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BEFORE THE
SURFACE TRANSPORTATION BOARD

DID# 0101933004



FINANCE DOCKET NO. 34182

205281

ISG CLEVELAND WORKS RAILWAY COMPANY
-- ACQUISITION AND OPERATION EXEMPTION --
RAIL LINES OF THE CUYAHOGA VALLEY RAILWAY COMPANY AND
RIVER TERMINAL RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
OF
ISG CLEVELAND WORKS RAILWAY COMPANY
PURSUANT TO 49 C.F.R. § 1150.31

ENTERED
Office of the Secretary

APR 30 2002

Part of
Public Record

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APR 29 2002

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Kevin M. Sheys
Edward J. Fishman
Tracie D. Spear
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue -- 2nd Floor
Washington, DC 20036
(202) 778-9000

ATTORNEYS FOR ISG CLEVELAND
WORKS RAILWAY COMPANY

Dated: April 29, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34182

ISG CLEVELAND WORKS RAILWAY COMPANY
-- ACQUISITION AND OPERATION EXEMPTION --
RAIL LINES OF THE CUYAHOGA VALLEY RAILWAY COMPANY AND
RIVER TERMINAL RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION
OF
ISG CLEVELAND WORKS RAILWAY COMPANY
PURSUANT TO 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31 et seq., ISG Cleveland Works Railway Company (“CWRO”), a non-carrier and indirect wholly-owned subsidiary of International Steel Group Inc. (“ISG”), hereby files this Verified Notice of Exemption to acquire the railroad lines and trackage rights of The Cuyahoga Valley Railway Company (“CVRC”) and River Terminal Railway Company (“RTRC”), Class III rail carrier subsidiaries of LTV Steel Company, Inc. (“LTV”). CVRC and RTRC are terminal/switching railroads that own railroad lines (hereinafter collectively referred to as the “Subject Lines”) within and in the vicinity of the former LTV Cleveland Works steel plant now owned by ISG that is located south of Cleveland in Cuyahoga County, Ohio. CWRO expects to become a Class III rail carrier after consummation of the transaction proposed herein because it will operate as a terminal/switching railroad. See 49 C.F.R. Part 1201, 1-1(d).

This Notice is related to Finance Docket No. 34201, International Steel Group Inc. – Continuance in Control Exemption – ISG South Chicago & Indiana Harbor Railway Company and ISG Cleveland Works Railway Company, in which ISG is filing a Verified Notice of Exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of both ISG South

Chicago & Indiana Harbor Railway Company ("SCIH") and CWRO once CWRO becomes a rail carrier.¹

In accordance with the requirements of 49 C.F.R. § 1150.33, CWRO submits the following information:

Name and Address of Applicant: **49 C.F.R. § 1150.33(a)**

The full name and address of the applicant will be:

ISG Cleveland Works Railway Company
c/o International Steel Group Inc.
3100 East 45th Street
Cleveland, OH 44127

Applicant's Representative: **49 C.F.R. § 1150.33(b)**

CWRO's representative to whom correspondence regarding this transaction should be addressed is as follows:

Kevin M. Sheys
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue – 2nd Floor
Washington, DC 20036
(202) 778-9000

Statement Concerning Agreement: **49 C.F.R. § 1150.33(c)**

ISG has entered into an agreement with LTV pursuant to which CWRO will acquire the railroad lines, trackage rights and substantially all other assets of CVRC and RTRC.

Operation of the Property: **49 C.F.R. § 1150.33(d)**

CWRO will operate the Subject Lines upon consummation of the proposed transaction.

¹ SCIH and CWRO are both indirect wholly-owned subsidiaries of ISG. SCIH recently became a class III rail carrier as a result of its acquisition of the railroad lines and trackage rights of the Chicago Short Line Railway Company. See Finance Docket No. 34188, ISG South Chicago & Indiana Harbor Railway Company – Acquisition and Operation Exemption – Rail Lines of the Chicago Short Line Railway Company (STB filed April 2, 2002).

Summary of the Transaction:

49 C.F.R. § 1150.33(e)

CWRO will acquire the railroad lines, trackage rights and substantially all other assets of CVRC and RTRC. CWRO is a wholly-owned subsidiary of ISG Cleveland Inc., which is a wholly-owned subsidiary of ISG.

