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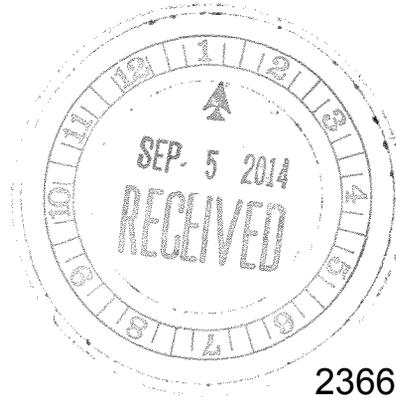
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September 5, 2014

BY HAND DELIVERY

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



236622
ENTERED
Office of Proceedings
September 5, 2014
Part of
Public Record

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:

I am writing on behalf of BNSF Railway Company (BNSF) in response to the separate letters filed on August 29, 2014, by counsel for Union Pacific Railroad Company (UP) and The Kansas City Southern Railway Company (KCS). UP's and KCS's letters responded to an August 26, 2014 letter in which BNSF requested that the Board establish a procedural schedule for processing the terminal trackage rights application that it has filed in this proceeding. The letters oppose issuance of a procedural schedule. Unless the Board requests otherwise, BNSF will reserve response to UP's and KCS's summary letter arguments on the merits for the appropriate procedural process to be issued by the Board. BNSF, along with CITGO, respectfully request the timely issuance of a procedural schedule.

Sincerely yours,

A handwritten signature in black ink that appears to read 'Adrian L. Steel, Jr.'.

Adrian L. Steel, Jr.

cc: Edward D. Greenberg, Esq.
William A. Mullins, Esq.
Michael L. Rosenthal, Esq.
All parties of record