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January 5, 2004



Via Fax (202) 565-9004 and First Class mail

ENTERED
Office of Proceedings

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

JAN 12 2004

**Part of
Public Record**

Re: Finance Docket No. 34452 and Finance Docket No. 34452 (Sub-No. 1); Union Pacific Railroad Company -- Temporary Trackage Rights Exemption -- The Burlington Northern and Santa Fe Railway Company

Dear Mr. Williams:

This refers to the Notice of Exemption in Finance Docket No. 34452 and the related Petition for Partial Revocation of Class Exemption to Permit Expiration of Temporary Trackage Rights in Finance Docket No. 34452 (Sub-No. 1), both of which were filed on December 23, 2003.

By this letter, UP is amending the above filings as follows:

1. The Notice of Exemption is filed under the Board's class exemption for Temporary Trackage Rights, 49 C.F.R. 1180.2(d)(8) rather than 1180.2(d)(7) as stated in the notice. The trackage rights qualify for the temporary trackage rights class exemption under 1180.2(d)(8) as they are (i) covered by the written agreement attached as Exhibit 2 to the Notice of Exemption, (ii) are not being filed or sought in responsive applications in a rail consolidation proceeding, (iii) for overhead operations only, and (iv) will expire on or about March 1, 2004, which is less than one (1) year from the effective date of the exemption.
2. The Petition for Partial Revocation in Finance Docket No. 34452 (Sub-No. 1) is withdrawn as unnecessary under the temporary trackage rights class exemption.

I am also enclosing a revised caption summary reflecting #1 above, and reflecting the fact that the agreement attached as Exhibit 2 to the Notice of Exemption was the final, signed agreement, not a draft agreement.

I am sending an addition ten (10) copies of this letter by First Class U.S. mail for the Board's files.

Very truly yours,

Robert T. Opal
General Commerce Counsel
Direct dial: 402/271-3072
Fax: 402/271-5610

Law Department

UNION PACIFIC RAILROAD
1416 Dodge Street, Rm. 830, Omaha, NE 68179-0001
fx. (402) 271-5610

cc: (w/attachments)
Josephine Gomillion - STB
Sarah Whitley Bailiff, Esq. – BNSF
William G. Barr - UPRR

ORIGINAL

EXHIBIT 3

**CAPTION SUMMARY
(Amended 1-5-04)**

SURFACE TRANSPORTATION BOARD

**NOTICE OF EXEMPTION
FINANCE DOCKET NO 34452**

**UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION --
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

The Burlington Northern and Santa Fe Railway Company has agreed to grant temporary, overhead trackage rights to Union Pacific Railroad Company for a total distance of approximately 203.0 miles between BNSF Milepost 203.0.4 near Keddie, CA and BNSF Milepost 0.0 near Klamath Falls, OR. The temporary trackage rights will be effective on January 11, 2004. The authorization will expire on or about March 1, 2004.

This Notice is filed under 49 C.F.R. § 1180.2(d)(8). Petitions to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

Dated:
By the Board,

Vernon A. Williams,
Secretary