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May 21, 2015

238463

BY HAND DELIVERY

Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423

ENTERED
Office of Proceedings
May 21, 2015
Part of
Public Record

Re: Docket No. 35933, Watco Holdings, Inc. – Continuance in Control
Exemption – Lubbock and Western Railway, L.L.C.

Attached for filing are the original and ten copies of a Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2), and a check covering the \$1,300 filing fee.

If you have any questions, please call me.

Sincerely,

A handwritten signature in cursive script that reads 'Karl Morell'.

Karl Morell

Enclosures

FEE RECEIVED
May 21, 2015
SURFACE
TRANSPORTATION BOARD

FILED
May 21, 2015
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35933

WATCO HOLDINGS, INC.
-- CONTINUANCE IN CONTROL EXEMPTION
LUBBOCK AND WESTERN RAILWAY, L.L.C.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1180.2(d)(2)



KARL MORELL
KARL MORELL & ASSOCIATES
Suite 225
655 Fifteenth Street, N.W.
Washington, D.C. 20005
(202) 595-9045

Attorney for:
WATCO HOLDINGS, INC.

Dated: May 21, 2015

BEFORE THE
SURFACE TRANSPORTATION BOARD

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WATCO HOLDINGS, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
LUBBOCK AND WESTERN RAILWAY, L.L.C.

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1180.2(d)(2)

Watco Holdings, Inc. ("Watco"), files this Notice of Exemption, pursuant to 49 C.F.R. § 1180.2(d)(2), for Watco to continue in control of Lubbock and Western Railway, L.L.C. ("LWR"), a non-carrier, upon LWR becoming a Class III railroad. In support of this Notice of Exemption, Watco submits the following information as required by 49 C.F.R. § 1180.4(g):

Section 1180.6(a)

- (1) A description of the proposed transaction.
 - (i) A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of counsel to whom questions regarding the proposed transaction can be addressed.

Watco, a non-carrier, which currently controls indirectly thirty (30) Class III railroads and one (1) Class II railroad, collectively operating in 22 States. Watco also owns, indirectly, 100 percent of the issued and outstanding stock of LWR, a limited liability company and a non-carrier that was formed for the purpose of acquiring and leasing the rail lines owned by West Texas and Lubbock Railway Company, Inc., and West Texas and Lubbock Railroad Company,

Inc. (collectively “WTLR”).¹ Concurrently with the filing of this Notice of Exemption, LWR is filing a Notice of Exemption in Finance Docket No. 35932, *Lubbock and Western Railway, L.L.C. – Acquisition and Lease Exemption – West Texas and Lubbock Railway Company, Inc., and West Texas and Lubbock Railroad Company, Inc.*, under 49 C.F.R. § 1150.31, to acquire and lease the rail lines owned by WTLR in Texas. Upon consummation of the transaction in Finance Docket No. 35932, LWR will become a Class III carrier.

Watco also controls, through stock ownership and management, the South Kansas and Oklahoma Railroad Inc. (“SKO”), Palouse River & Coulee City Railroad, L.L.C. (“PRCC”), the Timber Rock Railroad, L.L.C. (“TIBR”), the Stillwater Central Railroad, L.L.C. (“SLWC”), the Eastern Idaho Railroad, L.L.C. (“EIRR”), Kansas & Oklahoma Railroad, L.L.C. (“K&O”), the Pennsylvania Southwestern Railroad, L.L.C. (“PSWR”), the Great Northwest Railroad, L.L.C. (“GNR”), the Kaw River Railroad, L.L.C. (“KRR”), the Mission Mountain Railroad, L.L.C. (“MMT”), the Mississippi Southern Railroad, L.L.C. (“MSRR”), the Yellowstone Valley Railroad, L.L.C. (“YVRR”), the Louisiana Southern Railroad, L.L.C. (“LSRR”), the Arkansas Southern Railroad, L.L.C. (“ARSR”), the Alabama Southern Railroad, L.L.C. (“ABS”), the Vicksburg Southern Railroad, L.L.C. (“VSOR”), the Austin Western Railroad, L.L.C. (“AWRR”), the Baton Rouge Southern Railroad, L.L.C. (“BRSR”), the Pacific Sun Railroad, L.L.C. (“PSRR”), the Grand Elk Railroad, Inc. (“GER”), Alabama Warrior Railway, L.L.C. (“AWR”), Boise Valley Railroad, L.L.C. (“BVR”); Autauga Northern Railroad, L.L.C. (“ANRR”); Swan Ranch Railroad, L.L.C. (“SRRR”); Wisconsin & Southern Railroad, L.L.C. (“WSOR”); Birmingham Terminal Railway, L.L.C. (“BRS”); the Ann Arbor Railroad, Inc.

¹ Watco today is also filing a Notice of Exemption to control the Texas New Mexico Railway, L.L.C. (“TNMR”) upon TNMR becoming a Class III rail carrier in *Watco Holdings, Inc. – Control Exemption – Texas New Mexico Railway, L.C.C.*

("AA"); the Pecos Valley Southern Railway ("PVS"); San Antonio Central Railroad, L.L.C. ("SAC"), Blue Ridge Southern Railroad, L.L.C. ("BLU") and Bogalusa Bayou Railroad, L.L.C. ("BBRR"). SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, MSRR, YVRR, LSRR, ARSR, ABS, VSOR, AWRR, BRSR, PSRR, GER, AWR, BVR, ANRR, SRRR, BRS, AA, PVS, SAC, BLU and BBRR are Class III carriers which operate rail lines in 20 States. WSOR is a Class II carrier operating in 2 States.

The rail lines operated by SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, MSRR, YVRR, LSRR, ARSR, ABS, VSOR, AWRR, BRSR, PSRR, GER, AWR, BVR, ANRR, SRRR, BRS, WSOR, AA, PVS, SAC, BLU and BBRR do not connect with the rail lines being acquired and leased by LWR. The rail lines that are being acquired and leased by LWR are located in Texas. No other Watco railroad is located near the LWR

Also, the involved transaction is not part of a series of anticipated transactions that would connect the rail lines that will be operated by LWR with any railroad in the Watco corporate family. Finally, neither LWR nor any of the carriers controlled by Watco are Class I rail carriers. Accordingly, this transaction falls within the class of transactions described at 49 C.F.R. § 1180.2(d)(2), and exempt from prior approval by the Surface Transportation Board.

The name and business address of Applicants are as follows:

Watco Holdings, Inc.
315 W. 3rd Street
Pittsburg, KS 66762

Blue Ridge Southern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, Kansas 66762

Austin Western Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, Kansas 66762

Vicksburg Southern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, Kansas 66762

Alabama Southern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Arkansas Southern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, Kansas 66762

Louisiana Southern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Yellowstone Valley Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Mississippi Southern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Mission Mountain Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

South Kansas and Oklahoma Railroad, Inc.
123 N. Depot
Cherryvale, KS 67335

Palouse River & Coulee City Railroad, L.L.C.
325 Mill Road
Lewiston, ID 83501

Timber Rock Railroad, L.L.C.
505 West Avenue F
Silsbee, TX 77656

Stillwater Central Railroad, L.L.C.
123 N. Depot
Cherryvale, KS 67335

Eastern Idaho Railroad, L.L.C.
618 Shoshone St. West
Twin Falls, ID 83301

Kansas & Oklahoma Railroad, L.L.C.
1825 W. Harry
Wichita, KS 67213

Pennsylvania Southwestern Railroad, L.L.C.
10th Street and Midland Avenue
Midland, PA 15059

Great Northwest Railroad, L.L.C.
325 Mill Road
Lewiston, ID 83501

Kaw River Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Baton Rouge Southern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, Kansas 66762

Pacific Sun Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Grand Elk Railroad, Inc.
315 W. 3rd Street
Pittsburg, KS 66762

Alabama Warrior Railway, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Boise Valley Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Autauga Northern Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Birmingham Terminal Railway, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Swan Ranch Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Wisconsin & Southern Railroad, L.L.C.
5300 North 33rd Street
Milwaukee, WI 53209-0229

Pecos Valley Permian Railroad, L.L.C. d/b/a Pecos Valley Southern Railway Company
315 W. 3rd Street
Pittsburg, KS 66762

Ann Arbor Railroad, Inc.
4058 Chrysler Drive
Toledo OH 43608

San Antonio Central Railroad, L.L.C.
907 Billy Mitchell Blvd.
San Antonio, TX 78226

Bogalusa Bayou Railroad, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Lubbock and Western Railway, L.L.C.
315 W. 3rd Street
Pittsburg, KS 66762

Applicants' representative:

Karl Morell
Karl Morell & Associates
655 Fifteenth Street, N.W.
Suite 225
Washington, D.C. 20005
(202) 595-9045

(ii) The proposed time schedule for consummation of the proposed transaction.

Watco intends to consummate this transaction on or shortly after the effective date of this notice of exemption.

- (iii) The purpose sought to be accomplished by the proposed transaction.

Watco intends 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.

- (5) A list of the State(s) in which any part of the property of each applicant carrier is situated.

SKO's lines are located in Missouri, Kansas and Oklahoma.

EIRR's lines are located in Idaho.

PRCC's lines are located in Washington, Oregon and Idaho.

TIBR's lines are located in Texas and Louisiana.

SLWC's lines are located in Oklahoma.

K&O's lines are located in Kansas and Colorado.

PSWR's line is located in Pennsylvania.

GNR's lines are located in Idaho and Washington.

KRR's lines are located in Kansas and Missouri.

MMT's lines are located in Montana.

MSRR's line is located in Mississippi.

YVRR's lines are located in Montana and North Dakota.

LSRR's lines are located in Louisiana.

ARSR's lines are located in Arkansas and Oklahoma

ABS's lines are located in Mississippi and Alabama.

VSOR's lines are located in Mississippi.

AWRR's lines are located in Texas.

BRSR's lines are located in Louisiana.

PSRR's lines are located in California.

GER's lines are located in Indiana and Michigan.

AWR's lines are located in Alabama.

BVR's lines are located in Idaho.

ANRR's lines are located in Alabama.

SRRR's lines are located in Wyoming.

WSOR's rail lines are located in Wisconsin and Illinois.

BHRR's lines are located in Alabama.

SAC's rail lines are located in Texas.

PVS's rail line is located in Texas.

AA's rail lines are located in Michigan and Ohio.

BLU's rail lines are located in North Carolina.

BBRR's rail line over which it has trackage rights is located in Louisiana.

LWR's rail lines will be located in Texas.

(6) Map.

Maps illustrating the rail lines of SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, MSRR, YVRR, LSRR, ARSR, ABS, VSOR, AWRR, BRSR, PSRR, GER, AWR, BVR, ANRR, SRRR, WSOR, BHRR, SAC, PVS, BLU and BBRR and the rail lines to be operated by LWR are attached as Exhibit A.

(7)(ii) Agreement.

Watco will not enter into any agreement, or sign any written instrument, to continue in control of LWR.

SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, MSRR, YVRR, LSRR, ARSR, ABS, VSOR, AWRR, BRSSR, PSRR, GER, AWR, BVR, ANRR, SRRR, BHRR. SAC, PVS, AA, BLU and BBRR are Class III carriers, and LWR will become a Class III carrier. WSOR is a Class II carrier. Because the transaction involves the control of one or more Class III rail carriers and one Class II rail carrier, the transaction is subject to the labor protective requirements of 49 U.S.C. § 11326(b) and *Wisconsin Central LTD. – Acquisition Exem. – Union Pac. RR*, 2 S.T.B. 218 (1997).

ENVIRONMENTAL AND HISTORIC IMPACTS

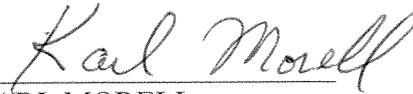
Watco will continue to control LWR for the purpose of continued rail operations where further Board approval is required to abandon any service, and there are no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. § 1105.8(b)(1).

Watco's continuance in control of LWR will not result in significant changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of these lines to motor carriage. This transaction will not result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the lines; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day. This transaction will not affect a Class I or nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, this transaction does not contemplate the

transportation of any ozone depleting materials. Therefore, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

This action will not significantly affect either the quality of the human environment or energy conservation.

Respectfully submitted,



KARL MORELL
KARL MORELL & ASSOCIATES
655 Fifteenth Street, N.W.
Suite 225
Washington, D.C. 20005
(202) 595-9045

Attorney for:
WATCO HOLDINGS, INC.

Dated: May 21, 2015

VERIFICATION

STATE OF KANSAS

)

COUNTY OF CRAWFORD

)

ss.

