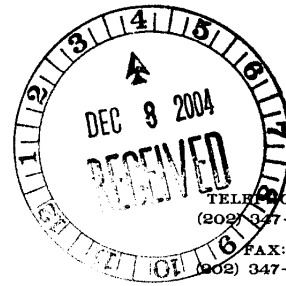


WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PFOHL
DANIEL M. JAFFE
KAREN HASSELL HERREN
KENDRA A. ERICSON

SLOVER & LOFTUS
ATTORNEYS AT LAW
1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036-3003



TELEPHONE:
(202) 347-7170

FAX:
(202) 347-3619

WRITER'S E-MAIL:

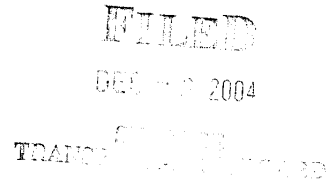
December 8, 2004

kjd@sloverandloftus.com

212717

HAND DELIVERY

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



Re: Finance Docket No. 34632, The Ohio and Pennsylvania
Railroad – Acquisition and Operation Exemption – Rail
Lines of the Columbiana County Port Authority in Mahoning
and Columbiana Counties, OH and Beaver County, PA

Dear Secretary Williams:

Enclosed for filing in the referenced docket please find an original and 10 copies of The Ohio and Pennsylvania Railroad's Verified Notice of Exemption, together with our check in the amount of \$1,500.00 to cover the requisite filing fee.

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

Thank you for your attention to this matter.

Sincerely,

Kelvin J. Dowd
An Attorney for
The Ohio and Pennsylvania Railroad

KJD:cef
Enclosure

212 717

Finance Docket No. 34632

-2-

bankruptcy will permanently assign CCPR's lease rights to O&P. Pending court approval, and to ensure the continued availability of rail service to shippers on the Line, OHCR will lease and operate the Line on an interim basis upon the effectiveness of the exemption noticed hereby,¹ in accordance with agreements between O&P and CCPR's bankruptcy Trustee.

Following O&P's commencement of operations over the Line, CCPR no longer will operate trains over any portion of the Line.

In support hereof, O&P shows as follows:

- a. **Full Name and Address of Applicant**
Ohio and Pennsylvania Railroad
47849 Papermill Road
Coshocton, Ohio 43812
- b. **Name and Address of Applicant's Representative**
Kelvin J. Dowd
Solver & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

¹If, as expected, the bankruptcy court approves the permanent transfer, no further Board approvals or exemptions would be required, as O&P's continued operation over the Line would be seamless with that commenced under the interim arrangements. Should the bankruptcy court not give final approval to O&P's acquisition of the Line, then O&P would return to the Board for approval of any service discontinuance that might result, as required by 49 U.S.C. § 10903.

c. Statement Regarding Agreement

Agreement as to all essential terms has been reached among O&P, the Port Authority and CCPR's bankruptcy Trustee with respect to O&P's acquisition and operation of the Line.

d. Operation of the Property

Following the effective date of the exemption noticed hereby, O&P will be the sole operator of the Line.

e. Summary of the Transaction

O&P presently owns and operates approximately 2.65 miles of trackage and related facilities in Youngstown, Ohio, where its tracks connect with the Line. Between June, 1995 and December, 1996, O&P operated in common carrier service over the Line pursuant to lease arrangements with P&LE Properties, the then-owner of the Line and a predecessor-in-interest to the Port Authority. *See F.D. No. 32711, Ohio & Pennsylvania Railroad Company – Lease and Operation Exemption – P&LE Properties, Inc., Decision served June 14, 1995.* In December, 1996, the Line was embargoed due to unsafe track conditions. O&P subsequently discontinued service over the Line pursuant to a Board Order under 49 U.S.C. §§10502 and 10903. *See Docket No. AB-556 (Sub-No. 2X), Railroad Ventures Inc. – Abandonment Exemption – Between Youngstown, OH and*

Darlington, PA, In Mahoning and Columbiana Counties, OH and Beaver County, PA,
Decision served September 3, 1999.

