

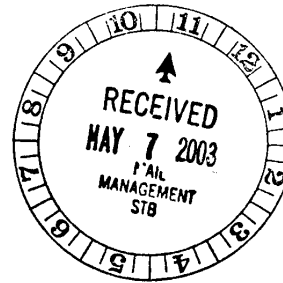
COVINGTON & BURLING

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207752

May 7, 2003



BY HAND

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

MAY 07 2003

Part of
Public Record

Re: Finance Docket No. 34330; The Burlington Northern & Santa Fe Ry. –
Acquisition & Operations Exemption – Montana Western Ry.

Dear Mr. Williams:

We represent Union Pacific Railroad Company (“UP”) in connection with the above-referenced proceeding, which involves a transaction proposed by The Burlington Northern and Santa Fe Railway Company (“BNSF”). In a decision served April 11, 2003, the Board granted UP’s unopposed request to extend the deadline for UP’s reply in order to facilitate negotiations between UP and BNSF concerning the transaction. The Board extended the deadline until May 5, 2003. Negotiations between UP and BNSF are continuing, but due to an oversight, UP failed to seek a further extension of time. UP seeks leave to do so at this time.

By this letter, UP is requesting an additional three-week extension of the deadline for filing its reply (to May 27, 2003). The additional extension will facilitate continued negotiations between BNSF and UP. The Board has already extended until May 14 the deadline for Louisiana-Pacific Corporation, a shipper on the affected line, to file its reply in this proceeding. See Decision served Apr. 14, 2003. Thus, the fact that UP is making this request at this time will not affect the procedural schedule or otherwise prejudice any party. Moreover, BNSF consents to this request.

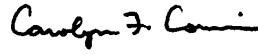
I have enclosed an additional 10 copies of this letter for the Board’s files. I have also enclosed one extra copy to be date-stamped and returned to our messenger.

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The Honorable Vernon A. Williams
May 7, 2003
Page 2

Thank you for your assistance.

Sincerely,

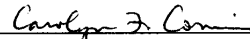
A handwritten signature in cursive script, appearing to read "Carolyn F. Corwin".

Carolyn F. Corwin

cc: Robert M. Jenkins, III, Esq. (by facsimile)
Sarah W. Bailiff, Esq. (by facsimile)

CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of May, 2003, a copy of the foregoing document was served by first class United States mail on all parties of record.



Carolyn F. Corwin