VERIFIED STATEMENT
OF J. MICHAEL MAHONEY
on behalf of
WHEELER BROTHERS GRAIN COMPANY

I, J. Michael Mahoney, am Executive Vice President of Wheeler Brothers Grain Company, 501 West Russworm Drive, Watonga, OK. My responsibilities include the management of grain transportation. I have been employed by Wheeler Brothers Grain for 25 years and have held my current position for 10 years.

Wheeler Brothers Grain is a privately held company, owning and operating grain elevators in the state of Oklahoma. We have an elevator at Watonga, OK served by the Austin, Todd and Ladd Railroad Co., and, an elevator in Alva, OK served by the Burlington Northern-Santa Fe Railroad. Additionally, we own and operate a 20,000 head confined cattle feeding facility northeast of Watonga, OK.

Our primary business involves the shipment of wheat by rail in unit trains to export markets. We utilize the AT&L connecting with the Union Pacific at El Reno, OK. Our shipments from El Reno move to the Texas Gulf area including Houston, Beaumont, and Corpus Christi. We are also involved in the purchase and reselling of bulk fertilizer. We generate approximately 2300 carloads per year.

We believe the proposed merger of the Union Pacific and Southern Pacific Railroads is in the best interests of our company as well as other shippers. We strongly support the UP/SP merger for the following reasons:

a) Single-line service capabilities of the combined systems will provide direct access to new domestic markets for wheat in Arizona and California served by the SP. We expect that shipments from El Reno to Arizona and California will be routed over SP’s Southern Corridor. UP/SP has announced that it will make needed improvements to increase the capacity of SP’s line between El Paso, Texas and Colton, California. This should reduce transit times along this route, enhancing the opportunity to reach customers in these new markets.

b) Union Pacific’s financial viability assures long term quality service to Southern Pacific markets. SP suffers from serious financial problems that make it impossible for the carrier to offer high-quality service. The merger will ensure that the combined system has the capital resources to sustain a premier rail network.

c) Increased capacity and alternative routing capabilities of the combined systems will reduce transit times, improving car utilization and supply. We should realize
these benefits on our UP shipments from El Reno to the Texas Gulf.

d) The combined systems will help to create a competitive balance with the recently established Burlington Northern-Santa Fe Railroad. BN/SF is today the strongest rail carrier in the West. The merger will provide important competition for the BN/SF system. With different elevators served by the UP/SP and the BN/Santa Fe, we will be in a good position to benefit from the competition between two effective competitors.

e) Under an agreement with UP and SP, BN/Santa Fe will gain access to a number of new points now served only by UP and SP. This will provide our Alva, OK elevator (served by BN/SF) new single-line service opportunities to a variety of destinations in Texas.

Wheeler Brothers Grain Company supports this application without reservation.

VERIFICATION

I, J. Michael Mahoney, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 25, 1995.

J. Michael Mahoney
Verified Statement
of
Gary Hankinson
on behalf of
Wheels International Freight Systems Inc.

I am Gary Hankinson Vice President for Wheels International Freight Systems Inc., 1631 The Queensway, Unit #1, Etobicoke, Onta... M8Z 5Y4. I am furnishing this letter in regards to the Finance Docket No. 32760 (Union Pacific Corp., et al - Control and Merger - Southern Pacific Rail Corp., et al.).

Wheels International Freight Systems Inc., is a diversified transportation company providing intermodal services for shipment of rail trailers, marine containers and stack train services for shippers in Canada, United States and Mexico. We also operate a highway brokerage service providing customers with full truckload, less than truckload and specialized equipment for domestic and cross border shipments. Wheels International Freight Systems Inc., is one of the five largest shipper agents in Canada and serves a customer base including Goodyear, Bridgestone, Baxter Labs and Ball Corporation. We ship over 12,000 intermodal units a year with a large majority of the traffic moving on the Canadian Pacific Rail System, Union Pacific Railroad and BNSF. Our primary intermodal traffic lanes are eastern Canada to and from California and Texas.

I have worked in the transportation industry for thirty years. I was General Manager of Westway International before becoming an owner and Chief Operating Officer of Sunac International. I joined Wheels International Freight Systems as Vice President in 1994. I am responsible for all sales and pricing for Wheels' intermodal and trucking operations.

Wheels strongly supports the merger of the Union Pacific and the Southern Pacific railroads. First, the single line service with a UP/SP system will improve transit times. The Chicago to southern California lane will provide more reliable third morning service that is competitive with BNSF. A merged UP/SP system will provide a shorter route from Chicago to northern California and reduce congestion en route to establish a third morning service alternative to the BNSF.

With a merged UP/SP railroad, we will have single line access to all international border crossings into Mexico. This will allow for expedited pre-blocked and pre-cleared trains to and from interior points in Mexico. Wheels will be able to provide our customers with improved service reliability and shorter transit times to and from Mexico with a merged UP/SP. The I-5 corridor between the Pacific Northwest and the Southwest under a UP/SP system will enhance the expansion of our Western Canada markets. The combined UP/SP would be able to provide single line, truck competitive rail service in the high volume West coast I-5 corridor.
A merged UP/SP system will increase intermodal equipment availability due to shorter routes, more efficient management of terminals and coordinated use of intermodal facilities. As Wheels is a big user of intermodal equipment in California, we look forward to the UP/SP's ability to position equipment into high demand terminals faster and more efficiently. A UP/SP railroad will also allow increased capacity at intermodal facilities throughout the West. Specifically, we anticipate improvements at terminals in Portland, Southern California and Memphis.

Lastly, a real significant benefit of the UP/SP merger to Wheels is the strengthened competition it will provide to the new BNSF system. The agreement reached by the Union Pacific and Southern Pacific with the Burlington Northern Santa Fe will protect and in most cases intensify rail competition in the west. Wheels currently uses the Union Pacific and Southern Pacific and BNSF railroads and views the Union Pacific merger with Southern Pacific as a way of maintaining two strong, expansive and competitive railroads in the western United States. We regard the evenly matched rivalry between BN/SF and the UP/SP that will result from the merger as a much more intense competitive environment than the situation that will prevail if Southern Pacific remains a weak third in some of the lanes we use and neither UP nor SP can match BN/Santa Fe's service offerings, routes, or financial strength.

I strongly support the proposed merger of the Union Pacific and Southern Pacific.

I, Gary J. Hankinson, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 16th, 1995.
Verified Statement
of
Wm. J. Bolthouse
on behalf of
Wm. Bolthouse Farms, Inc.

My name is A. Joe Pryor, Vice President of Finance of Wm. Bolthouse Farms, Inc. headquartered in Bakersfield, California. I am writing this letter on behalf of Wm. J. Bolthouse, President, and Wm. Bolthouse Farms, Inc.

Wm. Bolthouse Farms, Inc. is a major fresh carrot supplier to the U.S.A. and presently represents about 35% of the U.S. Market in fresh carrots. We ship by refrigerated cars from Bakersfield to points in the eastern United States. We are served by the San Joaquin Valley Railroad which connects with SP and ATSF (BNSF).

We support the application for merger of Union Pacific and Southern Pacific. Efficient rail service and efficient supply of refrigerated equipment are essential to our business. I believe that with the resources of the merged company, the combination of the two fleets and the better equipment utilization resulting from improved cycle time and coordinated management, our rail equipment supply will improve. In order to remain competitive with trucks, it must.

This merger will produce better service for us. The central corridor route of the merged system will use the most efficient line segments of the two systems. Grades will be reduced, intermediate handling at terminals will be reduced by consolidation and improvement of facilities, and more reliable, faster and more frequent service will be provided. Faster transit times are absolutely critical for shippers of perishables, such as our company.

Most importantly for us, perhaps, is the enhancement of competition as a result of the settlement between UPSP and BNSF. The rights gained by BNSF through the central corridor assure us of the availability of competitive service and rates provided by two single line carriers through the central corridor to the Midwestern gateways. This competitive environment between two strong rail carriers able to compete with each other, as well as other modes, is essential to the preservation of healthy competition in the transportation industry in the West.

We urge the Commission to approve this merger as quickly as possible.

I, A. Joe Pryor, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed this 17th day of October, 1995.

A. Joe Pryor
Chief Financial Officer
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

RAILROAD MERGER APPLICATION

VOLUME 4, PART 2
STATEMENTS OF SHIPPERS, PUBLIC
OFFICIALS, AND OTHERS IN SUPPORT OF APPLICATION

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Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

November 30, 1995
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VERIFIED STATEMENT OF JOHN M. KOMAROMY

My name is John Komaromy. I am the pricing manager for 400 Freight Services, Inc., headquartered in Elk Grove Village, IL. We are a intermodal marketing company/shippers agent. My main responsibility is providing rate quotations to current and prospective customers. I have been the pricing manager for 400 Freight Services for approx. 6 years, prior to that my title was pricing specialist. I have been in the transportation industry for approx. 8 years.

Presently one portion of 400 Freight Services business is the arrangement of transportation through Horizon Warehouse in Elk Grove Village, IL, (who is served by the Union Pacific Railroad), to the domestic 48 states and Canada. A good portion of that freight comes into Horizon via box car currently routed on the Union Pacific Railroad.

400 Freight Services currently ships to and from all the Union Pacific and Southern Pacific available ramps via intermodal. The most predominant lanes we move freight in would be from the gulfport states to the west coast and midwest to the west coast and Texas. Our revenues to the Union Pacific Railroad range from $300,000.00 to $400,000.00 annually.

We at 400 Freight Services welcome the merger of the Union Pacific Railroad and the Southern Pacific Railroad as a means of ensuring that we will receive top quality rail service from a financially sound carrier with single line access to numerous points. The service benefits to us as an intermodal marketing company will mean more efficient routes, IMPROVED SERVICE, and better equipment utilization.

Being a customers of both railroads, we have a substantial interest in supporting said merger. We have had concerns and have experienced the SP's service problems, and in doing so directed TOFC traffic away from the SP whenever possible. Therefore, we believe that the proposed merger will not only benefit our customers and services we can offer to them, but it will also ensure and maintain rail competition. 400 Freight Services supports the application.

Sincerely Yours,

[Signature]

John M. Komaromy
Pricing Manager
400 Freight Services

I, John M. Komaromy, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am Qualified and authorized to file this verified statement.

Executed on 9/7/95
A&R LUMBER SALES, INC.
P.O. Box 39
Junction City, OR 97448
(503) 998-3700

VERIFIED STATEMENT
OF
DARYL RICHARDSON
on behalf of
A&R LUMBER SALES, INC.

Interstate Commerce Commission
Attn: Finance Docket 32760
1201 Constitution Avenue N.W.
Washington D.C. 20423

Daryl Richardson is the President and owner of A&R LUMBER SALES, INC. A&R Lumber is located at 93495 Highway 99 S. Junction City, Oregon, 97448. We have been in business since 1967 and have been located at this address since 1971. We are presently in the lumber remanufacturing business. Prior to that we were a lumber, plywood and sheetrock wholesaler as well as operating our own fleet of trucks.

For the past three years, we have been in a partnership with Western International Forest Products. We are striving to sell into the California area and with this merger between the SP and the UP, hope to broaden our sales into the midwest.

As we do not have a spur on the SP directly from our mill location, we are loading our rail cars through Cascade West in Junction City, Oregon. We have them load approximately 10 cars per month and hope to see this on the increase upon this merger.

We strongly support the merger of Union Pacific and Southern Pacific as a means of improving service and strengthening competition which will lead to more efficient and cost-effective rail service which our company can utilize.
VERIFICATION

I, Daryl Richardson, declare under penalty of perjury that the foregoing statement is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on August 22, 1995.

Daryl Richardson

STATE OF Oregon
COUNTY OF Lane

Rebecca Diane Stanton, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Daryl Richardson

Subscribed and sworn to before me this 27th day of September, 1995

Rebecca Diane Stanton
Notary Public

My commission expires: 2/28/96
September 22, 1995

Interstate Commerce Commission
Washington, D.C. 20423-0001

Dear Sirs:

It has recently come to my attention that the Union Pacific and Southern Pacific Railroads are applying for authority to merge. As president of Abilene AG Service and Supply, Inc., I would like to voice my support of this proposed merger because of the improved service it will provide to my company.

Since 1978, Abilene AG has been a manufacturer as well as a wholesale and retail dealer of fertilizer, feed, seed, and grain. Transportation is an important part of my business. We ship out grain by truck and rail to Gulf ports for export, and we receive fertilizer, feed, and seed from various points in Texas, Louisiana, Oklahoma, Utah, Idaho, Kansas, and Ohio, by both truck and rail.

My company also ships liquid fertilizer by rail from Pasadena, Texas to destinations in Texas (via UP/SP/SPF), California (SP/SPF), Missouri (MP), Kansas (UP), New Mexico, Oklahoma, Colorado (BN), and Nevada (UP), and by barge to the Texas Valley. We have experienced some service problems due to switching delays on rail shipments to South Texas (serviced by the Southern Pacific), which have caused a reduction or loss of business to our customers in that area. We have had a similar problem with delays to our California customers serviced by the SP and SP. I believe that the merger will improve the route efficiency and terminal coordination in these areas.

At times we have also encountered delays in shipments due to shortages in car availability. With the merger, the improved cycle times due to shorter and more efficient routes should increase the car supply and help alleviate this problem.

I anticipate an economic benefit will also be felt since the areas presently serviced by the UP and SP (which are now charged joint line prices) will change to single line prices. This extra cost has been a factor many times in sales to our customers, and the possible reduction in prices due to the merger may create increased sales.

My company supports the proposed merger between the Union Pacific and Southern Pacific because of the increased benefits it will provide to us, both in service and reduced costs.

Sincerely,

J. W. Vinson
President

 ưu ocur
VERIFICATION

STATE OF TEXAS

COUNTY OF TAYLOR

J. W. VINSON, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

J. W. Vinson

Subscribed and sworn to before me this 22nd day of September, 1995.

HOPE ROYE
Notary Public
My Commission Expires 5-19-97

Taylor County, Texas

My Commission Expires: 5-19-97
VERIFIED STATEMENT

OF

ROBERT L. CROSS
on behalf of
ABL-TRANS

My name is Robert L. Cross and I am the Senior Executive Officer for ABL-TRANS, an intermodal marketing service organization headquartered at 3746 Mt. Diablo Blvd, Suite 110, Lafayette, CA 94549. I am responsible for all of the Operations of ABL-TRANS.

I graduated from Michigan State University and started my transportation career in 1971 working for Schneider National Corporation in Green Bay, Wisconsin. Through 1987, I held various positions for Schneider National. Schneider is the largest truckload carrier in the United States. My positions included various operations, traffic, marketing and sales positions, eight years as the President of WNI, Inc., Schneider National’s western division and three years as Executive Vice President of Sales and Marketing for all of Schneider National. From 1987 through 1990, I held positions as the President of American Presidents Companies, Trucking Division, and President of American President’s Distribution Services, their intermodal marketing company.

ABL-TRANS is an autonomously-operated intermodal marketing company which used the services of railroads and trucking companies nationally and internationally to provide all-rail, all-truck, or truck-rail or rail-truck transportation tailored to meet the needs of customers throughout the United States, Canada, and Mexico. We have 28 sales offices located throughout the United States, reporting to our central sales and operations office at Lafayette, California. The business of ABL-TRANS is to build customized transportation packages for shippers which can provide pure rail or pure truck transport, blended rail and truck transport, or blended rail and truck with other services, such as bulk commodity transfer, or warehousing.
ABL-TRANS, of which I am President, is actually a service division of Pacific Motor Transport Company, whose capital stock is owned by Southern Pacific Transportation Company. I have referred to ABL-TRANS as "autonomous" because it is not a marketing arm for Southern Pacific. Its mission is to operate independently, meeting shippers’ service needs by rail or truck as appropriate, and selecting the best motor or rail carrier to do the job for the shipper. In many cases SP is the appropriate and qualified rail carrier for the job, but in many other cases another rail carrier, one of SP’s competitors, will be selected for the task. I am very familiar with the services of Union Pacific and Santa Fe, as well as the services of Southern Pacific, and believe that I have a unique perspective on the potential benefits to our shippers which will follow a merger of Southern Pacific and Union Pacific.

We see the proposed merger as offering dramatically improved service on the central corridor, between Chicago and The San Francisco Bay Area, where SP, with its longer routes and generally slower handling, has not been an effective competitor. The merger will result in a shorter route than the present UP route, enhancing the competitiveness of the merged companies against Santa Fe. We need fast, truck-competitive rail services to sell rail transport to most of our customers, and this is a market in which SP in the recent past has just not been a significant factor. By again putting together the two companies, SP and UP, and employing the best segments of both routes, will give our customers an exciting new option for expedited traffic that we can effectively sell against the pure-truck option.

Turning to the Chicago to Southern California (and vice versa) corridor, the rail service standard for expedited traffic is set by the Santa Fe, and it is reliable third morning delivery. This is a huge market, capable of supporting multiple trains each day. UP does not consistently match the Santa Fe standard, and SP is, in service terms, a distant third. By again putting together the best route segments of each company, the merged UP-SP system will be able to assemble a shorter route which will make SP-UP a consistent competitive player against Santa Fe in this market. Our customer base simply requires reliable third morning service, and the merger will make SP-UP an available option.
We have major traffic flows from the midwest to Northern California and from Northern California to the Midwest. The increased efficiency of shorter routes and the ability to reduce congestion will allow our customers a much needed third morning service between Chicago and the San Francisco Bay Area. As the existing service on this lane is abysmal, we at ABL-TRANS see this as a major positive impact for our customer base. Another major corridor for ABL-TRANS is the I-5 corridor from and to Los Angeles and Portland. The expedited ability to move from Los Angeles to Seattle will allow reduce road congestion and increase our efficiency as we are now forced by existing service parameters to truck from Portland to Seattle to meet the time demands of our customers. I believe that the combined UP/SP service will certainly allow us to meet these customer needs by rail from Los Angeles to and from Seattle.

Another obvious benefit of the merger would be an increase in the frequency of the service on the various lanes handled by the combined railroad. Service frequency allows us to increase our efficiency and meet more of our customers demands in this ever increasing just-in-time environment. It also will reduce our costs by limiting the amount we must spend in tracking and expediting freight from the now congested SP terminals.

A major benefit for our customers in the combined service will be the improved intermodal service generated through shorter and more efficient rail line hauls between such points as Chicago and Oakland, Seattle to Los Angeles, Dallas to Los Angeles, Memphis to Los Angeles/Oakland and Chicago to Salt Lake. The shorter routes combined with the improved projected number of train starts and the reduced rail congestion, because of more efficient tracking will allow us to continue to meet the ever increasing service needs of our customer base. Another major service advantage will be the improved coordination and efficiency through mixing and managing the terminal locations of the combined railroads. We are presently experiencing terminal delays specifically on the SP, that cause us to non-competitive in servicing our customers. The efficiency of the combined railroads terminals and the opportunity for more run-through and pre-blocking will certainly benefit our shippers.
We are presently experiencing terminal delays at many locations on SP, more so than we find with other rail carriers, which effectively makes the SP option non-competitive. Our observation suggests that these chronic terminal delays result from scarcity of resources, such as motive power, a condition which financially stronger carriers such as UP do not have to contend with.

We at ABL-TRANS believe that the merger of SP and UP will provide significant, long-lasting efficiencies which will make the combined companies a more effective competitor against the long-haul trucking industry than the two separate companies are today. The benefits to our customer base are substantial. Quite apart from our indirect affiliation with SP, and speaking simply as a provider of multi-modal transportation services in a highly competitive environment, we see large-scale benefits in major transportation corridors, as measured by the yardstick of improved services to shippers, to follow from this combination.

I, Robert L. Cross, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 14, 1995.

Robert L. Cross
VERIFICATION

STATE OF CALIFORNIA
COUNTY OF CONTRA COSTA

Robert L. Cross, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same time are true as stated.

[Signature]

Robert L. Cross

Subscribed and sworn to before me this 14th day of September, 1995.

[Signature]

Notary Public

My Commission Expires:

August 10, 1999
I am writing in reference to the Financial 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, etc.

My name is Craig Robitaille and I am presently the CEO and General Manager of bulk transloading via truck/rail products for Accu Chem Conversion, Inc. The phone number is area code (818) 333-2060, fax number (818) 369-2392. My normal duties and responsibilities include negotiating truck rates, and contracts with rail carriers for customers who are not rail served or need a transloader for bulk shipments: Unocal Chemicals, Holtrachem, Sun Oil, Western Lime, Bordens Milk Products. This would cover all transportation logistics whether it be rail or truck into all facilities and coordinating with both customers and rail carriers.

Accu Chem Conversion, Inc. will begin a joint venture with Coast Grain Co. in Calipatria, Ca. This will bring an additional 250 carloads of new business for our company beginning in 1996. We need to know that the Southern Pacific who serves this facility will be a sound and financial railcarrier.

Accu Chem Conversion, Inc. is excited about the possibilities
the proposed merger will bring to our company. One of our company's goals is to expand our customer base. With the merger we will be able to expand to the UP's customers that are not rail served or need bulk transloading. Increased power and single-line service between the UP and the SP will greatly enhance new opportunities for our business as a transloader.

I, Craig Robitaille, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on September 29, 1995.

Craig Robitaille
CEO and General Manager
Accu Chem Conversion, Inc.
300 N. Baldwin Park Blvd.
City of Industry, Ca 91746
MARCO A. ZAMORA RESPONSIBLE FOR THE IMPORTS OF RAW MATERIALS GRUPO ZAPATA THROUGH ADMINISTRACION Y CONCESION DE RECURSOS, S.A. DE C.V., LOCATED AT AVE. PROLONGACION SAN CARLOS NUM. 55 02130 MEXICO, D.F.

I HAVE BEEN RESPONSIBLE OF TRAFFIC FOR THE LAST THREE YEARS, BEFORE I WAS ASSISTANT TO TRAFFIC SUPERVISOR FOR FOUR YEARS.

ACRESA IS THE COMPANY RESPONSIBLE FOR THE LOGISTICS OF THE ZAPATA GROUP IN MEXICO, MEANING WE PROVIDE SUCH SERVICES FOR OUR TWO PLANTS, ENVASES UNIVERSALES GUADALAJARA, JAL., AND ENVASES DE ZACATECAS IN ZACATECAS, ZAC., BOTH PLANTS SERVED BY FERROCARRILES NACIONALES DE MEXICO FOR WHICH WE IMPORT AROUND 3,000 METRIC TONS., PER MONTH OF ALUMINUM COILS.

MAIN ORIGIN ARE LEWISPORT, KY, ALCOA TN., RICHMOND, VA., AND NEWBURGH, IN., ALL OF THEM ALUMINUM COMPANY OF AMERICA'S PLANTS SERVED BY NS AND DESTINED 70% TO GUADALAJARA AND 70% ZACATECAS.

WE IN ACRESA WELCOME THIS MERGE AS IT WILL BRING ADDITIONAL CAPACITIES TO THE LAREDOT MID WEST CORRIDOR, SINGLE LINE AS WELL AS MORE MODERN PROCESS LIKE TCS AND DESPACHO PREVIO ALL THESE MODERNIZATIONS-IMPROVEMENTS WILL REDUCE CURRENT TRANSIT TIMES FOR OUR RAW MATERIALS: IF THAT IS TRUE SUCH REDUCTION WILL BE BENEFICIAL TO OUR COMPANY BECAUSE IT WILL MEAN WE CAN REDUCE OUR INVENTORY IN TRANSIT AND THEREFORE OUR FINANCIAL COST WHICH UNDER CURRENT CONDITIONS OF MEXICAN INDUSTRY IS VERY IMPORTANT.

I MARCO A. ZAMORA DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON SEPTEMBER 28 1995.

MARCO A. ZAMORA

AV PROLONGACIÓN SAN CARLOS N° 55 02130 MÉXICO, D.F. TEL.: 394 80 44 394 86 00 FAX 394 09 8
I am in charge of all railroad shipments in and out of our plant in Baytown, Texas. I have just recently been promoted into this position but I have been unofficially in charge of overseeing this operation for the last three years. We ship out approximately 10 railcars per month loaded with our products as well as receiving in approximately 1.2 railcars of feedstock per month.

Advanced Aromatics is a chemical manufacturing company that produces naphthalene, aromatic solvents, as well as blending specialty chemicals for major chemical companies. All of our rail movement in and out of our plant in Baytown, Texas is handled by the Union Pacific. We ship our products using the Union Pacific, Southern Pacific, as well as the Conrail rail lines.

Advanced Aromatics ships the majority of our products as well as receiving our feedstocks in by truck. The reasoning is that the majority of our customers are not set up to handle more than one truck load of product at a time. Our feedstock comes in truck also because we need to bring feedstock in everyday. We must bring in feedstock everyday to avoid shutting down our plant. If we were set up to handle more than a few trucks per day, we could bring in our feedstock in by rail.
Advanced Aromatics understands that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. The merger will provide us with greater access to the West Coast and will improve our ability to move traffic to East Coast gateways like St. Louis, Chicago, Memphis, and New Orleans. Combining these two railroads will offer service opportunities that we do not have today. The combination will also enhance competition in the wake of the Burlington Northern and Santa Fe merger.

Advanced Aromatics believes the proposed merger will provide significant benefits to shippers. We support the application.

I, Daniel R. Kaspar, Jr., declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 20, 1995.

Sincerely,

Daniel R. Kaspar, Jr.
Sales and Traffic Supervisor
September 20, 1995

VERIFIED STATEMENT

OF

WAYNE M. PARKER
PRESIDENT

ON BEHALF OF

ADVANTAGE TRANSPORTATION, INC.
470 WEST LAWNDALE DRIVE
SALT LAKE CITY, UT  84115

MAILING ADDRESS:

ADVANTAGE TRANSPORTATION, INC.
P.O. BOX 27233
SALT LAKE CITY, UT  84127-0233

TELEPHONE NUMBERS:

801-487-9650
800-245-0338
FAX #: 801-461-8801
VERIFIED STATEMENT

MY NAME IS WAYNE M. PARKER AND I AM THE PRESIDENT OF ADVANTAGE TRANSPORTATION, INC., P.O. BOX 27233, SALT LAKE CITY, UT 84127. I AM THE CHIEF EXECUTIVE OFFICER OF ADVANTAGE TRANSPORTATION, AND I OVERSEE ALL OF THE FREIGHT OPERATIONS. I HAVE 20 YEARS OF EXPERIENCE IN GENERAL TRANSPORTATION AND HAVE TURNED MY ATTENTION DURING THE PAST FIVE YEARS TO THE MOVEMENT OF FREIGHT BY INTERMODEL RAIL SERVICE. I HAVE HELD THIS POSITION FOR THE PAST SEVEN YEARS.

PRIOR TO MY EMPLOYMENT WITH ADVANTAGE TRANSPORTATION, INC., I SERVED AS AN INDEPENDENT BUSINESS AND FREIGHT CONSULTANT IN THE SALT LAKE CITY, UTAH AREA.

ADVANTAGE TRANSPORTATION, INC. ORIGINATED IN 1984 AS AN OVER-THE-ROAD CONTRACT AND COMMON CARRIER, SERVICING THE GENERAL FOOD AND DRY FREIGHT BUSINESS. IN 1991, ADVANTAGE TRANSPORTATION, INC., STARTED AN INTERMODEL DIVISION UNDER MY DIRECTION AND HAS EXPANDED THAT PARTICULAR FIELD OF FREIGHT MOVEMENT EACH YEAR SINCE THAT TIME.


BECAUSE OF THE CONSTANT TRAFFIC PATTERNS USED BY ADVANTAGE TRANSPORTATION, INC., WE ARE CONTINUALLY USING THE ROUTES PROVIDED BY THE S.P. AND THE U.P. SOME OF THOSE MAJOR ROUTES ARE FROM ILLINOIS, WISCONSIN, AND MINNESOTA TO POINTS IN CALIFORNIA, UTAH, NEVADA, IDAHO AND OREGON. BOTH RAILROADS PROVIDE DIRECT LINE ROUTES BETWEEN CHICAGO AND WESTERN U.S. LOCATIONS. WE ARE CONSTANTLY SHIFTING OUR FREIGHT PATTERNS BACK AND FORTH BETWEEN THE TWO RAILROADS DEPENDING ON THE RAMP LOCATION, PRICE AND SERVICE TIME OFFERED DURING THE PAST FEW MONTHS. WE HAVE ALSO STARTED DEVELOPING FREIGHT THAT ORIGINATES OUT OF PORTLAND, OREGON TO VARIOUS LOCATIONS THROUGHOUT THE UNITED STATES.
ADVANTAGE TRANSPORTATION, INC. HAS ITS MAIN OFFICE AND WAREHOUSE FACILITIES IN SALT LAKE CITY, UTAH. SALT LAKE CITY IS OUR HUB OF OPERATION. BOTH THE S.P. AND THE U.P. SERVICE SALT LAKE CITY. WE ARE CONSTANTLY AWARE OF THE PRESENCE OF BOTH RAILROADS TO AND FROM OUR OPERATING CITY, SALT LAKE CITY, UTAH.


IT IS NOT OFTEN THAT A COMPANY OF OUR SIZE TAKES THE TIME TO PROVIDE A VERIFIED STATEMENT TO THE INTERSTATE COMMERCE COMMISSION CONCERNING THE PROPOSED MERGER BETWEEN TWO FIRMS. HOWEVER, LET ME STATE UNEQUIVOCALLY THAT ADVANTAGE TRANSPORTATION, INC. SUPPORTS THE APPLICATION FOR MERGER BETWEEN THE SOUTHERN PACIFIC AND UNION PACIFIC RAILROADS. WE BELIEVE THAT A COMBINED RAILROAD WILL OFFER COMPETITIVE PRICING, EASE OF DISPATCH AND A MORE TIMELY SERVICE THAN THE TWO RAILROADS OPERATING SEPARATELY.

ADVANTAGE TRANSPORTATION IS VERY CONSCIOUS OF THE FACT THAT OTHER MAJOR MERGERS SUCH AS THE BURLINGTON NORTHERN/SANTA FE RAILROADS CREATE A NECESSITY TO HAVE OTHER LARGE COMPETING RAIL SYSTEMS. WE BELIEVE THAT THE BEST POSSIBLE SYSTEM TO COMPLIMENT CONTINUED COMPETITION IS THE MERGER OF THE SOUTHERN PACIFIC AND UNION PACIFIC RAILROADS, ESPECIALLY AFFECTING THE ILLINOIS TO CALIFORNIA ROUTES AND MARKETS.

WE ARE AWARE OF THE LONG-TERM STABILITY OF THE UNION PACIFIC RAILROAD FINANCIALLY. WE ARE ALSO AWARE OF SOME OF THE MORE ADVANTAGEOUS ROUTES HELD BY THE SOUTHERN PACIFIC RAILROAD. IT IS OUR OPINION THAT THE FINANCIAL STABILITY AND ASSETS OF THE UNION PACIFIC RAILROAD COMBINED WITH THE FAVORABLE ROUTING HELD BY THE SOUTHERN PACIFIC RAILROAD, MERGED TOGETHER WILL CREATE A DYNAMIC FORCE IN KEEPING COSTS UNDER CONTROL AND AN EFFICIENT TIME
CONSCIOUS SERVICE LEVEL AVAILABLE TO NOT ONLY THIRD-PARTY SHIPPERS LIKE ADVANTAGE TRANSPORTATION, INC., BUT TO THE PUBLIC AND ALL SHIPPERS IN GENERAL.

I ALSO BELIEVE THAT THERE WILL BE IMPROVED EQUIPMENT UTILIZATION WITH THE MERGER OF THE SOUTHERN PACIFIC AND UNION PACIFIC RAILROADS. THE UNION PACIFIC AND SOUTHERN PACIFIC MERGER WILL BE ABLE TO REPOSITION BOTH CARS AND LOCOMOTIVES MORE EFFICIENTLY. CARS AND LOCOMOTIVE POWER WILL MOVE BETTER BETWEEN LOS ANGELES, SAN FRANCISCO AND THE PACIFIC NORTHWEST, AS WELL AS BETWEEN CALIFORNIA AND TEXAS. THE DIFFERENCE IN PEAK SEASONS FOR THE TWO RAILROADS PLUS EFFECTIVE USE OF TRIANGULATION AND BACKHAUL MOVES WILL IMPROVE EQUIPMENT SUPPLY FOR SHIPPERS. AS A RESULT OF THESE AND OTHER MERGER EFFICIENCIES, RAILROAD-OWNED EQUIPMENT SUPPLY WILL IMPROVE.

THE MERGER OF THE SOUTHERN PACIFIC AND UNION PACIFIC RAILROADS IS NOT ONLY ADVISABLE, BUT ABSOLUTELY NECESSARY. WE SUPPORT IT AND WE REQUEST THAT YOU APPROVE IT. THE STABILITY, EFFICIENCY AND THE COMPETITIVENESS OF THE MARKETPLACE IS AT STAKE. IMMEDIATE ATTENTION TO THIS APPROVAL IS REQUESTED BY ADVANTAGE TRANSPORTATION, INC.

STATE OF: UTAH

COUNTY OF: SALT LAKE

WAYNE M. PARKER, BEING FIRST DULY SWORN, DEPOSES AND SAYS THAT HE HAS READ THE FOREGOING DOCUMENT, KNOWS THE FACTS ASSERTED THEREIN, AND THAT THE SAME ARE TRUE AS STATES.
Wayne M. Parker
Wayne M. Parker

SUBSCRIBED AND SWORN TO BEFORE ME THIS 5 DAY OF OCT, 1995.

[Signature]
Notary Public

MY COMMISSION EXPIRES
2-15-96
VERIFIED STATEMENT
OF
GLENN G. WIEGEL
on behalf of
ALABAMA RIVER PULP COMPANY, INC.

My name is Glenn G. Wiegel. I am Manager of Traffic and Sales Distribution for Alabama River Pulp Company, Inc., P. O. Box 100, Claiborne Mill, Perdue Hill, Alabama 36470. My duties include the management and planning of all transportation service for the Alabama River Companies which include Alabama River Pulp Company, Inc., Alabama Pine Pulp Company, and Alabama River Newsprint Company, all located on the same complex at Claiborne, Alabama.

Total freight for the three companies named above is in excess of one million gross tons of bleached kraft woodpulp, standard newsprint and waste paper. Our inbound and outbound commodities encompass a wide geographical region of the United States and Mexico. Due to our high freight volumes and domestic sales marketing areas, we utilize many rail carriers including Southern Pacific and Union Pacific.

We are advised that Union Pacific and Southern Pacific will soon seek authority to merge into one rail carrier and we wish to announce our support of this merger as we feel it will benefit our company as well as the shipping public in general.

As we have utilized both carriers, we believe the merger will ensure better overall rail service for various reasons, ie; new single line service, more efficient routes, terminal coordination and better equipment utilization. We also feel that the merged company will be better equipped to meet the competitive challenge of the BN/ATSF merger just recently authorized.

I, Glenn G. Wiegel, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this certified statement. Executed on September 21, 1995.

GLENN G. WIEGEL
Dear Sirs:

This statement is in reference to the proposed Union Pacific and Southern Pacific rail merger.

My name is Francis Marron, Vice President of Grain for the Albert City Elevator, A Cooperative, located at Albert City, Iowa. My primary job functions are the transportation procurement for and marketing of twenty million bushels of corn and soybeans for our producer members. I have held this position for twelve of the twenty years that I have been with the company.