)

I, Arthur E. McKechnie, III, being duly sworn depose and state that I am Executive Vice President of Watco Holdings, Inc., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.

AE McKechnie III

Arthur E. McKechnie III

SUBSCRIBED AND SWORN TO before me this 20 day of May, 2015, in the County of Crawford, State of Kansas.

My Commission Expires: 5-19-2017

Cindy L. Davied

Notary Public

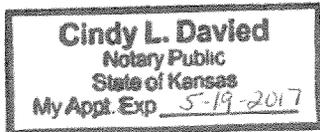
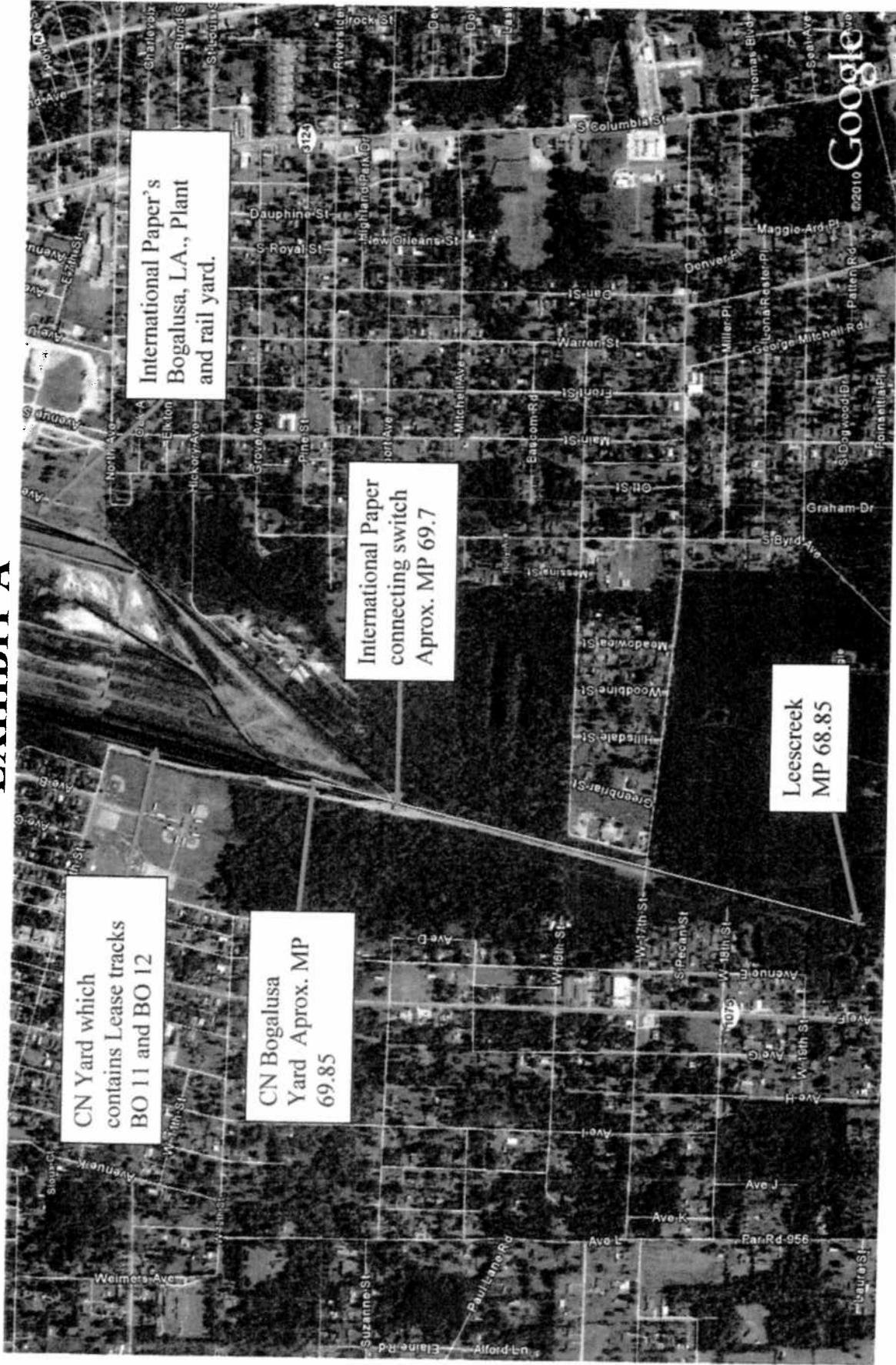


EXHIBIT A



MISSISSIPPI

ALABAMA



Prattville

LEGEND:

- Alabama Southern RR Abs
- Alabama Southern Trackage Rights
- Interchanges - Track miles 00
 - Artesia
 - Brookwood
 - Tuscaloosa
- Mechanical Services
- Switching Services



LEGEND:

Alabama Warrior RR (AWRR)

Inverchanges - Track miles of

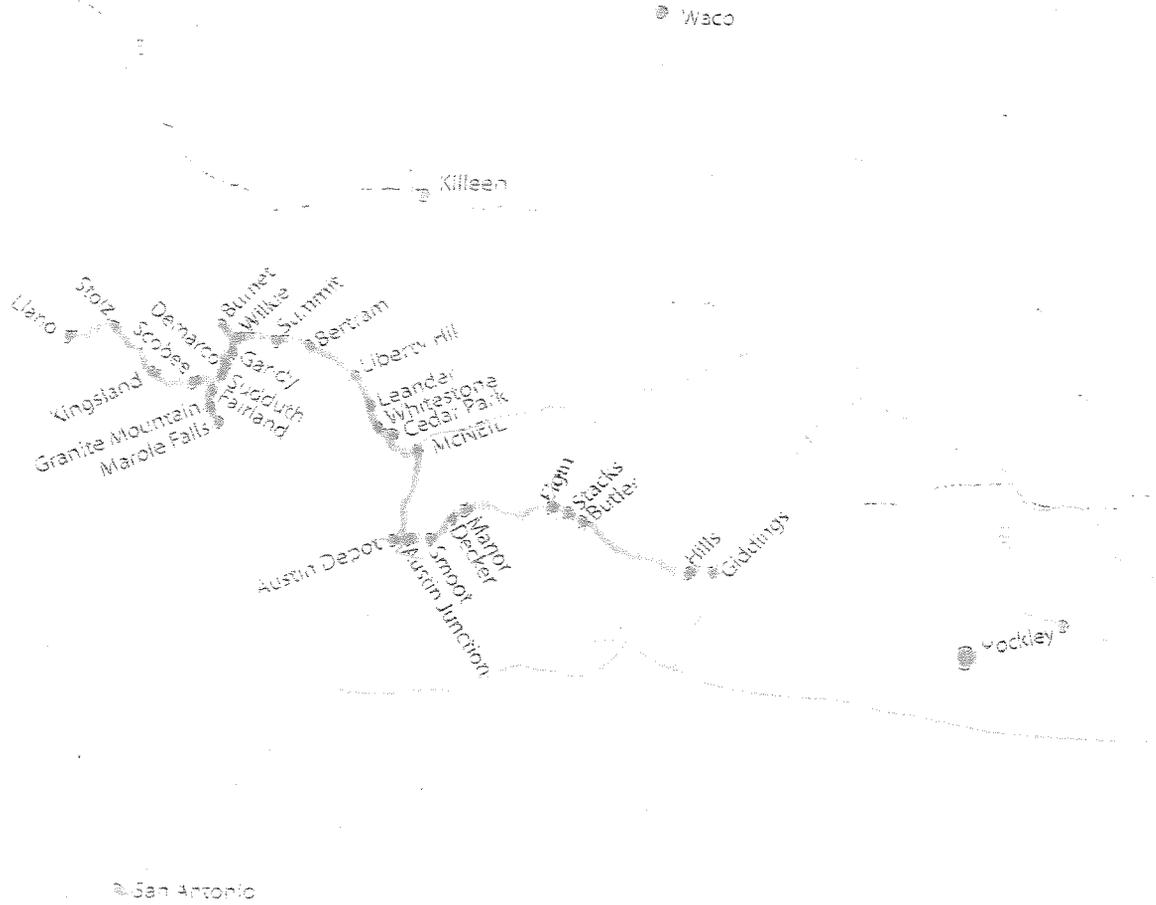
- Birmingham
- Birmingham
- Birmingham

- Mechanical Services
- Switching Services
- Transload Services



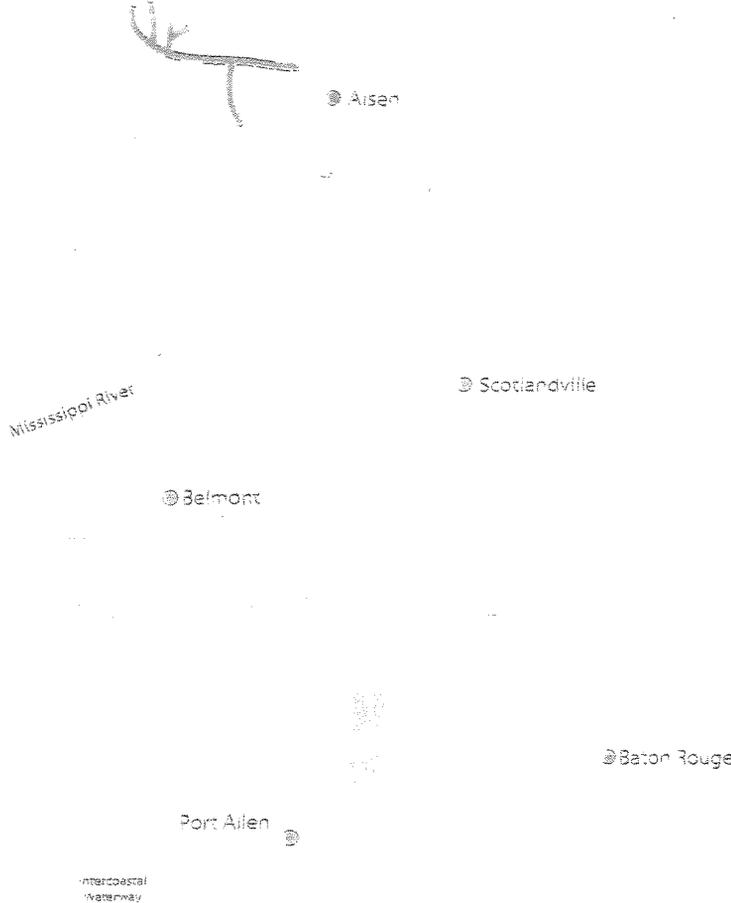
LEGEND:
 Arkansas Southern RR (ARS) 
Interchanges - Track miles 62
 • - Ashdown, Heavener
 ∩ ∪ - Nashville

TEXAS



LEGEND:	
—	Austin Western RR (AWRR)
—	Interchanges - Texas Industries (TI)
●	McNeil
●	McNeil
●	Mechanical Services

