

July 7, 2016

Ms. Linda Neilan  
Office of Mexican Affairs, Room 3924  
Border Affairs Unit  
U.S. Department of State  
2201 C Street, NW  
Washington, DC 20520

Re: Union Pacific Railroad Company Application for Presidential Permit  
Brownsville West Rail Bypass International Bridge  
Cameron County, Texas

Dear Ms. Neilan:

Union Pacific Railroad Company (“UPRR”) hereby applies for a Presidential Permit to operate and maintain the Brownsville West Rail Bypass International Bridge (the “Facility”). The current Presidential Permit for the Facility, dated October 1, 2004 (the “Permit”), is held by Cameron County, Texas (“Cameron County”). A copy of the Permit is attached to this letter as **Exhibit A**. UPRR understands that Cameron County notified the Department of State of its intent to transfer the Facility to UPRR by Letter dated January 5, 2012. UPRR submits this letter, the commitments, and information contained herein as its application for a new permit to operate the Facility in accordance with the procedures set forth in Public Notice 5092, 70 Fed. Reg. 30990 (May 31, 2005).

### *Identifying Information*

UPRR is a corporation organized under the laws of the State of Delaware. UPRR was originally incorporated in Delaware on February 20, 1969, and is a wholly-owned subsidiary of Union Pacific Corporation (“UPC”), a Utah corporation. UPC is a publicly traded entity with its common stock listed on the New York Stock Exchange, trading under the symbol UNP. A copy of the most recent Annual Report on Form 10-K filed by UPC (“UPC 10-K”) is attached to this letter as **Exhibit B**. UPRR is a consolidated subsidiary of UPC for accounting purposes and its financial results are included in the consolidated financial statements of UPC.

UPRR is a Class I railroad, providing rail transportation services to its customers in twenty-three (23) U.S. states. For more information regarding the business and operations of UPRR, please refer to the UPC 10-K.

### *Description of Facility*

UPRR, working in concert with Cameron County and the City of Brownsville, Texas, completed a rail bypass project to divert rail traffic from the current Brownsville and Matamoros International Bridge, which accommodates rail, motor vehicle and pedestrian traffic between the United States and the United Mexican States (“Mexico”) to the new Facility pursuant to the Permit (collectively, the “Project”). For more information regarding the Project, UPRR refers you to the Brownsville/Matamoros West Rail Relocation Project Presidential Permit Application submitted by Cameron County on June 17, 2003 (the



“Original Permit Application”). A copy of the Original Permit Application is attached to this letter as **Exhibit C**. The transfer of the Facility to UPRR took place on August 7, 2015. Upon transfer of the Facility to UPRR, UPRR became the sole owner of the Facility and assumed all right, title, and interest in and to the Facility. The acquisition of the Facility was not subject to any financing arrangements or security interests of any third parties.

### ***National Interest***

This issue was addressed in the Original Permit Application submitted by Cameron County. UPRR incorporates the findings of Cameron County into this application.

### ***Similar Facilities***

This issue was addressed in the Original Permit Application submitted by Cameron County. UPRR incorporates the findings of Cameron County into this application.

### ***Traffic Information***

Train counts for 2016 so far are as follows:

January:	149 trains (67 Northbound; 82 Southbound)
February:	133 trains (66 Northbound; 67 Southbound)
March:	122 trains (59 Northbound; 63 Southbound)
April:	114 trains (67 Northbound; 47 Southbound)
May:	134 trains (71 Northbound; 63 Southbound)

### ***Construction Plan***

Construction of the Facility is complete and the bridge is operational. The construction plan for the Project was addressed in the Original Permit Application submitted by Cameron County. UPRR has no current construction plans for the Facility.

### ***Financing***

Construction of the Facility is complete and the bridge is operational. Financing for the Project was addressed in the Original Permit Application submitted by Cameron County. UPRR has not undertaken any financing related to the Facility.

### ***Mexican Approvals***

All necessary approvals were obtained by Cameron County before construction.

### ***Other U.S. Approvals***

All necessary approvals were obtained by Cameron County before construction.

***Historic Preservation***

All necessary approvals were obtained by Cameron County before construction.

***Environmental Justice***

This issue was addressed in the Original Permit Application submitted by Cameron County and is not applicable post-construction.

***Intentions and Commitment of UPRR***

UPRR will operate the Facility solely for rail transportation between the United States and Mexico in accordance with the information previously provided to the Department of State in the Original Permit Application. Further, UPRR will abide by the relevant terms and conditions of the previously-issued Permit.

Should you require any additional information, please contact Jaime Juarez (information provided below).

Union Pacific Railroad Company  
Attn: Jaime Juarez, General Director – Business Development and Planning  
1400 Douglas Street, MS 1830  
Omaha, Nebraska 68179  
Phone: (402) 544-2331  
Email: [jjuarez1@up.com](mailto:jjuarez1@up.com)

With copy to:

Union Pacific Railroad Company  
Attn: Madeline E. Roebke-Curns, Senior General Attorney  
1400 Douglas Street, MS 1580  
Omaha, Nebraska 68179  
Email: [meroebke@up.com](mailto:meroebke@up.com)

Thank you for your assistance with this matter.

Regards,



Chad A. Wilbourn  
Regional Vice President – Southern Region

CC: Jaime Juarez (by email to [jjuarez1@up.com](mailto:jjuarez1@up.com))  
Madeline Roebke-Curns (by email to [meroebke@up.com](mailto:meroebke@up.com))

