMVR is a non-carrier entity recently created and controlled by OmniTRAX. As detailed in the class exemption filing in *SMVR Exemption*, SMVR proposes to commence common carrier service in place of Coast Belle over certain lines in Santa Barbara County, California. The rail lines of OmniTRAX's and HGS's respective existing rail carrier holdings will not connect to the Lines that SMVR proposes to acquire and operate. Omni-HGS intends to continue to exercise common control of SMVR and the other, existing carriers in the Omni-HGS corporate family once SMVR commences common carrier operations pursuant to authority sought in FD 36846.

The full name and address of the Applicants herein is:

OmniTRAX Holdings Combined, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

HGS Railway Holdings, Inc.
252 Clayton Street, 4th Floor
Denver, CO 80206

Any questions concerning this notice should be sent to the representative of Omni-HGS at the following address:

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606-3208
rwimbish@fletcher-sippel.com
(312) 252-1500

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

Pursuant 49 C.F.R. § 1180.4(g)(1), Omni-HGS intend to continue in control of SMVR, once SMVR becomes a railroad common carrier on or after the effective date of the class exemption in *SMVR Exemption*, expected to be on or after April 12, 2025.

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

The purpose sought to be accomplished by way of present class exemption is to secure federal authorization for Omni-HGS to install SMVR as the new short line operator over certain lines along the south-central coast of California, thereby adding to the Omni-HGS short line portfolio. Omni-HGS are dedicated to reducing overhead expenses, and to coordinating billing, maintenance, mechanical and personnel policies and practices of their rail carrier subsidiaries, thereby improving the overall efficiency of rail service provided by the railroads in the corporate family.

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

SMVR will operate as a common carrier over railroad property in California.

OmniTRAX' existing rail carrier holdings own and/or operate over railroad property located in the following states:

Alabama & Tennessee River Railway, LLC: Alabama
Brownsville & Rio Grande International Railway, LLC: Texas
Central Texas & Colorado River Railway, LLC: Texas
Chicago Rail Link, L.L.C.: Illinois
Cleveland & Cuyahoga Railway, LLC: Ohio

Fulton County Railway, LLC: Georgia
Georgia & Florida Railway, LLC: Georgia, Florida
Georgia Woodlands Railroad, L.L.C.: Georgia
Great Western Railway of Colorado, L.L.C.: Colorado
Illinois Railway, LLC: Illinois
Kettle Falls International Railway, LLC: Washington (and
British Columbia, Canada)
Manufacturers' Junction Railway, L.L.C.: Illinois
Nebraska, Kansas & Colorado Railway, LLC: Nebraska,
Kansas, Colorado
The Newburgh & South Shore Railroad, LLC: Ohio
Northern Ohio & Western Railway, L.L.C.: Ohio
Omni River Ridge, LLC d/b/a River Ridge Railroad: Indiana
OmniTRAX SBVR, LLC d/b/a South Branch Valley Railroad,
West Virginia
Panhandle Northern Railroad, L.L.C.: Texas
Peru Industrial Railroad, LLC: Illinois
Sand Springs Railway Company: Oklahoma
Savannah Industrial Transportation, LLC: Georgia
Stockton Terminal and Eastern Railroad: California
Winchester & Western Railroad Company: New Jersey,
Maryland, Virginia and West Virginia

HGS's existing rail carrier holdings (each of which is a non-operating owner of railroad lines operated by other carriers) own railroad property located in the following states:

HGS-ATN, LLC: Alabama
HGS-FCR, LLC: Georgia

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

A map of the Lines to be operated by SMVR and maps of the lines currently owned and/or operated by Omni-HGS rail carrier holdings are attached as Exhibit A.

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

OmniTRAX already controls SMVR, currently a non-carrier. No agreement is contemplated or necessary for Omni-HGR continue in control of SMVR once it becomes a common 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. Each of OmniTRAX's and HGR's existing railroad subsidiaries is currently a Class III rail carrier, and SMVR, also, will be a Class III carrier upon commencing 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. Omni-HGS's control of SMVR 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), Omni-HGS' proposed control of SMVR also is exempt from historic preservation reporting requirements.

Interchange Commitments: 49 C.F.R. § 1180.4(g)(4)

The proposed control transaction that is the subject of this proceeding does not itself authorize or encompass the acquisition or operation of a rail line. Accordingly, the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. However,

SMVR would not be subject to any contractual arrangements that would limit SMVR's ability or right to interchange traffic with a third-party connecting carrier.

Respectfully submitted,

By: /s/ *R. A. Wimbish*

Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 800
Chicago, Illinois 60606-3208
rwimbish@fletcher-sippel.com
(312) 252-1500

