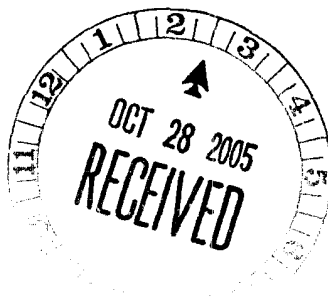


Lear & Lear

L.L.P.

LAW OFFICES

299 South Main, Suite 2200
Wells Fargo Center
Salt Lake City, Utah 84111
801-538-5000
Fax: 801-538-5001
www.learlaw.com



Phillip Wm. Lear
Jon M. Lear
Dennis C. Farley
George G. Ventura
J. Matthew Snow
Kelly A. Williams
Stephanie Barber-Renteria
Michelle E. McConkie

Legal Assistants
Janice L. Brown, CLA, RLP
Marlene Lewis, RLP

Dennis C. Farley 801-538-5010
dennis.farley@learlaw.com

October 28, 2005

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

ENTERED
Office of Proceedings
OCT 28 2005
Part of
Public Record

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 -

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

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 28, 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), as indicated in my letter dated October 27, 2005, Beth A. Blansett, William D. Blansett, and Cristina C. Blansett (a minor) are each equal owners of one-third interest in the MR&L. Page 4 has been modified to show their equal interests and the original and ten copies of correction pages are attached for insertion into Finance Docket No. 34722.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Very truly yours,

Dennis C. Farley

DCF:k

Attachments

cc: W. Don Blansett

Related Proceedings:

In connection with this Notice of Exemption, MR&L and MNRR are filing concurrently herewith Notices of Exemption in STB Finance Docket No. 34769, MODOC RAILWAY AND LAND COMPANY LLC—ACQUISITION AND OPERATION EXEMPTION—, and STB Finance Docket No. 34768, MODOC NORTHERN RAILWAY COMPANY—ACQUISITION AND OPERATION EXEMPTION—("Related Proceedings") pursuant to 49 C.F.R. § 1150.31, under which MR&L will acquire rail lines by lease (with an option to purchase) from UPRR and MNRR will operate the rail lines. Upon consummation of the Related Proceedings, MR&L and MNRR will become Class III rail carriers.

Related Parties:

Utah Central Railway, a Utah corporation ("UCR"), is a Class III rail carrier that owns and operates 40 miles of track in the state of Utah. The rail lines operated by UCR in Utah and do not connect with the rail lines being leased by MR&L and operated by MNRR in these proceedings, which are all located in the states of Oregon and California. Neither MR&L nor MNRR are directly associated with the URC. MR&L, MNRR, and UCR have the following share/stock holders:

MNRR:

Beth A. Blansett (1000 shares)
William D. Blansett (1000 shares)

MR&L:

Beth A. Blansett (one-third interest Managing Partner)
William D. Blansett (one-third interest Managing Partner)
Cristina C. Blansett (a minor) (one-third interest Managing Partner)