

STB FD • 32760 (Sub 21) 5-20-97 D 179859

179859

LAW OFFICES
KELLER AND HECKMAN LLP

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WASHINGTON, D.C. 20001
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B-1040 BRUSSELS
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JOSEPH E. KELLER (1907-1994)
JEROME H. HECKMAN
WILLIAM H. BORGHESE, JR.
MALCOLM D. MACARTHUR
WAYNE V. BLACK
TERRENCE D. JONES
MARTIN W. BERCOVICI
JOHN S. ELDRED
RICHARD J. LEIGHTON
ALFRED S. REGNIERY
WILLIAM L. KOVACS
DOUGLAS J. BEHR
RAYMOND A. KOWALSKI*
SHIRLEY A. COFFIELD
MICHAEL F. MORRONE
JEAN SAVIGNY*
JOHN B. DUBECK
PETER L. DE LA CRUZ
MELVIN S. DROZEN
LAWRENCE P. HALPRIN
RALPH A. SIMMONS
RICHARD F. MANN

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CAROL MOORE TOTH
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MARTHA E. MARRAPESE

DONALD T. WURTH
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NICOLE B. DUNNATH
DEBORAH ROSEN WHITE
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FREDERICK A. STEARNS
TONYE RUSSELL E. S.
THOMAS C. BERGER
JOHN F. FOLEY
JENNIFER A. BONANNO
JC. REARDON
PATRICIA W. RATKOWSKI
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JOHN P. C. LUEDKE*
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JOHNS W. HOPKINS, JR.*
MICHAEL C. HOCHMAN*
SUSAN L. CHENAUET*
JOHN B. O'LOUGHLIN, JR.*
DAWN H. RAINES*
DEVON W. HILL*
MICHAEL A. PETRUZZI*

*NOT ADMITTED IN D.C.
*RESIDENT BRUSSELS

SCIENTIFIC STAFF
DANIEL S. DIXLER, Ph.D.
CHARLES V. BREDER, Ph.D.
ROBERT A. MATHEWS, Ph.D. D.A.B.T.
JOHN P. MODDERMAN, Ph.D.
HOLLY HUTMIRE FOLEY
JANETTE HOUK, Ph.D.
LESTER BORODINSKY, Ph.D.
THOMAS C. BROWN*
MICHAEL T. FLOOD, Ph.D.
ANDREW P. JOVANOVIICH, Ph.D.
ANNA GERGELY*
TELECOMMUNICATIONS
ENGINEER
RANDALL D. YOUNG
WRITER'S DIRECT ACCESS

May 16, 1997

(202) 434-4144
Bercovici@khlaw.com

Office of the Secretary
Case Control Unit
ATTN: STB Finance Docket No. 32760 (Sub-No. 21)
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: STB Finance Docket No. 32760 (Sub-No. 21),
UP/SP Merger Oversight

Dear Secretary:

Please register the following as a Party of Record in the
above-captioned proceeding:

Martin W. Bercovici, Esquire
Keller and Heckman, LLP
1001 G Street, NW
Suite 500 West
Washington, DC 20001
Attorney for:

The Society of the Plastics Industry, Inc.

Respectfully submitted,

Martin W. Bercovici

Office of the Secretary

MAY 22 1997

Part of
Public Record



BEFORE THE
Surface Transportation Board

WASHINGTON, D.C. 20423

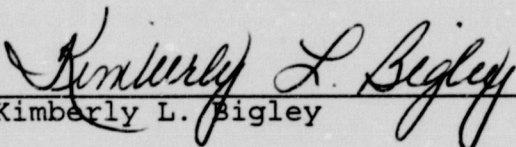
STB Finance Docket No. 32760 (Sub-No. 21)

Union Pacific Corporation,
Union Pacific Railroad Company
and Missouri Pacific Railroad Company
--Control and Merger--
Southern Pacific Rail Corporation,
Southern Pacific Transportation Company,
St. Louis Southwestern Railway Company,
SPCSL Corp., and
The Denver and Rio Grande Western Railroad Company

[OVERSIGHT]

CERTIFICATE OF SERVICE

I, Kimberly L. Bigley, a secretary at the law firm of Keller and Heckman LLP, hereby certify that on behalf of The Society of the Plastics Industry, Inc., a copy of the letter to the Surface Transportation Board dated May 16, 1997 (SPI-1) requesting registration as a Party of Record in the above-captioned proceeding, was served by first-class mail, postage prepaid, on this 21st day of May, 1997, upon all parties on the restricted service list.


Kimberly L. Bigley

STB

FD

32760

(Sub 21)

5-20-97

D

179835



179835

D

**Office of the Attorney General
State of Texas**

DAN MORALES
ATTORNEY GENERAL

May 14, 1997



Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 32760 (Sub-No. 21)
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Notice of Intent to Participate in Oversight Proceeding

Dear Secretary:

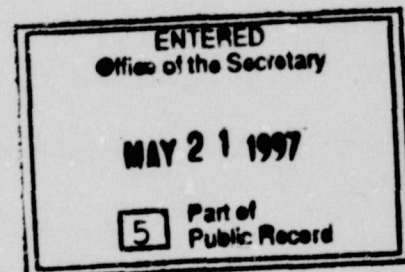
Enclosed please find an original, twenty-five (25) copies and a 3.5 inch diskette of the above-referenced document. Please file accordingly.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Rebecca Fisher
Assistant Attorney General
Consumer Protection Division
Antitrust Section
(512) 463-2185
(512) 320-0975 [Fax No.]