**ATTORNEY FOR OMNITRAX
HOLDINGS COMBINED, INC., AND HGS
RAILWAY HOLDINGS, INC.**

Dated: March 13, 2025

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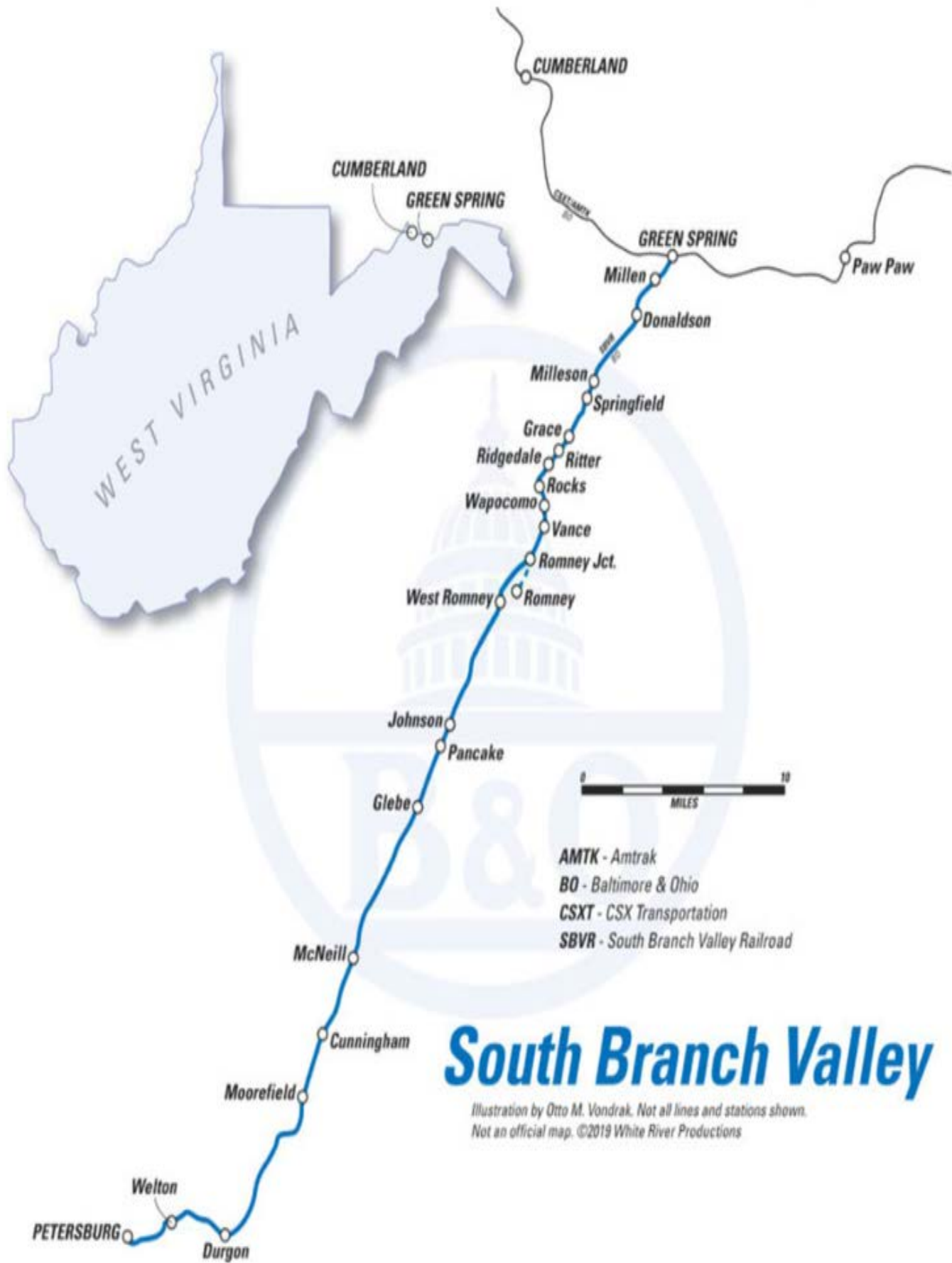
**OMNITRAX HOLDINGS COMBINED, INC., AND
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-- CONTINUANCE IN CONTROL EXEMPTION --
SANTA MARIA VALLEY RAILROAD, LLC**

EXHIBIT A

**MAP OF SMVR AND
OMNI-HGS RAIL CARRIER MAPS**

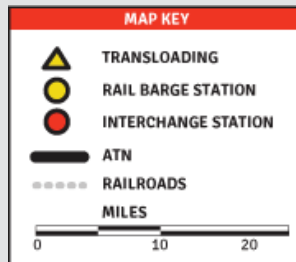
Santa Maria Valley Railroad, LLC





ALABAMA & TENNESSEE RIVER RAILWAY, LLC

GADSDEN, ALABAMA



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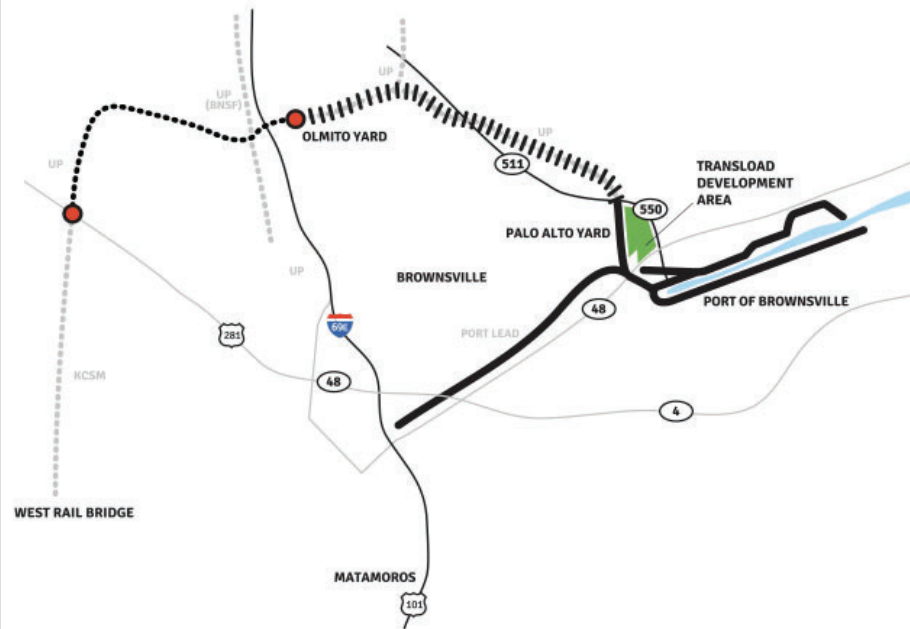
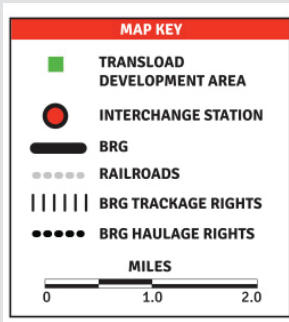
VIEW GOOGLE MAP 



