entrance at East Fort Miley, on the Historical Compliance Process on the Presidio and GGNRA, and an update on the Bolinas Lagoon Management Plan.

This meeting will also contain a GGNRA Superintendent's Report and a Presidio General Manager's Report.

A specific final agenda for this meeting will be made available to the public at least 15 days prior to this meeting and can be received by contacting the Office of the Staff Assistant, Golden Gate National Recreation Area, Building 201, Fort Mason, San Francisco, California 94123 or by calling (415) 556–4484.

This meeting is open to the public. It will be recorded for documentation and transcribed for dissemination. Minutes of the meeting will be available to the public after approval of the full Advisory Commission. A transcript will be available three weeks after the meeting. For copies of the minutes contact the Office of the Staff Assistant, Golden Gate National Recreation Area, Building 201, Fort Mason, San Francisco, California 94123.

Dated: December 1, 1995.

Brian O'Neill,

General Superintendent, Golden Gate National Recreation Area.

[FR Doc. 95–29946 Filed 12–8–95; 8:45 am]

BILLING CODE 4310–70–P

INTERSTATE COMMERCE COMMISSION

[No. MC–F–20757]

ANR Advance Holdings, Inc.—Merger and Control Exemption—ANR Freight System, Inc., Transport USA, Inc., and Advance Transportation Company

AGENCY: Interstate Commerce Commission.

ACTION: Notice that the Commission has been requested to issue a finding that the cash price of $10 per share payable to the minority stockholders of Advance Transportation Company in connection with the recent merger of that corporation into ANR Freight System, Inc., is just and reasonable.

SUMMARY: On November 3, 1995, Advance Transportation Company was merged into ANR Freight System, Inc., which has been renamed ANR Advance Transportation Company, Inc. The terms and conditions of the merger included, among other things, a "cashing out" of all minority stockholders of Advance Transportation Company at a price of $10 per share. The Commission has been requested to issue a finding that the cash price of $10 per share payable to the minority stockholders of Advance Transportation Company in connection with the merger is just and reasonable.

DATES: Comments must be filed by January 10, 1996. Replies must be filed by January 25, 1996.

ADDRESSES: All pleadings should refer to No. MC–F–20757. Comments (an original and 10 copies) should be sent to: Office of the Secretary, Case Control Branch, Interstate Commerce Commission, 1201 Constitution Avenue, N.W., Washington, D.C. 20423.[1] Comments should also be served (one copy each) on: (1) Warren Belmar, Fulbright & Jaworski L.L.P., 801 Pennsylvania Avenue, N.W., Washington, D.C. 20004; and (2) James F. Moriarty, Fleischman & Walsh, P.C., Suite 600, 1400 16th Street, N.W., Washington, D.C. 20036. Replies (an original and 10 copies) should be sent to: Office of the Secretary, Case Control Branch, Interstate Commerce Commission, 1201 Constitution Avenue, N.W., Washington, D.C. 20423. Replies should also be served (one copy each) on: any persons filing comments; each of the approximately 675 participants in the employee stock ownership plan that formerly held stock in Advance Transportation Company; and each of the 39 former employees that held stock in Advance Transportation Company immediately prior to the recent merger.

FOR FURTHER INFORMATION CONTACT: Beryl Gordon, (202) 927–5610. [TDD for the hearing impaired: (202) 927–5721.]

SUPPLEMENTARY INFORMATION: The merger consummated November 3, 1995, was incidental to a control transaction that involved three motor carriers: ANR Freight System, Inc. (ANR Freight); Transport USA, Inc. (Transport); and Advance Transportation Company (ATC).[2]

Immediately prior to the merger and the control transaction, (1) ANR Freight and Transport were wholly owned direct subsidiaries of ANR Advance Holdings, Inc. (AA Holdings), which was itself a wholly owned direct subsidiary of ANRFS Holdings, Inc. (ANRFS), which was in its turn a wholly owned indirect subsidiary of The Coastal Corporation, and (2) ATC's stock was held by "principal stockholders" and by "minority stockholders." The ATC principal stockholders were eight individual family members, who collectively owned 78.4% of ATC's stock. The ATC minority stockholders included both an employee stock ownership plan (an ESOP), under which approximately 675 ATC employees were the beneficial owners of the stock held by the ESOP, and 39 former ATC employees, each of whom owned outright ATC stock that had formerly been held by the ESOP. The ESOP held 21.6% of ATC's stock; the 39 former employees held an additional 415 shares of ATC's stock.[3]

The control transaction of which the merger was a part involved the common control of ANR Freight, Transport, and ATC. Common control of these three motor carriers was obtained by AA Holdings, which already controlled ANR Freight and Transport, and which received, as part of the control transaction, the 78.4% stock ownership of ATC that had previously been held by the eight principal stockholders of ATC.

