



Robert T. Opal
General Commerce Counsel

216 068

March 23, 2006

Via Fax and UPS Overnight

The Honorable Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

FEE RECEIVED

MAR 23 2006

TRANSPORTATION BOARD



**Re: Finance Docket No. 34841 (Sub-No. 1) ; Union Pacific Railroad Company --
Temporary Trackage Rights Exemption (Modification) - BNSF Railway
Company**

Dear Secretary Williams:

Enclosed for filing in the above proceeding are the following:

1. An original and ten (10) copies of a Verified Notice of Exemption and Caption Summary (Exhibit 3 to the Notice) pursuant to the trackage rights class exemption, 49 C.F.R. § 1180.2(d)(8).
2. A payment form in the amount of \$1,000.00 for the filing fee required by 49 C.F.R. § 1002.2(f), Part IV (40).
3. Twenty (20) unbound copies of the Exhibit 1 map.

Please indicate receipt of the enclosed materials by returning a stamped copy of this letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

Robert T. Opal

ENTERED
Office of Proceedings

MAR 23 2006

Part of
Public Record

cc: (w/attachments)
Sarah Whitley Bailiff, Esq. - BNSF

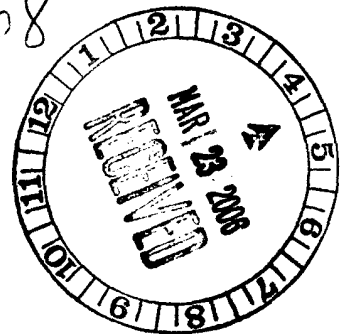
FILED

MAR 23 2006

TRANSPORTATION BOARD

2/6068

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 34841 (SUB-NO. 1)

UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION) --
BNSF RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION

FEE RECEIVED

MAR 23 2006

SURFACE
TRANSPORTATION BOARD

ENTERED
Office of Proceedings

MAR 23 2006

Part of
Public Record

UNION PACIFIC RAILROAD COMPANY
Robert T. Opal
General Commerce Counsel
1400 Douglas Street
STOP 1580
Omaha, NE 68179
(402) 544-3072
(402) 501-0132 (FAX)

Dated and Filed: March 23, 2006

FILED

MAR 23 2006

TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34841 (SUB-NO. 1)

**UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION (MODIFICATION) --
BNSF RAILWAY COMPANY**

VERIFIED NOTICE OF EXEMPTION

Union Pacific Railroad Company ("UP") submits this Verified Notice of Exemption, pursuant to 49 C.F.R. § 1180.2(d)(8) for modification of overhead temporary trackage rights exempted in Finance Docket No. 34841 (STB Notice served March 20, 2006). The trackage rights apply over a line of BNSF Railway Company ("BNSF") between Lake Yard, OR (MP 2.0), on the one hand, and North Portland Junction, OR (MP 8.1) on the other, a distance of approximately 6.1 miles, on BNSF's Fallbridge Subdivision. The modification is the extension of the termination date from March 30, 2006 to no later than April 30, 2006.¹

Under 49 C.F.R. § 1180.2(d)(8), the acquisition of temporary trackage rights by a rail carrier over lines owned or operated by any other rail carrier or carriers is exempt if the rights are (i) based on written agreements, (ii) not filed or sought in responsive applications in rail consolidation proceedings, (iii) for

¹ Under the agreement attached as Exhibit 2, the rights will run through the date on which BNSF ceases to use temporary rights granted by UP between Vallard Jct. and North Portland Jct, OR, but no later than April 30, 2006.

overhead operations only, and (iv) scheduled to expire on a specific date not to exceed one (1) year from the effective date of the exemption. The trackage rights covered by this notice (i) are covered by the written agreement attached as Exhibit 2, (ii) are not being filed or sought in responsive applications in a rail consolidation proceeding, (iii) are for overhead operations only, and (iv) will expire on or about April 30, 2006, which is less than one (1) year from the effective date of the original exemption (March 7, 2006). As such, the § 1180.2(d)(8) exemption is applicable.

In accordance with the requirements of 49 C.F.R. § 1180.4(g), UP submits the following information:

1180.6(a)(1) Description of the Proposed Transaction

The transaction covered by this notice is modification of the temporary, overhead trackage rights by UP between Lake Yard, OR (MP 2.0), on the one hand, and North Portland Junction, OR (MP 8.1) on the other, a distance of approximately 6.1 miles on BNSF's Fallbridge Subdivision, exempted in Finance Docket No, 34841 (STB Notice served March 20, 2006). The modification is the extension of the expiration date from March 30 to no later than April 30, 2006.

