

SIDNEY STRICKLAND AND ASSOCIATES, PLLC

3050 K ST. N.W., SUITE 101
WASHINGTON, DC 20007-5108
TELEPHONE: 202-338-1325
FAX: 202-672-5399

SIDNEY L. STRICKLAND, JR.
SIDNEY.STRICKLAND@STRICKLANDPLLC.COM



June 26, 2006

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

**Re: Surface Transportation Board Finance Docket No. 34864 (Sub No. 1); BNSF
Railway Company – Temporary Trackage Rights Exemption – Kansas City
Southern Railway Company**

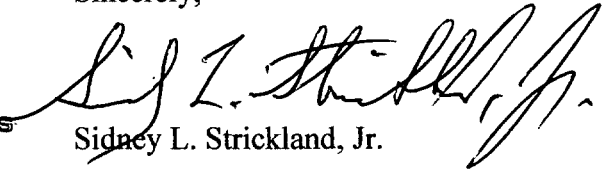
Dear Secretary Williams:

Enclosed for filing in the referenced docket are the original and ten copies of a Verified Notice of Exemption, and a check for \$1,000.00, covering the filing fee.

Please acknowledge receipt of this material by date stamping the enclosed copy of this letter and returning it to me in the enclosed self-addressed stamped envelope.

Sincerely,

ENTERED
Office of Proceedings


Sidney L. Strickland, Jr.

JUN 26 2006

SLS/cac
Encs.

Part of
Public Record

cc: Mr. John Sims

FILED

JUN 26 2006

SURFACE
TRANSPORTATION BOARD

FEE RECEIVED

JUN 26 2006

SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD



STB Finance Docket No. 34850 (Sub No. 1)

BNSF RAILWAY COMPANY--TEMPORARY TRACKAGE RIGHTS EXEMPTION--
UNION PACIFIC RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

1. In the lead docket, STB Finance Docket No. 34850, BNSF Railway Company ("BNSF") previously filed a verified notice of exemption pursuant to 49 C.F.R. §1180.2(d)(8) on March 20, 2006. Under this notice BNSF obtained temporary overhead trackage rights from Union Pacific Railroad Company ("UP") eastbound trains on UP's Dallas Subdivision from Tower 55 at FL Worth, TX (Milepost 245.3) to Longview, TX (MP 89.6) and on UP's Little Rock Subdivision from Longview (MP 89.6) to North Little Rock, AR (MP 343.6) and on OP's Hoxie Subdivision from North Little Rock, AR (MP 343.6) to Bald Knob, AR (MP 287.9) and on UP's and on UP's Memphis Subdivision between Bald Knob (MP 287.9) to Kentucky Street, Memphis, TN, UP's (Milepost 378.1), a distance of 542.2 miles. Westbound trains shall travel on UP's Memphis Sub from Kentucky Street to Briark, AR (MP 375.3) and on UP's Brinkley Sub (MP 4.1) to Brinkley, A (MP 70.6) and on UP's Jonesboro Sub (MP 200.5) to Pine Bluff, AR (MP 264.2) and on UP's Pine Bluff Sub (MP 264.2) to Big Sandy, TX (MP 525.1) and on UP's Dallas Sub (MP 114.5) to Tower 55, TX (MP 245.3), a distance of 526.3 miles. The notice of exemption was published in the Federal Register on April 7, 2006.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34864 (Sub No. 1)

BNSF RAILWAY COMPANY--TEMPORARY TRACKAGE RIGHTS EXEMPTION--
KANSAS CITY SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION

Sidney L. Strickland, Jr.
Elizabeth E. Waite
Sidney Strickland and Associates, PLLC
3050 K Street N.W.
Suite 101
Washington DC 20007
(202) 338-1325

ATTORNEYS FOR BNSF RAILWAY COMPANY

Dated: June 26, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34864 (Sub No. 1)

