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MAY 19 2004

**SURFACE
TRANSPORTATION BOARD**



SARAH WHITLEY BAILIFF
Senior General Attorney

The Burlington Northern and
Santa Fe Railway Company

2500 Lou Menk Drive
Fort Worth, Texas 76131-2828
(817) 352-2354 - Telephone
(817) 352-2397 - Fax
Sarah.Bailiff@BNSF.com



VIA UPS OVERNIGHT MAIL

May 18, 2004

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

210962

Re: Surface Transportation Board Finance Docket No. 34507; The Burlington Northern and Santa Fe Railway Company -- Temporary Trackage Rights Exemption -- Norfolk Southern Railway Company

Dear Secretary Williams:

Enclosed for filing in the referenced docket are the original and ten copies of BNSF's Notice of Exemption, and a check for \$950.00, covering the filing fee. An electronic copy of the filing in WordPerfect 9.0 is also enclosed on a 3.5 inch disc for the Board's use.

Please acknowledge receipt of this material by date stamping the enclosed copy of this letter and returning it to me in the enclosed self-addressed stamped envelope.

Sincerely,

Sarah Whitley Bailiff

SWB/js

cc: John Edwards (NSR - Law) (w/attachment)
Ron Harding (w/attachment)
Debbie Valentine

FILED

MAY 19 2004

**SURFACE
TRANSPORTATION BOARD**

**ENTERED
Office of Proceedings**

MAY 19 2004

Part of
Public Record

ENTERED
Office of Proceedings

MAY 19 2004

Part of
Public Record

BEFORE THE

SURFACE TRANSPORTATION BOARD

2/0962



STB Finance Docket No. 34507

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY
COMPANY--TEMPORARY TRACKAGE RIGHTS EXEMPTION--
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION **FEE RECEIVED**

MAY 19 2004

SURFACE
TRANSPORTATION BOARD

Sarah W. Bailiff
THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY COMPANY
2500 Lou Menk Drive
P. O. Box 961039
Fort Worth, TX 76161-0039
(817) 352-2354

FILED

MAY 19 2004

SURFACE
TRANSPORTATION BOARD

Dated: May 18, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD



STB Finance Docket No. 34507

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY
COMPANY--TEMPORARY TRACKAGE RIGHTS EXEMPTION--
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION

1. The Burlington Northern and Santa Fe Railway Company ("BNSF") files this verified notice of exemption pursuant to 49 C.F.R. §1180.2. Under this notice BNSF will obtain temporary overhead trackage rights from Norfolk Southern Railway Company ("NSR") on NSR's Kansas City District between NSR's Milepost S241.9 at CA Junction, Missouri and NSR's Milepost S250.6 at Maxwell, Missouri. The temporary trackage rights grant covers a total distance of approximately 8.7 miles. The temporary trackage rights are for the sole purpose of bridging its train service while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance.

The acquisition of these trackage rights is based on a written agreement.

2. The following information is provided as required by 49 C.F.R. §1180.4(g)(1)(i):

Section 1180.6(a)(1)(i-iii).

NSR has granted temporary overhead trackage rights to BNSF on NSR's Kansas City District between NSR's Milepost S241.9 at CA Junction, Missouri and NSR's Milepost S250.6 at Maxwell, Missouri. Subject to approval of the Board, the temporary trackage rights will

terminate on June 1, 2004. BNSF will operate its own trains with its own crews over the NSR line under the temporary trackage rights.

The carriers involved in this transaction and their business addresses are as follows:

The Burlington Northern and Santa Fe Railway Company
2600 Lou Menk Drive
P. O. Box 961034
Fort Worth, TX 76161

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510-2108

Questions regarding this exemption should be sent to Sarah W. Bailiff, Senior General Attorney, The Burlington Northern and Santa Fe Railway Company, P.O. Box 961039, Fort Worth, TX 76161-0039. The phone number is (817) 352-2354.

Consummation of the transaction will occur on May 30, 2004, and operations under this exemption will begin thereafter. The purpose of the trackage rights is for the sole purpose of bridging its train service while BNSF's main lines are out of service due to certain programmed track, roadbed and structural maintenance. The trackage rights will expire on June 1, 2004.

Section 1180.6(a)(5).

The trackage involved in the temporary trackage rights agreement is located in the state of Missouri.

Section 1180.6(a)(6).

The required map is attached hereto as Exhibit No. 1.

Section 1180.6(7)(ii).

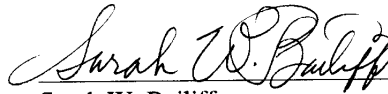
A copy of the temporary trackage rights agreement covering this transaction is attached hereto as Exhibit No. 2.

