



BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket No. AB-573X

205275

TRINIDAD RAILWAY, INC. - -
ABANDONMENT EXEMPTION - - IN LAS ANIMAS COUNTY, CO

STB Finance Docket No. 34087

TRINIDAD RAILWAY, INC. - -
LEASE AND OPERATION EXEMPTION - - KERN VALLEY RAILROAD COMPANY

IN THE MATTER OF AN OFFER OF FINANCIAL ASSISTANCE

ACCEPTANCE BY RAIL VENTURES, INC.
OF THE TERMS AND CONDITIONS OF SALE
ESTABLISHED BY THE BOARD

ENTERED
Office of the Secretary

APR 29 2002

Part of
Public Record

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Dated: April 26, 2002

BEFORE THE
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**ACCEPTANCE BY RAIL VENTURES, INC.
OF THE TERMS AND CONDITIONS OF SALE
ESTABLISHED BY THE BOARD**

By its decision served April 17, 2002, the Surface Transportation Board (the "Board") established the terms and conditions of sale of a 28-mile segment of rail line in Las Animas County, CO, between milepost 2.0 at Jansen and the end of the Trinidad line at milepost 30.0 (the "Line").

The Board ordered in its April 17, 2002 decision (the "Decision") that in order to accept the terms and conditions established in the Decision, Rail Ventures, Inc. ("Rail Ventures") must notify the Board and Kern Valley of its acceptance in writing, on or before April 29, 2002.

By this acceptance, and by separate letter to Kern Valley indicating the same (a copy of which is attached hereto for the Board's reference at Exhibit "A"), Rail Ventures hereby accepts

all of the terms and conditions established by the Board in its Decision, including, but not limited to the purchase price of \$3,830,697.

The Board also established as a condition of sale, that Rail Ventures retain heavier (115-pound) rail on the Line. In consideration of the recent return of unit-train coal traffic along the Line, Rail Ventures agrees to retain the 115-pound rail on the Line.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Taro Kusunose", written over a horizontal line.

Stephen L. Day
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EXHIBIT A

Taro Kusunose
tkusunose@bpmlaw.com

April 26, 2002

VIA FACSIMILE AND OVERNIGHT MAIL

Kern Valley Railroad Company
c/o
Mr. Fritz R. Kahn, Esq.
Law Offices of Fritz R. Kahn, P.C.
1920 N Street NW, Eighth Floor
Washington, D.C. 20036-1601

Trinidad Railway, Inc.
c/o
Mr. John D. Heffner, Esq.
Law Offices of John D. Heffner
555 12th Street, NW
Suite 950 North
Washington, D.C. 20004

Re: **STB Docket No. AB-573X, Trinidad Railway, Inc. – Abandonment Exemption – in Las Animas County, CO**
In the Matter of a Request to Set Terms and Conditions

Dear Messrs. Kahn and Heffner:

By this letter, Rail Ventures, Inc. ("Rail Ventures") accepts the terms and conditions of sale established by the Surface Transportation Board (the "Board") in its decision served in the above-referenced proceeding on April 17, 2002. Rail Ventures has also notified the Board of this acceptance by way of an Acceptance, a copy of which is enclosed for your reference.

The Board notes in the Summary section of its decision that although it has established its typical OFA terms concerning method of payment, timing of closing, method of conveyance, etc., the

Mr. Fritz R. Kahn, Esq.; Mr. John D. Heffner, Esq.
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parties may alter any of these terms by mutual agreement. Please let us know if there is anything we can do to accommodate Kern Valley and/or Trinidad.

We look forward to working with you in the upcoming transaction, and we thank you in advance for your continued cooperation. Please contact us immediately if you have any questions or concerns.

Very truly yours,



Stephen L. Day
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(206) 292-9988 – Telephone
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Enclosure (Acceptance to STB)

cc: J. Reed

Certificate of Service

STB Docket No. AB-573X, *Trinidad Railway, Inc. – Abandonment Exemption – in Las Animas County, CO*

STB Finance Docket No. 34087, *Trinidad Railway, Inc. – Lease and Operation Exemption – Kern Valley Railroad Company*

STB Finance Docket No. 33956, *Kern Valley Railroad Company – Lease and Operation Exemption – Trinidad Railway, Inc.*

I certify that I have this day served copies of the attached ACCEPTANCE BY RAIL VENTURES, INC. OF THE TERMS AND CONDITIONS OF SALE ESTABLISHED BY THE BOARD upon all parties of records in this proceeding, by overnight mail, postage-prepaid and by facsimile.

DATED this 26th day of April, 2002.


Print Name: TARO KUSUNOSE

(49 C.F.R. § 1104.12; 49 U.S.C. 10321; 5 U.S.C. 553)