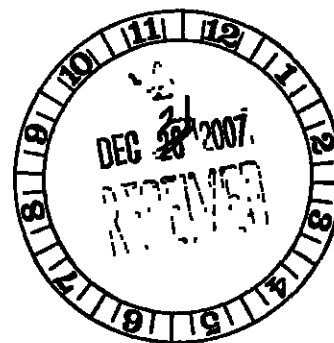




221121

Gabriel S. Meyer
Assistant General Attorney



December 21, 2007

Via Fax and UPS Overnight

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20024

ENTERED
Office of Proceedings
DEC 26 2007
Part of
Public Record

**Re: Finance Docket No. 34554 (Sub-No. 9); Union Pacific Railroad
Company --Temporary Trackage Rights Exemption (Modification) --
BNSF Railway Company**

Dear Secretary Williams:

Enclosed for filing in the above proceeding are an original and ten (10) copies of a Petition for Partial Revocation of Class Exemption to Permit Expiration of Temporary Trackage Rights. Also enclosed is a payment form in the amount of \$200.00 for the filing fee required by 49 C.F.R. § 1002.2(f), Part V (61).

Please do not hesitate to contact me if you have any questions

Sincerely,

Gabriel S. Meyer

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DEC 21 2007
SURFACE
TRANSPORTATION BOARD

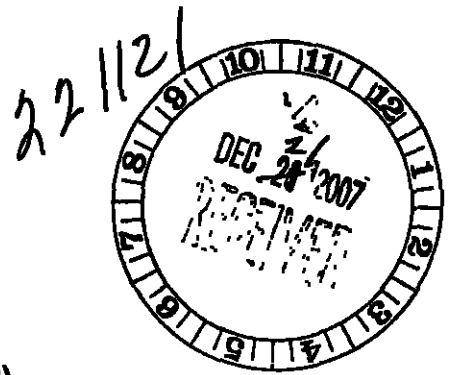
cc: (w/attachments)
Sarah Whitley Bailiff, Esq. - BNSF

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DEC 21 2007

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BEFORE THE
SURFACE TRANSPORTATION BOARD



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FINANCE DOCKET NO. 34554 (SUB-NO. 9)

SURF. CE
TRANSPORTATION BOARD

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

PETITION FOR PARTIAL REVOCATION OF CLASS EXEMPTION
TO PERMIT EXPIRATION OF TEMPORARY TRACKAGE RIGHTS

FILED
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SURFACE
TRANSPORTATION BOARD

UNION PACIFIC RAILROAD COMPANY

Gabriel S Meyer
Assistant General Attorney
1400 Douglas Street
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Omaha, NE 68179
(402) 544-1658
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Office of Proceedings

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Dated and Filed: December 21, 2007

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34554 (SUB-NO. 9)

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

**PETITION FOR PARTIAL REVOCATION OF CLASS EXEMPTION
TO PERMIT EXPIRATION OF TEMPORARY TRACKAGE RIGHTS**

Pursuant to 49 U.S.C. § 10502(d) and the regulations of the Surface Transportation Board at 49 C F R § 1121, Union Pacific Railroad Company ("UP") hereby seeks partial revocation of the Board's trackage rights class exemption, 49 C.F.R. § 1180.2(d)(7), in Finance Docket No. 34554, as necessary to allow the UP/BNSF trackage rights arrangement which is the subject of this proceeding to expire, as expressly desired by both parties, on December 31, 2008.¹ Revoking the class exemption as necessary to allow that action is consistent with the rail transportation policy of 49 U.S.C. § 10101 and will promote efficient and competitive rail service.

¹ Since the trackage rights covered by the Notice of Exemption in Finance Docket No. 34554 are "local" rather than "overhead" rights, the Board's class exemption for temporary trackage rights, 49 C.F.R. § 1180.2(d)(8), is not applicable to this transaction.

(Sub. No. 1), The Burlington Northern and Santa Fe Railway Company -- Trackage Rights Exemption -- Union Pacific Railroad Company, served October 7, 2002.

Granting this Petition to permit the trackage rights to expire in accordance with the underlying agreement would be entirely consistent with the exemption standards of 49 U.S.C. § 10502. Limiting the term of the trackage rights is consistent with the limited scope of the transaction covered by the Notice of Exemption in Finance Docket No. 34554 (Sub. No. 8) and will have no adverse impact on shippers. The grant of this Petition is essential for the benefits of the trackage rights in Finance Docket No. 34554 (Sub. No. 8) to be realized. As noted above, the temporary nature of the trackage rights is a key part of the agreement of the two carriers, and the trackage rights would not have been granted without this feature. Denial of this Petition would result in a loss of all these benefits, since the parties are unlikely to reach any other feasible arrangement which would allow UP to use BNSF's line

The applicable labor protective conditions for the discontinuance of the temporary trackage rights pursuant to this petition are those imposed in Oregon Short Line Railroad Co. -- Abandonment -- Goshen, 360 I.C.C. 91 (1979).

WHEREFORE, UP respectfully requests the Board to partially revoke the Class Exemption for trackage rights to the extent necessary to permit the trackage rights authorized in STB Finance Docket No. 34554 to expire on or about December 31, 2008, in accordance with the terms of the underlying trackage rights agreement.

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY

By: 
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Assistant General Attorney
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(402) 501-3393 (FAX)

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 21st day of December, 2007.



Gabriel S. Meyer