

232593

UP-19/BNSF-64

BEFORE THE
SURFACE TRANSPORTATION BOARD

JUL 23 2012

Finance Docket No. 32549

BURLINGTON NORTHERN INC. AND
BURLINGTON NORTHERN RAILROAD COMPANY
– CONTROL AND MERGER –
SANTA FE PACIFIC CORPORATION AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

JOINT STATUS REPORT

Gayla L. Thal
Rebecca B. Gregory
Elisa B. Davies
Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179
(402) 544-5000

Richard E. Weicher
David R. Rankin
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131
(817) 352-2368

Michael L. Rosenthal
Covington & Burling LLP
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 662-6000

Adrian L. Steel, Jr.
Robert M. Jenkins III
Mayer Brown LLP
1999 K Street, N.W.
Washington, DC 20006
(202) 263-3237

*Attorneys for Union Pacific
Railroad Company*

*Attorneys for BNSF Railway
Company*

July 23, 2012

ENTERED
Office of Proceedings

JUL 23 2012

Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 32549

BURLINGTON NORTHERN INC. AND
BURLINGTON NORTHERN RAILROAD COMPANY
– CONTROL AND MERGER –
SANTA FE PACIFIC CORPORATION AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

JOINT STATUS REPORT

Pursuant to Decision No. 51, served January 26, 2011, in the above-captioned matter, Union Pacific Railroad Company (“UP”) and BNSF Railway Company (“BNSF”) report that the parties are continuing to discuss the process for resolving the matters raised by UP’s Petition to Institute a Proceeding to Clarify the Fee Adjustment Mechanism for Trackage Rights Imposed as a Condition on the BN/Santa Fe Merger, filed December 23, 2010. The parties believe that it makes sense to continue to hold this proceeding in abeyance, with the understanding that either party may terminate the abeyance by providing written notice to the Board. The parties have agreed that any such notice would be effective 10 days after the filing of such notice with the Board.

Gayla L. Thal
Rebecca B. Gregory
Elisa B. Davies
Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179
(402) 544-5000



Michael L. Rosenthal
Covington & Burling LLP
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 662-6000

*Attorneys for Union Pacific
Railroad Company*

July 23, 2012

Respectfully submitted,

Richard E. Weicher
David R. Rankin
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131
(817) 352-2368

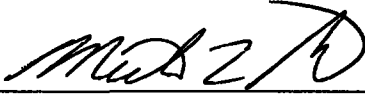


Adrian L. Steel, Jr.
Robert M. Jenkins III
Mayer Brown LLP
1999 K Street, N.W.
Washington, DC 20006
(202) 263-3237

*Attorneys for BNSF Railway
Company*

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of July, 2012, copies of the foregoing Joint Status Report have been served by first-class mail, postage prepaid, on all parties of record in Finance Docket No. 32549.



Michael L. Rosenthal