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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. FD 34718



FEE RECEIVED

JUN 14 2005

LINE OF WHEELING & LAKE ERIE RAILWAY COMPANY

SURFACE
TRANSPORTATION BOARD

**VERIFIED NOTICE OF EXEMPTION
OF
OHI-RAIL CORPORATION
PURSUANT TO 49 C.F.R. Section 1150.41**

ENTERED
Office of Proceedings

JUN 14 2005

Part of
Public Record

FILED

JUN 14 2005

BRENDAN DELAY, ESQ. (Ohio 0036929)
619 Linda Street, Suite 101
Rocky River, Ohio 44116
(440) 333-3708 TELEPHONE
(440) 333-3779 FAX
brendandelay@ameritech.net
COUNSEL FOR OHI-RAIL CORPORATION

Dated: June 11, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. FD 34718

OHI-RAIL CORPORATION
--LEASE EXEMPTION--
LINE OF WHEELING & LAKE ERIE RAILWAY COMPANY



**VERIFIED NOTICE OF EXEMPTION
OF
OHI-RAIL CORPORATION
PURSUANT TO 49 C.F.R. Section 1150.41**

Pursuant to 49 C.F.R. Section 1150.41, *et. seq.*, Ohi-Rail Corporation, a Class III rail carrier, hereby files this Verified Notice of Exemption to lease and operate a line of railroad of the Wheeling & Lake Erie Railway Company in the State of Ohio extending from the City of Canton, Ohio to Carrollton, Ohio, a distance of approximately 27 miles, and a line of railroad from milepost 0.0 and milepost 3.00 on the Minerva Branch. Based on projected revenues for the Cleveland Subdivision Carrollton Branch and the Minerva Branch, Ohi-Rail Corporation expects to remain a Class III rail carrier after consummation of the transaction proposed herein.

In accordance with the requirements of 49 C.F.R. Section 1150.43, Ohi-Rail Corporation submits the following information:

Name and address of Applicant: 49 C.F.R. Section 1150.43 (a)

The full name and address of the rail carrier applicant herein is as follows:

Ohi-Rail Corporation
P.O. Box 75
6200 Salineville Road
Mechanicstown, Ohio 44651

Applicant's Representative: 49 CFR Section 1150.43 (b)

Ohi-Rail Corporation's representative to whom correspondence regarding this transaction should be sent is as follows:

BRENDAN DELAY, ESQ. (Ohio 0036929)
619 Linda Street, Suite 101
Rocky River, Ohio 44116
(440) 333-3708 TELEPHONE
(440) 333-3779 FAX
brendandelay@ameritech.net
COUNSEL FOR OHI-RAIL CORPORATION

Statement Concerning Agreement: 49 C.F.R. Section 1150.43 c

Ohi-Rail Corporation and the Wheeling & Lake Erie Railway Company expect to execute shortly a "Track Lease Agreement" providing for lease of the Cleveland Subdivision, Carrollton Branch and the Minerva Branch.

Operation of the Property: 49 C.F.R. Section 1150.43(d)

Ohi-Rail Corporation will operate and provide all rail common carrier service on the Cleveland Subdivision, Carrollton Branch, and the Minerva Branch pursuant to the Lease transaction proposed herein.

Summary of the Transaction: 49 C.F.R. Section 1150.43 c

Ohi-Rail Corporation is a Class III common carrier by rail which operates a rail line known as the Tuscarawas Industrial Track extending from Bayard, Ohio at Pennsylvania Railroad milepost 0.0 to Pennsylvania Railroad milepost 2.70 at the Grant Street junction point, where it connects to the ex-New York Central Railroad milepost 41.41 at Valley Street, Minerva, Ohio to the Minerva Yard limits at ex-New York Central Railroad Milepost 43.50 in Minerva, Ohio on railroad real estate owned by LWR, Inc. since October 11, 1994, acquired as part of Interstate Commerce Commission Finance Docket # 32389. This is known as the Piney Fork Line. Ohi-Rail Corporation also operates and manages a contiguous rail line leased from the State of Ohio, Ohio Rail Development Commission from the Minerva Yard limits at ex-New York Central Railroad milepost 43.50 in Minerva, Ohio to Hopedale Junction, Ohio at ex-New York Central Railroad milepost 77.50.

