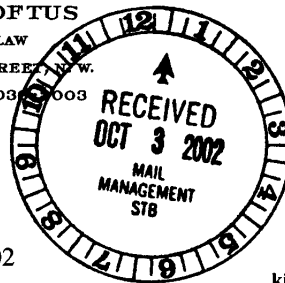


WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PFOHL
DANIEL M. JAFFE
KAREN HASSELL HERREN

SLOVER & LOFTUS
ATTORNEYS AT LAW
1224 SEVENTEENTH STREET, N.W.
WASHINGTON, D. C. 20036-2003



TELEPHONE:
(202) 347-7170

FAX:
(202) 347-3619

WRITER'S E-MAIL:

kjd@sloverandloftus.com

October 3, 2002

HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W. Room 711
Washington, D.C. 20423-0001

FEE RECEIVED

OCT 3 2002

**SURFACE
TRANSPORTATION BOARD**

Re: Finance Docket No. 34260, The Aliquippa & Ohio River
Railroad Co. -- Exemption -- Acquisition And Operation
Of Lines In Aliquippa, Pennsylvania

Dear Secretary Williams:

Enclosed for filing in the reference docket please find an original and 10 copies of a Verified Notice of Exemption, along with our check in the amount of \$1,300.00 to cover the requisite filing fee.

An additional copy of the Notice is also enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read "KJ Dowd".

Kelvin J. Dowd
An Attorney for
Aliquippa & Ohio
River Railroad Co.

FILED
OCT 3 - 2002
**SURFACE
TRANSPORTATION BOARD**

KJD:dmb
Enclosure

ENTERED
Office of Proceedings

OCT 3 2002

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD



In The Matter Of:)
)
THE ALIQUIPPA & OHIO RIVER)
RAILROAD CO. -- EXEMPTION --)
ACQUISITION AND OPERATION)
OF LINES IN ALIQUIPPA, PENNSYLVANIA)

Finance Docket No. 34260

FILED

OCT 3 2002

SURFACE
TRANSPORTATION BOARD

VERIFIED NOTICE OF EXEMPTION

The Aliquippa & Ohio River Railroad Co. ("AORR"), an Ohio corporation, pursuant to 49 C.F.R. Parts 1150.31-34, files this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 10901, to permit AORR to purchase from the Aliquippa & Southern Railroad ("A&S") and operate a total of approximately 21 miles of rail line in the vicinity of Aliquippa, Pennsylvania. As part of the transaction, AORR also will purchase from A&S certain parcels of real estate, various items of equipment and shop machinery, three (3) locomotives, and a number of shops, buildings and vehicles.

In support hereof, AORR shows as follows:

a. Full Name and Address of Applicant

Aliquippa & Ohio River Railroad Co.
136 South Fifth Street
Coshocton, Ohio 43812

ENTERED
Office of Proceedings

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Public Record

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SURFACE
TRANSPORTATION BOARD

b. Name and Address of Applicant's Representative

Kelvin J. Dowd
Slover & Loftus
1224 Seventeenth Street, NW.
Washington, D.C. 20036
(202) 347-7170

c. Statement Regarding Agreement

AORR and A&S have reached agreement on terms to govern the purchase of the subject lines, land, locomotives and other assets that will support AORR's operations.

d. Operator of the Property

Following the effective date of the exemption noticed hereby, AORR will be the operator of the property in question.¹

e. Summary of the Transaction

This transaction involves the purchase and operation by AORR of approximately 21 miles of rail line and rail-related property in the vicinity of Aliquippa, Pennsylvania. The lines and assets to be purchased presently are owned by A&S, which is a subsidiary of LTV Steel Corp., a company currently under bankruptcy protection.

¹AORR is a new company and a non-carrier, and is controlled by Summit View Inc., a non-carrier which controls other carriers. AORR will become a Class III carrier following consummation of the subject transaction. In addition to AORR, Summit View controls the Columbus & Ohio River Railroad Company; Ohio Central Railroad, Inc.; Ohio Southern Railroad, Inc.; Ohio & Pennsylvania Railroad Company; the Mahoning Valley Railroad Company; the Youngstown & Austintown Railroad, Inc.; the Warren & Trumbull Railroad Company; and the Youngstown Belt Railroad Company. The continuance in control of AORR upon its becoming a carrier is the subject of a Verified Notice of Exemption filed simultaneously with this Notice in F.D. No. 34261, Summit View, Inc. – Continuance in Control Exemption – Aliquippa & Ohio River Railroad Co.

