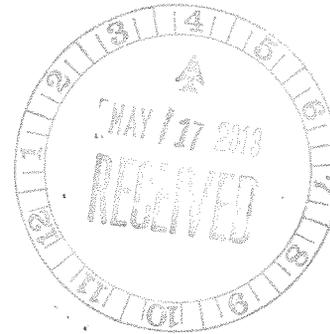


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BY HAND-DELIVERY

Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Re: Finance Docket No. 32760 (Sub-No. 46), BNSF
Railway Company--Terminal Trackage Rights--
The Kansas City Southern Railway Company
Union Pacific Railroad Company

Dear Ms. Brown:

I am counsel to BNSF Railway Company ("BNSF") in the above-referenced matter. On May 14, 2013, The Kansas City Southern Railway Company ("KCS") filed a pleading styled "Reply of The Kansas City Southern Railway Company to CITGO Petroleum Corporation's Petition to Intervene" ("KCS Reply"). There, KCS confirms that it does not oppose the intervention and reasserts its argument that the Board should deny institution of a procedural schedule on the same basis that KCS previously advocated in its request to dismiss or stay BNSF's Application for Terminal Trackage Rights. See KCS Reply at 1, 4-5. KCS has thus filed an improper reply to a reply in support of its request to dismiss or stay in violation of the Board's regulations. See 49 C.F.R. § 1104.13(c).

Nevertheless, because BNSF already has responded to these meritless arguments, BNSF will not burden the Board with further argument in the context of submissions that are supposed to be addressing a straightforward petition to intervene by a shipper with clear interests in the terminal trackage rights at issue in this proceeding.

Sincerely yours,

Adrian L. Steel, Jr.

cc: Edward D. Greenberg, Esq.
William A. Mullins, Esq.
Michael L. Rosenthal, Esq.
All parties of record