

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
STIPULATED AGREEMENT 1349**

708-051

This Agreement made and entered into, by and between the State of Illinois acting by and through the Illinois Commerce Commission ("Commission"), the Union Pacific Railroad Company ("Company"), Williamson County ("County") and the State of Illinois, Department of Transportation ("Department" or "IDOT").

WITNESSETH:

WHEREAS, it has come to the attention of the Commission that inquiry should be made into the matter of improving public safety by the installation of automatic flashing light signals and gates with light emitting diode (LED) lights and constant warning time control circuitry at the County Highway 19 (Hudgens Road) and County Highway 27 (Lake of Egypt Road/FAS 2904) highway-rail grade crossings of the Company's track in Williamson County, Illinois, designated as crossings AAR/DOT #167 662N, railroad milepost 321.70 and AAR/DOT #167 669L, railroad milepost 324.45, respectively; and

WHEREAS, the parties are mutually agreeable to accomplish the proposed improvements upon a determination of the Commission by Order.

NOW THEREFORE, in consideration of the premises and of the mutual covenants and agreements as hereinafter contained the parties pray that the Commission enter an Order according to the provisions of Section 18c-7401 of the Illinois Commercial Transportation Law, 625 ILCS 5/18(c)-7401, requiring that certain improvements as hereinafter stated be made and that the cost for the proposed improvements be divided among the parties according to law and that in the interest of the traveling public the Grade Crossing Protection Fund ("GCPF") of the Motor Fuel Tax Law be required to bear a substantial portion of the cost; To Wit the parties agree as follows:

Section 1 All improvements encompassed by this Agreement shall be made in accordance with all applicable State laws, rules, standards, regulations and Commission Orders and procedures in general.

Section 2 The parties are of the opinion that the following improvements should be performed in the interest of public safety at the aforesaid crossings:

- (a) The installation of automatic flashing light signals and gates with LED lights, controlled by constant warning time circuitry, by the Company.

Section 3 The Company has prepared detailed drawings, circuit plans, required specifications and preliminary cost estimates to accomplish the proposed safety improvements, which may be required by Commission Order. The drawings, circuit plans, specifications and cost estimates are attached and incorporated herein by reference as Exhibits A-1 and A-2.

Section 4 The Company shall upon Commission Order, according to the requirements contained therein, proceed toward the completion of the proposed improvements,

DOCKETED

accomplishing the work with its own forces or appropriate contracted services and agrees that an appropriate time for the completion of the proposed improvements should be twelve (12) months from the date of Commission Order approving this Agreement.

Section 5 The parties hereto agree that an equitable division of cost for the proposed improvements at the aforesaid crossings should be as follows:

- COST DIVISION TABLE -

IMPROVEMENT	EST. COST	GCPF	COMPANY	COUNTY
Install Automatic Flashing Light Signals and Gates, with LED lights, controlled by CWT Circuitry at the CH 19 and CH 27 crossings in Williamson County.	\$486,082	(50%) \$243,041 ¹	(50%) \$243,041 ¹	(0%) \$0
TOTALS	\$486,082	\$243,041	\$243,041²	\$0

Notes:

¹ Total Grade Crossing Protection Fund (GCPF) assistance not to exceed \$243,041; total Company contribution not to exceed \$243,041; any installation costs above the estimated amount of \$486,082 will be divided between the GCPF and the Company in the same percentages noted above, upon submittal and review of evidence to support the additional cost and subject to approval by the Commission.

² Company responsible for all future operating and maintenance costs associated with the new automatic warning devices.

Section 6 The County is not required to pay any portion of the cost for the proposed improvements.

Section 7 Special Provisions. The Company shall complete and submit the Project Manager Information portion of the Project Status Report sheet, attached as Exhibit 1, along with this executed Agreement.

The Company shall, within six (6) months from the date of the Commission Order approving this Agreement, submit to the Director of Processing and Information, Transportation Bureau of the Commission, a Progress Status Report, attached as Exhibit 1, regarding the progress it has made toward completion of the work required by this Agreement. The Progress Status Report shall include the Commission Order's docket number, the Commission Order date, the project completion date as noted in the Commission Order, crossing information (Inventory Numbers and Railroad Mileposts), type of improvement, and the name, title, mailing address, phone number, facsimile number and electronic mailing address of the Company Project Manager.

All bills for expenditures for this project to be reimbursed from the Grade Crossing Protection Fund shall be submitted to the Fiscal Control Unit, Bureau of Local Roads and Streets, Illinois Department of Transportation, 2300 S. Dirksen Parkway, Springfield, IL 62764. The Department shall send a copy of all invoices to the Director of Processing and Information, Transportation Bureau of the Commission. All bills shall be submitted no later than twelve (12) months from the completion date specified in the Commission Order approving this Agreement. The final bill for expenditures shall be clearly marked "Final Bill". The Department shall not obligate any assistance from the Grade Crossing

Protection Fund for the cost of proposed improvements described in this Agreement without prior approval by the Commission. The Commission shall, at the end of the 12th month from the completion date specified in the Commission Order approving this Agreement or any Supplemental Order(s) issued for this project, conduct a review to determine if any unused assistance from the Grade Crossing Protection Fund should be deobligated. Upon completion of the review, the Commission shall notify the Department to de-obligate all residual funds accountable for this project. Notification may be by regular mail, electronic mail, fax, or phone.

