

STB

FD

32760

11-30-95

A

1648

1648 A  
Office of the Secretary

NOV 30 1995

Part of  
Public Record

ARVID E. ROACH II  
DIRECT DIAL NUMBER  
(202) 662-5386  
DIRECT TELEFAX NUMBER  
(202) 778-5388

COVINGTON & BURLING  
1201 PENNSYLVANIA AVENUE, N. W.  
P.O. BOX 7566  
WASHINGTON, D.C. 20044-7566  
(202) 662-6000

TELEFAX: (202) 662-6291  
TELEX: 89-593 (COVING WSH)  
CABLE: COVING

LECONFIELD HOUSE  
CURZON STREET  
LONDON W1T 8AS  
ENGLAND

TELEPHONE: 44-171-495-5655  
TELEFAX: 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE  
44 AVENUE DES ARTS  
BRUSSELS 1040 BELGIUM  
TELEPHONE: 32-2-512-9890  
TELEFAX: 32-2-502-1598

November 30, 1995

FILED

NOV 30 1995

VIA HAND DELIVERY

Hon. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, NW  
Washington, D.C. 20423  
INTERSTATE  
COMMERCE COMMISSION

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

Dear Mr. Williams:

Enclosed for filing are an original and 20 copies of UP/SP-22 through UP/SP-28 inclusive, containing the primary application in this proceeding, including all related applications and the Environmental Report. Also enclosed are the voucher for the filing fee, twenty unbound copies of the Exhibit 1 map showing the lines of Applicant carriers and other Western railroads (as required by 49 C.F.R. § 1180.6(a)(6)), twenty unbound copies of maps of trackage rights that UP/SP will convey to BN/Santa Fe and trackage rights that BN/Santa Fe will convey to UP/SP as conditions to the merger (as required under 49 C.F.R. § 1180.4(g)(1)(i) in connection with the notice of exemption in Finance Docket 32760 (Sub-No. 1)), and diskettes with the text of the application in Word Perfect version 5.1.

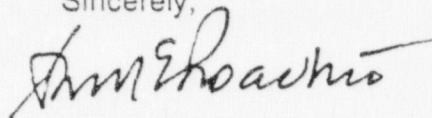
In order to accommodate printing schedules, Applicants assigned in advance the pleading numbers used for these volumes. Applicants have not used, and do not intend to use, pleading numbers UP/SP-18 through UP/SP-21.

Please note that Volume 2 has two versions: one is redacted for the public file and the other contains "Highly Confidential" information for filing under seal. Each version is clearly marked. The Commission is being provided with 20 copies of both versions. Applicants have served both versions on parties who are represented by outside counsel and have advised that they have complied with the terms of the protective order entered by the Commission in Decision No. 2, served September 1, 1995. Redacted copies of Volume 2 have been served on all other parties. Applicants will promptly provide

"Highly Confidential" versions of Volume 2 on request to those individuals who qualify under the terms of the protective order. Those volumes can be obtained by contacting Michael Rosenthal at Covington & Burling, (202) 662-5448.

Because of the length of the Environmental Report, Applicants have served Part 1 (Overview), which provides a comprehensive overview of the Report and its conclusions, as well as Parts 2 (Rail Line Segments) and 3 (Rail Yards and Intermodal and Automotive Facilities), on all parties required to be served under 49 C.F.R. § 1105.7(b). In addition, each state clearinghouse and environmental agency, and each of the pertinent federal agencies, has been served with the entire Report. Where a merger-related proposed abandonment is proposed, all of the pertinent state officials, and county officials of all affected counties, are also being served with Part 4 (Abandonments). Upon request, Applicants will promptly provide copies of Parts 4, 5 (Construction) and/or 6 (Appendix) to any interested party. A letter so advising has been sent to all persons being served with the Environmental Report in whole or in part (see attachment).