* Owned by HGS-ATN, LLC

BROWNSVILLE & RIO GRANDE INTERNATIONAL RAILWAY, LLC

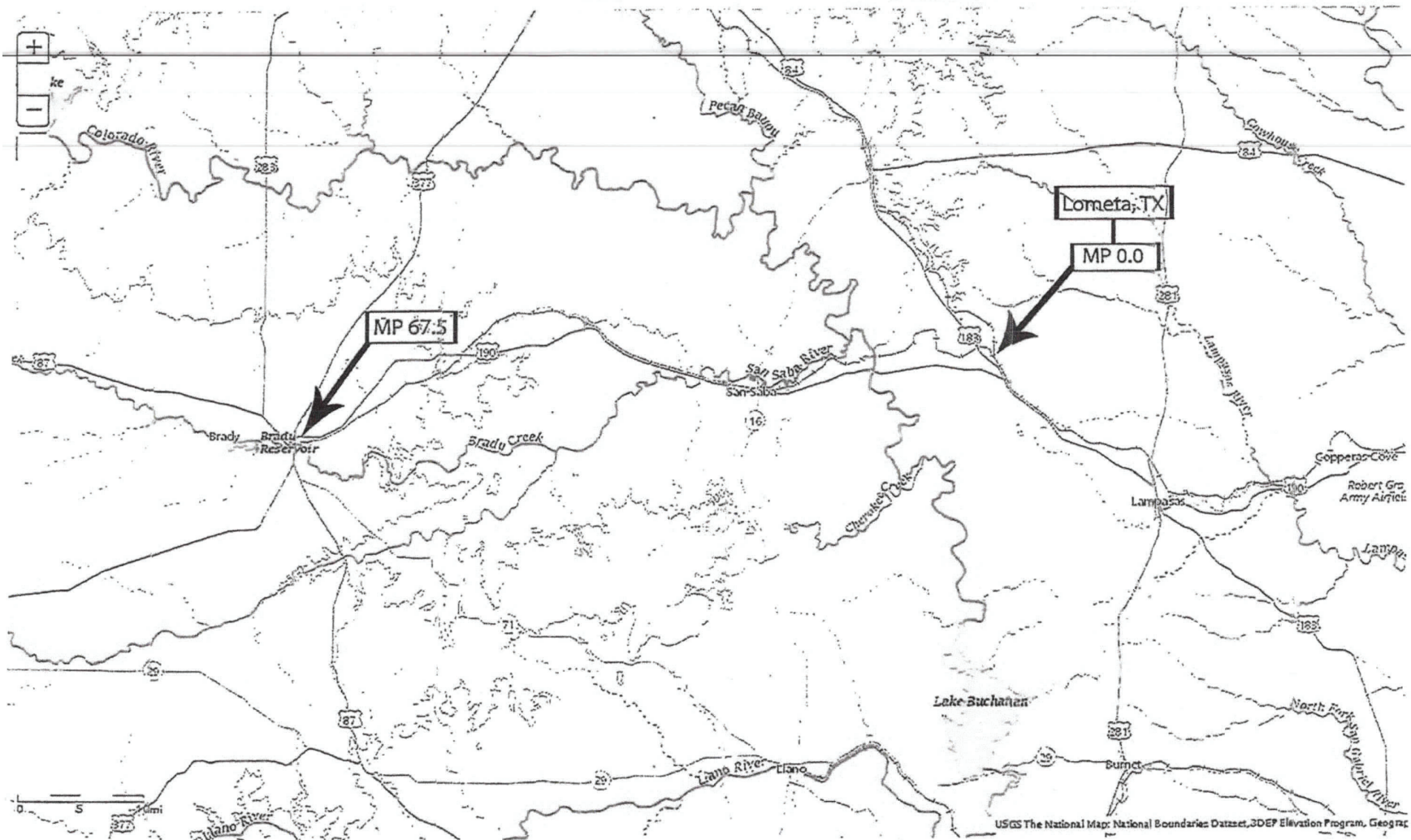
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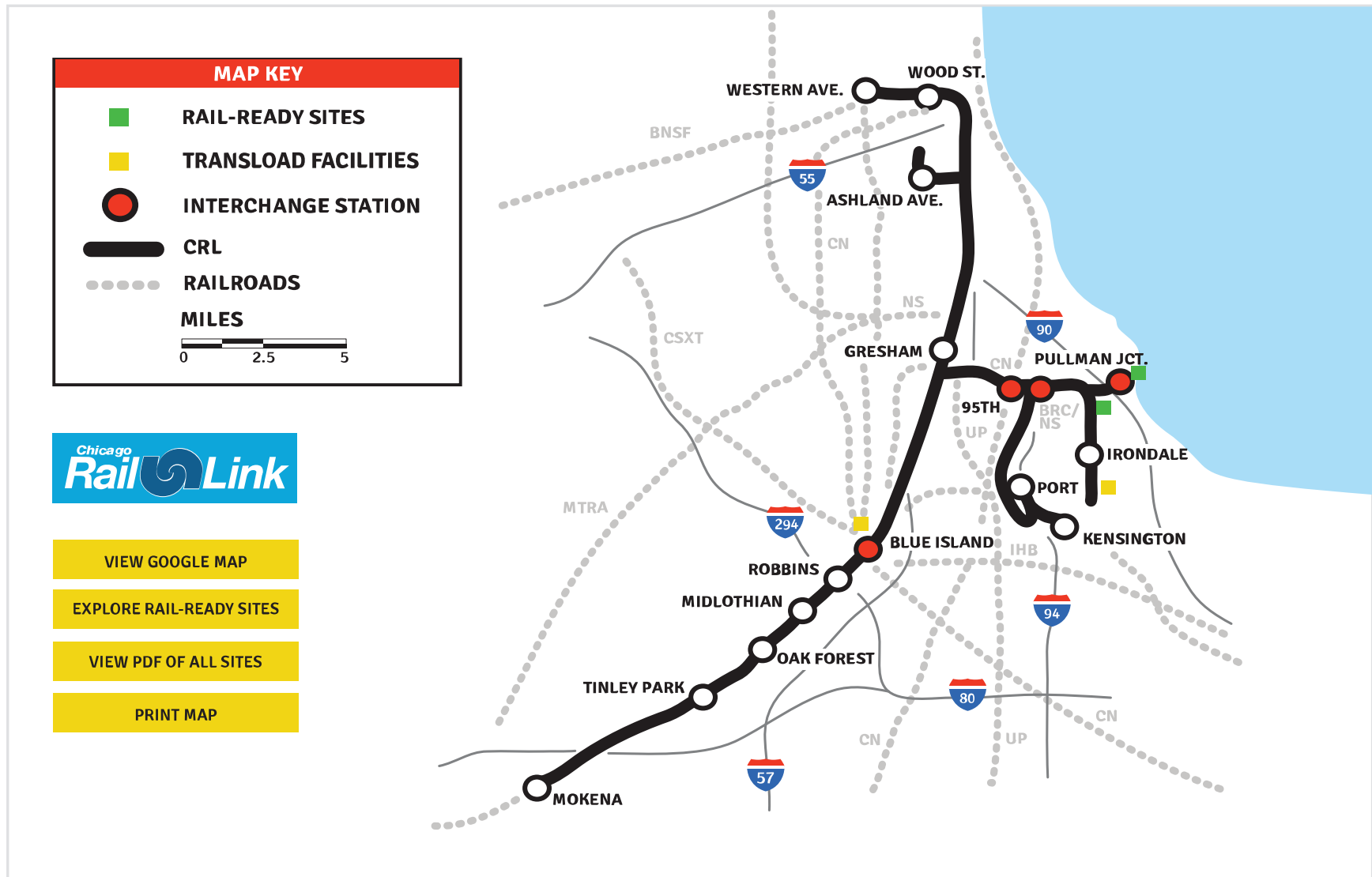


