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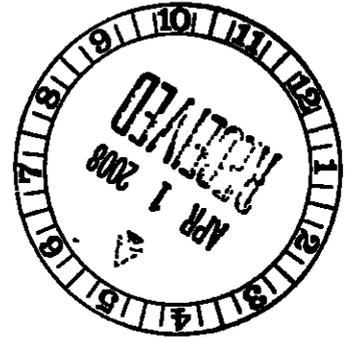
RICHARD A. ALLEN

DIRFCT DIAI (202) 973-7902
raallen@zsrlaw.com

April 1, 2008

BY HAND

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20024



**Re: STB Finance Docket No. 35129, SSP Railroad Holding LLC—
Acquisition and Operation Exemption—Mittal Steel USA—Railways
Inc.**

Dear Secretary Quinlan

Enclosed please find an original and 10 copies of a Verified Notice of Exemption, submitted by SSP Railroad Holding LLC pursuant to 49 C.F.R. § 1150.31 with respect to its proposed acquisition of certain rail lines of Mittal Steel USA – Railways Inc

I have also enclosed a disc of the filing and exhibits and a check in the amount of \$1,600.00 payable to the Surface Transportation Board to cover the filing fee

Please acknowledge receipt of this filing by returning a date-stamped copy of this letter and the Notice of Exemption to my messenger

ENTERED
Office of Proceedings

APR - 2 2008

Part of
Public Record

Sincerely,

Richard A. Allen

FEE RECEIVED
APR - 1 2008
SURFACE
TRANSPORTATION BOARD

Encls

FILED

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SURFACE
TRANSPORTATION BOARD

FEE RECEIVED

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BEFORE THE
SURFACE TRANSPORTATION BOARD ~~TRANSPORTATION BOARD~~

FINANCE DOCKET NO. 35129

SSP RAILROAD HOLDING LLC-
ACQUISITION AND OPERATION EXEMPTION -
MITTAL STEEL USA - RAILWAYS INC.



22/961

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31

SSP Railroad Holding LLC, a noncarrier, hereby files this Verified Notice of Exemption, pursuant to 49 U S C § 10502 and 49 C F R § 1150 31, to permit SSP Railroad Holding LLC to acquire and operate the lines of Mittal Steel USA - Railways Inc ("Mittal Railways") in and around Sparrows Point, Maryland

In support of this Verified Notice of Exemption, SSP Railroad Holding LLC submits the following information, as required by 49 U S C § 1150.33

(a) Name and address of Applicant:

SSP Railroad Holding LLC
14661 Rotunda Drive
P O Box 1699
Dearborn, MI 48120-1699

(b) Applicant's representative:

Richard A Allen
Zuckert, Scoutt & Rasenberger L L P
888 Seventeenth Street, N.W.
Suite 700
Washington, DC 20006
Tel 202-973-7902

FILED

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**SURFACE
TRANSPORTATION BOARD**

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Part of
Public Recd.

(c) Agreement:

A Purchase and Sale Agreement by which Applicant has agreed to purchase and operate the lines of Mittal Railways at Sparrows Point, MD was entered into as of March 20, 2008

(d) Operator of the property:

SSP Railroad Holding LLC will provide common carrier service over the lines to be acquired from Mittal Railways

(e) Brief summary of the proposed transaction:

SSP Railroad Holding LLC, is a newly-formed Delaware limited liability company and is a wholly-owned subsidiary of Severstal US Holdings, LLC, which in turn is wholly-owned by OAO Severstal, a publicly-owned Russian steel company headquartered in Cherepovets, Russia ArcelorMittal USA Inc is the U S subsidiary of ArcelorMittal, an international steel company ArcelorMittal USA and its subsidiaries, including Mittal Railways, own various properties in the United States, including a steel plant at Sparrows Point in Baltimore County, MD and approximately 183 miles of rail lines in and around Sparrows Point that once comprised the lines of the Patapsco & Back Rivers Railroad Pursuant to a 2007 consent decree in action brought by the United States Department of Justice, ArcelorMittal USA Inc agreed to divest its properties at Sparrows Point, including the rail lines Pursuant to a purchase and sale agreement entered into as of March 20, 2008, OAO Severstal has agreed to purchase the non-rail properties at Sparrows Point and SSP Railroad Holding LLC has agreed to acquire the rail properties, which SSP Railroad Holding intends to operate as a common carrier SSP Railroad Holding LLC intends to make no significant changes in the operations of the rail

lines or with regard to the personnel and terms and conditions of employment currently operating the rail lines

None of OAO Severstal, its controlling shareholders or SSP Railroad Holding L L C owns or controls, directly or indirectly, any railroads subject to the jurisdiction of the Surface Transportation Board

(1) Name and address of entity transferring the property:

Mittal Steel USA--Railways Inc
One South Dearborn
Chicago, IL 60603

(2) Proposed time schedule for consummation of the transaction:

SSP Railroad Holding L L C intends to consummate the transaction as soon as possible after May 1, 2008

(3) Milepost designations of the subject property:

