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BEFORE THE
SURFACE TRANSPORTATION BOARD

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Public Record

FINANCE DOCKET NO. 34341

WHEELING & LAKE ERIE RAILWAY COMPANY
-- ACQUISITION EXEMPTION --
CSX TRANSPORTATION, INC.



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AUG 1 2003

FILED

AUG 1 2003

SURFACE
TRANSPORTATION BOARD

PETITION FOR EXEMPTION OF
WHEELING & LAKE ERIE RAILWAY COMPANY

SURFACE
TRANSPORTATION BOARD

EXPEDITED CONSIDERATION REQUESTED

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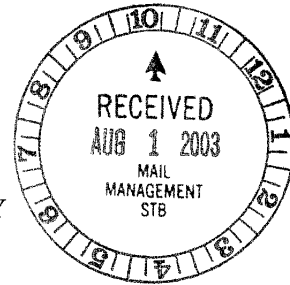
ATTORNEYS FOR WHEELING & LAKE ERIE
RAILWAY COMPANY

Dated: July 31, 2003

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34341

WHEELING & LAKE ERIE RAILWAY COMPANY
-- ACQUISITION EXEMPTION --
CSX TRANSPORTATION, INC.



PETITION FOR EXEMPTION OF
WHEELING & LAKE ERIE RAILWAY COMPANY

Pursuant to 49 U.S.C. § 10502 and the regulations of the Surface Transportation Board (the "Board") at 49 C.F.R. § 1121, Wheeling & Lake Erie Railway Company ("W&LE") submits this petition for an exemption from the prior review and approval requirements of 49 U.S.C. § 10902 for W&LE's acquisition of the exclusive, perpetual rail freight operating easement of CSX Transportation, Inc. ("CSXT") over the approximately 18-mile rail line between Canton and Krumroy, Ohio (the "Canton Line") owned by Metro Regional Transit Authority ("METRO").

W&LE currently conducts all rail freight operations on the southern portion of the Canton Line, between Canton and Aultman, Ohio (the "Canton-Aultman Segment"), pursuant to lease. CSXT discontinued service on the northern portion of the Canton Line, between Aultman and Krumroy (the "Aultman-Krumroy Segment"), in 1993, and no rail freight operations have been conducted on that segment since that time. The proposed transaction will simply unify ownership of the common carrier rights on the Canton-Aultman Segment with W&LE's existing operations, and transfer the residual common carrier obligation on the discontinued Aultman-Krumroy Segment to W&LE. There will be no changes in the current operations of W&LE or in rail service to any existing shipper. As demonstrated further below, exemption of this transaction

clearly is warranted under the relevant standards of Section 10502.

A map showing the Canton Line and other rail lines in the vicinity is attached hereto as Exhibit A. In support of this Petition for Exemption, W&LE submits the following:

I. BACKGROUND

A. Identification of Parties

Petitioner W&LE is a Class II common carrier by rail which owns or operates approximately 850 miles of rail lines in the states of Ohio, Pennsylvania, West Virginia and Maryland. W&LE's principal routes extend from Connellsville, Pennsylvania through Pittsburgh, Pennsylvania and Brewster, Ohio to Bellevue, Ohio; from Brewster through Canton, Ohio to Cleveland; from Mogadore, Ohio through Akron, Ohio to Carey, Ohio; via trackage rights over CSXT from Connellsville to Hagerstown, Maryland; and via trackage rights over Norfolk Southern Railway Company ("NS") from Bellevue to Toledo, Ohio. W&LE also holds inactive trackage rights over NS between Bellevue and Lima, Ohio.

W&LE began operations in May, 1990 after acquiring its core rail lines from a predecessor of NS. Wheeling Acquisition Corporation -- Acquisition and Operation Exemption -- Lines of Norfolk and Western Railway Company, Finance Docket No. 31591 (ICC served May 7, 1990 and December 28, 1990). W&LE is a subsidiary of The Wheeling Corporation, and is affiliated with the Akron Barberton Cluster Railway Company. See Wheeling Corporation -- Continuance in Control Exemption -- Akron Barberton Cluster Railway Company, Finance Docket No. 32538 (ICC served October 27, 1994 and January 12, 1996).

