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# UP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of Trns/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
McCammon ID	Pocatello ID	UP	23	1	30	31	1	73	34	3
Pocatello ID	Silver Bow MT	UP	255	0	3	3	0	3	3	0
Pocatello ID	Nampa ID	UP	244	1	25	26	1	22	23	-3
Nampa ID	La Grande OR	UP	181	1	28	29	1	28	28	-1
La Grande OR	Hinkle OR	UP	106	1	28	29	1	28	29	0
Hinkle OR	Spokane WA	UP	184	0	4	4	0	4	4	0
Spokane WA	Eastport ID	UP	139	0	2	2	0	3	3	1
Hinkle OR	Oregon Trk Jct. OR	UP	99	1	25	26	1	28	28	3
Oregon Trk Jct. OR	Bend OR	UP	152	0	0	0	0	1	1	1
Bend OR	Chemult OR	UP	69	0	0	0	0	1	1	1
Oregon Trk Jct. OR	Portland OR	UP	85	1	25	26	1	28	29	3
Portland OR	Seattle WA	UP	186	8	17	25	8	20	28	4
Granger WY	Ogden UT	UP	145	1	34	35	1	38	39	4
Ogden UT	McCammon ID	UP	111	1	7	8	1	7	8	0
Ogden UT	Salt Lake City UT (via UP)	UP	36	0	41	41	0	28	28	-26
		SP		0	12	12				
Salt Lake City UT	Alazon NV	UP	214	1	19	20	1	7	8	-12
Alazon NV	Winnemucca NV (joint UP-SP)	UP	182	0	18	18	1	28	29	-2
		SP		1	13	14				
Winnemucca NV	Flanigan CA	UP	152	0	16	16	0	6	6	-10
Flanigan CA	Keddie CA	UP	103	0	16	16	0	6	6	-10
Keddie CA	Bieber CA	UP	112	0	1	1	0	0	0	-1
Keddie CA	Marysville CA	UP	106	0	18	18	0	4	4	-14
Marysville CA	Sacramento CA	UP	37	0	18	18	0	5	5	-12
Sacramento CA	Stockton CA	UP	47	0	18	18	0	5	5	-12
Stockton CA	Niles Jct. CA	UP	87	0	12	12	0	14	14	2
Niles Jct. CA	Oakland CA (parallel routes)	UP	25	0	12	12	8	20	28	3
		SP		8	5	13				
Salt Lake City UT	Lynnndyl UT	UP	117	1	18	19	1	13	14	-5
Salt Lake City UT	Provo UT (via SP)	UP	44	0	3	3	2	11	13	-12
		SP		2	19	21				
Provo UT	Lynnndyl UT	UP	87	0	9	9	0	12	12	3
Lynnndyl UT	Milford UT	UP	89	1	26	27	1	24	25	-2
Milford UT	Las Vegas NV	UP	244	1	23	23	1	20	21	-3
Las Vegas NV	Yermo CA	UP	160	1	21	22	1	17	18	-4
Yermo CA	Mojave CA	UP	69	0	0	0	0	1	1	1
Yermo CA	Colton CA	UP	99	1	21	22	1	17	18	-4
Colton CA	Riverside CA	UP	10	1	21	22	1	24	24	3
Riverside CA	City of Industry CA	UP	40	9	21	29	9	20	28	-1

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# UP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of Trns/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
City of Industry CA	Los Angeles CA (via UP)	UP	14	9	21	29	9	29	38	2
		SP		0	7	7				
St. Louis MO	Jefferson City MO (via UP)	UP	128	4	21	25	4	29	33	0
		SP		0	7	7				
Jefferson City MO	Kansas City (Via Sedalia) MO	UP	154	4	10	14	4	15	19	1
		SP		0	4	4				
Jefferson City MO	Kansas City (Via Marshall) MO	UP	164	0	10	10	0	12	12	-2
		SP		0	3	3				
Kansas City MO	Topeka KS (via UP)	UP	68	0	50	50	0	64	64	-9
		SP		0	23	23				
Topeka KS	Salina KS	UP	115	0	5	5	0	6	6	1
Salina KS	Oakley KS	UP	191	0	2	2	0	8	8	6
Oakley KS	Denver CO	UP	262	0	2	2	0	9	9	7
Denver CO	Chevenne WY	UP	105	1	10	10	1	14	15	5
Topeka KS	Marysville KS	UP	81	0	46	46	0	41	41	-5
Marysville KS	Valley NE	UP	134	0	1	1	0	3	3	2
Marysville KS	Gibbon NE	UP	140	0	44	44	0	39	39	-5
Herrington KS	Lost Springs KS	UP	7	0	0	0	0	10	10	10
Salina KS	Lost Springs KS	UP	55	0	2	2	0	2	2	0
Lost Springs KS	Wichita KS	UP	64	0	2	2	0	12	12	10
Wichita KS	Chickasha OK	UP	192	0	4	4	0	12	12	7
Chickasha OK	Fort Worth TX	UP	178	0	8	8	0	14	14	7
Omaha (Summit) NE	Kansas City MO	UP	203	0	12	12	0	11	11	-1
Kansas City MO	Paola KS	UP	48	0	33	33	0	33	33	0
Paola KS	Parsons KS	UP	92	0	16	16	0	13	13	-3
Parsons KS	Wagoner OK	UP	102	0	16	16	0	14	14	-1
Paola KS	Coffeyville KS	UP	141	0	18	18	0	8	8	-10
Coffeyville KS	Wagoner OK	UP	81	0	17	17	0	10	10	-7
Wagoner OK	Muskogee OK	UP	14	0	18	18	0	11	11	-7
Muskogee OK	McAlester OK	UP	64	0	14	14	0	7	7	-6
McAlester OK	Denison TX	UP	96	0	14	14	0	8	8	-7
Denison TX	Fort Worth TX	UP	97	0	15	15	0	9	9	-6
Fort Worth TX	Waco Jct. TX	UP	85	0	20	20	0	15	15	-5
Waco Jct. TX	Taylor TX	UP	77	1	12	13	1	6	6	-7
Taylor TX	Smithville TX	UP	50	0	8	8	0	4	4	-4
Waco Jct. TX	Valley Jct. TX	UP	66	0	7	7	0	9	9	1
Valley Jct. TX	Navasota TX (via SP)	UP	50	0	12	12	0	14	14	-6
		SP		0	8	8				
Navasota TX	Spring TX	UP	49	0	12	12	0	10	10	-1
Spring TX	Houston TX	UP	23	0	29	29	0	27	27	-2

# UP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of Trns/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
Houston TX	Galveston TX	UP	49	0	2	2	0	2	2	0
Chicago IL	Villa Grove IL	UP	127	0	16	16	0	19	19	3
Villa Grove IL	Findlay Jct. IL	UP	40	0	22	22	0	24	24	2
Findlay Jct. IL	Salem IL	UP	65	0	15	15	0	18	18	3
Salem IL	Benton IL	UP	47	0	18	18	0	25	25	7
Benton IL	Metropolis IL	UP	64	0	1	1	0	1	1	0
Benton IL	Gorham IL	UP	41	0	17	17	0	24	24	6
Findlay Jct. IL	E. St. Louis IL	UP	95	0	8	8	0	6	6	-1
E. St. Louis IL	Gorham IL (via UP)	UP	85	0	22	22	0	23	23	-10
		SP		0	12	12				
Gorham IL	Dexter Jct. MO (joint UP-SP)	UP	85	0	33	33	0	39	39	-5
		SP		0	12	12				
Dexter Jct. MO	Paragould AR (via SP)	UP	69	0	5	5	0	22	22	6
		SP		0	11	11				
Paragould AR	Wynne AR	UP	60	0	5	5	0	3	3	-2
Memphis TN	Wynne AR	UP	48	0	14	14	0	15	15	0
Wynne AR	Fair Oaks AR	UP	14	0	10	10	0	12	12	2
Fair Oaks AR	Bald Knob AR	UP	31	0	10	10	0	10	10	0
Dexter Jct. MO	Poplar Bluff MO	UP	28	0	28	28	0	17	17	-11
St. Louis MO	Poplar Bluff (via Desoto) MO	UP	162	1	2	3	1	3	3	0
Poplar Bluff AR	Newport AR	UP	31	1	30	31	1	22	23	-8
Newport AR	Bald Knob AR	UP	27	1	34	35	1	25	26	-9
Bald Knob AR	N. Little Rock AR	UP	54	1	44	44	1	35	36	-9
N. Little Rock AR	Texarkana AR	UP	156	1	34	35	1	23	24	-11
Texarkana AR	Marshall TX	UP	67	1	32	33	1	23	24	-9
Marshall TX	Longview TX	UP	23	1	34	35	1	28	29	-6
Longview TX	Palestine TX	UP	81	0	17	17	0	11	11	-5
Palestine TX	Spring TX	UP	271	0	17	17	0	13	13	-4
Palestine TX	Valley Jct. TX	UP	94	0	8	8	0	9	9	1
Valley Jct. TX	Taylor TX	UP	51	0	14	14	0	15	15	1
Taylor TX	San Marcos TX	UP	67	1	22	23	1	20	21	-2
San Marcos TX	San Antonio TX	UP	52	1	28	29	1	25	26	-3
San Antonio TX	Laredo TX	UP	155	0	10	10	0	12	12	2
Avondale LA	Livonia LA	UP	104	0	18	18	0	18	18	0
Livonia LA	Kinder LA	UP	76	0	7	7	0	8	8	2
Kinder LA	DeQuincy LA	UP	37	0	10	10	0	6	6	-3
DeQuincy LA	Beaumont TX	UP	217	0	13	13	0	4	4	-9
Beaumont TX	Houston TX	UP	79	0	13	13	0	10	10	-3
Houston TX	Angleton TX	UP	51	0	12	12	0	8	8	-3
Angleton TX	Bloomington TX	UP	101	0	7	7	0	7	7	0



# UP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of Trns/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
Floomington TX	Odem TX (via UP)	UP	67	0	5	5	0	5	5	-4
		SP		0	4	4				
Odem TX	Kingsville TX (via UP)	UP	36	0	5	5	0	5	5	-1
		SP		0	2	2				
Kingsville TX	Brownsville TX (via UP)	UP	117	0	3	3	0	4	4	0
		SP		0	2	2				
Houston TX	West Point TX	UP	102	0	9	9	0	7	7	-2
West Point TX	Smithville TX	UP	9	0	9	9	0	10	10	1
Smithville TX	San Marcos TX	UP	54	0	6	6	0	4	4	-2
San Antonio TX	Odem TX	UP	134	0	2	2	0	3	3	1
Odem TX	Corpus Christi TX (via UP)	UP	17	0	2	2	0	4	4	-1
		SP		0	2	2				
Kinder LA	Alexandria LA	UP	63	0	3	3	0	3	3	0
Alexandria LA	McGehee AR	UP	190	0	9	9	0	9	9	1
McGehee AR	Pine Bluff AR	UP	59	0	13	13	0	12	12	-1
Pine Bluff AR	N. Little Rock AR	UP	45	0	13	13	0	17	17	4
N. Little Rock AR	Van Buren AR	UP	157	0	13	13	0	13	13	0
Van Buren AR	Wagoner OK	UP	85	0	14	14	0	14	14	0
Livonia LA	Alexandria LA	UP	80	0	11	11	0	11	11	0
Alexandria LA	Shreveport LA	UP	128	0	6	6	0	6	6	0
Shreveport LA	Marshall TX	UP	36	0	8	8	0	5	5	-3
Longview TX	Big Sandy TX	UP	18	1	18	19	1	15	16	-3
Big Sandy TX	Dallas TX (via UP)	UP	98	1	24	24	1	35	36	7
		SP		0	4	4				
Dallas TX	Fort Worth TX	UP	32	0	24	24	0	34	34	10
Fort Worth TX	Big Spring TX	UP	263	0	2	2	0	11	11	9
Big Spring TX	Toyah TX	UP	152	0	2	2	0	12	12	10
Toyah TX	Sierra Blanca TX	UP	110	0	2	2	0	12	12	10
Sierra Blanca TX	El Paso TX (via SP)	UP	88	0	2	2	1	26	27	6
		SP		0.9	18.5	19.4				

Note: Foreign trains not included except as shown for joint route segments with SP.

# SP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of of Trains/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
Chicago IL (Cicero)	Buda IL (via BNSF)	SP	112	0	4	4	0	1	1	-3
Buda IL	Galesburg IL (via BNSF)	SP	43	0	4	4	0	10	10	6
Galesburg IL	W. Quincy IL (via BNSF)	SP	97	0	4	4	0	3	3	-1
W. Quincy IL	Kansas City MO (via BNSF)	SP	209	0	4	4	0	3	3	-1
Chicago IL	Joliet IL (via BNSF)	SP	27	0	4	4	0	3	3	-1
Joliet IL	Galesburg IL (via BNSF)	SP	141	0	4	4	0	3	3	-1
Galesburg IL	Ft. Madison IA (via BNSF)	SP	57	0	4	4	0	11	11	7
Ft. Madison IA	Kansas City MO (via BNSF)	SP	217	0	4	4	0	11	11	7
Chicago IL	Joliet IL (via IC)	SP	29	9	5	13	9	6	15	2
Joliet IL	Bloomington IL	SP	90	6	5	11	6	2	8	-2
Bloomington IL	Springfield IL	SP	56	6	6	12	6	3	9	-2
Springfield IL	E. St. Louis IL	SP	99	6	6	12	6	6	12	1
E. St. Louis IL	Union MO	SP	61	0	1	1	0	0	0	-1
E. St. Louis IL	Jeff City MO (via UP)	SP	128	0	7	7	4	29	33	0
		UP		4	21	25				
Jeff City MO	Kansas City MO	SP	164	0	3	3	0	12	12	-2
	(via UP - River Sub.)	UP		0	10	10				
Jeff City MO	Kansas City MO	SP	154	0	4	4	4	15	19	1
	(via UP - Sedalia Sub.)	UP		4	10	14				
E. St. Louis IL	Gorham IL (via UP)	SP	85	0	12	12	0	23	23	-10
		UP		0	22	22				
Gorham IL	Dexter Jct. MO (UP-SP joint)	SP	85	0	12	12	0	39	39	-5
		UP		0	33	33				
Dexter Jct. MO	Paragould AR (via SP)	SP	69	0	11	11	0	22	22	6
		UP		0	5	5				
Paragould AR	Fair Oaks AR	SP	69	0	11	11	0	20	20	8
Fair Oaks AR	Brinkley AR	SP	26	0	11	11	0	22	22	10
Memphis TN	Brinkley AR	SP	69	0	11	11	0	6	6	-5
Brinkley AR	Pine Bluff AR	SP	71	0	23	23	0	28	28	5
Pine Bluff AR	Camden AR	SP	72	0	21	21	0	24	24	4
Camden AR	Lewisville AR	SP	53	0	21	21	0	24	24	3
Lewisville AR	Shreveport LA	SP	62	0	9	9	0	9	9	0
Shreveport LA	Lufkin TX	SP	116	0	8	8	0	8	8	-1
Lufkin TX	Houston TX	SP	122	0	9	9	0	8	8	-2
Lewisville AR	Texarkana TX	SP	29	0	12	12	0	15	15	4
Texarkana TX	Big Sandy TX	SP	108	0	12	12	0	18	18	7
Big Sandy TX	Dallas TX (via UP)	SP	98	0	4	4	0	35	35	7
		UP		0	24	24				
Big Sandy TX	Tyler TX	SP	26	0	8	8	0	2	2	-5
Tyler TX	Corsicana TX	SP	75	0	8	8	0	2	2	-5

# SP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of of Trains/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
Dallas TX	Garrett TX	SP	35	0	5	5	0	2	2	-4
Ft. Worth TX	Garrett TX	SP	52	0	7	7	0	8	8	1
Garrett TX	Corsicana TX	SP	24	0	12	12	0	10	10	-3
Corsicana TX	Hearne TX	SP	90	0	20	20	0	13	13	-7
Hearne TX	Navasota TX (via SP)	SP	50	0	8	8	0	14	14	-6
		UP		0	12	12				
Navasota TX	Houston TX (via Eureka)	SP	73	0	8	8	0	3	3	-5
Hearne TX	West Point TX	SP	77	0	13	13	0	10	10	-4
West Point TX	Flatonia TX	SP	20	0	13	13	0	7	7	-7
Flatonia TX	Victoria TX	SP	74	0	4	4	0	2	2	-2
Victoria TX	Coletto Creek TX	SP	17	0	1	1	0	1	1	0
Victoria TX	Placedo Bloomington TX	SP	13	0	4	4	0	2	2	-1
Placedo Bloomington TX	Odem TX (via UP)	SP	67	0	4	4	0	5	5	-4
		UP		0	5	5				
Odem TX	Corpus Christi TX (via UP)	SP	17	0	2	2	0	4	4	-1
		UP		0	2	2				
Odem TX	Kingsville TX (via UP)	SP	36	0	2	2	0	6	6	0
		UP		0	5	5				
Kingsville TX	Brownsville TX (via UP)	SP	117	0	2	2	0	4	4	0
		UP		0	3	3				
Avondale LA	Lafayette LA	SP	125	1	11	12	1	7	8	-5
Lafayette LA	Iowa Jct. LA	SP	58	1	10	11	1	6	7	-5
Iowa Jct. LA	Beaumont TX	SP	75	1	15	16	1	22	23	7
Beaumont TX	Dayton TX	SP	48	1	14	15	1	11	12	-3
Dayton TX	Houston TX	SP	31	1	15	16	1	12	13	-3
Houston TX	Strang TX	SP	21	0	10	10	0	8	8	-1
Strang TX	Galveston TX	SP	35	0	2	2	0	0	0	-2
Houston TX	Flatonia TX	SP	125	1	15	16	1	18	18	2
Flatonia TX	San Antonio TX	SP	87	1	24	25	1	22	23	-2
San Antonio TX	Beckmann TX	SP	17	0	4	4	0	4	4	0
San Antonio TX	Spofford TX	SP	131	1	19	19	1	14	15	-4
Spofford TX	Eagle Pass TX	SP	33	0	4	4	0	4	4	0
Spofford TX	Sierra Blanca TX	SP	378	1	19	19	1	14	15	-4
Sierra Blanca TX	El Paso TX (via SP)	SP	88	1	19	19	1	26	27	6
		UP		0	2	2				
Kansas City MO	Topeka KS (via UP)	SP	68	0	23	23	0	64	64	-9
		UP		0	50	50				
Topeka KS	Herington KS	SP	82	0	23	23	0	20	20	-3
Herington KS	Hutchinson KS	SP	74	0	12	12	0	15	15	3
Kansas City MO	Ellinor KS (via BNSF)	SP	123	0	2	2	0	8	8	6



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Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of of Trains/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
Ellinor KS	Newton KS (via BNSF)	SP	60	0	0	0	0	8	8	8
Newton KS	Hutchinson KS (via BNSF)	SP	33	0	2	2	0	8	8	6
Ellinor KS	Winfield KS (via BNSF)	SP	102	0	2	2	0	0	0	-2
Newton KS	Winfield KS (via BNSF)	SP	66	0	2	2	0	0	0	-2
Winfield KS	Purcell OK (via BNSF)	SP	168	0	2	2	0	0	0	-2
Purcell OK	Fort Worth TX (via BNSF)	SP	169	0	2	2	0	0	0	-2
Hutchinson KS	Stratford TX	SP	274	0	11	11	0	20	20	9
Stratford TX	Dalhart TX	SP	31	0	13	13	0	22	22	9
Dalhart TX	El Paso TX	SP	425	0	12	12	0	20	20	8
Pueblo CO	La Junta CO (via BNSF)	SP	65	0	2	2	0	5	5	3
La Junta CO	Stratford TX (via BNSF)	SP	171	0	2	2	0	5	5	3
Stratford CO	Amarillo TX (via BNSF)	SP	88	0	0	0	0	2	2	2
Dalhart TX	Amarillo TX (via BNSF)	SP	82	0	2	2	0	5	5	3
Amarillo TX	Fort Worth TX (via BNSF)	SP	308	0	2	2	0	4	4	2
Herington KS	Lindsborg KS (via UP)	SP	44	0	13	13	0	0	0	-14
		UP		0	1	1	0	0	0	
Lindsborg KS	Geneseo KS (via UP)	SP	29	0	13	13	0	1	1	-13
		UP		0	1	1	0	0	0	
Geneseo KS	Pueblo CO (via UP)	SP	372	0	13	13	0	0	0	-14
		UP		0	1	1	0	0	0	
Pueblo CO	Alamosa TX	SP	128	0	2	2	0	2	2	0
Pueblo CO	Dotsero CO	SP	222	0	12	12	0	1	1	-11
Denver CO	Pueblo CO (SP-BNSF joint line)	SP	122	0	5	5	0	5	5	0
Denver CO	Bond CO	SP	127	2	9	11	2	12	14	3
Bond CO	Phippsburg CO	SP	39	0	5	5	0	6	6	1
Bond CO	Dotsero CO	SP	38	2	4	6	2	6	8	2
Dotsero CO	Grand Jct. CO	SP	106	2	18	20	2	9	11	-9
Grand Jct. CO	Helper UT	SP	176	2	18	20	2	8	10	-10
Helper UT	Provo UT	SP	75	2	22	24	2	10	12	-11
Provo UT	Salt Lake City UT (via SP)	SP	44	2	19	21	2	11	13	-12
		UP		0	3	3				
Salt Lake City UT	Ogden UT (via UP)	SP	36	0	12	12	0	28	28	-26
		UP		0	41	41				
Ogden UT	Alazon NV	SP	178	0	13	13	0	20	20	8
Alazon NV	Winnemucca NV (UP-SP joint)	SP	182	1	13	14	1	28	29	-2
		UP		0	18	18				
Winnemucca NV	Flanigan NV (via UP)	SP	152	0	0	0	0	6	6	-10
		UP		0	16	16				
Flanigan NV	Klamath Falls OR	SP	219	0	0	0	0	0	0	0
Winnemucca NV	Sparks NV	SP	175	1	13	14	1	21	22	8

# SP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of of Trains/Day
From Station	To Station			Psg.	Frgt.	Total	Psg.	Frgt.	Total	
Sparks NV	Roseville CA	SP	139	1	13	14	1	20	21	7
Roseville CA	Sacramento CA	SP	18	9	20	29	9	23	32	3
El Paso TX	Lordsburg NM	SP	148	1	28	29	1	44	45	15
Lordsburg NM	Cochise AZ	SP	85	1	29	30	1	44	45	15
Cochise AZ	Tucson AZ	SP	78	1	29	30	1	44	45	15
Tucson AZ	Nogales AZ	SP	63	0	1	1	0	1	1	0
Tucson AZ	Picacho AZ	SP	50	1	25	26	1	40	41	16
Picacho AZ	Phoenix AZ	SP	71	0	3	3	0	2	2	-1
Picacho AZ	Yuma AZ	SP	203	1	25	26	1	38	39	13
Yuma AZ	West Colton CA	SP	195	1	27	28	1	38	39	11
West Colton CA	City of Industry CA	SP	34	1	38	39	1	41	42	3
City of Industry CA	Bartolo CA (via UP)	SP	8	0	7	7	9	29	38	2
		UP		9	21	29				
Bartolo CA	Los Nietos CA	SP	4	0	7	7	0	2	2	-5
Los Nietos CA	Slauson Jct. CA	SP	9	0	7	7	0	2	2	-5
City of Industry CA	Los Angeles CA (via SP)	SP	19	1	32	33	1	34	35	3
Los Angeles CA	Slauson Jct. CA	SP	6	0	19	19	0	26	26	6
Slauson Jct. CA	Long Beach CA	SP	14	0	22	22	0	26	26	4
Los Angeles CA	Burbank Jct. CA	SP	8	35	6	41	35	3	38	-3
Burbank Jct. CA	Palmdale CA	SP	57	13	4	17	13	2	15	-2
Burbank Jct. CA	Oxnard CA	SP	55	19	6	25	19	5	24	-2
Oxnard CA	Santa Barbara CA	SP	37	10	6	16	10	5	15	-2
Santa Barbara CA	San Luis Obispo CA	SP	119	4	6	10	4	5	9	-2
San Luis Obispo CA	San Jose CA	SP	203	2	5	7	2	5	7	0
San Jose CA	Niles Jct. CA	SP	18	8	5	13	8	3	11	-2
Niles Jct. CA	Oakland CA (parallel routes)	SP	25	8	5	13	8	20	28	3
		UP		0	12	12				
West Colton CA	Palmdale CA (via Hiland)	SP	80	0	9	9	0	13	13	4
Palmdale CA	Mojave CA	SP	34	0	13	13	0	15	15	2
Mojave CA	Bakersfield CA	SP	67	0	14	14	0	15	15	2
Bakersfield CA	Fresno CA	SP	108	0	13	13	0	14	14	2
Fresno CA	Stockton/Lathrop CA	SP	106	0	13	13	0	15	15	2
Stockton/Lathrop CA	Martinez CA (via Mococo)	SP	48	0	0	0	0	4	4	4
Stockton/Lathrop CA	Sacramento CA	SP	46	0	13	13	0	15	15	2
Sacramento CA	Martinez CA	SP	57	9	8	17	9	7	16	-1
Martinez CA	Oakland CA	SP	32	17	8	25	17	11	28	3
Roseville CA	Marysville CA	SP	34	2	15	17	2	18	20	4
Marysville CA	Dunsmuir CA	SP	174	2	15	17	2	20	22	5
Dunsmuir CA	Klamath Falls OR	SP	106	2	15	17	2	20	22	5
Klamath Falls OR	Chemult OR	SP	74	2	15	17	2	22	24	6



# SP Train Densities

Segment		Road	Miles	Adj. 1994 Base Trns/Day			Post-Merger Trns/Day			Change in # of of Trains/Day
From Station	To Station			Psgr.	Frgt.	Total	Psgr.	Frgt.	Total	
Chemult OR	Eugene OR	SP	124	2	15	17	2	21	23	5
Eugene OR	Portland OR	SP	124	6	10	16	6	15	21	5

Note: Foreign trains not included except as shown for joint route segments with UP.

**UP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change In Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
Chicago-Proviso IL	West Chicago IL	UP	15	98	120	22%
West Chicago IL	Geneva IL	UP	6	97	119	23%
Geneva IL	Nelson IL	UP	69	95	118	23%
Nelson IL	Clinton IA	UP	34	96	103	8%
Clinton IA	Beverly IA	UP	81	97	105	8%
Beverly IA	Marshalltown IA	UP	65	99	106	7%
Marshalltown IA	Kansas City Jct. IA	UP	30	106	116	9%
Kansas City Jct. IA	Ames Jct. IA	UP	7	101	117	15%
Ames Jct. IA	Boone IA	UP	13	95	113	18%
Boone IA	Grand Jct. IA	UP	20	89	106	19%
Grand Jct. IA	Missouri Valley IA	UP	104	89	106	19%
Missouri Valley IA	Council Bluffs IA	UP	20	55	52	-4%
Missouri Valley IA	California Jct. IA	UP	6	61	78	28%
California Jct. IA	Fremont NE	UP	31	48	64	34%
West Chicago IL	Rockford IL	UP	63	2	2	-2%
Nelson IL	Buda IL	UP	34	14	28	97%
Buda IL	Peoria Jct. IL	UP	46	14	12	-18%
Peoria Jct. IL	Barr IL	UP	51	8	12	51%
Barr IL	Monterey Jct. IL	UP	54	8	0	-100%
Barr IL	Springfield IL	UP	13	0	7	New Oper.
Monterey Jct. IL	Decamp IL	UP	15	10	4	-57%
Decamp IL	Granite City IL	UP	27	10	0	-100%
Granite City IL	E. St. Louis IL	UP	3	4	0	-100%
Superior WI	Minneapolis MN	UP	143	14	12	-14%
South St. Paul MN	Albert Lea MN	UP	96	18	20	12%
Albert Lea MN	Mason City IA	UP	37	19	21	11%
Mason City IA	Chicago Jct. IA	UP	86	23	24	4%
Chicago Jct. IA	Des Moines IA	UP	32	23	22	-4%
Des Moines IA	Kansas City MO	UP	220	18	15	-16%
St Paul MN	Mankato MN	UP	84	7	5	-31%
Mankato MN	Sioux City IA	UP	180	6	4	-39%
Sioux City IA	California Jct. IA	UP	70	17	15	-11%
Chicago-Proviso IL	Norma IL	UP	11	48	48	1%
Norma IL	Seeger IL	UP	1	9	9	-1%
Seeger IL	Harvard IL	UP	42	10	10	-1%
Harvard IL	Janesville WI	UP	26	10	10	-1%
Janesville WI	Madison WI	UP	43	3	3	-1%

**UP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change
From Station	To Station			Base Tons	Merger Tons	
Norina IL	Valley IL	UP	10	39	40	1%
Valley IL	Tower KO IL	UP	8	39	40	1%
Tower KO IL	K D Jct. WI	UP	22	32	32	0%
K D Jct. WI	St. Francis WI	UP	28	24	24	0%
St. Francis WI	Milwaukee/Butler WI	UP	15	25	25	3%
Tower KO IL	Lake Bluff IL	UP	2	7	8	7%
Lake Bluff IL	Waukegan IL	UP	6	4	5	12%
Waukegan IL	Kenosha WI	UP	16	3	3	18%
Kenosha WI	Oak Creek WI	UP	21	3	4	24%
Oak Creek WI	St. Francis WI	UP	7	0	1	153%
Milwaukee/Butler WI	Granville WI	UP	12	1	1	0%
Milwaukee/Butler WI	Sheboygan WI	UP	53	5	5	0%
Milwaukee/Butler WI	Clyman Jct. WI	UP	39	16	16	3%
Clyman Jct. WI	Necedah WI	UP	87	16	16	3%
Necedah WI	Wisconsin Rapids WI	UP	38	7	6	-9%
Necedah WI	Wyeville WI	UP	16	15	16	4%
Wyeville WI	Winona MN	UP	78	3	3	4%
Wyeville WI	Altoona Jct. WI	UP	81	12	12	0%
Wisconsin Rapids WI	Hayward Jct. WI	UP	158	5	6	11%
Hayward Jct. WI	South Itasca WI	UP	50	5	5	13%
Altoona Jct. WI	Menomonie Jct. WI	UP	26	14	14	-1%
Menomonie Jct. WI	Lakeland Jct. WI	UP	43	14	13	-1%
Lakeland Jct. MN	East St. Paul MN	UP	17	16	16	-1%
North Green Bay WI	Oconto WI	UP	28	2	2	0%
Oconto WI	Powers MI	UP	62	2	2	0%
Powers MI	Escanaba WI	UP	22	1	1	0%
Escanaba WI	Partridge Jct. MI	UP	60	12	12	0%
Partridge Jct. MI	Eagle Mills Jct. WI	UP	1	5	5	0%
Crawford NE	Dakota Jct. NE	UP	5	1	1	0%
Dakota Jct. NE	Chadron NE	UP	23	1	1	0%
Dakota Jct. NE	Rapid City SD	UP	97	1	1	0%
Rapid City SD	Colony WY	UP	78	2	2	0%
South Morrill NE	Bill WY	UP	145	145	146	1%
Council Bluffs IA	Valley NE	UP	27	67	61	-9%
Valley NE	Fremont NE	UP	11	70	66	-6%
Fremont NE	Gibbon NE	UP	136	111	123	11%
Gibbon NE	North Platte NE	UP	111	257	265	3%



**UP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change In Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
North Platte NE	South Morrill NE	UP	174	142	144	1%
North Platte NE	Cheyenne WY	UP	259	122	128	5%
Cheyenne WY	Rawlins WY	UP	172	116	129	11%
Rawlins WY	Green River WY	UP	134	114	127	11%
Green River WY	Granger WY	UP	30	120	133	11%
Granger WY	McCammon ID	UP	192	52	44	-16%
McCammon ID	Pocatello ID	UP	23	81	84	4%
Pocatello ID	Silver Bow MT	UP	255	7	7	0%
Pocatello ID	Nampa ID	UP	244	56	58	4%
Nampa ID	La Grande OR	UP	181	61	62	3%
La Grande OR	Hinkle OR	UP	106	53	55	4%
Hinkle OR	Spokane WA	UP	184	7	8	9%
Spokane WA	Eastport ID	UP	139	5	6	15%
Hinkle OR	Oregon Trk Jct. OR	UP	99	45	48	8%
Oregon Trk Jct. OR	Bend OR	UP	152	0	0	21%
Bend OR	Chemult OR	UP	69	0	0	New Oper.
Oregon Trk Jct. OR	Portland OR	UP	85	45	49	7%
Portland OR	Seattle WA	UP	186	22	25	14%
Granger WY	Ogden UT	UP	145	63	72	13%
Ogden UT	McCammon ID	UP	111	13	11	-16%
Ogden UT	Salt Lake City UT (via UP)	UP	36	74	54	-48%
		SP		30		
Salt Lake City UT	Alazon NV	UP	214	32	13	-60%
Alazon NV	Winnemucca NV (joint UP-SP)	UP	182	31	59	9%
		SP		23		
Winnemucca NV	Flanigan CA	UP	152	25	10	-62%
Flanigan CA	Keddie CA	UP	103	25	11	-58%
Keddie CA	Bieber CA	UP	112	1	0	-100%
Keddie CA	Marysville CA	UP	106	27	8	-70%
Marysville CA	Sacramento CA	UP	37	27	9	-66%
Sacramento CA	Stockton CA	UP	47	24	7	-71%
Stockton CA	Niles Jct. CA	UP	87	14	14	-1%
Niles Jct. CA	Oakland CA (parallel routes)	UP	25	14	20	-1%
		SP		6		
Salt Lake City UT	Lynndyl UT	UP	117	31	22	-29%
Salt Lake City UT	Provo UT (via SP)	UP	44	10	29	-42%
		SP		40		

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**UP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change
From Station	To Station			Base Tons	Merger Tons	
Provo UT	Lynndyl UT	UP	87	19	26	39%
Lynndyl UT	Milford UT	UP	89	42	43	1%
Milford UT	Las Vegas NV	UP	244	41	41	1%
Las Vegas NV	Yermo CA	UP	160	36	37	4%
Yermo CA	Mojave CA	UP	69	0	3	New Oper.
Yermo CA	Colton CA	UP	99	35	35	3%
Colton CA	Riverside CA	UP	10	35	46	32%
Riverside CA	City of Industry CA	UP	40	27	37	37%
City of Industry CA	Los Angeles CA (via UP)	UP	14	25	33	-7%
St. Louis MO	Jefferson City MO (via UP)	SP	128	11	57	-3%
		UP		45		
Jefferson City MO	Kansas City (Via Sedalia) MO	SP	154	14	25	19%
		UP		16		
Jefferson City MO	Kansas City (Via Marshall) MO	SP	164	5	35	-15%
		UP		32		
Kansas City MO	Topeka KS (via UP)	SP	68	10	104	-42%
		UP		132		
Topeka KS	Salina KS	UP	115	47	16	76%
Salina KS	Oakley KS	UP	191	9	19	388%
Oakley KS	Denver CO	UP	262	4	18	444%
Denver CO	Cheyenne WY	UP	105	3	38	79%
Topeka KS	Marysville KS	UP	81	21	142	-2%
Marysville KS	Valley NE	UP	134	145	3	134%
Marysville KS	Gibbon NE	UP	140	1	3	-4%
Herington KS	Lost Springs KS	UP	7	135	130	17005%
Salina KS	Lost Springs KS	UP	55	0	27	-74%
Lost Springs KS	Wichita KS	UP	64	6	2	362%
Wichita KS	Chickasha OK	UP	192	6	29	129%
Chickasha OK	Fort Worth TX	UP	178	16	36	113%
Omaha (Summit) NE	Kansas City MO	UP	203	18	38	-34%
Kansas City MO	Paola KS	UP	48	11	7	-7%
Paola KS	Parsons KS	UP	92	101	94	-29%
Parsons KS	Wagoner OK	UP	102	69	49	-29%
Paola KS	Coffeyville KS	UP	141	68	48	-28%
Coffeyville KS	Wagoner OK	UP	81	33	24	-31%
Wagoner OK	Muskogee OK	UP	14	33	23	-71%
				38	11	

**UP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change In Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
Muskogee OK	McAlester OK	UP	64	43	16	-62%
McAlester OK	Denison TX	UP	96	43	17	-61%
Denison TX	Fort Worth TX	UP	97	44	18	-60%
Fort Worth TX	Waco Jct. TX	UP	85	56	49	-12%
Waco Jct. TX	Taylor TX	UP	77	35	17	-52%
Taylor TX	Smithville TX	UP	50	19	9	-54%
Waco Jct. TX	Valley Jct. TX	UP	66	20	33	62%
Valley Jct. TX	Navasota TX (via SP)	UP	50	24	34	-10%
		SP		13		
Navasota TX	Spring TX	UP	49	24	23	-6%
Spring TX	Houston TX	UP	23	53	52	-1%
Houston TX	Galveston TX	UP	49	6	5	-5%
Chicago IL	Villa Grove IL	UP	127	28	34	24%
Villa Grove IL	Findlay Jct. IL	UP	40	29	36	24%
Findlay Jct. IL	Salem IL	UP	65	15	22	49%
Salem IL	Benton IL	UP	47	32	53	64%
Benton IL	Metropolis IL	UP	64	2	2	0%
Benton IL	Gorham IL	UP	41	36	57	58%
Findlay Jct. IL	E. St. Louis IL	UP	95	14	14	-2%
E. St. Louis IL	Gorham IL (via UP)	UP	85	42	51	-18%
		SP		21		
Gorham IL	Dexter Jct. MO (joint UP-SP)	UP	85	62	84	1%
		SP		21		
Dexter Jct. MO	Paragould AR (via SP)	UP	69	8	40	43%
		SP		21		
Paragould AR	Wynne AR	UP	60	7	5	-22%
Memphis TN	Wynne AR	UP	48	31	37	20%
Wynne AR	Fair Oaks AR	UP	14	23	30	35%
Fair Oaks AR	Bald Knob AR	UP	31	23	24	8%
Dexter Jct. MO	Poplar Bluff MO	UP	28	47	37	-22%
St. Louis MO	Poplar Bluff (via Desoto) MO	UP	162	4	4	11%
Poplar Bluff AR	Newport AR	UP	31	56	49	-13%
Newport AR	Bald Knob AR	UP	27	66	59	-11%
Bald Knob AR	N. Little Rock AR	UP	54	88	82	-7%
N. Little Rock AR	Texarkana AR	UP	156	64	59	-8%
Texarkana AR	Marshall TX	UP	67	57	47	-17%
Marshall TX	Longview TX	UP	23	57	54	-5%



**UP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change In Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
Longview TX	Palestine TX	UP	81	28	28	0%
Palestine TX	Spring TX	UP	271	20	19	-3%
Palestine TX	Valley Jct. TX	UP	94	10	13	21%
Valley Jct. TX	Taylor TX	UP	51	18	14	-23%
Taylor TX	San Marcos TX	UP	67	32	22	-32%
San Marcos TX	San Antonio TX	UP	52	45	35	-22%
San Antonio TX	Laredo TX	UP	155	22	21	-5%
Avondale LA	Livonia LA	UP	104	34	37	11%
Livonia LA	Kinder LA	UP	76	15	23	59%
Kinder LA	DeQuincy LA	UP	37	21	19	-5%
DeQuincy LA	Beaumont TX	UP	217	20	4	-78%
Beaumont TX	Houston TX	UP	79	22	19	-16%
Houston TX	Angleton TX	UP	51	30	27	-10%
Angleton TX	Bloomington TX	UP	101	17	16	-2%
Bloomington TX	Odem TX (via UP)	UP	67	9	11	-2%
		SP		3		
Odem TX	Kingsville TX (via UP)	UP	36	7	7	-1%
		SP		1		
Kingsville TX	Brownsville TX (via UP)	UP	117	7	7	-3%
		SP		1		
Houston TX	West Point TX	UP	102	12	11	-7%
West Point TX	Smithville TX	UP	9	21	32	48%
Smithville TX	San Marcos TX	UP	54	12	11	-12%
San Antonio TX	Odem TX	UP	134	3	6	63%
Odem TX	Corpus Christi TX (via UP)	UP	17	4	7	27%
		SP		2		
Kinder LA	Alexandria LA	UP	63	8	11	34%
Alexandria LA	McGehee AR	UP	190	23	28	19%
McGehee AR	Pine Bluff AR	UP	59	25	29	17%
Pine Bluff AR	N. Little Rock AR	UP	45	37	46	24%
N. Little Rock AR	Van Buren AR	UP	157	40	40	1%
Van Buren AR	Wagoner OK	UP	85	41	41	1%
Livonia LA	Alexandria LA	UP	80	20	22	10%
Alexandria LA	Shreveport LA	UP	128	11	12	10%
Shreveport LA	Marshall TX	UP	36	14	15	10%
Longview TX	Big Sandy TX	UP	18	28	25	-11%

**UP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change In Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
Big Sandy TX	Dallas TX (via UP)	UP	98	27	42	50%
		SP		1		
Dallas TX	Fort Worth TX	UP	32	25	37	45%
Fort Worth TX	Big Spring TX	UP	268	7	25	261%
Big Spring TX	Toyah TX	UP	152	5	24	346%
Toyah TX	Sierra Blanca TX	UP	110	4	24	431%
Sierra Blanca TX	El Paso TX (via SP)	UP	88	2	45	21%
		SP		35		

Notes 1. Tonnage for foreign trains not included except as shown for joint route segments with SP.  
2. Includes freight train locomotive ton-miles  
3. Passenger trains not included



**SP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change in Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
Chicago IL (Cicero)	Buda IL (via BNSF)	SP	112	6	2	-69%
Buda IL	Galesburg IL (via BNSF)	SP	43	6	12	107%
Galesburg IL	W. Quincy IL (via BNSF)	SP	97	6	3	-52%
W. Quincy IL	Kansas City MO (via BNSF)	SP	209	6	3	-52%
Chicago IL	Joliet IL (via BNSF)	SP	27	11	3	-73%
Joliet IL	Galesburg IL (via BNSF)	SP	141	11	3	-73%
Galesburg IL	Ft. Madison IA (via BNSF)	SP	57	11	16	42%
Ft. Madison IA	Kansas City MO (via BNSF)	SP	217	11	16	42%
Chicago IL	Joliet IL (via IC)	SP	29	8	9	10%
Joliet IL	Bloomington IL	SP	90	8	5	-36%
Bloomington IL	Springfield IL	SP	56	10	7	-35%
Springfield IL	E. St. Louis IL	SP	99	11	16	43%
E. St. Louis IL	Union MO	SP	61	1	0	-100%
E. St. Louis IL	Jeff City MO (via UP)	SP	128	14	57	-3%
		UP		45		
Jeff City MO	Kansas City MO	SP	164	10	35	-15%
	(via UP - River Sub.)	UP		32		
Jeff City MO	Kansas City MO	SP	154	5	25	19%
	(via UP - Sedalia Sub.)	UP		16		
E. St. Louis IL	Gorham IL (via UP)	SP	85	21	51	-18%
		UP		42		
Gorham IL	Dexter Jct. MO (UP-SP joint)	SP	85	21	84	1%
		UP		62		
Dexter Jct. MO	Paragould AR (via SP)	SP	69	21	40	43%
		UP		8		
Paragould AR	Fair Oaks AR	SP	69	21	35	69%
Fair Oaks AR	Brinkley AR	SP	26	21	41	98%
Memphis TN	Brinkley AR	SP	69	10	4	-59%
Brinkley AR	Pine Bluff AR	SP	71	25	40	57%
Pine Bluff AR	Camden AR	SP	72	29	38	29%
Camden AR	Lewisville AR	SP	53	30	39	31%
Lewisville AR	Shreveport LA	SP	62	17	15	-14%
Shreveport LA	Lufkin TX	SP	116	16	9	-46%
Lufkin TX	Houston TX	SP	122	17	9	-44%
Lewisville AR	Texarkana TX	SP	29	32	44	39%
Texarkana TX	Big Sandy TX	SP	103	12	27	119%

