

BALL JANIK LLP

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KARL MORELL



November 10, 2005

215131

BY HAND DELIVERY

The Honorable Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, DC 20423-0001

FILED

TRANSPORTATION BOARD

Re: STB Docket No. 34755, Watco Companies, Inc. – Continuance in
Control Exemption – Alabama Southern Railroad, Inc.

Dear Secretary Williams:

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 \$1,100 filing fee.

Please time and date stamp the extra copy of the Verified Notice of Exemption and return it with our messenger.

If you have any questions, please call me.

Sincerely,

Karl Morell

FILED

NOV 10 2005

TRANSPORTATION BOARD

Enclosures

ENTERED
Office of Proceedings

NOV 10 2005

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34755

WATCO COMPANIES, INC.
--CONTINUANCE IN CONTROL EXEMPTION--
ALABAMA SOUTHERN RAILROAD, INC.

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

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TRANSPORTATION BOARD

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Public Record

KARL MORELL
Of Counsel
BALL JANIK LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 638-3307

Attorney for:
WATCO COMPANIES, INC.

Dated: November 10, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34755

WATCO COMPANIES, INC.
--CONTINUANCE IN CONTROL EXEMPTION--
ALABAMA SOUTHERN RAILROAD, INC.

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

Watco Companies, Inc. ("Watco") files this Notice of Exemption, pursuant to 49 C.F.R. § 1180.2(d)(2), for Watco to continue in control of the Alabama Southern Railroad, Inc. ("ABS"), a non-carrier, upon ABS's 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, is a Kansas corporation which currently controls fifteen (15) Class III railroads operating in fourteen (14) States. Watco also owns 100 percent of the issued and outstanding stock of ABS. ABS, a Kansas corporation, is a non-carrier that was formed for the purpose of leasing certain rail lines owned by The Kansas City Southern Railway Company ("KCS"). Concurrently with the filing of this Notice of Exemption, ABS is filing a Notice of Exemption in STB Finance Docket No. 34754, *Alabama Southern Railroad, Inc. – Lease and*

Operation Exemption – The Kansas City Southern Railway Company, under 49 C.F.R. § 1150.31, to lease and operate the rail lines. Upon consummation of the transaction in STB Finance Docket No. 34754, ABS will become a Class III carrier.

Watco also controls, through stock ownership and management, the South Kansas and Oklahoma Railroad Company (“SKO”), Palouse River & Coulee City Railroad, Inc. (“PRCC”), the Timber Rock Railroad, Inc. (“TIBR”), the Stillwater Central Railroad, Inc. (“SLWC”), the Eastern Idaho Railroad, Inc. (“EIRR”), Kansas & Oklahoma Railroad, Inc. (“K&O”), the Pennsylvania Southwestern Railroad, Inc. (“PSWR”), the Great Northwest Railroad, Inc. (“GNR”), the Kaw River Railroad, Inc. (“KRR”), the Mission Mountain Railroad, Inc. (“MMT”), the Appalachian & Ohio Railroad, Inc. (“AO”), the Mississippi Southern Railroad, Inc. (“MSRR”), the Yellowstone Valley Railroad, Inc. (“YVRR”), the Louisiana Southern Railroad, Inc. (“LSRR”), and the Arkansas Southern Railroad, Inc. (“ARSR”). SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, AO, MSRR, YVRR, LSRR and ARSR are Class III carriers which operate rail lines in fourteen States.

The rail lines operated by SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, AO, MSRR, YVRR, LSRR and ARSR do not connect with the rail lines being leased by ABS. The rail lines being leased by ABS are located in the States of Mississippi and Alabama. None of Watco’s rail carrier subsidiaries operates in Alabama. MSRR’s rail line is located in Mississippi. MSRR’s line, however, is located between Newton and Bay Springs, Mississippi whereas ABS’s line in Mississippi is located between Columbus and the Mississippi-Alabama State line.

Also, the involved transaction is not part of a series of anticipated transactions that would connect the rail lines being leased by ABS with any railroad in the Watco corporate family.

Finally, neither ABS 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 ("Board").

The name and business address of Applicants are as follows:

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

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

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

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

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

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

Appalachian & Ohio Railroad, Inc.
315 W. 3rd Street
Pittsburg, KS 66762

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

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

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

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

Stillwater Central Railroad, Inc.
123 N. Depot
Cherryvale, KS 67335

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

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

Pennsylvania Southwestern Railroad, Inc.
1200 Midland Avenue
Midland, PA 15059

Great Northwest Railroad, Inc.
325 Mill Road
Lewiston, ID 83501

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

Applicants' representative:

Karl Morell
Of Counsel
Ball Janik LLP
1455 F Street, N.W.
Suite 225
Washington, D.C. 20005
(202) 638-3307

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

Watco intends to consummate this transaction on or shortly after November 20, 2005.

- (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 sixteen railroads.

- (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.

AO's lines are located in West Virginia.

MSRR's line is located in Mississippi.

YVRR's lines are located in Montana.

LSRR's lines are located in Louisiana.

ARSR's lines are located in Arkansas

Upon leasing the KCS rail lines, ABS will lease and operate rail lines in Mississippi and Alabama.

(6) Map.

Maps illustrating the rail lines of SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, AO, MSRR, YVRR, LSRR and ARSR and the rail lines to be leased by ABS are attached as Exhibit 1.

(7)(ii) Agreement.

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

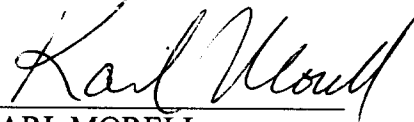
Because SKO, PRCC, TIBR, SLWC, EIRR, K&O, PSWR, GNR, KRR, MMT, AO, MSRR, YVRR, LSRR and ARSR are Class III carriers and ABS will become a Class III rail carriers, no labor protection may be imposed on this transaction pursuant to 49 U.S.C. § 11326(c).

ENVIRONMENTAL AND HISTORIC IMPACTS

Watco will continue to control ABS for the purpose of continued rail operations where further Board approval is required to abandon or discontinue 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 ABS 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
Of Counsel
BALL JANIK LLP
1455 F Street, N.W.
Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorney for:
WATCO COMPANIES, INC.

