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March 6, 2019
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February 28, 2019

VIA E-FILE

The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 "E" Street, S.W., Room #100
Washington, DC 20423-0001

**JOINT NOTICE OF INTERIM TRAIL USE / RAIL BANKING AGREEMENT BETWEEN
UNION PACIFIC RAILROAD COMPANY AND
THE IOWA NATURAL HERITAGE FOUNDATION
IN ACCORDANCE WITH 49 C.F.R. 1152.29(h)**

Re: Abandonment and Discontinuance of Service on the Rockwell Industrial Lead
from M.P. 155.5 to M.P. 157.5 in Mason City, Cerro Gordo County, Iowa;
STB Docket No. AB-33 (Sub-No. 327X)

Dear Ms. Brown:

Union Pacific Railroad Company ("Union Pacific") and the Iowa Natural Heritage Foundation (the "Foundation") have entered into a trail use/rail banking agreement (the "Trail Use Agreement") covering the rail line from Milepost 155.5 to Milepost 157.5 in Mason City, Cerro Gordo County, State of Iowa, on the Rockwell Industrial Lead (the "Line"). Attached to this Joint Notice as **Exhibit A** and made a part hereof is a map depicting an accurate description of the Line, including mileposts, that is the subject of said Trail Use Agreement. In accordance with the requirements of 49 C.F.R. 1152.29(h), Union Pacific and the Foundation hereby certify that the Trail Use Agreement includes provisions requiring the trail sponsor, the Foundation, to fulfill the responsibilities described at 49 C.F.R. 1152.29(a)(3). A copy of the Foundation's Statement of Willingness to Assume Financial Responsibility under the Trail Use Agreement is attached hereto as **Exhibit B** and is hereby made a part hereof.

Sincerely,

UNION PACIFIC RAILROAD COMPANY

By: Chris D. Goble
Printed Name: Chris D. Goble
Title: Assistant Vice President – Real Estate

Sincerely,

IOWA NATURAL HERITAGE FOUNDATION

By: 
Printed Name: Joe McGovern
Title: President

Enclosures

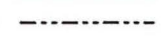


MILEPOST 157.5

STATION MAP
THE MINNEAPOLIS & ST. LOUIS R.R.
OSWATOGUA - MANLY
JANUARY 1753 TO STATION 17600
MASON CITY
SCALE 1" = 100 FEET
OFFICE OF CHIEF ENGINEER
MINNEAPOLIS, MINN.

PAGE 1 OF 2

LEGEND:

- SALE AREA 
- UPRRCO. R/W OUTLINED 
- SALE AREA = 22.677 ACRES +/-

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NOTE: BEFORE YOU BEGIN ANY WORK, SEE
AGREEMENT FOR FIBER OPTIC PROVISIONS.
EXHIBIT "A"
UNION PACIFIC RAILROAD COMPANY
MASON CITY, CERRO GORDO COUNTY, IOWA
M.P. 155.5 TO 157.5 - ROCKWELL IND. LEAD
MAP MSL V-3B / S-37A & S-37B
SCALE: 1" = 300'
OFFICE OF REAL ESTATE
OMAHA, NEBRASKA DATE: 11-9-2018
PJB FILE: 0286068



MILEPOST 155.5

EXHIBIT B

Iowa Natural Heritage Foundation's Statement of Willingness To Assume Financial Responsibility

Iowa Natural Heritage Foundation (the "Foundation") acquired the Line as defined below on February 28, 2019, under a Purchase and Sale Agreement between Union Pacific Railroad Company and the Foundation dated August 17, 2017, as amended First Amendment to Purchase and Sale Agreement dated September 25, 2017, Second Amendment to Purchase and Sale Agreement dated March 15, 2018, Third Amendment to Purchase and Sale Agreement dated May 28, 2018, and Reinstatement and Fourth Amendment to Purchase and Sale Agreement dated January 24, 2019.

In order to establish interim trail use and rail banking under 16 U.S.C. 1247(d) and 49 CFR 1152.29 with respect to the right-of-way owned by Union Pacific Railroad Company, the Foundation hereby represents to the Surface Transportation Board and Union Pacific Railroad Company that the Foundation assumes responsibility for (1) managing the right-of-way, (2) any legal liability arising out of the transfer or use of the right-of-way (unless the sponsor is immune from liability, in which case it need only indemnify Union Pacific Railroad Company against any potential liability), and (3) the payment of any and all taxes that may be levied or assessed against the right of way. The right of way is known as Rockwell Industrial Lead from Milepost 155.5 to Milepost 157.5 in Mason City, Cerro Gordo County, Iowa (the "Line"). The right-of-way is part of a line of railroad proposed for discontinuance and abandonment by Union Pacific Railroad Company in Docket No. STB AB-33 (Sub No. 327X). A map of the property depicting the right-of-way is attached hereto as **Exhibit A** and is hereby made a part hereof.

The Foundation acknowledges that use of the right-of-way is subject to the Foundation's continuing to meet its responsibilities described above and subject to possible future reconstruction and reactivation of the right-of-way for rail service. A copy of this statement is being served on the railroad on the same date it is being served on the Surface Transportation Board.

IOWA NATURAL HERITAGE FOUNDATION

By: Joe McGovern
Printed Name: Joe McGovern
Title: President

Agreed to and acknowledged by Union Pacific Railroad Company this 28th day of February, 2019.

UNION PACIFIC RAILROAD COMPANY

By: Chris Doble
Printed Name: Chris D. Goble
Title: Assistant Vice President – Real Estate