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Examples of routes that will be shorter as a result of the merger include the following:

<u>Route</u>	<u>Mileage Savings</u>
Chicago-Oakland	180
Memphis-Los Angeles/Oakland	232
Dallas-Los Angeles/Oakland	275
Seattle-Los Angeles	556
Chicago-Salt Lake City	189

(2) Improved Intermodal Service

UP/SP will be able to offer faster, more frequent and more reliable service in key corridors. For example, Chicago-California; Memphis-California; Seattle-California; and Pacific Northwest-Texas. The improved line haul service will be enhanced by utilization of the best terminals in Chicago, Los Angeles, Oakland, Kansas City and Texas. New intermodal Services will include new third-morning service between Oakland and Chicago, and more reliable third-morning service between Los Angeles and Chicago.

Shipments of rolled paper from Washington state to Oakland will benefit by adjusting inventory levels to correspond to shorter transit times. Export beer shipments from Memphis will also experience shorter transit times thus allowing better scheduling of special production runs at producing plant.

(3) Terminal Coordination/Pre-Blocking

Terminals will be coordinated in numerous locations, allowing traffic to be handled more efficiently. It is understood that some of the terminals that will be coordinated include:

- * North Little Rock/Pine Bluff
- * Kansas City
- * Chicago
- * Los Angeles
- * Oakland

Increased opportunities for pre-blocking will allow traffic to be run around terminals entirely. Frozen meat and poultry shippers with product destined to PTS for export handling, will greatly benefit from pre-blocking and coordination. Houston, San Antonio, West Colton, Roseville, but to name a few, have had delays of between 4 and 8 days. Missed ocean vessel sailing's are common. By pre-blocking and by-passing terminals, better scheduling, transit times and increased traffic will benefit all involved.

(4) Route Specialization/Capacity Optimization

The SP has historically delayed manifest traffic first when route delays, power or crew shortages occur. This is necessary to accommodate the speedier intermodal/ stack/unit trains that contain service contracts and financial penalties. The majority of west bound frozen poultry/meat shipments are for export and time sensitive. The ability of the UP/SP to the manifest traffic in a more expeditious manner will enhance customer's ability to increase rail usage or revert back to rail that has been driven to truck.

(5) Better Equipment Utilization

PTS currently deals mainly with mechanical reefer cars. The SP has historically allowed their reefer cars to fall from service due to a lack of sufficient revenues to maintain a proper fleet and from lack of proper service to allow customers to ship their products by rail in time sensitive manner. The combined UP/SP mechanical fleet will all SP customers better access to reefer cars at strategic California points and UP will be able to allow California terminating points instead of selectively favoring the PNW destinations as being closer to main loading points in Washington and Idaho. UP/SP will now have all major perishable growing points on the west coast to serve. UP cars terminating in California will now have access to guaranteed loads to the East coast or PNW. Single line route to Seattle will also increase North bound usage and triangulation of cars.

(6) New Markets

Improved service to California and ability of UP/SP to reposition cars North and South along the entire California, Oregon and Washington coast should allow many customers to make new choices when moving perishables Westbound by reefer railcar. Poor SP rail service had pushed much traffic to BN/Santa Fe or to truck.

b. Competitive Benefits

i. Meeting the Competitive Challenge of BN/Santa Fe

BN/Santa Fe will be nearly twice the size of UP or SP separately. Combining UP and SP will create a competitor that is fully equal to BN/Santa Fe in all western markets. Only by combining the two railroads with the UP/SP be able to match BN/Santa Fe service time and reliability in the California-Chicago markets.

ii. Stronger Competition Generally

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

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

iii. Competition by Other Modes

Poor service and equipment availability by the SP has forced shipments to truck. The UP/SP should provide strong competition to the truck-dominated I-5 corridor between the Pacific Northwest and California and the Kansas City/Chicago corridor for perishable products that we handle. Increased service levels should allow shippers an alternative for their export product instead of paying the premium rates for trucks.

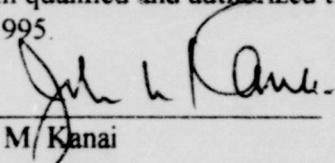
C. The Assurance of Long-Term Quality Service for SP Shippers

Many customers have stopped using the SP as service has been continually poor, at best. Many carloads destined to the West Coast now go via the competition BN/Santa Fe, as the service is more reliable and cost effective. The combined UP/SP will be able to go head-to-head with appropriate service and capture much of the lost traffic. Confidence from customers has already been restored for future shipments from the knowledge of the proposed combination of the two railroads. Customer's will have the assurance of long-term, top quality service from financially strong system capable of making the necessary capital investment to maintain rail competition.

5. Conclusion

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

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



John M. Kanai

**VERIFIED STATEMENT
OF
FERNANDO URIBE GARCIA
ON BEHALF OF
PANEL REY, S.A. DE C.V.**

Fernando Uribe Garcia, Materials Manager of Panel Rey S.A. de C.V., with address at Hidalgo 674 Pte. Apdo 985 Monterrey, N.L. Mexico CP64000. Phone number (8) 3 45 00 55, fax (8) 3 40 35 60. I am in charge of the imports of Panel Rey S.A. de C.V., as to the international and domestic purchases and traffic.

Presently most of our traffic is handled by truck and some by rail, approximately 80% truck and 20% rail.

Our company produces construction panels that are used in the construction industry in general, we are exporting currently 25% of our production, we have 1 continuous production line in our company with a capacity installed of 400,000 pieces per month.

I personally negotiate transportation contracts and rates with the different transportation companies that provide this service to our plant.

Having in mind the economic opportunities that are in the international market at this moment, and knowing that the ICC has approved the merger of the BN/Santa Fe railroad, which due the size of this approved merger makes it twice the size of the UP or SP itself, we consider and are of the belief that after knowing that Union Pacific and Southern Pacific are requesting authority to merge will provide a very strong competition with the BN/Santa Fe approved merger.

We believe this merge of the UP/SP will provide a better coordination of the equipment, better routes, improve the service in Mexico of intermodal traffic and in some cases shorter routes will be found which we believe will mean better rates and service for users like us of the rail transportation.

With this merger that we strongly support as a good opportunity for the NAFTA, we believe that shippers can enter to new markets, that without the merger can not get into them at a competitive prices.

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

I, Mr. Fernando Uribe Garcia, 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 11, 1995.



Ing. Fernando Uribe Garcia
GERENTE DE MATERIALES

VERIFIED STATEMENT

OF

TONI GALE

ON BEHALF OF

PAXPORT MILLS, INC.

SUBJECT: Finance Docket No. 32760
Union Pacific Corporation, Union Pacific Railroad Company
and Missouri Pacific Railroad Company -- Control and Merger--
- Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, et al.

My name is Toni Gale. I am employed by Paxport Mills, Inc., 300 Middle Waterway, Tacoma, Washington 98421, a division of Diamond Wood Products, Eugene, Oregon. I have been employed as Traffic Manager/Sales for 12 years. My responsibilities include obtaining competitive rates and routing all lumber shipments from our sawmill.

Paxport Mills, Inc. operates its sawmill at Tacoma, Washington. We produce approximately 30 million board feet of Western Red Cedar fence boards annually. Approximately 260 cars and 150 vans are shipped from this location annually. Roughly 11 percent of these cars are shipped via BN/SP to Northern and Southern California. We are on the UP line and it is costly and time consuming for us to do it in this manner.

I believe that the proposed control and merger between UP/SP would be in my company's as well as my customer's best interest. I highly support the UP/SP application.

I believe this merger has numerous advantages. Among those most important to our company and our customers are, high quality uninterrupted service, competitive pricing, better car availability and consolidated car ordering, billing and claims handling. This merger will prevent me from having to use an alternate railroad such as the Burlington Northern.

For shipments from the Pacific Northwest the UP/SP route is not able to compete price wise with the BN/SP route. This merger will enable the Union Pacific Railroad to be competitive price wise. Quality competitive rail service is important for us to maintain our market share with other cedar mills who operate on other lines such as the BN or SP.

We are quickly moving into the alder pallet market, which is seasonal, meaning pricing, car availability and travel time is very important to us and our customers. If we can not compete with other mills on the BN or SP lines we will lose the much needed business.

I am convinced that the proposed control-merger is in the best interest of my company as well as that of my customers. Therefore, my company strongly supports this application.

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

Executed on: Sept 15, 1995

Toni M. Gale
Toni M. Gale



PENNINGTON SEED, INC.

P.O. Box 290 • Madison, Georgia 30650 • (706) 342-1234
CORPORATE HEADQUARTERS

September 6, 1995

VERIFIED STATEMENT

OF

ROBERT PENNINGTON
on behalf of
PENNINGTON SEED, INC.

My name is Robert Pennington and I am Senior Vice President, Rail Traffic Manager and Grain Buyer for Pennington Seed, Inc.

Enclosed you will find a Current History and Fact Sheet and a Corporate Structure on our company.

We ship and receive by rail, grass seed, wild bird feed ingredients, and filler to many of our division's.

Mid South Seed, Inc., one of our division's, is serviced by the Missouri Pacific Railroad. We are in the process of building our third wild bird feed plant in Sidney, Nebraska that will be serviced by the Union Pacific Railroad.

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

Sincerely,

PENNINGTON SEED, INC.

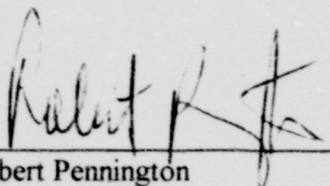
Robert Pennington
Senior Vice President

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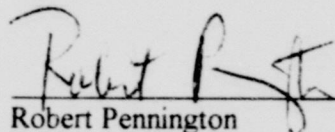
Subject to the limitation of liability herein set forth, Seller warrants that the seeds or other merchandise sold are as described on the container, within recognized tolerances. LIABILITY ON THIS WARRANTY IS LIMITED TO THE PURCHASE PRICE OF THE SEEDS OR OTHER MERCHANDISE. In no event shall we be liable for the crop, or lack thereof, whether such loss results from the breach of the foregoing warranty, from breach of any other provision of the buyer's contract for the purchase of said seeds or the other merchandise, or from any other cause. SELLER MAKES NO OTHER WARRANTY EITHER EXPRESS OR IMPLIED AS TO MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF SEED OR OTHER MERCHANDISE SOLD. The seeds or other merchandise are sold at the price quoted only upon the condition that the above disclaimer of warranty and the limitation of damages are part of the basis of the bargain. Seeds or other merchandise not accepted under these terms should be returned within 20 days in the original, unopened container and Buyer will receive return of purchase price. Quotations and sales are subject to immediate acceptance, stock, unsold, the company's confirmation of orders, stenographic errors and omissions, delays and contingencies beyond the company's control and the company's ability to obtain supplies to fulfill sales contracts confirmed by the Company.

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


Robert Pennington

STATE OF Georgia)
) ss.
COUNTY OF Morgan)

Robert Pennington, 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 Pennington

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

Notary Public

My Commission Expires:
Notary Public, Georgia
My Commission 5, 1997
Date Notariz 9/6/95



PENNINGTON SEED, INC.

P.O. Box 290 • Madison, Georgia 30650 • (706) 342-1234
CORPORATE HEADQUARTERS

CORPORATE STRUCTURE

10-10-94

Pennington Seed, Inc. owns the following operating divisions:

Pennington Seed, Inc. - Georgia Division	- Madison, Georgia
Pennington Seed, Inc. - Florida Division	- Orlando, Florida
Pennington Seed, Inc. - Carolina Division	- Columbia, South Carolina
Pennington Seed, Inc. - Alabama Division	- Cullman, Alabama
Pennington Seed, Inc. - Missouri Division	- Greenfield, Missouri
Pennington Seed, Inc. - Louisiana Division	- Hammond, Louisiana
Pennington Seed, Inc. - Virginia Division	- Petersburg, Virginia
Pennington Seed, Inc. - Oregon Division	- Lebanon, Oregon
The Pennington Company	- Madison, Georgia
Seed Production	- Madison, Georgia
Vegetable Seed	- Madison, Georgia
Penn Pak	- Madison, Georgia
Penn Pak II	- Greenfield, Missouri
Earth Pak	- Shady Dale, Georgia

Pennington Seed, Inc. has filed with Dun & Bradstreet, Inc. a guaranty agreement complete with a legal opinion whereby Pennington Seed, Inc. guarantees payment of the contractual obligation of its divisions listed above to subscribers of Dun & Bradstreet, Inc. Pennington Seed, Inc., Madison, Georgia, a Morgan County, Georgia, corporation with divisions as listed above is the parent company of the following wholly owned subsidiary company:

Gro Tec, Inc. - Eatonton, GA

Pennington Seed, Inc. submits the following references:

BANK REFERENCES

Trust Company Bank of Middle Georgia: Box 4248 - Macon, GA 31208 - Phone 912-741-2265 - Acct. Executive: Waverly Golson

Trust Company Bank: Box 4418 - Atlanta, GA 30302 - Phone 404-581-8658 - Acct. Executive: David Penter

Bank South: Box 4387 - Atlanta, GA 30302 - Phone 404-529-4269 - Acct. Executive: Joe Kimble

Bank of Morgan County: Box 917 - Madison, GA 30650 - Phone 706-342-3070 - Acct. Executive: Kip Herndon

TRADE REFERENCES

Olin Corporation - Box 1355 - Stamford, CT 06904-1355 - Phone 203-356-2294

Georgia Marble - 2575 Cumberland Parkway, NW - Atlanta, GA 30339 - Phone 404-421-6500

Englander Pellet & Woodstoves - State Rt. 671 - Monroe, VA 24574 - Phone 804-929-0120

Monsanto Agricultural Group - 800 N. Lindbergh Blvd. - St. Louis, MO 63167 - Phone 314-694-5060

Dow Elanco - 9330 Zionsville Rd. - Indianapolis, IN 46268-1054 - Phone 317-337-7805

Gold Kist, Inc. - 244 Perimeter Center Pkwy. - Atlanta, GA 30301 - Phone 1-800-241-4964

Ciba-Geigy Corp. - P.O. Box 18300 - Greensboro, NC 27419 - Phone 910-632-6000

Sandoz-Agro, Inc. - 1300 East Touhy Ave. - Des Plaines, IL 60018 - Phone 708-699-1616

Additional Credit Information May Be Obtained From:

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Grady Gill, Sr. Vice President/Controller

Pennington Seed, Inc.

P.O. Box 290 - Madison, GA 30650

Subject to the limitation of liability herein set forth, Seller warrants that the seeds or other merchandise sold are as described on the container, within recognized tolerances. LIABILITY ON THIS WARRANTY IS LIMITED TO THE PURCHASE PRICE OF THE SEEDS OR OTHER MERCHANDISE. In no event shall we be liable for the crop, or lack thereof, whether such loss results from the breach of the foregoing warranty, from breach of any other provision of the buyer's contract for the purchase of said seeds or the other merchandise, or from any other cause. SELLER MAKES NO OTHER WARRANTY EITHER EXPRESS OR IMPLIED AS TO MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF SEED OR OTHER MERCHANDISE SOLD. The seeds or other merchandise are sold at the price quoted only upon the condition that the above disclaimer of warranty and the limitation of damages are part of the basis of the bargain. Seeds or other merchandise not accepted under these terms should be returned within 20 days in the original, unopened container and Buyer will receive return of purchase price. Quotations and sales are subject to immediate acceptance, stock unsold, the company's confirmation of orders, stenographic errors and omissions, delays and contingencies beyond the company's control and the company's ability to obtain supplies to fulfill sales contracts confirmed by the Company.

March 9, 1995

CURRENT HISTORY AND FACT SHEET

COMPANY: PENNINGTON SEED, INC. -- the nation's largest privately owned manufacturer and distributor of lawn, garden and turf care products, bird seed, lawn and garden chemicals, and plant foods. Pennington Seed, Inc. owns the trademark PENNINGTONTM, PENNINGTON SEED®, GREEN CHARM®, PENKOTED®, KNOCK OUTTM and many other nationally recognized trademarks.

HEADQUARTERS: Pennington Seed, Inc.
P.O. Box 290
1280 Atlanta Highway
Madison, Georgia 30650

The company is headquartered in Madison, GA.

ESTABLISHED: The present corporation is successor to Pennington Seed & Feed started in 1945 by Brooks Pennington, Sr. at Madison, GA.

ORGANIZATION: The organization consists of one company known as Pennington Seed, Inc. with 15 divisions and 1 wholly owned subsidiary corporation. There are 5 affiliate corporations each with its own officers, managers, and employees. There are over 700 employees within the organization.

PRODUCTS AND SERVICES:

The Pennington corporations and/or affiliate corporations manufacture and/or distribute more than 10,000 lawn, garden and turf care products including all types of grass seed, bird feed, wild game seed, fertilizers, wildflower seed, vegetable seed, plant food, clay pottery planters, organic and herb products, and lawn and garden chemicals.

Penn Pak I in Madison, GA, and Penn Pak II in Greenfield, MO, combined are the nation's largest manufacturer of wild bird feed in the U.S. Pennington Seed, Inc. (Greenfield division) is the nation's largest packer of lawn seed at a single location.

The organization distributes its products through more than 16,000 dealers in 50 states. Sales revenues in 1993-94 totalled more than \$260,193,000.00. The budget for 1995-96 for Pennington Seed, Inc. and its affiliates indicates sales in excess of \$300,000,000.00.

KEY

**EXECUTIVES
OF THE
COMPANY:**

*Brooks Pennington, Chairman of the Board
Brooks Pennington III, President/Corporate Attorney/Chief
Executive Officer
Dan Pennington, Senior Vice President/Operations/Manufacturing
Robert Pennington, Senior Vice Pres./Farming & Timber Operations/Grain
Acquisition
Ronnie Stapp, Senior Vice President/Seed Division
Grady Gill, Senior Vice President/Accounting & Computer Operations
Richard Best, Senior Vice President/Distribution
Steve Triplett, Vice President/National Accounts*

CORPORATE PROFILE

In 1945, B.M. Pennington, Sr. opened a retail seed and feed store in Madison, Georgia. Today Pennington Seed, Inc. is a multi-million dollar company serving more than 16,000 dealers in all 50 states.

The various Pennington divisions manufacture and distribute more than 10,000 lawn, garden and turf care products including all types of lawn grass seed, vegetable seed, hummingbird feed, wildflower seed, plant food, clay planters, organic fertilizers, herbs, forest products, granules for the chemical industry, wood pellets for the fuel industry, wild game products, forage seed, and soil amendment products.

Pennington's distribution divisions are located in Georgia, South Carolina, Virginia, Alabama, Missouri, Oregon, Louisiana, and Arkansas. Sales offices are located in Denver, Chicago, Southern California, Florida, and New England.

The Pennington manufacturing divisions operate new and modern plants and manufacture the following product lines:

Gro Tec, Inc. (a wholly owned subsidiary of Pennington Seed, Inc.) - lawn fertilizers and lawn and garden chemicals

Penn Pak I (Georgia) - Wild Bird Feed

Penn Pak II (Missouri) - Wild Bird Feed

Pennington Seed, Inc. (Greenfield, MO) division - Lawn Seed, Wood Pellets for fuel, Lawn Repair Mulch, Seed Coating Plant

Earth Pak Division - Soil Amendments, Barks, Mulches, Organics

Seed Production Division - Forage Seed, Wildflower Seed

Vegetable Seed Division - Vegetable Seed

Pennington Seed, Inc. (Oregon Division) - Cool Season Grasses

Pennington is recognized as:

One of the largest manufacturer of wild bird feeds in the United States

The largest packer of lawn seed in the United States

The largest privately owned lawn and garden distributor in the United States

One of the largest manufacturers of lawn and garden chemicals in the United States

One of the largest manufacturers of lawn and garden fertilizers in the United States

The largest distributor, processor, grower, and handler of several major United States grass seed crops such as:

*Annual Ryegrass
Millets
Bermuda Grass
KY 31 Tall Fescue*

*Pensacola Bahiagrass
Argentine Bahiagrass
Turf Type Tall Fescue*

Pennington is also a major handler of:

Bluegrass Red Fescue Clover

Brooks Pennington, Chairman of the Board, attributes the company's growth to innovative and quality products, and customer service and satisfaction. "For 50 years we've worked closely with our customers to determine their needs. Our customers are our best source for new products," said Pennington. His sons, Brooks III, Dan and Robert, along with the corporation's officers, directors, managers, and loyal employees are an integral part of Pennington's continued success and growth as the nation's leading privately owned producer of lawn, garden and turf care products.

Pennington products can be found in local nurseries, retail stores and national mass merchandisers throughout the United States and Pennington private label products are found in most major chains such as Wal-Mart, Kmart, Lowe's, Home Quarters, Winn Dixie, Kroger, Frank's, Sam's, Stein's Nursery, U.S. Gardens, Nurseryland, Pike's Nurseries, Price-Costco, and other leading chains and many fine independents.

The Pennington divisions are:

Pennington Seed, Inc. (Madison, Georgia) - Richard Best, Senior Vice President & General Manager; Mark Doty, Chief Buyer. This division handles lawn and garden distribution in Georgia and a portion of Tennessee.

Pennington Seed, Inc. (Columbia, South Carolina) - Dean Morrison, Vice President and General Manager; Linda McGarry, Chief Buyer. This division handles lawn and garden distribution in the Carolinas.

Pennington Seed, Inc. (Cullman, Alabama) - Spence Meriwether, Vice President and General Manager; Doug Jones, Chief Buyer. This division handles lawn and garden distribution in Alabama, Mississippi, Kentucky, Ohio, and portions of Tennessee.

Pennington Seed, Inc. (Greenfield, Missouri) - Keith Hankins, Vice President & General Manager; John Emmons, Sales Manager; Bryan Schumacher, Chief Buyer. This division handles lawn and garden distribution in Missouri, eastern Oklahoma, Kansas, and southern Iowa, and grass seed and wood pellet sales nationally to selected accounts.

Pennington Seed, Inc. (Hammond, Louisiana) - Roger Mosshart, General Manager. This division handles lawn and garden distribution in Louisiana and the Florida panhandle.

Pennington Seed, Inc. (Petersburg, Virginia) - Tim Little, Vice President and General Manager; Susan Wagner, Chief Buyer. This division handles lawn and garden distribution in the Northeast.

Penn Pak I (Madison, Georgia) - Dan Pennington, Senior Vice President; Rodney Whitaker, General Manager. This center manufactures wild bird feed.

Penn Pak II (Greenfield, Missouri) - Keith Hankins, Vice President. This center manufactures wild bird feed. The two Penn Pak facilities are the largest and most modern bird feed manufacturers in the United States.

Seed Production (Madison, Georgia) - Ronnie Stapp, Senior Vice President; Tony Harper, Vice President & General Manager. (South Carolina). Tom Booth, Vice President & Manager. This division handles seed contract growing, production, and sales nationally.

Pennington Seed, Inc. (Lebanon, Oregon) - Mike Baker, Vice President & General Manager. This division contract grows and packages cool season lawn seed.

Vegetable Seed (Madison, Georgia) - Tony Harper, General Manager. This division contract grows and packages vegetable seed for sale.

The Pennington Company (Madison, Georgia) - Grady Gill, Senior Vice President and General Manager. This division owns various real estate which is leased to various Pennington divisions and other non-Pennington corporate entities.

Earth Pak (Shady Dale, GA) - Dan Pennington, Senior Vice President; Ken Lewis, Vice President & Operations Manager; Usher Thompson, Formulation Manager, Freddie Owens, Plant Manager. This division manufactures and packages soil, bark, and other bagged goods.

Gro Tec, Inc. - Eatonton, Georgia - Dan Pennington, Senior Vice President; Ken Lewis, Vice President & Operations Manager; Greg Burns, Plant Manager. This division manufactures lawn and garden fertilizers, organic plant foods, and home, lawn and garden pesticides and herbicides.

AFFILIATES OR WHOLLY OWNED SUBSIDIARIES:

The following companies are partially owned by Pennington Seed, Inc. or Brooks Pennington with various other individuals as stockholders.

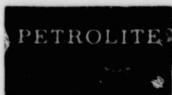
Pennington Seed, Inc. Delaware (a wholly owned subsidiary) - Owner of various nationally recognized trade marks, patents and copyrights.

Mid-South Seeds, Inc. - N. Little Rock, Arkansas - Jay Curtis, Herb Clements, stockholders. Mid-South handles lawn & garden seed and supplies, and field seed as does the Pennington Seed operations.

Finelawn Research, Inc. - Bill Hill, President/stockholder, Dennis Combs, stockholder. This affiliate breeds, develops, and markets turf grasses throughout the United States.

Cactus Seed, Inc. - Roll, Arizona - F.A. Braden, President/stockholder, Ernie Millner, Vice President/stockholder and General Manager. Cactus Seed contract grows and markets bermuda seed.

Bio-Plus, Inc. - Ashburn, Georgia - Steve Ivie, President and General Manager, Rete Odom, Executive Vice President and Bio-Plus Granules Sales. Rex Fuqua, Brooks Pennington III, Robert Pennington, and Dan Pennington are stockholders. This corporation manufactures Bio-Plus granules for the chemical industry in the United States.



Petrolite Corporation
369 Marshall Avenue
St. Louis, MO 63119-1897

(314) 961-3500
Fax (314) 968-6166

**VERIFIED STATEMENT
OF
THOMAS A. GILMAN
ON BEHALF OF
PETROLITE CORPORATION**

To Whom it May Concern, I manage inbound Transportation for Petrolite Corporation, St. Louis, MO. We are a specialty chemicals and services company that sells products and services to oil fields, refineries, process chemical plants, and other industries worldwide. Our production facilities are located in Pasadena, TX and are served by the Southern Pacific Railroad, and our Kilgore, TX and Barnsdall, OK facilities are served by the Union Pacific Railroad.

Petrolite uses Union Pacific Railroad for tankcar shipments of petroleum feedstock from Utah to Kilgore, TX and between Kilgore, TX and our Barnsdall, OK plants, as well as finished products to California customers. We also use Union Pacific Bulktrailer shipments from our Pasadena, TX plant to Kenai, AK and St. Louis, MO. We use Southern Pacific Railroad for rail tankcar shipments to our Pasadena, TX plant from many U.S. origins.

It is our understanding that the Union Pacific Railroad and Southern Pacific Railroad are planning to file an application seeking authority to merge. Petrolite strongly supports this action for the following reasons:

1. The Union Pacific has the capabilities and resources to raise the service level we are now experiencing at our SP served Pasadena, TX facility. This will greatly improve our ability to provide competitive service to our customers.
2. The combined Union Pacific/Southern Pacific will assure the long-term viability of the Southern Pacific. With the Burlington Northern/Santa Fe merger and geographic and operational advantages they have, we are concerned about the Southern Pacific's ability to survive in such a competitive environment. THE UP/SP merger will provide an effective competition for the BN/ATSF.
3. New single line routes created by the UP/SP merger would reduce total rail line distances and would open up new opportunities for use of rail. Shorter distances that create lower shipping costs and improved service levels will increase competition with truck and other rail routes.
4. Finally, we are always searching to find ways to ship our chemicals more safely. We believe intermodal by rail is a step in the right direction if it can better compete with over-the-road trucking. This merger would assist our safety goals.

Petrolite Corporation urges that prompt action be taken to approve Union Pacific Railroad and Southern Pacific Railroad's merger application.

I, Thomas A. Gilman, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on September 18, 1995.

Thomas A. Gilman
Manager, Purchasing & Inbound Transportation

9/18/95



VERIFIED STATEMENT
OF
RAY BREZDEN
ON BEHALF OF
PIGGYBACK CONSOLIDATORS

I would like to lend my support to the proposed merger application that the Union Pacific/Southern Pacific Railroads have filed as I see numerous benefits for my company as well as the shipping public for a strong and healthy combined system.

My name is Ray Brezden and I am the Vice President of Piggyback Consolidators, an Intermodal company that has been in the transportation business for the past 28 years. Piggyback Consolidators is located at 15501 Heron Avenue, La Mirada, California, and we are dependent on the railroads for the cross country movement of our customer's freight.

As a shipper dependent on SP service, we welcome this merger as a means of ensuring that we receive top-quality rail service from a financially sound carrier with single-line access to numerous points. We currently control hundreds of units annually in the I-5 corridor utilizing SP's service to Portland. We can see positive gains in our business opportunities with the combined system that would allow single-line service from Southern California to Seattle. This is notoriously a truck competitive corridor which we have been unable to tap due to the necessity of interchanging with the BN or UP at Portland. The Union Pacific has a circuitous route via Salt Lake City to the PNW and cannot compete due to excess mileage which equates to additional costs. A combined railroad would provide single-line, truck-competitive rail service in the heavily congested West Coast I-5 corridor PNW and California/Southwest.

In addition, hundreds of UP points not served by SP will be linked on a single line basis with hundreds of SP points not served by UP. This will definitely benefit us in providing more direct routing and eliminate the need of long drays from inland ramps to destinations.



The shorter, more direct routes, the merger would provide, would also improve equipment availability by combining the equipment assets of both railroads, and allow the railroads to strategically reposition equipment where it can be utilized the most efficiently. Periodically there are empty equipment imbalances on both railroads, and a combined system will provide the railroads the flexibility of moving equipment more efficiently, which will improve availability. The BN/ATSF will be almost twice the size of Union Pacific or Southern Pacific. Combining UP and SP will create a competitor that is fully the equal of BN/ATSF in western markets. I believe it will also afford the UP/SP system an opportunity of providing competitive third day service between Chicago/Los Angeles/Oakland/PNW due to shorter routes.

In addition to the shorter routes, I feel that the combined railroad will be in a position to improve service by focusing different categories of their traffic on different routes. For example, between Southern California and Chicago, UP/SP will be able to handle manifest traffic and Intermodal traffic more efficiently by routing each category over separate corridors. Similar routing benefits will be realized in other corridors such as Houston and the gateways of St. Louis, Chicago and Memphis.

We have long said that the Union Pacific is the railroad that does not go anywhere, and we wished we could utilize their services more from Southern California, but they do not serve our major destination points of Arizona, New Mexico, Texas and the PNW on a direct route. The newly combined UP/SP will provide it's customers with UP's fine service in corridors they have been locked out of for years.

As a shipper, we have been concerned about the long term viability of the SP in a fiercely competitive market. Phil Anschutz, the SP's Chairman, indicates that the SP can't make it alone in the wake of the BN/ATSF merger. Therefore, the UP/SP merged system certainly makes sense in providing a financially strong railroad with excellent service commitments, which will provide competition with the BN/ATSF system.

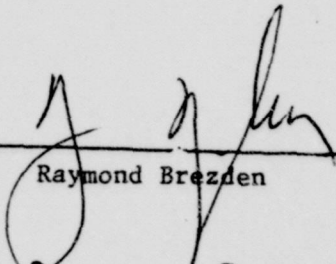
As you can see from the above, Piggyback Consolidators as well as other Intermodal companies will greatly benefit with the improved service and financial stability of a combined Up/SP system. We definitely support the merger and encourage the I.C.C. to act in an expeditious manner for approval of their application.

VERIFICATION

STATE OF California

COUNTY OF Los Angeles

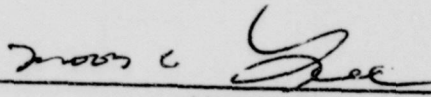
Raymond Brezden, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.



Raymond Brezden

Subscribed and sworn to before me this 20th day of September, 1995.





Notary Public

My Commission Expires:

Nov. 4, 1997

VERIFIED STATEMENT
OF
ROBERT A. EVANS
ON BEHALF OF
PIONEER CHLOR ALKALI COMPANY, INC.

My name is Robert A. Evans, I am Director - Transportation and Logistics for Pioneer Chlor Alkali Company, Inc. 700 Louisiana Street, Suite 4200 Houston, Texas 77002. I have been authorized to make this statement on behalf of my company.

In my present capacity I am responsible for the movement of all the company's manufactured products as well as raw materials. Pioneer is a young company, only seven (7) years old and I have been with them since the company began.

My transportation career spans forty (40) years and my educational back ground includes a degree (transportation major) from Golden Gate University, graduate from the Academy of Advanced Traffic and I am licensed to practice before the I.C.C. and F.M.C.

Pioneer Chlor Alkali Company, Inc. manufactures basic industrial chemicals, Caustic Soda, Chlorine and Muriatic Acid. We have two (2) plants, one in St. Gabriel, La. served by the Illinois Central and the other in Henderson, Nevada served by the Union Pacific.

We are one of several companies controlled by Pioneer America's, Inc. Our Sister Companies are Imperial West Chemical Company, All Pure Chemical Company and General Pool Supply. Our Sister companies have six (6) facilities served by the Southern Pacific.

In addition to the above most of our major customers on the west coast are also served by the Southern Pacific.

Page two (2) of three (3) pages

Pioneer is in favor of the merger between the Union Pacific and Southern Pacific . In many cases the merger will bring to us single line service where we presently have two (2) carriers involved . We fore see tremendous improvements in transit time which will benefit Pioneer by allowing us greater utilization of our tank car fleet and lowering our cost for providing this specialized equipment .

At times the Southern Pacific has serious operating problem in their Colton , California yard mostly due to the lack of locomotive power . These operating problems have caused us on many occasions to shut down our sister companies plants and customers facilities because we could not get cars through the Colton yard in a timely manner .

We had to cut back production at our Henderson , Nevada plant because we did not have empty tanks cars to load (we load directly from production into tank cars) because of congestion at Colton due to the lack of locomotive power . It is common for our cars to sit for upwards of a week before they get out of Colton .

With the approval of the merger we see immediate remedies to the above problem . There will be a greater pool of power available to counter act congestion resulting from equipment shortages .

There are routing situations where as much as 500 miles can be eliminated by "flattening" out circuitry . Result faster delivery , over more efficient lanes .

The Union Pacific has made great strides over the past several years on customer service , customer responsiveness and traffic improvements in general ; these same things can be carried forward to the Southern Pacific with a minimum of effort .

The Union Pacific is a well run , well managed , financially secure company from which the Southern Pacific can benefit .

Page three (3) of three (3) pages

The recent BN/Santa Fe merger has created a railroad "Giant". The shipping public needs an other "Giant" to counter balance our future.

We also hope the Commission, or what ever other agency is disignated to handle the merger project, allows the procedure to move forward in the shortest time frame possible as we fear delay in approving the merger will cause the Southern Pacific to drown that much sooner.

VERIFICATION

STATE OF Texas)

COUNTY OF Harris)

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

Robert A. Evans

Robert A. Evans



Subscribed and sworn to before me this 9 day of October 1995.

Sara M. Rasmussen

Notary Public

My Commission Expires

April 6, 1996

VERIFIED STATEMENT OF:

RAYMOND L. SANFORD

DIRECTOR OF TRANSPORTATION

PLUM CREEK MANUFACTURING, INC.

My name is Raymond L. Sanford. I am employed by Plum Creek Manufacturing, Inc., 500 12th Avenue West, Columbia Falls, Montana 59912 as their Director of Transportation. I am familiar with Plum Creek's facilities and transportation requirements having held my current position for almost ten years. Prior to my employment with Plum Creek, I was Corporate Traffic Manager for Slaughter Brothers Inc. of Dallas, Texas for ten years. I have thirty years experience in lumber traffic management. I am authorized to represent and empowered to speak on behalf of Plum Creek Manufacturing, Inc. before federal and state regulatory bodies.

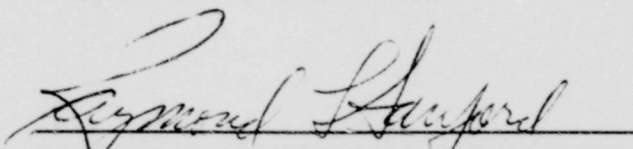
Plum Creek Manufacturing, Inc. is one of the leading producers of timber products. We are the second largest owner of private timberland in the Pacific Northwest and one of the largest in the nation. Our eleven plants consist of five lumber mills, two plywood mills, one medium density fiberboard plant, one chip plant, and two remanufacturing facilities.

