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October 23, 2018

246528

VIA E-FILING

ENTERED
Office of Proceedings
October 23, 2018
Part of
Public Record

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

Re: **WOLF CREEK RAILROAD LLC
- LEASE AND OPERATION EXEMPTION -
AMERICAN ORDNANCE LLC, OWNER'S REPRESENTATIVE
FOR U.S. ARMY JOINT MUNITIONS COMMAND
STB DOCKET NO. FD 36236**

Dear Ms. Brown:

Enclosed for filing in the above-referenced proceeding is a Notice of Exemption filed on behalf of Wolf Creek Railroad LLC.

Also enclosed as a confidential document is a credit card authorization for the filing fee of \$2000 representing the filing fee for this Notice.

**FEE RECEIVED
October 23, 2018
SURFACE
TRANSPORTATION BOARD**

**FILED
October 23, 2018
SURFACE
TRANSPORTATION BOARD**

Cynthia T. Brown
October 23, 2018
Page 2

Please let me know if there are any questions regarding this filing. Thank you for your assistance.

Respectfully,

CLARK HILL PLC

A handwritten signature in black ink, appearing to read "Eric M. Hocky", written over the printed name.

Eric M. Hocky

EMH/e
Encls.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 36236

**WOLF CREEK RAILROAD LLC
- LEASE AND OPERATION EXEMPTION –
AMERICAN ORDNANCE LLC, OWNER'S REPRESENTATIVE
FOR U.S. ARMY JOINT MUNITIONS COMMAND**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10901**

(contains color images)

ERIC M. HOCKY
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One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
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ehocky@clarkhill.com

Dated: October 23, 2018

Attorneys for
Wolf Creek Railroad LLC

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB DOCKET NO. FD 36236
**WOLF CREEK RAILROAD LLC
- LEASE AND OPERATION EXEMPTION –
AMERICAN ORDNANCE LLC, OWNER’S REPRESENTATIVE
FOR U.S. ARMY JOINT MUNITIONS COMMAND**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10901**

Wolf Creek Railroad LLC (“Wolf Creek”), a non-carrier, files this Notice of Exemption under 49 USC § 10901 to exempt from regulation, Wolf Creek’s lease from American Ordnance LLC (“AO”), as owner’s representative for the U.S. Army Joint Munitions Command (“JMC”)¹, and the operation of, the approximately 10 miles of track located within the Milan Army Ammunition Plant over which Wolf Creek intends to conduct common carrier operations (the “Line”).² Upon consummation of the transaction and the commencement of operations, Wolf Creek will be a Class III carrier. The Line is located in Gibson County, Tennessee. A map of the Line is attached as Exhibit A. In a related filing being made contemporaneously, Eyal Shapira is filing a notice of exemption for the common control of Wolf Creek and the other railroads under his control. *See Eyal Shapira – Continuance in Control Exemption – Iowa & Middletown Railway LLC and Wolf Creek Railroad LLC*, STB Docket No. FD 36232.

¹ AO is a party to an Operations and Maintenance Agreement with JMC, the owner of the Milan Army Ammunition Plant, which among other rights and obligations, permits AO to grant rights to use certain property within the Plant, including the railroad tracks.

² The lease also includes a number of other tracks that will be operated by Wolf Creek under 49 U.S.C. as yard and industrial tracks for which no Board authority is required.

Notice

In accordance with the requirements of 49 C.F.R. §1150.33, Wolf Creek hereby provides the following information:

(a) The full name and address of Applicant are: Wolf Creek Railroad LLC, One Gateway Center, Suite 501B, Newton, MA 02458.

(b) The name, address and telephone number of the representative of Wolf Creek who should receive correspondence are: Eric M. Hocky, Clark Hill PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

(c) Wolf Creek and AO have entered into a lease for the use and operation of the Line. While the lease has been signed and is effective, Wolf Creek does not intend to commence common carrier operations until January 1, 2019.

(d) The operator of the Line will be Wolf Creek Railroad LLC.

