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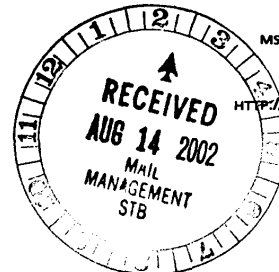
August 14, 2002

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By Hand Delivery

206042

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Re: Docket No. 42064, E. I. DuPont de Nemours and Company -- Protest and
Petition for Investigation

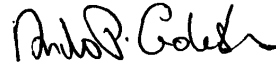
Dear Secretary Williams:

By letter dated August 5, 2002, you have been advised by counsel for E. I. DuPont De Nemours and Company ("DuPont") that negotiations between it and Union Pacific Railroad Company ("UP") have been concluded and that, upon execution of a written agreement between DuPont and UP, DuPont will notify the Board that it will withdraw its protest and petition in the captioned proceeding.

North America Freight Car Association ("NAFCA") has notified the Board of its intent to participate in this proceeding. This letter is to advise the Board NAFCA and UP have reached an agreement regarding the withdrawal by NAFCA of its Notice of Intent to participate in this proceeding upon final settlement and resolution of DuPont's interests. A copy of the agreement between NAFCA and UP is attached hereto. Please note that it contains UP's consent to NAFCA's withdrawal, without prejudice to the interests of NAFCA or its members.

Accordingly, NAFCA requests the Board to issue an appropriate order reflecting the terms of the agreement reached in this proceeding between UP and NAFCA, including withdrawal, without prejudice, by NAFCA.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Andrew P. Goldstein".

Andrew P. Goldstein
Attorney for
North America Freight Car Association

cc: All Parties

Enclosures

APG/rmm

Law Department

UNION PACIFIC RAILROAD COMPANY



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August 12, 2002

Via UPS Next Day Air

Andrew P. Goldstein, Esq.
McCarthy, Sweeney & Harkaway, P.C.
2175 K Street, N.W., Suite 600
Washington, D.C. 20037

RE: Docket No. 42064, E. I. Du Pont de Nemours and Company – Protest and Petition for Investigation

Dear Mr. Goldstein:

This letter is to memorialize our settlement agreement in the above proceeding.

Union Pacific Railroad Company and North America Freight Car Association (NAFCA) agree as follows:

- (1) At such time as UP and E. I. Du Pont de Nemours and Company reach a settlement agreement in this proceeding, NAFCA may withdraw without prejudice.
- (2) UP will provide not less than six months' notice of any change in its storage program for empty private cars that would make that program broadly applicable to equipment used for grain or grain products. It is intended that this commitment will extend to any broad-based imposition of storage charges for such equipment applicable to events similar to those which UP's current storage charges apply, regardless of what such charges may be called.
- (3) UP reserves the rights to impose storage charges for private cars on individual shippers of grain or grain products, provided UP gives not less than 30 days' actual notice of such charges. By entering into this agreement with UP, neither NAFCA nor any of its members shall be deemed to acknowledge that any such charges are in any respect proper or to waive any right to challenge any such charges.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert T. Opal".

Robert T. Opal
General Commerce Counsel
Phone: (402) 271-3072

Accepted for North America Freight Car Association

By: Andrew P. Goldstein

Date: 8-14-02