Sincerely,

A handwritten signature in dark ink, appearing to read "Arvid E. Roach II". The signature is fluid and cursive, with a prominent "A" and "R".

Arvid E. Roach II

cc: All Parties of Record

Enclosures

UNION PACIFIC RAILROAD COMPANY

1416 DODGE STREET  
ROOM 830  
OMAHA, NEBRASKA 68179-0001  
FAX (402) 271-5610



November 30, 1995

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

On November 30, 1995, Union Pacific Corporation, Union Pacific Railroad Company, Missouri 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 ("the Applicants") will be filing an application with the Interstate Commerce Commission for authority for Union Pacific to acquire control of Southern Pacific and consolidate UP and SP rail operations. The proposed control transaction and related proposed abandonments and construction projects involve railroad properties in the States of Arizona, Arkansas, California, Colorado, Illinois, Iowa, Kansas, Louisiana, Missouri, Nebraska, New Mexico, Nevada, Oklahoma, Oregon, Texas, Utah, Washington, Wisconsin and Wyoming, the environmental and historic effects upon which are addressed in an Environmental Report that is being submitted to the ICC as part of the application.

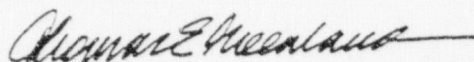
Enclosed are Part 1 (Overview), Part 2 (Rail Line Segments), and Part 3 (Rail Yards and Intermodal and Automotive Facilities) of the Environmental Report. If you are an official in a state or county with a proposed abandonment, a copy of Part 4 (Abandonments) is also enclosed. Part 4 (Abandonments), Part 5 (Construction) and/or Part 6 (Appendix) will be provided promptly to any party requesting them.



Applicants are providing the enclosed volume(s), and making available the other volumes, so that you may review the information that will form the basis for the ICC's independent environmental analysis of this proceeding. If any of the information is misleading or incorrect, if you believe that pertinent information is missing, or if you have any questions about the ICC's environmental review process, please contact the Section of Environmental Analysis ("SEA"), Room 3219, Interstate Commerce Commission, Washington, D.C. 20423, telephone (202) 927-6211, and refer to Finance Docket No. 32760. Because the ICC has adopted an expedited schedule for processing this action, your written comments to SEA (with a copy to our representative) would be appreciated within three weeks.

Your comments will be considered by the Commission in evaluating the environmental and historic preservation impacts of the contemplated actions. If there are any questions concerning this proposal, please contact our representative directly. Applicants' representative in this matter is Thomas E. Greenland, who may be contacted by telephone at (402) 271-4634 or by mail at the Union Pacific Law Department, Room 830, 1416 Dodge Street, Omaha, Nebraska 68179.

Very truly yours,



Thomas E. Greenland

Enclosures

cc: Hon. Vernon A. Williams  
All Parties of Record

STB

FD

32760

11-30-95

A

1648

COVINGTON & BURLING  
1201 PENNSYLVANIA AVENUE, N. W.  
P.O. BOX 7566  
WASHINGTON, D.C. 20044-7566  
(202) 662-6000

TELEFAX: (202) 662-6291  
TELEX: 89-593 ICQVING WSH  
CABLE: COVING

LECONFELD HOUSE  
CLRZON STREET  
LONDON W1Y 8AS  
ENGLAND  
TELEPHONE: 44-(71)-495-5655  
TELEFAX: 44-(71)-495-3101

BRUSSELS CORRESPONDENT OFFICE  
44 AVENUE DES ARTS  
BRUSSELS 1040 BELGIUM  
TELEPHONE: 32-2-512-9690  
TELEFAX: 32-2-502-1598

ARVID E. ROACH II  
DIRECT DIAL NUMBER  
(202) 662-5388  
DIRECT TELEFAX NUMBER  
(202) 778-5388

November 30, 1995

FILED

NOV 30 1995

INTERSTATE  
COMMERCE COMMISSION

VIA HAND DELIVERY

Hon. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, NW  
Washington, D.C. 20423