CWRO will acquire approximately 3.4 route miles of railroad line owned by CVRC within and in the vicinity of the Cleveland Works West steel facility located on the west side of the Cuyahoga River in Cuyahoga County, Ohio (the "CVRC Lines"). CWRO will acquire approximately 3.9 route miles of railroad line owned by RTRC within and in the vicinity of the Cleveland Works East steel facility located on the east side of the Cuyahoga River in Cuyahoga County, Ohio (the "RTRC Lines").² In addition, CWRO will acquire the approximately 2.2 mile line of railroad that is jointly owned by CVRC and RTRC between approximately station 25 + 49.7 and approximately station 140 + 5 that extends between and through the Cleveland Works West facility and the Cleveland Works East facility. See Finance Docket No. 30856, River Terminal Railway Company – Acquisition and Operation Exemption – The Cuyahoga Valley Railway Company (ICC served July 25, 1986). The total distance of the Subject Lines is approximately 9.5 route miles in Cuyahoga County, Ohio.³

In addition to its acquisition of the railroad lines owned by CVRC and RTRC, CWRO will acquire overhead trackage rights of CVRC over approximately 1,750 feet of rail line formerly owned by the Baltimore and Ohio Railroad Company and currently owned by CSX Transportation, Inc. ("CSXT") between approximately P.S. 250+68 near Cleveland and approximately O.P. 20+73 in Cuyahoga Heights, Ohio.⁴

² The CVRC Lines and the RTRC Lines do not have milepost designations.

³ CWRO also will acquire switching, industrial and other trackage from CVRC and RTRC. The Board does not have authority over construction, acquisition, abandonment or discontinuance of spur, industrial, team, switching or side tracks. See 49 U.S.C. § 10906.

⁴ See Cuyahoga Valley Railway Company – Trackage Rights – Baltimore and Ohio Railroad Company, Finance Docket No. 30772 (ICC served Jan. 31, 1986). CWRO also will acquire any and all rights of CVRC and RTRC to operate over the tracks of third parties for interchange, switching and other purposes. Acquisition of these rights does not require Board approval or exemption.

The parties intend to consummate this transaction on or soon after the date this notice becomes effective. This notice will not become effective prior to the expiration of the 60-day notice period under 49 C.F.R. § 1150.32(e). See Finance Docket No. 34182, WLR Railroad Acquisition Company – Acquisition and Operation Exemption – Rail Lines of The Cuyahoga Valley Railway Company and River Terminal Railway Company (STB served March 21, 2002).⁵

The name and address of the owners of the Subject Lines are as follows:

The Cuyahoga Valley Railway Company
3060 Eggers Avenue
Cleveland, OH 44105

River Terminal Railway Company
3060 Eggers Avenue
Cleveland, OH 44105

Map:

49 C.F.R. § 1150.33(f)

A map indicating the area served by the Subject Lines, including origins, termini, stations, cities and counties, is attached as Exhibit A to this Notice.

Certification of Class III Status:

49 C.F.R. § 1150.33(g)

A certificate complying with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B to the Notice. CWRO will become a Class III rail carrier after consummation of the transaction proposed herein because it will operate as a switching/terminal railroad. See 49 C.F.R. Part 1201, 1-1(d).

⁵ On March 7, 2002, ISG (at that time referred to as WLR Acquisition Corp.) certified to the Board that it had posted the notice required under 49 C.F.R. § 1150.32(e) relating to the proposed transaction involving CWRO (at that time referred to as WLR Railroad Acquisition Company). The 60-day notice period expires as of May 6, 2002.

Environmental/Historic Preservation Data: 49 C.F.R. Part 1105

Under 49 C.F.R. § 1105.6(c)(2)(i), the proposed acquisition of the Subject Lines by CWRO is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations (i.e. changes which exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5)).

Under 49 C.F.R. § 1105.8(b)(3), the proposed acquisition of the Subject Lines by CWRO also is exempt from historic preservation reporting requirements. CWRO's acquisition of the Subject Lines is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to abandon any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.34

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

Respectfully submitted,

By: 

Kevin M. Sheys
Edward J. Fishman
Tracie D. Spear
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue – 2nd Floor
Washington, DC 20036
(202) 778-9000

