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Gabriel S. Meyer
Assistant General Attorney

June 29, 2006

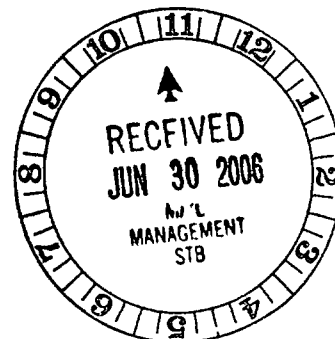
Via UPS Overnight

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

ENTERED
Office of Proceedings

JUN 30 2006

Part of
Public Record



**Re: Finance Docket No. 34843 (Sub. No. 1); Union Pacific Railroad Company –
Temporary Trackage Rights Exemption – BNSF Railway Company**

Dear Secretary Williams:

Enclosed for filing in the above proceeding are the following:

1. An original and ten (10) copies of a Verified Notice of Exemption and Caption Summary (Exhibit 3 to the Notice) pursuant to the trackage rights class exemption, 49 C.F.R. § 1180.2(d)(8).
2. A payment form in the amount of \$1,000.00 for the filing fee required by 49 C.F.R. § 1002.2(f), Part IV (40).
3. Twenty (20) unbound copies of the Exhibit 1 map.

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 for your time and attention to this matter.

FILED

JUN 30 2006

**SURFACE
TRANSPORTATION BOARD**

Sincerely,

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

FEE RECEIVED

JUN 30 2006

**SURFACE
TRANSPORTATION BOARD**

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34843 (SUB. NO. 1)



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

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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: June 29, 2006
Filed: June 30, 2006

FILED

JUN 30 2006

SURFACE
TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34843 (SUB. NO. 1)

**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)(8) for acquisition of an overhead, temporary trackage rights agreement. Under an agreement ("Original Agreement") filed with the Board on March 9, 2006, UP has the right to operate over lines of railroad of BNSF Railway Company ("BNSF") between St. Louis (Grand Avenue), MO (MP 2.1), on the one hand, and Pacific, MO (MP 34.1) on the other, a distance of 32 miles. UP now seeks to modify the Original Agreement by extending its effective period through September 15, 2006.

Under 49 C.F.R. § 1180.2(d)(8), the acquisition of temporary 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, (ii) not filed or sought in responsive applications in rail consolidation proceedings, (iii) for overhead operations only, and (iv) scheduled to expire on a specific date not to exceed one (1) year from the effective date of the exemption. The trackage rights covered by this Notice: (i) are covered by the written agreement attached

as Exhibit 2, (ii) are not being filed or sought in responsive applications in a rail consolidation proceeding, (iii) are for overhead operations only, and (iv) will expire on September 15, 2006, which is less than one (1) year from the effective date of the exemption.¹ As such, the § 1180.2(d)(8) exemption is applicable.

In accordance with the Board's regulations at 49 C.F.R. § 1180.4(g), a Notice of Exemption shall contain the information required in § 1180.6(a)(1)(i)-(iii), (a)(5)-(6), and (a)(7)(ii), and shall indicate the level of labor protection to be imposed. UP provides the following information:

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

The transaction covered by this Notice is the modification of temporary, overhead trackage rights by UP over lines of BNSF, between St. Louis (Grand Avenue), MO (MP 2.1), on the one hand, and Pacific, MO (MP 34.1) on the other, a distance of 32 miles. Pursuant to this transaction, the trackage rights will expire on September 15, 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

¹ Under the Original Agreement, the temporary trackage rights were consummated on March 16, 2006, and were to have expired on July 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 July 6, 2006.

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

The trackage rights are temporary rights to facilitate maintenance work on UP lines, and are intended to expire on September 15, 2006.

§ 1180.6(a)(5) States in which Property of the Applicant is Situated

UP property is situated 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)

An executed copy of the Amendment showing the principal terms of the modification of the Original Agreement 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 are those imposed in Oregon Short Line Railroad Co.—Abandonment—Goshen, 360 I.C.C. 91(1979).

1180.4(g)(2)(iii) 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, Nebraska 68179
(402) 544-1658
(402) 501-3393 (FAX)

[illegible]

Scale: None

EXHIBIT 2
STB FINANCE DOCKET NO. 34843 (SUB. NO. 1)

AMENDMENT TO MOW TEMPORARY TRACKAGE RIGHTS AGREEMENT
St Louis, Mo (Grand Ave.) to Pacific, MO

THIS AMENDMENT made and entered into the 21st day of June, 2006 by and between **THE BNSF RAILWAY COMPANY**, a Delaware corporation, herein after called "BNSF" or "Owner", and **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation, hereinafter called "UP" or "User" to the MOW Temporary Trackage Rights Agreement entered into 3rd day of March, 2006 between St Louis (Grand Ave.) and Pacific, MO from March 16, 2006 to July 31, 2006 ("Original Agreement").

The following addition is made to Section 2 first paragraph of the Original Agreement: Detour period shall be extended to September 15, 2006. Between the dates of June 23 and August 4, UP will be allowed to run 2 westbound trains with minimum spacing of 6-hours between those trains.

Section 2 item (g) of the Original Agreement replaced by the following:
Detour period shall be limited to March 16, 2006 through September 15, 2006.

The last sentence of Section 2 item (h) of the Original Agreement is replaced by:
UP trains must be spaced not less than 4 hours apart from March 16, 2006 through September 15, 2006, however trains between June 23 and August 4 UP trains must be spaced not less than 6-hours apart.

BNSF RAILWAY COMPANY

By  _____

UNION PACIFIC RAILROAD COMPANY

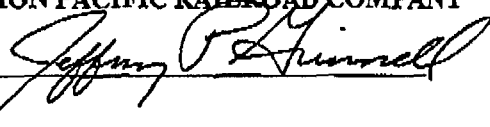
By  _____

EXHIBIT 3
STB FINANCE DOCKET NO. 34843 (SUB. NO. 1)

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION
FINANCE DOCKET NO. 34843 (SUB. NO. 1)

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

BNSF Railway Company has agreed to modify an overhead, temporary trackage rights agreement, under which Union Pacific Railroad Company is authorized to operate between St. Louis (Grand Avenue), MO (MP 2.1), on the one hand, and Pacific, MO (MP 34.1) on the other, a distance of 32 miles. The temporary trackage rights were effective on March 16, 2006. The modified temporary trackage rights agreement will expire on September 15, 2006.

This Notice is filed under 49 C.F.R. § 1180.2(d)(8). 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

VERIFICATION

I, Gabriel S. Meyer, Assistant General Attorney 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. 34843 (Sub. No 1), know the facts stated therein, and believe to the best of my knowledge and ability that said facts are true as stated.

Dated: June 29, 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 prepaid 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 29th day of June, 2006.



Gabriel S. Meyer