Applicants are agreeable to the imposition of the standard labor protective conditions imposed by the Board pursuant to Norfolk and Western Ry. Co.--Trackage Rights--BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast Ry., Inc.--Lease and Operate, 360 I.C.C. 653

(1980), and with respect to the discontinuance of these temporary rights, imposition of conditions pursuant to Oregon Short Line RR Co. – Abandonment – Goshen, 360 I.C.C. 91 (1979).

This transaction does not require the filing of an environmental report or an historic report under 49 C.F.R. §1105.6(c)(4) and §1105.8(b)(3) respectively.

Respectfully submitted,

A handwritten signature in cursive script, reading "Sarah W. Bailiff", written over a horizontal line.

Sarah W. Bailiff
THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY
2500 Lou Menk Drive
P. O. Box 961039
Fort Worth, TX 76161-0039
(817) 352-2354 - Telephone
(817) 352-2397 - Fax

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Finance Docket No. 34507

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY
COMPANY--TEMPORARY TRACKAGE RIGHTS EXEMPTION--
NORFOLK SOUTHERN RAILWAY COMPANY

Norfolk Southern Railway Company ("NSR") has agreed to grant limited temporary overhead trackage rights to The Burlington Northern and Santa Fe Railway Company ("BNSF") on NSR's Kansas City District between NSR's Milepost S241.9 at CA Junction, Missouri and NSR's Milepost S250.6 at Maxwell, Missouri. The temporary trackage rights grant covers a total distance of approximately 8.7 miles.

The temporary trackage rights will facilitate a programmed maintenance outage and will be effective on May 30, 2004, with operations under this exemption commencing on that date. The temporary trackage rights will expire on June 1, 2004.

This notice is filed under §1180.2(d)(8). Petitions to revoke the exemption under 49 U.S.C. 10502(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.

VERIFICATION

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Sarah W. Bailiff being duly sworn, deposes and says that she has read the foregoing notice of exemption and that the contents thereof are true and correct to the best of her knowledge and belief.


Sarah W. Bailiff

Subscribed and sworn to before me this 18th day of May, 2004.



My Commission expires:

11-21-2004

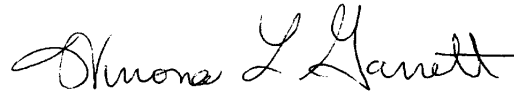

Notary Public

EXHIBIT NO. 1

- BNSF System
- CN System
- CPRS System
- KCS System
- NS System
- UP System
- Other Systems
- CSXT System