The subject property consists of yard and switching track that does not have designated mileposts See *Patapsco & Back Rivers Railroad LLC – Acquisition and Operation Exemption – Patapsco & Back Rivers Railroad Company, STB Finance Docket No 34159 (served January 10, 2002), ISG Railways, Inc , Acquisition of Control Exemption. Assets of Keystone Railroad LLC d/b/a Philadelphia, Bethlehem and New England Railroad Company, Conemaugh & Black Lick Railroad Company LLC, Steelton & Highspire Railroad Company LLC, Lake Michigan & Indiana Railroad Company LLC, Brandywine Valley Railroad Company LLC, Upper Merion & Plymouth Railroad Company LLC, Patapsco & Back Rivers Railroad Company LLC and Cambria and Indiana Railroad, Inc , STB Finance Docket No 34344 (served May 22, 2003)*

(4) The total route miles being acquired:

SSP Railroad Holding L L C will acquire a total of approximately 183 miles of track

(f) Map:

A map of the subject property is attached as Exhibit A to this Notice

(g) Projected revenue certification:

SSP Railroad Holding LLC hereby certifies that its projected revenues as a result of the transaction will not exceed the amounts that would qualify it as a Class III railroad

(h) Advance notice:

SSP Railroad Holding LLC projects that its annual revenues will be approximately \$5.7 million. Accordingly, the advance labor notice requirements of 49 C.F.R. § 1150.32(e) are applicable to this transaction. In separate filings, SSP Railroad Holding LLC will certify to having posted and served the required notice and will seek a waiver from the STB of the full 60-day notice period to permit the transaction to be consummated at the same time as the exemption becomes effective.

(i) Environmental and historical certification:

As provided in 49 C.F.R. § 1105.6(c)(2)(i), this transaction is exempt from environmental review because the proposed actions will not cause any operating changes that exceed the thresholds established in 49 C.F.R. § 1105(e)(4) or (5).

This transaction is also exempt from historic review under 49 C.F.R. § 1105.8(b)(1), because rail operations will continue over the line, further STB approval is required to abandon service, and there are no plans to dispose of or alter properties subject to STB jurisdiction that are 50 years old or older.

(j) Caption summary:

A caption summary in the prescribed form is attached as Exhibit B to this Notice

Respectfully submitted,

A handwritten signature in black ink that reads "Richard A. Allen". The signature is written in a cursive style with a horizontal line underneath the name.

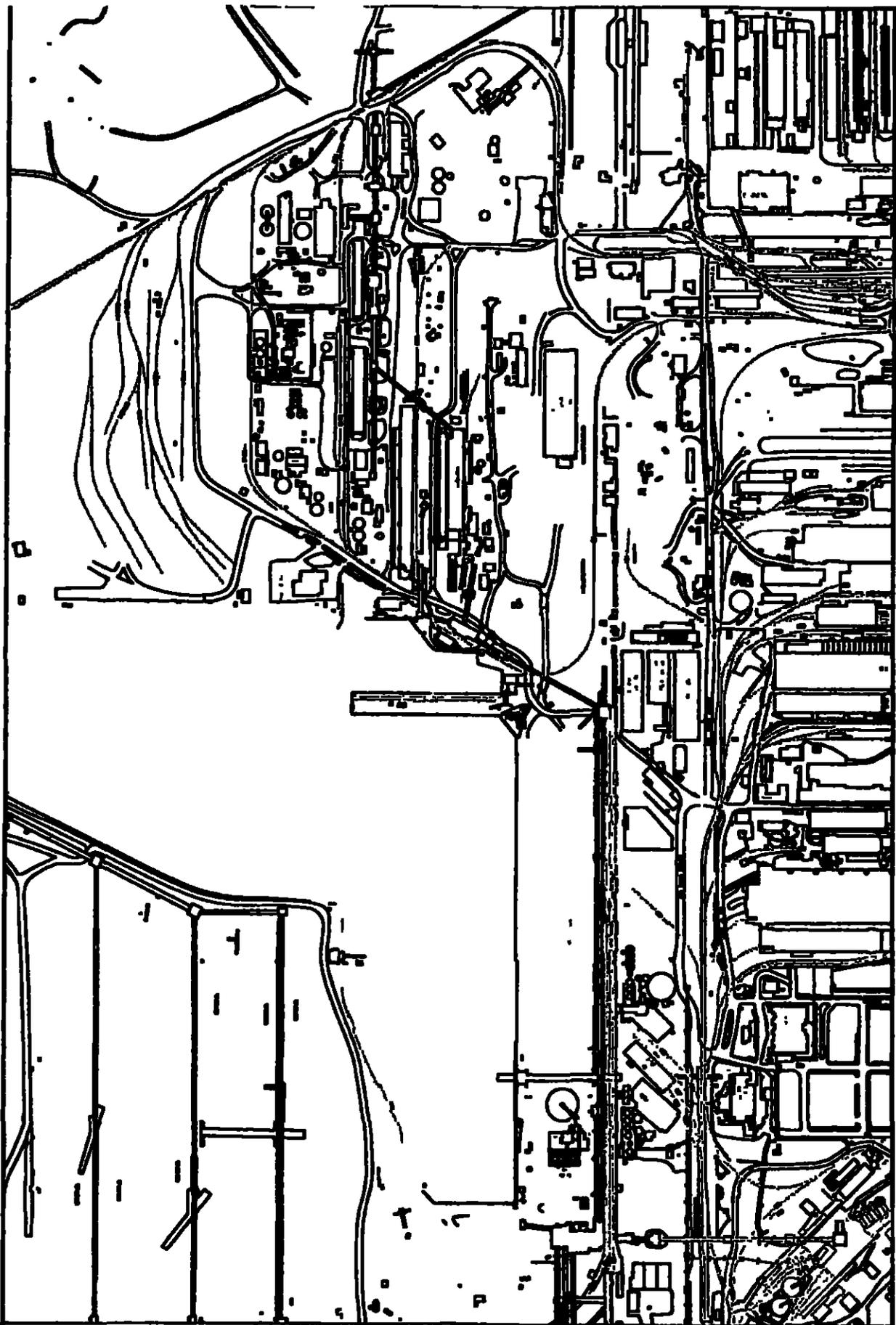
Richard A. Allen
Christina M. Wenzel
Zuckert, Scoutt and Rascnberger L L P
888 17th Street, N W
Washington D C 20006
202-298-8660

