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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. 34199, *CFNR Operating Company, Inc.--
Acquisition and Operation Exemption—ParkSierra Corp.*

Dear Secretary Williams:

On April 22, 2002, CFNR Operating Company, Inc. ("CFNR"), filed a Petition for Waiver of 49 C.F.R. § 1150.32(e) (the "Petition"). On the page numbered three of that filing, in the first line of the second paragraph, there is an incorrect reference to 153 miles, which should be corrected to 248.5 miles. The original and 10 copies of this letter and a corrected page three of the Petition are enclosed. Please time and date stamp the extra copy of this letter and the corrected page and return them with our messenger.

If you have any questions, please contact me.

Sincerely yours,

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

Enclosures

BEFORE THE

ENTERED
Office of the Secretary

SURFACE TRANSPORTATION BOARD

APR 24 2002

FINANCE DOCKET NO. 34199

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CFNR OPERATING COMPANY, INC.—ACQUISITION AND OPERATION EXEMPTION—
PARKSIERRA CORP.

PETITION FOR WAIVER OF 49 C.F.R. § 1150.32(e)

CFNR Operating Company, Inc. ("New CFNR"), a non-carrier, files this Petition for Waiver of the requirements of 49 C.F.R. § 1150.32(e) that New CFNR "at least 60 days before the exemption becomes effective, post a notice of applicant's intent to undertake the proposed transaction at the workplace of the employees on the affected line(s) and serve a copy of the notice on the national offices of the labor unions with employees on the affected line(s), setting forth the types and numbers of jobs expected to be available, the terms of employment and principles of employee selection, and the lines that are to be transferred, and certify to the Board that it has done so."

New CFNR intends to acquire and operate about 248.5 miles of railroad from ParkSierra Corporation ("ParkSierra"). ParkSierra is a subsidiary of RailAmerica, Inc. ("RailAmerica") and New CFNR will become an indirect subsidiary of RailAmerica.

Prior to September 2000 ParkSierra was a non-carrier that controlled two railroad subsidiaries, the Arizona & California Railroad Company Limited Partnership ("ARZC") and California Northern Railroad Company, L.P. ("Old CFNR"). When ParkSierra acquired the assets of and assumed the common carrier obligations of ARZC and Old CFNR, ARZC, Old