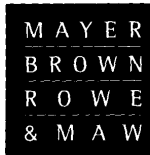


206587



November 12, 2002

BY HAND

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

1909 K STREET, N.W.
WASHINGTON, D.C. 20006-1101

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Re: Finance Docket No. 32760, Union Pacific Corporation, et al. --
Control and Merger -- Southern Pacific Rail Corporation, et al.

Dear Secretary Williams:

On behalf of The Burlington Northern and Santa Fe Railway Company ("BNSF") and Union Pacific Railroad Company ("UP"), I am writing to request a twenty (20) day extension of all applicable filing deadlines with respect to Decision No. 98 served by the Board in this proceeding on October 22, 2002, including the filing deadlines for any petitions for reconsideration and the report required to be filed by BNSF and UP concerning matters pertaining to the implementation of Section 12 of the BNSF Settlement Agreement that have been resolved or remain outstanding, an analysis of the impact of those matters on the trackage rights charges, and any proposed revisions to Section 12.

The parties are currently discussing a possible overall resolution of the open issues on mutually-agreeable terms and are hopeful that the additional 20 days will allow them to resolve those issues.

Counsel for UP has agreed to my seeking this requested extension of time on behalf of UP.

If you have any questions regarding this request, please contact the undersigned at (202) 263-3237. Thank you for your assistance.

Sincerely,

Adrian L. Steel, Jr.

cc: David M. Konschnik
Michael L. Rosenthal, Esq.
All Parties of Record

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Office of Proceedings

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Public Record

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INDEPENDENT MEXICO CITY CORRESPONDENT: JAUREGUI, NAVARRETE, NADER Y ROJAS, S.C.