Enclosures



179835

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 32760 (Sub No. 21)

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

--CONTROL AND MERGER--

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, et al

NOTICE OF INTENT TO PARTICIPATE IN OVERSIGHT PROCEEDING

The State of Texas, by and through Attorney General Dan Morales, hereby gives notice that it intends to participate actively as a party of record (POR) in the oversight proceeding instituted in Docket No. 32760 (Sub No. 21), Union Pacific Corp. v. Southern Pacific Rail Corp. An original and 25 copies of this Notice are being sent to the Office of the Secretary, together with a 3.5 inch diskette formatted so that it can be converted into WordPerfect 7.0.

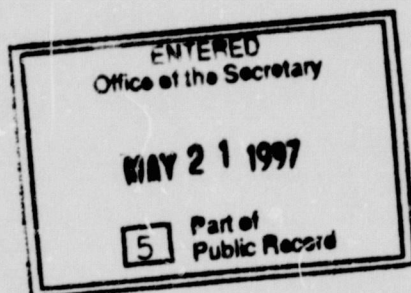
Respectfully submitted,

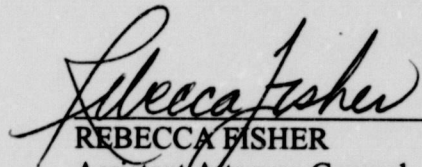
DAN MORALES
Attorney General of Texas

JORGE VEGA
First Assistant Attorney General

LAQUITA HAMILTON
Deputy Attorney General for Litigation

PAUL ELLIOTT
Chief, Consumer Protection Division





REBECCA FISHER

Assistant Attorney General

Antitrust Section

Texas Bar No. 07057800

Office of the Attorney General

P. O. Box 12548

Austin, Texas 78711-2548

Phone: (512) 463-2185

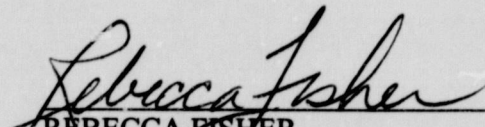
Fax: (512) 320-0975

Date: May 14, 1997

CERTIFICATE OF SERVICE

I hereby certify that it have on this 14th day of May 1997 caused to be mailed upon all parties a copy of the foregoing Notice of Intent to Participate in Oversight Proceeding by first-class U.S.

Mail, postage prepaid.



REBECCA FISHER

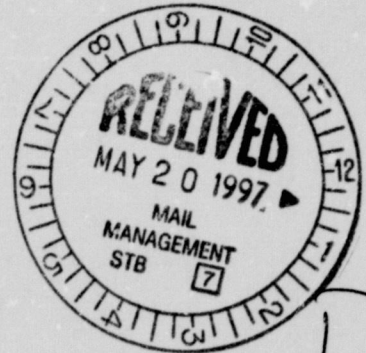
Assistant Attorney General

STB FD • 32760 (Sub 21) 5-20-97 D 179810

179810

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760 (Sub. No. 21)



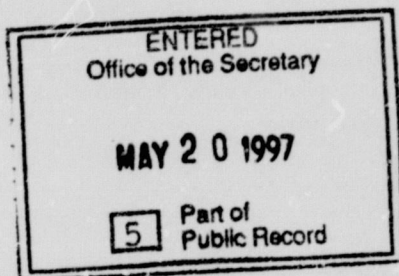
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

- CONTROL AND MERGER -

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, et al

NOTICE OF INTENT TO PARTICIPATE

Lackland Western Railroad Company hereby gives notice that it intends to participate actively as a party of record (POR) in the oversight proceeding instituted in Docket No. 32760 (Sub. No. 21), **Union Pacific Corp. v. Southern Pacific Rail Corp.** (decision served May 7, 1997). An original and 25 copies of this Notice is being sent to the Office of the Secretary, together with a 3.5 inch diskette formatted so that it can be converted to WordPerfect 7.0.



Respectfully submitted,

C.A. Mennell 5/17/97
C. A. Mennell, President
Lackland Western Railroad Company
31 Oak Terrace
Webster Groves, MO 63119-3614-09

Dated: May 17, 1997

Certificate of Service

I hereby certify that I have on this, the 17th day of May, 1997, caused to be mailed upon all parties a copy of the foregoing Notice of Intent to Participate by first-class mail, postage prepaid.

