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May 27, 2003

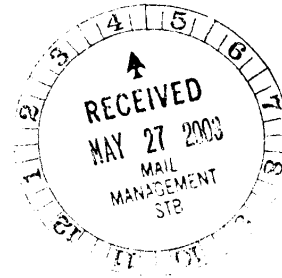
BY HAND

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

ENTERED
Office of Proceedings

MAY 27 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 May 16, 2003, the Board granted UP's 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 27, 2003.

By this letter, UP is requesting an additional extension of the deadline for filing its reply until June 2. The additional extension will facilitate continued negotiations between BNSF and UP. We are authorized to represent that 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 27, 2003
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Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Michael L. Rosenthal".

Michael L. Rosenthal

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

CERTIFICATE OF SERVICE

I hereby certify that on this 27th day of May, 2003, a copy of the foregoing document was served by first class United States mail on all parties of record in Finance Docket No. 34330.



Michael L. Rosenthal