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**SURFACE
TRANSPORTATION BOARD**

The Railroad Co., Inc.
And
WV Southern Railway Co.
Its wholly owned subsidiary
Thurmond Station
Thurmond, WV 25936

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July 24, 2003

Honorable Vernon A Williams
Secretary
Surface Transportation Board
1925 K Street, N. W, Suite 700
Washington, D. C. 20423

FILED
JUL 25 2003

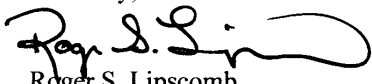
RE: Finance Docket No. 34384, Acquisition and Operation Exemption – The Railroad Co., Inc. and WV Southern Railway Co., its wholly owned subsidiary.

Dear Secretary Williams:

Enclosed for filing in the above captioned proceeding are an original and ten (10) copies of the Verified Notice of Exemption of The Railroad Co., Inc. and WV Southern Railway Co., its wholly owned subsidiary, pursuant to 49 C.F.R. §1150.31. A check in the amount of \$1,300.00 in payment of the filing fee is attached.

Should any question arise regarding this filing, please contact the undersigned. Thank you for your assistance in this matter.

Sincerely,



Roger S. Lipscomb
Partner, Chief Transportation Officer
The Railroad Co., Inc.

President
WV Southern Railway Co.

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**SURFACE
TRANSPORTATION BOARD**

Enclosures

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**SURFACE
TRANSPORTATION BOARD**

**Before the
Surface Transportation Board**

Finance Document No. 34384

**The Railroad Co., Inc.
And
WV Southern Railway Co.,
its wholly owned subsidiary
-Acquisition Exemption-
Rail Lines of CSX Transportation, Inc.**

FILED
JUL 25 2003
**SURFACE
TRANSPORTATION BOARD**

**Verified Notice of Exemption
or
The Railroad Co., Inc.
And
WV Southern Railway Co.,
its wholly owned subsidiary**

Marc A Monteleone
Bowles Rice McDavid Graff & Love, PLLC
P. O. Box 1366
600 Quarrier Street
Charleston, WV 25301-1386

Attorney for:

The Railroad Co., Inc. and WV Southern
Railway Co., its wholly owned subsidiary

Dated: July 24, 2003

**Before the
Surface Transportation Board**

Finance Document No. 34394

**The Railroad Co., Inc.
And
WV Southern Railway Co.,
its wholly owned subsidiary
-Acquisition Exemption-
Rail Lines of CSX Transportation, Inc.**

**Verified Notice of Exemption
Of
The Railroad Co., Inc. and WV Southern Railway Co., its wholly owned subsidiary
Pursuant to 49 C.F.R. §1150.42**

Pursuant to 49 C.F.R. § 1150.41 et seq., The Railroad Co., Inc. and WV Southern Railway Co., its wholly owned subsidiary (WVSR), a non-carrier, hereby files this Verified Notice of Exemption to acquire and operate a rail line currently owned and operated by CSX Transportation, Inc. between Thurmond and Mt. Hope, West Virginia, a distance of approximately twelve (12) route miles in Fayette County ("Subject Line"). Based on the projected revenues for the Subject Line, WVSR expects to become a Class III rail carrier after consummation of the transaction proposed herein.

In accordance with the requirements of 49 C.F.R. § 1150.43, WVSR submits the following information:

Advance Notice:

49 C.F.R. § 1150.42 (e)

The projected annual revenue of the Subject Line, will not exceed \$5 million. Accordingly, the requirements of 49 C.F.R. § 1150.42 (e) do not apply to this transaction.

Name and Address of Applicant: **49 C.F.R. § 1150.43 (a)**

The full name and address of the proposed Class III rail carrier applicant herein as follows:

The Railroad Co., Inc. and WV Southern Railway Co., its wholly owned subsidiary
Thurmond Station
Thurmond, WV 25936

Applicant's Representative: **49 C.F.R. § 1150.43 (b)**

WVSR's representative to whom correspondence regarding this transaction should be addressed is as follows:

Marc A. Monteleone
Bowles Rice McDavid Graff & Love, PLLC
600 Quarrier Street
P. O. Box 1386
Charleston, WV 25301-1386

Statement Concerning Agreement: **49 C.F.R. § 1150.43 (c)**

WVSR has entered into an agreement with CSX Transportation, Inc. providing for WVSR's acquisition and operation of the Subject Line.