C. A. Mennell 5/17/97
C. A. Mennell

STB FD 32760 (Sub 21) 5-20-97 D 179807

179807

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
FACSIMILE (202) 835-8136

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602
DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201
DETROIT OFFICE 1335 BREWERY PARK BOULEVARD SUITE 101 48207



ALICIA M. SERFATY
(202) 835-8049

May 20, 1997

D

Vernon A. Williams, Secretary
Office of the Secretary
Case Control Branch
ATTN: STB Finance Docket No. 32760 (Sub-No 21)
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: *Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and the Denver and Rio Grande Western Railroad Company [OVERSIGHT];*
Finance Docket No. 32760 (Sub-No. 21)

Dear Secretary Williams:

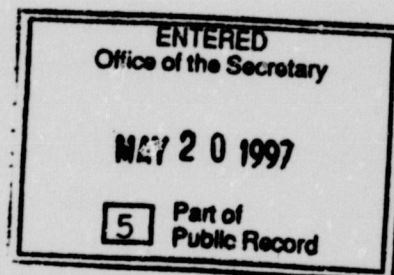
Enclosed are an original and twenty-five (25) copies of Intermountain Power Agency's Notice of Intent to Participate for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger. Please note that a copy of this pleading is also enclosed on a 3.5-inch diskette in WordPerfect 5.1 format.

Sincerely,

Alicia M. Serfaty

Alicia M. Serfaty

AMS/llb
encl; a/s
cc: Parties of Record



**SURFACE TRANSPORTATION BOARD
Washington, D.C.**

Finance Docket No. 32760 (Sub-No. 21)



**Union Pacific Corporation, Union Pacific Railroad Company
and Missouri Pacific Railroad Company -- Control and Merger --
Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern Railway
Company, SPCSL Corp., and the Denver and Rio Grande
Western Railroad Company [OVERSIGHT]**

**INTERMOUNTAIN POWER AGENCY'S
NOTICE OF INTENT TO PARTICIPATE**

Please enter the appearance of the undersigned counsel on behalf of the Intermountain Power Agency ("IPA"), which intends to participate and become a party of record in this proceeding. Service of all documents filed in this proceeding should be made upon the undersigned.

Dated: May 20, 1997

Respectfully submitted,

**Charles A. Spitulnik
Alicia M. Serfaty
HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000**

**Counsel for the Intermountain Power
Agency**

CERTIFICATE OF SERVICE

I hereby certify that on May 20, 1997, a copy of the foregoing Intermountain Power Agency's Notice Of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

Richard A. Allen, Esq.
Zuckert, Scoutt &
Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, D.C. 20006-3939

Michael D. Billiel, Esq.
Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W.
Suite 500
Washington, D.C. 20530

Edward D. Greenberg, Esq.
Galland, Kharasch, Morse
& Garfinkle
1054 Thirty-First Street, N.W.
Washington, D.C. 20007-4492

Erika Z. Jones, Esq.
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Suite 6500
Washington, D.C. 20006

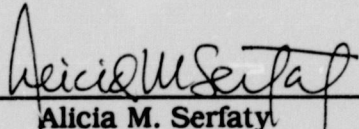
William A. Mullins, Esq.
Troutman Sanders LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005-3314

John Will Ongman, Esq.
Pepper Hamilton Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036-1685

Larry R. Pruden, Esq.
Trans. Comm. Int'l. Union
3 Research Place
Rockville, MD 20850

Louise A. Rinn, Esq.
Union Pacific Railroad Company
1416 Dodge Street
Room 830
Omaha, NE 68179

Arvid E. Roach II, Esq.
Covington & Burling
P.O. Box 7566
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044-7566


Alicia M. Serfaty

STB

FD

32760

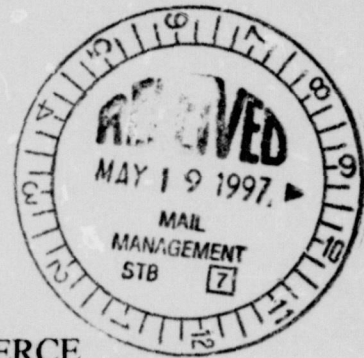
(Sub 21)

5-19-97

D

179872

D



HOISINGTON CHAMBER OF COMMERCE
123 NORTH MAIN
HOISINGTON, KANSAS 67544

May 12, 1997

179872

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760 (Sub No.21)
Surface Transportation Board
1925 K Street N.W.
Washington, D.C. 20423-0001

RE: Finance Docket No. 32760 (Sub No.21) -Union
Pacific Corp., et al. - Control and Merger Southern
Pacific Corp., et al.

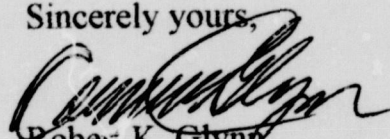
Dear Mr. Secretary:

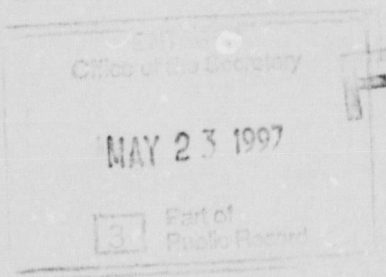
The Hoisington Chamber of Commerce wishes to participate, as a Party
of Record, in the pending proceedings of Finance Docket No. 32760 (Sub
No.21)

Enclosed for filing in the docket are the original and twenty-five copies,
in accordance with the Board's requirements.

