

DILLON McCANDLESS KING COULTER & GRAHAM L.L.P.

ATTORNEYS AT LAW

600 CRANBERRY WOODS DRIVE, SUITE 175

CRANBERRY TOWNSHIP, PENNSYLVANIA 16066

(724) 776-6644

FACSIMILE (724) 776-6608

EMAIL: dgraham@dmkcg.com

mmarshall@dmkcg.com

jbench@dmkcg.com

tbish@dmkcg.com

aparenti@dmkcg.com

BUTLER OFFICE:

128 WEST CUNNINGHAM STREET

BUTLER, PENNSYLVANIA 16001

(724) 283-2200

FACSIMILE (724) 283-2298

THOMAS W. KING, III
JAMES P. COULTER
DONALD P. GRAHAM
MICHAEL D. HNATH
MATTHEW F. MARSHALL
THOMAS E. BRETH
RONALD T. ELLIOTT

MARY JO DILLON
ANDREA C. PARENTI
H. WILLIAM WHITE, III
PATRICK V. HAMMONDS
ELIZABETH A. GRIBIK
JOHN J. BENCH
TIMOTHY J. BISH

THOMAS J. MAY, Of Counsel

July 9, 2018

246058

ENTERED
Office of Proceedings
July 10, 2018
Part of
Public Record

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: CSX Transportation Inc.
Abandonment Exemption – in Trumbull County, OH
STB Docket No. AB-55 (Sub-No. 779X)
Notice of Intent to Make Offer of Financial Assistance

Dear Ms. Brown:

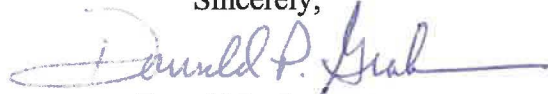
BDM Warren Steel Holdings, LLC submitted its Notice of Intent to Make Offer of Financial Assistance pursuant to 49 C.F.R. §1152.27 (c)(1) by letter dated June 11, 2018 and supplemented on June 14, 2018. By letter directed to CSX Transportation ("CSXT") on June 11, 2018, BDM Warren Steel Holdings, LLC ("BDM Warren") requested certain information as permitted under 49 C.F.R. §1152.27(a). Despite this request for information, CSXT provided no information related to the lines that they sought to abandon.

BDM Warren received confusing information concerning the deadline for submittal of its Offer of Financial Assistance and was unaware of the June 29, 2018 deadline until it discovered the Decision of the Board on July 6, 2018. Despite not being provided any of the requested information, BDM Warren is prepared to make an offer of financial assistance which is contained herein. BDM Warren has been advised that Trumbull County, despite submitting a Notice of Interim Trail Use considers the maintenance of rail service to the BDM Warren property a priority to allow for the successful redevelopment of the former steel mill property.

DILLON McCANDLESS KING COULTER & GRAHAM L.L.P.

BDM Warren submits by overnight mail, 10 copies of its Offer of Financial Assistance.

Sincerely,

A handwritten signature in blue ink, appearing to read "Donald P. Graham", with a long horizontal flourish extending to the right.

Donald P. Graham

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Docket No. AB 55 (Sub-No. 779X)

**CSX TRANSPORTATION INC. ABANDONMENT EXEMPTION
IN EAST TRUMBULL COUNTY, OH**

**BDM WARREN STEEL HOLDINGS LLC
OFFER OF FINANCIAL ASSISTANCE (OFA)
TO ACQUIRE RAIL LINES**

DONALD P. GRAHAM, ESQ
DILLON MCCANDLESS KING
COULTER & GRAHAM, LLP
600 Cranberry Woods Drive
Suite 175
Cranberry Township, PA 16066
(724) 776-6644
dgraham@dmkcg.com
Attorneys for BDM Warren Steel
Holdings LLC

Dated: July 9, 2018

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Docket No. AB 55 (Sub-No. 779X)

CSX TRANSPORTATION INC.

ABANDONMENT EXEMPTION

IN EAST TRUMBULL COUNTY, OH

BDM WARREN STEEL HOLDINGS LLC

OFFER OF FINANCIAL ASSISTANCE (OFA)

TO ACQUIRE RAIL LINES

BDM Warren Steel Holdings LLC, an Ohio limited liability company (the "BDM Warren"), hereby files this offer of financial assistance ("OFA") to acquire the rail line that CSX Transproation ("CSXT" or "Applicant") seeks to abandon in this proceeding. This OFA is submitted in accordance with the regulations set forth in 49 CFR 1152.27, *et seq.*

On June 11, 2018 supplemented on June 14, 2018, the BDM Warren filed a formal expression of intent to file an OFA to purchase the line. This filing automatically stayed the effective date of the exemption for 10 days, until July 9, 2018. By letter dated June 11, 2018, BDM Warren requested that CSXT provide certain information related to the rail lines. CSXT failed to provide any of the requested information. Although the requested information has not been provided, BDM Warren is prepared to make an OFA on terms and conditions contained herein.

