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March 22, 2010

BY HAND

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423



226679

Re: Docket No. 42104, *Entergy Arkansas, Inc. and Entergy Services, Inc. v. Union Pacific Railroad Company and Missouri & Northern Arkansas Railroad Company, Inc.*
Finance Docket No. 32187, *Missouri & Northern Arkansas Railroad Company, Inc. – Lease, Acquisition and Operation Exemption – Missouri Pacific Railroad Company and Burlington Northern Railroad Company*

226680

Dear Ms. Brown:

Enclosed for filing in the above-referenced dockets are an original and ten copies of Union Pacific Railroad Company's Reply to Entergy's Motion for Leave to File Second Amended Complaint.

Thank you for your attention to this matter.

Sincerely,

Michael L. Rosenthal
Counsel for Union Pacific
Railroad Company

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Office of Proceedings
MAR 22 2010
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Public Record

cc: Parties of Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ENTERGY ARKANSAS, INC. and
ENTERGY SERVICES, INC., Complainants,

v.

UNION PACIFIC RAILROAD COMPANY and
MISSOURI & NORTHERN ARKANSAS
RAILROAD COMPANY, INC., Defendants.

MISSOURI & NORTHERN ARKANSAS R.R. –
LEASE, ACQUISITION AND OPERATION
EXEMPTION – MISSOURI PACIFIC R.R.
and BURLINGTON NORTHERN R.R.

Docket No. 42104



226680
Finance Docket No. 32187

**UNION PACIFIC'S REPLY TO ENTERGY'S MOTION FOR LEAVE
TO FILE SECOND AMENDED COMPLAINT**

Union Pacific Railroad Company ("UP") takes no position with respect to the Motion for Leave to File Second Amended Complaint filed March 11, 2010, by Entergy Arkansas, Inc., and Entergy Services, Inc. (collectively, "Entergy"). UP will work with the other parties to develop appropriate adjustments to the procedural schedule, if necessary.

Respectfully submitted,



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Attorneys for Union Pacific Railroad Company

March 22, 2010

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CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, hereby certify that, on this 22nd day of March, 2010, I caused a copy of Union Pacific Railroad Company's Reply to Entergy's Motion for Leave to File Second Amended Complaint to be served by first class mail, postage prepaid, on all parties of record in Docket No. 41204 and Finance Docket No. 32187.


Michael L. Rosenthal