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ENTERED

BEFORE THE
SURFACE TRANSPORTATION BOARD

Office of Proceeding

May 3, 2013

Part of Public
Record

Finance Docket No. 32760 (Sub-No. 46)

BNSF RAILWAY COMPANY
-TERMINAL TRACKAGE RIGHTS-
KANSAS CITY SOUTHERN RAILWAY COMPANY AND
UNION PACIFIC RAILROAD COMPANY

REPLY TO CITGO PETROLEUM CORPORATION'S
PETITION TO INTERVENE

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**REPLY TO CITGO PETROLEUM CORPORATION'S
PETITION TO INTERVENE**

Union Pacific Railroad Company (“UP”) hereby replies to the petition to intervene filed by CITGO Petroleum Corporation (“CITGO”). UP does not object to CITGO’s participation in this proceeding. However, CITGO misstates the facts when it asserts that “UP has restricted service” to CITGO’s refinery at West Lake Charles, Louisiana. Rail service to CITGO by any carrier is limited by CITGO’s willingness to invest in the track structure at its facility.

As reflected in the attached “First Amendment To Industry Track Agreement” among CITGO, UP, and The Kansas City Southern Railway Company, the current service limitation at CITGO’s refinery is a product of the parties’ “mutual agreement” that “[w]ith the current track structure supporting this location,” the CITGO facility “can accommodate a maximum of 30 railcars per day and 600 railcars per month.”

If CITGO were to make investments in its facility so that UP could deliver more cars without interfering with service to other customers, UP would welcome the opportunity to deliver greater numbers of cars, including trainloads, to CITGO.

Respectfully submitted,

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May 3, 2013

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of May, 2013, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or a more expeditious manner of delivery on

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and all parties as listed on the Board's website for the service list in Finance Docket No. 32760.



Michael L. Rosenthal

FIRST AMENDMENT TO INDUSTRY TRACK AGREEMENT

THIS FIRST AMENDMENT ("AMENDMENT") TO INDUSTRY TRACK AGREEMENT is entered into on the 26th day of November by and among **UNION PACIFIC RAILROAD COMPANY**, ("UP or "Railroad") a Delaware corporation and **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, a Delaware corporation, ("KCS" or "Railroad") hereinafter collectively referred to as "Railroads" or individually referred to as "Railroad", and **CITGO PETROLEUM CORPORATION**, a Delaware corporation to be addressed at 1601 Highway 108 East, Sulphur, LA 70665 ("Industry").

WITNESSETH:

WHEREAS, UP, KCS and CITGO entered into an industrial track agreement ("Original ITA") dated April 17, 2012, under the terms of which Railroads and CITGO have set forth terms governing the operation and rail service of Railroad and CITGO owned trackage; and

WHEREAS, the parties are entering into this Amendment to adjust the capacity limitations described in the Original ITA based on mutual agreement between CITGO and Railroads, which adjustment is a result of operational efficiencies developed and realized by all parties; and

NOW, THEREFORE, it is mutually agreed by and between the parties:

AMENDMENT OF ORIGINAL ITA

1. Inventory Management: In the Special Provisions of the Original ITA, the last sentence in the second paragraph under the heading "Inventory Management" is changed to read:

"In no event shall the total of Industry railcars in the serving area plus rail cars destined to the Track, including traffic received from other railroads exceed twice the Track's applicable daily capacity pursuant to the Capacity provisions below (currently 30 railcars)"

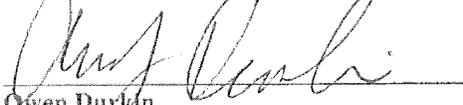
2. Capacity: In the Special Provisions of the Original ITA, the first sentence in the first paragraph under the heading "Capacity" is changed to read:

"With the current track structure supporting this location, the facility at which the track is located ("The Facility") can accommodate maximum volumes of 30 railcars per day and 600 railcars per month."

3. No other Amendment: Except as otherwise expressly provided herein, all other terms and conditions of the Original ITA shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment the day and year first above written.

UNION PACIFIC RAILROAD COMPANY



Owen Durlin
Director Joint Facilities

THE KANSAS CITY SOUTHERN RAILWAY COMPANY



Print name: Glen Ebeling
Title: AVPRE-ID

CITGO PETROLEUM CORPORATION



Print name: TOMEN VADEN
Title: VP of GM LCMC

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