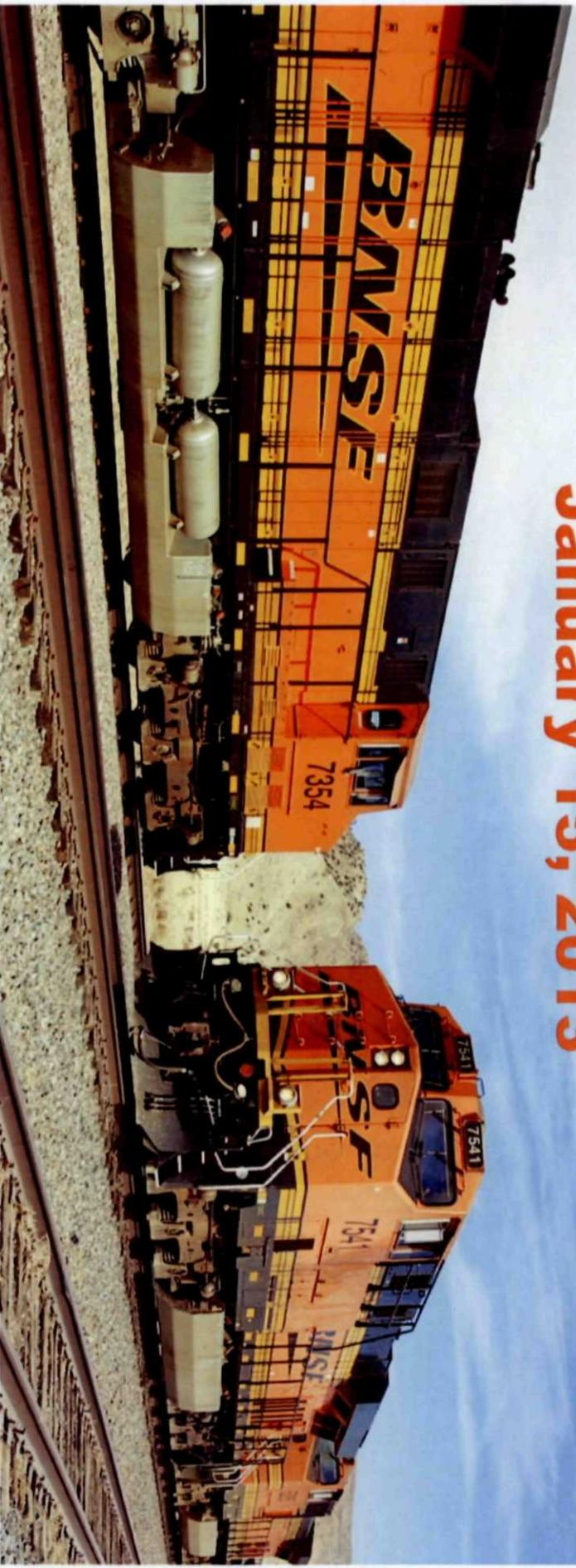


**Finance Docket No. 32760**

**Amended Joint Petition of  
BNSF and G3 for Enforcement  
of Decision No. 44**

**January 15, 2013**



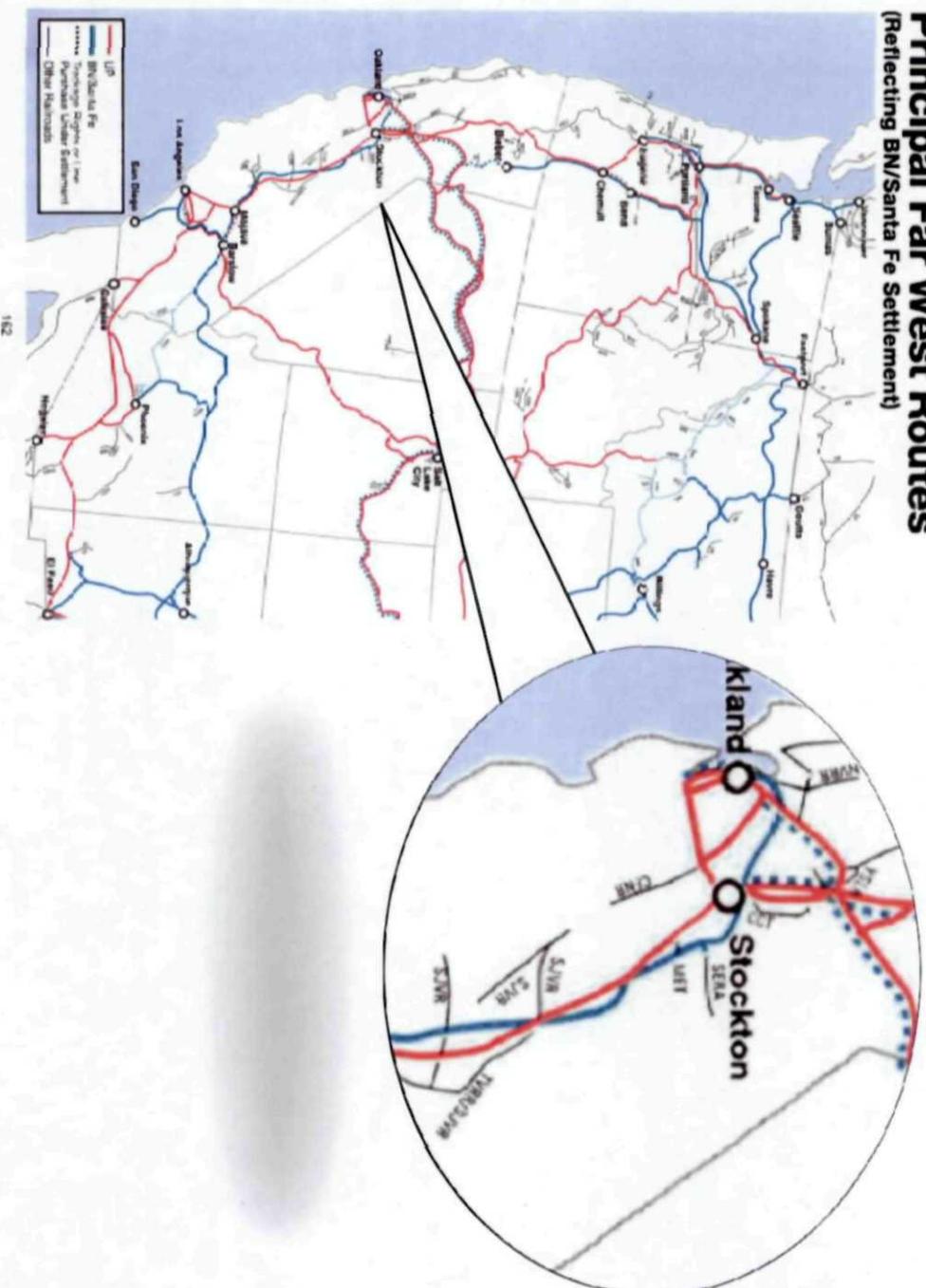
# Merged UP/SP System

## Union Pacific and Southern Pacific



# Principal UP/SP Far West Routes

Map 8/28  
**Principal Far West Routes**  
(Reflecting BN/Santa Fe Settlement)





