

UNION PACIFIC RAILROAD
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Elisa B. Davies General Attorney

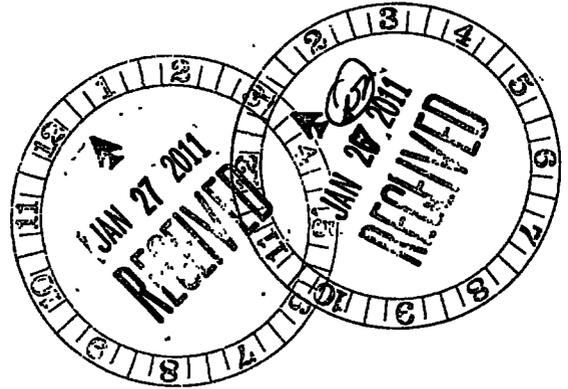
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January 26, 2011

VIA UPS OVERNIGHT

Chief, Section of Administration
Surface Transportation Board
395 E Street, SW, Room #100
Washington, DC 20423-0001



Re: Finance Docket No. 34554 (Sub-No. 15); Union Pacific Railroad Company --Temporary Trackage Rights Exemption (Modification) – BNSF Railway Company

Ladies and Gentlemen:

Attached for filing in the above proceeding is Union Pacific's Railroad Company's Petition for Partial Revocation of Class Exemption to Permit Expiration of Temporary Trackage Rights. Also enclosed is a payment form in the amount of \$250.00 for the filing fee required by 49 C.F.R. § 1002.2(f), Part V (61).

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

Sincerely,


Elisa B. Davies

FILED
JAN 27 2011
SURFACE
TRANSPORTATION BOARD

cc: (w/attachments)
Sarah Bailiff, Esq. - BNSF

FEE RECEIVED
JAN 27 2011
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ENTERED
Office of Proceedings
JAN 27 2011
Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34554 (SUB-NO. 15)

ENTERED
Office of Proceedings

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UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION) --
BNSF RAILWAY COMPANY

PETITION FOR PARTIAL REVOCATION OF CLASS EXEMPTION
TO PERMIT EXPIRATION OF TEMPORARY TRACKAGE RIGHTS

UNION PACIFIC RAILROAD COMPANY

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General Attorney
1400 Douglas Street, Stop 1580
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FILED

JAN 27 2011

SURFACE
TRANSPORTATION BOARD

Dated: January 26, 2011
Filed: January 27, 2011

FEE RECEIVED

JAN 27 2011

SURFACE
TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34554 (SUB-NO. 15)

**UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION) --
BNSF RAILWAY COMPANY**

**PETITION FOR PARTIAL REVOCATION OF CLASS EXEMPTION
TO PERMIT EXPIRATION OF TEMPORARY TRACKAGE RIGHTS**

Pursuant to 49 U.S.C. § 10502(d) and the regulations of the Surface Transportation Board at 49 C.F.R. § 1121, Union Pacific Railroad Company ("UP") hereby seeks partial revocation of the Board's trackage rights class exemption, 49 C.F.R. § 1180.2(d)(7), in Finance Docket No. 34554, as necessary to allow the UP/BNSF trackage rights arrangement which is the subject of this proceeding to expire, as expressly desired by both parties, on December 18, 2010.¹ Revoking the class exemption as necessary to allow that action is consistent with the rail transportation policy of 49 U.S.C. § 10101 and will promote efficient and competitive rail service.

¹ Since the trackage rights covered by the Notice of Exemption in Finance Docket No. 34554 are "local" rather than "overhead" rights, the Board's class exemption for temporary trackage rights, 49 C.F.R. § 1180.2(d)(8), is not applicable to this transaction.

DISCUSSION

Concurrently with this Petition, UP is filing a Notice of Exemption pursuant to 49 C.F.R. § 1180.2(d)(7), covering a modification of the temporary local trackage rights originally exempted in Finance Docket No. 34554. The trackage rights apply over a line of BNSF Railway Company ("BNSF") between BNSF Milepost 579.3 near Mill Creek, OK to BNSF Milepost 631.1 near Joe Junction, TX, a distance of approximately 52 miles, and are intended to allow the movement of loaded and empty UP ballast trains to be used in UP maintenance of way projects. The modification covered by the Notice of Exemption is the extension of the December 18, 2010 expiration date so that the trackage rights will expire on or about about December 18, 2011.

While UP and BNSF expressly intend that these trackage rights are only temporary, trackage rights authorized under the § 1180.2(d)(7) class exemption normally would remain effective indefinitely, regardless of any durational contract provisions. See, e.g., STB Ex Parte No. 282 (Sub. No. 20) Railroad Consolidation Procedures -- Exemption for Temporary Trackage Rights (not printed), served February 10, 2003, pp. 2-3 ("Temporary Trackage Rights"). Accordingly, UP is filing this Petition to permit the trackage rights to expire on or about December 18, 2011, as provided in the underlying trackage rights agreement.

The Board has routinely granted petitions to permit temporary trackage rights to expire (either as exemptions or partial revocations) similar to that sought herein, see, e.g., Temporary Trackage Rights, supra, p. 3; Finance Docket No. 34554 (Sub-No. 1), Union Pacific Railroad Company -- Trackage Rights Exemption -- The Burlington Northern and Santa Fe Railway Company, served November 24, 2004; Finance Docket

No. 34242 (Sub. No. 1), The Burlington Northern and Santa Fe Railway Company -- Trackage Rights Exemption -- Union Pacific Railroad Company, served October 7, 2002.

Granting this Petition to permit the trackage rights to expire in accordance with the underlying agreement would be entirely consistent with the exemption standards of 49 U.S.C. § 10502. Limiting the term of the trackage rights is consistent with the limited scope of the transaction covered by the Notice of Exemption in Finance Docket No. 34554 (Sub-No. 14) and will have no adverse impact on shippers. The grant of this Petition is essential for the benefits of the trackage rights in Finance Docket No. 34554 (Sub-No. 14) to be realized. As noted above, the temporary nature of the trackage rights is a key part of the agreement of the two carriers, and the trackage rights would not have been granted without this feature. Denial of this Petition would result in a loss of all these benefits, since the parties are unlikely to reach any other feasible arrangement which would allow UP to use BNSF's line.

The applicable labor protective conditions for the discontinuance of the temporary trackage rights pursuant to this petition are those imposed in Oregon Short Line Railroad Co. -- Abandonment -- Goshen, 360 I.C.C. 91 (1979).

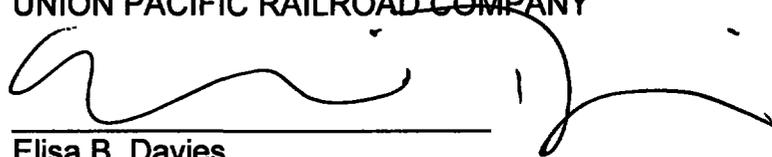
WHEREFORE, UP respectfully requests the Board to partially revoke the Class Exemption for trackage rights to the extent necessary to permit the trackage rights

authorized in STB Finance Docket No. 34554 to expire on or about December 18, 2011,
in accordance with the terms of the underlying trackage rights agreement.

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY

By: _____



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CERTIFICATE OF SERVICE

I certify that I have this day served a copy of the foregoing document upon
the following by first class United States mail.

Sarah Bailiff, Esq.
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76161-2828

Dated at Omaha, Nebraska this 26th day of January, 2011.



Elisa B. Davies