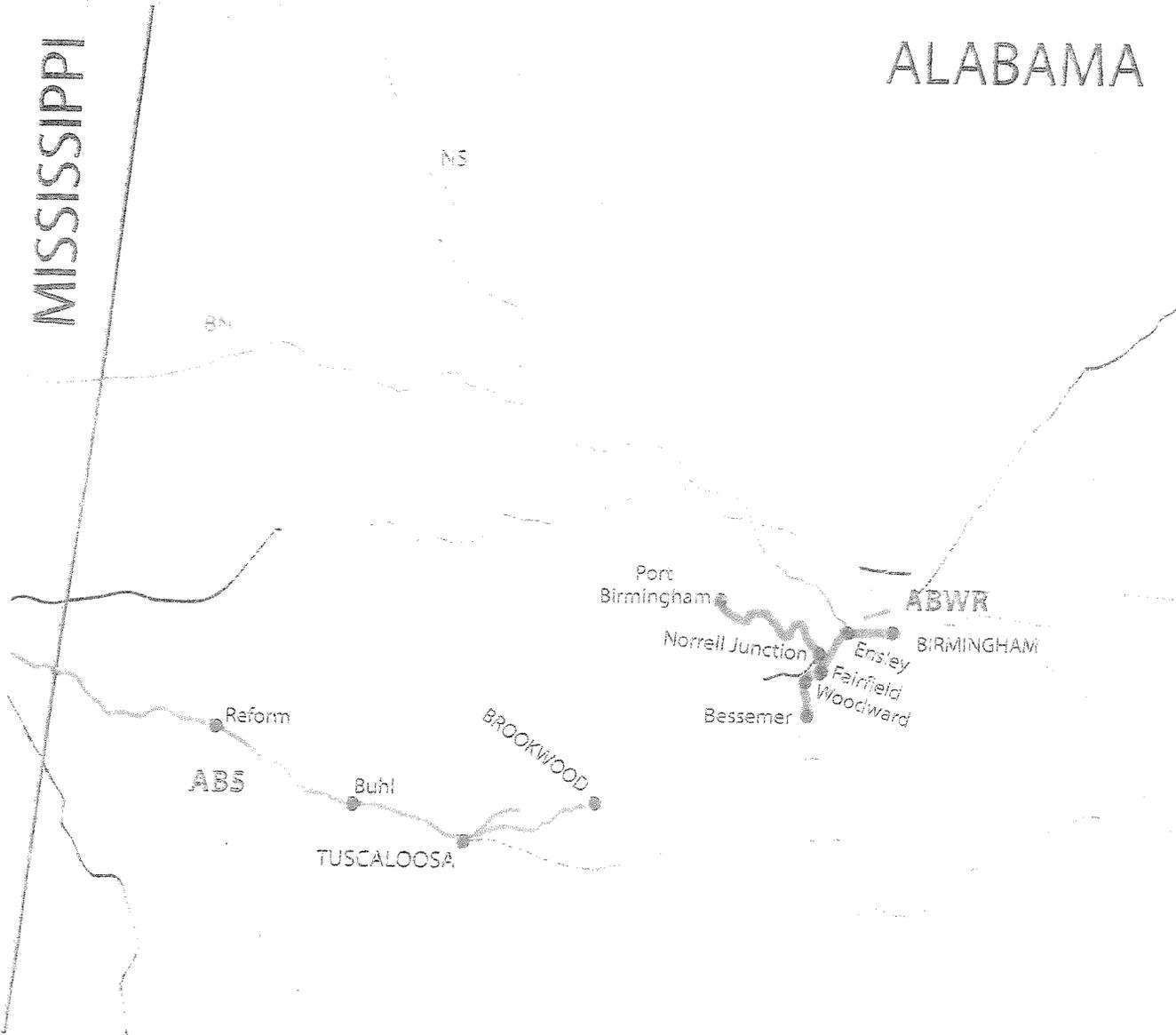
LOUISIANA



LEGEND:		Interchanges - Track miles I.S.
Baton Rouge Southern RR BRS		

MISSISSIPPI

ALABAMA

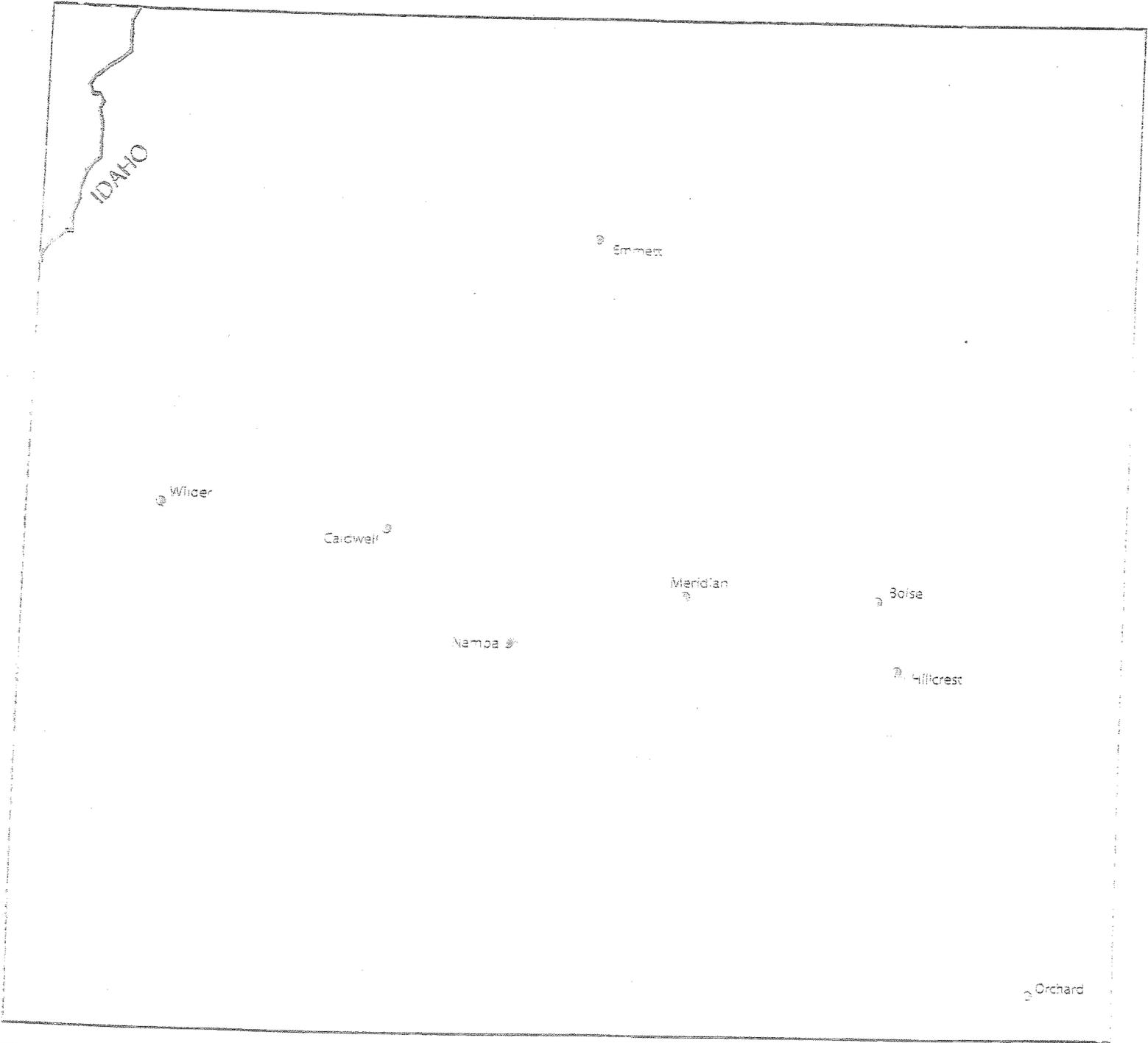


LEGEND:

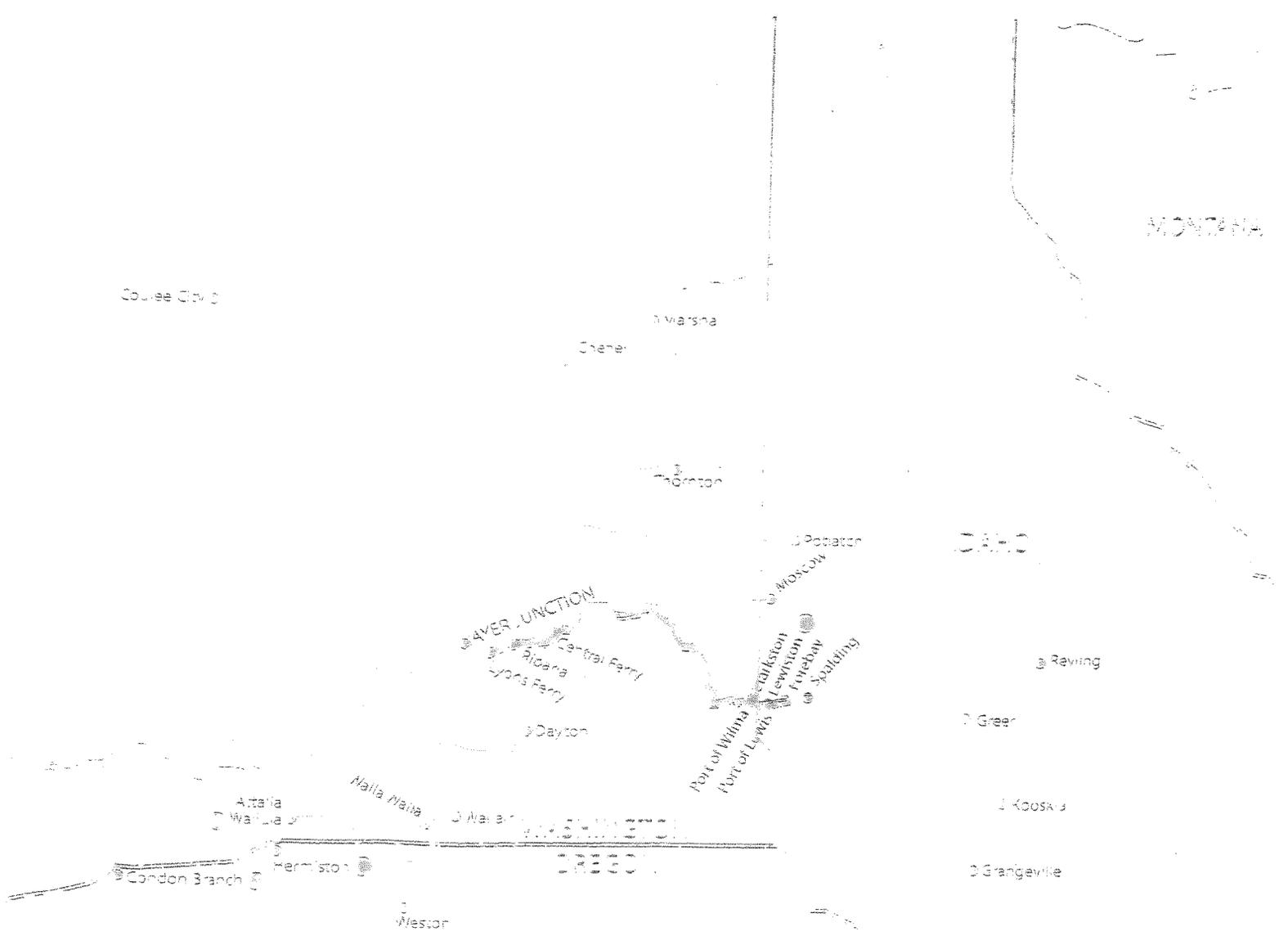
Birmingham Terminal Railway (BHR)

Interchanges - Track miles 79.0

- Ensey (Fairfield)
- Ensey (Fairfield)
- Birmingham



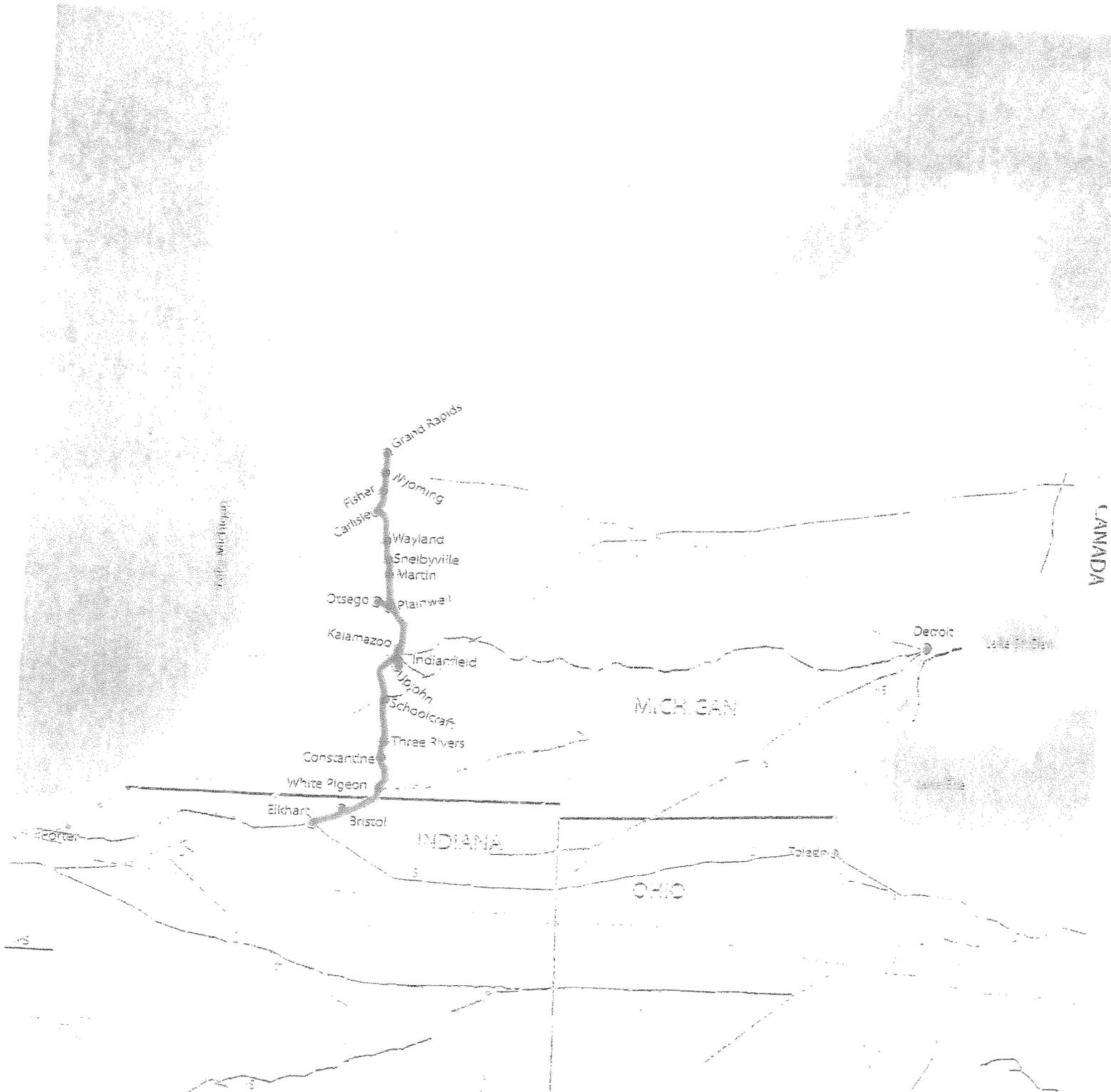
LEGEND:
Boise Valley RR BVR
Boise Valley Trackage Rights
Idaho Northwest & Pacific
Union Pacific
Interchanges - Trackage miles 36
- Nampa, Caldwell