1180.6(a)(1)(i) Summary of the Proposed Transaction.

See answer to § 1180.6(a)(1), above.

1180.6(a)(1)(i) Name, business address and telephone number of applicant, and the name of counsel to whom questions can be addressed.

The name and business address of the applicant is:

Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179

Questions regarding this transaction are to be addressed to the
representative named below:

Robert T. Opal
General Commerce Counsel
1400 Douglas Street
STOP 1580
Omaha, NE 68179
(402) 544-3072/1658
(402) 501-0132 (FAX)

§ 1180.6(a)(1)(ii) Consummation Date

The modified agreement will be consummated on March 30, 2006.

§ 1180.6(a)(1)(iii) Purpose of the Transaction

The purpose of the transaction is to extend the expiration date of the
trackage rights exempted in Finance Docket No. 34841 (STB Notice served
March 20, 2006) from March 30 to no later than April 30, 2006.

§ 1180.6(a)(5) States in which the Applicant Operates

UP operates in the states of Arizona, Arkansas, California, Colorado,
Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Minnesota, Missouri,
Montana, Nebraska, Nevada, New Mexico, Oklahoma, Oregon, Tennessee,
Texas, Utah, Washington, Wisconsin, and Wyoming.

1180.6(a)(6) Map (Exhibit 1)

A map is provided as Exhibit 1.

1180.6(a)(7)(ii) Agreement (Exhibit 2)

An executed copy of the modification agreement is attached as Exhibit 2.

1180.4(g)(1)(i) Labor Protection

The applicable labor protection conditions are those 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). The applicable labor protective conditions for the discontinuance of the temporary trackage rights are those imposed in Oregon Short Line Railroad Co. - Abandonment -- Goshen, 360 I.C.C. 91(1979).

1180.4(g)(2)(iii) Caption Summary (Exhibit 3)

A caption summary of this transaction suitable for publication in the *Federal Register* is attached as Exhibit 3.

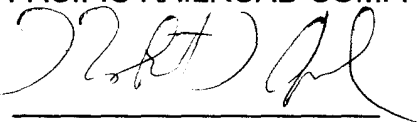
1180.4(g)(3) Environmental Documentation

Environmental documentation is not required for this transaction. See 49 C.F.R. § 1105.6(c)(4) (no environmental documentation required for common use of rail terminals and trackage rights).

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY

By:

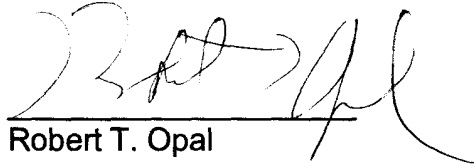


Robert T. Opal
1400 Douglas Street
STOP 1580
Omaha, Nebraska 68179
(402) 544-3072
(402) 501-0132 (FAX)

VERIFICATION

I, Robert T. Opal, General Commerce Counsel of Union Pacific Railroad Company, under penalty of perjury, declare and verify that I have read the foregoing Notice of Exemption in Finance Docket No. 34841 (Sub No. 1), know the facts stated therein, and believe to the best of my knowledge and ability that said facts are true as stated.

Dated: March 23, 2006


Robert T. Opal

CERTIFICATE OF SERVICE

I certify that I have this day served a copy of the foregoing document upon
the following by prepaid First Class United States mail.

Sarah Whitley Bailiff, Esq.
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76161-2828

Dated at Omaha, Nebraska this 23rd day of March, 2006.