Pursuant to agreement reached between Ohi-Rail Corporation and the Wheeling & Lake Erie Railway Company, Ohi-Rail Corporation will operate and provide all rail common carrier service on the Cleveland Subdivision, Carrollton Branch, from milepost 0.0 in Canton, Ohio and milepost 0.44 in the Canton Yard, and from milepost 1.77 at Furnace

Junction to milepost 27.71 in Carrollton, Ohio and from milepost 0.0 and milepost 3.00 on the Minerva Branch, pursuant to the Lease transaction proposed herein. This lease will also provide overhead interchange rights from milepost 0.44 to milepost 1.7 at Furnace Junction, with no servicing of customers between those last stated mileposts.

The total distance of the lines to be leased and operated by Ohi-Rail Corporation is 30.71 miles.

Ohi-Rail Corporation will interchange traffic on this line with the Wheeling & Lake Erie Railway Company at the Canton Yard, between milepost 0.0 and milepost 1.7.

The complete name and address of the carrier leasing out the Cleveland Subdivision, Carrollton Branch and the Minerva Branch is:

The Wheeling & Lake Erie Railway Company
100 E. First Street
Brewster, Ohio 44613

Ohi-Rail Corporation intends to consummate its implementation of the lease of the Carrollton Branch and the Minerva Branch and commence official unpiloted operations on the line shortly after June 20, 2005.

Map: 49 C.F.R. Section 1150.43 (f).

Maps showing the Cleveland Subdivision, Carrollton Branch and the Minerva Branch and the surrounding area are attached as Exhibit A. to this Notice.

Certificate of Compliance: 49 C.F.R. Section 1150.43 (g).

A Certificate of Compliance with the provisions of 49 C.F.R. Section 1150.43 (g) is attached as Exhibit B to this Notice.

Advance Notice: 49 C.F.R. Section 1150.42 (e)

The projected annual operating revenue of Ohi-Rail Corporation does not exceed \$5 million, and accordingly, the advance notice requirements of 49 C.F.R. Section 1150.42 (e) are not applicable to this transaction. See Exhibit B hereto.

Environmental and Historic Preservation Data: 49 C.F.R. Section 1105

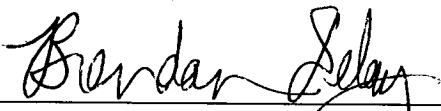
Under 49 C.F.R. Section 1105.6 C (2), Ohi-Rail Corporation's proposed lease and operation of the Cleveland Subdivision, Carrollton Branch and the Minerva Branch is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R Section 1105.7 (e)(4) or (5).

Under 49 C.F.R. Section 1105.8 (b)(1), Ohi-Rail Corporation's lease and operation of the Cleveland Subdivision, Carrollton Branch and the Minerva Branch is exempt from historic preservation reporting requirements. The proposed lease is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to abandon or discontinue any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years or older.

Caption Summary: 49 C.F.R. Section 1150.44.

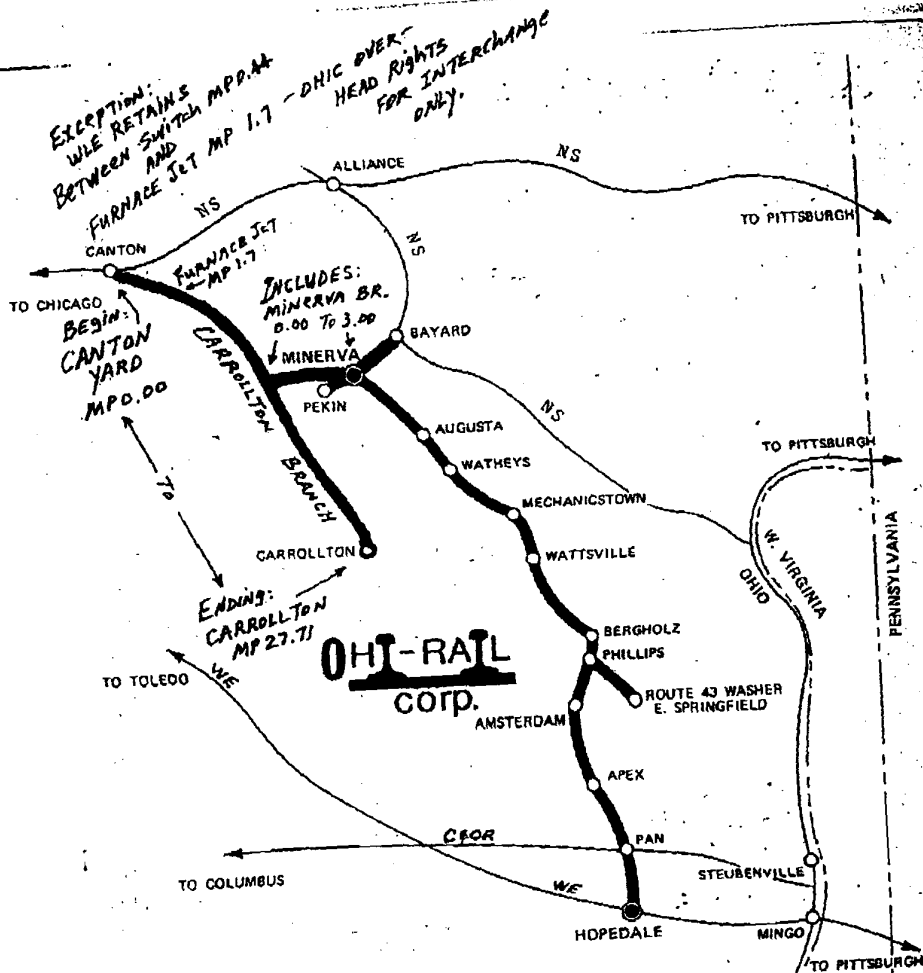
A caption summary in appropriate form is attached as Exhibit C to this Notice.

