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October 10, 2002

BY HAND

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



Re: Finance Docket No. 34178, Dakota, Minnesota & Eastern Railroad Corporation and Cedar American Rail Holdings, Inc. – Control – Iowa, Chicago & Eastern Railroad Corporation

Dear Secretary Williams:

I have enclosed an original and 25 copies of Union Pacific Railroad Company's Notice of Intent to Participate in the above-captioned matter, along with an electronic copy on a 3.5 inch disk.

I have also enclosed an extra copy to be date stamped and returned to our messenger.

Thank you for your attention.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Michael L. Rosenthal'.

Michael L. Rosenthal

*Attorney for Union Pacific
Railroad Company*

ENTERED
Office of Proceedings

OCT 11 2002

Part of
Public Record

Enclosure

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34178

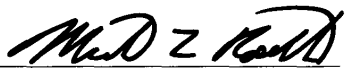
DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION
AND CEDAR AMERICAN RAIL HOLDINGS, INC.
– CONTROL –
IOWA, CHICAGO & EASTERN RAILROAD CORPORATION

NOTICE OF INTENT TO PARTICIPATE

Union Pacific Railroad Company intends to participate as a party of record in the above-captioned proceeding, including all sub-dockets. Please add the undersigned counsel to the service list in this proceeding.

Respectfully submitted,

J. MICHAEL HEMMER
LAWRENCE E. WZOREK
ROBERT T. OPAL
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000


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*Attorneys for Union Pacific Railroad
Company*



October 10, 2002

CERTIFICATE OF SERVICE

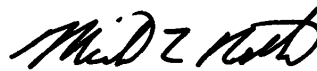
I, Michael L. Rosenthal, hereby certify that on this 10th day of October, 2002, a copy of the foregoing Notice of Intent to Participate was served by first class mail, postage prepaid, on the following:

Secretary of the U.S. Department of Transportation
400 Seventh Street, S.W.
Washington, D.C. 20590

Attorney General of the United States
c/o Assistant Attorney General
Antitrust Division, Room 3645
Department of Justice
Washington, D.C. 20530

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Michael L. Rosenthal