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November 1, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: Dakota, Minnesota & Eastern Railroad Corporation and Cedar American Rail
Holdings, Inc.—Control—Iowa, Chicago & Eastern Railroad Corporation,
Surface Transportation Board Finance Docket 34178

Dear Secretary Williams:

In compliance with the instructions contained in Decision No. 4, you will find enclosed for filing in the above identified proceeding, an original and ten copies of this letter and the attached Certificate of Service, filed on behalf of Arkansas Electric Cooperative Corporation ("AECC"). This letter hereby confirms that all parties of record in this proceeding have been served copies of the following: 1) AECC's cover letter dated October 9, 2002 and Notice of Intervention filed with the STB on August 20, 2002, and 2) AECC's First Set of Discovery Requests to Applicants filed on October 17, 2002. Copies of each of the above are enclosed herewith.

In accordance with the guidelines for filing with the Surface Transportation Board, you will find enclosed a diskette containing an electronic copy of this letter and certificate of Service in Microsoft Word format. Please receipt stamp one copy of this letter for my records.

Very truly yours,

Martin W. Bercovici

Enclosures

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Public Record

WASHINGTON, D.C.

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CERTIFICATE OF SERVICE

I, Tammy L. Hines, hereby certify that on this 1st day of November, 2002, that I served a copy of the foregoing letter and enclosures by first class mail, postage prepaid, unless otherwise indicated, upon the following parties of record:

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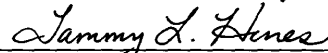
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October 9, 2002

Via Hand Delivery

Secretary of the
United States Department of Transportation
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Washington, DC 20590

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

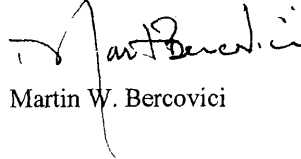
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Sioux Falls, SD 57104

Re: Dakota, Minnesota & Eastern Railroad Corporation and Cedar American Rail
Holdings, Inc.—Control—Iowa, Chicago & Eastern Railroad Corporation,
Surface Transportation Board Finance Docket 34178

Gentlemen :

In accordance with the Decision served by the Surface Transportation Board on
September 26, 2002 in the above-referenced matter, you will find attached herewith a copy of the
Notice of Intervention filed with the Surface Transportation Board on August 20, 2002 in this
proceeding.

Very truly yours,



Martin W. Bercovici

Enclosure

cc: Secretary, Surface Transportation Board
Mr. William C. Sippel, Esq.

WASHINGTON, D.C.

BRUSSELS

SAN FRANCISCO

Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423

STB Finance Docket No. 34178



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

NOTICE OF INTERVENTION

Arkansas Electric Cooperative Corporation ("AECC") respectively submits its notice to intervene in the above-caption proceeding entailing the proposed control of Iowa, Chicago & Eastern Railroad Corporation by the Dakota, Minnesota & Eastern Railroad Corporation. All pleadings, notices and decisions regarding this proceeding should be sent to the undersigned counsel for AECC.

Respectfully submitted,

Martin W. Bercovici
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202-434-4100
202-434-4646 (Facsimile)
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Attorney for Arkansas Electric
Cooperative Corporation

August 20, 2002



Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423

STB Finance Docket No. 34178



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

**ARKANSAS ELECTRIC COOPERATIVE CORPORATION'S
FIRST SET OF DISCOVERY REQUESTS TO APPLICANTS**

Pursuant to 49 C.F.R. §§ 1114.21-.31 and Decision No. 2 herein, Arkansas Electric Cooperative Corporation ("AECC") hereby requests that Dakota, Minnesota & Eastern Railroad Corporation ("DM&E"), Cedar American Rail Holdings, Inc. ("CARH") and Iowa, Chicago & Eastern Railroad Corporation ("IC&E") (collectively, "Applicants") respond to the following discovery requests in accordance with the rules of the Surface Transportation Board and the definitions and instructions set forth below.

Responses should be served as soon as possible, and in no event later than fifteen (15) days from the date of service hereof. Applicants are requested to contact the undersigned promptly to discuss any objections or questions regarding these requests with a view to resolving any disputes or issues of interpretation informally and expeditiously.

DEFINITIONS AND INSTRUCTIONS

1. "Applicants" means Dakota, Minnesota & Eastern Railroad Corporation, Cedar American Rail Holdings, Inc. and Iowa, Chicago & Eastern Railroad Corporation.

2. "Application" means the Railroad Control Application filed in Finance Docket No. 34178 by Applicants dated August 28, 2002.

3. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including but not limited to intra-company communications, correspondence, telegrams, memoranda, contracts, instruments, studies, projections, forecasts, summaries or records of conversations or interviews, minutes or records of conferences or meetings, records or reports of negotiations, diaries, calendars, photographs, maps, tape recordings, computer tapes, computer disks, other computer storage devices, computer programs, computer printouts, models, statistical statements, graphs, charts, diagrams, plans, drawings, brochures, pamphlets, advertisements, circulars, trade letters, press releases, invoices, receipts, financial statements, accounting records, worksheets, drafts, revisions of drafts, and original or preliminary notes. Further, the term "document" includes

- (a) both basic records and summaries of such records (including computer runs);
- (b) both original versions and copies that differ in any respect from original versions; and
- (c) both documents in the possession, custody or control of Applicants and documents in the possession, custody or control of consultants or others who have assisted Applicants in connection with this proceeding.

