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SERVICE DATE - FEBRUARY 18, 1998

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33547]

IMC Global Inc.--Acquisition of Control Exemption--Trona Railway Company and Hutchinson & Northern Railway Company

IMC Global Inc. (IMC),<sup>1</sup> a publicly-held company headquartered in Illinois, has filed a notice of exemption to acquire control of Trona Railway Company (Trona), a Class III rail carrier operating in California, and Hutchinson & Northern Railway Company (H&N), a Class III rail carrier, operating in Kansas, as part of its acquisition of Harris Chemical Group, Inc. (Harris), a privately-owned Delaware corporation headquartered in New York, which is the corporate parent of Trona and H&N.

IMC's acquisition of Harris will be accomplished through a merger of IMC's subsidiary, IMC Merger Sub Inc. (Newco), with and into Harris, which controls, among other companies, the North American Chemical Company (NACC), which holds all of the outstanding shares of Trona, and the North American Salt Company (NASC), which holds all of the outstanding shares of N&H. Harris will continue, under the name IMC Inorganic Chemicals Inc., as the surviving corporation and wholly owned subsidiary of IMC, and the corporate existence of Newco will cease.

IMC intends to consummate this transaction within 60 days of the February 4, 1998 filing date of this notice of exemption, but not earlier than the February 11, 1998 effective date of the

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<sup>1</sup> IMC states that it is a noncarrier and that it controls no railroads operating in the United States.

exemption.

IMC states that: (1) these railroads do not connect with each other; (2) the acquisition of control is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in its corporate family; and (3) the transaction does not involve a Class I rail carrier. The transaction therefore 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 railroad 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.

STB Finance Docket No. 33547

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33547, 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, Sidley & Austin, 1722 Eye Street, N.W., Washington, DC 20006.

Decided: February 10, 1998.

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

Vernon A. Williams

Secretary