

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  
Name of Registrant as Specified In Its Charter

Union Pacific Corporation  
(Names of 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 to the controversy pursuant to Exchange  
Act Rule 14a-6(i)(3).

( ) Fee computed on table below per Exchange Act Rules 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 the 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

TELEPHONE VOTING INSTRUCTIONS

FOR IMMEDIATE VOTING USE THE PHONE

The instructions below enable you to vote to insure prompt  
receipt of your voting instructions. Please return your vote in  
accordance with instructions below.

HAVE THE FOLLOWING READY FOR THE OPERATOR:

ID #6954  
Your Account #  
Your Name and Address

CALL: 1-800-437-7699 (toll free)

VOTE: Tell the operator how you wish to vote.

Union Pacific strongly recommends a vote "AGAINST" the  
Santa Fe/Burlington Northern Merger.

A proxy card is enclosed for you to read from when you  
vote by phone.

IMPORTANT

Vote each GOLD proxy card received since each account must be  
voted separately.

Only your latest dated proxy counts.

If you need assistance in voting call Morrow & Co. at 1-800-662-  
5200 (toll free)

VOTE YOUR GOLD PROXY TODAY

TELEPHONE VOTING INSTRUCTIONS

FOR IMMEDIATE VOTING USE THE PHONE

The instructions below enable you to vote to insure prompt receipt of your voting instructions. Please return your vote in accordance with instructions below.

HAVE THE FOLLOWING READY FOR THE OPERATOR:

ID #6956

Your Account #

Your Name and Address

CALL: 1-800-437-7699 (toll free)

VOTE: Tell the operator how you wish to vote.

Union Pacific strongly recommends a vote "AGAINST" the Santa Fe/Burlington Northern Merger.

A proxy card is enclosed for you to read from when you vote by phone.

IMPORTANT

Vote each GOLD proxy card received since each account must be voted separately.

Only your latest dated proxy counts.

If you need assistance in voting call Morrow & Co. at 1-800-662-5200 (toll free)

VOTE YOUR GOLD PROXY TODAY

TELEPHONE VOTING INSTRUCTIONS

FOR IMMEDIATE VOTING USE THE PHONE

The instructions below enable you to vote to insure prompt receipt of your voting instructions. Please return your vote in accordance with instructions below.

HAVE THE FOLLOWING READY FOR THE OPERATOR:

ID #6953

Your Account #

Your Name and Address

CALL: 1-800-437-7699 (toll free)

VOTE: Tell the operator how you wish to vote.

Union Pacific strongly recommends a vote "AGAINST" the Santa Fe/Burlington Northern Merger.

A proxy card is enclosed for you to read from when you vote by phone.

IMPORTANT

Vote each GOLD proxy card received since each account must be voted separately.

Only your latest dated proxy counts.

If you need assistance in voting call Morrow & Co. at 1-800-662-5200 (toll free)

VOTE YOUR GOLD PROXY TODAY

TELEPHONE VOTING INSTRUCTIONS

FOR IMMEDIATE VOTING USE THE PHONE

The instructions below enable you to vote to insure prompt receipt of your voting instructions. Please return your vote in accordance with instructions below.

HAVE THE FOLLOWING READY FOR THE OPERATOR:

ID #6952

Control #: Located on the gold proxy card, on the first line of the mailing address, following the "cusp# 802183103" is your 12 digit control number .

Broker Name: Located on the gold proxy card, on the second line of the address label, following the letters "BKR" is the 3 digit broker number.

CALL: 1-800-437-7699 (toll free)

VOTE: Tell the operator how you wish to vote.

Union Pacific strongly recommends a vote "AGAINST" the Santa Fe/Burlington Northern Merger.

A proxy card is enclosed for you to read from when you vote by phone.

IMPORTANT

Vote each GOLD proxy card received since each account must be voted separately.

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If you need assistance in voting call Morrow & Co. at 1-800-662-5200 (toll free)

VOTE YOUR GOLD PROXY TODAY

UNION PACIFIC LOGO

SANTA FE PACIFIC CORPORATION  
SOLICITATION BY UNION PACIFIC CORPORATION  
IN OPPOSITION TO THE PROPOSED  
MERGER OF SANTA FE PACIFIC CORPORATION  
AND BURLINGTON NORTHERN INC.

SPECIAL MEETING November 18, 1984

Dear Santa Fe Stockholder:

The Special Meeting is only a few days away. To insure that your shares are represented at the meeting, we have established a method to enable you to vote via Toll-Free Proxygram. Please follow the instructions below if you wish to vote by telephone:

1. Call Toll-Free 1-800-437-7699 Anytime, Day or Night.

TOLL-FREE TELEPHONE VOTING INSTRUCTIONS

2. Tell the operator that you wish to send a Collect Proxygram to ID # 6951.
3. State your Name, Address and Telephone Number.
4. State the Number of Shares you hold (if you know).
5. State your Confidential Identification Number, which you should have received via Telegram a few days ago. Note: This number is known only by you and ensures the authenticity of your Proxygram.
6. The operator will read the text of the GOLD Union Pacific proxy card to you. Please instruct the operator how you on the proposal.

Union Pacific strongly recommends a vote "AGAINST" the Santa Fe/Burlington Northern Merger.

7. After you complete your call, the operator will call you back to confirm your Proxygram.

If you need assistance in voting call Morrow & Co., Inc. at 1-800-662-5200 (Toll-Free).

VOTE YOUR GOLD PROXY TODAY