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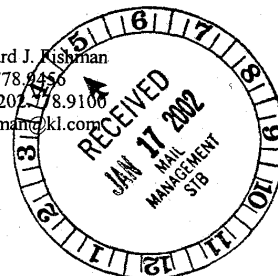
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Office of the Secretary

January 17, 2001

JAN 22 2002

Part of
Public Record

Edward J. Fishman
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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

**Re: Finance Docket No. 34165, R.J. Corman Equipment Company, LLC --
Acquisition Exemption -- Line of CSX Transportation, Inc.**

**Finance Docket No. 34166, R.J. Corman Railroad Company/Bardstown Line --
Lease and Operation Exemption -- Line of R.J. Corman Equipment Company, LLC**

**Finance Docket No. 34167, Richard J. Corman -- Continuance in Control Exemption
-- R.J. Corman Equipment Company, LLC 204472**

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceedings are an original and ten copies of the following: 1) **Verified Notice of Exemption of R.J. Corman Equipment Company, LLC**; 2) **Verified Notice of Exemption of R.J. Corman Railroad Company/Bardstown Line**; and 3) **Verified Notice of Exemption of Richard J. Corman**, all dated January 17, 2002. The filing fees (\$1300, \$1300 and \$950, respectively) and a 3.5-inch diskette containing the text of the Notices in WordPerfect 5.1 format also are enclosed.

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
Counsel for Richard J. Corman

Enclosures

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SURFACE
TRANSPORTATION BOARD

FILED

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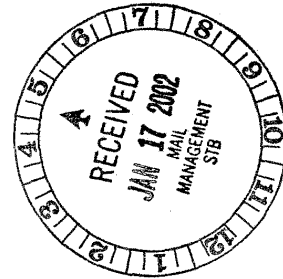
SURFACE
TRANSPORTATION BOARD

DC-484947 v1 0306339-0101

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34167

RICHARD J. CORMAN
--CONTINUANCE IN CONTROL EXEMPTION --
R.J. CORMAN EQUIPMENT COMPANY, LLC



VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)

FILED

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JAN 17 2002

SURFACE
TRANSPORTATION BOARD

Kevin M. Sheys
Edward J. Fishman
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue
Second Floor
Washington, DC 20036
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ATTORNEYS FOR RICHARD J. CORMAN

Dated: January 17, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34167

RICHARD J. CORMAN
--CONTINUANCE IN CONTROL EXEMPTION --
R.J. CORMAN EQUIPMENT COMPANY, LLC

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Richard J. Corman ("Corman") hereby files this Verified Notice of Exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of R.J. Corman Equipment Company, LLC ("RJCE") once RJCE becomes a class III rail carrier. RJCE is a new entity within the R.J. Corman corporate family that will acquire from CSX Transportation, Inc. ("CSXT") a rail line known as the Dawkins Subdivision that is located between Dawkins, KY and Evanston, KY. RJCE is concurrently filing a notice of exemption pursuant to 49 C.F.R. § 1150.41 to acquire the Dawkins Subdivision in Finance Docket No. 34165, R.J. Corman Equipment Company, LLC – Acquisition Exemption – Line of CSX Transportation, Inc.

The rail line to be acquired by RJCE will not connect with the rail lines of any existing carrier in the Corman family of railroads, this control transaction is not part of a series of anticipated transactions that would result in such a connection and this control transaction does not involve a Class I carrier. Corman's continuance in control of RJCE is accordingly exempt under 49 C.F.R. § 1180.2(d)(2).

Pursuant to 49 C.F.R. § 1180.4(g), Corman submits the following information:

SECTION 1180.6(a)(1)(i)
DESCRIPTION OF THE PROPOSED TRANSACTION

Corman is an individual who currently controls through stock ownership seven Class III common carriers by rail: R.J. Corman Railroad Company/Pennsylvania Lines, Inc. ("RJCP"), R.J. Corman Railroad Company/Memphis Line ("RJCM"), R.J. Corman Railroad Company/Western Ohio Line ("RJCW"), R.J. Corman Railroad Company/Cleveland Line ("RJCL"), R.J. Corman Railroad Company/Bardstown Line ("RJCR"), R.J. Corman Railroad Company/Allentown Lines, Inc. ("RJCN") and Clearfield and Mahoning Railway Company ("C&M"). RJCR owns and operates over 200 route miles of rail line in central Pennsylvania.¹ RJCM owns and operates nearly 100 route miles of rail line in Tennessee and Kentucky.² RJCW owns and/or leases and operates nearly 100 route miles of rail line in western Ohio.³ RJCL owns and/or leases and operates approximately 50 route miles of rail line between Warwick and Uhrichsville, Ohio.⁴ RJCR, formerly known as the R.J. Corman Railroad Corporation, owns and

¹ See Finance Docket No. 32838, R.J. Corman Railroad Company/Pennsylvania Lines Inc. – Acquisition and Operation Exemption – Lines of Consolidated Rail Corporation (STB served Jan. 26, 1996).

² See Finance Docket No. 31091, R.J. Corman Railroad Company/Memphis Line – Exemption, Acquisition and Operation – Certain Lines of CSX Transportation, Inc. (ICC served Aug. 26, 1987); Finance Docket No. 31540, R.J. Corman Railroad Company/Memphis Line – Acquisition and Operation Exemption (ICC served December 1, 1989); Finance Docket No. 33841, R.J. Corman Railroad Company/Memphis Line – Operation Exemption – Line in Montgomery and Stewart Counties, TN (STB served Jan. 18, 2000).

³ See Finance Docket No. 32294, R.J. Corman Railroad Company/Western Ohio Line – Acquisition and Operation Exemption – Certain Lines of Norfolk and Western Railway Company (ICC served Aug. 20, 1993); Finance Docket No. 32753, R.J. Corman Railroad Company/Western Ohio Line – Modified Rail Certificate – Between Lima and Glenmore, OH (STB served June 26, 1996); Finance Docket No. 32950, R.J. Corman Railroad Company/Western Ohio Line – Acquisition Exemption – Lines of Consolidated Rail Corporation (STB served Aug. 5, 1996).

⁴ This line was acquired initially by RJCM and subsequently transferred to RJCL. See Finance Docket No. 32643, R.J. Corman Railroad Company/Cleveland Line – Acquisition and Operation Exemption – Rail Line of R.J. Corman Railroad Company/Memphis Line (ICC served Jan. 20, 1995).

operates an approximately 20-mile rail line between Bardstown Junction and Wickland, Kentucky.⁵ RJCN owns and/or operates approximately 15 route miles of rail line in Pennsylvania and New York.⁶ C&M owns approximately 8.4 miles of rail line near Clearfield, Pennsylvania.

Corman obtained authority to control RJCP, RJCM, RJCW, RJCL, RJCR and RJCN in a series of prior notices of exemption filed under 49 C.F.R. § 1180.2(d)(2). See Finance Docket No. 31090, Richard J. Corman – Continuance in Control Exemption – R.J. Corman Railroad Company/Memphis Line (ICC served Aug. 26, 1987); Finance Docket No. 32295, Richard J. Corman – Continuance in Control Exemption – R.J. Corman Railroad Company/Western Ohio Line (ICC served Aug. 19, 1993); Finance Docket No. 32644, Richard J. Corman – Continuance in Control Exemption – R.J. Corman Railroad Company/Cleveland Line (ICC served Jan. 20, 1994); Finance Docket No. 32839, Richard J. Corman – Continuance in Control Exemption – R.J. Corman Railroad Company/Pennsylvania Lines Inc. (STB served Jan. 26, 1996); Finance Docket No. 32988, Richard J. Corman – Continuance in Control Exemption – R.J. Corman Railroad Company/Allentown Lines, Inc. (STB served July 18, 1996). Corman obtained authority to control C&M in a petition for exemption filed under 49 U.S.C. § 10502. See Finance Docket No. 32854, Richard J. Corman – Control Exemption – Clearfield & Mahoning Railway Company (STB served June 21, 1996).

