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August 10, 2009

BY E-FILING

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Docket No. 42104, *Entergy Arkansas, Inc. and Entergy Services, Inc.*
v. Union Pacific R.R. and Missouri & Northern Arkansas R.R. Co., Inc.:
F.D. No. 32187, *Missouri & Northern Arkansas R.R. - Lease, Acquisition*
and Operation Exemption - Missouri Pacific R.R. and Burlington N. R.R.

Dear Ms. Quinlan:

Enclosed for filing in the above-referenced proceeding please find an Agreed-Upon Scheduling Proposal. Thank you for your attention to this matter.

Sincerely,



Andrew B. Kolesar III
An Attorney for Entergy Arkansas, Inc.
and Entergy Services, Inc.

Enclosure

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**ENTERGY ARKANSAS, INC. and
ENTERGY SERVICES, INC., Complainants**

v.

**UNION PACIFIC RAILROAD
COMPANY and MISSOURI &
NORTHERN ARKANSAS RAILROAD
COMPANY, INC., Defendants.**

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Docket No. 42104

**MISSOURI & NORTHERN ARKANSAS
R.R. – LEASE, ACQUISITION AND
OPERATION EXEMPTION – MISSOURI
PACIFIC R.R. and BURLINGTON
NORTHERN R.R.**

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Finance Docket No. 32187

AGREED-UPON SCHEDULING PROPOSAL

OF COUNSEL:

**Slover & Loftus LLP
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(202) 347-7170**

Dated: August 10, 2009

**ENTERGY ARKANSAS, INC. and
ENTERGY SERVICES, INC.
O.H. Storey
Cory R. Cahn
P.O. Box 551
Little Rock, AR 72203**

**By: C. Michael Loftus
Frank J. Pergolizzi
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1224 Seventeenth Street, N.W.
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Attorneys & Practitioners

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ENTERGY ARKANSAS, INC. and ENTERGY SERVICES, INC., Complainants	)	
v.	)	Docket No. 42104
UNION PACIFIC RAILROAD COMPANY and MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC., Defendants.	)	
MISSOURI & NORTHERN ARKANSAS R.R. – LEASE, ACQUISITION AND OPERATION EXEMPTION – MISSOURI PACIFIC R.R. and BURLINGTON NORTHERN R.R.	)	Finance Docket No. 32187

AGREED-UPON SCHEDULING PROPOSAL

Entergy Arkansas, Inc. (“EAI”) and Entergy Services, Inc. (“ESI”) (collectively, “Entergy”) hereby file this Agreed-Upon Scheduling Proposal in accordance with the Board’s Decision in this proceeding served June 26, 2009. We have been authorized to represent that Defendants Union Pacific Railroad Company (“UP”) and the Missouri & Northern Arkansas Railroad Company, Inc. (“M&NA”) and Intervenor Arkansas Electric Cooperative Corporation (“AECC”) each agree to this proposal.

The parties respectfully request that the Board adopt the following schedule for this proceeding:

Nov. 18, 2009	Close of discovery
Dec. 11, 2009	Technical conference
Jan. 7, 2010	Opening Evidence and Argument (Entergy/AECC)
Feb. 12, 2010	Reply Evidence and Argument (UP/MNA)
Mar. 9, 2010	Rebuttal Evidence and Argument (Entergy/AECC)

Respectfully submitted,

ENTERGY ARKANSAS, INC. and
ENTERGY SERVICES, INC.

O.H. Storey
Cory R. Cahn
P.O. Box 551
Little Rock, AR 72203

OF COUNSEL:

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Dated: August 10, 2009

Attorneys & Practitioners

CERTIFICATE OF SERVICE

I hereby certify that I have this 10th day of August, 2009, served copies of the foregoing by email and first-class mail, postage prepaid, upon the parties of record in this case.


Andrew B. Kolesar III