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SERVICE DATE – FEBRUARY 27, 2007

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34998]

BNSF Railway Company—Temporary Trackage Rights Exemption—Union Pacific
Railroad Company

Union Pacific Railroad Company (UP) has agreed to grant temporary overhead trackage rights to BNSF Railway Company (BNSF) over UP lines for (1) eastbound trains (a) on the Dallas Subdivision from milepost 245.3, Tower 55, at Ft. Worth, TX, to milepost 89.6, Longview, TX, (b) on the Little Rock Subdivision from milepost 89.6, Longview, to milepost 343.6, North Little Rock, AR, (c) on the Hoxie Subdivision from milepost 343.6, North Little Rock, to milepost 287.9, Bald Knob, AR, and (d) on the Memphis Subdivision from milepost 287.9, Bald Knob to milepost 378.1, Kentucky Street, Memphis, TN, a distance of 542.2 miles; and (2) westbound trains (a) on the Memphis Subdivision from Kentucky Street to milepost 375.3, Briark, AR, (b) on the Brinkley Subdivision from milepost 4.1 to milepost 70.6, Brinkley, AR, (c) on the Jonesboro Subdivision from milepost 200.5 to milepost 264.2, Pine Bluff, AR, (d) on the Pine Bluff Subdivision from milepost 264.2 to milepost 525.1, Big Sandy, TX, and (e) on the Dallas Subdivision from milepost 114.5 to milepost 245.3, Tower 55 at Ft. Worth, a distance of 526.3 miles.

The transaction is scheduled to be consummated on or after March 17, 2007,¹ the effective date of the exemption (30 days after the exemption was filed). The temporary trackage rights will expire on May 12, 2007.

The purpose of the temporary trackage rights is to facilitate the bridging of BNSF's train service while BNSF's main lines are out of service.

As a condition to this exemption, any employee affected by the acquisition of the temporary 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), and any employee affected by the discontinuance of those trackage rights will be protected by the conditions set out in Oregon Short Line R. Co.—Abandonment—Goshen, 360 I.C.C. 91 (1979).

This notice is filed under 49 CFR 1180.2(d)(8). 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. Any stay petition must be filed on or before March 9, 2007 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34998, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. Filings made on or after March 5, 2007, should be sent to

¹ Although the Verified Notice and Agreement (Exhibit No. 2) indicate March 16, 2007, as the expected consummation date, BNSF makes clear its intent to consummate on the effective date of the exemption.

the Board's new address: Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-1001. In addition, one copy of each pleading must be served on Sidney L. Strickland, Jr., Sidney Strickland and Associates, PLLC, 3050 K Street, N.W., Suite 101, Washington, DC 20007.

Board decisions and notices are available on our website at
“WWW.STB.DOT.GOV.”

Decided: February 23, 2007.

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

Vernon A. Williams

Secretary