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November 3, 2003



BY HAND DELIVERY

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, 7th Floor
Washington, DC 20423

Re: STB Finance Docket No. 34430; San Pedro Railroad Operating Company, LLC – Acquisition and Operation Exemption – SWKR Operating Co., Inc.

Dear Mr. Williams:

Please find attached substitute Verification and Certification of Revenue pages with original signatures for attachment to the verified notice of exemption filed by San Pedro Railroad Operating Company, LLC in the above-referenced docket number on October 24, 2003. The signature pages previously sent contained an inaccurate title for Mr. Parkinson. Please substitute these originals for the signatures previously submitted.

Please call with any questions.

Very truly yours,

Troy W. Garriss

Enclosure

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ENTERED
Office of Proceedings

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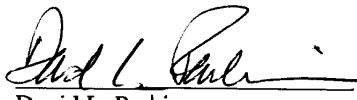
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Public Record

VERIFICATION

I, the undersigned, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to cause the foregoing to be filed.

SAN PEDRO RAILROAD OPERATING COMPANY, LLC,
an Arizona limited liability company

By: Arizona Railroad Group, LLC,
an Arizona limited liability company,

By: 
David L. Parkinson
Its: Sole Manager

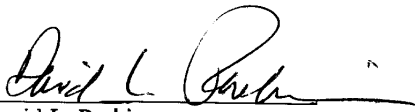
Dated: 10/24/03, 2003

CERTIFICATION OF REVENUE

The undersigned hereby certifies that the projected revenues of San Pedro Railroad Operating Company, LLC ("SPROC") do not exceed that which qualify it as a class III carrier, nor will they exceed the \$5 million threshold that would require SPROC to provide a 60-day notice to employees pursuant to CFR § 1150.32(c).

SAN PEDRO RAILROAD OPERATING COMPANY, LLC,
an Arizona limited liability company

By: Arizona Railroad Group, LLC,
an Arizona limited liability company,

By: 
David L. Parkinson
Its: Sole Manager

Date: 10/24/03, 2003