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

Dear Mr. Williams:

Enclosed for filing are an original and 20 copies of UP/SP-22 through UP/SP-28 inclusive, containing the primary application in this proceeding, including all related applications and the Environmental Report. Also enclosed are the voucher for the filing fee, twenty unbound copies of the Exhibit 1 map showing the lines of Applicant carriers and other Western railroads (as required by 49 C.F.R. § 1180.6(a)(6)), twenty unbound copies of maps of trackage rights that UP/SP will convey to BN/Santa Fe and trackage rights that BN/Santa Fe will convey to UP/SP as conditions to the merger (as required under 49 C.F.R. § 1180.4(g)(1)(i) in connection with the notice of exemption in Finance Docket 32760 (Sub-No. 1)), and diskettes with the text of the application in Word Perfect version 5.1.

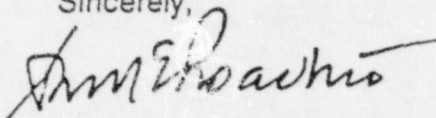
In order to accommodate printing schedules, Applicants assigned in advance the pleading numbers used for these volumes. Applicants have not used, and do not intend to use, pleading numbers UP/SP-18 through UP/SP-21.

Please note that Volume 2 has two versions: one is redacted for the public file and the other contains "Highly Confidential" information for filing under seal. Each version is clearly marked. The Commission is being provided with 20 copies of both versions. Applicants have served both versions on parties who are represented by outside counsel and have advised that they have complied with the terms of the protective order entered by the Commission in Decision No. 2, served September 1, 1995. Redacted copies of Volume 2 have been served on all other parties. Applicants will promptly provide

"Highly Confidential" versions of Volume 2 on request to those individuals who qualify under the terms of the protective order. Those volumes can be obtained by contacting Michael Rosenthal at Covington & Burling, (202) 662-5448.

Because of the length of the Environmental Report, Applicants have served Part 1 (Overview), which provides a comprehensive overview of the Report and its conclusions, as well as Parts 2 (Rail Line Segments) and 3 (Rail Yards and Intermodal and Automotive Facilities), on all parties required to be served under 49 C.F.R. § 1105.7(b). In addition, each state clearinghouse and environmental agency, and each of the pertinent federal agencies, has been served with the entire Report. Where a merger-related proposed abandonment is proposed, all of the pertinent state officials, and county officials of all affected counties, are also being served with Part 4 (Abandonments). Upon request, Applicants will promptly provide copies of Parts 4, 5 (Construction) and/or 6 (Appendix) to any interested party. A letter so advising has been sent to all persons being served with the Environmental Report in whole or in part (see attachment).

Sincerely,

A handwritten signature in dark ink, appearing to read "Arvid E. Roach II", written in a cursive style.

Arvid E. Roach II

cc: All Parties of Record

Enclosures



UNION PACIFIC RAILROAD COMPANY

1416 DODGE STREET  
ROOM 830  
OMAHA, NEBRASKA 68179-0001  
FAX (402) 271-5610



November 30, 1995

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

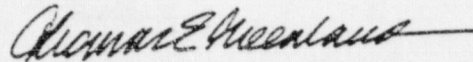
On November 30, 1995, Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company ("the Applicants") will be filing an application with the Interstate Commerce Commission for authority for Union Pacific to acquire control of Southern Pacific and consolidate UP and SP rail operations. The proposed control transaction and related proposed abandonments and construction projects involve railroad properties in the States of Arizona, Arkansas, California, Colorado, Illinois, Iowa, Kansas, Louisiana, Missouri, Nebraska, New Mexico, Nevada, Oklahoma, Oregon, Texas, Utah, Washington, Wisconsin and Wyoming, the environmental and historic effects upon which are addressed in an Environmental Report that is being submitted to the ICC as part of the application.

