

**FLETCHER & SIPPEL LLC**

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29 North Wacker Drive  
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October 30, 2024

ENTERED  
 Office of Proceedings  
 October 30, 2024  
 Part of  
 Public Record

Phone: (312) 252-1500  
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**VIA ELECTRONIC FILING**

Ms. Cynthia T. Brown  
 Chief, Section of Administration  
 Office of Proceedings  
 Surface Transportation Board  
 395 E Street, S.W., Room 1034  
 Washington, DC 20423-0001

Re: **Docket No. FD 36806**  
**Old Line Holding Company, Inc., d/b/a Old Line Railroad –**  
**Acquisition and Operation Exemption – Line of**  
**The Maryland and Delaware Railroad Company**

Dear Ms. Brown:

Attached for filing in the above-captioned proceeding is the **Verified Notice of Exemption of Old Line Holding Company, Inc., d/b/a Old Line Railroad Pursuant to 49 C.F.R. § 1150.32**, dated October 30, 2024. The sum of \$2,500, representing the appropriate fee for this filing, has been tendered electronically via Pay.gov.

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

Respectfully submitted,

*/s/ Thomas J. Litwiler*

Thomas J. Litwiler  
 Attorney for Old Line Holding Company, Inc.,  
 d/b/a Old Line Railroad

TJL:tl

Attachment

FILED  
 October 30, 2024  
 SURFACE  
 TRANSPORTATION BOARD

FEE RECEIVED  
 October 30, 2024  
 SURFACE  
 TRANSPORTATION BOARD

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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DOCKET NO. FD 36806

OLD LINE HOLDING COMPANY, INC., d/b/a OLD LINE RAILROAD  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF THE MARYLAND AND DELAWARE RAILROAD COMPANY

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**VERIFIED NOTICE OF EXEMPTION  
OF  
OLD LINE HOLDING COMPANY, INC.,  
d/b/a OLD LINE RAILROAD  
PURSUANT TO 49 C.F.R. § 1150.32**

Thomas J. Litwiler  
Bradon J. Smith  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 800  
Chicago, Illinois 60606-3208  
(312) 252-1500

**ATTORNEYS FOR  
OLD LINE HOLDING COMPANY, INC.,  
d/b/a OLD LINE RAILROAD**

Dated: October 30, 2024

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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DOCKET NO. FD 36806

OLD LINE HOLDING COMPANY, INC., d/b/a OLD LINE RAILROAD  
-- ACQUISITION AND OPERATION EXEMPTION --  
LINE OF THE MARYLAND AND DELAWARE RAILROAD COMPANY

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**VERIFIED NOTICE OF EXEMPTION  
OF  
OLD LINE HOLDING COMPANY, INC.,  
d/b/a OLD LINE RAILROAD  
PURSUANT TO 49 C.F.R. § 1150.32**

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, Old Line Holding Company, Inc., d/b/a Old Line Railroad (“Old Line”), a non-carrier, hereby files this Verified Notice of Exemption to acquire from The Maryland and Delaware Railroad Company (“MDDE”) and operate an approximately 23.7-mile rail line between Selbyville, Delaware and Snow Hill, Maryland (the “Snow Hill South Line”). Old Line is currently the parent of MDDE, which is being acquired by Carload Express, Inc. (“Carload”), a railroad holding company, from Old Line in a related control transaction.<sup>1</sup> Pursuant to the transaction proposed in this docket, Old Line will retain ownership of the Snow Hill South Line upon the sale of MDDE to Carload. Based on projected revenues for the Snow Hill South Line, Old Line expects to become a Class III rail carrier after consummation of the transaction proposed herein.

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

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<sup>1</sup> See Docket No. FD 36807, *Carload Express, Inc. – Control Exemption – The Maryland and Delaware Railroad Company*, petition for exemption filed concurrently herewith.