Section 8 Billing: For all signal work specified in Section 2 of this Agreement, and authorized by an Order of the Commission, the Company shall assure that sufficient documentation for all bills is made available for review by the Department or the Department's representative. The minimum documentation that must be made available is outlined below:

- a) Labor Charges (including additives) - Copies of employee work hours charged to the railroad account code for the project.
- b) Equipment Rental - Copies of rental agreements for the equipment used, including the rental rate; number of hours the equipment was used and the railroad account code for the project.
- c) Material - An itemized list of all materials purchased and installed at the crossing locations. If materials purchased are installed at multiple crossing locations, a notation must be made to identify the crossing location.
- d) Engineering - Copies of employee work hours charged to the railroad account code for the project.
- e) Supervision - Copies of employee work hours charged to the railroad account code for the project.
- f) Incidental Charges - An itemized list of all incidental charges along with a written explanation of those charges.
- g) Service Dates - Invoice shall include the beginning and ending date of the work accomplished for the invoice.
- h) Final or Progressive - Each invoice shall be marked as a Progressive or a Final Invoice.
- i) Reference Numbers - Each invoice shall include the AAR/DOT number, the ICC Order number and the state job number when federal funds are involved.
- j) Locations - Each invoice shall show the location, with the street name and AAR/DOT crossing inventory number.

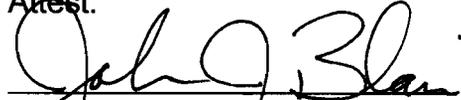
Section 9 This Agreement shall be binding upon the parties hereto, their successors or assigns. Upon execution of this Agreement by all parties, the Commission shall enter an appropriate Order, within 60 days accepting or rejecting such stipulation according to the provisions contained herein.

In Witness Whereof, the parties have caused this Agreement to be executed by their duly authorized officers, as of the dates indicated on their respective Execution Pages, attached hereto.

Executed by the Commission this 2nd day of September 2008.



Michael E. Stead
Rail Safety Program Administrator

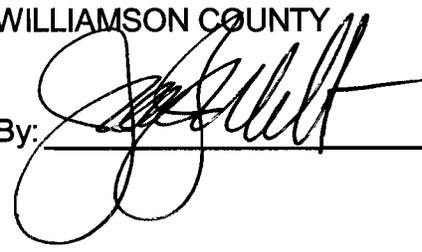
Attest:


John J. Blair
Asst. Rail Safety Program Administrator

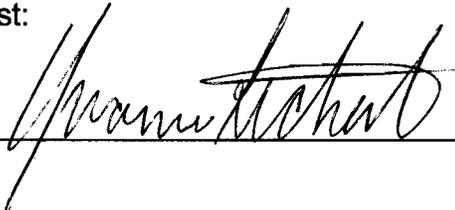
Illinois Commerce Commission Stipulated Agreement No. 1349, executed by Commission Staff on September 2, 2008, concerning improvements at the County Highway 19 (Hudgens Road) and County Highway 27 (Lake of Egypt Road/FAS 2904) highway-rail grade crossings of the Company's track in Williamson County, Illinois, designated as crossings **AAR/DOT #167 662N, railroad milepost 321.70 and AAR/DOT #167 669L, railroad milepost 324.45**, respectively.

Executed by the County this 8th day of September 2008.

WILLIAMSON COUNTY

By:  _____

Attest:

 _____

Illinois Commerce Commission Stipulated Agreement No. 1349, executed by Commission Staff on September 2, 2008, concerning improvements at the County Highway 19 (Hudgens Road) and County Highway 27 (Lake of Egypt Road/FAS 2904) highway-rail grade crossings of the Company's track in Williamson County, Illinois, designated as crossings **AAR/DOT #167 662N, railroad milepost 321.70** and **AAR/DOT #167 669L, railroad milepost 324.45**, respectively.

Executed by the Company this 26th day of September 2008.

UNION PACIFIC RAILROAD COMPANY

By: John J. Horvath

Attest:

Barbara Holder
Assistant Secretary

Approval as to Form

Ray Bull

Illinois Commerce Commission Stipulated Agreement No. 1349, executed by Commission Staff on September 2, 2008, concerning improvements at the County Highway 19 (Hudgens Road) and County Highway 27 (Lake of Egypt Road/FAS 2904) highway-rail grade crossings of the Company's track in Williamson County, Illinois, designated as crossings **AAR/DOT #167 662N, railroad milepost 321.70 and AAR/DOT #167 669L, railroad milepost 324.45**, respectively.

Executed by the Department this 6th day of October 2008.

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

By:



Christine M. Reed, Director of Highways, Chief Engineer

**ILLINOIS COMMERCE COMMISSION
TRANSPORTATION DIVISION / RAIL SAFETY SECTION**

PROJECT STATUS REPORT:

TYPE: (CHECK ONE)

PROGRESS	X
COMPLETION*	

DATE	10-27-08
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PROJECT INFORMATION:

Reporting Party:	Union Pacific Railroad Company
Docket/Order #; Date:	708-0151
Status Reports Due:	
Ordered Completion Date:	
Completion Report Due ¹ :	
AAR/DOT#, Milepost:	167 662N, MP 321.70 CC; and 167 669L, MP 324.45.
Street, (in/near) City, County:	County Highway 19 (Hudgens Road) and County Highway 27 (Lake of Egypt Road/FAS 2904) in Williamson County, Illinois.
Railroad Company:	Union Pacific Railroad Company

¹Completion reports involving changes to the railroad crossing must include an updated USDOT Inventory Form.

