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September 22, 2003



BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: Arizona Electric Power Cooperative, Inc. v. The Burlington
Northern and Santa Fe Railway Company and Union Pacific
Railroad Company, Docket No. 42058

Dear Secretary Williams:

Enclosed for filing in the above-captioned matter are the original and 10 copies of a Joint Motion to Establish a Schedule for Briefs. As indicated in the Joint Motion, the parties are proposing that simultaneous briefs in this matter be filed on November 3, 2003.

Please date stamp the extra copies of this cover letter and return them to our messenger. Thank you for your assistance.

Sincerely yours,

A handwritten signature in cursive script that reads 'Carolyn F. Corwin'.

Carolyn F. Corwin

Enclosures

cc: Robert Rosenberg, Esq.
Patricia Cooper, Esq.
Linda Stein, Esq.
Michael Roper, Esq.
Louise A. Rinn, Esq.

BEFORE THE
SURFACE TRANSPORTATION BOARD



ARIZONA ELECTRIC POWER
COOPERATIVE, INC.,

Complainant,

v.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY and
UNION PACIFIC RAILROAD COMPANY,

Defendants.

Docket No. 42058

**JOINT MOTION TO ESTABLISH
A SCHEDULE FOR BRIEFS**

Pursuant to 49 C.F.R. § 1171.1, Defendants The Burlington Northern and Santa Fe Railway Company ("BNSF") and Union Pacific Railroad Company ("UP") and Complainant Arizona Electric Power Cooperative, Inc. ("AEPCO") hereby jointly move the Board to establish a schedule for the filing of briefs in the above-captioned matter. The parties filed rebuttal evidence on July 3, 2003. The parties believe that submission of briefs would help to focus the issues and otherwise assist the Board in its decision of this matter.

The parties have conferred and have agreed to request that the Board order the filing of simultaneous briefs on November 3, 2003, with BNSF and UP to join in a single brief. The parties have also agreed to request that each brief be limited to 8,500 words, not counting any cover page, tables of contents and authorities, glossary of terms,

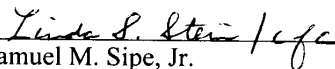
or certificate of service. This word count equates to an approximately 25-page brief (using 12 point Times New Roman).

The parties would appreciate any guidance that the Board might provide as to specific matters to be addressed.¹

Therefore, the parties respectfully request that the Board grant their Joint Motion to Establish a Schedule for Briefs.

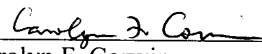
Respectfully submitted,

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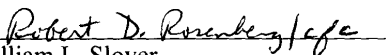
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¹ The parties reserve the right to object to material in the opposing brief that they consider to be inappropriate.

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September 22, 2003