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October 29, 2007

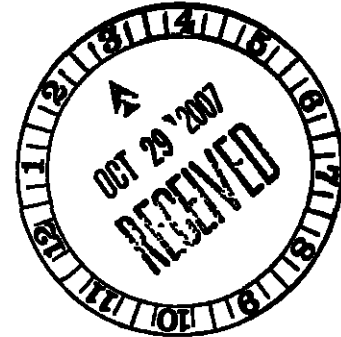
BY HAND

Honorable Vernon A Williams
Secretary
Surface Transportation Board
395 E Street, S W
Washington, DC 20423-001

ENTERED
Office of Proceedings

OCT 29 2007

Part of
Public Record



Re Finance Docket No. 35081, Canadian Pacific Railway Company, et al -- Control
-- Dakota, Minnesota & Eastern Railroad Corp., et al

Dear Secretary Williams

By decision served September 21, 2007, the Surface Transportation Board issued a Protective Order in the above-referenced proceeding. Enclosed are 11 copies of the Protective Order's Exhibit A, Undertaking – Confidential Material, and Exhibit B, Undertaking – Highly Confidential Material, signed by counsel for Twin Cities & Western Railroad Co and Minnesota Prairie Line, Inc.

Please acknowledge receipt of this letter by date-stamping the acknowledgment copy and returning it to our messenger.

Very truly yours,

Rose-Michele Nardi

Enclosures

Exhibit A**UNDERTAKING – CONFIDENTIAL MATERIAL**

I, MARK H. SIDMAN, have read the Protective Order served on September 21, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No. 35081, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No 35081, any related proceedings before the Surface Transportation Board (Board), and/or any judicial review proceedings in connection with STB Finance Docket No. 35081 and/or with any related proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that, at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting materials designated or stamped as "CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed



Affiliation

COUNSEL TO TCN & MPL

Dated

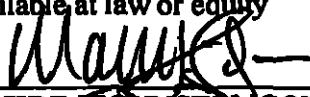
29 Oct 07

Exhibit B**UNDERTAKING – HIGHLY CONFIDENTIAL MATERIAL**

I, MARK H. SUMAN, am outside ~~[counsel]~~ [consultant] for TCW & MPL, for whom I am acting in this proceeding. I have read the Protective Order served on September 21, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No 35081, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No 35081, any related proceedings before the Surface Transportation Board (Board), or any judicial review proceedings in connection with STB Finance Docket No 35081 and/or with any related proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Highly Confidential Undertakings in the form hereof.

I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any information or documents designated or stamped as "HIGHLY CONFIDENTIAL," that I will take all necessary steps to ensure that said information or documents be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said materials or information by employees of my client or its subsidiaries, affiliates, or owners, and that, at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting information or documents designated or stamped as "HIGHLY CONFIDENTIAL," other than file copies kept by outside counsel of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed 
OUTSIDE ~~[COUNSEL]~~ [CONSULTANT]

Dated 29 Oct 07

CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of October 2007, an original Exhibit A, Undertaking – Confidential Material and an original Exhibit B, Undertaking – Highly Confidential Material, signed by counsel for Twin Cities & Western Railroad Co and Minnesota Prairie Line, Inc , in connection with STB Finance Docket No 35081, are being served by first-class mail, postage prepaid, on the following

Terence M Hynes
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1501 K Street NW
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William C Sippel
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I hereby certify that on this 29th day of October 2007, a copy of Exhibit A, Undertaking – Confidential Material and a copy of Exhibit B, Undertaking – Highly Confidential Material, signed by counsel for Twin Cities & Western Railroad Co and Minnesota Prairie Line, Inc , in connection with STB Finance Docket No 35081, are being served by first-class mail, postage prepaid, on the following

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A handwritten signature in black ink, appearing to read "Rose-Michele Nardi", written in a cursive style.

Rose-Michele Nardi