An OFA to acquire a line for continued rail service need not be detailed, but an offeror must show that it is financially responsible and that the offer is reasonable. *See Arizona & California Railroad Company — Abandonment Exemption — In San Bernardino and Riverside Counties, CA*, STB Docket No. AB-1022 (Sub-No. 1X) (served July 29, 2009); *East Penn Railroad, LLC —*

Abandonment Exemption — In Berks and Montgomery Counties, PA, STB Docket No. AB-1020X (served December 2, 2008). *See also Conrail Abandonments under NERSA*, 365 ICC 472 (1981).

The BDM Warren and this OFA clearly satisfy both requirements.

BACKGROUND

CSXT filed a verified notice of exemption under 49 C.F.R. 1152 subpart F—Exempt Abandonments to abandon 13.9 miles of rail line extending from milepost BGA 86.1 near Niles, Ohio and ending at milepost BGA 100., near Newton Falls, Ohio (the "Abandonment Line"). BDM Warren is the owner of the former RG Steel Plant in Warren, Ohio. It has expended considerable money in the environmental remediation of the property and its preparation for redevelopment. Rail service to the property is a critical component of the redevelopment of the property and restoration of employment to the Warren area.

OFFER OF FINANCIAL ASSISTANCE

The BDM Warren hereby offers to purchase the Abandonment Line for a purchase price of \$741,911.74, and on the following terms and conditions:

- (1) Closing within 90 days.
- (2) Transfer of land by quitclaim deed.
- (3) Transfer of track and track materials by bill of sale.
- (4) Assignment of all leases, licenses and other agreements related or pertaining to the Abandonment Line.
- (5) The transfers to be free and clear of monetary liens and encumbrances.

In accordance with the requirements of 49 CFR 1152.27(c)(1)(ii), the BDM Warren also provides the following information with respect to its OFA:

(A) *Identity of Lines in Question*

The OFA is for the acquisition of the entire Abandonment Line as described above, and

in the Notice of Exemption.

(B) *Financial Responsibility of Offeror*

BDM Warren previously provided banking information verifying the availability of funds in excess of the purchase price.

(C) *Explanation of Disparity between Offer and Applicant's Estimate*

Applicant has not formally provided an estimate of the minimum purchase price. BDM's offer is predicated on the estimated value of the scrap rail and contained in the regulations. CSXT has failed to provide any requested information to allow BDM to value the acquisition.

CONCLUSION

Based on the foregoing, the BDM Warren hereby requests that the Board determine that it is financially responsible and that this offer of financial assistance to purchase the Abandonment Line is reasonable.

Respectfully submitted,



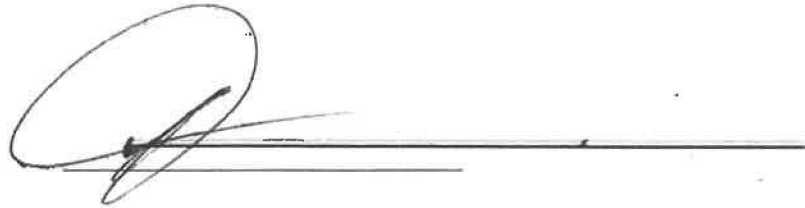
DONALD P. GRAHAM, ESQ
DILLON MCCANDLESS KING COULTER
& GRAHAM, LLP
600 Cranberry Woods Drive
Suite 175
Cranberry Township, PA 16066
(724) 776-6644
dgraham@dmkcg.com
Attorneys for BDM Warren Steel Holdings
LLC

Dated: July 9, 2018

VERIFICATION

I, Charles J. Betters, hereby declare under penalty of perjury that I am President of BDM Warren Steel Holdings, LLC, that I am duly authorized to present this Verification, and that I have read the foregoing Offer of Financial Assistance and know the fact asserted therein with respect to BDM Warren are true and correct as stated to the best of my knowledge, information and belief

Executed on July 9, 2018

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a horizontal line and a small flourish.

