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January 26, 2005

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

**Re: Surface Transportation Board Finance Docket No. 34657; BNSF Railway Company --
Trackage Rights Exemption -- Union Pacific Railroad Company**

Dear Secretary Williams:

Enclosed please find the original and 10 copies of the verification which accompanied the Verified Notice of Exemption which was filed on January 25, 2005, in the above-referenced-docket.

Please acknowledge receipt of this material by date stamping the extra copy of this letter and verification.

Sincerely,

Sarah Whitley Bailiff
Sarah Whitley Bailiff

SWB/js
Encs.

ENTERED
Office of Proceedings

JAN 26 2005

Part of
Public Record

VERIFICATION

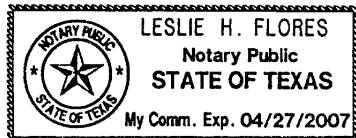


THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Debbie Valentine, 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.

Debbie Valentine
Debbie Valentine

Subscribed and sworn to before me this 25th day of January, 2005.



Leslie H. Flores
Notary Public

My Commission expires:

04/27/07

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