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Karl Morell & Associates
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April 1, 2019

BY HAND DELIVERY

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

Re: Finance Docket No. 36287, Cleveland & Cuyahoga
Railway, L.L.C. – Assignment of Leases and Operation
Exemption Containing Interchange Commitment—
Cleveland Commercial Railroad Company, LLC

Dear Ms. Brown:

Attached for filing are the original and ten copies of a Verified Notice of Exemption pursuant to 49 C.F.R 1150.1 and a check covering the \$2,000 filing fee.

If you have any questions, please contact me.

Sincerely yours,

A handwritten signature in blue ink that reads 'Karl Morell'.

Karl Morell

Enclosures

FEE RECEIVED
April 1, 2019
SURFACE
TRANSPORTATION BOARD

FILED
April 1, 2019
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36287



CLEVELAND & CUYAHOGA RAILWAY, LLC
--ASSIGNMENT OF LEASES AND OPERATION EXEMPTION CONTAINING
INTERCHANGE COMMITMENT—CLEVELAND COMMERCIAL RAILROAD
COMPANY, LLC

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

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

Attorney for:
CLEVELAND & CUYAHOGA
RAILWAY, LLC

Dated: April 1, 2019

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36287



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--ASSIGNMENT OF LEASES AND OPERATION EXEMPTION CONTAINING
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VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

Cleveland & Cuyahoga Railway, LLC (“CCR”), a non-carrier, files this Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart D--Exempt Transactions, to permit CCR to acquire from Cleveland Commercial Railroad Company, LLC (“Cleveland Commercial”): (1) a lease agreement between Norfolk Southern Railway Company (“NS”) and Cleveland Commercial; and (2) a lease agreement between Wheeling & Lake Erie Railway Company (“W&LE”) and Cleveland Commercial.

In 2004, Cleveland Commercial entered into an agreement with W&LE to lease and operate a 10.4 mile rail line in Cuyahoga County, Ohio. *See* STB Finance Docket No. 34521, *Cleveland Commercial Railroad Company, LLC* (not printed), served August 6, 2004. In 2009, Cleveland Commercial entered into an agreement with NS to lease and operate a 25.3 mile rail line located between Cleveland, OH and Aurora, OH. *See* STB Finance Docket No. 35251, *Cleveland Commercial Railroad Company, LLC – Lease and Operation Exemption – Norfolk Southern Railway Company* (not printed), served May 29, 2009. In Finance Docket No. 36133,

Cleveland Commercial Railroad Company, LLC – Amended Lease and Operation Exemption Containing Interchange Commitment – Norfolk Southern Railway Company (not printed), served August 16, 2017, the Surface Transportation Board authorized the extension of the term of the lease with NS.

In Docket No. AB 1257, *Cleveland Commercial Railroad Company, LLC – Discontinuance of Lease and Operation Authority – In Aurora, Portage County, Ohio* (not printed), served December 28, 2017, the Board authorized CCR to discontinue its operations between milepost RH 22.0 and milepost RH 27.5.

Pursuant to the Cleveland Commercial-W&LE lease agreement, Cleveland Commercial is leasing the 10.4-mile rail line located between milepost 15.5, at Falls Junction, in Glenwillow, OH, and milepost 5.1, in Cleveland, OH, in Cuyahoga County, OH (“W&LE Line”). Pursuant to the Cleveland Commercial-NS lease agreement, as amended, Cleveland Commercial is leasing the 25.3-mile rail line located between milepost RH 2.2+/-, at Cleveland, OH, and milepost RH 27.5+/-, at Aurora, OH (“NS Line”).

CCR and Cleveland Commercial have entered into an agreement whereby Cleveland Commercial will assign to CCR the lease agreement governing the W&LE Line and the lease agreement governing the NS Line.

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

(a) Full name and address of applicant:

Cleveland & Cuyahoga Railway, LLC
252 Clayton Street, Fourth Floor
Denver, Colorado 80206

(b) Applicant's Representative:

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

(c) Statement of Agreement:

CCR and Cleveland Commercial have entered into an agreement for the assignment of the leases governing the W&LE Line and the NS Line.