In addition, at the Board's request, we are also enclosing a copy of this
document on a 3.5 inch diskette.

Sincerely yours,


Robert K. Glynn
Executive Vice President



STB FD • 32760 (Sub 21) 5-15-97 D 179741

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

FACSIMILE: (202) 662-6291

ARVID E. ROACH II

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT FACSIMILE

(202) 778-5388

May 15, 1997

LECONFIELD HOUSE
CURZON STREET
LONDON W1Y 8AS
ENGLAND

TELEPHONE: 44-171-495-5655
FACSIMILE: 44-171-465-3101

BRUSSELS OFFICE
KUNSTLAAN 44 AVENUE DES ARTS
BRUSSELS 1040 BELGIUM
TELEPHONE: 32-2-549-5230
FACSIMILE: 32-2-502-1598

BY HAND

Office of the Secretary
Case Control Unit
ATTN: STB Finance Docket No. 32760 (Sub-No. 21)
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: Finance Docket No. 32760 (Sub-No. 21), Union
Pacific Corp., et al. -- Control & Merger --
Southern Pacific Rail Corp., et al.

Dear Sir or Madam:

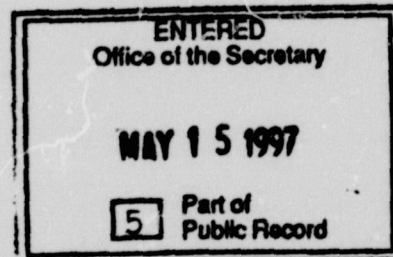
Enclosed for filing in the above-referenced docket are an original and twenty-five copies of the primary applicants' Notice of Intent to Participate. Also enclosed is a 3.5-inch diskette, formatted so that it can be converted into WordPerfect 7.0, containing the pleading.

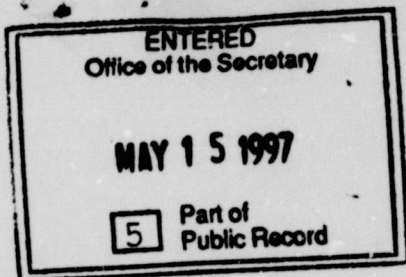
Sincerely,

A handwritten signature in dark ink, appearing to read 'Arvid E. Roach II'.

Arvid E. Roach II

Enclosures





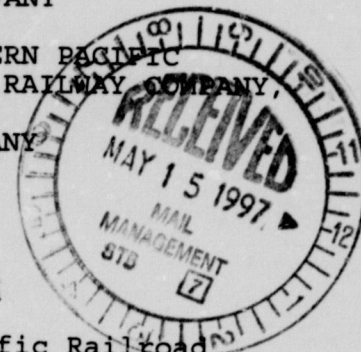
BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760 (Sub-No. 21)

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY,
SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY



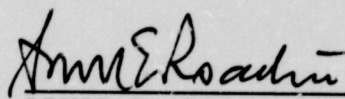
NOTICE OF INTENT TO PARTICIPATE

Union Pacific Corporation, Union Pacific Railroad
Company, Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern Railway Company,
SPCSL Corp., and The Denver and Rio Grande Western Railroad
Company hereby notify the Board of their intent to participate
in the above-captioned oversight proceeding.

Respectfully submitted,

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Southern Pacific Transportation
Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000


ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044
(202) 562-5388

Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company, Southern
Pacific Transportation Company,
St. Louis Southwestern Railway
Company, SPCSL Corp., and The
Denver and Rio Grande Western
Railroad Company

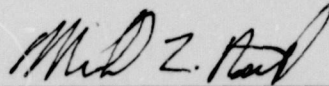
May 15, 1997

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 15th day of May, 1997, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael L. Rosenthal

STB

FD

32760

(Sub 21)

5-15-97

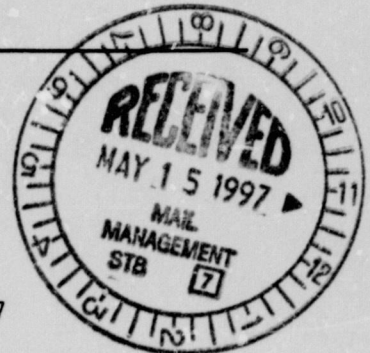
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179737



U. S. Department of Justice
Antitrust Division

325 7th Street, N.W.
Washington, DC 20530



May 15, 1997

BY HAND

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

179737

Re: Union Pacific Corp., et al. -- Control and
Merger-- Southern Pacific Rail Corp., et al.
Finance Docket No. 32760 (Sub-No. 21)

Dear Secretary Williams:

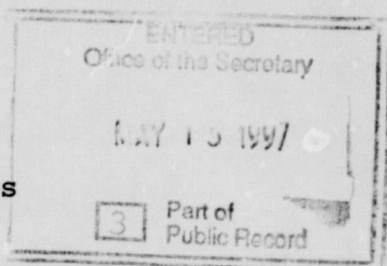
Pursuant to Decision No. 1, served May 7, 1997, I am enclosing for filing an original and 25 copies of the Notice of Intent to Participate of the United States Department of Justice (DOJ-1). I am also enclosing the pleading on a 3.5-inch diskette formatted for WordPerfect 6.1, which can be converted to WordPerfect 7.0.

