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BY HAND DELIVERY

Cynthia T. Brown  
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**Adrian L. Steel, Jr.**  
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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:

In *Decision No. 4* in the above-referenced proceeding, slip op. at 8, the Board directed BNSF to provide, by May 11, 2018, “additional information (including workpapers or analysis) regarding BNSF’s expectations of its use of the tracks at or near the Lyondell facility, including, e.g., which tracks will be used for switching and when; anticipated amount of time to perform switching; plans for coordinating with other carriers (if applicable); and any relevant capacity/availability issues.”

BNSF addressed each of these issues in BNSF’s Petition to Establish Conditions of Use and Compensation (BNSF-132) and in the Verified Statements of Rob Reilly (“Reilly VS”) and Michael R. Baranowski (“Baranowski VS”) submitted with BNSF’s petition. In response to the Board’s direction, enclosed are workpapers containing the data and assumptions that Mr. Reilly and Mr. Baranowski used to prepare their Verified Statements. Attached here as Exhibit A is an index of these documents.

BNSF has previously produced certain of these documents to UP and KCS in response to discovery requests made by UP in this proceeding. As marked on each document, these materials are being filed with the Board as “highly confidential” or “confidential” under seal, pursuant to the Board’s Protective Order in this proceeding.

BNSF directs the Board’s attention to the following locations for responses to the issues raised by the Board in *Decision No. 4*:

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**1. Which tracks will be used for switching and when.**

Mr. Reilly provided an operating plan with his Verified Statement that contains a description of how BNSF proposes to serve the Lyondell facility. *See* Reilly VS at 7-8. The operating plan calls for BNSF to serve the Lyondell facility from approximately 9:30 a.m. to approximately 11:30 a.m. each day. The animation video attached as Exhibit B to the Reilly VS depicts this service at 1:20 to 2:34. The enclosed workpapers contain detailed track-level maps of the Lyondell facility rail system (*see* BNSF-C-0002620, BNSF-C-0002622, BNSF-C-0003110) and illustrations of the proposed BNSF service on specific tracks (*see* BNSF-C-0002650). The illustrations contained in BNSF-C-0002650 depict the following BNSF operation sequence:

- BNSF arrives on the Montell Lead with inbound cars for Lyondell and engines on the head-end (facing east).
- BNSF leaves inbound cars on the Montell Lead, enters the Lyondell facility from the east switch onto Tracks 21 and 3 to pull outbound cars.
- BNSF doubles outbound cars over to inbound cars on the Montell Lead, using Tracks 1, 3, 21, 11, 12, and 13. BNSF anticipates that tracks used for spotting and pulling of cars at the Lyondell facility will vary depending on Lyondell's operational needs.
- BNSF spots inbound cars onto the Montell Lead and cuts away the engine.
- BNSF runs around the outbound cars by running through the Lyondell facility via the east switch, using a clear track in the Lyondell facility and back out onto the Montell Lead using the west switch.
- BNSF couples to the west end of the outbound cars on the Montell Lead, prepares for departure, and departs to the Rosebluff Lead.

**2. Anticipated amount of time to perform switching.**

Mr. Reilly stated that BNSF expects that its service at the Lyondell facility will take approximately one to two hours, from approximately 9:30 a.m. to approximately 11:30 a.m. each day. *See* Reilly VS at 7.

**3. Plans for coordinating with other carriers (if applicable).**

As emphasized by Mr. Reilly throughout his Verified Statement, BNSF plans to cooperate and coordinate with all relevant carriers and to be flexible based on operating circumstances. BNSF's operating plan also presents alternative approaches intended to coordinate smoothly with other carriers.

- **Reilly VS at 7 n. 6:** "While BNSF proposes 0730 for departure from Lacassine Yard, BNSF plans to be flexible on the departure time, depending on the operating circumstances on any given day."