⁵ See Finance Docket No. 30959, R.J. Corman Railroad Corporation – Exemption, Acquisition and Operation – Certain Lines of CSX Transportation, Inc. (ICC served Jan. 15, 1987).

⁶ See Finance Docket No. 32987, R.J. Corman Railroad Company/Allentown Lines, Inc. – Acquisition and Operation Exemption – Lines of Consolidated Rail Corporation (STB served July 18, 1996); AB-167 (Sub-No. 1164X), Consolidated Rail Corporation – Abandonment Exemption – In Erie County, NY (STB served Aug. 22, 1996); Finance Docket No. 33302, R.J. Corman Railroad Company/Allentown Lines, Inc. – Acquisition and Operation Exemption – Lines of Consolidated Rail Corporation (STB served Oct. 15, 1997).

RJCE is a new entity controlled by Corman that will acquire from CSXT a rail line known as the Dawkins Subdivision located between approximately milepost 0.05 at or near Dawkins, KY and approximately milepost 36.13 at or near Evanston, KY. The Dawkins Subdivision will not connect with the rail lines of any existing rail carrier controlled by Corman. Corman will continue in control of RJCE after RJCE becomes a rail carrier pursuant to consummation of the transaction that is the subject of the exemption in Finance Docket No. 34165.

The full name and address of the applicant is:

Richard J. Corman
One Jay Station, P.O. Box 788
Nicholasville, KY 40356

Any questions concerning this Notice should be sent to Corman's representative at the following address:

Kevin M. Sheys
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue
Second Floor
Washington, D.C. 20036
(202) 778-9000

SECTION 1180.6(a)(1)(ii)
PROPOSED TIME SCHEDULE FOR CONSUMMATION

Corman already controls RJCE. RJCE will become a carrier on or soon after the date that the notice of exemption in Finance Docket No. 34165 becomes effective, at which time RJCE will consummate its acquisition of the Dawkins Subdivision from CSXT.

SECTION 1180.6(a)(1)(iii)
PURPOSE SOUGHT TO BE ACCOMPLISHED

The exemption sought herein will allow Corman to continue to exercise control of RJCE once RJCE becomes a rail carrier.

SECTION 1180.6(a)(5)
STATES IN WHICH PROPERTY OF APPLICANT IS LOCATED

Corman is an individual and does not directly own any rail property. RJCE will own rail property located wholly within the State of Kentucky. The other members of the R.J. Corman family of railroads own and/or operate rail property located in the states of Kentucky, Pennsylvania, Tennessee, Ohio, Indiana and New York.

SECTION 1180.6(a)(6)
MAP – EXHIBIT I

A map of the rail line that RJCE will acquire from CSXT is attached hereto as Exhibit A. A map of the rail lines owned and/or operated by the other members of the R.J. Corman family of railroads are attached hereto as Exhibit B.

SECTION 1180.6(a)(7)(ii)
AGREEMENT

Corman already controls RJCE, currently a non-carrier. No additional agreement is contemplated or necessary for Corman to continue in control of RJCE once RJCE acquires the Dawkins Subdivision and becomes a rail carrier.

SECTION 1180.4(g)(1)(ii)
LABOR PROTECTIVE CONDITIONS

Pursuant to 49 U.S.C. § 11326(c), the Surface Transportation Board may not impose employee protective conditions on this transaction.

SECTION 1180.4(g)(1)(i)
ENVIRONMENTAL AND HISTORIC PRESERVATION MATTERS

Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), no environmental report is required for Corman's continuance in control of RJCE upon RJCE's acquisition of the Dawkins Subdivision from CSXT. The transaction will not result in significant changes in carrier operations, i.e. changes which exceed the threshold established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(2), no historic preservation report is required.

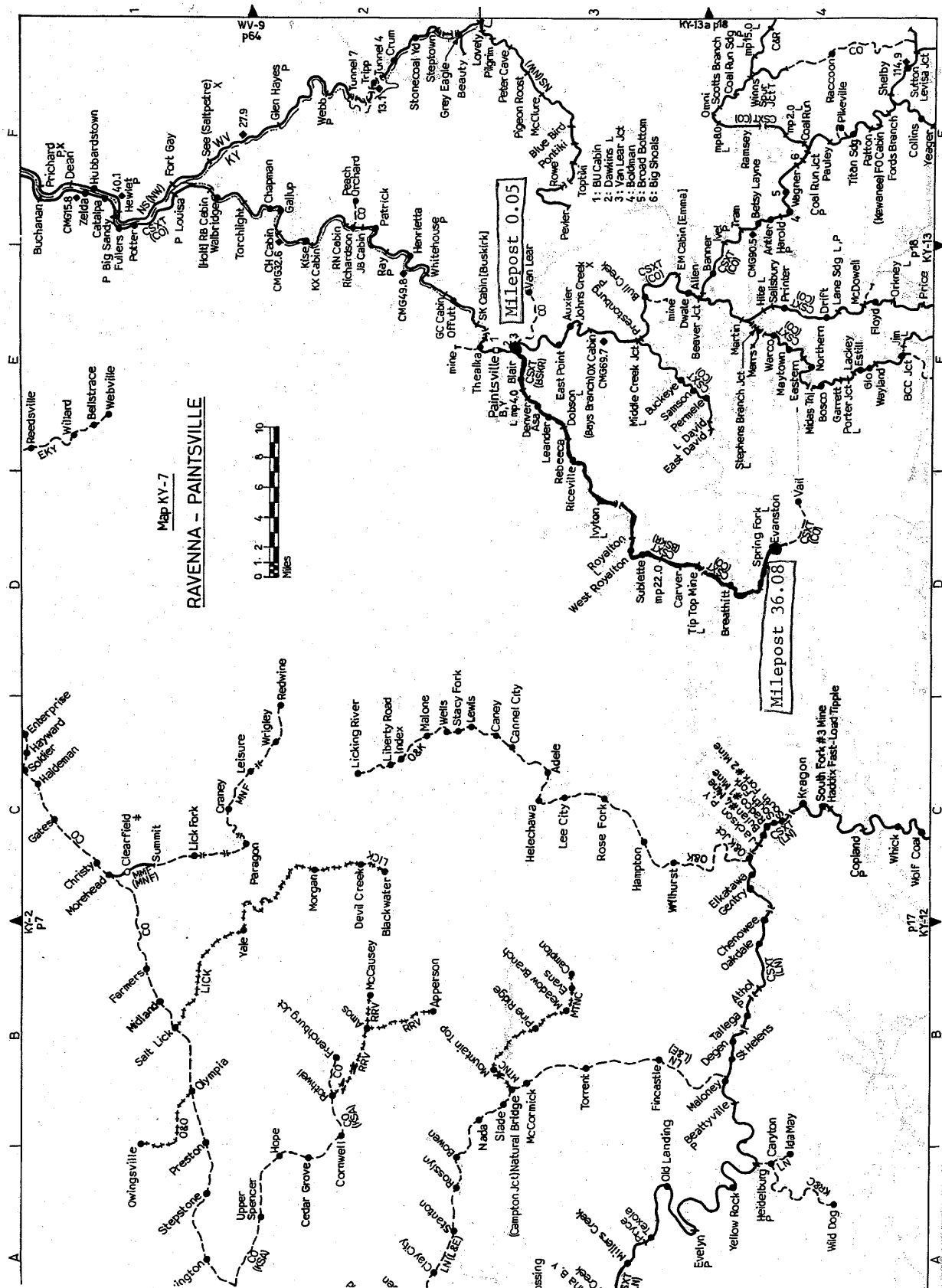
Respectfully submitted,

By:


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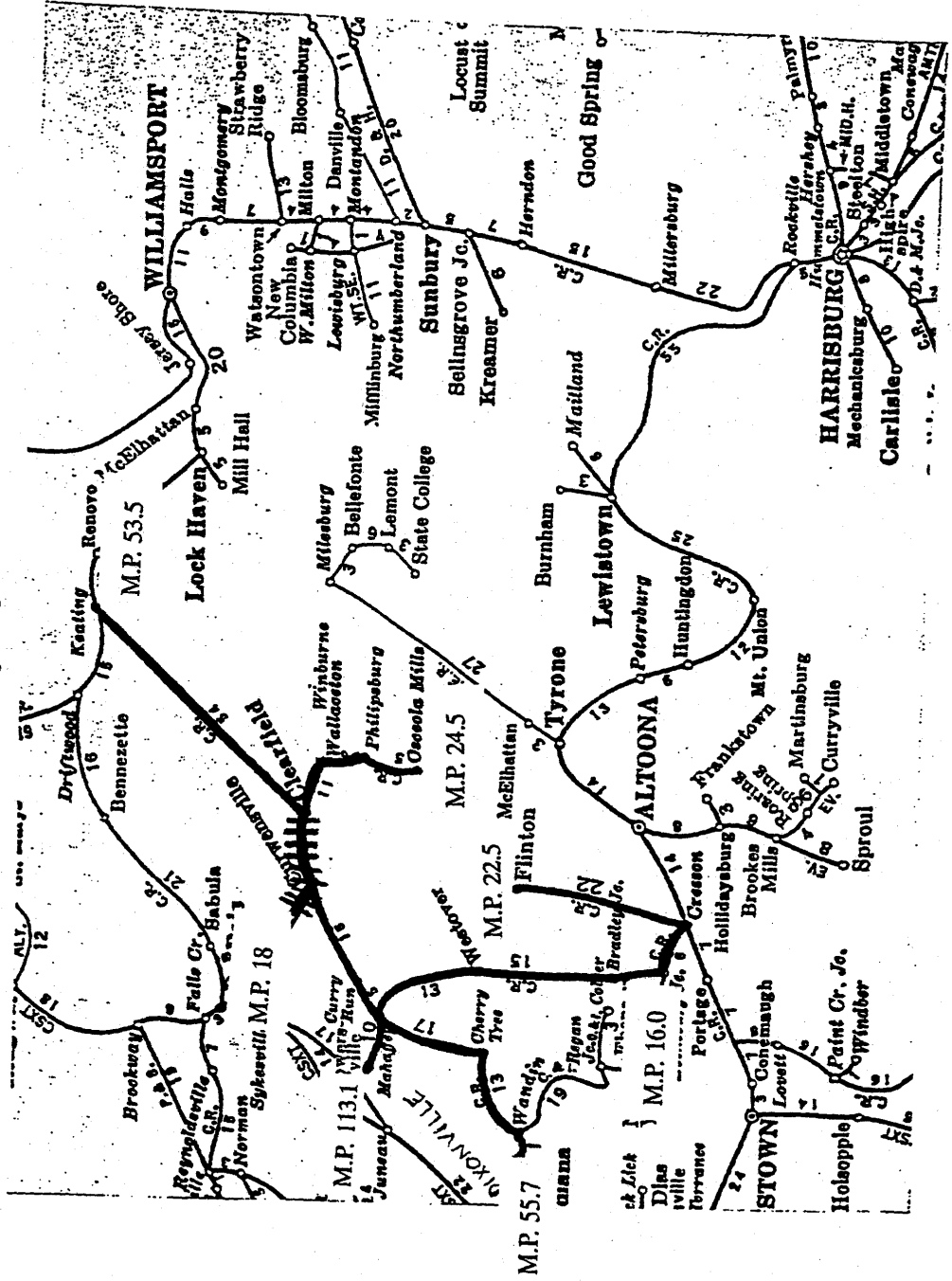
ATTORNEYS FOR RICHARD J. CORMAN

