

BALL JANIK LLP

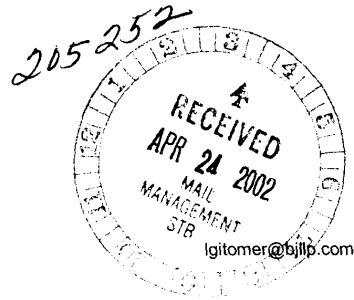
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April 24, 2002

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

ENTERED
Office of the Secretary

APR 24 2002

Part of
Public Record

RE: Finance Docket No. 34200, *PSAP Operating Company, Inc.--*
Acquisition and Operation Exemption—ParkSierra Corp.

Dear Secretary Williams:

On April 23, 2002, PSAP Operating Company, Inc. ("PSAP"), filed a Verified Notice of Exemption (the "Notice"). On the page numbered six of that filing, item four, and page 14 (the Caption Summary), the penultimate line of the first paragraph, there is an incorrect reference to 139.3 miles, which should be corrected to 153.3 miles. The original and 10 copies of this letter, a corrected page six, and a corrected page 14 of the Notice are enclosed. Please time and date stamp the extra copy of this letter and the corrected pages and return them with our messenger.

If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for PSAP Operating Company,
Inc.

Enclosures

service on a government-owned line from its connection with the Elma-Shelton Line to Bangor, a distance of approximately 44 miles, and a branch line to Bremerton Navy Yard, a distance of approximately 4.6 miles; (iv) overhead trackage rights from The City of Tacoma d/b/a Tacoma Rail (TR) (a) between the Lakeside Siding near Blakeslee Junction, milepost 60.0, southwest six miles and the interchange with BNSF at Chehalis, milepost 66.0 (the TR/BNSF Interchange); and (b) from the TR/BNSF Interchange one mile to milepost 67.0, where TR's rail lines connect with rail line owned by the Port of Chehalis, for a total distance of approximately 7.0 miles; (3) a lease from UP and operate approximately 1.8 miles of rail lines (i) from UP milepost 53.83 to UP milepost 54.23; and (ii) from UP milepost 55.28 to UP milepost 56.70, in Aberdeen and Hoquiam Counties, WA; and (4) the right to operate between Chehalis, WA, milepost 0.0, and Curtis, WA, milepost 10.0, a total distance of 10.0 miles in Lewis County, WA, under a modified certificate of public convenience and necessity

4. PSAP is acquiring about 153.3 miles of track from ParkSierra, consisting of 83.5 miles acquired, 58.0 under trackage rights, 1.8 miles under lease, and 10 miles under a Modified Certificate.

f. A map of the rail Lines is attached as Exhibit A.

g. A Certificate of Compliance with the provisions of 49 CFR § 1150.33(g) is attached as Exhibit B.

h. A caption summary, as required by 49 C.F.R. §1150.34, is attached as Exhibit C.

i. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 CFR §1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of

southwest six miles and the interchange with BNSF at Chehalis, milepost 66.0 (the TR/BNSF Interchange); and (b) from the TR/BNSF Interchange one mile to milepost 67.0, where TR's rail lines connect with rail line owned by the Port of Chehalis, for a total distance of approximately 7.0 miles; (3) a lease from Union UP and operate approximately 1.8 miles of rail lines (i) from UP milepost 53.83 to UP milepost 54.23; and (ii) from UP milepost 55.28 to UP milepost 56.70, in Aberdeen and Hoquiam Counties, WA; and (4) the right to operate between Chehalis, WA, milepost 0.0, and Curtis, WA, milepost 10.0, a total distance of 10.0 miles in Lewis County, WA, under a modified certificate of public convenience and necessity, a total distance of about 153.3 miles.

The transaction is scheduled to take place on or as soon as possible after the April 30, 2002 effective date of the exemption.

A class exemption for RailAmerica to continue in control of PSAP Operating Company, Inc., was concurrently filed in Finance Docket No. 34197, *RailAmerica, Inc., Et Al.—Corporate Family Reorganization Exemption*.

If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34200, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Gary A. Laakso, Esq., Vice President Regulatory Counsel, PSAP Operating Company, Inc., 5300 Broken Sound Boulevard N.W., Boca Raton, FL 33487, (561) 994-6015, and Louis E.