Operation of the Property: **49 C.F.R. § 1150.43 (d)**

WVSR will be the operator of the Subject Line.

Summary of Transaction: **49 C.F.R. § 1150.43 (e)**

Pursuant to an agreement entered into between WVSR and CSX Transportation, Inc., WVSR will acquire and operate the Subject Line that extends between approximately Milepost 0.0 at Thurmond, WV and approximately Milepost 12.0 at Mt. Hope, WV. The Subject Line is located in Fayette County, West Virginia. The total distance of the rail line is approximately twelve (12) route miles.

The name and address of the owner and operator of the Subject Line is as follows:

CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Map:

49 C.F.R. § 1150.43 (f)

A map indicating the area served by the Subject Line is attached as Exhibit A to this Notice.

Certification of Class III Status:

49 C.F.R. § 1150.43 (g)

A certificate complying with the provisions of 49 C.F.R. § 1150.43 (g) is attached as Exhibit B to the Notice. Based on projected revenues for the Subject Line, WVSR will operate as a Class III rail carrier after consummation of the transaction proposed herein.

Environmental/Historic Preservation Data:

49 C.F.R. § Part 1105

Under C.F.R. § 49 1105.6(c)(2)(i), the proposed acquisition and operation of the Subject Line by WVSR is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations (i.e. changes which exceed the thresholds established in 49 C.F.R. § 1105.8(e)(4) or (5).

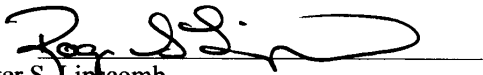
Under 49 C.F.R. § 1105.8(b)(3), the proposed acquisition and operation of the Subject Line by WVSR also is exempt from historical preservation reporting requirements. WVSR's acquisition of the Subject Line is for the purpose of continued rail operations. Further Surface Transportation Board approval is required to abandon any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary:

49 C.F.R. § 1150.44

A caption summary in the appropriate form is attached as Exhibit C to the Notice.

Respectfully Submitted,

By: 

Roger S. Lipcomb

Partner, Chief Transportation Officer
The Railroad Co., Inc.

President
WV Southern Railway Co.

