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April 29, 2003

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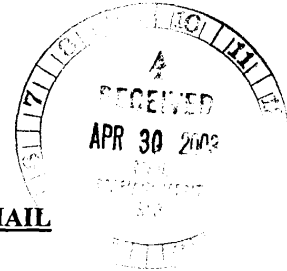
Richard R. Wilson
of Counsel

Telephone
412-471-1800

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Re: Railroad Ventures, Inc.
--Abandonment Exemption
Between Youngstown, OH and Darlington, PA
In Mahoning and Columbiana Counties, OH and
Beaver County, PA
--Docket No. AB-556 (Sub No. 2X)
Our File 4431-1-1

BY OVERNIGHT MAIL



Vernon H. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

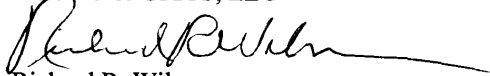
Dear Mr. Williams:

Enclosed for filing please find a response of Railroad Ventures, Inc. to the Petition for Leave to File Rebuttal Testimony or, in the Alternative, Motion to Strike on Behalf of Columbiana County Port Authority and Central Columbiana and Pennsylvania Railway, Inc. Copies of this Response of Railroad Ventures have been served on all parties of record.

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

Very truly yours,

VUONO & GRAY, LLC


Richard R. Wilson

dc/25847

Enclosures

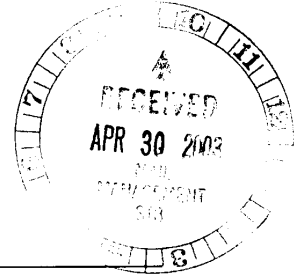
cc: Keith G. O'Brien, Esq.
Richard H. Streeter, Esq.
Railroad Ventures, Inc.

ENTERED
Office of Proceedings

APR 30 2003

Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



Docket No. AB-556 (Sub No. 2X)

**RAILROAD VENTURES, INC.
- ABANDONMENT EXEMPTION-
BETWEEN YOUNGSTOWN, OHIO AND DARLINGTON, PA
IN MAHONING AND COLUMBIANA COUNTIES, OH
AND BEAVER COUNTY, PA**

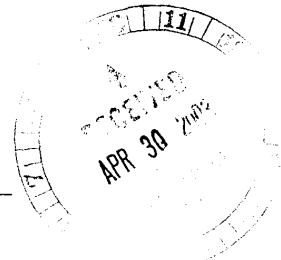
**RESPONSE OF RAILROAD VENTURES, INC. TO
PETITION FOR LEAVE TO FILE REBUTTAL TESTIMONY OR,
IN THE ALTERNATIVE, MOTION TO STRIKE ON BEHALF OF
COLUMBIANA COUNTY PORT AUTHORITY AND CENTRAL COLUMBIANA
AND PENNSYLVANIA RAILWAY, INC.**

Richard R. Wilson, Esq.
Attorney for Railroad Ventures, Inc.

VUONO & GRAY, L.L.C.
2310 Grant Building
Pittsburgh, PA 15219
(412) 471-1800

Date: April 29, 2003

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



STB Docket No. AB-4556 (2x)

**RAILROAD VENTURES, INC.
- ABANDONMENT EXEMPTION-
BETWEEN YOUNGSTOWN, OHIO AND DARLINGTON, PA
IN MAHONING AND COLUMBIANA COUNTIES, OH
AND BEAVER COUNTY, PA**

**RESPONSE OF RAILROAD VENTURES, INC. TO
PETITION FOR LEAVE TO FILE REBUTTAL TESTIMONY OR,
IN THE ALTERNATIVE, MOTION TO STRIKE ON BEHALF OF
COLUMBIANA COUNTY PORT AUTHORITY AND CENTRAL COLUMBIANA
AND PENNSYLVANIA RAILWAY, INC.**

On April 18, 2003 Columbiana Port Authority ("CCPA") and Central Columbiana and Pennsylvania Railway, Inc. ("CCPR") filed a Petition to permit filing of rebuttal testimony or alternatively a Motion to Strike in response to the Reply by Railroad Ventures, Inc. to the Joint Motion of CCPA and CCPR Seeking Final Closure of Escrow Account. In response to the April 18, 2003 Petition and Motion, RVI respectfully requests that the Board deny the CCPA/CCPR Petition or Motion and strike the rebuttal verified statement of Walter J. Gain submitted therewith.