April 1, 2008

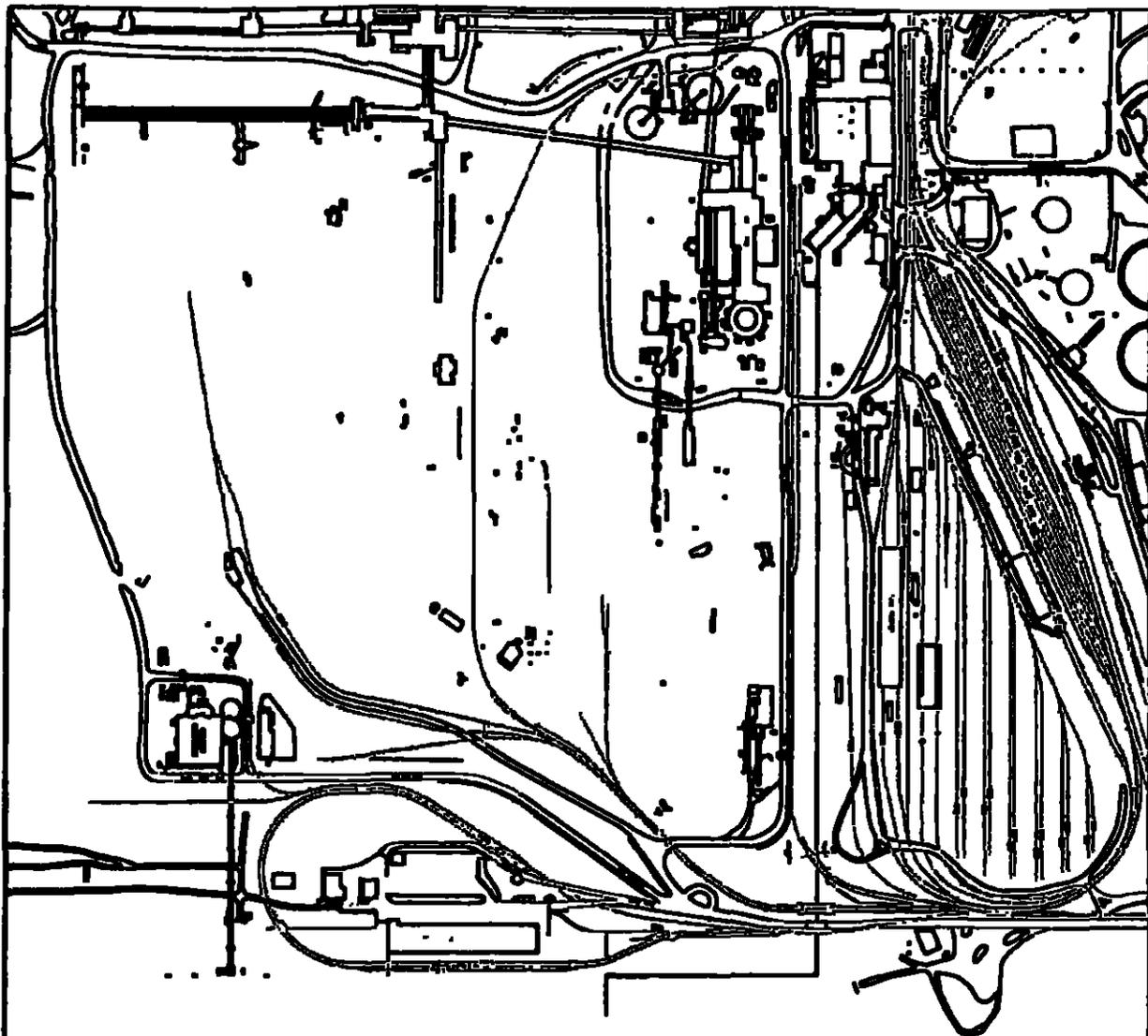
Attorneys for SSP Railroad Holding LLC

EXHIBIT A

MAP

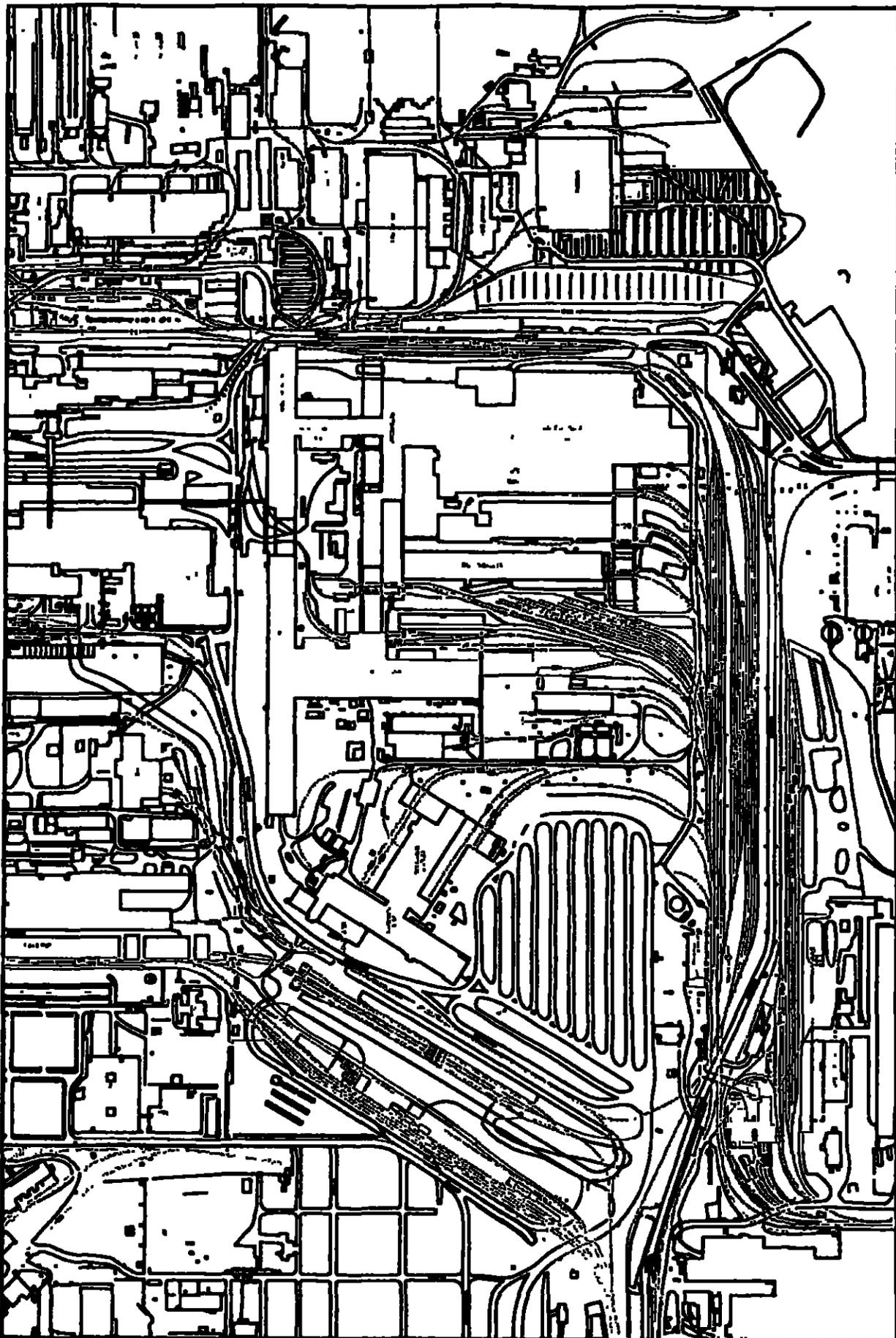


<p> PREPARED & CHECK ENGINE DRAWING CO. LARGE CONSTRUCTION MAPS Scale: 1" = 500' (Sheet 6-15-68) (Drawing 1 of 8) </p>	<p> LEGEND PROPOSED & EXISTING ALLIGATOR TRACKS - ——— EXIST. STEEL RAILROAD TRACKS - - - - - OTHER EXISTING RAILROAD TRACKS - - - - - </p>
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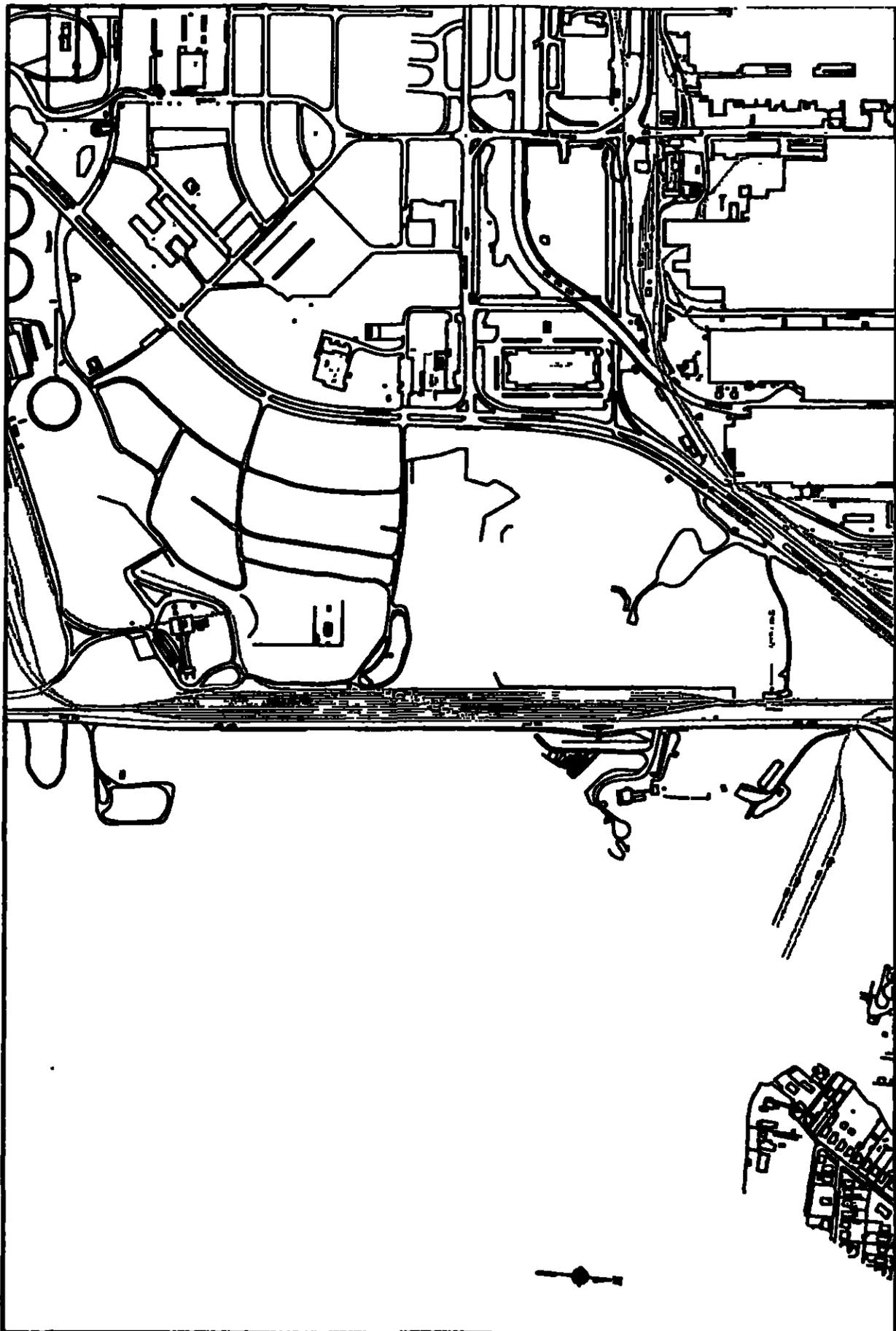
HOFFMAN & SON ENGINEERING CO.
 1000 BROADWAY, NEW YORK
 Scale: 1"=1" Sheet 1 of 1

