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BEFORE THE SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36882

OMNITRAX HOLDINGS COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC. --
CONTINUANCE IN CONTROL EXEMPTION – SUNRISE INDUSTRIAL RAIL, 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)**

Daniel R. Elliott
GKG Law, PC
1055 Thomas Jefferson Street, NW, Suite 620
Washington, DC 20007
delliott@gkglaw.com
(703) 863-9670
ATTORNEY FOR OMNITRAX HOLDINGS
COMBINED, INC., AND HGS RAILWAY
HOLDINGS, INC.

Dated: September 4, 2025

FILED
September 4, 2025
SURFACE TRANSPORTATION BOARD

FEE RECEIVED
September 4, 2025
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OmniTRAX Holdings Combined, Inc. (“OmniTRAX”), and HGS Railway Holdings, Inc. (“HGS”) – collectively, “Omni-HGS” – respectfully file before the Surface Transportation Board (“STB” or “Board”) this notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of Sunrise Industrial Rail, LLC (“Sunrise”) once Sunrise is authorized to commence, and commences, common carrier operations on a rail line in Suffolk County, New York (the “Line”) on property called the Brookhaven Rail Terminal (“BRT”). Sunrise, currently a non-carrier entity controlled by OmniTRAX, has reached terms with Brookhaven Logistics Center (“BLC”) to – (1) lease the Line owned by BLC; and (2) by virtue of its lease of the Line, will replace Brookhaven Rail, LLC (“Brookhaven Rail”) as the common carrier service provider on the Line, thereby relieving Brookhaven Rail of any further common carrier status and attendant obligations with the respect to the Line. **Brookhaven Rail does not object to the change in operators here.**

Sunrise will lease from BLC the Line depicted in the map attached hereto as Exhibit A. The Line connects with the tracks of the Long Island Railroad (and a corresponding connection to the New York & Atlantic Railway Company, which possesses freight common carrier operating rights over the Long Island Railroad). The Line, which does not have mileposts, includes a “Main Stem” of approximately 0.47 miles and a network of roughly 14,348 feet of additional STB-

regulated trackage connected thereto.¹ Sunrise will lease and operate on the Line under its lease agreement with BLC. It will hold itself out as a common carrier on all of the trackage including the Main Stem and the additional trackage providing rail service to any existing or potential shipper upon request.

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”); 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. Sunrise 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 *Sunrise Industrial Rail, LLC – Lease and Change of Operator Exemption – Brookhaven Logistics Center, LLC, in Suffolk County, NY*, FD 36883 (“Sunrise Exemption”).

The Line that Sunrise seeks to lease and to operate as a common carrier via the aforementioned FD 36883 proceeding does 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 continuance in control of Sunrise once it becomes a railroad common carrier satisfies the class exemption procedures at 49 C.F.R. § 1180.2(d)(2).

¹ *See US Rail Corporation- Construction and Operation Exemption- Brookhaven Rail Terminal*, Docket No. FD 35141 (STB served Sep. 9, 2010).

In accordance with the requirements of 49 C.F.R. § 1180.4(g), Omni-HGS submits the following information²:

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

OmniTRAX is a non-carrier holding company that controls the following 24 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
Santa Maria Valley Railroad, LLC
Savannah Industrial Transportation, LLC (limited/provisional)³
Stockton Terminal and Eastern Railroad
The Winchester and Western Railroad Company

² On August 29, 2025, the Board rejected two notices of exemption filed by Sunrise, OmniTRAX, and HGS involving the same lease and track on two grounds. This notice of exemption here as well as the corresponding Sunrise Exemption in FD 36883 addresses those two issues in accordance with that decision. *OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc. – Continuance in Control Exemption – Sunrise Industrial Rail, LLC*, FD 36787; *Sunrise Industrial Rail, LLC – Lease and Change of Operator Exemption – Brookhaven Logistics Center, LLC, in Suffolk County, NY*, FD 36876 (STB served August 29, 2025).

³ See *Savannah Industrial Transportation, LLC – Operation Exemption – In Effingham County, GA*, FD 36489 (STB served Aug. 1, 2023).

See OmniTRAX-HGS-OSL, 1 – 2.

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

Sunrise is a non-carrier entity recently created and controlled by OmniTRAX. As detailed in the class exemption filing in the Sunrise Exemption, Sunrise proposes to commence common carrier service in place of Brookhaven Rail over the Line in Suffolk County, NY. The rail lines of OmniTRAX's and HGS's respective existing rail carrier holdings will not connect to the Line that Sunrise proposes to lease and operate. Omni-HGS intends to continue to exercise common control of Sunrise and the other, existing carriers in the Omni-HGS corporate family once Sunrise commences common carrier operations pursuant to authority sought in FD 36883.

The full name and address of the Applicants herein are:

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:

Daniel R. Elliott
GKG Law, PC
1055 Thomas Jefferson Street, NW, Suite 620
Washington, DC 20007
delliott@gkglaw.com
(703) 863-9670

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 Sunrise, once Sunrise becomes a railroad common carrier on or after the effective date of the class exemption in Sunrise Exemption, expected to be on or after October 4, 2025.⁴

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

The purpose sought to be accomplished by way of this present class exemption is to secure federal authorization for Omni-HGS to install Sunrise as the new short line operator over the Line in Suffolk County, NY, 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)

Sunrise will operate as a common carrier over railroad property in New York. OmniTRAX's 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

⁴ Sunrise respectfully asks the Board to further expedite the notice process here if at all possible, It would be a benefit to the parties involved in this transaction and would expedite the provision of rail service from a highly respected rail transportation provider in Sunrise/OmniTRAX. Moreover, providing this improved and possibly expanded rail service to this area as expeditiously as possible certainly supports the US rail transportation policy. See 49 U.S.C. § 10101.

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
Santa Maria Valley Railroad, LLC, California
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 Line to be operated by Sunrise and maps of the lines currently owned and/or operated by Omni-HGS rail carrier holdings are attached as Exhibit A. With respect to the Line, the yellow highlighted portion is the Main Stem, and the red highlighted portion is the Additional Track.

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

OmniTRAX already controls Sunrise, currently a non-carrier. No agreement is contemplated or necessary for Omni-HGS to continue in control of Sunrise 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 HGS's existing railroad subsidiaries is currently a Class III rail carrier, and Sunrise, also, will be a Class III rail 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 Sunrise 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 Sunrise 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 lease or operation of a rail line. Accordingly, the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. However, Sunrise would not be subject to any contractual arrangements that would limit Sunrise's ability or right to interchange traffic with a third-party connecting carrier.

Respectfully submitted,

By: /s/ Daniel R. Elliott
Daniel R. Elliott
GKG Law, PC
1055 Thomas Jefferson Street, NW, Suite 620
Washington, DC 20007
delliott@gkglaw.com
(703) 863-9670

