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April 7, 2004

Hon. Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Bldg., #711
1925 K Street, N.W.
Washington, D.C. 20423-0001



RE: STB Finance Docket No. 34462
MVC Transportation, LLC
-Acquisition Exemption - P&LE Properties, Inc.
NOTICE OF EXEMPTION

Dear Secretary Williams:

Enclosed please find for filing an original and ten (10) copies of the above-referenced Notice of Exemption of MVC Transportation, LLC. A check in the amount of \$1,400 representing the filing fee is also enclosed.

Please time stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped self-addressed envelope provided for your convenience.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Laurence A. Neish'. The signature is fluid and cursive, with a large loop at the end.

Laurence A. Neish, Esq.
Attorney for MVC Transportation, LLC

Enclosures

xc: MVC Transportatino, LLC
Robert G. Boyle, Esq.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34462

MVC TRANSPORTATION, LLC
-ACQUISITION EXEMPTION-
P&LE PROPERTIES, INC.



VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10901

A handwritten signature in black ink, appearing to read "Laurence A. Neish".

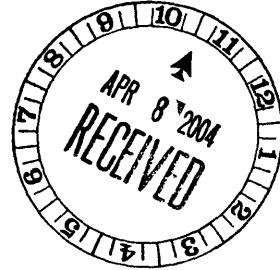
Laurence A. Neish, Esq.
Attorney for MVC Transportation
PA Supreme Ct ID: 64819
Address: 651 Holiday Dr
Pittsburgh, PA 15220
Phone: (412) 928-3031

A handwritten signature in black ink, appearing to read "Robert G. Boyle".

Robert G. Boyle, Esq.
Attorney for MVC Transportation
PA Supreme Ct ID: 49482
Address: 4232 Brownsville Rd.
Suite 348
Pittsburgh, PA 15227
Phone: (412) 884-0770

Dated: April 7, 2004

MVC TRANSPORTATION, LLC
-ACQUISITION EXEMPTION-
P&LE PROPERTIES, INC.



VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10901

This Verified Notice is filed pursuant to 49 C.F.R. §1150.31 by MVC Transportation, LLC ("MVC"), a non-carrier, to exempt from regulation under 49 U.S.C. §10901, its acquisition of certain lines of railroad (the "Rail Lines") owned by P&LE Properties, Inc. ("P&LE Properties"). The Rail Lines are the track facilities of the former Pittsburgh and Lake Erie Railroad Company's McKees Rocks Yard in McKees Rocks, Pennsylvania on portions of which rail service is presently provided by CSX Transportation, Inc.

MVC will be a non-operating class III common carrier after the transaction.

Notice

In accordance with 49 C.F.R. §1150.33, MVC hereby states as follows:

- (a) The full name and address of Applicant is: MVC Transportation, LLC, 98 Glenbury Street, Pittsburgh, PA 15234; (412) 886-1807.
- (b) The name, address and telephone number of the representative of MVC who should receive correspondence is: (attorney name, address and phone
- (c) The parties will enter into an Assignment and transfer Agreement to accomplish this acquisition transaction.

(d) The current operator of portions of the rail lines is CSX

Transportation, Inc. which presently serves several shippers located in or adjacent to the McKees Rocks Yard utilizing certain tracks and rail facilities within the Yard.

(e) Brief Summary of the Proposed Transaction:

On or after the effective date of this exemption, MVC will acquire from P&LE Properties, Inc. by assignment, deed in lieu of foreclosure and bill of sale all of P&LE Properties' right, title and interest in railroad track and related rail facilities comprising the former P&LE McKees Rocks Yard in McKees Rocks, Allegheny County, Pennsylvania.¹

