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ENTERED
Office of Proceedings
February 25, 2019
Part of
Public Record

THOMAS F. MCFARLAND

February 25, 2019

By UPS overnight mail
(Monday delivery)

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



Re: Finance Docket No. 36269, *Tennessee Railroad Holdings, LLC -- Acquisition Exemption -- Sequatchie Valley Railroad, Inc.*

Dear Ms. Brown:

Hereby transmitted is the original and 10 copies of a Verified Notice of Exemption Under 49 C.F.R. § 1150.31 for filing with the Board in the above referenced matter.

Also enclosed is a check in the amount of \$7,500 to cover the filing fees for Finance Docket No. 36269 (\$2,000), Finance Docket No. 36270 (\$2,000), Finance Docket No. 36271 (\$2,000), and Finance Docket No. 36272 (\$1,500).

Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicant

TMcf:mg:1831\ltrSTBI

FEE RECEIVED
February 25, 2019
SURFACE
TRANSPORTATION BOARD

FILED
February 25, 2019
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

TENNESSEE RAILROAD HOLDINGS,)
LLC -- ACQUISITION EXEMPTION --) FINANCE DOCKET
SEQUATCHIE VALLEY RAILROAD,) NO. 36269
INC.)



VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31

TENNESSEE RAILROAD HOLDINGS, LLC
1575 North Green Mount Road, Suite 300
P.O. Box 99
O'Fallon, IL 62269

Applicant

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1666
Chicago, IL 60604-1228
(312) 236-0204 (office)
mcfarland@aol.com

Attorney for Applicant

Date Filed: February 25, 2019

BEFORE THE
SURFACE TRANSPORTATION BOARD

TENNESSEE RAILROAD HOLDINGS,	)	
LLC -- ACQUISITION EXEMPTION --	)	FINANCE DOCKET
SEQUATCHIE VALLEY RAILROAD,	)	NO. 36269
INC.	)	



**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to the class exemption at 49 C.F.R. § 1150.31, *et seq.*, TENNESSEE RAILROAD HOLDINGS, LLC (THR), a noncarrier, hereby provides notice of its class exemption from 49 U.S.C. § 10901 for its acquisition by purchase from SEQUATCHIE VALLEY RAILROAD, INC. (SQVR) of SQVR's line of railroad that extends between Milepost No. 0.0, a point of connection to CSX TRANSPORTATION, INC. (CSX) at or near Bridgeport, Jackson County, Alabama, and Milepost No. 11.77, the end of track at or near Jasper, Marion County, Tennessee, a distance of approximately 11.77 miles ("the Rail Line" or "the Bridgeport-Jasper Rail Line").

This Notice of Exemption is related to a Notice of Exemption in Finance Docket No. 36272, The Gregory B. Cundiff Trust, The Connie Cundiff Trust, CGX, Inc., and Ironhorse Resources, Inc. -- Continuance in Control Exemption -- Tennessee Railroad Holdings, LLC; Sequatchie Valley Switching Company, LLC; and Walking Horse Railroad, LLC being filed concurrently, wherein CGX, Inc., Ironhorse Resources, Inc., The Gregory B. Cundiff Trust, and The Connie Cundiff Trust provide a notice of their class exemption from 49 U.S.C. § 11323 for

their continuance in control of TRH when TRH becomes a rail carrier as a result of its acquisition of SQVR's rail line in this Docket.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

Applicant is TENNESSEE RAILROAD HOLDINGS, LLC (TRH), 1575 North Green Mount Road, Suite 300, P.O. Box 99, O'Fallon, IL 62269.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

Applicant's representative is Thomas F. McFarland, Thomas F. McFarland, P.C. 208 South LaSalle Street, Suite 1666, Chicago, IL 60604-1228, ph (312) 236-0204, mcfarland@aol.com.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement has been reached between TRH and SQVR for TRH to acquire the rail line of SQVR.

(d) The operator of the property;

The operator of the property will be Sequatchie Valley Switching Company, LLC (SQSC), an affiliate of TRH.

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject operating authority,

The entity transferring the rail line to TRH is Sequatchie Valley Railroad, Inc., 109 Second Street, South Pittsburg, TN 37382.

(2) The proposed time schedule for consummation of the transaction,

The transaction will be consummated no sooner than the 30th day after filing of this notice.

(3) The mile-posts of the subject property, including any branch lines, and

The Rail Line extends between Milepost No. 0.0, a point of connection to CSX at or near Bridgeport, Jackson County, Alabama, and Milepost No. 11.77, at end of track at or near Jaspar, Marion County, Tennessee.