LEGEND
 HOFFMAN & SON ENGINEERING CO.
 1000 BROADWAY, NEW YORK
 SHEET 1 OF 1



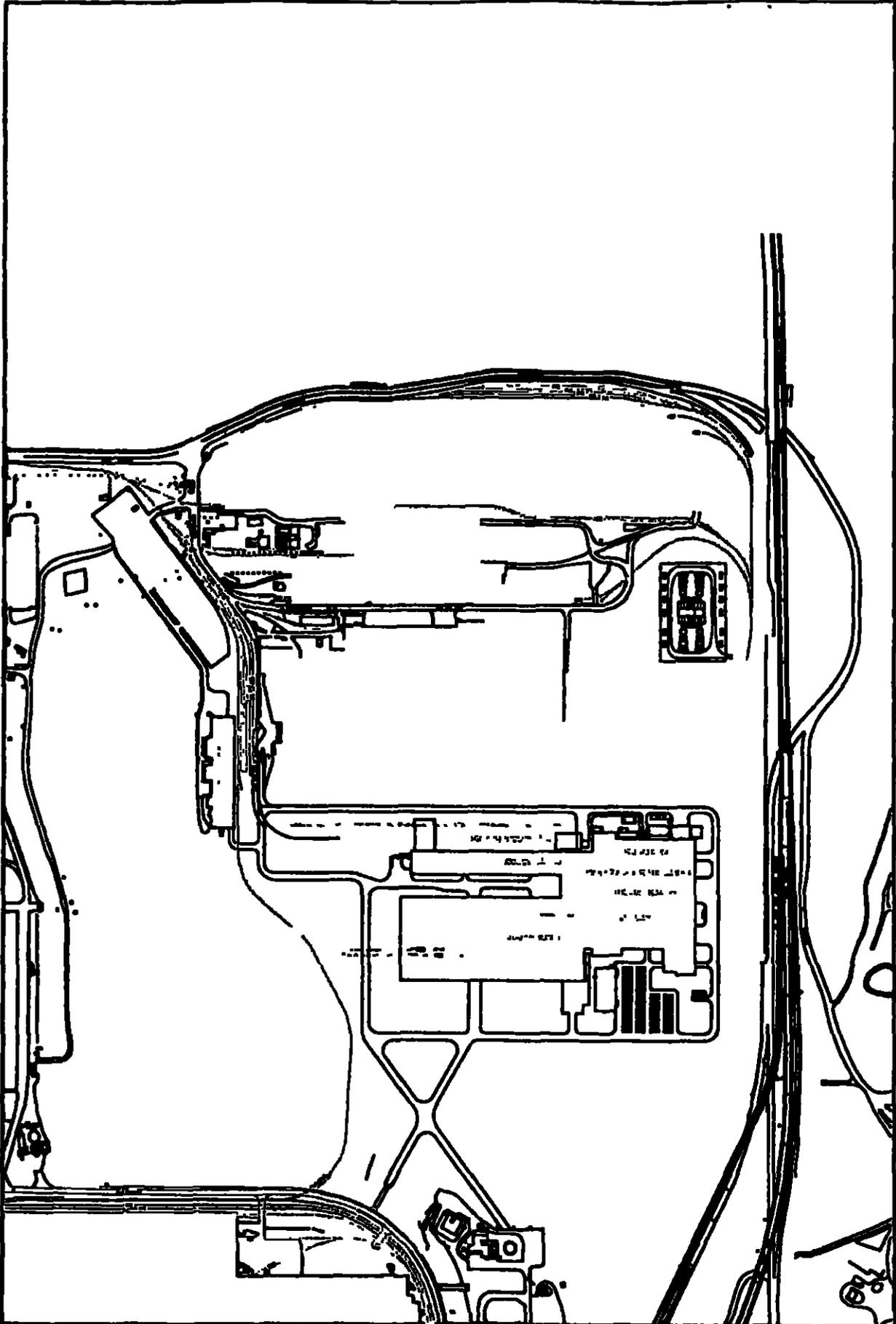
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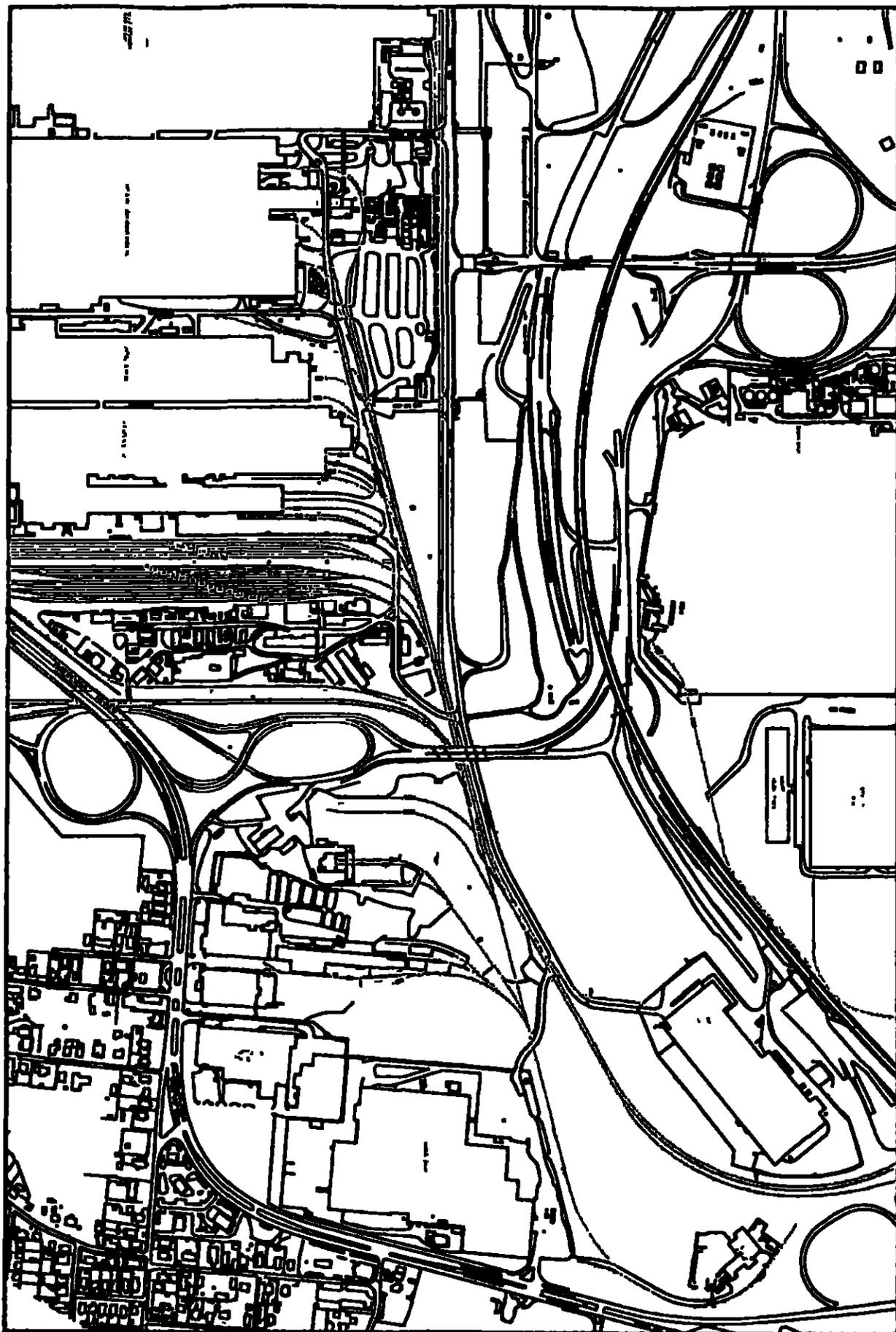
PREPARED & DRAWN BY: [Name]
 DATE: [Date]
 SHEET: [Number] OF [Total]

LEGEND
 PROPOSED & EXISTING ROADWAYS - [Symbol]
 EXISTING UTILITIES - [Symbol]
 OTHER EXISTING FEATURES - [Symbol]