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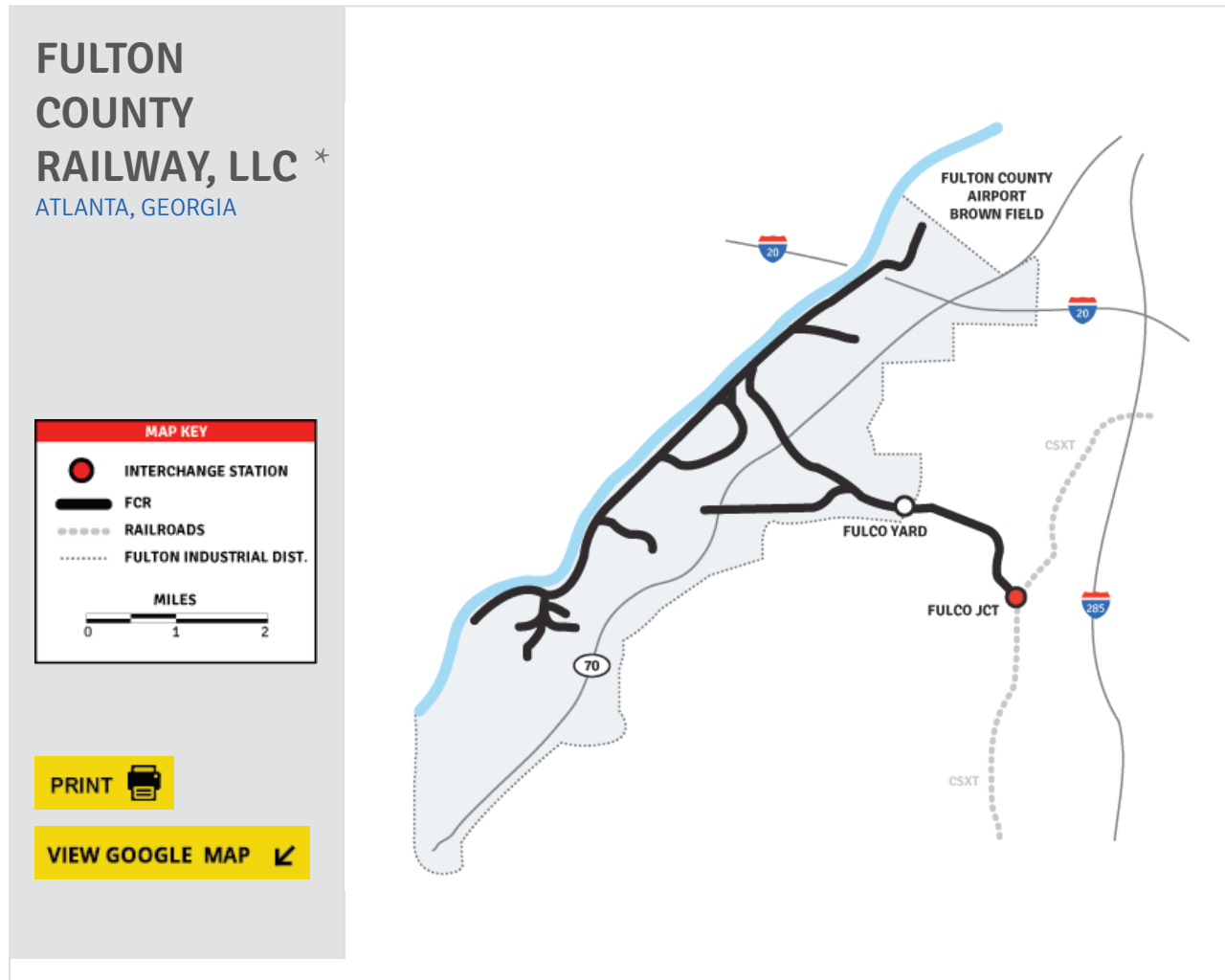
VIEW GOOGLE MAP 