Respectfully Submitted:

By: 
BRENDAN DELAY, ESQ. (Ohio 0036929)
619 Linda Street, Suite 101
Rocky River, Ohio 44116
(440) 333-3708 TELEPHONE
(440) 333-3779 FAX
brendandelay@ameritech.net
Attorney for Ohi-Rail Corporation

Dated: June 13, 2005

Exhibit A



OHI-RAIL corp.

OHI-RAIL CORP.
CARROLLTON BRANCH
MINERVA BRANCH
ACQUISITION BY OHI-RAIL
CORP. (OHIC) THRU PRIVATE
OPERATING AGREEMENT
AND LEASE #022454

Serving
 Southeastern
 Ohio

OHI-RAIL corp.

Between -
 Minerva &
 Hopedale

T. D. BARNETT
 Vice President &
 General Manager.

P.O. Box 75
 6200 Sallineville Rd., N.E.
 Mechanicstown, Ohio 44651

VoiceMail & Fax
 Office (330) 738-6735
 E-mail: ohi-rail@bright.net

Over 35 years in Railroading

- Revisions**
- 2/1/68 (NYC&PRR)
 - 4/1/76 (PC to CR)
 - 7/30/82 (CR to OH)
 - 5/17/90 (W&LE)
 - 4/17/92 (C&O)
 - 11/08/93 (OHIC Bay)
 - 6/01/99 (NS Merge)
 - 6/03/05 (CARROLLTON CANTON)