Plum Creek utilizes all modes of transportation in the movement of its lumber related products. We ship approximately seven thousand carloads per year to most parts of the United States with an annual expenditure of approximately \$40 million. Our industry is extremely competitive and transportation plays a very important role in the profitable merchandising of our products.

Currently, all of our manufacturing facilities are at a freight disadvantage when shipping into the western states, particularly California, Arizona, and New Mexico. The Texas markets are a problem for us as well. I believe that merging the Union Pacific and the Southern Pacific into one system will help, not only Plum Creek, but other shippers in the Pacific Northwest, to better compete by giving us more direct access to these areas.

From a total transportation standpoint, the combined UP-SP system would better utilize equipment, plants, personnel, and assets of two railroads. It would give greater service flexibility beyond that which each carrier could provide alone. More importantly, I fear that if this merger is not approved, the Southern Pacific may not be able to survive the Burlington Northern/Santa Fe combined system or competition with the Union Pacific. Only by merging with the UP, will the Southern Pacific remain a viable carrier.

Respectfully submitted

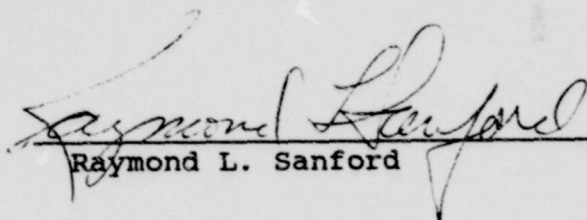
A handwritten signature in dark ink, appearing to read "Raymond L. Sanford", is written over a horizontal line.

Raymond L. Sanford
Director of Transportation
Plum Creek Manufacturing, Inc.
Columbia Falls, Montana 59912

VERIFICATION

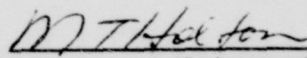
STATE OF MONTANA)
)
COUNTY OF FLATHEAD) SS

Raymond L. Sanford, being duly sworn, deposes and says that he is Director of Transportation for Plum Creek Manufacturing Co. Inc.; that he has read the foregoing statement and knows the facts asserted therein, and that the same are true as stated.



Raymond L. Sanford

SUBSCRIBED AND SWORN to before me
this 15th day of September, 1995.



Notary Public



Poinsett Rice & Grain, Inc.



P.O. BOX 100
WALDENBURG, AR 72475
Bus: 501-579-2268 • Fax: 501-579-2436

SEPTEMBER 27, 1995

VERIFIED STATEMENT

OF

RANDY MCNEIL
ON BEHALF OF
POINSETT RICE AND GRAIN, INC.

RANDY MCNEIL, PRESIDENT OF POINSETT RICE AND GRAIN INC., P. O. BOX 100, WALDENBURG, AR. 72475. I AM RESPONSIBLE FOR TOTAL OPERATION OF ALL FACILITIES. I HAVE HELD THIS POSITION SINCE THE COMPANY OPENED IN APRIL, 1988. OTHER POSITIONS I HAVE HELD ARE GENERAL MANAGER OF FORDS, INC. (A RICE MARKETING FIRM IN DIAZ, AR) FOR A PERIOD OF FIVE YEARS AND DISTRICT BUYER FOR RIVIANA FOODS FOR A PERIOD OF TEN YEARS. I AM A GRADUATE OF ARKANSAS STATE UNIVERSITY OF JONESBORO, AR.

POINSETT RICE AND GRAIN, INC. IS A RICE MARKETING COMPANY HANDLING ALL VARIETIES OF LONG AND MEDIUM GRAIN RICE. WE HAVE RICE STORAGE CAPABILITIES OF 1,000,000 CWT. AND ARE CURRENTLY HANDLING 4,275,000 CWT. ANNUALLY.

MOST OF OUR RAIL TRAFFIC ORIGINATES IN ARKANSAS WITH DESTINATIONS TO SOUTH LOUISIANA AND MEXICO. WE SHIPPED OVER 600 CARLOADS OF ROUGH RICE DURING 1995. WE LOAD RAIL CARS FROM WALDENBURG, AR ON THE SP RAILROAD WITH SERVICES FROM DRGW AND SSW. WE LOAD RAIL CARS FROM DIAZ, AR ON THE UP RAILROAD WITH SERVICES FROM MP AND CNW. WE ARE ANXIOUS TO PROMOTE THIS MERGER.

AS A SHIPPER DEPENDENT ON SP SERVICE AT WALDENBURG, WE WELCOME THIS MERGER AS A MEANS OF ENSURING THAT WE RECEIVE TOP QUALITY RAIL SERVICE FROM A FINANCIALLY SOUND CARRIER WITH SINGLE-LINE ACCESS TO NUMEROUS POINTS.

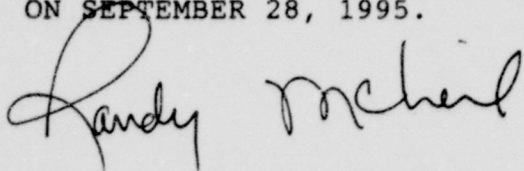
THE MERGER WILL RESULT IN SINGLE LINE SERVICE FOR OUR WALDENBURG SHIPMENTS TO LAREDO, TX. WITH THE SAME COMPETITIVE PRICES WE NOW RECEIVE FROM UNION PACIFIC RAILROAD. THE MERGER WILL CREATE SHORTER AND MORE EFFICIENT ROUTES FOR OUR WALDENBURG TRAFFIC TO LAKE CHARLES, LA., WHICH CAN ONLY INCREASE OUR

MARKETABILITY IN THAT AREA. ALSO, THE COMBINED RAILROAD WILL OFFER MORE EXPEDITED, PRE-BLOCKED AND PRE-CLEARED TRAINS TO OUR POINTS IN MEXICO. WE WILL BE ABLE TO UTILIZE UP'S SUPERIOR "DESPACHO PREVIO: FOR EXPEDITING BORDER CROSSINGS.

AVAILABILITY OF RAILCARS HAS ALWAYS BEEN A PROBLEM AT OUR LOCATIONS. THE COMBINING OF THE TWO RAIL COMPANIES WILL IMPROVE EQUIPMENT SUPPLY FOR ALL SHIPPERS.

THE UNION PACIFIC RAIL COMPANY IS A STRONG COMPANY BUT LACKS EFFICIENT ROUTES TO MANY OF OUR MARKETS AND THE SOUTHERN PACIFIC RAIL COMPANY HAS MANY EXCELLENT ROUTES BUT LACKS THE VOLUME TO TAKE ADVANTAGE OF ITS OPPORTUNITIES. THE MERGER OF THE TWO RAIL COMPANIES WILL BE ABLE TO OVERCOME BOTTLENECKS AND APPLY CAPITAL DOLLARS WHERE THEY CAN ACCOMPLISH THE MOST. THIS WILL RESULT IN STRONGER COMPETITION GENERALLY. THE COMBINATION WILL CREATE A COMPETITOR THAT IS FULLY EQUAL TO BN/SANTA FE.

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

A handwritten signature in cursive script that reads "Randy McNeil". The signature is written in dark ink and is positioned above the printed name and title.

RANDY MCNEIL, PRESIDENT
POINSETT RICE AND GRAIN, INC.



POLYMER SERVICE, INC.

P. O. Box 5545
Beaumont, Texas 77726-5545
(409) 752-5330
FAX 752-5434

MY NAME IS JOE L. MOORE AND I AM PRESIDENT OF POLYMER SERVICE, INC. (PSI).

P.S.I. IS LOCATED ON HIGHWAY 90 NEAR CHINA, TX, WHICH IS ABOUT 15-MILES WEST OF BEAUMONT, TX. OUR MAILING ADDRESS IS P.O. BOX 5545, BEAUMONT, TX 77726, AND OUR TELEPHONE NUMBER IS (409) 752-5330.

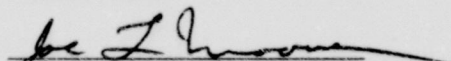
P.S.I. HAS BEEN IN BUSINESS SINCE 1988. WE PROCESS PLASTIC PELLETS OR GRANULES RECEIVED IN COVERED HOPPER RAILCARS, AND RESHIP THE MATERIAL FOR OUR CLIENTS. OUR FACILITY AT CHINA, TX, IS SERVED SOLELY BY THE SOUTHERN PACIFIC RAILROAD AND WE RECEIVE AND RESHIP ABOUT 600 TO 700 RAILCARS PER YEAR.

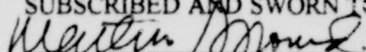
POLYMER SERVICE, INC. SUPPORTS THE MERGER OF UNION PACIFIC RAILROAD AND SOUTHERN PACIFIC RAILROAD. WE FEEL THE MERGER WILL BENEFIT P.S.I. THROUGH IMPROVED SERVICE TO OUR FACILITY, NEW SINGLE-LINE SERVICE CAPABILITIES OF A COMBINED UP/SP SYSTEM, POTENTIAL ACCESS FOR P.S.I. TO NEW MARKETS, AND THE FINANCIAL VIABILITY OF A COMBINED UP/SP SYSTEM.

VERIFICATION:

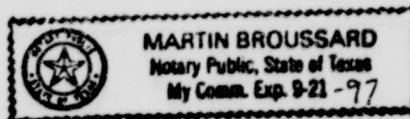
JOE L. MOORE, BEING FIRST DULY SWORN, DEPOSES AND SAYS THAT HE HAS READ THE FOREGOING DOCUMENT, KNOWS THE FACTS ASSERTED THEREIN, AND THAT SAME ARE TRUE AS STATED.

(SIGNATURE)


JOE L. MOORE

SUBSCRIBED AND SWORN TO BEFORE ME THIS 18th DAY OF September, 1995.
 MY COMMISSION EXPIRES: _____

NOTARY PUBLIC
STATE OF TEXAS
COUNTY OF CHAMBERS
BOM





POPE & TALBOT, INC.

FINANCE DOCKET NO. 32760

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

CONTROL AND MERGER

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

VERIFIED STATEMENT

of
KAREN L. ANDERSON
on behalf of
POPE & TALBOT, INC.

My name is Karen L. Anderson and I am Transportation Manager for Pope & Talbot, Inc., Wood Products Division. Pope & Talbot's Corporate headquarters is located at 1500 Southwest First Avenue, Portland, Oregon 97201. Pope & Talbot, Inc. is a publicly-held wood products company traded on NYSE.

I have been employed with Pope & Talbot for 12 years. My responsibilities include overseeing the transportation for six (6) sawmills which Pope & Talbot owns and operates. We have three sawmills that are located in British Columbia, Canada - Midway, Grand Forks, and Castlegar; three located in the U. S. - Spearfish, SD, Newcastle, WY and Port Gamble, WA. We also own and operate a Fuel Wood Pellet Mill at Spearfish, SD. Of our six sawmills, three have a rail siding for lumber loading, and the remaining access rail via reloads.

During 1995, we plan to ship approximately 3900 railcars and 15,000 truckloads of lumber and fuel wood pellets. We currently ship approximately 800 carloads of lumber via the Union Pacific and approximately 350 carloads of lumber via the Southern Pacific.

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

We believe the service benefits for shippers would be single line service that would result in shorter routes and reduced transit time. As an example, we could load lumber from one of our reloads at Spokane, WA to our mill at Newcastle, WY, unload the product and reload to another destination. If the merger is approved our company is looking forward to expansion of marketing areas which have not been competitive in the past, which is vital to our industry.

Union Pacific or Southern Pacific, alone, could not compete with BNSF. However, if the merger is approved, the two railroads will be equal of size and strength. I feel strongly that competition would be increased if UP and SP were allowed to merge into one strong railroad.

Union Pacific is very customer orientated and has many services to offer to their shippers, shippers located on the Southern Pacific have faced an uncertain future for their companies.

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

VERIFICATION

STATE OF OREGON)
COUNTY OF MULTNOMAH)

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

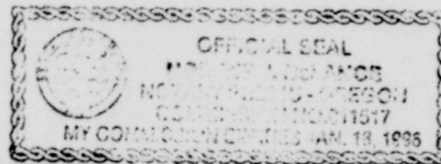
Karen L. Anderson
Karen L. Anderson

Subscribed and sworn to before me this 29 day of Aug. 1995.

Norme J. DeLancey
Notary Public

My Commission Expires:

1/18/96.





Port Jersey Distribution Services

Verified Statement

Of

John C. Emelo

My name is John Emelo, V.P. Sales/Traffic for Port Jersey Distribution Services, Inc. located at 2 Colony Road Jersey City, N.J. My responsibilities are in the area of Sales, Customer Relations and Transportation. I have been in the warehousing and transportation business for over 32 years, of which 14 years have been with Port Jersey.

Port Jersey Dist Services, provides public and contract warehousing primarily to the food industry. Between our Port Jersey Dist and Tyler Dist. Centers, we have over 1,800,000 Sq. Ft. of space in Northern and Central Jersey. We handle over 3000 rail cars per year at our facilities, of which a good portion is UP and SP origin points. The majority of the cars received are canned good products originating in California & the Mid-West, and rice products from Arkansas and Texas.

We also handle a large volume of Intermodal (Piggy-Back) inbound a year, also from California, Mid-West, Arkansas and Florida.

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

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

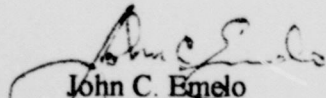
The approval of the UP/SP merger will specifically benefit both Port Jersey and our customers in:

- * Improved service
- * Equipment availability

We have experienced loss of potential business because of the lack of equipment availability, specifically off the SP points in Arkansas. Because of this lack of Box-car equipment the Rice Millers, shipped product direct to customers by truck.

We also feel that with the merger of the UP & SP, we will obtain improved services in the transit times, equipment tracking and customer services.

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



John C. Emelo
V.P. Sales & Traffic

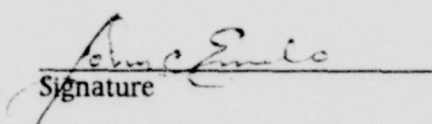
VERIFICATION

STATE OF: NEW JERSEY)

COUNTY OF: HUDSON)

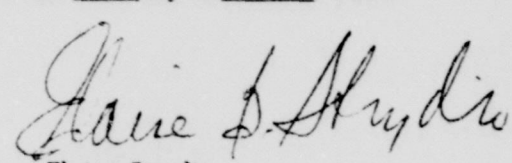
ss. Finance Docket No. 32760, Union Pacific Corporation. Union Pacific Railroad Company and Missouri Pacific Railroad Company--control and Merger-- Southern Pacific Rail Corporation. Southern Pacific Transportation Company, et al.

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


Signature

John C. Emelo

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


Elaine Strydio
Notary Public

ELAINE B. STRYDIO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 9, 1998

My Commission Expires:

September 1, 1995

VERIFIED STATEMENT

OF

WILLIAM J FOGARTY, JR
on behalf of
PORT OF MONTANA, PORT AUTHORITY

COMPANY DESCRIPTION:

Port of Montana, Port Authority is located at: 119041 German Gulch Rd
Silver Bow, MT 59750
Mailing Address: P.O. Box 3641
Butte, MT 59702
406-723-4321

I am the Marketing/Traffic Manager for the Port and I have held this position since March of 1989. From 1981 to 1989 I was Administrator of the Transportation Division at the State Of Montana. Previous experience includes positions with the U.S. Dept Of Agriculture and the U.S. Dept Of Commerce at the states of Montana, California and Nevada. I attended montana State University and the University Of Notre Dame, graduating with a B.S. degree in Agricultural Business.

The Port Of Montana is a municipal Port Authority. The Ports five member board of Port Commissioners is appointed by the Chief Executive of the Butte/Silver Bow government.

The Port Of Montana provides services in transloading, warehousing and distribution. The principal commodities we handle include; forest products, fertilizers, ores, log homes, minerals and animal feeds. The Port is an intermodal hub facility receiving and shipping to domestic and international points.

The Port has nine fork lifts ranging from 4,000# to 46,000# lift capacity, a switch engine, a piggy packer with a 90,000# lift capability for TOFC and COFC moves. The facility also has three rubber belted conveyors, two screw augers and warehousing facilities in excess of 100,000 square feet. The 57 acres at the Port have 8800 feet of rail track plus two certified truck scales and one certified rail scale. The Port lies at the junction of Interstates 15 and 90 and is served by two major railroads, EN via Montana Western RR and the Union Pacific. This is the only place in Montana where two major railroad interface. The majority of the Ports' traffic is either inbound truck and outbound rail or vise versa. The Port ships or receives approximately 3300 rail cars per year. This includes a variety of commodities.

POSITION ON UP/SP MERGER:

The Port of Montana, Port Authority strongly supports the proposed merger between the UP and the SP. Montana is one of the few states, if not the only one, that the ICC has ruled to be Market Dominant by the BN. One the principal reasons the Port of Montana has flourished is that many Montana shippers wanted access to markets served by the UP and a alternative rail carrier. The merger of the UP/SP will enhance the opportunities and benefits to the Port and it shippers.

SERVICE BENEFITS:

The merger between the UP and SP will provide access to new markets, improved transit time and better rates due to single line service. The Port and it shippers have had particular difficulties in accessing markets in southern California, San Francisco Bay area, Arizona and New Mexico due to rates, switching charges and transit times. The merger will have a very positive impact on overcoming these issues.

As a result of NAFTA there is a focus on increase trade between Canada, the United States and Mexico. The merger will enhance the trade opportunities by providing more gateways into Mexico, improved transit times, more competitive rates and more efficient, shorter routes for North/South corridor traffic.

EQUIPMENT AND PERSONNEL UTILIZATION:

The merger will allow the merged railroad to better utilize their equipment, personnel and infrastructure. This will result in improved transit times, cheaper rates and better availability of equipment.

COMPETITION:

The merger of the UP/SP will create a competitor that is fully capable of competing effectively with the BN/SF in the major western markets. This is a very strong plus for the Port and its shippers.

UP is financially strong, but lacks some desirable routes to many markets. SP has many excellent routes, but is lacking capital to take advantage of many opportunities and maintain their infrastructure. The merger between UP/SP will make a near perfect match that will benefit the Port, it shippers and receivers and insure a financially sound transportation system for the future.

CLOSING STATEMENT:

In conclusion I enthusiastically support the merger between the Union Pacific Railroad and the Southern Pacific Railroad.

VERIFICATION

STATE OF MONTANA)
)
COUNTY OF SILVER BOW)

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

William J. Fogarty Jr.
William J. Fogarty, Jr.

Subscribed and sworn to before me this 5 day of September, 1995.

Lorna Gregory

Notary Public

for the State of Montana

Residing at Butte, MT

My Commission Expires:

6/21/98

Union Pacific Corporation, et al.
Control and Merger
Southern Pacific Rail Corporation, et al

I.C.C. Finance Docket No. 32760

VERIFIED STATEMENT OF LEO R. BRIEN

My name is Leo R. Brien and my business address is 530 Water Street, Oakland California 94607. I am Director of Maritime at the Port of Oakland and I am responsible for all the Port's maritime activities. I offer this statement on behalf of the Port of Oakland to express our support of the proposed aquisition of the Southern Pacific Rail Corporation and it's operating subsidiaries by the Union Pacific Corporation.

The Port of Oakland is a public agency responsible for planning, developing and administering the City of Oakland's marine terminal facilities for waterborne commerce. The Port of Oakland is a major load center for containerized cargo on the Pacific Coast. During 1995 it is estimated that Port facilities will handle over 24 million revenue tons of cargo in 1.6 million containers. The Port of Oakland is the fifth largest container port in the United States. This containerized cargo includes a full range of commodities, including food products, electronics, manufactured goods, cotton, paper products and other raw materials. The shipping lines which call at the Port of Oakland serve the entire world.

Intermodal cargo, with destination and origin points located throughout the continental United States, is almost entirely moved by rail. This intermodal business is the fastest growing market for west coast ports and is vital to maintain healthy revenues. The phenomenal growth of intermodal cargo has been fueled by new relationships forged between railroads and ocean carriers and by the development of dedicated double-stack train service between ports and the rest of the country.

The key to success in the intermodal market is the ability to offer ocean carriers and their customers efficient, cost-effective rail services between port marine terminals and inland points. While the Port of Oakland has continued to grow, the Port's ability to increase its market share of intermodal cargo has been hampered by several factors.

Theoretically, three western railroads; Burlington Santa Fe (BNSF), Southern Pacific Lines (SPL) and Union Pacific Railroad (UPRR), serve Oakland. However, the BNSF's access to Oakland, under a trackage agreement with SPL, does not effectively allow direct access for intermodal traffic to the Port. Consequently, intermodal traffic is drayed between the BNSF intermodal facility in Richmond and the Port over Interstate 80, one of the most congested stretches of highway in California.

The Union Pacific intermodal facility in Oakland is operating

at capacity and business is being diverted to other facilities, with a resulting loss of business to the Port of Oakland. Because this facility occupies extremely valuable Port-owned land on the waterfront that is required for Port expansion, the ability of the UPRR to economically expand is limited.

Generally, the rail routes that serve the Port of Oakland are longer and traverse more mountainous terrain than the routes at other west coast port areas. This has resulted in higher rates and lower levels of service to our intermodal shipping customers.

Ironically, the competition among the three railroads in Oakland has resulted in carload shippers being left without access to competitive routes and destination or origin points due to the charges on industrial switching.

The convergence of terminal capacity issues, route structures, access issues and the financial difficulties that have been experienced by SPL has more than offset the competitive advantages of having three rail carriers serve the Port.

Port of Oakland is undertaking an extensive program to expand and improve our marine terminals and develop transportation infrastructures which will provide our customers with the finest intermodal services in the world. This program, which will involve some \$600 million in capital expenditures, includes the re-

development of the Navy Fleet and Industrial Supply Center Oakland into new marine terminals and the development of the Oakland Joint Intermodal Terminal (JIT). The JIT is designed to be the largest, most efficient intermodal terminal in the country. It is intended to consolidate the intermodal operations of all the railroads serving Oakland into a facility located adjacent to the Port's marine terminals and with direct access to the Interstate highway system. BNSF participation is critical for the success of the JIT. However, after years of negotiations the SPL and the BNSF have been unable to come to terms on an agreement that will allow the BNSF access to participate in the JIT.

Specifically, the merger of the UPRR and SPL will create a single-line, financially strong competitor to the BNSF which will have the resources and ability to drastically improve service to Oakland. The new routes available through the combination of the two roads and the re-allocation of line-haul capacity should result in lower costs and improved transit times for shippers using the Port of Oakland.

Most importantly, trackage agreements negotiated between UPRR and BNSF guarantee BNSF direct access to Oakland industrial spurs and to the proposed JIT. This will give ocean carriers and other receivers and shippers of goods direct access to two effective, competing railroads and open new markets to shippers using the Port.

The merger will allow UPRR to move their operations into the existing SPL intermodal yard, expanding their capacity and bringing immediate improvements to the facility. The combination of new route structures and the expanded and improved terminal will offer shippers far greater services than the two individual carriers can provide now. This relocation of the UPRR intermodal terminal will allow the Port to expedite the development of new marine terminals required by the tremendous growth of international trade and which will provide both UPRR and BNSF new business opportunities. The direct access that BNSF will receive removes a major obstacle to the development of the JIT. Carload customers will enjoy unrestricted access to both carriers and opportunities for competitive service to many new origin and destination points.

The Port of Oakland has a major impact on the economy of Northern California and the San Francisco Bay Area. We rely on efficient, cost effective rail service to maintain and improve our competitive position among West Coast ports. The merger of Union Pacific and Southern Pacific offers an unprecedented opportunity to increase competitive rail services to our customers, increase the Port's competitive position among west coast ports and bring about much needed expansion of Port facilities. The Port of Oakland therefore supports the Union Pacific's application to acquire control of the Southern Pacific Rail Corporation and its subsidiary companies.

VERIFICATION

STATE OF California

COUNTY OF Alameda

_____Leo R. Brien_____, 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.

Leo R. Brien

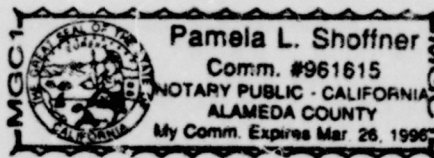
Leo R. Brien

Director of Maritime

Subscribed and sworn before me this 13th day of October, 1995

Pamela L. Shoffner
Notary Public

My Commission Expires:





PORT TOWNSEND PAPER CORPORATION
750 ERICKSEN AVENUE NE
BAINBRIDGE ISLAND, WA 98110
(206) 842-0611 FAX (206) 842-3160

August 22, 1995

VERIFIED STATEMENT
OF

FRED PASQUALE
on behalf of
PORT TOWNSEND PAPER CORP.

My name is Fred Pasquale. I am the Transportation Manager of Port Townsend Paper Corp. I have held this position for the past eight years. Prior to that I was the Northwest Regional Transportation Manager for ITT Rayonier, Inc. In my current position I am responsible for all inbound and outbound transportation for our two production facilities. This includes negotiating all rail, intermodal, truck, ocean and warehouse contracts and designating approved carriers for each distribution lane.

Port Townsend Paper Corporation is a manufacturer of Kraft paper and woodpulp with production facilities in Port Townsend, WA and Portland, OR. We produce 200,000 tons per year with markets in the Midwest and Western United States as well as export. In addition we are building a recycling facility to handle old corrugated cartons. Starting in mid 1996 we will be sourcing 120,000 tons per year of waste paper from the Midwest and Western U.S. Our main mill in Port Townsend is not directly served by rail. We have to barge or truck product to/from railheads in Seattle or Tacoma, WA or Portland, OR where we have access to the Union Pacific, Burlington Northern and Southern Pacific.

We currently sell 12,000 tons per year to Wisconsin and Ohio points and over 24,000 tons per year into California and Arizona. The Midwest shipments move intermodally. Shipments to California move primarily by over-the-road truck with some by intermodal.

Port Townsend Paper Corp. strongly supports the request of Union Pacific and Southern Pacific to merge. If approved, this merger would benefit Port Townsend Paper in the following ways:

1. By creating single line intermodal service between Seattle, WA and California we would be able to shift a large percentage of our over the road traffic to intermodal due to improved intermodal service. This would result in freight savings without lowering the service provided to our customers.
2. Port Townsend would be able to combine shipments for Arizona and Midwest points and barge them to Seattle. Currently, Arizona rail shipments are trucked to Portland, OR to the SP railhead.

Page Two

Verified Statement of Fred Pasquale

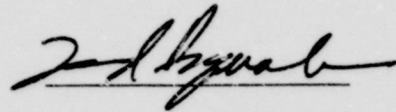
3. The combined UP-SP railroad will provide strong competition to the recently formed Burlington Northern - Santa Fe operations.

Therefore, Port Townsend Paper Corporation strongly supports the proposed Union Pacific - Southern Pacific merger application.

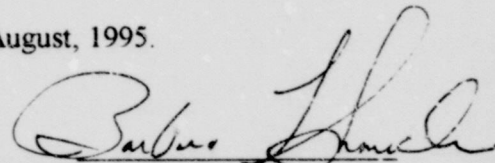
Fred Pasquale
Transportation Manager

VERIFICATION

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



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



Notary Public

My Commission Expires:

3/9/96



PORTAC, INC.

A subsidiary of MITSUI and Co. (U.S.A.), Inc.
4215 East-West Road • Tacoma, Washington 98421

October 4, 1995

My name is Doug Bergquist. I am the Sales Manager of Portac, Inc., a lumber manufacturer headquartered at 4215 East-West Road in Tacoma, Washington. I currently oversee all domestic lumber sales and traffic for my company. I have 29 years of experience in the lumber industry.

Portac operates two sawmills and ships 200 carloads and 450 trailerloads of lumber annually. Our facility in Tacoma is served by the both the Burlington Northern/Santa Fe Railroad and the Union Pacific Railroad. Our second facility in Forks, Washington is not rail-served. We ship lumber via truck from this location to a rail reload facility at the Port of Grays Harbor.

I am submitting this statement on behalf of Portac to express our support for the merger of the Union Pacific (UP) and the Southern Pacific (SP) railroads. We believe that this merger will bring tremendous benefits to Portac and other shippers in the Pacific Northwest. The new single-line service will allow products to be moved directly from UP origins to SP destinations without interchange. The merger will also allow us to expand our customer base as the construction markets in California, Arizona, and Texas, points now reached by SP, are potential consumers of lumber products. A more efficient rail service will also lead to a more economical one by reducing transit time substantially.

Based on our experience with both railroads, the UP has a more satisfactory customer service department. Therefore, the merger should assist the SP in that area with which it currently seems to have the most trouble. A more competent service staff and tracking system will benefit the shippers and bring more traffic back to the railroads. SP's long-term survival is a great concern as the BN and Santa FE have merged to become a powerful competitor. UP's merger with the SP will allow the railroads to compete more effectively.

For the reasons stated above, Portac encourages the merger of the Union Pacific and the Southern Pacific and urges the ICC to approve it promptly.

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

Doug Bergquist, Sales Manager
Portac, Inc.



Pozzolan

Processors and Distributors of the Modern Pozzolan / Fly Ash

ISLAND CORPORATE CENTER

7525 S.E. 24th Street
Mercer Island, WA 98040
Telephone (206) 232-9320
FAX (206) 232-9501

VERIFIED STATEMENT
OF
RENE J. BERTHEAU

ON BEHALF OF

POZZOLANIC INTERNATIONAL

My name is Rene J. Bertheau, and my title with Pozzolanic is Vice President of Transportation Services. I'm responsible for all transportation activities of the company including all the rail traffic. I've held this position for the past eight years and prior to this I was involved with transportation activities with Chevron U.S.A., Inc.

Pozzolanic International is a processor and distributor of the modern Pozzolan/fly ash. The fly ash is generated as a by product of coal fired electrical power plants. We collect, process and distribute the fly ash through out the western United States and Alaska.

More specifically we collect the fly ash at power plants located in Centralia, WA; Point of Rocks, WY; Lynndyl, UT; Craig, CO; Wheatland, WY; and Glenrock, WY. The fly ash then is distributed through out the western United States, including Washington, Oregon, California, Idaho, Utah, Wyoming, Colorado, and Nevada.

More than half of the fly ash is distributed via railroad, that is in excess of 300,000 tons. The success of Pozzolanic is directly related to rail service. With improved rail economics and service Pozzolanic can recycle more fly ash back into the market place. A big portion of our market place is totally dependent on rail service such as the entire state of California.

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

Presently we have a number of destinations that are served with a UP and SP two line service and with the merger these destinations will become single line service. The following destinations will benefit from new single line service:

1. Point of Rocks, WY to Redwood City, CA
2. Point of Rocks, WY to Fernly, NV
3. Centralia, WA to Redwood City, CA
4. Craig, CO to Denver, CO
5. Lynndyl, UT to Redwood City, CA
6. Lynndyl, UT to Fernly, NV

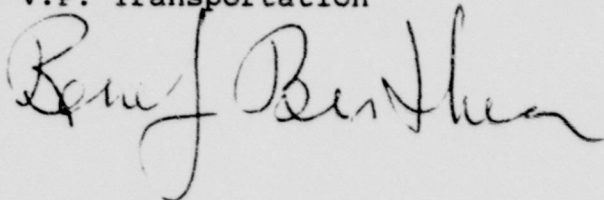
New single line service will expand our market area from Lynndyl, UT., and Point of Rocks, WY to SP points in Central, California.

A major concern of ours is and has been an adequate supply of railroad owned covered hopper cars. We have experienced from time to time a shortage of such cars. With the merger will come better equipment utilization and improve car supply.

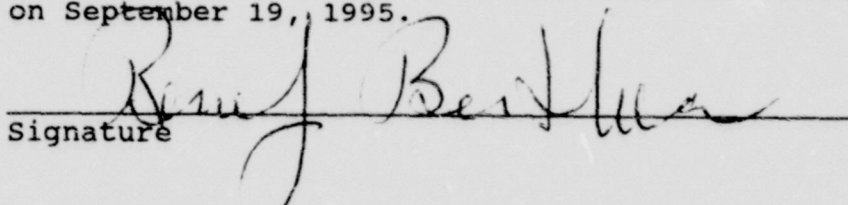
SP service into Craig, CO., has been very poor. For example when full rail cars are released the SP has taken up to 10 days before they are pulled. With this merger will come improved quality of service.

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

Rene J. Bertheau
V.P. Transportation

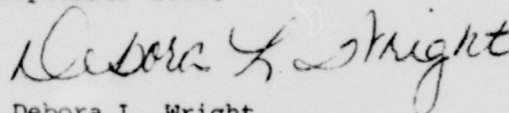


I, Rene J. Bertheau, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 19, 1995.



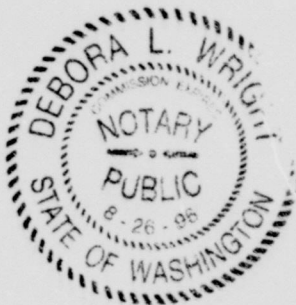
Signature

Sworn to before me this nineteenth day of September 1995.



Debora L. Wright
Notary Public in and for,
the State of Washington,
County of King, residing
at Mercer Island, Washington

My commission expires
08-26-96



P.O. Box 407
Heron Lake, MN 56137
(507) 793-2301

P.O. Box 368
Mt. Lake, MN 56157
(507) 427-2421



P.O. Box 67
Jeffers, MN 56145
(507) 628-5566

P.O. Box 99
Windom, MN 56101
(507) 831-2527

"Your Full Service Cooperative"

October 2, 1995

Verified Statement
of
Daniel D. Uttech
on behalf of the
Prairie Land Cooperative

I, Daniel D. Uttech, am the Grain Merchandiser for the Prairie Land Cooperative, Windom, Minnesota, with branch facilities and offices in Heron Lake, Jeffers, and Mountain Lake, Minnesota. I have held this position since 1988, and am responsible for the purchase and marketing of all grain for all locations, to include the logistics and freight management for rail shipments. Prior to 1988, I worked in various locations and capacities in the grain industry of southwest Minnesota.

The Prairie Land Cooperative is a farmer owned company serving the needs of area grain and livestock producers. We presently operate grain elevators in four communities, with Heron Lake, Mountain Lake, and Windom served by the Union Pacific Railroad, and Jeffers being a truck station that is an origination point for our Heron Lake facility. In addition to our grain operations, we offer a complete line of feed and agronomy products and related services, and operate a certified seed processing and conditioning plant. Our grain shipments usually are destined for the export markets of the L.A. Gulf or the PNW as market conditions dictate. Since our business is heavily dependent on grain, our annual car requirements vary with the crop size and the marketing plans of our producers. On the average, we will load 2,200 to 2,500 covered grain hopper cars. Our Agronomy department will also receive bulk fertilizer when filling our warehouses for the Spring and Fall season, with the car volume dependent on supplier programs.

We understand that the Union Pacific and Southern Pacific are requesting authority to merge their operations. We strongly support this as a way of strengthening our competitive position, improving rail service, and opening access to new domestic grain markets in California, and the rapidly expanding export market into Mexico. In the past, we have been at a competitive disadvantage with other companies served by the Burlington Northern and Canadian Pacific rail lines, due to limitations on the markets we could reach. This merger would vastly improve our competitive position and likely bring back grain volume which has been lost in recent years.