Enclosed are Part 1 (Overview), Part 2 (Rail Line Segments), and Part 3 (Rail Yards and Intermodal and Automotive Facilities) of the Environmental Report. If you are an official in a state or county with a proposed abandonment, a copy of Part 4 (Abandonments) is also enclosed. Part 4 (Abandonments), Part 5 (Construction) and/or Part 6 (Appendix) will be provided promptly to any party requesting them.

Applicants are providing the enclosed volume(s), and making available the other volumes, so that you may review the information that will form the basis for the ICC's independent environmental analysis of this proceeding. If any of the information is misleading or incorrect, if you believe that pertinent information is missing, or if you have any questions about the ICC's environmental review process, please contact the Section of Environmental Analysis ("SEA"), Room 3219, Interstate Commerce Commission, Washington, D.C. 20423, telephone (202) 927-6211, and refer to Finance Docket No. 32760. Because the ICC has adopted an expedited schedule for processing this action, your written comments to SEA (with a copy to our representative) would be appreciated within three weeks.

Your comments will be considered by the Commission in evaluating the environmental and historic preservation impacts of the contemplated actions. If there are any questions concerning this proposal, please contact our representative directly. Applicants' representative in this matter is Thomas E. Greenland, who may be contacted by telephone at (402) 271-4634 or by mail at the Union Pacific Law Department, Room 830, 1416 Dodge Street, Omaha, Nebraska 68179.

Very truly yours,



Thomas E. Greenland

Enclosures

cc: Hon. Vernon A. Williams  
All Parties of Record

STB FD

• 32760

9-7-95

A

• 86561

AB-1

86561

## UNION PACIFIC RAILROAD COMPANY

Law Department

1416 DODGE STREET  
ROOM 830  
OMAHA, NEBRASKA 68179-0001  
FAX (402) 271-5610

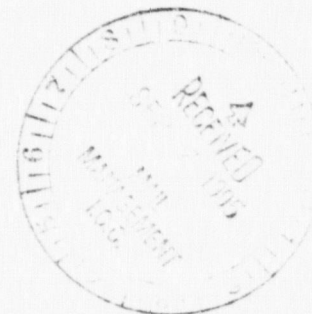
Item No. \_\_\_\_\_

Page Count 5September 1995

# 90.



September 1, 1995



## VIA AIRBORNE

Hon. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corp., et al. -- Control &  
Merger -- Southern Pacific Rail Corp. et al.; Amendments to Applicants'  
System Diagram Map For Merger Related Abandonments

Dear Mr. Williams:

This refers to my letter of August 31, 1995, transmitting amended System Diagram maps for UP and SP system lines. The amended maps identified proposed merger-related abandonments by placing the subject lines into Category 1.

One of the UP system lines placed in Category 1 was a UP/MP line from **Taylor to Smithville, TX** (August 31 letter, p. 2 no. 12). After further consideration, we have decided that this line will **not** be placed in Category 1 and will **not** be included in the merger-related abandonments.

Corrected UP system SDMs reflecting this change will be included with the affidavit required by 49 CFR §1152.12(d).

Very truly yours,

Robert T. Opal  
General Attorney

cc: All Parties of Record



UNION PACIFIC RAILROAD COMPANY



1416 DODGE STREET  
ROOM 830  
OMAHA, NEBRASKA 68179-0001  
FAX (402) 271-5610



August 31, 1995

**VIA AIRBORNE**

Hon. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corp., et al. -- Control &  
Merger -- Southern Pacific Rail Corp. et al.; Amendments to Applicants'  
System Diagram Map For Merger Related Abandonments

Dear Mr. Williams:

By Petition for Waiver or Clarification dated August 4, 1995 (the "Petition"), Applicants undertook to identify and include Category I on their System Diagram Maps proposed merger-related abandonments (Petition, pp. 16-17). This letter and the enclosed materials are being submitted pursuant to this undertaking to identify merger-related abandonments for which either approval or exemption will be sought.