Please call me if you have any questions about this filing at (202) 307-6666.

Sincerely yours,

Michael D. Billiel
Attorney
Antitrust Division

Enclosures



DOJ-1

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



UNION PACIFIC CORP., UNION PACIFIC)
RAILROAD CO. AND MISSOURI PACIFIC)
RAILROAD CO.-- CONTROL AND MERGER --)
SOUTHERN PACIFIC RAIL CORP., SOUTHERN) FINANCE DOCKET
PACIFIC TRANSPORTATION CO., ST. LOUIS) NO. 32760 (Sub-No. 21)
SOUTHWESTERN RAILWAY CO., SPCSL CORP.)
AND THE DENVER AND RIO GRANDE WESTERN)
RAILROAD CO.)

NOTICE OF INTENT TO PARTICIPATE

The Department of Justice hereby gives notice that it intends to participate in this proceeding as a Party of Record. Pursuant to 49 C.F.R. § 1180.4(a)(2), the Department selects the abbreviation "DOJ" for identifying its pleadings.

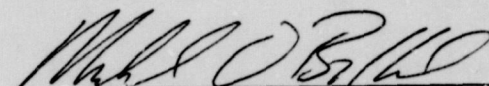
Respectfully submitted,

Michael D. Billiel
Attorney
Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W.
Suite 500
Washington, D.C. 20530
(202) 307-6666

May 15, 1997

CERTIFICATE OF SERVICE

I hereby certify that I have caused a copy of the foregoing NOTICE OF INTENT TO PARTICIPATE to be served by first class mail, postage prepaid on all parties of record in Finance Docket No. 32760, this 15th day of May, 1997.

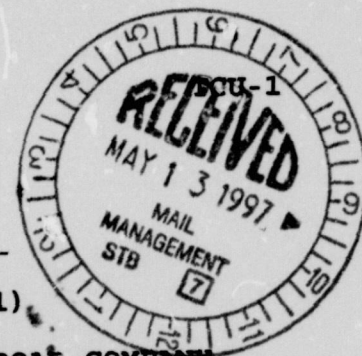
A handwritten signature in dark ink, appearing to read 'Michael D. Billiel', is written over a horizontal line.

Michael D. Billiel

STB FD 32760 (Sub 21) 5-13-97 D 179685

179685

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 32760 (Sub-No. 21)

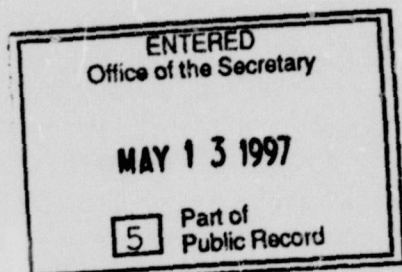
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

TRANSPORTATION•COMMUNICATIONS INTERNATIONAL UNION'S (TCU)
NOTICE OF INTENT TO PARTICIPATE

Pursuant to STB Finance Docket 32760 (Sub-No. 21) Decision No.
1 served May 7, 1997, please consider this as the
Transportation•Communications International Union's (TCU) intent to
participate further and request placement as a "Party of Record"
(POR).



Respectfully submitted,

Larry R. Pruden

Mitchell M. Kraus
General Counsel
Larry R. Pruden
Assistant General Counsel
Transportation•Communications
International Union
3 Research Place
Rockville, MD 20850
(301) 948-4910

Dated: May 9, 1997

STB FD • 32760 (Sub 21) 5-12-97 D 179681

LAW OFFICES
ZUCKERT, SCOUTT & RASENBERGER, L.L.P.
888 SEVENTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-3939
TELEPHONE : (202) 298-8660
FACSIMILES: (202) 342-0683
(202) 342-1316

RICHARD A. ALLEN



May 12, 1997

By hand delivery

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

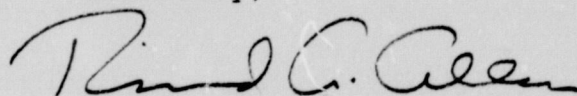
Re: Union Pacific Corp., Union Pacific RR. Co. and Missouri Pacific RR Co. -- Control and Merger -- Southern Pacific Rail Corp., Southern Pacific Transp. Co., St. Louis Southwestern Rv. Co., SPCSL Corp. and The Denver and Rio Grande Western RR Co.,
Finance Docket No. 32760 (Sub-No. 21)

Dear Secretary Williams:

Enclosed for filing is an original and twenty five copies of NS-1, Notice of Intent to Participate. Also enclosed is a 3 1/2" computer disk containing the filing in Wordperfect 5.1 format, which is capable of being read by Wordperfect for Windows 7.0.

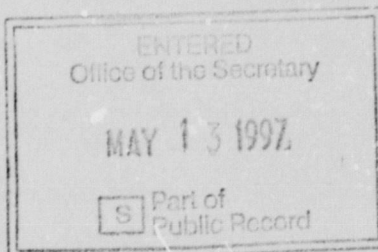
Should you have any questions regarding this, please call.

