

## SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant / /

Filed by a Party other than the Registrant /X/

Check the appropriate box:

/ / Preliminary Proxy Statement

/ / Definitive Proxy Statement

/ X / Definitive Additional Materials

/ / Soliciting Material Pursuant to (S)240.14a-11(c) or (S)240.14a-12

Santa Fe Pacific Corporation

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Name of Registrant as Specified In Its Charter

Union Pacific Corporation

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(Name(s) or Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/ / \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or  
14a-6(i)(2)./ / \$500 per each party of the controversy pursuant to Exchange Act Rule  
14a-6(i)(3).

/ / Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

/ X / Check box if any party of the fee is offset as provided by  
Exchange Act Rule 0-11(a)(2) and identify the filing for which the  
offsetting fee was paid previously. Identify the previous filing by  
registration statement number, or the Form or Schedule and date of its  
filing.

(1) Amount Previously Paid: \$125 on October 13, 1994.

(2) Form, Schedule or Registration Statement No.: Schedule 14A

(3) Filing Party: Same as above

(4) Date Filed: October 13, 1994.

IMPORTANT

A REPLY IS NECESSARY TO VOTE YOUR SHARES

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In Re: Special Meeting of Shareholders of Santa Fe Pacific Corporation.  
Solicitation of proxies in opposition to the proposed merger of  
Santa Fe Pacific Corporation and Burlington Northern Inc.

To Our Clients:

Enclosed for your consideration is soliciting material furnished to us by Union  
Pacific Corporation  
in connection with the November 18, 1994 Special Meeting of Santa Fe Pacific  
Shareholders.

THE SHARES CARRIED BY US IN YOUR ACCOUNT CAN ONLY BE VOTED BY  
US AS THE HOLDER OF RECORD.

If you wish to insure that your shares are voted at the meeting, please sign,  
date and mail the  
GOLD proxy card in the postage-free envelope provided.

WE CANNOT VOTE YOUR SHARES UNLESS WE RECEIVE YOUR SPECIFIC  
INSTRUCTIONS.

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If you have any questions or any difficulty in voting your shares please call:

Morrow & Co., Inc.  
1-800-856-8309 (toll free)

IMPORTANT

A REPLY IS NECESSARY TO VOTE YOUR SHARES

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In Re: Special Meeting of Shareholders of Santa Fe Pacific Corporation.  
Solicitation of proxies in opposition to the proposed merger of  
Santa Fe Pacific Corporation and Burlington Northern Inc.

To Santa Fe Pacific Shareholders:

Enclosed for your consideration is soliciting material furnished to us by Union Pacific Corporation in connection with the November 18, 1994 Special Meeting of Santa Fe Pacific Shareholders.

THE SHARES CARRIED BY US IN YOUR ACCOUNT CAN ONLY BE VOTED BY US AS THE HOLDER OF RECORD.

If you wish to insure that your shares are voted at the meeting, please sign, date and mail the GOLD proxy card in the postage-free envelope provided.

WE CANNOT VOTE YOUR SHARES UNLESS WE RECEIVE YOUR SPECIFIC INSTRUCTIONS.

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If you have any questions or any difficulty in voting your shares please call:

Morrow & Co., Inc.  
1-800-856-8309 (toll free)

THE UNION PACIFIC CORPORATION

[LOGO]

SPECIAL MEETING OF SHAREHOLDERS  
OF  
SANTA FE PACIFIC CORPORATION  
NOVEMBER 18, 1994

Dear Shareholder:

Thank you for sending in your GOLD proxy card.

To avoid any possible dispute as to the validity of your proxy, for the reason(s) stated below, we are requesting you to sign, date and mail the enclosed new GOLD proxy with the correction indicated below. The new proxy will automatically revoke any previous proxy when it is returned to us in the postage-paid envelope provided for your convenience.