Dated: November 10, 2005

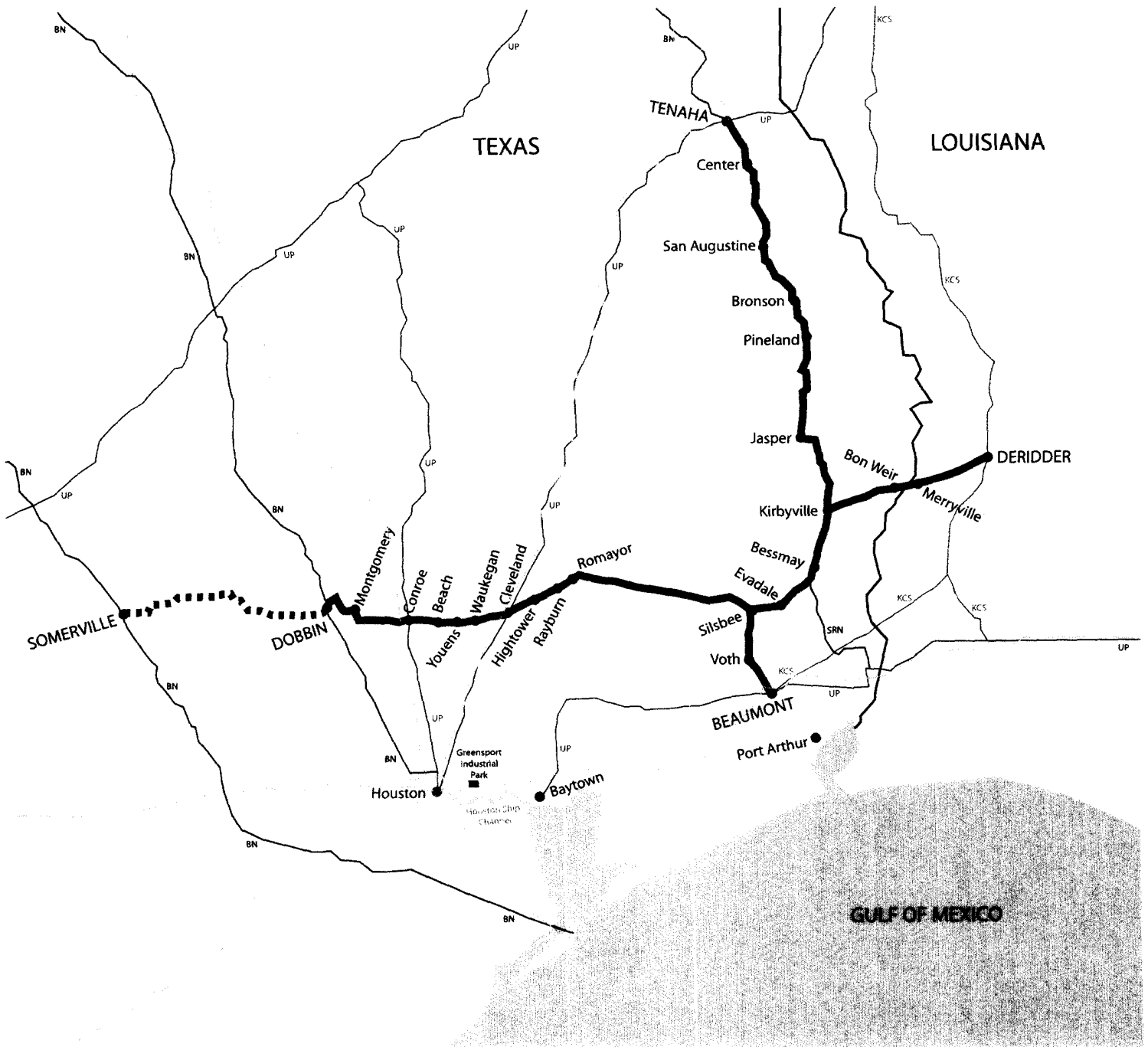
EXHIBIT 1

This map illustrates the BNSF Railway main line route from Scobey, Montana, to Glendive, North Dakota. The route is shown as a thick, light-colored line. Key locations along the route include Scobey, Plentywood, Bainville, Snowden, Fairview, Sidney, Savage, and Glendive. The map also shows other BNSF lines (labeled 'BN') and the state boundaries between Montana and North Dakota.

Yellowstone Valley RR (YSVR)

Yellowstone Valley Trackage Rights

BN - Snowden, Bainville



LEGEND:

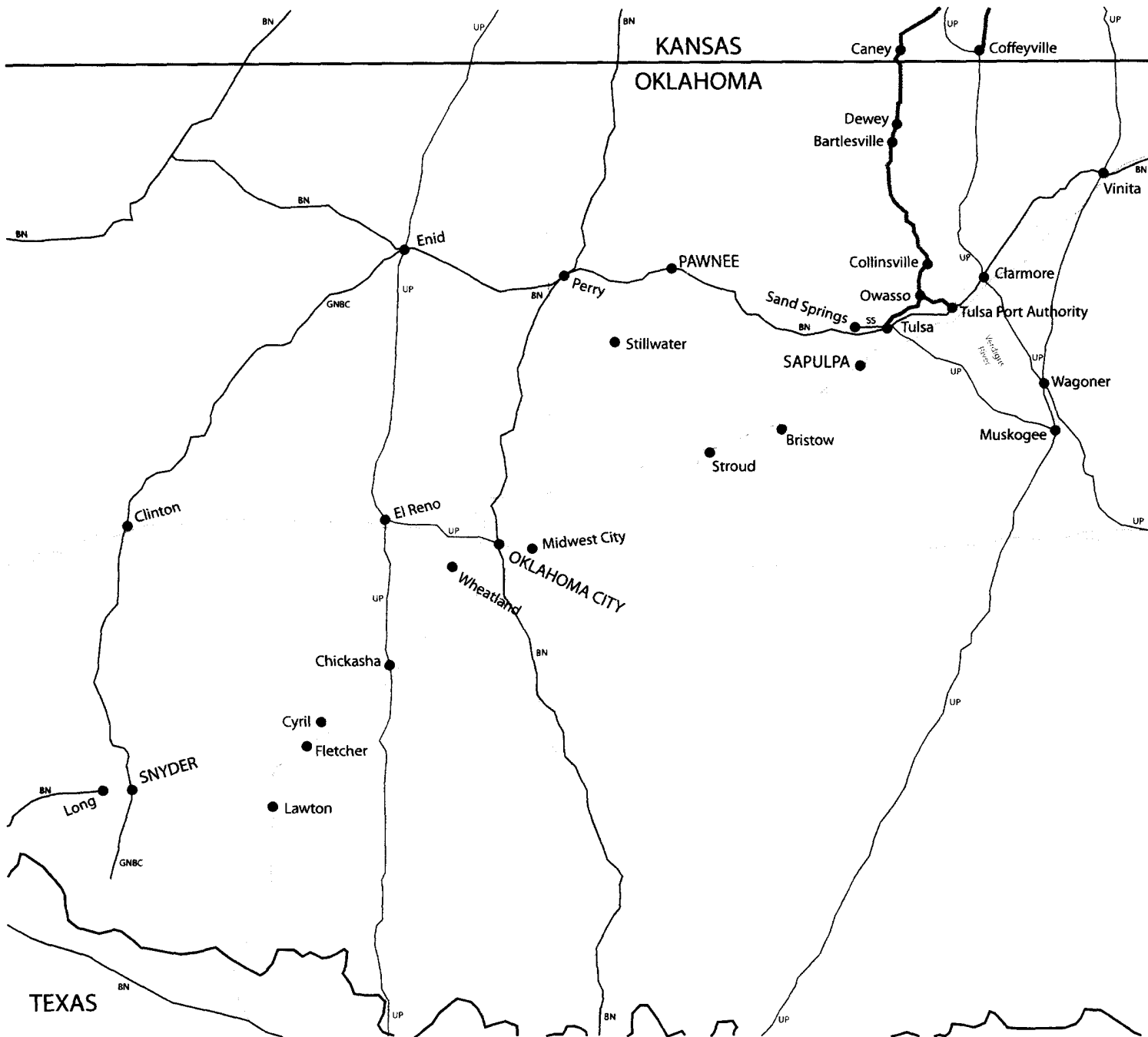
Timber Rock RR (TBR)

