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SERVICE DATE – JULY 19, 2005

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34720]

BNSF Railway Company–Trackage Rights Exemption–Union Pacific Railroad
Company

BNSF Railway Company (BNSF), pursuant to a modified written trackage rights agreement entered into between BNSF and Union Pacific Railroad Company (UP), submits this verified notice for an exemption of the modified written trackage rights agreement governing BNSF's existing overhead trackage rights over UP's line of railroad between Crestline Street MP 163.52 and Helena Street MP 163.89, approximately 0.37 miles, on UP's Wallace Subdivision (the Joint Trackage) in Spokane, WA.¹ The modification of trackage rights relates to BNSF's assumption of maintenance functions for a particular segment of the Joint Trackage. BNSF will continue to have rights to use the Joint Trackage as provided in the Agreement.

The transaction is scheduled to be consummated on July 12, 2005, and operations under this exemption are planned to begin on that date.

¹ BNSF acquired the nonexclusive right to use the Joint Trackage under an agreement dated February 22, 1973, by and between the Oregon-Washington Railroad & Navigation Company, and its lessees, UP and Burlington Northern Inc. (BNSF's predecessor in interest), as amended by a supplemental agreement dated January 21, 1974, and further amended by a Letter Agreement dated July 27, 1988 (collectively, the Agreement).

The purpose of this transaction is to modify the Agreement to change the maintenance obligations in order to promote operating and maintenance efficiencies and better align the parties' maintenance obligations relative to usage.

As a condition to this exemption, any employees affected by the trackage rights will be protected by the conditions 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).

This notice is filed under 49 CFR 1180.2(d)(7). If it contains false or misleading information, the exemption is void ab initio. 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 automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34720 must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Sarah W. Bailiff, 2500 Lou Menk Drive, P.O. Box 961039, Fort Worth, TX 76161-0039.

Board decisions and notices are available on our website at
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Decided: July 11, 2005.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary