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October 27, 2005

Handwritten: Pleading
✓ 10/28/05

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Sent Via Facsimile and Federal Express

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

Handwritten: RECEIVED
10/28/2005

Handwritten: OCT 28 2005

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RE: **STB Finance Docket No. 34722**, Modoc Railway and Land Company LLC,
Beth A. and William D. Blansett and Stephen M. Richards
- Continuance in Control Exemption -

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STB Finance Docket No. 34768, Modoc Northern Railroad Company
- Acquisition and Operation Exemption - Union Pacific Railroad Company

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STB Finance Docket No. 34769, Modoc Railway and Land Company LLC,
- Acquisition and Operation Exemption - Union Pacific Railroad Company

Dear Secretary Williams:

Pursuant to a telephone conversation with Darlene Evans on October 26, 2005, please be advised that with regard to Finance Docket No. 34722, page 4, the notice of exemption for the continuance and control filed pursuant to 49 C.F.R. § 1180.2(d)(2), erroneously identified Stephen M. Richards as a common share/stakeholder of the MNRR. The MNRR is owned by Beth A. Blansett and William D. Blansett (50% owners each). Beth A. Blansett, William D. Blansett, and Cristina C. Blansett (a minor) are owners and managing partners of the MR&L. Stephen M. Richards will not own any interest in either the MR&L or the MNRR. Furthermore, page 3, second sentence under Description of Proposed Transaction, should refer to MR&L rather than MNRR. Page 5 has been modified to show the shareholders of the UCR. The original and ten sets of correction pages are attached for insertion into Finance Docket No. 34722.

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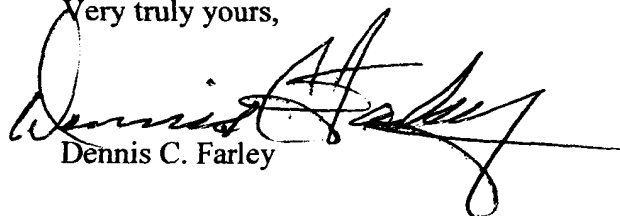
October 27, 2005

Page 2

Also as requested, attached are three original maps showing that portion of the acquisition concerning the Lakeview Branch from M.P. 456.89 to M.P. 458.60 which should be attached to each of the referenced finance docket notices. Enclosed are 10 additional copies of the map for Finance Dockets 34768 and 34769, and 20 additional copies for Finance Docket 34722.

Thank you for bringing these matters to my attention. Please contact me if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Dennis C. Farley", with a long horizontal flourish extending to the right.

Dennis C. Farley

DCF:k

Attachments

cc: W. Don Blansett