PROJECT MANAGER INFORMATION²:

Name:	D.W. McKernan
Title:	Manager Industry and Public Projects
Representing:	Union Pacific Railroad
Street Address:	100 North Broadway, Suite 1500
City, State, Zip:	St. Louis, MO 63102
Office Phone:	314-331-0682
Office Fax:	402-501-2520
Cellular Phone:	
E-Mail Address:	dwmckern@up.com

²Project Manager information to be submitted by Roadway Authority and Railroad Company

DESCRIPTION OF IMPROVEMENT(S) ORDERED:

1. Install automatic LED flashing light signals and gates with bells, controlled by constant warning time circuitry.
2. Include TEMPORARY STOP SIGNS if required.

STATUS OF WORK:

**ILLINOIS COMMERCE COMMISSION
TRANSPORTATION DIVISION / RAIL SAFETY SECTION**

Mail directed to the **Rail Safety Section** or the **Director of Processing and Information**, Transportation Bureau of the Commission should be addressed to:

The Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701-1827

If you have questions contact:

John Blair, Asst. Rail Safety Program Administrator
Phone: (217) 785-8421
Email: jblair@icc.illinois.gov

A **Form 3** can be obtained from the Illinois Commerce Commission by calling 217/782-7660 or on the web at:

<http://www.icc.illinois.gov/formswizard.aspx>

The billing address for **Grade Crossing Protection Fund** reimbursement is:

SIGNAL WORK

Illinois Department of Transportation
Fiscal Control Unit
Bureau of Local Roads and Streets
2300 South Dirksen Parkway
Springfield, Illinois 62764

APPROACH/BRIDGE WORK

IDOT, District ##
Address

United States Department of Transportation Inventory Form #6180.71 can be obtained on the web at:

<http://safetydata.fra.dot.gov/OfficeofSafety/Forms/Default.asp>

Submit Inventory forms to:

Federal Railroad Administration Office of Safety 1120 Vermont Avenue, NW Washington, DC 20590	<u>And</u>	Chief of Data Services Illinois Department of Transportation 2300 S. Dirksen Parkway Springfield, IL 62764
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Exhibit A-1



RECEIVED
JUL 29 2008
The University of Missouri
1000 University Blvd
Columbia, MO 65211

July 23, 2008

Illinois Commerce Commission
Mr. John Blair
Assistant Rail Safety Program Administrator
527 East Capitol Ave.
Springfield, IL 62701

Public
IL Marion
Hudgens Road
MP 321.70 Marion Sub
DOT 167 662N

Dear Mr. Blair:

Enclosed please find revised copies of the signal material force account estimates, material stock plans, and signal design front sheet for improvements for the referenced project location.

Please arrange for a Stipulated Agreement granting the improvements for the referenced project location. If further information is required please feel free to give me a call at (314) 331-0659.

Sincerely,

A handwritten signature in cursive script that reads "John Freise".

John Freise
Public Projects Coordinator

CC: Operating File – Omaha, NE
Encl.

DATE: 2008-07-05

ESTIMATE OF MATERIAL AND FORCE ACCOUNT WORK
 BY THE
 UNION PACIFIC RAILROAD

THIS ESTIMATE GOOD FOR 6 MONTHS EXPIRATION DATE IS :2009-01-05

DESCRIPTION OF WORK:
 INSTALL REMOTE(MP 321.99) AND LED FL SIGNALS W/GATES & CWT IN NEW CABIN
 AT HUDGENS ROAD IN MARION, IL. M.P. 321.70 ON THE MARION SUB.
 SIGNAL PROJECT MANAGER: RON NASH 595-3275
 RAILROAD TO PERFORM ALL WORK / COST DISTRIBUTED AS FOLLOWS:
 SIGNAL - STATE OF IL. 50% - UPRR 50%

PID: 57975 AWO: 59738 MP,SUBDIV: 321.70, MARION
 SERVICE UNIT: 04 CITY: MARION STATE: IL

DESCRIPTION	QTY	UNIT	LABOR	MATERIAL	RECOLL	UPRR	TOTAL
ENGINEERING WORK							
ENGINEERING			3438		1719	1719	3438
LABOR ADDITIVE 105.61%			8663		4331	4332	8663
SIG-HWY XNG			4765		2382	2383	4765
TOTAL ENGINEERING			16866		8432	8434	16866
SIGNAL WORK							
BILL PREP			900		450	450	900
CONTRACT				8222	4111	4111	8222
EARTH FILL/ROCK				2000	1000	1000	2000
LABOR ADDITIVE 105.61%			54081		27040	27041	54081
PERSONAL EXPENSES				37762	18881	18881	37762
SALES TAX				4979	2489	2490	4979
SIGNAL			51207	79666	65436	65437	130873
CONTINGENCIES				26926	13463	13463	26926
TRANSPORTATION CHARGES				5082	2541	2541	5082
WZ TRAFFIC CONTROL				8495	4247	4248	8495
TOTAL SIGNAL			106188	173132	139658	139662	279320
LABOR/MATERIAL EXPENSE			123054	173132			
RECOLLECTIBLE/UPRR EXPENSE					148090	148096	
ESTIMATED PROJECT COST							296186
EXISTING REUSEABLE MATERIAL CREDIT					0		
SALVAGE NONUSEABLE MATERIAL CREDIT					0		
RECOLLECTIBLE LESS CREDITS							

THE ABOVE FIGURES ARE ESTIMATES ONLY AND SUBJECT TO FLUCTUATION. IN THE EVENT OF AN INCREASE OR DECREASE IN THE COST OR QUANTITY OF MATERIAL OR LABOR REQUIRED, UPRR WILL BILL FOR ACTUAL CONSTRUCTION COSTS AT THE CURRENT EFFECTIVE RATE.

