

BARNES & THORNBURG

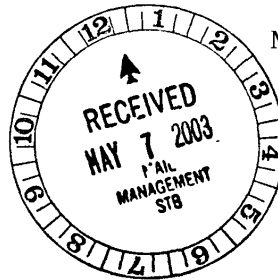
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By Hand Delivery

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



May 7, 2003

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

Dear Secretary Williams:

Enclosed for filing are an original and 10 copies of the "Response to Request for a
Protective Order to Squash Request for Production of Documents and Interrogatories and Motin
to Compel."

Two copies of the above-mentioned document are enclosed which we request be date-
stamped and returned to the undersigned. Thank you for your assistance in this matter.

Very truly yours,

ENTERED
Office of Proceedings

MAY 07 2003

Part of
Public Record

Richard H. Streeter

RHS

Enclosure

cc: Keith O'Brien, Esq.

DCDS01 RHS 69127v1

Indianapolis

Fort Wayne

South Bend

Elkhart

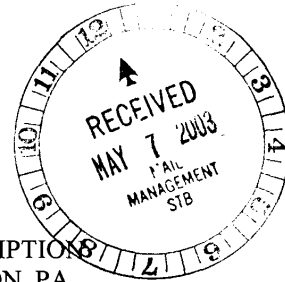
Chicago

Washington, D.C.

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, OHIO
AND BEAVER COUNTY, PA



**RESPONSE TO REQUEST FOR A PROTECTIVE ORDER TO QUASH
REQUEST FOR PRODUCTION OF DOCUMENTS AND INTERROGATORIES
AND MOTION TO COMPEL**

Come now Columbiana County Port Authority ("CCPA") and Central
Columbiana & Pennsylvania Railway, Inc. ("CCPR"), by and through counsel, and file
their joint response to Railroad Ventures, Inc.'s ("RVI") demand that the Board quash the
request for production of documents and interrogatories filed by CCPA and CCPR. *See*
Response of Railroad Ventures, Inc. to Petition for Leave to File Rebuttal Testimony at
unnumbered page 3. CCPA and CCPR, pursuant to 49 C.F.R. § 1114.30 and 1114.31(a)
request the Board to compel production of the requested documents and responses to
interrogatories. In order to acquaint the Board with the subject matter of the discovery,
true copies of the Interrogatories and Request for Production of Documents are attached
hereto as Attachments A and B. "Plaintiff's Exhibit 6," which is at the core of this
dispute, is attached to the Request for Production of Documents.

The information that is requested from RVI is directly related to the instant
proceeding. As the Board is aware, at page 13 of its October 4, 2000 Decision, it ordered
RVI to "sell to CCPA all of the interests that it acquired in this rail line with the
exception of the licenses and crossings to which CCPA ha[d] acquiesced" by adjusting

the valuation of the line, *i.e.*, the licenses and crossings specifically listed in CCPA's evidence." *See also*, November 9, 2001 Decision at 4.

Based on "Petitioner's Exhibit 6, which was introduced by RVI and its affiliate, Venture Properties of Boardman, Inc. ("VPB") in a deposition recently taken on RVI's behalf in a state court proceeding, it appears that RVI and VPB have contumaciously refused to comply with the Board's orders. As explained in the Affidavit of Timothy Brookes, who is the General Counsel for CCPA, he has reviewed all of the agreements that RVI has turned over to CCPA pursuant to the Board's orders. *See Attachment C.* His review shows that RVI has tendered only 54 licenses to CCPA. That cannot be reconciled with "Petitioner's Exhibit 6," which lists the licenses acquired by RVI from Y&S and the purported income they produce.¹ That exhibit reflects a total of 258 licenses. Because Mr. Rossi's study covered 136 licenses, RVI should have tendered 122 licenses. As a result, at least 68 licenses have not been tendered. RVI has not provided any explanation for this obvious discrepancy or the whereabouts of the missing licenses.

As Mr. Brookes' study demonstrates, the annual fees generated by the licenses in CCPA's possession total only \$1,524.² According to "Plaintiff's Exhibit 6," the purported annual fees generated by the 122 licenses that should have been transferred to CCPA would total \$34,077, which is the difference between \$90,723 (the annual fees for the 258 licenses listed in column 1 of Plaintiff's Exhibit 6) and \$56,646 (the annual fees for the 136 licenses listed in column 2 of Plaintiff's Exhibit 6). Once again, RVI has not accounted for the discrepancy of \$32,553 of annual fees.

¹ A true copy of Petitioners' Exhibit 6 is attached to the Request for Production of Documents.

² The licenses received from RVI also reflect an additional \$575 of initial fees. *See Attachment A* to the Affidavit of Timothy R. Brookes.

A further discrepancy is revealed in Mr. Handel's letter to Mr. Drake, dated April 18, 2002.³ In his letter, Mr. Handel claimed that "[t]he license agreements not listed in the Rossi appraisal generated about \$22,000 annually in revenue." If true, that amount cannot be meshed with the \$32,553 figure that is based on the purported annual fees in "Plaintiff's Exhibit 6." Also, why hasn't RVI tendered the income to CCPA, which, since January 25, 2001, is entitled to it pursuant to the Board's Decisions.

The foregoing has a direct impact on the price that was paid to RVI by CCPA. In response to CCPA's request that it clarify the property interests transferred to CCPA from RVI, the Board explained at page 4 of its November 9, 2001 Decision that:

CCPA submitted to us (in an appendix to its Request to Set Terms) a list of some--but not all--of the crossings and agreements in which RVI's right, title, and interest was transferred from RVI to VPB. CCPA estimated the value of the listed easements and adjusted its offer to reflect the loss of income from the listed crossings and easement. When we set the purchase price, we adjusted the price of the line to account for the fact that VPB would continue to receive the income from the listed crossings and agreements.

In its November 9, 2001 Decision the Board also ordered RVI to take the following action (*id.* at 5):

RVI shall arrange for its affiliate, VPB, within 15 days of the effective date of this decision, to transfer, effective January 24, 2001 (the date of the sale of this rail line to CCPA), the rights, title, and/or interest formerly held by RVI to CCPA. Any income or other benefits that would have accrued to VPB before January 24, 2001, now accrue to CCPA, not VPB.

When it affirmed the Board's decisions, the Sixth Circuit specifically recognized that when it valued the line, the Board reduced the "value of the land by \$100,000 due to

³ See Attachment D.

RVI's assignment of lease and interest income to a third party." *Railroad Ventures, Inc. v. Surface Transportation Board*, 299 F.3d 523, 539 (6th Cir. 2002) ("RVI I").

Based on the values reflected in Plaintiff's Exhibit 6, it appears that the capitalized value of lease and interest income attributed to the licenses that RVI retained would be far greater than the \$100,000 that Mr. Rossi attributed to them. If this newly discovered data are true, RVI and VPB are guilty of fraudulent concealment and deception. Moreover, CCPA should be entitled to deduct more than \$100,000 from the purchase price. Indeed, had CCPA been made aware of the true value of those licenses, it would not have agreed to allow RVI to keep them and transfer them to VPB.

Given the apparent fraud that has been perpetrated on CCPA and the Board, and in order to determine the truth of the matter, the Board should compel RVI to produce the requested documents. Plainly, by introducing "Plaintiff's Exhibit 6" in the state court proceeding in order to besmirch Mr. Rossi and cast doubts on his credibility, RVI inadvertently demonstrated that it has not complied with the Board's explicit orders. That has nothing to do with the pending state action. Therefore, the Board, not the state court, must protect its own jurisdiction by ensuring that its procedures are not abused and that its orders are obeyed.

The income figures reflected in "Petitioner's Exhibit 6" also demonstrate that RVI has not obeyed the Board's explicit orders. If that exhibit is to be believed, it would appear that the 258 licenses would generate as much as \$90,723 of annual income. It would also appear that the 136 licenses that Rossi appraised and that RVI retained would generate as much as \$56,646. Therefore, if "Plaintiff's Exhibit 6" is accurate, RVI could

have realized in excess of \$34,000 of annual income that should have been paid to CCPA after January 24, 2001.

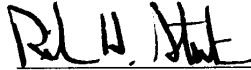
Moreover, the correspondence between RVI and CCPA that is attached hereto as Attachment D confirms that RVI has continued to hold valuable licenses and income to which it is no longer entitled under the pretext that it may do so "pending outcome of the litigation" (Letter to Tracy V. Drake from David L. Handel, dated April 18, 2002 at 2). While Mr. Handel apparently feels that there is no need to comply with the Board's Decisions, it is stressed that RVI did not seek a stay of those Decisions. As a result, they are effective and the licenses and the income derived therefrom since January 24, 2001 belong to CCPA.

The discovery requests were delivered to RVI's counsel in this proceeding on April 21, 2003 and required RVI to respond within 15 days of service, or May 6. It should be noted that CCPA's and CCPR's Joint Motion Seeking Closure of Escrow Account is currently pending before the Board. Hence, this matter is not administratively final. Moreover, as the Board's Office of General Counsel will confirm, On April 9, 2003, counsel for RVI advised the United States Court of Appeals for the Sixth Circuit that because Mr. Rossi allegedly failed to include certain assets in his appraisal, "RVI will petition the STB to reopen the valuation proceedings so that it can properly consider this newly discovered evidence." Petitioner Railroad Ventures, Inc.'s Motion to Hold Appeal in Abeyance Pending Further Agency Proceedings at 4, *Railroad Ventures, Inc. v. Surface Transportation Board* (No. 01-4262).

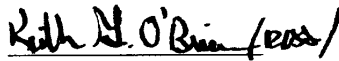
Given the continuing controversy, and in order to resolve this matter, the Board must compel RVI to respond to the discovery requests. CCPA is entitled to the

information that it has requested and which RVI has fraudulently concealed. In addition, the Board, pursuant to 49 U.S.C. § 11703, should refer this matter to the Department of Justice with the request that the Department bring a court proceeding to enforce its order and prosecute RVI and its principals for violating its orders.

Respectfully submitted,



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202-785-3700 - telephone

Counsel for Columbiana County Port Authority and
Central Columbiana & Pennsylvania Railway, Inc.

Date: May 7, 2003

Attachment A

ORIGINAL

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, OHIO
AND BEAVER COUNTY, PA

INTERROGATORIES

Come now Columbiana County Port Authority ("CCPA") and Central
Columbiana & Pennsylvania Railway, Inc. ("CCPR"), pursuant to 49 C.F.R. § 1114.26,
and request that Railroad Ventures, Inc. and Venture Properties of Boardman, Inc. answer
the following interrogatories within 15 days of service.

1. Identify the name, address, title, and position of the individual answering
these interrogatories and provide identification information for each individual who
provided information for or otherwise assisted in answering these interrogatories.

Answer:

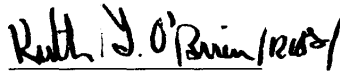
2. Identify by name, address, employer, and job title all individuals who were
involved in the preparation of what was identified during the course of the deposition of
John R. Rossi, taken March 28, 2003, as Plaintiff's Exhibit 6 in Case No. 00 CV 2275,
Venture Properties of Boardman, Inc., et al. v. Boardman Supply Company, Court of
Common Pleas, Mahoning County, OH. A copy of Plaintiff's Exhibit 6 is attached.

Answer:

Respectfully submitted,



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202-408-6933 - telephone



Keith G. O'Brien, Esq.
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202-785-3700 - telephone

Counsel for Columbiana County Port Authority and
Central Columbiana & Pennsylvania Railway, Inc.

