

28692

SERVICE DATE - DECEMBER 16, 1997

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33413]

Trimax Holdings, Inc.—Corporate Family Transaction Exemption—Allegheny Valley
Railroad Company and Southwest Pennsylvania Railroad Company

Trimax Holdings, Inc. (TMH), a noncarrier holding company, has filed a verified notice of exemption for the acquisition of control through stock ownership of the Allegheny Valley Railroad Company (AVR) and the Southwest Pennsylvania Railroad Company (SWP).¹ TMH is wholly owned and controlled by Russell A. Peterson (Peterson), a noncarrier individual. Prior to the transaction covered by the exemption, AVR and SWP were commonly controlled through stock ownership by Peterson, Philip C. Larson (P. Larson) and Dennis E. Larson (D. Larson), also noncarrier individuals.² TMH has acquired all of the outstanding stock of AVR that had previously been owned by P. Larson and D.

¹ AVR and SWP are Class III common carriers by rail operating in the State of Pennsylvania.

² In addition, Peterson, P. Larson, and D. Larson commonly control the Camp Chase Industrial Railroad Corporation (CCIR), a Class III common carrier operating in the State of Ohio. No changes in the ownership of CCIR are planned at this time.

Larson.³ Following the issuance of stock to TMH by SWP's board of directors that is as anticipated to occur in the near future, TMH will own 92.69% of the stock of SWP.⁴

The transaction was to be consummated on or after the December 8, 1997 effective date of the exemption. TMH's acquisition of control of AVR and SWP is intended to create operating and management efficiencies for these entities.

This is a transaction within a corporate family of the type specifically exempted from prior review and approval under 49 CFR 1180.2(d)(3). The parties state that the transaction will not result in changes in service levels, operational changes, or a change in the competitive balance with carriers outside the corporate family.

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. Section 11326(c), however, does not provide for labor protection for transactions under sections 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 reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to reopen will not automatically stay the transaction.

³ The stock of AVR is currently 50% owned by Peterson and 50% owned by TMH.

⁴ At that time, TMH would own 92.69% of the stock of SWP, Peterson would own 3.67%, and P. Larson and D. Larson would each own 1.82%.

STB Finance Docket No. 33413

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33413, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Kevin M. Sheys, Esq., Oppenheimer Wolff & Donnelly, 1020 Nineteenth Street, N.W., Suite 400, Washington, DC 20036

Decided: December 9, 1997.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

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