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BEFORE THE  
SURFACE TRANSPORTATION BOARD

ENTERED  
Office of Proceedings  
August 14, 2023  
Part of  
Public Record

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DOCKET NO. FD 36716

OMNITRAX HOLDINGS COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.  
-- CONTINUANCE IN CONTROL EXEMPTION --  
OMNITRAX SBVR, LLC D/B/A SOUTH BRANCH VALLEY RAILROAD

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**VERIFIED NOTICE OF EXEMPTION OF OMNITRAX HOLDINGS  
COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.  
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Robert A. Wimbish  
Fletcher & Sippel LLC  
29 North Wacker Drive, Suite 800  
Chicago, Illinois 60606  
(312) 252-1500  
rwimbish@fletcher-sippel.com

**ATTORNEY FOR OMNITRAX HOLDINGS  
COMBINED, INC., AND HGS RAILWAY  
HOLDINGS, INC. FEE RECEIVED**

August 14, 2023

**SURFACE  
TRANSPORTATION BOARD**

FILED

August 14, 2023

**SURFACE  
TRANSPORTATION BOARD**

Dated: August 14, 2022

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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-- CONTINUANCE IN CONTROL EXEMPTION --  
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COMBINED, INC., AND HGS RAILWAY HOLDINGS, INC.  
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

OmniTRAX Holdings Combined, Inc. (“OmniTRAX”), and HGS Railway Holdings, Inc. (“HGS”) – collectively, “Omni-HGS” – file this notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of OmniTRAX SBVR, LLC d/b/a South Branch Valley Railroad (“OSL”) once OSL is authorized to commence, and commences, common carrier operations.<sup>1</sup> OSL, currently a non-carrier entity controlled by OmniTRAX, has reached terms with the West Virginia State Rail Authority (“Rail Authority”) to assume operation of a roughly 52.4-mile line of railroad (the “Line”) extending from milepost 0.0 at Green Spring, West Virginia (the point of interchange with CSX Transportation, Inc.) to milepost 52.4 at Petersburg, West Virginia, in place of the Rail Authority (the Line owner and current common carrier service provider on the Line). OSL concurrently with the present class exemption notice has filed a notice of exemption pursuant to 49 C.F.R. part 1150, subpart D, to commence

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<sup>1</sup> OmniTRAX and HGS are under joint managerial and operational control. *See OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc.—Control Exemption—The Winchester and Western Railroad Company, FD 36338 (STB served Aug. 22, 2019), 1; and see also HGS Ry. Holdings, Inc.—Continuance in Control Exemption—HGS-FCR, LLC, FD 36180 (STB served May 23, 2018), 2-3 n.3.*

common carrier operations over the Line in place of the Rail Authority pursuant to *OmniTRAX SBVR, LLC d/b/a South Branch Valley Railroad – Change of Operator Exemption – in Hampshire, Hardy and Grant Counties, WV, FD 36717 (“OSL Exemption”)*.

The subject Line that OSL seeks to operate as a common carrier via the aforementioned FD 36717 proceeding does not connect with the lines of any of the existing rail carriers within the Omni-HGS corporate family. In addition, this control transaction is not part of a series of anticipated transactions that would result in such a connection among any of the carriers under OmniTRAX’s or HGS’s control. Nor does this proposed control transaction involve a Class I carrier. Accordingly, Omni-HGS’s proposal to continuance in control OSL once it becomes a railroad common carrier qualifies for the class exemption procedures at 49 C.F.R. § 1180.2(d)(2).

In accordance with the requirements of 49 C.F.R. § 1180.4(g), Omni-HGS submits the following information:

**Description of Proposed Transaction: 49 C.F.R. § 1180.6(a)(1)(i)**

OmniTRAX is a non-carrier holding company that controls the following 22 Class III rail carriers:

Alabama & Tennessee River Railway, LLC  
Brownsville & Rio Grande International Railway, LLC  
Central Texas & Colorado River Railway, LLC  
Chicago Rail Link, L.L.C.  
Cleveland & Cuyahoga Railway, LLC  
Fulton County Railway, LLC  
Georgia & Florida Railway, LLC  
Georgia Woodlands Railroad, L.L.C.  
Great Western Railway of Colorado, L.L.C.  
Illinois Railway, LLC  
Kettle Falls International Railway, LLC  
Manufacturers’ Junction Railway, L.L.C.  
Nebraska, Kansas and Colorado Railway, LLC  
The Newburgh & South Shore Railroad, LLC

Northern Ohio & Western Railway, L.L.C.  
Omni River Ridge, LLC d/b/a River Ridge Railroad  
Panhandle Northern Railroad, L.L.C.  
Peru Industrial Railroad, LLC  
Sand Springs Railway Company  
Savannah Industrial Transportation, LLC (limited and provisional)<sup>2</sup>  
Stockton Terminal and Eastern Railroad  
The Winchester and Western Railroad Company

*See OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc. – Continuance in Control Exemption – Omni River Ridge, LLC d/b/a River Ridge Railroad, FD 36626 (STB served July 15, 2022) (“River Ridge”), 1 – 2 (corrected notice STB served July 29, 2022).*

HGS is also a non-carrier holding company, and it controls two Class III railroads: HGS-ATN, LLC, and HGS-FCR, LLC.

OSL is a non-carrier entity controlled by OmniTRAX. As set forth in the class exemption filing in *OSL Exemption*, OSL proposes to commence common carrier service in place of the Railroad Authority over the roughly 52.4-mile Line described above. The rail lines of OmniTRAX’s and HGS’s respective existing rail carrier holdings will not connect to the Line OSL proposes to operate. Omni-HGS proposes to continue to exercise common control of OSL and the other carriers in the Omni-HGS corporate family once OSL commences common carrier operations pursuant to authority sought in FD 36717.

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<sup>2</sup> *See Savannah Industrial Transportation, LLC – Operation Exemption – In Effingham County, GA, FD 36489 (STB served Aug. 1, 2023).*

The full name and address of the Applicants herein are:

OmniTRAX Holdings Combined, Inc.  
252 Clayton Street, 4<sup>th</sup> Floor  
Denver, CO 80206

HGS Railway Holdings, Inc.  
252 Clayton Street, 4<sup>th</sup> Floor  
Denver, CO 80206

Any questions concerning this notice should be sent to the representative of Omni-

HGS at the following address:

Robert A. Wimbish  
Fletcher & Sippel LLC  
29 North Wacker Drive, Suite 800  
Chicago, Illinois 60606-3208  
(312) 252-1500  
rwimbish@fletcher-sippel.com

**Proposed Schedule for Consummation: 49 C.F.R. § 1180.6(a)(1)(ii)**

Pursuant 49 C.F.R. § 1180.4(g)(1), Omni-HGS intend to continue in control of OSL once OSL becomes a railroad common carrier on or after the effective date of the class exemption in *OSL Exemption*, expected to be on or after September 13, 2023.

