

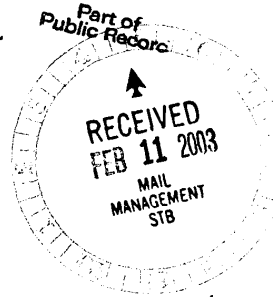
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February 11, 2003

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Office of Proceedings
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Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington DC 20423

Re: F.D. No. 33995, SF&L Railway, Inc.-Acquisition and Operation
Exemption-Toledo, Peoria and Western Railway Corporation Between
La Harpe and Peoria, IL; F.D. No. 33996, Kern W. Schumacher and
Morris H. Kulmer-Continuance in Control Exemption-SF&L Railway,
Inc.; Docket No. AB-448 (Sub-No. 2X), SF&L Railway, Inc.-Abandon-
ment Exemption-In Hancock, McDonough, Fulton and Peoria Counties,
IL.

Dear Mr. Williams:

This communication is in response to the letter-petition, filed today, by SF&L Railway, Inc. (SF&L), to remove two conditions imposed upon Toledo, Peoria & Western Railway Corporation (TP&W), by the Board's decision served February 6, 2003, in the three entitled proceedings. Protestant, Joseph C. Szabo, opposes the SF&L petition.

The Board should deny the SF&L letter-petition. TP&W is fully capable of seeking its own relief. The various protestants are not privy to the SF&L-TP&W settlement agreement regarding STB and Court litigation. Any new SF&F-TP&W/RailAmerica agreement should be public.

Moreover, the Board's February 6, 2003 decision embraces a fourth proceeding, F.D. No. 34282, Western Illinois Railway Company-Acquisition Exemption-Toledo, Peoria & Western Railway Company. This fourth proceeding seemingly would permit SF&L (or a new designee) to go through the same process now soundly condemned twice by the Board, on October 17, 2002, and on January 31, 2003. Protestants did not attack the notice of exemption in F.D. No. 34282, when filed November 20, 2002, as it was hypothetical since the property was not then in the possession of TP&W, among other reasons. Similarly, protestants did not respond to the motion to dismiss.

The two TP&W conditions are properly imposed in F.D. No. 34282, as well as in the three dockets advanced by SF&L's letter-petition. The two TP&W conditions should remain in effect.

City of Macomb and McDonough County concur in this response.

Very truly yours,

Gordon P. MacDougall
Atty. for Joseph C. Szabo

cc: L.A. O'Brien
W.E. Poncin

F.R. Kahn (SF&L)
L.E. Gitomer (TP&W/RailAmerica)
W.A. Mullins (KJ)
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