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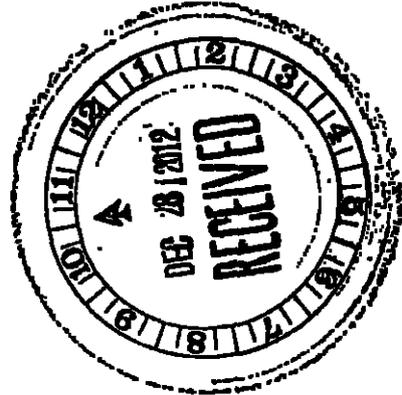
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Of Counsel to:  
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(412) 471-1800  
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851 Twelfth Street  
Oakmont, PA 15139

233598

December 18, 2012



The Honorable Cynthia T. Brown, Chief  
Section of Administration  
Surface Transportation Board  
395 E Street, S.W., Ste. 1260  
Washington, DC 20423-0001

Re: Finance Docket No. 35704, Carload Express, Inc. - Continuance in Control  
Exemption - Ohio Terminal Railway Company

Dear Ms. Brown:

Enclosed for filing please find the original and ten copies of a Verified Notice of Exemption under 49 C.F.R. §1180.2(d)(2) in the above captioned matter. This Notice is related to an Operation Exemption Notice in Finance Docket No. 35703

Also enclosed is a check in the amount of \$1,700.00 for the filing fee

Please acknowledge receipt and filing of the enclosed on the duplicate copy of this letter and return it to the undersigned in the self-addressed, stamped envelope provided for that purpose

Very truly yours,

RICHARD R. WILSON, P.C.

Richard R. Wilson, Esq.  
Attorney for Carload Express, Inc.

ENTERED  
Office of Proceedings

DEC 28 2012

Part of  
Public Record

**FEE RECEIVED**

DEC 28 2012

SURFACE  
TRANSPORTATION BOARD

RRW/bab  
Enclosures  
xc. Carload Express, Inc

**FILED**

DEC 28 2012

SURFACE  
TRANSPORTATION BOARD

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Richard R. Wilson, Esq

Attorney for Carload Express, Inc.

RRW/hah

Enclosures

xc Carload Express, Inc

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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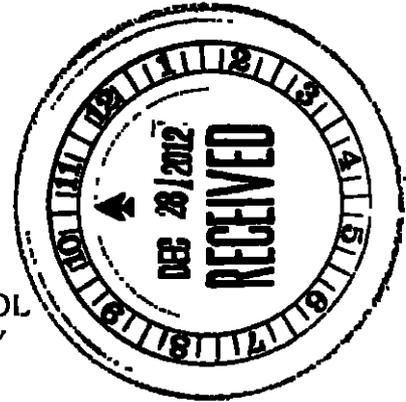
FINANCE DOCKET NO 35704

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CARLOAD EXPRESS, INC. – CONTINUANCE IN CONTROL  
EXEMPTION – OHIO TERMINAL RAILWAY COMPANY

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VERIFIED NOTICE OF EXEMPTION UNDER  
49 C.F.R. §1180.2(d)(2)



Applicant

CARLOAD EXPRESS, INC.  
519 Cedar Way, Bldg 1, Ste. 100  
Oakmont, PA 15139

Attorney for Applicant

RICHARD R. WILSON, ESQ.  
Attorney for Applicant  
518 N. Center Street, Ste 100  
Ebensburg, PA 15931  
(814) 419-8152- PHONE  
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December 18, 2012

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO 35704

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CARLOAD EXPRESS, INC – CONTINUANCE IN CONTROL  
EXEMPTION – OHIO TERMINAL RAILWAY COMPANY

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VERIFIED NOTICE OF EXEMPTION UNDER  
49 C.F.R. §1180.2(d)(2)

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Pursuant to the class exemption at 49 C.F.R. §1180.2(d)(2), Carload Express, Inc. ("CEI") hereby provides this Verified Notice of Exemption from 49 U.S.C. §11323 for its continuance in control of Ohio Terminal Railway Company ("OTRC") upon OTRC becoming a rail carrier

This proceeding is related to Finance Docket No. 35703, *Ohio Terminal Railway Company – Operation Exemption – Hannibal Real Estate, LLC – Monroe County, Ohio*, in which OTRC is filing a Notice of Exemption under 49 C.F.R. §1150.31 for its operation of a rail line between M.P. No. 60.5 at Powhatan, Ohio and M.P. 72.7 at Hannibal, Ohio at distance of 12.2 miles in Monroe County, Ohio.

