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September 4, 2014

VIA E-FILING

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-001

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:

On behalf of CITGO Petroleum Corporation ("CITGO"), this responds to the letters filed in the above-referenced docket on August 29, 2014 by counsel for the Kansas City Southern Railway Company ("KCS") and the Union Pacific Railroad Company ("UP"), as well as the letter filed several days earlier by counsel for the BNSF Railway Company ("BNSF").

As the Board is aware, CITGO intervened in this proceeding due to its heavy reliance on rail transportation for in-bound crude oil at its Lake Charles, Louisiana refinery and the fact that its service needs were not being satisfied by UP. Those service deficiencies may be ameliorated somewhat going forward due in large part to the Board-initiated mediation that took place several months ago, and CITGO appreciates UP's efforts in that regard.

Nonetheless, CITGO remains subject to UP's ability to limit the quantity of in-bound cars it will agree to place at the refinery as well as its operational difficulties in the region. CITGO consequently recognizes the need for and importance of competitive rail service at this



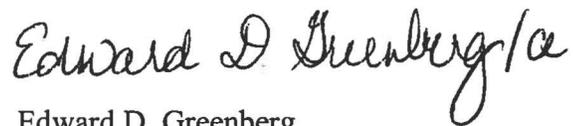
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facility and believes it is entitled to this at least in view of the settlement agreements and conditions that were accepted by UP and imposed by the Board in the *UP/SP Merger* case.

While CITGO appreciates the Board's assistance in helping to resolve its short-term service problems, that has not solved its long term need for an assured supply of competitive, efficient rail service. Accordingly, as the railroads have not been able to agree on the basis for providing that service to CITGO, we join BNSF's request that the Board establish a procedural schedule that would enable the application filed by BNSF over a year and a half ago to go forward.

Very truly yours,

A handwritten signature in cursive script that reads "Edward D. Greenberg/a". The signature is written in black ink and is positioned above the typed name.

Edward D. Greenberg

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