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STRAUSS HAUER & FELD LLP**

Attorneys at Law

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FILED

August 14, 2002

VIA MESSENGER

AUG 14 2002

Secretary, Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

**SURFACE
TRANSPORTATION BOARD**



Re: Finance Docket No. 34243 -- Notice of Exemption

Dear Secretary:

Enclosed, on behalf of N&T Railway Company LLC, is a signed original and ten copies of a Verified Notice of Exemption pursuant to 49 C.F.R. § 1150.32(a). Also enclosed is a check payable to the Secretary, Surface Transportation Board in the amount of \$1,300 as the filing fee.

Sincerely,

A handwritten signature in cursive script, appearing to read "Scott E. Ross".

Scott E. Ross

Enclosures

FILE RECEIVED

AUG 1 2002

**SURFACE
TRANSPORTATION BOARD**

**ENTERED
Office of Proceedings**

AUG 15 2002

**Part of
Public Record**

ENTERED
Office of Proceedings

AUG 15 2002

Part of
Public Record

N&T Railway Company LLC
VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1150.31

FINANCE DOCKET NO. 34243



Pursuant to 49 C.F.R. § 1150.32(a), N&T Railway Company LLC, a noncarrier, hereby files this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 10901, to the extent applicable, to operate lines of railroad to be acquired from Republic Technologies International, LLC ("RTI"). Railroad service on these tracks is currently provided by Nimishillen & Tuscarawas, LLC, a subsidiary of RTI. N&T Railway Company LLC ("N&T") is a Delaware limited liability company, and is a wholly-owned subsidiary of Republic Engineered Products LLC ("REP").

In support of this notice of exemption, N&T submits the following information as required by 49 C.F.R. § 1150.33:

a. Full name and address of the applicant:

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N&T Railway Company LLC
200 Park Avenue, 58th Floor
New York, New York 10166
Attention: Michael Psaros

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b. Applicant's representative to receive correspondence:

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TRANSPORTATION BOARD

Scott E. Ross
Akin, Gump, Strauss, Hauer & Feld, L.L.C.
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4080

c. Statement that agreement has been reached:

As detailed more fully in section (e) below, an agreement has been reached for N&T to operate approximately 36 miles of track that are currently operated by Nimishillen &

Tuscarawas, LLC.

d. Operator of the property:

The operator of the rail properties will be N&T, a Delaware limited liability company, and wholly-owned subsidiary of REP.

e. A brief summary of the proposed transaction:

The railroad properties that are subject of this filing are currently owned by RTI, a Delaware limited liability company. RTI, the nation's largest producer of high-quality steel bars, is headquartered at 3770 Embassy Parkway, Akron, OH 44333. Rail service over the tracks in question is currently provided by Nimishillen & Tuscarawas, LLC, a subsidiary of RTI. Nimishillen & Tuscarawas, LLC commenced operations in 1989 pursuant to a notice of exemption filing in Finance Docket No. 31529.¹

RTI is in bankruptcy. Under a plan approved by the bankruptcy court, REP will acquire certain of the assets of RTI. In addition, REP will acquire the rail lines owned by RTI, which are currently being operated by Nimishillen & Tuscarawas, LLC. Nimishillen & Tuscarawas, LLC is not in bankruptcy. This transaction is expected to close on or about August 15, 2002. REP created N&T, a noncarrier, to operate and perform rail service over rail lines currently operated by Nimishillen & Tuscarawas, LLC.

