



Mack H. Shumate, Jr.
Senior General Attorney, Law Department

August 14, 2007

VIA UPS OVERNIGHT

Mr. Vernon Williams, Secretary
Surface Transportation Board
395 E Street, S.W., Room 1149
Washington, D. C. 20024

**RE: Docket No. AB-33 (Sub-No. 209), Union Pacific Railroad Company -
Discontinuance of Operation - In Utah County, Utah (Elberta Line
Including Tintic Industrial Lead, Goshen Valley Branch and Iron King
Branch)**

Dear Mr. Williams:

Pursuant to 49 CFR 1152.20(a)(1), enclosed are the original and ten copies of a "Notice of Intent To Discontinue" for Union Pacific Railroad Company's Elberta Line in Utah County, Utah.

The Notice is in the form prescribed at 49 CFR 1152.21 and outlines action that may be taken concerning the discontinuance application, which will be filed on August 30, 2007.

Also enclosed is a Certificate of Service in compliance with 49 CFR 1152.20(a)(2) certifying service of the Notice of Intent on Significant Users of the Line, State Officials and Federal Agencies, and headquarters of Labor Organizations.

The following agencies were not served for the reasons stated:

AMTRAK - 49 CFR 1152.20(a)(2)(x)
(Does not operate on the Line)

Sincerely,

A handwritten signature in black ink, appearing to read "Mack H. Shumate, Jr.", written over a printed name.

Mack H. Shumate, Jr.

Enclosures

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NOTICE OF INTENT TO DISCONTINUE SERVICE

Union Pacific Railroad Company ("UP") gives notice that on or about August 30, 2007, it intends to file with the Surface Transportation Board (the "Board"), Washington, D.C. 20423, an application (the "Application") for permission for the discontinuance of service on, a line of railroad known as the Elberta Line extending from Spanish Fork to Iron King, including the Tintic Industrial Lead from milepost 5.52 near Spanish Fork to milepost 27.23 near Pearl; the Goshen Valley Branch from milepost 0.00 near Pearl to milepost 3.80 near Flora (equation: milepost 2.89 = milepost 2.98); and the Iron King Branch from milepost 0.00 near Flora to milepost 2.15 at Iron King, a total distance of 27.57 miles in Utah County, Utah (the "Line").

The Line traverses U. S. Postal Service Zip Codes 84626, 84633, and 84651.

The Line includes the station of Elberta. No agency exists at the Elberta Station nor on any portion of the Line.

The reasons for the proposed discontinuance of service are (1) freight revenues on the Line are insufficient to justify the costs of operation, maintenance and rehabilitation and (2) there is no reasonable prospect that traffic and revenues will increase sufficiently in the foreseeable future to justify continued operation of the Line. Based on information in UP's possession, the Line contains several segments of federally granted right-of-way that are reversionary and which collectively account for approximately fifty percent (50%) of the property affected by the proposed discontinuance. Any documentation in the UP's possession regarding this issue will be made available promptly to those requesting it.

The Line has appeared on the system diagram map or was included in the narrative in category 1 since March 20, 2003, filed July 7, 2003.

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

The Application will include the UP's entire case for discontinuance of service (case in chief). Any interested person, after the Application is filed on or about August 30, 2007, may file with the Board written comments concerning the proposed discontinuance or protests to it. These filings are due 45 days from the date of filing of the Application. All interested persons should be aware that following any discontinuance 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 under 49 U.S.C. 10905 (§1152.28 of the Board's rules) and any request for a trail use condition under 16 U.S.C. 1247(d) (§1152.29 of the Board's rules) must also be filed within 45 days from the date of filing of the Application. Persons who may oppose the

discontinuance but who do not wish to participate fully in the process by appearing at any oral hearings or by submitting verified statements of witnesses, containing detailed evidence, should file comments. Persons interested only in seeking public use or trail use conditions should also file comments. Persons opposing the proposed discontinuance that do wish to participate actively and fully in the process should file a protest.

Protests must contain that party's entire case in opposition (case in chief) including the following:

- (1) Protestant's name, address and business.
- (2) A statement describing protestant's interest in the proceeding including:
 - (i) a description of protestant's use of the Line;
 - (ii) if protestant does not use the Line, information concerning the group or public interest it represents; and
 - (iii) if protestant's interest is limited to the retention of service over a portion of the Line, a description of the portion of the Line subject to protestant's interest (with milepost designations if available) and evidence showing that the UP can operate the portion of the Line profitably, including an appropriate return on its investment for those operations.
- (3) Specific reasons why protestant opposes the Application including information regarding protestant's reliance on the involved service (this information must be supported by affidavits of persons with personal knowledge of the facts).
- (4) Any rebuttal of material submitted by Applicant.

