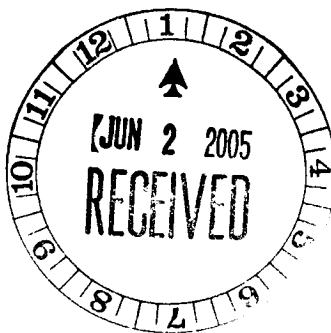


LEONARD
STREET
AND
DEINARD

June 2, 2005

VIA FAX (202) 565-9004

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



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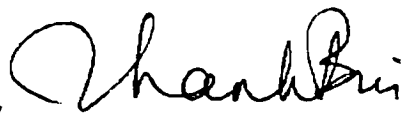
**Re: Finance Docket No. 34705; Soo Line Railroad Company d/b/a Canadian Pacific
Railway – Temporary Trackage Rights Exemption – The Burlington Northern And
Santa Fe Railway Company**

Dear Secretary Williams:

Enclosed for filing in the above proceeding is a Restated Amendment to the Verified Notice of Exemption and Caption Summary filed on May 19, 2005, to further clarify and explain the milepost points and distances on BNSF's trackage.

Very truly yours,

LEONARD, STREET AND DEINARD
Professional Association

By 
Thanh G. Bui

ENTERED
Office of Proceedings

JUN 02 2005

Part of
Public Record

cc: Brian Aman, BNSF (via fax w/ enclosures)
Sarah W. Bailiff, BNSF (via fax w/ enclosures)
Chuck Hubbard, CPR (via fax w/ enclosures)
Bill Tuttle, CPR (via fax w/ enclosures)

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34705

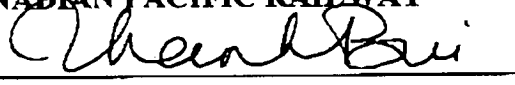
**SOO LINE RAILROAD COMPANY D/B/A CANADIAN PACIFIC RAILWAY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION --
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

**RESTATED AMENDMENT TO THE
VERIFIED NOTICE OF EXEMPTION**

Soo Line Railroad Company d/b/a Canadian Pacific Railway ("CPR") submits this Restated Amendment to the Verified Notice of Exemption, for further clarification of the milepost points on the line of railroad of The Burlington Northern And Santa Fe Railway Company ("BNSF") between Ardoch, ND and Erskine, MN, a distance of approximately 84.6 miles. The grant of the temporary, overhead trackage rights shall be on BNSF's trackage from Ardoch, ND at BNSF milepost 24.5 to Grand Forks, ND at BNSF milepost 0.0, a distance of approximately 24.5 miles; from Grand Forks, ND at BNSF milepost 109.9 to Crookston Junction, MN at BNSF milepost 80.9, a distance of approximately 29.0 miles; and then from Crookston Junction at BNSF milepost 0.0 to Erskine, MN at BNSF milepost 31.5, a distance of approximately 31.5 miles, for a total distance of approximately 84.6 miles. BNSF engineering has confirmed that the approximation of miles and the milepost markings are accurate to the best of their knowledge. BNSF engineering acknowledges that a .4 mile difference exists in the approximation of miles and the mileposts distances and attributes such difference to the existence of long miles and short miles caused by the fact that not every mile is a mile in actual distance.

Respectfully submitted,

**SOO LINE RAILROAD COMPANY D/B/A
CANADIAN PACIFIC RAILWAY**

By: 

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Canadian Pacific Railway
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