Central Texas & Colorado River Railway, LLC

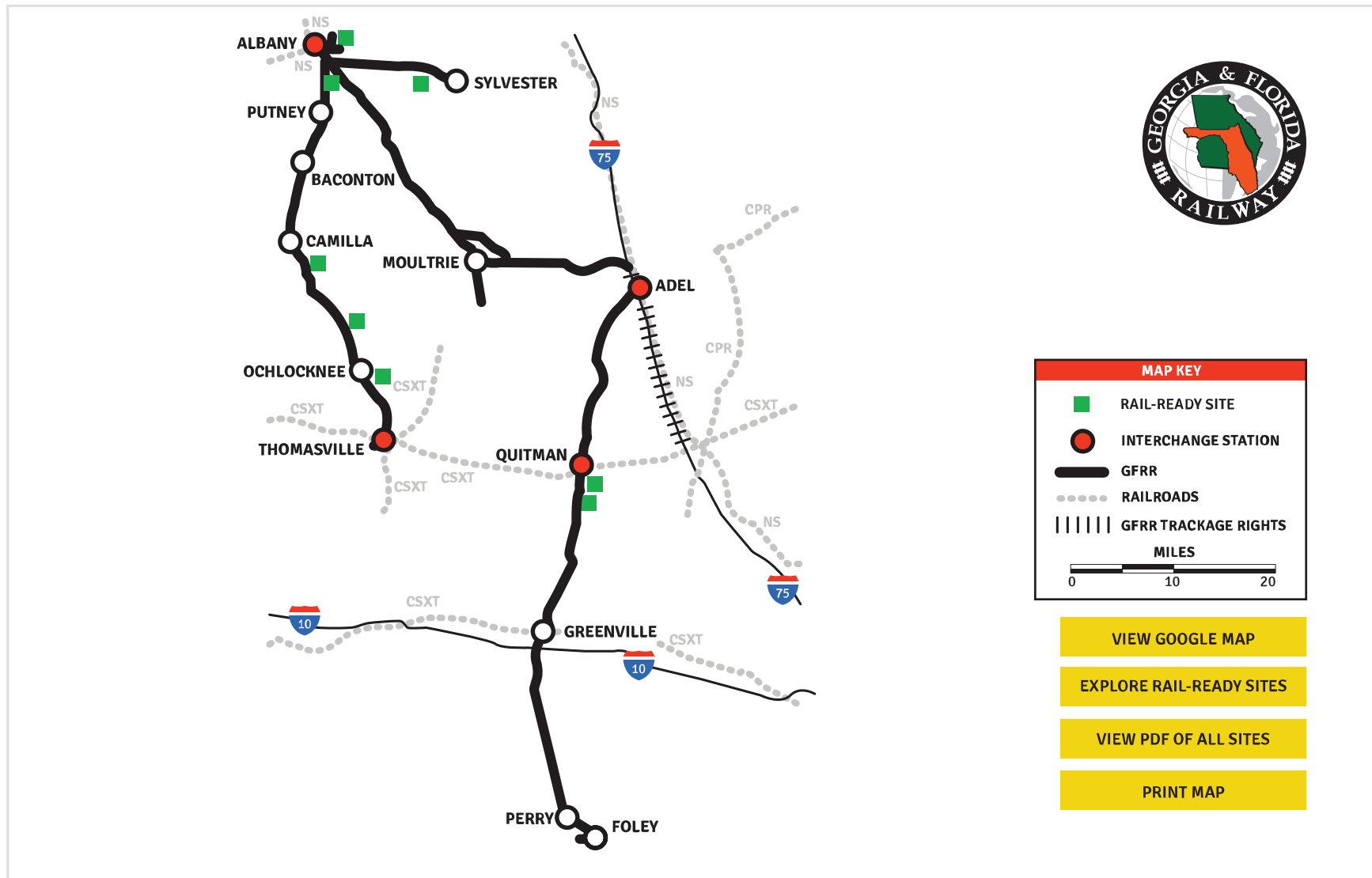






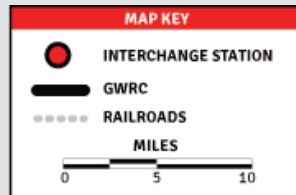


* Owned by HGS-FCR, LLC



GEORGIA WOODLANDS RAILROAD, LLC

WASHINGTON, GEORGIA



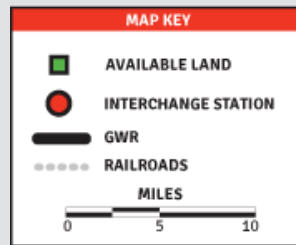
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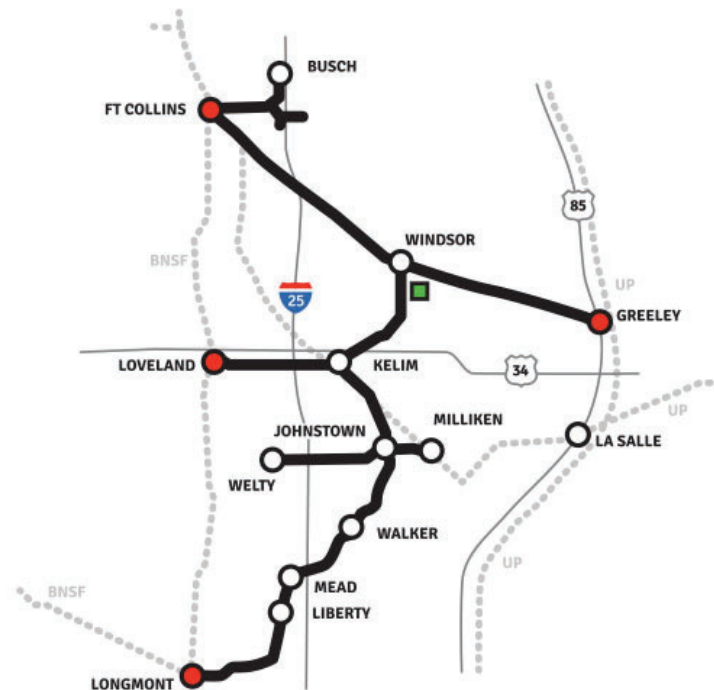
GREAT WESTERN RAILWAY OF COLORADO, LLC