Date: April 18, 2003

EX 6

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSS LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
258			136			Y & S Vol 72 pg 332-335 2/85		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5010006	Ambrosia Trucking Co.	1,000.00	5010006	Ambrosia Trucking Co.	1,000.00	5010006	Ambrosia Trucking Co. 10/15/85	1,000.00
5010015	Armstrong Utilities, Inc.	750.00	5010015	Armstrong Utilities, Inc.	750.00	5010015	Armstrong Utilities, Inc.	750.00
5111133	Armstrong Utilities, Inc.	750.00	5111133	Armstrong Utilities, Inc. 3/10/97	750.00	5010020	Armstrong Utilities, Inc.	750.00
5111134	Armstrong Utilities, Inc.	750.00	5111134	Armstrong Utilities, Inc. 3/10/97	750.00			
5111136	Armstrong Utilities, Inc.	750.00	5111136	Armstrong Utilities, Inc. 3/10/97	750.00			
5111137	Armstrong Utilities, Inc.	750.00	5111137	Armstrong Utilities, Inc. 3/10/97	750.00			
5020020	Bell Telephone Co of Pa	9.00	5020020	Bell Telephone Co of Pa	9.00			
5020042	Boardman Twp Park	235.00	5020042	Boardman Twp Park	235.00	5020021	Bell Telephone Co of Pa	750.00
5030025	Columbiana City	1.00	5030025	Columbiana City	1.00	5020042	Boardman Twp Park	235.00
512005	Lakewood Chemical/Labate	100.00	512005	Lakewood Chemical/Labate	100.00	5030025	Columbiana City	1.00
5130005	Mahoning County Sanitary	500.00	5130005	Mahoning County Sanitary	500.00	512005	Lakewood Chemical/Labate	100.00
5111112	Mahoning County Sanitary	750.00				5130005	Mahoning County Sanitary	500.00
5111111	Mahoning County Sanitary	750.00						
5010025	Ohio River Pipe Line Co	1,500.00	5010025	Ohio River Pipe Line Co	1,500.00			
5160015	Peoples Natural Gas Co	500.00	5160015	Peoples Natural Gas Co	500.00	5010025	Ohio River Pipe Line Co - Ashland	1,500.00
5160016	Peoples Natural Gas Co	750.00	5160016	Peoples Natural Gas Co	750.00	5160015	Peoples Natural Gas Co	500.00
5160032	Pittsburgh Tube Company	100.00	5160032	Pittsburgh Tube Company	100.00	5160016	Peoples Natural Gas Co	750.00
5050018	Alitel, Inc.	750.00	5050018	Alitel, Inc.	750.00	5160032	Pittsburgh Tube Company	100.00
5050020	Alitel, Inc.	750.00	5050020	Alitel, Inc.	750.00	5050019	Alitel, Inc.	750.00
5050021	Alitel, Inc.	750.00	5050021	Alitel, Inc.	750.00	5050020	Alitel, Inc.	750.00
5111121	Alitel, Inc.	750.00	5111121	Alitel, Inc.	750.00	5050021	Alitel, Inc.	750.00
5111118	Borough of Glasgow	50.00						
5090005	International Cooperation	50.00				5090005	International Cooperation	50.00
5111129	R&J Trucking Co.	750.00	5111129	R&J Trucking Co.	750.00			
5130025	Viking Resources Corp	1,300.00						
5111119	CNG Transmission	750.00	5111119	CNG Transmission	750.00	5130025	Hazel Meehan	1,300.00
5120015	CNG Transmission	250.00	5120015	CNG Transmission	250.00			
5120017	CNG Transmission	250.00	5120017	CNG Transmission	250.00	5120015	CNG Transmission 1/1/89 Laurel	250.00
5030005	Columbia Gas of Ohio, Inc	250.00				5120017	CNG Transmission 1/1/89	250.00
5030006	Columbia Gas of Ohio, Inc	750.00	5030006	Columbia Gas of Ohio, Inc	750.00	5030005	Columbia Gas of Ohio, Inc	250.00
5030007	Columbia Gas of Ohio, Inc	1.00				5030006	Columbia Gas of Ohio, Inc	750.00
5170008	Columbia Gas of Ohio, Inc	6.00						
5170007	Columbia Gas of Ohio, Inc	750.00						
5170016	Columbia Gas of Ohio, Inc	750.00						
5170004	Columbia Gas of Ohio, Inc	750.00						
5170001	Columbia Gas of Ohio, Inc	750.00						
5030021	Columbia Gas Transmission	500.00	5030021	Columbia Gas Transmission	500.00			
5111122	Alitel, Inc.	500.00						
5111123	Alitel, Inc.	500.00				5030021	Columbia Gas Transmission	500.00
5111120	Alitel, Inc.	500.00						
5190010	Sun Pipe Line Co	750.00						
5190011	Sun Pipe Line Co	750.00				5190010	Sun Pipe Line Co	750.00
5190012	Sun Pipe Line Co	750.00				5190011	Sun Pipe Line Co	750.00
5190013	Sun Pipe Line Co	750.00				5190012	Sun Pipe Line Co	750.00
5111103	Village of Columbiana	750.00				5190013	Sun Pipe Line Co	750.00
5111105	Village of Columbiana	750.00						
5111131	Village of Columbiana	250.00						

PLAINTIFF'S
EXHIBIT
3-18-03 G-D

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSSI LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5111132	Village of Columbiana	750.00						
5111104	Village of Columbiana	750.00						
5200009	AT&T Cable Services	750.00	5200009	AT&T Cable Services	750.00	5200009	AT&T Cable Services	750.00
5170030	Ameritech	500.00						
5170031	Ameritech	500.00	5170031	Ameritech	500.00			
5170032	Ameritech	500.00	5170032	Ameritech	500.00			
5170033	Ameritech	500.00						
5170036	Ameritech	500.00						
5170012	Ameritech	500.00	5170012	Ameritech	500.00			
5170013	Ameritech	500.00						
5150005	Ameritech	250.00	5150005	Ameritech	250.00	5150005	Ameritech	250.00
5150006	Ameritech	500.00	5150006	Ameritech	500.00	5150006	Ameritech	500.00
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5150009	Ameritech	500.00	5150009	Ameritech	500.00	5150009	Ameritech	500.00
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5151632	Ameritech	500.00	5151632	Ameritech	500.00			
5150028	Ameritech	500.00	5150028	Ameritech	500.00	5150028	Ameritech	500.00
5150027	Ameritech	500.00	5150027	Ameritech	500.00	5150027	Ameritech	500.00
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5150024	Ameritech	500.00	5150024	Ameritech	500.00	5150024	Ameritech	500.00
5150022	Ameritech	500.00						
5150028	Ameritech	500.00				5150022	Ameritech	500.00
5150010	Ameritech	500.00				5150029	Ameritech	500.00
5150000	Ameritech	500.00	5150000	Ameritech	500.00			
5150020	Ameritech	500.00	5150020	Ameritech	500.00			
5170003	Ameritech	500.00						
5170005	Ameritech	500.00						
5170006	Ameritech	500.00						
5170027	Ameritech	500.00	5170027	Ameritech	500.00			
5170028	Ameritech	500.00						
5170029	Ameritech	500.00						
5010010	Arco Pipe Line	500.00				5010010	Arco Pipe Line	500.00
5050014	Consolidated Natural Gas	750.00	5050014	Consolidated Natural Gas	750.00	5050014	Consolidated Natural Gas	750.00
5170015	Consolidated Natural Gas	750.00						
5170037	Consolidated Natural Gas	750.00						
5050011	Consolidated Natural Gas	750.00	5050011	Consolidated Natural Gas	750.00	5050011	Consolidated Natural Gas	750.00
5170038	Consolidated Natural Gas	750.00						
5170035	Consolidated Natural Gas	750.00						
5030012	Columbia Gas of Pa, Inc	500.00				5030012	Columbia Gas of Pa, Inc	500.00
5030011	Columbia Gas of Pa, Inc	500.00				5030011	Columbia Gas of Pa, Inc	500.00
5030013	Columbia Gas of Pa, Inc	500.00	5030013	Columbia Gas of Pa, Inc	750.00	5030013	Columbia Gas of Pa, Inc	750.00
5030018	Columbia Gas Transmission	500.00	5030018	Columbia Gas Transmission	500.00	5030018	Columbia Gas Transmission	500.00
5030017	Columbia Gas Transmission	500.00	5030017	Columbia Gas Transmission	500.00	5030017	Columbia Gas Transmission	500.00

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSSI LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5030015	Columbia Gas Transmission	500.00	5030015	Columbia Gas Transmission	500.00	5030015	Columbia Gas Transmission	500.00
5030020	Columbia Gas Transmission	500.00	5030020	Columbia Gas Transmission	500.00	5030020	Columbia Gas Transmission	500.00
5030022	Columbia Gas Transmission	500.00	5030022	Columbia Gas Transmission	500.00	5030022	Columbia Gas Transmission	500.00
5050008	Consolidated Natural Gas	500.00	5050008	Consolidated Natural Gas	500.00	5050008	Consolidated Natural Gas	500.00
5050013	Consolidated Natural Gas	500.00	5050013	Consolidated Natural Gas	500.00	5050013	Consolidated Natural Gas	500.00
5050009	Consolidated Natural Gas	250.00	5050009	Consolidated Natural Gas	250.00	5050009	Consolidated Natural Gas	250.00
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5050007	Consolidated Natural Gas	500.00	5050007	Consolidated Natural Gas	500.00	5050007	Consolidated Natural Gas	500.00
5050008	Consolidated Natural Gas	750.00	5050008	Consolidated Natural Gas	750.00	5050008	Consolidated Natural Gas	750.00
5050005	Consolidated Natural Gas	750.00	5050005	Consolidated Natural Gas	750.00	5050005	Consolidated Natural Gas	750.00
5170039	Consolidated Natural Gas	750.00	5170039	Consolidated Natural Gas	750.00	5170039	Consolidated Natural Gas	750.00
5111128	The Company Store							
5040008	Donohue Railroad Equip	100.00						
5120021	LCI		5120021	LCI		5040008	Donohue Railroad Equip	100.00
5020041	Boardman Supply	50.00	5020041	Boardman Supply	50.00	5120021	LCI 6/20/85	
5020040	Boardman Supply	750.00	5020040	Boardman Supply	750.00	5020041	Boardman Supply	50.00
5020039	Boardman Supply	750.00	5020039	Boardman Supply	750.00	5020040	Boardman Supply	750.00
5111130	Arthur Lightfoot	60.00				5020039	Boardman Supply 3/1/92	750.00
5020030	Boardman Steel	1,000.00	5020030	Boardman Steel	1,000.00			
5020031	Boardman Steel	750.00	5020031	Boardman Steel	750.00	5020030	Boardman Steel	1,000.00
5020032	Boardman Steel	750.00	5020032	Boardman Steel	750.00	5020031	Boardman Steel	750.00
5020033	Boardman Steel	750.00	5020033	Boardman Steel	750.00	5020032	Boardman Steel	750.00
5160013	Colby White Enterprises	750.00	5160013	Colby White Enterprises	750.00	5020033	Boardman Steel	750.00
5111101	David W Thompson	60.00				5160013	Colby White Enterprises	750.00
5111117	Michael E Labate		5111117	Michael E Labate				
5130030	Metal Carbides	500.00	5130030	Metal Carbides	500.00			
5111108	Gunning Refractories	750.00				5130030	Metal Carbides	500.00
5020025	Francis H Bezdek	100.00						
5050015	Eastern Tool & Machine	750.00	5050015	Eastern Tool & Machine	750.00	5020025	Francis H Bezdek	100.00
5111110	Miner Railcar Services	1,200.00	5111110	Miner Railcar Services	1,200.00	5050015	Eastern Tool & Machine 12/1/91	750.00
5111109	Miner Railcar Services	750.00	5111109	Miner Railcar Services	750.00			
5170011	D & L Energy, Inc	1,200.00	5170011	D & L Energy, Inc	1,200.00			
5190004	Scamey Industries	500.00	5190004	Scamey Industries	500.00			
5200017	Zane Johns	500.00	5200017	Zane Johns	500.00	5190004	Scamey Industries	500.00
5150085	Consumers Ohio Water	750.00	5150085	Consumers Ohio Water	750.00	5200017	Zane Johns	500.00
5150086	Consumers Ohio Water	750.00	5150086	Consumers Ohio Water	750.00	5150085	Consumers Ohio Water	500.00
5150087	Consumers Ohio Water	750.00	5150087	Consumers Ohio Water	750.00	5150086	Consumers Ohio Water	750.00
5150088	Consumers Ohio Water	750.00	5150088	Consumers Ohio Water	750.00	5150087	Consumers Ohio Water	750.00
5150089	Consumers Ohio Water	750.00	5150089	Consumers Ohio Water	750.00	5150088	Consumers Ohio Water	750.00
5150090	Consumers Ohio Water	750.00	5150090	Consumers Ohio Water	750.00	5150089	Consumers Ohio Water	750.00
5150091	Consumers Ohio Water	750.00	5150091	Consumers Ohio Water	750.00	5150090	Consumers Ohio Water	750.00
5150092	Consumers Ohio Water	100.00	5150092	Consumers Ohio Water	100.00	5150091	Consumers Ohio Water	750.00
5150093	Consumers Ohio Water	750.00	5150093	Consumers Ohio Water	750.00	5150092	Consumers Ohio Water	100.00
5150094	Consumers Ohio Water	750.00	5150094	Consumers Ohio Water	750.00	5150093	Consumers Ohio Water	750.00
5150100	Consumers Ohio Water	750.00				5150094	Consumers Ohio Water 12/1/91	750.00
5170017	Consumers Ohio Water	750.00						
5170018	Consumers Ohio Water	750.00						
5170019	Consumers Ohio Water	750.00	5170019	Consumers Ohio Water	750.00			
5170034	Ohio Edison							
7170026	Ohio Edison							
5150030	Ohio Edison					5150030	Ohio Edison	