¹ On April 22, 1997, pursuant to a Bankruptcy Court Order in In Re: Pittsburgh & Lake Erie Properties, Inc., Case No. 96-406 (MFW) Chapter 11, P&LE Properties sold the McKees Rocks Yard Property to Allegheny Railroad Properties, Inc. (ARC) and accepted a cognovite judgment note and mortgage on the McKees Rocks Yard property from ARC. During this period and to date, CSX Transportation, Inc. has provided common carrier rail service to shippers located in or adjacent to McKees Rocks Yard using tracks within McKees Rocks Yard. However, P&LE Properties did not obtain abandonment authorization from the Bankruptcy Court under 11 U.S.C. §1170 nor from the STB under 49 U.S.C. §10903 prior to the sale to ARC. Nor did ARC obtain STB acquisition authorization to acquire the property for continued common carrier railroad purposes under 49 U.S.C. §10901. Accordingly, the sale transaction to ARC was illegal and void and all right, title and interest in said property remains in P&LE Properties, Inc.. Railroad Ventures, Inc. – Abandonment Exemption – Between Youngstown, OH and Darlington, PA in Mahoning and Columbiana Counties, OH and Beaver County, PA, STB Docket AB-556(Sub. No. 2X), 2001 STB Lexis 852, 2000 STB Lexis 588, 2000 STB Lexis 588, 2000 STB Lexis 8.; Sagamore National Corporation – Acquisition and Operation Exemption – Lines of Indiana Hi Rail, STB Finance Docket No. 32523, 32582. 1994 ICC Lexis 203; Cf. Illinois Central Railroad Co. – Abandonment Exemption – In St. Tammany Parish, LA, ICC Docket AB-43(Sub No. 154X) 1992 ICC 133 (See also John D. Hartman, Affidavit of Ownership, Attachment A). After ARC defaulted on its payment obligations, the ARC note and mortgage was acquired and satisfied by Mariah Capital and Consulting Company ("Mariah") with approval of the U.S. Bankruptcy Court for the District of Delaware by order dated June 18, 1999. (Attachment B)

With the consent of P&LE Properties, Inc. Mariah will assign the ARC note and mortgage to MVC which in lieu of execution and foreclosure will by deed and bill of sale from P&LE Properties take title to the rail yard facilities subsequent to the effective date of this acquisition exemption.

On December 16, 2003, Proline Railroad Track Company, upon notification from Mariah that in the absence of STB abandonment authority, it should cease and desist all effort to sell track materials in the McKees Rocks Yard, filed suit in the Common Pleas Court of Allegheny County, Pennsylvania against Mariah claiming to have purchased track materials in McKees Rocks Yard. Copies of this exemption notice have been served on counsel for Proline Railroad Track Company.

(1) The name and address of the railroad transferring the Rail Lines is P&LE Properties, Inc., 49 Pious Street, Pittsburgh, PA 15203

(2) MVC expects to consummate the acquisition on or after the seventh day following the filing of this notice.

(3) The Rail Lines are shown on Exhibit A, and are comprised of lead, yard, and switching tracks and rail facilities without assigned mile posts extending approximately 1 ½ +/- miles along and adjacent to the CSXT mainline in McKees Rocks, PA, previously operated by Pittsburgh and Lake Erie Railway, Co. and presently served by CSX Transportation, Inc.

(4) the total mileage being acquired is approximately 15 +/- miles of yard track.

(f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Lines.

(g) MVC certifies that its projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier and will not exceed \$5,000,000 per year.

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2), no environmental documentation is required because this proceeding involves authority for an acquisition under 49 U.S.C. §10901 for continued rail operations that will not exceed the thresholds established in 49 C.F.R. §1105.7 (e)(4) or (5).

No historic report under 49 C.F.R. §1105.8(b)(1) is required because the transaction merely involves an acquisition for continued rail operations, and further

Board approval is required to discontinue or abandon any service. MVC has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years or older.

Labor Protection

Pursuant to 49 U.S.C. §10901(e), approval of this transaction may not be subjected to labor protection conditions.

Captions Summary

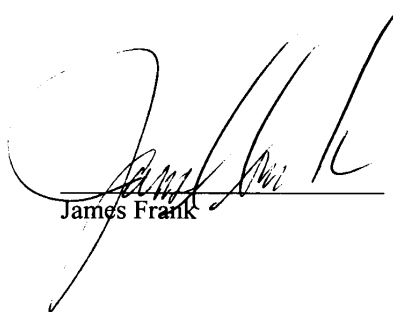
Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.34.

Dated: April 2, 2004

VERIFICATION

I, James Frank, Manager of MVC, LLC verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