LOVELAND, COLORADO



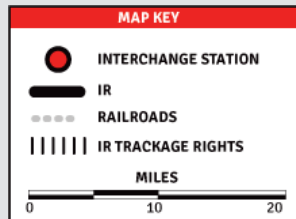
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VIEW GOOGLE MAP 



ILLINOIS RAILWAY, LLC

OTTAWA, ILLINOIS



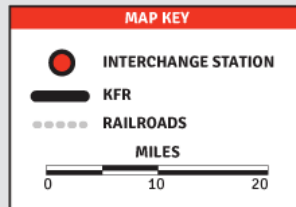
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KETTLE FALLS INTERNATIONAL RAILWAY, LLC

KETTLE FALLS, WASHINGTON



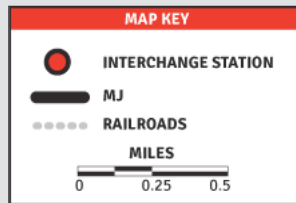
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MANUFACTURERS' JUNCTION RAILWAY, LLC

CICERO, ILLINOIS



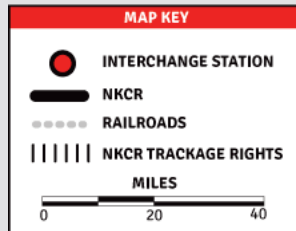
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NEBRASKA, KANSAS & COLORADO RAILWAY, LLC

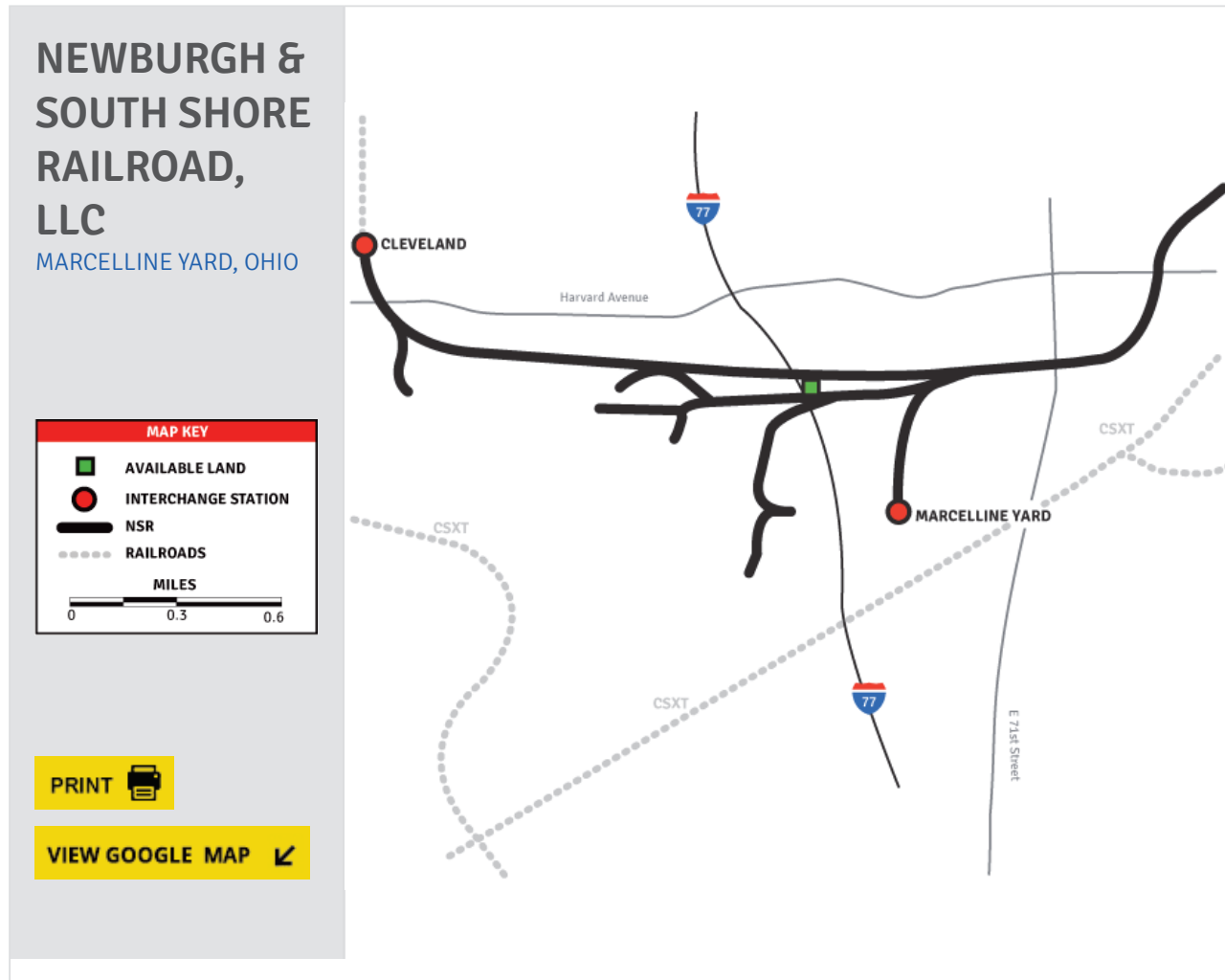
GRANT, NEBRASKA



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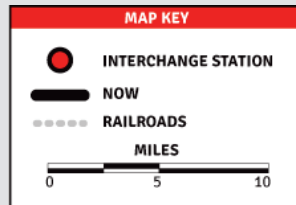
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NORTHERN OHIO & WESTERN RAILWAY, LLC

TIFFIN, OHIO



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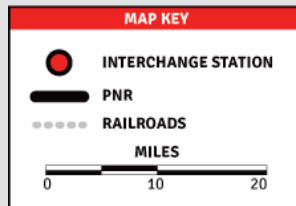


River Ridge Mainline Maintenance Responsibility

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PANHANDLE NORTHERN RAILROAD, LLC

BORGER, TEXAS



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PERU INDUSTRIAL RAILROAD, LLC

PERU, ILLINOIS



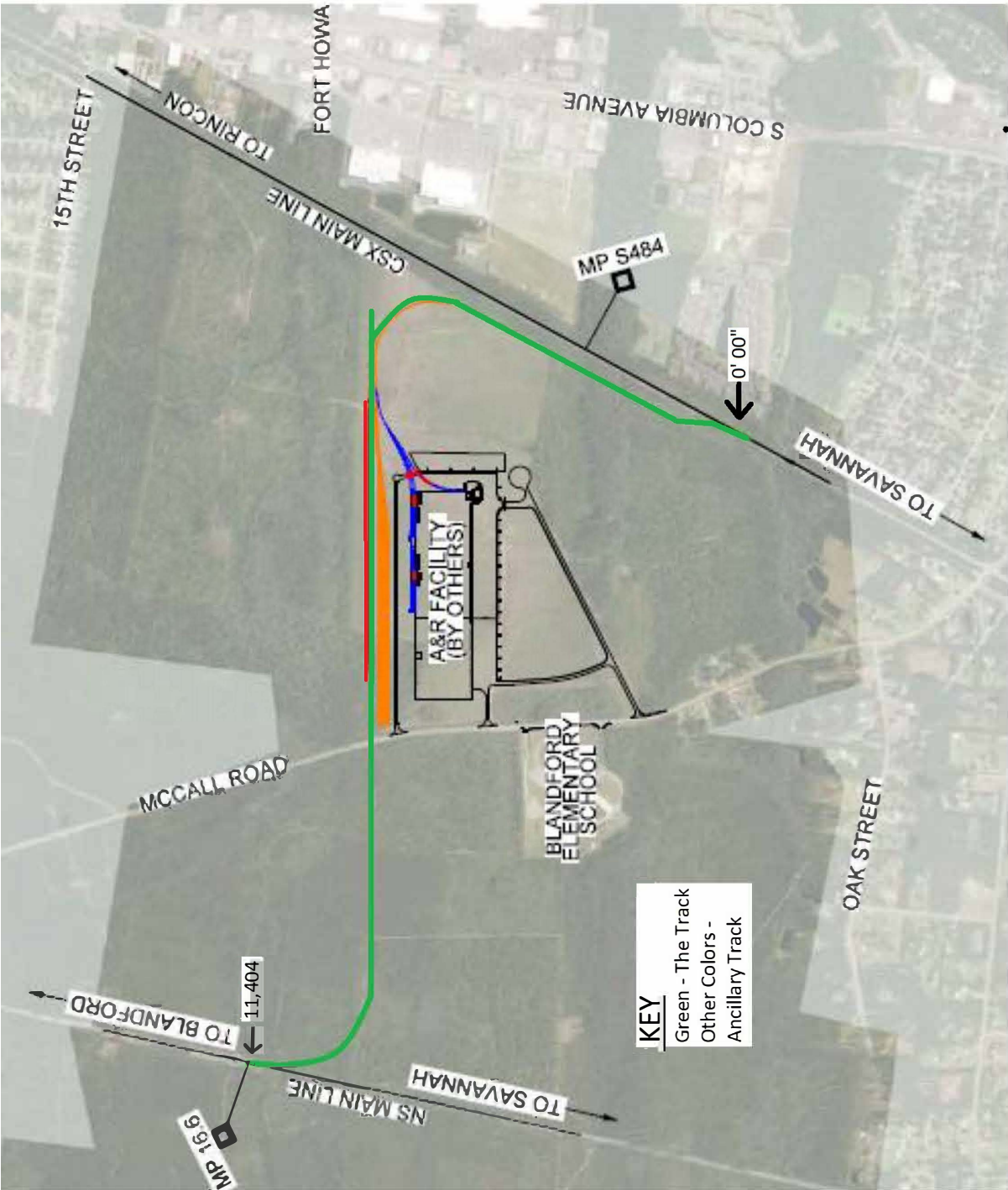
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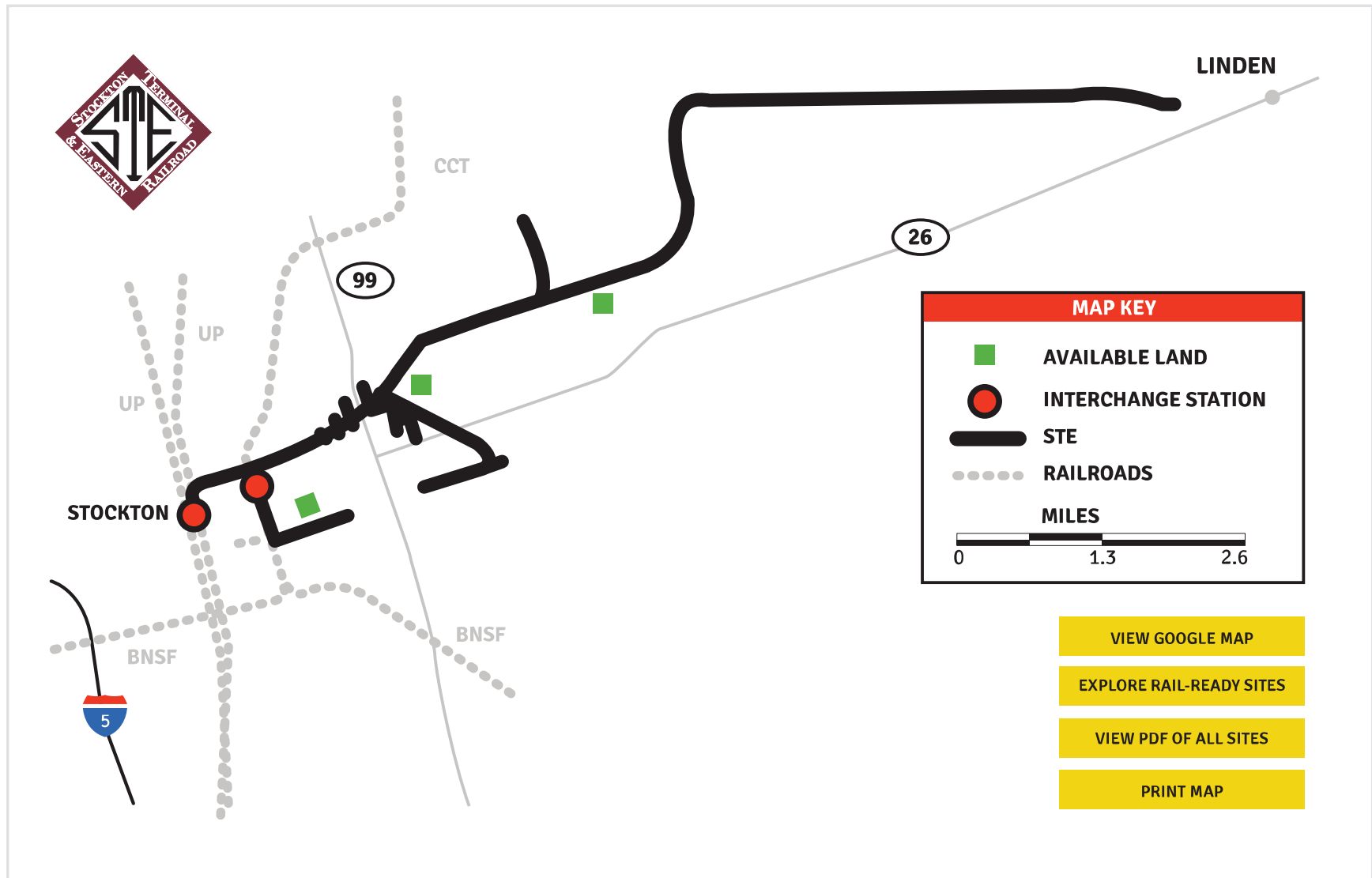
VIEW GOOGLE MAP 





