



April 8, 2004

Via E-Filing

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

Re: Finance Docket No. 34490; Union Pacific Railroad Company -- Temporary
Trackage Rights Exemption -- The Burlington Northern and Santa Fe
Railway Company (Amendment)

Dear Mr. Williams:

Union Pacific is submitting this letter to amend the effective and termination dates of the temporary trackage rights covered by the Notice of Exemption filed March 29, 2004 in the above proceeding.

The Notice of Exemption stated that the temporary trackage rights were to be effective on or about April 13, 2004, and terminate on or about August 29, 2004. BNSF and UP have recently agreed to amend these dates due to maintenance program changes. As amended, the temporary trackage rights will become effective on or about May 7, 2004 and will terminate on or about October 2, 2004. The executed trackage rights agreement, which is being filed by under separate cover, reflects the amended dates. A corrected Caption Summary with the amended dates is included this letter.

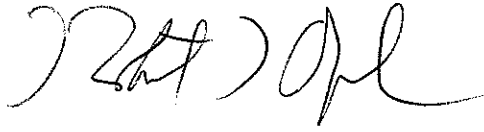
Separately, I am also confirming by this letter my telephone conversation with David Konschnik, Director, Office of Proceedings of this afternoon in which I indicated that UP accepts the imposition of Oregon Short Line labor protection conditions as to the discontinuance of these temporary trackage rights, consistent with the recent decision of the District of Columbia Circuit Court of Appeals in No. 03-1212 United Transportation Union v. Surface Transportation Board, decided April 6, 2004.

Law Department

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This filing is being made by fax pursuant to STB's procedures for E-Filings as adopted in Ex Parte No. 651, effective April 8, 2004.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. T. Opal', with a stylized flourish at the end.

Robert T. Opal
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cc: (w/attachment)
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**CAPTION SUMMARY
(CORRECTED)**

SURFACE TRANSPORTATION BOARD

**NOTICE OF EXEMPTION
FINANCE DOCKET NO. 34490**

**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 overhead trackage rights to Union Pacific Railroad Company for a total distance of approximately 70.0 miles between BNSF Milepost 69.6 near Spokane, WA and BNSF Milepost 1400.0 near Sandpoint, ID.¹ The temporary trackage rights will be effective on May 17, 2004. The authorization will expire on or about October 2, 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

¹ The trackage rights involve BNSF track segments with non-contiguous mileposts. As such, total mileage does not correspond to the milepost designations of the endpoints.