(e) Brief Summary of the Proposed Transaction:

The Line is located on and within the Milan Army Ammunition Plant (the "Plant"). A portion of the Plant is no longer needed by the U.S. Army, and AO has been authorized to repurpose approximately 22,000 acres of the Plant as a business park (the "Milan Commercial Complex") and to identify other industrial users for the property. The industrial sites are located outside remaining government manufacturing areas and buffers. Wolf Creek is leasing the Line in order to provide common carrier rail service to transload customers, and other rail customers that may locate in the Plant. Wolf Creek will originate and terminate freight traffic, and conduct loading and unloading operations. Wolf Creek will also offer rail car storage and car repair services within the Plant. The Line connects with CSX Transportation, Inc. ("CSXT") and West

Tennessee Railroad ("WTNN") at Milan, Tennessee. Wolf Creek will seek to establish interchange with both CSXT and WTNN.

- (1) The tracks are not currently owned by a railroad. The tracks are owned by the U.S. Army Joint Munitions Command. AO is the owner's representative that has entered into the lease with Wolf Creek. The name and address of the lessor of the Line are: American Ordnance LLC, Milan Army Ammunition Plant, 2280 Highway 104 West, Suite 2, Milan, TN 38358.
- (2) Wolf Creek and AO have entered into a Tenant Use Contract under which AO is leasing the Line, as well as other tracks and buildings, to Wolf Creek. Wolf Creek expects to commence common carrier operations on or about January 1, 2019.
- (3) The Line does not have any mileposts.
- (4) The total route miles of rail line to be leased and operated are approximately 10 miles.
- (f) Attached as Exhibit A to this Notice of Exemption is a map of the Line.
- (g) Wolf Creek certifies that its projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier.
- (h) Wolf Creek certifies that the lease does not impose or include an interchange commitment.

Labor Notice Certification

In addition to the information set forth above, Wolf Creek certifies that its total annual freight revenues after the transaction will not exceed \$5,000,000. Accordingly, no advance notice to employees of AO is required under 49 C.F.R. §1150.32(e).³

Labor Protection

Wolf Creek is a Class III carrier, and pursuant to 49 U.S.C. §10902(d), exemption of this transaction may not be subjected to labor protection conditions.

Environmental and Historic Reports

This is a lease of existing tracks for use as a rail line that does not involve new construction, and that will not result in changes in carrier operations that will exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5). Board approval will be required for Wolf Creek to discontinue or abandon service, or to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older. Accordingly, no environmental or historic documentation is required. *See* 49 C.F.R. §1105.6(c)(1)(i); 49 C.F.R. §1105.8(b)(1).

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.34.

³ Since AO is not a railroad, there are no "railroad employees" working on the Line, and it is not clear that the labor notice requirements should apply in any event.

Conclusion

Accordingly, Wolf Creek requests that the Board issue a notice permitting Wolf Creek to commence common carrier operations at any time after thirty days from the filing of this Notice of Exemption.

Respectfully submitted,



ERIC M. HOCKY
CLARK HILL PLC
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
(215) 640-8500

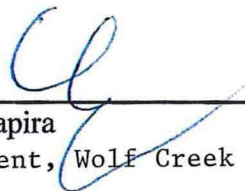
Dated: October 23, 2018

Attorneys for
Wolf Creek Railroad LLC

VERIFICATION

I, Eyal Shapira 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.