BNSF RAILWAY COMPANY--TEMPORARY TRACKAGE RIGHTS EXEMPTION--
KANSAS CITY SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION

1. In the lead docket, STB Finance Docket No. 34864, BNSF Railway Company ("BNSF") previously filed a verified notice of exemption pursuant to 49 C.F.R. §1180.2(d)(8) on April 14, 2006. Under this notice BNSF obtained temporary overhead trackage rights from Kansas City Southern Railway Company ("KCS") over KCS's trackage between Jefferson, TX, and Metro, TX, a total distance of 200.9 miles. The notice of this exemption was published in the Federal Register on April 17, 2006.

The transaction was scheduled to be consummated on May 15, 2006. The temporary trackage rights were to be effective: (1) from May 15, 2006, through May 24, 2006; (2) from May 31, 2006, through June 9, 2006; and (3) from June 15, 2006, through June 22, 2006, and were to expire on June 22, 2006.

BNSF files this verified notice of exemption pursuant to 49 C.F.R. §1180.2(d)(8) to extend the term of the above temporary overhead trackage rights from June 22, 2006, to July 15, 2006. The temporary trackage rights are for the sole purpose of bridging BNSF's train service

while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance.

The acquisition of these trackage rights is based on a written agreement.

2. The following information is provided as required by 49 C.F.R. §1180.4(g)(1)(i):
Section 1180.6(a)(1)(i-iii).

KCS has granted temporary overhead trackage rights to BNSF over KCS's trackage between Jefferson, TX, and Metro, TX, a total distance of 200.9 miles. Subject to approval of the Board, the temporary trackage rights will terminate on July 15, 2006. BNSF will operate its own trains with its own crews over the KCS line under the temporary trackage rights.

The carriers involved in this transaction and their business addresses are as follows:

BNSF Railway Company
2600 Lou Menk Drive
P. O. Box 961034
Fort Worth, TX 76161

Kansas City Southern Railway Company
P.O. Box 219935
Kansas City, MO 64121-8335

Questions regarding this exemption should be sent to Sidney L. Strickland Jr., Sidney Strickland and Associates, PLLC, 3050 K Street N.W., Suite 101, Washington DC 20007. The telephone number is (202) 338-1325.

Consummation of the transaction will occur on the effective date of this notice. The purpose of the trackage rights is for the sole purpose of bridging BNSF's train service while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance. The trackage rights will expire on July 15, 2006.

Section 1180.6(a)(5).

The trackage involved in the temporary trackage rights agreement is located in the state

of Texas.

Section 1180.6(a)(6).

The required map is attached hereto as Exhibit No. 1.

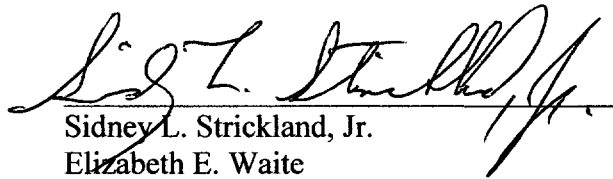
Section 1180.6(7)(ii).

A copy of the amendment to the temporary trackage rights agreement covering this transaction is attached hereto as Exhibit No. 2, and the original temporary trackage rights agreement is attached as Exhibit No. 3.

Applicants are agreeable to the imposition of the standard labor protective conditions imposed by the Board pursuant to 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 with respect to the discontinuance of these temporary rights, imposition of conditions pursuant to Oregon Short Line RR Co. -- Abandonment -- Goshen, 360 I.C.C. 91 (1979).

This transaction does not require the filing of an environmental report or an historic report under 49 C.F.R. §1105.6(c)(4) and §1105.8(b)(3) respectively.