**Purpose Sought to Be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)**

Omni-HGS are dedicated to reducing overhead expenses, and to coordinating billing, maintenance, mechanical and personnel policies and practices of their rail carrier holdings, thereby improving the overall efficiency of rail service provided by the railroads in the corporate family.

**States in Which Property of Applicants is Located: 49 C.F.R. § 1180.6(a)(5)**

OSL will operate as a common carrier over railroad property in West Virginia.

OmniTRAX' existing rail carrier holdings own and/or operate over railroad property located in the following states:

Alabama & Tennessee River Railway, LLC: Alabama  
Brownsville & Rio Grande International Railway, LLC: Texas  
Central Texas & Colorado River Railway, LLC: Texas  
Chicago Rail Link, L.L.C.: Illinois  
Cleveland & Cuyahoga Railway, LLC: Ohio  
Fulton County Railway, LLC: Georgia  
Georgia & Florida Railway, LLC: Georgia, Florida  
Georgia Woodlands Railroad, L.L.C.: Georgia  
Great Western Railway of Colorado, L.L.C.: Colorado  
Illinois Railway, LLC: Illinois  
Kettle Falls International Railway, LLC: Washington (and British Columbia, Canada)  
Manufacturers' Junction Railway, L.L.C.: Illinois  
Nebraska, Kansas & Colorado Railway, LLC: Nebraska, Kansas, Colorado  
The Newburgh & South Shore Railroad, LLC: Ohio  
Northern Ohio & Western Railway, L.L.C.: Ohio  
Omni River Ridge, LLC d/b/a River Ridge Railroad: Indiana  
Panhandle Northern Railroad, L.L.C.: Texas  
Peru Industrial Railroad, LLC: Illinois  
Sand Springs Railway Company: Oklahoma  
Savannah Industrial Transportation, LLC: Georgia  
Stockton Terminal and Eastern Railroad: California  
Winchester & Western Railroad Company: New Jersey, Maryland, Virginia and West Virginia

HGS's existing rail carrier holdings (each of which is a non-operating owner of railroad lines operated by other carriers) own railroad property located in the following states:

HGS-ATN, LLC: Alabama  
HGS-FCR, LLC: Georgia

**Map - Exhibit 1: 49 C.F.R. § 1180.6(a)(6)**

A map of the Line to be operated by OSL and maps of the rail lines currently owned and/or operated by Omni-HGS rail carrier holdings are attached as Exhibit A.

**Agreement - Exhibit 2: 49 C.F.R. § 1180.6(a)(7)(ii)**

OmniTRAX already controls OSL, currently a non-carrier. No additional agreement is contemplated or necessary for Omni-HGR continue in control of OSL once it becomes a common carrier.

**Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)**

Pursuant to 49 U.S.C. § 11326(c), no employee protective conditions may be imposed on this transaction. Each of OmniTRAX's and HGR's existing railroad subsidiaries is currently a Class III rail carrier, and OSL will be a Class III carrier upon commencing operations.

**Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)**

Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), the proposed control transaction is exempt from environmental reporting requirements. Omni-HGS's control of OSL 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)(3), Omni-HGS' proposed control of OSL also is exempt from historic preservation reporting requirements. The control transaction will not substantially change the level of maintenance of any railroad property.

**Interchange Commitments: 49 C.F.R. § 1180.4(g)(4)**

The proposed control transaction that is the subject of this proceeding does not itself authorize or encompass the acquisition or operation of a rail line. Accordingly, the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. However, OSL is under not subject to

any contractual arrangements that would limit OSL's ability or right to interchange of traffic with a third-party connecting carrier.

Respectfully submitted,

By: /s/ *R. A. Wimbish*

Robert A. Wimbish  
Fletcher & Sippel LLC  
29 North Wacker Drive, Suite 800  
Chicago, Illinois 60606-3208  
(312) 252-1500  
rwimbish@fletcher-sippel.com

**ATTORNEY FOR OMNITRAX  
HOLDINGS COMBINED, INC., AND HGS  
RAILWAY HOLDINGS, INC.**

Dated: August 14, 2023



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SURFACE TRANSPORTATION BOARD**

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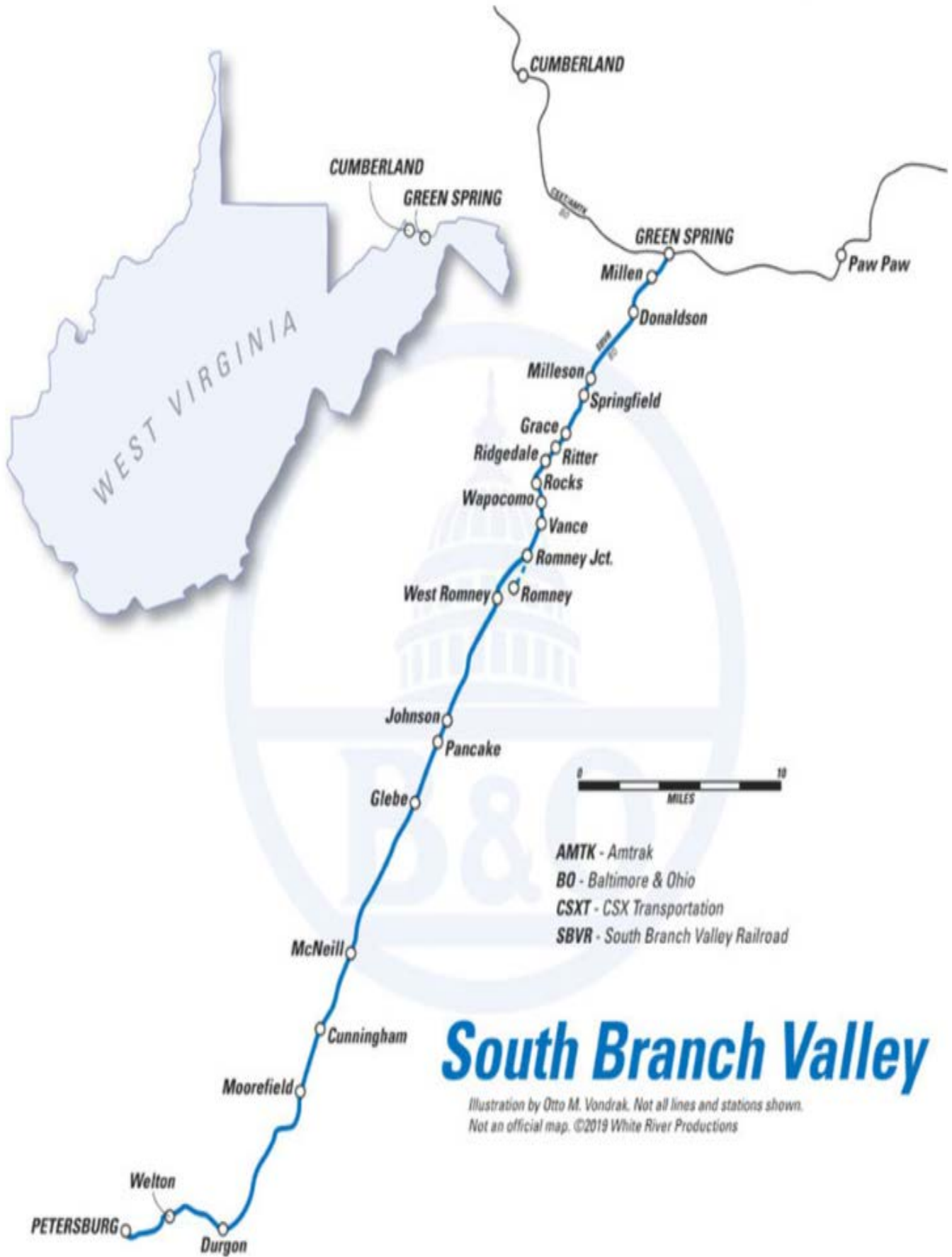
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**EXHIBIT A**

