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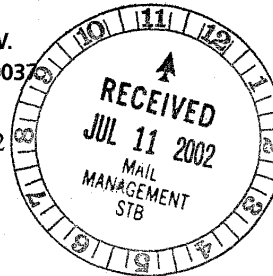
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Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20423-0001

Re: **Finance Docket No. 34177**
Iowa, Chicago & Eastern Railroad Corporation – Acquisition
and Operation Exemption – Lines of I&M Rail Link, LLC

Dear Secretary Williams:

On June 14, 2002, Ag Processing Inc. ("AGP") filed a petition to stay and revoke the exemption of Iowa, Chicago & Eastern Railroad Corporation ("IC&E") in the above-captioned proceeding. Our primary concern was over IC&E access to Chicago. Since that time, IC&E has satisfied us (a) that they have acquired such access rights over a Metra line by virtue of assignment of an agreement with Canadian Pacific Railway ("CPR") and (b) that they have worked out excellent alternative access rights from Canadian National/Illinois Central and Iowa Interstate to all connecting rail carriers in Chicago if for any reason there are problems enforcing the rights under the CPR agreement admitting IC&E to the Metra line. IC&E also has satisfactorily addressed all other concerns raised.

Accordingly, this is to formally notify the Board that we withdraw our "Comments and Petition to Stay Transaction, Revoke Exemption, and for Other Relief," dated June 14, 2002, and hereby fully support both the IC&E acquisition of IMRL's assets (Finance Docket No. 34177) and the forthcoming common control of IC&E and DM&E (Finance Docket No. 34178). In regard to the common control case, it should be noted that such combination will significantly improve competition in our service region by providing a new competitive access route to the Pacific Northwest.

We urge the Board to approve these transactions as soon as possible. Thank you for your consideration.

Respectfully submitted,

Andrew P. Goldstein
Attorney for Ag Processing Inc

cc: All Parties

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