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January 17, 2020

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January 17, 2020

VIA E-FILING

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: STB Docket No. FD 36378
The Mahoning Valley Railway Company
-Acquisition and Operation Exemption-

Dear Ms. Brown:

Enclosed for e-filing on behalf of the Mahoning Valley Railway Company is a Notice of Exemption being filed under 49 USC 10902 and 49 CFR 1150.41. The filing fee of \$2,100 was paid using Pay.gov.

Please let me know if there are any questions regarding this filing.

Sincerely,



Justin J. Marks
Counsel for Mahoning Valley Railway Company

Enclosures

FEE RECEIVED
January 17, 2020
SURFACE
TRANSPORTATION BOARD

FILED
January 17, 2020
SURFACE
TRANSPORTATION BOARD

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36378

**THE MAHONING VALLEY RAILWAY COMPANY
- ACQUISITION AND OPERATION EXEMPTION –
L.W.R., INC. AND OHI-RAIL CORP.**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902**

(includes color images)

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*Counsel for
Mahoning Valley Railway Company*

Dated: January 17, 2020

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36378

THE MAHONING VALLEY RAILWAY COMPANY
- ACQUISITION AND OPERATION EXEMPTION –
L.W.R., INC. AND OHI-RAIL CORP.

VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

This Verified Notice is filed pursuant to 49 C.F.R. §1150.41 by The Mahoning Valley Railway Company (“MVRV”), a Class III carrier, to exempt from regulation under 49 U.S.C. §10902, its acquisition from corporate affiliates L.W.R., Inc. (“LWR”) and OHI-Rail Corp. (“OHI-Rail”) and operation of approximately 44.7 miles of the following lines of railroad (the “Rail Lines”) in Carroll, Stark, Columbiana, Jefferson, and Harrison Counties: (1) the Tuscarawas Industrial Track LC 40-2427, from milepost 0.0 at the point of connection to the Bayard siding in Bayard to milepost 2.9, located 175 feet west of Grant Street in Minerva, Ohio, including an operating easement between mileposts 2.7 and 2.9; (2) the Piney Fork Industrial Track LC 40-2446, from milepost 40.9 in Minerva, Ohio to milepost 43.5 including all track, facilities, and property comprising Minerva Yard; (3) the Horn Track, a short connecting track between the Tuscarawas Industrial Track and the Piney Fork Industrial Track, between Grant Street and Sandy Creek Bridge; (4) a continuous line of track from the Minerva Yard limits at milepost 43.50 in Minerva, Ohio to Hopedale Junction, Ohio at milepost 77.50; (5) the Wolf Run Branch LC 2449, beginning in Springfield Township (Phillips), Jefferson County, Ohio at railroad milepost 0.0 and extending in a general southerly direction to its point of ending at milepost 3.8, with service only being provided from milepost 0.0 to milepost 1.7; and (6) the

Tuscarawas Secondary Track LC 2427 beginning in Minerva, Ohio at a point approximately 175 feet west of railroad milepost 2.7 and extending in a general westerly direction through Pekin, Ohio to its ending in Pekin, Ohio at milepost 4.3. Segments (1), (2), and (3) are owned by LWR and operated by OHI-Rail, and MVRVY will acquire the segments by purchase of the line. Segments (4), (5), and (6) are leased by OHI-Rail from the State of Ohio, Ohio Rail Development Commission (“ORDC”), and MVRVY will acquire the segments by assignment of the lease.

Notice

In accordance with 49 C.F.R. §1150.43, MVRVY hereby provides the following information:

- (a) The full name and address of Applicant: The Mahoning Valley Railway Company, 400 Meridian Centre, Suite 330, Rochester, NY 14618.
- (b) The name, address, and telephone number of the representative of MVRVY who should receive correspondence: Eric M. Hocky, Esq., Clark Hill, PLC, Two Commerce Square, 2001 Market St., Suite 2620, Philadelphia, PA 19103; (215) 640-8500.
- (c) Genesee & Wyoming Inc. (“GWI”), LWR, and OHI-Rail have executed the Asset Purchase Agreement (“APA”) to acquire the Rail Lines. Prior to consummating the acquisition, GWI will assign all of its rights and obligations under the APA to MVRVY, a Class III rail carrier subsidiary of GWI, and MVRVY will acquire the Rail Lines.¹
- (d) MVRVY will be the freight operator of the Rail Lines.
- (e) Brief Summary of the Proposed Transaction: MVRVY, a Class III rail carrier and subsidiary of GWI, will acquire the Rail Lines from LWR and OHI-Rail pursuant to the

¹ GWI will not acquire the Rail Lines and it is not the applicant in this proceeding.

APA, including the assignment of the lease between OHI-Rail and ORDC.