The rail property over which N&T will operate is divided into two (2) segments on which no mileposts have been erected. The first segment (the "Massillon Line"), consisting of approximately 15 miles of track, is located in the Township of Perry, County of Stark, State of Ohio. This segment interchanges with the Norfolk Southern Railway Company. The second segment (the "Canton Line"), consisting of approximately 21 miles of track, is located between a

¹ At the time of the 1989 filing, Nimishillen & Tuscarawas, LLC was known as Nimishillen & Tuscarawas Railway Company. During a corporate reorganization that occurred since that time, Nimishillen & Tuscarawas Railway Company became Nimishillen & Tuscarawas, LLC.

point located in the Township of Canton, County of Stark, State of Ohio, and a point located in the City of Canton, County of Stark, State of Ohio. This segment interchanges with Norfolk Southern and the Wheeling & Lake Erie Railway Company. Altogether, N&T will operate approximately 36 miles of track. N&T expects to perform essentially the same kind of rail service currently being performed by Nimishillen & Tuscarawas, LLC. Until this notice becomes effective and N&T can commence operations as a carrier, Nimishillen & Tuscarawas, LLC will continue to perform rail service on these tracks.

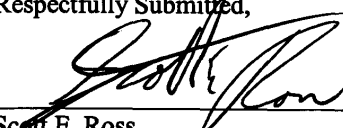
f. A map indicating the area to be served:

A map of the Massillon Line is attached as Exhibit A. A map of the Canton Line is attached as Exhibit B. A regional map showing the locations of both segments is attached as Exhibit C.

g. Certificate of projected revenues:

The undersigned hereby certifies that N&T's projected revenues will not exceed those that would qualify it as a Class III carrier.

