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December 3, 2007

VIA E-FILING

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Finance Docket No. 7467, Operations of Port Railroad Facilities at Corpus Christi TX; Finance Docket No. 32760 (Sub-No. 13), Responsive Application, The Texas Mexican Railroad Company

Dear Secretary Williams:

Attached is a copy of a Supplement executed by Union Pacific Railroad Company ("UP") and The Kansas City Southern Railway Company ("KCSR") to the December 12, 1996 Terms for The Texas Mexican Railway Company Trackage Rights. The supplement specifies KCSR's access over UP's Odem to Corpus Christi trackage to connect with the Port of Corpus Christi's Joe Fulton Corridor.

Sincerely,



William A. Mullins

cc: (w/encl.): Parties of Record
Director Clemens
Larry Wzorek
David Reeves

**Supplement to Terms for
Texas Mexican Railway Company Trackage Rights**

THIS SUPPLEMENT dated as of November 16th, 2007 ("Supplement"), to Terms for Texas Mexican Railway Company Trackage Rights (the "Terms") is entered into by and between The Kansas City Southern Railway Company ("Kansas City Southern"), a Missouri corporation and successor to The Texas Mexican Railway Company ("Tex Mex") (Kansas City Southern and Tex Mex are hereinafter collectively referred to as "KCS" or "User"), and Union Pacific Railroad Company ("UPRR"), a Delaware corporation and successor to Southern Pacific Transportation Company ("SPT") and to Missouri Pacific Railroad Company ("MP") (UPRR, SPT, and MP are hereinafter collectively referred to as "UP" or "Owner").

WHEREAS, MP and SPT, on the one hand, and Tex Mex, on the other hand, entered into the Terms on December 12, 1996, pursuant to which MP/SPT granted to KCS, among other things, overhead trackage rights over UP's Corpus Christi Subdivision between Mile Post 132.2 near Odem, Texas and the connection with the Savage Lane line of railroad at UP's Corpus Christi Subdivision Mile Post 145.59 ("Joint Track"); and

WHEREAS, the Port of Corpus Christi (the "Port") has completed construction of a new industrial park along the north side of the Corpus Christi ship channel called the Joe Fulton Corridor which includes a wye track connection to the Joint Track near Mile Post 140.8 ; and

WHEREAS, the Port has recently removed from service the Tule Lake Lift Bridge over which KCS holds rights to and did use these rights to access the Port of Corpus Christi trackage and shipper facilities; and

WHEREAS, KCS desires to access the Joe Fulton Corridor from the Joint Track and UP agrees to such access under the terms and conditions provided for herein.

NOW, THEREFORE, it is mutually agreed by and between UP and KCS as follows:

- 1. Effective September 16, 2007, Section 2 of the Terms shall be supplemented by adding the following Subsection immediately after Subsection (g):**

"(h) User shall have the right to enter and exit the Joint Track via the wye track connection of the Port of Corpus Christi's Joe Fulton Trade Corridor to the Joint Track for the purposes of (i) interchanging with the Corpus Christi Terminal Railroad, Inc., or any successor operator of the Port of Corpus Christi's trackage, and (ii) serving any of the tracks and shipper facilities within the Port of Corpus Christi, to the extent authorized in existing and future agreements governing operation of the Port's trackage."

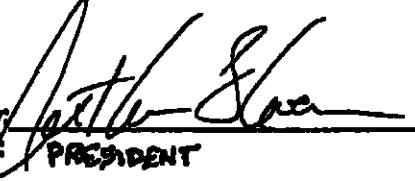
2. Except as specifically modified herein, the Terms shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed as the day and year first above written.

UNION PACIFIC RAILROAD COMPANY

**THE KANSAS CITY SOUTHERN
RAILWAY COMPANY**

By: 
Its: General Manager Joint Facilities

By: 
Its: **PRESIDENT**