

**UNION PACIFIC RAILROAD COMPANY**

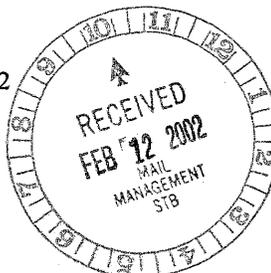
LAW DEPARTMENT  
101 NORTH WACKER DRIVE, SUITE 1920  
CHICAGO, ILLINOIS 60606  
FAX NO. 312-777-2065

RONALD J. CUCHNA  
GENERAL SOLICITOR  
312-777-2040

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February 11, 2002



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204743  
  
The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 "K" Street, N.W.  
Washington, D.C. 20423-0001

**RE: Docket No. AB33- (Sub-No. 170), Union Pacific Railroad Company  
--Abandonment and Discontinuance of Operation--in Polk County, IA  
(Bell Avenue Industrial Lead in Des Moines, IA)**

Dear Mr. Williams:

Attached for filing in the above proceeding is Union Pacific Railroad Company's ("Union Pacific"), "Petition For Extension of Time For Filing Union Pacific's Reply to the Appeal of Mid-America ('MAR') to the Decision of the Surface Transportation Board Rejecting MAR's Defective Offer of Financial Assistance."

An additional ten (10) copies of the attached filing are enclosed for the Board's use and distribution.

Sincerely yours,

Mack H. Shumate, Jr.,  
Senior General Attorney

cc: Joseph Dettmar (STB)  
Persons shown on Certificate of Service

**CERTIFICATE OF SERVICE**

I certify that I have this date served the foregoing Petition for Extension of Time for Filing Union Pacific's Reply to the Appeal of Mid-America ("MAR") to the Decision of the Surface Transportation Board Rejecting MAR's Defective Offer of Financial Assistance upon the following by regular mail:

Des Moines Water Works  
2201 Valley Drive  
Des Moines, IA 50321

Iowa Transportation Department  
Modal Division  
800 Lincoln Way  
Ames, IA 50010

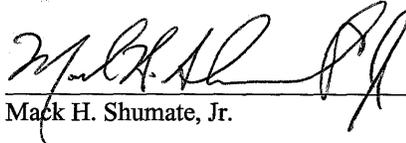
Iowa Interstate Railroad, Ltd.  
Terry Bailey  
1300 Des Moines Building  
405 Sixth Avenue  
Des Moines, IA 50309

Ringling Brothers and Barnum and Bailey Circus  
8607 Westwood Center Drive  
Vienna, VA 22182

Steven E. Zumbach  
William D. Bartine  
Holly M. Logan  
Christopher M. Miller  
BELIN LAMSON McCORMICK ZUMBACH FLYNN, P.C.  
606 Walnut Street, Suite 2000  
Des Moines, IA 50309

Jim Shelley  
Smurfit-Stone Container Corporation  
2201 Bell Avenue  
Des Moines, IA 50321

DATED: February 11, 2002

  
Mack H. Shumate, Jr.

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Docket No. AB-33 (Sub-No. 170)

UNION PACIFIC RAILROAD COMPANY  
ABANDONMENT AND DISCONTINUANCE OF OPERATION  
IN POLK COUNTY, IOWA  
(BELL AVENUE INDUSTRIAL LEAD IN DES MOINES, IOWA)

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UNION PACIFIC RAILROAD COMPANY'S PETITION FOR EXTENSION  
OF TIME FOR FILING ITS REPLY TO THE APPEAL OF MID-AMERICA  
("MAR") TO THE DECISION OF THE SURFACE TRANSPORTATION BOARD  
IN REJECTING MAR'S DEFECTIVE OFFER OF FINANCIAL ASSISTANCE

UNION PACIFIC RAILROAD COMPANY  
Mack H. Shumate, Jr.  
Senior General Attorney  
101 North Wacker Drive  
Room 1920  
Chicago, IL 60606  
312/777-2055  
312/777-2065 (Fax)

Dated: February 11, 2002  
Filed: February 11, 2002

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

Docket No. AB-33 (Sub-No. 170)

UNION PACIFIC RAILROAD COMPANY  
--ABANDONMENT AND DISCONTINUANCE OF OPERATION--  
IN POLK COUNTY, IOWA  
(BELL AVENUE INDUSTRIAL LEAD IN DES MOINES, IOWA)

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UNION PACIFIC RAILROAD COMPANY'S PETITION FOR EXTENSION  
OF TIME FOR FILING ITS REPLY TO THE APPEAL OF MID-AMERICA  
("MAR") TO THE DECISION OF THE SURFACE TRANSPORTATION BOARD  
IN REJECTING MAR'S DEFECTIVE OFFER OF FINANCIAL ASSISTANCE

This Petition of Union Pacific Railroad Company ("UP")  
relates to the Appeal of Mid-America Railroad, L.L.C. ("MAR"),  
dated February 7, 2002.

The subject Appeal of the STB's decision rejecting  
MAR's defective Offer of Financial Assistance includes an Exhibit  
B (filed under seal), which is supposedly "Mid-America's most  
recent financial statements".<sup>1</sup> It is impossible for UP to make  
any meaningful response to the subject Appeal without reasonable  
opportunity to review the information alleged to be contained in

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<sup>1</sup> It is unclear from the Appeal whether the financial  
statements are for MAR, which is the actual offeror, or for Mid-  
America Development Co.

said Exhibit B.

Simultaneous with the filing of the subject Appeal, MAR has filed a Motion for Protective Order seeking to establish guidelines in the form of a proffered Protective Order for release and use of the information alleged to be contained in the financial statements which make up Exhibit B. This proffered Protective Order is accompanied by a document entitled, "Undertaking" which seeks to bind an authorized representative of UP to the terms of the proffered Protective Order prior to release of the financial statements alleged to be contained in said Exhibit B.

If the STB grants MAR's Motion For Protective Order, UP will comply with the STB's Order and have an authorized representative of UP execute the Undertaking in the form finally adopted by the STB.<sup>2</sup> At that juncture, it is expected that Exhibit B will be released by the STB to UP's authorized representative for the necessary review.

Therefore, UP respectfully requests that the STB extend the time for filing of UP's response to the subject Appeal until

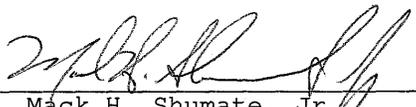
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<sup>2</sup> Simultaneous with the filing of this Petition For Extension of Time For Filing Union Pacific's Reply to the Appeal of Mid-America ("MAR") to the Decision of the STB Rejecting MAR's Defective Offer of Financial Assistance, UP is filing with the STB a Reply to Motion For Protective Order seeking an STB order imposing a Protective Order and related Undertaking in substantially the same form as that found in the Appendix to the Order in Trinidad Railway, Inc. - Abandonment Exemption - In Las Animas County, CO., Docket No. AB-573X, (STB served January 15, 2002).

five (5) business days after physical receipt of said Exhibit B  
by UP's authorized representative.

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY

By:   
Mack H. Shumate, Jr.  
Senior General Attorney