- (1) The name and address of the companies selling and assigning the lease of the Rail Lines are L.W.R., Inc. and OHI-Rail Corp., P.O. Box 728, Steubenville, OH 43952.
- (2) MVRV expects to commence operations upon the closing of the acquisition, which will occur following the date on which this Notice of Exemption is effective.
- (3) MVRV will acquire the following segments of rail line by milepost :(1) the Tuscarawas Industrial Track LC 40-2427, from milepost 0.0 at the point of connection to the Bayard siding in Bayard to milepost 2.9, located 175 feet west of Grant Street in Minerva, Ohio, including an operating easement between mileposts 2.7 and 2.9; (2) the Piney Fork Industrial Track LC 40-2446, from milepost 40.9 in Minerva, Ohio to milepost 43.5 including all track, facilities, and property comprising Minerva Yard; (3) the Horn Track, a short connecting track between the Tuscarawas Industrial Track and the Piney Fork Industrial Track, between Grant Street and Sandy Creek Bridge; (4) a continuous line of track from the Minerva Yard limits at milepost 43.50 in Minerva, Ohio to Hopedale Junction, Ohio at milepost 77.50; (5) the Wolf Run Branch LC 2449, beginning in Springfield Township (Phillips), Jefferson County, Ohio at railroad milepost 0.0 and extending in a general southerly direction to its point of ending at milepost 3.8, with service only being provided from milepost 0.0 to milepost 1.7; and (6) the Tuscarawas Secondary Track LC 2427 beginning in Minerva, Ohio at a point approximately 175 feet west of railroad milepost 2.7 and extending in a general

westerly direction through Pekin, Ohio to its ending in Pekin, Ohio at milepost 4.3.

- (4) The total mileage to be acquired and operated is approximately 44.7 miles.
- (f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Lines.
- (g) MVRV certifies that its projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier.²
- (h) MVRV certifies that the acquisition does not include an interchange commitment.

Labor Protection

MVRV is a Class III carrier, and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subjected to labor protection conditions.

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(1)(i), no environmental documentation should be required because this proceeding involves acquisition and operating authority under 49 U.S.C. §10902 for continued operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (e)(5).

No historic report under 49 C.F.R. §1105.8(b)(1) should be required because this Notice of Exemption merely involves a transaction for the purpose of continued rail operations and further Board approval is required to discontinue or abandon any service. MVRV has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.44.

² MVRV additionally certifies that its projected revenues after the transaction will not exceed \$5,000,000 per year.

Conclusion

Accordingly, MVRV requests that the Board issue a notice allowing the acquisition to become effective 30 days from the filing of this Notice of Exemption.

Respectfully submitted,



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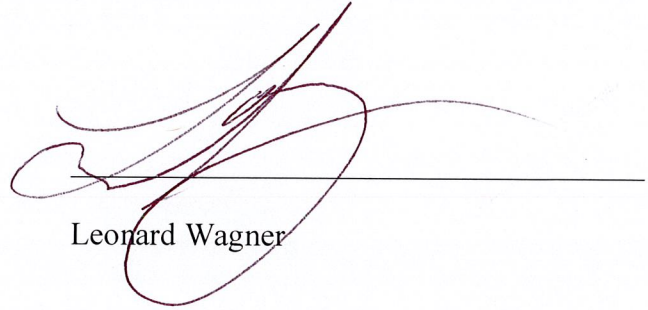
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jmarks@clarkhill.com

*Counsel for The Mahoning Valley Railway
Company*

Dated: January 17, 2020

VERIFICATION

I, Leonard Wagner, President of The Mahoning Valley Railway Company verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.