P.O. Box 407
Heron Lake, MN 56137
(507) 793-2301

P.O. Box 368
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"Your Full Service Cooperative"

PAGE 2 of 2

We also feel the new company would be in a position to provide improved service due to a larger pool of covered grain hoppers and locomotives. The efficiencies and administrative savings would further strengthen the new company, which would help insure our company of rail service by a strong, dependable carrier well into the future. This stability enables our company to make substantial capital improvements to meet the grain and transportation needs of our farmer owners. This merger also expands the number of markets we can reach with single-line service, which has always proven to be the most efficient and cost-effective mode of bulk commodity transportation.

Our company has been limited to the export markets in the past. This places major constraints in our marketing flexibility and profitability. Our coarse grain and oilseed usage continues to trend from the export to the domestic side in regards to total usage. We feel this trend will continue and access to these new markets a definite future need for our continued success and growth.

As mentioned earlier, we have been at the mercy of other companies in past due to rail service by other lines. With the talk of the BN/Sante Fe merger, the UP/SP merger would allow them to keep pace with the overall trend of the industry and help to keep them in a competitive position.

In conclusion, we believe that the proposed merger of the Union Pacific and Southern Pacific will provide significant benefits to our company and other shippers in our area. The Prairie Land Cooperative strongly supports this merger application.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Daniel D. Uttech'.

Daniel D. Uttech - Grain Merchandiser

VERIFICATION

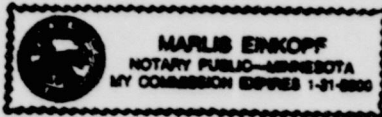
State of Minnesota
County of Cottonwood

Daniel D. Uttech, 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.

Daniel D. Uttech

Daniel D. Uttech

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



Marlis Einkopf
Notary Public

My Commission Expires:

01-31-2000

Precisionaire, Inc.

P.O. BOX 7568 • ST. PETERSBURG, FLORIDA 33734 • U.S.A. • PHONE 1-813-822-4411

October 4, 1995

VERIFIED STATEMENT OF
JAMES V. MCCANCE
on behalf of
PRECISIONAIRE, INC.

My name is James V. McCance, and I am the Director of Distribution at Precisionaire, Inc., located at 2399 26th Avenue North, St. Petersburg, Florida. I would like to take this opportunity to voice Precisionaire's strong support for the Union Pacific-Southern Pacific merger.

I have spent 33 years in transportation management. I was the Traffic Manager for Harris Paint in Tampa, FL for 15 years before coming to Precisionaire. In my current position as Director of Distribution, I am in charge of all transportation and shipping functions for Precisionaire.

Precisionaire is a manufacturer of air conditioning filters. We receive 72 railcars of components from Mexico each year through Laredo via Union Pacific. These cars are destined for our manufacturing plants in Terrell, TX; Auburn, PA; and Bartow, FL.

Precisionaire welcomes the merger of Union Pacific and Southern Pacific, as it will result in higher quality service by allowing the two railroads to integrate their operations. This will ease congestion, particularly choke points such as Houston, improving connections between our Mexican suppliers and our three manufacturing facilities in the United States.

With more efficient routes and a more flexible equipment pool, the combined Union Pacific-Southern Pacific will be a stronger competitor against Burlington Northern-Santa Fe throughout the west. Competition will be even more greatly enhanced in the light of the trackage rights the applicants have agreed to give the Burlington Northern-Santa Fe. The access Burlington Northern-Santa Fe will have to Matamoras and Laredo (via the Texas-Mexico Railway) will result in much stronger competition between the United States and Mexico that already exists today.

Precisionaire wholly supports the merger of Union Pacific and Southern Pacific and the stronger cross-border rail competition that it will bring.

Precisionaire, Inc.

P.O. BOX 7568 · ST. PETERSBURG, FLORIDA 33734 · U.S.A. · PHONE 1-813-822-4411

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

James V. McCance

James V. McCance
Director of Distribution
Precisionaire, Inc.



Verified Statement
of
Mark R. Marshburn
On behalf of
Premier Juices

My name is Mark R. Marshburn. I am the Vice President of Premier Juices, located at 2849 Executive Drive, Suite 100, Clearwater, Florida- 34622. As Vice President of Premier Juices, I am responsible for all management duties, Financial accountabilities and many of the purchasing duties. I have held this position for the past 6 years. I am a graduate of the University of Florida with a degree in Marketing.

Premier Juices is a commodity distribution firm, dealing in orange juice concentrates which are produced throughout Mexico and Central America. The majority of our movements are Mexican concentrates, imported through McAllen, Texas and loaded into refrigerated cars on the Rio Valley Railroad, which provides access to both the UP and SP. The product is shipped in refrigerated cars-- recently, primarily cars provided by UP to receivers in Florida, California, and various upper Midwestern destinations. Orange juice Concentrates from Central America are normally imported via water carrier into a Florida port and are transloaded from containers into refrigerated cars for movement to the same customer base.

Due to the fact that some of our major California receivers are located on the Southern Pacific RR, we strongly support the proposed merger of the Union Pacific and the Southern Pacific Railroads. Our past experiences in trying to secure Southern Pacific refrigerated cars have resulted in lengthy delays waiting to receive an empty car from what we understand is a diminishing fleet. Once the cars are secured, loaded and enroute, it has also been our experience to encounter delays because of mechanical breakdown due to an obvious lack of routine maintenance on the cars. These delays cost us time

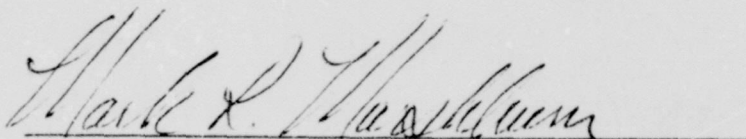
and money and result in unsatisfied customers. In some instances we have had to revert to truckload shipments to get product to our customers while the cars are delayed, waiting for repairs. This adds dramatically to our over-all transportation costs and cuts deeply into our profit margin. The merger of these two railroads would help to ensure us a consistent supply of usable refrigerated cars at our origin points.

Equally important, the merger would allow us to have single-line service from McAllen to our California customers via UP's lines. Because of SP's equipment supply problem, we have switched to UP-provided cars, but UP's route to California is too circuitous, requiring that the traffic be handled in interchange with the SP at San Antonio. We feel that single line service via a combined UP-SP system would help to improve transit times and the reliability of service by eliminating the need for interchange between the UP and the SP. Single line service would also help the railroads in controlling their cost of operating which in turn would help in controlling transportation cost for Premier Juices.

We believe this merger will result in long term benefits for Premier Juices as well as for both of the Railroads involved.

I declare under penalty of perjury that the foregoing is true and correct. I further certify that I am authorized to prepare and file this statement.

Executed this 10th day of October, 1995.



Mark R. Marshburn



VERIFIED STATEMENT OF
ING. MIGUEL PEDRAZA ON BEHALF OF
PROBISA

PROMOTORA REGION MONTANA
DE BIENES INTERNACIONALES, S.A. DE C.V.
PORFIRIO DIAZ NTE. # 716
MONTERREY, N.L. C.P. 64000
TELS. (81) 372-9581 FAX 372-3717
LADA SIN COSTO 91-800-83 026

My name is Ing. Miguel Pedraza. I am the General Manager of PROBISA, with five years in my current position, responsible for the marketing and operation of the commercial activities of the company.

PROBISA is a company dedicated to the processing and trading of chemicals, minerals, plastics and other commodities related to the ceramic and steel industries in Mexico. We have our crushing bagging and warehousing facilities located in Monterrey, N.L., Mexico served by the Ferrocarriles Nacionales de Mexico.

We purchase and transport feldspar, kaolin clay, silica sand and zircon from sources in Florida, Kentucky, Tennessee, California and Canada. In 1994 we moved approximately 3,000 tons of these raw materials to our facilities in Monterrey.

We are very interested in supporting the merger of the Union Pacific and Southern Pacific due to the fact that we believe it will increase our opportunities of developing new suppliers in the areas currently held by the Southern Pacific. From the California area we move bagged materials and the intermodal service should improve to Laredo in a merged system.

Efficiency is needed in Mexico based on single line service to all major Mexican border crossings. We believe that expanding the Despacho Previo system, the efficiency will improve.

UP/SP will be able to provide single-line service to all major Mexican border crossing via shorter, more efficient routings. The combined railroad will offer more expedited, pre-blocked and pre-cleared trains to and from interior points in Mexico. SP customers will be able to utilize "Despacho Previo" for expediting border crossings. This will help improve car supply and consistency of transit.




PROMOTORA REGION MONTANA
DE BIENES INTERNACIONALES, S.A. DE C.V.
PORFIRIO DIAZ NTE. # 716
MONTERREY, N.L. C.P. 64000
TELS. (81) 372-9581 FAX 372-3717
LADA SIN COSTO 91-800-83 026

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

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

Executed on September 5, 1995



Ing. Miguel Pedraza



PRODUCERS
rice mill, inc.

VERIFIED STATEMENT

Jim McDaniel for Producers Rice Mill, Inc.

RE: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company - control and merger - Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

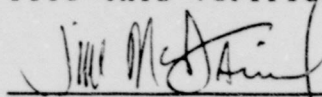
My name is Jim McDaniel and I have been working in the capacity of Manager of Transportation for Producers Rice Mill, Inc. for the last seven years. The job I occupy is responsible for negotiating transportation contracts and agreements for Producers Rice, which include various modes of water, land, & air transportation. With this, I personally communicate with the major rail carriers in the U.S. as well as many smaller ones.

Producers Rice Mill, Inc. is a large supplier of packaged rice located in Stuttgart, Arkansas. We process & package rice for the retail and food service markets in the U.S. and are an exporter of these products to markets in Europe, the Middle East, and Africa. Last year we handled over 15 million hundred weights of rice and had sales of over 200 million dollars.

Our two plants in Stuttgart are the only points of origin, with the Southern Pacific being our only rail carrier. From these two plants last year we loaded over 900 box cars for export and 850 for domestic use. Our hopper car loadings were approximate 700 domestically & 150 for export. Of the 1,050 combined boxes & hoppers we shipped for export, 90% went to the gulf coast ports of Houston & Lake Charles and 10% went to Mexico. Of the 1,550 cars moving to domestic destinations, 75% went into the East & Northeast with the remaining 25% moving into the Midwest & West. Overall, we ship more than 25% of our annual volume of rice via rail.

At one time the Rock Island Railroad operated in Stuttgart and competed with the SP until it could no longer financially operate. We depend too much on rail service for the same thing to happen to the SP. After carefully considering service capabilities and the competitive nature of pricing in our industry we do fully support the proposed UP-SP merger and believe it to be in the best interest of our company. Some specific reasons for supporting the proposed merger are the financial strength of the UP, their availability of equipment, and familiarity with the grain industry. Also, this consolidation should make the UP/SP a more efficient operation based on the number of single line moves that before would have taken two carriers.

I, Jim McDaniel, 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 14 Sept 1995.

A handwritten signature in cursive script, appearing to read "Jim McDaniel", is written over a horizontal line.

Manager of Transportation



Septiembre 12, 1995.

Verified Statement
of
Pedro Wise Fernandez
on Behalf of
Productora de Papel, S.A. de C.V.

My name is Pedro Wise Fernandez, Traffic Manager of Productora de Papel, S.A. de C.V. Our company is located at Km. 7, Via Monterrey - Matamoros, San Nicolas de los Garza, N.L. C.P.66490, Phone number (8) 313-8409, (8) 313-9090, Fax. (8) 13-8341. I am responsible of the transportation, domestic and international of our company.

I am responsible for negotiations of freight rates for imports of raw material as well as for contracting rates for exports with the different railroad and trucking companies that offers this service in our region.

Aproximately 60% of imports are transportated by rail and the rest by truck, while on the exports 80% es handled by Intermodal transport and 20% by rail.

Our company fabricates paper, in the wide variety of qualities that exists, and some of our raw materials, waste paper and pulpboard is being imported from different states from the U.S.A. while our export market of finished product varies according to our prices in the market.

We have clients in several states of U.S.A. from the Pacific to the gulf and from the Mexican border to Canada.

We have found that Union Pacific Railroad and Southern Pacific Railroad will be filing an application with the federal entity ICC, for the approval of the merge they have plants to obtain., we strongly support this merge since we feel would be in our company's best interest as well as in the interest of the other shippers of paper related products.

The approval of the merge UP/SP will particularly benefit our company on opening more efficient routes, providing more efficient service on intermodal traffic as it will provide stronger competition with other modes of transportation.

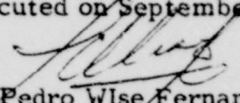


Specifically we feel will be benefited on de single-line service between Laredo Tx. and UP & SP California points, Laredo - Chicago points., which will allow us to participate as a competitive prices on markets that we are not participating currently.

We believe that the proposed merger SP/UP will really provide valuable benefits to shippers, our company supports the application.

I, Lic. Pedro Wise Fernandez, declare under penalty of perjury that the foregoing is true and current, further I certify that .

I am qualified and authorized to file this verified statement.
Executed on September 11, 1995.


Lic. Pedro Wise Fernandez.
Traffic Manager.
Productora de Papel, S.A. de C.V.

PRODUCTORA DE PAPEL, S.A. DE C.V.

KM. 7 E.E.C. A MATAMOROS APARTADO POSTAL No.443 SAN NICOLAS DE LOS GARZA, N.L.
TELEFONO: (81) 313-9090 FAX: (81) 313-8341

VERIFIED STATEMENT

OF

WILLIAM L. NORRIS
President

OF

PROFESSIONAL TRANSPORTATION SERVICES, INC.
dba PRO TRANS
3329 Kirby Parkway, Suite #3
Memphis, TN 38115

PRO TRANS is an Intermodal Marketing firm that began in 1988. The company performs nationwide rail intermodal transportation and domestic rail containerization shipping. Although the company's headquarter is in Memphis, TN; PRO TRANS ships with all major rail carriers in the United States utilizing almost all of the United States rail ramps. PRO TRANS's primary commodities are kitchen hand tools, electrical fixtures, and forest products. The company's customers are located throughout the United States, thereby, requiring continuous rail intermodal service. The company's primary rail traffic shipping lanes are to the states of California, Nevada, and New York.

As founder, owner and President of PRO TRANS, I am responsible for providing quality service to our customers' intermodal traffic utilizing the best rail service available. Having been involved in transportation all my business career, I believe the proposed merger will benefit PRO TRANS and its intermodal customers by providing greater efficiencies that will allow:

1. Improved service levels and transit times by direct routing, i.e. Memphis to Los Angeles
2. Improved equipment supply through better utilization.
3. Improved intermodal terminals through coordination and specialization of locations allowing for terminal capital improvements to speed the processing & handling time to reduce transit times.
4. Improved rate levels from greater competition in the rail market place.
5. Improved customer markets from the competitive strength of the proposed system.

Page 2 of 2

VERIFIED STATMENT

OF

WILLIAM L. NORRIS

In addition to the above, the proposed merger will strengthen the overall rail intermodal service in the West from substantial efficiencies, overhead savings, and facility consolidations. Also, it should provide for new and improved service routes, intermodal terminals, and equipment.

Therefore, I believe the proposed merger will be in the best interests of my company and our customers and support the UP/SP application.

I certify that I have read this document executed this 18th day of September 1995, that I know the facts asserted herein, that they are true and correct as stated, and I am qualified and authorized to file this verified statement.

William L. Norris
William L. Norris

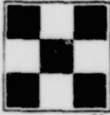
Subscribed & sworn to me this 18th day of September 1995

Gail Hopper
Gail Hopper

My Commission Expires:

Aug. 16, 1999





Purina, S.A. de C.V.

Oficinas Generales

September 11, 1995.

VERIFIED STATEMENT
OF
MR. THOMAS STICKFORTH
ON BEHALF OF
PURINA, S.A. DE C.V.

Attn. Interstate Commerce Commission
UP-SP Merge Case.
Docket No. 32760.

Subject: Finance Docket # 32760.

Union Pacific Corporation, Union Pacific Railroad Co. and Missouri Pacific Railroad Co. - control and Merger - Southern Pacific Rail Corporation Southern Pacific Transportation Co. et Al.

My name is Thomas Stickforth, and since 1988 I have been working as Director of Purchasing and Logistics for Purina, S.A. de C.V. Our Corporate office is located in Av. Paseo de la Reforma 295-14, Col. Cuauhtemoc, 06500 Mexico, D.F. and my telephone # and fax # are 628-5500, 208-0729.

I am in charge of all purchasing, traffic and imports for my Company which includes mainly agricultural commodities. In this particular case our most important raw material is coming from USA and is shipped by railroad.

We receive between 800 and 1,400 car per year from Eastern Nebraska, Kansas, Missouri, Oklahoma, to Eagle Pass and Laredo, Tx., Nogales, Az. and Calexico, Ca., with final destination in our plants in Obregon, Mexicali, Monterrey, Guadalajara, Salamanca, Cuautitlan, Tehuacan and Torreon.

Presently this service is provided by either Southern Pacific or Union Pacific, sometimes with direct route, some others connecting with other railroads like the BN or ATSF. As you know, it's very important for us to obtain **competitive rates and service** in order to reduce our transportation and inventory costs to the maximum possible, as well as continue having different alternatives to chose from.



Purina, S.A. de C.V.

Oficinas Generales

...2

I am writing to express Purina's support of the merger of Union Pacific and Southern Pacific Railroads. The merger is particularly beneficial in light of the recently approved merger between the BN-ATSF, which creates a big and strong railroad. BN-ATSF is nearly twice the size of the UP or the SP. The UP-SP merger will create a competitor that will be equal and able to compete with the BN-ATSF in various markets. This is particularly true in the case of grain and grain products shipments coming from the Midwest area, mostly Kansas and Nebraska, which my company imports throughout the year.

The result of this merger will create a stronger company, that will grant better and more competitive prices, quicker service and transit time, shorter and more efficient cycle times for my private equipment and in general more expedited handling of our raw materials in a competitive transportation environment. Importantly, rail competition will be preserved, and in fact increased, as a result of UP/SP's agreement to grant trackage - rights to BN/ATSF to reach a connection with the Texas-Mexican Railroad for access to Laredo.

Mexico is a big importer of grain and grain products from the USA, moved mostly by railroads, either through US ports or to USA-Mexico gateways. We need to keep the competition open in order to continue having service and price options, and that is exactly what our industry has always been looking for, and it will be achieved by this transaction.

Yours truly,

Mr. Thomas Stickforth
Purina, S.A. de C.V.

I, Thomas Stickforth, 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 11, 1995.

Mr. Thomas Stickforth
Purina, S.A. de C.V.

Paseo de la Reforma No. 295
Piso 14 Col. Cuauhtémoc
06500 México, D.F.

Teléfono 628-55-00
Fax 533-16-55
208-07-29

STB

FD

32760

11-30-95

A

✓ 1648V9

4/6



October 2, 1995

VERIFIED STATEMENT

of

D. F. REEVES

on behalf of

QUALITY INTERMODAL CORPORATION

Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- control and merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

My name is D. F. Reeves and I am Executive Vice President of Quality Intermodal Corporation, a Texas Corporation headquartered in Humble, Texas. I have held this position since the inception of the company on February 14, 1989. Prior to that time, I held sales and senior management positions from 1980 through 1988 with GST Corporation and similar positions with ITOFCA from 1970 through 1979. Both these companies provided like services as my present company. Given the benefit of my background and experience, I am familiar with the U. S. rail transportation system. I submit this verified statement on behalf of Quality Intermodal Corporation in support of the above referenced docket.

Quality Intermodal Corporation is an Intermodal Marketing Company which sells rail carrier intermodal services to various shippers who can ship packaged products or commodities in trailer or container load quantities. Our company currently maintains in excess of 600 customer accounts on a nationwide basis.

Quality Intermodal Corporation currently holds intermodal contracts with both the Union Pacific Railroad Company and the Southern Pacific Transportation Company, as well as all other major rail carriers. Our company's total revenue with the two combined rail companies for the calendar year of 1994 was 11.8 million dollars. This amount represented approximately 20 percent of our total revenue paid to all rail carriers in 1994.

VERIFIED STATEMENT
OF D. F. REEVES
PAGE 2

Quality Intermodal Corporation provides complete door to door transportation services to our customers throughout the United States, Mexico and Canada. Our company maintains sales and operations offices in Philadelphia, PA, Cleveland, OH, Chicago, IL, Los Angeles, CA, Dallas, TX, Pine Bluff, AR, Kansas City, MO, Atlanta, GA and Charlotte, SC.

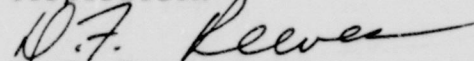
Quality Intermodal Corporation believes that the proposed merger of the two rail carriers referenced in Docket No. 32760 would be in our company's best interest and the customers we serve. We further believe that combining the routes of these two carriers would provide more competitive and improved intermodal service for our customers in key corridors important to us such as Chicago-California, Memphis-California and Texas-Pacific Northwest. The improved linehaul service will be enhanced by utilization of the best terminals in Chicago, Los Angeles, Oakland, Kansas City, and Texas. Service reliability is critical to our company's success and we believe the merger of these two rails will certainly benefit this area with better utilization of terminals and routes.

Combining UP and SP will create a viable competitor to the BN/Santa Fe in all major western markets. In other areas, UP and SP have agreed to conditions to maintain competition by giving BN/Santa Fe access. This should result in stronger competition in general.

We believe that the proposed merger will provide significant benefits to our company and the shippers we serve. We respectfully request on behalf of Quality Intermodal Corporation the approval of the Union Pacific Railroad Company and the Southern Pacific Transportation Company merger.

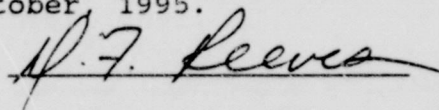
Yours very truly,

Quality Intermodal
Corporation



D. F. Reeves
Executive Vice President

I declare under penalty of perjury the foregoing is true and correct. Executed on this 2nd day of October, 1995.



VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

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

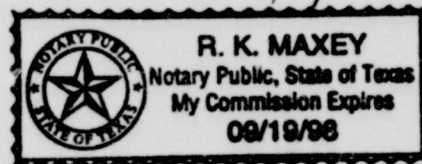
D. F. Reeves
D. F. Reeves

Subscribed and sworn to before me this 2nd day of OCTOBER 1995

Commision Expires 9/14/98

Notary Public

R. K. Maxey





QUIMICA SUMEX, S.A. DE C.V.

September 22nd, 1995.

INTERSTATE COMMERCE COMMISSION
UP/SP MERGER CASE
DOCKET No. 32760

Subject: Quimica Sumex-Merger support

Through this letter we wish to express our opinion regarding the SP and UP Railroads merging proposal.

Quimica Sumex is a legally established company according to Mexican Law and it's considered as an ALTEX firm, title given to highly exporter companies by our Mexican Government.

Quimica Sumex exports bleaching clays, for oils and fats industries in the United States.


As railroad users, we feel that the merging of these two companies might benefit our sales in some regions of the United States and also improve our delivery logistics.

Following some comments about this merging project:

1. Shorter routes and transit times with faster delivery to consignee.
2. Tariffs more competitive if handled by one company (SP/UP)
3. More availability of locomotives and cars.
4. As Mexican exporters, we'll have more options at the border.

We support the merger and expect this financial and service merging will keep receiving a secure and reliable transportation service, in benefit of customers.

I declare that the foregoing is true and correct and certify that on behalf of the company I represent, I've been qualified to file above statement, for the benefit of my company. This statement has been executed on September 22nd, 1995.


LIC. RAMON HERNANDEZ R.
Traffic Manager.

536

R & E Consolidation Service, Inc.

P.O. Box 2800

Baltimore, Maryland 21225

(410) 837-2400

Fax (410) 837-0049

October 2, 1995

VERIFIED STATEMENT

of

Stan Hiersetter

on behalf of

R & E CONSOLIDATION SERVICE, INC.

I, Stan Hiersetter, am Vice President of R & E Consolidation Service, Inc., and have been employed by R & E for over twenty-two years. I am responsible for the over all sales, operations, and finances of R & E. R & E Consolidation Service, Inc. is a Baltimore, MD based Intermodal Marketing Company (IMC). In that capacity R & E provides door-door intermodal transportation of both Domestic and International freight solely utilizing rail carriers to perform the linehaul service portion of each shipment.

Operationally R & E employs the services, rates, and routings of every major rail carrier in the Continental United States as well as rail connections in Canada and Mexico. The preponderance of our business is transcontinental in which the Union Pacific and Southern Pacific carry the overwhelming portion in this traffic lane.

Although our market area is in the Mid-Atlantic States, a vital portion of our customer base originates and/or terminates at major intermodal hub centers serviced by the Southern Pacific and Union Pacific railroads. We have come to identify what carriers provide the most consistent and timely transit schedules to accomodate the demands of our customers. The Union Pacific has been our carrier of choice when other options are available.

Verified Statement
Stan Hierstetter
October 2, 1995
Page 2

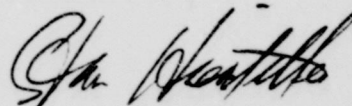
With the merger of the Sante Fe Railroad (a Western Carrier) and the Burlington Northern (a predominately Northwestern Carrier), it is absolutely necessary that an equally strong, service-oriented, and financially sound rail system exist to maintain the market and service balance in the larger geographical area of the Western States.

R & E Consolidation Service favors and supports the proposed merger between the Union Pacific and Southern Pacific as presented before you in Finance Docket #32760. This combination of rail systems will enhance the vital double stack corridors between major rail terminals in California and Chicago that carry both domestic and international cargo. In addition, shippers will benefit from the creation of a more enhanced, streamlined, single-source rail carrier in areas where currently congestion and lack of power results in poor service.

Specifically, the presence and resources of the Union Pacific are necessary for the improvement of rail intermodal service to and from areas in the Southwest particularly when the Kansas City gateway is utilized.

In the interest of competitive pricing, service, and market growth R & E sees the merger of the Union Pacific and Southern Pacific as combining a financially strong rail carrier with one that can add additional routes and coverage. The result will be an improved service option beyond what presently exists. R & E Consolidation strongly supports this application.

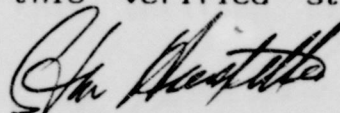
Sincerely,



Stan Hierstetter
Vice President

SH/jpb

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



RAHR MALTING CO.



SINCE 1847

GENERAL OFFICES, 567 GRAIN EXCHANGE, P.O. BOX 15186, MINNEAPOLIS, MINNESOTA 55415-5186, PHONE 612/332-5161

October 4, 1995

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, ET AL.

VERIFIED STATEMENT OF DANIEL L. STONE

My name is Daniel L. Stone and I am the Manager of Finished Products for Rahr Malting Co., located at 567 Grain Exchange Building, Minneapolis, Minnesota 55415. I have held this position for 15 years and have been involved in sales and transportation, both grain and manufactured products, for 24 years. I am authorized to make this statement on behalf on Rahr Malting Co.

Rahr Malting Co. is a privately held corporation and has been in business for 148 years. Rahr is involved in the production and supply of barley malt to the brewing, distilling and food industries throughout the United States. In addition, Rahr has been an active participant in the world market.

Rahr has processing facilities at Shakopee, Minnesota, Alix, Alberta, Canada (operating under the name of Westcan Malting Ltd.) and operates an elevator in Minneapolis, Minnesota.

From these processing facilities, Rahr ships approximately 5,000 carloads of finished product from its Minnesota location to brewers and distillers in locations throughout the United States and Mexico. Its Alberta plant ships approximately 1,200 carloads of finished product to users in Canada, the United States, Mexico, and off-shore markets in the Far East and South America. Additionally, 85% of the inbound raw material barley is received by rail and virtually all by-products are shipped by rail.

Rahr's Minnesota plant is served directly by both the Union Pacific and the Canadian Pacific railroads. Its Westcan plant is served solely by the Canadian National.

Rahr is submitting this verified statement in support of the above referenced Application.

Rahr is virtually 100% dependent upon railroads for delivery of its product to customers. Because of this dependence, its concern in this and other proceedings has been competitive rail access to its markets utilizing financially healthy carriers who can provide the kinds of services that Rahr's customers demand, including specialized equipment and predictable, efficient service levels combined with knowledgeable support staff.

The Union Pacific - Southern Pacific merger is believed by Rahr to be necessary for the following reasons:

- 1) Competitive single line service into some of its most important markets i.e. Texas, southern California, and Mexico.
- 2) More efficient, effective and predictable service with improved transit times. This in turn translates into better equipment and power utilization.

3) Financial ability to provide appropriate rail equipment, maintenance of way, automation, and terminal upgrades and coordination.

4) With the merger of the Burlington Northern and Santa Fe imminent, it is especially imperative that this proposed merger be allowed. Without approval, the Southern Pacific would appear unable to compete in the long-term, and the Union Pacific would find difficulty in effectively competing in some corridors.

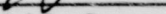
In summary, Rahr Malting Co., and the entire malting industry, is heavily dependent upon the Union Pacific, and in some markets the Southern Pacific, to meet our customers' needs. Rapid approval of this Application is necessary to insure our continued abilities to serve the brewing industry.

Daniel L. Stone
Manager - Finished Products

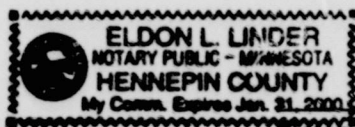
VERIFICATION

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

Daniel L. Stone, 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.


Daniel L. Stone

Subscribed and sworn to me this 6TH day of OCTOBER, 1995.



Notary Public

My Commission Expires: _____

VERIFIED STATEMENT
OF
DANTE BOCCALERO
on behalf of
THE RALPH M. PARSONS COMPANY

My name is Dante Boccacero, Manager of Traffic for the Ralph M. Parsons Company, 100 West Walnut Street, Pasadena, California.

My responsibilities include routing of freight from various Intrastate points in California as well as interstate movements of freight into or out of California.

I have held this position for fifteen years, and prior to that, I have held the position of Assistant Traffic Manager for twenty-two years.

The Ralph M. Parsons Company is an Engineering & Construction firm and has been in business in California for over fifty years.

During that time we have built Chemical Plants and Refineries and have utilized the services of the Southern Pacific Railroad and the Union Pacific Railroad in the movement of vessels and large refinery towers (300-400 Tons each) as well as other cumbersome items deliverable to jobsites in and outside of California.

We recently shipped a seizable quantity of materials originating in Utah and California to Wilmington, CA, Long Beach, CA, Torrance, CA and the San Francisco Bay Area, utilizing the Southern routing via Colton to the respective Southern California Refinery locations and the Southern Pacific again via Roseville to the Bay Area Sites.

These shipments amount to thousands of dollars 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 Utah directly south thru Colton and into Southern California Refinery locations would benefit us as the customer and the UP/SP because it presents an opportunity to improve service and reduce costs and attain lower rates.

We believe that the proposed merger will provide significant benefits to the Ralph M. Parsons Company and its clients and our company supports the application.

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

Executed on September 25-1995


Signature

rassini s.a. de c.v.

av. electricidad 80 xalostoc edo. de mexico
cp 55740 mexico tel. 714 40 71 71 4 70 7
ap. 14 711 fax 714 41 05 714 66 33 714 66 08

AUGUST 30, 1995

INTERSTATE COMMERCE COMMISSION
UP/SP MERGER CASE
DOCKET No. 32760

TO: WHOM IT MAY CONCERN

SUBJECT: RASSINI'S MERGER SUPPORT

WITH REFERENCE TO THE PROPOSED SP AND UP RAILROADS MERGING, BY MEANS OF THIS LETTER, OUR PROFFESIONAL COMMENTS REGARDING THIS PROPOSAL.

OUR COMPANY IS A LEGALLY ESTABLISHED MEXICAN ASSOCIATION. OUR MAIN LINE OF BUSSINESS IS THE MANUFACTURE OF SPRING AND COILS FOR THE INTERNATIONAL AUTOMOBILE INDUSTRY, THUS OUR INVOLVEMENT IN INTERNATIONAL LOGISTICS AS WE CONTRACT AND SUPERVISE BOTH DOMESTIC AND INTERNATIONAL RAILROAD FREIGHT. WE HAVE MANUFACTURING PLANTS IN PIEDRAS NEGRAS, IN XALOSTOC, IN ECATEPEC, IN PUEBLA AND IN MONTERREY, MEXICO. OUR MAIN SOURCE OF RAW MATERIAL (SLABS AND STEEL BARS) ARE SHIPPED TO EAGLE PASS AND TO BROWNSVILLE, TEXAS FROM STEEL MILLS ALL OVER US AND CANADA. FINISHED PRODUCTS ARE SHIPPED VIA EAGLE PASS AND VIA LAREDO, TEXAS BACK TO USA AND CANADIAN MARKETS. OUR LOGISTIC EXPENSES SURPASSES \$4,500,000.00 DLS ANNUALLY.

IF THE RAILROADS ARE MERGED, IT WILL RESULT IN THE FOLLOWING BENEFITS:

- MORE EFFICIENT ROUTES TO MOST MEXICAN GATEWAYS
- FASTER AND MORE RELIABLE INTERMODAL SERVICE
- BETTER TERMINALS COORDINATION
- BETTER CARS AND LOCOMOTIVES AVAILABILITY AND UTILIZATION
- NEW SINGLE LINE SERVICE BENEFITS AND MORE EFFICIENT SHORTER ROUTES.
- MORE EFFICIENT CARS AND LOCOMOTIVES AVAILABILITY AND UTILIZATION.
- BETTER LONG TERM RELIABLE RAIL TRANSPORTATION SERVICE FOR SP CUSTOMERS.

CONSIDERING THAT THE UP RAILROAD IS FINANCIALLY STRONG; COMBINIG IT WITH SP EXCELLENT ROUTES, WILL RESULT IN THE MOST CONVENIENT AND RELIABLE EQUIPMENT MANAGEMENT, ROUTES AND TRANSIT TIMES, ETC., BUT MOST IMPORTANT, UP/SP WILL CREATE A COMPETITOR EQUAL TO BN SANTA FE, IN SIZE AND QUALITY.

CONSIDERING THAT THE UP/SP HAVE AGREED TO GIVE OTHER RAILDROADS TRACKAGE RIGTHS TO ALLOW COMPETITIVENESS AND AVOID POSSIBLE MONOPOLIZED ROUTES OF ANY LENGTH IN THEIR SYSTEMS

544



rassini s.a. de c.v.

av. electricidad #6 xalostoc, edo. de mexico
c.p. 55346 mexico, d.f. corim. 714-69-95 714-30-21
a.p. 14-711 fax 714-41-05 714-66-33 714-65-08

CONSIDERING OUR NEED TO SECURE RELIABLE TRANSPORTATION SERVICE AS TO
ALLOW OUR COMPANY TO PARTICIPATE AND REMAIN COMPETITIVE IN THE
INTERNATIONAL COMMERCIAL MARKET.

IN MY MANAGEMENT POSITION WITH THE COMPANY THAT I REPRESENT, WE SUPPURT
100% THE PROPOSED MERGER, BEING THAT COMPETITION IS THE BEST WAY TO KEEP
COMPETITIVE TRANSPORTATION RATES IN THE MARKET PLACE.

I DECLARE THAT THE FOREGOING IS TRUE AND CORRECT, AND CERTIFY THAT ON
BEHALF OF THE COMPANY THAT REPRESENT, I AM QUALIFIED TO FILE ABOVE
STATEMENT, FOR THE BENEFIT OF MY CORPORATION. THIS STATEMENT HAS BEEN
EXECUTED ON AUGUST 30, 1995.

THANKS


LIC. JAIME G. SANCHEZ C.
PURCHASING AND TRAFFIC MANAGER

C.C.P.: JORGE SENDEL
SOUTHERN PACIFIC
LINES MEXICO CITY

545



Rayonier

Wood Products

Inland Facility

SEPTEMBER 19, 1995

VERIFIED STATEMENT

OF

LANCE HUBENER
on behalf of
RAYONIER

My name is Lance Hubener, Traffic Manager at Rayonier Wood Products, Inland Facility; P.O. Box 349; HWY 95 South; Plummer, ID 83851. I have held this position for 11 years, (10-1/2 years with previous owner Pacific Crown Timber Products, Inc. and 1/2 year with Rayonier).

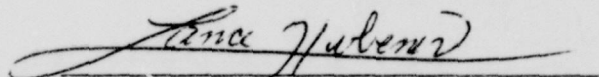
Rayonier is a lumber mill. We manufacturer dimensional lumber, wood chips and cut stock at our facility. We use the U.P. Rail Road to transport our product from Plummer, ID through out the U.S.

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

We are looking forward to new single line service, more efficient routes, route specialization, better equipment utilization, and competitive benefits.

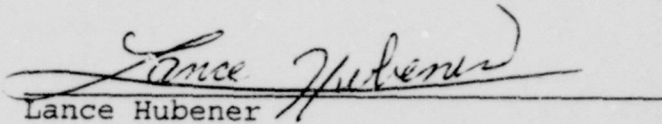
We believe that the proposed merger will provide significant benefits to shippers. Our company supports the application.

I, Lance Hubener, 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 9-19-95.

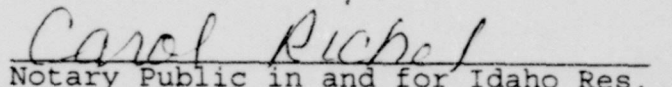

Lance Hubener

STATE OF IDAHO)
) ss.
COUNTY OF BENEWAH)

Lance Hubener, 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.


Lance Hubener

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


Notary Public in and for Idaho Res.
& P.O. Addr: HCR 1 BOX 35 Langel
Commission expires: 5-14-96

Seal

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.



UNIVERSAL *Foods* CORPORATION

Verified Statement
of
Paul F. Rasmussen
on behalf of
Red Star Yeast & Products
A Division of Universal Foods Corporation
Milwaukee, WI

My name is Paul F. Rasmussen. I have been employed by Universal Foods Corporation and the Red Star Yeast division for thirteen (13) years in various transportation and purchasing management positions, most recently as Manager, Commodities Procurement for Red Star Yeast & Products Company. I have spent over thirty (30) years in transportation, working for railroads and major food and beverage manufacturers.

Universal Foods Corporation, located at 433 E. Michigan St., Milwaukee, WI 53201, is an international manufacturer and marketer who adds value to customers' products by developing and delivering superior ingredients for foods and other applications. Its areas of technical expertise include flavors, colors, dehydrated vegetables, flavor enhancers and yeast products. The Red Star Yeast & Products division is the major rail user in the corporation and has facilities located throughout the United States, specifically, in Baltimore, MD, Milwaukee, WI, Dallas, TX, (Missouri Pacific RR) and Oakland, CA (Southern Pacific RR).

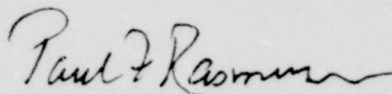
All of Red Star's rail traffic, some 1,700 plus railcars per year, is involved in the transportation of the basic substrate used in the production of yeast, domestic beet molasses and imported cane molasses. A predponderance of the beet molasses traffic originates in the Minnesota/North Dakota area and is destined to all four plants. There is also traffic on the Southern Pacific Railroad within the state of California. Cane molasses traffic originates in the Louisiana Gulf area and Houston and moves predominantly to Dallas, TX and Milwaukee, WI. Universal Foods Corporation has invested heavily in the future of rail transportation by leasing one-hundred seventy-five (175) rail tank cars to move the molasses.

We have learned that the Union Pacific and Southern Pacific are requesting Interstate Commerce Commission authority to merge. Red Star Yeast & Products Company endorses this merger as a means of improving rail service and strengthening rail competition in the United States.

Having utilized the Southern Pacific Railroad over the last decade, one realizes that the overall benefit of the proposed merger would be to increase the viability of the SP.

Especially, in lieu of the Burlington Northern/Sante Fe merger, the Southern Pacific system needs the financial strength of the Union Pacific Railroad to make the necessary capital investments to maintain rail competition. Southern Pacific rail service, at this time, is marginal at best. Poor service impacts customers who have their own leased rail fleets. Lost car days means more equipment must be leased to meet shipping requirements. This is a cost a manufacturer/business never recovers or will be compensated for.

We believe that the proposed merger will provide significant benefits to the shipping public. Red Star Yeast & Products division supports merger application of the Union Pacific and Southern Pacific Railroads.

A handwritten signature in cursive script, reading "Paul F. Rasmussen". The signature is fluid and extends to the right with a long, sweeping tail.

Paul F. Rasmussen
9/26/95

VERIFICATION

STATE OF WISCONSIN)
) ss.

COUNTY OF MILWAUKEE)

PAUL F. RASMUSSEN, 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.

Paul F. Rasmussen

SUBSCRIBED AND SWORN TO BEFORE ME THIS 27 DAY OF Sept., 1995

Min E. Allen

NOTARY PUBLIC

MY COMMISSION EXPIRES:

12/10/95

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 Rail Corporation, Southern
Pacific Transportation Company, et al.

Submitted by:

Regulus Stud Mills, Inc.

September 27, 1995

Verified Statement of Alan Hern on behalf of Regulus Stud Mills, Inc.

I am employed as Vice President and General Manager of Regulus Stud Mills, Inc. I have been employed in this position for seven (7) years. Prior to this employment, I have been employed in the lumber business since 1970. I have a degree in Business Administration from the University of Washington.


Regulus Stud Mills, Inc. is a lumber manufacturer of both 2x4 and 2x6 eight (8) foot studs which are used in home construction. We ship approximately 70% of our production via the St. Maries River Railroad to Plummer, Idaho, where the cars are picked up by the Union Pacific Railroad and shipped throughout the 48 lower states. At present we ship 600 to 700 cars per year of studs via the Union Pacific Railroad.

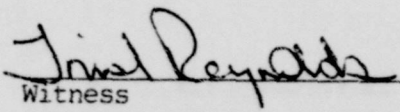
We support the purposed UP/SP merger because it would give us single line service for our products going to southern California. It would be in our companies best interest because of the U.P.'s strong financial strengths in making capital improvements to the SP thus providing better service.

The major benefit to Regulus and our customers from a UP/SP merger would be faster, easier single line service thus creating more efficient routes, rates and transit time, all of which are very important from a cost stand point for a shipper. Regulus would also benefit because it would open up more market area in the larger southern California population centers.

Regulus Stud Mills, Inc. supports the UP/SP merger application.

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



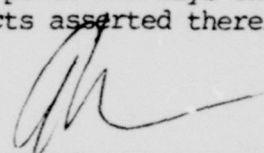
Alan Hern

Witness

VERIFICATION

STATE OF IDAHO)
) ss.
COUNTY OF BENEWAH)

Alan Hern, 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.



Alan Hern

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



Notary Public

My Commission Expires:

10/4/99



REYNOLDS METALS COMPANY

Longview Reduction Plant
4029 Industrial Way • P. O. Box 999 • Longview, Washington 98632-7598

September 20, 1995

Verified Statement of
James W. Austin
District Transportation Manager
Reynolds Metals Company

My name is James W. Austin, District Transportation Manager for Reynolds Metals Company, 4029 Industrial Way, Longview, WA 98632. I have been employed by Reynolds Metals for 36 years and have been involved in the transportation industry since 1974. My current job responsibility is managing all of the transportation related facets of the Longview, WA reduction plant as well as overseeing the transportation of our products from our sister plant in Troutdale, OR. I have been authorized by my company to submit this statement on behalf of the Union Pacific and Southern Pacific Railroads.

Reynolds Metals produces aluminum for world-wide consumption, the Longview, WA and Troutdale, OR plants combine to produce and ship approximately 363,000 tons annually for both the domestic and foreign markets. The Longview plant is switched by the Longview Switching Company, a carrier jointly owned and operated by the Union Pacific and Burlington Northern Railroads. The Longview Switching Co. has direct interchange with these two carriers in Longview. The Troutdale plant is served by the Union Pacific Railroad.

Reynolds Metals shipped approximately 1830 carloads of metal from these two facilities during the year of 1994. Principle destinations include metal to our own rolling and processing mills in Listerhill, AL, Gum Springs, AR, Jones Mills, AR, and McCook, IL. We also sell to various customers in the midwest, California and Mexico. This rail traffic moves in conjunction with both the Union Pacific and Burlington Northern Railroads and their connections. We also ship piggyback with third party shipper agents with routes on the UP, BN, and SP, and we utilize motor carrier on traffic destined primarily to California and the midwest.

We are encouraged by the thought of single-line service to southern California which is one of our primary destinations. Reynolds Metals furnishes metal to major wheel manufacturing companies in the Los Angeles area, and a shorter more reliable route will definitely improve our performance in meeting customer commitments. The UP/SP merger will also greatly improve the service into Mexico due to more efficient routing between Washington/Oregon and the various border crossings.

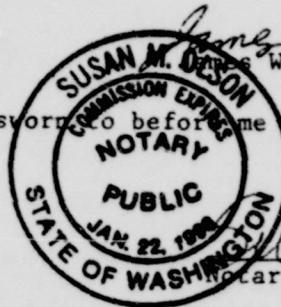
Reynolds Metals is dependent upon good, reliable rail service from all of the rail carriers that participate in the routing of our metal, therefore, we see the merger of the Union Pacific and Southern Pacific Railroads as a positive, long-term benefit to Reynolds Metals in the Northwest as well as the industry as a whole. We fully endorse the merger application.

VERIFICATION

STATE OF WASHINGTON)
)ss.
COUNTY OF COWLITZ)

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

Subscribed and sworn to before me this 20th day of September, 1995.



Susan M. Olson
Notary Public

My Commission Expires:

1-22-98

Riley Creek Lumber Company

VERIFIED STATEMENT

OF

Gary V. Bennett
on behalf of
Riley Creek Lumber Company

I am Sales Manager for Riley Creek Lumber Company, P.O. Box 220, Laclede, Idaho, 83841. I have held this position for four years and have responsibility for all Sales and Transportation decisions. Prior experience includes thirty one years with Bennett Lumber Products Inc., Princeton, Idaho, where I held the position of Vice President, Sales. In that position I also was responsible for sales and transportation decisions.

Riley Creek Lumber Company operates a lumber mill in the State of Idaho producing dimension, boards, and wood chips which are transported nationwide via both rail and truck. We operate one mill as well as rail reload facilities which are served via both U.P. and B.N. Railroads. Our total rail shipments amount to approximately 500 carloads annually with rail freight payments of some \$2,000,000 annually.

Riley Creek Lumber Company soundly supports the Union Pacific (UP) and Southern Pacific (SP) Merger.

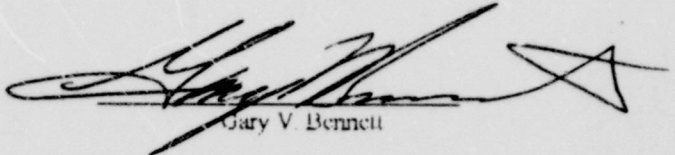
Our production facility is served by Burlington Northern however we ship our products into both U.P. and S.P. service territories and use joint routes with these carriers in many cases. We believe that a combined U.P. / S.P. rail system will offer us advantages to expand our markets to customers within the Southwest states including California, Arizona and Midwest points as well as helping to create a more competitive overall national rail system. In many cases this merger would allow us to benefit from shorter and more efficient routes that will result from the merged system while still allowing us to use both B.N. and U.P. as rail alternatives. By combining U.P. and S.P., we also will be in a position to take advantage of the U.P. fleet of centerbeam rail cars. At the present time this is not an option. Finally, We believe a U.P. incorporation will help to assure the long term viability of the Southern Pacific Railroad system as a major U.S. rail competitor which at the present time appears to be tentative at best.

Riley Creek Lumber Company supports the UP-SP merger as being in the best interest of our company, our customers, and the U.S. transportation industry as a whole.

VERIFICATION

STATE OF IDAHO)
) SS. BONNER
COUNTY OF ~~BOZEMAN~~)

Gary V. Bennett, 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.


Gary V. Bennett

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


Notary Public

My Commission Expires

4-22-98

6601 Koll Center Parkway
P.O. Box 5252
Pleasanton, CA 94566
(510) 426-8787

September 29, 1995

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

RE: Union Pacific-Southern Pacific Merger. Finance Docket No. 32760

Dear Mr. Williams:

My name is Douglas K. Guerrero and I am employed by RMC Lonestar as Vice President of Cement Sales. My address is 6601 Koll Center Parkway, P.O. Box 5252, Pleasanton, California 94566. My telephone number is (510) 426-2114, and my fax number is (510) 426-2225. I have a Masters of Business Administration from St. Mary's College and over Twenty-seven years of experience in transportation related issues. I fully understand the transportation needs of RMC Lonestar.

RMC Lonestar is part of a vertically integrated company, including a Portland Cement manufacturing plant located in Davenport, California, which is our major rail facility, nine aggregate plants and thirty ready-mix plants in various cities in Northern and Central California. The Davenport facility is served only by Southern Pacific. The Portland Cement we produce is used by the construction industry. Using Southern Pacific, we move about 300,000 tons of material, combined inbound and outbound, which includes coal, iron ore, gypsum and Portland Cement.

We need efficient rail service at competitive rates to meet our transportation needs. Since transportation is a major portion of our manufacturing and sales cost, we monitor our transportation expenditures carefully and are constantly trying to minimize them.

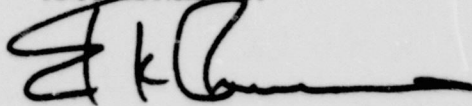
RMC Lonestar strongly supports the proposed merger between Southern Pacific and Union Pacific. The merger will provide more efficient single line routes that will reduce transit times. For example, the merger will allow our West Sacramento, California facility to be served by the combined Union Pacific-Southern Pacific, which will eliminate an interline connection we were forced to make to reach this facility. In addition, more efficient single line routes may permit us to reduce our inventory costs and manage more efficiently.

We also look to the merged Union Pacific-Southern Pacific railroad system to permit us to make better use of our private fleet of rail cars. A more efficient railroad system will permit faster cycle time for our fleet, which could reduce our costs in the long run as we use our existing fleet in more cost-effective manner.

We also support the merger because it combines the quality service we have received from Southern Pacific with the financial might of Union Pacific, to help assure a financially viable carrier in the long term. Particularly in view of the recently approved merger between Burlington Northern and the Santa Fe, the merger between Union Pacific and Southern Pacific is necessary to assure long-term, quality service and to permit the combined Southern Pacific-Union Pacific to compete and continue to serve customers who rely upon rail service for a major part of their business.

I, Douglas K. Guerrero, 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.

*Your very truly,
RMC LONESTAR*

A handwritten signature in black ink, appearing to read 'DKG', with a long horizontal flourish extending to the right.

*Douglas K. Guerrero
Vice President, Cement Sales*

DKG.va



September 12, 1995

Verified Statement
of
Gary Rasmussen
on behalf of
Rogers Seed Co.

My name is Gary Rasmussen and I am the Traffic Manager at Rogers Seed Co. based in Boise, Idaho. I have held this position for the past seven years. Prior to that I worked for Austin's Express, Inc. as General Manager. I have enjoyed working in the transportation industry for nearly twenty years. I know the importance of dependable transportation and service.

Rogers Seed Co. is a subsidiary of Sandoz Seeds Ltd. and is part of a worldwide network of seed companies that together comprise one of the largest seed organizations in the world. Rogers has a rich history of important contributions to the seed industry going back to the 1800's.

Our main shipping facilities are located in Twin Falls and Nampa, Idaho, Othello, Wash. and Northern California. Each location is served by different rail roads such as the UP, BN, and SP. While we utilize all modes of transportation to serve our customers throughout the world, we have several customers who rely on the railroads for dependable service.

Rogers understands that the UP and the SP are seeking authority to merge. We welcome this merger as we feel it would be in our company's best interest, as well as our customers and other shippers in our area. We feel the merger would result in improved service, strengthen competition, improve routing and provide better equipment utilization.

If the merger is approved, I feel we will not only see improved service, but realize new services previously not available to us. We are especially aware of the benefits that will provide single-line service to all major Mexican border crossings with shorter and more efficient routings.

In closing I wish to emphasis once again that we believe the proposed merger will provide significant benefits to shippers. Our company supports the application.

Sincerely,

A handwritten signature in cursive script that reads "Gary Rasmussen".

Gary Rasmussen
Rogers Seed Co.



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

STATE OF-----Idaho-----)
COUNTY OF-----Ada-----) SS.

GARY RASMUSSEN, 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.

GARY RASMUSSEN
Gary Rasmussen

Subscribed and sworn to before me this 12 day of Sept. 1995

WICKIE C. VAUGHAN
Notary Public

My Commission Expires:

2/5/97

ROSER CUSTOMS SERVICE, INC.**CUSTOMS BROKERS - FORWARDERS**

400 E. THIRTEENTH STREET
P.O. BOX 48
BROWNSVILLE, TEXAS 77822-0048

VERIFIED STATEMENT OF ROSER CUSTOMS SERVICE INC

My name is Alfred Roser, principal owner of Roser Customs Service Inc., located at 400 E. 13th St., Brownsville, Texas. Our company has been operating as a US customs broker in Brownsville over 45 years.

The service we perform consists of preparing and filing customs required documents for the purpose of clearing merchandise from U.S. customs custody. We are also involved in forwarding these shipments to our customers in the United States and Mexico.

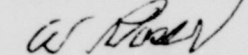
Our vast experience has convinced us that the merger of the Union Pacific and Southern Pacific railroads will result in improved service to our importer/exporter customers shipping by rail via our local gateway.

The obvious benefit is that the merger will expand substantially the one-line service. This equates in reducing transit time to and from the border. A fringe benefit is that freight quotations should be furnished much sooner. Today requested freight rates involving more than one rail carrier normally takes several days. Furthermore single carrier service will improve monitoring the movement of any cars between originating and delivery points.

Our support of the merger is predicated on the preservation of rail competition with regards to switching to and from Matamoros by another major US carrier. In short Brownsville will not lose the two-carrier competition on the switching service which is now offered by the Union Pacific and Southern Pacific.

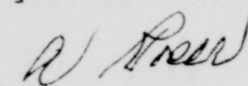
Sincerely,

Roser Customs/Service Inc



A Roser
President

I, Alfred Roser, 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.



A Roser
Sep 30, 1995



VERIFIED STATEMENT
OF
JAMES SMITH, JR.
TRAFFIC MANAGER, RSG FOREST PRODUCTS

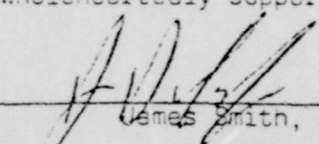
I, James Smith, Jr., am Traffic Manager for RSG Forest Products. I have ten years of traffic and sales experience with RSG Forest Products, and am currently responsible for all of RSG's shipping needs. I make this statement in support of the proposed merger of the Union Pacific and Southern Pacific railroads.

RSG Forest Products produces two-by-four and two-by-six random length dimension lumber and cedar fencing. Currently, RSG Forest Products does about \$168 million per year in business. This roughly works out to 6,000 rail carloads per year, or 24,000 truckloads. RSG utilizes any combination of rail, barge and truck, depending on which is priced most competitively for shipping from any one of our four facilities at Kalama, Washington (currently, using BN, UP, water and truck), Olympic Forest Products, Mist, Oregon (all truck), Molalla, Oregon (SP and truck), and Estacada, Oregon (all truck).

Currently, RSG ships by rail, barge and truck, depending on which mode provides the most cost-effective service. For example, our shipments to California can be made by barge into San Diego or the port of Wilmington in the Los Angeles basin or by truck, as well as by rail. We expect that competition between rail and other modes of shipping, and competition between the Burlington Northern and Union Pacific, to be strengthened with improved service resulting from the merger of Union Pacific and Southern Pacific.

As a result of the proposed merger, our shipments via UP will require less time for multi-line switchovers, particularly to destinations in the Southwest, Midwest and East Coast. We would expect that the overall service provided by the SP will improve due to consolidation with the UP's lines and management. Since the merger will increase the number of empties, engines, etc., RSG Forest Products will enjoy more power to move cars with, and a better supply of rail cars. With this improved equipment supply, RSG would be able to maximize its ability to get product to different seasonal markets, such as Las Vegas in the early spring, to the East coast, California and the Midwest in the late spring and to all areas in mid to late summer.

For these reasons, RSG Forest Products wholeheartedly supports the proposed merger of the UP and SP.



James Smith, Jr.

985 Northwest Second Street, Kalama, Washington 98625, (360) 673-2825

VERIFICATION

STATE OF WASHINGTON)
) SS.
COUNTY OF COWLITZ)

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

Subscribed and sworn to before me this 28th day of September, 1995.

Elizabeth R. Bates
Notary Public

My Commission expires:

3/10/97



**VERIFIED STATEMENT
OF
JOHN L. PAYNE
ON BEHALF OF**

R S R CORPORATION

**IN THE MATTER OF
FINANCE DOCKET 32133**

**UNION PACIFIC RAILROAD CORPORATION, UNION PACIFIC RAILROAD COMPANY
CONTROL AND MERGER--SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN
PACIFIC TRANSPORTATION COMPANY, ET AL.**

I.

My name is John Payne and I am Corporate Transportation Manager of RSR Corporation, 2777 Stemmons Freeway, Suite 1800, Dallas, TX 75207. I have been employed in transportation management for twenty-five years, sixteen of which in my current position. I have been certified to practice before the ICC since 1974. In my current position, I am responsible for the administration and management of our traffic and transportation department including rail transportation services.

II.

RSR Corporation, through its subsidiary companies, is the largest recycler and refiner of secondary lead products in the United States. Our plants are located in City of Industry, CA, Indianapolis, IN and Middletown, NY. As pertinent to this proceeding our City of Industry, CA plant will receive an estimated 172,000 tons of scrap lead in 1995 and ship an estimated 87,000 tons of refined lead outbound between all points in the United States. We ship and receive using the services of our private fleet, common and contract motor carriers and rail transportation services including intermodal and box car services. About seventeen percent or 44,000 tons of our product will be moved by rail transportation in 1995. The Union Pacific Railroad services our plant and could increase their carload tonnage with us with more direct and efficient single-line routes to and from some areas.

III.

My company supports the application for merger of the Union Pacific and the Southern Pacific. We believe that the proposed merger would be in our company's best interest as well as the interests of other shippers.

VERIFIED STATEMENT

page 2

IV.

RSR believes that the combined strengths of the two rail systems through this merger will give us and other shippers in Southern California shorter, more efficient routes in both intermodal and box car service where we now have either circuitous single-line or more costly joint-line service.

RSR specifically believes that this merger will make our company more freight competitive with shorter, single line routes from our plant to customers in Seattle, WA and Southern GA via Memphis gateway. We also believe that we will be able to develop new customers in Mexico where we are currently not freight competitive via Texas gateways with boxcar movements.

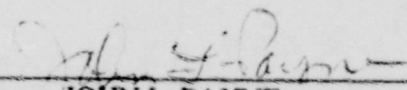
V.

In conclusion, RSR believes that the proposed merger will provide significant benefits to us and other shippers. For that reason we support the application.

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

I, John L. Payne, declare under penalty of perjury that the foregoing is true and correct. Further & certify that I am qualified and authorized to file this verified statement. Executed on this 2nd day of October, 1995.



JOHN L. PAYNE

Verified Statement

of

Ken Johnson
on behalf of
Samuel Lawrence Furniture Company
Woodstuff Manufacturing, Inc.
Phoenix, Arizona

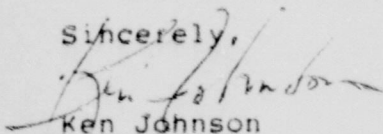
I have spent nearly twelve years managing the supply of forest products for my company and in this responsibility, have negotiated all freight arrangements including routings and rates. Our firm is the largest woodworking company in Arizona with nearly one thousand employees. Our firm has most of its hardwood, softwood and panel product raw materials shipped via rail and the Union Pacific is a major supplier of transportation services to us.

Samuel Lawrence Furniture produces both hardwood and softwood bedroom furniture and is one of the largest manufacturers of solid Pine furniture in the nation. Our plant locations are served by the Southern Pacific and via a reload situated at Glendale, Arizona, by the BN Santa Fe. Raw Materials arrive via rail from all northwest mills using routings such as UP-Barstow-BN/Santa Fe and BN-Trinidad-Santa Fe. Our company also purchases supplies in the midwest where routings such as CSX-E St. Louis-Santa Fe and MP-Sweetwater-Santa Fe are commonly used.

Our company is in support of the proposed UP/SP merger for two chief reasons. First, we have always found the Union Pacific to be a very well operated company. Our many years of daily contact with the Southern Pacific have seen the opposite. In fact, we have had concerns that they are so poorly managed, they could remain viable.

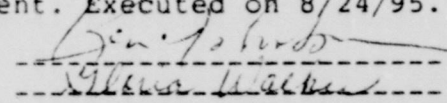
Secondly, with the merger of the BN/Santa Fe, it is very important to ensure adequate competition between companies of similar size serving the same market. We feel the UP/SP merger will ensure a healthy business climate for end users such as ourselves.

Sincerely,


Ken Johnson

I, Ken Johnson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I'm qualified and authorized to file this verified statement. Executed on 8/24/95.

Witnessed 8/24/95


G. Walker, Accounting Mgr.



VERIFIED STATEMENT

OF

PAULETTE LAUBER
on behalf of
SAUDER WOODWORKING CO.

I hold the position of Rail Manager at Sauder Woodworking Co., 502 Middle Street, Archbold, OH 43502. In this position, which I have held for the past five years, I am responsible for securing rail rates and maintaining quotes and contracts with the railroads for shipments to our warehouses and customers and also the collect shipments from our board suppliers.

Sauder Woodworking is the largest manufacturer of ready-to-assemble furniture in the nation, with annual sales of approximately \$400 million. In 1994, approximately 312,860,000# of particleboard were received via rail and approximately 490,000,000# were received by truck. Outbound, 26,456,184# of ready-to-assemble furniture were shipped by boxcar to our warehouses and customers and approximately 662,402,270# were shipped by truck.

We ship to Portland, OR (SP), Los Angeles, CA (UP), Richmond, CA (SP), Americus, GA (NS, GSWR). We also ship to Eugene, OR (SP), Clackamas, OR (SP), Hayward, CA (SP), Cucamonga, CA (BNSF) and Brentwood, NY (LIRR). Our Richmond, CA warehouse is served by both the BN/Santa Fe and the SP.

At year end, we will be opening a new Distribution Center in Salt Lake City, UT. The line-haul will be UP and the short line serving the International Center will be the Salt Lake Garfield & Western Railroad. At that time, we will not utilize our other West Coast warehouses, but will service all our Western customers from Salt Lake City. We will be utilizing rail for stocking the Salt Lake City Warehouse. Our outbound rail traffic is projected to increase from approximately 5 boxcars per week to 40 per week by the year 2000. Sauder also ships intermodal to customers on the West Coast and some to Canada. We also export containers to approximately 70 countries. Our exports total approximately 10% of total sales.

We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. We believe with the approval of the application, UP and SP will be able to combine the

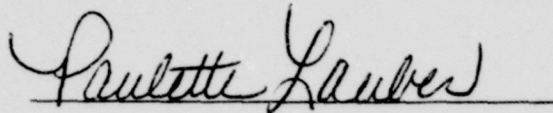
strengths of their rail systems and, as a result, shippers and receivers on both systems will enjoy improved service, including a number of entirely new services.

One benefit will be faster intermodal service from Chicago to California. This will be partly due to the 180 mile savings from Chicago to Oakland, CA and partly due to increased equipment supply. Customers we ship to on the West Coast will have transit times which are comparable to trucks.

In the past, we have shipped via ATSF to our Richmond facility and the transit time was 8 to 10 days compared to SP's transit time of 14 to 23 days. The combination of the UP's financial strength and equipment supply, and the SP's excellent routes will provide for a competitor equal to the BN/Santa Fe.

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

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

A handwritten signature in cursive script, reading "Paulette Lauber", is written over a horizontal line.

SEPTEMBER 19, 1995

VERIFIED STATEMENT

OF

DAVID BAKER

on behalf of

SCHUCK & SONS CONSTRUCTION, INC.

My name is David Baker and I am the sales manager and purchasing agent for Schuck & Son Construction, Inc. located at 8205 North 67th Avenue in Glendale, Arizona 85302. I am responsible for all purchasing done in the normal course of business for Schuck & Sons Construction. Schuck is a major construction company in the Phoenix area and I have worked for Schuck since 1978. Previously, I was employed by Ray Lumber Company as the sales manager for most of those years.


Schuck & Sons is a residential home framing company with several divisions. Schuck Component Systems is a division that produces roof systems for our own framers and several independent home builders all across the Southwest. We also have a door plant that supplies residential and commercial doors here in the Arizona area. Schuck Wholesale Lumber also supplies the western United States with many types of wood products. All of our business emanates from the single location listed above. The ATSF does have a spur into our yard that we use to bring in raw lumber from many parts of the United States and Canada. The spur is #160990. In the course of a normal year, I buy several hundred railroad cars of lumber used by our 900+ employees.

It has come to my attention that the Southern Pacific and Union Pacific Railroads are requesting the authority to merge. I strongly support this application as a mean of increasing the timely delivery of the raw materials I purchase. I also feel this merger will cut my transportation costs and therefore have a positive effect on the bottom line. Delivery delays of any kind have very negative effects on customers that operate on tight schedules such as the home building industry. Delays are not just inconvenient, they are very costly as well. A merger of this kind can only help alleviate costly delays in the construction industry that will inevitably trickle down to many other industries and businesses.

In today's global economy, every company and industry must do the things that will best position themselves for future growth and profitability. I believe this merger will not only be a positive for both railroads, it will be very advantageous to all industries that use the rails for delivery and/or shipping. The merger will also increase the availability of cars to the shipper who needs large numbers. Prompt shipping is essential if you expect to keep customers happy.

Again, I strongly support this merger and believe it will help me and many others improve our efficiency and our profitability.

Sincerely,

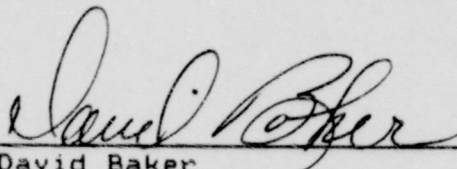

David Baker

Schuck

VERIFICATION

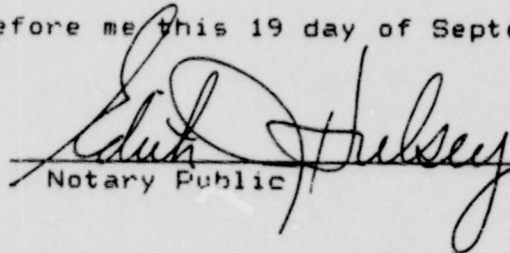
State of Arizona)
) ss.
County of Maricopa)

I, David Baker, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.
Executed on September 19, 1995.



David Baker

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



Notary Public

My Commission expires March 31, 1996.



SEAMATES

316 Main Street • P.O. Box 436 • East Rutherford, NJ 07073
(201) 896-8899 • (800) 541-4538 • FAX (201) 896-8076

VERIFIED STATEMENT

OF

KURT ROSENBACH
On Behalf of
SeaMates Intermodal, Inc.

1. Kurt Rosenbach, Vice President, SeaMates Intermodal, Inc., 316 Main Street East Rutherford, N.J. 07073 is marketing, operations and sales manager for the company. I've own fifty percent of the stock of this privately held company since it's incorporation in March of 1988. My responsibilities include managing the movement of approximately 100 containers per week via railroad and truck.

Prior to holding the above mentioned position, I was employed as follows: 1960-69 employed by Associated Transport, New Jersey. 1969-74 employed by Sea Train Line, Weehawken, New Jersey. 1974-82 employed as Director of Marketing for U.S. Lines, Inc., Cranford, New Jersey.

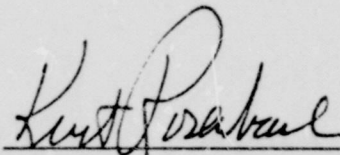
2. SeaMates Intermodal, Inc. provides railroad and truckload transportation distribution services specializing in the continental United States, Canada, and Mexico. We are fully insured and licensed by the Interstate Commerce Commission (License # MC-210099). Currently, the company employs eleven full time staff and approximately seven independent sales agents.

SeaMates has contracts with most of the major railroads including Union Pacific and Southern Pacific. Practically all of the available lanes provided by both carriers are utilized by our company. A majority of the movements are to the west coast originating in New Jersey. Our other carriers include American President Lines, SeaLand, Maersk, K-Line and Mitsui moving via the Union Pacific and Southern Pacific Lanes. We move a broad spectrum of commodities, including but not limited to: chemicals, food stuffs, water, and soap products. Prior year revenues exceeded 10 million.

(1)

3. We at SeaMates Intermodal, Inc. fully support the planned merger between Union Pacific and Southern Pacific. I strongly believe that this merger will pave the way for improved service and strengthened competition. I favorably endorse the UP/SP application.
4. The following reasons are listed to support the merger between Union Pacific and Southern Pacific:
 - a) Most importantly would be improvement of current intermodal service.
 - b) More single line service.
 - c) An efficient use of available equipment and facilities.
 - d) More competitive rates especially when compared to over the road trucking.
 - e) The creation of an effective competitor to the merged Sante Fe - Burlington Northern System.
5. To reiterate, SeaMates Intermodal, Inc. strongly supports this merger. We are of the belief it will greatly benefit our company as well as the entire shipping public.

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

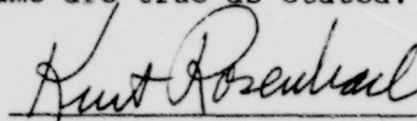


Kurt Rosenbach
Vice President
SeaMates Intermodal, Inc.

VERIFICATION

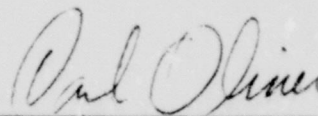
STATE OF NEW JERSEY)
) ss.
COUNTY OF BERGEN)

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



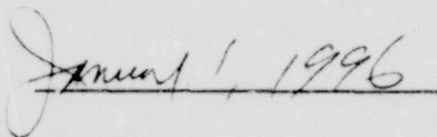
Kurt Rosenbach
Vice President
SeaMates Intermodal, Inc.

Subscribed and sworn before me this 29th day of
September, 1995.



Notary Public

My Commission Expires:





SERVICIOS INDUSTRIALES PEÑOLAS, S.A. DE C.V.

VERIFIED STATEMENT

OF

MR. ESTANISLAO ROJAS CASTRO

ON BEHALF OF

SERVICIOS INDUSTRIALES PEÑOLAS, S.A. DE C.V.

Att'n: Interstate Commerce Commission
UP/SP merger case
Docket No. 32760

1. My name is Estanislao Rojas Castro, Imports Manager of Servicios Industriales Peñoles, S.A. de C.V., Company. Our corporate office is located in Río de la Plata # 48 10th floor, phone 2-86-81-33 or 2-86-3555, fax 2-86-78-12. I am the head of all the imports for the Peñoles Group which include raw materials, machinery and spare parts for the mining, refractory, chemical and metalurgical companies that conform our Group. My working experience has always been in these areas for 10 years.

Most of our raw materials traffic is handled by railroad. Approx. 80% rail and the rest by truck. We negotiate transportation contracts and rates directly with the Trucks and Railroads.

