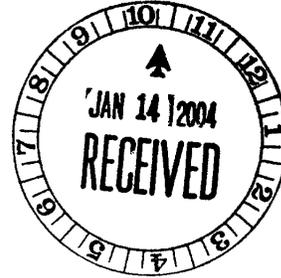


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ORIGINAL

January 13, 2004



Via Fax (202) 565-9004 and UPS Overnight Mail

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Finance Docket No. 34440; Union Pacific Railroad Company -- Temporary Trackage Rights Exemption -- The Burlington Northern and Santa Fe Railway Company

Dear Mr. Williams:

We have discovered an inadvertent error in the notice of exemption and caption summary filed January 9, 2004 in the above proceeding. These documents erroneously state that the trackage rights are to expire on or about September 30, 2004. The correct expiration date is "on or about July 31, 2004." A corrected caption summary is attached.

An additional ten (10) copies of this letter and corrected caption summary are attached for the Board's files.

Very truly yours,

Robert T. Opal
General Commerce Counsel
Direct dial: 402/271-3072
Fax: 402/271-5610

cc: [Via Fax: (817) 352-2397]
Sarah Whitley Bailiff, Esq. - BNSF

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Law Department

UNION PACIFIC RAILROAD
1416 Dodge Street, Rm. 830, Omaha, NE 68179-0001
fx. (402) 271-5610

EXHIBIT 3

**CAPTION SUMMARY
(Corrected)**

SURFACE TRANSPORTATION BOARD

**NOTICE OF EXEMPTION
FINANCE DOCKET NO. 34440**



**UNION PACIFIC RAILROAD COMPANY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION --
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

The Burlington Northern and Santa Fe Railway Company has agreed to grant overhead trackage rights to Union Pacific Railroad Company for a total distance of approximately 2.09 miles between BNSF Milepost 474.1 near Marion, AR and BNSF Milepost 476.2 near Presley Junction, AR. The temporary trackage rights will be effective on January 16, 2004. The authorization will expire on or about July 31, 2004.

This Notice is filed under 49 C.F.R. § 1180.2(d)(8). Petitions to revoke the exemption under 49 U.S.C. § 10505(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

Dated:
By the Board,

Vernon A. Williams,
Secretary