

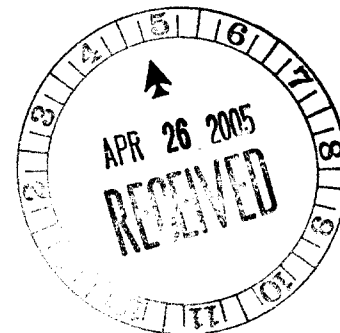
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April 26, 2005



BY HAND

Honorable Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

Part of
Public Record

Re: STB Finance Docket No. 34627, Northern Line Railway, LLC -- Lease and 213 868
Operation Exemption -- The Burlington Northern and Santa Fe Railway Company

STB Finance Docket No. 34628, Peter A. Gilbertson, et al. and Anacostia Rail 213 869
Holdings Company -- Continuance in Control Exemption -- Northern Lines
Railway, LLC

Dear Secretary Williams:

On December 7, 2004, Northern Lines Railway, LLC ("Northern") filed a verified notice of exemption in STB Finance Docket No. 34627 in connection with the lease and operation of certain rail lines owned by BNSF Railway Company (formerly The Burlington Northern and Santa Fe Railway Company) ("BNSF"). On that same day, in a related proceeding, Peter A. Gilbertson, Bruce A. Lieberman and Anacostia Rail Holdings Company filed a verified notice of exemption in Finance Docket No. 34628 for authority to control Northern upon its becoming a class III railroad. (STB Finance Docket Nos. 34627 and 34628 are referred to together herein as the "Proceedings.") It is anticipated that the lease transaction described in STB Finance Docket No. 34627 will be consummated on or about April 23, 2005.

In the filings in each of the Proceedings, the applicants stated that Northern would lease certain lines of BNSF in and around St. Cloud, MN. In addition, in those filings the applicants stated that, in connection with its lease of rail lines, Northern would receive from BNSF the following incidental trackage rights:

(A) trackage rights over the BNSF double main line from approximate milepost 73.0 to approximate milepost 75.0, (B) trackage rights over the east leg of the wye (Track 156) and over the west leg of the wye (Track 157), in East St. Cloud; (C) trackage rights from the west end of the wye in East St. Cloud to the Track 12 switch with the East Lead in St. Cloud Yard, and (D) trackage rights from the clearance point of the Track 11 switch with the West Track in St. Cloud Yard to the 33rd Street crossing, inclusive of the actual crossing (approximately one-half mile west of the St. Cloud Line).

Two maps depicting the trackage rights were appended to the filings in each of the Proceedings. The second of those maps, a copy of which is appended hereto as Attachment A (the "Map"), depicts the incidental trackage rights described in clauses (A), (B), and (C) above. As indicated on the Map, the wye described in clauses (B) and (C) above is accessed from the BNSF mainline via Transfer Track 1. ("Transfer 1"). The filings in the Proceedings did not specifically refer to Transfer Track 2, but it was properly shown as part of the lease. Transfer 1 should have been, but was not, included in the grant of incidental trackage rights on the Map filed in the Proceedings.

By this letter, the applicants in the Proceedings seek to clarify that the incidental trackage rights described in the filings in the Proceedings include Transfer 1. On or about April 22, 2005, the parties amended the agreement to clarify that the incidental trackage rights filed in the Proceeding are restated as follows:

a. The BNSF double main lines between MP 73.0 and 75.0 for purposes of crossing over the mains to access East St. Cloud industries, including Simonson's Lumber and its successors;

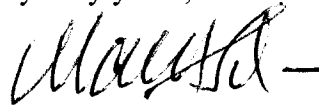
b. The east leg of the wye in East St. Cloud Track 156), between the west end of the main line wye in East St. Cloud and the Track 12 switch with the East Lead in St. Cloud Yard for the purposes of accessing the East St. Cloud businesses and the west leg of the wye in East St. Cloud (Track 157) between the switch with the east leg of the wye and Transfer 1 for purposes of accessing the East St. Cloud overhead trackage rights, including the right to access Python's Purchasing and its successors;

c. The tracks between the west clearance point of the Track 11 switch in the St. Cloud Yard and 33rd street crossing, inclusive (approximately one half mile west of the St. Cloud yard), including the right to serve all businesses (and their successors) that at the Effective Date have access to the trackage between 25th Street and 33rd Street; and

d. The tracks referred to as Transfer 1 (Track 0161) to access the west wye and connecting trackage between mainline 2 and Transfer 1 and Transfer 2 on the east and connecting trackage between Transfer 2 and Transfer 1 on the west; provided, however, access over Transfer 1 shall only be granted in the event BNSF is using Transfer 2 to provide service, in which case NLR has the right to use Transfer 1 to access the west wye so long as BNSF continues to use Transfer 2.