2. Our company produces non ferrous metals, refractory bricks and chemical products such as sodium sulphate and magnesium oxide and we have 3 divisions: the refinery located in Torreón, Coah., the chemicals plant located in Laguna del Rey, Coah., and the refractory bricks plant in Monterrey, N.L., the three facilities have railtracks.

We are always looking for competitive advantages, that we could obtain from suppliers, carriers and rates that will allow our company to stay in the International market as a competitive one.

3. We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service, strengthening competition, continue receiving top quality rail service and competitive rates.



SERVICIOS INDUSTRIALES PEÑOLAS, S.A. DE C.V.

- 2 -

4. We know that with the approval of the application, UP and SP will be able to combine the strenghts of their rail systems such as: new single line service, eliminating high costly switching charges, more efficient and direct routes, improved intermodal service, route specialization, better equipment utilization, reducing cycle times due to less congestion at key terminals.

In the case of Mexico, the combined railroad will be able to offer more expedite, pre-blocked and pre-cleared trains to and from interior points in Mexico. SF customers will be able to utilize "Despacho Previo" for expediting border crossings.

We agree with it as we need to obtain cost competitive railroad service on its modalities of intermodalism or railroad cars, and want more reliable and more efficient logistics. We feel that through this two railroads merging we will have improved transportation service, as one railroad is financially strong and the other has excellent routes and gateways to mexican gateways, then, we will obtain much better equipment management and better routes and rate options and transit times, etc. also, UP/SP will be strong enough as to compete with BN/Santa Fe Railroad.

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

I, Mr. Estanislao Rojas Castro, 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 5th, 1995

Mr. Estanislao Rojas Castro.

578



SF SERVICES, INC.

824 NORTH PALM STREET
P.O. BOX 5489
NORTH LITTLE ROCK, AR 72119-5489
(501) 945-2371

VERIFIED STATEMENT
OF
JERRY STROUD
ON BEHALF OF
SF SERVICES, INC.

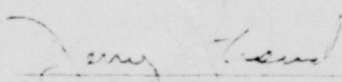
I am employed by SF Services, Inc., 624 North Palm St. P.O. Box 5489, North Little Rock, AR 72119, as Manager, Fertilizer Operations. I have been with SF Services for six (6) years and have worked in my current capacity with responsibility for my company's transportation requirements for 6 years.

SF Services provides fertilizer products to its cooperative members located in AR, TX, LA & MS. We have four (4) main distribution plants located in North Little Rock, AR (MP), Jonesboro, AR (MP), Memphis, TN (IC open to MP) and Greenville, MS. We use rail, barge and truck to fill our transportation needs. We ship 800,000 tons of fertilizer products each year between suppliers, distribution facilities and our members.

SF Services supports and endorses the Union Pacific (UP) and Southern Pacific (SP) merger. SF Services support is based on the following benefits we see resulting from the merger.

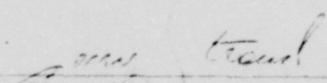
1. Single-line rail service that will improve transit time and reduce costs by using more direct routes and improving terminal handling.
2. The combined railroads will be more effective in repositioning power and rolling stock and will have the advantage of seasonal demands that come at different times (South to North grain harvests for example).
3. Union Pacific has the financial strength to direct capital for upgrading service in critical corridors.
4. The combined UP/SP system will be better able to compete with the BN/SF system and this will improve competition overall.

SF Services supports the UP/SP merger as being beneficial to SF Services, its members and in the public's best interest.


Jerry Stroud

VERIFICATION

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


Jerry Stroud
SF Services, Inc.

Shrieve Chemical Company

1717 Woodstead Court
The Woodlands, Texas 77380

Verified Statement of

Jon P. Sarginger
on Behalf of

Shrieve Chemical Company, Inc.
1717 Woodstead Court
Suite 205
The Woodlands, TX 77380

(713) 367-4226
FAX: (713) 292-2014

My name is Jon P. Sarginger and for the last four years I have been Corporate Logistics Manager for Shrieve Chemical. It is my responsibility to develop and maintain a distribution system that utilizes truck, railroad, and marine transportation in the safest and most cost-efficient manner without sacrificing service levels that our customers require. With a degree in Logistics and Transportation from the University of Tennessee, I have also worked at Shrieve Chemical as a Logistics Analyst.

At Shrieve Chemical, we are marketers of sulfuric acid and other industrial chemicals. Annually we ship over 450,000 tons of sulfuric acid to large industrial Fortune 500 companies (i.e., Dow Chemical, Freeport, TX; Witco Corporation, Taft, LA; Quantum Chemical USI Division, Strang, TX, etc.) with destinations in the Southwest, Southeast, and Gulf Coast regions. Approximately one-half the volume shipped by rail originates on the SP or UP Railroad. Shipments originate at copper smelter operations in Arizona, Texas, and New Mexico utilizing SP's southern corridor from Tucson to New Orleans. Also, shipments originate from fertilizer, lead smelter and oil refinery operations in Texas, Louisiana, and Missouri. Rail transportation is very important to Shrieve Chemical because it allows us to diversify our supply network which gives us the flexibility to provide our customers with the best value for their specific applications and protect them from market fluctuations and outages.

By supporting the merger of the Union Pacific and Southern Pacific, Shrieve Chemical will benefit from improved single-line service. We will receive single-line service on many shipments that will help reduce transit times by eliminating costly service delays at interchange junction points. Also, as a private car user, equipment utilization will increase because efficient routings reduce our overall fleet costs and improves service to our customers. At the current time, there has not been any real dedicated commitment by the SP to long-term service improvements on many of its bottlenecked terminals and corridors.

The merger creates an opportunity for the financially stronger Union Pacific to eliminate many of the SP's operating inefficiencies. We look forward to the new improvements that many shippers will realize between the merger of the Union Pacific and Southern Pacific.

Shrieve Chemical Company

1717 Woodstead Court
The Woodlands, Texas 77380

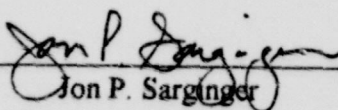
(713) 367-4226
FAX: (713) 292-2014

VERIFICATION

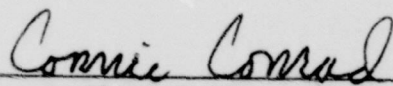
STATE OF TEXAS

COUNTY OF MONTGOMERY

Jon P. Sarginger, 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.


Jon P. Sarginger

Subscribed and sworn to before me this 5 day of Oct, 1995.


Notary Public

My Commission Expires:

3-96



SIDNEY FREIDIN, INC.

LICENSED U.S. CUSTOMS BROKERS
1119 SANTA ISABEL AVE., P.O. BOX 1029, LAREDO, TX 78042

(210) 723-8271
FAX (210) 724-7912

VERIFIED STATEMENT OF SIDNEY FREIDIN ON BEHALF OF SIDNEY FREIDIN, INC.

My name is Sidney Freidin. I am the owner of Sidney Freidin, Inc., located at 1119 Santa Isabel Ave., in Laredo, Texas.

My company is a licensed U. S. Customs Broker at this port. As such our service consists of preparing and filing Customs documents on behalf of our clients who are importers located in the U. S. In addition to this service, which basically clears U. S. Customs formalities, we also forward the imported goods to destinations in the U. S. Many of these clients use rail transportation so good dependable rail service at Laredo is very important to us and our clients

We support the merger of Union Pacific Railroad with Southern Pacific Railroad. This merger can only bring better service to Laredo in the sense of making available many more destinations on what will essentially be a one line haul. We also favor the prospect that another major rail carrier will be permitted to make a connection with the Tex-Mex Railway at Corpus Christi, Tx.

We believe that this proposed merger will provide many significant benefits to shippers and receivers in Mexico and the U. S. In view of this we strongly support and urge your approval of this merger.

Sidney Freidin
Sidney Freidin, Pres.

I, Sidney Freidin, 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 19th September 1995.

Sidney Freidin
Sidney Freidin



SINCLAR

Enterprises Ltd.

TELEPHONE (604) 563-3423
STA-TO-STA (604) 563-3710

1-800-842-STUD (7883)

P.O. BOX 1448
PRINCE GEORGE, B.C. V2L 4V4

FAX (604) 563-6272

VERIFIED STATEMENT
OF
W.G. STEWART
On Behalf Of
SINCLAR ENTERPRISES LTD.

My name is W.G. Stewart. I am the President of Sinclar Enterprises, Ltd. ("Sinclar"), 1515 Nicholson Street, Suite 2, Prince George, B.C., British Columbia, V2L 4V4, Canada. Sinclar is a major exporter of Canadian lumber to the United States. Sinclar supports the Union Pacific-Southern Pacific merger as it will result in faster service to our customers at a lower price.

I have worked for Sinclar for 16 years. I have been President for the company for six years and was Transportation and Sales Manager for ten years before that. As the President of Sinclar, I am responsible for overseeing all functions of the company, including production, sales and transportation.

Sinclar is a lumber producer with three production facilities in British Columbia. Our facility in Fort St. James is serviced by BC Rail; our Prince George and Vanderhoof facilities are served by CN Rail. Sinclar manufactures studs and dimensional lumber, and kiln-dried SPF lumber. We produce 380 million board feet -- approximately 4600 rail cars -- per year. Seventy-five percent of our lumber (3500 rail cars) is moved by rail, and the rest is moved by truck.

Over 75% of our output is exported to the United States. The lumber is destined for the Midwest and the Southeast and is carried by various railroad, including CN, Burlington Northern-Santa Fe, and Union Pacific.

Sinclar is interested in expanding its exports to California and Texas, but rail service to those destinations is currently too costly as there are no effective single-line rail options available today from Canadian gateways to California. The merger of Union Pacific and Southern Pacific will enable us to enter those markets competitively. Single-line rail service between Seattle and markets throughout California will reduce the cost of entering those markets. Similarly, lower-cost service to Texas, including single-line service from Union Pacific's Canadian gateways to markets served by the Southern Pacific, will enable us to competitively enter those markets.

In addition, the agreement between Union Pacific and Burlington Northern-

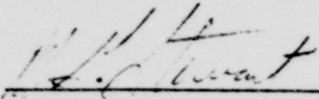
Santa Fe which provides Burlington Northern with single-line rail service from the Pacific Northwest to Southern California and beyond will benefit Sinclair, by providing us with a second single-line rail option along the west coast of the United States. As a result of the merger and the agreement we will have available two greatly improved single-line rail options from two strong and capable rail competitors in a region where no single-line service exists today.

The merger of the Union Pacific and Southern Pacific will create a railroad that can compete effectively with the giant Burlington Northern-Santa Fe. This should ensure competitive shipping prices and high quality service for us on both systems.

Sinclar welcomes the merger of the Union Pacific and the Southern Pacific. We are looking forward to the improved transportation and service that it will offer.

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

Executed on October 5, 1995.



W.G. Stewart
President
Sinclar Enterprises, Ltd.



**Smurfit Cartón y Papel
de México, S.A de CV**

Oficinas Corporativas

Jaime Balmes 11, Torre D
Col. Los Morales - Polanco
11510 México, D.F.
Tel. 729-2300 Fax. 395-5776

September 5, 1995.

**VERIFIED STATEMENT
OF
LIC. SERGIO VILLA
ON BEHALF OF
SMURFIT CARTON Y PAPEL DE MEXICO, S.A. DE C.V.**

**Att'n. Interstate Commerce Commission
UP/SP Merger Case
Docket No. 32760**

1. My name is Sergio Villa, Supply & Distribution Director of Smurfit Cartón y Papel de México, S.A. de C.V. Our corporate office is in Jaime Balmes #11 Torre "D" colonia Los Morales Polanco, 11510 México, D.F. Phone number 011-525-395-5661, fax number 011-525-395-5723. I am the head of three main areas, Imports, National Purchases and Traffic & Transportation. My working experience has always been in these areas, for forty years; part of them (24) in Kimberly Clark de México and the rest (16) in Smurfit Cartón y Papel de México.

The traffic I am responsible for, requires all means of transportation, as a receiver of materials and also as a shipper of our finished products. In international shipments such as imports and exports to and from the U.S., most of our traffic is done by railroad (98%) and the rest by truck. We use air and sea transportation only for spare parts and machinery that comes from Europe. Our domestic transportation is mainly done by truck (92%) and the rest by rail. We negotiate transportation contracts and rates directly with the Rail, Truck, Air and Sea Carriers.

2. Our company has 16 divisions: 7 Corrugated Plants (3 in México City, 1 in Guanajuato, 1 in Monterrey, 1 in Ciudad Juárez and 1 in Culiacán); 4 Mills (3 in México City and 1 in Monterrey); 3 Plastic Bottle Plants (2 in México City and 1 in Guanajuato); 1 Folding Carton plant in México City; 1 Liner Preprinting plant.

Three of these facilities have a railtrack (Cerro Gordo Mill in México City, Guanajuato Corrugated, and Culiacán Corrugated). The volume that is handled by railroad is approximately 200,000 metric tons per year, 13.5% is from paper rolls exports to Texas, California, Alabama, Oklahoma and Arizona; and 86.5% is from imports of scrap paper (130,000 MT), poliethilene (4,500 MT), liner paper rolls (12,000 MT), caolin (1,750 MT) and Celullose (1,100 MT).

We have at least three or four major paper, plastic and corrugated boxes manufacturing competitors in Mexico and a tremendous amount of them in the U.S., that are highly committed as much as we are about using the most convenient and productive transportation means at the most competitive rates for our shipments.

3. We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as means of improving, service, strengthening competition, continue receiving top quality rail service and competitive rates. We definitely expect that the rail service will be improved with this merger, as one of them is clearly financially strong while the other has excellent routes and a brilliant image to us.
4. We know that with the approval of the application, UP and SP will be able to combine the strengths of their rail system such as: new single line service, eliminating high costly switching charges, more efficient and direct routes, improved intermodal service, better equipment utilization, reducing cycle times due to less congestion at key terminals.

In case of Mexico, the combined railroad will be able to offer more expedited, pre-blocked and pre-cleared trains to and from interior points in Mexico. SP customers will be able to use "Despacho Previo" for expediting border crossings.

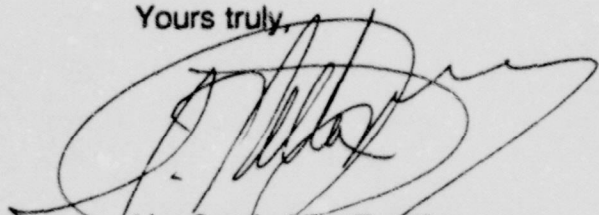
Until today, BN/ATSF is nearly twice the size of the UP or the SP. The merger will create a competitor that will be equal to the BN/ATSF in various markets. We consider that the competition is the best way to maintain quality in operations.

We expect that the merger of the two strong railroads SP/UP will be able to compete fairly with the recent merger of the BN/ATSF. It is our understanding that the SP/UP have agreed to give other railroads trackage rights to allow competitiveness and avoid possible monopolized routes. This will be helpful to secure reliable transportation services as to allow our company to participate and remain competitive in the international commercial market.

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

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

Yours truly,

A large, stylized handwritten signature in black ink, appearing to read 'S. Villa Treviño', is written over the 'Yours truly,' text.

Lic. Sergio Villa Treviño
Smurfit Cartón y Papel de México, S.A. de C.V.



Sound Delivery Service

POST OFFICE BOX 58722 / SEATTLE, WASHINGTON 98138 / OFFICE 762-3564

WATTS WASH. 1-800-562-7014 -- ORE 1-800-426-5957 / FAX: (206) 763-1764

VERIFIED STATEMENT
OF
JERRY J. LAWRENCE
on behalf of
SOUND DELIVERY SERVICE, INC.

I have been employed by Sound Delivery Service since 1955 and have served as it's President since 1965. I received a degree in Transportation Engineering from the University of Washington in 1960.

Sound Delivery Service is a family-owned business founded by my father in 1941. We operate as a common carrier throughout the states of Washington, Oregon and Idaho, hauling iron and steel products and building materials. We operate 26 tractors, and 80 trailers, and a variety of material handling equipment. From our facilities in Seattle, WA we offer a variety of services to our clients including trucking, material handling, material storage, container transloading and rail car transloading. We are currently transloading some 500 railcars for the Union Pacific as well as approximately 500 intermodal containers annually.

We understand that the Union Pacific and Southern Pacific Railroads are requesting the authority to merge, and as a transloader for the Union Pacific we strongly support this merger. The merger would be a direct benefit to our firm and it's employees. More specifically it would now provide truck competitive, single line rail service from various southern California Steel rolling mills to our transload facility for distribution by truck to customers in the Seattle area. We feel the quality of service as well as competitive freight rates will definitely be enhanced as a result of the merger.

Potential California clients who ship northbound into Seattle include: U.S.S.-Posco, Pittsburgh, Tamco Steel, Rancho Cucamonga, Pinole Pt. Steel, Richmond, Kaiser Aluminum, Pleasonton, Calstrip Steel, Los Angeles, and California Steel and Tube, City of Industry.

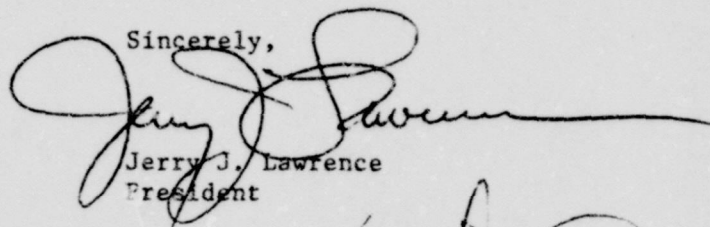


Sound Delivery Service

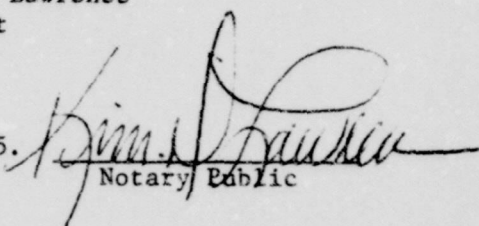
POST OFFICE BOX 58722 / SEATTLE, WASHINGTON 98138 / OFFICE: 762-3564
WATTS: WASH. 1-800-562 7014 — ORE. 1-800-426-5957 / FAX: (206) 763-1764

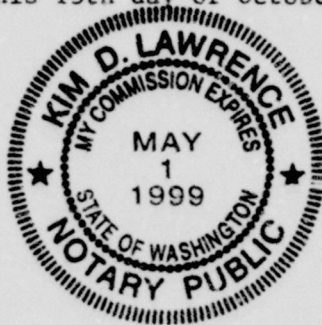
With approval of the application the Union Pacific and Southern Pacific will be able to combine the strengths of their rail systems; as a result, shippers and receivers on both systems will enjoy improved service including a number of entirely new services. Sound Delivery Service endorses the proposed merger.

Sincerely,


Jerry J. Lawrence
President

Sworn before me this 13th day of October 1995.


Notary Public



Southern Forwarding Company Inc.

FORWARDING AGENTS

EXPORTS - IMPORTS

LAREDO, TEXAS

September 26, 1995

MAIN OFFICE

1109 UNIROYAL DR.
INDUSTRIAL PARK
P.O. BOX 128
LAREDO, TEXAS 78041
PH.: (210) 722-6624
FAX: (210) 726-4566
FAX: (210) 722-2006

WAREHOUSE

CALTON & STA. MARIA
PH.: (210) 724-1970
FAX: (210) 726-6213

VERIFIED STATEMENT OF EDUARDO GARCIA HEREDIA ON
BEHALF OF SOUTHERN FORWARDING COMPANY, INC.


My name is Eduardo Garcia Heredia and am a Mexican Custom Broker with offices in N. Laredo, Tamps. Mexico and in Laredo, Tx. In Laredo our company is called Southern Forwarding Co., Inc. and is located at 1109 Uniroyal Dr. in the Unitec Industrial Park.

This business was started by my father 70 years ago. We are Mexican Custom Brokers and Freight Forwarders. Our job includes the preparation of documents for Mexican Custom clearance, payment of our clients' duties, shipping merchandise, etc. We also provide warehousing and loading/unloading for our clients.

Some of our clients include Cartones Ponderosa, S.A. de C.V. (Paper), Anafave, S.A. de C.V. (Parafin), Nylon de Mexico, S.A. de C.V. (Du-Pont chemicals), etc. These clients, as well as many others use rail transportation; therefore our company depends on good, reliable, and cost competitive service from the railroads with which we work.

We support the merger of Union Pacific Railroad with Southern Pacific Railroad, and feel that the combination of these two railroads will bring more and better service to our area. We are optimistic that this merger will improve the availability of equipment and also improve the scheduling of our shipments through more direct routes. Single-line shipments from the Laredo Gateway to and from points in California should open new opportunities for customers in the U.S. and Mexico.

We are also supportive of the idea that another major rail carrier will be allowed to make connection with the Texas-Mexican Railway in Corpus Christi, Tx. This will help maintain competition among railroads serving Mexico through the port of Laredo, Tx.


Eduardo Garcia Heredia
Southern Forwarding Co.

Southern Forwarding Company Inc.

FORWARDING AGENTS

EXPORTS - IMPORTS

LAREDO, TEXAS

September 26, 1995

MAIN OFFICE

1109 UNIROYAL DR.
INDUSTRIAL PARK
P.O. BOX 128
LAREDO, TEXAS 78041
PH.: (210) 722-6924
FAX: (210) 726-4598
FAX: (210) 722-2008

WAREHOUSE

CALTON & STA. MARIA
PH.: (210) 724-1970
FAX: (210) 726-8213

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

Executed on September 26, 1995


Eduardo Garcia Heredia

BEFORE THE
INTERSTATE COMMERCE COMMISSION
RAIL MERGER
VERIFIED STATEMENT
OF
JUDD A. WEBB, TRAFFIC MANAGER

MY NAME IS JUDD A. WEBB AND I AM THE TRAFFIC MANAGER FOR SOUTHWIRE COMPANY, P. O. BOX 1000, ONE SOUTHWIRE DRIVE, CARROLLTON, GA 30119. I HAVE BEEN IN THE TRANSPORTATION DEPARTMENT FOR CLOSE TO THIRTY-ONE YEARS HOLDING THE POSITIONS OF TRAFFIC COORDINATOR, ASSISTANT TRAFFIC MANAGER AND TRAFFIC MANAGER. PRIOR TO THIS, I WORKED FOR TWO LESS TRUCKLOAD COMMON CARRIERS FOR FIVE YEARS. I HOLD A B.S. DEGREE MAJORING IN TRANSPORTATION FROM THE UNIVERSITY OF TENNESSEE. I AM AUTHORIZED BY MY COMPANY TO PRESENT THIS STATEMENT ON BEHALF OF THE UNION PACIFIC/SOUTHERN PACIFIC MERGER.

SOUTHWIRE IS THE LARGEST MANUFACTURER OF ELECTRICAL WIRE, CABLE, ROD AND PRIMARY METAL IN THE UNITED STATES. WE OPERATE MANUFACTURING PLANTS IN THE STATES OF AL, AR, CT, GA, IL, KY, MS, TX AND UT ALONG WITH EIGHT (8) MASTER SERVICE CENTERS LOCATED IN AZ, GA, IN, PA, TN, TX, WA AND UT. WE SELL AND SHIP PRODUCT TO UTILITIES, WHOLESALERS, DISTRIBUTORS, JOB SITES, DISTRIBUTION CENTERS AND RETAIL OUTLETS TO ANY LOCATION. WE ARE ALSO SUBJECT TO RECEIVE RAW MATERIALS FROM ANY LOCATION. SOUTHWIRE IS A MAJOR USER OF RAIL SERVICE BOTH INBOUND AND OUTBOUND AT SEVERAL OF OUR LOCATIONS PLUS INTER PLANT SHIPMENTS. IN 1994, WE SHIPPED IN EXCESS OF TWENTY (20) PERCENT OF OUR PRODUCT VIA RAIL, AND OUR

INBOUND RAW MATERIALS VIA RAIL WAS A MUCH HIGHER PERCENTAGE.

AS A MAJOR SHIPPER, WE UNDERSTAND THE CHANGING STRUCTURE OF THE RAIL INDUSTRY AS WELL AS OTHER INDUSTRIES. SOUTHWIRE SUPPORTS THIS MERGER OF THE UNION PACIFIC RAILROAD AND THE SOUTHERN PACIFIC RAILROAD TO ENSURE THAT SOUTHWIRE AND OUR COUNTRY MAINTAINS A FINANCIALLY STRONG RAIL SYSTEM.

WITH APPROVAL OF THE APPLICATION, UP AND SP WILL BE ABLE TO COMBINE THE STRENGTHS OF THEIR RAIL SYSTEMS PLUS DEVELOPING NEW SERVICES. THE MANY BENEFITS OF THIS MERGER INCLUDES SINGLE LINE SERVICE, MORE EFFICIENT ROUTES, BETTER EQUIPMENT UTILIZATION, IMPROVED CUSTOMER SERVICE OPERATION, IMPROVED COST CONTROLS AND STRONGER COMPETITION WITH OTHER MODES OF TRANSPORTATION.

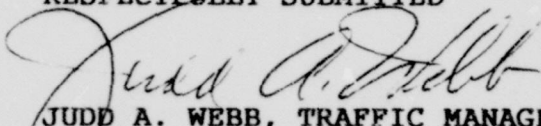
SINGLE LINE SERVICE AND MORE EFFICIENT ROUTES WILL BE MAJOR BENEFITS TO IMPROVING OPERATIONS OF BOTH RAILROADS THAT WILL ALLOW OVERALL IMPROVEMENT TO GIVE THE SHIPPERS/RECEIVERS CONSISTENT, RELIABLE SERVICE. THE SHIPPING/RECEIVING PUBLIC MUST HAVE THE SAME IMPROVED SERVICE DAY AFTER DAY ALLOWING PROPER SCHEDULING OF PLANT PRODUCTION AS WELL AS MEETING CUSTOMERS REQUIREMENTS. COMBINING CUSTOMER SERVICE OPERATIONS WILL ALLOW MORE RESOURCES TO UP GRADE THE ABILITY OF CUSTOMER SERVICE TO PROVIDE FASTER AND MORE RELIABLE INFORMATION TO THE CUSTOMERS. RAIL EQUIPMENT SUCH AS LOCOMOTIVE POWER WILL BE GREATLY IMPROVED ELIMINATING THE PROBLEM OF TRAINS SETTING WAITING ON POWER. A BOXCAR OF HIGH COST INVENTORY SETTING EXTRA DAYS HURTS THE SHIPPERS, RECEIVERS AND THE ENTIRE RAIL INDUSTRY. THE UP/SR MERGER WILL PROVIDE IMPROVED COST CONTROLS WHICH WILL ALLOW THE

3.

COMBINED RAILROADS TO MEET THE CUSTOMERS REQUIREMENT THEREFORE PROVIDING STRONGER COMPETITION TO OTHER MODES OF TRANSPORTATION. HEALTHY COMPETITION OF THIS NATURE IMPROVES THE OPERATIONS AND SERVICE OF ALL MODES OF TRANSPORTATION.

SOUTHWIRE BELIEVES THAT THIS PROPOSED UP/SP MERGER WILL PROVIDE BENEFITS TO THE RAIL INDUSTRY AND THE SHIPPERS/RECEIVERS. WE URGE THIS MERGER TO BE APPROVED.

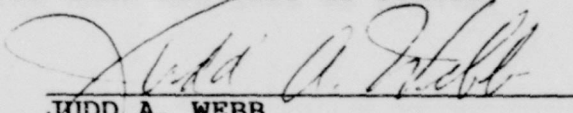
RESPECTFULLY SUBMITTED


JUDD A. WEBB, TRAFFIC MANAGER
DATE: SEPTEMBER 19, 1995

VERIFICATION

STATE OF Georgia)
COUNTY OF Carroll)

Judd A. Webb BEING FIRST DULY SWORN, DEPOSES AND SAYS THAT HE HAS READ THE FOREGOING DOCUMENT, KNOWS THE FACTS ASCERTAINED THEREIN, AND THAT THE SAME ARE TRUE AS STATED.


JUDD A. WEBB

SUBSCRIBED AND SWORN TO BEFORE ME THIS 19 DAY OF Sept, 1995.

Judd A. Webb
NOTARY PUBLIC

Notary Public, Douglas County, Georgia
My Commission Expires September 28, 1996

MY COMMISSION EXPIRES: _____



VERIFIED STATEMENT
OF
ROBERT J. PETERS
ON BEHALF OF
THE SPECTRUM NETWORK

My name is Robert J. Peters. I am President of The Spectrum Network. I have been working in the transportation field for 15 years. In 1987, I founded The Spectrum Network, and I have been the President and owner of the company since its founding. I am also the owner and president of two trucking companies, KB Transport in Houston, Texas and Spectrum Network in Harahan, Louisiana.

The Spectrum Network is an intermodal marketing company with facilities in Harahan, Louisiana and Houston, Texas. The company ships products to and from major cities throughout the country. Our primary shipping lanes are from New Orleans to Los Angeles and other West Coast points, from Houston to Chicago and other cities in the Midwest, and from Southern California to New Orleans. Spectrum also provides drayage to various intermodal marketing companies and local industries in the Houston and New Orleans/Baton Rouge areas. I oversee all of Spectrum's operations.

Spectrum is very strongly in favor of the proposed merger of Union Pacific. We depend on the availability of rail intermodal service that can compete with over-the-road truck operations. The merger should result in more reliable and faster intermodal service to many points in the West and Midwest. The utilization of UP's and SP's best terminals in Chicago, Kansas City, Texas and California will permit more efficient service and better equipment utilization. The availability of trailers and railroad cars is extremely important in order to permit growth of intermodal business. The new system will be more competitive with trucks and will help us to expand our markets.

We are heavily dependent today on SP for movements from New Orleans to California. Our experience has been that SP's service has weaknesses and that it does not match UP's service. We expect that the merger will result in improvements to SP's service. We are also concerned about SP's long term financial viability, and this problem also will be resolved by the merger.

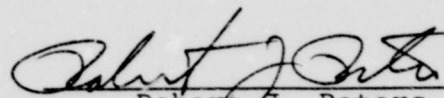
The agreement by UP/SP and BN/Santa Fe to give BN/Santa Fe access between New Orleans and Houston and between Houston and Memphis will also provide BN/Santa Fe with new opportunities to provide single-line intermodal service in markets that are important to Spectrum. The result will be greatly improved competition between two strong and capable rail carriers with extensive intermodal experience. P.O. BOX 23789 • HARAHAN, LOUISIANA 70183
(504) 734-0007 • FAX (504) 734-3036



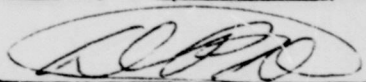
In sum, the UP/SP merger will result in better service and enhanced competition. Spectrum strongly supports the merger.

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

Executed on October 5, 1995.


Robert J. Peters

Sworn and subscribed before me
this 6 day of Oct 1995


DONALD P. DIMAGGIO
NOTARY PUBLIC

SPOKANE SEED COMPANY

Growers and Processors of Seed and Commercial Peas and Lentils

6015 EAST ALKI P.O. BOX 11007 SPOKANE, WASHINGTON 99211-1007 U.S.A.



VERIFIED STATEMENT
OF
BARBARA L. FERSTER
ON BEHALF OF
SPOKANE SEED COMPANY

I have been employed by Spokane Seed Company, East 6015 Alki Avenue, P.O. Box 11007, Spokane, WA 99211-1007, for 20 years and have worked in various capacities with the current responsibility for the company's transportation requirements as Transportation Manager.

Spokane Seed Company is a major processor of peas and lentils with facilities at Spokane, WA (served UP open to BN) and Colfax WA (served BLMR/UP). Our products are shipped throughout the United States and for export. A large portion of our production is sold to the U.S. Department of Agriculture. Our annual rail transportation amounts to approximately 400 carloads.

Spokane Seed Company supports and endorses the Union Pacific (UP) and Southern Pacific (SP) merger, without qualification.

Spokane Seed Company's support is based on concerns for the long term health and viability of the SP and the new single-line rail service that will be a result of the UP-SP merger. The new single-line rail service will enhance Spokane Seed's ability to service new and present customers in the important California and Southwest markets. Reliable rail service is critical to our customers, such as the USDA, and Union Pacific has the financial strength and ability to make the necessary capital investment to ensure quality service to our customers. In addition, combining the UP and SP car fleets should improve equipment utilization and thus availability to both present SP and UP customers.

It is Spokane Seed Company's view that rail competition in the Western United States will be strengthened by the UP-SP merger.

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Spokane Seed Company supports the UP-SP merger as being in both Spokane Seed, our customers and the public interest.

A handwritten signature in cursive script, appearing to read 'Barbara L. Ferster'.
Barbara L. Ferster

A handwritten signature in cursive script, appearing to read 'John S. Ferster'.
John S. Ferster

STB

FD

32760

11-30-95

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1648V9

5/6

STAR

1. Gordon C. Miller
President
STAR Transportation Services, Inc.
611 North Route 83 - Suite 205
Bensenville, Illinois 60106

- Responsible for the overall management of a nationwide brokerage company, including the routing decisions for all intermodal traffic.
- I have been employed in the transportation industry for over 42 years which has included senior management positions with Transamerican Leasing (formerly Realco Services, Inc.) as Executive Vice President, Vice President - Flexi Van Leasing and other key positions with related transportation corporations.

2. As a transportation broker, we arrange to provide for the movement of our customers freight on a door to door basis. We are a nonasset based company who depends on our rail partners to provide a sufficient supply of clean and mechanically sound equipment.

Our primary traffic lanes for our double stack and conventional lanes include:

- Chicago, Illinois and California, Pacific Northwest
- Chicago, Illinois and Texas, including Mexico
- Chicago, Illinois and Denver, Colorado

On an annualized basis, we will be responsible for approximately 500 loads in Intermodal service.

3. It is our understanding that the Union Pacific and the Southern Pacific are requesting approval to merge. I firmly believe it would be essential that the merger be approved so that S.P. service levels would substantially improve over the current sub-standard, erratic service.

We at STAR Transportation Services, Inc. whole heartedly support the proposed merger.

4. SUPPORTING REASONS

With the financial resources of the Union Pacific, improved levels of competitive services through single line services to key points and a much needed improved intermodal service level.

STAR

An assumed assurance of long term and much needed quality service for our S.P. traffic lanes.

- A. Service benefits would improve substantially with the approval the application to merge and thus be more competitive with truck and the Santa Fe - B.N.

3. TERMINAL COORDINATION/PRE-BLOCKING

- Current terminal delays in Kansas City on the S.P. will be overcome by having pro-blocked trains bypass this congested and often delayed junction.
 - Intermodal traffic service must improve if the railroads are to retain the previous levels of growth previously experienced.
4. Reduced route miles between key points will experience substantially enhanced service levels through the new single line source.
- Key service need points for STAR is Chicago-Oakland and Chicago-Salt Lake City.
5. Our occasional traffic lane to Mexico will be enhanced by the expansion of single line multiple choice getaways upon completion of the merger.
6. There will be substantial service level improvements by having a "pooling" effect of locomotives for seasonal product needs in various lanes.
- More importantly, single sourcing for intermodal equipment will be simplified and expand the EMPU program through new lanes.

COMPETITION NEEDS

- The UP/SP merger is essential in order to balance and create equity in major traffic lanes competitively served by the BN/SFE.
- The proposed merger by the UP/SP will offer shipper greater parity in the marketplace by creating a level playing field economically and service wise with the BN/SFE.

STAR

- The proposed merger will provide the railroads with an expanded opportunity to attract truck traffic in certain lanes which can only be attracted through improved and dependable service which would be accomplished through the merger.
 - We have recently avoided using the SP from Los Angeles to Chicago on our import traffic due to inconsistent service.
 - The Santa Fe is currently enjoying this traffic, however, it could be rerouted over the UP with the much needed SP lines terminal improvements.
6. Our company supports, without reservation or equivocation, the merger of the Union Pacific and the Southern Pacific.