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSSI LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
pg 128-131			Y & S Vol 72 pg 332-335 2/85					
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5150032	Ohio Edison					5150032	Ohio Edison	
5150033	Ohio Edison		5150033	Ohio Edison		5150033	Ohio Edison	
5150034	Ohio Edison		5150034	Ohio Edison		5150034	Ohio Edison	
5150035	Ohio Edison		5150035	Ohio Edison		5150035	Ohio Edison	
5150036	Ohio Edison					5150036	Ohio Edison	
5150037	Ohio Edison		5150037	Ohio Edison		5150037	Ohio Edison	
5150038	Ohio Edison		5150038	Ohio Edison		5150038	Ohio Edison	
5150039	Ohio Edison		5150039	Ohio Edison		5150039	Ohio Edison	
5150040	Ohio Edison		5150040	Ohio Edison		5150040	Ohio Edison	
5150041	Ohio Edison		5150041	Ohio Edison		5150041	Ohio Edison	
5150042	Ohio Edison		5150042	Ohio Edison		5150042	Ohio Edison	
5150043	Ohio Edison		5150043	Ohio Edison		5150043	Ohio Edison	
5150044	Ohio Edison		5150044	Ohio Edison		5150044	Ohio Edison	
5150045	Ohio Edison		5150045	Ohio Edison		5150045	Ohio Edison	
5150046	Ohio Edison		5150046	Ohio Edison		5150046	Ohio Edison	
5150047	Ohio Edison		5150047	Ohio Edison		5150047	Ohio Edison	
5150060	Ohio Edison		5150060	Ohio Edison		5150060	Ohio Edison	
5150061	Ohio Edison		5150061	Ohio Edison		5150061	Ohio Edison	
5150062	Ohio Edison		5150062	Ohio Edison		5150062	Ohio Edison	
5150063	Ohio Edison		5150063	Ohio Edison		5150063	Ohio Edison	
5150064	Ohio Edison		5150064	Ohio Edison		5150064	Ohio Edison	
5150065	Ohio Edison		5150065	Ohio Edison		5150065	Ohio Edison	
5150068	Ohio Edison					5150068	Ohio Edison	
5150069	Ohio Edison					5150069	Ohio Edison	
5150070	Ohio Edison		5150070	Ohio Edison		5150070	Ohio Edison	
			5150073	Ohio Edison		5150073	Ohio Edison	
5150073	Ohio Edison							
5150072	Ohio Edison							
5150067	Ohio Edison		5150067	Ohio Edison				
5170020	Ohio Edison		5170020	Ohio Edison				
5170021	Ohio Edison							
5170022	Ohio Edison							
5170023	Ohio Edison		5170023	Ohio Edison				
5160001	Pennsylvania Power Co					5160001	Pennsylvania Power Co 8/1/88	
5160002	Pennsylvania Power Co					5160002	Pennsylvania Power Co	
5160003	Pennsylvania Power Co					5160003	Pennsylvania Power Co	
5160004	Pennsylvania Power Co					5160004	Pennsylvania Power Co	
5160005	Pennsylvania Power Co					5160005	Pennsylvania Power Co	
5160006	Pennsylvania Power Co		5160006	Pennsylvania Power Co		5160006	Pennsylvania Power Co	
5160007	Pennsylvania Power Co		5160007	Pennsylvania Power Co		5160007	Pennsylvania Power Co	
5160008	Pennsylvania Power Co		5160008	Pennsylvania Power Co		5160008	Pennsylvania Power Co	
5160010	Pennsylvania Power Co		5160010	Pennsylvania Power Co		5160010	Pennsylvania Power Co	
5160011	Pennsylvania Power Co		5160011	Pennsylvania Power Co		5160011	Pennsylvania Power Co	
5160012	Pennsylvania Power Co		5160012	Pennsylvania Power Co		5160012	Pennsylvania Power Co	
5160065	Pennsylvania Power Co					5160065	Pennsylvania Power Co	
5170009	Pennsylvania Power Co							
5111113	Beaver Falls AID Council	750.00						
5111114	Beaver Falls AID Council	750.00	5111114	Beaver Falls AID Council	750.00			
5111116	Central Commercial Corp	500.00						
5111124	Consolidated Gas Supply	750.00	5111124	Consolidated Gas Supply	750.00			
5111115	Fithian Equipment	1,000.00	5111115	Fithian Equipment	1,000.00			
5111106	Gulf Refining Co	500.00						
5200005	Tennessee Gas					5200005	Tennessee Gas	

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSSI LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
			pg 128-131			Y & S Vol 72 pg 332-335 2/95		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5200007	Tennessee Gas					5200007	Tennessee Gas	
5200008	Tennessee Gas					5200008	Tennessee Gas	
5050022	Everflow Eastern		5050022	Everflow Eastern		5050022	Everflow Eastern 11/1/87	
5050024	Everflow Eastern		5050024	Everflow Eastern		5050024	Everflow Eastern 11/1/88	
5050026	Everflow Eastern		5050026	Everflow Eastern		5050026	Everflow Eastern 7/1/92	
5050028	Everflow Eastern		5050028	Everflow Eastern		5050028	Everflow Eastern 3/22/91	
5050030	Everflow Eastern		5050030	Everflow Eastern		5050030	Everflow Eastern 5/1/88	
5050032	Everflow Eastern		5050032	Everflow Eastern		5050032	Everflow Eastern 1/1/95	
5040005	Darlington Brick		5040005	Darlington Brick		5040005	Darlington Brick	
5120016	CNG Transmission					5120016	CNG Transmission 1/1/89	
5111107	Buckeye Pipe Line							
5050026	Everflow Eastern		5050026	Everflow Eastern		5050026	Everflow Eastern 1/1/88	
5070005	R.D. Golladay	250.00				5070005	R.D. Golladay	250.00
5150007	Ameritech					5150007	Ameritech	
5170002	Consumers Ohio Water							
5150069	Consumers Ohio Water							
5200006	Tennessee Gas							
5111102	City of Youngstown							
5020050	CTSI					5200006	Tennessee Gas	
7170022	AT & T 4/13/71	0.00						
7170024	Alltel Inc. 12/28/90	0.00						
7170018	Ameritech 2/12/53	0.00						
7170017	Ameritech 6/8/60	0.00						
7170011	Ameritech 3/26/53	0.00						
7170010	Ameritech 2/12/53	0.00						
7170009	Ameritech 10/1/53	0.00						
7170008	Ameritech 7/25/56	0.00						
5111126	Boardman Supply 10/7/85 (v)	0.00						
7170016	Buckeye Pipe Line 9/25/69	0.00						
7170028	City of Youngstown 12/18/58	0.00						
7170023	City of Youngstown 6/27/58	0.00						
7170015	City of Youngstown 6/19/64	0.00						
7170006	City of Youngstown 6/19/64	0.00						
7170027	Columbia Gas of Ohio 12/18/60	0.00						
5111125	Columbia Transmission 6/4/59	0.00						
7170031	Consumers Ohio Water	0.00						
7170032	Everflow Eastern	0.00						
7170029	Janet S Mong 3/1/81	0.00						
7170003	Meacham County Sanitary 1/29/39	0.00						
7170021	Ohio Edison 11/2/65	0.00						
7170020	Ohio Edison 11/2/65	0.00						
7170019	Ohio Edison 1/16/50	0.00						
7170014	Ohio Edison 5/27/29	0.00						
7170026	Village of Columbiana 9/1/91	0.00						
7170013	Village of Columbiana 3/27/78	0.00						
7170012	Village of Columbiana 7/1/460	0.00						
7170005	Village of Columbiana 10/19/54	0.00						
7170004	Village of Columbiana 3/1/064	0.00						
7170001	Village of Columbiana 5/5/95	0.00						
		90,723.00			56,646.00			51,637.00

Attachment B

ORIGINAL

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, OHIO
AND BEAVER COUNTY, PA

REQUEST FOR PRODUCTION OF DOCUMENTS

Come now Columbiana County Port Authority ("CCPA") and Central
Columbiana & Pennsylvania Railway, Inc. ("CCPR"), pursuant to 49 C.F.R. § 1114.30,
and request that Railroad Ventures, Inc. and Venture Properties of Boardman, Inc.
produce and permit inspection and copying of the documents described below within
fifteen (15) days from the date of service of this request at the offices of Barnes &
Thornburg, 750 17th Street, N.W., Suit 900, Washington, D.C. 20006.

INSTRUCTIONS

1. In complying with this Request for Production of Documents, you are required to produce all documents specified herein which are in your possession or custody, or under your control, or which are otherwise available to you. These document requests are continuing in character, so as to require you to make supplementary document productions if you obtain additional documents or different versions of a document.
2. If any request cannot be complied with in full, it should be complied with to the extent possible and an explanation provided as to why full compliance is not possible.

3. Whenever a request is stated in the conjunctive, it shall also be taken in the disjunctive, and vice versa.

4. Whenever a request is stated in the singular, it shall also be taken in the plural, and vice versa.

5. If any claim of privilege is asserted as to any requested document (or portion thereof), a schedule which specifically identifies each document (or portion) withheld, by date, author, recipient, persons copied, general description of the subject matter of the document, and a statement of the specific privilege claimed and of the basis upon which such privilege is claimed as to each separate document (or portion) withheld, should be furnished by you at the time of production of the documents.

6. The source, sources, or derivation of each document produced shall be specifically identified.

7. A document shall be deemed to relate or pertain to a matter if it expressly or otherwise clearly refers to the matter, or if its subject bears a logical relationship to the matter.

DEFINITIONS

For the purpose of these document requests the following definitions shall apply:

A. "Document" has the same meaning as set forth in Rule 34(a) of the Federal Rules of Civil Procedure, including any documents in electronic form, and includes the original, duplicates, and all copies bearing notations or marks not found on the original, as well as all drafts.

