



August 09, 2010

Anthony J. Giaccio
Napa Valley Wine Train
1275 McKinstry Street
Napa, CA 94559

Re: **Relocation of Northern Driveway Entrance at Martini Winery**
254 South St Helena Highway
Napa, CA 94559

Dear Mr Giaccio:

Thank for your time in meeting with us to discuss our plan to relocate the main entrance leading into our Martini Winery facility and to realign the southern driveway.

As we discussed, both Caltrans and our renovation plans that I shared with you call for the relocation of our northern driveway away from Chaix Lane. During our meeting on April 23, 2010 we reviewed the civil engineering plans, which comply with Caltrans design specifications. There is no impact to the Wine Train because the number of crossings and the square footage of the affected track remains the same. Furthermore, the design would not prevent you from building a second track in the future.

It is Gallo's desire to release our interest in the crossing located at milepost 86.16 and enter into a new road crossing agreement at, or near, milepost 86.10. In addition, we wish to enter into a road crossing agreement for our existing crossing located at milepost 86.01 to facilitate its alignment and improvement.

As we discussed, in return for your agreement to move our easement, Gallo will repair and upgrade to current standards the existing siding located directly west of the Martini Winery.

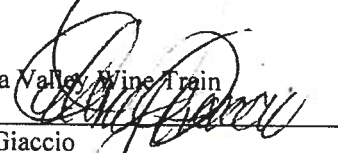
Please call me with any questions or comments. If you agree to the above, please sign below, and we will proceed with drafting a new easement and a document releasing our interest in the existing northern easement.

Thank you for your cooperation in our renovation project, which we think will benefit the entire valley, including the Wine Train.

Respectfully,


Chuck D. Conner

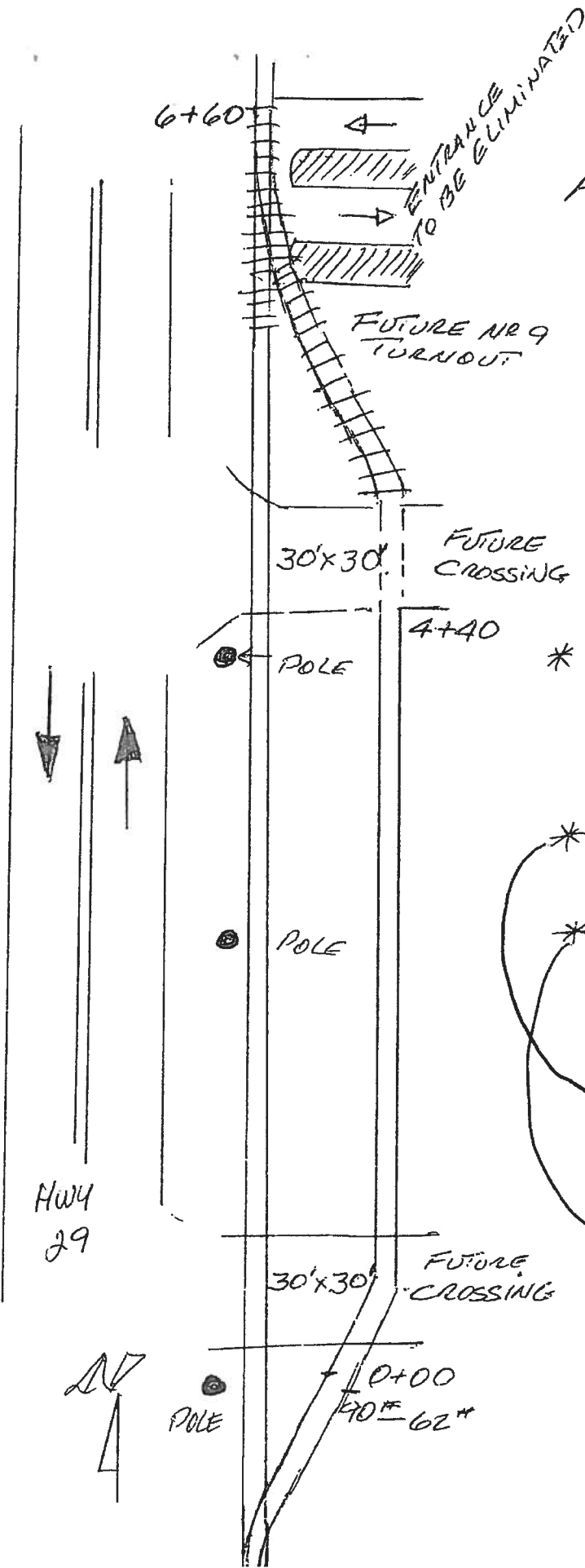
Agreed: Napa Valley Wine Train

By: 
Anthony J. Giaccio

6/7/10

LOUIS M. MARTINI
WINERY

ESTIMATED COST \hookrightarrow DIRTWORK
\$200/TF = \$88,000



* REMOVE 440'± OF EXISTING R/R TRACK, PREPARE SUBGRADE & RECONSTRUCT ABOUT 560' OF TRACK w/ 90# RAIL.

* BUILD UP NR 9 TURNOUT AT AT NVR, NORTH SIDE MAIN LINE

* CONSTRUCT 2 ea AC CROSSINGS 30'x30'

\$75,000 INSTALLED

IF ITS JUST PAVING THEN ANYONE CAN DO IT, MARKET IS +/- \$4.00 SQ. FT.

CONC. PANELS ARE NICE & SMOOTH, ADD \$19,500 FOR BOTH CROSSINGS

HWY 29

