

FLETCHER & SIPPEL LLC

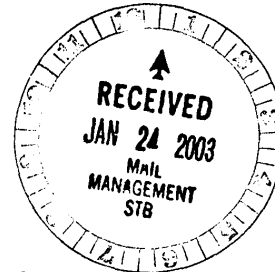
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December 31, 2002

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Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20006



Re: **Finance Docket No. 34178 -- 207106**
Dakota, Minnesota & Eastern Railroad Corporation
and Cedar Rail American Holdings, Inc. -- Control -- Iowa,
Chicago & Eastern Railroad Corporation

Finance Docket No. 34178 (Sub-No. 1) -- 207107
Dakota, Minnesota & Eastern Railroad Corporation --
Terminal Trackage Rights -- Union Pacific Railroad Company

Dear Secretary Williams:

It has come to our attention that the attachment to Applicants' Response to Reply Comments of the United States Department of Transportation (DME-10), dated December 27, 2002, may have been inadvertently omitted from some of the copies of Applicant's Response served on parties on the service list in the above proceedings. The attachment consists of a copy of the letter dated December 18, 2002 to the Board from Mr. Jay D. Logel, General Manager for Muscatine Power and Water Company withdrawing Muscatine Power's comments filed with the Board on November 22, 2002 and advising the Board that Muscatine Power now supports approval of the proposed control transaction. Accordingly, a copy of the attachment (along with a copy of this letter) is being served on all parties of record today.

Twenty-five copies of this letter are enclosed for filing with the Board. One extra copy also is enclosed, and I would request that you date-stamp that copy to show receipt of this filing and return it to me in the provided envelope.

We regret any confusion this may have caused.

Respectfully submitted,


William C. Sippel
Attorney for Dakota, Minnesota & Eastern
Railroad Corporation and Cedar American
Rail Holdings, Inc.

WCS:dg
Enclosures
cc: All Parties of Record



Muscatine Power and Water

3205 Cedar Street • Muscatine, Iowa 52761-2204
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December 18, 2002

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, D.C. 20423-0001

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 am writing on behalf of the Board of Water, Electric and Communications Trustees of the City of Muscatine, Iowa, d/b/a Muscatine Power and Water ("MPW") to express MPW's support for the proposed common control of Iowa, Chicago & Eastern Railroad Corporation ("IC&E") and the Dakota, Minnesota & Eastern Railroad Corporation ("DM&E").

As we stated in our filing on Friday, November 22, 2002, we had concerns relating to interchange gateways and stated that we were trying to work with DM&E and IC&E regarding those concerns but had not reached an agreement. Since our filing, those concerns have been addressed and based on the new agreement between MPW and DM&E and IC&E, we are now in full support of the transaction, withdraw the comments filed with the Board on November 22, 2002, and encourage the Board to approve the transaction in an expeditious manner.

Enclosed are 25 copies of this letter and a diskette containing the text of the letter in Wordperfect format. We are also concurrently serving the letter to all parties of record in accordance with the attached listing.

Respectfully submitted,


Jay D. Logel
General Manager

C: Duane Goedken, MPW Board Attorney
Parties of Record