INFORMATION REQUIRED BY 49 C.F.R. §1180.6(a)(1)

(1) A description of the proposed transaction, including appropriate references to any supporting exhibits and statements contained in the application and discussing the following

(i) A brief summary of the proposed transaction, the name of applicant, the business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

The proposed transaction is the continuance in control of OTRC by CEI upon OTRC becoming a rail carrier. OTRC has concurrently filed a Notice of Exemption under 49 C.F.R. §1150.31 for OTRC to operate 12.2 miles of rail line between M.P. No. 60.5 at Powhatan Point, OH and M.P. 72.7 at Hannibal, OH in Finance Docket 35703. The parties intend to consummate the transaction no sooner than the effective date of that Notice of Exemption.

CEI is a Class III nonoperating rail holding company with subsidiary companies currently operating rail lines in Pennsylvania and Ohio. CEI controls the following rail carriers who operate in the States noted.

<u>Carrier</u>	<u>State</u>
Allegheny Valley Railroad Company	Pennsylvania
Southwest Pennsylvania Railroad Company	Pennsylvania
Camp Chase Railroad Company	Ohio

CEI hereby certifies that (1) the properties to be operated by OTRC and the properties operated by the rail carriers listed above do not connect with each other, (2) the proposed continuance in control is not part of a series of anticipated transactions that would connect the carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier. Therefore, pursuant to 49 C.F.R. §1180.2(d)(2), the proposed transaction is exempt from the prior approval requirements of 49 U.S.C. §11323.

Applicant is Carload Express, Inc., 519 Cedar Way, Bldg 1, Ste 100, Oakmont, PA 15139.

CEI's counsel to whom questions may be addressed regarding the proposed transaction is Richard R. Wilson, Esq., 518 N. Center Street, Ste 100, Ebensburg, PA

15931, Telephone: 814-419-8152, Facsimile: 814-419-8156; email

[rwilson@rwilson.net](mailto:rwilson@rwilson.net)

(ii) The proposed time schedule for consummation of the proposed transaction.

The proposed transaction is scheduled to be consummated no sooner than the effective date of this Notice of Exemption

(iii) The purpose sought to be accomplished by the proposed transaction, e.g. operating economics, eliminating excess facilities, improving service, or improving the financial viability of the applicants

The purpose sought to be accomplished by the proposed transaction is the achievement of operating efficiency and improved rail service in Monroe County, Ohio.

(5) A list of the State(s) in which any part of the property of each applicant carrier is situated

Applicant CEI manages rail properties in Ohio and Pennsylvania.

(6) Map (Exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relation to each other, short line connections, other rail lines in the territory, and the principle geographical points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board

Attached to this Notice as Appendix 1 are maps showing:

- (1) The rail lines operated by CEI
- (2) The line to be operated by OTRC

(7)(i) Agreement. Submit a copy of any contract or other written instruments entered into or proposed to be entered into pertaining to the proposed transaction.

No written contract bears on the proposed continuance and control transaction.

(g)(1)(i) Indicate the level of labor protection to be imposed.

The level of labor protection to be imposed is that set forth in New York Dock Ry. – Control- Brooklyn Eastern District, 360 ICC 60 (1979).

#### VERIFICATION

Attached to this Notice as Appendix 2 is a verification of the statements made in this notice.

#### ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C F R §1105.6(c)(2), no environmental documentation or report is required for the proposed transaction. Pursuant to 49 C F.R §1105.8(b)(2) no historic documentation or report is required for the proposed transaction

#### CAPTION SUMMARY

Attached to this Notice as Appendix 3 is the required caption summary.

#### CONCLUSION

WHEREFORE, the Board should publish this Notice of Exemption in the *Federal Register* within 16 days of its filing.

