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FR-4915-01-P

SURFACE TRANSPORTATION BOARD

[Docket No. FD 36819]

MSE Holding Company—Intra-Corporate Family Control Exemption—Mississippi Export Railroad Company and Alabama Export Railroad, Inc.

MSE Holding Company (MSE Holding) has filed a verified notice of exemption for an intra-corporate family transaction under 49 C.F.R. 1180.2(d)(3) to authorize its proposed control of two Class III rail carriers, Mississippi Export Railroad Company (MSE) and Alabama Export Railroad, Inc. (ALE) (collectively, the Export Roads). The verified notice states that MSE owns and operates approximately 42 miles of rail line between Evanston, Miss., and Pascagoula, Miss., and ALE leases and operates approximately 12 miles of rail line in Mobile, Ala. According to the verified notice, ALE is currently a wholly owned subsidiary of MSE. See Miss. Exp. R.R.—Continuance in Control Exemption—Ala. Exp. R.R., FD 36320, slip op. at 1 (STB served Aug. 30, 2019).

MSE Holding states that the shareholders of MSE intend to reorganize the corporate family<sup>1</sup> (the Reorganization) such that the Export Roads will become sister subsidiaries of MSE Holding, which is a newly formed, noncarrier holding company. According to the verified notice, under the Reorganization, each shareholder of MSE—

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<sup>1</sup> The verified notice states that the Export Roads are the only rail carriers in the corporate family. See also Miss. Exp. R.R., FD 36320, slip op. at 2 n.2.

none of whom individually control MSE<sup>2</sup>—will become a shareholder of MSE Holding. MSE will become a subsidiary of MSE Holding, and current MSE shares will be exchanged for shares of MSE Holding on a one-to-one basis such that no shareholder will control MSE Holding. MSE Holding further states that MSE will transfer its ALE shares to MSE Holding. Accordingly, MSE Holding seeks Board authority to control MSE and ALE. The verified notice states that that the Reorganization will be carried out pursuant to an agreement dated November 26, 2024.<sup>3</sup>

Unless stayed, the exemption will be effective on December 27, 2024 (30 days after the verified notice was filed).

The verified notice states that the proposed 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. Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. See 49 CFR 1180.2(d)(3).

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. However, 49 U.S.C. 11326(c) does not provide for labor protection for transactions under 49 U.S.C. 11324 and 11325 that involve only Class III rail carriers. Accordingly, the Board may not impose labor protective conditions here because all the carriers involved are Class III rail carriers.

If the verified 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

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<sup>2</sup> See Miss. Exp. R.R., FD 36320, slip op. at 1 n.1.

<sup>3</sup> A copy of the agreement, referred to as the Plan of Reorganization and Agreement of Merger, is attached to the verified notice as Exhibit B.

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 20, 2024 (at least seven days before the exemption becomes effective).

All pleadings, referring to Docket No. FD 36819, must be filed with the Surface Transportation Board either via e-filing on the Board's website or in writing addressed to 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on MSE Holding's representative: Bradon J. Smith, Fletcher & Sippel LLC, 29 N. Wacker Drive, Suite 800, Chicago, IL 60606.

According to MSE Holding, this action is categorically excluded from environmental review under 49 CFR 1105.6(c) and historic preservation reporting under 49 CFR 1105.8(b).

Board decisions and notices are available at [www.stb.gov](http://www.stb.gov).

Decided: December 10, 2024.

By the Board, Scott M. Zimmerman, Acting Director, Office of Proceedings.