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ZWERDLING, PAUL, KAHN & WOLLY, P.C.

1025 CONNECTICUT AVENUE, N.W.

SUITE 712

WASHINGTON, D.C. 20036-5420

(202) 857-5000

FAX: (202) 223-8417

ABRAHAM L. ZWERDLING (1914-1987)

ROBERT E. PAUL**+
WENDY L. KAHN**#
MICHAEL S. WOLLY*o

MARGO PAVE**#
JEFFREY W. BURRITT#

*DC #MD +VA ONY

November 29, 2005
BY HAND-DELIVERY



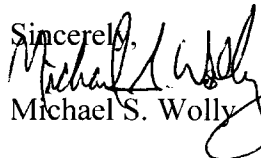
Surface Transportation Board
Office of the Secretary
Case Control Unit
1925 K Street, NW
Washington, DC 20423-0001

Re: STB [I.C.C.] Finance Docket No. 32549 (BURLINGTON NORTHERN, INC. –
CONTROL AND MERGER– SANTA FE PAC. CORP. & ATCHISON, TOPEKA &
SANTA FE RY. CO.)

Dear Mr. Williams:

Enclosed for filing are an original and ten copies of the Report and proposed Schedule on behalf of the Brotherhood of Locomotive Engineers, A Division of the Rail Conference of the International Brotherhood of Teamsters and BNSF Railway Company. The same filing is included in pdf format on the enclosed disk.

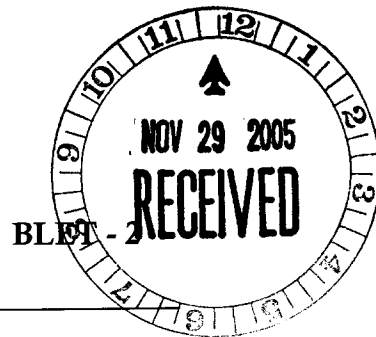
Thank you.

Sincerely,

Michael S. Wolly

cc: Donald Munro

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BEFORE THE SURFACE TRANSPORTATION BOARD



In the Matter of:

STB [I.C.C.] Finance Docket No. 32549

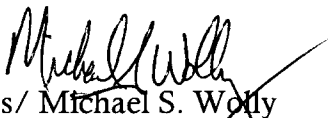
**BURLINGTON NORTHERN, INC. – CONTROL AND MERGER– SANTA FE PAC.
CORP. & ATCHISON, TOPEKA & SANTA FE RY. CO.**

REPORT AND PROPOSED SCHEDULE

Pursuant to Section 1111.10 of the STB's Regulations, on November 28, 2005, counsel for The Brotherhood of Locomotive Engineers and Trainmen, A Division of the Rail Conference of the International Brotherhood of Teamsters ("BLET") and counsel for the BNSF Railway Company ("BNSF") discussed by telephone discovery and procedural matters related to this case. Now, through their respective counsel, they submit this Report and propose the following procedural schedule to govern future activities and deadlines in the case:

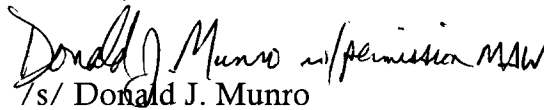
1. Discovery, including all depositions, shall be completed on or before January 31, 2006. Initial document production shall be completed on or before December 16, 2005. Depositions shall not be held prior to January 3, 2006.
2. Dispositive motions may be filed on or before March 2, 2006.
3. Responses to dispositive motions shall be filed on or before March 17, 2006.
4. Any hearing pursuant to Part 1113 of the Board's Rules, if necessary, shall be held after March 31, 2006, at a time and place to be assigned by the Board.

Respectfully submitted,



/s/ Michael S. Wolly
ZWERDLING, PAUL, KAHN & WOLLY
1025 Connecticut Avenue, NW Suite 712
Washington, D.C. 20036
PHONE: (202) 857-5000
FAX: (202) 223-8417
E-mail: mwolly@zwerdling.com

Attorney for BLET



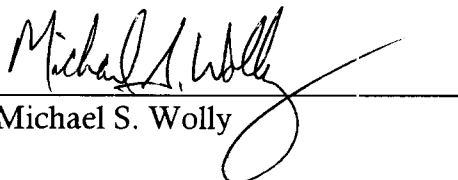
/s/ Donald J. Munro
GOODWIN PROCTER LLP
901 New York Avenue NW
Washington, D.C. 20001
PHONE: (202) 346-4400
FAX: (202) 346-4444
E-mail: dmunro@goodwinprocter.com

Attorney for BNSF

CERTIFICATE OF SERVICE

This is to certify that a copy of the attached Proposed Schedule was served upon the BNSF Railway Company by facsimile and first class mail, postage prepaid, this 29th day of November 2005 at the following address:

Donald J. Munro
GOODWIN PROCTER LLP
901 New York Avenue NW
Washington, DC 20001


Michael S. Wolly