Dated: April 29, 2002

**ATTORNEYS FOR ISG CLEVELAND
WORKS RAILWAY COMPANY**

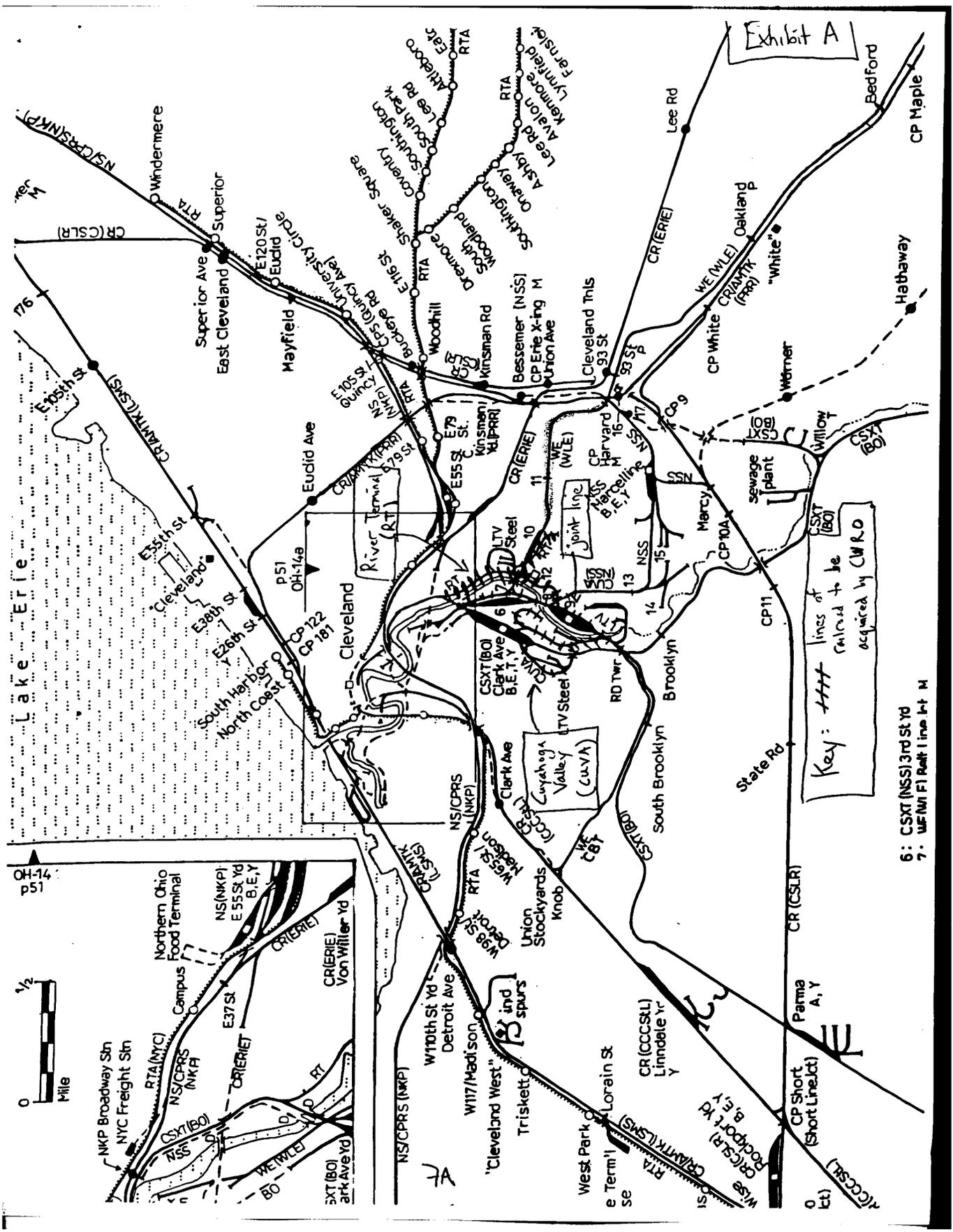


Exhibit A

0 1/2 Mile

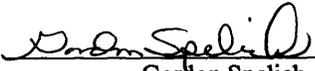
Key: ---- lines of CSXT (NS) 3rd St Yd
 --- Railroads to be acquired by CWRD
 --- WE (NI) F) Rpt 1 line 1st M

6: CSXT (NS) 3rd St Yd
 7: WE (NI) F) Rpt 1 line 1st M

EXHIBIT B

CERTIFICATION

Gordon Spelich, being duly sworn, certifies that ISG Cleveland Works Railway Company intends to operate as a terminal and switching railroad, and therefore the consummation of the proposed transaction will not result in the creation of a Class I or Class II rail carrier under the provisions of 49 C.F.R. § 1201 (1-1).



Gordon Spelich
ISG Cleveland Works Railway Company

SUBSCRIBED AND SWORN TO

before me this 24 day

of April, 2002



MARTIN A. KALL, Notary Public
My Commission Expires Feb 3, 2003

EXHIBIT C

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34182

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This Notice is related to Finance Docket No. 34201, International Steel Group Inc. – Continuance in Control Exemption – ISG South Chicago & Indiana Harbor Railway Company and ISG Cleveland Works Railway Company, in which International Steel Group Inc. is filing a Verified Notice of Exemption pursuant to 49 C.F.R. § 1180.2(d)(2) to continue in control of both ISG South Chicago & Indiana Harbor Railway Company (a Class III rail carrier) and CWRO once CWRO becomes a rail carrier.

Comments must be filed with the Board and served on Kevin M. Sheys, Kirkpatrick & Lockhart LLP, 1800 Massachusetts Avenue, N.W., 2nd floor, Washington, DC 20036; (202) 778-9000.

This 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. § 10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Date: May _____, 2002

By the Board

Vernon A. Williams – Secretary

VERIFICATION

State of Ohio)
) ss:
County of Cuyahoga)

Gordon Spelich, being duly sworn, deposes and says that he is duly authorized to file this verification on behalf of ISG Cleveland Works Railway Company, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.


Gordon Spelich

SUBSCRIBED AND SWORN TO
before me this 29 day
of April, 2002



Notary Public



My Commission expires: Feb. 3, 2003