**OMNI-HGS RAIL CARRIER MAPS**



# ALABAMA & TENNESSEE RIVER RAILWAY, LLC

GADSDEN, ALABAMA

\*

**MAP KEY**

- TRANSLOADING
- RAIL BARGE STATION
- INTERCHANGE STATION
- ATN
- RAILROADS

MILES

0 10 20

PRINT

VIEW GOOGLE MAP



- 10 -

\* Owned by HGS-ATN, LLC

# BROWNSVILLE & RIO GRANDE INTERNATIONAL RAILWAY, LLC

BROWNSVILLE, TEXAS

**MAP KEY**

- TRANSLOAD DEVELOPMENT AREA
- INTERCHANGE STATION
- BRG
- RAILROADS
- ||||| BRG TRACKAGE RIGHTS
- ..... BRG HAULAGE RIGHTS

MILES

0 1.0 2.0

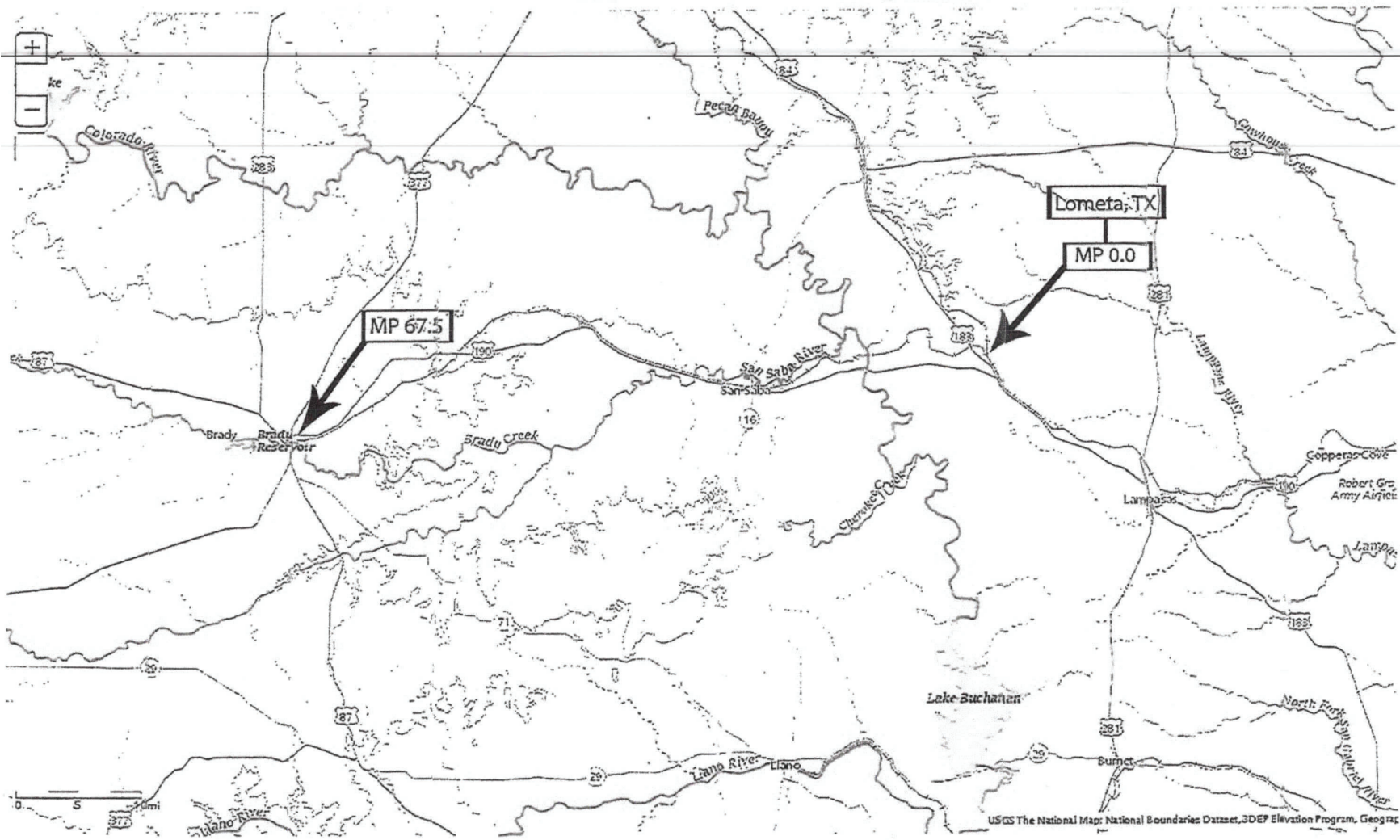


PRINT 






VIEW GOOGLE MAP 

- 11 -

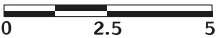
# Central Texas & Colorado River Railway, LLC