CCPR currently operates over the Line pursuant to a Track Lease and Operating Agreement initially entered into with the Port Authority on April 6, 2000, and amended as of November 20, 2003. Ownership of the Line rests with the Port Authority, which purchased it pursuant to an Offer of Financial Assistance under 49 U.S.C. § 10904. *See Docket No. AB-556 (Sub-No. 2X), Railroad Ventures, Inc. -- Abandonment Exemption -- Between Youngstown, OH and Darlington, PA, In Mahoning and Columbiana Counties, OH and Beaver County, PA, Decision served October 4, 2000.* The Track Lease and Operating Agreement between CCPR and the Port Authority also granted CCPR an option to purchase the Line, once the five-year third party resale restriction imposed by 49 U.S.C. § 10904 (f) (4) expires.

On June 14, 2004, CCPR filed a voluntary petition for bankruptcy protection under Chapter 11 of Title 11, United States Code. CCPR's Chapter 11 proceeding is before the U.S. Bankruptcy Court for the Eastern District of Arkansas, Little Rock Division, where it is denominated as Case No. 4:04-bk-16887 M, Chapter 11. On July 15, 2004, Richard L. Cox, Esq. was duly appointed and presently serves as the authorized Trustee for CCPR.

Pursuant to his charge and in the interest of preserving necessary rail service over the Line in light of the financial failings of CCPR, the Trustee and O&P

have negotiated an agreement whereunder O&P will acquire and operate the Line by assuming CCPR's rights, duties and obligations under the Track Lease and Operating Agreement, including the option to purchase the Line in March, 2006, when the Section 10904 (f) (4) restriction will have expired. The Trustee's final sale and assignment of CCPR's rights is subject to bankruptcy court approval, which has been requested and is expected to be obtained prior to December 31, 2004. In response to CCPR's precarious financial condition and to assure no interruption in rail service in the meantime, however, O&P and the Trustee have reached agreement on an arrangement for interim operations over the Line pending final bankruptcy court approval. That interim agreement was approved by the bankruptcy court on December 3, 2004.² Those operations will commence promptly upon the effectiveness of the exemption noticed hereby.

The Line is located in Mahoning and Columbiana Counties, Ohio and in Beaver County, Pennsylvania. The total number of additional route miles to be acquired and operated by O&P is approximately 36 miles.

Pursuant to Board regulations, O&P states that the Port Authority's address is 1250 St. George Street, East Liverpool, Ohio 43920. The Trustee's address is 835 Central Avenue, Suite 510, Hot Springs, Arkansas 71901. It is contemplated that O&P's acquisition of the Line will take place on or after December 15, 2004.

²See Exhibit No. 1.

f. Map

See Exhibit No. 2.

g. Certificate of Projected Revenue

Pursuant to 49 C.F.R. Part 1150.43 (g), O&P certifies that its projected revenues as a result of the subject transaction will not exceed the level that qualifies O&P as a Class III rail carrier.

h. Environmental and/or Historical Documentation

The proposed transaction qualifies under 49 C.F.R. Part 1105.6 (c) (2), and as such, no environmental documentation is required. Likewise, O&P has no plans to alter or dispose of any assets that are fifty (50) years old or older, and as such, the transaction does not require an historic report. 49 C.F.R. Part 1105.8 (b).

i. Caption Summary

See Exhibit No. 3.

Respectfully submitted,

**THE OHIO AND PENNSYLVANIA
RAILROAD**

47849 Papermill Road
Coshocton, Ohio 43812

By: Kelvin J. Dowd 
Andrew B. Kolesar, III
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

OF COUNSEL:

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

Date: December 8, 2004

Attorneys & Practitioners

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF ARKANSAS
LITTLE ROCK DIVISION

IN RE: CENTRAL COLUMBIANA &
PENNSYLVANIA RAILWAY, INC., DEBTOR

CASE NO. 4:04-bk-16887M
Chapter 11

ORDER GRANTING
EMERGENCY MOTION FOR APPROVAL
OF INTERIM OPERATING AGREEMENT

On this day comes on for consideration the emergency motion of the Trustee herein, RICHARD L. COX, by and through his attorney, RICHARD L. COX, P.A., for approval of interim operating agreement, and the Court finds as follows:

1. On June 14, 2004, the Debtor filed a voluntary petition for relief under chapter 11 of Title 11 of United States Code.
2. On July 15, 2004, a notice was entered in this case appointing RICHARD L. COX as chapter 11 Trustee for the debtor.
3. The Debtor operates a short-line railroad in the states of Ohio and Pennsylvania.
4. After the filing of the chapter 11, numerous derailments have occurred on the railroad, some at minor expense and some at major expense to the chapter 11 estate.
5. On November 29, 2004, a major derailment occurred on the Ohio portion of the debtor's operation requiring the estate to incur emergency repair expenses greater than the amount of the funds then presently on hand in the chapter 11 estate.
6. The Trustee was able to engage repair services only based upon representations that the funds for said repairs would be advanced by the Ohio Rail Development Commission which emergency authorization the Trustee had secured with the cooperation of the Lessor of the track, the

Columbiana County Port Authority.