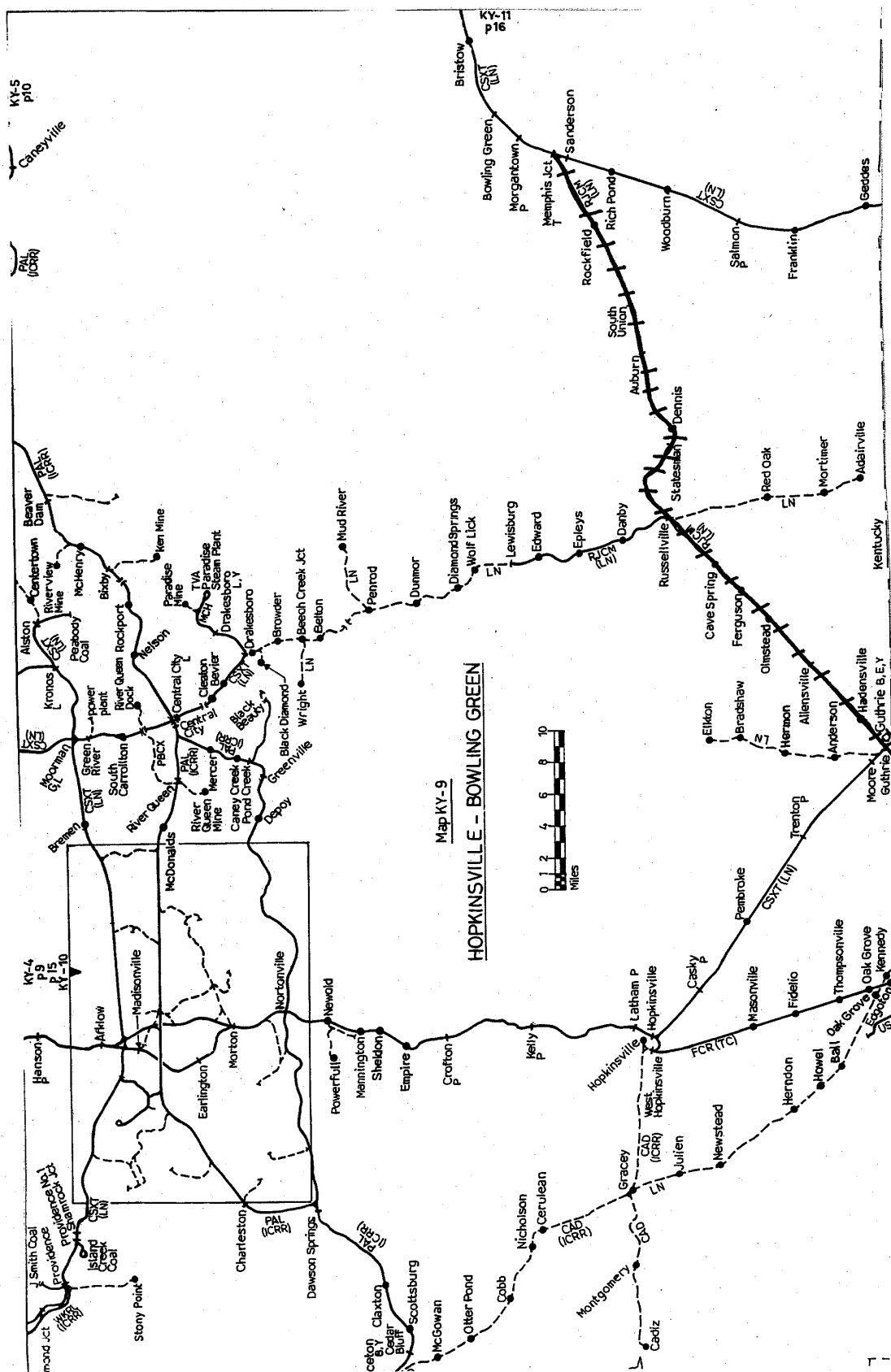
Dated: January 17, 2002



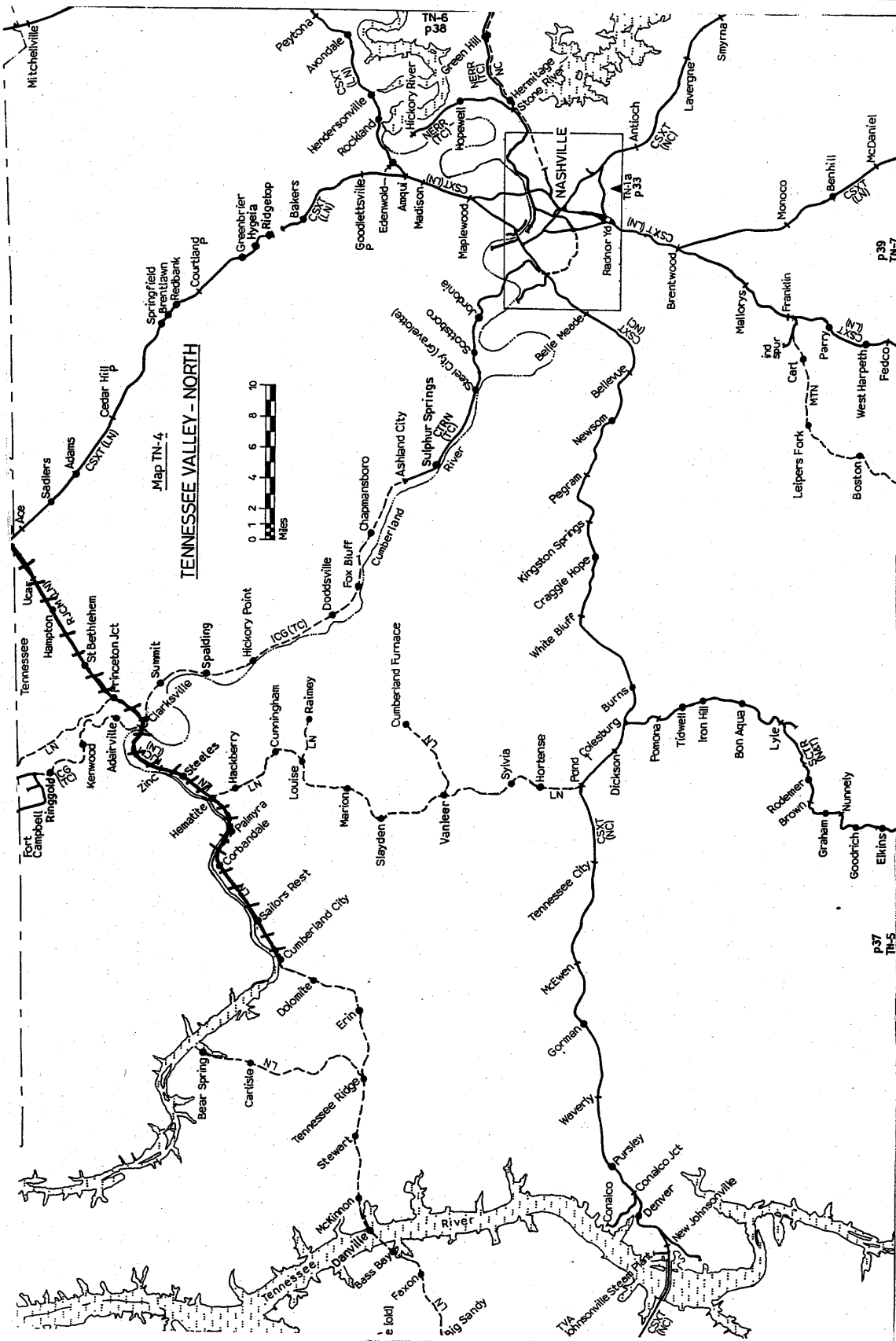
R. J. Corman Railroad Company/Pennsylvania Lines