Respectfully submitted,

ALQUIPPA & OHIO RIVER
RAILROAD CO.
136 South Fifth Street
Coshocton, OH 43812

OF COUNSEL:

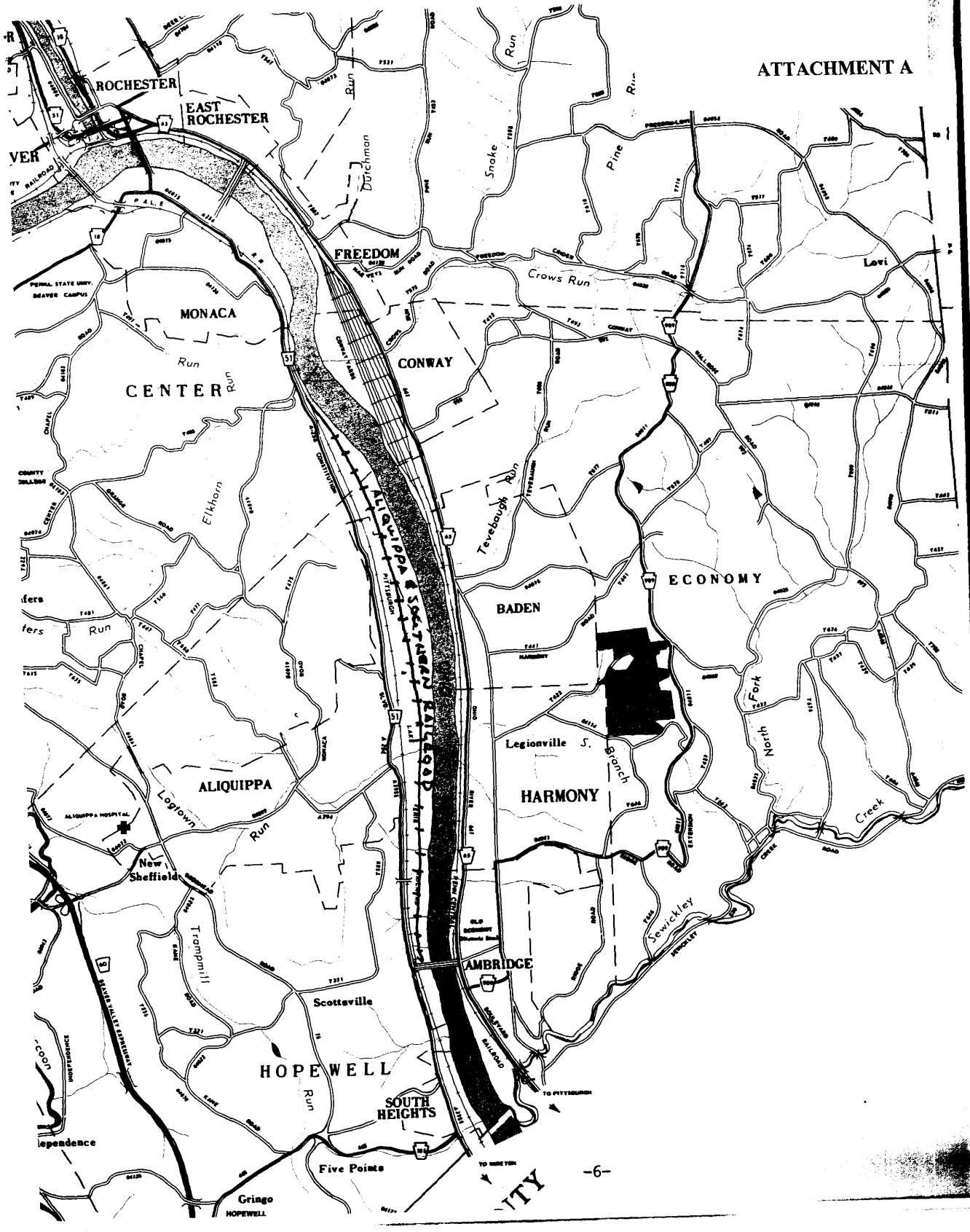
Slover & Loftus
1224 Seventeenth Street, NW
Washington, D.C. 20036

By: Kelvin J. Dowd 
Slover & Loftus
1224 Seventeenth Street, NW
Washington, D.C. 20036
(202) 347-7170

Dated: October 3, 2002

Attorney & Practitioner

ATTACHMENT A



ATTACHMENT B

CAPTION SUMMARY

Notice of Exemption

Finance Docket No. 34260

**THE ALIQUIPPA & OHIO RIVER
RAILROAD CO. -- EXEMPTION --
ACQUISITION AND OPERATION
OF LINES IN ALIQUIPPA, PENNSYLVANIA**

The Aliquippa & Ohio River Railroad Co. has filed a Notice of Exemption under 49 C.F.R. Part 1150.31-34 to acquire and operate approximately 21 miles of rail line owned by the Aliquippa & Southern Railroad in the vicinity of Aliquippa, Pennsylvania. Comments must be filed with the Board and served on Kelvin J. Dowd, Slover & Loftus, 1224 Seventeenth Street, NW, Washington, D.C. 20036.

The Notice is filed under 49 C.F.R. Parts 1150.31-34. 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.

VERIFICATION

STATE OF OHIO

COUNTY OF COSHOCTON

)
)
)
) SS:

WILLIAM A. STRAWN II being duly sworn, deposes and says that he is the
PRESIDENT of Aliquippa & Ohio River Railroad Co., that he has read the foregoing
Notice of Exemption, knows the contents thereof, and that the same are true as stated to the best
of his knowledge, information and belief.

William A. Strawn II

SWORN AND SUBSCRIBED before me this
22 day of October, 2002.

Kimberly R. Wright
Notary Public

My Commission Expires:



KIMBERLY R. WRIGHT
Notary Public, State of Ohio
My Commission Expires
June 5th, 2003