- / / Your previous proxy was unsigned. (If signing as attorney, executor, administrator, corporate officer, trustee or guardian, please give your full title as such.)
- / / Your previous proxy was undated. (Please date, sign and return the new proxy in the enclosed envelope.)
- / / Your previous proxy, as signed, did not conform to the name shown on the proxy. (Please sign and date the new proxy exactly as the registration appears on the proxy, including your title if signing other than in an individual capacity.)
- / / Your previous proxy omitted your title or authority. (If signing as attorney, executor, administrator, corporate officer, trustee or guardian, please give your full title as such.)
- / / Your previous proxy was not signed by all joint owners. (If shares are registered in the name of more than one person, each such person should sign the proxy. If a joint tenant is deceased, please indicate that you are the surviving joint owner.)
- / / Other.....

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The time before the November 18, 1994 Special Meeting is short. Please sign, date and return the enclosed GOLD proxy immediately so that your shares may be represented at the meeting. Your continued support is greatly appreciated.

Thank You,

Union Pacific Corporation

[ L O G O ]

Dear Santa Fe Pacific Shareholder:

We have been endeavoring to reach you by phone concerning the Santa Fe Pacific Special Meeting of Shareholders, but to date we have been unsuccessful. The matter to be voted on at their Special Meeting of Shareholders is very important.

Your support, no matter how many shares you own, is important. Please take a moment to contact Morrow & Co., Inc., our proxy solicitor, toll free, at 1-800-856-8309 to ensure that your shares are represented at the Special Meeting on November 18, 1994.

Your immediate attention is greatly appreciated. Thank you.

Very truly yours,

Union Pacific Corporation

[UP LETTERHEAD]

Dear Santa Fe Pacific Stockholder:

Enclosed is proxy material from Union Pacific Corporation for the Santa Fe Pacific Corporation Special Meeting of Stockholders to be held on November 18, 1994.

Because you hold your shares through a bank or broker, we have taken the liberty of forwarding to you a complimentary copy of our latest proxy material. We are providing this material for informational purposes only. In the near future, you can expect to receive a duplicate set of material, including a GOLD proxy card for voting, from your custodian bank or broker.

BECAUSE THE TIME BEFORE THE MEETING IS SHORT, AND THE POSSIBILITY OF DELAYS IN YOUR RECEIPT OF THIS MATERIAL, YOU MAY VOTE YOUR SHARES IMMEDIATELY BY CALLING YOUR BROKER AND DIRECTING YOUR BROKER REPRESENTATIVE TO VOTE YOUR SHARES.

Thank You,

Union Pacific Corporation

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IMPORTANT

IF YOU HAVE ALREADY EXECUTED A WHITE PROXY FOR THE PROPOSED MERGER OF SANTA FE PACIFIC CORPORATION AND BURLINGTON NORTHERN INC., you have every legal right to CHANGE YOUR VOTE AND REVOKE THAT PROXY by signing, dating and returning the GOLD proxy that you will receive shortly.

Remember -- only the latest dated proxy counts.

IF YOU HAVE ANY QUESTIONS ON HOW TO VOTE YOUR SHARES,  
PLEASE CALL OUR PROXY SOLICITOR:

MORROW & CO., INC. at (800) 856-8309 (toll free).

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[UP LETTERHEAD]

RE: Special Meeting of Stockholders of Santa Fe Pacific Corporation

Dear Institutional Stockholder:

Enclosed for your consideration is the proxy material from Union Pacific Corporation in connection with its solicitation of proxies to be used at the Santa Fe Pacific Corporation Special Meeting of Stockholders to be held on November 18, 1994.

WE ARE PROVIDING THIS MATERIAL FOR INFORMATION PURPOSES ONLY, NO PROXY CARDS ARE ENCLOSED. In the near future, we will be furnishing you with Union Pacific Corporation's proxy statement and a GOLD proxy card.

If you have any questions, please call our proxy solicitor, Morrow & Co., Inc. at (800) 856-8309 toll free.

Sincerely,

Union Pacific Corporation