ATTORNEY FOR OMNITRAX HOLDINGS
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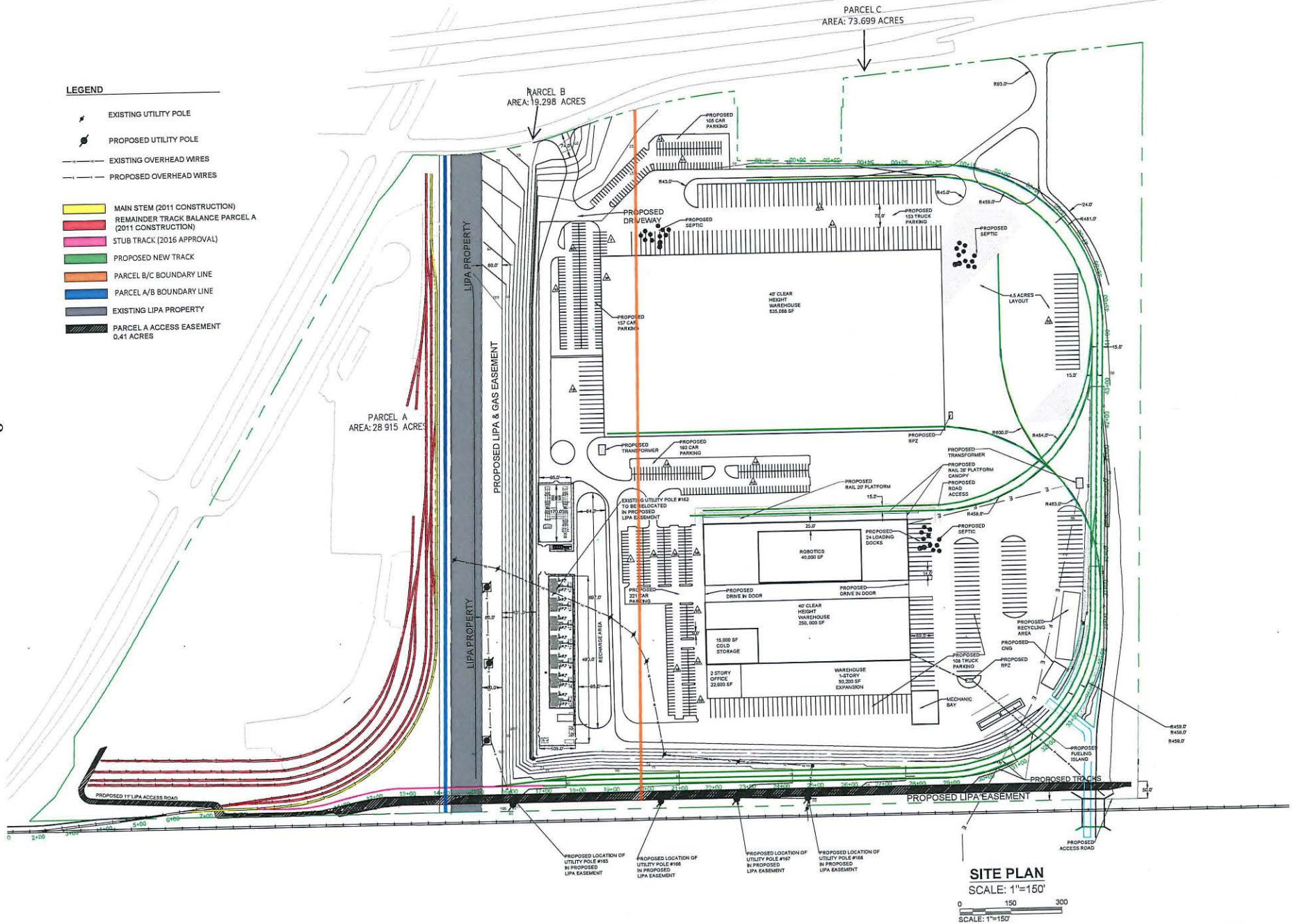
EXHIBIT A

MAP



LEGEND

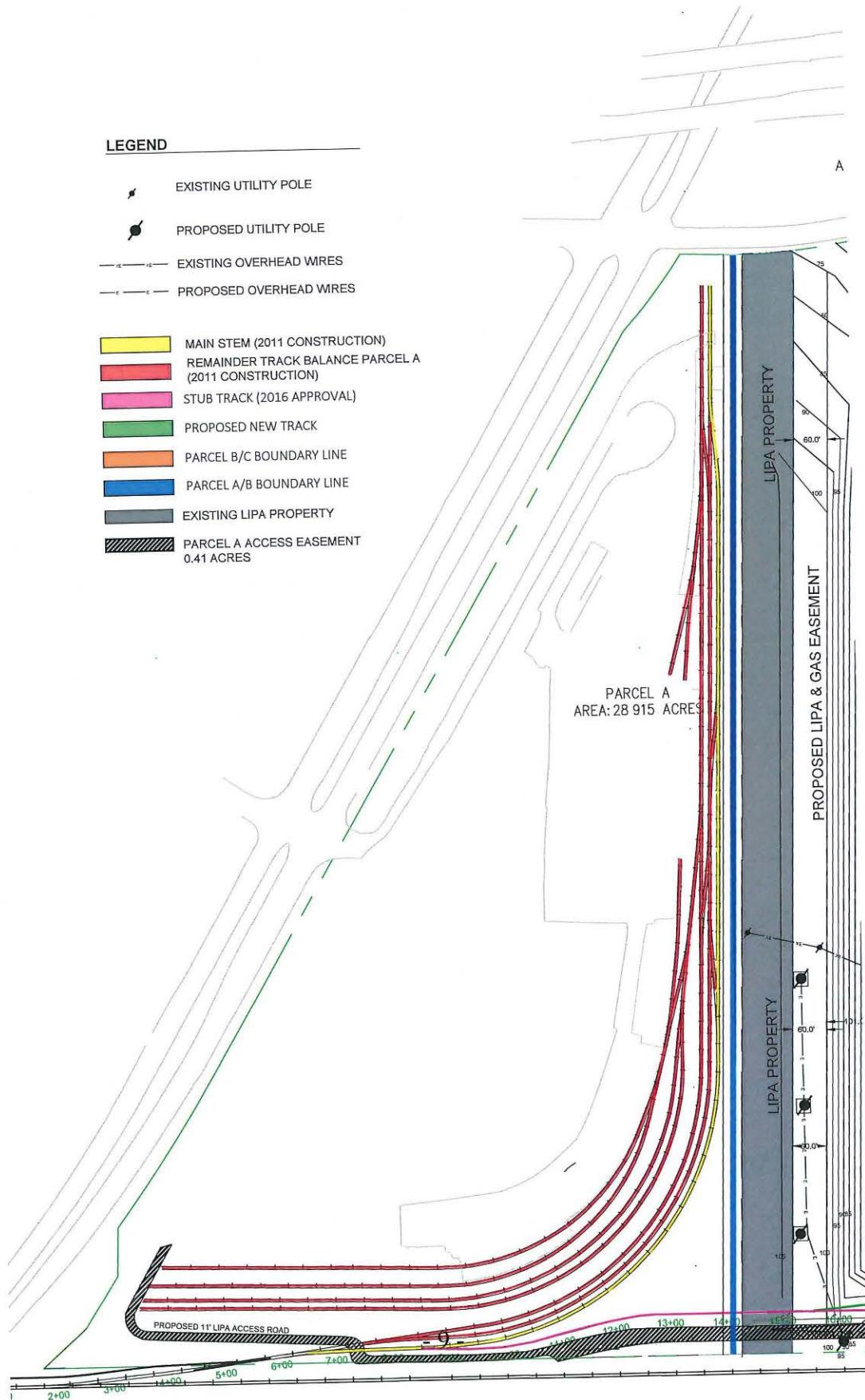
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- REMAINDER TRACK BALANCE PARCEL A (2011 CONSTRUCTION)
- STUB TRACK (2016 APPROVAL)
- PROPOSED NEW TRACK
- PARCEL B/C BOUNDARY LINE
- PARCEL A/B BOUNDARY LINE
- EXISTING LIPA PROPERTY
- PARCEL A ACCESS EASEMENT 0.41 ACRES