— Acquired
 +++ Trackage Rights

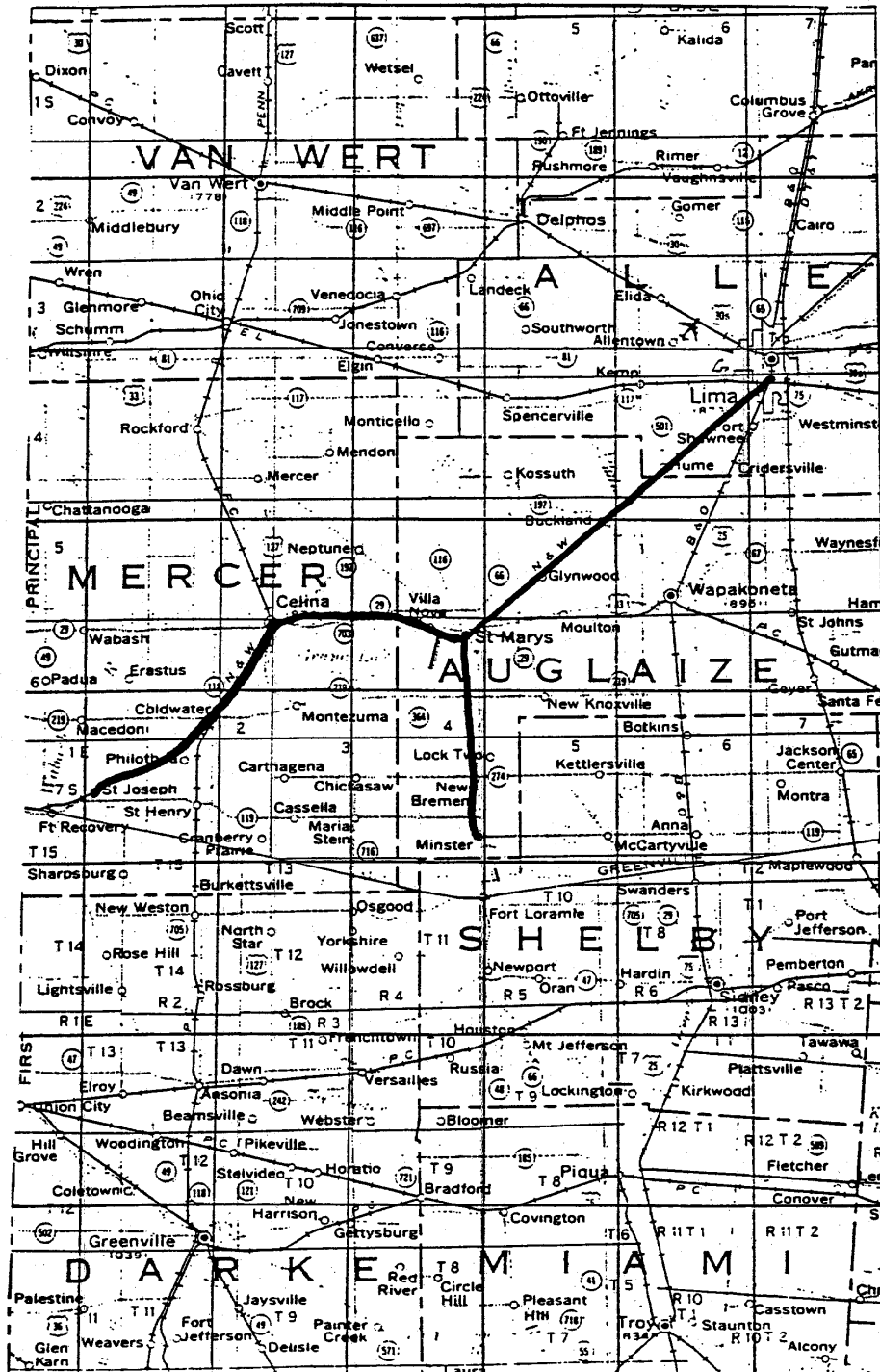




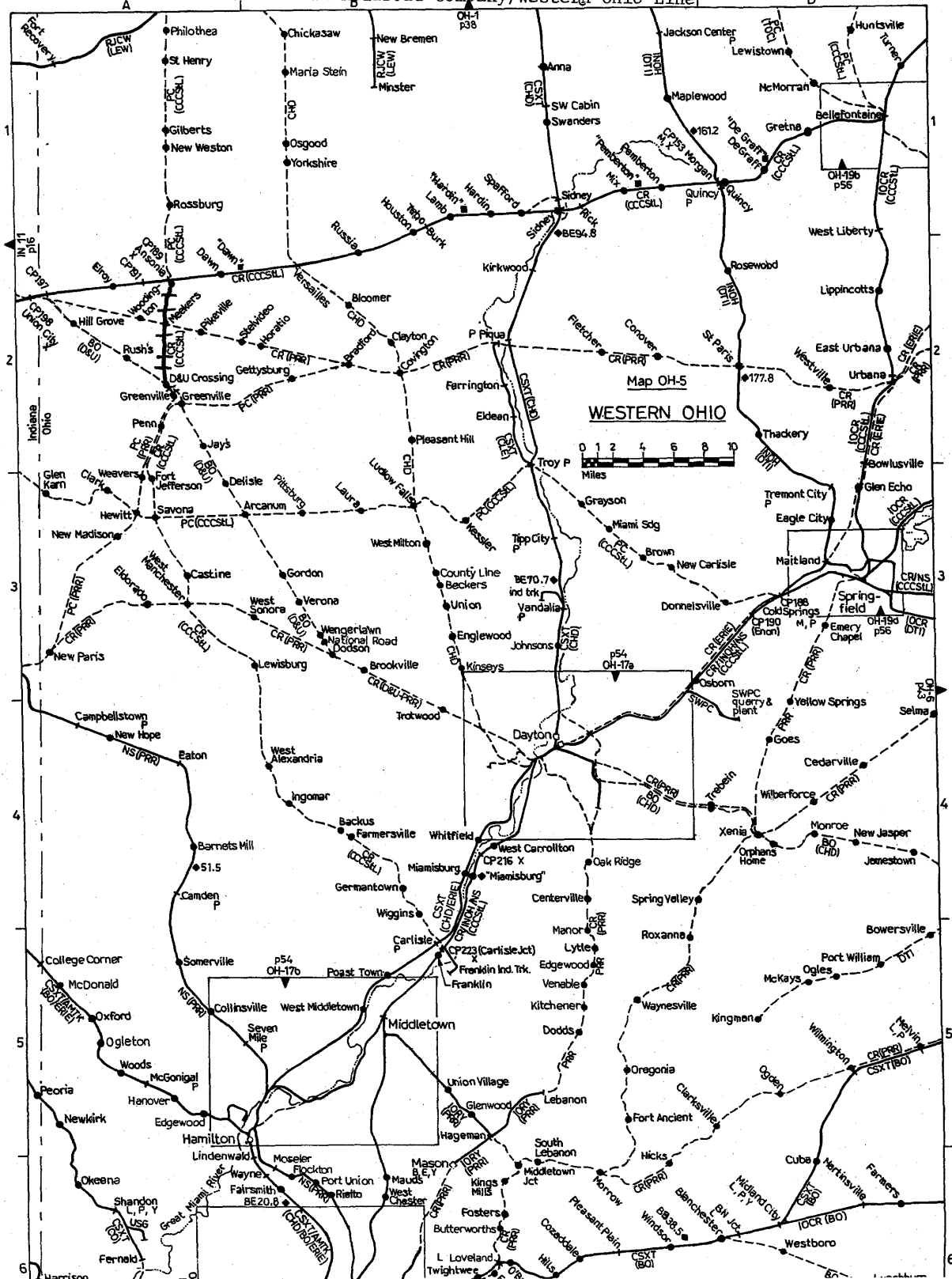
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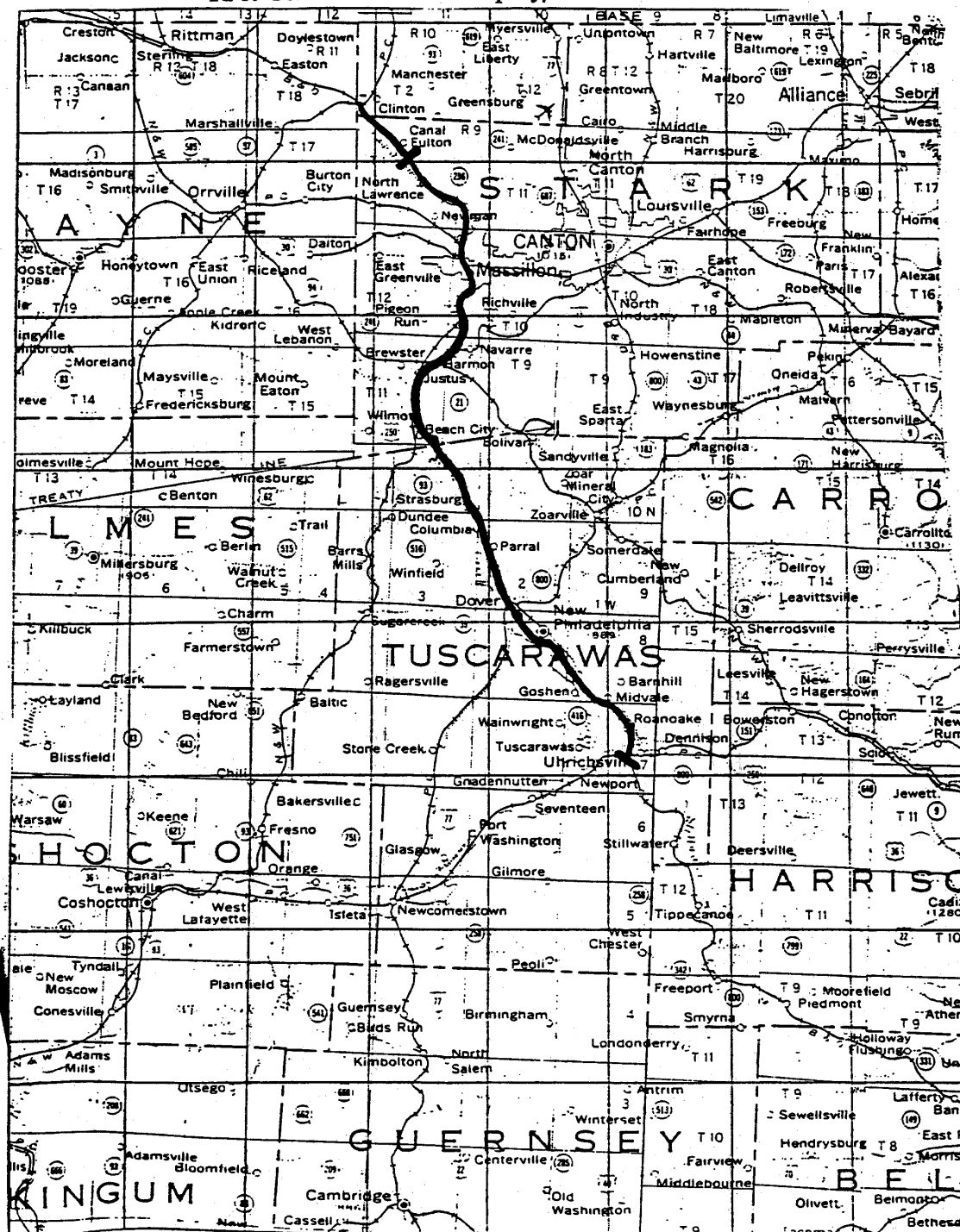
R. J. Corman Railroad Company/Western Ohio Line



