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SERVICE DATE - SEPTEMBER 3, 1997

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FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33443]

RailAmerica, Inc.—Continuance in Control Exemption—St. Croix Valley Railroad
Company

RailAmerica, Inc. (RailAmerica) has filed a notice of exemption to continue in control of the St. Croix Valley Railroad Company (SCV), upon SCV's becoming a Class III railroad.

The transaction was expected to be consummated on or after the August 21, 1997 effective date of the exemption.

This transaction is related to STB Finance Docket No. 33442, St. Croix Valley Railroad Company—Acquisition and Operation Exemption—The Burlington Northern and Santa Fe Railway Company, wherein SCV seeks to acquire and operate certain rail lines from The Burlington Northern and Santa Fe Railway Company.

RailAmerica directly controls 11 common carrier Class III railroads operating in 9 states: the Cascade and Columbia River Railroad Company; the Delaware Valley Railway Company, Inc.; the Evansville Terminal Company, Inc.; the Gettysburg Railway; the Huron & Eastern Railway Company, Inc.; the Minnesota Northern Railroad, Inc.; the Otter Tail Valley Railroad Company; the Saginaw Valley Railway Company, Inc; the West Texas & Lubbock Railroad Company, Inc.; the Dakota Rail, Inc.; and the South Central Tennessee Railroad Company.

RailAmerica states that: (i) the rail lines to be operated by SCV do not connect with any railroad in the corporate family; (ii) the transaction is not part of a series of anticipated transactions that would connect SCV with any railroad in the corporate family; and (iii) the transaction does not involve a Class I carrier. Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. *See* 49 CFR 1180.2(d)(2).

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 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 transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33443, 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 Gary Laakso, Esq., RailAmerica, Inc., 301 Yamato Road, Suite 1190, Boca Raton, FL 33431.

Decided: August 26, 1997.

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

Vernon A. Williams

Secretary