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ENTERED
Office of Proceedings
May 3, 2019
Part of
Public Record

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May 2, 2019

VIA FEDEX

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20006



Re: **Docket No. FD 36293**
Midwestern Railway Services, Corporation — Operation Exemption
— Perry County Port Authority

Docket No. FD 36294
TNW Corporation — Continuance in Control — Midwestern Railway
Services, Corporation

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceedings are an original and ten copies of a **Verified Notice of Exemption of Midwestern Railway Services, Corporation Pursuant to 49 C.F.R. § 1150.31**, and a **Verified Notice of Exemption of TNW Corporation Pursuant to 49 C.F.R. § 1180.2(d)**, both dated May 2, 2019. Two checks representing the appropriate fees for the filings (\$2,000 and \$1,900, respectively) are enclosed. A disc containing the text of each Notice and the *Federal Register* caption summaries in Microsoft Word format, is also enclosed.

If you have any questions regarding this filing, please feel free to contact me.
Thank you for your assistance on this matter.

Respectfully submitted,

FILED
May 3, 2019
SURFACE
TRANSPORTATION BOARD

Bradon J. Smith
Attorney for Midwestern Railway Services,
Corporation and TNW Corporation

Enclosures

FEE RECEIVED
May 3, 2019
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD



DOCKET NO. FD 36293

MIDWESTERN RAILWAY SERVICES, CORPORATION
— OPERATION EXEMPTION —
PERRY COUNTY PORT AUTHORITY

**VERIFIED NOTICE OF EXEMPTION OF
MIDWESTERN RAILWAY SERVICES, CORPORATION
PURSUANT TO 49 C.F.R. § 1150.31**

Audrey L. Brodrick
Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

**ATTORNEYS FOR MIDWESTERN RAILWAY
SERVICES, CORPORATION**

Dated: May 2, 2019

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36293

MIDWESTERN RAILWAY SERVICES, CORPORATION
— OPERATION EXEMPTION —
PERRY COUNTY PORT AUTHORITY



**VERIFIED NOTICE OF EXEMPTION OF
MIDWESTERN RAILWAY SERVICES, CORPORATION
PURSUANT TO 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, Midwestern Railway Services, Corporation (“MRS”) a non-carrier, hereby files this Verified Notice of Exemption (“the Notice”) to operate approximately 20.6 miles of rail line (“the Line”) between milepost 1.8 at Tell City, Indiana and milepost 22.4 at Lincoln City, Indiana. The Line is owned and operated by the Perry County Port Authority, (“PCPA”), a municipal body.¹ Based upon projected annual revenues, MRS expects to be a Class III rail carrier following consummation of the transaction proposed herein.

In accordance with the requirements of 49 C.F.R. § 1150.33, MRS submits the following information:

¹ See Perry County Port Authority d/b/a/ Hoosier Southern Railroad — Operation Exemption — Norfolk Southern Railway and Indiana Hi-Rail Corporation, Docket No. FD 32614 (STB served Dec. 29, 1994) (milepost 0.0 to 19.8); and Perry County Port Authority d/b/a/ Hoosier Southern Railroad — Acquisition and Lease Exemption — Norfolk Southern Railway, Docket No. FD 33045 (STB served Sep. 12, 1996) (milepost 19.8 to 22.4).

Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

The full name and address of the applicant herein is as follows:

Midwestern Railway Services, Corporation
5430 LBJ Freeway
Suite 1020
Dallas, Texas 75240

Applicant's Representative: 49 C.F.R. § 1150.33(b)

MRS's representative to whom correspondence regarding this transaction should be sent is as follows:

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

MRS and PCPA have substantially agreed to a Railroad Operations Agreement ("the Agreement") pursuant to which MRS will provide common carrier rail service on the Line. The Agreement will be effective upon the latter of: (1) receipt of all necessary regulatory approvals or (2) full execution of the Agreement. MRS anticipates commencing common carrier rail service on or after June 10, 2019.

