

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

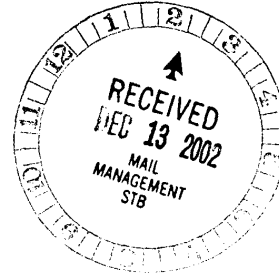
401 NINTH STREET, N.W.
SUITE 1000
WASHINGTON, D.C. 20004-2134
www.troutmansanders.com

William A. Mullins
william.mullins@troutmansanders.com

Direct Dial: 202-274-2953
Fax: 202-654-5635

December 13, 2002

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



Re: Finance Docket No. 34282 - *206845*
Western Illinois Railway Company -- Acquisition Exemption --
Toledo, Peoria & Western Railway Corporation
and
Finance Docket No. 34283 - *206846*
Rail America, Inc., Et Al -- Corporate Family Reorganization Exemption --
Western Illinois Railway Company

Dear Secretary Williams:

Enclosed please find an original and ten copies of the Keokuk Junction Railway Co.'s ("KJRY") Notice of Intent to Participate in the above captioned proceedings. Please date stamp the extra copy of and return it to our courier.

Please feel free to contact me if you have any questions.

Sincerely yours,

Handwritten signature of William A. Mullins in black ink.

William A. Mullins

Enclosure

cc: All parties of record

ENTERED
Office of Proceedings

DEC 13 2002

Part of
Public Record

ATLANTA • HONG KONG • LONDON • NORFOLK • RICHMOND
TYSONS CORNER • VIRGINIA BEACH • WASHINGTON, D.C.

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34282

WESTERN ILLINOIS RAILWAY COMPANY
-- ACQUISITION EXEMPTION --
TOLEDO, PEORIA & WESTERN RAILWAY CORPORATION

FINANCE DOCKET NO. 34283

RAIL AMERICA, INC., ET AL
-- CORPORATE FAMILY REORGANIZATION EXEMPTION --
WESTERN ILLINOIS RAILWAY COMPANY



NOTICE OF INTENT TO PARTICIPATE

ENTERED
Office of Proceedings

DEC 13 2002

Part of
Public Record

William A. Mullins
Troutman Sanders LLP
401 Ninth Street, N.W.
Suite 1000
Washington, D.C. 20004
202-274-2950 (TEL)
202-654-5621 (FAX)

Attorney for Keokuk Junction Railway Co.

December 13, 2002

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34282

**WESTERN ILLINOIS RAILWAY COMPANY
--ACQUISITION EXEMPTION--
TOLEDO, PEORIA & WESTERN RAILWAY CORPORATION**

FINANCE DOCKET NO. 34283

**RAIL AMERICA, INC., ET AL
--CORPORATE FAMILY REORGANIZATION EXEMPTION--
WESTERN ILLINOIS RAILWAY COMPANY**

NOTICE OF INTENT TO PARTICIPATE

Keokuk Junction Railway Co. ("KJRY") hereby gives notice of its intent to participate in these proceedings as a Party of Record and requests that the undersigned counsel be added to the service list.

Respectfully submitted,



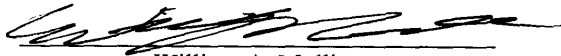
William A. Mullins
Troutman Sanders LLP
401 Ninth Street, N.W.
Suite 1000
Washington, D.C. 20004
202-274-2950 (TEL)
202-654-5621 (FAX)

Attorney for Keokuk Junction Railway Co.

December 13, 2002

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of December, 2002, a copy of the foregoing "Notice of Intent to Participate" in STB Finance Docket Nos. 34282 and 34283 which was filed on behalf of Keokuk Junction Railway Co. was mailed, postage prepaid, to each known party of record.

A handwritten signature in black ink, appearing to read 'William A. Mullins', is written over a horizontal line.

William A. Mullins