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ATTORNEYS AT LAW

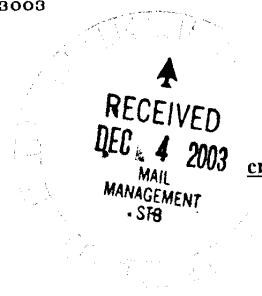
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December 4, 2003

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Room 711
Washington, D.C. 20423

ENTERED
Office of Proceeding

DEC - 5 2003

Part of
Public Record

Re: Docket No. 42077, Arizona Public Service Co. & PacifiCorp v.
The Burlington Northern and Santa Fe Railway Company

Dear Secretary Williams:

Please find enclosed for filing in the above-referenced proceeding an original and ten copies of Complainants Arizona Public Service Company and PacifiCorp's Request for Withdrawal. A diskette containing an electronic copy of the submission (in WordPerfect) is enclosed.

An additional copy of the filing also is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Sincerely,

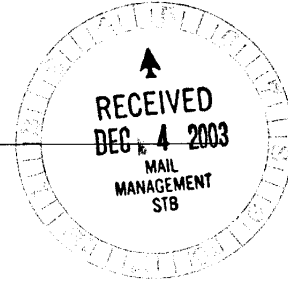
C. Michael Loftus
An Attorney for
Arizona Public Service Company
and PacifiCorp

Enclosure

cc: Counsel for Defendant

209544

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



ARIZONA PUBLIC SERVICE COMPANY,
and PACIFICORP,

Complainants

v.

THE BURLINGTON, NORTHERN AND
SANTA FE RAILWAY COMPANY,

Defendant.

Docket No. 42077

ENTERED
Office of Proceedings

DEC - 5 2003

Part of
Public Record

REQUEST FOR WITHDRAWAL

ARIZONA PUBLIC SERVICE COMPANY
400 North 5th Street
Phoenix, AZ 85004

PACIFICORP
825 N.E. Multnomah Street
Portland, OR 97232

OF COUNSEL:

By: C. Michael Loftus
Christopher A. Mills
Frank J. Pergolizzi
Peter A. Pfohl
1224 Seventeenth Street, NW
Washington, DC 20036
(202) 347-7170

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, DC 20036

Dated: December 4, 2003

Attorneys for Complainant

	)	
	)	
ARIZONA PUBLIC SERVICE COMPANY,	)	
and PACIFICORP,	)	
	)	
Complainants	)	
	)	
v.	)	Docket No. 42077
	)	
THE BURLINGTON, NORTHERN AND	)	
SANTA FE RAILWAY COMPANY,	)	
	)	
Defendant.	)	
	)	
	)	

Complainants Arizona Public Service Company and PacifiCorp (collectively “APS/PacifiCorp”) filed their Complaint initiating this action on January 30, 2003. APS/PacifiCorp also filed, the same date, their Reply to Petition to Reopen and Vacate Rate Prescription in Docket No. 41185, *Arizona Public Service Company and PacifiCorp v. The Burlington Northern And Santa Fe Railway Company* and their Petition to Consolidate this Docket No. 42077 and Docket No. 41185. As the Petition to Consolidate explained, it was APS/PacifiCorp’s intention to present a single, combined SAC analysis for purposes of both proceedings.

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by the Board for the reopened proceedings in Docket No. 41185 rendered consolidation inappropriate. In a Decision in Docket No. 41185 served October 14, 2003, the Board denied APS/PacifiCorp's Petition for Reconsideration which requested, *inter alia*, that the Board remove the restrictions imposed by the May 12, 2003 Decision on the scope of the SAC analysis on reopening and grant consolidation with this Docket No. 42077.

Because of the Board's rulings in the May 12 and October 14 Decisions, development and presentation of a common SAC analysis for this proceeding and Docket No. 41185 is not possible. Without waiving their rights to judicial review of those Decisions, APS/PacifiCorp are proceeding with Docket No. 41185 in the manner permitted by the Board. Under these circumstances, APS/PacifiCorp have determined that proceeding with this Docket No. 42077 at this time is not in their best interest. As no procedural schedule has been entered by the Board in this docket, and very little discovery has been conducted by the parties, APS/PacifiCorp do not believe that either party will be prejudiced by this action, nor do they believe the Board has devoted significant time or resources on this matter.

WHEREFORE, APS/PacifiCorp hereby withdraw their Complaint without prejudice, and respectfully request that the Board enter an order approving such withdrawal without prejudice and discontinuing this proceeding.

Respectfully submitted,

ARIZONA PUBLIC SERVICE COMPANY
400 North 5th Street
Phoenix, AZ 85004

PACIFICORP
825 N.E. Multnomah Street
Portland, OR 97232

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, DC 20036

Dated: December 4, 2003

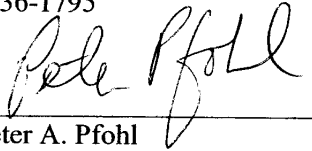
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Attorneys for Complainant

CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of December, 2003, I served a copy of the foregoing Request for Withdrawal by hand delivery on designated outside counsel for BNSF, as follows:

Samuel M. Sipe, Jr.
Linda S. Stein
Steptoe & Johnson, L.L.P.
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795



Peter A. Pfohl