Operator of the Property: 49 C.F.R. § 1150.33(d)

MRS will operate and provide rail common carrier service to shippers on the Line operating under the trade name of "Hoosier Southern" ("HOS") in place of PCPA.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

MRS and PCPA are in the midst of finalizing the Agreement, which, upon execution and receipt of Surface Transportation Board (the “Board”) approvals of its contemplated activities, will permit MRS to provide common carrier service on the Line in place of PCPA.

The complete name and address of the owner of the Line is as follows:

Perry County Port Authority
926 Boundary Way
Tell City, Indiana 47586

MRS intends to consummate its operation on the Line on or after June 10, 2019.

MRS will operate on approximately 20.6 miles of rail line between milepost 1.8 at Tell City, Indiana and milepost 22.4 at Lincoln City, Indiana.

Map: 49 C.F.R. § 1150.33(f)

A map showing the Line and the surrounding area is attached as Exhibit A to this Notice.

Certificate of Compliance: 49 C.F.R. § 1150.33(g)

A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit C to this Notice.

Interchange Commitments: 49 C.F.R. § 1150.33(h)

The proposed operation transaction does not involve—and the Agreement between MRS and PCPA will not include—any provision or agreement that would limit future interchange with a third-party connecting carrier.

Advance Notice: 49 C.F.R. § 1150.32(e)

The projected annual revenue of MRS is not expected to exceed \$5 million, and, accordingly, the advance notice requirements of 49 C.F.R. § 1150.32(e) are inapplicable to this transaction. See Exhibit C.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

Under 49 C.F.R. § 1105.6(c)(1)(i), MRS's proposed operations on the Line is exempt from environmental reporting requirements. The proposed transaction 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)(1), MRS's operations on the Line also is exempt from historic preservation reporting requirements. The proposed transaction is for the purpose of continuing existing rail service. Further Board approval is required to discontinue any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary in appropriate form is attached as Exhibit B to this Notice.

Respectfully submitted,

A handwritten signature in black ink that reads "Bradon J. Smith". The signature is written in a cursive, flowing style.

