



## **SURFACE TRANSPORTATION BOARD**

**[Docket No. FD 36922]**

### **OmniTRAX Holdings Combined, Inc., and HGS Railway Holdings, Inc.—Control Exemption—Arkansas Short Line Railroads, Inc. (d/b/a Dardanelle and Russellville Railroad), Camden & Southern Railroad, Inc., and Ouachita Railroad, Inc.**

OmniTRAX Holdings Combined, Inc. (OmniTRAX) and HGS Railway Holdings, Inc. (HGS) (together, Omni-HGS)<sup>1</sup>, both noncarriers, have filed a verified notice of exemption under 49 CFR 1180.2(d)(2) to acquire control of three Class III railroads: Arkansas Short Line Railroads, Inc. (d/b/a Dardanelle and Russellville Railroad (DR)), and DR's two Class III rail carrier subsidiaries, Camden & Southern Railroad, Inc. (CSR), and Ouachita Railroad, Inc. (OUCH) (collectively, Target Carriers).

According to the verified notice, the proposed transaction will occur through OmniTRAX's wholly owned noncarrier subsidiary, ASL Acquisition, LLC, which will acquire 100% of the issued and outstanding shares of DR pursuant to a Stock Purchase Agreement dated February 19, 2026, as amended on April 2, 2026.<sup>2</sup> Upon consummation, Omni-HGS will obtain indirect control of CSR and OUCH.

The verified notice states that none of the existing Omni-HGS-controlled railroads connect to any of the Target Carriers. Further, according to the verified notice, the transaction: (1) would not connect any of the Omni-HGS carriers with each other, connect any of the Target Carriers with each other, or connect any Omni-HGS carrier to

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<sup>1</sup> According to the verified notice, OmniTRAX and HGS are under joint managerial and operational control, and together they exercise control over numerous Class III rail carriers through affiliated holding company entities.

<sup>2</sup> Public and confidential versions of the Stock Purchase Agreement dated February 19, 2026, and the First Amendment dated April 2, 2026, were filed with the verified notice. The confidential version was submitted under seal concurrently with a motion for protective order, which is addressed in a separate decision.

any of the Target Carriers; (2) is not part of a series of anticipated transactions that would connect these carriers with each other; and (3) no Class I carrier is involved in the transaction. Therefore, the proposed transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. See 49 CFR 1180.2(d)(2).

The earliest the transaction may be consummated is May 27, 2026, the effective date of the exemption (30 days after the verified notice was filed).

Under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. However, 49 U.S.C. 11326(c) does not provide for labor protection for transactions under 49 U.S.C. 11324 and 11325 that involve only Class III rail carriers. Because this transaction involves Class III rail carriers only, the Board, under the statute, may not impose labor protective conditions for this transaction.

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 May 20, 2026 (at least seven days before the exemption becomes effective).

All pleadings, referring to Docket No. FD 36922, should be filed with the Surface Transportation Board via e-filing on the Board's website. In addition, a copy of each pleading must be served on Omni-HGS' representative, Robert A. Wimbish, Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 800, Chicago, IL 60606-3208.

According to Omni-HGS, 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: May 7, 2026.

By the Board, Anika S. Cooper, Chief Counsel, Office of Chief Counsel.

**Aretha Laws-Byrum,**

*Clearance Clerk.*

[FR Doc. 2026-09453 Filed: 5/12/2026 8:45 am; Publication Date: 5/13/2026]