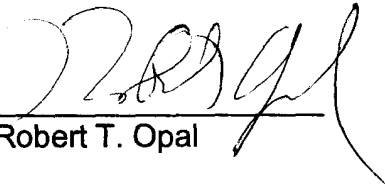
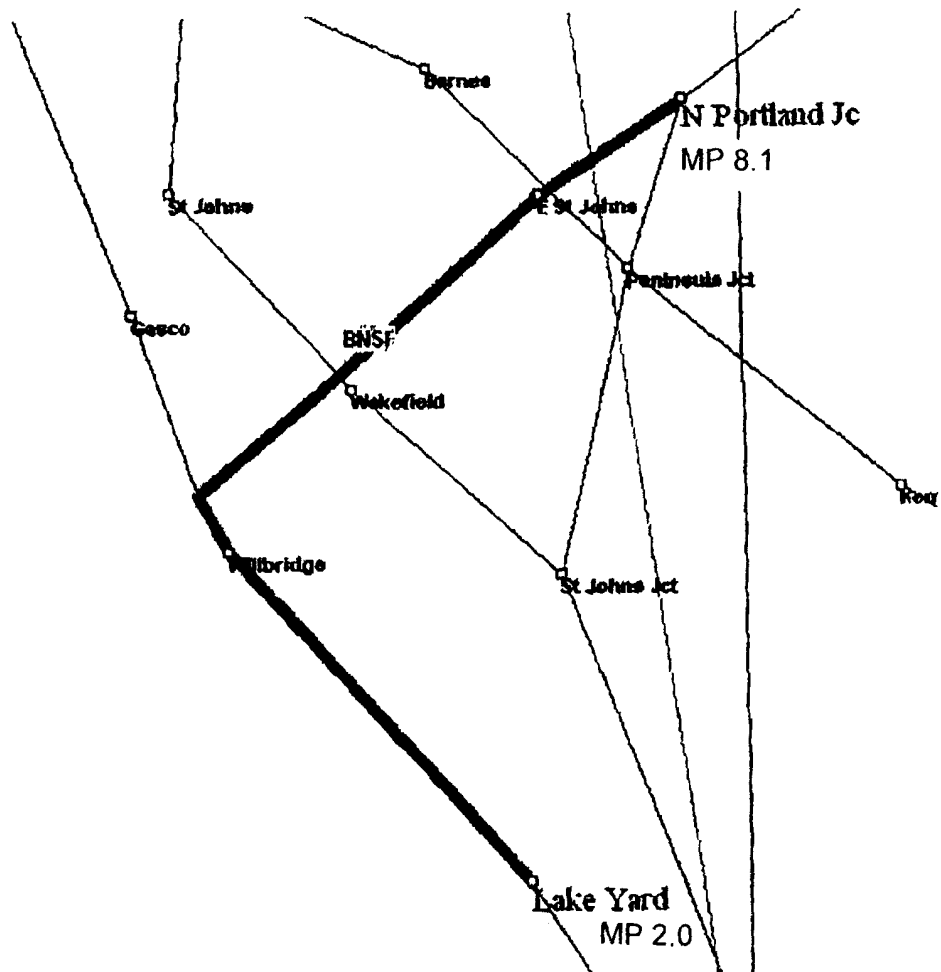

Robert T. Opal

EXHIBIT 1
Finance Docket
No. 34841 (Sub-
No. 1)



Lake Yard, OR to North Portland Jct OR
Temporary Trackage Rights
UP on BNSF

Scale: None Date February 27, 2006

AMENDMENT TO MOW TEMPORARY TRACKAGE RIGHTS AGREEMENT
Lake Yard, OR and North Portland Jct, OR

THIS AMENDMENT made and entered into the 22nd day of March, 2006 by and between **THE BNSF RAILWAY COMPANY**, a Delaware corporation, herein after called "BNSF" or "Owner", and **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation, hereinafter called "UP" or "User" to the MOW Temporary Trackage Rights Agreement entered into 27th day of February, 2006 between Lake Yard, OR and North Portland Jct OR from March 4, 2006 to March 30, 2006 ("Original Agreement").

The following addition is made to Section 2 first paragraph of the Original Agreement: **Detour period shall be extended to a date which will coincide with BNSF ceasing to run temporary trackage rights trains between Villard Jct and North Portland Jct but not to exceed April 30, 2006.**

The following change is made to Section 2 item (g) of the Original Agreement. **Detour period shall be limited to March 4, 2006 through a date which will coincide with BNSF ceasing to run temporary trackage rights trains between Villard Jct and North Portland Jct but not to exceed April 30, 2006.**

BNSF Railway Company

By 

UNION PACIFIC RAILROAD COMPANY

By 

EXHIBIT 3

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION FINANCE DOCKET NO. 34841

UNION PACIFIC RAILROAD COMPANY -- TEMPORARY TRACKAGE RIGHTS EXEMPTION -- BNSF RAILWAY COMPANY

BNSF Railway Company has agreed to modify the overhead, temporary trackage rights to Union Pacific Railroad Company exempted in Finance Docket No. 34841 (STB Notice served March 20, 2006) by extending the expiration date from March 30, 2006 to no later than April 30, 2006. The temporary trackage rights extend between Lake Yard, OR (MP 2.0), and North Portland Junction, OR (MP 8.1), a total distance of approximately 6.1 miles on BNSF's Fallbridge Subdivision. The modified temporary trackage rights will be effective on March 7, 2006. The authorization will expire not later than April 30, 2006.

This Notice is filed under 49 C.F.R. § 1180.2(d)(8). Petitions to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

Dated:
By the Board,

Vernon A. Williams,
Secretary