Alceco is a full service cooperative with eleven hundred farmer members. We have six locations in Northwest Iowa, including terminal grain facilities at the Albert City and Hartley, Iowa locations. Our branch locations at Varina and Rembrandt, Iowa are truck locations that feed the Albert City terminal. The Everly and Harris, Iowa truck facilities feed the Hartley, Iowa terminal elevator. Albert City is served by the Union Pacific and Hartley is served by the Soo Line and the Union Pacific.

In addition to providing grain marketing, storage and conditioning services to its members, Alceco also supplies agronomy inputs, feed and petroleum products and services.

Alceco sells approximately 6,000 cars of bulk corn and soybeans into the domestic and export markets across the United States each year. Domestic movements include shipments to Arkansas Poultry feeders, Georgia, Illinois and Indiana corn and soybean processing plants, and corn and soybean processors in Des Moines, Cedar Rapids and Clinton, Iowa.
Export grain movements include Texas and Louisiana gulf ports, Raleigh, North Carolina, the Pacific Northwest, as well as some limited movement to Canada and Mexico.

We strongly support the proposed Union Pacific and Southern Pacific merger and believe that the merger would be in our company’s best interests as well as the interests of other shippers.

The UP/SP merger would open single-line service to markets in Arizona and California that our company has been unable to sell into for several years. UP/SP would also be able to provide single-line service to Mexico via more efficient and competitive routings.

We also believe that UP/SP would be able to maximize equipment utilization due to difference in peak seasons for the two railroads and additional back-haul opportunities. One of the problems Iowa grain shippers have been experiencing has been seasonal shortages of available equipment to move grain to export markets.

We realize that the UP/SP merger raises competitive issues. The merged BN/SantaFe will be nearly twice the size of the UP or SP individually. UP/SP as a merged company would create a suitable competitor to BN/SantaFe in major markets. A UP/SP merged system would create a financially strong system with the routes and volumes that are necessary to maintain that financial strength.

In conclusion, we believe that the proposed UP/SP merger would provide significant benefits to shippers. Our company supports the application.

Sincerely,

Fran Marron
Vice President of Grain

I, Francis Marron, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to fill this verified statement. Executed on September 28, 1995.
MY NAME IS MARTIN SULZER. I HAVE BEEN WITH ALGODONERA COMERCIAL MEXICANA, S.A. DE C.V. (ACM) FOR OVER THREE YEARS IN CHARGE OF LOGISTICS. MY RESPONSIBILITIES ARE ALL IMPORTS AND EXPORTS, SUPPLY AND DELIVERY LOGISTICS, WAREHOUSING AND HANDLING, JIT PROGRAMMING AND COSTINGS. OUR BUSINESS ADDRESS IS MADREO 42, 5 PISO, 06000 MEXICO CITY.

ACM IS THE LARGEST COTTON TRADING COMPANY IN MEXICO. 70% OF THE COTTON WE HANDLE IS U.S. GROWTH. ALL OUR IMPORTS ARE MADE BY RAILCAR THROUGH LAREDO OR BROWNSVILLE. MAJOR ORIGINS ARE THE MISSISSIPPI DELTA AND TEXAS. MOST FINAL DESTINATIONS BEING MEXICO CITY OR PUEBLA. VOLUME EXCEEDED 700 RAILCARS IN 1994.

WE BELIEVE THAT THE PROPOSED MERGER BETWEEN UP AND SP WILL HAVE A POSITIVE IMPACT ON ACM'S OPERATION, SPECIALLY RELATED TO TOTAL TRANSIT TIME, EQUIPMENT AVAILABILITY DUE TO A JOINT FLEET AND COST EFFICIENCY.

WE SPECIFICALLY SEE BENEFITS IN MULTIPLE BORDER CROSSING OPTIONS FOR REDUCING TRANSIT TIMES, PARTICULARLY IN TIMES OF PERIODIC CONGESTION AT SOME BORDER POINTS.

FOR THESE REASONS ACM STRONGLY SUPPORTS THE MERGER BETWEEN UP AND SP.

I, MARTIN SULZER, DECLARE UNDER PENAETY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON SEPTEMBER 14TH, 1995.

( MARTIN SULZER )
October 2, 1995

VERIFIED STATEMENT
OF
RON TIPTON ON BEHALF OF
ALL-COAST FOREST PRODUCTS, INC.


My name is Ron Tipton, and I am presently a Sales Executive of lumber products for All-Coast Forest Products, Inc., 13880 Monte Vista Avenue, Chino, CA 91710. The phone number is area code (909) 627-8551 fax number (909) 627-3521. My normal duties and responsibilities include negotiating lumber rates and contracts with lumber mills and rail carriers. This would cover all transportation logistics whether it be rail or truck into all facilities and coordinating with both customers and rail carriers.

All-Coast Forest Products is primarily a distributor of lumber products to wholesale, retail distributors on the West Coast. We operate in the Los Angeles basin and service areas of Arizona, New Mexico, Nevada and Utah. The options by which we ship depend upon the competitive freight we can obtain by rail or truck. The major part of our business is to work with the rail carriers, and service is a priority with our business. We are optimistic that the merger will help to alleviate the service problems the Southern Pacific has been experiencing for the last four years.

All-Coast Forest Products, Inc. has been forced to bring shipments of lumber into Chino, Ca. via truck due to the lack of service from the Southern Pacific. Our company appreciates and supports all of the continuing efforts being made by the Southern Pacific Lines and Union Pacific Railroad to improve rail freight services to our company. Even though this merger will result in one fewer railroad in the West, we feel two strong carriers will provide more viable competitive choices that one mega carrier; one medium sized carrier and one weak carrier.
I, Ron Tipton, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 2, 1995.

Ron Tipton
Sales Executive
All-Coast Forest Products, Inc.
13880 Monte Vista Avenue
Chino, California 91710
August 30, 1995

Interstate Commerce Commission
UP/SP Merger Case
Docket No. 32760

Subjét: Almacenadora del Valle de Mexico UP/SP merge support letter.

Before we state our professional opinion, a few lines to describe our position in the international logistic place we maintain.

Almacenadora del Valle de Mexico is a mexican company that receives in bond and national merchandise via truck as well via railroad, as we have our own siding served by the FNM railroad. Our warehouse is 6,500 square meters and all fenced and roofed. Merchandise is shipped from all over the world to our bonded warehouse, but mainly from U.S.A. and Canada.

Therefore we are a bonded warehouse in Mexico City industrial area of Vallejo; But one that provides our customers the benefit of handling in bond goods in our facility, thoroughly authorized by mexican authorities. We have our own trailers that permit us to distribute boxcar merchandise, and this services are available for mexican as well as for foreign individuals or associations. We have an office in Nuevo Laredo gateway (among others) through which we coordinate railroad shipments for our customers. Our customers and us contract various modes of transportation, among others piggyback, railroad boxcars, and will double stack train containers.

Our source of business is the international commercialization of foreign goods mainly and the various modes of transportation available in the world and domestically.

Our involvement in international logistics is a daily issue for us as we contract and supervise both domestic and international railroad, ocean, land and intermodal freight.
We agree with Souther Pacific and Union Pacific merge as it will give Mexican shippers and consignees following benefits:

- More cars and locomotives availability and utilization.
- More efficient routes to Mexican gateways.
- Faster and more reliable intermodal service.
- Shorter routes for imports and exports.
- A financially stronger railroad with more access to Mexico.

As the UP/SP have agreed to give other railroads trackage rights to allow competitiveness and avoid possible monopolized routes, and considering our need to secure reliable transportation services as to allow our company to participate and remain competitive in the international commercial market, in my management position as general director with Almacenadora del Valle de México, we support the proposed SP/UP railroads merger, being that quality of service and service options is the best way to have competitive transportation.

Manuel Tamayo, declare under penalty of perjury that all above stated is true and correct, and certify on behalf of my company that I am qualified to file above statement. This statement has been executed on August 30, 1995.

Manuel Tamayo F.
Director General
VERIFIED STATEMENT
OF
GARY A. NELSON
ON BEHALF OF
AMERICAN CARRIERS OF MINNESOTA INC.

I am the President and owner of American Carriers of Minnesota, Inc. Our office is located at 14180 Highway 5, Eden Prairie, MN 55344. I have been involved in intermodal transportation for over 15 years, but have only had this office for three years. Prior to that, I worked for Expert Freight in Detroit, MI and Minneapolis, MN.

American Carriers is an IMC, marketing our service to a vast number of shippers. Currently we have over 200 customers that we provide intermodal transportation. Of those 200 customers, many of them ship to locations serviced by the SP and UP. The traffic originating in Minnesota and the five-state area is usually ramped over the Minneapolis hub, which results in interlined shipments. We use the SP and UP direct when shipping from California, Texas, Illinois, Louisiana and Missouri. These are our major shipping points, to and from the Midwest.

We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. We feel this would improve service, be more efficient in routes and have better equipment utilization. With all the service each rail offers, we feel that a merger of the two would better utilize these for an efficient, cost competitive intermodal service. Along with the improved service, there should be a number of entirely new services that will benefit intermodal
transportation. We should be able to enjoy single-line service between UP South Central points and SP California points. With the combined system, routes should be shorter and more efficient and we should be able to convert some of over-the-road shipments to intermodal transportation.

Some of our customers that have had service problems with the SP are excited about this possible merger which will allow them to once again gain access to corridors with which they have had service problems.

We believe that the proposed merger will provide significant benefits to shippers. Our company supports the application.

I, Gary A. Nelson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on September 25, 1995.

Gary A. Nelson, President
American Carriers of Minnesota, Inc.
VERIFICATION

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

ss

Gary A. Nelson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

[Signature]

Gary A. Nelson

Subscribed and sworn to before this 27 day of September, 1995.

[Signature]

Gloria L. Kotschevar
Notary Public

My Commission Expires:

[Stamp]
My name is Craig Cormier and I am Vice President/General Manager for American Continental Freight, Inc. I have been fully responsible for the operation of American Continental since November, 1991. Prior to that time I served in varying capacities in state government in Arizona, ranging from Economic Policy Advisor for the House of Representatives to Deputy Director of the state Department of Revenue.

American Continental Freight is a smaller third party/shipper agent headquartered in Aurora, CO. We utilize every one of the nation's railroads for approximately 95% of our business, with the rest of being over-the-road movements. Our traffic lanes are nationwide.

Our company supports the proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad. It is our belief that the merger of the two will increase service reliability and, assuming trackage rights are exchanged with the Burlington Northern and Santa Fe Railroad (as the UP and SP have indicated a willingness to do), will lead to a very competitive situation benefiting the shipping public, especially in lanes such as Denver/Texas and Denver Southwest.

In terms of service reliability, both the UP and SP have suffered severe problems in the midwest due to imbalances of locomotive power. For example, 4 to 5 days delay in Kansas City is not an uncommon occurrence for either railroad, particularly the SP. In fact, there are certain lanes that shippers cannot risk utilizing the SP. It is hoped by our company that the economies of scale, new routing capabilities and increased
capitalization achieved in this merger will positively affect the power imbalances and service failures.

Given the strength of the new Burlington Northern/Santa Fe Railroad and the relative weakness of the Southern Pacific, effective competition cannot take place in many lanes where the two will compete. Even though the SP was granted certain trackage rights in the BN/SF merger (such as Colorado into Texas), they simply do not have the physical capacity to enter into these new lanes effectively. Allowing a merger with the UP will greatly increase the likelihood of fair and effective competition for both our Denver client base and our customers throughout the western United States.

In closing, American Continental Freight, Inc., strongly urges an expedited approval of the proposed merger between the Union and Southern Pacific Railroads.

Sincerely,

Craig Cormier
Vice President/
General Manager

I, Craig Cormier, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on September 20, 1995

Craig Cormier

George Kubitschek, Witness
VERIFIED STATEMENT
OF
DAVID J. PETTIT
ON BEHALF OF
AMERICAN DISTRIBUTION CENTERS, INC.

American Distribution Centers, Inc. (ADC) is a third party warehousing company. I started this company 20 years ago and thus have learned much and seen much in the logistics industry.

We warehouse and provide the logistics services for about 50 different accounts. A few of these use the Southern Pacific rail spur which sides our building. These accounts are where the product origins are California or in the northwest and is all inbound to my facility.

We understand that Union Pacific and Southern Pacific are requesting authority to merge. We would support this as we feel it will improve services and provide a single-line access to numerous points.

We feel this merger will provide competitive benefits not only with BN/Santa Fe but with the trucking industry as well. We have seen when rail rates get out of line then the freight moves to the trucking industry and by reverse when the trucking rates get out of line then the freight moves by rail. This merger should provide the synergies to reduce overhead thus providing more competitive rates with the trucking industry.

In short we feel the proposed merger will provide significant benefits to shippers, therefore we supports the application.

Sincerely,

David J. Pettit
President

I, DAVID J. PETTIT DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT.

EXECUTED ON September 27, 1995

Seal of Security

Complete Warehousing and Distribution Services
Mr. Jack McKinney  
Inland Transportation Manager  
American Isuzu Motors, Inc.  
2300 Pellissier Place  
Whittier, CA 90608

October 2, 1995  
IT-538-95

VERIFIED STATEMENT OF  
JACK MCKINNEY  
on behalf of  
AMERICAN ISUZU MOTORS INC.

My name is Jack McKinney of American Isuzu Motors in Whittier, CA. In my current capacity, I am Isuzu’s Inland Transportation Manager with responsibility for carrier and routing authority of Isuzu badged finished vehicles in the United States marketplace. We are a big shipper of rail transportation with approximately 75,000 vehicles shipped annually via rail. We are aware of Union Pacific and Southern Pacific’s intention to merge as one company and American Isuzu Motors has authorized me to give my written consent on behalf of Isuzu to support the pending merger.

We believe the UP/SP merger will bring significant benefits to the automobile industry as a whole and some very specific benefits to American Isuzu Motors. Since we are significant rail consumers from Tacoma, WA, San Diego, CA, Lafayette, IN, Janesville, WI, and Resor, LA, to points throughout the United States the proposed merger offers competitive options, reduced transit times, and better equipment utilization.

From Tacoma, we currently use the BN railroad exclusively as our origin carrier, despite the fact that Union Pacific has equal access to the Port of Tacoma to inland destinations. However, the Union Pacific has always been given the opportunity to bid and participate in this traffic based upon their competitiveness against the BN. With the BNSF merger we feel that the Union Pacific would be further displaced in having the ability to be competitive and handle Isuzu traffic. This is why the UP/SP merger is of critical importance to us. From a competitive standpoint, with the UP/SP we believe that the Union Pacific would be the equal of the BNSF and better able to compete. Without the SP, the Union Pacific would not be able to stand alone as one railroad and compete.

Also, we believe that the proposed merger will allow the UP and SP to be able to combine the strengths of their rail systems. As a result, Isuzu and other automotive customers will enjoy improved service, both on loaded and empty moves, because of shorter and more efficient routings in key corridors. This will also benefit Isuzu and others by allowing for better multi-level equipment utilization. This means improved empty multi-level availability in times of peak shipping periods at our midwestern facilities, Janesville, WI, and Lafayette, IN, which have been trouble points in the past for Isuzu.

Finally, with GM producing our small pickup for U.S. distribution at their UP served facility at Resor, LA, we feel it is critical for the Union Pacific to continue to improve service as they become a more prominent carrier in our distribution network. With the addition of the SP system, Union Pacific will serve all Isuzu origin loading points directly or through an eastern carrier with the exception of San Diego, CA, which is served by the Santa Fe. This broad network coverage is of considerable benefit to Isuzu in reaching our distributors’ facilities throughout the United States. Without the SP, Union Pacific will not have the same market coverage and thus Isuzu would be disadvantaged.

For the above stated reasons, American Isuzu Motors Inc., fully supports the Union Pacific/Southern Pacific merger.

Sincerely,

Jack C. McKinney, II  
Inland Transportation Manager
I, Jack C. McKinney, II declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 5, 1995.

Signature
VERIFIED STATEMENT

OF

LYNN MCFARLAND

on behalf of

AMERICAN MAGOTTEAUX CORP.

My name is Lynn McFarland. I am employed by American Magotteaux Corp., P.O. Box 518, Pulaski, Tn. 38478 as Traffic Manager. I have been involved in the management of rail transportation for industry for the past twenty-one years.

American Magotteaux Corp. is a steel foundry which supplies grinding balls to the cement & mining industry. We ship our materials throughout the United States, Mexico and Canada.

I understand Southern Pacific/Union Pacific will shortly ask the ICC for permission to merger into a single carrier. We believe that this merger will be in the best interest of our company and the general shipping public as well.

We are very concerned about the sensitivity of maintaining a degree of competition among the remaining rail carriers so as to maintain a competitive pricing structure. It is our belief that Southern Pacific/Union Pacific by themselves cannot compete with the recently approved BN/ATSF merger but as a single carrier will be able to afford the shipping public continued competitive rates into the West/Southwest where on occasions the rail rates are equal and sometimes greater than the price of our material itself.

We urge approval of the Union Pacific/Southern Pacific merger request.

I, Lynn McFarland, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this certified statement. Executed on September 25, 1995;

Signed Lynn McFarland
VERIFICATION

STATE OF Tennessee )
COUNTY OF Giles ) ss.

Lynn McFarland, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Subscribed and sworn to before me this 25th day of September, 1995.

Robert A. Edmundo
Notary Public

My Commission Expires:
Oct. 21, 1996
My name is Russell M. Hada, Manager of Corporate Purchases at American Steel, with plants in Portland, Oregon; Kent, Washington; and Vancouver, British Columbia, Canada. Our corporate office is located at 4033 N.W. Yeon Avenue, Portland, Oregon. My responsibilities encompass the managing and purchasing of steel goods and plant services, including transportation services relevant to our business. I have held this position for over thirteen years. Prior to managing, I was a steel buyer for this company for about ten years.

American Steel is a steel service center. We buy and distribute various carbon and alloy steel products, including "long" products (angles, channels, beams) and "flat" products (coils, plates, sheets). In 1995, we will purchase approximately 150,000 tons of steel. Of this tonnage, over 100,000 tons will be purchased domestically. To break this down further, approximately 65,000 domestic tons will be routed by rail to either our Portland, Oregon or Kent, Washington facilities. Kent is in the Seattle area. The main volumes of this tonnage will originate in the Southern California area and will generally carry a Southern Pacific rail routing.

We understand that Union Pacific and Southern Pacific are requesting authority to merge. We believe this is an encouraging development and support this merger for the following reasons.

With the combination of the Union Pacific and Southern Pacific, we believe that car supply and locomotive supply will improve markedly. Frequently, we find our steel either in our vendor's plant awaiting cars or in cars awaiting power. We understand the limitation of cars and power on the Southern Pacific, but that limitation has hurt our business. We look forward to the day when those kinds of delays are a thing of the past and, with this merger, we are assured that they will be.

We are also looking forward to new single-line service that will be created with the joinder of Union Pacific and Southern Pacific. As indicated above, a considerable amount of our purchased steel will move from southern California to either Portland, Oregon or Kent, Washington. The California-Washington route is now a joint-line move to Kent, but will be a single-line move at single-line rates after the merger. The economics of a single-line move, along with the improved equipment availability will benefit our company in a way not possible with the current situation.
With this proposed merger, we believe that the availability of equipment will improve substantially with the addition of Union Pacific's fleet. At the present time, shipments in gondolas destined for our facility in Portland can go direct to our facility by Portland Terminal Railway (PTR), as part of a single-line move by Southern Pacific. However, if the steel is shipped in boxcars rather than gondolas, it must be routed to a transfer house in Portland, where it is transferred to trucks for delivery to our facility. The reason for this is that we cannot unload boxcars at our facility.

The same is true with our facility in Kent, Washington. At the present time, any steel that comes in boxcars must be transferred to trucks in Portland for transfer to Kent. Our Kent facility can take gondolas direct, and in that situation, a single-line route will be possible. In fact, the single-line route and rate will be possible even with boxcars, if a transfer facility can be located in the Kent area. With the merger, and the resulting combination of Union Pacific and Southern Pacific cars, we expect the availability of gondolas to increase dramatically which, to a great extent, should eliminate transfer to trucks for delivery to these two facilities. This means lower transit times, less truck handling, and an improvement in the overall efficiency of our transportation package.

In summary, we believe that the proposed merger will be in our company's best interests, and we strongly support this as a means of improving service, specifically in the area of equipment utilization and improved single-line service.

I, Russell M. Hada, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

September 29, 1995

Executed on

Russell M. Hada
VERIFIED STATEMENT
OF
MR. ANDY ANDERSON
ON BEHALF OF
AMERICAN VERMICULITE

My name is H. F. Anderson and I am the president of American Vermiculite. Our office is located at 814-C Livingston Court, Marietta, GA 30067. My telephone is (404) 590-7970, my fax number is (404) 590-0239. As President of American Vermiculite, I am involved in the distribution of vermiculite including the purchase of transportation services.

Vermiculite is a very versatile mineral. It is used in horticulture, animal feedstuffs, packing materials and several other products. American Vermiculite purchases our product from various locations including South Africa and redistributes it throughout the United States and Mexico by rail, truck and barge. Our success as a broker in this commodity business often hinges on transportation issues. Therefore, freight rates, car supply, and rail service are all critical elements of our business. Exorbitant transportation costs can prohibit us from competing in certain markets.

I understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this merger and believe it is in the best interest of not only American Vermiculite but all shippers and receivers. The combination of SP's commercial and route network strengths with the UP's stronger service and equipment offering will deliver tremendous benefits. Expanded and improved single line rates and service, more efficient and direct routings, increased car supply through both fleet size and improved cycle times, and reduced or eliminated costly switching charges are attractive benefits of this proposed merger. American Vermiculite supports the Union Pacific - Southern Pacific merger application.

I, H. F. Anderson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on October 10, 1995.

Signature
September 27, 1995

STATEMENT

OF

ROY M. DELAO
on behalf of
AMSER Logistics, Inc.

RE: Finance Docket No. 32760

My name is Roy M. Delao, and I am President of AMSER Logistics, Inc., 3010 LBJ Freeway, Suite 717, Dallas, Texas 75234. AMSER Logistics provides third-party transportation consultation to shippers and receivers doing business between Canada, Mexico, and the United States. The company was founded in December, 1991, and has developed a list of substantial clients that utilize rail service.

I hold an undergraduate degree in transportation and foreign trade from the University of Houston, and a master’s degree in international business from the University of Texas. I possess a license to practice before the Interstate Commerce Commission. In 1969 I became a Certified Member of The American Society of Transportation and Logistics, Inc. and served as President and Chairman of the Board for that organization.

Prior to joining AMSER Logistics, Inc., I served for 9 years as Director of Transportation for the food Division of Anheuser Busch Companies in Dallas, Texas. Before that, I held the position of General Traffic Manager for 10 years at Lone Star Steel Company, also in Dallas, Texas.

As previously stated, AMSER Logistics, Inc. provides transportation consulting services to various companies which at one point or another would use the services of the subject applicants, and therefore, would be affected by the results of this application. The list of commodities our company has been involved with in the past includes steel products, acids and chemicals, insulation materials, pesticides, steel scrap, automobile chassis and components, storage bins, marble products, and paper goods. The types of railroad equipment utilized for the movement of these
goods include gondolas, flatcars, boxcars, tankcars, covered hoppers and piggyback trailers. Some of the origin/destination points in Mexico include Guadalajara, Monterrey, Mexico City, Nogales, Queretaro, and Torreon. We have worked in the past with the Southern Pacific Railroad over Eagle Pass and Brownsville, Texas, while we have used the services of the Union Pacific over the border points of Brownsville and Laredo, Texas. In addition, some of the companies we have worked with in the past have shipped boxcars to ports such as Houston, Texas to be stuffed into ocean containers. In other cases, these shippers utilize boxcars to a transloading site and ship truckloads beyond.

Within the United States, the points of origin/destination could be anywhere. In the past, we have handled goods to such points as St. Louis, Missouri; Houston, Texas; Fort Worth, Texas; St. Genevieve, Missouri; Georgetown, Texas; Little Rock, Arkansas; Cincinnati, Ohio; Nogales, Arizona; and many others.

I am familiar with the proceedings in the instant application, and am authorized to present the statement in support thereof.

AMSER Logistics, Inc. strongly believes that the proposed subject merger would be in our best interests as well as the interests of our clients and other shippers. We totally endorse the UP/SP application for the following reasons:

* Improved and new services from the combined strengths of their rail systems i.e. the combination of their respective points into single-line service; shorter, more efficient and flexible route system

* Improved and new intermodal services i.e. more reliable service in key corridors; enhanced utilization of terminals in Illinois, California, Missouri and Texas; transit time reduction in various corridors to meet motor carrier competition

* Provide single-line service to all major Mexican border crossings via shorter, more efficient routings, expedited, pre-blocked and pre-cleared trains to and from interior points in Mexico

* Subject merger will create a credible competitor to be fully equal to BN/Santa Fe in major markets, matching BN/Santa Fe service time and reliability in like markets
In conclusion, AMSER Logistics, Inc. is confident that the proposed subject merger will provide significant benefits to shippers. Our company supports the application.

Respectfully submitted,

[Signature]

Roy M. Delao
President

AFFIRMATION

I, Roy M. Delao, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Further I certify that I am qualified and authorized to file this verified statement.

Executed on September 27, 1995.

[Signature]

Roy M. Delao
Registered Practitioner Before The Interstate Commerce Commission
VERIFIED STATEMENT
of
RICHARD SMAKOSZ
on behalf of
ANCHOR HOCKING SPECIALTY GLASS

My name is Richard Smakosz and I am the Traffic Manager for Anchor Hocking Specialty Glass. As Traffic Manager I am responsible for coordinating both the inbound shipments of raw ingredients and the outbound traffic of finished glassware from our Monaca, PA facility. I have held my position for 20 years and have been with the company for 43 years.

Our plant is located at 400 Ninth Street, Monaca, PA 15061, northwest of Pittsburgh. Inbound shipments of soda ash are transported by rail from Green River, WY, and we use this soda ash to manufacture glassware. In 1994, we received 78 carloads of soda ash originated on the UP, which moved via Chicago, and were ultimately carried to the Monaca facility via CSX. A small number of carloads are also shipped through East St. Louis. We also use other railroads for inbound traffic carrying the raw materials for our glassware products. Origin points for these ingredients include West Virginia, New Jersey, and Ontario, Canada.

Our glassware products are transported by truck from Monaca to Los Angeles (35 to 40 truckloads per year), to Seattle/Tacoma (4 to 5 truckloads), to Dallas/Fort Worth (20 to 25 truckloads), and to Little Rock, AR (40 truckloads).

The merger will assure the long-term viability and quality of service we rely on to transport soda ash to our Monaca facility. It will also provide opportunities for us to explore new business and new markets. In particular, the improved intermodal service between Chicago and the West Coast will provide critical competition for westbound trucks that currently carry our outbound glassware shipments. Specifically, the merged carriers' ability to concentrate Los Angeles-bound intermodal traffic on SP's Tucumcari route between Chicago and Los Angeles will decrease transit times and delays, providing an attractive alternative to truck transport. Improved services between Chicago and all of the important Mexican gateways will also facilitate our exploration of new markets. Throughout the west, the merger will provide a much stronger competitor to the BN/SF.

Richard Smakosz
Traffic Manager
VERIFICATION

I, [Signature], declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on Oct 5 1995.

[Cynthia L. Webb, Notary Public]
[Monaca Boro, Beaver County]
[My Commission Expires May 4, 1998]
[Member, Pennsylvania Association of Notaries]
October 5, 1995

Vernon A. Williams
Secretary
Interstate Commerce Commission
1201 Constitution Ave., N.W.
Washington, D.C. 20423

Re: Union Pacific-Southern Pacific Merger, Finance Docket No. 32760

Dear Mr. Williams:

My name is George C. Anderson and I am the President of Anderson Die and Manufacturing, Inc. My address is 2425 S.E. Moores, Portland, Oregon 97222. My phone number is (503) 654-5629, and my fax number is (503) 654-5655. I have owned and operated a die and manufacturing plant for the past 25 years.

My company has a plant in Milwaukie, Oregon -- near Portland -- that receives carloads of plastic pellets inbound from Texas and Louisiana in hopper cars. We utilize these pellets in our manufacturing process.

I support the merger between UP and SP. The combination of these two railroads will create more opportunities for single line service to my plant. This will give me more possible places to purchase plastic pellets and the cost for transportation should be lower because it can come on the UP-SP line without having to connect and have high switching charges. This will help me be more competitive.

The combined UP-SP will be able to provide more efficient routes, improved carload service, and lower rates. These are particularly important to small business people like myself, who must look for every advantage to cut costs and improve our service to our customers. The merger will also result in better utilization of equipment by UP-SP. As the owner of a smaller business, I rely upon the railroad to provide equipment, and their ability to reduce the time it takes for a hopper car to go from Oregon to Texas and back, and to have cars that are in good condition, will be a big benefit to me and should lower my costs.
I urge approval of the merger between SP and UP. I look forward to profiting from the benefits that my company will realize as a shipper on the merged UP-SP system.

Sincerely,

George C. Anderson

I, George C. Anderson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on October 4, 1995.

George C. Anderson
September 28, 1995

VERIFIED STATEMENT

OF

DENNIS J. TAYLOR

in behalf of

ANDERSON LUMBER CO.

Dennis J. Taylor
Director of Purchasing / Commodities

I am presently the director of purchasing for commodity items for Anderson Lumber Company, who is the largest retailer of building materials in Utah and Idaho. I have worked in this position for the last 7 1/2 years, and previously worked for Boise Cascade Corporation as a lumber buyer and previous to that for Precision Bilt Homes also as a lumber buyer. I have now been in similar positions in this industry for over 20 years.

Anderson Lumber is the major retailer of building products in the Utah, Idaho area and has been in business for 105 years. With 24 retail facilities and 5 truss manufacturing locations, Anderson Lumber is a major consumer of products, especially lumber items.

We are currently served in our rail locations by the Union Pacific and we move a fairly large volume of cars in a years time.

We strongly support the proposed merger of the Union Pacific and Southern Pacific railroads, as this merger will enhance our competitive position and improve our rail service availability. We find many cases where interchange charges between the various railroad lines make rail service non-competitive. The merger of Union Pacific and Southern Pacific will create new single line service and will
greatly enhance our opportunity to use various mills that are not presently competitive. We understand that the Burlington Northern/Santa Fe will be granted rights to operate in Utah at points where the Union Pacific and Southern Pacific are the only rail carriers, and this should further expand our competitive opportunities.

Anderson Lumber supports the application for merger and believes that this will increase the level of service to our area and will allow us to actually increase our movement of material via rail service.

I, Dennis J. Taylor, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Dennis J. Taylor  
Director of Purchasing/Commodities

Executed on Sept 28, 1995

Witness:

Tim Riley  
Print Name
My name is Darren Revier. I am the Manager of Intermodal Operations for Anderson Trucking Service, Inc., 203 Cooper Avenue North, Box 1377, St. Cloud, MN 56302. I am writing in regard to the proposed merger of the Union Pacific Railroad and the Southern Pacific Rail Corporation (Interstate Commerce Commission, Finance Docker No. 32760).

Anderson Trucking Service, Inc. is an irregular-route truckload motor carrier, based in St. Cloud. We operate throughout the United States and have terminals in Gary, IN; Milwaukee, WI; Fontana, CA; Greensboro, NC; and Grand Prairie, TX. We have been using intermodal service for three years, and it has become an important part of our strategic direction. Currently, much of our intermodal traffic goes between Chicago and the West Coast. We would expand our use of intermodal transportation if it were consistently reliable and cost effective.

As the Manager of Intermodal Operations for Anderson, I run the intermodal department and also oversee the supervision of the Customer Service department. I have been with Anderson for six years.

The merger of the UP and the SP will improve intermodal service to a number of destinations. The combined UP/SP will be able to offer reliable third-morning service between Chicago and Southern California by using SP’s Tucumcari and Southern Corridor routes, upgrading sections of the SP line, and diverting slower manifest traffic to UP’s Central Corridor route. In addition, UP/SP will introduce third-morning service between Chicago and the San Francisco Bay area.

The merger will also create new single-line service by UP/SP along the I-5 Corridor from Seattle to California. This should relieve highway congestion and provide new intermodal opportunities on the West Coast. In addition, the BN/Santa Fe will be able to begin single-line service along the I-5 Corridor under an agreement whereby the UP/SP will grant rights that will allow the BN/Santa Fe to connect their lines in the Pacific Northwest with their lines in California. This will result in competing single-line service for movements for which there is
currently no such service. We expect that this new service will open up new markets for Anderson.

The merger will produce other benefits for intermodal shippers like Anderson. Combining the intermodal operations of UP and SP will create more opportunities to pre-block trains and run them around congested terminals. The coordination of terminal operations in Los Angeles and Chicago will reduce drayage, and a new intermodal facility in San Bernardino should further improve intermodal services to and from Southern California. The more efficient use of a combined equipment fleet will increase availability of equipment.

Generally, the combination of the UP and SP will create a stronger intermodal carrier offering improved service. The merger will benefit intermodal carriers like Anderson. I strongly encourage you to approve the merger of the Union Pacific and Southern Pacific.

I, Darren Revier, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on October 16, 1995.

Darren Revier

Witness/ Peggy Turch
VERIFIED STATEMENT

OF

MICHAEL J. CROSSE

ON BEHALF OF

APPLIED INDUSTRIAL MATERIALS CORP

My name is Michael J. Crosse. I am the Manager of Sales, Supply & Transportation, North America for Applied Industrial Materials Corporation (Aimcor), Carbon Products Group. My address is 100 First Stamford Place, Stamford, CT 06904. I have held this position since October, 1994. Prior to that time, I have held the following positions with Aimcor:

Manager of Sales & Logistics, North America
Sales Manager, North America

In November of 1985 International Minerals & Chemical Corporation sold the Industry Group in its entirety to Aimcor, at that time I was Manager Transportation & Sales Mid-Western Region for IMC Carbon Products. Prior to the sale I have held different positions and titles in Distribution and Transportation with IMC since joining the company in April, 1971.

I obtained a degree from the College of Advanced Traffic in Chicago, IL.

Aimcor has authorized me to submit this statement expressing its strong support for 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, et al.

Aimcor is the world’s largest supplier and distributor of petroleum coke (a by-product of the oil refining process), with annual volumes in excess of 7.0 million metric tons. The majority of our contracts for supply originate from the LA Basin and Gulf Coast. To effectively move this volume we rely heavily on the railroads to supply sufficient equipment to move product on a ratable basis.

Over the past 30 years, Aimcor’s Carbon Products Group has built a service network dedicated to customer satisfaction. From our West Coast operations we ship petroleum coke for export through the Port of Long Beach, various Western states and also export product into Mexico. From our Gulf Coast facilities we also ship petroleum coke for export through terminals in Texas City, TX., and Port Arthur, TX. We also ship to various South Western states and export into Mexico by rail from our Gulf Coast facilities. We have come to rely on both the UP/MP and SP Railroads to supply open top and covered hopper cars for our bulk commodity.

We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition.
Aimcor is always striving to increase our marketing base within the continental United States. With approval of the UP/SP merger Aimcor could in the case of the Unocal, Santa Maria (Calendar, CA) refinery, which is local on the SP, increase the amount of domestic rail movement from this location that has been impeded due to lack of sufficient rail equipment.