In 1992, W&LE acquired from CSXT an approximately 12.26-mile rail line extending from Canton south to Sandyville, Ohio, and leased from CSXT a connecting, 10.25-mile rail line extending north from Canton to Aultman. Wheeling & Lake Erie Railway

Company -- Lease, Purchase and Operation Exemption -- CSX Transportation, Inc., Finance
Docket No. 32083 (ICC served October 15, 1992). In 1997, CSXT abandoned and W&LE discontinued service over a short segment of the leased line in Canton. CSX Transportation, Inc. -- Abandonment Exemption -- In Stark County, OH, Docket No. AB-55 (Sub-No. 535X) (STB served April 1, 1997).¹ The remainder of the leased line constitutes the Canton-Aultman Segment which is the subject (in part) of this proceeding.

The complete name and address of petitioner W&LE is:

Wheeling & Lake Erie Railway Company
100 East First Street
Brewster, Ohio 44613
(330) 767-3401

CSXT is a Class I common carrier by rail which owns or operates approximately 23,000 route miles of rail lines in 23 states, the District of Columbia and two Canadian provinces.

B. The Subject Rail Line

The Canton Line extends from the connection with NS' Reed Runner track at approximately milepost 15.93 at McKinley (Canton), Ohio to milepost 33.70 at Krumroy, Ohio, a distance of approximately 17.77 miles.² The Canton Line consists of two segments: the

¹ Embracing Docket No. AB-227 (Sub-No. 6X), Wheeling & Lake Erie Railway Company -- Discontinuance of Service Exemption -- In Stark County, OH. As discussed in footnote 2, W&LE has other lines and trackage rights within Canton which allow it to operate between the now-separated Canton-Sandyville and Canton-Aultman segments.

² The line includes the former wye track located in the northwest quadrant of the former crossing of the line with the Reed Runner track and two main tracks of Consolidated Rail Corporation (now NS) at McKinley (Canton), Ohio. Following CSXT's abandonment of the short segment of leased line in Canton, discontinuance of W&LE's leasehold rights thereover and removal of the McKinley diamonds in 1997, W&LE accessed the Canton Line via trackage rights over the Reed Runner track and via the former wye track (leased from CSXT) at McKinley. See Wheeling & Lake Erie Railway Company -- Trackage Rights Exemption -- Consolidated Rail Corporation, Finance Docket No. 33361 (ICC served March 10, 1997).

Canton-Aultman Segment between approximately milepost 15.93 at Canton and milepost 25.55 at Aultman, a distance of approximately 9.62 miles, and the Aultman-Krumroy Segment between milepost 25.55 at Aultman and milepost 33.70 at Krumroy, a distance of approximately 8.15 miles.

The Canton Line historically was part of a longer CSXT route extending from Cleveland through Akron and Canton to Sandyville, Ohio. See Schematic Map attached as Exhibit A-1. As indicated above, in 1992 W&LE acquired the Canton-Sandyville segment and leased the Canton-Aultman Segment. In 1993, CSXT discontinued service over the Aultman-Krumroy Segment. CSX Transportation, Inc. -- Abandonment Exemption -- Summit County, OH, Docket No. AB-55 (Sub-No. 447X) (ICC served January 12, 1993).³

In May, 2000, METRO filed a notice of exemption pursuant to 49 C.F.R. § 1150.31, et seq. to acquire the assets of CSXT's Akron-Canton line (including the Canton-Aultman Segment and the Aultman-Krumroy Segment), subject to an exclusive rail freight operating easement retained by CSXT. Metro Regional Transit Authority -- Acquisition Exemption -- CSX Transportation, Inc., Finance Docket No. 33838 (STB served June 23, 2000).⁴ METRO simultaneously filed a motion to dismiss its notice of exemption in Finance Docket No. 33838 on the basis that the acquisition transaction would not make METRO a carrier and

The freight operating easement to be acquired by W&LE from CSXT will extend to the point of connection with NS' track.

³ While CSXT had obtained abandonment authority for the Aultman-Krumroy Segment, it elected only to consummate the discontinuance of its service over the segment. See CSXT consummation letter dated February 16, 1993 and CSXT follow-up letter dated May 17, 2000 in Docket No. AB-55 (Sub-No. 447X), attached hereto as Exhibit B. Thus, while CSXT has no present common carrier obligation to provide service on the Aultman-Krumroy Segment, it remains a line of railroad subject to the Board's jurisdiction.

