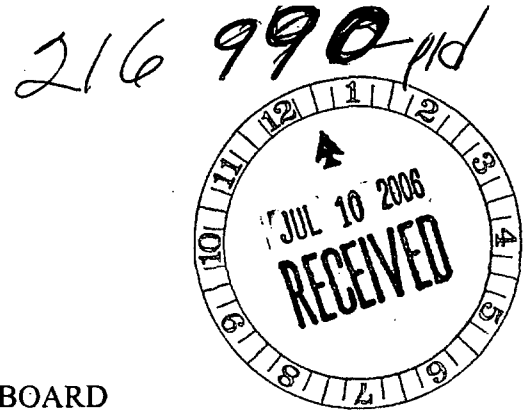




BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33753 (Sub-No. 1)

SOUTH PLAINS SWITCHING, LTD.
– ACQUISITION EXEMPTION –
BNSF RAILWAY COMPANY

**BNSF RAILWAY COMPANY'S
REPLY TO PETITION FOR PARTIAL REVOCATION**

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Dated: July 10, 2006

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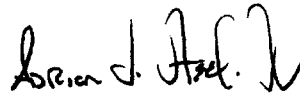
BNSF Railway Company (“BNSF”) hereby submits its reply to the Petition for Partial Revocation filed in this docket by PYCO Industries, Inc. (“PYCO”). BNSF expresses no position with respect to whether partial revocation should be granted. However, if the Board determines to grant revocation or otherwise act to address PYCO’s concerns with respect to the service provided at its facility at Lubbock, TX,¹ BNSF requests that the Board ensure that BNSF’s operations at Lubbock not be disadvantaged or adversely impacted.

Specifically, under the Board’s interim alternative service order issued in *PYCO Industries, Inc.–Alternative Rail Service–South Plains Switching, Ltd. Co.*, F.D. No. 34802 (served June 21, 2006), BNSF interchanges traffic with South Plains Switching, Ltd., Co. (“SAW”) and West Texas & Lubbock Railway Company, Inc. (“WTL”) at BNSF’s Lubbock Yard. Prior to the institution of alternative rail service, BNSF interchanged only with SAW at its

¹ PYCO has applied under the Feeder Line provisions of 49 U.S.C. 10907 and 49 C.F.R. 1151 to acquire certain lines of SAW at Lubbock. See *Revised Feeder Line Application*, F.D. No. 34890, filed June 14, 2006.

Lubbock Yard, and, while BNSF has worked with SAW and WTL to seek to maintain efficient operations during the interim period of alternative rail service,² the Board should require that, whatever relief is ultimately granted, BNSF can operate at Lubbock efficiently and without undue interference. This could be achieved by requiring that the relevant parties enter into an operating plan which would achieve that result. If the parties are not able to agree to the terms and conditions of such a plan, the Board could resolve their differences.

Respectfully submitted,



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² Under the parties' current arrangement, BNSF delivers incoming traffic destined to shippers on SAW's lines to WTL at BNSF's Lubbock Yard. WTL then moves the traffic to SAW's yard where the traffic which SAW is to deliver is given to SAW. WTL then delivers PYCO's traffic to its facility. In contrast, outgoing traffic is delivered from the customers' facilities to the BNSF yard directly by both SAW and WTL. Both SAW and WTL must utilize portions of BNSF's mainline in making their deliveries of outgoing traffic, and the increased use of the mainline has at times interfered with BNSF's operations.

CERTIFICATE OF SERVICE

I hereby certify that on this 10th day of July 2006, a true and correct copy of the foregoing

Reply to Petition for Partial Revocation was served by overnight delivery on the following:

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