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December 8, 2016

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BY HAND DELIVERY

ENTERED
Office of Proceedings
December 8, 2016
Part of
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. 36080, Decatur Central Railroad,
L.L.C. – Change in Operator Exemption – Decatur
Junction Railway Co.

Dear Ms. Brown:

Attached for filing are the original and ten copies of a Verified
Notice of Exemption under 49 C.F.R 1150.31 and a check covering
the \$1,900 filing fee.

If you have any questions, please contact me.

Sincerely yours,

Karl Morell

Enclosures

FEE RECEIVED
December 8, 2016
SURFACE
TRANSPORTATION BOARD

1

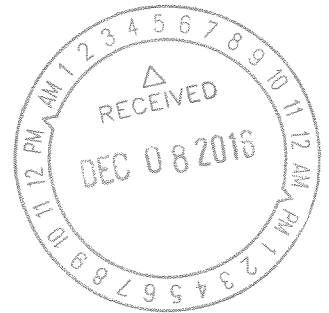
FILED
December 8, 2016
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36080

DECATUR CENTRAL RAILROAD, L.L.C.
--CHANGE IN OPERATOR EXEMPTION--
DECATUR JUNCTION RAILWAY CO.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.



KARL MORELL
Karl Morell & Associates
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655 Fifteenth Street, N.W.
Washington, D.C. 20005
(202) 595-9045

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

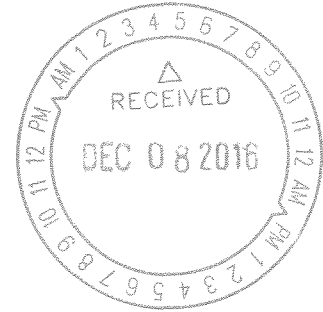
Dated: December 8, 2016

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DECATUR CENTRAL RAILROAD, L.L.C.
--CHANGE IN OPERATOR EXEMPTION--
DECATUR JUNCTION RAILWAY CO.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.



Decatur Central Railroad, L.L.C. ("DC"), a non-carrier, files this Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart D--Exempt Transactions, to permit DC to assume operations of a railroad line currently leased to and operated by Decatur Junction Railway Co, ("DJRC"). 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 (the "Line"). DJRC is aware of this change in operator notice and consents to the proposed arrangement. Based on projected revenues for the Line, DC will become a Class III rail carrier.

In support of this Notice of Exemption, DC submits the following information as required by 49 C.F.R. § 1150.33:

- (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 225
655 Fifteenth Street, N.W.
Washington, DC 20005
(202) 595-9045

(c) Statement of Agreement:

OmniTRAX Holdings Combined, Inc. (“OmniTRAX”), and Topflight Grain Cooperative, Inc. (“Topflight”) will enter into a Management Services Agreement prior to closing.

(d) The operator of the property:

DC will be the operator of the Line.

(e) Summary of proposed transaction:

DC is a new non-carrier and a joint venture between OmniTRAX, and Topflight. OmniTRAX and Topflight each own 50 percent of DC. DJRC currently leases and operates the Line. DJRC has agreed to relinquish to DC and DC has agreed to assume the exclusive common carrier operation over the Line as of January 17, 2017.

(1) The name and address of the railroad leasing 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 sometime after this Notice of Exemption becomes effective.

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

(4) The length of the Line being is approximately 13 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 become 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. § 1150.32(e).

(h)(1)(i) The Management Agreement 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. § 1150.34, is attached.

ENVIRONMENTAL AND HISTORIC IMPACTS

DC is 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,

A handwritten signature in cursive script, reading "Karl Morell". The signature is written in dark ink and is positioned above a horizontal line.

KARL MORELL

Karl Morell & Associates

Suite 225

655 Fifteenth Street, N.W.

Washington, DC 20005

(202) 638-3307

Attorney for:

DECATUR CENTRAL RAILROAD, L.L.C.

Dated: December 8, 2016

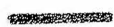
EXHIBIT A

Decatur
Central
Railroad, LLC

LOGO

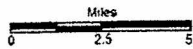


Interchange Station



DCC

Other Railroads



Logan
County

De Witt County

Macon
County

Piatt
County

Warrensburgo

121

Bearsdale

51

72

Oreana

Argenta

48

48

Cisco

32

Cerro Gordo

105

Illioopolis

Niantic

Fraser

Harristown

Decatur

Sangamon

105

Decamp

Knights

Long Creek

36

32

La Place

48

Boody

51

Turpin

121

Mt Zion

32

Blue Mound

Macono

Dalton City

Moultrie
County

121

Bethany

128

Stonington

48

Moweaqua

Shelby
County

Willey's

Christian
County

51

Assumption

29

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 36080

DECATUR CENTRAL RAILROAD, L.L.C.
--CHANGE IN OPERATOR EXEMPTION--
DECATUR JUNCTION RAILWAY CO.

Decatur Central Railroad, L.L.C. ("DC"), a non-carrier, has filed a notice to operate the railroad line located between milepost 14.22 at/near Cisco, Piatt County, Illinois and milepost 27.63 ("Green's Switch") near Decatur, Macon County, Illinois.

Comments must be filed with the Board and served on Karl Morell, Karl Morell & Associates, Suite 225, 655 Fifteenth Street, N.W., Washington, DC 20005, (202) 595-9045. This notice is filed under 49 C.F.R. 1150.31. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

STATE OF COLORADO

)

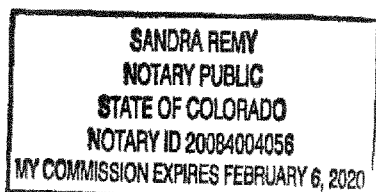
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ss.

COUNTY OF DENVER

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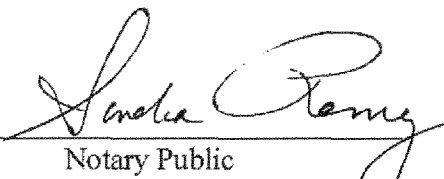
I, Kevin Shuba, being duly sworn depose and state that I am Manager of Decatur Central Railroad, L.L.C., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge,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




Kevin Shuba

SUBSCRIBED AND SWORN TO before me this 7th day of December, 2016, in the County of Denver, State of Colorado.

My Commission Expires: 2-6-2020


Notary Public