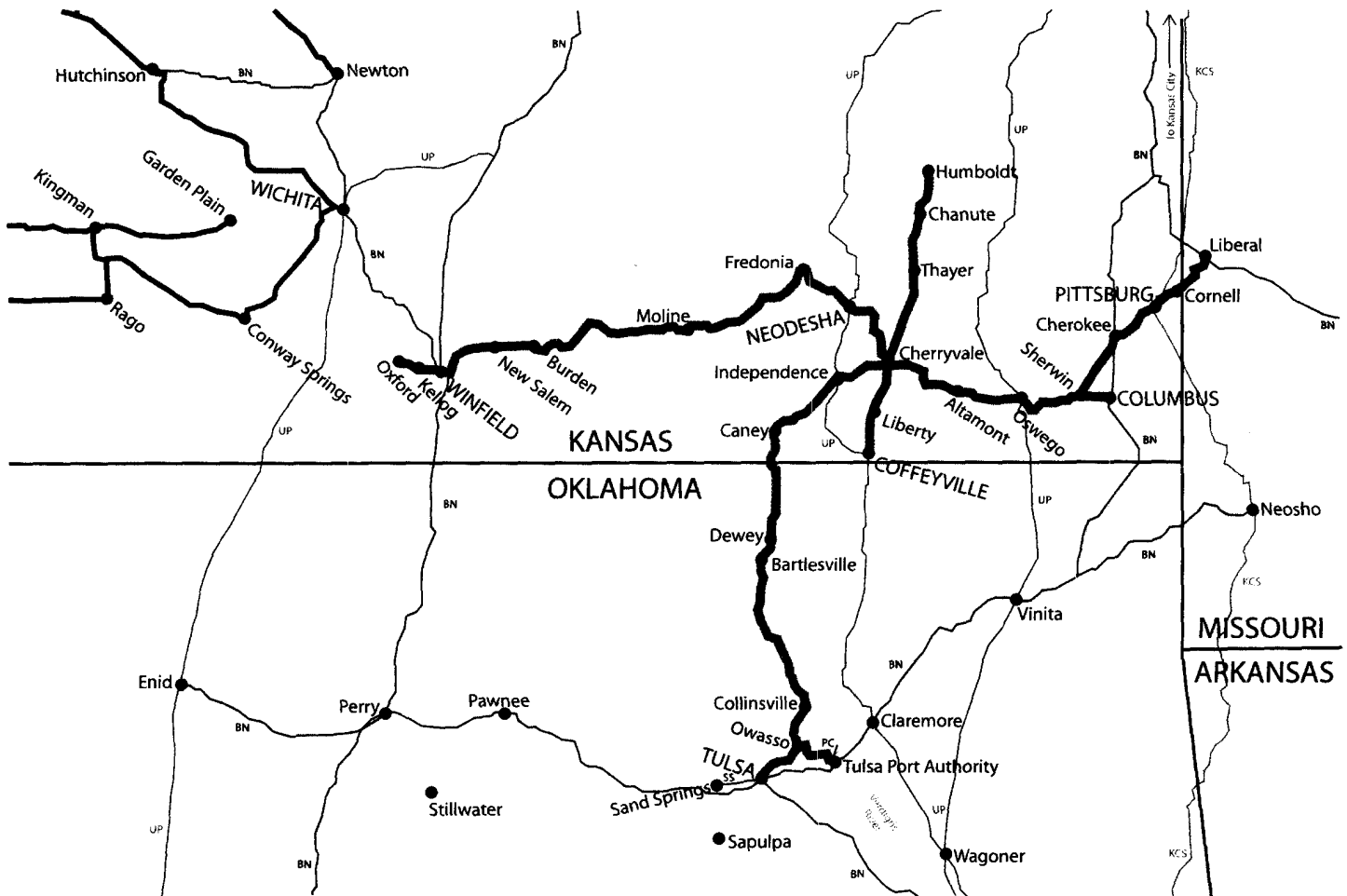
Timber Rock Trackage Rights

Interchanges

BNSF - Tenaha, Beaumont, Somerville, Dobbin

KCS - DeRidder



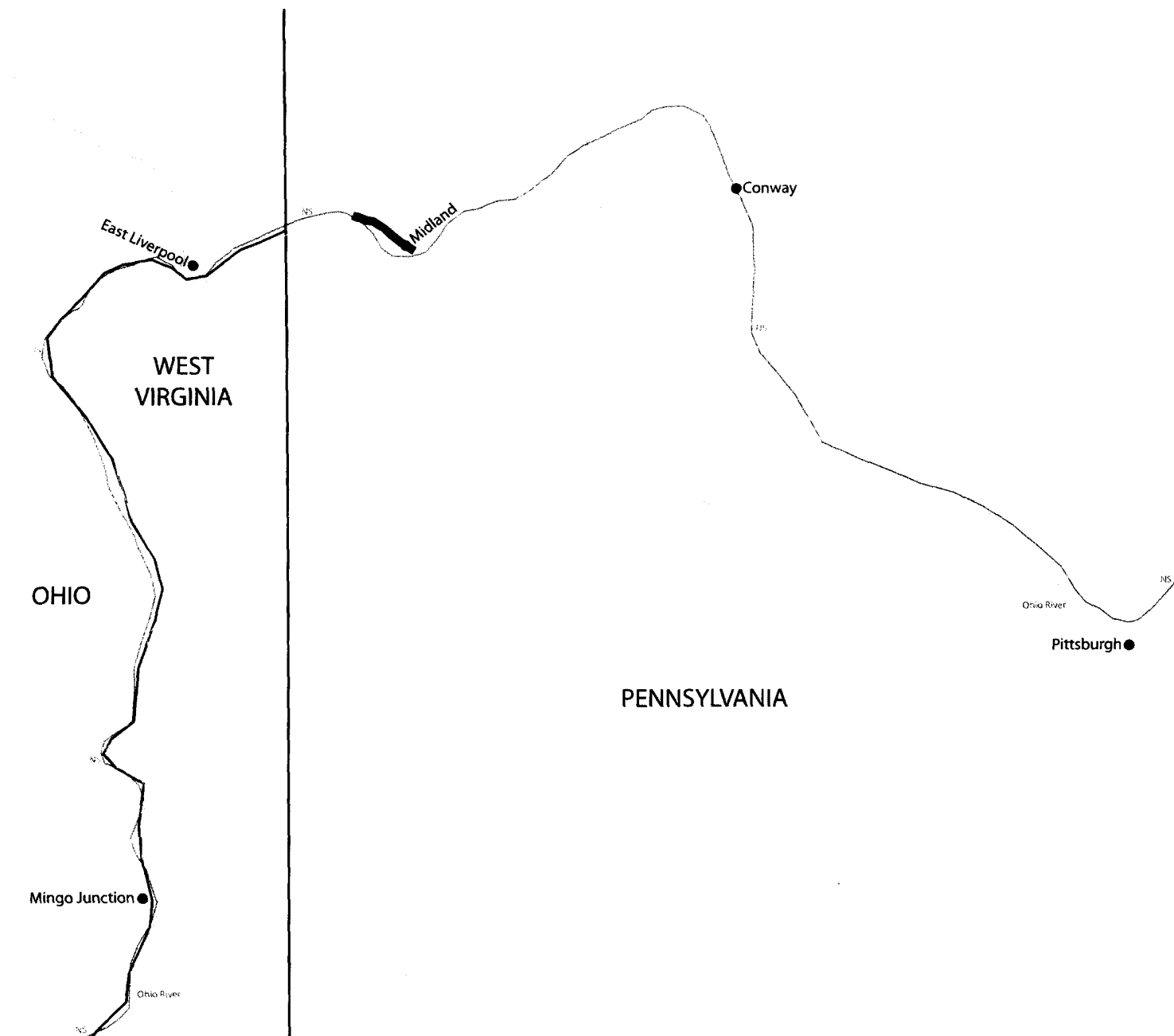


LEGEND:

South Kansas & Oklahoma RR (SKOL)
 Kansas & Oklahoma RR (KOR)
 Stillwater Central RR (SLWC)
 Stillwater Central Trackage Rights
 Sand Springs RR (SS)
 Tulsa's Port of Catoosa (PC)

Interchanges

UP - Coffeyville, Winfield, Tulsa, Neodesha
 BNSF - Winfield, Tulsa, Columbus
 KCS - Pittsburg
 KO - Wichita
 SS - Tulsa



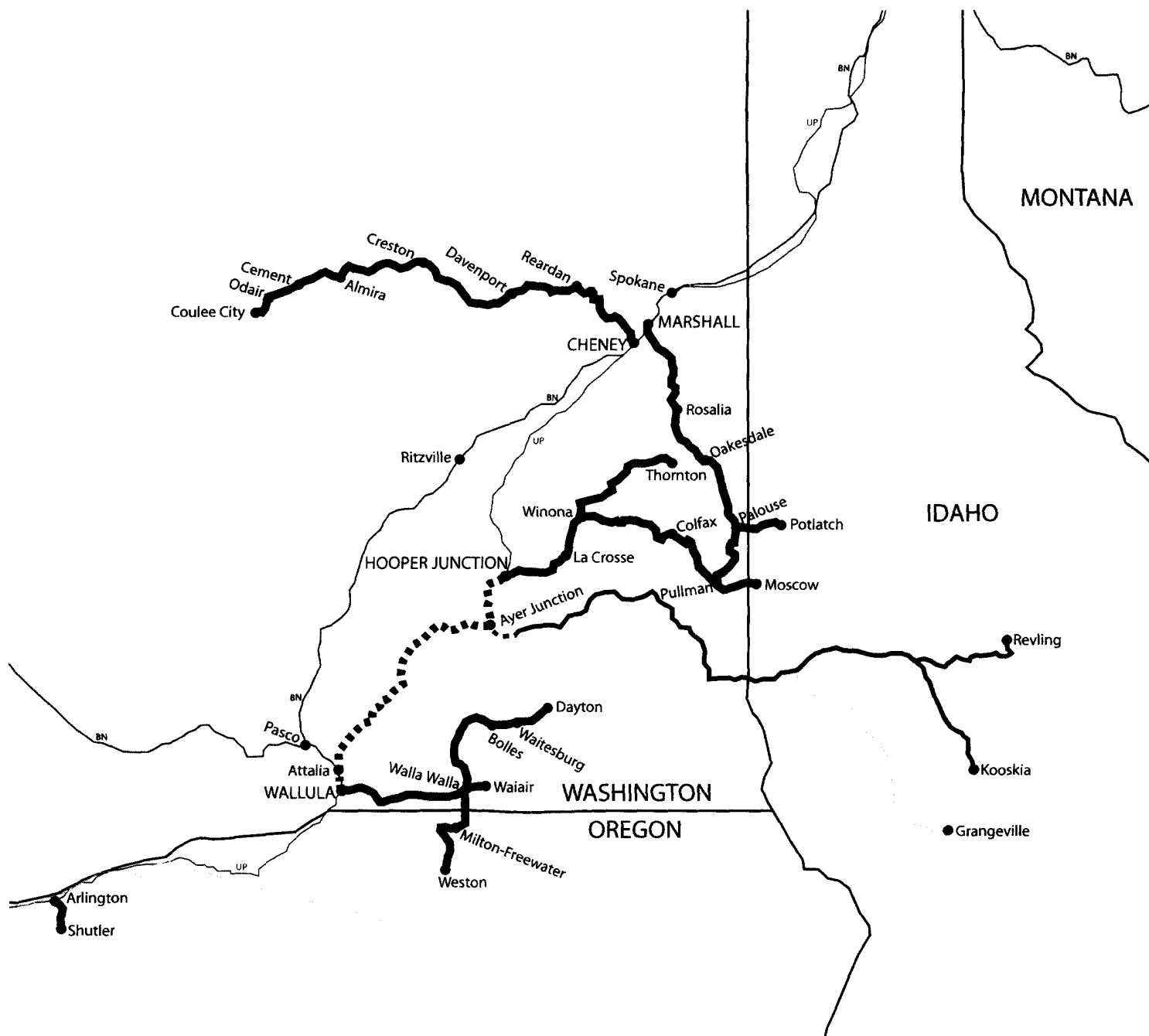
LEGEND:

Pennsylvania Southwestern RR (PSWR)



Interchanges

NS - Midland



LEGEND:

Palouse River & Coulee City RR (PCC)

Palouse River & Coulee City Trackage Rights

Great Northwest RR (GNW)

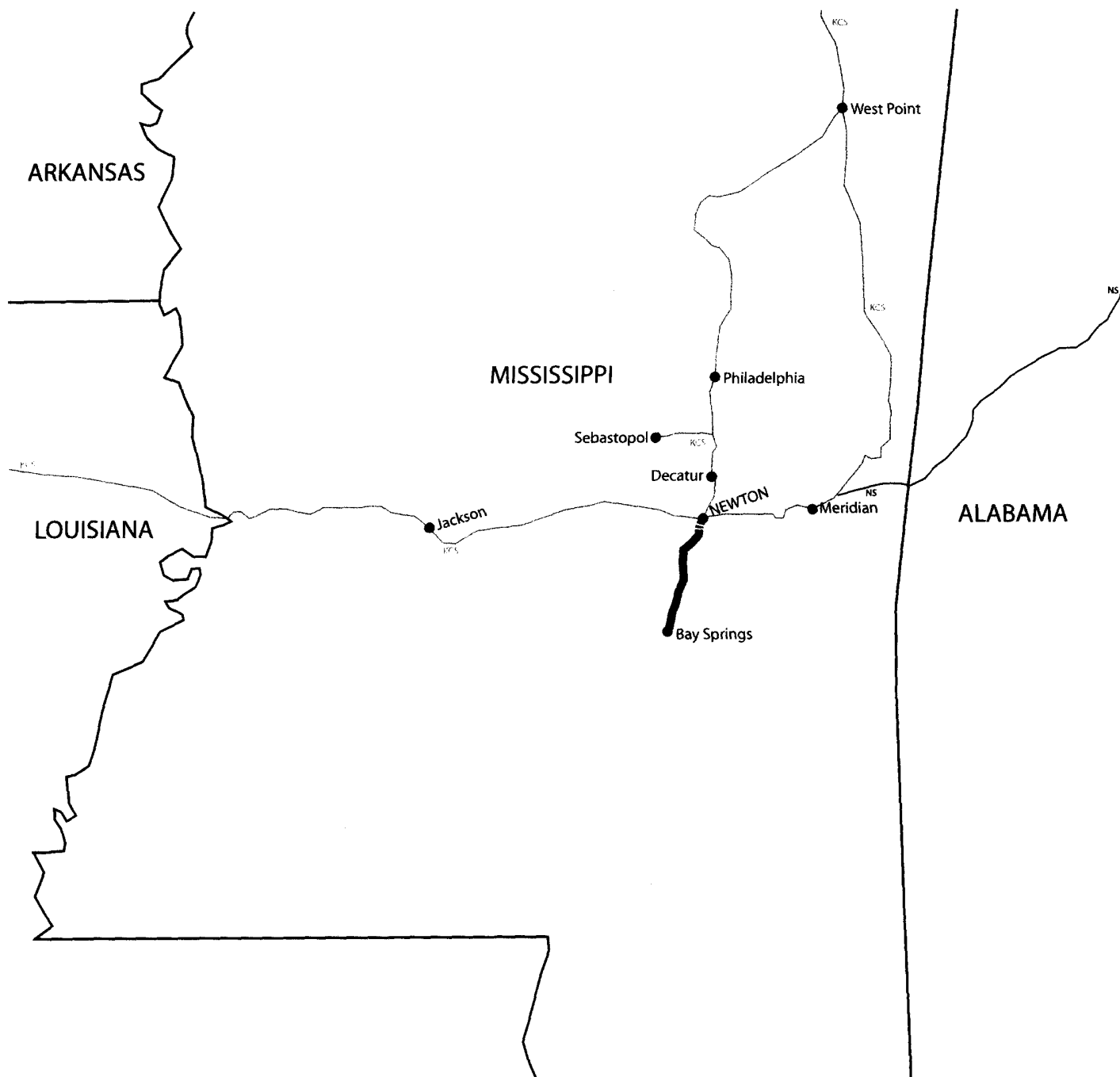
Great Northwest Trackage Rights

BG & CM Railroad

Interchanges

UP - Hooper Junction, Wallula

BNSF - Cheney, Marshall, Wallula



LEGEND:

Mississippi Southern RR (MSR)

