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April 1, 2004

ORIGINAL

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423

ENTERED
Office of Proceedings

APR - 2 2004

Part of
Public Record

RE: Finance Docket No. 34491, *Dallas Garland & NorthEastern Railroad, Inc.—Lease and Operation Exemption—Union Pacific Railroad Company*

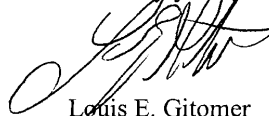
Dear Secretary Williams:

The Dallas Garland & NorthEastern Railroad, Inc. ("DGNO") hereby certifies that on April 1, 2004, the attached Notice was posted at the workplace of the employees on the rail line that is the subject of this transaction and that on March 30, 2004, a copy of the Notice was served on the national offices of all labor unions with employees on the affected line. An original and ten copies of this letter and attachment are enclosed.

Please time and date stamp the extra copy of this letter and return it with our messenger.

If you have any questions, please call or email me.

Sincerely yours,



Louis E. Gitomer
Attorney for Dallas Garland & NorthEastern
Railroad, Inc.

Enclosure



NOTICE

Pursuant to Surface Transportation Board regulations at 49 C.F.R. § 1150.42(e), Dallas, Garland & NorthEastern Railroad, Inc. ("DGNO") hereby provides notice to the employees of Union Pacific Railroad Company ("UP") that subject to satisfaction of certain conditions of closing, including receipt of any required regulatory approvals, DGNO intends to lease the following properties:

- 1)- Mockingbird Yard at MP 641.50; and
- 2)- from MP 629.50 near Centre Port, TX to MP 641.50 Mockingbird Yard;

DGNO applying conservative traffic assumptions, plans to have employment opportunities in the areas shown on the attached list. The number of employment positions shown on the attached list is preliminary and represents DGNO's current good faith estimate of the positions it is planning to have available. The number of positions shown on the attached list may be more or less, perhaps significantly more or less, than the actual number of positions that DGNO may have available and will be dependent largely on the rail traffic levels in place at the start of its operations of the Mockingbird Line. DGNO is still in the process of finalizing internal projections about the anticipated level of traffic that will be in place at the time of the start of its planned operations. The actual number of employees hired will depend in part on the results of those projections and may be higher or lower than the number of positions set forth on the attached list.

With respect to benefits, DGNO plans to offer:

- Medical and dental insurance
- Life insurance
- Holidays
- Vacation
- 401(k) plan
- Employee assistance program
- Profit Sharing Plan

DGNO plans to select employees on the basis of some or all of the following criteria and other considerations (1) demonstrated work ethic that is customer-driven and customer-oriented; (2) commitment and ability to work within a team environment; (3) demonstrated stable work history and commitment to safety; (4) commitment to being accountable for work product; (5) ability to communicate effectively, both orally and in writing; (6) relevant work experience and ability to perform duties, with or without reasonable accommodation, required for particular job; (7) results of personal interview(s); and (8) demonstration of relevant work skills through non-discriminatory testing. No one factor listed above would be determinative in the employee selection process.

The most qualified candidates are planned to be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status, disability, veteran National Guard or military reserve status, and any other protected characteristic. Successful applicants who have been conditionally offered positions would be required to pass a pre-employment drug and alcohol screen, complete a medical questionnaire, and pass a physical exam.

Any UP employee interested in obtaining an application for employment or further information concerning positions that DGNO is planning to make available should contact Jim Kuntz, Vice President & General Manager of DGNO at (972) 808-9800, ext. 221.

This Notice is being posted in accordance with the requirements of 49 C.F.R. § 1150.42(e) which requires the posting of a notice of intent to undertake a proposed transaction under 49 U.S.C. § 10902 and 49 C.F.R. § 1150.45 that will result in the creation of a Class II rail carrier with projected annual revenues in excess of \$5 million at the workplace of the employees of the affected railroad line(s) at least sixty (60) days before the notice of exemption relating to the proposed transaction becomes effective. A copy of this Notice is being served by overnight delivery on the national offices of the labor unions with employees on the affected railroad line(s), and service concurrently certified to the Surface Transportation Board.

MANPOWER REQUIREMENTS FOR MOCKINGBIRD LINE

Job Description	Approximate Number to be Hired			Approximate Pay Range /hr.
	Location	Position	Quantity	
ENGINEER/CONDUCTOR	Mockingbird		10	\$15.17
Trainmaster	Richardson		1	Commensurate with experience
MOW				
MECHANICAL				
Electrician	Carrollton		1	Commensurate with experience
Utility	Mockingbird		1	Commensurate with experience
CLERKS				