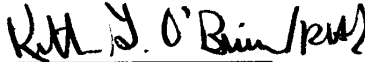
DOCUMENTS REQUESTED

1. Provide true copies of all documents that are listed in the first column of what was identified during the course of the deposition of John R. Rossi, taken March 28, 2003, as Plaintiff's Exhibit 6 in Case No. 00 CV 2275, *Venture Properties of Boardman, Inc., et al. v. Boardman Supply Company*, Court of Common Pleas, Mahoning County, OH. A copy of Plaintiff's Exhibit 6 is attached hereto for your convenience.

Respectfully submitted,



Richard H. Streeter, Esq.
Barnes & Thornburg
750 17th St., N.W., Suite 900
Washington, D.C. 20006
202-408-6933 - telephone



Keith G. O'Brien, Esq.
Rea, Cross & Auchincloss
1707 L Street, N.W., Suite 570
Washington, D.C. 20006
202-785-3700 - telephone

Counsel for Columbiana County Port Authority and
Central Columbiana & Pennsylvania Railway, Inc.

Date: April 18, 2003

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VENTURE PROPERTIES OF BOARDMAN, INC.			ROSS LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
258			134			Y & S Vol 72 pp 332-335 2/85		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5010008	Ambrosia Trucking Co.	1,000.00	5010008	Ambrosia Trucking Co.	1,000.00	5010008	Ambrosia Trucking Co. 10/15/85	1,000.00
5010015	Armstrong Utilities, Inc.	750.00	5010015	Armstrong Utilities, Inc.	750.00	5010015	Armstrong Utilities, Inc.	750.00
5111133	Armstrong Utilities, Inc.	750.00	5111133	Armstrong Utilities, Inc. 3/10/97	750.00	5010020	Armstrong Utilities, Inc.	750.00
5111134	Armstrong Utilities, Inc.	750.00	5111134	Armstrong Utilities, Inc. 3/10/97	750.00			
5111135	Armstrong Utilities, Inc.	750.00	5111135	Armstrong Utilities, Inc. 3/10/97	750.00			
5111136	Armstrong Utilities, Inc.	750.00	5111136	Armstrong Utilities, Inc. 3/10/97	750.00			
5111137	Armstrong Utilities, Inc.	750.00	5111137	Armstrong Utilities, Inc. 3/10/97	750.00			
5020020	Bell Telephone Co of Pa	9.00	5020020	Bell Telephone Co of Pa	9.00			
5020042	Boardman Two Park	235.00	5020042	Boardman Two Park	235.00	5020021	Bell Telephone Co of Pa	750.00
5030025	Columbiana City	1.00	5030025	Columbiana City	1.00	5020042	Boardman Two Park	235.00
512005	Lakewood Chemical/Labate	100.00	512005	Lakewood Chemical/Labate	100.00	5030025	Columbiana City	1.00
5130005	Mehoning County Sanitary	500.00	5130005	Mehoning County Sanitary	500.00	5030026	Columbiana City	1.00
5111127	Mehoning County Sanitary	750.00	5111127	Mehoning County Sanitary	750.00	512005	Lakewood Chemical/Labate	100.00
5111111	Mehoning County Sanitary	750.00	5111111	Mehoning County Sanitary	750.00	5130005	Mehoning County Sanitary	500.00
5010025	Ohio River Pipe Line Co	1,500.00	5010025	Ohio River Pipe Line Co	1,500.00			
5180015	Peoples Natural Gas Co	500.00	5180015	Peoples Natural Gas Co	500.00			
5180016	Peoples Natural Gas Co	750.00	5180016	Peoples Natural Gas Co	750.00	5010025	Ohio River Pipe Line Co - Ashland	1,500.00
5180032	Pittsburgh Tube Company	100.00	5180032	Pittsburgh Tube Company	100.00	5180015	Peoples Natural Gas Co	500.00
5050019	Allegheny Inc.	750.00	5050019	Allegheny Inc.	750.00	5180016	Peoples Natural Gas Co	750.00
5050021	Allegheny Inc.	750.00	5050021	Allegheny Inc.	750.00	5180032	Pittsburgh Tube Company	100.00
5111121	Allegheny Inc.	750.00	5111121	Allegheny Inc.	750.00	5050019	Allegheny Inc.	750.00
5111118	Borough of Glasgow	50.00	5111118	Borough of Glasgow	50.00	5050021	Allegheny Inc.	750.00
5090005	International Cooperative	50.00	5111129	R&J Trucking Co.	750.00	5050021	Allegheny Inc.	750.00
RR3529	R&J Trucking Co.	750.00	5111129	R&J Trucking Co.	750.00			
5130025	Viking Resources Corp	1,300.00				5090005	International Cooperative	50.00
5111119	CNG Transmission	750.00	5111119	CNG Transmission	750.00			
5120015	CNG Transmission	250.00	5120015	CNG Transmission	250.00	5130025	Hazel Meahan	1,300.00
5120017	CNG Transmission	250.00	5120017	CNG Transmission	250.00			
5030005	Columbia Gas of Ohio, Inc	250.00				5120015	CNG Transmission 1/1/89 Laurel	250.00
5030006	Columbia Gas of Ohio, Inc	750.00				5120017	CNG Transmission 1/1/89	250.00
5030007	Columbia Gas of Ohio, Inc	1.00				5030005	Columbia Gas of Ohio, Inc	250.00
5170008	Columbia Gas of Ohio, Inc	6.00				5030006	Columbia Gas of Ohio, Inc	750.00
5170009	Columbia Gas of Ohio, Inc	750.00						
5170010	Columbia Gas of Ohio, Inc	750.00						
5170011	Columbia Gas of Ohio, Inc	750.00						
5170012	Columbia Gas of Ohio, Inc	750.00						
5170013	Columbia Gas of Ohio, Inc	750.00						
5170014	Columbia Gas of Ohio, Inc	750.00						
5170015	Columbia Gas of Ohio, Inc	750.00						
5170016	Columbia Gas of Ohio, Inc	750.00						
5170017	Columbia Gas of Ohio, Inc	750.00						
5170018	Columbia Gas of Ohio, Inc	750.00						
5170019	Columbia Gas of Ohio, Inc	750.00						
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5170021	Columbia Gas of Ohio, Inc	750.00						
5170022	Columbia Gas of Ohio, Inc	750.00						
5170023	Columbia Gas of Ohio, Inc	750.00						
5170024	Columbia Gas of Ohio, Inc	750.00						
5170025	Columbia Gas of Ohio, Inc	750.00						
5170026	Columbia Gas of Ohio, Inc	750.00						
5170027	Columbia Gas of Ohio, Inc	750.00						
5170028	Columbia Gas of Ohio, Inc	750.00						
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5170034	Columbia Gas of Ohio, Inc	750.00						
5170035	Columbia Gas of Ohio, Inc	750.00						
5170036	Columbia Gas of Ohio, Inc	750.00						
5170037	Columbia Gas of Ohio, Inc	750.00						
5170038	Columbia Gas of Ohio, Inc	750.00						
5170039	Columbia Gas of Ohio, Inc	750.00						
5170040	Columbia Gas of Ohio, Inc	750.00						
5170041	Columbia Gas of Ohio, Inc	750.00						
5170042	Columbia Gas of Ohio, Inc	750.00						
5170043	Columbia Gas of Ohio, Inc	750.00						
5170044	Columbia Gas of Ohio, Inc	750.00						
5170045	Columbia Gas of Ohio, Inc	750.00						
5170046	Columbia Gas of Ohio, Inc	750.00						
5170047	Columbia Gas of Ohio, Inc	750.00						
5170048	Columbia Gas of Ohio, Inc	750.00						
5170049	Columbia Gas of Ohio, Inc	750.00						
5170050	Columbia Gas of Ohio, Inc	750.00						
5170051	Columbia Gas of Ohio, Inc	750.00						
5170052	Columbia Gas of Ohio, Inc	750.00						
5170053	Columbia Gas of Ohio, Inc	750.00						
5170054	Columbia Gas of Ohio, Inc	750.00						
5170055	Columbia Gas of Ohio, Inc	750.00						
5170056	Columbia Gas of Ohio, Inc	750.00						
5170057	Columbia Gas of Ohio, Inc	750.00						
5170058	Columbia Gas of Ohio, Inc	750.00						
5170059	Columbia Gas of Ohio, Inc	750.00						
5170060	Columbia Gas of Ohio, Inc	750.00						
5170061	Columbia Gas of Ohio, Inc	750.00						
5170062	Columbia Gas of Ohio, Inc	750.00						
5170063	Columbia Gas of Ohio, Inc	750.00						
5170064	Columbia Gas of Ohio, Inc	750.00						
5170065	Columbia Gas of Ohio, Inc	750.00						
5170066	Columbia Gas of Ohio, Inc	750.00						
5170067	Columbia Gas of Ohio, Inc	750.00						
5170068	Columbia Gas of Ohio, Inc	750.00						
5170069	Columbia Gas of Ohio, Inc	750.00						
5170070	Columbia Gas of Ohio, Inc	750.00						
5170071	Columbia Gas of Ohio, Inc	750.00						
5170072	Columbia Gas of Ohio, Inc	750.00						
5170073	Columbia Gas of Ohio, Inc	750.00						
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5170075	Columbia Gas of Ohio, Inc	750.00						
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5170079	Columbia Gas of Ohio, Inc	750.00						
5170080	Columbia Gas of Ohio, Inc	750.00						
5170081	Columbia Gas of Ohio, Inc	750.00						
5170082	Columbia Gas of Ohio, Inc	750.00						
5170083	Columbia Gas of Ohio, Inc	750.00						
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5170096	Columbia Gas of Ohio, Inc	750.00						
5170097	Columbia Gas of Ohio, Inc	750.00						
5170098	Columbia Gas of Ohio, Inc	750.00						
5170099	Columbia Gas of Ohio, Inc	750.00						
5170100	Columbia Gas of Ohio, Inc	750.00						
5170101	Columbia Gas of Ohio, Inc	750.00						
5170102	Columbia Gas of Ohio, Inc	750.00						
5170103	Columbia Gas of Ohio, Inc	750.00						
5170104	Columbia Gas of Ohio, Inc	750.00						
5170105	Columbia Gas of Ohio, Inc	750.00						
5170106	Columbia Gas of Ohio, Inc	750.00						
5170107	Columbia Gas of Ohio, Inc	750.00						
5170108	Columbia Gas of Ohio, Inc	750.00						
5170109	Columbia Gas of Ohio, Inc	750.00						
5170110	Columbia Gas of Ohio, Inc	750.00						
5170111	Columbia Gas of Ohio, Inc	750.00						
5170112	Columbia Gas of Ohio, Inc	750.00						
5170113	Columbia Gas of Ohio, Inc	750.00						
5170114	Columbia Gas of Ohio, Inc	750.00						
5170115	Columbia Gas of Ohio, Inc	750.00						
5170116	Columbia Gas of Ohio, Inc	750.00						
5170117	Columbia Gas of Ohio, Inc	750.00						
5170118	Columbia Gas of Ohio, Inc	750.00						
5170119	Columbia Gas of Ohio, Inc	750.00						
5170120	Columbia Gas of Ohio, Inc	750.00						
5170121	Columbia Gas of Ohio, Inc	750.00						
5170122	Columbia Gas of Ohio, Inc	750.00						
5170123	Columbia Gas of Ohio, Inc	750.00						
5170124	Columbia Gas of Ohio, Inc	750.00						
5170125	Columbia Gas of Ohio, Inc	750.00						
5170126	Columbia Gas of Ohio, Inc	750.00						
5170127	Columbia Gas of Ohio, Inc	750.00						
5170128	Columbia Gas of Ohio, Inc	750.00						
5170129	Columbia Gas of Ohio, Inc	750.00						
5170130	Columbia Gas of Ohio, Inc	750.00						
5170131	Columbia Gas of Ohio, Inc	750.00						
5170132	Columbia Gas of Ohio, Inc	750.00						
5170133	Columbia Gas of Ohio, Inc	750.00						
5170134	Columbia Gas of Ohio, Inc	750.00						
5170135	Columbia Gas of Ohio, Inc	750.00						
5170136	Columbia Gas of Ohio, Inc	750.00						
5170137	Columbia Gas of Ohio, Inc	750.00						
5170138	Columbia Gas of Ohio, Inc	750.00						
5170139	Columbia Gas of Ohio, Inc	750.00						
5170140	Columbia Gas of Ohio, Inc	750.00						
5170141	Columbia Gas of Ohio, Inc	750.00						
5170142	Columbia Gas of Ohio, Inc	750.00						
5170143	Columbia Gas of Ohio, Inc	750.00						
5170144	Columbia Gas of Ohio, Inc	750.00						
5170145	Columbia Gas of Ohio, Inc	750.00						
5170146	Columbia Gas of Ohio, Inc	750.00						
5170147	Columbia Gas of Ohio, Inc	750.00						
5170148	Columbia Gas of Ohio, Inc	750.00						