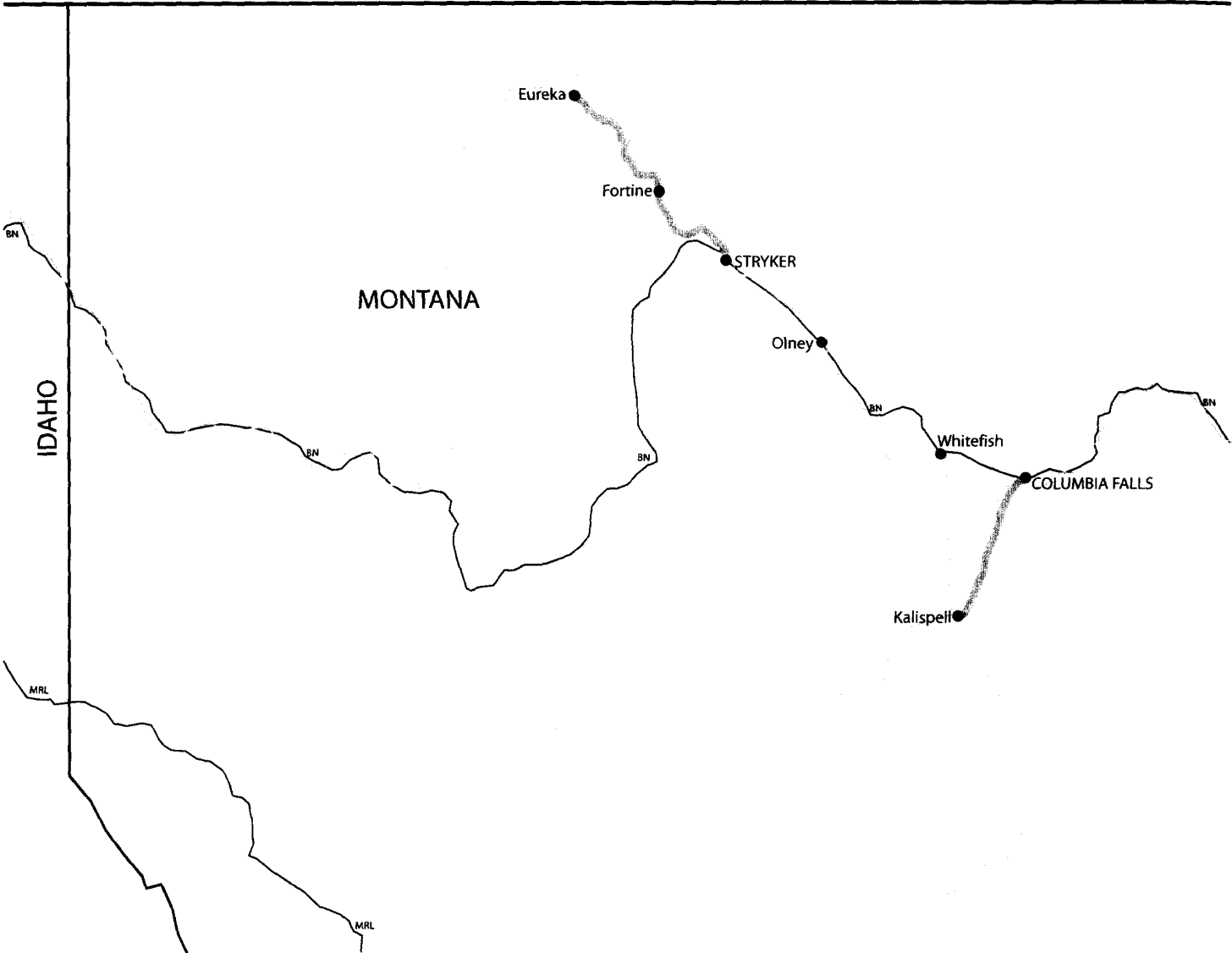
Mississippi Southern RR Trackage Rights



Interchanges

KCS - Newton

CANADA

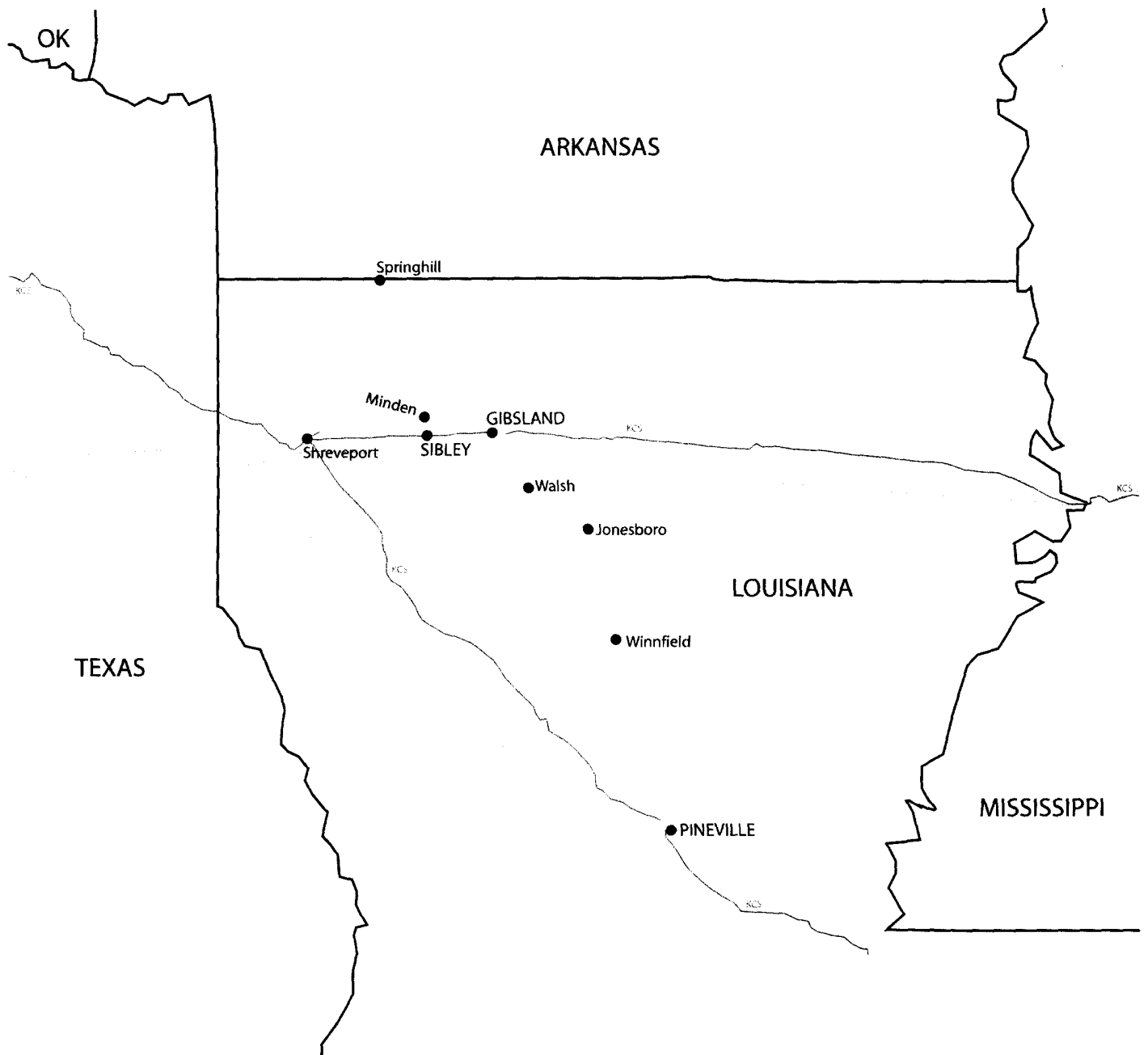


LEGEND:

Mission Mountain Railroad (MMT)

Interchanges

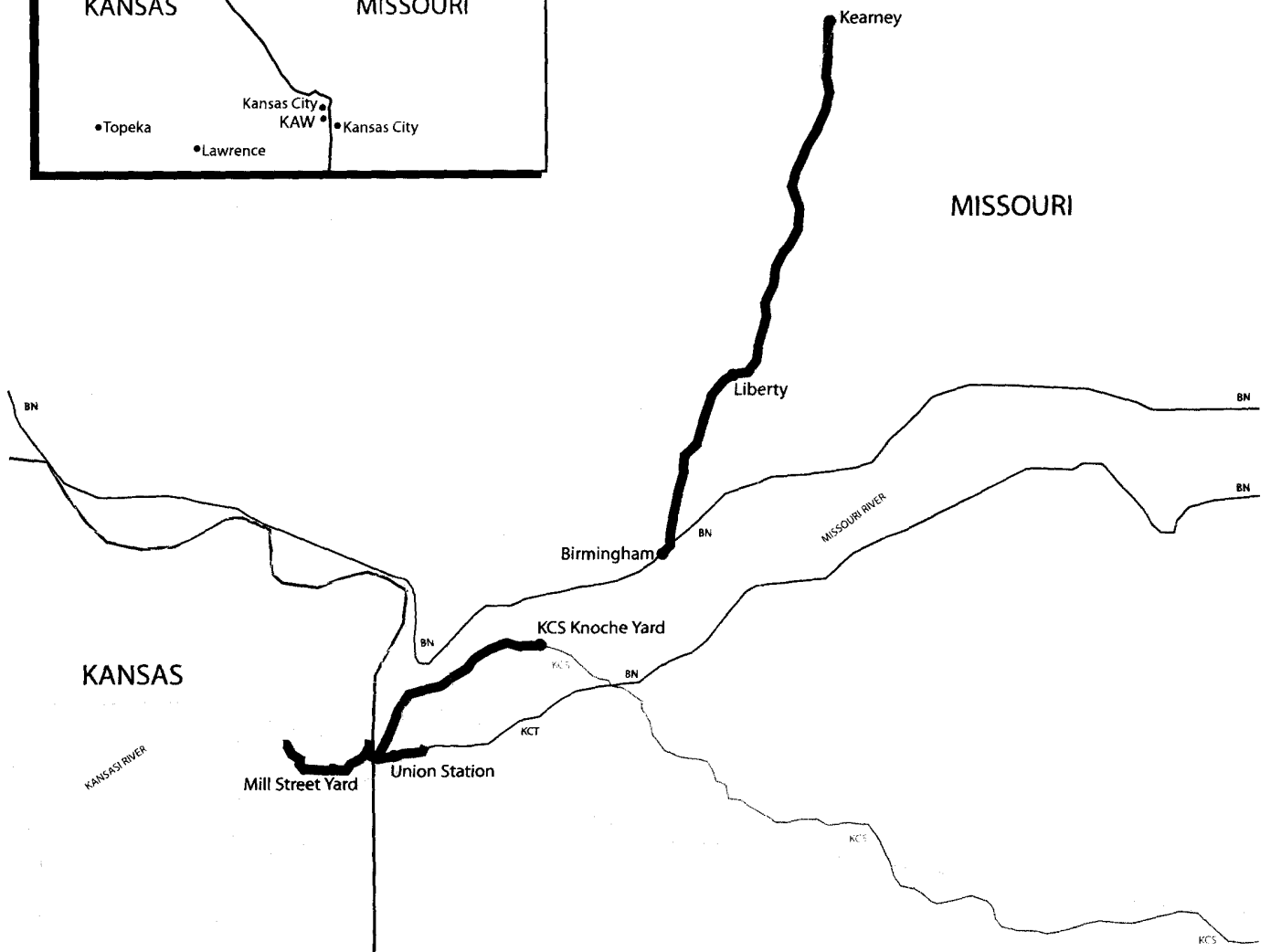
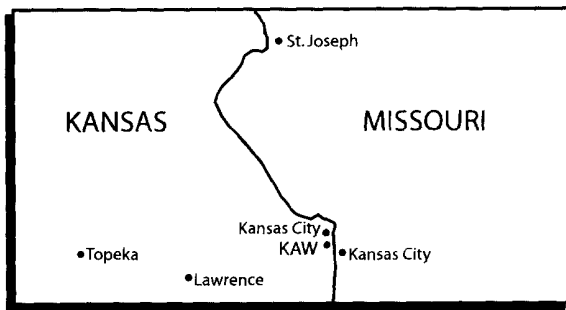
BNSF - Stryker, Columbia Falls



