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INRD-3 SOO-3

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.**

The Indiana Rail Road Company -- Acquisition --)
Lines of Soo Line Railroad Company)
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Finance Docket No. 34783

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**MOTION OF SOO LINE RAILROAD COMPANY AND THE INDIANA RAIL
ROAD COMPANY TO ESTABLISH A PROCEDURAL SCHEDULE**

Terrence M. Hynes
Sidley Austin Brown & Wood
1501 K Street NW
Washington, D.C. 20005
Tel. 202-736-8000
Fax 202-736-8711

Counsel for
Soo Line Railroad Company

John Broadley
John H. Broadley & Associates, P.C.
1054 31st Street, NW Suite 200
Washington, D.C. 20007
Tel. 202-333-6025
Fax 202-333-5685

Counsel for
The Indiana Rail Road Company

Dated: December 15, 2005

The Indiana Rail Road Company -- Acquisition --
Lines of Soo Line Railroad Company

Applicants have requested the Board to treat the Transaction as a minor transaction under the Board's rules at 49 CFR § 1180.2(c). If the Board accepts Applicants' characterization of the Transaction as minor, the Board will be required to issue its decision

within 180 days from the filing date of the Application. 49 U.S.C. § 11325(d). Applicants request that the Board establish the following schedule to govern this proceeding.

PROPOSED PROCEDURAL SCHEDULE

December 15, 2005	Application, motion for protective order, and motion to establish procedural schedule filed.
January 17, 2006	Notice of acceptance of Application to be published in the Federal Register.
January 27, 2006	Notices of intent to participate in this proceeding due.
February 21, 2006	Comments, protests, requests for conditions, other opposition and evidence, and filings from the U.S. Department of Justice ("DOJ") and U.S. Department of Transportation ("DOT") due.
March 8, 2006	Responses to comments, protests, requests for conditions, other opposition and evidence, and DOJ and DOT due. Rebuttal in support of Application due.
March 22, 2006	Oral argument, if necessary.
April 24, 2006	Service of final decision
May 24, 2006	Decision effective.

Applicants' proposed schedule will permit the Board to serve a final decision before June 14, 2006, the 180-day deadline after the December 15, 2005 filing. The proposed schedule provides interested parties 68 days after filing the Application to obtain discovery, participate and file evidence. The proposed schedule also allows the Board the full 30 days to decide whether to accept the Application and 45 days after the close of the evidence to serve a decision.

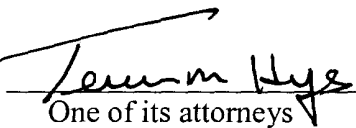
There is time in the schedule for a public hearing, if requested and deemed necessary by the Board. In addition, there is also time to hold an oral argument after the Applicants have responded on March 8, 2006.

Applicants do not foresee any anticompetitive effects from the Transaction. Indeed, the Application contains letters of support from companies representing nearly two-thirds of the carloads originating or terminating on the Acquired Lines. Moreover, Soo has reached implementing agreements with all of the affected unions representing Soo's employees on the Acquired Lines. INRD expects to reach agreement with the Brotherhood of Locomotive Engineers and Trainmen ("BLET"), the union representing its train and engine employees, by mid-January 2006.

The proposed schedule provides sufficient time for comments and evidence to be filed and for the Board to meet its responsibilities in a timely fashion. Therefore, Applicants respectfully request that the Board adopt the proposed schedule.

Respectfully submitted,

SOO LINE RAILROAD COMPANY

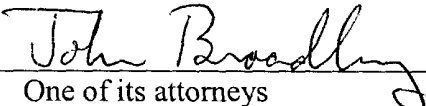
By: 

One of its attorneys

Terence M. Hynes
Sidley Austin Brown & Wood, LLP
1501 K Street NW
Washington, D.C. 20005
Tel. 202-736-8000
Fax 202-736-8711

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THE INDIANA RAIL ROAD COMPANY

By: 

One of its attorneys

John Broadley
John H. Broadley & Associates, P.C.
1054 31st Street, NW Suite 200
Washington, D.C. 20007
Tel. 202-333-6025
Fax 202-333-5685