Distance between Maxwell and
CA Jct 8.7 miles

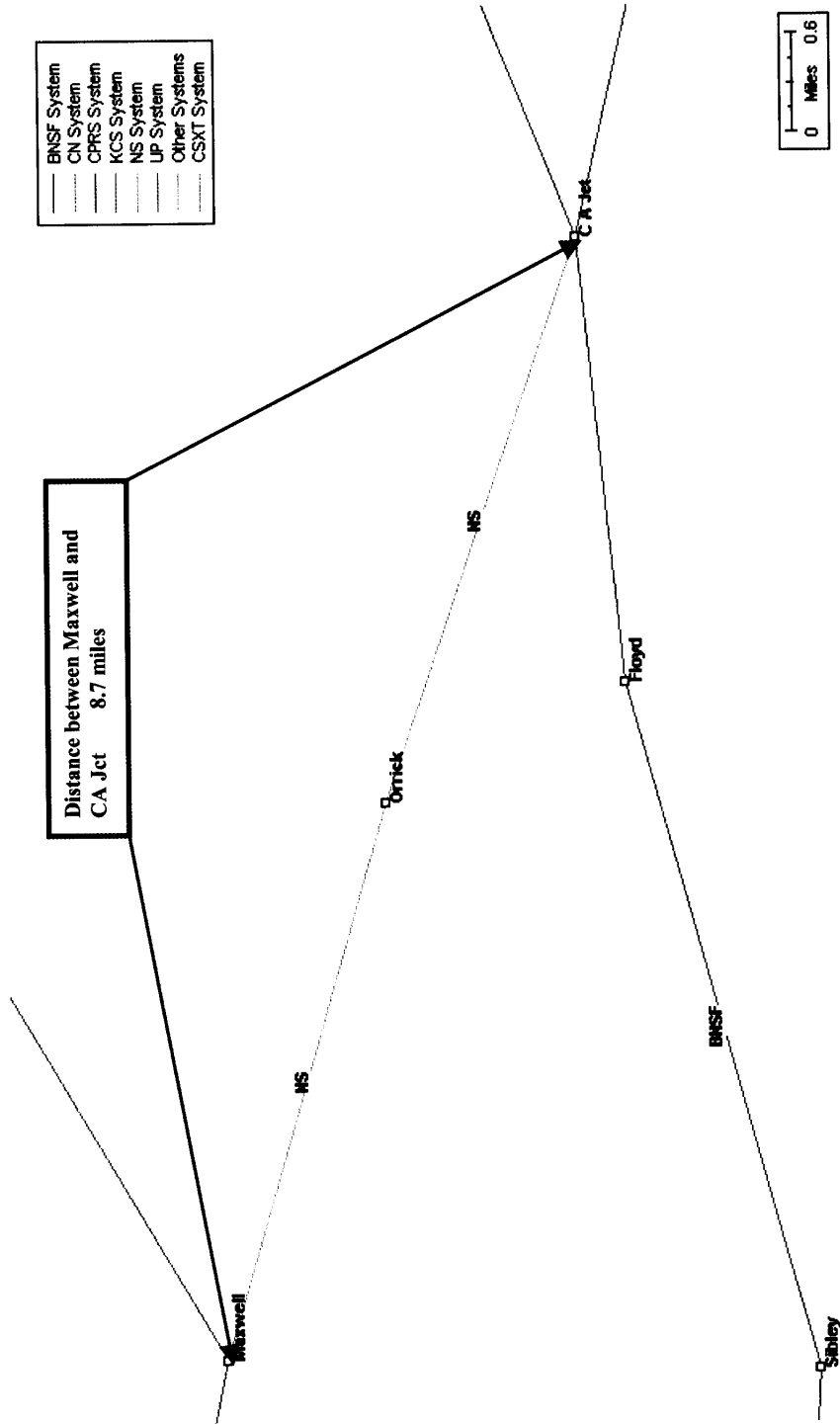


EXHIBIT NO. 2

May 13 04 09:12a

NO. 4100 P. 2



Norfolk Southern Corporation
Transportation Department
185 Spring Street, S.W.
Atlanta, Georgia 30303
FAX: (404) 582-5556

Mark M. Owens
Senior Director Joint Facilities
(404) 658-3150

May 12, 2004 - lea
File No. - JF 4503

Mr. Ronald Harding
Director Contracts & Joint Facilities
Burlington Northern Santa Fe
2600 Lou Menk Drive
Fort Worth, TX 76131

Dear Ronald:

Please reference recent conversations between officers of our respective companies regarding Norfolk Southern Railway Company (NSR) providing The Burlington Northern and Santa Fe Railway Company (BNSF) temporary extension of trackage rights on NSR from CA Junction, Missouri to Maxwell, Missouri to bridge BNSF trains while the BNSF main lines near Sibley, Missouri are out of service May 30, 2004 to June 1, 2004.

Now, therefore, it is mutually agreed by and between the parties.

For the temporary period starting May 30, 2004 to June 1, 2004 the subject Joint Trackage as defined in the September 17, 1946 Joint Use Agreement between The Atchison, Topeka and Santa Fe Railway Company predecessor to BNSF and Wabash Railroad Company predecessor to NSR, hereinafter referred to as 1946 Agreement shall be temporary extended to include the following additional trackage:

C.A. Junction, Missouri NSR's Kansas City District Milepost S241.9 to Maxwell, Missouri NSR's Kansas City District Milepost Milepost S250.6 an additional distance of 8.7 miles (Temporary Joint Trackage Extension).

As compensation for the temporary extended trackage rights BNSF shall pay NSR nine dollars (\$9.00) per train mile for each train operated by BNSF over the Temporary Joint Trackage Extension. Compensation for use of the remainder of the Joint Trackage shall be as set forth in the 1946 Agreement.

RECEIVED TIMEMAY. 13. 9:37AM

PRINT TIMEMAY. 13. 9:39AM

May 13 04 09:13a

NO. 2100 P. 3

Mr. Ronald Harding
May 12, 2004
Page 2

Please indicate your acceptance of this Letter Agreement by signing in the space provided below, and return one original counterpart to my office, retaining one original counterpart for your records.

On behalf of Norfolk Southern Railway Company.:

Mark M Owens (LEA)
Mark M. Owens

On behalf of The Burlington Northern and Santa Fe Railway Company:

Accepted by: *Ronald Harding*
Date: *May 13, 2004*

RECEIVED TIME MAY. 13. 9:37AM

PRINT TIME MAY. 13. 9:39AM