Ohi-Rail Corporation

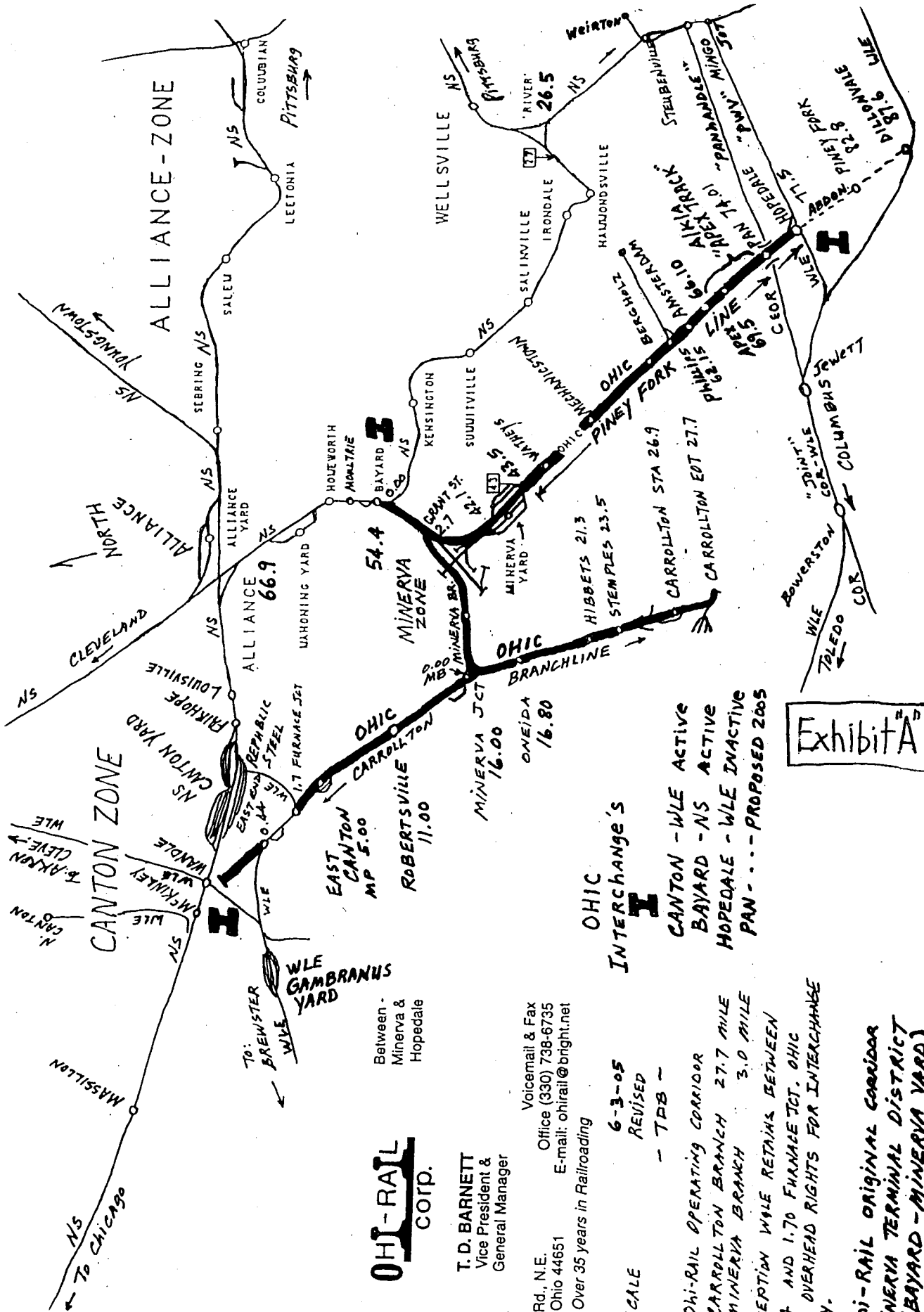
Private Operating Agreement and Lease **No. 022454**

W&LE does hereby lease / grant OPERATOR access to and possession
 All tracks and land between Mile Post 0.00 and Mile Post 27.71
 on the Carrollton Branch, including access to the Canton Yard
 for interchange and from Mile Post 0.00 and Mile Post 3.00 on
 the Minerva Branch with access to all existing sidings and run-
 around tracks within and between said points as shown
 on the plan attached hereto.
 IT IS UNDERSTOOD AND AGREED that all such tracks and
 land are for operating purposes only and are subject to existing
 and future leases, licenses and other rights.

NOT TO SCALE

REVISED 6/03/05

Ohi-Rail Corporation



OHI-RAIL
corp.

T. D. BARNETT
Vice President &
General Manager

P.O. Box 75
6200 Salineville Rd., N.E.
Mechanicstown, Ohio 44651
Voicemail & Fax
Office (330) 738-6735
E-mail: ohi-rail@bright.net
Over 35 years in Railroad

NOT TO SCALE
6-3-05
REVISED
- TDB -

Ohi-RAIL OPERATING CORRIDOR
CARROLLTON BRANCH 27.7 MILE
MINERVA BRANCH 3.0 MILE

NOTE: EXCEPTION WLE RETAINS BETWEEN
0.44 AND 1.70 FURNACE JCT. OHIC
HAS OVERHEAD RIGHTS FOR INTERCHANGE
ONLY.