**SP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change in Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
Big Sandy TX	Dallas TX (via UP)	SP	98	1	42	50%
		UP		27		
Big Sandy TX	Tyler TX	SP	26	11	7	-40%
Tyler TX	Corsicana TX	SP	75	11	7	-40%
Dallas TX	Garrett TX	SP	35	6	1	-85%
Ft. Worth TX	Garrett TX	SP	52	12	14	12%
Garrett TX	Corsicana TX	SP	24	13	9	-28%
Corsicana TX	Hearne TX	SP	90	27	21	-23%
Hearne TX	Navasota TX (via SP)	SP	50	13	34	-10%
		UP		24		
Navasota TX	Houston TX (via Eureka)	SP	73	13	9	-32%
Hearne TX	West Point TX	SP	77	22	33	51%
West Point TX	Flatonia TX	SP	20	22	22	1%
Flatonia TX	Victoria TX	SP	74	8	5	-41%
Victoria TX	Coleto Creek TX	SP	17	8	8	0%
Victoria TX	Placedo/Bloomington TX	SP	13	5	2	-66%
Placedo/Bloomington TX	Odem TX (via UP)	SP	67	3	11	-2%
		UP		9		
Odem TX	Corpus Christi TX (via UP)	SP	17	2	7	27%
		UP		4		
Odem TX	Kingsville TX (via UP)	SP	36	1	7	-3%
		UP		7		
Kingsville TX	Brownsville TX (via UP)	SP	117	1	7	-3%
		UP		7		
Avondale LA	Lafayette LA	SP	125	24	10	-57%
Lafayette LA	Iowa Jct. LA	SP	58	23	9	-60%
Iowa Jct. LA	Beaumont TX	SP	75	30	43	44%
Beaumont TX	Dayton TX	SP	48	30	29	-4%
Dayton TX	Houston TX	SP	31	30	24	-20%
Houston TX	Strang TX	SP	21	10	9	-4%
Strang TX	Galveston TX	SP	35	10	8	-18%
Houston TX	Flatonia TX	SP	125	32	30	-7%
Flatonia TX	San Antonio TX	SP	87	41	41	1%
San Antonio TX	Beckmann TX	SP	17	6	7	12%
San Antonio TX	Spofford TX	SP	131	34	22	-35%
Spofford TX	Eagle Pass TX	SP	33	36	35	-1%
Spofford TX	Sierra Blanca TX	SP	378	35	24	-32%

**SP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change
From Station	To Station			Base Tons	Merger Tons	
Sierra Blanca TX	El Paso TX (via SP)	SP	88	35	45	21%
		UP		2		
Kansas City MO	Topeka KS (via UP)	SP	68	47	104	-42%
		UP		132		
Topeka KS	Herington KS	SP	82	47	40	-14%
Herington KS	Hutchinson KS	SP	74	24	24	-1%
Kansas City MO	Ellinor KS (via BNSF)	SP	123	1	9	930%
Ellinor KS	Newton KS (via BNSF)	SP	60	0	9	N.A.
Newton KS	Hutchinson KS (via BNSF)	SP	33	0	8	1964%
Ellinor KS	Winfield KS (via BNSF)	SP	102	1	0	-100%
Newton KS	Winfield KS (via BNSF)	SP	66	0	0	-100%
Winfield KS	Purcell OK (via BNSF)	SP	168	1	0	-100%
Purcell OK	Fort Worth TX (via BNSF)	SP	169	1	0	-100%
Hutchinson KS	Stratford TX	SP	274	23	28	24%
Stratford TX	Dalhart TX	SP	31	28	38	34%
Dalhart TX	El Paso TX	SP	425	28	33	21%
Pueblo CO	La Junta CO (via BNSF)	SP	65	4	13	251%
La Junta CO	Stratford TX (via BNSF)	SP	171	4	13	251%
Stratford CO	Amarillo TX (via BNSF)	SP	88	0	6	N.A.
Dalhart TX	Amarillo TX (via BNSF)	SP	82	3	7	103%
Amarillo TX	Fort Worth TX (via BNSF)	SP	308	3	11	219%
Herington KS	Lindsborg KS (via UP)	SP	44	27	0	-100%
		UP				
Lindsborg KS	Geneseo KS (via UP)	SP	29	27	0	-98%
		UP				
Geneseo KS	Pueblo CO (via UP)	SP	372	30	0	-100%
		UP				
Pueblo CO	Alamosa TX	SP	128	17	17	0%
Pueblo CO	Dotsero CO	SP	222	28	1	-95%
Denver CO	Pueblo CO (SP-BNSF joint line)	SP	122	13	23	75%
Denver CO	Bond CO	SP	127	22	33	50%
Bond CO	Phippsburg CO	SP	39	11	11	0%
Bond CO	Dotsero CO	SP	38	10	20	115%
Dotsero CO	Grand Jct. CO	SP	106	38	22	-42%
Grand Jct. CO	Helper UT	SP	176	29	13	-55%
Helper UT	Provo UT	SP	75	40	24	-40%



**SP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994	Post	% Change in Tons/Yr.
From Station	To Station			Base Tons	Merger Tons	
Provo UT	Salt Lake City UT (via SP)	SP	44	40	29	-42%
		UP		10		
Salt Lake City UT	Ogden UT (via UP)	SP	36	30	54	-48%
		UP		74		
Ogden UT	Alazon NV	SP	178	24	38	63%
Alazon NV	Winnemucca NV (UP-SP joint)	SP	182	23	59	9%
		UP		31		
Winnemucca NV	Flanigan NV (via UP)	SP	152	0	10	-62%
		UP		25		
Flanigan NV	Klamath Falls OR	SP	219	0	0	No Change
Winnemucca NV	Sparks NV	SP	175	22	35	58%
Sparks NV	Roseville CA	SP	139	20	33	63%
Roseville CA	Sacramento CA	SP	18	41	58	41%
El Paso TX	Lordsburg NM	SP	148	65	84	29%
Lordsburg NM	Cochise AZ	SP	85	60	74	24%
Cochise AZ	Tucson AZ	SP	78	60	76	27%
Tucson AZ	Nogales AZ	SP	63	3	4	25%
Tucson AZ	Picacho AZ	SP	50	59	82	39%
Picacho AZ	Phoenix AZ	SP	71	5	7	31%
Picacho AZ	Yuma AZ	SP	203	60	73	23%
Yuma AZ	West Colton CA	SP	195	59	73	24%
West Colton CA	City of Industry CA	SP	34	68	47	-32%
City of Industry CA	Bartolo CA (via UP)	SP	8	11	33	-7%
		UP		25		
Bartolo CA	Los Nietos CA	SP	4	11	4	-62%
Los Nietos CA	Slauson Jct. CA	SP	9	9	3	-63%
City of Industry CA	Los Angeles CA (via SP)	SP	19	49	47	-4%
Los Angeles CA	Slauson Jct. CA	SP	6	29	28	-5%
Slauson Jct. CA	Long Beach CA	SP	14	34	28	-19%
Los Angeles CA	Burbank Jct. CA	SP	8	15	11	-27%
Burbank Jct. CA	Palmdale CA	SP	57	9	8	-15%
Burbank Jct. CA	Oxnard CA	SP	55	9	8	-13%
Oxnard CA	Santa Barbara CA	SP	37	9	8	-13%
Santa Barbara CA	San Luis Obi CA	SP	119	8	7	-15%
San Luis Obi CA	San Jose CA	SP	203	8	7	-19%
San Jose CA	Niles Jct. CA	SP	18	9	7	-19%

**SP Traffic Densities**  
**Estimated Changes in Millions of Gross Tons**

Segment		Road	Miles	Adj. 1994 Base Tons	Post Merger Tons	% Change in Tons/Yr.
From Station	To Station					
Niles Jct. CA	Oakland CA (parallel routes)	SP	25	6	20	-1%
		UP		14		
West Colton CA	Palmdale CA (via Hiland)	SP	80	19	28	49%
Palmdale CA	Mojave CA	SP	34	26	34	30%
Mojave CA	Bakersfield CA	SP	67	26	31	22%
Bakersfield CA	Fresno CA	SP	108	26	32	23%
Fresno CA	Stockton/Lathrop CA	SP	106	27	34	27%
Stockton/Lathrop CA	Martinez CA (via Mococo)	SP	48	0	4	New Operation
Stockton/Lathrop CA	Sacramento CA	SP	46	38	52	38%
Sacramento CA	Martinez CA	SP	57	15	16	12%
Martinez CA	Oakland CA	SP	32	13	17	30%
Roseville CA	Marysville CA	SP	34	29	31	7%
Marysville CA	Dunsmuir CA	SP	174	30	33	10%
Dunsmuir CA	Klamath Falls OR	SP	106	32	35	10%
Klamath Falls OR	Chemult OR	SP	74	30	33	12%
Chemult OR	Eugene OR	SP	124	30	33	11%
Eugene OR	Portland OR	SP	124	21	32	47%

- Notes:
1. Tonnage for foreign trains not included except as shown for joint route segments with UP.
  2. Includes freight train locomotive ton-miles.
  3. Passenger trains not included.



VERIFIED STATEMENT  
OF  
MICHAEL A. HARTMAN

My name is Michael A. Hartman. I am Director-Employee Relations and Planning at UP, a position I have held since December 1990. My rail experience commenced in January 1967, when I was hired in a clerical capacity by Santa Fe. I was promoted to a managerial position in Santa Fe's Labor Relations Department in July 1969, where I worked until 1973. During that time, I earned a B.A. Degree in Economics at Washburn University. I subsequently occupied director-level labor relations positions on the Illinois Terminal Railroad from 1973 to 1977, the Western Pacific Railroad from 1977 to 1983, and the Missouri Pacific Railroad from 1984 to 1987. The acquisition of WP and MPRR by UP resulted in my appointment as Director-Labor Relations of UP on January 1, 1988, a position I held until I was appointed to my present position. During my 26 years as a labor relations practitioner, I have been actively involved in numerous transactions in which labor protective conditions have been imposed by the Commission, including the UP/MP/WP merger in 1982 and UP's acquisitions of the MKT in 1988 and CNW in 1995.

I offer this statement to explain the Labor Impact Exhibit and discuss changes in labor agreements that are essential to achieve the benefits and efficiencies projected in the Operating Plan.



### Labor Impact Analysis

The Labor Impact Exhibit compiles the results of numerous studies of staffing requirements for a merged UP/SP system in every aspect of its business. The Exhibit shows the effects of a UP/SP merger on all categories of employment, from clerical employees to track workers to senior executive officers. Except for special treatment of certain Denver, Omaha and St. Louis employees, which I discuss below, the Exhibit is organized by job classification, such as "Boilermakers" and "Trainmen." For each classification, the Exhibit reflects the location at which positions will be created, eliminated or transferred; when these changes will occur; the number of positions affected; and whether positions will be moved to another location, abolished or added. If a position is to be relocated, the Exhibit identifies its new location. A minor exception is certain locations where trainmen and enginemen are projected to be relocated to a different terminal but the location of that new terminal is undecided. In those instances, the Exhibit indicates that the new location is "to be negotiated."

The Summary of Benefits Exhibit and the pro forma financial statements incorporate the economic effects of the job changes shown in the Labor Impact Exhibit. We assumed that eligible employees affected by the merger will receive the employee protective conditions established in New York Dock Ry. -- Control -- Brooklyn Eastern District Terminal, 360 I.C.C. 60 (1979), or the standard labor protection applicable to related trackage rights and abandonment proposals. Our economic projections reflect protective payments in many cases, but also reflect realistic assumptions about other options for UP/SP and the potentially affected employees. In reality, many of the employees in adversely affected positions will retain their employment, because they will be needed at locations projected to have employment increases or



to replace employees who leave the company as a result of normal attrition. In addition, UP/SP may offer some affected employees a severance package; based on past experience, we expect many employees to accept this option and leave the company. Our economic projections also reflect the fact that some employees refuse relocation offers, voluntarily forfeiting their labor protection rights. Finally, our experience in prior consolidations shows that adverse labor impacts usually are more modest than predicted.

I also prepared an Appendix to the Labor Impact Exhibit to reflect the special situation with regard to clerical, non-agreement and dispatching positions now located at UP and SP administrative centers in Omaha, Denver and St. Louis. After merger, UP/SP headquarters will be in Omaha, at least initially, and SP's San Francisco headquarters will be closed. There is not enough room in UP's existing Omaha facilities, however, for all administrative personnel to work in one place. As a result, UP/SP may relocate a substantial number of Omaha, St. Louis or Denver positions to a new facility in one of those cities, or elsewhere. Because of uncertainty about this decision, the Applicants are unable to state how many of these Omaha, St. Louis and Denver positions will be relocated or where they might move. To estimate the economic effects of these potential relocations, we assumed that affected employees would be moved to Omaha or St. Louis, but that assumption does not reflect any management decision.

#### Revised Labor Arrangements

The Operating Plan describes the numerous changes in operations required to integrate the UP/SP route network, to provide improved services to shippers, and to achieve greater efficiency in rail operations. As explained in Appendix A to the Operating Plan, these changes in operations cannot be implemented under existing labor arrangements. For example, in

many corridors, UP and SP train crews will be required to operate interchangeably or directionally over both UP and SP lines, which is impossible under existing labor agreements. Similarly, the efficiency benefits of the merger cannot be achieved if UP/SP is required to maintain existing arrangements under which different maintenance crews must maintain parallel, or even adjacent, tracks in the same geographic area.

Appendix A to the Operating Plan describes new train crew districts, maintenance of way labor assignments, and signal personnel assignments that underlie the Operating Plan. The arrangements described in Appendix A represent our best projections, based on the information available to us today, but experience teaches that different arrangements and modifications of existing labor agreements may be necessary as circumstances change and shipping patterns evolve. Such revised assignments will provide greater long-term employment opportunities for our employees, while giving UP/SP the flexibility to meet its customers' needs and much more sensible and efficient ways to allocate its personnel.

### Conclusion

The job changes summarized in the Labor Impact Exhibit reflect the details of the Operating Plan as we now project them, including the necessary changes in seniority districts, crew change points, labor agreement consolidations, etc. set forth in the Operating Plan and Appendix A. UP/SP may identify additional opportunities after the merger is approved. These changes are essential to achieving the efficiencies of the merger, as well as to allowing UP/SP to provide the service benefits described in the Operating Plan. They are also essential if UP/SP is to meet the needs of shippers for efficient transportation at attractive and competitive prices. In the



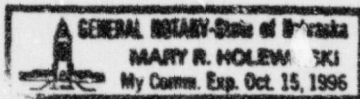
long run, these new arrangements will therefore lead toward expanded rail traffic, new job opportunities, and greater job security for our employees.

As of the date of the Application, no employee protection agreements have been reached with certified labor representatives.

**VERIFICATION**

STATE OF NEBRASKA                    )  
  ) ss.  
COUNTY OF DOUGLAS                )

Michael A. Hartman, being duly sworn, deposes and says that he is  
Director--Employee Relations Planning for Union Pacific Railroad Company and  
Missouri Pacific Railroad Company, and has read the foregoing statement, knows  
the contents thereof, and that the same is true and correct.



Michael A. Hartman  
Michael A. Hartman

Subscribed and sworn to before me by Michael A. Hartman this 16<sup>TH</sup> day of  
November, 1995.

Mary R. Holman  
Notary Public

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## **LABOR IMPACT EXHIBIT**

## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Blacksmiths	Pocatello, ID	Year 2	0	0	4	Denver, CO
	Total Blacksmiths		0	0	4	
Boilermakers	Eugene, OR	Year 3	0	0	1	Albina, OR
	Houston, TX	Year 3	7	0	7	N Little Rock, AR
	Los Angeles, CA	Year 2	0	0	1	Denver, CO
	Sacramento, CA	Year 3	0	0	1	Denver, CO
	Total Boilermakers		7	0	10	
Carmen	Avondale, LA	Year 1	20	0	0	Pocatello, ID N Little Rock, AR
	Belkwin, AR	Year 1	2	0	0	
	Beaumont, TX	Year 1	1	0	0	
	Carlin, NV	Year 1	2	0	0	Herington, KS
	Denver, CO	Year 1	9	0	16	
		Year 2	4	0	1	
	Eugene, OR	Year 1	10	0	0	Desoto, MO
	Harlingen, TX	Year 1	1	0	0	
	Houston, TX	Year 1	45	0	0	
		Year 3	3	0	0	Denver, CO
	Kansas City, KS	Year 1	2	0	0	
	Kansas City, MO	Year 1	5	0	10	
	Lafayette, LA	Year 1	2	0	0	Roseville, CA
	Los Angeles, CA	Year 1	11	0	0	
	Oakland, CA	Year 1	9	0	0	
	Pine Bluff, AR	Year 1	29	0	59	Denver, CO
	Pocatello, ID	Year 2	2	0	2	
	Pueblo, CO	Year 1	10	0	0	
	Sacramento, CA	Year 3	0	0	1	Denver, CO
	San Jose, CA	Year 1	2	0	0	
	Sparta, NV	Year 1	2	0	0	
	Stockton, CA	Year 1	29	0	20	Roseville, CA
	Stuttgart, AR	Year 1	1	0	0	
	Texarkana, TX	Year 1	1	0	0	
	Total Carmen		202	0	109	
Clerks	Albany, OR	Year 2	1	0	0	Denver, CO
	Atlanta, GA	Year 1	1	0	0	
	Avondale, LA	Year 2	12	0	0	
	Bakersfield, CA	Year 2	1	0	0	Denver, CO
	Beaumont, TX	Year 2	3	0	0	
	Bloomington, IL	Year 2	2	0	0	
	Boone, IA	Year 1	1	0	0	Denver, CO
	Brooklyn, OR	Year 2	2	0	0	
	Calexico, CA	Year 2	1	0	0	
	Carlin, NV	Year 1	4	0	0	Denver, CO
		Year 2	1	0	0	
	Clearing, IL	Year 2	4	0	0	
	Colton, CA	Year 2	24	0	0	Denver, CO
	Council Bluffs, IA	Year 1	0	1	0	
	Dalhart, TX	Year 2	1	0	0	
	Dallas, TX	Year 1	2	0	0	Denver, CO
		Year 2	4	0	0	
	Dayton, TX	Year 2	3	0	0	
	Denver, CO	See Appendix				

**EXHIBIT 14**  
**DENSITY CHARTS**



# Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Clerks (Cont.)	Dunsmuir, CA	Year 2	1	0	0	
	Eagle Pass, TX	Year 2	3	0	1	Laredo, TX
	East St. Louis, IL	Year 2	10	0	0	
	Edinburg, TX	Year 2	1	0	0	
	El Centro, CA	Year 2	3	0	0	
	El Paso, TX	Year 1	0	1	0	
		Year 2	15	0	8	Laredo, TX
	Eugene, OR	Year 1	3	0	0	
		Year 2	18	0	0	
		Year 3	2	0	0	
	Ft. Worth, TX	Year 2	1	0	0	
	Fresno, CA	Year 2	1	0	0	
	Ft. Worth, TX	Year 2	0	0	1	Denver, CO
	Grand Jct., CO	Year 2	8	0	0	
		Year 3	4	0	0	
	Gregory, TX	Year 2	1	0	0	
	Hartlingen, TX	Year 2	1	0	0	
	Heame, TX	Year 2	1	0	0	
	Herington, KS	Year 2	5	0	0	
	Houston, TX	Year 1	9	0	4	El Paso, TX
		Year 2	45	0	2	Laredo, TX
		Year 2	23	0	20	St. Louis, MO
		Year 3	3	0	0	
	Kansas City, KS	Year 2	13	0	0	
		Year 3	4	0	0	
	Kansas City, MO	Year 1	1	0	0	
	Kismath Falls, OR	Year 2	1	0	0	
	Lafayette, LA	Year 2	2	0	0	
	Lake Charles, LA	Year 2	4	0	0	
	Livonia, LA	Year 1	0	1	0	
	Longview, TX	Year 1	0	1	0	
	Lordsburg, NM	Year 2	3	0	0	
	Los Angeles, CA	Year 1	1	0	0	
		Year 2	15	0	0	
	Martinez, CA	Year 2	2	0	0	
	Memphis, TN	Year 2	6	0	0	
	Monterey Park, CA	Year 1	39	0	66	Omaha, NE
		Year 2	30	0	38	St. Louis, MO
	Nogales, AZ	Year 2	2	0	0	
	Oakland, CA	Year 1	2	0	0	
		Year 2	13	0	0	
	Ogden, UT	Year 2	4	0	0	
		Year 3	1	0	0	
	Omaha, NE	See Appendix				
	Phoenix, AZ	Year 2	1	0	0	
	Pine Bluff, AR	Year 1	12	0	0	
		Year 2	19	0	0	
	Pocatello, ID	Year 1	15	0	2	Portland, OR
		Year 2	1	0	1	Denver, CO
		Year 3	0	0	1	Hinkle, OR
		Year 3	0	0	1	Roseville, CA
	Portland, OR	Year 3	0	0	9	Tucson, AZ
		Year 1	4	0	0	
		Year 2	1	0	0	

# Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Clerks (Cont.)	Pueblo, CO	Year 1	1	0	0	
		Year 2	8	0	0	
		Year 3	1	0	0	
	Redding, CA	Year 2	1	0	0	
	Reno, NV	Year 1	2	0	0	
	Roseville, CA	Year 2	8	0	0	
	Sacramento, CA	Year 1	14	0	3	
		Year 1	0	0	2	Denver, CO
	Salt Lake City, UT	Year 2	1	0	0	West Colton, CA
		Year 1	2	0	0	
		Year 2	17	0	0	
	San Antonio, TX	Year 3	0	0	4	
		Year 1	3	1	0	Hinkle, OR
	San Francisco, CA	Year 2	20	0	0	
		Year 1	33	0	14	
		Year 2	143	0	105	Omaha, NE
	Shreveport, LA	Year 2	0	0	242	Omaha, NE
		Year 2	3	0	0	St. Louis, MO
	Sparks, NV	Year 1	3	0	0	
		Year 2	1	0	0	
	Spring, TX	Year 2	15	0	0	
	Springfield, IL	Year 2	3	0	0	
	St. Louis, MO	See Appendix				
	Stockton, CA	Year 2	4	0	0	
	Texasiana, TX	Year 2	5	0	0	
	Tucson, AZ	Year 2	10	0	0	
	Tucuman, NM	Year 2	1	0	0	
	Tyler, TX	Year 2	2	0	0	
	Victoria, TX	Year 2	3	0	0	
	Warm Springs, CA	Year 2	4	0	0	
	Wood River, IL	Year 2	3	0	0	
	Yuma, AZ	Year 3	0	0	3	
	Total Clerks (See Appendix)		732	5	527	Glamis, CA
Dispatchers	Denver, CO	See Appendix				
Electricians	Colton, CA	Year 1	2	0	0	
	Denver, CO	Year 1	1	0	1	
		Year 2	0	0	4	Pocatello, ID
	Eugene, OR	Year 3	0	0	1	N Little Rock, AR
	Houston, TX	Year 3	0	0	11	Albina, OR
	Kansas City, MO	Year 1	0	0	8	El Paso, TX
	Los Angeles, CA	Year 2	0	0	14	El Paso, TX
	Oakland, CA	Year 1	1	0	0	Denver, CO
	Pine Bluff, AR	Year 1	5	0	0	
	Sacramento, CA	Year 1	2	0	0	
		Year 3	0	0	34	
		Year 1	0	0	4	Denver, CO
	San Antonio, TX	Year 1	0	0	4	El Paso, TX
	Stockton, CA	Year 3	0	0	10	Roseville, CA
	Total Electricians		11	0	87	
Enginemen	Alpine, TX	Year 1	5	0	0	
	Artesia, TX	Year 2	6	0	0	
	Avondale, LA	Year 2	16	0	0	



## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Enginemen (Cont.)	Bakersfield, CA	Year 2	0	16	0	
	Big Spring, TX	Year 2	0	0	15	To Be Negotiated
	Bloomington, IL	Year 2	1	0	0	
	Boone, IA	Year 2	0	20	0	
	Brownsville, TX	Year 2	1	0	0	
	Cheyenne, WY	Year 2	0	26	0	
	Chicago, IL	Year 2	0	19	0	
	Chickasha, OK	Year 2	0	0	13	To Be Negotiated
	Clinton, IA	Year 2	0	3	0	
	Coffeyville, KS	Year 2	8	0	0	
	Corpus Christi, TX	Year 2	3	0	0	
	Council Bluffs, IA	Year 2	0	4	0	
	Council Grove, KS	Year 2	19	0	0	
	Dalhart, TX	Year 2	0	17	0	
	Dallas, TX	Year 2	2	13	0	
	Del Rio, TX	Year 2	0	15	0	
	Denver, CO	Year 2	9	30	0	
	Des Moines, IA	Year 2	1	0	0	
	Duncan/Enid, OK	Year 2	0	16	0	
	Dunsmuir, CA	Year 2	16	13	0	
	E. St. Louis, IL	Year 2	1	0	0	
	Eagle Grove, IA	Year 2	1	0	0	
	El Paso, TX	Year 2	4	39	0	
	Elko, NV	Year 1	3	0	0	
		Year 2	11	0	0	
	Eugene, OR	Year 2	0	0	15	To Be Negotiated
		Year 3	9	0	0	
	Fremont, NE	Year 2	0	3	0	
	Ft. Madison, IA	Year 2	0	37	0	
	Ft. Worth, TX	Year 2	4	17	0	
	Galesburg, IL	Year 2	0	1	0	
	Galveston, TX	Year 2	4	0	0	
	Grand Jct., CO	Year 2	24	0	5	To Be Negotiated
		Year 3	8	0	0	
	Harlingen, TX	Year 2	2	0	0	
	Hearne, TX	Year 3	2	0	0	
	Herington, KS	Year 2	17	0	0	
	Hinkle, OR	Year 2	0	4	0	
	Holington, KS	Year 2	29	0	0	
	Houston, TX	Year 2	54	4	0	
	Illmo, IL	Year 2	18	0	18	To Be Negotiated
	Jefferson City, MO	Year 2	4	0	0	
	Kansas City, KS	Year 3	27	0	2	Herington, KS
	Kansas City, MO	Year 2	12	0	0	
	Kingsville, TX	Year 2	0	1	0	
	Klamath Falls, OR	Year 2	0	0	5	To Be Negotiated
	La Grande, OR	Year 2	1	0	0	
	Lafayette, LA	Year 2	2	2	0	
	Lake Charles, LA	Year 2	4	0	0	
	Las Vegas, NV	Year 2	10	0	0	
	Livonia, LA	Year 2	0	3	0	
	Los Angeles, CA	Year 2	0	24	0	
		Year 3	71	0	0	
	Marshalltown, IA	Year 2	1	0	0	



## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Enginemen (Cont.)	Marionville, KS	Year 2	3	0	0	
	Memphis, TN	Year 2	9	0	0	
	Minneapolis, TX	Year 2	1	0	5	To Be Negotiated
	Monroe, LA	Year 2	0	1	0	
	N Little Rock, AR	Year 2	34	0	0	
	Nampa, ID	Year 2	1	0	0	
	North Platte, NE	Year 2	0	4	0	
	Oakland, CA	Year 2	1	3	0	
	Oakley, KS	Year 2	0	19	0	
	Ogden, UT	Year 2	0	14	0	
		Year 3	12	0	0	
	Oroville, CA	Year 2	1	0	0	
	Palestine, TX	Year 2	12	0	59	To Be Negotiated
	Peekin, IL	Year 2	0	6	0	
	Phoenix, AZ	Year 2	1	0	0	
	Pine Bluff, AR	Year 2	1	15	0	
	Pocahontas, ID	Year 2	5	0	0	
	Poplar Bluff, MO	Year 2	0	0	25	To Be Negotiated
	Portland, OR	Year 1	1	0	0	
		Year 2	0	47	0	
	Portola, CA	Year 2	26	0	0	
	Pratt, KS	Year 2	0	34	0	
	Proviso, IL	Year 2	2	0	0	
	Provo, UT	Year 2	1	0	0	
	Pueblo, CO	Year 2	39	0	0	
		Year 3	8	0	0	
	Quincy, IL	Year 2	17	0	0	
	Reno, NV	Year 1	3	0	0	
	Roseville, CA	Year 2	0	36	0	
		Year 3	0	2	0	
	S. Morrill, NE	Year 2	1	0	0	
	Sacramento, CA	Year 2	3	0	0	
	Salem, IL	Year 2	0	24	0	
	Salina, KS	Year 2	0	5	0	
	Salt Lake City, UT	Year 2	62	5	5	To Be Negotiated
	San Antonio, TX	Year 2	21	0	0	
	Seattle, WA	Year 2	0	3	0	
	Shreveport, LA	Year 2	3	10	0	
	Smithville, TX	Year 2	0	0	29	To Be Negotiated
	Sparta, NV	Year 2	0	10	0	
	St. Louis, MO	Year 2	14	0	0	
	St. Paul, MN	Year 2	5	0	0	
	Stockton, CA	Year 2	26	0	20	To Be Negotiated
		Year 3	8	0	0	
	Sweetwater/Troy, TX	Year 2	0	30	0	
	Taylor, TX	Year 2	0	0	5	To Be Negotiated
	Texarkana, TX	Year 2	2	0	0	
	Topeka, KS	Year 2	1	0	0	
	Troup, TX	Year 2	1	0	0	
	Tucson, AZ	Year 2	0	71	0	
	Tucuman, NM	Year 2	0	0	26	To Be Negotiated
	Tyler, TX	Year 2	7	0	0	
	Van Buren, AR	Year 2	6	0	0	
	Victoria, TX	Year 2	9	0	0	

# Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Enginemen (Cont.)	Waco, TX	Year 2	1	0	0	
	Warm Springs, CA	Year 1	2	0	0	
	Winfield, KS	Year 2	2	0	0	
	Yermo, CA	Year 2	10	0	0	
	Yuma, AZ	Year 3	0	0	4	Tucson, AZ
	Total Enginemen		772	663	251	
Laborers	Denver, CO	Year 1	3	0	3	Pocatello, ID
		Year 2	0	0	10	N Little Rock, AR
	Eugene, OR	Year 1	7	0	0	
		Year 3	4	0	2	Albina, OR
	Houston, TX	Year 3	5	0	0	
	Kansas City, MO	Year 1	1	0	7	El Paso, TX
	Los Angeles, CA	Year 2	4	0	0	
	Oakland, CA	Year 1	1	0	0	
	Pueblo, CO	Year 2	3	0	0	
	Sacramento, CA	Year 3	0	0	3	Denver, CO
	San Antonio, TX	Year 1	4	0	0	
	Stockton, CA	Year 1	0	0	5	Roseville, CA
		Year 3	0	0	8	Roseville, CA
	Total Laborers		32	0	38	
Machinists	Colton, CA	Year 1	1	0	0	
	Denver, CO	Year 1	5	0	10	Pocatello, ID
		Year 2	0	0	39	N Little Rock, AR
	Eugene, OR	Year 3	0	0	3	Albina, OR
	Ft. Worth, TX	Year 2	15	0	0	
	Grand Jct., CO	Year 2	0	0	6	Denver, CO
	Houston, TX	Year 3	0	0	18	El Paso, TX
	Kansas City, MO	Year 1	0	0	15	El Paso, TX
	Los Angeles, CA	Year 2	0	0	22	Denver, CO
	Oakland, CA	Year 1	2	0	0	
	Pine Bluff, AR	Year 1	1	0	1	Desoto, MO
	Pocatello, ID	Year 2	2	0	21	Denver, CO
	Pueblo, CO	Year 2	0	0	4	Denver, CO
	Sacramento, CA	Year 3	0	0	22	Denver, CO
	San Antonio, TX	Year 1	1	0	0	
	Stockton, CA	Year 3	0	0	21	Roseville, CA
	Total Machinists		27	0	182	
Maintenance of Way	Beaumont, TX	Year 1	2	0	0	
	Colton, CA	Year 1	2	0	0	
	Denison, TX	Year 1	0	2	0	
	Denver, CO	Year 1	4	0	0	
	El Paso, TX	Year 1	0	2	0	
	Ft. Worth, TX	Year 1	0	1	0	
	Grand Jct., CO	Year 1	0	1	0	
	Gypsum, KS	Year 3	0	0	5	Mobile Gang
	Haswell, KS	Year 3	4	0	0	
	Holisington, KS	Year 1	0	0	6	Salina, KS
		Year 3	3	0	0	
	Horace, KS	Year 3	0	0	5	Mobile Gang
	Houston, TX	Year 1	14	0	0	
	Kansas City, KS	Year 1	7	0	0	



## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Maintenance of Way (Cont.)	Kamath Falls, OR	Year 1	0	1	0	
	Laramie, WY	Year 1	0	17	0	
	Las Vegas, NV	Year 1	0	1	0	
	Lindsborg, KS	Year 3	3	0	3	Mobile Gang
	Los Angeles, CA	Year 1	0	1	0	
	McCracken, KS	Year 3	4	0	0	
	Mobile Gang	Year 1	244	45	0	
		Year 2	62	0	0	
	N Little Rock, AR	Year 1	0	10	0	
	Ogden, UT	Year 1	2	0	0	
	Paragould, AR	Year 1	2	0	0	
	Phoenix, AZ	Year 1	0	1	0	
	Pine Bluff, AR	Year 1	10	0	0	
	Pittsburg, CA	Year 1	0	5	0	
	Pocastello, ID	Year 2	0	0	2	Denver, CO
	Pueblo, CO	Year 1	0	1	0	
	Roseville, CA	Year 1	0	2	0	
	Salt Lake City, UT	Year 1	2	0	0	
	Scott City, KS	Year 3	5	0	0	
	St. Louis, MO	Year 1	9	0	0	
	Texarkana, TX	Year 1	4	0	0	
	Wells, NV	Year 1	6	0	0	
	Whitlaw, KS	Year 3	0	0	3	Mobile Gang
	Wichita, KS	Year 1	0	1	0	
	Total Maintenance of Way		389	91	24	
Non Agreement	Addis, LA	Year 1	0	0	1	Colfax, CA
	Amarillo, TX	Year 1	1	0	0	
	Anaheim, CA	Year 1	1	0	0	
	Atlanta, GA	Year 1	7	0	0	
	Avondale, LA	Year 1	0	0	1	Kansas City, MO
		Year 2	1	0	0	
	Bakersfield, CA	Year 1	0	0	1	Omaha, NE
	Beaumont, TX	Year 2	1	0	0	
	Benecia, CA	Year 1	0	0	1	Houston, TX
	Cheyenne, WY	Year 1	0	0	1	Denver, CO
		Year 2	0	0	3	Denver, CO
	Chicago, IL	Year 1	5	0	1	Decatur, IL
		Year 1	0	0	1	Jacksonville, FL
		Year 1	6	0	1	Toledo, IL
		Year 2	6	0	0	
	Cincinnati, OH	Year 1	4	0	0	
	Colfax, CA	Year 1	1	0	1	San Antonio, TX
	Colorado Springs, CO	Year 1	1	0	0	
	Colton, CA	Year 1	5	0	2	
		Year 2	1	0	3	Omaha, NE
		Year 2	0	0	1	Oakland, CA
	Dallas, TX	Year 1	7	0	1	Omaha, NE
		Year 1	0	0	10	Austin, TX
		Year 2	3	0	0	Omaha, NE
	Denver, CO	See Appendix				
	Detroit, MI	Year 1	6	0	0	
	Dolores, CA	Year 2	1	0	0	
	Dunsmuir, CA	Year 1	3	0	0	



## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Non Agreement (Cont.)	Esds, CO	Year 1	1	0	0	
	East St. Louis, IL	Year 1	1	0	0	
		Year 2	1	0	0	
	El Paso, TX	Year 1	2	0	1	Houston, TX
		Year 2	3	0	0	
	Elko, NV	Year 2	1	0	0	
	Eugene, OR	Year 1	2	0	0	
		Year 2	1	0	0	
	Fresno, CA	Year 1	2	0	0	
	Ft. Worth, TX	Year 2	1	0	1	Colorado Springs, CO
	Grand Jct., CO	Year 1	1	0	0	
		Year 2	1	0	2	Salt Lake City, UT
	Grand Prairie, TX	Year 1	1	0	0	
	Guadalupe, MX	Year 1	1	0	1	Mexico City, MX
	Gurdon, AR	Year 2	1	0	0	
	Helper, UT	Year 1	0	0	1	Salt Lake City, UT
	Herington, KS	Year 1	1	0	0	
		Year 2	1	0	0	
	Hinkle, OR	Year 1	0	0	1	Spokane, WA
	Houston, TX	Year 1	33	0	1	Denver, CO
		Year 1	0	0	1	El Paso, TX
		Year 1	0	0	1	Herington, KS
		Year 1	0	0	1	Kansas City, MO
		Year 1	3	0	1	Laredo, TX
		Year 1	0	0	4	Omaha, NE
		Year 1	3	0	4	San Antonio, TX
		Year 2	7	0	3	Longview, TX
		Year 2	0	0	6	Omaha, NE
		Year 2	3	0	1	St. Louis, MO
		Year 3	0	0	2	El Paso, TX
	Kansas City, KS	Year 1	5	0	1	Omaha, NE
		Year 1	0	0	1	Palestine, TX
		Year 1	0	0	1	Shreveport, LA
		Year 1	0	0	3	West Colton, CA
		Year 2	5	0	0	
	Kansas City, MO	Year 1	2	0	1	Council Bluffs, IA
	Klamath Falls, OR	Year 1	1	0	0	
	Lafayette, LA	Year 1	0	0	1	Livonia, LA
		Year 2	1	0	0	
	Lake Charles, LA	Year 1	1	0	0	
		Year 2	1	0	0	
	Laredo, TX	Year 1	2	0	0	
	Lenexa, KS	Year 2	0	0	6	Salt Lake City, UT
		Year 3	0	0	3	Salt Lake City, UT
	Long Beach, CA	Year 1	1	0	1	Chicago, IL
		Year 1	0	0	3	Lathrop, CA
		Year 1	0	0	1	Los Angeles, CA
		Year 1	0	0	1	Little Rock, AR
		Year 1	0	0	1	Oakland, CA
	Los Angeles, CA	Year 1	0	0	1	Texarkana, TX
		Year 1	21	0	5	Monterey Park, CA
		Year 1	0	0	16	Omaha, NE
		Year 2	4	0	0	
	Lufkin, TX	Year 2	1	0	0	

## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Non Agreement (Cont.)	Marionville, KS	Year 1	0	0	1	El Paso, TX
	Memphis, TN	Year 1	0	0	1	Brownsville, TX
		Year 1	0	0	1	Tucson, AZ
	Memphis, TN (Cont.)	Year 2	2	0	0	
	Mesquite, TX	Year 1	0	0	1	Houston, TX
	Mesico City, MX	Year 1	6	0	0	
	Mintum, CO	Year 1	1	0	0	
	Montclair, CA	Year 2	1	0	0	
	Monterey Park, CA	Year 1	2	0	7	Omaha, NE
		Year 2	3	0	1	St. Louis, MO
	Monterey, CA	Year 1	0	0	1	Los Angeles, CA
		Year 1	0	0	1	Omaha, NE
	Monterrey, MX	Year 1	3	0	0	
	N Little Rock, AR	Year 1	1	0	0	
	New Orleans, LA	Year 1	0	0	1	Laramie, WY
	New York, NY	Year 1	2	0	0	
	Oakland, CA	Year 1	5	0	1	Houston, TX
		Year 1	0	0	2	Omaha, NE
		Year 1	0	0	1	Roseville, CA
	Omaha, NE	See Appendix:				
	Philadelphia, PA	Year 1	10	0	0	
	Phoenix, AZ	Year 1	2	0	0	
		Year 2	1	0	0	
	Pine Bluff, AR	Year 1	6	0	1	Desoto, MO
		Year 1	0	0	1	El Paso, TX
		Year 1	0	0	1	Laramie, WY
		Year 1	0	0	1	Livonia, LA
		Year 1	0	0	3	N Little Rock, AR
		Year 1	0	0	1	Omaha, NE
		Year 2	5	0	0	
	Pittsburgh, PA	Year 1	2	0	0	
	Pocatello, ID	Year 1	2	0	1	Roseville, CA
		Year 2	0	0	1	Omaha, NE
		Year 3	0	0	1	Tucson, AZ
	Portland, OR	Year 1	29	0	2	Calgary, AL
		Year 1	0	0	1	Nampa, ID
		Year 1	0	0	1	Omaha, NE
		Year 1	0	0	1	Seattle, WA
		Year 1	0	0	1	Spokane, WA
		Year 1	0	0	1	Texarkana, TX
		Year 2	2	0	0	
	Pueblo, CO	Year 1	2	0	1	Cheyenne, WY
		Year 1	0	0	1	Omaha, NE
		Year 2	3	0	0	
	Reno, NV	Year 1	0	0	1	Sacramento, CA
	Roseville, CA	Year 1	8	0	5	Omaha, NE
		Year 1	0	0	1	Pocatello, ID
		Year 1	0	0	1	Sacramento, CA
		Year 1	0	0	1	Salt Lake City, UT
		Year 1	0	0	1	Tucson, AZ
		Year 2	1	0	1	Omaha, NE
	Sacramento, CA	Year 1	8	0	1	Denver, CO
		Year 1	0	0	1	Sedalia, MO
		Year 2	1	0	0	



## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Non Agreement (Cont.)	Salida, CO	Year 1	1	0	0	
	Salt Lake City, UT	Year 1	3	0	1	Laramie, WY
		Year 1	0	0	1	Omaha, NE
	Salt Lake City, UT (Cont.)	Year 2	1	0	0	
	San Antonio, TX	Year 1	9	0	1	Ft. Worth, TX
		Year 1	0	0	1	Omaha, NE
		Year 2	5	0	1	Omaha, NE
	San Francisco, CA	Year 1	108	0	3	Chicago, IL
		Year 1	0	0	1	Denver, CO
		Year 1	0	0	1	Ft. Worth, TX
		Year 1	0	0	1	Houston, TX
		Year 1	0	0	1	Laredo, TX
		Year 1	0	0	1	Los Angeles, CA
		Year 1	0	0	79	Omaha, NE
		Year 1	0	0	1	Roseville, CA
		Year 1	0	0	12	Sacramento, CA
		Year 1	0	0	1	San Antonio, TX
		Year 1	0	0	2	San Francisco, CA
		Year 1	0	0	23	St. Louis, MO
		Year 1	0	0	1	Tucson, AZ
		Year 2	65	0	133	Omaha, NE
		Year 2	0	0	42	St. Louis, MO
		Year 3	2	0	15	Omaha, NE
	Schriever, LA	Year 1	1	0	0	
	Scott City, KS	Year 1	2	0	0	
		Year 2	1	0	0	
	Spring, TX	Year 1	4	0	0	
		Year 2	0	0	3	Livonia, LA
	St. Louis, MO	See Appendix				
	Stockton, CA	Year 1	2	0	3	Roseville, CA
		Year 2	1	0	0	
	Strang, TX	Year 2	2	0	0	
	Texarkana, TX	Year 1	1	0	0	
	Tokyo, JP	Year 1	1	0	0	
	Toronto, CN	Year 1	0	0	2	Vancouver, BC
	Tracy, CA	Year 1	0	0	1	Denison, TX
	Tucson, AZ	Year 1	2	0	1	El Paso, TX
		Year 1	0	0	1	Ft. Worth, TX
		Year 1	0	0	1	Omaha, NE
		Year 2	2	0	0	
	Victoria, TX	Year 2	1	0	0	
	Walnut Creek, CA	Year 1	19	0	0	
	Washington, DC	Year 1	0	0	1	Omaha, NE
	Winnemucca, NV	Year 1	1	0	0	
	Yermo, CA	Year 1	3	0	0	
	Yuma, AZ	Year 2	2	0	0	
	Total Non Agreement (See Appendix)		523	0	494	
Railway Supervisors	Avondale, LA	Year 1	1	0	0	
	Denver, CO	Year 1	3	0	2	Pocatello, ID
		Year 2	0	0	5	N Little Rock, AR
	El Paso, TX	Year 1	0	1	0	
	Eugene, OR	Year 1	2	0	0	