⁴ The sale and retained easement were subject to W&LE's existing lease of the Canton-Aultman Segment.

therefore was not subject to the Board's jurisdiction under 49 U.S.C. § 10901. Board action on METRO's motion to dismiss, which W&LE now supports, is expected shortly.

W&LE currently provides rail service on the leased Canton-Aultman Segment approximately two days per week or as necessary to serve shippers on the line, utilizing a W&LE local switching assignment based in Canton. There are approximately four active customers on the Canton-Aultman Segment accounting for approximately 340 carloads per year of kaolin clay, synthetic rubber, lumber, plastics and other commodities. No other carrier provides rail freight service on the Canton-Aultman Segment. No rail freight service of any kind has been conducted on the discontinued Aultman-Krumroy Segment since CSXT's discontinuance of operations in 1993.⁵

C. The Proposed Transaction

Pursuant to a Purchase and Sale Agreement dated July 1, 2003 between W&LE and CSXT, W&LE proposes to acquire the permanent rail freight operating easement held by CSXT on the Canton Line. W&LE will acquire CSXT's freight operating rights and obligations on the Aultman-Krumroy Segment in its current, discontinued state, and will seek further, appropriate Board authority or exemption under 49 U.S.C. §§ 10901 or 10902 should W&LE wish to reinstate rail freight operations on that segment in the future.⁶ Presuming favorable action on METRO's pending motion to dismiss in Finance Docket No. 33838, the proposed transaction will result in W&LE being the sole rail freight common carrier on the Canton Line.⁷

⁵ Although no freight service has been provided on the Aultman-Krumroy Segment for ten years, the track remains in place and is expected to be utilized for the operation of excursion trains and commuter passenger service under the auspices of METRO.

⁶ W&LE has no current plans to reinstate freight service on the Aultman-Krumroy Segment, but its acquisition of CSXT's residual common carrier obligation on that segment here will accommodate the reinstatement of service if warranted at a later date

⁷ W&LE's existing lease of the Canton-Aultman Segment will merge into W&LE's ownership

The proposed acquisition is the final step in a series of transactions involving METRO, CSXT and W&LE with respect to the Canton Line.

No changes in existing rail freight operations and service will result from the proposed transaction. W&LE will continue to provide service to shippers on the Canton-Aultman Segment in the same manner that it does today. W&LE will now simply be the owner, rather than the lessee, of the common carrier interests in a rail line which W&LE has operated exclusively since 1992. No rail freight service has been provided on the Aultman-Krumroy Segment since 1993, and W&LE does not have any current plans to reinstate operations on that segment. Acquisition of the CSXT freight easement on that segment, however, would – subject to future STB authorization or exemption – allow W&LE to effectively and efficiently institute service on that segment in the future should circumstances so warrant. No shipper will lose any existing rail service or competitive rail options.

II. JURISDICTION AND STATUTORY STANDARDS

Pursuant to 49 U.S.C. § 10902, enacted by the ICC Termination Act of 1995,⁸ a Class II rail carrier may acquire a line of railroad from another carrier if the Board finds that the acquisition is not inconsistent with public convenience and necessity. 49 U.S.C. § 10902(a), (c). Under 49 U.S.C. § 10502, however, the Board must exempt a transaction from regulation under Part A of Subtitle IV of Title 49 of the U.S. Code (including Section 10902) if the Board finds that: (1) regulation is not necessary to carry out the rail transportation policy of 49 U.S.C.

of the permanent freight operating easement on the Canton Line once the transaction proposed herein is consummated. See Norfolk and Western Railway Company -- Acquisition Exemption -- Consolidated Rail Corporation, Finance Docket No. 32957 (STB served August 15, 1996) at 1, n.3. As indicated, W&LE will have only a residual common carrier obligation on the Aultman-Krumroy Segment, as CSXT has today.

⁸ Pub. L. No. 104-88, 109 Stat. 803 (1995).

§ 10101; and (2) either (a) the transaction is of limited scope or (b) regulation is not necessary to protect shippers from the abuse of market power.

