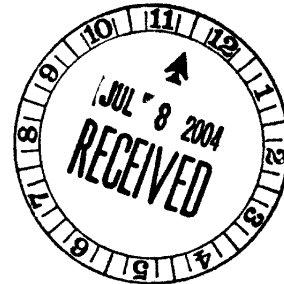


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**BEFORE THE
SURFACE TRANSPORTATION BOARD**



STB Finance Docket No. FD34521

**CLEVELAND COMMERCIAL RAILROAD COMPANY, LLC
--CHANGE IN OPERATORS EXEMPTION--
WHEELING & LAKE ERIE RAILWAY COMPANY**

**VERIFIED NOTICE OF EXEMPTION
OF
CLEVELAND COMMERCIAL RAILROAD COMPANY, LLC**

Jami L. Bishop
Marty D. Nosich
The Law Offices of Bishop & Nosich, LLC
143 West Main Street
Cortland, OH 44410
330-638-1529

**Attorneys for Cleveland Commercial Railroad
Company, LLC**

**ENTERED
Office of Proceedings**

JUL 08 2004

**Part of
Public Record**

FEE RECEIVED

JUL 08 2004

**SURFACE
TRANSPORTATION BOARD**

FILED

JUL 08 2004

**SURFACE
TRANSPORTATION BOARD**

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



STB Finance Docket No. FD34521

**CLEVELAND COMMERCIAL RAILROAD COMPANY, LLC
--CHANGE IN OPERATORS EXEMPTION--
WHEELING & LAKE ERIE RAILWAY COMPANY**

**VERIFIED NOTICE OF EXEMPTION
OF
CLEVELAND COMMERCIAL RAILROAD COMPANY, LLC**

Applicant, Cleveland Commercial Railroad Company, LLC (CCR), of Cleveland Ohio, a non-carrier, hereby files this Verified Notice of Exemption, pursuant to 49 U.S.C. §10502 and 49 C.F.R. §1150.31(a)(3) and states as follows:

a. Applicant's full name and address:

Cleveland Commercial Railroad Company, LLC
29930 Pettibone Road
Glenwillow, Ohio 44139

b. Name, Address, and telephone number of Applicant's representative:

Jami L. Bishop
Marty D. Nosich
The Law Offices of Bishop & Nosich, LLC
143 West Main Street
Cortland, OH 44410
330-638-1529

c. Agreement

Pursuant to the Lease and Operating Agreement entered into on June 21, 2004 between Cleveland Commercial Railroad Company, LLC and Wheeling & Lake Erie Railway Company ("W&LE"), CCR will lease and operate W&LE's rail line extending from a connection with W&LE at milepost 15.5 at Falls Junction located in Glenwillow, Ohio to milepost 5.1 in Cleveland, Ohio, a distance of approximately 10.4 miles (the "Line").

Prior to June 18, 2004 Connotton Valley Railway, Inc. ("CVR") provided rail service on and over the Line pursuant to a Lease and Operating Agreement with W&LE. CVR's lease and operation of the Line was exempted by the Board in 2002. Finance Docket No. 34264, Connotton Valley Railway, Inc. - - Lease and Operation Exemption - - Wheeling & Lake Erie Railway Company, STB served November 7, 2002. On June 18, 2004 CVR's lease of the Line was terminated. On that same date CVR ceased all operations on the Line. W&LE has been providing rail service to customers on the Line since June 18, 2004 pursuant to its underlying common carrier obligation as owner of the Line. Upon consummation of the exemption provided for herein, the authority of CVR to lease and operate the Line will terminate. CVR consents to the proposed change in operators of the Line (See Exhibit A). A copy of this Verified Notice of Exemption has been served on the two (2) shippers on the Line.

d. Operator of the property:

CCR will be the operator of the property.

e. Brief summary of the proposed transaction.

1. The name and address of the railroad transferring

the Line:

Wheeling & Lake Erie Railway Company
100 East First Street
Brewster, OH 44613

2. Proposed time schedule for consummation of the transaction:

Not less than seven days after the date this Verified Notice of Exemption is filed with the Board.

3. Milepost Designations of the subject property:

Milepost 15.5 at Falls Junction located in Glenwillow, Ohio to
Milepost 5.1 in Cleveland, Ohio.

4. The total route miles being acquired:

The total route miles being acquired is approximately 10.4 miles.

f. Map:

A map of the Line is attached hereto as Exhibit B.

g. Projected revenue certification:

The projected revenues of CCR are not expected to exceed those of a Class III railroad, or \$5 million annually. Certification attached as Exhibit C. Accordingly, notification of employees pursuant to 49 C.F.R. § 1150.32(e) is not required.

Environmental/Historical Information:

Since this is a change in operators over a rail line pursuant to a class exemption from the requirements of 49 U.S.C. §10901(a) which will result in no

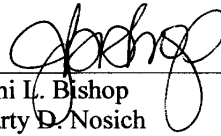
significant changes in railroad operations, i.e., no changes exceeding the thresholds of 49 C.F.R. §1105(7)(e)(4) or (5), no environmental documentation is required.

Similarly, since the proposed transaction will not result in the disposition or alteration of properties 50 years or older, within the meaning of 49 C.F.R. §1105.8(b)(1), and will not substantially change the level of maintenance of railroad property, within the meaning of 49 C.F.R. §1105.8(b)(3), no historic report is required.

Caption Summary:

A caption summary is attached as Exhibit D.

Respectfully submitted,
Cleveland Commercial Railroad Company, LLC
By its attorneys,

A handwritten signature in black ink, appearing to read "J. Bishop", is written over a horizontal line.

Jami L. Bishop
Marty D. Nosich
The Law Offices of Bishop & Nosich, LLC
143 West Main Street
Cortland, OH 44410
(330) 638-1529

WHEELING & LAKE ERIE RAILWAY COMPANY

James L. Northcraft
Vice President Transportation
Phone: (330) 767-7299

100 E. First Street
Brewster, Oh 44613
FAX: 330-767-7023

July 6, 2004

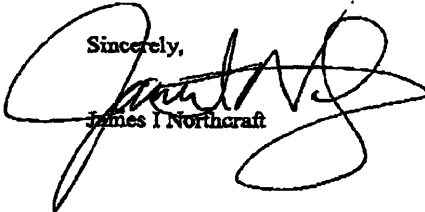
Mr. Clifford Perry
President, Conotton Valley Railway, Inc.
820 Broadway Ave.
Bedford, Ohio 44116

RE: Change of Operators

Dear Mr. Perry:

I am writing to confirm our telephone conversation wherein you gave your consent to the filing by Cleveland Commercial Railroad Company, LLC of a Change of Operators Notice of Exemption with the Surface Transportation Board regarding W&LE's rail line between M.P. 5.1 and M.P. 15.5 in Cuyahoga County, Ohio. If this is correct, please sign below and return. If you have any questions please give me a call.

Sincerely,


James L. Northcraft

Agreed and Acknowledged:


Clifford Perry
President, Conotton Valley Railway, Inc.

EXHIBIT A

EXHIBIT B

CURRENT MAP



EXHIBIT C

CERTIFICATION

I, Michael Kole, hereby certify that the projected aggregate revenues for Cleveland Commercial Railroad Company, LLC will not exceed those that would qualify it as a Class III rail carrier. I further certify that Cleveland Commercial Railroad Company, LLC's projected annual revenues do not exceed Five Million Dollars (\$5,000,000.00).



Michael Kole
President, Cleveland Commercial Railroad Company, LLC

Dated: July 6, 2004

CAPTION SUMMARY

EXHIBIT D

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. FD34521

CLEVELAND COMMERCIAL RAILROAD COMPANY, LLC
-CHANGE OF OPERATORS EXEMPTION-
WHEELING & LAKE ERIE RAILWAY COMPANY

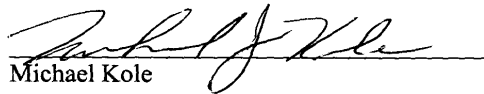
Cleveland Commercial Railroad Company, LLC, a non-carrier, has filed a Verified Notice of Exemption under 49 C.F.R. Section 1150.31 et seq. for a change in operators of a rail line owned by Wheeling & Lake Erie Railway Company. The rail line extends from a connection with W&LE at milepost 15.5 at Falls Junction, in Glenwillow, Ohio to milepost 5.1 in Cleveland, Ohio, a distance of approximately 10.4 miles in Cuyahoga County, Ohio. Comments must be filed with the Board and served on:

Jami L. Bishop
Marty D. Nosich
The Law Offices of Bishop & Nosich, LLC
143 West Main Street
Cortland, OH 44410
330-638-1529

This Notice is filed under 49 C.F.R. Section 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.

VERIFICATION

Michael Kole, under penalty of perjury, declares and verifies that he is the President of Cleveland Commercial Railroad Company, LLC, that he has read the foregoing Notice of Exemption, knows the facts asserted therein, and that the same are true as stated.


Michael Kole

Dated: July 6 2004

Certificate of Service

I certify that I have this day served, by USPS Express Mail, a copy of this
Verified Notice of Exemption upon the following active rail shippers on the Line:

M. Weingold & Co.
3915 E. 91st Street
Cleveland, Ohio 44105

BCS Metal Prep LLC
5800 Sterling Ave.
Maple Heights, Ohio 44137



Jami L. Bishop
Cleveland Commercial Railroad Company, LLC