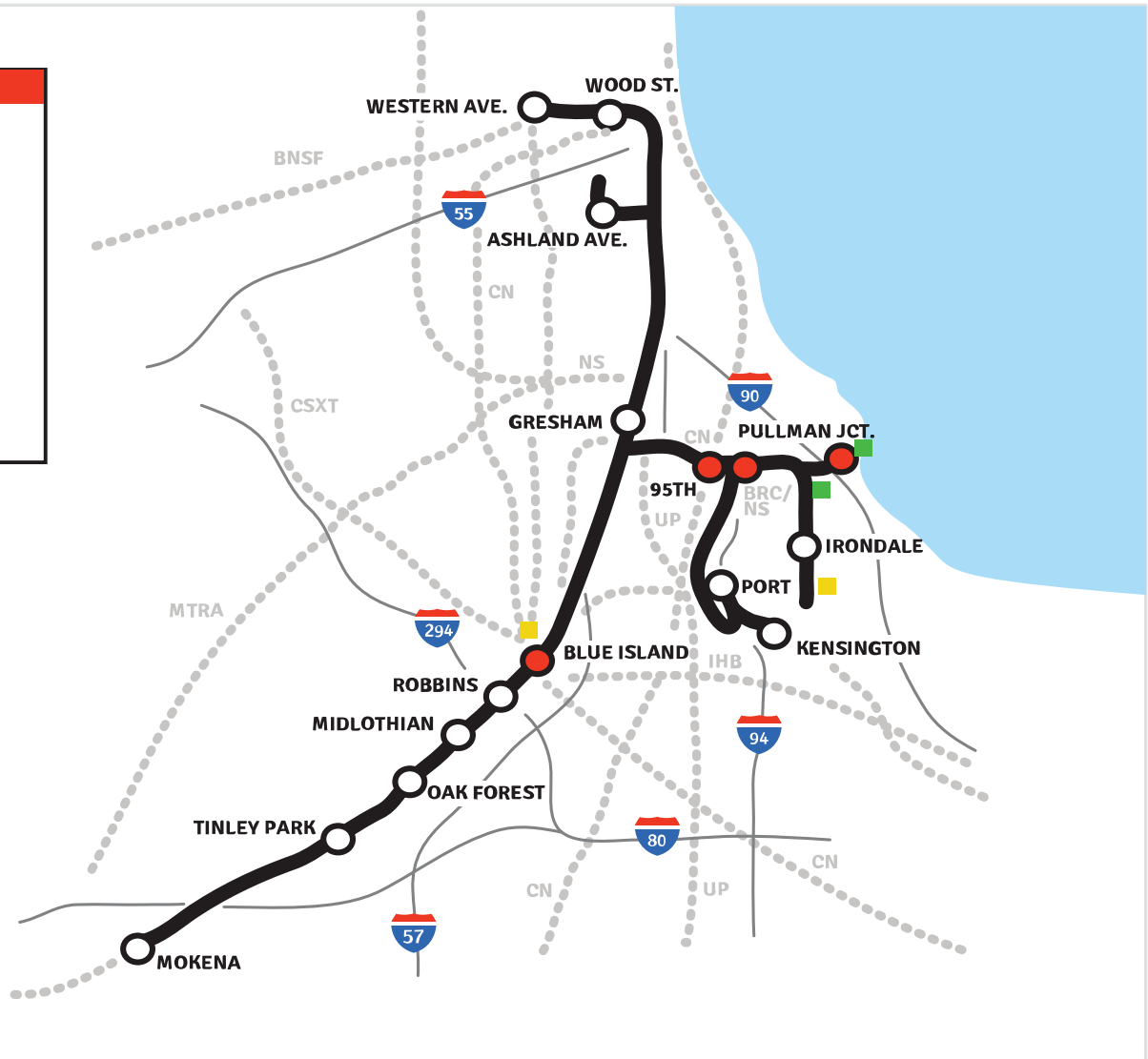
**MAP KEY**

-  RAIL-READY SITES
-  TRANSLOAD FACILITIES
-  INTERCHANGE STATION
-  CRL
-  RAILROADS

**MILES**






- [VIEW GOOGLE MAP](#)
- [EXPLORE RAIL-READY SITES](#)
- [VIEW PDF OF ALL SITES](#)
- [PRINT MAP](#)




# CLEVELAND AND CUYAHOGA RAILWAY, LLC

CLEVELAND, OHIO

**MAP KEY**

-  INTERCHANGE STATION
-  CCRL
-  RAILROADS

MILES



PRINT 

VIEW GOOGLE MAP 



- 14 -

# FULTON COUNTY RAILWAY, LLC \*

ATLANTA, GEORGIA

**MAP KEY**

- INTERCHANGE STATION
- FCR
- RAILROADS
- ..... FULTON INDUSTRIAL DIST.

