

August 12, 2005

By Hand Delivery

Victoria J. Rutson
Chief, Section of Environmental Analysis
Surface Transportation Board
1925 K Street N.W.
Washington, D.C. 20423

RE: Roquette/Burns and McDonnell - MOU

Dear Mrs. Rutson:

Under regulations published by the Surface Transportation Board, an applicant for authority to construct a rail line, a third-party consultant working under the supervision, direction and control of the Section of Environmental Analysis, and the Surface Transportation Board, are to enter a Memorandum of Understanding ("MOU") to summarize the relationship among the three parties.

Attached to this letter are four copies of a proposed MOU, which have already been signed by Roquette America, Inc. ("Roquette") and Burns and McDonnell Engineering Company ("B&M"), related to the construction of a proposed rail line by Roquette at its plant in Keokuk, IA. As you know, we have been consulting with Christa Dean of SEA on this MOU, and the attached MOU incorporates Ms. Dean's suggestions.

I would appreciate it if you would review and sign all four copies of the attached MOU, and return three of them to me, and I will insure that they are distributed to Roquette and B&M.

Finally, in a separate letter, I have described a proposed "firewall" that will be established between B&M and Roquette. I would appreciate your review and approval of that arrangement at the same time that you review and approve the MOU. Again, I have been consulting with Ms. Dean on that matter.

If you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Very truly yours,



Nicholas J. DiMichael

Enclosure

cc: Eric Tibbetts
Steve Thornhill

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