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SERVICE DATE - MARCH 17, 2005

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34669]

BNSF Railway Company–Temporary Trackage Rights Exemption–Union Pacific
Railroad Company

Union Pacific Railroad Company (UP) has agreed to grant temporary overhead trackage rights to BNSF Railway Company (BNSF) for eastbound trains on: (1) UP's Dallas Subdivision from Tower 55 at Fort Worth, TX (milepost 245.3), to Longview, TX (milepost 89.6); (2) UP's Little Rock Subdivision from Longview (milepost 89.6) to North Little Rock, AR (milepost 343.6); (3) UP's Hoxie Subdivision from North Little Rock (milepost 343.6) to Bald Knob, AR (milepost 287.9); and (4) UP's Memphis Subdivision between Bald Knob (milepost 287.9) to Kentucky Street, Memphis, TN (milepost 378.1), a distance of approximately 542.2 miles. UP has also agreed to grant limited temporary overhead trackage rights to BNSF for westbound trains on: (1) UP's Memphis Subdivision from Kentucky Street in Memphis (milepost 378.1) to Briark, AR (milepost 375.3); (2) UP's Brinkley Subdivision (milepost 4.1) to Brinkley, AR (milepost 70.6); (3) UP's Jonesboro Subdivision (milepost 200.5) to Pine Bluff, AR (milepost 264.2); (4) UP's Pine Bluff Subdivision from Pine Bluff (milepost 264.2) to Big Sandy, TX (milepost 525.1); and (5) UP's Dallas Subdivision (milepost 114.5) to Tower 55 at Fort Worth (milepost 245.3), a distance of approximately 526.3 miles.

The transaction was scheduled to be consummated on March 6, 2005, and the temporary trackage rights will expire on May 4, 2005. The purpose of the temporary trackage rights is to allow BNSF to bridge its trains while its main lines are out of service due to programmed track, roadbed, and structural maintenance.

As a condition to this exemption, any employee affected by the acquisition of the temporary trackage rights will be protected by the conditions imposed in Norfolk and Western Ry. Co.—Trackage Rights—BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast Ry., Inc.—Lease and Operate, 360 I.C.C. 653 (1980), and any employee affected by the discontinuance of those trackage rights will be protected by the conditions set out in Oregon Short Line R. Co. – Abandonment – Goshen, 360 I.C.C. 91 (1979).

This notice is filed under 49 CFR 1180.2(d)(8). If it contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34669, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Sarah W. Bailiff, 2500 Lou Menk Drive, P.O. Box 961039, Fort Worth, TX 76161-0039.

Board decisions and notices are available on our website at WWW.STB.DOT.GOV.

Decided: March 9, 2005.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary