

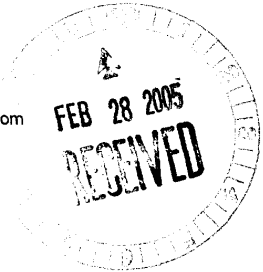


SARAH W. BAILIFF
Senior General Attorney

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213426

February 28, 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. 34669; BNSF Railway Company –
Trackage Rights Exemption – Union Pacific Railroad Company**

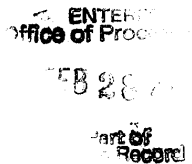
Dear Secretary Williams:

Enclosed please find the original Verification in connection with the Verified Notice of Exemption which was filed on February 25, 2005, in the above-referenced-docket. I would appreciate it if you would date-stamp the extra copy of this letter and return it to the messenger for our files. Please let me know if you have any questions. Thank you for your assistance.

Sincerely,

Sarah W. Bailiff/als

Sarah W. Bailiff



SWB/js
Enc.

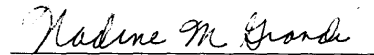
VERIFICATION

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 25th day of February, 2005.


Notary Public

My Commission expires:

06/05/2008

