



CITY of MODESTO

*Parks,
Recreation and
Neighborhoods
Department*

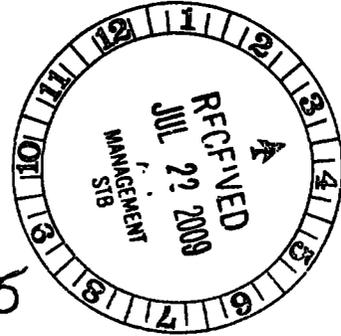
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*Hearing and Speech
Impaired Only
TDD 209/526-9211*

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Office of Proceedings

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225395

July 21, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

FILING FEE WAIVED

Dear Ms. Quinlan:

RE: Union Pacific Railroad Company Abandonment in Modesto, Escalon, Stanislaus and San Joaquin Counties, California; STB Docket No. AB-33 (sub-no. 278)

This request is filed on behalf of the City of Modesto, which is a government agency interested in transportation and recreation, hereinafter referred to as "proponent."

While not taking a position on the merits of this abandonment, proponent requests issuance of a Public Use Condition as well as a Certificate or Notice of Interim Trail Use rather than an outright abandonment authorization for the rail corridor between Pelandale Avenue in Modesto to just south of East Jones Avenue in Escalon, for a total of 5.18 miles.

A. Public Use Condition

Proponent requests the STB to find that this property is suitable for other public use, specifically trail use, and to place the following conditions on the abandonment:

1. An order prohibiting the carrier from disposing of the corridor, other than the tracks, ties and signal equipment, except of public use on reasonable terms. The justification for this condition is that the corridor would make an excellent recreational trail, and conversion of the property to trail use is in accordance with local plans. Modesto has already "Railbanked" four (4) miles of the rail corridor, south of Pelandale Avenue to downtown, and we have built the first 1.4 miles of trail and linear park. The conversion of this additional 5.18 miles to recreational trail use will augment the existing "Virginia Corridor Trail" project. The time period sought is 180 days from the effective date of the abandonment authorization. Proponent needs this much time because we have not had an opportunity to assemble or to review title information, complete a trail plan or commence negotiations with the carrier.

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2. An order barring removal or destruction of potential trail-related structures, such as bridges, trestles, culverts and tunnels. The justification for this condition is that these structures have considerable value for recreational trail purposes. The time period requested is 180 days from the effective date of the abandonment authorization for the same reason as indicated above.

B. Interim Trail Use

The railroad right-of-way in this proceeding is suitable for rail banking. In addition to the public use conditions sought above, proponent also make the following request:

STATEMENT OF WILLINGNESS TO ASSUME FINANCIAL RESPONSIBILITY

In order to establish interim trail use and rail banking under section 8(d) of the National Trails System act, 16 U.S.C. 1247(d), and 49 C.F.R. 1152.29, the City of Modesto is willing to assume full responsibility for management of , for any legal liability arising out of the transfer or use of (unless the user is immune from liability, in which case it need only indemnify the railroad against any potential liability), and for the payment of any and all taxes that may be levied or assessed against the right-of-way owned by the Union Pacific Railroad Company and operated by same.

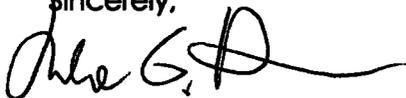
The property, known as the McHenry Industrial Lead, extends from railroad milepost 21.25 near East Jones Avenue to railroad milepost 26.43 near Pelandale Avenue, a distance of 5.18 miles in Stanislaus and San Joaquin Counties, California. The right-of-way is part of a line of railroad proposed for abandonment is STB Docket No. AB-33 (Sub278).

A map depicting the right-of-way is enclosed.

The City of Modesto acknowledges that use of the right-of-way is subject to the user's continuing to meet its responsibilities described above and subject to possible future reconstruction and reactivation of the right-of-way for rail service.

By my signature below, I certify service upon Union Pacific Railroad Company/Director of Real Estate-West/1800 Farnam Street/Omaha, Nebraska 68102, by Federal Express priority overnight delivery, on July 21, 2009.

