

# COVINGTON & BURLING LLP

1201 PENNSYLVANIA AVENUE NW  
WASHINGTON, DC 20004-2401  
TEL 202 662 6000  
FAX 202 662 6291  
WWW.COV.COM

BEIJING  
BRUSSELS  
LONDON  
NEW YORK  
SAN DIEGO  
SAN FRANCISCO  
SILICON VALLEY  
WASHINGTON

MICHAEL L. ROSENTHAL  
TEL 202 662 5448  
FAX 202 778.5448  
MROSENTHAL@COV.COM

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

ENTERED  
Office of Proceedings  
MAR 22 2010  
Part of  
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,

A handwritten signature in cursive, appearing to read 'Linda J. Morgan'.

LINDA J. MORGAN  
MICHAEL L. ROSENTHAL  
SCOTT A. FRELING  
Covington & Burling LLP  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
Telephone: (202) 662-6000

J. MICHAEL HEMMER  
GAYLA L. FLETCHER  
LOUISE A. RINN  
Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, Nebraska 68179  
Telephone: (402) 544-3072

*Attorneys for Union Pacific Railroad Company*

March 22, 2010

ENTERED  
Office of Proceedings  
MAR 22 2010  
Part of  
Public Record

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