Sincerely,


Richard A. Allen

Enclosure

cc: Arvid E. Roach II
Erika Z. Jones



179681

BEFORE THE
SURFACE TRANSPORTATION BOARD



TM-1

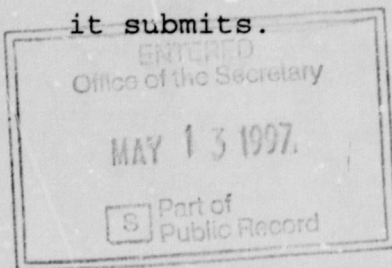
Union Pacific Corp., Union Pacific)
RR. Co. and Missouri Pacific RR Co.)
-- Control and Merger -- Southern)
Pacific Rail Corp., Southern)
Pacific Trans. Co., St. Louis)
Southwestern Rw. Co., SPCSL Corp.)
and The Denver and Rio Grande)
Western Corp.)

Finance Docket No. 32760
Sub-No. 21

[Oversight Proceeding]

**TEXAS MEXICAN RAILWAY COMPANY'S
NOTICE OF INTENT TO PARTICIPATE**

Pursuant to Decision No. 1, served May 7, 1997, the Texas Mexican Railway Company ("Tex Mex") hereby notifies the Board of its intention to participate as an active Party of Record in this proceeding. Please place Tex-Mex's representatives, indicated below, on the official service list. Tex-Mex will continue to use the acronym "TM" for identifying all documents and pleadings it submits.

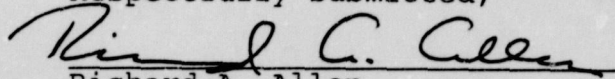


Richard A. Allen
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt & Rasenberger, L.L.P.
Suite 600
888 17th Street, N.W.
Washington, D.C. 20006-3939

Courtesy copies of this Notice of Intent to Participate are being served on all the representatives of Union Pacific Railroad

Company and Burlington Northern and Santa Fe Railway Company.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Richard A. Allen", written over a horizontal line.

Richard A. Allen

Andrew R. Plump

John V. Edwards

Zuckert, Scoutt & Rasenberger, LLP
Suite 600

888 17th Street, N.W.

Washington, D.C. 20036-3939

Attorneys For Texas Mexican Railway
Company

Dated: May 12, 1997

STB

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(Sub 21)

5-9-97

D

179666

179666

TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

1300 I STREET, N.W.
SUITE 500 EAST
WASHINGTON, D.C. 20005-3314
TELEPHONE: 202-274-2950
FACSIMILE: 202-274-2994

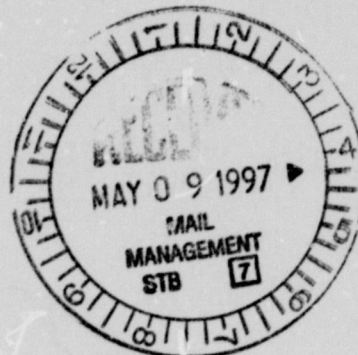
WILLIAM A. MULLINS

DIRECT: 202-274-2953

May 9, 1997

HAND DELIVERED

Mr. Vernon A. Williams
Case Control Unit
ATTN: STB Finance Docket No. 32760 (Sub-No. 21)
Surface Transportation Board
Suite 700
1925 K Street, N.W.
Washington, D.C. 20006



Re: Finance Docket No. 32760 (Sub-No. 21), *Union Pacific Corporation, et al. -- Control & Merger -- Southern Pacific Rail Corporation, et al. Oversight Proceeding*

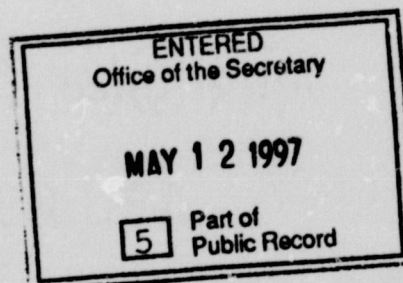
Dear Secretary Williams:

Enclosed for filing in the above captioned proceeding are the original and twenty-six copies of KC5-1, The Notice of Intent to Participate Of The Kansas City Southern Railway Company. Please date and time stamp one of the copies for return to our offices. Included with this filing is a 3.5 inch Word Perfect, Version 5.1 diskette with the text of the pleading.

