

UNION PACIFIC RAILROAD
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Mack H. Shumate, Jr.
Senior General Attorney, Law Department

232161

April 4, 2012

ENTERED
Office of Proceedings
April 4, 2012
Part of
Public Record

VIA E-FILE

The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E. Street, S.W., Room #100
Washington, DC 20423-0001

RE: Joint Petition for Exemption for Union Pacific Railroad Company ("UP") to discontinue trackage rights and abandon UP's freight easement upon, and for Santa Clara Valley Transportation Authority ("VTA") to abandon VTA's residual common carrier obligation upon, the San Jose Industrial Lead from M.P. 7.35 near Warm Springs to M.P. 16.3 near San Jose, a distance of 8.95 miles in Alameda and Santa Clara Counties, California (the "Line"). The Line is to be abandoned for freight service but shall be retained and rebuilt for future inclusion in the Bay Area Rapid Transit System ("BART"). The UP docket for this filing is AB-33 (Sub-No. 303X). The VTA docket for this filing is AB-980 (Sub-No. 1X)

And

Request Under 49 U.S.C. § 10502 to Exempt the Proposed Joint Petition for Exemption for UP to Discontinue Trackage Rights and Abandon UP's Freight Easement Upon and for VTA to Abandon VTA's Residual Common Carrier Obligation Upon the Above-Referenced Line from the Offer of Financial Assistance Provisions of 49 U.S.C. § 10904 and the Public Use Provisions of 49 U.S.C. § 10905 for Reasons of Overriding Public Need

Pursuant to 49 U.S.C. §10502, Union Pacific Railroad Company ("UP") hereby submits by eFiling the Joint Petition for Exemption for UP to Discontinue Trackage Rights and Abandon UP's Freight Easement Upon and for VTA to Abandon VTA's Residual Common Carrier Obligation Upon the Above-Referenced Line. The Certificate of Service and Publication pursuant to 49 C.F.R. §1152.60(d) and 49 C.F.R. §1105.12 is attached to the petition. Also enclosed is a draft Federal Register notice pursuant to 49 C.F.R. §1152.60(c). UP is also seeking under 49 U.S.C. § 10502 exemption from the offer of Financial Assistance Provisions of 49 U.S.C. § 10904 for reasons of overriding public need.

Please file the Joint Petition for Exemption in Docket No. AB-33 (Sub-No. 303X) and AB-980 (Sub-No. 1X). Enclosed is a credit authorization voucher in the amount of \$6,300.00 for the filing fee.

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BUILDING AMERICA

Surface Transportation Board
Section of Administration
April 4, 2012
Page 2

Sincerely,

A handwritten signature in black ink, reading "Mack H. Shumate, Jr." in a cursive style.

Mack H. Shumate, Jr.
Senior General Attorney

Attachment

O:\Abandonments\33-303X\2012_04_04 STB-Ltr re Petition for Exemption.doc

cc (w/ enclosures):

MTMCTEA
Military Surface Deployment & Distribution Command
Transportation Engineering Agency
ATTN: SDTE - SA
(Railroads For National Defense)
709 Ward Drive, Building 1990
Scott AFB, IL 62225-5357

U.S. Department of the Interior
National Park Service
Legislative & Congressional Affairs Office
1849 C Street, N.W., Room 3309
Washington, DC 20240

U.S. Department of Agriculture
Chief of the Forest Service
4th Floor N.W., Auditors Building
14th Street & Independence Ave., S.W.
Washington, DC 20250

Executive Director
Public Utilities Commission of
the State of California
Attn: Tack Joe – Rail Safety
505 Van Ness
San Francisco, CA 94102

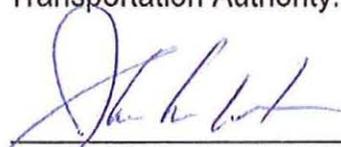
Rail Program Manager
Planning Division
California Transportation Department
1120 N. Street
Sacramento, CA 95814

Transportation Planner
Department of Transportation
1120 N. Street
Sacramento, CA 95814

VERIFICATION

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CLARA) ss.

I, James M. Costantini, PE, Deputy Director – Engineering & Construction Division, for the Santa Clara Valley Transportation Authority, declare under penalty of perjury under the laws of the United States of America, that I have read the foregoing Joint Petition for Exemption Under 49 U.S.C. §10502 and Applicable Rules, etc. and that its assertions as to the Santa Clara Valley Transportation Authority and its interests in the line that is the subject of this proceeding, and as to the agreements with the two former shippers on the subject line, are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of the Santa Clara Valley Transportation Authority.

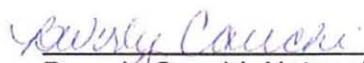


James M. Costantini, PE

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

Subscribed and sworn to (or affirmed) before me on this 4th day of April, 2012, by James M. Costantini, PE, Deputy Director, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.





Beverly Cauchi, Notary Public

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. AB-33 (Sub-No. 303X)

UNION PACIFIC RAILROAD COMPANY
-- DISCONTINUANCE OF TRACKAGE RIGHTS
AND ABANDONMENT OF FREIGHT EASEMENT --
IN ALAMEDA AND SANTA CLARA COUNTIES, CALIFORNIA
(SAN JOSE INDUSTRIAL LEAD)

Docket No. AB-980 (Sub-No. 1X)

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY
-- ABANDONMENT OF RESIDUAL COMMON CARRIER SERVICE --
IN ALAMEDA AND SANTA CLARA COUNTIES, CALIFORNIA
(SAN JOSE INDUSTRIAL LEAD)

JOINT PETITION FOR EXEMPTION
UNDER 49 U.S.C. § 10502 AND APPLICABLE RULES

AND

REQUEST UNDER 49 U.S.C. § 10502 TO EXEMPT THE PROPOSED
ABANDONMENT FROM THE OFFER OF FINANCIAL
ASSISTANCE PROVISIONS OF 49 U.S.C. § 10904
AND THE PUBLIC USE PROVISIONS OF 49 U.S.C. § 10905
FOR REASONS OF OVERRIDING PUBLIC NEED

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cspitulnik@kaplankirsch.com

Dated and Filed: April 4, 2012

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket No. AB-33 (Sub-No. 303X)

**UNION PACIFIC RAILROAD COMPANY
-- DISCONTINUANCE OF TRackage RIGHTS
AND ABANDONMENT OF FREIGHT EASEMENT --
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**JOINT PETITION FOR EXEMPTION
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AND

**REQUEST UNDER 49 U.S.C. § 10502 TO EXEMPT THE PROPOSED
ABANDONMENT FROM THE OFFER OF FINANCIAL
ASSISTANCE PROVISIONS OF 49 U.S.C. § 10904
AND THE PUBLIC USE PROVISIONS OF 49 U.S.C. § 10905
FOR REASONS OF OVERRIDING PUBLIC NEED**

I. Introduction

Union Pacific Railroad Company ("UP") and Santa Clara Valley Transportation Authority ("VTA") file this joint petition for exemption from the requirements of 49 U.S.C. §10903 in accordance with 49 U.S.C. §10502, the applicable Rules at 49 C.F.R. §1121 and 49 C.F.R. §1152, and the applicable Special Rules at 49 C.F.R. §1152.60. This is a Joint Petition for Exemption for UP to discontinue trackage rights and abandon UP's freight easement upon, and for VTA to abandon VTA's residual common carrier

obligation upon, a portion of the San Jose Industrial Lead from M.P. 7.35 near Warm Springs to M.P. 16.3 near San Jose, a distance of 8.95 miles in Alameda and Santa Clara Counties, California (the "Line"). The Line is owned by VTA. The Line is to be abandoned for freight service but shall be retained and rebuilt for future inclusion in the Bay Area Rapid Transit System ("BART").

II. Petitioners' Background and Representatives

UP has rail operations in the States of Arizona, Arkansas, Iowa, California, Colorado, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, Oklahoma, Oregon, Tennessee, Texas, Utah, Washington, Wisconsin and Wyoming. The name, address and telephone number of UP's representative is listed below:

Mack H. Shumate, Jr.
Senior General Attorney
101 N. Wacker Drive
Room 1920
Chicago, IL 60606
312-777-2055
312-777-2065 (FAX)
Email: mackshumate@up.com

VTA has rail operations in the State of California. The name, address and telephone number of VTA's representative is listed below:

Charles A. Spitulnik
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Avenue, NW, Suite 800
Washington, DC 20036
202-955-5600
202-955-5616 (Fax)
cspitulnik@kaplankirsch.com

III. Line Description, Zip Code Information, and Map

The proposed action involves UP's discontinuance of trackage rights and the abandonment of its freight easement upon, and for VTA to abandon VTA's residual common carrier obligation upon a portion of the San Jose Industrial lead from milepost 7.35 near Warm Springs to milepost 16.30 near San Jose, a distance of 8.95 miles, in Alameda and Santa Clara Counties, California. The Line is owned by the Santa Clara Valley Transportation Authority ("VTA") and UP is discontinuing its trackage rights and abandoning its freight easement over the Line. VTA is abandoning VTA's residual common carrier obligation upon the Line. The Line to be abandoned for the above-referenced freight service is intended to be retained and rebuilt for future inclusion in the Bay Area Rapid Transit System ("BART").

The Line was constructed in 1921 by the Western Pacific Railroad. It is constructed with a variety of jointed and welded rail ranging in weight from 100-pound to 119-pound rail laid between 1955 and 1996. The Line was purchased from UP by VTA in December of 2002. The freight easement and trackage rights transactions with VTA also occurred in December, 2002.

The Line is located generally within and north of San Jose, California. The Line is surrounded by existing streets, highways, mass transportation services, utilities and recreational public parks. The Line, over which UP will give up its operating rights, was sold to the VTA in December, 2002 and will be incorporated into the BART mass transit system.

The Line traverses U.S. Postal Service Zip Codes 95116, 95122, 95112, 95133 and 94533.

A map of the Line proposed for abandonment is attached hereto as **Attachment No. 1** and is hereby made a part hereof. Other rail lines in the area, principal highways and other roads are shown on the map. UP knows of no historic sites or structures or archeological resources in the project area.

IV. Shipper Information

The proposed abandonment will have no adverse effect on any customers. There will be no increase in rail traffic, rail yard activity or truck traffic as a result of the proposed action. There will be no effect on regional or local transportation systems and patterns and no diversion of traffic to other transportation systems or modes.

