

230875

**COVINGTON & BURLING LLP**

1201 PENNSYLVANIA AVENUE NW  
WASHINGTON, DC 20004-2401  
TEL 202 662 6000  
FAX 202 662 6291  
WWW COV COM

BEIJING  
BRUSSELS  
LONDON  
NEW YORK  
SAN DIEGO  
SAN FRANCISCO  
SILICON VALLEY  
WASHINGTON

**MICHAEL L. ROSENTHAL**  
TEL 202 662 5448  
FAX 202 778 5448  
MROSENTHAL @ COV COM

August 26, 2011

**VIA ELECTRONIC FILING**

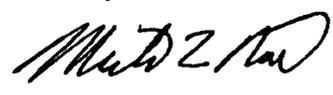
Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423

Re: STB Finance Docket No. 35305, *Petition of Arkansas Electric Cooperative Corporation for a Declaratory Order*

Dear Ms. Brown:

Enclosed for filing please find Union Pacific Railroad Company's Notice of Substitution of Counsel in the above-referenced proceeding.

Sincerely,



Michael L. Rosenthal  
*Counsel for Union Pacific Railroad Company*

Enclosure

ENTERED  
Office of Proceedings  
AUG 26 2011  
Part of  
Public Record

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Finance Docket No. 35305

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ARKANSAS ELECTRIC COOPERATIVE CORPORATION --  
PETITION FOR A DECLARATORY ORDER

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**UNION PACIFIC RAILROAD COMPANY'S  
NOTICE OF SUBSTITUTION OF COUNSEL**

Union Pacific Railroad Company, a party of record in this proceeding, asks that the Board and other parties take notice that the undersigned counsel from Covington & Burling LLP are substituted as outside counsel for Union Pacific in this proceeding.

Respectfully submitted,

J. MICHAEL HEMMER  
LOUISE A. RINN  
Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, Nebraska 68179  
(402) 544-3309



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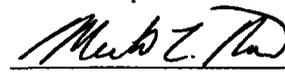
MICHAEL L. ROSENTHAL  
SPENCER F. WALTERS  
Covington & Burling LLP  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
(202) 662-6000

*Attorneys for Union Pacific Railroad Company*

August 26, 2011

**CERTIFICATE OF SERVICE**

I hereby certify that on this 26th day of August, 2011, I have caused the foregoing  
Notice to be served by first-class mail, postage prepaid, on all parties of record.



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Michael L. Rosenthal