Ohi-RAIL ORIGINAL CORRIDOR
MINERVA TERMINAL DISTRICT
(BAYARD-MINERVA YARD).
PINEY FORK LINE
(MINERVA YARD - HOPEDALE)

Exhibit A

INTERCHANGE TRACK
BETWEEN THE
WHEELING & LAKE ERIE RAILWAY COMPANY
AND
CH-RAIL CORPORATION
CARROLLTON & WHEELING BRANCHES
EXHIBIT "A"
to Schedule B

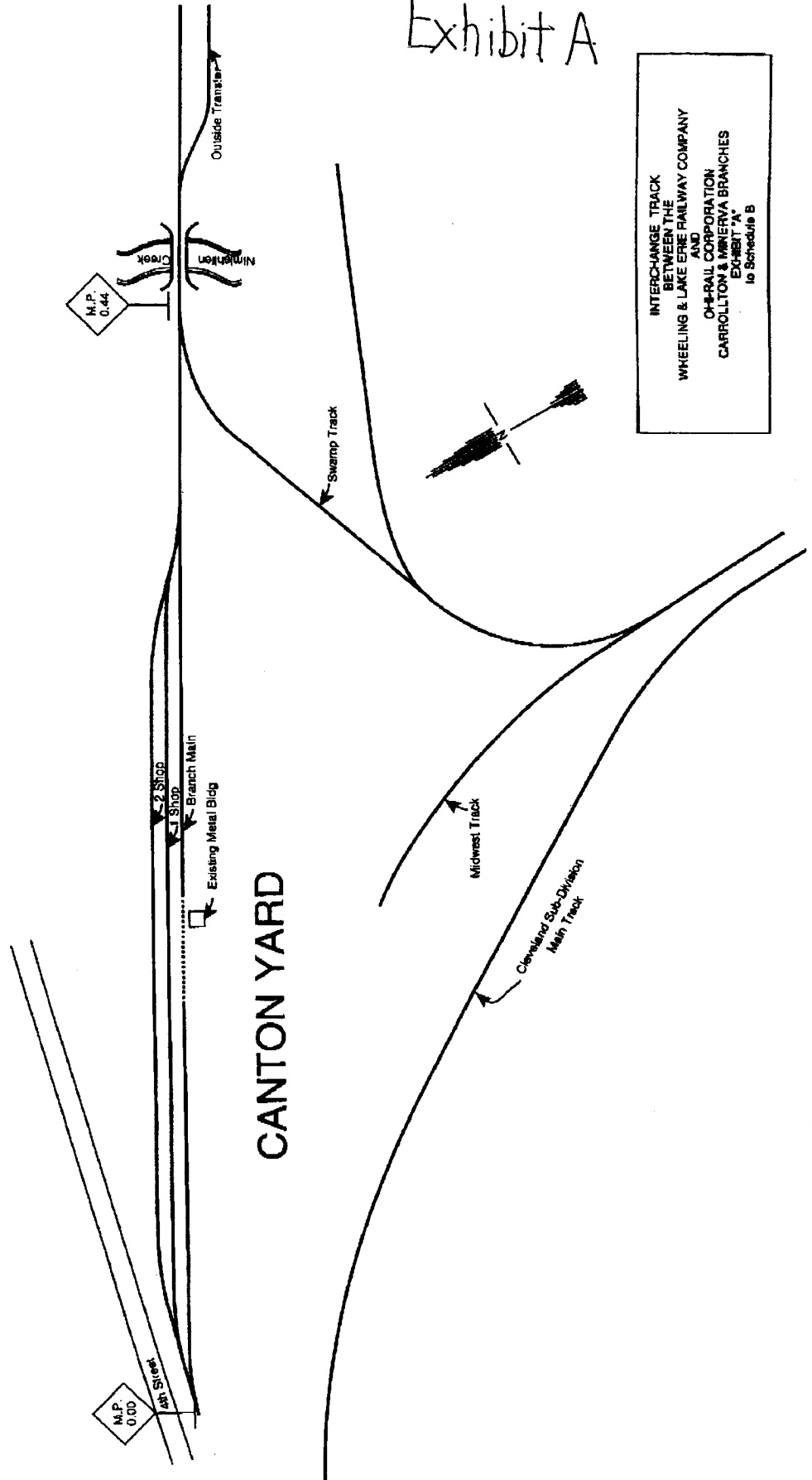
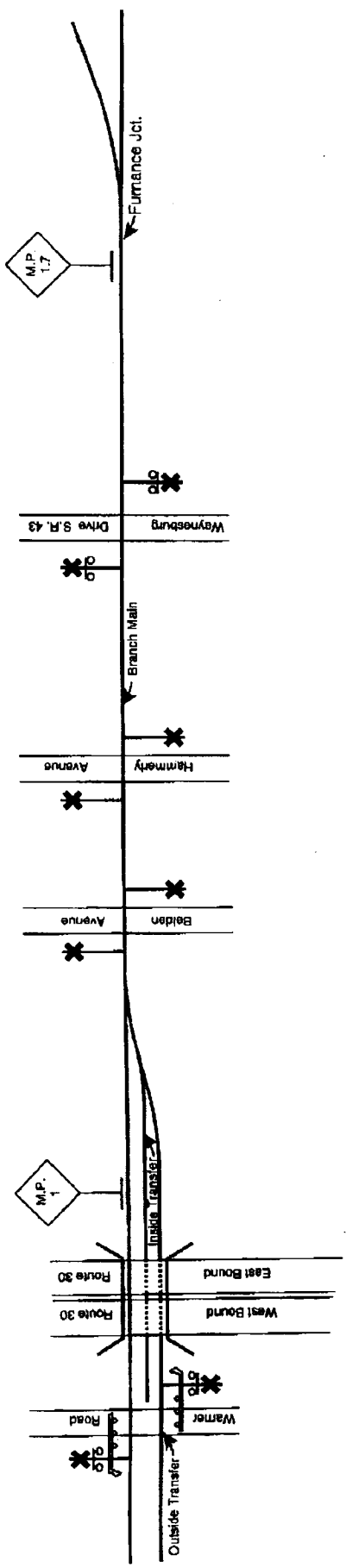


