



Gabriel S. Meyer
Assistant General Attorney

February 14, 2006

Via Fax and UPS Next Day Air

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

215 800



**Re: Finance Docket No. 34554 (Sub-No. 4); Union Pacific Railroad Company –
Temporary Trackage Rights Exemption (Modification) – BNSF Railway
Company**

Dear Secretary Williams:

Pursuant to the above-referenced matter, I am enclosing the following materials:

1. An original and ten (10) copies of Union Pacific's Verified Notice of Exemption. UP originally filed this Notice on February 13, 2006. This version contains modifications at pages 1, 2, and 4.
2. An original and ten (10) copies of Exhibit 3. This is a modified version of the Exhibit originally filed by UP on February 13, 2006.

Please indicate receipt of the enclosed materials by returning a stamped copy of this letter in the self-addressed, stamped envelope enclosed for this purpose. Thank you very much for your time and attention to this matter.

Sincerely,

Gabriel S. Meyer

cc: (w/attachments)
Sarah Whitley Bailiff, Esq. - BNSF

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34554 (SUB-NO. 4)

UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION)--
BNSF RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION

UNION PACIFIC RAILROAD COMPANY

Gabriel S. Meyer
Assistant General Attorney
1400 Douglas Street
STOP 1580
Omaha, NE 68179
(402) 544-1658
(402) 501-3393 (FAX)

Dated: February 10, 2006
Filed: February 13, 2006



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34554 (SUB-NO. 4)

**UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION) --
BNSF RAILWAY COMPANY**

VERIFIED NOTICE OF EXEMPTION

Union Pacific Railroad Company ("UP") submits this Verified Notice of Exemption, pursuant to 49 C.F.R. § 1180.2(d)(7), for modification of the local, temporary trackage rights agreement exempted in Finance Docket No. 34554, served October 7, 2004. The trackage rights apply over a line of railroad of BNSF Railway Company ("BNSF") between, BNSF Milepost 579.3 near Mill Creek, OK to BNSF milepost 631.1 near Joe Junction, TX, a distance of approximately 51 miles. The modification covered by this notice of exemption is the extension of the December 31, 2005 expiration date so that rights will expire on or about December 31, 2006.¹

Under 49 C.F.R. § 1180.2(d)(7), the acquisition of trackage rights by a rail carrier over lines owned or operated by any other rail carrier or carriers is exempt if the rights are (i) based on written agreements, and (ii) not filed or sought in responsive applications in rail consolidation proceedings. The trackage rights covered by this

¹ Since the temporary trackage rights covered by this filing are "local" rather than "overhead" rights, the filing is not being made under the Board's class exemption for temporary trackage rights under 49 C.F.R. § 1180.2(d)(8). By decision served March 25, 2005 in Finance Docket No. 34554 (Sub-No. 3), the Board granted an exemption to permit the rights granted in Finance Docket No. 34554 to expire. At that time, it was anticipated that this would occur on or about December 31, 2005. However, this authority has not yet been exercised, and the trackage rights operations have continued by mutual agreement of BNSF and

notice are covered by the written agreement attached as Exhibit 2, and are not being filed or sought in responsive applications in a rail consolidation proceeding. As such, the § 1180.2(d)(7) exemption is applicable.

In accordance with the requirements of 49 C.F.R. § 1180.4(g), UP submits the following information:

§ 1180.6(a)(1) Description of Proposed Transaction

The transaction covered by this notice is the modification of the expiration date of the temporary, local trackage rights by UP between BNSF Milepost 579.3 near Mill Creek, OK to BNSF milepost 631.1 near Joe Junction, TX, a distance of approximately 51 miles previously exempted in Finance Docket No. 34554. As modified, the rights will now expire on or about December 31, 2006.

§ 1180.6(a)(1)(I) Summary of the proposed transaction.

See answer to § 1180.6(a)(1), above.

§ 1180.6(a)(1)(I) Name, business address and telephone number of applicant, and the name of counsel to whom questions can be addressed.