WORK ORDER AUTHORIZATION-DETAIL OF ESTIMATED EXPENDITURES

RAILROAD: UPRR CO.
 LOCATION: MARION, IL, HUDGENS ROAD
 DEPARTMENT: ENGINEERING SERVICES

PROJ NO: 57975
 A.W.O. NO: 59738
 W.O. NO:
 B.I. NO: 07EN10
 STATE: IL
 VAL SEC: 1121S

----- STOCK MATERIAL PLAN -----

ITEM NUMBER	ITEM DESCRIPTION	UNIT COST	QTY	UM	DIRECT MATL \$
02040420	BATTERY,GNB, 50A13, 318 AH.	173.96	12	EA	2088
02040660	BATTERY,GNB, 50A27, 687 AH.	306.90	7	EA	2148
09011030	CABLE TIE, NYLON 5/8" MAX. DIA.	0.03	100	EA	3
09011240	CABLE TIE, NYLON 1 1/8" MAX. DIA	0.02	300	EA	6
09011980	CABLE TIE, NYLON 3 1/2" MAX. DIA	0.12	20	EA	2
09014950	CIRCUIT BRKR,120/240V 20A 2 POLE	14.60	1	EA	15
09015690	CIRCUIT BREAKER, 120/240V 30A AC	5.97	1	EA	6
09042860	POWER OFF LIGHT ASSY.	29.50	1	EA	30
09054360	RELAY, GEN.PURPOSE 120V. TAB 856	4.67	3	EA	14
09057650	SOCKET,P-B 27E122 TAB 836A & 856	2.07	3	EA	6
09065700	TAPE, ELECTRICAL PLASTIC	2.51	4	RL	10
09066900	TERMINAL, SPADE,10-12 WIRE,#8 STUD	0.15	24	EA	4
09137100	TERM.LUG 3/16 CABLE-1/4 POST 2412	0.55	60	EA	33
09215100	33466 TERMINAL, RING TONGUE AMP	0.19	64	EA	12
09224750	216-107 TERMINAL,FERRULE, FOR #10	0.06	20	EA	1
09224800	216-104 TERMINAL, FERRULE, W	0.02	50	EA	1
09260350	TERMINAL,#16-14 #8 SPADE	0.07	50	EA	4
09261420	321524-1 TERMINAL,TEST 16-22 A	1.61	4	EA	6
09261570	321527-1 TERMINAL, TEST	1.62	15	EA	24
09401140	ADAPTER, 4 INCH CARLON PLASTIC	3.28	4	EA	13
09409820	BUSHING, 4" PLASTIC, INSULATING	0.82	4	EA	3
09424920	CONDUIT, 4", PVC, TYPE 40	2.13	80	LF	170
09467930	LOCKNUT, 4 INCH, GALVANIZED	5.19	4	EA	21
09844170	GROUND ROD, 5/8 INCH X 8 FEET	7.34	15	EA	110
09846750	GRND.ROD CONN. 4WAY ONESHOT.	5.04	15	EA	76
09908640	WIRE,#6 AWG.1 COND.COPPER,SOLID	0.42	375	LF	158
09912200	WIRE #6 AWG 2 CND 500'ROLL SHIELD	1.72	1000	LF	1720
09913200	WIRE,#6, 5 COND 500'ROLL SHIELDED	3.17	500	LF	1585
09915610	WIRE #6 AWG 1 COND COPPER, STRAN	0.52	245	LF	127
09930550	WIRE #10 AWG 1 COND COPPER, STRAN	0.21	1280	LF	269
09932310	WIRE #10 AWG 1 COND COPPER, TWIST	0.46	350	LF	161
09946070	WIRE #14 7 COND 1000'ROLL SHIELDE	1.36	3000	LF	4080
09960090	WIRE #16 AWG 1 COND COPPER, STRAN	0.10	950	LF	95
09976180	WIRE,#22,TW.PR. BELDEN #8761	0.11	20	LF	2
13547870	SHEET METAL SCREW, #10 X 1 INCH	3.36	1	BX	3
13552450	SHEET METAL SCREW,#12 X 3/4"	2.09	3	BX	6
13553150	SHEET METAL SCREW #12 X 1"	3.04	3	BX	9
17061400	PADLOCK, SIGNAL, WITHOUT KEY, AMERIC	14.87	9	EA	134
28033210	CARTON, 39 1/8"L X 23 1/4"W X 17	5.48	2	EA	11
28033230	CARTON, 47 3/8"L X 39 1/2"W X 18"	11.07	2	EA	22

