

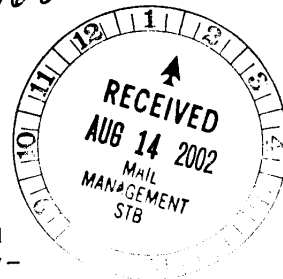
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 34079

**San Jacinto Rail Limited – Authority to Construct – and
The Burlington Northern and Santa Fe Railway Company –
Authority to Operate – Build-Out to the Bayport Loop in
Houston, Harris County, TX**

**Verified Statement of John O'Leary
On Behalf of ATOFINA Chemicals
In Support of the Bayport Loop Build-Out**



**ENTERED
Office of Proceedings**

AUG 14 2002

**Part of
Public Record**

My name is John O'Leary. I have been employed by ATOFINA Chemicals as Director, Logistics since 1992. My business address is 2000 Market Street, Philadelphia, PA 19103-3222.

My current responsibilities as Director, Logistics include all transportation and distribution activities. In that capacity I am familiar with ATOFINA Chemicals' transportation arrangements and economics.

1. ATOFINA Chemicals, Inc. is a diversified chemical manufacturer with 2001 sales of \$1.5 billion. Its chemicals business includes acrylic monomers, additives, fluorochemicals, and general chemicals. Acrylic Monomers are versatile chemicals that have a strong ability to polymerize with a range of other reactive monomers. ATOFINA manufactures a comprehensive line of high quality, high-performance additives for a variety of applications and specialized markets. ATOFINA is the world leader in manufacturing HFC/HCFC refrigerants.

2. ATOFINA Chemicals' headquarters is located at 2000 Market Street, Philadelphia, PA 19103-3222. It has manufacturing operations throughout the United States, including a new facility at Bayport, Texas. The Bayport facility will be fully operational 3rd quarter 2002. Additional information about our company can be found on our website at <http://www.Atofinachemicals.com>.

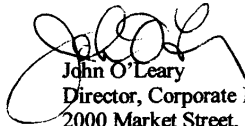
3. At our new Bayport facility, we will produce acrylic monomers. Our Bayport facility will ship product by rail. We are pleased with the proposal for a new rail market entrant to Bayport and support the efforts of San Jacinto Rail and The Burlington Northern and Santa Fe Railway Company (BNSF) to construct a new rail line to provide alternative service to the Bayport Industrial District.

4. Competitive rail service will be vital to our business at Bayport. Approximately 70% of our product will move by rail to various destinations in the United States. Therefore, competitive transportation service is very important to the economics of our new Bayport facility.

5. We believe competitive access by rail is of critical importance to our industry and the customers we serve. Factors such as improved transportation alternatives and economics will clearly play a role in our company's position in the global and domestic markets we serve.

6. We strongly support the efforts of the San Jacinto partnership and BNSF's operation of a new competitive route and recommend prompt approval of this project by the Surface Transportation Board.

I hereby affirm on penalty of perjury that the foregoing is true based on my knowledge and information.



John O'Leary
Director, Corporate Logistics
2000 Market Street, 24th Floor
Philadelphia, PA 19103

Dated: July 29, 2002