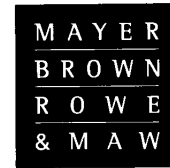




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April 15, 2002

BY HAND

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

Re: Finance Docket No. 32760, Union Pacific Corporation, et al. --
Control and Merger -- Southern Pacific Rail Corporation, et al.

Dear Secretary Williams:

The Burlington Northern and Santa Fe Railway Company ("BNSF") respectfully requests that it be granted a thirty (30) day extension of time to and until Wednesday, May 22, 2002, to file its submission showing cause why the Board should not dismiss its Petition for Clarification (BNSF-98) filed in the above-referenced proceeding for failure to state a claim. BNSF and UP have just recently responded to each other's requests for the production of documents relating to the adjustment of the trackage rights rates under the BNSF Settlement Agreement, and BNSF needs the requested additional time to review and analyze the documents produced by UP.

Counsel for UP has consented to the requested extension of time.

If you have any questions regarding this request, please contact the undersigned at (202) 263-3237. Thank you for your assistance.

Sincerely,

Adrian L. Steel, Jr.

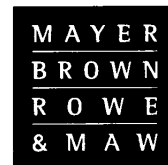
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cc: David M. Konschnik
J. Michael Hemmer, Esq.
All Parties of Record

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