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March 5, 2004

**Via Fax (202) 565-9004**

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

**Re: Finance Docket No. 34478; Union Pacific Railroad Company -- Temporary
Trackage Rights Exemption -- The Burlington Northern and Santa Fe
Railway Company (Correction)**

Dear Mr. Williams:

This refers to the Notice of Exemption dated and filed February 23, 2004 in the above proceeding.

Andrea Balhis of your staff has brought to my attention a discrepancy between the line description appearing at p. 2 of the Notice of Exemption ("between BNSF Milepost 5.7 near Villard Junction, WA and BNSF Milepost 11.98 near Washington Junction, WA") and the line description in the Caption summary ("between BNSF Milepost 5.7 near Villard Junction, WA and BNSF Milepost 11.98 near Lakeside Junction, WA"). She requested that I advise the Board which description is correct.

The correct description is the description in the Caption Summary (ie., Milepost 11.98 is near Lakeside Junction, WA), which matches the line description in the trackage rights agreement (Exhibit 2, Section 2, sheet 10 of the Notice of Exemption packet)

The original and ten (10) copies of this letter are being sent by First Class United States Mail for the Board's files.

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Office of Proceedings

MAR 4 2004

Part of
Public Record

Very truly yours,

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

cc: Andrea Balhis -- STB (via Fax, 202-565-9002
Sarah Whitley Bailiff, Esq. - BNSF

Law Department

UNION PACIFIC RAILROAD
1416 Dodge Street, Rm. 830, Omaha, NE 68179-0001
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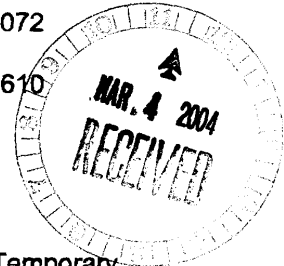


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Deliver to: Vernon A. Williams (202) 565-9004 **Co./Dept:** STB - Secretary
From: Bob Opal **Phone:** (402) 271-3072
Date: March 4, 2004 **Fax:** (402) 271-5610

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COMMENTS: Finance Docket No. 34478, Union Pacific Railroad Company -- Temporary
Trackage Rights Exemption -- The Burlington Northern and Santa Fe
Railway Company (Correction)

cc: Andrea Balhis - STB [Via Fax: 202-565-9002]

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