MILES

0 1 2

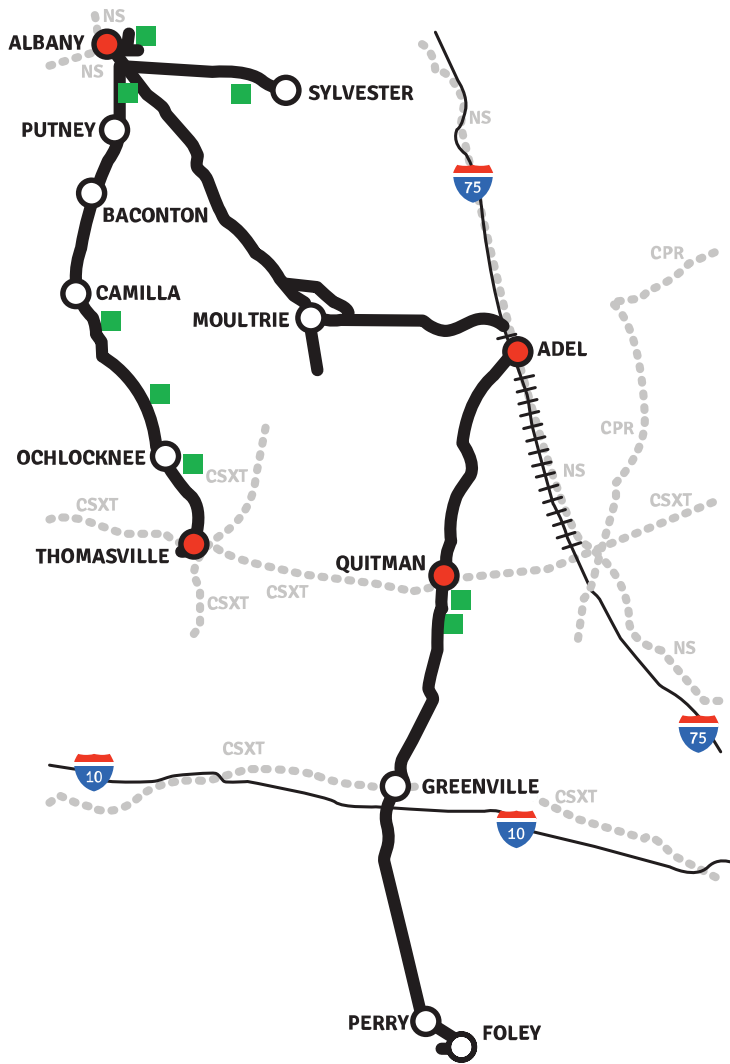
PRINT 

VIEW GOOGLE MAP 



\* Owned by HGS-FCR, LLC





**MAP KEY**

- RAIL-READY SITE
- INTERCHANGE STATION
- GFRR
- RAILROADS
- GFRR TRACKAGE RIGHTS




MILES

- [VIEW GOOGLE MAP](#)
- [EXPLORE RAIL-READY SITES](#)
- [VIEW PDF OF ALL SITES](#)
- [PRINT MAP](#)

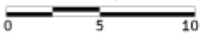
# GEORGIA WOODLANDS RAILROAD, LLC

WASHINGTON, GEORGIA

**MAP KEY**

-  INTERCHANGE STATION
-  GWRC
-  RAILROADS

MILES



PRINT 

VIEW GOOGLE MAP 



- 17 -

# GREAT WESTERN RAILWAY OF COLORADO, LLC

LOVELAND, COLORADO

**MAP KEY**

- AVAILABLE LAND
- INTERCHANGE STATION
- GWR
- RAILROADS

MILES  
0 5 10

PRINT 

VIEW GOOGLE MAP 



- 18 -

# ILLINOIS RAILWAY, LLC

OTTAWA, ILLINOIS

**MAP KEY**

- INTERCHANGE STATION
- IR
- RAILROADS
- ||||| IR TRackage RIGHTS

MILES

0 10 20

PRINT 

VIEW GOOGLE MAP 






- 19 -

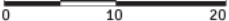
# KETTLE FALLS INTERNATIONAL RAILWAY, LLC

KETTLE FALLS, WASHINGTON

**MAP KEY**

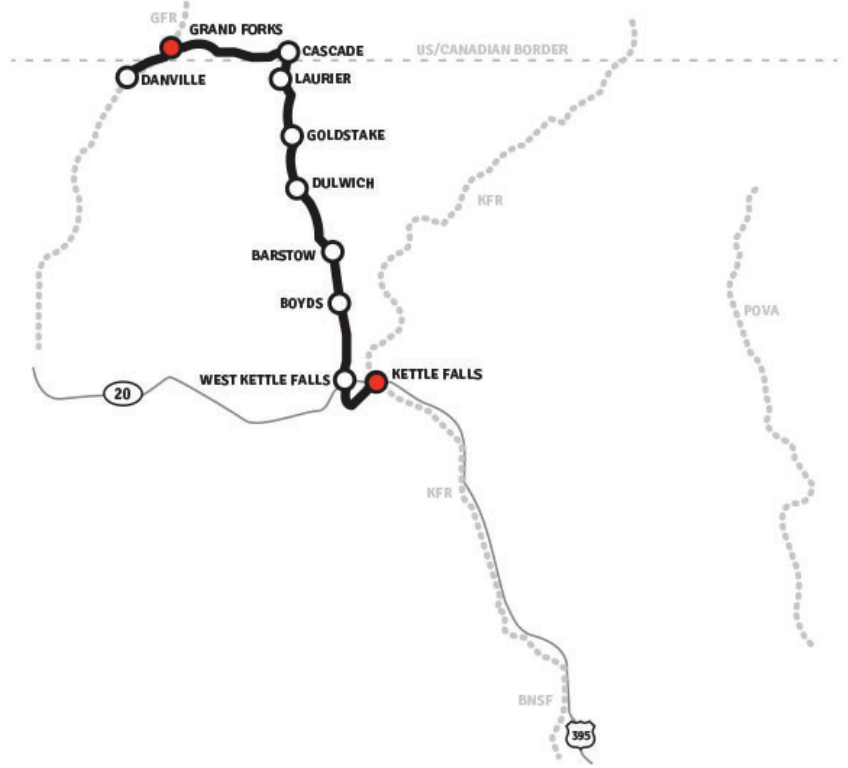
-  INTERCHANGE STATION
-  KFR
-  RAILROADS

