



ATTORNEYS AT LAW
CANAL SQUARE 1054 THIRTY-FIRST STREET, NW WASHINGTON, DC 20007
TELEPHONE: 202.342.5200 FACSIMILE: 202.342.5219

RICHARD BAR
BRENDAN COLLINS
STEVEN JOHN FELLMAN
EDWARD D. GREENBERG
KATHARINE FOSTER MEYER
DAVID K. MONROE
TROY A. ROLF
DAVID P. STREET
KEITH G. SWIRSKY
THOMAS W. WILCOX
CHRISTOPHER B. YOUNGER

SVETLANA V. LYUBCHENKO

MINNESOTA OFFICE:
700 TWELVE OAKS CENTER DRIVE, SUITE 700
WAYZATA, MN 55391
TELEPHONE: 952.449.8817 FACSIMILE: 952.449.0614

WRITER'S DIRECT E-MAIL ADDRESS
DMONROE@GKGLAW.COM

WRITER'S DIRECT DIAL NUMBER
202.342.5235

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VIA 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

ENTERED
Office of Proceedings
March 10, 2015
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:

We are writing on behalf of CITGO Petroleum Corporation (“CITGO”) to respond to the March 6, 2015 letter filed by Union Pacific Railroad Company (“UP”) in this proceeding. In its letter, UP appears to suggest that CITGO may be attempting to use a dispute about the scope of permissible discovery as a “device” to obtain rulings on “critical merit issues.” CITGO categorically denies that it is attempting to use the dispute over the scope of discovery to obtain a ruling on the merits.

As a preliminary matter, it should be noted that Kansas City Southern Railway Company (“KCSR”) – and not CITGO – has raised the issue of the scope of this proceeding by (1) serving extremely broad, intrusive, and burdensome discovery requests on CITGO relating to intermodal and intramodal competition, and (2) arguing that, notwithstanding the Board’s prior determination that BNSF access to Lake Charles was in the public interest, a “competitive analysis” is required to determine whether the exercise of that access is in the public interest.

In addition, CITGO has no desire to prevent the other parties to the proceeding from advancing any arguments they may wish to make – whether or not those arguments are relevant

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to the issues at hand. However, CITGO does object to being subjected to burdensome and unwarranted discovery merely because it has intervened in support of its right to receive the competitive service from BNSF that the Board has already determined to be in the public interest.

Finally, the intrusive discovery requested by KCSR does not appear to be necessary for the arguments that KCSR appears to want to advance. UP's letter suggests that it will also argue that the Board's prior determination of the public interest in the UP/SP merger is not dispositive here, but UP apparently can do so without the burdensome discovery propounded by KCSR. Nonetheless, to the extent UP is arguing that the Board should allow extensive discovery without regard to the scope of the actual issues in this case, and then sort out the matter of relevance later, CITGO strongly disagrees. On the other hand, to the extent UP is suggesting that the broad discovery requested by KCSR is not necessary to contest the applicability of the Board's prior determination of the public interest, CITGO agrees.

Accordingly, for the reasons stated in CITGO's reply to the KCSR motion to compel, CITGO believes KCSR's motion should be denied.

Very truly yours,



David K. Monroe

Cc: Michael L. Rosenthal, Esq.
William A. Mullins, Esq.
Adrian Steel, Esq.