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SERVICE DATE – DECEMBER 24, 2014

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FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35887]

Pioneer Railcorp, Pioneer Railroad Services, Inc., and Decatur Junction Railway Co.—
Exemption for Transaction Within a Corporate Family

Pioneer Railcorp (PIONEER), Pioneer Railroad Services, Inc. (PRS), and Decatur Junction Railway Co. (DJR) (collectively, the Applicants) have filed a verified notice of exemption under 49 C.F.R. § 1180.2(d)(3) for a corporate family transaction in which: (1) PRS will acquire from DJR a rail line extending between milepost 745.54, at/near Elwin, Ill., and milepost 749.94, in/near Decatur, Ill., a distance of approximately 4.4 miles in Macon County, Ill.; (2) PIONEER will continue in control of PRS when it becomes a Class III rail carrier, upon PRS's acquisition of the line; and (3) pursuant to a lease agreement with PRS, DJR will continue to operate the line.

According to Applicants, PRS and DJR are currently owned by PIONEER, which owns 100% of the common stock of 17 Class III rail carrier subsidiaries. Applicants also state that DJR currently owns the line and that PRS certifies that: (1) its annual revenues as a result of this transaction will not exceed those that would qualify it as a Class III rail carrier; and (2) annual revenues on the line will not exceed \$5 million. Pursuant to a written agreement that has not yet been executed, Applicants state that PRS will purchase the line from DJR and subsequently leaseback operating rights to DJR, which will

continue to operate, maintain, and perform contract and common carrier service on the line. In addition, Applicants state that the agreement will contain no restrictions on interchange.

Unless stayed, the exemption will be effective on January 7, 2015 (30 days after the verified notice was filed).¹ Applicants state they propose to consummate the transaction on or about December 31, 2014. But the earliest the transaction may be consummated is after the January 7, 2015 effective date of the exemption.

According to Applicants, the purpose of this proposed transaction is to improve operating and administrative efficiencies within the corporate family.

The line transfer is a transaction within a corporate family exempted from prior review and approval under 49 C.F.R. § 1180.2(d)(3). Applicants 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 11326(c), however, does not provide for labor protection for transactions under §§ 11324 and 11325 that involve only Class III rail carriers. Accordingly, the Board may not impose labor protective conditions here, because all of the carriers involved are Class III rail carriers.

¹ By letter filed December 8, 2014, Applicants supplemented its notice of exemption. Because Applicants supplemented its verified notice on December 8, 2014, that date is considered the filing date of the verified notice.

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 December 31, 2014 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35887, 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 the Applicants' representative, Daniel A. LaKemper, Esq., General Counsel, Pioneer Railcorp, 1318 S. Johanson Road, Peoria, Illinois 61607.

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Decided: December 19, 2014.

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