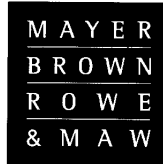


213373



February 22, 2005

BY HAND-DELIVERY

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

ENTERED
Office of Proceedings

FEB 22 2005

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Adrian L. Steel, Jr.
Direct Tel (202) 263-3237
Direct Fax (202) 263-5237
asteel@mayerbrownrowe.com

Re: Finance Docket No. 34667, BNSF Railway Company –
Acquisition and Operation – State of South Dakota

Dear Secretary Williams:

Enclosed please find the originals of the following in connection with the Application which was filed on February 18, 2005, in the above-referenced-docket:

- Verification of Christopher M. Randall
- Signature, Oath and Certification of Executive Officers (Section 1150.10(c)) executed by Peter J. Rickershauser and Craig N. Smetko (and accompanying notarization)

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 yours,

Adrian L. Steel, Jr.

Enclosures

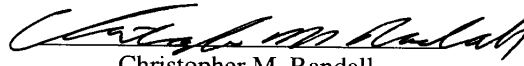
Brussels Charlotte Chicago Cologne Frankfurt Houston London Los Angeles Manchester New York Palo Alto Paris Washington, D.C.
Independent Mexico City Correspondent: Jauregui, Navarrete, Nader y Rojas, S.C.

Mayer, Brown, Rowe & Maw LLP operates in combination with our associated English limited liability partnership in the offices listed above.

VERIFICATION

I, Christopher M. Randall, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on February 18, 2005.

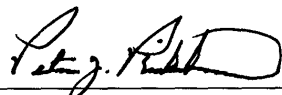

Christopher M. Randall

SECTION 1150.10(c)

**SIGNATURE, OATH AND CERTIFICATION
OF EXECUTIVE OFFICERS**

**BNSF RAILWAY COMPANY, Applicant
and
BURLINGTON NORTHERN SANTA FE CORPORATION, Controller of Applicant**

I, Peter J. Rickershauser, declare under penalty of perjury under the laws of the United States that I am Vice President – Network Development of BNSF Railway Company and Vice President – Network Development of Burlington Northern Santa Fe Corporation, Applicant herein and controller of Applicant respectively; that I am one of the executive officers of said corporations and I am duly authorized to sign, to verify, and to file this Application on behalf of the foregoing; that I have knowledge of the matters contained in this Application to the extent they relate to the foregoing; and that the statements in this Application are true and correct to the best of my knowledge and belief.



Peter J. Rickershauser

Executed on February 18, 2005

I, Craig N. Smetko, hereby certify that I am an Assistant Secretary of BNSF Railway Company, Applicant herein, and an Assistant Secretary of Burlington Northern Santa Fe Corporation, controller of Applicant and that Peter J. Rickershauser, Vice President – Network Development of BNSF Railway Company and Vice President – Network Development of Burlington Northern Santa Fe Corporation, is duly authorized to sign, to verify, and to file this Application on behalf of BNSF Railway Company and Burlington Northern Santa Fe Corporation.




Craig N. Smetko, Assistant Secretary
BNSF Railway Company

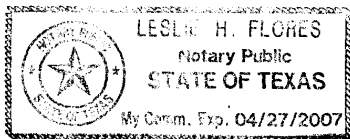
Craig N. Smetko, Assistant Secretary
Burlington Northern Santa Fe Corporation

Dated this 18th day of February, 2005, at Fort Worth, TX

STATE OF TEXAS)
)
COUNTY OF TARRANT)

On this 18th day of February 2005, before me, the undersigned, a Notary Public in and for the State of Texas, duly commissioned and sworn, personally appeared Peter J. Rickershauser, Vice President – Network Development for BNSF Railway Company and Vice President – Network Development for Burlington Northern Santa Fe Corporation and Craig N. Smetko, Assistant Secretary, BNSF Railway Company and Assistant Secretary, Burlington Northern Santa Fe Corporation, the corporations that executed the foregoing instrument, and acknowledged the execution thereof to be the free and voluntary act and deed of such officer and the voluntary act and deed of said corporations, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the foregoing instrument and that the seal affixed is the corporate seal of said corporation(s).

Witness my hand and official seal affixed the day and year first above written.



Leslie H. Flores
Notary Public

My commission expires: 09/27/2007