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ORIGINAL

217872

October 20, 2006

VIA HAND DELIVERY - RETURN COPY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW (7th fl.)
Washington, DC 20423-0001

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Office of Proceedings
OCT 20 2006
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Public Record



Dear Secretary Williams:

Enclosed for filing in STB Docket No. 497 (Sub-No. 3X), Minnesota Northern Railroad, Inc., are the original and ten copies of the Notice of Intent to File Offer of Financial Assistance of V & S Railway, Inc.

Additional copies of this letter and the Notice are enclosed for you to stamp to acknowledge your receipt of them and to return via the messenger.

Sincerely yours,


Fritz R. Kahn

enc.

cc: Thomas F. McFarland, Esq.

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

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STB Docket No. 497 (Sub-No. 3X)

MINNESOTA NORTHERN RAILROAD, INC.
-ABANDONMENT EXEMPTION-
IN POLK AND NORMAN COUNTIES, MN

217872



NOTICE OF INTENT TO FILE
OFFER OF FINANCIAL ASSISTANCE

V & S Railway, Inc., of Salt Lake City, UT ("VSR"), pursuant to 49 U.S.C. 10904(c) and 49 C.F.R. 1152.27(c)(2)(I), hereby formally expresses its intent to file an offer of financial assistance by purchasing the 34-mile line of railroad proposed to be abandoned.

By copy of this Notice, VSR., pursuant to 49 C.F.R. 1152.27(a), asks the Minnesota Northern Railroad, Inc., to provide it with copies of the most recent report on the physical condition of the line, the carrier's estimate of the net liquidation value of the line, with supporting data, including but not limited to identification of the parcels of land underlying the rights-of-way which are owned in fee and those which are easement grants, the lengths, weight, age and condition of the relay, reroll and scrap rails, the reusable and scrap ties, and any other information deemed relevant to enable VSR to calculate the net liquidation value of the line and the minimum purchase price which the railroad seeks for the property.

Respectfully submitted,

V & S RAILWAY, INC.

By its attorney,



Fritz R. Kahn

Fritz R. Kahn, P.C.

1920 N Street, NW (8th fl.)

Washington, DC 20036-1601

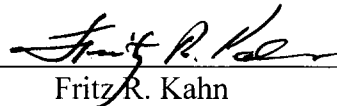
Tel.: (202) 263-4152

Dated: October 20, 2006

CERTIFICATE OF SERVICE

I certify that I this day served a copy of the foregoing Notice upon Minnesota Northern Railroad, Inc., by facsimile transmitting and mailing copies to its attorney, Thomas J. McFarland, Esq..

Dated at Washington, DC, this 20th day of October 2006.



Fritz R. Kahn