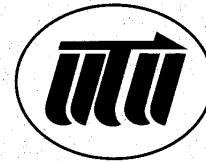


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March 18, 2002

Federal Express

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
(202) 565-1519



ENTERED
Office of the Secretary

MAR 19 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 River
Terminal Railway Company

Dear Secretary Williams:

Please find enclosed the original and ten copies of United Transportation Union's Reply in Opposition to Petition for Partial Waiver of 49 C.F.R. § 1150.32(e) to be filed in the above-captioned matter. Pursuant to your regulations, also enclosed is a disk in WordPerfect 9 format.

Thank you for your cooperation.

Sincerely,

Daniel R. Elliott, III
Associate General Counsel

Enclosures

205000

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



FINANCE DOCKET NO. 34182

**WLR RAILROAD ACQUISITION COMPANY
- ACQUISITION AND OPERATION EXEMPTION -
RAIL LINES OF THE CUYAHOGA VALLEY RAILWAY COMPANY AND RIVER
TERMINAL RAILWAY COMPANY**

**UNITED TRANSPORTATION UNION'S
REPLY IN OPPOSITION TO
PETITION FOR PARTIAL WAIVER
OF
49 C.F.R. § 1150.32(e)**

ENTERED
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Public Record

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Attorney for
United Transportation Union

Dated: March 18, 2002

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34182

**WLR RAILROAD ACQUISITION COMPANY
– ACQUISITION AND OPERATION EXEMPTION –
RAIL LINES OF THE CUYAHOGA VALLEY RAILWAY COMPANY AND RIVER
TERMINAL RAILWAY COMPANY**

**UNITED TRANSPORTATION UNION’S
REPLY IN OPPOSITION TO
PETITION FOR PARTIAL WAIVER
OF
49 C.F.R. § 1150.32(e)**

United Transportation Union (“UTU”) respectfully submits its reply in opposition to WLR Acquisition Company’s (“WLR Railroad”) petition for partial waiver of 49 C.F.R. § 1150.32(e). UTU urges the Surface Transportation Board to reject this request since this type of situation – a railroad closing – is exactly why the notice period was imposed.

On or about March 7, 2002, WLR Railroad provided the 60-day notice to UTU about the acquisition of Cuyahoga Valley Railway Company (“CVRC”) and River Terminal Railway Company (“RTRC”) in accordance with 49 C.F.R. § 1150.32(e). On March 11, 2002, WLR Railroad sought a partial waiver of this notice period from 60 to 20 days. As its basis for this petition, the railroad claims that the “limited waiver sought herein... will not have an adverse effect on RTRC and CVRC employees because those employees almost certainly have been aware for quite some time that the assets of RTRC and CVRC would be sold and the approximately twenty (20) day advance notice that WLR Railroad seeks to provide should be more than sufficient because those employees will not be faced with a choice between staying with their current employer or joining WLR Railroad.”

This statement is simply incorrect, and also the rationale of the railroad is obviously flawed. First of all, the RTRC and CVRC employees have not been aware “for quite some time that the assets of RTRC and CVRC would be sold.” UTU only learned of the asset sale in a meeting with RTRC and CVRC on February 27, 2002 (one day after the sale became a matter of public record), about a week before it received the 60-day notice from WLR Railroad. Thus, it is quite clear that UTU has only been aware of the asset sale for 20 days, and there has been no constructive notice to the employees as implied in WLR Railroad’s petition.

Moreover, while these employees are not faced with a choice between staying with their current employers or joining WLR Railroad, they are faced with a more daunting situation – the possibility of receiving a job with the WLR Railroad or unemployment and a job search.

As mentioned by WLR Railroad, the 60-day notice period set forth in 49 C.F.R. § 1150.32(e) was adopted in order to provide affected employees of the selling Class III carrier in a proposed transaction under 49 U.S.C. § 10901 with advance notice of a proposed acquisition by the non-carrier in order to make “adjustments and decisions relating to their livelihoods.” *Acquisition of Rail Lines Under 49 U.S.C. 10901 and 10902 – Advance Notice of proposed Transactions*, Ex Parte 562 (STB served September 9, 1997). A waiver of this important notice requirement should only be granted in “exceptional circumstances.” *Id.*

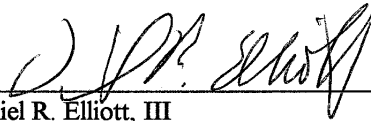
Here, the employees must decide between working on the new railroad (if a position is even offered to them), accepting early retirement in certain circumstances, looking for work on another carrier or entering a new career. These are obviously difficult decisions that deserve more than 20 days of thought. A sixty-day notice is clearly called for under these trying circumstances.

To waive the notice period here would defeat the purpose of the regulation. These employees are going through considerable turmoil at this time which calls for much more than twenty days to sort out.

CONCLUSION

Based on the foregoing discussion, UTU urges the Surface Transportation Board to deny this petition for partial waiver.

Respectfully submitted,



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Attorney for
United Transportation Union

CERTIFICATE OF SERVICE

I hereby certify that on March 18, 2002, a copy of the foregoing United Transportation Union's Reply in Opposition to Petition for Partial Waiver of 49 C.F.R. § 1150.32(e) was served by Ups Next Day Air on:

Kevin M. Sheys
Edward J. Fishman
Kirkpatrick & Lockhart, LLP
1800 Massachusetts Avenue, 2nd Floor
Washington, D.C. 20036



Daniel R. Elliott, III