There are two (2) shippers on the Line that have operations that would have been affected by the proposed discontinuance and abandonments and rebuilding of the Line to BART specifications for inclusion in the BART System. However, both shippers have ceased using the Line and have relocated their respective operations in accordance with a Settlement Agreement and Release executed with VTA by each shipper, as hereinafter defined, and will continue to be rail served at their new locations off the Line.

The two shippers are:

Clean Harbors San Jose LLC ("Clean Harbors")
1021 Berryessa Road
San Jose, CA 95133
Attn: Daniel Hagg

Frank-Lin Distillers Products Ltd. ("Frank-Lin")
2455 Huntington Drive
Fairfield, CA 94533
Attn: Lindley Maestri
(traffic was billed San Jose)

Clean Harbors collects liquid hazardous wastes from various local industries and ships them out by rail for processing and disposal. Clean Harbors voluntarily relocated to another UP served facility in the area and will continue to ship by rail. Given the close proximity of the relocation, Clean Harbors has requested that UP not disclose Clean Harbor's business volumes.

Frank-Lin receives alcohol and liquor for processing into various beverages. Frank-Lin voluntarily relocated to another UP served facility in the area and will continue to ship by rail. Again, given the close proximity of the relocation, Frank-Lin has requested that UP not disclose Frank-Lin's business volumes.

Both Clean Harbors and Frank-Lin have each entered into a written Settlement Agreement and Release (collectively, "Settlement Agreements and Release") with VTA agreeing to termination of rail freight service to their respective facilities. In the wake of these Settlements, they have relocated their respective rail served operations to new rail served locations off the Line. Abstracts of these Settlements, each entitled "Memorandum of Settlement Agreement and Release" were executed by the parties and recorded on the respective rail-served properties, conformed copies of which are included as **Attachment No. 2** and **Attachment No. 3** respectively and are hereby made a part hereof.

The discontinuance and abandonments will have no adverse effect on either Clean Harbors or Frank-Lin in that both will continue to receive direct rail service from UP at locations off the Line. The City of San Jose will continue to receive rail service from UP lines adjacent to or in the vicinity of the Line. The Line is located in the metropolitan area of San Jose. The area is served by numerous local and state roads

that tie into interstate 880 paralleling the Line to the west and Interstate 680 paralleling the Line to the east.

V. Reasons for the Abandonment and Discontinuance

The proposed action involves UP's discontinuance of trackage rights and the abandonment of UP's freight easement upon, and VTA's abandonment of VTA's residual common carrier obligation upon a portion of the San Jose Industrial lead from milepost 7.35 near Warm Springs to milepost 16.30 near San Jose, a distance of 8.95 miles, in Alameda and Santa Clara Counties, California. The Line is owned by the Santa Clara Valley Transportation Authority ("VTA") and UP is discontinuing its trackage rights and abandoning its freight easement over the Line. VTA is abandoning VTA's residual common carrier obligation upon the Line. **The Line to be abandoned for the above-referenced freight service is intended to be retained by VTA and rebuilt for future inclusion in the Bay Area Rapid Transit System ("BART").**

The discontinuance and abandonments will have no adverse effect on either Clean Harbors or Frank-Lin in that both will continue to receive direct rail service from UP at locations off the Line. The City of San Jose will continue to receive rail service from UP lines adjacent to or in the vicinity of the Line.

Both Clean Harbors and Frank-Lin have each entered the aforesaid Settlement Agreements and Release with VTA, agreeing to termination of service to their respective facilities and have relocated their respective rail served operations to new rail served locations off the Line. (See **Attachment No. 2** and **No. 3**.)

VI. Reasonable Alternatives and Request for Exemption from Offer of Financial Assistance Provisions of 49 U.S.C. § 10904 and Public Use Provisions of 49 U.S.C. § 10905

There appears to be no reasonable alternative to the proposed discontinuance and abandonments. There will be no adverse effect on shippers on the Line. Development in the area of San Jose served by the San Jose Industrial Lead is shifting away from rail oriented industries, decreasing the likelihood that a major new rail oriented shipper would be interested in locating on the Line. All overhead traffic through San Jose moves over an adjacent UP line. UP's Warm Springs Subdivision abuts the west side of the Line between the abandonment start point at milepost 7.35 and approximately milepost 10.0. In the vicinity of milepost 10.0, the Warm Springs Subdivision heads southwestward away from the Line. At this location, new tracks extending from the Warm Springs line are being constructed, and some existing tracks realigned, so that freight trains will be able to leave the Warm Springs line and travel south to UP's Milpitas yard, which will no longer be accessed over the Line. The yard includes a major auto handling facility. South of UP's Milpitas yard additional realigned UP trackage will be constructed by UP and will run beside and then cross over the Line to permit continuation of freight rail service to an industrial park at milepost 12.1. UP is relocating its common carrier obligation for that portion of the Line between milepost 10 and milepost 12.1 via said additional realigned UP trackage adjacent to the Line. The new freight line construction and relocation is depicted in red on the print marked **Attachment No. 4** which is attached hereto and hereby made a part hereof.

After the discontinuance and abandonments sought in the Joint Petition for Exemption, UP will continue to provide rail service to Warm Springs and Milpitas via the Warm Springs Subdivision and the realigned track as described above. UP will

continue to serve San Jose via its Warm Spring and Coast Subdivisions and connecting spurs. BNSF also serves Warm Springs, Milpitas, and San Jose over UP lines as per existing agreements.

The Board has authority under 49 U.S.C. § 10502 to exempt the proposed abandonment from the Offer of Financial Assistance provisions of 49 U.S.C. § 10904 and the Public Use provisions of 49 U.S.C. § 10905. An exemption is typically granted when the right-of-way is needed for a valid public purpose and there is no overriding public need for continued rail service on the Line for which abandonment authority is sought.¹

VII. The Exemption Standards Have Been Met

A. The Abandonment of Rail Lines and Discontinuance of Trackage Rights Requires an Exemption from 49 U.S.C. § 10903.

Abandonment of rail lines and discontinuance of trackage rights requires authorization and approval of the Board pursuant to 49 U.S.C. § 10903. However, 49 U.S.C. § 10502 require the Board to exempt a transaction when it finds: (1) continued regulation is not necessary to carry out the Rail Transportation Policy of 49 U.S.C. § 10101; and (2) either the transaction is of limited scope or Board regulation is not necessary to protect shippers from an abuse of market power. UP's and VTA's

¹ See Missouri Pacific Railroad Company – Abandonment and Discontinuance of Operations Exemption – In Houston, Harris County, TX, Docket No. AB-3 (Sub-No. 139X) et. al., (STB Decision served December 31, 1996. Proposed abandonment exempted from §§ 10904 and 10905); Southern Pacific Transportation Company – Discontinuance of Service Exemption – In Los Angeles County, CA, Docket No. AB-12 (Sub-No. 172X), et. al., (ICC served December 23, 1994); Missouri Pacific Railroad Company – Abandonment – In Harris County, TX, Docket No. AB-3 (Sub-No. 105X) (ICC served December 22, 1992); Chicago & North Western Transportation Company – Abandonment Exemption – In Blackhawk County, IA, Docket No. AB-1 (Sub-No. 226X) (ICC served July 14, 1989); and Iowa Northern Railway Company – Abandonment – In Blackhawk County, IA, Docket No. AB 284 (Sub-No. 1X) (ICC served April 1, 1988).

proposal for abandonment and discontinuance of operations and trackage rights clearly satisfies the standards for exemption under 49 U.S.C. § 10502.

Detailed scrutiny by the Board under 49 U.S.C. § 10903 is not necessary to carry out the Rail Transportation Policy of 49 U.S.C. § 10101. An exemption will minimize both UP's and VTA's administrative expense and the cost, preparation and review associated with progressing the proposed abandonment in a full application proceeding. An exemption will expedite regulatory action and will reduce regulatory barriers to exit from the Line consistent with Sections 10101(2) and (7). An exemption will foster sound economic conditions in the transportation industry consistent with Section 10101(5), by permitting UP to discontinue trackage rights and abandon UP's freight easement upon, and for VTA to abandon VTA's residual common carrier obligation upon, the subject portion of the San Jose Industrial Lead thereby avoiding the need to retain and operate a rail line that will not be used by any shipper.

The proposed abandonment is clearly a transaction of "limited scope." The Line is only 8.95 miles long and will have no recurring local traffic. In addition, regulation of this abandonment is not needed to protect shippers from an abuse of market power, in that there are no shippers remaining on the Line and there is no known potential for freight rail activity on the Line.

There will be no adverse effect on shippers on the Line. Development in the area of San Jose served by the San Jose Industrial Lead is shifting away from rail oriented industries, decreasing the likelihood that a major new rail oriented shipper would be interested in locating on the Line. All overhead traffic through San Jose moves over an adjacent UP line. UP's Warm Springs Subdivision abuts the west side

of the Line between the abandonment start point at milepost 7.35 and approximately milepost 10.0. In the vicinity of milepost 10.0, the Warm Springs Subdivision heads southwestward away from the Line. At this location, new tracks extending from the Warm Springs line are being constructed, and some existing tracks realigned, so that freight trains will be able to leave the Warm Springs line and travel south to UP's Milpitas yard, which will no longer be accessed over the Line. The yard includes a major auto handling facility. South of UP's Milpitas yard additional realigned UP trackage will be constructed by UP and will run beside and then cross over the Line to permit continuation of freight rail service to an industrial park at milepost 12.1. UP is relocating its common carrier obligation for that portion of the Line between milepost 10 and milepost 12.1 via said additional realigned UP trackage adjacent to the Line. The new freight line construction and relocation is depicted in red on the print marked **Attachment No. 4.**

After the discontinuance and abandonments sought in the Joint Petition for Exemption, UP will continue to provide rail service to Warm Springs and Milpitas via the Warm Springs Subdivision and the realigned track as described above. UP will continue to serve San Jose via its Warm Spring and Coast Subdivisions and connecting spurs. UP and BNSF have operating agreements under which BNSF also serves Warm Springs, Milpitas, and San Jose over UP lines as per existing agreements.

VIII. Land Area, Federal Grant Information and Public Use

The Line was constructed in 1921 by the Western Pacific Railroad. It is constructed with a variety of jointed and welded rail ranging in weight from 100-pound to 119-pound rail laid between 1955 and 1996. The Line was purchased from UP by VTA

in December of 2002. The freight easement and trackage rights transactions with VTA also occurred in December, 2002.