Respectfully submitted,



Sidney L. Strickland, Jr.
Elizabeth E. Waite
Sidney Strickland and Associates, PLLC
3050 K Street N.W.
Suite 101
Washington DC 20007
(202) 338-1325
(202) 672-5399

ATTORNEYS FOR BNSF RAILWAY COMPANY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Finance Docket No. 34864 (Sub No.1)

BNSF RAILWAY COMPANY--TEMPORARY TRACKAGE RIGHTS EXEMPTION--
KANSAS CITY SOUTHERN RAILWAY COMPANY

Kansas City Southern Railway Company ("KCS") has agreed to grant limited temporary overhead trackage rights to BNSF Railway Company ("BNSF") over KCS's trackage between Jefferson, TX, and Metro, TX, a total distance of 200.9 miles. The temporary trackage rights will facilitate a programmed maintenance outage and will occur on the effective date of this notice. The temporary trackage rights will expire on July 15, 2006.

This notice is filed under §1180.2(d)(8). 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 stay the transaction.

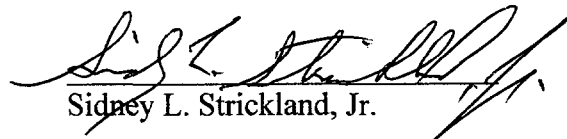
Dated:

By the Board,
Vernon A. Williams,
Secretary

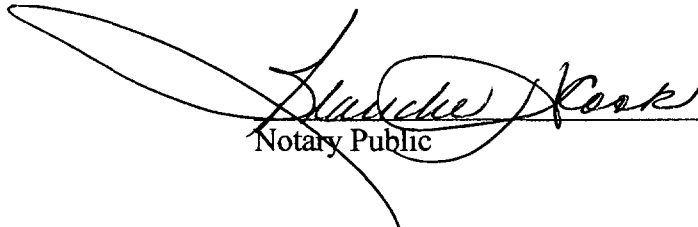
VERIFICATION

THE DISTRICT OF COLUMBIA, §

Sidney L. Strickland, Jr., being duly sworn, deposes and says that he has read the foregoing notice of exemption and that the contents thereof are true and correct to the best of his knowledge and belief.