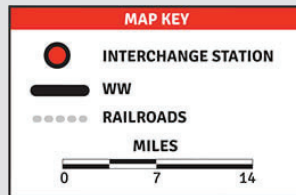
Savannah Industrial Transportation, LLC





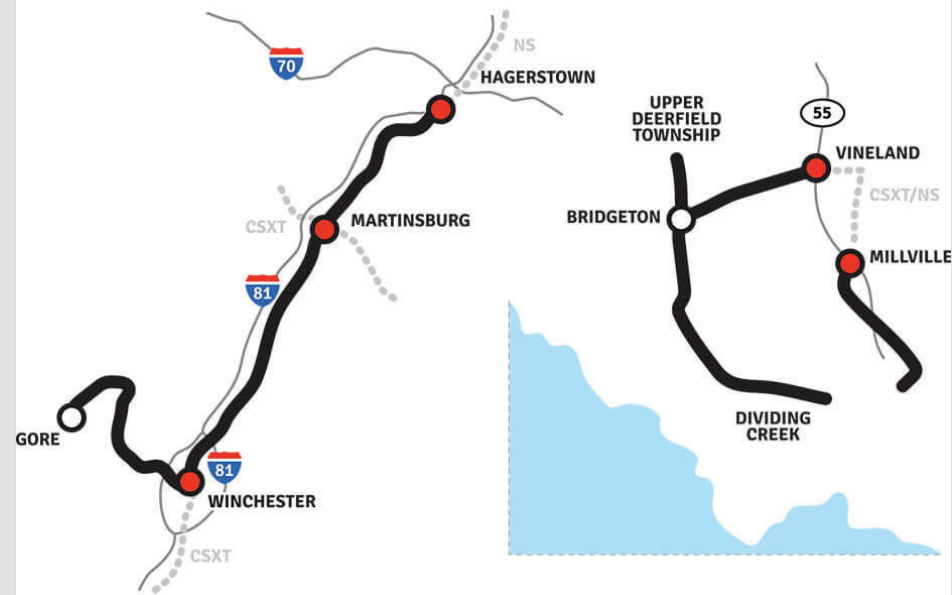
WINCHESTER AND WESTERN RAILROAD COMPANY

WEST VIRGINIA, NEW
JERSEY



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VERIFICATION

VERIFICATION

I, John G. Spiegleman, being duly sworn, deposes and says that he is Chief Legal Officer and General Counsel of OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc., that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

/s/ *John G. Spiegleman*
John G. Spiegleman

Dated: March 13, 2025