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December 3, 2002

Ms. Josephine Gomillion
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423



RE: Finance Docket No. 34282, *Western Illinois Railway Company—
Acquisition Exemption—Toledo, Peoria & Western Railway Corporation*
Finance Docket No. 34283, *RailAmerica, Inc., et al.—Corporate Family
Reorganization Exemption—Western Illinois Railway Company*

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Dear Ms. Gomillion:

Pursuant to your request, this is to clarify that the "Line" referred to on page 3 of the Notice of Exemption filed on November 20, 2002 in Finance Docket No. 34282 consists solely of the non-real estate assets referred to on page 3 of the Notice of Exemption filed on November 20, 2002 in Finance Docket No. 34283.

Enclosed for filing are the original and ten copies of this letter. Please time and date stamp the extra copy of this letter and return it with our messenger.

If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for RailAmerica, Inc., et al.

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