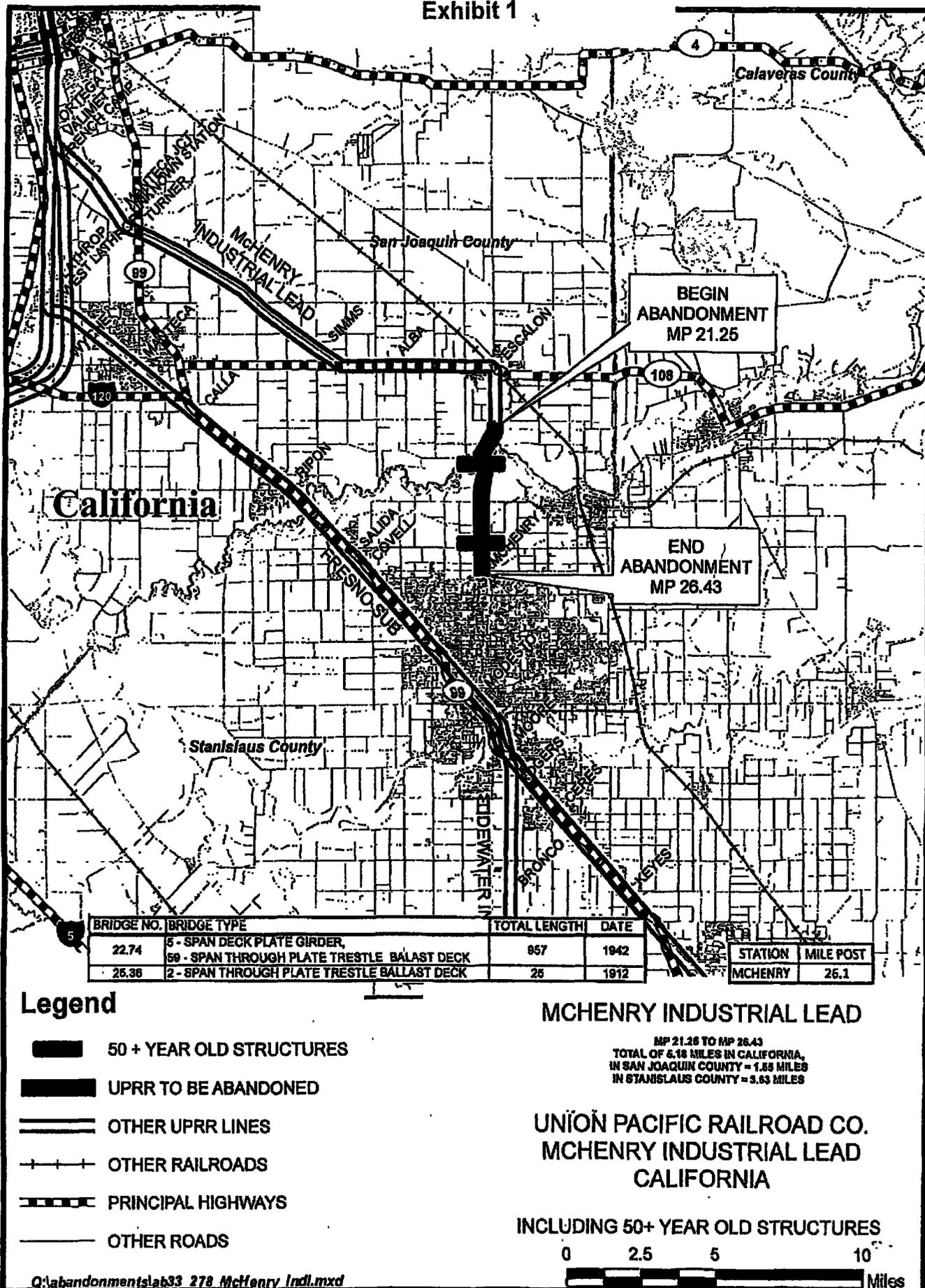
Sincerely,



Julie G. Hannon
Director

JGH:BF:mch
Enclosure

Exhibit 1



BRIDGE NO.	BRIDGE TYPE	TOTAL LENGTH	DATE
22.74	5 - SPAN DECK PLATE GIRDER	957	1942
25.36	2 - SPAN THROUGH PLATE TRESTLE BALLAST DECK	25	1912

STATION	MILE POST
MCHENRY	26.1

Legend

- 50 + YEAR OLD STRUCTURES
- UPRR TO BE ABANDONED
- OTHER UPRR LINES
- OTHER RAILROADS
- PRINCIPAL HIGHWAYS
- OTHER ROADS

MCHENRY INDUSTRIAL LEAD

MP 21.26 TO MP 26.43
 TOTAL OF 4.18 MILES IN CALIFORNIA,
 IN SAN JOAQUIN COUNTY = 1.83 MILES
 IN STANISLAUS COUNTY = 2.35 MILES

UNION PACIFIC RAILROAD CO.
 MCHENRY INDUSTRIAL LEAD
 CALIFORNIA

INCLUDING 50+ YEAR OLD STRUCTURES