Respectfully submitted,

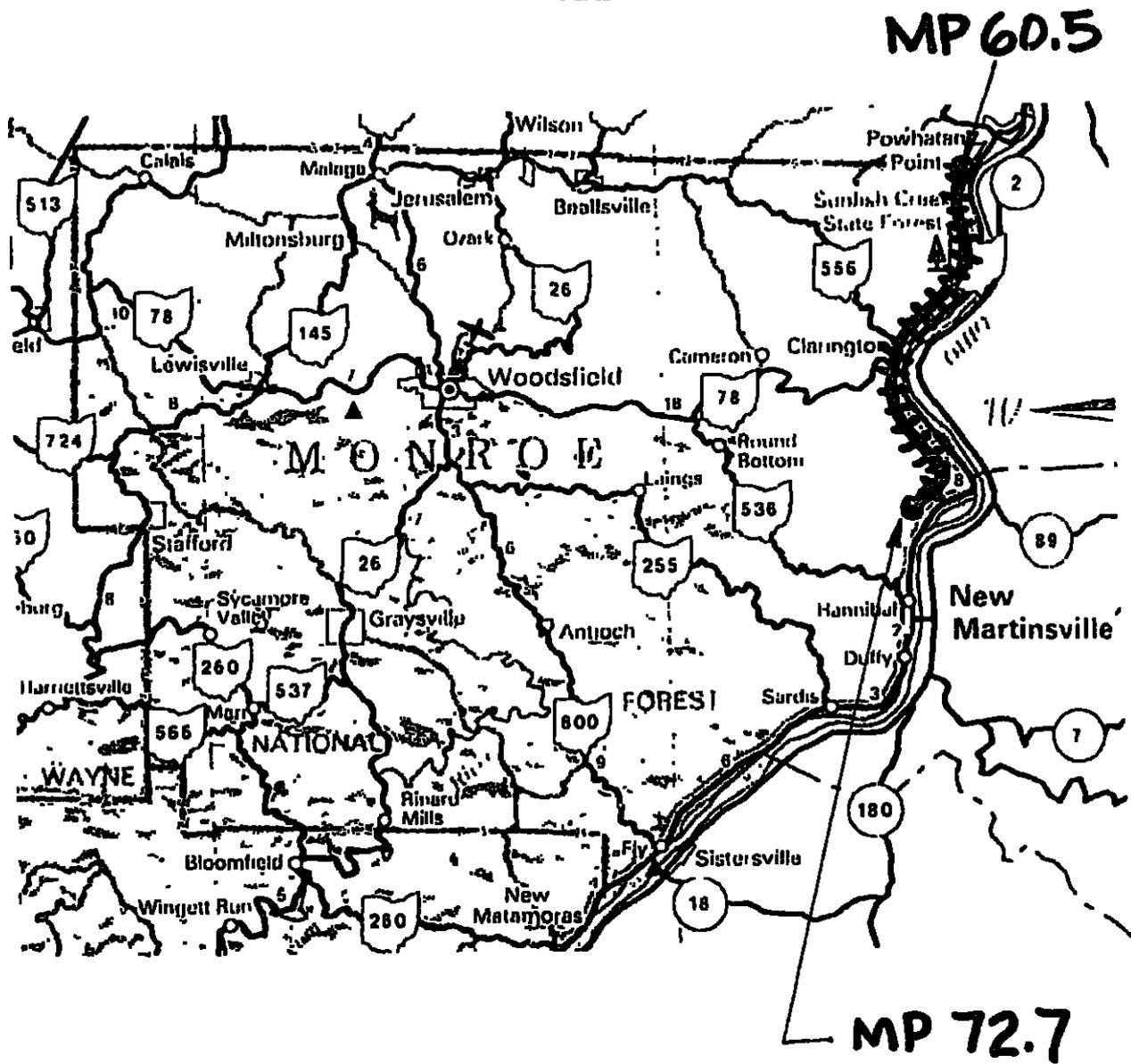
RICHARD R WILSON, P.C

By   
Richard R. Wilson, Esq.,  
Attorney for Carload Express, Inc

Date: December 18, 2012

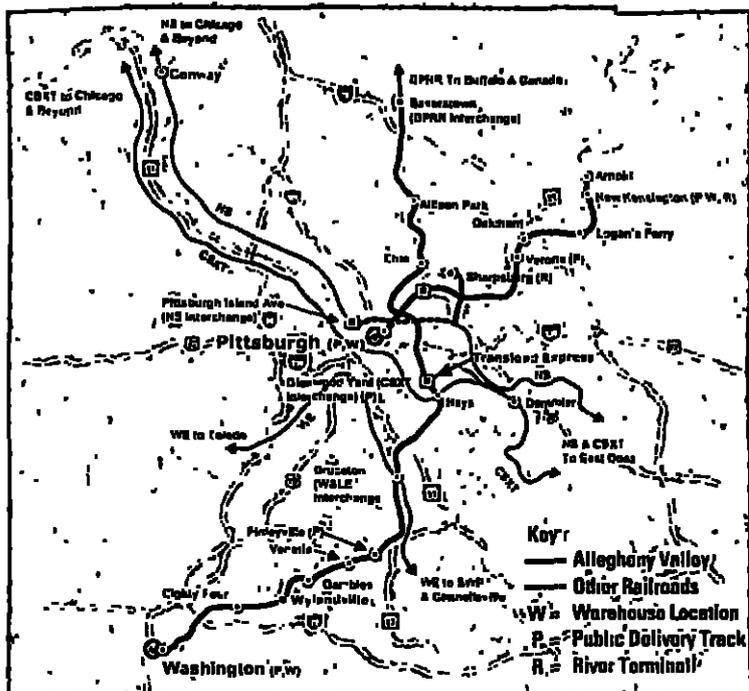
APPENDIX I

MAP

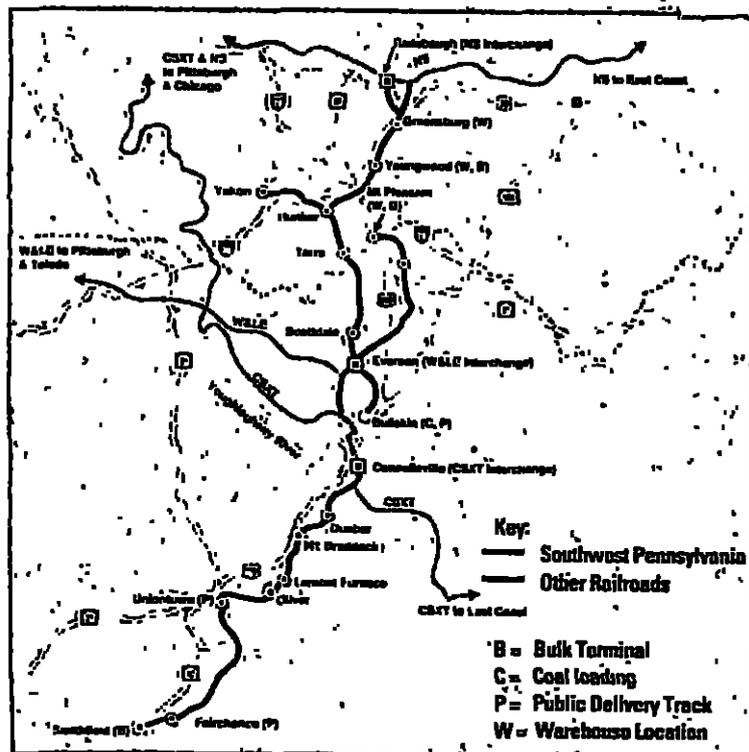


# RAIL MAPS

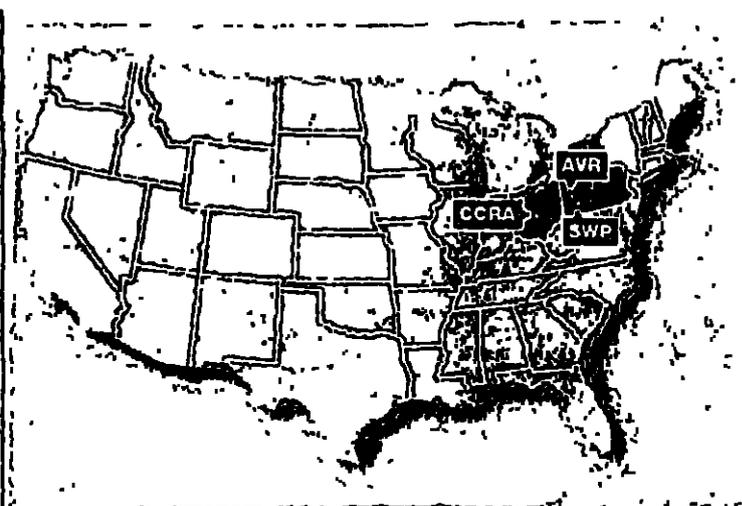
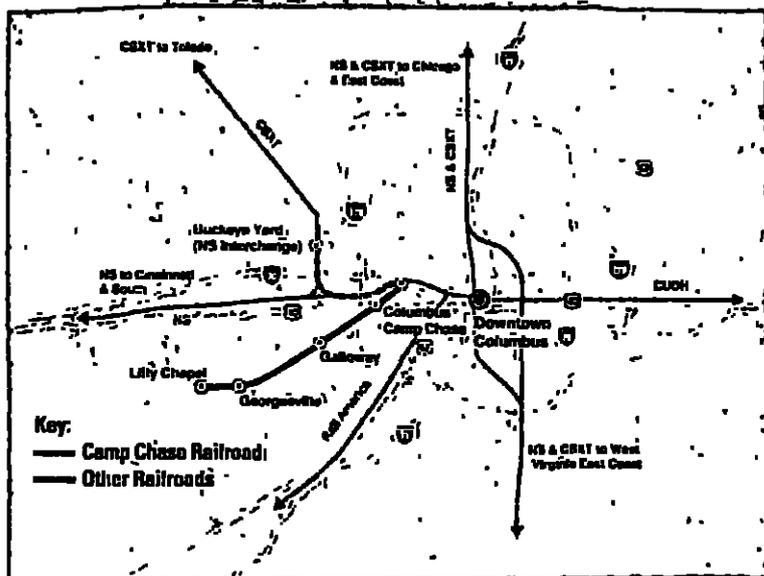
## Allegheny Valley Railroad System Map



## Southwest Pennsylvania Railroad System Map



## Camp Chase Railroad System Map





CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD  
NOTICE OF EXEMPTION

(Finance Docket No. 35704)

CARLOAD EXPRESS, INC – CONTINUANCE IN CONTROL EXEMPTION-  
OHIO TERMINAL RAILWAY COMPANY

Carload Express, Inc (“CEI”) has filed a Verified Notice of Exemption from 49 U.S.C. § 11323 for its continuance in control of Ohio Terminal Railway Company (“OTRC”) upon OTRC becoming a rail carrier. OTRC