In enacting the Staggers Rail Act of 1980, Congress made clear its intent that the Interstate Commerce Commission would use its expanded exemption authority under former Section 10505 to free certain transactions and service from the administrative and financial costs associated with continued regulation:

The policy underlying this provision is that while Congress has been able to identify broad areas of commerce where reduced regulation is clearly warranted, the Commission is more capable through the administrative process of examining specific regulatory provisions and practices not yet addressed by Congress to determine where they can be deregulated consistent with the policies of Congress. The conferees expect that, consistent with the policies of this Act, the Commission will pursue partial and complete exemption from remaining regulation.

H.R. Conf. Rep. No. 1430, 96th Cong. 2d Sess. 105 (1980). Congress reaffirmed this policy in the conference report accompanying the ICC Termination Act of 1995, which reenacted the existing exemption provisions as Section 10502. H.R. Conf. Rep. No. 422, 104th Cong. 1st Sess. 168-169 (1995).

An exemption from the requirements of Section 10902 for W&LE's acquisition of the CSXT freight operating easement on the Canton Line would be fully consistent with the standards set forth in Section 10502. Detailed scrutiny of the transaction, through an application for review and approval under Section 10902, is unnecessary to carry out the rail transportation policy of 49 U.S.C. § 10101. In fact, exemption from such review and approval would further several of the objectives established in the transportation policy. Moreover, the proposed transaction is of limited scope and will not result in any abuse of market power.

III. EXEMPTION CRITERIA

A. Regulation is Not Necessary to Carry Out the Rail Transportation Policy Of 49 U.S.C. § 10101.

W&LE's acquisition of the Canton Line is wholly consistent with the rail transportation policy outlined in 49 U.S.C. § 10101. The proposed transaction will allow W&LE to assume ownership of the common carrier interests in a rail line segment (the Canton-Aultman Segment) over which it has provided service for a decade, and thus will enhance effective rail management and the long-term stability of W&LE's operations. As such, exemption will promote efficiency, coordination and competition among rail carriers and other transport modes. See 49 U.S.C. §§ 10101(4), (5) and (9). W&LE's acquisition of the inactive Aultman-Krumroy Segment will position W&LE to respond effectively to any need for rail service on that segment that may arise in the future. Thus, this transaction also will promote the continuation of a sound rail system to meet the needs of the public. 49 U.S.C. § 10101(4).

Granting the relief sought herein will advance several other goals enumerated in the rail transportation policy as well. Section 10101 provides that the Board should minimize the need for federal regulatory control over the rail transportation system, reduce the barriers to entry into and exit from the rail transportation industry and provide for the expeditious resolution of all proceedings. 49 U.S.C. §§ 10101(2),(7) and (15). The statutory exemption contained in Section 10502 obviates the need for the expensive and time-consuming processes attendant to a proceeding under Section 10902. By limiting the level of regulatory review of this transaction and by relying upon the adequate and more expeditious exemption procedure, the Board would minimize the burden of unnecessary regulation on this transaction. E.g., Livonia, Avon & Lakeville Railroad Corporation -- Acquisition and Operation Exemption -- Line of Consolidated Rail Corporation, Finance Docket No. 32754 (STB served March 11, 1996) at 4.

B. Regulation is Not Necessary to Protect Shippers From an Abuse of Market Power

W&LE's acquisition of the Canton Line will have no adverse impact on competition. Rail operations on the Canton Line will not change in any manner. No shipper will lose access to any rail service which it currently receives. Indeed, as to the Canton-Aultman Segment, the proposed transaction will simply "bring the line under the control of the only operator that currently is using it to provide rail service. . . ." Consolidated Rail Corporation -- Control and Operation Exemption -- Clearfield and Mahoning Railway Company, Finance Docket No. 32256 (ICC served December 7, 1995) at 8; see also, e.g., Consolidated Rail Corporation -- Purchase Exemption -- Property of Chicago and Western Indiana Railroad Company in Chicago, IL, Finance Docket No. 31932 (ICC served October 29, 1991) at 2 (no likelihood of market power abuse where transaction "merely shifts ownership of the line to the rail carrier that has been the physical provider of rail service . . .").