(d) The operator of the property:

CCR will be the operator of the leased lines.

(e) Summary of proposed transaction:

(1) The name and address of the company assigning the leases:

Cleveland Commercial Railroad Company, LLC
7632 Bond Street
Cleveland, OH 44139

(2) The involved transaction is expected to be consummated on or shortly after the effective date of this Notice of Exemption.

(3) The W&LE Line is located between milepost 15.5, at Falls Junction, in Glenwillow, OH, and milepost 5.1, in Cleveland, OH, in Cuyahoga County, OH. The NS Line is located between milepost RH 2.2+/-, at Cleveland, OH, and milepost RH 27.5+/-, at Aurora, OH.

(4) The length of the W&LE Line is 10.4 miles. The length of the NS Line is 25.3 miles.

(f) Maps of the rail lines being leased are attached as Exhibit A.

(g) CCR hereby certifies that CCR's projected revenues as a result of this transaction will not result in CCR becoming a Class II or Class I rail carrier. CCR further

certifies that the projected annual revenue of CCR will not exceed \$5 million. Consequently, the requirements of 49 C.F.R. § 1150.32(e) do not apply to this transaction.

(h) The lease agreement governing the W&LE Line does not contain any interchange commitment. The lease agreement governing the NS Line contains an interchange commitment in the form of lease credits.

(i) The affected interchange points are with NS in the vicinity of Von Willer Yard in Cleveland, OH and with W&LE at Falls Junction in Glenwillow, OH.

(ii) The amended lease Agreement is being filed under seal pursuant to 49 C.F.R. 1104.14(a).

(iii) Shippers that have used the NS Line in the last two years are: Ferrous Processing and Trading, Inc.; Nestle; Chapel Steel; JBI Scrap; CSI Sand Co.; Cleveland Track Materials.

(iv) The aggregate number of carloads the shippers identified in (h)(iii) shipped or received is being filed pursuant to 49 C.F.R. 1104.14(a).

(v) CCR certifies that it has provided notice of the proposed transaction and the interchange commitment to the shippers identified in subsection (h)(iii).

(vi) The third party railroad for the NS Line is W&LE.

(vii) An estimate of the difference between the lease payment to NS with and without the interchange commitment is being filed under seal pursuant to 49 C.F.R.

1104.14(a).

A caption summary, as required by 49 C.F.R. § 1150.34, is attached.

ENVIRONMENTAL AND HISTORIC IMPACTS

CCR is being assigned the lease agreements for continued rail operations. Further Board approval is required for CCR to 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).

CCR's lease and operation of the rail lines 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 this 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. CCR's lease and operation of the rail 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,