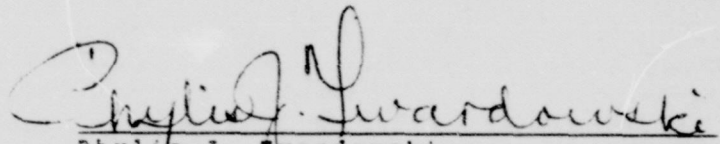
STAR

VERIFICATION

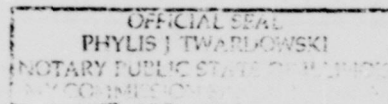
STATE OF ILLINOIS

COUNTY OF COOK

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


Phylis J. Twardowski

Subscribed and sworn to before me this 11th day of October,
1995.



Notary Public

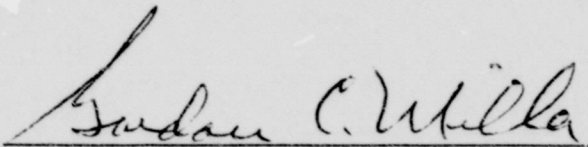
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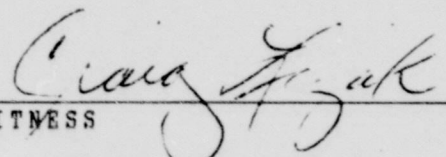
March 12, 1997

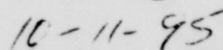
STAR

VERIFICATION STATEMENT

I Gordon C. Miller, declare under penalty of perjury that the foregoing is true and correct. I further certify that I am qualified and authorized to file this verified statement. Executed on October 11, 1995.


Gordon C. Miller


WITNESS


DATE



Sunspiced, Inc.

SALES L.D. (208) 785-7150
ALL OTHER (208) 785-3200

P.O. BOX 592
BLACKFOOT, IDAHO 83221

**VERIFIED STATEMENT
OF
SCOTT W. ERICKSON
on behalf of
SUNSPICED, INC.**

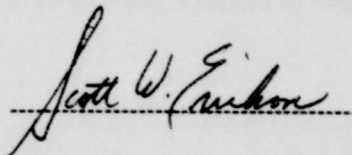
This is being prepared by Scott W. Erickson who is the General Sales Manager for Sunspiced, Inc./Teepee Potato Co. located at 415 W. Teepee Rd. Blackfoot, Idaho. This position is responsible for the orderly sales/marketing of fresh potatoes in Idaho, Washington and Wisconsin, the successful delivery of these orders to their destination, and the collection of all sales invoices and payment of any incurred charges in completing the task. I have held this position with the company for 2 years and prior to that I had the same responsibility at the satellite location in Wisconsin.

Sunspiced, Inc./Teepee Potato Co. is the largest shipper of fresh potatoes in the United States of America. Sunspiced has sales of over 3,000,000 cwt. of Idaho potatoes alone and over 5,000,000 cwt. for the corporation. Idaho is the largest shipper of the three and we rely heavily, approximately 30% of our shipments by rail, on the U.P. to connect us with the eastern markets. The eastern markets are the bulk of our shipments to include Chicago area, Birmingham area, Knoxville area and Northeast. The ability to move product at a competitive rate is a very important piece of our entire supply chain and the chain would break without dependable transportation.

We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service, opening new markets and strengthening competition. We ship a perishable commodity and without dependable, timely delivery to markets the value of the product we ship degrades quite rapidly. If this merger will improve, shorten, delivery times to market we all will be winners. That is the shipper, the customer and the railroad. The southern markets have been a difficult one for us to work in because of the poor service going in-between the railroads that service those markets. By creating a seamless trip to these new markets it is again a winner for the three groups previously mentioned. Lastly the ability to keep rail rates competitive is a major piece of the delivered cost on our product. If the price of transportation does not remain competitive with the other forms of transportation, the same previously mentioned groups will be the losers.

We believe that these are very important concerns that affect us all. The proposed merger of the UP and SP will provide significant benefits to the shippers and consumers of fresh potatoes. Our company supports this merger.

I, Scott W. Erickson, 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, September 25th, 1995.





TAMPA INTERNATIONAL FOREST PRODUCTS, INC.

VERIFIED STATEMENT

of

Teri L. Wojewucki

On Behalf Of

Tampa International Forest Products, Inc.

My name is Teri L. Wojewucki and I am the Traffic Manager for Tampa International Forest Products, Inc. We are located at 401 East Jackson Street, P.O. Box 23883, Tampa, Florida - 33623. I have been employed by Tampa Int'l. for the past 13 years. My first 11 years were in the computer department and the past two years have been in my present position of Traffic Manager. Previously, I worked for the Westinghouse Corp. for 9 years in the computer department. As traffic manager, I am responsible for rates & rail routings on our lumber cars as well as handling diversions, reconsignments and freight claims.

Tampa Int'l. is one of nine affiliates of the Forest City Trading Group located in Portland, Oregon. We are a wholesale lumber company, dealing in all varieties of lumber & plywood. The majority of our lumber comes from the Pacific Northwest and is shipped throughout the entire country. We also deal in southern yellow pine from Southeastern & Southwestern origins which is shipped to West Coast and East Coast receivers. Our 3 main rail carriers are the Union Pacific and the Burlington Northern and Southern Pacific R.R.'s. We also have traffic moving on the CSXT, Norfolk Southern and Conrail. During a normal year, we will buy and sell over 2,000 railcars of lumber.

On behalf of Tampa Int'l., I would like to say that our company strongly supports the merger of the Union Pacific and Southern Pacific R.R.s. The Union Pacific has proven over the years to be a financially strong, customer-oriented railroad and we feel that they will carry their management philosophies over to the Southern Pacific. A large number of lumber producers are located on the Southern Pacific, but recent rail service on the S.P. could cause us to concentrate our buying efforts at mills located on other railroads. This would not only be detrimental to the mills and to the Southern Pacific, but it could cause us to pay higher transportation prices in order to insure our lumber is delivered to our customers in a timely manner. This merger will offer the two railroads an opportunity to have single line service via more efficient geographical routes. This helps the railroads to control their costs as well as my freight rates. The efficiencies of this merger also will be found in the combining of the railcar fleet. More cars with more efficient routes will help to insure an adequate car supply to our lumber mills.

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In view of the recent merger of the Burlington Northern and Sante Fe railroads, it seems to us that a merger between the UP and the SP will be necessary to insure that there will be another strong rail carrier in the west to compete with the BN/ATSF. Also, after having read about the recent trackage rights given to the BN/ATSF, it appears that competitive alternatives will be established for the shippers of our lumber products. This will help to insure that we have rail competition when establishing rates for hauling our lumber in the future.

In closing, I would like to reinforce our position in support of this merger. It will be beneficial for both railroads involved as well as being good for our suppliers and for Tampa International Forest Products.

I, Teri L. Wojewucki, 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.

Teri L. Wojewucki
Signature



TAYLOR LUMBER SERVICES INC.

October 3, 1995

VERIFIED STATEMENT

OF

Terry Wesseln on behalf of:

TAYLOR LUMBER SERVICES, INC.

I am writing in reference to the Finance Docket No.32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company, control and merger, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

My name is Terry Wesseln and I am presently the CEO and General Manager of lumber products, and transloading via truck/rail for Taylor Lumber Services, Inc. 21800 Main Street, Grand Terrace, Ca. 92313. The phone number is area code (909) 783-2094; fax number (909) 783-2196. My normal duties and responsibilities include negotiating truck rates, and contracts with rail carriers for customers who are not rail served. This would cover all transportation logistics whether it be rail or truck into all facilities and coordinating with both customers and rail carriers. Customers not rail served: Home Lumber, American International, Western International, Home Depot, Home Base, Contractors' Warehouse, Mesa Forest, North Pacific Lumber Co., Hampton Lumber Sales; and rail served customers consist of Las Plumas Lumber, Louisiana Pacific Lumber, Reliable Lumber, Grove Lumber, Champion Lumber, Dixieline Lumber, Bear Forest, Georgia Pacific Corp., and Orange County Lumber.

Taylor Lumber Services is a transloader of lumber products in the West Coast. We operate in Riverside County and service the outlining areas of Los Angeles, Ventura, San Diego, Orange, and Imperial Counties. The options by which we ship depend upon the competitive freight we can obtain by rail or truck. The major part of our business is to work with the rail carriers, and the customers they serve that are not rail served.



TAYLOR LUMBER SERVICES INC.

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

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

A handwritten signature in black ink, appearing to read "Terry Wesseln", is written over a horizontal line.

Terry Wesseln
CEO, General Manager
Taylor Lumber Services, Inc.
21800 Main Street
Grand Terrace, CA 92324



TERMINAL CONSOLIDATION CO.

FAX 1-417-864-5406

2510 E. JEAN STREET
P.O. BOX 901
SPRINGFIELD, MO. 65801

1-417-864-5710
WATTS 1-800-234-5710

"COMMITTED TO CUSTOMER SATISFACTION"

VERIFIED STATEMENT
OF
MIKE WALKER
ON BEHALF OF
TERMINAL CONSOLIDATION COMPANY, INC.

I, Mike Walker, am Vice-President of Sales and Marketing for Terminal Consolidation Company in Springfield, Missouri. I have been involved in Intermodal Marketing since 1978 and have held the position of Vice President since 1989. My main function with Terminal Consolidation is to solicit business from a multitude of shippers and receivers by offering Terminal Consolidation's mix of multimodal transportation products: Over-the-Road Trucking; Intermodal Services; Truck Brokerage; and Storage and Distribution of International Ocean Containers.

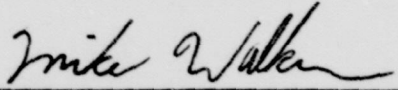
In our capacity as an Intermodal Marketing Company, Terminal Consolidation has Intermodal Contracts with all the major railroads.

We utilize the Union Pacific on Intermodal shipments from the Midwest to Utah and California as well as the Pacific Northwest. UP service is better than adequate to the limited Intermodal markets they serve but we feel they alone cannot compete with the vastness and economies that the new BN/ATSF system has to offer.

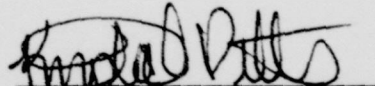
Terminal Consolidation has refrained from using Southern Pacific Intermodal Services because their service is simply inferior to the competing western carriers. There have been several occasions on the SP system where a 1,000 mile piggyback trip has taken 10-14 days to complete. Repeated calls to their customer service center has no impact as the usual reply is that there is a severe shortage of locomotives or flatcars or both and that the problems are beyond the scope of the customer service staff.

Terminal Consolidation Company strongly supports a merger between the Union Pacific and Southern Pacific Systems. UP service along with their adequate supply of capital will present a practical marriage with SP. SP had adequate routes and market access but does not have the capital and infrastructure to stand alone given the severe nature of their service problems.

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



Mike Walker
Vice President
Sales and Marketing



Witness



THE TERRY COMPANIES
LUMBER AND BUILDING PRODUCTS

October 4, 1995

**Verified Statement of
PETE MEICHTRY
on Behalf of
TERRY LUMBER COMPANY**

I have held the position of Lumber Purchasing Manager for Terry Lumber Company since December 1993. Prior to that I was employed by Chandler Lumber Company, Van Nuys, for seventeen years. My responsibilities include, but are not limited to, purchasing of commodity lumber, setting purchasing policy and direction, and transportation.

The Terry Companies own and operate thirteen contractor yards, a roof truss company, and six wholesale companies. We are a major factor in the Southern California market supplying lumber, panels, building materials, millwork, doors, windows, engineered wood products, and other related products.

All but three of our facilities are rail-served via Southern Pacific Transportation. The majority of our lumber and panels are shipped by rail from Oregon, Washington, and California. Truck transportation is a viable alternative in California in that the transportation costs are competitive with rail service. Our panel products have many more points of origin and are shipped most efficiently by rail.

We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We support this merger as a means of improving service and strengthening competition. Our hope is that through consolidation this merger will shorten transit time, reduce freight cost, and allow us access to mills currently serviced only by Union Pacific.

Sincerely,

Pete Meichtry
Purchasing Manager

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

ADMINISTRATIVE OFFICES: 18551 Oxnard Street, Tarzana, California 91356 (818) 776-3200
FAX (818) 776-3254

612

TERRY LUMBER CO. GROUP:

Los Angeles • Bakerfield • Burbank • Camarillo • Hollywood • Lancaster
North Hollywood • Northridge • Palmdale • Santa Clarita • Simi Valley • Tarzana • Ventura
Inland Timber Co. • Pacific International Millwork Co. • Precision Mill & Lumber Co.
Terry Builders Hardware Co. • Terry Investment Co. • Terry Ocean Cargo Co. • Terry Roof Truss Co.
Terry Sash & Door Co. • Terry Wholesale Hardware Co. • Terry Wholesale Lumber Co.

ASSOCIATED COMPANIES:



TEXAS-LEHIGH CEMENT COMPANY

September 14, 1995

Verified Statement
Of
Gerald Essl
On Behalf Of
Texas-Lehigh Cement Company

My name is Gerald Essl and I am president of Texas-Lehigh Cement Company. I have held this position since the company's formation in July of 1986. Prior to that, I was president of Texas Cement Company at this same location. My business address is P.O. Box 610, Buda, Texas 78610-0610.

Texas-Lehigh Cement Company is a manufacturer of portland cement and cement clinker located in central Texas near Austin with five distribution terminals located throughout the state as follows:

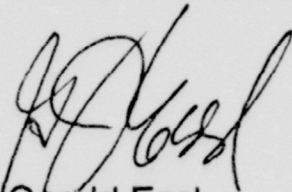
Roanoke, Texas (Near Fort Worth)
Waco, Texas
Houston, Texas
Orange, Texas (Near Beaumont)
Corpus Christi, Texas

All of these terminals are serviced by the Union Pacific except Corpus Christi which is switched by the Corpus Christi Terminal Authority. We

anticipate transporting between 700,000 and 800,000 tons of cement via the UP to these terminals this year. Additionally, we will ship 60,000 tons of cement clinker to Wyoming and Kansas via the UP and we will bring in close to 90,000 tons of coal from Laredo, also via the UP.

Texas-Lehigh Cement Company supports the proposed merger of the UP with the SP as we feel the UP is a well run, professionally managed railroad. We believe the proposed merged rail line will bring many benefits to shippers throughout the United States. We anticipate the merged UP/SP line could open up some potential new Colorado coal sources of energy for our cement plant that were previously unavailable to us due to joint-line rail rates. The possibility of new single-line service could potentially bring lower priced energy to our facilities after the UP and SP merger.

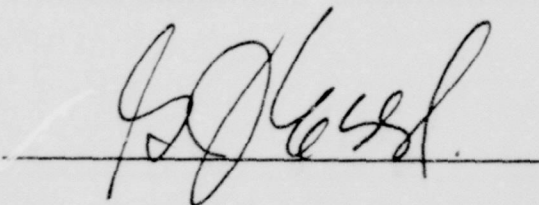
We ask that the UP/SP merger be approved as quickly as possible.



Gerald Essl
President

Verification

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





**VERIFIED STATEMENT OF
ROBERT GIANNINI
on behalf of
THARCO**

October 4, 1995

Interstate Commerce Commission
Union Pacific-Southern Pacific Merger
Finance Docket No. 32760

My name is Robert Giannini and I am the Corrugator Manager for THARCO. THARCO manufactures corrugated boxes and foam related products. We purchase liner and medium from paper mills as inputs for our manufacturing process. THARCO is a paper-oriented business that depends upon convenient and economic access to paper mills and paper product suppliers for our continued success.

I have been involved in the packaging business for twenty-seven years, and for the past fourteen years I have held positions directly related to traffic management. My current duties include management of the corrugator department. I oversee the manufacture of paper and purchase all related material. I am responsible for receiving roll stock of which the majority is transited by rail.

THARCO has manufacturing facilities in San Lorenzo, California, Denver, Colorado, and Seattle, Washington. The San Lorenzo facility receives rail shipments from origins in California, Oregon, Washington, and Tennessee (via the SP line through New Mexico). The Denver facility receives rail from California, Washington, Tennessee, New Mexico, and Iowa (via a UP line). In 1994, THARCO received more than 440 inbound rail car loads at its manufacturing facilities in San Lorenzo, California. THARCO uses Burlington Northern-Santa Fe (BN-SF), Union Pacific (UP), and Southern Pacific (SP) for its rail shipments. THARCO will also utilize truck service for delivery of some manufacturing raw materials, and in the past, has been required to utilize trucks rather than rail because of an inadequate supply of rail cars during peak shipping seasons.

THARCO supports approval of the merger between UP and SP. We believe that the merger will improve rail transit times to our facilities in San Lorenzo and Denver, from the Pacific Northwest and points in the East. We also hope that the merger will improve rail times to our facility in Seattle. The merged UP-SP should be able to provide better service on the I-5 Corridor along the West Coast. We expect that the merger will result in more efficient routes and new single-line capabilities that will result in faster shipments. We expect that the greater efficiencies of the merged UP-SP system will result in more reliable and faster service, which will increase our ability to compete.

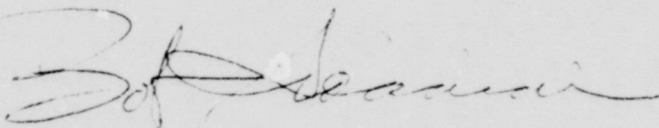


We expect that the combined UP-SP will be a stronger carrier financially, which will produce several benefits. First, UP-SP will be able to upgrade infrastructure facilities to improve service and transit times. Second, UP-SP will be able to compete with the merged BN-SF system on more equal terms, which will permit vigorous competition and competitive rates. Third, the merged UP-SP will be able to invest in additional equipment and manage its existing fleet better to avoid shortages of railcars during peak seasons. Our ability to use rail to ship raw materials is a substantial cost advantage that we expect will increase as a result of the UP-SP merger.

Finally, in addition to the benefits from the UP-SP merger, we have also reviewed the terms of the settlement agreement between UP-SP and BN-SF, which will bring new competition to rail corridors that are important to us, such as the I-5 Corridor and the Denver-California route. In addition, the settlement agreement provides for continued competition by two rail systems at origins or destinations previously served only by both UP and SP. In combination with the new competition, the preservation of existing competition will be beneficial to shippers. At THARCO, we expect that the merger will increase our opportunities, lower our costs, and result in greater efficiencies for our benefit.

For the above reasons, THARCO supports approval of the UP-SP merger.

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

A handwritten signature in dark ink, appearing to read 'Bob Giannini', is written over a faint, circular embossed seal.

Bob Giannini
THARCO

Thelen Grain Company
Wood River, Nebraska 68883
Phone (308) 583-2245



October 1, 1995

VERIFIED STATEMENT
OF

PATRICK THELEN
on behalf of
THELEN GRAIN COMPANY

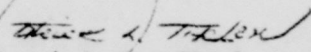
My name is Patrick L. Thelen, president of the Thelen Grain Company, located in Wood River, Nebraska. I am a member of the family that has operated this Corporation and its related agricultural interests in this area for over 100 years. Our primary interests lie in feed grain production, livestock production and our grain elevators. We are a country grain elevator located in the heart of the Platte River Valley of central Nebraska; one of the most productive areas in the United States. Our elevator has been in continuous operation for almost 80 years. The capacity of our elevator is approximately 2 million bushels. We are served by one railroad only, that being the Union Pacific. At least 90% of our grain is shipped to destinations on the Pacific Coast, domestic California, the Pacific Northwest, or the intermountain valleys of Utah, Idaho, and Washington. In addition to this we ship to the Gulf area and have recently begun to ship to Mexico. Because of car shortages & limited access to some very good markets we are shipping about 20 to 30% annually of what we feel we should be to use our facility to its maximum efficiency. This facility should be turning itself at least 3 times annually.

We understand that the UP and Southern Pacific railroads are asking for authority to merge. We very strongly support this merger as a means of improving our service.

If this is approved, it will enable us to ship directly into the lucrative markets for our products in the San Joaquin and Imperial Valleys in southern California. It will enable us to be more competitive with our neighboring BN customers in markets they will be utilizing through their merger with the Santa Fe. I feel that routing efficiency can improve enough that turn around time and equipment availability should be much better. Because we are a small independent company we cannot justify owning private railroad hopper cars that we can move around the nation seasonally. We are totally dependent upon railroad supplied equipment, thus their turnaround time on this equipment is critical to us. Since we are located in the western portion of the feed grain producing portion of the U.S. we feel it critical to have better access to existing markets and new business to the Pacific Rim markets that have developed in the past year. The BN/SF customers will have tremendous advantages over us if we don't have the ability to ship to the same customers as them at competitive costs. Our nation's food suppliers drastically need more sources for their raw products, not fewer. Also, the new opportunities to do business in Mexico offer great opportunities we have not had before.

We feel that this proposed merger will have very significant benefits to shippers such as us and we strongly support the application.

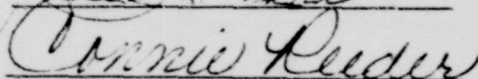
Sincerely,


Patrick L. Thelen

VERIFICATION

I, Patrick L. Thelen, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified to file this verified statement. Executed on October 1st, 1995.

WITNESS:


Connie Reeder

Timber Products

C O M P A N Y

P.O. Box 269
305 South 4th St.
Springfield
Oregon 97477-0055

Ph: 503-747-4577

VERIFIED STATEMENT OF GARY QUIMBY ON BEHALF OF TIMBER PRODUCTS COMPANY

Gary Quimby- Director of Transportation

As Director of Transportation for Timber Products Company I have managed and controlled the movement of all freight for mill production, wholesale and international departments. Various duties over my 16 years in the transportation field include over-the-road truck driver, sales and dispatch, sales manager, reload sales manager, traffic manager, and director of transportation.

Timber Products is a fully integrated forest products company with highly diversified production facilities, shipping services, and a centralized sales office with domestic and international sales. Timber Products ships finished products from its Western mills to California, Arizona, Nevada, Utah, Midwest, and Northeast markets. Our Wholesale Division ships products from all areas of the United States, Canada, and Mexico to all destination in the United States. We are importing wood from Mexico, Brazil, Canada, Malaysia, and Indonesia.

Location	Number	Production	Service
Grants Pass, OR	1	Softwood Plywood	CORP/Southern Pacific
Medford, OR	2	Particle Board, Hardwood Plywood	CORP/Southern Pacific
White City, OR	2	Softwood Plywood, MDO	CORP/Southern Pacific
Yreka, CA	1	Softwood Veneer	Yreka Western, Southern Pacific
Rocklin, CA	1	MDF	Southern Pacific
Fruitvale, BC	1	Softwood Veneer	Burlington Northern
Corinth, MS	1	Hardwood Plywood	Kansas City Southern
Iron Mountain MI	1	Hardwood Lumber and Veneer	WC
Eugene, OR	1	Softwood Reman	No rail service- use reloads
Springfield, OR	1	Wholesale Office	NA
Los Angeles, CA	1	Wholesale Office	NA
Memphis, TN	1	Wholesale Office	NA
Minneapolis, MN	1	Wholesale Office	NA

We at Timber Products understand that The Union Pacific and The Southern Pacific will soon file petition of merger, please take note that we are 100% in support of this action. We are looking forward to improving our service and strengthening our marketability, by working with a carrier who takes pride in their service to their customers and is financially sound, with enough equipment to handle our business. This will also give us an option to market areas where the BN/ATSF merger will show as a dominant carrier.

SERVICE

Service benefits to SP and UP customers with the new merger include; new single-lined service, more efficient routes, improved intermodal service, terminal coordination, route specialization, better equipment utilization, etc.

Single-Line Service- Hundreds of UP points not served by SP will be linked on a single-line basis with hundreds of SP points not served by UP. Shippers will enjoy single-line service between UP South Central points and SP California points, from SP's Oregon lumber origins to UP destinations in the Upper Midwest, between Seattle/Tacoma and California, UP intermountain points and SP California points, and between UP Upper Midwest points and SP points in the Southwest and California, among others.

Combined Systems

More efficient routes that will result from the merged system's ability to use both UP and SP lines.

Mileage Savings	Route
180	Chicago- Oakland
232	Memphis-Los Angeles/Oakland
275	Dallas-Los Angeles/Oakland
556	Seattle-Los Angeles
189	Chicago-Salt Lake City

Intermodal Service

UP/SP offer faster, more frequent more reliable service in key corridors. Chicago-California, Memphis-California, Seattle-California, and Pacific Northwest-Texas. Improved linehaul service will be enhanced by utilization of the terminals in Chicago, Los Angeles, Oakland, Kansas City and Texas. New Intermodal Services will include new third morning service between Oakland and Chicago, and more reliable third morning service between Los Angeles and Chicago. Better service will occur for customers who are just-in-time (JIT) buyers.

Terminal Coordination/Pre-Blocking

Terminal will be coordinated in numerous locations, allowing traffic to be handled more efficiently. Examples of terminals that will be coordinated include:

North Little Rock/Pine Bluff	Chicago
Salt Lake City/Ogden	Los Angeles
St. Louis (Alton & Southern)	Oakland
Kansas City	

Increased opportunities for pre-blocking will allow traffic to be run around terminals entirely. Examples of commodities and shippers likely to benefit from pre-blocking are: Paper/Forest Products: Oregon to Northeast/Southeast.

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

COMPETITION & MARKETABILITY

Competitive Benefits (including meeting the competitive challenge of BN/Santa Fe, stronger competition generally, competition with other modes) UP/SP will be able to provide single-line service to all major Mexican border crossings via shorter, more efficient routings. The combined railroad will offer more expedited, pre-blocked and pre-cleared trains to and from interior points in Mexico. SP customers will be able to utilize "Despacho Previo" for expediting border crossings. This would allow improved service as we expand our import business for Mexico. BN/Santa Fe is nearly twice the size of UP or SP, however, if UP and SP were to merge it will create a competitor that is fully equal to BN/Santa Fe in all western markets. UP/SP will be able to match BN/Santa Fe service time and reliability in the California markets. In general UP/SP would be able to combine each of their best qualities, efficient routes for UP and large volume and capital for SP, to deliver an efficient service that will overcome bottlenecks. Capitol dollars could be applied where they will accomplish the most good and UP /SP will agree to conditions that maintain competition by giving another railroad access. The merger would result in a stronger source of competition in general.

The customer's traffic maybe subject to shipment by truck. UP/SP will provide strong competition to the truck-dominated I-5 Corridor between the Pacific Northwest and California. Trucks provide strong competition for railroads in the

transportation of my product in the Southwest. Presently, approximately 3/4 of our product moves via truck, the other by rail.

FINANCIAL/EQUIPMENT/QUALITY

UP/SP will be able to reposition both cars and locomotives more efficiently. Cars and locomotive power will move better between Los Angeles, San Francisco and the Pacific Northwest, as well as between California and Texas. The difference in peak seasons for the two railroads plus effective use of triangulation and backhaul moves will improve equipment supply for shippers. As a result of these and other merger efficiencies, railroad-owned equipment supply will improve, and shippers using private equipment should enjoy savings on fleet size requirements. We fight equipment and crew availability all the time with the SP. This will improve as additional equipment and crew are available.

Assurance of Long Term Quality Service for SP Shippers - SP shippers who have been concerned about SP's service and long term viability will have the assurance of long term top quality service from a financially strong system capable of making the necessary capital investment to maintain rail competition. SP's Chairman, Phil Anschutz, has said that SP simply can't make it alone in the wake of the BN/Santa Fe merger. Timber Products has moved to trucking a majority of their mill production from Southern Oregon to the UP via Savage Reload in Portland, OR. This has been to ensure timely shipments, and cost effectiveness.

We believe that the merger would be in this company's best interest as well as other shippers who have been at the mercy of The Southern Pacific as their only serving carrier. Several ways that this merger would benefit Timber Products, which include but are not limited to; the more efficient traffic lanes that would allow improved transit times as well as improved costs, improved terminals that would allow equipment to flow through the yards better, improved intermodal service that would give us the equipment we need to supply our mills, improved quality of equipment, a stronger partnership with our carrier to furnish our customers needs, and the assurance of the long term commitment for quality service that the Union Pacific now has with us. In conclusion, we believe that the proposed merger will provide significant benefits to shippers. Our company supports the application.

VERIFICATION

State of Oregon)
County of Clatsop) s.s.

GARY QUIMBY, 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.

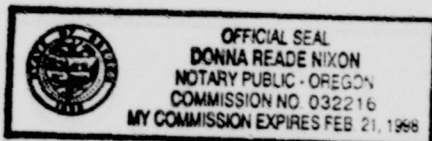
Gary Quimby
Gary Quimby

Subscribed and sworn to before me this 13th day of September, 1995

Donna Reade Nixon
Notary Public

My Commission Expires:

February 21, 1998



September 22, 1995

**VERIFIED STATEMENT
OF
CHARLES W. PEGRAM
on behalf of
TOSCO REFINING AND MARKETING COMPANY**

My name is Charles W. Pegram and I am Traffic Manager for Tosco Refining and Marketing Company, located at 2300 Clayton Road, Suite 1100, Concord Ca., 94520. I have been in this position with Tosco for seventeen years, and had sixteen years of traffic related experience prior to that. My educational background includes a business degree with a concentration in transportation from Indiana University.

I am responsible for all rail transportation into and out of the refineries as well as inbound rail traffic into outlying terminals in California, Washington, Oregon, and Arizona.

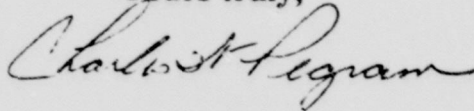
Tosco operates two petroleum refineries on the west coast at Avon, Ca., near Martinez, and at Cherry Point, Wa. Our primary production is motor gasoline but by-products include large volumes of liquefied petroleum gas which are shipped by rail tank cars. Tosco maintains a private tank car fleet in excess of two hundred cars to handle the movement of LPG. Additionally, we generate rail shipments of petroleum coke, anhydrous ammonia, and sulfuric acid. Our scope of outbound rail shipments is concentrated primarily in Arizona, California, Idaho, and Texas. However, we receive shipments inbound from all areas of the U.S. and Canada. We receive methanol and ethanol from Kansas, Nebraska, Oklahoma, Texas, and Wyoming points not only into our own refineries, but into outlying terminals located in Arizona, California, Oregon, and Washington. We generate rail traffic in the range of \$10,000,000/year including inbound and outbound traffic.

(2)

Our Avon, Ca. refinery as well as the Arizona and California terminals are Southern Pacific served. We are aware of the proposed merger between the Southern Pacific and the Union Pacific roads, and Tosco wishes to lend our strong support to this proposal. We feel the merger of the two lines will serve to strengthen both lines in terms of financial strength, improved service, and stronger competition. Single line service would be made available on Tosco's Idaho and Wyoming traffic. Additionally, cost reduction for the shipper could be realized through negotiating rates with a single carrier as opposed to two where revenue sharing may dictate a higher rate. These benefits would be in the best interest not only to Tosco but to other shippers as well.

When considering the proposal made by the two carriers, please include our name as a significant shipper who endorses the proposal to the fullest extent possible.

Yours truly,

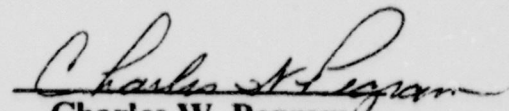
A handwritten signature in cursive script, reading "Charles W. Pegram".

Charles W. Pegram

VERIFICATION

**STATE OF: CALIFORNIA
COUNTY OF: CONTRA COSTA**

I, Charles W. Pegram, verify under the penalty of perjury that everything I've said in the foregoing document is true and correct to the best of my knowledge.


Charles W. Pegram

VERIFIED STATEMENT**OF****ROGER WHORTON
ON BEHALF OF
TRADCO, INC.**

My name is Roger Whorton and I am the President of Tradco, Inc. We are located at 14050 Alief Clodine Rd. in Houston, Texas. My responsibilities include overseeing all departments of the company, including transportation. I have been employed with Tradco, Inc. for eight years and have held the position of President since April 1, 1994.

Tradco, Inc. is a wholesale distributor for fencing products. Some of our products include T-post and rebar. These products are manufactured from re-roll rail at our steel mill in Mexico. We use the services of Union Pacific and Southern Pacific to transport the rail from locations all across the nation to Brownsville, Laredo, and Eagle Pass and then to our mill in Mexico where it is manufactured into the product line.

We have had numerous problems with SP shipments from the west coast. Simply due to logistics, SP is the only carrier that is cost effective for us to use from the western half of the US to the border. Because BN & ATSF do not cross the border points we have mentioned, we do not use either carrier.

It is understood that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. Also, we welcome this merger as a means of ensuring that we receive top-quality rail service from a financially sound carrier with single-line access to numerous points.

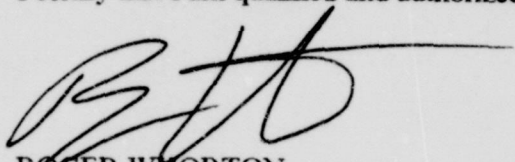
As a point of fact, BN/Santa Fe will be nearly twice the size of UP or SP. Combining UP and SP will create a competitor that is fully equal to BN/Santa Fe in all major western markets. UP/SP will be able to match BN/Santa Fe service time and reliability.

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



ROGER WHORTON
PRESIDENT

I, Roger Whorton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 10/3/95.

A handwritten signature in black ink, appearing to be 'R. Whorton', with a long horizontal line extending to the right.

ROGER WHORTON
PRESIDENT



October 4, 1995

VERIFIED STATEMENT

OF

**ANDY GILLESPIE
on behalf of
TRANSFREIGHT INC.**

My name is Andy Gillespie, Transshipment Center Manager for Transfreight, Inc., P.O. Box 304, Tillsonburg, ON Canada N4G 4H8.

I manage the warehousing, and traffic flow of full boxcar movement, of automotive parts from Tillsonburg, ON to Fremont, CA.

Company:

Transfreight Inc. is a Logistics Partner in the automotive business providing transportation/warehousing solutions to our automotive customers. We move 14 boxcars per week of automotive bumpers from our Tillsonburg, ON Transshipment Center to Fremont, CA. These boxcars are moved by CN North America from Tillsonburg to Chicago and then handled by UP to Fremont, CA.

Statement of Position:

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

This merger will provide a new single-line service between Chicago, IL and Oakland, CA which will be more efficient in transit time, competitive pricing, and assurance of long-term quality service.

We, the shipper, will benefit from a shorter route, between Chicago and Oakland, of 180 miles.

Statement of Support:

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

VERIFICATION

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

Signature: _____

A. Gillespie

Witness: _____

Barbara Ball



TRANS *M* EX/USA, INC.

Intermodal Marketing and Technical Services

VERIFIED STATEMENT

OF

**DONNA E. ASCENCIO
on behalf of
TRANSMEX/USA, INC.**

As Executive Vice President and Chief Operating Officer of TransMex/USA, Inc.; located at 8072 W. 95th Street, Hickory Hills, IL 60457; I am responsible for business development as well as overall marketing and sales strategy for the company. I have held this position since the incorporation of the company in February of 1992 and prior, I held numerous jobs throughout the transportation industry with my last position being Assistant Vice President Sales & Marketing for The Rail-Bridge Corporation, K-Line America's stack train division. We currently handle approximately USD 3 million in traffic per annum of which all is interchanged between either the Union Pacific/Missouri Pacific or Southern Pacific for some portion of the through move.