As a shipper with the annual volume of petroleum coke that we are under contract to move in the Western market for which the BN/Santa Fe Railroad can participate in, the need for combining the UP and SP to meet the competitive challenge is needed.

I believe that the proposed merger will provide significant benefits to Aimcor. I strongly support this as a means of protecting and improving the high quality of service upon which Aimcor has come to rely. Aimcor supports the merger application.
VERIFICATION

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

Michael J. Crosse, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Michael J. Crosse

Subscribed and sworn to before me this 21st day of Sept., 1995

Mary J. Appleman
Notary Public

My Commission Expires:

April 30, 2000
My name is Jaime Garza and I am the General Manager of Arenas y Barros, S.A. Santa Catarina, N.L., México. I am responsible for the operations and the commercial activities which include purchasing and transportation. I have held this position since 1977.

Arenas y Barros, S.A. processes and sells silica sand to foundry, construction and glass manufacturing industries in México. We also market floor tile from a facility in Saltillo, N.L., México. Both of these facilities are served by the Ferrocarriles Nacionales de México.

We purchase and import silica sand from various locations in the U.S., primarily from Unimin Corporation in Roff, Oklahoma, served by BN, Guion, Arkansas, served by Mp, Oregon, Illinois, served by BN and Troy Grove, Illinois, served by UP, formerly CNW. In 1994 we paid freight charges to U.S. carriers of approximately $200,000, receiving 120 carloads.

We support the merger of the Union Pacific and Southern Pacific because it will improve service to our company and provide additional single-line access to new raw material sources. At the same time we will continue to have access to single-line sources on the Burlington Northern/Santa Fe.

A combined Union Pacific and Southern Pacific system will have more efficient routes which will improve car supply and provide more consistent schedules which are important to us. Also, this merger will provide effective single-line...
access to the silica sand producer located in Overton, NV served by the Union Pacific. The current routing via UP direct is so circuitous that it is not usable economically. This will help us by providing more sources to purchase our main raw material.

Another important benefit to us will be the availability of two border crossings, Piedras Negras and Nuevo Laredo for crossing shipments to our two facilities. In the past there have been delays to our shipments because of congestion and now we will have two different options with a single system, both with direct access to our facilities via the FNMI. By reducing delays to our shipments, this should help improve car supply to our suppliers and allow us to keep smaller inventories.

This merger will provide Arenas y Barros, S.A. with significant benefits and still maintain competitive options. We strongly support this merger.

**VERIFICATION**

I, Jaime Garza declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Executed on September 19, 1995

[Signature]

Lic. Jaime Garza
Dear Sirs:

As president of Arizona Grain, Inc. of Casa Grande, Arizona, I write this letter to express the Company's views on the proposed merger of the Union Pacific and Southern Pacific railroads.

Arizona Grain, Inc. is one of Arizona's largest grain handling companies with grain facilities in Casa Grande, Buckeye, Roll, and Yuma, Arizona. The Company ships and receives over 3,000 railcars per annum on the Southern Pacific Railroad. The Company's products that it ships or receives via it's railroad service includes durum wheat, milling red wheat, feed wheat, barley, corn, and milo. The Company exports wheat via the Houston and Corpus Christi, Texas grain export facilities and originates most of its feedgrains from Kansas, Oklahoma, Nebraska and Iowa.

Arizona Grain, Inc. strongly supports the merger of the Southern Pacific and Union Pacific railroads. We view the merger as one that will bring the following benefits:

- Improved Service: SP's limited resources has resulted in inconsistent service levels for our business over the past several years. UP has an excellent background of service performance that will aid us in meeting our customer needs. With current SP performance it will be difficult to remain competitive within our marketing area.

- Expanded Grain Origination: SP's limited origination base for feed grains has restricted Arizona Grain's ability to provide product for the local market. With single line access to UP/CNW's vast origination base for feed grains we feel we can now be competitive in addition to providing the local feeding industries a much need lower delivered cost for their feed grain needs. This scenario will encourage additional expansion in both the local beef and dairy industries which are primary customers of our business.

- Equipment Utilization: Opportunities exist for better utilization of equipment with reload potential for many of the west bound covered hoppers with east bound wheat to points in the Texas gulf and to midwest and east coast mills.
This will help to alleviate current car shortage problems being experienced by Arizona Grain on the SP. Equipment supply has been a limiting factor in expanding local production of high quality durum wheat for foreign and domestic millers.

- More Market Opportunities: A merged UP/SP will provide additional single line markets for Arizona's high quality durum wheat. Markets in Minnesota and Illinois will be accessible via a single line route where in the past they have been only available on a joint line basis. We believe single line pricing will allow us more competitive access into these markets.

From our standpoint, it is more important to see two strong rail systems in the west, and to be served by one of them, than to try to preserve an independent but weaker SP in the present railroad environment. More of the same will not allow Arizona Grain and our industries we serve to grow and expand in the future.

We ask that the ICC give fast approval to the merger so as to expedite the combining of these very important railroads.

Sincerely,

John Skelley
President
Arizona Grain, Inc.

I, John Skelley, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 5, 1995.

Witnessed By: [Signature]
September 27, 1995.

VERIFIED STATEMENT OF
Alicia Garza on behalf of
Armando Garza & Sons., Inc.

My name is Alicia Garza and I am traffic Manager of
Armando Garza & Sons., Inc. I am supervisor of all traffic
personnel and serve as an adviser of all our customers in
Mexico, United States and Canada. I have held this position
since 1979.

Our firm is a Mexican Brokerage Company that has
offices in Laredo, TX and Nuevo Laredo, Tamps., Mexico. We
prepare Custom paper-work for a variety of commodities moving
into Mexico and which originates at numerous locations
throughout the United States. The products we handle consist
primarily of paper products. I estimate our volume to be
about 15 to 25 railcars daily.

We support the merger between Union Pacific and
Southern Pacific. In fact, we know that this single carrier
will be stronger and provide better service for our customers
in Mexico. We also believe that a combined Union Pacific
and Southern Pacific system will have more efficient routes
and better schedules which are very important to our mutual clients. This combined system will allow our customers in Mexico to ship and receive merchandise more directly on single-line service to and from points in California. With the Union Pacific commitment to allow another large carrier to inter change with the Tex-Mex Railway at Corpus Christi, we feel that this added competition will be a good option for shippers in the United States and receivers in Mexico.

We again want to state our support of this merger between Union Pacific Railroad and Southern Pacific Railroad, because we believe it to be in the best interest of ourselves and our many customers.

Alicia Garza, Traffic Manager
Armando Garza & Sons, Inc.

I, Alicia Garza, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Alicia Garza
Sept 27, 1995
September 21, 1995

VERIFIED STATEMENT
OF
WILLIAM C. JACOBSON
on behalf of
ASH GROVE CEMENT COMPANY

My name is William C. Jacobson. For the past eight (8) years, I have been employed as the Manager of Marketing Services for the Western Region of Ash Grove Cement Company, 6720 S.W. Macadam Avenue, Portland, Oregon 97219-2312. Prior to that I was employed by Kaiser Cement Corporation for sixteen (16) years performing various marketing and traffic duties. Throughout my 24 years in the cement business, I have been responsible for truck and rail transportation within the western United States.

My current employer, Ash Grove Cement Company, is a producer and distributor of portland cements as well as chemical and agricultural lime products. It is a privately held company and is currently the fourth largest cement producer in the United States. The Company operates eight (8) cement plants and two (2) lime plants. It also jointly owns and operates one (1) additional cement plant with another firm. My responsibilities lie within the Western Region, and include distribution of our products from five (5) cement plants and one (1) lime plant.

The Western Region’s five (5) cement plants are located in Seattle, Washington (jointly serviced by UP and BN); Montana City, Montana (MRL); Durkee, Oregon (UP); Inkom, Idaho (UP); and Leamington, Utah (UP). The vast majority of portland cement is shipped to our customers via truck within a 100-mile radius of points of production or distribution terminals. With the exception of Seattle, most markets are serviced by distribution terminals which receive the majority of their product by rail from our various plants. Of the fourteen (14) distribution terminals within the Western Region, nine (9) have Union Pacific rail service and three (3) have Burlington Northern rail service. Approximately 50 percent of our cement production is transported by rail before it reaches our customers. Dependable rail service at competitive prices is of paramount importance to Ash Grove.

The Western Region’s lime plant is located in Portland, Oregon (UP). Sales distribution does not include outlying terminals, and hence, shipping patterns from the plant to customer destinations cover a much larger geographic area than that for portland cement.
Ash Grove strongly supports the proposed merger of the Union Pacific and Southern Pacific railroads. We believe this will ensure quality rail service to areas here to fore not explored. More specifically, single-line access to southern Oregon from either Seattle, Washington or Durkee, Oregon and/or into western Colorado from Leamington, Utah. Experience has shown us that the quality of service as well as the competitive freight structure is greatly enhanced when using single-line carriers.

The Pacific Northwest and Rocky Mountain cement markets serviced by Ash Grove’s Western Region are seasonal in nature. Accordingly, demand for rail equipment is subject to severe peaking, especially during the summer and fall months. Conversely, a large portion of the Southern Pacific’s activity occurs in the more “winter-temperate”, California-Southwest, “Sun-Belt” states and is accordingly less susceptible to strong swings in equipment demand. The uniting of the two markets via the proposed merger should temper the overall seasonal demand curve, lending itself to more efficient use of locomotives and railcars throughout the combined network.

Ash Grove has supplemented using rail-owned covered hoppers with leased, and soon to be purchased, railcars. The proposed merger would make available the use of alternative routes to minimize “pinch-points” and eliminate delays. We are confident this will increase the utility of rail-owned and privately-owned/leased equipment.

In conclusion, we strongly urge the Interstate Commerce Commission to rule favorably upon the proposed merger of the Union Pacific Railroad and the Southern Pacific Railroad.

I, William C. Jacobson, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 21, 1995.
SEPTEMBER 25, 1995
VERIFIED STATEMENT
OF
CLIFF ENTZMINGER
ON BEHALF OF
ASPEY FERTILIZER CO.

MY NAME IS CLIFF ENTZMINGER. I AM PART OWNER AND OPERATIONS MANAGER OF ASPEY FERTILIZER COMPANY LOCATED AT 305 LARSEN RD. IMPERIAL, CA. I HAVE BEEN WITH THE COMPANY SINCE ITS INCEPTION IN 1978.

ASPEY FERTILIZER COMPANY IS A WHOLESALE AND RETAIL FERTILIZER COMPANY, WHICH SELLS BULK FERTILIZER TO GROWERS AND DEALERS.

WE RECEIVE RAILCAR SHIPMENTS FROM THE MIDWEST, WASHINGTON, LOUISIANA AND IDAHO. WE EXPERIENCE CONTINUOUS PROBLEMS WITH SOUTHERN PACIFIC SERVICE DUE TO POWER SHORTAGES, ESPECIALLY IN THE COLTON AREA.

WE ARE VERY MUCH IN FAVOR OF THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC. WE'RE CERTAIN THIS UNION WILL IMPROVE OUR SERVICE DUE TO BETTER EQUIPMENT UTILIZATION AND MANAGEMENT BY A FINANCIALLY SOUND CARRIER.

SINCERELY,

CLIFF ENTZMINGER

I, CLIFF ENTZMINGER, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT.

EXECUTED ON SEPTEMBER 25, 1995
VERIFIED STATEMENT
of
DOROTHY WARREN
CUSTOMER SERVICE REPRESENTATIVE
on behalf of
AUSTIN WHITE LIME COMPANY
Post Office Box 9556, Austin, TX  78766
Phone 1-800-553-LIME

UP/SP MERGER CASE, FINANCE DOCKET 32760
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

My employment with AUSTIN WHITE LIME COMPANY (AWL) for over 24 years has been in the SALES AND TRANSPORTATION DEPARTMENT. AWL is a manufacturer of bulk and bags of Calcium Oxide (Quicklime) and Calcium Hydroxide (Hydrated Lime) in continuous production since 1888 and uses substantial rail transportation: outbound lime products originating at McNeil, Travis County, TX; inbound supplies solid fuels such as coal and petroleum coke, etc.

Our outbound rail traffic patterns are predominately within Texas along with some in Louisiana and Mississippi. Our heaviest rail traffic originates at McNeil, TX, enroute to Reynolds Metals at Gregory, TX, in covered hopper cars, shipped via UP with SP delivery.

When the merger is finalized, we are hopeful:

(1) Improvement in transit times. AWL will have a more even flow of railroad covered hopper car equipment to improve our production flow, loading and shipping to our largest customer at Gregory, TX, now routed UP/SP.

In the past, the SP originated the rail traffic at McNeil, TX, directly bound to Gregory, TX. When the SP sold the Llano branch line, this became a two-line haul; and SP could not supply equipment nor competitive rates to handle the Gregory, TX, traffic
(2) Carrier, UP, as a single line haul, should be able to provide faster delivery service, be in control of delivery to Reynolds, the receiver; and better turn around when returning empty cars to McNeil;

(3) Receiver, Reynolds, will have a more balanced inventory of Quicklime available for their processes and see a reduction in demurrage charges now caused by bunching because of two-line haul.

(4) Cost savings listed above should result in transportation cost savings through rate reduction going from a two-line rail haul to a single-line rail haul.

Reynolds at Gregory, TX, is located so they could elect to receive Quicklime via barge which would result in loss of business to us as well as the railroads.

(5) With the merger, UP should obtain additional locomotive power and jumbo covered hopper cars; streamline traffic lanes and routes to serve shippers and receivers more timely;

(6) Other reasons we favor the merger is that single line rail carrier may result in additional business for us.

There are five commercial lime producing points in Texas: two originating on the Santa Fe/BN, two others on the UP, and one on the SP Competition is strong!

(7) Inbound Traffic: Our current contract for coal originates in Wyoming via the UP; petroleum coke originate at is Eldorado, Kansas, via Santa Fe/UP. The UP-Sp merger should open new opportunities for our solid fuel supplies.

In conclusion, Austin White Lime Company supports the application for the proposed merger of the Union Pacific Railroad and the Southern Pacific Railroad.

I, Dorothy Warren, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 10, 1995.

Dorothy Warren
STATE OF Texas ss.
COUNTY OF Travis ss.

Dorothy Warren, being first duly sworn, deposes and says that she has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Subscribed and sworn to before me this 10 day of October, 1995.

[Signature]
Notary Public

My Commission Expires:

[Notary Seal]

BONNIE B. LOUT
Notary Public, State of Texas
My Commission Expires
JULY 8, 1998
October 5, 1995

**Verified Statement Of Stephen L. Seher On behalf Of Auto Warehousing Company:**

My name is Steve Seher. I am the president and CEO of Auto Warehousing Company, headquartered in Tacoma, Washington. We work very closely with auto manufacturers and also many railroads, performing miscellaneous contract services. For the manufacturers, we provide many value added services but are primarily responsible for port operations and processing, (accessorization and body shop), of vehicles before being shipped to an appropriate dealer. For the railroads we work on a contractor basis, being primarily responsible for the loading and unloading of automobiles in and out of multi-level railcars or autostack type of equipment. We also provide ramp haulaway services for numerous railroads across the country. The following are various locations where we perform a variety of services.

**Tacoma, Washington**
- Port operation, providing accessorization, bodyshop, washrack, trucking, rail load and unload for Mazda, Isuzu, Chrysler, Mitsubishi, Suzuki, Kia, Burlington Northern and the Union Pacific Railroad

**Renton, Washington**
- Container unloading for Ford Motor Company contracted through the Burlington Northern Railroad

**Detroit, Michigan**
- Services include, accessorization, rail loading and unloading for the account of Suzuki Motors, utilizing the services of Conrail

**Woodhaven, Michigan**
- Services include accessorization, bodyshop, washrack, rail loading and unloading for Mazda on the Canadian North American Railroad

**Fordhaven, Michigan**
- Rail loading and unloading of Ford and GM on the Canadian North American Railroad.
Wilmington, California

Lafayette, Indiana
- Accessorization services for Isuzu and Honda Motors. Rail contractor for the Norfolk Southern Railroad, Conrail, and the CSX Railroad.

Milwaukee, Wisconsin
- Rail unloading services for Ford Motor Company on the Union Pacific Railroad.

Portland, Oregon
- Container loading for Honda, Hyundai, and Ford Motor Company. Accessorization and port operations for Hyundai and Honda Motor Company. Rail loading for Burlington Northern Railroad.

Avon Lake, Ohio

Rolla, Colorado
- Rail unloading contractor for the Union Pacific Railroad.

St. Paul, Minnesota
- Rail loading and unloading contractor for the Union Pacific Railroad.

Richmond, California
- Accessorization and port operations for Honda and Isuzu. Rail loading and unloading contractor for the Santa Fe Railroad.

Oakland, California
- Rail loading an unloading contractor for the Union Pacific Railroad.

Flat Rock, Michigan
- Accessorization and inland port operations for Mazda. Rail contractor for the Canadian North American Railroad.
Miami, Florida
- Rail contractor for the CSXT Railroad.

Normal, Illinois
- Accessorization and inland port operations for Mitsubishi and Chrysler Motors. Rail contractor for the Norfolk Southern Railroad.

Petersburg, Virginia
- Rail contractor for the CSXT Railroad.

Clearfield, Utah
- Haulaway truck contractor for the Union Pacific Railroad.

On behalf of Auto Warehousing Company, we would like to go on record by saying that we support the proposed UP/SP merger. We believe the merger would be in our Company’s best interest. With the changing environment with the status of western rail carriers and the approved merger of the BNSF, we feel it is important to have another western carrier of equal strength to compete. We feel a merger of the UP/SP would provide our Company with additional opportunities to participate in the transport, handling, and processing of automobiles. This merger would not limit the competition for such services at the various automotive ramp facilities. It would create a stronger competitor capable of providing value-added logistics services to a greater geographic area than it can today. Such services are in demand from the automotive industry.

I declare, under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement, executed on:

October 5, 1995
Date

Signature
I am a Purchasing Manager of Bachoco Company. My work is to accomplish the purchases of raw materials and to supervise the logistics. I've held this position for six years.

Bachoco is the largest poultry company in Mexico. During this year we are going to produce one million metric tons of feed products. We buy in the United States 60 percent of the raw materials. We import each year 400 thousand tons of grain, 150 thousand tons of soybean meal, 35 thousand tons of corn gluten meal and 30 thousand tons of meat and bone meal. We use mainly the frontiers of Laredo and El Paso, Texas.

Our company brings raw materials from several places in the United States (Kansas, Nebraska, Illinois, Texas).

We understand Union Pacific and Southern Pacific are requesting authority to merge. We welcome this merger as a means of ensuring that we will receive the best quality rail service and competitive rates. We believe that the proposed merger can give to our company many benefits, as for example:

More efficient routes will mean faster, more consistent transit times and better equipment utilization.

The merged system would use the best features of both railroads which will help us monitor shipments and better plan our purchases. The merged UP/SP system would provide strong competition to the BN/ATSF.

We support this merge and recommend it be approved.
I, Carlos Huerta Suárez, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Executed on September 18, 1995.
September 1, 1995

THE FOLLOWING IS MY SUPPORT STATEMENT FOR THE UP/SP PROPOSED MERGER.

1.-KARL W. LIGHTNER- SENIOR TRANSPORTATION/LOGISTICS ANALYST FOR THE BAKER REFRACTORIES COMPANY, P.O. BOX 1189, YORK, PA 17405.

My responsibilities cover all phases of inbound and outbound transportation for the Baker company and its customers. I handle all rate negotiations, carrier selections and overall transportation needs of the company. I have been employed by the company in my present position for 16 years.

2.- BAKER REFRACTORIES is an employee-owned basic refractories manufacturer, supplying both the cement and steel industries. Our reputation for a broad range of high quality products and exceptional customer service makes us an international sales leader of basic brick and monolithics for metals and minerals processing industries.

Our facilities include York, PA., Worksop, England and a joint venture with our Mexican partner in Monterrey, Mexico. Shipments to and from our plant in Mexico are serviced by the SP/UP railroad through either Eagle Pass or Laredo, TX. border crossings. Rail shipments are made direct to various U.S. customers or to our York, PA facility. We shipped 150+ rail box cars with SP/UP during the year 1994 from our Mexican plant and another 40+ cars from York, PA.

3.-We at the Baker Co. believe that proposed merger between the UP/SP railroads would be in our best interest as well as our valued customers. We strongly support and endorse the proposed merger.
4.- We feel that by granting this proposed merger it will benefit our company in many ways. One of which is better service to and from Mexico, one of our major market areas. This merger will provide single-line service to and from our Mexican market over shorter and more efficient routes and cut the transit times enabling us to better plan and utilize our inventories.

Another major benefit will be the better and more efficient utilization of equipment, both power and cars. This will help us during the peak shipping periods we now face in our industry. Service to our company and, more importantly, service to our customers will improve with shorter and more efficient routes.

5.- BAKER REFRACTORIES supports this application and believes it will benefit all parties concerned.

KARL W. LIGHTNER
SR. TRANSPORTATION ANALYST

I, KARL W. LIGHTNER , declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 1, 1995.

KARL W. LIGHTNER
VERIFIED STATEMENT
OF
GEORGE W. FRANCIS
BAY AREA PIGGYBACK

Finance Docket #37760, Union Pacific control & merger Southern Pacific

George W. Francis is President of Bay Area Piggyback. Has held the position of President for 4 years and Vice President for 16 years. A graduate of California State University Hayward with a degree in business and finance. Responsible for carrier transportation agreements.

Bay Area Piggyback is a shippers agent arranging for transportation via exempt intermodal service. Contributed over 24,000 intermodal shipments in 1994. Utilizing the intermodal network throughout the US, Canada and Mexico. Our core markets are primarily eastbound from California and Nevada. Expanding sales offices are penetrating new market regions promoting intermodal growth. Presently our sales offices are at Oakland, Los Angeles, Stockton, Denver, Kansas City and Chicago with dispatch operations at Oakland, Kansas City and Los Angeles.

Our intermodal customers are made up of many types of products including; Diatomaceous Earth (filtering agent), Sugar, Canned Goods, Wine, Food Products, Paint, Lumber, Package Chemicals, Roofing Material, Exercise Equipment and other cased goods. The primary traffic flows are transcontinental between CA/NV and the midwest, TX and the east coast. Bay Area Piggyback has traditionally contributed eastbound traffic. Over the years our market penetration has attracted complimenting westbound. This traffic utilizes the entire intermodal network throughout the US, Canada and Mexico.

Bay Area Piggyback is in favor of the proposed merger of the Southern Pacific and Union Pacific. The following benefits are expected.

IMPROVED TRANSIT TIME: The combined resources of the Southern Pacific and Union Pacific will allow for better route configurations utilizing the best connections of each rail network. It is our understanding that the combined rails will be able to offer third morning service between CA/NV and Kansas City, Chicago, St. Louis, Memphis bringing to intermodal a competitive alternative to highway motor carrier service. Third morning service has not been attainable via the central corridor between Northern California and midwest markets.

IMPROVED ROUTES AND SERVICE: Separately the Southern Pacific and Union Pacific are disadvantaged in market corridors. The combined route resources will allow dedicated intermodal trains improving transit time and reducing product damage. It is understood that carload manifest trains will have less conflict with intermodal schedule leading to improved transit time for both Intermodal and Carload business.
Currently the Union Pacific is unable to effectively compete in the markets between Northern California/Nevada/Utah and Texas. The Southern Pacific is unable to effectively compete in the markets between the Pacific Northwest and Texas. And the Union Pacific is unable to reach between the west coast and New Orleans. Combined, the single line carrier will be a competitive alternative to highway carriers and other rail carriers (BN/ATSF) that was not available as separate lines.

It is known that intermodal is most effective on volume operations. The combined networks will improve overall capacity utilization. Such will create additional capacity for future growth of intermodal.

**IMPROVED EQUIPMENT RESOURCE** The combined carriers will have the advantage of a greater pooling of equipment and network flexibility. As single line carriers there were limitations of carrier specific equipment loadings. ie: SP containers (SPDU) could not move to/from Northern CA/NV/UT. Equipment destination flexibility enhances the marketability of intermodal creating a much greater cost efficient product.

Faster transit times made possible by better routings will greatly improve the number of loaded moves attainable per piece of equipment. Improving from 2 loaded moves per month to 4 will reduce the capital operating cost further enhancing the intermodal product.

**COMPETITIVE ALTERNATIVE** The BN/ATSF merger requires an equally strong competitor made possible only through a joining of the SP/UP. The merger will also enhance the intermodal industries ability to effectively compete with highway carriers for transcontinental traffic.

The I-5 corridor between CA and OR/WA will have a viable alternative to highway carriers. This was not accomplished in the past through any other joint line venture between the two separate carriers. This corridor is in great need of a truly competitive alternative to this highway carrier dominated market.

Where the SP/UP merger leave a single rail carrier, it is expected that trackage right’s will be offered to a carrier such as the BN/ATSF. The corridor between Denver and Oakland serving Salt Lake City, Reno, Sacramento will require the availability of an alternative rail intermodal option to maintain competition in the market place. Currently the only market alternative would be highway carrier service. This would not be healthy in the long run.
Bay Area Piggyback is in favor of the proposed merger to be in the best interest of our mutual intermodal customers. Further this is consistent with the national transportation plan to advance intermodal services.

I, George W. Francis, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on 9/26/95.

George W. Francis

Witness Patricia D. Boggs

SPUPMERGER
VERIFIED STATEMENT
OF
ALBERTO VITE A.
ON BEHALF OF BAYER DE MEXICO

MY NAME IS ALBERTO VITE A., I AM PRODUCTION MANAGER FOR BAYER DE MEXICO, S.A. DE C.V., VIA MORELOS 330-E, 55540, ECATEPEC, MEX., RESPONSIBLE FOR THE TRANSPORTATION OF BOTH, RAW MATERIALS AND FINISHED PRODUCTS FOR BAYER IN MEXICO AND THE UNITED STATES I HAVE HELD THIS POSITION FOR 14 YEARS AND WORKED FOR BAYER 6 YEARS IN OTHER POSITIONS.

BAYER DE MEXICO, HAS ONE PLANT LOCATED AT ECATEPEC, MEX. WE PRODUCE POLIOLS WHICH ARE USED IN THE PRODUCTION OF MATTRESSES, FOAMS, ETC., NINETY PERCENT OF OUR PRODUCTION IS USED WITHIN MEXICO AND TEN PERCENT EXPORTED TO BAYER CORPORATION AT NATRIUM WV.

WE UTILIZE MOTOR CARRIERS, INTERMODAL AND UP BULK TAINER SERVICE, IN MOVING OUR PRODUCT TO WEST VIRGINIA OUR IMPORTS TOTAL 6,000 METRIC TONS OF PROPYLENE OXIDE PER YEAR FROM ARCO CHEMICAL, CHANNELVIEW, TX, ARCO CHEMICAL IS RAIL SERVED BY THE UNION PACIFIC RAILROAD, THE PRODUCT MOVES IN TANK CARS VIA UP-LAREDO-FERROCARRILES NACIONALES DE MEXICO.

WE UNDERSTAND THAT THE UNION PACIFIC RAILROAD AND THE SOUTHERN PACIFIC RAILROAD ARE REQUESTING PERMISSION TO MERGE THEIR RAILROADS WE ARE IN FAVOR OF THIS MERGER AND WISH TO OFFER OUR SUPPORT.

WE ARE IN SUPPORT OF THIS MERGER BECAUSE WE FEEL THE MERGED SYSTEM WILL CREATE OPPORTUNITIES TO UTILIZE SHORTER ROUTINGS. THIS WILL REDUCE TRANSIT TIMES WHICH IS IMPORTANT TO US BECAUSE IT WOULD HELP REDUCE THE COST OF OUR IN TRANSIT INVENTORY. ADDITIONALLY, BECAUSE OF THE CONTRACTION OF THE MEXICO DOMESTIC MARKET WE WILL HAVE TO SELL AROUND 1,500 METRIC TONS OF ISOCIANATES TO U.S. CUSTOMERS NEXT YEAR AND A MERGED SYSTEM WILL PROVIDE US WITH SINGLE LINE ACCESS TO SEVERAL POTENTIAL CUSTOMERS.

BAYER DE MEXICO, S.A. DE C.V., IS DEFINITELY IN FAVOR OF THIS MERGER AND WE WANT TO SEE IT APPROVED.

I, ALBERTO VITE A., DECLARE UNDER PENALTY THAT THE FOREGOING IS TRUE AND CORRECT FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE VERIFIED STATEMENT.

EXECUTED ON SEPTEMBER 22, 1995.

[Signature]
October 3, 1995

RE: FINANCE DOCKET NO. 32760, UNION PACIFIC CORPORATION
UNION PACIFIC RAILROAD COMPANY & MISSOURI PACIFIC
RAILROAD COMPANY-CONTROL & MERGER-SOUTHERN PACIFIC
RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION
COMPANY, et al.

My name is Mark Abendroth, and I am employed as a traffic
manager for Bennett Hardwoods. My company’s address is P.O. Box
1364, Wausau, Wisconsin 54402-1364. I have over ten years of
experience in the lumber industry and I am currently responsible
for the coordination and management of all inbound and outbound
rail, truck and barge traffic utilized by our company for the
shipment of our hardwood products. Our company manufactures
various hardwood products at our plant in Prairie du Chien,
Wisconsin, as well as our facility at Martinsville, Indiana.

The most important benefit of the merger for our company
will be the improvement of service on our route over the SP from
Indiana to Southern California. Our service has been somewhat
slow in the past, but we are confident that with Union Pacific’s
resources there will be dramatic service improvements for that
traffic.

A secondary benefit of these improvements will be the
greater flexibility they afford my company in scheduling
production between our Indiana and Wisconsin plants. We rely
heavily today on our Wisconsin plant served by BN/Santa Fe, in
part, because SP rail service to our Indiana plant is not as
competitive as we would like. After the merger, we are confident
that the new UP/SP system will be able to provide rates and
service that are more competitive to those offered by BN/Santa
Fe. Having more competitive rates available at these two plants
will assure us of continued competition from both UP/SP and
BN/Santa Fe.
While our company realizes that as a result of the merger there may be a reduction in the number of carriers serving some points in markets that we ship to, we feel it is more important that there be two strong rail carriers from which to choose for our service. We feel this will lead to greater competition among the carriers resulting in better rates and service for our company.

For these reasons, Bennett Hardwoods, Inc. supports the merger of the Union Pacific and Southern Pacific railroads and urges the Commission to approve the merger.

I, Mark Abendroth, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on 10-3-95.

Mark Abendroth
VERIFIED STATEMENT
OF
GARY V. TRAGESSER
ON BEHALF OF
BENNETT LUMBER PRODUCTS, INC.

I am the Vice President of Sales for Bennett Lumber Products, Inc., P.O. Box 49, Princeton, Idaho 83857. I've held this position for four years. My prior position was as the Transportation Director, a position I held for 10 years.

Bennett Lumber Products, Inc. operates three mills in Idaho and one in the state of Washington producing dimension lumber, boards, and wood chips which are transported nationwide via both rail and truck. We presently operate mills serviced via the B.N. as well as the C.S.P. railroad which is jointly owned by the B.N. and U.P. While our U.P. shipments originate on a short line railroad (C.S.P.), all of our transportation needs are addressed by either one of the two parent railroads. Our total rail shipments amount to approximately 385 carloads annually with rail freight payments totaling approximately $1,345,000 annually.

Bennett Lumber Products, Inc. firmly supports the Union Pacific (U.P.) and Southern Pacific (S.P.) merger.

Our production facilities and their shipping needs are dependent on both Union Pacific and Burlington Northern and we have found the Union Pacific to be very responsive to our rail shipping requirements. We believe the combined centerbeam flatcar fleets of the U.P. and S.P. will provide our company with significant equipment improvements. We also believe a combined U.P. and S.P. system would allow us faster and more efficient routes for our customer shipments into California, Arizona, Texas, as well as southeastern markets. Benefits from a new single line service should also help us to expand our sales into new markets in which we currently are not able to compete. Another important aspect would be the added financial stability which the S.P. would gain through long term financial input by Union Pacific.

Finally, we believe it is in the best interest of all rail shippers to allow Union Pacific to combine their operations in order to remain competitive with a newly combined B.N. and A.T.S.F. rail system.

Bennett Lumber Products, Inc. supports the U.P.-S.P. merger as being in the best interest of ourselves, our customers, and the general shipping public.
VERIFICATION

STATE OF IDAHO  )
COUNTY OF LATAH  )

Gary V. Tragesser, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Subscribed and sworn to before me this 31st day of August, 1995.

My commission expires:

Apr. 1, 1999
VERIFIED STATEMENT

OF

DEBORAH A. ETTER
On behalf of

BERG STEEL PIPE CORPORATION

My name is Deborah A. Etter and I am and have been Manager of Transportation for Berg Steel Pipe Corporation for the past fifteen years. Berg Pipe manufactures large diameter steel pipe at our facility in Panama City, Florida, and my responsibilities include the rate negotiations and planning for shipment of our finished product via all modes of transportation including rail.

We utilize both the Union Pacific and the Southern Pacific Railroads and understand that they are about to seek authority to merge into one rail carrier. This is to announce our support of such a merger as we feel it would be a great benefit for our company. Among other improvements, this merger would give us flexibility in routings and access to a larger pool of equipment.

I, Deborah A. Etter, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this certified statement. Executed on September 29, 1995

[Signature]

Dated: September 29, 1995
My name is Greg Biagi. I am President of Biagi Bros. Transportation & Warehousing. Our main office is located in Benicia, California. In 1978 we incorporated and began what has now become a nationwide warehousing and transportation company, consisting of three separate companies and employing over 200 people in California, Florida and Oklahoma.

Pertinent to this proceeding, our company receives beer by rail at our facilities in Benicia and Ontario, California. We transload the product for distribution, warehouse when appropriate and transport the product by truck to local distributors in California. We receive some of the product by rail over various Mexico border crossings, including Eagle Pass and Calexico.

We support the proposed merger of Union Pacific and Southern Pacific. As our facilities are served by SP, the expanded territory which can be reached by single line service through a merger with UP is of particular benefit to us. Further, the service improvements inherent in single line service, particularly reduced transit time, are of importance to distributors such as our company, for the reason that quicker, more reliable service allows us to control inventory and distribution more efficiently. The enhanced service to and from Mexican border crossings we could expect after the proposed merger is of benefit to us. UP has a better reputation within the industry for expediting rail shipments across the Mexican border. As a combined company, SP could benefit from that expertise.

We also support the settlement reached by UPSP and BNSF. Not only does it assure viable competition in the West, it enhances the competition for traffic moving over Mexican border crossings and promotes desirable service improvements on that traffic.

The proposed merger combines the strength of the two systems and will result in a stable financially sound carrier capable of meeting the competitive challenge proposed by the newly merged BNSF. It assures the continued availability of quality competitive rail service for the long term. We urge the Commission to grant quick approval to this merger in order that its benefits can begin to be achieved.
I, Greg Biagi, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on, October 4, 1995.

[Signature]

Greg Biagi
VERIFIED STATEMENT
of
Patricia Malcom
on behalf of
Blue Mt. Forest Products, Inc.

I am Patricia Malcom, Sales Manager for Blue Mt. Forest Products, Inc., P.O. Box 1559, Pendleton, OR 97801. I have held this position for 2 years. In addition I have been involved in the management and operation of this company for 10 years.