Charles J. Betters, President

CERTIFICATE OF SERVICE

I hereby certify that on the date set forth below, I caused a copy of the foregoing Offer of Financial Assistance (OFA) to Acquire Rail Lines, to be served on counsel for CSX Transportation by US first class mail as follows:

Steven C. Armburst, Esq.
CSX Transportation Inc.
500 Water Street
Jacksonville, FL 32202

Louis E. Gitomer, Esq
Law Offices of Louis E. Gitomer, LLC
600 Baltimore Avenue, Suite 301
Towson, MD 21204

Daniel E. Polivka
160 High Street, N.W.
Warren OH 44481-1093 US
Represents: Trumbull County Commissioners
Trumbull Cnty Commis

Michael R. Conway
4319 Behnont Avenue
Youngstown, OH 44505 US
Represents: Mahoning Valley Economic Development Corporation



Donald P. Graham, Esquire

Dated: July 10, 2018

CSX Line Abandonment

Write a description for your map.

Legend
BDM Greenfield
RAIL

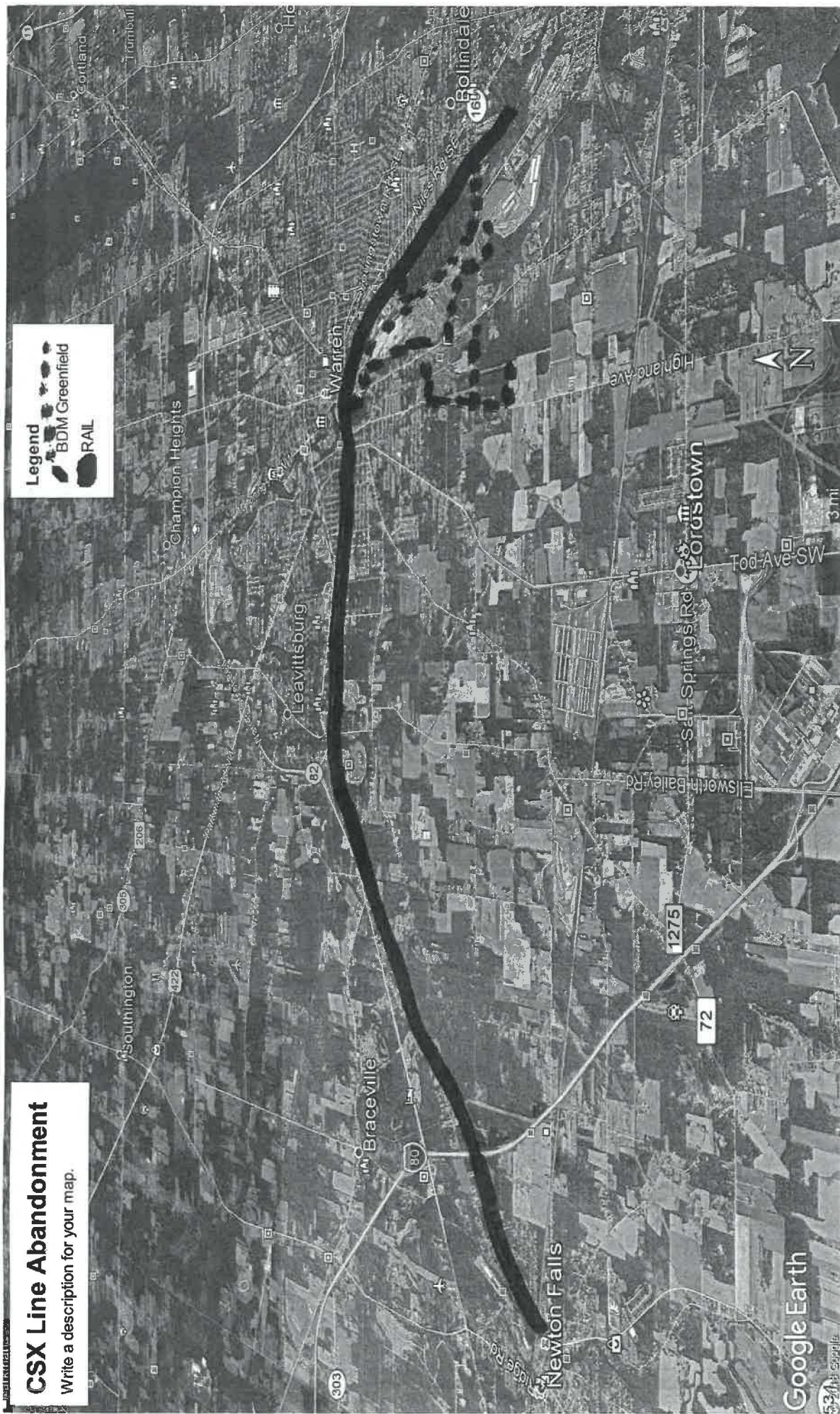


EXHIBIT "A"