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Office of Proceedings
May 10, 2018
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May 10, 2018

BY E-FILING

Cynthia T. Brown
Chief, 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 and
Union Pacific Railroad Company

Dear Ms. Brown:

In a letter filed yesterday, KCS notified the Board of its wish to participate in Board-sponsored mediation to resolve the disputes at issue in this proceeding. KCS requested the Board toll the procedural schedule during any such mediation period. KCS acknowledged that a prior attempt at mediation between the parties in this proceeding proved fruitless, but suggested that Board decisions issued since the earlier attempt may now facilitate a mediated solution. KCS alternatively asked the Board to extend the procedural schedule if mediation is not agreed to. UP then also expressed its interest in participating in Board-sponsored mediation.

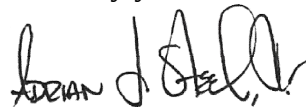
BNSF renews its request that the Board affirm the procedural schedule established by the Board in *Decision No. 4*. See BNSF's Reply to UP's Petition for Reconsideration of Procedural Schedule (BNSF-136, filed May 7, 2018). Although BNSF does not object to another round of Board-sponsored mediation, BNSF urges the Board not to toll the procedural schedule until *after* the parties have made their reply and rebuttal filings. At that point, the parties' respective positions will be fully fleshed out, which will enable all parties, as well as the Board and the mediator, to fully understand those positions, as well as their strengths and weaknesses. Tolling the procedural schedule prior to this time would validate KCS's continued attempts to delay the implementation of BNSF's terminal trackage rights granted by the Board.

BNSF respectfully submits that an attempt at mediation is far more likely to succeed upon that foundation than if the proceedings are interrupted yet again without all parties having brought their arguments to bear upon the issues. At that point—after the parties have made their reply and rebuttal filings—it would be appropriate, and potentially fruitful, to toll the proceedings for mediation.

Please contact me if you have any questions.

Cynthia T. Brown
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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.

Enclosures

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