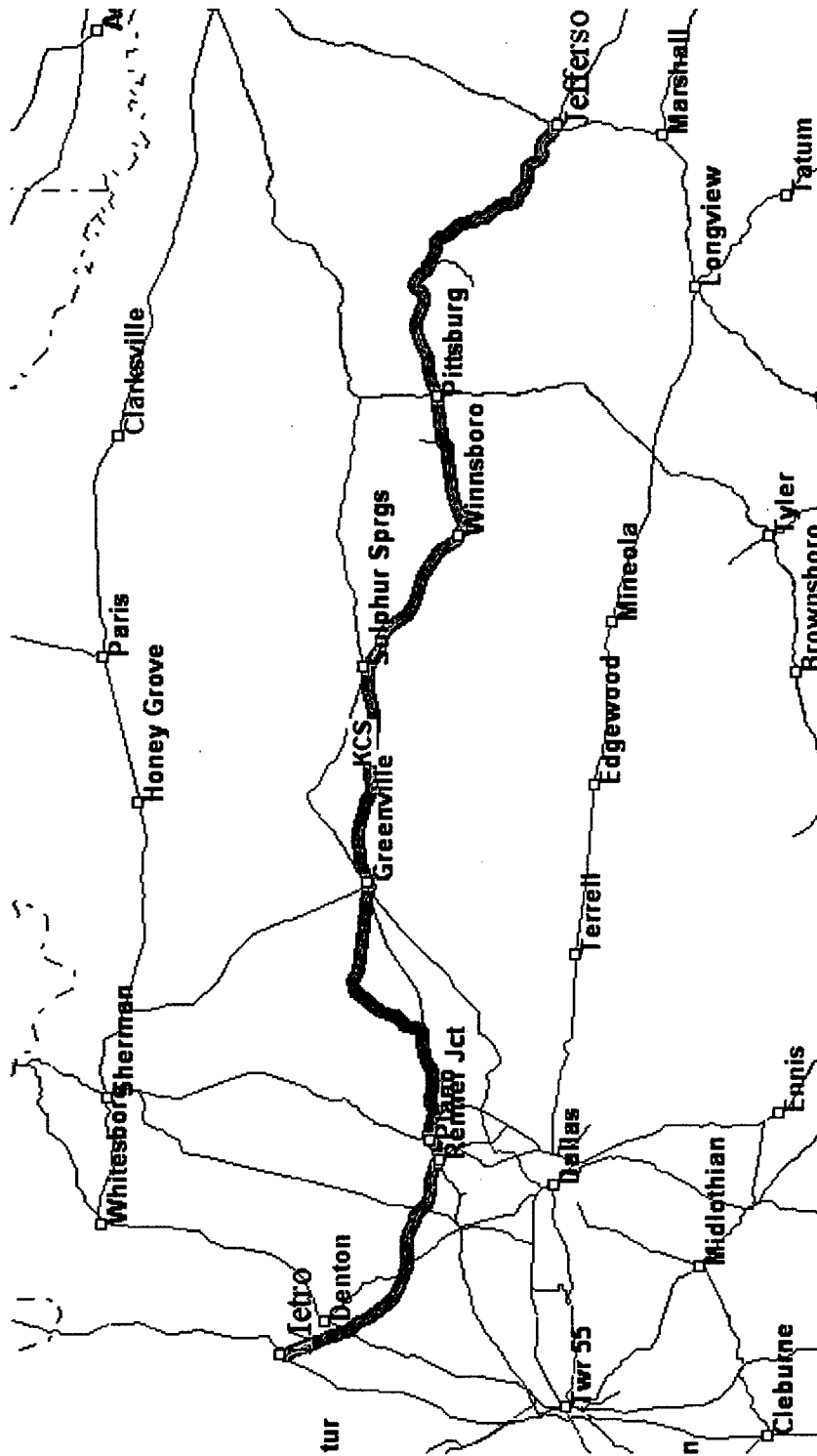

Sidney L. Strickland, Jr.

Subscribed and sworn to before me this 26th day of June, 2006.


Notary Public

My Commission expires:

July 31, 2007



Jefferson TX - Metro TX
Temporary Trackage Rights
BNSF on KCS
May 15, 2006 through June 22, 2006
Scale: None Date March 20, 2006

KANSAS CITY SOUTHERN

MAILING ADDRESS: P.O. BOX 219335 • KANSAS CITY, MO 64121-9335



Douglas A. Banks
General Director Joint Facilities & Contracts
(816) 983-1932
(816) 983-1933 Fax

June 25, 2006

Bruce D. Barrett
Manager - Contracts & Joint Facilities
BNSF Railway Company
2600 Lou Mank Drive
Fort Worth, Texas 76131

Re: Temporary Trackage Rights Agreement

Dear Bruce:

The Kansas City Southern Railway Company ("KCS") and BNSF Railway Company ("BNSF") entered into that certain temporary trackage rights agreement dated March 31, 2006 ("Agreement") covering KCS's grant of temporary overhead trackage rights to BNSF between Jefferson, Texas and Metro, Texas.

The rights granted under the Agreement were to be in effect from May 15, 2006 to June 22, 2006 while BNSF performed certain programmed track, roadbed and structural maintenance on its main lines. Inasmuch as BNSF has experienced a delay in beginning such maintenance work, BNSF has expressed its desire to extend the term of the Agreement to July 15, 2006.

KCS is agreeable to extending the term of the Agreement to July 15, 2006, and hereby grants its written consent to such an extension. Except as specifically revised, altered, supplemented, or amended by this letter, the terms and conditions of the Agreement shall continue to be binding upon the parties.