The Line is located generally within and north of San Jose. The Line is surrounded by existing streets, highways, mass transportation services, utilities and recreational public parks. The Line, over which UP will give up its operating rights, was sold to the VTA in December, 2002 and will be incorporated into the BART mass transit system. In that the Line will be incorporated into the BART mass transit system, UP and VTA do not believe the right-of-way which makes up the Line from milepost 7.35 to milepost 16.30 is suited to other public purposes including roads or highways, other forms of mass transportation, conservation, energy production or transmission, or recreation.

The terrain under this Line is essentially flat and all urban in nature. Right-of-way which belongs to VTA is mostly 60 feet in width with some 80 foot width stretches. The Line passes through an older industrial/commercial area of San Jose now mainly occupied by trucking/warehousing, material storage, scrap metal/recycling and vehicle repair businesses.

The surrounding areas along the Line are well developed with existing streets and portions of this right-of-way could be used to improve local transportation. Municipalities would benefit mostly at locations where the Line parallels, or is within public streets. Consideration for trail purposes is unlikely due to the commercial nature of uses along the Line and the fact that the corridor will be served by continued railroad operations. The Line is not suitable for conservation or energy production.

The Line does not contain reversionary property. Based upon information in UP's and VTA's possession, the Line does not contain any federally granted right-of-way. Any documentation concerning the Line in UP's and VTA's possession will be made available to those requesting it.

IX. Labor

UP and VTA agree to the labor protection conditions imposed in abandonment proceedings as prescribed in Oregon Short Line R. Co. – Abandonment – Goshen, 360 ICC 91 (1979).

X. Environmental and Historic Report

The required environmental and historic information is contained in the Combined Environmental and Historic Report (the "CEHR") which was served on November 23, 2011. A copy of the CEHR notice and service list is attached hereto as **Attachment No. 5** which is attached hereto and hereby made a part hereof. The original of the CEHR was e-filed with the Honorable Cynthia T. Brown, Chief, Section of Administration, on November 23, 2011 for filing.

At this time, UP knows of no historic sites or structures or archeological resources on the Line or in the project area. UP believes that there is nothing in the scope of the project that merits historical comment and that any archeological sites within the scope of the right-of-way would have previously been disturbed during the construction and maintenance of the Line.

The California Department of Park and Recreation, Office of Historic Preservation ("Office of Historic Preservation") was provided with four (4) photographs of VTA's two railroad bridges potentially affected by the proposed discontinuance and

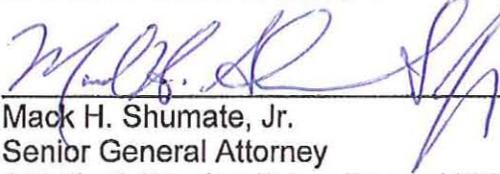
abandonments. The first bridge is a 50 foot trestle at milepost 15.19, which will be replaced as part of the BART transit project, and a 200 foot girder structure over Highway 101 at milepost 16.1 which is not designated for use in the BART project. To date, neither UP nor VTA has received a response from the Office of Historic Preservation.

WHEREFORE, Union Pacific Railroad Company and Santa Clara Valley Transportation Authority respectfully request that the Board find that this Combined Petition for Exemption is of very limited scope and not an abuse of market power by the UP and VTA and issue a decision (1) exempting UP's discontinuance of trackage rights and abandonment of UP's freight easement upon and VTA's abandonment of VTA's residual common carrier obligation upon the San Jose Industrial Lead from the provisions of 49 U.S.C. §10903 and direct that the exemptions be effective on the date of the Board's decision and (2) granting that the exemption under 49 U.S.C. § 10502 from the Offer of Financial Assistance Provisions of 49 U.S.C. § 10904 and from the Public Use Provisions of 49 U.S.C. § 10905 is warranted in this matter in that the right-of-way which makes up the San Jose Industrial lead is needed for a valid public purpose by the Bay Area Rapid Transit System and there is no other overriding public need for continued freight rail service on the subject portion of the San Jose Industrial Lead.

Dated this 4th day of April, 2012.

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY



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Senior General Attorney
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**SANTA CLARA VALLEY TRANSPORTATION
AUTHORITY**



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RECORDING REQUESTED BY:

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General Counsel
BENJAMIN H. SCHARF, SBN 85291
Senior Assistant Counsel
Santa Clara Valley Transportation Authority
3331 North First Street, C-2
San Jose, CA 95134-1906
Telephone: 408/321-5550

CONFIRMED COPY: This document has
been recorded with the
SANTA CLARA COUNTY CLERK RECORDER.

WHEN RECORDED MAIL TO:

Office of the General Counsel
Santa Clara Valley Transportation Authority
3331 North First Street, Bldg. C-2
San Jose, California 95134-1906

(SPACE ABOVE THIS LINE FOR RECORDER'S USE)

Record without fee
Govt. Code Sec. 6103

Project: Freight Railroad Relocation
Document No. B3502
APN 254-02-025

MEMORANDUM OF SETTLEMENT AGREEMENT AND RELEASE

(Settlement Agreement and Release dated March 4, 2011
between
Santa Clara Valley Transportation Authority
and
Clean Harbors Environmental Services, Inc, *et al.*)

[SEPARATE PAGE, PURSUANT TO GOVT. CODE §27361.6]

MEMORANDUM OF SETTLEMENT AGREEMENT AND RELEASE

THIS MEMORANDUM OF SETTLEMENT AGREEMENT AND RELEASE ("Memorandum"), is dated March 4, 2011 and entered into by the **SANTA CLARA VALLEY TRANSPORTATION AUTHORITY**, a California public agency organized as a special district under Public Utilities Code Section 100000, *et seq.* ("VTA"), and **CLEAN HARBORS ENVIRONMENTAL SERVICES, INC.**, a Massachusetts corporation and **CLEAN HARBORS OF SAN JOSE, LLC**, a California limited liability company, the owners of real property located at 660 Lenfest Road, San Jose, California, (all, collectively, "Clean Harbors"). In this Memorandum, all above named persons shall be collectively referred to as the "Parties".

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. In December 2002, VTA purchased a rail corridor from the Union Pacific Railroad Company ("UPRR"), commonly known as the "WP Milpitas Line", for the purpose of constructing a public transportation project. At that time and to the present, Clean Harbors operates a truck-to-rail hazardous waste transfer and storage facility at a rail spur that comprises the northeast portion of property owned by Clean Harbors and located at 660 Lenfest Road in San Jose, California (collectively, "the Lenfest Facility"). The Lenfest Facility receives hazardous wastes from a collection facility owned by Clean Harbors and stores these wastes in rail tank cars prior to transporting them to authorized treatment, storage or disposal facilities (the "Lenfest Operations"). Now and at all times material to this Memorandum, the Lenfest Facility has been receiving direct rail freight service from UPRR as an integral and essential part of the Lenfest Operations.

2. On March 4, 2011, the Parties entered into a certain Settlement Agreement and Release ("Settlement Agreement") under which the Parties agreed that all rail freight service to the Lenfest Facility, whether common carrier or contractual in nature, shall be permanently discontinued. In the Settlement Agreement, VTA agreed that rail freight service will not be terminated prior to July 1, 2011, and Clean Harbors agreed to relinquish all rights to compel rail freight service, whether common carrier or contractual in nature, at the Lenfest Facility on July 1, 2011 and thereafter.

3. The real property affected by the permanent discontinuance of direct rail freight service, whether common carrier or contractual in nature, is identified in this Memorandum and more specifically in the legal description and related assessor map, all attached hereto as **Exhibit A** and incorporated herein by this reference.

4. The terms of the Settlement Agreement shall extend to and bind all subsequent owners, tenants, lessees, buyers, occupants, visitors and users of any sort of the Lenfest Facility or any portion thereof; including all predecessors, successors, assigns and past, present or future officers, directors, partners, partnerships, shareholders, agents, principals, representatives, employees, and beneficiaries of the Parties.

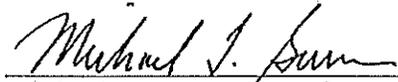
5. Each person executing this Memorandum on behalf of a Party represents and warrants: (a) that such person is duly authorized to do so on behalf of the entity it purports to bind; (b) that such person has full right and authority to enter into this Memorandum on behalf of the entity and perform all of its obligations hereunder; and (c) that the entity represented by such person has sufficient ownership rights over the real property it claims to own, as described herein, to record this Memorandum thereon.

6. This Memorandum is intended solely to provide record notice of the said Settlement Agreement and Release by and between the Parties and shall not modify or amend any provisions thereof. In the event of any conflict or inconsistency between the provisions of the Settlement Agreement and the provisions of this Memorandum, the provisions of the Settlement Agreement shall control. This Memorandum may be executed in one or more counterparts, each of which may be executed by one or more of the parties hereto, with the same force and effect as though all parties executing such counterparts had executed but one instrument.

///

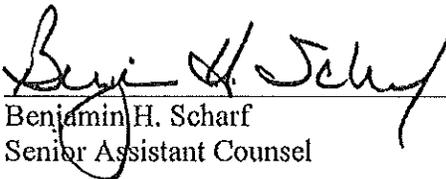
IN WITNESS WHEREOF, this Memorandum has been executed as of the date first above written.

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY, a public agency organized as a special district under California law.



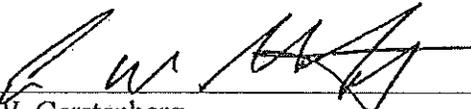
Michael T. Burnis, General Manager

Approved as to Form:



Benjamin H. Scharf
Senior Assistant Counsel

CLEAN HARBORS ENVIRONMENTAL SERVICES, INC., a Massachusetts corporation.

By: 

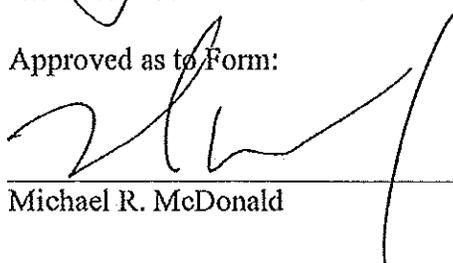
Eric W. Gerstenberg
Its: Executive Vice President

CLEAN HARBORS OF SAN JOSE, LLC, a California limited liability company.