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

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

Old Line Holding Company, Inc.,  
d/b/a Old Line Railroad  
106 Railroad Avenue  
Federalsburg, Maryland 21632  
(410) 754-5735

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

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

Thomas J. Litwiler  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 800  
Chicago, Illinois 60606-3208  
(312) 252-1500

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

Old Line, MDDE and Carload entered into a Purchase Agreement dated as of August 1, 2024 which, *inter alia*, provides for Carload to acquire control of MDDE from Old Line and also contemplates that Old Line will concurrently acquire the Snow Hill South Line from MDDE. At closing MDDE will convey the Snow Hill South Line by deed to Old Line.

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

Old Line will operate the Snow Hill South Line upon Old Line's acquisition of that line from MDDE.

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

Old Line is a non-carrier, Maryland corporation which currently wholly owns MDDE. MDDE is a Class III rail carrier which operates under a modified certificate of public convenience and necessity disconnected rail lines in Delaware and Maryland owned by the State of Maryland through the Maryland Transit Administration, and also currently owns and operates a rail line extending between Frankford, Delaware and Snow Hill, Maryland (of which the Snow Hill South Line is a part). *See Maryland and Delaware Railroad Company – Modified Rail Certificate*, Docket No. FD 29830 (ICC served Feb. 9, 1982); *Maryland and Delaware and Railroad Company – Acquisition Exemption – Snow Hill Shippers Association, Inc.*, Docket No. FD 33772 (STB served Feb. 24, 2000). Each of MDDE’s rail lines connects with Delmarva Central Railroad Company (“DCR”), an existing Carload rail carrier subsidiary.

As contemplated by the August 1, 2024 Purchase Agreement between the parties and pursuant to the conveyance documentation to be executed by MDDE, Old Line will acquire and operate MDDE’s rail line extending from milepost 42.0 in Selbyville, Delaware to the end of track at milepost 65.7 in Snow Hill, Maryland, a distance of approximately 23.7 miles.

The August 1, 2024 Purchase Agreement also provides for Carload to acquire control of MDDE from Old Line,<sup>2</sup> and for DCR to acquire directly from MDDE the 3-mile Snow Hill North line segment that connects with DCR at Frankford, Delaware and with the Snow Hill South Line at Selbyville.<sup>3</sup> The structure of the transactions among Old Line, MDDE, Carload and DCR accommodates certain tax treatment of the Snow Hill North Line acquisition, and will result

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<sup>2</sup> See note 1, *supra*.

<sup>3</sup> See *Delmarva Central Railroad Company – Acquisition Exemption – Line of The Maryland and Delaware Railroad Company*, Docket No. FD 36805 (STB served Oct. 4, 2024).

in: 1) Carload's control of MDDE, which will continue to operate state-owned lines under a modified certificate; and 2) the division of ownership of the Snow Hill Line between DCR and Old Line.

The complete name and address of the entity conveying the Snow Hill South Line to Old Line is as follows:

The Maryland and Delaware Railroad Company  
106 Railroad Avenue  
Federalsburg, Maryland 21632

Old Line intends to consummate its acquisition of the Snow Hill South Line from MDDE concurrently with Carload's acquisition of control of MDDE pursuant to exemption in Docket No. FD 36807, but in any event not prior to the effective date of the exemption herein on November 29, 2024.

**Map: 49 C.F.R. § 1150.33(f)**

A map showing the Snow Hill South 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) stating that Old Line's projected annual revenues will not result in the creation of a Class I or II rail carrier is attached as Exhibit B to this Notice

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

Old Line's proposed acquisition and operation of the Snow Hill South Line does not involve any provision or agreement that would limit future interchange with a third-party connecting carrier. DCR is the only such connecting carrier.

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

The projected annual rail revenue of Old Line does not exceed \$5 million, and accordingly the advance notice requirements of 49 C.F.R. § 1150.32(e) are not applicable to this transaction. *See* Exhibit B hereto.