Leonard Wagner

Executed on 1/16. 2020

EXHIBIT A

MAP

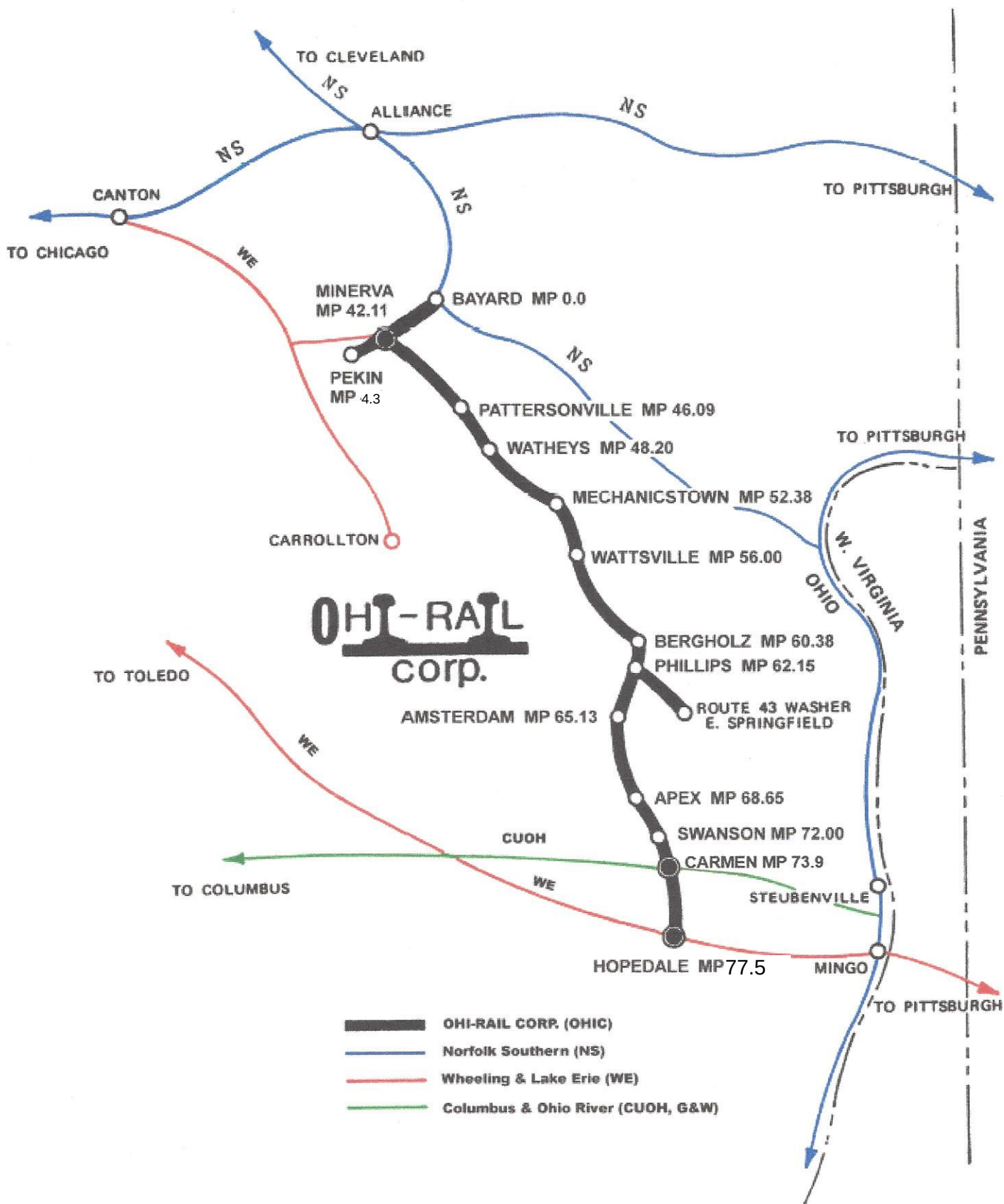


EXHIBIT B

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Docket No. FD 36378

**THE MAHONING VALLEY RAILWAY COMPANY
- ACQUISITION AND OPERATION EXEMPTION –
L.W.R., INC. AND OHI-RAIL CORP.**

VERIFIED NOTICE OF EXEMPTION

The Mahoning Valley Railway Company (“MVRY”), a Class III carrier has filed a Notice of Exemption under 49 C.F.R. §1150.4, *et seq.* to acquire from L.W.R., Inc. and OHI-Rail Corp. and operate approximately 44.7 miles of the following lines of railroad in Carroll, Stark, Columbiana, Jefferson, and Harrison Counties: (1) the Tuscarawas Industrial Track LC 40-2427, from milepost 0.0 at the point of connection to the Bayard siding in Bayard to milepost 2.9, located 175 feet west of Grant Street in Minerva, Ohio, including an operating easement between mileposts 2.7 and 2.9; (2) the Piney Fork Industrial Track LC 40-2446, from milepost 40.9 in Minerva, Ohio to milepost 43.5 including all track, facilities, and property comprising Minerva Yard; (3) the Horn Track, a short connecting track between the Tuscarawas Industrial Track and the Piney Fork Industrial Track, between Grant Street and Sandy Creek Bridge; (4) a continuous line of track from the Minerva Yard limits at milepost 43.50 in Minerva, Ohio to Hopedale Junction, Ohio at milepost 77.50; (5) the Wolf Run Branch LC 2449, beginning in Springfield Township (Phillips), Jefferson County, Ohio at railroad milepost 0.0 and extending in a general southerly direction to its point of ending at milepost 3.8, with service only being provided from milepost 0.0 to milepost 1.7; and (6) the Tuscarawas Secondary Track LC 2427 beginning in Minerva, Ohio at a point approximately 175 feet west of railroad milepost 2.7 and extending in a

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Comments must be filed with the Board and served on MVRV's representative, Eric M. Hocky, Esq., Clark Hill, PLC, Two Commerce Square, 2001 Market St., Suite 2620, Philadelphia, PA 19103; (215) 640-8500.

The Notice is filed under 49 C.F.R. §1150.41. If the 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 at any time. The filing of a petition to revoke will not automatically stay the transaction.

Board decisions and notices are available at www.stb.gov.

Decided: January __, 2020.

By the Board, Allison C. Davis, Director, Office of Proceedings.