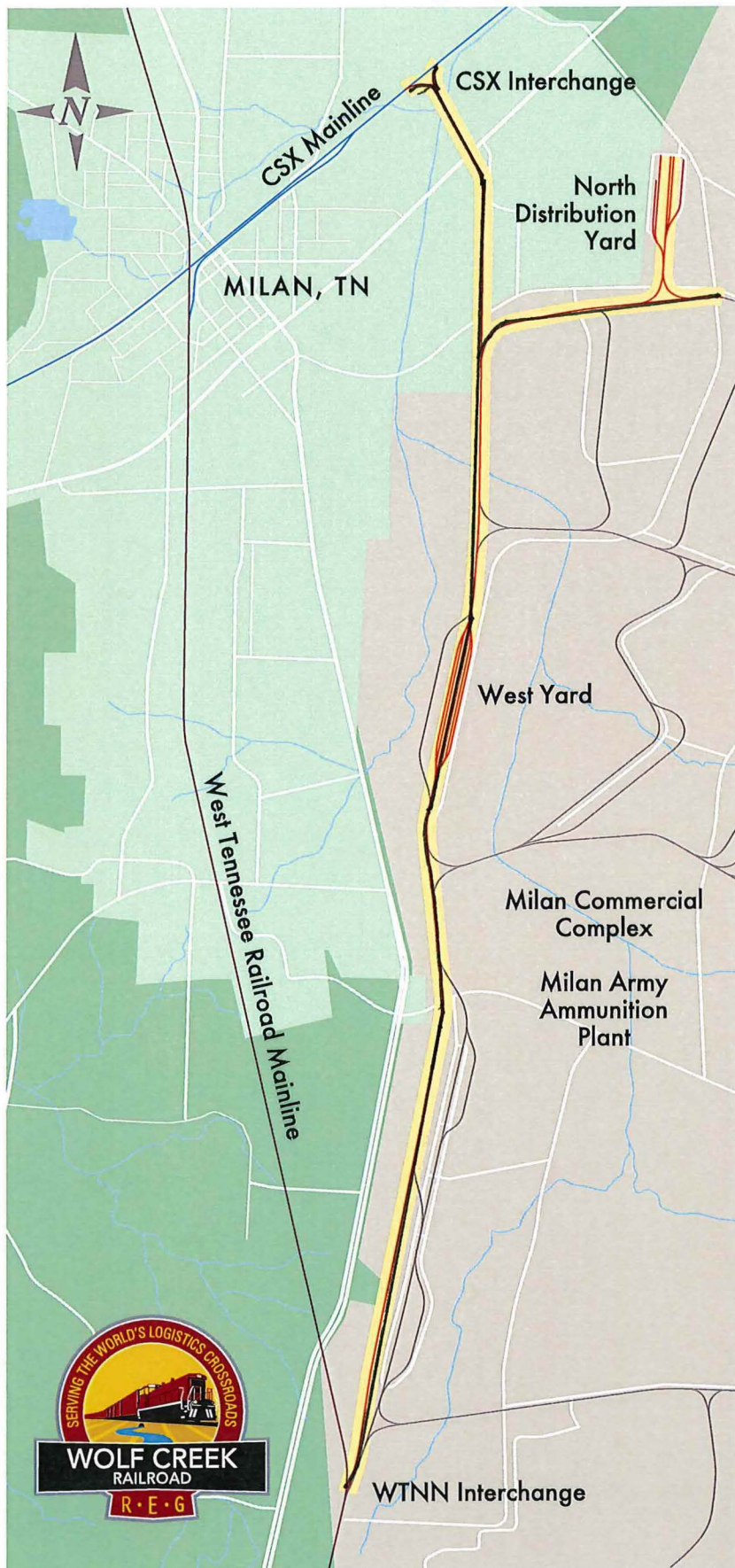
Executed on October 22, 2018.



Eyal Shapira
President, Wolf Creek Railroad LLC

EXHIBIT A

MAP



Line

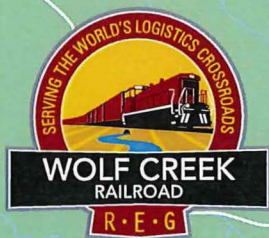


EXHIBIT B

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 36236

**WOLF CREEK RAILROAD LLC
- LEASE AND OPERATION EXEMPTION -
AMERICAN ORDNANCE LLC, OWNER'S REPRESENTATIVE
FOR U.S. ARMY JOINT MUNITIONS COMMAND**

Wolf Creek Railroad LLC ("Wolf Creek"), a non-carrier, has filed a Notice of Exemption to exempt its lease from American Ordnance LLC, as owner's representative for the U.S. Army Joint Munitions Command ("AO"), and the operation of, the approximately 10 miles of track that will be operated as a line of railroad (the "Line"). There are no mileposts assigned to the Line. The Line is located in Gibson County, Tennessee. The current owner of the tracks that will comprise the Line is the U.S. Army Joint Munitions Command, a non-carrier.

Comments must be filed with the Board and served on Wolf Creek's representative, Eric M. Hocky, Esquire, Clark Hill PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

The Notice is filed under 49 C.F.R. §1150.31. If the Notice contains false or misleading information, the exemption is void *ab initio*. The filing of a petition to revoke will not automatically stay the transaction.