CCPA and CCPR filed their Joint Motion Seeking Final Closure of Escrow Account on January 21, 2003. This Joint Motion presented the Surface Transportation Board ("Board") or ("STB") with a post-expenditure summary of CCPA distributions and CCPR expenditure reimbursements paid from the escrow account. The escrow account

was established by the Board for the specific purpose of assuring the restoration of various railroad crossings and the reconnection of existing signal facilities at those crossings.

Now rather than seeking "final closure" of the escrow account, CCPA and CCPR have filed a Petition for leave to file rebuttal testimony, as well as the rebuttal verified statement of Walter J. Gain, the CCPR employee who administered the CCPR expenditures reimbursed from the escrow account. Under the STB Rules of Practice a reply to a reply is not permitted. 49 CFR §1104.13. The CCPA/CCPR submission is nothing more than an impermissible reply to a reply and must be denied or stricken by the Board for that reason.

Rebuttal testimony is not appropriate at this stage of proceedings. The record already submitted by the parties is complete and further testimony and legal argument is not necessary for the Board to resolve the propriety of CCPA's escrow expenditures. Given the extensive record of proceedings which predated this filing, RVI's reply verified statement by Mr. Wehner presented a summary of prior evidence considered by this Board in order to place in context the conduct and the expenditures detailed by CCPA and CCPR in their Joint Motion for Final Closure. While CCPA and CCPR may not agree with portions of Mr. Wehner's verified statement there is clearly no basis for any of his statement to be stricken.

The burden to fully disclose documents, explain, and legally justify all escrow expenditures was placed on CCPA by the STB. In the Joint Motion For Final Closure, CCPA and CCPR had a full and fair opportunity to set forth all the facts, documentation and legal justification related to their escrow account expenditures as well as their

compliance with STB administrative and competitive bidding requirements. CCPA and CCPR did not comply with the Board's competitive bidding requirements which their own counsel had previously proposed and RVI responded with a detailed critique of their joint submission. No new evidence was submitted by RVI in its Reply to the joint submission which requires rebuttal by CCPA or CCPR. No legal arguments were raised by RVI which could not have been addressed by CCPA and CCPR in their joint submission. The failure of CCPA and CCPR to offer adequate factual and legal justification for their noncompliant escrow fund expenditures can not now be addressed lest there be no "final closure" to this matter. CCPA and CCPR had a most liberal and prolonged period in which to prepare and file a record in support of their escrow account expenditures. They should be required to live with their January 21, 2003 joint submission without further supplemental testimony or legal argument which will unduly prolong this proceeding and prejudice RVI's right to a prompt ruling on its escrowed funds.

Finally, CCPA and CCPR have also filed interrogatories and document production requests regarding an exhibit prepared by RVI in connection with state court litigation in Venture Properties Abortment, Inc., et. al. v. Boardman Supply Company, Case Number 00-CV-2275 in the Common Pleas Court of Mahoning County, Ohio. The Responses to these discovery requests should be sought through state court discovery procedures in that pending litigation. RVI therefore requests the Board issue a protective order that the interrogatories and request for production of documents sought by CCPA and CCPR be quashed and that CCPA and CCPR be directed to pursue those discovery requests in state court.

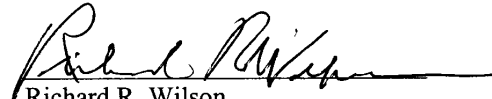
CONCLUSION

Accordingly, RVI respectfully requests that the Petition or Motion submitted by Petitioners be denied, that the rebuttal verified statement of Walter J. Gain be stricken and that the interrogatories and document production requests filed by Petitioners be quashed.

Respectfully submitted,

VUONO & GRAY, L.L.C.

By:



Richard R. Wilson
Attorney for Railroad Ventures, Inc.

VUONO & GRAY, LLC
2310 Grant Building
Pittsburgh, PA 15219
(412) 471-1800

/25807

CERTIFICATE OF SERVICE

I hereby certify that I have this 29th day of April, 2003 served a copy of the Response of Railroad Ventures, Inc. to Petition for Leave to File Rebuttal Testimony or, in the Alternative, Motion to Strike on Behalf of Columbiana County Port Authority and Central Columbiana and Pennsylvania Railway, Inc. upon the following by First Class United States Mail, postage prepaid:

Keith G. O'Brien, Esq.
REA, CROSS & AUCHINCLOSS
1707 L Street N.W.
Suite 570
Washington, D.C. 20036

Richard H. Streeter, Esq.
BARNES & THORNBURG
750 17th Street, N.W.
Suite 900
Washington, D.C. 20006

A handwritten signature in black ink, appearing to read "Richard R. Wilson", written over a horizontal line.

Richard R. Wilson
Attorney for Railroad Ventures, Inc.