I IDENTIFICATION OF LINES TO BE ABANDONED

A. Union Pacific System<sup>1</sup>

The UP System lines being placed in Category I in connection with the merger are as follows:

---

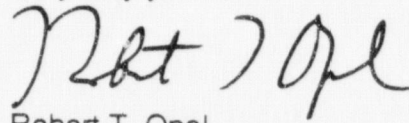
<sup>1</sup> Includes Chicago and North Western Railway Company (AB-1), Missouri Pacific Railroad Company (AB-3) and Union Pacific Railroad Company (AB-33).

49 CFR § 1152.12 AND § 1152.13

49 CFR §§ 1152.12 and 1152.13 require that amendments to carriers' SDM's be served, published and posted and that an affidavit be filed with the Commission stating the requirements of these sections have been met. UP and SP are in the process of complying with the service, publication and posting requirements, and appropriate affidavits will be filed with the Commission when this process has been completed.

Please acknowledge receipt on the enclosed copy of this letter and return it to me in the stamped, addressed envelope provided for the purpose.

Very truly yours,

A handwritten signature in black ink, appearing to read "Rt Opal", written in a cursive style.

Robert T. Opal  
General Attorney

cc: All Parties of Record

STB

FD

32760

8-22-95

A

60009

60009



**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW  
SUITE 750  
1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

TELECOPIER: (202) 371-0900

OFFICE: (202) 371-9500

August 22, 1995

**NITL-1**

Via Hand Delivery

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, NW  
Washington, DC 20423

Re: Finance Docket No. 32760, *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 Mr. Williams:

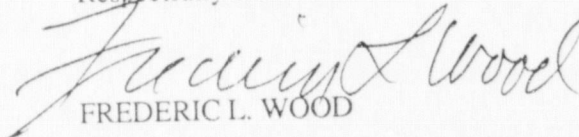
On August 4, 1995, the applicants in the above-referenced proceeding submitted their Notice of Intent to File Railroad Control Application.

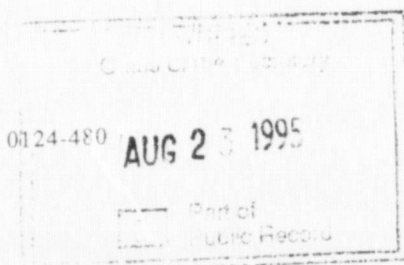
This letter is to request that the Commission place The National Industrial Transportation League ("NIT League") and its representatives indicated below on the list of all parties of record prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4). The NIT League intends to participate in this proceeding as an active party. As such, in accordance with 49 C.F.R. §1180.4(a)(2), the NIT League selects the acronym "NITL-x" for identifying all documents and pleadings it submits.

Frederic L. Wood  
Nicholas J. DiMichael  
Thomas W. Wilcox  
Jeffrey O. Moreno  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934

Copies of this letter are being served on all persons presently on the Commission's service list, including the applicants' representatives.

Respectfully submitted,

  
FREDERIC L. WOOD



Item No. \_\_\_\_\_

Page Count 1

Aug # 18



STB

FD

32760

8-25-95

A

60016



# TRANSPORTATION • COMMUNICATIONS INTERNATIONAL UNION

AFL-CIO, CLC

LEGAL DEPARTMENT

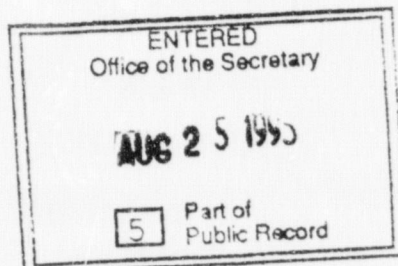
Look

ROBERT A. SCARDELLETTI  
International President

MITCHELL M. KRAUS  
General Counsel

LARRY R. PRUDEN  
Assistant General Counsel

August 25, 1995



VIA HAND DELIVERY

Mr. Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th & Constitution Avenues, NW  
Washington, DC 20423

Re: Finance Docket No. 32760  
Union Pacific Corporation--Control and Merger--  
Southern Pacific Rail Corporation

Dear Mr. Williams:

Enclosed for filing with the Commission are an original and twenty copies of the Transportation • Communications International Union's Notice of Intervention. I have also enclosed an additional copy to be date-stamped and returned to our messenger. Thank you for your cooperation.