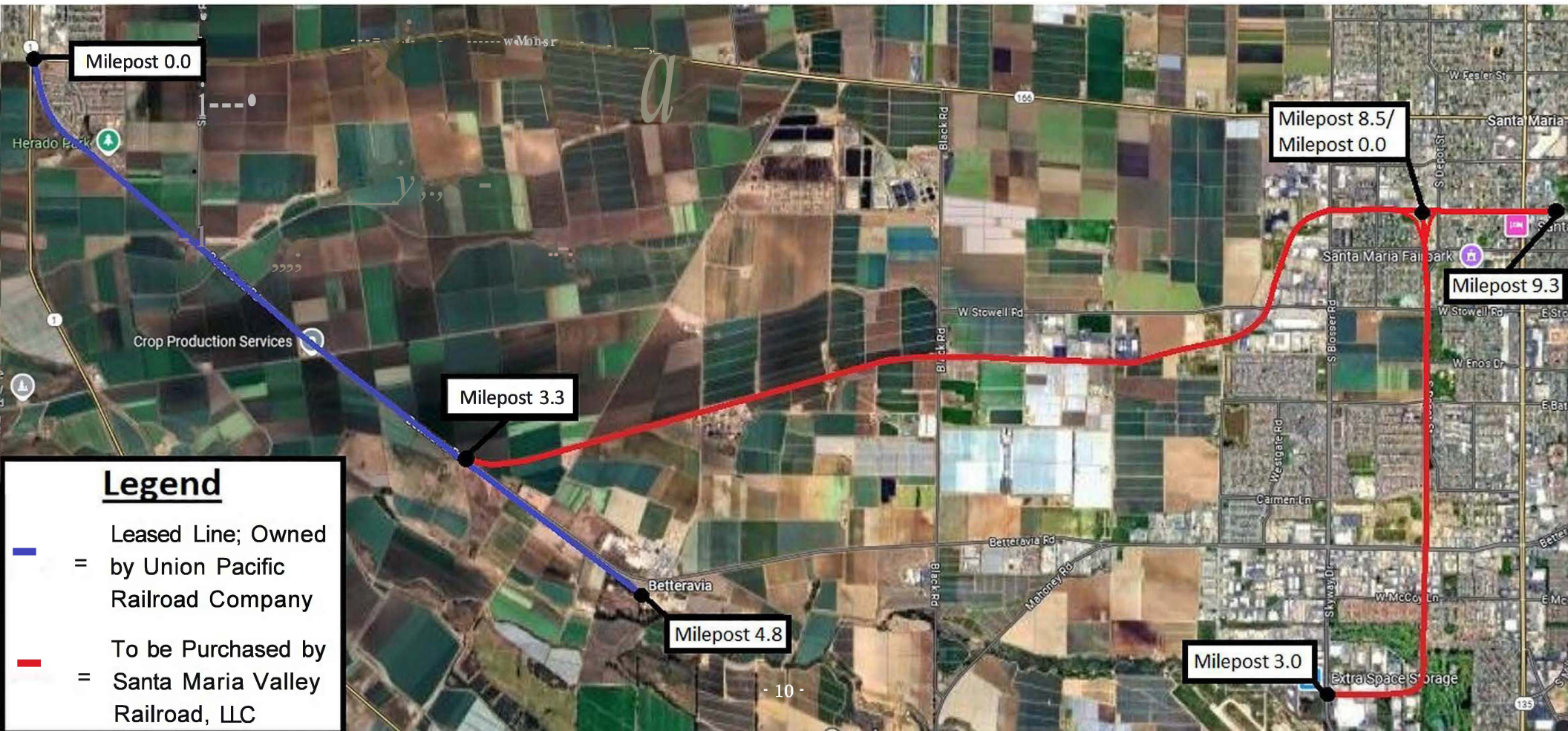


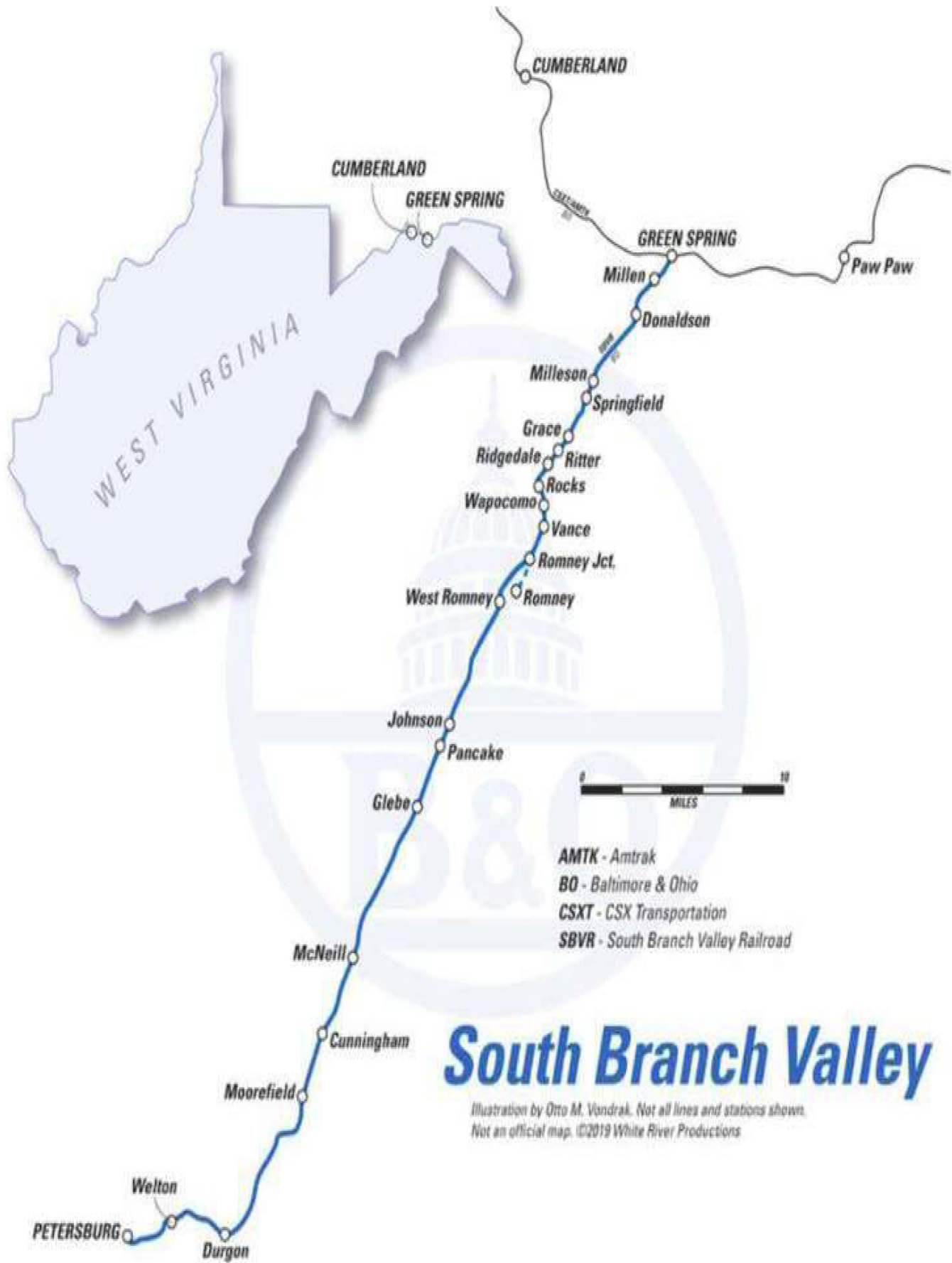
LEGEND

- EXISTING UTILITY POLE
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- PARCEL A ACCESS EASEMENT 0.41 ACRES



Santa Maria Valley Railroad, LLC





ALABAMA & TENNESSEE RIVER RAILWAY, LLC

GADSDEN, ALABAMA



PRINT 