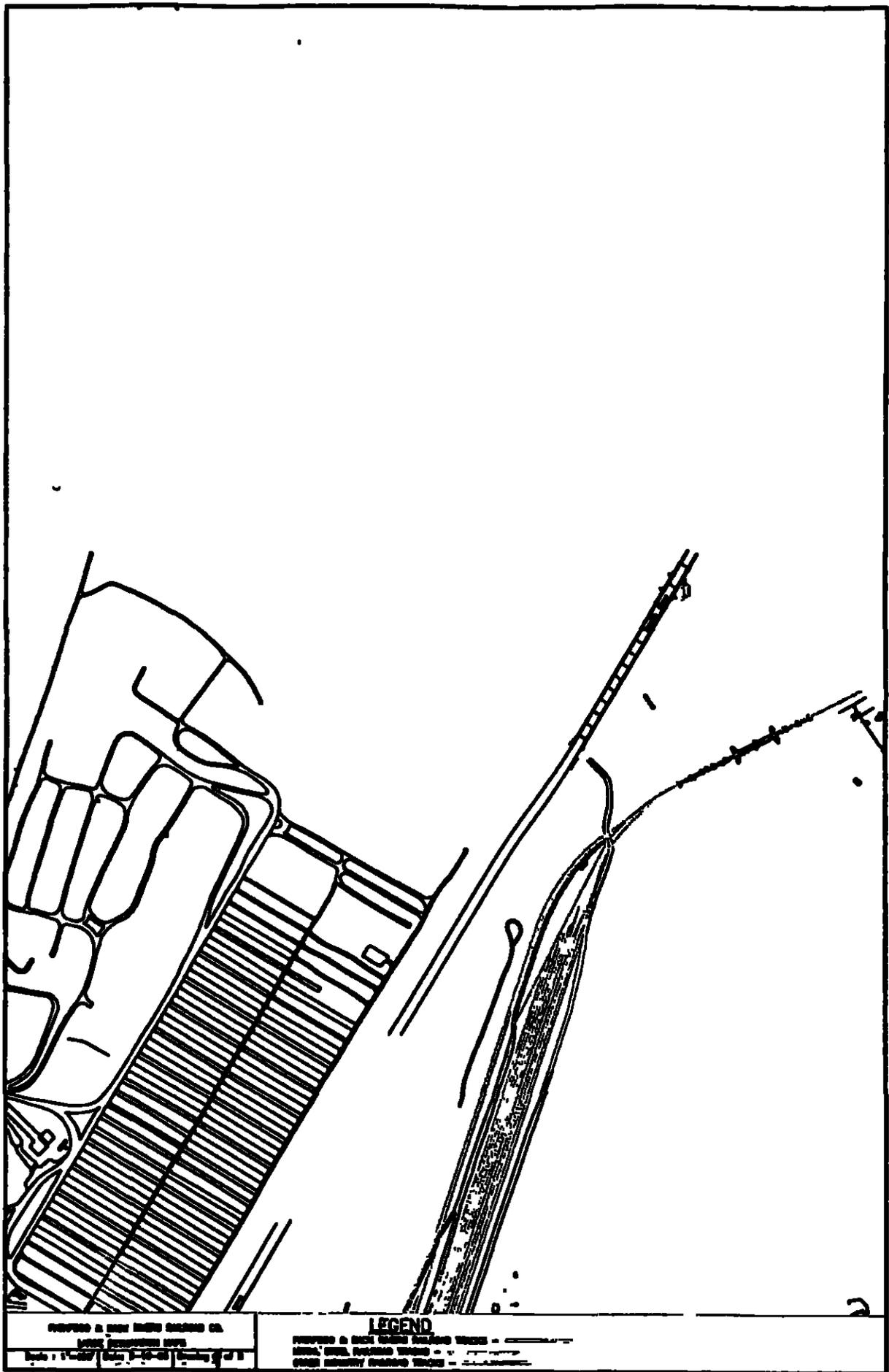
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PERFORMED BY: [illegible]
DATE: [illegible]
DRAWING NO.: [illegible]



PERKINS & WILSON ENGINEERS CO.
 1400 JEFFERSON ST.
 SAN FRANCISCO, CALIF.
 DATE: 1-1-67 (REV. 1-15-66) SHEET 1 OF 1

LEGEND
 PERKINS & WILSON ENGINEERING WORKS - _____
 OTHER ENGINEERING WORKS - _____
 OTHER PROPERTY ENGINEERING WORKS - _____



PROFFER & BUCK ENGINEERS ARCHITECTS CO.