7. Emergency repairs are currently under way during which the main line for the railroad is inoperable.

8. If the debtor continues to operate the line after completion of the present derailment repairs, there is a high likelihood that the estate will incur additional expenses from derailments in excess of the operating income of the chapter 11 estate.

9. The principal customers of the Debtor have threatened to seek removal of the Debtor as operator of the railroad line by the Federal Surface Transportation Board.

10. The Trustee has negotiated with the Lessor, Columbiana County Port Authority, and a third-party prospective purchaser of the operating rights of the debtor estate, the Ohio & Pennsylvania Railroad, 47849 Paper Mill Road, Coshoaton, Ohio 43812 for the Ohio & Pennsylvania Railroad to assume operations of the railroad pursuant to an interim operating agreement, a copy of which was attached to the emergency motion.

11. An emergency exists requiring the immediate approval of the Trustee's interim operating agreement with the Ohio & Pennsylvania Railroad.

12. The Trustee has authority from Charles Tucker, Assistant U.S. Trustee, to state that the United States Trustee has no objection to the approval by the Court of the Trustee's emergency motion for approval of Interim Operating Agreement with the Ohio & Pennsylvania Railroad.

13. The Trustee has authority from James E. Smith, Esq., attorney for the Debtor, to state that the Debtor has no objection to the approval by the Court of the Trustee's motion for approval of the interim operating agreement with the Ohio & Pennsylvania Railroad.

14. Pursuant to the Interim Operating Agreement, the income from operation of the

railroad will go to the Ohio & Pennsylvania Railroad which will assume the operating expenses of operating the line on an interim basis as well as responsibility for any expenses incurred as the result of derailment.

IT IS THEREFORE ORDERED that the Trustee's emergency motion for approval of an interim operating agreement with Ohio & Pennsylvania Railroad be and hereby is granted.



HONORABLE JAMES G. MIXON
United States Bankruptcy Judge

Date: December 3, 2004

DISTRIBUTION:

RICHARD L. COX, 835 Central Ave, Suite 510, Hot Springs, AR 71901
JAMES E. SMITH, 400 W Capitol, Ste. 1700, Little Rock, AR 72201
TRACY DRAKE, 1250 St. George St., East Liverpool, OH 43920
KELVIN DOWD, Slover & Loftus Law Firm, 1224 17th Street, NW, Washington, DC 20036
U. S. TRUSTEE, 200 W. Capitol, Ste. 1200, Little Rock, AR 71901