MILES



PRINT 

VIEW GOOGLE MAP 



- 20 -

# MANUFACTURERS' JUNCTION RAILWAY, LLC

CICERO, ILLINOIS

**MAP KEY**

- INTERCHANGE STATION
- MJ
- ⋯ RAILROADS

MILES

0 0.25 0.5

PRINT 

VIEW GOOGLE MAP 



# NEBRASKA, KANSAS & COLORADO RAILWAY, LLC

GRANT, NEBRASKA



**MAP KEY**

- INTERCHANGE STATION
- NKCR
- ⋯ RAILROADS
- |||| NKCR TRACKAGE RIGHTS

MILES  
0 20 40

PRINT

VIEW GOOGLE MAP

# NEWBURGH & SOUTH SHORE RAILROAD, LLC

MARCELLINE YARD, OHIO

**MAP KEY**

- AVAILABLE LAND
- INTERCHANGE STATION
- NSR
- RAILROADS

MILES

0 0.3 0.6

PRINT 

VIEW GOOGLE MAP 






- 23 -




# NORTHERN OHIO & WESTERN RAILWAY, LLC

TIFFIN, OHIO

**MAP KEY**

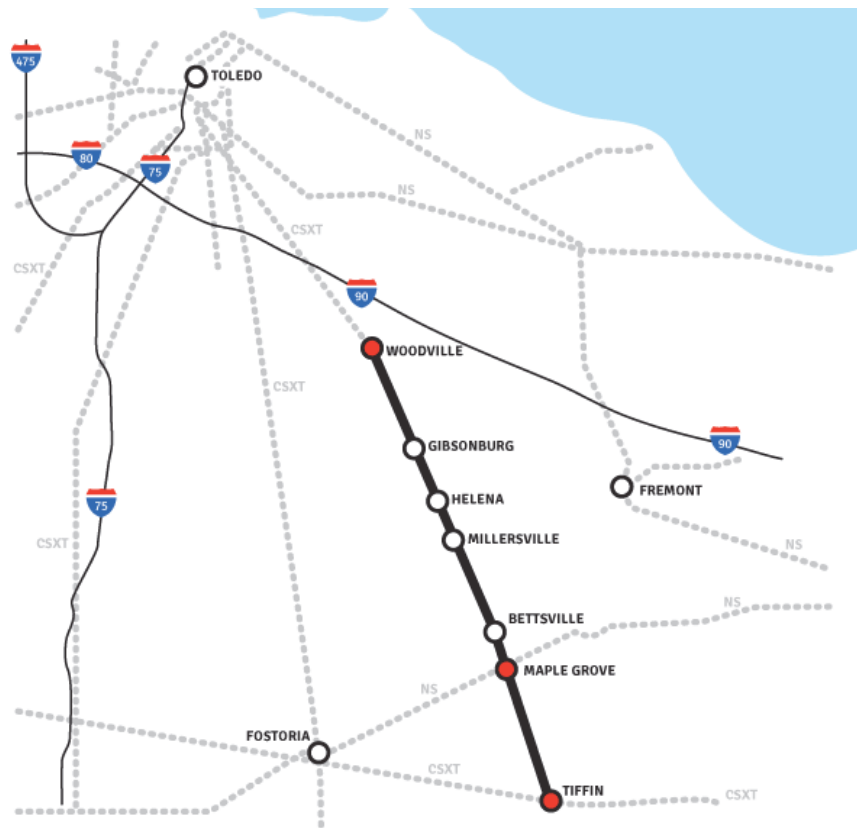
-  INTERCHANGE STATION
-  NOW
-  RAILROADS

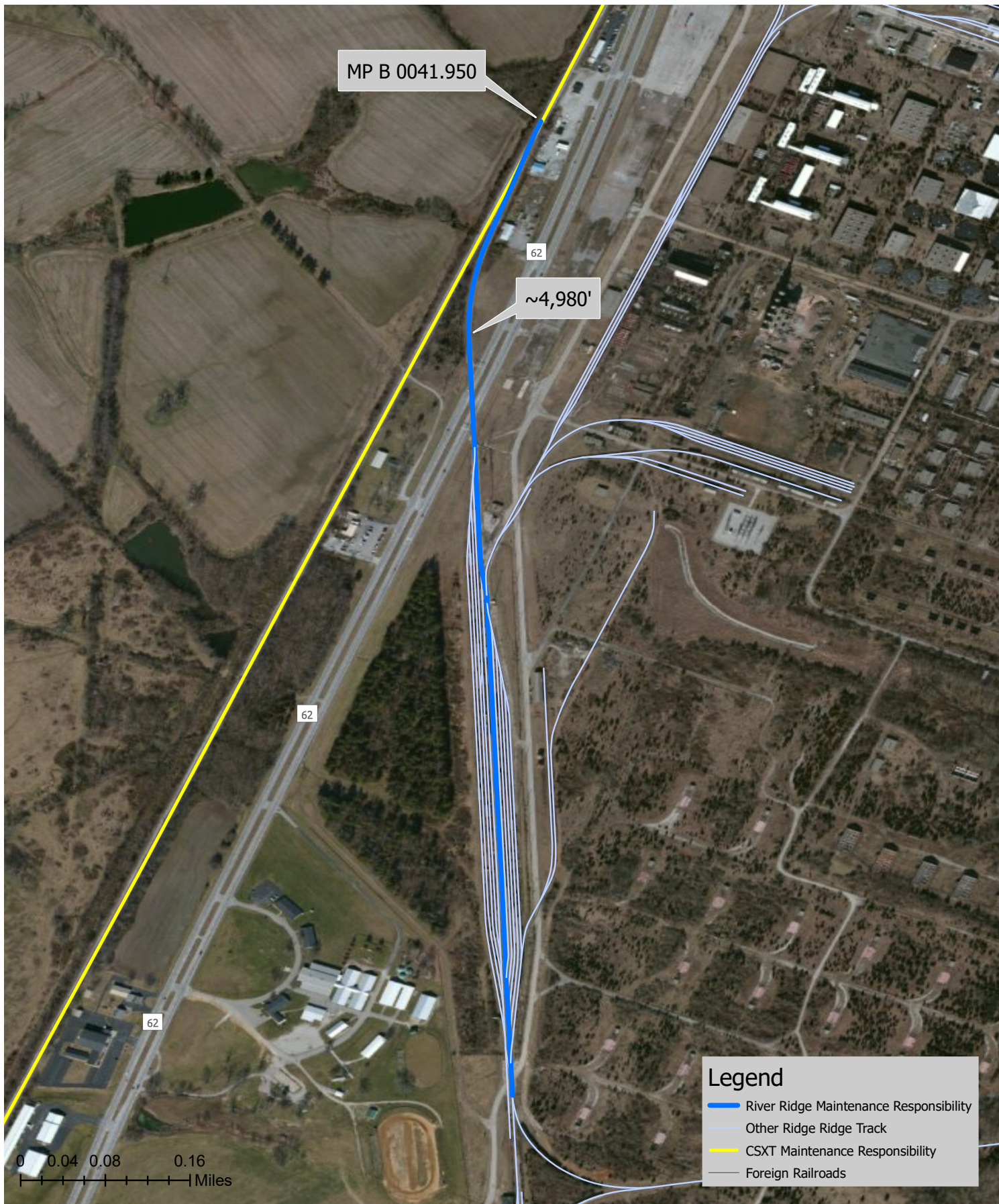
MILES



PRINT 

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# River Ridge Mainline Maintenance Responsibility

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# PANHANDLE NORTHERN RAILROAD, LLC