Blue Mt. Forest Products operates a lumber and lumber products mill at Reith, OR., served by the Union Pacific. Our rail volume amounts to approximately 100 rail cars loads annually. Our production is sold and shipped throughout the United States. Our production is sold both directly to consumers and to brokers and wholesale lumber companies.

Blue Mt. Forest Products, Inc. supports the Union Pacific and Southern Pacific merger. It is also our view that rail competition in the Western United States will be strengthened by the UP/SP merger in view of the approved BN/Santa Fe merger and as opposed to an independent SP to weak to compete effectively against the combined BN/ATSF and UP.

While our mill is served by UP, our support is based on the single-line service that will result from the merger to important California and Southwest markets. Our support is also based on the fact that UP’s financial strength will provide the ability to make the required capital investments to insure SP’s long term viability, thus providing an improved service outlook to customers served by SP currently. In addition, we believe the UP/SP merger is critical to us in view of the approved BN/ATSF merger, which provides BN origin mills an advantage into the important California and Southwest markets.

Blue Mt. Forest Products, Inc. supports the UP/SP merger as being in our interest, as well as our customers and the public interest.

[Signature]
Patricia Malcom
Sales Manager
Blue Mt. Forest Products, Inc.

VERIFICATION

I, Patricia Malcom, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on 9-25-95.

[Signature]
Patricia Malcom, Sales Manager
Blue Mt. Forest Products, Inc.
My name is Steve Barton. I am the President of Bonus Crop Fertilizer, Inc. We are located in Bay City, TX and Greenville, TX.

I am in full support of the Union Pacific(UP)/Southern Pacific(SP) merger. Due to the fact that much of our materials originate on the UP in Donaldsonville, LA and on the SP in Pasadena, TX. I see the merger having a positive effect on our inbound materials. This combination should reduce delays in Pasadena for the SP switching cars to the UP. I have been disappointed in SP's switching of cars out of the Mobil plant in Pasadena and making them available to the Houston Belt and Terminal Railroad in a timely fashion.

I feel this merger will enable my company to negotiate for more competitive rates. In the past the SP has seemed reluctant to work with other railroads when Bonus Crop Fertilizer attempted to get improved freight rates.

Sincerely,

H. S. Barton
VERIFICATION

STATE OF ________________ )
COUNTY OF ________________) ss.

_________ (Name)__________, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

(Signature) __________________________________________
Name-Typed H.S. BARTON

Subscribed and sworn to before me this ___________ day of October, 1995.

Cheryl L. Salinas
Notary Public

My Commission Expires:

______________________
6-30-99
September 13, 1995

VERIFIED STATEMENT

OF

Perry J. Willingham

on behalf of

Brinkley Dryer & Storage Co., Inc.

RE: FINANCE DOCKET NO. 32760

My name is Perry J. Willingham, General Manager of Brinkley Dryer & Storage Co., 25 W. Whiteoak St., Brinkley, AR 72021. I have been in the grain business since 1967, being employed with Bunge Corp. for 9 years, Great River Grain Corp. for 14 years, and with my present employer, Brinkley Dryer & Storage Co., for 5 years. I am personally responsible for seeing that the rail cars are ordered, received on time, loaded, and released for destination.

We are served by the Southern Pacific at our location in Brinkley, Arkansas. We have a brown rice mill with the capability to also mill white rice. Our products are marketed nationwide, however, the majority of our products have gone into Canada.

Our biggest concern over the past couple of years has been lack of equipment. Car shortages and inadequate power to move cars has hampered our ability to service our customers. The merger of the SP and UP would definitely help solve this problem and open up new markets for Brinkley Dryer & Storage Co. Streamlined operations of the merged companies will improve transit time by eliminating yard congestion, provide better locomotive resources and vastly expedite movement of cars, both loaded and empty.

We believe that your approval of this merger is very important. This merger will provide significant benefits to Brinkley Dryer & Storage Co. and the railroad industry in general. Our company fully supports this application.

I, Perry J. Willingham, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on September 13, 1995.

Perry J. Willingham
General Manager
My name is Vicki J. James, Traffic Manager for Buckman Laboratories, Inc. We are a specialty chemical manufacturing plant with facilities located in Memphis, TN, and Cadet, MO in the U.S. and in six countries worldwide. We also enjoy a strong sales presence in most major international cities either with a sales office, or distribution partner.

In my position, which I have held for five years, I am responsible for all domestic transportation. This includes less than truckload, truckload, tanktrucks and rail. During this time I have seen our dollars spent on transportation increase from $1.5 million to $7 million. The majority of our sales are concentrated in the pulp and paper industry with agricultural market second.

By rail our company ships tankcars from Cadet, MO, which is serviced by the UP, mostly to destinations in Idaho, Washington, Oregon, California. Our customers in California are served by the SP and the ATSF, in Washington by the BN and Idaho and Oregon the UP. In 1994 we had over 200 shipments to these locations via rail and over 130 via intermodal (UP Bulk tainer). We hope to increase this business by 15 - 20 percent in 1995.

I understand the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. More specifically, our reasons for supporting the merger are as follows:

1. New single line service
   We will be able to enjoy direct single line service from Cadet, MO to points in Southern and Central California. We would benefit from the shorter more efficient route that would result from the merged systems ability to use both the UP and the SP lines. For example, use of both railroads’ lines should save several hundred miles on the route between Missouri and the California Imperial Valley.

2. Improved intermodal service
   We would be able to save approximately 230 miles one way, 460 round trip on shipments originating in Memphis to points in the Los Angeles and Oakland, California areas. The more efficient, reliable service between these two locations will greatly improve our ability to get product to our customers overseas.

3. Improved pre-blocking
   Pre-blocking trains in the St. Louis area to points in the western United States will provide better transit times to our customers. Pre-blocked trains can be routed around terminals that are congested, during our peak season (June through October), when getting product to distributors is critical.
4. Improved equipment supply
The merged system would be able to reposition both cars and locomotives more efficiently. Having the ability to shift power where needed on such a system would greatly improve the turnaround time on our moves to the West. We would possibly be able to reduce the size of our fleet. If nothing else, we will get better utilization out of our tank cars.

5. Assurance of long-term quality service
I have become concerned in recent years with the service and long-term financial situation of the SP railroad. We have experienced severe delays at certain junction points, and I did not feel SP had the capital available to enhance, or service commitment to improve these points. We had to stop using the SP railroad to a customer in Bakersfield, California and because of the delays in transit. We changed this move to the ATSF.

We believe that the proposed merger will provide significant benefits to us. Our company supports this application.
VERIFICATION

STATE OF  

COUNTY OF  

VICKI J. JAMES, being duly sworn, deposes and says that she has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

SIGNATURE:  
NAME:  

Subscribed and sworn to before me this  day of  , 1996.

Notary Public

My Commission Expires:
MY COMMISSION EXPIRES AUG. 13, 1997
Verified Statement of Francis K. Brower on behalf of BULLET TRANSPORTATION SERVICES, INC.

Francis K. Brower, President and partner with Cary M. Varettes of BULLET TRANSPORTATION SERVICES, INC. We are headquartered at 505 N. Tustin Ave., Suite 215, Santa Ana California 92705. BULLET has been a transportation broker, freight forwarder, and shippers agent for the past five years. I have been in transportation for the same period of time. Prior to that I was a police officer for 25 years. Cary, my partner, has spent over 25 years in the transportation industry.

For the past 2 1/2 years we have been associated exclusively with CSX Railroad via Southern Pacific routing from and to Los Angeles, Oakland, Portland and Seattle for intermodal service. We also move a considerable number of over the road shipments, due to lack of intermodal service available to BULLET TRANSPORTATION SERVICES, INC.

Doing business with one railroad extremely handicaps us concerning routes and rates, it has become necessary for BULLET TRANSPORTATION
SERVICES, INC. to associate with the Union Pacific. We found that by entering into an intermodal contract with the Union Pacific other routes and destinations became available. We have been doing business with the Union Pacific for over five months, and at this time are quite pleased with both service and rates.

BULLET TRANSPORTATION SERVICES, INC. has an annual gross revenue of 7.5 million. We anticipate continued growth due to our recent association with the Union Pacific. BULLET TRANSPORTATION SERVICES, INC. is excited about the possible merger of the Southern Pacific and Union Pacific, as that would open up further opportunities for increasing our intermodal growth. We are especially enthusiastic about Southern California to Portland and Seattle (I-5 Corridor). A large percent of our business into those locations are over the road and we find it difficult to compete. We are also looking forward to Southern California into Mexico.

The Southern Pacific/Union Pacific merger is supported by BULLET TRANSPORTATION SERVICES, INC. for the following reasons:

The strength of a Southern Pacific/Union Pacific would allow for greater service frequency at many locations and increase the ability to pre-block run through trains. This will assist in alleviating congestion in many terminals, reduce the amount of damage and provide faster transit times. Positioning of equipment between Midwest and West Coast ports would be improved.
The I-5 corridor would promote competition with the trucking industry between Southern California and Seattle.

This Southern Pacific/Union Pacific merger would allow less time sensitive shipment to be combined with other slower manifested shipments to be routed on the same trains. This would allow automotive traffic and time sensitive traffic to move faster via intermodal routes.

Movements to and from the interior points of Mexico are very difficult and complicated. The Southern Pacific/Union Pacific merger would allow pre-blocked and pre-cleared trains to be expedited.

The merger would cause ramp improvement at strategic locations such as San Bernardino, Colton, Kansas City, and Memphis. Capacity at terminals throughout the system would be greatly improved.

The Southern Pacific presently has shorter routes between Memphis and Los Angeles as well as Los Angeles to and from Chicago. The merger would allow for greater competition between these points.

Also the capacity to utilize equipment i.e. containers, locomotives, etc. due to the merger would be enhanced greatly, due to shorter, faster routes and more efficient handling through terminals.
The merger would provide greater competition between the Burlington Northern/Sante Fe merged system between Chicago and Southern California as well as Southern California to Portland and Seattle. BULLET TRANSPORTATION SERVICES, INC. is enthusiastic about the increased competition and service this might create.

As you can see there are numerous benefits to the Southern Pacific/Union Pacific merger and we at BULLET TRANSPORTATION SERVICES, INC. look forward to the approval by the Interstate Commerce Commission.

Sincerely,

[Signature]
Francis K. Brower
President
VERIFICATION

STATE OF CALIFORNIA SS
COUNTY OF ORANGE

FRANCIS K. BROWER BEING FIRST DULY SWORN, DEPOSES AND SAYS THAT HE HAS READ THE FOREGOING DOCUMENT, KNOWS THE FACTS ASSERTED THEREIN, AND THAT THE SAME ARE TRUE AS STATED.

FRANCIS K. BROWER

SUBSCRIBED AND SWORN TO BEFORE ME THIS 11 DAY OF SEPTEMBER, 1995.

NOTARY PUBLIC

MY COMMISSION EXPIRES:

4-6-96

KAREE SIMS
COMM. #50385
Notary Public-California
CHANGE COUNTY
My comm. expires APR 04 1996
My name is Dan Burton. I am General Manager of Burton Lumber company. I manage the business along with other members of my family. I also deal with the railroads and handle the transportation for our company.

We are a wholesale and retail lumber and building supply company and have been in business since 1911. We are served by the DRGW/SP exclusively. We have done business with the Denver and Rio Grande Western Railroad, the Southern Pacific Railroad, and the Union Pacific Railroad for many years. We originate lumber and building products in the Pacific Northwest on the Southern Pacific, Burlington Northern and Union Pacific Railroads. We bring the products into our facility in Salt Lake City, Utah. Our present carload volume is about 300 carloads per year. We sell and distribute the products throughout the Salt Lake Valley.

We have recently expanded our facility and increased our rail business with the help and cooperation of the Southern Pacific, and expect to continue to grow and use the railroads to a greater extent each year. The Salt Lake location is our only facility.

We have heard The Union Pacific and Southern Pacific railroads are applying to the ICC for permission to merge. We would like to take this opportunity to let you know our company strongly supports this merger. We believe the merger is necessary for the fiscal well being of the Southern Pacific, if they are to compete in the environment of the huge Burlington Northern Santa Fe Railroad. We believe the combination of the Union Pacific and Southern Pacific will provide the strength necessary to compete with the recently merged BN/ATSF. We also believe the awarding of trackage rights to the BN/ATSF in Utah, addresses the competitive issues that were brought to the forefront when their merger was announced.

We have been greatly concerned about the financial condition of the Southern Pacific over the last few years and have worried they would not be able to continue to prosper in the shadow of the ever increasing size of the Union Pacific, and the very large Burlington Northern. With the merger on the Union Pacific and the CNW, and the announcement of the desire of the Burlington Northern and Santa Fe railrods to merge, it became evident it would be increasingly difficult for the Southern Pacific to survive. We now believe the merging of the Union Pacific and the Southern Pacific is the natural solution to the survival of the Southern Pacific. We also believe denying them the right to merge would lead to the eventual demise of the Southern Pacific.
When the two roads merge, we expect many of the problems now plaguing the two railroads will be eliminated. The Union Pacific has told us they are having congestion problems all over their system. We believe these problems will be eliminated by the addition of the Southern Pacific yards and parallel lines that will be come available after the merger. The Southern Pacific has had serious power problems which has created very serious service problems for their railroad. With the merger, additional equipment and locomotives will become available which should relieve many of the service problems the SP has had. Our business has been hurt on many occasions by the poor service provided by these two railroads. We believe many of the problems will be resolved when the two roads are combined.

Dan Burton

VERIFICATION

I, Dan Burton, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on 10/15/95.

[Signature]

[Handwritten Date]
October 13, 1995

VERIFIED STATEMENT
OF
ROBERT ESTRADA
on behalf of
CALIFORNIA METAL DISTRIBUTORS, INC.

California Metal Distributors Inc. is located at 222 East Manville Street in the city of Compton. I founded California Metal Distributors, Inc. (C.M.D.) in April 1986. As president of C.M.D. I administer and oversee the direction of the company. One of our current comparative advantages from other steel service centers is our 100,000 square feet railroad served building. Plus, its strategically located in the harbor commercial zone, nine miles of the Los Angeles and Long Beach deep water seaports. Furthermore, the future Alameda corridor will dramatically improve railroad and highway access. We are the only steel service center in the Los Angeles area with covered dock for railroad handling operations. As president of C.M.D. proper administration of the traffic operations only benefits not only our profit line but our customers' as well.

Prior to C.M.D. I was Vice-President and General Manager of Coast Metal Center, Inc. from January 1979 to March 1986. During said time I traveled extensively to foreign countries such as Asia, Europe, South America and Mexico to procure steel products for the company. Also, I was responsible for all domestic railroad contracts, purchasing agreements as well as international agreements. I negotiated several contracts with domestic rail companies such as Union Pacific Railroad, Southern Pacific and Conrail. Prior to that I worked as General Manager of Lafayette Metals, Inc. from January 1969 to 1977.
At C.M.D. we sell excess-prime steel, process our customers material, and offer storage for our customers including trading companies as Ferrostaal and Itochu International. We have a constant busy traffic pattern; we are constantly receiving and shipping material in and out of our warehouse. For our international customers, rail cars are the best freight alternative. About 40% of our sales are international sales. Southern Pacific Railroad serves the building with an active railroad spur (#7070) under the building's ten ton overhead cranes. The cranes allow us to load and unload up to four railroad cars simultaneously. This service allows us to ship and receive steel and equipment at a tremendous cost savings on freight.

As a shipper dependent on SP service, we welcome the SP/UP merge as a means of ensuring that we receive top-quality rail service from a financially sound carrier with single-line access to numerous points. We believe that the proposed merger would be in our company's best interest as well as the interest of other shippers. We heartily endorse the SP/UP application.

With the merge SP/UP will be able to offer more efficient routes, new single-line service, and better equipment utilization. It will be in a better position to offer more competitive benefits from other railroad companies.

In closing, I believe California Metal Distributors, Inc. and other shippers will significantly benefit from the merge. My company supports the application.

I, Robert Estrada, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 13, 1995.
October 2, 1995

VERIFIED STATEMENT
OF
James R. Risse
on behalf of
CALIFORNIA PORTLAND CEMENT COMPANY

FINANCE DOCKET NO. 32760

My name is James R. Risse. I am the Manager of Marketing and Traffic for the California Portland Cement Company. My offices are located at 2025 E. Financial Way, Glendora, CA. 91741. I have been employed by California Portland Cement for approximately 30 (thirty) years, having held my current position since 1984. I am responsible for all outbound traffic which includes substantial tonnage shipped by rail. Mr. Tom Lynard, Director of Purchasing, is responsible for inbound traffic and he has submitted a separate letter of support.

California Portland Cement Company (CPC) manufactures portland cement at three facilities located at Colton, California, Mojave (Creal), California and Rillito, Arizona. Our plants are served by the Southern Pacific Railroad, and our traffic currently consists of rail movements from Mojave to French Camp, California and from Mojave to Colton, California. Although the exact tonnages involved are confidential, we are one of the largest shippers on the Southern Pacific in the State of California.

The merger of the Southern Pacific and Union Pacific Railroads would be of significant advantage to our company. This merger would create a financially strong carrier able to compete with the merged BN/Santa Fe. This merger would create greater availability of both locomotive power and rolling stock, which would be of tremendous value to our company. In addition, the merger would allow CPC to enjoy a single line haul from both Colton and Mojave to Las Vegas, Nevada, which would allow us to compete more effectively in that marketplace. The merger would also assure CPC of long-term, high quality service.
VERIFIED STATEMENT
OF
JAMES R. RISSE
on behalf of
CALIFORNIA PORTLAND CEMENT COMPANY

The California Portland Cement Company strongly and unequivocally supports the merger of the Union Pacific and Southern Pacific Railroads, and urges the Commission to act upon this matter with all possible speed.

Sincerely,

[Signature]
James R. Risse
Manager, Marketing & Traffic

I, JAMES R. RISSE, declare under penalty of perjury that the foregoing statement is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 2nd day of October, 1995.

[Signature]
James R. Risse

State of California
County of Los Angeles

Subscribed and sworn to before me this 2nd day of October, 1995.

[Signature]
Yolanda Diaz
Notary Public
My name is Leonard Neeper. I am the Traffic Manager for Capitol Aggregates, LTD. and have been working with the company's traffic movements for 30 years. I oversee the rail and truck shipments of our products.

Capitol Aggregates produces building materials, including sand, gravel, crushed limestone, ready mix concrete, asphalt and portland cement. Our home office is located at 11551 Nacogdoches Rd., P.O. Box 33240, San Antonio, TX 78265. We ship more than 5,000 carloads each year by rail within Texas. Our customers are primarily involved in commercial and highway construction. Many of our cement shipments by rail are destined for our own cement terminals.

Our main rail traffic originates at Collier Spur, Fairland, and Longhorn, all in Texas. From Collier Spur we move crushed stone via the Pecos Valley Southern, a short line railroad, to the UP interchange at Pecos. From Pecos it moves to the Dallas area. Crushed stone shipments also originate at Fairland. From Fairland, we transport crushed stone via the Austin Northwest Railroad to UP's McNeil interchange north of Austin. The stone is then sent to the Houston area. From Longhorn, near San Antonio, we send cement on the UP to San Benito, Bryan, Houston, and Laredo. We also move some of our products by truck in Texas.

I support the UP/SP merger, formally docketed in 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, et. al. The merger will give us access to a shorter, more efficient route over the SP line between San Antonio and Houston.
Even more, the merger will facilitate our ability to reach new markets in the Houston area and East Texas because we will now have access to SP's significant rail coverage in that region which we currently cannot access on the UP. The merged system will also provide an opportunity for Capitol Aggregates to establish a customer base in the Amarillo, Lubbock and Plainview region by utilizing SP's current trackage rights over the BN/ATSF out of Fort Worth.

VERIFICATION

I, Leonard Neper, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Executed on October 9, 1995.

[Signature]
VERIFIED STATEMENT
OF
SCOTT W. CANTONWINE
on behalf of
CASCADE WAREHOUSE COMPANY, INC.

The following is a verified statement of Scott W. Cantonwine, President of Cascade Warehouse Company, Inc., 1625 Front St NE, Salem, OR 97303. I have been involved in the transportation industry for 10 years, all with this company. I am responsible for all railroad contract negotiations and relations for Cascade Warehouse Company, Inc.

Cascade Warehouse is a lumber transload facility with Salem, OR being our only origin point. We operate a fleet of 150 centerbeam cars, specifically designed for lumber loading. The reload center is served by the Burlington Northern, with reciprocal switching access to Southern Pacific. Cascade Warehouse has annual lumber shipments exceeding 250 carloads via Southern Pacific, primarily from Salem, OR to Southern California and Arizona.

Cascade Warehouse supports the proposed merger of UP/SP from two primary viewpoints.

First of all, increased levels of service will enhance the utilization of our equipment. Streamlined operations will improve transit times by eliminating yard congestion, provide better locomotive resources and vastly expedite movement of cars, both loaded and empty.

Secondly, a financially viable railroad should allow for continued flexibility in meeting competitive demands dictated by market forces. It is the marketplace that ultimately determines the mode of transportation utilized to move finished products and raw materials to destination. A fiscally sound railroad is in much better position to meet shipper needs, from competition amongst remaining carriers to highway and waterway alternatives.
We believe this merger will provide Cascade Warehouse Company, Inc. with increased efficiencies and support the application for Union Pacific and Missouri Pacific control and merger of Southern Pacific Rail Corporation and Transportation Company.

I, Scott W. Cantonwine, declare under the penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Scott W. Cantonwine
President
This notarized page is part of a Verified Statement of Scott W. Cantonwine on behalf of Cascade Warehouse Company, Inc.

VERIFICATION

STATE OF OREGON
COUNTY OF MARION

Scott W. Cantonwine, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Scott W. Cantonwine

Subscribed and sworn to before me this 24th day of August, 1995.

Notary Public

My Commission Expires: 12/4/96
I am Lawrence A. Coulson Vice President and General Manager of medium size steel service center servicing the metal needs of the Inland Northwest. My education is a Masters degree in Business from Gonzaga University and a Bachelors degree in Psychology from Washington State University. I have held this position for ten years.

Our company consists of three different businesses. Stock Steel is a Heavy Carbon Steel Service Center. The Coeur d’Alenes Company is a heavy plate processor and fabricator. Weatherproof Reloading is a reloading company. We receive rail traffic at all three businesses in Spokane, Washington. Our inventory consists of steel plate, sheet, flat bars, rounds, squares, angle, channel, wide flange beams, standard I beams, square and rectangle tubing, round tubing, expanded metal, bar grating and grip strut. Stock Steel ships 90% of its incoming steel by rail. Our primary carriers are the Union Pacific Railroad and the Burlington Northern Railroad. The domestic origins of our steel: Geneva, Utah; Plymouth, Utah; Midlothian, Texas; Blytheville, Arkansas; Portland, Oregon; Kansas City, Missouri; Chicago, Illinois; La Pliz, Louisiana; Seattle, Washington; and Fontana, California. The primary destinations are Stock Steel, Weatherproof Reloading and The Coeur d’Alenes Company, all in Spokane Washington.

We understand that the Union Pacific and the Southern Pacific are requesting authority to merge. We strongly support this merger as a means of improving service, strengthening competition and improving car availability.
We will benefit specifically on shipments originating from Southern California, Oregon, Texas, Utah, Louisiana, and Arkansas. We will benefit further from this merger since it will improve car availability by opening routes between car surplus locations and car shortage locations. Our reloading business will benefit from this merger since the intermodal service will be more frequent and more reliable. Terminal Coordination and Pre-Blocking will move our cars faster and more efficiently. The merger will open rail service from Southern California to our Spokane plants by opening more efficient routes.

The Union Pacific / Southern Pacific Merger will enhance competition in the western United States adding new single line routes. This merger will benefit our company since currently, on the route from Southern California to Spokane rail service cannot compete with truck service. Too many different rail carriers on this route reduce efficiency and cause the rail carriers to be unable to compete with trucks on the I-5 corridor.

We believe that the proposed merger will provide significant benefits to shippers. Our companies support the application.

Sincerely,

Lawrence A. Coulson
VERIFICATION

STATE OF WASHINGTON
COUNTY OF SPOKANE

Lawrence A. Coulson; being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Lawrence A. Coulson

Subscribed and sworn to before me this 18th day of September, 1995.

Richard A. Bricken
Notary Public

My Commission Expires:

Sept 6, 1996
I, Francisco A. Robles Castellanos, current Manager of Traffic & Logistics Department, have the responsibility of all domestic and international movement of raw materials, operation, machinery and equipment supply, also the distribution of our products to all customers worldwide. I started in this position in September 1st. of 1995. Before this assignment, I have been Customs Operations Manager since 1987. I have developed my 18 years of professional experience always related with customs operations and traffic affairs. I am, bachelor degree of business administration and industrial specialist of international business and trade.

Celanese Mexicana, S.A. de C.V. (CelMex), is addressed in Av. Revolucion 1425, Mexico City, 01040, D.F. We are a Mexican company with 6,500 employees, partially owned by Hoechst-Celanese Corporation of the United States of America and Mexican investors. Our operations started 52 years ago (1944), doing business with synthetic and artificial fibers, packaging materials and secondary petrochemicals products. Today we have 45 production plants across the country in 10 different locations.

CelMex traffic operations in the United States combine almost all kind of transportation modes (air, road, sea, rail, mail) which includes: the services of the Union Pacific, Missouri Pacific and Southern Pacific Rail Road, serving our imports and exports of raw materials and products to the north east, south east, and south west regions (New Jersey, Virginina, N & S Carolina, Georgia, Louisiana, Texas), through the border of Piedras Negras-Eagle Pass, Tx., and Nuevo Laredo-Laredo, Tx., mainly from our plants of Zacapu, Ocotlan, Queretaro, Cangrejera and Celaya.
Statistics of CelMex operations with Southern Pacific Rail Road (1994).

Exports only.
Car-tank fleet: 54

<table>
<thead>
<tr>
<th>PRODUCT</th>
<th>ROUTES</th>
<th>TONS</th>
<th>OPERATIONS</th>
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<td>Isopropyl Acetate</td>
<td>Eagle Pass - Newark NJ.</td>
<td>9,600</td>
<td>300</td>
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<td>(**) Eagle Pass - Bayport Tx.</td>
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<td>Eagle Pass - Pampa Tx.</td>
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<td>Eagle Pass - Argo III.</td>
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<td>Eagle Pass - Celco Va.</td>
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<td>Eagle Pass - Celriver SC.</td>
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<tr>
<td>Methyl Isobutil Ketone</td>
<td>Eagle Pass - Toledo Oh.</td>
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<tr>
<td>Eagle Pass - Argo III.</td>
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<td>Eagle Pass - Melendy Tx.</td>
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<td>Eagle Pass - West Helena Ark.</td>
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<tr>
<td>Monomethyl Amine</td>
<td>Eagle Pass - Phoenix Ar.</td>
<td>500</td>
<td>10</td>
</tr>
</tbody>
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(*) Gulf port export.

Statement of Position on the UP/SP Merger

We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition.

As customers, our supporting reasons are that we believe the merger of SP and UP will bring the quality service we require to match our customers needs.

Furthermore, the experience and business relationship during the past years with UP has shown the capability to improve solutions to problems we are facing today with SP at Eagle Pass border, such as long delivery times, lack of information and late response to our logistic challenges and changes we need to become a reliable supplier.
With those improvements, we think that it is a good opportunity to grow in the rail business and cancel some other more expensive modes of transport we are using instead. Also, it will support a long-term relationship among all parties involved, customers, SP / UP and suppliers.

From our administrative point of view, the merge of SP / UP will ease our control operation in a way that CelMex cars in transit can be expedited with a single link, one rail road company, one call.

Finally, our today's expectations for this merge are related to a better service, but in the near future we'll be looking for other benefits such as savings on mileage, combined systems, shorter and more efficient routes, improve intermodal services, storage, products specialization, better equipment utilization and faster border customs clearance, among others.

We believe that the proposed merger will provide significant benefits to shippers. Our company supports the application.

Francisco A. Robles Castellanos.

I, Francisco A. Robles Castellanos, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 14 of 1995.
"Specialists in Hazardous Waste Transportation by Rail"

September 15, 1995

Interstate Commerce Commission
Finance Docket No. 32760
Union Pacific Corporation, Union Pacific Railroad and
Missouri Pacific Railroad Company - control and Merger-
Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, et. al.

Gentlemen:

As president and owner of one of the largest rail
facilitators operating in the hazardous waste trans­
portation market I am pleased to have the opportunity
to support the application pending before you re the
merger of Southern Pacific Lines and Union Pacific
Railroad.

The end result of such a merger for my company would
be the direct routing, which would save transportation
costs, and allow my company to compete more aggressively
with trucking rates; the ability to pass transportation
savings on to my customers; speedier service, which
means less days at risk as hazardous waste moves across
the country and more efficient use of our more than
150 tankcars now in service.

The merger would also permit Chem-Rail to solicit
business in new markets, particularly in Utah, Colorado
and Kansas. It certainly would afford our industry with
a greater supply of railroad equipment, particularly
gondolas.

The combination of Union Pacific's financial strength
and Southern Pacific's excellent routes should give
shippers the best of both worlds, i.e. the wherewithal
to maintain infrastructure to provide safe and reliable
routes and access to many different locations.

Single line service into our company's two transloading
facilities in Louisiana and Texas should yield immediate
results in cost reduction, which will be an added
incentive for our customers to ship by rail.

At the present time we are contending with cut rate
trucking operations, particularly in the Pacific
northwest, where some truckers are moving shipments
to the midwest at or about the same or lower rates
as than rail. Increased efficiency and single line
service should ease the rail costs so that we can be
competitive.
A significant benefit of the merger would be on movements where either Southern Pacific or Union Pacific is the carrier at the point of origin and the other at the termination of the movement. Heretofore, the railroad originating the movement has been loathe to permit its equipment to be used where the other railroad delivers to the final destination because of the difficulty in regaining possession of the equipment in a timely manner. A merger would eliminate that problem and permit easy access to the equipment after delivery.

For these reasons we support the proposed merger and urge its approval.

Respectfully submitted,

CHEM-RAIL TRANSPORT, INC.

By: Duane Grismore
President and Owner

STATE OF KANSAS

COUNTY OF JOHNSON

Now on this 15th day of September, 1995, before me, the undersigned, a Notary Public, appeared Duane Grismore, known to me to be the person who signed the above letter, and on his oath stated he executed said letter of his own free will and for the purpose stated therein.

JANET GRISMORE
Notary Public
VERIFIED STATEMENT

OF

DONALD J. CRUICKSHANK

on behalf of

CHEMICAL DISTRIBUTORS, INC.

I, Donald J. Cruickshank, am president of Chemical Distributors, Inc. located at 2727 N.W. Industrial, Portland, OR 97210. I have held this position since the establishment of the company in 1976.

Chemical Distributors, Inc. is a wholesaler of raw materials used by manufacturers of paint, ink, adhesives, rubber, and plastics. CDI represents producers of inert pigments in the northeastern, southeastern, south central, and western United States as a sales agent to customers in the Pacific Northwest.

In addition to the Portland warehouse, Chemical Distributors, Inc. operates a warehouse in Seattle, Washington which is currently served by the Union Pacific Rail Road. CDI's Portland warehouse is served by the Burlington Northern Rail Road.

At this time CDI Portland receives ground limestone and diatomaceous earth from Southern California via the Southern Pacific Railroad, and receives talc from Texas, Nepheline Syenite from Eastern Canada, and salt from Minnesota via the Union Pacific Railroad. The Seattle warehouse receives Nepheline Syenite, and occasional consolidated shipments from St. Louis via the Union Pacific. All rail traffic for both warehouses is incoming in nature; CDI does no shipping to customers by rail. CDI receives a limited amount of products from its suppliers via intermodal containers but boxcars comprise the vast majority of the company’s received shipments.

Chemical Distributors, Inc. strongly supports the proposed merger of the Southern Pacific and Union Pacific Railroads because the resultant rail system would provide our company with an option to current services which are inefficient or otherwise unsatisfactory. The
The proposed merger would provide several immediate advantages to our company:

Shipments of limestone from Pluess Staufer California, Inc. in Lucerne Valley, California could then be accommodated to our Seattle, Washington warehouse as well as to Portland, Oregon. Currently all shipments to the Seattle warehouse and to Seattle area customers are necessarily delivered by truck.

Shipments of talc from Pioneer Talc company in Alamore, Texas to both Portland and Seattle could be routed in a more direct manner thereby eliminating excess rail miles and improving service. Our current service requires cars to travel hundreds of miles eastward to Fort Worth before turning north and west to the desired direction of their destination.

In both of the above cases alternative routes have been identified, and CDI has attempted to utilize these alternatives. The alternatives either were not economically feasible or were deemed unworkable by the company due to service considerations (e.g. SP trains setting for several days in El Paso awaiting power).

The proposed merger will benefit our company and our customers by providing efficiencies in rail services and ensuring the continued financial viability of the merging partners. Chemical Distributors, Inc. strongly supports the proposed merger.

Very truly yours,
CHEMICAL DISTRIBUTORS, INC.

Donald J. Cruickshank
President

I, Donald J. Cruickshank, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on 10/2/75.
VERIFIED STATEMENT
OF
DALE M. SUMIS
ON BEHALF OF
CHICAGO CONSOLIDATORS, INC.

I, DALE M. SUMIS, AM PRESIDENT OF CHICAGO CONSOLIDATORS, INC., 391 QUADRANGLE DRIVE, BOLINGBROOK, IL 60440. I AM THE CHIEF OPERATING OFFICER OF THE COMPANY FOR THE PAST 13 YEARS, RESPONSIBLE FOR THE MOVEMENT OF APPROXIMATELY 10,000 CONTAINERS AND TRAILERS IN INTERMODAL SERVICE ANNUALLY.


WE UNDERSTAND THAT THE UNION PACIFIC AND SOUTHERN PACIFIC ARE REQUESTING AUTHORITY TO MERGE. WE BELIEVE THAT THIS MERGER WOULD BE IN OUR COMPANY'S BEST INTEREST, AS WELL AS THE INTERESTS OF OUR CUSTOMERS.

WE FEEL THAT WITH THE APPROVAL OF THE APPLICATION FOR THE MERGER OF THE UNION PACIFIC AND THE SOUTHERN PACIFIC, THERE WILL BE MANY BENEFITS FOR CHICAGO CONSOLIDATORS, SUCH AS:

- NEW SINGLE LINE SERVICE
- SHORTER, MORE EFFICIENT RATES - AS BETWEEN CHICAGO-OAKLAND
- MEMPHIS-LOS ANGELES/OAKLAND
- TEXAS-LOS ANGELES/OAKLAND
- SEATTLE-LOS ANGELES
- CHICAGO-SALT LAKE CITY

SINGLE LINE SERVICE TO ALL MEXICAN BORDER CROSSINGS
FASTER SERVICE ON ABOVE CORRIDORS
BETTER EQUIPMENT UTILIZATION
THESE PLUS INDIVIDUAL SPECIFIC BENEFITS ARE REASONS FOR OUR STRONG SUPPORT FOR THE APPROVAL OF THE UNION PACIFIC/SOUTHERN PACIFIC MERGER.

