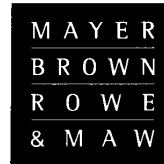
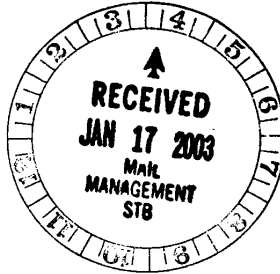


207065



January 17, 2003

BY HAND DELIVERY

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

1909 K Street, N.W.
Washington, D.C. 20006-1101

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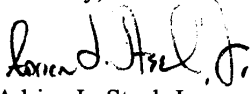
Re: Finance Docket No. 34305, The Burlington Northern
and Santa Fe Railway Company -- Construction and
Operation Exemption -- In Merced County, California

Dear Secretary Williams:

On January 14, 2003, The Burlington Northern and Santa Fe Railway Company filed its Petition for Exemption in the above-referenced proceeding. Enclosed is the original of the original verified statement of Eric Steinbach, Vice President, General Manager of Quebecor World (USA) Inc. which was an attachment to the Petition.

If you have any questions, please contact me at 202-263-3237. Thank you for your assistance.

Sincerely,


Adrian L. Steel, Jr.

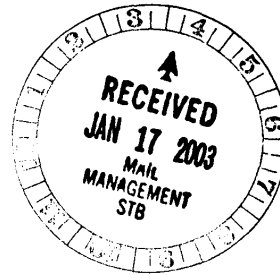
Enclosures

Brussels Charlotte Chicago Cologne Frankfurt Houston London Los Angeles Manchester New York Palo Alto Paris Washington, D.C.
Independent Mexico City Correspondent: Jauregui, Navarrete, Nader y Rojas, S.C.

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Verified Statement
of
Eric Steinbach



January 13, 2003

My name is Eric Steinbach. I am employed by Quebecor World (USA) Inc. ("Quebecor") as Vice President, General Manager. My office address is 2201 Cooper Avenue, Merced, California, 95348.

I joined Quebecor in 1995. My current responsibilities include managing the Merced facility. In addition, I am directly responsible for all commercial activities related to the proposed construction of the rail line at Merced, CA further discussed in this Verified Statement.

The purpose of this Verified Statement is to describe the Quebecor World Merced facility and its need to secure competitive two-carrier rail service to that complex in order to maintain its ability to participate fully in the increasingly competitive world and domestic markets.

Quebecor and its affiliates comprise the leading print media services company in North America and in the world. The company is a leader in most of its major product categories, which include magazines, inserts and circulars, books, catalogs, specialty printing and direct mail, directories, digital pre-media, logistics, mail list technologies and other value-added services. The company has approximately 40,000 employees working in more than 160 printing and related facilities in the United States and throughout the rest of the world.

Quebecor World - Merced Facility

Quebecor's Merced facility is the largest printing facility on the West Coast. It is one of the largest employers in Merced County, and it operates 24 hours a day, seven days a week, 365 days a year. The facility utilizes significant volumes of paper in its printing processes, and this paper is transported by rail to the facility in large rolls.

At present, only one rail carrier serves the Merced plant – the Union Pacific Railroad ("UP"). UP owns the only rail tracks leading in and out of the facility. Quebecor has requested BNSF to provide service to its Merced facility, and BNSF has determined that it is economically feasible to construct a rail line that would provide direct alternative competitive rail service to the facility.

Quebecor World

Need For Two-Carrier Service

The new line will provide the Quebecor facility with two-carrier price and service competition. This will enable Quebecor to improve service to its customers, and to improve its competitive position in its markets. In addition, the new line will provide Quebecor with a service alternative if there are any future service disruptions that may be caused by strike or natural disaster. Further, BNSF has an extensive single-line service system which would offer Quebecor single-line service opportunities in the western two-thirds of the United States in addition to those now offered by UP.

VERIFICATION

I, Eric Steinbach, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on January 13, 2003.



Eric Steinbach