WORK ORDER AUTHORIZATION-DETAIL OF ESTIMATED EXPENDITURES

RAILROAD: UPRR CO.
 LOCATION: MARION, IL, HUDGENS ROAD
 DEPARTMENT: ENGINEERING SERVICES

PROJ NO: 57975
 A.W.O. NO: 59738
 W.O. NO:
 B.I. NO: 07EN10
 STATE: IL
 VAL SEC: 1121S

28041880	PALLET, 48 X 40 INCH 2/WAY	8.68	4 EA	35
35040020	PLASTER OF PARIS, #DAP 10308	2.79	2 BX	6
39340220	SIGN, HIGHWAY CROSSING	50.00	2 EA	100
52000450	SURGE PROTECTOR SP18-2A	110.00	2 EA	220
52001370	SURGE PROTECTOR SP20-2A TAB 585	71.69	3 EA	215
52003630	POWER CABLE, CABIN TO GENERATOR -	148.20	2 EA	296
52005700	BOND WIRE, 7 STRANDS 100 LF. ROLL	0.76	500 LF	380
52016830	WIRE DUCT, 2X3	8.44	17 EA	143
52016940	WIRE DUCT, 3X3	9.82	3 EA	29
52017510	WIRE DUCT COVER 2"X6'	1.84	17 EA	31
52017620	WIRE DUCT COVER 3"X6'	2.71	3 EA	8
52019530	ENCLOSURE, SHUNT, POLE MOUNTED.24X2	169.87	3 EA	510
52019560	EQUALIZER, H.D. TAB 583	9.13	17 EA	155
52021550	FOUNDATION, 4', STEEL, FOR FLSHR/GAT	322.40	2 EA	645
52025130	HOUSE, INSTRUMENT 4 X 4 X 8' HIGH	3761.21	1 EA	3761
52025240	HOUSE, 6X6, SIGNAL XING	5275.47	1 EA	5275
52027350	CLIP BOARD - FOR SIGNAL PRINTS	8.02	2 EA	16
52027430	STEP BOX	16.25	1 EA	16
52028420	LIGHTNING ARRESTOR, CLR-COMM TAB 3	6.90	33 EA	228
52029780	LIGHTNING ARR, HD TAB 582 W/O BASE	9.81	8 EA	78
52030010	LIGHTNING ARRESTOR CONN. STRIP	3.93	6 EA	24
52039210	RECTIFIER, 20EC, 12V. TAB575	273.99	2 EA	548
52039390	RECTIFIER, 40EC, 12V. TAB577	370.04	1 EA	370
52042650	POST, MOUNTING, FOR SHUNT HOUSING	16.98	6 EA	102
52068650	TERMINAL, #6 - 5 WIRE - RING TYPE	0.16	65 EA	10
52070010	TERMINAL, #12-10 WIRE, RING TONGUE	0.13	450 EA	59
52071600	TERMINAL, #20-16 WIRE, RING TONGUE	0.07	300 EA	21
52072280	TERMINAL BLOCK, SIGNAL 2 POST BAK	3.74	33 EA	123
52072740	TERMINAL BLOCK, SIGNAL 12 POST 6	15.83	1 EA	16
52072960	TERMINAL BLOCK, SIGNAL 12 POST	12.70	12 EA	152
52074550	TEST LINK, INSULATED ASSEMBLY TAB	0.83	24 EA	20
52074660	SWITCH, MCKEEN TAB 82	13.90	1 EA	14
52079550	WIRE TAG, PLASTIC - WHITE	0.13	200 EA	26
52079560	MARKING PEN (FOR WHITE TAG)	1.95	2 EA	4
52108120	LED FL/GATE ASSY. 2 WAY LIGHTS	7321.95	2 EA	14644
52109370	GATE ARM, ADJ. 16-32'	469.35	2 EA	939
52122140	HIGH WIND BRACKET 5"OR 4"	63.99	2 EA	128
52136470	SHEAR PIN, SK-1000-1	5.50	2 EA	11
52207100	GRDXNG PRDTR GCP4000 2TK.MAX W/SE	15620.63	2 EA	31241
52258590	NBS, TAB 641, 62775-1543	399.00	2 EA	798
52258850	NBS, TAB 642, 62775-3497	328.67	1 EA	329
52263600	SURGE ARRESTOR, METER LOOP.	28.46	2 EA	57
52264040	SURGE PANEL - TAB 618	190.70	2 EA	381
52276150	SS XING CONTROLLER MODULE FOR GCP	1649.80	2 EA	3300
52973600	POK IND. TAB 925	100.00	1 EA	100
53648010	INSULATING CAP & SHIELD ASSY.	2.23	14 EA	31

WORK ORDER AUTHORIZATION-DETAIL OF ESTIMATED EXPENDITURES

RAILROAD: UPRR CO.
LOCATION: MARION, IL, HUDGENS ROAD
DEPARTMENT: ENGINEERING SERVICES

PROJ NO: 57975
A.W.O. NO: 59738
W.O. NO:
B.I. NO: 07EN10
STATE: IL
VAL SEC: 1121S

53903460	EPD 120/240TDFL SURGE PROTECTOR	268.17	2 EA	536
53954500	180429-000 BOOTLEG KIT	49.37	7 EA	346
	TOTAL			79,665

TO VIENNA JCT.

2597' 25" ± SEC. 8 99 M.P.H.

2597' 25" ± SEC. 8 99 M.P.H.

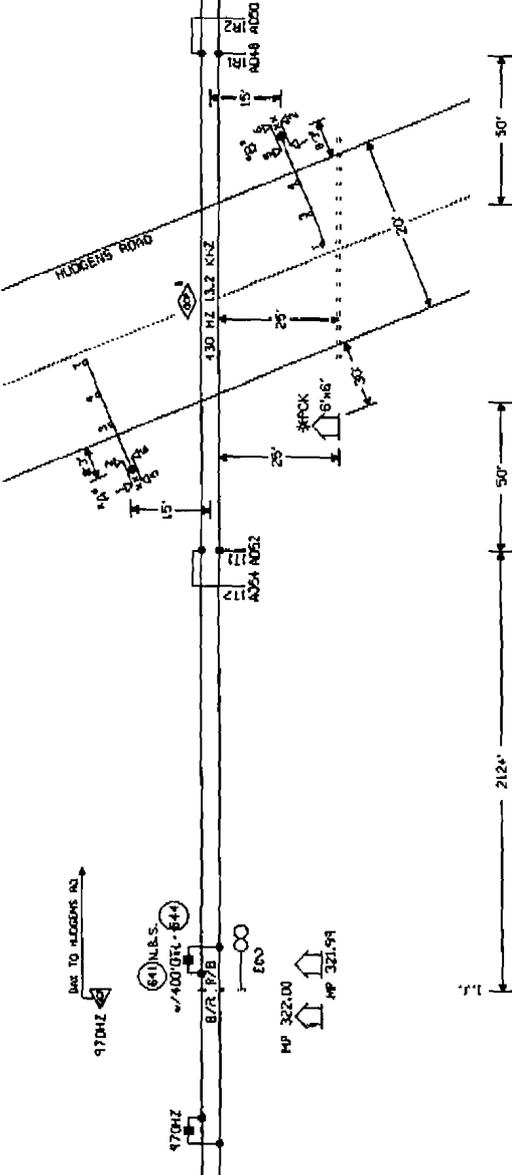
TO BENTON JCT.

