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**BEFORE THE
SURFACE TRANSPORTATION BOARD**



FINANCE DOCKET NO. 34252

**UNION PACIFIC RAILROAD COMPANY
- OPERATION EXEMPTION -
IN YOLO COUNTY, CALIFORNIA**

**CERTIFICATE OF COMPLIANCE
WITH 49 C.F.R. §§1150.32(e) AND 1150.35(c)**

ENTERED
Office of Proceedings
OCT 21 2002
Part of
Public Record

UNION PACIFIC RAILROAD COMPANY

Robert T. Opal
General Commerce Counsel
1416 Dodge Street, Room 830
Omaha, Nebraska 68179
(402) 271-3072

Dated: October 18, 2002

Filed: October 21, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34252

UNION PACIFIC RAILROAD COMPANY
- OPERATION EXEMPTION -
IN YOLO COUNTY, CALIFORNIA

CERTIFICATE OF COMPLIANCE
WITH 49 C.F.R. §§1150.32(e) AND 1150.35(c)



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Pursuant to 49 C.F.R. §§1150.32(e) and 1150.35(d), Robert T. Opal, hereby certifies that the posting and service requirements of 49 C.F.R. §§1150.32(e) and 1150.35(c) have been complied with in the above proceeding as follows:

§1150.32(e). On September 11, 2002, copies of the attached "Notice to Employers of Intent to Undertake Exempt Transaction" were posted at the workplaces of the employees on the affected line and were served by first class United States mail upon the national offices of the labor unions with employees on the affected line. Copies of the Notice and the service list for the notice are attached at Appendix 1.

§1150.35(c). On October 1, 2002, copies of a "Notice of Intent to File Verified Notice of Exemption" were served by first class United States mail upon each of the

APPENDIX 1

SERVICE LIST – LABOR NOTICE FINANCE DOCKET NO. 34252

Don M. Hahs, International President
Brotherhood of Locomotive Engineers
1370 Ontario Street
Cleveland, OH 44113-1702

Byron A. Boyd, Jr., President
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

W. D. Pickett, Jr., President
Brotherhood of Railroad Signalmen
P.O. Box U
Mt. Prospect, IL 60056

M. A. Fleming, President
Brotherhood of Maintenance of Way Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076

UNION PACIFIC RAILROAD COMPANY
NOTICE TO EMPLOYEES
OF
INTENT TO UNDERTAKE EXEMPT TRANSACTION
SEPTEMBER 11, 2002

Union Pacific Railroad Company ("UP") hereby gives notice that, on or about October 17, 2002, it intends to file with the Surface Transportation Board a Notice of Exemption under the provisions of 49 CFR Part 1150, Subpart D in Finance Docket No. 34252, Union Pacific Railroad Company – Operations Exemption – In Yolo County, CA. The transaction covered by the notice of exemption involves the operation of UP, as a common carrier, over the following trackage: (i) trackage owned by the Sacramento-Yolo Port District beginning at the point of connection between the Port trackage and UP trackage near milepost 1.61 (east of the intersection of Jefferson Boulevard and Stone Boulevard) in West Sacramento, extending to the end of the Port trackage near former SP milepost 92.8, including access to connecting industrial, spur and storage tracks; and (ii) over UP owned trackage serving the West Sacramento Port Center beginning at the division of ownership between Port and UP trackage near milepost 2.32 (Stone Boulevard) to the end of the UP trackage near milepost 5.70, including access to connecting industrial, spur and storage tracks

UP currently operates over all of the subject trackage as exempt industrial trackage. The effect of the transaction will simply be to change the legal status of UP's existing operations over the subject trackage, not the operations themselves. As such, no rearrangement of forces will be required on UP as a result of this transaction and it is not anticipated there will be any effect on UP employees. No additional jobs will be available at UP as a result of this transaction.

UNION PACIFIC RAILROAD COMPANY

APPENDIX 2

SERVICE LIST – NOTICE OF INTENT FINANCE DOCKET NO. 34252

GOVERNMENT RECIPIENTS:

The Honorable Gray Davis
Governor
State Capitol Building
Sacramento, CA 95814

Mr. Jeff Morales
Director
CALTRANS
1120 N Street
Sacramento, CA 95814

Mr. Wes Franklin
Executive Director
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

LABOR RECIPIENTS:

Don M. Hahs, International President
Brotherhood of Locomotive Engineers
1370 Ontario Street
Cleveland, OH 44113-1702

Byron A. Boyd, Jr., President
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

W. D. Pickett, Jr., President
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P.O. Box U
Mt. Prospect, IL 60056

M. A. Fleming, President
Brotherhood of Maintenance of Way Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076

SHIPPER RECIPIENTS:

California Distributors
2080 Enterprise Blvd
West Sacramento, CA 95691

Capitol Coors
2424 Del Monte
West Sacramento, CA 95691-3808

Farmers Rice Coop
2525 Natomas Park Drive
West Sacramento, CA 95833-2927

Marubeni America
104 Western Avenue
Portland, TN 37148

Prodica LLC (Agrium US)
3961 Channel Drive
West Sacramento, CA 95691

Treasure Chest Advertising (Vertis)
1631 Terminal Street
Yolo Port, CA 95691-3827