Sincerely,


Douglas A. Banks

AGREED:**BNSF RAILWAY COMPANY**By: Title: GSKDate: 6/26/06

21625

SIDNEY STRICKLAND AND ASSOCIATES, PLLC

3050 K ST. N.W., SUITE 101
WASHINGTON, DC 20007-5108
TELEPHONE: 202-295-4672
FAX: 202-672-5399

SIDNEY L. STRICKLAND, JR.
SIDNEY.STRICKLAND@STRICKLANDPLLC.COM

April 14, 2006



Honorable Vernon A. Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

**Re: Surface Transportation Board Finance Docket No. 34864, BNSF Railway
Company—Trackage Rights Exemption—The Kansas City Southern
Railway Company**

Dear Secretary Williams,

Enclosed for filing in the referenced docket are the original and ten copies of a Verified Notice of Exemption, and a check for \$1,000.00, covering the filing fee.

Please acknowledge receipt of this material by date stamping the enclosed copy of this letter and returning it to me in the enclosed self-addressed stamped envelope.

Sincerely,

Sidney L. Strickland, Jr.

SLS/cew
Encs.

cc: Mr. John Sims

FEE RECEIVED

FILED

APR 14 2006

APR 14 2006

**SURFACE
TRANSPORTATION BOARD**

TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34864

BNSF RAILWAY COMPANY--TRACKAGE RIGHTS EXEMPTION--
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION



Sidney L. Strickland, Jr.
Sidney Strickland and Associates, PLLC
3050 K Street N.W.
Suite 101
Washington, DC 20007
(202) 295-4672

ATTORNEY FOR BNSF RAILWAY COMPANY

Dated: April 14, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34864

BNSF RAILWAY COMPANY--TRACKAGE RIGHTS EXEMPTION--
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION

1. BNSF Railway Company ("BNSF") files this verified notice of exemption pursuant to 49 C.F.R. §1180.2(d)(8). Under this notice, BNSF will obtain temporary overhead trackage rights on The Kansas City Southern Railway Company's ("KCS") trackage between Jefferson, TX, and Metro, TX, a total distance of 200.9 miles (referred to herein as "Joint Trackage"). The temporary trackage rights are for the sole purpose of bridging its train service while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance.

The acquisition of these trackage rights is based on a written agreement.

2. The following information is provided as required by 49 C.F.R. §1180.4(g)(1)(i):
Section 1180.6(a)(1)(i-iii).

KCS has granted temporary overhead trackage rights to BNSF on KCS' trackage between Jefferson, TX and Metro, TX, a total distance of 200.9 miles (referred to herein as "Joint Trackage"). Subject to approval of the Board, the temporary trackage rights will be effective: (1) from May 15, 2006, through May 24, 2006; (2) from May 31, 2006, through June 9, 2006; and (3) from June 15, 2006 through June 22, 2006. BNSF will operate its own trains with its own

crews over the Joint Trackage under the temporary trackage rights.

The carriers involved in this transaction and their business addresses are as follows:

BNSF Railway Company
2600 Lou Menk Drive
P. O. Box 961034
Fort Worth, TX 76161

The Kansas City Southern Railway Company
427 W. 12th St.
Kansas City, MO 64105

Questions regarding this exemption should be sent to Sidney L. Strickland Jr., Sidney Strickland and Associates, PLLC, 3050 K Street N.W., Suite 101, Washington DC 20007. The telephone number is (202) 295-4672.

Consummation of the transaction will occur on May 15, 2006. The purpose of the temporary trackage rights is for the sole purpose of bridging its train service while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance. The temporary trackage rights will terminate on June 22, 2006.

Section 1180.6(a)(5).

The trackage involved in the temporary trackage rights agreement is located in the state of Texas.

Section 1180.6(a)(6).

The required map is attached hereto as Exhibit No. 1.

Section 1180.6(7)(ii).