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## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Railway Supervisors (Cont.)	Eugene, OR (Cont.)	Year 3	3	0	0	
	FL Worth, TX	Year 1	0	2	0	
	Grand Jct., CO	Year 1	0	2	0	
	Houston, TX	Year 1	5	2	0	
		Year 3	6	0	5	El Paso, TX
	Kansas City, MO	Year 1	2	0	0	
	Klamath Falls, OR	Year 1	0	2	0	
	Las Vegas, NV	Year 1	0	2	0	
	Los Angeles, CA	Year 1	0	4	0	
		Year 2	2	0	0	
	Lufkin, TX	Year 1	1	0	0	
	Oakland, CA	Year 1	1	0	0	
	Omaha, NE	Year 1	0	4	0	
	Pine Bluff, AR	Year 1	6	0	0	
	Pueblo, CO	Year 1	2	2	0	
	Roseville, CA	Year 1	0	1	0	
	Sacramento, CA	Year 3	0	0	6	Denver, CO
	Salt Lake City, UT	Year 1	5	0	0	
	San Antonio, TX	Year 1	2	0	0	
	Stockton, CA	Year 1	2	0	5	Roseville, CA
		Year 3	0	0	5	Roseville, CA
	Wichita, KS	Year 1	0	2	0	
	Total Railway Supervisors		43	24	28	
Sheet Metal Workers	Denver, CO	Year 1	1	0	0	
		Year 2	0	0	7	N Little Rock, AR
	Eugene, OR	Year 3	2	0	0	
	Houston, TX	Year 1	1	0	0	
		Year 3	17	0	0	
	Kansas City, MO	Year 1	6	0	0	
	Los Angeles, CA	Year 2	3	0	0	
	Pine Bluff, AR	Year 1	1	0	0	
	Total Sheet Metal Workers		31	0	7	
Signalmen	Colton, CA	Year 1	1	0	1	Council Bluffs, IA
	Dallas, TX	Year 1	1	0	0	
	Eads, CO	Year 3	1	0	0	
	East St. Louis, IL	Year 1	1	0	0	
	Eugene, OR	Year 1	1	0	0	
	Hawington, KS	Year 3	1	0	0	
	Hawington, KS	Year 3	1	0	4	Kansas City, MO
	Houston, TX	Year 1	2	0	1	Council Bluffs, IA
		Year 1	5	0	6	Sedalia, MO
	Kansas City, MO	Year 1	1	0	0	
	Los Angeles, CA	Year 1	1	0	0	
	Mobile Gang	Year 2	16	0	0	
	Oakland, CA	Year 1	0	0	1	Council Bluffs, IA
		Year 2	1	0	0	
	Ordway, KS	Year 3	1	0	0	
	Pine Bluff, AR	Year 1	1	0	1	Council Bluffs, IA
	Roseville, CA	Year 1	1	0	1	Council Bluffs, IA
		Year 1	4	0	6	Sedalia, MO
	San Antonio, TX	Year 1	1	0	0	
	San Francisco, CA	Year 1	3	0	1	Council Bluffs, IA

## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Signalmen (Cont.)	San Francisco, CA (Cont.)	Year 1	0	0	21	Omaha, NE
	Scott City, KS	Year 3	1	0	0	
	Tucson, AZ	Year 1	1	0	0	
	Utica, KS	Year 3	1	0	0	
	Total Signalmen		47	0	43	
Trainmen	Alpine, TX	Year 2	5	0	0	To Be Negotiated
	Amelia, TX	Year 2	12	0	0	
	Avondale, LA	Year 2	29	0	0	
	Bakersfield, CA	Year 2	0	9	0	
	Big Spring, TX	Year 2	0	0	29	
	Bloomington, IL	Year 2	1	0	0	
	Boone, IA	Year 2	0	22	0	
	Brownsville, TX	Year 2	2	0	0	
	Cheyenne, WY	Year 2	0	28	0	
	Chicago, IL	Year 2	0	21	0	
	Chickasha, OK	Year 2	0	0	12	To Be Negotiated
	Clinton, IA	Year 2	0	3	0	
	Coffeyville, KS	Year 2	9	0	0	
	Corpus Christi, TX	Year 2	4	0	0	
	Council Bluffs, IA	Year 2	0	5	0	
	Council Grove, KS	Year 2	21	0	0	
	Delhart, TX	Year 2	0	18	0	
	Dallas, TX	Year 2	7	14	0	
	Del Rio, TX	Year 2	0	16	0	
	Denver, CO	Year 2	17	16	0	
	Des Moines, IA	Year 2	1	0	0	
	Duncan/Enid, OK	Year 2	0	17	0	
	Dunsmuir, CA	Year 2	17	14	0	
	E. St. Louis, IL	Year 2	1	0	0	
	Eagle Grove, IA	Year 2	1	0	0	
	El Paso, TX	Year 2	11	42	0	
	Elko, NV	Year 1	5	0	0	To Be Negotiated
		Year 2	12	0	0	
	Eugene, OR	Year 1	12	0	0	
		Year 3	17	0	0	
	Fremont, NE	Year 2	0	4	0	
	Ft. Madison, IA	Year 2	0	40	0	
	Ft. Worth, TX	Year 2	15	19	0	
	Galesburg, IL	Year 2	0	1	0	
	Galveston, TX	Year 2	3	0	0	
	Grand Jct., CO	Year 2	25	0	5	
		Year 3	17	0	0	
	Hartman, TX	Year 2	5	0	0	To Be Negotiated
	Hearne, TX	Year 3	4	0	0	
	Herrington, KS	Year 2	18	0	0	
	Hinckley, OR	Year 2	0	4	0	
	Holington, KS	Year 2	32	0	0	
	Houston, TX	Year 2	74	8	0	
	Ilmo, IL	Year 2	20	0	0	
		Year 2	0	0	15	
	Janesville, WI	Year 2	1	0	0	
	Jefferson City, MO	Year 2	4	0	0	
	Kansas City, KS	Year 3	32	0	3	Herrington, KS



## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Trainmen (Cont.)	Kansas City, MO	Year 2	13	0	0	To Be Negotiated
	Kingsville, TX	Year 2	0	1	0	
	Klamath Falls, OR	Year 2	2	0	20	
	La Grande, OR	Year 2	1	0	0	
	Lafayette, LA	Year 2	3	2	0	
	Lake Charles, LA	Year 2	8	0	0	
	Las Vegas, NV	Year 2	11	0	0	To Be Negotiated
	Livonia, LA	Year 2	0	6	0	
	Los Angeles, CA	Year 2	0	13	0	
		Year 3	108	0	0	
	Marshalltown, IA	Year 2	1	0	0	
	Marysville, KS	Year 2	3	0	0	To Be Negotiated
	Memphis, TN	Year 2	15	0	0	
	Minneapolis, TX	Year 2	1	0	5	
	Monroe, LA	Year 2	0	1	0	
	N Little Rock, AR	Year 2	37	0	0	
	Nampa, ID	Year 2	1	0	0	To Be Negotiated
	North Platte, NE	Year 2	0	4	0	
	Oakland, CA	Year 2	1	4	0	
	Oakley, KS	Year 2	0	18	0	
	Ogden, UT	Year 2	0	15	0	
		Year 3	23	0	0	
	Oroville, CA	Year 2	2	0	0	To Be Negotiated
	Palestine, TX	Year 2	13	0	63	
	Pekin, IL	Year 2	0	7	0	
	Phoenix, AZ	Year 2	1	0	0	
	Pine Bluff, AR	Year 2	3	17	0	
	Pocatello, ID	Year 2	5	0	0	To Be Negotiated
	Poplar Bluff, MO	Year 2	0	0	33	
	Portland, OR	Year 1	3	0	0	
		Year 2	0	52	0	
	Portola, CA	Year 2	28	0	0	
	Pratt, KS	Year 2	0	38	0	To Be Negotiated
	Proviso, IL	Year 2	6	0	0	
	Provo, UT	Year 2	2	0	0	
	Pueblo, CO	Year 2	43	0	0	
		Year 3	16	0	0	
	Quincy, IL	Year 2	19	0	0	To Be Negotiated
	Reno, NV	Year 1	5	0	0	
	Roseville, CA	Year 2	0	20	0	
		Year 3	12	4	0	
	S. Morril, NE	Year 2	1	0	0	
	Sacramento, CA	Year 2	5	0	0	
	Salem, IL	Year 2	0	26	0	To Be Negotiated
	Salina, KS	Year 2	0	8	0	
	Salt Lake City, UT	Year 2	30	10	5	
	San Antonio, TX	Year 2	25	0	0	
	Seattle, WA	Year 2	0	3	0	
	Shreveport, LA	Year 2	5	11	0	To Be Negotiated
	Smithville, TX	Year 2	0	0	31	
	Sparks, NV	Year 2	0	11	0	
	St. Louis, MO	Year 2	27	0	0	
	St. Paul, MN	Year 2	5	0	0	
	Stockton, CA	Year 2	31	0	39	To Be Negotiated

## Effects on Applicant Carriers' Employees

Classification	Current Location	Year	Jobs Abolished	Jobs Created	Jobs Transferred	Transfer Location
Trainmen (Cont.)	Stockton, CA (Cont.)	Year 3	10	0	0	
	Sweetwater/Toyah, TX	Year 2	0	33	0	
	Taylor, TX	Year 2	0	0	1	To Be Negotiated
	Tecumcari, TX	Year 2	6	0	0	
	Topeka, KS	Year 2	2	0	0	
	Troup, TX	Year 2	2	0	0	
	Tucson, AZ	Year 2	0	79	0	
	Tucumcari, NM	Year 2	0	0	16	To Be Negotiated
	Tyler, TX	Year 2	6	1	0	
	Van Buren, AR	Year 2	7	0	0	
	Victoria, TX	Year 2	12	0	0	
	Waco, TX	Year 2	2	0	0	
	Warm Springs, CA	Year 1	2	0	0	
	Winfield, KS	Year 2	3	0	0	
	Yermo, CA	Year 2	20	0	0	
	Yuma, AZ	Year 3	0	0	0	
	Total Trainmen		1,061	683	328	Tucson, AZ
Yardmasters	Avondale, LA	Year 2	8	0	0	
	Beaumont, TX	Year 2	3	0	0	
	Eugene, OR	Year 1	6	0	0	
		Year 3	5	0	0	
	Grand Jct., CO	Year 3	6	0	0	
	Houston, TX	Year 2	13	0	0	
	Kansas City, KS	Year 3	5	0	0	
	Lafayette, LA	Year 2	2	0	0	
	Los Angeles, CA	Year 1	2	0	0	
	Oakland, CA	Year 1	3	0	0	
		Year 2	2	0	0	
	Portland, OR	Year 2	6	0	0	
	Proviso, IL	Year 2	3	0	0	
	Sacramento, CA	Year 2	1	0	0	
	San Antonio, TX	Year 2	5	0	0	
	Shreveport, LA	Year 2	5	0	0	
	St. Louis, MO	Year 2	5	0	0	
	Stockton, CA	Year 3	5	0	0	
	Total Yardmasters		86	0	0	



## APPENDIX

The following jobs abolished and jobs created are projected for clerks, non-agreement employees (except dispatchers), and dispatchers in Denver, Omaha and St. Louis:

Clerks	
Present Count	
Denver	403
Omaha	796
St. Louis	975
	<hr/> 2,174
Jobs Abolished	
Year 1	90
Year 2	206
Year 3	63
	<hr/> 359
Jobs Created	
Year 1	5
Year 2	3
Year 3	0
	<hr/> 8

Non Agreement (Except Dispatchers)	
Present Count	
Denver	425
Omaha	2,268
St. Louis	320
	<hr/> 3,013
Jobs Abolished	
Year 1	231
Year 2	193
Year 3	0
	<hr/> 424
Jobs Created	
Year 1	46
Year 2	2
Year 3	0
	<hr/> 48

Dispatchers	
Present Count	
Denver	321
Omaha	210
St. Louis	0
	<hr/> 531
Jobs Abolished	
Year 1	56
Year 2	88
Year 3	0
	<hr/> 144
Jobs Created	
Year 1	0
Year 2	0
Year 3	0
	<hr/> 0

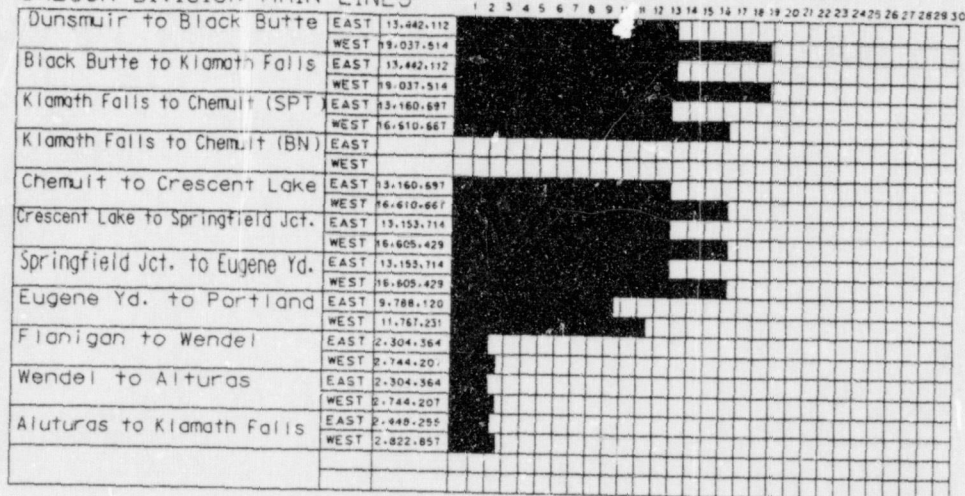
With regard to potential transfers of these employees, Applicants have concluded that they will not be able to determine the location of certain key facilities until after approval of the Application. This is based on a belief that once the merger has been approved, Applicants will be able to negotiate with various states to obtain economic incentives in exchange for locating or creating jobs within a particular state's jurisdiction. Until the negotiations have been completed, the economics surrounding the location of the key facilities cannot be adequately analyzed.

The employees listed above are the principal employees whose location will be significantly influenced by the results of such negotiations. With respect to these employee categories, Applicants are able to estimate the number of jobs that will be required to execute the post-merger plan of operations, but are unable to determine where they will be located. The positions listed above, net of jobs abolished and created, are subject to being transferred to some other location.

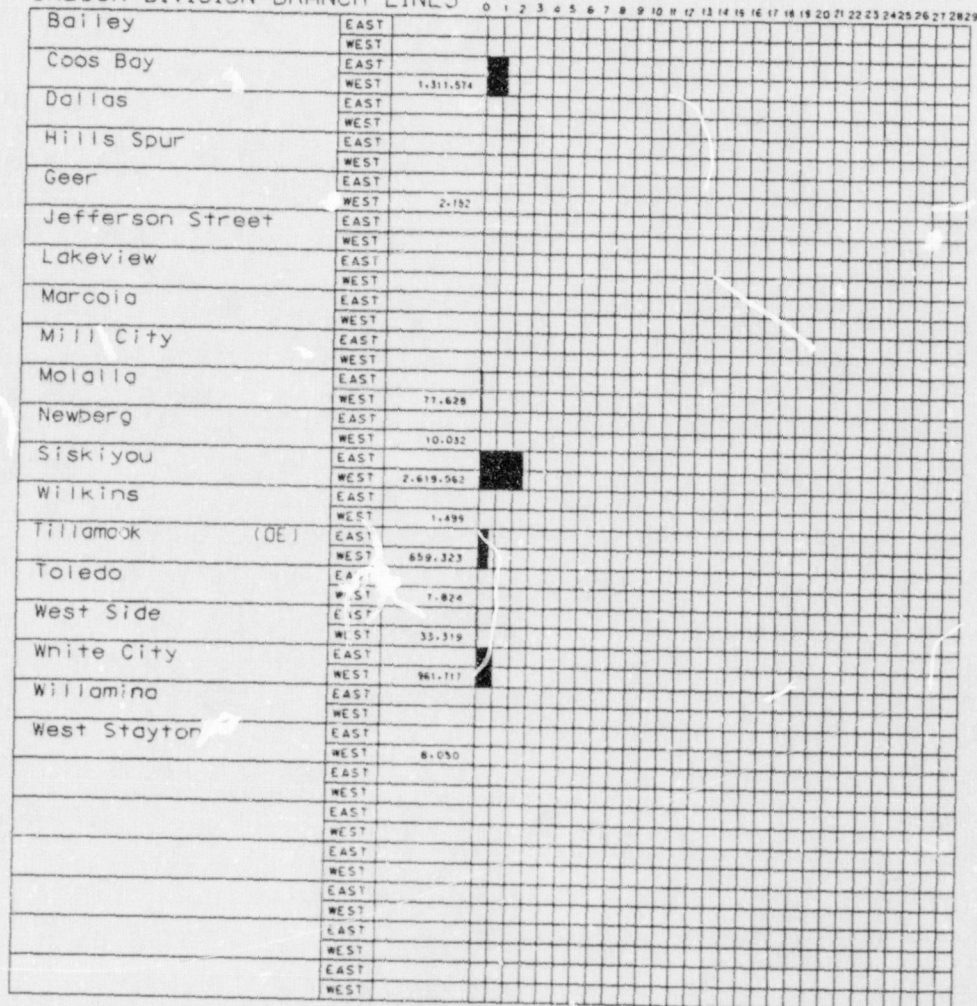
In order to estimate the costs and benefits associated with the merger, Applicants have assumed that the employees mentioned above will be consolidated in Omaha and St. Louis. This is a simplifying assumption and was not intended to imply that the positions will ultimately be located in either Omaha or St. Louis. This assumption was based on the economics that currently exist, without regard to what might change as a result of negotiations. Applicants believe that the economics could change dramatically as a result of previously mentioned negotiations. However, any economic incentives arising from these negotiations would result in a reduction of costs and/or an increase in benefits.



## MILLIONS OF GROSS TONS



## MILLIONS OF GROSS TONS



(OE)-OE Ry Tonnage over SPT track.

- 9 -

11-16-95  
esrv117./usr3/dr/spton.dgn

## MILLIONS OF GROSS TONS

(1) - SPT Tonnage over WP track.  
(SN)-SN Ry Tonnage over SPT track.

## MILLIONS OF GROSS TONS

-2-



S.P.C. and S.L.RY.Co.

MILLIONS OF GROSS TONS

	EAST	WEST
E. St. Louis to Springfield	7-102-745	6-663-605
Springfield to Bloomington	6-577-641	6-544-314
Bloomington to Chicago	5-719-385	5-358-043

TUCSON DIVISION MAIN LINES

MILLIONS OF GROSS TONS

[illegible]

TUCSON DIVISION BRANCH LINES

MILLIONS OF GROSS TONS

[illegible]

11-16-95

esrv117./usr3/dr/spton.dgn



# PINE BLUFF DIVISION (SSW) MAIN LINES

MILLIONS OF GROSS TONS

			0 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30																														
E.St.Louis to Ilmo	△	EAST	13,252,847																														
(SSW)		WEST	11,445,637																														
Ilmo to Dexter	◇	EAST																															
		WEST																															
Ilmo to Jonesboro		EAST	13,481,809																														
		WEST	11,153,160																														
Jonesboro to Pine Bluff		EAST	16,302,315																														
		WEST	14,784,720																														
Pine Bluff to Texarkana		EAST	16,511,393																														
		WEST	17,963,780																														
Texarkana to Mt. Pleasant		EAST	7,975,475																														
		WEST	10,784,607																														
Mt. Pleasant to Tyler		EAST	6,713,791																														
		WEST	8,266,597																														
Tyler of Corsicana		EAST	5,954,720																														
		WEST	7,004,587																														
Miller (Dallas) to Plano	■	EAST																															
		WEST	1,523,137																														
Memphis to Brinkley		EAST																															
		WEST	12,386,696																														
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- △ - SSW Tonnage over MP track.
- ◇ - CE & I Tonnage over SSW track.
- - SSW Tonnage over SPT track.

## PINE BLUFF DIVISION (SSW) BRANCH LINES

MILLIONS OF GROSS TONS

THE EAST DIVISION HIGH DRAINAGE LINES			0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	
Baldwin	EAST																																	
	WEST	4,972																																
Ft. Worth (Mt. Pleasant to Commerce)	EAST																																	
	WEST	1,787,202																																
Ft. Worth (Commerce to Ft. Worth)	EAST																																	
	WEST	1,384,351																																
Little Rock	EAST																																	
	WEST	438,159																																
Shreveport	EAST																																	
	WEST	19,276,800																																
Wyatt	EAST																																	
	WEST	459,088																																
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# SACRAMENTO DIVISION MAIN LINES

MILLIONS OF GROSS TONS

			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
Sacramento to Elvas	EAST	8,275,176																														
	WEST	13,820,352																														
Elvas to Antelope	EAST	15,900,160																														
	WEST	26,554,819																														
Antelope to Roseville	EAST	15,900,160																														
	WEST	26,554,819																														
Roseville to Sparks	EAST	8,936,418																														
	WEST	11,988,000																														
Sparks to Weso	EAST	10,171,173																														
	WEST	13,087,166																														
Weso to Carlin (SPT)	EAST	11,390,903																														
	WEST	12,464,052																														
Weso to Carlin (UP)	EAST																															
	WEST																															
Carlin to Alazon (SPT)	EAST	11,390,903																														
	WEST	12,464,052																														
Carlin to Alazon (UP)	EAST																															
	WEST																															
Alazon to Ogden	EAST	11,390,903																														
	WEST	12,464,052																														
Roseville to Live Oak	EAST	11,418,617																														
	WEST	18,152,748																														
Live Oak to Durham (SPT)	EAST	11,418,617																														
	WEST	18,152,748																														
Live Oak to Durham (SN)	EAST																															
	WEST																															
Durham to Tehama	EAST	11,418,617																														
	WEST	18,152,748																														
Tehama to Gerber	EAST	11,455,298																														
	WEST	18,543,730																														
Gerber to Dunsmuir	EAST	11,742,782																														
	WEST	18,809,713																														
Davis to Tehama	EAST	36,681																														
	WEST	150,982																														
Flanigan to Weso (SPT)	EAST	2,777,533																														
	WEST	2,273,138																														
Flanigan to Weso (UP)	EAST																															
	WEST																															

(UP)-UP Tonnage over SPT track.

(SN)-SN Ry Tonnage over SPT track.

# SACRAMENTO DIVISION BRANCH LINES

MILLIONS OF GROSS TONS

			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
Colusa	EAST																															
	WEST																															
Hamilton (Colusa)	EAST																															
	WEST																															
Fallon	EAST																															
	WEST	34,590																														
Knights Landing	EAST																															
	WEST																															
Matheson	EAST																															
	WEST																															
Mina	EAST																															
	WEST	162,374																														
U.P. Main Line	EAST																															
	WEST																															
U.P. Main Line (1)	EAST																															
	WEST																															
Placerville	EAST																															
	WEST	34,691																														
Yuba City	EAST																															
	WEST																															
lone	EAST																															
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△ - SSW Tonnage over MP track.

(1) - SPT Tonnage over WP track.

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11-16-95

esrv117./usr3/ar/spton.dgn



## MILLIONS OF GROSS TONS

		0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
Ogden to Salt Lake City	EAST	11,082,595																														
	WEST	13,206,919																														
Salt Lake City to Mounds	EAST	13,785,451																														
	WEST	18,246,542																														
Mounds to Grand Jct.	EAST	14,164,429																														
	WEST	14,950,545																														
Grand Jct. to Dotsero	EAST	25,500,028																														
	WEST	11,547,167																														
Dotsero to Denver	EAST	14,098,372																														
	WEST	7,383,128																														
Dotsero to Pueblo	EAST	16,690,668																														
	WEST	11,638,170																														
Denver to Pueblo	EAST	8,813,238																														
	WEST	3,627,295																														
Pueblo to Herington	EAST	19,604,881																														
	WEST	12,253,968																														
Pueblo to Alamosa	EAST	9,283,895																														
	WEST	7,923,850																														
	EAST																															
	WEST																															

## MILLIONS OF GROSS TONS

	EAST	WEST*
Garfield	EAST	801.038
Tintic	EAST	
Pleasant Valley	EAST	395.136
Sunnyside	EAST	2.106.999
Cane Creek	EAST	2.326.704
Montrose	EAST	329.625
Aspen	EAST	13.702.109
Craig	EAST	3.836
Antonito	EAST	10.505.719
Creede	EAST	720.951
Leadville	EAST	759.787
Jansen	EAST	506.938

## MILLIONS OF GROSS TONS

Saugus to Burbank Jct.	EAST 2,729,536 WEST 3,854,821
Burbank Jct. to Los Angeles	EAST 6,584,091 WEST 9,773,266
Los Angeles to City of Industry	EAST 26,132,795 WEST 31,246,765
City of Industry to Kaiser	EAST 26,132,795 WEST 31,246,765
Kaiser to S. Fontana	EAST 26,132,795 WEST 31,246,765
S. Fontana to Colton (Jct. Cut-Off)	EAST 26,132,795 WEST 31,246,765
Colton to Myoma	EAST 26,132,795 WEST 31,246,765
San Luis Obispo to Santa Barbara	EAST 3,429,176 WEST 5,317,311
Santa Barbara to Burbank Jct.	EAST 3,854,556 WEST 5,918,444
Bench to Colton	EAST 14,288,685 WEST 16,149,470



# SAN ANTONIO DIVISION MAIN LINES

MILLIONS OF GROSS TONS

		C 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30																													
El Paso to Sierra Blanca (SPT)	EAST	18,105,147																													
	WEST	19,781,571																													
El Paso to Sierra Blanca (TP)	EAST																														
	WEST																														
Sierra Blanca to Valentine	EAST	18,105,147																													
	WEST	19,781,571																													
Valentine to Sanderson	EAST	17,468,743																													
	WEST	19,295,829																													
Sanderson to Del Rio	EAST	17,248,477																													
	WEST	19,121,719																													
Del Rio to San Antonio	EAST	18,178,766																													
	WEST	20,444,550																													
San Antonio to Flatonia	EAST	22,389,100																													
	WEST	22,440,817																													
Flatonia to Glidden	EAST	16,274,696																													
	WEST	17,458,946																													
Flatonia to Hearne Jct.	EAST	12,134,062																													
	WEST	14,585,515																													
Hearne Jct. to Corsicana	EAST	14,364,003																													
	WEST	10,810,865																													
Corsicana to Garrett	EAST	7,071,402																													
	WEST	2,651,505																													
Garrett to Belt Jct. (Dallas)	EAST	971,698																													
	WEST	860,500																													
Belt Jct. to Plano (Dallas)	EAST	971,698																													
	WEST	860,500																													
Plano to Sherman	EAST	971,698																													
	WEST	860,500																													
Sherman to Denison	EAST	971,698																													
	WEST	860,500																													

# SAN ANTONIO DIVISION BRANCH LINES

MILLIONS OF GROSS TONS

			0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
Athens	EAST																																
	WEST	191,405																															
Cameron (2)	EAST																																
	WEST																																
Eagle Pass	EAST																																
	WEST	6,319,724																															
Fort Worth	EAST																																
	WEST	8,074,288																															
Gonzales	EAST																																
	WEST	20,874																															
Kerrville	EAST																																
	WEST	6,059,411																															
Shiner-Yoakum	EAST																																
	WEST	10,511,051																															
	EAST																																
	WEST																																
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(TP)-T & P Tonnage over SPT track.

(2) - SPT Tonnage over AT & SF track.

## LAFAYETTE DIVISION MAIN LINES

MILLIONS OF GROSS TONS

Englewood to Echo	EAST	14,809,802																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																					
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## LAFAYETTE DIVISION BRANCH LINES

MILLIONS OF GROSS TONS

		0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
Alexandria	EAST																															
	WEST																															
Baytown	EAST																															
	WEST	9,002,501																														
Houma	EAST																															
	WEST	11,401																														
Lockport	EAST																															
	WEST																															
Rockland	EAST																															
	WEST	2,240																														
Sabine	EAST																															
	WEST	1,514,103																														
St. Martinville	EAST																															
	WEST	146,201																														
Lake Arthur	EAST																															
	WEST	10,410																														
	EAST																															
	WEST																															
	EAST																															
	WEST																															

## KANSAS CITY DIVISION (SSW) MAIN LINES

MILLIONS OF GROSS TONS

		0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
Tucumcari to Dalhart	EAST	11,841,599																														
	WEST	15,197,935																														
Dalhart to Texoma	EAST	10,090,039																														
	WEST	17,522,549																														
Texoma to Herington	EAST	10,250,608																														
	WEST	17,908,697																														
Herington to Kansas City	EAST	10,241,048																														
	WEST	17,176,728																														
	EAST																															
	WEST																															
	EAST																															
	WEST																															
	EAST																															
	WEST																															

## KANSAS CITY DIVISION (SSW) BRANCH LINES

MILLIONS OF GROSS TONS

		0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
Dodge City	EAST																															
	WEST																															
	EAST																															
	WEST																															

11-16-95

-8-

esrv117./usr3/dr/spton.dgn



## MILLIONS OF GROSS TONS

SAN JOAQUIN DIVISION BRANCH LINES MILLIONS OF GROSS TONS

(SF)-AT & SF Tonnage over SPT track.

11-16-95  
esrv117./usr3/dr/spton.dgn



## MILLIONS OF GROSS TONS

0 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40

(D)-UP Tonnage over UP track.

- 10 -

11-16-95  
esrv117./usr3/dr/spt on. dgn

## MILLIONS OF GROSS TONS

[illegible]

## MILLIONS OF GROSS TONS

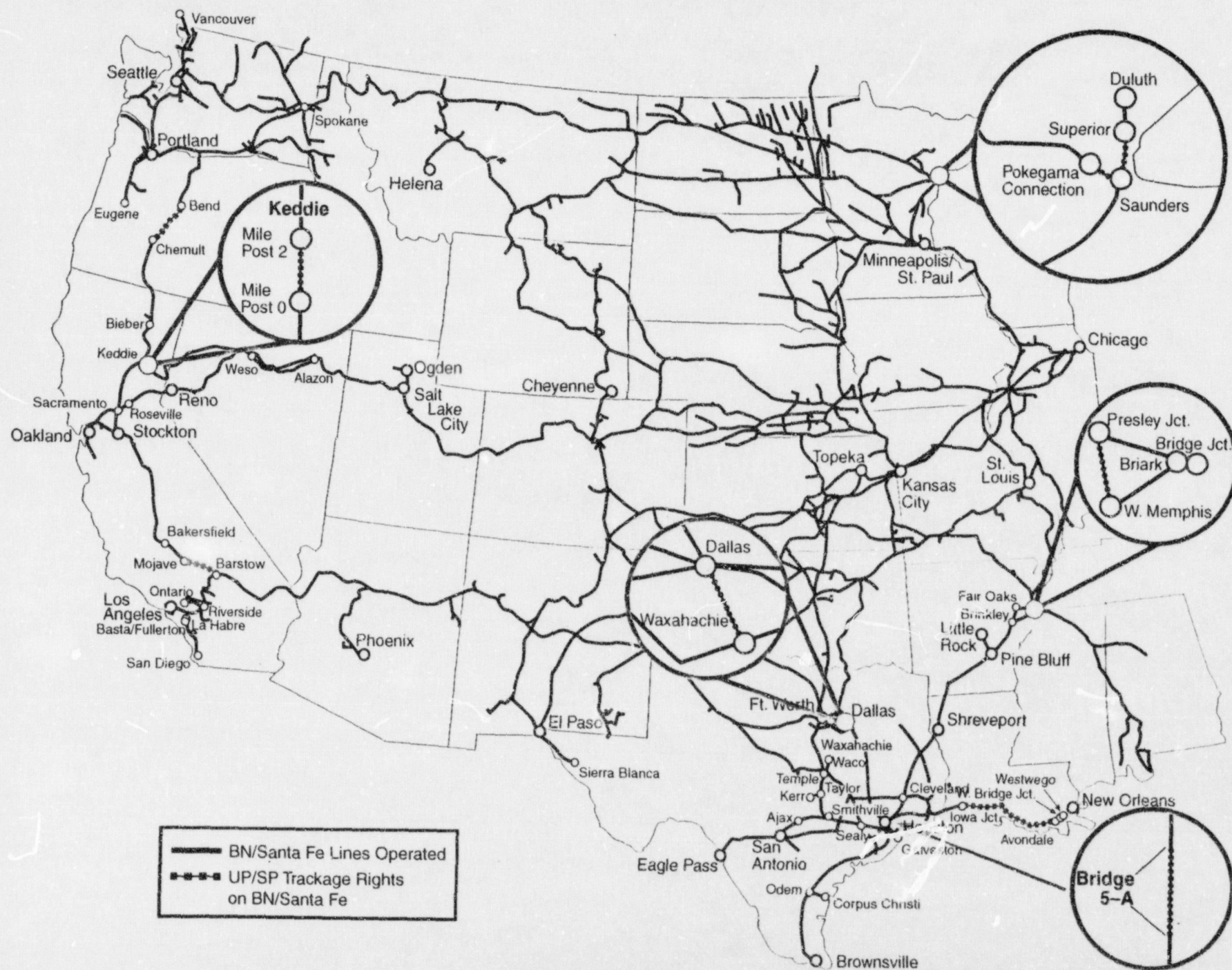
[illegible]

## MILLIONS OF GROSS TONS

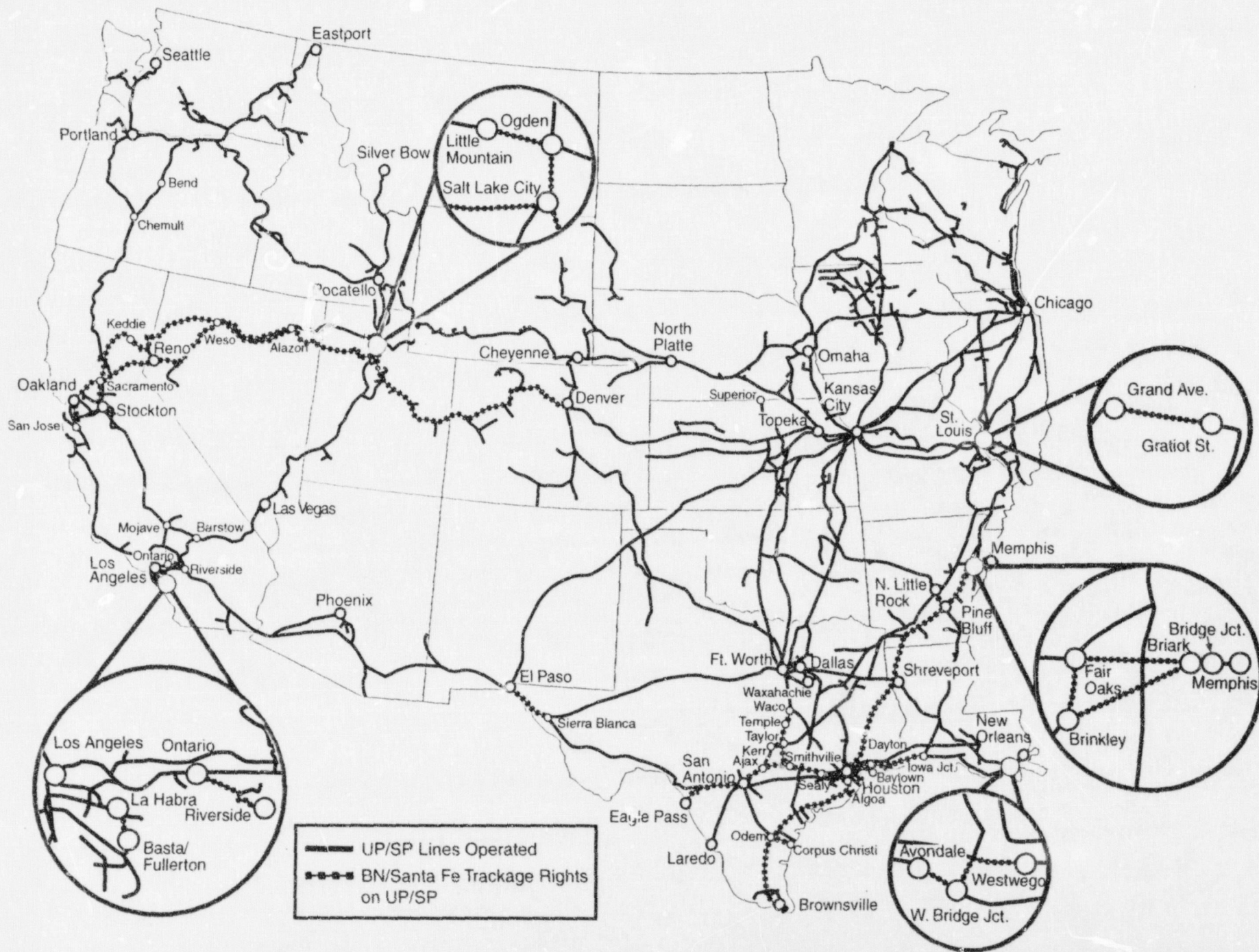
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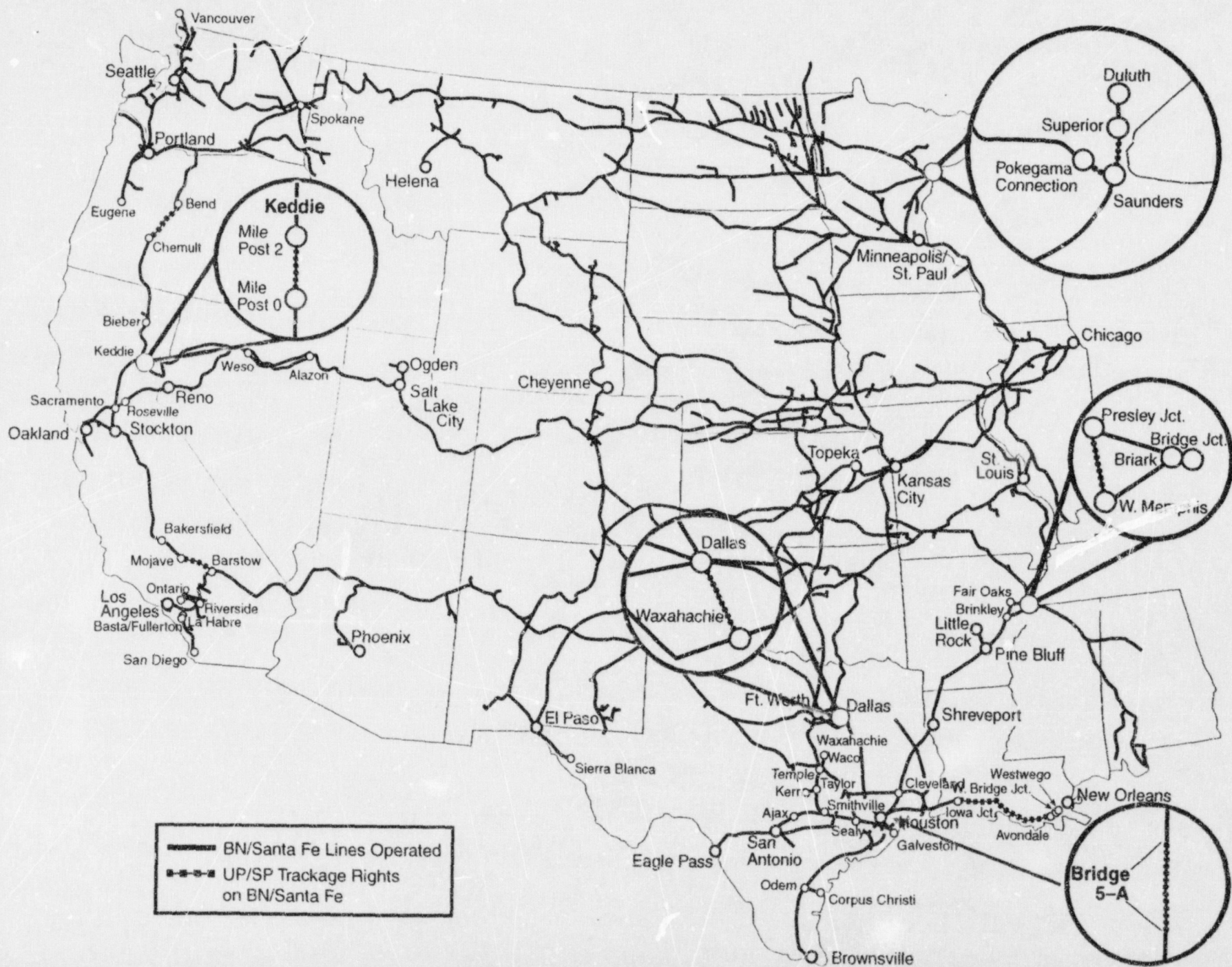
(SF)-AT &amp; SF Tonnage over SPT track.