In connection with and incidental to the control transaction, (1) ATC was merged into ANR Freight, and ANR Freight was renamed (its new acronym is AATC), and (2) the principal stockholders of ATC acquired 50% of the stock of AA Holdings (prior to the transaction, ANRFS had held 100% of the stock of AA Holdings). In connection with and incidental to the merger of ATC into ANR Freight, ATC's minority stockholders (the ESOP and the former employees) were "cashed out" at a price of $10 per each share of ATC stock formerly held by such minority stockholders.

The merger and the broader control transaction were subject to our jurisdiction under 49 U.S.C. 11343(a). Accordingly, by notice of exemption filed August 23, 1995, five parties (ANR Freight, Transport, AA Holdings, ANRFS, and ATC) invoked the 49 U.S.C. 11343(e) class exemption codified at 49 CFR Part 1186. The notice was published in the *ICC Register* on September 1, 1995 (at pages 15–16), and it indicated that we had exempted, subject to public comment, both the merger of ATC into ANR Freight and the

[1] Legislation to terminate the Commission on December 31, 1995, is now pending enactment. Until further notice, parties submitting pleadings should continue to use the current name and address.

[2] ATC was also licensed as a broker, but its broker status is of no particular consequence in the present context.

[3] The cited figures (the 78.4% holdings of the principal stockholders; the 21.6% holdings of the ESOP, on behalf of approximately 675 ATC employees; and the 415 shares held by the 39 former ATC employees) have varied somewhat through the course of this proceeding. We have therefore used the figures provided in the most recent pleading (the petition filed November 14, 1995), which we understand to represent the exact figures as they stood immediately prior to the merger of ATC into ANR Freight. We realize, of course, that the described ATC holdings add up to 415 shares above 100%. The context, however, suggests that either the 78.4% figure or the 21.6% figure has been rounded off, because the 415 shares held outright by former employees amount to approximately 0.07% of ATC's stock.

control by AA Holdings of AATC (the renamed survivor of that merger) and Transport.[4] Comments were due 30 days after publication of the notice, but none was filed. Accordingly, the exemption became effective on October 31, 1995. *See* 49 CFR 1186.7. The merger and the control transaction of which it was a part were thereafter consummated on November 3, 1995.

By petition filed November 14, 1995, AA Holdings and AATC (petitioners) request a determination verifying that the cash price of $10 per share payable to ATC's minority stockholders in liquidation of their ATC stock is just and reasonable.[5] Petitioners seek this determination (1) because they believe that we are required by *Schwabacher* v. *United States,* 334 U.S. 182 (1948), to make such a determination to protect minority stockholders, and (2) in order to immunize the ANR Freight/ATC merger from the otherwise applicable state law rights, particularly the otherwise applicable state law dissenters' rights, of the minority stockholders. *See* 49 U.S.C. 11341(a) (''A carrier, corporation, or person participating in [a transaction exempted under Title 49, Subtitle IV, Chapter 113, Subchapter III] is exempt from the antitrust laws and from all other law, including State and municipal law, as necessary to let that person carry out the transaction,'' etc.). Petitioners urge expedited handling of their petition.

Our statutory mandate, 49 U.S.C. 11344(c), requires, among other things, that we determine, in appropriate cases, that the terms and conditions of certain transactions affecting stockholders are just and reasonable. *See, e.g., Union Pacific Corp. et al.—Cont.—MO–KS–TX Co. et al.,* 4 I.C.C.2d 409, 515 (1988) (''In appraising this transaction affecting the rights of stockholders, it is incumbent upon us to see that the interests of minority stockholders are protected and that the overall proposal is just and reasonable to those stockholders. *Schwabacher* v. *United States,* 344 U.S. 182, 198, 201 (1948).''). To move this matter to a speedy resolution, we will proceed in an expedited fashion.