LEGEND:

Louisiana Southern RR (LAS)

Interchanges
KCS - Gibsland, Sibley, Pineville



LEGEND:

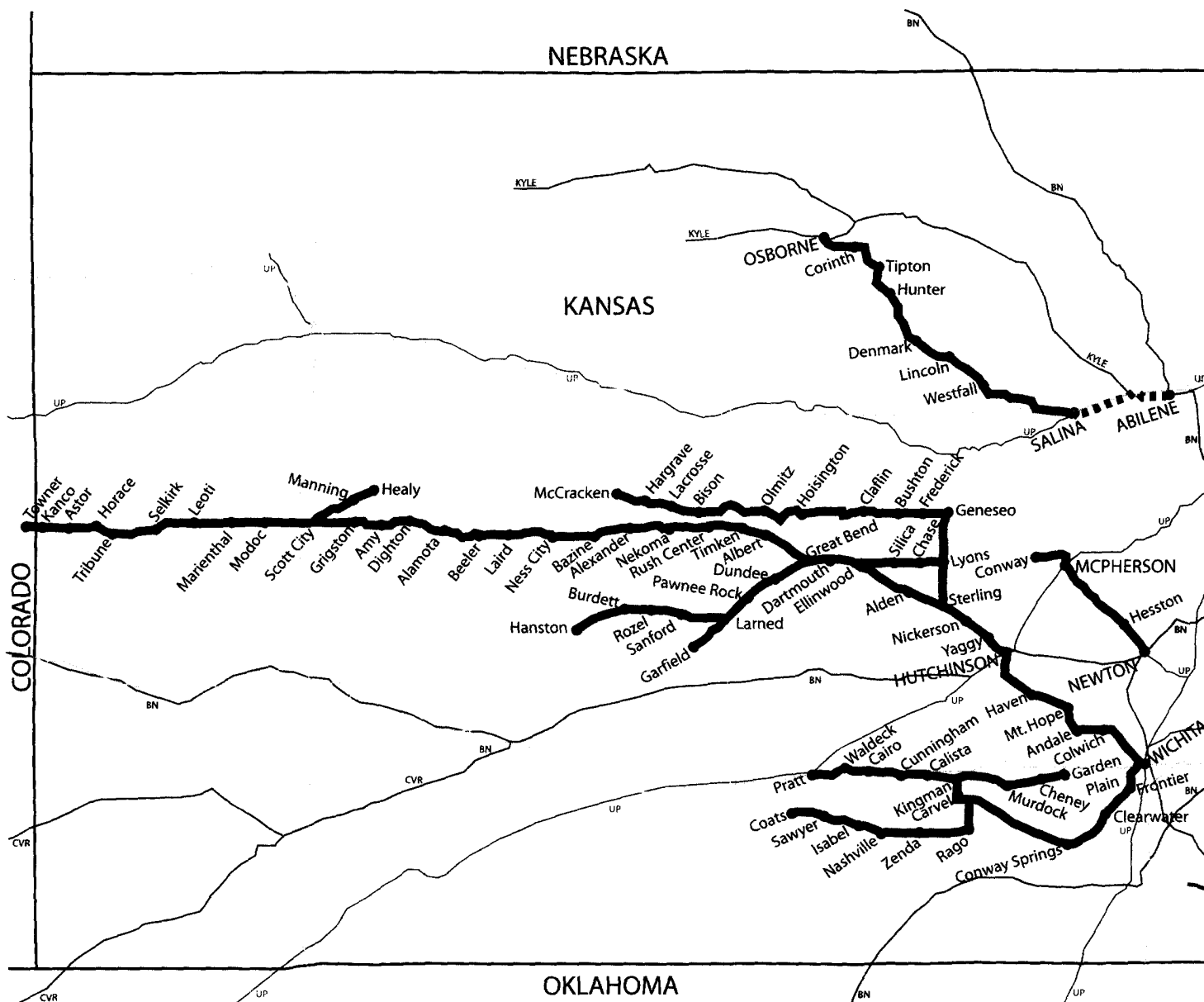
KAW River Railroad (KAW)

