

COVINGTON & BURLING LLP

BEIJING BRUSSELS LONDON NEW YORK  
SAN DIEGO SAN FRANCISCO SEOUL  
SHANGHAI SILICON VALLEY WASHINGTON

MICHAEL L. ROSENTHAL  
1201 PENNSYLVANIA AVENUE, NW  
WASHINGTON, DC 20004-2401  
T 202.662.5448  
mrosenthal@cov.com

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**BY E-FILING**

Cynthia T. Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Re: Finance Docket No. 32760 (Sub-No. 46)  
BNSF Railway Company – Terminal Trackage Rights – The Kansas  
City Southern Railway Company and Union Pacific Railroad Company

Dear Ms. Brown:

In light of the correspondence filed recently in the above-referenced proceeding by BNSF Railway Company (“BNSF”) and The Kansas City Southern Railway Company (“KCS”), Union Pacific Railroad Company (“UP”) wants to make clear that it remains willing to work with BNSF and KCS to resolve the access issues raised in this proceeding through negotiations. In fact, as UP observed in its reply to BNSF’s terminal trackage rights application, UP had reached out to both BNSF and KCS in an effort to advance such negotiations before BNSF filed its application. (*See* UP Reply at 4.)

Sincerely,



Michael L. Rosenthal

cc: Adrian L. Steel, Jr., Esq.  
William A. Mullins, Esq.  
Edward D. Greenberg, Esq.