Very truly yours,

*Larry R. Pruden*  
Larry R. Pruden  
Assistant General Counsel

LRP:fm  
Enclosures  
CC: Parties of Record

Item No. \_\_\_\_\_  
Page Count 4  
Aug #25



TCU-1

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

TRANSPORTATION•COMMUNICATIONS INTERNATIONAL UNION'S  
NOTICE OF INTERVENTION

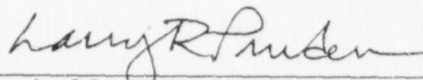
Transportation•Communications International Union (TCU) hereby  
provides notice of its intervention in the above proceedings. TCU  
is the duly designated representative of the crafts and classes of  
employees on each of the Applicant Carriers: UPRR, MPRR, SPT, SSW,  
DRGW and SPSCCL.

Respectfully submitted,

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

James V. Dolan, Esquire  
Paul A. Conley, Jr., Esquire  
Louise A. Rinn, Esquire  
Law Department  
Union Pacific Railroad Company  
Missouri Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Arvid E. Roach II, Esquire  
J. Michael Hemmer, Esquire  
Michael L. Rosenthal, Esquire  
Covington & Burling  
1201 Pennsylvania Avenue, NW  
P. O. Box 7566  
Washington, DC 20044



---

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



BEFORE THE  
INTERSTATE COMMERCE COMMISSION

---

Finance Docket No. 32760

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

---

CERTIFICATE OF SERVICE

---

I hereby certify that a copy of Transportation•Communications  
International Union's (TCU's) Notice of Intervention was mailed  
this 25<sup>th</sup> day of August, 1995, via first-class mail, postage  
prepaid, to the following:

Cannon Y. Harvey, Esquire  
Carol A. Harris, Esquire  
Louis P. Warchot, Esquire  
Southern Pacific  
Transportation Company  
One Market Plaza  
San Francisco, CA 94105

Paul A. Cunningham, Esquire  
Richard B. Herzog, Esquire  
James M. Guinivan, Esquire  
Harkins Cunningham  
1300 - 19th Street, NW  
Washington, DC 20036

Carl W. Von Bernuth  
Richard J. Ressler  
Union Pacific Corporation  
Martin Tower  
Eighth and Eaton Avenues  
Bethlehem, PA 18018

STB

32760

8-25-95

A

60015



# TRANSPORTATION • COMMUNICATIONS INTERNATIONAL UNION

AFL-CIO, CLC

LEGAL DEPARTMENT

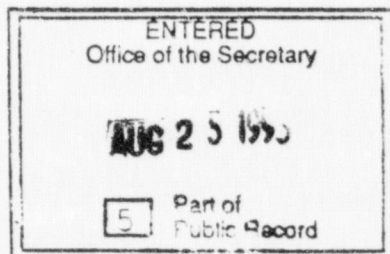
*60015*

ROBERT A. SCARDELLETTI  
International President

MITCHELL M. KRAUS  
General Counsel

LARRY R. PRUDEN  
Assistant General Counsel

August 25, 1995



VIA HAND DELIVERY

Mr. Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, NW  
Washington, DC 20423

Re: Finance Docket No. 32760  
Union Pacific Corporation--Control and Merger--  
Southern Pacific Rail Corporation

Dear Mr. Williams:

Enclosed for filing with the Commission are the original and twenty copies of the Transportation • Communications International Union's and United Transportation Union's Petition to Clarify Information Required Pursuant to 49 C.F.R. 1180.6(a)(2)(v). I have also enclosed an additional copy to be date-stamped and returned to our messenger. Thank you for your cooperation.