# Pre-merger: 2 railroad access to Rogers

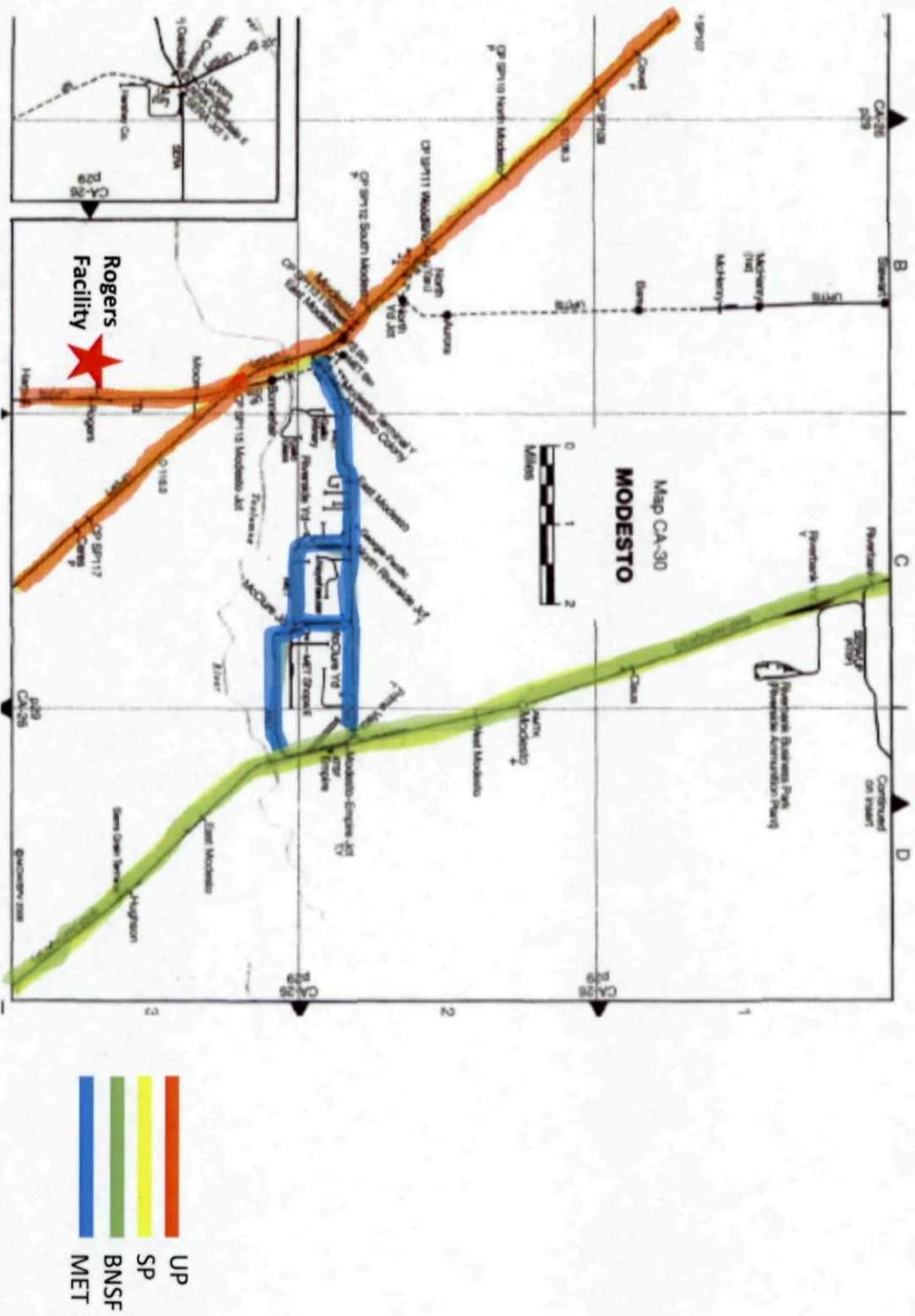