Approval of this transaction will not lessen competition or transportation options for shippers on the Canton-Aultman Segment or for businesses that may locate on the discontinued Aultman-Krumroy Segment in the future. Indeed, the proposed acquisition will ensure the continued efficiency of W&LE's service by providing W&LE with a direct ownership interest in a rail line that has been operated as part of W&LE's rail system since 1992. Accordingly, the transaction satisfies the market abuse standard set forth in 49 U.S.C. § 10502(a)(2)(B).

C. The Transaction Is Limited in Scope

Because regulation is not necessary to protect shippers from an abuse of market power, W&LE need not demonstrate that the proposed transaction is of limited scope. 49 U.S.C. § 10502(a)(2); Fort Worth & Western Railroad Company, Inc. -- Lease Exemption -- St. Louis

Southwestern Railway Company, Finance Docket No. 32955 (STB served September 5, 1996) at

3. Nevertheless, it is clear that W&LE's acquisition of the Canton Line satisfies this criterion as well. The proposed transaction involves the acquisition of a freight operating easement over a short, 18-mile rail line in a single state and will not result in any change in operations. W&LE already operates the Canton-Aultman Segment pursuant to lease, and there have been no rail freight operations on the Aultman-Krumroy Segment since CSXT's discontinuance of operations in 1993. Accordingly, the Board should find that this transaction is of limited scope within the meaning of Section 10502(a)(2)(A).

IV. LABOR PROTECTION

Under 49 U.S.C. § 10502(g), the Board may not exempt a rail carrier from otherwise applicable employee protection obligations. The applicable level of labor protection for this transaction is that specified by 49 U.S.C. § 10902(d) and Wisconsin Central Ltd. -- Acq. Exem. -- Union Pacific R. Co., 2 S.T.B. 218 (1997), rev'd in part sub nom. Association of Amer. Railroads v. STB, 162 F.3d 101 (D.C. Cir. 1998).

W&LE's acquisition of the Canton Line from CSXT will not result in any adverse impacts on the employees of either W&LE or CSXT.

Concurrent with the filing of this Petition for Exemption, W&LE has filed a Petition for Waiver of the 60-day labor notice requirements of 49 C.F.R. § 1121.4(h).

V. ENVIRONMENTAL ASSESSMENT

A petition for exemption must comply with the Board's environmental reporting requirements, if applicable. 49 C.F.R. § 1121.3(a). Under 49 C.F.R. § 1105.6(c)(2), W&LE's proposed acquisition of the Canton Line is exempt from environmental reporting requirements.

The proposed acquisition will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds of 49 C.F.R. § 1105.7(e)(4) or (5).⁹

Under 49 C.F.R. § 1105.8(b)(1), the proposed acquisition of the Canton Line by W&LE also is exempt from historic preservation reporting requirements. W&LE's acquisition of the Canton-Aultman Segment is for the purpose of continued rail operations, and its acquisition of the Aultman-Krumroy Segment will not affect the status of that currently-inactive line. Further Board approval would be required as a prerequisite to any abandonment or discontinuance of service, and there are no plans in connection with this transaction to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

VI. EXPEDITED CONSIDERATION

W&LE requests that the Board expedite its consideration of this petition and issue its decision to be effective on or before October 1, 2003. METRO and W&LE desire to fully implement as soon as possible the settlement recently reached between them resolving issues arising from METRO's 2000 purchase of the line from CSXT.¹⁰ CSXT, METO and W&LE desire to close on this last-in-a-series of transactions among them that has taken more than 3 years to complete. In that regard, the Purchase and Sale Agreement between CSXT and W&LE requires that W&LE seek from the Board an exemption to become effective not more than 60

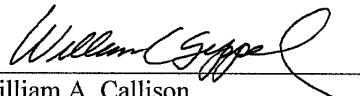
⁹ As indicated above, W&LE will seek authority or exemption from the Board if W&LE desires to reinstate rail service on the Aultman-Krumroy Segment at some point in the future. In any event, any such operations would not exceed on any foreseeable basis the three train/day threshold of 49 C.F.R. § 1105.7(e)(5)(ii)(C).

