

unnecessary, the Parties agreed to a stay of UP's motion, including the tolling of SunBelt's and NS's time to file their replies, until December 13, 2011. On December 6, 2011, SunBelt filed a reply to UP's motion, along with a new motion seeking clarification of SunBelt's entitlement to prescription of a joint rate in the event that it prevailed in its rate-reasonableness challenge. Under the Board's rules, replies to SunBelt's motion would be due on December 27.

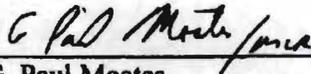
In light of the progress that has been made in settlement discussions between UP and SunBelt, which may render UP's and SunBelt's motions unnecessary, and in light of scheduling issues that would create difficulties in replying to SunBelt's motion during the holiday season, the Parties have agreed to a continued stay of UP's motion and a stay of SunBelt's motion, including the tolling of the time to file replies to that motion, until January 6, 2012.¹

For the foregoing reasons, the Parties request that the Board enter an order:

1. Holding UP's motion for partial dismissal in abeyance until January 6, 2012, and
2. Extending the due date for replies to SunBelt's motion until January 6, 2012.

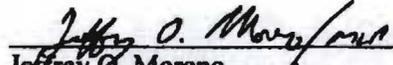
¹ To be clear, this joint motion applies only to SunBelt's motion for clarification. Replies to UP's original motion to dismiss remain due on December 13, 2011. Moreover, this request for a mere 10-day extension to avoid making replies to SunBelt's motion due during the holidays should in no way threaten the timely ultimate resolution of this case.

Respectfully submitted,



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