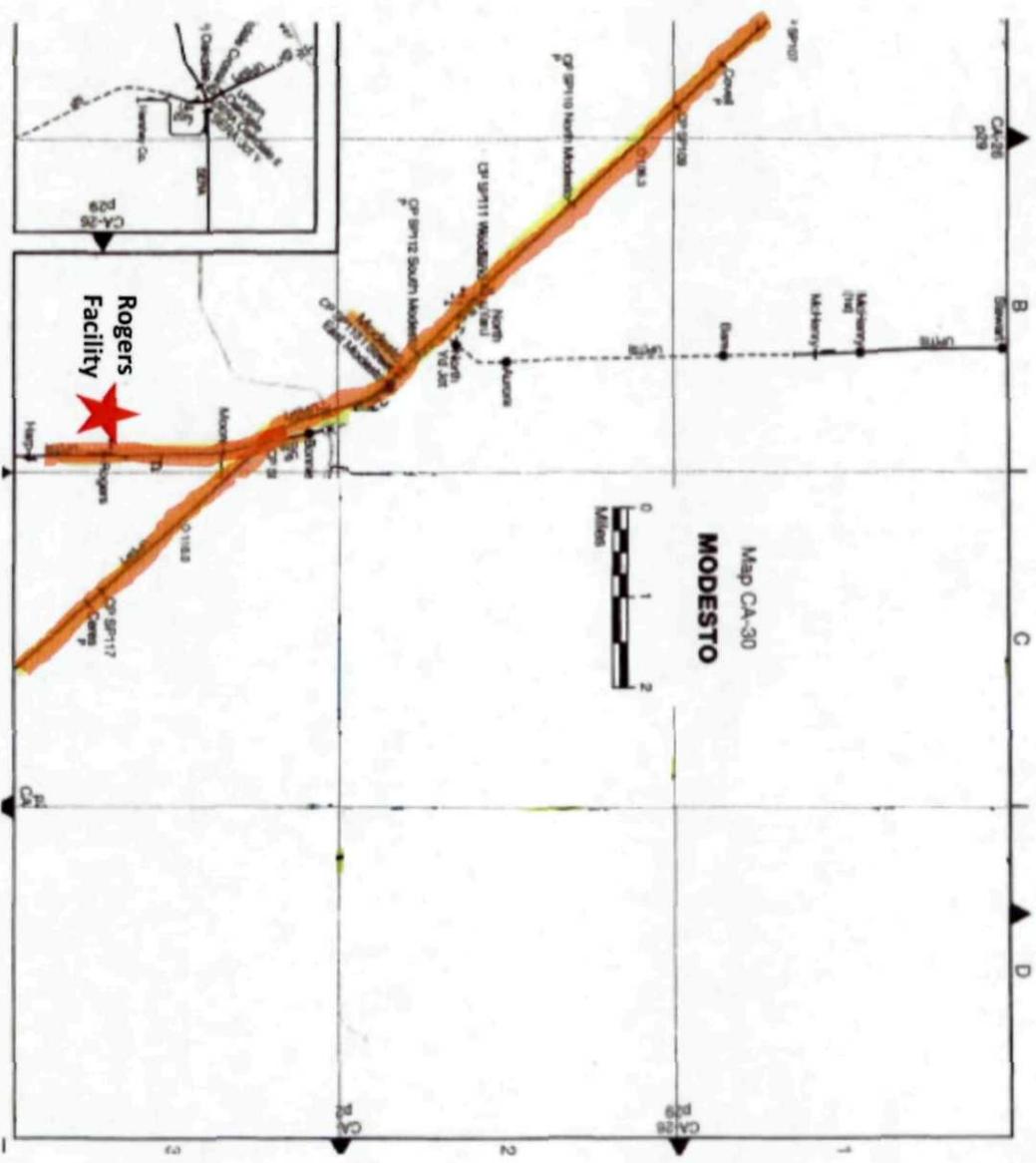


