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August 29, 2017

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August 29, 2017
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Public Record

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Finance Docket No. 36139, Decatur Central Railroad,
L.L.C. - Acquisition and Operating Exemption - Topflight
Grain Cooperative, Inc.

Dear Ms. Brown:

Attached for filing are the original and ten copies of a Verified Notice of Exemption under 49 C.F.R 1150.41 and a check covering the \$1,900 filing fee.

If you have any questions, please contact me.

Sincerely yours,

Karl Morell

Enclosures
FILED
August 29, 2017
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
August 29, 2017
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36139

DECATUR CENTRAL RAILROAD, L.L.C.
--ACQUISITION AND OPERATION EXEMPTION--
TOPFLIGHT GRAIN COOPERATIVE, INC.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.



KARL MORELL
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440 1st Street, N.W.
Washington, D.C. 20001
(202) 595-9045

Attorney for:
DECATUR CENTRAL RAILROAD,
L.L.C.

Dated: August 29, 2017

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36139

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--ACQUISITION AND OPERATION EXEMPTION--
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VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.41, Et Seq.

Decatur Central Railroad, L.L.C. ("DC"), a Class III rail carrier, files this Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart E--Exempt Transactions Under 49 U.S.C. 10902, to permit DC to acquire the assets of a 15.52-mile railroad line and obtain authority to operate over a 2.11-mile segment of that line. DC is joint venture between OmniTRAX Holdings Combined, Inc. and Topflight Grain Cooperative, Inc. ("Topflight").

On December 6, 2016, DC file a Verified Notice of Exemption with the Surface Transportation Board seeking authority to assume operations over a 13.41-mile railroad line then leased by Topflight to Decatur Junction Railway Co. The railroad line is located between Cisco, Piatt County, Illinois, milepost 14.22, and milepost 27.63 ("Green's Switch") near Decatur, Macon County, Illinois. See Finance Docket No. 36080, *Decatur Central Railroad, L.L.C. – Change in Operator Exemption – Decatur Junction Railway Co.* (not printed), served January 6, 2017. Since that time, DC has learned that the line is actually 2.11 miles longer than originally

thought and is located between milepost 12.11 (and not 14.22) and milepost 27.63. Also, Topflight has agreed to convey its ownership interest in the 15.52-mile railroad line to DC.

Consequently, DC seeks authority in this proceeding to acquire the railroad line located between milepost 12.11, near Cisco, in Piatt County, Illinois, and milepost 27.63 (“Green Switch”) near Decatur, Macon County, Illinois (the “Line”). In addition, DC seeks authority to operate over the 2.11-mile segment of the Line located between mileposts 12.11 and 14.22, which was not included in the December 6th filing.

In support of this Notice of Exemption, DC submits the following information as required by 49 C.F.R. § 1150.43:

(a) Full name and address of applicant:

Decatur Central Railroad, L.L.C.
252 Clayton Street, 4th Floor
Denver, Colorado 80206

(b) Applicant's Representative:

Karl Morell
Karl Morell & Associates
Suite 440
440 1st Street, N.W.
Washington, DC 20001
(202) 595-9045

(c) Statement of Agreement:

Topflight has agreed to convey its ownership interest in the Line to DC.

(d) The operator of the property:

DC will be the operator of the Line.

(e) Summary of proposed transaction:

DC is a recently formed Class III rail carrier and a joint venture between OmniTRAX, and Topflight. OmniTRAX and Topflight each own 50 percent of DC.

- (1) The name and address of the railroad owning the subject property:

Decatur Central Railroad, L.L.C.
252 Clayton Street, 4th Floor
Denver, Colorado 80206

- (2) The involved transaction is expected to be consummated on or some time after this Notice of Exemption becomes effective.

- (3) DC will operate the Line which is located between a point near Cisco, Piatt County, Illinois and Decatur, Macon County, Illinois.

- (4) The length of the Line being acquired is approximately 15.52 miles.

- (f) A map of the Line that will be operated by DC is attached as Exhibit A.

- (g) DC hereby certifies that this transaction will not result in DC becoming a Class II or Class I rail carrier. Upon consummation of this transaction, DC will continue to be a Class III carrier. The projected annual revenue of DC will not exceed \$5 million. Consequently, DC does not need to comply with the notice requirements of 49 C.F.R. § 1150.42(e).

- (h)(1)(i) The Agreement between Topflight and OmniTRAX does not contain any provision that prohibits DC from interchanging traffic with a third party or limits DC's ability to interchange traffic with a third party railroad.

A caption summary, as required by 49 C.F.R. § 1150.44, is attached.

ENVIRONMENTAL AND HISTORIC IMPACTS

DC is acquiring and operating the Line for continued rail operations. Further Board approval is required for DC to abandon or discontinue any service and there are no plans to

dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

DC's operation of the Line will not result in significant changes in carrier operations. There will not be 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 the Line to motor carriage. This transaction will not 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 Line; (2) an increase of rail yard activity 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. DC's operation of the Line will not affect a Class I or nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, the transportation of ozone depleting materials is not contemplated. Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,



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Suite 440
440 1st Street, N.W.
Washington, DC 20001
(202) 595-9045

Attorney for:
DECATUR CENTRAL RAILROAD, L.L.C.

Dated: August 29, 2016

Decatur
Central
Railroad, LLC

LOGO

● Interchange Station

— DCC

— Other Railroads



Logan
County

De Witt County

Macon
County

Piatt
County

Warrensburg

Bearsdale

Oreana

Argenta

Cisco

Cerro Gordo

Illlopolis

Niantic

Fraser

Harristown

Decatur

Sangamon

Decamp

Knights

Long Creek

Turpin

Mt Zion

Boody

Macono

Dalton City

Moultrie
County

Blue Mound

Stonington

Moweaqua

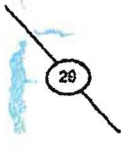
Shelby
County

Bethany

Willey's

Christian
County

Assumption



VERIFICATION

STATE OF COLORADO

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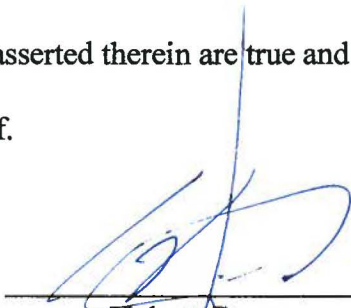
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ss.

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COUNTY OF DENVER

I, Hubert Gassner, being duly sworn depose and state that I am Manager of Decatur Central Railroad, L.L.C., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.


Hubert Gassner

SUBSCRIBED AND SWORN TO before me this 7th day of August, 2017, in the County of Denver, State of Colorado.

My Commission Expires: 2-6-2020


Notary Public