COMBINING THE UNION PACIFIC AND THE SOUTHERN PACIFIC WILL PROVIDE A SERVICE THAT WILL BE FULLY ABLE TO MEET THE COMPETITION THAT HAS ARisen THROUGH THE BN/SANTA FE MERGER. ESPECIALLY BETWEEN THE MIDWEST AND CALIFORNIA. WE FEEL THAT THE MERGER OF UNION PACIFIC AND SOUTHERN PACIFIC CAN AND WILL PROVIDE STRONG COMPETITION THAT WILL HELP MAINTAIN EFFICIENT AND RELIABLE SERVICE TO MANY MARKETS.

WE BELIEVE THAT THIS PROPOSED UNION PACIFIC/SOUTHERN PACIFIC MERGER WILL PROVIDE SIGNIFICANT BENEFITS TO CHICAGO CONSOLIDATORS, AS WELL AS OTHER SHIPPERS. OUR COMPANY STRONGLY supports this application.

I DALE M. SUMIS, DECLARE UNDER PENALTY OF PERJURY, THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT.

SINCERELY,

DALE M. SUMIS

As a shipper dependent on SP service at one of our locations, we welcome this merger as a means of ensuring that we receive quality rail service from a financially sound carrier. This merger should improve service and strengthen competition at our other locations. Even though this merger will result in one fewer railroad in the West, we feel two strong carriers will provide more viable competitive choices than one mega carrier, one medium sized carrier and one weak carrier.

Since my employment in 1991, I have negotiated rail contracts for shipment of whole cottonseed, cottonseed meal, cottonseed oil and, occasionally, alternative oils. I also manage our fleet of leased tank cars while working in the Commodity Trading Department and I am a member of the Southwest Association of Rail Shippers.

Chickasha Cotton Oil Company primarily crushes cottonseed and we ship the by-products to various locations in the United States, Mexico, Canada and to eastern and western ports for export. We operate oil mills in Casa Grande, Arizona (SP served) Clinton, Oklahoma (Farmrail served with connection to BN and ATSF) Lamesa, Texas (SLAL served with ATSF connection) Harlingen, Texas (SP and UP served). Construction is nearing completion in Tifton, Georgia (NS served) for a new oil mill. Chickasha of Georgia has two (2) facilities that store and ship cottonseed to numerous states and is served by AGLF, CSX and NS. Our oil is shipped to several refining plants all over the country and stored in tanks for export. Our Arizona, Texas and Oklahoma plants process enough oil to ship approximately 92 jumbo tank cars a month (150,000# each). The start up of Georgia should add 30 jumbos per month.

Chickasha is excited about the possibilities the proposed merger will bring to our company. One of our company’s goals has been to extend our crush as long as possible at all of our plants. Increased power and single-line service between the UP South Central points and the SP California points will greatly enhance the possibilities of shipping cottonseed from the Mid-South to our Texas and Arizona locations for crushing. Our company lost business this past season due to the lack of hopper cars. We are optimistic that the merger will help to alleviate this problem.
Our company appreciates and supports all of the continuing efforts being made by the Southern Pacific Lines and the Union Pacific Railroad to improve rail freight services to our company.

VERIFICATION

I, Sheila Sales, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on August 29, 1995.

Sheila Sales

Subscribed and sworn to before me this 6th day of September, 1995 in the county of Maricopa, State of Arizona

Notary Public

My commission expires:
VERIFIED STATEMENT
OF
NICK CIRCOSTA
on behalf of
CIRCOSTA IRON & METAL COMPANY

Date: September 29, 1995
To: INTERSTATE COMMERCE DIVISION

My name is Nick Circosta, President and Principal Owner of Circosta Iron & Metal Company. I have been in the scrap business since 1955.

My responsibilities include the purchasing and sales of scrap metals and other recyclable materials, as well as prime and secondary ferrous and nonferrous products. Our facility is located at 1801 Evans Avenue in San Francisco. At this time our plant is served by SP.

Most of the material we purchase arrives at our plant by truck, is processed (recycled) here and shipped out by rail. Our main Ship-to points are Utah,
Mexico, Texas, Oregon, and Illinois. We ship approximately 6,000 to 8,000 tons per month by rail.

As a company we very much dependent on rail service, we therefore strongly support the merger of Union Pacific and Southern Pacific since it would benefit Circosta Iron & Metal Company in many ways:

a. Improved Service. The combining of UP and SP will bring single-line service to many points at present not served by SP. As a result, we would have single-line access and single-line rates to Seattle.

b. Shorter Routes. We would, for example, save approximately 180 miles on our shipments to Chicago.

c. Service to our customers in Mexico would improve considerably. The UP/SP merger would bring shorter, more efficient routings and single-line service. A service to expedite boarder crossings ("Despacho Previo") would benefit our company greatly.

d. The proposed merger would improve the repositioning of both cars and locomotives necessary for our shipments to the Pacific Northwest as well as Texas. The resulting increase of equipment supply will better our service to our customers.

e. Also, in view of the recent merger of Burlington Northern and Santa Fe, the merger between UP and SP would create a financially strong company which could compete with BN/SF and would therefore be in our best interest.

f. The merger would allow UP/SP to differentiate traffic by category into different routes. This would reduce transit times and delays.
g. We believe that the proposed merger would assure long-term viability of UP/SP. This new, financially healthy company would be in a position to invest the necessary capital to maintain rail competition which in turn would give our company top quality service.

In summary, Circosta Iron & Metal Company fully supports the proposed merger between UP and SP. We believe the merger would result in significant benefits to us and in turn our to customers.

I, Nick Circosta, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Executed on September 29, 1995

Nick Circosta
The above named cooperative is located in highly productive agricultural area of North Central Iowa. I, Allen Struthers am the General Manager of total operations, including transportation. Clarion Farmers Cooperative originates 1,660 covered hopper cars of grain annually, and annually receives 84 cars of commercial fertilizer. It is imperative that a reliable, efficient rail system is available to this cooperative.

Each year we turn our grain warehouse storage space 2 times. Grains are perishable, and must be conditioned, stored, or transported under cover in time periods that are determined by the original producer and the end user. As a service to the grain industry it is this cooperatives responsibility to acquire adequate transportation in a timely matter as determined by obligations of others.

The Clarion Farmers Elevator Cooperative loads 75 covered hopper cars as a unit. This is presently the largest and most efficient grain transportation unit. These units have, in past years, had final destinations of grain processors in Iowa, Mississippi barge terminals in Iowa, and some minor destinations beyond.

Commercial fertilizers are originated from Saskatoon, Canada, central Florida and Mississippi Gulf. These nitrogen, phosphate and potash products are received as unit shipments by product. The timeliness and availability of these products is critical to crop production in Iowa.
Railroad freight costs for grains originating and fertilizer products destined to our facility exceeds $1 3\4 million each year.

The Clarion Farmers Elevator Cooperative strongly supports a merger of the Union Pacific and Southern Pacific for the following reasons.

We have single line service, with the merger we will have more destinations available. With the merger more efficient routs will be tributary to us, reducing our cost of transportation. Routes will be more direct, which will improve car efficiency.

The huge mid west grain origination ability of the UP rail will be complimented by SP’s routes to export destinations, on the Gulf of Mexico, West Coast and the developing Mexican market.

Rail transportation for grain in the mid-west needs significant improvement. The UP - SP merger will improve the American farmers ability to feed the world by creating a more timely and efficient rail system. The financial strength of the combined UP - SP will allow for continued improvement in service to the grain producing area of the mid-west.

The mid-west grain production is continuing to improve. Corn production has increased, on a four year average, over 20%. I.e.: 1991-1994 = 8,351,000,000 bushels vs. 1987 - 1990 = 6,865,000,000, or, 1,486,000,000 bushels increase. Rail transportation needs the opportunity to improve, the proposed merger would definitely enhance that opportunity.

I, Allen Struthers, declare under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on September 29, 1995.

Al Struthers
Verification

STATE OF Iowa

COUNTY OF Wright

Allen Struthers, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Allen Struthers

Subscribed and sworn to before me this 29 day of Sept, 1995

Notary Public

My Commission Expires: 11/08/47
Coast Energy Group is responsible for propane supply to its parent company, Coast Gas Inc. based in Watsonville, CA. My responsibilities entail purchasing propane and arranging transportation from local California refineries, as well as purchasing propane outside the state of California and transporting it by rail. I have 15 years experience in the LPG field and I have been in this current position for two years.

Coast will purchase approximately 550 cars delivered to California each season (November through March). Propane is delivered to Company owned terminals in Reno, NV, Bakersfield, CA and Oroville, CA. Propane is purchased in Western Canada, Wyoming, West Texas, and Mt. Belvieu, TX primarily. Traffic patterns are subject to change because of regional price discrepancies and associated transportation costs (rail rates, equipment).

I believe the UP/SP merger will be beneficial to Coast Energy Group for the following reasons:

1. The merger will allow rail delivery to terminals currently served by the SP. We do not currently ship on the SP due to unreliable rail service. Our schedules must be adhered to during peak demand time and the SP has been incapable of doing this. With reliable service to SP terminals we will be able to reduce trucking costs to our retail locations thereby reducing total transportation costs.

2. Our equipment utilization rate will improve bringing down overall transportation costs, through shorter and faster single line routing and transit time.

3. UP/SP combination will open up options on product sources, allowing Coast to take advantage of lower cost propane production points previously served by only one carrier.

4. UP/SP will be able to compete with the combined BN/SF lines therefore keeping rates reasonable.

We look forward to exploring new opportunities offered by the merged UP/SP. We support this development and anticipate a favorable impact both in terms of profitability and volume to Coast.

I, J. Joel Hunter, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 3, 1995.

J. Joel Hunter
Manager NGL Supply and Rail
September 27, 1995

VERIFIED STATEMENT

OF

COAST GRAIN COMPANY


My name is Nicki Lodi and I am presently the Purchasing Manager of Grains and Feed Ingredients for Coast Grain Company, 5355 E. Airport Drive, Ontario, California 91761. The phone number is (909) 390-9766; fax number (909) 390-9779. My normal duties and responsibilities include buying all product needed for production in this feed mill as well as for The Mineral Company, which is located in Calipatria, California. This would cover all transportation logistics whether it be rail or truck into both facilities and coordinating with other Coast Grain locations in California, Arizona, Wisconsin, Ohio, North Carolina, Georgia, New Mexico and Mexico.

Coast Grain is a very diversified feed company with many different ventures in the feed industry. We are at present listed by Feed Management as the #10 top feed manufacturer in the United States, and ship 1,300,000 tons of feed each year. The option by which we ship depends upon the competitive freight rate we can obtain by rail or truck. Coast Grain utilizes the Burlington Northern, Santa Fe, Southern Pacific, and other rail lines for its shipments.
Coast Grain Commodities leases a rail unloading site from the U.P.R.R. in Ontario, California. We unload approximately 600 cars a year at this facility. The merger would benefit us by giving access to whole cottonseed and other cotton products originating on the S.P.R.R.

Coast Grain has several Southern Pacific served destinations that are affected by the origin shipper. The merger with the Union Pacific and Southern Pacific would allow us to remain competitive, and would strengthen and the Southern Pacific as our carrier. In order to maintain our competitive positions in all our areas of business, we must be assured that the Southern Pacific be allowed to merger with the Union Pacific if we are to continue to ship and connect with all possible corridors across the US and continue with competitive rates. Even though this merger will result in one fewer railroad in the West, we feel two strong carriers will provide more viable competitive choices than one mega carrier, one medium sized carrier and one weak carrier.

I, Nicki Lodi, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed On April 14, 1995.

Nicki Lodi
Buyer
Coast Grain Company
5355 E. Airport Drive
Ontario, Ca. 91761
I, Robert D. Marturana, am the Executive Vice-President of COFCO, 6 West Busse Avenue, Mt. Prospect, IL 60056. COFCO is a service-oriented intermodal marketing company, which handles its clients' total transportation requirements.

I have worked in the transportation industry for twenty-two years. I have vast experience in all modes of transportation, including intermodal, air freight, and box car. As Executive Vice-President of COFCO, I am responsible for rail contract and rate negotiations, equipment requirements, and overall supervision of the office.

COFCO is a national company, with offices in Chicago, San Francisco, Los Angeles, New York, and Miami. COFCO ships throughout the United States, primarily using various modes of rail transportation. COFCO arranges 15,000 intermodal trailer movements, a small number of box car moves (100), and two to three thousand truck shipments annually.

The merger of the Union Pacific and the Southern Pacific will benefit COFCO in a number of ways:

1. The merged railroads will for the first time be able to provide a level of intermodal service that is competitive with Burlington Northern-Santa Fe between Chicago and Southern California, by making more efficient use of the Union Pacific's Central Corridor route and the Southern Pacific's Tucumcari route. These improvements will also enable the railroads to provide better competition with trucks.

2. The merger will produce considerably shorter and faster routings between Chicago and Northern California by combining the best parts of Union Pacific's and Southern Pacific's routes, bypassing congestion in the Salt Lake City area and Union Pacific circuitous Feather River Canyon route.

3. The merger will open up vast and almost completely untapped intermodal markets to movements between Southern California and Seattle by providing the first-ever single-line rail service in that corridor. Most of the traffic in this corridor moves by truck loads, or must be trucked north of Portland, because of inefficiencies inherent in the need to route via at least two different carriers.
4. The merger will significantly improve the speed and reliability of service between Texas and California via shorter combined routes. We ship 500 units annually between Houston and Los Angeles currently, but expect to grow considerably with the improved services Union Pacific-Southern Pacific will be able to offer.

5. The merger will greatly improve connections between Mexico and the Midwest by reducing congestion on Union Pacific's and Southern Pacific's lines in that corridor. It will also create new single-line service between California and Laredo, TX, a key entryway to eastern Mexico. Improving existing transportation links with Mexico is of particular importance in light of the North American Free Trade Agreement.

Overall, I see the merger between Union Pacific and Southern Pacific as a logical step in the ongoing consolidation in the railroad business, which has led to more and more efficient provision of railroad transportation services to the benefit of shippers and their customers. It is a merger COFCO welcomes, as intermodal carriers like COFCO will greatly benefit from the time and price advantages of single-line service, more efficient routes, the increased competition with other carriers (including the Burlington Northern-Santa Fe and trucks), and the increased market access that can be expected from the merger.

COFCO welcomes the merger between Union Pacific and Southern Pacific and would like to voice its support for this application.

Sincerely,

Robert D. Marturana

I, Robert D. Marturana, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on September 28, 1995.

Robert D. Marturana
Executive Vice-President
COFCO
VERIFIED STATEMENT
OF XAVIER MUSI GANEM
ON BEHALF OF COLGATE PALMOLIVE, S.A. DE C.V.

I AM XAVIER MUSI GANEM, PURCHASING MANAGER SOAPS, RESPONSIBLE
FOR THE PURCHASES AND TRANSPORTATION OF TALLOW, RAW MATERIAL
FOR COLGATE PALMOLIVE DE MEXICO. WE IMPORT AROUND 500 CARS PER YEAR
OF TALLOW, WITH APPROXIMATE VALUE FOR OUR COMPANY OF $1,338,800.00.

I HAVE BEEN HANDLING TRANSPORTATION FOR THE LAST SIX YEARS. PRIOR,
TO THAT I WAS PURCHASING NATIONAL PRODUCTS.

WE UNDERSTAND THE UNION PACIFIC AND SOUTHERN PACIFIC ARE PLANNING
TO MERGE THEIR RAILROADS AND WE FULLY SUPPORT THAT MERGER.

COLGATE CURRENTLY MOVES TALLOW FROM I.B.P., AMARILLO, TX. THIS
FACILITY IS SERVED BY THE BN-ATSF AND AS A RESULT OF THEIR MERGER,
THE SOUTHERN PACIFIC HAS TRACKAGE RIGHTS TO ALSO SERVE THIS
FACILITY. THEREFORE, IF UP-SP MERGER IS APPROVED, IT WILL RESULT IN
OUR HAVING TWO VERY STRONG SINGLE LINE, RAILROADS COMPETING FOR
OUR BUSINESS FROM AMARILLO.

WE HAVE ALSO IN THE PAST PURCHASED TALLOW FROM I.B.P., DAKOTA CITY,
NE, NOW SERVED BY THE BN-ATSF AND THE UP, AS A RESULT OF THEIR
MERGER WITH THE FORMER ONW. AGAIN, WE SEE THE BENEFIT OF HAVING
TWO STRONG RAILROADS WITH SINGLE-LINE ACCESS TO THE MEXICAN
BORDER. THE UP-SP MERGER WOULD PROVIDE THE UP ADDITIONAL ROUTING
CAPACITY FROM DAKOTA CITY TO THE BORDER.

WE BELIEVE THE UP-SP MERGER WILL MEET THE COMPETITIVE CHALLENGE OF
THE BN-ATSF AND IN OUR CASE PROVIDE OPTIONS FROM OUR CURRENT
SUPPLIER AND OTHER POTENTIAL SUPPLIERS OF TALLOW. WE SUPPORT THIS
MERGER.

XAVIER MUSI GANEM.
PURCHASING MANAGER.

I XAVIER MUSI DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS
TRUE AND CORRECT. FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED
TO FILE THIS VERIFIED STATEMENT. EXECUTED ON SEPT. 26TH, 1995.

XAVIER MUSI GANEM.
VERIFIED STATEMENT

OF

BILL TEZAK
on behalf of
COLORADO QUARRIES, INC.

As President and owner of Colorado Quarries, Inc., 270 S. 15th Street, Canon City Colorado, I wish to express a few points pertaining to the merger of the Southern Pacific and Union Pacific Railroads.

Colorado Quarries is a specialty producer of decorative aggregates used in the stone industry. Formerly named Colonna Co., this operation has been in continuous operation since 1932.

We produce products used in the architectural precast industry, aquarium, landscape, building stone, industrial minerals (feldspar, mica, limestone), coal separation and various other materials.

Colorado Quarries' marketplace includes all of the United States and Canada primarily. The majority of this market being east of Colorado.

I can trace back as far as 1955 this location has been using the railroad as a means of transportation.

It is my understanding the Southern Pacific and the Union Pacific are requesting authority to merge. I stand in support of this merger as it should only benefit our operation for shipment to various locations.

In 1994 Colorado Quarries had the opportunity to bring in material from southern Utah to Canon City, Colorado, but was unable to due to the cost of rail transportation.

With this merger it would allow us to stay on one rail line and obtain the rail rate allowing us to remain competitive in our markets.

We also ship a substantial amount of product on an ongoing basis to the Great Lakes region, whereas this merger would definitely benefit our company.
September 19, 1995
Page Two

Colorado Quarries is constantly requesting rates to major cities east such as Wichita, Kansas City, St. Louis, Dallas and so on. This merger should only allow us to remain more competitive in these areas.

In closing I strongly support the merger as a benefit to Colorado Quarries, Inc.

Respectfully submitted,

Bill Tezak
President/Owner Colorado Quarries, Inc.

BT/ fh

VERIFICATION

State of Colorado )
Count) of Fremont )

Bill Tezak being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein and that the same are true as stated.

Bill Tezak

Subscribed and sworn to before me this 19th day of September, 1995.

Notary Public

My Commission Expires: 11-19-98

Felita M. Hamilton
Notary Public

State of Colorado
Verified Statement
of
James L. Renton II
on behalf of
Columbia River Carbonates

1. James L. Renton II, C.P.M., Purchasing Director for Columbia River Carbonates, Post Office Box D, Woodland, Washington 98674. As Purchasing Director for Columbia River Carbonates, I am responsible for the movement of all raw materials into our manufacturing facility and all finished goods shipped out to our customer base throughout seven Western states and provinces of Canada. This year Columbia River Carbonates will ship or receive in excess of 200,000 tons of product by rail. I hold an MBA and have received certification from the National Association of Purchasing Management within my profession. I have worked for the past twenty years within the logistics field.

2. Columbia River Carbonates is a refiner of ultra fine ground calcium carbonate in both slurry and dry form. Processing facilities are in Woodland, Washington with our quarry facility in Waconda, Washington both being serviced currently by the Burlington Northern/Santa Fe Railroad. All raw materials are received by rail and approximately 70% of our finished good are currently being shipped by rail to four states and British Columbia.

3. Service benefits, that would be derived by Columbia River Carbonates with the merger of the Union Pacific and the Southern Pacific Railroad, would be in the area of routing along the I-5 corridor from Vancouver, BC and San Francisco, CA. Having the option of the two distinct routing options, that would be offered by the BN/Santa Fe and the UP/SP. In addition, the UP/SP offers a mileage advantage of approximately 556 miles, between Woodland and the Bay area.

Competitive benefits include but are not limited to; allowing Columbia River Carbonates to solicit competitive bids from both the BN/Santa Fe and UP/SP along the I-5 corridor between Vancouver, BC and San Francisco, CA which represents a preponderance of Columbia River Carbonates' market.

4. We believe that the service and competitive benefits which I have outlined in my statement and the fact that no disadvantages
can currently be identified, indicates that a significant advantages would be derived to Columbia River Carbonates by the merger of the Union Pacific and the Southern Pacific Railroads. Columbia River Carbonates supports the application.

State of Washington
County of Cowlitz

James L. Renton II, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

James L. Renton II

Subscribed and sworn to before me this 6th day of October, 1995.

Georgia L. Waddill
Notary Public

My Commission Expires:

1/15/96
VERIFIED STATEMENT

OF

CONRAD GAZZIER
on behalf of
COLUMBIA WESTERN CLAY CO., LLC

My name is Conrad Gazzier. I am Vice-President of Columbia Western Clay Co., LLC, a newly formed company in which I have been involved for two years. I am entirely responsible for rail rates and services to and from all our facilities. My qualifications are outlined in the attached resume.

Columbia Western Clay is headquartered at 840 East River Place, Jackson, Mississippi 39215-1066.

Columbia Western Clay Co. is in the business of mining, processing, blending and shipping bentonite clay products. As mentioned, we are newly formed and are endeavoring to penetrate markets throughout the United States as well as Canada. We lease tracks from Southern Pacific at Alpine, TX and also have a facility in Brownsville, TX and expect to do most or all our shipping rail from these two facilities.

We are advised that Union Pacific and Southern Pacific will shortly ask for permission to merge into one railroad company. We strongly urge that this request be granted as it will allow us to penetrate markets into middle Texas served by UP and coming off Southern Pacific. We have tried this previously but due to the two line haul was unable to meet our Wyoming competition on single line route. We also believe this will keep rail competition strong in the West/Southwest especially since the BN/ATSF merger was recently approved by the ICC.

I, Conrad Gazzier, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 25, 1995.

Conrad A. Gazzier
Vice-President
Professional Resume of

CONRAD A. GAZZIER

Experience

* CONSULTING GEOLOGIST, Jackson, Mississippi, January, 1990 to present.


* STATE GEOLOGIST and DIRECTOR, BUREAU OF GEOLOGY, Mississippi Department of Environmental Quality, Jackson, Mississippi, June 1987 to January, 1990.

Job Description: Managed an agency with 40 employees. Directed evaluations of potential landfill sites (geology and groundwater). Served on the Permit Board for the State of Mississippi. Reviewed and approved permits under EPA regulations on all regulated programs including hazardous waste, air and water discharges (NPDS). Surface and groundwater consumptive use permits. Served on Water Well Drillers Licensing Board.


Job Description: Petroleum geology including well site geology, prospect development and evaluation. Expert witness. Consulting services in support of coal mine permitting. Surface and groundwater studies. Studies of abandoned landfill and waste disposal sites for hazardous waste contamination.
Professional Resume of

CONRAD A. GAZZIER

Experience (Continued)

* MISSISSIPPI MINERAL RESOURCES INSTITUTE, University, Mississippi, Assistant Director for Operations, 1976-1980.

Job Description: Program management and development, development of requests for proposals, legislative liaison.

Research Areas: Environmental geology of Mississippi coastal area, remote sensing as aid to mineral investigation, environmental impact of strip mining in Mississippi, and hydrogeology of nuclear waste repositories (appointed by Governor Finch to Select Committee on Nuclear Waste and Nuclear Waste Repositories).


Job Description: Director of surface and groundwater projects in the phosphate mining industry. Later aspect of work involved the development of electric logging and geochemical analysis capabilities for this firm. Directed projects involving coordination with clients, subcontractors and regulatory agencies.


Job Description: Developed and initiated surface and groundwater monitoring studies for salt water disposal problems in Alabama's oil and gas fields. Investigated potential sites for sanitary landfills and sewage disposal facilities. Evaluated color infrared photography and thermal imagery for use in water resource problems.
VERIFIED STATEMENT

OF

Bill Karpan
Commercial Terminal Service, Inc.
Finance Docket No. 32750
Union Pacific --Control and Merger--Southern Pacific Rail Corporation

I. Bill Karpan, am President of Commercial Terminal Service, Inc., 1528 North 16th Street, Omaha, Nebraska 68102. Prior to founding CTS, I was a terminal manager for twelve years with Roadway, ABF and Ryder, and a hub manager for two years with Burlington Northern. I make this statement on behalf of CTS in support of the proposed merger of the Union Pacific and Southern Pacific railroads.

CTS is a drayage company located in Omaha, Nebraska, and conducts its drayage business within a 300 mile radius of Omaha. We have revenues of $1.5 million per year, and numerous clients including intermodal marketing companies and local industry.

CTS expects that the UP/SP merger will increase intermodal opportunities and will result in additional drayage business. In particular, I expect that the new single line service and more efficient routes available on the merged system will bring new business onto the railroads, and will divert more traffic from over the road to intermodal.

With the enhanced terminal capacity due to consolidation, there will be increased trailer capacity and more consistent as well as quicker turn times. Very importantly for intermodal service, the quality and availability of railroad-owned equipment should improve.

With these improvements in intermodal service, I would expect that my company will be better able to compete against truck shipments -- again resulting in more over-the-road business going intermodal. In turn, the increase our drayage business will help us become more productive and efficient, changing more empty miles into loaded miles, and allowing us to better schedule drayage for less deadheading.

I am very much in favor of the merger of Union Pacific and Southern Pacific.

I swear under penalty of perjury that the foregoing is true and correct.

Executed on October 5, 1995

Bill Karpan
My name is Michael J. Bruns, President and owner of Comtrak, Inc. I founded Comtrak, a trucking company headquartered in Memphis, Tennessee, in 1983 and have been a working owner since then.

Comtrak's primary source of revenue is derived by transporting containers and trailers from various railroads to customers throughout the Southeastern United States. Revenues for Comtrak will approach $50,000,000.00 in 1995 of which the majority is railroad related traffic. As an intermodal trucking company, Comtrak has worked with and worked for the Union Pacific Railroad and the Southern Pacific Railroad for over 12 years. Our services for these two railroads coupled with our involvement with them through beneficial owners, account for 40% of Comtrak’s intermodal sales.

I now understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. We heartily endorse the Union Pacific and Southern Pacific application.

The specific reasons why this application is endorsed by Comtrak follow:

**Substantial Savings to Comtrak Will Be Realized By:**

a) **Tractor and Driver Utilization.**

Comtrak's cost of operation will be reduced substantially by having a single rail facility to serve versus the two currently in operation. Reduced transit costs, including wages to drivers, plus better deployment of existing trucking equipment will increase Comtrak's earnings significantly.

While a single facility with the merged railroad will reduce costs, Comtrak will continue and receive the benefits of a competitive marketplace. The BNSF railroad will offer strong competition forcing each railroad to stay competitive in price and in service.

Comtrak will gain additional business as a result - as traffic moving on the highways will be converted to one of the two competing railroads as a result of the improvements made through good competition.
b) Increased Railroad Equipment Utilization.
Currently, Comtrak uses each railroad's equipment to service each of our customers. Restrictions that each railroad has placed on its equipment use often limits the interchange of that equipment to each railroad. Specifically, Comtrak incurs significant costs by passing and "criss-crossing" equipment on the highways due to these restrictions. While the amount of waste has never been measured, the costs are significant. The merger of the Union Pacific and Southern Pacific Railroads would eliminate this waste and its associated costs.

c) Decreased Administrative Costs for Comtrak.
Currently, Comtrak must administer and control the movement of over 40,000 trailers and/or containers that moved over these two railroads yearly - each with its own rules and regulations outlined in their respective interchange agreement. A full-time staff at Comtrak is employed simply to insure those rules are adhered to. If these same units were controlled by one railroad as proposed by the merger - Comtrak's reductions in administrative costs would be greatly reduced.

d) Increased Revenue and Opportunity for Comtrak and its Employees.
Currently Comtrak's service with and for the Union Pacific is exceptional - yet limited by the trackage the Union Pacific owns and operates. Our connection with the Southern Pacific however, has decreased and is directly attributable to the service levels and equipment quality that the Southern Pacific is able to provide in today's market place. The merger of the two railroads would provide a single railroad - stronger than the sum of the two and one that as a combination could grow and offer endless possibilities to Comtrak. Without the merger - our business levels may rise slightly with the Union Pacific but all trends indicate a continued significant decline with the Southern Pacific, far outweighing any gains with the Union Pacific as an entity by itself.

It is understood therefore, that the proposed merger will provide significant benefit to Comtrak, Inc., its customers and its employees. Comtrak strongly supports this application.

I, Michael J. Bruns, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on October 6, 1995.

[Signature]

Michael J. Bruns, President
Comtrak, Inc.
VERIFICATION

STATE OF TENNESSEE
COUNTY OF SHELBY

Michael J. Bruns, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Michael J. Bruns

Subscribed and sworn to before me this 6th day of October, 1995.

Lesa R. Andrews
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES JULY 20, 1995
VERIFIED STATEMENT
OF
M ARLYN MAMMEN
on behalf of
CONSOLIDATED CO-OPS

I AM THE GENERAL MANAGER OF CONSOLIDATED CO-OPS OF
WORTHINGTON, MINNESOTA. I HAVE WORKED FOR CONSOLIDATED CO-
OPS SINCE MAY 1, 1969. I BECAME GENERAL MANAGER OF
CONSOLIDATED CO-OPS IN 1986.

CONSOLIDATED CO-OPS HAS THREE DIVISIONS WHICH INCLUDES
FEED, AGRONOMY, AND GRAIN. WE HAVE PLANTS AT BREWSTER,
READING, DUNDEE, AND WORTHINGTON MINNESOTA. WE PRESENTLY
HAVE A 75 CAR LOADING FACILITY AT BREWSTER AND A 25 CAR
LOADING FACILITY AT WORTHINGTON.

WE FEEL IT IS VITAL TO THE FUTURE OF OUR COMPANY TO HAVE THE
ABILITY TO MARKET GRAIN IN THE AREAS THAT WOULD BE SERVED BY
THE UP AND SOUTHERN PACIFIC MERGER. GAINING MORE MARKETS FOR
OUR PRODUCTS HELPS US COMPETE IN THE MARKET PLACE. I BELIEVE
THAT THE PROPOSED UP/SP MERGER WOULD NOT ONLY BE IN THE BEST
INTEREST OF OUR COMPANY, BUT FOR OTHER SHIPPERS ALONG THE
LINE.

WE BELIEVE THAT NEW SINGLE-LINE SERVICE, MORE EFFICIENT
ROUTES, AND BETTER UTILIZATION OF EQUIPMENT WILL BE A REAL
ADVANTAGE TO ALL SHIPPERS. THIS IN TURN WILL, I BELIEVE,
ASSURE US OF A LONG-TERM SERVICE FOR EVERYONE.

OUR MAIN COMPETITION FOR GRAIN COMES FROM THE ELEVATORS THAT
ARE ON THE BN LINE WHICH IS ONLY ABOUT 40 MILES FROM US. IN
ORDER FOR US TO BE COMPETITIVE WE MUST HAVE THE SAME MARKETS
AND OPPORTUNITIES THAT THE BN NOW HAS WITH THE BN/SANTA FE
MARKETS. I BELIEVE BY APPROVING THIS MERGER, IT WILL RESULT
IN STRONGER COMPETITION.

RECENT TRACKAGE AGREEMENTS WITH BN/SANTA FE WILL IMPROVE
COMPETITION AND KEEP FREIGHT RATES AT A REASONABLE LEVEL,
WHILE IMPROVING THE QUALITY OF TRANSPORTATION.

I, MARLYN MAMMEN, DECLARE UNDER PENALTY OF
PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.
FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED
TO FILE THIS VERIFIED STATEMENT. EXECUTED ON

MARLYN MAMMEN
GENERAL MANAGER
CONSOLIDATED CO-OPS
STATE OF MINNESOTA  
COUNTY OF NOBLES  

MARLYN Mammen, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

MARLYN MAMMEN

Subscribed and sworn to before me this 4th day of OCTOBER, 1995.

ELAINE L. HAY
NOTARY PUBLIC—MINNESOTA
MY COMMISSION EXPIRES 1-31-09

My Commission Expires:

Jan 31, 2000
Jim Hebert, President and CEO, founded Consolidated Oil & Transportation Company, Inc. (COTC) in 1994. He brings to the Company almost 25 years of varied experience in the oil and gas industry. Mr. Hebert received his Bachelor's Degree in Business Administration from Kansas State University in 1968. Mr. Hebert joined Koch Industries shortly after graduation where he worked as a crude oil purchasing representative, trader, scheduler and products marketer. In 1974, Mr. Hebert left Koch and founded Shelley Oil, Land and Cattle Company where he was president and chief executive officer. The company was involved in many phases of oil business including crude purchasing and trading, retail sales, products trading and especially rail transportation of residual fuels. After approximately six years, the company was sold and Mr. Hebert moved on doing mostly consulting work involving the marketing and transportation of asphalts and residual fuels. In 1987, Mr. Hebert began working for Anschutz Marketing and Transportation Company where he started a rail transportation operation which is predecessor business to Consolidated Oil & Transportation Company, Inc. COTC is located at 6565 S. Dayton St. Suite 3600, Englewood CO 80111.

COTC is headquartered in Englewood, Colorado, a suburb of Denver. The Company leases 550 exterior coiled and insulated tank cars on a long and short term basis for the purpose of transporting asphalts and residual fuels. The business operation can be separated into three major categories, that of purchasing, transporting, and selling products, manufacturing and subleasing of tank cars, and providing freight only services.

First, COTC transports asphalt and residual fuel oil throughout the 48 states and Canada. Product suppliers include Total Petroleum, Amoco, Conoco, Phillips 66, Diamond Shamrock, Fina, and Texaco. Second, COTC supplies roofing flux in Northern and Southern, CA. Roofing flux is an asphalt like product that is oxidized then used to make shingles for commercial and residual properties. COTC buys the raw materials from two sources, Total Petroleum in Denver, CO and Diamond Shamrock in Machovec, TX. This is a 90,000 ton per year business for COTC. Third, COTC provides rail car subleasing and/or transportation services. Railcar subleasing has consisted of subleasing on a short term or trip basis some of COTC's own tank cars and some Gondola cars. COTC provides transportation services to customers like Total Petroleum and Conservation Services.
COTC ships asphalt and residual fuel oils to the below origin-destinations:

- Texas to Illinois and Iowa
- Texas to Northern and Southern California
- Oklahoma to Arizona, Iowa, South Dakota, Nevada and Utah
- Kansas to Arizona, Iowa, South Dakota, Nevada and Utah
- North Dakota to Washington and Oregon
- Wisconsin to Texas, Washington and Oregon
- Colorado to Iowa, South Dakota, Utah, Illinois, Washington, Oregon, California and Nevada
- Utah to Washington, Oregon and California
- California to Washington and Texas
- Montana to Washington and Oregon
- Saskatchewan to Oregon, Idaho and Nebraska
- Alberta to Colorado

In 1994 COTC shipped 3,650 tank car loads and paid the railroads approximately 7.1 million in freight. Through August 31, 1995 COTC has shipped 2,980 tank car loads and paid the railroads approximately 5.5 million in freight.