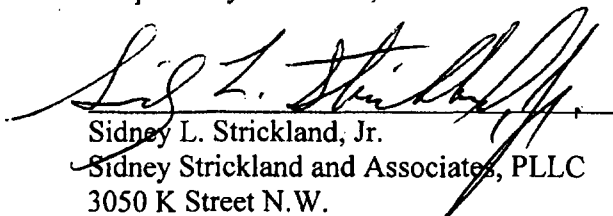
A copy of the temporary trackage rights agreement covering this transaction is attached hereto as Exhibit No. 2.

Applicants are agreeable to the imposition of the standard labor protective conditions imposed by the Board pursuant to 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 with respect to the discontinuance of these trackage rights, imposition of

conditions pursuant to Oregon Short Line RR Co. – Abandonment – Goshen, 360 I.C.C. 91 (1979).

This transaction does not require the filing of an environmental report or an historic report under 49 C.F.R. §1105.6(c)(4) and §1105.8(b)(3) respectively.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Sid L. Strickland, Jr.", is written over a horizontal line.

Sidney L. Strickland, Jr.
Sidney Strickland and Associates, PLLC
3050 K Street N.W.
Suite 101
Washington DC 20007
(202) 295-4672
(202) 672-5399

ATTORNEY FOR BNSF RAILWAY COMPANY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Finance Docket No. 34864

BNSF RAILWAY COMPANY--TRACKAGE RIGHTS EXEMPTION--
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

The Kansas City Southern Railway Company ("KCS") has agreed to grant temporary overhead trackage rights to BNSF Railway Company ("BNSF") on KCS' trackage between Jefferson, TX, and Metro, TX, a total distance of 200.9 miles (referred to herein as "Joint Trackage"). The temporary trackage rights will bridge BNSF's train service while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance and will be effective upon the Board's approval, with operations under this exemption commencing on May 15, 2006. The temporary trackage rights will terminate on June 22, 2006.

This notice is filed under §1180.2(d)(8). 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 stay the transaction.

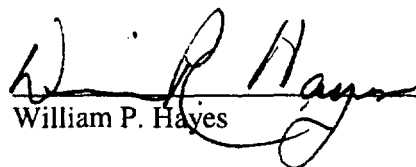
Dated:

By the Board,
Vernon A. Williams,
Secretary.

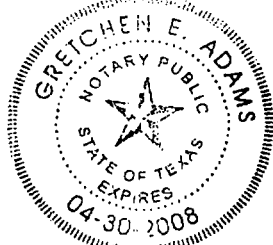
VERIFICATION

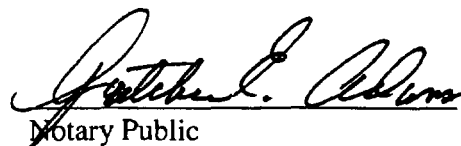
THE STATE OF TEXAS, §
COUNTY OF TARRANT §

William P. Hayes, being duly sworn, deposes and says that he has read the foregoing notice of exemption and that the contents thereof are true and correct to the best of his knowledge and belief.