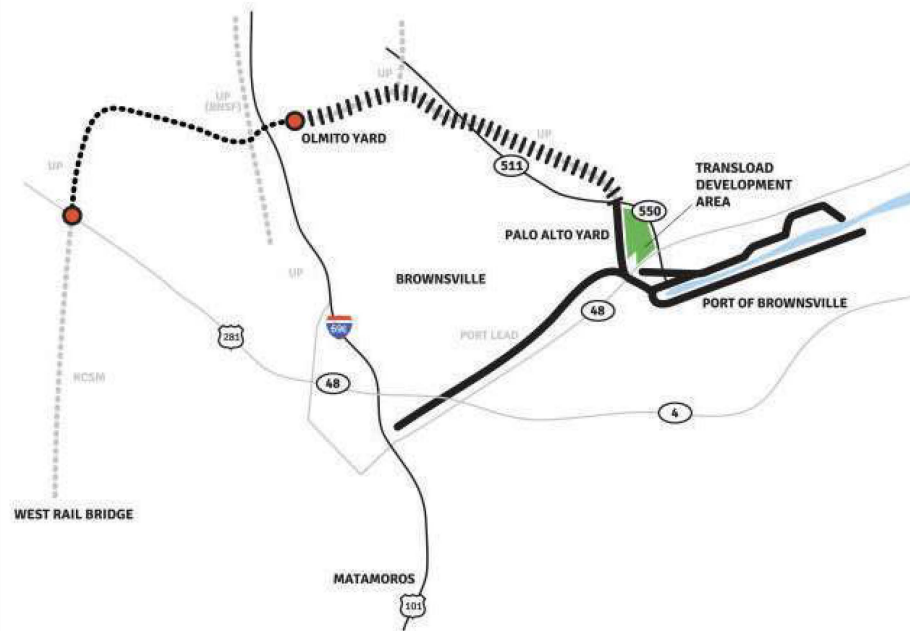
VIEW GOOGLE MAP 



* Owned by HGS-ATN, LLC

BROWNSVILLE & RIO GRANDE INTERNATIONAL RAILWAY, LLC

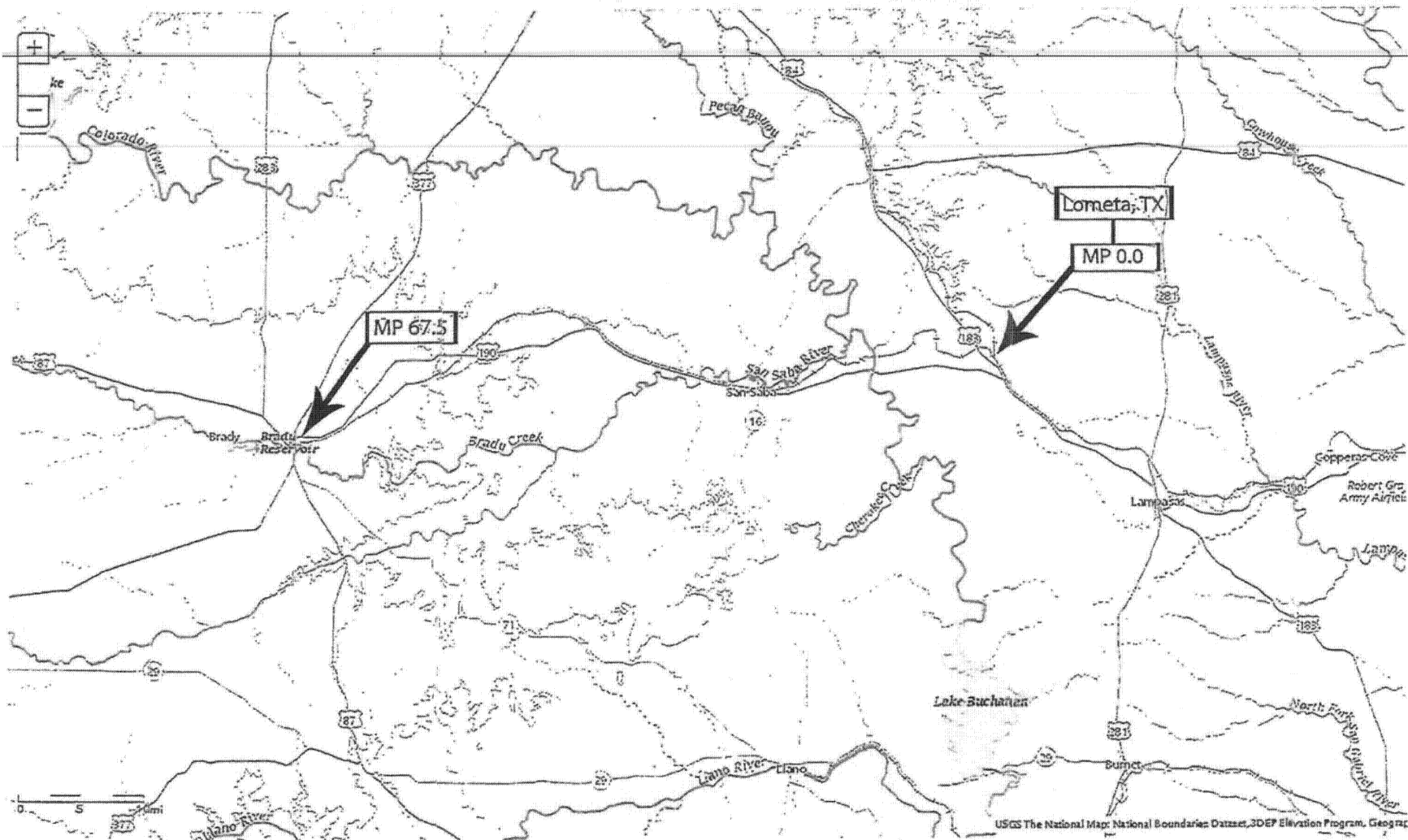
BROWNSVILLE, TEXAS

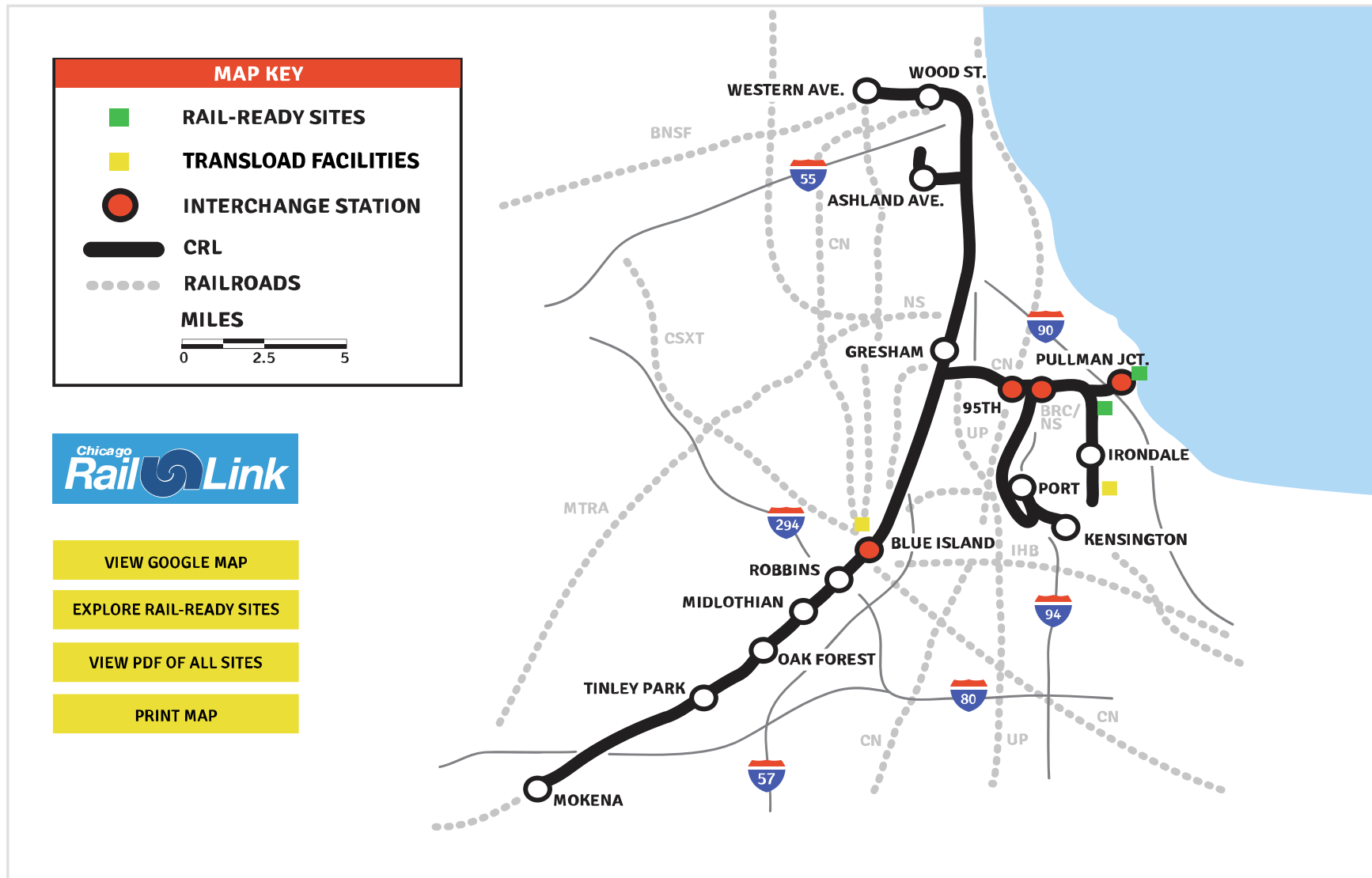


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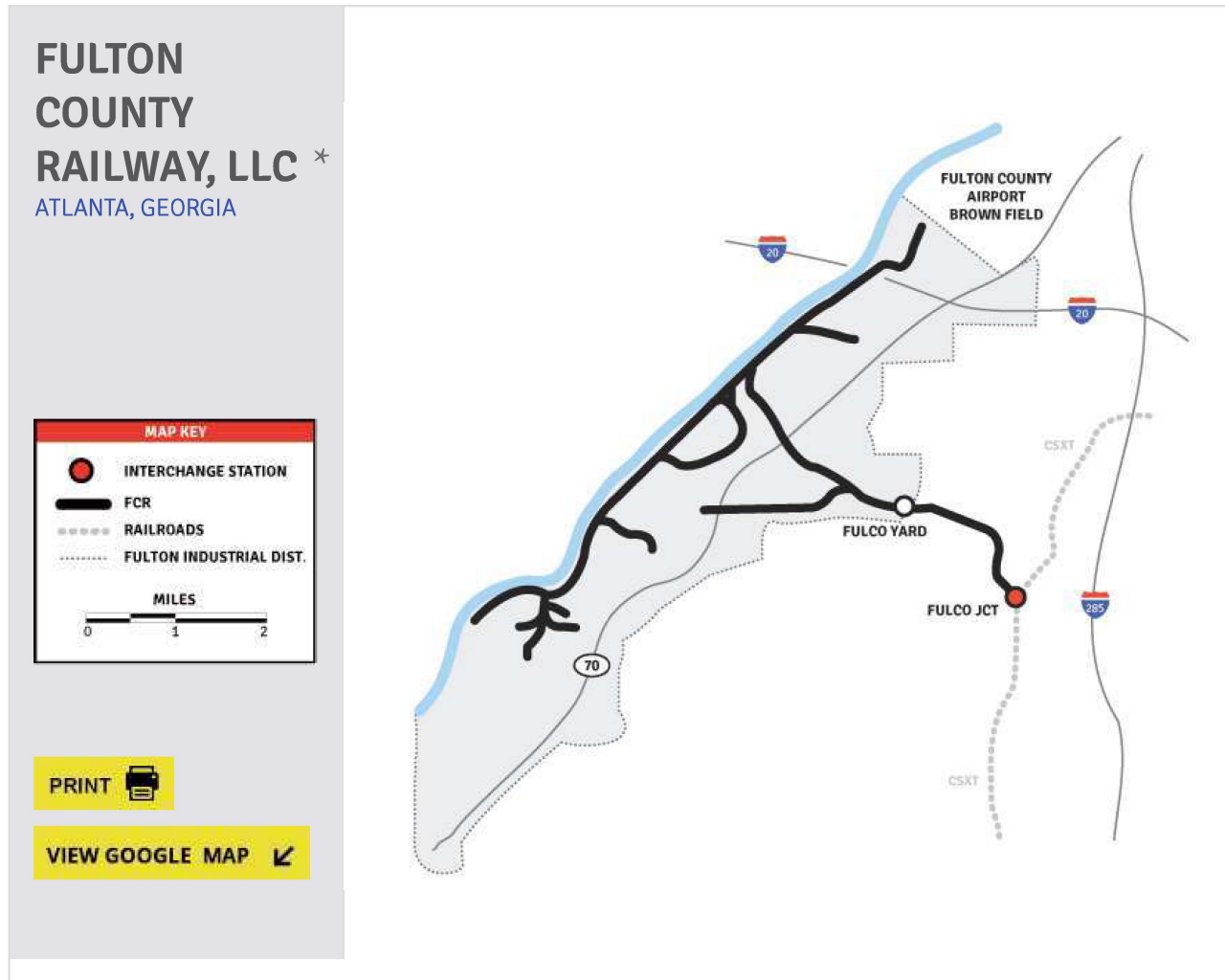
VIEW GOOGLE MAP 