Weyerhaeuser Lumber
1925 Enterprise Blvd
West Sacramento, CA 95691.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34252

**UNION PACIFIC RAILROAD COMPANY
– OPERATION EXEMPTION –
IN YOLO COUNTY, CALIFORNIA**

**NOTICE OF INTENT OF
UNION PACIFIC RAILROAD COMPANY
TO FILE VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. PART 1150, SUBPART D**

UNION PACIFIC RAILROAD COMPANY

Robert T. Opal
General Commerce Counsel
1416 Dodge Street, Room 830
Omaha, Nebraska 68179
(402) 271-3072

Dated: October 1, 2002

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34252

**UNION PACIFIC RAILROAD COMPANY
– OPERATION EXEMPTION –
IN YOLO COUNTY, CALIFORNIA**

**NOTICE OF INTENT OF
UNION PACIFIC RAILROAD COMPANY
TO FILE VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. PART 1150, SUBPART D**

Union Pacific Railroad Company ("UP") gives notice that, on or about October 17, 2002, it intends to file with the Surface Transportation Board, Washington, D.C. 20423, a Notice of Exemption pursuant to 49 C.F.R. Part 1150, Subpart D. The transaction to be covered by the Notice of Exemption involves the operation by UP, as a common carrier, of approximately 6.3 route miles of railroad owned by the Sacramento-Yolo Port District ("Port") and by Union Pacific Railroad, as more particularly described below.

UP is currently operating over the subject trackage as exempt industrial trackage. The effect of this transaction will be to change the legal status of these operations to regulated common carrier service. No changes in operations are anticipated as a result of this transaction.

The following information is furnished in accordance with the requirements of 49 C.F.R. §§1150.33 and 1150.35:

§1150.33(a) Name and Address of Applicant.

The full name and address of the applicant is as follows:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

§1150.33(b) Applicant's Representative.

UP's representative to whom correspondence regarding this transaction should be addressed is as follows:

Robert T. Opal
General Commerce Counsel
Union Pacific Railroad Company
1416 Dodge Street, Room 830
Omaha, Nebraska 68179
402/271-3072 (Phone)
402/271-5610 (Fax)

§1150.33(c) Agreements.

The operations covered by the transactions are covered primarily by two existing agreements:

Agreement dated February 12, 1951, between Southern Pacific Railroad Company ("SP") and the Port, as amended and supplemented.

Agreement dated September 1, 1966, between SP, Sacramento Northern Railway Co. and the Port, as amended and supplemented.

§1150.33(d) Operator of the Property.

UP will be the operator of the property covered by this transaction.¹

§1150.33(e) Summary of Proposed Transaction.

UP and its predecessor have operated over subject Port trackage covered by this transaction since 1950 and the subject UP trackage since 1966. The purpose of this transaction is to change the legal status of UP's operations on this track to that of a regulated common carrier. Currently, UP operates over this track as exempt industrial track under 49 U.S.C. §10906.

§1150.33(e)(1) Name and Address of Railroad Transferring the Subject Property.

Not applicable. The properties are either owned by the Port, a non-common carrier, or are already owned by UP.

§1150.33(e)(2) Proposed Consummation Date.

UP currently anticipates that it will consummate this transaction on or about November 11, 2002.

§1150.33(e)(3) Mileposts.

The trackage covered by this transaction extends (i) from point of connection between Port and UP trackage near milepost 1.61 (east of the intersection of Jefferson and Stone Boulevards) in West Sacramento, California, extending to the end of the Port trackage near former SP milepost 92.8, including access to all connecting spur, industrial, team, switching and side tracks ("Auxiliary Trackage"), and (ii) over UP-

¹ Yolo Shortline Railroad Company ("YSLR") also has contractual rights to operate over some of the Port trackage (but not the UP trackage) pursuant to an agreement dated October 10, 2001, between YSLR and the Port.

owned trackage serving the West Sacramento Port Center beginning at the division of ownership between Port and UP trackage near milepost 2.32 (Stone Boulevard) to the end of the UP trackage near milepost 5.70, including access to all connecting Auxiliary Trackage.

§1150.33(e)(4) Total Route Miles.

The total route mileage of the trackage involved in this transaction is approximately 6.3 miles (excluding Auxiliary Trackage). None of this trackage is technically being "acquired" by UP in this transaction.

§1150.33(f) Map.

A map showing the trackage covered by this transaction is attached as Exhibit A to this notice.

§1150.33(g) Certification of Class III Status.

No applicable.

§1150.35(b)(1) General Statement of Service Intentions.

UP and its predecessors (SP and SN) have been providing service over the subject Port trackage since 1950 and over the subject UP trackage since 1966. UP currently provides five-day per week service.

UP does not anticipate any change in current operations as a result of this transaction. Indeed, one of the purposes of this transaction is to prevent YSLR from

involuntarily terminating UP's operations over the Port trackage under the February 12, 1951, SP-Port agreement.²

§1150.35(b)(2) General Statement of Labor Impacts.

