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BEFORE THE SURFACE TRANSPORTATION BOARD ENTERED

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FINANCE DOCKET NO. 35696  
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Office of Proceedings  
November 28, 2012  
Part of  
Public Record

MICHIGAN SOUTHERN RAILROAD COMPANY  
- ACQUISITION AND OPERATION EXEMPTION -  
LINE OF RMW VENTURES, LLC AND  
MAUMEE & WESTERN RAILROAD CORP.  
IN ALLEN COUNTY, INDIANA AND  
PAULDING, DEFIANCE AND HENRY COUNTIES, OHIO

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**NOTICE OF EXEMPTION**  
PURSUANT TO 49 CFR 1150.41, et. seq.  
\_\_\_\_\_

Daniel A. LaKemper, Esq.  
General Counsel  
Michigan Southern Railroad Company  
1318 S. Johanson Road  
Peoria, Illinois 61607  
Tel.: (309) 697-1400

Dated: November 28, 2012

FEE RECEIVED  
November 28, 2012  
SURFACE  
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- 1 -

FILED  
November 28, 2012  
SURFACE  
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BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO.35696

MICHIGAN SOUTHERN RAILROAD COMPANY  
--ACQUISITION AND OPERATION EXEMPTION--  
LINE OF RMW VENTURES, LLC AND  
MAUMEE & WESTERN RAILROAD CORP.  
IN ALLEN COUNTY, INDIANA AND  
PAULDING, DEFIANCE AND HENRY COUNTIES, OHIO

NOTICE OF EXEMPTION

Pursuant to 49 C.F.R. §1150.41, et. seq., Michigan Southern Railroad Company ("MSO"), a Class III Carrier, hereby files this Notice of Exemption to acquire and operate the rail line currently owned by RMW Ventures, LLC, and operated by Maumee & Western Railroad Corporation between Milepost 79.0, at/near Woodburn, Indiana, and Milepost TN-28.0, in/near Liberty Center, Ohio, a distance of approximately 51 miles in Macon County, Illinois, as shown on the map attached hereto as Exhibit A (the "Line"). Based on projected revenues for the Lines, MSO expects to remain a Class III rail carrier after consummation of the transaction proposed herein.

In accordance with the requirements of 49 C.F.R. §1150.43, MSO submits the following information:

**Name and Address of Applicant: 49 C.F.R. §1150.43(a)**

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

Michigan Southern Railroad Company  
1318 S. Johanson Road  
Peoria, IL 61607

**Applicant's Representative: 49 C.F.R. §1150.43(b)**

The name, address and telephone number of the representative of the applicant who should receive correspondence is as follows:

Daniel A. LaKemper, General Counsel  
Michigan Southern Railroad Company  
1318 S. Johanson Road  
Peoria, Illinois 61607

**Statement Concerning Agreement: 49 C.F.R. §1150.43(c)**

MSO has reached agreement with RMW Ventures, LLC ("RMV") and Maumee & Western Railroad Corporation ("MAW"), providing for MSO to purchase and operate the Line.

**Operation of the Property: 49 C.F.R. §1149.43(d)**

MSO will operate, maintain and provide all rail common carrier services on the Line.

**Brief Summary of the Transaction: 49 C.F.R. §1150.43(e):**

Pursuant to the Agreement with RMW and MAW, MSO proposes to purchase, operate, maintain, and perform all common carrier service on the Line. There are no restrictions on interchange.

The Line is currently owned by RMW Ventures, LLC and leased to Maumee & Western

Railroad Corporation (See FD-33535, Served January 16, 1998, Maumee & Western Railroad Corporation – Operation Exemption; and FD-33541, Served March 10, 1998, RMW Ventures, LLC, Corporate Family Transaction Exemption).

MSO currently owns and operates a line of railroad between White Pigeon and Sturgis, Michigan. MSO also currently owns and leases to subsidiary carriers, trackage between Elkhart and Mishiwaka, Indiana, and at Kendallville, Indiana (**See Finance Docket No. FD-33941, Served October 10, 2000, Pioneer Railcorp and Michigan Southern Railroad Company – Corporate Family Transaction Exemption**). None of these lines physically connect with the Line, nor are there any plans to connect them (Kendallville, Indiana is approximately 42 miles from Woodburn).