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

Under 49 C.F.R. § 1105.6(c)(2), Old Line's proposed acquisition and operation of the Snow Hill South Line does not require preparation of environmental documentation. 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), Old Line's acquisition and operation of the Snow Hill South Line also is excepted from historic preservation reporting requirements. The proposed transaction is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to abandon or 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. § 1150.44**

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

Respectfully submitted,

*/s/ Thomas J. Litwiler*

By: \_\_\_\_\_

Thomas J. Litwiler

Bradon J. Smith

Fletcher & Sippel LLC

29 North Wacker Drive

Suite 800

Chicago, Illinois 60606-3208

(312) 252-1500

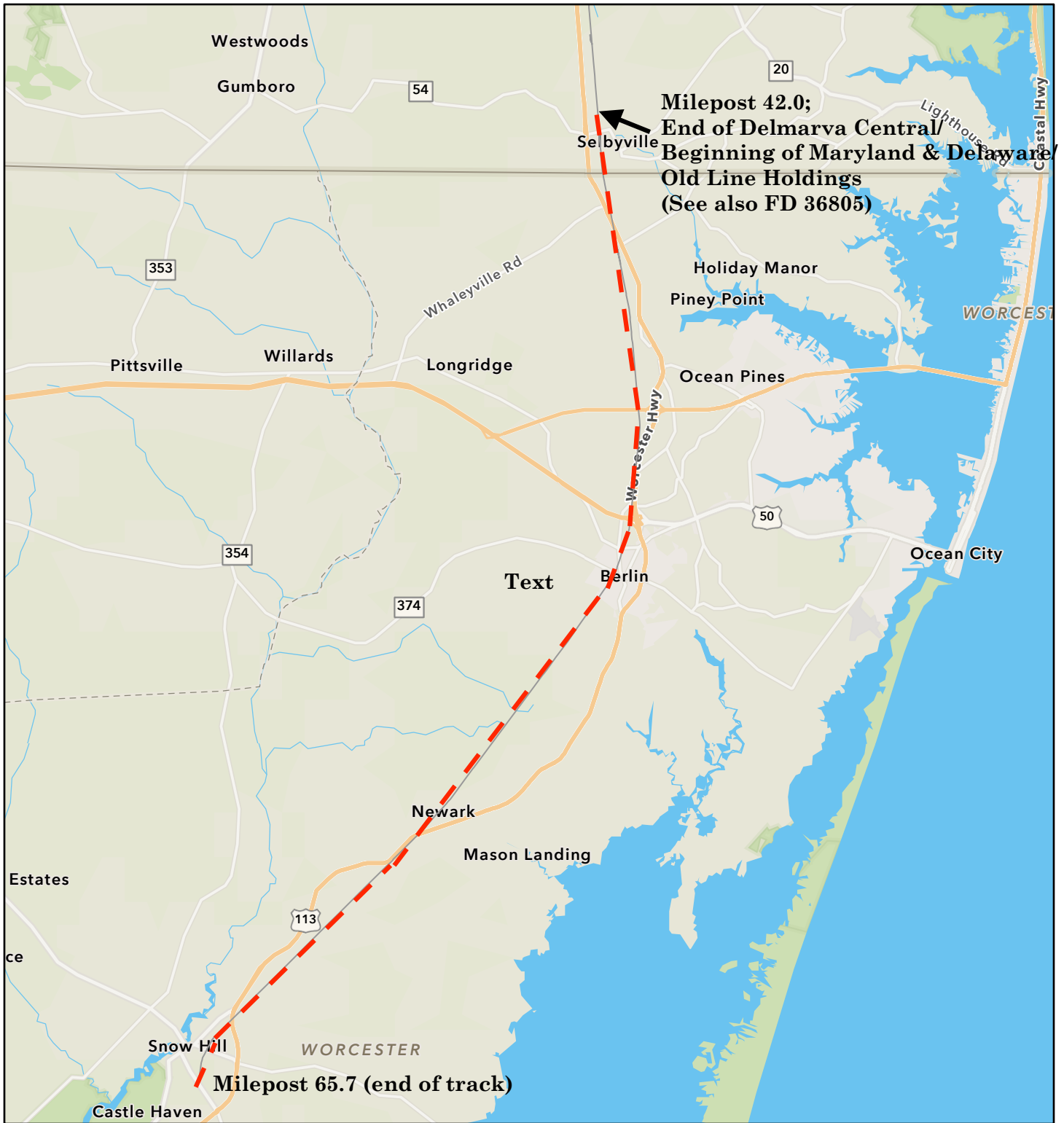
**ATTORNEYS FOR  
OLD LINE HOLDING COMPANY, INC.,  
d/b/a OLD LINE RAILROAD**

Dated: October 30, 2024



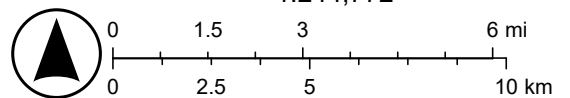
# Snow Hill South Line

## EXHIBIT A



10/23/2024

1:244,772



**CERTIFICATION**

I, Cathrin S. Banks, hereby certify under penalty of perjury that the projected annual rail revenue of Old Line Holding Company, Inc., d/b/a Old Line Railroad does not exceed \$5 million and will not result in the creation of a Class II or Class I rail carrier under the provisions of 49 C.F.R. § 1201 (1-1).



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Cathrin S. Banks  
President and General Counsel

Dated: October 25, 2024

**EXHIBIT C**  
**CAPTION SUMMARY**

DO

FR-4915-01-P

SURFACE TRANSPORTATION BOARD

[Docket No. FD 36806]

Old Line Holding Company, Inc., d/b/a Old Line Railroad—Acquisition and Operation  
Exemption—Line of The Maryland and Delaware Railroad Company

Old Line Holding Company, Inc., d/b/a Old Line Railroad (Old Line), a non-carrier, has filed a verified notice of exemption under 49 C.F.R. part 1150, subpart D to acquire from The Maryland and Delaware Railroad Company (MDDE) and to operate an approximately 23.7-mile rail line extending between milepost 42.0 at Selbyville, Del. and milepost 65.7 at Snow Hill, Md. (the Line).