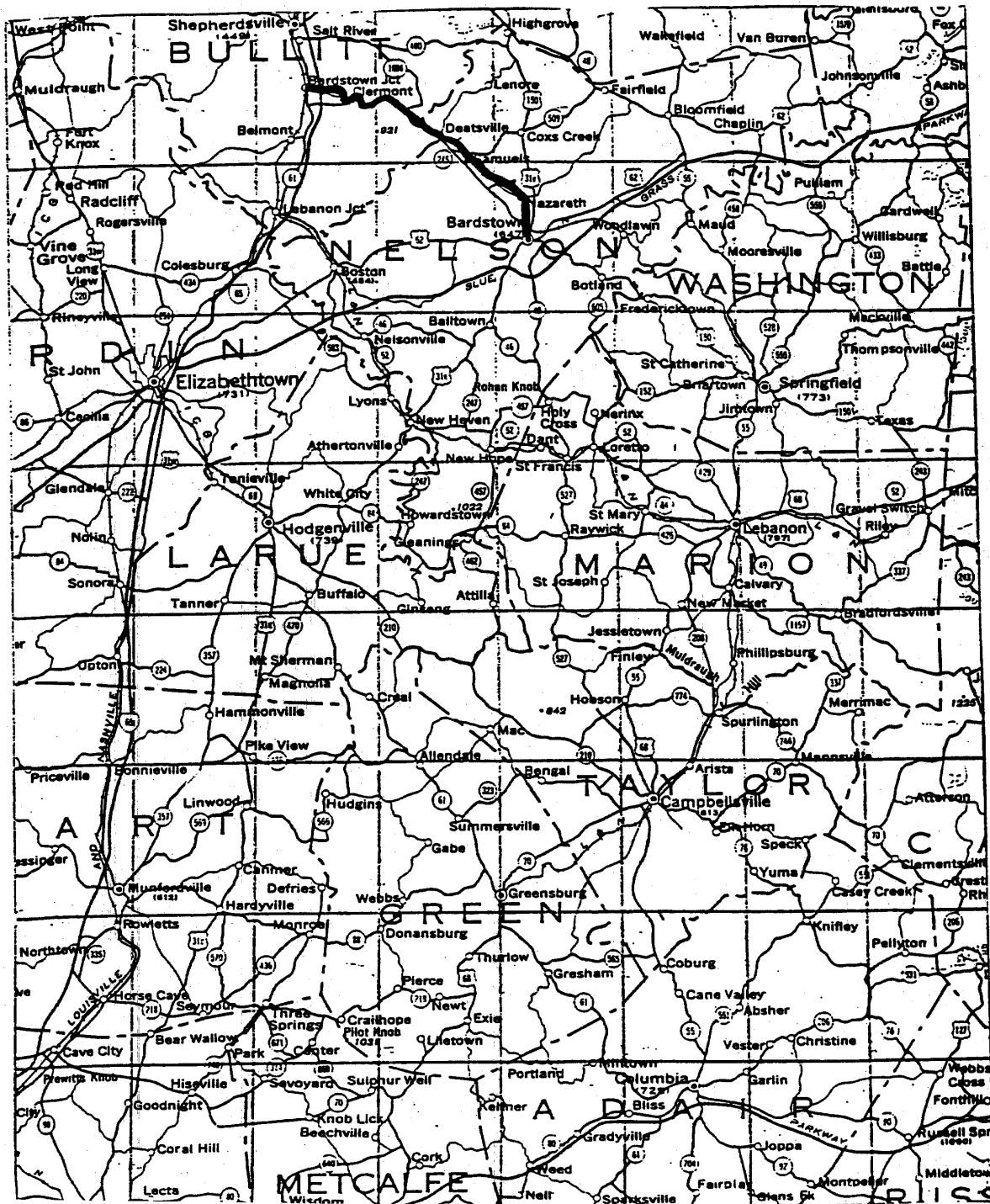
R.J. Corman Railroad Company/Western Ohio Line



