

May 19, 2005

BY HAND-DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
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Washington, DC 20423-0001

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214013

Re: Finance Docket No. 34667, BNSF Railway Company –
Acquisition and Operation – State of South Dakota

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are the original and ten (10) copies of a Joint Motion to Stay filed on behalf of BNSF Railway Company and the State of South Dakota. As the Joint Motion indicates, the parties have reached an agreement resolving the State's concerns in this proceeding.

I would appreciate it if you would date-stamp the enclosed extra copy and return it to the messenger for our files. Please let me know if you have any questions. Thank you for your assistance.

Sincerely yours,

Adrian L. Steel, Jr.

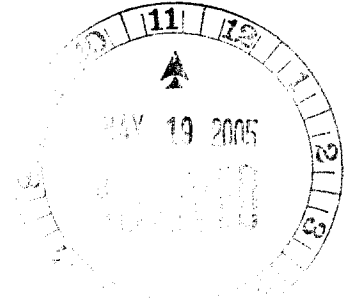
Enclosures

cc: The Hon. M. Michael Rounds
The Hon. Dennis Landguth
Mr. Gary Hanson
Mr. Mark F. Wandro
The Hon. Thomas Vilsack
Ms. Diane Munns
Myles L. Tobin, Esq.
Thomas J. Litwiler, Esq.
Gordon P. MacDougall, Esq.
Sarah W. Bailiff, Esq.

ENTERED
Office of Proceedings

MAY 19 2005

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Public Record**



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34667

BNSF RAILWAY COMPANY – ACQUISITION AND OPERATION –
STATE OF SOUTH DAKOTA

JOINT MOTION TO STAY

ENTERED
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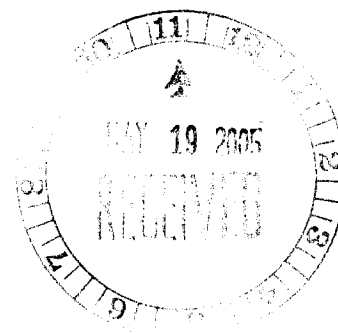
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Dated: May 19, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 34667

BNSF RAILWAY COMPANY – ACQUISITION AND OPERATION –
STATE OF SOUTH DAKOTA

JOINT MOTION TO STAY

BNSF Railway Company (“BNSF”) and the State of South Dakota (“State”) request the Surface Transportation Board (“STB” or “Board”) to stay this proceeding pending the implementation of the terms and conditions of an agreement reached between BNSF and the State, dated as of April 25, 2005, to resolve the State’s concerns in this proceeding and to settle and resolve related litigation pending between the parties. The agreement provides, among other things, for the grant to the State or third parties of certain trackage, haulage or access rights over rail lines owned or to be acquired by BNSF in South Dakota.

The parties’ agreement contemplates the execution of a number of implementing agreements with third parties, after which the parties would request immediate resumption of this proceeding, the State would withdraw its comments and request for conditions herein, and the parties would seek unconditional and expedited approval of BNSF’s proposed acquisition of the Core Lines. Unconditional STB authority for BNSF to acquire the Core Lines is a condition of the parties’ settlement and a condition of closing on the purchase and sale of the Core Lines.

The parties have agreed that all conditions of settlement (including execution of required third party implementing agreements, STB approval of BNSF’s acquisition of the Core Lines, closing on the Core Lines acquisition, and dismissal of related litigation in the federal and state

courts in South Dakota) must occur prior to October 25, 2005, or the terms of settlement are null and void. Accordingly, BNSF and the State jointly request a temporary stay of this proceeding to allow completion of certain terms of settlement until such time as the parties may jointly request that the stay be lifted; provided that in no event shall the stay extend beyond October 25, 2005, unless the parties mutually agree and jointly request otherwise.

Respectfully submitted,

Thomas J. Litwiler/als

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Attorneys for BNSF Railway Company

Dated: May 19, 2005

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of May, 2005, a true and correct copy of the foregoing Joint Motion to Stay served by first-class mail, postage prepaid, or by a more expeditious manner, on the following persons:

The Hon. M. Michael Rounds, Governor
State of South Dakota
500 E. Capitol Avenue
Pierre, SD 57501

The Hon. Dennis Landguth
Secretary of Transportation
State of South Dakota
700 E. Broadway Avenue
Becker-Hansen Building
Pierre, SD 57501

Gary Hanson, Chairman
Public Utilities Commission
Capitol Building, First Floor
500 E. Capitol Avenue
Pierre, SD 57501

Mark F. Wandro, Director
State of Iowa
Department of Transportation
800 Lincoln Way
Ames, IA 50010

The Hon. Thomas Vilsack, Governor
State of Iowa
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Des Moines, IA 50319

Diane Munns, Chairperson
State of Iowa
Utilities Board
350 Maple Street
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and on the following:

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