TransMex/USA, Inc. is a Logistics Management Company specializing in cross border trade to and from Mexico. We offer a value added service to third party transportation providers (such as intermodal marketing companies, carriers and custom house brokers) by acting as the Mexican operating agent for entities who wish to sell transportation packages to and from Mexico. TransMex handles the actual dispatching, door transportation, bilingual communications, daily tracing, as well as offers assistance with customs clearance and sales/customer service support in Mexico for our clients. TransMex is headquartered in Hickory Hills, IL (Chicago area) and has offices in Laredo, TX; El Paso, TX; Guadalajara, Jalisco and Mexico, DF. We utilize all major carriers to and from Mexico; including the Ferrocarriles Nacionales de Mexico, various Mexican Motor Carriers, Union Pacific, Southern Pacific, and vessel operators serving Mexican points. Further our clients utilize all of the major USA and Canadian rail carriers for through service to and from points throughout North America.

Our Mexican subsidiary, TransMex/USA de Mexico, SA de CV, further extends our intermodal service by acting as the intermodal lift operator for the Ferrocarriles Nacionales de Mexico at Guadalajara. TMU is both an intermodal as well as carload user of the UPRR, SPRR and FNM and offers our clients all modal and routing options so that they may choose the most cost effective and timely transportation options and border crossings at their discretion. Although Laredo, TX

is by far the most common Mexican border gateway, TransMex also offers service to and from El Paso, Eagle Pass, Nogales and San Diego.

We strongly support the proposed merger between the Southern Pacific and Union Pacific railroads as we believe this merger will serve to improve service to and from Mexico. We see this improvement in the form of better equipment utilization, more service options for cross border trade and a better working agreement with the Mexican railroad.

Equipment availability (both carload and intermodal) in Mexico has been a major problem since USA railroads began to allow the interchange of equipment between their roads and the FNM. Although the equipment imbalance has reversed from south to northbound traffic due to the recent Mexican economic crisis, the imbalance is still in existence and today causes the need to reposition equipment empty from border points to support increased northbound demand. Currently, SPRR and UPRR (the two major rail interchange carriers to Mexico) do not allow customers to interchange equipment between their roads. I.E., if a customer picks up a load from the Southern Pacific railroad at interchange A, they must return the empty or another load to the SPRR at the same interchange point. If the merger is accomplished, it would open the pool of equipment in Mexico and allow more flexibility in re-using empties for return loads.

Another vital element that will be resolved if the SPRR and UPRR were to merge, would be service routings to and from California. Currently, Laredo is the major gateway for traffic entering or exiting Mexico. This gateway is dictated, in many cases regardless of geographic proximity, by the Mexican importer/exporter because this is where their designated custom house broker is located. TransMex, as well as many other Mexican transportation users, has been struggling for years to work out an economical and time efficient routing between California and Laredo. The most efficient routing would be SPRR to San Antonio and MOPAC to Laredo, but since the Union Pacific and Southern Pacific both have their own Mexican projects, they discourage customers from interchanging equipment between their lines. Recently, SPRR eliminated through rates to Laredo using a UPRR through routing; making it impossible to use a through rail service to and from the border or to and from Mexico over the Laredo gateway if originating on the SPRR out of California. Customers are now obligated to deramp at San Antonio, truck to Laredo and then interchange to a Mexican dray carrier at Laredo to haul freight into Mexico. The only routing option on the UPRR to and from California is over Salt Lake City. This routing is not only time consuming but is cost prohibitive compared to truck options. The merger of the two lines, would therefore resolve this interchange issue and allow through rail moves to and from this very important and large market.

Although the SPRR has working arrangements with the FNM over El Paso for very specific carload and double stack freight, it has really not developed the intermodal piggyback market over this gateway. Today, intermodal customers are required to utilize a rail/truck option at the El Paso gateway for the large majority of their Mexican shipments. UPRR, on the other hand, has a strong intermodal presence at its major Mexican gateway at Laredo. They have developed a number of marketing strategies, products and services that allow transportation users many options for routing to and from Mexico. We believe that a merger between SPRR and UPRR will enhance the marketing strategy of both roads for Mexico by incorporating the strengths and best policies of the both companies into one Mexican strategy. It would consolidate negotiations with the FNM to include all of the major intermodal and carload border crossings into one unit and thereby reduce the current practice of negotiating service for one gateway at a time.

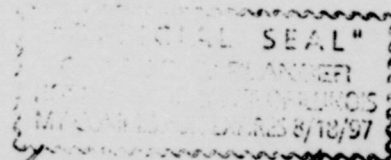
With all of the above, we see the merger as a means to enhance rail development in Mexico to be more competitive with current truckload options. The combined force of the SPRR and UPRR in negotiating with the FNM for rail concessions will prove to encourage further development of intermodal sites and services throughout Mexico as well as allow for cost efficiencies that are needed to make intermodal attractive to the very large over the road market.

Our company strongly supports this merger as we truly believe it will prove to have significant benefits to all shippers to and from Mexico. We expect that the BNRR/ATSF combined forces will be an active competitor in this trade lane, but more so feel that this merger will enhance the ability of through intermodal service to compete with current truckload business.

VERIFICATION

I, Donna E. Ascencio, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on Sept. 12, 1995.

Donna E. Ascencio
Donna E. Ascencio - Executive V.P.
TransMex/USA, Inc.



Space A. Haslanger
my commission expires 8/18/97



TRIAD TRANSPORT, INC.
INTERMODAL SERVICE DIVISION
3903 OATES RD. HOUSTON, TX. 77013
(713)672-7336 TEL. (713)672-9209 FAX

October 3, 1995

**VERIFIED STATEMENT
OF
PAUL FUSSELL
ON BEHALF OF
TRIAD TRANSPORT, INC.**

To whom it may concern,

My name is Paul Fussell, Logistics Manager - Intermodal Service Division for Triad Transport, Inc. Our business address is 10501 Sheldon Rd., Houston, Tx. 77044. My responsibilities include managing a private fleet of intermodal waste containers on a national, multi-line intermodal system which largely involves both the Union Pacific and the Southern Pacific Railroads. I have held this position for the last year, prior to that I worked for U. S. Pollution Control, Inc. (a former subsidiary of the Union Pacific Corporation) as a Special Projects Coordinator for carload and intermodal waste shipments for five years.

Triad Transport, Inc. has been a 48 state highway transporter of hazardous and industrial waste products since its inception in 1985. Last year, a commitment to rail shipping was made by purchasing intermodal shipping equipment and new "rail served" Houston, Tx. terminal which has direct Southern Pacific access. From this facility, we will be able to conduct transfers of material in intermodal containers as well as gondola and hopper cars. Shipments throughout the remainder of the country largely depend on the use of railroad owned and operated intermodal terminals as the combinations of origins and destinations are quite numerous.

We understand that the Union Pacific and Southern Pacific railroads are requesting authority to merge and Triad Transport, Inc. is in full support of this as a means of ensuring top-quality service from our origin carrier, Southern Pacific. We feel that this merger will provide improved single-line service as well as more competitive pricing structures. Faster and more efficient intermodal systems are of particular interest to us and are definite benefits of the merger.

The list of benefits from this merger will be quite lengthy. Triad Transport, Inc. welcomes the merger of the Union Pacific and Southern Pacific railroads and urges an approval without delay.

Sincerely,

Paul Fussell

Logistics Manager - Triad Transport, Inc.

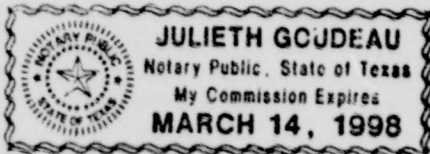
VERIFICATION

STATE OF Texas)
) ss.
COUNTY OF HARRIS)

Paul Fussell, 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.

Paul Fussell
Paul Fussell

Subscribed and sworn to before me this 3rd day of October, 1995.



Julieth Goudeau
Notary Public

My Commission Expires

03/14/98

TRUMARK Industries

HEADQUARTERS
E. 4020 MAIN AVENUE
SPOKANE, WA 99202
(509) 534-0644
(509) 534-2140 FAX

August 25, 1995

VERIFIED STATEMENT

OF

JACK R. BRACE
on behalf of
TRUMARK INDUSTRIES, INC.

Jack R. Brace is the president of Trumark Industries, Inc. and owner of Trumark for over 30 years. Trumark is located in Spokane, Wa. at 4020 E. Main. Trumark has shipped one or two rail cars a day for the shipment of our products over this length of time.

Trumark Industries, Inc. is a manufacturer of Finger Jointed Studs. We ship these studs via the Union Pacific to points in Texas, Colorado, California, Arizona, Tennessee and other various points from time to time.

We have been informed of the Union Pacific and the Southern Pacific's request for authority to merge. Everyone at Trumark strongly supports this merger.

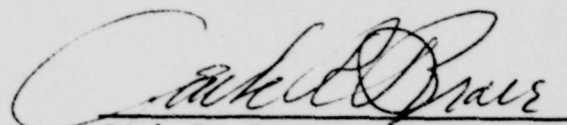
It will provide operating efficiencies to several different destinations by combining the Union Pacific's freight costs with the Southern Pacific's to be one through route. For example, some of our routes this would benefit would be Spokane, Wa. to various points in California and Arizona that prior to this merger are very hard to get a competitive rate. With the merger and one line it will be quicker and less expensive. There are also points in Texas that these same benefits apply.

Trumark Industries, Inc. believe the proposed merger will be very beneficial to our company. Our company supports the application.

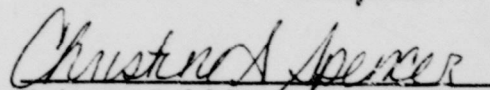
VERIFICATION

STATE OF WASHINGTON)
) SS.
COUNTY OF SPOKANE)

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


Jack R. Brace

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


Notary Public

My Commission Expires:

3-29-99



10/10/95

VERIFIED STATEMENT
OF
JACK PITCHER
ON BEHALF OF
TRUS JOIST MACMILLAN

JACK PITCHER
SHIPPING MANAGER FOR TRUS JOIST MACMILLAN NATCHITOCHES PLANT
GRADUATE OF LOUISIANA STATE UNIVERSITY WITH A B.S. IN BUSINESS
SHIPPING MANAGER FOR THE LAST 6 YEARS.

THE TRUS JOIST NATCHITOCHES PLANT IS A PRODUCER OF ENGINEERED LUMBER. WE MAKE "I" BEAMS, HEADERS, SCAFFOLD PLANK AND OTHER INDUSTRIAL TYPES OF MANUFACTURED WOOD.

TO DATE WE HAVE SHIPPED OUT 225 RAIL CARS ON THE U.P. AND ANTICIPATE SHIPPING A TOTAL OF 400 FOR 1995. THESE CARS MOSTLY GO ACROSS EAST ST. LOUIS OR CHICAGO TO OTHER LINES. WE HAVE ALSO SHIPPED APPROXIMATELY 2000 TRUCKS OUT OF THIS PLANT. WE FEEL THAT WITH A STRONG RAIL ALTERNATIVE, WE CAN KEEP THE TRUCKING RATES COMPETITIVE.

WE UNDERSTAND THAT THE U.P. AND S.P. ARE REQUESTING AUTHORITY TO MERGE. WE SUPPORT THIS FOR THE FOLLOWING REASONS:

1. IT IS A MEANS OF IMPROVING SERVICE TO OUR PLANT IN LA. WE THINK THAT WITH THE ADDITION OF S.P. THERE WILL BE A GREATER SUPPLY OF EQUIPMENT.
2. WE THINK THAT THE MERGER OF U.P./S.P. WILL MAKE THEM MORE COMPETITIVE WITH THE BN/SANTA FE.

I BELIEVE THAT THE PROPOSED MERGER WILL PROVIDE SIGNIFICANT BENEFITS TO SHIPPERS AND THEREFORE SUPPORT THE APPLICATION FOR MERGER.

BY: JACK PITCHER
SHIPPING MANAGER

I, JACK PITCHER, 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 10/10/95.

State of Louisiana
Parish of Natchitoches

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

My commission is for life.

Connie Dunn, Notary Public

Eastern Operations ▲ 234 Industrial Avenue ▲ Natchitoches, Louisiana 71457 ▲ Phone 318.357.1424 ▲ Fax 318.352.2033



**Tubacero
International
Corporation**

**Verified Statement of
Jake Monreal on behalf of
TUBACERO INTERNATIONAL CORP.**

I, Jake Monreal, am the Logistics Coordinator for Tubacero International Corp., 4828 Loop Central Dr. Suite 670, Houston, Texas 77081. My responsibilities as Logistics Coordinator include the coordinations of rail, truck and vessel delivery shipments, rate negotiations, customer service/claims, etc. I have held this position for 1 year and 2 months at date.

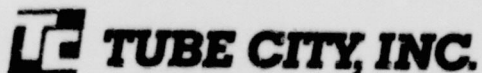
Tubacero International Corp. is the United States sales office for Tubacero, S.A. de C.V., a pipe manufacturer located in Monterrey, Mexico which supplies carbon steel line pipe for oil and gas transmissions worldwide. Typically, in the United States, we ship by rail utilizing the services of both the Union Pacific at the Laredo, Texas - Mexico Gateway and the Southern Pacific at the Eagle Pass, Texas - Mexico Gateway to customer and project field points in California, Texas, Louisiana, Oklahoma, Alabama, Washington and Canada. As a rail shipper, we believe that the proposed merger would be in our company's best interest as well as in the interest of other shippers. We heartily endorse the UP/SP Application because of the many significant benefits that will be presented when complete, such as better equipment utilization, because at times the Southern Pacific requires 2 to 3 month lead times to fill railcar orders. The combining of both fleets will enable us to receive equipment ordered more efficiently thus improving our delivery times enabling us to become more competitive.

Another significant advantage will be shorter, more efficient routings to Mexico which currently is a drastic problem. Southern Pacific customers will be able to utilize Union Pacific's more efficient "Despacho Previo" for expediting border crossings, thus also aiding in improved deliveries to our customers. Currently, border crossings can take as many as three days. Improved more efficient single-line service between Texas and California will also be a great benefit, enabling shorter transit times and again aiding delivery times. Overall, the foreseen benefits are of a great magnitude for all supportive customers as Tubacero, but the greatest reward will be the one placed upon Union Pacific and Southern Pacific enabling the pair to become a strong, competitive, committed, unified rail company.

I, Jake Monreal, 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 11, 1995.

JAKE MONREAL

Verif-Sta.Jak



123 Scrapyard Road
P.O. Box 529
Fairfield, AL 35064
(205) 781-3629/FAX (205) 780-3252

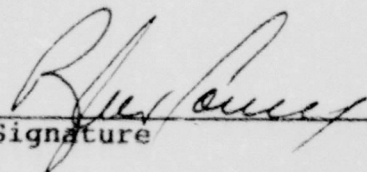
VERIFIED STATEMENT
OF
R. ALLEN CORRELL
On Behalf Of
TUBE CITY, INC.

My name is R. Allen Correll. I am Vice President of the Southern Region of the United States for Tube City, Inc., a processor and broker of ferrous scrap. Tube City buys, processes and ships scrap iron and steel to various steel mills and foundries around the country. We utilize rail, barge and truck to move material, but by large the majority moves via rail.

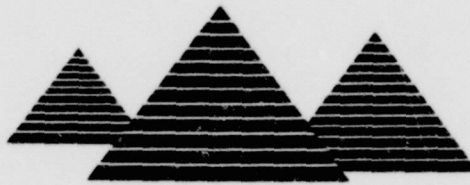
We have been advised that the Union Pacific and the Southern Pacific will soon request permission to merge. We urge that this request be granted. We believe that a strong rail service is necessary to the continued growth and success of American Industry. Mergers such as this one and the recently approved BN/ATSF help insure the future.

We do support this merger.

I, R. Allen Correll, 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 19 September 1995.



Signature



TUTT
FOREST PRODUCTS, INC.

VERIFIED STATEMENT

OF

R.C. TUTT

ON BEHALF OF

TUTT FOREST PRODUCTS, INC.

My name is R. C. Tutt, and I am the president of Tutt Forest Products, Incorporated. Our address is P. O. Box 70509, Eugene, OR 97401. My company is involved in the wholesale of various types of forest products. We purchase western-produced products, i.e., timbers, planks, railroad ties, poles, piling, dimension lumber, plywood (treated and untreated), and laminated timbers, and sell these various products on the East Coast, in the Midwest, the Gulf Coast, and the West Coast. Currently we ship forest products from Portland, Oregon, area over the Union Pacific, Burlington Northern and Southern Pacific railroads to the East Coast, Midwest and Gulf Coast areas. We also use trucks out of Portland. From Eugene, Oregon, we ship on SP and BN to California and the Midwest. We also purchase mill direct from Springfield, Oregon on SP and use the BN reload in Eugene to move our products.

We have been advised that Union Pacific and Southern Pacific are seeking authority to merge. We enthusiastically support their application.

Today, we are confronted with joint rates and two-line haul, which forces us to truck more than we would like to. Rail service will become more competitive with truck service with the implementation of this merger, and the establishment of single-line service. The combining of the Union Pacific and Southern Pacific will provide us with single-line service and rates from UP origins to SP destinations on the I-5 corridor and from SP origins in Oregon to UP destinations in the Midwest and Southwest.

Another substantial benefit to my company will be an improvement of rail service along the SP's Oregon to California line, the I-5 corridor. In the past, the service has been spotty, and I believe that, with the addition of UP's significant resources, there will be a marked improvement in the service. For example, with the addition of UP's substantial supply of center beam flat cars in combination with SP's rebuilt forest products boxcars, delays due to car supplies should become less frequent.

P.O. BOX 70509 • EUGENE, OREGON 97401
(503) 343-8598 FAX (503) 343-6576

In addition to a significant improvement in car supply, we expect to see a more efficient utilization of equipment due to improved transit times along the I-5 corridor. The benefit to my company will be that improved service will, in turn, improve equipment turn-around times which will allow me to make greater use of existing rail equipment for moving my materials into California.

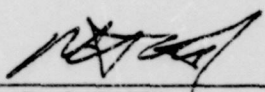
Another more general benefit to my company will be the creation of a strong western competitor which will be able to effectively compete with the new BN/Santa Fe system. While I realize that the number of carriers will have decreased from the current three to only two, I believe that SP, on its own, would not be able to compete effectively and would become a weakened competitor. The BN/Santa Fe is almost twice the size of either UP or SP. If the UP and SP merge, however, I believe they will become a strong western competitor able to offset the advantages currently held by BN/Santa Fe. This should be of great benefit to all shippers in the western area.

Finally, I am aware that the UP/SP has reached an agreement with the BN/SF regarding this merger. I am told this agreement addresses and resolves whatever differences there may have been between these railroads regarding this merger, and assures vigorous rail competition in the area most important to my company, *i.e.*, along the I-5 corridor. With this agreement, I believe that the competitive balance is getting even better. I see new markets opening up to my company along the I-5 corridor, and into Arizona if the opportunities present themselves.

For all of the above reasons, I believe that the proposed merger between Union Pacific and Southern Pacific will provide significant benefits and new opportunities not otherwise possible under the status quo.

I, R.C. Tutt, 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 10/5/85



R. C. TUTT



VERIFIED STATEMENT OF
RAFAEL RAMIREZ ON BEHALF OF
UNIK GROUP.

My name is Rafael Ramirez Garcia, graduated on Foreign Trade. I have been working with the company since 1968 in the transportation area. Currently, I am the Traffic Manager of Unik Group in charge of the international transportation policies for all the companies in the group.

Unik is the holding company of a group of 42 companies. Headquarters are located at Bosques de Ciruelos No. 278, Bosques de las Lomas, 11700, Mexico, D.F.

Most of the companies in the group are dedicated to auto parts manufacturing; trans axles, stampings, spark plugs, etc., to supply the automotive industry in Mexico and the US.


Main volume to and from the United States is being handled via motor carrier and railroad services; steel from Arkansas and Illinois to Laredo via rail; stampings from Celaya to Indiana, Ohio and, Illinois via truck and rail; trans axles from Mexico City and Queretaro to Michigan, Ontario, Canada via intermodal, etc..

Estimated volume, in terms of trailers equivalents, handled in 1994 was 2,200 trailers southbound and 1,100 trailers northbound. This is a combination of motorcarrier and rail boxcar movements.

As a company looking for a better, faster and more reliable service at the most competitive price, we believe that the proposed UP/SP merger fits with the Unik best interests, and will allow us to improve our participation in the US market place.

Improved intermodal service and manifest train service in the Chicago/Laredo corridor will allow us a more competitive to alternative to our over=the= road traffic with the possibility of savings. Also, more direct and efficient routes for steel shipments and autoparts will improve our ability to handle our inventories in transit and to achieve better equipment utilization.

For all these reasons, Unik strongly support the UP/SP merger application.



Rafael Ramirez G.
Unik, S.A. de C.V.

I, Rafael Ramirez G., declare under penalty, of perjury that the foregoing is true and correct. Further, I certify that I'm qualified and authorized to file this verified statement. Executed on September 22, 1995.



UNICORP S.A. de C.V.

Director General

Attest:

CHANCE MANAGER

SEP 22 1995



UNIFILT CORPORATION

P. O. BOX 1627

WILKES-BARRE, PA 18705

TOTAL FILTER MEDIA SYSTEMS & SERVICES

717-823-0313

800-752-3899

FAX 717-829-4515

September 7, 1995

My name is Michael Lavelle and I have been the Traffic Manager at Unifilt Corp. for five (5) years.

Unifilt is a specialized filtration manufacturing and installation company. We ship approximately seventy (70) rail cars per year from our plant in Pennsylvania to points all over the country. Many of these cars come onto the Union Pacific system from CPRS in Chicago and from the Conrail in East St. Louis.

Because the locations of our projects vary, Unifilt needs to find new warehouses to handle unloading of product at destination on a regular basis. The ability to access destinations on the Southern Pacific from a line haul on the Union Pacific would be beneficial. Switching charges caused by needing to use multiple railroads have made it difficult to get competitive transportation in the past.

Shorter routes between Chicago and Los Angeles, and increased capacity between Chicago and Dallas would help expedite Unifilt's cars between these locations and reduce cost.

Congestion at Yermo, CA. and difficulty in interchange between railroads at Colton, CA. has caused delays for Unifilt's shipments to Southern California in the past. A combined Union Pacific, Southern Pacific rail system would be able to more effectively utilize its assets in this area to improve service because it would be single line service and Union Pacific trains could operate into the Southern Pacific yard and vice versa in order to relieve congestion.

We support the merger of the Union Pacific and Southern Pacific railroads because of these benefits to our company.

Sincerely yours,

Michael Lavelle

Michael Lavelle
Traffic Manager

VERIFICATION

I, Michael Lavelle, 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 7, 1995.

Michael Lavelle

VERIFIED STATEMENT
OF
STEVE BRESSLER

On Behalf Of
United Purchasers Association, Inc.

I am President of United Purchasers Association, Inc., 7025 Hickman Road, Urbandale, Iowa 50322 and have had 37 years of experience in the grain, fertilizer and feed business with a degree in feed technology from Kansas State University.

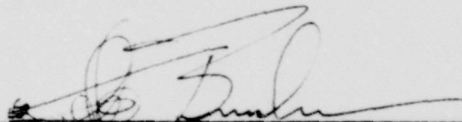
We are owned by seven independent cooperatives in western Iowa representing over one hundred million bushels of grain origination and two hundred twenty-five thousand tons of commercial fertilizer sales. 80 to 85 percent of our grain origination moves via rail and over 50 percent of that volume has moved to end user markets because of a high density of the business is being served by the former CNW.

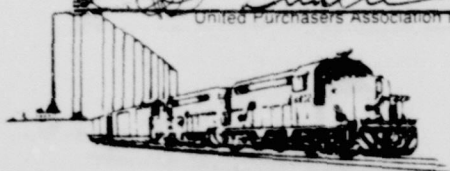
We are aware that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and strengthening competition. Benefits to our company include:

- * Competing favorably with the Burlington Northern/Santa Fe.
- * The greater assurance of long term quality service for the shipment of grain.
- * More efficient equipment utilization.
- * While the Union Pacific is financially strong, it lacks the opportunity to reach many key end users. With the SP having a number of excellent routes, the merged system will be able to overcome many of the present bottlenecks resulting in stronger competition.

In conclusion, we believe the proposed merger will provide significant benefits to all shippers served by the UP/SP. Our company supports the application.

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


United Purchasers Association Inc • 7025 Hickman Road • P O Box 3838 • Des Moines, IA 50322 • Phone (515) 276-6763 • FAX (515) 276-0503



**VERIFIED STATEMENT OF R. MICHAEL CAUSSEAUX
ON BEHALF OF UNITED SALT CORPORATION**

My name is R. MICHAEL CAUSSEAUX, and I am DISTRIBUTION MANAGER at UNITED SALT CORPORATION, 4800 SAN FELIPE, HOUSTON, TEXAS 77056. I am directly responsible for the approximately \$9 million in freight my company pays (70 percent truck and 30 percent rail). I am also responsible for warehouse selection and all customer service functions.

I have held my position with United Salt Corporation for six years. Prior to that, I worked for P & S Rice Mill (6 years) and Ralston-Purina (12 years). I have a transportation degree from The University of Tennessee.

United Salt Corporation is a salt manufacturing company with salt producing facilities in Houston and Hockley, Texas; and Carlsbad, New Mexico. Even though our two Texas facilities are not served by rail, we presently load rail through an outside warehouse in Houston. Our company ships salt products from Houston to California, the southeast, and the north central United States. Our revenue paid to all railroads exceeds \$2.5 million per year.

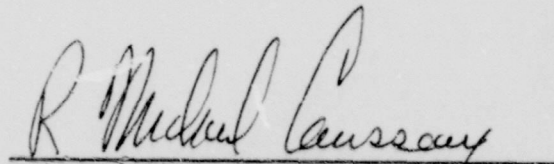
We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this merger as a means of improving our service and strengthening our rail competitive situation. Our company feels this merger will benefit us for the following reasons:

1. Our shipping lanes to California and Arizona have been basically void of competition because the Southern Pacific would provide neither equipment nor competitive rates. We feel that with the proven Union Pacific philosophy and performance, we will be able to increase our volume and acquire new customers. In the past, Southern Pacific offered our company no rail opportunities.

2. Our salt mine in Hockley, Texas, is located four miles from a Southern Pacific spur. In fact, in past years, our mine was rail served by the Southern Pacific. We have, on numerous occasions, discussed the possibility of loading Southern Pacific equipment at Hockley, but we were either told that we could not load salt into their equipment or that no equipment would be available. In addition, Southern Pacific imposed an approximate additional \$500 to ship to a customer on another railroad within a city served by the Southern Pacific, which made our rates totally non-competitive.

In summary, we feel that the proposed merger will provide significant benefits to us and other shippers. Our company strongly supports this application.

I, R. MICHAEL CAUSSEAUX, declare under the penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this fourteenth day of September, Nineteen Hundred and Ninety-Five.



R. Michael Causseaux
Distribution Manager



UNITED STATES
SHIPPERS, INC.

September 25, 1995

VERIFIED STATEMENT

OF

ALLAN JACKAN
on behalf of
UNITED STATES SHIPPERS, INC.
CENTRAL REGION

As Vice President of the Central Region for United States Shippers, Inc. my responsibilities include total supervision of Sales and Operations in the Midwest. I have held this position for 3 years. Prior to my transfer to Chicago, I was Sales Manager for United States Shippers for 7 years in our Edmonds, WA headquarters. These 10 years plus 15 more with the Chicago and Northwestern Railway make me a 25 year veteran in the Transportation Industry.

United States Shippers itself was founded by Harry D. Beresford as an intermodal marketing company in May of 1982 and since then Mr. Beresford has expanded our transportation services into an entity with annual sales exceeding \$50 million.

Our major thrusts have always been out of the Pacific Northwest with canned seafood traffic as well as forest products moving throughout the country. This traffic, along with time sensitive automotive products westbound into Seattle, form the backbone of United States Shippers, Inc.

In the Central Region we have experience in both Carload and Over-the-Road transportation but our expertise is fully in the Intermodal area. Our traffic patterns for the Central Region involve major movements between Chicago and California as well as the Chicago and Texas corridors.

I understand that the Union Pacific and Southern Pacific are requesting authority to merge under Finance Docket No. 32760. As Vice President of the Central Region I heartily endorse the UP/SP application. I believe the proposed merger would be in the best interest of the Central Region for United States Shippers, Inc.

I believe service in the Chicago/California corridor will improve providing better and consistent trains as well as a much needed improvement in the quality of equipment in this lane.

As an Intermodal Marketing Company, we believe the shipping public has been turned off by intermodalism this past year due to the lack of equipment and poor train service during peak shipping periods. We believe the joining of the UP/SP will make a strong transportation company able to provide more equipment as well as more train movement throughout the country, especially during those peak shipping times.

With the joining of the UP/SP, competition with the ATSF, which has merged with the BN, will provide major benefits to the shipping public in the Chicago/Texas corridor as well as providing more equipment and consistent trains. We also understand that BN/ATSF will be giving trackage rights in various lanes if the merger is approved as a result of the agreement recently reached with the UP/SP. This will add even more competitive alternatives for shippers.

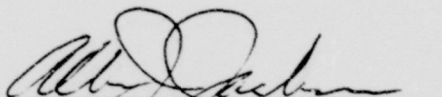
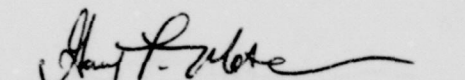
In conclusion we believe this proposed merger will provide significant benefits to shippers and our company supports this application as stated in Finance Docket No. 32760.

Sincerely,



Allan J Jackan
Vice President - Central Region

I, Allan Jackan, 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 on behalf of United States Shippers, Inc. Central Region. Executed on September 25, 1995.


(signature)
(witness)

October 2, 1995

VERIFIED STATEMENT OF
OF
DENNIS PARKER
on behalf of
USA INDUSTRIES INCORPORATED

My name is Dennis Parker. I am Corporate Secretary and manage the day to day transportation requirements of USA Industries Inc. We bring in wire by the carload and draw the wire down to different gauges and use it in the manufacturing of chain linked fence. We bring in approximately 100 to 110 carloads of wire a year. Our cars come into the SP/DRGW Crane at Salt Lake where they are unloaded and Harrington Trucking Co. delivers the wire to our facility in Salt Lake. Good Service and competitive transportation are imperative to our success.

Our manufacturing facility is headquartered in Salt Lake City, Utah. We also have a facility in Corona, California. Both plants buy wire products from CF&I at Minnequa, Colorado.

The Union Pacific and Southern Pacific railroads will file with the ICC for permission to merge in November or December of this year. We strongly support this merger as we believe it will enable the Union Pacific/Southern Pacific to compete against the huge Santa Fe/Burlington Northern Railway System.

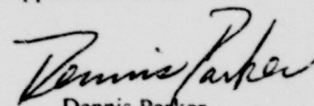
We also believe the take over of the Southern Pacific by the Union Pacific, will add stability to the financial condition of the Southern Pacific. The influx of capital will allow the Southern Pacific to make necessary improvements to their roadbed and buy the equipment and locomotives they will need to stay competitive in the fiercely competitive transportation market.

We are looking forward to improved service due to dual lines between Denver and Salt Lake, which will greatly benefit our company. The Southern Pacific has experienced serious delays due to lack of power, for several years now and the Union Pacific service has deteriorated due to heavy congestion on the lines between Denver and Salt Lake and Denver and Corona, California. We believe the merger will eventually eliminate these ongoing problems that have severely impacted our business.

The competition we now have in Salt Lake between the Southern Pacific and Union Pacific will be preserved with the recent agreement of the Union Pacific, to allow trackage rights to the BN/ATSF. That along with the check and balance we have with the strong trucking industry in the Rocky Mountain area will provide the necessary competition to keep the service levels high and the rates in balance.

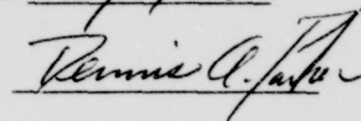
Our company has been very concerned with the continued worsening of service over the past two years on the Southern Pacific. We have been considering a switch to truck because of the increased inventories we have been forced to carry in our yards. Also, it has grown increasingly harder to get equipment at origin in a timely manner as slower transit times have created serious shortages in the SP gondola fleet.

Our company strongly supports the merger of the Union Pacific and Southern Pacific. We feel it is a necessary step to preserve the viability of the Southern Pacific and to maintain the rail transportation that is so vital to the success of our company. We urge the Commission to quickly approve the application of the railroads to merge.


Dennis Parker

VERIFICATION

I Dennis Parker, 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 10/5/95.


Dennis A. Parker

VALLEY OIL TRANSPORTATION, INC.

"The Resources of Tomorrow, Available Today"

VERIFIED STATEMENT
OF
MERRILL MAUGHAN
ON BEHALF OF
VALLEY OIL TRANSPORTATION, INC.

MY NAME IS MERRILL MAUGHAN. I AM THE VICE-PRESIDENT OF VALLEY OIL TRANSPORTATION, INC., WHICH IS LOCATED AT 620 WEST CENTER STREET, SUITE 5, NORTH SALT LAKE, UTAH 84054. I AM RESPONSIBLE FOR THE RAIL AND TRUCK TRAFFIC RELATING TO ALL PETROLEUM PRODUCTS AND HAZARDOUS MATERIALS. THESE RESPONSIBILITIES HAVE BEEN IN THE FOLLOWING STATES: MISSOURI, KANSAS, COLORADO, WYOMING, UTAH, NEVADA, ARIZONA, IDAHO, TEXAS, AND CALIFORNIA. I HAVE HAD THESE RESPONSIBILITIES FOR VALLEY OIL TRANSPORTATION, INC. FOR SIX (6) YEARS. PRIOR TO THIS, I HAD THE SAME RESPONSIBILITIES FOR METRO OIL PRODUCTS, INC. FOR EIGHTEEN (18) YEARS.

VALLEY OIL TRANSPORTATION, INC. BUYS, SELLS, AND TRANSPORTS ALL TYPES OF PETROLEUM PRODUCTS FROM KANSAS CITY, MISSOURI TO SALT LAKE CITY, UTAH BY UNION PACIFIC, FROM BAKERSFIELD, CALIFORNIA TO SALT LAKE CITY BY SANTA FE/UNION PACIFIC, FROM SALT LAKE CITY, UTAH TO EMPIRE, NEVADA BY UNION PACIFIC, FROM SALT LAKE CITY, UTAH TO DEER PARK, TEXAS BY UNION PACIFIC, FROM SALT LAKE CITY, UTAH TO WYOMING BY UNION PACIFIC, FROM GRAND JUNCTION, COLORADO TO SALT LAKE CITY, UTAH BY SOUTHERN PACIFIC, AND FROM SALT LAKE CITY, UTAH TO GRAND JUNCTION, COLORADO BY SOUTHERN PACIFIC.

THE ABOVE PARAGRAPH EXPLAINS OUR GENERAL PATTERNS. VALLEY OIL TRANSPORTATION, INC. EXPECTS THE TOTAL USE OF 175 RAILCARS IN 1995, AND APPROXIMATELY 275 RAILCARS IN 1996.

WE UNDERSTAND THAT UNION PACIFIC AND SOUTHERN PACIFIC ARE REQUESTING AUTHORITY TO MERGE. WE STRONGLY SUPPORT THIS AS A MEANS OF IMPROVING SERVICE AND STRENGTHENING COMPETITION. WE BELIEVE THAT THE PROPOSAL MERGER WOULD BE IN OUR COMPANY'S BEST INTERESTS AS WELL AS THE INTERESTS OF OTHER SHIPPERS. WE HEARTILY ENDORSE THE UNION PACIFIC/SOUTHERN PACIFIC APPLICATION.