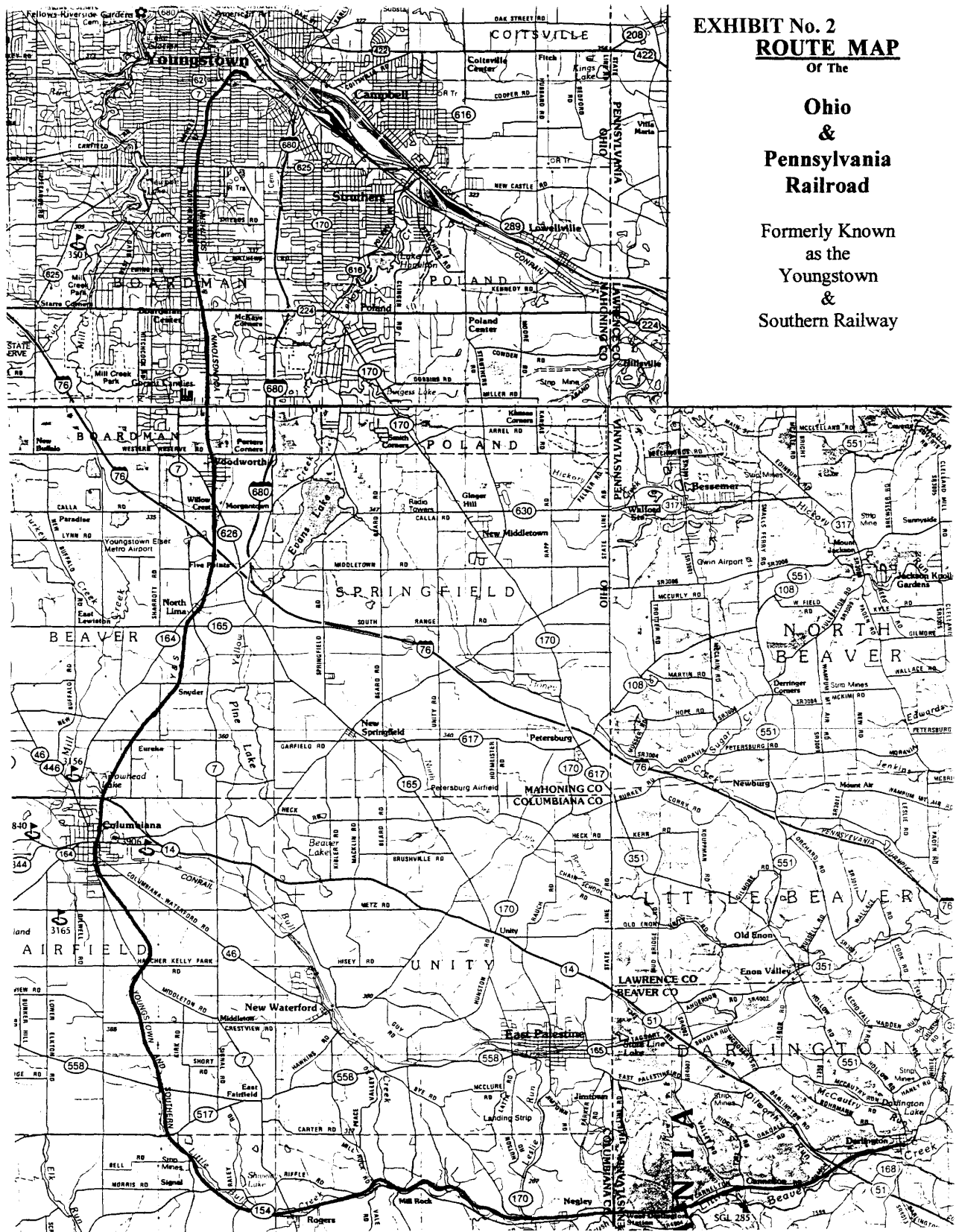


EXHIBIT No. 2
ROUTE MAP
Of The

**Ohio
&
Pennsylvania
Railroad**

Formerly Known
as the
Youngstown
&
Southern Railway

**Finance Docket No. 34632
THE OHIO AND PENNSYLVANIA RAILROAD
--ACQUISITION AND OPERATION EXEMPTION--
RAIL LINES OF COLUMBIANA COUNTY
PORT AUTHORITY IN MAHONING AND
COLUMBIANA COUNTIES, OH AND BEAVER
COUNTY, PA**

The Ohio and Pennsylvania Railroad ("O&P"), a Class III rail carrier, has filed a Verified Notice of Exemption to permit O&P to extend its existing lines through the acquisition by lease (with an option to purchase) from the Columbiana County Port Authority of approximately 36 miles of rail line between Youngstown, Ohio (MP 0.0) and Darlington, Pennsylvania (MP 35.7) in Mahoning and Columbiana Counties, Ohio and Beaver County, Pennsylvania. The lines in question presently are operated by the Central Columbiana & Pennsylvania Railway, Inc. ("CCPR"), which is under bankruptcy protection. Following the transaction, CPR no longer will operate trains on these lines.

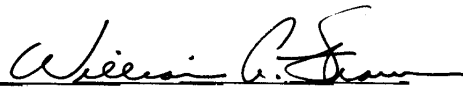
Any comments on the subject transaction must be filed with the Board and served upon Kelvin J. Dowd, Slover & Loftus, 1224 Seventeenth Street, N.W., Washington, D.C. 20036.

This Notice is filed under 49 C.F.R. Part 1150.41, *et seq.* 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)
) SS: _____
COUNTY OF COSHOCTON)

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


William A. Strawn

Sworn and subscribed before me
this 3 day of Decem, 2004

 Notary Public
My Commission Expires June 5, 2008