BORGER, TEXAS

**MAP KEY**

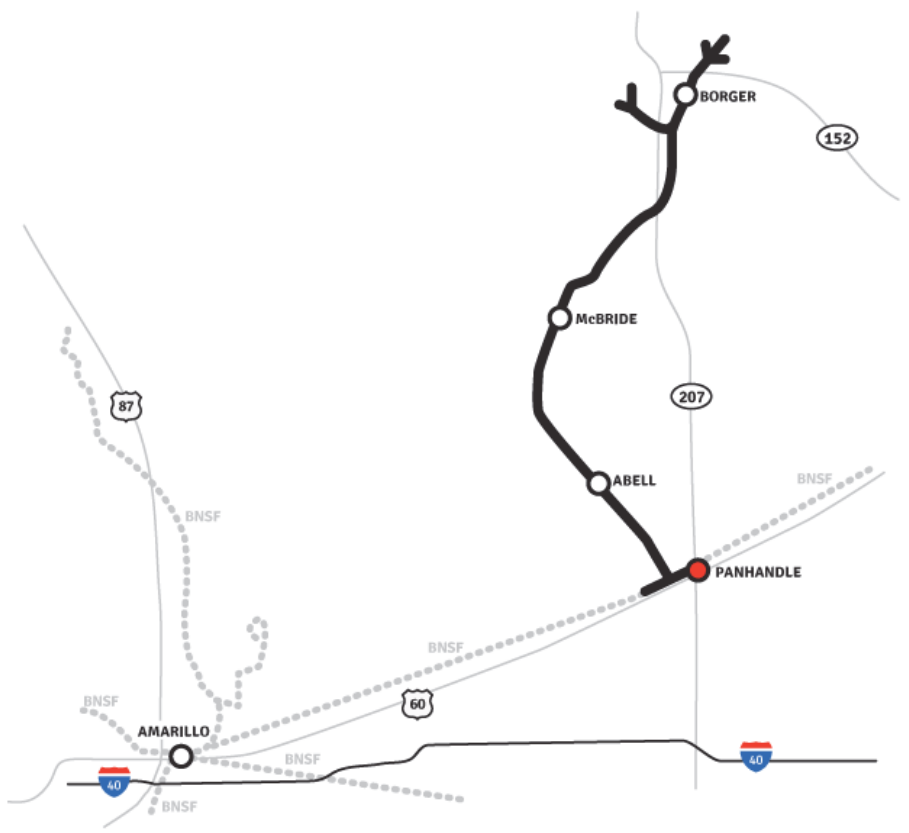
-  INTERCHANGE STATION
-  PNR
-  RAILROADS

MILES

0 10 20

PRINT 

VIEW GOOGLE MAP 



- 26 -

# PERU INDUSTRIAL RAILROAD, LLC

PERU, ILLINOIS

**MAP KEY**

- AVAILABLE LAND
- INTERCHANGE STATION
- PIR
- RAILROADS

MILES

0 .5 1

PRINT 

VIEW GOOGLE MAP 



- 27 -

# SAND SPRINGS RAILWAY COMPANY

TULSA, OKLAHOMA

**MAP KEY**

- AVAILABLE LAND
- TRANSLOADING
- INTERCHANGE STATION
- SAND SPRINGS RAILWAY
- RAILROADS

MILES

0 .65 1.3

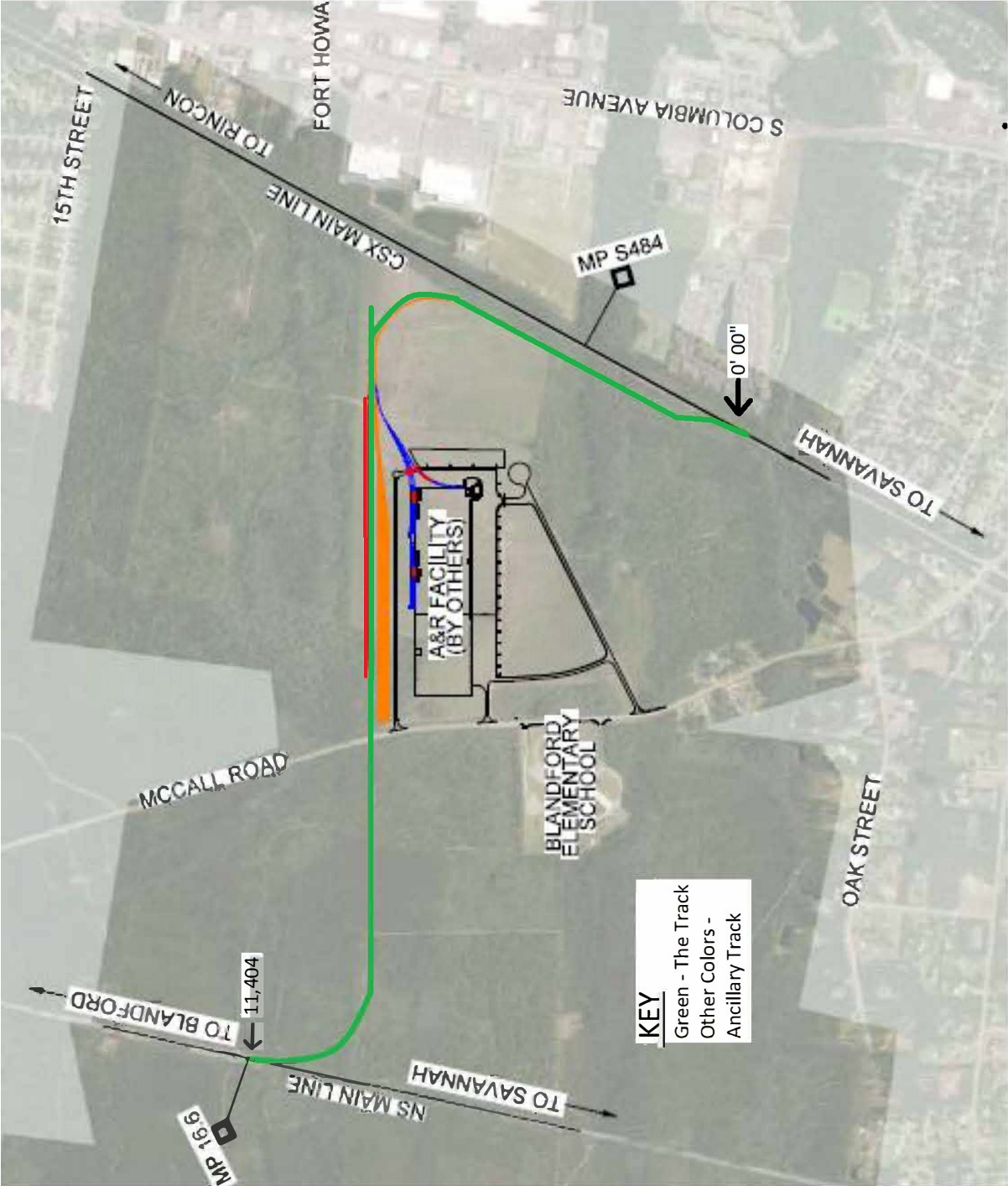
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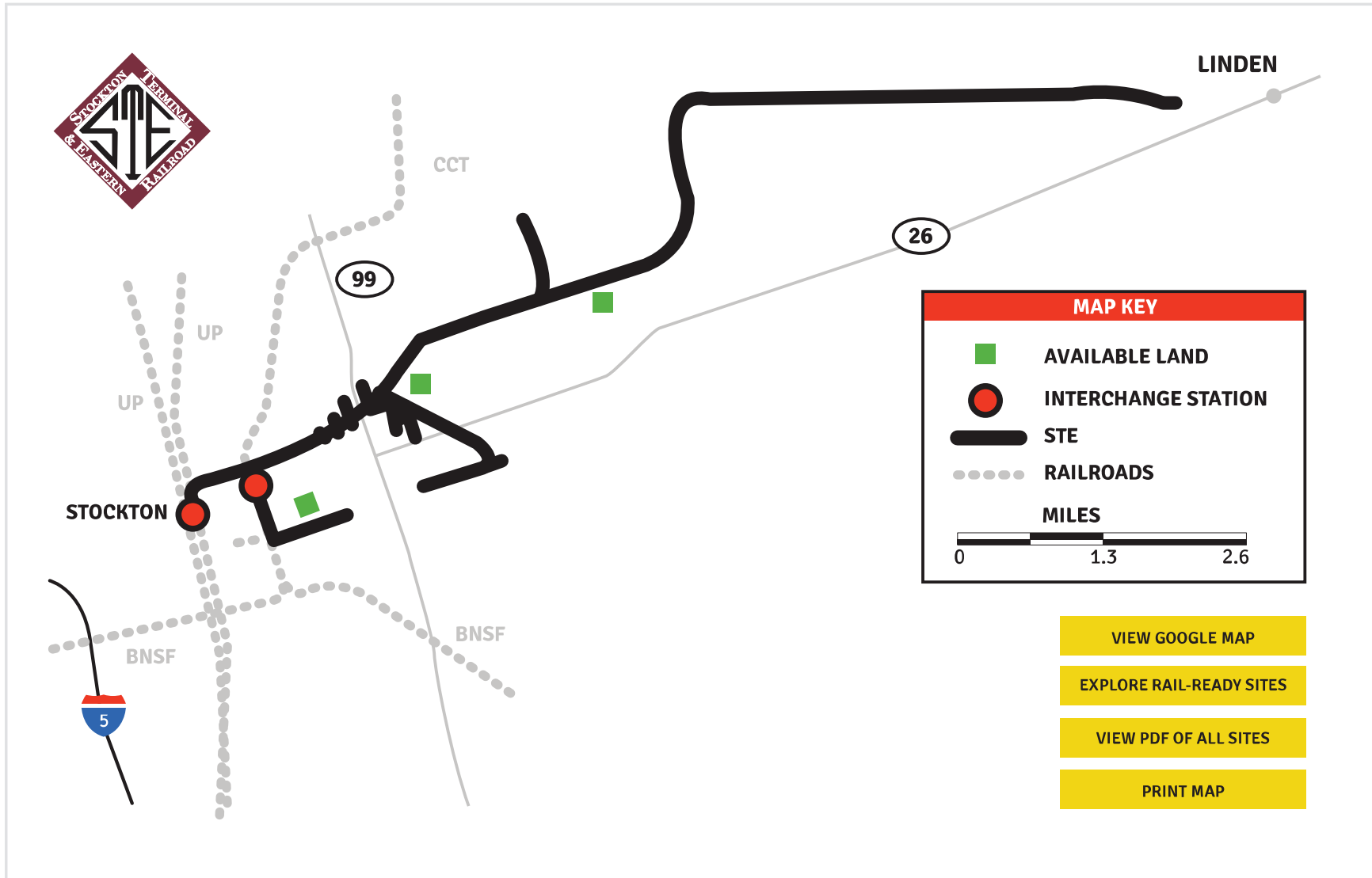
VIEW GOOGLE MAP 