Dated: July 24, 2003

Exhibit A

Map

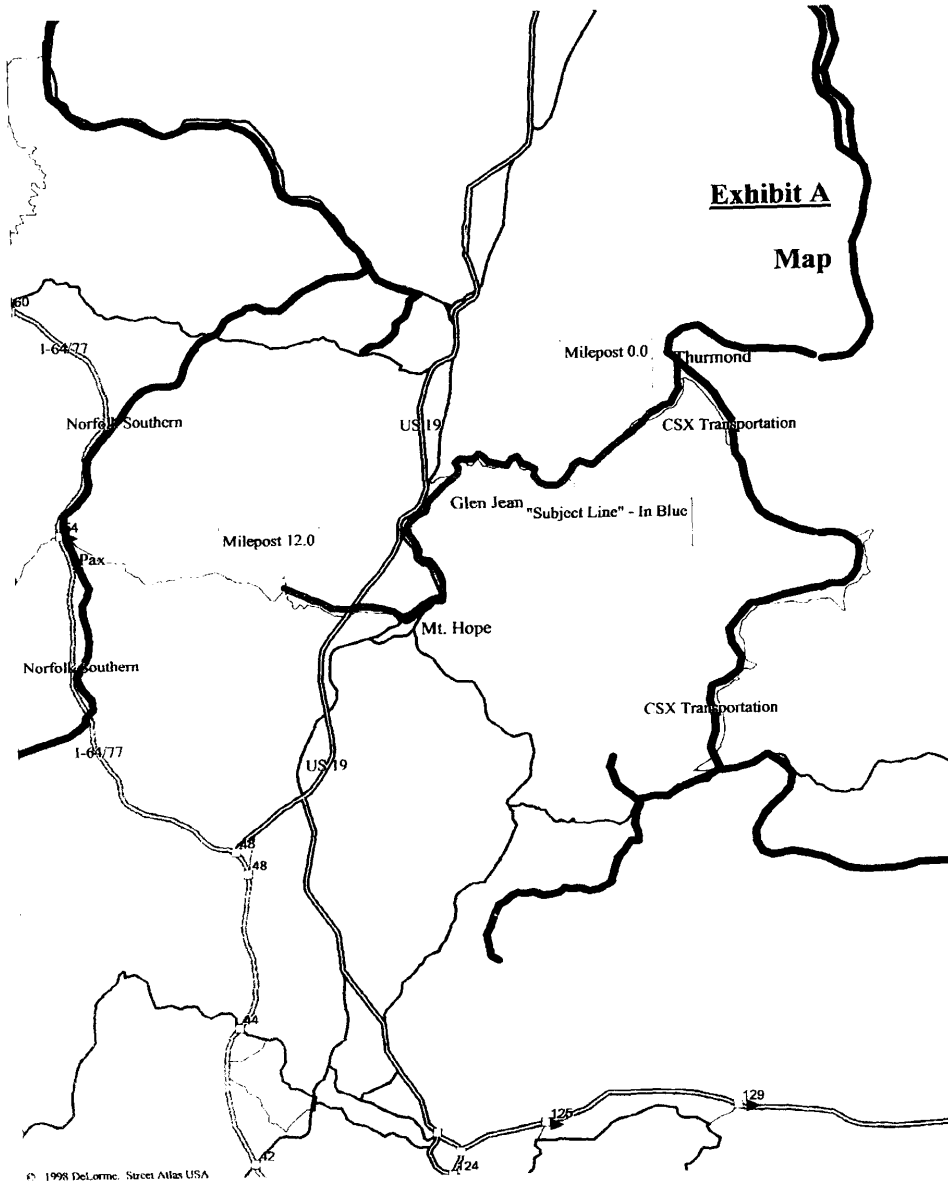
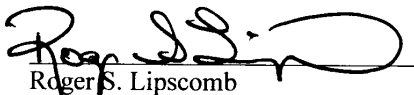


Exhibit B

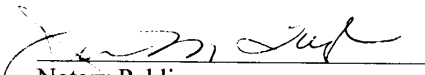
Certification

Roger S. Lipscomb, being duly sworn, certifies that the projected revenues of The Railroad Co., Inc. and WV Southern Railway Co., its wholly owned subsidiary upon consummation of the proposed transaction will not result in the creation of a Class I or Class II rail carrier under the provisions of 49 C.F.R. § 1201 (1-1)


Roger S. Lipscomb
Partner, Chief Transportation Officer
The Railroad Co.

President
WV Southern Railway Co.

SUBSCRIBED AND SWORN TO
Before me this 24th day of July, 2003


Notary Public

My commission expires: February 12, 2005

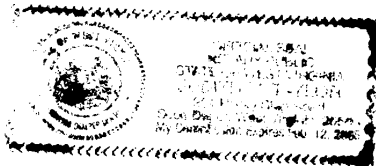


Exhibit C

Surface of Transportation Board

Notice of Exemption

Finance Document No. 34384

The Railroad Co., Inc.

And

WV Southern Railway Co.,

its wholly owned subsidiary

-Acquisition and Operation Exemption-

Line owned and operated by CSX Transportation, Inc.

The Railroad Co., Inc. and WV Southern Railway Co., its wholly owned subsidiary, a non rail carrier, has filed a Verified Notice of Exemption to acquire and operate a rail line owned and operated by CSX Transportation, Inc. between approximately Milepost 0.0 at Thurmond, WV and Milepost 12.0 at Mt Hope, WV (the "Subject Line"). The total distance of the Subject Line is twelve (12) route miles in Fayette County, West Virginia.

Comments must be filed with the board and served on Marc A. Monteleone, Bowles Rice McDavid Graff & Love, PLLC, 600 Quarrier Street, P. O. Box 1386, Charleston, WV 25301-1386.

This notice is filed under 49 C.F.R. § 1150.41. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under C.F.R. 49 §10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Date: _____, 2003

By the Board

Vernon A. Williams - Secretary