1000 UNIVERSITY AVENUE

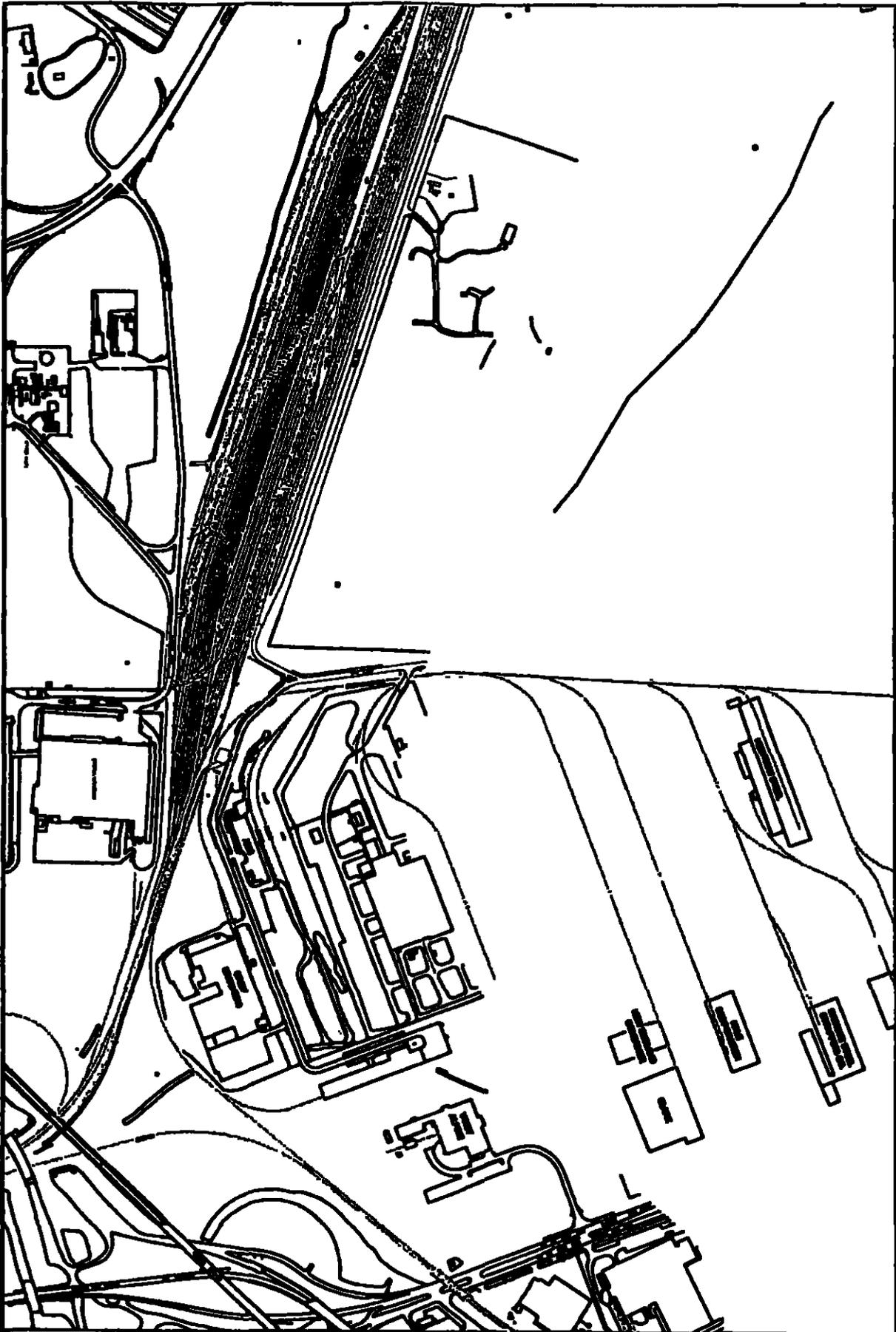
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LEGEND

PROFFER & BUCK ENGINEERS ARCHITECTS CO. -

1000 UNIVERSITY AVENUE

Scale: 1" = 40' (Sheet 2-10-68) Drawing 2 of 2



PREPARED & CHECKED BY: [Name]

DATE: [Date]

Scale: 1" = 40' (Sheet 1 of 2) / 1" = 40' (Sheet 2 of 2)

LEGEND

- PROPOSED & EXISTING BUILDING FOOTPRINTS - [Symbol]
- EXISTING ROAD, DRIVEWAY, WALKWAY - [Symbol]
- EXISTING PROPERTY BOUNDARY LINES - [Symbol]

Exhibit B

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO FD 35129

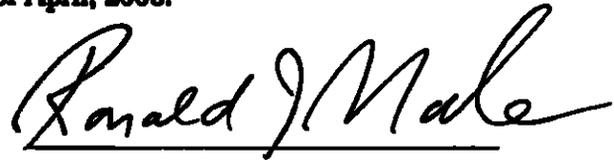
SSP RAILROAD HOLDING L L C
ACQUISITION AND OPERATION EXEMPTION –
MITTAL STEEL USA – RAILWAYS INC

SSP Railroad Holding LLC, a noncarrier, has filed a Verified Notice of Exemption to acquire from Mittal Steel USA – Railways Inc (“Mittal Railways”) and operate Mittal’s rail lines, totaling approximately 183 miles of track in and around Sparrows Point, Maryland. Comments must be filed with the Board and served on Zuckert, Scoutt & Rasenberger L L.P 888 Seventeenth Street, N W , Suite 700, Washington, DC 20006 Attention Richard A Allen. The Notice is filed under 49 U S C § 10502 and 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 § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

VERIFICATION

I, Ron Nock, as an Authorized Officer of SSP Railroad Holding LLC, declare under penalty of perjury that I have read the foregoing Verified Notice of Exemption and that its statements are true and correct to the best of my knowledge, information, and belief. I further declare that I am qualified and authorized to submit this verification on behalf of SSP Railroad Holding LLC.

Dated at Dearborn, Michigan, this 1st day of April, 2008.


Ronald J. Male