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(Sub 24)

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SERVICE DATE - OCTOBER 3, 1997

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 32760 (Sub-No. 24)]

The Burlington Northern and Santa Fe Railway Company--Trackage Rights Exemption--Union Pacific Railroad Company and Southern Pacific Transportation Company

The Union Pacific Railroad Company (UP) and Southern Pacific Transportation Company (SP) have agreed to grant overhead trackage rights and certain local access rights to The Burlington Northern and Santa Fe Railway Company as follows: (a) over a rail line owned by SP extending from milepost 212.7 near Tower 105 at San Antonio, TX; and (b) over a rail line owned by UP extending from milepost 235.9 near Craig Junction, TX, to milepost 259.8 near SP Junction (Tower 112) via Fratt, TX, a total distance of approximately 25.6 miles, for the purpose of serving CPSB's (City Public Service Board of San Antonio) facilities at Elmendorf, TX. The transaction was expected to be consummated on September 24, 1997.¹

These trackage rights are related to conditions imposed as part of the UP/SP merger in Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company--Control and Merger--Southern Pacific Rail Corporation, Southern Pacific

¹ Under 49 CFR 1180.4(g)(1), a trackage rights exemption is effective 7 days after the notice is filed. Although applicant indicated that the proposed transaction would be consummated on September 22, 1997, the notice was not filed until September 17, 1997, and thus the proposed transaction could not be consummated before the September 24, 1997 effective date.

STB Finance Docket No. 32760 (Sub-No. 24)

Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company, Finance Docket No. 32760 (Decision No. 44) (STB served Aug. 12, 1996); (Decision No. 52) (STB served Sept. 10, 1996); and (Decision No. 61) (STB served Nov. 20, 1996).

As a condition to this exemption, any employees affected by the trackage rights will be protected by the conditions imposed in Norfolk and Western Ry. Co.--Trackage Rights--BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast Ry., Inc.--Lease and Operate, 360 I.C.C. 653 (1980).

This notice is filed under 49 CFR 1180.2(d)(7). If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 32760 (Sub-No. 24), must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001 and served on: Erika Z. Jones,

STB Finance Docket No. 32760 (Sub-No. 24)

Mayer, Brown & Platt, 2000 Pennsylvania Avenue, N.W., Washington, DC 20006 and Arvid E.

Roach II, Covington & Burling, 1201 Pennsylvania Avenue, N.W., P. O. Box 7566, Washington,

DC 20044-7566.

Decided: September 26, 1997.

By the Board, David M. Konschnik, Director, Office of Proceedings.

A handwritten signature in cursive script that reads "Vernon A. Williams". The signature is written in dark ink and is positioned above the printed name.

Vernon A. Williams

Secretary

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