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BNSF



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August 9, 2004



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

**Re: Surface Transportation Board Finance Docket No. 34503; Timber Rock Railroad,
Inc. - Lease Exemption - The Burlington Northern and Santa Fe Railway Company**

Dear Secretary Williams:

Enclosed for filing in the referenced docket is the original Verified Statement of Christopher M. Randall which was submitted with BNSF's Comments in Support of Timber Rock Railroad's Reply to Petition to Revoke filed on August 2, 2004. Also enclosed are 10 copies of the Verified Statement along with an electronic copy of the filing on a 3.5 inch disc.

Please acknowledge receipt of this material by date stamping the extra copy of this letter and returning it to our messenger.

Sincerely,


Sarah Whitley Bailiff

Enclosures

ENTERED
Office of Proceedings

AUG 10 2004

Part of
Public Record

211773

BEFORE THE
SURFACE TRANSPORTATION BOARD

TIMBER ROCK RAILROAD, INC.)
-- LEASE EXEMPTION --)
THE BURLINGTON NORTHERN AND)
SANTA FE RAILWAY COMPANY)

DOCKET NO. 34503

VERIFIED STATEMENT

OF

CHRISTOPHER M. RANDALL

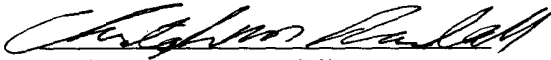


1. My name is Christopher M. Randall. I am Director, Shortline Development for The Burlington Northern and Santa Fe Railway Company (BNSF), and I have been employed by BNSF and its predecessors for 14 years. My current duties and responsibilities include negotiation and administration of shortline arrangements for and on behalf of BNSF.
2. As part of my duties at BNSF, I recently handled the negotiation of the lease of BNSF's Conroe and Silbee subdivisions to Timber Rock Railroad, Inc. (TRRR).
3. In 2002, BNSF leased its Kirbyville to Tenaha, Texas line to TRRR. The arrangement was working well and, earlier this year, we leased the adjoining track from Kirbyville to Silsbee, Texas.
4. As capacity constraints in the Houston area have required BNSF to concentrate its core assets and resources on high density routes to maintain system fluidity, BNSF and TRRR proposed to enter into arrangements to add another segment, Beaumont to Silsbee, Texas and further to Dobbin, Texas, which culminated in the lease which is the subject of this Finance Docket.
5. In each transaction resulting in the lease of the Conroe and Silsbee subdivisions to TRRR, BNSF wanted to retain the flexibility to route its overhead trains on its leased routes. Accordingly, BNSF reserved unto itself the right to operate overhead trains over the entirety of the leased lines. In addition, BNSF also has the right to have TRRR handle overhead trains under the lease arrangements.
6. As a result of the transaction, BNSF was able to redeploy immediately its experienced crews and other resources to higher traffic density and capacity constrained rail corridors in need of immediate infusion of those resources. The transaction not only addresses short term capacity constraints in the area, but also facilitates BNSF's capacity objectives over the long run. BNSF has preserved, if not enhanced, its through route capacity as needed for the future and has expanded its relationship with an operator with a proven record of providing quality local services to customers to focus on increasing traffic to and from customers on the line.

VERIFICATION

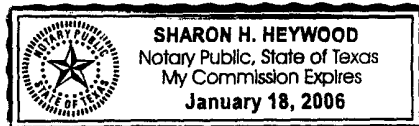
STATE OF TEXAS)
) ss
COUNTY OF TARRANT)

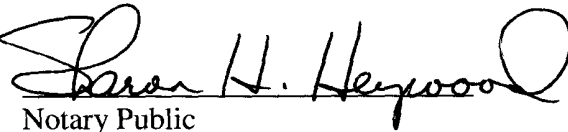
Christoper M. Randall makes oath and says he is Director of Shortline Development of The Burlington Northern and Santa Fe Railway Company; that he has been authorized by the Applicant to verify and file with the Surface Transportation Board the foregoing Verified Statement in FD 34503; that he has knowledge of the facts and matters relied upon in this Verified Statement; and that all representations set forth therein are true and correct to the best of his knowledge, information, and belief.



Christopher M. Randall
Director of Shortline Development

Subscribed and sworn to before me this 2nd day of August, 2004.




Notary Public