By: 

James M. Rutledge
Its: Executive Vice President

Approved as to Form:



Michael R. McDonald

Memorandum of Agreement
Santa Clara Valley Transportation Authority
Clean Harbors Environmental Services, Inc., et al.
Page 4 of 5

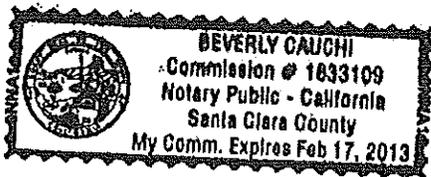
STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

On March 30 2011 before me, Beverly Cauchi, Notary Public, personally appeared Michael T. Burns, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Beverly Cauchi
NOTARY PUBLIC

STATE OF _____

COUNTY OF _____

On _____ before me, _____, Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

NOTARY PUBLIC

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF PLYMOUTH

On March 2, 2011 before me, Deirdre S. Weiler, Notary Public, personally appeared Eric W. Gerstenberg, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



NOTARY PUBLIC
Deirdre S. Weiler
My Commission Expires: 05-17-2013

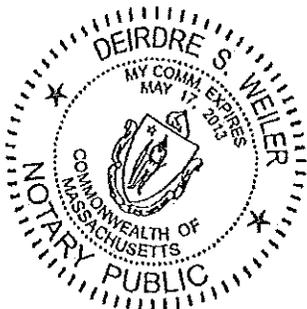
COMMONWEALTH OF MASSACHUSETTS

COUNTY OF PLYMOUTH

On March 2, 2011 before me, Deirdre S. Weiler, Notary Public, personally appeared James M. Rutledge, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



NOTARY PUBLIC
Deirdre S. Weiler
My Commission Expires: 05-17-2013

EXHIBIT A

All that certain real property situate in the County of Santa Clara, State of California, described as follows:

(City of San Jose)

COMMENCING at a point in the Southwestern line of King Road distant Southeasterly thereon 839.56 feet from the Southeastern line of Mabury Road, said point of being the most Northerly corner of that certain 4.00 acre parcel of land conveyed to Eureka Specialty Printing Company, recorded in Book 3956 Page 556, Official Records; thence from said point of commencement South 50° 56' West along the Northwestern line of said 4.00 acre parcel and the Southeasterly prolongation thereof, a distance of 437.88 feet to a point on the Northwestern line of that certain 3.583 acre parcel of land conveyed to Consolidated Dairy Products Company in Book 4821, Page 484, Official Records, to the true point of beginning; thence from said True Point of Beginning, continuing South 50° 56' West along said Northwestern line of said 3.582 acre parcel of land a distance of 352.23 feet to a point on the Northeastern line of that certain 10.0 foot easement conveyed to the City of San Jose recorded in Book 5411 Page 680 of Official Records; thence North 37° 55' West along the Northeasterly line of said 10.0 foot easement and along the Northwestern prolongation thereof, (the bearing of said Northeasterly line being North 38° 06' 30" West in said easement to City of San Jose) a distance of 295.06 feet; thence North 50° 56' East a distance of 346.31 feet; thence South 39° 04' East a distance of 295.00 feet to the true point of beginning.

Assessor's Parcel Number: 254-02-025

DOCUMENT: 20113650

Pages: 11



Fees.... * No Fees
 Taxes...
 Copies...
 AMT PAID

RECORDING REQUESTED BY:

KEVIN D. ALLMAND, SBN 99241
 General Counsel
 BENJAMIN H. SCHARF, SBN 85291
 Senior Assistant Counsel
 Santa Clara Valley Transportation Authority
 3331 North First Street, C-2
 San Jose, CA 95134-1906
 Telephone: 408/321-5550

REGINA ALCOMENDRAS
 SANTA CLARA COUNTY RECORDER
 Recorded at the request of
 Transportation District

RDE # 014
 1/28/2009
 2:27 PM

WHEN RECORDED MAIL TO:

Office of the General Counsel
 Santa Clara Valley Transportation Authority
 3331 North First Street, Bldg. C-2
 San Jose, California 95134-1906

(SPACE ABOVE THIS LINE FOR RECORDER'S USE)

Record without fee
 Govt. Code Sec. 6103

Project: Freight Railroad Relocation
 Document No.: B3501
 APNs: 254-02-032, 254-02-049,
 254-02-050, 254-02-058
 and 254-02-073.

MEMORANDUM OF SETTLEMENT AGREEMENT AND RELEASE

(Settlement Agreement and Release dated September 18, 2008
 between
 Santa Clara Valley Transportation Authority
 and
 Frank-Lin Distillers Products, *et al.*)

[SEPARATE PAGE, PURSUANT TO GOVT. CODE §27361.6]

MEMORANDUM OF SETTLEMENT AGREEMENT AND RELEASE

THIS MEMORANDUM OF SETTLEMENT AGREEMENT AND RELEASE

("Memorandum"), is dated January ____, 2009 and entered into by the **SANTA CLARA VALLEY TRANSPORTATION AUTHORITY**, a California public agency organized as a special district under Public Utilities Code Section 100000, *et seq.* ("VTA"), and **FRANK-LIN DISTILLERS PRODUCTS, LTD.**, a California corporation; **NORTH KING LIMITED TRUST**, the owner of real property located at 625 North King Road, San Jose, California; **VINCENT R. MAESTRI SURVIVOR'S TRUST dated NOVEMBER 24, 2000** and **MIKE F. MAESTRI TRUST dated OCTOBER 16, 1987**, the owners of real property located at 675 North King Road, San Jose, California and at 682/684 Lenfest Road, San Jose, California; and **JODIE MAESTRI FAMILY TRUST dated NOVEMBER 24, 2000**, and **MIKE F. MAESTRI TRUST dated OCTOBER 16, 1987**, the owners of real property located at 650 Lenfest Road, San Jose, California (all, collectively, "Frank-Lin"). In this Memorandum, all above named persons shall be collectively referred to as the "Parties".

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. In December 2002, VTA purchased a rail corridor from the Union Pacific Railroad Company ("UPRR"), commonly known as the "WP Milpitas Line", for the purpose of constructing a public transportation project. At that time and to the present, Frank-Lin was and is conducting a wholesale liquor business, including bottling, rectifying, processing, storage and distribution (the "Frank-Lin Business") at 625 North King Road, 675 North King Road, 682/684 Lenfest Road and 650 Lenfest Road, in San Jose, California (collectively, "the Frank-Lin Property"). Now and at all times material to this Agreement, the Frank-Lin Property has been receiving direct rail freight service from UPRR as an integral part of the Frank-Lin Business.

2. On September 18, 2008, the Parties entered into a certain Settlement Agreement and Release ("Settlement Agreement") under which the Parties agreed that all rail freight service to the Frank-Lin Property, whether common carrier or contractual in nature, shall be permanently discontinued. In the Settlement Agreement, VTA agreed that rail freight service will not be terminated prior to December 31, 2010, and Frank-Lin agreed to relinquish all rights to compel

rail freight service, whether common carrier or contractual in nature, at the Frank-Lin Property on December 31, 2010 and thereafter.

3. The real property affected by the permanent discontinuance of direct rail freight service, whether common carrier or contractual in nature, is identified in this Memorandum and more specifically in the legal descriptions and related assessor map, all attached hereto as **Exhibit A** and incorporated herein by this reference.

4. The terms of the Settlement Agreement shall extend to and bind all subsequent owners, tenants, lessees, buyers, occupants, visitors and users of any sort of the Frank-Lin Property or any portion thereof; including all predecessors, successors, assigns and past, present or future officers, directors, partners, partnerships, shareholders, agents, principals, representatives, employees, and beneficiaries of the Parties.

5. Each person executing this Memorandum on behalf of a Party represents and warrants: (a) that such person is duly authorized to do so on behalf of the entity it purports to bind; (b) that such person has full right and authority to enter into this Memorandum on behalf of the entity and perform all of its obligations hereunder; and (c) that the entity represented by such person has sufficient ownership rights over the real property it claims to own, as described herein, to record this Memorandum thereon.

6. This Memorandum is intended solely to provide record notice of the said Settlement Agreement and Release by and between the Parties and shall not modify or amend any provisions thereof. In the event of any conflict or inconsistency between the provisions of the Settlement Agreement and the provisions of this Memorandum, the provisions of the Settlement Agreement shall control. This Memorandum may be executed in one or more counterparts, each of which may be executed by one or more of the parties hereto, with the same force and effect as though all parties executing such counterparts had executed but one instrument.

///

IN WITNESS WHEREOF, this Memorandum has been executed as of the date first above written.

SANTA CLARA VALLEY
TRANSPORTATION AUTHORITY

By: Michael T. Burns
Michael T. Burns
General Manager

Dated: 01-12-09

APPROVED AS TO FORM:

Benjamin H. Scharf
Benjamin H. Scharf,
VTA Senior Assistant Counsel

FRANK-LIN DISTILLERS PRODUCTS,
LTD.

By: Vincent R. Maestri
Vincent R. Maestri, President/CEO

Dated: 12/23/08

MIKE F. MAESTRI TRUST dated
OCTOBER 16, 1987

By: Mike F. Maestri
Mike F. Maestri, Trustee

Dated: Dec 23, 2008

NORTH KING LIMITED TRUST

By: Lindley B. Maestri
Lindley B. Maestri, Co-Trustee

Dated: 12-23-2008

JODIE MAESTRI FAMILY TRUST dated
NOVEMBER 24, 2000

By: Vincent R. Maestri
Vincent R. Maestri, Trustee

Dated: 12/23/08

VINCENT R. MAESTRI SURVIVOR'S
TRUST dated NOVEMBER 24, 2000

By: Vincent R. Maestri
Vincent R. Maestri, Trustee

Dated: 12/23/08

APPROVED AS TO FORM:

Robert L. Mezzetti II, Esq.
Mezzetti Law Firm, Inc.
Attorneys for Frank-Lin Distillers Products,
Ltd, et al.