Due to COTC's dependence on the railroads for the success of our business, we strongly support the UP/SP merger as a means to expand our markets and customer base. COTC's economics to sell asphalt and residual fuel is very dependent on rail freight and service. The single line economics provided by the UP/SP merger should allow COTC to expand our roofing business in Northern California, our residual fuel oil business from Los Angeles to Houston, California to the Pacific Northwest and the Midwest to Texas. COTC also believes that the UP/SP merger will greatly improve transit times through Utah and Northern Texas. COTC also believes that the UP/SP merger will greatly improve transit times through Utah and Northern and Southern California. The ability to turn our tank cars quicker should result in decreased cost to COTC.

COTC has traditionally done the least amount of business with the SP railroad of all of the major western carriers. The reason being, SP freight rates have not been competitive and second because SP's service has not met COTC's needs. Traditionally it has taken COTC twice as many days to move our tank cars on the SP as it has on the UP, BN or ATSF. Typical transit time from the Midwest to Texas on the SP is two weeks compared to five days on the other railroads. In fact, in 1994 it took COTC three weeks to move loaded cars from McPherson, KS to Houston, TX. By the time the cars arrived the market had shifted and COTC lost money on the sale and incurred increased costs due to the transit time. In COTC's opinion, the SP has not been a viable competitor with the UP, BN, and ATSF and we believe that the UP/SP merger will only strengthen the SP as a rail carrier.

Finally, COTC believes the UP/SP combination is needed to maintain healthy competition from the BN/Santa Fe. COTC has benefited from better rail economics when the competition existed. For example, COTC will now have two single line rail carriers from Arkansas City, KS to Phoenix.

I, Jim Hebert declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on September 27, 1995.

Jim Hebert
President
Consolidated Oil & Transportation Co., Inc.
September 7, 1995

Office of the Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., NW
Washington, DC 20423

Dear Sir or Madam:

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, ET. AL.

My name is Duane Mayer. I am Director of Transportation for Consolidated Papers, Inc. with offices at 231 1st Avenue North, Wisconsin Rapids, WI 54494. As Director of Transportation, a position I've held for three years, I am responsible for overall supervision and management of the company's distribution activities, including addressing the company's present and future transportation needs, advising the company on all transportation matters and developments, coordinating with other departments on all matters relating to the transportation of inbound and outbound commodities, negotiating major transportation contracts, and representing the company's interest in transportation-related associations and industry trade groups. My responsibilities include management responsibility for the operation of the company's fleet of 14 private trucks. I have been employed by Consolidated for 27 years.

Consolidated was founded in 1894 and is one of the largest paper companies in the United States with 1994 sales in excess of $1 billion. It owns and operates six major paper mills in Wisconsin and Minnesota and owns approximately 673,000 acres of timberlands in Wisconsin, Michigan, Minnesota, and Ontario, Canada. Consolidated is a leader in the production of coated printing, coated specialty, and supercalendered paper, and is a recognized innovator in the introduction of new papermaking technology, having invested nearly a billion dollars in new equipment over the past five years. In 1994, Consolidated's six paper mills together shipped approximately 1.5 million tons of paper including approximately 1.15 million tons of coated printing paper, .25 million tons of supercalendered paper, and .1 million tons of coated specialty paper. The same six mills consumed approximately 1.3 million cords of pulpwood and woodchips, and 150,000 tons of wastepaper was recycled.

Consolidated is a major purchaser of transportation services -- rail, truck, and intermodal -- on its inbound and outbound traffic. For example, in 1994, Consolidated's facilities received approximately 30,000 carloads of inbound pulpwood, coal, woodchips, clay, woodpulp, latex, and other miscellaneous materials and commodities by rail. Consolidated also received 80,000 trailer loads of raw materials (primarily pulpwood) by truck. Outbound, Consolidated's mills shipped approximately 9,000 carloads of finished paper products by rail, approximately 34,000 trailer loads by truck, and approximately 3,000 containers.
and piggyback trailers intermodally. In addition, movements between the mills and between the mills and warehouses amounted to approximately 2,000 carloads and 31,000 trailer loads. In 1994, Consolidated paid over $150 million in transportation-related charges to rail, motor, and intermodal carriers.

Of Consolidated's outbound rail activity, over 45,000 tons and 585 carloads shipped to Union Pacific (UP) and Southern Pacific (SP) destinations. In addition, over 2,500 containers and piggyback trailers shipped to west coast locations. Of its inbound, Consolidated received over 320,000 tons and over 6,000 railcars of coal and woodchips from Wyoming via UP.

We understand UP and SP are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. From a service standpoint, we are especially supportive of the benefits to be enjoyed by shorter, more efficient routes that will result from the merged systems. We envision faster, more frequent, and more reliable service in key corridors, most importantly Chicago-California. Subsequently, we expect significant improvement in service and reliability on a large portion of our rail and intermodal transportation.

Regarding competition, we believe the combined UP/SP operation will create a competitor fully equal to Burlington Northern (BN) and Santa Fe (SF) in all major western markets with the ability to match BN/SP's service time and reliability in the California-Chicago markets.

As a shipper dependent on UP/SP service, Consolidated welcomes this merger as a means of ensuring top-quality rail service from a financially sound carrier with single-line access to numerous points.

We believe this merger is in the best interest of Consolidated and other shippers. We heartily endorse the UP/SP application and urge the Commission to grant approval.

Yours very truly,

CONSOLIDATED PAPERS, INC.

D.R. Mayer
Director of Transportation
VERIFICATION

STATE OF WISCONSIN) ) SS:
COUNTY OF WOOD )

Duane Mayer, being duly sworn, deposes and says that he has read the foregoing statement, knows the facts asserted therein, and that the same are true as stated.

SUBSCRIBED AND SWORN TO
before me this 8th day
of September, 1976

Duane Mayer

My Commission expires:

My Commission Expires April 19, 1996
Verified Statement

of

David W. Trella

on behalf of

Continental General Tire, Inc.

My title is Director of Transportation and my business address is 1800 Continental Blvd., Charlotte, NC 28273. I have been employed by Continental General Tire for approximately five years. My previous employer was the logistics consulting firm of A. T. Kearney where I attained the rank of Principal. I have earned a B.A. degree with a major in mathematics and an M.B.A. in systems management.

My current responsibilities focus on outbound transportation, with a total 1995 budget of $46 million. Duties include, but are not limited to: carrier selection, rate negotiation, and on-time delivery performance monitoring. Inbound transportation is a responsibility that I share with our Purchasing Department.

Our organization is engaged in the production and sale of tires to the passenger, light truck and commercial marketplace. Our primary production and distribution network is comprised of ten facilities, as follows:

Tire Manufacturing Plants

Bryan, Ohio
Charlotte, North Carolina
Mayfield, Kentucky
* Mt. Vernon, Illinois

Tire Distribution Centers

Akron, Ohio
Norcross (Atlanta), Georgia
* Elk Grove Village (Chicago), Illinois
* Waco, Texas
City of Industry (Los Angeles), California
Memphis, Tennessee

Those facilities preceded by an asterisk are served by the Union Pacific; City of Industry is served by the Southern Pacific.
We also operate a synthetic rubber manufacturing plant in Odessa, Texas which supplies this commodity as a raw material to the four tire plants. The Union Pacific serves Odessa.

For the most part, our distribution network has been established to provide our customers with a regional presence. Our distribution centers typically serve markets within a two-day truck ride (700 miles). We have virtually no opportunity to use the rail mode when any of these centers is the shipping origin point.

However, we do use rail when shipping from our plants and, in this respect, there are two primary opportunities.

1. "Just-in-time" shipments to selected automotive assembly plants. At present we are shipping frequently to several General Motors plants in the mid-Atlantic states. The Union Pacific, Norfolk Southern and Conrail are the carrier participants. We are very pleased with both the cost and transit time reliability.

2. Replenishment shipments from tire plants to distribution centers. Many of these lanes are well-suited to rail movement: they are high volume and do not require the same transit time precision as the just-in-time scenario noted above in 1. However, reasonable reliability is important; without it, we must default to the (usually) higher cost truckload mode. Our greatest rail opportunities exist for replenishment shipments into our City of Industry distribution center, which is served by the Southern Pacific. The substandard operating performance of the Southern Pacific with regard to transit time has caused us to underutilize the rail mode and ship more tonnage than we would like via truck.

We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and increasing the attractiveness of the rail mode of transportation. As a shipper who could benefit from improved SP service, we welcome this merger as a means of ensuring that we receive top-quality rail service from a financially sound carrier which can provide proper attention to operating fundamentals.

It has been my experience that the SP lacks sufficient sales and operating personnel to resolve difficult operating problems on a timely basis at the very moment when such resources are most needed. More importantly, it is also my experience that the SP lacks the creative vision to partner with the UP in re-engineering solutions to systemic problems. For example, we have an opportunity to reduce our transit time between Mt. Vernon, IL and City of Industry, CA by half. This is easily accomplished by changing the routing to take advantage of a relatively new service to the west coast developed by the UP. However, such a move would shift the percent line haul revenue split to favor the UP, to the disadvantage of the SP. The SP has consistently balked at cooperating with this change, thereby maintaining a posture of "Southern Pacific versus everyone else." This position initially forced us to avoid the use of rail and ship more via truck.
I believe the SP's interests would have been better served by joining with the UP to create an attractive alternative as a united rail entity. Eventually, we worked out a partial improvement with the UP that involves a combination of rail and trucking services, but the cost is higher and the transit time is longer than the original proposal which the SP rejected.

In summary, the Southern Pacific exhibits the outward signs of short-term, survivalist thinking as opposed to the long-term partnership philosophy I seek in a carrier. I again state that we believe the proposed merger will provide significant benefits to Continental General Tire and other shippers. Our company supports the application.

I, David W. Trella, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on September 15, 1995.

David W. Trella
Director of Transportation
Continental General Tire, Inc.

DWT:rzp
Armando de León Castaño, I am the President of Grupo Minar which comprises the following companies:

Proveedora Quinza, Porcelames, Molinos del Norte, Minerales y Arcillas, Petro-Desarrollos, Minerales Sintéticos Minar and The Milwhite Corp. responsible for the Administration, Operation and Finances of the group with over 40 years on this business.

Grupo Minar has industries dedicated to extract minerals, processing them to manufacture ceramic products and sanitaryware as toilets, accessories, vanities, the location and extraction of oil, and the global commercialization of our products with facilities at Apodaca, N.L.; Escobedo, N.L.; Monterrey, N.L.; Van Horn, TX.; Brownsville, TX.; Houston, TX. and Kansas City, KS.

We move Clays, Ta'cose Rock, Kaolin, Barites, Felspar, Oil, from KY., TN., GA., TX., KS., NC. and other points, paying in 1994 approximately $2,500,000.00 in revenues to the U.S. Railroads.
We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support it as means of improving the service.

The Merger will give us the opportunity to increase efficiency on movements from Van Horn, TX, currently going to Fort Worth and then down to Laredo. The Merger will allow us to move it directly to Laredo resulting in economic savings derived from the efficiency.

Also on Barites movements from Laredo on U.P. to one of our facilities in Houston served by S.P., the Merger will provide more efficient single line service.

It is also important for us to have access to additional border crossings and to maintain competition where it exists today. This provides significant benefits to our industrial group. The Union Pacific and Southern Pacific have made a commitment to maintain strong competition at the U.S. - México border crossing. therefore we support the application.

I, Armando de León Castañó, President of Grupo Minar declare under penalty of perjury that the foregoing is correct. Further I certify that I am qualified and authorized to file this verified statement executed on September 6, 1995.

Armando de León Castañó
My name is Morton Ronald Lee. I am General Traffic Manager for Cooper Tire & Rubber Company, Lima and Western Avenues, Findlay, Ohio 45840. I have been employed with Cooper Tire & Rubber Company for twenty-nine (29) years. I have been General Traffic Manager for the past seventeen (17) years and as such I am responsible for the purchasing of all Cooper Tire & Rubber Company's transportation needs. My purpose of this statement is to comment on the proposal by Union Pacific Railroad to acquire the Southern Pacific Railroad Corporation.

Cooper Tire & Rubber Company manufactures and distributes tires and tubes from plants located in Findlay, Ohio, Tupelo, Mississippi, Texarkana, Arkansas, Albany, Georgia and Clarksdale, Mississippi. All plants are rail served for both inbound raw materials and outbound finished products. The Southern Pacific Railroad serves our plant located in Texarkana, Arkansas. This plant will produce about 9,742,000 tires and use 243,552,000 pounds of raw materials, carbon
black, crude rubber, synthetic rubber, etc in 1995. We will ship approximately 50% of our inbound raw materials via rail. We use rail on our outbound manufactured tire shipments also, we will ship about 200 carloads of finished products to the West Coast from Texarkana, Arkansas in 1995. This merger will provide direct line service to our West Coast Distribution Centers.

Cooper Tire & Rubber Company completely supports the acquisition of the SP Railroad by the Union Pacific Railroad. We have no reason to believe that the acquisition would in any way impair the rail transportation services provided to us. Nor do we have any reason to believe that such a transaction would reduce the competitive alternatives available to us compared to the situation as it exists today. We feel this purchase by the UP would greatly improve the rail service to many West Coast destinations by reducing rail transit times by 3 to 6 days. We will avoid delays at the interchange point(s).

We understand that the UP proposes to carry out certain operational changes if it acquires the Southern Pacific Railroad and the Interstate Commerce Commission approves the transaction. The effect of these operational changes would be to provide coordinated services and/or run-through trains over the SP and UP for our traffic on certain routes. These changes not only improve transit times as previously stated,
to new markets over a wider area, especially to the West Coast.

We have dealt with the UP on various routes and rates for many years. It is Cooper Tire & Rubber Company's experience that UP's service quality, rate practices, and responsiveness to customers are all much improved when compared to those of the SP. Cooper Tire & Rubber Company therefore anticipates that when the SP is acquired by the UP, the rail service available to Cooper Tire & Rubber Company would be better than what the SP currently provides us.

The UP's financial condition is excellent, allowing us to make long term customer commitments to rail service. This is a real problem in dealing with the SP currently. They are unable to make long term rail commitments for service or on rates.

To conclude, Cooper Tire & Rubber company believes that the proposed transaction would not reduce the quality of rail service available to it or increase its transportation costs. Nor would the proposed transaction reduce the competitive alternatives available to Cooper Tire & Rubber Company. In fact, operational changes that the UP proposes could well improve the transportation options available to Cooper Tire & Rubber Company. Cooper Tire & Rubber Company therefore has no objections to the Union Pacific Railroad's proposal to purchase the Southern Pacific Railroad and completely supports this merger.
VERIFICATION

STATE OF Ohio )
) ss.
COUNTY OF Hancock )

Morton Ronald Lee, being duly sworn, deposes and says that he has read the foregoing statement, knows the facts stated therein, and to the best of his knowledge and belief knows them to be true as stated.

Morton Ronald Lee

Subscribed and sworn to be this 12th day of September, 1995.

[Signature]

Blaire L. Brantellin
4-11-97
BEFORE THE
INTERSTATE COMMERCE COMMISSION

THE MERGER PROCEEDING AS: FINANCE DOCKET NUMBER 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, SPCSCL CORPORATION, AND THE DENVER RIO GRAND WESTERN RAILROAD COMPANY

Terrance L. Priest
Corporate Commerce Manager-Logistics
Registered ICC Practitioner
Coors Brewing Company
Golden, Colorado 80401
VERIFIED STATEMENT OF TERRANCE L. PRIEST

SUPPORT OF THE APPLICATION OF THE MERGER PROCEEDING AS
FINANCE CONTROL DOCKET NUMBER 32760
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY, AND MISSOURI PACIFIC RAILROAD COMPANY (UP)
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPCSL CORPORATION, AND THE DENVER RIO GRAND WESTERN RAILROAD COMPANY (SP)

My name is Terrance L. Priest, Corporate Commerce Manager of Logistics for Coors Brewing Company, whose headquarters are located in Golden, Colorado. I have been employed by Coors Brewing Company since 1982. During my entire tenure at Coors Brewing Company, I have been in the transportation, physical distribution, and logistics department(s), and I am familiar with the transportation/distribution and logistics requirements of Coors Brewing Company and its various Divisions and Subsidiary Companies. I have worked in management in the transportation industry since 1961 and I am authorized to prepare this statement for Coors Brewing Company.

The Coors Brewing Company is a brewery and we make malt beverage products. In 1994 we ranked as the third largest brewer in the United States, and 10th largest in the world, and in fact, we are the largest single site brewer in the United States at Golden, Colorado. Coors beer is distributed in all 50 states and the District of Columbia by 670 independent distributors and 6 company owned and operated outlets. We are in 25 international markets and use 22 satellite distribution centers strategically located across the United
States in our distribution process. Coors is a fully integrated company consisting of company owned and operated container, glass, and related facilities. We sold about 20 million barrels of beer in 1994 and in recent years. In 1994, we shipped 37,000 railcar loads and received 11,250 railcar loads; we shipped 151,000 truckloads, 20,000 less than truckload shipments and 4,500 international containers. We employ several thousand people and we are engaged in a consistent and controlled expansion program. Coors beer is currently brewed in Golden, Colorado, and Memphis, Tennessee. We are 52% owners of a brewery in Zaragoza, Spain, and we are 1/2 owners of a brewery in Seoul, Korea. We package our products in cans, bottles, kegs and party balls at Golden, Colorado; Coors Crossing (Elkton) Virginia; and Memphis, Tennessee. Coors Brewing Company was founded in 1873 and for the first 105 years, we were content to be a regional brewery operating from our headquarters in Golden, Colorado. To compete in the 1980’s, Coors Brewing Company expanded to all 50 states and started international markets.

Coors Brewing Company is excited about the merger of the Union Pacific and Southern Pacific Railroads as we are major users of rail transportation service and we view this combination benefiting for us and the nation. We are long-time customers of Union Pacific and Southern Pacific.

We are cognizant of our nation’s railroad’s efforts to incorporate better interline service management techniques to ensure more seamless transportation to shippers and are very supportive of it. When more than two railroads get involved in our routes, our service and rate(s) suffer. Rail carrier costs can be reduced with mergers (one way to compete with truck load motor carriers) and we need more of these kinds of rail opportunities, as do all shippers.

We are in support of the proposed Union Pacific-Southern Pacific rail merger. Our support for the proposed merger is based on our past and future as a significant rail user. Existing opportunities will be enhanced for us and we see several new business possibilities for our company if this application is approved between UP and SP.
We have established a strategy to include major use of rail carrier service after the Staggers Rail Act of 1980. We are dedicated to this strategy well into the future. Both Union Pacific and Southern Pacific Railroads have greatly helped us to achieve our goals in the past. We look toward that in the future. One area that is very critical to us is the development of a new era boxcar for our packaged products shipped from production facilities. We look to rail carriers participating in our traffic to supply the equipment to transport our products. We are confident that combined resources from Union Pacific and Southern Pacific will enable us to generate more use of rail service in the future.

We see this as a natural marriage of rail carriers in the wake of the BN/Sante Fe merger (which we also totally supported) in that UP and SP will be able to combine their resources and strengths to keep rail transportation healthy in the Western part of the United States. This combination will also save the Central rail route, and therefore the U.S. Rail System.

Quality rail transportation is critical to our infrastructure on which we depend. We firmly believe the proposed merger is consistent with meeting that need and we urge the ICC to approve this merger.

Respectfully Submitted,

Terrance L. Priest
Corporate Commerce Manager-Logistics

TLP/sg:terystat
VERIFICATION

STATE OF COLORADO } ss.
COUNTY JEFFERSON }

Terrance L. Priest, being duly sworn, deposes and says that he has read the foregoing statement, knows the facts asserted therein and that the same are true as stated.

Terrance L. Priest
Corporate Commerce Manager-
Logistics
Coors Brewing Company

Subscribed and sworn to before me this 7th day of September, 1995.

Kathryn A. Harrower
Notary Public
Coors Brewing Company

My Commission or Appointment Expires: March 27, 1999
September 13, 1995

VERIFIED STATEMENT

OF

Harry W. Cormier, Jr.
on behalf of
Cormier Rice Milling Co., Inc.

RE: FINANCE DOCKET NO. 32760

I am Harry W. Cormier, Jr., President & CEO of Cormier Rice Milling Co., Inc., of DeWitt, Arkansas. We have been in the rice milling business here in DeWitt for the past 46 years, during which time we have been a shipper by rail of milled rice and rice mill products throughout the United States and Canada. We have been faithfully served during this time by the Southern Pacific.

Due to the BN/ATSF merger I do not believe the SP will be able to stand alone. The SP has struggled for a very long time. We are in danger of losing the SP, and perhaps it would end up being divided among many carriers which would not be in the best interest of the shippers who are dependent upon the Southern Pacific.

We understand that Southern Pacific and Union Pacific are requesting authority to merge. As a shipper dependent on SP service, we welcome this merger as a means of ensuring that we receive top-quality rail service from a financially sound carrier with single-line access to numerous points, especially UP points in Southern California and the Pacific Northwest.

We believe that the proposed merger will provide significant benefits to shippers. Our company supports the application.

I, Harry W. Cormier, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified statement. Executed on September 13, 1995.

Harry W. Cormier, Jr.
President & CEO
September 29, 1995

VERIFIED STATEMENT
OF
MARK J. CONDRON
ON BEHALF OF
CORRU-KRAFT

Corru-Kraft is a corrugated sheet manufacturer that recently relocated to a new facility in Buena Park, CA. Corru-Kraft provides corrugated sheets to customers throughout California. We have been in operation since 1980. We receive over 240,000 tons of rollstock to be used in operations yearly from paper mills throughout the world but principally in the United States.

As the Administrative Manager of Corru-Kraft, it is my responsibility to oversee arrangements with our paper suppliers including the transportation and delivery of rollstock from the mills to our plant. I have been in this position since 1991.

One of the most important features that we looked for when we were moving from a smaller building this year was rail access. Southern Pacific worked with us from the beginning to extend their tracks to our doors and provide all the other necessary support to get our rail operations in service in time for the start of production.

Our current mix of delivery is 75% truck and 25% rail. It is in our strategic plan to grow the rail portion of our delivery by 10% over the next 18 months. This will be contingent on rail prices remaining competitive with the trucking industry.

The proposed merger between Union Pacific and Southern Pacific should create the opportunity for improved service and operating efficiencies. If these are translated into rate savings, there will be further incentive for us to further expand our rail usage in the future.

Our company supports all efforts made by the Southern Pacific Lines and the Union Pacific Railroad to improve rail freight service to our company and to the economy of the United States of America.

VERIFICATION

I, Mark J. Condon declare under the penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 29, 1995.

Mark J. Condon
VERIFIED STATEMENT

OF

BRYAN BURGESS
on behalf of
CRESTBROOK FOREST INDUSTRIES


I have been employed by Crestbrook Forest Industries for 18 years and have worked in various capacities in their lumber division. Shipper, Lumber Trader and for the last 12 years Traffic and Shipping Coordinator. The entire time I have been involved in the distribution of Crestbrook’s product throughout North America.

Crestbrook Forest Industries is an integrated forest company with three sawmills and a pulpmill located in southeastern British Columbia. Our close proximity to the U.S. border has dictated the majority of our product being marketed in the U.S.A. The total lumber production of approximately 400,000,000 fbm, from one small concentrated area of B.C., has necessitated using more than one origin carrier. This allows us coverage of the largest possible marketing area. Using a variety of origin carriers has also ensured us of a steady car supply. 95% of our stock is shipped into the U.S.A. and 85% is shipped via rail.

Crestbrook has always been a forerunner in the industry in both "Value Added" products and Transportation. Value added products to receive more return from the fibre supply and new distribution procedures to speed up both delivery and cash flow.

Crestbrook was one of the first to mill "Machine Stress Rated" stock and today is still one of the largest producers. We are also one of the largest producers of "Lamination" stock. On the transportation side Crestbrook was the "FIRST" forest products company to "Truck and Reload" their lumber, pioneered the "Weight Agreement", marketed their lumber solely based on their freight advantages and was among the first to have a "Confidential Freight Contract" with a rail carrier.

Our origin carriers include the CPRS, which services all of Crestbrook’s mills, the BN, the first reload of its type in North America, from Eureka, Mt., and the UP, from their reload in Eastport, ID.
Crestbrook has shipped the majority of their production into the Minnesota and Wisconsin area in recent years with Texas a close second, but, the push has been to increase their involvement into the states of Arizona, California, and New Mexico. Crestbrook annually ships over 300 cars into the Phoenix area. The majority via ATSF routings. In many cases this stock is unloaded from the cars put on trucks and delivered to customers located on the SP. We produce around 1200 cars each year of the lumber products that this area utilizes. We are confident the merger will increase our share of this market. Transit times will be improved in all areas served by the SP. It will definitely improve customer relations in the Phoenix area. Relationships that were strained because of SP’s poor performance in the past. Crestbrook also loses out on quotes into the California market when the customer is located on the SP. The through rate contracts that provide us routings cannot compete with the origin carriers direct rates. In Texas, traditionally one of Crestbrook’s largest markets, SP customers are serviced by combination routings that also prove to be uncompetitive. A reality of a UP/SP merger will be single line, through rates and routes that will allow Crestbrook and other shippers to compete in markets previously off limits. We are convinced competition creates a healthy climate in any business. Crestbrook’s "Lam" customers, in Oregon, are serviced by the SP. BUT; we ship to them via direct truck and via rail/reload/truck combinations. The extra handling some of these routings require is not the best way to handle high priced items like Lam Stock. Again the merger should be able to provide direct rail routes into these customers at a competitive price, require less handling and improve transit times.

Situations outlined above and seemingly oriented to Crestbrook’s business procedures would, without a doubt, improve the quality of service for all customers of the Union Pacific and Southern Pacific, not just Crestbrook Forest Industries.

Crestbrook Forest Industries supports the joint application of merger between the Union Pacific and the Southern Pacific. It will provide strong competition to the BN/ATSF system and Crestbrook believes the merger will benefit shippers and their customers with more efficient and cost effective routings.

Yours truly,

Bryan Burgess,
3.

I, Bryan Burgess, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 6, 1995

[Signature]

Bryan Burgess
Traffic and Shipping Coordinator
Crestbrook Forest Industries
September 28, 1995

VERIFIED STATEMENT

OF

Julie Sowma

on behalf of

Crockett Container

Crockett Container is a manufacturer of corrugated cartons. We have facilities in Santa Fe Springs, Buena Park, and El Centro with Southern Pacific Rail spurs. Although we do not ship out product using Southern Pacific lines, we do receive quite a bit of raw material from our vendors. These vendors being located on the West Coast as well as the Mid-West as far as Indianapolis and Louisiana.

As Production Scheduling Manager, a position I have held since 1988, I oversee the purchasing of our raw material that is received in. Rail delivery accounts for a very large amount of our incoming material.

We understand that Southern Pacific and Union Pacific are requesting the authority to merge. We support the merge in hopes of improving our service on the receiving end. Free flowing multi rail-lines and routes for rail cars to be more expedient to their destination, would mean getting our raw material much quicker. This, in turn, benefits ourselves to service our customers much better.

Our company appreciates and supports all of the continuing efforts being made by the Southern Pacific lines and the Union Pacific Railroad to improve rail freight services to our company.
I, Julie Sowma, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 27, 1995.

Julie Sowma
Crockett Container
VERIFIED STATEMENT

OF

Kory Kaufman
Croman Corp.
Ashland, Oregon

I, Kory Kaufman, am Sales Manager for Croman Corp., 146 Mistletoe Road, Ashland, Oregon 97520. I have held this position for ten years and am responsible for transportation as well as sales for all of the lumber production from Croman's Hillcrest, Idaho, mill. I make this statement in support of the proposed merger of the Union Pacific and Southern Pacific Railroads.

Croman Corporation has a helicopter logging service, an air charter company and sawmills that produce lumber marketed throughout the United States. We produce lumber from two mills, one in Ashland, Oregon, and one in Hillcrest, Idaho. We ship approximately 900 carloads per year via the UP, as well as 2,000 truckloads per year. Our main markets are Northern and Southern California and Arizona. We also ship lumber via the UP to the eastern United States.

Croman and other mills in the Northwest will benefit from this merger in several significant ways. First, the new single-line routes to California and Arizona will enable us to expand our markets. From our Ashland mill, we currently ship many loads by truck to customers on the lines served by the Southern Pacific. Although we would otherwise use the Southern Pacific lines, we have experienced such service problems, especially terminal delays, that we ceased using them and have instead used trucks to serve these areas.

The service as well as the transit times on routes to California and Arizona should improve as a result of the merger. This is important because we expect the markets that are served by Southern Pacific in California to be an increasingly large market for our lumber. In the past, the UP has not been competitive because of its lack of a direct route. With the merged UP/SP, these routes will become efficient and competitive for rail service, and our ability to compete will be enhanced by the increased competitiveness of rail to these markets versus trucks.

As noted, this merger will help keep or restore rail's competitiveness with trucking. The same is true for competition with barge transportation. We also feel that the merger of the UP and SP is needed to compete with the BN/ATSF.
Because of the poor financial condition of the Southern Pacific, we do not expect it to survive without this merger. We are encouraged by the agreement that UP/SP have struck with BN/SF that appears to be capable of ensuring long term competition along the routes from the Pacific Northwest.

Croman Corporation is fully in favor of this proposed merger.

Kory Kaufman

VERIFICATION

STATE OF OREGON

COUNTY OF JACKSON

Kory Kaufman being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Subscribed and sworn to before me this 6th day of September, 1995.

Kory Kaufman

Lois Elaine Goldenpenny

Notary Public

My Commission expires: March 17, 1999
1. Richard P. Hyland
   President

Richard P. Hyland, President and owner of Cross Con Terminals, Inc., located at 11261 Southwest Highway, Palos Hills, Illinois. Established in 1977. Prior to establishing Cross Con Terminals, Mr. Hyland was in a management position at Lifschultz Fast Freight and Co-op shippers, both heavy rail users.

2. Cross Con Terminals is a diversified transportation service company that offers intermodal service, intermodal stack trains, as well as over-the-road service. Cross Con Terminals uses straight through service on major route corridors to points throughout the United States and Canada, and specializes in the use of all types of equipment.

Cross Con Terminals does over $40,000,000 in rail traffic and is very much in favor of the merger, as future growth is tied to lanes currently served poorly by the SP.

3. We believe that the proposed merger would be in our Company’s best interests as well as the interests of other shippers. We heartily endorse the UP/SP application.

4. The UP/SP merger will assure service benefits to customers, by providing more efficient routes, route specialization and better equipment utilization.

   a. The merger would provide a more competitive challenge to other lines, making for stronger competition generally as well with other modes.

   b. The merger would assure long-term quality service for SP shippers.
c. Approval of the application would enable UP and SP to combine the strengths of their rail systems. Shippers and receivers on both systems will have the benefits of improved services.

d. Shippers would enjoy single line service to points serviced by the UP and not the SP; and those serviced by the SP and not the UP.

e. It will be beneficial to have the shorter, more efficient routes which would result from the merging of the two systems.

f. UP/SP would be in a position to offer faster and more reliable service in key corridors. The linehaul service would be improved as a result of utilization of the best terminals in these corridors. They would be in a position to offer more reliable intermodal services.

g. The utilization of numerous terminals in various locations would allow traffic to be handled more efficiently. In cases where pre-blocking is allowed, terminal traffic would be eliminated entirely.

Route Specialization/Capacity Optimization

Service improvements will result from focusing different categories of traffic on different routes. For example, between Southern California and Chicago, UP/SP will be able to handle manifest traffic and expedited traffic more efficiently by routing each category over separate corridors. Similar benefits of route specialization will be realized between Houston and the gateways of St. Louis, Chicago and Memphis. The availability of alternative routes will allow shipments to be routed around chokepoints and maintenance-of-way curfews.

Cross Con Terminals is extremely efficient in equipment utilization. The combination of the UP and SP greatly enhances the turn times and equipment use. This is done by fewer lines involved and better service.
Better Equipment Utilization

UP/SP will be able to reposition both cars and locomotives more efficiently. Cars and locomotive power will move better between Los Angeles, San Francisco and the Pacific Northwest, as well as between California and Texas. The difference in peak seasons for the two railroads plus effective use of triangulation and backhaul moves will improve equipment supply for shippers. As a result of these and other merger efficiencies, railroad-owned equipment supply will improve, and shippers using private equipment should enjoy savings on fleet size requirements. In addition, there will be increased storage-in-transit opportunities for chemicals and grain shippers.

New Markets

While our companies main avenues are to and from the West Coast to the Midwest, we believe this merger will present opportunities on the West Coast to the Southeast, (i.e., L.A. - Memphis), as well as large markets in the Southwest.

Competitive Benefits

UP today is financially strong, but lacks efficient routes to many markets. SP has many excellent routes but lacks the volume and capital to take advantage of its opportunities. The merged system will be able to overcome bottlenecks and apply capital dollars where they will accomplish the most. This should result in stronger competition generally.

Competition with Other Modes

In instances where a customer’s traffic may be subject to shipment by truck, the UP/SP merge will provide strong competition to the truck-dominated I-5 Corridor between the Pacific Northwest and California. Trucks provide strong competition for railroads in the transportation of many products in the Midwest as well as the I-5 Corridor.
Assurance of Long-Term Quality Service of SP Shippers

Shippers who have been using the SP and have concerns about their service and long-term viability will have assurance of long-term, top-quality service from a financially strong system capable of making the necessary capital investments to maintain rail competition.

I, Richard P. Hyland, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 9, 1995

Richard P. Hyland
President
CROSS CON TERMINALS, INC.

Witness

-PAGE 4-
I am the International Manager of D.I.F. Inc., and also am in charge of all intermodal traffic. I have been employed in this position since 1992. I have been involved in international traffic for the past 30 years, most recently employed by Kerr Steamship Co., in Dallas, Texas.

D.I.F. Inc. is located at 2121 W. Airport Freeway, Suite 660, Irving, Texas and conducts business in 48 states as well as Hawaii and Alaska.

Our primary concern is with our international traffic to and from the Far East and Canada. We have imports from Taiwan, Korea, Japan and China. These move primarily into Texas and Alabama. Our exports move to almost the entire Pacific Basin. These shipments are full container loads and LCL and originate in the Great Lakes States, Texas and the West Coast. Our Canadian business is both imports and exports to Quebec, Ontario, Alberta and British Columbia mainly to and from Texas.

We have read and heard accounts that the Union Pacific and the Southern Pacific Railroads have an application to the Interstate Commerce Commission for authority to merge their companies. We feel that this merger would present direct benefits to our company and to shippers in general. We lend our full support to their request.

We feel that if the two railroads are allowed to merge, better use of their combined trackage and equipment will occur. A good example would be for both East and West bound trains to make use of the Southern Pacific tracks from Memphis to Dallas and the Union Pacific tracks through the Sweetwater corridor to El Paso and onward on the Southern Pacific to the Pacific Coast. We also think that Midwest freight that generally moves to and from the Chicago area would move much more efficiently and faster using combined UP/SP trackage.

We feel that the merger of the Union Pacific and Southern Pacific Railroads will benefit all shippers in general and certainly go a long way in helping maintain a competitive situation with the merged Santa Fe and Burlington Northern Railroads. We support their application.
VERIFICATION

STATE OF TEXAS )
) ss
COUNTY OF DALLAS )

Jerry Payne being first duly sworn, deposes and says that he has read the forgoing document, knows the facts asserted therein, and that the same are true as stated.