4. The "DM&E/IC&E Transaction" means the railroad control transaction for which Board approval is being sought in the Application.

5. "Identify,"

- (a) when used in relation to an individual, means to state the name, address, and home and business telephone number of the individual, the job title or position and the employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;
- (b) when used in relation to a corporation, partnership, or other entity, means to state the name of the entity and the address and telephone number of its principal place of business;
- (c) when used in relation to a document, means to:
 - (1) state the type of document (e.g., letter, memorandum, report, chart);
 - (2) identify the author, each addressee, and each recipient; and
 - (3) state the number of pages, title, and date of the document;
- (d) when used in relation to an oral communication or statement, means to:
 - (1) identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made;
 - (2) state the date and place of the communication or statement;
 - (3) describe in detail the contents of the communication or statement;and

(4) identify all documents that refer to, relate to or evidence the communication or statement;

(e) when used in any other context means to describe or explain.

6. "Including" means including without limitation.

7. "Person" means an individual, company, partnership, or other entity of any kind.

8. "Produce" means to make legible, complete and exact copies of responsive documents and send them by expedited delivery to the undersigned counsel. The originals of responsive documents should be retained in the files of Applicants, its counsel, or the consultants or others who have assisted Applicants in connection with this proceeding and have documents in their possession, and made available if requested. AECC will pay all reasonable costs for duplication and expedited delivery of documents to their attorneys.

9. "Relate to and relating to" have the broadest meaning according to them and include but are not limited to the following: directly or indirectly describing, setting forth, discussing, commenting upon, analyzing, supporting, contradicting, referring to, constituting, concerning or connected in any way with the subject in question or any part thereof.

10. "Shipper" means a user of rail services, including a consignor, a consignee, or a receiver.

11. "Studies, analyses, and reports" include studies, analyses, and reports in whatever form, including letters, memoranda, tabulations, and computer printouts of data selected from a database.

12. "This proceeding" means Finance Docket No. 34178 and all subdockets and related dockets.

13. Discovery responses should be supplemented when a supplemental response is required pursuant to 49 C.F.R. § 1114.29.

14. If any information or document is withheld on the ground that it is privileged or otherwise not discoverable:

- (a) identify the type of document (e.g., letter, memorandum, report, chart); identify the author, each addressee and each recipient; state the number of pages, title and date of the document; and
- (b) state the basis for the claim that it is privileged or otherwise not discoverable.

15. References to railroads, shippers, consultants or companies (including any of Applicants) include affiliates, subsidiaries, predecessors, successors, officers, directors, employees, attorneys, agents and representatives thereof.

16. All uses of the conjunctive include the disjunctive and vice versa. Words in the singular include the plural and vice versa.

17. If a document responsive to a particular document request is known to have been in existence but no longer exists, state the circumstances under which it ceased to exist, and identify all persons having knowledge of the contents of such documents.

18. If Applicants' reply to any interrogatory includes a reference to the Application filed in this proceeding, such response shall specify the volume(s) and exact page number(s) of the Application where the information is contained.

19. Where any interrogatory or document request refers to 'Applicants' or to Any 'Applicant,' and the response for one Applicant would be different from the response for other Applicants, give separate responses for each Applicant.

20. Unless otherwise specified, these requests cover the period January 1, 1996 and thereafter.

REQUESTS

1. Produce all studies, analyses, reports, memorandums, letters, proposals and meeting and other contact notes concerning the provision of rail transportation service by DM&E or any other applicant to any electric utility in the states of Illinois, Indiana, Iowa or Wisconsin for coal moving from the Powder River Basin.

2. Produce all documents which form the basis of, support or otherwise bear on the following statement at page 10 of the Application: "Finally, the transaction assures DM&E will continue to have neutral eastern routings for coal movements from the Powder River Basin in Wyoming, should DM&E proceed to construct its recently-approved line into the PRB."

3. With regard to the quote in Request 2 above, (i) explain the statement "should DM&E proceed to construct its recently-approved line into the PRB;" (ii) produce all documents bearing on the current status of plans to finance construction of the recently-approved line into the PRB, and (iii) produce all documents bearing on plans to construct the recently-approved line into the PRB, including all documents involving potential users of DM&E's PRB rail service. \

4. Produce all documents that describe and constitute the alternative access to Chicago that applicants have established with Canadian National Railway Company or its subsidiaries.

5. Produce all documents that describe and constitute the alternative access to Chicago applicants have established with Iowa Interstate Railroad.

6. Produce all documents that describe and constitute the haulage agreement with Union Pacific Railroad prior to its termination.

Respectfully submitted,



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October 17, 2002