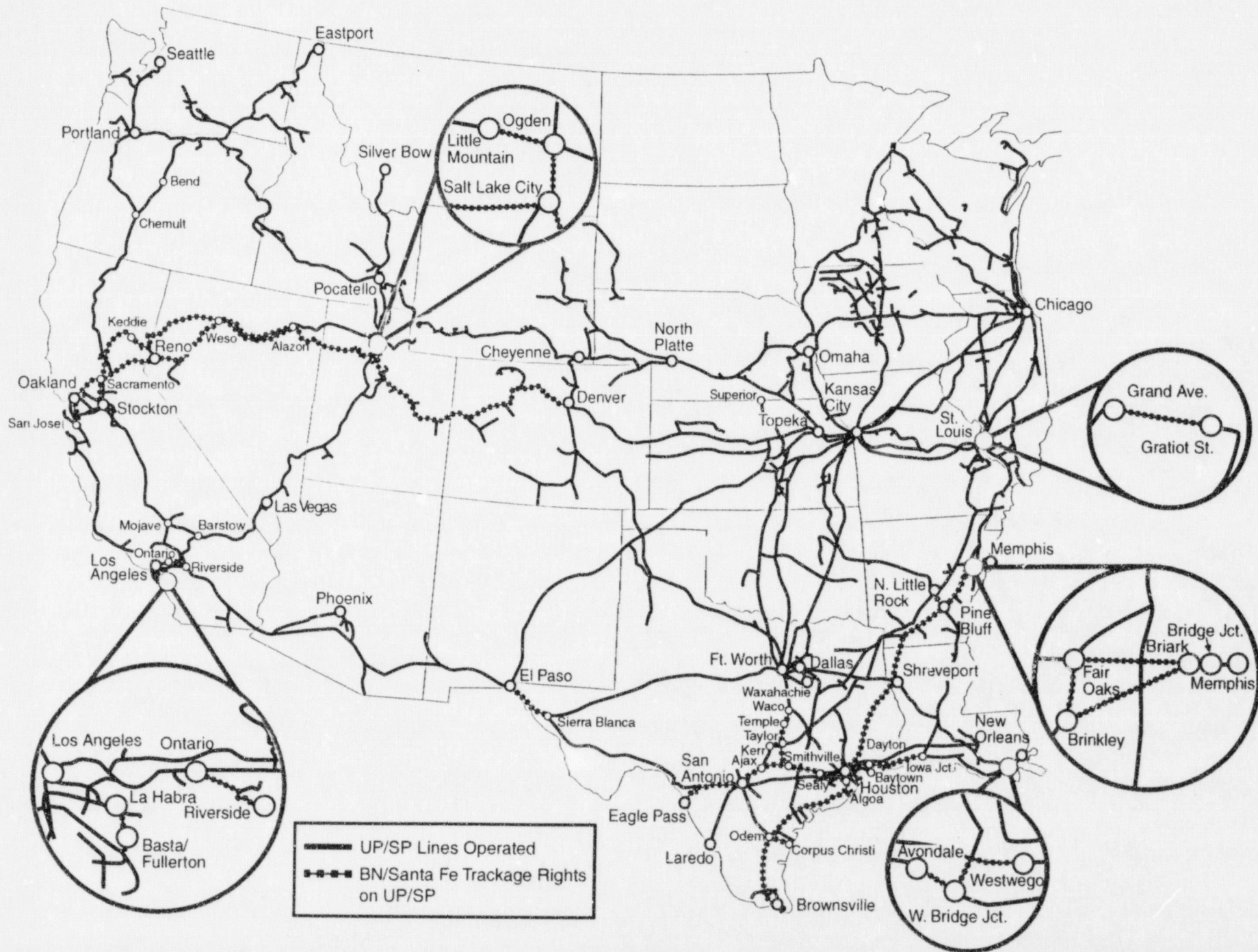




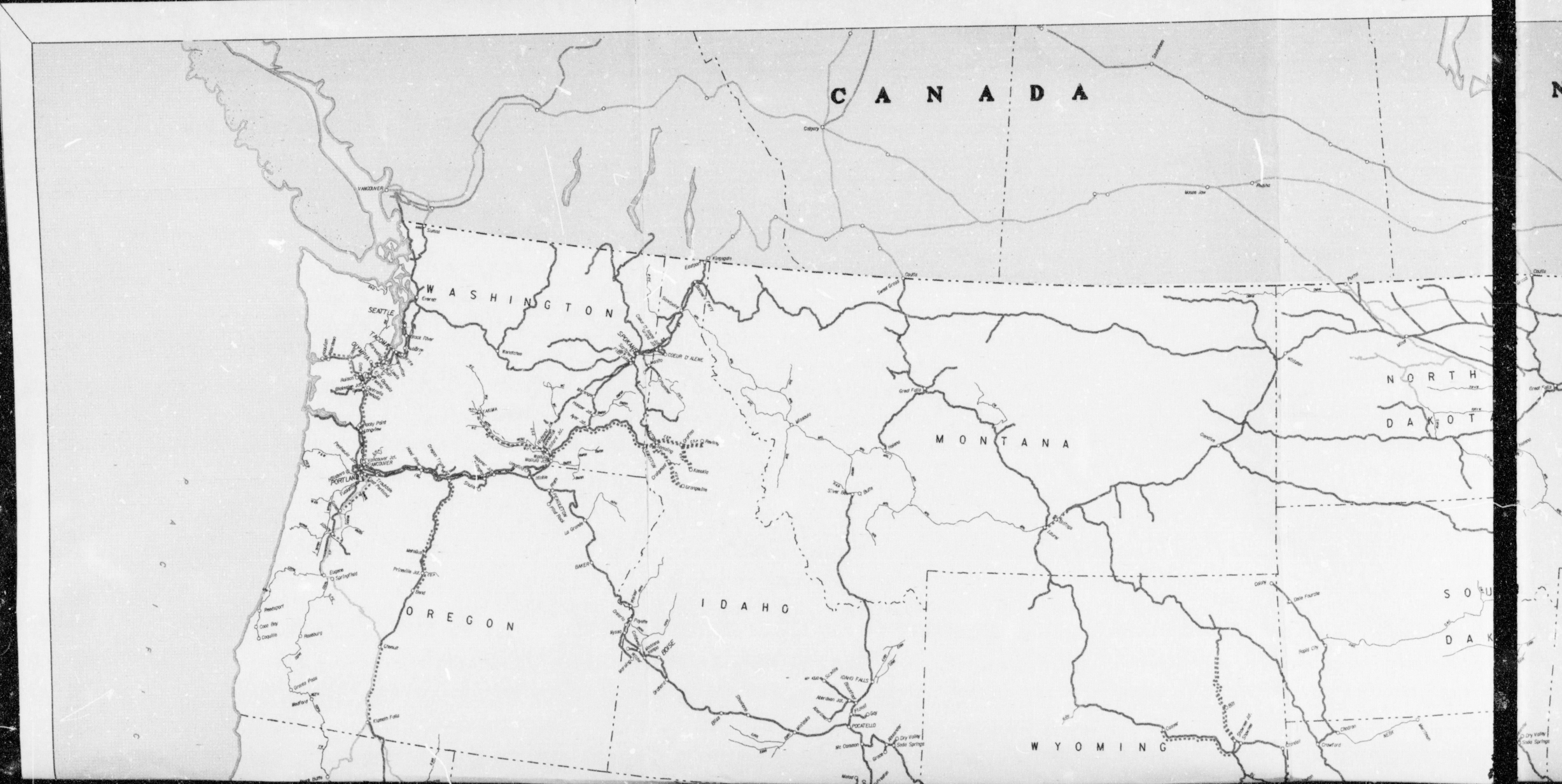




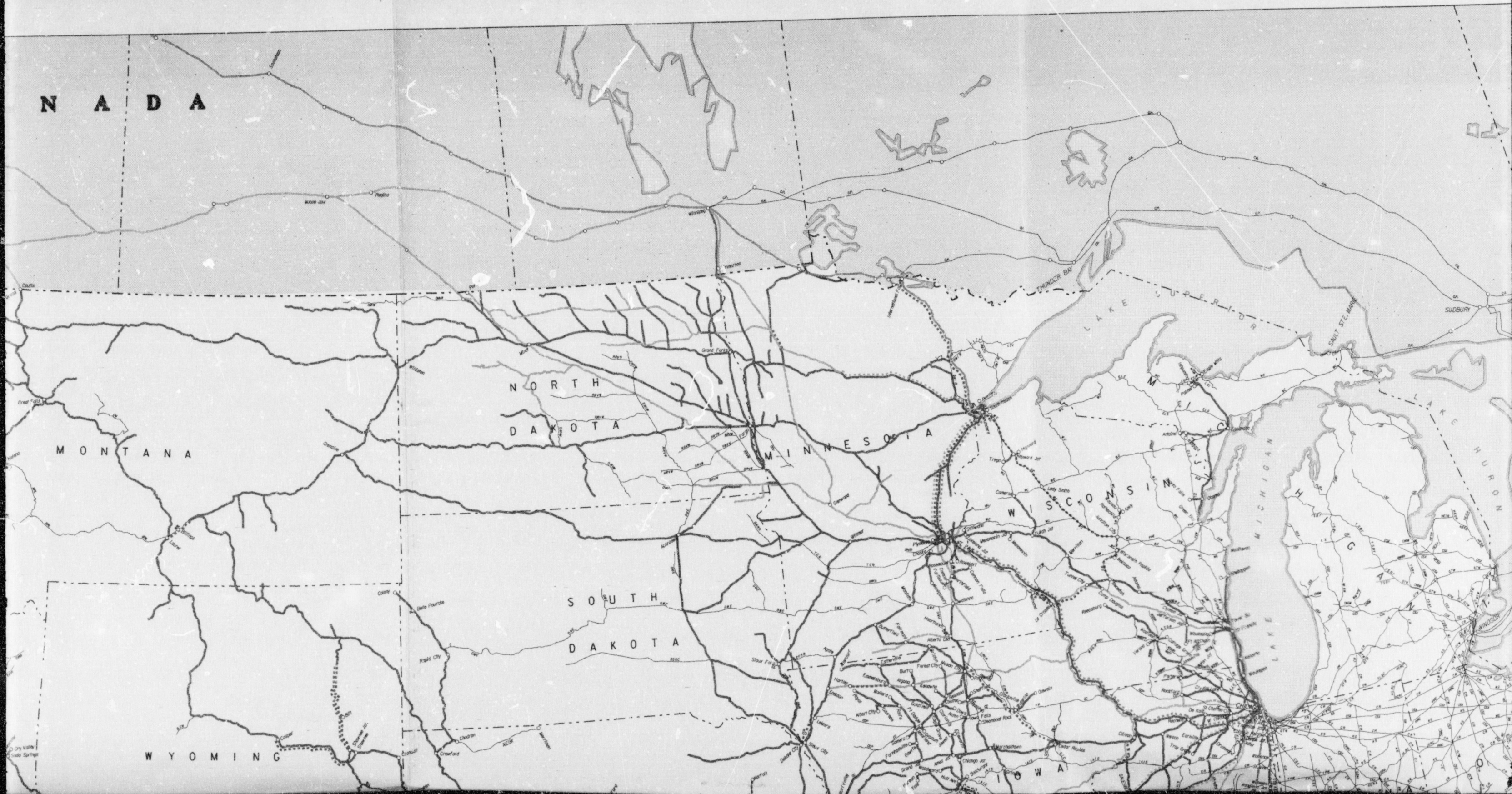




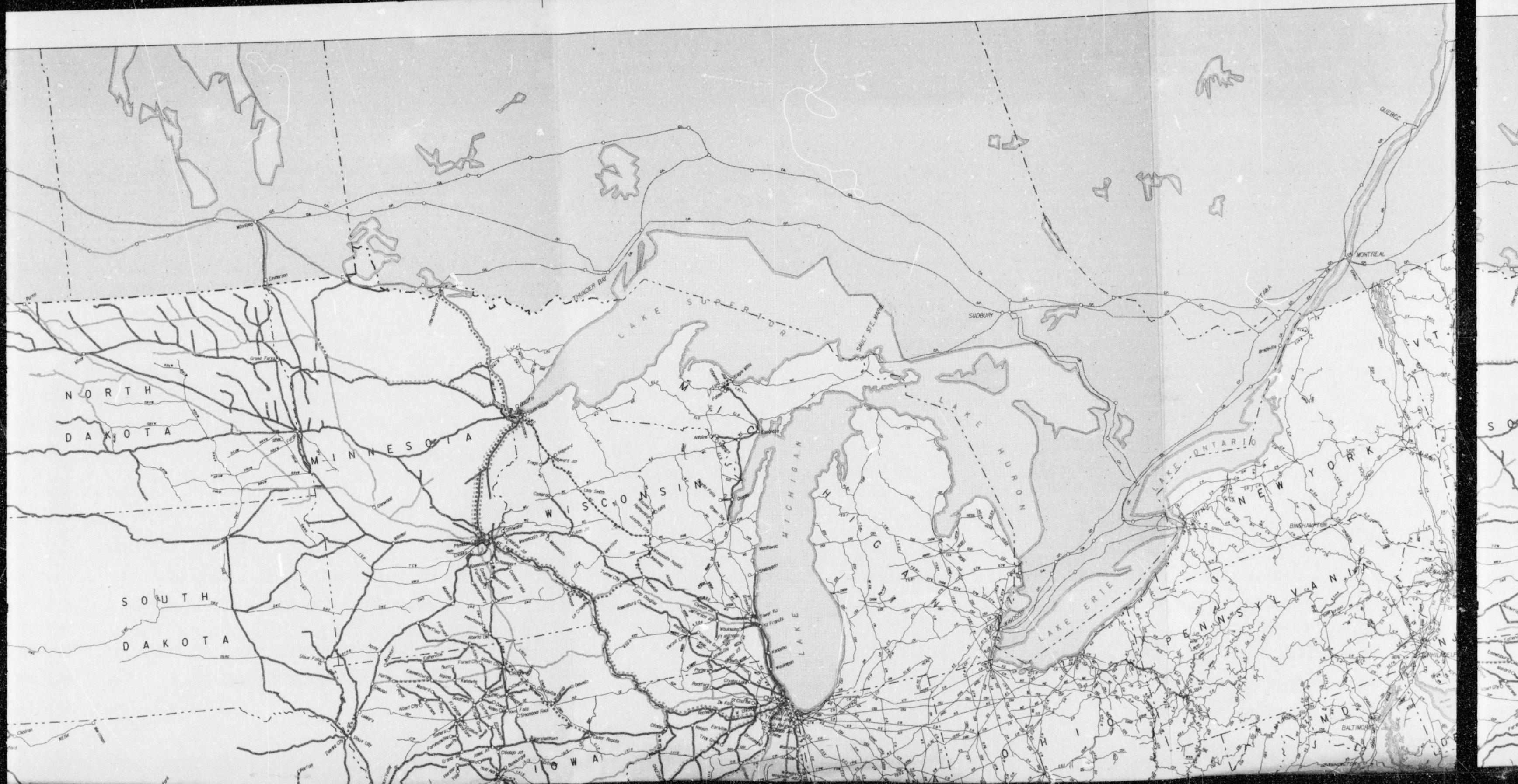




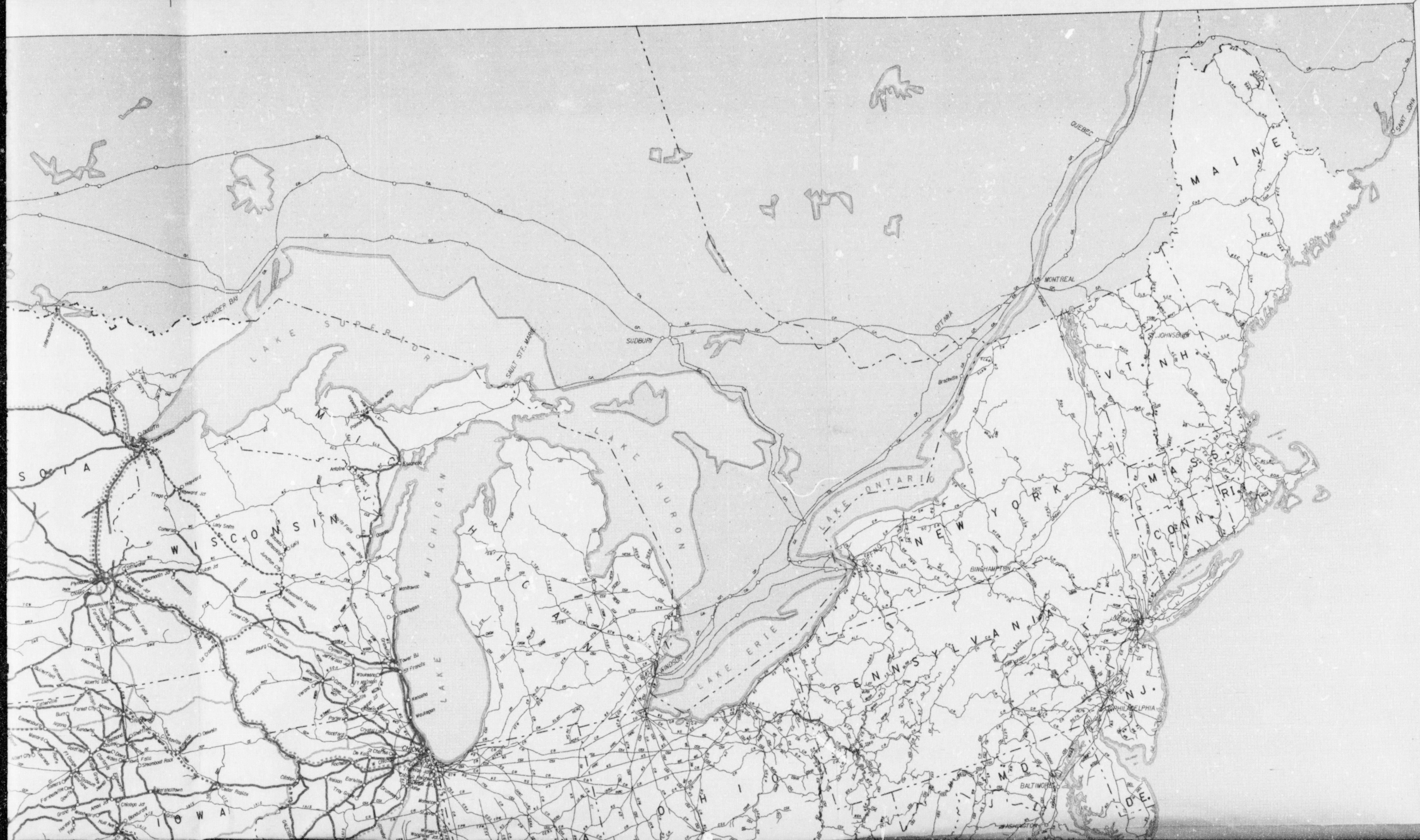




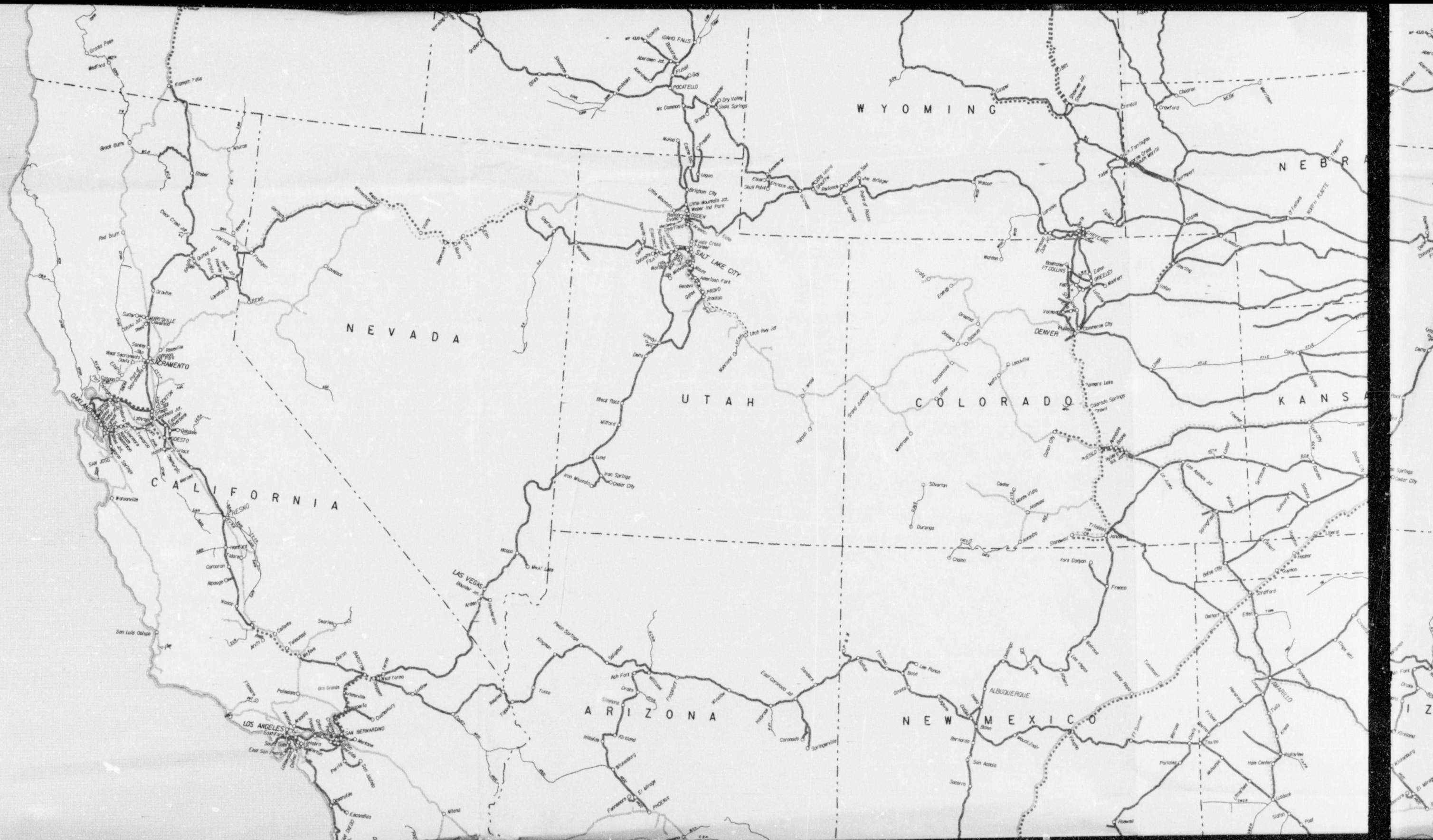




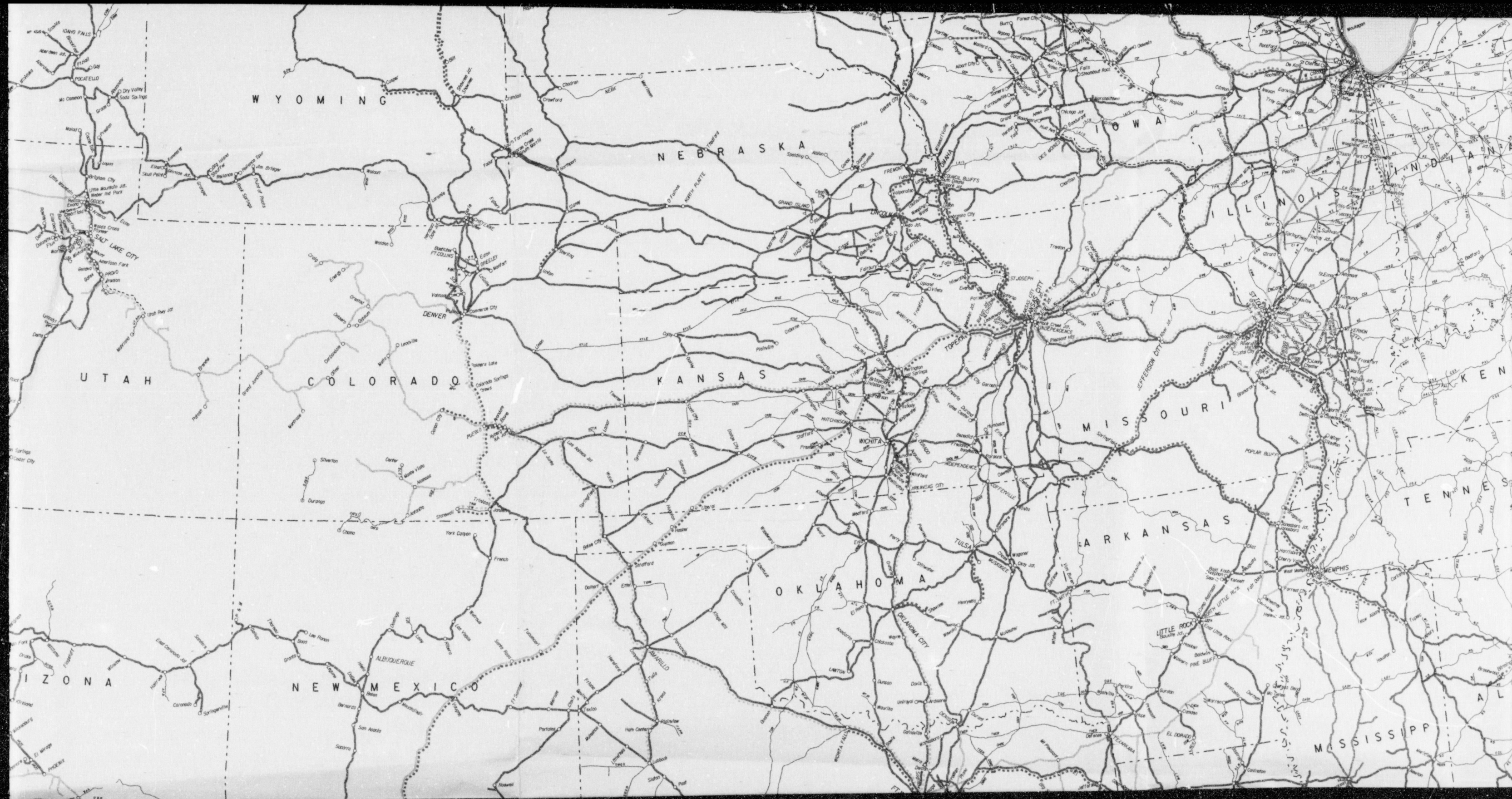




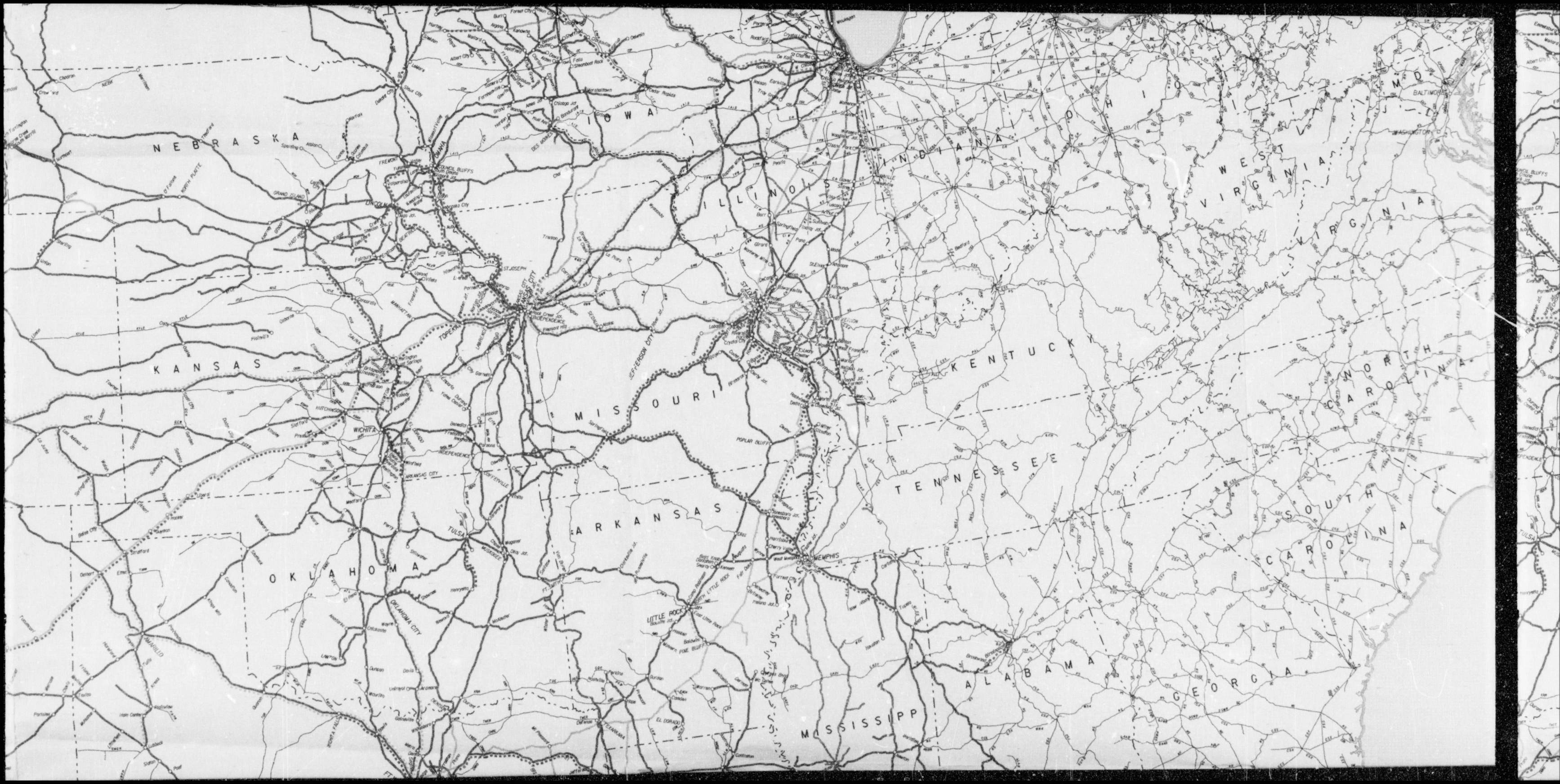








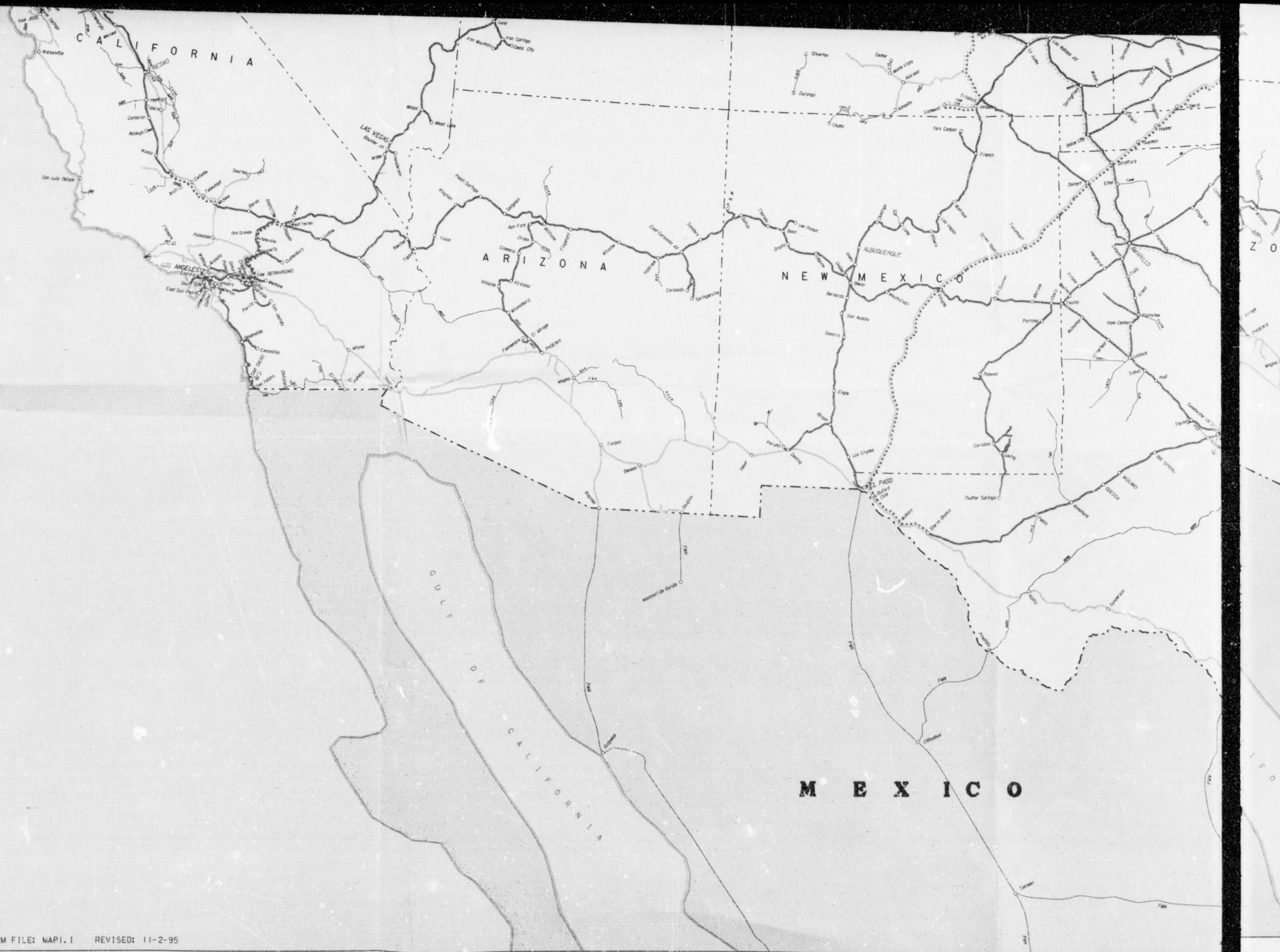












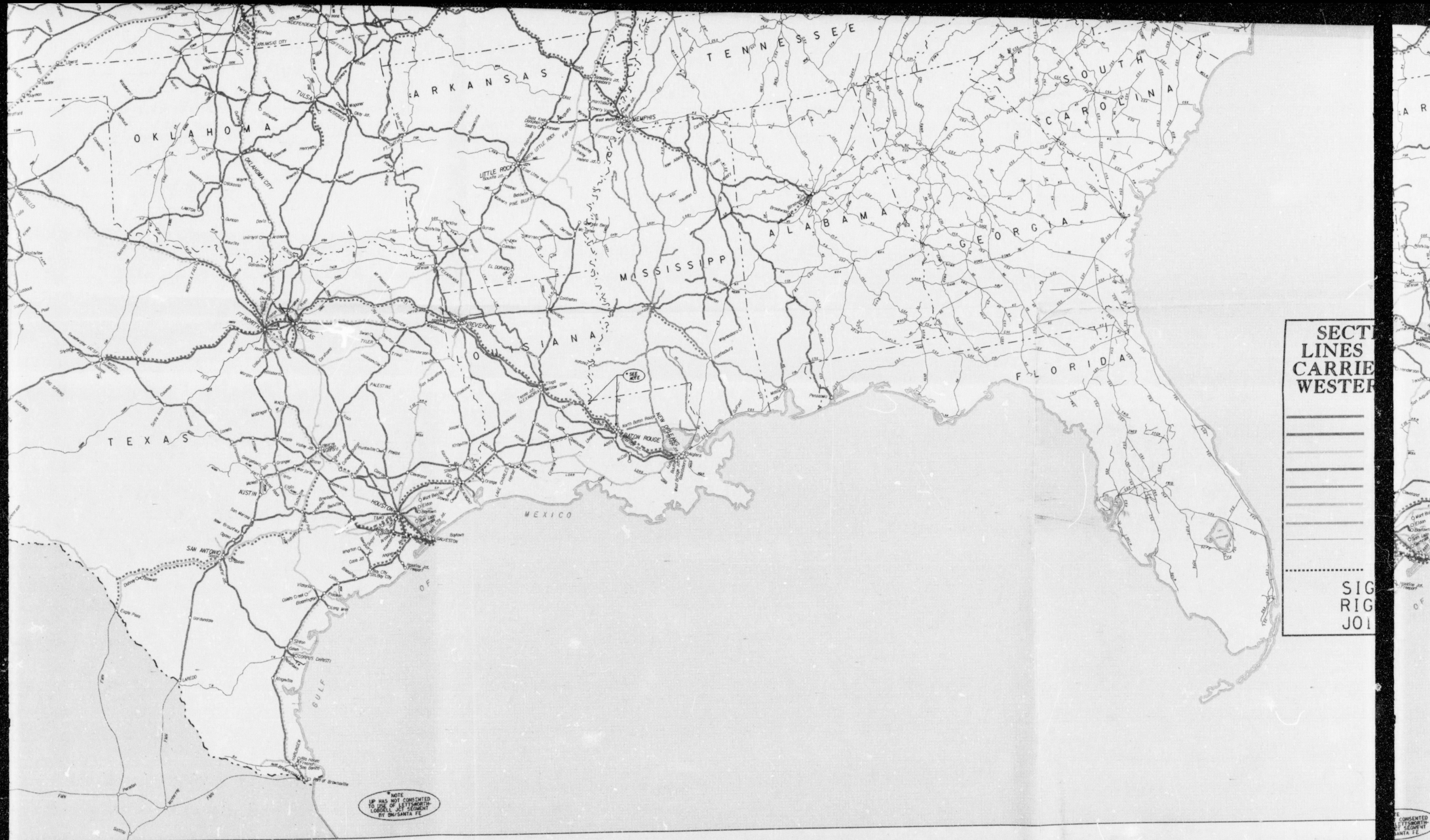




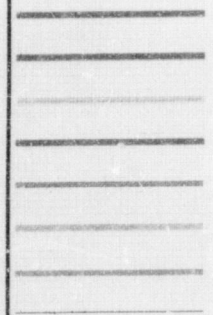
MEXICO

NOTE:  
UP HAS NOT CONSENTED  
TO USE OF LEFT-HAND-  
DRIVE ACT SEGMENT  
BY BN/SANTA FE





SECTION  
LINES  
CARRIED  
WESTER

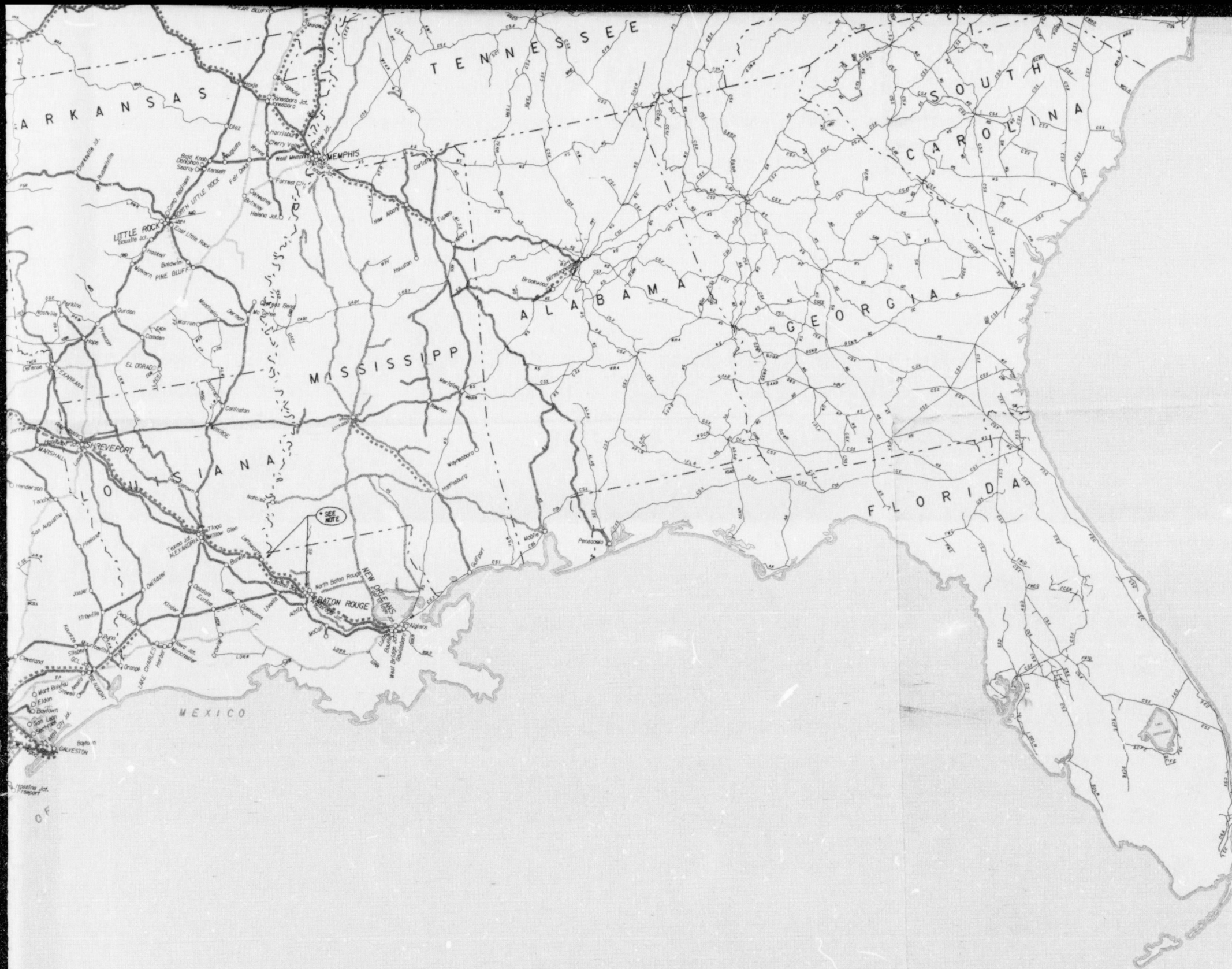


SIG  
RIG  
JOI

NOTE:  
UP HAS NOT COMPLETED  
TO USE OF LETTSWORTH-  
LODGE JCT SEGMENT  
BY SN/SANTA FE

CONSSENTED  
LETTSWORTH-  
LODGE JCT SEGMENT  
BY SN/SANTA FE





**SECTION 1180.6(a)(6)**  
**LINES OF APPLICANT**  
**CARRIERS AND OTHER**  
**WESTERN RAILROADS**

	UP
	BN/SANTA FE
	SP
	KCS
	IC
	CP
	CN
	OTHER RAILROADS
	DASHED LINES
	SIGNIFY TRackage
	RIGHTS, HAULAGE OR
	JOINT TRackage

STB

FD

32760

11-30-95

A

1648V6

1/6





Finance Docket No. 32760, VOLUME 4, PART 1

6

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 1

STATEMENTS OF SHIPPERS, PUBLIC  
OFFICIALS, AND OTHERS IN SUPPORT OF APPLICATION

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Pacific Railroad Company*



**VOLUME 4**  
**STATEMENTS**  
**IN SUPPORT OF UP/SP MERGER**

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1	400 Freight Services, Inc.	2	1
2	76 Products Company	3	1
3	A & F Exports, Inc.	3	3
4	A & K Railroad Materials, Inc.	4	1
5	A&R Lumber Sales, Inc.	2	2
6	ABC Rail Products Corporation	1	1
7	Abilene AG Service & Supply, Inc.	2	4
8	ABL-Trans	4	3
9	ABL-TRANS	2	6
10	ABTCO, Inc.	4	5
11	Accu Chem Conversion, Inc.	2	11

	<u>SHIPPER</u>	<u>PART</u>	<u>PAGE</u>
12	Ace Cogeneration Company	1	5
13	Acme Brick Company	3	5
14	Adams Grain Co.	4	7
15	Adams Lake Lumber	1	7
16	Administracion Y Concesion De Recursos, S.A. de	2	13
17	Advanced Aromatics, Inc.	2	14
18	Advantage Transportation, Inc.	2	16
19	AEP Industries, Inc.	3	7
20	AFG Industries Inc.	1	8
21	Agrium Inc.	3	9
22	Agro Servicios Ragasa, S.A. de C.V.	4	9
23	AJC International	3	10
24	Alabama River Pulp Company, Inc.	2	21
25	Albert City Elevator, A Cooperative	2	22
26	Alex Trading Inc.	4	14
27	Algodonera Comercial Mexicana, S.A. de C.V.	2	24
28	Alimentos Balanceados Proan, S.A. de C.V.	3	12
29	All-Coast Forest Products, Inc.	2	25
30	Allen Canning Company	3	17
31	Alliance Shippers, Inc. (West New York, NJ)	1	10
32	Alliance Shippers Inc. - Mexico	3	19
33	Alliance Shippers, Inc. (Palos Park, IL)	4	17
34	Alliance Steel Service and Brokerage Company	4	19
35	Allied Extruders	1	12
36	Allied Vista, Inc.	4	21



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37	Almacenadora del Valle de México	2	27
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40	Alter Trading Corporation	4	25
41	Amber Milling Company	4	27
42	American Backhaulers	4	30
43	American Cargo Systems, Inc.	3	21
44	American Carriers of Minnesota, Inc.	2	29
45	American Colloid Company	4	31
46	American Continental Freight, Inc.	2	32
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**VOLUME 4, PART 1**

**SHIPPER VERIFIED STATEMENTS  
IN SUPPORT OF UP/SP MERGER**

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ABC Rail Products Corporation  
200 S. Michigan Avenue  
Chicago, IL 60604-2402  
Phone: (312) 322-0360  
Telex: 756-108

NOTARIZED STATEMENT  
of  
PAUL E. DUNN  
on Behalf of  
ABC RAIL PRODUCTS CORPORATION

Interstate Commerce Commission  
Finance Docket # 32760

My name is Paul Dunn, and I am Vice President of Planning for ABC Rail Products Corporation. ABC Rail is a \$250 million industrial manufacturing company, headquartered in Chicago, with sixteen plants across the U.S. I have been in industry for over 30 years and for the last 8 years have worked with ABC Rail. Our plants stretch from Baltimore, MD to Riverside, CA and from Duluth, MN to Birmingham, AL. In the last year we have spent \$5.8 million on inbound and outbound railcar, truck and air freight traffic.

The materials we bring into our plants are heavy -- steel rail, steel plate and steel bar for our track products plants, and scrap steel and scrap iron for the furnaces in our mechanical products plants. The products that we ship from our plants to our customers are also very heavy. Our trackwork products include track switches, track crossings and track panels. Our primary mechanical products are steel railroad and idler wheels, brake shoes and mounted wheelsets.

Currently 60% of ABC's products are shipped to major Class 1 railroads, and the vast majority these products are shipped via truck. Today about 10% of ABC's inbound and outbound freight dollars are spent on rail freight. A very small amount is air freight -- with the preponderance of our shipments going by truck. Since railroads are vitally important customers to ABC Rail, one of our corporate goals is to increase our freight shipped via rail by 1 to 2% per year. I am aware that the Union Pacific (UP) and the Southern Pacific (SP) railroads have requested authority from the ICC to merge their corporations. The merger of the Union Pacific and the Southern Pacific will greatly improve ABC's opportunities to ship our products via rail carriers, and ABC Rail wholeheartedly supports the merger. We are an enthusiastic supporter of the UP-SP merger.

Our major plants are located in Calera (Birmingham), AL, Chicago Heights, IL (3 plants), Pueblo, CO, Superior, WI and Corsicana, TX. We fabricate railroad mechanical products and railroad track materials. Our largest plant, our railroad wheel foundry, is located in Calera, and its products are shipped to many



locations throughout the United States, as well as to Mexico, Canada and overseas markets. Products from our Chicago Heights trackwork plants are shipped to the upper and central Midwest and Eastern U.S. markets. Our trackwork manufacturing plant in Pueblo ships its products west to Rocky Mountain, Western and California markets. Another manufacturing plant located in Superior ships trackwork to Wisconsin, Minnesota, Nebraska and the Northwestern markets. Our Corsicana wheel assembly plants ships products to Texas and Gulf markets.

Our smaller plants ship to locations across the country, such as our new facility at Newton, KS, which delivers its track products to customers in Kansas, Texas and Western markets. Our other new trackwork facility at Cincinnati ships to rail transit and Eastern customers, while our brake shoe plant in Baltimore ships to 49 states, Canada and Mexico.

We believe the UP-SP merger will benefit the rail industry and also benefit shippers, like ABC Rail. It will enhance competition between the rail industry and the trucking industry. We support the merger because it should provide us improved service, better delivery times and more locations to which to ship. ABC is expanding its markets in track panelizing and in warehousing, and the merger should help us in these areas. The merged UP-SP system should also be a stronger more viable company, better able to compete with trucks. Finally, ABC is targeting markets in Canada, Mexico, China and Latin America. The merged UP-SP system should be better able to deliver our goods to the ports for export. This is important to ABC because we need efficient transportation of our products from our Calera, Chicago and Pueblo plants to export markets such as Mexico. Furthermore, the merger will help solidify the North American rail system and help U.S. companies take advantage of NAFTA.

As stated above, ABC Rail urges the ICC to approve the merger between the UP and the SP. The merger should provide important benefits to ABC. It will create single-line service from our Pueblo plant to various destinations in California. This is significant to us because single-line service would lead to reduced costs and improved service, resulting in reduced transit times and more reliable delivery schedules, especially for delivery of track panels to Western customers. These improvements would allow ABC to maintain better inventory control, make more efficient use of rail service, give us more satisfied customers, and help us achieve our goal of more rail shipments and less truck shipments.

Because ABC Rail has several manufacturing plants spread across the U.S. and because these plants ship to literally hundreds of diverse destinations, the UP-SP merger should result in significant savings in mileage for many of our shipments. Many of our routes will become shorter and more efficient which should result in freight cost savings to us. The railroads too should be able to utilize shorter and more effective routes to eliminate congestion at classification yards and terminals and facilitate better use of their railcar fleet.

Also with the merger of the UP and SP, there should be an increase in the number of cars available for rail service. I can tell you that several times in the recent past, ABC has experienced problems with shortages in the availability of railcars for shipments on Southern Pacific lines at our Chicago Heights trackwork plant. The ability to reposition cars and allow for greater backhaul opportunities should result in more efficient use of railcars for our shipments. This kind of benefit will ultimately result in ABC receiving improved service and better freight rates.

I can not state strongly enough our enthusiasm for this merger. Railroad revenue ton miles are growing and are at record levels. High levels of ton miles are good for ABC since all our products wear out and are consumed with usage. We believe the combined UP-SP will generate more traffic and higher ton miles. This means more business and more jobs for ABC Rail. The combined business volume of the UP-SP will allow ABC to invest more in new facilities and offer new services to our customers.

One final comment on competition. Some of ABC Rail's most important customers are the Western Class 1 railroads -- the Burlington Northern, the Santa Fe, the Union Pacific and the Southern Pacific. We saw the merger of the BN and the Santa Fe as a positive step. Likewise, ABC Rail believes that, as a result of the merger of the UP and the SP, another strong competitive rail carrier will emerge, and will be able to effectively compete with the newly merged Burlington Northern Santa Fe system. We anticipate that the increased competition for our rail traffic would result in improved service and better rates for our shipments. We think it is important that there is a strong competitive rail carrier able to vie for the freight business and compete with the Burlington Northern Santa Fe.

ABC Rail believes that we benefit both in improved service and in lower costs, when the railroads compete with the trucks for our freight business. It is also healthy when railroads compete with other railroad for the freight business. We,



therefore, look forward to the increased competition that will result when the Union Pacific and the Southern Pacific merge.

I, Paul E. Dunn, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Statement on behalf of ABC Rail Products Corporation.

Executed on October 13, 1995

Paul E. Dunn

Paul E. Dunn  
Vice President, Planning & Investor Relations

State of Illinois

County of Cook

Signed (or subscribed or attested) before me on October 13, 1995  
by Paul E. Dunn



Theresa R. Rice

signature of notary public



ACE  
Cogeneration  
Company,

a California Limited Partnership

October 13, 1995

VERIFIED STATEMENT  
OF  
PETER PORTANOVA  
ON BEHALF OF  
ACE COGENERATION COMPANY

I am Peter Portanova, General Manager of ACE Cogeneration Company, 5095 Murphy Canyon Road, Suite 200 San Diego, California 92123. We are responsible for shipping 350,000 tons of coal by rail annually.

ACE Cogeneration Company is a California Limited Partnership that owns and operates an 100 MW electrical power generation plant in Trona, California. We ship approximately 350,000 tons of coal annually from Utah to our plant via the Southern Pacific. This amounts to 42 eighty-four car unit trains.

As a shipper dependent on Southern Pacific service, we strongly support this merger that would result in bringing stability to management and ensuring the necessary capital to improve service.

In our case, the combined line should free the constraints on UP trackage from Utah to Dagget, California. This should allow our one-way route to decrease by 350 miles. In turn, this would result in (a) decreased maintenance and wear and tear on our equipment, (b) a reduction in transit time from our coal shipper to our plant and (c) an increase the number of annual turns of the unit trains.

We believe that the proposed merger will enhance our operations. Our company supports the application.

pap95200



VERIFICATION

STATE OF California }  
COUNTY OF San Diego } ss.

Peter Portanova, 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 stated.

Peter Portanova  
Peter Portanova

Subscribed and sworn to before me this 13<sup>TH</sup> day  
of October, 1995.

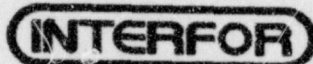
Holly Lynn Hammond  
Notary Public

My Commission Expires:

October 17, 1995



pap95212



Adams Lake Lumber Division

NOVEMBER 2, 1995

VERIFIED STATEMENT  
of  
JACKIE MCKINNON  
on behalf of  
ADAMS LAKE LUMBER

My name is Jackie McKinnon. I am a Sales Assistant with Adams Lake Lumber, which is located at RR2 Chase, British Columbia, Canada VOE 1MO. Adams Lake Lumber supplies lumber products to various markets throughout the Western United States. Some of our product is shipped via BNSF through Vancouver. We support the proposed merger of Union Pacific and Southern Pacific.

The proposed merger will mean better and more competitive rail service for our company. We understand that UP/SP and BNSF have entered into a settlement agreement with two significant provisions that will benefit our company. First, BNSF is granted trackage rights under the agreement for the I-5 corridor running from the Pacific Northwest into California, and rights to serve several additional Mexican border crossings. These trackage rights give the BNSF the ability for the first time to offer single line service from Vancouver all the way through California and into Arizona, New Mexico and Mexico itself. This new single line service should mean faster, more reliable, lower cost rail service for our shipments to these U.S. markets and for export to Mexico.

Second, the settlement agreement grants UP/SP the right to quote competitive rates for shipments via BNSF from Vancouver, thus allowing UP/SP to compete with BNSF on equal terms for traffic from Vancouver into California and the Southwest. The ability to choose between independent rate quotations from two large rail carriers for our movements from Vancouver will ensure that we continue to receive competitive rates.

Another benefit of the merger will be the ability of the UP/SP to compete in the I-5 corridor which is now dominated by trucks. It will also offer access for the first time to all of the major border crossings with Mexico.

The proposed merger means more efficient and responsive service for shippers. We urge the Commission to approve promptly the application for merger of Union Pacific and Southern Pacific.

I, Jackie McKinnon, 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 November 2, 1995.

A handwritten signature in cursive script, reading "Jackie McKinnon".

ADAMS LAKE LUMBER

Jackie McKinnon  
Sales Assistant

International Forest Products Limited





## AFG INDUSTRIES INC.

CORPORATE HEADQUARTERS - P. O. BOX 929, KINGSPORT, TN 37662, (615) 229-7200

### VERIFIED STATEMENT OF ROBERT T. GOUGE ON BEHALF OF AFG INDUSTRIES

I am the Director of Purchasing & Transportation for AFG Industries, the second largest flat glass producer in the U.S. AFG has manufacturing plants located in Cinnaminson, New Jersey, Bridgeport, West Virginia, Spring Hill, KS, Kingsport & Churchill TN, and Victorville, CA. AFG receives the majority of its raw materials ( including sand, minerals, and soda ash) by rail . Rail companies involved in our shipments include the Union Pacific, Burlington Northern, CSXT, Norfolk Southern, and Conrail which produced expenditures for rail shipping in excess of \$15 million in 1994.

The purpose of my letter is to support the proposed merger of the Union Pacific Railroad with the Southern Pacific Railroad. Our purpose for doing so is that we believe it will be beneficial to our Victorville, CA plant which is served by the Union Pacific. The agreement between Union Pacific, Southern Pacific, and the Burlington Northern Santa Fe for the BNSF to serve customers currently served by only the UP and SP should insure and increase healthy competition.

I have also been impressed by the management of the Union Pacific, specifically their emphasis on quality improvement programs and reinvestment into their core business and view them as leaders in the railroad industry. I believe this will have a positive impact on the overall service to shippers and receivers currently served by the Southern Pacific.

Please note AFG's support of this merger.

Robert T. Gouge  
Director, Purchasing & Transportation

VERIFICATION

STATE OF Tennessee )  
COUNTY OF Sullivan )SS

Robert T. Gouge, 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 T. Gouge  
Robert T. Gouge

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

Billie A. Breeding  
Notary Public

My Commission Expires:

August 27, 1997



# **ALLIANCEshippers inc.**

VERIFIED STATEMENT  
of  
RONALD LEFCOURT  
on behalf of  
ALLIANCE SHIPPERS, INC.

My name is Ronald Lefcourt. I am the President of ALLIANCE SHIPPERS, INC., which is headquartered at 560 60th Street, West New York, NJ 07093.

ALLIANCE is one of the nation's largest intermodal shippers, handling over 400,000 trailer loads annually. We engage in business throughout the 48 contiguous United States in addition to Mexico and Canada. We also have an international division, which possesses a Non-Vessel Operating Common Carrier (NVOCC) steamship license, and we operate a fleet of refrigerated trailers. ALLIANCE is a major shipper on all Class I railroads in the United States, Mexico, and Canada along all important intermodal routes. We are Union Pacific's largest intermodal shipper between the United States and Mexico. Our major customers include Quaker Oats, CPC International, Whirlpool, Ralston Foods, and Quad Graphics.

I have been in the transportation field for 35 years. Along with Ronald Schwed, I founded ALLIANCE 18 years ago. Ronald Schwed and I are jointly responsible for the day to day operations of the company.

A major benefit of the merger of the Union Pacific and the Southern Pacific for ALLIANCE will be the creation of a railroad that can compete on an equal footing with the Burlington Northern-Santa Fe. The BN-Santa Fe enjoys routing possibilities and operating efficiencies superior to any other railroad. It is also the clear leader in intermodal service west of the Mississippi River. For example, neither the Union Pacific nor the Southern Pacific can offer reliable third-day service between the Midwest gateway cities and California. The combined Union Pacific-Southern Pacific will have a routing system and competitive advantages that will make it a strong competitor of BN-Santa Fe. We expect that there will be intense competition between these two strong railroads, which will result in service improvements for ALLIANCE and other shippers.

An agreement between UP-SP and BN-Santa Fe will ensure that rail competition will be stronger following the merger than it is today. The agreement guarantees that there will continue to be competitive access to all locations currently served by two railroads. As a result of the agreement, BN-Santa Fe will enjoy a strong presence along the Gulf Coast, improved access to the important gateway to Mexico at Laredo, the ability to offer new single-line service along the entire West Coast, and a number of other operating advantages.

I believe that ALLIANCE stands to gain from a number of service improvements which will result from the UP-SP merger. ALLIANCE has considerable intermodal traffic between Chicago and California, and we expect to benefit from greatly improved intermodal service offered by UP-SP between those points. The UP-SP will be concentrating its intermodal traffic to Southern California on SP's Tucumcari and Southern Corridor routes, while moving slower intermodal traffic over UP's Overland route.

General Offices: 560 - 60th Street • West New York, NJ 07093 • (201) 869-3220 • FAX: (201) 869-5287

-2-

This route specialization will enable UP-SP to offer reliable third-morning intermodal service between Chicago and Los Angeles.

The UP-SP will also be introducing new third-morning service between Chicago and Oakland, which will equal or exceed the service currently offered by BN-Santa Fe. Intermodal service will be further enhanced by terminal coordinations and improvements in Chicago, Los Angeles and Oakland.

The merger will allow the first-ever single-line service along the I-5 Corridor between Seattle and Southern California. This will shift truck traffic to rail and will open up important new service options. There is great potential for substantially increased intermodal volume along the West Coast, and I believe that the new single-line service will create new business for ALLIANCE. This single-line service will also create improved equipment access for shippers.

In addition to new single-line service, UP-SP will be able to take advantage of mileage savings in many corridors. Congestion will be reduced by the availability of alternate routes, and much greater opportunity for pre-blocked and run-through trains. Because ALLIANCE handles intermodal shipments throughout the United States, we expect to realize significant benefits from these improvements, which will make our business more efficient and more cost effective.

ALLIANCE will also benefit from better service to and from Mexico following the UP-SP merger. We are already one of the largest intermodal shippers between the United States and Mexico, but the merger will give us improved access to important gateways to both Eastern and Western Mexico. In addition, the adoption of Union Pacific's efficient border crossing procedures by Southern Pacific should greatly speed up shipments between the United States and Mexico.

The merger of the Union Pacific and Southern Pacific will create service improvements and intensify rail competition for both intermodal and regular freight traffic. ALLIANCE SHIPPERS strongly supports this merger and urges its approval.

#### VERIFICATION

I, Ronald Lefcourt, 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 23, 1995.

*Ronald Lefcourt*



October 20, 1995

**Verified Statement of  
Many Rosenfeld  
on behalf of  
Allied Extruders  
3608 Review Avenue  
Long Island City, NY 11101**

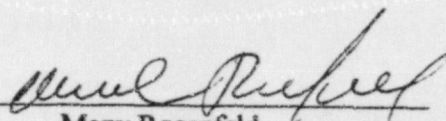
My name is Many Rosenfeld. I am the General Manager of Allied Extruders, a position which I have held for the past twenty-four years. As General Manager, I am responsible for operations and transportation. Allied Extruders is a manufacturer of plastic products. We have one production plant located in Long Island City, New York. We receive plastics raw materials via rail from Chevron Chemical's plants in Eldon and Orange, Texas, and Lyondell Polymer's plants in Bayport and East Baytown, Texas. We receive approximately 150 carloads per year in raw materials from these suppliers via Southern Pacific Lines.

We support approval of the merger of UP and SP. We expect that the merger will result in improved service, in terms of reliability, speed, and price. The merger will permit SP and UP to combine their storage tracks and yards for holding plastics shipments, and optimize their operations in Houston, which should improve service from our suppliers. Plastics storage is important to plastics receivers since most of our shipments are stored in rail cars prior to final delivery. If storage is inconveniently located or inaccessible, service suffers. By improving service and reducing price, the merger will make our rail shipments more reliable and competitive.

We understand that as a result of the merger, Chevron's plants at Eldon and Orange, Texas, which are currently served by both UP and SP, would now be served by the combined UP/SP. We are not concerned with this, however, because we also understand that as a result of a settlement agreement with Burlington Northern-Santa Fe (BN-SF), BN-SF will be able to provide service to both of these plants. The settlement will effectively maintain competition by two rail carriers at this facility, and assure that we continue to receive quality service at competitive rates.

Finally, we are concerned that SP has had financial problems for the past several years and has been unable to make necessary improvements in infrastructure or modernize operations. Because UP is a financially strong company, the combination of UP and SP will result in a strengthening of SP's franchise to provide better service to its customers.

I, Many Rosenfeld, 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 20, 1995.

  
\_\_\_\_\_  
Many Rosenfeld



## **VERIFIED STATEMENT**

**OF**

**GEORGE SUTCH**

**on behalf of**

**ALPHA/OWENS-CORNING, L.L.C.  
TENNESSEE PLANT**

My name is George Sutch. I have been the Plant Manager for the Alpha/Owens-Corning Tennessee Plant for 15 years. We are located in Collierville, Tennessee.

AOC produces unsaturated polyester resin used in the fiberglass reinforced products market. We have a total of five manufacturing sites with a total fiscal 1995 production of 450,000,000 pounds. Manufacturing sites are located in Florida, Tennessee, California, Indiana, and Ontario.

We produced approximately 130,000,000 pounds of resin in fiscal 1995 at this site. We received about 800 rail car shipments in fiscal 1995. We shipped out about 15 rail cars. We supply product to our customers in tank trucks and/or in drums.

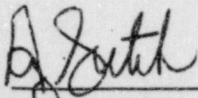
We are served directly by the Norfolk Southern. They interchange in Memphis with various rail roads. All of our primary raw materials are petrochemical based. We receive raw materials from Louisiana and Texas. All four of our domestic plants receive materials from the Louisiana and Texas producing points. The SP, MP and UP are involved on some of these raw material moves.

We believe that the joint merger of the UP and SP will be beneficial to Alpha/Owens-Corning. The interchanging between rail roads that currently occurs will be minimized. In place of several rail roads involved in a move, there will now be only two in some instances. We will be able to track our product movements in a simplified manner, contacting only one or two rail roads. We hope to reduce our inventory by better tracking of rail cars. The more direct Memphis to Los Angeles routing will enable the AOC Tennessee Plant to supply our AOC California Plant quicker and with better service. The intermodal service provided will enable the AOC Tennessee Plant to competitively supply product to Mexico. Movements into Mexico would provide additional markets for the AOC Tennessee Plant.

In short, we believe the merger of the UP and SP would enable Alpha/Owens-Corning to benefit financially from competitive rates, better service to our California Plant, better tracking of our inbound rail cars and a direct routing into Mexico would open up additional markets. We support the application.



I, George Sutch, 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.



George Sutch  
Plant Manager



Mary Sexton  
Witness

cc:file



## American Lumber Company

**Verified Statement  
of  
Paul Sheldon  
on behalf of  
American Lumber**

I am Paul Sheldon, Traffic Manager of American Lumber with offices in Union City, Pennsylvania. I have spent thirty years in the transportation industry. In my present position I am responsible for all transportation of the company, including rail, truck and air.

American Lumber is a wholesale hardwood lumber company. We have facilities in Union City, PA, Holland, NY, Saint James, OH, and Williamsport, PA. These facilities are all served by Conrail or short lines which connect with Conrail. We also ship from and to yards owned by other companies. Our rail traffic is by carload and intermodal. A little over half of our traffic moves by truck. Our destination markets are Northern and Southern California, Phoenix, AZ, Denver, CO., El Paso, TX, and Salt Lake City, UT.

American Lumber supports the proposed merger of Union Pacific and Southern Pacific. Efficient, dependable transportation service is crucial to our business. Our traffic will directly benefit from the improvements inherent in the combination of the systems of UP and SP. Additional destinations will be available via a single western carrier. This will open new markets to our products. Further, we will benefit from reductions in terminal delays at Chicago, Kansas City, Houston, West Colton, and Roseville through consolidation, rationalization and improvements in facilities. In particular, the improvement in the central corridor route by use of the best segments of both systems, resulting in avoidance of congestion, reduction in grades and reduce intermediate handling will improve the transit time of our traffic and provide more frequent and reliable service. The improved intermodal schedules will allow us to consider rail for more of our traffic. Improved access to Mexican gateways is also of benefit to us.

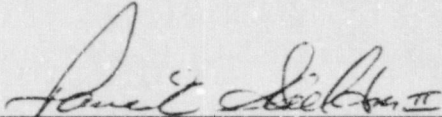


The survival of Southern Pacific in the face of additional pressures caused by the approval of the merger of BN and SF is cause for concern. The combination of the financially strong UP with the route structure and market reach of SP will result in a carrier capable of competing head to head with BNSF and other modes. This competition will preserve a healthy competition in transportation throughout the West for the benefit of the shipping public.

In addition, the added competition as a result of the settlement between UP/SP and BNSF can only enhance this competition. Absent that settlement agreement, we might have lost the benefit of two competing carriers in areas such as Salt Lake City. Thanks to the settlement however, we will have access to two carrier systems that are stronger than ever. We expect positive benefits from the addition on BNSF as a competitor through this central corridor.

We will urge the ICC to approve the application of UP and SP for permission to merge the two rail systems.

I, Paul Sheldon, 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. Execute this 10th day of November, 1995.

  
\_\_\_\_\_  
Paul Sheldon



# American MicroTrace Corp.

569 Central Drive, Suite 201 • Virginia Beach, VA 23454 • (804) 463-5013 • Fax (804) 463-8156

Mike Barry  
Vice President,  
Quality & Technology

October 2, 1995

Verified Statement  
Mike Barry  
on behalf of  
American MicroTrace Corp.

My name is Mike Barry. I am Vice President of Quality and Technology for American MicroTrace Corporation.

Our facility in Fairbury, Nebraska produces zinc and manganese sulfate which is used throughout North America. Both incoming raw materials and outgoing finished product are moved by truck and rail. I'm responsible for the purchasing of the raw materials and in marketing our products to key accounts. Our facility brings in and we ship out about 80,000 tons on an annual basis. Freight is a major factor because of the distances we ship and more of our customers want just in time shipments.

We endorse the UP/SP application and believe that the proposed merger would be in our company's best interests as well as the interest of other shippers. Trucks provide strong competition and UP/SP merger through improved service will attract more rail traffic.

The benefits to us are improved service, improved transit times, and single line service, just to name a few. California is a big potential market for our products and the UP/SP merger improves our competitiveness by providing single line service to parts served by SP in California. I'm also very excited about the potential in Mexico and just two weeks ago we had two different Mexican companies meet with us in Fairbury. We discussed the market potential and how we might be able to ship from Nebraska to Mexico and Mexico to Nebraska.

In closing, American MicroTrace supports the application and welcomes the UP/SP merger.



Sincerely,

Mike Barry  
Mike Barry

VERIFICATION

State of Virginia  
County of Virginia Beach  
City

Mike Barry, 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.

Mike Barry  
Mike Barry

Subscribed and sworn to before me this 2<sup>nd</sup> day of October, 1995.

Andrew Everett  
Notary Public

My Commission Expires:

November 30, 1999

**VERIFIED STATEMENT  
OF**

John W. Reinacher  
Director of Distribution  
on behalf of

**AMERICAN NATURAL SODA ASH CORPORATION**

**Introduction of Witness**

My name is John W. Reinacher. I am Director of Distribution - American Natural Soda Ash Corporation (ANSAC), 8 Wright Street, Westport, CT 06880.

I am responsible for the total logistics required to move bulk soda ash from Green River, Wyoming and Trona, California to the export market. Expenditures in 1995 will total over \$166 million for rail transport, sea transport, stevedoring and associated miscellaneous costs. I have held this current position has been held since September 1984.

**Introduction of American Natural Soda Ash Corporation (ANSAC)**

American Natural Soda Ash Corporation is an export association incorporated in the State of Delaware with principal offices in Westport, Connecticut. The current members of the association are: FMC Wyoming Corporation, General Chemical (Soda Ash) Partners, North American Chemical Company, Rhone-Poulenc Basic Chemicals Company, Solvay Soda Ash Joint Venture, and TG Soda Ash, Inc.



The Corporation is a non-stock not-for-profit corporation organized to promote export sales of United States-produced soda ash (an Alkali product designated by the chemical formula  $\text{Na}_2\text{CO}_3$ ) in strict conformity with and furtherance of the public policy underlining the Webb Pomerence Act (15 U.S.C. ss 61-65), to strengthen the position of its members in negotiations for export sales to foreign or governmental buyers, to enable the members to better compete in export markets against foreign and government buyers, to enable the members to better compete in export markets against foreign and government sponsored cartels, to provide for the efficient handling and shipment of the export sales of the Corporation and, where possible, to increase the tonnage of United States-produced soda ash sold for export, and to engage in such activities as are necessary to effect any or all such purposes.

The American Natural Soda Ash Corporation (ANSAC) will ship 3.3 million tons in 1995, to more than 35 countries. Soda Ash is an important ingredient in the manufacture of glass, detergents, chemicals, and water treatment. ANSAC sources soda ash from two geographic areas; Green River, Wyoming and Trona, California. In Green River, ANSAC soda ash, direct rail service, is captive to the Union Pacific Railroad. Transloading, i.e. truck to railcar; alternatives are available via Salt Lake City, Utah on the Southern Pacific Railroad, and via Bonneville on the Burlington Northern.

ANSAC's average export shipment size is 22,000 tons and therefore requires train service to one of three (3) primary export terminals of Portland, Oregon, Port Arthur, Texas and San Diego, California. Two (2) secondary ports of Longview, WA and Long Beach, California are sometimes utilized as back-up facilities.

ANSAC's general traffic patterns for train movement are U.P. direct to Portland, Oregon. U.P. Kansas City, KCS to Port Arthur, Texas, U.P./M.P. to Laredo, Texas, and Trona, R.R. Searles SP Barstow B.N.S.F. to San Diego. With the exception of small transloaded quantities, all of ANSAC shipments are by one mode: RAIL; a total of 3.3 million tons in 1995 and growing to 4.4 million by the beginning of 1998.

#### **Statement of Position & Supporting Reasons**

As a shipper that relies heavily on U.P. and S.P. service, we believe the merger will be in our company's best interests:

- a) As a means of ensuring the continuance of top-quality, on time service.
- b) By expanding capacity to west coast ports and Mexican gateways, where ANSAC anticipates continued growth.



- c) We understand tha BN/Santa Fe will be able to serve transloading facilities (truck to rail) in the Salt Lake City area, allowing for alternative transportation to port of exits. Of course, the BN/Santa Fe transload option will also remain available for Trona soda ash.
- d) By yielding shorter, more direct, and more efficient routings to Mexican gateways. This efficiency must lead to better service and lower cost. The combined railroad will be able to achieve more pre-blocked, pre-manifested, pre-cleared traffic, expediting border crossing, leading to improved efficiency of private car assets, improving costs and income
- e) The approval of the U.P./S.P. merger will specifically benefit ANSAC by opening additional routes to west coast ports; specifically to the northwest and Portland, Oregon, where current U.P. routes are congested and show signs of deteriorating service reliability.
- f) By adding the merged S.P. routings, traffic can become specialized, giving unit train traffic more access to less congested routes and yards.
- g) By combining the U.P.'s stronger financial position with the efficient routings to ANSAC's major export gateways, a more efficient and therefore more competitive railroad will result.

**CONCLUSION**

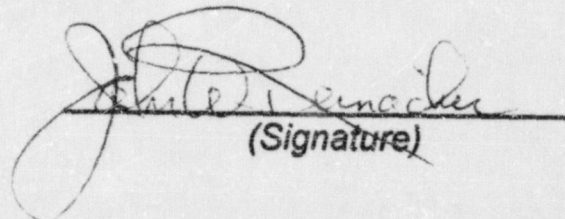
In conclusion, the proposed merger should not result in any detrimental impact upon ANSAC, and therefore we support the merger.



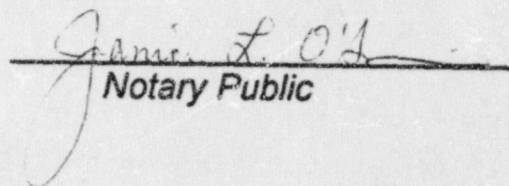
\*\*\* VERIFICATION \*\*\*

STATE OF Connecticut )  
COUNTY OF Fairfield )

John W. Reinacher, 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)

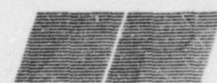
Subscribed and sworn to before me this 27th day of October, 1995.

  
Notary Public

My Commission Expires:

JANICE L. O'SULLIVAN  
NOTARY PUBLIC

~~MY COMMISSION EXPIRES AUG. 31, 1996~~



Verified Statement of  
Bill Allen  
American Pacific Forwarders

I would like to express our support at American Pacific for the merger of the Union Pacific Railroad and the Southern Pacific Railroad.

I, Bill Allen, am Vice President of Operations for American Pacific, located at 13951 Magnolia Ave, Chino, Ca. 91710. American Pacific has performed drayage services for the intermodal community since 1976. We currently operate 170 trucks company wide moving in excess of 80000 units annually. We currently operate 8 terminals throughout California and Texas.

There are several reasons we would support this merger. The primary reason being competitive. I do not believe that at their current individual status' either railroad would offer the competition necessary to keep service levels effective for intermodal transportation.

We are looking to this merger for an increase in the availability of all rail equipment from free running trailers and containers to locomotives and flat cars.

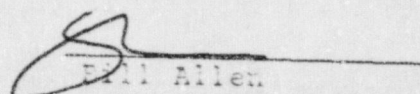
In addition, a single line rail carrier to Seattle and Vancouver, B.C. has the potential of opening new business opportunities for the intermodal drayage industry in California.

We are expecting the Union Pacific management to look at all areas within the current systems of each company and draw upon that experience to create a better and stronger railroad to service the intermodal industry.

All in all we feel this merger will provide improved service and competition for the intermodal industry and wish to lend our support to the merger.

VERIFICATION

I, Bill Allen, declare under penalty of perjury that the foregoing is true and correct except as to those matters stated as being based on my information and belief and those I believe to be true and correct. I am qualified and authorized by American Pacific to file this verified statement.

  
Bill Allen



VERIFIED STATEMENT  
OF  
TIMOTHY J. RHEIN  
on behalf of  
AMERICAN PRESIDENT COMPANIES

My name is Timothy J. Rhein. I am currently employed by American President Companies (APC) as its President and Chief Executive Officer. APC is headquartered at 1111 Broadway, Oakland, California. I have been employed by APC for 28 years holding various international and domestic management positions over that period of time. Prior to my current position, I held the position of Chief Operating Officer and prior to that, I was President of APL Land Transport Services, Inc., the domestic subsidiary of APC.

In my current position, I am accountable for the executive management of all of APC's transportation, consolidation and logistical service businesses. Having worked on both the international and domestic sides of APC and as a member of its Executive Committee, I am familiar with all aspects of the transportation service provided by APC.

APC is a multi-national company which provides international and domestic containerized transportation service. It contracts with various rail and motor carriers for inland movement of its international cargo as well as for the movement of domestic containerized cargo throughout North America. APC provides

domestic wholesale and retail transportation brokerage service through its subsidiary, APL Land Transport Services, Inc. APL also provides international consolidation services through its subsidiary American Consolidation Services, Ltd., as well as logistic consulting services through its subsidiary, American President Business Logistic Services, Ltd.

In 1995, APC will transport in excess of one million containerized shipments. Approximately 650 thousand of these shipments will move in rail service within the United States, Canada, and Mexico, APC's freight payments to North American rail carriers will exceed \$650 million in 1995.

APC owns and operates a fleet of 20 container ships and uses the services of 43 vessels owned and operated by Orient Overseas Container Line and Mitsui OSK Lines under a vessel sharing arrangement.

APC maintains three major ocean terminals on the west coast of the United States and has over 100 locations throughout the U.S. where it maintains container depots. APC provides international joint water/rail service and domestic wholesale brokerage service to hundreds of points within the United States. APC also provides service from and to multiple points in Canada and Mexico. All of these North American points are served by either direct rail service or a combination of rail and motor carrier service.



APC owns and operates a fleet of 374 double stack cars and contracts with the various U.S., Canadian and Mexican rail carriers for use of 58,000 double stack cars annually. APC has over 126,000 containers in its fleet, of which 14,000 are dedicated to transportation exclusively within North America.

APC provides international transportation service and domestic brokerage service to thousands of beneficial owners, either directly or through our intermodal marketing company customers (IMC's).

American President Companies strongly supports the proposed merger between Union Pacific Railroad Company ("UP") and Southern Pacific Transportation Company ("SP"). We believe that the merger will benefit APC, its subsidiaries and its many customers through a more efficient rail transportation service than currently exists. At the same time, the proposed merged railroad will create a healthy competitive balance within the western United States.

Although APC provides all water service to the east coast of the United States, the vast majority of its international volumes move in joint water/rail or rail/water service over west coast ports. The newer vessels in the APC fleet, and those of APC's ocean partners, are too large to transit the Panama Canal. As a result, APC's future is inextricably intertwined with that of the rail industry, and thus, APC is vitally interested in the long term viability of the U.S. railroads.

Rail capacity and reliable and efficient rail service are critical components for the successful continuation of APC's business. It is for these reasons that APC supports the proposed merger.

Over the past eleven years, APC has contracted primarily with the UP and SP for western area rail movement of its international and domestic containers. As a result, APC's well being is tied closely to that of these railroads. We believe that the proposed merger will provide the means for UP and SP to maintain a strong competitive posture vis a vis the newly formed Burlington Northern Santa Fe ("BNSF") Railroad. Without the proposed merger, we believe that UP is at a significant disadvantage in meeting the competitive challenge posed by BNSF. Further, we have serious doubts concerning the ability of SP to economically survive alone given the limited scope of its system when compared to either BNSF or UP. Combining UP and SP enhances the capabilities of both railroads, ensures economic survival for SP, and creates a strong competitive situation for rail service within the west.

In today's transportation market, system scope is critical to maintaining a competitive stance. Many of today's customers seek improvements in logistics as a means of reducing cost. As an example, coordination of flows between plants and packaging of many service lanes are commonplace. The system scope and capability of a transportation provider will determine the outcome of many shippers' selection process. The merged UP-SP railroad can offer the necessary



system scope to compete effectively. Further, the recent agreement between BNSF and UP related to trackage rights between the two will ensure there is vigorous competition between two strong rail systems with excellent routes in all key lanes. Overall, we believe that competition will be stronger as a result of the merger. At points where the UP-SP merger would otherwise have eliminated two-railroad competition, BNSF will have access by agreement with UP/SP so that there will be strong competitive alternatives in the future. At other points, competition between two strong and viable systems -- BNSF and UP/SP -- is likely to be more intense than competition among three railroads, where one of the railroads -- SP -- is relatively smaller and does not provide a realistic competitive alternative.

Further, a high level of service reliability is critical to the various international and domestic transportation products that APC offers. In the past, service performance by both the UP and SP have seen ups and downs for APC's volumes. We strongly believe that the proposed merger provides the means for both rail carriers to greatly improve their performance and to stabilize their service at a very high level. This will greatly benefit APC and the many beneficial owners who use our transportation products. We believe that the merger will also provide added capacity in both intermodal terminal and trackage areas through the potential rationalization of the UP and SP infrastructure. This added capacity will provide the means for APC's continued growth at needed levels of service. There is also the strong potential for UP/SP to increase the speed of their intermodal products in

selected lanes. This increases APC's potential product offerings to our customers as well as enhancing UP/SP's competitive situation vis a vis BNSF and various motor carriers whose service competes with the intermodal rail product.

In addition, we believe that the rationalization of UP/SP infrastructures will result in efficiency gains such that the overall cost to UP/SP of providing service will be reduced. The result will be to allow UP/SP to maintain a competitive price posture, and in turn it will consequently allow APC to likewise maintain a competitive posture.

Other cost benefits and process improvements will accrue to APC as a result of the proposed merger. As stated above, APC contracts primarily with UP and SP for rail service in the west. We also use UP and SP for our Mexico service. The merger will mean that APC will have only one source for our billing/payment process, EDI transmissions, and claims handling. Further, the combined systems provide for greater ease by APC in managing the logistical flows of our container, chassis and stackcar fleets. Improvement in triangulation capability and increases in fleet utilization will reduce our costs and allow for improved availability of equipment for our customers. APC should also be able to offer new service lanes and products. As an example, APL is currently building two new "on-dock" rail terminals, one at Los Angeles and one at Seattle, to serve our growing



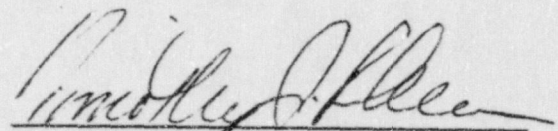
international volumes. APL will be able to initiate a cost effective single line service between Los Angeles and Seattle in the so called "I-5 Corridor". Efficient single line service between the two terminals will greatly help in improving the logistical management of our equipment and reduce empty repositioning costs. Further, APL will be positioned to offer domestic container service in this corridor which will effectively compete with the motor carrier service that tends to now dominate the lane. This new service will allow APL to improve its domestic equipment balances and avoid costly empty repositioning moves while benefiting the shipping public through an offering of a new competitive intermodal product.

Another example involves movements from Los Angeles to Mexico. A portion of APL's ocean borne business continues to move in rail service from Los Angeles to San Antonio and then via motor carrier over the Laredo border crossing to Mexico points. A through single line service from Los Angeles to Laredo will allow APL to reduce its cost and improve its service on this business. Further, the new single line route would provide the capability for APL to offer a containerized intermodal service for shippers now moving products in highway service between Southern California and the Laredo, Texas / Monterrey, Mexico areas.

It is a well known fact that the level of competition in rail intermodal service is, to put it mildly, keen. APC offers domestic intermodal products that compete with similar offerings by BNSF as well as with

high service motor carriers such as JB Hunt and Schneider National who offer intermodal products using the rail service of all three current western rail carriers. We strongly believe that the merger of UP and SP is needed to ensure that APC, in turn, is provided with the opportunity to maintain its competitive stance in this highly competitive market. Efficiency gains, process improvements, service improvements and assurance of capacity will make that happen. Overall, intermodal competition will remain keen with many players continuing to seek their share of the intermodal transportation market. The customers of intermodal service will likewise benefit through the continuation of many product offerings and the ability to select from many players.

Again, we believe that the proposed merger of Union Pacific and Southern Pacific will benefit APC and the many customers who use our service as well as the general service of UP and SP. APC strongly supports this merger and we urge the Interstate Commerce Commission and other regulatory agencies to support and approve the merger on an expedited basis.

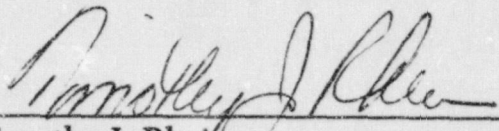


Timothy J. Rhein  
Chief Executive Officer,  
Chief Operating Officer and President  
American President Companies, Ltd.



VERIFICATION

I, Timothy J. Rhein, 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 November, 1995.

  
\_\_\_\_\_  
Timothy J. Rhein



# AMERICAN STUD CO.

P. O. BOX 128

OLNEY, MONTANA 59927

PHONE: 406-881-2311

FAX# 881-2323

VERIFIED STATEMENT  
OF  
DAVID R. LARSON  
on behalf of  
AMERICAN STUD COMPANY

My name is David R. Larson, and I am the Sales/Credit Manager for American Stud Company. Our office's address is P.O. Box 128, Olney, Montana 59927. I am responsible for overseeing various functions within our sales and credit areas.

American Stud Company is in the business of supplying stud lumber for the construction industry. We currently ship lumber from our Montana location via rail, truck and intermodal shipments to various markets throughout the United States.

We are aware that the Union Pacific and Southern Pacific have requested authority to merge. Our company supports such a merger.

We are currently being served from Montana by the BN/Santa Fe. As a result of the merger, UP/SP and BN/Santa Fe have entered into an agreement which allows UP/SP to "single line price" for movements such as ours originating on the BN in Montana to destinations in California and Arizona. This new single line pricing will allow UP/SP to effectively compete with BN for our rail business. We support this settlement as it will result in competition for our rail traffic, and will allow us to negotiate better rates for our shipments. Also, as a result of that settlement agreement, the BN/Santa Fe was given access to the I-5 corridor in California. This will foster even greater competition among these two large carriers as they compete for traffic along the I-5 corridor. This can only be a benefit to our company.

With the proposed merger and the settlement with BNSF, both systems would offer us the opportunity to ship our products to Mexico through numerous U.S. - Mexican gateways. This should allow us great flexibility and competition to potential new markets in Mexico.



Finally, we believe the proposed merger is good because it will assure that UP/SP will be a financially reliable carrier that can effectively compete with the BN/Santa Fe. UP's commitment to improving service on the SP lines as well as its ability to commit capital resources will result in significant improvements in service and rates which will directly benefit our company.

For these various reasons, we support the merger of the Union Pacific and Southern Pacific railroads. I reserve the right to make additional comments at a later date.

I, David R. Larson, 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

Apr 1 - 1995

David R. Larson  
David R. Larson

**ANDREWS PETROLEUM, INC.**

3151 Airway Avenue, Costa Mesa, California 92626 (714) 754-4477  
Post Office Box 3279, Costa Mesa, California 92628



VERIFICATION STATEMENT OF ANDREWS PETROLEUM, INC.

Andrews Petroleum supports the merger between the Southern Pacific and the Union Pacific railroads.

Andrews Petroleum currently operates an LPG facility in Shafter, California (approximately 15 miles N W of Bakersfield) at which we process various LPG streams into purity components such as isobutane, normal butane and natural gasoline. We also convert approximately five thousand barrels per day of butane into isobutane which is used to make high octane fuel and is distributed to some of the major oil companies such as Exxon, Mobil, Chevron, Unocal, Tosco and Warren. In the near future (April/May, 1996) we hope to have our planned plant expansion finished whereby the plant will be able to convert up to fifteen thousand barrels per day of normal butane into isobutane. The additional demand for isobutane has come about from the new regulation for reformulated gasoline.

Various LPG production locations and refineries in the Wyoming, Texas, Oklahoma and Kansas area now served by the Union Pacific could be linked on a single line basis with the Southern Pacific thus providing better service at more economical rates.

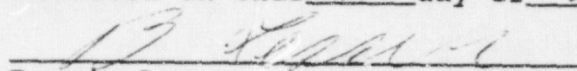
As Vice President of Supply & Distribution, a position I have held since 1980, one of my responsibilities is to secure LPG for the plant and to sell the various LPG components produced at the plant.

We currently receive over 40% of our supplies from rail service and expect this percentage to increase as we expand our plant. It is therefore imperative that our rail service be economical and to have that service improve over the coming years.

We believe this merger will go a long way in accomplishing the above.

I, Bernie Lesser, 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 this 11 day of Oct, 1995

  
Bernie Lesser

Vice President, Supply & Distribution  
Andrews Petroleum, Inc.



*Arthur A. Pozzi Company*

FOREST PRODUCTS

P.O. BOX 416  
PORTLAND, OREGON 97207

TELEPHONE 228-8160  
AREA CODE 503



OCTOBER 25, 1995

VERIFIED STATEMENT OF BOB BORGHORST ON BEHALF OF A.A. POZZI CO.

MY NAME IS BOB BORGHORST. I AM PRESIDENT OF ARTHUR A. POZZI CO., A LUMBER WHOLESALER HEADQUARTERED IN PORTLAND, OREGON. I HAVE BEEN IN THE LUMBER BUSINESS FOR MORE THAN TWENTY YEARS AND AM FAMILIAR WITH THE NECESSARY TRANSPORTATION SERVICES AND PATTERNS.

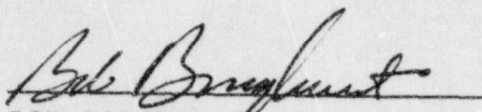
WE SHIP LUMBER FROM THE PORTLAND AREA TO POINTS THROUGHOUT THE WEST, MIDWEST AND SOUTHEAST. WE SHIP BY RAIL, TRUCK AND RAIL/TRUCK RELOAD. OUR RAIL TRAFFIC MOVES IN BOTH SINGLE LINE AND JOINT LINE SERVICE. OUR ANNUAL TRAFFIC VOLUME IS ABOUT 1500 CARLOADS/TRAILERS.

OUR COMPANY SUPPORTS THE PROPOSED MERGER OF UP AND SP. WE EXPECT IMPORTANT BENEFITS TO ACCRUE TO SHIPPERS AS A RESULT OF INCREASED SINGLE LINE SERVICE TO EXISTING AND NEW MARKETS. SINGLE LINE SERVICE IS IMPORTANT IN THAT TERMINAL DELAY AND CONGESTION ARE MINIMIZED, TRANSIT TIME IS REDUCED, AND SERVICE RELIABILITY IS IMPROVED. WE HAVE FOUND THAT THESE EFFICIENCIES ACCRUE TO THE BENEFIT OF SHIPPERS AND, ULTIMATELY, THE CONSUMER, IN THE FORM OF LOWER RATES AND BETTER SERVICE. THE COMBINATION OF UP AND SP ALLOWS US TO REACH POINTS WITH SINGLE LINE SERVICE WHICH ARE NOW ONLY REACHABLE BY JOINT LINE SERVICE. NOT ONLY WILL THIS ALLOW US TO CHOOSE RAIL MORE OFTEN, WE BELIEVE THAT WE WILL BE ABLE TO EXPAND OUR VOLUME BECAUSE OF THE ENHANCED RAIL SERVICE.

IN THE PAST, SP HAS BEEN PLAGUED BY POOR AND UNRELIABLE SERVICE. THE COMBINATION OF THE FINANCIALLY STRONG AND SERVICE ORIENTED UP WITH THE ROUTE STRUCTURE AND MARKET ACCESS OF SP WILL RESULT IN A STRONG COMPETITOR TO THE NEWLY MERGED BNSF. THE COMPETITION FOR TRANSPORTATION SERVICES SHOULD BE ENHANCED WITH TWO STRONG CARRIERS ABLE TO COMPETE WITH NOT ONLY EACH OTHER BUT ALSO WITH OTHER MODES. THIS IS PARTICULARLY IMPORTANT IN THE I-5 CORRIDOR. ADDITIONALLY, THE PROPOSED SETTLEMENT BETWEEN UP/SP AND BNSF WILL ENHANCE COMPETITION IN THIS CORRIDOR AND THROUGHOUT THE WESTERN UNITED STATES. WE SEE MANY ADDITIONAL MARKET OPPORTUNITIES FOR US AS A RESULT OF THE INCREASED AVAILABILITY AND REACH OF SINGLE LINE SERVICE PROVIDED BY BOTH MERGED CARRIERS. THE BENEFITS OF THIS ENHANCED COMPETITION TO SHIPPERS AND THE PUBLIC CANNOT BE OVERSTATED.

WE URGE THE ICC TO GRANT QUICK APPROVAL FOR THE MERGER OF UP  
AND SP IN ORDER THAT THE BENEFITS CAN BEGIN TO BE REALIZED BY  
THE SHIPPING PUBLIC.

I, BOB BORGHORST, 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 10/25/95.

  
BOB BORGHORST



# ATLAS



## METAL & IRON CORP

P.O. BOX 5428 • DENVER, COLORADO 80217

TELEPHONE: (303) 825-7166

FACSIMILE: (303) 825-4951

VERIFIED STATEMENT  
of  
JERRY SIMMS  
on behalf of  
ATLAS METAL & IRON CORP.

My name is Jerry Simms. I am the director of transportation for Atlas Metal & Iron Corp. My company's address is P. O. Box 5428, Denver, CO 80217. As director of transportation, I am responsible for all inbound and outbound shipments of our company.

Atlas Metal is an industrial scrap metal processor. Our product is shipped via intermodal. Our Denver facility is served directly by Burlington Northern, but is switched open to Union Pacific and Southern Pacific.

We are aware that Union Pacific and Southern Pacific have requested authority to merge. We support such a merger.

We know that our Denver facility will only receive service from two carriers instead of three after the merger, but we believe that reduction in the number of competitors is more than made up for by the benefits of the proposed merger. We currently ship from Denver to Texas points on the BN/Santa Fe. With the advent of the merger, Southern Pacific's route will combine with UP routes in Texas to offer new single line service to this destination over the UP/SP. This will allow UP/SP to competitively price this service and will give us an option between rail carriers for these shipments. This should result in better rates for our company.

We also have many shipments to UP and SP served points in Ogden and Salt Lake City, Utah, and to the West Coast. As a result of the settlement agreement between UP/SP and BNSF, we would retain competition and actually gain significantly more efficient service for these movements. Under the agreement, BN/Santa Fe will receive trackage rights through the central corridor running from Denver through Ogden and Salt Lake City to Oakland. This will not only preserve two-carrier competition for our Ogden and Salt Lake City destinations, but create better single line service than we ever had before. These settlement rights will also allow both BN/Santa Fe and UP/SP to compete with single line service for our inter-modal shipments moving to the West Coast. In each of these cases, we currently have no single-line alternative that does not at least require a switch at Denver.

Service from a combined UP and SP should also improve to our benefit. Union Pacific has indicated that they will make substantial improvements in service, particularly with regards to intermodal service. They intend to relieve congestion at major terminals such as Ogden and Salt Lake City through various methods, including the pre-blocking of traffic. These improvements in inter-modal service will help keep them competitive on our shipments to the West Coast.

The merger should also help alleviate SP's persistent equipment problems. Southern Pacific has suffered from a lack of rail equipment because it does not have the financial resources necessary to maintain adequate supplies of rail cars. The Union Pacific brings with it a large car inventory. With that larger inventory, and with the improvements in service resulting in reduced transit times and car turn-around times, there should be a more than adequate supply of rail cars to meet our shipping needs. This allows our company greater flexibility in the scheduling of our shipments, and helps to lower our costs.

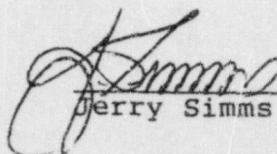


Another benefit to our company is the fact that the combining of UP and SP will now result in a significant administrative savings because we will now be dealing simply with one fewer rail carrier. This enables us to talk to one customer service department that will be able to handle all of our complaints and requests for oar tracing. We believe Union Pacific has one of the best customer service departments in the railroad industry. We are aware that they have significant computer systems which allow them to trace our rail movements very quickly. In our experience, SP's ability to provide timely shipment information has been very limited. We look forward to being able to take advantage of this type of service.

For all of these reasons, our company supports the merger of Union Pacific and Southern Pacific railroads.

I, Jerry Simms, 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 10/26/8.

  
Jerry Simms

# Attebury Grain, Inc.

P.O. BOX 2707 - AMARILLO, TEXAS 79105  
Capacity Over 50,000,000 Bushels  
Telephone: (806) 335-1639  
Fax: (806) 335-1165

October 19, 1995

Verified Statement  
of  
William H. Wagner  
on Behalf of  
Attebury Grain, Inc.

I, William H. Wagner am a grain merchant and traffic coordinator for Attebury Grain, Inc. I have held this position for fourteen years. Prior to that, I was employed by Hershey Foods, Inc. for ten years in management in the Cory Division.

Attebury Grain, Inc. is ranked in the top twenty capacity grain companies in North America and is the number one capacity independent grain company in Texas. Average annual rail freight expense is in excess of \$2,000,000. Major facilities on UP are Wichita Falls, TX. (BN/UP) and Burkburnett, TX. (BN/UP). They gather hard red winter wheat from producers and eight Attebury elevators in the area and ship unit trains to Texas Gulf ports of Houston, Galveston, and Beaumont. Over twenty-five of the thirty-seven facilities owned and operated by Attebury are located in the Texas Panhandle and South Plains. Our company gathers hard red winter wheat, corn, and grain sorghum from producers and other grain elevators. We ship corn and grain sorghum via truck to area feedyards. We ship hard red winter wheat in unit trains to Texas Gulf ports of Houston, Galveston, and Beaumont on BN and ATSF. We also ship hard red winter wheat to West Coast flour mills at Los Angeles, Verdemon, Stockton and Oakland on ATSF. To a lesser degree, we ship hard red winter wheat to Pacific Northwest Ports in unit trains. BN destinations are Seattle, Tacoma, Kalama, Spokane, and Vancouver. Our main hard red winter wheat rail shipping points in the Texas Panhandle are Claude, TX (BN), Amarillo, TX (BN/ATSF), Black, TX (ATSF), Happy, TX (ATSF), Tulia, TX (ATSF). Our company imports corn and grain sorghum via rail from midwest, dumps unit trains, and trucks feed grains to beef cattle feedyards. Main unloading points are Black, TX (ATSF), Kress, TX (ATSF), Tulia, TX (ATSF), Happy, TX (ATSF), and Amarillo, TX (BN/ATSF).

We endorse the proposed merger of Union Pacific and Southern Pacific and believe it to be in the best interest of our company. We believe that the combined UP/SP can be rate competitive with the combined BN/ATSF. We are concerned not only about monopolistic pricing

**MEMBER:** Grain and Feed Dealers National Association, Texas Grain and Feed Association,  
Oklahoma Grain and Feed Dealers Association, Panhandle Grain and Feed Dealers Association  
Kansas Grain and Feed Dealers Association.



# Attebury Grain, Inc.

P.O. BOX 2707 - AMARILLO, TEXAS 79105

Capacity Over 50,000,000 Bushels

Telephone: (806) 335-1639

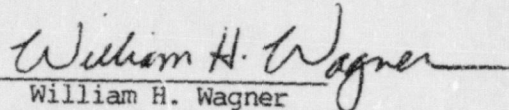
Fax: (806) 335-1165

Practices by combined BN/ATSF but also about monopolistic car supply practices by combined BN/ATSF. BN COT program will probably soak up ATSF grain hopper fleet thus perpetuating defacto freight surcharges during the September through March period on the combined BN/ATSF. The combined UP/SP grain hopper fleet should give a competitive alternative to BN/ATSF car supply problems and costs.

The UP/SP combination may provide improved feed grain origination and Mexico export routings for Attebury Grain, Inc., but our main reason for supporting the proposed merger is to insure a strong competitor in our area of operations now being operated by BN/ATSF.

## Verification

I, William H. Wagner, 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 10-19-95.

  
William H. Wagner  
Attebury Grain, Inc.

**MEMBER:** Grain and Feed Dealers National Association, Texas Grain and Feed Association, Oklahoma Grain and Feed Dealers Association, Panhandle Grain and Feed Dealers Association, Kansas Grain and Feed Dealers Association.

VERIFICATION

STATE OF Texas )  
COUNTY OF Potter ) SS.

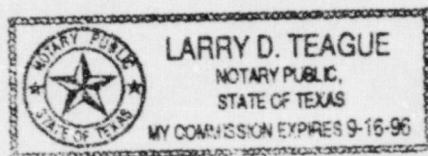
WILLIAM H. WAGNER, BEING FIRST DULY SWORN, DEPOSES  
AND SAYS THAT HE HAS READ THE FOREGOING DOCUMENT, KNOWS THE FACTS  
ASSERTED THEREIN, AND THAT THE SAME ARE TRUE AS STATED.

William H. Wagner  
WILLIAM H. WAGNER

SUBSCRIBED AND SWORN TO BEFORE ME THIS 19<sup>th</sup> DAY OF OCTOBER, 1995.

Larry D. Teague  
NOTARY PUBLIC

MY COMMISSION EXPIRES:





**AZROCK INDUSTRIES INC.**

10999 IH-10 West  
P.O. Box 696060  
San Antonio, Texas 78269-6060  
210/558-6400  
FAX: 210/558-6614

VERIFIED STATEMENT  
OF  
LYNN WEST  
ON BEHALF OF  
AZROCK INDUSTRIES INC.

My name is Lynn West and I am Traffic Manager for Azrock Industries Inc., located in Houston, Texas. I have been employed by Azrock Industries Inc. for the past five (5) years and have been responsible for all inbound and outbound traffic during this period. My phone number is (210) 558-6400, fax number is (210) 558-3004.

Azrock Industries Inc. is a leading manufacturer of vinyl composition tile and vinyl sheet goods. We receive raw materials inbound to Houston by rail from Sylacauga, Alabama and other various origins. We ship outbound from Houston by rail to Rutherford, New Jersey; Santa Fe Springs, California; and Elk Grove Village, Illinois. We presently ship and receive over 2,000 carloads per year from our Houston facility.

We support approval of the merger application filed by UP and SP. The merger of SP and UP will benefit Azrock Industries Inc. by providing better service to Azrock Industries Inc. as well as to our customers. The combined UP and SP system will have improved, shorter, and more efficient routes. The combined railroad will also be able to reach more points without the need for interconnection. For example, we will have the opportunity to have some of our outbound shipments to be sent single line which should take less time and require less handling.

More efficient routes and less time for shipments will result in better turn-around times for private cars, and shorter transit times to consignees using railroad equipment. This will have the practical consequence of making more equipment available, both railroad owned and privately owned, for shipping needs. There will also be more locomotive power available, which has been an problem for SP. With more railroad equipment available, on-time shipments should increase which will improve Azrock Industries Inc.'s business, as well as the railroad's business.

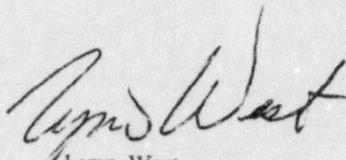
Another way that the merger will help to make on-time shipment is improved use of existing facilities and coordination of capacity. For example, shipments to our warehouses are sometimes routed through SP's crowded Englewood yard in Houston, which results in delays. The combined railroads will be able to coordinate their use of terminals and yards and improve service, and increase on-time deliveries.

The merger will also increase the on-time service provided for internodal shipments. The availability of multiple routes will allow UP/SP to expedite internodal transit and avoid tie ups and delays. Combined UP and SP internodal volumes will support greater service frequency. With the increased service at Houston, the merged system will provide new competition of BN-Santa Fe. The merged system will be a true competitor for BN-Santa Fe internodal service, which is a good development for internodal shippers.

Azrock Industries Inc. has been concerned about the service and financial viability of SP. We are well aware of the fact that SP has not had the financial resources to upgrade track, to improve terminals, or to purchase new railcars and locomotive equipment as needed. We are looking forward to a long-term commitment to top quality service as a result of this merger.

We believe that an SP/UP merger will provide beneficial services to us as a shipper. Our company supports this merger.

I, Lynn West 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 19, 1995.

  
Lynn West



## **B & B TRANSPORTATION SERVICES, INC.**

My name is William F. Bossert, and I am the secretary and treasurer for B & B Transportation Services, Inc. My company is located at 2191 Kendall Street, P.O. Box 140624, Edgewater, Colorado 80214. I have been in the transportation industry for over 37 years. For 17 years I worked for the Benjamin Moore Paint Company, rising to become their corporate transportation manager. I then worked at Nobel/Sysco Food Services as a traffic manager for 12 years, and for the past 8 years have worked as a transportation broker and then became secretary and treasurer of B & B.

B & B is a transportation brokerage for intermodal shipments dealing with LTL and truckload shipments, dry reefers and flats shipments. We handle traffic originating in Northern California destined to points in Colorado, Minnesota, Georgia, Texas, Missouri, and Indiana.

An important benefit of the merger to our company will be the improvement of service between California and our shipping destinations in Texas and the Midwest. Union Pacific will be able to invest its resources in improving service on the SP lines which will result in improved transit times and better rates for our rail traffic.

Because of the many destinations that our traffic is moved to, we realize that the merger of Union Pacific and Southern Pacific will result in a reduction in the number of carriers serving some of our destinations. We feel, however, that while the number of carriers serving a destination may decrease from three to only two, the service itself will improve because the merged UP/SP system will be a much stronger and improved carrier than the former SP. We believe the newly merged company will be better able to compete with the BN/Santa Fe system, and this should result in a savings in rates for our company as well as an improvement in overall service, transit times, and turn-around times.

The service improvements which will result from shorter transit and turn-around times will be a significant benefit for our company. It will reduce costs for our customers and allow us to ship greater volumes of traffic by rail.

Finally, another benefit of the merger will be improved intermodal service as a result of better utilization of terminals in Chicago, California and Texas. Because terminals will now be coordinated and additional pre-blocking could be done, our company will enjoy less costly, more efficient service.

For these reasons, our company supports the merger of Union Pacific and Southern Pacific railroads and encourages the Commission to approve the merger.

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

Executed on OCTOBER 12 1995.

William F. Bossert  
William F. Bossert



BEFORE THE  
INTERSTATE COMMERCE COMMISSION  
FINANCE DOCKET NO. 32760 (8/4/95)

Union Pacific Railroad Company - Control and Merger  
Southern Pacific Lines

Verified Statement of  
Ball-Foster Glass Container Co., L.L.C.

Submitted by:

Peter J. Walters  
Vice President-Purchasing  
and Distribution  
Ball-Foster Glass Container Co., L.L.C.  
East Charlest St.  
Marion, IN 46952

November 10, 1995

VERIFIED STATEMENT  
OF  
PETER J. WALTERS  
ON BEHALF OF  
BALL-FOSTER GLASS CONTAINER CO., L.L.C.

I am Peter J. Walters, Vice President for Purchasing and Distribution of Ball-Foster Glass Container Co., L.L.C. My responsibilities in this position include Purchasing, Transportation, and Warehousing. I am a certified member of the American Society of Transportation and Logistics as well as a Certified Purchasing Manager. I have authored several articles on Transportation and in 1990 was named Indiana's Transportation Person of the Year by Indiana University.

Ball-Foster Glass Container Co., L.L.C. is a newly formed joint venture between Ball Corporation and Saint-Gobain of France. Ball-Foster is a leading supplier of glass containers in the food, juice, soft drink, beer and wine markets in the United States, Canada, and Mexico. Ball-Foster operates 22 glass manufacturing plants in 15 states throughout the U.S. and employs approximately 8,500 people.

Ball-Foster finished products move primarily by motor carrier and intermodal transportation. However, Ball-Foster is dependent on the railroad industry to deliver raw materials; including soda ash, sand and limestone, in a timely and consistent manner. We receive over 20,000 carloads of raw materials by rail annually. The glass making process is a continuous 24-hours-a-day, seven-days-a-week process. The transportation of needed raw materials is critical to maintaining this process without interruption. Both the Union Pacific Railroad and the Southern Pacific are major players in meeting our transportation needs.

Currently Ball-Foster has five plants that are served by the Union Pacific or the Southern Pacific:

El Monte, CA	-	Southern Pacific
Madera, CA	-	Southern Pacific
Lincoln, IL	-	Southern Pacific
Seattle, WA	-	Union Pacific
Waxahachie, TX	-	Union Pacific

Also, three other Ball-Foster facilities are served by a switch carrier and can be accessed by the Union Pacific or the Southern Pacific, as well as Burlington Northern/Santa Fe:

Dolton, IL	-	(B&OCT)
Maywood, CA	-	(LAJ)
Sapulpa, OK	-	(TSU)

Our facility at Pevely, Missouri, is served by the Burlington Northern/Santa Fe. We also have facilities located in various states in the eastern United States, most of which are served by



Conrail or CSX. We receive soda ash from Green River, Wyoming (UP-served) and from Searles Lake in California (served by the Trona Railway, connecting to SP).

As a receiver of rail transportation and dependent on Union Pacific and Southern Pacific service, we believe the merger of these railroads will provide a means of ensuring that we will receive quality rail service from a financially sound carrier.

Ball-Foster expects to benefit from new single-line service resulting from the merger, particularly on the route from Seattle to Northern California. At the present time we ship between 10 and 15 truckloads of bottles from our Seattle plant to warehouse facilities in the Napa Valley area. We would like to use intermodal service for these movements, but we do not have a viable rail alternative at this time. Following the merger, UP/SP will be able to offer single-line intermodal service along the I-5 corridor. As a result, we should be able to divert some or all our Seattle-Northern California shipments from truck to intermodal service.

The merger will also provide us with new single-line service opportunities for some of our soda ash movements. For example, our SP-served plant in Lincoln, Illinois receives soda ash from Green River, Wyoming. These shipments move over UP east to Kansas City. Formerly the shipments interchanged at Kansas City and moved over the SP to the Lincoln facility. The Kansas City interchange between UP and SP regularly produced delays of three to five days, and we experienced erratic service on the SP movement. As a result, we decided to move the soda ash from Kansas City to Lincoln via a transload in order to avoid the interchange. With new single-line service, we should be able to use rail service into the Lincoln plant without the delay at Kansas City. In addition, new single-line service to the west over an improved Central Corridor route using both UP and SP lines would give us the option of bringing Wyoming soda ash into our SP-served plants in California. New single-line service also could give us new sources of sand or limestone for some of our facilities.

Movements of soda ash from Wyoming should be more efficient after the merger. We understand that UP/SP intends to concentrate intermodal traffic on SP's Southern Corridor route and manifest traffic on UP's Central Corridor route. This should result in greater capacity for soda ash moving from Green River, Wyoming, on the Central Corridor. In addition, the ability to use SP trackage rights will provide a shorter route for soda ash moving from Wyoming to our Texas plant and facilities in the Southeast. There will also be a more efficient single-line route for California soda ash moving to our facilities in Texas and the Southeast, using a combination of SP's Southern Corridor route and UP's lines from El Paso to the east.

The merger (we have been assured by the UP) should help address the perennial concern about availability of covered hoppers for movement of our raw materials. The combined UP/SP will have a larger combined fleet, providing more opportunities to reposition equipment efficiently. UP/SP should be able to make greater use of backhauls and triangulation and take advantage of different seasonal patterns of shippers on the two railroads.

Ball-Foster particularly views the merger as a way to ensure that we receive quality rail service from a financially viable carrier. We depend on SP service at some of our facilities, and we have been concerned about the financial health of SP and its erratic service. UP seems to have financial resources that can be applied to help remedy SP's shortcomings and ensure that we receive reliable service on SP routes over the long term.

To the extent UP management is successful in improving service on SP lines, we would consider moving some traffic to rail. For example, Ball-Foster currently moves California soda ash north to our Madera facility by truck. If we could obtain consistent service levels on the SP line from Trona to Madera, we might be able to shift these movements to rail.

The new access for BN/Santa Fe will provide some new alternatives for some of our movements, particularly for our plant located at Pevely, Missouri, served by BN/Santa Fe, and for our other facilities with access to BN/Santa Fe.

The UP/SP merger will provide benefits for Ball-Foster. We support the merger.

I, Peter J. Walters, 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 November 10 1995.

Peter J. Walters



**VERIFICATION**

STATE OF INDIANA       )  
                                  ) ss:  
COUNTY OF DELAWARE   )

Peter J. Walters, 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.

Peter J. Walters  
Peter J. Walters

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

Sharon R. Hensley  
Notary Public

My Commission Expires:

January 18, 1997

# BARENBRUG

BARENBRUG USA  
Plantbreeding, Seed Production, Seed Trade

October 27, 1995

**Verified Statement of  
Joe McAlhany  
on behalf of  
Barenbrug Seed, U.S.A.**

I am Joe McAlhany, Operations Manager for Barenbrug Seed, U.S.A. Our business address is 32080 Old Hwy. 34, Tangent, Oregon 97389. Our telephone number is (503) 926-5801 and our fax number is (503) 926-9435. As Operations Manager, I am responsible for all aspects of operations, including transportation. I have been in the grass seed business for 17 years and have been Operations Manager for the past four years.

Barenbrug Seed is a distributor and wholesaler of grass seed. Our headquarters are in Tangent, Oregon. We have several loading sites in the Willamette Valley in Oregon that are served by the SP. We also have access to the BN at open points. We ship grass seed to Mexico, Texas, the East Coast, and the Midwest. We shipped more than 200 box cars in 1994.

We believe that the Interstate Commerce Commission should approve the application of UP and SP to merge, and strongly support the request. We will benefit from reduced transit times and more efficient routes as well as routes into new markets. For example, UP-SP will have a much shorter route from Eugene, Oregon to Chicago. It is our understanding that a SP shipper will now have a route that is more than 540 miles shorter than the existing SP route. We will also have single line access to all of the UP served destinations in the Midwest. The merger will give us efficient access to many new markets in the United States as it presents many more opportunities for new routes and new destinations.

The merger will also provide new direct access to Mexico. UP-SP will have direct service to Laredo, Texas which is an important gateway into Mexico, and which we could not reach previously on single line service. The settlement agreement between BN-SF and UP-SP also provides for BN-SF to have trackage rights to Eagle Pass and Brownsville and access to Laredo via a connection with the Tex-Mex in Corpus Christi. This means that there will be competition between BN-SF and UP-SP for our shipments to Mexico which did not exist previously.

We support the merger because it will result in improved service as the combined railroads make optimal use of both railroads lines and facilities. We understand the UP-SP plans to route different categories of traffic on different routes. In addition, the availability of alternative routes in various corridors means that we will not lose transit time as a consequence of maintenance disruptions. In areas where UP and SP operate, efficiencies will be possible by coordination of UP and SP operations, and rationalizing the two railroads facilities. This will



help ease the congested rail system and permit speedier service. The merged system will be able to realize large savings by consolidating yards and shops, and eliminating unnecessary overhead. Maintenance and repair of locomotives and cars will be consolidated or streamlined. Further savings will be realized from bulk purchasing and the application on the entire system of the most efficient methodologies and systems of each railroad. The combined system will be able to operate much more efficiently.

We also anticipate certain equipment benefits as a result of the merger. SP shippers will have access to the combined UP-SP fleet which will increase the number and quality of cars available to shippers. The combined UP-SP will be able to move equipment more efficiently and relocate it for optimal use. It will also be able to cycle equipment more quickly and move rail cars through the system faster and with more effect. There will be increased opportunities for triangular movements of covered hoppers. The improved utilization of equipment will, as a practical matter, make the combined UP-SP fleet seem larger.

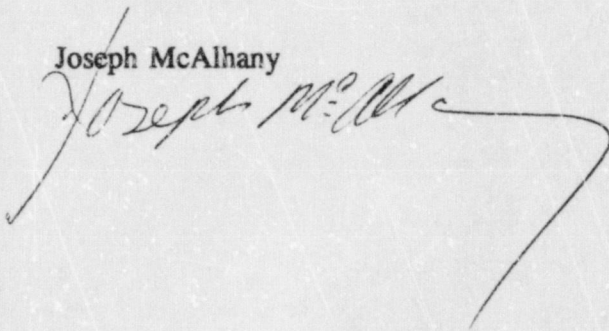
SP has not been the most successful railroad financially for the past several years. The merger of BN-SF, and the creation of a large integrated system, will make it even more difficult for SP to compete on its own in the future. The merger of SP and UP will ensure SP's survival and the provision of service on its lines, thus ensuring reliable service to and from our facility. Further, the merger of UP and SP will create a system that will be a viable alternative to BN-SF. As a shipper, we prefer vigorous competition between two strong carriers, to competition between a very strong carrier and one or two weaker carriers. More even competition is a benefit.

We urge the Commission to approve the merger of UP and SP so that we can begin to enjoy the benefits of the merger.

I, Joseph McAlhany, 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 27, 1995.

Sincerely,

Joseph McAlhany

A handwritten signature in dark ink, appearing to read "Joseph McAlhany", with a long, sweeping horizontal line extending to the right.

VERIFIED STATEMENT  
OF  
Thomas R Phalin  
on behalf of  
BAYER CORPORATION

Bayer Corporation  
100 Bayer Road  
Pittsburgh, PA 15205-9741  
Phone: 412 777-2000

My name is Thomas R. Phalin, and I am the Director of Transportation for Bayer Corporation. My company's address is 100 Bayer Road, Pittsburgh, PA 15205-9741. I have been involved in the area of transportation and logistics for the past 16 years. In my current position I have responsibility for overseeing all transportation issues and activities for Bayer.

Bayer Corporation is an international research-based company with major businesses in chemicals, healthcare and imaging technologies and is headquartered in Pittsburgh, PA.

Our company utilizes rail transportation to ship our chemical products (Isocyanate, Polyol, Muriatic Acid, Nitric Acid, Plastics, Toluene Diisocyanate and Synthetic Rubber) from our major plants. These are located in Baytown, Houston, and Orange, Texas, as well as New Martinsville, West Virginia. From these plants we service major markets throughout the United States.

We are aware that Union Pacific and Southern Pacific have requested authority to merge their companies. Our company supports such a merger.

We currently suffer from Southern Pacific service that is so poor that we have been forced to rely on trucks, even though the cost is somewhat higher so as to ensure reliable service to our customers. Southern Pacific is so financially weak that we believe that they cannot solve our service problems or effectively compete over the long run with Union Pacific or the newly-merged BN/Santa Fe. This is a major concern because our Baytown, Texas plant is only served presently by the Southern Pacific. With the merger, we are confident that Union Pacific will be able to expand its resources to improve service on the Southern Pacific lines, resulting in better rates and allowing our company to make greater use of rail for our shipments.



Upon the merger, the Union Pacific intends to improve the congestion problems currently experienced at major terminals, including those at St. Louis, Kansas City, Chicago, West Colton and Roseville yards, all of which are major terminating points for Bayer shipments. These improvements, along with the ability to pre-block more trains, will result in faster transit times and more efficient rail service, as well as better equipment utilization.

Our company also wishes to express its support for the settlement agreement reached between UP/SP and BN/Santa Fe. The settlement grants BN/Santa Fe a variety of trackage and haulage rights. This should result in increased competition for our traffic. It means we will have an option for our rail service between two large carriers, which should result in better rates and service for our customers and our company.

We are confident that the UP/SP will be able to more aggressively price our shipments than Southern Pacific has done in the past. Southern Pacific has suffered from a weak financial position which has not allowed it to effectively compete with other carriers on price. We believe that the new UP/SP, because of its stronger financial position and increased efficiency, will be in a better position to offer lower rates for our company's shipments and will allow us to take greater advantage of rail for our shipments.

For these various reasons, our company fully supports the merger of the Union Pacific and Southern Pacific.

I, Thomas R. Phalin, 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 11-8-95

Thomas R. Phalin

Thomas R. Phalin

Director, Corporate Transportation

TRP0146/cac



# BLANFORT, INC.

P.O. Box 27  
BLANCA, COLORADO 81123  
(719) 379-3211 / (719) 379-3212

## COLORADO POTATOES



Verified Statement  
of  
Dennis F. Deen  
on behalf of  
Blanfort, Inc.

My name is Dennis F. Deen. I am manager of Blanfort, Inc., located in Blanca, Colorado. I have been manager of Blanfort, Inc. for the past 14 years. Prior to my employment with this company I was a farmer/rancher in the Springfield, Colorado area. My present responsibilities include management of sales, marketing and transportation.

At Blanfort, Inc. we process and ship fresh potatoes grown in the area. Our plant is located in Blanca, Colorado and is served by the Southern Pacific Railroad. At the present time we ship by rail to San Antonio,, TX and St. Louis, MO. If our rail service was better and more reliable, we could increase our shipments. We now ship about 35 to 50 cars per year via rail. If service and reliability allows, we can increase our car usage back to around 150 to 200 cars per year.

We support approval of the proposed merger of the Union Pacific and Southern Pacific Railroads. The availability of faster, more direct routes for our traffic is of interest to us. First, our traffic destined for St. Louis will benefit from the reduction of congestion at Kansas City due to the use of better and improved facilities and the reduction of intermediate handling. Second, our San Antonio freight will be handled over an optimized route that includes the Union Pacific route between Ft. Worth and San Antonio. Third, we are pleased with the expanded market territory in Texas for our product that will be reachable via single line rail service. The addition of UP served territory is of enormous benefit to us in our marketing efforts. These improvements are real and will result in improved transit time and hopefully more reliable and efficient service.

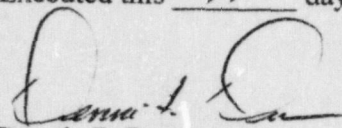
The merger will also improve our equipment supply situation. The Southern Pacific's fleet of refrigerated cars is small and aging. The combination of the two fleets and the financial resources of the Union Pacific will result in an improved equipment fleet available for the handling of our product.



Finally, we have been concerned about the ability of the Southern Pacific to survive in the face of the pressures created by the newly merged BNSF. The combination of the financially sound and technologically superior UP with SP provides us with the assurance of continued availability of quality rail service for the long term.

We urge the commission to approve the application for merger of the Union Pacific and the Southern Pacific railroads.

I, Dennis F. Deen, 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 19<sup>th</sup> day of October 1995.

  
Dennis F. Deen



**VERIFIED STATEMENT  
of  
KENNETH SWAIN  
on behalf of  
BMW**

My name is Kenneth Swain, and I am the Vehicle Traffic Coordinator at BMW Manufacturing in Greer, South Carolina. Previously I was domiciled at BMW's North America Headquarters as Corporate Traffic and Customs Manager. These duties required control of BMW's vehicle transportation for all North America regarding truck and rail movements. Prior to BMW I was National Transportation Manager at Peugeot Motors of America and Nissan Motor Corporation in USA, again both duties involved vehicle movements for these corporations via railroads throughout the USA.

BMW is involved in the manufacture of BMW vehicles for sale and distribution within the United States and now throughout the world beginning in Europe earlier this year. BMW is heavily dependent on moving the BMW's from the South Carolina factory to its dealers on the West Coast via railroad transit. Our routing begins with Norfolk Southern and interlines with Southern Pacific. We are aware that Union Pacific and Southern Pacific have requested authority to merge their companies. Our company supports such a merger.

Past and current vehicle movements by Southern Pacific have resulted in higher than industry accepted damages to automobiles than other railroad companies. This has resulted in delayed shipments, damage repairs that require consumer disclosure, and in a few cases actual lost sales to customers that did not want to accept a previously rail road damaged vehicle.

With the merger of Union Pacific with this companies lower damage frequency, higher priority of on-time shipments and extensive damage prevention programs I have used in the past on different occasions, I feel our company could greatly benefit from such a positive merger of the more financially sound and customer damage prevention oriented Union Pacific. The more railroad direct routes of such a merger would also provide able competition to the Burlington Northern/Santa Fe and favorable rates for all customers using railroads in the Western States.

I, Kenneth R. Swain, 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 1 November 1995

Kenneth R. Swain  
Kenneth R. Swain

Sworn to me this 1st day of November 1995

Michael J. Goss





## **BOER COMMODITIES, INC.**

P.O. Box 28916 • Fresno, CA 93729-8916  
(209) 253-7055 • Fax (209) 253-1635

My name is Dennis Ralston. I am the president of Boer Commodities. Our company's address is P.O. Box 28916, Fresno, CA 93729-8916. Our company is involved in the trading and shipping of various commodities all over the continental United States.

We wish to support Union Pacific and Southern Pacific in their request for authority to merge. The proposed merger would greatly increase the number of routes where efficient single-line service would be available. This will reduce costs and transit times, and increase the reliability of handling by eliminating intermediate carriers and extra interchanges. It will also reduce paperwork and logistics costs for shippers by eliminating one carrier from their movements. These lower costs of freight shipments are a benefit to the entire shipping community and to our customers.

The Union Pacific will also bring with it substantial financial resources that it can commit to improving service over Southern Pacific's lines, and its facilities and equipment will complement that of Southern Pacific. Southern Pacific has been plagued by poor service and slow transit times because it has not had the capital resources necessary to invest adequately in locomotives, rail cars, or yard and track improvements. The Union Pacific has a large locomotive and car fleet that should do much to eliminate equipment shortages. We also understand that Union Pacific would make improvements in the joint UP/SP route structure to relieve congestion at large terminals or yards such as West Colton, Roseville, and Kansas City, and to rationalize routes over track segments like Ogden to Salt Lake City. These various improvements should lead to faster more cost effective service.

We see the proposed merger as a necessary competitive counterbalance to the recently approved merger of Burlington Northern Railroad and The Atchison, Topeka, and Santa Fe Railroad. The new BNSF is much larger, and much stronger than either Union Pacific or Southern Pacific alone. Without a merged UP/SP, there will be a competitive imbalance in the West that will ultimately hurt all shippers.

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For these reasons, we ask for your approval of the proposed merger of Union Pacific and Southern Pacific.

I, Dennis Ralston, 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

November 1, 1995

Dennis Ralston  
DENNIS RALSTON



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BURLESON COUNTY INDUSTRIAL FOUNDATION

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**VERIFIED STATEMENT  
OF  
ERVIN B. (BEN) FLENCHEER, JR.  
on behalf of  
BURLESON COUNTY INDUSTRIAL FOUNDATION**

My name is Ervin B. (Ben) Fletcher, Jr. I am President of Burleson County Industrial Foundation. I am also President and CEO of Citizens State Bank, Somerville, Deansville and Caldwell, Texas, and Vice President and a Board of Directors member of Bluebonnet Electric Cooperative, Giddings, Texas. I received a degree in finance at Texas A & M University in 1974. As President of Burleson County Industrial Foundation, I am responsible for increasing the tax base by development, recruitment, expansion and retention of industry within Burleson County, Texas.

In 1961, the Burleson County Industrial Foundation was organized and funded by local people. Its purpose was to attract industry, to provide jobs, not only for people living in the county but also for future residents, and to improve the economic base of the area.

The Foundation, a non-profit 501 (c) 6 organization purchased 76.5 acres of land along the Atchison, Topeka & Santa Fe Railway Company (now BNSF) and developed the Caldwell Industrial Park. After development and recruitment of a major industry requiring rail transportation in the Caldwell Industrial Park, a second Industrial Park comprising 30 acres was established along the Southern Pacific Railway in 1981. In 1989, a third Industrial Park was planned as a result of 103 acres purchased by a large steel recycling company. A rail spur was built off the Southern Pacific Railway to service the industry.



Page 2. Ervin B (Ben) Flencher, Jr.

We understand that Union Pacific and Southern Pacific are requesting authority to merge. As an economic development foundation, we welcome and support the proposed merger as a means of ensuring that Burleson County remains a contender in industrial competition.

It is apparent to us that a crucial factor in recruiting new industry to Burleson County is the ability to offer competitive rail transportation over a major line-haul carrier. We have repeatedly found that the availability of such rail service is among the most important criteria in the decisions of major companies to locate in our county. The proposed merger is a means of ensuring that we will continue to have strong and competitive railroad service available in our area. Without the merger, it appears that Southern Pacific will become increasingly less competitive. It has not generated sufficient operating capital to invest adequately in railroad facilities and equipment in order to remain competitive with its larger rivals, particularly the newly created BNSF. By merging with Union Pacific, access in our area to what are now Southern Pacific lines, but would be UP/SP lines after a merger, will continue to offer a strong rail service provider that will be attractive to industry.

We also believe the competitive benefits of the merger will improve service to existing industries and provide assurances of long-term quality service for shippers. A combined UP/SP will have greater market reach. New markets mean new opportunities for our shippers. Further, the possibility of shorter, more efficient routes as a result of the merger would mean savings for shippers. In industrial development and recruitment, superior service and savings in transportation costs can provide a definite competitive edge.

In this case, greater efficiencies and market reach will not only result from the combination of Union Pacific and Southern Pacific, but also from the settlement agreement reached between UP/SP and BNSF. We

Pg. 3 Ervin B (Ben) Flencher, Jr.

understand that under the terms of that settlement BNSF is to receive significant additional trackage rights. Those rights will benefit the shippers at the Caldwell Industrial Park, which is served by BNSF. Thus, we view the merger as positive in all respects for Burleson County.

The Burleson County Industrial Foundation supports the application for merger of Union Pacific and Southern Pacific filed in Finance Docket No. 32760.

I, Ervin B. (Ben) Flencher, 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 November 1, 1995

Ervin B. Flencher Jr.  
ERVIN B. (BEN) FLENCHEER, JR.



# C. & T. Refinery, Inc.

FAX # 704-525-4510  
TELEPHONE 704-523-0414

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Refiners of VEGETABLE SHORTENINGS AND OILS

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P.O. BOX 240457 CHARLOTTE, N.C. 28224

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

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FINANCE DOCKET NO. 32760

UNION PACIFIC RAILROAD COMPANY  
CONTROL AND MERGER  
SOUTHERN PACIFIC TRANSPORTATION COMPANY

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VERIFIED STATEMENT

OF  
Scot Jansen  
on behalf of  
C&T Refinery

My name is Scot Jansen. I am Corporate Traffic Manager of C&T Refinery (C&T), a position I have held for seven years. Our address is P.O. 240457, Charlotte, NC. My telephone number is 704-523-0414. My fax number is 704-525-4510. I have been employed here by C&T for 7 years and have been involved in various degrees with the logistics of inbound and outbound freight during that entire time. I am currently exposed to multiple facets of rail and truck and barge issues including freight rates, equipment quality and supply, and service. As a past president of the South Eastern Association of Rail Shippers (SEARS), I have interacted with counterparts in a variety of industries.

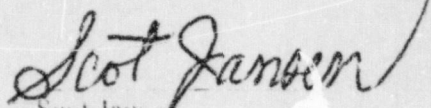
C&T Refinery is engaged in the process of refining vegetable oils as well as production and processing of products such as mayonnaise (Duke's) and salad dressing. We are a private company and have been in existence since the late 1800's. Our success often hinges on transportation issues. Transportation costs make or break our ability to compete in certain destination markets or source from certain origins. Reliable, consistent switching and transit service allows us to plan our inbound and outbound movements to meet specific requirements of our customers. We have many years of experience dealing with the shortcomings of Southern Pacific's rail service, but have continued to use them due to the markets they serve and the limited options we have had.

