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SERVICE DATE - SEPTEMBER 15, 2003

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34393]

The Burlington Northern and Santa Fe Railway Company—Trackage Rights

Exemption—Union Pacific Railroad Company

Union Pacific Railroad Company (UP), pursuant to a written trackage rights agreement entered into between UP and The Burlington Northern and Santa Fe Railway Company (BNSF), has agreed to grant certain trackage rights to BNSF on UP's Corpus Christi Subdivision in and near San Antonio, TX, between milepost 3.14 and a point to be determined by mutual written agreement (existing trackage); on new trackage to be constructed by UP between UP's Corpus Christi Subdivision and a point on the western side of Leon Creek for the purpose of serving a new automotive manufacturing plant (Toyota Plant) and associated facilities for the benefit of Toyota Motor Sales, USA, Inc. (TMS), and TMS affiliated companies, as defined in the agreement, near San Antonio, Bexar County, TX (new trackage); and along certain properties needed by BNSF to construct certain connections, sidings and capacity improvements to the described Corpus Christi Subdivision (those properties, the existing trackage, and the new trackage are collectively referred to as joint trackage). The total distance over the existing trackage and the new trackage, depending on the final design and construction, will be

approximately 5 to 10 miles. BNSF will operate its own trains with its own crews over UP's line under the trackage rights agreement.

The transaction was scheduled to be consummated on September 5, 2003, and operations will begin upon completion of the new trackage line.

The purpose of the trackage rights is to allow BNSF to provide competitive rail service to the Toyota Plant and other facilities described in the trackage rights agreement.

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 the notice 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. 34393 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 Sarah W. Bailiff, 2500 Lou Menk Drive, P. O. Box 961039, Fort Worth, TX 76161-0039.

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Decided: September 9, 2003.

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

Vernon A. Williams

Secretary