Central Texas & Colorado River Railway, LLC

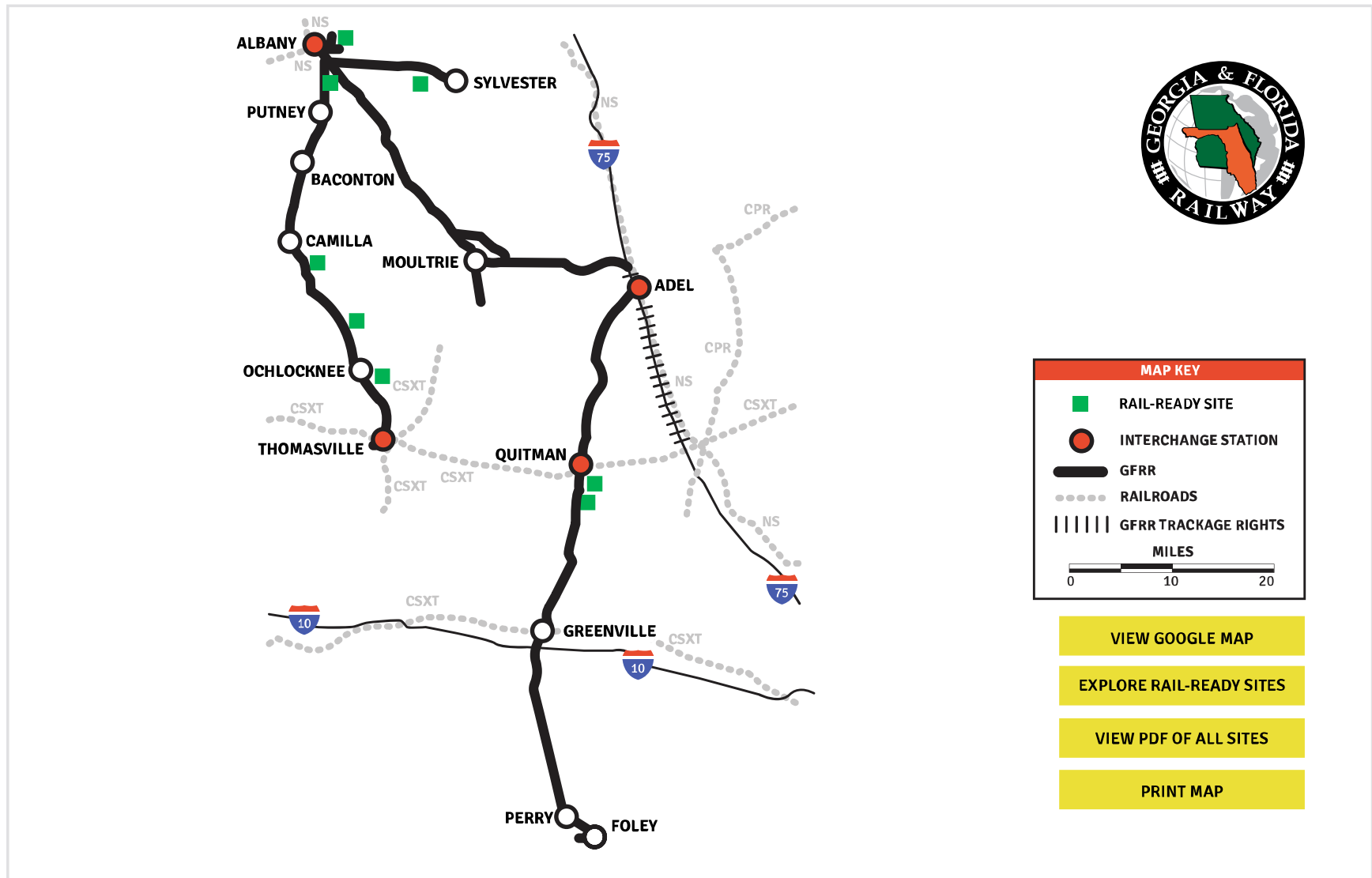






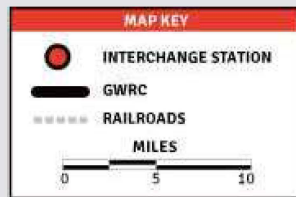


* Owned by HGS-FCR, LLC



GEORGIA WOODLANDS RAILROAD, LLC

WASHINGTON, GEORGIA



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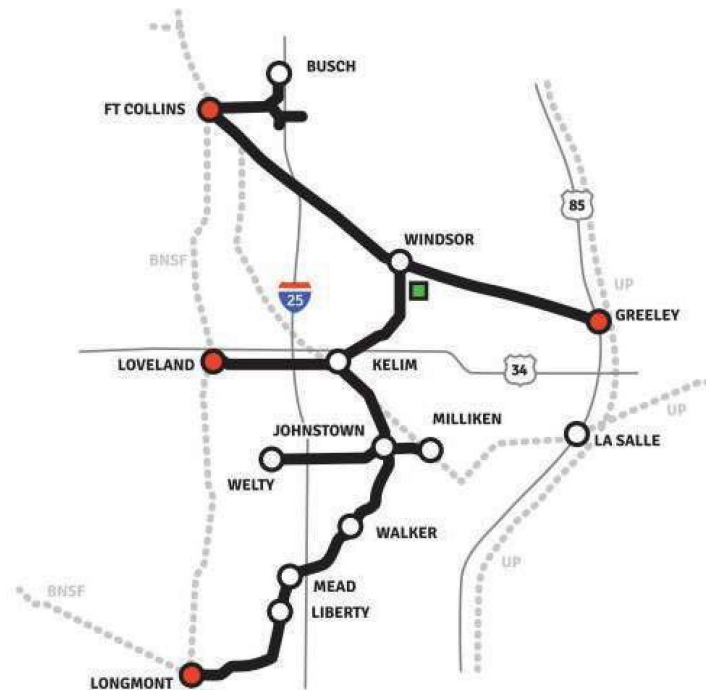
GREAT WESTERN RAILWAY OF COLORADO, LLC

