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SERVICE DATE - SEPTEMBER 5, 1997

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33450]

Wisconsin & Southern Railroad Co.—Corporate Family Transaction

Exemption—Wisconsin and Calumet Railroad Company

Wisconsin & Southern Railroad Co. (WSOR) and Wisconsin and Calumet Railroad Company (WICT),<sup>1</sup> Class III railroads, have jointly filed a verified notice of exemption.

The exempt transaction is a merger of WICT into WSOR.

The transaction is expected to be consummated on or about September 1, 1997.

The proposed merger is intended to enhance operating economies, improve service, foster greater operating efficiency, simplify the corporate structure, unify accounting and billing, and improve the financial viability of the surviving corporation.

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 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

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<sup>1</sup> WSOR and WICT are commonly-controlled by William E. Gardner. WSOR operates in the State of Wisconsin, and WICT operates in the States of Wisconsin and Illinois.

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. 33450, 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 Robert A. Wimbish, Esq., Rea, Cross & Auchincloss, 1920 N Street, N.W., Suite 420, Washington, DC 20036.

Decided: August 28, 1997.

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

Vernon A. Williams

Secretary