MSO will operate the Line as a separate line, under the name “Michigan Southern Railroad Company”.

**Other Information.**

- (1) The name and address of the owner and railroad transferring the subject property to the Class III rail carrier applicant:

RMW Ventures, LLC  
Maumee & Western Railroad Corporation  
300 E. Walnut Street  
Corydon, Indiana 47112

- (2) The proposed time schedule for consummation of the transaction:

Consummation of this transaction will occur on or about December 28, 2012, or upon the effective date of this exemption, if later, and operations under this exemption will begin thereafter.

- (3) The mileposts of the subject property:

The Line extends from Milepost 79.0, at/near Woodburn, Allen County, Indiana, in a generally northeasterly direction through Paulding and Defiance Counties, Ohio, to Milepost TN-28.0, in/near Liberty Center, Henry County, Ohio, a distance of approximately 51 miles;

(4) The total route miles being acquired:

The length of the mainline trackage of the Lines is approximately 51 miles.

**Map: 49 C.F.R. §1150.43(f):**

A map showing the Line and the surrounding trackage is attached as Exhibit A of this Notice.

**Certificate of Compliance: 49 C.F.R. §1150.43(g):**

The Applicant certifies that the projected annual revenue on the Line is less than \$5 Million and that the transaction will not result in the creation of a Class II or Class I rail carrier so as to require processing under 49 C.F.R. §1150.45. See Exhibit B.

**Transactions Imposing Interchange Commitment: 49 C.F.R. §1150.43(h):**

The proposed acquisition and operation of the Line does not involve a provision or agreement that would limit future interchange with a third-party connecting carrier.

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

Under 49 C.F.R. §1105.6(c)(2), MSO's proposed acquisition and operation of the Line is

exempt from environmental reporting requirements. 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), MSO's acquisition and operation of the Line is also exempt from historic preservation reporting requirements. The proposed purchase is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to discontinue or abandon 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.

Pursuant to 49 USC §10902(d), no labor protection is required by the action described in this Notice.