Jerry Payne

Subscribed and sworn to before me this 27th day of September 1995

Notary Public

My Commission Expires:

3-26-96
I am writing in reference to the Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, control and merger, Southern Pacific Rail Corporation, Southern Pacific Transportation Company.

DAJ is a drayage and warehousing company that operates in El Paso, Tx. We operate a single facility that is closed on the SP and have been in operation for 10 years, I have been in the business for over 20 years.

DAJ supports the merger of the Union Pacific and Southern Pacific due to the new operating efficiencies it will offer. El Paso is a major crossing point for freight from Mexico into the United States, DAJ participates in 90% of the containerization and shipment of this freight over the SP intermodal ramp in El Paso. We ship freight going to all the major intermodal terminals including Chicago, Long Beach, Houston, and Memphis. While many of these routes will gain new efficiencies, the routing from El Paso to Memphis will especially become a much better route utilizing the UP's trackage from El Paso to Dallas vs having to go through the SP's San Antonio terminal.

We also look forward to the merging of the Union Pacific and Southern Pacific railroads as it will offer the opportunity to merge the local operations in El Paso. DAJ receives boxcar shipments of copper, paper, as well as other miscellaneous commodities for local distribution or for shipping outbound. A more efficient local operation will improve ability to respond to our customers.

Overall we support the Union Pacific/Southern Pacific merger due to the improved rail service and expanded marketplace it will provide.
STATE OF Texas

COUNTY OF El Paso

, being of first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Subscribed and sworn to me before this 14th day of Sept., 1995.

My Commission Expires:

12-12-98
DAL-TILE MEXICO S.A. DE C.V.

ROBERTO LOZANO ALEMAN
appearing on behalf of
DAL-TILE MEXICO. S.A.DE C.V.
formerly Ceramica Regionontana. S.A. de C.V.

THE UNDERSIGNED. WITH DOMICILE AT BOULEVARD DIAZ ORDAZ KM. 335. GARZA GARCIA. NUEVO LEON. MEXICO POST CODE 66230. IN CHARGE OF THE INTERNATIONAL TRANSPORT AND CUSTOMS AREA FOR THE LAST 13 YEARS AND WITH 19 YEARS' SENIORITY IN THE COMPANY. HEREBY PLACES ON RECORD: THAT DAL-TILE MEXICO IS A COMPANY WHICH HAS PRODUCED CERAMIC COATING FOR FLOORS AND WALLS FOR THE PAST 40 YEARS UTILIZING THE RAILROAD FOR TRANSPORTING RAW MATERIAL FROM TEXAS. ARKANSAS. TENNESSEE AND GEORGIA. THE COMPANY HAS. OVER THE YEARS. REQUIRED THE SERVICES OF SOUTHERN PACIFIC AND UNION PACIFIC DEPENDING ON THEIR TARIFFS AND SERVICE. AND TRANSPORTED DURING THE AUGUST 1994 TO AUGUST 1995. PERIOD. CLAY. SOAPSTONE AND STONE-DUST TOTALLING 220,000 TONS IN WEIGHT AND $3,000,000.00 U.S. DOLLARS IN FREIGHT CHARGES.

WE HAVE BEEN ADVISED THAT UNION PACIFIC AND SOUTHERN PACIFIC ARE REQUESTING AUTHORIZATION TO MERGE. AND OUR OPINION IS THAT WE SUPPORT THIS OPERATION. IN THE BELIEF THAT IT WOULD BE TO THE BENEFIT OF RAIL SHIPPERS IN MEXICO AND THE U.S.
OUR REASONS ARE THAT WE BELIEVE THE EQUIPMENT WOULD BE BETTER UTILIZED OVER MORE SUITABLE ROUTES IF THE MOTIVE POWER, FACILITIES AND ADMINISTRATIVE CAPACITY WERE COMBINED.

BY MAKING THE ROUTES AND UTILIZATION OF EQUIPMENT MORE EFFICIENT, SOUTHERN PACIFIC AND UNION PACIFIC WILL BE ABLE TO OFFER BETTER OPTIONS TO THEIR CLIENTS.

AN IMPORTANT ASPECT, FOR COMPANIES IN MEXICO SUCH AS OURS, IS THE CONTINUATION OF STRONG COMPETITION BETWEEN RAILROADS THAT REACH U.S. - MEXICO BORDER POINTS. I KNOW THAT UNION PACIFIC HAS INDICATED THAT IT WILL MAKE SURE THAT COMPETITION TO THE U.S. - MEXICO GATEWAYS IS MAINTAINED. IN VIEW OF THIS COMMITMENT, WE SUPPORT THE MERGER.

WE WOULD MENTION IN CLOSING THAT THE PROPOSAL FOR MERGER WOULD REPRESENT BENEFITS FOR ALL SHIPPERS AND WE THEREFORE SUPPORT THIS COMMERCIAL TRANSACTION.

I ROBERTO LOZANO ALEMAN. DECLARE UNDER OATH THAT THE FOREGOING IS CORRECT AND TRUE AND, MOREOVER, THAT I AM QUALIFIED AND AUTHORIZED TO ISSUE THE PRESENT DOCUMENT.

GARZA GARCIA. N.L. SEPTEMBER 13, 1995

GARZA GARCIA, N.L. SEPTEMBER 13, 1995

ROBERTO LOZANO ALEMAN
Verified Statement

of

William W. Craven

on behalf of

Dart Intermodal, Inc.

My name is William W. Craven and I am the President of Dart Intermodal, Inc. I have over 20 years of experience as either owner or CEO of an intermodal carrier.

Dart Intermodal provides truck-rail services to the shipping public. The company holds volume contracts with all major railroads. Currently we handle over 3,000 trailers or containers per month to various rail carriers. On a daily basis we analyze train schedules, routes and rates of each major railroad.

Dart Intermodal strongly supports the merger of Union Pacific and Southern Pacific. The combination of these two carriers will greatly enhance service and the competitive environment of the western carriers.

We look forward to a speedy approval of this vital merger.

I, William W. Craven, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on 9/14/95.

[Signature]
My name is H. Eugene Croasmun. I am Manager for Logistics Projects, for DLS, which is a logistics service organization working as a shipper's agent coordinating movements with all modes and combinations of modes, of transportation. Prior to joining DLS in early 1994, I had been Distribution Manager for USX responsible for logistics services for all steel products marketed in the Southeast and Southwest U.S. I spent forty two years with USX, in traffic and purchasing responsibilities, with major involvement in the movement of raw materials and non ferrous and finished steel products via all modes of transportation throughout the United States.

Considering prior and present experiences, and on behalf of DLS, please consider this as strong endorsement for the merger of the Union Pacific and Southern Pacific railroads. This merged transportation organization will provide viable competition for the recently approved Burlington Northern/Santa Fe merger, thus protecting the shipper and shipper's agents transportation interests for both rail and intermodal traffic. Throughout my experiences I have noted that the long term efficiency of transportation and Logistics services to the shipping public can only be assured through operationally strong, financially healthy transportation companies. This merger will contribute greatly toward that end.

I, H. Eugene Croasmun, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on the 27th day of September, 1995.

Signature

Total Transportation Services
VERIFIED STATEMENT
OF

Mr. Herwig Bachmann
on behalf of
Degussa México S.A. de C.V.

Att’nt.: Interstate Commerce Commission
UP/SP merger case
Docket No. 32760

1. My name is Herwig Bachmann, Vicepresident of Sales for Chemical Division in Degussa Mexico S.A. de C.V. Our corporate office is located in Czda. México-Xochimilco 5149, 14610 México D.F., Phone: (525) 6 73 13 70,
Fax 525 (6 73 66 49). Degussa AG, our headquarters, produces at 17 locations in the Federal Republik of Germany and in addition it has about 130 holdings in Europe and overseas, including important production plants in Belgium, Austria, the USA and Brazil. Degussa México imports material from different locations in the USA. Most of our traffic, approx. 95% is handled by truck and the rest per rail. The transportation contracts and rates are negotiated by our suppliers or directly by us.

2. The production program from Degussa Corp. in the USA is marked by unusual diversity. With very few exceptions, this programme does not provide products for the ultimate consumer, but instead contains semi-finished and intermediate products which are used as special materials in practically all industry branches.

Degussa Mexico has warehouses in Mexico City, Leon, Guadalajara and Monterrey. We are always looking for competitive advantages, that we could obtain from our carriers and rates that will allow our company to stay competitive in the local and international market.

The volume of goods handled by railroad has not been as important as it could have in the past years because of the mexican rail system, but we foresee a stronger traffic per rail in the future.

3. We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this in means of improving service, stronger competition and competitive rates.
4. We know that with the approval of the application, UP and SP will be able to combine the strengths of their rail systems with more efficient and direct routes.
In the case of Mexico UP/SP will be able to offer better service to the Mexican gateways and the access to combined railroad will be granted.
Also the combined railroad will be able to offer more expedited, pre-blocked and pre-cleared trains to and from interior points in Mexico.

We consider that competition is the best way to keep quality in operations and the SP/UP merger will create a competitor to BN/Santa Fe of comparable strength.

5. Our company supports the application as we believe that the proposed merger, will provide significant benefits to shippers.

We hope that we will receive in the future in Mexico the same personal service with the merged system as we were receiving from the Southern Pacific.

I declare that I am qualified and authorized to file this statement.
Executed on 8th of September, 1995.

Herwig Bachmann
Degussa México S.A. de C.V.
VERIFIED STATEMENT
OF
GLENN DONALDSON
on behalf of
DIXIE PLYWOOD COMPANIES

I have been the Traffic Coordinator at Dixie Plywood since late 1992 having worked with a
sister company, Bradley Plywood Corporation, since 1975. I am located at the companies
Corporate Headquarters in Savannah, GA, as part of the purchasing department. My
responsibilities include rate negotiations, individual shipment tracing, freight bill problem
resolution, and all other facets of railroad and intermodal shipping.

Dixie Plywood Company is one of the largest independent distributors of building materials in
the United States with distribution centers in Atlanta and Savannah, GA; Landover, MD; Orlando,
Tampa, West Palm Beach, Fort Lauderdale and Miami, FL; Dallas, Houston, San Antonio and El
Paso, TX. Dixie brings in all sorts of Forest Products from around the country, Canada, and
Mexico. Using all of the major railroads and many of the smaller connecting lines we moved over
4000 railcars in 1994. 1995 has been slower, however, as we are on a pace to move just over
2500 cars this year. A large portion of our rail movements originate in the Northwestern United
States and Western Canada and deliver to our branches via the BNSF, SP and KCS in Texas, the
CR in Landover, MD, and the Norfolk Southern and CSXT in the Southeast utilizing Memphis as
a gateway. We also have a lot of freight originating in Texas and Louisiana.

As a shipper dependent upon the Southern Pacific, we support the merger of the Union Pacific
and Southern Pacific railroads as a means of improving service and strengthening competition.

We have been looking for alternate methods of getting freight from SP served mills to our
distribution centers and alternate sources not on the SP due to congestion at several SP yards
resulting in lengthy delays. We believe that through this merger the larger, stronger railroad can
overcome these service problems whether by use of shorter, more efficient routes, pre-blocking to
allow traffic to be run around some of these congested terminals or better use of equipment. We
feel that there is a need for a railroad that is financially strong enough to compete with the new
BNSF.
VERIFICATION

STATE OF GEORGIA
COUNTY OF CHATHAM

Glenn B. Donaldson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

[Signature]
Glenn B. Donaldson

Subscribed and sworn before me this 26th day of September, 1995.

[Signature]
Nancy Horton

My Commission Expires: June 10, 1996

NANCY ELAINE HORTON
Notary Public, Chatham County Ga.
VERIFIED STATEMENT

OF

CLIFTON B. RUHRUP
on behalf of
UNION PACIFIC/SOUTHERN PACIFIC MERGER

1. My name is Clifton B. Ruhrup. I am General Sales Manager of Aggregate Sales, Assistant Secretary, and Traffic Manager for Dolese Bros. Co. with home offices located at 13 N.W. 13th, Oklahoma City, Oklahoma 73101. I am in charge of rail rates for the hauling of crushed stone and sand which are the two commodities that we ship by rail on unit trains to destination points at (4) four unloading facilities. In addition, I am responsible for making shipments for any sales that we make to other customers for crushed stone or sand, as well as for our own use. We make rail shipments into Oklahoma, Kansas, and Texas. We are in the business of selling and transporting crushed stone and sand and have been engaged in the sale and transportation of these aggregates for many years.

2. Dolese operates eight (8) limestone quarries and one (1) granite quarry in Oklahoma together with several sand plants and a number of ready-mix concrete operations in Oklahoma and Kansas as well as a block plant, and a prestressed concrete plant. For these operations, the Aggregate Sales Department furnishes crushed stone and sand required. To facilitate this, we have set up two (2) stone yards in the Oklahoma City area, one in central Oklahoma City, and one near Yukon, Oklahoma as well as a yard in Enid, Oklahoma. Also, in Kansas we have set up an unloading facility at Wichita, where we furnish materials to our own ready mix plants, as well as to outside trade requiring...
crushed stone materials. All of these material yards are supplied material by rail on the Union Pacific Railroad.

During the course of these operations, we find it necessary to ship crushed stone and/or sand to these operations as required for furnishing to our various operations as well as to commercial customers who desire to buy our products. We operate unit trains from our quarry at Richards Spur located near Lawton, Oklahoma and ship crushed stone via Union Pacific Railroad direct to these facilities. Our sand is shipped via Union Pacific from Dover, Oklahoma to these facilities as required. We also own 19 railcars which we furnish to the Union Pacific for our own regular traffic. In addition, we use 160 to 200 Union Pacific and Southern Pacific railroad cars in our service to make rail shipments on Unit Trains as we need these materials. Generally we ship 48 to 66 cars on one train.

3. Our Company is filing this statement on behalf of Union Pacific to support their request to merge with Southern Pacific. As a shipper who depends on Union Pacific for furnishing materials to our facilities, we welcome this merger as a means of ensuring that we receive top quality rail service from a carrier with single line access to our using points. We believe that this merger would be in our best interest.

This merger would be useful to us as we would have single line haul rates on shipments that we desire to make on the SP as well as the UP railroad. This merger would also help us to meet competition from the Santa Fe/Burlington Northern combination, which was recently approved, to the extent we could be competitive to points in Oklahoma, Kansas and Texas where we desire to be competitive. We also understand that the merger of these two railroads will result in a greater pool of rail cars being available for the Union Pacific to furnish us additional cars and service as we
develop additional business. We feel that this will lead to improved service for our facilities on our rail shipments.

The proposed merger will provide significant benefits for our company as the Union Pacific will have more power available from the combined railroads in addition to a larger rail car pool on which we can rely. In addition, it will make us more competitive to Southern Pacific points that we might reach by rail. Our company supports this application for the merger.

Dolese Bros. Co. has been in the aggregate business for more than 90 years. We believe that this merger will give us the assurance of a strong railroad to solve our needs so that we can look forward to a long and continued relationship with the Union Pacific Railroad in the years to come.

AFFIRMATION

I, __________Clifton B. Ruhrup________ declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on 18 September 1995

(_________ Clifton B. Ruhrup________)
VERIFICATION

STATE OF Oklahoma
COUNTY OF Oklahoma

Clifton B. Ruhrup, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Clifton B. Ruhrup

Subscribed and sworn to before me this 18th day of September 1995.

Notary Public

My Commission Expires:

20 December 1997
Before the
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423

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, et al.

VERIFIED STATEMENT OF ROBERT STEPHEN BAILEY ON BEHALF OF DOWELL, A DIVISION OF SCHLUMBERGER TECHNOLOGY CORPORATION
My name is Robert Stephen Bailey and I am General Purchasing Agent for Dowell, a Division of Schlumberger Technology Corporation (Dowell). My address is 105 Industrial Blvd., Sugar land, Tx. 77478. I have been in this position for the past 12 years. Previous to this, my position was Distribution Manager. In my current position, I am responsible for all rail traffic and related activities as well as purchasing the commodities we move by rail. I am authorized to file this statement on behalf of Dowell.

Dowell provides cementing and stimulation services to the oil and gas industry throughout the United States and the world. In 1995 we will ship in excess of 350,000 tons of material by rail. Approximately 250,000 tons of this will move on the Union Pacific/Missouri Pacific (UP/MP). We also move traffic on the Southern Pacific (SP). Dowell operates a fleet of 191 railcars, in addition to utilizing railroad furnished equipment.

A significant part of our rail freight originates in Wisconsin, Minnesota and Texas with destinations in Texas, Oklahoma, Colorado, Wyoming, California, New Mexico, Arkansas, Kansas and Louisiana. The quality of rail transportation provided by the UP/MP and SP is of vital concern to Dowell.

In addition to the Union Pacific/Missouri Pacific and Southern Pacific I also utilize The Atchison, Topeka and Santa Fe Railway Company, Chicago and North Western, CSX Transportation, Fox Valley and Western and the Soo Line Railroad among others.

It is my understanding the UP/MP and SP are seeking merger approval. I believe this proposal will be productive. An efficient, reliable and cost effective rail structure is critical to the ability of Dowell to be competitive in our market.

The combined railroads will offer shorter routes and single line service on some of our traffic. An example would be Kasota, Mn to Oil Junction, Ca. Better utilization of trackage, yards and power will improve transit time and car utilization. These are very important issues, especially to shippers who utilize their own cars. They also provide economic benefits to all parties.
The consolidation of operating and information systems will improve response time, accuracy of data and train scheduling. It also improves efficiency of my operation.

In summary, Dowell gives its support for the merger application of the UP/MP and SP. We urge you to approve this application.

Robert Stephen Bailey

VERIFICATION

STATE OF TEXAS
COUNTY OF FORT BEND

Robert Stephen Bailey, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Robert Stephen Bailey

Subscribed and sworn to before me this 26th day of October, 1995.

NOTARY PUBLIC
Finance Docket No. 32760

My name is John U. Raffety. I reside at 2645 Fox Creek Drive, Germantown, Tn. 38138. I am Vice President of Transportation for Dunavant Enterprises, Inc. Dunavant Enterprises is located at 3797 New Getwell Road, Memphis, Tn. 38118, phone: (901-369-1500). I have been employed with Dunavant Enterprises since September, 1972. I have worked in the transportation division of the company from 1979 to the present and have been Vice President of Transportation since 1990. Dunavant Enterprises is the largest cotton brokerage firm in the world shipping annually in excess of three million bales of U.S. grown cotton to domestic and export customers from Texas, Oklahoma, Memphis territory states, California, Arizona, New Mexico and Southeastern states territories. During the most recent cotton shipping season, September 1994 through June 30, 1995 Dunavant Enterprises shipped in excess of five thousand nine hundred carloads of cotton bales to export ports and domestic cotton mill customers. Dunavant Enterprises utilizes the services of many different rail carriers such as; The Atchison,Topeka and Santa Fe, the Burlington Northern, the Canadian National, the Canadian Pacific, the Illinios Central, the CSXT, the Kansas City Southern, the Columbus and Greenville, the Norfolk-Southern, the Southern Pacific and the Union Pacific.

Dunavant Enterprises ships boxcar loads of cotton to major ports in the states of California, Washington and Oregon and to states on the Gulf of Mexico for export loadings, to domestic cotton mills located primarily in the Southeastern United States, to border crossings into Mexico and to cotton mills in Canada.
Since Dunavant Enterprises does ship large volumes of cotton and generate large rail movements we feel compelled to address the Interstate Commerce Commission about Dunavant's support of the application for merger of the Union Pacific and Southern Pacific Railroads.

Dunavant, along with other shippers enjoyed having many origins served by both the Burlington Northern and the Atchison Topeka & Santa Fe Railroads. This created a competitive atmosphere whereby both rail carriers were soliciting business. Having a competitive atmosphere creates a healthy incentive for both railroads to perform with quality service and pricing incentives.

Dunavant feels that the BN/ATSF merger will effectively eliminate certain competitive factors of service and pricing especially in the West Texas origin areas. This is one reason we favor the merger of the UP/SP railroads. The Union Pacific and the Southern Pacific railroads have certain corridors of service either by direct link with an origin loading facility or by trackage rights into areas that if the UP/SP merger were approved would once again allow the shipper to have competitive service and pricing with the BN/ATSF from various origins to various destinations in California and the Pacific North West as well as to domestic mills in the southeastern United States.

Dunavant's competitive options must remain to assure that U.S. cotton supplies can compete with other areas and suppliers in the global marketplace. Over the past few years demand for U.S. grown cotton has increased dramatically in the worldwide marketplace. A big part of the increase in demand is due because cotton shippers have been able to supply cotton in a timely and cost efficient manner to the rest of the world. This has translated into increased demands for U.S. grown cotton, thereby increasing revenues for producers, transportation companies, merchant shippers, warehousemen and many other people directly and indirectly affected by the growing and trading of cotton in the United States.

A noncompetitive atmosphere could very easily tilt world and domestic demand for cotton grown elsewhere due to poorer service response and pricing levels so high that it would increase costings to unacceptable levels thereby decreasing demand for U.S. grown cotton.

Dunavant also feels that the UP/SP merger would benefit shippers with new single line service. Cotton shippers would be able to rail from UP or SP origins to UP or SP destinations without the disruption of having to interline two separate railroads.
Cotton shippers would have more efficient routes. Shipments from UP origins could move via SP tracks from Texas origins more efficiently to California ports and SP origins could move to Seattle and Tacoma without interlining with the UP. Additionally, shippers would have single line service to all major Mexican border crossings by shorter more efficient routings.

Shippers would have better utilization of rail equipment. The UP and the SP would have more equipment to supply on movements during the heavy shipping of cotton from December through April of each year. By combining locomotive power and boxcar supplies of both the UP and the SP the shipper would have the benefit of equipment when needed.

Dunavant Enterprises has always been a pro rail shipper. We do utilize other means of transportation to move our product to our customers but feel strongly in keeping and supporting rail as a viable and competitive means of transportation in this country.

Hopefully, the ICC will approve the authority for the Union Pacific and the Southern Pacific to merge as a means of improving service and strengthening competition and afford accessibility of competing railroad options assuring the ability to compete in the marketplace. We deem consideration of this merger essential.

I am available to answer any questions concerning this matter.

Sincerely,

John U. Raffety
VERIFICATION OF AFFADAVIT CONCERNING UP/SP PROPOSED MERGER

CITY OF Memphis

STATE OF TENNESSEE

John U. Raffety being duly sworn, deposes and says that he has read the foregoing statement, knows the facts asserted therein and that the same are true as stated.

(Name)

(Company) Dunavant Enterprises

Subscribed and sworn to before me on this 20th day of September, 1995.

Sandra K. White
Notary Public

My Commission Expires: MY COMMISSION EXPIRES NOV. 24, 1997

203
We understand that Union Pacific and Southern Pacific railroad are requesting authority to merge. The Dune Company is a large retail Fertilizer and Ag Chemical company in the Imperial Valley of California and receives 400-500 rail cars annually. I am the General Manager of the Dune Company and have held that position for six years.

90% of our product arrives by rail from points outside the state. A UP/SP merger should improve our service by providing a single line service from the pacific northwest and from the midwest. I also believe that terminal coordination will alleviate delays in shipments that we have experienced in the past. Railroad owned equipment supply should improve which will also expedite service.

Our company supports the proposed merger and believes it will provide improved service.
VERIFICATION

I, Alan Quick declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 27, 1995.

[Signature]

ALAN QUICK
September 15, 1995

VERIFIED STATEMENT

of

DENNIS DURBANO

on behalf of

DURBANO METALS

My name is Dennis Durbano, I am Vice-President and Chief Operating Officer of Durbano Metals, Inc. I have held this position for over 20 years.

Durbano Metals is a scrap steel recycling company. Our steel is derived from industrial fabrication and manufacturing plants and the scrapping of retired or damaged railroad cars and all other types of railroad generated scrap metal. We prepare to steel mill specification approximately 24,000 tons of scrap metal per year. The shipping of 90% of this product is handled by either Union Pacific or Southern Pacific Railroads.

All shipments originate at Ogden, Utah and some destinations are serviced by Union Pacific and Southern Pacific Railroads, such as Geneva Steel at Geneva, Utah. We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this merger as not only a means of greatly improving service, but also a means of strengthening competition. We believe this merger would be in our company's best long term interest because of the improved access we would have to Union Pacific gondola cars that Southern Pacific could not supply while still being able to use a more direct route to Geneva Steel on Southern Pacific tracks.

It is also our belief that the duplications of employees, equipment, and tracks, that both railroads now must use at Ogden, Utah and many other locations could now be streamlined.

This great savings could insure that freight rates would not rise as much and in some cases may even decrease as these duplications are done away with.

Sincerely,

Dennis Durbano
DURBANO METALS

206 (enclosure 1)
DD/cf
VERIFICATION

I, Dennis Durbano, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file their verified statement.

EXECUTED ON SEPTEMBER 15, 1995

DENNIS DURBANO

DURBANO METALS
VERIFIED STATEMENT

OF

BOB KNAPP

on behalf

of

EASTPORT INDUSTRIES INC.

Bob Knapp, Acting General Manager:

As the responsible party for day to day operations of the Eastport Industries Inc. Transload Center, I am the contact of all customers shipping freight into our facility. I handle all customer service areas meeting the needs of our clientele.

I have been with Eastport Industries for the last three and one half years. Prior to this position I was with Bertrando & Associates as a Marketing Consultant for seven years.

Eastport Industries Inc., in Eastport, Idaho is a Transload Center located at the Northern Border of the State of Idaho, served by the Union Pacific Railroad. We receive various commodities into our facility. Mostly we receive Forest Products from Canada via truck to be loaded onto railroad cars, for shipment to various U.S. States. We do receive rail cars that we unload and ship their products North via truck.

We load 1400 to 1600 rail cars a year. Most of our current traffic is destined for the Western United States Markets.

We at Eastport Industries understand Union Pacific and Southern Pacific Railroads are requesting the authority to merge. We feel strongly that this merger will be a means to stay competitive with our Burlington Northern Neighbors. Eastport Industries wants U.P. & S.P. to merge!

With the recently approved merger of B.N. & A.T.S.F. we will lose business that we currently enjoy into Arizona. This is a large portion of our business. We are Union Pacific’s only Border Transload in the western states. We have tremendous competition with two B.N. Transload business in Washington and Montana currently. We need this merger to maintain our present level of business.

It is our position that the proposed merger would be in the best interests of our company, and our customers shipping through Eastport.
To clarify the benefits we will receive with this UP & SP merger, let us list what we feel are significant.

The main issue is maintaining equal competitive positioning. The B.N./A.T.
S.F. approved merger will turn the scales of balance towards our B.N. competition for
their benefit.

Also important from our customers point of view as expressed to us so often, improved single line service into the S.P destinations they are currently having problems with. There has been much talk for years that U.P. could improve S.P.'s service if a merger did take place. Our customers are very excited about prospect of the U.P. & S.P. providing the S.P. destinations, for their competitive position improving their business situations.

Eastport Industries Inc. would like to stress the importance of this Proposed Merger in maintaining our competitive position, WE MUST HAVE UP/SP as one railroad. Please give your approval to "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, et al."

I, Bob Knapp, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on 6-25-70.

Bob Knapp
VERIFICATION

STATE OF IDAHO) ss.
COUNTY OF Boundary)

Bob Knapp, being first duly sworn, deposes and says he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Bob Knapp

Subscribed and sworn to before me this 25 day of August 1975

Shelley L. Deitz
Notary Public

My Commission Expires:
8-28-2001
Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20423  

Reference: Union Pacific - Southern Pacific Merger  
Finance Docket No. 32760  

Dear Mr. Williams:

My name is Timothy J. Travis. I am President and Chief Executive Officer of Eaton Metal Products Company, headquartered in Denver, Colorado. I have been with Eaton Metal Products for thirty-two years working in various areas of the company. In my present position I direct and manage all aspects of the company’s operations.

Eaton Metal Products provides design engineering, steel fabrication, and steel erection services. Also, the company is a dealer/provider of petroleum and chemical handling equipment. Our corporate and engineering office is located in Denver, Colorado. We have manufacturing plants in Denver and Salt Lake City, Utah and Pocatello, Idaho. We have Branch and Sales Offices in Casper, Wyoming; Colorado Springs, Colorado; Grand Junction, Colorado; Albuquerque, New Mexico; Rapid City, South Dakota; Salt Lake City, Utah; and Denver. All of our plants are on the UP. However, the plants in Denver and Salt Lake City are open to reciprocal switching. In 1994, our plants in Denver, Salt Lake City and Pocatello received in excess of 100 carloads of steel. Our Pocatello facility shipped approximately 200 carloads of vessels, tanks and fabricated steel products.

We wholeheartedly support the proposed merger of the Union Pacific and Southern Pacific rail systems. Our company will benefit from expanded single line service for our traffic. Single line service over more efficient routes will produce general increased efficiency, better services and reduced transit time, all of which accrues to the benefit of shippers. The ability to ship single line from our plant in Pocatello on the UP to SP served customers in California and Texas and our enhanced ability to anticipate and control inventory is of great benefit.
We believe that the increased strength and efficiency of the merged system will improve our ability to manage our traffic and will accrue to the benefit of our company and our customers.

In addition, much of the iron and steel plate we receive at Denver and Salt Lake City comes from steel mills in the Chicago area. Many of the shipments are high-wide loads. We have experienced regular, excessive delays due to the coordination on clearances necessary between UP and SP. We believe that with common, efficient management these delays can and will be reduced, if not eliminated.

We have been concerned about the continued viability of SP in light of the anticipated dominance of the newly merged BNSF. Combining the financial strength and service reliability of UP with the route structure and market reach of SP will product a strong rail competitor that can go head to head with BNSF. Likewise, the proposed settlement between UPSP and BNSF will enhance the competitive environment in our region and preserve two railroad competition in the Salt Lake City area. We have been concerned about the potential loss of rail competition at our Salt Lake City facility. Not only does the settlement meet our concerns, it exceeds our expectations. The availability of two strong and efficient, single line rail carriers throughout the region can only benefit the shipping public. We support the settlement and believe that two strong competitors are preferable to the situation where smaller, weaker carriers are created or introduced to address perceived problems.

We urge the ICC to grant quick approval to this proposed merger and approve the UPSP-BNSF settlement.

I, Timothy J. Travis, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 3rd day of October, 1995.

Timothy J. Travis

TJT:efw

cc: Don Havlik
September 14, 1995

VERIFIED STATEMENT

OF

FRANK BREWER
on behalf of
ECC International

I am responsible for all outbound rail traffic from Sylacauga, Alabama to various points represented by the UP and SP railroads. I have a BS degree in Transportation/Logistics from the University of Tennessee class of 1984. I have held this position for 2 years and prior to that I worked for Whittle Communications nine years as a fleet specialist.

ECC International is a mining company specializing in Calcium Carbonate in Alabama and Kaolin in Sandersville, GA. Our product is ground into a fine material and is used as an additive to paper, paint and plastics. Some of our major customers on the SP and UP are Potlatch, Temple Inland, Azrock, Williamette Valley and Lamson & Sessions. These customers are located in Arkansas, Texas and Louisiana.

All of the shipments I am responsible for originate in Sylacauga to points throughout most of the 48 contiguous states and a small percentage of exports. We now ship approximately 35% of our 950,000 yearly tons by rail.

As a shipper, we agree that a merger between the SP and UP will help with service to some of our targeted customers, (specifically Azrock) by providing a single line access. We could also get improved service to our only rail customer in Mexico. This will allow us to decrease the amount of rail cars needed in our fleet to service Kimberly-Clark across the border.
VERIFICATION

STATE OF ALABAMA

COUNTY OF TALLADEGA

FRANK BREWER being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

FRANK BREWER

Subscribed and sworn to before me this 4th day of October, 1995.

Wanda Manford
Notary Public

My Commission Expires:

3-8-98
September 13, 1995

VERIFIED STATEMENT
OF
PHIL GOUGH
ON BEHALF OF
EL DORADO CHEMICAL COMPANY

This support for the UP/SP merger comes from Phil Gough, Vice President in charge of the Agricultural Products Division for El Dorado Chemical Company. My office is located at 655 Craig Road, St. Louis MO 63141. I have been with El Dorado Chemical Company since it was acquired from Monsanto in 1983 and had spent ten years with Monsanto prior to that time.

El Dorado Chemical Company has a manufacturing facility located at El Dorado, Arkansas, which produces both agricultural and industrial grade ammonium nitrate, sulfuric acid and varying degrees of nitric acid. The El Dorado, Arkansas plant is served by the UP system. In addition to these products being produced and sold, the Agricultural Products Division also owns and operates twenty retail and wholesale plant locations. Fifteen are located in Texas, two in Southeast Missouri and three in Western Tennessee. Of these 20 locations, 16 are served by rail. Following is a listing of our 16 rail locations and the current delivering carrier:

<table>
<thead>
<tr>
<th>LOCATION</th>
<th>CARRIER</th>
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</thead>
<tbody>
<tr>
<td>Corsicana, Texas</td>
<td>SP</td>
</tr>
<tr>
<td>McKinney, TX</td>
<td>SP</td>
</tr>
<tr>
<td>Pittsburg, TX</td>
<td>SSW/SP</td>
</tr>
<tr>
<td>Waxahachie, TX</td>
<td>SP</td>
</tr>
<tr>
<td>Greenville, TX</td>
<td>L &amp; A</td>
</tr>
<tr>
<td>Itasca, TX</td>
<td>MP/UP</td>
</tr>
<tr>
<td>Indpark, TX (Bryan)</td>
<td>MP/UP</td>
</tr>
<tr>
<td>Marquez, TX</td>
<td>MP/UP</td>
</tr>
<tr>
<td>Swan Siding, TX (Tyler)</td>
<td>MP/UP</td>
</tr>
<tr>
<td>Terrell, TX</td>
<td>MP/UP</td>
</tr>
<tr>
<td>Trinity, TX</td>
<td>MP/UP</td>
</tr>
<tr>
<td>Whitewright, TX</td>
<td>MP/UP</td>
</tr>
<tr>
<td>Dublin, TX</td>
<td>CTE/ATSF</td>
</tr>
<tr>
<td>Portageville, MO</td>
<td>BN</td>
</tr>
<tr>
<td>Sharon, TN</td>
<td>NS</td>
</tr>
<tr>
<td>Newbern, TN</td>
<td>IC</td>
</tr>
</tbody>
</table>
In an average year, the Agricultural Products Division will ship and/or receive approximately 170,000 tons of products by rail. These products include seed, ammonium nitrate, diamonium phosphate, ammonium sulfate, potash, etc. Products for these locations are sourced out of Arkansas, Florida, Texas, Oregon, New Mexico, California and Canada.

As a company largely dependent on rail service, I believe that the proposed merger would be a big benefit to our company. I am definitely in favor of the UP/SP application. Being in a commodity business that is very seasonal, there are two primary reasons for our support:

1. Over the past few years, the service we have received from the SP has continued to deteriorate. It has become increasingly difficult to try to put together any type of shipping schedule because of the wide variations in transit time.