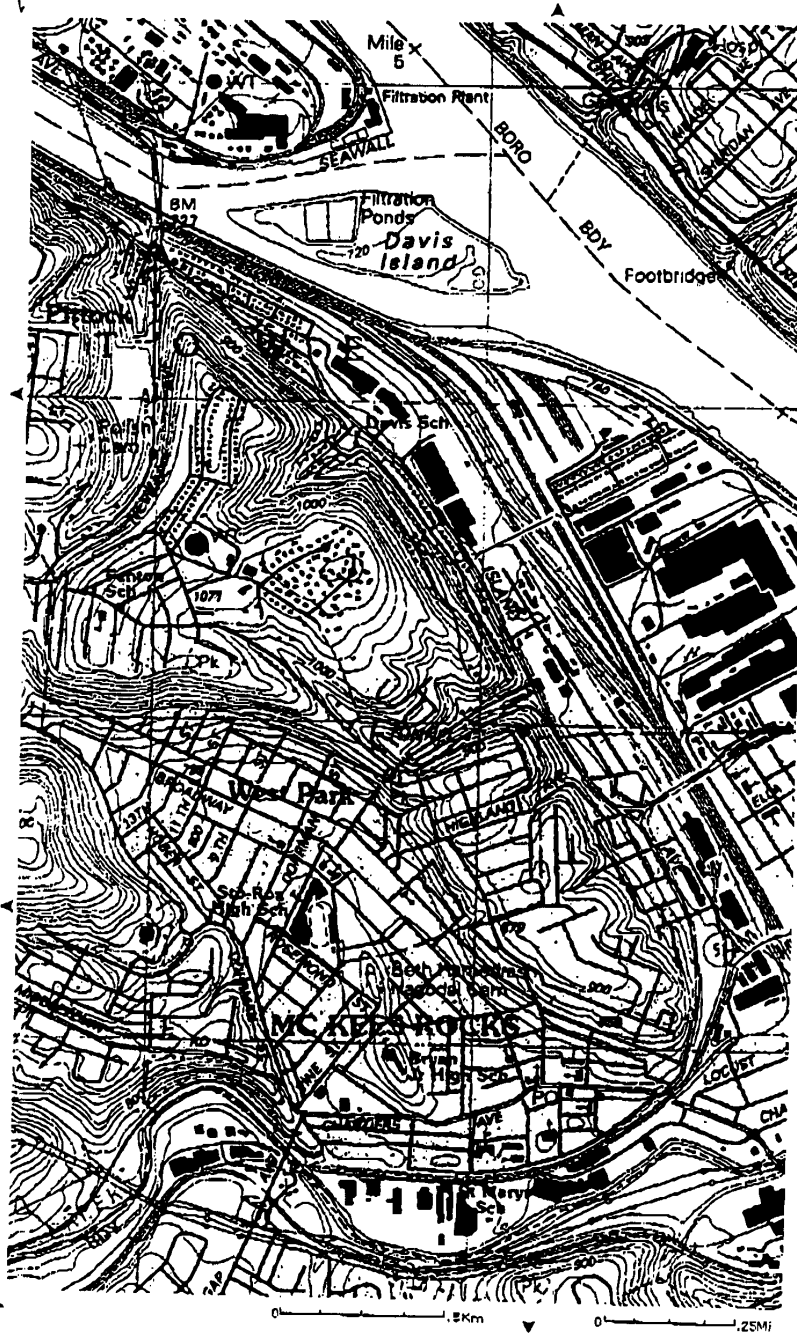
Executed on 4-7, 2004.


James Frank

MAP

EXHIBIT A

Pittsburgh, Pennsylvania, United States 01 Jul 1996



CAPTION SUMMARY

EXHIBIT B

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 34462

MVC TRANSPORTATION
-ACQUISITION EXEMPTION-
P&LE PROPERTIES, INC.

MVC Transportation, LLC ("MVC"), a non-carrier has filed a Notice of Exemption to acquire approximately 15 +/- miles of rail lines owned by P&LE Properties, Inc. ("P&LE"). The Rail Lines are located in Allegheny County, Pennsylvania. The Rail Lines are described as follows:

The Rail Lines are comprised of lead, yard, switching tracks and yard facilities without assigned mile posts extending along and adjacent to the CSX Transportation mainline in McKees Rocks, PA previously operated by Pittsburgh and Lake Erie Railway, Co. as the McKees Rocks Yard and presently served by CSX Transportation, Inc.

Comments must be filed with the Board and served on MVC representative, (name and address of MVC counsel).

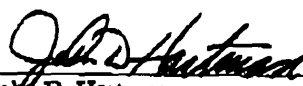
The Notice is filed under 49 C.F.R. §1150.31. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. §10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

**PITTSBURGH & LAKE ERIE PROPERTIES, INC.
PITTSBURGH, PENNSYLVANIA**

AFFIDAVIT OF OWNERSHIP

John D. Hartman, Vice President & Treasurer of Pittsburgh & Lake Erie Properties, Inc. and Liquidator under P&LE's Bankruptcy, hereby verifies that the railroad track in the McKees Rocks Industrial Park was never paid for by nor legally transferred to Allegheny Railroad Properties or any agent of Allegheny Railroad Properties, including Eric Close, Christian Farls, Ron Hall, or Pro-line Industries. Such transfer would have occurred only after the conditions of the agreement approved by the Federal Bankruptcy Court were met, including full payment as detailed in the Court Order. The track and all other collateral originally securing the Note between Allegheny Railroad Properties and P&LE Properties were assigned to Mariah Venture Capital & Consulting, Inc. as approved by the Federal Bankruptcy Court.