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSS LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
Y & S Vol 72 Pg 332-335 2/85			Pg 128-131					
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5111132	Village of Columbiana	750.00						
5111104	Village of Columbiana	750.00						
5200009	AT&T Cable Services	750.00	5200009	AT&T Cable Services	750.00	5200009	AT&T Cable Services	750.00
5170030	Ameritech	500.00						
5170031	Ameritech	500.00	5170031	Ameritech	500.00			
5170032	Ameritech	500.00	5170032	Ameritech	500.00			
5170033	Ameritech	500.00						
5170038	Ameritech	500.00						
5170012	Ameritech	500.00						
5170013	Ameritech	500.00	5170012	Ameritech	500.00			
5150005	Ameritech	250.00	5150005	Ameritech	250.00	5150005	Ameritech	250.00
5150008	Ameritech	500.00	5150008	Ameritech	500.00	5150008	Ameritech	500.00
5150009	Ameritech	500.00	5150009	Ameritech	500.00	5150009	Ameritech	500.00
5150011	Ameritech	500.00	5150011	Ameritech	500.00	5150011	Ameritech	500.00
5150012	Ameritech	250.00	5150012	Ameritech	250.00	5150012	Ameritech	250.00
5150015	Ameritech	500.00	5150015	Ameritech	500.00	5150015	Ameritech	500.00
5150016	Ameritech	500.00				5150016	Ameritech	500.00
5150017	Ameritech	500.00	5150017	Ameritech	500.00	5150017	Ameritech	500.00
5150018	Ameritech	500.00	5150018	Ameritech	500.00	5150018	Ameritech	500.00
5150019	Ameritech	500.00	5150019	Ameritech	500.00	5150019	Ameritech	500.00
5151632	Ameritech	500.00	5150021	Ameritech	500.00	5150021	Ameritech	500.00
5150028	Ameritech	500.00	5151632	Ameritech	500.00			
5150027	Ameritech	500.00	5150028	Ameritech	500.00	5150028	Ameritech	500.00
5150028	Ameritech	500.00	5150027	Ameritech	500.00	5150027	Ameritech	500.00
5150024	Ameritech	500.00	5150028	Ameritech	500.00	5150028	Ameritech	500.00
5150022	Ameritech	500.00	5150024	Ameritech	500.00	5150024	Ameritech	500.00
5150029	Ameritech	500.00				5150022	Ameritech	500.00
5150010	Ameritech	500.00				5150028	Ameritech	500.00
5150000	Ameritech	500.00	5150000	Ameritech	500.00			
5150020	Ameritech	500.00	5150020	Ameritech	500.00			
5170003	Ameritech	500.00						
5170005	Ameritech	500.00						
5170008	Ameritech	500.00						
5170028	Ameritech	500.00						
5170027	Ameritech	500.00	5170027	Ameritech	500.00			
5170028	Ameritech	500.00						
5170029	Ameritech	500.00						
5010010	Arco Pipe Line	500.00						
5050014	Consolidated Natural Gas	750.00				5010010	Arco Pipe Line	500.00
5170015	Consolidated Natural Gas	750.00	5050014	Consolidated Natural Gas	750.00	5050014	Consolidated Natural Gas 5/1/85	750.00
5170037	Consolidated Natural Gas	750.00						
5050011	Consolidated Natural Gas	750.00						
5170038	Consolidated Natural Gas	750.00	5050011	Consolidated Natural Gas	750.00	5050011	Consolidated Natural Gas	750.00
5170035	Consolidated Natural Gas	750.00						
5030012	Columbia Gas of Pa, Inc	500.00						
5030011	Columbia Gas of Pa, Inc	500.00				5030012	Columbia Gas of Pa, Inc	500.00
5030010	Columbia Gas of Pa, Inc	500.00				5030011	Columbia Gas of Pa, Inc	500.00
5030013	Columbia Gas of Pa, Inc	750.00				5030010	Columbia Gas of Pa, Inc	500.00
5030019	Columbia Gas Transmission	500.00	5030013	Columbia Gas of Pa, Inc	750.00	5030013	Columbia Gas of Pa, Inc	500.00
5030018	Columbia Gas Transmission	500.00	5030019	Columbia Gas Transmission	500.00	5030019	Columbia Gas Transmission	500.00
5030017	Columbia Gas Transmission	500.00	5030018	Columbia Gas Transmission	500.00	5030018	Columbia Gas Transmission	500.00
			5030017	Columbia Gas Transmission	500.00	5030017	Columbia Gas Transmission	500.00

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSSI LIST pg 128-131			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95 Y & S Vol 72 pg 332-335 2/85		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5030015	Columbia Gas Transmission	500.00	5030015	Columbia Gas Transmission	500.00	5030015	Columbia Gas Transmission	500.00
5030020	Columbia Gas Transmission	500.00	5030020	Columbia Gas Transmission	500.00	5030020	Columbia Gas Transmission	500.00
5030022	Columbia Gas Transmission	500.00	5030022	Columbia Gas Transmission	500.00	5030022	Columbia Gas Transmission	500.00
5030023	Columbia Gas Transmission	500.00	5030023	Columbia Gas Transmission	500.00	5030023	Columbia Gas Transmission	500.00
5050008	Consolidated Natural Gas	500.00	5050008	Consolidated Natural Gas	500.00	5050008	Consolidated Natural Gas	500.00
5050013	Consolidated Natural Gas	500.00	5050013	Consolidated Natural Gas	500.00	5050013	Consolidated Natural Gas	500.00
5050009	Consolidated Natural Gas	250.00	5050009	Consolidated Natural Gas	250.00	5050009	Consolidated Natural Gas	250.00
5050010	Consolidated Natural Gas	250.00	5050010	Consolidated Natural Gas	250.00	5050010	Consolidated Natural Gas	250.00
5050012	Consolidated Natural Gas	500.00	5050012	Consolidated Natural Gas	500.00	5050012	Consolidated Natural Gas	500.00
5050007	Consolidated Natural Gas	500.00	5050007	Consolidated Natural Gas	500.00	5050007	Consolidated Natural Gas	500.00
5050006	Consolidated Natural Gas	750.00	5050006	Consolidated Natural Gas	750.00	5050006	Consolidated Natural Gas	750.00
5050005	Consolidated Natural Gas	750.00	5050005	Consolidated Natural Gas	750.00	5050005	Consolidated Natural Gas	750.00
5111128	The Company Store	750.00	5170039	Consolidated Natural Gas	750.00			
5040008	Donohue Railroad Equip	100.00				5040008	Donohue Railroad Equip	100.00
5120021	LCI		5120021	LCI		5120021	LCI	
5020041	Boardman Supply	50.00	5020041	Boardman Supply	50.00	5020041	Boardman Supply	50.00
5020040	Boardman Supply	750.00	5020040	Boardman Supply	750.00	5020040	Boardman Supply	750.00
5020039	Boardman Supply	750.00	5020039	Boardman Supply	750.00	5020039	Boardman Supply	750.00
5111130	Arthur Lightfoot	60.00						
5020030	Boardman Steel	1,000.00	5020030	Boardman Steel	1,000.00	5020030	Boardman Steel	1,000.00
5020031	Boardman Steel	750.00	5020031	Boardman Steel	750.00	5020031	Boardman Steel	750.00
5020032	Boardman Steel	750.00	5020032	Boardman Steel	750.00	5020032	Boardman Steel	750.00
5020033	Boardman Steel	750.00	5020033	Boardman Steel	750.00	5020033	Boardman Steel	750.00
5180013	Colby White Enterprises	750.00	5180013	Colby White Enterprises	750.00	5180013	Colby White Enterprises	750.00
5111101	David W Thompson	60.00						
5111117	Michael E Labette		5111117	Michael E Labette				
5130030	Metal Carbides	500.00	5130030	Metal Carbides	500.00	5130030	Metal Carbides	500.00
5111108	Gunning Refractories	750.00						
5020025	Francis H Bazzlek	100.00				5020025	Francis H Bazzlek	100.00
5050015	Eastern Tool & Machine	750.00	5050015	Eastern Tool & Machine	750.00	5050015	Eastern Tool & Machine	750.00
5111110	Miner Railcar Services	1,200.00	5111110	Miner Railcar Services	1,200.00	5111110	Miner Railcar Services	1,200.00
5111109	Miner Railcar Services	750.00	5111109	Miner Railcar Services	750.00			
5170011	D & L Energy, Inc	1,200.00	5170011	D & L Energy, Inc	1,200.00			
5190004	Scamey Industries	500.00	5190004	Scamey Industries	500.00	5190004	Scamey Industries	500.00
5200017	Zane Johns	500.00	5200017	Zane Johns	500.00	5200017	Zane Johns	500.00
5150085	Consumers Ohio Water	750.00	5150085	Consumers Ohio Water	750.00	5150085	Consumers Ohio Water	750.00
5150086	Consumers Ohio Water	750.00	5150086	Consumers Ohio Water	750.00	5150086	Consumers Ohio Water	750.00
5150087	Consumers Ohio Water	750.00	5150087	Consumers Ohio Water	750.00	5150087	Consumers Ohio Water	750.00
5150088	Consumers Ohio Water	750.00	5150088	Consumers Ohio Water	750.00	5150088	Consumers Ohio Water	750.00
5150089	Consumers Ohio Water	750.00	5150089	Consumers Ohio Water	750.00	5150089	Consumers Ohio Water	750.00
5150090	Consumers Ohio Water	750.00	5150090	Consumers Ohio Water	750.00	5150090	Consumers Ohio Water	750.00
5150091	Consumers Ohio Water	750.00	5150091	Consumers Ohio Water	750.00	5150091	Consumers Ohio Water	750.00
5150092	Consumers Ohio Water	100.00	5150092	Consumers Ohio Water	100.00	5150092	Consumers Ohio Water	100.00
5150093	Consumers Ohio Water	750.00	5150093	Consumers Ohio Water	750.00	5150093	Consumers Ohio Water	750.00
5150094	Consumers Ohio Water	750.00	5150094	Consumers Ohio Water	750.00	5150094	Consumers Ohio Water	750.00
5150100	Consumers Ohio Water	750.00						
5170017	Consumers Ohio Water	750.00						
5170018	Consumers Ohio Water	750.00						
5170019	Consumers Ohio Water	750.00	5170019	Consumers Ohio Water	750.00			
5170034	Ohio Edison							
7170025	Ohio Edison							
5150030	Ohio Edison					5150030	Ohio Edison	