(4) The total route miles being acquired;

A total of approximately 11.77 miles of rail line will be acquired.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

Attached to this notice as Appendix 1 is a map on which the Rail Line is shown.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

Attached to this notice as Appendix 2 is a verification that TRH's projected revenues do not exceed those that would qualify it as a Class III rail carrier.

VERIFICATION

The verification attached to this notice as Appendix 2 includes a verification of all facts contained in this notice.

REVENUES LESS THAN \$5 MILLION PER YEAR

The verification attached as Appendix 2 includes a verification that the projected revenues of TRH will not exceed \$5 million per year.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2), no environmental documentation or report is required for the proposed transaction. Pursuant to 49 C.F.R. § 1105.8(b)(2), no historic documentation or report is required for the proposed transaction.

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), no labor protection is required for the proposed transaction.

CAPTION SUMMARY

Attached to this notice as Appendix 3 is a caption summary required by 49 C.F.R. § 1150.34.

LAND GRANT RIGHT-OF-WAY

Applicant is not aware of any land grant right-of-way in the Rail Line.

NO INTERCHANGE COMMITMENTS

The proposed transaction does not involve any interchange commitments.

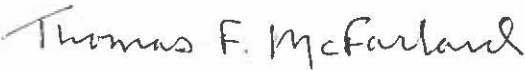
CONCLUSION

WHEREFORE, the Board should publish notice of the exemption in the *Federal Register* within 16 days of its filing.

Respectfully submitted,

TENNESSEE RAILROAD HOLDINGS, LLC
1575 North Green Mount Road, Suite 300
P.O. Box 99
O'Fallon, IL 62269

Applicant


THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1666
Chicago, IL 60604-1228
(312) 236-0204 (ph)
mcfarland@aol.com

