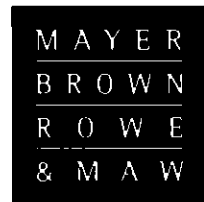


219554



June 15, 2007

BY HAND-DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

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asteel@mayerbrownrowe.com

Re: Finance Docket No. 32760, Union Pacific Corporation, et al
– Control and Merger – Southern Pacific Rail Corporation,
et al.

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are the original and ten copies of BNSF Railway Company's Certificate of Service in Accordance with the Board's June 8, 2007 Notice (BNSF-112). Also enclosed is a disk with the text of the submission in Microsoft Word format.

I would appreciate it if you would date-stamp the enclosed extra copy 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

cc: Michael E. Roper, Esq.
Lawrence E. Wzorek, Esq.
All Parties of Record

219554

BNSF-112

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BEFORE THE

SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY AND
MISSOURI PACIFIC RAILROAD COMPANY—CONTROL AND MERGER—
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP., AND THE DENVER AND RIO GRANDE WESTERN
RAILROAD COMPANY

BNSF RAILWAY COMPANY'S
CERTIFICATE OF SERVICE
IN ACCORDANCE WITH JUNE 8, 2007 NOTICE

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Attorneys for BNSF Railway Company

Dated: June 15, 2007

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

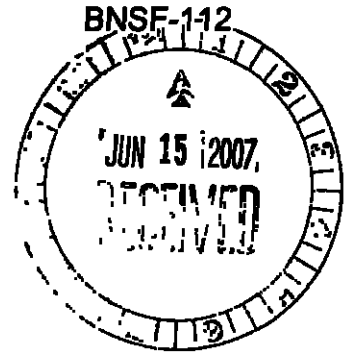
Finance Docket No. 32760

**UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY**

-- CONTROL AND MERGER --

**SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY**

**BNSF RAILWAY COMPANY'S
CERTIFICATE OF SERVICE
IN ACCORDANCE WITH JUNE 8, 2007 NOTICE**



I hereby certify that copies of all filings made by BNSF Railway Company prior to the service date of the Board's June 8, 2007 notice in connection with Union Pacific Railroad Company's Petition for Reformation in the above-captioned proceeding have been served on all parties of record, not previously served, by first-class mail this 15th day of June 2007.