We strongly support the merger between the Union Pacific and the Southern Pacific. The combination of SP's commercial and route network strengths with the UP's stronger service will deliver tremendous benefits to C&T. We are very aware of and supportive of announced agreement between the UP and the BN to resolve competitive concerns that would have otherwise resulted from the UP/SP merger for customers that currently have two carriers (e.g., UP & SP) and would have gone to only one carrier (UP) as a result of the merger without the benefit of the UP-BN agreement. Under this proposed plan, we can look forward to having two very viable and competitive rail suppliers in the Western United States. We applaud the UP for having had the foresight and sensitivity to the needs of the shipping public relative to the need to keep competition in the west alive and well.

We would be concerned about the long-term viability of the Southern Pacific if not granted the protection of the proposed merger. The newly combined BN/SF system and the always competitive Union Pacific will be too forceful for the weaker SP to withstand. The SP's financial stability has been dubious for over a decade, and its woes would only increase once the BN/SF starts realizing some of the competitive benefits of its new combination. The Southern Pacific is an extremely important supplier of rail services to us and further erosion of its ability to compete or even survive would cause significant exposure to C&T's ability to run a competitive service. A UP/SP merger addresses these concerns to our satisfaction.

We strongly urge that this merger be expeditiously approved by the Interstate Commerce Commission or its successor so that we may begin realizing some of the tremendous potential benefits that will result from the combination.

I, Scot Jansen, 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 24, 1985



Scot Jansen  
Corporate Traffic Manager  
C&T Refinery





**October 17, 1995**

**VERIFIED STATEMENT  
OF  
THOMAS D. PERDUE  
on behalf of  
C. H. ROBINSON COMPANY**

*Executive Offices*  
8100 Mitchell Road  
Eden Prairie MN  
55344-2248  
tel. 612.937.8500  
fax 612.937.7809

My name is Thomas D. Perdue, I serve as Vice President Intermodal for C. H. Robinson Company. My primary responsibility is the management of all aspects of Robinson's intermodal business. This encompasses marketing, sales, operations, rail and truck negotiations, and equipment management. Prior to joining C. H. Robinson in June 1995, I worked in railroad management for 17 years including seven years in various senior intermodal management positions at the Burlington Northern Railroad.

C. H. Robinson Company was founded in 1905 as a fresh fruit and vegetable trading firm. In the 1930's, it expanded into the transportation business. Today Robinson has three distinct businesses: produce, transportation, and financial services. We employ nearly 1,500 people in 121 offices located throughout the world. In 1995 Robinson will handle approximately 800,000 truckload shipments and generate an estimated revenue of \$1.6 billion. Intermodal will represent approximately 70,000 shipments and over \$80 million in sales. Other Robinson transportation products include logistics management, over-the-road truck brokerage, dedicated fleet management, domestic and international air cargo, warehousing and cross-dock services, and

customs brokerage. Additionally, Robinson is a licensed NVOCC. This multitude of services and capabilities provide our customers with a broad logistical menu from which to choose.

C. H. Robinson's intermodal business offers two products to the marketplace; (1) traditional non-asset based door-to-door dry van services and, (2) a high quality asset-based temperature controlled program. Both of these products operate in the North American intermodal network. We have service contracts with virtually all of the major railroads and stacktrain service providers. Although we utilize trailers, our intermodal strategy is container based. As a result, we participate in programs such as EMP and BN America to support our dry freight business, and own nearly 400 containers in support of our temperature controlled program. We constantly strive to differentiate Robinson Company from its competitors by developing and offering value added capabilities such as payment logistics, management services, pallet exchange programs, and "Just in Time" deliveries.

C. H. Robinson Company believes that the proposed merger of the Union Pacific and Southern Pacific railroad companies is consistent with our intermodal strategy and profile. We therefore support the UP/SP application and hope for a speedy conclusion. We believe that the synergistic potential of this merger will create new efficiencies, services, and new capabilities that are necessary to meeting customer expectations in an intensely competitive transportation environment.




Our support of the UP/SP merger is probably not consistent with traditional intermodal third-party thinking and positioning. Looking back, a key element of intermodal marketing companies' success over the past several decades has been a result of their ability to leverage a multiple rail carrier environment. In other words, to take advantage of the inherent rail fragmentation by playing one carrier against another relative to price. The intermodal environment is rapidly evolving, with an ever-increasing emphasis on service reliability as well as costs. Whether it be our dry freight or temperature controlled segments, customers are demanding more services for less cost. They are looking for low cost and highly efficient processes, rather than the lowest transportation rate. There must be transportation value - a combination of competitive price and service quality. We believe that this is the defining commercial issue that intermodal faces in today's domestic and international marketplace. The present rail network and operating environment is not consistent with the competitive realities of the marketplace. Underlying service is disjointed and service between major markets is often erratic as a result of disparate commercial and operating philosophies and policies. Robinson Company believes that the merger between the Union Pacific and Southern Pacific will further crystalize the western rail network thereby offering not only a broader and more consistently served network but more efficient routes and capacity management that improves intermodal competitiveness and value. Equipment, especially containers, will move more freely over a broader network providing greater equipment flexibility and availability on behalf of the customer and, ultimately, better utilization for the service providers. The bottom line is that with approval of their application the combined strengths of the UP and SP systems will enable a significantly more efficient

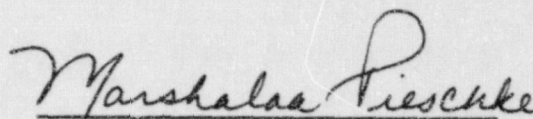
intermodal network resulting in a greater focus and ability to deliver value to customers.

In summary, C. H. Robinson Company believes that the proposed merger between the Union Pacific and the Southern Pacific will provide significant benefit to the shipping public and is consistent with our overall intermodal and logistics strategy. We therefore support the application.

I, Thomas D. Perdue, 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 17, 1995.

  
Thomas D. Perdue

  
Witness



October 2, 1995

VERIFIED STATEMENT  
OF  
ARTHUR T. SMITH  
on behalf of  
CABOT CORPORATION, NACB  
ATLANTA, GA

This statement is provided by Arthur T. Smith, Manager, Transportation, Cabot Corporation - North American Carbon Black Division, 6600 Peachtree-Dunwoody Road, Building 300, Suite 500, Atlanta, Georgia 30328. I am responsible for all transportation functions related to the shipments of carbon black products from our five plants in North America to customers and warehouse locations.

I have been responsible for Cabot's rail transportation activities since May, 1991 and I have held my current position for almost three years.

Cabot Corporation is the world's largest producer of carbon black. We are also the largest supplier in North America with rail shipments totaling in excess of 5,500 cars annually from five plants located as follows:

<u>Location</u>	<u>Rail Served</u>
Bayou Sale, LA	L&D to SP
Tate Cove, LA	Acadiana to MP
Cabot, WV	CSXT
Pampa, TX	BNSF
Sarnia, ON, Canada	CN

Our primary destinations from all plants are customers in the Southeast, Midwest, Southwest and Eastern United States as well as Canada.

Our plants at Bayou Sale and Tate Cove, LA currently have access to routings separately via the SP from Bayou Sale and Tate Cove via the MP (UP). The proposed merger application as covered by 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., has a significant impact on our ability to purchase reasonable transportation. We are currently in a position to ship our products from these two plants utilizing competitive issues with each carrier versus the other. With the approved merger, Cabot will be deprived of competitive issues unless provisions are made to address this subject.

Cabot Corporation  
North American Carbon Black Division  
6600 Peachtree Dunwoody Road  
300 Embassy Row, Suite 500  
Atlanta, Georgia 30328  
(404) 394-3296

We are in receipt of a recent news release which indicates the UP/SP and BNSF have reached agreement to preserve and intensify rail competition following the UP/SP merger. Of interest to us is the following statement:

*"BNSF will be granted trackage rights on SP's line between Houston and Iowa Jct., Louisiana near Lake Charles. The remaining SP line east to Avondale, Louisiana near New Orleans from Iowa Jct. will be sold to BNSF with UP retaining full trackage rights. This will give BNSF a through route between Houston and New Orleans, where the line of UP and SP are parallel."*

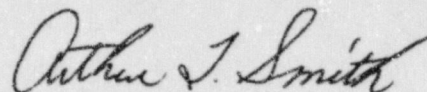
Our additional investigation and response from the carriers involved have indicated Cabot's competitive issues will be maintained if not improved since two Class One carriers will be available for routings from each of our Louisiana facilities - from Bayou Sale, L&D connection to the UP/SP or BNSF at New Iberia and from Tate Cove, Acadiana Railway connection to the UP/SP at Bunkie, Louisiana and connection to the BNSF at Crowley, Louisiana.

Provided the above conditions are included in the final result and approval of the UP/SP merger case under Finance Docket No. 32760, we believe that the proposed merger would be in our company's best interests and that of other shippers. With approval of the application, UP and SP will be in position to combine the strengths of their rail systems and, thereby, offer improved rail service and consider pricing alternatives with reduced costs to shippers.

Due to other recent rail consolidations or mergers, including the BNSF merger approval, it is our opinion that the UP/SP merger approval is necessary to preserve and enhance this nation's rail structure to benefit the shipping public. Accordingly, we endorse the UP/SP merger proposal and urge prompt consideration and early approval.

#### VERIFICATION

I, Arthur T. Smith, 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. Execution on October 2, 1995.

  
Manager, Transportation





Calaveras Cement Company  
2033 N. Main Street  
Suite 500  
Walnut Creek, CA 94596  
Telephone 510-256-8837

Gary W. Lancaster  
Vice President — Sales  
No. California/Nevada

October 23, 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:

I am Vice President of Cement Sales for Calaveras Cement Company. I am responsible for sales and distribution of cement for my company. Part of my responsibility involves arranging for the transportation and negotiating contracts for rail service. I have been in the cement business for 27 years.

Calaveras Cement is a large cement manufacturer with cement production facilities located in Grayrocks (Redding Station), California on the SP, and the second in Monolith (Tehachapi Station), California, serviced by the SP and BN-SF. We receive inbound rail shipments of crude gypsum and coal to these production facilities, and make outbound rail shipments of cement. We have distribution terminals in California at Stockton, French Camp, and Alvarado (Union City Station), and at Sparks, Nevada. Calaveras Cement maintains a private fleet of 140 cars and also uses railroad-owned, covered hopper equipment. In 1994, we shipped 6,688 carloads on the Southern Pacific.

Calaveras Cement supports the merger between UP and SP. We hope that the combination of these two systems will provide substantial and tangible benefits to major rail shippers. One obvious benefit is the ability to use more efficient routes for rail movements. A more efficient system will provide shorter transit times and improved carload service, as well as lower rates. This should allow us to achieve additional economies in our operations which, in addition to lower rates, should make us more competitive. In addition, as a SP shipper, we will gain single line access to a wide array of UP served destinations in California, allowing us to expand our markets.

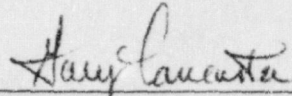
We also support the merger because it should permit better use of our privately owned fleet of railcars, and better supply and utilization of the railroad-owned equipment. The merged system will be able to reposition equipment more effectively in major

California markets. It is our understanding that the settlement agreement with BN-SF gave UP-SP trackage rights that will assist in equipment relocation and utilization. More efficient routes, and faster, integrated operations should effectively increase the size of our privately owned fleet.

Finally, as a major SP shipper, we support the merger because the united UP-SP will have the financial wherewithal to upgrade SP's existing facilities and improve its infrastructure, which will further benefit shippers. In addition, with the recent BN-SF merger, we were concerned about the long-term viability of SP. The merger will create a system that should be able to compete effectively and fairly with BN-SF, and thus have the resources to improve service and operations. We are in favor of the merger because it helps assure that we will continue to enjoy quality rail service in the long-term. Since rail service is an important link in our operations, both in obtaining raw materials and as a part of our distribution network, the continued ability of SP to compete is of critical importance to us.

For the above reasons, we urge that the Commission approve the merger between UP and SP. We are confident that it will confer tangible benefits upon major rail users such as Calaveras Cement.

I, Gary Lancaster, declare under penalty of perjury that the foregoing are true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on OCTOBER 23, 1995.

  
\_\_\_\_\_  
Gary Lancaster



# CALCASIEU STEEL & PIPE, INC.

1225 NORTH FIRST AVENUE  
P. O. BOX 325 • PHONE 433-8501 or 439-8371  
LAKE CHARLES, LOUISIANA 70602

10/26/95

My name is Scott Rose. I am the general manager of Calcasieu Steel & Pipe, Inc. My company is located at 1225 North First Avenue, Lake Charles, LA. 70601. I have been involved in the scrap metal business for the past 17 years. As general manager, I am responsible for overseeing the operational functions at my company.

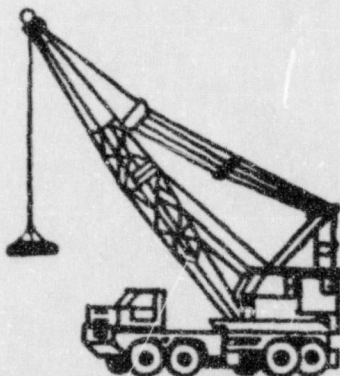
Calcasieu Steel & Pipe, Inc. is involved in the business of processing scrap metal. We currently ship scrap metal from Louisiana to Nucor Steel Company in Jewett, Texas, and to Structural Metals in Seguin, Texas, and also to North Star Steel located in Beaumont, Texas.

We are aware that Union Pacific and Southern Pacific intend to merge. We support such a merger.

One important benefit of this merger to our company will be new single line service from Louisiana to Jewett, Texas, for our customer, Nucor Steel. As a result of this, we expect to see an increase in service reliability with a decrease in transit times for these shipments.

We currently have a problem receiving gondola cars from Southern Pacific. This has hurt our business in Seguin, Texas, with our customer, Structural Metals, as we have not been able to make timely shipments. We have been able to receive some cars from the UP system, but that requires the extra time and expense of an additional switch. With the merger, the combination of the UP and SP car fleets should alleviate our car shortage problem. In addition, the decrease in transit times that will result from improvements in service as well as a corresponding decrease in turn-around times should help to increase the utilization rates for rail cars. Effectively, this is the same as increasing the size of the fleet. With greater rail car availability, our shipments will be more timely and our customers will receive better service.

I urge the commission to approve this merger of Union Pacific and Southern Pacific railroads.



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SCRAP IRON • METALS • STEEL • PIPE • ROLL OFF BOXES FOR INDUSTRIAL ACCOUNTS

# CALCASIEU STEEL & PIPE, INC.

1225 NORTH FIRST AVENUE  
P. O. BOX 325 • PHONE 433-8501 or 439-8371  
LAKE CHARLES, LOUISIANA 70602

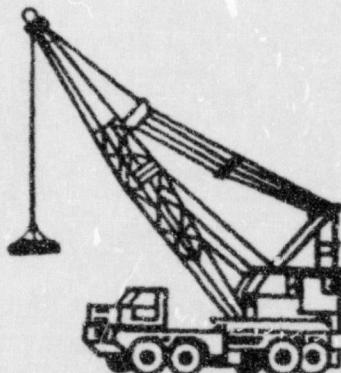
Page 2 of 2  
Oct. 26, 1995

I, Scott Rose, 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 31, 1995.



Scott Rose



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SCRAP IRON • METALS • STEEL • PIPE • ROLL OFF BOXES FOR INDUSTRIAL ACCOUNTS





# California Farm Bureau Federation

1601 Exposition Boulevard • Sacramento, CA 95815 • Telephone (916) 924-4000

October 30, 1995

The Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Ave, N.W.  
Room 2215  
Washington, D.C. 20423

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

Dear Secretary Williams:

It is my understanding that the Interstate Commerce Commission will soon be considering the proposed merger of the Union Pacific Railroad and the Southern Pacific Railroad. I am writing this letter to express the comments of the California Farm Bureau Federation in support of the proposed merger.

The California Farm Bureau Federation is the state's largest farm organization representing nearly 75,000 families in 56 counties.

Farm Bureau exists, as an independent, non-governmental, voluntary organization, for the purpose of improving the ability of individuals engaging in production agriculture to utilize California resources to produce food and fiber in the most profitable, efficient, and responsible manner possible. As a result, our members have a keen interest in rail transportation. Railroads haul fresh produce bound for distant markets, grain bound for export, feed grain for California livestock producers, canned, bottled and processed foods, and fertilizer and other inputs needed in modern agriculture.

We believe the proposed merger of the Union Pacific and Southern Pacific railroads will benefit California Farm Bureau members in a number of ways, including improved service, better access to markets and suppliers, better equipment supply, more efficient rail operations, maintenance and expansion of rail competition, and the preservation of quality rail service in California.

## **Better Service**

The UP/SP merger should give the railroads the ability to provide faster and more reliable service to shippers, with better coordination of facilities and improved routes. The merged UP/SP plans to provide the first truck-competitive single-carrier rail service ever between the Seattle/Tacoma area and both southern and northern California. The

combined UP/SP also has plans to build a new Inland Empire facility in southern California to handle intermodal business. These service improvements should provide benefits to California agricultural producers who rely on railroads to move their fresh produce to distant markets. Shippers who move canned and processed goods across the country should also see improved service - greater speed, reliability and frequency of schedules - because of mileage savings, more moderate grades, and better efficiencies.

### **Better Access to Markets and Suppliers**

Where the merger will result in the ability to move the freight via a single railroad from origin to destination instead of being interchanged between railroads, California shippers and receivers should enjoy improved access to markets and suppliers. For California businesses, that would include:

Products which can move across the SP's southern corridor between California and the Gulf Coast region which now originate or terminate on the UP, which could improve California producers' access to population centers in Texas and Louisiana;

Movements between SP points in California and UP points in the Intermountain area (Idaho, Wyoming, Washington and Oregon), which could improve California producers' access to growing markets in that region; and

Grain moving from UP origins in the Upper Midwest and Great Plains to SP points in California, which should improve access by San Joaquin and Imperial Valley livestock feeders to their grain suppliers.

### **Equipment Supply**

Equipment supply is critical for agricultural producers, whether they are trying to move perishables to market, shipping their products bound for export, or bringing in food for livestock. The UP/SP merger should improve the equipment supply situation for customers of the two railroads. By improving their operating efficiencies and freeing up rail line capacity, the merged railroads should be able to reduce the turnaround time they get on equipment owned by the railroads. Perhaps even more important, given the number of shipper-owned rail cars used in agriculture, those same efficiency and capacity improvements should help private car owners improve the turnaround time on their equipment.



The merger should bring with it other opportunities to improve equipment supply. The merged railroads would be able to take advantage of more varied backhaul opportunities. With UP operations in the northern and central part of the country, and SP operations in the central and southern part of the country, the merged railroads should be able to take advantage of differences in harvest times and shipping seasons to shift grain cars and refrigerated equipment to locations where they are most needed.

### **Efficient Rail Operation**

As in most mergers of this type, the merged railroads should be able to achieve substantial cost saving by reducing duplicative overhead cost, consolidating shops and other facilities, and using the best facilities and management systems of each railroad. Reductions in cost tend to put downward pressure on rates. The increase in efficiency and reduced costs should also justify increased investments by the UP/SP to expand capacity and further improve service.

### **Competition in the Rail Industry**

Whenever there is a proposal to reduce the number of railroads, there are competitive questions. In the case of this merger, we believe that the UP and SP have taken steps to ensure that head-to-head rail competition will be maintained and, in several instances, even made stronger as a result of the merger.

In the case of transcontinental freight moving to or from California, the merged UP/SP should be able to provide faster, more reliable service than either the SP or UP could alone. That should allow the UP/SP to be a stronger competitor with the Burlington Northern/Santa Fe railroads, which currently have a competitive edge in those markets. That strengthened head-to-head competition should benefit California shippers.

The UP/SP recently announced an agreement to provide BN/SF with access to all points that are now served by UP and SP alone, which ensures that all shippers that otherwise would lose two-railroad competition as a result of the merger will continue to be served by a second railroad. The BN/SF is certainly a strong, viable competitor that will provide real competition to the UP/SP at those "two-to-one" points. That agreement should ensure that competition will be preserved after the merger.

In some areas, rail competition will be greatly strengthened. The agreement between the UP/SP and the BN/SF would give the UP/SP tracking rights over the BN/SF between Bend and Chemult, Oregon, shortening UP/SP routes between California and Canada, Idaho, and eastern Washington. The agreement also would give the UP/SP authority to develop competitive rate and service proposals for freight to and from Vancouver and

The Honorable Vernon A. Williams  
October 30, 1995  
Page Four

other BN/SF points that are now north of the current UP/SP service area. The BN/SF, in turn, will obtain UP's line from Bieber to Keddie, California, giving the BN/SF a single-line route between California and the Pacific Northwest and Canada.

Thus, in the important north-south corridor from the Pacific Northwest through California, the UP/SP merger and BN/SF agreement will strengthen competition by giving both rail systems the ability to offer improved routes and service.

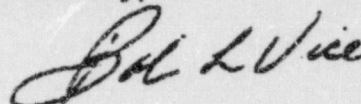
### **Ensuring Quality Rail Service**

SP has the broadcast coverage of rail shippers in California, and most of SP's California customers are served exclusively by SP. In recent years, SP customers have had to deal with service problems and uncertainties due to the SP's finances. SP management itself has questioned the long-term viability of the railroad, standing alone, in the wake of the approval of the BN/SF merger earlier this year. The merger of the SP with the financially strong UP should provide SP shippers the assurance of top-quality service with a financially strong railroad well into the future. California agricultural shippers would have the benefit of dealing with a railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continue to improve its operations.

### **Summary**

California agriculture shippers depend heavily upon railroads to move goods to market and to supply vital production inputs. The proposed UP/SP merger should benefit California Farm Bureau members through improved service, better access to markets and suppliers, improved equipment supply, more efficient rail operations, maintenance and in some instances expansion of rail competition, and the preservation of quality rail service in California. We urge the Interstate Commerce Commission to act expeditiously to approve the merger as proposed.

Sincerely,



BOB L. VICE  
President



### VERIFICATION OF MAILING

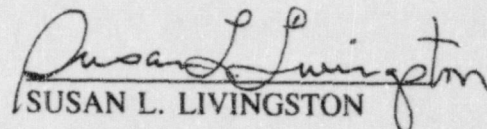
I Susan L. Livingston, declare as follows:

I am employed with the California Farm Bureau Federation whose business address is in Sacramento County, at 1601 Exposition Boulevard, Sacramento, California 95815. I am the secretary to Bob L. Vice who signed the original of the attached letter.

On October 30, 1995, I mailed the original of the attached letter to The Honorable Vernon A. Williams, Secretary of the Interstate Commerce Commission, by placing it in an envelope addressed as shown on the letter and, following ordinary business practice, sealing and placing such envelope for collection, franking and mailing with the United States Postal Service at the offices of CalFarm Insurance Company, located at 1601 Exposition Boulevard, Sacramento, California.

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

Executed on November 8, 1995, at Sacramento, California.

  
SUSAN L. LIVINGSTON

State of CALIFORNIA  
County of SACRAMENTO

On Nov. 8, 1995 before me, Nancy M. Bogart  
(DATE) (NAME/TITLE OF OFFICER - i.e. "JANE DOE, NOTARY PUBLIC")  
personally appeared Susan L. Livingston  
(NAME(S) OF SIGNER(S))

☒ personally known to me -OR- ☐

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



(SEAL)

Witness my hand and official seal.

Nancy M. Bogart  
(SIGNATURE OF NOTARY)

#### ATTENTION NOTARY

The information requested below and in the column to the right is **OPTIONAL**. Recording of this document is not required by law and is also optional. It could, however, prevent fraudulent attachment of this certificate to any unauthorized document.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Title or Type of Document Verification of Mailing  
Number of Pages 1 Date of Document 11/8/95  
Signer(s) Other Than Named Above Nancy M. Bogart

RIGHT THUMBPRINT (Optional)

TOP OF THUMB HERE

CAPACITY CLAIMED BY SIGNER(S)  
☐ INDIVIDUAL(S)  
☐ CORPORATE

OFFICER(S) \_\_\_\_\_ (TITLE)  
☐ PARTNER(S) ☐ LIMITED ☐ GENERAL  
☐ ATTORNEY IN FACT  
☐ TRUSTEE(S)  
☐ GUARDIAN/CONSERVATOR  
☐ OTHER: \_\_\_\_\_

SIGNER IS REPRESENTING:  
(Name of Person(s) or Entity(ies))  
\_\_\_\_\_  
\_\_\_\_\_

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CAPACITY CLAIMED BY SIGNER(S)  
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☐ CORPORATE

OFFICER(S) \_\_\_\_\_ (TITLE)  
☐ PARTNER(S) ☐ LIMITED ☐ GENERAL  
☐ ATTORNEY IN FACT  
☐ TRUSTEE(S)  
☐ GUARDIAN/CONSERVATOR  
☐ OTHER: \_\_\_\_\_

SIGNER IS REPRESENTING:  
(Name of Person(s) or Entity(ies))  
\_\_\_\_\_  
\_\_\_\_\_





## CALIFORNIA GRAPE & TREE FRUIT LEAGUE

1540 E. SHAW AVENUE, SUITE 120 • FRESNO, CA 93710-8000  
(209) 226-6331 • FAX (209) 222-8326

November 2, 1995

Mr. Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street & Constitution Ave. NW - Room 2215  
Washington, DC 20423

RE: Finance #32760 Union Pacific Corporation, et al.—Control and Merger—Southern Pacific Corporation, et al.

Dear Mr. Williams:

The California Grape & Tree Fruit League, representing over 80 percent of the volume of the table grape and deciduous tree fruit industries in California, wishes to express its support for the proposed merger between the Union Pacific (UP) and Southern Pacific (SP) railroads.

At its quarterly meeting on October 26, 1995, the California Grape & Tree Fruit League's Board of Directors discussed the proposed merger between the UP and SP railroads and voted unanimously to support it.

The League believes this merger will improve rail service to the perishable produce industry within California's San Joaquin Valley, which presently is not being well served by Southern Pacific Railroad. The League believes the merger may prove beneficial for the following reasons:

- UP offers better perishable service in the areas in which it presently operates.
- UP has a large fleet of refrigerated cars, which are well maintained and may now be available for use in the San Joaquin Valley.
- There is currently only one intermodal ramp (piggyback), located in Fresno, that serves the San Joaquin Valley. Perhaps the merger would facilitate the reopening of the Bakersfield ramp to better serve the south San Joaquin Valley.

Mr. Vernon A. Williams, Secretary

Page 2

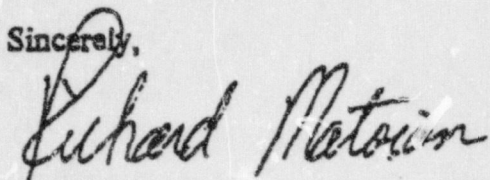
November 2, 1995

- Distances between California and certain key Mideast produce markets would be shortened, thereby reducing the overall service time to those markets.

Regarding possible lack of competition due to the merger, the proposed merger of UP and SP would serve areas that are presently being served by the Santa Fe railroad. Therefore, the League believes that competition would increase and that its members who grow and ship fresh produce would be the beneficiaries of that competition.

Thank you for consideration of these comments.

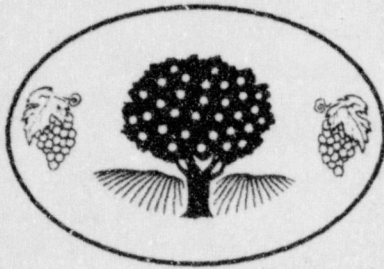
Sincerely,

A handwritten signature in cursive script that reads "Richard Matoian".

Richard Matoian  
President

RM/jh





## CALIFORNIA GRAPE & TREE FRUIT LEAGUE

1540 E. SHAW AVENUE, SUITE 120 • FRESNO, CA 93710-8000  
(209) 226-6330 • FAX (209) 222-8326

### VERIFICATION

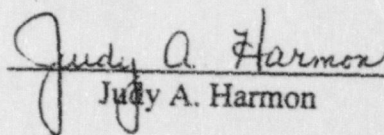
I, Judy A. Harmon, declare as follows:

I am employed with the California Grape & Tree Fruit League, whose business address is 1540 East Shaw Avenue, Suite 120, Fresno, California 93710-8000. I am the administrative assistant to Richard Matoian, who signed the original of the attached letter.

On November 2, 1995, I mailed the original of the attached letter to Mr. Vernon A. Williams, Secretary, Interstate Commerce Commission, 12th Street & Constitution Ave., NW, Suite 2215, Washington, DC 20423, by placing it in an envelope addressed as shown on the letter and, following ordinary business practice, sealing and placing such envelope for collection, franking and mailing with the United States Postal Service at the offices of the California Grape & Tree Fruit League, located at 1540 East Shaw Avenue, Suite 120, Fresno, California 93710-8000.

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

Executed on November 10, 1995, at Fresno, California.

  
Judy A. Harmon

**VERIFIED STATEMENT**  
**OF**  
**THOMAS P. LYNARD**  
**on behalf of**  
**CALIFORNIA PORTLAND CEMENT CO.**

My name is Thomas P. Lynard, Director of Purchasing, 2025 E. Financial Way, Glendora, CA 91741. My responsibilities include purchasing and scheduling fuel namely coal, petcoke, oil and natural gas, and raw materials such as gypsum, silica, iron ore, alumina and lime. I have held this position for 14 years and prior to that, I held a similar position at Riverside Cement Company for 13 years.

California Portland Cement Co. has been manufacturing cement for 104 years in California and 45 years in Arizona. We have three (3) cement plants and are currently being served by the Southern Pacific.

We currently ship 200,000 tons of coal originating at Scofield, Utah with destinations at Mojave, California and Colton, California. The present route is SP (Utah) West to Roseville, California to the respective California plants.

This traffic consists of 24 unit trains of 84 cars and \$4.5 million in railroad revenue annually.

As a shipper dependent on SP service, we welcome the merger of Union Pacific and Southern Pacific as a means of ensuring top-quality rail service from a financially sound carrier with single-line access to numerous points.

We believe that the new single-line route of the (UP/SP) between Scofield, Utah directly South through Las Vegas, Nevada and into Mojave and Colton, California would benefit us as the customer and the UP/SP because it presents an opportunity to improve service and reduce costs and lower rates.

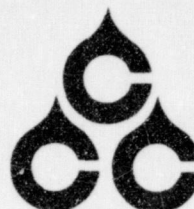
We believe that the proposed merger will provide significant benefits to California Portland Cement Co. and our company supports the application.

I, Thomas P. Lynard, 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 8, 1995  
Thomas P. Lynard  
(Signature)





Registered to ISO 9002

TELEPHONE: (416) 449-7750  
FACSIMILE:  
GENERAL: (416) 449-9039  
ORDER DESK: (416) 449-6259

## VERIFIED STATEMENT

of

**Philip James More**

on behalf of

**Canada Colors and Chemicals Limited**

My name is Philip James More. I am the National Transportation Manager with Canada Colors and Chemicals Limited. I have the accountability for all transportation movements within the organization. I have held this position with Canada Colors for over 10 years.

Canada Colors and Chemicals Limited is the largest independent chemicals and plastics distributor in Canada. It comprises three business units, has been in business for 75 years and is fully national in scope. We have distribution centres in Toronto, Montreal and Vancouver, with satellite facilities in Halifax, Windsor, Elmira, Colborne, Winnipeg, Calgary and Edmonton, all being located in Canada.

Canada Colors imports products from around the world. A significant portion of import shipments are transported by covered hopper railcar movements from the U.S.

We actively represent more than 125 suppliers from around the world, and stock more than 2,000 products. These have culminated from the chemical distribution, plastics and sulphuric acid and oleum manufacturing.

Canada Colors and Chemicals Limited supports the UP / SP merger in that it will strengthen rail competition throughout the western U.S. It will be a worthy competitor to the new BN / Santa Fe system. Without a UP / SP merger, the BN / Santa Fe system will be nearly twice the size.

As a receiver of carloads originating on the UP system, we see 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.

It is imperative that the UP / SP service time and reliability in the western U.S. is equal to the BN / Santa Fe system; and, since the Santa Fe has strengthened its service ability, it becomes necessary to permit both the UP and the SP to do like-wise.

The UP today is financially strong, but lacks efficient routes to many markets. The SP has many excellent routes but lacks the volume and capital to take advantage of its opportunities. The merged system will be able to apply capital dollars where they will accomplish the most. Stronger competition is seen as the desired result.

The UP and the SP overlap at some points but are end-to-end at many others. Where UP and SP are the only rail competitors, the UP and SP have agreed to conditions that maintain the competition by giving another railroad access.



Responsible Care:  
A Total Commitment®

With the approval of the application, the UP and the SP will be able to combine the strengths of their rail systems. As well as improved service, there will be entirely new services to be offered as a result.

The UP / SP merger will provide for increased reposition efficiencies for both cars and locomotives. The difference in peak seasons for the two railroads plus effective use of triangulation and backhaul moves will also improve equipment supply. There are also anticipated increases for storage in-transit opportunities for chemicals.

Canada Colors and Chemicals Limited believe that the proposed UP / SP merger will provide significant benefits to ourselves, and shippers generally. We support the application.

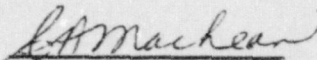
I, Philip James More, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on October 12, 1995.

Toronto, Ontario, Canada

The UP / SP merger case is Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company – control and Merger – Southern Pacific Railroad Corporation, Southern Pacific Transportation Company, et al.



P.J. More  
National Transportation Manager



C.A. Maclean  
Treasurer and Controller





The Carbide/Graphite Group, Inc.

P.O. Box 3727 • Louisville, KY 40201-3727 • (502) 423-4400

**Verified Statement  
of  
Paul Thacker  
on behalf of  
The Carbide/Graphite Group, Inc.**

My name is Paul Thacker, and I am the manager of plant distribution for The Carbide/Graphite Group, Inc. (C/G). My company's address is P. O. Box 3727, Louisville, Kentucky, 40201-3727. I have been with C/G as the manager of plant distribution for the past 36 years. I am responsible for the transportation of inbound and outbound shipments as well as the distribution and storage of products.

C/G produces calcium carbide for the acetylene market and the steel industry. We have a plant located in Louisville, Kentucky and another plant located in Calvert City, Kentucky. Both plants import raw material and export calcium carbide to various destinations in the California and Oregon markets.

My company is aware of and supports the proposed merger between the Union Pacific and Southern Pacific railroads.

The combination of the UP and SP systems will result in significant improvements in the routes available for our shipments to California and Oregon. These new routes offer significant mileage savings which will result in improved transit times for our shipments.

Currently we have experienced many delays in our service from the Southern Pacific. We are aware that many of their terminals such as the one at West Colton in California suffer from congestion resulting in substantial delays in deliveries. Union Pacific will devote its resources to improving the congestion and other problems associated with the terminals. As the delays at terminals are corrected, this will result in improved transit times.

An important concern to our company is the safety of our rail service. As a result of the improvements at various terminals, there will be a reduction in intermediate handling which will result in fewer chances for loss, damage or accidents to occur. In addition, Union Pacific brings with it to the merged system a safety record which is a substantial improvement over the SP system. Union Pacific is a leader in the rail industry in its safety programs and is very innovative in its solution to various safety issues. There is a substantial emphasis by management at the executive level on safety issues at Union

Verified Statement of Paul Thacker  
Page Two

Pacific.

Our company makes use of a fleet of private rail cars for our shipments. As a result of this, it is of extreme importance that we receive better transit times and reliable cycle time for our cars. We believe that as a result of the merger we will see significant enhancements in transit times and quicker car turnaround time. These improvements will allow us to better utilize our car fleet and manage our overall business.

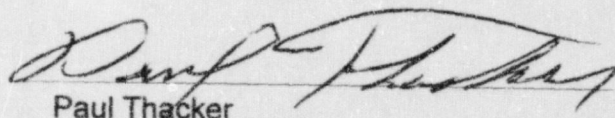
As a result of the BN/Santa Fe merger, we have been concerned about the continue viability of the Southern Pacific as a competitive carrier. With the merger, Union Pacific will bring its substantial resources to the newly merged company, assuring that the UP/SP will be a financially viable competitor to the newly merged BH/Santa Fe. This strong competitive environment will lead to aggressive pricing by both railroads for rail business throughout the Western United States. We believe our shipping rates will improve as a result of this competition, and we will enjoy better service as well.

For these various reasons, our company enthusiastically supports the merger of the Union Pacific and Southern Pacific.

I, Paul Thacker, 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

*November 6, 1995*

  
Paul Thacker





VERIFIED STATEMENT  
OF  
CARLOS TAMEZ  
on behalf of  
CARPLASTIC, S.A. DE C.V.

I, Carlos Tamez am the Manager of Traffic and Customs for Carplastic S.A. de C.V. which is located at Carretera Apodaca-Villa de Juarez Km. 1.8, Apodaca, Nuevo Leon. I have served in this capacity at Carplastic for 12 years.

Carplastic is a company dedicated to the manufacture and assembly of plastic automotive products. We import polypropylene from Northern California via the Santa Fe to Houston, Tx. and then interchange to the Union Pacific for crossing at the Laredo, Tx gateway. We also import plastic from Parkersburg, Virginia and Evansville, Indiana moving this traffic via truck.

We export our finished products to Ford assembly plants located in Talbotville Ontario, Canada, Chicago, Il., Lorain, Oh., Forest Park, Ga., Jacksonville, Fl., Norfolk, Va. and Claycomo, Mo. We utilize both boxcar and intermodal options in the export of our products.

As a shipper dependent on meeting our customers just-in-time inventory needs, we welcome this merger as a means of ensuring that we receive faster and more reliable service on both our boxcar and intermodal traffic. There are many potential benefits to a merged UP/SP system in general, however, several areas which are of particular interest to use are:

Parallel UP/SP trackage in the Chicago-Laredo corridor would allow for more efficient routes enabling us to better meet our customers need times and reducing the risks of causing plant shut downs.

The combined volume of automotive traffic handled by both the UP and SP would justify the implementation of an enhanced automotive system offering more service options such as a network of dedicated automotive trains and more frequent train schedules. Improved equipment utilization would be the result of such a system and would make scarce equipment such as, 86 foot, high-cube, box cars more readily available.

A direct single-line move and additional crossing points along the U.S.-Mexico border would provide us a much shorter options four our polypropylene shipments from California and would provide us more crossing options to bypass congested gateways. This would reduce our inventory in transit and allow us better equipment utilization.

We view a combined UP/SP intermodal network as one which will permit greater service frequency at Laredo and Chicago ramps of pure run-through automotive trains, and increase the ability for pre-blocking. This would result in faster transit times for our intermodal shipments.

Carr. Apodaca V. Juarez Km. 1.8  
Apodaca, N.L.  
Mexico  
Tel: 69-22-00

Correo en Mexico:  
Apdo. Postal 3148  
Monterrey, N.L. 64000  
Telefax 69-22-75

Mailing Address in U.S.:  
P.O. Box 1216  
Laredo, Tex. 78040  
Telefax: 512-722-7795

# *Carplastig*

We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We believe that the proposed merger would be in our company's best interests as well as the interests of other shippers. We therefore fully support the UP/SP application.

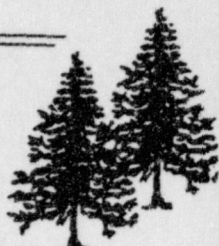
I, Carlos Tamez, Manager of Traffic and Customs, declare under penalty of perjury that the foregoing is correct. Further, I certify that I am qualified and authorized to file this verified statement executed on September 15, 1995.



Carlos Tamez  
Manager Traffic & Customs



# Cascade Mountain Resources Inc.



P.O. Box 9 • Wellington, UT 84542

Laurel, MT (406) 628-2233

(801)637-4633

Fax (801)637-8671

## Verified Statement of Jeffrey E. Behounek On behalf of Cascade Mountain Resources

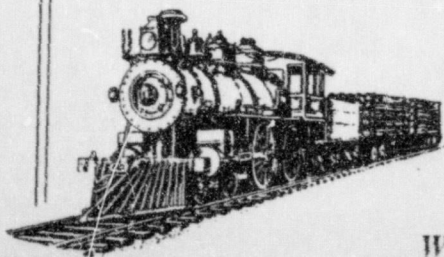
October 2, 1995

I am responsible for all rail transportation for Cascade Mountain Resources. I am responsible for ordering, and billing of cars along with the negotiations of contracts. I have held this position for two years. Prior to this I worked for the Burlington Northern Railroad as a transportation analyst.

Cascade Mountain Resources is a Forest Products Company. We are currently shipping saw logs out of our Utah plant site. Within a month we will start shipping wood chip cars to the coast and within the year we will be shipping lumber cars out of Utah. By this time next year we will be shipping 200 to 250 cars per month of various products out of Utah.

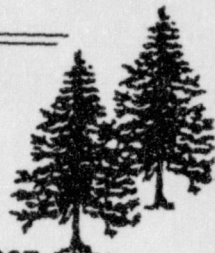
We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition, especially in view of the BN/ATSF merger. We believe that this merger will increase our woods marketability. This should also improve our service as well as increasing our equipment availability.

Jeffrey E. Behounek  
Traffic Manager



Timber Management & Log Purchases  
Woodchip & Lumber Manufacturing • Timber & Land Investments

# Cascade Mountain Resources Inc.



P.O. Box 9 • Wellington, UT 84542

Laurel, MT (406) 628-2233

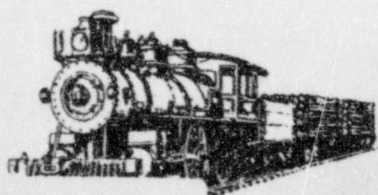
(801)637-4633

Fax (801)637-8671

I Jeffrey E. Behounek, 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 October 2, 1995

*Jeffrey E. Behounek*  
*10/3/95*







300 Ward Road • Midlothian, Texas 76065-9651 • (214) 775-8241

October 16, 1995

Verified Statement of  
Richard T. Jaffre  
on behalf of  
Chaparral Steel Company

My name is Richard T. Jaffre and I am Vice President, Raw Materials & Transportation for Chaparral Steel Company. I have been employed by Chaparral for twenty one years and have been responsible for rail and truck transportation of inbound and outbound materials and products since 1993.

Chaparral is a producer of structural steel for the construction industry, and engineering steels for a wide variety of forging applications. At its single plant site at Ward Spur, Texas, Chaparral produces its products by recycling over 1.6 million tons of iron and steel scrap annually. Transportation costs for inbound raw material and products outbound total over \$ 70 million annually. Rail accounts for one third of transportation movement both inbound and outbound; truck accounts for the balance.

At this time, neither the SP or UP serves Chaparral's plant site directly (Chaparral is presently directly served by the BN / ATSF). Nevertheless, just over twenty percent of Chaparral's outbound rail shipments are forwarded from the SP's transloading facility located in Midlothian, about four miles from our plant site. Chaparral anticipates that it will benefit from the proposed Union Pacific / Southern Pacific merger through increased single-line access to customers throughout the UP coverage area, via the SP transloading facility in Midlothian. The proposed merger should also result in improved availability and utilization of equipment, thereby improving the financial viability of the SP.

Finally, the recent agreement among the UP, SP, and BN / ATSF provides BN / ATSF with new service areas in Texas and Louisiana, including a direct route from Houston to New Orleans. This should result in freight cost savings due to additional single-line service circumstances, which should increase Chaparral's competitiveness and create market opportunities.

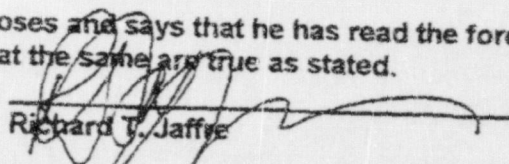
In summary, we believe the proposed merger would benefit shippers and receivers for reasons which include those discussed above, and Chaparral Steel Company therefore supports the proposed merger application.

STATE OF Texas

VERIFICATION

COUNTY OF Ellis

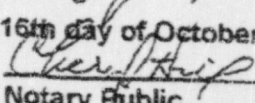
Richard T. Jaffre, being duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

  
Richard T. Jaffre

Subscribed and sworn to before me this 16th day of October, 1995



CHERYL HIX  
MY COMMISSION EXPIRES  
JUNE 28, 1997

  
Notary Public



## Chemical Leaman Tank Lines, Inc.

102 Pickering Way, Exton, PA 19341-0200 • 610-363-4200

VERIFIED STATEMENT  
of  
J. STEPHEN HAMILTON  
on behalf of  
CHEMICAL LEAMAN TANK LINES, INC.

My name is J. Stephen Hamilton and I am Vice President of Sales and Marketing for Chemical Leaman Tank Lines, Inc. (Chemical Leaman), 102 Pickering Way, Exton, Pennsylvania 19341. I am writing in support of the proposed merger of Union Pacific Railroad and Southern Pacific Railroad, currently before the Interstate Commerce Commission in Finance Docket No. 32760 (Union Pacific Railroad, et al. -- Control and Merger -- Southern Pacific Rail Corp., et al.).

I have worked for Chemical Leaman for five years and have been Vice President of Sales and Marketing for two and one-half years. I am responsible for the sales and marketing of our transportation services, including our Intermodal Services. Previously, I was Chemical Leaman's Vice President of National Accounts. Before joining Chemical Leaman, I worked for 16 years at PQ Corporation, a medium-sized chemical company based in Valley Forge, Pennsylvania. I held a variety of positions at PQ, with my last position being National Sales Manager.

Chemical Leaman is the largest bulk motor carrier in the United States, with a 1994 revenue of \$240 million. We serve 48 states, Canada, Mexico and Puerto Rico. We specialize in transporting liquid and dry bulk chemicals, both hazardous and non-hazardous, and we offer environmental and cleaning services. We are headquartered in Exton, but operate through 71 national terminals concentrated in the Northeast, the Midwest, and the Gulf Coast. As an intermodal carrier, we utilize various major railroads including Union Pacific, Southern Pacific, and Burlington Northern/Santa Fe. Additionally, Chemical Leaman markets Union Pacific's BulkTainer® intermodal service. In 1994, our intermodal load count totaled 1,025 moves, again in the United States, Canada, Mexico and Puerto Rico. The greatest origin of our shipments is the Gulf Coast, and major destinations are the Northeast, the Midwest, California, and the Pacific Northwest. Additional significant movements are from the Northeast to the Midwest and West, and from the Midwest to the Northeast and the West.

The Union Pacific/Southern Pacific merger will benefit Chemical Leaman, and it will result in shorter and faster routes between many destinations, more efficient allocation of equipment, and smoother movement of rail traffic across the Mexican border. It will also improve the level of competition in the railroad industry. As an intermodal shipper, Chemical Leaman will benefit greatly from new single-line service and the shorter routes that the merger will correct. Overall, the creation of single-line service among locations served by Union Pacific/Southern Pacific will create additional intermodal possibilities for us. The merger will also establish several shorter single-line routes. For example, new single-line service from Houston to Denver through Dallas and Amarillo will affect significantly faster service to the Gulf to Union Pacific and Southern Pacific destinations in the West and Pacific Northwest, and to Union Pacific's Canadian gateways. This single-line service benefits all intermodal shippers as it eliminates the cost and delays of interchange. It is of particular importance to Chemical Leaman

*Continuous Improvement Drives Our Success*



because the shorter transit time and reduced handling of chemical shipments enhance the safety of transporting hazardous materials.

Combining Union Pacific and Southern Pacific's routes could lead to shorter routes and alternate routes to many destinations where single-line service already exists. These new routes also will result in shorter and alternate routes, faster transit times due to mileage savings, less congestion, cost savings and improved safety.

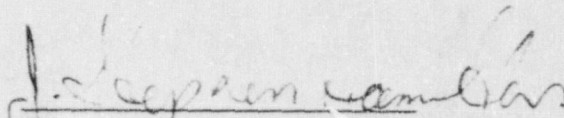
We expect that capital investments (such as improvements of rail lines between Dallas and Los Angeles) and terminal improvements will lead to faster service. Southern Pacific's adoption of Union Pacific's well regarded border crossing procedures should optimize Mexican border traffic. Additionally the improved ability to pre-block trains, allowing them to avoid terminal congestion, should enhance service. Equipment availability should also increase, as the merger will permit the railroads to reposition their combined fleet and take advantage of triangulation and backhaul opportunities.

A critical aspect of this merge is that it should affect improved competition in the rail industry. Burlington Northern-Sante Fe offers a selection of routes and economies of scale far greater than any other railroad, but Union Pacific/Southern Pacific merger would offer a strong competitive alternative. We have experienced inconsistent delivery schedules on routes between Houston and the West Coast and Pacific Northwest with Southern Pacific. The merger with Union Pacific should resolve this problem, as well.

Additionally, the terms of a recent agreement following the merger grants Union Pacific/Southern Pacific and Burlington Northern-Sante Fe trackage rights to ensure continued service via two railroads to all points currently served by only Union Pacific and Southern Pacific. Among the rights Burlington Northern-Santa Fe will gain are along the Central corridor from Denver to the San Francisco Bay area, from Houston to Memphis, and along the gulf Coast from Brownsville through Louisiana. By guaranteeing the presence of two strong railroads along these major routes, competition will improve.

In summary, considering the benefits this merger will create, I strongly urge that you quickly approve it.

I, J. Stephen Hamilton, 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 October 17, 1995.

  
J. Stephen Hamilton

## **Cinco Industries Inc.**

11601 Katy Frwy. Suite 103  
Houston, Texas 77079  
(713) 558-6666  
Fax: (713) 558-7545

**Verified Statement  
of  
Homer Villarreal  
on behalf of  
Cinco Industries Inc.**

My name is Homer Villarreal, and I am the president of Cinco Industries Inc. My company's address is 11601 Katy Frwy., Suite 103, Houston, Texas 77079. I am currently involved in overseeing the purchasing and marketing functions of my company. Cinco Industries is involved in purchasing raw materials such as scrap iron and rail for foundries in Monterrey and Guadalajara Mexico. We typically purchase these materials in California, Arizona, and Texas, and ship to Mexico via Southern Pacific over Eagle Pass, TX.

I am aware that Union Pacific and Southern Pacific have requested authority to merge. I support such merger.

As a result of this merger, we will now have single-line service available to the Mexican gateway of Laredo. This will help our company tremendously. We currently off-load our material at Eagle Pass onto truck for shipment to Monterrey. By using Laredo, off loading can be done quicker and cheaper. Not only is infrastructure at Laredo better for our off loadings, but there are more truck companies competing from that gateway, resulting in faster and more competitive service. Laredo would let us utilize Union Pacific's "Despacho Previa" service to more efficiently schedule our Mexican shipments.

We also anticipate improvements for our shipments from California and Arizona that utilize the West Colton to El Paso line of the Southern Pacific. That line is in need of repair and consequently has contributed to long transit times. Southern Pacific simply has not had the financial resources necessary to commit to improving this line. With the merger, Union Pacific will bring with it substantial financial resources allowing the railroad to make needed improvements on this line to help reduce transit times and increase reliability.

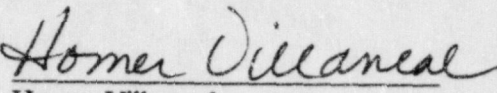
Finally, we expect the proposed merger to help remedy our consistent equipment problems with Southern Pacific. Specifically, the combination of UP's and SP's car fleets should help to make more gondola cars available for our shipments. Service improvements resulting from new single line service and improvements in lines, yards, and terminals should also help to reduce car turn-around times and make more equipment available.



We strongly support the merger of Union Pacific and Southern Pacific railroads, and we urge the Commission to approve the merger.

I, Homer Villarreal, 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 November 6, 1995.

  
Homer Villarreal

VERIFIED STATEMENT  
of  
STEVEN C. CHILDERS  
on behalf of  
THE CLOROX COMPANY

I am Steven C. Childers and I am the Regional Transportation Manager for The Clorox Company. My address is 1221 Broadway, Oakland, California 94612. My telephone number is (510) 271-7586. My fax number is (510) 271-7719. I am responsible for all inbound, outbound, and intermodal shipments for Clorox. I have twelve years of experience in the transportation industry, including positions as Manager Distribution Analysis; Division Planning; Area and Region Transportation Manager. I received Bachelor of Science and Masters degrees in Forest Economics from Oregon State University, and a Masters in Business Administration from the University of Minnesota.

Clorox is a well-known manufacturer of household consumer products, including such things as chlorine and color-safe bleaches, household cleaning products, cat litters, salad dressing, and charcoal briquets. Clorox has rail served facilities at the following locations: Fairfield, CA (SP); Los Angeles, CA (UP open); Stockton, CA (STE); Chicago, IL (IC); Houston, TX (SP open); Atlanta, GA (NS); Cleveland, OH (CR); Aberdeen, MD (CR); Ochlockne, GA (CSXT); Dyersburg, TN (IC); and Jackson, MS (IC). We move the following annual volumes between our own factories as follows:

Cat Litter ex: Ochlockne, GA, to:

Los Angeles, CA	150 carloads
Stockton, CA	200 carloads
Houston, TX	150 carloads

Dry Bleach ex: Dyersburg, TN, to:

Stockton, CA	200 carloads
Los Angeles, CA	150 carloads

Cleaning Products ex: Cleveland, OH, to:

Stockton, CA	70 carloads
Los Angeles, CA	50 carloads



Soda Ash ex: Green River, WY, to:

Dyersburg, TN	400 carloads
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Clay ex: WY, to:

Salt Lake City, UT	200 carloads
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In addition, Clorox moves substantial volumes of traffic from an outside supplier in Tacoma, Washington, to our Fairfield facility (UP - Portland - SP) and to our Los Angeles facility (UP single line via a circuitous route).

We strongly support the merger between UP and SP. Some of the benefits we expect to enjoy are new single line service capabilities from Tacoma, Washington, to our Fairfield, California facility, and a much more efficient route from Tacoma to our Los Angeles facility using new single line service over the I-5 corridor. Our chlorine shipments from Tacoma to California originate on UP and we must be interchanged to SP in the congested Portland area. The combination of UP and SP means that we will be able to use UP/SP single line service for this movement. Likewise, by switching from UP's circuitous routing to a new efficient combined UP-SP route from Tacoma directly down the I-5 corridor, we will enjoy much faster and more reliable shipments to our Los Angeles facility. Because these shipments will be more direct, use a single carrier, and benefit from potential improvements UP could fund at SP's Roseville and Eugene yards, we should have significantly reduced transit times and more reliable service.

We also expect the combined UP/SP system to provide better intermodal service. We understand that UP/SP plans to improve, or construct new intermodal terminals at several key points such as San Bernardino/Colton, Kansas City, Memphis and St. Louis. The combined UP/SP system will have intermodal volumes that will allow for greater service frequency at many locations, and increased ability for pre-blocking and pure run-through trains. We also understand the combined UP-SP would separate more intermodal traffic from slower manifest traffic. Clorox looks forward to increased reliability and dependability for intermodal service. Clorox discontinued intermodal shipments to El Paso because of poor service from SP. The combination of UP

with SP may result in improvements to service over this line, which would make it feasible for Clorox to resume these intermodal shipments.

The combined UP/SP system will also be able to provide better service for our transcontinental shipments. For example, for our shipments of cat litter from Georgia to the West Coast, UP/SP will have a shorter, more direct route on the Southern Tier, which will benefit from improvements to the El Paso-Colton line. For shipments of dry bleach from Tennessee to Stockton, and of cleaning products from Ohio to Stockton, UP/SP will have a better route through the Central Corridor. In particular, the merger provides an opportunity for UP/SP to rationalize service through Ogden/Salt Lake City. The merger will also provide opportunities for UP/SP to combine and coordinate facilities at terminals in Memphis, St. Louis and Kansas City to eliminate delays, reduce transit times, and provide more reliable service.

Clorox supports the merger because it will create a single, financially viable system that is capable of providing reliable service. We have had many problems with SP service. Examples include poor service on the El Paso-Colton route mentioned above, to poor track maintenance into our Houston plant which has caused problems and derailments. Even though SP has been charging high rates, it has been unable to generate sufficient income to maintain high maintenance standards, and has not made needed improvements in track and equipment. UP is a financially strong company that focuses on increasing its market share by providing reliable service at a competitive price. The combination of SP's routes and UP's management philosophy and financial resources will result in a combined system that has the ability to provide quality service.

We support efforts to improve the quality of our rail service, and we believe that the combination of UP and SP will result in improved service. It will also offer new single line opportunities that should improve our business and make our shipping task easier. The merger will create a strong, integrated system capable of competing with BN/SF, and with other modes of transport, for our business, which will further assure lower rates and better service. We urge the ICC to approve the merger of UP and SP.



I, Steven C. Childers, 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 19, 1995.

Steven C. Childers  
Steven C. Childers

# CMC Steel Group



A Commercial Metals Company

November 7, 1995

## VERIFIED STATEMENT

OF

MONTY L. PARKER, SR.

on behalf of

CMC STEEL GROUP

### Steel Mills:

SMI - Texas  
Seguin, Texas

SMI Steel Inc.  
Birmingham, Alabama

SMI Steel - Arkansas  
Magnolia, Arkansas

SMI Steel South Carolina  
Cayce, South Carolina

Commercial Metals - Austin  
Austin, Texas

AMP Recycling  
Austin, Texas

CMC - Cayce  
Cayce, South Carolina

CMC - Lexington  
Lexington, South Carolina

CMC - North Augusta  
North Augusta, South Carolina

### Steel Fabrication:

Alamo Steel Company  
Waco, Texas

Capitol City Steel Co.  
Austin, Texas

Capitol Steel, Inc.  
Baton Rouge, Louisiana  
Slidell, Louisiana

CoMet Steel, Inc.  
Dallas, Texas

Houston Steel Service Co.  
Houston, Texas

Safety Railway Service  
Tulsa, Oklahoma  
Victoria, Texas

Safety Steel Service, Inc.  
Victoria, Texas  
Corpus Christi, Texas

Shepler's  
Austin, Texas  
Beaumont, Texas  
Conroe, Texas  
Houston, Texas  
San Antonio, Texas  
Waco, Texas

SMI Joist  
Hope, Arkansas

SMI - Miscellaneous Metals  
Cayce, South Carolina

SMI - Owen Joist  
Cayce, South Carolina

SMI - Owen Joist  
Starke, Florida

SMI - Owen Steel Company  
Columbia, South Carolina

SMI - Owen Steel Florida  
Whitehouse, Florida

SMI - Owen Steel Georgia  
Lawrenceville, Georgia

SMI - Owen Steel North Carolina  
Gastonia, North Carolina

SMI - Owen Virginia  
Fredericksburg, Virginia

Southern Post Company  
Magnolia, Arkansas  
San Marcos, Texas

South Carolina Steel  
Myrtle Beach, South Carolina

Southern States Steel Co.  
Beaumont, Texas

Sterling Steel Company  
Houston, Texas

Texas Cold Finished Steel, Inc.  
Houston, Texas

My name is Monty L. Parker, Sr. and I am Vice President of Raw Materials and Rail Transportation for the CMC Steel Group with headquarters in Seguin, Texas. I am responsible for all rail transportation for the Company, which consists of four steel mills (Seguin, Texas; Magnolia, Arkansas; Birmingham, Alabama; and Columbia, South Carolina), six scrap metal recycling facilities, nineteen steel fabrication facilities, three steel fence post finishing shops, two rail car rebuilding facilities, three steel joist facilities, seven concrete related product suppliers and one industrial products supplier. I have been employed in this position for just short of eight years, having worked prior as Vice President Marketing for a nationwide scrap steel recycling company for five years and earlier in my career for twelve years at U. S. Steel as Operating Engineer in the Steel Producing Division of the Texas Works plant in Baytown, Texas. I have had responsibilities with each employer that involved working with railroads, primarily the applicants.

My company is involved in steel production, manufacturing and related businesses. We are a part of Commercial Metals Company with headquarters in Dallas, Texas, and are traded on the New York Stock Exchange (CMC). Most of our major facilities, including our steel mills, are rail served, with our largest facility being served by the Southern Pacific Railroad in Seguin, Texas. Our other mills are served directly by the CSXT and the Norfolk Southern, and via a switch charge to the KCS and the BNSF. We also have facilities located on the Missouri Pacific (UP) in both Texas and Arkansas. Our company ships steel products nationwide utilizing various routes and most every major railroad in the U. S. Our steel mills ship and receive approximately 5 million tons annually.

Regarding the proposed merger between the Union Pacific and Southern Pacific Railroads, we strongly recommend that the merger be approved. We believe the merger will not only improve our rail service but will provide the service at a reasonable cost. We further believe that our product transit times will be reduced, allowing our customers to receive our products within an acceptable period of time. Over the past few years, we have been alarmed by the financial problems that would immanently interfere with the SP providing long term quality service to our facilities. With the merger, our company gains the benefits of a strong UP, which we have a very good history with, merged with a dedicated but financially strapped SP. The result can only be a positive move for not only our company but other shippers on the UP and SP systems. Equipment concerns will also be reduced as a result of the merger, since the UP has an extensive fleet of gondola cars which are used to ship steel and receive steel recyclables. With the merger approval of the Burlington Northern and the Atchison Topeka and Santa Fe, now called the BNSF, the merger of the UP/SP is necessary from my opinion. Post merger, my company will not only enjoy many single line routings not possible in the past, but also shorter, more efficient routes using the new combined systems of both lines. We are confident that many shipments we have diverted to trucks because of service and transit delays will be redirected to rail should the merger be approved.

P.O. Box 911

• Seguin, Texas 78156-0911

• (210) 372-8200

• Fax (210) 379-9873

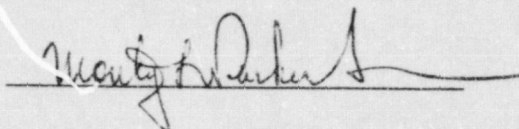


With the BNSF being almost twice the size of the UP or SP, the merger of the UP/SP will create an equal to the BNSF in terms of keeping the BNSF "honest" in major western markets. I can also state that we are in agreement with the concessions granted to the BNSF by the UP/SP as a condition of the merger process.

In summary, we are confident that the UP/SP merger will create a railroad company that is exactly what we have desired for many years. We are confident that the professional staffs at both railroads will combine their talents and work in the best interests of their shippers. We are confident that competitive fears in the marketplace will evaporate quickly should the merger be approved. We enthusiastically support this merger application and urge you to approve it in a timely fashion.

### VERIFICATION

I, Monty L. Parker, Sr., 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 November 7, 1995.

A handwritten signature in dark ink, appearing to read "Monty L. Parker, Sr.", is written over a horizontal line.

Monty L. Parker, Sr.



# COLLINS PINE COMPANY

1618 S.W. FIRST AVENUE, SUITE 300

• PORTLAND, OREGON 97201

• (503) 227-1219

## VERIFIED STATEMENT

### OF

**R. WADE MOSBY**  
on behalf of  
**COLLINS PINE COMPANY**

My name is R. Wade Mosby. I am Vice President, Marketing of Collins Pine Company, headquartered in Portland, Oregon. I have held my position for five years. I am responsible for sales, marketing, transportation and other support services. Prior to joining Collins Pine, I worked in lumber and forest products sales for a number of other companies. My educational background includes a degree in Business Administration. On behalf of Collins Pine Co., I submit this statement to urge the ICC to approve the Union Pacific/Southern Pacific merger application.

Collins Pine Company is a forest products manufacturing business. We have facilities in Chester, California and Lakeview, Oregon that produce lumber and chips, and a facility in Kane, Pennsylvania that manufactures hardwood lumber. Our Chester facility is located on a company-owned shortline railroad that connects to the UP's Bieber Branch at Clear Creek Junction, California. Most of this lumber traffic is east bound, and some of it moves through Chicago. We ship 285 (1994 figure) carloads annually by rail via this route. Nearly 80% of our traffic from Chester moves by truck. All of our outbound chip production from Chester moves by truck to the Northwest. Lakeview connects to the SP at Alturas, California via a shortline. We have 304 (1994 figure) carloads of chip and lumber traffic that originate in Lakeview and move by rail. The chips move north on the SP into Oregon, and the lumber traffic is transported east. Truck shipments comprise the bulk of traffic originating at Lakeview, accounting for 75% of outbound traffic.

The merged UP/SP system will offer more efficient service to our current customers and new single-line service that will help us to develop additional markets and allow us to consider shifting some of our traffic from truck to rail. Eastern shipments will be expedited. UP/SP plans to concentrate carload traffic on UP's central Overland route and intermodal traffic on SP's Southern Corridor. This should result in more efficient use of the Central Corridor. The merged UP/SP system's single-line routes will enable us to explore new markets in the Southwest, particularly in Texas.

We anticipate realizing improvements in equipment supply after the merger. We have had a number of problems with the supply of cars at Alturas junction. The UP/SP system will



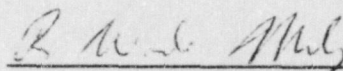
Verified Statement of  
R. Wade Mosby, Collins Pine Company  
page 2

have a larger supply of forest products cars, and the ability to utilize alternate routes to reposition these cars more efficiently.

Our Chester, California facility will also benefit from the UP/SP merger because of an agreement among UP, SP and BN/SF that will give us single-line access to points throughout BN/SF's extensive Western system. Under the agreement, BN/SF will buy UP's Bieber line. Our interchange with the UP is on this line. The agreement also will give BN/SF trackage rights between Keddie and Stockton, California, creating single-line service along the I-5 Corridor. We will gain single-line access on BN/SF to points throughout the Northwest and Midwest and in California. We look forward to switching some of our Southern California traffic from truck to rail. Quicker transit times and more competitive routes should allow us to increase our rail traffic by 10% to 15%. In addition, we anticipate that our equipment supply will be enhanced as a result of access to BN/SF's car supply in Klamath Falls, Oregon.

In short, the UP/SP merger will provide both of our West Coast facilities with greater single-line access to our current customers and will create opportunities in new markets for rail traffic. We endorse the merger application.

I, R. Wade Mosby, 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 31, 1995.

  
\_\_\_\_\_  
R. Wade Mosby

**VERIFIED STATEMENT**  
**OF**  
**KENNETH D. BOLT**  
**on behalf of**  
**COLUMBIAN CHEMICALS COMPANY**

My name is Kenneth D. Bolt and I serve as the Manager - Traffic Services for Columbian Chemicals Company. I have held this position for four years and I have been employed in the Traffic Department of Columbian since 1981.

Columbian has five manufacturing plants in North America and we are a major producer of carbon blacks. Our plants and serving railroads are listed below:

- |                  |  |
|------------------|--|
| • El Dorado, AR  | Union Pacific Railroad Company                                       |
| • North Bend, LA | Southern Pacific Transportation Company/Louisiana and Delta Railroad |
| • Hamilton, ON   | Canadian National  |
| • Hickok, KS     | Burlington Northern and Santa Fe Railway                             |
| • Marshall, WV   | CSX Transportation   |

Most of our customer base is in the southeastern United States and the industrialized central states area. Our largest customer segment is the tire industry. Other market segments include mechanical rubber goods and industrial applications. To meet our transportation requirements, we maintain a fleet of 640 privately owned covered hopper cars designed specifically for carbon black transport. We have an order for 60 additional cars to be delivered in mid-1996. We also maintain a fleet of hopper trailers for highway delivery.

Columbian is aware that the Union Pacific Railroad Company and the Southern Pacific Transportation Company are requesting authority to merge. The UP/SP has made arrangements with the Burlington Northern and Santa Fe to sell the line that extends from Iowa Junction, LA to New Orleans, LA, while retaining the right to serve shippers along this line. Based on the fact that Columbian will now enjoy competitive access to the BNSF, we support the proposed merger of the UP/SP.

Some of the benefits we expect from the merger of the two systems include a reduction of transit times as a function of increased motive power and the efficiencies of the combined systems, operational efficiencies at major terminal locations, and more responsive pricing as a result of the introduced competition.

The merger also ends a period of doubt about the long term viability of the Southern Pacific Transportation Company, especially in view of the BNSF merger. Columbian believes that with the above trackage rights granted, the UP/SP merger is in the best interest of the Industry and our customers.

**VERIFICATION**

I, Kenneth D. Bolt, 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 November 9, 1995.

Signature

Kenneth D. Bolt

Witness

Michael Powell



# Commercial Metals Company

P.O. Box 1046

Dallas, Texas 75221-1046

## VERIFIED STATEMENT OF RONALD W. BIRD ON BEHALF OF COMMERCIAL METALS COMPANY

RE: Finance Docket 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.

My name is Ronald W. Bird. I am employed by Commercial Metals Company, located at 7800 Stemmons Freeway, Dallas, Texas 75247. In my position as Corporate Traffic Manager, I provide technical support and coordinate transportation strategy for Commercial Metals Company, its divisions, and wholly-owned subsidiaries. I have worked in the transportation industry for 25 years, the last 13 of which have been with Commercial Metals Company. I am a graduate of the University of Houston, with a B.S. in Transportation.

Commercial Metals Company has over 50 locations in 10 states which ship and receive iron and steel products. This includes 4 steel mills, 30 steel fabrication shops, 2 railcar repair facilities, 6 concrete-related products warehouses, 31 scrap steel processing facilities, and Rail Salvage Division. SP and UP serve several of our facilities in Texas, some individually and some jointly, and UP also serves one of our facilities at Hope, Arkansas. Commodities shipped include steel mill flats, angles, and billets, as well as scrap steel and fabricated steel products. Our steel mills and fabrication shops ship and receive approximately 13,000 carloads of steel annually. Our Secondary Metals Scrap Processing Divisions produce and ship approximately 10,000 carloads of scrap steel annually.

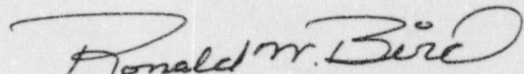
Commercial Metals Company believes that the proposed merger of Union Pacific and Southern Pacific would be in our best interests, as well as the interests of other shippers. We strongly urge the Commission to approve this application for the reasons detailed below:

1. We expect improved service due to increased single line routes, better equipment utilization, and increased coordination of traffic through terminals where Union Pacific and Southern Pacific currently have facilities such as Kansas City, Chicago, Oakland, and Los Angeles.
2. Access to Mexico should be enhanced as the combined railroad will offer more pre-blocked and pre-cleared trains to and from interior points in Mexico. In addition, former SP border crossing point, Eagle Pass, Texas, will have UP's improved "Despacho Previo" to expedite crossing of cars.

3. The financial strength of the Union Pacific will assure Commercial Metals Company that we will have a strong railroad that is capable of making long-term capital investment in track and terminal improvements, as well as car supply. Commercial Metals Company has several plant locations, including our largest steel mill, local on the Southern Pacific. The proposed merger will eliminate our concerns with the continued viability and competitiveness of Southern Pacific.

In conclusion, Commercial Metals Company supports the application, and requests that the Commission move as expeditiously as possible to assure approval. We feel that this is the only way that a viable competitor to the BN/Santa Fe can be established in many rail markets.

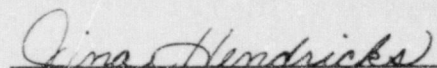
I, Ronald W. Bird, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 17th day of October, 1995.

  
RONALD W. BIRD

SUBSCRIBED AND SWORN TO BEFORE ME

on this 17th day of October, 1995.



  
NOTARY PUBLIC, STATE OF TEXAS



BEFORE THE  
INTERSTATE COMMERCE COMMISSION  
FINANCE DOCKET NO. 32760 (8/4/95)

Union Pacific Railroad Company - Control and Merger  
Southern Pacific Lines

Verified Statement of  
Commonwealth Aluminum Corporation

Submitted by:

William L. Mallonee  
Transportation Manager  
Commonwealth Aluminum Corporation  
Highway 1957 North  
Lewisport, KY 42351

October 21, 1995

**VERIFIED STATEMENT**

**OF**

**WILLIAM L. MALLONEE**

**on behalf of**

**COMMONWEALTH ALUMINUM CORPORATION**

I, William L. Mallonee, am the Transportation Manager for Commonwealth Aluminum Corporation, a position I have held for eight years. Prior to that, I was Supervisor, Traffic for Commonwealth Aluminum for a period of six years. I have a total of eighteen years experience in transportation for my company. In my current position, I am responsible for all movements, inbound or outbound, for which Commonwealth Aluminum has freight liability.

Commonwealth Aluminum is a producer of common alloy sheet products from our rolling mill located at Lewisport, Kentucky. Major markets include building products, the transportation industry (trailer panel, etc.) and body stock for beverage cans. From our mill we ship to destinations throughout the U.S., Canada and Mexico. We currently ship an average of 1,100 loads per month, including 27 railcars and 32 intermodal containers.

Commonwealth Aluminum Corporation believes the proposed UP / SP merger would be in our company's best interest as well as the interests of other shippers, and we heartily endorse the UP / SP application. There are some specific benefits we feel our company will see, which I will elaborate on as follows.

Much of our intermodal traffic moves on the UP and SP. With the approval of the merger, the railroads will be able to combine their existing systems. This would allow us to enjoy faster, more reliable service than either system can provide alone, especially in the Chicago - California corridor, since different lanes could be utilized for expedited traffic. Bottlenecks could also be avoided. With more reliable third-morning service between Chicago and L.A., less traffic would have to be diverted to truck.

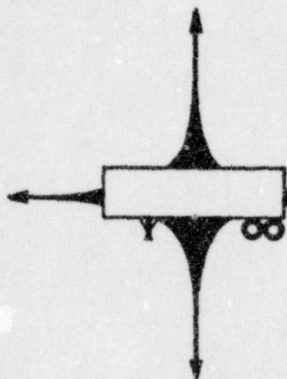
In addition to the intermodal traffic, we export can stock to Mexico by boxcar. The merger will permit more efficient routings to border crossings, combined with pre-blocked and pre-cleared trains which will enhance our ability to supply our customers south of the border. As well, with the efficiencies in routing and equipment flow which should come from the proposed merger, we should see a quicker turnaround time on cars, allowing us to ship more product with the same amount of equipment.



For these reasons, we believe that the proposed merger will provide significant benefits to our company, as well as other shippers. We support the application.

**I, William L. Mallonee, 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 12, 1995.**

William L. Mallonee



# COMPASS CONSOLIDATORS INC.

47 Stephen Street  
Lemont, IL 60439  
Phone: (708) 243-0200  
Operations fax: (708) 243-0250  
Accounting fax: (708) 243-0266

October 4, 1995

## VERIFIED STATEMENT

of

John M. Pollack

on behalf of

Compass Consolidators, Inc.

My name is John M. Pollack, and I am the Director of Pricing located in our corporate headquarters at 47 Stephen Street, Lemont, Illinois, 60439. I am responsible for all pricing and rate activities at Compass. I have a degree in Transportation Management and a certificate in Truckload Marketing from the University of Wisconsin-Madison. Although, I have been with Compass a relatively short period of time, my transportation career started in 1973 with the Illinois Central Railroad. Since then, I have held numerous management positions in the rail industry for over 19 years, and over 5 years with Intermodal Marketing Companies.

Compass Consolidators is an Intermodal Marketing Company, which was founded in 1976. We handle over 14,000 intermodal and



boxcar loads nationwide on an annual basis. Compass has offices in key Midwestern, Eastern and Southern locations. With the exception of APL, we have signed contracts with and ship via the Santa Fe Railway, Burlington Northern, Conrail, Norfolk Southern, CSX, Union Pacific, Southern Pacific and every other major railroad and steamship line within the continental U.S., Canada and Mexico.

I understand that the Union Pacific and Southern Pacific has asked for authority to merge. In view of this, I strongly support this as a definite means for improving service and strengthening competition. This merger would not only be in Compass' best interests, but other shippers' interests as well. I, therefore, endorse the UP/SP application as filed under Finance Docket No. 32760.

Some of the supporting reasons for my position in this matter are as follows:

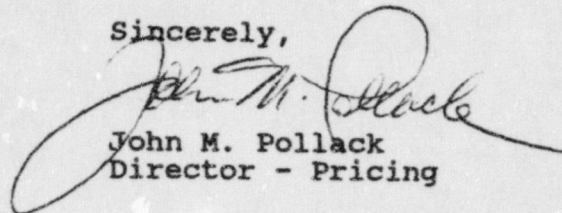
- IMPROVED intermodal service and better terminal coordination: Elimination of various mishaps on the SP is vital, i.e., over the years we have experienced outbound trailers sitting at a ramp for over three days due to motive power and car shortages. Trailers winding up in Denver instead of Dallas, then taking a week and a half to move from Denver to Dallas! "HOT" trailers moving through the "central corridor" being delayed at Grand Junction, Colorado, for several days and the customer service department not knowing why and being unable to do anything about it. The merger will prevent such instances from happening again.
- PRICE competitiveness; especially necessary in view of the recent BN/SF merger: To the shippers' benefit, the UP and SP have always been aggressive in this area and the challenge will now take on a new dimension.
- ENHANCED customer service: UP's customer service

has always been superb while the SP's requires much needed improvement. The merger will resolve this problem.

--ASSURANCE of equipment availability and quality:  
The merger would allow the combined number of trailers, containers, railcars and motive power to be better distributed throughout the UP/SP system thereby benefiting their customers accordingly.

In conclusion, I believe that the UP/SP merger will, no doubt, provide significant benefits to not only Compass, but other shippers as well.

Sincerely,



John M. Pollack  
Director - Pricing

JMP/krt



VERIFICATION

State of Illinois |

ss.

County of Cook |

Subscribed and sworn before me this  
FOURTH day of OCTOBER, 1995.

John Tadeuski  
Notary Public



BEFORE THE  
INTERSTATE COMMERCE COMMISSION

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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

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VERIFIED STATEMENT  
OF  
JOHN W. BEHRENS

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My name is John W. Behrens and my business address is One ConAgra Drive, Omaha, NE 68102. I am Manager Transportation-Rail for ConAgra, Inc. ("ConAgra"). I am responsible for negotiating the terms and monitoring the performance of rail transportation services utilized by ConAgra and its various operating subsidiaries. I am authorized to make this statement on behalf of ConAgra.

ConAgra, Inc. is a diversified international food and agribusiness enterprise engaged in the manufacture, processing and distribution of a wide range of products. ConAgra has major businesses in frozen foods, processed meats, chicken and turkey products, cheeses, potato products, private label grocery products, beef, pork, seafood, grain merchandising and processing, specialty retailing, crop protection chemicals, fertilizers and animal feed. ConAgra makes thousands of shipments daily



from hundreds of locations throughout the United States. The availability of safe, efficient and economical transportation services is absolutely vital to ConAgra's business operations.

The importance of transportation to ConAgra is evidenced by the fact that we purchase almost one billion dollars worth of transportation services annually. Approximately one-half of that expenditure is for rail transportation.

Responsive rail service is of particular importance to many of our businesses whose requirements for transportation of large quantities of bulk commodities cannot be satisfied by other modes. This includes our grain and grain products, meat and poultry products, pulse and fertilizer businesses. In addition, our grocery and food products businesses such as Hunt-Wesson, Lamb-Weston and Arrow Industries annually receive thousands of carloads of ingredients used in their manufacturing processes.

Rail and intermodal transportation are also important in the distribution of our finished products. For example, Hunt-Wesson relies heavily on rail transportation in moving grocery products from western production facilities to eastern markets. Similarly, our Lamb-Weston division uses rail service extensively to distribute potato products from production facilities in the Pacific Northwest to customers nationwide. Our ConAgra Flour Milling Company also relies heavily on rail transportation for distribution of its products.

After very thoughtful and careful consideration, ConAgra has decided to support the UP-SP merger for several reasons. The relative weakness of the SP was

an important consideration in our decision. Many of our production facilities and customers are located on the SP. It is questionable whether SP could compete effectively or even survive in the face of the newly merged BN-ATSF. Therefore, a UP-SP merger would assure the continued availability of service at our SP locations. As part of a merged UP-SP system with its strong financial base we anticipate improved service at SP locations by virtue of the enhanced ability to acquire motive power and other resources necessary to satisfy our growing needs. This would greatly benefit ConAgra because current service problems caused by SP's inadequate resources have been imposing additional costs on ConAgra.

The merger would also enhance the UP's ability to serve us. ConAgra has a major export elevator at Kalama, Washington and UP transports a substantial volume of that business. With increasing frequency we are experiencing delays in shipments to Kalama because the UP line on which much of our traffic moves to Kalama is operating at or above capacity. A UP-SP merger would provide UP with additional routes that would relieve congestion on the line. Similarly, a UP-SP merger would also provide a stronger route system from California to such points as Dallas-Ft. Worth and Memphis both in terms of shorter route miles and efficient single line service. More direct single line routes created by a UP-SP merger will also assist us greatly with moving products from the Pacific Northwest and Colorado to Texas and the Gulf. These are important traffic lanes for several of our businesses.

Efficient domestic rail transportation is an essential prerequisite to the ability of American business to operate in the global marketplace. A strong UP-SP system with



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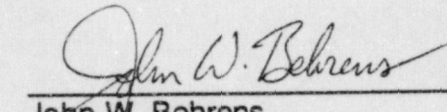
broad territorial coverage providing single-line service to all major West Coast ports would greatly enhance the ability of producers such as ConAgra to market their products in growing worldwide markets. In addition to broader territorial availability of single line service and more direct routing, a combined UP-SP system would have a much larger combined equipment pool from which to respond to shipper needs. Car orders for unit train or multiple car shipments could be satisfied more promptly with cars from both carriers' combined fleets thereby accelerating placement, loading and movement. A UP-SP merger would also allow the two carriers to combine and simplify such functions as car tracing and ordering, billing and claims processing. This would minimize burdens on shippers by allowing them to deal with fewer points of contact and would facilitate electronic data interchange.

Finally, Congress has identified development of intermodal transportation as a national transportation policy objective. Constraints in both line-haul and terminal capacity have been limiting factors in our ability to obtain adequate intermodal service to meet our growing needs. A UP-SP merger would relieve those constraints by providing line-haul alternatives and additional terminal capacity. This will result in more efficient routing and, in turn, more cost-effective and service-sensitive intermodal transportation.

For the foregoing reasons, ConAgra believes that the UP-SP merger would be in the public interest and should be approved.

VERIFICATION

I, John W. Behrens, declare under penalty of perjury that the foregoing statement is true and correct. I certify that I am qualified and authorized to file this verified statement. Executed on November 6, 1995.

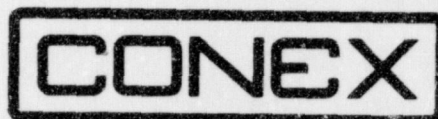
  
\_\_\_\_\_  
John W. Behrens



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VERIFIED STATEMENT  
OF  
SHIGEHIRO UCHIDA  
ON BEHALF OF  
CONEX FREIGHT SYSTEM, INC.

I, Shigehiro Uchida, am the Vice-President and joint owner of Conex Freight Systems, Inc., headquarters at 550 South Alameda Street, Compton, California 90221. Our business is specialized in the field of receiving and transloading import and export shipments. We are particularly involved in the handling of import tires and export meats, and poultry, and produce.

Conex Freight Systems has been in business for 17 years. We have transloading facilities, strategically located in Atlanta, Los Angeles, San Diego, Seattle, and are responsible for 170 employees. We have intermodal contracts with all the major Railroads and utilize various carriers in the transport of our cargo. We cover all the West Coast port areas and deal with the BN/ATSF merged railroad, the Union Pacific Railroad and the Southern Pacific on the West Coast.

Because of our extensive network, we ship large volumes of traffic from Portland, Seattle, Oakland and Los Angeles inland to various midwest, northeast and southeastern states, both in box car as well as trailers and/or containers. Our overall transportation pay out during 1994 was \$9,295,029.00, with railroad participation as follows:

BN	19.25%
ATSF	26.67%
SP	43.31%
UP	10.77%

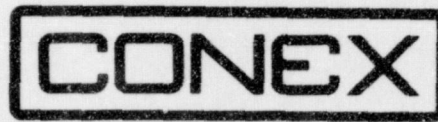
Conex is also very involved in westbound shipments of perishable foodstuffs and cotton from origins of -Portland, Seattle, Oakland and Los Angeles for transloading into export containers. We are also becoming more involved with shipments to and from Mexico.

CONEX FREIGHT SYSTEMS, INC.

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550 S. ALAMEDA STREET, COMPTON, CALIFORNIA 90221

TELEPHONE: (310) 884-6700 • FAX (DRY CARGO): (310) 886-3394 • FAX (REEFER CARGO): (310) 763-9727



We strongly support the proposed merger of the Union Pacific and Southern Pacific for the following reasons:

The UP/SP merger will strengthen rail competition throughout the west.

Combined UP/SP intermodal volumes will allow for greater service consistency.

Combined UP/SP intermodal volumes will allow for greater service frequency at many locations and increased ability for pre blocking and pure run through trains. This should result in less congestion at many terminals, reduction in damage and faster transit times.

More reliable service that can compete with BN/SF traffic moving between Chicago & Southern California.

Understand shorter routes will allow UP/SP to offer new 3rd morning service between Chicago and the Bay area.

Will allow more efficient equipment positioning and rationalization from the midwest to west coast ports and between PNW and Southern California Ports.

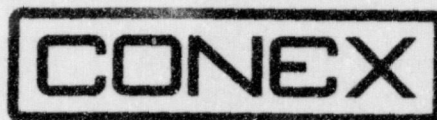
Will promote competition with the trucking industry in the I-5 Corridor from Seattle to Southern California.

Creates a true competitor to BN/SF for international trade through complete coverage of all West Coast ports. Will provide international customers new opportunities to reposition equipment between all of our West Coast facilities.

The consolidation of UP/SP should increase intermodal equipment availability.

A merged system will allow increased capacity at terminal locations across the system, and improvements in strategic ramp locations, such as Memphis, Kansas City and San Bernardino/Colton.





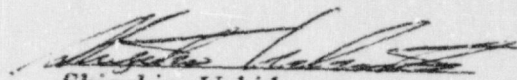
The merged system will provide single-line access to all international border crossings into Mexico. This should allow for expedited pre-blocked and pre-cleared trains to and from interior points in Mexico, which will undoubtedly improve service reliability and transit times.

UP/SP consolidation would allow separation of traffic by category into different routes, there by reducing delays and improving transit times. I understand intermodal traffic can be moved to SP's Tucumcari route, while manifest traffic can be concentrated more on UP's Central Corridor route.

Again want to emphasize the fact that Conex Freight Systems in very much in favor of the merged UP/SP system and hope that the I.C.C. will approve their application in an expeditious manner.

#### VERIFICATION

I, Shigehiro Uchida, 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 Monday October 2, 1995.

  
Shigehiro Uchida