The name and business address of the applicant is:

Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179

UP. UP is filing a new petition for partial revocation to permit the trackage rights, as modified herein, to expire on or about December 31, 2006.

Questions regarding this transaction are to be addressed to the representative named below:

Gabriel S. Meyer
Assistant General Attorney
1400 Douglas Street
STOP 1580
Omaha, NE 68179
(402) 544-1658
(402) 501-3393 (FAX)

§ 1180.6(a)(1)(ii) Consummation Date

The agreement will be consummated on February 20, 2006.

§ 1180.6(a)(1)(iii) Purpose of the Transaction

The trackage rights are temporary rights and are intended to permit UP to move loaded and empty ballast trains for use in UP MOW projects. The modification covered by this notice of exemption is to extend the expiration date so that the rights will expire on or about December 31, 2006.

§ 1180.6(a)(5) States in which the Applicant Operates

UP operates in the states of Arizona, Arkansas, California, Colorado, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, Oklahoma, Oregon, Tennessee, Texas, Utah, Washington, Wisconsin and Wyoming.

§ 1180.6(a)(6) Map (Exhibit 1)

A map is provided as Exhibit 1.

§ 1180.6(a)(7)(ii) Agreement (Exhibit 2)

The agreement modifying the trackage rights agreement exempted in Finance Docket No. 34554 is attached as Exhibit 2.

§ 1180.4(g)(1)(i) Labor Protection

The applicable labor protection conditions are those 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). The applicable labor protective conditions for the discontinuance of the temporary trackage rights as requested in the accompanying Petition for Partial Revocation are those imposed in Oregon Short Line Railroad Co. -- Abandonment -- Goshen, 360 I.C.C. 91 (1979).

§ 1180.4(g)(2)(i) Caption Summary (Exhibit 3)

A caption summary of this transaction suitable for publication in the *Federal Register* is attached as Exhibit 3.

§ 1180.4(g)(3) Environmental Documentation

Environmental documentation is not required for this transaction. See 49 C.F.R. § 1105.6(c)(4) (no environmental documentation required for common use of rail terminals and trackage rights).

Respectfully submitted,

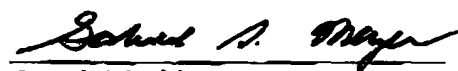
UNION PACIFIC RAILROAD COMPANY

By: 
Gabriel S. Meyer
Assistant General Attorney
1400 Douglas Street
STOP 1580
Omaha, NE 68179
(402) 544-1658
(402) 501-3393 (FAX)

VERIFICATION

I, Gabriel S. Meyer, of Union Pacific Railroad Company, under penalty of perjury, declare and verify that I have read the foregoing Notice of Exemption in Finance Docket No. 34554 (Sub-No. 4), know the facts stated therein, and believe to the best of my knowledge and ability that said facts are true as stated.

Dated: February 10, 2006



Gabriel S. Meyer

CERTIFICATE OF SERVICE

I certify that I have this day served a copy of the foregoing document upon
the following by first class United States mail.

Sarah Whitley Bailiff, Esq.
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76161-2828

Dated at Omaha, Nebraska this 10th day of February, 2006.


Gabriel S. Meyer

EXHIBIT 3**CAPTION SUMMARY****SURFACE TRANSPORTATION BOARD****NOTICE OF EXEMPTION
FINANCE DOCKET NO. 34554 (SUB-NO. 4)****UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION --
BNSF RAILWAY COMPANY**

BNSF Railway Company has agreed to grant local trackage rights to Union Pacific Railroad Company to move UP Company Material (ballast) between BNSF Milepost 579.3 near Mill Creek, OK to BNSF milepost 631.1 near Joe Junction, TX, a distance of approximately 51 miles. The rights are a modification of the temporary trackage rights exempted in Finance Docket No. 34554, and will expire on or about December 31, 2006.

This Notice is filed under 49 C.F.R. § 1180.2(d)(7). Petitions to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

Dated:
By the Board,

Vernon A. Williams,
Secretary