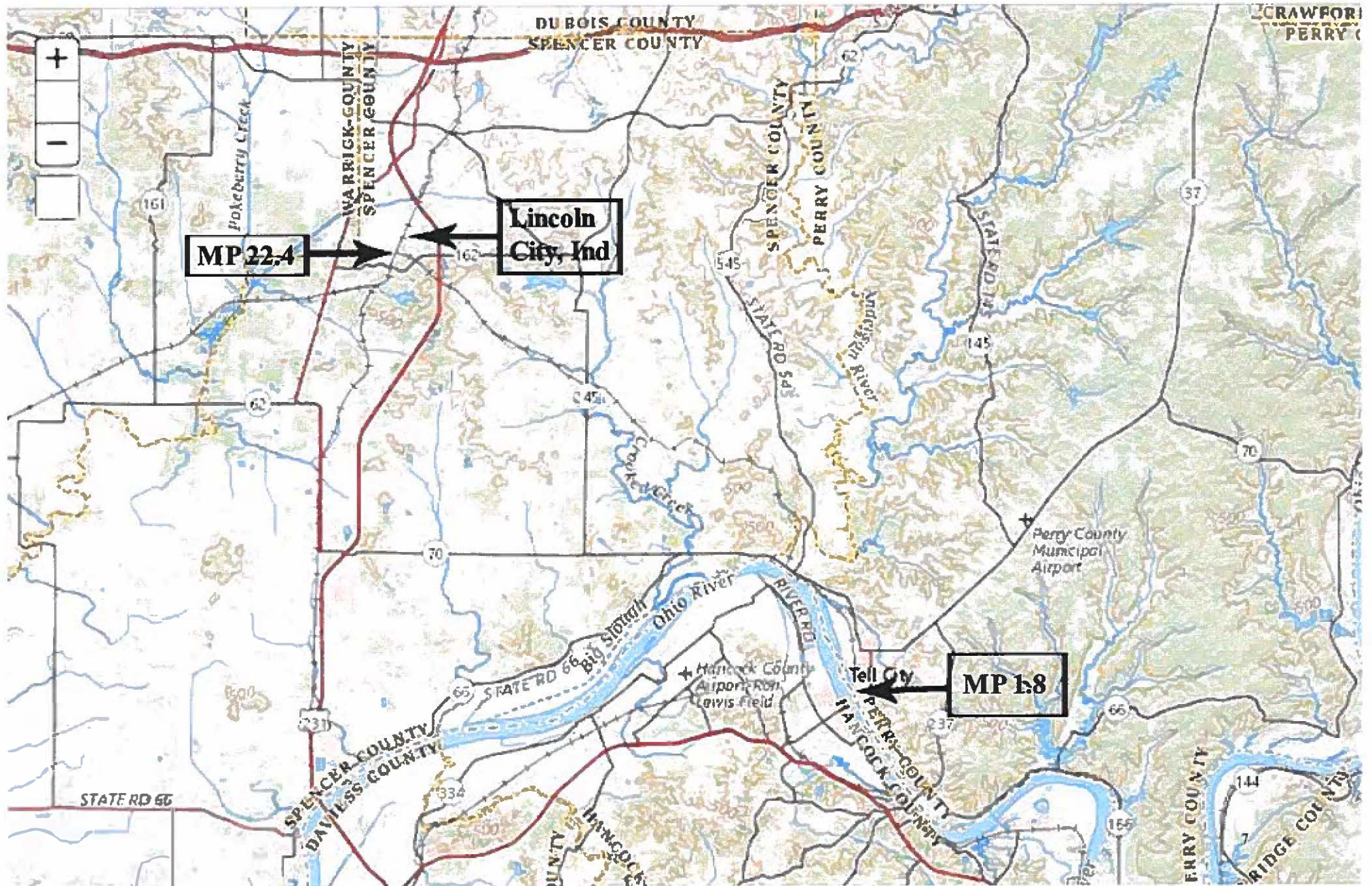
Audrey L. Brodrick
Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

**ATTORNEYS FOR MIDWESTERN RAILWAY
SERVICES, CORPORATION**

Dated: May 2, 2019

Exhibit A-1

Docket No. FD 36293
Midwestern Railway Services, Corporation – Operation Exemption
Perry County Port Authority