Sincerely yours,

William A. Mullins
Attorney for The Kansas City Southern
Railway Company

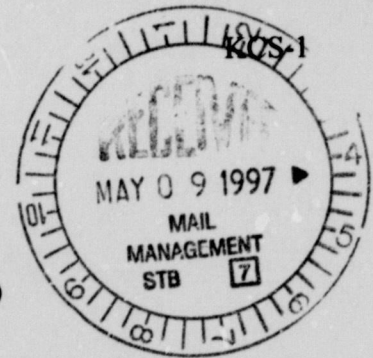
cc: Robert K. Dreiling, Esquire
W. James Wochner, Esquire
Erika Z. Jones, Esquire
Arvid E. Roach II, Esquire



179666
ORIGINAL

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 32760 (Sub-No. 21)



**UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
--CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER
AND RIO GRANDE WESTERN RAILROAD COMPANY**

OVERSIGHT PROCEEDING

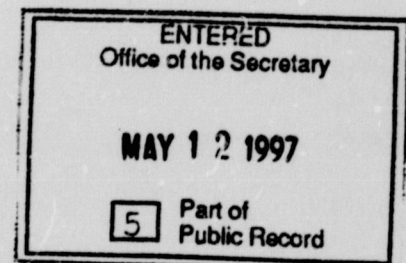
NOTICE OF INTENT TO PARTICIPATE

Richard P. Bruening
W. James Wochner
Robert K. Dreiling
THE KANSAS CITY SOUTHERN
RAILWAY COMPANY
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

Alan E. Lubel
John R. Molm
William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005-3314
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for The Kansas City Southern
Railway Company

May 9, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760 (Sub-No. 21)



UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
--CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER
AND RIO GRANDE WESTERN RAILROAD COMPANY

OVERSIGHT PROCEEDING

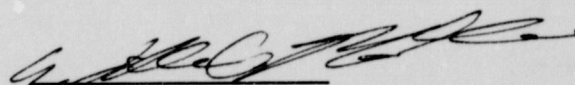
NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 1, served May 7, 1997 in this oversight proceeding, The Kansas City Southern Railway Company ("KCS") hereby submits its Notice of Intent to Participate as a party of record (POR). In accordance with 49 C.F.R. § 1180.4(a)(4), KCS requests that its representatives, as listed below, be included in the service list maintained by the Board in this oversight proceeding so that the listed representatives receive copies of all orders, notices, and pleadings in this oversight proceeding. Further, KCS requests that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed on the next page:

Robert K. Dreiling
THE KANSAS CITY SOUTHERN
RAILWAY COMPANY
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

William A. Mullins
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005-3314
Tel: (202) 274-2950
Fax: (202) 274-2994

Respectfully submitted this 9th day of May, 1997.



Alan E. Lubel
John R. Molm
William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005-3314
Tel: (202) 274-2950
Fax: (202) 274-2994

Richard P. Bruening
W. James Wochner
Robert K. Dreiling
THE KANSAS CITY SOUTHERN
RAILWAY COMPANY
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

Attorneys for The Kansas City Southern
Railway Company

May 9, 1997

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "NOTICE OF INTENT TO PARTICIPATE" (KCS-1) was served this 9th day of May, 1997, by hand-delivery, overnight delivery, or first-class mail in a properly addressed envelope with adequate postage thereon addresses to all known parties of record.

A handwritten signature in dark ink, appearing to read 'William A. Mullins', is written over a horizontal line.

William A. Mullins

Attorney for The Kansas City
Southern Railway Company

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32760

(Sub 21)

5-9-97

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PEPPER, HAMILTON & SCHEETZ LLP

ATTORNEYS AT LAW

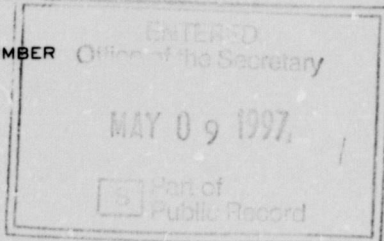
PHILADELPHIA, PENNSYLVANIA
DETROIT, MICHIGAN
NEW YORK, NEW YORK
PITTSBURGH, PENNSYLVANIA
HARRISBURG, PENNSYLVANIA

1300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-1685
(202) 828-1200
TELEX CABLE ADDRESS: 440653 (ITT)
FAX: (202) 828-1665

WILMINGTON, DELAWARE
BERWYN, PENNSYLVANIA
CHERRY HILL, NEW JERSEY
LONDON, ENGLAND
MOSCOW, RUSSIA

WRITER'S DIRECT NUMBER

(202) 828-1415



May 9, 1997



Hand Delivery

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit
1925 K Street, N.W.
Washington, D.C. 20423-0001

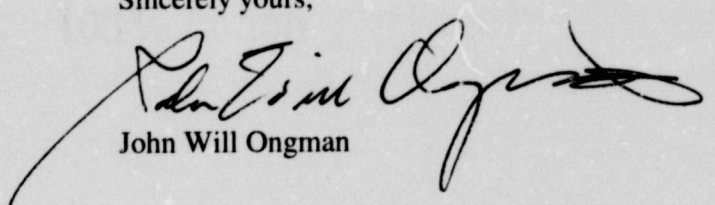
Attention: Finance Docket No. 32760 (Sub-No. 21)

Re: Finance Docket No. 32760 (Sub-No. 21)