has concurrently filed a Notice of Exemption under 49 C.F.R. § 1150.31 for OTRC’s operation of 12.2 miles of rail line between M.P. No. 60.5 at Powhatan Point, Ohio and M.P. 72.7 at Hannibal, Ohio in Monroe County, Ohio in Finance Docket No. 35703. The parties intend to consummate that transaction no sooner than 30 days after filing the Notice of Exemption.

OTRC is owned by CEI. CEI owns the following rail carriers: Allegheny Valley Railroad Company, Southwest Pennsylvania Railroad Company and Camp Chase Railroad Company

The proposed continuance in control transaction is exempt from the prior approval requirements of 49 U.S.C. § 11323 by virtue of 49 C.F.R. § 1180.2(d)(2) because CEI has certified that (1) the properties operated by OTRC and the rail carriers identified above do not connect with each other; (2) the continuance in control is not part of a series of anticipated transactions that would connect these carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier.

As a condition to use of the exemption, any employees affected by the transaction will be protected by the conditions set forth in New York Dock Ry – Control – Brooklyn Eastern Dist., 360 ICC 60(1979).

Petitions to revoke the exemption under 49 U.S.C. § 10502(d) can be filed at any time. The filing of a Petition to Revoke will not automatically stay the proposed transaction. If the Notice of Exemption contains false or misleading information, the exemption is void ab initio. Any petitions to revoke filed with the Board must be served on CEI’s representative, Richard R. Wilson, Esq., 518 N. Center Street, Ste. 100, Ebensburg, PA 15931, Telephone: 814-419-8152, Facsimile: 814-419-8156; email: [rwilson@rrwilson.net](mailto:rwilson@rrwilson.net).

By the Board

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