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SERVICE DATE – JULY 11, 2014

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FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35821]

Watco Holdings, Inc.—Continuance in Control Exemption—Blue Ridge Southern Railroad, L.L.C.

Watco Holdings, Inc. (Watco), a noncarrier, has filed a verified notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of Blue Ridge Southern Railroad, L.L.C. (BLU), upon BLU's becoming a Class III rail carrier. Watco owns, indirectly, 100 percent of the issued and outstanding stock of BLU, a limited liability company.

This transaction is related to a concurrently filed verified notice of exemption in Blue Ridge Southern Railroad, L.L.C.—Acquisition Exemption—Norfolk Southern Railway Company, Docket No. FD 35820, wherein BLU seeks Board approval to acquire and operate approximately 91.8 miles of rail line owned by Norfolk Southern Railway Company between specified points in North Carolina.

The transaction may be consummated on or after July 25, 2014, the effective date of the exemption (30 days after the notice of exemption was filed).

Watco is a Kansas corporation that currently controls, indirectly, one Class II rail carrier, operating in two states, and 28 Class III rail carriers, operating in 19 states. For a complete list of these rail carriers, and the states in which they operate, see Watco's

notice of exemption filed on June 25, 2014. The notice is available on the Board's website at "WWW.STB.DOT.GOV."

Watco represents that: (1) the rail lines to be operated by BLU do not connect with any of the rail lines operated by the carriers in the Watco corporate family; (2) the continuance in control is not a part of a series of anticipated transactions that would result in such a connection; and (3) 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 C.F.R. § 1180.2(d)(2).

Watco states that the purpose of the transaction is to reduce overhead expenses, coordinate billing, maintenance, mechanical, and personnel policies and practices of its rail carrier subsidiaries and thereby improve the overall efficiency of rail service provided by the railroads in the Watco 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. Because the transaction involves the control of one Class II and one or more Class III rail carriers, the transaction is subject to the labor protection requirements of 49 U.S.C. § 11326(b) and Wisconsin Central Ltd.—Acquisition Exemption—Lines of Union Pacific Railroad, 2 S.T.B. 218 (1997).

If the verified 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

effectiveness of the exemption. Petitions for stay must be filed by July 18, 2014 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35821, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Karl Morell, Ball Janik LLP, 655 Fifteenth Street, N.W., Suite 225, Washington, DC 20005.

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

Decided: July 8, 2014.

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