

October 24, 2007

BY HAND-DELIVERY

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

Re Finance Docket No 35081, Canadian Pacific Railway
Company, et al – Control – Dakota, Minnesota & Eastern
Railroad Corp, et al

Dear Secretary Williams

Enclosed for filing in the above-captioned proceeding are the original and ten (10) copies of BNSF Railway Company's Notice of Intent to Participate (BNSF-1) and BNSF Railway Company's Comments on the Environmental Review Procedures Proposed in the Application by Canadian Pacific Railway Company, et al for Approval of Control of Dakota, Minnesota and Eastern Railroad Corporation, et al (BNSF-2)

I would appreciate it if you would date-stamp the enclosed extra copies and return them to the messenger for our files. Please let me know if you have any questions. Thank you for your assistance.

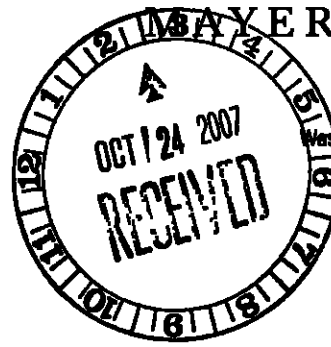
Sincerely yours,



Adrian L. Steel, Jr

Enclosures

cc All Parties of Record



220525

MAYER • BROWN

Mayer Brown LLP
1909 K Street, N.W.
Washington D.C. 20006-1101
Main Tel (202) 263-3000
Main Fax (202) 263-3300
www.mayerbrown.com

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

ENTERED
Office of Proceedings

OCT 24 2007

Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 35081

**CANADIAN PACIFIC RAILWAY COMPANY, ET AL.
- CONTROL -
DAKOTA, MINNESOTA & EASTERN RAILROAD CORP., ET AL.**

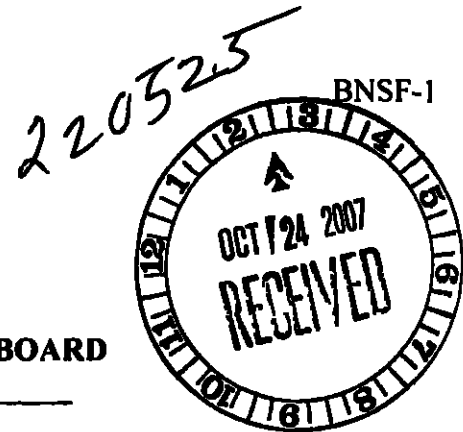
**BNSF RAILWAY COMPANY'S
NOTICE OF INTENT TO PARTICIPATE**

Richard E. Weicher
Jake P. DeBoever
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131
(817) 352-2368

Adrian L. Steel, Jr.
Kathryn A. Kusske Floyd
Jay C. Johnson
Mayer Brown LLP
1909 K Street, N.W.
Washington, DC 20006
(202) 263-3237

Attorneys for BNSF Railway Company

Dated October 24, 2007



ENTERED
Office of Proceedings
OCT 24 2007.
Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 35081

**CANADIAN PACIFIC RAILWAY COMPANY, ET AL.
- CONTROL -
DAKOTA, MINNESOTA & EASTERN RAILROAD CORP., ET AL.**

**BNSF RAILWAY COMPANY'S
NOTICE OF INTENT TO PARTICIPATE**



BNSF Railway Company ("BNSF") hereby provides notice of its intent to participate as a party of record in the above-captioned proceeding BNSF is represented in this proceeding by its in-house counsel and by outside counsel at Mayer Brown LLP BNSF requests that the following persons be added to the service list, and receive copies of all motions, pleadings, correspondence, and other filings made in connection with the above-captioned proceeding

Richard E Weicher
Jake P DeBoever
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131
(817) 352-2368

Adrian L Steel, Jr
Kathryn A Kusske Floyd
Jay C Johnson
Mayer Brown LLP
1909 K Street, N W
Washington, DC 20006-1101
(202) 263-3237

In accordance with the Board's order in this proceeding served September 21, 2007,
executed Highly Confidential Undertakings have been provided to counsel for the Applicants

Respectfully submitted,



Richard E. Weicher
Jake P DeBoever
BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131
(817) 352-2368

Adrian L. Steel, Jr
Kathryn A Kusske Floyd
Jay C Johnson
Mayer Brown LLP
1909 K Street, N W
Washington, DC 20006-1101
(202) 263-3237

Attorneys for BNSF Railway Company

Dated October 24, 2007

CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of October 2007, a true and correct copy of the foregoing Notice of Intent to Participate is being served on the following by First-Class Mail Postage Pre-Paid or by a more expeditious manner

William C Sippel, Esq
Fletcher & Sippel
29 North Wacker Drive
Suite 920
Chicago, IL 60606

G Paul Moates, Esq
Terence M Hynes, Esq
Jeffrey S Berlin, Esq
Paul A Hemmersbaugh, Esq
Matthew J Warren, Esq
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005

Timothy M Zieziula
Knox McLaughlin Gornall & Sennett
120 West Tenth Street
Erie, PA 16501

T Scott Bannister, Esq
Iowa Northern Railway Company
Paramount Office Building
305 Second Street, SE
Suite 400
Cedar Rapids, IA 52401

Gerald W Fauth III
President
G W Fauth & Associates, Inc
116 S Royal Street
Alexandria, VA 22314

Daniel R Elliott, III
Associate General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Michael C Noland, Esq
General Counsel
Metra
547 West Jackson Boulevard
Chicago, IL 60661

Robert P vom Eigen, Esq
Foley & Lardner LLP
Washington Harbour
3000 K Street, NW, Suite 500
Washington, DC 20007-5143

Stacey L Drentlaw, Esq
Oppenheimer Wolff & Donnelly LLP
45 South Seventh Street, Suite 3300
Minneapolis, MN 55402

John D Heffner
John D Heffner PLLC
1750 K Street, NW
Suite 350
Washington, DC 20006

David K Johnson, President
Iowa Traction Railroad Company
PO Box 309
Mason City, IA 50402-0309

Thomas F McFarland
Thomas F McFarland, P C
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112