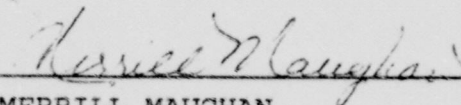
WITH APPROVAL OF THE APPLICATION, UNION PACIFIC AND SOUTHERN PACIFIC WILL BE ABLE TO COMBINE THE STRENGTHS OF THEIR RAIL SYSTEMS. AS A RESULT, SHIPPERS AND RECEIVERS ON BOTH SYSTEMS WILL ENJOY IMPROVED SERVICE, INCLUDING A NUMBER OF ENTIRELY NEW SERVICES.

OUR EXPERIENCE WITH THE SERVICE FROM SOUTHERN PACIFIC HAS BEEN UNSATISFACTORY.

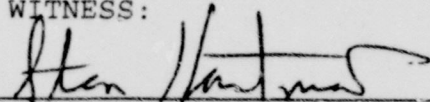
WE BELIEVE THE COMBINING OF THE TWO RAILROADS WILL DECREASE THE TRANSIT TIME OF RAILCARS, AND ALSO DECREASE SWITCHING TIME, AS NOW THE TIME IS NOT ACCEPTABLE WITH THE TWO RAILROADS.

VERIFICATION

I, MERRILL MAUGHAN, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON OCTOBER 5, 1995.


MERRILL MAUGHAN

WITNESS:


STAN HARTMARK

VERIFICATION

STATE OF Utah)
COUNTY OF Salt Lake) ss.

MERRILL MAUGHAN, BEING DULY SWORN, DEPOSES AND SAYS THAT HE HAS READ THE FORGOING DOCUMENT, KNOWS THE FACTS ASSERTED THEREIN, AND THAT THE SAME ARE TRUE AS STATED.

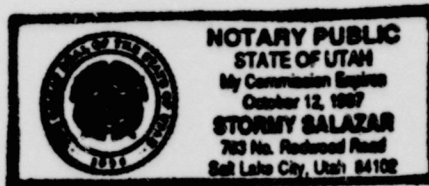
Merrill Maughan
MERRILL MAUGHAN

SUBSCRIBED AND SWORN TO BEFORE ME THIS 6th DAY OF
October, 1995.

Stormy Salazar
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Oct 12 1997



VITRO CORPORATIVO, S.A. DE C.V.

**VERIFIED STATEMENT
OF
LUIS ENRIQUE FLORES FAZ
ON BEHALF OF
VITRO CORPORATIVO, S.A. DE C.V.**


My name is Luis Enrique Flores, Corporate Procurement and Risk Management Director, Vitro Corporativo, S. A. de C. V., located at Av. Roble 660, Col Valle del Campestre, Garza Garcia, N. L. 66250, Mexico. I am responsible for procurement, transportation, customs and risk management. I have been in this position for 5 years and 21 with Vitro.

Vitro Corporativo, S. A. de C. V. is part of VITRO industrial group comprising the following divisions:

GLASS CONTAINER: All kinds of glass containers with facilities located at Monterrey, N.L, Mexico D.F., Queretaro Qro, Toluca Edo. de Mex. Guadalajara, Jal., Mexicali, B.C.

FLATGLASS: Construction, architectural, decorative and automotive flatglass with facilities located at Villa de Garcia, N.L. Mexico, D.F. Tlaxcala, Tlx. Tlalnepantla, Edo. de Mex.

GLASSWARE: Tableware, cookware and kitchenware, both glass and enamel steel with facilities located at Monterrey, N.L.



HOUSEHOLD PRODUCTS: Household products such as washers, dryers refrigerators and freezers with facilities located at Monterrey, N.L. Celaya, Gto., Puebla, Pue.,

PACKAGING: Plastic and aluminum containers and disposable tableware with facilities located at Queretaro, Qro., Mexico, D.F., and capital goods with facilities located at Monterrey, N.L.

CHEMICAL FIBERS AND MINING: Fiberglass, Aluminum Sulphate, sodium silicate, precipitated silica and the mining & processing of soda ash, silica sand and

VITRO CORPORATIVO, S.A. DE C.V.

feldspar with facilities located at Lampazos, N.L. Canoas, Coah., Ahuazotepec, Pue., San Jose Iturbide, Gto., Jaltipan, Ver., Magdalena, Son., Tlalnepantla, Mex., Guadalajara, Jal.

These facilities are served solely by the Ferrocarriles Nacionales de Mexico and Motor Carriers.


ANCHOR GLASS: Located in USA, manufactures glass containers with facilities located at Winchester, IN., Jacksonville, FL., Shakopee, MN Henryetta, OK., Antioch, CA., Elmira, NY., Streator, IL., Connellsville, PA., Keyser, WV., Cliffwood, NJ., Gurnee, IL., Lawrenceburg, IN., Salem, NJ., Dayville, CT., Warner Robins, GA., Houston, TX., Anchor Glass facilities are served by various U. S. Railroads

During 1994 we expended some 34 million U.S.dls. for railroad and intermodal services within U.S. This was the approximate equivalent for moving 13,600 car loads of our products.

We understand that Union Pacific and Southern Pacific are requesting authority to merge their systems in order to improve transportation services.

A merged service will provide Vitro with single line service on our silica sand movements from Overton, NV to Calexico, CA. this will improve transit times and car cycle times which will make more equipment available for loading at Overton, NV. The merged system will provide a more direct single line routing on our soda ash movements from the Green River, WY area, served by the Union Pacific, to Laredo, Tx. This more direct route will result in faster and more consistent transit which will improve equipment cycles and therefore help alleviate car shortages we have experienced in the past.

The combined system will offer among others improved intermodal services from Laredo, TX. to Los Angeles and San Francisco, CA. which will provide Vitro with more cost effective competitive option to our present use of motor carrier.




The combined railroad system with its intermodal network will offer more expedited, pre blocked and pre-cleared trains to and from Mexico, with the ability to utilize all major Mexico border crossing USA, shorter and more efficient routings. This will provide Vitro with additional cost effective transportation options for expanding our current markets in the U. S. and Canada.

VITRO CORPORATIVO, S.A. DE C.V.

It is important for Vitro to see stronger rail competition between the Mexican border, the U.S. and Canada in order to maintain and improve our market share. The outcome of this merger will provide Vitro with stonger rail systems competing for our business. For the reasons mentioned above, we firmly support the application to merge

I Luis Enrique Flores Faz Corporate Procurement and Risk Management Director of Vitro Corporativo, S. A. de C. V. declare under penalty of perjury that to my understanding the foregoing is correct. Further I Certify that I am qualified and authorized to file this verified statement executed on September 8, 1995.



Luis Enrique Flores Faz.

WASATCH DISTRIBUTING COMPANY, INC.

P.O. Box 1492 • 2361 B Avenue
Ogden, Utah 84402 • Phone 621-BEER

October 5, 1995

**Verified Statement
of
Joseph H. Pilarczyk
on behalf of
Wasatch Distributing Company, Inc.**

I, Joseph Howard Pilarczyk, have been employed by Wasatch Distributing Company, Inc., 2361 "B" Avenue, P.O. Box 1492, Ogden, Utah, 84401, since October 1977. In January of 1982, I took over the position of Inventory Manager and Traffic Manager. In my present position, I am responsible for maintaining proper inventory levels from out of state suppliers.

We are wholesale distributors for:

**Anheuser-Busch, Inc.
Miller Brewing Company
Pabst Brewing Company
Barton Beers, Ltd.
Seagram Beverage Company
Heineken
E. & J. Gallo Winery**

At the present time we are shipping the majority of our product by railroad services from St. Louis, Missouri; Ft. Worth, Texas; Fort Collins, Colorado; Olympia, Washington. The remainder of our product is received by truck service at our company in Ogden, 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. We also believe that the proposed merger would be in our company's best interest as well as the interest of other shippers. We heartily endorse the UP/SP application.

The service benefits for us and other UP/SP customers would be new single-line service, more efficient routes, improved intermodal service, terminal coordination, route specialization, and better utilization of equipment.

WASATCH DISTRIBUTING COMPANY, INC.

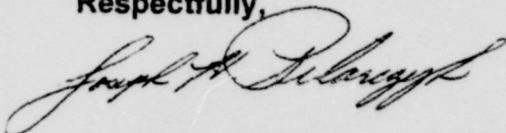
P.O. Box 1492 • 2361 B Avenue
Ogden, Utah 84402 • Phone 621-BEER

BN/Santa Fe will be nearly twice the size of the UP or SP. Combining the UP and SP will create a competitor that is fully equal to the BN/Santa Fe in all major western markets.

As a past shipper with the SP from Los Angeles, we always encountered service problems. If the merger is approved, it will add the assurance of long term quality service of SP shippers by adding a financially strong system capable of making the necessary capital investment to maintain rail competition.

We believe that the proposed merger will provide significant benefits to shippers. Our company supports this application UP/SP merger case Finance Docket No. 32760.

Respectfully,



Joseph H. Pilarczyk
Wasatch Distributing Company, Inc.

I, JOSEPH H. PILARCZYK, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement. Executed on OCTOBER 6, 1995



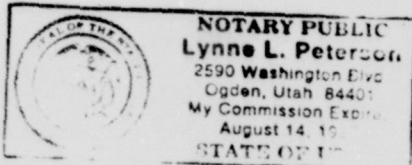
VERIFICATION

STATE OF Utah)
COUNTY OF Weber) ss.

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



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



Lynne L. Peterson
Notary Public

My Commission Expires:

8-14-97

September 29, 1995

VERIFIED STATEMENT
OF
TOM MANLEY
on behalf of
WATONWAN FARM SERVICE CO.

Tom Manley, Grain Division Manager for Watonwan Farm Service Co., Hwy 263 Welcome, MN. 56181. I've held this position for 2 years, prior to that I worked for LH Grain Co., which was purchased by Watonwan Farm Service Co., for the previous 24 years with the same position. I am responsible for shipping and marketing grain for all of our elevator locations.

Watonwan Farm Service Co. is a farmer owned cooperative. We market grain and supply merchandise and services to our patrons. Major commodities supplied to our patrons are petroleum products, fertilizer, chemicals, feed and farm supplies.

We have 2 locations shipping commodities on the Union Pacific rail. Our home office in St. James, Minnesota and our Welcome, Minnesota location. We ship approximately 20 to 25 million bushels of grain annually by rail. The St. James location ships entirely by Union Pacific. Our Welcome location ships with Union Pacific and Soo line railroads.

Our company ships between 5700 and 7200 carloads of grain to the West Coast, the Gulf for export, and various Midwest locations.

We receive dry and liquid fertilizer by rail at our St. James, Welcome, and Odin locations.

We understand that Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this as a means of improving service and broadening our shipping market.

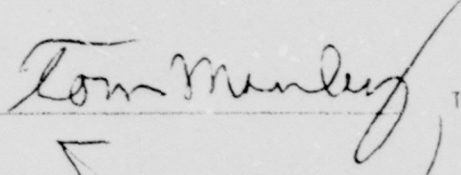
With the merger of the Union Pacific and the Southern Pacific railroad this will open up new markets for us by giving us direct access to the California Feeder Market, California Export Market, and Mexico.

We believe that this merger will improve shipping with the Union Pacific and Southern Pacific railroads by making shipments more direct which make turn around times faster, thus allowing us to ship more grain in a shorter length of time. This will also allow them to better utilize there

equipment. This is of utmost importance to us during our peak seasons.

We believe that the proposed merger of the Union Pacific and the Southern Pacific railroads will provide significant benefits to our company and we fully support the application.

I Tom Manley, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on September 26, 1995.


Tom Manley



1855 EAST 122nd ST.
CHICAGO, IL 60633
312/646-4500
800/733-5683
FAX 312/646-6128

September 29, 1995

VERIFIED STATEMENT OF:
John S. Albert
On Behalf of
Welded Tube Company of America

My name is John S. Albert, Senior Traffic and Logistics Coordinator for Welded Tube Company of America.

Welded Tube Company of America is a manufacturing mill involved in the production of cold formed welded structural steel tubing and located at 1855 E. 122nd Street in Chicago, Illinois.

Currently, Welded Tube Company depends on the nation's railroads for transportation of 28% of our production capacity. We attempt to market our reliability in consistent performance as well as competitive pricing to our western markets. We feel that the recent approval on the application of the Burlington Northern and Sante Fe railroads has compromised the ability of the remaining railroads to compete in a demanding marketplace.

Welded Tube Company of America understands and supports the merger of the Southern Pacific and the Union Pacific railroads as a means to improving transit times, strengthening competition, and enhancing equipment availability. Repositioning equipment to corridors historically lacking in efficiency will provide our company greater ability to respond to the seasonal demands of the steel and transportation industries. Markets that have been closed because of the lack of competition may now become accessible because of the reciprocal agreements of service offered to Burlington Northern/Sante Fe by the requesting railroads. Welded Tube Company views this as a challenge to competition, not as a concession.

STB

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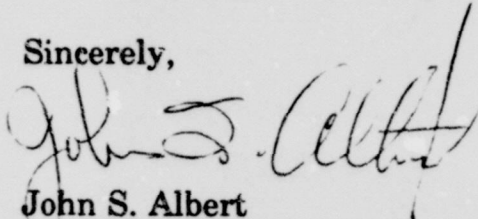
Page 2

September 29, 1995

Authorization of the merger of the Union Pacific and Southern Pacific can only benefit the quality of service that can be offered to their customers, including Welded Tube Company.

We therefore urge a prompt approval of Finance Docket 32760 to assure our viability in a quality and price driven market.

Sincerely,

A handwritten signature in cursive script, appearing to read "John S. Albert".

John S. Albert
Senior Traffic & Logistics Coordinator

nkc



1855 EAST 122nd ST
CHICAGO, IL 60633
312/646-4500
800/733-5683
FAX 312/646-6128

VERIFICATION

STATE OF

IL

COUNTY OF

COOK

)
) SS.
)

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

Signature:

John S. Albert
Printed Name: JOHN S. ALBERT

Subscribed and sworn to before me this 29th day of September, 1995.

OFFICIAL SEAL
JOAN M. JURICH
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 04/09/97

Joan M. Jurich
Notary Public

My Commission Expires:

4-9-97

WEST CENTRAL

COOPERATIVE

GENERAL OFFICES
P.O. BOX 68
RALSTON, IA 51459
(PHONE) 712-667-3200

VERIFIED STATEMENT OF

THOMAS FELDMANN
on behalf of
WEST CENTRAL COOPERATIVE

My name is Thomas Feldmann. I am Marketing Manager of West Central Cooperative of Ralston, Iowa. I have been with West Central Cooperative for over 34 years, the last 25 as Marketing Manager. I am responsible for the grain and grain product marketing for the cooperative. These duties include the transportation function involved with grain and grain product marketing.

West Central Cooperative is a farmer-owned company, with approximately 3,000 members. We have 13 grain elevators, with a combined storage capacity of 30 million bushels. Six of these elevators ship grain by rail in unit trains of from 50 to 100 cars. Four of these facilities are located on the U.P. Railroad at Jordan, Jefferson, Ralston, and Gowrie, Iowa. Two of these four facilities are capable of loading 100-car unit trains at present; and the other two facilities are being upgraded and will have 100-car loading capability within 90 days. West Central also operates a soybean processing plant at Ralston, Iowa, which crushes 5 million bushels of soybeans annually and ships both soyoil and soymeal by rail. Annual rail shipments from West Central Cooperative are 8,500 cars of whole grains (corn and soybeans), 600 cars of soymeal, and 300 cars of soyoil.

Whole grain shipments are made to domestic processors in several states and to export markets at the Gulf of Mexico and the Pacific Northwest. In addition, corn shipments are made to feed grain markets in several southern and southwestern states. Soymeal is shipped to dairy production areas of northeastern states and southern and western states. Soyoil destinations are located in many different areas.

We support the application for merger of the Southern Pacific and the Union Pacific. The unification of these two railroads will provide many benefits to our company. It will allow shipments of corn to feeder markets in Texas, Arizona, and southern and northern California to be made on one railroad. This will increase the markets we can serve directly and improve equipment efficiency.

Shipments of soymeal to Texas, New Mexico, and California can be direct instead of a two-line haul. Many additional markets will be economically reachable because of



the efficiencies of a one-line haul. In addition to reducing the time and cost of interchanging rail traffic, many of our shipments can be made more efficient because of a shorter route to the final destination. Also, delays due to construction or weather problems on specific rail lines can be reduced since there will be more than one route to many destinations.

We also support the merger because it will make our facilities more competitive with nearby elevators served by the Burlington Northern Santa Fe Railroad. With their expanded market area, we on the U.P. need to have an expanded market area to remain consistently competitive.

Efficiencies gained in shipments of other products on the combined system should benefit grain shippers by effectively increasing the available power and equipment. Gains by any segment of the system can be shared by all shippers.

We believe the connecting of grain surplus areas like ours with grain deficit areas with a direct one-line haul will be beneficial for both areas. West Central strongly supports the application of the merger of the Southern Pacific and the Union Pacific.

VERIFICATION

STATE OF Iowa

COUNTY OF Carroll

Thomas Feldmann, 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.

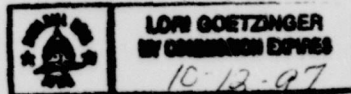
Thomas Feldmann
Thomas Feldmann

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

Lori Goetzinger
Lori Goetzinger, Notary Public

My Commission Expires:

10-12-97



VERIFIED SUPPORT STATEMENT-FINANCE DOCKET NO 32760

Westway Trading Corporation is the largest worldwide distributor of molasses and a major domestic storage/terminal company. The Headquarters is located at 365 Canal Street, Suite 2200, New Orleans, LA 70130. Its major suppliers are sugar mill/refinery producers and the most significant usage is the animal feed industry. Westway has twenty-six terminals, 600 + tank car fleet and several company tank trucks/trailers. Our tank car rental/maintenance investment is \$1½ million annually.

I have been employed by Westway Trading for the past ten years and have overall responsibility for Traffic/Transportation functions of the company. My duties include rail service and rate negotiations.

Westway Trading Corporation totally supports the Union/Missouri Pacific Corp. consolidation with Southern Pacific Corp. for various reasons:

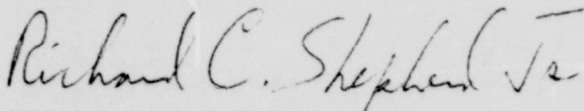
- 1) Union/Missouri Pacific would gain access to serve Louisiana sugar mills, one of our major suppliers, which are now SP captive. Southern Pacific, unfortunately, serves very few customers on the destination end of movement. The UP/MP would have single line end-to-end movements;
- 2) Improved service on proposed system in lieu of SP's continual locomotive power shortages and UP enormous power fleet;
- 3) Billing & Customer Service consolidation;
- 4) Although UP switches our Long Beach molasses terminal, most of the customers are located on the SP, so we should appreciate better economics with single-line movements;
- 5) Current routings via SP from Louisiana shipping origins interchange at Fort Worth, TX which increases turnaround times and consequently equipment costs;
- 6) It is Westway's hope that the UP/SP consolidation will relieve some of the tremendous congestion in Houston, where we have a major terminal. We also hope that the combined roads will vigorously pursue a consolidated PTRR/HBT, the two local switching roads, into one entity; and

Verified Support Statement
Continued...

- 7) Westway's biggest customer base is concentrated in the Texas Panhandle. With UP/SP consolidation, it is our hope that the proposed system will utilize its competitive access (BN/ATSF merger condition) to Panhandle which is now captive to BN or ATSF.

In conclusion, Westway feels that the UP/MP and SP consolidation should be expeditiously approved by Commission since it will promote competition by providing direct market access, reduce costs through competitive access, consolidate duplicate functions/operations and finally, improve railroad service.

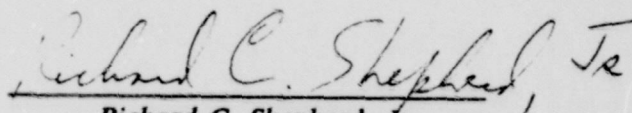
Sincerely,



Richard C. Shepherd Jr.
Transportation Director

RCS/sh

I Richard C. Shepherd, 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 August 24, 1995.


Richard C. Shepherd, Jr.

VERIFICATION

STATE OF LOUISIANA)
COUNTY OF ORLEANS) ss.

Richard C. Shepherd, 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.

Richard C. Shepherd Jr
Richard C. Shepherd, Jr.

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

[Signature]
Notary Public

My commission Expires:

For Life

Michelle N. Meyer
Witness



WILKINSON KAOLIN ASSOCIATES, LTD.

P.O. BOX 306 • 831 MILLEDGEVILLE ROAD • GORDON, GEORGIA 31031

J. BARRY SELLERS - General Partner
EUGENE MOORE - Plant Manager
DAVID WALLACE - Mining Manager

DEBORAH CLARK - Administration
TERESA ELLIS - Lab Manager
SHAY SELLERS - Sales & Marketing

September 25, 1995

Verified Statement
of
Shay Sellers
on behalf of
Wilkinson Kaolin Associates, Ltd.

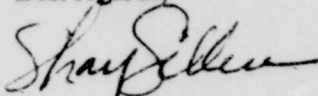
My name is Shay Sellers and I am the Sales and Marketing manager for Wilkinson Kaolin Associates, Ltd. I am writing this letter to voice our support for the merger of the Southern Pacific and Union Pacific Railroads. Wilkinson Kaolin Associates is one of the largest airfloat kaolin producers in the world, yet it is still a small privately owned operation. Our product, kaolin, is a white mineral found primarily throughout Georgia and South Carolina. Kaolin is used as a filler in products such as paper, fiberglass, ceramics, rubber, plastics, and adhesives. We ship our products worldwide in bulk, super sacks, and 50 lb. bags. We currently ship over 2,000 rail cars per year on virtually every major rail line in the U.S., as well as many more trucks.

As I stated, Wilkinson is a small company that has made its niche in the market by controlling our costs to become what we believe to be the most efficient producer in our industry. Many times I will have a customer who will rely on me to arrange the freight for his/her order. Therefore, Wilkinson is vitally interested in any matter which may have an effect on competition among the major rail lines.

To better demonstrate our concern, allow me to further explain. The average price of our kaolin clay is around \$40.00 per ton. We normally ship 70 tons of clay per rail car. It is very common for our customer to pay more in freight than for product alone. Our markets are so competitive, that in many cases changes in freight will win or lose a customer.

Wilkinson Kaolin currently ships kaolin to the west coast as well as Mexico using the Southern Pacific Railroad. We hope and believe that the merging of the Southern Pacific and the Union Pacific will strengthen the efficiencies and the competition between the western railroads. Therefore, Wilkinson Kaolin Associates, Ltd. is in support of this application.

Best regards,

A handwritten signature in cursive script, appearing to read "Shay Sellers".

Shay Sellers
Sales & Marketing

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



THE WINE GROUP

Mac Parnell
Manager of Logistics

**VERIFIED STATEMENT
of
MAC PARNELL
on behalf of
THE WINE GROUP**

My name is Mac Parnell. I am Manager of Logistics for The Wine Group, headquartered at Ripon, California, and have over 25 years experience working with the transportation industry and over 20 years with the wine industry.

In my capacity as Manager of Logistics for The Wine Group I am responsible for all material handling and in and out bound transportation including carrier selection and rate negotiations with the various transportation companies.

The Wine Group is comprised of Franzia Winery with facilities at Ripon, Sanger, and Tulare CA; Corbett Canyon Vineyards, San Luis Obispo, CA; and Mogen David Wine, Westfield, NY. Franzia Winery, Ripon is served by the Union Pacific Railroad at Simms Station, CA and Mogen David is served by ConRail at Westfield, NY.

From our California facilities in Ripon and San Luis Obispo we ship bottled and packaged wine to distributors throughout the United States, utilizing rail boxcar and intermodal service, as well as over the road trucks. Our greatest growth segment in transportation is in intermodal shipments equaling several thousand units annually and expanding. We also ship bulk wine and grape concentrate in rail tank cars from Ripon to Mogen David, Westfield, NY.

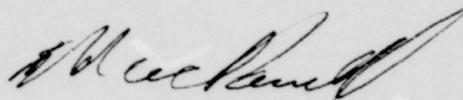
We understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this merger as a means of maintaining strong rail competition and improving service to several of our key markets.

With the merger of the Burlington Northern and the Santa Fe into a railroad nearly twice the size of any other Western railroad it is imperative to approve the merger of UP/SP to maintain the competition necessary to give us the quality service we require for our products. This merger will produce shorter and quicker routings to all our major markets thus decreasing transit and improving service for all our distributors that receive boxcar or

intermodal shipments. Faster transit times and common management of the fleet will create better utilization of equipment and decrease periods of equipment shortages which we experience periodically throughout the year but especially have trouble with in the fall, our busiest time.

This merger will especially help the competitive picture to two of our largest markets; all of Texas and Seattle. In Texas the Santa Fe has had little competition from a service standpoint even prior to the BN/SF merger. Without the UP/SP merger creating more efficient routings for the combined railroad we could be at the mercy of the BN/SF for this, one of our most important areas. The UP has no effective routes to this area from Northern California and without the UP/SP merger the SP will be even more ineffective against the much larger BN/SF. For the Pacific Northwest this merger would enable us to take advantage of more efficient intermodal transportation to Seattle, on a through route, instead of over the road trucks as it is currently moving.

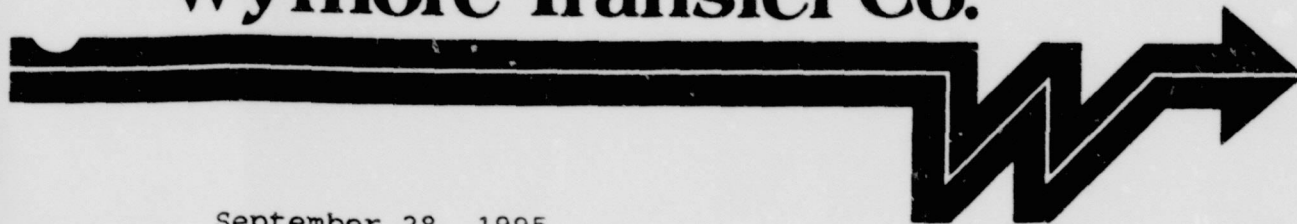
We believe the proposed UP/SP merger will enhance competition through out the West creating better service for all shippers and receivers. With the strength of the combined roads they should have significant impact on transportation on the West coast: being a viable alternative to trucks for the tremendous amount of freight that moves North-South between the Pacific Northwest and California. We strongly support the merger of the Union Pacific and Southern Pacific Railroads.



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



Wymore Transfer Co.



September 28, 1995

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

Dear Mr. Williams,

I am Steve Wymore, President of Wymore Transfer Company located at 12651 S.E. Capps Road in Clackamas, Oregon. My responsibilities as President of Wymore Transfer Company include Financial, Operations, Personnel, and total Customer Quality Service.

Wymore Transfer Company is a full service distribution facility with a company owned fleet of tractors, vans, flatbeds, curtain vans and tanker equipment. We specialize in the handling of steel, paper products in all forms, lumber products and non-hazardous bulk liquid and dry commodities.

Wymore Transfer is totally, 100% in support of the merger of the Union Pacific and the Southern Pacific Railroads. This merger will open our abilities to extend a greater coverage of both inbound and outbound rail service to our customers and provide them with more equipment of which to satisfy their shipping function.

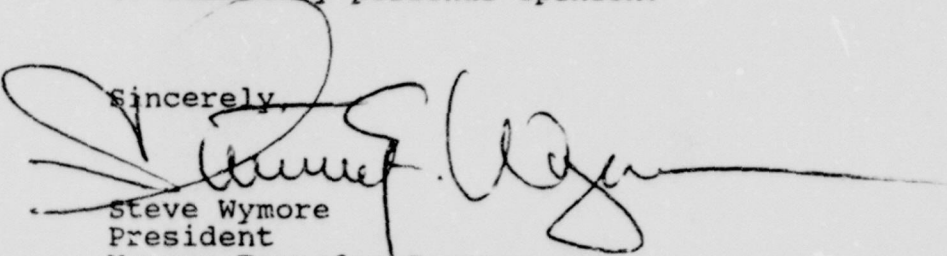
The merger will open up an expanded service market area and help improve the transit times through necessary corridor improvements. Our facility and our customers who look to us for their rail service are in full support of the merger with the additional routes that will occur.

Our main support of the merger of the UP and SP is the opening of the Midwest region that is accessible only by the BN and UP from our Clackamas facility. Wymore Transfer Company and our customers support this merger because we feel that the merger will make the SP and UP stronger so they can compete with the Common Carriers, and the Independent and Contract over the road carriers.

Wymore Transfer Company has been in support from the initial announcement of the merger between the Union Pacific Railroad and the Southern Pacific Railroad. I support this merger because of the expanded coverage, improved service and addition of much needed equipment. The merger will open to our customers a market area only served by trucks or a railroad we are not served from.

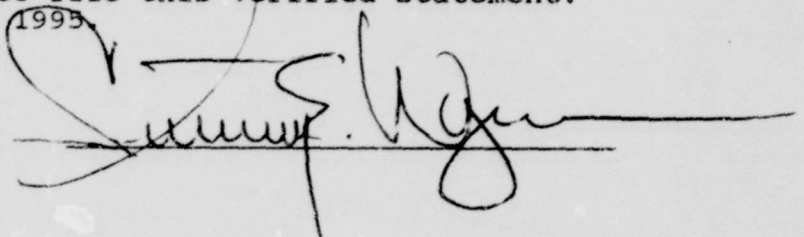
We need and support this merger. Wymore Transfer Company has been in business since 1924 and has built itself on the rail business we need, and look to it as an important partner in business for us. I look for the future of this merger to be a positive, prosperous venture. Thank you for the opportunity to submit my personal opinion.

Sincerely,



Steve Wymore
President
Wymore Transfer Company
12651 S.E. Capps Road
Clackamas, OR 97015

I, Steve Wymore, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.
Executed on September 28, 1993.





YELLOW FREIGHT SYSTEM, INC. P.O. BOX 7270 / 66207 • 10990 ROE AVENUE / 66211 OVERLAND PARK, KANSAS (913) 345-3000

VERIFIED STATEMENT
of
CAROL J. TERREL
on behalf of
YELLOW FREIGHT SYSTEM, INC.

RE: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

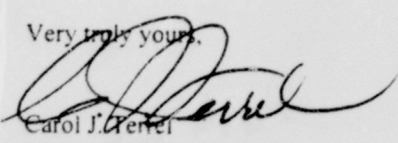
My name is Carol J. Terrel, Intermodal Coordinator with Yellow Freight System, Inc., 10990 Roe Avenue, Overland Park, Kansas 66207. I have been with Yellow Freight System since March 1988. Prior to my position with Yellow Freight System, I held positions within the railroad industry for 15 years.

Yellow Freight System utilizes the intermodal capabilities of all major United States railroads to supplement our linehaul operations. Under our terms of our current labor agreement with the Teamsters Union, Yellow Freight System has substantially increased our use of intermodal transportation. As in most industries, Yellow Freight System operates in an extremely competitive atmosphere relative to both service and rates. It is critical to the LTL industry that future intermodal transportation remain service competitive and cost effective.

I understand that the Union Pacific and Southern Pacific are requesting authority to merge. We strongly support this merger for the following reasons. First, the merged operations will improve intermodal service and expand customer markets. The combined system will reduce transit times by utilizing the most direct route available. Second, the merged rail system will promote competition with the combined Burlington Northern/Santa Fe rail system in the Western Markets. Third, the merged system will be able to focus on increasing capacity at intermodal terminal locations across the system by consolidating duplicate facilities and directing capital improvements at facilities currently operating at or near capacity.

Yellow Freight System supports the merger application referenced above and respectfully requests favorable consideration on Finance Docket No. 32760.

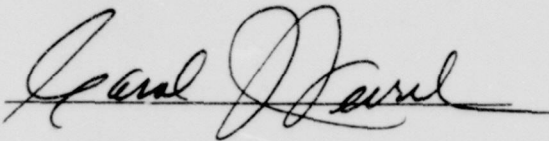
Very truly yours,


Carol J. Terrel
Intermodal Coordinator
September 14, 1995

VERIFICATION

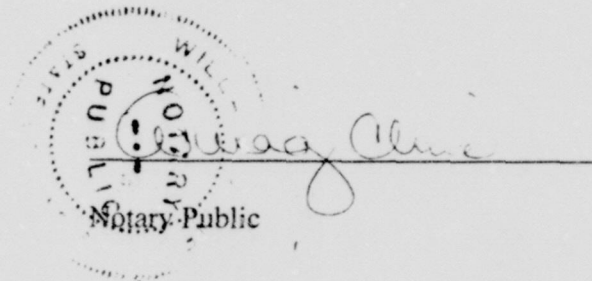
STATE OF KANSAS |
COUNTY OF JOHNSON | SS.

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



Carol J. Terrel

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



MY COMMISSION EXPIRES:

3-24-99



YOUNG CONTRACTORS, INC.

PHONE 409/779-1112

FAX 409/823-2797

P.O. BOX 674

BRYAN, TEXAS 77806

7601 W. STATE HWY. 21



VERIFIED STATEMENT OF A. P. BOYD ON BEHALF OF YOUNG CONTRACTORS, INC.

My name is A. P. Boyd. I am Vice-President of Young Contractors, Inc. and the general manager of all operations for the Young companies in the Bryan, Texas area. I have 43 years of experience in highway and other heavy construction, including arranging for the transportation of construction materials. Among Young's operations in the Bryan area is a material yard and asphalt plant that receives substantial quantities of raw materials - especially crushed stone - by rail via the Union Pacific Railroad. During the first eight months of 1995 alone, we received over 2,500 carloads of crushed limestone at our Bryan operation.

I am writing this statement to express Young's strong support for the proposed merger of Union Pacific with the Southern Pacific. Consolidating those railroads will provide Young and other receivers of crushed stone in the Houston area with substantial efficiency and competitive benefits.

Most importantly, the UP/SP merger will make available to us (and other receivers in Texas, especially in the Houston area) more efficient access to a much broader range of stone sources. Today, we receive crushed limestone from Texas Crushed Stone in Feid, Texas, which is served by both the UP and the SP; from Colorado Materials in Hunter, Texas, which is served by UP only; and Gifford Hill, in Ogden, Texas, which is also served only by the UP. With the merger, Young will have efficient access to many more sources of crushed stone. Of particular importance is Redland Stone, a major producer in Beckman, Texas, which is located on the SP. The inefficiencies inherent in multi-railroad movements makes this source inaccessible to us today. By providing efficient access to producers on both the UP and SP systems, the merger will increase competition among those producers and provide Young with greater opportunities to secure crushed stone at lower delivered prices.


The merger will also achieve important operating efficiencies by combining the UP and SP. By consolidating UP and SP stone traffic, there will be increased opportunities for operation of unit trains and more frequent gathering and delivery of stone shipments. In addition, by combining UP and SP's lines in Texas, the merged carrier will be able to use more efficient routes, improve traffic flows through congested points, and generally improve the reliability of service. All of these improvements also promise significant improvements in utilization of the hoppers and gondolas used to haul this stone, many of which are privately owned.

Improved rail access to crushed stone is especially important for Young and other receivers served by UP (or SP) in light of the broad access to sources available to receivers located on the newly-merged BN/Santa Fe system. The combination of UP and SP will intensify competition among the sources for crushed stone and among railroads, which will now have more evenly matched access to sources and receivers. Indeed, with the trackage rights access that UP and SP have agreed to grant to the BN/Santa Fe,

including to stone producers served by the Georgetown Railroad, shippers and receivers of stone throughout Texas and the surrounding states will benefit from greatly improved rail access to a broader array of end markets and sources. Not only will competition among the railroads benefit, but additional volumes of stone should be diverted from highway to the rails.

I declare under penalty of perjury that the foregoing is true and correct. I further certify that I am authorized to prepare and file this statement.

Executed on October 3, 1995.


A. P. Boyd