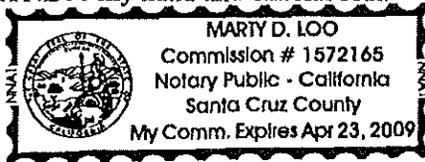
STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

On 1/12/09 before me, MARTY D. LOO, Notary Public, personally appeared Michael T. Burns, ~~General Manager of Santa Clara Valley Transportation Authority~~, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Marty D Loo
NOTARY PUBLIC

STATE OF CALIFORNIA

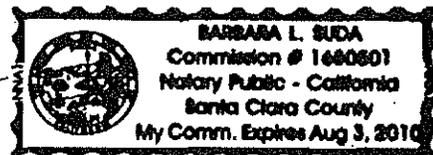
COUNTY OF SANTA CLARA

On DEC 23, 2008 before me, BARBARA L. SUDA, Notary Public, personally appeared Vincent R. Maestri, ~~President/CEO of Frank-Lin Distillers Products, Ltd~~, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Barbara L Suda
NOTARY PUBLIC



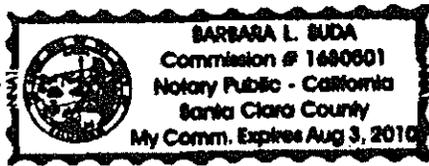
STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

On DEC 23, 2008 before me, BARBARA L. SUDA, Notary Public, personally appeared Lindley B. Maestri, ~~Co-Trustee for North King Limited Trust~~, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument. *lls*

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Barbara L. Suda
NOTARY PUBLIC

STATE OF CALIFORNIA

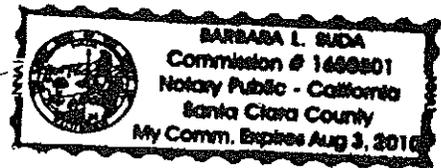
COUNTY OF SANTA CLARA

On DEC 23, 2008 before me, BARBARA L. SUDA, Notary Public, personally appeared Vincent R. Maestri, ~~Trustee for Vincent R. Maestri Survivor's Trust Dated November 24, 2000~~, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument. *lls*

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Barbara L. Suda
NOTARY PUBLIC



STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

On DEC 23, 2008 before me, BARBARA L. SUDA, Notary Public, personally appeared Mike F. Maestri, ~~Trustee for Mike F. Maestri Trust Dated October 16, 1987~~, who proved ^{me} to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Barbara L. Suda
NOTARY PUBLIC



STATE OF CALIFORNIA

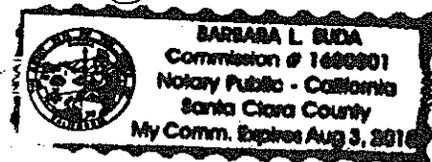
COUNTY OF SANTA CLARA

On DEC 23, 2008 before me, BARBARA L. SUDA, Notary Public, personally appeared Vincent R. Maestri, ~~Trustee for Jodie Maestri Family Trust Dated November 24, 2000~~, who proved ^{me} to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Barbara L. Suda
NOTARY PUBLIC



LEGAL DESCRIPTION

Real property in the City of San Jose, County of Santa Clara, State of California, described as follows:

PARCEL ONE:

COMMENCING AT A POINT ON THE SOUTHWESTERLY LINE OF KING ROAD, DISTANT SOUTHEASTERLY THEREON 308.75 FEET FROM THE SOUTHEASTERLY LINE OF MABURY ROAD (50.00 FEET IN WIDTH) SAID POINT OF COMMENCEMENT BEING THE MOST NORTHERLY CORNER OF PARCEL NO. 1 AS DESCRIBED IN THE DEED FROM N. CAPPELLONI, ET AL, TO STANDARD REALTY DEVELOPMENT COMPANY, RECORDED JULY 3, 1956 IN BOOK 3540, OFFICIAL RECORDS OF SANTA CLARA COUNTY, PAGE 35; THENCE FROM SAID POINT OF COMMENCEMENT SOUTH 50° 55' WEST ALONG THE NORTHWESTERLY LINE OF SAID PARCEL NO. 1, A DISTANCE OF 448.53 FEET TO THE POINT OF BEGINNING OF THE PARCEL OF LAND TO BE DESCRIBED; THENCE FROM SAID POINT OF BEGINNING CONTINUING SOUTH 50° 55' WEST ALONG THE NORTHWESTERLY LINE OF SAID PARCEL NO. 1, A DISTANCE OF 341.53 FEET TO A POINT ON THE NORTHEASTERLY LINE OF THAT CERTAIN 10.00 FOOT EASEMENT CONVEYED BY STANDARD REALTY AND DEVELOPMENT COMPANY TO THE CITY OF SAN JOSE, RECORDED DECEMBER 27, 1961 IN BOOK 5411, OFFICIAL RECORDS OF SANTA CLARA COUNTY, PAGE 680; THENCE SOUTH 37° 55' EAST ALONG SAID NORTHEASTERLY LINE, A DISTANCE OF 235.58 FEET TO THE MOST WESTERLY CORNER OF THAT CERTAIN PARCEL OF LAND CONVEYED BY STANDARD REALTY DEVELOPMENT COMPANY TO ESSEX WIRE CORPORATION AS RECORDED DECEMBER 18, 1962 IN BOOK 5833, OFFICIAL RECORDS OF SANTA CLARA COUNTY, PAGE 651; THENCE NORTH 50° 56' EAST ALONG THE NORTHWESTERLY LINE OF SAID PARCEL OF LAND CONVEYED TO ESSEX WIRE CORPORATION NORTH 50° 55' EAST 346.31 FEET TO THE MOST NORTHERLY CORNER THEREOF; THENCE NORTH 39° 04' WEST, A DISTANCE OF 235.53 FEET TO THE POINT OF BEGINNING.

EXCEPTING AND RESERVING THEREFROM ALL MINERALS, OIL, GAS AND OTHER HYDROCARBON SUBSTANCES BELOW A DEPTH OF 500 FEET OF SAID REAL PROPERTY, WITHOUT THE RIGHT OF SURFACE ENTRY, AS CONTAINED IN THE GRANT DEED EXECUTED BY STANDARD REALTY AND DEVELOPMENT COMPANY AND RECORDED APRIL 1, 1969 IN BOOK 8482, PAGE 34, OFFICIAL RECORDS.

PARCEL TWO:

ALL OF PARCEL 4, AS SHOWN UPON THAT CERTAIN MAP ENTITLED, "PARCEL MAP OF LANDS OF MANLEY MC CULLOCH, BEING A PORTION OF 500 ACRE LOT 27 OF PUEBLO TRACT NO. 1", WHICH MAP WAS FILED FOR RECORD IN THE OFFICE OF THE RECORDER OF THE COUNTY OF SANTA CLARA, STATE OF CALIFORNIA ON OCTOBER 22, 1974 IN BOOK 347 OF MAPS, AT PAGE 52.

PARCEL THREE:

BEGINNING AT A POINT IN THE SOUTHWESTERLY LINE OF KING ROAD, DISTANT SOUTHEASTERLY THEREON 308.75 FEET FROM THE SOUTHEASTERLY LINE OF MABURY ROAD, SAID POINT OF BEGINNING BEING THE MOST NORTHERLY CORNER OF PARCEL 1, AS DESCRIBED IN THE DEED FROM N. CAPPELLONI, ET AL, TO STANDARD REALTY AND DEVELOPMENT COMPANY, RECORDED JULY 3, 1956 IN BOOK 3540 OFFICIAL RECORDS OF SANTA CLARA COUNTY, PAGE 35; THENCE FROM SAID POINT OF BEGINNING SOUTH 37° 55' EAST ALONG SAID SOUTHWESTERLY LINE OF KING ROAD, A DISTANCE OF 265.41 FEET TO A POINT WHICH BEARS NORTH 37° 55' WEST 265.41 FEET FROM THE MOST NORTHERLY CORNER OF THAT CERTAIN 4.00 ACRE PARCEL OF LAND CONVEYED BY STANDARD REALTY AND DEVELOPMENT COMPANY TO EUREKA SPECIALTY PRINTING COMPANY, RECORDED DECEMBER 10, 1957 IN BOOK 3956, OFFICIAL RECORDS OF SANTA CLARA COUNTY, PAGE 556; THENCE SOUTH 50° 56' 20" WEST, A DISTANCE OF 405.71 FEET; THENCE NORTH 39° 04'

EXHIBIT A
PAGE 1 OF 4

Order No.: 56901-58991018

WEST A DISTANCE OF 265.40 FEET; THENCE NORTH 50° 40' EAST ALONG THE SOUTHWESTERLY PRODUCTION OF THE NORTHWESTERLY LINE OF SAID PARCEL 1 CONVEYED BY DEED RECORDED IN BOOK 3540 OFFICIAL RECORDS, AT PAGE 35 AND ALONG SAID NORTHWESTERLY LINE A DISTANCE OF 411.03 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THAT CERTAIN PARCEL OF LAND GRANTED IN THE DEED FROM STANDARD REALTY AND DEVELOPMENT COMPANY, A CORPORATION TO THE CITY OF SAN JOSE, A MUNICIPAL CORPORATION, RECORDED NOVEMBER 24, 1980 IN BOOK F 747, PAGE 685, OFFICIAL RECORDS, DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST NORTHERLY CORNER OF THAT CERTAIN 2.487 ACRE PARCEL OF LAND AS SHOWN ON THE RECORD OF SURVEY FILED FOR RECORD ON AUGUST 30, 1979 IN BOOK 449 OF MAPS, AT PAGE 10, OFFICIAL RECORDS OF SANTA CLARA COUNTY, FILE NO. 6485837; THENCE FROM SAID POINT OF BEGINNING SOUTH 37° 55' 00" EAST ALONG THE SOUTHWESTERLY LINE OF KING ROAD (70-FEET IN WIDTH) 166.51 FEET; THENCE NORTH 41° 57' 07" WEST 166.68 FEET TO THE POINT ON THE NORTHWESTERLY LINE OF SAID 2.487 ACRE PARCEL OF LAND; THENCE NORTH 50° 55' 15" EAST ALONG SAID NORTHWESTERLY LINE 11.73 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL MINERALS, OIL, GAS AND OTHER HYDROCARBON SUBSTANCES BELOW A DEPTH OF 500 FEET AS EXCEPTED AND RESERVED IN THE DEED FROM STANDARD REALTY AND DEVELOPMENT COMPANY, A CALIFORNIA CORPORATION, RECORDED JUNE 24, 1983 AS INSTRUMENT NO. 7724703, OFFICIAL RECORDS OF SANTA CLARA COUNTY.

