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BY HAND DELIVERY

Director William Huneke  
Office of Economics  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

**Adrian L. Steel, Jr.**  
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Re: Finance Docket No. 32760 (Sub-No. 46)  
BNSF Railway Company – Terminal Trackage  
Rights – Kansas City Southern Railway Company  
and Union Pacific Railroad Company  
Waybill Data Access Request

Dear Director Huneke:

Pursuant to 49 CFR §1244.9(b)(4), Mayer Brown LLP (“Mayer Brown”), which is outside counsel for BNSF Railway Company (“BNSF”), in the above-referenced proceeding, respectfully requests access to the Carload Waybill Samples for UP, SP and KCSR for all terminations and originations in Lake Charles, Louisiana (1995 BEA #86) for each of the years from 1994 through 2013. SP provided service on the rail lines involved in this proceeding prior to its merger with UP, and thus BNSF needs the Carload Waybill Sample data for SP from 1994 and subsequent years until SP stopped separately submitting traffic data for the Sample. The purpose for this request is to allow BNSF's counsel and its consultants to prepare verified statements in the above proceeding. Usage of the Carload Waybill Sample is the only practicable way for BNSF's counsel and consultant(s) to evaluate certain issues relevant to this proceeding and to prepare verified statements. Obtaining traffic data from other sources would be burdensome, costly and impractical.

At this time, access is being requested for Mayer Brown, and Michael Baranowski of FTI Consulting. If additional consultants or counsel are retained, we will amend our request to add such individuals. Any reports generated by Mayer Brown or Mr. Baranowski will not be disclosed to any party unless aggregated to at least the three FSAC rule in accordance with 49 CFR §1244.9(f).

As stated previously, the purpose for which the data is requested is to prepare verified statements in this proceeding. This type of waybill access is routinely granted in proceedings such as this one. The specific waybill data needed, for all geographical areas, are:

Origin (Railroad, Station, and SPLC)  
Termination (Railroad, Station, and SPLC)

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Interchange points (Railroads and Rule 260 Junction codes)  
Number of Carloads (Expanded and non-expanded)  
Number of Trailers or Containers (Expanded and non-expanded)  
Net Tons (Expanded and non-expanded)  
Revenue fields (Expanded and non-expanded)  
AAR Car Type  
Tare Weight  
TOFC/COFC Plan  
Commodity Code (With and without HAZMAT codes)  
PTNM network Node Numbers  
Junction Frequency  
Estimated total distance  
Short Line Miles  
Estimated Segment Distances  
Expansion Factor  
Transit Code  
Waybill number, Waybill date, and Accounting period  
Equipment Initial and Number (Car, Trailer, and Container) Import/Export Flag  
Rebill Flag  
Type Move via Water

Other fields that can be calculated or obtained from the above fields, such as, Mileage Rate, Deregulation flag and date, BEA, Freight area, Freight territory, and URCS variable cost.

We understand the limitations of the Waybill files regarding revenues and accuracy. We also understand that the data includes confidential shipper and carrier information. We will treat this data as highly confidential, and we will make the data available only to certain of our attorneys and members of our staff in accordance with 49 CFR §1244.9(b)(4). Any Waybill data disclosed to any other party not specifically covered herein, however, will be aggregated to the three FSAC rule according to 49 CFR §1244.9(f).

We will undertake all efforts to ensure that all those with access to the Waybill data will comply with the confidentiality requirements established in the regulations. We understand that we will be required to sign an agreement before any Waybill data may be used. We will comply with the Board's confidentiality requirements, and no person, other than those listed here, will be entitled to access and review the raw data contained within the Waybill sample.

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I have enclosed a check in the amount of \$248.00 to cover the filing fee pursuant to 49 CFR §1002.2(f)(98)(i). Your prompt attention to this request is appreciated. Thank you.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Adrian L. Steel, Jr.", with a stylized flourish at the end.

Adrian L. Steel, Jr.  
Attorney for BNSF Railway Company

Enclosure