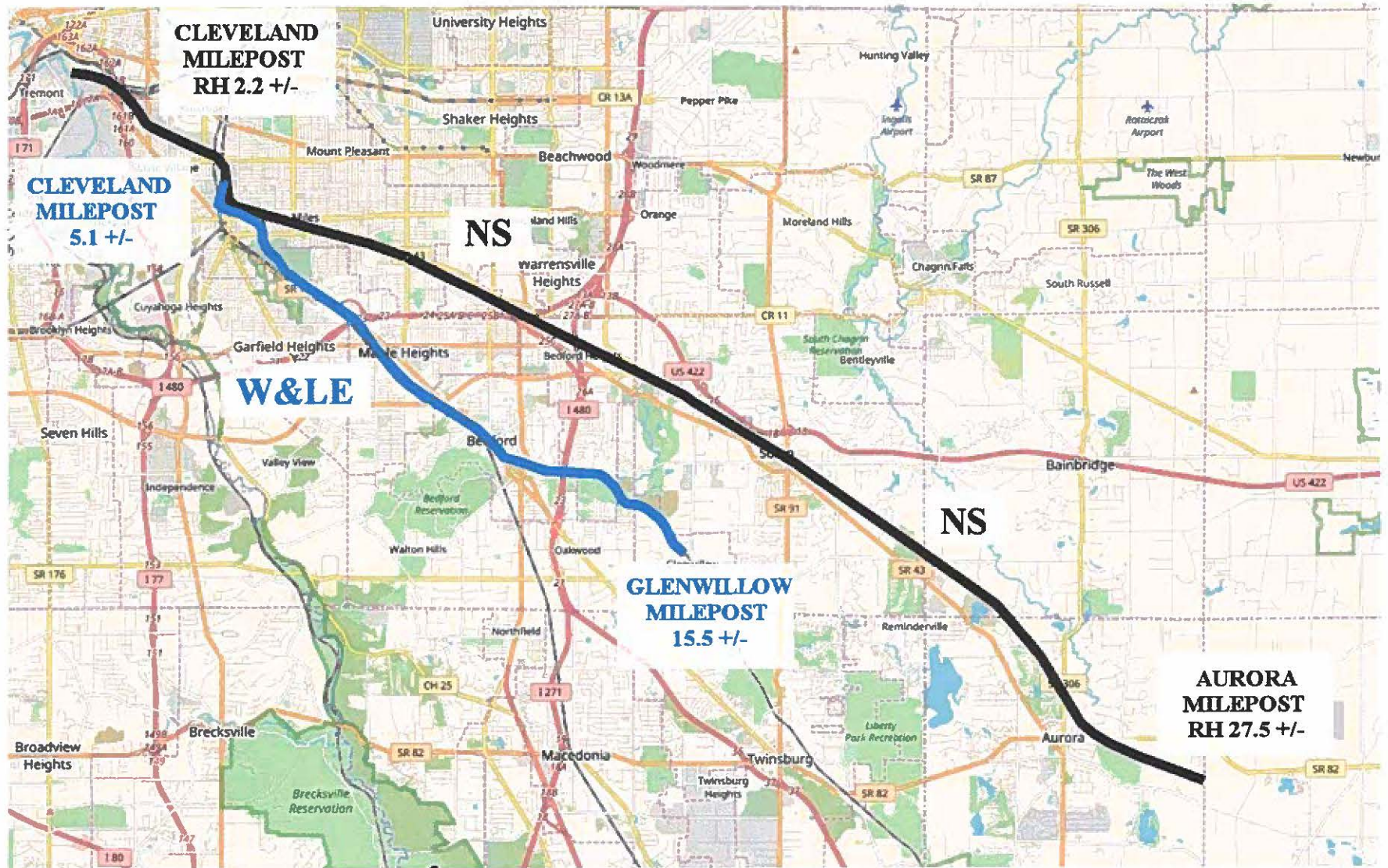
A handwritten signature in blue ink that reads "Karl Morell". The signature is written in a cursive style with a horizontal line underneath the name.

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

Attorney for:
CLEVELAND & CUYAHOGA RAILWAY, LLC.

Dated: April 1, 2019

EXHIBIT A



SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 36287

CLEVELAND & CUYAHOGA RAILWAY, LLC
--ASSIGNMENT OF LEASES AND OPERATION EXEMPTION CONTAINING
INTERCHANGE COMMITMENT—CLEVELAND COMMERCIAL RAILROAD
COMPANY, LLC

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Comments must be filed with the Board and served on Karl Morell, Suite 440, 440 1st Street, N.W., Washington, DC 20001, (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. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

STATE OF COLORADO

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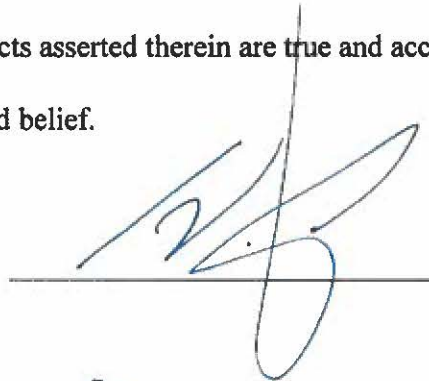
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CITY AND COUNTY OF DENVER

I, Hebert
Cassan, being duly sworn depose and state that I am Manager of Cleveland

& Cuyahoga Railway, LLC, 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.



SUBSCRIBED AND SWORN TO before me this 29th day of March, 2019, in the County of Denver, State of Colorado.

My Commission Expires: 2-6-2020


Notary Public