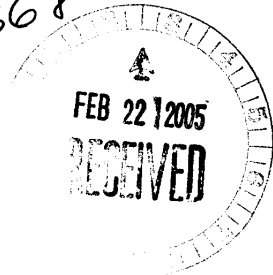


ORIGINAL

Before the
SURFACE TRANSPORTATION BOARD

2/3 368



Finance Docket No. 32760 (Sub-No. 42)

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY,
AND MISSOURI PACIFIC RAILROAD COMPANY
-CONTROL AND MERGER-SOUTHERN PACIFIC RAIL CORPORATION,
SOUTHERN PACIFIC TRANSPORTATION COMPANY,
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP., AND
THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

(Arbitration Review)

ENTERED
Office of Proceedings

FEB 22 2005

PETITION TO EXCEED PAGE LIMITATIONS

Part of
Public Record

Petitioner, John E. Grother (Grother), petitions the Board that he be permitted to exceed the 30-page limitation for his Supplement and Petition for Review of an arbitration panel decision, dated January 6, 2005. 49 CFR §1115.2(d)(2), §1115.8.

The Petition for Review was filed January 10, and the Supplement is being filed contemporaneously herewith. The panel's January 6, 2005 decision is attached to the January 10 Petition for Review.

The need to exceed the page limitation is due to the complexity of the case, including the fact that the panel's decision incorporates, by reference, various pleadings within its Opinion and Award, and which are necessarily attached as appendices to the Supplement to Petition for Review. See: Decision, 1/6/05, at 9, lines 15-16, 22-23; 10 n.5.

WHEREFORE, good cause having been shown, the Board should waive its page limitations, and provide that petitioner's petition for review and supplement may exceed the Board's rule on page limitations.

Respectfully submitted,


GORDON P. MacDOUGALL
1025 Connecticut Ave., N.W.
Washington DC 20036

February 22, 2005

Attorney for John E. Grother

Certificate of Service

I hereby certify I have served a copy of the foregoing upon all parties of record by first class mail postage-prepaid.

Washington DC


Gordon P. MacDougall