In addition, a commenting party or protestant may provide a statement of position and evidence regarding:

- (i) Intent to offer financial assistance pursuant to 49 U.S.C. 10904;
- (ii) Environmental impact;
- (iii) Impact on rural and community development;
- (iv) Recommended provisions for protection of the interests of employees;
- (v) Suitability of the properties for other public purposes pursuant to 49 U.S.C. 10905; and

- (vi) Prospective use of the right-of-way for interim trail use and rail banking under 16 U.S.C. 1247(d) and §1152.29 of the Board's rules.

A protest may demonstrate that: (1) the protestant filed a feeder line application under 49 U.S.C. 10907; (2) the feeder line application involves any portion of the Line involved in the Application; (3) the feeder line application was filed prior to the date the Application was filed; and (4) the feeder line application is pending before the Board.

Written comments and protests will be considered by the Board in determining what disposition to make of the Application. The commenting party or protestant may participate in the proceeding as its interests may appear.

If an oral hearing is desired, the requester must make a request for an oral hearing and provide reasons why an oral hearing is necessary. Oral hearing requests must be filed with the Board no later than 10 days after the Application is filed.

Those parties filing protests to the proposed discontinuance should be prepared to participate actively either in an oral hearing or through the submission of their entire opposition case in the form of verified statements and arguments at the time they file a protest. Parties seeking information concerning the filing of protests should refer to §1152.25 of the Board's rules.

Written comments and protests, including all requests for public use and trail use conditions, should indicate the proceeding designation STB No. AB-33 (Sub-No. 209) and must be filed with the Secretary, Surface Transportation Board, Washington, D.C. 20423, no later than October 13, 2007. Interested persons may file a written comment or protest with the Board to become a party to this discontinuance proceeding. A copy of each written comment or protest shall be served upon the representative of the UP, Mack H. Shumate, Jr., Senior General Attorney, 101 North Wacker Drive, Room 1920, Chicago, Illinois 60606, Telephone (312) 777-2055, FAX (312) 777-2065. The original and 10 copies of all comments or protests shall be filed with the Board with a certificate of service. Except as otherwise set forth in part 1152 of the Board's rules, each document filed with the Board must be served on all parties to the discontinuance proceeding. 49 CFR 1104.12(a).

The Line sought to be discontinued will be available for subsidy or sale for continued rail use, if the Board decides to permit the discontinuance, in accordance with applicable laws and regulations (49 U.S.C. 10904 and 49 CFR 1152.27). No subsidy arrangement approved under 49 U.S.C. 10904 shall remain in effect for more than 1 year unless otherwise mutually agreed by the parties (49 U.S.C. 10904(f)(4)(B)). UP will promptly provide upon request to each interested party an estimate of the subsidy and minimum purchase price required to keep the Line in operation. The UP's representative to whom inquiries may be made concerning sale or subsidy terms is Mack H. Shumate, Jr., Senior General Attorney, 101 North Wacker Drive, Room 1920, Chicago, Illinois 60606.

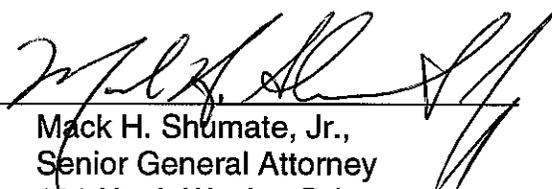
Persons seeking further information concerning discontinuance procedures may contact the Board or refer to the full discontinuance regulations at 49 CFR part 1152. Questions concerning environmental issues may be directed to the Board's Section of Environmental Analysis.

A copy of the Application will be available for public inspection on or before August 30, 2007 at the guard desk of UP, 1400 Douglas Street, Omaha, Nebraska 68179. Business hours are Monday through Friday, from 7:00 a.m. to 11:00 p.m. UP shall furnish a copy of the Application to any interested person proposing to file a protest or comment, upon request.

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 discontinuance proceedings normally will be made available within 33 days of the filing of the Application. The deadline for submission of comments on the EA will generally be within 30 days of its service. The comments received will be addressed in the Board's decision. A supplemental EA or EIS may be issued where appropriate.