LOVELAND, COLORADO



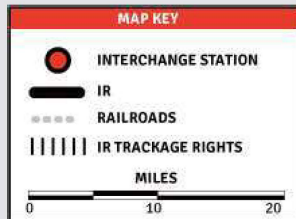
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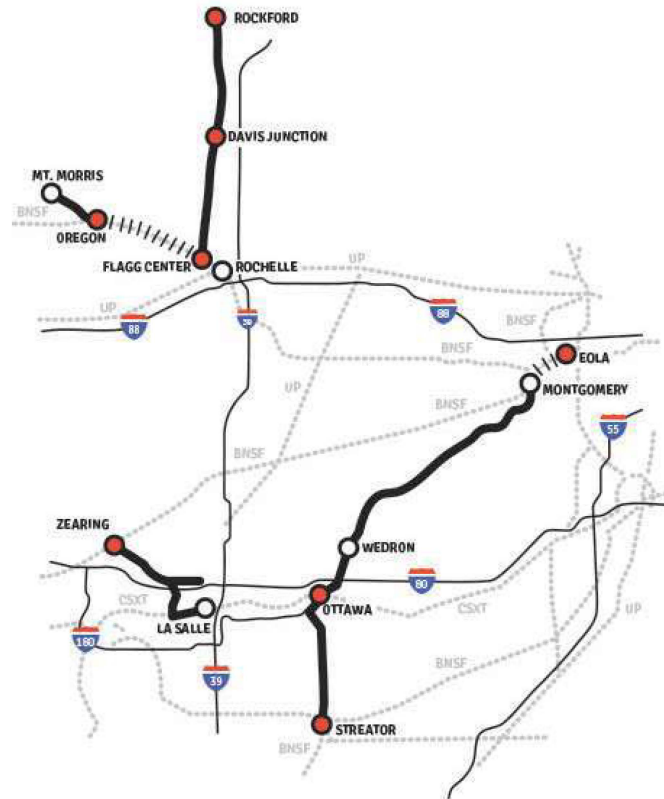
ILLINOIS RAILWAY, LLC

OTTAWA, ILLINOIS



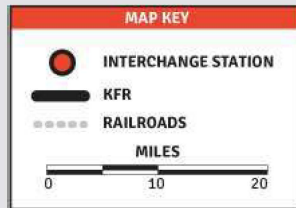
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KETTLE FALLS INTERNATIONAL RAILWAY, LLC

KETTLE FALLS, WASHINGTON



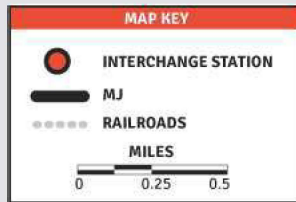
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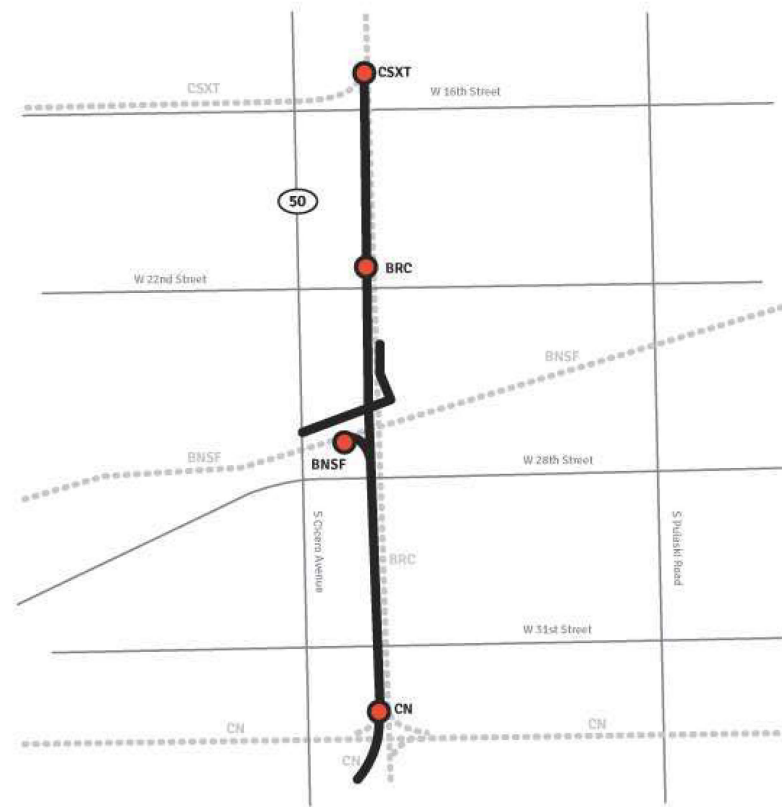
MANUFACTURERS' JUNCTION RAILWAY, LLC

CICERO, ILLINOIS



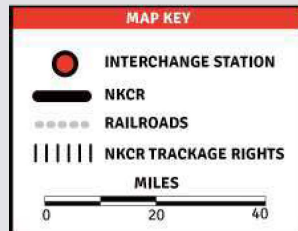
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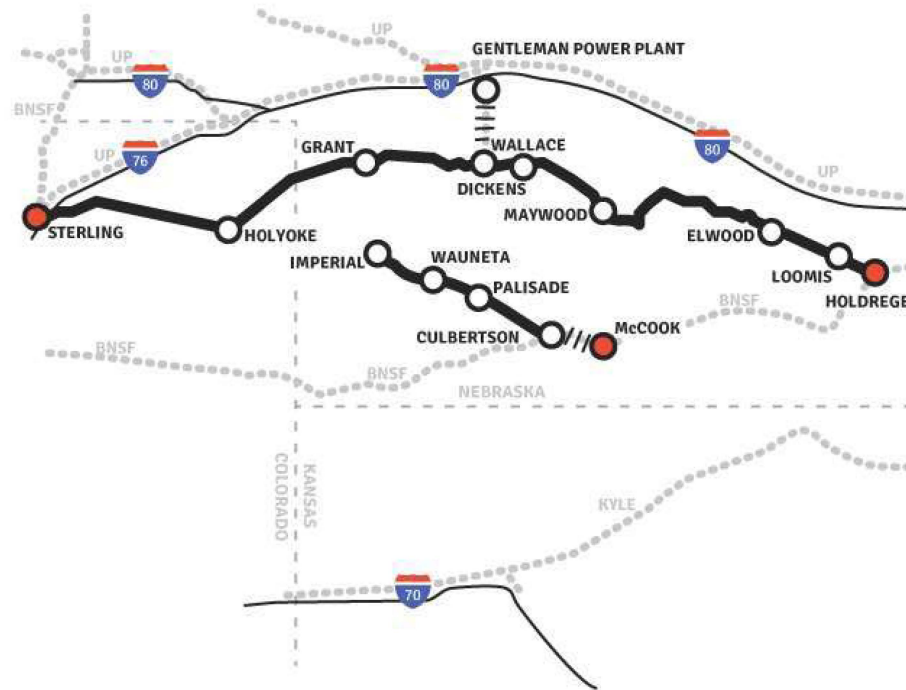
NEBRASKA, KANSAS & COLORADO RAILWAY, LLC

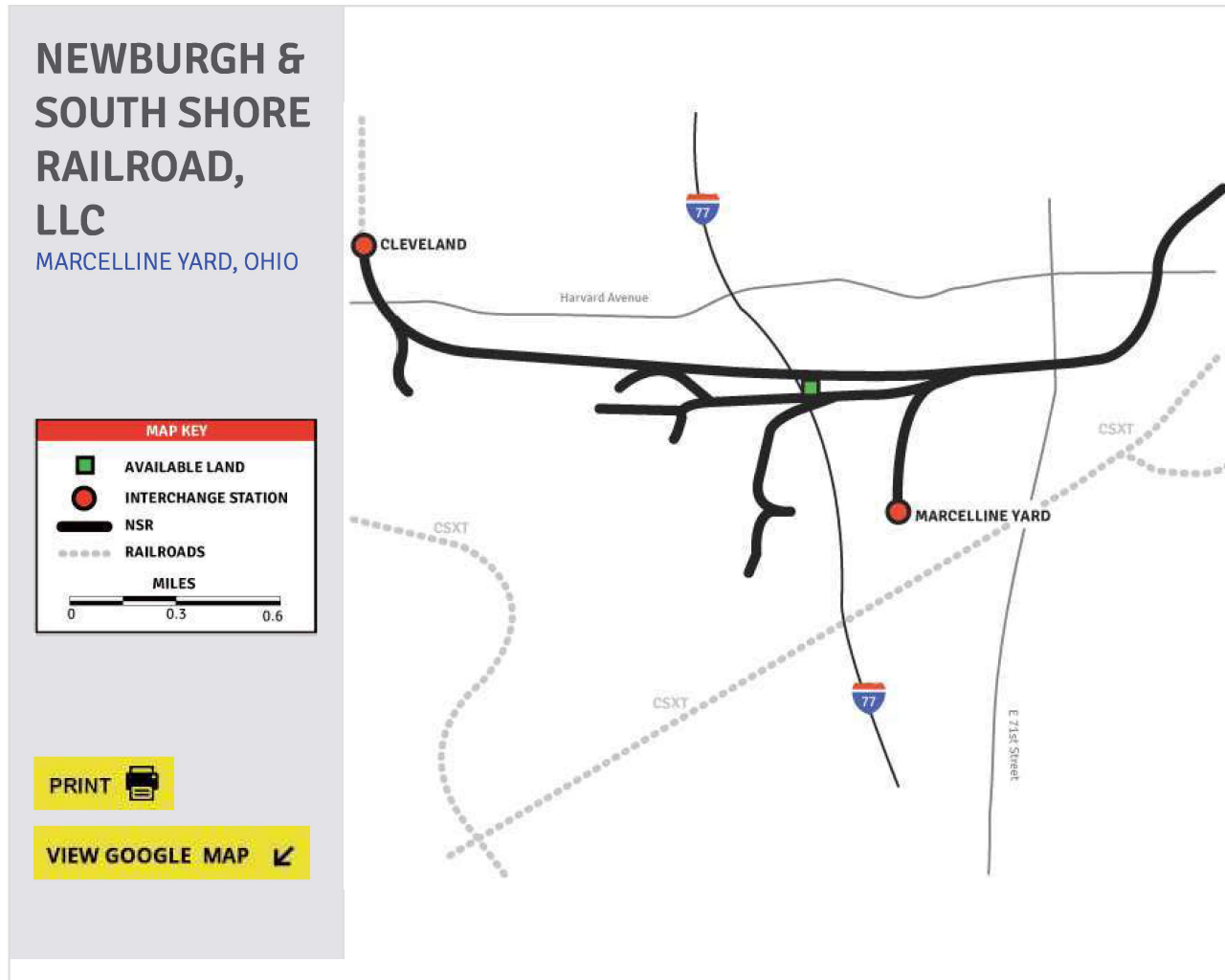
GRANT, NEBRASKA



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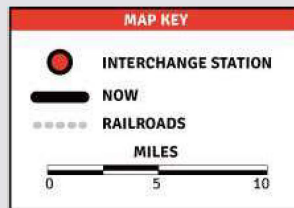
VIEW GOOGLE MAP 





NORTHERN OHIO & WESTERN RAILWAY, LLC

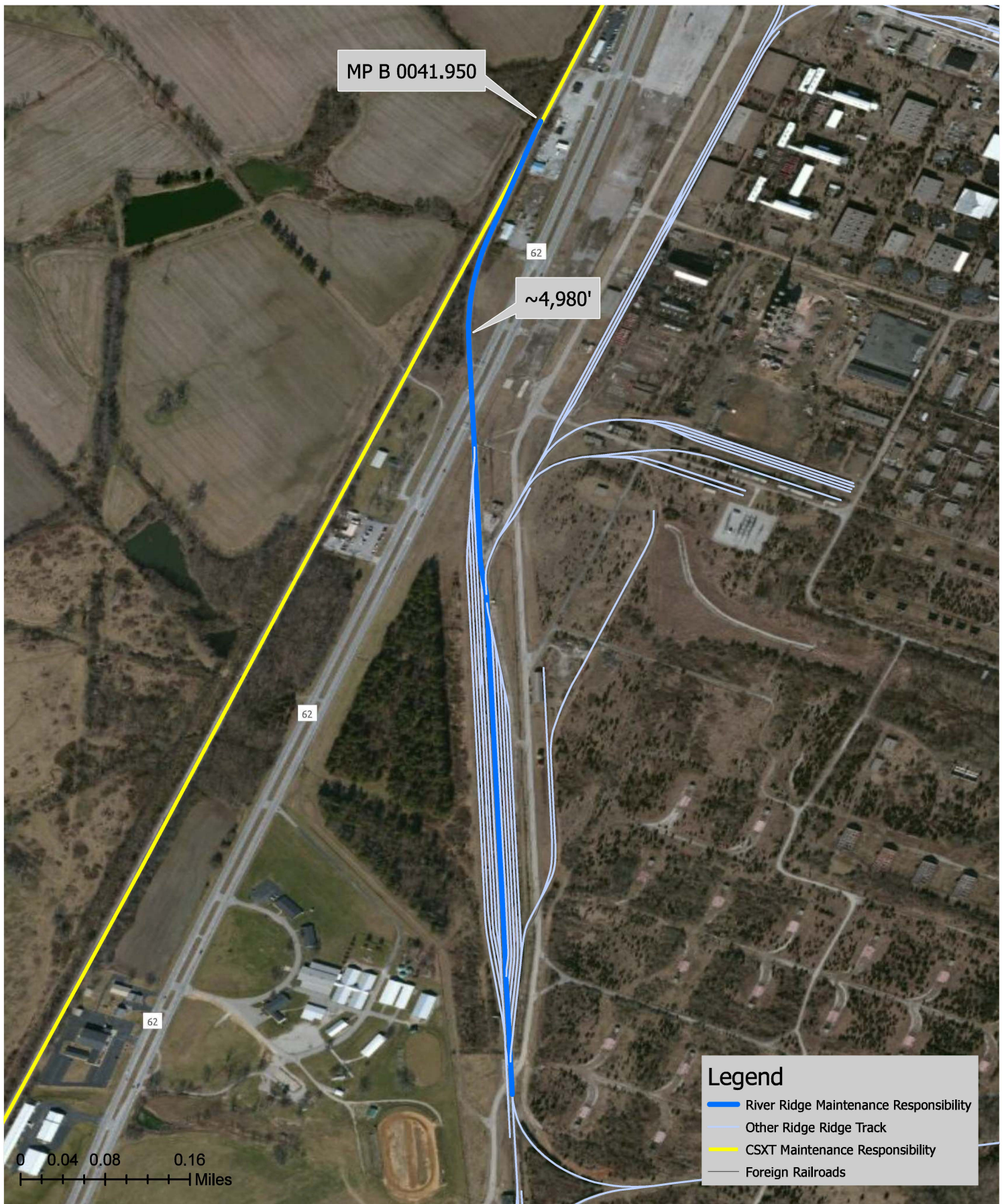
TIFFIN, OHIO



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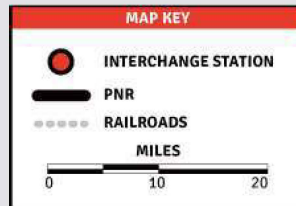


River Ridge Mainline Maintenance Responsibility

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PANHANDLE NORTHERN RAILROAD, LLC

BORGER, TEXAS



PRINT 

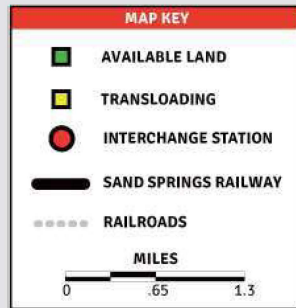
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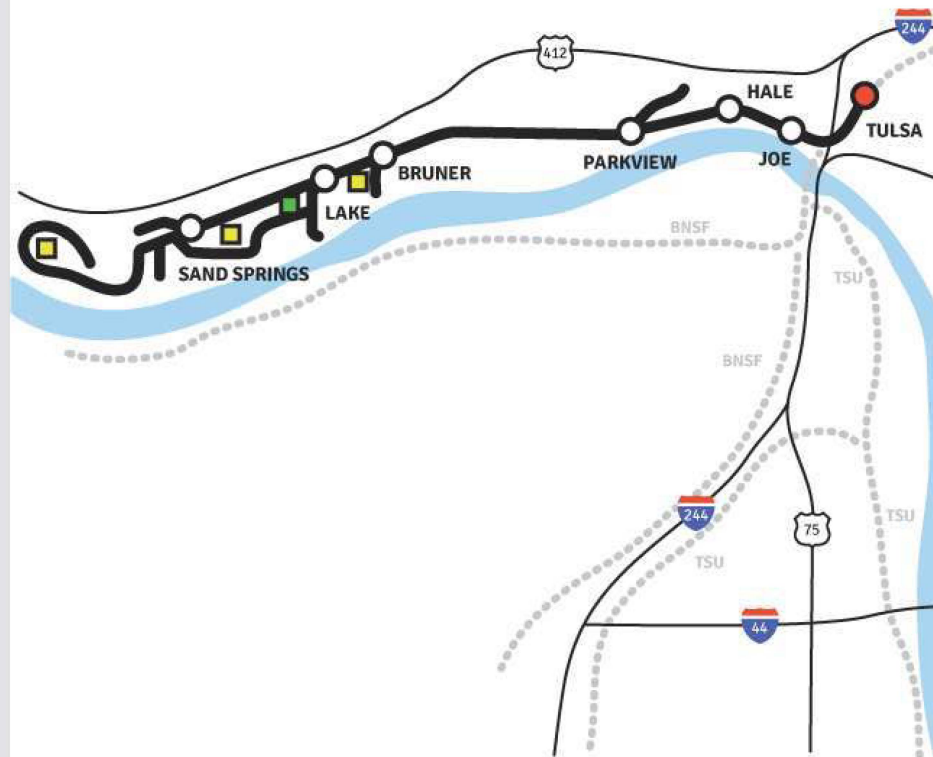
SAND SPRINGS RAILWAY COMPANY

TULSA, OKLAHOMA

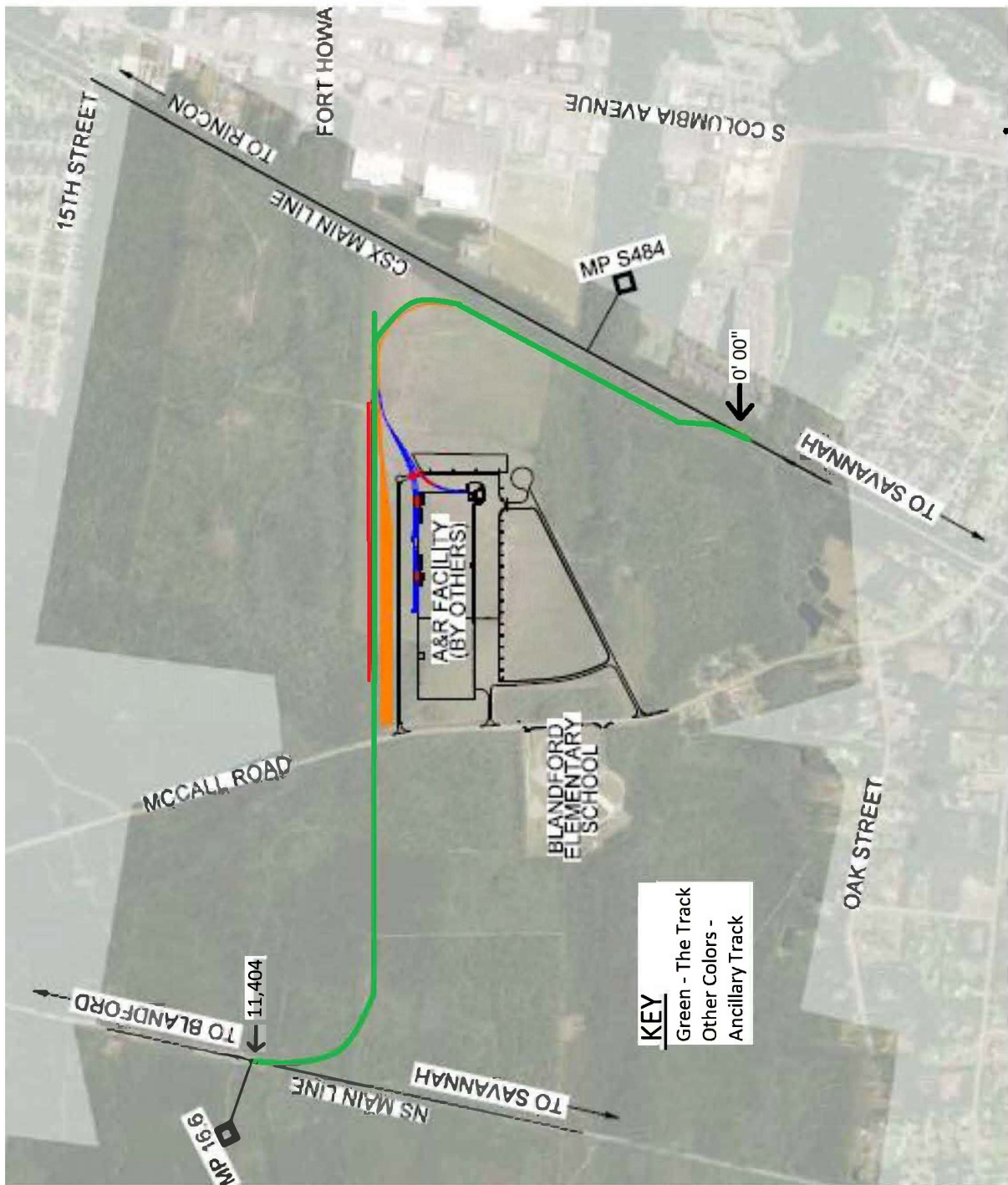


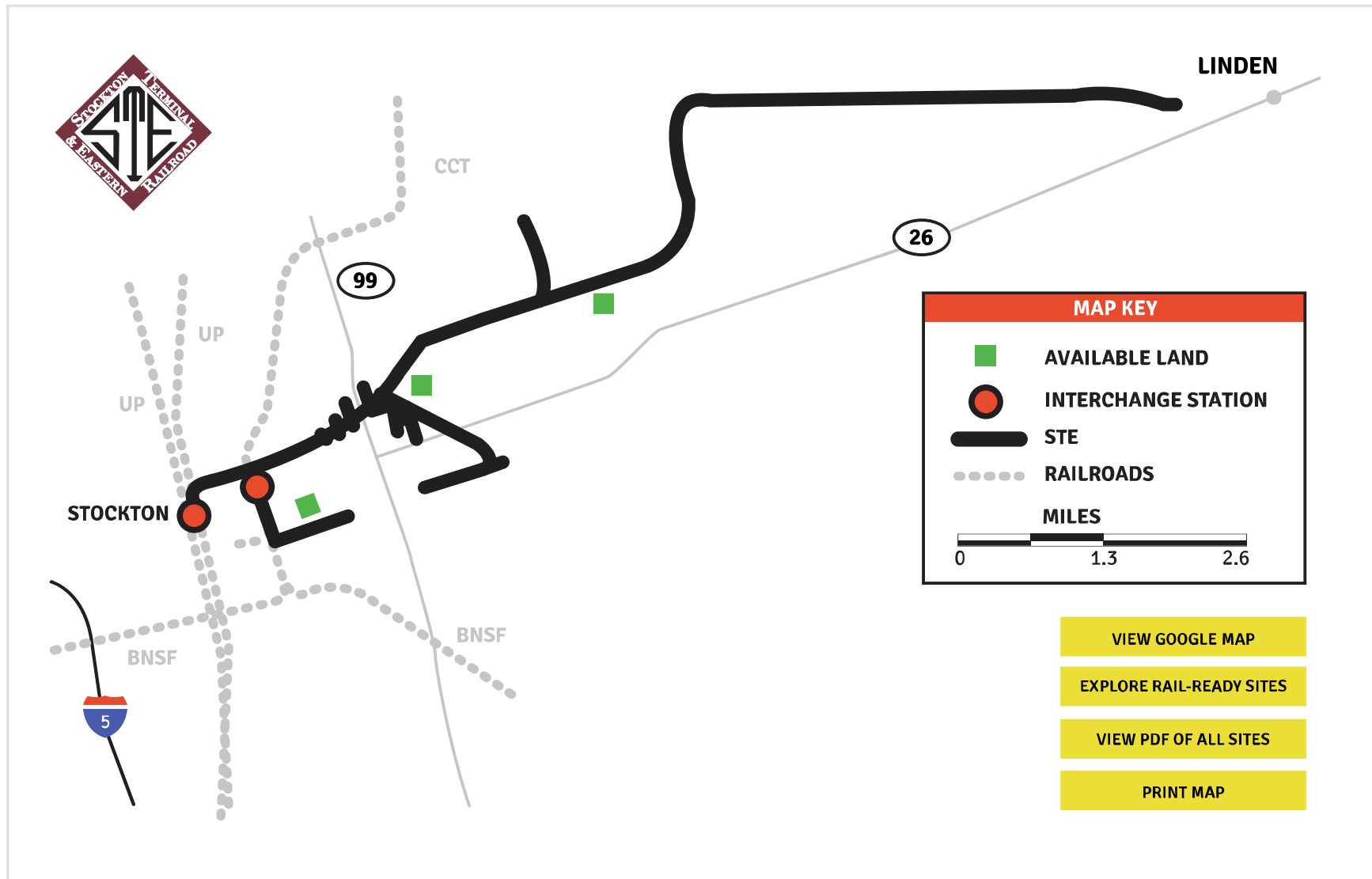
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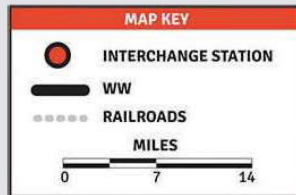
Savannah Industrial Transportation, LLC





WINCHESTER AND WESTERN RAILROAD COMPANY

WEST VIRGINIA, NEW
JERSEY



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CONTINUANCE IN CONTROL EXEMPTION – SUNRISE INDUSTRIAL RAIL, LLC

VERIFICATION

I, Bob Rentz, being duly sworn, deposes and says that he is Vice President and Deputy 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/ Bob Rentz
Bob Rentz

:

Dated: September 4, 2025