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VIA E-FILING

The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Proposed Abandonment of the Memphis Subdivision from M. P. 387.0 to M. P. 389.61, a distance of 2.61 miles in Shelby County, Tennessee (the "Line"); STB Docket No. AB-33 (Sub-No. 258X)

**REQUEST FOR EXTENSION OF TIME
TO CONSUMMATE ABANDONMENT**

Dear Ms. Brown:

Union Pacific Railroad Company ("Union Pacific") has cancelled all tariffs and has ceased all common carrier operations with regard to the Line. The original one year anniversary of the filing of the Notice of Exemption is August 20, 2009. The proceeding was reopened and by decision with a service date of September 17, 2008, both a NITU for trail use and a public use condition were imposed for 180 days.

Specifically, the Greater Memphis Green line ("GMG") desired to establish a trail on the Line and the Board imposed a restriction on the salvage of any trail related structures. The NITU was extended for an additional 180 days by Board Decision with a service date of February 27, 2009. As required by the Board's decision concerning salvage of the Line, both the U.S. Fish and Wildlife Service ("FWS") and the Tennessee Department of Environment and Conservation, Water Pollution Control Office ("DEQ") were contacted prior to salvaging the track structure on the Line. If the proposed trail use of the Line by GMG did not occur, the FWS and DEQ required that additional contacts be made before removal of the bridge over Cypress Creek. The GMG has now terminated its request for trail use on the Line. However, before Union Pacific can salvage the bridge over Cypress Creek, Union Pacific, or its salvage contractor, must again consult with both the FWS and DEQ to satisfy their legal and regulatory requirements (barriers) before Union Pacific can complete the salvage process of the Line and consummate the abandonment.

The real property upon which the track structure of the Line and the Cypress Creek bridge sits is at least in part reversionary and therefore Union Pacific desires to salvage such rail and the

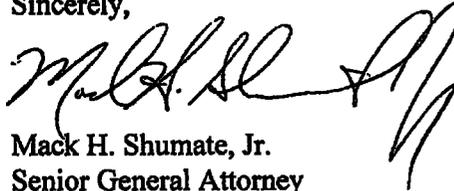
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bridge property prior to consummation to avoid any potential claims by adjacent landowners. Union Pacific's Engineering Department is in the bid process for the salvaging of the Cypress Creek Bridge on the Line. Upon award to the successful bidder, salvaging of the Cypress Creek Bridge will commence after the required consultation with the FWS and DEQ

Therefore, Union Pacific respectfully requests a six (6) month extension of time, commencing on the date of this filing, to satisfy the outstanding legal and regulatory barriers preventing salvage of the Cypress Creek Bridge and final consummation of the abandonment of the Line. Upon completion of salvage of the Cypress Creek Bridge, Union Pacific will file its notice of consummation with the Board.

Sincerely,



Mack H. Shumate, Jr.
Senior General Attorney

cc: Mr. Robert Pack
Tennessee Department of Transportation