William P. Hayes

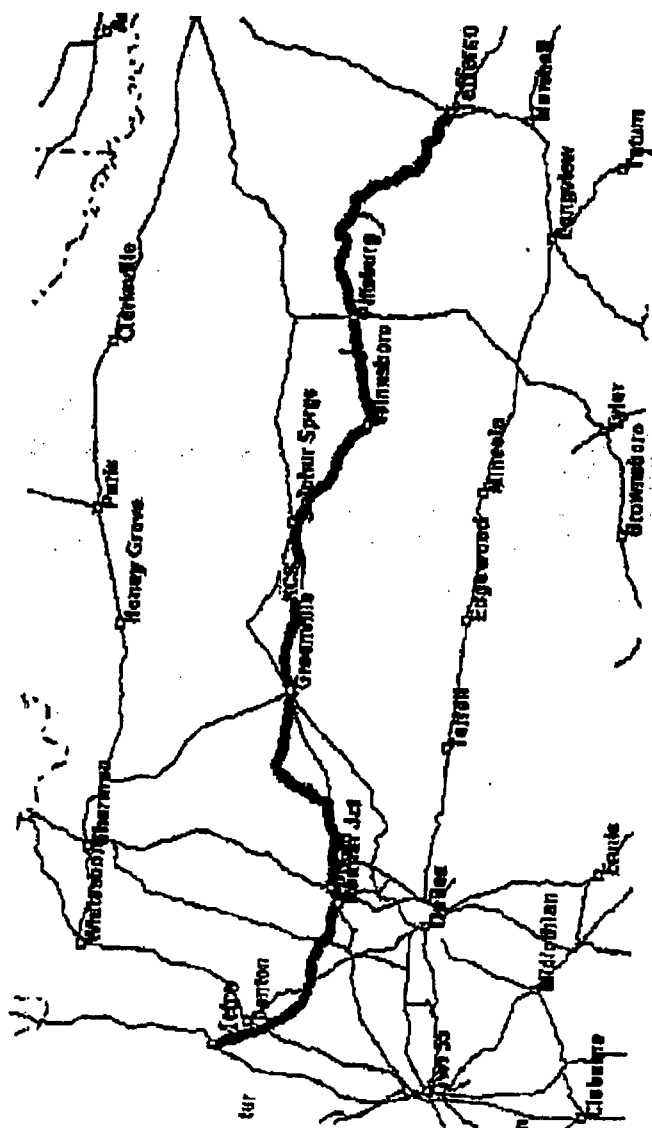
Subscribed and sworn to before me this 13 day of April, 2006.




Notary Public

My Commission expires:

April 30, 2008



Jefferson TX - Metro TX
Temporary Trackage Rights
BNSF on KCS
May 15, 2006 through June 22, 2008
Scale: None Date March 20, 2008

MAR. 31. 2006 5:14PM CONTRACTS/JOINT FAC

Exhibit No. 2

MAR. 31. 2006 3:51PM CONTRACTS/JOINT FAC

**TEMPORARY TRACKAGE RIGHTS AGREEMENT
JEFFERSON, TEXAS to METRO, TEXAS**

THIS AGREEMENT, made and entered into this 31st day of March, 2006 by and between THE KANSAS CITY SOUTHERN RAILWAY COMPANY, hereinafter called "KCS" or "Owner", and BNSF RAILWAY COMPANY, a Delaware corporation, hereinafter called "BNSF" or "User".

WITNESSETH:

WHEREAS, KCS is the owner and operator of certain lines of railroad extending between BNSF connections over KCS's railroad system; and

WHEREAS, BNSF desires to obtain temporary overhead trackage rights on certain lines of KCS's railroad, for the sole purpose of bridging its train service while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance; and

WHEREAS, KCS is agreeable to said temporary trackage rights but only on the terms and conditions hereinafter set forth.

NOW, THEREFORE, it is mutually agreed by and between the parties.

Section 1. TRACKAGE SUBJECT TO AGREEMENT.

Attached hereto, marked Exhibit "A", and by this reference incorporated herein, is a print dated February 24, 2005 which depicts the portion of line of railroad of KCS over which BNSF will be granted temporary trackage rights hereinafter referred to as the "Joint Trackage" (as further defined in Exhibit "B" of this Agreement, attached hereto and by this reference incorporated herein).

Section 2. GRANT OF TRACKAGE RIGHTS.

The General Conditions covering the grant of temporary bridge trackage rights are set forth in Exhibit "B". If any conflict between Exhibit "B" and this Agreement shall arise, the provisions of this Agreement shall prevail. Subject to the terms and conditions of Exhibit "B", this Agreement, and BNSF's agreement to file a "Petition for Partial Revocation of Class Exemption and for Temporary Exemption of Trackage Rights", which requests revocation of the temporary trackage rights on the dates indicated in this Section 2 (or otherwise file a temporary trackage rights exemption pursuant to 49 C.F.R. 1180.2(d)(3)), jointly with its "Notice of