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KARL MORELL

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December 13, 2010

E-File

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

Re: STB Finance Docket No. 35452, Wichita, Tillman & Jackson  
Railway Company – Lease Renewal Exemption – Union Pacific  
Railroad Company

Dear Ms. Brown:

On December 10, 2010 we filed on behalf of Wichita, Tillman & Jackson Railway Company ("WTJR") a Notice of Exemption under 49 C.F.R. § 1180.2(d)(4). Attached please find the Renewal of Lease Agreement WTJR has forwarded to Union Pacific Railroad Company ("UP"). WTJR has signed its counterpart but has not yet received a response from UP.

If you have any questions or require additional information, please contact me.

Sincerely yours,



Karl Morell

Enclosure

**[REDACTED]**

**RENEWAL OF LEASE AGREEMENT  
BY AND BETWEEN  
UNION PACIFIC RAILROAD COMPANY  
AND  
WICHITA, TILLMAN & JACKSON RAILWAY COMPANY**

WHEREAS, Missouri Pacific Railroad Company and Wichita, Tillman & Jackson Railway Company entered into a Lease Agreement as more fully described as the "ALTUS PACKAGE" on, or about January 12, 1991, a copy of which, including all subsequent Supplements, is incorporated herein by reference.

WHEREAS, Union Pacific Railroad Company, by its acquisition of the Missouri Pacific Railroad Company, assumed said Lease Agreement.

WHEREAS, Union Pacific Railroad Company and Wichita, Tillman & Jackson Railway Company have been in discussions regarding renewal of said lease.

NOW, THEREFORE, the parties hereby agree as follows:

1. The Lease Agreement set forth as described above shall be renewed in all aspects.
2. Said Lease Agreement renewal shall commence at 12:01 A.M., January 12, 2011. The current Lease Agreement as described above shall remain in full force and effect until said date.

In witness whereof, the parties have hereto caused this Agreement to be duly executed on their behalf on the date as noted below.

**UNION PACIFIC RAILROAD COMPANY**

Dated: \_\_\_\_\_, 2010

By: \_\_\_\_\_

Its: \_\_\_\_\_

**ATTEST:**

\_\_\_\_\_

State of

County of

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me, a Notary Public in and for said State, personally appeared \_\_\_\_\_, known to me to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she executed the same.

\_\_\_\_\_

Notary Public

My Commission Expires:

**WICHITA, TILLMAN & JACKSON RAILWAY COMPANY**

Dated: \_\_\_\_\_, 2010

By: \_\_\_\_\_

Its: \_\_\_\_\_

**ATTEST:**

\_\_\_\_\_

State of

County of

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\_\_\_\_\_

Notary Public

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Notary Public

My Commission Expires:

**WICHITA, TILLMAN & JACKSON RAILWAY COMPANY**

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