LEGEND:

- Great Northwest RR (GNW)
- Great Northwest Trackage Rights
- Columbia River & Coulee City RR (CC)
- Columbia River & Coulee City Trackage Rights
- G & C M Railroad
- Western Washington Gateway RR
- Washington and Idaho Railway

Merchants - Traveler's Office (TT)
 (S) - Ayer
 (M) - Mechanical Services
 (S) - Switching Services



LEGEND:

- Interchange
 - State Route
 - County Road
 - National Boundary
 - Michigan Boundary
 - Interchanges
 - Elkhart, IN & Kalamazoo, MI
 - Kalamazoo, MI
 - Grand Rapids, MI
 - Grand Rapids, MI
 - Grand Rapids, MI
 - Grand Rapids, MI
 - White Pigeon, MI
- Total Miles: 122.3**

NEBRASKA

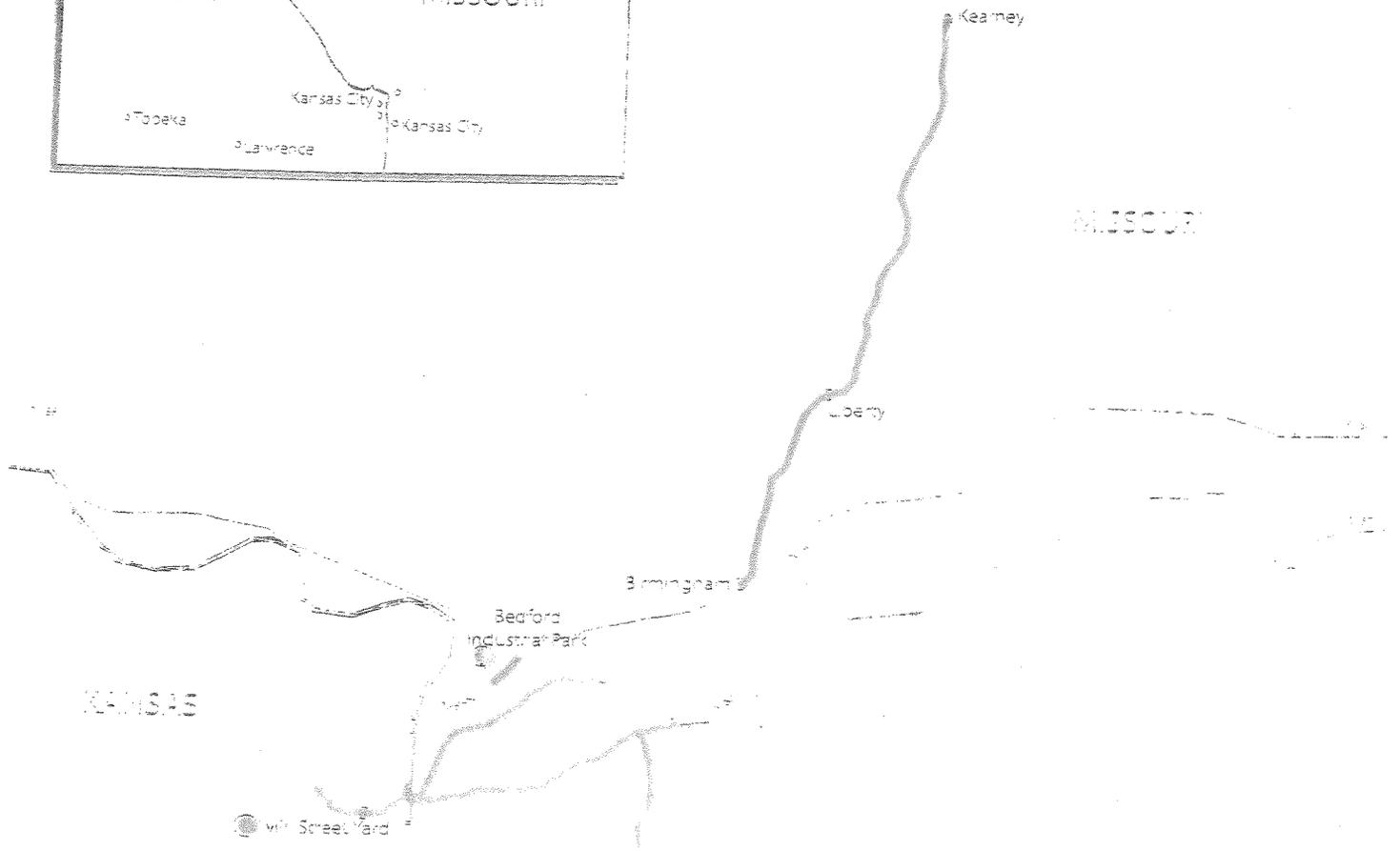
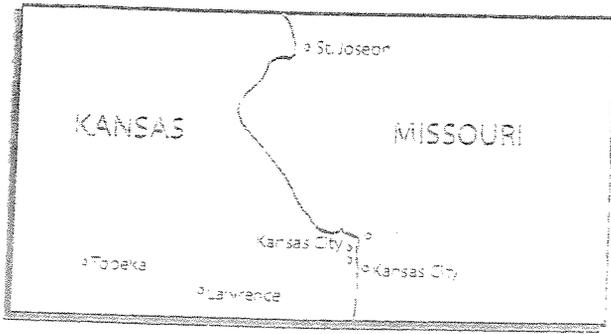
COLORADO



LEGEND:

- Kansas & Oklahoma RR 100
- Kansas & Oklahoma Trackage Rights
- South Kansas & Oklahoma RR Trackage Rights-500
- Kyle Railroad 100
- Cimarron Valley Railroad 100

- Interchanges - Traffic miles 2&C
- Abilene Hutchinson, Newton, Wichita
- Osborne
- Wichita
- Hutchinson, McPherson, Salina, Wichita
- Mechanical Services
- Transload/Warehouse Services



LEGEND:

KAW River Railroad (KAW)

Interchanges

BNSF - Kansas City, MO / Bedford Industrial Park

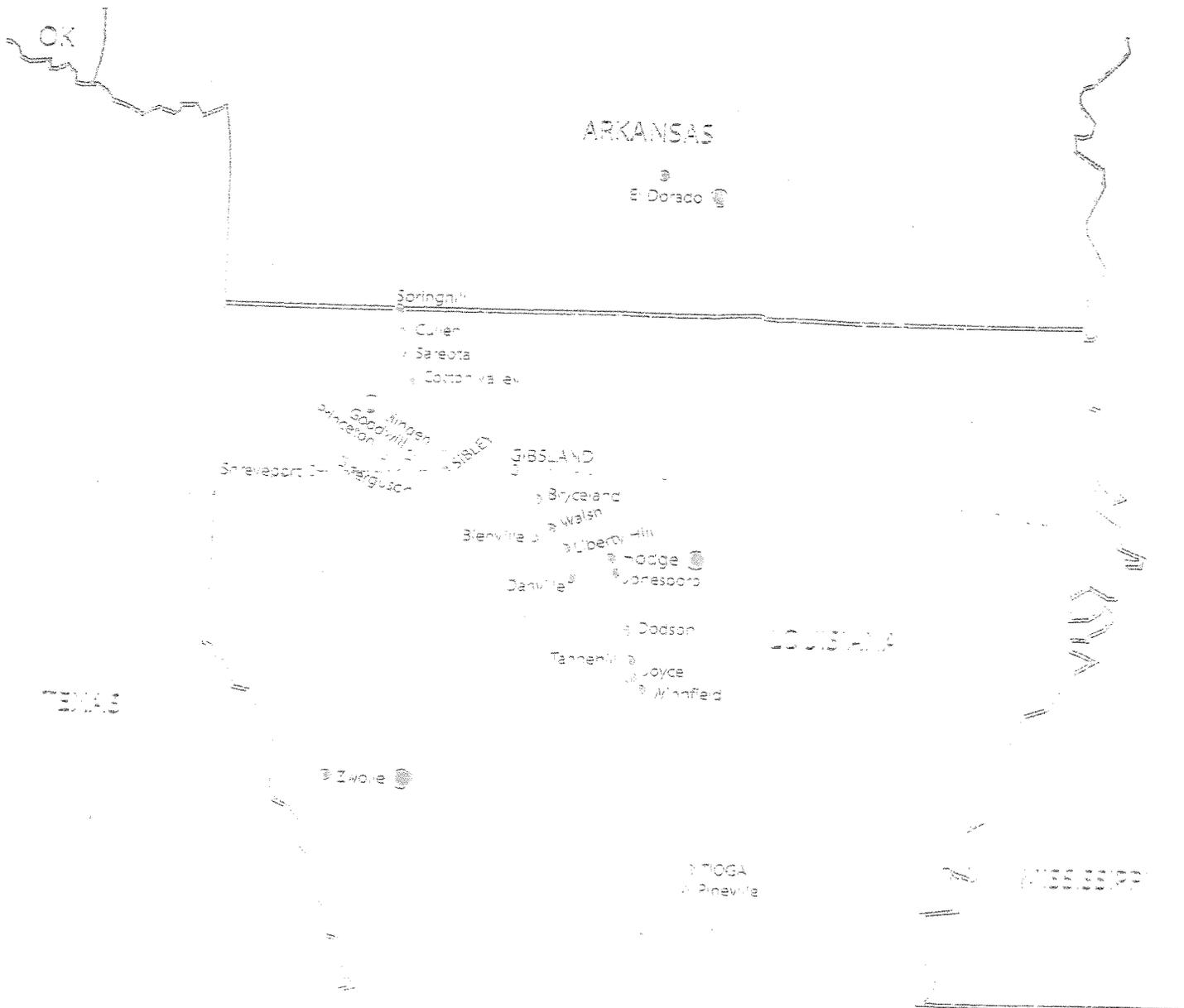
BNSF - Birmingham, MO (Kearney Subdivision)

Track miles - 21

Kansas City Transportation Company LLC (KCTC)

Interchanges - Track miles 33

- Kansas City, KS Mechanical Services
 - Kansas City, MO/KS Switching Services
 - Kansas City, MO/KS
 - Kansas City, MO
 - Kansas City, MO/KS