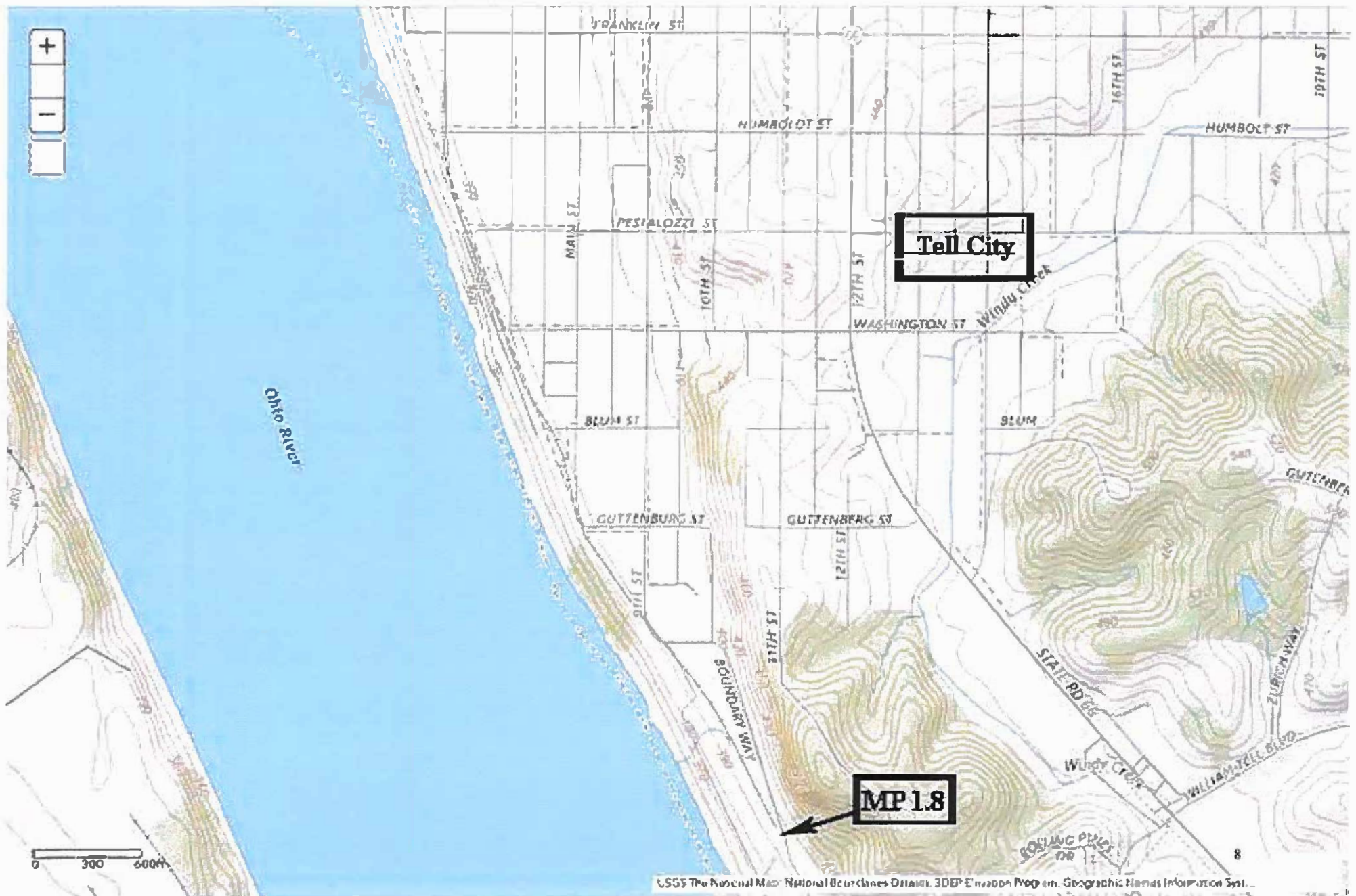
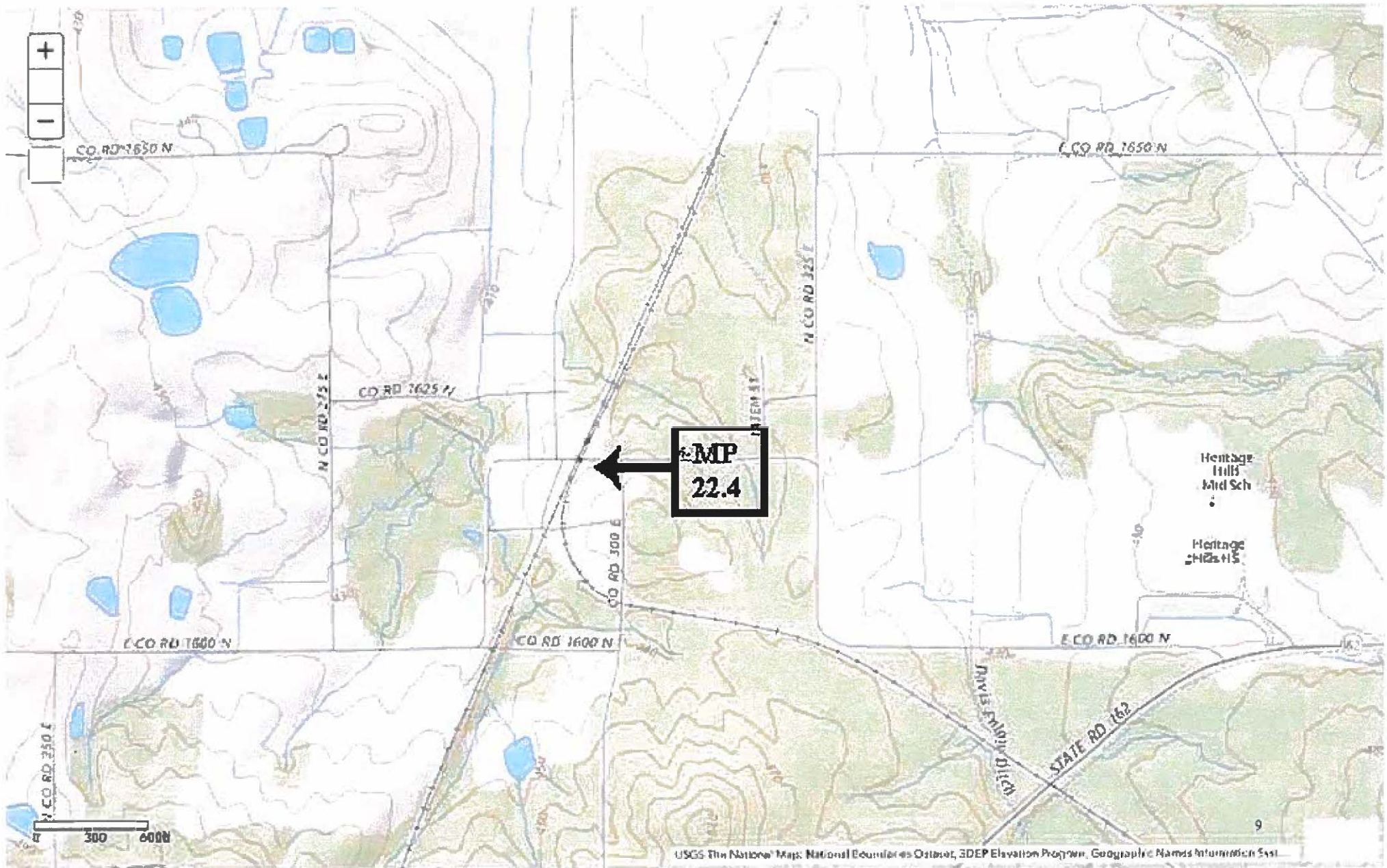