Old Line certifies that the proposed acquisition and operation of the Line does not involve an interchange commitment. Old Line further certifies that its projected annual revenues as a result of this transaction will not result in the creation of a Class I or Class II rail carrier and will not exceed \$5 million.

The transaction may be consummated on or after November 29, 2024, the effective date of the exemption (30 days after the verified notice was filed).

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 for stay must be filed no later than November 22, 2024 (at least seven days before the exemption becomes effective).

All pleadings, referring to Docket No. FD 36806, must be filed with the Surface Transportation Board either via e-filing on the Board's website or in writing addressed to 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Old Line's representative, Thomas J. Litwiler, Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 800, Chicago, IL 60606-3208.

According to Old Line, this action is categorically excluded from environmental review under 49 CFR 1105.6(c) and from historic preservation reporting requirements under 49 CFR 1105.8(b).

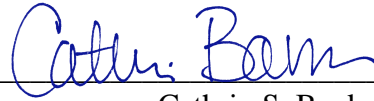
Board decisions and notices are available at [www.stb.gov](http://www.stb.gov).

Decided: November \_\_, 2024.

By the Board, Mai T. Dinh, Director, Office of Proceedings.

**VERIFICATION**

I, Cathrin S. Banks, hereby verify under penalty of perjury that I am President and General Counsel of Old Line Holding Company, Inc., d/b/a Old Line Railroad, that I have read the foregoing Notice of Exemption and know the facts asserted therein, and that the same are true as stated to the best of my knowledge, information and belief.



Cathrin S. Banks

Dated: October 25, 2024

DO

FR-4915-01-P

SURFACE TRANSPORTATION BOARD

[Docket No. FD 36806]

Old Line Holding Company, Inc., d/b/a Old Line Railroad—Acquisition and Operation  
Exemption—Line of The Maryland and Delaware Railroad Company

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Decided: November \_\_, 2024.

By the Board, Mai T. Dinh, Director, Office of Proceedings.