

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE NW
WASHINGTON, DC 20004-2401
TEL 202.662.6000
FAX 202.662.6291
WWW.COV.COM

WASHINGTON
NEW YORK
SAN FRANCISCO
LONDON
BRUSSELS

MICHAEL L. ROSENTHAL
TEL 202.662.5448
FAX 202.778.5448
MROSENTHAL@COV.COM

207945
June 2, 2003

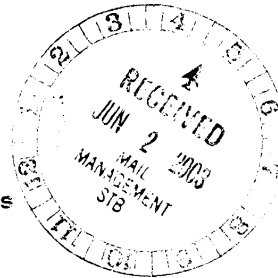
BY HAND

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

ENTERED
Office of Proceedings

JUN - 3 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:

This letter will serve as the comments of the Union Pacific Railroad Company ("UP") in the above-referenced proceeding.

UP and The Burlington Northern and Santa Fe Railway Company ("BNSF") have entered into a settlement agreement that resolves UP's concerns as to the proposed BNSF-Montana Western Railway Company acquisition. Accordingly, UP now supports the proposed acquisition and requests that the Board expeditiously approve BNSF's Petition for Exemption. A copy of the settlement agreement is being separately filed under seal.

An additional ten copies of this letter are enclosed for the Board's files. I have also enclosed an extra copy to be date-stamped and returned to our messenger.

Thank you for your assistance.

Sincerely,

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

Michael L. Rosenthal

cc: Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that on this 2nd day of June, 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.

A handwritten signature in cursive script, appearing to read "Michael L. Rosenthal", is written above a horizontal line.

Michael L. Rosenthal