970HZ

641 N.B.S.
400(371-644)

MP 322.00

MP 321.99



CONNECTS TO DRAWING 321.99

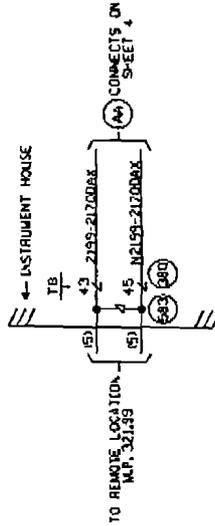
CONNECTS TO DRAWING 319.87

CONSTRUCTION NOTES:

- 1) THE REMOTE BUNGALOW AT MP 321.99 WILL BE INSTALLED AS A PART OF THIS PROJECT.
- 2) WIRE FOR BUT DO NOT INCLUDE THE CRU. THE UNIT WILL BE RELOCATED IN THE FIELD.
- 3) REMOVE THE EXISTING RING-10 CIRCUIT SOUTH OF THE REMOTE AT MP 321.99 AND REPLACE IT WITH A DC TRACK CIRCUIT.

NOTES:

- ⊗ = TWISTED WIRES INSULATED 1/16" PER FT. ALL TRACK WIRES 2C. "S"
- TRANSMITTER AND RECEIVER LEADS TO BE SEPARATED BY AT LEAST 12" IN TRENCH. LENGTHS SHOULD NOT EXCEED MANUFACTURER'S RECOMMENDATION.
- TOP OF FOUNDATION TO BE AT SAME ELEVATION AS THE SURFACE OF THE TRAVELED WAY & NO MORE THAN 4" ABOVE THE SURFACE OF THE GROUND.
- ALL BUNGALOW WIRING TO BE #16 AND FLEX WIRE TO BE #16 OR SMALLER. ALL GROUND WIRE TO BE #6 AND FLEX OR LARGER.
- ALL WIRING IN GATE MECHANISM TO BE #10 AWG FLEX.
- REFER TO UP STANDARD DWG FOR BUNGALOW GROUNDING.
- ALL LIGHTS TO BE 12" ROUNDELS.
- = 4" x 40' CONDUIT
- LIGHTS: LED LIGHTS
- GATE #418'
- GATE #416'
- xx = BELL
- CRU = CELEME TRY



NEW SHEET

CABLE TABULATION

CABLE #5 7C #14 U.S.G.T. HOUSE TO MP 321.99

NO.	DESCRIPTION	QUANTITY	UNIT
1	4" x 40' CONDUIT	1	FT.
2	LED LIGHTS	2	PCS.
3	GATE #418'	1	PCS.
4	GATE #416'	1	PCS.
5	BELL	1	PCS.
6	CELEME TRY	1	PCS.

DES.	WTT	DES.	WTT
UNION PACIFIC	UNION PACIFIC	UNION PACIFIC	UNION PACIFIC
UNION PACIFIC	UNION PACIFIC	UNION PACIFIC	UNION PACIFIC
UNION PACIFIC	UNION PACIFIC	UNION PACIFIC	UNION PACIFIC

UNION PACIFIC RAILROAD
 BENTON JCT., ILLINOIS TO
 VIENNA JCT., ILLINOIS
 A.B.S. CIRCUITS

DATE 2-8-07
 SHEET 1
 DWG. 321.70
 S-303

MARION ILLINOIS
 H. DODD'S ROAD
 MP 321.70
 MARION ILLINOIS
 D.U.L.P. 107 662N



Exhibit A-2

RECEIVED
JUL 29 2008

Illinois Commerce Commission
RAIL SAFETY SECTION

July 23, 2008

Illinois Commerce Commission
Mr. John Blair
Assistant Rail Safety Program Administrator
527 East Capitol Ave.
Springfield, IL 62701

Public
IL Marion
Lake Road
MP 324.45 Marion Sub
DOT 167 669L

Dear Mr. Blair:

Enclosed please find revised copies of the signal material force account estimates, material stock plans, and signal design front sheet for improvements for the referenced project location.

Please arrange for a Stipulated Agreement granting the improvements for the referenced project location. If further information is required please feel free to give me a call at (314) 331-0659.

Sincerely,

A handwritten signature in cursive script that reads "John Freise".

John Freise
Public Projects Coordinator

CC: Operating File – Omaha, NE
Encl.