Kansas City

Interchanges

BN - Kansas City, Birmingham

KCS - Kansas City



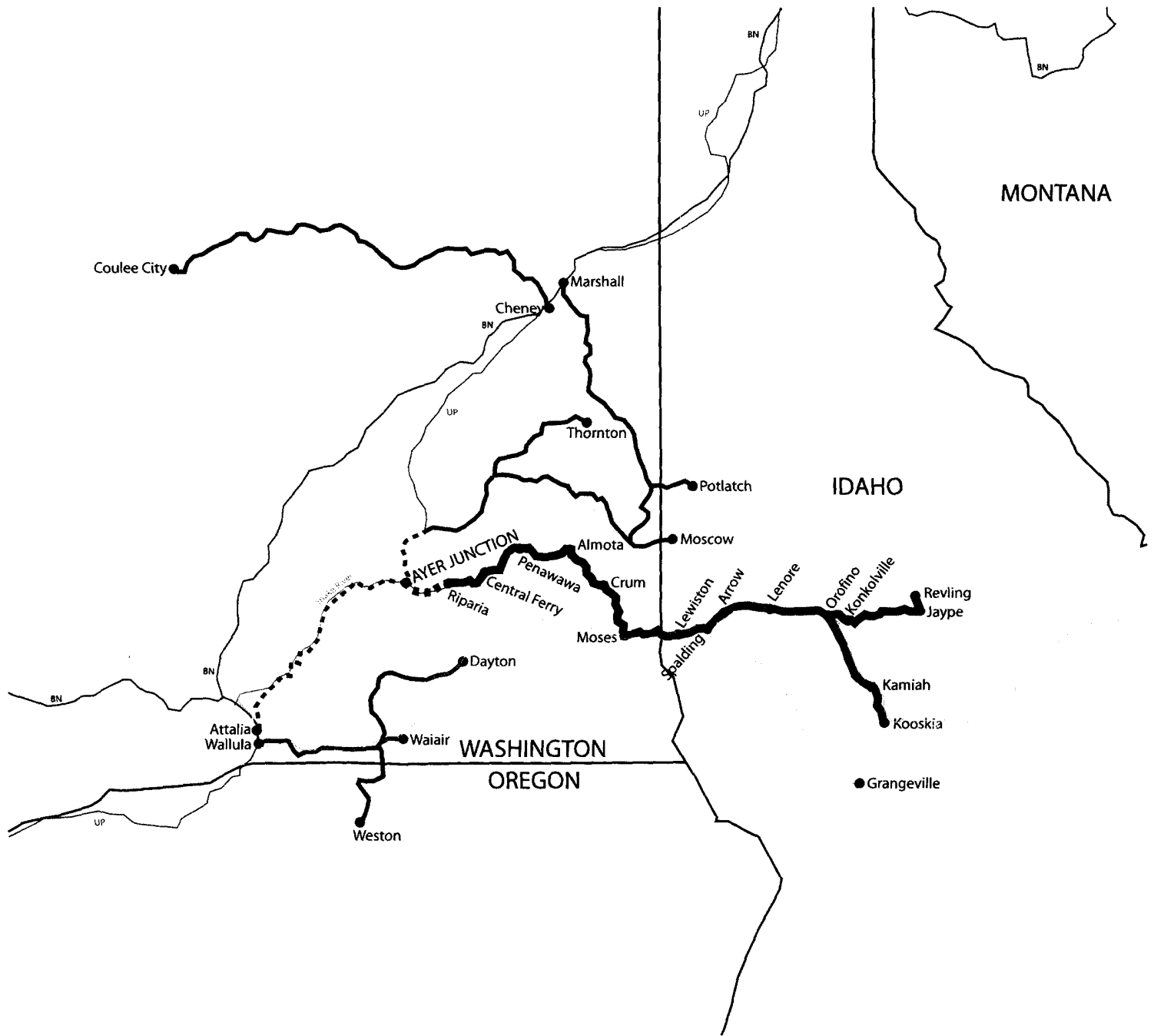
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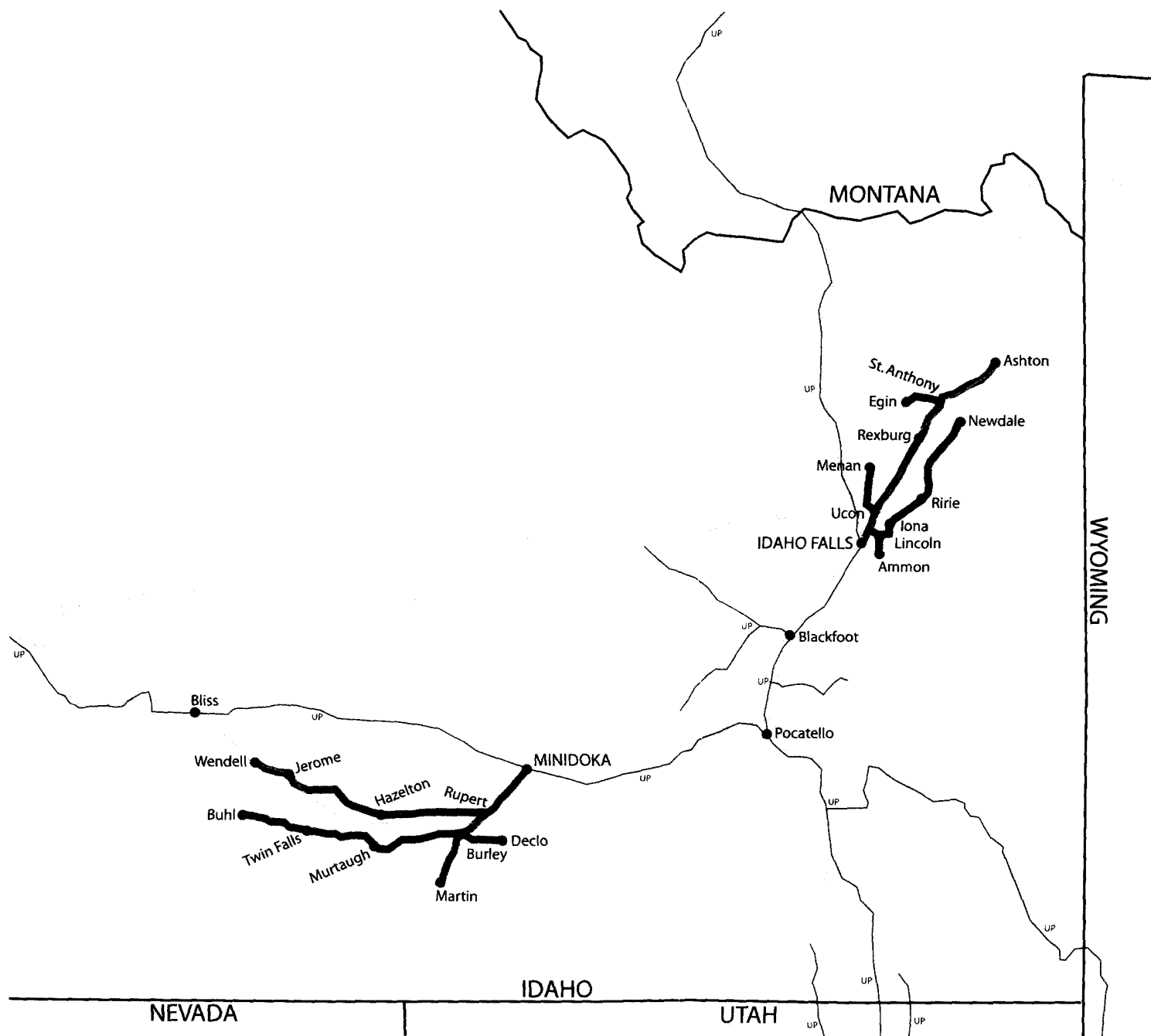
Kansas & Oklahoma RR (KO)
Kansas & Oklahoma Trackage Rights
South Kansas & Oklahoma RR (SKO)
Kyle Railroad (KYLE)
Cimmaron Valley Railroad (CVR)



Interchanges

UP - Hutchinson, McPherson, Salina, Wichita
BNSF - Abilene, Hutchinson, Newton, Wichita
KYLE - Osborne
SKO - Wichita





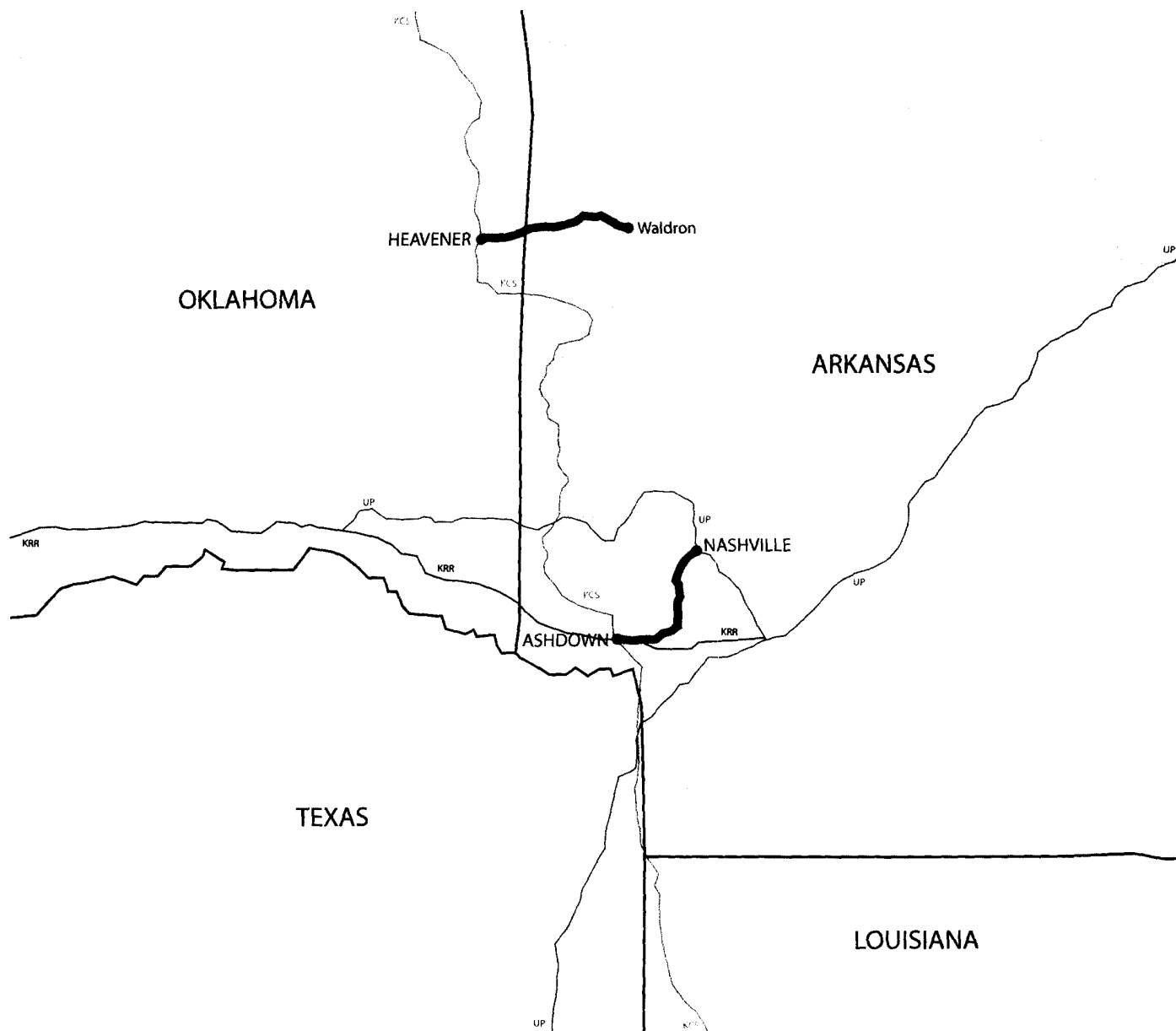
LEGEND:

Eastern Idaho RR (EIRR)



Interchanges

UP - Minidoka, Idaho Falls



LEGEND:

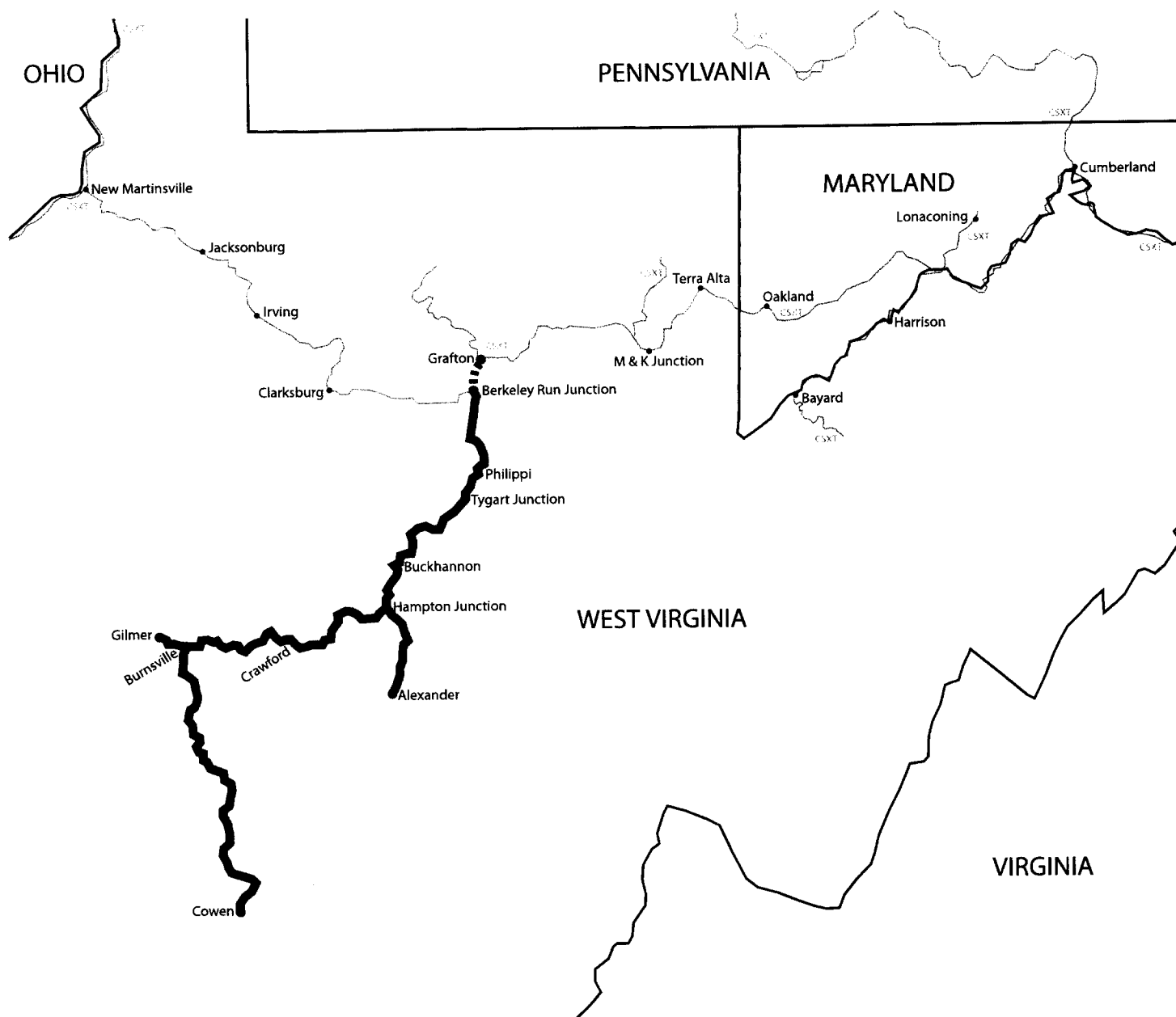
Arkansas Southern RR (ARS)



Interchanges

KCS - Ashdown, Heavener

UP - Nashville



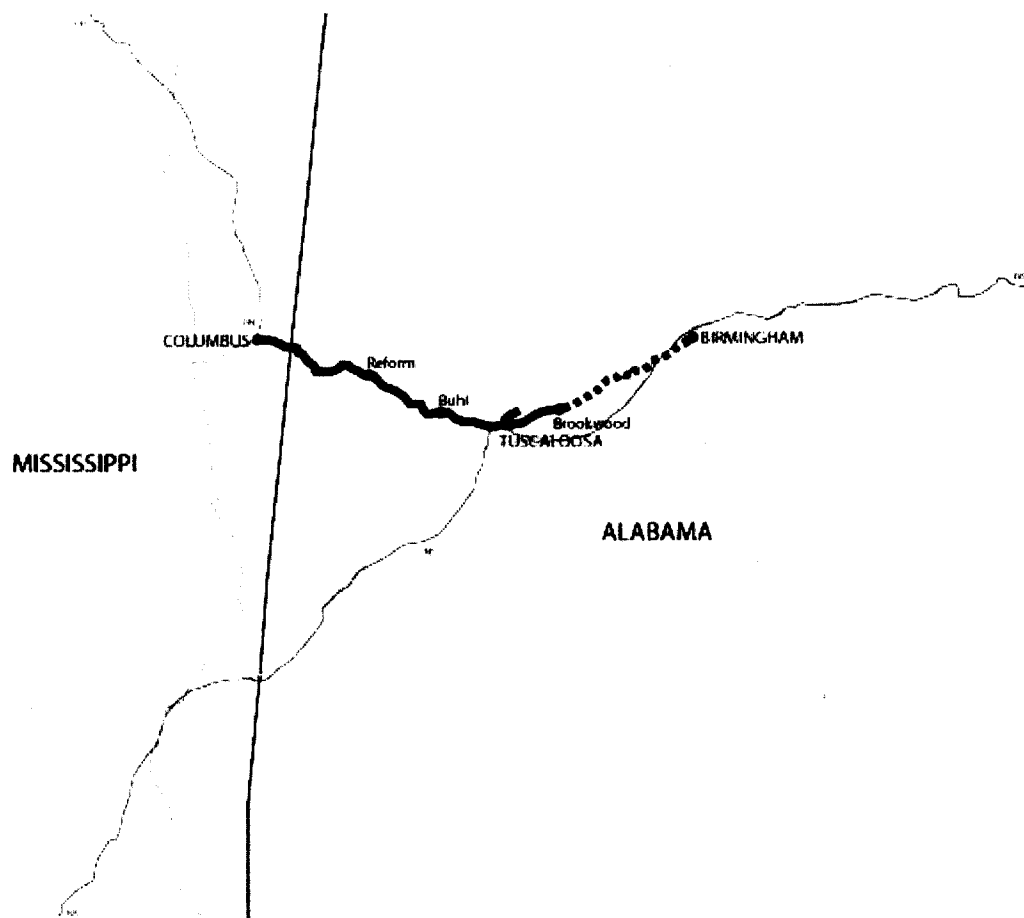
LEGEND:

Appalachian & Ohio Railroad (A&O)
Appalachian & Ohio Trackage Rights



Interchanges

CSXT - Grafton



LEGEND:

Alabama Southern RR lines 

Alabama Southern Trackage-Rights 

Interchanges

• - Columbus

• - Birmingham

NS - Tuscaloosa

VERIFICATION

STATE OF KANSAS

)

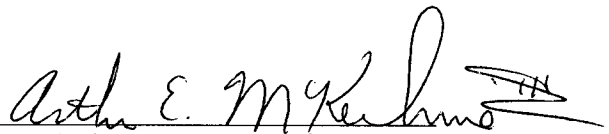
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ss.

COUNTY OF CRAWFORD

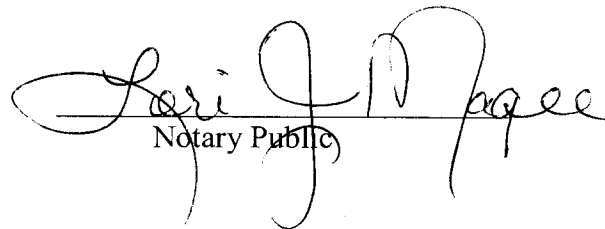
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I, Arthur E. McKechnie III, being duly sworn depose and state that I am Executive Vice President of Watco Companies, Inc., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption and know the facts asserted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


Arthur E. McKechnie III

SUBSCRIBED AND SWORN TO before me this 3rd day of November, 2005, in the County of Crawford, State of Kansas.

My Commission Expires: 8/16/08


Notary Public