APNS: 254-02-032, 254-02-050 AND 254-02-058

PARCEL FOUR:

ALL OF PARCEL 1 AND PARCEL 2 AS SHOWN ON THAT CERTAIN PARCEL MAP RECORDED APRIL 8, 1975 IN BOOK 354 OF MAPS, AT PAGE 6, SANTA CLARA COUNTY RECORDS, TOGETHER WITH ALL OF THAT CERTAIN PARCEL DESCRIBED IN QUITCLAIM DEED FROM UNION PACIFIC RAILROAD COMPANY TO MIKE F. MAESTRI AND VINCENT R. MAESTRI, TRUSTEES OF THE MIKE F. AND VINCENT R. MAESTRI INDUSTRIAL PROPERTY TRUST UTA, RECORDED MAY 29, 1988 AS DOCUMENT NO. 14207065, SANTA CLARA COUNTY RECORDS AND ALSO TOGETHER WITH A PORTION OF THAT CERTAIN PARCEL DESCRIBED IN DEED FROM STANDARD REALTY AND DEVELOPMENT COMPANY TO EUREKA SPECIALTY PRINTING COMPANY RECORDED DECEMBER 10, 1957 IN BOOK 3956 AT PAGE 556, SANTA CLARA COUNTY RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST EASTERLY CORNER OF SAID PARCEL 2; THENCE ALONG THE SOUTHEASTERLY LINE OF SAID PARCEL 2 AND PARCEL 1, SOUTH 50° 45' 00" WEST, 378.37 FEET TO THE MOST SOUTHERLY CORNER OF PARCEL 1; THENCE ALONG THE SOUTHWESTERLY LINE OF PARCEL 1 AND THE NORTHEASTERLY LINE OF LENFEST ROAD, NORTH 38° 06' 30" WEST, 440.08 FEET TO THE MOST WESTERLY CORNER OF PARCEL 1; THENCE ALONG THE NORTHWESTERLY LINE OF PARCEL 1, NORTH 50° 45' 00" EAST, 351.50 FEET TO A POINT ON THE SOUTHWESTERLY LINE OF THE AFORESAID PARCEL DESCRIBED IN DEED UNION PACIFIC RAILROAD COMPANY TO MIKE F. MAESTRI AND VINCENT R. MAESTRI; THENCE ALONG SAID SOUTHWESTERLY LINE NORTH 39° 15' 00" WEST, 530.57 FEET TO A POINT ON THE NORTHWESTERLY LINE OF THAT PARCEL DESCRIBED IN DEED FROM CAPELLONI TO STANDARD REALTY AND DEVELOPMENT COMPANY RECORDED JULY 3, 1956 IN BOOK 3540 AT PAGE 35, SANTA CLARA COUNTY RECORDS; THENCE ALONG SAID NORTHWESTERLY LINE NORTH 50° 45' 00" EAST, 37.50 FEET TO THE MOST NORTHERLY CORNER OF THAT PARCEL DESCRIBED BY DEED FROM STANDARD REALTY AND DEVELOPMENT COMPANY TO COBKIBCO, INC., RECORDED APRIL 9, 1962, IN BOOK 5531 AT PAGE 262, SANTA CLARA COUNTY RECORDS; THENCE ALONG THE SOUTHWESTERLY LINE OF THAT PARCEL DESCRIBED IN THE DEED FROM STANDARD REALTY AND DEVELOPMENT COMPANY TO EUREKA SPECIALTY PRINTING COMPANY RECORDED DECEMBER 10, 1957 IN BOOK 3956 AT PAGE 556, SANTA CLARA COUNTY RECORDS, SOUTH 39° 15' 00" EAST, 750.81 FEET TO THE MOST SOUTHERLY CORNER OF THAT PARCEL DESCRIBED IN DEED FROM GUERRA TO WEISEL RECORDED

NOVEMBER 20, 1972 IN BOOK 0119 AT PAGE 664, SANTA CLARA COUNTY RECORDS; THENCE ALONG THE SOUTHEASTERLY LINE OF SAID PARCEL NORTH 50° 45' 00" EAST, 41.58 FEET; THENCE SOUTH 39 15' 00" EAST, 0.35 FEET; THENCE PARALLEL WITH AND DISTANT 0.35 FEET FROM SAID SOUTHEASTERLY LINE NORTH 50° 45' 00" EAST, 203.12 FEET; THENCE NORTH 39° 15' 00" WEST, 0.35 FEET TO A POINT ON SAID SOUTHEASTERLY LINE; THENCE ALONG SAID SOUTHEASTERLY LINE NORTH 50° 45' 00" EAST, 151.97 FEET TO A THE MOST EASTERLY CORNER OF THE AFORESAID PARCEL DESCRIBED IN DEED FROM GUERRA TO WEISEL; THENCE ALONG THE SOUTHWESTERLY LINE OF KING ROAD AND THE NORTHEASTERLY LINE OF THAT PARCEL DESCRIBED IN DEED FROM STANDARD REALTY AND DEVELOPMENT COMPANY TO EUREKA SPECIALTY PRINTING COMPANY, RECORDED DECEMBER 10, 1957 IN BOOK 3956 AT PAGE 556, SANTA CLARA COUNTY RECORDS, SOUTH 38° 06' 00" EAST, 220.00 FEET TO THE MOST EASTERLY CORNER OF SAID PARCEL; THENCE ALONG THE SOUTHEASTERLY LINE OF SAID PARCEL SOUTH 50° 45' 00" WEST, 391.55 FEET TO THE MOST SOUTHERLY CORNER OF SAID PARCEL; THENCE SOUTH 50° 45' 00" WEST, 20.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THAT PORTION THEREOF LYING BELOW A DEPTH OF 500 FEET, MEASURED VERTICALLY, FROM THE CONTOUR OF THE SURFACE OF SAID PROPERTY; HOWEVER, GRANTOR, OR ITS SUCCESSORS AND ASSIGNS SHALL NOT HAVE THE RIGHT FOR ANY PURPOSE WHATSOEVER TO ENTER UPON, INTO OR THROUGH THE SURFACE OF SAID PROPERTY OR ANY PART HEREOF LYING BETWEEN THE SURFACE AND 500 FEET BELOW THE SURFACE, AS RESERVED BY STANDARD REALTY AND DEVELOPMENT COMPANY, A CALIFORNIA CORPORATION IN DEED RECORDED JUNE 24, 1975, IN BOOK B 477, PAGE 189, OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, INCLUDING, WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE AND DISPOSE OF, SAID MINERALS BY ANY MEANS OR METHODS SUITABLE TO GRANTOR, ITS SUCCESSORS AND ASSIGNS, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE LANDS, AS RESERVED BY STANDARD REALTY AND DEVELOPMENT COMPANY, A CALIFORNIA CORPORATION IN INSTRUMENT RECORDED NOVEMBER 12, 1986 IN BOOK J 920, PAGE 1176, OFFICIAL RECORDS.

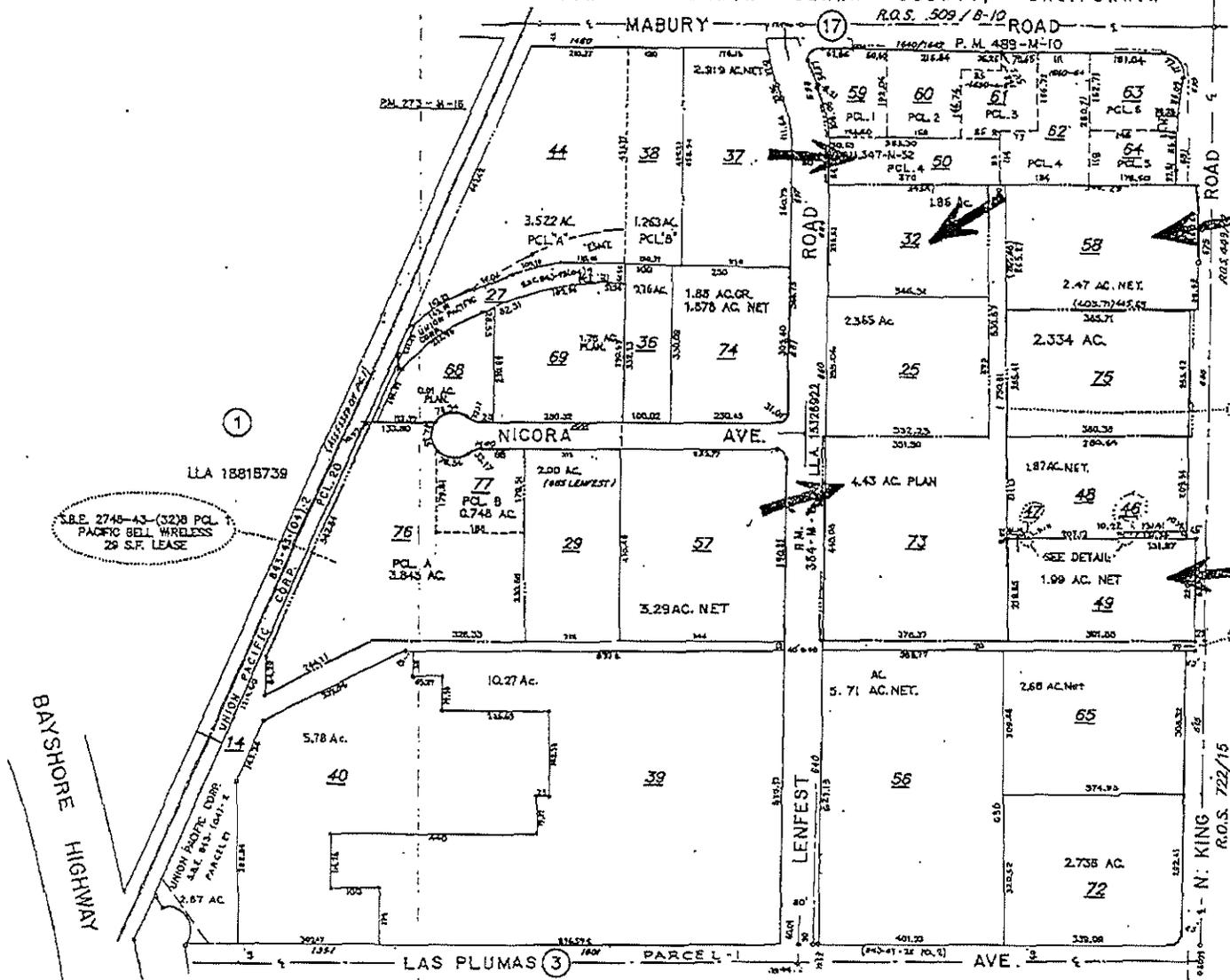
ALSO EXCEPTING THEREFROM ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED UNDERLYING THE PROPERTY, INCLUDING WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE AND DISPOSE OF SAID MINERALS BY ANY MEANS OR METHODS SUITABLE TO THE GRANTOR, ITS SUCCESSORS AND ASSIGNS, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE LAND AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF THE LAND, OR TO INTERFERE WITH THE USE THEREOF, AS RESERVED BY UNION PACIFIC RAILROAD COMPANY IN DEED RECORDED MAY 29, 1998, UNDER RECORDER'S SERIES NO. 14207065 AND RE-RECORDED SEPTEMBER 10, 1998, UNDER RECORDER'S SERIES NO. 14383917, SANTA CLARA COUNTY RECORDS.