Exhibit A Continuation

INTERCHANGE TRACK
BETWEEN THE
WHEELING & LAKE ERIE RAILWAY COMPANY
AND
OH-SAIL CORPORATION
CARROLLTON & MINERVA BRANCHES
EXHIBIT "A"
to Schedule B



CERTIFICATION

CARROLL COUNTY)
) SS:
STATE OF OHIO)

I, Thomas D. Barnett, the Vice-President and General Manager of Ohi-Rail Corporation, a Class III carrier in the State of Ohio, having been first duly sworn, hereby certifies that the projected annual rail revenue of Ohi-Rail Corporation does not exceed \$5 million and will not result in the creation of a Class II or a Class I rail carrier under the provisions of 40 C.F.R. Section 1201 (1-1).

Thomas D Barnett
Thomas D. Barnett

Signed and sworn before me and in my presence, having provided identification,
a Notary Public in and for the State of Ohio, this 10 day of June, 2005.

Joyce A. Guss
NOTARY PUBLIC
STATE OF OHIO

JOYCE A. GUESS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES MARCH 31, 2010

VERIFICATION

CARROLL COUNTY)
) SS:
STATE OF OHIO)

I, Thomas D. Barnett, having been first duly sworn, and being competent to testify, does depose and state that he is the Vice-President and General Manager of Ohi-Rail Corporation, and that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

Thomas D Barnett
Thomas D. Barnett

Signed and sworn before me and in my presence, having provided identification,
a Notary Public in and for the State of Ohio, this 9TH day of June, 2005.

Bob Gismmarco
NOTARY PUBLIC
STATE OF OHIO

**BOB GIAMMARCO
NOTARY PUBLIC
STATE OF OHIO
MY COMMISSION EXPIRES OCT. 27, 2009**

EXHIBIT C
CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. FD 34718

OHI-RAIL CORPORATION
--LEASE EXEMPTION--
LINE OF WHEELING & LAKE ERIE RAILWAY COMPANY

Ohi-Rail Corporation, a Class III rail carrier, has filed a Verified Notice of Exemption to lease from the Wheeling & Lake Erie Railway Company and operate a line of railroad in the State of Ohio known as the Cleveland Subdivision, Carrollton Branch, extending from the City of Canton, Ohio to Carrollton, Ohio, a distance of approximately 27.71 miles, and from milepost 0.0 and milepost 3.00 on the Minerva Branch, a total distance of approximately 30.71 miles.

Ohi-Rail Corporation expects to consummate its lease with unpiloted operations on or shortly after June 20, 2005.

Comments must be filed with the Board and served on:

BRENDAN DELAY, ESQ. (Ohio 0036929)
619 Linda Street, Suite 101
Rocky River, Ohio 44116
(440) 333-3708 TELEPHONE
(440) 333-3779 FAX
brendandelay@ameritech.net
COUNSEL FOR OHI-RAIL CORPORATION

This Notice is filed under 49 C.F.R. Section 1150.41. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. Section 10502 (d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated: June 13, 2005

By the Board

Vernon A. Williams
Secretary