



Roger P. Nober
*Executive Vice President
Law and Secretary*

BNSF Railway Company
P. O. Box 961039
Fort Worth, Texas 76161-0039
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830
tel 817.352.1460
fax 817.352.7111
roger.nober@bnsf.com

September 25, 2012

**Via Electronic Submission and
Overnight Mail**

**233117
FD 35506**

The Honorable Daniel R. Elliott, III
Chairman
United States Surface Transportation Board
395 E Street S.W.
Washington, DC 20423

**ENTERED
Office of Proceedings
September 25, 2012
Part of
Public Record**

Dear Chairman Elliott:

I write on behalf of Berkshire Hathaway Inc. (Berkshire) and Berkshire's wholly-owned subsidiary, BNSF Railway Company (BNSF), in response to the September 18, 2012 letter from Ms. Lucille L. Marvin, Director of the Office of Public Assistance, Government Affairs and Compliance of the Surface Transportation Board (STB).

As I indicated to you in my letter of September 13, 2012, Berkshire indicated that it inadvertently did not realize that the acquisition of BNSF was subject to STB jurisdiction under 49 U.S.C. 11323(a)(5), as a result of two of its nearly 2,000 operating subsidiaries owning two small short line railroads, the White City Terminal Union (WCTU) and the CBEC Railway Inc. (CBEC) that had been classified as common carriers. These two railroads comprise a total of 18 miles of railroad. I also indicated that Berkshire, through its subsidiaries Marmon Transportation Services LLC (Marmon) and MidAmerican Energy Company, owned by MidAmerican Energy Holdings Company (MidAmerican), intended to expeditiously divest the WCTU and CBEC, respectively, in order to come into compliance with 49 U.S.C. 11323.

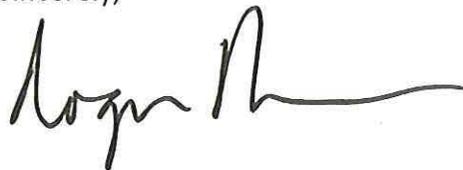
In the September 18, 2012 letter, Director Marvin on behalf of the STB asked Berkshire to provide additional information regarding the WCTU and CBEC. In particular, the STB's letter asked that Berkshire submit, in writing, "the method and timing" by which it intends to comply with 49 U.S.C. 11323.

Berkshire intends to complete the divestiture of both the WCTU and CBEC railways to persons that are neither rail carriers (as defined by 49 U.S.C. 10102(5)) nor own other rail carriers, so that neither such divestiture would be subject to STB jurisdiction pursuant to 49 U.S.C. 11323. Berkshire and its subsidiaries BNSF, Marmon and MidAmerican are actively working to effectuate both divestitures, and are currently in the process of valuing the WCTU and CBEC and identifying and contacting potential transferees. Berkshire and its subsidiaries fully intend

to complete the divestiture of both the WCTU and CBEC no later than December 31, 2012. On behalf of Berkshire, I propose to update the STB on the progress of these divestitures on November 1 and December 1, 2012. Upon the closings completing both divestitures, Berkshire will be in full compliance with 49 U.S.C. 11323.

I hope this information is sufficient to address the STB's request to Berkshire as expressed in its September 18, 2012 letter. Please do not hesitate to contact me if you have any questions or if the STB would like additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Roger Nober", with a long horizontal flourish extending to the right.

Roger Nober
Executive Vice President, Law & Secretary

cc: The Honorable Francis P. Mulvey
The Honorable Ann D. Begeman
Director Lucille L. Marvin