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SERVICE DATE - APRIL 9, 1997

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33327]

Dennis Washington, et al.--Continuance in Control

Exemption--I&M Rail Link, LLC

Dennis Washington, William H. Brodsky, Mort Lowenthal, Dorn Parkinson, J. Fred Simpson, and Thomas J. Walsh, noncarrier individuals (applicants), have filed a verified notice of exemption to continue in control, through ownership and management, of I&M Rail Link, LLC (I&M) upon I&M's becoming a rail carrier. Applicants control, through ownership and management, one other rail carrier, Montana Rail Link, Inc. (MRL), a Class II railroad operating in Montana, Idaho, and Washington.

This proceeding is related to STB Finance Docket No. 33326, wherein I&M, a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 and 1150.35 to acquire from Soo Line Railroad Company, d/b/a/ Canadian Pacific Railway (CPR), and operate approximately 1,109 miles of rail line and 262 miles of trackage rights in Iowa, Illinois, Minnesota, Missouri, Wisconsin, and Kansas. The system to be acquired by I&M, which is more fully described

in the STB Finance Docket No. 33326 notice published concurrently herewith, consists generally of: (1) CPR's "KC Mainline" between Kansas City, MO, and Pingree Grove, IL, including trackage rights between Pingree Grove and Chicago, IL; and (2) CPR's "Corn Lines" between Sabula and Sheldon, IA, including branch lines and trackage rights in southern Minnesota. Upon acquiring such lines and trackage rights, I&M will become a Class II rail carrier.

Applicants state that: (i) I&M and MRL will not connect with each other or with any railroad in their corporate family; (ii) the continuance in control is not part of a series of anticipated transactions that would connect the railroads with each other or with any railroad in their corporate family; and (iii) the transaction does not involve any Class I carriers. Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. See 49 CFR 1180.2(d)(2).

Pursuant to a decision of the Board served April 2, 1997, I&M may consummate its proposed acquisition on or after April 4, 1997. I&M intends to consummate that acquisition as soon as practicable. The control transaction

in the instant docket will be consummated simultaneously therewith.

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. Although applicants do not expect any employees to be adversely affected by this control transaction, they have agreed to apply employee protective conditions pursuant to 49 U.S.C. 11326(a). Therefore, any employees adversely affected by the control transaction will be protected by the conditions set forth in New York Dock Ry.--Control--Brooklyn Eastern Dist., 360 I.C.C. 60 (1979).

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.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33327, 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, one copy of each pleading must be served

STB Finance Docket No. 33327

on Mark H. Sidman, Esq., Weiner, Brodsky, Sidman & Kider,
P.C., 1350 New York Avenue, N.W., Suite 800, Washington, DC
20005-4797.

Decided: April 3, 1997.

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

Vernon A. Williams

Secretary