

November 20, 2006

Via E-Filing

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

RE: STB Finance Docket No. 34958; *UP Nevada Railroad LLC—Lease and Operation
Exemption—Pan Western Corporation*

Dear Secretary Williams:

In a letter dated November 17, 2006, Union Pacific Railroad Company (“UP”) filed a letter in the above-referenced docket. Although UP does not request a stay or revocation of the exemption in this proceeding, UP raises three concerns:

1. UP asserts that use of “UP” in the corporate name of applicant, “UP Nevada Railroad LLC,” infringes upon the UP trademark, and requests that the Board condition any exemption upon removing “UP” from Applicant’s corporate name.
2. UP states that the business address of UP Nevada Railroad LLC in Omaha, Nebraska does not appear to exist.
3. UP asserts that no corporation by the name of “UP Nevada Railroad LLC” is registered to do business in the State of Nebraska and that no such firm appears to be registered to do business anywhere in the United States.

Applicant responds to each of these concerns herein.

UP’s principle concern appears to be the protection of its trademark. Since it was never Applicant’s intention to infringe upon UP’s trademark, Applicant is willing to drop “UP” from its corporate name, in light of the objections expressed in UP’s letter. Applicant, therefore, intends to change its name to “Nevada Railroad Corporation.”

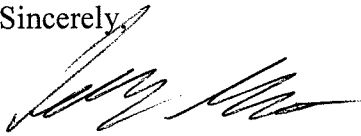
Applicant also desires to correct the record in this proceeding regarding its corporate name, which would explain why UP was unable to find any such corporation registered in the United States. The Notice of Exemption incorrectly identified the Applicant as “UP Nevada Railroad LLC.” The correct name is “UP Nevada Corporation,” which is incorporated in Nevada under Corp. No. E0135082006-0. This error was due to a miscommunication between Applicant and its counsel. Applicant is not yet registered to do business as a foreign corporation in Nebraska, but will be taking such steps shortly.

As for Applicant's Omaha, Nebraska address, the address does in fact exist. It is a mailbox in a UPS store located in the strip mall that UP notes in its letter.

Finally, UP suggests something may be improper in the fact that the same individual, Mitchell Truman, has verified both this Notice of Exemption and a prior Notice of Exemption in Finance Docket No. 34547 that involved transfer of the same rail assets. Applicant, however, acknowledged this fact in the Notice of Exemption and informed the Board that the prior transaction never was consummated. Although the reason it was not consummated is irrelevant, in order to clear up any concerns raised by UP, Applicants state that the prior Notice involved a joint venture that dissolved due to differences between the participants.

Applicant trusts that this letter fully and adequately addresses UP's concerns.

Sincerely,



Jeffrey O. Moreno
Laurence W. Prange
Counsel for UP Nevada Corporation

Cc: Robert T. Opal, General Commerce Counsel, Union Pacific Railroad