2. Handling commodity products as we do, one of the biggest considerations is freight cost. A UP/SP merger should make the current joint-line moves more cost effective and open up more business opportunities for our company. Currently it is more cost effective to ship by truck than it is to ship to a joint-line, rail-served location. Single-line service over the combined routes of UP and SP should allow us to compete in additional geographical areas. In addition, if UP/SP are combined, we expect that we will be able to shift some of our truck business to rail.

3. We believe the merger will improve the level of competition in chemicals transportation. BN/Santa Fe has become a larger, stronger system since their merger. If UP and SP merge, the new system will be a strong alternative to BN/Santa Fe, a more effective competitor than UP or SP standing alone. This will provide us with better shipping alternatives and will allow us to compete more effectively with chemical producers served by BN/Santa Fe.

As stated earlier, I believe this merger will be of benefit to a large number of shippers. The El Dorado Chemical Company Agricultural Products Division is in support of this application.
I, Phil J. Gough, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on September 13, 1995.

[Signature]

Phil J. Gough
Vice President-Agricultural Products

PJG:khm
DECLARACION BAJO PROTESTA DE DECIR VERDAD DE REYNALDO TOVAR FLORES EN REPRESENTACIÓN DE ELGO INTERNACIONAL, S.A. DE C.V.

MI NOMBRE ES REYNALDO TOVAR FLORES QUE OCUPO EL PUESTO DE DIRECTOR GENERAL ADJUNTO EN ESTA EMPRESA Y OCUPANDOLO DESDE 1992 TENGO A MI CARGO ENTRE LAS PRINCIPALES RESPONSABILIDADES LA ADMINISTRACION FINANCIERA DE LA EMPRESA ASI COMO LAS ESTRATEGIAS DE COMPRA Y LOGISTICA DE INSUMOS DE IMPORTACION QUE MANEJAMOS, PRINCIPALMENTE DE ORIGEN ESTADOS UNIDOS. EL AREA DE OPERACIONES HA SIDO CONJUNTAMENTE CON EL AREA DE VENTAS PIEZA FUNDAMENTAL EN EL DESARROLLO DE NUESTRA EMPRESA DE LA CUAL SE DESPRENEN EN GRAN PARTE LOS RESULTADOS QUE HEMOS LOGRADO HASTA HOY.

ELGO INTERNACIONAL ES UNA EMPRESA CUYO GIRO PRINCIPAL ES LA IMPORTACION Y COMERCIALIZACION DE PRODUCTOS AGROPECUARIOS. CONTAMOS CON OFICINAS EN LOS ESTADOS DE TAMAULIPAS, NUEVO LEON, SAN LUIS POTOSI, DURANGO, ESTADO DE MEXICO, JALISCO Y PUEBLA, LA CUAL NOS PERMITE DAR UN SERVICIO EFICIENTE A CADA UNO DE NUESTROS CLIENTES. EL VOLUMEN DE IMPORTACION ANUAL DE E. U. A. HA SIDO DE 400,000, 50,000, 60,000 Y 20,000 TONELADAS APROXIMADAMENTE DE SORGO, PASTA DE SOYA, MAIZ QUEBRADO Y GLUTEN DE MAIZ RESPECTIVAMENTE. LOS ESTADOS PRINCIPALES DE DONDE PROVIENEN ESTOS PRODUCTOS SON: KANSAS, NEBRASKA, IOWA Y TEXAS, UTILIZANDO BASICAMENTE LAS FRONTERAS BROWNSVILLE-MATAMOROS, LAREDO-NUEVO LAREDO.

TENEMOS CONOCIMIENTO DEL PROYECTO DE FUSION DE LOS FERROCARRILES UNION PACIFIC Y SOUTHERN PACIFIC EL CUAL CREEMOS QUE VA A MEJORAR LA CALIDAD DEL SERVICIO ASI COMO DAR MAYOR VERSATILIDAD A LOS MERCADOS POTENCIALES DE NUEVOS PROVEEDORES. ALGUNOS PUNTOS QUE CONTEMPLAMOS COMO BENEFICIOS ESPECIFICOS SON:

A) RUTAS MAS FLEXIBLES, CORTAS Y DIRECTAS QUE RESULTARAN EN REDUCCION DE TIEMPO DE TRANSITO Y EN TRANSPORTE MAS PRODUCTIVO Y EFICIENTE.
B) REDUCCION DE CICLOS DE TRANSITO DE LOS CARROS, BENEFICIANDO ESTO EN UNA MEJOR DISTRIBUCION Y UTILIZACION DEL EQUIPO.

C) MEJOR DISPONIBILIDAD DE EQUIPO QUE REDUNDARA PARA PODER MOVER MAYORES VOLUMENES CON LA MISMA CANTIDAD DE CARROS.

D) MAYORES PUNTOS DE INTERCAMBIO FRONTERIZO CON MEXICO, LO QUE PERMITIRA UNA MEJOR LOGISTICA EN FUNCION DE LAS REGIONES A LAS QUE VAYAN DESTINADOS LOS PRODUCTOS.

E) TARIFAS MAS COMPETITIVAS DEBIDO A UNA DISMINUCION DE COSTOS DE OPERACION.

EN RESUMEN ESTO FOMENTARA LA COMPETENCIA DE LOS FERROCARRILES QUE VAYAN A SERVIR A MEXICO, PRINCIPALMENTE ENTRE EL UP/SP Y EL BN/SF.

ATENTAMENTE

LIC. REYNALDO TOVAR FLORES
DIRECTOR GENERAL ADJUNTO

"YO REYNALDO TOVAR FLORES DECLARO BAJO PROTESTA DE DECIR VERDAD QUE LO ANTES ESCRITO ES CORRECTO Y VERDADERO. ADEMAS CERTIFICO QUE ESTOY CAPACITADO Y AUTORIZADO PARA PRESENTAR ESTA DECLARACION".


REYNALDO TOVAR FLORES
UNITED MEXICAN STATES
FEDERAL DISTRICT
CITY OF MEXICO
EMBASSY OF THE UNITED STATES OF AMERICA

J. RICHARD WALSH
Vice-Consul

Before me, __________, Consul of the United States of America at Mexico, D. F., Mexico, duly commissioned and qualified, personally appeared Francisco J. Laguardia who, being duly sworn deposes and says as follows:

(1) My name is Francisco J. Laguardia and I reside at Mexico City.

(2) I have been familiar with the English and Spanish languages for the past 20 years, I made the annexed translation from Spanish to English. The said translation is to the best of my knowledge and belief a true and exact translation of the original document.

And further deponent saith not.

[Signature]

Subscribed and sworn to before me this ______ day of OCT 13 1995.

For the contents of the annexed document I assume no responsibility.

[Signature]

Consul of the United States of America

J. RICHARD WALSH
Vice-Consul
STATEMENT UNDER OATH BY REYNALDO TOVAR FLORES, APPEARING ON BEHALF OF ELGO INTERNACIONAL, S.A. DE C.V.

MY NAME IS REYNALDO TOVAR FLORES, AND I HAVE HELD THE POSITION OF ASSISTANT MANAGING DIRECTOR OF THIS COMPANY SINCE 1992, AMONG MY PRINCIPAL RESPONSIBILITIES IS THE FINANCIAL ADMINISTRATION OF THE COMPANY, TOGETHER WITH THE PURCHASING AND LOGISTIC STRATEGIES FOR THE IMPORTED SUPPLIES WHICH WE HANDLE, OBTAINED MAINLY FROM THE UNITED STATES. THE OPERATIONS AREA AND THE SALES AREA HAVE PLAYED A KEY PART IN THE DEVELOPMENT OF OUR COMPANY, BEING RESPONSIBLE TO A LARGE EXTENT FOR THE RESULTS WE HAVE ACHIEVED TO DATE.

ELGO INTERNACIONAL IS A COMPANY THE PRINCIPAL PURPOSE OF WHICH IS THE IMPORTATION AND COMMERCIALIZATION OF AGRICULTURAL PRODUCTS. WE HAVE OFFICE IN THE STATES OF TAMALIPAS, NUEVO LEON, SAN LUIS POTOSI, DURANGO, MEXICO, JALISCO AND PUEBLA, WHICH PERMIT US TO PROVIDE AN EFFICIENT SERVICE TO EACH OF OUR CUSTOMERS. THE ANNUAL VOLUME OF IMPORTS FROM THE U.S.A. HAS BEEN APPROXIMATELY 400,000, 50,000, 60,000 AND 20,000 TONS OF SORGHUM, SOYA PASTE, BROKEN CORN AND CORN GLUTEN, RESPECTIVELY. THE PRINCIPAL STATES FROM WHICH THESE PRODUCTS ARE OBTAINED ARE KANSAS, NEBRASKA, IOWA AND TEXAS, UTILIZING BASICALLY THE BROWNSVILLE-MATAMOROS AND LAREDO-NUEVO LAREDO BORDER CROSSINGS.

WE HAVE BEEN ADVISED OF THE PROPOSED MERGER BETWEEN THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS, WHICH WE BELIEVE WILL IMPROVE THE QUALITY OF SERVICE AS WELL AS PROVIDING THE POTENTIAL MARKETS OF OUR SUPPLIERS WITH GREATER VERSATILITY. SOME POINTS WHICH WE CONSIDER AS SPECIFIC BENEFITS ARE:

A) MORE FLEXIBLE, SHORTER AND DIRECT ROUTES RESULTING IN A REDUCTION IN TRANSIT TIME AND IN MORE PRODUCTIVE AND EFFICIENT TRANSPORTATION.

B) A REDUCTION IN THE TRANSIT CYCLES OF THE CARS, RESULTING IN BETTER DISTRIBUTION AND EQUIPMENT UTILIZATION.

C) BETTER AVAILABILITY OF THE EQUIPMENT, SIGNIFYING THE ABILITY OF MOVING LARGER VOLUMES WITH THE SAME NUMBER OF CARS.

D) GREATER POINTS OF BORDER INTERCHANGE WITH MEXICO, PERMITTING BETTER LOGISTICS IN CONNECTION WITH THE REGIONS FOR WHICH THE PRODUCTS ARE INTENDED.

E) MORE COMPETITIVE TARIFFS, DUE TO A LOWERING OF OPERATING COSTS.
TO SUMMARIZE, THIS MERGER WILL FOSTER COMPETITION AMONG THE RAILROADS SERVING MEXICO, MAINLY BETWEEN THE UP/SP AND THE BN/SF.

YOURS TRULY

(L illegible signature)
LIC. REYNALDO TOVAR FLORES
ASSISTANT MANAGING DIRECTOR

"I, REYNALDO TOVAR FLORES, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT.
SAN PEDRO GARZA GARCIA, N.L., MEXICO
EXECUTED ON SEPTEMBER 21, 1995.

(I illegible signature)
REYNALDO TOVAR FLORES

I, FRANCISCO J. LAGUARDIA, EXPERT TRANSLATOR DULY RECOGNIZED BEFORE THE EMBASSY OF THE UNITED STATES OF AMERICA, HEREBY DECLARE THAT THE FOREGOING IS A TRUE AND COMPLETE TRANSLATION OF THE ORIGINAL IN SPANISH, WHICH I HAD BEFORE ME.

FRANCISCO J. LAGUARDIA

MEXICO CITY, FEDERAL DISTRICT, OCTOBER 13, 1995.
DECLARACION BAJO PROTESTA DE DECIR VERDAD DE REYNALDO TOVAR FLORES EN REPRESENTACIÓN DE ELGO INTERNACIONAL, S.A. DE C.V.

MI NOMBRE ES REYNALDO TOVAR FLORES QUE OCUPÓ EL PUESTO DE DIRECTOR GENERAL ADJUNTO EN ESTA EMPRESA Y OCUPANDOLO DESDE 1992 TENGÓ A MI CARGO ENTRE LAS PRINCIPALES RESPONSABILIDADES LA ADMINISTRACIÓN FINANCIERA DE LA EMPRESA ASÍ COMO LAS ESTRATEGIAS DE COMPRA Y LOGÍSTICA DE INSUMOS DE IMPORTACIÓN QUE MANEJAMOS, PRINCIPALMENTE DE ORIGEN ESTADOS UNIDOS. EL AREA DE OPERACIONES HA SIDO CONJUNTAMENTE CON EL AREA DE VENTAS PIEZA FUNDAMENTAL EN EL DESARROLLO DE NUESTRA EMPRESA DE LA CUAL SE DESPRENDEN EN GRAN PARTE LOS RESULTADOS QUE HEMOS LOGRADO HASTA HOY.

ELGO INTERNACIONAL ES UNA EMPRESA CUYO GIRO PRINCIPAL ES LA IMPORTACION Y COMERCIALIZACIÓN DE PRODUCTOS AGROPECUARIOS. CONTAMOS CON OFICINAS EN LOS ESTADOS DE TAMAULIPAS, NUEVO LEÓN, SAN LUIS POTOSI, DURANGO, ESTADO DE MEXICO, JALISCO Y PUEBLA, LA CUAL NOS PERMITE DAR UN SERVICIO EFICIENTE A CADA UNO DE NUESTROS CLIENTES. EL VOLUMEN DE IMPORTACIÓN ANUAL DE E. U. A. HA SIDO DE 400,000, 50,000, 60,000 Y 20,000 TONELADAS APROXIMADAMENTE DE SORGO, PASTA DE SOYA, MAÍZ QUEBRADO Y GLUTEN DE MAÍZ RESPECTIVAMENTE. LOS ESTADOS PRINCIPALES DE DONDE PROVIENEN ESTOS PRODUCTOS SON: KANSAS, NEBRASKA, IOWA Y TEXAS, UTILIZANDO BÁSICAMENTE LAS FRONTERAS BROWNSVILLE-MATAMOROS, LAREDO-NUEVO LAREDO.

TENEMOS CONOCIMIENTO DEL PROYECTO DE FUSION DE LOS FERROCARRILES UNION PACIFIC Y SOUTHERN PACIFIC EL CUAL CREEMOS QUE VA A MEJORAR LA CALIDAD DEL SERVICIO ASI COMO DAR MAYOR VERSATILIDAD A LOS MERCADOS POTENCIALES DE NUEVOS PROVEEDORES. ALGUNOS PUNTOS QUE CONTEMPLAMOS COMO BENEFICIOS ESPECÍFICOS SON:

A) RUTAS MAS FLEXIBLES, CORTAS Y DIRECTAS QUE RESULTARAN EN REDUCCIÓN DE TIEMPO DE TRANSITO Y EN TRANSPORTE MAS PRODUCTIVO Y EFICIENTE.

ELGO INTERNACIONAL S.A. DE C.V.

Oficina Matriz
Av. Lázaro Cárdenas No. 2400 PTE. Residencial San Agustín Edif. Losoles Desp. A-51 Garza García, N.L. Tel. 91(8) 363-54-78 Fax 363-60-77
South Texas Grain Co 6915 FM. 511 Brownsville Texas 78521 95(210) 831-82-88 Fax 831-8062
B) REDUCCION DE CICLOS DE TRANSITO DE LOS CARROS, BENEFICIANDO
ESTO EN UNA MEJOR DISTRIBUCION Y UTILIZACION DEL EQUIPO.

C) MEJOR DISPONIBILIDAD DE EQUIPO QUE REDUNDARA PARA PODER
MOVER MAYORES VOLUMENES CON LA MISMA CANTIDAD DE CARROS.

D) MAYORES PUNTOS DE INTERCAMBIO FRONTERIZO CON MEXICO, LO QUE
PERMITIRA UNA MEJOR LOGISTICA EN FUNCION DE LAS REGIONES A LAS
QUE VAYAN DESTINADOS LOS PRODUCTOS.

E) TARIFAS MAS COMPETITIVAS DEBIDO A UNA DISMINUCION DE COSTOS DE
OPERACION.

EN RESUMEN ESTO FOMENTARA LA COMPETENCIA DE LOS FERROCARRILES
QUE VAYAN A SERVIR A MEXICO, PRINCIPALMENTE ENTRE EL UP/SP Y EL
BN/SF.

ATENTAMENTE

LIC. REYNALDO TOVAR FLORES
DIRECTOR GENERAL ADJUNTO

"YO REYNALDO TOVAR FLORES DECLARO BAJO PROTESTA DE DECIR
VERDAD QUE LO ANTES ESCRITO ES CORRECTO Y VERDADERO. "ADEMAS
CERTIFICO QUE ESTOY CAPACITADO Y AUTORIZADO PARA PRESENTAR ESTA
DECLARACION".


REYNALDO TOVAR FLORES
August 23, 1995

VERIFIED STATEMENT

OF

JOHN P. NELSON

on behalf of

ELLINGSON LUMBER CO.

I am Sales Manager for Ellingson Lumber Co., P.O. Box 549, Baker City, Oregon 97814. I have held this position for 20 years and have responsibility for sales and transportation.

Ellingson Lumber Co. operates a major lumber and lumber products facility at Baker City, Oregon, served by Union Pacific (UP). Our rail traffic amounts to approximately 930 carloads annually. Our production is shipped throughout the United States and is sold directly to both consumers and wholesale lumber companies.

Ellingson Lumber Co. strongly supports the UP and Southern Pacific (SP) Merger.

While our production facility is served by UP, our support is based on the fact that UP's financial strength will provide the ability to make the necessary capital investment to insure SP's long-term viability, ensuring good service to our present and potential customers currently served by SP. Our support is also based on the single-line service that will result from our facility to present SP destinations in California and the Southwest. This is critical to us in view of the single-line rail service that will result from the approved BN/ATSF merger, which provides BN-origin mills an advantage into the important California markets, etc.

Ellingson Lumber Co. supports the UP-SP Merger as being in the public, our customers, and our interest.
VERIFICATION

STATE OF OREGON  )
               ) SS.
COUNTY OF BAKER  )

John P. Nelson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

[Signature]
John P. Nelson

Subscribed and sworn to before me this 23rd day of August, 1995.

[Seal]
Julee M. Hicks
Notary Public

My Commission Expires:
[Date]
Oct. 2, 1995

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth and Constitution Ave., N.W.
Room 2215
Washington, DC. 20423

Re: Union Pacific-Southern Pacific Merger Proceeding
Docket No. 32760

Dear Mr. Secretary:

I am the President of Elof Hansson Wood Products, Inc. We are distributors and fabricators of wood panels in the greater Los Angeles area. We service furniture, store fixture, consumer electronics, and display manufacturers.

Many of the products we distribute, such as hardboard panels, particle board panels, and medium density fiberboard (MDF) panels, are shipped to us from mills in Oregon and Montana. Presently, we ship from UP served mills in Hood River, Oregon and Pilot Rock, Oregon, and a BN served mill in Columbia Falls, Montana. In order to remain on a single carrier, rail car shipments from these points are presently routed through Salt Lake City, Utah, causing time delays and unnecessary costs.

I support the proposed merger between Southern Pacific and Union Pacific because it will result in substantial cost saving and improvement in service. The merged SP-UP will be able to route traffic single line from Oregon through Portland and down the 1-5 Corridor into Southern California. In addition, for the BN-served mill in Columbia Falls, Montana, UP-SP will be able to quote single line rates for the movement through Portland and down the 1-5 Corridor under the terms of the settlement agreement between UP-SP and BN-SF. BN-SF will also be able to better serve this mill with the new 1-5 route made available under the settlement agreement. The new UP-SP and BN-SF route will be shorter and more efficient resulting in reduced costs and transit times for shippers dealing with mills and wood products suppliers in Oregon, Washington and Montana.

Thus, as a shipper, I expect the merger to result in more efficient service, more single line routes, shorter routes (for example, no more routing through Salt Lake City), more efficient equipment utilization, and lower rates. My company supports the proposed merger of the Southern Pacific and Union Pacific railroads.
I, Albert F. Glicker, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on October 2, 1995.

Very truly yours,

Albert F. Glicker
September 22, 1995

VERIFIED STATEMENT

OF

JAMES R. BEAHM
on behalf of
EMCO FOODSERVICE SYSTEMS, INC.

1. I, James R. Beahm, am the Director of Operations for EMCO Foodservice Systems Inc., located at 2850 Universal Street in Oshkosh, Wisconsin. In that capacity, I am responsible for our transportation department. I have held this position for 6 years. I have been involved with foodservice and transportation need for 22 years.

2. EMCO Foodservice systems is a food group headquartered in Pittsburgh, PA, with offices in Oshkosh, WI and San Mateo, CA, and warehouses in Fond du Lac, WI, and Los Angeles, CA. We are a Coop Group of Foodservice Distributors (137) throughout the entire United States. We obtain truck loads and rail loads from various suppliers in the West Coast, Midwest and East Coast. We utilize rail service for all our loads off the West Coast either by piggy back or full carload. Our company ships canned goods from CA to various points throughout the United States.

3. We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition.

4. We believe that the proposed merger would be in our company's best interests. The merger will benefit SP and UP customers, with the new single-line service, more efficient routes, improved intermodal service, terminal coordination, route specialization, and better equipment utilization.

5. Conclusion
   We believe that the proposed merger will provide significant benefits to shippers. Our company supports the application.
VERIFICATION

I, James R. Beahm, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

James R. Beahm
September 22, 1995
September 26, 1995

Attn: Finance Docket 32760 RE: UP/SP Merger
Interstate Commerce Commission

To whom it may concern,

Emerald International Corporation is active in the coal industry, as both an importer and exporter. As a corporate officer, I, Aidan C. Bowles, oversee all modes of coal transportation, including rail transportation. I am also responsible for the negotiation of transportation contracts with railroads, barge lines etc. Prior to my involvement in the coal industry, I was employed as a staff attorney at NYNEX Corporation in New York.

Emerald International’s annual throughput of coal is approximately two million (2,000,000) short tons. Transportation costs are a critical element of our overall price structure. In this most competitive, global, market, transportation costs can mean the difference between winning or losing coal supply contracts.

For the foregoing reasons, it is in Emerald’s vital interest, that we have the most cost effective, efficient, and timely transportation available to us, to maximize our opportunity, and thus the opportunity for U.S. coals, to compete in the world coal market. We vie with South African, Australian, South American, and other, coal producers, to supply end-users, worldwide.

We believe that the merger of the UP and SP railroad companies will be of benefit, not only to Emerald as a company, but also to U.S. coals exports as a whole. For instance, the single line access to the developing Mexican market, that the merger will bring, is a major plus for exports. Efficient access to certain coals in the Powder River Basin, not now easily available to Emerald, will be a very positive development. The combined strength of the merged entity will ensure healthy competition with other, equally powerful, carriers.

In short we view the proposed UP/SP merger as a very positive step, and we look forward to more efficient, more cost effective, more reliable, and more diverse, service than we have enjoyed in the past.

I, Aidan C. Bowles, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Executed on September 26, 1995.

Aidan C. Bowles
President
VERIFIED STATEMENT
OF
MARK W. SEALS
on behalf of
EMPIRE COKE COMPANY

My name is Mark W. Seals. I am employed as Plant Administrative Manager for Empire Coke Company, Division of McWane, Inc., 3200 Main Street N. E. Tuscaloosa, Alabama 35404. I hold a Bachelor of Science degree from the University of Alabama and have been involved in the management of rail transportation for the past fifteen years.

Empire Coke Company is a manufacturer of foundry coke which is used as a fuel for foundry coppers which produce cast iron pipe and valves. Our product is also used to process sugar beets by various factories in the Pacific Northwest and West Coast areas of the United States.

Our facility ships and receives thousands of cars annually and utilizes various rail carriers including the Southern Pacific and Union Pacific Railroads. Coke is a commodity which is particularly sensitive to railroad pricing structures. On traffic moving to the West coast and Pacific Northwest, rail rates comprise roughly forty percent of the material’s delivered cost.

I understand that the Union Pacific and Southern Pacific Railroads are seeking authority for a merger. I believe that such a merger would be in the best interest of Empire Coke Company as well as the shipping public at large.

Because of the diversity of our markets, it is critical that all of the Western carriers be allowed to remain competitive. In light of the recent BN/Santa Fe merger, I believe that there is potential for Empire Coke Company’s market position to be compromised. On our major markets located on the SP and UP, a BN/Santa Fe competitive advantage could tend to be problematic. For this reason, Empire Coke Company strongly urges the approval of the merger request.

Thank you for your consideration.

I, Mark W. Seals, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this certified statement. Executed on September 19, 1995

Signed ____________________________
My name is Jere Goodrich, and I am the President of ERO/GOODRICH FOREST PRODUCTS, INC. Our address is 13939 SW Tualatin-Sherwood Road in Sherwood, Oregon 97140. I have been involved in the wood products industry for over 31 years, working with plywood and lumber distribution as well as the shipping of products both domestically and overseas. Our company is involved in the manufacture of industrial wood products. We ship those products both throughout the United States and also offshore. In particular, our company ships from Sherwood, Oregon to Modesto, California over the SP route to Stockton, where is then moves across the Union Pacific to Modesto, California.

We understand UP and SP have proposed to merge. We strongly support that merger as beneficial to our company and the general shipping public.

One of the most important benefits of the proposed merger for us would be the institution of single line service between Sherwood, Oregon and Modesto, California. With single carrier handling, we should see an improvement in rates and service. Currently, the time that our traffic spends on the SP route to Stockton seems excessive. SP has simply not been able to make improvements in that service. The institution of single line service and the ability of Union Pacific to use its resources to improve service on that line should result in a reduction of transit times and in shorter turn around times for equipment. These improvements should allow us to increase the volume of traffic that we handle on that line and allow us to shift more of our traffic to rail away from trucks.

Another benefit to our company would be the creation of two strong rail systems in the West: the BN/Santa Fe and the UP/SP. We feel this will be a greater advantage to us than SP as a separate system, which could gradually become a weakened carrier. We feel Union Pacific will be able to use its resources to improve service along SP routes, and create a better system for its customers.

For the reasons I've explained above, our company supports the merger of the Union Pacific and Southern Pacific railroads which will result in a strong western carrier able to compete effectively with the newly merged BN Santa Fe and allow our company the advantage of better rates and improved overall service.

I, Jere Goodrich, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on September 29, 1995

Jere Goodrich, President
STATEMENT IN SUPPORT OF UNION PACIFIC  
AND SOUTHERN PACIFIC MERGER

My name is Jimmy Richoux and I am currently employed as Vice President of Evans Industries, Inc. in charge of all purchasing functions. I have been employed by Evans for 33 years and am responsible for supplying our plants with materials.

Evans Industries, Inc. is located at 1255 Peters Road, Harvey, Louisiana and operates three major businesses, manufacturing of 55 gallon steel drums, reconditioning of steel and plastic drums, and contract packaging.

The manufacturing plant requires rail service for incoming steel and the packaging plant requires rail service for all of the products that are shipped to us for packaging. This business is expected to grow substantially in the future. Adequate rail service is absolutely necessary for this growth to occur.

We also require these services to ship our products out of our plant.

Evans Industries, Inc. does support the merger between the Union Pacific Railroad and the Southern Pacific Railroad. We believe that such a merger will produce a better railroad which will mean better service that is essential to our success.

We believe that the merger will bring out the best of both railroads. We see this merger as providing better rates and more effective service. Evans Industries, Inc. supports the application.

I, Jimmy Richoux, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verification statement.

Executed on September 29, 1995.

WITNESS: 

WITNESS: 

WITNESS: 
VERIFICATION

STATE OF Louisiana )
COUNTY OF Jefferson )

[Signature]

being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

[Signature]

JIMMY RICHOUX
Notary Public

My Commission Expires: [Signature]

Subscribed and sworn to before me this ___ day of October, 1995.
My name is Bruce Gray and I am the Senior Distribution Coordinator for the Polymers Group of Exxon Chemical Canada, a division of Canada Imperial Oil Limited situated in Sarnia, Ontario, Canada. I have been employed by the company for 20 years, having been in my present position since 1989. Prior to that I spent 3 years in Purchasing. Between 1975 and 1986, I spent 11 years in a combination of customer service and other transportation roles. I am a high school graduate with 2 years of university studies added.

I am responsible for the movement of approximately 3000 hopper cars of Polyethylene and PVC resins on an annual basis. I control a fleet of 700 cars. This rail activity represents approximately 85% of our total business with the remainder distributed in bulk and packaged truck. Our total annual distribution budget is in the area of $20 million.

The Polymers group produces plastic resin at our manufacturing site in Sarnia, Ontario with supply of our resins into all regions of North America, with 80% of our resins destined to U.S points. We service markets that produce toys, cans, pails and pipe. Both PVC and Polyethylene plants are serviced by CN Rail, with the CSXT have switching rights within Sarnia.

Our PVC resin is mainly consumed within Canada and the Northeast United States. CN Rail, CPRS and the Conrail are the primary carriers of these materials. This traffic, however, represents only about 10% of our total shipments.

The vast majority of resin sales are in Polyethylene. This product travels throughout the U.S, including many points serviced by the UP and the SP. About 50% of our moves are limited to the Northern tier of the U.S, including Ohio, Illinois, New York and Massachusetts. The other 50% moves throughout multiple States and Canadian Provinces. As many as 20 railroads are actively involved in our traffic movement. This includes all the majors, UP, SP, BN, ATSF, CN, CSXT as well as many smaller lines such as the WC, DRGW, IHB, etc.
We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition.

The integration of UP/SP between Chicago and Houston as well as California, and points in between, will provide service and locomotive efficiencies that will result in reduced transit times for one quarter (1/4) of our private car fleet. Over time, these efficiencies will even allow us to reduce our fleet, thereby reducing our car costs.

Even without fleet reductions, we see a real benefit in improved customer service as transit times are reduced, reliability is improved, and, subsequently, customer inventory levels are likewise reduced, as the customer eliminates the need to hold excess cars in the fear that his scheduled order may not arrive as promised.

In addition, we are looking for long term growth in various segments of the U.S. marketplace, and the merged systems of UP/SP will provide both a viable operation and continued strong competition to the BN/ATSF in all major Western U.S. markets.

In conclusion, we believe that the proposed merger of Union Pacific and Southern Pacific will provide significant benefits to shippers and our company supports the application.

Bruce Gray
Senior Distribution Coordinator
Polymers

I, Bruce Gray, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on ____________.
VERIFICATION

Province of Ontario

Bruce Gray, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Subscribed and sworn to before me this _th day of _ , 1995

Notary Public

My commission expires:
I am President / General Manager of The Farmers Merchant, Inc. I have held this position for over 20 years. My responsibilities, in addition to CEO duties, also include marketing, and management of all shipping and traffic decisions.

Farmers Merchant is a grain and seed Company. We buy, sell, store and ship grain for the producers in South Idaho, and for Great Western Malting Co. We also process and sell grain seed. Our storage capacity is currently about 3 million bushels.

Our Company ships a large volume of wheat, feed barley, and malt barley. The primary destinations for wheat are north coast for export, Eastern Washington for milling, and California for milling. Our feed barley has in recent years been mostly trucked to central Idaho. At one time, we had a good feed barley movement to California, but poor and cumbersome connections via rail have made this movement unattractive. Our malt barley goes to Vancouver via rail, Los Angeles via rail and Pocatello, Id. via truck. Our total shipments of wheat and barley are from 1800 to 2200 cars per year.

We firmly believe that the proposed U.P./S.P. merger would be in the best interest of our Company and that of our customers and would help improve the economy of our State by opening new markets and being more competitive in others.

The feed barley industry in South Idaho has diminished considerably the last few years. I believe the proposed merger would help revive this market by making new areas and new customers more accessible. Most important, a combined UP/SP system will for the first time allow efficient single-line service between Idaho and receivers in California who are served by SP’s strong network in that State. In addition, our Company moves a significant portion of our wheat to flour mills and the merger should improve service and add new potential customers for our products and services in this area as well, especially for movements to SP points in California. We should also see quicker, more efficient delivery of our products to our customers.

I feel that the proposed merger would help assure us of a more reliable supply of cars by being able to move cars from one producing area to another to coincide with seasonal differences in their shipping requirements.

In summary, I believe the proposed merger would add to the financial stability of our Company, our Customers, our Community, and UPRR.

Again, I urge you to approve the proposed merger.

Sincerely,

Bruce Webb
STATE OF IDAHO

COUNTY OF BINGHAM

Bruce E. Webb, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Bruce E. Webb

Subscribed and sworn to before me this 3th day of October, 1995.

Barbara E. Johnson
Notary Public
My Commission Expires: 9-5-96
My name is Larry J. McCroden. I have been the General Manager of the Farmers Co-op Elevator Ass'n., Big Springs, Nebraska, since 1992. I held the position of Grain Merchandiser and Ass't. Manager from 1977 to 1992 at the same facility. During that time period, I have worked with the UPRR coordinating car transportation for grain and fertilizer, processing Bills of Lading, and UPRR accounting that needed done at the elevator. My education includes a BA Degree in Business/Economics from Chadron State College where I graduated in 1969. I then spent four years in the Air Force and worked two years as a bookkeeper before entering the Coop System.

The Farmers Co-op Elevator is a one facility business located in western Nebraska. We are located on the main line of the UPRR 74 miles west of North Platte, Nebraska. We handle grain including wheat, corn, oats, barley, millet and oil sunflowers. Wheat and corn are our big crops. We also handle anhydrous ammonia, dry and liquid fertilizers, and have a feed warehouse. We use the rail for transporting our dry fertilizer and anhydrous ammonia. Grain is our main product moved on rail. We move an average
of 2.3 million bushels of grain per year on rail and truck. The majority of our wheat goes to flour mills and our corn goes to cattle feeders. We are served by the UP with some movement on MP and CNW.

We plan to move 50 grain cars per month with destinations to Texas Gulf, flour mills in the Salt Lake City, Utah, region, and Omaha, Nebraska, and the Kansas City, Missouri area.

We believe that the proposed merger would be in our Company's best interest as well as the interest of the shippers. We heartily endorse the UP/SP applications.

Some of the benefits would be more efficient routes, route specialization, new single-line service, terminal coordination, and better equipment utilization. The new single-line service will link us to many points not served by UP which is currently on SP lines, such as UP's Nebraska origins to SP wheat markets in the San Joaquin and Imperial Valleys, and UP Midwest points to SP points in the southwest. These look like some great opportunities for all involved.

UP/SP will be able to reposition cars and locomotives more efficiently. The difference in peak seasons for the two railroads plus effective use of triangulation and backhaul moves will improve equipment supply for shippers. As a result of these and other merger efficiencies, railroad-owned equipment supply will improve.

This merger will allow us the opportunities of new markets on the SP lines. There are several mills in New Mexico, Arizona, and Southern California which will be available to us if the merger is approved.
BN/Santa Fe will be nearly twice the size of UP or SP. Combining UP and SP will create a competitor that is fully equal to BN/Santa Fe in all major western markets. UP/SP will be able to match BN/Santa Fe service time and reliability in the California-Chicago markets. UP today is financially strong, but lacks efficient routes to many markets. SP has many excellent routes but lacks the volume and capital to take advantage of its opportunities. The merged system will be able to overcome bottlenecks and to apply capital dollars where they will accomplish the most. This should result in stronger competition generally.

We believe that the proposed merger will provide significant benefits to shippers. Our company supports the applications.

VERIFICATION

I, Larry J. McCroden, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement, Executed on September 15, 1995.

Larry J. McCroden, General Manager

(Witness) John R. Stanley, Board President
VERIFIED STATEMENT
OF
ROBERT W. J. MORTENSON
ON BEHALF OF
FARMERS COMMODITIES CORPORATION

FINANCE DOCKET NO. 32760

UNION PACIFIC RAILROAD COMPANY
CONTROL AND MERGER
SOUTHERN PACIFIC TRANSPORTATION COMPANY

OCTOBER 6, 1995