Exhibit A-3

Docket No. FD 36293

Midwestern Railway Services, Corporation – Operation Exemption
Perry County Port Authority



SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

DOCKET NO. FD 36293

MIDWESTERN RAILWAY SERVICES, CORPORATION
— OPERATION EXEMPTION —
PERRY COUNTY PORT AUTHORITY

Midwestern Railway Services, Corporation (“MRS”), a non-carrier, has filed a Verified Notice of Exemption to operate approximately 20.6 miles of rail line between milepost 1.8 at Tell City, Indiana and milepost 22.4 at Lincoln City, Indiana. The Line is owned by the Perry County Port Authority.

The exemption will become effective as of _____. MRS expects to consummate the subject transaction and commence operations on the Line on or after June 10, 2019.

Comments must be filed with the Board and served on:

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

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.

Dated: (Month) (Day), 2019

By the Board

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings

CERTIFICATION AND VERIFICATION

I, Jeffrey Davis, hereby certify and verify under penalty of perjury as follows:

- 1. I am the Chief Operating Officer for Midwestern Railway Services, Corporation.**
- 2. The annual rail revenues of MRS are not expected to exceed \$5 million, and will not result in MRS becoming Class I or II rail carrier under the thresholds set forth at 49 C.F.R. § 1201 (11).**
- 3. I have read the foregoing Notice of Exemption and know that the facts stated herein are true.**

Dated: May 1, 2019


Jeffrey Davis