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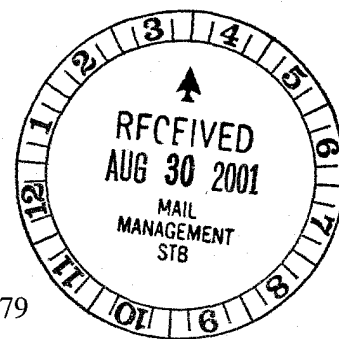
BP-1

ENTERED
Office of the Secretary

AUG 31 2001

Part of
Public Record

Before the
Surface Transportation Board
Washington, DC 20423



In The Matter Of:)

San Jacinto Rail Limited -- Authority to)
Construct -- And the Burlington Northern)
Santa Fe Railway Company -- Authority to)
Operate -- Petition for an Exemption from)
49 U.S.C. § 10901 -- Build-Out to the)
Bayport Loop Near Houston, Harris)
County, Texas)

Finance Docket No. 34079

PETITION OF
ATOFINA PETROCHEMICALS, INC., BASSELL USA INC.,
EQUISTAR CHEMICALS, LP AND LYONDELL CHEMICAL COMPANY
FOR LEAVE TO INTERVENE

ATOFINA Petrochemicals, Inc., Basell USA Inc. Equistar Chemicals, LP and Lyondell Chemical Company (hereinafter the "Bayport Producers") respectfully petition the Surface Transportation Board to intervene and to become parties to the construction and operation exemption proceeding initiated before the Board by San Jacinto Rail Limited ("SJRL") and The Burlington Northern and Santa Fe Railway Company ("BNSF").

STATEMENT OF INTEREST

The SJRL/BNSF exemption petition seeks authority to construct and operate a new rail line to serve the Bayport Industrial District in Harris County, Texas, also known as the "Bayport Loop". Each of the Bayport Producers operates one or more petrochemical complexes in the Bayport Loop; and each, through a wholly owned subsidiary, is a limited partner in SJRL. The benefits to the Bayport Producers from the grant of the exemption and construction and operation of new rail service to the Bayport Loop are described in verified statements of the Bayport Producers accompanying the SJRL/BNSF Petition for Exemption.

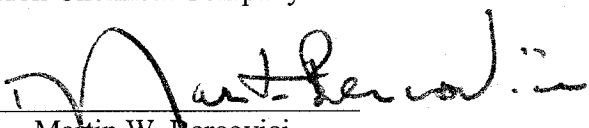
INTERVENTION IS WARRANTED UNDER THE BOARD'S RULES

Petitions to intervene in Board proceedings may be granted where the intervention (i) will not unduly disrupt the schedule for filing of evidence, except for good cause shown, and (ii) would not unduly broaden the issues raised in the proceeding. 49 C.F.R. § 1112.4. As the customers whose facilities are intended to be served by SJRL and BNSF, the Bayport Producers have an inherent interest in the exemption sought by SJRL and BNSF. Their interests are coextensive with those of SJRL and BNSF, and their participation neither will broaden the issues nor lead to any disruption in the procedural schedule. The Bayport Producers desire to intervene in order to receive contemporaneous notice of orders issued by the Board and of any and all pleadings which may be filed so they timely may participate, if and when appropriate, in support of the exemption request. The Board has permitted intervention under similar circumstances. *See, e.g., The Burlington Northern and Santa Fe Railway Company - Construction and Operation Exemption - Seadrift and Kamey, Texas*, F.D. No. 34003, Decision served February 14, 2001; *Entergy Arkansas and Entergy Rail - Construction and Operation Exemption - White Bluff to Pine Bluff, Ark.*, F.D. No. 33782, Decision Served June 30, 2000.

WHEREFORE, THE PREMISES CONSIDERED, ATOFINA Petrochemicals, Inc., Basell USA Inc., Equistar Chemicals, LP and Lyondell Chemical Company respectfully request the Surface Transportation Board to allow intervention in the SJRL and BNSF construction and operation exemption proceeding for the Bayport Loop.

Respectfully Submitted,

ATOFINA Petrochemicals, Inc.
Basell USA Inc.
Equistar Chemicals, LP
Lyondell Chemical Company

By: 

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August 30, 2001

CERTIFICATE OF SERVICE

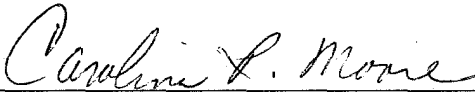
I, Carolina R. Moore, do hereby certify that on this 30th day of August, 2001, I have caused a copy of the foregoing "Petition of ATOFINA Petrochemicals, Inc., et al. For Leave to Intervene" in Finance Docket Number 34079 to be served, by first class mail, postage paid, and by hand delivery as noted upon:

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