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SERVICE DATE – JUNE 30, 2006

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34850 (Sub-No. 1)]

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

Union Pacific Railroad Company (UP), pursuant to an amended written trackage rights agreement entered into between UP and BNSF Railway Company (BNSF), has agreed to grant limited temporary overhead trackage rights to BNSF eastbound trains on: (1) UP's Dallas Subdivision from Tower 55 at Ft. Worth, TX (milepost 245.3), to Longview, TX (milepost 89.6); (2) UP's Little Rock Subdivision from Longview (milepost 89.6) to North Little Rock, AR (milepost 343.6); (3) UP's Hoxie Subdivision from North Little Rock (milepost 343.6) to Bald Knob, AR (milepost 287.9); and (4) UP's Memphis Subdivision from Bald Knob (milepost 287.9) to Kentucky Street, Memphis, TN (UP milepost 378.1), a distance of 542.2 miles. UP has also agreed to grant limited overhead trackage rights to BNSF for westbound trains on: (1) UP's Memphis Subdivision from Kentucky Street to Briark, AR (milepost 375.3); (2) UP's Brinkley Subdivision (milepost 4.1) to Brinkley, AR (milepost 70.6); (3) UP's Jonesboro Subdivision (milepost 200.5) to Pine Bluff, AR (milepost 264.2); (4) UP's Pine Bluff Subdivision (milepost 264.2) to Big Sandy, TX (milepost 525.1); and (5) UP's Dallas

Subdivision (milepost 114.5) to Tower 55 at Ft. Worth (milepost 245.3), a distance of 526.3 miles.

The original trackage rights granted in BNSF Railway Company—Temporary Trackage Rights Exemption—Union Pacific Railroad Company, STB Finance Docket No. 34850 (STB served Apr. 7, 2006) covered the same lines. The purpose of this transaction is to extend the expiration date of the trackage rights to July 15, 2006.

The transaction was scheduled to be consummated on July 3, 2006. The temporary trackage rights will facilitate a programmed maintenance outage.

As a condition to this exemption, any employees 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 employees 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.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34850 (Sub-No. 1), must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be

served on Sidney L. Strickland, Jr. 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: June 29, 2006.

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

Vernon A. Williams

Secretary