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SERVICE DATE – JANUARY 26, 2011

SURFACE TRANSPORTATION BOARD

DECISION

Docket No. FD 32549

BURLINGTON NORTHERN INC. AND BURLINGTON NORTHERN RAILROAD
COMPANY—CONTROL AND MERGER—SANTA FE PACIFIC CORPORATION
AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

Decision No. 51

Decided: January 25, 2011

This decision grants the joint motion of the parties to hold this proceeding in abeyance.

On December 23, 2010, Union Pacific Railroad Company (UP) filed a Petition to Institute a Proceeding to Clarify the Fee Adjustment Mechanism for Trackage Rights Imposed as a Condition on the merger of Burlington Northern Inc., Burlington Northern Railroad Company, Santa Fe Pacific Corporation, and the Atchison, Topeka and Santa Fe Railway Company, asked for a procedural schedule, and also sought a protective order. UP and BNSF Railway Company (collectively, the railroads) filed, on January 12, 2011, a joint motion for abeyance, stating that the railroads have agreed to continue negotiations concerning the matters raised by UP's petition, and they believe that an abeyance would facilitate their efforts to resolve their dispute. The railroads state that they have agreed that, 45 days after the date of this decision, either party may terminate the abeyance by providing written notice to the Board.

Accordingly, because the request is reasonable, the joint motion for abeyance will be granted. If either party seeks to terminate the abeyance, the party should file a written request with the Board. The parties are also directed to submit periodic status reports on the progress of their negotiations.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The joint motion is granted and this proceeding is held in abeyance.
2. After March 11, 2011, either party may request that the Board terminate the abeyance by providing written notice to the Board.
3. If neither party has requested that the Board terminate the abeyance, the parties shall

submit a status report on the progress of their negotiations by April 26, 2011. The parties shall submit subsequent status reports every 90 days thereafter, unless the abeyance is terminated or the petition withdrawn.

4. This decision is effective on its service date.

By the Board, Rachel D. Campbell, Director of Proceedings.