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSSI LIST pg 128-131			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95 Y & S Vol 72 pg 332-335 2/95		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5150032	Ohio Edison		5150033	Ohio Edison		5150032	Ohio Edison	
5150033	Ohio Edison		5150034	Ohio Edison		5150033	Ohio Edison	
5150034	Ohio Edison		5150035	Ohio Edison		5150034	Ohio Edison	
5150035	Ohio Edison					5150035	Ohio Edison	
5150036	Ohio Edison					5150036	Ohio Edison	
5150037	Ohio Edison		5150037	Ohio Edison		5150037	Ohio Edison	
5150038	Ohio Edison		5150038	Ohio Edison		5150038	Ohio Edison	
5150039	Ohio Edison		5150039	Ohio Edison		5150039	Ohio Edison	
5150040	Ohio Edison		5150040	Ohio Edison		5150040	Ohio Edison	
5150041	Ohio Edison		5150041	Ohio Edison		5150041	Ohio Edison	
5150042	Ohio Edison		5150042	Ohio Edison		5150042	Ohio Edison	
5150043	Ohio Edison		5150043	Ohio Edison		5150043	Ohio Edison	
5150044	Ohio Edison		5150044	Ohio Edison		5150044	Ohio Edison	
5150045	Ohio Edison		5150045	Ohio Edison		5150045	Ohio Edison	
5150046	Ohio Edison		5150046	Ohio Edison		5150046	Ohio Edison	
5150047	Ohio Edison		5150047	Ohio Edison		5150047	Ohio Edison	
5150080	Ohio Edison		5150080	Ohio Edison		5150080	Ohio Edison	
5150081	Ohio Edison		5150081	Ohio Edison		5150081	Ohio Edison	
5150082	Ohio Edison		5150082	Ohio Edison		5150082	Ohio Edison	
5150083	Ohio Edison		5150083	Ohio Edison		5150083	Ohio Edison	
5150084	Ohio Edison		5150084	Ohio Edison		5150084	Ohio Edison	
5150085	Ohio Edison		5150085	Ohio Edison		5150085	Ohio Edison	
5150086	Ohio Edison					5150086	Ohio Edison	
5150088	Ohio Edison					5150088	Ohio Edison	
5150089	Ohio Edison					5150089	Ohio Edison	
5150070	Ohio Edison		5150070	Ohio Edison		5150070	Ohio Edison	
5150073	Ohio Edison		5150073	Ohio Edison		5150073	Ohio Edison	
5150072	Ohio Edison							
5150067	Ohio Edison		5150067	Ohio Edison				
5170020	Ohio Edison		5170020	Ohio Edison				
5170021	Ohio Edison							
5170022	Ohio Edison							
5170023	Ohio Edison		5170023	Ohio Edison				
5160001	Pennsylvania Power Co					5160001	Pennsylvania Power Co 8/1/88	
5160002	Pennsylvania Power Co					5160002	Pennsylvania Power Co	
5160003	Pennsylvania Power Co					5160003	Pennsylvania Power Co	
5160004	Pennsylvania Power Co					5160004	Pennsylvania Power Co	
5160005	Pennsylvania Power Co					5160005	Pennsylvania Power Co	
5160006	Pennsylvania Power Co		5160006	Pennsylvania Power Co		5160006	Pennsylvania Power Co	
5160007	Pennsylvania Power Co		5160007	Pennsylvania Power Co		5160007	Pennsylvania Power Co	
5160008	Pennsylvania Power Co		5160008	Pennsylvania Power Co		5160008	Pennsylvania Power Co	
5160010	Pennsylvania Power Co		5160010	Pennsylvania Power Co		5160010	Pennsylvania Power Co	
5160011	Pennsylvania Power Co		5160011	Pennsylvania Power Co		5160011	Pennsylvania Power Co	
5160012	Pennsylvania Power Co		5160012	Pennsylvania Power Co		5160012	Pennsylvania Power Co	
5150085	Pennsylvania Power Co					5150085	Pennsylvania Power Co	
5170009	Pennsylvania Power Co							
5111113	Beaver Falls AID Council	750.00						
5111114	Beaver Falls AID Council	750.00	5111114	Beaver Falls AID Council	750.00			
5111116	Central Commercial Corp	500.00						
5111124	Consolidated Gas Supply	750.00	5111124	Consolidated Gas Supply	750.00			
5111115	Fishman Equipment	1,000.00	5111115	Fishman Equipment	1,000.00			
5111106	Gulf Refining Co							
5200005	Tennessee Gas					5200005	Tennessee Gas	

VENTURE PROPERTIES OF BOARDMAN, INC.			ROSS LIST			YOUNGSTOWN & SOUTHERN RAILWAY LISTING 7/1/95		
			pg. 128-131			Y & S Vol 72 pg 332-335 2/85		
ID Number	Name	Annual Fee	ID Number	Name	Annual Fee	ID Number	Name	Annual Fee
5200007	Tennessee Gas					5200007	Tennessee Gas	
5200008	Tennessee Gas					5200008	Tennessee Gas	
5050022	Everflow Eastern		5050022	Everflow Eastern		5050022	Everflow Eastern 11/1/87	
5050024	Everflow Eastern		5050024	Everflow Eastern		5050024	Everflow Eastern 11/1/88	
5050026	Everflow Eastern		5050026	Everflow Eastern		5050026	Everflow Eastern 7/1/82	
5050027	Everflow Eastern		5050027	Everflow Eastern		5050027	Everflow Eastern 3/22/81	
5050023	Everflow Eastern		5050023	Everflow Eastern		5050023	Everflow Eastern 5/1/88	
5050025	Everflow Eastern		5050025	Everflow Eastern		5050025	Everflow Eastern 1/1/85	
5040005	Darlington Brick		5040005	Darlington Brick		5040005	Darlington Brick	
5120016	CNG Transmission					5120016	CNG Transmission 1/1/88	
5111107	Buckeye Pipe Line							
5050026	Everflow Eastern							
5070005	R.D. Golladay	250.00	5050028	Everflow Eastern		5050028	Everflow Eastern 1/1/88	
5150007	Ameritech					5070005	R.D. Golladay	
5150006	Consumers Ohio Water					5150007	Ameritech	250.00
5150006	Consumers Ohio Water							
5200006	Tennessee Gas							
5111102	City of Youngstown							
5020050	CTSI					5200006	Tennessee Gas	
7170022	AT & T 4/13/71	0.00						
7170024	Altel, Inc. 12/28/80	0.00						
7170016	Ameritech 2/12/53	0.00						
7170017	Ameritech 6/8/80	0.00						
7170011	Ameritech 3/28/53	0.00						
7170010	Ameritech 2/12/53	0.00						
7170008	Ameritech 10/1/53	0.00						
7170008	Ameritech 7/25/56	0.00						
5111126	Boardman Supply 10/7/88 (v)	0.00						
7170016	Buckeye Pipe Line 9/25/69	0.00						
7170028	City of Youngstown 12/19/58	0.00						
7170023	City of Youngstown 8/27/58	0.00						
7170015	City of Youngstown 8/19/64	0.00						
7170006	City of Youngstown 8/19/64	0.00						
7170027	Columbia Gas of Ohio 12/18/60	0.00						
5111125	Columbia Transmission 9/4/59	0.00						
7170031	Consumers Ohio Water	0.00						
7170032	Everflow Eastern	0.00						
7170029	Janet S. Meng 3/1/81	0.00						
7170003	Meinert County Sanitary 1/29/39	0.00						
7170021	Ohio Edison 11/2/65	0.00						
7170020	Ohio Edison 11/2/65	0.00						
7170019	Ohio Edison 11/6/50	0.00						
7170014	Ohio Edison 5/27/29	0.00						
7170026	Village of Columbiana 9/1/81	0.00						
7170013	Village of Columbiana 3/27/78	0.00						
7170012	Village of Columbiana 7/14/60	0.00						
7170005	Village of Columbiana 10/19/54	0.00						
7170004	Village of Columbiana 3/10/64	0.00						
7170001	Village of Columbiana 5/5/95	0.00						
		90,723.00						
					58,646.00			51,637.00

Attachment C

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, OHIO
AND BEAVER COUNTY, PA

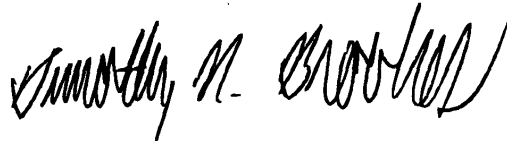
AFFIDAVIT OF TIMOTHY R. BROOKES, J.D.

1. My name is Timothy R. Brookes. I am General Counsel for the Columbiana County Port Authority ("CCPA"). My business address is 1250 St. George Street, East Liverpool, Ohio 43920. I am qualified and authorized to present this affidavit.
2. I have carefully reviewed various leases and licenses that are in the custody of CCPA. Said leases and licenses were received from Railroad Ventures, Inc. ("RVI") in response to Orders of the Surface Transportation Board in its Docket No. AB-556 (Sub No. 2X), *Railroad Ventures, Inc.-Abandonment Exemption-Between Youngstown, OH, and Darlington, PA, in Mahoning and Columbiana Counties, OH, and Beaver County, PA* and FD 33385, *Railroad Ventures, Inc.-Acquisition and Operation Exemption-Youngstown & Southern Railroad Company*.
3. I have prepared an analysis of those agreements, which is attached hereto as Exhibit 1, entitled LEASES/LICENSES RECEIVED by CCPA from David Handel/RVI. This analysis reflects the I.D. Number that was assigned to the underlying document, the Lessee/Licensee, the effective date, the rental amount and a comment summarizing the subject matter. My study reflects that the annual rental income from the 54 agreements received from RVI is \$1,524.

4. The 54 agreements are the only leases and licenses that have been tendered to CCPA by RVI since CCPA acquired the line of railroad from RVI in January 2001.

FURTHER SAYETH THE AFFIANT NOT.

I, Timothy R. Brookes, hereby declare under penalty of perjury that that the foregoing is true and correct. Executed on May 6, 2003.

A handwritten signature in black ink, appearing to read "Timothy R. Brookes", written in a cursive style.

Timothy R. Brookes

Exhibit 1

**LEASES/LICENSES RECEIVED by CCPA
from David Handel/RVI**

<u>I.D. Number</u>	<u>Lessee/Licensee</u>	<u>Effective Date</u>	<u>Rental Amount</u>	<u>Comments</u>
340	Mahoning County	June 1, 1966	\$50.00 "initial fee"	water line
390	Mahoning County	Feb. 1, 1991	\$300.00 "initial fee"	sewer line
313	Mahoning County	Aug. 1, 1964	None stated	sewer line
559	Borough of Glasgow, PA	Feb. 13, 1984	\$50.00 per year	water line
13578	Columbia Gas	Oct. 17, 1912	\$5.00 per year	in the Village of Columbiana
16565	Columbia Gas	Aug. 1, 1962	\$1.00 per year	ingress/egress
214	Columbia Gas	Dec. 17, 1956	\$6.00 per year	gas pipeline
316	Columbia Gas	Nov. 1, 1964	None stated	gas pipeline
399	Columbia Gas	March 1, 1971	None stated	gas pipeline
353	Columbia Gas	Aug. 1, 1967	None stated	gas pipeline
395	Columbia Gas	Nov. 1, 1970	None stated	gas pipeline
2688	Alltel, Inc.	Feb. 1, 1988	\$100. "initial fee"	communications cable
2683	Alltel, Inc.	March 1, 1975	\$12.00 per year	communications line crossing
2684	Alltel, Inc.	April 1, 1962	None stated	communications line crossing
18	Sun Pipeline	dated Oct. 6, 1930	\$1.00 per year	gas line pipeline
353	Sun Pipeline	May 1, 1967	\$30.00 per year	oil line crossing
20	Sun Pipeline	dated Sept. 23, 1930	\$1.00 per year	gas line pipeline
354	Sun Pipeline	May 1, 1967	\$30.00 per year	oil line
515	Village of Columbiana	Feb. 1, 1980	none stated	force main crossing
	Village of Columbiana	Sept. 1, 1972	none stated	sanitary service line
565	Village of Columbiana	July 1, 1984	\$100. "initial fee"	power line crossing
339	Ameritech	June 1, 1966	\$25.00 "initial fee"	communication line
487	Ameritech	Feb. 1, 1977	none stated	cable crossing
298	Ameritech	Feb. 1, 1964	none stated	communication line
411	Ameritech	Sept. 1, 1971	none stated	underground cable
551	Ameritech	March 1, 1983	none stated	underground cable
412	Ameritech	June 1, 1971	none stated	cable crossing
01106	Ameritech	June 1, 1972	none stated	underground cable
524	Ameritech	June 1, 1980	\$1.00	wire crossing
282	Ameritech	April 1, 1962	none stated	communication line
392	Ameritech	Feb. 1, 1973	none stated	underground cable

