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July 19, 2012

Cynthia Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

**Re: *West Oakland Pacific Railroad, LLC – Operating Exemption – A Line of Railroad Owned by Union Pacific Railroad Company and the Burlington Northern Santa Fe Railway Company, Finance Docket No. 35639***

Dear Ms. Brown:

We represent West Oakland Pacific Railroad, LLC (“WOPR”) in connection with the Notice of Exemption it filed on June 14, 2012 in the above-referenced docket. In our letter of June 21, 2012 requested that the STB withdraw the Notice of Exemption without prejudice, but have now been advised that the WOPR wishes to rescind that request.

More specifically, rather than withdraw the Notice of Exemption, WOPR will be amending the Notice of Exemption after further consultation with Union Pacific Railroad Company and the Burlington Northern Santa Fe Railway Company concerning the precise nature of the proposed operations and the description of the involved trackage. Accordingly, we request that the Board not dismiss the Notice of Exemption and that it instead hold this matter in abeyance and not publish the Notice of Exemption in the Federal Register at the present time. WOPR expects to be able to provide an amended Notice of Exemption in the near future.



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**GKG LAW, P.C.**

Cynthia Brown

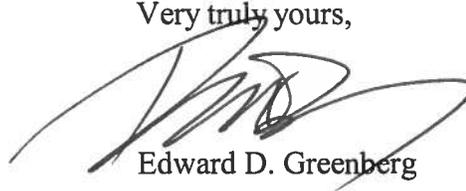
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We apologize for the confusion that this has undoubtedly caused, and thank you for your assistance and cooperation in this matter.

If you have any questions concerning this, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Greenberg', with a large, sweeping flourish extending to the left and right.

Edward D. Greenberg

cc: Christopher L. Stotka