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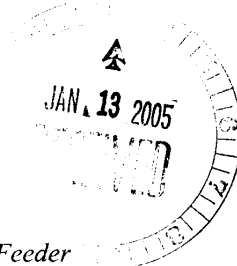
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January 13, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

213004



RE: Finance Docket No. 34335, *Keokuk Junction Railway Company.—Feeder
Railroad Development Application—Line of Toledo, Peoria and Western Railway
Corporation between La Harpe and Hollis, IL*

EXPEDITED HANDLING REQUESTED

Dear Secretary Williams:

The Toledo, Peoria and Western Railway Corporation ("TP&W") respectfully requests the Surface Transportation Board (the "Board") to (1) expedite its decision on the Petition for Reconsideration filed by TP&W on November 29, 2004, and (2) postpone the closing ordered for January 26, 2005 in the Board's October 28, 2004 decision until two weeks after its decision on TP&W's Petition for Reconsideration.

TP&W is preparing to go ahead with closing on January 26, 2005, but believes that a brief delay until the Board serves a decision on its Petition will avoid unnecessary expenses on behalf of both parties. TP&W is concerned that Keokuk Junction Railway Company ("KJRY") will be unable or unwilling to pay the cost of the line if the Board corrects its October 28, 2004 decision to reflect a value of the line exceeding \$7 million, which KJRY admitted was the limit of its financial ability to pay (KJRY Reply dated December 20, 2004, page 20, footnote 18). TP&W and KJRY will incur the cost of preparing and reviewing transaction documents and quit claim deeds, paying transfer taxes, and training personnel. TP&W certainly does not want to pay and should not be required to pay real estate transfer taxes if the transaction is unwound.

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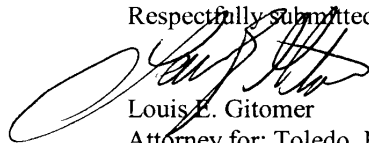
Honorable Vernon A. Williams
January 13, 2005

As of today, KJRY has not submitted any agreements to TP&W for review concerning the transfer of the rail line, interchange, liability or any other issues. The smooth transfer of a 76-mile line of railroad requires significantly more than bare skeleton provided in the Board's October 28 decision. Several of the critical issues that must be resolved in order for TP&W to continue to be able to serve the shippers on the Mapleton Spur, as well as a smooth transition, are raised in the Attachment.

TP&W recognizes that KJRY claims to desire to begin a track program. TP&W is willing to allow KJRY to inspect the line during the expected brief postponement so that KJRY can determine what will be required for its track program. With the winter weather in the upper Midwest, TP&W does not believe that track work can begin immediately, and most likely not until after the time when the Board serves its decision on TP&W's Petition for Reconsideration.

Please time and date stamp the extra copies of this letter and return it with our messenger. Thank you for your assistance. If you have any questions, please contact me.

Respectfully submitted,



Louis E. Gitomer
Attorney for: Toledo, Peoria and Western
Railway Corporation

Attachment
cc: Parties of record

ATTACHMENT

Following are issues that must be resolved before closing to ensure continued daily service to the Mapleton Branch on the day after closing.

1. Who will dispatch segment of track, and what will the charge be? Per KJRY's offer of one dollar per year for the trackage rights, TP&W believes that there should be no charge.
2. What is the type of track authority TP&W will have to operate between Mapleton and Hollis.
3. What, if any, are the timetable changes via General Order?
4. Who will own and maintain the depot at Hollis, milepost 121.5?
5. Will payment for use of track to KJRY be the one dollar per year that KJRY guaranteed and the Board imposed?
6. Where will interchange take place?
7. What will be the guidelines regarding use of Hollis Pass, Transfer & Pocket? If TP&W cannot use this except for interchange, TP&W may have to construct tracks in the Mapleton area.
8. What radio frequency will be used?
9. There must be contracts governing liability associated with operating over the Mapleton to Hollis line.
10. What will be the schedule for TP&W's access to Hollis
11. TP&W is vitally concerned that it not be delayed in moving cars to and from the Mapleton Spur because of congestion at Hollis where KJRY will be required to interchange with Union Pacific. Does KJRY have any interchange arrangement in place with Union Pacific?
12. What arrangements has KJRY made to change the locks on the switches and derails?
13. If KJRY's locomotives need to use TP&W track at Kolbe, charges for use must be established.
14. There must be an official transfer of documents and local contacts for signal crossing, etc. to KJRY.
15. Set up interchange inspection procedure for mechanical inspection and establish set-back charge for cars rejected in bad order status.
16. Does TP&W have to de-register any stations on the line segment or create stations?
17. KJRY must post listing for job vacancies for TP&W employees, which has not been done yet.