<u>I.D. Number</u>	<u>Lessee/Licensee</u>	<u>Effective Date</u>	<u>Rental Amount</u>	<u>Comments</u>
328	Ameritech	Sept. 1, 1965	none stated	communication line
164	Ameritech	Oct. 1, 1968	\$1.00	communication line
	ARCO Pipeline	dated June 1, 1947	\$12.00 per year	pipeline
431	Consolidated Natural Gas	Aug. 1, 1973	none stated	gas line
299	Consolidated Natural Gas	Feb. 1, 1964	none stated	gas line
271	Consolidated Natural Gas	April 1, 1970	none stated	gas line
	Columbia Gas of PA	dated Aug. 1, 1928	\$2.00 per year	pipeline
	Columbia Gas of PA	dated June 15, 1929	\$1.00 per year	gas line
	Columbia Gas of PA	dated Nov. 22, 1928	\$1.00 per year	gas line
	Gunning Refractories	Nov. 30, 1975	\$25.00 per year	gas line
308	Francis H. Bezdek	June 1, 1964	\$1.00 per year	dam for fish hatchery
226	Ohio Water Service Co.	dated March 10, 1958	\$3.00 per year	water line
385	Ameritech	March 1, 1970	none stated	underground cable
277	Consumer Ohio Water	Oct. 1, 1961	none stated	water line
262	Consumer Ohio Water	Oct. 1, 1960	\$1.00	water line
301	Consolidated Natural Gas	April 1, 1964	none stated	gas line
327	Consumer Ohio Water	Sept. 1, 1965	none stated	water line
61	Gulf Refinery Co.	dated March 24, 1938	\$10.00	water line
382	Buckeye Pipeline	Sept. 25, 1969	\$650.00 fee	oil line
428	R.D. Golladay	June 1, 1973	\$60.00 per year	building encroachment
11	Ray (Hazel) Meehan	Jan. 1, 1958	\$15.00 per month	"A dwelling house" lease
351	Ameritech	March 1, 1967	\$20.00 per year	
	CTSI	Sept. 8, 2000	\$1,250. per year for 4 yrs. \$1,375. starting 5 th year	conduit crossing

Attachment D



RAILROAD VENTURES, INC.

721 BOARDMAN - POLAND RD., SUITE 101, YOUNGSTOWN, OHIO 44512
PHONE (330) 758-2424 FAX (330) 758-5572

April 18, 2002

Mr. Tracy V. Drake
Executive Director
Columbiana County Port Authority
1250 St. George Street
East Liverpool, Ohio 43920

RE: RVI - THIRD PARTY AGREEMENTS

Dear Tracy:

I would like to propose a practical interim resolution to the license agreement issue pending finalization of the pending litigation. April is the month that RVI normally invoices the licensees. We are proceeding with the invoices of those licensees that are "uncontested" (the list that Rossi elected to include in his appraisal).

The remaining 100 or so license agreements should be invoiced by CCPA. Historically, although we invoice a much greater amount, the license agreements not listed in the Rossi appraisal generated about \$22,000 annually in revenue.

It is not beneficial to either of us to have the license agreements go uninviced. The licensees for the most part have taken advantage of the cloud over the ownership of these license agreements since RVI's acquisition of this property. Unfortunately, this has financially impacted RVI and may ultimately impair CCPA.

As a matter of background, it took two paralegals, an accountant and a bookkeeper approximately three months to organize these license agreements and set-up the accounts properly for invoicing. The records were in a shamble when RVI took them over.

04-18-02 11:54

RECEIVED FROM: 330 7585572

P. 61

PAGE 2

MAY-1-03 2:38PM

202 659 4934

SENT BY: REA. CROSS

T. Drake
April 18, 2002
Page 2

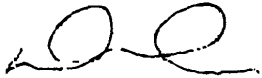
What I am proposing is quite simple. I propose that RVI continues to invoice all licensees as we have done in years past. We will maintain two separate accounts. The revenues resulting from those license agreements not included in the Rossi appraisal will be deposited directly into an account set up by CCPA.

I would propose that RVI receive a management fee equal to 10% of collected revenue. Additionally, RVI and CCPA must send these invoices out under a joint cover letter, eliminating any confusion as to the collectability of these charges.

Tracy, I think this is a practical short-term resolution to making sure that these license agreements, which we believe are extremely valuable, are enforced pending outcome of the litigation. Also, this will save the CCPA the cost and expense of going through what RVI did when we originally acquired this property with the potential that the ownership of these agreements might revert back to RVI. To the extent that RVI does not prevail in its pending litigation, I can assure you that we have no interest in continuing to handle these license agreements.

I hope this makes sense to you. You'll note that I didn't copy any of the numerous attorneys and if you agree with this approach, I would expect that you and I could come to some simple agreement that would facilitate this relationship.

Let me know what your thoughts are.
Sincerely,



David L. Handel

DLH/pk

04-18-02 11:55

RECEIVED FROM: 334 7585572

P. 02

PAGE 3

MAY-1-03 2:38PM

202 659 4934

SENT BY: REA. CROSS



Columbiana County Port Authority

1250 St. George Street, East Liverpool, Ohio 43920
(330) 386-9051 • FAX (330) 386-1122

April 26, 2002

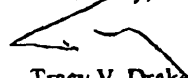
David Handel
Railroad Ventures, Inc.
721 Boardman
Poland Rd., Suite 101
Youngstown, Ohio 44212

Dear Mr. Handel:

This is to acknowledge receipt of your letter dated April 18, 2002. The conciliatory tone of that letter is not supported by the simultaneous and continued attacks on the Port Authority's interest in the railroad made by you to the STB and ORDC. As such we do not believe that any mutual billing accommodation may be made in regard to the subject easements.

Please be reminded that RVI is under order to turn over the easements and all monies received by RVI thereunder since January 24, 2001. If RVI has billed out and received payments after that date its failure to turn such monies over to the Port Authority make it subject to criminal charges of theft by deception as well as a federal contempt charge via the STB. By withholding the invoices RVI may also be making itself liable for the negative financial impact mentioned in your letter. The Port Authority is willing to consider reimbursement to RVI of up to \$2,000.00 for the work it performed to organize the easements but only after such records and all monies received from them since January 24, 2001 have been turned over to us.

Yours truly,


Tracy V. Drake
Executive Director

TVD/jlw

cc: Board of Directors



RAILROAD VENTURES, INC.

721 BOARDMAN - POLAND RD., SUITE 101, YOUNGSTOWN, OHIO 44512
PHONE (330) 758-2424 FAX (330) 758-3572

April 29, 2002

Mr. Tracy V. Drake
Executive Director
Columbiana County Port Authority
1250 St. George Street
East Liverpool, Ohio 43920

COPY

Dear Tracy:

First off, please be assured that it was not my intent to make the letter sound conciliatory. The proposal I made to you makes sense for both groups. To protect the assets that are currently in dispute would only benefit both parties. RVI intends to vigorously pursue all avenues available to it to ensure a just end to this situation.

It's my guess that if it was your money, you would have accepted our proposal.

Good luck.

Sincerely,

David L. Handel

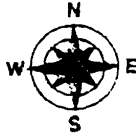
DLH/pk

Post-It Fax Note 7671		Date	4/29	Page	1
To	Tracy Drake	From	David Handel		
Co./Dept	CCPA	Co.	R.V.I.		
Phone #		Phone #			
Fax #	330-386-1122	Fax #			

04-29-02 16:36

RECEIVED FROM: 330 7585572

F. 01



Columbiana County Port Authority

1250 St. George Street, East Liverpool, Ohio 43920
(330) 386-9051 • FAX (330) 386-1122

COPY

August 6, 2002

David Handel
721 Boardman-Poland Road
Suite 101
Youngstown, OH 44512

RE: Third Party Agreements

Dear Mr. Handel:

As you are aware, on August 1, 2002, the Sixth Circuit issued its decision affirming the orders of the Surface Transportation Board ("STB") in its Docket No. AB-556 (Sub-No. 2X), *Railroad Ventures, Inc.--Abandonment Exemption --Between Youngstown, OH, and Darlington, PA, in Mahoning and Columbiana Counties, OH, and Beaver County, PA*. The Sixth Circuit expressly affirmed the STB's orders insofar as they voided certain transactions by RVI with third parties after RVI filed its abandonment petition. The Court confirmed that Columbiana County Port Authority ("CCPA") acquired a fee simple interest in all property, except those interests that CCPA expressly declined to purchase.

As you are also aware, in your Verified Statement, executed May 29, 2001, you testified that "[a]ttached is a master list dated April 11, 1997 of all the crossings and license agreements that RVI acquired from the Y&S Railroad Company which were subsequently transferred by RVI to VPB on October 29, 1999." As reflected by footnote 29, the "master list" was identified as "Exhibit Y." Exhibit Y consists of two pages of agreements. The second page lists two agreements with Boardman Supply, both of which are dated 10/7/88.

In its Decision, served November 9, 2001, the STB reasoned as follows:

RVI takes the position that VPB still retains the interest in the crossing agreements and licenses that were not listed in CCPA's evidence (and that accordingly were not accounted for in the purchase price we set). RVI Reply at 11. RVI's

position patently ignores our earlier order declaring that such other transfers to VPB were void.

The voiding of the transfer of these other interests from RVI to VPB does not, however, cast into doubt the validity of the leases, easements, crossings, and licenses at issue. Rather, it just means that CCPA--not VPB--is the party that has the right to receive income (if any) from these other interests.[footnote omitted]. Also CCPA now has the role of grantor of the leases, easements, licenses, or crossings. Any lease, easement, license, or crossing holders should turn to CCPA with questions about the easement or the underlying agreement granting it.

Accordingly, we clarify that neither RVI nor VPB has any remaining right, title, or interest in this rail line other than in the First Energy Corporation easements mentioned above and the licenses and crossings listed in Exhibit A (Confidential Version) to Exhibit 7 of CCPA's Request to Set Terms, filed earlier in this proceeding. *We clarify that VPB holds rights or interests in only four of the leases listed in Exhibit Y,*⁽⁷⁾ because those four leases were listed in CCPA's evidentiary submission described above. VPB is entitled to income (if any) from these four leases.

⁽⁷⁾ Ohio Bell (lease date 6/16/83); Ohio Edison (lease date 7/1/76); Ohio Edison (lease date 7/19/67); and Mahoning County (lease date 7/8/66).

Turning to the remaining leases listed in Exhibit Y, we reiterate that the transfers from RVI to VPB of any right, title, and interest in these leases are void, as we stated in our October 2000 Decision. RVI shall arrange for its affiliate, VPB, within 15 days of the effective date of this decision, to transfer, effective January 24, 2001 (the date of the sale of this rail line to CCPA), the rights, title, and/or interest formerly held by RVI to CCPA. Any income or other benefits that would have accrued to VPB before January 24, 2001, now accrue to CCPA, not VPB.

Given the fact that the 10/7/1988 Agreement is not among the four agreements listed in footnote 7, but is listed in Exhibit Y to your Verified Statement, VPB's interests were required to be transferred to CCPA by the STB's Order served November 9, 2001, consistent with the reasoning expressed in the STB's previous Orders that have now been affirmed by the Sixth Circuit.

David Handel
August 6, 2002
Page 3

Nevertheless, it has come to CCPA's attention that the following comments regarding the 10/7/1988 Agreement were made in a letter dated May 13, 2002, addressed to David Detec, Esq. from Joseph C. Bishara, Esq (a copy of which is attached hereto):

I have previously provided to you a copy of a license for private grade crossing, which was entered into exclusively with Boardman Supply Company, with no right of Boardman Supply to assign the private grade crossing to any party. By Boardman Supply attempting to assign rights under the private grade crossing to TGL Development Corp. and to your client, Boardman Supply is in breach of the license. By letter dated May 2, 2002 from my client to James Pipoly (...), Boardman Supply was notified of this breach. Please be advised that any use of the private grade crossing by any entity other than Boardman Supply Company is not permitted and your client should cease and desist any such use.

The May 2, 2002 letter addressed to Mr. James Pipoly, which you signed, contains the following statements regarding the 10/7/1988 Agreement:

Venture Properties of Boardman, Inc. is a successor in interest of Youngstown & Southern Railway Company as the Licensor of such private grade crossing license. Specifically, Paragraph 8 of such license provides that "This license is not to be considered as it is for the sole convenience of the Licensee (Boardman Supply Company) and shall continue so long as Licensee shall use said crossing... If said Licensee discontinues use of said crossing, this license shall cease and determine..." Paragraph 14 provides that "The Licensee shall not assign any of the privileges under the within license agreement or any obligations or liabilities incurred hereunder without having first obtained the written consent of the Licensor."

Once again, you are hereby advised that the use of the private grade crossing license by any third party is not permitted. You should cease and desist any such use, or we will proceed with legal action to enforce the terms of the license.

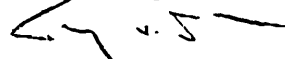
Because neither RVI nor VPB have any continuing interest in the 10/7/88 crossing agreement with Boardman Supply, you are hereby advised and admonished to cease and desist from any further interference with the property that is owned in fee simple by CCPA. This includes any further contact with any third person who is subject to any agreement (licenses, crossings, etc.) that was acquired by CCPA from RVI pursuant to orders of the STB in its Docket No. AB-556 (Sub-No. 2X).

David Handcl
August 6, 2002
Page 4

Second, this letter demands that RVI and VPB *immediately* turn over all third-party agreements (licenses, crossings, etc.) in their possession and all monies received thereunder since the effective date of the STB Order. Such third party agreements include any and all which have not been previously tendered to CCPA and which were not identified and valued in the Real Estate Appraisal Associates' list of Licenses and Other Revenues. Given the ruling of the Sixth Circuit, there is no basis whatsoever for failing to turn over those agreements and the monies received thereunder. The failure to do so is a continuing violation of the STB's order served November 9, 2001, and may result in fraud charges of theft by conversion.

The actions that you have taken have gravely interfered with CCPA's use and enjoyment of the property that it acquired from RVI pursuant to the STB's orders. Moreover, your actions have interfered with the business relations that CCPA has sought to develop that have been recognized to be in the public interest. Last, you have persisted in disparaging CCPA's efforts to restore rail service. In this regard, please be advised that CCPA will take appropriate steps to protect its interests, including its reputation and its business relationships.

Yours truly,



Tracy V. Drake
Executive Director

cc: Atty. O'Brien
cc: Atty. Streeter

VENTURE PROPERTIES OF BOARDMAN, INC.
Invoice Register / Not on Ross Appraisal
2002

- Still trying to
locate

ID Number	Name	Previous Balance	2002 Current	Paid Amount	Balance
5111127	* Mahoning County Sanitary	750.00	750.00		1,500.00
5111112	* Mahoning County Sanitary	750.00	750.00		1,500.00
5111111	* Mahoning County Sanitary	750.00	750.00		1,500.00
5111118	Borough of Glasgow	0.00	50.00	50.00	0.00
5090005	International Cooperage	0.00	50.00		50.00
5130025	* Hazel Meehan	0.00	1,300.00	1,300.00	0.00
5030005	Columbia Gas of Ohio, Inc	0.00	250.00	250.00	0.00
5030007	Columbia Gas of Ohio, Inc	0.00	1.00	1.00	0.00
5170008	Columbia Gas of Ohio, Inc	32.00	6.00		38.00
5170007	* Columbia Gas of Ohio, Inc	3,750.00	750.00		4,500.00
5170016	* Columbia Gas of Ohio, Inc	3,750.00	750.00		4,500.00
5170004	Columbia Gas of Ohio, Inc	3,750.00	750.00		4,500.00
5170001	Columbia Gas of Ohio, Inc	3,750.00	750.00		4,500.00
5111123	* Alltel, Inc.	2,500.00	500.00		3,000.00
5111122	* Alltel, Inc.	2,500.00	500.00		3,000.00
5111120	* Alltel, Inc.	2,500.00	500.00		3,000.00
5180010	* Sun Pipe Line Co	3,750.00	750.00		4,500.00
5190011	* Sun Pipe Line Co	3,750.00	750.00		4,500.00
5190012	* Sun Pipe Line Co	3,650.00	750.00	30.00	4,380.00
5190013	* Sun Pipe Line Co	3,650.00	750.00	30.00	4,380.00
5111103	* Village of Columbiana	3,750.00	750.00		4,500.00
5111105	* Village of Columbiana	3,750.00	750.00		4,500.00
5111131	Village of Columbiana	3,600.00	250.00		3,750.00
5111132	Village of Columbiana	4,000.00	750.00		4,750.00
5111104	Village of Columbiana	3,750.00	750.00		4,500.00
5170030	* Ameritech	2,500.00	500.00		3,000.00
5170033	* Ameritech	2,500.00	500.00		3,000.00
5170036	* Ameritech	2,500.00	500.00		3,000.00
5170013	* Ameritech	2,500.00	500.00		3,000.00
5150010	Ameritech	1,500.00	500.00		2,000.00
5150022	Ameritech	0.00	500.00		500.00
5150023	Ameritech	0.00	0.00	0.00	0.00
5150010	Ameritech	2,500.00	500.00		3,000.00
5170003	* Ameritech	2,500.00	500.00		3,000.00
5170005	Ameritech	2,500.00	500.00		3,000.00
5170006	Ameritech	2,500.00	500.00		3,000.00
5170026	* Ameritech	2,500.00	500.00		3,000.00
5170028	* Ameritech	2,500.00	500.00		3,000.00
5170029	* Ameritech	2,500.00	500.00		3,000.00
5010010	* Arco Pipe Line	2,475.00	500.00		2,975.00 Marathon
5170007	Consolidated Natural Gas	3,750.00	750.00	4,500.00	0.00
5170038	* Consolidated Natural Gas	3,750.00	750.00	4,500.00	0.00
5170035	* Consolidated Natural Gas	3,750.00	750.00	4,500.00	0.00
5030012	* Columbia Gas of Pa, Inc	1,992.00	500.00		2,492.00
5030011	* Columbia Gas of Pa, Inc	1,996.00	500.00	1.00	2,496.00
5030010	* Columbia Gas of Pa, Inc	1,000.00	500.00		1,500.00
5050012	* Consolidated Natural Gas	2,524.67	500.00	4.00	3,028.67
5050007	* Consolidated Natural Gas	3,488.00	750.00	4.00	4,234.00
5040008	Donohue Railroad Equip	0.00			0.00
5111108	Gunning Refractories	2,258.32			2,258.32
5020025	Francis H Bezdek	300.00			300.00
5150082	* Consumers Ohio Water	400.00	100.00		500.00
5150100	* Consumers Ohio Water	3,000.00	750.00		3,750.00
5170017	* Consumers Ohio Water	3,004.15	750.00		3,754.15
5170018	* Consumers Ohio Water	3,000.00	750.00		3,750.00

08/26/2002 12:23 PM

1 of 2

VENTURE PROPERTIES OF BOARDMAN, INC.
 Invoice Register / Not on Rossi Appraisal
 2002

ID Number	Name	Previous Balance	2002 Current	Paid Amount	Balance
5111106	Gulf Refining Co	1,000.00			1,000.00
5111107	Buckeye Pipe Line	750.00			750.00
5070005	R.D. Goulet	0.00			0.00
5020050	CTSI	1,250.00			1,250.00
		132,287.14	30,287.00	20,170.00	142,374.14

* - Invoices were mailed.

08/26/2002 12:23 PM

2 of 2

PAGE 13/13

MAY-1-03 2:41PM

202 659 4934

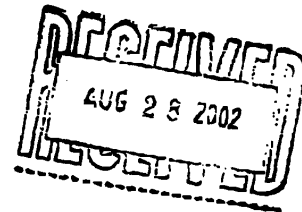
SENT BY: REA. CROSS



RAILROAD VENTURES, INC.

721 BOARDMAN - POLAND RD., SUITE 101, YOUNGSTOWN, OHIO 44512
PHONE (330) 758-2424 FAX (330) 758-5572

August 26, 2002



Mr. Tracy V. Drake
Executive Director
Columbiana County Port Authority
1250 St. George Street
East Liverpool, Ohio 43920

RE: RVI

Dear Tracy:

I'm enclosing copies of all of the information we received relative to the license agreements that are to be transferred to your group. I'm also attaching the master list for your use.

We are still trying to track down a few of these and as we get more information available, we'll pass it along.

As some background, when we received this information there was very little if any organization to these agreements. Additionally, most of the license fees hadn't been updated since their inception, which in some cases was the early 1900's. Our first effort was to determine what fees are normal and customary today. We immediately advised all the licensees as to their new fees. Some paid and some didn't. We then methodically pursued those that did not. We elected to focus on the larger accounts, i.e. Ohio Edison with the intent of eventually working our way through all the licensees. As I'm sure you know, we have been somewhat successful on most accounts.

T. Drake
Aug. 26, 2002
Page 2

To be honest with you, I'm really torn as to how to move forward in this regard. I hate to see these licensees benefit from our dispute, and at the same time, I must admit I'm not sure I can envision a working relationship with the Port Authority. I can tell you there are thousands, perhaps hundreds of thousands of dollars, of potential income sitting in these license agreements if there are worked aggressively.

Good Luck! Call if you like.

Sincerely,



David L. Handel

DLH/pk

Encl.

cc: R. Wilson, Esq.
M. Morley, Esq.
C. Bishara

REA, CROSS & AUCHINCLOSS

1707 L Street NW, Suite 570

Washington, DC 20036

FAX TRANSMITTAL SHEET

Date: 05/14/03To: Richard StrasserFrom: Keith O'BrienNumber of pages including cover sheet: 13

any questions call 202-785-3700 FAX# 202-659-4934

Comments: Copies of correspondence re license agreements
1. 4/12 Haniel to Tracy CCPA interests 22 K/yr
2. 4/26 Response Tracy to Haniel
3. 4/29 Reply Haniel to Tracy
4. 5/16/02 Tracy to Haniel - demand for turn-over
of agreements
5. 5/26/02 Response from Haniel

original documents () to follow

To follow: ☐ by mail
☐ by overnight delivery
☐ will not follow

This message is intended for the use of the individual to whom it is addressed, and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this transmission in error, please notify this office immediately by telephone or arrange the return of documents.

CERTIFICATE OF SERVICE

I hereby certify that on the 7th day of May 2003, I served a true copy of the foregoing Response to Request for A Protective Order to Quash Request for Production of Documents and Interrogatories and Motion to Compel via first-class mail, postage prepaid, on the following::

Richard R. Wilson, Esq.
Vuono & Gray, L.L.C.
2310 Grant Building
Pittsburgh, PA 15219

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

Richard H. Streeter