Respectfully Submitted,

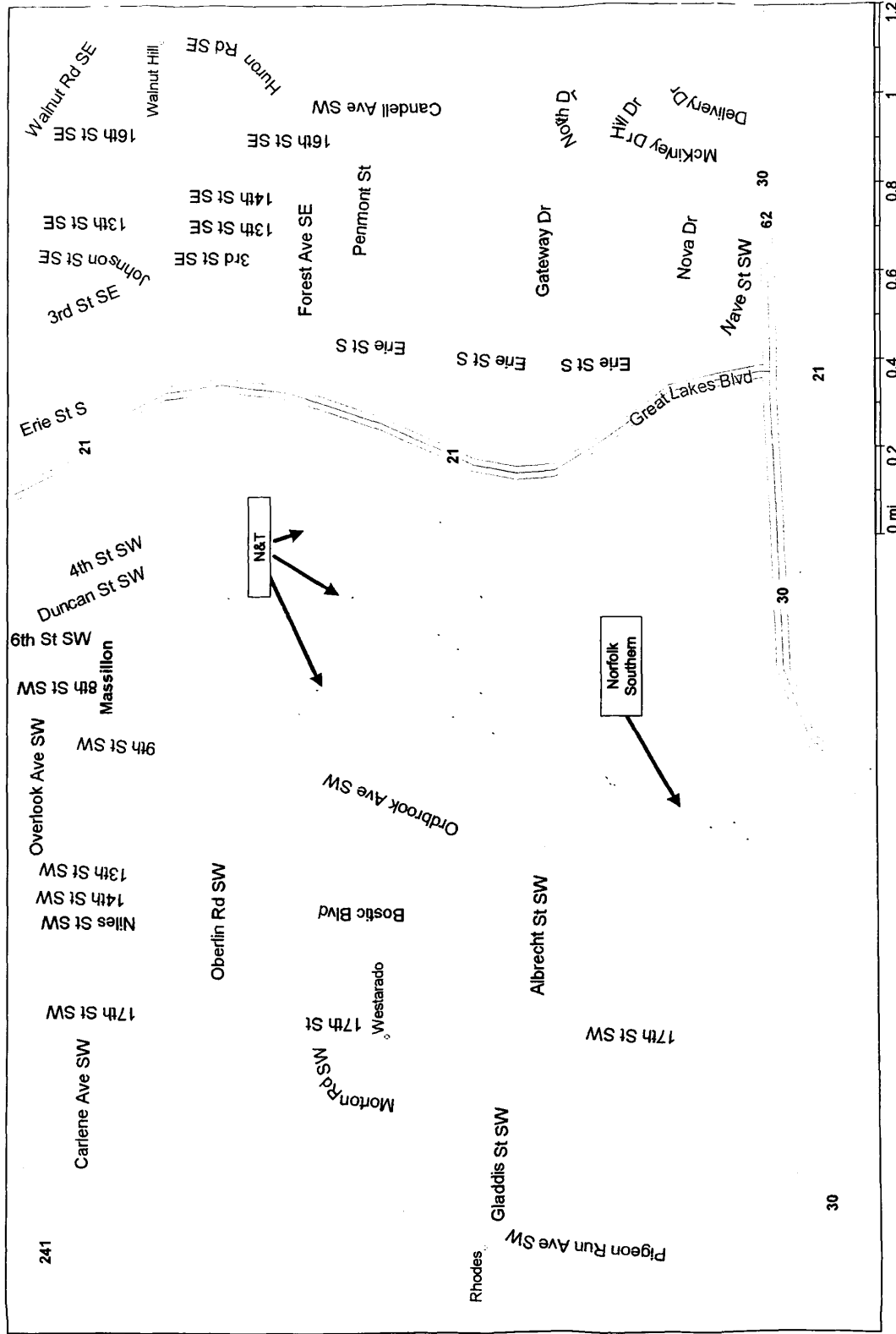
By: 
Scott E. Ross

AKIN, GUMP, STRAUSS, HAUER & FELD,
L.L.C.
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4080

ATTORNEYS FOR:
N&T RAILWAY COMPANY LLC

Dated: August 14, 2002

Exhibit A: The Massillon Line



Note: Not all spur or yard tracks shown on map.