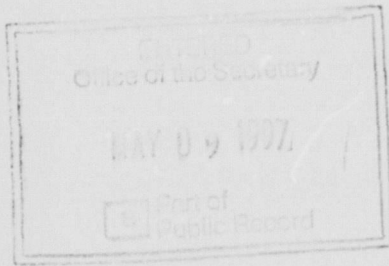
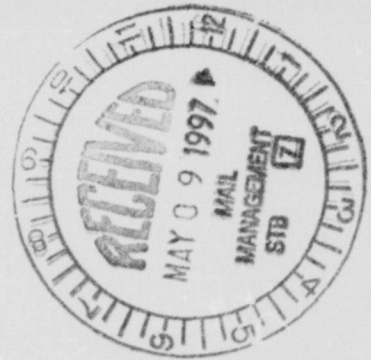
Dear Secretary Williams:

Enclosed for filing are an original and 26 copies of a Notice of Intent to Participate of Geneva Steel Company as a party of record in the oversight providing instituted in Docket No. 32760 (Sub-No. 21). Also enclosed is a 3x5 inch diskette formatted for WordPerfect 6.1. Please date-stamp and return the extra copy of the Notice and return to the messenger.

Sincerely yours,


John Will Ongman

Enclosures



BEFORE THE

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760 (Sub No. 21)

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, et al.

Notice of Intent to Participate

179559
Geneva Steel Company hereby gives notice that it intends to participate actively as a party of record (POR) in the oversight proceeding instituted in Docket No. 32760 (Sub. No. 21), Union Pacific Corp. v. Southern Pacific Rail Corp., (decision served May 7, 1997). An original and 25 copies of this Notice is being sent to the Office of the Secretary, together with a 3.5 inch diskette formatted so that it can be converted into WordPerfect 7.0.

Respectfully submitted,

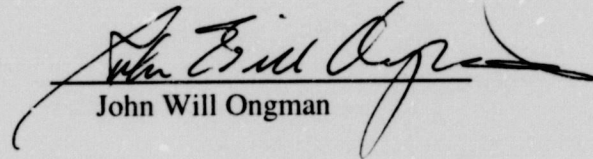
John Will Ongman
Marc D. Machlin
Michelle J. Morris
PEPPER, HAMILTON & SCHEETZ LLP
1300 19th Street, N.W.
Washington, D.C. 20036
(202) 828-1200

Counsel for Geneva Steel Company

Date: May 9, 1997

CERTIFICATE OF SERVICE

I hereby certify that I have this 9th day of May 1997 caused to be mailed upon all parties a copy of the foregoing Notice of Intent to Pariticipate by first-class mail, postage prepaid.


John Will Ongman

STB

FD

32760

(Sub 21)

5-9-97

D

179656

D

GALLAND, KHARASCH & GARFINKLE, P.C.
ATTORNEYS AT LAW

EDWARD D. GREENBERG
E-MAIL: egreenbe@gkmg.com

CANAL SQUARE
1054 THIRTY-FIRST STREET, N.W.
WASHINGTON, D.C. 20007-4492
TELEPHONE: (202) 342-5200
FACSIMILE: (202) 342-5219
(202) 337-8787
E-MAIL: gkmg@gkmg.com

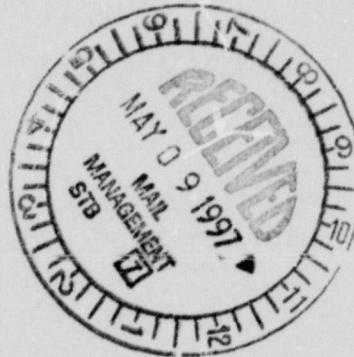
ROBERT N. KHARASCH
OF COUNSEL
GEORGE F. GALLAND (1910-1985)

WRITER'S DIRECT DIAL NUMBER
(202) 342-5277

May 9, 1997

VIA COURIER

Mr. Vernon A. Williams, Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W., Room 711
Washington, DC 20423-0001



179658

Re: Finance Docket No. 32760 (Sub-No. 21)
Union Pacific Corporation, Union Pacific Railroad Company
and Missouri Pacific Railroad Company--Control and Merger--
Southern Pacific Rail Corporation, Southern Pacific Transportation
Company, St. Louis Southwestern Railway Company, SPCSL Corp.
and The Denver and Rio Grande Western Railroad Company

Dear Secretary Williams:

Enclosed please find an original and twenty-five (25) copies of the Notice of Intent to Participate of The International Paper Company in the above-referenced docket.

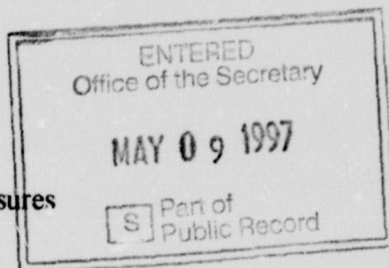
Also enclosed is an additional copy of the filing to be date-stamped when filed and returned to us.

Should you have any questions concerning this, please do not hesitate to contact us.

Very truly yours,

Edward D. Greenberg

Enclosures



XINJIYUAN-GKMG LAW OFFICE
AFFILIATED FIRM
SUITE A-1603, VANTONE NEW WORLD PLAZA
NO. 2, FU CHENG MEN WAI AVENUE
BEIJING 100037 PEOPLE'S REPUBLIC OF CHINA
TEL: 011-86-10-6858-8501 FAX: 011-86-10-6858-8505
INTERNET: xjylaw@pku.edu.cn