Very truly yours,

*Larry R. Pruden*

Larry R. Pruden  
Assistant General Counsel

LRP:fm  
Enclosures  
CC: Parties of Record

Item No. \_\_\_\_\_

Page Count 5

Aug #24

EXPEDITED CONSIDERATION REQUESTED

TCU/UTU-1

ENTERED  
Office of the Secretary

AUG 25 1995

5 Part of  
Union Pacific

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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



TRANSPORTATION•COMMUNICATIONS INTERNATIONAL UNION  
AND UNITED TRANSPORTATION UNION'S  
PETITION TO CLARIFY INFORMATION REQUIRED  
PURSUANT TO 49 C.F.R. 1180.6(a)(2)(v)

Transportation•Communications International Union (TCU) and  
United Transportation Union hereby petition the Interstate Commerce  
Commission (ICC) to clarify the supporting information the  
Commission will require Applicant Carriers to provide pursuant to  
49 C.F.R. 1180.6(a)(2)(v) in the above-referenced finance docket.

TCU/UTU petition the Commission to require the Applicant  
Carriers to provide additional information under the Applicants'  
proposed Appendix B category designated as "Current Location." Due  
to the number of locations involved in the proposed merger where  
more than one of the Applicant Carriers maintain facilities where  
employees may be affected, where that information is readily  
available, Applicants should be required to further sub-categorize  
the "Current Location" information to reflect on which Applicant  
Carrier(s) -- UPRR, MPRR, SPT, SSW, SPSCL or DRGW -- the  
classification of jobs to be affected are now working. Without  
this critical information, it will be impossible for



representatives of rail labor or the Commission to make a knowledgeable assessment of the effect on rail labor that this proposed merger will bring. TCU and UTU ask that the Commission's response to the Applicants' Petition for Waiver of Clarification of Railroad Consolidation Procedures and Related Relief, UP/SP-3, require this information in Applicants' supporting information pursuant to 49 C.F.R. 1180.6(a)(2)(v).

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

*Clinton J. Miller III / CRP*

---

Clinton J. Miller III  
General Counsel  
Daniel R. Elliott III  
Assistant General Counsel  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, OH 44107-4250  
(216) 228-9400

James V. Dolan, Esquire  
Paul A. Conley, Jr., Esquire  
Louise A. Rinn, Esquire  
Law Department  
Union Pacific Railroad Company  
Missouri Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Arvid E. Roach II, Esquire  
J. Michael Hemmer, Esquire  
Michael L. Rosenthal, Esquire  
Covington & Burling  
1201 Pennsylvania Avenue, NW  
P. O. Box 7566  
Washington, DC 20044

*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

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

---

Finance Docket No. 32760

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

---

CERTIFICATE OF SERVICE

---

I hereby certify that a copy of Transportation•Communications  
International Union's (TCU's) Petition to Clarify Information  
Required Pursuant to 49 C.F.R. 1180.6(a)(2)(v) was mailed this 25th  
day of August, 1995, via first-class mail, postage prepaid, to the  
following:

Cannon Y. Harvey, Esquire  
Carol A. Harris, Esquire  
Louis P. Warchot, Esquire  
Southern Pacific  
Transportation Company  
One Market Plaza  
San Francisco, CA 94105

Paul A. Cunningham, Esquire  
Richard B. Herzog, Esquire  
James M. Guinivan, Esquire  
Harkins Cunningham  
1300 - 19th Street, NW  
Washington, DC 20036

Carl W. Von Bernuth  
Richard J. Ressler  
Union Pacific Corporation  
Martin Tower  
Eighth and Eaton Avenues  
Bethlehem, PA 18018