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SERVICE DATE - APRIL 8, 1999

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33730]

IMC Global Inc.—Intracorporate Family Transaction Exemption—Trona Railway Company, LLC

IMC Global Inc. (IMC), a noncarrier, has filed a verified notice of exemption. The exempt transaction involves the merger of two IMC subsidiaries: Trona Railway Company, LLC (TR-LLC), currently a noncarrier,<sup>1</sup> and Trona Railway Company (Trona), a Class III railroad.<sup>2</sup> Trona will be merged into TR-LLC, with TR-LLC being the surviving entity following the merger.

The earliest the transaction could be consummated was March 25, 1999, the effective date of the exemption (7 days after the notice of exemption was filed).

The proposed merger is intended to modify IMC's corporate structure through the merger of Trona and TR-LLC in order to improve the financial viability of the applicants, to permit the merged company to enjoy the benefits afforded to limited liability companies under Delaware law, and to facilitate the recapitalization of certain noncarrier subsidiaries of IMC, including TR-LLC's direct corporate parent, IMC Chemicals Inc.

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

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<sup>1</sup> TR-LLC is a newly-formed limited liability company chartered in the State of Delaware.

<sup>2</sup> TR-LLC and Trona are both indirectly owned and controlled by IMC. Trona operates approximately 30 miles of rail line between Trona, CA, and a connection with the Union Pacific Railroad near Searles, CA. IMC also indirectly owns and controls The Hutchinson & Northern Railway Company, a Class III railroad, which operates 3 miles of rail line in the State of Kansas.

result in adverse changes in service levels, significant 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.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33730, 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 Donald H. Smith, Esq., Sidley & Austin, 1722 I Street, N.W., Washington, DC 20006.

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

Decided: March 31, 1999.

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

Vernon A. Williams

Secretary