Exhibit A to Amended Joint Petition of BNSF and G3



# 2011: UP closed



- UP
- SP
- BNSF
- MET

Exhibit A to Amended Joint Petition of BNSF and G3



# UP's Merger Representations

25

RECEIVED  
JUN 3 1996  
MAIL ROOM  
U.S. DEPARTMENT OF JUSTICE

BEFORE THE  
**Surface Transportation Board**

Finance Docket No. 32790

UNION PACIFIC CORPORATION,  
UNION PACIFIC RAILROAD COMPANY AND  
MISSOURI PACIFIC RAILROAD COMPANY  
—CONTROL AND MERGER—  
SOUTHERN PACIFIC RAIL CORPORATION,  
SOUTHERN PACIFIC TRANSPORTATION COMPANY,

UNITED STATES  
Office of the Secretary  
JUN - 4 1996  
Part of  
Public Record  
5

CANNON  
LORIN P.  
CARR, A.  
SERRA  
THOMAS  
ONE  
SANTA FE  
(415)  
PATE, A.  
REICHERT  
JAMES K.  
HARRIS  
1800  
WASH.  
(202)  
ATTORNEYS  
FEDERAL  
ST. LOUIS  
COMM.  
DIVISION

As soon as the UP/SP merger agreement was announced, Applicants emphasized their intent to ensure that a second strong railroad would compete at every location where UP and SP provide the only rail competition. Applicants negotiated with a number of railroads, but shippers quickly made it clear that only BN/Santa Fe could provide the strong, comprehensive competition that was required. Smaller railroads such as KCS

CONYNGHAM & HORNAND  
1201 Pennsylvania Avenue, N.W.  
P.O. Box 71066  
Washington, D.C. 20044-7106  
(202) 682-5388  
Attorneys for Union Pacific  
Corporation, Union Pacific  
Railroad Company and Missouri  
Pacific Railroad Company

June 5, 1996



# UP's Merger Representations

27

ENTERED  
Office of the Secretary  
JUN - 4 1973  
 Part of  
Public Record

BEFORE THE  
**Surface Transportation Board**  
Finance Docket No. 32790

RECEIVED  
MAY 9 1973  
WASHINGTON  
D.C.