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- **Reilly VS at 8-9:** Describing BNSF contacting the Lake Charles Yardmaster, the other jobs working on the Rosebluff Lead, and the 50/50 Line dispatcher to request authority for its movement from the Lyondell facility to BNSF's Lacassine Yard.
- **Reilly VS at 9:** Describing alternative BNSF movements to accommodate UP operations on the return trip from LyondellBasell.
- **Reilly VS at 9:** "If BNSF is unexpectedly delayed, BNSF will coordinate directly with KCS for operation through the Rosebluff Yard during KCS's operating window."
- **Reilly VS at 10:** "BNSF understands that direct service to LyondellBasell will require railroad operating personnel to communicate to ensure fluid operations, maximize velocity and reduce congestion in the Lake Charles Area."
- **Reilly VS at 11-12; Exhibit A at 7:** Describing alternatives for BNSF service to the LyondellBasell facility (such as brief delays or holds to permit UP traffic to pass) based on the actual traffic observed on October 3, 2017, each of which would avoid material disruption of UP's service.
- **Reilly VS at 12:** Describing alternative options for BNSF service to LyondellBasell that are available depending on the particular circumstances on any given day.

#### **4. Any relevant capacity/availability issues.**

Mr. Reilly testified in his Verified Statement that "there is clearly capacity for BNSF to operate directly to LyondellBasell and other customers" (Reilly VS at 5), that "BNSF's proposed direct service to LyondellBasell via the Rosebluff Lead and the Montell Lead will not impede the ability of KCS or UP to handle their own business" (Reilly VS at 9), and that "I do not believe that additional capital improvements are required to the Rosebluff Lead, the Rosebluff Yard, or the Montell Lead, in order to implement direct BNSF service to LyondellBasell" (Reilly VS at 10). Mr. Reilly described how he confirmed these conclusions by conducting an observation study of the two carriers' operations at the Rosebluff Yard and on the Rosebluff and Montell Leads from October 1 to October 7, 2017. Reilly VS at 10-11, Exhibit A at 4-6.

The enclosed workpapers for Mr. Reilly contain further details regarding capacity and availability issues, including maps and descriptions of terminal area operations (BNSF-C-0002631, BNSF-C-0002632), a depiction of UP operations in the terminal area (BNSF-C-0002993), a description of how Mr. Reilly calculated the information regarding 50/50 Line operation at page of Exhibit A of the Reilly VS (BNSF-C-0003537), a spreadsheet containing AEI train data for all trains that passed AE Reader 841 at Iowa Junction on the 50/50 Line between the dates of January 1, 2016 and October 13, 2017 (BNSF-C-0003536), and documents containing data compiled during BNSF's observation of the terminal area (BNSF-C-0002786, BNSF-C-0003409, BNSF-C-0003540).

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Additionally, Mr. Baranowski analyzed BNSF's proposed operating plan for providing direct service to LyondellBasell and concluded that "adequate capacity exists to accommodate the proposed BNSF operations under the existing Rosebluff Yard and Rosebluff Lead track configurations." Baranowski VS at 7. Mr. Baranowski reevaluated the data produced by UP and KCS earlier in this proceeding, taking into consideration the narrative explanations in UP's Reply and more recently observed operations by BNSF. Baranowski VS at 8. The enclosed workpapers for Mr. Baranowski contain further information underlying Mr. Baranowski's analysis. These workpapers include:

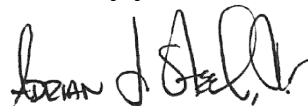
- **Select Workpapers from 2015-10-23 Baranowski VS→Operating Data Analysis.xlsx:** An operating data analysis prepared for the October 23, 2015 Baranowski Rebuttal VS that analyzes train and switch data on the Rosebluff Lead to assess operating windows.
- **Cars in Rosebluff Yard Analysis.xlsx:** An analysis of cars in the Rosebluff Yard based on data in KCS-HC-0034. Mr. Baranowski summarized this analysis in his Verified Statement. *See* Baranowski VS at 9-12.
- **Rosebluff Lead Occupancy Analysis.xlsx:** An analysis of Rosebluff Lead occupancy times based on data in KCS-HC-0034. Mr. Baranowski also summarized this analysis in his Verified Statement. *See* Baranowski VS at 12-16.
- **Sources→KCS Produced Material:** Materials produced by KCS and relied upon by Mr. Baranowski in preparing his Verified Statement, showing train operations in the terminal area, including KCS-HC-0034, KCS-C-0319 to KCS-C-0320, KCS-HC-0019, KCS-HC-0020, and KCS-HC-0034.
- **Sources→UP Produced Material:** Materials produced by UP and relied upon by Mr. Baranowski in preparing his Verified Statement, containing maps of the terminal area and showing train operations in the terminal area, including Counsel's Map Exhibit A from UP's August 26, 2015 Reply in this proceeding, UP-WLC 000398 (HC), UP-WLC 0000909 (HC), UP-WLC 0000919 (HC), UP-WLC 0000920 (HC).

BNSF would be pleased to provide any additional information that the Board may require regarding these topics. Please contact me if you have any questions.

I would appreciate it if you would date-stamp the enclosed extra copy and return it to the messenger for our files.

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Sincerely yours,

A handwritten signature in black ink, appearing to read "Adrian L. Steel, Jr.", with a stylized, cursive script.

Adrian L. Steel, Jr.

Enclosures

cc: Peter W. Denton, Esq.  
William A. Mullins, Esq.  
Michael L. Rosenthal, Esq.  
All parties of record

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## **Exhibit A Document Index**

### **Reilly VS Workpapers**

- BNSF-C-0002620: Track map of Lyondell facility
- BNSF-C-0002622: Track map of Lyondell facility
- BNSF-C-0003110: Track map of Lyondell facility
- BNSF-C-0002650: Illustration of proposed BNSF switching service at Lyondell facility
- BNSF-C-0002631: Map of UP and KCS terminal operations
- BNSF-C-0002632: Map of UP terminal operations
- BNSF-C-0002993: Illustration of UP operational sequence in terminal area
- BNSF-C-0003537: Email describing 50/50 Line operating data
- BNSF-C-0003536: Spreadsheet of AEI train data for 50/50 Line
- BNSF-C-0002786: Spreadsheet of terminal area operating data from 2014 and 2015
- BNSF-C-0003409: Spreadsheet of terminal area operating data from 10/2017
- BNSF-C-0003540: Observation notes from 10/2017 operations study of terminal area

### **Baranowski VS Workpapers**

- Rosebluff Lead Occupancy Analysis.xlsx: Calculation of Rosebluff Lead occupancy based on data in KCS-HC-0034
- Cars in Rosebluff Yard Analysis.xlsx: Calculation of cars in Rosebluff Yard based on data in KCS-HC-0034
- Cars in Rosebluff Yard Analysis Technical Description.docx: Description of methodology used in above calculation
- Subfolder: Select Workpapers from 2015-10-23 Baranowski VS
  - o Operating Data Analysis.xlsx : Analyze train and switch data on Rosebluff lead to assess operating windows
- Subfolder: Sources/KCS Produced Material
  - o KCS-C-0319 to KCS-C-0320.pdf: KCS Discovery Document
  - o KCS-HC-0019.pdf: KCS Discovery Document
  - o KCS-HC-0020.pdf: KCS Discovery Document
  - o KCS-HC-0034.pdf: KCS Discovery Document
  - o (KCS-HC-0034) Rosebluff AEI for % of day blocked working 5.5.14.xlsx : KCS Discovery Document
- Subfolder: Sources/UP Produced Material
  - o UP-WLC 0000398 (HC).pdf: UP Discovery Document
  - o UP-WLC 0000909 HIGHLY CONFIDENTIAL.xls: UP Discovery Document
  - o UP-WLC 0000919 HIGHLY CONFIDENTIAL.xlsx: UP Discovery Document
  - o UP-WLC 0000920 HIGHLY CONFIDENTIAL.xls: UP Discovery Document
  - o 2015-08-26 UP Reply Volume II (Counsel's Map Exhibit A).pdf: UP Filing