CANADA

MONTANA

Eureka ●
○

Fortine ●

STRYKER ●

Olney ●

Whitefish ●

COLUMBIA FALLS ●

LaSalle ●

Evergreen ●

Kalispell ●

IDAHO

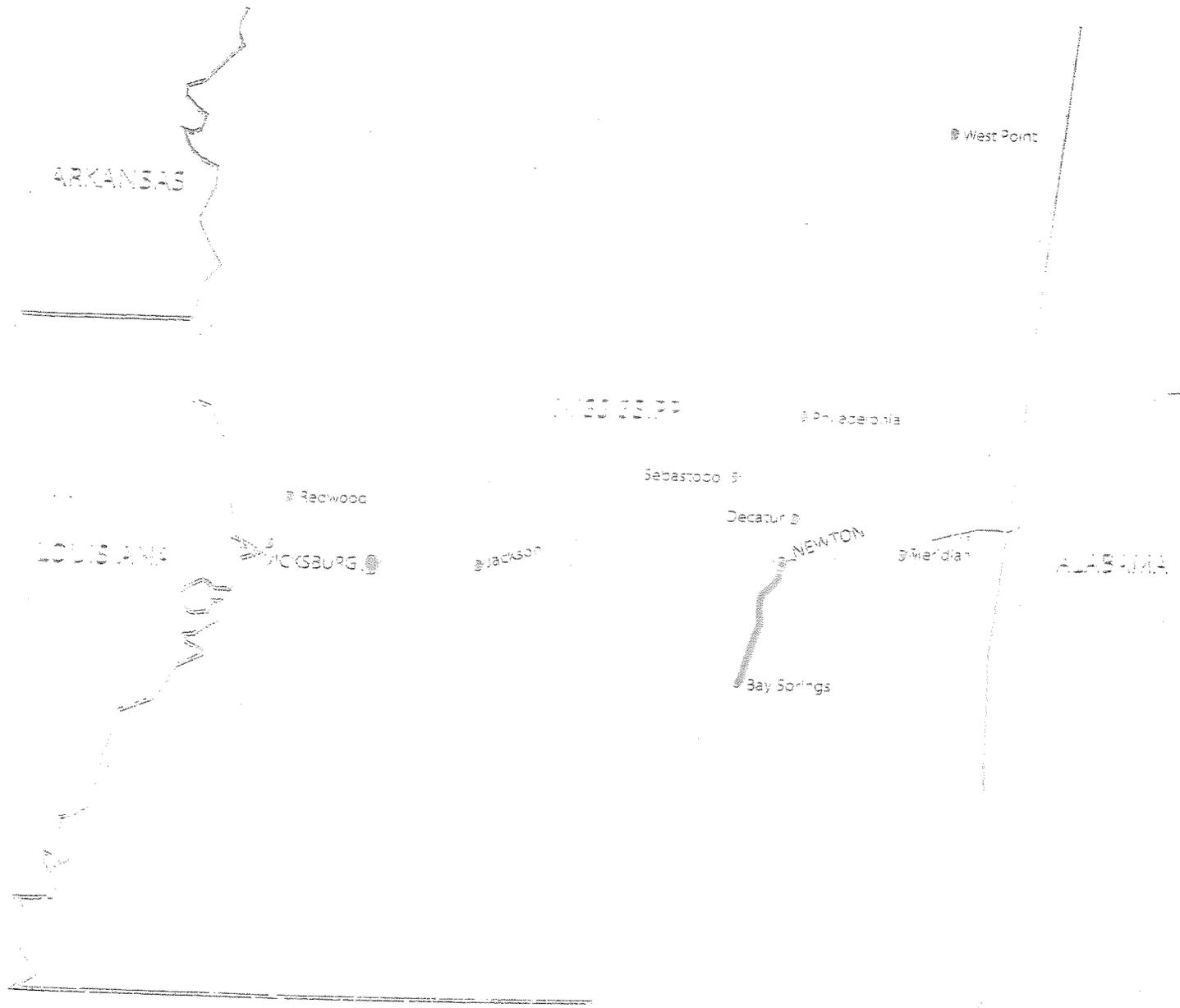
BNSF

BNSF

BNSF

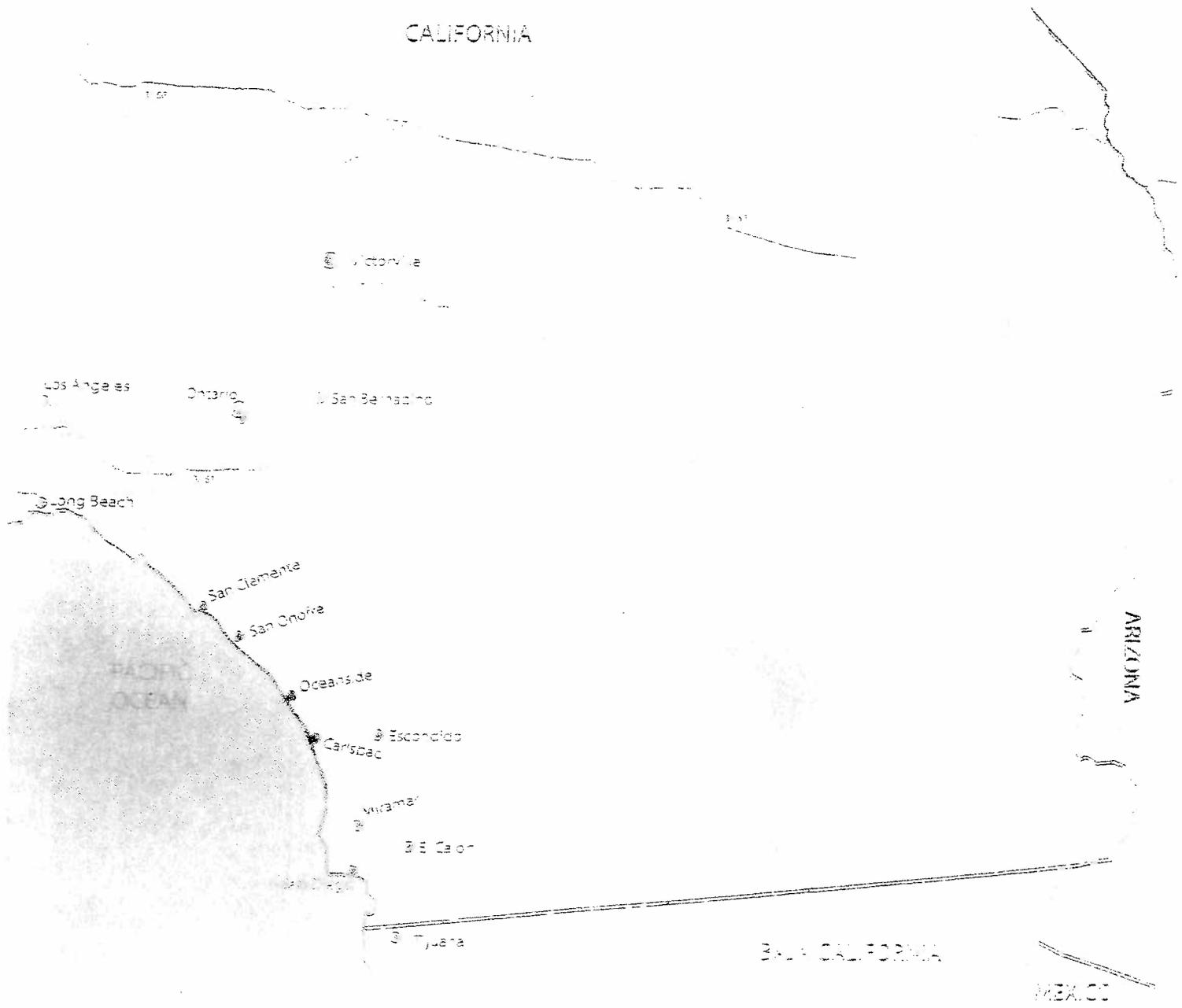
BNSF

LEGEND:
Mission Mountain Railroad (MMT) _____
Montana Rail Link (MRL) _____
Interchanges - Track miles 39.5
BNSF - Stryker, Columbia Falls
○ Transload/Warehouse Services

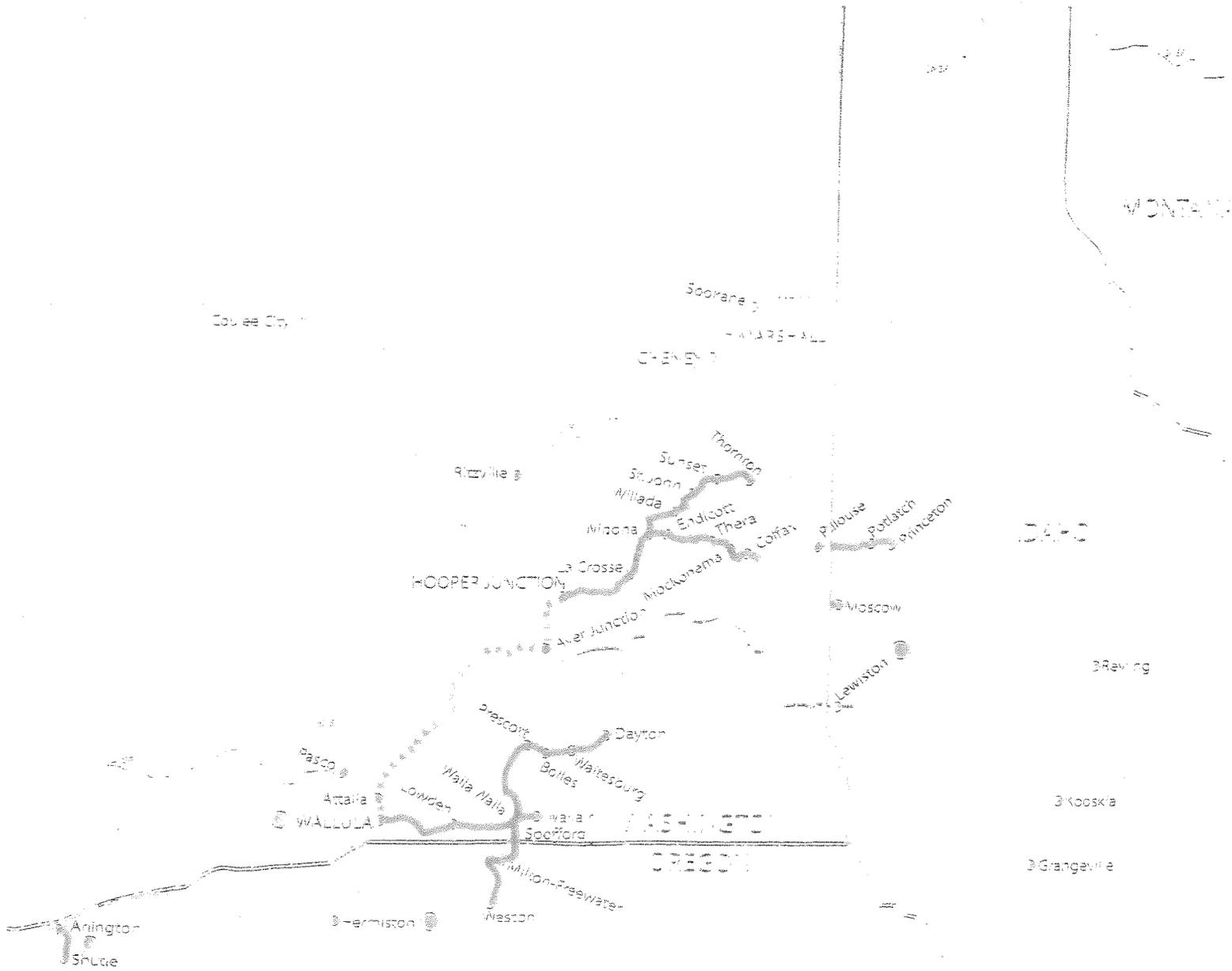


LEGEND	
Mississippi Southern RR - WSA	Interchanges - Trackage Rights
Mississippi Southern RR Trackage Rights	- Newton
Vicksburg Southern Railroad	Mechanical Services