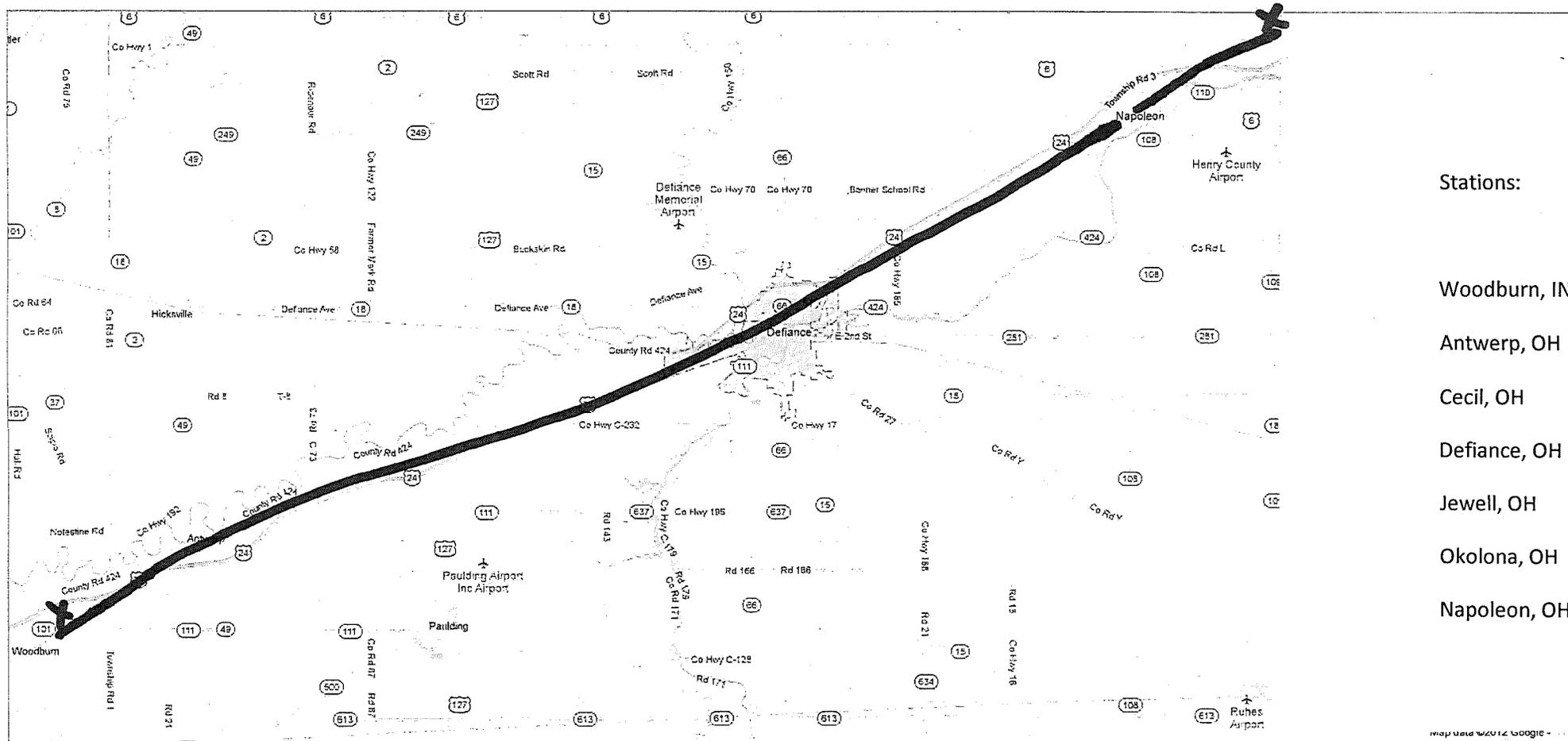
Respectfully submitted,



Daniel A. LaKemper, Esq.  
General Counsel  
Michigan Southern Railroad Company  
1318 S. Johanson Road  
Peoria, Illinois 61607  
Tel.: (309) 697-1400

EXHIBIT A Google

To see all the details that are visible on the screen, use the "Print" link next to the map.



Stations:

- Woodburn, IN
- Antwerp, OH
- Cecil, OH
- Defiance, OH
- Jewell, OH
- Okolona, OH
- Napoleon, OH



SURFACE TRANSPORTATION BOARD

*Notice of Exemption*

Finance Docket No. 35696

MICHIGAN SOUTHERN RAILROAD COMPANY  
-ACQUISITION AND OPERATION EXEMPTION-  
LINE OF RMW VENTURES, LCC and  
MAUMEE & WESTERN RAILROAD CORP.  
IN ALLEN COUNTY, INDIANA AND  
PAULDING, DEFIANCE AND HENRY COUNTIES, OHIO

**NOTICE OF EXEMPTION**  
PURSUANT TO 49 CFR 1150.41. et. seq.

Michigan Southern Railroad Company (“MSO”) has filed a notice of exemption, pursuant to 49 CFR 1150.41, et. seq., Exempt Transactions Under 49 U.S.C. 10902 For Class III Rail Carriers, with the Surface Transportation Board, to acquire and operate the rail line owned by RMW Ventures, LLC and operated by Maumee & Western Railroad Corporation between Milepost 79.0, in/near Woodburn, Allen County, Indiana, and Milepost TN-28.0, in/near Liberty Center, Henry County, Ohio, a distance of approximately 51 miles.

MSO certifies that is projected annual revenues as a result of this transaction will not exceed those that would qualify it as a Class III rail carrier and further certifies that its projected annual revenues on this Line will not exceed \$5 million.

The notice is filed under 49 CFR 1150.41. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 40 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 this exemption. Petitions to stay must be filed no later than December 21, 2012 (at least 7 days before the exemption becomes effective).

Any comments or pleadings referring to FD 35696 must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington D.C. 20423-0001. In addition, one copy of any pleading must be served on Daniel A. LaKemper, Esq., General Counsel, Michigan Southern Railroad Company, 1318 S. Johanson Road, Peoria, Illinois 61607, Telephone (309) 697-1400.

Board decisions and notices are available on our website at [WWW.STB.DOT.GOV](http://WWW.STB.DOT.GOV).

Decided:

By the Board,  
Rachel D. Campbell, Director, Office of Proceedings.