Exhibit B: The Canton Line

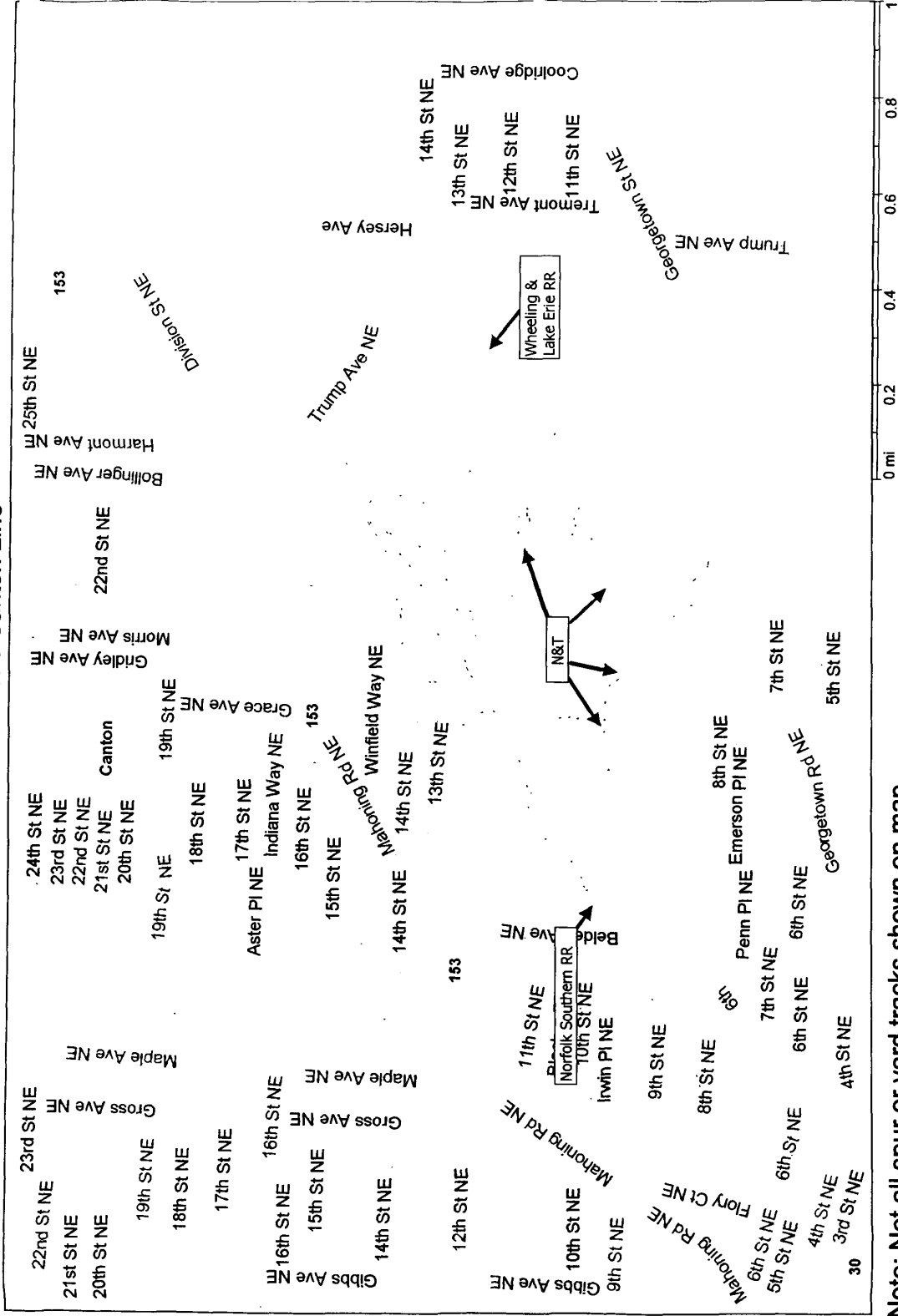
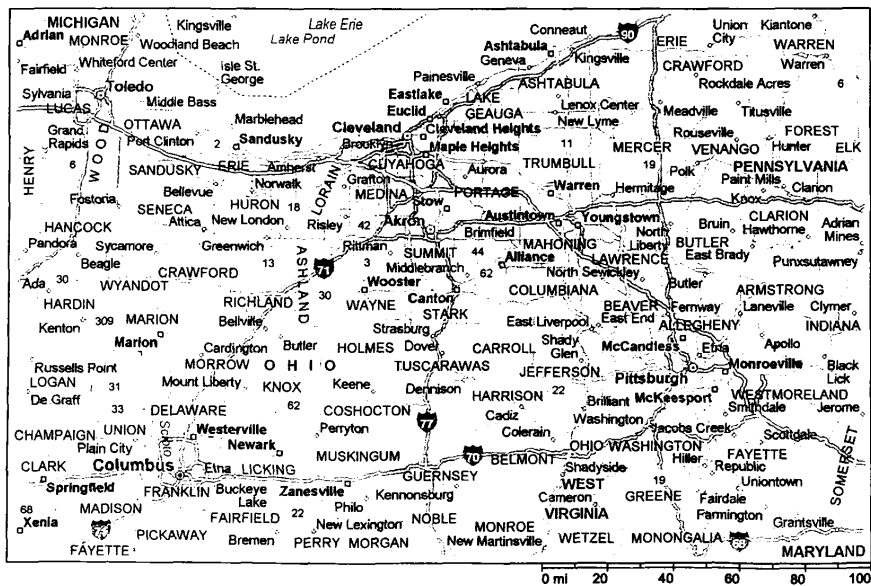
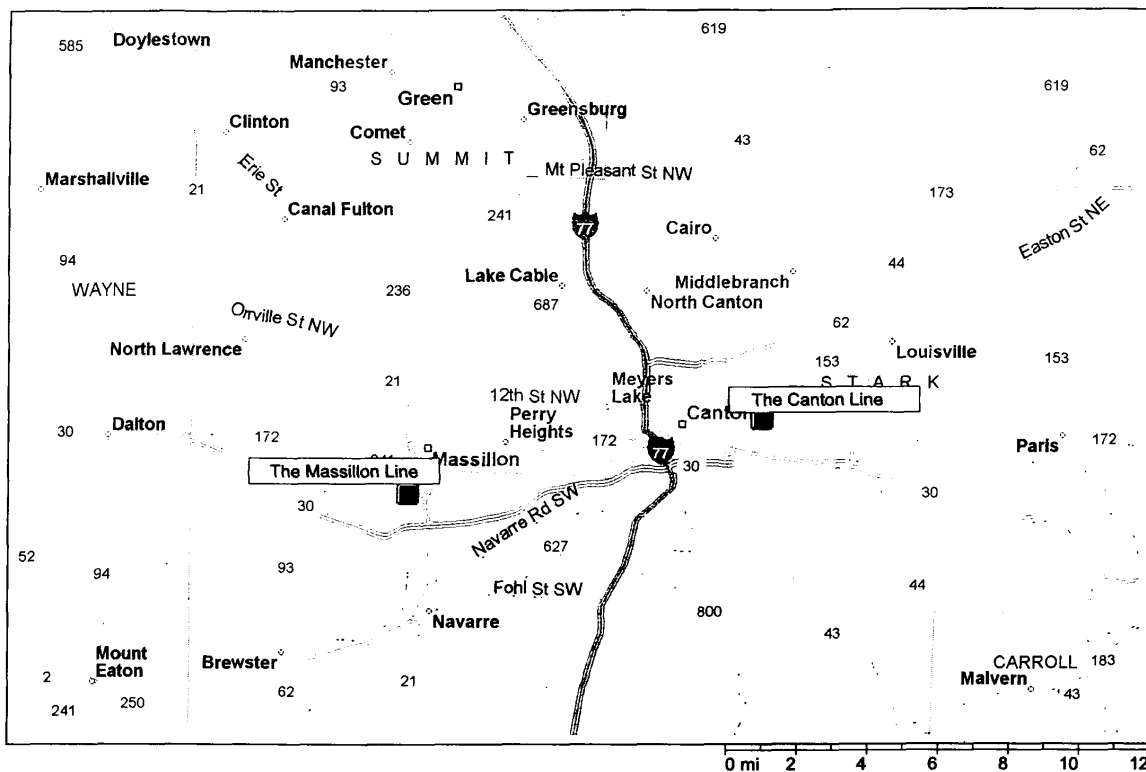


