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SERVICE DATE – JULY 11, 2014

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35820]

Blue Ridge Southern Railroad, L.L.C.—Acquisition Exemption—Norfolk Southern
Railway Company

Blue Ridge Southern Railroad, L.L.C. (BLU)¹, a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to acquire from Norfolk Southern Railway Company (NSR), and to operate, three rail lines in the State of North Carolina comprising a total distance of approximately 91.8 miles extending between (1) milepost T0.0 at Murphy Jct., and milepost T47.0 at Dillsboro; (2) milepost W1.0 at Asheville, and milepost W26.0 at East Flat Rock; and (3) milepost TR0.0 at Henderson, and milepost TR19.8 at Pisgah Forest.

This transaction is related to a concurrently filed verified notice of exemption in Watco Holdings, Inc.—Continuance in Control Exemption—Blue Ridge Southern Railroad, L.L.C., Docket No. FD 35821, wherein Watco Holdings, Inc. seeks Board approval under 49 C.F.R. § 1180.2(d)(2) to continue in control of BLU, upon BLU's becoming a Class III rail carrier.

¹ BLU is a wholly owned subsidiary of Watco Holdings, Inc.

BLU states that the agreement between BLU and NSR does not contain any provision that prohibits BLU or may limit future interchange traffic with a third-party connecting carrier.

BLU has certified that its projected annual revenues as a result of this transaction will not result in BLU's becoming a Class II or Class I rail carrier. Because BLU's projected annual revenues will exceed \$5 million, BLU certified to the Board on May 9, 2014, that it had complied with the requirements of 49 C.F.R. § 1150.32(e) by providing notice to employees and their labor union on the affected 91.8-mile line.

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

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 effectiveness of the exemption. Petitions for stay must be filed no later than 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 35820 must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Karl Morell, Ball Janik LLP, 655 Fifteenth Street, N.W., Suite 225, Washington, DC 20005.

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Decided: July 8, 2014.

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