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STEPTOE & JOHNSON ^{LLP}
ATTORNEYS AT LAW

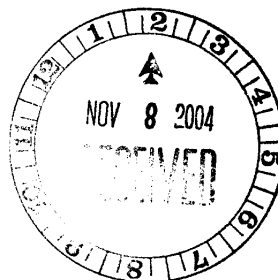
Jill K Mulligan
202.429.6749
jmulligan@steptoe.com

1330 Connecticut Avenue, NW
Washington, DC 20036-1795
Tel 202.429.3000
Fax 202.429.3902
steptoe.com

November 8, 2004

Via HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423



Re: **STB Docket No. 42088, *Western Fuels Association, Inc. and Basin Electric Power Cooperative, Inc. v. The Burlington Northern and Santa Fe Railway Company***

Dear Secretary Williams:

Enclosed for filing in the above-captioned matter are the original and ten copies of the Answer of The Burlington Northern and Santa Fe Railway Company to the Verified Complaint of Western Fuels Association, Inc. and Basin Electric Power Cooperative, Inc.

An additional copy of this filing is also enclosed. Please indicate receipt and filing by date stamping the cover letter of this extra copy and returning it to the messenger who delivered this filing.

Sincerely,

Jill K. Mulligan

Enclosures

cc: Counsel for Complainant

WASHINGTON

PHOENIX

LOS ANGELES

LONDON

BRUSSELS

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**WESTERN FUELS ASSOCIATION, INC.
and BASIN ELECTRIC POWER
COOPERATIVE, INC.**

Complainants,

v.

**THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY,**

Defendant.



Docket No. 42088

**ANSWER OF THE BURLINGTON NORTHERN AND SANTA FE RAILWAY
COMPANY TO THE VERIFIED COMPLAINT OF WESTERN FUELS ASSOCIATION,
INC. AND BASIN ELECTRIC POWER COOPERATIVE, INC.**

Defendant The Burlington Northern and Santa Fe Railway Company ("BNSF") hereby answers the Verified Complaint filed on October 19, 2004 by the complainants in this proceeding, Western Fuels Association, Inc. ("WFA") and Basin Electric Power Cooperative, Inc. ("Basin") (jointly "Complainants").

COMPLAINT

BNSF responds to the allegations contained in each of the separately numbered paragraphs of the Verified Complaint as follows:

1. BNSF lacks knowledge or information sufficient to form a belief as to the truth of the allegations made in paragraph 1 of the Verified Complaint.
2. BNSF lacks knowledge or information sufficient to form a belief as to the truth of the allegations made in paragraph 2 of the Verified Complaint.

3. BNSF lacks knowledge or information sufficient to form a belief as to the truth of the allegations made in paragraph 3 of the Verified Complaint, except that BNSF admits that Basin operates the Laramie River Station.

4. BNSF admits the allegations made in the first sentence of paragraph 4 of the Verified Complaint. The second sentence of paragraph 4 states a legal conclusion to which no answer is required.

5. BNSF lacks knowledge or information sufficient to form a belief as to the truth of the allegations made in the first and second sentences of paragraph 5 of the Verified Complaint. BNSF admits the allegations made in the third and fourth sentences of paragraph 5 of the Verified Complaint. As to the fifth sentence of paragraph 5, BNSF admits that negotiations between the parties were ultimately unsuccessful.

6. BNSF admits the allegations made in paragraph 6 of the Verified Complaint.

7. BNSF admits the allegations made in paragraph 7 of the Verified Complaint.

8. BNSF denies the allegations made in the first sentence of paragraph 8 of the Verified Complaint. BNSF denies the allegations contained in the second sentence of paragraph 8, except that BNSF admits that it is the only rail carrier currently serving the Laramie River Station and that it is the only rail carrier currently serving certain northern Wyoming Powder River Basin ("PRB") origins. BNSF denies the allegations made in the third sentence of paragraph 8.

9. BNSF admits the allegations made in the first sentence of paragraph 9 of the Verified Complaint. BNSF denies the allegations made in the second and third sentences of paragraph 9. The fourth sentence of paragraph 9 states a legal conclusion to which no answer is required.

10. BNSF admits the allegations made in the first and second sentences of paragraph 10 of the Verified Complaint. The third sentence of paragraph 10 purports to reserve a right to pursue a challenge to certain service terms in the common carrier pricing authority as to which no answer is required.

11. Paragraph 11 of the Verified Complaint states a legal conclusion as to the scope of the Complaint relative to future events as to which no answer is required.

12. The first sentence of paragraph 12 of the Verified Complaint contains a request to the Board for expeditious action to which no response is required. BNSF denies the allegation in the second sentence of paragraph 12. The third sentence of paragraph 12 contains a statement about Complainants' state of knowledge as to which no response is required. BNSF denies the allegations contained in the fourth and fifth sentences of paragraph 12 of the Verified Complaint. The sixth sentence of paragraph 12 contains an argument based on a legal conclusion to which no response is required.

13. BNSF denies the allegations made in paragraph 13 of the Verified Complaint.

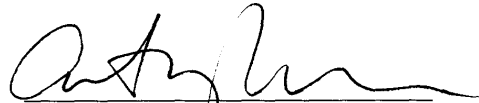
14. BNSF lacks knowledge or information sufficient to form a belief as to the truth of the allegation made in the first sentence of paragraph 14 of the Verified Complaint that Complainants considered but rejected arbitration as a means of resolving this dispute. The second sentence of paragraph 14 contains a statement about Complainants' future plans to participate in mediation pursuant to 49 C.F.R. §1109.4 to which no response is required.

15. Paragraph 15 of the Verified Complaint states a legal conclusion to which no answer is required.

PRAYER FOR RELIEF

The unnumbered paragraph on page 5 of the Verified Complaint consists of a request for relief as to which no answer is required. BNSF denies that Complainants are entitled to any of the relief requested.

Respectfully submitted,



Samuel M. Sipe, Jr.
Anthony J. LaRocca
Linda S. Stein
STEPTOE & JOHNSON, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 429-3000

Richard E. Weicher
Michael Roper
THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY
2500 Lou Menk Drive
Fort Worth, TX 76131
(817) 352-2353

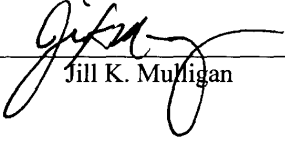
November 8, 2004

*Attorneys for The Burlington Northern
and Santa Fe Railway Company*

CERTIFICATE OF SERVICE

I hereby certify that on November 8, 2004, I caused a copy of the foregoing "Answer of The Burlington Northern and Santa Fe Railway Company to the Verified Complaint" to be served by hand upon the following counsel:

John H. LeSeur
Christopher A. Mills
Robert D. Rosenberg
Andrew B. Kolesar III
Peter A. Pfohl
SLOVER & LOFTUS
1224 Seventeenth Street, N.W.
Washington, DC 20036


Jill K. Mulligan