¹⁰ W&LE is concurrently filing a letter with the Board in Finance Docket No. 33838, Metro Regional Transit Authority – Acquisition Exemption – Certain Assets of CSX Transportation, Inc., advising the Board that W&LE and METRO have reached an agreement that satisfies the concerns raised by W&LE in its opposition filings in that proceeding and requesting leave from the Board to withdraw W&LE's opposition to METRO's motion to dismiss filed therein.

days from the filing of the petition. Accordingly, W&LE respectfully requests that the Board if at all possible issue its decision to be effective on or before October 1, 2003.

WHEREFORE, W&LE respectfully requests that the Board grant an exemption from the provisions of 49 U.S.C. 10902 for W&LE's acquisition of the CSXT freight operating easement over the approximately 18-mile line of railroad between Canton and Krumroy, Ohio, and allow such exemption to become effective on or before October 1, 2003.

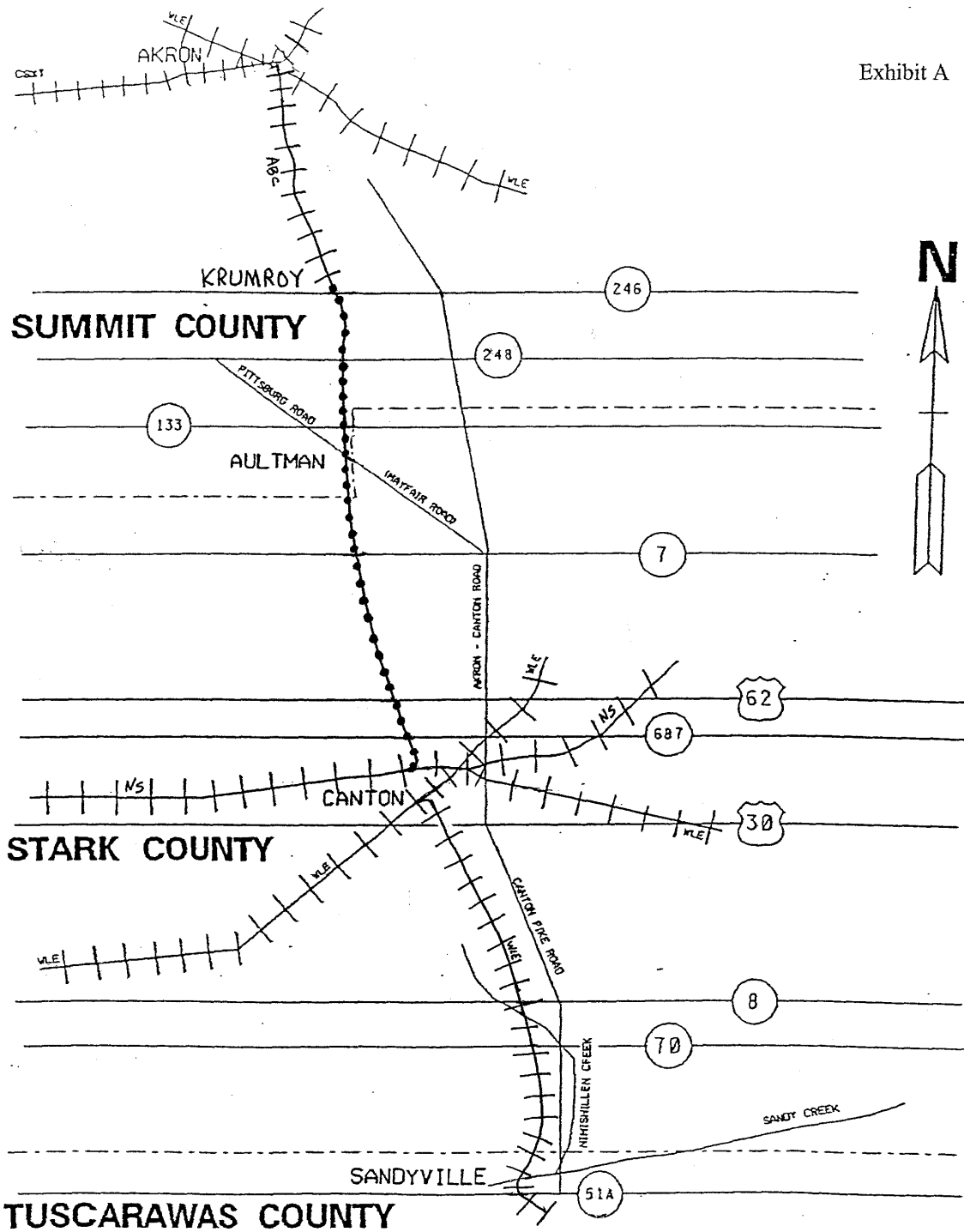
Respectfully submitted,

By: 
William A. Callison
Vice President Law & Governmental Relations
Wheeling & Lake Erie Railway Company
100 East First Street
Brewster, Ohio 44613
(330) 767-7290