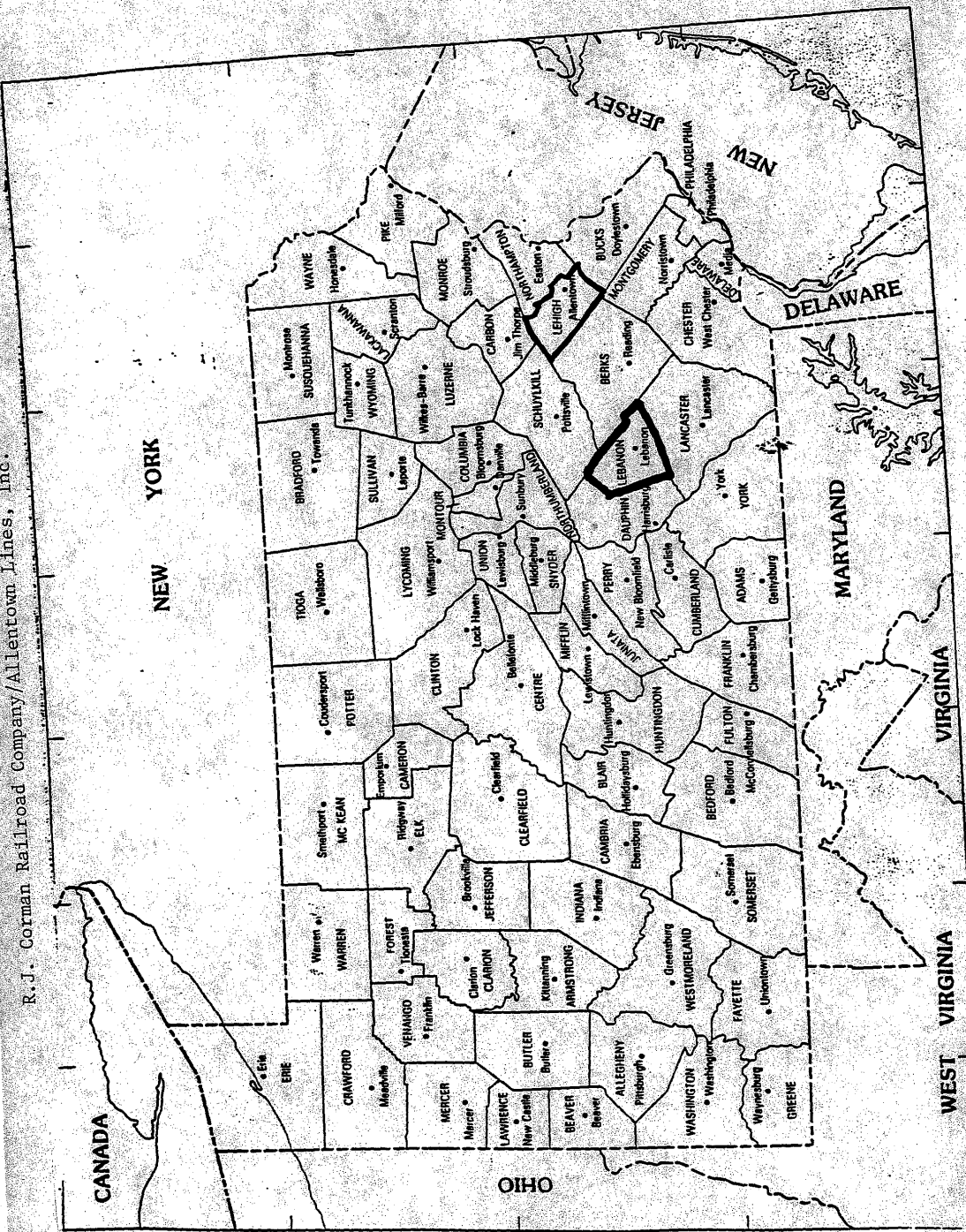
R. J. Corman Railroad Company/Cleveland Line



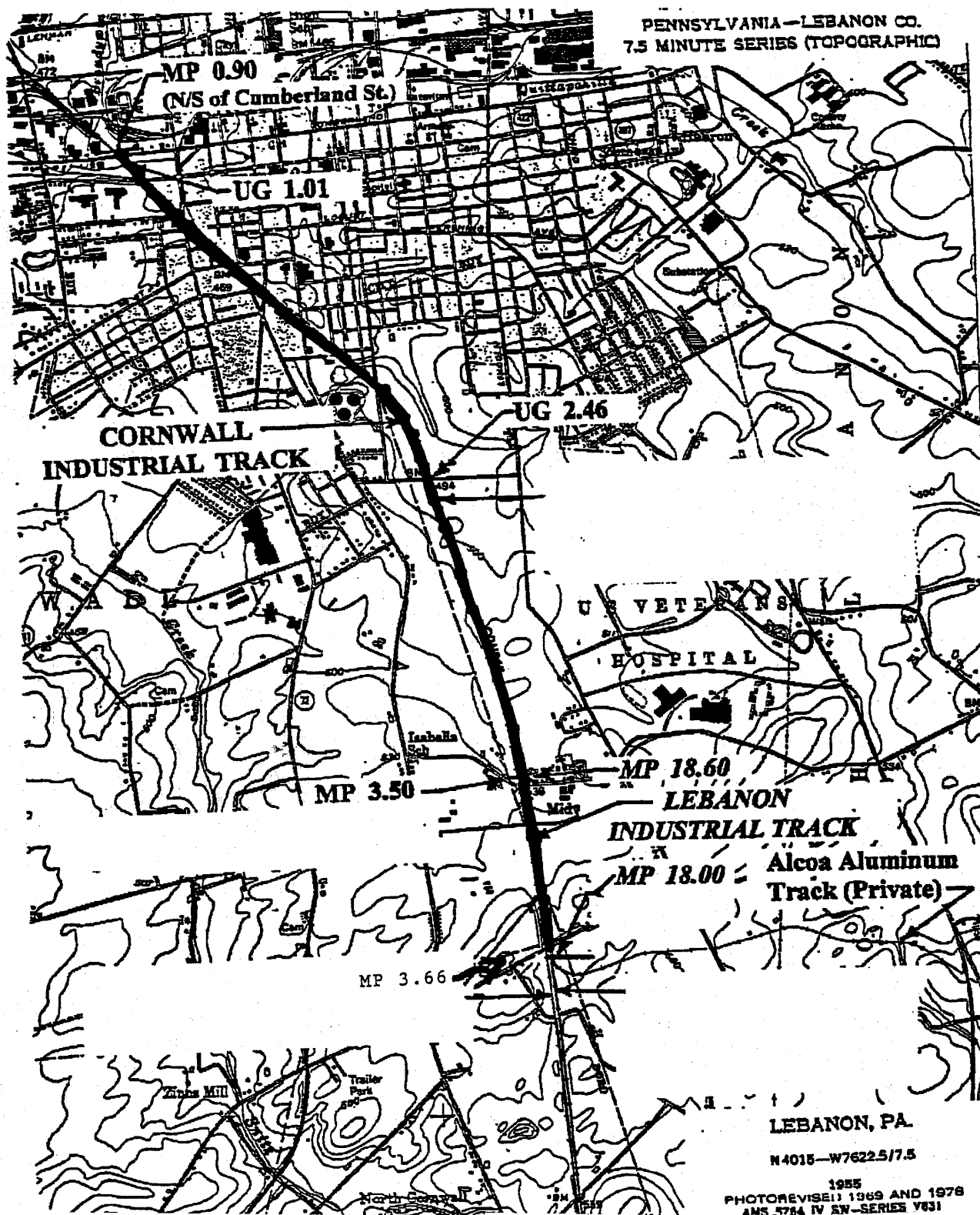
R.J. Corman Railroad Company/Bardstown Line