- 28 -

# Savannah Industrial Transportation, LLC





# WINCHESTER AND WESTERN RAILROAD COMPANY

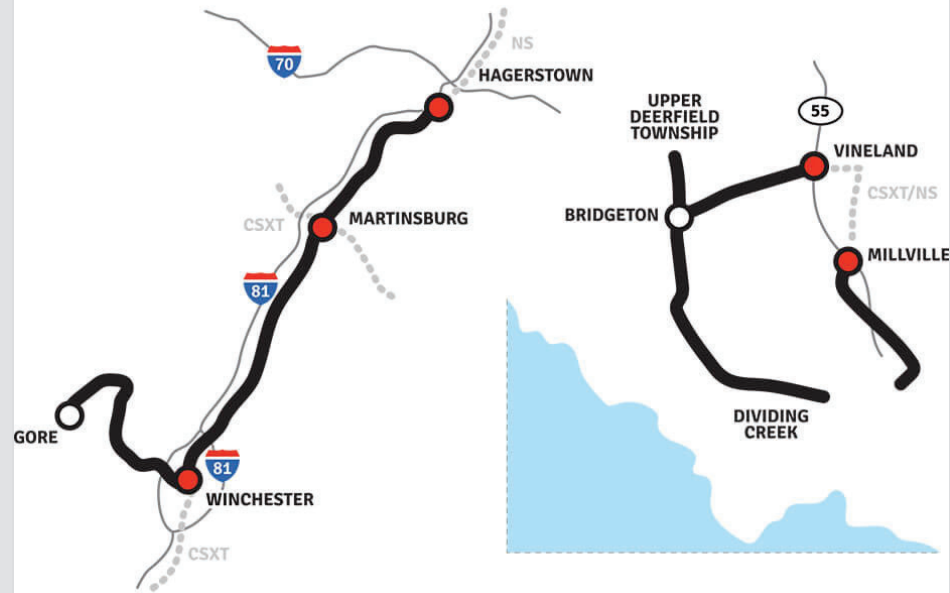
WEST VIRGINIA, NEW JERSEY

**MAP KEY**

- INTERCHANGE STATION
- WW
- ⋯ RAILROADS

MILES

0 7 14



PRINT

VIEW GOOGLE MAP



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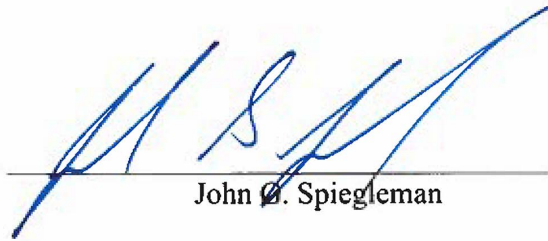
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**VERIFICATION**

**VERIFICATION**

I, John G. Spiegelman, being duly sworn, deposes and says that he is Chief Legal Officer and General Counsel of OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc., that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.



---

John G. Spiegelman

Dated: August 19, 2023