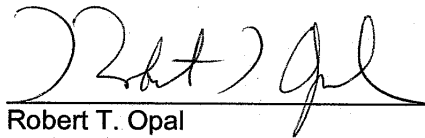
UP anticipates that there will be no labor impacts as a result of this transaction.

As discussed above, the effect of the transaction will be simply to change the legal status of UP's existing operations over the subject trackage, not the operations themselves.

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY

By:



Robert T. Opal
General Commerce Counsel
1416 Dodge Street, Room 830
Omaha, Nebraska 68179
(402) 271-3072

² By notice of exemption in STB Finance Docket No. 34114 served November 20, 2001, YSLR was permitted to acquire by assignment certain Port agreements applicable to the subject trackage, including the February 12, 1951, and September 1, 1966, agreements referenced to in the response to §1150.33(c) above. On November 16, 2001, YSLR purported to terminate UP's rights under the 1951 agreement effective November 16, 2002. YSLR did not disclose to the STB in its notice of exemption in Finance Docket No. 34114 that it intended to involuntarily terminate any of the agreements covering UP's use of Port trackage.

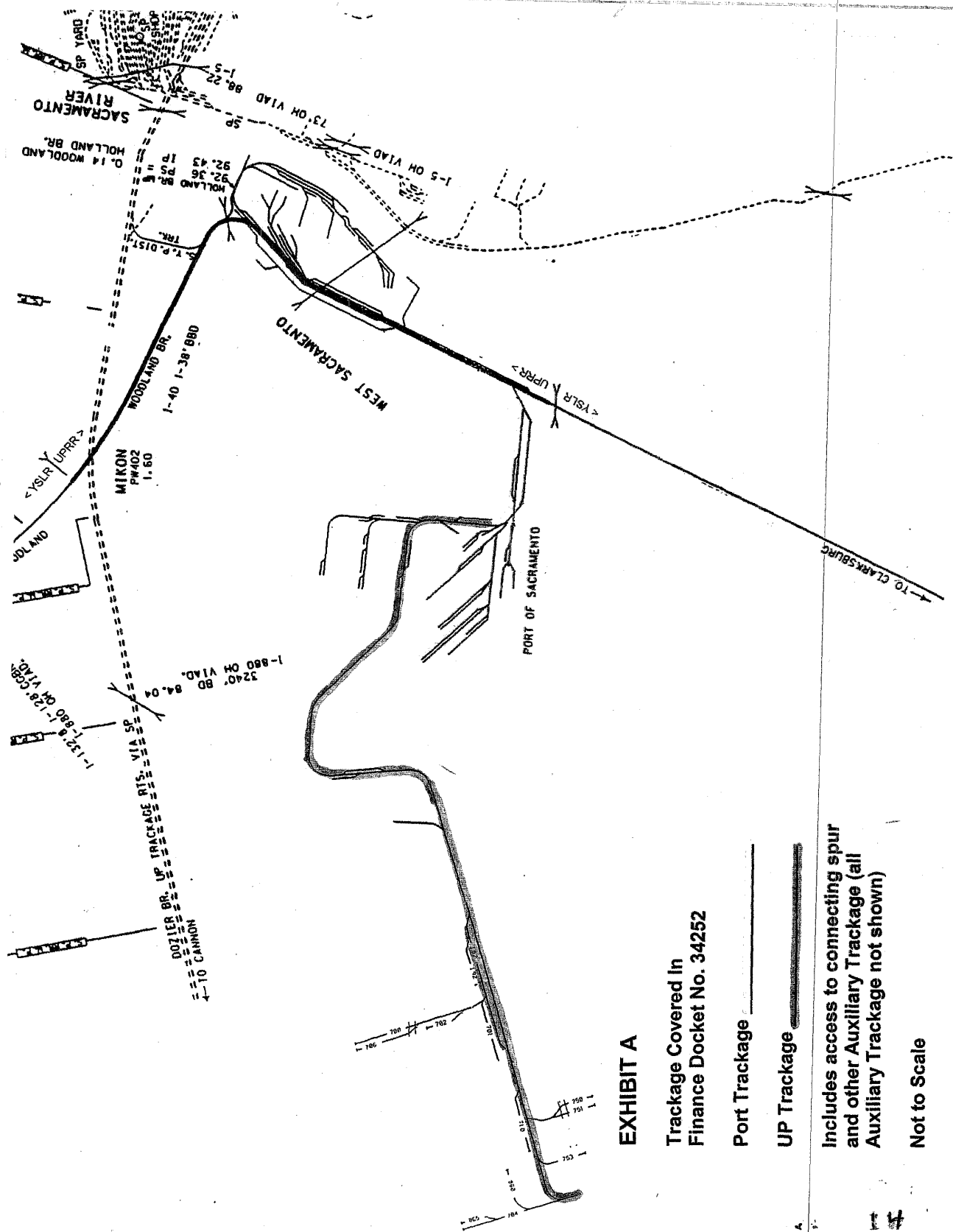


EXHIBIT A

Trackage Covered In
Finance Docket No. 34252

Port Trackage

UP Trackage

Includes access to connecting spur
and other Auxiliary Trackage (all
Auxiliary Trackage not shown)

Not to Scale