Appended hereto as Attachment B is a revised version of the Map, which clarifies that the west wye can be accessed only via Transfer 1 and that Northern's incidental trackage rights include its right to access the west wye from Transfer 2 using the east end of Transfer 1 as a connecting track.

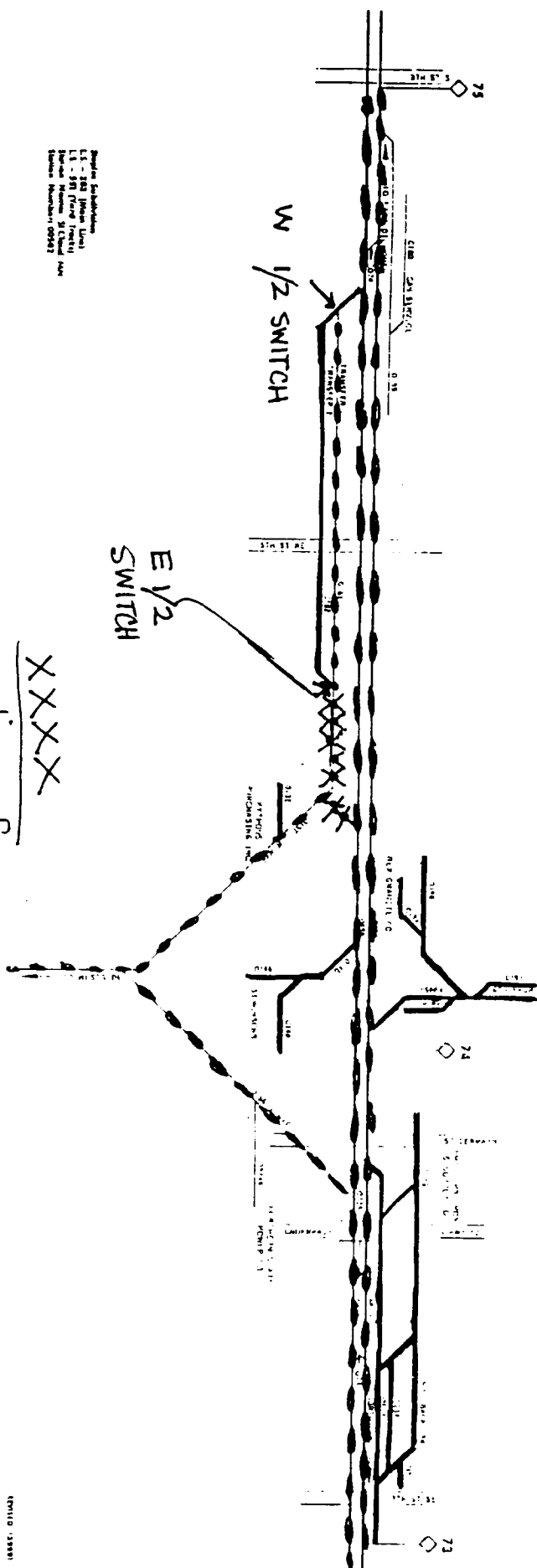
Very truly yours,

A handwritten signature in black ink, appearing to read "Mark H. Sidman", followed by a horizontal line.

Mark H. Sidman

--- Trackage Rights
--- Leased Industry
--- Tracks

4



Shipped on Sea Buoy Station
L.S. - 262 (Main Line)
L.S. - 551 (Yard Track)
Harbor Master: St. Cloud, Minn.
Station Number: 00702

XXXXX
portion of
Transfer 1
that can always
be used to access
Wleg of Wye.