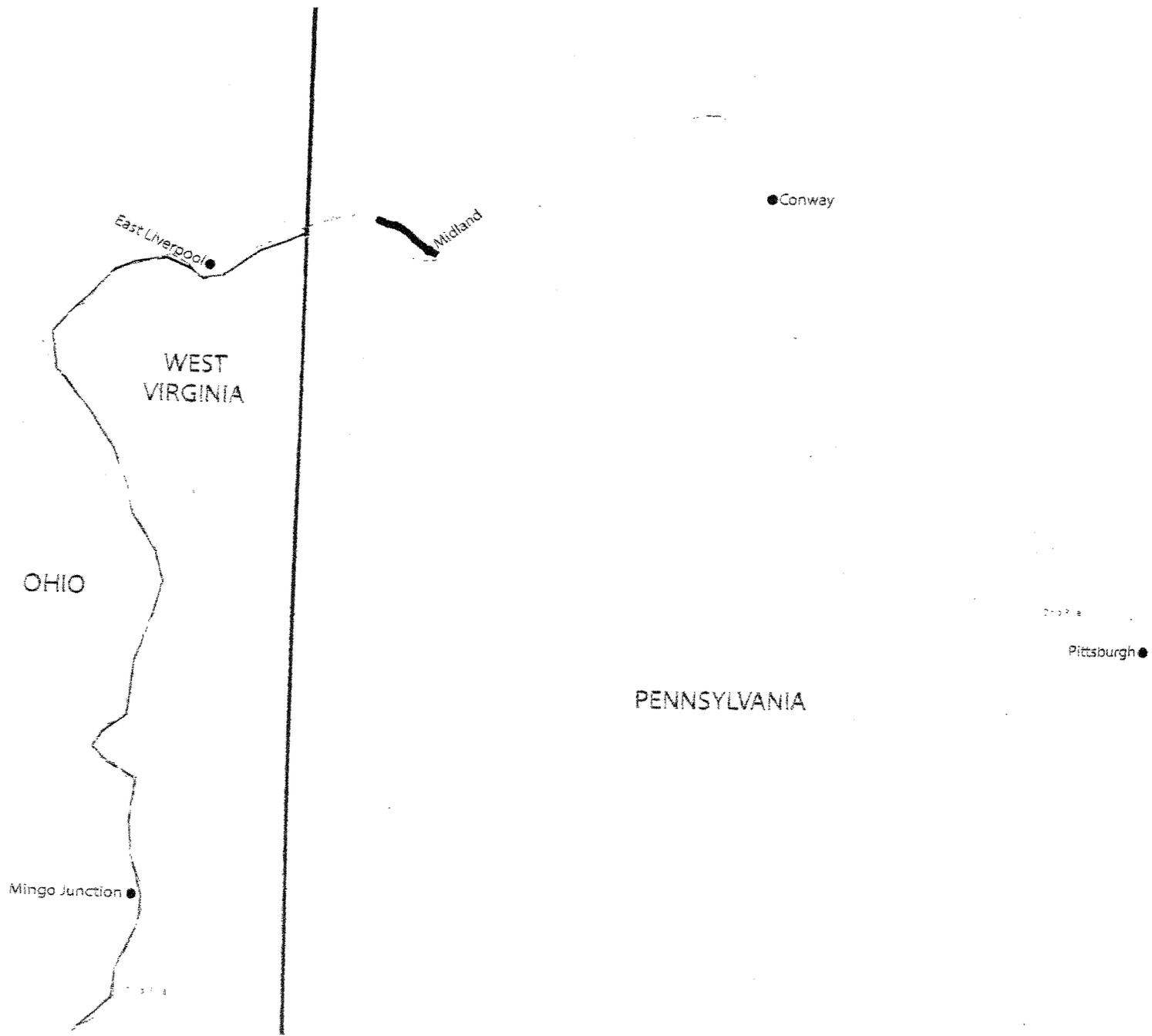
CALIFORNIA



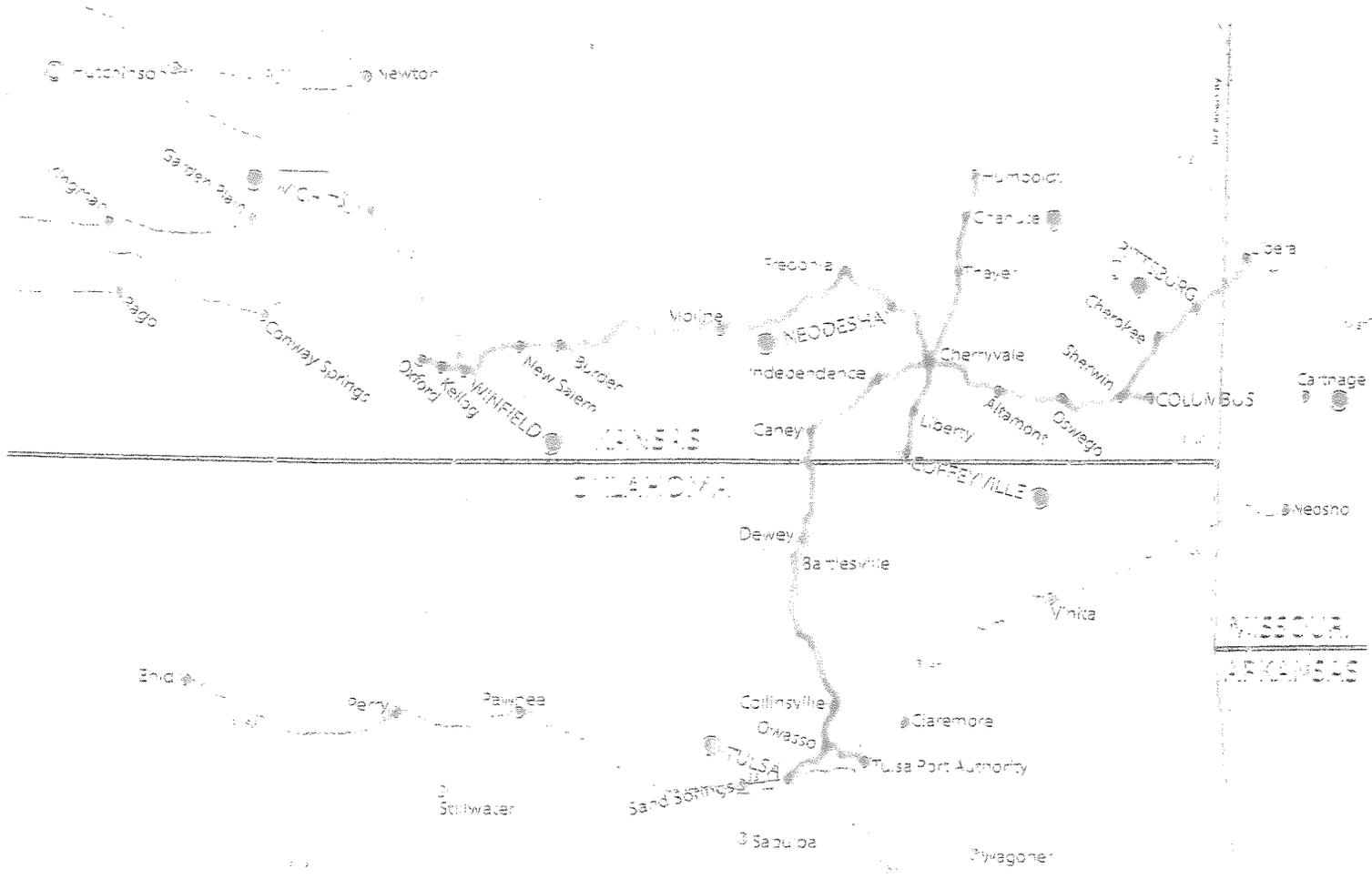
LEGEND:	
Pacific Sun RR - PSRR	Interchanging - Truck miles 82
Switching Services	Oceanside



LEGEND:	
Palouse River & Coulee City RR Trackage	Interchanges - Track miles 202
Palouse River & Coulee City Trackage Rights	Wallula
Great Northwest RR	Hooper Junction, Wallula
Great Northwest RR Trackage Rights	Mechanical Services
Washington and Idaho Railway	Switching Services
Eastern Washington Gateway RR	
BG & CM Railroad	



LEGEND:
 Pennsylvania Southwestern RR (PSWR) 
 interchanges - Track miles 12
 - Midland



LEGEND:	
South Kansas & Oklahoma RR (SKOR)	Interchanges - Trademark BSC
South Kansas & Oklahoma Trackage Rights	- Coffeyville, Winfield, Tulsa, Neodesha
Kansas & Oklahoma RR (KOR)	- Winfield, Tulsa, Columbus
Stillwater Central RR (SWC)	- Pittsburg
Stillwater Central Trackage Rights	- Wichita
Sand Springs RR (SS)	- Tulsa
Tulsa's Port of Catoosa etc.	- Tulsa
(M) Mechanical Services	
(S) Switching Services	
(W) Transload/Warehouse Services	