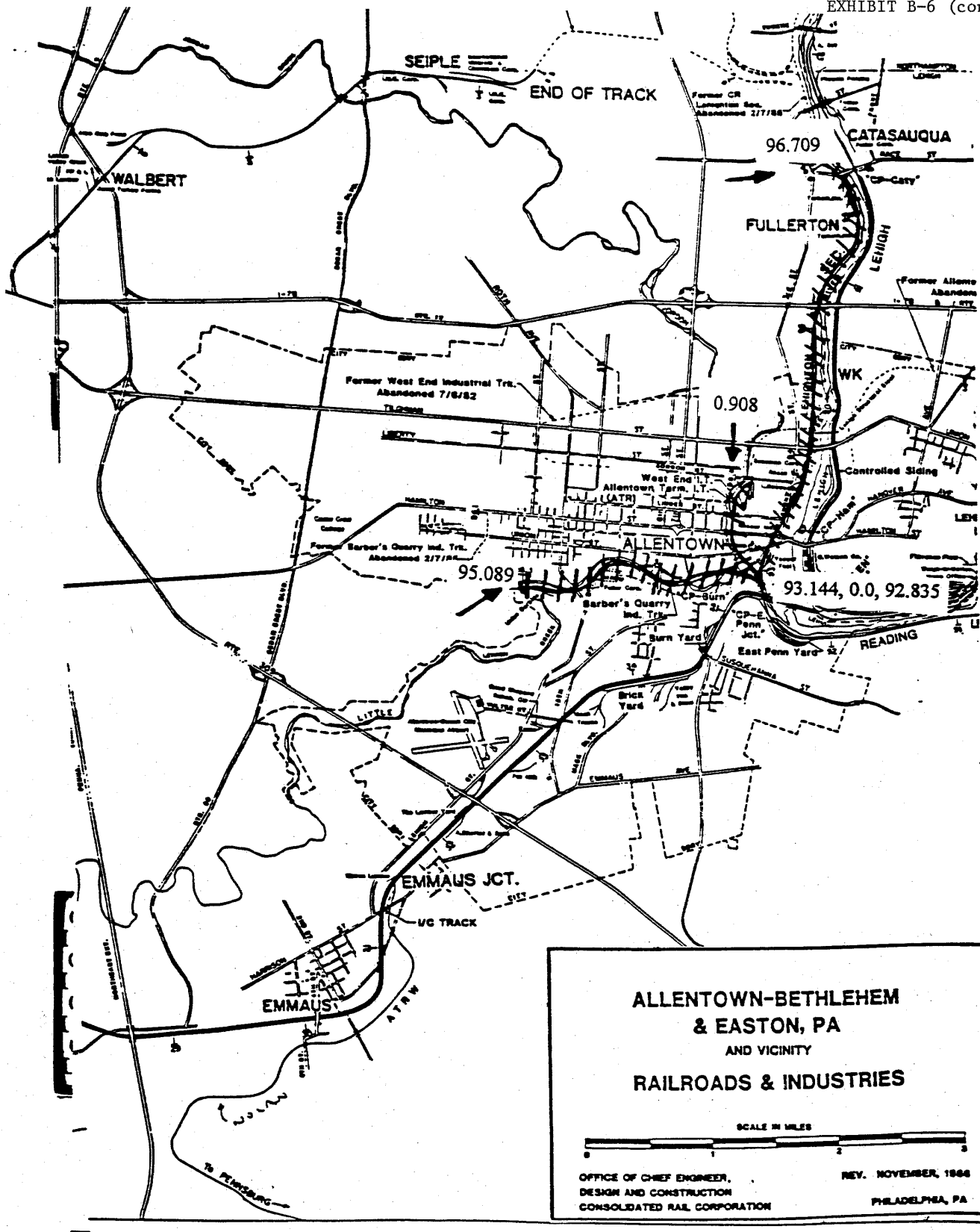


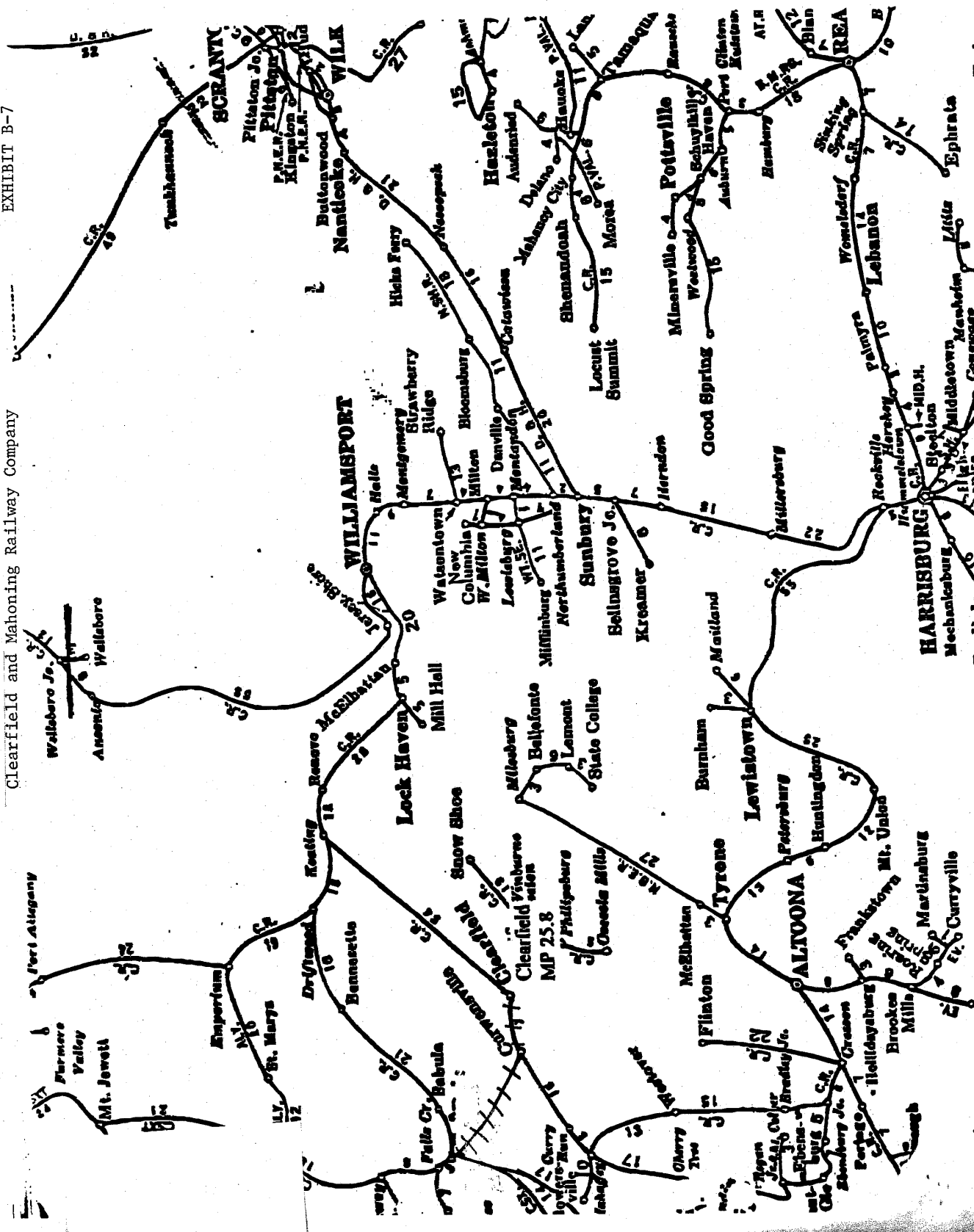
R. J. Corman Railroad Company/Allentown Lines, Inc.



R.J. Corman Railroad Company/Allentown Lines, Inc.



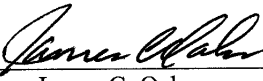




VERIFICATION

State of Kentucky)
) ss:
County of Jessamine)

James C. Oaks, being duly sworn, deposes and says that he is duly authorized by power of attorney to file this verification on behalf of Richard J. Corman, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.



James C. Oaks

SUBSCRIBED AND SWORN TO

before me this 16 day
of January, 2002