Exhibit C: Regional Overview



SURFACE TRANSPORTATION BOARD

VERIFIED NOTICE OF EXEMPTION

FINANCE DOCKET NO. 34243

N&T RAILWAY COMPANY LLC
EXEMPTION TO OPERATE A LINE OF RAILROAD

N&T Railway Company LLC has filed a notice of exemption to operate approximately 36 track miles of railroad currently operated by Nimishillen & Tuscarawas, LLC. Nimishillen & Tuscarawas, LLC is a wholly owned subsidiary of Republic Technologies International, LLC ("RTI"). RTI, which is in bankruptcy, is the nation's largest producer of high-quality steel bars. Republic Engineered Products LLC ("REP") plans to acquire the assets of RTI, including rail properties operated by the Nimishillen & Tuscarawas, LLC. REP has created N&T Railway Company LLC, a noncarrier, to operate the track currently operated by Nimishillen & Tuscarawas, LLC.

The lines of railroad to be operated are two segments, which are not connected to each other. The segments are known as the Massillon Line and the Canton Line. The Massillon Line is located in the Township of Perry, County of Stark, State of Ohio, and the Canton Line is located in both the Township of Canton and the City of Canton, County of Stark, State of Ohio. N&T Railway Company LLC will also operate over certain associated spur and industrial tracks.

Comments must be filed with the Board and served on Scott E. Ross, Akin, Gump, Strauss, Hauer & Feld, L.L.C., 1333 New Hampshire Avenue, N.W., Washington, D.C. 20036, (202) 887-4000. N&T Railway Company LLC will be a Class III carrier.

The 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 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.