William C. Sippel
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**ATTORNEYS FOR WHEELING & LAKE ERIE
RAILWAY COMPANY**

Dated: July 31, 2003



..... FREIGHT EASEMENT TO BE ACQUIRED BY WLE
 + + + + + OTHER RAIL LINES

0 4 8 MILES

Schematic Map (Not to Scale)

Exhibit A-1

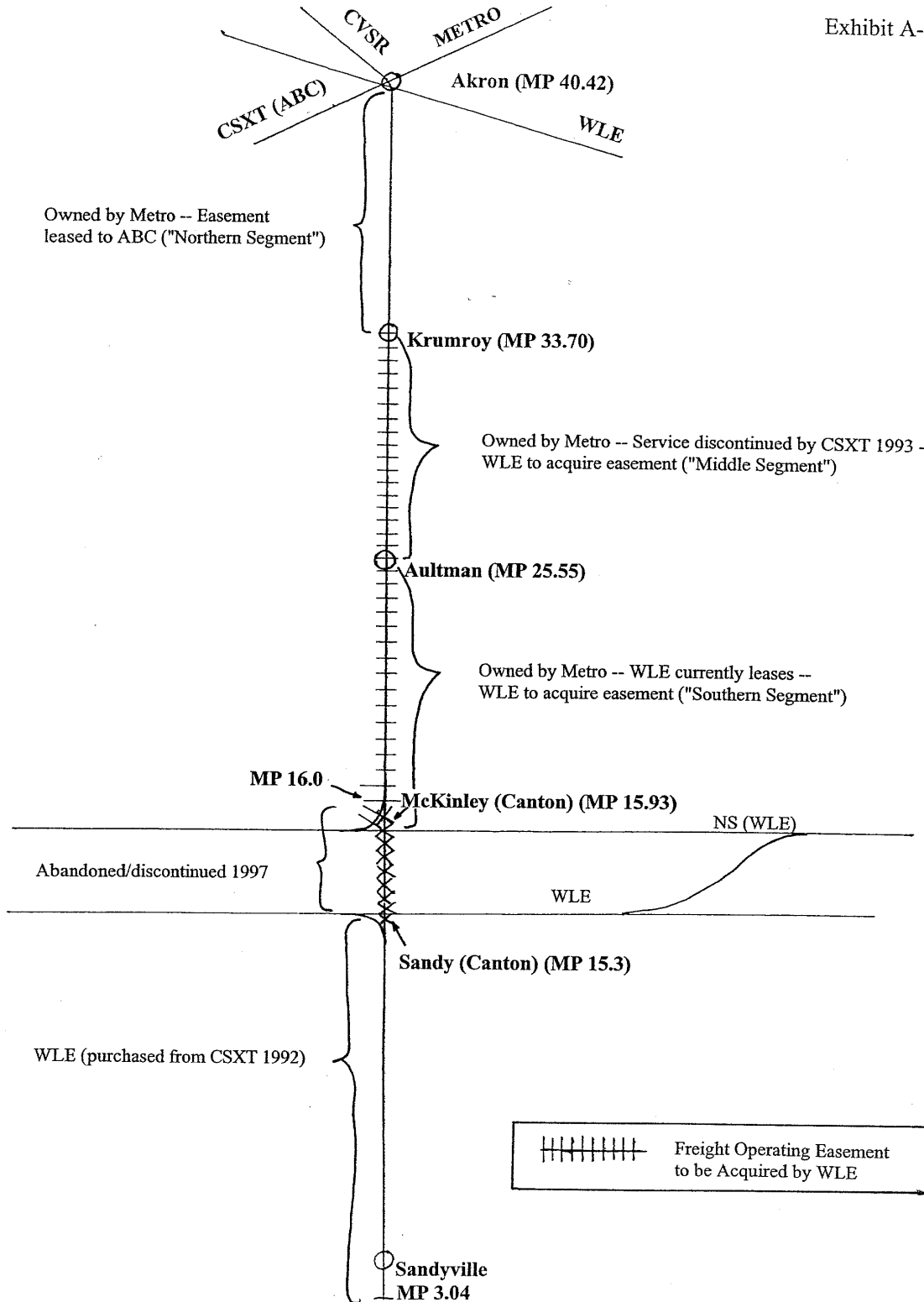




EXHIBIT B

500 Water Street
Speed Code J-150
JACKSONVILLE, FL 32202
Fax (904) 359-1248
Telephone (904) 359-3100
Writer's direct telephone line:

(904) 359-1250

February 16, 1993

Mr. Sidney L. Strickland, Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, D. C. 20423

Re: Docket No. AB-55 (Sub-No. 447X)
CSX Transportation, Inc. -
Abandonment Exemption - In
Summit County, Ohio

Dear Mr. Strickland:

This refers to the Notice of Exemption served January 12, 1993 by the Interstate Commerce Commission in the above-captioned proceeding. In this Notice of Exemption, the Commission exempts from further regulation the abandonment by CSX Transportation, Inc. of its 8.15 mile line of railroad between Aultman and Krumroy, Ohio. This exemption became effective on February 11, 1993.

Please be advised CSX Transportation, Inc. discontinued service only on its line of railroad between Aultman and Krumroy effective February 11, 1993.

Very truly yours,


Charles M. Rosenberger
Senior Counsel

CMR/mhr

Honorable Vernon A. Williams
May 17, 2000

bcc: Kevin M. Sheys, Esquire
Oppenheimer Wolff & Donnelly LLP
1350 Eye Street, N.W., Suite 200
Washington, D.C. 20005

Mr. Michael K. Gilligan
Director Line Rationalization
CSX Transportation, Inc.
301 West Bay Street, J200
Jacksonville, Florida 32202



NATALIE S. ROSENBERG
Counsel

FILE COPY

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Jacksonville, FL 32202
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Telephone (904) 359-3100

Writer's direct telephone line:
(904) 359-1253

May 17, 2000