Because one or more of the eight principal ATC stockholders, although not ''minority stockholders'' in petitioners' usage of this term, could be ''minority stockholders'' in the *Schwabacher* sense,[6] our ''just and reasonable'' jurisdiction conceivably encompasses matters broader than the precise determination sought by petitioners. Petitioners, however, have the right to seek the narrow determination they have requested, and we will therefore limit our inquiry to the precise matter that petitioners have placed before us: Whether the cash price of $10 per share payable to ATC's minority stockholders in liquidation of their ATC stock is just and reasonable; and we will adhere to petitioners' usage of the term ''minority stockholders'' to embrace only the ESOP (under which approximately 675 ATC employees were the beneficial stockholders) and the 39 former ATC employees that held ATC stock outside the ESOP.

Accordingly, we solicit comments from all interested persons respecting whether the cash price of $10 per share payable to the minority stockholders of ATC is just and reasonable. Such comments must be submitted by January 10, 1996. Petitioners may file replies to such comments by January 25, 1996.

Petitioners have indicated that they will serve a copy of their petition (only the petition; not the appendix document) on each ESOP participant and on each of the 39 former employee stockholders. Petitioners have further indicated that they will serve a copy of the appendix document on any person requesting a copy. We expect that petitioners, if they have not completed such service of the petition prior to the date of publication of this notice, will complete such service no later than December 18, 1995.

Petitioners have noted that, as a matter of law, Federal Register publication is considered to provide notice to all interested persons. Due process considerations, however, suggest that, whenever possible, identifiable interested persons should receive actual notice rather than constructive notice. We will therefore require petitioners to serve a copy of this notice on each of the approximately 675 ESOP participants and on each of the 39 former employee stockholders. Such service should be accomplished by first class mail, postage prepaid, and all such notices should be mailed no later than December 18, 1995.

Petitioners should certify in writing, no later than December 21, 1995, that they have served copies of their petition and this notice in the manner indicated in the two preceding paragraphs.

Any interested person may request copies of the petition and/or the appendix document, in writing or by telephone, from Warren Belmar, Fulbright & Jaworski L.L.P., 801 Pennsylvania Avenue, N.W., Washington, D.C. 20004 (telephone: 202–662–0200) or James F. Moriarty, Fleischman & Walsh, P.C., Suite 600, 1400 16th Street, N.W., Washington, D.C. 20036 (telephone: 202–939–7900).

In addition to submitting an original and 10 copies of all comments and replies filed with the Commission, commenters and petitioners are encouraged to submit all pleadings and attachments as computer data contained on a 3.5-inch floppy diskette formatted for WordPerfect 5.1 (or formatted so that it can be converted by WordPerfect 5.1). Petitioners are also encouraged to submit on such a diskette the petition and the appendix document (or so much thereof as can conveniently be submitted on such a diskette).

Decided: December 1, 1995.

By the Commission, Chairman Morgan, Vice Chairman Owen, and Commissioner Simmons.

Vernon A. Williams,

Secretary.

[FR Doc. 95–30082 Filed 12–8–95; 8:45 am]

BILLING CODE 7035–01–P

[4] By separate decision served September 1, 1995, AA Holdings was authorized to assume temporary control of ANR Freight, Transport, and ATC pending final disposition of the exemption proceeding.

[5] The petition itself references, and is accompanied by, a substantial document entitled ''Petitioners' Appendices,'' which we shall refer to as the appendix document.

[6] The eight principal stockholders owned, collectively, 78.4% of ATC's stock; what any one of the eight owned has not been indicated. Petitioners have indicated, however, that a 66⅔ vote was necessary for approval of the merger. A single principal stockholder acting alone could block the merger only if that stockholder held approximately 11.74% of ATC's stock (and any single principal stockholder might have been unable to block the merger even with 11.74% of ATC's stock; the 11.74% calculation assumes that no stock held by the ESOP and the former employees was voted in favor of the merger). It is immediately apparent that at least two of the principal stockholders each must have owned less than 11.74% of ATC's stock, because the eight principal stockholders together held only 78.4% of such stock.

[Docket No. AB–448 (Sub-No. 1X)]

SF & L Railway Inc.—Abandonment Exemption—in Ellis and Hill Counties, TX

SF & L Railway, Inc. (SF&L), has filed a notice of exemption under 49 CFR 1152 Subpart F—*Exempt Abandonments* to abandon approximately 18.23 miles of railroad between milepost 813.1, near Italy, and milepost 831.33, near Hillsboro, in Ellis and Hill Counties, TX.

SF&L has certified that: (1) No local traffic has moved over the line for at least 2 years; (2) there is no overhead traffic that must be rerouted; (3) no formal complaint filed by a user of rail service on the line (or by a State or local government entity acting on behalf of such user) regarding cessation of service over the line either is pending with the