KANSAS
OKLAHOMA

Caney

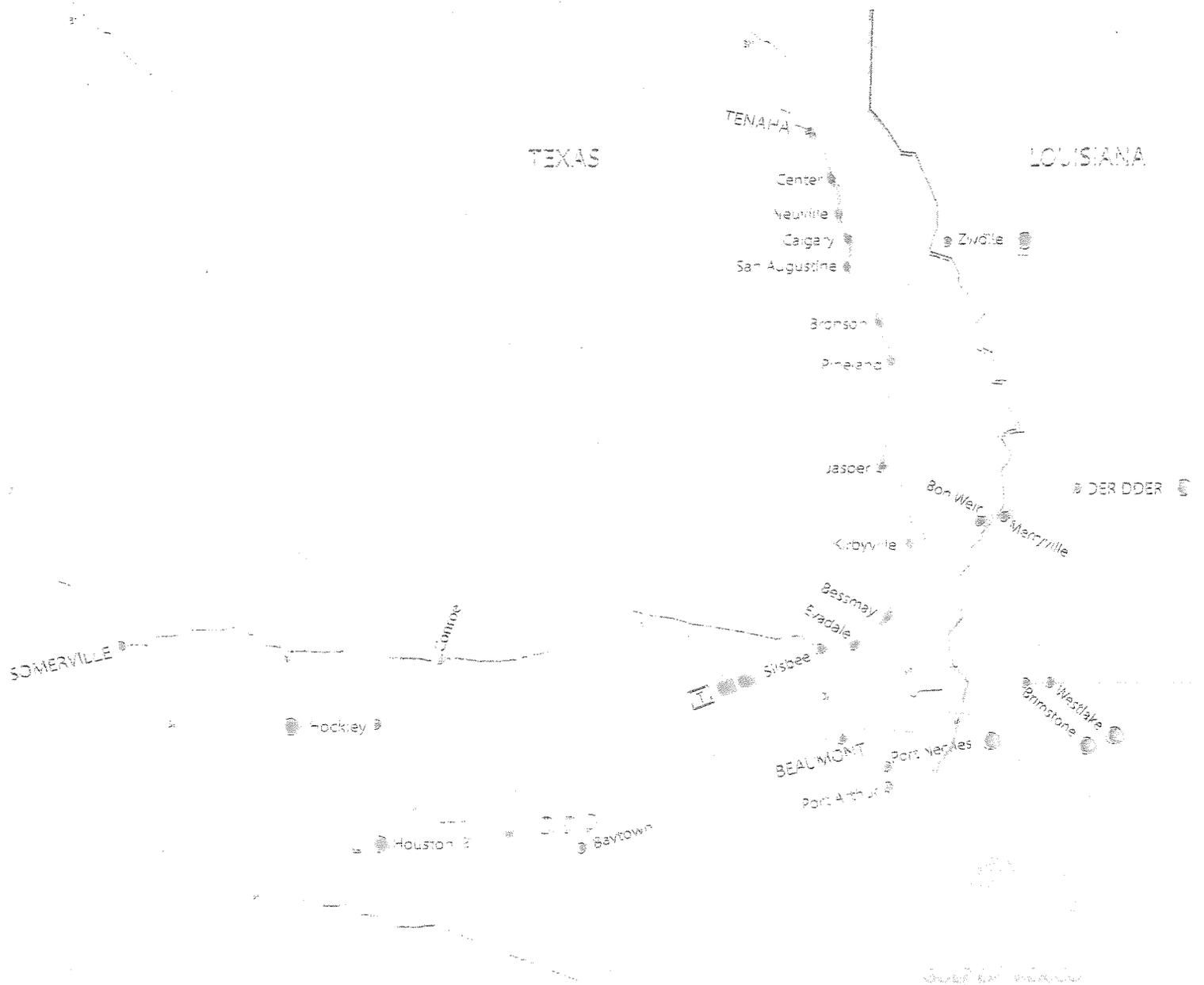
Coffeyville

Dewey

Bartlesville



<p>LEGEND:</p> <p>Stillwater Central Railroad SW/C</p> <p>Stillwater Central Trackage Rights</p> <p>South Kansas & Oklahoma RR SKOR</p> <p>Sand Springs RR SS</p> <p>Grainbelt Corporation GBC</p> <p>Mechanical Services</p> <p>Switching Services</p> <p>Transload/Warehouse Services</p>	<p>Interchanges - Trackage Miles 165.4</p> <p>1 - 1 - Oklahoma City, Pawnee, Sapulpa</p> <p>Snyder, Aitua</p> <p>- Aitua</p> <p>- Snyder</p> <p>- Tulsa</p> <p>- Oklahoma City</p>
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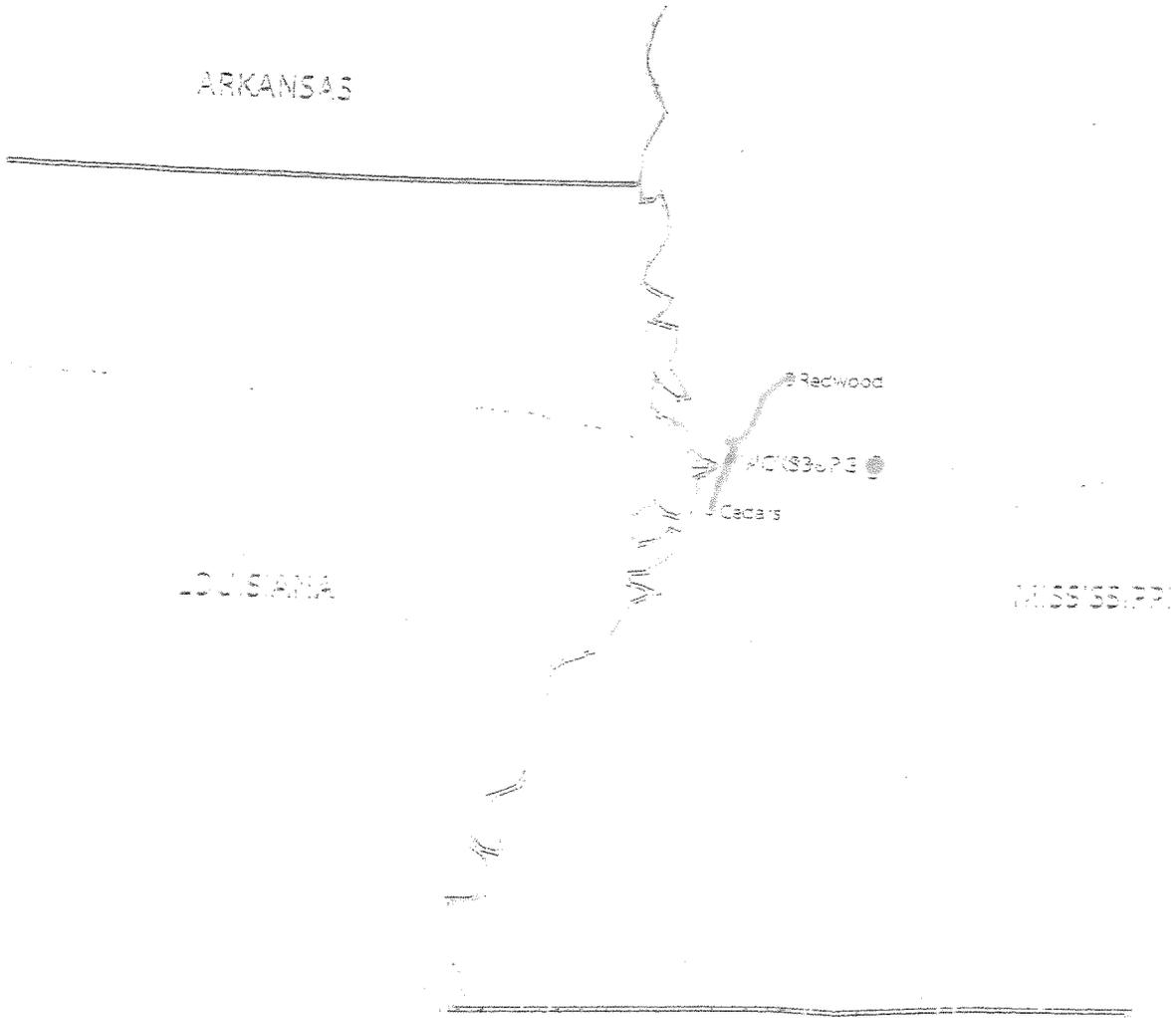


LEGEND:

Timber Rock RR (TAR)

Interchanges - Trunk miles 150

- - Tenaha, Silsbee
- - DeRidder
- - Bessmay
- Mechanical Services
- Switching Services
- Transload/Warehouse Services
- Port Operations



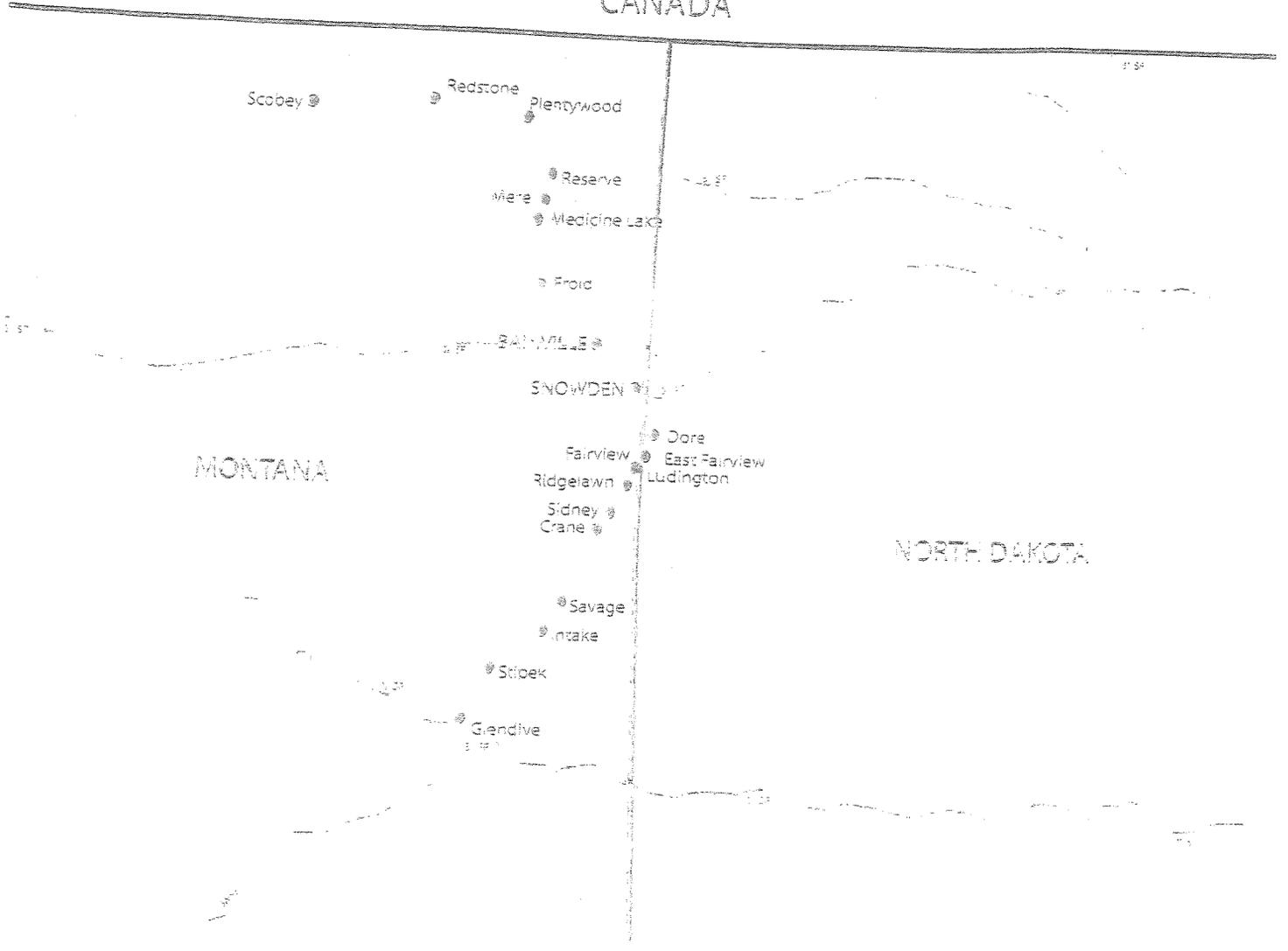
LEGEND:

Vicksburg Southern RR - solid line

Trade Areas - Trade miles of
- Vicksburg

● Mechanical Services

CANADA

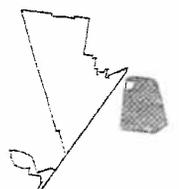
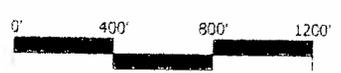


LEGEND:
Yellowstone Valley RR (YSVR)
Yellowstone Valley Trackage Rights
Interchanges - Track miles 172
- Snowden, Bainville



EAST KELLY RAILPORT RAIL LAYOUT

- LEGEND:**
- PORT RAIL - 22967 LF
 - TENANT RAIL LINES
 - PROPERTY LINE / R.O.W.
 - UNION PACIFIC RAIL LINES
 - RAIL SWITCH
 - △ DERAIL



