

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32549

251160

BURLINGTON NORTHERN INC. AND
BURLINGTON NORTHERN RAILROAD COMPANY
– CONTROL AND MERGER –
SANTA FE PACIFIC CORPORATION AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

JOINT STATUS REPORT

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October 24, 2011

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

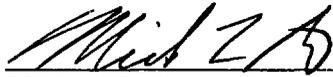
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JOINT STATUS REPORT

Pursuant to Decision No. 51, served January 26, 2011, in the above-captioned matter, Union Pacific Railroad Company (“UP”) and BNSF Railway Company (“BNSF”) report that the parties are continuing to discuss the process for resolving the matters raised by UP’s Petition to Institute a Proceeding to Clarify the Fee Adjustment Mechanism for Trackage Rights Imposed as a Condition on the BN/Santa Fe Merger, filed December 23, 2010. The parties believe that it makes sense to continue to hold this proceeding in abeyance, with the understanding that either party may terminate the abeyance by providing written notice to the Board. The parties have agreed that any such notice would be effective 10 days after the filing of such notice with the Board.

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Respectfully submitted,

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October 24, 2011

CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of October 2011, copies of the foregoing Joint Status Report have been served by first-class mail, postage prepaid, on all parties of record in Finance Docket No. 32549.



Michael L. Rosenthal