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

Re: **STB Docket No. AB-55 (Sub-No. 447X) - CSX Transportation, Inc.**
Abandonment Exemption in Summit County, Ohio

Dear Mr. Williams:

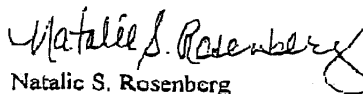
By an exemption effective February 11, 1993, in the above referenced docket, CSX Transportation, Inc. ("CSXT") obtained authority to abandon its 8.15-mile rail line between Aultman and Krumroy, Ohio. By a letter dated February 16, 1993, CSXT advised the Interstate Commerce Commission that it had discontinued service on the subject line, but that it had not abandoned that line. (See attached copy of February 16, 1993 letter from Charles M. Rosenberger, Senior Counsel, CSXT, to Secretary Strickland).

Between the date of discontinuance of service (February 11, 1993) and the date of this letter, CSX has not consummated the abandonment on the subject line.

It has come to our attention that Surface Transportation Board records may indicate that CSXT consummated the abandonment. I write to request that the STB correct any record which indicates that CSX consummated the abandonment.

Please contact me if you have any questions regarding this request.

Respectfully submitted,


Natalie S. Rosenberg

NSR/plkw

Attachment

s:\staff\nsr\stb track\del\ohio\cantan-akron\williams.00-05-17

VERIFICATION

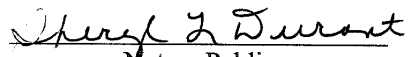
State of Ohio)
) SS:
County of Stark)

Steven W. Wait, being duly sworn, deposes and says that he is President and Chief Operating Officer of Wheeling & Lake Erie Railway Company, that he has read the foregoing Petition for Exemption and knows the facts asserted therein, and that the same are true as stated.



Steven W. Wait

SUBSCRIBED AND SWORN TO
before me this 30th day
of July, 2003.



Notary Public

My ~~COMMISSION~~ ~~DURATION~~ expires:
NOTARY PUBLIC, STATE OF OHIO
NO. 24209
COMMISSION EXPIRES AUG. 30, 2004