John D. Hartman further avers that Allegheny Properties and Pro-line Industries were instructed under the guidelines of the Federal Bankruptcy Court to replace portions of the track that were illegally lifted and sold. Right to continue legal remedies to the illegal sale of these portions of track were deemed to be assigned to Mariah Venture Capital & Consulting, Inc. at the time of the assignment to Mariah by the Federal Bankruptcy Court.


John D. Hartman

ATTACHMENT A

EXHIBIT "1"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:

PITTSBURGH & LAKE ERIE
PROPERTIES, INC.,

Debtor.

Case No. 96-406 (MPW)

Chapter 11

ORDER UNDER 11 U.S.C. §§ 363(b) and (d) AUTHORIZING DEBTOR TO
(i) ASSIGN A NOTE AND MORTGAGE FREE AND CLEAR OF LIENS;
(ii) TRANSFER NOTE AND MORTGAGE FREE OF ANY TRANSFER OR
STAMP TAX PURSUANT TO 11 U.S.C. § 1146(c); AND
(iii) MAKE DIRECT PAYMENT OF NET SALE PROCEEDS

Upon consideration of Debtor's Motion for an Order Authorizing Debtor To (i) Assign A Note and Mortgage Free and Clear of Liens; (ii) Transfer A Note and Mortgage Free of Any Transfer or Stamp Tax Pursuant to 11 U.S.C. § 1146(c); And (iii) Make Direct Payment of Net Sale Proceeds, filed on May 20, 1999 (the "Motion"); and it appearing that notice of the Motion was given to the United States Trustee, all creditors, Allegheny Railroad Properties, Inc., and all parties requesting notice under Rule 2002, and that no other notice need be given; and it appearing that: (1) the proposed sale reflects a valid exercise of Debtor's sound business judgment; and (2) the purchaser of the note and mortgage on the McKees Rocks property, Mariah Venture Capital & Consulting, Co., or its permitted assigns, has agreed to pay a fair and reasonable price and is purchasing the property in good faith; (3) and it appearing therefore that sufficient cause exists for granting the relief requested; and upon the record herein, it is hereby

ORDERED, that the Motion is GRANTED; and it is further

REV 1930076562

ATTACHMENT B

ORDERED, that the Debtor is authorized to sell the Note and Mortgage to Mariah Venture Capital & Consulting, Co., or its lawful assignees in accordance with the terms of the Agreement of Purchase and Sale, attached to the Motion (the "Agreement"); and it is further

ORDERED, that the Buyer is entitled to the protection of 11 U.S.C. § 363(m), such that the non-finality of this Order is not sufficient cause to delay closing on the sale of the Note and Mortgage; and it is further

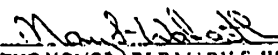
ORDERED, that the sale of the Note and Mortgage on the McKees Rocks property shall be free and clear of all liens, encumbrances, interests and claims, with all liens, encumbrances, interests and claims attaching to the proceeds of such sale in the order of their priority after deduction of sales costs ordinarily payable upon closing of a sale of property of this type (the "Selling Expenses"); and it is further

ORDERED, that the sale of the Note and Mortgage on the McKees Rocks property shall be exempt from the payment of any applicable realty transfer taxes pursuant to 11 U.S.C. § 1146(c); and it is further

ORDERED, that the Buyer may record a certified copy of this Order in the land records for the county wherein the real estate to be sold may be located; and it is further

ORDERED, that the Debtor is authorized to make direct payment of 75% of the sale proceeds after Selling Expenses directly to State Street Bank and Trust Company (successor to Fleet

Bank) as Security Trustee in accordance with the terms of this Court's Final Order Providing for Use of Cash Collateral and Providing Adequate Protection, entered May 3, 1996, as may be extended by further order of this Court, toward and in partial satisfaction of its pre-petition secured claim against the Debtor.


THE HONORABLE MARY F. WALRATH
United States Bankruptcy Judge

Dated: 4/13/99

3

Movant to send copies to all parties and file certificate of service with the court.

cc: Alexander Stakovich, Esq. 4/14/99

MSY19300FGS64