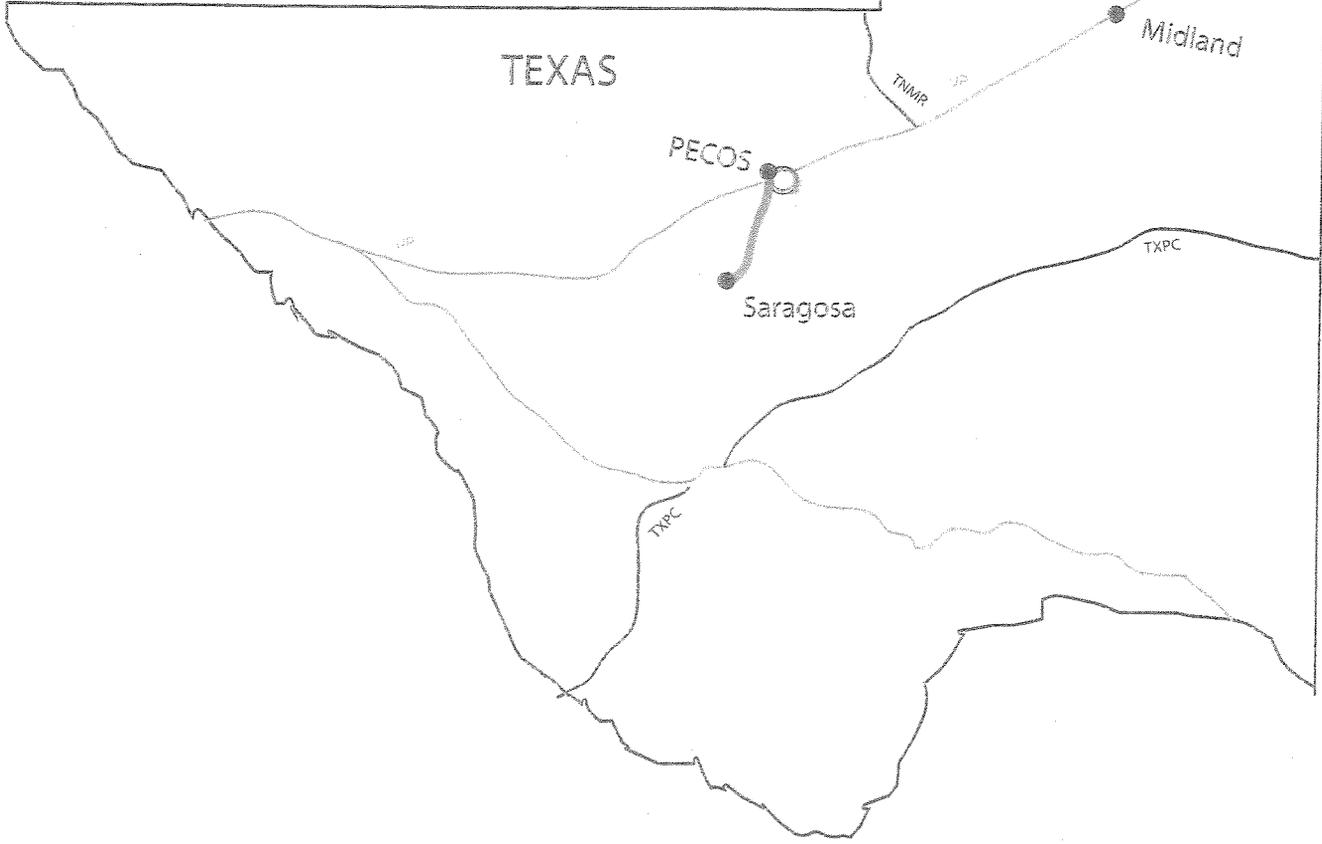
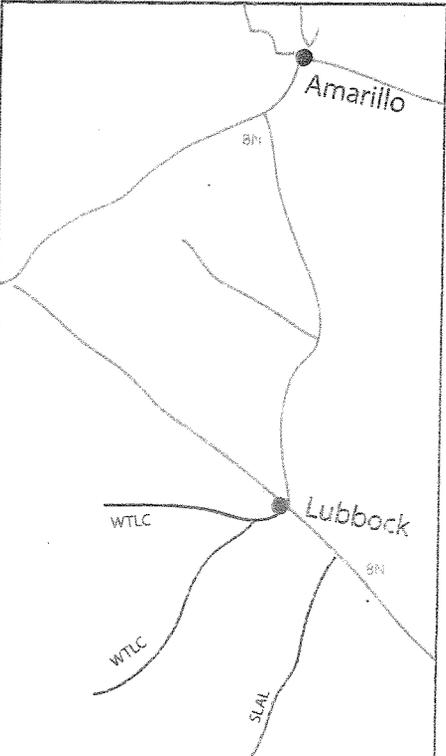
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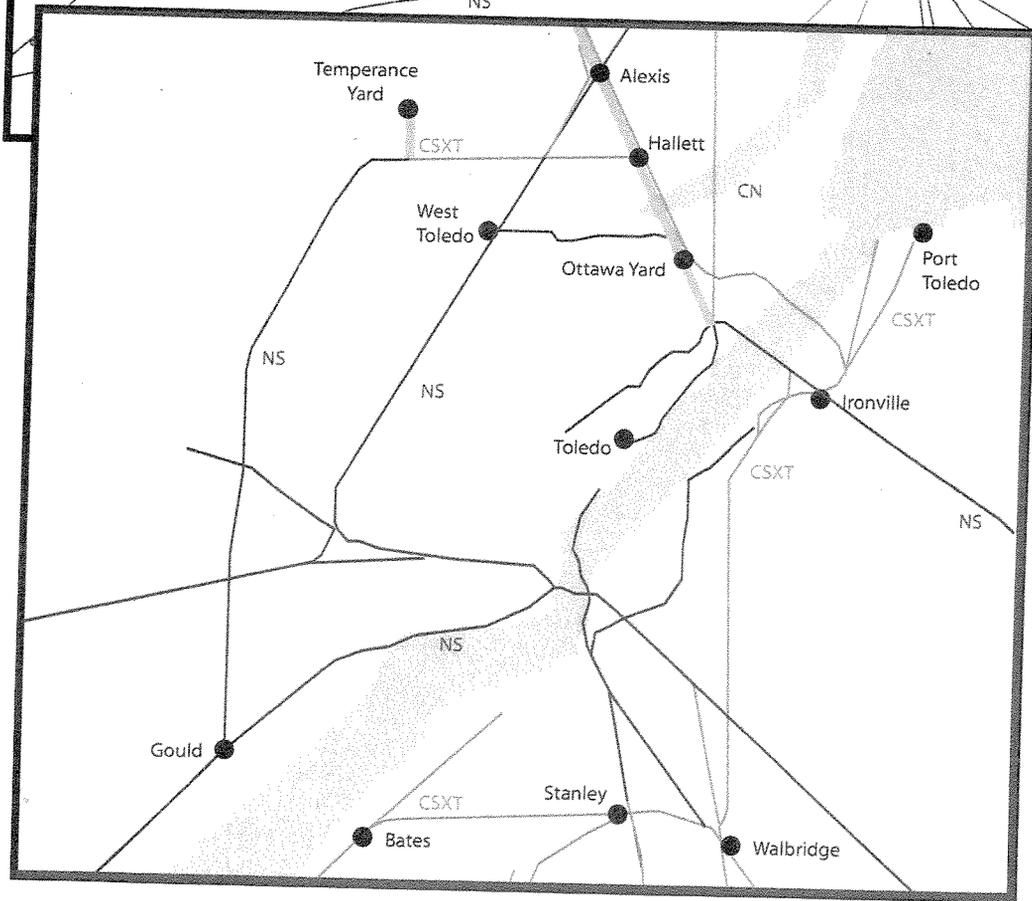
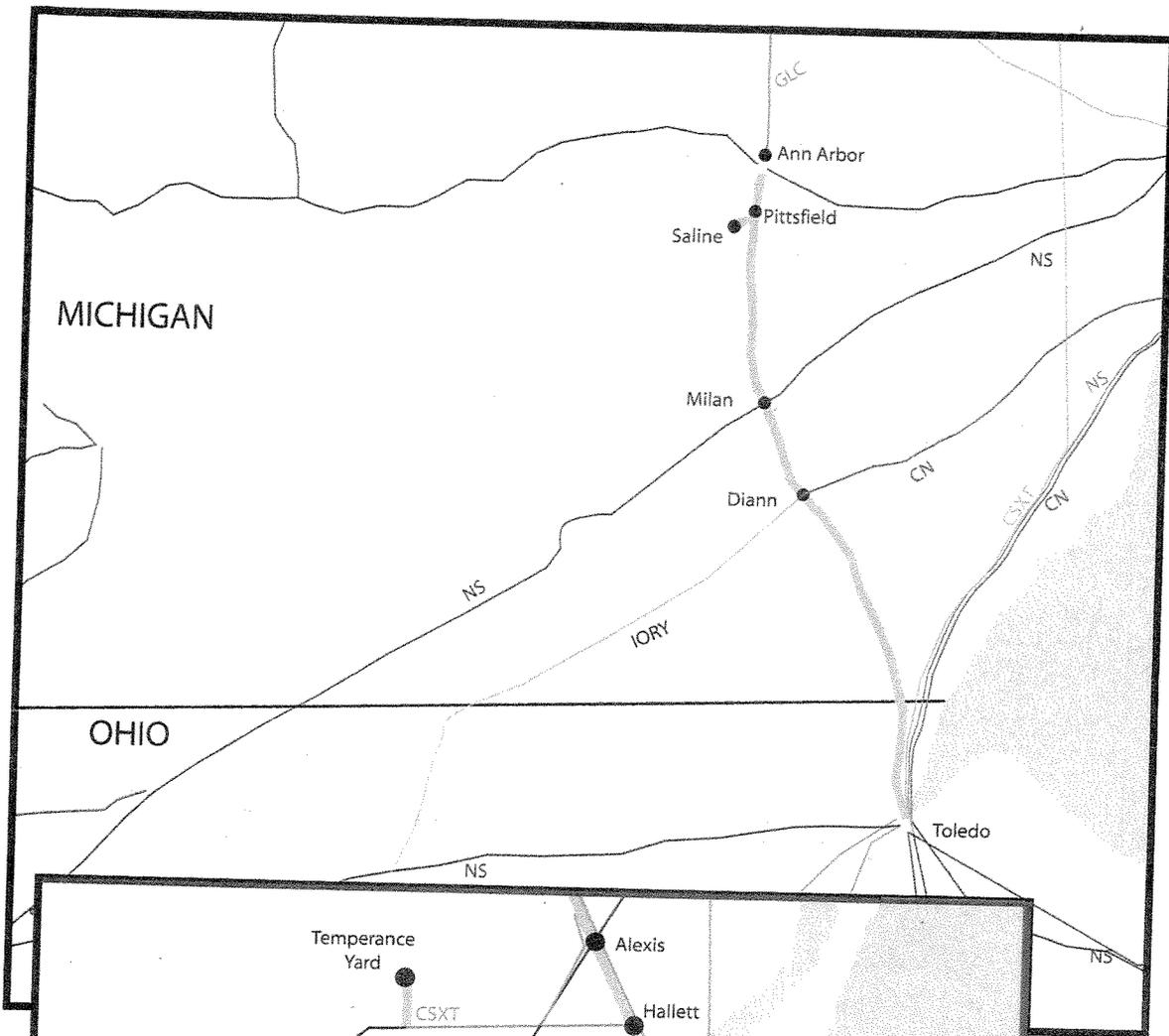


143 BILLY MITCHELL BLVD. STE 6,
SAN ANTONIO, TX. 78226. 210.362.7800

DATE: MAR 05, 2012 11:53am User: D. L. Smith, Smithe
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LEGEND:
 Pecos Valley Southern Railway (PVSr) 
 Interchanges - Track miles 23
 UP - Pecos
 Terminal/Warehouse Services





LEGEND:

Norfolk Southern	
CSXT	
Canadian National	
Great Lakes Central Railroad	
Indiana and Ohio Railway	

Interchanges

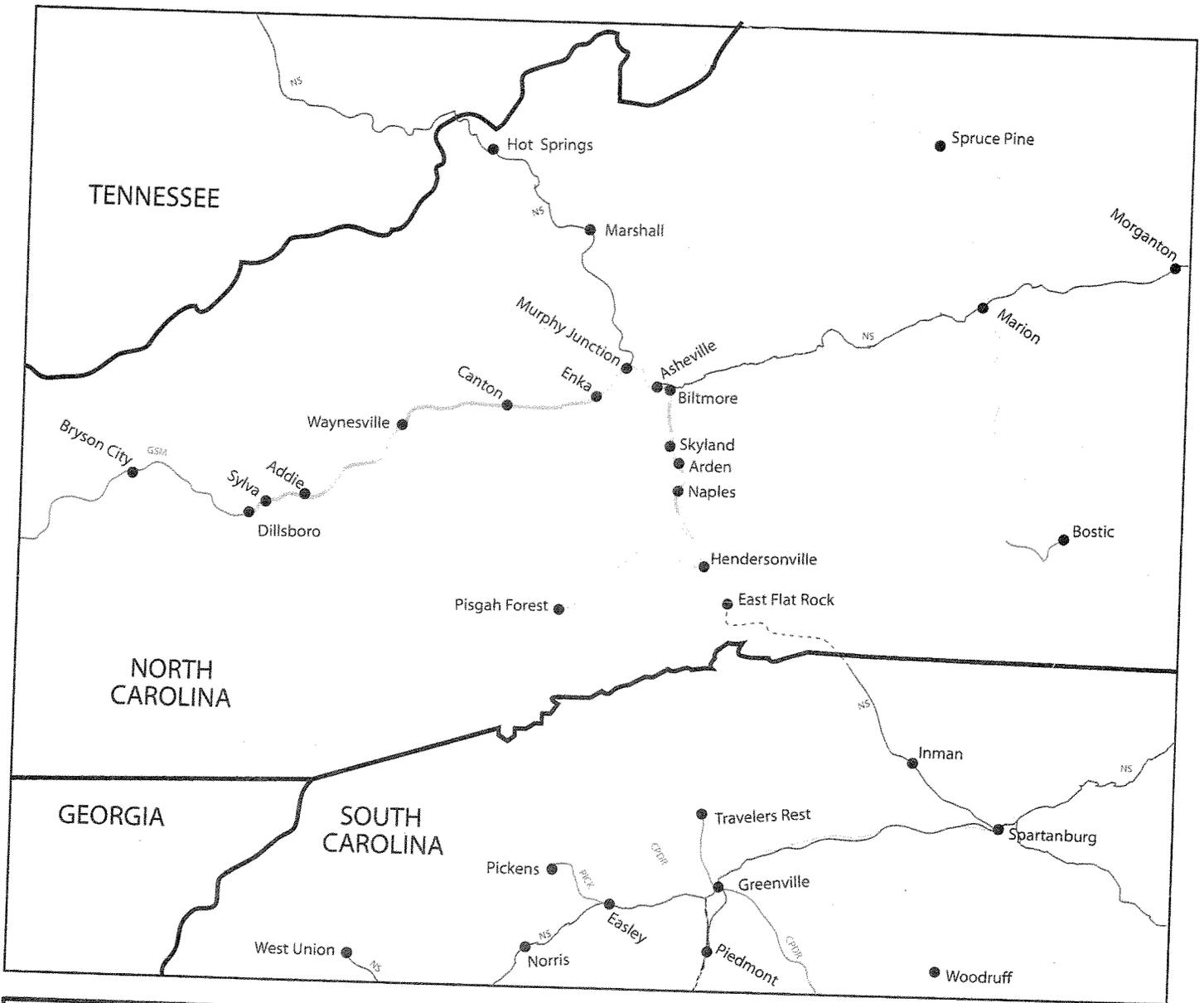
Toledo, OH - NS, CSXT, CN, WE

Ann Arbor, MI - GLC

Milan MI - NS

Diann, MI - CN, IORY

Total Miles: 48



LEGEND:

- Blue Ridge Southern RR (BLU)
- Blue Ridge Southern RR (BLU) Trackage Rights
- Blue Ridge Southern RR (BLU) - Out of Service
- Norfolk Southern
- Norfolk Southern - Out of Service
- CSX
- Other short lines

Interchanges - Track miles 91.8
 NS - Asheville

