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SERVICE DATE – JULY 14, 2016

DO

FR-4915-01-P

SURFACE TRANSPORTATION BOARD

[Docket No. FD 36018]

Central Texas & Colorado River Railway, LLC—Acquisition and Operation

Exemption—Line of Heart of Texas Railroad, L.P.

Central Texas & Colorado River Railway, LLC (CTCR), a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to acquire from Heart of Texas Railroad, L.P. (HTR), and to operate a line of railroad extending between Lometa, Tex., and Brady, Tex. (the Brady Line). CTCR will acquire the 67.5-mile Brady Line, which connects with a BNSF Railway Company line at milepost 0.0 in Lometa and continues to the end of the track in Brady, pursuant to a purchase and sale agreement.

CTCR states that HTR has operated the Brady Line since 2013 when HTR acquired the Brady Line from the bankruptcy estate of the prior owner.¹

CTCR is a subsidiary of OmniTRAX Holdings Combined, Inc. (OmniTRAX). This transaction is related to a concurrently filed verified notice of exemption in OmniTRAX Holdings Combined, Inc.—Continuance in Control Exemption—Central Texas & Colorado River Railway, Docket No. FD 36019, in which OmniTRAX seeks Board approval under 49 C.F.R. § 1180.2(d)(2) to continue in control of CTCR upon

¹ See Heart of Tex. R.R.—Acquis. & Operation Exemption—Gulf Colo. & San Saba Ry., FD 35710 (STB served Jan. 4, 2013).

CTCR's becoming a Class III rail carrier. OmniTRAX currently controls 18 Class III rail carriers (OmniTRAX Railroads) in the United States.²

This exemption is effective July 28, 2016.

CTCR certifies that its projected annual revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier and does not exceed \$5 million. CTCR also certifies that the purchase and sale agreement between HTR and CTCR does not involve any provision limiting CTCR's future interchange of traffic with a third-party connecting carrier.

If the verified 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 effectiveness of the exemption. Petitions to stay must be filed no later than July 21, 2016 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 36018, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington,

² In its verified notice filed in Docket No. FD. 36019, OmniTRAX explains that in preparing the two related class exemption filings, it was discovered that OmniTRAX had acquired direct and exclusive control of the 18 OmniTRAX Railroads on December 31, 2015. It states that it inadvertently did not seek advanced authority to engage in the acquisition of control, "in part because of the preexisting close association among all of the involved carriers and their largely common short line heritage." On May 5, 2016, OmniTRAX filed a petition for exemption in Docket No. FD 36032 to seek the requisite authority to acquire control of the OmniTRAX Railroads, and by decision served on May 26, 2016, the Board held the notice of exemption proceedings in abeyance pending a ruling on the petition. The Board granted the petition in a decision served July 14, 2016, and therefore is removing this proceeding from abeyance and publishing this notice.

DC 20423-0001. In addition, a copy of each pleading must be served on William C. Sippel, Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 920, Chicago, IL 60606.

According to CTCR, this action is categorically excluded from environmental review under 49 C.F.R. § 1105.6(c).

Board decisions and notices are available on our website at “WWW.STB.DOT.GOV.”

Decided: July 11, 2016.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.