UNION PACIFIC RAILROAD COMPANY

By:



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

CERTIFICATE OF SERVICE
OF
NOTICE OF INTENT TO ABANDON

The undersigned hereby certifies that a copy of the foregoing Notice of Intent to Discontinue Service in Docket No. AB-33 (Sub-No. 209), over the Elberta Line extending from Spanish Fork to Iron King, including the Tintic Industrial Lead from milepost 5.52 near Spanish Fork to milepost 27.23 near Pearl; the Goshen Valley Branch from milepost 0.00 near Pearl to milepost 3.80 near Flora (equation: milepost 2.89 = milepost 2.98); and the Iron King Branch from milepost 0.00 near Flora to milepost 2.15 at Iron King, a total distance of 27.57 miles in Utah County, Utah, was served by first class mail (or by Certified Mail, if indicated) on the 14th day of August, 2007.

Significant Users

[49 CFR 1152.20(a)(2)(i)]

Deseret Mill & Elevators
C/O Mr. Rick LaFontaine
61 South 600 West
Kaysville, Utah 84037

State Officials and Federal Agencies

[49 CFR 1152.20(a)(2)(ii)-(xii)]

(VIA CERTIFIED MAIL)
Honorable Jon M. Huntsman, Jr.
Governor – State of Utah
Utah State Capitol Complex
East Office Building, Suite E220
Salt Lake City, Utah 84114-2220

U.S. Railroad Road Retirement Board
844 North Rush Street
Chicago, IL 60611-2092

Utah State Clearing House
Office of Planning and Budget
State Capitol Complex, Suite E210
Salt Lake City, UT 84114-1547

Utah Transportation Department
4501 S 2700 W, Box 143600
Salt Lake City, Utah 84114-3600

Department of Natural Resources
Division of Parks and Recreation
1594 W. North Temple
Salt Lake City, Utah 84114

National Park Service
Intermountain Region
12795 Alameda Pkwy.
Denver, CO 80228

U. S. Department of Transportation
Federal Railroad Administration
1120 Vermont Ave., NW
Washington, D. C. 20590

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

Utah Transit Authority
Kathryn Pett
Snell & Wilmer LLP
15 West South Temple, Suite 1200
Gateway Tower West
Salt Lake City, UT 84101

Headquarters – Railway Labor
Executive Association
400 North Capitol Street, Suite 850
Washington, D. C. 20001

U. S. Department of the Interior
National Park Service
Recreation Resources Assistance Div.
1849 C. Street, N.W.
Washington, D. C. 20240

USDA Forest Service
1400 Independence Ave., SW
Washington, D. C. 20250-0003

MTMCTEA
Attn: Railroads for National Defense
720 Thimble Shoals Boulevard, #130
Newport News, Virginia 23560-2574

Governor's Office of Economic
Development
Utah Governor's Office
Utah State Capitol Complex
East Office Building, Suite E220
PO Box 142220
Salt Lake City, UT 84118-2220

Utah State Cooperative Extension
Service – Utah County Administration
Bldg. - 100 East Center, Room L600
Provo, UT 84606

Public Service Commission
Heber M. Wells Building, 4th Flr.
160 East 300 South
Salt Lake City, UT 84111
Mail: PO Box 45585
Salt Lake City, UT 84145-0585

Headquarters of Labor Organizations Representing Employees

W. E. Morrow
General Chairman BMWED
100 E. Sage Street, PO Box 850
Lyman WY 82937-0850

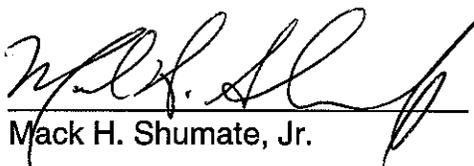
C. M. Morgan
General Chairman
3009 W. Colorado Ave., Suite C-1
Colorado Springs, CO 80904-2174

Grover Pankey
General Chairman BRS
1150 N. Mountain Ave., Suite 206
Upland CA 91786

D. L. Hazlett
General Chairman UTU
5990 SW 28th St., Suite F
Topeka, KS 66614-4181

Mr. T. J. Donnigan
General Chairman BLET
P. O. Box 609
Pocatello ID 83204-0609
Overnight Address:
150 South Arthur, Suite 315
Pocatello, ID 83204

Dated this 14th day of August, 2007.


Mack H. Shumate, Jr.

Union Pacific Railroad Company
101 North Wacker Drive, Room 1920
Chicago, IL 60606
312/777-2055
312/777-2065(Fax)