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March 7, 2002



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VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

ENTERED
Office of the Secretary

MAR 08 2002

Part of
Public Record

**Re: Finance Docket No. 34182
WLR Railroad Acquisition Company –Acquisition and Operation
Exemption – Rail Lines of The Cuyahoga Valley Railway Company and the
River Terminal Railway Company**

Dear Secretary Williams:

WLR Acquisition Corp. (“WLR”) hereby certifies that on March 7, 2002, the attached Notice was posted at the workplace of the employees of the River Terminal Railway Company and The Cuyahoga Valley Railway Company. WLR intends to acquire, through a wholly-owned subsidiary to be formed by WLR prior to closing (referred to above as “WLR Railroad Acquisition Company”)¹, the railroad lines and substantially all other assets of the RTRC and CVRC. WLR also certifies that a copy of the Notice was served on the national offices of all labor unions that represent employees of RTRC and CVRC by overnight delivery.

An original and ten copies of this certification letter and the attached Notice are enclosed for filing with the Surface Transportation Board. Should any questions arise regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,

Edward J. Fishman
Attorney for WLR Acquisition Corp.

Enclosures

¹ The name of the wholly-owned subsidiary of WLR Acquisition Corp. that will be formed to acquire the assets of RTRC and CVRC has not been established. For purposes of obtaining a finance docket number for this proceeding, we have used the name “WLR Railroad Acquisition Company.” The Board will be notified once the actual name of the acquiring company is determined, which most likely will be at the time of the filing of the notice of exemption related to this transaction.

NOTICE

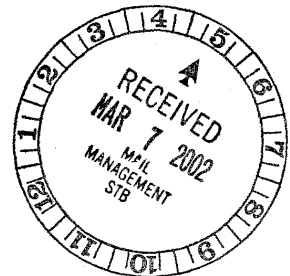
Pursuant to Surface Transportation Board regulations at 49 C.F.R. § 1150.32(e), WLR Acquisition Corp. ("WLR") hereby provides notice to the employees of the River Terminal Railway Company ("RTRC") and the Cuyahoga Valley Railway Company ("CVRC") that WLR intends to form a wholly-owned subsidiary (herein referred to as "WLR Railroad Acquisition Company") that will acquire all of the rail lines, rolling stock and substantially all of the other assets of RTRC and CVRC, including but not limited to the following:

- the rail line(s) owned by RTRC in the vicinity of the Cleveland Works steel complex
- the rail line(s) owned by CVRC in the vicinity of the Cleveland Works steel complex
- the rail line(s) owned jointly by RTRC and CVRC in the vicinity of the Cleveland Works steel complex

WLR Railroad Acquisition Company will be acquiring the assets of RTRC and CVRC in connection with WLR's acquisition of certain assets of LTV Steel, Inc. ("LTV"). Applying conservative traffic assumptions, WLR Railroad Acquisition Company expects to have employment opportunities in the areas shown on the attached list. The number of employment positions shown on the attached list is preliminary and represents WLR Railroad Acquisition Company's current good faith estimate of the positions WLR Railroad Acquisition Company expects to have available. The number of positions shown on the attached list may be less, perhaps significantly less, than the actual number of positions that WLR Railroad Acquisition Company will have available and will be dependent largely on the rail traffic levels that result from the resumption of steel mill operations at the Cleveland Works steel complex. WLR Railroad Acquisition Company is still in the process of finalizing internal projections about the anticipated level of traffic that will result from the resumption of steel mill operations. The actual number of employees hired will depend in part on the results of those projections and may be higher or lower than the number of positions set forth on the attached list.

With respect to benefits, WLR Railroad Acquisition Company will offer:

- Medical and dental insurance
- Life insurance
- Holidays
- Vacation
- 401(k) plan
- Employee assistance program



WLR Railroad Acquisition Company will select employees on the basis of some or all of the following criteria and other considerations: (1) demonstrated work ethic that is customer-driven and customer-oriented; (2) commitment and ability to work within a team environment; (3) demonstrated stable work history and commitment to safety; (4) commitment to being accountable for work product; (5) ability to communicate effectively, both orally and in writing; (6) relevant work experience and ability to perform duties, with or without reasonable accommodation, required for particular job; (7) results of personal interview(s); and (8)

demonstration of relevant work skills through non-discriminatory testing. No one factor listed above will be determinative in the employee selection process.

The most qualified candidates will be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status, disability, veteran, National Guard or military reserve status, and any other protected characteristic. Successful applicants who have been conditionally offered positions will be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and pass a physical exam.

Any RTRC or CVRC employee interested in obtaining an application for employment or further information concerning positions that will be available with WLR Railroad Acquisition Company should contact Gordon Spelich at 216-429-6009.

This notice is being posted in accordance with the requirements of 49 C.F.R. § 1150.32(e), which requires the posting of a notice of intent to undertake a proposed transaction under 49 U.S.C. § 10901 and 49 C.F.R. § 1150.32(e) that will result in the creation of a Class III rail carrier with projected annual revenues in excess of \$5 million at the workplace of the employees of the affected railroad line(s) at least 60 days before the notice of exemption relating to the proposed transaction becomes effective. A copy of this notice is being served by overnight delivery on the national offices of the labor unions with employees on the affected railroad line(s). WLR Railroad Acquisition Company intends to request from the Surface Transportation Board a reduction in the applicable notice period from 60 to 20 days. A copy of that request will be served on the aforementioned labor unions by overnight delivery after it has been filed.

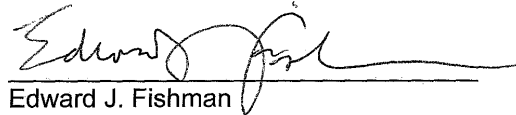
<u>Job Description</u>	<u>Approximate Number To Be Hired</u>	<u>Approximate Pay Range (hourly)</u>
Engineer/Conductor/Brakeman	53	13.80 – 17.80
Diesel Mechanic/Locomotive Shop Welder	15	13.80 – 17.80
Bridge Operator/Bridge Maintainer	2	15.75 – 17.75
Car Inspector/Car Welder/Car Repairman/Mobile Equipment Mechanic	13	14.90 – 17.80
General Yardmaster/Assistant Gen. Yardmaster/Yardmaster	4	15.40 – 19.60
Yard Clerk/Crew Clerk/Chief Crew Dispatcher/Other Clerk	6	13.70 – 19.00

CERTIFICATE OF SERVICE

I hereby certify that on March 7, 2002, a copy of the foregoing Notice was served by express overnight delivery on:

Mr. Byron A. Boyd, Jr.
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

Mr. Leo W. Gerard
United Steelworkers of America
Five Gateway Center
Pittsburgh, PA 15222


Edward J. Fishman