DATE: 2008-07-05

ESTIMATE OF MATERIAL AND FORCE ACCOUNT WORK
 BY THE
 UNION PACIFIC RAILROAD

THIS ESTIMATE GOOD FOR 6 MONTHS EXPIRATION DATE IS :2009-01-05

DESCRIPTION OF WORK:
 INSTALL LED FL SIGNALS W/GATES AND CWT IN NEW CABIN AT LAKE ROAD IN
 MARION, IL. M.P. 324.45 ON THE MARION SUB.
 SIGNAL PROJECT MANAGER: RON NASH 595-3275
 RAILROAD TO PERFORM ALL WORK / COST DISTRIBUTED AS FOLLOWS:
 SIGNAL - STATE OF IL. 50% - UPRR 50%

PID: 57894 AWO: 59669 MP,SUBDIV: 324.45, MARION
 SERVICE UNIT: 04 CITY: MARION STATE: IL

DESCRIPTION	QTY	UNIT	LABOR	MATERIAL	RECCLL	UPRR	TOTAL
ENGINEERING WORK							
ENGINEERING			2427		1213	1214	2427
LABOR ADDITIVE 105.61%			7595		3797	3798	7595
SIG-HWY XNG			4765		2382	2383	4765
TOTAL ENGINEERING			14787		7392	7395	14787
SIGNAL WORK							
BILL PREP			900		450	450	900
CONTRACT				6697	3348	3349	6697
EARTH FILL/ROCK				2000	1000	1000	2000
LABOR ADDITIVE 105.61%			29000		14500	14500	29000
PERSONAL EXPENSES				20250	10125	10125	20250
SALES TAX				3264	1632	1632	3264
CONTINGENCIES				17263	8631	8632	17263
SIGNAL			30510	52238	41374	41374	82748
TRANSPORTATION CHARGES				3323	1661	1662	3323
WZ TRAFFIC CONTROL				5063	2531	2532	5063
TOTAL SIGNAL			60410	110098	85252	85256	170508
TRACK & SURFACE WORK							
LABOR ADDITIVE 105.61%			4601		1611	2990	4601
TOTAL TRACK & SURFACE			4601		1611	2990	4601
LABOR/MATERIAL EXPENSE							
			79798	110098			
RECOLLECTIBLE/UPRR EXPENSE					94255	95641	
ESTIMATED PROJECT COST							189896
EXISTING REUSEABLE MATERIAL CREDIT					0		
SALVAGE NONUSEABLE MATERIAL CREDIT					0		
RECOLLECTIBLE LESS CREDITS							

THE ABOVE FIGURES ARE ESTIMATES ONLY AND SUBJECT TO FLUCTUATION. IN THE EVENT OF AN INCREASE OR DECREASE IN THE COST OR QUANTITY OF MATERIAL OR LABOR REQUIRED, UPRR WILL BILL FOR ACTUAL CONSTRUCTION COSTS AT THE CURRENT EFFECTIVE RATE.

WORK ORDER AUTHORIZATION-DETAIL OF ESTIMATED EXPENDITURES

RAILROAD: UPRR CO.
 LOCATION: MARION, IL, LAKE ROAD
 DEPARTMENT: ENGINEERING SERVICES

PROJ NO: 57894
 A.W.O. NO: 59669
 W.O. NO:
 B.I. NO: 07EN10
 STATE: IL
 VAL SEC: 1121S

----- STOCK MATERIAL PLAN -----

ITEM NUMBER	ITEM DESCRIPTION	UNIT COST	QTY	UM	DIRECT MATL \$
02040420	BATTERY,GNB, 50A13, 318 AH.	173.96	6	EA	1044
02040660	BATTERY,GNB, 50A27, 687 AH.	306.90	7	EA	2148
09011240	CABLE TIE, NYLON 1 1/8" MAX. DIA	0.02	200	EA	4
09011980	CABLE TIE, NYLON 3 1/2" MAX. DIA	0.12	20	EA	2
09014950	CIRCUIT BRKR,120/240V 20A 2 POLE	14.60	1	EA	15
09015690	CIRCUIT BREAKER, 120/240V 30A AC	5.97	1	EA	6
09054360	RELAY, GEN.PURPOSE 120V. TAB 856	4.67	1	EA	5
09057650	SOCKET,P-B 27E122 TAB 836A & 856	2.07	1	EA	2
09065700	TAPE, ELECTRICAL PLASTIC	2.51	2	RL	5
09066900	TERMINAL,SPADE,10-12 WIRE,#8 STUD	0.15	10	EA	2
09137100	TERM.LUG 3/16 CABLE-1/4 POST 2412	0.55	30	EA	17
09215100	33466 TERMINAL, RING TONGUE AMP	0.19	44	EA	8
09224750	216-107 TERMINAL,FERRULE,FOR #10	0.06	20	EA	1
09224800	216-104 TERMINAL, FERRULE, W	0.02	50	EA	1
09260350	TERMINAL,#16-14 #8 SPADE	0.07	35	EA	2
09261420	321524-1 TERMINAL,TEST 16-22 A	1.61	4	EA	6
09261570	321527-1 TERMINAL, TEST	1.62	15	EA	24
09401140	ADAPTER, 4 INCH CARLON PLASTIC	3.28	2	EA	7
09409820	BUSHING, 4" PLASTIC, INSULATING	0.82	2	EA	2
09424920	CONDUIT, 4", PVC, TYPE 40	2.13	60	LF	128
09467930	LOCKNUT, 4 INCH, GALVANIZED	5.19	2	EA	10
09844170	GROUND ROD, 5/8 INCH X 8 FEET	7.34	9	EA	66
09846750	GRND.ROD CONN. 4WAY ONESHOT.	5.04	9	EA	45
09908640	WIRE,#6 AWG.1 COND.COPPER,SOLID	0.42	225	LF	95
09912200	WIRE #6 AWG 2 CND 500'ROLL SHIELD	1.72	500	LF	860
09913200	WIRE,#6, 5 COND 500'ROLL SHIELDED	3.17	500	LF	1585
09915610	WIRE #6 AWG 1 COND COPPER, STRAN	0.52	170	LF	88
09930550	WIRE #10 AWG 1 COND COPPER, STRAN	0.21	780	LF	164
09932310	WIRE #10 AWG 1 COND COPPER, TWIST	0.46	200	LF	92
09946100	WIRE #14, 7 CND 500' ROLL SHIELDE	1.38	500	LF	690
09960090	WIRE #16 AWG 1 COND COPPER, STRAN	0.10	500	LF	50
09976180	WIRE,#22,TW.PR. BELDEN #8761	0.11	20	LF	2
13547870	SHEET METAL SCREW, #10 X 1 INCH	3.36	1	BX	3
13552450	SHEET METAL SCREW,#12 X 3/4"	2.09	2	BX	4
13553150	SHEET METAL SCREW #12 X 1"	3.04	2	BX	6
17061400	PADLOCK,SIGNAL,WITHOUT KEY,AMERIC	14.87	6	EA	89
28033210	CARTON, 39 1/8"L X 23 1/4"W X 17	5.48	1	EA	5
28033230	CARTON, 47 3/8"L X 39 1/2"W X 18"	11.07	1	EA	11
28041880	PALLET, 48 X 40 INCH 2/WAY	8.68	2	EA	17
35040020	PLASTER OF PARIS, #DAP 10308	2.79	1	BX	3

