

Law Offices

VUONO & GRAY, LLC

2310 Grant Building

Pittsburgh, PA 15219-2383

John A. Vuono
William A. Gray
Mark T. Vuono*
Dennis J. Kusturiss
Christine M. Dolfi
Louise R. Schrage
Susan C. Indrisano+
*Also Admitted in Florida
+Also Admitted in Maryland

Richard R. Wilson
of Counsel

Telephone
412-471-1800

Fax
412-471-2477

2/05/9

April 6, 2004



Re: STB Finance Docket No. 34486; Ohio Valley Railroad Company
-Acquisition and Operation Exemption – Harwood Properties, Inc.

Hon. Vernon A. Williams
Secretary, Surface Transportation Board
1925 K Street, N.W.
Room 700
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

APR - 7 2004

Part of
Public Record

Dear Secretary Williams:

Enclosed please find the original and ten copies of Ohio Valley's response to CSXT's letter of March 26, 2004 in the above captioned matter. This letter was filed initially via with the Surface Transportation Board and all parties of record on April 6, 2004.

Very truly yours,

VUONO & GRAY, LLC

Richard R. Wilson, Esq.
Attorney for Ohio Valley Railroad Company

RRW/bab
Enclosure

xc: Ohio Valley Railroad Company
Louis E. Gitomer, Esq. (by fax)

Law Offices

VUONO & GRAY, LLC

John A. Vuono
William A. Gray
Mark T. Vuono*
Dennis J. Kusturiss
Christine M. Dolfi
Louise R. Schrage
Susan C. Indrisano+
*Also Admitted in Florida
+Also Admitted in Maryland

2310 Grant Building

Pittsburgh, PA 15219-2383

Richard R. Wilson
of Counsel

Telephone
412-471-1800

Facsimile
412-471-4477

April 6, 2004



Re: STB Finance Docket No. 34486; Ohio Valley Railroad Company
-Acquisition and Operation Exemption – Harwood Properties, Inc.

Hon. Vernon A. Williams
Secretary, Surface Transportation Board
1925 K Street, N.W.
Room 700
Washington, D.C. 20423-0001

SENT VIA FACSIMILE 202-565-9004

ENTERED
Office of Proceedings

APR - 7 2004

Part of
Public Record

Dear Secretary Williams:

The purpose of this letter is to respond to the unverified comments submitted March 26, 2004 by counsel for CSX Transportation, Inc. ("CSXT") allegedly in an effort to provide the Board with a "more complete factual background." While CSXT claims to take no position in this proceeding, CSXT is in fact challenging the validity of Ohio Valley Railroad Company's ("OVR") holding out of common carrier rail service described in its notice of exemption.

First, CSXT has an incorrect factual understanding of OVR rail operations. Contrary to Paragraph 2 of the CSXT letter, OVR will serve MALX and is presently in active negotiations with an additional shipper which it can serve from its Harwood Yard facilities. Furthermore, contrary to the contention by CSXT, OVR does not, and as of March 18, 2004 did not, provide rail services at Harwood Yard. The correspondence of March 18, 2004 from OVR to CSXT intended to convey that OVR would provide common carrier rail operations upon exemption authorization from the Surface Transportation Board. In fact, OVR was only recently incorporated, and provides no rail operations at the present time, and will not conduct common carrier operations until and unless its Notice of Exemption in this docket becomes effective. Notwithstanding CSXT's inaccurate comments, there is nothing in OVR's verified notice of exemption that is either false or misleading nor does CSXT seek to stay or revoke OVR's exemption notice for those reasons.

Hon. Vernon Williams
Page 2
April 6, 2004

Furthermore, as indicated by the CSXT submission of March 26, 2004, OVRB connects only with Indiana Southwestern Railroad Company and at the appropriate time, after STB exemption authorization, OVRB will interchange with that carrier.

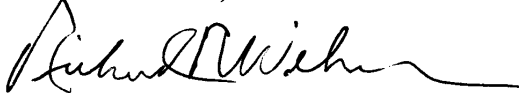
Finally, the real crux of CSXT's concern is that CSXT finds certain prospective operating proposals made by OVRB at CSXT's request to be unattractive. However, CSXT's commercial interests and access apprehensions have nothing to do with an acquisition and operation exemption filed by a prospective Class III carrier with which CSXT does not connect. CSXT was free to decline and distance itself from OVRB's proposals and apparently has sought to do so through its filing with the Board.

In summary, CSXT's comments are factually inaccurate, speculative, and directed to future events which could not occur without CSXT's participation and consent. Accordingly, the CSXT comments have no merit or relevance to OVRB's pending exemption notice. OVRB therefore respectfully requests that the Board disregard the speculative concerns and factual misconceptions presented by CSXT in its letter of March 26, 2004 and permit its acquisition and operation exemption to become effective.

The original and ten copies of this faxed response are being filed with the Board by overnight mail.

Very truly yours,

VUONO & GRAY, LLC

A handwritten signature in black ink, appearing to read "Richard R. Wilson", with a long horizontal flourish extending to the right.

Richard R. Wilson, Esq.
Attorney for Ohio Valley Railroad Company

RRW/bab

xc: Ohio Valley Railroad Company
Louis E. Gitomer, Esq. (by fax)

VERIFICATION

I, WILLIAM E. GRAY, President of Ohio Valley Railroad Company, verify under penalty of perjury that the factual representation contained in the attached letter dated April 5, 2004 are true and correct. Further, I certify that I am qualified and authorized to file the foregoing document with the Surface Transportation Board and have authorized my counsel to execute this verification on my behalf.

Executed on April 6, 2004.


William E. Gray