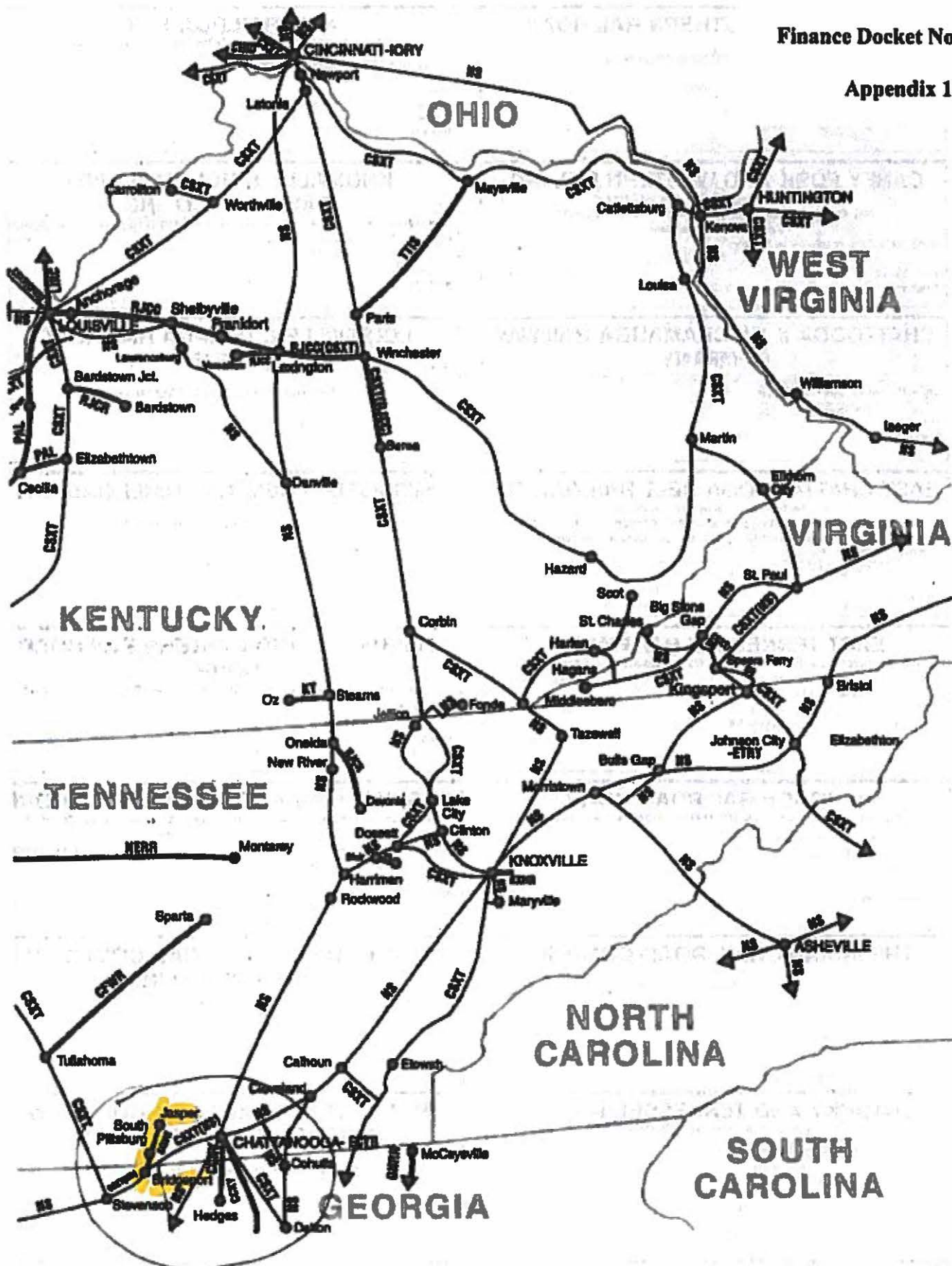
Attorney for Applicant

Date Filed: February 25, 2019

REGION 11
KY/TN/KY/TN

Finance Docket No. 36269

Appendix 1



Appendix 2

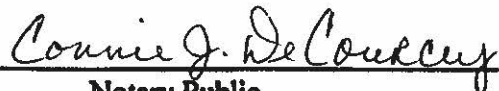
VERIFICATION

MATTHEW CUNDIFF, being duly sworn, states that he is an authorized representative of Tennessee Railroad Holdings, LLC (TRH); that he has read the foregoing Notice of Exemption; that the projected annual revenue of the rail line being acquired by TRH does not exceed \$5 million; that TRH's projected revenues as a result of the proposed acquisition will not result in the creation of a Class I or Class II rail carrier; that the proposed acquisition does not involve any interchange commitment as defined in 49 C.F.R. § 1150.33(h); and that all allegations of fact contained in TRH's Notice of Exemption are true and correct.

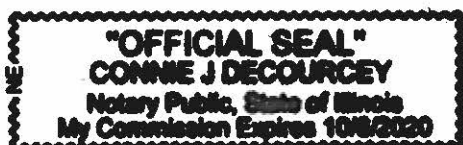

MATTHEW CUNDIFF

STATE OF ILLINOIS)
) SS:
COUNTY OF ST. CLAIR)

SUBSCRIBED and SWORN to before me
this 19th day of February, 2019.


Notary Public

My Commission expires: 10-6-2020



CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 36269)

**TENNESSEE RAILROAD HOLDINGS, LLC -- ACQUISITION EXEMPTION --
SEQUATCHIE VALLEY RAILROAD, INC.**

TENNESSEE RAILROAD HOLDINGS, LLC (THR) a noncarrier, has filed a notice of its exemption from 49 U.S.C. § 10901 for its acquisition by purchase from Sequatchie Valley Railroad, Inc. (SQVR), of SQVR's line of railroad between Milepost No. 0.0, a point of connection to CSX Transportation, Inc. (CSX) at or near Bridgeport, Jackson County, Alabama, and Milepost No. 11.77, at the end of track at or near Jaspar, Marion County, Tennessee, a distance of approximately 11.77 miles.

This Notice of Exemption is related to Finance Docket No. 36272, The Gregory B. Cundiff Trust, The Connie Cundiff Trust, CGX, Inc., and Ironhorse Resources, Inc. -- Continuance in Control Exemption -- Tennessee Railroad Holdings, LLC; Sequatchie Valley Switching Company, LLC; and Walking Horse Railroad, LLC being filed concurrently, wherein The Gregory B. Cundiff Trust, The Connie Cundiff Trust, Ironhorse Resources, Inc., and CGX, Inc. are providing notice of their class exemption from 49 U.S.C. § 11323 for their continuance in control of TRH when TRH becomes a rail carrier in this Docket.

Any comments must be filed with the Board and must be served on applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1666, Chicago, IL 60604-1228, ph (312) 236-0204, mcfarland@aol.com.

This notice of exemption 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.

(SEAL)

By the Board