UNION PACIFIC CORPORATION,  
UNION PACIFIC RAILROAD COMPANY AND  
MISSOURI PACIFIC RAILROAD COMPANY  
—CONTROVERSIAL MERGER—  
SOUTHERN PACIFIC RAIL CORPORATION,  
SOUTHERN PACIFIC TRANSPORTATION COMPANY,

CANNON  
LORIN F.  
CARR, A.  
SCOTT  
THE  
ONE  
SAN F.  
(415)  
PAUL A.  
REHMAN  
JAMES

HARRISON CUNNINGHAM  
1800 Nindemeth Street, N.W.  
Washington, D.C. 20006  
(202) 972-7901  
Attorneys for Southern Pacific  
Pacific Transportation Company,  
St. Louis Southern Railway  
Company, STPCS, Corp. and The  
Denver and Rio Grande Western  
Railroad Company

Applicants carefully analyzed each one of the 26 cities and towns where "3-to-2" traffic originates or terminates, and found that in every case combining UP and SP will yield much stronger competition. In most instances, UP

UNION PACIFIC RAILROAD  
COMPANY  
MISSOURI PACIFIC RAILROAD  
COMPANY  
1416 Dodge Street  
Omaha, Nebraska 68102  
(402) 271-5000  
ALVIN E. BROWN II  
J. MICHAEL HENNER  
MICHAEL L. ROSENTHAL  
CORNINGTON & BIRMANING  
1201 Pennsylvania Avenue, N.W.  
P.O. Box 7566  
Washington, D.C. 20044-7566  
(202) 682-5888  
Attorneys for Union Pacific  
Corporation, Union Pacific  
Railroad Company and Missouri  
Pacific Railroad Company

June 3, 1976

Applicants' Brief (UP/SP-260) dated June 3, 1976 at pp. 33-34

# MET sought assurances from UP

MODESTO and EM+RE TRACTION CO.  
MODESTO'S SHORTLINE RAILROAD

PO BOX 3108 • 520 ELEVENTH STREET • MODESTO, CALIF. 95320 • PHONE (209) 524-4021 • FAX (209) 525-0208



November 21, 1995

Richard K. Davidson, President  
Union Pacific Corporation  
Martin Tower  
8th and Eaton  
Bethlehem, PA 18018

Dear Mr. Davidson:

The proposed merger of the Union Pacific Railroad (UP) and Southern Pacific Transportation Company (SP) raises a matter of some concern to Modesto & Empire Traction Company (M&ET). M&ET connects with both the UP and SP at Modesto, California. M&ET and certain shippers have benefited from the competition between the two railroads in that the industries on the UP and SP's lines within the railroads' Modesto switching districts are open to M&ET for traffic which can be interchanged with our Burlington Northern Santa Fe (BNSF) connection.

M&ET is fearful that with the loss of competition between the UP and SP following their merger, the incentive to maintain open switching at Modesto will disappear to the detriment of M&ET and local shippers. If you believe M&ET has no warrant for its apprehension, I should welcome having your assurance that the switching districts open to M&ET will not be changed following the proposed merger.

Yours truly,

James L. Beard  
President

JLB/ew  
cc: Robert D. Krebs  
President & C.E.O.  
Burlington Northern Santa Fe



# MET sought assurances from UP

MODESTO and EMPIRE TRACTION CO.  
MODESTO'S SHORTLINE RAILROAD

P.O. BOX 3198 • 520 E. BERN STREET • MODESTO, CALIF. 95333 • PHONE (209) 524-4071 • FAX (209) 525-5248



November 21, 1995

Richard K. Davidson, President  
Union Pacific Corporation  
Martin Tower  
8th and Eaton  
Berkeley, PA 18018

Dear Mr. Davidson:

M&ET is fearful that with the loss of competition between the UP and SP following their merger, the incentive to maintain open switching at Modesto will disappear to the detriment of M&ET and local shippers. If you believe M&ET has no warrant for its apprehension, I should welcome having your assurance that the switching districts open to M&ET will not be changed following the proposed merger.

Yours truly,

  
James L. Beard  
President

JLB/eiv  
c: Robert D. Krebs  
President & C.E.O.  
Burlington Northern Santa Fe



# UP provided assurances to MET

REGISTRATION  
NUMBER 123456789

UNION PACIFIC RAILROAD COMPANY



REGISTERED  
MAIL PERMIT  
NUMBER 12345  
MODesto, CA 95353

December 13, 1995

Mr. James L. Beard  
President  
Modesto and Empire Traction Company  
P O Box 3106  
530 Everett Street  
Modesto, CA 95353

Dear Mr. Beard:

Your letter of November 21 addressed to Dick Davidson has been referred to me. You expressed concern that the present reciprocal switching arrangements with the MET at Modesto, California may disappear following the UP/SP merger.