WORK ORDER AUTHORIZATION-DETAIL OF ESTIMATED EXPENDITURES

RAILROAD: UPRR CO.
 LOCATION: MARION, IL, LAKE ROAD
 DEPARTMENT: ENGINEERING SERVICES

PROJ NO: 57894
 A.W.O. NO: 59669
 W.O. NO:
 B.I. NO: 07EN10
 STATE: IL
 VAL SEC: 1121S

39340220	SIGN, HIGHWAY CROSSING	50.00	2 EA	100
52000450	SURGE PROTECTOR SP18-2A	110.00	2 EA	220
52001370	SURGE PROTECTOR SP20-2A TAB 585	71.69	2 EA	143
52003630	POWER CABLE, CABIN TO GENERATOR -	148.20	1 EA	148
52005700	BOND WIRE, 7 STRANDS 100 LF. ROLL	0.76	300 LF	228
52016830	WIRE DUCT, 2X3	8.44	11 EA	93
52016940	WIRE DUCT, 3X3	9.82	2 EA	20
52017510	WIRE DUCT COVER 2"X6'	1.84	11 EA	20
52017620	WIRE DUCT COVER 3"X6'	2.71	2 EA	5
52019530	ENCLOSURE, SHUNT, POLE MOUNTED. 24X2	169.87	2 EA	340
52019560	EQUALIZER, H.D. TAB 583	9.13	13 EA	119
52021550	FOUNDATION, 4', STEEL, FOR FLSHR/GAT	322.40	2 EA	645
52025240	HOUSE, 6X6, SIGNAL XING	5275.47	1 EA	5275
52027350	CLIP BOARD - FOR SIGNAL PRINTS	8.02	1 EA	8
52027430	STEP BOX	16.25	1 EA	16
52028420	LIGHTNING ARRESTOR, CLR-COMM TAB 3	6.90	30 EA	207
52029780	LIGHTNING ARR, HD TAB 582 W/O BASE	9.81	4 EA	39
52030010	LIGHTNING ARRESTOR CONN. STRIP	3.93	4 EA	16
52039210	RECTIFIER, 20EC, 12V. TAB575	273.99	1 EA	274
52039390	RECTIFIER, 40EC, 12V. TAB577	370.04	1 EA	370
52042650	POST, MOUNTING, FOR SHUNT HOUSING	16.98	4 EA	68
52068650	TERMINAL, #6 - 5 WIRE - RING TYPE	0.16	55 EA	9
52070010	TERMINAL, #12-10 WIRE, RING TONGUE	0.13	300 EA	39
52071600	TERMINAL, #20-16 WIRE, RING TONGUE	0.07	150 EA	11
52072280	TERMINAL BLOCK, SIGNAL 2 POST BAK	3.74	45 EA	168
52072740	TERMINAL BLOCK, SIGNAL 12 POST 6	15.83	1 EA	16
52072960	TERMINAL BLOCK, SIGNAL 12 POST	12.70	4 EA	51
52074550	TEST LINK, INSULATED ASSEMBLY TAB	0.83	15 EA	12
52074660	SWITCH, MCKEEN TAB 82	13.90	1 EA	14
52079550	WIRE TAG, PLASTIC - WHITE	0.13	100 EA	13
52079560	MARKING PEN (FOR WHITE TAG)	1.95	1 EA	2
52108120	LED FL/GATE ASSY. 2 WAY LIGHTS	7321.95	2 EA	14644
52109370	GATE ARM, ADJ. 16-32'	469.35	2 EA	939
52122140	HIGH WIND BRACKET 5"OR 4"	63.99	2 EA	128
52136470	SHEAR PIN, SK-1000-1	5.50	2 EA	11
52207100	GRDXNG PRDTR GCP4000 2TK. MAX W/SE	15620.63	1 EA	15621
52258590	NBS, TAB 641, 62775-1543	399.00	2 EA	798
52263600	SURGE ARRESTOR, METER LOOP.	28.46	1 EA	28
52264040	SURGE PANEL - TAB 618	190.70	1 EA	191
52276150	SS XING CONTROLLER MODULE FOR GCP	1649.80	2 EA	3300
52973600	POK IND. TAB 925	100.00	1 EA	100
53648010	INSULATING CAP & SHIELD ASSY.	2.23	4 EA	9
53903460	EPD 120/240TDFL SURGE PROTECTOR	268.17	1 EA	268
53954500	180429-000 BOOTLEG KIT	49.37	4 EA	197

TOTAL

52,237

