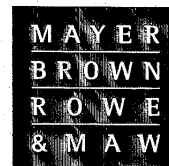


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October 4, 2004

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

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Office of Proceedings

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Re: STB Finance Docket No. 42060 (Sub-No. 1),
North America Freight Car Association v.
The Burlington Northern and Santa Fe Railway
Company

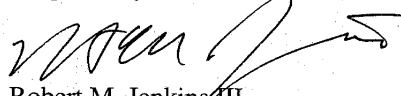
Dear Secretary Williams:

On September 30, 2004, Complainant North America Freight Car Association ("NAFCA") and Defendant The Burlington Northern and Santa Fe Railway Company ("BNSF") filed separate motions for adoption of a procedural schedule in the above-captioned proceeding. As those motions explain, the parties largely agree on the various elements of the discovery schedule and modified procedure for the presentation of evidence and argument, but disagree about the timing of many of those elements and the overall length of the schedule. BNSF proposes a 240-day schedule, while NAFCA proposes a 330-day schedule.

On October 1, 2004, NAFCA submitted a letter to the Board advising that it intends to file a reply to BNSF's motion under the 20-day rule of 49 C.F.R. § 1104.13. BNSF does not believe that replies by either party are appropriate when the parties have already addressed each other's positions in their respective motions. Particularly given that the parties' dispute is about the length of the schedule sought by NAFCA and that there has already been a 30-day extension of time for resolving the schedule in this matter, BNSF submits that permitting another 20-day delay for a redundant reply by NAFCA is unjustified.

Accordingly, BNSF requests that the Board either rule on the parties' motions without awaiting a reply by NAFCA or require NAFCA to file its reply within two days of receiving notice from the Board.

Respectfully submitted,


Robert M. Jenkins III

MAYER, BROWN, ROWE & MAW

Vernon A. Williams
October 4, 2004
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RMJ/bs

Enclosures

cc: Andrew P. Goldstein
Nicholas J. DiMichael
Thomas E. Schick