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THOMAS F. MCFARLAND

June 1, 2007

*By e-filing*

Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W., Suite 1149  
Washington, DC 20024

Re: Finance Docket No. 35002, *Savage, Bingham & Garfield Railroad Company -- Acquisition and Operation Exemption -- Union Pacific Railroad Company*

Finance Docket No. 35008, *Utah Transit Authority -- Acquisition Exemption -- Union Pacific Railroad Company in Salt Lake County, UT*

Dear Mr. Williams:

Utah Shipper Coalition (USC) has entered into a Settlement Agreement, dated May 30, 2007, with Utah Transit Authority (UTA), Union Pacific Railroad Company (UP), and the Savage, Bingham & Garfield Railroad Company (SBGR) regarding the subject matter of the above proceedings.

Based on the agreements between and among the parties to that Settlement Agreement, and subject to the condition identified below, USC hereby:

- (1) respectfully requests leave to withdraw its Petition for a Stay of the transactions in Finance Docket Nos. 35002 and 35008;
- (2) advises the Board that it supports the exemption sought in Finance Docket No. 35002, and does not oppose the Motion to Dismiss in Finance Docket No. 35008.

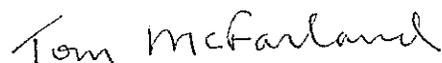
The request in No. 1 above and the positions expressed in No. 2 above are conditioned upon imposition by the Board of a condition to effectiveness of the exemption in Finance Docket No. 35002 whereby the Board would retain oversight over implementation of the transaction in that Docket for two years after the date on which passenger operations commence on the

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Bingham Industrial Lead, for the purpose of ensuring that the window for freight operations on that Lead is sufficient for SBGR to fulfill its common carrier obligation to shippers on that Lead or served via that Lead.

Respectfully submitted,



Thomas F. McFarland  
*Attorney for Utah Shipper Coalition*

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