APNS: 254-02-049 AND 254-02-073

EXHIBIT A
PAGE 3 OF 4

Order No.: 56901-58991018

R.O.S. 509/8-10



UNION PACIFIC RAILROAD
S.B.E. 843-43-(04)20 PCL. 55
MINERAL RIGHTS ONLY

UNION PACIFIC RAILROAD
S.B.E. 843-43-(04)20 PCL. 56

LAWRENCE E. STONE - ASSESSOR
Detailed map for assessment purposes only
Compiled under R. & T. Code, Sec. 327.
Effective Roll Year 2007-2008

Description: Santa Clara, CA Assessor Map 254.2 Page: 1 of 1
Order: sc Comment:

EXHIBIT A
PAGE 4 OF 4

November 23, 2011

VIA E-FILE

TO: SEE ATTACHED SERVICE LIST

RE: Joint Petition for Exemption for Union Pacific Railroad Company ("UP") to discontinue trackage rights and abandon UP's freight easement upon, and for Santa Clara Valley Transportation Authority ("VTA") to abandon VTA's residual common carrier obligation upon, the San Jose Industrial Lead from M.P. 7.35 near Warm Springs to M.P. 16.3 near San Jose, a distance of 8.9 miles in Alameda and Santa Clara Counties, California (the "Line"). The Line is to be abandoned for freight service but shall be retained and rebuilt for future inclusion in the Bay Area Rapid Transit System ("BART"). The UP docket for this filing is AB-33 (Sub-No. 303X). The VTA docket for this filing is AB-980 (Sub-No. 1X)

To whom it may concern:

On or after December 14, 2011, Union Pacific Railroad Company ("UP") and Santa Clara Valley Transportation Authority ("VTA") (collectively, the "Applicants") expect to be filing with the Surface Transportation Board ("STB" or "Board") a Joint Petition for Exemption for Union Pacific Railroad Company ("UP") to discontinue trackage rights and abandon UP's freight easement upon, and for Santa Clara Valley Transportation Authority ("VTA") to abandon VTA's residual common carrier obligation upon, the San Jose Industrial Lead from M.P. 7.35 near Warm Springs to M.P. 16.3 near San Jose, a distance of 8.9 miles in Alameda and Santa Clara Counties, California (the "Line"). The Line is to be abandoned for freight service but shall be retained and rebuilt for future inclusion in the Bay Area Rapid Transit System ("BART"). The UP docket for this filing is AB-33 (Sub-No. 303X). The VTA docket for this filing is AB-980 (Sub-No. 1X). Attached is a Combined Environmental and Historic Report which describes the proposed action and any expected environmental and historic effects, as well as a map of the affected area.

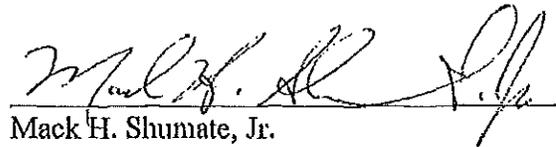
The Applicants are providing this report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If any of the information is misleading or incorrect, if you believe that pertinent information is missing, or if you have any questions about the Board's environmental review process, please contact the Section of Environmental Analysis (SEA) at the following address, and refer to the above-referenced Docket Number:

Surface Transportation Board
Section of Environmental Analysis (SEA)
395 E. Street, S.W., Room #100
Washington, DC 20423-0001
Telephone No.: (202) 245-0296

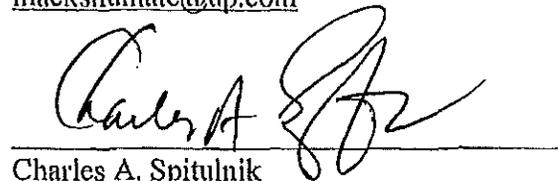
Because the applicable statutes and regulations impose stringent deadlines for processing this action, your written comments to SEA (with a copy to our representative) would be appreciated within three (3) weeks.

Your comments will be considered by the Board in evaluating the environmental and/or historic preservation impacts of the contemplated action. If there are any questions concerning this proposal, please contact our representative directly. UP's representative in this matter is Mack H. Shumate, Jr. VTA's representative in this matter is Charles A. Spitulnik. Our representatives may be contacted at the addresses and telephone numbers indicated below.

Yours very truly,



Mack H. Shumate, Jr.
Senior General Attorney
101 North Wacker Drive, Suite 1920
Chicago, IL 60606
312-777-2055
877-213-4433 (Fax)
mackshumate@up.com



Charles A. Spitulnik
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Avenue, NW
Suite 800
Washington, DC 20036
202-955-5600
202-955-5616 (Fax)
cspitulnik@kaplankirsch.com

State Clearing (or alternate):
Office of Planning and Research
1400 Tenth Street
Sacramento, CA 95814

State Environmental Protection Agency:
California Environmental Protection Agency
1001 I Street
Sacramento, CA 95814

State Coastal Zone Management Agency (if applicable):
California Coastal Commission
45 Fremont Street
Suite 2000
San Francisco, CA 94105-2219

Head of each County:
Santa Clara County Administration Center
Board of Supervisors
70 W. Hedding Street
San Jose, CA 95110

County of Alameda Administration Building
Board of Supervisors
1221 Oak Street, Room 536
Oakland, CA 94612

Environmental Protection Agency (Regional Office):
U.S. Environmental Protection Agency
Region 9
75 Hawthorne Street
San Francisco, CA 94105

U.S. Fish and Wildlife:
U.S. Fish & Wildlife Service, Region 8
2800 Cottage Way W-2606
Sacramento, CA 95825

U.S. Army Corps of Engineers:
U.S. Army Corps of Engineers, San Francisco
1455 Market Street, Room 1667
San Francisco, CA 94103

National Park Service:
National Park Service
Pacific West Region
One Jackson Center
1111 Jackson Street, Suite 700
Oakland, Ca 94607

U.S. Natural Resources Conservation Service:
State Conservationist
Natural Resource Conversation Service
4625 W. Jennifer Avenue, Suite 109
Fresno, CA 93722

National Geodetic Survey:
National Geodetic Survey
Geodetic Services Division
Information Services
NOAAINGS12
1315 E-W Highway
Silver Spring, MD 20910-3282

State Historic Preservation Office:
Office of Historic Preservation
1416 9th Street, Room 1442
P.O. Box 942896
Sacramento, CA 94296-0001

CERTIFICATE OF SERVICE AND PUBLICATION

The undersigned hereby certifies that a copy of the foregoing Combined Petition for Exemption in Docket No. AB-33 (Sub-No. 303X) by Union Pacific Railroad Company and Docket No. AB-980 (Sub-No. 1X) by Santa Clara Valley Transportation Authority was served on the date indicated below by mailing a copy, first class mail postage prepaid to the following:

MTMCTEA
Military Surface Deployment & Distribution Command
Transportation Engineering Agency
ATTN: SDTE - SA
(Railroads For National Defense)
709 Ward Drive, Building 1990
Scott AFB, IL 62225-5357

U.S. Department of the Interior
National Park Service
Legislative & Congressional Affairs Office
1849 C Street, N.W., Room 3309
Washington, DC 20240

U.S. Department of Agriculture
Chief of the Forest Service
4th Floor N.W., Auditors Building
14th Street & Independence Ave., S.W.
Washington, DC 20250

Executive Director
Public Utilities Commission of
the State of California
Attn: Tack Joe – Rail Safety
505 Van Ness
San Francisco, CA 94102

Rail Program Manager
Planning Division
California Transportation Department
1120 N. Street
Sacramento, CA 95814

Transportation Planner
Department of Transportation
1120 N. Street
Sacramento, CA 95814

The undersigned further certifies that a Notice of Intent to Discontinue Rail Service and Trackage Rights and Abandon Rail Line was published one time in the counties where the Line is located as follows:

County	Newspaper	Date
Santa Clara	San Jose Post-Record	February 3, 2012
Alameda	The Inter-City Express	February 3, 2012

The above newspapers are generally circulated in the respective county where the rail line is located. The Notice as published was in the form prescribed by the Board for a Petition for Exemption at 49 C.F.R. 1105.12. Proofs of Publication are attached hereto and hereby made a part hereof.

Dated this 4th day of April, 2012.



Mack H. Shumate, Jr.

SAN JOSE POST-RECORD

95 S. Market St., Ste. 535, SAN JOSE, CA 95113
Telephone (408) 287-4866 / Fax (408) 287-2544

Debbie Hamilton
BOZELL
1022 LEAVENWORTH
OMAHA, NE - 68102

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California)
County of SANTA CLARA) ss

Notice Type: DPN - DISPLAY PUBLIC NOTICE

Ad Description:

Notice of Intent to Discontinue Rail Service

I am a citizen of the United States and a resident of the State of California; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the SAN JOSE POST-RECORD, a newspaper published in the English language in the city of SAN JOSE, county of SANTA CLARA, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of SANTA CLARA, State of California, under date 02/03/1922, Case No. 27844. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

02/03/2012

Executed on: 02/03/2012
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.

Debbie Hamilton
Signature



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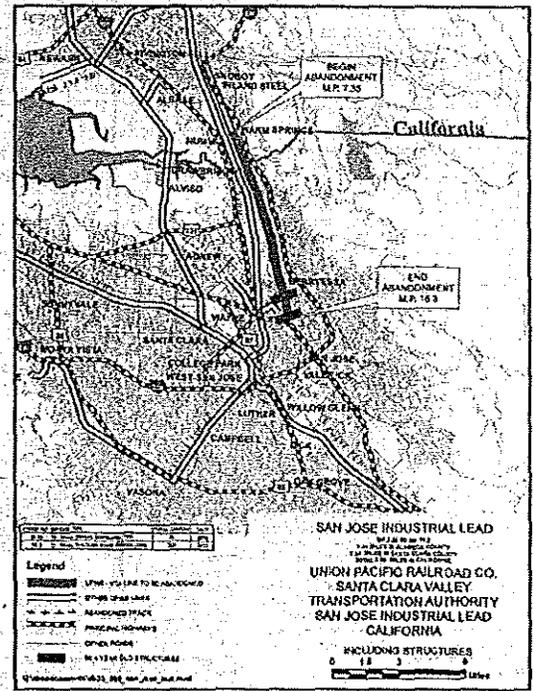
SJ#: 2254231

NOTICE OF INTENT TO DISCONTINUE RAIL SERVICE AND TRACKAGE RIGHTS AND ABANDON RAIL LINE

Union Pacific Railroad Company ("UP") and Santa Clara Valley Transportation Authority ("VTA") give notice that on or about February 3, 2012, they intend to file with the Surface Transportation Board ("Board"), Washington, DC, 20423, a combined Joint Petition for Exemption Filing under 49 U.S.C. 10502 from the prior approval requirements of 49 U.S.C. 10903, of sec., permitting UP to discontinue trackage rights and abandon its freight easement upon, and permitting VTA to abandon its residual common carrier obligation upon, the San Jose Industrial Lead from milepost 7.35 near Warm Springs to milepost 16.3 near San Jose. The line of railroad traverses through United States Zip Codes 95116, 95122, 95112, 95133 and 94533 in Alameda and Santa Clara Counties, California. The line is to be abandoned for freight service but be retained and rebuilt for future inclusion in the Bay Area Rapid Transit ("BART") system. The UP docket for this joint proceeding is No. AB-33 (Sub-No. 303X) and the VTA docket for this joint proceeding will be AB-980 (Sub No. 1X).