We can assure you that if the merger is approved, Union Pacific has no intention of diminishing the current switching district of Modesto, California. For your ready reference, attached are copies of item 1233 of Switching Tariff UP 8005-D and item 10815 of Switching Tariff SP 9500-C, which define the switching district of Modesto.

With regard to the industries currently served by UP and SP at Modesto, all the industries which are open to reciprocal switching are located on the UP, as provided in item 1663 of Switching Tariff 8005-D, copy attached for your convenience. Again, following a UP/SP merger, we have no intention of closing UP's present open customers as specifically named in item 1663.

Thank you for your letter. I hope we have addressed your concerns.

Sincerely,

CC: Dick Davidson - Bethlehem, PA

RECEIVED

UNION PACIFIC RAILROAD COMPANY

DEC 18 1995

MODesto & EMPIRE  
TRACTION CO.

# UP provided assurances to MET

UNION PACIFIC RAILROAD COMPANY

December 13, 1995

Mr. James L. Beard  
President  
Modesto and Empire Traction Company  
P O Box 3106  
530 Eleventh Street  
Modesto, CA 95232

Dear Mr. Beard:

Mr. You  
MET at M  
of diminishing  
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of Switching Tariff SP 9500-C, which define the switching district of Modesto.

**We can assure you that if the merger is approved, Union Pacific has no intention of diminishing the current switching district of Modesto, California. For your ready reference, attached are copies of item 1233 of Switching Tariff UP 8005-D and item 10815 of Switching Tariff SP 9500-C, which define the switching district of Modesto.**

Industries  
Item 1663  
following a  
as specific

**Item 1663 of Switching Tariff 8005-D, copy attached for your convenience. Again, following a UP/SP merger, we have no intention of closing UP's present open customers as specifically named in Item 1663.**

Sincerely,  


CC: Dick Davidson - Berthelhem, PA

RECEIVED  
UNION PACIFIC RAILROAD COMPANY  
DEC 18 1995  
MODESTO & EMPIRE  
TRACTION CO.

# Merger Condition Principles

---

1. No shipper facility which received competitive service pre-merger could be reduced to one carrier service as a direct result of the merger.
2. UP cannot take action post-merger to reduce any shipper facility to one carrier service.

# Restated and Amended Settlement Agreement

03/01/02

## RESTATED AND AMENDED AGREEMENT

This Restated and Amended Agreement ("Agreement") is entered into this \_\_\_ day of

March, 2002, between

corporation, and THE B

("BNSF"), a Delaware s

WITNESSETH

WHEREAS, UP

amended by supplemental agreements dated November 18, 1995, and June 27, 1996

(collectively, the "1995

Rail Corporation and

Corporation, Union Pa

Control and Merger -

Company, St. Louis, S

Grande Western Railroa

WHEREAS, th

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1996) and in so doing

STB, the April 18,

Manufacturers Associat

WHEREAS, as

32760, 32760 (Sudh-No

of the conditions it imp

Shipper Facilities shall mean all existing or new shipper or receiver facilities, including transload facilities as well as rail car storage and car service and repair facilities not owned, leased or operated by UP.

"2-to-1" Shipper Facilities shall mean all Shipper Facilities that were open to both UP and SP, whether via direct service or via reciprocal switching, joint facility or other arrangements, and no other railroad when the 1995 Agreement was executed, regardless of how long ago the shipper or receiver at that facility may have shipped or received, or whether the shipper or receiver at that facility ever shipped or received, any traffic via either UP or SP. The "2-to-1 Point Identification Protocol" between the parties attached hereto as Exhibit E shall govern the process for identifying "2-to-1" Shipper Facilities open to BNSF as a result of the conditions imposed on the UP/SP merger.

## G3 Enterprises Campus (127 acres)



Property	Date Acquired/Built	Acres	Sq Ft	Investment (000's)
<b>G3 Business Center</b>				
Warehouse #1	06/08/01	127	506,759	\$ 11.0 million
Warehouse #2	08/01/02		320,000	\$ 5.7 million
Warehouse #3	07/01/03		685,000	\$ 11.8 million
Warehouse #4	07/01/08		172,500	\$ 4.7 million
Warehouse #5	07/01/09		357,470	\$ 6.8 million
<b>Total - G3 Business Center</b>		<b>127</b>	<b>2,041,729</b>	<b>\$40 million</b>