November 30, 1995

VIA HAND DELIVERY

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


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,

[Signature]

Arvid E. Roach II

cc: All Parties of Record

Enclosures
November 30, 1995


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, SPCSIL 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
November 30, 1995

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 WordPerfect version 5.1.

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Sincerely,

[Signature]

Arvid E. Roach II

cc: All Parties of Record

Enclosures
November 30, 1995


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, SPCSLL 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
September 1, 1995

VIA AIRBORNE

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


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
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

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

1 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 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,

Robert T. Opal
General Attorney

cc: All Parties of Record
August 22, 1995

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

[Signature]

Item No. _____________
Page Count ________

[Stamp: 0124-480 AUG 2 1995]
[Stamp: Part of Public Record]
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
Assistant General Counsel

LRP:fm
Enclosures
CC: Parties of Record
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 SPSCL.

Respectfully submitted,

Mitchell W. 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 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
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
Assistant General Counsel

LRP:fm
Enclosures
CC: Parties of Record
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,

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