The Board's Office of Environmental Analysis (OEA) will generally prepare an Environmental Assessment (EA), which will normally be available 60 days after the filing of the joint petition for exemption. Comments on environmental and energy matters should be filed no later than 30 days after the EA becomes available to the public and will be addressed in a Board decision. Interested persons may obtain a copy of the EA or make inquiries regarding environmental matters by writing to OEA, Surface Transportation Board, 395 E Street, SW, Washington, DC 20423-0001, or by calling OEA at 202-245-0295.

Appropriate offers of financial assistance to continue rail service can be filed with the Board. Requests for environmental conditions, public use conditions, or rail banking/trails use also can be filed with the Board. An original and 10 copies of any pleading that raises matters other than environmental issues (such as trails use, public use and offers of financial assistance) must be filed directly with the Board's Section of Administration, Office of Proceedings, 395 E Street, SW, Washington, DC 20423-0001 [see 49 CFR 1104.1(a) and 1104.3(a)], and one copy must be served on applicants' representatives [see 49 CFR 1104.12(a)]. Questions regarding offers of financial assistance, public use or trails use may be directed to the Board's Office of Public Assistance, Governmental Affairs and Compliance at 202-245-0238. Copies of any comments or requests for conditions should be served on the UP's representative: Mack H. Shumate, Jr., Senior General Attorney, 101 N. Wacker Drive, Room 1920, Chicago, IL 60606; and on VTA's representative: Charles Spitulnik, Kaplan Kursh & Rockwell, LLP, 1001 Connecticut Ave. NW, Ste. 800, Washington DC, 20036.



CNS#2254231

THE INTER-CITY EXPRESS
~ SINCE 1909 ~

1109 OAK STREET STE 103, OAKLAND, CA 94607-4666
Telephone (510) 272-4747 / Fax (510) 465-1657

Debbie Hamilton
BOZELL
1022 LEAVENWORTH
OMAHA, NE - 68102

PROOF OF PUBLICATION

(2015.5 C.C.P.)

State of California)
County of ALAMEDA) ss

Notice Type: DPN - DISPLAY PUBLIC NOTICE

Ad Description: Notice of Intent to Discontinue Rail Service

I am a citizen of the United States; I am over the age of eighteen years, and not a party to or interested in the above-entitled matter. I am the principal clerk of the printer and publisher of the INTER-CITY EXPRESS, a newspaper published in the English language in the City of Oakland, County of Alameda, State of California.

I declare that the INTER-CITY EXPRESS is a newspaper of general circulation as defined by the laws of the State of California as determined by this Court's order, dated October 21, 1910, in the action entitled In the Matter of the Application of the INTER-CITY EXPRESS Publishing Company Establishing "THE INTER-CITY EXPRESS" To be a Newspaper of General Circulation, Case Number 33837, and as Amended November, 19, 1974. Said order, as amended, Orders that: "The INTER-CITY EXPRESS" is a newspaper of general circulation, as defined in Section 6000 et seq. of the Government Code, for the City of Oakland, the County of Alameda, and The State of California." Said order as amended has not been revoked.

I declare that the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

02/03/2012

Executed on: 02/03/2012
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.

[Handwritten Signature]

Signature



This space for filing stamp only

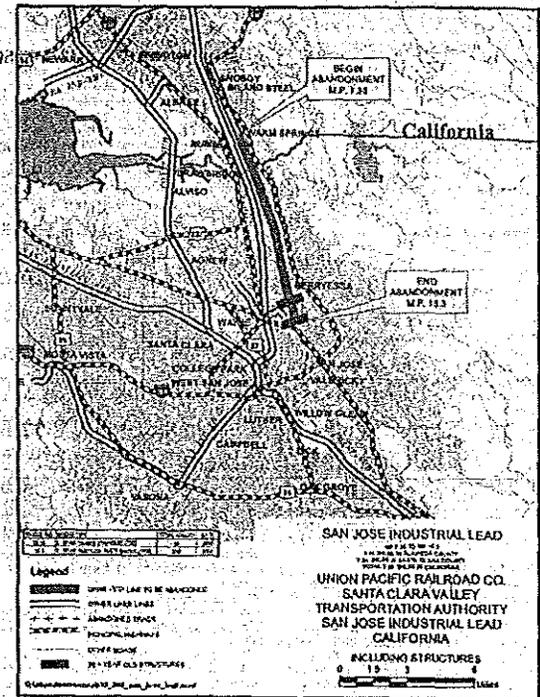
OK #: 2254233

NOTICE OF INTENT TO DISCONTINUE RAIL SERVICE AND TRACKAGE RIGHTS AND ABANDON RAIL LINE

Union Pacific Railroad Company ("UP") and Santa Clara Valley Transportation Authority ("VTA") give notice that on or about February 3, 2012, they intend to file with the Surface Transportation Board ("Board"), Washington DC, 20423, a combined Joint Petition for Exemption Filing under 49 U.S.C. 10502 from the prior approval requirements of 49 U.S.C. 10903, et seq., permitting UP to discontinue trackage rights and abandon its freight easement upon; and permitting VTA to abandon its residual common carrier obligation upon; the San Jose Industrial Lead from milepost 7.35 near Warm Springs to milepost 16.3 near San Jose. The line of railroad traverses through United States Zip Codes 95116, 95122, 95112, 95133 and 94533 in Alameda and Santa Clara Counties, California. The line is to be abandoned for freight service but be retained and rebuilt for future inclusion in the Bay Area Rapid Transit ("BART") system. The UP docket for this joint proceeding is No. AB-33 (Sub-No. 303X) and the VTA docket for this joint proceeding will be AB-980 (Sub No. 1X).

The Board's Office of Environmental Analysis (OEA) will generally prepare an Environmental Assessment (EA), which will normally be available 60 days after the filing of the joint petition for exemption. Comments on environmental and energy matters should be filed no later than 30 days after the EA becomes available to the public and will be addressed in a Board decision. Interested persons may obtain a copy of the EA or make inquiries regarding environmental matters by writing to OEA, Surface Transportation Board, 395 E Street, SW, Washington, DC 20423-0001, or by calling OEA at 202-245-0285.

Appropriate offers of financial assistance to continue rail service can be filed with the Board. Requests for environmental conditions, public use conditions, or rail banking/trails use also can be filed with the Board. An original and 10 copies of any pleading that raises matters other than environmental issues (such as trails use, public use and offers of financial assistance) must be filed directly with the Board's Section of Administration, Office of Proceedings, 395 E Street, SW, Washington, DC 20423-0001 [see 49 CFR 1104.1(a) and 1104.3(a)], and one copy must be served on applicants' representatives [see 49 CFR 1104.12(a)]. Questions regarding offers of financial assistance, public use or trails use may be directed to the Board's Office of Public Assistance, Governmental Affairs and Compliance at 202-245-0238. Copies of any comments or requests for conditions should be served on the UP's representative: Mack H. Shumate, Jr., Senior General Attorney, 101 N. Wacker Drive, Room 1920, Chicago, IL 60606; and on VTA's representative: Charles Spitulnik Kaplan Kirsh & Rockwell, LLP, 1001 Connecticut Ave. NW, Ste 800, Washington DC, 20036.



CNS#2254233

DRAFT FEDERAL REGISTER NOTICE
[49 C.F.R. § 1152.60(c)]

STB No. AB-33 (Sub-No. 303X)
Joint Petition for Exemption to Abandon or
To Discontinue Service

On April 4, 2012, Union Pacific Railroad Company filed with the Surface Transportation Board, Washington, D.C. 20423, a joint petition for exemption for Union Pacific Railroad Company ("UP") to discontinue trackage rights and abandon UP's freight easement upon, and for Santa Clara Valley Transportation Authority ("VTA") to abandon VTA's residual common carrier obligation upon, the San Jose Industrial Lead from M.P. 7.35 near Warm Springs to M.P. 16.3 near San Jose, a distance of 8.95 miles in Alameda and Santa Clara Counties, California (the "Line"). The Line traverses U.S. Postal Service Zip Codes 95116, 95122, 95112, 95133 and 94533. The proceeding has been docketed as No. AB-33 (Sub-No. 303X). There are no agency stations on the Line.

The Line does not contain federally granted rights-of-way. Any documentation in the railroad's possession will be made available promptly to those requesting it.

The interest of railroad employees will be protected as required by 49 U.S.C. 10903(b)(2).

Any offer of financial assistance will be due no later than 10 days after service of a decision granting the petition for exemption.

All interested persons should be aware that following abandonment of rail service and salvage of the Line, the Line may be suitable for other public use, including interim trail use.

Any request for a public use condition and any request for trail use/rail banking will be due no later than 20 days after notice of the filing of the petition for exemption is published in the Federal Register.

Persons seeking further information concerning abandonment procedures may contact the Surface Transportation Board or refer to the full abandonment or discontinuance regulations at 49 CFR Part 1152. Questions concerning environment issues may be directed to the Board's Section of Environmental Analysis.

An environmental assessment (EA) (or environmental impact statement (EIS), if necessary), prepared by the Section of Environmental Analysis will be served upon all parties of record and upon any agencies or other persons who commented during its preparation. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. EAs in these abandonment proceedings normally will be made available within 60 days of the filing of the petition. The deadline for submission of comments on the EA will generally be within 30 days of its service.