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June 2, 2008

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Via Electronic Filing

The Honorable Anne Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

**RE: STB Docket No. AB-33 (Sub-No. 265X)--Abandonment and
Discontinuance of Trackage Rights on the Santa Monica Industrial
Lead, from Milepost 485.61 to Milepost 486.00**

Dear Secretary Quinlan

Attached is Union Pacific Railroad Company's Reply to James Riffin's Motion to Revoke Union Pacific's Notice of Exemption, filed on May 28, 2008 in the above-referenced matter.

Please do not hesitate to contact me if you have any questions

Sincerely,

Gabriel S. Meyer

Attachment

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket No. AB-33 (Sub-No. 265X)

**UNION PACIFIC RAILROAD COMPANY
--ABANDONMENT AND DISCONTINUANCE EXEMPTION--
IN LOS ANGELES COUNTY, CALIFORNIA
(SANTA MONICA INDUSTRIAL LEAD)**

**Reply to James Riffin's
Motion to Revoke Notice of Exemption**

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Dated and Filed: June 2, 2008

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket No. AB-33 (Sub-No. 265X)

**UNION PACIFIC RAILROAD COMPANY
-- ABANDONMENT AND DISCONTINUANCE EXEMPTION --
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**Reply to James Riffin's
Motion to Revoke Notice of Exemption**

Union Pacific Railroad Company ("UP") hereby replies to James Riffin's Motion to Revoke UP's Notice of Exemption ("Motion") in this matter, filed with the Board on May 28, 2008. As explained in this Reply, Mr. Riffin's Motion is frivolous and does not justify revocation of UP's exemption

I. Background.

On March 19, 2008, UP filed a Notice of Exemption to abandon the Santa Monica Industrial Lead from Milepost 485.61 to Milepost 485 69, and discontinue trackage rights over a segment of line extending from Milepost 485 69 to Milepost 486 00 (collectively, the "Line"). On April 16, Mr. Riffin filed a notice of intent to file an Offer of Financial Assistance ("OFA") to acquire the entire 0 39-mile Line. UP responded on April 23, explaining that only the 0 08-mile portion of the Line proposed for abandonment could be acquired through the OFA process, and that it was unsuitable for continued rail operations. In its May 7 decision

rejecting Mr Riffin's notice of intent to file an OFA, the Board agreed and stated, "there is essentially no possibility of Riffin providing freight rail service over the 0 08-mile segment of the line "¹

In his May 28 Motion, Mr. Riffin does not attempt to rebut the Board's decision rejecting his proposed OFA. Instead, he now challenges UP's abandonment and discontinuance by accusing UP of making false and misleading statements in its Notice of Exemption Mr. Riffin's claims are without merit, and the Board should reject his Motion

ii. The proposed abandonment would not create an unlawful stranded line segment.

Mr. Riffin asserts that UP's abandonment and discontinuance of trackage rights "would leave UP with stranded trackage rights between MP 486 00 and MP 487 72." Mr. Riffin is mistaken. The Interstate Commerce Commission authorized UP's discontinuance of trackage rights between Mileposts 486.00 and 487.72 in 1993.² As a result, following abandonment and discontinuance of the Line between Mileposts 485 61 and 486 00, no UP trackage rights will be "stranded" or severed from the national rail network

¹ *Union Pacific RR Co —Abandonment and Discontinuance of Trackage Rights Exemption—In Los Angeles County, CA—In the Matter of an Offer of Financial Assistance*, STB Docket No AB-33 (Sub-No. 265X), STB served May 7, 2008, at 2.

² *Southern Pacific Transp. Co —Discontinuance of Service Exemption—In Los Angeles County, CA*, AB-12 (Sub-No. 154X), ICC served Sept. 28, 1993.

III. The Line proposed for abandonment and discontinuance is not stub-ended.

Mr Riffin further accuses UP of failing to reveal that the Line is stub-ended. This Line is not stub-ended. It abuts UP's Wilmington Subdivision at Milepost 485.61, and trackage owned by the Los Angeles County Metropolitan Transportation Authority ("LACMTA") at Milepost 486.00.

IV. UP did not fail to disclose that the Los Angeles County Metropolitan Transportation Authority retained a common carrier obligation over a portion of the Line.

Mr Riffin further suggests that because UP did not explicitly state that LACMTA retained a residual common carrier obligation over the segment of the Line between Mileposts 485.69 and 486.00, the Board should revoke UP's Notice of Exemption. Once again, Mr. Riffin is misguided. Although UP noted in its Notice of Exemption that the portion of the Line for which it sought discontinuance of trackage rights was owned by LACMTA, it was not required to specify that LACMTA retained the residual common carrier obligation for that portion of the Line. LACMTA's residual common carrier obligation is a matter of public record. UP was only required to disclose its own obligations with respect to that portion of the Line, which it did.

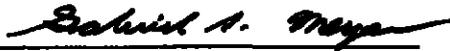
V. Conclusion.

Mr Riffin's frivolous accusations provide no basis for the Board to revoke UP's Notice of Exemption, and UP therefore respectfully requests that the Board issue a decision rejecting his Motion to Revoke UP's Notice of Exemption.

Dated this 2nd day of June, 2008

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY



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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of Union Pacific Railroad Company's Reply to James Riffin's Motion to Revoke Union Pacific's Notice of Exemption was served by prepaid first class mail on the 2nd day of June, 2008, upon the following parties

Mr. James Riffin
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Dated this 2nd day of June, 2008.



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